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30Table of ContentsUNITED STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549FORM 10-K(Mark One)âANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the fiscal year ended September 30, 202404RâTRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the transition period from to Commission File Number: 001-38720Twist Bioscience Corporation(Exact Name of Registrant as Specified in its Charter)Delaware46-2058888(State or other jurisdiction of incorporation or organization)(I.R.S. Employer Identification No.)681 Gateway Blvd, South San Francisco, CA 94080(Address of principal executive offices and zip code)(800) 719-0671(Registrantâs telephone number, including area code)Securities Registered Pursuant to Section 12(b) of the Act: Title of Each ClassâA A A A A A A A A A Trading Symbol(s)A A A A A A A A A A Name of each exchange on which registeredCommon StockTWSTThe Nasdaq Global Select MarketSecurities Registered Pursuant to Section 12(g) of the Act: NoneIndicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes â No âIndicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes â No â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, a smaller reporting company, or an emerging growth company. See the definitions of âlarge accelerated filer,â âaccelerated filer,â âsmaller reporting company,â and âemerging growth company,â in Rule 12b-2 of the Exchange Act. (Check one):Large accelerated filerâ Accelerated filerâ Non-accelerated filerâ Small reporting companyâ A A Emerging growth companyâ 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Table of ContentsIndicate by check mark whether the registrant has filed a report on and attestation to its managementâs assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. âIf securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. âIndicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrantâs executive officers during the relevant recovery period pursuant to Â§ 240.10D-1(b). 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 March 31, 2024, the last business day of the registrantâs most recently completed second fiscal quarter, the aggregate market value of shares of common stock held by non-affiliates of the registrant was approximately \$1.92 billion based upon the closing sale price on the Nasdaq Global Select Market reported for such date. The number of shares of the Registrantâs common stock outstanding as of November 13, 2024, was 59,356,440.DOCUMENTS INCORPORATED BY REFERENCEPortions of the Registrantâs definitive proxy statement to be filed in connection with its 2024 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.Table of ContentsTWIST BIOSCIENCE CORPORATIONANNUAL REPORT ON FORM 10-KFOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2024TABLE OF CONTENTSPART IItem 1.Business3Item 1A.Risk factors15Item 1B.Unresolved staff comments42Item 1C.Cybersecurity42Item 2.Properties43Item 3.Legal proceedings44Item 4.Mine safety disclosures44PART IIItem 5.Market for registrantâs common equity, related stockholder matters and issuer purchases of equity securities44Item 6.(Reserved)46Item 7.Managementâs discussion and analysis of financial condition and results of operations47Item 7A.Quantitative and qualitative disclosures about market risk58Item 8.Consolidated financial statements and supplementary data59Item 9.Changes in and disagreements with accountants on accounting and financial disclosure93Item 9A.Controls and procedures93Item 9B.Other information94Item 9C.Disclosure regarding foreign jurisdiction that prevent inspections 94PART IIItem 10.Directors, executive officers and corporate governance96Item 11.Executive compensation96Item 12.Security ownership of certain beneficial owners and management and related stockholder matters96Item 13.Certain relationships and related transactions, and director independence96Item 14.Principal accounting fees and services96PART IVItem 15.Exhibits, financial statement schedules97Item 16. Form of 10-K summary100SIGNATURES101Table of ContentsForward-looking statementsThis Annual Report on Form 10-K for the fiscal year ended September 30, 2024, or Form 10-K, contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These statements relate to, among other matters, plans for product development and licensing to third parties, plans and timeframe for the commercial development of DNA data storage capabilities, expectations regarding market penetration, anticipated customer conversions to our products, plans to expand in the international markets, and identification and development of potential antibody candidates. Forward-looking statements are also identified by the words âbelieve,â âowe,â âomay,â âoestimate,â âocontinue,â âoanticipate,â âointend,â âoshould,â âoplan,â âoexpect,â âopredict,â âocould,â âopotentially,â and variations of such words and similar expressions. You should not rely upon forward-looking statements as predictions of future events. Such statements are based on managementâs expectations as of the date of this filing and involve many risks and uncertainties that could cause our actual results, events or circumstances to differ materially from those expressed or implied in our forward-looking statements. Such risks and uncertainties include:âour ability to increase our revenue and our revenue growth rate;âour ability to accurately estimate capital requirements and our needs for additional financing; our estimates of the size of our market opportunities;âour ability to increase DNA production, reduce turnaround times and drive cost reductions for our customers;âour ability to effectively manage our growth;âour ability to successfully enter new markets and manage our international expansion;âour ability to develop and commercialize additional products in the synthetic biology, biologic drug and data storage industries, including our Express Genes product;âour ability to leverage our investment in our manufacturing facility in Wilsonville, Oregon; âour ability to protect our intellectual property, including our proprietary DNA synthesis platform;âcosts associated with defending intellectual property infringement and other claims;âthe effects of increased competition in our business;âour ability to keep pace with changes in technology and our competitors;âour ability to successfully identify, evaluate and manage any future acquisitions of businesses, solutions or technologies;âthe success of our marketing efforts;âa significant disruption in, or breach in security of, our information technology systems and resultant interruptions in service and any related impact on our reputation;âour ability to attract and retain qualified employees and key personnel;âthe effects of natural or man-made catastrophic events or public health emergencies;âthe effectiveness of our internal controls;âchanges in government regulation affecting our business;âuncertainty as to economic and market conditions and the impact of adverse economic conditions; andâother risk factors included under the section titled âRisk factorsâ. 1Table of ContentsYou should not rely upon forward-looking statements as predictions of future events. Such statements are based on managementâs expectations as of the date of this filing and involve many risks and uncertainties that could cause our actual results, events or circumstances to differ materially from those expressed or implied in our forward-looking statements.Readers are urged to carefully review and consider all of the information in this Form 10-K and in other documents we file from time to time with the Securities and Exchange Commission, or SEC. We undertake no obligation to update any forward-looking statements made in this Form 10-K to reflect events or circumstances after the date of this filing or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make.When we use the terms âTwist,â âTwist Bioscience,â âthe âCompany,â âowe,â âousâ or âourâ in this report, we are referring to Twist Bioscience Corporation and its consolidated subsidiaries unless the context requires otherwise. Sequence space and the Twist logo are trademarks of Twist Bioscience Corporation. All other company and product names may be trademarks of the respective companies with which they are associated.* * * * *2Table of ContentsPART IItem 1.BusinessAt Twist Bioscience Corporation, we work in service of our customers who are changing the world for the better. In fields such as health care, food/agriculture, industrial chemicals/materials, academic research and data storage, by using our products, our customers are developing ways to better lives and improve the sustainability of the planet. We believe Twist Bioscience is uniquely positioned to help accelerate their efforts and the faster our customers succeed, the better for all of us.We have developed a disruptive DNA synthesis platform to industrialize the engineering of biology that provides DNA for a wide range of uses and markets. The core of our platform is a proprietary technology that pioneers a new method of manufacturing synthetic DNA by âwritingâ DNA on a silicon chip. We have miniaturized traditional chemical DNA synthesis reactions to write over 1,000,000 pieces of DNA (oligonucleotides) up to 500 bases through direct synthesis on each silicon chip, approximately the size of a large mobile phone, reducing by 99.8% the amount of chemicals we estimate would be used per gene as compared to plate-based synthesis. We have combined our silicon-based DNA writing technology with proprietary software, scalable commercial infrastructure and an e-commerce platform to create an integrated technology platform that enables us to achieve high levels of quality, precision, automation, and manufacturing throughput at a significantly lower cost and quicker than our competitors.We have applied our unique technology to manufacture a broad range of synthetic DNA-based products, including synthetic genes, tools for next generation sequencing, or NGS, sample preparation, and antibody libraries for drug discovery and development, all designed to enable our customers to conduct research more efficiently and effectively. Leveraging our same platform, we have expanded our footprint beyond DNA synthesis to manufacture synthetic RNA as well as antibody proteins to disrupt and innovate within larger market opportunities, in addition to discovery partnerships for biologic drugs and developing completely new applications for synthetic DNA, such as digital data storage. We sell our products to a global customer base of approximately 3,562 customers across a broad range of industries.We believe our products enable a broad range of applications that may ultimately improve health and the sustainability of the planet across multiple industries, including:âhealthcare for the identification, prevention, diagnosis and treatment of disease (antibody discovery and optimization technology);âchemicals/materials for cost-effective and sustainable production of new and existing specialty chemicals and materials, such as spider silk, nylon, rubber, fragrances, food flavors and food additives;âfood/agriculture for more effective and sustainable crop production;âacademic research for a broad range of education and discovery applications; andâtechnology for potential use as an alternative long-term data storage medium.BackgroundWe currently generate revenue through our synthetic biology and NGS tools product lines as well as biopharma services for antibody discovery, optimization and development. In addition, we are leveraging our platform to expand our portfolio to include other products and address additional market opportunities, including vertical market opportunities in digital data storage.In fiscal year 2024, we served approximately 3,562 customers and reported \$313.0 million in revenue, including \$169.0 million in revenue from the healthcare sector, \$83.5 million in revenue from the chemicals/materials sector, \$58.5 million in revenue from the academic research sector and \$2.1 million in revenue from the food/agriculture sector.3Table of ContentsOur MarketsSynthetic BiologyOur synthetic biology products serve life sciences researchers across a variety of healthcare applications including drug discovery, disease detection, enzyme engineering, gene editing and basic academic research. In addition, our synthetic biology products are used for chemical and materials applications including development of synthetic spider silk, nylon, rubber, fragrances, flavors and food additives; for food and agricultural applications including improving crop traits such as adding vitamins or improving drought tolerance, and engineering bacteria to deliver nitrogen at the root of plants. Synthetic DNA is the fundamental building block that allows researchers to engineer biology. Synthetic DNA is a foundational product enabling the entire bioeconomy, with synthetic biology alone expected to have a \$2-4 trillion global impact by 2030-2040. The National Security Commission on Emerging Biotechnology recognized synthetic DNA as a critical choke point in many supply chains, making broad access important for many industries. Researchers at a wide range of institutions design synthetic DNA to regulate the production of proteins and other molecules to achieve a specific functional purpose. While synthetic DNA has been produced for more than 40 years, the complexities of biology and the production constraints inherent in legacy processes have historically limited the applications and market opportunities for DNA synthesis.Next-Generation SequencingOur NGS tools play an integral role in the way our customers prepare their patient samples to be sequenced. NGS has transformed many markets in recent years by changing the landscape of diagnosing disease and disorders and offers a path to prevent or treat disease. Some of the markets impacted by NGS include oncology, reproductive health, food/agriculture, consumer genomics, infectious disease research and drug discovery. As NGS technology improves and the cost of sequencing declines, new emerging markets that were once considered impractical, such as population-scale sequencing, liquid biopsy (a test that detects multiple types of cancer from a single blood sample), minimal residual disease testing and single cell sequencing, have become major areas of interest and investment.Historically, a significant constraint in many NGS applications has been the high cost and long turnaround time of oligonucleotide production. Highly accurate and reproducible oligonucleotide production is required to produce high quality target enrichment data. Traditionally, the lack of options for oligonucleotide production forced researchers to choose between using less precise methods or reducing the number of samples in their study. Twistâs silicon-based platform synthesizes millions of oligonucleotides simultaneously with high uniformity and accuracy. Using highly uniform oligonucleotides ensures that the amount of oversampling needed to represent a dataset is kept to a minimum, meaning researchers can screen with confidence while reducing the down-stream sequencing costs.The ability of the Twist DNA synthesis platform to precisely manufacture target enrichment probes at large scale has dramatically increased the types of projects that can now be addressed using NGS technologies. In addition to target enrichment, we have expanded our offerings to include innovative library preparation with Twist-developed enzymes, buffers, beads, unique dual indexes (UDIs), unique molecular identifiers (UMIs), adapters and more. Our platform has unlocked new applications, improved data quality, and dramatically expanded the types of scientific questions that can be answered using NGS. In addition, the speed of our DNA synthesis platform enables customers to quickly deploy NGS technologies to applications where the time to answer is critical.Our PlatformWe developed the Twist Bioscience DNA synthesis platform to address the limitations of throughput, scalability, and cost inherent in legacy DNA synthesis methods. Our platform stems from extensive analyses and improvements to the existing gene synthesis and assembly workflows. Our core technologies combine expertise in silicon, software, fluidics, chemistry, and motion and vision control to miniaturize thousands of parallel chemical reactions on silicon and write thousands of strands of DNA in parallel. A A A 4Table of ContentsOur ProductsWe have developed multiple products derived from synthetic DNA and our versatile DNA synthesis technology. Our current offering consists of two primary product lines, synthetic biology tools and NGS tools, that address different needs of our customers across a variety of applications. In addition to DNA, we now offer RNA and protein products.Synthetic Biology ProductsSynthetic genes and gene fragmentsSynthetic genes are manufactured strands of DNA. Customers (biotech, pharma, industrial chemical, agricultural companies as well as academic labs) order our synthetic genes to conduct a wide range of research, including product development for therapeutics, diagnostics, chemicals/materials, food/agriculture, data storage as well as a multitude of emerging applications within academic research. Virtually all research and development of this type requires trial and error, and our customers require many variations of genes to find the DNA sequence that achieves their objectives.We offer two primary categories of synthetic genes: clonal genes of perfect quality delivered to the customer in a vehicle called a vector; and genes that customers can place in their own vector, non-clonal genes or fragments. Within these two categories, customers can order different lengths of DNA depending on their required final gene construct. Customers can order longer genes or shorter genes and can stitch genes together to create longer or shorter constructs if desired.Currently, we manufacture genes of up to 5,000 base pairs in length, yielding a clonally perfect piece of DNA that our customers can immediately use for their research. We offer non-clonal genes of up to 5,000 base pairs in length, which we believe addresses the vast majority of demand for non-clonal genes. We also offer larger quantities of DNA for customers who require it for their development efforts. Our error rate for gene fragments is 1:7500 nucleotides.In November 2023, we introduced Express Genes, a product line that offers customers the same perfect-quality clonal genes at a turnaround time of 5 business days. We charge a premium for this fast turnaround time. We make all genes and gene fragments on our Express timeline.In fiscal year 2024, we expanded our Express product portfolio to include many other products offered including Multiplexed Gene Fragments on a fast turnaround timeline. Our ability to provide this rapid turnaround for products at scale differentiates us from our competitors.Oligonucleotide, or Oligo poolsOligo pools, or high diversity collections of oligonucleotides, are utilized in many applications, including targeted NGS, CRISPR gene editing, mutagenesis experiments, DNA origami (the nanoscale folding of DNA to create two- and three-dimensional shapes at the nanoscale), DNA computing and data storage in DNA, among others. Our oligo pools are also used for high-throughput reporter assays that are used to study cell signaling pathways, gene regulation, and the structure of cell regulatory elements. For these applications, we provide customers with accurate and uniform synthetic oligos to precisely match their required designs.We sell a diverse, customizable set of oligo pools, ranging from a few hundred oligos to over one million, and offer oligonucleotides of up to 500 nucleotides in length, with an error rate of 1:3000 nucleotides. In fiscal year 2024 we added an offering of cloned oligo pools to further enable researchers.IgG proteinsPairing the automation in our synthetic

biology platform along with our expertise in antibody discovery, we introduced an immunoglobulin G (IgG) protein offering for our customers focused on the pursuit of drug discovery and development. In the process of antibody discovery, antibody fragments (Fab, small chain fragment variable (scFv) or VHH) must be reformatted to full IgGs. Leveraging our silicon-based synthesis platform, we provide customers with a high throughput IgG capability, removing this bottleneck from the antibody discovery process. We offer standard and Express turnaround times in both CHO and HEK293 cell lines. NGS toolsBuilding from our DNA synthesis platform, we have developed products to enable next-generation sequencing. Our products work on multiple sequencing platforms as we are sequencer agnostic. In particular, we are focused on addressing the demand for better sample preparation products that improve sequencing workflow, increase sequencing accuracy, and reduce downstream sequencing costs. Using our silicon-based DNA synthesis platform, we are able to synthesize exact 5Table of Contentssequences of interest. In the target enrichment process, our synthetic DNA probes bind to the sequence of interest within the sample, acting like a magnet to isolate and physically extract the targeted segment of DNA.Our NGS products are primarily used within diagnostic tests for various indications including rare disease, SARS-CoV-2 and cancer through liquid biopsy and minimal residual disease (MRD). In addition, customers use our NGS tools for population genetics research and biomarker discovery, translational research, microbiology and applied markets research. Our customers are primarily diagnostic companies and hospitals, research institutions, agricultural biotechnology companies, and consumer genetics companies conducting diagnostic tests for a wide range of applications.In fiscal year 2024, we added several innovative library preparation products for specific applications, leveraging our unique ability to develop proprietary enzymes for use within the workflows. We offer a wide variety of NGS tools for our customers including library preparation kits, human exome kits, fixed and custom panels as well as Alliance panels. Alliance panels are customer-curated content sold through Twist. In addition, we offer specific workflow solutions including a methylation detection kit for cancer, rare and inherited disease study, as well as a fast hybridization solution (FastHyb), which allows researchers to go from sample to sequencer in a single day. In addition to NGS tools for DNA workflows, we offer full RNA sequencing workflows. Synthetic controlsLeveraging our DNA synthesis platform, we offer positive synthetic controls that provide quality control measures for a wide range of applications from assay development to routine testing of samples with both next-generation sequencing (NGS) and reverse transcription polymerase chain reaction (RT-PCR) assays.Drug and Target Discovery SolutionsPrecision DNA librariesOur platform allows customers to customize every antibody sequence variation and construct a precise library systematically to target the entire region of interest. We can create single-site libraries in which we change a single amino acid (which is encoded by a group of three DNA nucleobases) within the sequence or single-site saturation libraries in which we change every amino acid within the sequence for a more comprehensive approach. We can also generate combinatorial libraries in which we introduce changes to multiple sites within the same gene in specific ratios and combinations. These libraries can be used for antibody engineering, affinity maturation, and humanization, which simplifies downstream screening and identifies more lead molecules. Our libraries are explicitly developed for a specific area of the genome or tailored to a specific disease, with antibody compounds evenly represented across all desired areas of the genome.Biopharma ServicesModern therapeutic targets are increasing in complexity and traditional, single modality platforms are no longer sufficient on their own. Our biopharma services group offers the ædiscoverso trifectaæ æ” in vivo, in vitro and in silico antibody discovery all under one roof. We provide comprehensive discovery services for our partners that results in improved diversity, improved screening, ultra fast lead selection and engineering, which can mean a faster path in the race to the clinic.Partnerships with leading companiesWe believe we have several avenues available to monetize our antibody discovery program. In general, partnerships for our antibody development platform require us to provide rapid, on-demand (high affinity) antibodies based on one or more targets provided by the customer. Customers can design and purchase libraries, and we work with partners that bring us a target, to discover antibody leads against that target. These partnerships generate revenue in up-front fees, through the license of libraries and service revenue. In addition, many of our partnerships include success-based milestones for key clinical, regulatory and commercial achievements and/or royalties on any product sales resulting from our collaboration.To date, we have generated antibody leads to multiple biological targets and these antibody leads are in various stages of early discovery and development. As of September 30, 2024, we had signed 365 revenue-generating partnerships. Through these partnerships, we had 955 completed programs and 89 active programs with 73 of the programs including milestones and/or royalties as of 6Table of ContentsSeptember 30, 2024. Some of our partners include Bayer, Boehringer Ingelheim GmbH, Takeda Pharmaceutical Company Limited, Adicet Bio, Ono Pharmaceutical Ltd., Kyowa Kirin, Invetx, Inc., Astellas Pharma Inc. and Neogene Therapeutics, Inc.In October 2024, we entered into an agreement with XOMA Royalty under which they paid Twist \$15 million cash in exchange for 50% of future milestone and royalty payments from our existing collaborations as of the date of signing. We retain all upfront, service and other revenue earned under antibody discovery and biopharma solutions agreements as well as half of future milestones and royalties.Our growth strategyOur objective is to be the leading provider of synthetic DNA and DNA-based products worldwide and to leverage our platform to build a leadership position in other life sciences markets in which we have a competitive advantage. We intend to accomplish this objective by executing on the following:æ”maintain and expand our position as the provider of choice for high-quality, affordable synthetic DNA, RNA and proteins to customers across multiple industries;æ”become a leading supplier of NGS sample preparation products;æ”conduct biopharma services for our current customers and future partners;æ”continue to develop commercial solution for storing digital data in DNA; andæ”expand our global presence.Beyond these opportunities, we are working with industry partners to create new markets for our products by leveraging our platform.Sales and marketingWe have built a versatile and scalable commercial platform that enables us to reach a diverse customer base that we estimate consists of over 100,000 synthetic DNA users, potential customers of our NGS tools products and partners who may use our services for antibody discovery. In order to address this diverse customer base, we employ a multi-channel strategy comprised of a direct sales force targeting synthetic DNA customers, a direct sales force focusing on the NGS market and an e-commerce platform that serves both commercial channels. We employ business development and sales representatives for our biopharma solutions as well. Our sales force is focused on customer acquisition, support, and management across industries, and is highly trained on both the technical aspects of our platform and how our product and services can be used in a wide range of industries. Our easy-to-use e-commerce platform allows customers to design, validate, and place on-demand orders of customized DNA online, and enables them to receive real-time customized quotes for their products and track their order status through the manufacturing and delivery process. This is a critical part of our strategy to address our large markets and diverse customer base, as well as drive commercial productivity, enhance the customer experience, and promote loyalty. We sell our products through a worldwide commercial organization that includes direct sales personnel, commercial consultants in Europe and Asia, an e-commerce platform and distributors. As of September 30, 2024, we employed 236 employees and dedicated commercial consultants in sales, marketing and customer support.Research and developmentWe are engaged in ongoing research and development efforts focused on enhancements to existing products and the development of new products. Currently, we are pursuing research and development projects with respect to the following:æ”process development for highest quality oligos;æ”develop proprietary enzymes to optimize SynBio and NGS products and workflows;æ”silicon process and enzymatic chemistry development for our data storage initiative;æ”evaluate and implement AI applications to potentially optimize services for our customers;7Table of Contentsæ”expansion of our product offerings for oligo, gene, synthetic controls, NGS library preparation and target enrichment, and DNA Libraries products; æ”continuous process improvements across the business to facilitate speed, efficiency and automation; and,æ”develop new products including mRNA and proteins.Research and development activities are conducted in collaboration with manufacturing activities to help expedite new products from the development phase to manufacturing and to more quickly implement new process technologies. From time to time, our research and development efforts have included participation in technology collaborations with universities and research institutions.As of September 30, 2024, we employed 182 people in our research and development team.Patents and other intellectual property rightsWorldwide, we own or exclusively in-license over 150 issued or allowed patents and more than 250 pending patent applications as of September 30, 2024. In addition to these owned and exclusively licensed patents and pending patent applications, we also license patents on a non-exclusive and/or territory restricted basis. Our intellectual property portfolio includes important patents and patent applications directed to DNA synthesis, next generation sequencing, antibody libraries, and DNA data storage. Our policy is to file patent applications to protect technology, inventions and add improvements that are important to our business. Individual patent terms extend for varying periods of time, depending upon the date of filing of the patent application, the date of patent issuance, and the legal term of patents in the countries in which they are obtained. Manufacturing and facilitiesThe production of our products is a highly complex and precise process. We currently manufacture all of our products and multiple sub-assemblies at our manufacturing facilities in South San Francisco, California and Wilsonville, Oregon. We consider our long-lived assets to be ready for their intended use when they are first capable of producing a unit of product that is saleable at which point depreciation of the asset commences. We also outsource some of our sub-assemblies to third party manufacturers. All of our products originate from synthetic DNA obtained from nanostructured clusters fabricated on our proprietary silicon technology platform. Due to its on-demand nature, the gene synthesis business requires manufacturing operations to be in operation 24 hours a day, seven days a week, 365 days per year. For synthetic genes, we have built a highly scalable gene production process with what we believe is industry-leading capacity to address the growing demand of scalable, high-quality, affordable synthetic genes. As of September 30, 2024, we employed 357 people in our manufacturing and operations team.In addition to synthetic genes, we manufacture oligo pools. The pooling process has been fully automated through a mixture of custom proprietary and over-the-counter liquid handling equipment. We have the capacity to make many millions of high-quality oligos per day that can be used to make genes and gene fragments of various lengths, oligo pools of various sizes, DNA libraries and NGS tools products. We intend to increase our shipments to leverage our production capacity through our e-commerce platform, and express offerings, which we believe will expand both our market opportunity and our customer base.The manufacturing process for our NGS tools is highly flexible given the efficiency of our production capability. We have automated the entire workflow using proprietary and over-the-counter laboratory equipment. We have built dedicated production capabilities for our NGS products.ISO certificationMedical device manufacturers implement a Quality Management System (QMS) for medical devices to ensure that their products consistently meet regulatory requirements and customer expectations. Implementing a QMS for medical devices is crucial for ensuring patient safety, regulatory compliance, and the overall effectiveness and reliability of medical devices in the market. The international standard ISO 13485 is widely recognized and provides a framework for developing and maintaining a QMS specific to the medical device industry. We certified our QMS to the ISO 9001:2015 (Quality Management Systemsæ”Requirements) standard and ISO 13485:2016 standard (Medical devicesæ”Quality management systemsæ”Requirements for regulatory purposes). ISO is a global network of national standards with over 18,000 standards for nearly every aspect of technology and business. ISO has standard bodies in 163 countries. ISO Surveillance Audits are carried out twice within a three-year period by the registrar (certification body) to ensure we maintain our system in compliance with ISO standards. Recertification is required every three years and we have been successfully recertified since obtaining our original ISO certification.8Table of ContentsIn 2020, our QMS for manufacturing our NGS Target Enrichment Panels in our South San Francisco, and subsequently in 2023 our Wilsonville manufacturing facilities was certified to ISO 13485:2016.Supply chainWe have historically purchased many of the components and raw materials used in our products from numerous suppliers worldwide. For reasons of quality assurance, sole source availability or cost effectiveness, certain components and raw materials used in the manufacture of our products are available only from one supplier. We have worked closely with our suppliers to develop contingency plans to assure continuity of supply while maintaining high quality and reliability, and in some cases, we have established long-term supply contracts with our suppliers. We qualify additional suppliers for key materials in an effort to ensure continuity of supply for our operations. CompetitionThe synthetic biology industry is intensely competitive and is characterized by price competition, technological change, international competition, product turnaround time and manufacturing yield problems. The competitive factors in the market for our products include:æ”price;æ”product quality, reliability and accuracy;æ”product offerings & complexity;æ”turnaround time;æ”breadth of product line;æ”design and introduction of new products;æ”market acceptance of our products and those of our customers;æ”throughput and scale; andæ”technical support and service.We face competition from a broad range of providers of synthetic biology products such as GenScript Biotech Corporation, DNA Script, Inc., GENEWIZ (owned by Azenta), Integrated DNA Technologies, Inc. (owned by Danaher Corporation), DNA 2.0 Inc. d/b/a/ ATUM, GeneArt (owned by Thermo Fisher Scientific Inc.), Eurofins Genomics LLC, Promega Corporation, OriGene Technologies, Inc., Blue Heron Biotech, LLC, Elegen and others. Additionally, we compete with both large and emerging providers in the life sciences tools and diagnostics industries focused on sample preparation for NGS such as Thermo Fisher Scientific Inc., Illumina, Inc., Integrated DNA Technologies, Inc., Roche, New England Biolabs and Agilent. In the antibody discovery market, we compete with contract research organizations including Curia, GenScript, and Genovac (formerly part of Aldevron, LLC), and antibody discovery biotechnology companies, such as Fair Journey/Iontas, Adimab, Distributed Bio (owned by Charles River), Ablexis, Specifica, OmniAb and AbCellera Biologics Inc. In the emerging field of DNA digital data storage, we compete with Biomemory, Catalog Technologies, Inc., GenScript, various academic institutions, and other emerging competitors.Corporate ResponsibilityWe are at the forefront of the bioeconomy revolution, and our products are increasingly being used to empower our customers, which consist of diagnostic, therapeutic and healthcare companies, agricultural biotech companies, chemical companies, academic institutions and government entities, around the world to address large societal challenges. All of our work supports our mission to provide synthetic DNA and DNA products to improve health and sustainability. Full results from our Corporate Responsibility efforts, including our 2024 Corporate Responsibility Report can be found here: <https://www.twistbioscience.com/company/corporate-responsibility>. The information on our website, including, without limitation, in the 2024 Corporate Responsibility Report, should not be deemed constituted by reference into this annual report or otherwise æ”electedæ” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.Human Capital9Table of ContentsOur employees are a key factor in our ability to serve our customers. The ability to hire and retain highly skilled professionals remains key to our success in the marketplace. To attract, develop and motivate our employees, we offer a challenging work environment, ongoing skills development initiatives, attractive career advancement, opportunities and a culture that rewards entrepreneurial initiative and exceptional execution.Our guiding principles of grit, impact, service and trust serve as the foundation of our culture. Our guiding principles set the tone for how we work together, provide a framework for giving feedback and increase the power of our brand. Service is at the core of our business and our interactions with one another. We relentlessly focus on exceeding internal and external customer needs. Employee populationAs of September 30, 2024, we had 923 employees. Of these employees, 182 were primarily engaged in research and development activities; 236 were primarily engaged in marketing, sales and customer support; 148 were primarily engaged in general and administrative activities; and 357 were primarily engaged in operations and manufacturing, dedicated to manufacturing our synthetic genes, oligo pools, NGS tools and DNA libraries. None of our employees is represented by a labor union, and we consider our employee relations to be good.Recruiting, Development and RetentionRecruitingWe believe that our employees are our most important asset. Beginning with the pre-recruitment process, we provide internship opportunities in both scientific and non-scientific fields for students interested in biotechnology and the science, technology, engineering and mathematics (STEM) careers. We engage with local communities to provide expert speakers sharing nontraditional career pathways for the biotechnology field. We partner with community colleges and Hispanic Serving Institutions to build our brand within diverse communities as a source of diverse, high-quality candidates for every role with the goal of identifying the best possible candidate to fill open positions within the Company. We actively engage with future scientists through organizations including the International Genetically Engineered Machine (iGEM), a non-profit organization dedicated to furthering the field of synthetic biology. In addition, we have provided internships through the Gloucester Biotechnology Academy, a hands-on training program that prepares students for careers as entry-level technicians in cutting-edge laboratories; and Eastside Preparatory Academy, a high school dedicated to serving students historically underrepresented in higher education. We have engaged with several organizations in the Portland area including Portland Community College, Partnerships in Diversity, Oregon State University, Oregon Bioscience Association and others. Twist Bioscience is a committed partner with the Oregon Bioscience Association in the implementation of a successful bio apprenticeship program in Oregon that provides access and support for Oregonæ”™s priority populations, builds equity into economic strategies for the bioscience industry, and addresses the critical talent needs of our industry. With an active program in place for our employees, we are striving to further support our female and underrepresented employees in advancing their careers while continuing to focus on hiring diverse talent, particularly at more senior positions.Growth and developmentWe invest significant financial and support resources to develop the talent we need to remain at the cutting edge of innovation to ensure Twist Bioscience is an employer of choice. Our performance management system is aimed at supporting our culture, maintaining consistency with our guiding principles and to focusing on continuous learning and development. Our success in the market depends on employees understanding and embracing how their job contributes to the Companyæ”™s overall strategy. We encourage cross team communication as well as integrated departmental communication. We believe this broadens our employeeæ”™s skill set and provides opportunity for growth and advancement. We invest in our next generation of leaders through a six-month

leadership program and individualized coaching for mid-level managers. In addition, we offer tuition reimbursement aimed at growth and career development. We have made a significant investment in an online learning platform with on-demand, video-based content. Employees have the opportunity to refine or develop professional skills, learn new software, and explore as they plan their career growth. The platform also offers tremendous potential for managers and employees to create development plans as part of the performance review process. Compensation and benefits, health and wellness

10Table of ContentsWe strive to provide pay, comprehensive benefits and services that help meet the varying needs of our employees. Our generous total rewards package includes above-market pay; fully covered healthcare benefits for employees, with family member healthcare benefits covered at 90%; a health savings account for individuals and their families; approximately four weeks of paid vacation; a minimum of sixteen weeks of parental leave for all employees globally; flexible work schedules; and onsite services including gym and one meal daily. In addition, we offer full-time employees, both exempt and non-exempt, the benefit of equity ownership in the Company through restricted stock units (RSU) grants and/or our employee stock purchase plan. We have an expert-built educational platform to assist employeesâ€™ fertility & family building needs with information about treatment, fostering or adopting, plus dedicated resources for egg freezers, egg donation, LGBTQIA+ families, and solo parents. We have increased our well-being benefits, by offering programs that help workers monitor and reduce their stress levels, providing apps to support sleep and relaxation. We have further addressed employeesâ€™ emotional health and well-being by providing meditation sessions and using telehealth programs to offer mental health counseling. Diversity, equity, inclusion and belonging Diversity is in our DNA all the way from the top of the organization down to the individual employee. Our board adopted a Board Diversity Statement in January 2022 to provide informed decisions on diversity, equity and inclusion. Our employees come from numerous countries and bring diversity to our workplace across many critical categories. We believe our Company is stronger because of the variety of experiences and backgrounds our employees bring to their work every day. Among our employees, 55% identify as people of color. We are committed to creating and maintaining a diverse, inclusive and safe work environment where our employees can bring their best selves to work each day. Our commitment to diversity extends through our recruitment, retention, learning and engagement and community partnerships. As part of our diversity, equity, inclusion and belonging strategy, we made an active decision to pursue opportunities for learning and engagement that bring people from different backgrounds together into conversation. We have initiated monthly Culture Conversations where we explore identities and systems of power using an intersectional lens each month. Past topics include: disability, LGBTQIA+, ageism, Latin identity, and more. Our objective is to appreciate each other as individuals with unique lived experiences, rather than define one another by a single trait such as race, sexual orientation or geographical location. To assess our efforts toward building a diverse workforce, we have included questions in our engagement survey to measure employee perception of inclusive culture. In addition, we mandate training for all employees and managers to prevent workplace and sexual harassment. The course equips leaders and employees with the tools they need to identify and address unwelcome conduct in non-adversarial, respectful terms. Employee health and safety We remain steadfast in our commitment to promote the health and safety of our employees and have implemented a robust Injury and Illness Prevention Program (IIPP). We require annual workplace safety training to reinforce workplace safety procedures that may be useful in the event of emergency situations and to assist our employees in helping to prevent workplace accidents. Our Employee Safety Committee, which is comprised of numerous cross-departmental members, meets on a regular basis (at least quarterly) to review workplace safety and adherence to safety policies. As part of our efforts, all employees and managers complete workplace harassment and sexual harassment training that includes details on how to report any violation of these policies. Conduct and ethics Our Board of Directors adopted and regularly reviews the Code of Business Conduct and Ethics Policy (the “Code of Ethics”), which applies to all of our employees, directors and officers. We believe it is imperative that the board of directors and senior management strongly support a no-tolerance stance for workplace harassment, biases and unethical behavior. All employees are required to abide by, review and confirm compliance to the Company’s Code of Ethics, our Anti-Money Laundering Policy, our Anti-Corruption Policy. We also maintain a Modern Slavery Act Statement and our Supplier Code of Conduct. We have established a reporting hotline and email address that enables employees to anonymously report any suspected violations of the Code of Ethics. In addition, because synthetic DNA is considered to be a dual use technology, we invest substantial financial and human resources in biosecurity to help ensure that our products are used for responsible research. We endeavor to abide by all local, national and international regulations as well as trade compliance requirements and are an active member of the 11Table of ContentsInternational Gene Synthesis Consortium and the Australia Group. We maintain an active relationship with the governing body for synthetic DNA within the U.S. Department of Homeland Security. Employee communications and engagement We employ a variety of tools to facilitate open and direct communication including open forums with executives, employee surveys and engagement through focus groups, forums and committees. We endeavor to further refine our employee programs through our employee engagement survey as well as follow up quarterly pulse surveys. Based on a recent survey conducted in February 2024 where 91% of our employees responded: 69% of employees understand Twist’s mission 86% understand how they contribute to the mission of the Company 88% understand how their goals contribute to Twist We hold All Employee meetings twice per month as well as a monthly managers meeting for all people managers. Community engagement, social and relationship capital We are endeavoring to develop relationships, give back to our communities and engage in corporate social responsibility and sustainability initiatives. We provide all employees with eight fully paid hours each year to give back to the community at an organization of their choice. We are working to engage with the local community organizations to provide volunteer opportunities for our employees. Environmental management Many gene synthesis companies rely on oligonucleotide, or oligo (short pieces of DNA) synthesis on a plastic 96-well plate format. The 96-well plate allows researchers to create 96 oligos in parallel, one in each well. While this process can successfully achieve DNA synthesis, it requires high volumes of phosphoramidites, an expensive raw material, as well as other ancillary chemical reagents such as activator, wash, deblock, oxidizer and capping reagents, many of which are toxic and environmentally harmful. The reagent consumption levels vary depending on the DNA synthesizer and its setup. At Twist, we developed an ultra-high-throughput DNA synthesis platform to address the limitations of throughput, scalability, and cost inherent in legacy DNA synthesis methods like that described above. With a footprint that is similar to the size of a 96-well plate that produces 96 oligos or 1 or 2 genes, we are able to produce approximately 1,000,000 oligos or 9,600 genes in parallel. Furthermore, we have calculated the carbon footprint of the Twist DNA synthesis method and compared it to the carbon footprint of the 96-well plate DNA synthesis process. The difference is significant. Twist Bioscience’s emissions from manufacturing one gene is a minuscule 36 grams of CO2e, while the 96-well plate process has a carbon footprint of 23 kilograms of CO2e per gene. With the Twist ultra-high-throughput DNA synthesizer, we believe we are able to achieve at least a 99.8% volume reduction (when compared to a standard manufacturer of oligos) in chemical consumption compared to legacy oligo synthesis. For the more expensive chemical reagents (e.g., phosphoramidite and activator reagents), we have achieved nearly a 1,000,000-fold volume reduction. This drastic volume reduction is achieved through various engineering breakthroughs, including using of inkjet printing to deliver phosphoramidites and activator reagents (10 picoliter per droplet), and the development of proprietary flow cell chambers and reagent recipes, among other proprietary developments. In addition, the legacy oligo synthesis process often produces significantly more oligos than is typically required for most subsequent processes. In contrast, the Twist system includes a fully-integrated and miniaturized molecular biology workflow to assemble genes using nearly 100% of the oligos we produced, yielding nearly zero wasted synthesized oligos and reducing the usage of molecular biology reagents (e.g., polymerase and other enzymes, and dNTP). Overall, Twist’s process to synthesize DNA significantly reduces the quantity of chemicals used, overproduced product and waste, for a more sustainable production process. Government regulation Twist Bioscience is a leading provider of synthetic DNA products, serving customers across research, development, and commercial applications. We offer a wide range of products intended for “Research Use Only” (RUO) as well as a limited catalog of NGS tools that have been CE-marked pursuant to, and regulated by, the In Vitro Diagnostic Device Regulation (EU) 2017/746, or IVDR, and sold as in-vitro diagnostic medical devices (IVDs) in the European market. Our RUO 12Table of Contents products are sold and promoted for non-diagnostic and non-clinical purposes to academic institutions, life sciences and research laboratories, and biopharmaceutical and biotechnology companies who then integrate our products into their workflows for further commercialization. These products serve as vital research tools, enabling our customers to develop a diverse spectrum of commercial products. However, if we expand our portfolio of IVDs, we may be subject to a variety of specialized regulatory requirements, including those set forth by the U.S. Food and Drug Administration, or the FDA in the United States and the IVDR in the European Union. Aside from certain labeling requirements, we believe that most of our products, as currently marketed, are largely unregulated by governmental bodies, including the FDA. Even so, we recognize that the applications of synthetic biology are rapidly evolving and we are actively involved in supporting our customers who are developing regulated products, including through contract manufacturing and specialized packaging solutions. As such, we may be subject to certain regulatory requirements, directly or indirectly, and maintain a robust quality management system to ensure compliance. Furthermore, if we expand our own portfolio of IVDs, we anticipate further engagement with regulatory bodies such as the FDA. We are committed to navigating this evolving landscape and ensuring that our products and services meet the highest quality and regulatory standards. For example, we have been recently evaluated by an external third party who has determined that we have processes in place to support compliance with current Good Manufacturing Practices (cGMP) and to support the required regulatory requirements as future regulations are updated by the FDA. Currently, our quality management system adheres to ISO 13485:2016 to ensure the quality and reliability of our products. RUO is a term applicable to our target enrichment products for the next-generation sequencing (NGS) market and is applied to kits sold to this market segment. It is intended to restrict use of the kits to non-in vitro diagnostic purposes. Our NGS target enrichment and library preparation products are used in a more comprehensive workflow for next generation sequencing for research purposes only. In the future, we may develop this larger workflow as an in vitro diagnostic, for which we will obtain prior authorization from FDA or other applicable regulatory authorities before commercialization. For example, we launched a limited line of IVDs that are CE-marked and IVDR compliant to support our European customers who are in the in vitro diagnostic medical device market. FDA Pursuant to its authority under the Federal Food, Drug, and Cosmetic Act, or the FDC Act, the FDA has jurisdiction over medical devices. The FDA regulates, among other things, the research, testing, manufacturing, safety, labeling, storage, recordkeeping, premarket clearance or approval, marketing and promotion and sales and distribution of medical devices in the United States to ensure that medical products distributed domestically are not adulterated and are safe and effective for their intended uses. In addition, the FDA regulates the import and export of medical devices. Medical device regulation in general The FDC Act classifies medical devices into one of three categories based on the risks associated with the device and the level of control necessary to provide reasonable assurance of safety and effectiveness. Devices deemed by the FDA to pose the greatest risk, such as life-sustaining, life-supporting or implantable devices, or devices deemed not substantially equivalent to previously 510(k) cleared devices are generally categorized as Class III. These devices typically require submission and approval of a Premarket Approval Application, or PMA. However, FDA can reclassify or use “de novo classification” for a device that meets the FDC Act standards for a class II or III device, which still requires PMA approval. Devices deemed to pose lower risk are categorized as either Class I or II. Class II classification usually requires the manufacturer to submit to the FDA a premarket notification submission requesting clearance of the device for commercial distribution in the United States pursuant to Section 510(k) of the FDC Act, referred to as 510(k) clearance. Most Class I devices are exempt from this requirement, as are some lower risk Class II devices with no established special controls. For devices requiring special controls, and when a 510(k) is required, the manufacturer must submit to the FDA a premarket notification submission demonstrating that the device is “substantially equivalent” to: (i) a device that was legally marketed prior to May 28, 1976, for which PMA approval is not required, (ii) a legally marketed device that has been reclassified from Class III to Class II or Class I, (iii) another legally marketed, similar device that has been cleared through the 510(k) process, or (iv) a device that was granted marketing authorization via the De Novo classification process under section 513(f)(2) of the FDC Act that is not exempt from premarket notification requirements. Both Class II and III devices may require clinical studies. All clinical studies of investigational medical devices to determine safety and effectiveness must be conducted in accordance with FDA’s “investigational device exemption (IDE) regulations, including the requirement for the study sponsor to submit an IDE application to FDA, unless exempt, which must become effective prior to commencing human clinical studies. PMA reviews generally last between three months and two years, although they can take longer. The PMA and 510(k) review processes can be expensive and lengthy and may not result in clearance (for Class I and II devices) or approval (for Class III devices). If we are required to submit our products for pre-market review by the FDA, we may be required to delay marketing and commercialization while we 13Table of Contents obtain premarket clearance or approval from the FDA. There would be no assurance that we could ever obtain such clearance or approval. All medical devices, including in vitro diagnostics, or IVDs, that are regulated by the FDA are also subject to the Quality System Regulation. Obtaining the requisite regulatory approvals, including the FDA quality system inspections that are required for PMA approval, can be expensive, may involve delay, and could conclude without products being approved by the FDA. Changes to the current regulatory framework, including the imposition of additional or new regulations, could arise at any time during the development or marketing of our products. This may negatively affect our ability to obtain or maintain FDA or comparable regulatory clearance or approval of our products in the future. IVDs are a category of medical devices that include reagents, instruments, and systems intended for use in diagnosis of disease or other conditions, including a determination of the state of health, in order to cure, mitigate, treat, or prevent disease or its sequelae. IVDs are intended for use in the collection, preparation, and examination of specimens taken from the human body. An RUO IVD product is an IVD product that is in the laboratory research phase of development or is intended for use in the conduct of nonclinical laboratory research and not intended to produce results for clinical use. As such, an RUO IVD is not intended for use in clinical investigations or in clinical practice. Such RUO products do not require premarket clearance or approval from the FDA, provided that they be labeled “For Research Use Only. Not For Use In Diagnostic Procedures” pursuant to FDA regulations or they may be considered to be adulterated and misbranded. As noted above, although our products are currently intended for research purposes only, the regulatory requirements related to marketing, selling, and supporting such products could be uncertain and depend on the totality of circumstances. This uncertainty exists even if a use by our customers occurs without our consent. If the FDA or other regulatory authorities assert that any of our RUO products are subject to regulatory clearance or approval, our business, financial condition, or results of operations could be adversely affected. According to the FDA, including the RUO labeling statement will not necessarily render the device exempt from FDA premarket clearance, approval, or other regulatory requirements if the totality of circumstances surrounding the distribution of the product indicate that the manufacturer intended its IVDs for diagnostic use. Such circumstances may include, but are not limited to, the product’s advertising, labeling, or promotion, or the manufacturer’s assistance of a clinical laboratory in validating or verifying a test that incorporates products labeled RUO. This uncertainty exists even if such use by our customers occurs without our consent. If the FDA or other regulatory authorities assert that any of our RUO products are subject to regulatory clearance or approval, our business, financial condition, or results of operations could be adversely affected. Some of our customers may use our products in their own laboratory-developed tests, or LDTs. The FDA has historically taken the position that LDTs are considered to be IVDs, but has generally exercised enforcement discretion. On May 6, 2024, the FDA published a final rule that (1) makes explicit that IVDs are devices under the Federal Food, Drug, and Cosmetic Act (FD&C Act), including when the manufacturer of the IVD is a laboratory, and (2) finalizes a policy under which the FDA will provide greater oversight of IVDs offered as LDTs through a phaseout of its general enforcement discretion approach for LDTs over the course of four years (the “LDT Final Rule”). This increase of regulatory requirements pursuant to the LDT Final Rule may influence the sales of our products and how customers employ our products, and we could be subject to additional regulatory controls, including enforcement action, administrative and judicial sanctions, all of which could adversely affect our business, financial condition, or results of operations. Whether the LDT Final Rule and the phaseout of FDA’s enforcement discretion will be fully implemented, however, is in question. The LDT Final Rule is receiving Congressional scrutiny, and there are currently two consolidated cases pending in the United States District Court for the Eastern District of Texas brought by, inter alia, the American Clinical Laboratories Association and the Association for Molecular Pathology against FDA, et al., alleging that the LDT Final Rule violates the Administrative Procedure Act. EU Regulation In the European Union (EU), the new In Vitro Diagnostic Device Regulation (EU) 2017/746, or IVDR, imposes stricter requirements for the marketing and sale of applicable medical devices, including in the area of clinical evaluation requirements, quality systems and post-market surveillance. Some of the IVDR requirements such as general safety and performance requirements became effective in May 2022 while the complete enforcement of the entirety of IVDR will not happen until May 2028. We likely will be impacted by this new regulation, either directly as a manufacturer of IVDs, or indirectly as a supplier to customers who are placing IVDs in the EU market for clinical or diagnostic use. In February 2024, we introduced IVDR-compliant Precision Dx products for whole exome sequencing to meet the needs of our European customers and demonstrate our commitment to providing compliant solutions for clinical and diagnostic use in the EU. FSAP 14Table of Contents The Centers for Disease Control and Prevention (CDC) and the Animal and Plant Health Inspection Service (APHIS) administer requirements of the Federal Select Agent Program, or FSAP. FSAP requirements govern possession, use, and transfer of select agents and toxins consisting of biological materials that have the potential to pose a severe threat to

public, animal or plant health or to animal or plant products. The FSAP currently lists approximately 68 select agents and toxins. The registered entities primarily consist of academic, federal and non-federal government, commercial, and private facilities that conduct research studies or diagnostic activities. We are not a registered entity under FSAP and it is our policy generally not to produce or otherwise work with any biological material that is subject to FSAP license requirements. To the extent that we may possess, use, or transfer any material considered a select agent or toxin under FSAP prospectively, we would seek to register with FSAP and obtain all necessary permits for possession, transfer, importation, or any other regulated activity. Export controlsSome sequences and synthetic controls we produce may be subject to licensing requirements for export outside of the United States under the U.S. Export Administration Regulations (EAR). Given the evolving nature of our industry, legislative bodies or regulatory authorities may adopt additional regulation or expand existing regulation to include our service. Changes to the current regulatory framework, including the imposition of additional or new regulations, could arise at any time, and we may be unable to obtain or maintain comparable regulatory approval or clearance of our service, if required. These regulations and restrictions may materially and adversely affect our business, financial condition, and results of operations.OSTP framework for nucleic acid synthesis screeningThe Office of Science and Technology Policy in 2024 published the Framework for Nucleic Acid Synthesis Screening. The Framework requires that U.S.-funded researchers and institutions limit the purchase of synthetic nucleic acids only to companies that publicly attest to adherence to the screening requirements of the Framework. Twist's biosecurity practices satisfy or exceed the requirements of the Framework and, as such, Twist has publicly attested to our adherence. We have also agreed, as required by the Framework, to amend our attestation within 72 hours should the status of our adherence to the Framework change. Available informationOur corporate website address is www.twistbioscience.com. We use the investor relations page of our website for purposes of compliance with Regulation FD and as a routine channel for distribution of important information, including news releases, analyst presentations, financial information and corporate governance practices. Our filings with the SEC are posted on our website and available free of charge as soon as reasonably practical after they are electronically filed with, or furnished to, the SEC. The SEC's website, www.sec.gov, contains reports, proxy statements and other information regarding issuers that file electronically with the SEC. The content on any website referred to in this Form 10-K is not incorporated by reference in this Form 10-K unless expressly noted. Further, the Company's references to website URLs are intended to be inactive textual references only.Item 1A.Risk factorsRisk Factor SummaryInvesting in our common stock involves a high degree of risk. You should carefully consider all information in the Annual Report on Form 10-K and in subsequent reports we file with SEC prior to investing in our common stock. These risks are discussed more fully in the section titled "Risk factors." These risks and uncertainties include, but are not limited to, the following:We have incurred net losses in every period to date, and we expect to continue to incur significant losses as we develop our business and may never achieve profitability;We may require additional financing to achieve our goals, and a failure to obtain this necessary capital when needed on acceptable terms, or at all, could force us to delay, limit, reduce or terminate our product manufacturing and development and other operations;If we are unable to maintain adequate revenue growth or do not successfully manage such growth, our business and growth prospects will be harmed;Table of ContentsRapidly changing technology and extensive competition in synthetic biology could make the products we are developing and producing obsolete or non-competitive unless we continue to develop and manufacture new and improved products and pursue new market opportunities;The continued success of our business relies heavily on our disruptive technologies and products and our position in the market as a leading provider of synthetic DNA using a silicon chip;If we are unable to expand our DNA synthesis manufacturing capacity, we could lose revenue and our business could be harmed;We depend on one single-source supplier for a critical component for our DNA synthesis process. Although we have a reserve of supplies and alternative suppliers exist, the loss of this supplier or its failure to supply us with the necessary component on a timely basis could cause delays in the future capacity of our DNA synthesis process and adversely affect our business;We depend on the continuing efforts of our senior management team and other key personnel. If we lose members of our senior management team or other key personnel or are unable to successfully retain, recruit and train qualified researchers, engineering and other personnel, our ability to develop our products could be harmed, and we may be unable to achieve our goals;We may engage in strategic transactions, including acquisitions and divestitures that could disrupt our business, cause dilution to our stockholders, reduce our financial resources, or prove not to be successful;Our products could in the future be subject to additional regulation by the U.S. Food and Drug Administration or other domestic and international regulatory agencies, which could increase our costs and delay our commercialization efforts, thereby materially and adversely affecting our business and results of operations;If we fail to maintain proper and effective internal controls, our ability to produce accurate financial statements on a timely basis could be impaired, which would adversely affect our business;Our ability to protect our intellectual property and proprietary technology through patents and other means is uncertain; andIf we are unable to obtain, maintain and enforce intellectual property protection, others may be able to make, use, or sell products and technologies substantially the same as ours, which could adversely affect our ability to compete in the market.Risk factorsThe following discussion of risk factors contains forward-looking statements. These risk factors may be important to understanding other statements in this Annual Report on Form 10-K. The following information should be read in conjunction with Part II, Item 7, "Management's discussion and analysis of financial condition and results of operations" and the consolidated financial statements and related notes in Part II, Item 8, "Consolidated financial statements and supplementary data" of this Form 10-K. The risks and uncertainties described below are not the only ones we face. Additional risk and uncertainties not presently known to us or that we presently deem less significant may also impair our business operations. If any of the events or circumstances described in the following risk factors actually occur, our business, operating results, financial condition, cash flows, and prospects could be materially and adversely affected. In that event, the market price of our common stock could decline, and you could lose part or all of your investment.Our business, financial condition and operating results can be affected by a number of factors, whether currently known or unknown, including but not limited to those described below, any one or more of which could, directly or indirectly, cause our actual financial condition and operating results to vary materially from past, or from anticipated future, financial condition and operating results. Any of these factors, in whole or in part, could materially and adversely affect our business, financial condition, operating results and stock price.Because of the following factors, as well as other factors affecting our financial condition and operating results, past financial performance should not be considered to be a reliable indicator of future performance, and investors should not use historical trends to anticipate results or trends in future periods.Risks related to our business1Table of ContentsWe have incurred net losses in every period to date, and we expect to continue to incur significant losses as we develop our business and may never achieve profitability.We have incurred net losses each year since inception and have generated limited revenue from product sales to date. We expect to incur increasing costs as we grow our business. We cannot be certain if or when we will produce sufficient revenue from our operations to support our costs. Our ability to generate product revenue sufficient to achieve profitability will depend heavily on the success of our existing products and the development and commercialization of additional products in the synthetic biology, biologic drug and data storage industries as well as leveraging our investment in our manufacturing facility in Wilsonville, Oregon. Even if profitability is achieved, we may not be able to sustain profitability. We incurred net losses of \$208.7 million, \$204.6 million and \$217.9 million for the years ended September 30, 2024, 2023 and 2022, respectively. As of September 30, 2024, we had an accumulated deficit of \$1,241.9 million. We expect to incur substantial losses and negative cash flow for the foreseeable future. We may incur significant losses in the future for a number of reasons, many of which are beyond our control, including the other risks described in this Form 10-K, market acceptance of our products, future product development, and our market penetration and margins. In addition, inflationary pressure could adversely impact our financial results by increasing operating costs. We may not fully offset these cost increases by raising prices for our products and services, which could result in downward pressure on our margins. Further, our clients may choose to reduce their business with us if we increase our pricing. We may require additional financing to achieve our goals, and a failure to obtain this necessary capital when needed on acceptable terms, or at all, could force us to delay, limit, reduce or terminate our product manufacturing and development and other operations.Since our inception, substantially all of our resources have been dedicated to the development of our DNA synthesis platform and our sample preparation kit for NGS. We believe that we will continue to expend substantial resources for the foreseeable future as we continue to expand our production capabilities and enter additional markets we may choose to pursue, including new COVID-19 testing products, pharmaceutical biologics drug discovery and digital data storage in DNA. These expenditures are expected to include costs associated with research and development, increasing manufacturing capabilities, including operating costs of our new Wilsonville, Oregon facility, and increasing supply capabilities as well as marketing and sales capabilities of existing and new products. In addition, other unanticipated costs may arise.We expect that our existing cash and cash equivalents will be sufficient to fund our planned operating expenses, capital expenditure requirements and debt service payments through at least the next 12 months. However, our operating plan may change as a result of factors currently unknown to us, and as a result, we have sought and may in the future need to seek additional funds sooner than planned, through public or private equity or debt financings or other sources, such as strategic collaborations. In addition, we may seek additional capital due to favorable market conditions or strategic considerations even if we believe we have sufficient funds for our current or future operating plans. Such financing may result in dilution to stockholders, imposition of debt covenants and repayment obligations, or other restrictions that may adversely affect our business.Our future capital requirements depend on many factors, including:the number and characteristics of any additional products or manufacturing processes we develop or acquire to serve new or existing markets;the scope, progress, results and costs of researching and developing future products or improvements to existing products or manufacturing processes, including increasing our manufacturing capabilities;the cost of manufacturing our DNA synthesis equipment and tools, our NGS sample preparation kits, and any future products we successfully commercialize;our ability to establish and maintain strategic collaborations, licensing or other arrangements and the financial terms of such agreements;the costs of expanding our sales and marketing capabilities in the United States and in other geographies;any lawsuits related to our products or commenced against us or any regulatory actions or proceedings commenced;the expenses needed to attract and retain skilled personnel;the costs associated with being a public company;17Table of Contentsthe costs involved in preparing, filing, prosecuting, maintaining, defending and enforcing patent claims, including litigation costs and the outcome of such litigation; andthe timing, receipt and amount of sales of, or royalties on, any future approved products, if any.Additional funds may not be available when we need them, on terms that are acceptable to us, or at all. If adequate funds are not available to us on a timely basis, we may be required to:delay, limit, reduce or terminate our manufacturing, research and development activities; ordelay, limit, reduce or terminate our establishment of marketing and sales capabilities or other activities that may be necessary to generate revenue and achieve profitability.If we are unable to maintain adequate revenue growth or do not successfully manage such growth, our business and growth prospects will be harmed.We have experienced significant revenue growth in a short period of time. We may not achieve similar growth rates in future periods. Investors should not rely on our operating results for any prior periods as an indication of our future operating performance. To effectively manage our anticipated future growth, we must continue to maintain and enhance our manufacturing, sales, financial and customer support administration systems, processes and controls. Failure to effectively manage our anticipated growth could lead us to over-invest or under-invest in development, operational, and administrative infrastructure; result in weaknesses in our infrastructure, systems, or controls; give rise to operational mistakes, losses, loss of customers, productivity or business opportunities; and result in loss of employees and reduced productivity of remaining employees.Our continued growth could require significant capital expenditures and might divert financial resources from other projects such as the development of new products and services, including the development and commercialization of additional products in the synthetic biology, biologic drug and data storage industries. As additional products are developed and commercialized, we may need to incorporate new equipment, implement new technology systems, or hire new personnel with different qualifications. Failure to manage this growth or transition could result in delays in launching new products, turnaround time delays, higher manufacturing costs, declining product quality, deteriorating customer service, and slower responses to competitive challenges. A failure in any one of these areas could make it difficult for us to meet market expectations for our products, and could damage our reputation and the prospects for our business.If our management is unable to effectively manage our anticipated growth, our expenses may increase more than expected, our revenue could decline or grow more slowly than expected and we may be unable to implement our business strategy. In addition, the quality of our products may suffer, which could negatively affect our reputation and harm our ability to retain and attract customers.If we are unable to attract new customers and retain and grow sales from our existing customers, our business will be materially and adversely affected.In order to grow our business, we must continue to attract new customers and retain and grow sales from our existing customers on a cost-effective basis. To do this, we aim to attract new and existing buyers of synthetic DNA and NGS tool kits, convert makers of synthetic DNA into buyers of synthetic DNA, monetize our antibody discovery platform by entering into partnerships and achieve widespread market acceptance by delivering both our current product offerings and new products and technologies at low cost, with high-quality, reliable turnaround times and throughput, superior e-commerce services and effective technical support. We cannot guarantee that our efforts to provide these key requirements will be consistently acceptable to, and meet the performance expectations of, our customers and potential customers. Furthermore, the commercialization of certain of the applications for which our customers use our products may be subject to clinical studies and/or coverage and reimbursement determinations by government and private payors, and if they are proven to have less clinical value than anticipated and/or fail to receive adequate coverage and reimbursement determinations it could have a negative impact on our sales and revenues. For example, we currently generate a significant amount of our NGS tool revenues from sales related to liquid biopsy applications that are undergoing clinical studies and/or subject to coverage and reimbursement determinations by government and private payors. If these liquid biopsy applications are proven to have less clinical value than anticipated and/or fail to receive adequate coverage and reimbursement determinations, it could have a material negative impact on our sales and revenues. If we are unable to successfully attract new customers and retain and grow sales from our existing customers, our business, financial position and results of operations would be negatively impacted.If we, or our partners or suppliers, experience a significant disruption in, or breach in security of, information technology systems, or fail to implement new systems and software successfully, our business could be adversely affected. Cyberattacks and security vulnerabilities could lead to reduced revenue, increased costs, liability claims, or harm to our reputation or competitive position.We rely on several centralized information technology systems throughout our Company to provide products, keep financial records, process orders, manage inventory, process shipments to customers and operate other critical functions. In addition, we currently generate a growing portion of our revenue through sales on our e-commerce platform. We manage our website and e-commerce platform internally and as a result any compromise of our security or misappropriation of proprietary information could have a material adverse effect on our business, financial condition and results of operations. We rely on encryption and authentication technology licensed from third parties to provide the security and authentication necessary to effect secure Internet transmission of confidential information, such as credit and other proprietary information. In 2024, we received ISO 27001:2022 certification, the most advanced information security standard published by the International Organization for Standardization (ISO), the world's largest developer of voluntary international standards, and the International Electrotechnical Commission. Even though our information security management system received ISO 27001:2022 certification, our, and our partners' or suppliers', information technology systems have been and may still be susceptible to damage, disruptions or shutdowns due to power outages, hardware failures, computer viruses, cyberattacks such as phishing, social engineering, ransomware, denial-of-service and other malware attacks, telecommunication failures, user errors, catastrophes or other unforeseen events. Additionally, some actors are using artificial intelligence (AI) technology to launch more automated, targeted and coordinated attacks. Our, or our partners' or suppliers' information technology systems also may experience interruptions, delays or cessations of service or produce errors in connection with system integration, software upgrades or system migration work that takes place from time to time. If we were to experience a prolonged system disruption in the information technology systems that involve our interactions with customers or suppliers, including negatively impacting our order fulfillment and order entry on our e-commerce platform, it could result in the loss of sales and customers and significant incremental costs, which could adversely affect our business. In addition, security breaches of our, or our partners' or suppliers', information technology systems could result in the misappropriation or unauthorized disclosure of confidential information belonging to us or to our employees, partners, customers or suppliers, including trade secrets or other intellectual property, proprietary business information, and personal information. Cybersecurity incidents, including phishing attacks and attempts to misappropriate or compromise confidential or proprietary information or sabotage enterprise IT systems are becoming increasingly frequent. While we have not, to our knowledge, experienced any material system failure, accident, or security breach to date, because techniques used to obtain unauthorized access to or to sabotage systems are constantly evolving and generally are not recognized until they are launched against a target, we cannot be sure that our continued data protection efforts and investment in information technology will prevent significant breakdowns, data leakages, breaches in our systems or the systems of our third party contractors and collaborators, or other cyber incidents in the future that could have a material adverse effect upon our

reputation, business, operations, or financial condition. If such an event were to occur, it could materially disrupt our operations and programs, the development of our product candidates and production and shipment of our products. Any event that leads to unauthorized access, use, or disclosure of personal information, including personal information regarding our partners, suppliers or employees, could require us to comply with federal or state breach notification laws and foreign law equivalents, subject us to mandatory corrective action, and otherwise subject us to liability under laws and regulations that protect the privacy and security of personal information and harm our reputation. We would also be exposed to a risk of litigation and potential liability, which could materially adversely affect our business, results of operations and financial condition. In addition, the costs related to significant security breaches or disruptions could be material and exceed the limits of the cybersecurity insurance we maintain against such risks. As a result of any cyber incident, we could incur significant legal and financial exposure and reputational damages that could have a material adverse effect on our business. Threats involving the misuse of access to our network, systems, and information by our current or former employees, contractors, vendors, or partners, whether intentional or unintentional, also pose a risk to the security of our network, systems, and information and data. For example, we are subject to the risk that employees may inadvertently share confidential information with unintended third parties, or that departing employees may take, or create their own information based on, our confidential information upon leaving the Company. In addition, any such insiders may be the victims of social engineering attacks that enable third parties to access our network, systems, and information using an authorized person's credentials. We and our network, systems, and information are also vulnerable to malicious acts by insiders, including leaking, modifying, or deleting confidential information, or performing other acts that could materially interfere with our operations and business. While we provide regular training to our employees regarding cybersecurity threats and best practices, we cannot ensure that such training or other efforts will prevent unauthorized access to or sabotage of our network, systems, and information. In addition, we and our third-party providers are at heightened risk of theft or cyber attack of technology, data, and intellectual property through direct intrusion by private parties or foreign actors, including those affiliated with or controlled by nation-state actors. This includes attacks which could materially disrupt our systems and operations, supply chain, and ability to produce, sell and distribute our products and services. If any theft affects or attacks our technology, data, or intellectual property, our efforts to protect and enforce our intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from our intellectual property, and we may be at heightened risk of losing our proprietary intellectual property rights around the world, including outside of such countries, to the extent such theft, attack or intrusion destroys the proprietary nature of our intellectual property. While we implement security measures designed to reduce these risks, there is no guarantee these measures will be adequate to safeguard all systems and networks. Any failure to maintain performance, reliability, security and availability of our systems and networks may result in accidental or unlawful destruction, damage, loss, unavailability, alteration, impairment, misuse, unauthorized disclosure of, or unauthorized access to our data, including personal or proprietary information. Rapidly changing technology and extensive competition in synthetic biology could make the products we are developing and producing obsolete or non-competitive unless we continue to develop and manufacture new and improved products and pursue new market opportunities. The synthetic biology industry is characterized by rapid and significant technological changes, frequent new product introductions and enhancements and evolving industry demands and standards. Our future success will depend on our ability to continually improve the products we are developing and producing, to develop and introduce new products that address the evolving needs of our customers on a timely and cost-effective basis and to pursue new market opportunities that develop as a result of technological and scientific advances. These new market opportunities may be outside the scope of our proven expertise or in areas which have unproven market demand, and the utility and value of new products and services developed by us may not be accepted in the markets served by the new products. Our inability to gain market acceptance of existing products in new markets or market acceptance of new products could harm our future operating results. Our future success also depends on our ability to manufacture these new and improved products to meet customer demand in a timely and cost-effective manner, including our ability to resolve manufacturing issues that may arise as we commence production of any new products we develop. Unanticipated difficulties or delays in replacing existing products with new products we introduce or in manufacturing improved or new products in sufficient quantities to meet customer demand could diminish future demand for our products and harm our future operating results. Further, while the impact that AI may have on the synthetic biology industry is still uncertain, recent advances in AI capabilities may indicate that it could be a significant disruptor in the synthetic biology industry. For example, AI may reduce customer demand for certain types of gene synthesis. In addition, there is extensive competition in the synthetic biology industry, and our future success will depend on our ability to maintain a competitive position with respect to technological advances. Technological development by others may result in our technologies, as well as products developed using our technologies, becoming obsolete. Our ability to compete successfully will depend on our ability to develop proprietary technologies and products that are technologically superior to and/or are less expensive than our competitors' technologies and products. Our competitors may be able to develop competing and/or superior technologies and processes and compete more aggressively and sustain that competition over a longer period of time. The continued success of our business relies heavily on our disruptive technologies and products and our position in the market as a leading provider of synthetic DNA using a silicon chip. Our future profitability will depend on our ability to successfully execute and maintain a sustainable business model and generate continuous streams of revenue. Our business model is premised on the fact that we are the only DNA synthesis provider to synthesize DNA on a silicon chip on a large commercial level and the competitive advantages this creates. Our DNA synthesis methods, among other things, reduce the amount of raw materials required, speed up the synthesis process and deliver large volumes of high-quality synthetic DNA at low unit cost. However, if other competitors develop and commercialize a manufacturing process using a silicon chip or other similar technologies providing for the development of competitive synthetic DNA products at scale, this could be disruptive to our business model and could adversely affect our business prospects, financial condition and results of operations. If we are unable to convert sufficient number of current manufacturers of synthetic DNA to buyers of our synthetic DNA, surpass our competitors regarding certain industry-related data points, and effectively implement our e-commerce platform which facilitates efficient order entry and fulfillment for our customers, our business, prospects, financial condition and results of operation will be adversely affected. Issues relating to the use of artificial intelligence and machine learning could adversely affect our business and operating results. In our ongoing efforts to innovate and optimize operational efficiency, we have integrated AI and machine learning into various aspects of our workplace. While AI and machine learning presents opportunities for enhanced productivity and innovation, it also introduces inherent risks, including legal and regulatory, that could adversely impact our business and reputation. Proper use of AI and machine learning can lead to improved decision-making, cost reduction, and competitive advantage. However, improper use, including algorithmic biases, ethical considerations, data privacy issues, and potential regulatory non-compliance, could result in reputational damage, legal liabilities, and financial losses. The rapidly evolving regulatory landscape surrounding AI also poses a risk, as new laws and regulations could impose additional compliance burdens, resulting in increased operational costs. We are committed to implementing robust governance and control mechanisms to mitigate these risks, but there can be no assurance that such measures will adequately prevent or mitigate the adverse effects that the integration and use of AI may have on our business, financial condition, and results of operations. If we are unable to expand into adjacent addressable markets, our business may be materially and adversely affected. Our future revenue growth and market potential may depend on our ability to leverage our DNA synthesis platform together with our custom libraries and other proprietary tools, such as our antibody discovery and optimization platform, in adjacent businesses such as pharmaceutical biologics drug discovery and digital data storage in DNA. There can be no assurance that we can continue to utilize our biopharma services offerings to accelerate the lead identification and lead optimization steps of antibody discovery or to discover more effective antibody drugs. In addition, our technology may not develop in a way that allows data storage in DNA to become cost competitive with traditional data storage media or in a way that otherwise enables us to address the markets opportunities that we believe exist. If we are unable to expand into adjacent addressable markets, our business, financial position and results of operations could be negatively impacted. A significant portion of our sales depends on customers' budgets that may be subject to significant and unexpected variation, including seasonality. Our customers' spending on research and development impacts our sales and profitability. Our customers and potential customers include chemicals/materials, diagnostics, therapeutics, food/agriculture, and their budgets can have a significant effect on the demand for our products. Their research and development budgets are based on a wide variety of factors, including factors beyond our control, such as: the allocation of available resources to make purchases; funding from government sources; funding from research grants; changes in government programs that provide funding to research institutions and companies; the spending priorities among various types of research equipment; policies regarding capital expenditures during recessionary periods; political climate or macroeconomic conditions, including economic downturns or market uncertainty or reduced spending in response to emergency public health situations; inability to raise sufficient funds in the capital markets; changes in the regulatory environment; healthcare legislative reform measures; differences in budgetary cycles; inflationary pressures; and market acceptance of relatively new technologies, such as ours. Any decrease in spending or change in spending priorities of our customers and potential customers could significantly reduce the demand for our products. As we expand into new geographic markets, our revenue may be impacted by seasonal trends in the different regions, the seasonality of customer budgets in those regions and the mix of domestic versus international sales. In addition, access to capital markets is critical to many of our customers' ability to fund their operations, including purchasing our products and services. Traditionally, biotechnology and life sciences companies have funded their research and development expenditures by raising capital in the equity markets. Declines and uncertainties in these markets have severely restricted raising new capital and have affected companies' ability to fund existing research and development efforts which may lead them to delay project starts, reduce or cancel orders and/or cancel projects. In the past, we experienced some cancellations of customer orders that we believed were due to customers' funding concerns. Moreover, we have no control over the timing and volume of purchases by these customers and potential customers, and as a result, revenue from these sources may vary significantly due to factors that can be difficult to forecast. Any delay or reduction in purchases by customers and potential customers or our inability to forecast fluctuations in demand could harm our future operating results. We generally do not have long-term contracts with our customers requiring them to purchase any specified quantities from us. We generally do not have long-term contracts with our customers requiring them to purchase any specified quantities from us and without such contracts our customers are not obligated to order or reorder our products. As a result, we cannot accurately predict our customers' decisions to reduce or cease purchasing our products. Additionally, even where we enter into contracts with our customers, there is no guarantee that such agreements will be negotiated on terms that are commercially favorable to us in the long-term. Therefore, if many of our customers were to substantially reduce their transaction volume or cease ordering products from us, this could materially and adversely affect our financial performance. We may be unable to successfully recruit and maintain adequate sales, marketing and other support personnel in order to increase our market share and expand our customer base. Our ability to achieve profitability depends on our being able to increase our market share and expand our customer base. Although members of our sales and marketing teams have considerable industry experience and have engaged in marketing activities for our products, in the future we must expand our sales, marketing, distribution and customer support capabilities with the appropriate technical expertise to effectively market our products. Furthermore, it takes six to nine months to recruit, onboard and ramp sales personnel to full capability. To perform sales, marketing, distribution and customer support successfully, we will face a number of risks, including that we may not be able to attract, retain and manage the sales, marketing and service workforce necessary to publicize and gain broader market acceptance of our technology; the time and cost of establishing a specialized sales, marketing and service force for a particular product or service, which may be difficult to justify in light of the revenue generated; our field sales personnel may not be able to access our customers' premises which could delay the adoption and ordering of our products; and our sales, marketing and service force may be unable to initiate and execute successful commercialization activities with respect to new products or markets we may seek to enter. If our sales and marketing efforts, or those of any third-party sales and distribution partners, are not successful, our new technologies and products may not gain market acceptance, which could materially impact our business operations. If we are unable to expand our DNA synthesis manufacturing capacity, we could lose revenue and our business could be harmed. In order to expand our manufacturing capacity of new and existing products, we may need to either build additional internal manufacturing capacity, contract with one or more partners, or both. Our production facility in Wilsonville, Oregon has increased our manufacturing capacity, but if customer demand increases, we may need to expand manufacturing capacity further, which could impact our revenue growth. Our technology and the production process for our DNA synthesis equipment and tools are complex, involving specialized parts, and we may encounter unexpected difficulties in the manufacture, improvement or increasing the capacity of our DNA synthesis equipment and tools, and addressing these difficulties may cause us to divert our time and resources from our other product offerings. There is no assurance that we will be able to continue to increase manufacturing capacity internally or that we will find one or more suitable partners to help us towards this objective, in order to meet the volume and quality requirements necessary for success in our existing and potential markets. Manufacturing and product quality issues may arise as we continue to increase the scale of our production. If our DNA synthesis equipment and tools do not consistently produce DNA products that meet our customers' performance expectations, our reputation may be harmed, and we may be unable to generate sufficient revenue to become profitable. Any delay or inability in expanding our manufacturing capacity could diminish our ability to develop or sell our products, which could result in lost revenue and materially harm our business, financial condition and results of operations. We are substantially dependent on the success of our synthetic DNA products. To date, we have invested a substantial portion of our efforts and financial resources towards the research and development and commercialization of our synthetic DNA products. The DNA synthesis business is very capital intensive, particularly for early-stage companies that do not have significant off-setting revenues and which are making significant investments in the commercialization and marketing of their products. Substantially all of our revenue generated to date is from our synthetic DNA products. Our financial results are dependent on strengthening our synthetic biology and NGS product groups while diversifying into other developing sectors such as pharmaceutical biologics drug discovery, creating useful DNA libraries and data storage. Our near-term prospects, including our ability to finance our research and development activities and initiatives and enter into strategic collaborations, will depend heavily on the successful development and commercialization of our synthetic DNA products. These initiatives will be substantially dependent on our ability to generate revenue from our synthetic DNA products and obtain other funding necessary to support these initiatives. Our inability to continue these initiatives and initiate new research and development efforts could result in a failure to develop or delay in developing new products, improve upon existing products such that sectors such as pharmaceutical biologics drug discovery, DNA library creation and data storage may never be fully developed, and expand our addressable market, which could have a material and adverse impact on our sales, business, financial position and results of operations. We depend on one single-source supplier for a critical component for our DNA synthesis process. Although we have a reserve of supplies and alternative suppliers exist, the loss of this supplier or its failure to supply us with the necessary component on a timely basis could cause delays in the future capacity of our DNA synthesis process and adversely affect our business. We depend on one single-source supplier for a critical component for our DNA synthesis process. We do not currently have the infrastructure or capability internally to manufacture this component. Although we have a reserve of supplies and although alternative suppliers exist for this critical component of our synthesis process, our existing DNA synthesis manufacturing process has been designed based on the functions, limitations, features and specifications of the components that we currently utilize. We have a supply agreement in place with this component supplier. However, there can be no assurance that our supply of this component will not be limited, interrupted, or of satisfactory quality or continue to be available at acceptable prices. Additionally, we do not have any control over the process or timing of the acquisition or manufacture of materials by our supplier and cannot ensure that it will deliver to us the component we order on time, or at all. The loss of this component provided by this supplier could require us to change the design of our manufacturing process based on the functions, limitations, features and specifications of the replacement components. In addition, the lead time needed to establish a relationship with a new supplier can be lengthy, and we may experience delays in meeting demand in the event we must switch to a new supplier. The time and effort to qualify a new supplier could result in additional costs, diversion of resources or reduced manufacturing yields, any of which would negatively impact our operating results. Further, we may be unable to enter into agreements with a new supplier on commercially reasonable terms, which could have a material adverse impact on our business. Our dependence on this single-source supplier exposes us to certain risks, including the following: our supplier may cease or reduce production or deliveries, raise prices or renegotiate terms; we may be unable to locate a suitable replacement on acceptable terms or on a timely basis, if at all; if there is a disruption to our single-source supplier's operations, and if we are unable to enter into arrangements with alternative suppliers, we will have no other means of completing our synthesis process until they restore the affected facilities or we or they procure alternative manufacturing facilities or sources of supply; delays caused by supply issues may harm our reputation, frustrate our customers and cause them to turn to our competitors for

future projects; and our ability to progress our DNA synthesis products could be materially and adversely impacted if the single-source supplier upon which we rely were to experience a significant business challenge, disruption or failure due to issues such as financial difficulties or bankruptcy, issues relating to other customers such as regulatory or quality compliance issues, or other financial, legal, regulatory, operational or reputational issues. Moreover, to meet anticipated market demand, our single-source supplier may need to increase manufacturing capacity, which could involve significant challenges. This may require us and our supplier to invest substantial additional funds and hire and retain the technical personnel who have the necessary experience. Neither we nor our supplier may successfully complete any required increase to existing manufacturing capacity in a timely manner, or at all. We must continue to secure and maintain sufficient and stable supplies of raw materials. Any shortage of raw materials or materials necessary for our production capabilities may adversely affect our business.

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Although historically we have not experienced price increases due to unexpected shortages in raw materials or other materials and other unanticipated events, there is no assurance that our supply of raw materials or other materials will not be significantly adversely affected in the future, which may in turn adversely affect our business, prospects, financial condition and results of operation. In addition, as we grow, our existing suppliers may not be able to meet our increasing demand, and we may need to find additional suppliers. There is no assurance that we will always be able to secure suppliers who provide raw materials at the specification, quantity and quality levels that we demand (or at all) or be able to negotiate acceptable fees and terms of services with any such suppliers. Identifying a suitable supplier is an involved process that requires us to become satisfied with their quality control, responsiveness and service, financial stability and labor and other ethical practices. Even if we are able to expand existing sources, we may encounter delays in production and added costs as a result of the time it takes to train suppliers in our methods, products and quality control standards. We typically do not enter into agreements with our suppliers but secure our raw materials and component parts we use in our equipment on a purchase order basis. Our suppliers may reduce or cease their supply of raw materials, component parts and outsourced services and products to us at any time in the future. If the supply of raw materials, component parts and the outsourced services and products is interrupted due to shortages or other reasons, our production processes may be delayed. If any such event occurs, our operation and financial position may be adversely affected. A deterioration of our relationship with any of our suppliers, or problems experienced by these suppliers, could lead to shortages in our production capacity for some or all of our products. In such case, we may not be able to fulfill the demand of existing customers or supply new customers. In addition, shortages of raw materials or component parts or an increase in the cost of the raw materials or component parts we use could result in decreased revenue or could impair our ability to maintain or expand our business. While we have experienced increased operating costs in recent periods, which we believe were due in part to a rise in inflation, we do not believe that inflation has had a material effect on our business, financial condition or results of operations. In the event of significant price increases for raw materials, we may have to pass the increased raw materials costs to our customers. However, we cannot assure you that we will be able to raise the prices of our products sufficiently to cover increased costs resulting from increases in the cost of our raw materials or overcome the interruption of a sufficient supply of qualified raw materials for our products. As a result, a price increase for our raw materials may negatively impact our business, financial position and results of operations. We may encounter difficulties in managing our growth, and these difficulties could impair our profitability. Currently, we are working simultaneously on multiple projects, expanding our capacity as well as targeting several market sectors, including activities in the chemicals/materials, diagnostics, therapeutics, food and data storage sectors. In addition, we work to renew our ISO certifications from time to time. These diversified operations and activities place significant demands on our limited resources and require us to substantially expand the capabilities of our technical, administrative and operational resources. If we are unable to manage this growth and the periodic ISO recertification of our manufacturing facilities effectively, our shipments to our customers could be impacted, our time and resources could be diverted from other products and offerings and our business and operating results could suffer. In addition, if we fail to timely deliver products or meet quantity requirements under our contracts with customers, we may offer discounts to them, and customers' minimum purchase requirements, if applicable, may be reduced. Our ability to manage our operations and costs, including research and development, costs of components, manufacturing, sales and marketing, requires us to continue to enhance our operational, financial and management controls, reporting systems and procedures and to attract and retain sufficient numbers of talented employees. Failure to attract and retain sufficient numbers of talented employees will further strain our human resources and could impede our growth. Our revenue, results of operations, cash flows and reputation in the marketplace may suffer upon the loss of a limited number of large customers. We have derived, and believe we may continue to derive, a significant portion of our revenues from a limited number of large customers. Our customers may buy less of our products depending on their own technological developments, the clinical efficacy and commercial success of the applications for which they use our products, end-user demand for our products and internal budget cycles. In addition, existing customers may choose to produce some or all of their synthetic DNA requirements internally by using or developing manufacturing capabilities organically or by using capabilities from acquisitions of assets or entities from third parties with such capabilities. The loss of any significant customer or a significant reduction in the amount of product ordered by any significant customer would adversely affect our revenue, results of operations, cash flows and reputation in the marketplace.

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We depend on the continuing efforts of our senior management team and other key personnel. If we lose members of our senior management team or other key personnel or are unable to successfully retain, recruit and train qualified researchers, engineering and other personnel, our ability to develop our products could be harmed, and we may be unable to achieve our goals. Our future success depends upon the continuing services of members of our senior management team and scientific and engineering personnel. We are highly dependent on Dr. Emily Leproust, our Chief Executive Officer, who is employed at will, meaning we or she may terminate the employment relationship at any time. In particular, our researchers and engineers are critical to our future technological and product innovations, and we will need to hire additional qualified personnel. We may not be able to attract and retain qualified personnel on acceptable terms, or at all. In addition, to the extent we hire personnel from competitors, we may be subject to allegations that they have been improperly solicited or that they have divulged proprietary or other confidential information, or that their former employers own their research output. Our industry, particularly in the San Francisco Bay Area, is characterized by high demand and intense competition for talent, and the turnover rate can be high. We compete for qualified management and scientific personnel with other life science companies, academic institutions and research institutions, particularly those focusing on genomics. Many of these employees could leave our Company with little or no prior notice and would be free to work for a competitor. If one or more of our senior executives or other key personnel were unable or unwilling to continue in their present positions, we might not be able to replace them easily or at all, and other senior management may be required to divert attention from other aspects of the business. In addition, we do not have key person life insurance policies covering members of our management team or other key personnel except Dr. Leproust. While we conduct succession planning to identify the person(s) for key positions who possess the skills and capabilities to take on the responsibilities filled by our leaders, we cannot assure you that these strategies will successfully mitigate the loss of any key personnel. The loss of any of these individuals or our inability to attract or retain qualified personnel, including researchers, engineers and others, could prevent us from pursuing collaborations and adversely affect our product development and introductions, business growth prospects, results of operations and financial condition. We may engage in strategic transactions, including acquisitions, collaborations, or investments in other companies or technologies, that could disrupt our business, cause dilution to our stockholders, reduce our financial resources, or prove not to be successful. We may enter into transactions to acquire other businesses, products or technologies and our ability to do so successfully cannot be ensured. While historically we have not completed many acquisitions, we closed a business acquisition in the first quarter of 2022 and we are continuing to pursue opportunities in the life sciences industry that complement and expand our synthetic DNA product offering and our other products in both local and international markets. If we identify suitable opportunities, we may not be able to make such acquisitions on favorable terms or at all. Any acquisitions we make may not strengthen our competitive position, and these transactions may be viewed negatively by customers or investors. We may decide to incur debt in connection with an acquisition or issue our common stock or other equity securities to the stockholders of the acquired company, as we did for the business acquisitions, which would reduce the percentage ownership of our existing stockholders. We could incur losses resulting from undiscovered liabilities of the acquired business that are not covered by any indemnification we may obtain from the seller. In addition, we may not be able to successfully integrate the acquired personnel, technologies and operations into our existing business in an effective, timely and non-disruptive manner. Acquisitions may also divert management attention from day-to-day responsibilities, increase our expenses and reduce our cash available for operations and other uses. In addition, we cannot guarantee that we will be able to fully recover the costs of such acquisitions or that we will be successful in leveraging any such strategic transactions into increased business, revenue or profitability. We also cannot predict the number, timing or size of any future acquisitions or the effect that any such transactions might have on our operating results. From time to time, we may consider other strategic transactions, including collaborations or investments in other companies. The competition for collaborators is intense, and the negotiation process is time-consuming and complex. Any new collaboration may be on terms that are not optimal for us, and we may not be able to maintain any new collaboration. Any such collaboration may require us to incur non-recurring or other charges, increase our near- and long-term expenditures and pose significant integration or implementation challenges or disrupt our management or business. These transactions would entail numerous operational and financial risks, including exposure to unknown liabilities, disruption of our business and diversion of our management's time and attention to manage a collaboration, incurrence of substantial debt or dilutive issuances of equity securities to pay transaction consideration or costs, higher than expected collaboration, acquisition or integration costs, write-downs of assets or goodwill or impairment charges, increased amortization expenses, difficulty and cost in facilitating the collaboration or combining the operations and personnel of any acquired business, impairment of relationships with key suppliers, manufacturers or customers of any acquired business due to changes in management and ownership and the inability to retain key employees of any acquired business. Antitrust or other competition laws may also limit our ability to acquire or work collaboratively with certain businesses or to fully realize the benefits of strategic transactions to acquire or collaborate with other businesses. Accordingly, although there can be no assurance that we will undertake or successfully complete any collaborations, any transactions that we do complete may be subject to the foregoing or other risks and have a material and adverse effect on our business, financial condition, results of operations and prospects. Conversely, any failure to enter into any collaboration or other strategic transaction that would be beneficial to us could delay the development and potential commercialization of our products and technologies. As we expand our development and commercialization activities outside of the United States, we will be subject to an increased risk of inadvertently conducting activities in a manner that violates the U.S. Foreign Corrupt Practices Act and similar laws. If that occurs, we may be subject to civil or criminal penalties which could have a material adverse effect on our business, financial condition, results of operations and growth prospects. We are subject to the U.S. Foreign Corrupt Practices Act, or the FCPA, which prohibits corporations and individuals from paying, offering to pay, or authorizing the payment of anything of value to any foreign government official, government staff member, political party, or political candidate in an attempt to obtain or retain business or to otherwise influence a person working in an official capacity. We are also subject to the UK Anti-Bribery Act, which prohibits both domestic and international bribery, as well as bribery across both public and private sectors. We require that our employees review our Code of Business Conduct and Ethics, our Anti-Money Laundering Policy and our Anti-Corruption Policy on an annual basis. In the course of establishing and expanding our commercial operations and complying with non-U.S. regulatory requirements, we will need to establish and expand business relationships with various third parties and we will interact more frequently with foreign officials, including regulatory authorities. Expanded programs to maintain compliance with such laws will be costly and may not be effective. Any interactions with any such parties or individuals where compensation is provided that are found to be in violation of such laws could result in substantial fines and penalties and could materially harm our business. Furthermore, any finding of a violation under one country's laws may increase the likelihood that we will be prosecuted and be found to have violated another country's laws. We require that our employees annually certify that they understand and will comply with our Code of Business Conduct and Ethics Policy, our Anti-Money Laundering Policy, our Anti-Corruption Policy as well as the UK Modern Slavery Act of 2015. Even so, if our business practices outside the United States are found to be in violation of the FCPA, UK Anti-Bribery Act, antitrust or other similar laws, we may be subject to significant civil and criminal penalties which could have a material adverse effect on our financial condition and results of operations. We could engage in exporting or related activity that contravenes international trade restraints, or regulatory authorities could promulgate more far-reaching international trade restraints, which could give rise to one or more of substantial legal liability, impediments to our business and reputational damage. Our international business activities must comport with U.S. export controls and other international trade restraints, including the U.S. Department of Commerce's Export Administration Regulations and economic sanctions regulations administered by the U.S. Treasury Department's Office of Foreign Assets Controls. We have established an international trade compliance program that encompasses best practices for preventing, detecting and addressing noncompliance with international trade restraints. Furthermore, to date our exports have not been licensable under export controls; however, we could fail to observe the compliance program requirements in a manner that leaves us in noncompliance with export controls or other international trade restraints. In addition, authorities could promulgate international trade restraints that impinge on our ability to pursue our business as planned. One or more of resulting legal penalties, restraints on our business or reputational damage could have material adverse effects on our business and financial condition. We operate in a highly competitive industry and if we are not able to compete effectively, our business and operating results will likely be harmed. We face competition from a broad range of providers of core synthetic biology products such as GenScript Biotech Corporation, DNA Script, Inc., GENEWIZ (owned by Azentia), Integrated DNA Technologies, Inc. (owned by Danaher Corporation), DNA 2.0 Inc. d/b/a/ ATUM, GeneArt (owned by Thermo Fisher Scientific Inc.), Eurofins Genomics LLC, Promega Corporation, OriGene Technologies, Inc., Blue Heron Biotech, LLC, Elegen and others. Additionally, we compete with both large and emerging providers in the life sciences tools and diagnostics industries focused on sample preparation for NGS such as Thermo Fisher Scientific Inc., Illumina, Inc., Integrated DNA Technologies, Inc., Roche, New England Biolabs and Agilent. In the antibody discovery market, we compete with contract research organizations including Curia, GenScript, and Genovac (formerly part of Aldevron, LLC), and antibody discovery biotechnology companies, such as Fair Journey/Iontas, Adimab, Distributed Bio (owned by Charles River), Ablexis, Specifica, OmniAb and AbCellera Biologics Inc. In the emerging field of DNA digital data storage, we compete with Biomemory, Catalog Technologies, Inc., GenScript, various academic institutions, and other emerging competitors. We may not be successful in maintaining our competitive position for a number of reasons. Some of our current competitors, as well as many of our potential competitors, have significant name recognition, substantial intellectual property portfolios, longer operating histories, greater resources to invest in new technologies, substantial experience in new product development and manufacturing capabilities and more established distribution channels to deliver products to customers than we do. These competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards or customer requirements. Our competitors may develop disruptive technologies or products that are comparable or superior to our technologies and products. In light of these advantages, even though we believe our technology is superior to the products offerings of our competitors, current or potential customers might accept competitive products in lieu of purchasing our products. Increased competition is likely to result in continued pricing pressures, which could harm our sales, profitability or market share. Our failure to continue competing effectively or winning additional business with our existing customers could materially and adversely affect our business, financial condition or results of operations. We may be subject to significant pricing pressures and if we are unable to pass on any cost increase to our customers, our business, financial position and results of operations could be adversely affected. Over time, increasing customer demand for lower prices could force us to discount our products and result in lower margins. The impact may be further exacerbated if we are unable to successfully control production costs. In addition, if due to rising market prices as a result of inflation or otherwise, our suppliers increase prices or reduce discounts on their supplies, we may be unable to pass on any cost increase to our customers, thereby resulting in reduced margins and profits. Furthermore, changes in our product mix may negatively affect our gross margins. Overall, these pricing pressures may adversely affect our business, financial position and results of operations. Ethical, legal and social concerns surrounding the use of genetic information could reduce demand for our technology. Our products may be used to create DNA sequences of humans, agricultural crops and other living organisms. Our products could be used in a variety of applications, which may have underlying ethical, legal and social concerns. Governmental authorities could, for safety, social or other purposes, impose limits on or implement regulation of the use of gene synthesis. Such concerns or governmental restrictions could limit the use of our DNA synthesis products, which could have a material adverse effect on our business, financial condition and results of operations. In addition, public perception about the safety and environmental hazards of, and ethical concerns over, genetically engineered products and processes could influence public acceptance of our technologies, products and processes. These concerns could result in increased expenses, regulatory scrutiny, delays or other impediments to our programs. We use biological and hazardous materials that require considerable expertise and expense for handling, storage and disposal and may result in

claims against us. We work with materials, including chemicals, biological agents, and compounds and DNA samples that could be hazardous to human health and safety or the environment. Our operations also produce hazardous and biological waste products. Federal, state and local laws and regulations govern the use, generation, manufacture, storage, handling and disposal of these materials and wastes. Compliance with applicable environmental laws and regulations is expensive, and current or future environmental laws and regulations may restrict our operations. If we do not comply with applicable regulations, we may be subject to fines and penalties. In addition, we cannot eliminate the risk of accidental injury or contamination from these materials or wastes, which could cause an interruption of our commercialization efforts, research and development programs and business operations, as well as environmental damage resulting in costly clean-up and liabilities under applicable laws and regulations. Furthermore, environmental laws and regulations are complex, change frequently and have tended to become more stringent. We cannot predict the impact of such changes and cannot be certain of our future compliance. While our property insurance policy provides limited coverage in the event of contamination from hazardous and biological products and the resulting cleanup costs, we do not currently have any additional insurance coverage for legal liability for claims arising from the handling, storage or disposal of hazardous materials. Accordingly, in the event of contamination or injury, we could be liable for damages or penalized with fines in an amount exceeding our resources and our operations could be suspended or otherwise adversely affected. We could develop DNA sequences or engage in other activity that contravenes biosecurity requirements, or regulatory authorities could promulgate more far-reaching biosecurity requirements that our standard business practices cannot accommodate, which could give rise to substantial legal liability, impede our business and damage our reputation. The Federal Select Agent Program, or the FSAP, involves rules administered by the Centers for Disease Control and Prevention and Toxins and the Animal and Plant Health Inspection Service that regulate possession, use and transfer of biological select agents and toxins that have the potential to pose a severe threat to public, animal or plant health or to animal or plant products. 27Table of ContentsWe have established a comprehensive, biosecurity program under which we follow biosafety and biosecurity best practices and avoid DNA synthesis activities that implicate FSAP rules; however, we could inadvertently err in our observance of compliance program requirements in a manner that leaves us in noncompliance with FSAP or other biosecurity rules. In addition, authorities could promulgate new biosecurity requirements that restrictions our operations. One or more resulting legal penalties, restraints on our business or reputational damage could have material adverse effects on our business and financial condition. Third parties may use our products in ways that could damage our reputation. After our customers have received our products, we do not have any control over their use and our customers may use them in ways that are harmful to our reputation as a supplier of synthetic DNA products. In addition, while we have established a biosecurity program designed to comply with biosafety and biosecurity requirements and perform export control screening in an effort to ensure that third parties do not obtain our products for malevolent purposes, we cannot guarantee that these preventative measures will eliminate or reduce the risk of the domestic and global opportunities for the misuse of our products. Accordingly, in the event of such misuse, our reputation, future revenue and operating results may suffer. Any damage to our reputation or brand may materially and adversely affect our business, financial condition and results of operations. We believe that developing and maintaining our brand is important to our success and that our financial success is influenced by the perception of our brand by our customers. Furthermore, the importance of our brand recognition may become even greater to the extent that competitors offer more products similar to ours. Many factors, some of which are beyond our control, are important to maintaining our reputation and brand. These factors include our ability to comply with ethical, social, product, labor and environmental standards. Any actual or perceived failure in compliance with such standards could damage our reputation and brand. Because we are subject to existing and potential additional governmental regulation, the markets for our products may be narrowed. We are subject, both directly and indirectly, to the adverse impact of existing and potential future government regulation of our operations and markets. For example, the export of our products is subject to strict regulatory control in a number of jurisdictions. The failure to satisfy export control criteria or obtain necessary clearances could delay or prevent the shipment of products, which could adversely affect our revenues and profitability. Moreover, the life sciences industry, which is currently the primary market for our technology, has historically been heavily regulated. There are, for example, laws in several jurisdictions restricting research in genetic engineering, which can operate to narrow our markets. Given the evolving nature of this industry, legislative bodies or regulatory authorities may adopt additional regulation that adversely affects our market opportunities. Our business is also directly affected by a wide variety of government regulations applicable to business enterprises generally and to companies operating in the life science industry in particular. Failure to comply with these regulations or obtain or maintain necessary permits and licenses could result in a variety of fines or other censures or an interruption in our business operations which may have a negative impact on our ability to generate revenues and could increase the cost of operating our business. Our products could in the future be subject to additional regulation by the U.S. Food and Drug Administration or other domestic and international regulatory agencies, which could increase our costs and delay our commercialization efforts, thereby materially and adversely affecting our business and results of operations. The FDA regulates medical devices, including in vitro diagnostics, or IVDs. IVDs are a category of medical devices that include reagents, instruments, and systems intended for use in diagnosis of disease or other conditions, including a determination of the state of health, in order to cure, mitigate, treat, or prevent disease or its sequelae. IVDs are intended for use in the collection, preparation, and examination of specimens taken from the human body. An RUO IVD product is an IVD product that is in the laboratory research phase of development or is intended for use in the conduct of nonclinical laboratory research and not intended to produce results for clinical use. As such, an RUO IVD is not intended for use in clinical investigations or in clinical practice. Such RUO products do not require premarket clearance or approval from the FDA, provided that they are labeled “For Research Use Only. Not For Use In Diagnostic Procedures” pursuant to FDA regulations. Our IVD products are not intended for clinical or diagnostic use, and we market and label them as RUO. Our customers, however, may use our products in their own laboratory-developed tests, or LDTs. The FDA has historically taken the position that LDTs are considered to be IVDs, but has generally exercised enforcement discretion. On May 6, 2024, the FDA published a final rule that phases out over a period of four years the policy of enforcement discretion it has historically applied to most LDTs (the “LDT Final Rule”). While the LDT Final Rule is currently being challenged in Federal court and receiving Congressional scrutiny, if the increase of regulatory requirements under the LDT Final Rule remain in place, it may influence the sales of our products and how customers employ our products, and subject us to 28Table of Contentsadditional regulatory controls including enforcement action, administrative and judicial sanctions, all of which could adversely affect our business, financial condition, or results of operations. See “Business-Government regulation-FDA”. In the future, certain of our products or related applications could be subject to additional FDA regulation. Even where a product is not subject to FDA clearance or approval requirements or deemed exempt, the FDA may impose restrictions as to the types of customers to which we can market and sell our products. Such regulation and restrictions may materially and adversely affect our business, financial condition and results of operations. Other regulatory regimes that do not currently present material challenges but that could in the future present material challenges include export controls and biosecurity. Many countries have laws and regulations that could affect our products and which could limit our ability to sell our products in those countries. The number and scope of these requirements are increasing. We may not be able to obtain regulatory approvals in such countries or may incur significant costs in obtaining or maintaining foreign regulatory approvals. For example, the European Union requires manufacturers to adhere to the In Vitro Diagnostic Device Regulation (EU) 2017/746, or IVDR, for the marketing and sale of medical devices. Complying with the requirements of the IVDR may require us to incur significant expenditures. Failure to meet these requirements could adversely impact our business in the EU and other regions that tie their product registrations or chemical regulations to the EU requirements. Certain of our potential customers may require that we become certified under the Clinical Laboratory Improvement Amendments of 1988. Although we are not currently subject to the Clinical Laboratory Improvement Amendment of 1988, or CLIA, we may in the future be required by certain customers to obtain a CLIA certification. CLIA, which extends federal oversight over clinical laboratories by requiring that they be certified by the federal government or by a federally approved accreditation agency, is designed to ensure the quality and reliability of clinical laboratories by mandating specific standards in the areas of personnel qualifications, administration and participation in proficiency testing, patient test management, quality control, quality assurance and inspections. If our customers require a CLIA certification, we will have to continually expend time, money and effort to ensure that we meet the applicable quality and safety requirements, which may divert the attention of management and disrupt our core business operations. We currently manufacture all of our products and multiple sub-assemblies at our manufacturing facilities in Wilsonville, Oregon and South San Francisco, California, and if either of these facilities are destroyed or we experience at either of these facilities any manufacturing difficulties, disruptions, or delays, this could limit supply of our products or adversely affect our ability to sell products or conduct our clinical trials, and our business would be adversely impacted. We currently manufacture all of our products and multiple sub-assemblies at our manufacturing facilities in Wilsonville, Oregon and South San Francisco, California. Although a portion of our manufacturing still takes place at our South San Francisco facility, we depend primarily on our manufacturing facility in Wilsonville, Oregon. For example, we have recently consolidated all synthetic biology production in Wilsonville, and our Express Genes product is manufactured solely in Wilsonville. We still manufacture a significant portion of our NGS products at our South San Francisco facility. Any manufacturing difficulties at our two manufacturing could result in turnaround time delays. With respect to our Wilsonville facility, if regulatory, manufacturing, or other problems require us to discontinue production at the facility, we will not be able to manufacture our synthetic genes, oligo pools or selected NGS products or create our DNA libraries, which would adversely impact our business. In addition, if either of our facilities or the equipment therein is significantly damaged, destroyed, or affected by fire, flood, power loss, or similar events, or is shut down for health and safety reasons, including public health emergencies, severe weather, or other reasons, we may not be able to quickly or inexpensively replace our manufacturing capacity or replace the facility. In the event of a temporary or protracted loss of either of these facilities or the equipment therein, we might not be able to transfer manufacturing to another third party. Even if we could transfer manufacturing from one facility to another, the shift would likely be expensive and time-consuming, particularly if we were to maintain the current manufacturing standards procedures at such alternative facility. Natural disasters, public health crises, political crises, severe weather events, and other catastrophic events or other events outside of our control may damage our facilities or the facilities of third parties on which we depend and could impact our ability to sell products. Our headquarters in South San Francisco, California is located near known earthquake fault zones and is vulnerable to damage from earthquakes. Our primary manufacturing facility in Wilsonville, Oregon is vulnerable to extreme heat, wildfires, and severe weather events, all of which may be further exacerbated by the effects of climate change, as well as damage from earthquakes. An earthquake or other natural disaster or power shortages or outages could disrupt operations or impair critical systems at our headquarters or at any of our other facilities throughout the world. We, our suppliers, third-party service providers and customers are vulnerable to damage from natural disasters, including fire, floods or monsoons, power loss, communications failures, public health crises, such as pandemics and epidemics, political crises, such as 29Table of Contentsterrorism, war, political instability or other conflict and similar events. If any disaster were to occur, our ability to operate our business at any of our facilities could be seriously, or potentially completely, impaired. In addition, the nature of our activities could cause significant delays in our research programs and commercial activities and make it difficult for us to recover from a disaster. The insurance we maintain may not be adequate to cover our losses resulting from disasters or other business interruptions. Accordingly, an earthquake or other disaster could materially and adversely harm our ability to conduct business. Furthermore, our in vivo antibody discovery services involve mice. In the past, vivarium sites have been shut down by animal activists, and any disturbance or shut down at the site where our in vivo antibody discovery work is being conducted could disrupt our business operations or harm our reputation. Delivery of our products could be delayed or disrupted by factors beyond our control, and we could lose customers as a result. We rely on third-party carriers for the timely delivery of our products. As a result, we are subject to carrier disruptions and increased costs that are beyond our control, including travel restrictions, employee strikes, inclement weather, delays due to public health emergencies, and increased fuel costs. For example, in the past we have experienced shipment delays due to flight cancellations caused by inclement weather. Any failure to deliver products to our customers in a timely and accurate manner may damage our reputation and brand and could cause us to lose customers. If our relationship with any of these third-party carriers is terminated or impaired or if any of these third parties are unable to deliver our products, the delivery and acceptance of our products by our customers may be delayed which could harm our business and financial results. The failure to deliver our products in a timely manner may harm our relationship with our customers, increase our costs and otherwise disrupt our operations. Doing business internationally creates operational and financial risks for our business. During our fiscal years ended September 30, 2024, 2023 and 2022, 40%, 40% and 41%, respectively, of our revenue was generated from customers located outside of the United States. In connection with our growth strategy, we intend to further expand in international markets. Conducting and launching operations on an international scale requires close coordination of activities across multiple jurisdictions and time zones and consumes significant management resources. If we fail to coordinate and manage these activities effectively, our business, financial condition or results of operations could be adversely affected. International sales entail a variety of risks, including longer payment cycles and difficulties in collecting accounts receivable outside of the United States, currency exchange fluctuations, challenges in staffing and managing foreign operations, tariffs and other trade barriers (including tariffs enacted and proposed by the U.S. government on various imports from China and by the Chinese government on certain U.S. goods), unexpected changes in legislative or regulatory requirements of foreign countries into which we sell our products, difficulties in obtaining export licenses or in overcoming other trade barriers, laws and business practices favoring local companies, political instability, including conflicts and tensions involving Russia and China and the Israel-Hamas war, economic instability, difficulties protecting or procuring intellectual property rights, and restrictions resulting in delivery delays and significant taxes or other burdens of complying with a variety of foreign laws. Changes in the value of the relevant currencies may affect the cost of certain items required in our operations. Changes in currency exchange rates may also affect the relative prices at which we are able to sell products in the same market. Our revenue from international customers may be negatively impacted as increases in the U.S. dollar relative to our international customers’ local currency could make our products more expensive, impacting our ability to compete. Our costs of materials from international suppliers may increase if in order to continue doing business with us they raise their prices as the value of the U.S. dollar decreases relative to their local currency. Foreign policies and actions regarding currency valuation could result in actions by the United States and other countries to offset the effects of such fluctuations. The recent global financial downturn has led to a high level of volatility in foreign currency exchange rates and that level of volatility may continue, which could adversely affect our business, financial condition or results of operations. Our ability to use our net operating loss carryforwards to offset future taxable income may be subject to certain limitations. In general, under Section 382 of the Internal Revenue Code of 1986, as amended, or the Code, a corporation that undergoes an “ownership change” is subject to limitations on its ability to use its pre-change net operating loss carryforwards, or NOLs, to offset future taxable income. We have experienced at least one ownership change in the past, and we may experience ownership changes in the future. Future changes in our stock ownership, some of which are outside of our control, could result in an ownership change under Section 382 of the Code. Furthermore, our ability to use NOLs of companies that we may acquire in the future may be subject to limitations. For these reasons, we may not be able to use a material portion of the NOLs reflected on our balance sheet, even if we attain profitability. 30Table of ContentsThe enactment of legislation implementing changes in taxation of international business activities, the adoption of other corporate tax reform policies, or changes in tax legislation or policies could impact our future financial position and results of operations. Corporate tax reform, base-erosion efforts and tax transparency continue to be high priorities in many tax jurisdictions where we intend to have business operations. As a result, policies regarding corporate income and other taxes in numerous jurisdictions are under heightened scrutiny and tax reform legislation is being proposed or enacted in a number of jurisdictions. For example, the Tax Cuts and Jobs Act of 2017, or the Tax Act, signed into law on December 22, 2017, adopting broad U.S. corporate income tax reform, among other things, reduced the U.S. corporate income tax rate, but imposed base-erosion prevention measures on non-U.S. earnings of U.S. entities as well as a one-time mandatory deemed repatriation tax on accumulated non-U.S. earnings of U.S. entities. In addition, many countries are beginning to implement legislation and other guidance to align their international tax rules with the Organization for Economic Co-operation and Development’s Base Erosion and Profit Shifting recommendations and action plan that aim to standardize and modernize global corporate tax policy, including changes to cross-border tax, transfer-pricing documentation rules, and nexus-based tax incentive practices. Such legislative initiatives may materially and adversely affect our plans to expand internationally and may negatively impact our financial condition and results of operations generally. Our inability to collect on our accounts receivable by a significant number of customers may have an adverse effect on our business, financial condition and results of operations. Sales to our customers are generally made on open credit terms. Management maintains an allowance for potential credit losses. If our customers’ cash flow, working capital, financial conditions or results of operations deteriorate, they may be unable or even unwilling to pay trade receivables owed to us promptly or at all. As a result, we could be exposed to a certain level of credit risk. If a major customer experiences, or a significant number of customers experience, financial difficulties, the effect on us could be material and have an adverse effect on our business, financial condition and results of

operations. Risks related to being a public company if we fail to maintain proper and effective internal controls, our ability to produce accurate financial statements on a timely basis could be impaired, which would adversely affect our business. As a public company, we are required to comply with Section 404 of the Sarbanes Oxley Act of 2002 ("SOX"), which requires, among other things, that companies maintain disclosure controls and procedures to ensure timely disclosure of material information, and that management review the effectiveness of those controls on a quarterly basis and that our independent registered public accounting firm provide an attestation report on the effectiveness of our internal control over financial reporting in this Annual Report on Form 10-K, among other additional requirements. Effective internal controls are necessary for us to provide reliable financial reports and to help prevent fraud, and our management and other personnel devote a substantial amount of time to these compliance requirements. These rules and regulations also increase our legal and financial compliance costs and make some activities more time-consuming and costly. We cannot be certain that we will be able to maintain adequate controls over our financial processes and reporting in the future. For example, as previously disclosed in our annual reports on Form 10-K for the fiscal years ended September 30, 2020, 2021, 2022 and 2023 we had at least one material weakness in our internal control over financial reporting as of the end of each of these fiscal years. Although management has since remediated these material weaknesses and concluded that our internal control over financial reporting was effective as of September 30, 2024, weaknesses in our internal control over financial reporting could again be discovered in the future. If we fail to maintain effective internal controls, investors may lose confidence in the accuracy and completeness of our financial reports, the market price of our securities may be negatively affected, and we could be subject to sanctions or investigation by regulatory authorities, such as the SEC or Nasdaq. The requirements of being a public company may strain our resources and require a substantial amount of management's attention. As a public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, Nasdaq listing requirements and other applicable securities rules and regulations. The SEC and other regulators have continued to adopt new rules and regulations and make additional changes to existing regulations that require our compliance. Stockholder activism, the current political environment, and the current high level of government intervention and regulatory reform may lead to substantial new regulations and disclosure obligations, which may lead to additional compliance costs and impact, in ways we cannot currently anticipate, the manner in which we operate our business. Compliance with these rules and regulations may cause us to incur additional accounting, legal and other expenses. We also incur costs associated with corporate governance requirements, including requirements under securities laws, as well as rules and regulations implemented by the SEC and Nasdaq, particularly as a large accelerated filer. These rules and regulations have increased our legal and financial compliance costs and we devote significant time to comply with these requirements. We are currently evaluating and monitoring developments with respect to these rules and regulations, and we cannot predict or estimate the amount of additional costs we may incur or the timing of such costs. Risks related to our intellectual property Our ability to protect our intellectual property and proprietary technology through patents and other means is uncertain. Our commercial success depends in part on our ability to protect our intellectual property and proprietary technologies. We rely on patent protection, where appropriate and available, as well as a combination of copyright, trade secret and trademark laws, and nondisclosure, confidentiality and other contractual restrictions to protect our proprietary technology. However, these legal means afford only limited protection and may not adequately protect our rights or permit us to gain or keep any competitive advantage. Worldwide, we own or exclusively license over 150 issued or allowed patents and more than 250 pending patent applications as of September 30, 2024. In addition to these owned and exclusively licensed patents and pending patent applications, we also license patents on a non-exclusive and/or territory restricted basis. Our intellectual property portfolio includes important patents and patent applications directed to DNA synthesis, Next Generation Sequencing, antibody libraries, and DNA data storage. Several patent applications covering our technologies have been filed recently. We cannot offer any assurances about which, if any, patents will issue, the breadth of any such patent, or whether any issued patents will be found invalid and unenforceable or will be threatened by third parties. Any successful opposition to these patents or any other patents owned by or, if applicable in the future, licensed to us could deprive us of rights necessary for the practice of our technologies or the successful commercialization of products that we may develop. Since patent applications in the United States and most other countries are confidential for a period of time after filing, we cannot be certain that we were the first to file any patent application related to our technologies or products. Furthermore, an interference proceeding can be provoked by a third party or instituted by the U.S. Patent and Trademark Office ("USPTO"), or the European Patent Office ("EPO"), to determine who was the first to invent any of the subject matter covered by the patent claims of our applications. For example, on March 3, 2021, our European Patent No. 3030682 which relates to polynucleotide synthesis was opposed by an anonymous third party. An initial decision to revoke the patent was issued on November 29, 2022, which will not become final until all appeals are exhausted. We believe the EPO's decision relating to the original claims is erroneous and we appealed the EPO's decision on January 27, 2023. The opponent filed a reply to the appeal on August 2, 2023. On April 2025, 2024, the EOP issued a summons for an oral hearing for May 6, 2025, and the appeal remains pending. We continue to prosecute related pending European applications. Patent law can be highly uncertain and involve complex legal and factual questions for which important principles remain unresolved. In the United States and in many international jurisdictions, policy regarding the breadth of claims allowed in patents can be inconsistent. The U.S. Supreme Court and the Court of Appeals for the Federal Circuit have made, and will likely continue to make, changes in how the patent laws of the United States are interpreted. Similarly, international courts have made, and will likely continue to make, changes in how the patent laws in their respective jurisdictions are interpreted. We cannot predict future changes in the interpretation of patent laws or changes to patent laws that might be enacted into law by U.S. and international legislative bodies. If we are unable to obtain, maintain and enforce intellectual property protection, others may be able to make, use, or sell products and technologies substantially the same as ours, which could adversely affect our ability to compete in the market. We may not pursue or maintain patent protection for our products in every country or territory in which we sell our products and technologies. In addition, our pending U.S. and foreign patent applications may not issue as patents or may not issue in a form that will be sufficient to protect our proprietary technology and gain or keep our competitive advantage. Any patents we have obtained or do obtain may be subject to re-examination, reissue, opposition or other administrative proceedings, or may be challenged in litigation, and such challenges could result in a determination that the patent is invalid or unenforceable. Patents have a limited lifespan. Patent terms may be shortened or lengthened by, for example, terminal disclaimers, patent term adjustments, supplemental protection certificates, and patent term extensions. Although extensions may be available, the life of a patent, and the protection it affords, is limited. Patent term extensions and supplemental protection certificates, and the like, may be impacted by the regulatory process and may not significantly lengthen patent term. Non-payment or delay in payment of patent fees or annuities, delay in patent filings or delay in extension filing, whether intentional or unintentional, may also result in the loss of patent rights important to our business. In such an event, competitors might be able to enter the market earlier than would otherwise have been the case. In addition, certain countries have compulsory licensing laws under which a patent owner may be compelled to grant licenses to other parties. Furthermore, many countries limit the enforceability of patents against other parties, including government agencies or government contractors. In these countries, the patent owner may have limited remedies, which could materially diminish the value of any patents. We cannot be certain that the steps we have taken will prevent unauthorized use or unauthorized reverse engineering of our technology. In addition, competitors may be able to design alternative methods or devices that avoid infringement of our patents. To the extent our intellectual property, including licensed intellectual property, offers inadequate protection, or is found to be invalid or unenforceable, we are exposed to a greater risk of direct competition. If our intellectual property does not provide adequate protection against our competitors' products, our competitive position could be adversely affected, as could our business. Both the patent application process and the process of managing patent disputes can be time consuming and expensive. Monitoring unauthorized use of our intellectual property is difficult and costly. From time to time, we review our competitors' products, and may in the future seek to enforce our patents or other rights against potential infringement. However, the steps we have taken to protect our proprietary rights may not be adequate to prevent misappropriation of our intellectual property. We may not be able to detect unauthorized use of, or take appropriate steps to enforce, our intellectual property rights. We cannot guarantee that any of our patent searches or analyses, including but not limited to the identification of relevant patents, the scope of patent claims or the expiration of relevant patents, are complete or thorough, nor can we be certain that we have identified each and every third-party patent and pending application in the United States and abroad that is relevant to or necessary for the commercialization of our products in any jurisdiction. For example, U.S. applications filed before November 29, 2000 and certain U.S. applications filed after that date that will not be filed outside the United States remain confidential until patents issue. Patent applications in the United States and elsewhere are published approximately 18 months after the earliest filing for which priority is claimed. Therefore, patent applications covering our product candidates or technologies could have been filed by others without our knowledge. Additionally, pending patent applications that have been published can, subject to certain limitations, be later amended in a manner that could cover our platform technologies, our products or the use of our products or technologies. The scope of a patent claim is determined by the interpretation of the law, the written disclosure in a patent and the patent's prosecution history. Our interpretation of the relevance or the scope of a patent or a pending application may be incorrect, which may negatively impact our ability to market our products. We may incorrectly determine that our products are not covered by a third-party patent or may incorrectly predict whether a third party's pending application will issue with claims of relevant scope. Our determination of the expiration date of any patent in the United States or abroad that we consider relevant may be incorrect, which may negatively impact our ability to develop and market our product candidates. A court or other judicial body may decide that the patent we seek to enforce is invalid or unenforceable or may refuse to stop the other party from using the technology at issue on the grounds that the patent in question does not cover the technology in question. An adverse result in any litigation could put one or more of our patents at risk of being invalidated or interpreted narrowly. Some of our competitors may be able to devote significantly more resources to intellectual property litigation and may have significantly broader patent portfolios to assert against us if we assert our rights against them. We may not be able to protect our intellectual property rights throughout the world. Filing, prosecuting and defending patents on our technologies and products in all countries throughout the world would be prohibitively expensive. In addition, the laws of some non-U.S. countries do not protect intellectual property rights to the same extent as the laws of the United States, and many companies have encountered significant problems in protecting and defending such rights in foreign jurisdictions. Consequently, we may not be able to prevent third parties from using our inventions in countries outside the United States, or from selling or importing products made using our inventions in and into the United States or other jurisdictions. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own technologies and products and, may export otherwise infringing products to territories where we have patent protection. These products may compete with our products, and our patents or other intellectual property rights may not be effective or sufficient to prevent them from competing. The legal systems of certain countries, particularly China and certain other developing countries, do not favor the enforcement of patents and other intellectual property protection, particularly those relating to biotechnology, which could make it difficult for us to stop the infringement of our patents. Proceedings to enforce our patent rights in foreign jurisdictions could result in substantial cost and divert our efforts and attention from other aspects of our business, put our 33 Table of Contents patents at risk of being invalidated or interpreted narrowly, put our patent applications at risk of not being issued, and provoke third parties to assert claims against us. We may not prevail in any lawsuits that we initiate, and the damages or other remedies awarded, if any, may not be commercially meaningful. Accordingly, our efforts to enforce our intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop. Certain countries in Europe and developing countries, including China and India, have compulsory licensing laws under which a patent owner may be compelled to grant licenses to third parties. In those countries, we may have limited remedies if any of our patents are infringed or if we are compelled to grant a license to a third party, which could materially diminish the value of those patents. This could limit our potential revenue opportunities. Accordingly, our efforts to enforce our intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license. If we are unable to protect the confidentiality of our proprietary information and know-how, the value of our technology and products could be adversely affected. In addition to pursuing patents on our technology, we take steps to protect our intellectual property and proprietary technology by entering into confidentiality agreements and intellectual property assignment agreements with our employees, consultants, corporate partners and, when needed, our advisors. Such agreements may not be enforceable or may not provide meaningful protection for our trade secrets or other proprietary information in the event of unauthorized use or disclosure or other breaches of the agreements, and we may not be able to prevent such unauthorized disclosure. Monitoring unauthorized disclosure is difficult, and we do not know whether the steps we have taken to prevent such disclosure are, or will be, adequate. If we were to enforce a claim that a third party had illegally obtained and was using our trade secrets, it would be expensive and time consuming, and the outcome would be unpredictable. In addition, courts outside the United States may be less willing to protect trade secrets. Trade secrets and know-how can be difficult to protect as trade secrets, and know-how will over time be disseminated within the industry through independent development, the publication of journal articles, and the movement of personnel skilled in the art from company to company. In addition, because we may rely on third parties in the development of our products, we may, at times, share trade secrets with them. We seek to protect our proprietary technology in part by entering into confidentiality agreements and, if applicable, material transfer agreements, consulting agreements or other similar agreements with third parties prior to beginning research or disclosing proprietary information. These agreements typically limit the rights of the third parties to use or disclose our confidential information, including our trade secrets. Despite the contractual provisions employed when working with third parties, the need to share trade secrets and other confidential information increases the risk that such trade secrets become known by our competitors, are inadvertently incorporated into the technology of others, or are disclosed or used in violation of these agreements. If we are unable to prevent unauthorized material disclosure of the intellectual property related to our technologies to third parties, we will not be able to establish or maintain a competitive advantage in our market, which could materially adversely affect our business, results of operations and financial condition. Despite our efforts to protect our trade secrets, our competitors may discover our trade secrets, either lawfully or through breach of our agreements with third parties, independent development or publication of information by any of our third-party collaborators. Competitors could willfully infringe our intellectual property rights, design around our protected technology or develop their own competitive technologies that fall outside of our intellectual property rights. In addition, if any of our trade secrets were to be lawfully obtained or independently developed by a competitor, we would have no right to prevent such competitor from using that technology or information to compete with us, which could harm our competitive position. Given that our proprietary position is based, in part, on our know-how and trade secrets, a competitor's discovery of our trade secrets or other unauthorized use or disclosure would impair our competitive position and may have an adverse effect on our business and results of operations. We may be involved in lawsuits to protect or enforce our patents and proprietary rights, to determine the scope, coverage and validity of others' proprietary rights, or to defend against third party claims of intellectual property infringement that could require us to spend significant time and money and could prevent us from selling our products or impact our stock price. Litigation on these matters has been prevalent in our industry and we expect that this will continue. As the biotechnology and synthetic biology industries expand and more patents are issued, the risk increases that there may be patents issued to third parties that relate to our technologies and products of which we are not aware or that we may need to challenge to continue our operations as currently contemplated. In addition, our competitors and others may have patents or may in the future obtain patents and claim that the use of our products or processes infringes these patents. As we move into new markets and applications for our products and processes, incumbent participants in such 34 Table of Contents markets may assert their patents and other proprietary rights against us as a means of slowing our entry into such markets or as a means to extract substantial license and royalty payments from us. Patent infringement suits can be expensive, lengthy and disruptive to business operations and the outcome following legal assertions of invalidity and unenforceability is unpredictable. We could incur substantial costs and divert the attention of our management and technical personnel in prosecuting or defending against any claims and may harm our reputation. Some of our competitors may be able to sustain the costs of complex patent litigation more effectively than we can because they have substantially greater resources. There can be no assurance that we will prevail in any suit initiated against us by third parties, successfully settle or otherwise resolve patent infringement claims. If we are unable to successfully settle claims on terms acceptable to us, we may be required to engage in or continue costly, unpredictable and time-consuming litigation and may be prevented from or experience substantial delays in marketing our technologies and products. Furthermore, parties making claims against us may be able to obtain injunctive or other relief, which could block our ability to develop, commercialize and sell products, and could result in the award of substantial damages against us, including treble damages and attorneys' fees and costs in the event that we are found to be a willful infringer of third party patents. In the event of a successful claim of infringement against us, we may be

required to obtain one or more licenses from third parties, which we may not be able to obtain at a reasonable cost, if at all. We could therefore incur substantial costs related to royalty payments for licenses obtained from third parties, which could negatively affect our gross margins. In addition, we could encounter delays in product introductions while we attempt to develop alternative methods or products to avoid infringing third-party patents or proprietary rights. Defense of any lawsuit or failure to obtain any required licenses on favorable terms could prevent us from commercializing our products, and the risk of a prohibition on the sale of any of our products could adversely affect our ability to grow and gain market acceptance for our products. Suppliers of certain equipment and technology platforms on which we rely for our business may also be subject to patent infringement lawsuits. Even if we are not a named party in such lawsuits, if such suppliers are enjoined by a court to stop selling their equipment and technology platforms or supporting our existing equipment and technology platforms, we may not have an alternative source for such equipment and technology platforms, which may have a material adverse effect on our business. We may also be subject to claims that former employees, collaborators or other third parties have an ownership interest in our patents or other intellectual property. We were previously involved in litigation of this kind with Agilent. While we have settled this dispute, there can be no assurance that future litigation will not be initiated by these parties. Some of our employees were previously employed at universities or biotechnology or biopharmaceutical companies, including our competitors or potential competitors. We may be subject to claims that these employees or we have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of their former employers. Litigation may be necessary to defend against these and other claims challenging inventorship or ownership. If we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights. A loss of key research personnel or their work product could hamper our ability to commercialize, or prevent us from commercializing, our products and technologies. Such an outcome could have a material adverse effect on our business. Even if we are successful in defending against such claims, litigation could result in substantial costs and distraction to management and other employees. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. In addition, during the course of this kind of litigation, there could be public announcements of the results of hearings, motions or other interim proceedings or developments. If securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock. Such litigation or proceedings could substantially increase our operating losses and reduce the resources available for development activities or any future sales, marketing or distribution activities. Finally, any uncertainties resulting from the initiation and continuation of any litigation could have a material adverse effect on our ability to raise the funds necessary to continue our operations. In addition, our agreements with some of our suppliers, distributors, customers and other entities with whom we do business may require us to defend or indemnify these parties to the extent they become involved in infringement claims against us, including the claims described above. We could also voluntarily agree to defend or indemnify third parties in instances where we are not obligated to do so if we determine it would be important to our business relationships. If we are required or agree to defend or indemnify any of these third parties in connection with any infringement claims, we could incur significant costs and expenses that could adversely affect our business, operating results, or financial condition. We may not be successful in obtaining or maintaining necessary rights to our products and technologies through acquisitions and in-licenses, and our intellectual property agreements with third parties may involve unfavorable terms or be subject to disagreements over contract interpretation. 35Table of ContentsWe may find that our programs require the use of proprietary rights held by third parties, and the growth of our business may depend in part on our ability to acquire, in-license or use these proprietary rights. We may be unable to acquire or in-license compositions, methods of use, processes or other third-party intellectual property rights from third parties that we identify as necessary for our products and technologies. The licensing and acquisition of third-party intellectual property rights is a competitive area, and other companies may also be pursuing strategies to license or acquire third-party intellectual property rights that we may consider attractive. These companies may have a competitive advantage over us due to their size, financial resources and greater commercialization capabilities. In addition, companies that perceive us to be a competitor may be unwilling to assign or license rights to us. Moreover, collaboration arrangements are complex and time-consuming to negotiate, document, implement and maintain. We may not be successful in our efforts to establish and implement collaborations or other alternative arrangements should we so choose to enter into such arrangements. We also may be unable to license or acquire third-party intellectual property rights on terms that would be favorable to us or would allow us to make an appropriate return on our investment. We engage in discussions regarding other possible commercial and cross-licensing agreements with third parties from time to time. There can be no assurance that these discussions will lead to the execution of commercial license or cross-license agreements or that such agreements will be on terms that are favorable to us. Even if we are able to obtain a license to intellectual property of interest, we may not be able to secure exclusive rights, in which case others could use the same rights and compete with us. In addition, if we enter into cross-licensing agreements, there is no assurance that we will be able to effectively compete against others who are licensed under our patents. In addition, provisions in our licensing and other intellectual property agreements may be susceptible to multiple interpretations. The resolution of any contract interpretation disagreement that may arise could affect the scope of our rights to the relevant intellectual property or technology or affect financial or other obligations under the relevant agreement, either of which could have a material adverse effect on our business, financial condition, results of operations and prospects. We have not yet registered some of our trademarks in all of our potential markets, and failure to secure those registrations could adversely affect our business. Some of our trademark applications may not be allowed for registration, and our registered trademarks may not be maintained or enforced. In addition, in the U.S. Patent and Trademark Office and in comparable agencies in many foreign jurisdictions, third parties are given an opportunity to oppose pending trademark applications and to seek to cancel registered trademarks. Opposition or cancellation proceedings may be filed against our trademarks, and our trademarks may not survive such proceedings. In addition, third parties may file first for our trademarks in certain countries. If they succeed in registering such trademarks, and if we are not successful in challenging such third-party rights, we may not be able to use these trademarks for marketing our products and technologies in those countries. Over the long-term, if we are unable to establish name recognition based on our trademarks, then our marketing abilities may be materially adversely impacted. We depend on certain technologies that are licensed to us. We do not control these technologies and any loss of our rights to them could prevent us from selling our products. We rely on, or may in the future rely on, licenses in order to be able to use various proprietary technologies that are material to our business. We do not or will not own the patents that underlie these licenses. Our rights to use the technology we license are subject to the negotiation of, continuation of and compliance with the terms of those licenses. In some cases, we do not or will not control the prosecution, maintenance, or filing of the patents to which we hold licenses, or the enforcement of these patents against third parties. Some of our patents and patent applications were either acquired from another company who acquired those patents and patent applications from yet another company or are licensed from a third party. For example, Twist Bioscience acquired Genome Compiler Corporation in 2016, and Genome Compiler had a non-exclusive license to U.S. Patent No. 7,805,252 owned by DNA 2.0. Thus, these patents and patent applications are not written by us or our attorneys, and we did not have control over the drafting and prosecution. The former patent owners and our licensors might not have given the same attention to the drafting and prosecution of these patents and applications as we would have if we had been the owners of the patents and applications and had control over the drafting and prosecution. We cannot be certain that drafting and/or prosecution of the licensed patents and patent applications by the licensors have been or will be conducted in compliance with applicable laws and regulations or will result in valid and enforceable patents and other intellectual property rights. Our rights to use the technology we license is subject to the validity of the owner's intellectual property rights. Enforcement of our licensed patents or defense or any claims asserting the invalidity of these patents is often subject to the control or cooperation of our licensors. Legal action could be initiated against the owners of the intellectual property that we license. Even if we are not a party to these legal actions, an adverse outcome could harm our business because it might 36Table of Contentsprevent these other companies or institutions from continuing to license intellectual property that we may need to operate our business. Our licenses contain or will contain provisions that allow the licensor to terminate the license upon specific conditions. Our rights under the licenses are subject to or will be subject to our continued compliance with the terms of the license, including the payment of royalties due under the license. Termination of these licenses could prevent us from marketing some or all of our products. Because of the complexity of our products and the patents we have licensed, determining the scope of the license and related royalty obligation can be difficult and can lead to disputes between us and the licensor. An unfavorable resolution of such a dispute could lead to an increase in the royalties payable pursuant to the license. If a licensor believed we were not paying the royalties due under the license or were otherwise not in compliance with the terms of the license, the licensor might attempt to revoke the license. If such an attempt were successful, we might be barred from producing and selling some or all of our products. Risks relating to owning our common stockWe have never paid dividends on our capital stock and we do not intend to pay dividends for the foreseeable future. Consequently, any gains from an investment in our common stock will likely depend on whether the price of our common stock increases. We have never declared or paid any dividends on our common stock and do not intend to pay any dividends in the foreseeable future. We anticipate that we will retain all of our future earnings for use in the operation of our business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of our board of directors. Accordingly, investors must rely on sales of their common stock after any price appreciation as the only way to realize any future gains on their investments. Our charter documents and Delaware law could prevent a takeover that stockholders consider favorable and could also reduce the market price of our stock. Our amended and restated certificate of incorporation and our amended and restated bylaws contain provisions that could delay or prevent a change in control of our Company. These provisions could also make it more difficult for stockholders to elect directors and take other corporate actions. These provisions include: 37providing for a classified board of directors with staggered, three-year terms; 38authorizing our board of directors to issue preferred stock with voting or other rights or preferences that could discourage a takeover attempt or delay changes in control; 39prohibiting cumulative voting in the election of directors; 40providing that vacancies on our board of directors may be filled only by a majority of directors then in office, even though less than a quorum; 41prohibiting the adoption, amendment or repeal of our amended and restated bylaws or the repeal of the provisions of our amended and restated certificate of incorporation regarding the election and removal of directors without the required approval of at least 66.67% of the shares entitled to vote at an election of directors; 42prohibiting stockholder action by written consent; 43limiting the persons who may call special meetings of stockholders; and 44requiring advance notification of stockholder nominations and proposals. These provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management. In addition, the provisions of Section 203 of the Delaware General Corporate Law, or the DGCL, govern us. These provisions may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with us for a certain period of time without the consent of our board of directors. These and other provisions in our amended and restated certificate of incorporation and our amended and restated bylaws and under Delaware law could discourage potential takeover attempts, reduce the price investors might be willing to pay in the future for shares of our common stock and result in the market price of our common stock being lower than it would be without these provisions. 37Table of ContentsOur amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware and the federal district courts of the United States will be the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or other employees. Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the sole and exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a breach of fiduciary duty owed by any of our directors, officers or other employees to us or our stockholders, any action asserting a claim against us arising pursuant to any provisions of the DGCL, our amended and restated certificate of incorporation or our amended and restated bylaws, any action or proceeding asserting a claim as to which the Delaware General Corporation Law confers jurisdiction upon the Court of Chancery of the State of Delaware or any action asserting a claim against us that is governed by the internal affairs doctrine, subject in each case to the Court of Chancery having personal jurisdiction over the parties named as defendants therein. The exclusive forum provision will not apply to suits brought to enforce any liability or duty created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction. The choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers and other employees. If a court were to find the choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we might incur additional costs associated with resolving such action in other jurisdictions. In addition, our amended and restated certificate of incorporation provides that the U.S. federal district courts are the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act. Our exclusive forum provision will not relieve us of our duties to comply with the federal securities laws and the rules and regulations thereunder, and our stockholders will not be deemed to have waived our compliance with these laws, rules and regulations. The enforceability of similar federal court choice of forum provisions in other companies' certificates of incorporation has been challenged in legal proceedings, and it is possible that a court could find our federal court choice of forum provision to be inapplicable or unenforceable. If a court were to find either of the choice of forum provisions contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions. Additionally, while the Delaware Supreme Court recently determined that choice of forum provisions for actions arising under the Securities Act are facially valid, a stockholder may nevertheless seek to bring such a claim arising under the Securities Act against us, our directors, officers, or other employees in a venue other than in the federal district courts of the United States. In such instance, we would expect to vigorously assert the validity and enforceability of the exclusive forum provisions of our amended and restated certificate of incorporation, and this may require significant additional costs associated with resolving such action in other jurisdictions. 38Table of ContentsGeneral risk factorsThe market price of our common stock is likely to be volatile and could fluctuate or decline, resulting in a substantial loss of your investment. The market price of our common stock could be subject to wide fluctuations in response to, among other things, the factors described in this "Risk factors" section or otherwise, and other factors beyond our control, such as fluctuations in the valuations of companies perceived by investors to be comparable to us. Furthermore, the stock markets have experienced price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. These broad market fluctuations, as well as general economic, systemic, political and market conditions, such as recessions, interest rate changes or international currency fluctuations, may negatively affect the market price of our common stock. Factors that could cause the market price of our common stock to fluctuate significantly include: 45actual or anticipated fluctuations in our financial condition and operating results, including fluctuations in our quarterly and annual results; 46announcements of technological innovations by us or our competitors; 47overall conditions in our industry and the markets in which we operate; 48addition or loss of significant customers, or other developments with respect to significant customers; 49changes in laws or regulations applicable to our products; 50actual or anticipated changes in our growth rate relative to our competitors; 51announcements by us or our competitors of significant acquisitions, strategic partnerships, joint ventures or capital commitments; 52additions or departures of key personnel; 53operational impacts resulting from a reduction in force; 54competition from existing products or new products that may emerge; 55issuance of new or updated research or reports by securities analysts; 56fluctuations in the valuation of companies perceived by investors to be comparable to us; 57disputes or other developments related to proprietary rights, including patents, litigation matters and our ability to obtain intellectual property protection for our technologies; 58announcement or expectation of additional financing efforts; 59sales of our common stock by us or our stockholders; 60the addition or removal of our stock to or from a stock index fund; 61share price and volume fluctuations attributable to inconsistent trading volume levels of our shares; 62the expiration of contractual lock-up agreements with our executive officers, directors and stockholders, which we may enter into in the future from time to time; 63general economic and market conditions, including economic downturns or uncertainty in financial markets; and 64other factors beyond our control, such as terrorism, war, natural disasters and pandemics. In the past, many companies that have experienced volatility in the market price of their stock have become subject to securities class action litigation. We are now and may in the future be the target of this type of litigation. Securities litigation against us could result in substantial costs and divert our management's attention from other business concerns, which could harm our business. Our quarterly and annual operating results and cash flows have fluctuated in the past and might continue to fluctuate, causing the value of our common stock to decline substantially. Numerous factors, many of which are outside our control, may cause or contribute to significant fluctuations in our quarterly and annual operating results. These fluctuations may make financial planning and forecasting difficult. In addition, these fluctuations may result in unanticipated decreases in our available cash, which could negatively affect our business and

prospects. In addition, one or more of such factors may cause our revenue or operating expenses in one period to be disproportionately higher or lower relative to the others. As a result, comparing our operating results on a period-to-period basis might not be meaningful. You should not rely on our past results as indicative of our future performance. Moreover, our stock price might be based on expectations of future performance that are unrealistic or that we might not meet and, if our revenue or operating results fall below the expectations of investors or securities analysts, the price of our common stock could decline substantially. Our operating results have varied in the past. As a result, our operating results could be unpredictable, particularly on a quarterly basis. In addition to other risk factors listed in this section, some of the important factors that may cause fluctuations in our quarterly and annual operating results are further described in “Risk Factors.” Risks relating to owning our stock. In addition, a significant portion of our operating expense is relatively fixed in nature, and planned expenditures are based in part on expectations regarding future revenue. Accordingly, unexpected revenue shortfalls will decrease our gross margins and could cause significant changes in our operating results from quarter to quarter. If this occurs, the trading price of our common stock could fall substantially. If securities or industry analysts do not publish research or reports about our business or publish negative reports about our business, our share price and trading volume could decline. The trading market for our common stock will depend on the research and reports that securities or industry analysts publish about us or our business and we will not have any control over such analysts. If one or more of the analysts who cover us downgrade our shares or change their opinion of our shares, our share price would likely decline. If one or more of these analysts cease coverage of our Company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline. Our actual operating results may differ significantly from our guidance. From time to time, we may release guidance in our quarterly earnings conference calls, quarterly earnings releases, or otherwise, regarding our future performance that represents our management’s estimates as of the date of release. This guidance, which includes forward-looking statements, is based on projections prepared by our management. This guidance is not prepared with a view toward compliance with published guidelines of the American Institute of Certified Public Accountants (AICPA) regarding projections or the SEC regarding forward-looking statements, and neither our independent registered public accounting firm nor any other independent expert or outside party compiles or examines the projections. Accordingly, no such person will express any opinion or any other form of assurance with respect to the projections. Projections are based upon a number of assumptions and estimates that, while presented with numerical specificity, are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and are based upon specific assumptions with respect to future business decisions, some of which will change. Our aim is to state possible outcomes as high and low ranges to provide a sensitivity analysis as variables are changed but are not intended to imply that actual results could not fall outside of the suggested ranges. The principal reason that we release guidance is to provide a basis for our management to discuss our business outlook with analysts and investors. We do not accept any responsibility for any projections or reports published by any such third parties. Guidance is necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying the guidance furnished by us will not materialize or will vary significantly from actual results. Accordingly, our guidance is only an estimate of what management believes is realizable as of the date of release. Actual results may vary from our guidance and the variations may be material. In light of the foregoing, investors are urged not to rely upon our guidance in making an investment decision regarding our common stock. Any failure to successfully implement our operating strategy or the occurrence of any of the events or circumstances set forth in the “Risk Factors” section in this Form 10-K could result in the actual operating results being different from our guidance, and the differences may be adverse and material. Table of Contents We have in the past and may in the future be subject to short selling strategies that may drive down the market price of our common stock. Short sellers have in the past and may attempt in the future to drive down the market price of our common stock. Short selling is the practice of selling securities that the seller does not own but may have borrowed with the intention of buying identical securities back at a later date. The short seller hopes to profit from a decline in the value of the securities between the time the securities are borrowed and the time they are replaced. As it is in the short seller’s best interests for the price of the stock to decline, many short sellers (sometimes known as “disclosed shorts”) publish, or arrange for the publication of, negative opinions regarding the relevant issuer and its business prospects to create negative market momentum. Although traditionally these disclosed shorts were limited in their ability to access mainstream business media or to otherwise create negative market rumors, the rise of the Internet and technological advancements regarding document creation, videotaping and publication by weblog (“blogging”) have allowed many disclosed shorts to publicly attack a company’s credibility, strategy and veracity by means of so-called “research reports” that mimic the type of investment analysis performed by large Wall Street firms and independent research analysts. These short attacks have, in the past, led to selling of shares in the market. Further, these short seller publications are not regulated by any governmental, self-regulatory organization or other official authority in the U.S. and they are not subject to certification requirements imposed by the SEC. Accordingly, the opinions they express may be based on distortions, omissions or fabrications. Companies that are subject to unfavorable allegations, even if untrue, may have to expend a significant amount of resources to investigate such allegations and/or defend themselves, including shareholder suits against the company that may be prompted by such allegations. We have been and may in the future be the subject of shareholder suits that we believe were prompted by allegations made by short sellers. Future sales and issuances of our common stock or rights to purchase common stock, including pursuant to our equity incentive plans, could result in additional dilution of the percentage ownership of our stockholders and could cause the stock price of our common stock to decline. As we have in the past, we may sell common stock, convertible securities or other equity securities in one or more transactions at prices and in a manner, we determine from time to time. We have also issued and expect to issue common stock to employees and directors pursuant to our equity incentive plans. If we sell common stock, convertible securities or other equity securities in future transactions, or common stock is issued pursuant to equity incentive plans, investors may be materially diluted. New investors in such subsequent transactions could gain rights, preferences and privileges senior to those of holders of our common stock. Claims for indemnification by our directors and officers may reduce our available funds to satisfy successful third-party claims against us and may reduce the amount of money available to us. Our amended and restated certificate of incorporation and amended and restated bylaws provide that we will indemnify our directors and officers, in each case to the fullest extent permitted by Delaware law. In addition, as permitted by Section 145 of the DGCL, our amended and restated bylaws and our indemnification agreements that we have entered into with our directors and officers provide that: “we will indemnify our directors and officers for serving us in those capacities or for serving other business enterprises at our request, to the fullest extent permitted by Delaware law, which provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the registrant and, with respect to any criminal proceeding, had no reasonable cause to believe such person’s conduct was unlawful; “we may, in our discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law; “we are required to advance expenses, as incurred, to our directors and officers in connection with defending a proceeding, except that such directors or officers shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification; “we will not be obligated pursuant to our amended and restated bylaws to indemnify a person with respect to proceedings initiated by that person against us or our other indemnitees, except with respect to proceedings authorized by our board of directors or brought to enforce a right to indemnification; “the rights conferred in our amended and restated bylaws are not exclusive, and we are authorized to enter into indemnification agreements with our directors, officers, employees and agents and to obtain insurance to indemnify such persons; and “Table of Contents “we may not retroactively amend our amended and restated bylaw provisions to reduce our indemnification obligations to directors, officers, employees and agents. Evolving expectations around corporate responsibility practices, specifically related to environmental, social and governance (“ESG”) matters, may expose us to reputational and other risks. Investors, stockholders, customers, suppliers and other third parties are increasingly focusing on ESG and corporate social responsibility endeavors and reporting. Certain institutional investors, investment funds, other influential investors, customers, suppliers and other third parties are also increasingly focused on ESG practices. Companies that do not adapt to or comply with the evolving investor or stakeholder expectations and standards, or which are perceived to have not responded appropriately, may suffer from reputational damage and result in the business, financial condition and/or stock price of a company being materially and adversely affected. Further, this increased focus on ESG issues may result in new regulations and/or third-party requirements that could adversely impact our business, or certain stockholders reducing or eliminating their holdings of our stock. Additionally, an allegation or perception that we have not taken sufficient action in these areas could negatively harm our reputation. Item 1B. Unresolved staff comments None. Item 1C. A. A Cybersecurity Cybersecurity Risk Management and Strategy Processes Used to Assess, Identify, and Manage Material Risks from Cybersecurity Threats Risk Assessment and Management We have implemented and maintain various information security processes designed to identify, assess and manage material risks from cybersecurity threats to our critical computer networks, third-party hosted services, communications systems, hardware and software, and our critical data, including, among other things, intellectual property, trade secrets, confidential information that is proprietary, strategic or competitive in nature, and personal data. Our Chief Information Officer (“CIO”) together with our Senior Director of IT Infrastructure, Security and Compliance and other members of the Information and Business Technology (“IBT”) Security team, are responsible for establishing and implementing cybersecurity policies and procedures, which includes developing and updating our Security Incident Response Policy (“SIRP”), managing incident response, and overseeing any policy exceptions and potential compensating controls. Our cybersecurity program is based on the International Organization for Standardization (“ISO”) 27001 security controls. We maintain an ISO 27001:2022 certification and we undergo routine audits by an independent, certified accreditation body to maintain this certification. We also provide annual, mandatory cybersecurity training for employees to equip our workforce with the knowledge to identify and respond to cybersecurity threats, such as phishing attempts. Our process for assessing, identifying, and managing material risks from cybersecurity threats is integrated into our overall enterprise risk management process. As part of our overall enterprise risk management process, we have a cybersecurity risk management strategy based on National Institute of Standards and Technology (“NIST”) Special Publication. 800-30 “Guide for Conducting Risk Assessments” that provide guidelines and principles for information technology security risk management. Incident Response We have a dedicated Information Security team within the IBT team responsible for managing and coordinating incident response efforts. This team collaborates closely with other teams within the company, including Legal and Finance, in identifying, analyzing, and responding to cybersecurity incidents, which includes tracking cybersecurity incidents to help identify any related incidents. When cybersecurity incidents are identified, our practice is to respond to and address them utilizing incident classifications and escalation protocols, in accordance with applicable governmental regulations and other legal requirements. Table of Contents We have an IRP to prepare for and respond to cybersecurity incidents. The process is tested in annual tabletop exercises to help identify strengths and areas for improvement. Engagement of Third Party Advisors We engage third party advisors, including assessors, cybersecurity consultants, and auditors to assess, validate, and enhance our cybersecurity program. We benefit from engaging third parties to provide specialized skills, knowledge, tools, and resources. These third parties also help reduce costs, increase efficiency, improve quality, mitigate risks, and review cybersecurity strategy, trends, and threat landscape. We refine and mature our cybersecurity roadmap and strategy based on findings and their risk standing. Third-Party Service Provider Risk Management We have a process in place to oversee and identify risks from cybersecurity threats associated with our use of key third-party service providers during the course of engagement. The company maintains a formal risk management program to identify, assess, monitor and mitigate risks associated with third-party relationships, including cybersecurity risks. Our vendor security assessment process evaluates key vendors and, where appropriate, assesses vendor’s controls for IT security, privacy, business continuity, and other third-party risks. Following an evaluation, the company determines and prioritizes risks based on their potential impact, which help inform the appropriate level of additional due diligence and ongoing compliance monitoring. Material Risks from Cybersecurity Threats We have not identified risks from known cybersecurity threats, including as a result of any previous cybersecurity incidents, that have materially affected us, including our business strategy, results of operations or financial condition, but we face certain ongoing cybersecurity risks threats that, if realized, are reasonably likely to materially affect us. For additional information regarding these risks, please refer to Item 1A, “Risk Factors.” “we, or our partners or suppliers, experience a significant disruption in, or breach in security of, information technology systems, or fail to implement new systems and software successfully, our business could be adversely affected. Cyberattacks and security vulnerabilities could lead to reduced revenue, increased costs, liability claims, or harm to our reputation or competitive position” in this Annual Report on Form 10-K. Cybersecurity Governance Board Oversight of Risks from Cybersecurity Threats The Board oversees management’s processes for identifying and mitigating risks, including cybersecurity risks, to help align our risk exposure with our strategic objectives. Our CIO regularly briefs the Board on cybersecurity matters. We have procedures led by our CIO which govern our assessment, response and notification of internal and external parties upon the occurrence of a cybersecurity incident. Depending on the nature and severity of an incident, this process provides for escalating notification to our executive team, to evaluate the overall impact and appropriate or required external notifications. Based on its nature and severity, the Board would be informed of an incident by our executive team. Management’s Role in Assessing and Managing Materials Risks from Cybersecurity Threats Under the IRP, cybersecurity incidents are escalated based on a defined incident severity to management as appropriate. Management, including the CIO, is involved in assessing and managing our cybersecurity risks. Our CIO has 13 years of experience managing information technology in complex environments. As noted above, the company’s IRP includes standard processes for escalating significant cybersecurity incidents to management, including the CIO, who then informs the Board based on the nature and severity of the incident. The company’s incident response team also coordinates with external legal advisors, cybersecurity forensic firms, communication specialists, and other outside advisors and experts, as appropriate. Item 2. Properties Our principal facilities are described below: Table of Contents Principal Facilities Approximate Square Footage Lease Expiration We Owned or Leased Wilsonville, OR 211,995 2044 General & Administration and Manufacturing Leased South San Francisco, CA 91,791 2028 General & Administration, R&D and Manufacturing Leased Brisbane, CA 24,786 2026 Warehouse facility Leased Quincy, MA 38,853 2032 General & Administration, R&D and Manufacturing Leased Guangzhou, China 9,956 2026 General & Administration, Sales & Marketing and Supply Chain activities Leased Carlsbad, CA 772 2026 Sales & Marketing Leased Singapore 1,533 2025 Sales & Marketing Leased The Company believes its existing facilities are in good operating condition and are suitable for the conduct of its business. Item 3. Legal proceedings For a description of material pending legal proceedings, see Note 9 “Commitments and Contingencies - Legal Proceedings” of the Notes to Condensed Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K, which is incorporated herein by reference. In addition, we are subject to various legal proceedings and claims arising in the ordinary course of business. Although occasional adverse decisions or settlements may occur, management believes that the final disposition of such matters will not have a material adverse effect on our business, financial position, results of operations or cash flows. Item 4. Mine safety disclosures Not applicable. PART III Item 5. Market for registrant’s common equity, related stockholder matters and issuer purchases of equity securities Market information for common stock Our common stock began trading on The Nasdaq Global Market under the symbol “TWST” on October 31, 2018 in connection with the initial public offering of our common stock. Prior to that date, there was no public market for our common stock. Performance Graph This graph is not “soliciting material” or subject to Regulation 14A, deemed “filed” with the SEC for purposes of Section 18 of the Exchange Act, or otherwise subject to liabilities under that section, and shall not be deemed incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing. The following graph compares the cumulative total shareholder return on our common stock to the cumulative total returns of the Nasdaq Composite Index and the Nasdaq Biotechnology Index. An investment of \$100 is assumed to have been made in our common stock and each index on September 30, 2019 and its performance is presented as of the end of each of our fiscal years through September 30, 2024. Pursuant to applicable SEC rules, all values assume reinvestment of the full amount of all dividends; however, no dividends have been declared on our common stock to date. The returns shown on the graph below are based on historical results and are not necessarily indicative of future performance, and we do not make or endorse any predictions as to future returns. Table of Contents \$100.00 invested on October 1, 2019 in stock or index, including reinvestment of dividends 9/30/2019 9/30/2020 9/30/2021 9/30/2022 9/30/2023 9/30/2024 Twist Bioscience Corporation \$100.00 \$318.13 \$447.95 \$147.57 \$84.84 \$189.20 Nasdaq Composite Index \$100.00 \$140.96 \$183.61 \$135.41 \$170.76 \$236.74 Nasdaq Biotechnology Index \$100.00 \$136.90 \$164.57 \$123.00 \$130.12 \$158.21 A. Holders of Record As of November 13, 2024, there were approximately 50 holders of record of our common stock. Because many of our shares of common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these record holders. Dividend Policy We have never declared or paid, and do not anticipate declaring or paying in the foreseeable future, any cash dividends on our capital stock. Any future determination to declare cash dividends will be made at the discretion of our board of directors, subject to applicable laws, and will depend on our financial condition, results of operations,

capital requirements, general business conditions and other factors that our board of directors may deem relevant.45Table of ContentsSales of unregistered securitiesNone.Issuer Purchases of Equity SecuritiesNone.Item 6.[Reserved]46Table of ContentsItem 7.Managementâ€™s discussion and analysis of financial condition and results of operationsThe following Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to promote understanding of the results of operations and financial condition. The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes to those statements included elsewhere in this Form 10-K. In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results and timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those discussed under â€œRisk factorsâ€ and elsewhere in this Form 10-K. The last day of our fiscal year is September 30, and we refer to our fiscal year ended September 30, 2022 as fiscal year 2022 or 2022, September 30, 2023 as fiscal year 2023 or 2023 and our fiscal year ended September 30, 2024 as fiscal year 2024 or 2024.OverviewWe are a leading, rapidly growing synthetic biology company that has developed a disruptive DNA synthesis platform to industrialize the engineering of biology. The core of our platform is a proprietary technology that pioneers a new method of manufacturing synthetic DNA by â€œwritingâ€ DNA on a silicon chip. We have combined our silicon-based DNA writing technology with proprietary software, scalable commercial infrastructure and an e-commerce platform to create an integrated technology platform that enables us to achieve high levels of quality, precision, automation, and manufacturing throughput at a significantly lower cost than our competitors. We have applied our unique technology to manufacture a broad range of synthetic DNA-based products, including synthetic genes, tools for next generation sequencing, or NGS, sample preparation, and antibody libraries for drug discovery and development, all designed to enable our customers to conduct research more efficiently and effectively. Leveraging our same technology, we have expanded our footprint beyond DNA synthesis to manufacture synthetic RNA as well as antibody proteins to disrupt and innovate within larger market opportunities, in addition to discovery partnerships for biologic drugs and developing completely new applications for synthetic DNA, such as digital data storage. We believe our products enable a broad range of applications that may ultimately improve health and the sustainability of the planet across multiple industries including healthcare, chemicals/materials, food/agriculture, academic research, and technology. We sell our synthetic DNA and synthetic DNA-based products to a customer base of approximately 3,562 customers annually across a broad range of industries. In order to address this diverse customer base, we employ a multi-channel strategy comprised of a direct sales force targeting synthetic DNA customers, a direct sales force focusing on the NGS market and an e-commerce platform that serves both commercial channels. We employ business development and sales representatives for our biopharma solutions as well. Our easy-to-use e-commerce platform allows customers to design, validate, and place on-demand orders of customized DNA online, and enables them to receive real-time customized quotes for their products and track their order status through the manufacturing and delivery process. This is a critical part of our strategy to address our large markets and diverse customer base, as well as drive commercial productivity, enhance the customer experience, and promote loyalty. We currently generate revenue through our synthetic biology and NGS tools product lines as well as biopharma services for antibody discovery, optimization and development. We generated revenues of \$313.0 million in the year ended September 30, 2024, \$245.1 million in the year ended September 30, 2023 and \$203.6 million in the year ended September 30, 2022, while incurring net losses of \$208.7 million, \$204.6 million and \$217.9 million in the years ended September 30, 2024, 2023 and 2022, respectively. Since our inception, we have incurred significant operating losses and have accumulated a net deficit of \$1,241.9 million. Our ability to generate product revenue sufficient to achieve profitability will depend heavily on the success of our existing products and the development and commercialization of additional products in the synthetic biology, biologic drug and data storage industries as well as leveraging our investment in our manufacturing facility in Wilsonville, Oregon. Highlights from fiscal year 2024 compared with fiscal year 2023 include:â€¢Revenue growth of 28% to \$313.0 million from \$245.1 million, primarily due to order growth in NGS tools and synthetic genes; â€¢Gross margin increased to 42.6% from 36.6%;â€¢Net cash used in operating activities for the year ended September 30, 2024 decreased to \$64.1 million from \$142.5 million for the year ended September 30, 2023.47Table of ContentsFinancial highlightsThe following table summarizes certain selected historical financial results:Year ended September 30,(in thousands)202420232022Revenues\$312,974A \$245,109A \$203,565AGross margin42.6A %36.6A %41.4A %Loss from operations\$(220,831)\$(217,159)\$(234,776)Net loss attributable to common stockholders\$(208,726)\$(204,618)\$(217,863)Net cash used in operating activities\$(64,094)\$(142,474)\$(124,385)Net loss per share attributable to common stockholdersâ€¢basic and diluted\$(3.60)\$(4.04)See â€œResults of Operationsâ€ below for discussion of our results for the periods presented. Key business metricsWe regularly review the following key business metrics to evaluate our business, measure our performance, identify trends affecting our business, formulate financial projections and make strategic decisions. We believe that the following metrics are representative of our current business. However, we anticipate these will change or may be substituted for additional or different metrics as our business grows. Product shipments including synthetic genesWe believe that the number of genes shipped serves as a direct indicator of our operational efficiency and market demand. This metric is crucial for assessing our performance in meeting customer demand and generating revenues. Shipments of number of genes in years ended September 30, 2024, 2023 and 2022 were as follows:Year ended September 30,(in thousands)202420232022Number of genes shipped772A 634A 558A Number of customersWe believe that the number of customers who have purchased from us since inception is representative of our ability to drive adoption of our products. We define a customer as a unique "Bill To" account where a single customer may have many "Ship To" locations and may have many unique points of contact within a single "Bill To" customer. In 2024, 2023 and 2022 the number of customers who purchased products from us were approximately 3,562, 3,450 and 3,300 customers, respectively. Percentage of revenue from repeat customersWe believe that the percentage of revenue that we generate from both new and repeat customers is an indicator of our ability to drive adoption of our products amongst existing customers while also generating a robust pipeline of new customers. We define a repeat customer as any customer who has purchased products or services from us more than once in the current fiscal year. Year ended September 30,202420232022Number of customers3,5623,4503,300Revenue from repeat customers99A %98A %98A %Value of orders receivedWe believe that the value of orders we receive is a leading indicator of our ability to generate revenue in subsequent quarters, although there can be no assurance orders will translate into revenue. We define an order as a contract with a 48Table of Contentscustomer or purchase order from a customer, which outlines the promised goods at an agreed upon-price. In some cases, we receive a blanket purchase order from our customers, which includes pricing, payment and other terms and conditions, with quantities defined at the time each customer subsequently issues periodic releases against the blanket purchase order. We regularly assess trends relating to the value of orders we receive, including with respect to our customer concentration. Orders may never convert into actual revenue and the timing of delivery of our orders and recognition of revenue, if any, may vary based on the nature of the order, and there can be no assurance that orders will result in recognized revenue. The following table lists the value of orders received during the periods indicated:Year ended September 30,(in thousands)202420232022Order values\$344,200A \$263,887A \$226,435A Results of operationsComparison of the years ended September 30, 2024, 2023 and 2022RevenuesWe generate revenue from sales of synthetic genes, oligo pools, NGS tools, DNA libraries and antibody discovery services. Our ability to increase our revenues will depend on our ability to further penetrate the domestic and international markets, generate sales through our direct sales force, distributors, and over time, from our e-commerce digital platform and the launch of new products. Year ended September 30,Change (in thousands, except percentages)2024202320222024-20232023-2022Revenues\$312,974\$245,109\$203,565\$67,86528%\$41,54420%Revenues by geographyWe have one reportable segment from the manufacturing of synthetic DNA products. The following table shows our revenues by geography, based on our customersâ€™ shipping addresses. Americas consists of United States, Canada, Mexico and South America; EMEA consists of Europe, Middle East and Africa; and APAC consists of Japan, China, South Korea, India, Singapore, Malaysia, Australia, New Zealand, Thailand and Taiwan. Year ended September 30,(in thousands, except percentages)2024% 2023% 2022%Americas\$193,88462%\$151,26362%\$122,47361%EMEA\$92,56730%\$71,38929%\$62,07830%APAC\$26,5238%\$22,4579%\$19,0149%Total revenues\$312,974100%\$245,109100%\$203,565100%Revenues by productsThe table below sets forth revenues by products:Year ended September 30,(in thousands, except percentages)2024% 2023% 2022% Synthetic genes\$92,67930%\$73,54130%\$61,50930%Oligo pools\$16,9065%\$14,4896%\$12,4246%DNA libraries\$13,9334%\$10,2014%\$14,933%Antibody discovery\$20,3287%\$23,1729%\$24,17112%NGS tools\$169,12854%\$123,70651%\$99,31249%Total revenues\$312,974100%\$245,109100%\$203,565100%49Table of ContentsRevenues by industryThe table below sets forth revenues by industry:Year ended September 30,(in thousands, except percentages)2024% 2023% 2022% Industrial chemicals/materials\$83,47226%\$59,32124%\$57,94029%Academic research\$58,45219%\$45,84719%\$37,09718%Healthcare\$168,95954%\$137,14856%\$106,36352%Food/agriculture\$2,0911%\$2,7931%\$2,1651%Total revenues\$312,974100%\$245,109100%\$203,565100%Revenues increased 28% to \$313.0 million in the year ended September 30, 2024, as compared to \$245.1 million in the year ended September 30, 2023. The increase in revenue primarily reflects growth in NGS tools revenue of \$45.4 million and growth in synthetic genes revenue of \$19.1 million, including the Express Genes offering, which is primarily attributable to increase in revenues from our customers in the healthcare, industrial chemicals/materials and academic research industries and an increase in the number of customers. The number of our genes shipped in the year ended September 30, 2024, increased to approximately 772,000 genes, compared to approximately 634,000 genes in the year ended September 30, 2023, an increase of 22%. Revenues increased from \$203.6 million to \$245.1 million in the year ended September 30, 2023, which was an increase of \$41.5 million, or 20%, as compared to the same period in 2022. The increase in revenue was primarily due to the increase in revenue from NGS tools, which grew from \$99.3 million in 2022 to \$123.7 million in 2023, an increase in revenue from synthetic genes, which grew from \$61.5 million in 2022 to \$73.5 million and an increase in revenue from DNA libraries revenue, which grew from \$6.1 million in 2022 to \$10.2 million. The growth in NGS tools revenue is primarily attributable to an increase in revenue from our top customers and the adoption of our product by a larger customers base. Our synthetic genes revenue grew mainly from our top customers and growth in the healthcare and academic research industries as well as an improved turnaround time. In the year ended September 30, 2023, we shipped approximately 634,000 genes compared to approximately 558,000 genes in the year ended September 30, 2022, an increase of 14%. Changes in our synthetic gene pricing, while favorable, had a minimal impact on our results of operations period-over-period. Our DNA libraries revenue grew year over year as a result of increased customers, mainly in the healthcare and academic research industries. A discussion of our revenues for the year ended September 30, 2022 as compared to the year ended September 30, 2021 can be found on page 54 of our Annual Report on Form 10-K for the fiscal year ended September 30, 2023 filed with the SEC on November 21, 2023, or our 2023 Annual Report. Cost of revenuesCost of revenues reflects the aggregate cost incurred in the production and delivery of our products and consists of production materials, personnel costs, cost of expensed equipment and consumables, laboratory supplies, consulting costs, depreciation, production overhead costs, information technology (â€œITâ€), maintenance and facility costs. Personnel costs consist of salaries, employee benefit costs, bonuses, and stock-based compensation expenses. In addition, cost of revenue includes royalty costs for licensed technologies included in the Companyâ€™s products and provisions for slow-moving and obsolete inventory. We expect that our cost of revenues will vary with changes in our revenues and our revenue mix. Year ended September 30,Change (in thousands, except percentages)2024202320222024-20232023-2022Cost of revenues\$179,625\$155,380\$119,330\$24,24516%\$36,05030%Gross profits\$133,349\$89,729\$84,235\$43,62049%\$5,4947%Gross margin42.6A %36.6A %41.4A %6%(5)%Cost of revenues increased 16% to \$179.6 million in the year ended September 30, 2024, as compared to \$155.4 million in the year ended September 30, 2023. The increase is primarily attributable to an increase in material costs of \$19.0 million, due to higher sales volume, and an increase in depreciation and amortization expense of \$3.2 million primarily due to the capital investment to increase manufacturing capacity in prior years. The remaining increase is attributable to an increase in lab supplies and facilities costs of \$1.4 million. Gross margin increased 600 basis points to 42.6% for the year ended 50Table of ContentsSeptember 30, 2024 as compared to 36.6% for the year ended September 30, 2023 mainly due to increase in revenue and the fixed costs being spread over larger revenue base resulting in an increase in gross margin. Cost of revenues increased from \$119.3 million in the prior year to \$155.4 million in the year ended September 30, 2023, an increase of \$36.1 million, or 30%. The material costs increase by \$14.7 million due to higher volume. Payroll, including stock-based compensation, increased \$9.9 million, which included \$7.4 million of savings related to the 2023 restructuring plan. Depreciation and amortization increased by \$11.9 million associated with the capital investment to increase capacity. The increase in payroll costs and depreciation expenses was primarily due to the build out of the second manufacturing facility located in Wilsonville, Oregon. A discussion of our cost of revenues for the year ended September 30, 2022 as compared to the year ended September 30, 2021 can be found on page 54 of our 2023 Annual Report. Research and development expensesResearch and development expenses consist primarily of costs incurred for the development of our products, which include personnel costs, laboratory equipment and supplies, consulting costs, depreciation, rent, IT, maintenance and facility costs. Personnel costs consist of salaries, employee benefit costs, bonuses, and stock-based compensation expenses. We expense our research and development expenses in the period in which they are incurred. Year ended September 30,Change (in thousands, except percentages)2024202320222024-20232023-2022Research and development\$90,852\$106,894\$120,307\$(16,042)\$(15)%\$(13,413) (11)%Research and development expenses decreased 15% to \$90.9 million for the year ended September 30, 2024, as compared to the \$106.9 million for the year ended September 30, 2023. The decrease is primarily due to a decrease in personnel costs of \$9.3 million, including stock-based compensation expense of \$2.7 million due to the reduction of headcount related to the 2023 restructuring plan. The remaining decrease is attributable to decreases in outside services costs of \$2.2 million, depreciation expenses of \$1.0 million and lab supplies costs of \$6.1 million. These decreases are partially offset by a lack of grant reimbursement in 2024 where we received \$2.7 million in 2023, which are netted against the research and development expenses. Research and development expenses decreased by \$13.4 million to \$106.9 million for the year ended September 30, 2023, as compared to the same period 2022. The decrease is primarily due to the deconsolidation of Revelar in fiscal year 2022, which contributed to a decrease of \$14.1 million. Excluding the impact of Revelar, research and development expenses increased \$0.7 million. The increase is primarily due to increases in lab supplies of \$1.5 million, outside services of \$0.7 million, and depreciation of \$0.6 million. Additionally, grant reimbursements, which are netted against our research and development expenses, were \$1.6 million lower during the year ended September 30, 2023 than the prior year. The increase was partially offset by a \$4.0 million decrease in payroll, which consists of a \$1.6 million increase in payroll, offset by a decrease of \$5.6 million in stock-based compensation. A discussion of our research and development expenses for the year ended September 30, 2022 as compared to the year ended September 30, 2021 can be found on page 55 of our 2023 Annual Report. Selling, general and administrative expensesSelling expenses consist of personnel costs, customer service expenses, direct marketing expenses, educational and promotional expense, market research and analysis. General and administrative expenses are incurred for executive, finance and accounting, legal and human resources functions and consist of personnel costs, audit and legal expenses, consulting costs, depreciation, insurance costs, travel expenses, rent, IT, maintenance and facility costs. Personnel costs consist of salaries, employee benefit costs, bonuses, commissions and stock-based compensation expenses. We expense all selling, general and administrative expenses as incurred. We expect our selling costs will continue to increase in absolute dollars, primarily driven by our efforts to expand our commercial capability, with an increased presence both within and outside the United States, and to expand our brand awareness and customer base through targeted marketing initiatives. Year ended September 30,Change (in thousands, except percentages)2024202320222024-20232023-2022Selling, general and administrative\$218,398\$189,738\$212,949\$28,66015%\$(23,211) (11)%51Table of ContentsTotal selling, general and administrative expenses increased 15% to \$218.4 million for the year ended September 30, 2024, as compared to \$189.7 million for the year ended September 30, 2023. The increase is primarily due to an increase in personnel costs of \$37.7 million, including an increase in stock-based compensation expense of \$24.2 million. The increase in stock-based compensation expense is primarily due to a reversal of \$15.9 million in the first quarter 2023 because of employee stock forfeitures related to an acquisition performance condition not being met and the remaining increase is due to stock-based awards granted to existing and new employees during fiscal year 2024. Further, the increase is attributable to increases in outside service costs of \$1.1 million, facilities costs of \$2.3 million, marketing costs of \$3.4 million, IT services costs of \$2.9 million and depreciation and amortization expense of \$0.9 million. These increases are partially offset by the decrease in the Wilsonville manufacturing facility pre-commercialization costs of \$19.3 million, which was completed when the Wilsonville manufacturing facility began shipping product in January 2023. For the year ended September 30, 2023, selling, general and administrative expenses decreased by \$23.2 million to \$189.7 million, compared to the same period for 2022. The decrease is primarily attributable to a decrease in stock-based compensation of \$43.0 million due to employee stock forfeitures related to an acquisition performance condition not being met and changes to the probability of achieving future performance conditions. The decrease was partially offset by increases in pre-commercialization Factory of the Future costs of \$4.4 million, facility costs of \$6.5 million, payroll costs of \$5.3

million and IT-related services costs of \$5.1 million.A discussion of our selling, general and administrative expenses for the year ended September 30, 2022 as compared to the year ended September 30, 2021 can be found on page 55 of our 2023 Annual Report.Restructuring and other costs Year ended September 30,Change (in thousands, except percentages)2024202320222024-20232023-2022Restructuring and other costs\$â€‘\$9,384\$â€‘\$(9,384)(100)%\$9,384\$â€‘”%We recognized restructuring and other costs of \$9.4 million resulting from the 2023 restructuring plan during the year ended September 30, 2023. Refer to Note 16 to the consolidated financial statements for further details.Change in fair value of contingent considerations and holdbacksYear ended September 30,Change(in thousands, except percentages)2024202320222024-20232023-2022Change in fair value of contingent considerations and holdbacks\$â€‘Â€‘\$ (5,913)\$ (14,245)\$5,913Â€‘ (100)%\$8,332Â€‘ (58)%There was no change in fair value of contingent consideration and holdbacks for the year ended September 30, 2024, as the contingent consideration and holdbacks liabilities were settled in the prior year. During the year ended September 30, 2023, we recognized a change in the fair value of contingent consideration and holdbacks of \$5.5 million and \$0.4 million related to the acquisitions of Abveris and iGenomX, respectively. The changes were the result of not achieving the Abveris revenue target for calendar year 2022 and a change in fair value of our stock price.A discussion of our change in fair value of contingent considerations and holdbacks for the year ended September 30, 2022 as compared to the year ended September 30, 2021, can be found on page 56 of our 2023 Annual Report.Impairment of long-lived assets Year ended September 30,Change(in thousands, except percentages)2024202320222024-20232023-2022Impairment of long-lived assets \$44,930Â€‘ \$6,785Â€‘ \$â€‘”Â€‘ \$38,145Â€‘ 562Â€‘ %\$6,785Â€‘ 100Â€‘ %We recognized impairment of intangible assets and property and equipment of \$44.9 million related to the Biopharma asset group during the year ended September 30, 2024 (see discussion in critical accounting policies and estimates â€‘ impairment of long-lived assets below), as compared to impairment of property and equipment of \$6.8 million during the year ended September 30, 2023, related to write-off of lab equipment and leasehold improvements for decommissioned labs and computer software.Interest and other income (expense), net52Table of ContentsOther income (expense), net consists of realized foreign exchange gains and losses, loss on disposal of property and equipment and impairment of equity investments.Year ended September 30,Change (in thousands, except percentages)2024202320222024-20232023-2022Interest income\$15,344\$14,365\$3,062\$979Â€‘ 7Â€‘ %\$11,303Â€‘ 369Â€‘ %Interest expense(29)(5)(80)(24)480Â€‘ %75(94)%Other income (expense) (2,650)(667)(1,087)(1,983)297\$420(39)%Total interest, and other income (expense), net\$12,665Â€‘ \$13,693Â€‘ \$1,895\$ (1,028)784Â€‘ %\$11,798Â€‘ 237Â€‘ %Interest income increased 7%, to \$15.3 million in the year ended September 30, 2024, as compared to \$14.4 million for the year ended September 30, 2023, resulting from our cash and cash equivalents and short-term investments balance. Other income (expense) was \$2.7 million in fiscal year 2024, as compared to \$0.7 million in fiscal year 2023, mainly due to fiscal year 2024 impairment losses on an equity investment.A discussion of our interest and other income (expense), net for the year ended September 30, 2022 as compared to the year ended September 30, 2021, can be found on page 56 of our 2023 Annual Report.Gain on deconsolidation of a subsidiaryYear ended September 30,Change(in thousands, except percentages)2024202320222024-20232023-2022Gain on deconsolidation of a subsidiary\$â€‘Â€‘ \$4,607Â€‘ \$â€‘”Â€‘ \$4,607(100)%Gain on deconsolidation of a subsidiary represents the gain associated with the deconsolidation of a variable interest entity, Revelar, on September 30, 2022. Income tax expenseYear ended September 30,Change (in thousands, except percentages)2024202320222024-20232023-2022Income tax expenses\$(560)\$(1,152)(10,411Â€‘ \$592(51)%\$(11,563)(111)%We recorded income tax provision of \$0.6 million and \$1.2 million for the year ended September 30, 2024 and 2023, respectively. We recorded income tax benefit of \$10.4 million in 2022 mainly as a result of the business acquisition of Abveris. 53Table of ContentsLiquidity and capital resourcesSources of liquidityTo date, we have financed our operations principally through public equity raises, private placements of our convertible preferred stock, borrowings from credit facilities and revenue from our commercial operations. As of September 30, 2024, we had a balance of \$226.3 million of cash and cash equivalents and \$50.1 million in short-term investments. Capital resourcesOur primary cash needs are for operating expenses, working capital and capital expenditures to support the growth in our business. As of September 30, 2024, we had cash, cash equivalents and short-term investments of \$276.4 million. We believe that our existing cash, cash equivalents and short-term investments are sufficient to fund our operating expenses, capital expenditure requirements and debt service payments for the next 12 months. In the future, we may still need to obtain additional financing to fund operations beyond this period, and there can be no assurance that we will be successful in raising additional financing on terms which are acceptable to us. In addition, our operating plans may change as a result of factors currently unknown to us, and we may need to seek additional funds sooner than planned. Such financing may result in dilution to stockholders, imposition of debt covenants and repayment obligations, or other restrictions that may adversely affect our business. In addition, we may seek additional capital due to favorable market conditions or strategic considerations even if we believe we have sufficient funds for our current or future operating plans. Our future capital requirements will depend on many factors. See â€‘Risk factorsâ€‘”We will require additional financing to achieve our goals, and a failure to obtain this necessary capital when needed on acceptable terms, or at all, could force us to delay, limit, reduce or terminate our product manufacturing and development and other operations.â€‘Inflation RiskWhile we have experienced increased operating costs in recent periods, which we believe are due in part to the recentgrowth in inflation, we do not believe that inflation has had a material effect on our business, financial condition or resultsof operations. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offsetsuch higher costs through price increases. Our inability or failure to do so could adversely affect our business, financialcondition and results of operations.Operating capital requirementsOur primary uses of capital are, and we expect will continue to be for the near future, compensation and related expenses, manufacturing costs, laboratory and related supplies, legal and other regulatory expenses, and general overhead costs and the capital expenditures. We had \$1.6Â€‘ million in commitments for capital expenditures as of September 30, 2024.Cash flowsThe following table summarizes our sources and uses of cash and cash equivalents:Year endedSeptember 30,(in thousands)202420232022Net cash used in operating activities\$(64,094)\$(142,474)\$(124,385)Net cash provided by (used in) investing activities(3,071)50,612Â€‘ (232,930)Net cash provided by financing activities6,890Â€‘ 911Â€‘ 270,534Â€‘ Operating activitiesNet cash used in operating activities was \$64.1 million in fiscal year 2024 and consisted primarily of a net loss of \$208.7 million adjusted for non-cash items including depreciation and amortization expenses of \$31.4 million, stock-based compensation expense of \$50.9 million, impairment of long-lived assets of \$44.9 million, non-cash lease expense of \$0.9 million, and a change in operating assets and liabilities of \$15.4 million. The change in operating assets and liabilities was mainly due to decreases in accounts receivable of \$8.4 million, inventory of \$8.0 million, prepaid and other current assets of \$0.4 million, other non-current assets of \$0.4 million, accounts payable of \$11.8 million and other liabilities \$2.3 million, offset by increases in accrued expenses of \$4.4 million and accrued compensation of \$7.9 million.54Table of ContentsNet cash used in operating activities was \$142.5 million in fiscal year 2023 and consisted primarily of a net loss of \$204.6 million adjusted for non-cash items including depreciation and amortization expenses of \$29.3 million, stock-based compensation expense of \$30.3 million, impairment of property and equipment and other assets of \$6.8 million, non-cash lease expense of \$2.6 million, change in fair value of contingent consideration and holdbacks of \$5.9 million and a change in operating assets and liabilities of \$1.0 million. The change in operating assets and liabilities was mainly due to increases in accounts receivable of \$4.3 million, prepaid and other current assets of \$4.2 million and accrued expenses of \$2.6 million, offset by decreases in inventory of \$7.2 million, other non-current assets of \$1.4 million, accounts payable of \$2.5 million, accrued compensation of \$1.1 million and other liabilities \$0.1 million.A discussion of net cash used in operating activities for the fiscal year 2022 can be found on page 58 of our 2023 Annual Report.Investing activitiesIn fiscal year 2024, our net cash used in the investing activities was \$3.1 million primarily as a result of the net result of purchases and maturity of investments of \$2.0 million and purchases of laboratory property, equipment and computers of \$5.1 million.In fiscal year 2023, our net cash used in the investing activities was \$50.6 million primarily as a result of the net result of purchases and maturity of investments of \$78.4 million and purchases of laboratory property, equipment and computers of \$27.8 million.A discussion of net cash used in investing activities for the fiscal year 2022 can be found on page 59 of our 2023 Annual Report.Financing activitiesNet cash provided by financing activities was \$6.9 million in fiscal year 2024, which consisted of \$3.8 million from proceeds from issuance of shares under the 2018 ESPP and \$7.1 million from the exercise of stock options, offset by \$4.0 million in repurchases of common stock for income tax withholdings.Net cash provided by financing activities was \$0.9 million in fiscal year 2023, which consisted of \$3.9 million from proceeds from issuance of shares under the 2018 ESPP and \$1.4 million from the exercise of stock options, offset by \$4.4 million in repurchases of common stock for income tax withholdings.A discussion of net cash provided by financing activities for the fiscal year 2022 can be found on page 59 of our 2023 Annual Report.Off-balance sheet arrangementsWe do not have any off-balance sheet arrangements other than our indemnification agreements as described in Note 9 of the consolidated financial statements included elsewhere in this Form 10-K.Contractual obligations and other commitmentsAs of September 30, 2024, our operating lease obligation was \$85.0 million related to various operating lease arrangements for facilities. See Note 8, Leases, of the Notes to the Consolidated Financial Statements for further discussion relating to these lease obligations.Critical accounting policies and estimatesThe discussion and analysis of our financial condition and results of operations are based upon our audited consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an ongoing basis, management evaluates the reasonableness of its estimates. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily available from other sources. Actual results may differ materially from these estimates under different assumptions or conditions.We believe the following critical accounting policies require that we make significant judgments and estimates in preparing our consolidated financial statements.55Table of ContentsRevenue recognitionOur revenue is generated through the sale of synthetic biology tools, such as synthetic genes, or clonal genes and fragments, oligonucleotide pools, or oligo pools, NGS tools, DNA libraries, and biopharma services for antibody discovery, optimization and development (“Biopharma”). Contracts with customers are in the written form of a purchase order or a quotation, which outline the promised goods and the agreed upon price. Such orders may be accompanied by a Master Supply or Distribution Agreement that establishes the terms and conditions, rights of the parties, delivery terms, and pricing. We assess collectability based on a number of factors, including past transaction history and creditworthiness of the customer.We recognize revenue for synthetic biology tools, NGS tools, and DNA libraries when control of the products is transferred to the customer and at a transaction price that is determined based on the agreed upon rates in the applicable order or master supply agreement applied to the quantity of synthetic DNA that was manufactured and shipped to the customer. The transaction price is determined based on the agreed upon rates in the purchase order or master supply agreements applied to the quantity of all the products that were manufactured and shipped to the customer. Our contracts may include one or more ordered products, and the shipment of these products comprises the performance obligation(s) under the contract. Accordingly, all of the transaction price, net of any discounts, is allocated to the performance obligation (s). Our sales are primarily subject to Ex Works (as defined in Incoterms 2010) delivery terms and revenue, other than Biopharma revenue, is recorded at the point in time when products are picked up by the customerâ€‘”s freight forwarder, as we have determined that this is the point in time that product control transfers to the customer. Therefore, upon shipment of the product, there are no remaining performance obligations. Our shipping and handling activities are performed before the customer obtains control of the goods and therefore are considered a fulfillment cost. Shipping and handling fees charged to our customers are recognized as product revenue in the period shipped and the related costs for providing these services are recorded as a cost of revenue. We have elected to exclude all sales and value added taxes from the measurement of the transaction price. We have not adjusted the transaction price for significant financing since the time period between the transfer of goods and payment is less than one year. We have elected the practical expedient of not disclosing the consideration allocated to remaining performance obligations and an explanation of when those amounts are expected to be recognized as revenue since the duration of our contracts is less than one year.Our Biopharma revenue primarily consists of research and development agreements with third parties that provide for up-front and milestone-based payments. We also enter into research and development agreements that do not include up-front or milestone-based payments and recognize revenue on these types of agreements based on the timing of development activities. Our research and development agreements may include more than one performance obligation. At the inception of the agreement, we assess whether each obligation represents a separate performance obligation or whether such obligations should be combined as a single performance obligation. The transaction price for each agreement is determined based on the amount of consideration we expect to be entitled to for satisfying all performance obligations within the agreement. We assess the nature of the combined performance obligation to determine whether the combined performance obligation is satisfied over time or at a point in time and, if over time, the appropriate method of measuring progress for purposes of recognizing revenue. In agreements where we satisfy performance obligation(s) over time, we recognize development revenue typically using an input method based on our costs incurred relative to the total expected cost which determines the extent of our progress toward completion. As part of the accounting for these arrangements, we must develop estimates and assumptions that require judgment to determine the transaction price and progress towards completion. We review our estimate of the transaction price and progress toward completion based on the best information available to recognize the cumulative progress toward completion as of the end of each reporting period and make revisions to such estimates as necessary. Also, these research and development agreements may include license payments. We recognize revenue from functional license agreements when the license is transferred to the customer and the customer is able to use and benefit from the license. A functional license has significant standalone functionality because it can be used â€‘as isâ€‘ for performing a specific task.We had contract assets of \$2.0 million and contract liabilities of \$2.1 million as of SeptemberÂ€‘ 30, 2024. We had contract assets of \$2.8 million and contract liabilities of \$3.0 million as of SeptemberÂ€‘ 30, 2023. For the years ended SeptemberÂ€‘ 30, 2024, 2023 and 2022 the Company recognized revenue of \$1.7 million, \$2.8 million and \$1.1 million, respectively, from the amount that was included in the contract liability balance at the beginning of each year. In addition, for all periods presented, there was no revenue recognized in a reporting period from performance obligations satisfied in previous periods. The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of SeptemberÂ€‘ 30, 2024 was \$8.6 million. We expect to recognize revenue over the next twelve months relating to performance obligations unsatisfied as of SeptemberÂ€‘ 30, 2024.Based on the nature of our contracts with customers which are recognized over a term of less than 12 months, we have elected to use the practical expedient whereby costs to obtain a contract are expensed as they are incurred.56Table of ContentsWe state our revenues net of any taxes collected from customers that are required to be remitted to various government agencies. The amount of taxes collected from customers and payable to governmental entities is included on the balance sheet as part of â€‘Accrued expenses and other current liabilities.â€‘Stock-based compensationWe have granted stock-based awards, consisting of restricted stock and stock options, to our employees, certain non-employee consultants and certain members of our board of directors. We measure stock-based compensation expense for restricted stock and stock options granted to our employees and directors on the date of grant and recognize the corresponding compensation expense of those awards over the requisite service period, which is generally the vesting period of the respective award. We measure stock-based compensation expense for restricted stock and stock options granted to non-employee consultants on the date of grant and recognize the corresponding compensation expense of those awards over the period in which the related services are received. We adjust for actual forfeitures as they occur.We have granted performance-based stock units (PSUs) and performance stock options (PSOs) to executive officers and senior level employees. We value PSUs using a grant date fair value equal to the closing share price of our common stock on the date of grant and the probability of the achievement of the performance condition.We did not grant any options during the years ended SeptemberÂ€‘ 30, 2024 and 2023.GoodwillDetermining when to test for impairment, the reporting unit, the assets and liabilities of the reporting unit, and the fair value of the reporting unit requires significant judgment and involves the use of significant estimates and assumptions. We test goodwill for impairment in our fourth quarter each year, or more frequently if indicators of an impairment exist. Evaluating goodwill for impairment involves the determination of the fair value of our reporting unit in which goodwill is recorded using a qualitative or quantitative analysis. If the fair value of the reporting unit exceeds its carrying value, goodwill is considered not impaired. If the carrying value of the reporting unit exceeds its fair value, we would record an impairment loss up to the difference between the carrying value and implied fair value. We have an unconditional option to bypass the qualitative assessment in any period and proceed directly to performing the first step of the goodwill impairment test. For 2024, we elected to proceed directly to the step-one assessment which indicated that the fair value of our reporting unit substantially exceeded the carrying value.Restructuring costsWe recognize restructuring charges related to restructuring plans that have been committed to by management when liabilities have been incurred. In connection with these activities, we record restructuring charges at fair value for (a) contractual employee termination benefits when obligations are associated to services already rendered, rights to such benefits have vested, and payment of benefits is probable and can be reasonably estimated, (b) one-time employee termination benefits when management has committed to a plan of termination, the plan identifies the employees and their expected termination dates, the details of termination benefits are complete, it is unlikely changes to the plan will be made or the

plan will be withdrawn and communication to such employees has occurred, and (c) contract termination costs when a contract is terminated before the end of its term. One-time employee termination benefits are recognized in their entirety when communication has occurred and future services are not required. If future services are required, the costs are recorded ratably over the remaining period of service. Contract termination costs to be incurred over the remaining contract term without economic benefit are recorded in their entirety when the contract is canceled. Valuation of long-lived assets We recorded impairment charges totaling \$44.9 million related to property and equipment and finite-lived intangible assets which are included in the impairment of long-lived assets on our condensed consolidated statements of operations and comprehensive loss for the year ended September 30, 2024. During the year ended September 30, 2024, we identified an impairment indicator with respect to an asset group associated with our antibody discovery services product line (the "Biopharma asset group") due to lower than forecasted revenues. Therefore, we performed a recoverability test of long-lived assets by comparing the net book value of the Biopharma asset group, to the future undiscounted net cash flows attributable to such assets. We concluded that the carrying value of the 57Table of Contentsasset group was not recoverable as it exceeded the future undiscounted cash flows the assets are expected to generate from the use and eventual disposition of the asset group. To measure the impairment loss, we estimated the fair value of the Biopharma asset group by applying a discounted cash flow method. Calculating the fair value of an asset group involves making certain estimates and assumptions. These estimates and assumptions include, among others, the level and timing of revenues, operating expenses, working capital and discount rates, we believe to be consistent with the inherent risks associated with the Biopharma asset group, which was approximately 14%. Changes in these factors and assumptions used can materially affect the amount of impairment loss recognized in the period the asset group was considered impaired. The implied allocated impairment loss to any individual asset within the long-lived asset group shall not reduce the carrying amount of that asset below its fair value. We estimated the fair value of the developed technology intangible asset and the customer relationships intangible assets using an excess earnings model (income approach). We estimated the fair value of the trade name intangible asset using a relief from royalty approach. Key assumptions include the level and timing of expected future revenue, conditions and demands specific to each intangible asset over its remaining useful life. The fair value of these intangible assets is primarily affected by the projected revenues, gross margins, operating expenses, and the anticipated timing of the projected income associated with each intangible asset coupled with the discount rates used to derive their estimated present values. After consideration of the impairment charge recorded in the current quarter, the remaining carrying amount of long-lived assets within the Biopharma asset group is approximately \$11.6 million, which primarily comprises of operating lease right-of-use assets. Recently issued accounting pronouncements For a description of accounting changes and recent accounting pronouncements, including the expected dates of adoption and estimated effects, if any, on our consolidated financial statements, see Note 2, "Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K. Item 7A. Quantitative and qualitative disclosures about market risk Interest rate sensitivity We are exposed to market risk related to changes in interest rates. We had cash, cash equivalents and marketable securities of \$276.4A million as of September 30, 2024, which consisted primarily of money market funds and marketable securities, largely composed of investment grade, short term fixed income securities. The primary objective of our investment activities is to preserve capital to fund our operations. We also seek to maximize income from our investments without assuming significant risk. To achieve our objectives, we maintain a portfolio of investments in a variety of securities of high credit quality and short-term duration, according to our board-approved investment policy. Our investments are subject to interest rate risk and could fall in value if market interest rates increase. However, because of the short-term nature of the instruments in our portfolio, a sudden change in market interest rates would not be expected to have a material impact on our financial condition or results of operations. For example, a hypothetical 10% relative change in interest rates during any of the periods presented would not have a material impact on future interest income, fair values of portfolio of investments and related cash flows. Foreign currency sensitivity The majority of our transactions occur in U.S. dollars. However, we do have certain transactions that are denominated in currencies other than the U.S. dollar, primarily the Euro, Chinese Yuan, and British Pound, and we therefore are subject to foreign exchange risk. The fluctuation in the value of the U.S. dollar against other currencies affects the reported amounts of expenses, assets and liabilities primarily associated with a limited number of manufacturing activities. We currently do not use derivative financial instruments for speculative trading purposes, nor do we hedge foreign currency exchange rate exposure in a manner that entirely offsets the effects of changes in foreign currency exchange rates. The counterparties to these forward foreign currency exchange contracts are creditworthy multinational commercial banks, which minimizes the risk of counterparty nonperformance. We regularly review our exposure and may, as part of this review, make changes to its 58Table of ContentsItem 8. Consolidated financial statements and supplementary data INDEX TO CONSOLIDATED FINANCIAL STATEMENTS Report of Independent Registered Public Accounting Firm - PCAOB ID 4260 Consolidated Balance Sheets 62 Consolidated Statements of Operations and Comprehensive Loss 63 Consolidated Statements of Stockholders' Equity 64 Consolidated Statements of Cash Flows 65 Notes to Consolidated Financial Statements 66 59 Table of Contents Report of Independent Registered Public Accounting Firm To the Stockholders and the Board of Directors of Twist Bioscience Corporation Opinion on the Financial Statements We have audited the accompanying consolidated balance sheets of Twist Bioscience Corporation (the Company) as of September 30, 2024 and 2023, the related consolidated statements of operations and comprehensive loss, stockholders' equity and cash flows for each of the three years in the period ended September 30, 2024, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at September 30, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended September 30, 2024, in conformity with U.S. generally accepted accounting principles. We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of September 30, 2024, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated November 18, 2024 expressed an unqualified opinion thereon. Basis for Opinion These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion. Critical Audit Matter The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates. 60 Table of Contents Revenue recognition Description of the Matter As described in Note 3 to the consolidated financial statements, the Company's revenue for certain products is generated through the sale of synthetic biology tools, such as synthetic genes, oligo pools, DNA libraries and next generation sequencing tools. Management recognizes revenue for these products when control of the product is transferred to the customer and at a transaction price that is determined based on the agreed upon rates in the applicable order. The Company's revenue for products generated from synthetic genes, oligo pools, DNA libraries and next generation sequencing tools was \$293A million for the year ended September 30, 2024. The accuracy and occurrence of revenues is dependent on customer orders being accurately recorded, shipped, and invoiced, and involves several applications and data sources needed for the initiation, processing, and recording of transactions. Auditing the Company's accounting for this revenue from contracts with customers was challenging and complex primarily due to the high volume of transactions, as well as the multiple applications and data sources associated with the revenue recognition process. How We Addressed the Matter in Our Audit To test the Company's accounting for revenue from contracts with customers for these products, we performed substantive audit procedures that included, among others, performing testing of sales transactions on a sample basis and tracing such transactions to supporting documentation, performing data analytics to test recorded revenue amounts, testing a sample of cash collections, and testing credit memo activity. /s/ Ernst & Young LLP We have served as the Company's auditor since 2022. San Mateo, California November 18, 2024 61 Table of Contents Twist Bioscience Corporation Consolidated Balance Sheets (In thousands except per share data) September 30, 2024 September 30, 2023 Assets: A Current assets: A Cash and cash equivalents \$226,316A \$286,470A Short-term investments 50,083A 49,943A Accounts receivable, net 34,903A 44,064A Inventories 24,078A 32,063A Prepaid expenses and other current assets 11,396A 11,716A Total current assets \$346,776A \$424,256A Property and equipment, net 102,520A 131,830A Operating lease right-of-use assets 58,829A 71,531A Goodwill 85,811A 85,811A Intangible assets, net 14,478A 54,483A Restricted cash, non-current 2,816A 2,811A Other non-current assets 3,093A 5,681A Total assets \$614,323A \$776,403A Liabilities and stockholders' equity Current liabilities: Accounts payable \$1,630A \$1,405A Accrued expenses 15,104A 10,754A Accrued compensation 33,650A 25,818A Current portion of operating lease liability 14,805A 14,896A Other current liabilities 5,817A 7,803A Total current liabilities \$71,006A \$73,323A Operating lease liability, net of current portion 70,221A 79,173A Other non-current liabilities 407A 475A Total liabilities \$141,634A \$152,971A Commitments and contingencies (Note 9) Stockholders' equity Common stock, 0.00001 par value \$100,000 and 100,000 shares authorized at September 30, 2024 and 2023, respectively 58,877 and 57,557 shares issued and outstanding at September 30, 2024 and 2023, respectively \$1,715,119A 1,657,222A Accumulated other comprehensive loss (522) (756) Accumulated deficit (1,241,908) (1,033,034) Total stockholders' equity \$472,689A \$623,432A Total liabilities and stockholders' equity \$614,323A \$776,403A The accompanying notes are an integral part of these consolidated financial statements. 62 Table of Contents Twist Bioscience Corporation Consolidated Statements of Operations and Comprehensive Loss Year ended September 30, (In thousands, except per share data) 2024 2023 2022 Revenues [1] \$312,974A \$245,109A \$203,565A Operating expenses: Cost of revenues \$179,625A \$155,380A \$119,330A Research and development 80,852A 106,894A 120,307A Selling, general and administrative 218,398A 189,738A 212,949A Restructuring and other costs 9,384A 9,384A Change in fair value of contingent considerations and holdbacks 5,913A (14,245) Impairment of long-lived assets 44,930A 6,785A Total operating expenses \$533,805A \$462,268A \$438,341A Loss from operations (220,831) (217,159) (234,776) Interest income 15,344A 3,062A Interest expense (29) (5) (80) Gain on deconsolidation of subsidiary 46A 4,607A Other income (expense), net (2,650) (667) (1,087) Loss before income taxes (208,166) (203,466) (228,274) Income tax expense (benefit) (1,152) (10,411) Net loss attributable to common stockholders (208,726) (204,618) (217,863) Other comprehensive income (loss): Change in unrealized gain (loss) on investments \$203A \$1,510A (1,594) Foreign currency translation adjustment 31A (423) (795) Comprehensive loss (208,492) (203,531) (220,252) Net loss per share attributable to common stockholders "basic and diluted" (3.60) (3.60) (4.04) Weighted average shares used in computing net loss per share attributable to common stockholders "basic and diluted" 58,016A 56,885A 53,885A [1] During the years ended September 30, 2024, 2023 and 2022, the Company had revenues from related parties in the amount of \$12.1 million, \$9.9 million and \$3.5 million, respectively. The accompanying notes are an integral part of these consolidated financial statements. 63 Table of Contents Twist Bioscience Corporation Consolidated Statements of Stockholders' Equity Common stock Additional paid-in capital Accumulated other comprehensive income / (loss) Accumulated deficit Total stockholders' equity (In thousands) Shares Amount Balances as of September 30, 2021 149,499 \$1,190,828 \$546A (\$610,553) \$580,821A Issuance of common stock in public offerings, net of underwriting discounts, commissions and offering expenses of \$17,675, 227 \$269,822 \$269,822 Vesting of restricted stock units 356 \$5A "Issuance of shares under the employee stock purchase plan 97 \$4,010A "Exercise of stock options 486 \$5,952A "Repurchase of early exercised stock options 88 \$7,122A "Business acquisition 88 \$7,122A "Stock-based compensation 79,664 \$79,664 Net exercise of stock warrants 8 \$A "Other comprehensive income 2,389 \$2,389 Repurchase of common stock for income tax withholdings (139) (7,754) Net loss 208,492 (203,531) (220,252) Balances as of September 30, 2022 52,336 \$1,694,644 (1,843) (828,416) 789,385 Vesting of restricted stock units 68 \$A "Issuance of shares under the employee stock purchase plan 217 \$3,937A "Exercise of stock options 18 \$1,379A "Business acquisition 277 \$5,860A "Stock-based compensation 80 \$30,821A "Other comprehensive loss 1,087 \$1,087 Repurchase of common stock for

designed to enable its customers to conduct research more efficiently and effectively. The Company has leveraged the same technology to expand its footprint beyond DNA synthesis to manufacture synthetic RNA as well as antibody proteins to disrupt and innovate within larger market opportunities, in addition to discovery partnerships for biologic drugs and developing completely new applications for synthetic DNA, such as digital data storage. The Company has recognized annual losses from operations since inception and has an accumulated deficit of \$1,241.9A million as of SeptemberA 30, 2024. The Company incurred net losses of \$208.7A million, \$204.6A million and \$217.9A million for the years ended SeptemberA 30, 2024, 2023, and 2022, respectively. As of September 30, 2024, the Company had cash and cash equivalents of \$226.3A million and short-term investments of \$50.1A million. The Company expects that its current cash, cash equivalents, and short-term investments will be sufficient to fund its operations for a period of at least one year from the date the Consolidated Financial Statements are issued.

2.Summary of significant accounting policiesBasis of presentationThe consolidated financial statements, which include the CompanyA’s accounts and the accounts of its wholly-owned subsidiaries, are prepared in accordance with U.S. generally accepted accounting principles (or A GAAPA). The CompanyA’s consolidated financial statements included its wholly-owned subsidiaries and Revelar, a variable interest entity (“VIE”) for which the Company was the primary beneficiary through SeptemberA 30, 2022. All intercompany balances and accounts are eliminated in consolidation.To conform with current fiscal year 2024 presentation, we reclassified \$6.8A million of impairment of property and equipment included within restructuring and other costs to impairment of long-lived assets in the consolidated statement of operations and comprehensive loss for the year ended SeptemberA 30, 2023. This reclassification had no impact on our consolidated statement of operations and comprehensive loss for the year ended SeptemberA 30, 2023.

Use of estimatesThe presentation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Such estimates include the valuation of deferred tax assets, stock-based compensation expense, transaction price and progress toward completion of performance obligation under the contracts with customers, determination of the net realizable value of inventory, valuation and useful life of developed technology and customer relationships, valuation assumptions used in the calculation of the impairment of long-lived assets, restructuring costs and incremental borrowing rate for operating leases. Actual results could differ from those estimates.

Concentration of credit riskFinancial instruments that potentially subject the Company to a concentration of credit risk consist of cash and cash equivalents, short-term investments and accounts receivable. Substantially all of the CompanyA’s cash is held with two financial institutions that management believe are of high credit quality. Such deposits may, at times, exceed federally 66Table of Contentsinsured limits. The CompanyA’s investment policy addresses the level of credit exposure by establishing a minimum allowable credit rating and by limiting the concentration in any one investment.

The CompanyA’s accounts receivable is derived from customers located principally in the United States, Europe and Asia-Pacific region (“APAC”). The Company performs ongoing credit evaluations of its customers and maintains allowances for potential credit losses on customersA accounts when deemed necessary. The Company does not typically require collateral from its customers. Credit losses historically have not been material. The Company continuously monitors customer payments and maintains an allowance for doubtful accounts based on its assessment of various factors including historical experience, age of the receivable balances, and other current economic conditions or other factors that may affect customersA ability to pay.

Cash and cash equivalents and restricted cashCash equivalents that are readily convertible to cash are stated at cost, which approximates fair value. The Company considers all highly liquid investments with an original or remaining maturity of three months or less at the time of purchase to be cash equivalents. Cash equivalents consist of investments in money market funds as of SeptemberA 30, 2024 and 2023.

Restricted cash represents cash held at financial institutions that are pledged as collateral for stand-by letters of credit for lease commitments. The lease related letters of credit will lapse at the end of the respective lease terms through 2044. (in thousands)SeptemberA 30, 2024SeptemberA 30, 2023Cash and cash equivalents\$226,316A \$286,470A Restricted cash, non-current2,816A 2,811A Total cash, cash equivalents and restricted cash\$229,132A \$289,281A Short-term investmentsThe Company invests in various types of securities, including United States government, commercial paper, and corporate debt securities. The Company classifies its investments as available-for-sale and records them at fair value based upon market prices at period end. The Company regularly reviews its short-term investments to identify and evaluate investments that have indications of possible impairment from credit losses or other factors. For available-for-sale debt securities in an unrealized loss position, the Company evaluates whether a current expected credit loss exists based on available information relevant to the credit rating of the security, current economic conditions and reasonable and supportable forecasts. The allowance for credit loss is recorded in other income (expense), net, on the consolidated statements of operations and comprehensive loss, not to exceed the amount of the unrealized loss. Any excess unrealized loss other than the credit loss is recognized in accumulated other comprehensive income or loss in the stockholders' equity section of the consolidated balance sheets. There was no allowance for credit losses relating to the short-term investments recognized as of SeptemberA 30, 2024.

The cost of securities sold is based on the specific identification method and realized gains and losses are included in other income (expense), net. Dividend and interest income are recognized when earned. The Company may sell these securities at any time for use in current operations. Accounts receivable and allowance for credit lossesAccounts receivables include amounts billed and currently due from customers, recorded at the net invoice value and are not interest bearing. The Company has a short order-to-invoice lifecycle, as most products can be manufactured within one month. Upon delivery of the products to the customer, the Company invoices the customer. The typical timing of payment is net 30 days. If the right to payment for services performed was conditional on something other than the passage of time, the unbilled amount would be recorded as a separate contract asset. The Company is exposed to credit losses primarily through accounts receivable from sales of its products and services. The Company maintains an allowance for credit losses for expected uncollectible accounts receivable and contract assets, which is recorded as an offset to accounts receivable or contract assets and provisions for credit losses are recorded in selling, general and administrative expense in the consolidated statements of operations and comprehensive loss. The allowance for current expected credit losses is based on a review of customer accounts and considers historical credit loss information that is adjusted for current economic and business conditions and anticipated future economic events that may impact collectability. In developing its expected credit loss estimate, the Company evaluated the appropriate grouping of accounts receivable and contract assets based upon its evaluation of risk characteristics, including consideration of region and 67Table of Contentsindustries of the customers. Specific allowance amounts are established to record the appropriate provision for customers that have a higher probability of default. The allowance for credit losses is reviewed on a regular basis to assess the adequacy of the allowance and once a receivable is deemed to be uncollectible, such balance is charged against the allowance. Allowance for credit losses were \$0.7A million and \$0.2A million as of SeptemberA 30, 2024 and 2023, respectively. Fair value of financial instrumentsThe Company applies fair value accounting for all financial and non-financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities which are required to be recorded at fair value, we consider the principal or most advantageous market in which we would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as risks inherent in valuation techniques, transfer restrictions and credit risks. See Note 5, Fair value measurements, for more information. The carrying amounts of the CompanyA’s financial instruments including cash equivalents, short term investments, and accounts receivable approximate fair value due to their relatively short maturities. Inventories Inventories are stated at the lower of cost or net realizable value. Cost is computed using standard cost which approximates actual cost on a first-in, first-out basis. The Company periodically review its inventories to identify obsolete, slow-moving, excess or otherwise unsaleable items. If obsolete, slow-moving, excess or unsaleable items are observed and there are no alternate uses for the inventory, the Company records a write-down to net realizable value through a charge to cost of revenues on our consolidated statements of operations and comprehensive loss. The determination of net realizable value requires judgment, including consideration of many factors, such as estimates of future product demand, past experience, product net selling prices, current and future market conditions, the age and nature of inventories, and potential product obsolescence, among others.

Property and equipmentProperty and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets or the lesser of the useful life and the remaining lease term of the respective leasehold improvements assets, if any. Upon retirement or sale, the cost of assets disposed of and the related accumulated depreciation are eliminated from the accounts and any resulting gain or loss is credited or charged to operations in the period recognized. Repairs and maintenance costs are expensed as incurred.

Estimated lives of property and equipment are as follows: Laboratory equipment5 YearsFurniture, fixtures and other equipment5 YearsComputer equipment3 YearsVehicles 5 YearsComputer software3 YearsLeasehold improvementsLessor of useful life or facilitiesA lease termCapitalized software held for internal useCosts associated with internal-use software systems during the application development stage are capitalized. Capitalization of costs begins when the preliminary project stage is completed, management has committed to funding the project, and it is probable that the project will be completed and the software will be used to perform the function intended. Costs include external direct costs of services and applicable personnel costs of employees devoted to specific software application development. Personnel costs consist of salaries, employee benefit costs, bonuses and stock-based compensation expenses. The capitalized amounts are included in property and equipment, net on the consolidated balance sheets.

Capitalization ceases at the point when the project is substantially complete and is ready for its intended purpose. Capitalized costs are amortized from the project completion date, using the straight-line method over an estimated useful life of the assets.

68Table of ContentsFinite-lived intangible assetsFinite-lived intangible assets are recorded at cost, net of accumulated amortization, and, if applicable, impairment charges. Amortization of finite-lived intangible assets is recorded over the assetsA estimated useful lives on a straight-line basis or based on the pattern in which economic benefits are consumed, if reliably determinable. The Company reviews the finite-lived intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. See A Impairment of long-lived assetsA for additional information.

Impairment of long-lived assetsThe Company's long-lived assets consists of property and equipment, right of use assets and finite-lived intangible assets. The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If indicators of impairment are present, the Company tests for recoverability by comparing the estimated undiscounted future cash flows expected to result from the use of the asset over its remaining useful life to the carrying amount of the asset or asset group. If the asset or asset group is determined to be impaired, any excess of the carrying value of the asset or asset group over its estimated fair value is recognized as an impairment loss. Impairment assessments inherently involve judgment as to assumptions about expected future cash flows and the impact of market conditions on those assumptions. See Note 15, Impairment of long-lived assets for the additional information and disclosures related to impairment of long-lived assets.

LeasesThe Company determines if an arrangement is or contains a lease at inception and classifies each lease as operating or financing. Operating lease right-of-use assets represent the CompanyA’s right to use an underlying asset for the lease term and lease liabilities represent the CompanyA’s obligation to make lease payments made during the lease term, net of any tenant improvement allowance. Operating lease right-of-use assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. In determining the present value of committed lease payments, the Company uses its incremental borrowing rate based on the information available at the lease commencement date which includes significant assumptions made including the CompanyA’s estimated credit rating, annual percentage yields from corporate debt financings of companies of similar size and credit rating over a loan term approximating the remaining term of each lease, and government bond yields for terms approximating the remaining term of each lease in countries where the leased assets are located. Certain leases include payments of operating expenses that are dependent on the landlordA’s estimate, and these variable payments are therefore excluded from the lease payments used to determine the operating lease right-of-use asset and lease liability. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise any such options. Operating lease right-of-use assets are adjusted for prepaid lease payments, lease incentives and initial direct costs incurred. Lease expense is recognized on a straight-line basis over the expected lease term.

The Company elected to not apply the recognition requirements of Topic 842 to short-term leases with terms of 12 months or less which do not include an option to purchase the underlying asset that the Company is reasonably certain to exercise. For short-term leases, lease payments are recognized as operating expenses on a straight-line basis over the lease term. The Company elected to account for lease and non-lease components as a single lease component.

Additional information and disclosures required by Topic 842 are contained in Note 8, Leases.

Goodwill Determining when to test for impairment, the reporting unit, the assets and liabilities of the reporting unit, and the fair value of the reporting unit requires significant judgment and involves the use of significant estimates and assumptions. The Company tests goodwill for impairment in the fourth quarter each year, or more frequently if indicators of an impairment exist. Evaluating goodwill for impairment involves the determination of the fair value of the reporting unit in which goodwill and indefinite-lived intangible assets are recorded using a qualitative or quantitative analysis. If the fair value of the reporting unit exceeds its carrying value, goodwill is considered not impaired. If the carrying value of the reporting unit exceeds its fair value, the Company will record an impairment loss up to the difference between the carrying value and implied fair value. The Company has an unconditional option to bypass the qualitative assessment in any period and proceed directly to performing the first step of the goodwill impairment test. For 2024, the Company elected to proceed directly to the step-one assessment which indicated that the fair value of its single reporting unit substantially exceeded the carrying value.

Segment information69Table of ContentsThe Company is a synthetic biology and genomics company that has developed a disruptive DNA synthesis platform to industrialize the engineering of biology and manufactures synthetic genes, tools for next-generation sequencing preparation, and antibody libraries for drug discovery and development and operates as one reportable and operating segment. The CompanyA’s chief operating decision-maker, its Chief Executive Officer (CEO), reviews the CompanyA’s operating results on an aggregate basis for purposes of allocating resources and evaluating financial performance.

Foreign currency transactions and translation The Company's consolidated financial statements are presented in U.S. dollars. The functional currency for certain foreign subsidiaries is their local currency. Revenues, expenses, gains and losses for non-U.S. dollar functional currency entities are translated into U.S. dollars using average currency exchange rates for the period. Assets and liabilities for such entities are translated using exchange rates that approximate the rate at the balance sheet date. Foreign currency translation adjustments are recorded as a component of accumulated other comprehensive loss on the Company's consolidated balance sheets. Foreign currency transaction gains and losses on transactions not denominated in functional currency are recorded in Other income (expense), net, on the consolidated statements of operations.

Revenue recognitionThe Company recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration which the Company expects to receive in exchange for those goods or services. To determine revenue recognition for contracts with customers, the Company performs the following five steps:i.identification of the promised goods or services in the contract;ii.determination of whether the promised goods or services are performance obligations including whether they are distinct in the context of the contract;iii.measurement of the transaction price, including the constraint on variable consideration;iv.allocation of the transaction price to the performance obligations based on estimated selling prices; andv.recognition of revenue when (or as) the Company satisfies each performance obligation. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account.

See Note 3, Revenue recognition, for detailed discussions of revenue recognition, and how the five steps described above are applied.

Cost of RevenueCost of revenues primarily consists of cost incurred in the production and delivery of the Company's products and consists of production materials, personnel costs, cost of expensed equipment and consumables, laboratory supplies, consulting costs, depreciation, production overhead costs, information technology, maintenance and facility costs. Personnel costs consist of salaries, employee benefit costs, bonuses, and stock-based compensation expenses. In addition, cost of revenue includes royalty costs for licensed technologies included in the CompanyA’s products, and provisions for slow-moving and obsolete inventory.

Research and developmentResearch and development expenses consist of compensation costs, employee benefits, subcontractors, research supplies, allocated facility related expenses and allocated depreciation and amortization. All research and development costs are expensed as incurred.

Advertising costsCosts related to advertising and promotions are expensed to sales and marketing as incurred. Advertising and promotion expenses for the years ended SeptemberA 30, 2024, 2023 and 2022, were \$5.2 million, \$2.9 million and \$2.4 million, respectively.

Stock-based compensationThe Company maintains performance incentive plans under which incentive and nonqualified stock options, performance-based stock options, restricted stock units, performance-based stock units and through employer purchase plan are granted primarily to employees and may be granted to members of the board of directors and certain non-employee consultants, and employees may participate in an employee stock purchase plan.

70Table of ContentsThe Company recognizes stock compensation in accordance with the Accounting Standard Codification (“ASC”) 718, CompensationA Stock Compensation. ASC 718

requires the recognition of compensation expense, using a fair value-based method, for costs related to all stock-based payments including stock options, restricted stock units and employee stock purchase plan. The Company recognizes fair value of stock options granted to employees and non-employees as a stock-based compensation expense over the period in which the related services are received. The Company recognizes forfeitures as they occur. The Company believes that the estimated fair value of stock options is more readily measurable than the fair value of the services rendered. For performance-based awards, expense is recognized over the period from the grant date to the estimated attainment date, which is the derived service period of the award, if management determines that it is probable that the performance-based vesting conditions will be achieved. Net loss per share attributable to common stockholders The Company calculates its basic and diluted net loss per share attributable to common stockholders in conformity with the two-class method required for companies with participating securities. In computing diluted net loss attributable to common stockholders, undistributed earnings are re-allocated to reflect the potential impact of dilutive securities. For purposes of the calculation of diluted net loss per share attributable to common stockholders, unvested shares of common stock issued upon the early exercise of stock options, shares issuable for employee stock purchase plan contributions received, warrants to purchase common stock, unvested restricted common stock, unvested restricted stock units and stock options to purchase common stock are considered potentially dilutive securities but have been excluded from the calculation of diluted net loss per share attributable to common stockholders as their effect is antidilutive. Basic and diluted net loss per share of common stock attributable to common stockholders is calculated by dividing the net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period, less shares subject to repurchase, and excludes any dilutive effects of employee stock-based awards and warrants. Because the Company has reported a net loss for the years ended September 30, 2024, 2023 and 2022, diluted net loss per common share is the same as the basic net loss per share for those years. Income taxes The Company uses the asset and liability method of accounting for income taxes, in which deferred tax assets and liabilities are recognized for the future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply in the years in which those tax assets and liabilities are expected to be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. A valuation allowance is established if it is more likely than not that all or a portion of the deferred tax asset will not be realized. The Company's tax positions are subject to income tax audits. The Company recognizes the tax benefit of an uncertain tax position only if it is more likely than not that the position is sustainable upon examination by the taxing authority, based on the technical merits. The tax benefit recognized is measured as the largest amount of benefit which is more likely than not (greater than 50% likely) to be realized upon settlement with the taxing authority. The Company recognizes interest accrued and penalties related to unrecognized tax benefits in its tax provision. The Company calculates the current and deferred income tax provision based on estimates and assumptions that could differ from the actual results reflected in income tax returns filed in subsequent years. Adjustments based on filed income tax returns are recorded when identified. The amount of income tax paid is subject to examination by U.S. and foreign tax authorities. The estimate of the potential outcome of any uncertain tax issue is subject to management's assessment of the relevant risks, facts and circumstances existing at that time. To the extent the assessment of such tax position changes, the change in estimate is recorded in the period in which the determination is made. Variable interest entities The Company consolidates a VIE in which the Company is deemed to be the primary beneficiary. An entity is generally a VIE if it meets any of the following criteria: (i) the entity has insufficient equity to finance its activities without additional subordinated financial support from other parties, (ii) the equity investors cannot make significant decisions about the entity's operations or (iii) the voting rights of some investors are not proportional to their obligations to absorb the expected losses of the entity or receive the expected returns of the entity and substantially all of the entity's activities involve or are conducted on behalf of the investor with disproportionately few voting rights. The Company periodically Table of Contents makes judgments in determining whether its investees are VIEs and, for each reporting period, the Company assesses whether it is the primary beneficiary of its VIE. Business combinations The Company accounts for business combinations using the acquisition method. Under the acquisition method, the purchase price of the acquisition is allocated to the acquired tangible and identifiable intangible assets and assumed liabilities based on their estimated fair values at the time of the acquisition. This allocation involves a number of assumptions, estimates, and judgments that could materially affect the timing or amounts recognized in the Company's financial statements. As a result, the Company may record adjustments to the fair values of assets acquired and liabilities assumed within the measurement period (up to one year from the acquisition date) with the corresponding offset to goodwill. The most subjective areas of the acquisition accounting method include determining the fair value of the following: identifiable intangible assets, including the valuation methodology, estimates of projected revenues, technology obsolescence, and discount rates, as well as the estimated useful life of the intangible assets; contingent consideration; and goodwill, as measured as the excess of consideration transferred over the acquisition date fair value of the assets acquired, including the amount assigned to identifiable intangible assets, and the liabilities assumed. The assumptions and estimates are based upon comparable market data and information obtained from the management of the acquired business. Goodwill is assigned to reporting units that are expected to benefit from the synergies of the business combination as of the acquisition date. Identifiable intangible assets with finite lives are amortized over their estimated useful lives in a pattern in which the asset is consumed. Acquisition-related costs, including advisory, legal, accounting, valuation, and other similar costs, are expensed in the periods in which those costs are incurred. The results of operations of acquired businesses are included in the Company's consolidated financial statements from the acquisition date. Restructuring and other costs Restructuring and other costs are comprised of employee separation costs and other associated costs primarily related to implementing a plan. Employee separation costs principally consist of one-time termination benefits and contractual termination benefits for severance, other termination benefit costs, and stock-based compensation expense for the acceleration of stock awards. The Company records a restructuring charge based on whether the termination benefits are provided under an on-going benefit arrangement or under a one-time benefit arrangement. The Company accounts for on-going benefit arrangements, such as those documented by employment agreements, in accordance with ASC 712, Nonretirement Postemployment Benefits. Under ASC 712, liabilities for post employment benefits are recorded at the time the obligations are probable of being incurred and can be reasonably estimated. The Company accounts for one-time employment benefit arrangements in accordance with ASC 420A Exit or Disposal Cost Obligations. One-time termination benefits are expensed at the date the entity notifies the employee, unless the employee must provide future service, in which case the benefits are expensed ratably over the future service period. Other associated costs are recognized in the period in which the liability is incurred. Recent accounting pronouncements New accounting guidance adopted In June 2016, FASB issued ASU No. 2016-13 Financial Instruments-Credit Losses: Measurement of Credit Losses on Financial Instruments and has since modified the standard with several ASUs (collectively, Topic 326). Topic 326 requires measurement and recognition of expected credit losses for financial assets. The ASU replaced previous incurred loss impairment guidance and established a single expected credit losses allowance framework for financial assets carried at amortized cost. It also eliminated the concept of other-than-temporary impairment and requires credit losses related to certain available-for-sale debt securities to be recorded through an allowance for credit losses. On October 1, 2023, the Company adopted this standard using a modified retrospective approach, which requires a cumulative-effect adjustment to the opening balance of retained earnings to be recognized on the date of adoption and, accordingly, recorded a net increase of \$0.1A million to accumulated deficit as of the beginning of fiscal year 2024. In connection with the adoption of Topic 326, the Company made an accounting policy election to not measure an allowance for credit losses for accrued interest receivable. Table of Contents New accounting guidance issued but not yet effective In December 2023, the FASB issued ASU No. 2023-09 "Income Taxes (Topic 740)". The amendments in this ASU require that public business entities on an annual basis (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold. The amendments in this update are effective for annual periods beginning after December 15, 2024. The standard is not expected to have a material impact to the Company's consolidated financial statements. In November 2023, the FASB issued ASU No. 2023-07 "Segment Reporting (Topic 280)". The amendments in this ASU improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in this update are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The standard is not expected to have a material impact to the Company's consolidated financial statements. The Company has evaluated other recently issued accounting pronouncements and has concluded that the impact of recently issued standards that are not yet effective will not have a material impact on the Company's financial position or results of operations upon adoption. 3. Revenue The Company's revenue is generated through the sale of synthetic biology tools, such as synthetic genes, oligo pools, NGS tools, DNA libraries and biopharma services for antibody discovery, optimization and development ("Biopharma"). Contracts with customers are in the written form of a purchase order or a quotation, which outline the promised goods and the agreed upon price. Such orders may be accompanied by a Master Supply or Distribution Agreement that establishes the terms and conditions, rights of the parties, delivery terms, and pricing. The Company assesses collectability based on a number of factors, including past transaction history and creditworthiness of the customer. Synthetic genes, oligo pools, NGS tools, and DNA libraries The Company recognizes revenue when control of the products is transferred to the customer and at a transaction price that is determined based on the agreed upon rates in the applicable order or master supply agreement applied to the quantity of synthetic DNA that was manufactured and shipped to the customer. The transaction price is determined based on the agreed upon rates in the quotation, the purchase order, or the master supply agreements applied to the quantity of all the products that were manufactured and shipped to the customer. The Company's contracts may include one or more ordered products, and the shipment of these products comprises the performance obligation (s) under the contract. Accordingly, all of the transaction price, net of any discounts, is allocated to the performance obligation (s). The Company's sales are subject to Ex Works (as defined in Incoterms 2010) delivery terms and revenue, other than Biopharma revenue, is recorded at the point in time when products are picked up by the customer's freight forwarder, as the Company has determined that this is the point in time that control transfers to the customer. Therefore, upon shipment of the product, there are no remaining performance obligations. The Company's shipping and handling activities are performed before the customer obtains control of the goods and therefore are considered a fulfillment cost. Shipping and handling fees charged to our customers are recognized as product revenue in the period shipped and the related costs for providing these services are recorded as a cost of revenue. The Company has elected to exclude all sales and value added taxes from the measurement of the transaction price. The Company has not adjusted the transaction price for significant financing since the time period between the transfer of goods and payment is less than one year. The Company has elected the practical expedient to not disclose the consideration allocated to remaining performance obligations and an explanation of when those amounts are expected to be recognized as revenue since the duration of the contracts is less than one year. Biopharma The Company's Biopharma revenue primarily consists of research and development agreements with third parties that provide for up-front and milestone-based payments. The Company also enters into research and development agreements that do not include up-front or milestone-based payments and recognizes revenue on these types of agreements based on the timing of development activities. The Company's research and development agreements may include more than one performance obligation. At the inception of the agreement, the Company assesses whether each obligation represents a separate performance obligation or whether such obligations should be combined as a single performance obligation. The transaction price for each agreement is determined based on the amount of consideration the Company expects to be entitled to for satisfying all performance obligations within the agreement. The Company assesses the nature of the combined performance obligation to determine whether the combined performance obligation is satisfied over time or at a point in time and, if over time, the appropriate method of measuring progress for purposes of recognizing revenue. In agreements where the Company satisfies performance obligation(s) over time, the Company recognizes development revenue typically using an input method based on costs incurred relative to the total expected cost which determines the extent of progress toward completion. As part of the accounting for these arrangements, the Company must develop estimates and assumptions that require judgment to determine the transaction price and progress towards completion. The Company reviews its estimate of the transaction price and progress toward completion based on the best information available to recognize the cumulative progress toward completion as of the end of each reporting period and makes revisions to such estimates as necessary. Also, these research and development agreements may include license payments. The Company recognizes revenue from functional license agreements when the license is transferred to the customer and the customer is able to use and benefit from the license. A functional license has significant standalone functionality because it can be used as is for performing a specific task. Contract balances The following table summarizes our contract balances: September 30, (in thousands) 2024 2023 Contract assets (1) \$2,031A \$2,816A Contract liabilities (2) 1,312A 2,999A (1) consists of unbilled amounts primarily related to Biopharma contracts which consists of research and development agreements with third parties. (2) Generally results from receipt of advance payment before our performance related to Biopharma contracts. For the years ended September 30, 2024, 2023 and 2022 the Company recognized revenue of \$1.7 million, \$2.8 million and \$1.1 million, respectively, from the amount that was included in the contract liability balance at the beginning of each year. In addition, for all periods presented, there was no revenue recognized in a reporting period from performance obligations satisfied in previous periods. The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of September 30, 2024 was \$8.6 million. The Company expects to recognize revenue over the next twelve months relating to performance obligations unsatisfied as of September 30, 2024. Based on the nature of the Company's contracts with customers which are recognized over a term of less than 12 months, the Company has elected to use the practical expedient whereby costs to obtain a contract are expensed as they are incurred. The Company states its revenues net of any taxes collected from customers that are required to be remitted to various government agencies. The amount of taxes collected from customers and payable to governmental entities is included on the balance sheet as part of Accrued expenses and other current liabilities. Disaggregation of revenues The table below sets forth revenues by geographic region, based on ship-to destinations. Americas consists of the United States, Canada, Mexico and South America; EMEA consists of Europe, the Middle East, and Africa; and APAC consists of Japan, China, South Korea, India, Singapore, Malaysia and Australia. Year ended September 30, (in thousands) 2024 2023 2022 Americas \$193,884A \$151,263A \$122,473A EMEA \$92,567A \$71,389A \$62,078A APAC \$26,523A \$22,457A \$19,014A Total \$312,974A \$245,109A \$203,565A The table below sets forth revenues by products. Table of Contents Year ended September 30, (in thousands) 2024 2023 2022 Synthetic genes \$92,679A \$73,541A \$61,509A Oligo pools 16,906A 14,489A 12,424A DNA libraries 13,933A 10,201A 6,149A Antibody discovery 20,328A 23,172A 24,171A NGS tools 169,128A 123,706A 99,312A Total \$312,974A \$245,109A \$203,565A The table below sets forth revenues by industry. Year ended September 30, (in thousands) 2024 2023 2022 Industrial chemicals/materials \$83,472A \$59,321A \$57,940A Academic research 58,452A 45,847A 37,097A Healthcare 168,959A 137,148A 106,363A Food/agriculture 2,091A 2,793A 2,165A Total revenues \$312,974A \$245,109A \$203,565A Revenue from the United States represented 60%, 60% and 59% of the total revenue for the years ended September 30, 2024, 2023 and 2022, respectively. Customer concentration There are no major customers who accounted for 10% or more of the Company's revenue for the fiscal year ended September 30, 2024, September 30, 2023 and September 30, 2022. There were no major customers who accounted for 10% or more of the net accounts receivable as of September 30, 2024. There was one customer who accounted for 10% or more of the net accounts receivable as of September 30, 2023. 4. Cash, cash equivalent and investments Table of Contents The following table sets forth the cash and cash equivalents, and investments as of September 30, 2024: (in thousands) Amortized cost Gross unrealized gains Gross unrealized losses Fair value Cash \$26,458A \$ -A \$ -A \$26,458A Cash equivalents - money market funds 199,858A \$ -A \$ -A \$199,858A Total cash and cash equivalents \$226,316A \$ -A \$ -A \$226,316A Short-term investments: U.S. government treasury bills \$49,964A \$119A \$ -A \$50,083A Total short-term investments \$49,964A \$119A \$ -A \$50,083A Non-current assets - equity investment in privately held companies \$1,525A \$ -A \$ -A \$1,525A Total cash, cash equivalents and investments \$277,805A \$119A \$ -A \$277,924A The following table sets forth the cash and cash equivalents, and investments as of September 30, 2023: (in thousands) Amortized cost Gross unrealized gains Gross unrealized losses Fair value Cash \$40,816A \$ -A \$ -A \$40,816A Cash equivalents - money market funds 245,654A \$ -A \$ -A \$245,654A Total cash and cash equivalents \$286,470A \$ -A \$ -A \$286,470A Short-term investments: Corporate bonds \$14,918A \$ -A \$ (29)\$14,889A U.S. government treasury bills 35,111A \$ -A \$ (57)\$35,054A Total short-term investments \$50,029A \$ -A \$ (86)\$49,943A Non-current assets - equity investment in privately held companies 3,711A \$ -A \$ -A \$3,711A Total cash, cash equivalents and investments \$340,210A \$ -A \$ (86)\$340,124A During the years ended September 30, 2024, 2023 and 2022, gross realized gains and losses related to our short-term investments were not material. During the years ended September 30, 2024, 2023 and 2022, the Company did not recognize any credit losses. 5. Fair value measurement The Company determines the fair value of financial and non-financial assets and liabilities using the fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value: Level

1â€“Quoted prices in active markets for identical assets or liabilities.Level 2â€“Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.Level 3â€“Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considering counterparty credit risk in its assessment of fair value.76Table of ContentsAssets measured at fair value on a recurring basisAs of September 30, 2024, financial assets measured and recognized at fair value are as follows: (in thousands)Fair value Level 1Â Level 2Â Level 3Â Fair valueAssetsÂ \$199,858\$â€“\$â€“\$199,858U.S. government treasury bills50,083\$â€“\$â€“50,083Total financial assets\$249,941\$â€“\$â€“\$249,941As of September 30, 2023, financial assets measured and recognized at fair value are as follows:(in thousands)Level 1Level 2Level 3Fair valueAssetsÂ \$249,941\$245,654\$â€“\$â€“\$245,654 Corporate Bonds\$14,889\$â€“\$â€“\$14,889 U.S. government treasury bills35,054\$â€“\$â€“\$35,054 Total financial assets\$280,708\$14,889\$â€“\$295,597 Contractual maturities of short-term investments, as of September 30, 2024, were less than 12 months. The Company does not intend to sell the money market funds and short term investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost basis. As of September 30, 2024 and 2023, there are no financial liabilities measured and recognized at fair value. The following table provides a reconciliation of beginning and ending balances of the financial liabilities during the years ended September 30, 2023 and 2022:(in thousands)HoldbacksLevel 2Contingent consideration Level 3 Total fair valueBalance at September 30, 2022\$5,093\$2,100\$7,193 Change in fair value(3,326)(2,100)(5,426)Settlement(1,767)\$â€“(1,767)Balance at September 30, 2023\$â€“\$â€“\$â€“ In June 2023, the indemnity holdback period ended, and the Company issued 104,727 shares valued of its common stock at \$1.8Â million along with an immaterial cash payment for fractional shares to satisfy the indemnity holdback. The estimated fair value of the holdback liability decreased as a result of the change in the Company’s stock price between September 30, 2022 and the date of settlement of the holdback liability.At September 30, 2022, the contingent consideration liability in connection with the acquisition of Abx Biologics, Inc., a privately-held company providing in vivo antibody discovery services (â€“Adverisâ€“) was \$2.1Â million based on management’s determined that the revenue target for the calendar year 2022 was probable of being achieved. During the year September 30, 2023, management determined that the revenue target for the calendar year 2022 was not achieved, and therefore, a change in fair value of contingent consideration of \$2.1Â million was recognized, resulting in the extinguishment of the contingent consideration liability of \$2.1Â million.Assets and liabilities without readily determinable values measured on a non-recurring basisDuring 2021 and as amended in 2022, the Company entered into convertible promissory note agreements with a privately held company (â€“Borrowerâ€“) pursuant to which the Company agreed to loan to the Borrower \$3.5Â million in a series of loan installments, evidenced by a convertible promissory note having a maturity date of May 1, 2023 (â€“Convertible Noteâ€“). The 77Table of ContentsConvertible Note included an option to convert the Convertible note into the Borrower’s equity at the Borrower’s next round of equity financing, and accrued interest at a rate of 4% per annum. In April 2023, the Company exercised the option and the Borrower issued to the Company ordinary shares which represent a 15% equity interest. As of September 30, 2024, the Company’s equity investments were categorized as Level 3 within the fair value hierarchy. The equity investment held by the company is a VIE, but the Company is not the primary beneficiary. The Company does not have the power to direct the activities that most significantly impact the economic performance of the investee. The Company’s maximum exposure to loss from this VIE consists of equity investment of \$1.5Â million. Equity investments held by the Company lack readily determinable fair values and therefore the securities are measured at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or similar equity securities of the same issuer. The Company reviews the carrying value of its equity investments for impairment whenever events or changes in business circumstances indicate the carrying amount of such asset may not be fully recoverable. Impairments, if any, are based on the excess of the carrying amount over the recoverable amount of the asset. The Company recorded \$2.2Â million of impairments during the years ended September 30, 2024. There were no such impairments during the years ended September 30, 2023 and 2022. Changes in level 3 financial assets and liabilitiesThere were no transfers between Level 1, Level 2 and Level 3 in the periods presented. The following table provides a reconciliation of beginning and ending balances of the Level 3 financial assets and liabilities during the years ended September 30, 2024 and 2023:(in thousands)Contingent considerationEquity investmentsBalance as of September 30, 2022\$2,100\$3,711Â Change in fair value(2,100)\$â€“Additions during the year\$â€“\$â€“Balance as of September 30, 2023\$â€“\$3,711Â Additions during the year\$â€“\$â€“(2,186)Balance as of September 30, 2024\$â€“\$1,525 6.Balance sheet componentsInventoriesInventories consist of the following:September 30,(in thousands)Â 20242023Raw Materials\$17,316\$27,024 Work-in-process2,146\$1,113 Finished Goods\$4,616\$3,926 \$24,078\$32,063 There is no consigned inventory balance as of September 30, 2024 and 2023. Property and Equipment, netProperty and Equipment, net consists of the following:78Table of ContentsSeptember 30,(in thousands)Â 20242023Laboratory equipment\$99,528\$104,508 Furniture, fixtures and other equipment2,944\$3,484 Vehicles211\$85 Computer equipment\$3,249\$3,103 Computer software10,095\$5,507 Leasehold improvements\$7,448\$57,271 Construction in progress\$4,688\$8,528 \$178,163\$182,486 Less: Accumulated depreciation and amortization(75,643) (50,656)\$102,520\$131,830 Construction in progress mainly represents equipment costs and internal use software development costs. For the year ended September 30, 2024 and 2023 the total depreciation and amortization expense was \$27.3 million and \$24.1 million, respectively. During the years ended September 30, 2024 and 2023, the Company recognized impairment of property and equipment of \$44.9 million and \$6.8 million, respectively. See Note 15 for details.The net book value of capitalized computer software held for internal use included in property and equipment, net were \$5.2 million and \$3.2 million as of September 30, 2024 and 2023, respectively. For the year ended September 30, 2024 and 2023, the amortization expense of capitalized computer software held for internal use was \$2.6 million and \$0.9 million, respectively. Property and equipment, net located in the United States were \$102.3 million and \$131.2 million as of September 30, 2024 and 2023, respectively. Property and equipment, net located outside of the United States were \$0.2 million and \$0.6 million as of September 30, 2024 and 2023, respectively.Other current liabilitiesOther current liabilities consist of the following:September 30,(in thousands)Â 20242023Income and other taxes payable\$2,725\$4,374 Contract liabilities2,132,990Other current liabilities961430\$5,817 \$7,803 7.Goodwill and intangible assetsTotal amortization expense related to intangible assets was \$4.1 million, \$5.3 million, and \$4.9 million for the years ended September 30, 2024, 2023 and 2022, respectively. The goodwill balance is presented below:(in thousands)September 30,20242023Balance at beginning of year\$5,811\$5,811 Balance at end of year \$5,811\$5,811 The finite-lived intangible assets balances are presented below:79Table of ContentsSeptember 30, 2024(in thousands, except for years)Weighted averageAmortization period in yearsGross carrying amountImpairmentAccumulated amortizationNet book valueDeveloped Technology17\$50,020 \$ (25,198) \$(10,344) \$14,478 Customer Relationships\$15,210 \$ (10,541) \$(4,669) \$â€“ Tradenames & Trademarks\$900 (125) (775) \$â€“ Total finite-lived intangible assets\$66,130 \$ (35,864) \$(15,788) \$14,478 September 30, 2023(in thousands, except for years)Weighted averageAmortization period in yearsGross carrying amountAccumulated amortizationNet book valueDeveloped Technology15\$50,020 \$ (7,636) \$42,384 Customer Relationships11\$15,210 \$(3,461) \$11,749 Tradenames & Trademarks3900(550)350 Total finite-lived intangible assets\$66,130 \$ (11,647) \$54,483 Future annual amortization expense is as follows (in thousands):Years ending September 30, 2025\$1,053Â 20261,053Â 20271,053Â 20281,053Â 20291,053Â Thereafter9,213 \$14,478 8.LeasesThe Company leases certain of its facilities under non-cancellable operating leases expiring at various dates through 2044. The Company is also responsible for utilities, maintenance, insurance, and property taxes under these leases. Our lease payments consist primarily of fixed rental payments for the right to use the underlying leased assets over the lease terms, as well as payments for common-area-maintenance and administrative services. We often receive customary incentives from our landlords, such as reimbursements for tenant improvements and rent abatement periods, which effectively reduce the total lease payments owed for these leases. Leases are classified as operating or financing at commencement. We do not have any material financing leases.Certain leases include options to renew or terminate at the Company’s discretion. The lease terms include periods covered by these options if it is reasonably certain the Company will renew or not terminate. The Company’s lease agreements do not contain any material residual value guarantees or restrictive covenants.80Table of ContentsOn May 30, 2023, Abveris, the Company’s subsidiary, entered into an amendment to its existing lease agreement for approximately 17,200 square-feet primarily consisting of two additional spaces located in Quincy, Massachusetts, to further expand operations. The term of the lease for both spaces ends on August 31, 2032. The Company has two options to extend the term for five years. The Company does not have reasonable certainty that these options will be exercised. Upon execution of the lease agreement, the Company provided the landlord an additional approximate \$0.5 million irrevocable letter of credit as a security deposit. The annual base rent for premises A will increase by 2.0% each year for the first two years and then 2.75% for each year thereafter plus certain operating expenses. The annual base rent for premises B will increase by 2.75% each year, plus certain operating expenses. The Company has the right to sublease the facility, subject to landlord consent. The premises A and B lease commenced in June 2023 and August 2023, respectively. As of the lease commencement dates, the total future minimum lease payments under the agreement was \$8.6 million. The following table presents the Company’s right-of-use assets and lease liabilities related to the Company’s operating leases as of September 30, 2024 and 2023 as follows:September 30,(in thousands)20242023Assets:Operating lease right-of-use assets\$58,829 \$71,531 Current liabilities:Current portion of operating lease liabilities\$14,805 \$14,896 Noncurrent liabilities:Operating lease liabilities, net of current portions\$70,173 \$79,173 Future minimum lease payments under all non-cancelable operating leases as of September 30, 2024 are as follows:(in thousands)Operating leasesYears ending September 30, 2025\$14,814 202613,885 202713,885 20288,471 20296,609 Thereafter81,405 Total minimum lease payments\$133,555 Less: imputed interest(48,529) Total operating lease liabilities\$85,026 Less: current portion(24,785) Operating lease liabilities, net of current portions\$70,221 The components of lease expense and supplemental information were as follows: September 30,(in thousands except years and percentage)20242023Operating lease costs\$15,637 \$16,182 Variable lease costs7,724 \$6,194 Weighted-average remaining lease term (in years) - operating leases15.21 years15.37 yearsWeighted-average discount rate - operating leases6.52% %6.54% %Supplemental cash flow information related to leases are as follows:81Table of ContentsSeptember 30, (in thousands)20242023Cash payments included in the measurement of operating lease liabilities\$14,707 \$14,604 9.Commitments and contingenciesLegal ProceedingsThe Company may be subject to litigation, claims and disputes in the ordinary course of business. Certain significant matters are described below. We recognize accruals for matters to the extent that we conclude that a loss is both probable and reasonably estimable. If we determine that a material loss is reasonably possible and the loss or range of loss can be estimated, we disclose the possible loss.Securities Class ActionOn December 12, 2022, a putative securities class action lawsuit captioned Peters v. Twist Bioscience Corporation, et al., Case No. 22-cv-08168 (N.D. Cal.) (â€“Securities Class Actionâ€“) was filed in federal court in the Northern District of California (â€“Courtâ€“) against the Company, its Chief Executive Officer, and its Chief Financial Officer (the â€“Defendantsâ€“) alleging violations of federal securities laws. The Securities Class Action’s claims are based in large part on allegations made in a report issued on November 15, 2022 by Scorpion Capital (â€“Scorpion Reportâ€“) concerning, among other things, the Company’s DNA chip technology and accounting practices. The initial complaint filed in the Securities Class Action alleges that various statements that the defendants made between December 13, 2019 and November 14, 2022 were materially false and misleading in light of the allegations in the Scorpion Report. The plaintiff who initiated the lawsuit sought to represent a class of shareholders who acquired shares of the Company’s common stock between December 13, 2019 and November 14, 2022 and sought damages as well as certain other costs. On July 28, 2023, the Court appointed a new plaintiff, not the original plaintiff who filed the case, as lead plaintiff in the case and appointed a new law firm as lead counsel. On October 11, 2023, the lead plaintiff filed an amended complaint. The amended complaint is purportedly brought on behalf of all persons other than the Defendants who acquired the Company’s securities between December 20, 2018 and November 15, 2022. The amended complaint alleges that certain statements regarding, among other things, the Company’s DNA products and accounting practices were false and misleading.This case remains in the preliminary stage. Given the inherent uncertainty of litigation and the legal standards that must be met, including class certification and success on the merits, the Company cannot express an opinion on the likelihood of an unfavorable outcome or on the amount or range of any potential loss. The Company and the other defendants intend to vigorously defend themselves against the claims asserted against them and filed a motion to dismiss the amended complaint on December 6, 2023. A hearing on the motion to dismiss was held on November 13, 2024 and the Company is now awaiting the judge’s decision.Derivative ActionOn September 25, 2023, a shareholder derivative suit captioned Shumacher vs. Leproust et al., No. 1:23-cv-01048-UNA, was filed in the United States District Court for the District of Delaware against directors of the Company and an employee (the â€“Derivative Actionâ€“). The suit is based on substantially the same allegations in the Securities Class Action and seeks to recover, on behalf of the Company, damages to the Company arising from, among other things, the Securities Class Action. On November 13, 2023, the parties to the Derivative Action entered into a stipulation staying the Derivative Action pending resolution of the anticipated motion to dismiss the defendants have filed in the Securities Class Action.IndemnificationsIn the ordinary course of business, the Company enters into agreements that may include indemnification provisions. Pursuant to such agreements, the Company may indemnify, hold harmless and defend the indemnified parties for losses suffered or incurred by the indemnified party. Some of the provisions will limit losses to those arising from third-party actions. In some cases, the indemnification will continue after the termination of the agreement. The maximum potential amount of future payments the Company could be required to make under these provisions is not determinable. To date, the Company has not incurred material costs to defend lawsuits or settle claims related to these indemnification provisions. From time to time, the Company has entered into indemnification agreements with its directors and officers that requires it to indemnify its directors and officers against liabilities that may arise by reason of their status or service as directors or officers to the fullest extent permitted by law. The Company also has directors’ and officers’ insurance.82Table of Contents10.Related party transactionsDuring the years ended September 30, 2024, 2023 and 2022, the Company purchased raw materials from related parties in the amount of \$4.4 million, \$6.8 million and \$8.0 million, respectively. During the years ended September 30, 2024, 2023 and 2022, the Company recognized revenues from the related parties in the amount of \$12.1 million, \$5.9 million and \$3.5 million, respectively. Payable balances with the related parties were immaterial as of September 30, 2024, 2023 and 2022. Receivable balances with the related parties were \$0.5 million and \$1.7 million as of September 30, 2024 and 2023, respectively. 11.Income taxesThe Company recorded income tax expense of \$0.6 million and \$1.2 million for the years ended September 30, 2024 and 2023, respectively. The Company recorded an income tax benefit of \$10.4 million for the year ended September 30, 2022. The domestic and foreign components of pre-tax loss for the years ended September 30, 2024, 2023, and 2022 are as follows:Year ended September 30, (in thousands)202420232022US\$(209,545)\$(205,389)\$(231,659) Foreign1,379\$1,923\$3,385 Total\$(208,166)\$(203,466)\$(228,274)The components of the income tax expense for the years ended September 30, 2024, 2023, and 2022 are as follows:Year ended September 30, (in thousands)202420232022CurrentÂ Â Federal\$â€“\$â€“\$â€“ State20\$9Â (1) Foreign540\$1,143\$767 Total current\$560\$1,152\$766 DeferredFederal\$â€“\$â€“\$â€“ State\$â€“(9,765) State\$â€“(1,412) Foreign\$â€“(1,412) Total deferred\$â€“\$â€“\$â€“(11,177) Total provision (benefit) \$560\$1,152\$ (10,411) The following is a reconciliation of the statutory federal income tax rate to the Company’s effective tax rate for the years ended September 30, 2024, 2023, and 2022:83Table of ContentsYear endedSeptember 30, 202420232022Tax expense computed at the federal statutory rate21% 21% 21% Change in valuation allowance(22)%(25)%(13)% Research and development credit benefit33% 5% 4% Business combination \$â€“\$â€“(4)% Stock-based compensation(1)%(1)%(1)% Change in fair value of contingent consideration and holdbacks \$â€“% 1% 1% Gain on deconsolidation of variable interest entity\$â€“\$â€“(1)% Others(1)%(2)% \$â€“% Total income tax expense\$â€“(1)% 5% The significant components of the Company’s deferred tax assets and liabilities are as follows for the years ended September 30, 2024, and 2023:September 30, (in thousands)20242023Net operating loss carryforwards\$226,959 \$209,338 Research and development credit carryforwards\$59,578 \$49,454 Capitalized research and development 43,232 \$30,599 Operating lease liability21,377 \$22,921 Stock-based compensation 13,384 \$13,858 Other14,310 \$8,107 Gross deferred tax assets\$378,840 \$334,277 Less: Valuation allowance(360,594) (302,381) Net deferred tax assets\$18,246 \$31,896 Fixed assets\$â€“ \$ (1,363) Operating lease right-of-use asset(14,786) (17,417) Intangible assets(3,460) (13,116) Gross deferred tax liabilities\$(18,246) \$(31,896) Total net deferred tax assets\$â€“ \$â€“ Based on the available objective evidence, management believes it is more likely than not that the deferred tax assets will not be fully realized. Accordingly, the Company has provided a full valuation allowance against its deferred tax assets at September 30, 2024 and 2023. The valuation allowance was \$360.6 million and \$302.4 million as of September 30, 2024 and 2023, respectively. The change in the valuation allowance was mainly due to an increase in the net operating loss, research and

development credits and capitalized research and development during the fiscal year 2024. The Company intends to continue maintaining a full valuation allowance on the Company's deferred tax assets until there is sufficient evidence to support the reversal of all or some portion of the allowance. The release of all, or a portion, of the valuation allowance would result in the recognition of certain deferred tax assets and a decrease to income tax expense for the period the release is recorded. As of September 30, 2024, the Company had net operating loss carryforwards of approximately \$903.1 million and \$588.4 million available to reduce future taxable income, if any, for federal and state income tax purposes, respectively. Of the total federal net operating loss carryforwards, \$702.0 million never expires and the remaining carryforwards of \$201.1 million expire at various dates beginning in 2032 through 2038. Of the total state net operating loss carryforwards, the California State tax loss carryforwards of \$29.7 million begin to expire in 2033 and the remaining carryforwards of \$293.6 million for other states begin to expire at various dates beginning 2025 and beyond. The Company also had federal and state research and development credit carryforwards of approximately \$51.0 million and \$34.4 million, respectively, at September 30, 2024. The federal credits will expire starting in 2033 if not utilized. The California research and development credits have no expiration date. Utilization of the net operating losses and tax credits is subject to annual limitation due to the ownership change limitations provided by the Internal Revenue Code and similar state provisions. Such annual limitations may result in the expiration of the net operating losses and tax credits before utilization. The provisions of ASC 740-10, Accounting for Uncertainty in Income Taxes, prescribe a comprehensive model for the recognition, measurement, and presentation and disclosure in financial statements of any uncertain tax positions that have been taken or expected to be taken on a tax return. The Company has identified uncertain tax positions related to federal and state research and development credits and foreign jurisdictions. The aggregate changes in the balance of gross unrecognized tax benefits are as follows: (in thousands) Federal and state Balance as of September 30, 2021 \$7,437.4 Increases related to tax positions taken during 2022 \$5,082.4 Increases related to tax positions taken in the prior year \$64.4 Balance as of September 30, 2022 \$13,383.4 Increases related to tax positions taken during 2023 \$5,043.4 Increases related to tax positions taken in the prior year \$759.4 Balance as of September 30, 2023 \$19,185.4 Increases related to tax positions taken during 2024 \$3,354.4 decreases related to tax positions taken in the prior year (127) Balance as of September 30, 2024 \$22,412.4 The Company does not expect a material change in unrecognized tax benefits in the next twelve months. As of September 30, 2024 and 2023, approximately \$0.4 million and \$0.4 million of unrecognized tax benefit would, if recognized, impact the Company's effective income tax rate, respectively. It is the Company's policy to include penalties and interest expense related to income taxes as a component of other expense and interest expense, respectively, as necessary. The Company's management determined that no accrual for interest and penalties was required as of September 30, 2024 and 2023. The Company's files federal and state income tax returns with varying statutes of limitations. All tax years remain open to examination due to the carryover of net operating losses or tax credits. The Company currently has no federal or state tax examinations in progress. In fiscal year 2022, the Company began recognizing an additional component of total Federal tax expense, the tax on Global Intangible Low-Taxed Income (GILTI) provision of the Tax Act, which became applicable to the Company in fiscal year 2022. The Company elected to account for GILTI as a period cost, and therefore included GILTI expense in the effective tax rate calculation. This provision did not have a material effect on the effective tax rate for the years ended September 30, 2024, 2023 and 2022. Common stock As of September 30, 2024, the Company had reserved sufficient shares of common stock with a par value of \$0.00001 per share for issuance upon exercise of outstanding stock options. Each share of common stock is entitled to one vote. The holders of shares of common stock are also entitled to receive dividends whenever funds are legally available and when declared by the board of directors. In February 2022, the Company completed an underwritten public offering of 5,227,272 shares of its common stock at a price to the public of \$55.00 per share, including the full exercise of underwriters' option to purchase an additional 681,818 shares of common stock. The Company received total net proceeds from the offering of \$269.84 million, net of underwriting discounts and commissions and offering expenses. 13. Stock-based compensation 2018 Equity Incentive Plan Table of Contents On September 26, 2018, the board of directors adopted the 2018 Equity Incentive Plan (the 2018 Plan) as a successor to the 2013 Stock Plan (the 2013 Plan). The maximum aggregate number of shares that may be issued under the 2018 Plan is 6,856,405 of the Company's common stock. The number of shares reserved for issuance under the 2018 Plan will be increased automatically on the first day of each fiscal year, following the fiscal year in which the 2018 Plan became effective, by a number equal to the least of 999,900, 4% of the shares of common stock outstanding at that time, or such number of shares determined by the Company's board of directors. The common shares issuable under the 2018 Plan are registered pursuant to a registration statement on Form S-8 on November 1, 2018. Inducement Equity Incentive Plan On August 22, 2023, the board of directors adopted an inducement equity incentive plan (the "Inducement Plan"). The maximum aggregate number of shares that may be issued under the Inducement Plan is 700,000 of the Company's common stock. The Inducement Plan permits the grant of non-statutory stock options, restricted stock, restricted stock units, stock appreciation rights, performance units and performance shares. The shares issuable under the Inducement Plan are registered pursuant to a registration statement on Form S-8 filed with the Securities and Exchange Commission on August 25, 2023. As of September 30, 2024, a total of 1,618,728 shares of the Company's common stock have been reserved for issuance under the 2018 Plan and the Inducement Plan. Any shares subject to outstanding awards under the 2013 Plan that are canceled or repurchased subsequent to the 2018 Plan's effective date are returned to the pool of shares reserved for issuance under the 2018 Plan. Awards granted under the 2018 Plan may be non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, and performance units. A Restricted Stock Unit Restricted stock consists of restricted stock unit awards (RSUs) which have been granted to employees and non-employee directors. The value of an RSU award is based on the Company's stock price on the date of grant. Employee grants generally vest over four years and non-employee director grants generally vest over one year. Forfeitures of RSUs are recognized as they occur. The shares underlying the RSU awards are not issued until the RSUs vest. Upon vesting, each RSU converts into one share of the Company's common stock. Activity with respect to the Company's restricted stock units during the year ended September 30, 2024 is as follows: (in thousands, except per share data) Shares Weighted average grant date fair value per share Nonvested shares at September 30, 2023 1,620 \$40.73 Granted 1,523 \$28.01 Vested/Issued (786) 39.39 Forfeited (393) 37.29 Nonvested shares at September 30, 2024 1,964 \$32.13 As of September 30, 2024, there was \$55.9 million of total unrecognized compensation cost related to these issuances that is expected to be recognized over a weighted average period of 2.5 years. The total grant date fair value of RSUs awarded during the year ended September 30, 2024, 2023 and 2022 were \$42.74 million, \$32.24 million and \$96.24 million, respectively. The total grant date fair value of RSUs vested during the year ended September 30, 2024, 2023 and 2022 were \$31.04 million, \$33.74 million and \$27.14 million, respectively. Performance Stock Units Performance stock unit awards (PSUs) granted to Company executives will vest upon achievement of multiple year revenue, gross profit and cash balance metrics as determined by the board of directors, and to certain non-employee consultants will vest upon achievement of operational milestones. Stock compensation expense for PSUs is recorded over the vesting period based on the grant date fair value of the awards and probability of the achievement of specified performance targets. The grant date fair value is equal to the closing share price of the Company's common stock on the date of grant. For Company executives, PSUs generally vest over a two to three-year service period following the grant date, provided that the recipient is a Company employee at the time of vesting and the performance targets applicable to each award are achieved. For non-employees, PSUs generally vest over a one to three-year service period following the grant date, provided that the performance targets applicable to each award are achieved. The percentage of PSUs that vest will depend on the achievement of specified performance targets at the end of the performance period and can range from 0% to 150% of the number of units granted. Any PSUs that are unvested at the end of the performance period are forfeited. Forfeitures of PSUs are recognized as they occur. Activity under the PSUs during the year ended September 30, 2024 is summarized below: (in thousands, except per share data) Shares Weighted average grant date fair value per share Nonvested shares at September 30, 2023 932 \$36.82 Granted 617 \$18.71 Vested/Issued (87) 79.66 Forfeited (296) 25.19 Nonvested shares at September 30, 2024 1,664 \$27.01 As of September 30, 2024, the unrecognized compensation costs related to these awards was \$9.54 million, based on the maximum achievement of the performance targets. The Company expects to recognize those costs over a weighted average period of 1.4 years. The total grant date fair value of PSUs awarded during the year ended September 30, 2024, 2023 and 2022 were \$11.5 million, \$21.24 million and \$49.04 million, respectively. The total grant date fair value of PSUs vested during the year ended September 30, 2024, 2023 and 2022 were \$6.94 million, \$1.84 million and \$0.54 million, respectively. Options Options are generally granted to employees and were granted to non-employee directors until fiscal year 2022. Stock options entitle the holder to purchase, at the end of the vesting term, a specified number of shares of Company common stock at an exercise price per share equal to the closing market price of the common stock on the date of grant. Stock options have a contractual life from the date of the grant and a vesting schedule as established by the board of directors. The maximum term of stock options granted under the 2018 Plan is 10 years and the awards generally vest over a four-year period. Forfeitures of options are recognized as they occur. The fair value of each services based stock option grant is estimated on the date of grant using the Black-Scholes option-pricing model. The Company historically had been a private company and lacked company-specific historical and implied volatility information for its stock. Therefore, it estimated its expected stock price volatility based on the historical volatility of publicly traded peer companies and utilized the simplified method for awards that qualify as vanilla options. As determined under the simplified method, the expected term of stock options granted is calculated based on contractual and vesting terms of the option award, the risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect at the time of grant of the award for time periods approximately equal to the expected term of the award and the expected dividend yield is zero based on the fact that the Company has never paid cash dividends on common stock and does not expect to pay any cash dividends in the foreseeable future. Options activity during the year ended September 30, 2024 is summarized below: (in thousands, except per share data) Shares Weighted average exercise price per share Weighted average remaining contractual term (years) Aggregate intrinsic value Outstanding at September 30, 2023 1,195 \$24.18 5.25 \$6.71 Forfeited (116) 38.41 Exercised (384) 18.50 \$9.20 Outstanding at September 30, 2024 619 \$24.51 4.27 \$36.79 Nonvested at September 30, 2024 310 \$6.94 Exercisable at September 30, 2024 616 \$24.35 4.27 \$36.79 As of September 30, 2024, the unrecognized compensation costs related to these awards was \$0.2 million. The Company expects to recognize those costs over a weighted average period of 1.0 years. The Company did not grant any options during the year ended September 30, 2024 and 2023. The total grant date fair value of stock options awarded during the year ended September 30, 2022 was \$15.8 million. The aggregate intrinsic value of stock options exercised during the year ended September 30, 2023 and 2022 were \$1.14 million and \$31.94 million, respectively. The fair value of options granted during the year ended September 30, 2022 were calculated using the weighted average assumptions set forth below: Year ended September 30, 2022 Expected term (years) 6.0 Expected volatility 70.74 % Risk-free interest rate 1.44 % Dividend yield 4.40 % Performance Stock Options On September 1, 2020, the board of directors approved the implementation of a revised annual equity award program for executive officers, senior level employees and consultants to be granted as performance-based stock options ("PSOs") under the 2018 Plan. The PSOs issued to executive officers and senior level employees vested in prior years. The number of PSOs ultimately earned under the awards to a consultant is calculated based on the achievement of certain operational milestones. The maximum term of performance stock options granted under the 2018 Plan is 10 years for both employees and non-employees. The awards generally vest over a two-year period for executive officers and senior level employees. Awards to non-employees generally vest over a five-year period. The provisions of the PSO are considered a performance condition, and the effects of that performance condition are not reflected in the grant date fair value of the awards. The Company used the Black-Scholes method to calculate the fair value at the grant date without regard to the vesting condition and will recognize compensation cost for the options that are expected to vest. Forfeitures of PSOs are recognized as they occur. The Company reassesses the probability of the performance condition at each reporting period and adjusts the compensation cost based on the probability assessment. As of September 30, 2024, the Company determined that 30,000 shares are expected to vest based on the probability of the performance condition that will be achieved under this equity award program. Activity under the PSOs during the year ended September 30, 2024 is summarized below: (in thousands, except per share data) Shares Weighted average exercise price per share Weighted average remaining contractual term (years) Aggregate intrinsic value Outstanding at September 30, 2023 289 \$60.82 7.37 \$4.10 Forfeited (17) 77.10 Outstanding at September 30, 2024 272 \$59.83 6.39 \$1,042.4 Nonvested at September 30, 2024 30 \$31.29 7.57 \$41.7 Exercisable at September 30, 2024 242 \$63.36 6.24 \$625.4 As of September 30, 2024, the unrecognized compensation costs related to these awards was \$0.1 million. The Company expects to recognize those costs over a weighted average period of 0.6 years. The Company did not grant any PSOs during the year ended September 30, 2024 and 2023. The total grant date fair value of PSOs awarded during the year ended September 30, 2022 was \$1.54 million. The fair values of PSOs granted during the year ended September 30, 2022 were calculated using the weighted average assumptions set forth below: 88 Table of Contents Year ended September 30, 2022 Expected term (years) 5.9 Expected volatility 70.9 % Risk-free interest rate 2.8 % Dividend yield 4.40 % Stock-based compensation Total stock-based compensation expense recognized were as follows: Year ended September 30, (in thousands) 2024 2023 2022 Cost of revenues \$4,012.4 \$4,562.4 \$4,587.4 Research and development 11,199.3 9,441.9 5,411.9 Selling, general and administrative 35,714.1 7,725.4 9,052.4 Total stock-based compensation \$50,925.4 \$30,278.4 \$79,033.4 An immaterial amount of stock-based compensation expense was capitalized to inventories attributable to employees who support the manufacturing of the Company's products for the years ended September 30, 2024 and 2023. The balance sheet as of September 30, 2024 and 2023 includes \$1.34 million and \$1.24 million, respectively, of stock-based compensation primarily related to implementation of the Company's lab production software system and order management system, which was capitalized in property and equipment. The total amount of share-based liabilities settled was \$5.94 million for the year ended September 30, 2023. The settlement of the liabilities related to the issuance of contingent consideration and indemnity holdbacks associated with Averbis and iGenomX acquisition. 2018 Employee Stock Purchase Plan On September 26, 2018, the board of directors adopted the 2018 Employee Stock Purchase Plan (the 2018 ESPP). A total of 275,225 shares of the Company's common stock have been reserved for issuance under the 2018 ESPP. The number of shares reserved for issuance under the 2018 ESPP will be increased automatically on the first day of each fiscal year, following the fiscal year in which the 2018 ESPP becomes effective, by a number equal to the least of 249,470 shares, 1% of the shares of common stock outstanding at that time, or such number of shares determined by the Company's board of directors. The number of shares reserved for issuance as at September 30, 2024 is as follows: (in thousands) Shares available Outstanding at September 30, 2023 539,441 Additional shares authorized 249 Shares issued during the period (177) Outstanding at September 30, 2024 611 Subject to any plan limitations, the 2018 ESPP allows eligible service providers (through qualified and non-qualified offerings) to contribute, normally through payroll deductions, up to 15% of their earnings for the purchase of the Company's common stock at a discounted price per share. The offering periods are beginning in February and August of each year, except the initial offering period which commenced with the initial public offering in October 2018 and ended on August 20, 2019. The common shares issuable under the 2018 ESPP were registered pursuant to a registration statement on Form S-8 on November 26, 2018. Unless otherwise determined by the board of directors, the Company's common stock will be purchased for the accounts of employees participating in the 2018 ESPP at a price per share that is the lesser of 85% of the fair market value of the Company's common stock on the first trading day of the offering period, which for the initial offering period is the price at 89 Table of Contents which shares of the Company's common stock were first sold to the public, or 85% of the fair market value of the Company's common stock on the last trading day of the offering period. During the years ended September 30, 2024, the Company recorded \$1.64 million expense related to the 2018 ESPP. During the years ended September 30, 2023 and 2022 activity under the 2018 ESPP was immaterial. 401(k) Savings Plan During 2018, the Company adopted a 401(k) savings plan for the benefit of its employees. In January 2022, the Company modified its plan to include an employer matching contribution. The Company is required to make matching contributions to the 401(k) plan equal to 50% of the first 6% of wages deferred by each participating employee. For the year ended September 30, 2024 and 2023, the Company incurred expenses for employer matching contributions of \$2.6 million and \$2.8 million, respectively. Averbis Acquisition On December 1, 2021, the Company completed the acquisition of Averbis and granted certain equity awards to new employees. These equity awards included up to 231,876 restricted shares of the Company's common stock which are issuable based on achievement of the 2023 calendar revenue target, which had an aggregate grant date fair value of \$20.14 million. In addition, all employees must remain employed through the payout date, and certain employees have an additional vesting period of up to two years from the acquisition date. The vesting upon achievement of the 2023 calendar revenue target is considered a performance condition, and the effects of that performance condition are not reflected in the grant date fair value of the awards. The Company used the stock price as of December 1, 2021 for the fair value of restricted shares. At September 30, 2022, management determined that the performance condition relating to these awards was probable of being achieved, and cumulative stock-based compensation expense of \$9.9 million was recognized during the year ended September 30, 2022. At December 31, 2022, management determined that the performance condition was not achieved, and therefore the cumulative stock-based compensation expense

recognized to date was reversed, resulting in a reduction of stock compensation expense of \$9.9 million in the three months ended December 31, 2022. 14.Net loss per share attributable to common stockholdersThe following table sets forth the computation of the Company's basic and diluted net loss per share attributable to common stockholders:Year ended September 30, (in thousands, except per share data)202420232022Numerator: A A A Net loss attributable to common stockholders\$(208,726)\$(204,618)\$(217,863)Denominator:Weighted-average shares used in computing net loss per share, basic and diluted58,01656,88553,885Net loss per share attributable to common stockholders, basic and diluted\$(3.60)\$(3.60)\$(4.04)The potentially dilutive common shares that were excluded from the calculation of diluted net loss per share because their effect would have been antidilutive for the periods presented are as follows:Year ended September 30, (in thousands)202420232022Shares subject to options to purchase common stock1,8912,4082,765Unvested restricted stock units and performance stock units 3,13025522095Shares subject to employee stock purchase plan6911897Total5,0905,0784,95790Table of Contents15.Impairment of long-lived assets On June 30, 2024, the Company identified an impairment indicator with respect to an asset group associated with our antibody discovery services product line (the "Biopharma asset group") due to lower than forecasted revenues. Therefore, the Company performed a recoverability test of long-lived assets by comparing the Biopharma asset group's net book value to its future undiscounted net cash flows. The Company concluded that the carrying value of the Biopharma asset group was not recoverable as it exceeded the future undiscounted cash flows the assets are expected to generate from their use and eventual disposition. To measure the impairment loss, the Company estimated the fair value of the Biopharma asset group by applying a discounted cash flow method. In applying the discounted cash flow method, the Company made certain estimates and assumptions including, among others, the level and timing of revenues, operating expenses, working capital and discount rate. The Company used a discount rate of approximately 14%, which considers the inherent risks associated with the Biopharma asset group. The allocated impairment loss to any individual long-lived asset within the long-lived asset group cannot reduce the carrying amount of that long-lived asset below its fair value. Accordingly, the Company determined the fair value of the long-lived assets within the Biopharma asset group based on their highest and best use. These assets include intangible assets, property and equipment, and right-of-use assets. The Company estimated the fair value of the developed technology intangible asset and the customer relationships intangible asset using an excess earnings model (income approach). The Company estimated the fair value of the trade name intangible asset using a relief from royalty approach. In applying these valuation methods to the intangible assets, the Company made certain estimates and assumptions including the level and timing of expected cash flows and discount rate, which is consistent with the 14% discount rate noted above. The Company determined the fair value of property and equipment based on a market approach. The Company determined the fair value of the lease right-of-use assets by applying a present value technique to the estimated market rate rental cash flows. Assumptions used to determine the fair values of certain lease right-of-use assets included estimated market rent and the discount rate. These fair value measurements were based on significant inputs not observable in the market and thus represent a Level 3 measurement. The Company believes the level and timing of expected future cash flows appropriately reflects market participant assumptions.As a result of allocating the impairment, the Company recorded the following impairment charges, which are included in the impairment of long-lived assets for our consolidated statements of operations and comprehensive loss for the year ended September 30, 2024:Year ended September 30, (in thousands)202420232022Property and equipment \$9,066\$6,785\$6 A Finite-lived intangible assets 35,864\$6 A A Totals\$44,930\$6,785\$6 A During the year ended September 30, 2023, the Company recognized impairment of property and equipment. See note 16, 2023 Restructuring and other costs. 16.2023 Restructuring and other costs On May 3, 2023, the Company's Board of Directors approved a strategic restructuring plan to reduce costs, build a leaner organization and increase operating efficiencies. The restructuring plan included a reduction in force which affected approximately 270 employees worldwide, representing approximately 25% of the Company's total workforce. The majority of these employees separated from the Company by September 30, 2023. The reduction in force is subject to local regulatory requirements. Furthermore, as part of the plan the Company removed the duplication of synthetic biology production across its South San Francisco, California and Wilsonville, Oregon facilities. The plan was implemented beginning in May 2023 and was substantially completed by the end of fiscal year 2023. The Company recognized cumulative pre-tax restructuring \$12.7 million and other costs of approximately \$3.5 million in the fiscal year ended September 30, 2023, consisting of costs associated with employee severance and related benefits, asset impairments and other associated costs. The Company incurred immaterial employee severance and benefits expenses for year ended September 30, 2024. Restructuring and other costs and losses on disposal of property and equipment, which was accounted in accordance with ASC 360, Impairment of Long-Lived Assets are presented in the table below:91Table of ContentsYear ended September 30, (in thousands)20242023Restructuring and other costs:Severance and related benefit costs\$8,467\$4 Other associated costs (1)917\$9,384 Impairment of long-lived assets:Asset impairments (2)6,785\$16,169(1) Related primarily to costs associated with transferring assets between labs and professional service assistance related to the restructuring.(2) Related to write-off of lab equipment \$3.7 million and leasehold improvements for decommissioned labs \$1.8 million and computer software \$1.3 million.The following table shows the accrual activity and payments relating to cash-based restructuring costs for the year ended September 30, 2023:(in thousands)Severance and related benefit costsOther associated costsTotalCosts\$8,467\$917\$9,384 Payments(7,950)(917)(8,867)Balance as of September 30, 2023\$517\$6 A \$517\$6 A As of September 30, 2023, \$0.5 million of severance and related benefit costs is included in accrued compensation in the consolidated balance sheets. As of September 30, 2024, no severance and related benefit costs is included in accrued compensation in the consolidated balance sheets. 17.Subsequent EventsOn October 21, 2024, the Company executed the Royalty Purchase Agreement ("RPA") with XOMA (US) LLC. ("XOMA Royalty"). Under the RPA, XOMA Royalty provided Twist Bioscience an upfront payment of \$15.0A million in cash in exchange for the right to receive all of the future potential milestone and royalty payments resulting from existing antibody discovery and biopharma services agreements between the Company and its customers. * * * *92Table of ContentsItem 9. A A A A A Changes in and disagreements with accountants on accounting and financial disclosureNone.Item 9A. A A A A Controls and ProceduresEvaluation of disclosure controls and proceduresUnder the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of September 30, 2024, which is the end of the period covered by this Annual Report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were, in design and operation, effective at the reasonable assurance level as of September 30, 2024.Management's Annual Report on Internal Control Over Financial ReportingOur management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Internal control over financial reporting consists of policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) are designed and operated to provide reasonable assurance regarding the reliability of our financial reporting and our process for the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements. Our management evaluated the effectiveness of our internal control over financial reporting using the criteria set forth in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO Framework"). Based on our management's evaluation, our management concluded that our internal control over financial reporting was effective as of September 30, 2024. The effectiveness of our internal control over financial reporting as of September 30, 2024 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report included in Part II, Item 8 of this Annual Report on Form 10-K.Remediation of Material WeaknessThe material weakness previously reported has been remediated as of September 30, 2024. For a more comprehensive discussion of the material weakness existing as of September 30, 2023 and the remedial measures which were being undertaken to address these material weaknesses, or the remediation plan, refer to Part II, Item 9A, "Remediation of Prior Year Material Weakness" of our Annual Report on Form 10-K for fiscal year 2023. Management has since completed implementation of all of the remedial measures outlined in its remediation plan as well as testing of the applicable remediated controls in the last two quarters of fiscal year 2024.Changes in Internal Control Over Financial ReportingExcept for the changes related to the remediation of the previously identified material weakness noted above, there was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.Limitations on Effectiveness of Controls and ProceduresOur disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives, as specified above. Our management recognizes that any control system, no matter how well designed and operated, is based upon certain judgments and assumptions and cannot provide absolute assurance that its objectives will be met.93Table of ContentsReport of Independent Registered Public Accounting FirmTo the Stockholders and the Board of Directors of Twist Bioscience CorporationOpinion on Internal Control Over Financial ReportingWe have audited Twist Bioscience Corporation's internal control over financial reporting as of September 30, 2024, based on criteria established in Internal Control's Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Twist Bioscience Corporation (the Company) maintained, in all material respects, effective internal control over financial reporting as of September 30, 2024, based on the COSO criteria. We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of September 30, 2024 and 2023, the related consolidated statements of operations and comprehensive loss, stockholders' equity and cash flows for each of the three years in the period ended September 30, 2024, and the related notes and our report dated November 18, 2024, expressed an unqualified opinion thereon.Basis for OpinionThe Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.Definition and Limitations of Internal Control Over Financial ReportingA company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.s/ Ernst & Young LLPSan Mateo, CaliforniaNovember 18, 2024Item 9B. A A A Other Information94Table of ContentsRule 10b5-1 Trading PlansDuring the three months ended September 30, 2024, none of our directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement, as each term is defined in Item 408(a) of Regulation S-K.Item 9C. A A A Disclosure Regarding Foreign Jurisdiction That Prevent Inspections Not applicable.95Table of ContentsPART IIIItem 10. A A A Directors, executive officers and corporate governanceIncorporated by reference from our Definitive Proxy Statement to be filed in connection with the 2025 Annual Meeting of Stockholders.Code of Ethics We have adopted the Twist Bioscience Corporation Code of Business Conduct and Ethics, or Code of Ethics, with which every person, including executive officers, who works for Twist and every member of our board of directors is expected to comply. The full text of our Code of Ethics is posted on the investor relations section of our website at www.twistbioscience.com. We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding amendments and waivers of our Code of Ethics that apply to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions by posting that information on our website address specified above.Item 11. A A A Executive compensationIncorporated by reference from our Definitive Proxy Statement to be filed in connection with the 2025 Annual Meeting of Stockholders.Item 12. A A A Security Ownership of Certain Beneficial Owners and Management and Related Stockholder MattersIncorporated by reference from our Definitive Proxy Statement to be filed in connection with the 2025 Annual Meeting of Stockholders.Item 13. A A A Certain relationships and related transactions, and director independenceIncorporated by reference from our Definitive Proxy Statement to be filed in connection with the 2025 Annual Meeting of Stockholders.Item 14. A A A Principal Accounting Fees and ServicesIncorporated by reference from our Definitive Proxy Statement to be filed in connection with the 2025 Annual Meeting of Stockholders.96Table of ContentsPART IVItem 15. A A A Exhibits, financial statement schedulesDocuments filed as part of this report are as follows:(a)Consolidated Financial StatementsOur Consolidated Financial Statements are included in the "Index to Consolidated Financial Statements" under Part II, Item 8 and filed as part of this Annual Report on Form 10-K.(b)Consolidated Financial Statement SchedulesAll financial statement schedules are omitted because the information called for is not required or is shown either in the consolidated financial statements or in the notes thereto.(c)ExhibitsSet forth below is a list of exhibits that are being filed or incorporated by reference into this Annual Report on Form 10-K:ExhibitNumberDescriptionFiled /Furnished /Incorporatedby Referencefrom Form IncorporatedbyReferencefrom ExhibitNumber Date FiledA A A 3.1Amended and Restated Certificate of Incorporation8-K3.111/7/2018A A A 3.2Amended and Restated Bylaws8-K3.111/18/2022A A A 4.1Form of common stock certificateS-1/A4.110/17/2018A A A 4.2Description of Common Stock10-K4.511/20/2020A A A +10.12013 Stock Plan and forms of agreement thereunderS-110.110/3/2018A A A +10.22018 Equity Incentive Plan and forms of agreement thereunderS-1/A10.210/17/2018A A A +10.32018 Employee Stock Purchase PlanS-1/A10.310/17/2018A A A +10.4Executive Incentive Bonus PlanS-110.410/3/2018+10.5Form of Indemnification Agreement between Twist Bioscience Corporation and each of its Officers and DirectorsS-1/A10.810/17/2018+10.6Twist Bioscience Corporation Inducement Equity Incentive Plan and related forms of award agreements thereunderS-899.18/25/202310.7Lease Agreement by and between Twist Bioscience Corporation and ARE-San Francisco No. 32. LLC dated March 21, 2018S-110.110/3/201810.7.1First Amendment to Lease by and between Twist Bioscience Corporation and ARE-San Francisco No. 32, LLC, dated March 21, 201910-Q10.25/1/201997Table of ContentsExhibitNumberDescriptionFiled /Furnished /Incorporatedby Referencefrom Form IncorporatedbyReferencefrom ExhibitNumber Date Filed10.8*Lease Agreement by and between Twist Bioscience Corporation and PWII Owner, LLC, dated December 18, 2020S-110.12/22/202010.8.1*First Amendment to Lease between Twist Bioscience Corporation and PWII Owner, LLC, dated April 13, 2021S-110.14/16/202110.9Ac End User Supply Agreement by and between Twist Bioscience Corporation and FUJIFILM Dimatix, Inc., dated November 5, 2015S-110.1410/3/201810.10Amended and Restated Employment Agreement dated October 26, 2022 between Twist Bioscience Corporation and Patrick Finn10-Q10.12/7/202310.1Employment Agreement dated December 18, 2023 between Twist Bioscience Corporation and Adam Laponis10-Q10.12/2/202410.1Amendment to Employment Agreement dated March 20, 2024 between Twist Bioscience Corporation and James Thorburn10-Q10.15/2/202410.1Consulting Agreement dated October 8, 2024 by and between Twist Bioscience Corporation and James ThorburnFiled herewith10.14Amended and Restated Employment Agreement dated September 9, 2022 between Twist Bioscience Corporation and Emily LeproustFiled herewith10.15Amended and Restated Employment Agreement dated September 9, 2022 between Twist Bioscience Corporation and James ThorburnFiled herewith10.16Amended and Restated Employment Agreement dated September 9, 2022 between Twist Bioscience Corporation and Paula Green Filed herewith10.17Amended and Restated Employment Agreement dated September 9, 2022 between Twist Bioscience Corporation and William BanyaFiled herewith10.18Amended and Restated Employment Agreement dated September 2, 2024 between Twist Bioscience Corporation and Dennis ChoFiled herewith98Table of ContentsExhibitNumberDescriptionFiled /Furnished

/Incorporatedby Referencefrom Form IncorporatedbyReferencefrom ExhibitNumber Date Filed10.19Employment Agreement dated April 24, 2023 between Twist Bioscience Corporation and Robert WernerFiled herewith19.1Insider Trading Compliance ProgramFiled herewith21.1List of subsidiaries of the RegistrantFiled herewith23.1Consent of Independent Registered Public Accounting FirmFiled herewith31.1Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, Rule 13(a)-14(a)/15d-14(a), by President and Chief Executive OfficerFiled herewith31.2Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, Rule 13(a)-14(a)/15d-14(a), by Chief Financial OfficerFiled herewith32.1Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by President and Chief Executive OfficerFiled herewith32.2Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by Chief Financial OfficerFiled herewith37.1Compensation Recovery PolicyFiled herewith 101.INSXBRLL Instance DocumentFiled herewith101.SCHXBRL Taxonomy Extension Schema DocumentFiled herewith101.CALXBRL Taxonomy Extension Calculation Linkbase DocumentFiled herewith101.DEFXBRL Taxonomy Extension Definition Linkbase DocumentFiled herewith101.LABXBRL Taxonomy Extension Label Linkbase DocumentFiled herewith99Table of ContentsExhibitNumberDescriptionFiled /Furnished /Incorporatedby Referencefrom Form IncorporatedbyReferencefrom ExhibitNumber Date Filed101.PREXBRL Taxonomy Extension Presentation Linkbase DocumentFiled herewith104Cover page from the Companyâ€™s Annual Report on Form 10-K for the year ended September 30, 2024, formatted in Inline XBRL+ Indicates a management contract or compensatory plan.*Registrant has omitted schedules and exhibits pursuant to Item 601(a)(5) of Regulation S-K. Registrant agrees to furnish supplementally a copy of the omitted schedules and exhibits to the SEC upon request.â€¢ Portions of this exhibit (indicated by asterisks) have been omitted pursuant to a request for confidential treatment that was separately filed with the SEC.Item 16. Â Â Â Form of 10-K summaryNot applicable100Table of ContentsSIGNATURESPursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.November 18, 2024Twist Bioscience CorporationBy:/s/ Emily M. LeproustEmily M. LeproustChief Executive OfficerPursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:SignatureTitleDate/s/ Emily M. LeproustChief Executive Officer andNovember 18, 2024Emily M. LeproustChair of the Board of Directors (principal executive officer)/s/ Adam LaponisChief Financial Officer (principal financial)November 18, 2024Adam Laponisofficer)/s/ Robert F. WernerChief Accounting Officer (principal)November 18, 2024Robert F. Werneraccounting officer)/s/ Nelson C. ChanDirectorNovember 18, 2024Nelson C. Chan/s/ Robert ChessDirectorNovember 18, 2024Robert Chess/s/ Keith CrandellDirectorNovember 18, 2024Keith Crandell/s/ Jan JohannessenDirectorNovember 18, 2024Jan Johannessen/s/ Xiaoying MaiDirectorNovember 18, 2024Xiaoying Mai/s/ Robert RagusaDirectorNovember 18, 2024Robert Ragusa/s/ Melissa StarovasnikiDirectorNovember 18, 2024Melissa StarovasnikiEX-10.13 2 twst-fy24ex1013jamesthorbu.htm EX-10.13 DocumentExhibit 10.13Twist Bioscience CorporationCONSULTING AGREEMENTThis Consulting Agreement (this “Agreement”) is entered into as of October 8, 2024 (the “Effective Date”) by and between Twist Bioscience Corporation, a Delaware corporation with a place of business at 681 Gateway Boulevard South San Francisco, California 94080 (the “Twist”), and James Thorburn with an address on file (the “Consultant”). Consultant and Twist may be referred to herein individually as a “Party” and collectively as the “Parties.”1.Relationship of Parties.Â Consultantâ€™s relationship with Twist will be that of an independent contractor and not that of an employee.2.Conflicts and Third Parties. Consultant may, at Consultantâ€™s own expense, employ or engage the services of third parties as Consultant deems necessary to perform the Services (the “Assistants”). Â Twist shall have no liability or obligation towards Consultantâ€™s Assistants and Consultant shall be wholly responsible for the acts, omission, and professional performance of the Services by the Assistants such that the results are satisfactory to Twist.Â Consultant shall expressly advise the Assistants of the terms of this Agreement, and shall require each Assistant to be bound by confidentiality obligations at least as restrictive as those set out in Section 8 herein. Consultant represents and warrants that Consultant, Consultantâ€™s employees, and/or Assistants have no existing conflicts of interest with Twist that would prevent Consultant from performing the Services for Twist without breaching their confidentiality obligations to Twist or any third party.Â Consultant will take reasonable steps to ensure that no Assistant develops any conflict of interest during the course of providing Services to Twist if Twist determines that such work conflicts with the terms of this Agreement. Twist reserves the right to terminate this Agreement immediately.Â In no event shall any of the Services be performed for Twist at the facilities of a third party or using the resources of a third party.3.Services.Â Consultant will provide services to Twist as described in Exhibit A, attached hereto and incorporated herein by this reference (the “Services”).Â Consultant represents that Consultant is duly licensed (as applicable) and has the qualifications, the experience and the ability to properly perform the Services.Â Consultant shall be solely responsible for determining the method, details and means of performing the Services. Consultant shall use Consultantâ€™s best efforts to perform the Services such that the results are satisfactory to Twist.Â 4.Fees and Expenses.Â Twist shall pay to Consultant the amounts specified in Exhibit A. A Consultant shall not be authorized to incur any expenses on behalf of Twist and will be responsible for all expenses incurred while performing the Services except as expressly specified in Exhibit A.Â As a condition to receipt of reimbursement, Consultant shall be required to submit to Twist reasonable evidence that the amount involved was both reasonable and necessary to the Services provided under this Agreement. Consultant shall have full responsibility for applicable withholding taxes for all compensation paid to Consultant or its Assistants under this Agreement, and for compliance with all applicable labor and employment requirements with respect to Consultantâ€™s self-employment, sole proprietorship or other form of business organization, and with respect to the Assistants, including state workerâ€™s compensation insurance coverage requirements and any U.S. immigration visa requirements.Â 5.Intellectual Property.Page 1 of 10Exhibit 10.135.1. Work Product. Consultant is performing Services at Twistâ€™s request. All deliverables, assessments, reports, discoveries, inventions, developments, works of authorship, writings, drawings, designs, data specifications, patent applications (and contributions thereto), and any related improvements or modifications to the foregoing, any confidential information or materials of Twist whether or not patentable, which are conceived, created, or otherwise developed by Consultant (alone or with others) pursuant to this Agreement shall be collectively referred to herein as the “Work Product.” Twist shall have exclusive ownership, including but not limited to, all U.S. and international copyrights, patents, trademarks, trade secrets, intellectual property rights, and renewal rights relating thereto (the “Intellectual Property”) in all Work Product, whether partial or completed. 5.2.Pre-existing Property. Notwithstanding anything to the contrary in this Agreement, nothing shall limit, restrict, or impair either Partyâ€™s ownership of, or other rights to, any materials, data, or intellectual property that existed prior to the execution of this Agreement or that was developed or acquired independent of it (the “Pre-existing Property”). A Partyâ€™s Pre-existing Property shall include, without limitation, all records, documents, programming, specifications, diagrams, source code, object code, documentation, and/or Confidential Information that was developed or acquired prior to or independent of this Agreement. Twist shall retain all right, title, and interest in and to Twistâ€™s designs, methods, protocols, procedures, algorithms, inventions, software, documents, vectors, plasmids, materials, works of authorship, and other technologies (and any improvements thereto) used or practiced in connection with DNA synthesis, assembly and manufacturing (collectively, the “Twist Manufacturing Technology”), whether or not developed, created or improved in connection with Twistâ€™s performance under this Agreement, and all of Twistâ€™s other technology and intellectual property. No rights or licenses in, to or under either Partyâ€™s intellectual property are granted or provided hereunder, by implication, estoppel or otherwise, except to the extent expressly provided for in this Agreement. Upon written request, a Party shall promptly return to the other all of that other Partyâ€™s Pre-existing Property to which it has been granted a license under this Agreement. In the event Consultantâ€™s Pre-existing Property is embodied in the Work Product, Consultant hereby grants to Twist for use by Twist employees, third party consultants, outsourcers, vendors, and customers, a perpetual, non-exclusive, royalty-free license to use, execute, and perform such Pre-existing Property for all purposes for which Twist does business. 6.Representations and Warranties. 6.1.Consultant represents, covenants, and warrants to Twist that the Services performed by Consultant under this Agreement and the resultant Work Product shall not infringe upon any patent, copyright, trademark, trade secret, or other proprietary right of any third party. Consultant further represents, covenants, and warrants to Twist that it will not use or share any trade secrets or confidential or proprietary information owned by any third party in performing Services for Twist without such third partyâ€™s written consent to the extent permitted by law. 6.2.Consultant represents, covenants, and warrants to Twist that all Services performed pursuant to this Agreement shall be performed in a good and workmanlike manner and in accordance with the highest standards of the industry.6.3.Consultant represents, covenants, and warrants that it has the right to enter into this Agreement and that company has all necessary right, title, and interest to grant the rights set forth herein to Twist free of any claims, liens, or conflicting rights in favor of any third party. Page 2 of 10Exhibit 10.136.4.Consultant represents, covenants, and warrants that it complies and shall cause its authorized agents and Assistants to comply with all laws concerning performance of Consultantâ€™s obligations and duties arising under this Agreement. Consultant further represents, covenants, and warrants that Consultant has policies and procedures in place sufficient to ensure compliance with such laws, and in the case of any authorized agents or subcontractors, that such agents or subcontractors have similarly sufficient policies and procedures. 7.Non-solicitation. The Parties agree that until one (1) year following the termination of Consultantâ€™s Services for Twist, Consultant shall not interfere with Twistâ€™s business by soliciting, attempting to solicit, inducing, or otherwise directly causing (other than a general publicly available solicitation or job ad of the activity of an independent contractor acting without knowledge of the relationship established under this Agreement) any employee of Twist to terminate his or her employment as such, in order to become an employee or consultant to or for Consultant or Consultantâ€™s affiliated entities. 8.Term and Termination.Â 8.1.Term. This Agreement shall commence on the Effective Date and continue on a month-to-month basis as provided in Exhibit A. 8.2.Termination for Convenience. Notwithstanding the above, either party may terminate this Agreement at any time upon 30 daysâ€™ written notice.Â In the event of such termination, Consultant shall be paid for any portion of the Services that have been performed prior to the termination. 8.3.Termination for Cause. Either party may terminate this Agreement in the event of a material breach by the other party (the “Defaulting Party”) of any of its material obligations under this Agreement and failure by the Defaulting Party to cure the breach within 5 days of providing written notice of such breach is provided to the defaulting party. 8.4.Remedies Upon Default. In the event of default by either party, the non-defaulting party shall be entitled to exercise any and all rights and remedies as shall be available to it at law or in equity. The non-defaulting party may exercise remedies concurrently or separately, and the exercise of one remedy shall not be deemed an election of such remedy or to preclude the exercise of any other remedy. 8.5.Survival. The following sections shall survive any termination of this Agreement: Sections 5-7, 8.4, 8.5, 9, 10, and 11.9.Indemnification.Â Consultant agrees to indemnify, defend and hold harmless Twist, its officers, directors, employees, agents, consultants, and independent contractors from and against any and all expenses, damages, claims, suits, actions, judgments, liabilities, and costs whatsoever (including attorneysâ€™ fees), whether or not litigation is actually commenced (collectively referred to as the “Damages”), arising out of or in any way connected with any claim or action made by any third party based on: (1) elements of the work furnished by Consultant, including without limitation intellectual property infringement claims or (2) the acts or omissions of Consultant employees, Assistants, or agents, including, without limitation, damage to real or personal property or personal injury, provided that this obligation shall not extend to Damages caused solely by Twist or its employees, agents, directors, representatives, contractors, or invitees. Consultant shall defend and shall have the right to Page 3 of 10Exhibit 10.13control the legal defense of any claim described in this section, including the right to select counsel of its choice, and to compromise or settle any such claim, with the written consent of Twist, which shall not be unreasonably withheld, provided, however that Consultant shall not acquiesce in any judgment or enter into any settlement which admits fault on the part of Twist or creates liability on the part of Twist. 10.Confidentiality and Non-Disclosure.Â 10.1.Definition of Confidential Information. the Confidential Informationâ€ means information and physical material not generally known or available outside Discloser and information and physical material entrusted to Discloser in confidence by third parties. Confidential Information includes, without limitation: technical data, trade secrets, know-how, research, product or service ideas or plans, software codes and designs, algorithms, developments, inventions, patent applications, laboratory notebooks, processes, formulas, techniques, mask works, engineering designs and drawings, hardware configuration information, regulatory information, medical reports, clinical data and analysis, reagents, cell lines, biological materials, chemical formulas, agreements with third parties, lists of, or information relating to, employees and consultants of the Discloser (including, but not limited to, the names, contact information, jobs, compensation, and expertise of such employees and consultants), lists of, or information relating to, suppliers and customers, price lists, pricing methodologies, cost data, market share data, marketing plans, licenses, contract information, business plans, financial forecasts, historical financial data, budgets or other business information disclosed by Discloser (whether by oral, written, graphic or machine-readable format), which Confidential Information is designated in writing to be confidential or proprietary, or if given orally, is confirmed in writing as having been disclosed as confidential or proprietary within a reasonable time (not to exceed thirty (30) days) after the oral disclosure, or which information would, under the circumstances, appear to a reasonable person to be confidential or proprietary. 10.2.Non-disclosure of Confidential Information. Recipient shall not use any Confidential Information disclosed to it by Discloser for its own use or for any purpose other than to carry out discussions concerning, and the undertaking of, the Relationship. Recipient shall not disclose or permit disclosure of any Confidential Information of Discloser to third parties or to employees of Recipient, other than directors, officers, employees, consultants and agents of Recipient who are required to have the information in order to carry out the discussions regarding the Relationship. Recipient shall take reasonable measures to protect the secrecy of and avoid disclosure or use of Confidential Information of Discloser in order to prevent it from falling into the public domain or the possession of persons other than those persons authorized under this Agreement to have any such information. Such measures shall include the degree of care that Recipient utilizes to protect its own Confidential Information of a similar nature. Recipient shall notify Discloser of any misuse, misappropriation or unauthorized disclosure of Confidential Information of Discloser which may come to Recipientâ€™s attention.10.3.Exceptions. Notwithstanding the above, Recipient shall not have liability to Discloser with regard to any Confidential Information that the Recipient can prove by written documentation: (a) was in the public domain at the time it was disclosed or has entered the public domain through no fault of Recipient; (b) was known to Recipient, without restriction, at the time of disclosure, as demonstrated by files in existence at the time of disclosure; (c) was independently developed by Recipient without any use of the Confidential Information, as demonstrated by files created at the time of such independent development; (d)is disclosed Page 4 of 10Exhibit 10.13generally to third parties by Discloser without restrictions similar to those contained in this Agreement; (e) becomes known to Recipient, without restriction, from a source other than Discloser without breach of this Agreement by Recipient and otherwise not in violation of Discloserâ€™s rights; (f) is disclosed with the prior written approval of Discloser; or (g) is disclosed pursuant to the order or requirement of a court, administrative agency, or other governmental body; provided, however, that Recipient shall provide prompt notice of such court order or requirement to Discloser to enable Discloser to seek a protective order or otherwise prevent or restrict such disclosure, pursuant to the terms of Section 10.4 herein.10.4.Notice of Compelled Disclosure. In the event that Recipient or any person to whom they or their representatives transmit or have transmitted Confidential Information become legally compelled (by oral questions, interrogatories, requests for information or documents, subpoenas, civil investigative demands or otherwise) to disclose any such Confidential Information, the Recipient shall provide the Discloser with prompt written notice so that the Discloser may seek a protective order or other appropriate remedy, or both, or waive compliance with the provisions of this Agreement. In the event that the Discloser is unable to obtain a protective order or other appropriate remedy, or if it so directs the Recipient, the Recipient shall furnish only that portion of the Confidential Information that the Recipient is advised by written opinion of its counsel is legally required to be furnished by it and shall exercise its reasonable best efforts to obtain reliable assurance that confidential treatment shall be accorded such Confidential Information.10.5.Return of Materials. Recipient shall, except as otherwise expressly authorized by Discloser, not make any copies or duplicates of any Confidential Information. Any materials or documents that have been furnished by Discloser to Recipient in connection with the Relationship shall be promptly returned by Recipient, accompanied by all copies of such documentation, within ten (10) days after (a)Â the Relationship has been rejected or concluded or (b)Â the written request of Discloser.11.Release of Employment-related Claims11.1.In exchange for the consulting arrangement described herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Consultant agrees as follows:a)Consultant and his representatives, agents, estate, heirs, successors and assigns, absolutely and unconditionally hereby release, remise, discharge, and hold harmless the Company Releasees (the “Company Releasees” defined to include Twist and/or any of its parents, subsidiaries or affiliates, predecessors, successors or assigns, and its and their respective current and/or former partners, directors, shareholders/stockholders, officers, employees, employee benefit plans, insurers, attorneys and/or agents, all both individually and in their official capacities), from any and all legally waivable actions or causes of action, suits, claims, complaints, contracts, liabilities, agreements, promises, torts, debts, damages, controversies, judgments, rights and demands, whether existing or contingent, known or unknown, suspected or unsuspected, which arise out of Consultantâ€™s employment with, change in employment status with, and/or separation of employment from, Twist. This release is intended by Consultant to be all-encompassing and to act as a full and total release of any legally waivable claims, whether specifically enumerated

herein or not, that Consultant may have or have had against the Company Releasees arising from conduct occurring up to Page 5 of 10Exhibit 10.13and through the date Consultant signed this Agreement, including, but not limited to, any legally waivable claims arising from any federal, state or local law, regulation or constitution dealing with either employment, employment benefits or employment discrimination including any claims or causes of action Consultant has or may have relating to discrimination under federal, state or local statutes including, but not limited to, the Age Discrimination in Employment Act of 1967, the Older Workers Benefit Protection Act of 1990, Title VII of the Civil Rights Act of 1964, the Employee Retirement Income Security Act of 1974, the Americans with Disabilities Act, the Family and Medical Leave Act, the California Fair Employment and Housing Act, the Fair Labor Standards Act, the California Labor Code, all as amended from time to time, any contract, whether oral or written, express or implied; any tort; any claim for equity or other benefits, specifically including all unvested equity as of the last day of Consultant’s employment with Twist (October 1, 2024); or any other statutory and/or common law claim.11.2.Consultant acknowledges that his execution of this Agreement shall be effective as a bar to each and every claim specified in Section 11.1(a) of this Agreement. Accordingly, Consultant hereby expressly waives any and all rights and benefits conferred upon him by the provisions of Section 1542 of the California Civil Code (or analogous statute(s) from any other state) and expressly consents that this Agreement shall be given full force and effect with respect to each and all of its express terms and provisions, including those related to unknown and/or unsuspected claims, if any, as well as those relating to any other claims specified in Section 11.1(a) of this Agreement. Section 1542 provides as follows:“A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release, and that if known by him or her would have materially affected his or her settlement with the debtor or released party.”Consultant further represents that he understands and acknowledges the significance and consequence of such release as well as the specific waiver of Section 1542.11.3.The release in this Section of this Agreement does not include any claim which, as a matter of law, cannot be released by private agreement, or relates to indemnification protection under Twist’s Articles of Incorporation or Bylaws, pursuant to contract or applicable law. Further, as described in the following Section, this release does not prevent or prohibit Consultant from filing a claim with a federal, state or local government agency that is responsible for enforcing a law on behalf of the government.11.4.Government Agency Claims: Nothing in this Agreement, including the release or the Nondisparagement or Confidentiality provisions herein restricts or prohibits Consultant from initiating communications directly with, responding to any inquiries from, providing testimony before, providing confidential information to, reporting possible violations of law or regulation to, or from filing a claim or assisting with an investigation directly with a self-regulatory authority or a government agency or entity, including the U.S. Equal Employment Opportunity Commission, the Department of Labor, the National Labor Relations Board, the Department of Page 6 of 10Exhibit 10.13Justice, the Securities and Exchange Commission, the Congress, the California Department of Fair Employment and Housing, or any other federal, state or local government agency (collectively, the “Regulators”), or from making other disclosures that are protected under the whistleblower provisions of state or federal law or regulation. However, to the maximum extent permitted by law, Consultant is waiving his right to receive any individual monetary relief from Twist or any others covered by the release resulting from such claims or conduct, regardless of whether Consultant or another party has filed them, and in the event Consultant obtains such monetary relief Twist will be entitled to an offset for the payments made pursuant to this Agreement. This Agreement does not limit Consultant’s right to receive an award from any Regulator that provides awards for providing information relating to a potential violation of law. Consultant does not need the prior authorization of Twist to engage in conduct protected by this paragraph, and Consultant does not need to notify Twist that he has engaged in such conduct. Please take notice that federal law provides criminal and civil immunity to federal and state claims for trade secret misappropriation to individuals who disclose a trade secret to their attorney, a court, or a government official in certain, confidential circumstances that are set forth at 18 U.S.C. Sections 1833(b)(1) and 1833(b)(2), related to the reporting or investigation of a suspected violation of the law, or in connection with a lawsuit for retaliation for reporting a suspected violation of the law.11.5.Waiver of Rights and Claims Under the Age Discrimination in Employment Act of 1967. As required by federal law, Consultant is being informed that he has or may have specific rights under the Age Discrimination in Employment Act of 1967 (“ADEA”) and Consultant agrees that:a)in consideration for the consulting arrangement described herein, Consultant specifically and voluntarily waives all rights and claims under the ADEA he might have against the Company Releasees to the extent such rights and/or claims arose prior to the date this Agreement was executed;b)Consultant is advised that he has twenty-one (21) days within which to consider the terms of this Agreement and to consult with or seek advice from an attorney of Consultant’s choice or any other person of his choosing prior to executing this Agreement. The twenty-one (21)-day review period will not be affected or extended by any revisions, whether material or immaterial, that might be made to this Agreement;c)Consultant has carefully read and fully understand all of the provisions of this Agreement, and knowingly and voluntarily agrees to all of the terms set forth in this Agreement;d)Consultant has seven (7) days after he signs this Agreement to revoke his acceptance of it (“Revocation Period”). If Consultant chooses to revoke it timely, the Agreement will be null and void and the Agreement shall not be valid or enforceable. To revoke, Consultant must deliver a signed writing stating his intention to revoke the Agreement and the writing must be delivered to Paula Green, Senior Vice President of Human Resources, 681 Gateway Blvd., South San Francisco, CA 94080, by or before the end of the Revocation Period; andPage 7 of 10Exhibit 10.13e)in entering into this Agreement, Consultant is not relying on any representation, promise or inducement made by Twist or its attorneys with the exception of those promises described in this document.11.6.Nondisparagement: Except as described in Section 11.4, and not including any testimony given truthfully under oath or as required by any other legal proceeding, Consultant agrees not to make disparaging, critical or otherwise detrimental comments to any person or entity concerning Twist, its officers, directors or employees; the products, services or programs provided or to be provided by Twist; the business affairs, operation, management or the financial condition of Twist; or the circumstances surrounding Consultant’s employment and/or separation of employment from Twist.12.Miscellaneous.12.1.Governing Law. A The validity, interpretation, construction and performance of this Agreement, and all acts and transactions pursuant hereto and the rights and obligations of the parties hereto shall be governed, construed and interpreted in accordance with the laws of the state of California, without giving effect to principles of conflicts of law.12.2.Entire Agreement. A This Agreement sets forth the entire agreement and understanding of the parties relating to the subject matter herein and supersedes all prior or contemporaneous discussions, understandings and agreements, whether oral or written, between them relating to the subject matter hereof. A 12.3.Amendments and Waivers. A No modification or amendment to this Agreement, nor any waiver of any rights under this Agreement, shall be effective unless in writing signed by the parties to this Agreement. A No delay or failure to require performance of any provision of this Agreement shall constitute a waiver of that provision as to that or any other instance. A 12.4.Successors and Assigns. A Except as otherwise provided in this Agreement, this Agreement, and the rights and obligations of the parties hereunder, will be binding upon and inure to the benefit of their respective successors, assigns, heirs, executors, administrators and legal representatives. A Twist may assign any of its rights and obligations under this Agreement. A No other party to this Agreement may assign, whether voluntarily or by operation of law, any of its rights and obligations under this Agreement, except with the prior written consent of Twist. A 12.5.Notices. A Any notice, demand or request required or permitted to be given under this Agreement shall be in writing and shall be deemed sufficient when delivered personally or by overnight courier or sent by email, or 48 hours after being deposited in the U.S. mail as certified or registered mail with postage prepaid, addressed to the party to be notified at such party’s address as set forth on the signature page, as subsequently modified by written notice, or if no address is specified on the signature page, at the most recent address set forth in Twist’s books and records. A 12.6.Severability. A If one or more provisions of this Agreement are held to be unenforceable under applicable law, the parties agree to renegotiate such provision in good faith. A In the event that the parties cannot reach a mutually agreeable and enforceable replacement for such provision, then (i)A such provision shall be excluded from this Agreement, (ii)A the balance of the Page 8 of 10Exhibit 10.13Agreement shall be interpreted as if such provision were so excluded and (iii)A the balance of the Agreement shall be enforceable in accordance with its terms. A 12.7.Construction. A This Agreement is the result of negotiations between and has been reviewed by each of the parties hereto and their respective counsel, if any; accordingly, this Agreement shall be deemed to be the product of all of the parties hereto, and no ambiguity shall be construed in favor of or against any one of the parties hereto. A 12.8.Publicity. Except as otherwise set forth in this Agreement, Customer shall not name or refer to Twist as a supplier of Customer nor use Twist’s logos or trade names for publicity, marketing, or any other external communications without Twist’s prior written consent. 12.9 A A Counterparts. A This Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, and all of which together shall constitute one and the same agreement. A IN WITNESS WHEREOF, the Parties have caused their duly authorized representatives to execute this Agreement as of the date(s) set forth below. TWIST BIOSCIENCE CORPORATION A A CONSULTANT A A A A Signature: /s/ Emily Leproust A A A A A Signature: /s/ James Thorburn A A A A Name: Emily Leproust, Ph.D., CEO A A A A Name: James ThorburnDate: 10/8/2024 A A A A A Date: 10/8/2024 A A A A Page 9 of 10EXHIBIT A DESCRIPTION OF SERVICESBackground: Consultant and Twist previously made the mutual decision to terminate Consultant’s employment as a Strategic Advisor for Twist on October 1, 2024. Twist desires to retain the Consultant’s services as an independent contractor after his separation from employment. With these understandings, and in exchange for the promises of the Parties as set forth herein, Consultant and Twist have agreed that Consultant will render the following services as an independent consultant.Description of Services: Starting on October 8, 2024, for a period of one month, and on a month-to-month basis thereafter, Consultant agrees to provide such assistance as Twist reasonably requests relating to business development, financial, commercial, and strategic matters as assigned by the President & Chief Operating Officer.Fees: For Services rendered by Consultant under this Agreement, Twist shall pay Consultant at the following rate: \$25,000/month, payable 15 days after invoice is received by Twist (accountspayable@twistbioscience.com) - invoice to be submitted by the 5th of the month for last month’s services.Unless otherwise agreed in writing Twist, Company’s maximum liability for all Services performed during the term of this Agreement shall not exceed \$150,000.Page 10 of 10 EX-10.14 3 twist-fy24ex1014xxrexcuti.htm EX-10.14 DocumentExhibit 10.14September 9, 2022Emily LeproustRe: A A A AMENDED AND RESTATED EMPLOYMENT AGREEMENTDear Emily: A A A On behalf of Twist Bioscience Corporation, a Delaware corporation (the “Company”), I am pleased to continue your employment with the Company on the terms and conditions set forth in this amended and restated employment agreement (the “Agreement”), effective as of September 9, 2022 (the “Effective Date”). This Agreement amends and restates in its entirety the prior Employment Agreement dated October 21, 2018 by and between you and the Company.1.Duties and Scope of Employment.(a)Position. For the term of your employment under this Agreement (your “Employment”), the Company agrees to employ you in the position of Chief Executive Officer. You shall report to the Company’s Board of Directors (the “Board”). You shall perform the duties and have the responsibilities and authority customarily performed and held by an employee in your position or as otherwise may be assigned or delegated to you by the Company’s Board.(b)Obligations to the Company. During your Employment, you shall devote your full business efforts and time to the Company and shall not assist any person or entity in competing with the Company or in preparing to compete with the Company. During your Employment, without the prior written approval of the Board, you shall not render services in any capacity to any other person or entity and shall not act as a sole proprietor or partner of any other person or entity or own more than five percent (5%) of the stock of any other corporation. Notwithstanding the foregoing, you may serve on corporate, civic or charitable boards or committees, deliver lectures, fulfill speaking engagements, teach at educational institutions, or manage personal investments without such advance written consent, provided that such activities do not individually or in the aggregate interfere with the performance of your duties under this Agreement. You shall comply with the Company’s policies and rules, as they may be in effect from time to time during your Employment.(c)No Conflicting Obligations. You represent and warrant to the Company that you are under no obligations or commitments, whether contractual or otherwise, that are inconsistent with your obligations under this Agreement. In connection with your Employment, you shall not use or disclose any trade secrets or other proprietary information or intellectual property in which you or any other person has any right, title or interest and your Employment shall not infringe or violate the rights of any other 4130-5286-8669.Emily LeproustSeptember 9, 2022Page 2person. You represent and warrant to the Company that you have returned all property and confidential information belonging to any prior employer.2.Cash Compensation, Employee Benefits, Equity.(a)Salary. The Company shall continue to pay you as compensation for your services a base salary of \$665,000. Such salary shall be payable in accordance with the Company’s standard payroll procedures. The annual compensation specified in this subsection (a), together with any modifications in such compensation that the Company may make from time to time, is referred to in this Agreement as “Base Salary.” Your Base Salary may be reviewed on an annual basis by the Board or a Compensation Committee of the Board (the “Compensation Committee”) based upon available market data.(b)Incentive Bonus. You shall be eligible to be considered for an annual incentive bonus each fiscal year during the term of your Employment under this Agreement based upon the achievement of certain objective or subjective criteria established by the Board, the Compensation Committee, and/or the senior management of the Company (each, an “Incentive Bonus”). Your eligibility to earn an annual Incentive Bonus and the target amount of such bonus shall be governed by the terms and conditions as determined by the Board, the Compensation Committee and/or the senior management of the Company each calendar year. Commencing with the 2022 fiscal year, the target amount for any such annual Incentive Bonus will be ninety percent (90%) of your Base Salary (the “Target Incentive Bonus Amount”). The determinations of the Board, the Compensation Committee, and/or the senior management of the Company with respect to such bonus shall be final and binding. Any Incentive Bonus for a fiscal year shall be paid no later than the date that is two and one half (2½) months after the close of the calendar year in which such fiscal year ends, but only if you have continued in employment with the Company until September 30 of such applicable fiscal year.(c)Employee Benefits. During your Employment, you shall be eligible to participate in the employee benefit plans maintained by the Company and generally available to similarly situated employees of the Company, subject in each case to the generally applicable terms and conditions of the plan in question and to the determinations of any person or committee administering such plan.(d)Equity. Any shares of the Company’s Common Stock, options to purchase shares of the Company’s Common Stock (each, an “Option”) or restricted stock unit awards with respect to Company Common Stock (each, a “RSU Award”) that were previously granted or issued to you shall continue to be governed by the terms and conditions of the agreements evidencing the purchase of such Common Stock, the grant of such Option or the grant of such RSU Award, all of which remain in full force and effect, except that any vesting acceleration with respect to such shares, Option or RSU Awards contained in any agreement, including (without limitation) an offer letter or employment agreement or amendment thereto, a stock option agreement, restricted stock purchase agreement or restricted stock unit agreement, shall be nullified and superseded in its entirety by the vesting acceleration set forth below in Section 4 of this Agreement (collectively, the “Equity Documentation”).3.Termination.4130-5286-8669.Emily LeproustSeptember 9, 2022Page 3(a)Employment at Will. Your Employment shall be “at will,” meaning that either you or the Company shall be entitled to terminate your Employment at any time and for any reason, with or without notice or Cause, as defined in Section 4 below. Any contrary representations that may have been made to you shall be superseded by this Agreement. This Agreement shall constitute the full and complete agreement between you and the Company on the “at-will” nature of your Employment, which may only be changed in an express written agreement signed by you and a duly authorized member of the Compensation Committee.(b)Rights Upon Termination. Subject to Section 4 below, upon the termination of your Employment, you shall only be entitled to the compensation and benefits earned and the reimbursements described in this Agreement for the period preceding the effective date of the termination.4.Severance Pay.(a)General Release. Any other provision of this Agreement notwithstanding, Subsections 4(b) and 4(c) shall not apply unless you (i)A have returned all Company property in your possession, and (ii)A have executed a general release of all claims (the “Release”) that you may have against the Company or persons affiliated with the Company in a form prescribed by the Company (collectively, the “Conditions”). The Release must be in the form that is reasonably acceptable to you and the Company. The Company shall deliver the Release to you within ten (10)A days after your Separation (as defined below). You must satisfy the Conditions within sixty (60)A calendar days following your Separation (the “Deadline”).(b)Severance Pay Not in Connection with Change in Control. If, other than during the period commencing on a Change in Control (as defined below) and ending on the twenty-four (24) month anniversary of such Change in Control, inclusive, you experience a Separation as a result of (i)A your resignation from Employment for Good Reason (as defined below) or (ii)A the Company’s termination of your Employment for any reason other than (A)A Cause (as defined below), (B)A death or (C)A Disability (as defined below) (the Separation as a result of (i) or (ii) shall be known as an “Involuntary Termination”), then, in addition to the amounts payable in accordance with Section 3(b), the Company shall pay you with the following severance benefits: (i)A your Base Salary for a twelve (12) month period (the “Severance Period”); plus (ii)A a pro-rata Incentive Bonus in respect of the fiscal year including the date of the Involuntary Termination in an amount equal to (x)A the Incentive Bonus calculated based on actual performance for the applicable fiscal year multiplied by (y)A a fraction, the numerator of which is the number of days you were employed with the Company during the year and the denominator of which is 365A days, which will be payable to the you at the same time that the Company normally pays its bonuses to other employees (but in no event later than March 15th of the year following the year that includes the Involuntary Termination); plus

(iii)Â the health care premiums for you and your dependents under the Consolidated Omnibus Budget Reconciliation Act (â€œCOBRAâ€) for a period equal in length to the Severance Period, commencing on the first date on which you and your dependents lose health care coverage under the Companyâ€™s health plans as a result of your Involuntary Termination, provided that you and your dependents are eligible for COBRA with respect to the Companyâ€™s health plans and timely elect COBRA. The payment of such monthly COBRA premiums will be taxable to the extent required to avoid adverse consequences to you or the Company under either SectionÂ 105(h) of the Internal Revenue Code of 1986, as amended (the â€œCodeâ€) or the Patient Protection and Affordable Care Act of 2010. Your Base Salary shall be paid at the rate in effect at the time of your Involuntary Termination (ignoring any reduction 4130-5286-8669.2Emily LeproustSeptember 9, 2022Page 4In Base Salary that resulted in a resignation for Good Reason) in accordance with the Companyâ€™s standard payroll procedures on the Companyâ€™s payroll dates for a period equal in length to the Severance Period, commencing on the Companyâ€™s first regular payroll date following the last day of the Deadline, and shall be subject to all applicable withholdings; provided that the first payment shall include all amounts that would have been paid had payment commenced on the first payroll date following your termination of Employment.(c)Severance Pay in Connection with Change in Control. If, during the period commencing on a Change In Control and ending on the twenty-four (24)Â month anniversary of such Change in Control, you experience an Involuntary Termination, inclusive, then, in lieu of the amounts payable in accordance with SectionÂ 3(b), the Company shall instead pay you severance pay equal to (i)Â your Base Salary for a twenty-four (24) month period (the â€œCIC Severance Periodâ€) plus (ii)Â an amount equal to times the average of your annual Incentive Bonus paid to you with respect to the two (2)Â years immediately preceding the year in which your Involuntary Termination occurs plus (iii)Â a pro-rata Incentive Bonus in respect of the fiscal year including the date of the Involuntary Termination in an amount equal to (x)Â the Target Incentive Bonus Amount applicable to the year in which your Involuntary Termination occurs multiplied by (y)Â a fraction, the numerator of which is the number of days you were employed with the Company during the year and the denominator of which is 365Â days plus (iv)Â the health care premiums for you and your dependents under COBRA for a period equal in length to the CIC Severance Period, commencing on the first date on which you and your dependents lose health care coverage under the Companyâ€™s health plans as a result of your Involuntary Termination, provided that you and your dependents are eligible for COBRA with respect to the Companyâ€™s health plans and timely elect COBRA plus (v)Â vesting acceleration with respect to your shares of the Companyâ€™s Common Stock, Options, RSU Awards and any other equity awards granted to you by the Company that vest based solely upon satisfaction of a time-based vesting schedule (collectively, the â€œCompany Timed-Based Equityâ€), such that you shall become vested in one hundred percent (100%) of the Company Equity that is unvested and outstanding as of the date of your Involuntary Termination plus (vi)Â vesting acceleration with respect to any equity awards granted to you by the Company that include a performance-based vesting requirement (the â€œCompany â€œPerformance-Based Equityâ€) such that you shall become vested in the greater of the amount that would become vested based on: (x)Â achievement at one hundred percent (100%) of target with respect to the Company Performance-Based Equity, or (y)Â the actual performance with respect to the Company Performance-Based Equity. The payment of such monthly COBRA premiums will be taxable to the extent required to avoid adverse consequences to you or the Company under either SectionÂ 105(h) of the Code or the Patient Protection and Affordable Care Act of 2010. Your Base Salary shall be paid at the rate in effect at the time of the termination of your Employment (ignoring any reduction in Base Salary that resulted in a resignation for Good Reason). The severance pay set forth in this SectionÂ 4(c), collectively the Base Salary in (i) and the bonuses in (ii) and (iii), shall be aggregated for a total cash severance amount, which shall be paid in substantially equal installments in accordance with the Companyâ€™s standard payroll procedures on the Companyâ€™s payroll dates for a period equal in length to the CIC Severance Period, commencing on the Companyâ€™s first regular payroll date following the last day of the Deadline, and shall be subject to all applicable withholdings; provided that the first payment shall include all amounts that would have been paid had payment commenced on the first payroll date following your termination of Employment. For the avoidance of doubt, upon an Involuntary Termination, you shall be eligible to receive the severance pay and benefits set forth in either SectionÂ 4(c) or SectionÂ 4(b) above, but not both.4130-5286-8669.2Emily LeproustSeptember 9, 2022Page 5(d)This SectionÂ 4, including (without limitation) the severance pay and benefits set forth in SectionÂ 4(b) and SectionÂ 4(c), shall be in effect for three (3)Â years from the Effective Date (the â€œInitial Term Expiration Dateâ€), provided that upon the Initial Term Expiration Date, and each subsequent anniversary of such date, if applicable, the term of your employment under this Agreement will automatically be extended by one (1)Â year, unless either party hereto provides the other party with written notice as least ninety (90)Â days before the Initial Term Expiration Date, or such subsequent anniversary of such date, if applicable, of such partyâ€™s decision not to extend the term of employment under this Agreement any further. Notwithstanding the foregoing, your employment under this Agreement may be terminated at any time before or after the Initial Term Expiration Date, in accordance with SectionÂ 3 above.(e)Internal Revenue Code SectionÂ 409A. For purposes of Code SectionÂ 409A, the regulations and other guidance thereunder and any state law of similar effect (collectively â€œSectionÂ 409Aâ€), each payment that is paid pursuant to this Agreement is hereby designated as a separate payment. The parties intend that all payments made or to be made under this Agreement comply with, or are exempt from, the requirements of SectionÂ 409A so that none of the payments or benefits will be subject to the adverse tax penalties imposed under SectionÂ 409A, and any ambiguities herein will be interpreted to so comply or be so exempt. Notwithstanding anything stated herein to the contrary, the severance pay provided in connection with your Involuntary Termination under this SectionÂ 4 is intended to be exempt from SectionÂ 409A pursuant to Treasury Regulation SectionÂ 1.409A-1(b)(9)(iii) and to the extent it is exempt pursuant to such sectionÂ it shall in any event be paid no later than the last day of your second taxable year following the taxable year in which your Involuntary Termination has occurred; provided that, to the extent that such severance and any other payments paid to you in connection with your Involuntary Termination do not qualify or otherwise exceeds the limit set forth in Treasury Regulation SectionÂ 1.409A-1(b)(9)(iii)(A) or any similar limit promulgated by the Treasury or the IRS, the portion of the severance pay that does not qualify or otherwise exceeds such limit, as determined by the Company in its sole discretion, shall be paid by no later than the fifteenth (15th)Â day of the third (3rd)Â month following the end of your first tax year in which your Involuntary Termination occurs, or, if later, the fifteenth (15th)Â day of the third (3rd)Â month following the end of the Companyâ€™s first tax year in which your Involuntary Termination occurs, as provided in Treasury Regulation SectionÂ 1.409A-1(b)(4).To the extent that any COBRA payment premiums set forth in SectionÂ 4(b) or 4(c) above or any other reimbursements or in-kind benefits under this Agreement or otherwise are not exempt from SectionÂ 409A, then (i)Â the benefits provided during any calendar year may not affect the benefits to be provided in any other calendar year; (ii)Â any payment of COBRA premiums or such other reimbursements or in-kind benefits shall be made on or before the earlier of the last day of the calendar year following the calendar year in which such expense was incurred and the end of the second calendar year following the year of the Involuntary Termination; and (iii)Â the right to such benefits shall not be subject to liquidation or exchange for another benefit.Notwithstanding the above, if any of the severance pay provided in connection with your Involuntary Termination does not qualify for any reason to be exempt from SectionÂ 409A pursuant to Treasury Regulation SectionÂ 1.409A-1(b)(9)(iii) or Treasury Regulation SectionÂ 1.409A-1(b)(4) or any other applicable exemption and you are deemed by the Company at the time of your Involuntary Termination to be a â€œspecified employee,â€ as defined in Treasury Regulation SectionÂ 1.409A-1(i), each such severance payment shall not be made or commence until the date which is the first (1st) business 4130-5286-8669.2Emily LeproustSeptember 9, 2022Page 6day of the seventh (7th)Â month after your Involuntary Termination and the installments that otherwise would have been paid during the first six (6)Â months after your Involuntary Termination shall be paid in a lump sum on the first (1st)Â business day of the seventh (7th)Â month after your Involuntary Termination, with any remaining severance pay to be paid in accordance with the schedule set forth in SectionÂ 4(b) or 4(c) above, as applicable. Such deferral shall only be effected to the extent required to avoid adverse tax treatment to you, including (without limitation) the additional twenty percent (20%) federal tax for which you would otherwise be liable under SectionÂ 409A(a)(1)(B) of the Code in the absence of such deferral.(f)Definition of â€œChange in Controlâ€. â€œChange in Controlâ€ shall have the meaning ascribed to in the Companyâ€™s 2018 Equity Incentive Plan, as may be amended from time to time (the â€œPlanâ€) unless otherwise provided for in an Award Agreement (as defined in the Plan).(g)Definition of â€œCauseâ€. For all purposes under this Agreement, â€œCauseâ€ shall mean:(i)Â Any material breach by you of this Agreement, the Confidentiality Agreement (as defined below), the Equity Documentation or any other written agreement between you and the Company, which breach to the extent deemed curable by the Board is not cured within ten (10)Â business days after written notice thereof from the Company;(ii)Â Any material failure by you to comply with the Companyâ€™s written policies or rules, including (without limitation) the Companyâ€™s ethics or insider trading policies, as they may be in effect from time to time during your Employment, which breach to the extent deemed curable by the Board is not cured within ten (10)Â business days after written notice thereof from the Company;(iii)Â Your repeated failure to follow reasonable and lawful instructions from the Board, which failure is not cured within ten (10)Â business days after written notice thereof from the Company;(iv)Â Commission, conviction of, or a plea of â€œguiltyâ€ or â€œno contestâ€ to, a felony under the laws of the United States or any State by you if such felony is work-related, impairs your ability to perform services for the Company in accordance with this Agreement, or results in a loss to the Company or damage to the reputation of the Company;(v)Â Your misappropriation of funds or property of the Company;(vi)Â Gross neglect of your duties;(vii)Â Your act or omission that results directly or indirectly in material financial accounting improprieties for the Company;(viii)Â Your failure to cooperate with a government investigation; or(ix)Â Any gross or willful misconduct by you resulting in a loss to the Company or damage to the reputation of the Company.4130-5286-8669.2Emily LeproustSeptember 9, 2022Page 7(h)Definition of â€œGood Reasonâ€. For all purposes under this Agreement, â€œGood Reasonâ€ shall mean that you resign within ninety (90)Â days after one of the following conditions has come into existence without your written consent:(i)Â A material diminution in your authority, duties or responsibilities;(ii)Â A material reduction of your annual Base Salary; provided, however, that prior to a Change in Control, it shall not be Good Reason if there is a corresponding reduction in the base salaries of all other executive officers of the Company; (iii)Â A material change in the geographic location at which you must perform services (a change in location of your office will be considered material only if it increases your current one-way commute by more than fifty (50)Â miles); or (iv)Â A material breach by the Company of a material provision of this Agreement.A condition shall not be considered â€œGood Reasonâ€ unless you give the Company written notice of the condition within thirty (30)Â days after the condition comes into existence and the Company fails to remedy the condition within thirty (30)Â days after receiving your written notice.(i)Definition of â€œDisabilityâ€. For all purposes under this Agreement, â€œDisabilityâ€ shall mean that you are unable to perform the essential functions of your position, with or without reasonable accommodation, for a period of at least one hundred twenty (120)Â consecutive days because of a physical or mental impairment.(j)Definition of â€œSeparationâ€. For all purposes under this Agreement, â€œSeparationâ€ shall mean an â€œinvoluntary separation from service,â€ as defined in the regulations under SectionÂ 409A.5. Confidentiality Agreement. The Companyâ€™s Confidential Information and Invention Assignment Agreement (the â€œConfidentiality Agreementâ€), which you previously executed, remains in full force and effect.6. Code SectionÂ 280G. In the event that it is determined that any payment or distribution of any type to or for your benefit made by the Company, any of its affiliates, any person who acquires ownership or effective control of the Company or ownership of a substantial portion of the Companyâ€™s assets (within the meaning of Code SectionÂ 280G, as amended, and the regulations thereunder) or any affiliate of such person, whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise (the â€œTotal Paymentsâ€), would be subject to the excise tax imposed by SectionÂ 4999 of the Code or any interest or penalties with respect to such excise tax (such excise tax, together with any such interest or penalties, are collectively referred to as the â€œExcise Taxâ€), then such payments or distributions shall be payable either in (i)Â full or (ii)Â as to such lesser amount which would result in no portion of such payments or distributions being subject to the Excise Tax, whichever method provides you with the greater payments or distributions on an after-tax basis.4130-5286-8669.2Emily LeproustSeptember 9, 2022Page 8All mathematical determinations and all determinations of whether any of the Total Payments are â€œparachute paymentsâ€ (within the meaning of sectionÂ 280G of the Code) that are required to be made under this SectionÂ 6, shall be made by the independent professionals retained by the Company (the â€œAuditorsâ€), who shall provide their determination (the â€œDeterminationâ€), together with detailed supporting calculations regarding the amount of any relevant matters, both to the Company and to you within twenty (20)Â business days of your termination date, if applicable, or such earlier time as is requested by the Company or you. Any Determination by the Auditors shall be binding upon the Company and you, absent manifest error. The Company shall pay the fees and costs of the Auditors. Any reduction in payments and/or benefits required by this SectionÂ 6 shall be determined by the Company.7. Miscellaneous Provisions.(a)Notice. Notices and all other communications contemplated by this Agreement shall be in writing and shall be deemed to have been duly given when personally delivered or when mailed by U.S. registered or certified mail, return receipt requested and postage prepaid, or Federal Express, with delivery charges prepaid. In your case, mailed notices shall be addressed to you at the home address that you most recently communicated to the Company in writing. In the case of the Company, mailed notices shall be addressed to its corporate headquarters, and all notices shall be directed to the attention of its Secretary.(b)Modifications and Waivers. No provision of this Agreement shall be modified, waived or discharged unless the modification, waiver or discharge is agreed to in writing and signed by you and by an authorized member of the Compensation Committee. No waiver by either party of any breach of, or of compliance with, any condition or provision of this Agreement by the other party shall be considered a waiver of any other condition or provision or of the same condition or provision at another time.(c)Whole Agreement. No other agreements, representations or understandings (whether oral or written and whether express or implied) which are not expressly set forth in this Agreement have been made or entered into by either party with respect to the subject matter hereof. This Agreement, the Confidentiality Agreement and the Equity Documentation contain the entire understanding of the parties with respect to the subject matter hereof and supersede and replace your previous offer letter or employment agreement with the Company and any amendments thereto.(d)Withholding Taxes. All payments made under this Agreement shall be subject to reduction to reflect taxes or other charges required to be withheld by law.(e)Choice of Law and Severability. This Agreement shall be interpreted in accordance with the laws of the State of California without giving effect to provisions governing the choice of law. If any provision of this Agreement becomes or is deemed invalid, illegal or unenforceable in any applicable jurisdiction by reason of the scope, extent or duration of its coverage, then such provision shall be deemed amended to the minimum extent necessary to conform to applicable law so as to be valid and enforceable or, if such provision cannot be so amended without materially altering the intention of the parties, then such provision shall be stricken and the remainder of this Agreement shall continue in full 4130-5286-8669.2Emily LeproustSeptember 9, 2022Page 9force and effect. If any provision of this Agreement is rendered illegal by any present or future statute, law, ordinance or regulation (collectively, the â€œLawâ€) then that provision shall be curtailed or limited only to the minimum extent necessary to bring the provision into compliance with the Law. All the other terms and provisions of this Agreement shall continue in full force and effect without impairment or limitation.(f)Assignment; Successors. The rights and obligations under this Agreement shall be binding upon and inure to the benefits of any successor (whether direct or indirect and whether by purchase, lease, merger, consolidation, liquidation or otherwise) to all or substantially all of the Companyâ€™s business and/or assets (a â€œSuccessor Entityâ€). For all purposes under this Agreement, the term â€œCompanyâ€ shall include any successor to the Companyâ€™s business or assets that becomes bound by this Agreement. The Company may assign its rights under this Agreement to any Successor Entity without your consent. This Agreement and all of your rights and obligations hereunder are personal to you and may not be transferred or assigned by you at any time. This Agreement and all of your rights hereunder shall inure to the benefit of, and be enforceable by, your personal or legal representatives, executors, administrators, successors, heirs, distributees, devisees and legatees.(g)Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.[Signature Page Follows]4130-5286-8669.2Emily LeproustSeptember 9, 2022Page 10We are all delighted to be able to continue your employment on the terms and conditions set forth in this Agreement. To indicate your acceptance of the Companyâ€™s offer and continue your employment with the Company, please sign and date this Agreement in the space provided below and return it to me.Very truly yours,TWIST BIOSCIENCE CORPORATIONBy: /s/ Jame ThorburnÂ Â Â (Signature)Name: James ThorburnTitle: Chief Financial OfficerACCEPTED AND AGREED:/s/ Emily LeproustÂ Â Â Emily LeproustSeptember 12, 2022Â Â Â Date4130-5286-8669.2 EX-10.15 4 twst-fy24ex1015xtwtisxaxre.hcm EX-10.15 DocumentExhibit 10.15September 9, 2022James ThorburnRe: Â Â Â Â AMENDED AND RESTATED EMPLOYMENT AGREEMENT Dear James: On behalf of Twist Bioscience Corporation, a Delaware corporation (the â€œCompanyâ€), I am pleased to continue your employment with the Company on the terms and conditions set forth in this amended and restated employment agreement (the â€œAgreementâ€), effective as of SeptemberÂ 9, 2022 (the â€œEffective Dateâ€). This Agreement amends and restates in its entirety the prior Employment Agreement dated OctoberÂ 21, 2018 by and between you and the Company. 1.Duties and Scope of Employment. (a)Position. Â Â Â For the term of your employment under this Agreement (your â€œEmploymentâ€), the Company agrees to employ you in the position of Chief Financial Officer. You shall report to the Companyâ€™s Chief Executive Officer. You shall perform the duties and have the responsibilities and authority customarily performed and held by an employee in your position or as otherwise may be assigned or delegated to you by the Companyâ€™s Board. (b)Obligations to the Company. During your Employment, you shall devote your full

business efforts and time to the Company and shall not assist any person or entity in competing with the Company or in preparing to compete with the Company. During your Employment, without the prior written approval of the Company's Chief Executive Officer (the "CEO"), you shall not render services in any capacity to any other person or entity and shall not act as a sole proprietor or partner of any other person or entity or own more than five percent (5%) of the stock of any other corporation. Notwithstanding the foregoing, you may serve on corporate, civic or charitable boards or committees, deliver lectures, fulfill speaking engagements, teach at educational institutions, or manage personal investments without such advance written consent, provided that such activities do not individually or in the aggregate interfere with the performance of your duties under this Agreement. You shall comply with the Company's policies and rules, as they may be in effect from time to time during your Employment. (c) No Conflicting Obligations. You represent and warrant to the Company that you are under no obligations or commitments, whether contractual or otherwise, that are inconsistent with your obligations under this Agreement. In connection with your Employment, you shall not use or disclose any trade secrets or other proprietary information or intellectual property in which you or any other person has any right, title or interest and your Employment shall not infringe or violate the rights of any other person. You represent and warrant to the Company that you have returned all property and confidential information belonging to any prior employer. James ThorburnSeptember 9, 2022Page 22.Cash Compensation, Employee Benefits, Equity. (a) Salary. The Company shall continue to pay you as compensation for your services a base salary of \$450,000. Such salary shall be payable in accordance with the Company's standard payroll procedures. The annual compensation specified in this subsection (a), together with any modifications in such compensation that the Company may make from time to time, is referred to in this Agreement as "Base Salary." Your Base Salary may be reviewed on an annual basis by the Board or a Compensation Committee of the Board (the "Compensation Committee") based upon available market data. (b) Incentive Bonus. You shall be eligible to be considered for an annual incentive bonus each fiscal year during the term of your Employment under this Agreement based upon the achievement of certain objective or subjective criteria established by the Board, the Compensation Committee, and/or the senior management of the Company (each, an "Incentive Bonus"). Your eligibility to earn an annual Incentive Bonus and the target amount of such bonus shall be governed by the terms and conditions as determined by the Board, the Compensation Committee and/or the senior management of the Company each calendar year. Commencing with the 2022 fiscal year, the target amount for any such annual Incentive Bonus will be fifty-five percent (55%) of your Base Salary (the "Target Incentive Bonus Amount"). The determinations of the Board, the Compensation Committee, and/or the senior management of the Company with respect to such bonus shall be final and binding. Any Incentive Bonus for a fiscal year shall be paid no later than the date that is two and one half (2½) months after the close of the calendar year in which such fiscal year ends, but only if you have continued in employment with the Company until September 30 of such applicable fiscal year. (c) Employee Benefits. During your Employment, you shall be eligible to participate in the employee benefit plans maintained by the Company and generally available to similarly situated employees of the Company, subject in each case to the generally applicable terms and conditions of the plan in question and to the determinations of any person or committee administering such plan. (d) Equity. Any shares of the Company's Common Stock, options to purchase shares of the Company's Common Stock (each, an "Option") or restricted stock unit awards with respect to Company Common Stock (each, an "RSU Award") that were previously granted or issued to you shall continue to be governed by the terms and conditions of the agreements evidencing the purchase of such Common Stock, the grant of such Option or the grant of such RSU Award, all of which remain in full force and effect, except that any vesting acceleration with respect to such shares, Option or RSU Awards contained in any agreement, including (without limitation) an offer letter or employment agreement or amendment thereto, a stock option agreement, restricted stock purchase agreement or restricted stock unit agreement, shall be nullified and superseded in its entirety by the vesting acceleration set forth below in Section 4 of this Agreement (collectively, the "Equity Documentation"). 3. Termination. (a) Employment at Will. Your Employment shall be "at will," meaning that either you or the Company shall be entitled to terminate your Employment at any time and for any reason, with or without notice or Cause, as defined in Section 4 below. Any contrary representations that may have been made to you shall be superseded by this Agreement. This Agreement shall constitute the full and complete agreement between you and the Company on the "at-will" nature of your Employment, which may only be changed in an express written agreement signed by you and a duly authorized member of the Compensation Committee. James ThorburnSeptember 9, 2022Page 3(b) Rights Upon Termination. Subject to Section 4 below, upon the termination of your Employment, you shall only be entitled to the compensation and benefits earned and the reimbursements described in this Agreement for the period preceding the effective date of the termination. 4. Severance Pay (a) General Release. Any other provision of this Agreement notwithstanding, Subsections 4(b) and 4(c) shall not apply unless you (i) have returned all Company property in your possession, and (ii) have executed a general release of all claims (the "Release") that you may have against the Company or persons affiliated with the Company in a form prescribed by the Company (collectively, the "Conditions"). The Release must be in the form that is reasonably acceptable to you and the Company. The Company shall deliver the Release to you within ten (10) days after your Separation (as defined below). You must satisfy the Conditions within sixty (60) calendar days following your Separation (the "Deadline"). (b) Severance Pay Not in Connection with Change in Control. If, other than during the period commencing on a Change in Control (as defined below) and ending on the twenty-four (24) month anniversary of such Change in Control, inclusive, you experience a Separation as a result of (i) your resignation from Employment for Good Reason (as defined below) or (ii) the Company's termination of your Employment for any reason other than (A) Cause (as defined below), (B) death or (C) Disability (as defined below) (the Separation as a result of (i) or (ii) shall be known as an "Involuntary Termination"), then, in addition to the amounts payable in accordance with Section 3(b), the Company shall pay you with the following severance benefits: (i) your Base Salary for a six (6) month period (the "Severance Period"); plus (ii) a pro-rata Incentive Bonus in respect of the fiscal year including the date of the Involuntary Termination in an amount equal to (x) the Incentive Bonus calculated based on actual performance for the applicable fiscal year multiplied by (y) a fraction, the numerator of which is the number of days you were employed with the Company during the year and the denominator of which is 365 days, which will be payable to you at the same time that the Company normally pays its bonuses to other employees (but in no event later than March 15th of the year following the year that includes the Involuntary Termination); plus (iii) the health care premiums for you and your dependents under the Consolidated Omnibus Budget Reconciliation Act ("COBRA") for a period equal in length to the Severance Period, commencing on the first date on which you and your dependents lose health care coverage under the Company's health plans as a result of your Involuntary Termination, provided that you and your dependents are eligible for COBRA with respect to the Company's health plans and timely elect COBRA. The payment of such monthly COBRA premiums will be taxable to the extent required to avoid adverse consequences to you or the Company under either Section 105(h) of the Internal Revenue Code of 1986, as amended (the "Code") or the Patient Protection and Affordable Care Act of 2010. Your Base Salary shall be paid at the rate in effect at the time of your Involuntary Termination (ignoring any reduction in Base Salary that resulted in a resignation for Good Reason) in accordance with the Company's standard payroll procedures on the Company's payroll dates for a period equal in length to the Severance Period, commencing on the Company's first regular payroll date following the last day of the Deadline, and shall be subject to all applicable withholdings; provided that the first payment shall include all amounts that would have been paid had payment commenced on the first payroll date following your termination of Employment. (c) Severance Pay in Connection with Change in Control. If, during the period commencing on a Change in Control and ending on the twenty-four (24) month anniversary of such Change in Control, you experience an Involuntary Termination, inclusive, then, in lieu of the amounts payable in accordance with Section 3(b), the Company shall instead pay you severance pay equal to (i) your Base Salary for a twelve (12) month period (the "CIC Severance Period") plus (ii) an amount equal to times the average of your annual Incentive Bonus paid to you with respect to the two (2) years immediately preceding the year in which your Involuntary Termination occurs plus (iii) a pro-rata Incentive Bonus in respect of the fiscal year including the date of the Involuntary Termination in an amount equal to (x) the Target Incentive Bonus Amount applicable to the year in which your Involuntary Termination occurs multiplied by (y) a fraction, the numerator of which is the number of days you were employed with the Company during the year and the denominator of which is 365 days plus (iv) the health care premiums for you and your dependents under COBRA for a period equal in length to the CIC Severance Period, commencing on the first date on which you and your dependents lose health care coverage under the Company's health plans as a result of your Involuntary Termination, provided that you and your dependents are eligible for COBRA with respect to the Company's health plans and timely elect COBRA plus (v) a vesting acceleration with respect to your shares of the Company's Common Stock, Options, RSU Awards and any other equity awards granted to you by the Company that vest based solely upon satisfaction of a time-based vesting schedule (collectively, the "Company Time-Based Equity"), such that you shall become vested in one hundred percent (100%) of the Company Equity that is unvested and outstanding as of the date of your Involuntary Termination plus (vi) a vesting acceleration with respect to any equity awards granted to you by the Company that include a performance-based vesting requirement (the "Company Performance-Based Equity") such that you shall become vested in the greater of the amount that would become vested based on: (x) achievement at one hundred percent (100%) of target with respect to the Company Performance-Based Equity, or (y) the actual performance with respect to the Company Performance-Based Equity. The payment of such monthly COBRA premiums will be taxable to the extent required to avoid adverse consequences to you or the Company under either Section 105(h) of the Code or the Patient Protection and Affordable Care Act of 2010. Your Base Salary shall be paid at the rate in effect at the time of the termination of your Employment (ignoring any reduction in Base Salary that resulted in a resignation for Good Reason). The severance pay set forth in this Section 4(c), collectively the Base Salary in (i) and the bonuses in (ii) and (iii), shall be aggregated for a total cash severance amount, which shall be paid in substantially equal installments in accordance with the Company's standard payroll procedures on the Company's payroll dates for a period equal in length to the CIC Severance Period, commencing on the Company's first regular payroll date following the last day of the Deadline, and shall be subject to all applicable withholdings; provided that the first payment shall include all amounts that would have been paid had payment commenced on the first payroll date following your termination of Employment. For the avoidance of doubt, upon an Involuntary Termination, you shall be eligible to receive the severance pay and benefits set forth in either Section 4(c) or Section 4(b) above, but not both. (d) This Section 4, including (without limitation) the severance pay and benefits set forth in Section 4(b) and Section 4(c), shall be in effect for three (3) years from the Effective Date (the "Initial Term Expiration Date"), provided that upon the Initial Term Expiration Date, and each subsequent anniversary of such date, if applicable, the term of your employment under this Agreement will automatically be extended by one (1) year, unless either party hereto provides the other party with written notice as least ninety (90) days before the Initial Term Expiration Date, or such subsequent anniversary of such date, if applicable, of such party's decision not to extend the term of employment under this Agreement any further. Notwithstanding the foregoing, your employment under this Agreement may be terminated at any time before or after the Initial Term Expiration Date, in accordance with Section 3 above. (e) Internal Revenue Code Section 409A. For purposes of Code Section 409A, the regulations and other guidance thereunder and any state law of similar effect (collectively "Section 409A"), each payment that is paid pursuant to this Agreement is hereby designated as a separate payment. The parties intend that all payments made or to be made under this Agreement comply with, or are exempt from, the requirements of Section 409A so that none of the payments or benefits will be subject to the adverse tax penalties imposed under Section 409A, and any ambiguities herein will be interpreted to so comply or be so exempt. Notwithstanding anything stated herein to the contrary, the severance pay provided in connection with your Involuntary Termination under this Section 4 is intended James ThorburnSeptember 9, 2022Page 5to be exempt from Section 409A pursuant to Treasury Regulation Section 1.409A-1(b)(9)(iii) and to the extent it is exempt pursuant to such section it shall in any event be paid no later than the last day of your second taxable year following the taxable year in which your Involuntary Termination has occurred; provided that, to the extent that such severance and any other payments paid to you in connection with your Involuntary Termination does not qualify or otherwise exceeds the limit set forth in Treasury Regulation Section 1.409A-1(b)(9)(iii)(A) or any similar limit promulgated by the Treasury or the IRS, the portion of the severance pay that does not qualify or otherwise exceeds such limit, as determined by the Company in its sole discretion, shall be paid by no later than the fifteenth (15th) day of the third (3rd) month following the end of your first tax year in which your Involuntary Termination occurs, or, if later, the fifteenth (15th) day of the third (3rd) month following the end of the Company's first tax year in which your Involuntary Termination occurs, as provided in Treasury Regulation Section 1.409A-1(b)(4). To the extent that any COBRA payment premiums set forth in Section 4(b) or 4(c) above or any other reimbursements or in-kind benefits under this Agreement or otherwise are not exempt from Section 409A, then (i) the benefits provided during any calendar year may not affect the benefits to be provided in any other calendar year; (ii) any payment of COBRA premiums or such other reimbursements or in-kind benefits shall be made on or before the earlier of the last day of the calendar year following the calendar year in which such expense was incurred and the end of the second calendar year following the year of the Involuntary Termination; and (iii) the right to such benefits shall not be subject to liquidation or exchange for another benefit. Notwithstanding the above, if any of the severance pay provided in connection with your Involuntary Termination does not qualify for any reason to be exempt from Section 409A pursuant to Treasury Regulation Section 1.409A-1(b)(9)(iii) or Treasury Regulation Section 1.409A-1(b)(4) or any other applicable exemption and you are deemed by the Company at the time of your Involuntary Termination to be a "specified employee," as defined in Treasury Regulation Section 1.409A-1(i), each such severance payment shall not be made or commence until the date which is the first (1st) business day of the seventh (7th) month after your Involuntary Termination and the installments that otherwise would have been paid during the first six (6) months after your Involuntary Termination shall be paid in a lump sum on the first (1st) business day of the seventh (7th) month after your Involuntary Termination, with any remaining severance pay to be paid in accordance with the schedule set forth in Section 4(b) or 4(c) above, as applicable. Such deferral shall only be effected to the extent required to avoid adverse tax treatment to you, including (without limitation) the additional twenty percent (20%) federal tax for which you would otherwise be liable under Section 409A(a)(1)(B) of the Code in the absence of such deferral. (f) Definition of "Change in Control." "Change in Control" shall have the meaning ascribed to in the Company's 2018 Equity Incentive Plan, as may be amended from time to time (the "Plan") unless otherwise provided for in an Award Agreement (as defined in the Plan). (g) Definition of "Cause." For all purposes under this Agreement, "Cause" shall mean: (i) Any material breach by you of this Agreement, the Confidentiality Agreement (as defined below), the Equity Documentation or any other written agreement between you and the Company, which breach to the extent deemed curable by the Board is not cured within ten (10) business days after written notice thereof from the Company; (ii) Any material failure by you to comply with the Company's written policies or rules, including (without limitation) the Company's ethics or insider trading policies, as they may be in effect from time to time during your Employment, which breach to the extent deemed curable by the Board is not cured within ten (10) business days after written notice thereof from the Company; James ThorburnSeptember 9, 2022Page 6(iii) Your repeated failure to follow reasonable and lawful instructions from the Board, which failure is not cured within ten (10) business days after written notice thereof from the Company; (iv) Commission, conviction of, or a plea of "guilty" or "no contest" to, a felony under the laws of the United States or any State by you if such felony is work-related, impairs your ability to perform services for the Company in accordance with this Agreement, or results in a loss to the Company or damage to the reputation of the Company; (v) Your misappropriation of funds or property of the Company; (vi) Gross neglect of your duties; (vii) Your act or omission that results directly or indirectly in material financial accounting improprieties for the Company; (viii) Your failure to cooperate with a government investigation; or (ix) Any gross or willful misconduct by you resulting in a loss to the Company or damage to the reputation of the Company. (h) Definition of "Good Reason." For all purposes under this Agreement, "Good Reason" shall mean that you resign within ninety (90) days after one of the following conditions has come into existence without your written consent: (i) A material diminution in your authority, duties or responsibilities; (ii) A material reduction of your annual Base Salary; provided, however, that prior to a Change in Control, it shall not be Good Reason if there is a corresponding reduction in the base salaries of all other executive officers of the Company; (iii) A material change in the geographic location at which you must perform services (a change in location of your office will be considered material only if it increases your current one-way commute by more than fifty (50) miles); or (iv) A material breach by the Company of a material provision of this Agreement. A condition shall not be considered "Good Reason" unless you give the Company written notice of the condition within thirty (30) days after the condition comes into existence and the Company fails to remedy the condition within thirty (30) days after receiving your written notice. (v) Definition of "Disability." For all purposes under this Agreement, "Disability" shall mean that you are unable to perform the essential functions of your position, with or without reasonable accommodation, for a period of at least one hundred twenty (120) consecutive days because of a physical or mental impairment. (i) Definition of "Separation." For all purposes under this Agreement, "Separation" shall mean an involuntary separation from service, as defined in the regulations under Section 409A. James ThorburnSeptember 9, 2022Page 75. Confidentiality Agreement. The Company's Confidential Information and Invention Assignment Agreement (the "Confidentiality Agreement"), which you previously executed, remains in full force and effect. 6. Code Section 280G. In the event that it is determined that any payment or distribution

any type of or for your benefit made to the Company, any of its affiliates, any person who acquires ownership or effective control of the Company or ownership of a substantial portion of the Company's assets (within the meaning of Code Section 280C, as amended, and the regulations thereunder) or any affiliate of such person, whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise (the "Total Payments"), would be subject to the excise tax imposed by Section 4999 of the Code or any interest or penalties with respect to such excise tax (such excise tax, together with any such interest or penalties, are collectively referred to as the "Excise Tax"), then such payments or distributions shall be payable either in (i) full or (ii) a sum less than the amount which would result in no portion of such payments or distributions being subject to the Excise Tax, whichever method provides you with the greater payments or distributions on an after-tax basis. All mathematical determinations and all determinations of whether any of the Total Payments are "parachute payments" (within the meaning of Section 280C of the Code) that are required to be made under this Section 6, shall be made by the independent professionals retained by the Company (the "Auditors"), who shall provide their determination (the "Determination"), together with detailed supporting calculations regarding the amount of any relevant matters, both to the Company and to you within twenty (20) business days of your termination date, if applicable, or such earlier time as is requested by the Company or you. Any Determination by the Auditors shall be binding upon the Company and you, absent manifest error. The Company shall pay the fees and costs of the Auditors. Any reduction in payments and/or benefits required by this Section 6 shall be determined by the Company. 7. Miscellaneous Provisions. (a) Notice. Notices and all other communications contemplated by this Agreement shall be in writing and shall be deemed to have been duly given when personally delivered or when mailed by U.S. registered or certified mail, return receipt requested and postage prepaid, or Federal Express, with delivery charges prepaid. In your case, mailed notices shall be addressed to you at the home address that you most recently communicated to the Company in writing. In the case of the Company, mailed notices shall be addressed to its corporate headquarters, and all notices shall be directed to the attention of its Secretary. (b) Modifications and Waivers. No provision of this Agreement shall be modified, waived or discharged unless the modification, waiver or discharge is agreed to in writing and signed by you and by an authorized member of the Compensation Committee. No waiver by either party of any breach of, or of compliance with, any condition or provision of this Agreement by the other party shall be considered a waiver of any other condition or provision or of the same condition or provision at another time. (c) Whole Agreement. No other agreements, representations or understandings (whether oral or written and whether express or implied) which are not expressly set forth in this Agreement have been made or entered into by either party with respect to the subject matter hereof. This Agreement, the Confidentiality Agreement and the Equity Documentation contain the entire understanding of the parties with respect to the subject matter hereof and supersede and replace your previous offer letter or employment agreement with the Company and any amendments thereto. James Thorburn September 9, 2022 Page 8(d) Withholding Taxes. All payments made under this Agreement shall be subject to reduction to reflect taxes or other charges required to be withheld by law. (e) Choice of Law and Severability. This Agreement shall be interpreted in accordance with the laws of the State of California without giving effect to provisions governing the choice of law. If any provision of this Agreement becomes or is deemed invalid, illegal or unenforceable in any applicable jurisdiction by reason of the scope, extent or duration of its coverage, then such provision shall be deemed amended to the minimum extent necessary to conform to applicable law so as to be valid and enforceable or, if such provision cannot be so amended without materially altering the intention of the parties, then such provision shall be stricken and the remainder of this Agreement shall continue in full force and effect. If any provision of this Agreement is rendered illegal by any present or future statute, law, ordinance or regulation (collectively, the "Law") then that provision shall be curtailed or limited only to the minimum extent necessary to bring the provision into compliance with the Law. All the other terms and provisions of this Agreement shall continue in full force and effect without impairment or limitation. (f) Assignment; Successors. The rights and obligations under this Agreement shall be binding upon and inure to the benefits of any successor (whether direct or indirect and whether by purchase, lease, merger, consolidation, liquidation or otherwise) to all or substantially all of the Company's business and/or assets (a "Successor Entity"). For all purposes under this Agreement, the term "Company" shall include any successor to the Company's business or assets that becomes bound by this Agreement. The Company may assign its rights under this Agreement to any Successor Entity without your consent. This Agreement and all of your rights and obligations hereunder are personal to you and may not be transferred or assigned by you at any time. This Agreement and all of your rights hereunder shall inure to the benefit of, and be enforceable by, your personal or legal representatives, executors, administrators, successors, heirs, distributees, devisees and legatees. (g) Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. [Signature Page Follows] James Thorburn September 9, 2022 Page 9 We are all delighted to be able to continue your employment on the terms and conditions set forth in this Agreement. To indicate your acceptance of the Company's offer and continue your employment with the Company, please sign and date this Agreement in the space provided below and return it to me. Very truly yours, TWIST BIOSCIENCE CORPORATION By: /s/ Emily Leproust 10/5/2022 (Signature) Name: Emily Leproust Title: CEO ACCEPTED AND AGREED: /s/ James Thorburn 10/5/2022 (Signature) Date: 10/5/2022 AND RESTATED EMPLOYMENT AGREEMENT Dear Paula: On behalf of Twist Bioscience Corporation, a Delaware corporation (the "Company"), I am pleased to continue your employment with the Company on the terms and conditions set forth in this amended and restated employment agreement (the "Agreement"), effective as of September 9, 2022 (the "Effective Date"). This Agreement amends and restates in its entirety the prior Employment Agreement dated December 22, 2018 by and between you and the Company. 1. Duties and Scope of Employment. (a) Position. For the term of your employment under this Agreement (your "Employment"), the Company agrees to employ you in the position of Senior Vice President of Human Resources. You shall report to the Company's Chief Executive Officer. You shall perform the duties and have the responsibilities and authority customarily performed and held by an employee in your position or as otherwise may be assigned or delegated to you by the Company's Board. (b) Obligations to the Company. During your Employment, you shall devote your full business efforts and time to the Company and shall not assist any person or entity in competing with the Company or in preparing to compete with the Company. During your Employment, without the prior written approval of the Company's Chief Executive Officer (the "CEO"), you shall not render services in any capacity to any other person or entity and shall not act as a sole proprietor or partner of any other person or entity or own more than five percent (5%) of the stock of any other corporation. Notwithstanding the foregoing, you may serve on corporate, civic or charitable boards or committees, deliver lectures, fulfill speaking engagements, teach at educational institutions, or manage personal investments without such advance written consent, provided that such activities do not individually or in the aggregate interfere with the performance of your duties under this Agreement. You shall comply with the Company's policies and rules, as they may be in effect from time to time during your Employment. (c) No Conflicting Obligations. You represent and warrant to the Company that you are under no obligations or commitments, whether contractual or otherwise, that are inconsistent with your obligations under this Agreement. In connection with your Employment, you shall not use or disclose any trade secrets or other proprietary information or intellectual property in which you or any other person has any right, title or interest and your Employment shall not infringe or violate the rights of any other Paula Green September 9, 2022 Page 2 person. You represent and warrant to the Company that you have returned all property and confidential information belonging to any prior employer. 2. Cash Compensation, Employee Benefits, Equity. (a) Salary. The Company shall continue to pay you as compensation for your services a base salary of \$335,000. Such salary shall be payable in accordance with the Company's standard payroll procedures. The annual compensation specified in this subsection (a), together with any modifications in such compensation that the Company may make from time to time, is referred to in this Agreement as "Base Salary." Your Base Salary may be reviewed on an annual basis by the Board or a Compensation Committee of the Board (the "Compensation Committee") based upon available market data. (b) Incentive Bonus. You shall be eligible to be considered for an annual incentive bonus each fiscal year during the term of your Employment under this Agreement based upon the achievement of certain objective or subjective criteria established by the Board, the Compensation Committee, and/or the senior management of the Company (each, an "Incentive Bonus"). Your eligibility to earn an annual Incentive Bonus and the target amount of such bonus shall be governed by the terms and conditions as determined by the Board, the Compensation Committee and/or the senior management of the Company each calendar year. Commencing with the 2022 fiscal year, the target amount for any such annual Incentive Bonus will be fifty percent (50%) of your Base Salary (the "Target Incentive Bonus Amount"). The determinations of the Board, the Compensation Committee, and/or the senior management of the Company with respect to such bonus shall be final and binding. Any Incentive Bonus for a fiscal year shall be paid no later than the date that is two and one half (2½) months after the close of the calendar year in which such fiscal year ends, but only if you have continued in employment with the Company until September 30 of such applicable fiscal year. (c) Employee Benefits. During your Employment, you shall be eligible to participate in the employee benefit plans maintained by the Company and generally available to similarly situated employees of the Company, subject in each case to the generally applicable terms and conditions of the plan in question and to the determinations of any person or committee administering such plan. (d) Equity. Any shares of the Company's Common Stock, options to purchase shares of the Company's Common Stock (each, an "Option") or restricted stock unit awards with respect to Company Common Stock (each, a "RSU Award") that were previously granted or issued to you shall continue to be governed by the terms and conditions of the agreements evidencing the purchase of such Common Stock, the grant of such Option or the grant of such RSU Award, all of which remain in full force and effect, except that any vesting acceleration with respect to such shares, Option or RSU Awards contained in any agreement, including (without limitation) an offer letter or employment agreement or amendment thereto, a stock option agreement, restricted stock purchase agreement or restricted stock unit agreement, shall be nullified and superseded in its entirety by the vesting acceleration set forth below in Section 4 of this Agreement (collectively, the "Equity Documentation"). 3. Termination. Paula Green September 9, 2022 Page 3 (a) Employment at Will. Your Employment shall be "at will," meaning that either you or the Company shall be entitled to terminate your Employment at any time and for any reason, with or without notice or Cause, as defined in Section 4 below. Any contrary representations that may have been made to you shall be superseded by this Agreement. This Agreement shall constitute the full and complete agreement between you and the Company on the "at will" nature of your Employment, which may only be changed in an express written agreement signed by you and a duly authorized member of the Compensation Committee. (b) Rights Upon Termination. Subject to Section 4 below, upon the termination of your Employment, you shall only be entitled to the compensation and benefits earned and the reimbursements described in this Agreement for the period preceding the effective date of the termination. 4. Severance Pay. (a) General Release. Any other provision of this Agreement notwithstanding, Subsections 4(b) and 4(c) shall not apply unless you (i) have returned all Company property in your possession, and (ii) have executed a general release of all claims (the "Release") that you may have against the Company or persons affiliated with the Company in a form prescribed by the Company (collectively, the "Conditions"). The Release must be in the form that is reasonably acceptable to you and the Company. The Company shall deliver the Release to you within ten (10) days after your Separation (as defined below). You must satisfy the Conditions within sixty (60) calendar days following your Separation (the "Deadline"). (b) Severance Pay Not in Connection with Change in Control. If, other than during the period commencing on a Change in Control (as defined below) and ending on the twenty-four (24) month anniversary of such Change in Control, inclusive, you experience a Separation as a result of (i) your resignation from Employment for Good Reason (as defined below) or (ii) the Company's termination of your Employment for any reason other than (A) Cause (as defined below), (B) death or (C) Disability (as defined below) (the Separation as a result of (i) or (ii) shall be known as an "Involuntary Termination"), then, in addition to the amounts payable in accordance with Section 3(b), the Company shall pay you with the following severance benefits: (i) your Base Salary for a six (6) month period (the "Severance Period"); plus (ii) a pro-rata Incentive Bonus in respect of the fiscal year including the date of the Involuntary Termination in an amount equal to (x) the Incentive Bonus calculated based on actual performance for the applicable fiscal year multiplied by (y) a fraction, the numerator of which is the number of days you were employed with the Company during the year and the denominator of which is 365 days, which will be payable to the you at the same time that the Company normally pays its bonuses to other employees (but in no event later than March 15th of the year following the year that includes the Involuntary Termination); plus (iii) the health care premiums for you and your dependents under the Consolidated Omnibus Budget Reconciliation Act ("COBRA") for a period equal in length to the Severance Period, commencing on the first date on which you and your dependents lose health care coverage under the Company's health plans as a result of your Involuntary Termination, provided that you and your dependents are eligible for COBRA with respect to the Company's health plans and timely elect COBRA. The payment of such monthly COBRA premiums will be taxable to the extent required to avoid adverse consequences to you or the Company under either Section 105(h) of the Internal Revenue Code of 1986, as amended (the "Code") or the Patient Protection and Affordable Care Act of 2010. Your Base Salary shall be paid at the rate in effect at the time of your Involuntary Termination (ignoring any reduction in Base Salary that resulted in a resignation for Good Reason) in accordance with the Company's standard payroll procedures on the Company's payroll dates for a period equal in length to the Severance Period, commencing on the Company's first regular payroll date following the last day of the Deadline, and shall be subject to all applicable withholdings; provided that the first payment shall include all amounts that would have been paid had payment commenced on the first payroll date following your termination of Employment. (c) Severance Pay in Connection with Change in Control. If, during the period commencing on a Change in Control and ending on the twenty-four (24) month anniversary of such Change in Control, you experience an Involuntary Termination, inclusive, then, in lieu of the amounts payable in accordance with Section 3(b), the Company shall instead pay you severance pay equal to (i) your Base Salary for a twelve (12) month period (the "CIC Severance Period") plus (ii) an amount equal to times the average of your annual Incentive Bonus paid to you with respect to the two (2) years immediately preceding the year in which your Involuntary Termination occurs plus (iii) a pro-rata Incentive Bonus in respect of the fiscal year including the date of the Involuntary Termination in an amount equal to (x) the Target Incentive Bonus Amount applicable to the year in which your Involuntary Termination occurs multiplied by (y) a fraction, the numerator of which is the number of days you were employed with the Company during the year and the denominator of which is 365 days plus (iv) the health care premiums for you and your dependents under COBRA for a period equal in length to the CIC Severance Period, commencing on the first date on which you and your dependents lose health care coverage under the Company's health plans as a result of your Involuntary Termination, provided that you and your dependents are eligible for COBRA with respect to the Company's health plans and timely elect COBRA plus (v) a vesting acceleration with respect to your shares of the Company's Common Stock, Options, RSU Awards and any other equity awards granted to you by the Company that vest based solely upon satisfaction of a time-based vesting schedule (collectively, the "Company Timed-Based Equity"), such that you shall become vested in one hundred percent (100%) of the Company Equity that is unvested and outstanding as of the date of your Involuntary Termination plus (vi) a vesting acceleration with respect to any equity awards granted to you by the Company that include a performance-based vesting requirement (the "Company Performance-Based Equity") such that you shall become vested in the greater of the amount that would become vested based on: (x) achievement at one hundred percent (100%) of target with respect to the Company Performance-Based Equity, or (y) the actual performance with respect to the Company Performance-Based Equity. The payment of such monthly COBRA premiums will be taxable to the extent required to avoid adverse consequences to you or the Company under either Section 105(h) of the Code or the Patient Protection and Affordable Care Act of 2010. Your Base Salary shall be paid at the rate in effect at the time of the termination of your Employment (ignoring any reduction in Base Salary that resulted in a resignation for Good Reason). The

the regulations and other guidance thereunder and any state law of similar effect (collectively the "Section 409A"), each payment that is paid pursuant to this Agreement is hereby designated as a separate payment. The parties intend that all payments made or to be made under this Agreement comply with, or are exempt from, the requirements of Section 409A so that none of the payments or benefits will be subject to the adverse tax penalties imposed under Section 409A, and any ambiguities herein will be interpreted to so comply or be so exempt. Notwithstanding anything stated herein to the contrary, the severance pay provided in connection with your Involuntary Termination under this Section 4 is intended to be exempt from Section 409A pursuant to Treasury Regulation Section 1.409A-1(b)(9)(iii) and to the extent it is exempt pursuant to such section it shall in any event be paid no later than the last day of your second taxable year following the taxable year in which your Involuntary Termination has occurred; provided that, to the extent that such severance and any other payments paid to you in connection with your Involuntary Termination does not qualify or otherwise exceeds the limit set forth in Treasury Regulation Section 1.409A-1(b)(9)(iii)(A) or any similar limit promulgated by the Treasury or the IRS, the portion of the severance pay that does not qualify or otherwise exceeds such limit, as determined by the Company in its sole discretion, shall be paid by no later than the fifteenth (15th) day of the third (3rd) month following the end of your first tax year in which your Involuntary Termination occurs, or, if later, the fifteenth (15th) day of the third (3rd) month following the end of the Company's first tax year in which your Involuntary Termination occurs, as provided in Treasury Regulation Section 1.409A-1(b)(4). To the extent that any COBRA payment premiums set forth in Section 4(b) or 4(c) above or any other reimbursements or in-kind benefits under this Agreement or otherwise are not exempt from Section 409A, then (i) the benefits provided during any calendar year may not affect the benefits to be provided in any other calendar year; (ii) any payment of COBRA premiums or such other reimbursements or in-kind benefits shall be made on or before the earlier of the last day of the calendar year following the calendar year in which such expense was incurred and the end of the second calendar year following the year of the Involuntary Termination; and (iii) the right to such benefits shall not be subject to liquidation or exchange for another benefit. Notwithstanding the above, if any of the severance pay provided in connection with your Involuntary Termination does not qualify for any reason to be exempt from Section 409A pursuant to Treasury Regulation Section 1.409A-1(b)(9)(iii) or Treasury Regulation Section 1.409A-1(b)(4) or any other applicable exemption and you are deemed by the Company at the time of your Involuntary Termination to be an "specified employee," as defined in Treasury Regulation Section 1.409A-1(i), each such severance payment shall not be made or commence until the date which is the first (1st) business day after September 9, 2022. On the seventh (7th) day after your Involuntary Termination and the installments that otherwise would have been paid during the first six (6) months after your Involuntary Termination shall be paid in a lump sum on the first (1st) business day of the seventh (7th) month after your Involuntary Termination, with any remaining severance pay to be paid in accordance with the schedule set forth in Section 4(b) or 4(c) above, as applicable. Such deferral shall only be effected to the extent required to avoid adverse tax treatment to you, including (without limitation) the additional twenty percent (20%) federal tax for which you would otherwise be liable under Section 409A(a)(1)(B) of the Code in the absence of such deferral. (d) Definition of "Change in Control." "Change in Control" shall have the meaning ascribed to in the Company's 2018 Equity Incentive Plan, as may be amended from time to time (the "Plan") unless otherwise provided for in an Award Agreement (as defined in the Plan). (g) Definition of "Cause." For all purposes under this Agreement, "Cause" shall mean: (i) Any material breach by you of this Agreement, the Confidentiality Agreement (as defined below), the Equity Documentation or any other written agreement between you and the Company, which breach to the extent deemed curable by the Board is not cured within ten (10) business days after written notice thereof from the Company; (ii) Any material failure by you to comply with the Company's written policies or rules, including (without limitation) the Company's ethics or insider trading policies, as they may be in effect from time to time during your Employment, which breach to the extent deemed curable by the Board is not cured within ten (10) business days after written notice thereof from the Company; (iii) Your repeated failure to follow reasonable and lawful instructions from the Board, which failure is not cured within ten (10) business days after written notice thereof from the Company; (iv) Commission, conviction of, or a plea of guilty or nolo contendere to, a felony under the laws of the United States or any State by you if such felony is work-related, impairs your ability to perform services for the Company in accordance with this Agreement, or results in a loss to the Company or damage to the reputation of the Company; (v) Your misappropriation of funds or property of the Company; (vi) Gross neglect of your duties; (vii) Your act or omission that results directly or indirectly in material financial accounting improprieties for the Company; (viii) Your failure to cooperate with a government investigation; or (ix) Any gross or willful misconduct by you resulting in a loss to the Company or damage to the reputation of the Company. Paula Green September 9, 2022. (h) Definition of "Good Reason." For all purposes under this Agreement, "Good Reason" shall mean that you resign within ninety (90) days after one of the following conditions has come into existence without your written consent: (i) A material diminution in your authority, duties or responsibilities; (ii) A material reduction of your annual Base Salary; provided, however, that prior to a Change in Control, it shall not be Good Reason if there is a corresponding reduction in the base salaries of all other executive officers of the Company; (iii) A material change in the geographic location at which you must perform services (a change in location of your office will be considered material only if it increases your current one-way commute by more than fifty (50) miles); or (iv) A material breach by the Company of a material provision of this Agreement. A condition shall not be considered "Good Reason" unless you give the Company written notice of the condition within thirty (30) days after the condition comes into existence and the Company fails to remedy the condition within thirty (30) days after receiving your written notice. (i) Definition of "Disability." For all purposes under this Agreement, "Disability" shall mean that you are unable to perform the essential functions of your position, with or without reasonable accommodation, for a period of at least one hundred twenty (120) consecutive days because of a physical or mental impairment. (j) Definition of "Separation." For all purposes under this Agreement, "Separation" shall mean an involuntary separation from service, as defined in the regulations under Section 409A.5 Confidentiality Agreement. The Company's Confidential Information and Invention Assignment Agreement (the "Confidentiality Agreement"), which you previously executed, remains in full force and effect. 6. Code Section 280G. In the event that it is determined that any payment or distribution of any type to or for your benefit made by the Company, any of its affiliates, any person who acquires ownership or effective control of the Company or ownership of a substantial portion of the Company's assets (within the meaning of Code Section 280G, as amended, and the regulations thereunder) or any affiliate of such person, whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise (the "Total Payments"), would be subject to the excise tax imposed by Section 4999 of the Code or any interest or penalties with respect to such excise tax (such excise tax, together with any such interest or penalties, are collectively referred to as the "Excise Tax"), then such payments or distributions shall be payable either in (i) a full or (ii) a sum to such lesser amount which would result in no portion of such payments or distributions being subject to the Excise Tax, whichever method provides you with the greater payments or distributions on an after-tax basis. Paula Green September 9, 2022. 8. All mathematical determinations and all determinations of whether any of the Total Payments are "parachute payments" (within the meaning of section 280G of the Code) that are required to be made under this Section 6, shall be made by the independent professionals retained by the Company (the "Auditors"), who shall provide their determination (the "Determination"), together with detailed supporting calculations regarding the amount of any relevant matters, both to the Company and to you within twenty (20) business days of your termination date, if applicable, or such earlier time as is requested by the Company or you. Any Determination by the Auditors shall be binding upon the Company and you, absent manifest error. The Company shall pay the fees and costs of the Auditors. Any reduction in payments and/or benefits required by this Section 6 shall be determined by the Company. 7. Miscellaneous Provisions. (a) Notice. Notices and all other communications contemplated by this Agreement shall be in writing and shall be deemed to have been duly given when personally delivered or when mailed by U.S. registered or certified mail, return receipt requested and postage prepaid, or Federal Express, with delivery charges prepaid. In your case, mailed notices shall be addressed to you at the home address that you most recently communicated to the Company in writing. In the case of the Company, mailed notices shall be addressed to its corporate headquarters, and all notices shall be directed to the attention of its Secretary. (b) Modifications and Waivers. No provision of this Agreement shall be modified, waived or discharged unless the modification, waiver or discharge is agreed to in writing and signed by you and by an authorized member of the Compensation Committee. No waiver by either party of any breach of, or of compliance with, any condition or provision of this Agreement by the other party shall be considered a waiver of any other condition or provision or of the same condition or provision at another time. (c) Whole Agreement. No other agreements, representations or understandings (whether oral or written and whether express or implied) which are not expressly set forth in this Agreement have been made or entered into by either party with respect to the subject matter hereof. This Agreement, the Confidentiality Agreement and the Equity Documentation contain the entire understanding of the parties with respect to the subject matter hereof and supersede and replace your previous offer letter or employment agreement with the Company and any amendments thereto. (d) Withholding Taxes. All payments made under this Agreement shall be subject to reduction to reflect taxes or other charges required to be withheld by law. (e) Choice of Law and Severability. This Agreement shall be interpreted in accordance with the laws of the State of California without giving effect to provisions governing the choice of law. If any provision of this Agreement becomes or is deemed invalid, illegal or unenforceable in any applicable jurisdiction by reason of the scope, extent or duration of its coverage, then such provision shall be deemed amended to the minimum extent necessary to conform to applicable law so as to be valid and enforceable or, if such provision cannot be so amended without materially altering the intention of the parties, then such provision shall be stricken and the remainder of this Agreement shall continue in full force and effect. Paula Green September 9, 2022. 9. Force and effect. If any provision of this Agreement is rendered illegal by any present or future statute, law, ordinance or regulation (collectively, the "Law") then that provision shall be curtailed or limited only to the minimum extent necessary to bring the provision into compliance with the Law. All the other terms and provisions of this Agreement shall continue in full force and effect without impairment or limitation. (f) Assignment; Successors. The rights and obligations under this Agreement shall be binding upon and inure to the benefits of any successor (whether direct or indirect and whether by purchase, lease, merger, consolidation, liquidation or otherwise) to all or substantially all of the Company's business and/or assets (a "Successor Entity"). For all purposes under this Agreement, the term "Company" shall include any successor to the Company's business or assets that becomes bound by this Agreement. The Company may assign its rights under this Agreement to any Successor Entity without your consent. This Agreement and all of your rights and obligations hereunder are personal to you and may not be transferred or assigned by you at any time. This Agreement and all of your rights hereunder shall inure to the benefit of, and be enforceable by, your personal or legal representatives, executors, administrators, successors, heirs, distributees, devisees and legatees. (g) Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. (Signature Page Follows) Paula Green September 9, 2022. 10. We are all delighted to be able to continue your employment on the terms and conditions set forth in this Agreement. To indicate your acceptance of the Company's offer and continue your employment with the Company, please sign and date this Agreement in the space provided below and return it to me. Very truly yours, TWIST BIOSCIENCE CORPORATION By: /s/ Emily Leproust A.A. (Signature) Name: Emily Leproust Title: CEO ACCEPTED AND AGREED: /s/ Paula Green A.A. Paula Green 9/12/2022 A.A. Date EX-10.17 6 twst-fy24ex1017xaxrexcuti.htm EX-10.17 Document Exhibit 10.17 September 9, 2022 William Banyai Re: A.A. AMENDED AND RESTATED EMPLOYMENT AGREEMENT Dear William: On behalf of Twist Bioscience Corporation, a Delaware corporation (the "Company"), I am pleased to continue your employment with the Company on the terms and conditions set forth in this amended and restated employment agreement (the "Agreement"), effective as of September 9, 2022 (the "Effective Date"). This Agreement amends and restates in its entirety the prior Employment Agreement dated January 8, 2019 by and between you and the Company. 1. Duties and Scope of Employment. (a) Position. For the term of your employment under this Agreement (your "Employment"), the Company agrees to employ you in the position of Senior Vice President of Advanced Development and GM Data Storage. You shall report to the Company's Chief Executive Officer. You shall perform the duties and have the responsibilities and authority customarily performed and held by an employee in your position or as otherwise may be assigned or delegated to you by the Company's Board. (b) Obligations to the Company. During your Employment, you shall devote your full business efforts and time to the Company and shall not assist any person or entity in competing with the Company or in preparing to compete with the Company. During your Employment, without the prior written approval of the Company's Chief Executive Officer (the "CEO"), you shall not render services in any capacity to any other person or entity and shall not act as a sole proprietor or partner of any other person or entity or own more than five percent (5%) of the stock of any other corporation. Notwithstanding the foregoing, you may serve on corporate, civic or charitable boards or committees, deliver lectures, fulfill speaking engagements, teach at educational institutions, or manage personal investments without such advance written consent, provided that such activities do not individually or in the aggregate interfere with the performance of your duties under this Agreement. You shall comply with the Company's policies and rules, as they may be in effect from time to time during your Employment. (c) No Conflicting Obligations. You represent and warrant to the Company that you are under no obligations or commitments, whether contractual or otherwise, that are inconsistent with your obligations under this Agreement. In connection with your Employment, you shall not use or disclose any trade secrets or other proprietary information or intellectual property in which you or any other person has any right, title or interest and your Employment shall not infringe or violate the rights of any other William Banyai September 9, 2022. 2. Person. You represent and warrant to the Company that you have returned all property and confidential information belonging to any prior employer. 3. Cash Compensation, Employee Benefits, Equity. (a) Salary. The Company shall continue to pay you as compensation for your services a base salary of \$455,000. Such salary shall be payable in accordance with the Company's standard payroll procedures. The annual compensation specified in this subsection (a), together with any modifications in such compensation that the Company may make from time to time, is referred to in this Agreement as "Base Salary." Your Base Salary may be reviewed on an annual basis by the Board or a Compensation Committee of the Board (the "Compensation Committee") based upon available market data. (b) Incentive Bonus. You shall be eligible to be considered for an annual incentive bonus each fiscal year during the term of your Employment under this Agreement based upon the achievement of certain objective or subjective criteria established by the Board, the Compensation Committee, and/or the senior management of the Company (each, an "Incentive Bonus"). Your eligibility to earn an annual Incentive Bonus and the target amount of such bonus shall be governed by the terms and conditions as determined by the Board, the Compensation Committee and/or the senior management of the Company each calendar year. Commencing with the 2022 fiscal year, the target amount for any such annual Incentive Bonus will be sixty percent (60%) of your Base Salary (the "Target Incentive Bonus Amount"). The determinations of the Board, the Compensation Committee, and/or the senior management of the Company with respect to such bonus shall be final and binding. Any Incentive Bonus for a fiscal year shall be paid no later than the date that is two and one half (2½) months after the close of the calendar year in which such fiscal year ends, but only if you have continued in employment with the Company until September 30 of such applicable fiscal year. (c) Employee Benefits. During your Employment, you shall be eligible to participate in the employee benefit plans maintained by the Company and generally available to similarly situated employees of the Company, subject in each case to the generally applicable terms and conditions of the plan in question and to the determinations of any person or committee administering such plan. (d) Equity. Any shares of the Company's Common Stock, options to purchase shares of the Company's Common Stock (each, an "Option") or restricted stock unit awards with respect to Company Common Stock (each, an "RSU Award") that were previously granted or issued to you shall continue to be governed by the terms and conditions of the agreements evidencing the purchase of such Common Stock, the grant of such Option or the grant of such RSU Award, all of which remain in full force and effect, except that any vesting acceleration with respect to such shares, Option or RSU Awards contained in any agreement, including (without limitation) an offer letter or employment agreement or amendment thereto, a stock option agreement, restricted stock purchase agreement or restricted stock unit agreement, shall be nullified and superseded in its entirety by the vesting acceleration set forth below in Section 4 of this Agreement (collectively, the "Equity Documentation"). 3. Termination. William Banyai September 9, 2022. 3(a) Employment at Will. Your Employment shall be "at will," meaning that either you or the Company shall be entitled to terminate your Employment at any time and for any reason, with or without notice or Cause, as defined in Section 4 below. Any contrary representations that may have been made to you shall be superseded by this Agreement. This Agreement shall constitute the full and complete agreement between you and the Company on the "at will" nature of your Employment, which may only be changed in an express written agreement signed by you and a duly authorized member of the Compensation Committee. (b) Rights Upon Termination. Subject to Section 4 below, upon the termination of your Employment, you shall only be entitled to the compensation and benefits earned and the reimbursements described in this Agreement for the period preceding the effective date of the termination. 4. Severance Pay. (a) General Release. Any other provision of this Agreement notwithstanding, Subsections 4(b) and 4(c) shall not apply unless you (i) have returned all Company property in your possession, and (ii) have executed a general release of all claims (the "Release") that you may have against the Company or persons affiliated with the Company in a form prescribed by the Company (collectively, the "Conditions"). The Release must be in the form that is reasonably acceptable to you and the Company. The Company shall deliver the Release to you within ten (10) days after your

Separation (as defined below). You must satisfy the Conditions within sixty (60)Â calendar days following your Separation (the "Deadline").(b)Severance Pay Not in Connection with Change in Control. If, other than during the period commencing on a Change in Control (as defined below) and ending on the twenty-four (24) month anniversary of such Change in Control, inclusive, you experience a Separation as a result of (i)Â your resignation from Employment for Good Reason (as defined below) or (ii)Â the Company's termination of your Employment for any reason other than (A) Cause (as defined below), (B)Â death or (C)Â Disability (as defined below) (the Separation as a result of (i) or (ii) shall be known as an "Involuntary Termination"), then, in addition to the amounts payable in accordance with SectionÂ 3(b), the Company shall pay you with the following severance benefits: (i)Â your Base Salary for a six (6) month period (the "Severance Period"); plus (ii)Â a pro-rata Incentive Bonus in respect of the fiscal year including the date of the Involuntary Termination in an amount equal to (x)Â the Incentive Bonus calculated based on actual performance for the applicable fiscal year multiplied by (y)Â a fraction, the numerator of which is the number of days you were employed with the Company during the year and the denominator of which is 365Â days, which will be payable to the you at the same time that the Company normally pays its bonuses to other employees (but in no event later than March 15th of the year following the year that includes the Involuntary Termination); plus (iii)Â the health care premiums for you and your dependents under the Consolidated Omnibus Budget Reconciliation Act ("COBRA") for a period equal in length to the Severance Period, commencing on the first date on which you and your dependents lose health care coverage under the Company's health plans as a result of your Involuntary Termination, provided that you and your dependents are eligible for COBRA with respect to the Company's health plans and timely elect COBRA. The payment of such monthly COBRA premiums will be taxable to the extent required to avoid adverse consequences to you or the Company under either SectionÂ 105(h) of the Internal Revenue Code of 1986, as amended (the "Code") or the Patient Protection and Affordable Care Act of 2010. Your Base Salary shall be paid at the rate in effect at the time of your Involuntary Termination (ignoring any reduction William BanyaiSeptember 9, 2022Page 4in Base Salary that resulted in a resignation for Good Reason) in accordance with the Company's standard payroll procedures on the Company's payroll dates for a period equal in length to the Severance Period, commencing on the Company's first regular payroll date following the last day of the Deadline, and shall be subject to all applicable withholdings; provided that the first payment shall include all amounts that would have been paid had payment commenced on the first payroll date following your termination of Employment.(c)Severance Pay in Connection with Change in Control. If, during the period commencing on a Change In Control and ending on the twenty-four (24)Â month anniversary of such Change in Control, you experience an Involuntary Termination, inclusive, then, in lieu of the amounts payable in accordance with SectionÂ 3(b), the Company shall instead pay you severance pay equal to (i)Â your Base Salary for a twelve (12) month period (the "CIC Severance Period") plus (ii)Â an amount equal to times the average of your annual Incentive Bonus paid to you with respect to the two (2)Â years immediately preceding the year in which your Involuntary Termination occurs plus (iii)Â a pro-rata Incentive Bonus in respect of the fiscal year including the date of the Involuntary Termination in an amount equal to (x)Â the Target Incentive Bonus Amount applicable to the year in which your Involuntary Termination occurs multiplied by (y)Â a fraction, the numerator of which is the number of days you were employed with the Company during the year and the denominator of which is 365Â days plus (iv)Â the health care premiums for you and your dependents under COBRA for a period equal in length to the CIC Severance Period, commencing on the first date on which you and your dependents lose health care coverage under the Company's health plans as a result of your Involuntary Termination, provided that you and your dependents are eligible for COBRA with respect to the Company's health plans and timely elect COBRA plus (v)Â vesting acceleration with respect to your shares of the Company's Common Stock, Options, RSU awards and any other equity awards granted to you by the Company that vest based solely upon satisfaction of a time-based vesting schedule (collectively, the "Company Timed-Based Equity"), such that you shall become vested in one hundred percent (100%) of the Company Equity that is unvested and outstanding as of the date of your Involuntary Termination plus (vi)Â vesting acceleration with respect to any equity awards granted to you by the Company that include a performance-based vesting requirement (the "Company Performance-Based Equity") such that you shall become vested in the greater of the amount that would become vested based on: (x)Â achievement at one hundred percent (100%) of target with respect to the Company Performance-Based Equity, or (y)Â the actual performance with respect to the Company Performance-Based Equity. The payment of such monthly COBRA premiums will be taxable to the extent required to avoid adverse consequences to you or the Company under either SectionÂ 105(h) of the Code or the Patient Protection and Affordable Care Act of 2010. Your Base Salary shall be paid at the rate in effect at the time of the termination of your Employment (ignoring any reduction in Base Salary that resulted in a resignation for Good Reason). The severance pay set forth in this SectionÂ 4(c), collectively the Base Salary in (i) and the bonuses in (ii) and (iii), shall be aggregated for a total cash severance amount, which shall be paid in substantially equal installments in accordance with the Company's standard payroll procedures on the Company's payroll dates for a period equal in length to the CIC Severance Period, commencing on the Company's first regular payroll date following the last day of the Deadline, and shall be subject to all applicable withholdings; provided that the first payment shall include all amounts that would have been paid had payment commenced on the first payroll date following your termination of Employment. For the avoidance of doubt, upon an Involuntary Termination, you shall be eligible to receive the severance pay and benefits set forth in either SectionÂ 4(c) or SectionÂ 4(b) above, but not both.William BanyaiSeptember 9, 2022Page 5(d)This SectionÂ 4, including (without limitation) the severance pay and benefits set forth in SectionÂ 4(b) and SectionÂ 4(c), shall be in effect for three (3)Â years from the Effective Date (the "Initial Term Expiration Date"), provided that upon the Initial Term Expiration Date, and each subsequent anniversary of such date, if applicable, the term of your employment under this Agreement will automatically be extended by one (1)Â year, unless either party hereto provides the other party with written notice as least ninety (90)Â days before the Initial Term Expiration Date, or such subsequent anniversary of such date, if applicable, of such party's decision not to extend the term of employment under this Agreement any further. Notwithstanding the foregoing, your employment under this Agreement may be terminated at any time before or after the Initial Term Expiration Date, in accordance with SectionÂ 3 above. (e)Internal Revenue Code SectionÂ 409A. For purposes of Code SectionÂ 409A, the regulations and other guidance thereunder and any state law of similar effect (collectively "SectionÂ 409A"), each payment that is paid pursuant to this Agreement is hereby designated as a separate payment. The parties intend that all payments made or to be made under this Agreement comply with, or are exempt from, the requirements of SectionÂ 409A so that none of the payments or benefits will be subject to the adverse tax penalties imposed under SectionÂ 409A, and any ambiguities herein will be interpreted to so comply or be so exempt. Notwithstanding anything stated herein to the contrary, the severance pay provided in connection with your Involuntary Termination under this SectionÂ 4 is intended to be exempt from SectionÂ 409A pursuant to Treasury Regulation SectionÂ 1.409A-1(b)(9)(iii) and to the extent it is exempt pursuant to such sectionÂ it shall in any event be paid no later than the last day of your second taxable year following the taxable year in which your Involuntary Termination has occurred; provided that, to the extent that such severance and any other payments paid to you in connection with your Involuntary Termination does not qualify or otherwise exceeds the limit set forth in Treasury Regulation SectionÂ 1.409A-1(b)(9)(iii)(A) or any similar limit promulgated by the Treasury or the IRS, the portion of the severance pay that does not qualify or otherwise exceeds such limit, as determined by the Company in its sole discretion, shall be paid by no later than the fifteenth (15th)Â day of the third (3rd)Â month following the end of your first tax year in which your Involuntary Termination occurs, or, if later, the fifteenth (15th)Â day of the third (3rd)Â month following the end of the Company's first tax year in which your Involuntary Termination occurs, as provided in Treasury Regulation SectionÂ 1.409A-1(b)(4).To the extent that any COBRA payment premiums set forth in SectionÂ 4(b) or 4(c) above or any other reimbursements or in-kind benefits under this Agreement or otherwise are not exempt from SectionÂ 409A, then (i)Â the benefits provided during any calendar year may not affect the benefits to be provided in any other calendar year; (ii)Â any payment of COBRA premiums or such other reimbursements or in-kind benefits shall be made on or before the earlier of the last day of the calendar year following the calendar year in which such expense was incurred and the end of the second calendar year following the year of the Involuntary Termination; and (iii)Â the right to such benefits shall not be subject to liquidation or exchange for another benefit.Notwithstanding the above, if any of the severance pay provided in connection with your Involuntary Termination does not qualify for any reason to be exempt from SectionÂ 409A pursuant to Treasury Regulation SectionÂ 1.409A-1(b)(9)(iii) or Treasury Regulation SectionÂ 1.409A-1(b)(4) or any other applicable exemption and you are deemed by the Company at the time of your Involuntary Termination to be a "specified employee," as defined in Treasury Regulation SectionÂ 1.409A-1(i), each such severance payment shall not be made or commence until the date which is the first (1st) business William BanyaiSeptember 9, 2022Page 6day of the seventh (7th)Â month after your Involuntary Termination and the installments that otherwise would have been paid during the first six (6)Â months after your Involuntary Termination shall be paid in a lump sum on the first (1st)Â business day of the seventh (7th)Â month after your Involuntary Termination, with any remaining severance pay to be paid in accordance with the schedule set forth in SectionÂ 4(b) or 4(c) above, as applicable. Such deferral shall only be effected to the extent required to avoid adverse tax treatment to you, including (without limitation) the additional twenty percent (20%) federal tax for which you would otherwise be liable under SectionÂ 409A(1)(B) of the Code in the absence of such deferral.(f)Definition of "Change in Control". "Change in Control" shall have the meaning ascribed to in the Company's 2018 Equity Incentive Plan, as may be amended from time to time (the "Plan").(g)Definition of "Cause". For all purposes under this Agreement, "Cause" shall mean: (i)Â Any material breach by you of this Agreement, the Confidentiality Agreement (as defined below), the Equity Documentation or any other written agreement between you and the Company, which breach to the extent deemed curable by the Board is not cured within ten (10)Â business days after written notice thereof from the Company; (ii)Â Any material failure by you to comply with the Company's written policies or rules, including (without limitation) the Company's ethics or insider trading policies, as they may be in effect from time to time during your Employment, which breach to the extent deemed curable by the Board is not cured within ten (10)Â business days after written notice thereof from the Company; (iii)Â Your repeated failure to follow reasonable and lawful instructions from the Board, which failure is not cured within ten (10)Â business days after written notice thereof from the Company; (iv)Â Commission, conviction of, or a plea of "guilty" or "nolo contendere", to a felony under the laws of the United States or any State by you if such felony is work-related, impairs your ability to perform services for the Company in accordance with this Agreement, or results in a loss to the Company or damage to the reputation of the Company; (v)Â Your misappropriation of funds or property of the Company; (vi)Â Gross neglect of your duties; (vii)Â Your act or omission that results directly or indirectly in material financial accounting improprieties for the Company; (viii)Â Your failure to cooperate with a government investigation; or (ix)Â Any gross or willful misconduct by you resulting in a loss to the Company or damage to the reputation of the Company.William BanyaiSeptember 9, 2022Page 7(h)Definition of "Good Reason". For all purposes under this Agreement, "Good Reason" shall mean that you resign within ninety (90)Â days after one of the following conditions has come into existence without your written consent: (i)Â A material diminution in your authority, duties or responsibilities; (ii)Â A material reduction of your annual Base Salary; provided, however, that prior to a Change in Control, it shall not be Good Reason if there is a corresponding reduction in the base salaries of all other executive officers of the Company; (iii)Â A material change in the geographic location at which you must perform services (a change in location of your office will be considered material only if it increases your current one-way commute by more than fifty (50)Â miles); or, (iv)Â A material breach by the Company of a material provision of this Agreement. A condition shall not be considered "Good Reason" unless you give the Company written notice of the condition within thirty (30)Â days after the condition comes into existence and the Company fails to remedy the condition within thirty (30)Â days after receiving your written notice.(i)Definition of "Disability". For all purposes under this Agreement, "Disability" shall mean that you are unable to perform the essential functions of your position, with or without reasonable accommodation, for a period of at least one hundred twenty (120)Â consecutive days because of a physical or mental impairment.(j)Definition of "Separation". For all purposes under this Agreement, "Separation" shall mean an "involuntary separation from service," as defined in the regulations under SectionÂ 409A.5. Confidentiality Agreement. The Company's Confidential Information and Invention Assignment Agreement (the "Confidentiality Agreement"), which you previously executed, remains in full force and effect.6. Code SectionÂ 280G. In the event that it is determined that any payment or distribution of any type to or for your benefit made by the Company, any of its affiliates, any person who acquires ownership or effective control of the Company or ownership of a substantial portion of the Company's assets (within the meaning of Code SectionÂ 280G, as amended, and the regulations thereunder) or any affiliate of such person, whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise (the "Total Payments"), would be subject to the excise tax imposed by SectionÂ 4999 of the Code or any interest or penalties with respect to such excise tax (such excise tax, together with any such interest or penalties, are collectively referred to as the "Excise Tax"), then such payments or distributions shall be payable either in (i)Â full or (ii)Â as to such lesser amount which would result in no portion of such payments or distributions being subject to the Excise Tax, whichever method provides you with the greater payments or distributions on an after-tax basis.William BanyaiSeptember 9, 2022Page 8All mathematical determinations and all determinations of whether any of the Total Payments are "parachute payments" (within the meaning of sectionÂ 280G of the Code) that are required to be made under this SectionÂ 6, shall be made by the independent professionals retained by the Company (the "Auditors"), who shall provide their determination (the "Determination"), together with detailed supporting calculations regarding the amount of any relevant matters, both to the Company and to you within twenty (20)Â business days of your termination date, if applicable, or such earlier time as is requested by the Company or you. Any Determination by the Auditors shall be binding upon the Company and you, absent manifest error. The Company shall pay the fees and costs of the Auditors. Any reduction in payments and/or benefits required by this SectionÂ 6 shall be determined by the Company.7. Miscellaneous Provisions. (a) Notice. Notices and all other communications contemplated by this Agreement shall be in writing and shall be deemed to have been duly given when personally delivered or when mailed by U.S. registered or certified mail, return receipt requested and postage prepaid, or Federal Express, with delivery charges prepaid. In your case, mailed notices shall be addressed to you at the home address that you most recently communicated to the Company in writing. In the case of the Company, mailed notices shall be addressed to its corporate headquarters, and all notices shall be directed to the attention of its Secretary. (b) Modifications and Waivers. No provision of this Agreement shall be modified, waived or discharged unless the modification, waiver or discharge is agreed to in writing and signed by you and by an authorized member of the Compensation Committee. No waiver by either party of any breach of, or of compliance with, any condition or provision of this Agreement by the other party shall be considered a waiver of any other condition or provision or of the same condition or provision at another time. (c) Whole Agreement. No other agreements, representations or understandings (whether oral or written and whether express or implied) which are not expressly set forth in this Agreement have been made or entered into by either party with respect to the subject matter hereof. This Agreement, the Confidentiality Agreement and the Equity Documentation contain the entire understanding of the parties with respect to the subject matter hereof and supersede and replace your previous offer letter or employment agreement with the Company and any amendments thereto. (d) Withholding Taxes. All payments made under this Agreement shall be subject to reduction to reflect taxes or other charges required to be withheld by law. (e) Choice of Law and Severability. This Agreement shall be interpreted in accordance with the laws of the State of California without giving effect to provisions governing the choice of law. If any provision of this Agreement becomes or is deemed invalid, illegal or unenforceable in any applicable jurisdiction by reason of the scope, extent or duration of its coverage, then such provision shall be deemed amended to the minimum extent necessary to conform to applicable law so as to be valid and enforceable or, if such provision cannot be so amended without materially altering the intention of the parties, then such provision shall be stricken and the remainder of this Agreement shall continue in full William BanyaiSeptember 9, 2022Page 9force and effect. If any provision of this Agreement is rendered illegal by any present or future statute, law, ordinance or regulation (collectively, the "Law") then that provision shall be curtailed or limited only to the minimum extent necessary to bring the provision into compliance with the Law. All the other terms and provisions of this Agreement shall continue in full force and effect without impairment or limitation. (f) Assignment; Successors. The rights and obligations under this Agreement shall be binding upon and inure to the benefits of any successor (whether direct or indirect and whether by purchase, lease, merger, consolidation, liquidation or otherwise) to all or substantially all of the Company's business and/or assets (a "Successor Entity"). For all purposes under this Agreement, the term "Company" shall include any successor to the Company's business or assets that becomes bound by this Agreement. The Company may assign its rights under this Agreement to any Successor Entity without your consent. This Agreement and all of your rights and obligations hereunder are personal to you and may not be transferred or assigned by you at any time. This Agreement and all of your rights hereunder shall inure to the benefit of, and be enforceable by, your personal or legal representatives, executors, administrators, successors, heirs, distributees, devisees and legatees. (g) Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. [Signature Page Follows] William BanyaiSeptember 9, 2022Page 10We are all delighted to be able to continue your employment on the terms and conditions set forth in this Agreement. To indicate your acceptance of the Company's offer and continue your employment with the Company, please sign and date this Agreement in the space provided below and return it to me. Very truly yours, TWIST BIOSCIENCE CORPORATIONBy: /s/ Emily

LeproustÀ Á À Á (Signature)Name: Emily LeproustTitle: CEOACCEPTED AND AGREED:/s/ William BanyaiÀ Á À Á William Banyai9/12/2022À Á À Á Date EX-10.18 7-twst-fy24ex1018axxrexecuti.htm EX-10.18 DocumentExhibit 10.18September 2, 2024Dennis ChoRe: À Á À Á À Á AMENDED AND RESTATED EMPLOYMENT AGREEMENT Dear Dennis:On behalf of Twist Bioscience Corporation, a Delaware corporation (the Company), I am pleased to continue your employment with the Company on the terms and conditions set forth in this amended and restated employment agreement (the Agreement), effective as of September 2, 2024 (the Effective Date). This Agreement amends and restates in its entirety the prior Employment Agreement dated September 2, 2021 by and between you and the Company.1.À Á À Á Duties and Scope of Employment. (a)Position.À Á À Á À Á For the term of your employment under this Agreement (your Employment), the Company agrees to employ you in the position of Chief Legal Officer, Chief Ethics & Compliance Officer & Corporate Secretary. You shall report to the Companys Chief Executive Officer. You shall perform the duties and have the responsibilities and authority customarily performed and held by an employee in your position or as otherwise may be assigned or delegated to you by the Companys Chief Executive Officer. You shall continue working as a remote employee.(b)Obligations to the Company. During your Employment, you shall devote your full business efforts and time to the Company and shall not assist any person or entity in competing with the Company or in preparing to compete with the Company. During your Employment, without the prior written approval of the Companys Chief Executive Officer (the CEO), you shall not render services in any capacity to any other person or entity and shall not act as a sole proprietor or partner of any other person or entity or own more than five percent (5%) of the stock of any other corporation. Notwithstanding the foregoing, you may serve on corporate, civic or charitable boards or committees, deliver lectures, fulfill speaking engagements, teach at educational institutions, or manage personal investments without such advance written consent, provided that such activities do not individually or in the aggregate interfere with the performance of your duties under this Agreement. You shall comply with the Companys policies and rules, as they may be in effect from time to time during your Employment.(c)No Conflicting Obligations. You represent and warrant to the Company that you are under no obligations or commitments, whether contractual or otherwise, that are inconsistent with your obligations under this Agreement. In connection with your Employment, you shall not use or disclose any trade secrets or other proprietary information or intellectual property in which you or any other person has any right, title or interest and your Employment shall not infringe or violate the rights of any other person. You representDennis ChoSeptember 2, 2024 Page 2and warrant to the Company that you have returned all property and confidential information belonging to any prior employer.À Á À Á 2.À Á À Á Cash Compensation, Employee Benefits, Equity. (a)À Á À Á Salary. The Company shall continue to pay you as compensation for your services a base salary of \$433,000. Such salary shall be payable in accordance with the Companys standard payroll procedures. The annual compensation specified in this subsection (a), together with any modifications in such compensation that the Company may make from time to time, is referred to in this Agreement as Base Salary. Your Base Salary may be reviewed on an annual basis by the Board or a Compensation Committee of the Board (the Compensation Committee) based upon available market data.(b)Incentive Bonus. You shall be eligible to be considered for an annual incentive bonus each fiscal year during the term of your Employment under this Agreement based upon the achievement of certain objective or subjective criteria established by the Board, the Compensation Committee, and/or the senior management of the Company (each, an Incentive Bonus). Your eligibility to earn an annual Incentive Bonus and the target amount of such bonus shall be governed by the terms and conditions as determined by the Board, the Compensation Committee and/or the senior management of the Company each calendar year. Commencing with the 2022 fiscal year, the target amount for any such annual Incentive Bonus will be fifty percent (50%) of your Base Salary (the Target Incentive Bonus Amount). The determinations of the Board, the Compensation Committee, and/or the senior management of the Company with respect to such bonus shall be final and binding. Any Incentive Bonus for a fiscal year shall be paid no later than the date that is two and one half (21/2) months after the close of the calendar year in which such fiscal year ends, but only if you have continued in employment with the Company until September 30 of such applicable fiscal year.(c)Employee Benefits. During your Employment, you shall be eligible to participate in the employee benefit plans maintained by the Company and generally available to similarly situated employees of the Company, subject in each case to the generally applicable terms and conditions of the plan in question and to the determinations of any person or committee administering such plan.(d)Equity. Any shares of the Companys Common Stock, options to purchase shares of the Companys Common Stock (each, an Option) or restricted stock unit awards with respect to Company Common Stock (each, a RSU Award) that were previously granted or issued to you shall continue to be governed by the terms and conditions of the agreements evidencing the purchase of such Common Stock, the grant of such Option or the grant of such RSU Award, all of which remain in full force and effect, except that any vesting acceleration with respect to such shares, Option or RSU Awards contained in any agreement, including (without limitation) an offer letter or employment agreement or amendment thereto, a stock option agreement, restricted stock purchase agreement or restricted stock unit agreement, shall be nullified and superseded in its entirety by the vesting acceleration set forth below in Section 4 of this Agreement (collectively, the Equity Documentation).À Á À Á 3.À Á À Á Termination. (a)À Á À Á Employment at Will. Your Employment shall be at will, meaning that either you or the Company shall be entitled to terminate your Employment at any time and for any reason, with orDennis ChoSeptember 2, 2024 Page 3without notice or Cause, as defined in Section 4 below. Any contrary representations that may have been made to you shall be superseded by this Agreement. This Agreement shall constitute the full and complete agreement between you and the Company on the at-will nature of your Employment, which may only be changed in an express written agreement signed by you and a duly authorized member of the Compensation Committee.(b)À Á À Á Rights Upon Termination. Subject to Section 4 below, upon the termination ofyour Employment, you shall only be entitled to the compensation and benefits earned and the reimbursements described in this Agreement for the period preceding the effective date of the termination.4.À Á À Á Severance Pay. (a)General Release. Any other provision of this Agreement notwithstanding, Subsections 4(b) and 4(c) shall not apply unless you (i) have returned all Company property in your possession, and (ii) have executed a general release of all claims (the Release) that you may have against the Company or persons affiliated with the Company in a form prescribed by the Company (collectively, the Conditions). The Release must be in the form that is reasonably acceptable to you and the Company. The Company shall deliver the Release to you within ten (10) days after your Separation (as defined below). You must satisfy the Conditions within sixty (60) calendar days following your Separation (the Deadline). (b)Severance Pay Not in Connection with Change in Control. If, other than during the period commencing on a Change in Control (as defined below) and ending on the twenty-four (24) month anniversary of such Change in Control, inclusive, you experience a Separation as a result of (i) your resignation from Employment for Good Reason (as defined below) or (ii) the Companys termination of your Employment for any reason other than (A) Cause (as defined below), (B) death or (C) Disability (as defined below) (the Separation as a result of (i) or (ii) shall be known as an Involuntary Termination), then, in addition to the amounts payable in accordance with Section 3(b), the Company shall pay you with the following severance benefits: (i) your Base Salary for a six (6) month period (the Severance Period); plus (ii) a pro-rata Incentive Bonus in respect of the fiscal year including the date of the Involuntary Termination in an amount equal to (x) the Incentive Bonus calculated based on actual performance for the applicable fiscal year multiplied by (y) a fraction, the numerator of which is the number of days you were employed with the Company during the year and the denominator of which is 365 days, which will be payable to the you at the same time that the Company normally pays its bonuses to other employees (but in no event later than March 15th of the year following the year that includes the Involuntary Termination); plus (iii) the health care premiums for you and your dependents under the Consolidated Omnibus Budget Reconciliation Act (COBRA) for a period equal in length to the Severance Period, commencing on the first date on which you and your dependents lose health care coverage under the Companys health plans as a result of your Involuntary Termination, provided that you and your dependents are eligible for COBRA with respect to the Companys health plans and timely elect COBRA. The payment of such monthly COBRA premiums will be taxable to the extent required to avoid adverse consequences to you or the Company under either Section 105(h) of the Internal Revenue Code of 1986, as amended (the Code) or the Patient Protection and Affordable Care Act of 2010. Your Base Salary shall be paid at the rate in effect at the time of your Involuntary Termination (ignoring any reduction in Base Salary that resulted in a resignation for Good Reason) in accordance with the Companys standard payroll procedures on the Companys payroll dates for a period equal in length to the Severance Period, commencing on the Companys first regular payroll date following the last day of the Deadline, and shall be subject to all applicable withholdings; provided that the first payment shall include all amounts that would have been paid had payment Dennis ChoSeptember 2, 2024 Page 4commenced on the first payroll date following your termination of Employment.(c)Severance Pay in Connection with Change in Control. If, during the period commencing on a Change In Control and ending on the twenty-four (24) month anniversary of such Change in Control, you experience an Involuntary Termination, inclusive, then, in lieu of the amounts payable in accordance with Section 3(b), the Company shall instead pay you severance pay equal to (i) your Base Salary for a twelve (12) month period (the CIC Severance Period) plus (ii) an amount equal to times the average of your annual Incentive Bonus paid to you with respect to the two (2) years immediately preceding the year in which your Involuntary Termination occurs plus (iii) a pro-rata Incentive Bonus in respect of the fiscal year including the date of the Involuntary Termination in an amount equal to (x) the Target Incentive Bonus Amount applicable to the year in which your Involuntary Termination occurs multiplied by (y) a fraction, the numerator of which is the number of days you were employed with the Company during the year and the denominator of which is 365 days plus (iv) the health care premiums for you and your dependents under COBRA for a period equal in length to the CIC Severance Period, commencing on the first date on which you and your dependents lose health care coverage under the Companys health plans as a result of your Involuntary Termination, provided that you and your dependents are eligible for COBRA with respect to the Companys health plans and timely elect COBRA plus (v) vesting acceleration with respect to your shares of the Companys Common Stock, Options, RSU Awards and any other equity awards granted to you by the Company that vest based solely upon satisfaction of a time-based vesting schedule (collectively, the Company Timed-Based Equity), such that you shall become vested in one hundred percent (100%) of the Company Equity that is unvested and outstanding as of the date of your Involuntary Termination plus (vi) vesting acceleration with respect to any equity awards granted to you by the Company that include a performance-based vesting requirement (the Company Performance-Based Equity) such that you shall become vested in the greater of the amount that would become vested based on: (x) achievement at one hundred percent (100%) of target with respect to the Company Performance-Based Equity, or (y) the actual performance with respect to the Company Performance-Based Equity. The payment of such monthly COBRA premiums will be taxable to the extent required to avoid adverse consequences to you or the Company under either Section 105(h) of the Code or the Patient Protection and Affordable Care Act of 2010. Your Base Salary shall be paid at the rate in effect at the time of the termination of your Employment (ignoring any reduction in Base Salary that resulted in a resignation for Good Reason). The severance pay set forth in this Section 4(c), collectively the Base Salary in (i) and the bonuses in (ii) and (iii), shall be aggregated for a total cash severance amount, which shall be paid in substantially equal installments in accordance with the Companys standard payroll procedures on the Companys payroll dates for a period equal in length to the CIC Severance Period, commencing on the Companys first regular payroll date following the last day of the Deadline, and shall be subject to all applicable withholdings; provided that the first payment shall include all amounts that would have been paid had payment commenced on the first payroll date following your termination of Employment. For the avoidance of doubt, upon an Involuntary Termination, you shall be eligible to receive the severance pay and benefits set forth in either Section 4(c) or Section 4(b) above, but not both.(d)This Section 4, including (without limitation) the severance pay and benefits set forth in Section 4(b) and Section 4(c), shall be in effect for three (3) years from the Effective Date (the Initial Term Expiration Date), provided that upon the Initial Term Expiration Date, and each subsequent anniversary of such date, if applicable, the term of your employment under this Agreement will automatically be extended by one (1) year, unless either party hereto provides the other party with written notice as least ninety (90) days Dennis ChoSeptember 2, 2024 Page 5before the Initial Term Expiration Date, or such subsequent anniversary of such date, if applicable, of such partys decision not to extend the term of employment under this Agreement any further. Notwithstanding the foregoing, your employment under this Agreement may be terminated at any time before or after the Initial Term Expiration Date, in accordance with Section 3 above.(e)À Á À Á Internal Revenue Code Section 409A. For purposes of Code Section 409A, theregulations and other guidance thereunder and any state law of similar effect (collectively Section 409A), each payment that is paid pursuant to this Agreement is hereby designated as a separate payment. The parties intend that all payments made or to be made under this Agreement comply with, or are exempt from, the requirements of Section 409A so that none of the payments or benefits will be subject to the adverse tax penalties imposed under Section 409A, and any ambiguities herein will be interpreted to so comply or be so exempt. Notwithstanding anything stated herein to the contrary, the severance pay provided in connection with your Involuntary Termination under this Section 4 is intended to be exempt from Section 409A pursuant to Treasury Regulation Section 1.409A-1(b)(9)(iii) and to the extent it is exempt pursuant to such section it shall in any event be paid no later than the last day of your second taxable year following the taxable year in which your Involuntary Termination has occurred; provided that, to the extent that such severance and any other payments paid to you in connection with your Involuntary Termination does not qualify or otherwise exceeds the limit set forth in Treasury Regulation Section 1.409A-1(b)(9)(iii)(A) or any similar limit promulgated by the Treasury or the IRS, the portion of the severance pay that does not qualify or otherwise exceeds such limit, as determined by the Company in its sole discretion, shall be paid by no later than the fifteenth (15th) day of the third (3rd) month following the end of your first tax year in which your Involuntary Termination occurs, or, if later, the fifteenth (15th) day of the third (3rd) month following the end of the Companys first tax year in which your Involuntary Termination occurs, as provided in Treasury Regulation Section 1.409A-1(b)(4).To the extent that any COBRA payment premiums set forth in Section 4(b) or 4(c) above or any other reimbursements or in-kind benefits under this Agreement or otherwise are not exempt from Section 409A, then (i) the benefits provided during any calendar year may not affect the benefits to be provided in any other calendar year; (ii) any payment of COBRA premiums or such other reimbursements or in-kind benefits shall be made on or before the earlier of the last day of the calendar year following the calendar year in which such expense was incurred and the end of the second calendar year following the year of the Involuntary Termination; and (iii) the right to such benefits shall not be subject to liquidation or exchange for another benefit.Notwithstanding the above, if any of the severance pay provided in connection with your Involuntary Termination does not qualify for any reason to be exempt from Section 409A pursuant to Treasury Regulation Section 1.409A-1(b)(9)(iii) or Treasury Regulation Section 1.409A-1(b)(4) or any other applicable exemption and you are deemed by the Company at the time of your Involuntary Termination to be a specified employee, as defined in Treasury Regulation Section 1.409A-1(i), each such severance payment shall not be made or commence until the date which is the first (1st) business day of the seventh (7th) month after your Involuntary Termination and the installments that otherwise would have been paid during the first six (6) months after your Involuntary Termination shall be paid in a lump sum on the first (1st) business day of the seventh (7th) month after your Involuntary Termination, with any remaining severance pay to be paid in accordance with the schedule set forth in Section 4(b) or 4(c) above, as applicable. Such deferral shall only be effected to the extent required to avoid adverse tax treatment to you, including (without limitation) the additional twenty Docusign Envelope ID: 2FA09C1B-72DF-47BF-AB06-FD7371F51737Dennis ChoSeptember 2, 2024 Page 6percent (20%) federal tax for which you would otherwise be liable under Section 409A(a)(1)(B) of the Code in the absence of such deferral.(f)À Á À Á Definition of Change in Control. Change in Control shall have the meaning ascribed to in the Companys 2018 Equity Incentive Plan, as may be amended from time to time (the Plan) unless otherwise provided for in an Award Agreement (as defined in the Plan).(g)À Á À Á Definition of Cause. For all purposes under this Agreement, Cause shall mean: (i)Any material breach by you of this Agreement, the Confidentiality Agreement (as defined below), the Equity Documentation or any other written agreement between you and the Company, which breach to the extent deemed curable by the Board is not cured within ten (10) business days after written notice thereof from the Company;(ii)Any material failure by you to comply with the Companys written policies or rules, including (without limitation) the Companys ethics or insider trading policies, as they may be in effect from time to time during your Employment, which breach to the extent deemed curable by the Board is not cured within ten (10) business days after written notice thereof from the Company;(iii)Your repeated failure to follow reasonable and lawful instructions from the Board, which failure is not cured within ten (10) business days after written notice thereof from the Company;(iv)Commission, conviction of, or a plea of acquittal or nolo contendere, to a felony under the laws of the United States or any State by you if such felony is work-related, impairs your ability to perform services for the Company in accordance with this Agreement, or results in a loss to the Company or damage to the reputation of the Company;(v)Your misappropriation of funds or property of the Company;(vi)Gross neglect of your duties;(vii)Your act or omission that results directly or indirectly in material financial accounting improprieties for the Company;(viii)Your failure to cooperate with a government investigation; or(ix)Any gross or willful misconduct by you resulting in a loss to the Company or damage to the reputation of the Company.(h)À Á À Á Definition of Good Reason. For all purposes under this Agreement, Good Reason shall mean that you resign within ninety (90) days after one of the following conditions has come into existence without your written consent:(i)À Á À Á A material diminution in your authority, duties or responsibilities;Dennis ChoSeptember 2, 2024 Page 7(ii)A material reduction of your annual Base Salary; provided, however, that prior to a Change in Control, it shall not be Good Reason if

there is a corresponding reduction in the base salaries of all other executive officers of the Company;(iii)A material change in the geographic location at which you must perform services (a change in location of your office will be considered material only if it increases your current one-way commute by more than fifty (50) miles); or (iv)A material breach by the Company of a material provision of this Agreement.A condition shall not be considered a Good Reason unless you give the Company written notice of the condition within thirty (30) days after the condition comes into existence and the Company fails to remedy the condition within thirty (30) days after receiving your written notice.(j)Definition of a Disability. For all purposes under this Agreement, a Disability shall mean that you are unable to perform the essential functions of your position, with or without reasonable accommodation, for a period of at least one hundred twenty (120) consecutive days because of a physical or mental impairment.(j)Definition of a Separation. For all purposes under this Agreement, a Separation shall mean an involuntary separation from service, as defined in the regulations under Section 409A.5. Confidentiality Agreement. The Company's Confidential Information and Invention Assignment Agreement (the Confidentiality Agreement), which you previously executed, remains in full force and effect. 6. Code Section 280G. In the event that it is determined that any payment or distribution of any type to or for your benefit made by the Company, any of its affiliates, any person who acquires ownership or effective control of the Company or ownership of a substantial portion of the Company's assets (within the meaning of Code Section 280G, as amended, and the regulations thereunder) or any affiliate of such person, whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise (the Total Payments), would be subject to the excise tax imposed by Section 4999 of the Code or any interest or penalties with respect to such excise tax (such excise tax, together with any such interest or penalties, are collectively referred to as the Excise Tax), then such payments or distributions shall be payable either in (i) full or (ii) as to such lesser amount which would result in no portion of such payments or distributions being subject to the Excise Tax, whichever method provides you with the greater payments or distributions on an after-tax basis. All mathematical determinations and all determinations of whether any of the Total Payments are a parachute payments (within the meaning of section 280G of the Code) that are required to be made under this Section 6, shall be made by the independent professionals retained by the Company (the Auditors), who shall provide their determination (the Determination), together with detailed supporting calculations regarding the amount of any relevant matters, both to the Company and to you within twenty (20) business days of your termination date, if applicable, or such earlier time as is requested by the Company or you. Dennis Cho September 2, 2024 Page 8 Any Determination by the Auditors shall be binding upon the Company and you, absent manifest error. The Company shall pay the fees and costs of the Auditors. Any reduction in payments and/or benefits required by this Section 6 shall be determined by the Company. 7. A Miscellaneous Provisions. (a) Notice. Notices and all other communications contemplated by this Agreement shall be in writing and shall be deemed to have been duly given when personally delivered or when mailed by U.S. registered or certified mail, return receipt requested and postage prepaid, or Federal Express, with delivery charges prepaid. In your case, mailed notices shall be addressed to you at the home address that you most recently communicated to the Company in writing. In the case of the Company, mailed notices shall be addressed to its corporate headquarters, and all notices shall be directed to the attention of its Secretary. (b) Modifications and Waivers. No provision of this Agreement shall be modified, waived or discharged unless the modification, waiver or discharge is agreed to in writing and signed by you and by an authorized member of the Compensation Committee. No waiver by either party of any breach of, or of compliance with, any condition or provision of this Agreement by the other party shall be considered a waiver of any other condition or provision or of the same condition or provision at another time. (c) Whole Agreement. No other agreements, representations or understandings (whether oral or written and whether express or implied) which are not expressly set forth in this Agreement have been made or entered into by either party with respect to the subject matter hereof. This Agreement, the Confidentiality Agreement and the Equity Documentation contain the entire understanding of the parties with respect to the subject matter hereof and supersede and replace your previous offer letter or employment agreement with the Company and any amendments thereto. (d) Withholding Taxes. All payments made under this Agreement shall be subject to reduction to reflect taxes or other charges required to be withheld by law. (e) Choice of Law and Severability. This Agreement shall be interpreted in accordance with the laws of the State of California without giving effect to provisions governing the choice of law. If any provision of this Agreement becomes or is deemed invalid, illegal or unenforceable in any applicable jurisdiction by reason of the scope, extent or duration of its coverage, then such provision shall be deemed amended to the minimum extent necessary to conform to applicable law so as to be valid and enforceable or, if such provision cannot be so amended without materially altering the intention of the parties, then such provision shall be stricken and the remainder of this Agreement shall continue in full force and effect. If any provision of this Agreement is rendered illegal by any present or future statute, law, ordinance or regulation (collectively, the Law) then that provision shall be curtailed or limited only to the minimum extent necessary to bring the provision into compliance with the Law. All the other terms and provisions of this Agreement shall continue in full force and effect without impairment or limitation. (f) Assignment; Successors. The rights and obligations under this Agreement shall be binding upon and inure to the benefits of any successor (whether direct or indirect and whether by purchase, lease, merger, consolidation, liquidation or otherwise) to all or substantially all of the Company's Dennis Cho September 2, 2024 Page 9 business and/or assets (a Successor Entity). For all purposes under this Agreement, the term Company shall include any successor to the Company's business or assets that becomes bound by this Agreement. The Company may assign its rights under this Agreement to any Successor Entity without your consent. This Agreement and all of your rights and obligations hereunder are personal to you and may not be transferred or assigned by you at any time. This Agreement and all of your rights hereunder shall inure to the benefit of, and be enforceable by, your personal or legal representatives, executors, administrators, successors, heirs, distributees, devisees and legatees. (g) A Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. [Signature Page Follows] Dennis Cho September 2, 2024 Page 10 We are all delighted to be able to continue your employment on the terms and conditions set forth in this Agreement. To indicate your acceptance of the Company's offer and continue your employment with the Company, please sign and date this Agreement in the space provided below and return it to me. Very truly yours, TWIST BIOSCIENCE CORPORATION By: /s/ Emily Proust A A A A Name: Emily Proust Title: CEO ACCEPTED AND AGREED /s/ Dennis Cho A A A A Dennis Cho 9/11/2024 A A A A Date EX-10.19 8 twst-fy24ex1019xwernerrobs.htm EX-10.19 Document Exhibit 10.19 TWIST BIOSCIENCE CORPORATION April 24, 2023 Robert Werner [***] Dear Robert: Twist Bioscience Corporation, a Delaware corporation (the Company), is pleased to offer you employment with the Company on the terms described below. 1. Position. You will start in a full-time position as Vice President, Chief Accounting Officer and you will initially report to Jim Thorburn, CFO. A senior executive role reporting directly to the CFO. The Vice President, Chief Accounting Officer also will work closely with and partner with the CFO to determine accounting and tax implications for material business decisions. By signing this letter, you confirm with the Company that you are under no contractual or other legal obligations that would prohibit you from performing your duties with the Company. 2. Compensation. You will be paid a starting salary at the rate of \$400,000.00 per year, which will be paid in accordance with the Company's standard payroll policies and subject to applicable withholdings and other required deductions. You will also be eligible for a bonus based on Company and individual milestones, and subject to the approval of the Board. You will receive a Guaranteed Bonus for the 2023 fiscal year of \$100,000.00. You will not be eligible for any additional 2023 fiscal year corporate bonuses. You will earn, and be permitted to retain, the full amount of the Guaranteed Bonus if you remain employed by the Company through the two (2) year anniversary of your Start Date. By signing below, you acknowledge and agree that, if before such two (2) year anniversary date, your employment terminates for any reason, you will be required to immediately repay all or a pro-rata portion of the Signing Bonus no later than thirty (30) days following the last day of your employment with the Company, with such pro-rata amount based on the number of years employed during such two (2) year period (i.e., if you are employed (i) less than one year, you must repay 100% of the Guaranteed Bonus; (ii) more than one year and less than two years, you must repay 50% of the Guaranteed Bonus. 3. Equity Award. Subject to the approval of the Company's Board of Directors (the Board), you will be granted 30,000 shares of the Company's Common Stock (the Equity Award). In addition, during the Company's 2023 fiscal year performance review you will receive an additional Equity Award of 10,000 shares. The Equity Award will be in the form of restricted stock units (the RSU Award). You will be expected to execute the Company's standard form of restricted stock unit award agreement for the RSU Award (the Award Agreement), and agree to be subject to such terms and conditions as set forth in the Plan and the Award Agreement. The RSU Award will vest as follows: (x) 25% of the RSUs subject to the RSU Award on the one (1) year anniversary of your start date, and (y) 1/16 of the RSUs subject to the RSU Award quarterly thereafter on the same day of the month as your start date (or the last date of the month if such date does not exist), for a total vesting period of 48 months, subject to your Continuous Service Status (as defined in the Plan) through each vesting date. 4. Employee Benefits. As a regular employee of the Company, you will be eligible to participate in the employee benefit plans and programs, if any, currently and hereafter maintained by the 4133-8692-9236.1 Company and generally available to similarly situated employees of the Company, subject in each case to the terms and conditions of the plan in question, including any eligibility requirements set forth therein, and the determination of any person or committee administering the plan. Notwithstanding the foregoing, the Company reserves the right to modify job titles and salaries and to modify or terminate benefits from time to time as it deems necessary or appropriate. 5. Confidential Information and Invention Assignment Agreement. Like all Company employees, you will be required, as a condition of your employment with the Company, to sign the Company's enclosed standard Confidential Information and Invention Assignment Agreement. 6. Employment Relationship. Employment with the Company is for no specific period of time. Your employment with the Company will be at will, meaning that either you or the Company may terminate your employment at any time and for any reason, with or without cause or notice. Any contrary representations which may have been made to you are superseded by this offer. This is the full and complete agreement between you and the Company on this term. Although your job duties, title, compensation and benefits, as well as the Company's personnel policies and procedures, may change from time to time, the at will nature of your employment may only be changed in an express written agreement signed by you and the Company's Chief Executive Officer. 7. Outside Activities. While you render services to the Company, you agree that you will not engage in any other employment, consulting or other business activity without the written consent of the Company. In addition, while you render services to the Company, you will not assist any person or entity in competing with the Company, in preparing to compete with the Company or in hiring any employees or consultants of the Company. 8. Taxes, Withholding and Required Deductions. All forms of compensation referred to in this letter are subject to all applicable taxes, withholding and any other deductions required by applicable law. 9. Miscellaneous. (a) Governing Law. The validity, interpretation, construction and performance of this letter, and all acts and transactions pursuant hereto and the rights and obligations of the parties hereto shall be governed, construed and interpreted in accordance with the laws of the state of California, without giving effect to principles of conflicts of law. (b) Entire Agreement. This Agreement sets forth the entire agreement and understanding of the parties relating to the subject matter herein and supersedes all prior or contemporaneous discussions, understandings and agreements, whether oral or written, between them relating to the subject matter hereof. (c) Counterparts. This letter may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, and all of which together shall constitute one and the same agreement. Execution of a facsimile copy will have the same force and effect as execution of an original, and a facsimile signature will be deemed an original and valid signature. 4133-8692-9236.1-2 (d) Electronic Delivery. The Company may, in its sole discretion, decide to deliver any documents or notices related to this letter, securities of the Company or any of its affiliates or any other matter, including documents and/or notices required to be delivered to you by applicable securities law or any other law or the Company's Certificate of Incorporation or Bylaws by email or any other electronic means. You hereby consent to (i) A conduct business electronically (ii) A receive such documents and notices by such electronic delivery and (iii) A sign documents electronically and agree to participate through an on-line or electronic system established and maintained by the Company or a third party designated by the Company. [Signature Page Follows] If you wish to accept this offer, please sign and date both this original letter and the enclosed Confidential Information and Invention Assignment Agreement and return them to the recruitment team. As required by law, your employment with the Company is also contingent upon your providing legal proof of your identity and authorization to work in the United States. In addition, the Company reserves the right to conduct background investigations and/or reference checks on all of its potential employees to the extent permitted by applicable law. Your job offer, therefore, may be contingent upon a clearance of such a background investigation and/or reference check, if any. This offer, if not accepted, will expire at the close of business on April 27, 2023. We look forward to your favorable reply and to working with you at Twist Bioscience! Very truly yours, Twist Bioscience Corporation By: /s/ Emily Leproust A A A (Signature) Name: Dr. Emily Leproust Title: Chief Executive Officer ACCEPTED AND AGREED: ROBERT WERNER/s/ Robert Werner A A A (Signature) 4/27/2023 A A A Date Anticipated Start Date: May 29, 2023 4133-8692-9236.1-3 Attachment A: Confidential Information and Invention Assignment Agreement 4133-8692-9236.1-4 ATTACHMENT AC CONFIDENTIAL INFORMATION AND INVENTION ASSIGNMENT AGREEMENT (See Attached) 4133-8692-9236.1 EX-19.1 9 twst-fy24ex191insidertradi.htm EX-19.1 Document TWIST BIOSCIENCE CORPORATION INSIDER TRADING COMPLIANCE PROGRAM This Insider Trading Compliance Program (this Program) consists of four sections: Section I provides an overview; Section II sets forth the policies of Twist Bioscience Corporation (together with its subsidiaries, the Company) prohibiting insider trading; Section III explains insider trading; and Section IV consists of various procedures which have been put in place by the Company to prevent insider trading. This Program shall be overseen and managed by the Company's Corporate Secretary (the Insider Trading Program Manager). The Corporate Secretary may delegate authority to administer the Program. In all cases where the Company's Corporate Secretary or his/her designee is unavailable, the Company's Chief Executive Officer may fill such role. I. SUMMARY Preventing insider trading is necessary to comply with securities laws and to preserve the reputation and integrity of the Company as well as that of all persons affiliated with it. Insider trading occurs when any person purchases or sells a security while in possession of inside information relating to the security. As explained in Section III below, inside information is information which is considered to be both material and non-public. Insider trading is a crime and the penalties for violating the law include imprisonment, disgorgement of profits, civil fines of up to three (3) times the profit gained or loss avoided, and criminal fines of up to \$5 million for individuals and \$25 million for entities. Insider trading is also prohibited by this Program and could result in serious sanctions, including dismissal. This Program applies to all officers, directors and employees of the Company and extends to all activities within and outside an individual's duties at the Company. In the discretion of the Insider Trading Program Manager, this Program may also apply to consultants and contractors to the Company. Every officer, director and employee must review this Program. Questions regarding this Program should be directed to the Insider Trading Program Manager. For purposes of this Program, the Company's securities include common shares, stock awards covering common shares and any other securities the Company may issue from time to time, such as preferred shares, notes, warrants and convertible debentures. The Company's securities also include derivative securities relating to the Company's shares, even if not issued by the Company, such as exchange-traded options. II. STATEMENT OF POLICIES PROHIBITING INSIDER TRADING 1. A Prohibition against Insider Trading and Other Transactions The Company will not transact in its own securities, except in compliance with applicable securities laws. No officer, director or employee shall purchase or sell, or otherwise transact in, any type of security of the Company while in possession of material, non-public information relating to the Company. In addition, no officer, director or employee shall engage in transactions in securities of other publicly traded companies with which the Company has a business relationship while aware of material, non-public information about those companies learned in connection with such person's role at, or relationship with, the Company. Additionally, except for certain transactions under Company plans and transactions not involving a purchase or sale discussed below under Sections II. 2 and 3, no officer, director or employee shall purchase or sell any security of the Company during the period beginning two (2) weeks before the end of any fiscal quarter of the Company (December 31, March 31, June 30 and September 30) and ending two (2) full trading days after the public release of earnings data for such fiscal quarter whether or not the Company or any of its officers, directors or employees is in possession of material, non-public information (the Black-Out Period). In the event that you leave the Company for any reason, this Program will continue to apply to you until the later of: (1) the end of the Black-Out Period for the fiscal quarter in which you leave the Company or (2) the second trading day after any material nonpublic information known to you has become public or is no longer material. The pre-clearance procedures, however, will cease to apply to transactions in the Company's securities upon the expiration of any Black-Out Period or other Company-imposed trading restrictions applicable at the time of the termination of service. From time to time, at the discretion of the Insider Trading Program Manager or the Board of Directors, the Company may: (a) make temporary changes to the Black-Out Periods, including without limitation, extensions of any Black-Out Periods; and (b) determine that designated persons should suspend trading because of developments known to the Company and not yet disclosed to the public. During such event-specific trading suspension, no designated person may engage in any transaction involving the purchase or sale of the Company's securities nor disclose to others the fact of such suspension of trading. Even outside of the Black-Out Period trading

prohibition, any person possessing material nonpublic information concerning the Company should not engage in any transactions in the Company’s securities until such information has been known publicly for at least two (2) trading days, whether or not the Company has recommended a suspension of trading to that person. If an individual is aware of material non-public information when his or her employment terminates, the individual may not trade in the Company’s securities until that information has become public or is no longer material. Trading in the Company’s securities outside of the Black-Out Period should not be considered a safe harbor, and all persons should use sound judgment at all times to make sure that their trades are not effected while they are in possession of material non-public information about the Company. For the purposes of this Program, a “trading day” shall mean a day on which national stock exchanges are open for trading. No officer, director or employee shall directly or indirectly tip material, non-public information to anyone while in possession of such information. In addition, material, non-public information should not be communicated to anyone outside the Company under any circumstances (absent prior written approval by the Insider Trading Program Manager and execution of an appropriate confidentiality agreement), or to anyone within the Company other than on a need-to-know basis. The Company has determined that there is a heightened legal risk and/or the appearance of improper or inappropriate conduct if the persons subject to this Program engage in certain types of transactions. It therefore is the Company’s policy that any persons covered by this Program may not engage in any of the following transactions:

- Short Sales. Short sales of Company securities (i.e., the sale of a security that the seller does not own) may evidence an expectation on the part of the seller that the securities will decline in value, and therefore have the potential to signal to the market that the seller lacks confidence in the Company’s prospects. In addition, short sales may reduce a seller’s incentive to seek to improve the Company’s performance. For these reasons, short sales of Company securities are prohibited. In addition, Section 16(c) of the Exchange Act prohibits officers and directors from engaging in short sales. (Short sales arising from certain types of hedging transactions are governed by the paragraph below captioned “Hedging Transactions.”)
- Hedging Transactions. Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging transactions may permit a director, officer or employee to continue to own Company securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the director, officer or employee may no longer have the same objectives as the Company’s other shareholders. Therefore, directors, officers and employees are prohibited from engaging in any such transactions.
- Margin Accounts and Pledged Securities. Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer’s consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material nonpublic information or otherwise is not permitted to trade in Company securities, directors, officers and other employees are prohibited from holding Company securities in a margin account or otherwise pledging Company securities as collateral for a loan.
- 2. A Transactions under Company Plans This Program does not apply in the case of the following transactions, except as specifically noted:
- Stock Option Exercises. This Program does not apply to the grant and exercise of an employee stock option covering shares of the Company’s common stock (the “Stock”), or to the withholding of shares of Stock subject to such option to satisfy tax withholding requirements. This Program does apply, however, to any sale of Stock as part of a same-day broker-assisted cashless exercise of an option, or any other market sale.
- Restricted Stock and Restricted Stock Unit Awards. This Program does not apply to the grant and vesting of restricted Stock and restricted stock units covering shares of Stock, or the withholding of shares of Stock to satisfy tax withholding requirements upon the vesting of any restricted stock or restricted stock units. This Program does apply, however, to any broker-assisted sale, or any other market sale.
- 3. • Employee Stock Purchase Plan. This Program does not apply to purchases of shares of Stock pursuant to an employee stock purchase plan resulting from your periodic or lump sum contribution of money to the plan pursuant to the election you made at the time of your enrollment in the plan, to the extent the Company offers such a plan. This Program does apply, however, to your sales of Company securities purchased pursuant to such plan.
- Other Similar Transactions. Any other purchase of Company securities from the Company or sales of Company securities to the Company are not subject to this Program.
- 3. A Sell to Cover Transactions A This Program does not apply to sell to cover transactions, to the extent approved and implemented by the Company, where shares are withheld by the Company upon vesting of equity awards and sold in order to satisfy tax withholding requirements. However, this exception does not apply to any other market sale for the purposes of paying required tax withholdings.
- 4. A Transactions Not Involving a Purchase or Sale Bona fide gifts of securities, including transfers to controlled entities (as defined below) for estate planning purposes, are subject to this Program including preclearance if applicable. Transactions in mutual funds that are invested in Company securities are not transactions subject to this Program.
- III. A EXPLANATION OF INSIDER TRADING A noted above, “insider trading” refers to the purchase or sale of a security while in possession of “material, non-public” information relating to the security. “Securities” include not only stocks, bonds, notes and debentures, but also stock awards, warrants and similar instruments. “Purchase” and “sale” are defined broadly under the federal securities laws. “Purchase” includes not only the actual purchase of a security, but any contract to purchase or otherwise acquire a security. “Sale” includes not only the actual sale of a security, but any contract to sell or otherwise dispose of a security. These definitions extend to a broad range of transactions including conventional cash-for-stock transactions, conversions, the grant, and vesting and, if applicable, exercise of stock awards and acquisitions and exercises of warrants or puts, calls or other options related to a security. It is generally understood that insider trading includes the following:
- Trading by insiders while in possession of material, non-public information;
- Trading by persons other than insiders while in possession of material, non-public information where the information either was given in breach of an insider’s fiduciary duty to keep it confidential or was misappropriated;
- Communicating or tipping material, non-public information to others, including recommending the purchase or sale of a security while in possession of such information.
- 1. A What Facts are Material? The materiality of a fact depends upon the circumstances. A fact is considered “material” if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security or where the fact is likely to have a significant effect on the market price of the security. Material information can be positive or negative and can relate to virtually any aspect of a company’s business or to any type of security, debt or equity. Although it is not possible to list all types of material information, the following are a few examples of information that is particularly sensitive and should be treated as material:
- A changes in earnings and sales forecasts;
- A major marketing changes;
- A increases or decreases in dividend payments;
- A unusual gains or losses in major operations;
- A share splits or securities offerings;
- A public or private sales by the Company of a significant amount of securities;
- A significant contracts and technology licenses;
- A purchase or sale of a significant asset;
- A changes in management;
- A significant labor dispute;
- A changes in auditors;
- A significant financial liquidity problems;
- A the introduction of important products or services;
- A establishment of a repurchase program for the Company’s securities.
- A potentially significant litigation development;
- In addition, material information does not have to be related to a company’s business. For example, the contents of a forthcoming newspaper column that is expected to affect the market price of a security can be material. A good general rule of thumb: when in doubt, do not trade.
- 2. What is Non-public? Information is “non-public” if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors through such media as Dow Jones, Reuters Economic Services, The Wall Street Journal, Business Wire, Associated Press, or PR Newswire. The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination. In addition, even after a public announcement, a reasonable period of time must lapse in order for the market to react to the information, for example, you should generally allow at least two (2) full trading days for the investing public to absorb and evaluate the information before you trade in the Company’s securities.
- 3. Who is an Insider? “Insiders” include officers, directors and employees of a company and anyone else who has material inside information about a company. Insiders have independent fiduciary duties to their company and its stockholders not to trade on material, non-public information relating to the company’s securities. All officers, directors and employees of the Company should consider themselves insiders with respect to material, non-public information about the Company’s business, activities and securities. Officers, directors and employees may not trade the Company’s securities while in possession of material, non-public information relating to the Company nor tip (or communicate except on a need-to-know basis) such information to others. It should be noted that trading by members of an officer’s, director’s or employee’s household can be the responsibility of such officer, director or employee under certain circumstances and could give rise to legal and Company-imposed sanctions. In addition, this Program also applies to all trusts, family partnerships and other types of entities formed for your benefit or for the benefit of a member of your family and over which you have the ability to influence or direct investment decisions concerning securities (collectively referred to as “controlled entities”), and transactions by controlled entities should be treated for the purposes of this policy and applicable securities laws as if they were for your own account.
- 4. Trading by Persons Other than Insiders Insiders may be liable for communicating or tipping material, non-public information to a third party (a “tippee”), and insider trading violations are not limited to trading or tipping by insiders. Persons other than insiders also can be liable for insider trading, including tippees who trade on material, non-public information tipped to them or individuals who trade on material, non-public information which has been misappropriated. Tippees inherit an insider’s duties and are liable for trading on material, non-public information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their tippees, so are tippees who pass the information along to others who trade. In other words, a tippee’s liability for insider trading is no different from that of an insider. Tippees can obtain material, non-public information by receiving overt tips from others or through, among other things, conversations at social, business or other gatherings.
- 5. A Penalties for Engaging in Insider Trading Penalties for trading on or tipping material, non-public information can extend significantly beyond any profits made or losses avoided, both for individuals engaging in such unlawful conduct and their employers. The Securities and Exchange Commission (the “SEC”) and the U.S. Department of Justice have made the civil and criminal prosecution of insider trading violations a top priority. Enforcement remedies available to the government or private plaintiffs under the federal securities laws, which may change from time to time, include:
- SEC administrative sanctions;
- Securities industry self-regulatory organization sanctions;
- Civil injunctions;
- Damage awards to private plaintiffs;
- Disgorgement of all profits;
- Civil fines for the violator of up to three (3) times the amount of profit gained or loss avoided;
- Civil fines for the employer or other controlling person of a violator (i.e., where the violator is an employee or other controlled person) of up to the greater of \$1 million or three (3) times the amount of profit gained or loss avoided by the violator;
- Criminal fines for individual violators of up to \$5 million (\$25 million for an entity); and
- Jail sentences of up to twenty (20) years.
- 6. In addition, insider trading could result in serious sanctions by the Company, including dismissal. Insider trading violations are not limited to violations of the federal securities laws: other federal and state civil or criminal laws, such as the laws prohibiting mail and wire fraud and the Racketeer Influenced and Corrupt Organizations Act, also may be violated upon the occurrence of insider trading.
- 6. A Examples of Insider Trading Examples of insider trading cases include actions brought against: corporate officers, directors and employees who traded a company’s securities after learning of significant confidential corporate developments; friends, business associates, family members and other tippees of such officers, directors and employees who traded the securities after receiving such information; government employees who learned of such information in the course of their employment; and other persons who misappropriated, and took advantage of, confidential information from their employers. The following are illustrations of insider trading violations. These illustrations are hypothetical and, consequently, not intended to reflect on the actual activities or business of the Company or any other entity. Trading by Insider An employee of X Corporation learns that earnings to be reported by X Corporation will increase dramatically. Prior to the public announcement of such earnings, the employee purchases X Corporation’s stock. The employee, an insider, is liable for all profits as well as penalties of up to three (3) times the amount of all profits. The employee also is subject to, among other things, criminal prosecution, including up to \$5 million in additional fines and twenty (20) years in jail. Depending upon the circumstances, X Corporation and the individual to whom the employee reports could also be liable as controlling persons. Trading by Tippee An employee of X Corporation tells a friend that X Corporation is about to publicly announce that it has concluded an agreement for a major acquisition. This tip causes the friend to purchase X Corporation’s stock in advance of the announcement. The employee is jointly liable with his friend for all of the friend’s profits and each is liable for all penalties of up to three (3) times the amount of the friend’s profits. In addition, the employee and his friend are subject to, among other things, criminal prosecution, as described above.
- 7. A Reporting Requirements, Short-Swing Profits and Short Sales A Reporting Obligations Under Section 16(a) – SEC Forms 3, 4 and 5 Section 16(a) of the Securities Exchange Act of 1934, as amended (the “1934 Act”), generally requires all officers (as defined in SEC Rule 16a-1(f)) (“officers”), directors and 10% stockholders, within ten (10) days after the insider becomes an officer, director or 10% stockholder, to file with the SEC an Initial Statement of Beneficial Ownership of Securities on SEC Form 3 (the “Form 3”) listing the amount of SEC Rule 16a-1(f) defines this term to mean an issuer’s president, principal financial officer, or principal accounting officer (or, if there is no such accounting officer, the controller), any vice-president of the issuer in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the issuer. Officers of the issuer’s parent(s) or subsidiaries shall be deemed officers of the issuer if they perform such policy-making functions for the issuer.
- 7 Stock, stock awards and warrants which the insider beneficially owns. Following the initial filing on Form 3, every change in the beneficial ownership of the Company’s Stock, stock awards and warrants must be reported on SEC Form 4 (the “Form 4”) within two (2) days after the date on which such change occurs or in certain cases on SEC Form 5 (the “Form 5”) within forty-five (45) days after fiscal year end (September 30). Form 4s must be filed even if, as a result of balancing transactions, there has been no net change in holdings. Special rules apply in certain situations. If an officer or director purchases or sells any Stock within six (6) months after his or her termination from such position, the transaction must be reported on Form 4 if he or she made any opposite way purchase or sale within the preceding six (6) months and prior to termination.
- B. Recovery of Profits Under Section 16(b) The purpose of preventing the unfair use of information which may have been obtained by an insider, any profits realized by any officer, director or 10% stockholder from any “purchase” and “sale” of Stock during a six (6) month period, so called “short-swing profits,” may be recovered by the Company. When such a purchase and sale occurs, good faith is no defense. The insider is liable even if compelled to sell for personal reasons, and even if the sale takes place after full disclosure and without the use of any inside information. The liability of an insider under Section 16(b) of the 1934 Act is to the Company itself. The Company, however, cannot waive its right to short-swing profits, and any Company stockholder can bring suit in the name of the Company. In this connection it must be remembered that reports of ownership filed with the SEC on Form 3, Form 4 or Form 5 pursuant to Section 16(a) (discussed above) are readily available to the public, and certain attorneys carefully monitor these reports for potential Section 16(b) violations. In addition, liabilities under Section 16(b) may require separate disclosure in the Company’s annual report to the SEC on Form 10-K or its proxy statement for its annual meeting of stockholders. No suit may be brought more than two (2) years after the date the profit was realized. However, if the insider fails to file a report of the transaction under Section 16(a), as required, the two (2) year limitation period does not begin to run until after the transactions giving rise to the profit have been disclosed. Failure to report transactions and late filing of reports require separate disclosure in the Company’s proxy statements. Officers and directors must consult the attached “Short-Swing Profit Rule Section 16(b) Checklist” attached hereto as Attachment A in addition to consulting with the Insider Trading Program Manager prior to engaging in any transactions involving the Company’s securities, including without limitation, the Company’s Stock, stock awards or warrants.
- C. Short Sales Prohibited Under Section 16(c) Section 16(c) of the 1934 Act prohibits insiders from making short sales of the Company’s Stock, i.e., sales of shares which the insider does not own at the time of sale or sales of Stock against which the insider does not deliver the shares within twenty (20) days after the sale. Under certain circumstances, the purchase or sale of put or call options, or the writing of such options, can result in a violation of Section 16(c). Insiders violating Section 16(c) face criminal liability. The Insider Trading Program Manager must be consulted if you have any questions regarding reporting obligations, short-swing profits or short sales under Section 16.
- 8. A Prohibition of Records Falsifications and False Statements Section 13(b)(2) of the 1934 Act requires companies subject to the 1934 Act to maintain proper internal books and records and to devise and maintain an adequate system of internal accounting controls. The SEC has supplemented the statutory requirements by adopting rules that prohibit (1) any person from falsifying records or accounts subject to the above requirements and (2) officers or directors from making any materially false, misleading or incomplete statement to any accountant in connection with any audit or filing with the SEC. These provisions reflect the SEC’s intent to discourage officers, directors and other persons with access to the Company’s books and records from taking action that might result in the communication of materially misleading financial information to the investing public.
- IV. A STATEMENT OF PROCEDURES PREVENTING INSIDER TRADING The following procedures have been established, and will be maintained and enforced, by the Company to prevent insider trading. Every officer, director and employee is required to follow these procedures.
- 1. Identifying Material, Non-public Information Prior to directly

or indirectly trading any security of the Company, every officer, every director and the employees listed on Schedule 1 (as amended from time to time by the Insider Trading Program Manager) is required to contact the Insider Trading Program Manager (as part of the pre-clearance procedure discussed below in Section D) and make an initial determination whether the Company and/or such officer, director or employee listed on Schedule 1 (as amended from time to time) is in possession of material, non-public information relating to such security. In making such assessment, the explanations of “material” and “non-public” information set forth above should be of assistance. If after consulting with the Insider Trading Program Manager it is determined that the Company and/or such officer, director or employee is in possession of material, non-public information, there may be no trading of such security.

2. Information Relating to the Company

A. Access to Information

Access to material, non-public information about the Company, including the Company’s business, earnings or prospects, should be limited to officers, directors and employees of the Company on a need-to-know basis. In addition, such information should not be communicated to anyone outside the Company under any circumstances (absent prior written approval by the Insider Trading Program Manager and execution of an appropriate confidentiality agreement) or to anyone within the Company on an other than need-to-know basis. In communicating material, non-public information to employees of the Company, all officers, directors and employees must take care to emphasize the need for confidential treatment of such information and adherence to the Company’s policies with regard to confidential information.

B. Inquiries From Third Parties

Inquiries from third parties, such as industry analysts or members of the media, about the Company should be directed to the Insider Trading Program Manager.

3. Limitations on Access to the Company Information

The following procedures are designed to maintain confidentiality with respect to the Company’s business operations and activities.

9.A. All officers, directors and employees should take all steps and precautions necessary to restrict access to, and secure, material, non-public information by, among other things:

- Maintaining the confidentiality of Company related transactions;
- Conducting their business and social activities so as not to risk inadvertent disclosure of confidential information. Review of confidential documents in public places should be restricted or conducted in such a manner as to prevent access by unauthorized persons;
- Restricting access to documents and files (including computer files) containing material, non-public information to individuals on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);
- Promptly removing and cleaning up all confidential documents and other materials from conference rooms following the conclusion of any meetings;
- Disposing of all confidential documents and other papers, after there is no longer any business or other legally required need, through shredders when appropriate;
- Restricting access to areas likely to contain confidential documents or material, nonpublic information; and
- Avoiding the discussion of material, non-public information in places where the information could be overheard by others such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs.

B. Personnel involved with material, non-public information, to the extent feasible, should conduct their business and activities in areas separate from other Company activities.

4. Pre-Clearance of Trades by Officers, Directors and Certain Employees

To provide assistance in preventing inadvertent violations of applicable securities laws and to avoid the appearance of impropriety in connection with the purchase and sale of the Company securities, all transactions in Company securities (including without limitation, acquisitions and dispositions of the Company’s Stock, the sale of the Company’s Stock issued upon exercise of stock options and the settlement of a restricted stock units or performance share awards) (including same-day broker assisted sales) by all officers, all directors and the employees listed on Schedule 1 (as amended from time to time by the Insider Trading Program Manager) must be precleared by the Insider Trading Program Manager (or the Chief Executive Officer in the event the preclearance request pertains to a transaction involving Company securities owned by the Insider Trading Program Manager). Additionally, except for the exercise of options for cash (but not the sale of such shares), the granting of stock awards, and the receipt or purchase of shares in settlement of any restricted stock unit agreement, performance share agreement or stock appreciation rights agreement (but not the sale of any such shares, including the payment of any associated taxes through the surrender or sale of shares received from such stock award (or the right to receive such shares)), neither the Company nor any of its officers, directors or employees may transact in any securities of the Company during the Black-Out Period, including gifts as described in Section II.4. above. Also, please consult the “Insider Trading Reminders” attached hereto as Attachment B.

5. Avoidance of Certain Aggressive or Speculative Trading

Officers, directors and employees and their respective family members (including spouses, minor children or any other family members living in the same household), should ordinarily not directly or indirectly participate in transactions in the Company’s securities involving trading activities which by 10th their aggressive or speculative nature may give rise to an appearance of impropriety. Such activities would include the purchase of put or call options, or the writing of such options.

V. A. A. RULE 10b5-1 TRADING PLANS

1. Overview

SEC Rule 10b5-1 (“Rule 10b5-1”) will protect directors, officers and employees from insider trading liability under Rule 10b5-1 for transactions under a previously established contract, plan or instruction to trade the Company’s Stock (a “Trading Plan”) entered into in good faith and in accordance with the terms of Rule 10b5-1 of the 1934 Act and all applicable state laws and shall be exempt from the trading restrictions set forth in this Program. The initiation of, and any amendment (but not a revocation or termination) of, any such Trading Plan will be deemed to be a transaction in the Company’s securities and such initiation or amendment is subject to all limitations and prohibitions of transactions involving the Company’s securities. To meet the exemption described above, each such Trading Plan, and any amendment, revocation or termination thereof, must:

- (1) comply with the requirements of Rule 10b5-1, including without limitation, the ongoing requirement that the person who enters into the Trading Plan must act in good faith with respect to such Trading Plan (and in the case of directors and officers, the certification that the director or officer, as the case may be, at the time of the adoption of the Trading Plan, is not aware of material, nonpublic information about the Company or its securities and is adopting the Trading Plan in good faith and not as part of a plan or scheme to evade the prohibitions of 1934 Act Section 10(b) and SEC Rule 10b-5),
- (2) comply with any Rule 10b5-1 guidelines or requirements adopted from time to time by the Company, and
- (3) be pre-approved by the Insider Trading Program Manager. Where a Trading Plan pertains to trades involving Company securities owned by the Insider Trading Program Manager, all references to “Insider Trading Program Manager” in this Section V shall be replaced with “Chief Executive Officer.”

Rule 10b5-1 presents an opportunity for insiders to establish arrangements to sell (or purchase) the Company’s Stock without the restrictions of windows and black-out periods even when there is undisclosed material information. A Trading Plan might also help reduce negative publicity that may result when key executives sell the Company’s Stock. Rule 10b5-1 only provides an “affirmative defense” in the event there is an insider-trading lawsuit. It does not prevent someone from bringing a lawsuit. A director, officer and employee may enter into a Trading Plan only when he or she is not in possession of material, nonpublic information, and only during a trading window period outside of the Black-Out Period. In addition, a required initial Cooling-off Period (as defined below) must be observed before executing the first trade under such Trading Plan. Except for one later-commencing Trading Plan under which trading is not authorized to begin until after all trades under the earlier commencing Trading Plan are completed or expired without execution (subject to the proviso contained in Rule 10b5-1(c)(1)(ii)(D)(2)) or as otherwise permitted under Rule 10b5-1(c)(1)(ii)(D), a director, officer or employee who enters into a Trading Plan may not have another outstanding Trading Plan (and may not subsequently enter into any additional Trading Plans) for purchases or sales of any class of securities of the Company on the open market (i.e., Trading Plans cannot “overlap”). Additionally, a director, officer or employee may not enter into a Trading Plan designed to effect the open-market purchase or sale of the total amount of securities as a single transaction (i.e., a “single-trade plan”) more than once during any consecutive 12-month period. Although transactions effected under a Trading Plan will not require further pre-clearance at the time of the trade, any transaction (including the quantity and price) made pursuant to a Trading Plan of a Section 16 reporting person must be reported to the Company promptly on the day of each trade to permit the Company’s filing coordinator to assist in the preparation and filing of a required Form 4. No director, officer or employee who enters into a Trading Plan may purchase or sell the Company’s Stock outside such Trading Plan as long as that Trading Plan is in place. For purposes of this Policy, the term “Cooling-off Period” means either, in the case of directors and officers, the later of (1) ninety (90) days following the establishment of a Trading Plan or (2) two business days following the disclosure of the Company’s financial results in a Form 10-Q or Form 10-K for the fiscal quarter in which the Trading Plan was adopted (subject to a maximum of one hundred twenty (120) days after the establishment of the Trading Plan); or, in the case of all other employees, ninety (90) days following the establishment of a Trading Plan. From time to time, for legal or other reasons, the Insider Trading Program Manager may direct that purchases and sales pursuant to any Trading Plan be suspended or discontinued. Failure to discontinue purchases and sales as directed shall constitute a violation of the terms of this Section V and result in a loss of the exemption set forth herein.

Officers, directors and employees may adopt Trading Plans with brokers that outline a pre-set plan for trading of the Company’s Stock. Trading Plans are to be implemented only during open window periods and when the individual is not aware of any material non-public information. Trades pursuant to a Trading Plan may occur at any time. Please review the following description of how a Trading Plan works. Pursuant to Rule 10b5-1, assuming the individual continues to act in good faith with respect to the Trading Plan, an individual’s purchase or sale of securities will not be “on the basis of” material non-public information if:

- First, before becoming aware of the information, the individual enters into a binding contract to purchase or sell the securities, provides instructions to another person to sell the securities or adopts a written plan for trading the securities (i.e., the Trading Plan).
- Second, the Trading Plan must:
- specify the amount of securities to be purchased or sold, the price at which the securities are to be purchased or sold and the date on which the securities are to be purchased or sold;
- include a written formula or computer program for determining the amount, price and date of the transactions; or
- prohibit the individual from exercising any subsequent influence over the purchase or sale of the Company’s Stock under the Trading Plan in question.

Third, the purchase or sale must occur pursuant to the Trading Plan and the individual must not enter into a corresponding hedging transaction or alter or deviate from the Trading Plan.

2. Termination/Amendments to Trading Plans

Termination of a Trading Plan should occur only in unusual circumstances, and effectiveness of any revocation of a Trading Plan will be subject to the prior review and written approval of the Insider Trading Program Manager. Termination is effected upon written notice to the broker.

12. However, if the individual terminates the Trading Plan, then the individual must agree not to trade under a successor Trading Plan for the applicable Cooling-off Period after termination of the predecessor Trading Plan. Under certain circumstances, a Trading Plan must be terminated. This includes circumstances such as the announcement of a merger or the occurrence of an event that would cause the transaction either to violate the law or to have an adverse effect on the Company. Accordingly, Trading Plans should provide that a Trading Plan terminates upon announcement of a merger or the occurrence of an event that would cause the transaction either to violate the law or to have an adverse effect on the Company. Either the Insider Trading Program Manager or administrator of the Company’s stock plans is authorized to notify the broker in such circumstances, thereby insulating the insider in the event of termination. Amendments to Trading Plans will not be allowed.

3. Discretionary Plans

Discretionary Trading Plans, where the discretion or control over trading is transferred to a broker, are permitted if pre-approved by the Insider Trading Program Manager. The Insider Trading Program Manager must pre-approve any Trading Plan, arrangement or trading instructions, etc., involving potential sales or purchases of the Company’s Stock or option exercises, including but not limited to, blind trusts, limit orders or hedging strategies. The actual transactions effected pursuant to a pre-approved Trading Plan will not be subject to further pre-clearance for transactions in the Company’s Stock once the Trading Plan or other arrangement has been pre-approved.

4. Reporting (if required)

SEC Form 144 (“Form 144”) will be filled out and filed by the individual/brokerage firm in accordance with the existing rules regarding Form 144 filings. A footnote at the bottom of the Form 144 should indicate that the trades are in accordance with a Trading Plan that complies with Rule 10b5-1.

5. For Section 16 reporting persons, Form 4s should be filed before the end of the second (2nd) trading day following the date that the broker, dealer or plan administrator informs the individual that a transaction was executed, provided that the date of such notification is not later than the third (3rd) trading day following the trade date. Similarly, the appropriate box should be checked at the top of the first page of the Form 4 to indicate the trades are made pursuant to a Trading Plan.

5. Stock Awards

Cash exercise of options currently can be executed at any time. Same day broker-assisted sales of exercised options and vested stock awards (such as restricted stock units) are subject to trading windows. However, the Company will permit same day broker-assisted sales under Trading Plans. The Trading Plans do not exempt the individuals from complying with the Section 16 six (6) month short-swing profit rules or liability.

6. Quarterly Disclosures; Public Announcements

The Company shall disclose information regarding Rule 10b5-1 Plans adopted by directors and officers as required by Item 408(a) of Regulation S-K and may make a public announcement that 13 Trading Plans are being implemented in accordance with Rule 10b5-1. It will consider in each case whether a public announcement of a particular Trading Plan should be made. It may also make public announcements or respond to inquiries from the media as transactions are made under a Trading Plan.

7. Pledging the Company’s Stock to Secure Margin of Other Loans

The Company does not permit officers or directors to pledge the Company’s Stock as collateral to secure loans. Such pledges also cannot be carried out through a Trading Plan.

8. Put and Call Options and other Hedging Transactions

Put and call options and other hedging transactions will not be permitted under a Trading Plan. In fact, such transactions outside of a Trading Plan may destroy the protection afforded by a Trading Plan.

V. A. A. EXECUTION AND RETURN OF CERTIFICATION OF COMPLIANCE

After reading this Program statement all officers, directors and employees should execute and return to the individual noted therein the applicable Certification of Compliance form attached hereto as Attachment C or Attachment D. *****14 Attachment A SHORT-SWING PROFIT RULE SECTION 16(b) CHECKLIST

Note: ANY combination of PURCHASE AND SALE or SALE AND PURCHASE within six (6) months of each other results in a violation of Section 16(b), and the “profit” must be recovered by the Company. It makes no difference how long the shares being sold have been held—or that you are an insider for only one of the two matching transactions. The highest priced sale will be matched with the lowest priced purchase within the six (6) month period.

SALES

If a sale is to be made by an officer, director or 10% stockholder (or any family member living in the same household):

1. Have there been any purchases by the insider (or family members living in the same household) within the past six (6) months?
2. Are any purchases anticipated or required within the next six (6) months?
3. Has a Form 4 been prepared?

Note: If a sale is to be made by an affiliate of the Company and unregistered stock is to be sold, has a Form 144 been prepared and has the broker been reminded to sell pursuant to Rule 144? PURCHASE

If a purchase for stock is to be made:

1. Have there been any sales by the insider (or family members living in the same household) within the past six (6) months?
2. Are any sales anticipated or required within the next six (6) months (such as tax-related or year-end transactions)?
3. Has a Form 4 been prepared?

BEFORE PROCEEDING WITH A PURCHASE OR SALE, CONSIDER WHETHER YOU ARE AWARE OF MATERIAL, NON-PUBLIC INFORMATION WHICH COULD AFFECT THE PRICE OF THE STOCK.

Attachment B INSIDER TRADING REMINDERS

Before engaging in any transaction in the Company’s securities, please read the following: Both the federal securities laws and the Company’s Program prohibit transactions in the Company’s securities at a time when you may be in possession of material information about the Company which has not been publicly disclosed. This also applies to members of your household as well as all others whose transactions may be attributable to you. Material information, in short, is any information which could affect the price of the securities. Either positive or negative information may be material. Once a public announcement has been made, you should wait until the information has been made available to the public for at least two (2) full trading days before engaging in any transaction. Neither the Company nor any of its officers, directors or employees may trade in any securities of the Company during the period beginning two (2) weeks before the end of any fiscal quarter of the Company and ending on the close of business on the second (2nd) full trading day after the public release of earnings data for such quarter whether or not the Company or any of its officers, directors or employees is in possession of material, non-public information. Important: All transactions by officers, directors and employees listed on Schedule 1 must be precleared with the Insider Trading Program Manager (or the Chief Executive Officer in the event the preclearance request pertains to a transaction involving Company securities owned by the Insider Trading Program Manager). For further information and guidance, please refer to our Insider Trading Compliance Program and do not hesitate to contact the Corporate Secretary.

ALL TRANSACTIONS IN TWIST BIOSCIENCE CORPORATION SECURITIES BY OFFICERS, DIRECTORS AND EMPLOYEES LISTED ON SCHEDULE 1 MUST BE PRECleared BY CONTACTING THE INSIDER TRADING PROGRAM MANAGER (OR CHIEF EXECUTIVE OFFICER IN THE EVENT THE PRECLEARANCE REQUEST PERTAINS TO A TRANSACTION INVOLVING COMPANY SECURITIES OWNED BY THE INSIDER TRADING PROGRAM MANAGER).

Attachment C Non-employee Directors

TO: A. A. A. Insider Trading Program Manager

FROM: A. A. A. _____

RE: A. A. A. INSIDER TRADING COMPLIANCE PROGRAM

Of Twist Bioscience Corporation

I have received, reviewed and understand the above-referenced Insider Trading Compliance Program and hereby undertake, as a condition to my present and continued affiliation with Twist Bioscience Corporation, to comply fully with the policies and procedures contained therein. I hereby certify, to the best of my knowledge, that during the calendar year ending December 31, ____, I have not violated the policies and procedures set forth in the above-referenced Insider Trading Compliance Program. I agree that I will be subject to sanctions imposed by the Company, in its discretion, for violation of the above-referenced Insider Trading Compliance Program and will continue to comply with, and remain subject to, such policies and procedures as set forth therein. I acknowledge and agree that the Company may give stop-transfer and other instructions to the Company’s transfer agent against the transfer of the Company’s securities as necessary to ensure compliance with the above-referenced Insider Trading Compliance Program.

____ A. A. A. _____ SIGNATURE

____ A. A. A. DATE _____

____ TITLE

Attachment D Officers, Employee Directors &

EmployeesCERTIFICATION OF COMPLIANCERETURN BY _____, TO:Â Â Â Insider Trading Program ManagerFROM:Â Â Â Â RE:Â Â Â Â INSIDER TRADING COMPLIANCE PROGRAM OF Twist Bioscience CorporationI have received, reviewed and understand the above-referenced Insider Trading Compliance Program and hereby undertake, as a condition to my present and continued employment at Twist Bioscience Corporation, to comply fully with the policies and procedures contained therein.I hereby certify, to the best of my knowledge, that during the calendar year ending December 31, ____, I have not violated the policies and procedures set forth in the above-referenced Insider Trading Compliance Program. I agree that I will be subject to sanctions imposed by the Company, in its discretion, for violation of the above-referenced Insider Trading Compliance Program and will continue to comply with, and remain subject to, such policies and procedures as set forth therein. I acknowledge and agree that the Company may give stop-transfer and other instructions to the Companyâ€™s transfer agent against the transfer of the Companyâ€™s securities as necessary to ensure compliance with the above-referenced Insider Trading Compliance Program. _____ SIGNATUREÂ Â Â DATE _____ TITLE EX-21.1 10 twst-fy2410kxexhibit211.htm EX-21.1 DocumentExhibit 21.1Twist Bioscience Corporation SubsidiariesTwist Bioscience Corporation has the following subsidiaries:1.Â Â Â Twist Bioscience Worldwide, a Cayman Islands exempted company.2.Â Â Â Â Genome Compiler Corporation, a Delaware corporation, which itself owns Twist Bioscience Israel Ltd. (formerly â€œGenome Compiler Israel Ltd.â€), an Israel limited liability company.3.Â Â Â Â Twist Bio Computing, LLC, a Delaware limited liability company.4.Â Â Â Â Twist Pharmaceutical Solutions, LLC, a Delaware limited liability company.5.Â Â Â Â Twist Bioscience Singapore PTE. LTD., a Singapore company, which itself owns Twist Bioscience (China) Limited, a Chinese limited liability company.6.Â Â Â Â iGenomX International Genomics, LLC, a Delaware limited liability company.7.Â Â Â Â Twist Bioscience Netherlands B.V., a private limited company incorporated under Dutch law, which itself owns each of Twist Bioscience UK Ltd, a private limited company incorporated under the laws of England and Wales and Twist Bioscience Germany GmbH, a German limited liability company.8.Â Â Â Â AbX Biologics, Inc., a Delaware corporation.9.Â Â Â Twist Bioscience Japan K.K., a Japanese stock company. EX-23.1 11 twst-fy2410kxexhibit231.htm EX-23.1 DocumentExhibit 23.1CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMWe consent to the incorporation by reference in the following Registration Statements:(1)Registration Statements on Form S-3 (Nos. 333-238906, 333-234538, and 333-272428) of Twist Bioscience Corporation,(2)Registration Statement on Form S-8 (333-228123) relating to the 2018 Equity Incentive Plan and 2013 Stock Plan of Twist Bioscience Corporation,(3)Registration Statement on Form S-8 (333-228547) relating to the 2018 Employee Stock Purchase Plan of Twist Bioscience Corporation, and (4)Registration Statements on Form S-8 (Nos. 333-236373, 333-258639, 333-268573, and 333-275690) relating to the 2018 Equity Incentive Plan and 2018 Employee Stock Purchase Plan of Twist Bioscience Corporation, and(5)Registration Statement on Form S-8 (333-274202) relating to the Inducement Equity Incentive Plan of Twist Bioscience Corporation;of our reports dated NovemberÂ 18, 2024, with respect to the consolidated financial statements of Twist Bioscience Corporation and the effectiveness of internal control over financial reporting of Twist Bioscience Corporation included in this Annual Report (Form 10-K) of Twist Bioscience Corporation for the year ended SeptemberÂ 30, 2024./s/ Ernst & Young LLPSan Mateo, CaliforniaNovemberÂ 18, 2024 EX-31.1 12 twst-20240930x10kxex311.htm EX-31.1 DocumentExhibit 31.1Certification of Principal Executive Officerpursuant toExchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant toSection 302 of the Sarbanes-Oxley Act of 2002I, Emily M. Leproust, certify that:1.I have reviewed this Annual Report on Form 10-K of Twist Bioscience Corporation for the year ended SeptemberÂ 30, 2024;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 officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:a.Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b.Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c.Evaluated the effectiveness of the 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; andd.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 (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting.5.The registrantâ€™s other certifying officer(s) 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 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; andb.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./s/ Emily M. LeproustEmily M. LeproustChief Executive Officer(Principal Executive Officer)Date: NovemberÂ 18, 2024 EX-31.2 13 twst-20240930x10kxex312.htm EX-31.2 DocumentExhibit 31.2Certification of Principal Financial Officerpursuant toExchange Act Rules 13a-14(a) and 15d-14(a),as adopted pursuant toSection 302 of the Sarbanes-Oxley Act of 2002I, Adam Laponis, certify that:1.I have reviewed this Annual Report on Form 10-K of Twist Bioscience Corporation for the year ended SeptemberÂ 30, 2024;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 officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:a.Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b.Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c.Evaluated the effectiveness of the 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; andd.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 (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting.5.The registrantâ€™s other certifying officer(s) 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 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; andb.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./s/ Adam LaponisAdam LaponisChief Financial OfficerDate: NovemberÂ 18, 2024 EX-32.1 14 twst-20240930x10kxex321.htm EX-32.1 DocumentExhibit 32.1CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICERPURSUANT TO 18 U.S.C. SECTION 1350,AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEYACT OF 2002In connection with the Annual Report of Twist Bioscience Corporation (the â€œCompanyâ€) on Form 10-K for the year ended SeptemberÂ 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Emily M. Leproust, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§906 of the Sarbanes-Oxley Act of 2002, that:1.The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and2.The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Date: NovemberÂ 18, 2024/s/ Emily M. LeproustEmily M. LeproustChief Executive Officer(Principal Executive Officer) EX-32.2 15 twst-20240930x10kxex322.htm EX-32.2 DocumentExhibit 32.2CERTIFICATION OF PRINCIPAL FINANCIAL OFFICERPURSUANT TO 18 U.S.C. SECTION 1350,AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEYACT OF 2002In connection with the Annual Report of Twist Bioscience Corporation (the â€œCompanyâ€) on Form 10-K for the year ended SeptemberÂ 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Adam Laponis, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§906 of the Sarbanes-Oxley Act of 2002, that:1.The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and2.The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Date: NovemberÂ 18, 2024/s/ Adam LaponisAdam LaponisChief Financial Officer EX-97.1 16 twst-fy24ex971compensation.htm EX-97.1 DocumentExhibit 97.1 A TWIST BIOSCIENCE CORPORATIONCOMPENSATION RECOVERY POLICY(Adopted and approved on November 2, 2023and effective as of October 2, 2023)1.Purpose Twist Bioscience Corporation (collectively with its subsidiaries, the â€œCompanyâ€) is committed to promoting high standards of honest and ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, the Company has adopted this Compensation Recovery Policy (this â€œPolicyâ€). This Policy is designed to comply with Section 10D of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€) and explains when the Company will be required to seek recovery of Recoverable Incentive Compensation Received by a Covered Person. Please refer to Exhibit A attached hereto (the â€œDefinitions Exhibitâ€) for the definitions of capitalized terms used throughout this Policy.2.Miscalculation of Financial Reporting Measure ResultsIn the event of a Restatement, the Company will seek to recover, reasonably promptly, all Recoverable Incentive Compensation from a Covered Person. Such recovery will be made without regard to any individual knowledge or responsibility related to the Restatement. Notwithstanding the foregoing, if the Company is required to undertake a Restatement, the Company will not be required to recover the Recoverable Incentive Compensation if the Compensation Committee determines it Impracticable to do so, after exercising a normal due process review of all the relevant facts and circumstances. 3.Other ActionsThe Compensation Committee may, subject to applicable law, seek recovery in the manner it chooses, including by seeking reimbursement from the Covered Person of all or part of the compensation awarded or paid, by electing to withhold unpaid compensation, by set-off, or by rescinding or canceling unvested stock.In the reasonable exercise of its business judgment under this Policy, the Compensation Committee may in its sole discretion determine whether and to what extent additional action is appropriate to address the circumstances surrounding a Restatement to minimize the likelihood of any recurrence and to impose such other discipline as it deems appropriate.4.No Indemnification or ReimbursementNotwithstanding the terms of any other policy, program, agreement or arrangement, in no event will the Company or any of its affiliates indemnify or reimburse a Covered Person for any loss under this Policy and in no event will the Company or any of its affiliates pay premiums on any insurance policy that would cover a Covered Personâ€™s potential obligations with respect to Recoverable Incentive Compensation under this Policy.5.Administration of PolicyThe Compensation Committee will have full authority to administer this Policy. The Compensation Committee will, subject to the provisions of this Policy and Rule 10D-1 of the Exchange Act, and the Companyâ€™s applicable exchange listing standards, make such determinations and interpretations and take such actions in connection with this Policy as it deems necessary, appropriate or advisable. All determinations and interpretations made by the Compensation Committee will be final, binding and conclusive.6.Other Claims and RightsThe remedies under this Policy are in addition to, and not in lieu of, any legal and equitable claims the Company or any of its affiliates may have or any actions that may be imposed by law enforcement agencies, regulators, administrative bodies, or other authorities. Further, the exercise by the Compensation Committee of any rights pursuant to this Policy will not impact any other rights that the Company or any of its affiliates may have with respect to any Covered Person subject to this Policy.7.Acknowledgement by Covered Persons; Condition to Eligibility for Incentive CompensationThe Company will provide notice and seek acknowledgement of this Policy from each Covered Person, provided that the failure to provide such notice or obtain such acknowledgement will have no impact on the applicability or enforceability of this Policy. After the Effective Date, the Company must be in receipt of a Covered Person's acknowledgement as a condition to such Covered Personâ€™s eligibility to receive Incentive Compensation. All Incentive Compensation subject to this Policy will not be earned, even if already paid, until the Policy ceases to apply to such Incentive Compensation and any other vesting conditions applicable to such Incentive Compensation are satisfied.8.Amendments; TerminationThe Board or the Compensation Committee may amend or terminate this Policy at any time.9.EffectivenessExcept as otherwise determined in writing by the Compensation Committee, this Policy will apply to any Incentive Compensation that is Received by a Covered Person on or after the Effective Date. This Policy will survive and continue notwithstanding any termination of a Covered Personâ€™s employment with the Company and its affiliates.10.SuccessorsThis Policy shall be binding and enforceable against all Covered Persons and their successors, beneficiaries, heirs, executors, administrators, or other legal representatives.Â Â Â ExhibitÂ A TWIST BIOSCIENCE CORPORATIONCOMPENSATION RECOVERY POLICYDEFINITIONS EXHIBITÂ Â Â Applicable Periodâ€ means the three completed fiscal years of the Company immediately preceding the earlier of (i) the date the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes (or reasonably should have concluded) that a Restatement is required or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare a Restatement. The â€œApplicable Periodâ€ also includes any transition period (that results from a change in the Companyâ€™s fiscal year) within or immediately following the three completed fiscal years identified in the preceding sentence.â€œBoardâ€ means the Board of Directors of the Company.â€œCompensation Committeeâ€ means the Companyâ€™s committee of independent directors responsible for executive compensation decisions, or in the absence of such a committee, a majority of the independent directors serving on the Board.â€œCovered Personâ€ means any person who is, or was at any time, during the Applicable Period, an Executive Officer of the Company. For the avoidance of doubt, a Covered Person may include a former Executive Officer who voluntarily or involuntarily terminated employment with the Company, retired, or transitioned to a non-Executive Officer employee role (including after serving as an Executive Officer in an interim capacity) during the Applicable Period.â€œEffective Dateâ€ means October 2, 2023.â€œExecutive Officerâ€ means the Companyâ€™s president, principal executive officer, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person (including an officer of the Companyâ€™s parent(s) or subsidiaries) who performs similar policy-making functions for the Company.â€œFinancial Reporting Measureâ€ means a measure that is determined and presented in accordance with the accounting principles used in preparing the Companyâ€™s financial statements (including, but not limited to, â€œnon-GAAPâ€ financial measures, such as those appearing in the Companyâ€™s earnings releases or Management Discussion and Analysis), and any measure that is derived wholly or in part from such measure. Stock price and total shareholder return (and any measures derived wholly or in part therefrom) shall be considered Financial Reporting Measures.â€œImpracticableâ€ The Compensation Committee may determine in good faith that recovery of Recoverable Incentive Compensation is â€œImpracticableâ€ if: (i) pursuing such recovery would violate home country law of the jurisdiction of incorporation of the Company where that law was adopted prior to November 28, 2022 and the Company provides an opinion of home country counsel to that effect acceptable to the Companyâ€™s applicable listing exchange; (ii) the direct expense paid to a third party to assist in enforcing this Policy would exceed the Recoverable Incentive Compensation and the Company has (A) made a reasonable attempt to recover such amounts and (B) provided documentation of such attempts to recover to the Companyâ€™s applicable listing exchange; or (iii) recovery would likely cause an Â Â Â otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of Section 401(a)(13) or Section 411(a) of the Internal Revenue Code of 1986, as amended.â€œIncentive Compensationâ€ means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure. Incentive Compensation does not include any base salaries (except with respect to any salary increases earned wholly or in part

based on the attainment of a Financial Reporting Measure performance goal); bonuses paid solely at the discretion of the Compensation Committee or Board that are not paid from a bonus pool that is determined by satisfying a Financial Reporting Measure performance goal; bonuses paid solely upon satisfying one or more subjective standards and/or completion of a specified employment period; non-equity incentive plan awards earned solely upon satisfying one or more strategic measures or operational measures; and equity awards that vest solely based on the passage of time and/or attaining one or more non-Financial Reporting Measures. Received Incentive Compensation is deemed Received in the Companys fiscal period during which the Financial Reporting Measure specified in the Incentive Compensation award is attained, even if the payment or grant of the Incentive Compensation occurs after the end of that period.Recoverable Incentive Compensation means the amount of any Incentive Compensation (calculated on a pre-tax basis) Received by a Covered Person during the Applicable Period that is in excess of the amount that otherwise would have been Received if the calculation were based on the Restatement. For the avoidance of doubt Recoverable Incentive Compensation does not include any Incentive Compensation Received by a person (i) before such person began service in a position or capacity meeting the definition of an Executive Officer, (ii) who did not serve as an Executive Officer at any time during the performance period for that Incentive Compensation, or (iii) during any period the Company did not have a class of its securities listed on a national securities exchange or a national securities association. For Incentive Compensation based on (or derived from) stock price or total shareholder return where the amount of Recoverable Incentive Compensation is not subject to mathematical recalculation directly from the information in the applicable Restatement, the amount will be determined by the Compensation Committee based on a reasonable estimate of the effect of the Restatement on the stock price or total shareholder return upon which the Incentive Compensation was Received (in which case, the Company will maintain documentation of such determination of that reasonable estimate and provide such documentation to the Companys applicable listing exchange).Restatement means an accounting restatement of any of the Companys financial statements filed with the Securities and Exchange Commission under the Exchange Act, or the Securities Act of 1933, as amended, due to the Companys material noncompliance with any financial reporting requirement under U.S. securities laws, regardless of whether the Company or Covered Person misconduct was the cause for such restatement. Restatement includes any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements (commonly referred to as Big R restatements), or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (commonly referred to as little r restatements). A  A  EX-101.SCH 17 twst-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover Page link:presentationLink link:calculationLink link:definitionLink 0000002 - Document - Audit Information link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - Consolidated Statements of Operations and Comprehensive Loss link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - Consolidated Statements of Operations and Comprehensive Loss (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - Consolidated Statements of Stockholders Equity link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - Consolidated Statements of Stockholders Equity (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952157 - 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Disclosure - Commitments and contingencies link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - Related party transactions link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - Income taxes link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - Common stock link:presentationLink link:calculationLink link:definitionLink 9952170 - Disclosure - Stock-based compensation link:presentationLink link:calculationLink link:definitionLink 9952171 - Disclosure - Net loss per share attributable to common stockholders link:presentationLink link:calculationLink link:definitionLink 9952172 - Disclosure - Impairment of long-lived assets link:presentationLink link:calculationLink link:definitionLink 9952173 - Disclosure - 2023 Restructuring and other costs link:presentationLink link:calculationLink link:definitionLink 9952174 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 9955511 - 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Disclosure - Income taxes - Provision for income taxes (Details) link:presentationLink link:calculationLink link:definitionLink 9955555 - Disclosure - Income taxes - Schedule of effective income tax rate reconciliation (Details) link:presentationLink link:calculationLink link:definitionLink 9955556 - Disclosure - Income taxes - Schedule of deferred tax assets and liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9955557 - Disclosure - Income taxes - Schedule of unrecognized tax benefits roll forward (Details) link:presentationLink link:calculationLink link:definitionLink 9955558 - Disclosure - Common stock - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9955559 - Disclosure - Stock-based compensation - Additional information (Details) link:presentationLink link:calculationLink link:definitionLink 9955560 - Disclosure - Stock-based compensation - Activity Under The Equity Incentive Plans (Details) link:presentationLink link:calculationLink link:definitionLink 9955561 - Disclosure - Stock-based compensation - Stock Option Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9955562 - Disclosure - Stock-based compensation - Valuation Assumptions (Detail) link:presentationLink link:calculationLink link:definitionLink 9955563 - Disclosure - Stock-based compensation - Stock-Based Compensation Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9955564 - Disclosure - Stock-based compensation - Reserved For Issuance (Details) link:presentationLink link:calculationLink link:definitionLink 9955565 - Disclosure - Net loss per share attributable to common stockholders - Computation (Detail) link:presentationLink link:calculationLink link:definitionLink 9955566 - Disclosure - Net loss per share attributable to common stockholders -Anti-dilutive (Detail) link:presentationLink link:calculationLink link:definitionLink 9955567 - Disclosure - Impairment of long-lived assets - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9955568 - Disclosure - Impairment of long-lived assets - Impairment (Details) link:presentationLink link:calculationLink link:definitionLink 9955569 - Disclosure - 2023 Restructuring and other costs - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9955570 - Disclosure - 2023 Restructuring and other costs - Restructuring Charges (Details) link:presentationLink link:calculationLink link:definitionLink 9955571 - Disclosure - 2023 Restructuring and other costs - Accrual Activity and Payments Relating to Cash-Based Restructuring Charges (Details) link:presentationLink link:calculationLink link:definitionLink 9955572 - Disclosure - Subsequent Events (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 18 twst-20240930 cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 19 twst-20240930 def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 20 twst-20240930 lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Food/agriculture Food Or Agriculture [Member] Food and agriculture. Tenant improvement allowance capitalized in property and equipment Tenant Improvement Allowance Acquired Through Property And Equipment Capitalized Tenant Improvement Allowance Capitalized In Property And Equipment Percentage of payroll deduction to purchase common stock Percentage Of Payroll Deduction On Eligible Common Stock Percentage of payroll deduction on eligible common stock. Adjustments to reconcile net loss to net cash used in operating activities Adjustments To Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Range [Domain] Statistical Measurement [Domain] Work-in-process Inventory, Work in Process, Gross Related party transactions Related Party Transactions Disclosure [Text Block] Repayments of long-term debt Repayments of Long-Term Debt Gross unrealized losses Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Loss, before Tax Expense, Cost Lease, Cost [Table Text Block] Cover [Abstract] Cover [Abstract] 2018 ESPP Two thousand And Eighteen Employee Stock Purchase Plan [Member] Two thousand and eighteen employee stock purchase plan. Thereafter Lessee, Operating Lease, Liability, to be Paid, after Year Five Net increase (decrease) in cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Director Director [Member] Restructuring and related cost, expected number of positions eliminated Restructuring and Related Cost, Expected Number of Positions Eliminated Schedule of Future Minimum Rental Payments for Operating Leases Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Equity ownership, excluding consolidated entity and equity method investee, percentage Equity Ownership, Excluding Consolidated Entity and Equity Method Investee, Percentage Other current liabilities Other current liabilities Other Liabilities, Current Impact of unrecognized tax benefits on income tax rate if recognized Unrecognized Tax Benefits that Would Impact Effective Tax Rate Income Tax Jurisdiction [Domain] Income Tax Jurisdiction [Domain] Trading Symbol Trading Symbol Segment Reporting Information [Line Items] Segment Reporting Information [Line Items] All Trading Arrangements All Trading Arrangements [Member] Cash and Cash Equivalent [Table] Cash and Cash Equivalent [Table] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Non-NEOs Non-NEOs [Member] Computation of the Companys Basic and Diluted Net Loss Per Share Attributable to Common Stockholders Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Vesting period Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Tax credit carry forwards Tax Credit Carryforward, Amount Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Goodwill Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block] Income taxes paid, net of refunds Income Taxes Paid, Net Pay vs Performance Disclosure [Line Items] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Laboratory equipment Laboratory Equipment [Member] Laboratory equipment Member Deconsolidation of cash and cash equivalent relating to Revelar Cash Divested from Deconsolidation Accounts receivable, net Increase (Decrease) in Accounts Receivable Income Tax Contingency [Table] Income Tax Contingency [Table] Net loss per share attributable to common stockholders Earnings Per Share, Policy [Policy Text Block] Organization and description of business Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Intangible assets, Inherit risk percentage Intangible Assets, Inherit Risk Percentage Intangible Assets, Inherit Risk Percentage Inventories Inventory, Policy [Policy Text Block] Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Restructuring and other costs Costs Associated with Exit or Disposal Activities or Restructurings, Policy [Policy Text Block] Deferred Deferred Income Tax Expense (Benefit), Continuing Operations [Abstract] Fair value measurement Fair Value Disclosures [Text Block] Restructuring and Related Activities [Abstract] Change in unrealized gain (loss) on investments OCI, Debt Securities, Available-for-Sale, Unrealized Holding Gain (Loss), before Adjustment, after Tax Award Timing Disclosures [Line Items] Other Performance Measure, Amount Other Performance Measure, Amount Research Tax Credit Carryforward Research Tax Credit Carryforward [Member] 2027 Finite-Lived Intangible Asset, Expected Amortization, Year Three Summary of RSU Activity Schedule of Nonvested Restricted Stock Units Activity [Table Text Block] Leases Lessee, Operating Leases [Text Block] Common stock, outstanding (in shares) Beginning balance (in shares) Ending balance (in shares) Common Stock, Shares, Outstanding Schedule of Acquired Finite-Lived Intangible Asset by Major Class [Table] Schedule of Acquired Finite-Lived Intangible Asset by Major Class [Table] Documents Incorporated by Reference [Text Block] Operating lease costs Operating Lease, Cost Operating lease liability, net of current portion Operating lease liabilities, net of current portion Operating Lease, Liability, Noncurrent Change in fair value of contingent considerations and holdbacks Change In Fair Value Of Contingent Consideration And Indemnity Holdback The amount of changes in fair value of contingent consideration and indemnity holdback. Impairment Impairment Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Asset, Impairment Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Asset, Impairment Segment information Segment Reporting, Policy [Policy Text Block] Revenue from Contract with Customer [Abstract] Capitalized research and development Deferred Tax Assets, Capitalized Research and Development Deferred Tax Assets, Capitalized Research and Development Annual automatic Increase in share reserved for issuance (as a percent) Common Stock Capital Shares Reserved For Future Issuance Annual Automatic Increase Percentage The

minimum common stock capital shares reserved for future issuance annual automatic increase, as percent to the outstanding shares. Plan Name [Domain] Plan Name [Domain] Common stock (in dollars per share) Sale of Stock, Price Per Share United States UNITED STATES Revision of Prior Period, Reclassification, Adjustment Revision of Prior Period, Reclassification, Adjustment [Member] Other non-current assets Other Assets, Noncurrent Entity Tax Identification Number Entity Tax Identification Number Leases [Abstract] Aggregate intrinsic value, Nonvested at September 30, 2022 Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value, Nonvested Gross carrying amount Finite-Lived Intangible Assets, Gross Increases related to tax positions taken in the prior year Unrecognized Tax Benefits, Increase Resulting from Prior Period Tax Positions Antidilutive Securities, Name [Domain] Antidilutive Securities, Name [Domain] Foreign Deferred Foreign Income Tax Expense (Benefit) Research and development credit carryforwards Deferred Tax Assets, Tax Credit Carryforwards, Research Corporate bonds Corporate Bond Securities [Member] Money market funds Money Market Funds [Member] Selling, general and administrative Selling, General and Administrative Expenses [Member] Net cash used in operating activities Net Cash Provided by (Used in) Operating Activities Net proceeds from offering Sale of Stock, Consideration Received on Transaction Cash flows from operating activities Net Cash Provided by (Used in) Operating Activities [Abstract] Income and other taxes payable Taxes Payable, Current Schedule Of Shares Reserved For Issuance Schedule Of Shares Reserved For Issuance [Table Text Block] Schedule Of Shares Reserved For Issuance Plan Name [Axis] Plan Name [Axis] Equity Components [Axis] Equity Components [Axis] Award Timing Method Award Timing Method [Text Block] Research and development Research and Development Expense, Policy [Policy Text Block] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Restructuring Type [Axis] Restructuring Type [Axis] Short term investments, fair value Debt Securities, Available-for-Sale Accounts receivable Accounts Receivable [Policy Text Block] Acquired Finite-Lived Intangible Assets [Line Items] Acquired Finite-Lived Intangible Assets [Line Items] Measurement Frequency [Axis] Measurement Frequency [Axis] Synthetic genes Synthetic Genes [Member] Synthetic genes. Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Insider Trading Policies and Procedures [Line Items] Beginning balance Ending balance Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Asset Value Total operating expenses Costs and Expenses Business Acquisition, Acquiree [Domain] Business Acquisition, Acquiree [Domain] Adjustment to Compensation, Amount Adjustment to Compensation Amount Aggregate intrinsic value, outstanding beginning balance Aggregate intrinsic value, outstanding ending balance Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Company common stock Business Combination, Consideration Transferred, Equity Interests Issued and Issuable Compensation Amount Outstanding Recovery Compensation Amount Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Weighted average remaining contractual term (years), Nonvested at September 30, 2022 Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Remaining Contractual Term Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Remaining Contractual Term Entity Small Business Entity Small Business Developed Technology Developed Technology Rights [Member] Company Selected Measure Amount Company Selected Measure Amount Total cash, cash equivalents and investments, fair value Cash, Cash Equivalents, and Short-Term And Long-Term Investments Cash, Cash Equivalents, and Short-Term And Long-Term Investments Geographical [Axis] Geographical [Axis] Aggregate intrinsic value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value [Abstract] Restructuring and Related Costs Restructuring and Related Costs [Table Text Block] Tabular List, Table Tabular List [Table Text Block] Total net deferred tax asset Deferred Tax Assets, Net 2029 Lessee, Operating Lease, Liability, to be Paid, Year Five Level 3 Fair Value, Inputs, Level 3 [Member] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] EMEA EMEA [Member] Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Lessee, Lease, Description [Line Items] Lessee, Lease, Description [Line Items] Issuance of shares under the employee stock purchase plan (in shares) Shares issued during the period (in shares) Stock Issued During Period, Shares, Employee Stock Purchase Plans Accrued expenses Accrued Liabilities, Current Antidilutive securities excluded from computation of earnings per share amount (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Cash, Cash Equivalents, and Short-Term Investments Cash, Cash Equivalents, and Short-Term Investments [Text Block] Payments Payments for Restructuring Class of Warrant or Right [Line Items] Class of Warrant or Right [Line Items] Contingent consideration (in shares) Business Combination, Shares, Contingent Consideration Amount of shares liability arising from contingent consideration in a business combination. Cash, cash equivalents, and restricted cash at beginning of year Cash, cash equivalents, and restricted cash at end of year Total cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Equity securities, FV-NI, current Equity Securities, FV-NI, Current Change in fair value of contingent considerations and holdbacks Accretion (Amortization) of Discounts and Premiums, Investments Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Unrecognized compensation cost Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Foreign Current Foreign Tax Expense (Benefit) Current assets: Assets, Current [Abstract] Goodwill Balance at beginning of year Balance at end of year Goodwill DNA libraries Dna And Biopharma Libraries [Member] DNA and Biopharma Libraries. Accounts receivable, allowance for credit loss Accounts Receivable, Allowance for Credit Loss Fair value of financial instruments Fair Value of Financial Instruments, Policy [Policy Text Block] Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Quincy, Massachusetts Quincy, Massachusetts [Member] Quincy, Massachusetts Product and Service [Domain] Product and Service [Domain] Option Share-Based Payment Arrangement, Option [Member] Vested/ Issued (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Goodwill [Roll Forward] Goodwill [Roll Forward] Depreciation Depreciation Fair Value Disclosures [Abstract] Fair Value Disclosures [Abstract] 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Antidilutive Security, Excluded EPS Calculation [Table] Antidilutive Security, Excluded EPS Calculation [Table] Comprehensive loss Comprehensive Income (Loss), Net of Tax, Attributable to Parent NGS tools Ngs Tools [Member] NGS Tools Member Security Exchange Name Security Exchange Name Non-Employee Non-Employee [Member] Non-Employee Award Type [Axis] Award Type [Axis] Summary of Revenue by Geographic Region Schedule of Revenue from External Customers and Long-Lived Assets, by Geographical Areas [Table Text Block] Numerator: Earnings Per Share, Basic [Abstract] Cumulative Effect, Period of Adoption, Adjustment Cumulative Effect, Period of Adoption, Adjustment [Member] Exercised (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Cash and cash equivalents and restricted cash Cash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block] Number of Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Property and equipment, net Property and equipment, net Property, Plant and Equipment, Net ICFR Auditor Attestation Flag ICFR Auditor Attestation Flag State Current State and Local Tax Expense (Benefit) Total liabilities Liabilities Summary of Cash and Cash Equivalents Schedule of Cash and Cash Equivalents [Table Text Block] Long-lived assets Long-Lived Assets Weighted average exercise price per share, Exercisable (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Other comprehensive income (loss): Comprehensive Income (Loss), Net of Tax, Attributable to Parent [Abstract] Common stock, par value (in dollars per share) Common Stock, Par or Stated Value Per Share Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Summary of Debt Securities Available-for-Sale Debt Securities, Available-for-Sale [Table Text Block] Research and development Research and Development Expense Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Foreign currency transactions and translation Foreign Currency Transactions and Translations Policy [Policy Text Block] Expiration Date Trading Arrangement Expiration Date Cash flows from investing activities Net Cash Provided by (Used in) Investing Activities [Abstract] Goodwill and Intangible Assets Disclosure [Abstract] Goodwill and Intangible Assets Disclosure [Abstract] Current portion of operating lease liability Less: current portion Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Common stock, share issued (in shares) Common Stock, Shares, Issued Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Concentration risk, percentage Concentration Risk, Percentage Net operating loss carryforwards Deferred Tax Assets, Operating Loss Carryforwards Minimum annual increase in share reserved for issuance Minimum Increase In Common Stock Capital Shares Reserved For Future Issuance Minimum increase common stock capital shares reserved for future issuance. Computer equipment Computer Equipment [Member] XOMA Royalty XOMA Royalty [Member] XOMA Royalty Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Less: Accumulated depreciation and amortization Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Subsequent Event [Line Items] Subsequent Event [Line Items] Never Expire Never Expire [Member] Never Expire Property, plant and equipment, gross Property, Plant and Equipment, Gross Exercise of stock options (in shares) Exercised (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Research and development Research and Development Expense [Member] Weighted average exercise price per share Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Common stock, share authorized (in shares) Common Stock, Shares Authorized Class of Warrant or Right [Table] Class of Warrant or Right [Table] Awards aggregate fair value Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments, Granted, Fair Value The aggregate grant-date fair value of share-based awards granted during the reporting period as calculated by applying the disclosed option pricing methodology. Business acquisition, net of cash acquired Payments to Acquire Businesses, Net of Cash Acquired Cash Cash [Member] Weighted average shares used in computing net loss per share attributable to common stockholdersâ€ diluted (in shares) Weighted-average shares used in computing net loss per share, diluted (in shares) Weighted Average Number of Shares Outstanding, Diluted Grant date fair value Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Grant Date Fair Value Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Grant Date Fair Value Restructuring and other costs Restructuring Costs MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Other non-cash adjustments Property Plant And Equipment Write Off Property Plant And Equipment Write Off Total stockholdersâ€™ equity Beginning balance Ending balance Equity, Attributable to Parent Gross deferred tax assets Deferred Tax Assets, Gross Entity Voluntary Filers Entity Voluntary Filers Related Party Related Party [Member] Cash and Cash Equivalents [Line Items] Cash and Cash Equivalents [Line Items] Interest expense Interest Expense, Nonoperating Total deferred Deferred Income Tax Expense (Benefit) Schedule of Goodwill Schedule of Goodwill [Table Text Block] Computer software Software and Software Development Costs [Member] Concentration Risk Type [Domain] Concentration Risk Type [Domain] Collaborative arrangement, rights and obligations, upfront payment Collaborative Arrangement, Rights and Obligations, Upfront Payment Collaborative Arrangement, Rights and Obligations, Upfront Payment Accounting Principle [Table] Selling, general and administrative Selling, General and Administrative Expense Schedule of Supplemental Balance Sheet Information Relating to Companies Operating Lease Supplemental Balance Sheet Information Relating To Companies Operating Lease [Table Text Block] Supplemental balance sheet information relating to companies operating lease [Table text block]. Employer matching contributions Defined Contribution Plan, Cost 2023 Restructuring Plan 2023 Restructuring Plan [Member] 2023 Restructuring Plan Award term Share-Based Compensation Arrangement By Share-Based Payment Award, Term Share-Based Compensation Arrangement By Share-Based Payment Award, Term Income Tax Contingency [Line Items] Income Tax Contingency [Line Items] Accounts receivable, net Accounts Receivable, after Allowance for Credit Loss, Current Cost of revenues Cost of Sales [Member] Revenues from External Customers and Long-Lived Assets [Line Items] Revenues from External Customers and Long-Lived Assets [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Exercised Share-based Compensation Arrangement by Share-based Payment Award, Options, Exercised, Intrinsic Value Maximum aggregate number of shares (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized Sale of Stock [Domain] Sale of Stock [Domain] Other liabilities Increase (Decrease) in Other Operating Liabilities Impairment of long-lived assets Impairment of long-lived assets Asset Impairment Charges Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Summary of Company's Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis Fair Value Measurements, Recurring and Nonrecurring [Table Text Block] Document Fiscal Period Focus Document Fiscal Period Focus All Executive Categories All Executive Categories [Member] Share-based payment arrangement, expense (credit) Share-Based Payment Arrangement, Expense (Credit) Share-Based Payment Arrangement, Expense (Credit) Employer matching percentage Defined Contribution Plan, Employer Matching Contribution, Percent of Match 2026 Finite-Lived Intangible Asset, Expected Amortization, Year Two Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term Vest outstanding (in shares) Share Based Compensation By Share Based Payment Arrangement Instruments Other Than Options Expected To Vest Outstanding Share based compensation by share based payment arrangement instruments other than options expected to vest outstanding. Assets Assets: Assets [Abstract] Other comprehensive income (loss) Other Comprehensive Income (Loss), Net of Tax Dividend yield Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Document Type Document Type Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Capitalized software held for internal use Internal Use Software, Policy [Policy Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Document Annual Report Document Annual Report Weighted average remaining contractual term (years), Exercisable Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual Term Oligo pools Oligo Pools [Member] Oligo pools. Short term investments, Amortized cost Debt Securities, Available-for-Sale, Amortized Cost Vesting of restricted stock units (in shares) Vested/Issued (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Contract with Customer, Contract Asset, Contract Liability, and Receivable Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block] Schedule of Finite-Lived Intangible Assets, Future Amortization Expense Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Risk-free interest rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Subsequent Event [Table] Subsequent Event [Table] Maximum Maximum [Member] Total amortization expense related to intangible assets Amortization of Intangible Assets Contract liabilities Contract with Customer, Liability Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Furniture, fixtures and other equipment Furniture and Fixtures [Member] Intangible assets, net Net book value Finite-Lived Intangible Assets, Net Antidilutive Securities [Axis] Antidilutive Securities [Axis] Non-US Non-US [Member] Accounts payable Accounts Payable, Current Accounting Policies [Abstract] Accounting Policies [Abstract] Subsequent Public Offering Subsequent Public Offering! [Member] Subsequent Public Offering 1 Leasehold improvements Leasehold Improvements [Member] Operating lease base rent annual percentage increase Operating Lease Annual Base Rent Percentage Increase Operating Lease Annual Base Rent Percentage Increase Summary of Weighted Average Valuation Assumptions Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Less: imputed interest Lessee, Operating Lease, Liability, Undiscounted Excess Amount Basis of presentation and use of estimates Basis Of Presentation And Use Of Estimates [Policy Text Block] Basis of presentation and use of estimates. Short-term investments Short-Term Investments Statistical Measurement [Axis] Statistical Measurement [Axis] PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Loss before income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Equity Award [Domain] Award Type [Domain] Fixed assets Deferred Tax Liabilities, Property, Plant and Equipment Name Outstanding Recovery, Individual Name Stock-based compensation Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits, Share-Based Compensation Cost Variable lease costs Variable Lease, Cost Summary of Calculation of Diluted Net Loss Per Share Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Revision of Prior Period [Axis] Revision of Prior Period [Axis] Non-PEO NEO Non-PEO NEO [Member] Title and

Position [Axis] Title and Position [Axis] Weighted average Amortization period in years Finite-Lived Intangible Asset, Useful Life Conversion ratio Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Conversion Ratio Upon Vesting Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Conversion Ratio Upon Vesting Additional paid-in capital Additional Paid-in Capital [Member] Award Timing Predetermined Award Timing Predetermined [Flag] Premises A, After First Two Years Premises A, After First Two Years [Member] Premises A, After First Two Years Subsequent Event Type [Domain] Subsequent Event Type [Domain] Capitalized computer software, amortization Capitalized Computer Software, Amortization Restricted cash, non-current Restricted Cash, Noncurrent Asset Impairments Asset Impairment Charges [Member] Asset Impairment Charges Customer Relationships Customer Relationships [Member] Recent accounting pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Net loss per share attributable to common stockholdersâ€ diluted (in dollars per share) Earnings Per Share, Diluted Title and Position [Domain] Title and Position [Domain] Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Counterparty Name [Domain] Counterparty Name [Domain] Accumulated amortization Finite-Lived Intangible Assets, Accumulated Amortization Name Measure Name US Income (Loss) from Continuing Operations before Income Taxes, Domestic State and Local Jurisdiction State and Local Jurisdiction [Member] Entity Interactive Data Current Entity Interactive Data Current Type of Restructuring [Domain] Type of Restructuring [Domain] Summary of PSU Activity Schedule of Nonvested Performance-Based Units Activity [Table Text Block] Total current Current Income Tax Expense (Benefit) Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Annual Base Rent Increase [Domain] Annual Base Rent Increase [Domain] Annual Base Rent Increase [Domain] Tangible asset impairment charges Tangible Asset Impairment Charges Percentage of PSUs that may vest based on performance Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Finite-lived intangible assets Intangible Assets, Finite-Lived, Policy [Policy Text Block] Number of operating segments Number of Operating Segments Impairment of long-lived assets: Restructuring, Settlement and Impairment Provisions Restructuring and related cost, number of positions eliminated, period percent Restructuring and Related Cost, Number of Positions Eliminated, Period Percent Percentage of employee's gross pay matched Defined Contribution Plan, Employer Matching Contribution, Percent of Employees' Gross Pay New Accounting Pronouncements or Change in Accounting Principle [Line Items] New Accounting Pronouncements or Change in Accounting Principle [Line Items] Severance and related benefit costs Employee Severance [Member] Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] U.S. government treasury bills US Treasury Bill Securities [Member] Weighted average exercise price per share, Nonvested at September 30, 2022 (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Option, Nonvested, Weighted Average Exercise Price 2023 Restructuring and other costs Restructuring and Related Activities Disclosure [Text Block] Stock-based compensation Share-Based Payment Arrangement, Noncash Expense Change in fair value Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Asset, Gain (Loss) Included in Earnings Holdbacks Holdbacks [Member] Holdbacks Net deferred tax assets Deferred Tax Assets, Net of Valuation Allowance Vested in period, fair value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair Value Net loss Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Equity Method Investments Equity Method Investments [Member] Income tax (expense) benefit Income tax expense (benefit) Total provision (benefit) Income Tax Expense (Benefit) Debt instrument, interest rate, stated percentage Debt Instrument, Interest Rate, Stated Percentage Schedule of Estimated Lives of Property And Equipment Schedule Of Estimated Useful Lives of Property Plant And Equipment [Table Text Block] Schedule of estimated useful lives of property plant and equipment. Supplemental disclosure of cash flow information Supplemental Cash Flow Information [Abstract] Fair value Equity Securities, FV-NI Recognize cost weighted average period Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Statement of Comprehensive Income [Abstract] Statement of Comprehensive Income [Abstract] Concentration Risk Benchmark [Domain] Concentration Risk Benchmark [Domain] Auditor Firm ID Auditor Firm ID Total income tax expense Effective Income Tax Rate Reconciliation, Percent Net cash provided by (used in) investing activities Net Cash Provided by (Used in) Investing Activities Loss from operations Operating Income (Loss) Additional shares authorized (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized Income Tax Jurisdiction [Axis] Income Tax Jurisdiction [Axis] Number of reportable segments Number of Reportable Segments Total liabilities and stockholdersâ€ equity Liabilities and Equity Subsequent Events Subsequent Events [Text Block] Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] All Adjustments to Compensation All Adjustments to Compensation [Member] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Accrued compensation Employee-related Liabilities, Current Short-term investments Marketable Securities, Policy [Policy Text Block] Prepaid expenses and other current assets Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital Short-Term Debt, Type [Domain] Short-Term Debt, Type [Domain] Non-cash lease expense, net of tenant improvement allowance Operating Lease, Impairment Loss Restructuring charges Restructuring and other costs: Restructuring Charges Tax Credit Carryforward [Axis] Tax Credit Carryforward [Axis] Impairment Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Impairment Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Impairment Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Interest income Investment Income, Interest Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Performance Stock Unit Performance Stock Unit [Member] Performance Stock Unit Executive Officers and Senior Level Employees Executive Officers And Senior Level Employees [Member] Executive officers and senior level employees. Operating lease right-of-use assets obtained in exchange for operating lease liabilities Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Underlying Security Market Price Change Underlying Security Market Price Change, Percent Tax Credit Carryforward, Name [Domain] Tax Credit Carryforward, Name [Domain] Individual: Individual [Axis] Repurchase of common stock for income tax withholdings Share-Based Payment Arrangement, Decrease for Tax Withholding Obligation Accumulated other comprehensive income / (loss) AOCI Attributable to Parent [Member] Forfeited (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise Price Expected term (years) Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term Balance Sheet Related Disclosures [Abstract] Balance Sheet Related Disclosures [Abstract] Inventories Total inventories Inventory, Net Product and Service [Axis] Product and Service [Axis] Entity Address, State or Province Entity Address, State or Province Property, Plant and Equipment [Line Items] Property, Plant and Equipment [Line Items] Statement [Line Items] Statement [Line Items] 2018 Equity Incentive Plan Two Thousand And Eighteen Equity Incentive Plan [Member] Two thousand and eighteen equity incentive plan. Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Operating lease area Lessee, Operating Lease, Area The area leased by lessee in lease agreement classified as operating lease. Antibody discovery Antibody Discovery [Member] Antibody Discovery Operating expenses: Operating Expenses [Abstract] Schedule of Property Plant And Equipment Property, Plant and Equipment [Table Text Block] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Financial Instruments [Domain] Financial Instruments [Domain] 2023 Year Twenty Twenty Three [Member] Year Twenty Twenty Three Unvested restricted stock units and performance stock units Restricted Stock Units And Performance Stock Units [Member] Restricted Stock Units And Performance Stock Units Weighted average grant date fair value, beginning balance (in dollars per share) Weighted average grant date fair value, ending balance (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Liabilities and stockholdersâ€ equity Liabilities and Equity [Abstract] Fair value, measurement with unobservable inputs reconciliation, recurring basis, liability value Beginning balance Ending balance Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability Value Summary of Reconciliation of Beginning and Ending Balances Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block] Change in valuation allowance Effective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, Percent APAC Asia Pacific [Member] Minimum Minimum [Member] Restatement Determination Date Restatement Determination Date Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Related Party Transactions [Abstract] Related Party Transactions [Abstract] Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Weighted average exercise price per share, Outstanding beginning balance (in dollars per share) Weighted average exercise price per share, Outstanding ending balance (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Impairment of long-lived assets Property, Plant, and Equipment and Intangible Assets [Text Block] Operating lease right-of-use assets Operating lease right-of-use assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Number of options, Outstanding beginning balance (in shares) Number of options, Outstanding ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Short-Term Debt, Type [Axis] Short-Term Debt, Type [Axis] Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Tax Period [Axis] Tax Period [Axis] Tax expense computed at the federal statutory rate Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent Total cash, cash equivalents and investments, amortized cost Cash And Cash Equivalents And Short Term Investments Amortized Cost Cash And Cash Equivalents And Short Term Investments Amortized Cost. Exercise Price Award Exercise Price Schedule of Deferred Tax Assets and Liabilities Schedule of Deferred Tax Assets and Liabilities [Table Text Block] Net loss per share attributable to common stockholders Earnings Per Share [Text Block] Accrued compensation Increase (Decrease) in Employee Related Liabilities Arrangement Duration Trading Arrangement Duration Issuance of shares under the employee stock purchase plan Stock Issued During Period, Value, Employee Stock Purchase Plan Subsequent events Subsequent Event [Member] Operating loss carry forwards Operating Loss Carryforwards Exercise of stock options Stock Issued During Period, Value, Stock Options Exercised Research and development credit benefit Effective Income Tax Rate Reconciliation, Tax Credit, Research, Percent Academic research Academic Research [Member] Academic research. Goodwill and intangible assets Goodwill and Intangible Assets Disclosure [Text Block] Stockholdersâ€ equity Equity, Attributable to Parent [Abstract] Granted (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Domestic Tax Jurisdiction Domestic Tax Jurisdiction [Member] Income taxes Income Tax, Policy [Policy Text Block] Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Restructuring Plan [Axis] Restructuring Plan [Axis] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Unrecognized Tax Benefits [Roll Forward] Unrecognized Tax Benefits [Roll Forward] 2028 Finite-Lived Intangible Asset, Expected Amortization, Year Four All Individuals All Individuals [Member] Tradenames & Trademarks Trademarks and Trade Names [Member] PEO PEO [Member] Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Name Trading Arrangement, Individual Name Other income (expense), net Other Nonoperating Income (Expense) Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Proceeds from issuance under employee stock purchase plan Proceeds From Issuance Of Common Stock Under Employee Stock Purchase Plan The cash inflow associated with the amount received from common stock under employee stock purchase plan Long-Lived Tangible Asset [Axis] Long-Lived Tangible Asset [Axis] Entity Public Float Entity Public Float Contingent Consideration Contingent Consideration [Member] Represents the contingent consideration. Gross unrealized gains Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Gain, before Tax Repurchases of common stock for income tax withholding Payments To Repurchases Of Common Stock For Tax Withholding Payments To Repurchases Of Common Stock For Tax Withholding Other non-current assets Increase (Decrease) in Other Noncurrent Assets Proceeds from exercise of stock options Proceeds, Issuance of Shares, Share-Based Payment Arrangement, Including Option Exercised Stock-based compensation Effective Income Tax Rate Reconciliation, Tax Expense (Benefit), Share-Based Payment Arrangement, Percent Change in fair value of contingent consideration and holdbacks Effective Income Tax Rate Reconciliation, Fair Value Of Contingent Consideration And Holdback, Percent Effective Income Tax Rate Reconciliation, Fair Value Of Contingent Consideration And Holdback, Percent Share-based liabilities settled Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Share-Based Liabilities Paid Shares subject to employee stock purchase plan Shares Subject To Employee Stock Purchase Plan [Member] Represents shares subject to employee stock purchase plan. Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Assets Assets, Fair Value Disclosure [Abstract] Issuance of common stock in connection with the business acquisition Stock Issued Aggregate number of common stock shares reserved for issuance (in shares) Outstanding at Septemberâ30, 2021 (in shares) Outstanding at Septemberâ30, 2022 (in shares) Common Stock, Capital Shares Reserved for Future Issuance Credit period granted to customers Credit Period Granted To Customers Credit period granted to customers. Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Related Party [Domain] Related and Nonrelated Parties [Domain] Money market funds Cash and Cash Equivalents, Fair Value Disclosure Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Restructuring Cost and Reserve [Line Items] Restructuring Cost and Reserve [Line Items] Industrial chemicals/materials Industrial Chemicals [Member] Industrial Chemicals. Local Phone Number Local Phone Number Valuation allowance Less: Valuation allowance Deferred Tax Assets, Valuation Allowance Liability Class [Axis] Liability Class [Axis] Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Other associated costs Other Restructuring [Member] Number of votes per share Common Stock, Number Of Votes Per Share Common Stock, Number Of Votes Per Share Americas Americas [Member] Expected volatility Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Convertible Notes Payable Convertible Notes Payable [Member] Repurchases of early exercised stock options (in shares) Stock Repurchased During Period, Shares Weighted average remaining contractual term (years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Additional Disclosures [Abstract] 2032 through 2038 Year Two Thousand Thirty Two Through Two Thousand Thirty Eight [Member] Year Two Thousand Thirty Two Through Two Thousand Thirty Eight Changes in assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Cumulative Effect, Period of Adoption [Domain] Cumulative Effect, Period of Adoption [Domain] Noncurrent liabilities: Liabilities, Noncurrent [Abstract] PEO Total Compensation Amount PEO Total Compensation Amount ESPP eligible employee common stock purchase price ratio Share-Based Compensation Arrangement by Share-Based Payment Award, Purchase Price of Common Stock, Percent Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Federal Deferred Federal Income Tax Expense (Benefit) Equity securities, FV-NI, amortized cost Equity Securities, FV-NI, Cost Property, Plant and Equipment, Type [Domain] Long-Lived Tangible Asset [Domain] Statement of Income Location, Balance [Axis] Statement of Income Location, Balance [Axis] Fair Value Of Assets And Liabilities Measured On Non Recurring Basis [Line Items] Fair Value Of Assets And Liabilities Measured On Non Recurring Basis [Line Items] Fair Value Of Assets And Liabilities Measured On Non Recurring Basis [Line Items] Fair Value Of Assets And Liabilities Measured On Non Recurring Basis [Line Items] Impairment Finite-lived intangible assets Impairment of Intangible Assets, Finite-Lived Commitments and contingencies Commitments and Contingencies Disclosure [Text Block] Thereafter Finite-Lived Intangible Asset, Expected Amortization, after Year Five Common stock Common Stock [Member] Measure: Measure [Axis] Impairment of long-lived assets Impairment or Disposal of Long-Lived Assets, Including Intangible Assets, Policy [Policy Text Block] Increases related to tax positions during the year Unrecognized Tax Benefits, Increase Resulting from Current Period Tax Positions Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block] Issuance of common stock in public offerings, net of underwriting discounts, commissions and offering expenses (in shares) Stock Issued During Period, Shares, New Issues Entity Emerging Growth Company Entity Emerging Growth Company Other inventory, materials, supplies and merchandise under consignment, gross Other Inventory, Materials, Supplies and Merchandise under Consignment, Gross Net of underwriting discounts, commissions and offering expenses Adjustments to Additional Paid in Capital, Stock Issued, Issuance Costs Fair value, liability, recurring basis, unobservable input reconciliation, gain (loss), statement of income or comprehensive income Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration] Repurchases of common stock for income tax withholding (in shares) Share-Based Payment Arrangement, Shares Withheld for Tax Withholding Obligation Entity Central Index Key Entity Central Index Key Summary of inventories Schedule of Inventory, Current [Table Text Block] Lessee, Lease, Description [Table] Lessee, Lease, Description [Table] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Other restructuring costs Other Restructuring Costs Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Summary of Revenue by Industry Schedule Of Revenue From External Customers And Long Lived Assets By Industry [Table Text Block]

Tabular disclosure of revenue from external customers and long lived assets by industry. Common stock Equity [Text Block] Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Premises A, First Two Years Premises A, First Two Years [Member] Premises A, First Two Years Equity Component [Domain] Equity Component [Domain] Financial Instrument [Axis] Financial Instrument [Axis] Accounting standards update Accounting Standards Update [Extensible Enumeration] Number of spaces Lessee, Operating Lease, Number Of Spaces Lessee, Operating Lease, Number Of Spaces Change in fair value Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Gain (Loss) Included in Earnings Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Stock-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Title Trading Arrangement, Individual Title Business combination Effective Income Tax Rate Reconciliation, Business Combination, Percent Percentage of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to business combination. Statement [Table] Statement [Table] AbX Biologics, Inc. Abx Biologics Inc. [Member] Represents the information pertaining to AbX Biologics, Inc. Counterparty Name [Axis] Counterparty Name [Axis] Measurement Frequency [Domain] Measurement Frequency [Domain] Summary of significant accounting policies Significant Accounting Policies [Text Block] Schedule of Domestic and Foreign Components of Pre-Tax Loss Schedule of Income before Income Tax, Domestic and Foreign [Table Text Block] Balance beginning of the year Balance end of the year Unrecognized Tax Benefits Geographic Concentration Risk Geographic Concentration Risk [Member] Variable interest entities Consolidation, Variable Interest Entity, Policy [Policy Text Block] City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Auditor Location Auditor Location Others Effective Income Tax Rate Reconciliation, Tax Credit, Other, Percent Interest paid Interest Paid, Excluding Capitalized Interest, Operating Activities Revenue recognition Revenue [Policy Text Block] Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Level 1 Fair Value, Inputs, Level 1 [Member] Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Axis] Foreign currency translation adjustment Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax Total current assets Assets, Current Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Conversion of convertible notes Debt Conversion, Converted Instrument, Amount Non-cash investing and financing activities Noncash Investing and Financing Items [Abstract] Revision of Prior Period [Domain] Revision of Prior Period [Domain] Accrued expenses Increase (Decrease) in Accrued Liabilities Tax Period [Domain] Tax Period [Domain] Industry Sectors [Domain] Industry Sectors [Domain] Industry sectors. Number of options, Exercisable (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Premises B, Annual Increase Premises B, Annual Increase [Member] Premises B, Annual Increase Schedule of Segment Reporting Information, by Segment [Table] Schedule of Segment Reporting Information, by Segment [Table] 2024 and Beyond Year Twenty Twenty Four And Beyond [Member] Year Twenty Twenty Four And Beyond Weighted average grant date fair value per share Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Entity Well-known Seasoned Issuer Entity Well-known Seasoned Issuer Subsequent Event Type [Axis] Subsequent Event Type [Axis] Income taxes Income Tax Disclosure [Text Block] 2028 Lessee, Operating Lease, Liability, to be Paid, Year Four Earnings Per Share [Abstract] Earnings Per Share [Abstract] Summary of Revenue by Product Revenue from External Customers by Products and Services [Table Text Block] Equity [Abstract] Equity [Abstract] Accumulated deficit Accumulated deficit Retained Earnings (Accumulated Deficit) Revenue from Contract with Customer Benchmark Revenue from Contract with Customer Benchmark [Member] Related Party Transaction [Line Items] Related Party Transaction [Line Items] Inventories Increase (Decrease) in Inventories Employee Employee [Member] Employee Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Weighted-average discount rate - operating leases Operating Lease, Weighted Average Discount Rate, Percent Total operating lease liabilities Operating Lease, Liability Net cash provided by financing activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount Performance Shares Performance Shares [Member] Contract liabilities Deferred Revenue, Current Amendment Flag Amendment Flag Entity Registrant Name Entity Registrant Name Impairment of long-lived assets Gain (Loss) on Disposition of Property Plant Equipment Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Depreciation and amortization Depreciation, Depletion and Amortization Restrictions on Cash and Cash Equivalents Restrictions on Cash and Cash Equivalents [Table Text Block] State Deferred State and Local Income Tax Expense (Benefit) Fair Value as of Grant Date Award Grant Date Fair Value Subsequent Events [Abstract] Subsequent Events [Abstract] Underwritten public offering (in shares) Sale of Stock, Number of Shares Issued in Transaction Level 2 Fair Value, Inputs, Level 2 [Member] Vehicles Vehicles [Member] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Geographical [Domain] Geographical [Domain] Number of options, Nonvested at September 30, 2022 (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Nonvested, Number of Shares Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Issuance of common stock in public offerings, net of underwriting discounts, commissions and offering expenses Stock Issued During Period, Value, New Issues Settlement Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Settlements Entity Address, Postal Zip Code Entity Address, Postal Zip Code Advertising and promotion expenses Advertising Expense Schedule Of Stock-Based Compensation Expenses Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Restructuring Cost [Table] Restructuring Cost [Table] Equity securities, FV-NI, unrealized loss Equity Securities, FV-NI, Unrealized Loss Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Concentration Risk Type [Axis] Concentration Risk Type [Axis] Common stock, \$0.00001 par value æ” 100,000 and 100,000 shares authorized at SeptemberA 30, 2024 and 2023, respectively; 58,877 and 57,557 shares issued and outstanding at SeptemberA 30, 2024 and 2023, respectively Common Stock, Value, Issued Restructuring charges, statement of income or comprehensive income Restructuring Charges, Statement of Income or Comprehensive Income [Extensible Enumeration] Document Financial Statement Error Correction [Flag] Document Financial Statement Error Correction [Flag] Share-based Payment Arrangement [Abstract] Share-Based Payment Arrangement [Abstract] Business acquisition Stock Issued During Period, Value, Acquisitions Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Business acquisition (in shares) Stock Issued During Period, Shares, Acquisitions Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Auditor Name Auditor Name Other Deferred Tax Assets, Other Pre-Tax Restructuring Pre-Tax Restructuring [Member] Pre-Tax Restructuring Forfeited (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Raw Materials Inventory, Raw Materials, Gross Current Current Income Tax Expense (Benefit), Continuing Operations [Abstract] Fair Value by Liability Class [Domain] Fair Value by Liability Class [Domain] Cash flows from financing activities Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Equity securities, FV-NI, gross unrealized gains Equity Securities, FV-NI, Unrealized Gain Proceeds from maturity of investments Proceeds from Sale, Maturity and Collection of Investments Share-based Payment Arrangement Share-Based Payment Arrangement [Member] Finished Goods Inventory, Finished Goods, Gross Property, plant and equipment, useful life Property, Plant and Equipment, Useful Life Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Cash and Cash Equivalents [Domain] Cash and Cash Equivalents [Domain] Shares subject to options to purchase common stock Employee Stock [Member] Gross deferred tax liabilities Deferred Tax Liabilities, Gross Net loss per share attributable to common stockholdersæ”basic (in dollars per share) Earnings Per Share, Basic Accounts payable Increase (Decrease) in Accounts Payable Cash payments included in the measurement of operating lease liabilities Operating Lease, Payments Operating lease security deposit with the lessor Deposits Assets, Noncurrent Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Property and equipment additions included in accrued expenses and accounts payable Capital Expenditures Incurred but Not yet Paid Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Property and equipment Property, Plant and Equipment, Policy [Policy Text Block] Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Intangible assets Deferred Tax Liabilities, Intangible Assets Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Total assets Assets Concentration of credit risk Concentration Risk, Credit Risk, Policy [Policy Text Block] 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Options, grant date fair value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grant Date Fair Value Advertising costs Advertising Cost [Policy Text Block] Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Industry Sectors [Axis] Industry Sectors [Axis] Information by industry sector. Over-Allotment Option Over-Allotment Option [Member] Cash and Cash Equivalents [Abstract] Purchases of property and equipment Payments to Acquire Property, Plant, and Equipment Other non-current liabilities Other Liabilities, Noncurrent Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Cumulative Effect, Period of Adoption [Axis] Cumulative Effect, Period of Adoption [Axis] Commitments and contingencies Commitments and Contingencies Stock-based compensation Share-Based Payment Arrangement [Policy Text Block] Business combinations Business Combinations Policy [Policy Text Block] Schedule of Effective Income Tax Rate Reconciliation Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Options to extend Lessee, Operating Lease, Options To Extend Lessee, Operating Lease, Options To Extend Termination Date Trading Arrangement Termination Date Related Party Transaction [Table] Related Party Transaction [Table] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two Number Of Shares Reserved For Issuance [Roll Forward] Number Of Shares Reserved For Issuance [Roll Forward] Number Of Shares Reserved For Issuance Stock-based compensation Share-Based Payment Arrangement [Text Block] Entity Address, City or Town Entity Address, City or Town Extension term Lessee, Operating Lease, Extension Term Lessee, Operating Lease, Extension Term Leases Lessee, Leases [Policy Text Block] Debt Instrument [Axis] Debt Instrument [Axis] Schedule of Share-based Payment Arrangement, Option, Activity Share-Based Payment Arrangement, Option, Activity [Table Text Block] Exercises in period, intrinsic value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value Stock based compensation expense Share-Based Payment Arrangement, Expense Leasehold improvements Leaseholds and Leasehold Improvements [Member] Net loss attributable to common stockholders Net loss attributable to common stockholders Net loss attributable to common stockholders Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Revenues Revenue Revenue from Contract with Customer, Including Assessed Tax Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Other current liabilities Other Liabilities, Current, Other Than Contingent Consideration and Taxes Amount of liabilities classified as other, due within one year or the normal operating cycle, if longer, other business acquisition contingent consideration and taxes payable. Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Business Acquisition [Axis] Business Acquisition [Axis] Summary of Intangible Assets Balances Schedule of Finite-Lived Intangible Assets [Table Text Block] Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Entity File Number Entity File Number Operating lease right-of-use asset Deferred Tax Liabilities, Leasing Arrangements Cash and Cash Equivalents [Axis] Cash and Cash Equivalents [Axis] Revenue Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Entity Address, Address Line One Entity Address, Address Line One Denominator: Weighted Average Number of Shares Outstanding Reconciliation [Abstract] Federal Current Federal Tax Expense (Benefit) Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Effect of exchange rates on cash, cash equivalents and restricted cash Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Severance costs Severance Costs Restructuring Plan [Domain] Restructuring Plan [Domain] Total financial assets Assets, Fair Value Disclosure Name Forgone Recovery, Individual Name Aggregate intrinsic value, exercisable Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic Value Foreign Income (Loss) from Continuing Operations before Income Taxes, Foreign Weighted-average remaining lease term (in years) - operating leases Operating Lease, Weighted Average Remaining Lease Term 2029 Finite-Lived Intangible Asset, Expected Amortization, Year Five Document Period End Date Document Period End Date Performance Stock Options Performance Stock Options [Member] Performance Stock Options Sale of Stock [Axis] Sale of Stock [Axis] Annual Base Rent Increase [Axis] Annual Base Rent Increase [Axis] Annual Base Rent Increase Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Future minimum payments Total minimum lease payments Lessee, Operating Lease, Liability, to be Paid Non vested shares beginning balance (in shares) Non vested shares ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Insider Trading Arrangements [Line Items] Balance sheet components Supplemental Balance Sheet Disclosures [Text Block] decreases related to tax positions taken in the prior year Unrecognized Tax Benefits, Decrease Resulting from Prior Period Tax Positions Contract assets Contract with Customer, Asset, after Allowance for Credit Loss Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Additions during the year Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Issuances Gain on deconsolidation of subsidiary Gain on deconsolidation of Revelar Deconsolidation, Gain (Loss), Amount 2027 Lessee, Operating Lease, Liability, to be Paid, Year Three PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Raw materials purchased from related party investor Related Party Transaction, Purchases from Related Party Details of Impairment of Long-Lived Assets Held and Used by Asset Details of Impairment of Long-Lived Assets Held and Used by Asset [Table Text Block] Cost of revenues Cost of Revenue Recognized revenue Contract with Customer, Liability, Revenue Recognized Adjustment to Compensation: Adjustment to Compensation [Axis] Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Healthcare Health Care [Member] Document Transition Report Document Transition Report Additions during the year Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Asset, Issuances Schedule of Unrecognized Tax Benefits Roll Forward Schedule of Unrecognized Tax Benefits Roll Forward [Table Text Block] Fair Value Measurements, Recurring and Nonrecurring [Table] Fair Value, Recurring and Nonrecurring [Table] Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Entity Current Reporting Status Entity Current Reporting Status Accumulated deficit Retained Earnings [Member] Proceeds from public offerings, net of underwriting discounts, commissions and offering expenses Proceeds from Issuance Initial Public Offering Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Operating lease liability Deferred Tax Assets Operating Lease Liabilities Deferred tax assets operating lease liabilities. Convertible Note Convertible Note [Member] Convertible Note Related Party [Axis] Related and Nonrelated Parties [Axis] Weighted average shares used in computing net loss per share attributable to common stockholdersæ”basic (in shares) Weighted-average shares used in computing net loss per share, basic (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Inducement Plan Inducement Plan [Member] Inducement Plan Capitalized computer software, net Capitalized Computer Software, Net Schedule of Revenues from External Customers and Long-Lived Assets [Table] Schedule of Revenues from External Customers and Long-Lived Assets [Table] Restricted Stock Unit Restricted Stock Units (RSUs) [Member] Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Audit Information [Abstract] Audit Information Executive Category: Executive Category [Axis] Gain on deconsolidation of variable interest entity Effective Income Tax Rate Reconciliation, Variable Interest Entity, Percent Effective Income Tax Rate Reconciliation, Variable Interest Entity, Percent Purchases of investments Payments to Acquire Investments Name Awards Close in Time to MNPI Disclosures, Individual Name Construction in progress Construction in Progress [Member] Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Schedule of Components of the Provision for Income Taxes Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Entity Filer Category Entity Filer Category Restructuring reserve Restructuring Reserve Schedule of Other Current Liabilities Other Current Liabilities [Table Text Block] Performance obligation amount Revenue, Remaining Performance Obligation, Amount Statement of Income Location, Balance [Domain] Statement of Income Location, Balance [Domain] Company Selected Measure Name Company

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(A/2K M2N)UQ074K+I]U?ZAAGC:HF8X7+Y3&I M/DEJ]]CP\$S 2VQDP560M *Z*(W,\$4\$*=.9A(S 7-XB-LL@B)S!T0D M1H->1.88KUDM-
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5(!=""&\$\$\$((8000@@A1@\$2_400@@AA!""""&\$\$(48\$?R&\$\$\$((M(8000@@AA!!"B%"#!7P@AA!""""&\$\$\$((808!4CP!T((8000@@AA!""""&\$ M 1+|A1!""""&\$\$\$((8000HA1@
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1,033|C3|JMSY74^Y^WY^|J|ZU O MMD+&|J|U|A|<LST$B^N3VQV^|O 6#<#>VVO^YUK_/_Q/ ?|_>1IM =O M|RP^4^>|WWG|KQZ^#97$Z|2T&G
/_BD>+>FT MX6% RWW^H|1NR|18^E^V^M M$T|((8000@AA|B|B^9^ PK0.LAW:J|1M8>2>J5|:(P&$7T;C|K|IK|N M8G<C$5;P|/D0A^>+Q&+4^,V|_4@;9|0WHC^"C|R=.G.C|",
QQ^>+OZV|,R^M^P^GFDX^"X^A7S|>L^<Q8 Q|J|W-;+&|,M#B^1,20^VP$;M-BG|<T|?> M? T+3M$3|4T|G|X>?X.#J|7U&|PORA&XSEOR/Z=230@AA|""""&$&/_-1#J
MOK0^*VA%1|5G+|<^G|S^|8W^J$D0#R;V|_GQ$513OHX(MDW;4RA6K5ZJ6 MJ3?LJEM0|ZP^0P:~?^J$ @.(GTVD_ $I^OCP|VMV,/>^N21UH^("7RJE M:
W6K6KC^OKGOZ16604Z364Z4D|J|,^G^8|D8R=.LDI_V4;+&|,|CQ|J1^|YU> M#J|ZC|J|77&Z56M7^X|P|ROZ|74^WMW|_XV|W&64^Q|6&+>F/Z|ZG3:TTTC| M|
(CSY$?<^<^ET&CR76&+>7H_X58BWM@A|!""""&$&_&|,|A9Y1|J6M+&|R|T M9PF>^X^XGCQAL1F|P&L=X|B^"T|B4=Z7EF|V1^T7A.^$N^3=WIER3^|J30K3 M+PZ>+WF^88G-
2(U9LV:Y7|0A|_1^("A7>22>1^#VOELARVJ|U7.BW|B6^M^ MC1E|C%K&6,6|J|X|N^R-/|V|;_198OR$3_&_&N-W@_77B1^00A$+?+2^M:0BT$7.L_+|/_J^N^<^OYAVW6L8- G8B/C|
(QSYL M1CT3|>=<C3|J^E|W/_>N^X7UY15E7|0|^$ >^$^U%&4^?>H2P^("X^S^M_>CQ29HJG_98BR905FBW^P|11%|^M00C3|S|KCB7^<6M^K^Y^DEX|V| M^<VYV= ?;|
ESD|JW&8)VRO^XV6&|M@SC&DOPY1G|41<0-O|C|J|S^U^6RLD2 M^PAADW..=?+^%N 3@;(3AW0<^R,7^?ZO($LCD79^7AOI^H^ZQ_?+?>R.RXOE2WT-W^V|WK2 ML)|E-
PW:C77;CJ5W|HT^XC^WF& MY^M^D^T2I$>XW^>X<+W:LOVU|F&42_SRR|<1|/* 2>=8>W^VOQX^Z2N9=(AH^M^S^0C03#@<4_QS,1S:3%N 3SSX|UYO<8A^/|,?(?K,=|:W^18$E;J0_
M_OCCC@?^74RG&N7$WJ9|_U|K|,^1SPZ<C^X00^|DCC6?^YK|F^E233_ZJ|>|89290?^?09AWETGH^E8F.GN;W^K9C/O.$16+&G^M^OB^J^R_||J1;|
D/A_&|^%3<NCOB|C3D5D|F^C^O&^LEWOG&N4;|^3|0A^M_9_VU^M^K^U^U^>S^E^V4F^>+K^V^5->|<^>|D^I^G^/_B^Y3WP_>A^J^X^7R M#E$?
^_IR3_?%J|Z|U|U^>^>Z9Z&1CR^8+G|U|W^U=|>19L^|J|Y|G|N:3^M^Z;Y2%Y90-G|?>C=L$|J|S^X|MRA^G^NF;Y3>^RTG|DPX;M|A?B|>#>5 M=4
.V|7|2<C|C|C|C6D^V8X;ZH^&S@Z.CQC3|>?RX_>4^9.WDA^6U|&V@? MB8|_Y$|L^RL^Y$^Y$G.M1Q^88X|Q|L^S|2<4(PY1A^C|^M^O^T|N_#|PWOFF6?|P|3^Y:B
M^K^>WOO>+&|,^J|JUZ^<O7&B8-B^_&|,^AKA||TW^Q|F^C8?JSG/FMO M^?>M;|V^&+&G809QO^X16@376_4.3S=DUUUCQ|W^C|.|AR6B7M|>2TCK3^+&D M|^,?%ZAY:
?>O>|>W^VWWV^?^HOVX^=$N^<+&|,^97HF|U4HK6QKKKB^MOR&P$CKK^("SL3D TYD_>+&|S|WJ M5;K^KK0:K03^Y^K_<PM_1|U/P7;555>YF;S^3^QO?&E|J|;WO^&?V|A
V|W88|2,/&#|<O^&V$>+&|O|U QAF.7 WJ5^|+9S_|6|=1>L397_ZU_||RC2V M3|RU|MOQ|>|J$PU^>28#3^KOL0|LL<= M=J|Q<|>(>QRDK928=98VRX|>99Y|J BWIR?
CZZ^>ON>|>N^J^K^<|_MMC^ZWM9 M2M^T|J2&^>Y$ E$<^>|>NNM4M^WU|N|OKS<1^J^M^O^P^,|K|W0<^? M|Q|V_1^*6+GB>2>Z^W#H^&|;G^P|<ED8^VFC?>9QP?
YH0M$V|?^MA@ WOG M^J|V^R^Z|JUG7?>QQM0|<5YAPW|U$|10^*A^VAPA^8PSSK^""W|8RT7|JTN8< M^|B@>VR;;|>Q>ZML^76UBS^Y9=7GCV^5|N_<R$SON666|J_>WDC3N-
1CWY^>L^>3^&6;+&^$2J^C^>==|J|>JQ$9IGR49<|J|JQMC0|/3?E^PMXTASC_J%_>M+|I^|>J|O?|OPE3BF_>|>D+H7U<=<85?|^EHQ(O_R7WY|Y>V00P|Q@&G|C@W@?)@ PWJ
MCW_|H|<U|JYZH^?^MIT|J|>C DGOABA^>=(TUUEC0|H|>7|P M@XQ_>%EVJ^?0U=OCRT^78W0?>O>C>43V3ELN_YZQ;566|J^Q^J^K^3|QB4T
M-BE^>Z7^<2|>)QH/W^J|8^X^U^Z^NNO^H^?7W^U^1H77^A^&^&O|O|6N^ WU^>+M ML&G^&G;7J;R|JYE^U599M7^Y97|OS|T|J|U&K5^W^>MN^"I^>2BN|J^>)CYZ;
M^FJD^UOC70>2>+&62_X^9PQ^Q4^*";B2-|>58Z655FILNFFC2^5R|H|>9^V&AAMNZ;72 M3=V|L|66FLU4A_C?766Z^QRRZ|J^|SF|T|HWH^>16;DRI|>IK^?>|AC^>M)3Y_|&?
|_9>+>6501Y8YW<<18000@AA|&^?7@|/JY^KGEEL^|Q|8^>7 MON3&
```

VMJ4NA@K^T0%QW777>5WJz< @10|0+@<|<|/S_ M.BU8|K333BYN\WKHH?=-[S#VXYZ#J&=,.) EU=71|0|I_ 07>,(+34;3Z MZJO; ??? 6%Q ZT(>|OJEGTF%SCSWV|
(X;D#&OGDVVY^ #JP [M#0I? 2G M""4=8C@2|YVYIE99YI|>5-^G/4)7ES#M06G#409P5?^#J|:Z2NAC/PKK MK^ MC4W#NBCCIKU^& \$JRUU0ETA~^~^Q C%+ QWA6A6W|
|^- (33.409|/@O M.VA^*R&S#<((8000@COBH*02\$ X1|1D#H%<C.S8391K1F81|0)1<:ZVU M*72|U|U|L5^*ASR2@1GEK-FS7+;|>?2MK@<^|I M.NAC. QVW?O?
WK5J#5#>|B7#""2>|WXWRD1R0F/6|87?GEE?A;B;8=MYX9ZIK M1./@2_ #1\$L\$ZM?W42D2=>Z\$ TIO3 W.<?>YOTT?|Y|>84 83ETA^A.>Z(MA M&M. QVW?YQ4?
E1CX\$>|PI9YIR(=HHRLTW=,E/O, #H1R|Y\$FYL|HH1.)|A"P@O|WV""# MB VY4++>+ J|JZ&^< SG ^\?O:W 8W-3B'28_ G'< ?B\$+W3|7|Y|Y>X+ MMJD|B2 MR4X?
|6RA0| 8000@/AA!|""&@GC2">+S6<|>Q\$>S1P+B9 B5 MC=B\$EHC:CESF#:\$T|&M&B&O|C|Q?"D\$781U\$A\$W06LDQX1\$|N|8P?<
M&6,5/ MAFR\$|S6|3>|UWN=|J|P/9P\$MS/BL^>0\$|E25\$>#HKA|@G=>?>2 M.8#<RKPXHLZ|L JGGW^<OQ5 9 WOF&E.7KP50=U0+FO3 ^2+|A@|X2 M%Q^P00<+<
MC^>=Q%<Z%<X<^<B/H?|B|>+D.T9IV.#\$#7ZISA.D-|WG29L3G MKO^VJ3_."0E?%?>|AON.OQ|^X^<|<V|V|UO>-0816NMV^+3#F+VU SODD\$>1 M^SB^2|D|DZC=>|ISG6XKS@N6\$X<-<
?<2XX2_L|G|S?>J.M|S|>|N|_ R9VO MGO.T|U.OT8%<1PVPCS?D9WAFBNB^<|(N8.BK.IYAOW@SACOLU M6VZQO)=|0|DHIV|/69WVWFG3Y4DEBTD LAA!|>S\$S\$<
(5Q2\$QO#K\$3T! M41+QDV.(G(B7")|AWL9H^H_//MBG+B\$M C\$SD,<4,@C>S\$%>41BW@|@<^AHS M O|L\$4< JG?2" MV@A:3|S\$W2+|DO>=,M@/NF&|T|I_<S=6!^?2
5^G49=1U|U?F2?>A 9B|OY M_O6O|@>OY^X?>?>4^<^<^H|FY|CCGG|G/82BCP^<^<W|T\$#24.6.E|A|U| M.O:Q?#T^<@&|@>9NQ|U@W^S">|M^<MB<|182^Z\$ _\$&|N4R%03X\$Y
M<4ME&:8Y%O8B%<@S|F|=-10^Z\$P\$>NM^:#|<#2>=>^Q|_9%N?F7|>O.O|TJ|MC|AH|20D>ZUY\$Z\$S\$LU|B|>=>SSLJUNJM=>^X^CS\$O_#FD04Z VVL>JG^Q|5>Z>?>8| T++|Z|
|1-2MEZ4^<B|N|UOCG+R|T|R^Y-K|<|V|V|V7+D|HUT|B|G|Y4X.Y^3Q=6V3SD|X X MGS^T6H7M|U^>U|YORK-F.RCR.5> R|J2HWZ3W2|V.WXO5:GY2?29G6(-<K^9| MV1?V=-<
O|J|U|B|C|R|Z2\$S|AM9|Y|K|K3GGWVFM62>7A9EU+|5Z\$N5.TK|Y9| MR+|I>26/WO|<M|U^>RGS|X2|G|U5|+HY90:GRM%3 F4_U?+=<OE2RW= MDQO,1> GUM-
3MD8J\$|^<U\$Z+|M?Z|99E2Y+?S|9K1| 84K7E^J|L W|XB>\$ M%ZKY&^<1&2KY""""&\$S\$\$(|L|HF<|X&R(K(B8B(ZM@.BA|C+<A 298YSO&+<\$
M8_>7Y&#%65333>=U8|A|/QOS>=>|L4+|1 Q% WQ|10|F ?ZTSW@A#M^V|O.O< ^=&P^W^H7_!|J^<|AT|LSQ|V^<^<^8E^X#1^?<
WK7 M4.758#AOXBK@>=>|J|<^H|6|8|H^XOG\$E^K33<->W<8G^5#<1>|>3 M|S^W|L(6X37K^<|>C|>C@2A|G|Y|Y02D|TSS|T3""=,QAA4WJG\$X.MN<-< M8YT|J4N.LY|V|J|Q|@#E14
_D/33\$=<E94F^Y|>?>8@N.SSSSC.NBW.3%>NRR MSG^L4S26.<?>XW|J4524>2.H?|O0=<L9N|?Z|D^>WZB+E2^Z|SX6N
ME6356X=<EJNGF^Z|<C|IM#9^<S|6K|H^>V9\$<A=E|JW3^OACW|>+>G29K|Z\$S 67MH|DR: M5>E<W+<3+>=,U@<|5|TTPV9|9X\$=SSU?>L|<#;23363|F\$4K*O<9|<+<| M-
N?IM-WP.A.2-RLX|Z5Z6>B=>WY;+>+YR.|9JL3^V6ZG.J^P|>755(CUU+H M2?F5D|O<|>OK%7MV MS4=C.L_8G^W20|>K|>_+|77P/L|O^J:WZT00@<A MA|I^"B'6'9| 081\$US?<
B9=>H=U|FCAB|>|>DBR@=>|>?>FP2O.N|X|L^<S%<U^<M\$4E^*_-E>_?7K?2_ |W3|I|9^X6VROQ>#>D|&5|8DV M0<QG2=Y.&S<
I|FQ|0|U@<402@COE8.A|<9BYZ|YV>R>M^P30X8@VXW00O43P> MQS<^<Z|H?Q|T? G=99Q_-8&=Q|J\$3@<4Z-U@|?4^<X&M^<
M^<U|Y|YVR3|3|PR8|RWR<80TK6|54#Y^>2C+OCL|<8&<^<Z|T|A^<D^<X|Y M\$F@|A|F\$>@W|C|O^<P?Q|V|M^<L|W2R#<#8MWG|77:~#V^<S4|I|Z|Y|Z\$|<|<|<+S+<
M+K+<KKO:Q08759N|U^<QDKO|<1&K<2|U|F7|1GSEWVEU|U37V^>#6K|Vf-42| M5F|Y|N|GVH|W7=|>+|/|@.G6SG3_<N|O|IHJ2|Z277.E=56ZK9|N|33RE4P>Z3 M-
A:4RW:MZ:29.7^<V_Z XC^<D|J8:D0_GV8WWWFEK+>2-@>X>JU7+5N-E^1^ M9O.YZZKVVMMWWW6MW/W" CZ3WSHOT@T%|S.@-|E|H-FG|^SDRUO.-=>^<LNI
M|KQ3 FA_N_OB|<G|QO|I+5^P?>QO7Z&MU4:U|P|L3.L8|?>=>|>?>=T5-K 2 MYT?>?>F&^<OCLF7|N|52>9?>?Z?>K^4UDT|G|4A?P?>Y^>Y5=|YB?SC_<+O3 M|>?<
8|I Y|YU?|JGVST<|>|I|J|Y|QO-SFZ458|W|B+5BSEL.3=L2:SK\$4VSC? M-KCT800S6678?7|Y\$?YR|AGVY|<K^<VSP_00@AA|I^?>E28R^>J|D\$>B9
M+N.ZZZ\$|>?J9S|Q1|K&2P-SR3\$>="B(K(B7"<=<8<2H|<12A%\$<^<Q5FDE=P|<M|X|QO|L|T^<?>C|W|T|Q|I^<3M|O|B+WX^>P|D1\$^<416G+P^<2Q|<
<|<|C%<^<X^X W|L_ 2S9|B|3|T|>=|>W400CPV|>L4-<R|L\$Y_S^<P|>D|I0 5 6Z7C|+O5+H|Z|H9|X|X|A1\$<|<P|L O^<W^<P^<M^K^<F^<Q|>U^<H^<N^<H^<T^<Y^<H^<R^<T^<C^<
RGI9GBB?>A^<@<H\$CSX0^<76|IR M%<C^<|<T|Q1|>=6|0+02O.J66 5P8^<C#P25PN_<C8\$ B|A|@<L\$B^<2P7|D M|86|A=>SC|>R<1S=>=|>WF6:FEL|HY@NM^<E|J|H|>=>+|W^<1^<W|Q
6M>^>M^<A^<H^<P^<R^<V^<O^<2X|U|B|E^<15Z-299|RE08\$4|E MGXV^<8| JGWC4.KK\$<E^<M^<55|LC WYMO4VW=>@>?B|>R&^<Q|G6.G^<V2_A66+Y M|WZRG^<K?<
%OK\$10-H6|I|LQV|<V|WRH|V|A^<FY522|<I@Q72|7|9J.EH|I64 MU|U|W|GK_N|U^<F6|U|L 4WW<|<1>M|<^<L25|<F&|>|>3CUG|F#<^<Q|>=>#:#.PA4\$UE
M^*?>:O_#18^<H^K^<BGB^<B^<^<C@<#<5^<P\$F9V|237V?>7>R|M|<M^<O^<Y|KAQW|X MGS0878|QUC9NFM^<J^<H^<N^<O6E64|Q:H^<M^<J^<M^<S^<T^<V^<Q|>T4?N|CGM+U
M|33^<|BND|AS|<L^<P^<CQ28.NC^<N^<W6Q^<O|>?>="OASWVW=L^<6|U|VU777 MV^<O^<#<I^<Q9\$<M^<I65VE+|<K.#:5A<=>|<8VW|7>U|U^<V|G:SKK2^<N|<I7CGG M.YR-
M=:R|5V+<V_|<T6^<MS|<|<C2^<YR2:<^<S\$P\$<^<Y.80H|<#>^<^<2|<RR_<^<J|<@ACE_099|H9 MICW|>|I=A-E 30X2UXL 0\$6 RD/OK^<?>J&0-<M|DXG V5|E\$9XIG015XCNO&@Q.
(S4G2DR10#|L V2|I|I|A@O^<OY|IOM|H|N MNL3C|UR3|U7?>=<8&-8|U|J|MO:<|<H^<T^<Z|V-YR26?> M#W|N|>?<N|C|D^<#|I|C\$U2|<2DU\$4QN^<Z|V|G\$6W_56W7+>+>U<87F7|K|Z?Y;
M+N630R5_VZ^<K|I|<M|<6|<WCE-24SDGV|Q4WM\$=>8V\$A@<H\$X^<5|S3^<5-2|: MG|I|Z^<R|RE|<M^<1^<8^<9R|T\$9|<Y>+>J 7V6=>^<A|58H|U|VZ|G|S620226AQ^<+<=/
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(88B7B|X.BX#8.8QNOQ|L MC^<S^<1\$9|OY>2^<I^<@S&V|L H|B|T|A|G^<X|MOZ3^<4|T|E|<^<T|H|C|L 27_ M4\$C^<G^<X^<C^<E-F|L-AFBA|<S|MT6^<F^<Y^<H^<K^<N^<0%7^<1|Q% 2|A438_N(ZOAV
MWGFGCZBGOB@?>P|Q|O\$ONN^<|<^>1>?>|G0Q|W?>T|U|5V240G|7| 7W:993Z^<MG+>2ON^<L=C6B#T|<S^<#<|I|T|P^<C^<07K>R|L O^<4^<S^<I|I|<77^<|I|Z:>^<Z^<Q|J2D^<OE(>RDHG
M|D|<J^<Q^<F^<Y^<B^<V^<=>^<S26&G^<B^<9^<+>J&|<C|H^<C^<U^<V|<77|U|T|B0K^<95\$H^<M2-Q|F6^<|C|H^<T^<P^<^<V^<W|V|I|O|>Y.OY^<F^<T^<W^<L|O|OONWNEPP^<S^<?>S|J2^<Q|9^<N^<
M^<M^<B|<S|<P|B|V|W(GYB|+3|S|OY38|W^<A|O^<A^<R\$5^<N1|S5G^<A^<V^<O^<3|J|N^<M^<1|E|B|V|NMD+5^<J|NMD?>Y0^<F^<2^<5FC4^<2FTE M_<K|H NG|D=>OPKO^<G_5|=I5Z5Z_<|%|
|<7.UO3G\$Z\$<R/G:"16?Y^<R^<K|Z|M^<6|79U\$V>9#2^<W|9|J|I^<M|>1^<I|E|R8B^<6j57^<E2M+35U|U|Q^<@RZ<?>Z^<X^<Y^<W|I^<M|U^<X^<V|H35|>1M86U|H|E|W|F|F9N|U|Y|W|<6Z^<N^<B^<V?>#7|W|B
W67\$K+>3|U|O:GAM0Z1\$3.O% 99|QO2|O|F|O|N|F|Y|GZOV=6|G|H|E|L|MU|V^<A M^<W^<K^<5>K|Y|D^<5^<X^<G^<Y^<B^<3^<M4?|<|<^<L^<U=L>#<|J|E|A|QOD^<Q?>?>YDS|J|O|S|Q|A
M8XMMML|DY:U^<JMSL(ZUI^<6^<#<#<#>=>3G|L|T<^<Q^<T>O@<AVW+<K6R\$|3:R|OY|V|YX|<IOM^<C^<S+>@>?>S^<OY^<4U9
M.34B^<I0|<9|_O.F3+8#=<I67M^<5M^<K\$32.T^<M^<8^<R|J|D^<+E|6W^<M^<V_9 M>|>J|>L|>I^<|>8000@>A6F^<=>8B8^<|V5|<V^<V%01+M^<|<ER_<H4+|<4-|I_HZ
M2|JBC7\$<T|>+Y^<|<P6\$G^<A^<M^<JL|<L^<O_2|J|<M^<A^<F3AGZB7\$<I|J|ZUN^<|>MH+>?>X4^<9|I99YWEWRG M^<VAK^<AOX\$X^<V|C|>1\$<
M|0<_ZZY|MM|J|A0Z<W^<W^<H^<O^<X^<+<Y^<R^<A3QOM^<U>?>7GPF R|L^K^<+<|I|K^<+<M.ONP2|<1^<6VYW7:~|<O|C^<Y^<8|X|T^<S^<R=8P|A^<G_4X^<03-M^<#<S^<W.G@50^<Y^<^<L@
M|O<_S^<#_#|H|O|T|G|S^<R^<Y|G_<Y^<=>Y^<^<102|LXCV|S^<B^<W@<L^<8^<4C^<P^<P88 M^<O^<B|6\$B^K|6_<V|<#<S^<S^<E.GG4MRZQ^<|M|U^<A^<L^<7^<E=AN83ZEV6G^<U^<9K^<E|W
M63&+<GC\$S6>:%T:Q|25|VND+>U Y|L|RV12W|BMS1:5RPZ-F63M^<F9S7 M=5| GU52@Y6^<6M+|UO^<F^<6^<D W|W|O|<E^<E^<E^<C9:MUZ|<T7_<I|WZ3FVN^<2U>|J
M_13+G D^<M^<KODGEMLA^<79QEM^<E2O^<=>6^<V|J|K^<9KZ>=>E^<Q|<2|W|I|J|E?> MOSV|>|I^<?>+S+M|<E^<=>W^<C^<S>E:8+OOLK|U|O^<I^K C-EMA_<Q^<O^<=1:9^<5 M+<_<I6#<
V|F|S^K_<2DGVC|QK|C|U|MO9^<1^<I^<Q|O3|G|<|<^<J^<M^<U^<9^K6>=>E^<B|<U^<E^<O6N^<E-CEWUYU|V|U^<V|Y|S|J|B|X KR-S|9|F|F^<5|Z^<Y^<FV^<^<L^<75D^<I^<H|S@<
I^<M^<F^<#_<T|J|U|U|W^<XAA|I^<""&\$S_<^<C|S^<B4^<#<S^<W R|D|R7O>_I^<+W|6^<^<N^<|Z^<7>?>*<Q|O^<M|U O^<4^<1^<Y^<S|C6W2A0VY\$7.S J|I|I|K|<0^<?>H^<|<C|L|H|B|E|<^<@<+R^<P
M0726\$5^<#<Q^<458\$9|P^<L^<D|H^<O|9Y^<J^<#<H^<A|N^<D32^<D|J2?>#<N|B^<R^<M^<C^<W^<#<K^<K^<X^<S^<_L|O|Q|L^<M^<+<YQ7M|<M^<2^<CH6EE|<^<=>#<S^<I^<T^<5^<|<DWU|<1^<
G2^<|<W^<S^<|<34^<P|I|RT7^<7|G|E2|F&@<S2<|I|S|0@<^<V|C^<W^<A^<V|?>P^<I|S|O6Q^<M|<8^<N^<R^<A^<A^<T^<J^<B^<P^<^<D^<2^<I^<Z|D|OQ:Y^<Y^<Z|Z^<C^<I^<2+<S^K^<70=W^<R^<W^<^<N|O^<M^<M^<S^<
GSK^<3^<O^<?>I5^<APK^<H^<6D|R|275Y^<J^<J^<K|U^<V|<7V^<A|O^<L^<O^<=>?>X|J|E|A|O63NMDR>G|F 3NF#^<|<L^<G|B|O@<^<3|N|Q|E^<D^<P^<N|J&6M^<M^<O9+<QMP|U^<Y^<T|T|T^<^<Q^<O^<D|O|Q|S^<U^<-<
^<|E|J|E^<T^<|>^<E^<S^<=<3W 7^<X M^<=<X9Q2EE^<Y^<B|UO|P^<6^<M^<C^<O^<=<2432^<Y^<Y^<|O|I MGVRY9|O|E|C|F7M^<Y^<Z|M^<32^<=<C|O32^<|<MUZB^<J^<C2=ENA-5TPVW+Y^<Y^<4XN62
MS6Q|<V^<16^<N^<N^<O^<^<2E&S#<((8000@COKR L|C^<O^<1^<5^<9^<T^<O^<Y\$R^<B^<O^<T^<K^<M^<X|B^<U^<V|L^<9G^<ASB^<G^<R\$S^<AB^<^<S^<7H1^<F^<=>EC-6^<I|H|B0(42\$2^<P|I|MF^<38Z^<M^<4.OQTK_2^<I^<P^<A^<C^<
V|DQ|V|2^<K^<R&G^<O^<T^<F^<S|X|B|<I^<P^<#2^<QOAA&R^<3^<?<181 M^<2|<7^<V|D5^<DC6-1^<UO^<EL_1^<L^<B^<#^<1^<H^<R^<92^<S|O3|N^<9C|Y|U|<I^<=>G^<F^<E^<M^<V1 M64_<P^<W-
G6^<=>6^<APK 7T^<6A|E\$D5T3KNM^<=>9^<Q^<926|I|4X|<5R^<#<S^<Z^<B^<77T|T^<X ME:N>8E<1WK&1ROH?^<8M^<F^<O^<K^<M^<Y^<O^<9=9V.K|E5M^<O3^<4YOE^<U72CPH^<?<S^<T^<M^<C^<P^<2
9ZZE6^<W^<H^<U5^<26>M^<Z^<B^<CKR^<9^<LOE6M^<5^<V^<M^<Q^<N^<?> HW1|J|RT|T2^<M^<#<M^<N^<N^<Z^<M^<=>M^<N^<^<J^<K|<I^<=>K^<|J|MS+<MMEL2RMD|ZD^<V^<R^<N^<C^<^<TPD^<^<OB&S\$S\$((8|81 M^<B^<R^<92B92^>)<
(G|L^<P^<EQO EOR|E^<=<6B9XR^<1|Q\$0^<4@^<W^<M^<B_788#1^<N^<@<^<X|V|<1^<J3G^<O^<M^<Z2_<J&D&2^<D^<T|<KOO^<N|L^<M^<9N\$>_D4VR KMV3|S|<
|U^<VHR^<LOU^<S^<T^<9ET^<F^<DQ4&=<S^<K\$2^<MU^<Q^<F|O^<F|G3C|Z^<5Z|3V^<Z^<G^<NR^<X_<1^<M^<7^<Z^<N^<Z^<Q^<29^K|<L^<F^<Y^<9^<D6A^<P^<B|<+VZ^<R^<Q^<^<L^<1^<5^<GLAD^<V^<L^<C>WHM|<I^<M^<A^<?<
X|Z|F^<P8&W^<L\$S^<L^<V^<F|<1^<V^<F|<1^<9M^<X6W^<VVO+<FV|<L^<W^<Y^<V|<D^<5^<V^<V|<6^<M^<=>J^<D|V^<M^<I^<A^<D^<@^<|I^<S^<Y^<R^<R^<J^<N^<J^<M^<+5M^<Y^<1^<G88=ML|I^<E^<=>^<7^<I^<Z^<Q^<T^<Q^<T^<
M_>D^<7QMX>V|<L^<F^<J^<3F+<J^<C^<O^<G^<M^<Z^<O^<RV^<O^<G|<^<K^<K^<K2|<K|<I^<B^<S^<M^<+<_>@>|J M_<U^<L^<Y^<T^<C^<S^<9^<I^<F2+<K^<K^<1L|T^<M^<P^<K^<3|XQMI^<W08|U5C+<6GAQO|Z9|<AGK^<2M^<M^<I^<V^<J|<I^<=>^<D^<F^<C^<^<53;
KM|<L^<B^<D^<^<X^<X^<M^<Q4^<=>Z8^<N^<O^<U|I|U|L^<T^<D4G^<^<Y^<9|<+1=3|GOY0^<Z^<F|<1^<I0.8&^<Q^<=<8ZM^<G^<R^<X^<_<D^<M^<O^<+<P^<K^<B+<6|I^<S^<+<X^<C
U^<EY|D^<+<N^<3^<K^<E^<Q^<S^<Q^<V^<H^<R^<D8^<X^<S^<?>S^<J^<L^<I^<M^<25^<7^<Z^<S^<^<J^<S^<J^<S^<O^<W^<U^<H^<M^<Q^<M^<|J|<I^<2^<D^<2|D^<H^<X^<Y^<J2F|<I^<O^<@<^<7Y^<9^<=>_0^<#<M^<B^<B3>_3%NH=>?Z^<Z^_1|N\$3AS|<2_1X|I^<AP?<
<I^<+<1^<6^<R|W|V^<P^<QOD19^<M^<O^<3C>=<N^<S^<Y^<B^<H^<Z^<N^<B^<X^<N^<X^<+Z^<+^<V^<I^<O^<T^<S^<^<N^<N^<S^<+<C|<@^<^<G^<O^<|<N^<D^<6T^<V^<V^<D|<L^<O^<^<=<^<D^<T^<Y^<F^<O|L^<S^<C^<B|J8^<5^<K^<I^<2<=>M|Y^<Z^<U^<H^<Y^<A5^<15
M|N^<B^<C^<F^<H^<V^<N^<W\$<A^<_<I^<D8 Z^<H^<P|B|G^<9^<B^<O_<Y7N^<M^<0^<L^<O^<A^<X^<U^<V|<4^<M^<V99^<Z^<K^<G^<W^<E^<J22^<3|<Z8|I46.508Y^<O^<I^<P^<K^<O^<Q^<P^<1^<L^<R^<N^<T^<3^<A^<O

[%# K3B)U1+&!Q.CW:CT^C3^Z? ("Z68JGMM0.R;*&JF.61X#O .M;-2=UN^FLTUM^'W\$!7ZRR=VZ/JWN3+3^MIF3S6-NUK A.#:~M^?LM..!W.T) M7=

= 59M0C3MIVFIZSS9MMFXZU..M/I/9-M@A^~ M^!X^DL^9&YXF!T>67C^# MXCITL^..G.4.V=5B\$S9&+Y6@0!MY#8=G MBWD<3.LQ:~#PPV.9P.HYKT^OOT@I?

B=F%!!<GMV.Z^*GL^D^Z:157\$0#! J^MEOL!Q!AEVBBN06^R3;~!4XGKSSJA^6^3JL!\$R<=>4!MN8.WO!IMMNO!J!MNT MA3^<(&VV/3Z=Y.WJTS;~GM^F+J07-K>[R.YI

GOHV@.IC5X.PD<M06(QC^7^~ZNVX\$)A9VXW506H^S.S<~>5/UUL!S.H87EN\$S\$!OZRC^OH M^!GOQ>XX^2C^?2CV>~!5\$1W9>?

B7!^!LOO@!L &^! 60.RH!H!U=I!TZI3!8Q+5KUV!WL,7!H2X^DROJ7A!(!?R4^ MGONNXN^"ZG+=7B6^!W+~!@+&?IO^P^!ZS&+9UY/OIV^U^!9UIZ1G\$^ZU^.

MSS 7 /\$7 U20+K078! MKSP4O?9US&I>B\$S^>C^#P!PWWS^ MOIX50UR ZIZ/53QZ^!XR^O>Z^?TCQF!5R^9QV^!F9QN3Y^V^& .H#17=Q&#^V5 M^P;@?>5^U=B;^&JF -

SD4GSN I5 M^W W!^/OY4X!MLWELV!>~>72O>COF^&ZSP8^ MOIZ6KRO?B3G!9+!S4H!E7QI!S!L.MN^XR^9EQ< M31?QB?>^&^ YB4^!A9Q03^!QT.9Y^!&^/XR^.

/O&1 ZC=BOY&C2^ .I-S# M^!JNB^?7^R^W^ZZA0I2A!>=3H!SFF^<^F TU^&K.OO+O:CIO^&KAI.A6X^M^J!U=U3^!N1^8B!1.9K+!44^.- />1<0!MX=16!E!IQ\$G.S-G!2^U^O^3

M23 VRM^%.X.ISS!IHUL^!JV22+!2W^O^XO+H0LS^?>B9^*V!N8!025^ MPW(NO:A9.MZ!(!<64DW^VN!T!>@?>WS>@Y (!IB3Z!1.3WKR!MBN<MYF%<^!P?E8:3.CW2WXE?

Z%^!J 4N07M6N^!A(KD:UOE^F=ILZG0!D.W? MJI!B!8W?1C.I>~!^!WIC^>7!3.+&(!6!75W4LQ^D>50 HL% /UT#I^!L!IGRO%>L0 Z2?P#W!#?^I! MVW?

BGIU? &EKWTEQE!9^>=>^Z.H(!+?ZS)= @ IOB! WYN!OKE M7X;JF/GS9#<^F=FOIX0507W 1RN9Y!U+Y+M8KMO68+R^?C PS! L70?>69?M

MUVU^W^!POC!Q!P^~^6H9U^>WX 7!^!UT!TOWW!E>S\$<+^!@?OT01^?Z! M>~^!JY8F&6<4-Y 1N08P&JSU>~^!R^+^!26.YV7<V!Z!IKF#2+@E!U!2VF2!Z^!G=^Y\$Q?&

MDY@O%\$S^E?E!F!CMEOHTC<8UC?ZY4WT877OCHEB;195?2UC21B45KGF!^!#AD M X!OJY^!TF!^!L!U=+8K!Z^W:=O4O!F!A6!L!AQ^ M?I2.G1C!S!<XX!M-Y7(Q!1!E JFBOM&?

#R7>8K=&K!<TV<~.1T^ZVKE^MO M (I^W^&L!X!9!X^V28W0!B3+~+B@SXT.^% ^2VU^Z&6!A-C>+WV^S^ZP?T.S.MZ.O\$!<SRX^!>~!S+!<J2WF#8E

^..T!7!N^"G1 MS0B?H;^ZK!W^0 SMO^="GFO(M@?9^N.^+F!#>?K3W^_# MID1+X^<OAFWFA<^!@ % 4Z(E!#1^L^6R^0\$<~&^&^!H.F!J!\$O@?Y9FBZ8

^Y@&G!CXKX?P!L3+&1DN1 L\$+MID2SP4!^H2^AT^!P@!^XG(!L(QP<~>?7#A!&A!XBJB!^3E)66EYB9JF^CT!6FIZBJK^SM+6VM!BYN!>0^7& MO!CRM+3U!

R76^C(T!>L70!L.H23H!^H6^6SK!Q^&^!J!D 9XP~R^!>~!JETP^#H# M8 20^~!+4GM!+DA!37V!&13^<64!2H.H^*B3 X!U^9^KO^ZH^!QV447QC?> M6J!7

L!W6ZD!1.V98MX0_OJX^2@&L!F!>~!#D02\$5 !+RKY5!U.F!1 W7+!>2 MD^K3!>..YA!&B22^65.EW!3!FM-!B&6.J!Y4623.O2<~!L>E^!U12!>~!MYSN^!TXOI!>E

715U3WU7!+JQC=>49-H9N@YUJ!GE49050N?P!#D.UO^!%+~!%JVL%Q!^!TAL^!54>~&^!2!O!^!I^>~&^!OIBV!VS62!J7R72X!X^!M MZ!QITG!K6P;S6A3!^2UYS^7-

2+8LI4^>OPY&7/MUIKZ>7W@W#@.BIQU&#US M0^Y=AFO6#ZKH% !J3JCW\$#1JS= 2.9-78\$.50^&3DJH4GZ^!JATYC\$4%PV2JK MN(R>~>?ZFKXX%

TWU04444~R^P^!OQ!OJ?>O^K3HHH.X\$+U^!11110 4444 2 9 end GRAPHIC 29 twist-20240930_g2.jpg 10-K begin 644 twist-20240930_g2.jpg M^!C_X 02D9!1@! ! @ 0!# YP!#

@!&@<@<@!P^>0^!@#~!0-#L+ M^!MID2SP4!^H2^AT^!P@!^XG(!L(QP<~>?7#A!&A!XBJB!^3E)66EYB9JF^CT!6FIZBJK^SM+6VM!BYN!>0^7& MO!CRM+3U!

76U!UC9VN^BX^3EYN^ZH2>K0O!T!P^!W^GZ !O PS PS! OS! M OS! O \$! P0%!<@^OH+ !O M!\$! @!\$! O#1<~!&^!O 0W \$! M O\$S!2\$O!A!>40~<A!B.H\$%\$!H^!>~!2.S40

58G+!1A8D~\$E1<8&1HF M0R@!^C4V~\$OY.D~\$149^2\$E4U155E=863JS&5F9V!AL^=79W^T^Z@H.S.MA8:B!C^DL4E7F!E.H!D!E^G!F!LK.TM:WN+VZPL!\$O<~!R.G^TM/4

MU=7V-G:XN/DY>GZ.G!O/T!Z^W^/GZ_JH^# ! (1 Q\$ /P#W^BN7L=5! M03>J9M+GBTX!V!<~!F!&26VC-Q!J!M9%<~&^!M^~!^14 C6!HVK2:M^?L\$06T\$YBA=?

X!#D. G0!HW,XMK=YBCNS^&^+Q^?^HY! MFN3\$+~>^%_!H.#<=QT-H=U!1^T2ZOH7\$WA3~<#>H>O^N02&6WCD(P74.O/4^M^!ON.^TB>1Z!S44!F.^Y24+

R76^C(T!>L70!L.H23H!^H6^6SK!Q^&^!J!D 9XP~R^!>~!JETP^#H# M8 20^~!+4GM!+DA!37V!&13^<64!2H.H^*B3 X!U^9^KO^ZH^!QV447QC?> M6J!7

L!W6ZD!1.V98MX0_OJX^2@&L!F!>~!#D02\$5 !+RKY5!U.F!1 W7+!>2 MD^K3!>..YA!&B22^65.EW!3!FM-!B&6.J!Y4623.O2<~!L>E^!U12!>~!MYSN^!TXOI!>E

715U3WU7!+JQC=>49-H9N@YUJ!GE49050N?P!#D.UO^!%+~!%JVL%Q!^!TAL^!54>~&^!2!O!^!I^>~&^!OIBV!VS62!J7R72X!X^!M MZ!QITG!K6P;S6A3!^2UYS^7-

2+8LI4^>OPY&7/MUIKZ>7W@W#@.BIQU&#US M0^Y=AFO6#ZKH% !J3JCW\$#1JS= 2.9-78\$.50^&3DJH4GZ^!JATYC\$4%PV2JK MN(R>~>?ZFKXX%

TWU04444~R^P^!OQ!OJ?>O^K3HHH.X\$+U^!11110 4444 2 9 end GRAPHIC 29 twist-20240930_g2.jpg 10-K begin 644 twist-20240930_g2.jpg M^!C_X 02D9!1@! ! @ 0!# YP!#

@!&@<@<@!P^>0^!@#~!0-#L+ M^!MID2SP4!^H2^AT^!P@!^XG(!L(QP<~>?7#A!&A!XBJB!^3E)66EYB9JF^CT!6FIZBJK^SM+6VM!BYN!>0^7& MO!CRM+3U!

76U!UC9VN^BX^3EYN^ZH2>K0O!T!P^!W^GZ !O PS PS! OS! M OS! O \$! P0%!<@^OH+ !O M!\$! @!\$! O#1<~!&^!O 0W \$! M O\$S!2\$O!A!>40~<A!B.H\$%\$!H^!>~!2.S40

58G+!1A8D~\$E1<8&1HF M0R@!^C4V~\$OY.D~\$149^2\$E4U155E=863JS&5F9V!AL^=79W^T^Z@H.S.MA8:B!C^DL4E7F!E.H!D!E^G!F!LK.TM:WN+VZPL!\$O<~!R.G^TM/4

MU=7V-G:XN/DY>GZ.G!O/T!Z^W^/GZ_JH^# ! (1 Q\$ /P#W^BN7L=5! M03>J9M+GBTX!V!<~!F!&26VC-Q!J!M9%<~&^!M^~!^14 C6!HVK2:M^?L\$06T\$YBA=?

X!#D. G0!HW,XMK=YBCNS^&^+Q^?^HY! MFN3\$+~>^%_!H.#<=QT-H=U!1^T2ZOH7\$WA3~<#>H>O^N02&6WCD(P74.O/4^M^!ON.^TB>1Z!S44!F.^Y24+

R76^C(T!>L70!L.H23H!^H6^6SK!Q^&^!J!D 9XP~R^!>~!JETP^#H# M8 20^~!+4GM!+DA!37V!&13^<64!2H.H^*B3 X!U^9^KO^ZH^!QV447QC?> M6J!7

L!W6ZD!1.V98MX0_OJX^2@&L!F!>~!#D02\$5 !+RKY5!U.F!1 W7+!>2 MD^K3!>..YA!&B22^65.EW!3!FM-!B&6.J!Y4623.O2<~!L>E^!U12!>~!MYSN^!TXOI!>E

715U3WU7!+JQC=>49-H9N@YUJ!GE49050N?P!#D.UO^!%+~!%JVL%Q!^!TAL^!54>~&^!2!O!^!I^>~&^!OIBV!VS62!J7R72X!X^!M MZ!QITG!K6P;S6A3!^2UYS^7-

2+8LI4^>OPY&7/MUIKZ>7W@W#@.BIQU&#US M0^Y=AFO6#ZKH% !J3JCW\$#1JS= 2.9-78\$.50^&3DJH4GZ^!JATYC\$4%PV2JK MN(R>~>?ZFKXX%

TWU04444~R^P^!OQ!OJ?>O^K3HHH.X\$+U^!11110 4444 2 9 end GRAPHIC 29 twist-20240930_g2.jpg 10-K begin 644 twist-20240930_g2.jpg M^!C_X 02D9!1@! ! @ 0!# YP!#

@!&@<@<@!P^>0^!@#~!0-#L+ M^!MID2SP4!^H2^AT^!P@!^XG(!L(QP<~>?7#A!&A!XBJB!^3E)66EYB9JF^CT!6FIZBJK^SM+6VM!BYN!>0^7& MO!CRM+3U!

76U!UC9VN^BX^3EYN^ZH2>K0O!T!P^!W^GZ !O PS PS! OS! M OS! O \$! P0%!<@^OH+ !O M!\$! @!\$! O#1<~!&^!O 0W \$! M O\$S!2\$O!A!>40~<A!B.H\$%\$!H^!>~!2.S40

58G+!1A8D~\$E1<8&1HF M0R@!^C4V~\$OY.D~\$149^2\$E4U155E=863JS&5F9V!AL^=79W^T^Z@H.S.MA8:B!C^DL4E7F!E.H!D!E^G!F!LK.TM:WN+VZPL!\$O<~!R.G^TM/4

MU=7V-G:XN/DY>GZ.G!O/T!Z^W^/GZ_JH^# ! (1 Q\$ /P#W^BN7L=5! M03>J9M+GBTX!V!<~!F!&26VC-Q!J!M9%<~&^!M^~!^14 C6!HVK2:M^?L\$06T\$YBA=?

X!#D. G0!HW,XMK=YBCNS^&^+Q^?^HY! MFN3\$+~>^%_!H.#<=QT-H=U!1^T2ZOH7\$WA3~<#>H>O^N02&6WCD(P74.O/4^M^!ON.^TB>1Z!S44!F.^Y24+

R76^C(T!>L70!L.H23H!^H6^6SK!Q^&^!J!D 9XP~R^!>~!JETP^#H# M8 20^~!+4GM!+DA!37V!&13^<64!2H.H^*B3 X!U^9^KO^ZH^!QV447QC?> M6J!7

L!W6ZD!1.V98MX0_OJX^2@&L!F!>~!#D02\$5 !+RKY5!U.F!1 W7+!>2 MD^K3!>..YA!&B22^65.EW!3!FM-!B&6.J!Y4623.O2<~!L>E^!U12!>~!MYSN^!TXOI!>E

715U3WU7!+JQC=>49-H9N@YUJ!GE49050N?P!#D.UO^!%+~!%JVL%Q!^!TAL^!54>~&^!2!O!^!I^>~&^!OIBV!VS62!J7R72X!X^!M MZ!QITG!K6P;S6A3!^2UYS^7-

2+8LI4^>OPY&7/MUIKZ>7W@W#@.BIQU&#US M0^Y=AFO6#ZKH% !J3JCW\$#1JS= 2.9-78\$.50^&3DJH4GZ^!JATYC\$4%PV2JK MN(R>~>?ZFKXX%

TWU04444~R^P^!OQ!OJ?>O^K3HHH.X\$+U^!11110 4444 2 9 end GRAPHIC 29 twist-20240930_g2.jpg 10-K begin 644 twist-20240930_g2.jpg M^!C_X 02D9!1@! ! @ 0!# YP!#

@!&@<@<@!P^>0^!@#~!0-#L+ M^!MID2SP4!^H2^AT^!P@!^XG(!L(QP<~>?7#A!&A!XBJB!^3E)66EYB9JF^CT!6FIZBJK^SM+6VM!BYN!>0^7& MO!CRM+3U!

76U!UC9VN^BX^3EYN^ZH2>K0O!T!P^!W^GZ !O PS PS! OS! M OS! O \$! P0%!<@^OH+ !O M!\$! @!\$! O#1<~!&^!O 0W \$! M O\$S!2\$O!A!>40~<A!B.H\$%\$!H^!>~!2.S40

58G+!1A8D~\$E1<8&1HF M0R@!^C4V~\$OY.D~\$149^2\$E4U155E=863JS&5F9V!AL^=79W^T^Z@H.S.MA8:B!C^DL4E7F!E.H!D!E^G!F!LK.TM:WN+VZPL!\$O<~!R.G^TM/4

MU=7V-G:XN/DY>GZ.G!O/T!Z^W^/GZ_JH^# ! (1 Q\$ /P#W^BN7L=5! M03>J9M+GBTX!V!<~!F!&26VC-Q!J!M9%<~&^!M^~!^14 C6!HVK2:M^?L\$06T\$YBA=?

X!#D. G0!HW,XMK=YBCNS^&^+Q^?^HY! MFN3\$+~>^%_!H.#<=QT-H=U!1^T2ZOH7\$WA3~<#>H>O^N02&6WCD(P74.O/4^M^!ON.^TB>1Z!S44!F.^Y24+

R76^C(T!>L70!L.H23H!^H6^6SK!Q^&^!J!D 9XP~R^!>~!JETP^#H# M8 20^~!+4GM!+DA!37V!&13^<64!2H.H^*B3 X!U^9^KO^ZH^!QV447QC?> M6J!7

L!W6ZD!1.V98MX0_OJX^2@&L!F!>~!#D02\$5 !+RKY5!U.F!1 W7+!>2 MD^K3!>..YA!&B22^65.EW!3!FM-!B&6.J!Y4623.O2<~!L>E^!U12!>~!MYSN^!TXOI!>E

715U3WU7!+JQC=>49-H9N@YUJ!GE49050N?P!#D.UO^!%+~!%JVL%Q!^!TAL^!54>~&^!2!O!^!I^>~&^!OIBV!VS62!J7R72X!X^!M MZ!QITG!K6P;S6A3!^2UYS^7-

2+8LI4^>OPY&7/MUIKZ>7W@W#@.BIQU&#US M0^Y=AFO6#ZKH% !J3JCW\$#1JS= 2.9-78\$.50^&3DJH4GZ^!JATYC\$4%PV2JK MN(R>~>?ZFKXX%

TWU04444~R^P^!OQ!OJ?>O^K3HHH.X\$+U^!11110 4444 2 9 end GRAPHIC 29 twist-20240930_g2.jpg 10-K begin 644 twist-20240930_g2.jpg M^!C_X 02D9!1@! ! @ 0!# YP!#

@!&@<@<@!P^>0^!@#~!0-#L+ M^!MID2SP4!^H2^AT^!P@!^XG(!L(QP<~>?7#A!&A!XBJB!^3E)66EYB9JF^CT!6FIZBJK^SM+6VM!BYN!>0^7& MO!CRM+3U!

76U!UC9VN^BX^3EYN^ZH2>K0O!T!P^!W^GZ !O PS PS! OS! M OS! O \$! P0%!<@^OH+ !O M!\$! @!\$! O#1<~!&^!O 0W \$! M O\$S!2\$O!A!>40~<A!B.H\$%\$!H^!>~!2.S40

58G+!1A8D~\$E1<8&1HF M0R@!^C4V~\$OY.D~\$149^2\$E4U155E=863JS&5F9V!AL^=79W^T^Z@H.S.MA8:B!C^DL4E7F!E.H!D!E^G!F!LK.TM:WN+VZPL!\$O<~!R.G^TM/4

MU=7V-G:XN/DY>GZ.G!O/T!Z^W^/GZ_JH^# ! (1 Q\$ /P#W^BN7L=5! M03>J9M+GBTX!V!<~!F!&26VC-Q!J!M9%<~&^!M^~!^14 C6!HVK2:M^?L\$06T\$YBA=?

X!#D. G0!HW,XMK=YBCNS^&^+Q^?^HY! MFN3\$+~>^%_!H.#<=QT-H=U!1^T2ZOH7\$WA3~<#>H>O^N02&6WCD(P74.O/4^M^!ON.^TB>1Z!S44!F.^Y24+

R76^C(T!>L70!L.H23H!^H6^6SK!Q^&^!J!D 9XP~R^!>~!JETP^#H# M8 20^~!+4GM!+DA!37V!&13^<64!2H.H^*B3 X!U^9^KO^ZH^!QV447QC?> M6J!7

L!W6ZD!1.V98MX0_OJX^2@&L!F!>~!#D02\$5 !+RKY5!U.F!1 W7+!>2 MD^K3!>..YA!&B22^65.EW!3!FM-!B&6.J!Y4623.O2<~!L>E^!U12!>~!MYSN^!TXOI!>E

715U3WU7!+JQC=>49-H9N@YUJ!GE49050N?P!#D.UO^!%+~!%JVL%Q!^!TAL^!54>~&^!2!O!^!I^>~&^!OIBV!VS62!J7R72X!X^!M MZ!QITG!K6P;S6A3!^2UYS^7-

2+8LI4^>OPY&7/MUIKZ>7W@W#@.BIQU&#US M0^Y=AFO6#ZKH% !J3JCW\$#1JS= 2.9-78\$.50^&3DJH4GZ^!JATYC\$4%PV2JK MN(R>~>?ZFKXX%

TWU04444~R^P^!OQ!OJ?>O^K3HHH.X\$+U^!11110 4444 2 9 end GRAPHIC 29 twist-20240930_g2.jpg 10-K begin 644 twist-20240930_g2.jpg M^!C_X 02D9!1@! ! @ 0!# YP!#

@!&@<@<@!P^>0^!@#~!0-#L+ M^!MID2SP4!^H2^AT^!P@!^XG(!L(QP<~>?7#A!&A!XBJB!^3E)66EYB9JF^CT!6FIZBJK^SM+6VM!BYN!>0^7& MO!CRM+3U!

76U!UC9VN^BX^3EYN^ZH2>K0O!T!P^!W^GZ !O PS PS! OS! M OS! O \$! P0%!<@^OH+ !O M!\$! @!\$! O#1<~!&^!O 0W \$! M O\$S!2\$O!A!>40~<A!B.H\$%\$!H^!>~!2.S40

58G+!1A8D~\$E1<8&1HF M0R@!^C4V~\$OY.D~\$149^2\$E4U155E=863JS&5F9V!AL^=79W^T^Z@H.S.MA8:B!C^DL4E7F!E.H!D!E^G!F!LK.TM:WN+VZPL!\$O<~!R.G^TM/4

MU=7V-G:XN/DY>GZ.G!O/T!Z^W^/GZ_JH^# ! (1 Q\$ /P#W^BN7L=5! M03>J9M+GBTX!V!<~!F!&26VC-Q!J!M9%<~&^!M^~!^14 C6!HVK2:M^?L\$06T\$YBA=?

X!#D. G0!HW,XMK=YBCNS^&^+Q^?^HY! MFN3\$+~>^%_!H.#<=QT-H=U!1^T2ZOH7\$WA3~<#>H>O^N02&6WCD(P74.O/4^M^!ON.^TB>1Z!S44!F.^Y24+

R76^C(T!>L70!L.H23H!^H6^6SK!Q^&^!J!D 9XP~R^!>~!JETP^#H# M8 20^~!+4GM!+DA!37V!&13^<64!2H.H^*B3 X!U^9^KO^ZH^!QV447QC?> M6J!7

L!W6ZD!1.V98MX0_OJX^2@&L!F!>~!#D02\$5 !+RKY5!U.F!1 W7+!>2 MD^K3!>..YA!&B22^65.EW!3!FM-!B&6.J!Y4623.O2<~!L>E^!U12!>~!MYSN^!TXOI!>E

715U3WU7!+JQC=>49-H9N@YUJ!GE49050N?P!#D.UO^!%+~!%JVL%Q!^!TAL^!54>~&^!2!O!^!I^>~&^!OIBV!VS62!J7R72X!X^!M MZ!QITG!K6P;S6A3!^2UYS^7-

2+8LI4^>OPY&7/MUIKZ>7W@W#@.BIQU&#US M0^Y=AFO6#ZKH% !J3JCW\$#1JS= 2.9-78\$.50^&3DJH4GZ^!JATYC\$4%PV2JK MN(R>~>?ZFKXX%

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@!&@<@<@!P^>0^!@#~!0-#L+ M^!MID2SP4!^H2^AT^!P@!^XG(!L(QP<~>?7#A!&A!XBJB!^3E)66EYB9JF^CT!6FIZBJK^SM+6VM!BYN!>0^7& MO!CRM+3U!

76U!UC9VN^BX^3EYN^ZH2>K0O!T!P^!W^GZ !O PS PS! OS! M OS! O \$! P0%!<@^OH+ !O M!\$! @!\$! O#1<~!&^!O 0W \$! M O\$S!2\$O!A!>40~<A!B.H\$%\$!H^!>~!2.S40

58G+!1A8D~\$E1<8&1HF M0R@!^C4V~\$OY.D~\$149^2\$E4U155E=863JS&5F9V!AL^=79W^T^Z@H.S.MA8:B!C^DL4E7F!E.H!D!E^G!F!LK.TM:WN+VZPL!\$O<~!R.G^TM/4

MU=7V-G:XN/DY>GZ.G!O/T!Z^W^/GZ_JH^# ! (1 Q\$ /P#W^BN7L=5! M03>J9M+GBTX!V!<~!F!&26VC-Q!J!M9%<~&^!M^~!^14 C6!HVK2:M^?L\$06T\$YBA=?

X!#D. G0!HW,XMK=YBCNS^&^+Q^?^HY! MFN3\$+~>^%_!H.#<=QT-H=U!1^T2ZOH7\$WA3~<#>H>O^N02&6WCD(P74.O/4^M^!ON.^TB>1Z!S44!F.^Y24+

R76^C(T!>L70!L.H23H!^H6^6SK!Q^&^!J!D 9XP~R^!>~!JETP^#H# M8 20^~!+4GM!+DA!37V!&13^<64!2H.H^*B3 X!U^9^KO^ZH^!QV447QC?> M6J!7

L!W6ZD!1.V98MX0_OJX^2@&L!F!>~!#D02\$5 !+RKY5!U.F!1 W7+!>2 MD^K3!>..YA!&B22^65.EW!3!FM-!B&6.J!Y4623.O2<~!L>E^!U12!>~!MYSN^!TXOI!>E

715U3WU7!+JQC=>49-H9N@YUJ!GE49050N?P!#D.UO^!%+~!%JVL%Q!^!TAL^!54>~&^!2!O!^!I^>~&^!OIBV!VS62!J7R72X!X^!M MZ!QITG!K6P;S6A3!^2UYS^7-

2+8LI4^>OPY&7/MUIKZ>7W@W#@.BIQU&#US M0^Y=AFO6#ZKH% !J3JCW\$#1JS= 2.9-78\$.50^&3DJH4GZ^!JATYC\$4%PV2JK MN(R>~>?ZFKXX%

TWU04444~R^P^!OQ!OJ?>O^K3HHH.X\$+U^!11110 4444 2 9 end GRAPHIC 29 twist-20240930_g2.jpg 10-K begin 644 twist-20240930_g2.jpg M^!C_X 02D9!1@! ! @ 0!# YP!#

@!&@<@<@!P^>0^!@#~!0-#L+ M^!MID2SP4!^H2^AT^!P@!^XG(!L(QP<~>?7#A!&A!XBJB!^3E)66EYB9JF^CT!6FIZBJK^SM+6VM!BYN!>0^7& MO!CRM+3U!

76U!UC9VN^BX^3EYN^ZH2>K0O!T!P^!W^GZ !O PS PS! OS! M OS! O \$! P0%!<@^OH+ !O M!\$! @!\$! O#1<~!&^!O 0W \$! M O\$S!2\$O!A!>40~<A!B.H\$%\$!H^!>~!2.S40

58G+!1A8D~\$E1<8&1HF M0R@!^C4V~\$OY.D~\$149^2\$E4U155E=863JS&5F9V!AL^=79W^T^Z@H.S.MA8:B!C^DL4E7F!E.H!D!E^G!F!LK.TM:WN+VZPL!\$O<~!R.G^TM/4

MU=7V-G:XN/DY>GZ.G!O/T!Z^W^/GZ_JH^# ! (1 Q\$ /P#W^BN7L=5! M03>J9M+GBTX!V!<~!F!&26VC-Q!J!M9%<~&^!M^~!^14 C6!HVK2:M^?L\$06T\$YBA=?

X!#D. G0!HW,XMK=YBCNS^&^+Q^?^HY! MFN3\$+~>^%_!H.#<=QT-H=U!1^T2ZOH7\$WA3~<#>H>O^N02&6WCD(P74.O/4^M^!ON.^TB>1Z!S44!F.^Y24+

R76^C(T!>L70!L.H23H!^H6^6SK!Q^&^!J!D 9XP~R^!>~!JETP^#H# M8 20^~!+4GM!+DA!37V!&13^<64!2H.H^*B3 X!U^9^KO^ZH^!QV447QC?> M6J!7

L!W6ZD!1.V98MX0_OJX^2@&L!F!>~!#D02\$5 !+RKY5!U.F!1 W7+!>2 MD^K3!>..YA!&B22^65.EW!3!FM-!B&6.J!Y4623.O2<~!L>E^!U12!>~!MYSN^!TXOI!>E

715U3WU7!+JQC=>49-H9N@YUJ!GE49050N?P!#D.UO^!%+~!%JVL%Q!^!TAL^!54>~&^!2!O!^!I^>~&^!OIBV!VS62!J7R72X!X^!M MZ!QITG!K6P;S6A3!^2UYS^7-

2+8LI4^>OPY&7/MUIKZ>7W@W#@.BIQU&#US M0^Y=AFO6#ZKH% !J3JCW\$#1JS= 2.9-78\$.50^&3DJH4GZ^!JATYC\$4%PV2JK MN(R>~>?ZFKXX%

TWU04444~R^P^!OQ!OJ?>O^K3HHH.X\$+U^!11110 4444 2 9 end GRAPHIC 29 twist-20240930_g2.jpg 10-K begin 644 twist-20240930_g2.jpg M^!C_X 02D9!1@! ! @ 0!# YP!#

@!&@<@<@!P^>0^!@#~!0-#L+ M^!MID2SP4!^H2^AT^!P@!^XG(!L(QP<~>?7#A!&A!XBJB!^3E)66EYB9JF^CT!6FIZBJK^SM+6VM!BYN!>0^7& MO!CRM+3U!

76U!UC9VN^BX^3EYN^ZH2>K0O!T!P^!W^GZ !O PS PS! OS! M OS! O \$! P0%!<@^OH+ !O M!\$! @!\$! O#1<~!&^!O 0W \$! M O\$S!2\$O!A!>40~<A

[illegible]

[illegible]

[illegible]

[illegible][illegible]

[illegible]

Current assets:		
Cash and cash equivalents	\$ 226,316	\$ 286,470
Short-term investments	50,083	49,943
Accounts receivable, net	34,903	44,064
Inventories	24,078	32,063
Prepaid expenses and other current assets	11,396	11,716
Total current assets	346,776	424,256
Property and equipment, net	102,520	131,830
Operating lease right-of-use assets	58,829	71,531
Goodwill	85,811	85,811
Intangible assets, net	14,478	54,483
Restricted cash, non-current	2,816	2,811
Other non-current assets	3,093	5,681
Total assets	614,323	776,403
Current liabilities:		
Accounts payable	1,630	14,052
Accrued expenses	15,104	10,754
Accrued compensation	33,650	25,818
Current portion of operating lease liability	14,805	14,896
Other current liabilities	5,817	7,803
Total current liabilities	71,006	73,323
Operating lease liability, net of current portion	70,221	79,173
Other non-current liabilities	407	475
Total liabilities	141,634	152,971
Stockholders' equity		
Common stock, \$0.00001 par value — 100,000 and 100,000 shares authorized at September 30, 2024 and 2023, respectively; 58,877 and 57,557 shares issued and outstanding at September 30, 2024 and 2023, respectively	0	0
Additional paid-in capital	1,715,119	1,657,222
Accumulated other comprehensive loss	(522)	(756)
Accumulated deficit	(1,241,908)	(1,033,034)
Total stockholders' equity	472,689	623,432
Total liabilities and stockholders' equity	\$ 614,323	\$ 776,403

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Consolidated Balance Sheets	Sep. 30, 2024	Sep. 30, 2023
(Parenthetical) - \$ / shares		
shares in Thousands		

Statement of Financial Position [Abstract]

Common stock, par value (in dollars per share)	\$ 0.00001	\$ 0.00001
Common stock, share authorized (in shares)	100,000	100,000
Common stock, share issued (in shares)	58,877	57,557
Common stock, outstanding (in shares)	58,877	57,557

XML 35 R5.htm IDEA: XBRL DOCUMENT

Consolidated Statements of Operations and Comprehensive Loss - USD (\$)	12 Months Ended		
shares in Thousands, \$ in Thousands	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022
Statement of Comprehensive Income [Abstract]			
Revenues	[1] \$ 312,974	\$ 245,109	\$ 203,565
Operating expenses:			
Cost of revenues	179,625	155,380	119,330
Research and development	90,852	106,894	120,307
Selling, general and administrative	218,398	189,738	212,949
Restructuring and other costs	0	9,384	0
Change in fair value of contingent considerations and holdbacks	0	(5,913)	(14,245)
Impairment of long-lived assets	44,930	6,785	0
Total operating expenses	533,805	462,268	438,341
Loss from operations	(220,831)	(217,159)	(234,776)
Interest income	15,344	14,365	3,062
Interest expense	(29)	(5)	(80)
Gain on deconsolidation of subsidiary	0	0	4,607
Other income (expense), net	(2,650)	(667)	(1,087)
Loss before income taxes	(208,166)	(203,466)	(228,274)
Income tax (expense) benefit	(560)	(1,152)	10,411
Net loss attributable to common stockholders	(208,726)	(204,618)	(217,863)
Other comprehensive income (loss):			
Change in unrealized gain (loss) on investments	203	1,510	(1,594)
Foreign currency translation adjustment	31	(423)	(795)
Comprehensive loss	\$ (208,492)	\$ (203,531)	\$ (220,252)
Net loss per share attributable to common stockholders—basic (in dollars per share)	\$ (3.60)	\$ (3.60)	\$ (4.04)
Net loss per share attributable to common stockholders—diluted (in dollars per share)	\$ (3.60)	\$ (3.60)	\$ (4.04)
Weighted average shares used in computing net loss per share attributable to common stockholders—basic (in shares)	58,016	56,885	53,885
Weighted average shares used in computing net loss per share attributable to common stockholders—diluted (in shares)	58,016	56,885	53,885

[1] During the years ended September 30, 2024, 2023 and 2022, the Company had revenues from related parties in the amount of \$12.1 million, \$5.9 million and \$3.5 million, respectively.

XML 36 R6.htm IDEA: XBRL DOCUMENT

Consolidated Statements of Operations and Comprehensive Loss (Parenthetical) - USD (\$)	12 Months Ended		
shares in Thousands, \$ in Thousands	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022
Revenue	[1] \$ 312,974	\$ 245,109	\$ 203,565
Related Party Revenue	\$ 12,100	\$ 5,900	\$ 3,500

[1] During the years ended September 30, 2024, 2023 and 2022, the Company had revenues from related parties in the amount of \$12.1 million, \$5.9 million and \$3.5 million, respectively.

XML 37 R7.htm IDEA: XBRL DOCUMENT

Consolidated Statements of Stockholders' Equity - USD (\$)	Total	Cumulative Effect, Period of Adoption, Adjustment	Common stock	Additional paid-in capital	Accumulated other comprehensive income / (loss)	Accumulated deficit	Accumulated deficit Cumulative Effect, Period of Adoption, Adjustment
shares in Thousands, \$ in Thousands							
Beginning balance (in shares) at Sep. 30, 2021			49,499				

Beginning balance at Sep. 30, 2021	\$ 580,821	\$ 0	\$ 1,190,828	\$ 546	\$ (610,553)
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Issuance of common stock in public offerings, net of underwriting discounts, commissions and offering expenses (in shares)		5,227			
Issuance of common stock in public offerings, net of underwriting discounts, commissions and offering expenses	269,822		269,822		
Vesting of restricted stock units (in shares)		365			
Issuance of shares under the employee stock purchase plan (in shares)		97			
Issuance of shares under the employee stock purchase plan	4,010		4,010		
Exercise of stock options (in shares)		486			
Exercise of stock options	5,952		5,952		
Repurchases of early exercised stock options (in shares)		0			
Business acquisition (in shares)		988			
Business acquisition	77,122		77,122		
Stock-based compensation	79,664		79,664		
Other comprehensive income (loss)	(2,389)			(2,389)	
Repurchases of common stock for income tax withholding (in shares)		(139)			
Repurchase of common stock for income tax withholdings	(7,754)		(7,754)		
Net loss	(217,863)				(217,863)
Ending balance (in shares) at Sep. 30, 2022		56,523			
Ending balance at Sep. 30, 2022	789,385	\$ 0	1,619,644	(1,843)	(828,416)
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Vesting of restricted stock units (in shares)		648			
Issuance of shares under the employee stock purchase plan (in shares)		217			
Issuance of shares under the employee stock purchase plan	3,937		3,937		
Exercise of stock options (in shares)		118			
Exercise of stock options	1,379		1,379		
Business acquisition (in shares)		277			
Business acquisition	5,860		5,860		
Stock-based compensation	30,821		30,821		
Other comprehensive income (loss)	1,087			1,087	
Repurchases of common stock for income tax withholding (in shares)		(226)			
Repurchase of common stock for income tax withholdings	(4,419)		(4,419)		
Net loss	\$ (204,618)				(204,618)
Ending balance (in shares) at Sep. 30, 2023	57,557	57,557			
Ending balance at Sep. 30, 2023	\$ 623,432	\$ (148)	\$ 0	1,657,222	(756)
					(1,033,034)
					\$ (148)
Increase (Decrease) in Stockholders' Equity [Roll Forward]					
Accounting standards update	Accounting Standards Update 2016-13 [Member]				
Vesting of restricted stock units (in shares)		896			
Issuance of shares under the employee stock purchase plan (in shares)	177	177			
Issuance of shares under the employee stock purchase plan	\$ 3,765		3,765		
Exercise of stock options (in shares)	384	384			
Exercise of stock options	\$ 7,100		7,100		
Stock-based compensation	51,007		51,007		
Other comprehensive income (loss)	234			234	
Repurchases of common stock for income tax withholding (in shares)		(137)			
Repurchase of common stock for income tax withholdings	(3,975)		(3,975)		
Net loss	\$ (208,726)				(208,726)
Ending balance (in shares) at Sep. 30, 2024	58,877	58,877			
Ending balance at Sep. 30, 2024	\$ 472,689	\$ 0	\$ 1,715,119	\$ (522)	\$ (1,241,908)
<i>XML 38 R8.htm IDEA: XBRL DOCUMENT</i>					
Consolidated Statements of Stockholders' Equity (Parenthetical) \$ in Thousands	12 Months Ended Sep. 30, 2022 USD (\$)				
Statement of Stockholders' Equity [Abstract]					
Net of underwriting discounts, commissions and offering expenses	\$ 17,678				
<i>XML 39 R9.htm IDEA: XBRL DOCUMENT</i>					
Consolidated Statements of Cash Flows - USD (\$)	12 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2022				
\$ in Thousands					
Cash flows from operating activities					
Net loss	\$ (208,726)	\$ (204,618)	\$ (217,863)		
Adjustments to reconcile net loss to net cash used in operating activities					
Depreciation and amortization	31,432	29,310	16,514		
Impairment of long-lived assets	44,930	6,785	0		
Non-cash lease expense, net of tenant improvement allowance	940	2,573	20,127		
Stock-based compensation	50,925	30,278	79,664		
Change in fair value of contingent considerations and holdbacks	0	(5,913)	(14,245)		
Gain on deconsolidation of Revelar	0	0	(4,607)		
Other non-cash adjustments	994	120	1,381		
Changes in assets and liabilities:					
Accounts receivable, net	8,444	(4,320)	(9,622)		
Inventories	7,986	7,238	(7,536)		
Prepaid expenses and other current assets	382	(4,166)	(2,551)		
Other non-current assets	431	1,376	7,273		
Accounts payable	(11,805)	(2,508)	7,383		
Accrued expenses	4,415	2,578	2,269		
Accrued compensation	7,875	(1,099)	4,852		
Other liabilities	(2,317)	(108)	(7,424)		
Net cash used in operating activities	(64,094)	(142,474)	(124,385)		
Cash flows from investing activities					
Purchases of property and equipment	(5,076)	(27,779)	(101,857)		
Business acquisition, net of cash acquired	0	0	(8,160)		

Deconsolidation of cash and cash equivalent relating to Revelar	0	0	(5,755)
Purchases of investments	(51,905)	(76,345)	(217,639)
Proceeds from maturity of investments	53,910	154,736	100,481
Net cash provided by (used in) investing activities	(3,071)	50,612	(232,930)
Cash flows from financing activities			
Proceeds from exercise of stock options	7,100	1,379	6,014
Proceeds from public offerings, net of underwriting discounts, commissions and offering expenses	0	0	269,822
Proceeds from issuance under employee stock purchase plan	3,765	3,937	4,010
Repayments of long-term debt	0	0	(1,558)
Repurchases of common stock for income tax withholding	(3,975)	(4,405)	(7,754)
Net cash provided by financing activities	6,890	911	270,534
Effect of exchange rates on cash, cash equivalents and restricted cash	126	(27)	(319)
Net increase (decrease) in cash, cash equivalents and restricted cash	(60,149)	(90,978)	(87,100)
Cash, cash equivalents, and restricted cash at beginning of year	289,281	380,259	467,359
Cash, cash equivalents, and restricted cash at end of year	229,132	289,281	380,259
Supplemental disclosure of cash flow information			
Interest paid	0	0	9
Income taxes paid, net of refunds	344	420	246
Non-cash investing and financing activities			
Property and equipment additions included in accrued expenses and accounts payable	92	772	6,297
Operating lease right-of-use assets obtained in exchange for operating lease liabilities	0	6,676	21,367
Issuance of common stock in connection with the business acquisition	0	5,860	77,122
Tenant improvement allowance capitalized in property and equipment	2,719	0	0
Conversion of convertible notes	\$ 0	\$ 3,711	\$ 0

XML 40 R10.htm IDEA: XBRL DOCUMENT

Organization and description of business

Organization, Consolidation and Presentation of Financial Statements [Abstract]

Organization and description of business

12 Months Ended

Sep. 30, 2024

Organization and description of business

Twist Bioscience Corporation (the "Company") was incorporated in the state of Delaware on February 4, 2013. The Company is a leading, rapidly growing synthetic biology company that has developed a disruptive DNA synthesis platform to industrialize the engineering of biology.

The core of the Company's platform is a proprietary technology that pioneers a new method of manufacturing synthetic DNA by "writing" DNA on a silicon chip. The Company has combined our silicon-based DNA writing technology with proprietary software, scalable commercial infrastructure and an e-commerce platform to create an integrated technology platform that enables us to achieve high levels of quality, precision, automation, and manufacturing throughput at a significantly lower cost than our competitors. The Company has applied its unique technology to manufacture a broad range of synthetic DNA-based products, including synthetic genes, tools for next generation sequencing, or NGS, sample preparation, and antibody libraries for drug discovery and development, all designed to enable its customers to conduct research more efficiently and effectively. The Company has leveraged the same technology to expand its footprint beyond DNA synthesis to manufacture synthetic RNA as well as antibody proteins to disrupt and innovate within larger market opportunities, in addition to discovery partnerships for biologic drugs and developing completely new applications for synthetic DNA, such as digital data storage.

The Company has recognized annual losses from operations since inception and has an accumulated deficit of \$1,241.9 million as of September 30, 2024. The Company incurred net losses of \$208.7 million, \$204.6 million and \$217.9 million for the years ended September 30, 2024, 2023, and 2022, respectively. As of September 30, 2024, the Company had cash and cash equivalents of \$226.3 million and short-term investments of \$50.1 million. The Company expects that its current cash, cash equivalents, and short-term investments will be sufficient to fund its operations for a period of at least one year from the date the Consolidated Financial Statements are issued.

XML 41 R11.htm IDEA: XBRL DOCUMENT

Summary of significant accounting policies

Accounting Policies [Abstract]

Summary of significant accounting policies

12 Months Ended

Sep. 30, 2024

Summary of significant accounting policies

Basis of presentation

The consolidated financial statements, which include the Company's accounts and the accounts of its wholly-owned subsidiaries, are prepared in accordance with U.S. generally accepted accounting principles (or "GAAP"). The Company's consolidated financial statements included its wholly-owned subsidiaries and Revelar, a variable interest entity ("VIE") for which the Company was the primary beneficiary through September 30, 2022. All intercompany balances and accounts are eliminated in consolidation.

To conform with current fiscal year 2024 presentation, we reclassified \$6.8 million of impairment of property and equipment included within restructuring and other costs to impairment of long-lived assets in the consolidated statement of operations and comprehensive loss for the year ended September 30, 2023. This reclassification had no impact on our consolidated statement of operations and comprehensive loss for the year ended September 30, 2023.

Use of estimates

The presentation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Such estimates include the valuation of deferred tax assets, stock-based compensation expense, transaction price and progress toward completion of performance obligation under the contracts with customers, determination of the net realizable value of inventory, valuation and useful life of developed technology and customer relationships, valuation assumptions used in the calculation of the impairment of long-lived assets, restructuring costs and incremental borrowing rate for operating leases. Actual results could differ from those estimates.

Concentration of credit risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist of cash and cash equivalents, short-term investments and accounts receivable. Substantially all of the Company's cash is held with two financial institutions that management believe are of high credit quality. Such deposits may, at times, exceed federally insured limits. The Company's investment policy addresses the level of credit exposure by establishing a minimum allowable credit rating and by limiting the concentration in any one investment.

The Company's accounts receivable is derived from customers located principally in the United States, Europe and Asia-Pacific region ("APAC"). The Company performs ongoing credit evaluations of its customers and maintains allowances for potential credit losses on customers' accounts when deemed necessary. The Company does not typically require collateral from its customers. Credit losses historically have not been material. The Company continuously monitors customer payments and maintains an allowance for doubtful accounts based on its assessment of various factors including historical experience, age of the receivable balances, and other current economic conditions or other factors that may affect customers' ability to pay.

Cash and cash equivalents and restricted cash

Cash equivalents that are readily convertible to cash are stated at cost, which approximates fair value. The Company considers all highly liquid investments with an original or remaining maturity of three months or less at the time of purchase to be cash equivalents. Cash equivalents consist of investments in money market funds as of September 30, 2024 and 2023.

Restricted cash represents cash held at financial institutions that are pledged as collateral for stand-by letters of credit for lease commitments. The lease related letters of credit will lapse at the end of the respective lease terms through 2044.

(in thousands)	September 30, 2024	September 30, 2023
Cash and cash equivalents	\$ 226,316	\$ 286,470
Restricted cash, non-current	2,816	2,811
Total cash, cash equivalents and restricted cash	\$ 229,132	\$ 289,281

Short-term investments

The Company invests in various types of securities, including United States government, commercial paper, and corporate debt securities. The Company classifies its investments as available-for-sale and records them at fair value based upon market prices at period end.

The Company regularly reviews its short-term investments to identify and evaluate investments that have indications of possible impairment from credit losses or other factors. For available-for-sale debt securities in an unrealized loss position, the Company evaluates whether a current expected credit loss exists based on available information relevant to the credit rating of the security, current economic conditions and reasonable and supportable forecasts. The allowance for credit loss is recorded in other income (expense), net, on the consolidated statements of operations and comprehensive loss, not to exceed the amount of the unrealized loss. Any excess unrealized loss other than the credit loss is recognized in accumulated other comprehensive income or loss in the stockholders' equity section of the consolidated balance sheets. There was no allowance for credit losses relating to the short-term investments recognized as of September 30, 2024.

The cost of securities sold is based on the specific identification method and realized gains and losses are included in other income (expense), net. Dividend and interest income are recognized when earned. The Company may sell these securities at any time for use in current operations.

Accounts receivable and allowance for credit losses

Accounts receivables include amounts billed and currently due from customers, recorded at the net invoice value and are not interest bearing. The Company has a short order-to-invoice lifecycle, as most products can be manufactured within one month. Upon delivery of the products to the customer, the Company invoices the customer. The typical timing of payment is net 30 days. If the right to payment for services performed was conditional on something other than the passage of time, the unbilled amount would be recorded as a separate contract asset.

The Company is exposed to credit losses primarily through accounts receivable from sales of its products and services. The Company maintains an allowance for credit losses for expected uncollectible accounts receivable and contract assets, which is recorded as an offset to accounts receivable or contract assets and provisions for credit losses are recorded in selling, general and administrative expense in the consolidated statements of operations and comprehensive loss. The allowance for current expected credit losses is based on a review of customer accounts and considers historical credit loss information that is adjusted for current economic and business conditions and anticipated future economic events that may impact collectability. In developing its expected credit loss estimate, the Company evaluated the appropriate grouping of accounts receivable and contract assets based upon its evaluation of risk characteristics, including consideration of region and industries of the customers. Specific allowance amounts are established to record the appropriate provision for customers that have a higher probability of default. The allowance for credit losses is reviewed on a regular basis to assess the adequacy of the allowance and once a receivable is deemed to be uncollectible, such balance is charged against the allowance. Allowance for credit losses were \$0.7 million and \$0.2 million as of September 30, 2024 and 2023, respectively.

Fair value of financial instruments

The Company applies fair value accounting for all financial and non-financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities which are required to be recorded at fair value, we consider the principal or most advantageous market in which we would transact and the market-based risk

measurements or assumptions that market participants would use in pricing the asset or liability, such as risks inherent in valuation techniques, transfer restrictions and credit risks. See Note 5, Fair value measurements, for more information. The carrying amounts of the Company's financial instruments including cash equivalents, short term investments, and accounts receivable approximate fair value due to their relatively short maturities.

Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is computed using standard cost which approximates actual cost on a first-in, first-out basis. The Company periodically review its inventories to identify obsolete, slow-moving, excess or otherwise unsaleable items. If obsolete, slow-moving, excess or unsaleable items are observed and there are no alternate uses for the inventory, the Company records a write-down to net realizable value through a charge to cost of revenues on our consolidated statements of operations and comprehensive loss. The determination of net realizable value requires judgment, including consideration of many factors, such as estimates of future product demand, past experience, product net selling prices, current and future market conditions, the age and nature of inventories, and potential product obsolescence, among others.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets or the lesser of the useful life and the remaining lease term of the respective leasehold improvements assets, if any. Upon retirement or sale, the cost of assets disposed of and the related accumulated depreciation are eliminated from the accounts and any resulting gain or loss is credited or charged to operations in the period recognized. Repairs and maintenance costs are expensed as incurred.

Estimated lives of property and equipment are as follows:

Laboratory equipment	5 Years
Furniture, fixtures and other equipment	5 Years
Computer equipment	3 Years
Vehicles	5 Years
Computer software	3 Years
Leasehold improvements	Lesser of useful life or facilities' lease term

Capitalized software held for internal use

Costs associated with internal-use software systems during the application development stage are capitalized. Capitalization of costs begins when the preliminary project stage is completed, management has committed to funding the project, and it is probable that the project will be completed and the software will be used to perform the function intended. Costs include external direct costs of services and applicable personnel costs of employees devoted to specific software application development. Personnel costs consist of salaries, employee benefit costs, bonuses and stock-based compensation expenses. The capitalized amounts are included in property and equipment, net on the consolidated balance sheets.

Capitalization ceases at the point when the project is substantially complete and is ready for its intended purpose. Capitalized costs are amortized from the project completion date, using the straight-line method over an estimated useful life of the assets.

Finite-lived intangible assets

Finite-lived intangible assets are recorded at cost, net of accumulated amortization, and, if applicable, impairment charges. Amortization of finite-lived intangible assets is recorded over the assets' estimated useful lives on a straight-line basis or based on the pattern in which economic benefits are consumed, if reliably determinable. The Company reviews the finite-lived intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. See "Impairment of long-lived assets" for additional information.

Impairment of long-lived assets

The Company's long-lived assets consists of property and equipment, right of use assets and finite-lived intangible assets. The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If indicators of impairment are present, the Company tests for recoverability by comparing the estimated undiscounted future cash flows expected to result from the use of the asset over its remaining useful life to the carrying amount of the asset or asset group. If the asset or asset group is determined to be impaired, any excess of the carrying value of the asset or asset group over its estimated fair value is recognized as an impairment loss. Impairment assessments inherently involve judgment as to assumptions about expected future cash flows and the impact of market conditions on those assumptions. See Note 15, *Impairment of long-lived assets* for the additional information and disclosures related to impairment of long-lived assets.

Leases

The Company determines if an arrangement is or contains a lease at inception and classifies each lease as operating or financing. Operating lease right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments made during the lease term, net of any tenant improvement allowance. Operating lease right-of-use assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. In determining the present value of committed lease payments, the Company uses its incremental borrowing rate based on the information available at the lease commencement date which includes significant assumptions made including the Company's estimated credit rating, annual percentage yields from corporate debt financings of companies of similar size and credit rating over a loan term approximating the remaining term of each lease, and government bond yields for terms approximating the remaining term of each lease in countries where the leased assets are located. Certain leases include payments of operating expenses that are dependent on the landlord's estimate, and these variable payments are therefore excluded from the lease payments used to determine the operating lease right-of-use asset and lease liability. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise any such options. Operating lease right-of-use assets are adjusted for prepaid lease payments, lease incentives and initial direct costs incurred. Lease expense is recognized on a straight-line basis over the expected lease term.

The Company elected to not apply the recognition requirements of Topic 842 to short-term leases with terms of 12 months or less which do not include an option to purchase the underlying asset that the Company is reasonably certain to exercise. For short-term leases, lease payments are recognized as operating expenses on a straight-line basis over the lease term. The Company elected to account for lease and non-lease components as a single lease component.

Additional information and disclosures required by Topic 842 are contained in Note 8, *Leases*.

Goodwill

Determining when to test for impairment, the reporting unit, the assets and liabilities of the reporting unit, and the fair value of the reporting unit requires significant judgment and involves the use of significant estimates and assumptions. The Company tests goodwill for impairment in the fourth quarter each year, or more frequently if indicators of an impairment exist. Evaluating goodwill for impairment involves the determination of the fair value of the reporting unit in which goodwill and indefinite-lived intangible assets are recorded using a qualitative or quantitative analysis. If the fair value of the reporting unit exceeds its carrying value, goodwill is considered not impaired. If the carrying value of the reporting unit exceeds its fair value, the Company will record an impairment loss up to the difference between the carrying value and implied fair value.

The Company has an unconditional option to bypass the qualitative assessment in any period and proceed directly to performing the first step of the goodwill impairment test. For 2024, the Company elected to proceed directly to the step-one assessment which indicated that the fair value of its single reporting unit substantially exceeded the carrying value.

Segment information

The Company is a synthetic biology and genomics company that has developed a disruptive DNA synthesis platform to industrialize the engineering of biology and manufactures synthetic genes, tools for next-generation sequencing preparation, and antibody libraries for drug discovery and development and operates as one reportable and operating segment. The Company's chief operating decision-maker, its Chief Executive Officer (CEO), reviews the Company's operating results on an aggregate basis for purposes of allocating resources and evaluating financial performance.

Foreign currency transactions and translation

The Company's consolidated financial statements are presented in U.S. dollars. The functional currency for certain foreign subsidiaries is their local currency. Revenues, expenses, gains and losses for non-U.S. dollar functional currency entities are translated into U.S. dollars using average currency exchange rates for the period. Assets and liabilities for such entities are translated using exchange rates that approximate the rate at the balance sheet date. Foreign currency translation adjustments are recorded as a component of accumulated other comprehensive loss on the Company's consolidated balance sheets. Foreign currency transaction gains and losses on transactions not denominated in functional currency are recorded in Other income (expense), net, on the consolidated statements of operations.

Revenue recognition

The Company recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration which the Company expects to receive in exchange for those goods or services. To determine revenue recognition for contracts with customers, the Company performs the following five steps:

- i. identification of the promised goods or services in the contract;
- ii. determination of whether the promised goods or services are performance obligations including whether they are distinct in the context of the contract;
- iii. measurement of the transaction price, including the constraint on variable consideration;
- iv. allocation of the transaction price to the performance obligations based on estimated selling prices; and
- v. recognition of revenue when (or as) the Company satisfies each performance obligation. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account.

See Note 3, *Revenue recognition*, for detailed discussions of revenue recognition, and how the five steps described above are applied.

Cost of Revenue

Cost of revenues primarily consists of cost incurred in the production and delivery of the Company's products and consists of production materials, personnel costs, cost of expensed equipment and consumables, laboratory supplies, consulting costs, depreciation, production overhead costs, information technology, maintenance and facility costs. Personnel costs consist of salaries, employee benefit costs, bonuses, and stock-based compensation expenses. In addition, cost of revenue includes royalty costs for licensed technologies included in the Company's products, and provisions for slow-moving and obsolete inventory.

Research and development

Research and development expenses consist of compensation costs, employee benefits, subcontractors, research supplies, allocated facility related expenses and allocated depreciation and amortization. All research and development costs are expensed as incurred.

Advertising costs

Costs related to advertising and promotions are expensed to sales and marketing as incurred. Advertising and promotion expenses for the years ended September 30, 2024, 2023 and 2022, were \$5.2 million, \$2.9 million and \$2.4 million, respectively.

Stock-based compensation

The Company maintains performance incentive plans under which incentive and nonqualified stock options, performance-based stock options, restricted stock units, performance-based stock units and through employer purchase plan are granted primarily to employees and may be granted to members of the board of directors and certain non-employee consultants, and employees may participate in an employee stock purchase plan.

The Company recognizes stock compensation in accordance with the Accounting Standard Codification ("ASC") 718, *Compensation—Stock Compensation*. ASC 718 requires the recognition of compensation expense, using a fair value-based method, for costs related to all stock-based payments including stock options, restricted stock units and employee stock purchase plan.

The Company recognizes fair value of stock options granted to employees and non-employees as a stock-based compensation expense over the period in which the related services are received. The Company recognizes forfeitures as they occur. The Company believes that the estimated fair value of stock options is more readily measurable than the fair value of the services rendered.

For performance-based awards, expense is recognized over the period from the grant date to the estimated attainment date, which is the derived service period of the award, if management determines that it is probable that the performance-based vesting conditions will be achieved.

Net loss per share attributable to common stockholders

The Company calculates its basic and diluted net loss per share attributable to common stockholders in conformity with the two-class method required for companies with participating securities. In computing diluted net loss attributable to common stockholders, undistributed earnings are re-allocated to reflect the potential impact of dilutive securities. For purposes of the calculation of diluted net loss per share attributable to common stockholders, unvested shares of common stock issued upon the early exercise of stock options, shares issuable for employee stock purchase plan contributions received, warrants to purchase common stock, unvested restricted common stock, unvested restricted stock units and stock options to purchase common stock are considered potentially dilutive securities but have been excluded from the calculation of diluted net loss per share attributable to common stockholders as their effect is antidilutive.

Basic and diluted net loss per share of common stock attributable to common stockholders is calculated by dividing the net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period, less shares subject to repurchase, and excludes any dilutive effects of employee stock-based awards and warrants. Because the Company has reported a net loss for the years ended September 30, 2024, 2023 and 2022, diluted net loss per common share is the same as the basic net loss per share for those years.

Income taxes

The Company uses the asset and liability method of accounting for income taxes, in which deferred tax assets and liabilities are recognized for the future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply in the years in which those tax assets and liabilities are expected to be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. A valuation allowance is established if it is more likely than not that all or a portion of the deferred tax asset will not be realized.

The Company's tax positions are subject to income tax audits. The Company recognizes the tax benefit of an uncertain tax position only if it is more likely than not that the position is sustainable upon examination by the taxing authority, based on the technical merits. The tax benefit recognized is measured as the largest amount of benefit which is more likely than not (greater than 50% likely) to be realized upon settlement with the taxing authority. The Company recognizes interest accrued and penalties related to unrecognized tax benefits in its tax provision.

The Company calculates the current and deferred income tax provision based on estimates and assumptions that could differ from the actual results reflected in income tax returns filed in subsequent years. Adjustments based on filed income tax returns are recorded when identified. The amount of income tax paid is subject to examination by U.S. and foreign tax authorities. The estimate of the potential outcome of any uncertain tax issue is subject to management's assessment of the relevant risks, facts and circumstances existing at that time. To the extent the assessment of such tax position changes, the change in estimate is recorded in the period in which the determination is made.

Variable interest entities

The Company consolidates a VIE in which the Company is deemed to be the primary beneficiary. An entity is generally a VIE if it meets any of the following criteria: (i) the entity has insufficient equity to finance its activities without additional subordinated financial support from other parties, (ii) the equity investors cannot make significant decisions about the entity's operations or (iii) the voting rights of some investors are not proportional to their obligations to absorb the expected losses of the entity or receive the expected returns of the entity and substantially all of the entity's activities involve or are conducted on behalf of the investor with disproportionately few voting rights. The Company periodically makes judgments in determining whether its investees are VIEs and, for each reporting period, the Company assesses whether it is the primary beneficiary of its VIE.

Business combinations

The Company accounts for business combinations using the acquisition method. Under the acquisition method, the purchase price of the acquisition is allocated to the acquired tangible and identifiable intangible assets and assumed liabilities based on their estimated fair values at the time of the acquisition. This allocation involves a number of assumptions, estimates, and judgments that could materially affect the timing or amounts recognized in the Company's financial statements. As a result, the Company may record adjustments to the fair values of assets acquired and liabilities assumed within the measurement period (up to one year from the acquisition date) with the corresponding offset to goodwill. The most subjective areas of the acquisition accounting method include determining the fair value of the following:

- identifiable intangible assets, including the valuation methodology, estimates of projected revenues, technology obsolescence, and discount rates, as well as the estimated useful life of the intangible assets;
- contingent consideration; and
- goodwill, as measured as the excess of consideration transferred over the acquisition date fair value of the assets acquired, including the amount assigned to identifiable intangible assets, and the liabilities assumed.

The assumptions and estimates are based upon comparable market data and information obtained from the management of the acquired business.

Goodwill is assigned to reporting units that are expected to benefit from the synergies of the business combination as of the acquisition date.

Identifiable intangible assets with finite lives are amortized over their estimated useful lives in a pattern in which the asset is consumed. Acquisition-related costs, including advisory, legal, accounting, valuation, and other similar costs, are expensed in the periods in which those costs are incurred. The results of operations of acquired businesses are included in the Company's consolidated financial statements from the acquisition date.

Restructuring and other costs

Restructuring and other costs are comprised of employee separation costs and other associated costs primarily related to implementing a plan. Employee separation costs principally consist of one-time termination benefits and contractual termination benefits for severance, other termination benefit costs, and stock-based compensation expense for the acceleration of stock awards.

The Company records restructuring charges based on whether the termination benefits are provided under an on-going benefit arrangement or under a one-time benefit arrangement. The Company accounts for on-going benefit arrangements, such as those documented by employment agreements, in accordance with ASC 712, Nonretirement Postemployment Benefits. Under ASC 712, liabilities for post employment benefits are recorded at the time the obligations are probable of being incurred and can be reasonably estimated. The Company accounts for one-time employment benefit arrangements in accordance with ASC 420 Exit or Disposal Cost Obligations. One-time termination benefits are expensed at the date the entity notifies the employee, unless the employee must provide future service, in which case the benefits are expensed ratably over the future service period. Other associated costs are recognized in the period in which the liability is incurred.

Recent accounting pronouncements

New accounting guidance adopted

In June 2016, FASB issued ASU No. 2016-13 "Financial Instruments-Credit Losses: Measurement of Credit Losses on Financial Instruments" and has since modified the standard with several ASUs (collectively, "Topic 326"). Topic 326 requires measurement and recognition of expected credit losses for financial assets. The ASU replaced previous incurred loss impairment guidance and established a single expected credit losses allowance framework for financial assets carried at amortized cost. It also eliminated the concept of other-than-temporary impairment and requires credit losses related to certain available-for-sale debt securities to be recorded through an allowance for credit losses. On October 1, 2023, the Company adopted this standard using a modified retrospective approach, which requires a cumulative-effect adjustment to the opening balance of retained earnings to be recognized on the date of adoption and, accordingly, recorded a net increase of \$0.1 million to accumulated deficit as of the beginning of fiscal year 2024. In connection with the adoption of Topic 326, the Company made an accounting policy election to not measure an allowance for credit losses for accrued interest receivable.

New accounting guidance issued but not yet effective

In December 2023, the FASB issued ASU No. 2023-09 "Income Taxes (Topic 740)". The amendments in this ASU require that public business entities on an annual basis (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold. The amendments in this update are effective for annual periods beginning after December 15, 2024. The standard is not expected to have a material impact to the Company's consolidated financial statements.

In November 2023, the FASB issued ASU No. 2023-07 "Segment Reporting (Topic 280)". The amendments in this ASU improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in this update are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The standard is not expected to have a material impact to the Company's consolidated financial statements.

The Company has evaluated other recently issued accounting pronouncements and has concluded that the impact of recently issued standards that are not yet effective will not have a material impact on the Company's financial position or results of operations upon adoption.

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Revenue

Revenue from Contract with Customer [Abstract] Revenue

12 Months Ended Sep. 30, 2024

Revenue

The Company's revenue is generated through the sale of synthetic biology tools, such as synthetic genes, oligo pools, NGS tools, DNA libraries and biopharma services for antibody discovery, optimization and development ("Biopharma").

Contracts with customers are in the written form of a purchase order or a quotation, which outline the promised goods and the agreed upon price. Such orders may be accompanied by a Master Supply or Distribution Agreement that establishes the terms and conditions, rights of the parties, delivery terms, and pricing. The Company assesses collectability based on a number of factors, including past transaction history and creditworthiness of the customer.

Synthetic genes, oligo pools, NGS tools, and DNA libraries

The Company recognizes revenue when control of the products is transferred to the customer and at a transaction price that is determined based on the agreed upon rates in the applicable order or master supply agreement applied to the quantity of synthetic DNA that was manufactured and shipped to the customer. The transaction price is determined based on the agreed upon rates in the quotation, the purchase order, or the master supply agreements applied to the quantity of all the products that were manufactured and shipped to the customer. The Company's contracts may include one or more ordered products, and the shipment of these products comprises the performance obligation (s) under the contract. Accordingly, all of the transaction price, net of any discounts, is allocated to the performance obligation (s). The Company's sales are subject to Ex Works (as defined in Incoterms 2010) delivery terms and revenue, other than Biopharma revenue, is recorded at the point in time when products are picked up by the customer's freight forwarder, as the Company has determined that this is the point in time that control transfers to the customer. Therefore, upon shipment of the product, there are no remaining performance obligations. The Company's shipping and handling activities are performed before the customer obtains control of the goods and therefore are considered a fulfillment cost. Shipping and handling fees charged to our customers are recognized as product revenue in the period shipped and the related costs for providing these services are recorded as a cost of revenue. The Company has elected to exclude all sales and value added taxes from the measurement of the transaction price. The Company has not adjusted the transaction price for significant financing since the time period between the transfer of goods and payment is less than one year. The Company has elected the practical expedient to not disclose the consideration allocated to remaining performance obligations and an explanation of when those amounts are expected to be recognized as revenue since the duration of the contracts is less than one year.

Biopharma

The Company's Biopharma revenue primarily consists of research and development agreements with third parties that provide for up-front and milestone-based payments. The Company also enters into research and development agreements that do not include up-front or milestone-based payments and recognizes revenue on these types of agreements based on the timing of development activities. The Company's research and development agreements may include more than one performance obligation. At the inception of the agreement, the Company assesses whether each obligation represents a separate performance obligation or whether such obligations should be combined as a single performance obligation. The transaction price for each agreement is determined based on the amount of consideration the Company expects to be entitled to for satisfying all performance obligations within the agreement. The Company assesses the nature of the combined performance obligation to determine whether the combined performance obligation is satisfied over time or at a point in time and, if over time, the appropriate method of measuring progress for purposes of recognizing revenue. In agreements where the Company satisfies performance obligation(s) over time, the Company recognizes development revenue typically using an input method based on costs incurred relative to the total expected cost which determines the extent of progress toward completion. As part of the accounting for these arrangements, the Company must develop estimates and assumptions that require judgment to determine the transaction price and progress towards completion. The Company reviews its estimate of the transaction price and progress toward completion based on the best information available to recognize the cumulative progress toward completion as of the end of each reporting period and makes revisions to such estimates as necessary. Also, these research and development agreements may include license payments. The Company recognizes revenue from functional license agreements when the license is transferred to the customer and the customer is able to use and benefit from the license. A functional license has significant standalone functionality because it can be used as is for performing a specific task.

Contract balances

The following table summarizes our contract balances:

(in thousands)	September 30,	
	2024	2023
Contract assets ⁽¹⁾	\$ 2,031	\$ 2,816
Contract liabilities ⁽²⁾	2,131	2,999

(1) consists of unbilled amounts primarily related to Biopharma contracts which consists of research and development agreements with third parties.

(2) Generally results from receipt of advance payment before our performance related to Biopharma contracts.

For the years ended September 30, 2024, 2023 and 2022 the Company recognized revenue of \$1.7 million, \$2.8 million and \$1.1 million, respectively, from the amount that was included in the contract liability balance at the beginning of each year.

In addition, for all periods presented, there was no revenue recognized in a reporting period from performance obligations satisfied in previous periods. The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of September 30, 2024 was \$8.6 million. The Company expects to recognize revenue over the next twelve months relating to performance obligations unsatisfied as of September 30, 2024.

Based on the nature of the Company's contracts with customers which are recognized over a term of less than 12 months, the Company has elected to use the practical expedient whereby costs to obtain a contract are expensed as they are incurred. The Company states its revenues net of any taxes collected from customers that are required to be remitted to various government agencies. The amount of taxes collected from customers and payable to governmental entities is included on the balance sheet as part of "Accrued expenses and other current liabilities."

Disaggregation of revenues

The table below sets forth revenues by geographic region, based on ship-to destinations. Americas consists of the United States, Canada, Mexico and South America; EMEA consists of Europe, the Middle East, and Africa; and APAC consists of Japan, China, South Korea, India, Singapore, Malaysia and Australia.

(in thousands)	Year ended September 30,		
	2024	2023	2022
Americas	\$ 193,884	\$ 151,263	\$ 122,473
EMEA	92,567	71,389	62,078
APAC	26,523	22,457	19,014
Total	\$ 312,974	\$ 245,109	\$ 203,565

The table below sets forth revenues by products.

(in thousands)	Year ended September 30,		
	2024	2023	2022
Synthetic genes	\$ 92,679	\$ 73,541	\$ 61,509
Oligo pools	16,906	14,489	12,424
DNA libraries	13,933	10,201	6,149
Antibody discovery	20,328	23,172	24,171
NGS tools	169,128	123,706	99,312
Total	\$ 312,974	\$ 245,109	\$ 203,565

The table below sets forth revenues by industry.

(in thousands)	Year ended September 30,		
	2024	2023	2022
Industrial chemicals/materials	\$ 83,472	\$ 59,321	\$ 57,940
Academic research	58,452	45,847	37,097
Healthcare	168,959	137,148	106,363
Food/agriculture	2,091	2,793	2,165
Total revenues	\$ 312,974	\$ 245,109	\$ 203,565

Revenue from the United States represented 60%, 60% and 59% of the total revenue for the years ended September 30, 2024, 2023 and 2022, respectively.

Customer concentration

There are no major customers who accounted for 10% or more of the Company's revenue for the fiscal year ended September 30, 2024, September 30, 2023 and September 30, 2022.

There were no major customers who accounted for 10% or more of the net accounts receivable as of September 30, 2024. There was one customer who accounted for 10% or more of the net accounts receivable as of September 30, 2023.

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**Cash and Cash
Equivalents**

Cash and Cash Equivalents [Abstract]

Cash, Cash Equivalents, and Short-Term Investments

**12 Months Ended
Sep. 30, 2024**

Cash, cash equivalent and investments

The following table sets forth the cash and cash equivalents, and investments as of September 30, 2024:

(in thousands)	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Cash	\$ 26,458	\$ —	\$ —	\$ 26,458
Cash equivalents - money market funds	199,858	—	—	199,858
Total cash and cash equivalents	\$ 226,316	\$ —	\$ —	\$ 226,316
Short-term investments:				
U.S. government treasury bills	\$ 49,964	\$ 119	\$ —	\$ 50,083
Total short-term investments	\$ 49,964	\$ 119	\$ —	\$ 50,083
Non-current assets - equity investment in privately held companies	\$ 1,525	\$ —	\$ —	\$ 1,525
Total cash, cash equivalents and investments	\$ 277,805	\$ 119	\$ —	\$ 277,924

The following table sets forth the cash and cash equivalents, and investments as of September 30, 2023:

(in thousands)	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Cash	\$ 40,816	\$ —	\$ —	\$ 40,816
Cash equivalents - money market funds	245,654	—	—	245,654
Total cash and cash equivalents	\$ 286,470	\$ —	\$ —	\$ 286,470
Short-term investments:				
Corporate bonds	\$ 14,918	\$ —	\$ (29)	\$ 14,889
U.S. government treasury bills	35,111	—	(57)	35,054
Total short-term investments	\$ 50,029	\$ —	\$ (86)	\$ 49,943
Non-current assets - equity investment in privately held companies	3,711	—	—	3,711
Total cash, cash equivalents and investments	\$ 340,210	\$ —	\$ (86)	\$ 340,124

During the years ended September 30, 2024, 2023 and 2022, gross realized gains and losses related to our short-term investments were not material.

During the years ended September 30, 2024, 2023 and 2022, the Company did not recognize any credit losses.

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**Fair value
measurement**

**Fair Value
Disclosures
[Abstract]**

Fair value measurement

Fair value measurement

The Company determines the fair value of financial and non-financial assets and liabilities using the fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1—Quoted prices in active markets for identical assets or liabilities.

Level 2—Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considering counterparty credit risk in its assessment of fair value.

Assets measured at fair value on a recurring basis

As of September 30, 2024, financial assets measured and recognized at fair value are as follows:

(in thousands)	Level 1	Level 2	Level 3	Fair value
Assets				
Money market funds	\$ 199,858	\$ —	\$ —	\$ 199,858
U.S. government treasury bills	50,083	—	—	50,083
Total financial assets	\$ 249,941	\$ —	\$ —	\$ 249,941

As of September 30, 2023, financial assets measured and recognized at fair value are as follows:

(in thousands)	Level 1	Level 2	Level 3	Fair value
Assets				
Money market funds	\$ 245,654	\$ —	\$ —	\$ 245,654
Corporate Bonds	—	14,889	—	14,889
U.S. government treasury bills	35,054	—	—	35,054
Total financial assets	\$ 280,708	\$ 14,889	\$ —	\$ 295,597

Contractual maturities of short-term investments, as of September 30, 2024, were less than 12 months. The Company does not intend to sell the money market funds and short term investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost basis.

As of September 30, 2024 and 2023, there are no financial liabilities measured and recognized at fair value.

The following table provides a reconciliation of beginning and ending balances of the financial liabilities during the years ended September 30, 2023 and 2022:

(in thousands)	Holdbacks Level 2	Contingent consideration Level 3	Total fair value
Balance at September 30, 2022	\$ 5,093	\$ 2,100	\$ 7,193
Change in fair value	(3,326)	(2,100)	(5,426)
Settlement	(1,767)	—	(1,767)
Balance at September 30, 2023	\$ —	\$ —	\$ —

In June 2023, the indemnity holdback period ended, and the Company issued 104,727 shares valued of its common stock at \$1.8 million along with an immaterial cash payment for fractional shares to satisfy the indemnity holdback. The estimated fair value of the holdback liability decreased as a result of the change in the Company’s stock price between September 30, 2022 and the date of settlement of the holdback liability.

At September 30, 2022, the contingent consideration liability in connection with the acquisition of AbX Biologics, Inc., a privately-held company providing in vivo antibody discovery services (“Abveris”) was \$2.1 million based on management’s determined that the revenue target for the calendar year 2022 was probable of being achieved. During the year September 30, 2023, management determined that the revenue target for the calendar year 2022 was not achieved, and therefore, a change in fair value of contingent consideration of \$2.1 million was recognized, resulting in the extinguishment of the contingent consideration liability of \$2.1 million.

Assets and liabilities without readily determinable values measured on a non-recurring basis

During 2021 and as amended in 2022, the Company entered into convertible promissory note agreements with a privately held company (“Borrower”) pursuant to which the Company agreed to loan to the Borrower \$3.5 million in a series of loan installments, evidenced by a convertible promissory note having a maturity date of May 1, 2023 (“Convertible Note”). The

Convertible Note included an option to convert the Convertible note into the Borrower’s equity at the Borrower’s next round of equity financing, and accrued interest at a rate of 4% per annum. In April 2023, the Company exercised the option and the Borrower issued to the Company ordinary shares which represent a 15% equity interest. As of September 30, 2024, the Company’s equity investments were categorized as Level 3 within the fair value hierarchy.

The equity investment held by the company is a VIE, but the Company is not the primary beneficiary. The Company does not have the power to direct the activities that most significantly impact the economic performance of the investee. The Company’s maximum exposure to loss from this VIE consists of equity investment of \$1.5 million. Equity investments held by the Company lack readily determinable fair values and therefore the securities are measured at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or similar equity securities of the same issuer. The Company reviews the carrying value of its equity investments for impairment whenever events or changes in business circumstances indicate the carrying amount of such asset may not be fully recoverable. Impairments, if any, are based on the excess of the carrying amount over the recoverable amount of the asset. The Company recorded \$2.2 million of impairments during the years ended September 30, 2024. There were no such impairments during the years ended September 30, 2023 and 2022.

Changes in level 3 financial assets and liabilities

There were no transfers between Level 1, Level 2 and Level 3 in the periods presented.

The following table provides a reconciliation of beginning and ending balances of the Level 3 financial assets and liabilities during the years ended September 30, 2024 and 2023:

(in thousands)	Contingent consideration	Equity investments
Balance as of September 30, 2022	\$ 2,100	\$ 3,711
Change in fair value	(2,100)	—
Additions during the year	—	—
Balance as of September 30, 2023	\$ —	\$ 3,711
Additions during the year	—	—
Impairment	—	(2,186)
Balance as of September 30, 2024	\$ —	\$ 1,525

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Balance sheet components

Balance Sheet
Related Disclosures
[Abstract]
Balance sheet components

12 Months Ended
Sep. 30, 2024

**Balance sheet components
Inventories**

Inventories consist of the following:

(in thousands)	September 30,	
	2024	2023
Raw Materials	\$ 17,316	\$ 27,024
Work-in-process	2,146	1,113
Finished Goods	4,616	3,926
	\$ 24,078	\$ 32,063

There is no consigned inventory balance as of September 30, 2024 and 2023.

Property and Equipment, net

Property and Equipment, net consists of the following:

(in thousands)	September 30,	
	2024	2023
Laboratory equipment	\$ 99,528	\$ 104,508
Furniture, fixtures and other equipment	2,944	3,484
Vehicles	211	85
Computer equipment	3,249	3,103
Computer software	10,095	5,507
Leasehold improvements	57,448	57,271
Construction in progress	4,688	8,528
	\$ 178,163	\$ 182,486
Less: Accumulated depreciation and amortization	(75,643)	(50,656)
	\$ 102,520	\$ 131,830

Construction in progress mainly represents equipment costs and internal use software development costs. For the year ended September 30, 2024 and 2023 the total depreciation and amortization expense was \$27.3 million and \$24.1 million, respectively. During the years ended September 30, 2024 and 2023, the Company recognized impairment of property and equipment of \$44.9 million and \$6.8 million, respectively. See Note 15 for details.

The net book value of capitalized computer software held for internal use included in property and equipment, net were \$5.2 million and \$3.2 million as of September 30, 2024 and 2023, respectively. For the year ended September 30, 2024 and 2023, the amortization expense of capitalized computer software held for internal use was \$2.6 million and \$0.9 million, respectively.

Property and equipment, net located in the United States were \$102.3 million and \$131.2 million as of September 30, 2024 and 2023, respectively. Property and equipment, net located outside of the United States were \$0.2 million and \$0.6 million as of September 30, 2024 and 2023, respectively.

Other current liabilities

Other current liabilities consist of the following:

(in thousands)	September 30,	
	2024	2023
Income and other taxes payable	\$ 2,725	\$ 4,374
Contract liabilities	2,131	2,999
Other current liabilities	961	430
	\$ 5,817	\$ 7,803

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Goodwill and intangible assets

Goodwill and Intangible Assets Disclosure
[Abstract]
Goodwill and intangible assets

12 Months Ended
Sep. 30, 2024

Goodwill and intangible assets

Total amortization expense related to intangible assets was \$4.1 million, \$5.3 million, and \$4.9 million for the years ended September 30, 2024, 2023 and 2022, respectively.

The goodwill balance is presented below:

(in thousands)	September 30,	
	2024	2023
Balance at beginning of year	85,811	85,811
Balance at end of year	\$ 85,811	\$ 85,811

The finite-lived intangible assets balances are presented below:

September 30, 2024					
(in thousands, except for years)	Weighted average Amortization period in years	Gross carrying amount	Impairment	Accumulated amortization	Net book value
Developed Technology	17	\$ 50,020	\$ (25,198)	\$ (10,344)	\$ 14,478
Customer Relationships	—	15,210	(10,541)	(4,669)	—
Tradenames & Trademarks	—	900	(125)	(775)	—
Total finite-lived intangible assets		\$ 66,130	\$ (35,864)	\$ (15,788)	\$ 14,478

(in thousands, except for years)	September 30, 2023			
	Weighted average Amortization period in years	Gross carrying amount	Accumulated amortization	Net book value
Developed Technology	15	\$ 50,020	\$ (7,636)	\$ 42,384
Customer Relationships	11	15,210	(3,461)	11,749
Tradenames & Trademarks	3	900	(550)	350
Total finite-lived intangible assets		\$ 66,130	\$ (11,647)	\$ 54,483

Future annual amortization expense is as follows (in thousands):

Years ending September 30,	
2025	\$ 1,053
2026	1,053
2027	1,053
2028	1,053
2029	1,053
Thereafter	9,213
	\$ 14,478

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Leases

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

12 Months Ended
Sep. 30, 2024

Leases

The Company leases certain of its facilities under non-cancellable operating leases expiring at various dates through 2044. The Company is also responsible for utilities, maintenance, insurance, and property taxes under these leases. Our lease payments consist primarily of fixed rental payments for the right to use the underlying leased assets over the lease terms, as well as payments for common-area-maintenance and administrative services. We often receive customary incentives from our landlords, such as reimbursements for tenant improvements and rent abatement periods, which effectively reduce the total lease payments owed for these leases. Leases are classified as operating or financing at commencement. We do not have any material financing leases.

Certain leases include options to renew or terminate at the Company's discretion. The lease terms include periods covered by these options if it is reasonably certain the Company will renew or not terminate. The Company's lease agreements do not contain any material residual value guarantees or restrictive covenants.

On May 30, 2023, Abyteris, the Company's subsidiary, entered into an amendment to its existing lease agreement for approximately 17,200 square-feet primarily consisting of two additional spaces located in Quincy, Massachusetts, to further expand operations. The term of the lease for both spaces ends on August 31, 2032. The Company has two options to extend the term for five years. The Company does not have reasonable certainty that these options will be exercised. Upon execution of the lease agreement, the Company provided the landlord an additional approximate \$0.5 million irrevocable letter of credit as a security deposit. The annual base rent for premises A will increase by 2.0% each year for the first two years and then 2.75% for each year thereafter plus certain operating expenses. The annual base rent for premises B will increase by 2.75% each year, plus certain operating expenses. The Company has the right to sublease the facility, subject to landlord consent. The premises A and B lease commenced in June 2023 and August 2023, respectively. As of the lease commencement dates, the total future minimum lease payments under the agreement was \$8.6 million.

The following table presents the Company's right-of-use assets and lease liabilities related to the Company's operating leases as of September 30, 2024 and 2023 is as follows:

(in thousands)	September 30,	
	2024	2023
Assets:		
Operating lease right-of-use-assets	\$ 58,829	\$ 71,531
Current liabilities:		
Current portion of operating lease liabilities	\$ 14,805	\$ 14,896
Noncurrent liabilities:		
Operating lease liabilities, net of current portion	\$ 70,221	\$ 79,173

Future minimum lease payments under all non-cancelable operating leases as of September 30, 2024 are as follows:

(in thousands)	Operating leases	
Years ending September 30:		
2025	\$	14,814
2026		13,885
2027		8,371
2028		8,471
2029		6,609
Thereafter		81,405
Total minimum lease payments	\$	133,555
Less: imputed interest		(48,529)
Total operating lease liabilities	\$	85,026
Less: current portion		(14,805)
Operating lease liabilities, net of current portion	\$	70,221

The components of lease expense and supplemental information were as follows:

(in thousands except years and percentage)	September 30,	
	2024	2023
Operating lease costs	\$ 15,637	\$ 16,182
Variable lease costs	7,724	6,194
Weighted-average remaining lease term (in years) - operating leases	15.21 years	15.37 years
Weighted-average discount rate - operating leases	6.52 %	6.54 %

Supplemental cash flow information related to leases are as follows:

(in thousands)	September 30,	
	2024	2023
Cash payments included in the measurement of operating lease liabilities	\$ 14,707	\$ 14,604

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Commitments and contingencies

[Commitments and Contingencies Disclosure \[Abstract\]](#)
[Commitments and contingencies](#)

12 Months Ended
Sep. 30, 2024

Commitments and contingencies
Legal Proceedings

The Company may be subject to litigation, claims and disputes in the ordinary course of business. Certain significant matters are described below. We recognize accruals for matters to the extent that we conclude that a loss is both probable and reasonably estimable. If we determine that a material loss is reasonably possible and the loss or range of loss can be estimated, we disclose the possible loss.

Securities Class Action

On December 12, 2022, a putative securities class action lawsuit captioned Peters v. Twist Bioscience Corporation, et al., Case No. 22-cv-08168 (N.D. Cal.) ("Securities Class Action") was filed in federal court in the Northern District of California ("Court") against the Company, its Chief Executive Officer, and its Chief Financial Officer (the "Defendants") alleging violations of federal securities laws. The Securities Class Action's claims are based in large part on allegations made in a report issued on November 15, 2022 by Scorpion Capital ("Scorpion Report") concerning, among other things, the Company's DNA chip technology and accounting practices. The initial complaint filed in the Securities Class Action alleges that various statements that the defendants made between December 13, 2019 and November 14, 2022 were materially false and misleading in light of the allegations in the Scorpion Report. The plaintiff who initiated the lawsuit sought to represent a class of shareholders who acquired shares of the Company's common stock between December 13, 2019 and November 14, 2022 and sought damages as well as certain other costs. On July 28, 2023, the Court appointed a new plaintiff, not the original plaintiff who filed the case, as lead plaintiff in the case and appointed a new law firm as lead counsel. On October 11, 2023, the lead plaintiff filed an amended complaint. The amended complaint is purportedly brought on behalf of all persons other than the Defendants who acquired the Company's securities between December 20, 2018 and November 15, 2022. The amended complaint alleges that certain statements regarding, among other things, the Company's DNA products and accounting practices were false and misleading.

This case remains in the preliminary stage. Given the inherent uncertainty of litigation and the legal standards that must be met, including class certification and success on the merits, the Company cannot express an opinion on the likelihood of an unfavorable outcome or on the amount or range of any potential loss. The Company and the other defendants intend to vigorously defend themselves against the claims asserted against them and filed a motion to dismiss the amended complaint on December 6, 2023. A hearing on the motion to dismiss was held on November 13, 2024 and the Company is now awaiting the judge's decision.

Derivative Action

On September 25, 2023, a shareholder derivative suit captioned Shumacher vs. Leproust et al., No. 1:23-cv-01048-UNA, was filed in the United States District Court for the District of Delaware against directors of the Company and an employee (the "Derivative Action"). The suit is based on substantially the same allegations in the Securities Class Action and seeks to recover, on behalf of the Company, damages to the Company arising from, among other things, the Securities Class Action. On November 13, 2023, the parties to the Derivative Action entered into a stipulation staying the Derivative Action pending resolution of the anticipated motion to dismiss the defendants have filed in the Securities Class Action.

Indemnifications

In the ordinary course of business, the Company enters into agreements that may include indemnification provisions. Pursuant to such agreements, the Company may indemnify, hold harmless and defend the indemnified parties for losses suffered or incurred by the indemnified party. Some of the provisions will limit losses to those arising from third-party actions. In some cases, the indemnification will continue after the termination of the agreement. The maximum potential amount of future payments the Company could be required to make under these provisions is not determinable. To date, the Company has not incurred material costs to defend lawsuits or settle claims related to these indemnification provisions. From time to time, the Company has entered into indemnification agreements with its directors and officers that requires it to indemnify its directors and officers against liabilities that may arise by reason of their status or service as directors or officers to the fullest extent permitted by law. The Company also has directors' and officers' insurance.

[XML 49 R19.htm IDEA: XBRL DOCUMENT](#)

Related party

12 Months Ended

Income taxes

Related party transactionsDuring the years ended September 30, 2024, 2023 and 2022, the Company purchased raw materials from related parties in the amount of \$4.4 million, \$6.8 million and \$8.0 million, respectively. During the years ended September 30, 2024, 2023 and 2022, the Company recognized revenues from the related parties in the amount of \$12.1 million, \$5.9 million and \$3.5 million, respectively. Payable balances with the related parties were immaterial as of September 30, 2024, 2023 and 2022. Receivable balances with the related parties were \$0.5 million and \$1.7 million as of September 30, 2024 and 2023, respectively.

12 Months Ended
Sep. 30, 2024

Income taxes

The Company recorded income tax expense of \$0.6 million and \$1.2 million for the years ended September 30, 2024 and 2023, respectively. The Company recorded an income tax benefit of \$10.4 million for the year ended September 30, 2022.

The domestic and foreign components of pre-tax loss for the years ended September 30, 2024, 2023, and 2022 are as follows:

(in thousands)	Year ended September 30,		
	2024	2023	2022
US	\$ (209,545)	\$ (205,389)	\$ (231,659)
Foreign	1,379	1,923	3,385
Total	\$ (208,166)	\$ (203,466)	\$ (228,274)

The components of the income tax expense for the years ended September 30, 2024, 2023, and 2022 are as follows:

(in thousands)	Year ended September 30,		
	2024	2023	2022
Current			
Federal	\$ —	\$ —	\$ —
State	20	9	(1)
Foreign	540	1,143	767
Total current	\$ 560	\$ 1,152	\$ 766
Deferred			
Federal	\$ —	\$ —	\$ (9,765)
State	—	—	(1,412)
Foreign	—	—	—
Total deferred	\$ —	\$ —	\$ (11,177)
Total provision (benefit)	\$ 560	\$ 1,152	\$ (10,411)

The following is a reconciliation of the statutory federal income tax rate to the Company's effective tax rate for the years ended September 30, 2024, 2023, and 2022:

	Year ended September 30,		
	2024	2023	2022
Tax expense computed at the federal statutory rate	21 %	21 %	21 %
Change in valuation allowance	(22)%	(25)%	(13)%
Research and development credit benefit	3 %	5 %	4 %
Business combination	— %	— %	(4)%
Stock-based compensation	(1)%	(1)%	(1)%
Change in fair value of contingent consideration and holdbacks	— %	1 %	(1)%
Gain on deconsolidation of variable interest entity	— %	— %	(1)%
Others	(1)%	(2)%	— %
Total income tax expense	— %	(1)%	5 %

The significant components of the Company's deferred tax assets and liabilities are as follows for the years ended September 30, 2024, and 2023:

(in thousands)	September 30,	
	2024	2023
Net operating loss carryforwards	\$ 226,959	\$ 209,338
Research and development credit carryforwards	59,578	49,454
Capitalized research and development	43,232	30,599
Operating lease liability	21,377	22,921
Stock-based compensation	13,384	13,858
Other	14,310	8,107
Gross deferred tax assets	\$ 378,840	\$ 334,277
Less: Valuation allowance	(360,594)	(302,381)
Net deferred tax assets	\$ 18,246	\$ 31,896
Fixed assets	\$ —	\$ (1,363)
Operating lease right-of-use asset	(14,786)	(17,417)
Intangible assets	(3,460)	(13,116)
Gross deferred tax liabilities	\$ (18,246)	\$ (31,896)
Total net deferred tax asset	\$ —	\$ —

Based on the available objective evidence, management believes it is more likely than not that the deferred tax assets will not be fully realizable. Accordingly, the Company has provided a full valuation allowance against its deferred tax assets at September 30, 2024 and 2023. The valuation allowance was \$360.6 million and \$302.4 million as of September 30, 2024 and 2023, respectively. The change in the valuation allowance was mainly due to an increase in the net operating loss, research and development credits and capitalized research and development during the fiscal year 2024.

The Company intends to continue maintaining a full valuation allowance on the Company's deferred tax assets until there is sufficient evidence to support the reversal of all or some portion of the allowance. The release of all, or a portion, of the valuation allowance would result in the recognition of certain deferred tax assets and a decrease to income tax expense for the period the release is recorded.

As of September 30, 2024, the Company had net operating loss carryforwards of approximately \$903.1 million and \$588.4 million available to reduce future taxable income, if any, for federal and state income tax purposes, respectively. Of the total federal net operating loss carryforwards, \$702.0 million never expires and the remaining carryforwards of \$201.1 million expire at various dates beginning in 2032 through 2038. Of the total state net operating loss carryforwards, the California State tax loss carryforwards of \$29.7 million begin to expire in 2033 and the remaining carryforwards of \$293.6 million for other states begin to expire at various dates beginning 2025 and beyond.

The Company also had federal and state research and development credit carryforwards of approximately \$51.0 million and \$34.4 million, respectively, at September 30, 2024. The federal credits will expire starting in 2033 if not utilized. The California research and development credits have no expiration date. Utilization of the net operating losses and tax credits

is subject to annual limitation due to the ownership change limitations provided by the Internal Revenue Code and similar state provisions. Such annual limitations may result in the expiration of the net operating losses and tax credits before utilization.

The provisions of ASC 740-10, *Accounting for Uncertainty in Income Taxes*, prescribe a comprehensive model for the recognition, measurement, and presentation and disclosure in financial statements of any uncertain tax positions that have been taken or expected to be taken on a tax return. The Company has identified uncertain tax positions related to federal and state research and development credits and foreign jurisdictions.

The aggregate changes in the balance of gross unrecognized tax benefits are as follows:

(in thousands)	Federal and state
Balance as of September 30, 2021	\$ 7,437
Increases related to tax positions taken during 2022	5,082
Increases related to tax positions taken in the prior year	864
Balance as of September 30, 2022	\$ 13,383
Increases related to tax positions taken during 2023	5,043
Increases related to tax positions taken in the prior year	759
Balance as of September 30, 2023	\$ 19,185
Increases related to tax positions taken during 2024	\$ 3,354
decreases related to tax positions taken in the prior year	(127)
Balance as of September 30, 2024	\$ 22,412

The Company does not expect a material change in unrecognized tax benefits in the next twelve months. As of September 30, 2024 and 2023, approximately \$0.4 million and \$0.4 million of unrecognized tax benefit would, if recognized, impact the Company's effective income tax rate, respectively.

It is the Company's policy to include penalties and interest expense related to income taxes as a component of other expense and interest expense, respectively, as necessary. The Company's management determined that no accrual for interest and penalties was required as of September 30, 2024 and 2023.

The Company's files federal and state income tax returns with varying statutes of limitations. All tax years remain open to examination due to the carryover of net operating losses or tax credits. The Company currently has no federal or state tax examinations in progress.

In fiscal year 2022, the Company began recognizing an additional component of total Federal tax expense, the tax on Global Intangible Low-Taxed Income ("GILTI") provision of the Tax Act, which became applicable to the Company in fiscal year 2022. The Company elected to account for GILTI as a period cost, and therefore included GILTI expense in the effective tax rate calculation. This provision did not have a material effect on the effective tax rate for the years ended September 30, 2024, 2023 and 2022.

[Equity \[Abstract\]](#)
[Common stock](#)

Common stock

As of September 30, 2024, the Company had reserved sufficient shares of common stock with a par value of \$0.00001 per share for issuance upon exercise of outstanding stock options. Each share of common stock is entitled to one vote. The holders of shares of common stock are also entitled to receive dividends whenever funds are legally available and when declared by the board of directors. In February 2022, the Company completed an underwritten public offering of 5,227,272 shares of its common stock at a price to the public of \$55.00 per share, including the full exercise of underwriters’ option to purchase an additional 681,818 shares of common stock. The Company received total net proceeds from the offering of \$269.8 million, net of underwriting discounts and commissions and offering expenses.

[XML 52 R22.htm IDEA: XBRL DOCUMENT](#)

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

12 Months Ended
Sep. 30, 2024

Stock-based compensation
2018 Equity Incentive Plan

On September 26, 2018, the board of directors adopted the 2018 Equity Incentive Plan (the 2018 Plan) as a successor to the 2013 Stock Plan (the 2013 Plan). The maximum aggregate number of shares that may be issued under the 2018 Plan is 6,856,405 of the Company’s common stock. The number of shares reserved for issuance under the 2018 Plan will be increased automatically on the first day of each fiscal year, following the fiscal year in which the 2018 Plan became effective, by a number equal to the least of 999,900, 4% of the shares of common stock outstanding at that time, or such number of shares determined by the Company’s board of directors. The common shares issuable under the 2018 Plan are registered pursuant to a registration statement on Form S-8 on November 1, 2018.

Inducement Equity Incentive Plan

On August 22, 2023, the board of directors adopted an inducement equity incentive plan (the “Inducement Plan). The maximum aggregate number of shares that may be issued under the Inducement Plan is 700,000 of the Company’s common stock. The Inducement Plan permits the grant of non-statutory stock options, restricted stock, restricted stock units, stock appreciation rights, performance units and performance shares. The shares issuable under the Inducement Plan are registered pursuant to a registration statement on Form S-8 filed with the Securities and Exchange Commission on August 25, 2023.

As of September 30, 2024, a total of 1,618,728 shares of the Company’s common stock have been reserved for issuance under the 2018 Plan and the Inducement Plan.

Any shares subject to outstanding awards under the 2013 Plan that are canceled or repurchased subsequent to the 2018 Plan’s effective date are returned to the pool of shares reserved for issuance under the 2018 Plan. Awards granted under the 2018 Plan may be non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, and performance units.

Restricted Stock Units

Restricted stock consists of restricted stock unit awards (RSUs) which have been granted to employees and non-employee directors. The value of an RSU award is based on the Company’s stock price on the date of grant. Employee grants generally vest over four years and non-employee director grants generally vest over one year. Forfeitures of RSUs are recognized as they occur. The shares underlying the RSU awards are not issued until the RSUs vest. Upon vesting, each RSU converts into one share of the Company’s common stock.

Activity with respect to the Company’s restricted stock units during the year ended September 30, 2024 is as follows:

(In thousands, except per share data)	Shares	Weighted average grant date fair value per share
Nonvested shares at September 30, 2023	1,620	\$ 40.73
Granted	1,523	\$ 28.01
Vested/Issued	(786)	\$ 39.39
Forfeited	(393)	\$ 37.29
Nonvested shares at September 30, 2024	1,964	\$ 32.13

As of September 30, 2024, there was \$55.9 million of total unrecognized compensation cost related to these issuances that is expected to be recognized over a weighted average period of 2.5 years. The total grant date fair value of RSUs awarded during the year ended September 30, 2024, 2023 and 2022 were \$42.7 million, \$32.2 million and \$96.2 million, respectively. The total grant date fair value of RSUs vested during the year ended September 30, 2024, 2023 and 2022 were \$31.0 million, \$33.7 million and \$27.1 million, respectively.

Performance Stock Units

Performance stock unit awards (“PSUs”) granted to Company executives will vest upon achievement of multiple year revenue, gross profit and cash balance metrics as determined by the board of directors, and to certain non-employee consultants will vest upon achievement of operational milestones. Stock compensation expense for PSUs is recorded over the vesting period based on the grant date fair value of the awards and probability of the achievement of specified performance targets. The grant date fair value is equal to the closing share price of the Company’s common stock on the date of grant. For Company executives, PSUs generally vest over a two to three-year service period following the grant date, provided that the recipient is a Company employee at the time of vesting and the performance targets applicable to each award are achieved. For non-employees, PSUs generally vest over a one to three-year service period following the grant date, provided that the performance targets applicable to each award are achieved. The percentage of PSUs that vest

will depend on the achievement of specified performance targets at the end of the performance period and can range from 0% to 150% of the number of units granted. Any PSUs that are unvested at the end of the performance period are forfeited. Forfeitures of PSUs are recognized as they occur.

Activity under the PSUs during the year ended September 30, 2024 is summarized below:

(In thousands, except per share data)	Shares	Weighted average grant date fair value per share
Nonvested shares at September 30, 2023	932	\$ 36.82
Granted	617	\$ 18.71
Vested/Issued	(87)	\$ 79.66
Forfeited	(296)	\$ 25.19
Nonvested shares at September 30, 2024	1,166	\$ 27.01

As of September 30, 2024, the unrecognized compensation costs related to these awards was \$9.5 million, based on the maximum achievement of the performance targets. The Company expects to recognize those costs over a weighted average period of 1.4 years. The total grant date fair value of PSUs awarded during the year ended September 30, 2024, 2023 and 2022 were \$11.5 million, \$21.2 million and \$49.0 million, respectively. The total grant date fair value of PSUs vested during the year ended September 30, 2024, 2023 and 2022 were \$6.9 million, \$1.8 million and \$0.5 million, respectively.

Options

Options are generally granted to employees and were granted to non-employee directors until fiscal year 2022. Stock options entitle the holder to purchase, at the end of the vesting term, a specified number of shares of Company common stock at an exercise price per share equal to the closing market price of the common stock on the date of grant. Stock options have a contractual life from the date of the grant and a vesting schedule as established by the board of directors. The maximum term of stock options granted under the 2018 Plan is 10 years and the awards generally vest over a four-year period. Forfeitures of options are recognized as they occur. The fair value of each services based stock option grant is estimated on the date of grant using the Black-Scholes option-pricing model. The Company historically had been a private company and lacked company-specific historical and implied volatility information for its stock. Therefore, it estimated its expected stock price volatility based on the historical volatility of publicly traded peer companies and utilized the “simplified” method for awards that qualify as “plain-vanilla” options. As determined under the simplified method, the expected term of stock options granted is calculated based on contractual and vesting terms of the option award, the risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect at the time of grant of the award for time periods approximately equal to the expected term of the award and the expected dividend yield is zero based on the fact that the Company has never paid cash dividends on common stock and does not expect to pay any cash dividends in the foreseeable future.

Options activity during the year ended September 30, 2024 is summarized below:

(In thousands, except per share data)	Shares	Weighted average exercise price per share	Weighted average remaining contractual term (years)	Aggregate intrinsic value
Outstanding at September 30, 2023	2,119	\$ 24.18	5.25	\$ 6,715
Forfeited	(116)	\$ 38.41	—	\$ —
Exercised	(384)	\$ 18.50	—	\$ 9,202
Outstanding at September 30, 2024	1,619	\$ 24.51	4.27	\$ 36,798
Nonvested at September 30, 2024	3	\$ 106.55	6.94	\$ —
Exercisable at September 30, 2024	1,616	\$ 24.35	4.27	\$ 36,798

As of September 30, 2024, the unrecognized compensation costs related to these awards was \$0.2 million. The Company expects to recognize those costs over a weighted average period of 1.0 years. The Company did not grant any options during the year ended September 30, 2024 and 2023. The total grant date fair value of stock options awarded during the

year ended September 30, 2022 was \$15.8 million. The aggregate intrinsic value of stock options exercised during the year ended September 30, 2023 and 2022 were \$1.1 million and \$31.9 million, respectively.

The fair value of options granted during the year ended September 30, 2022 were calculated using the weighted average assumptions set forth below:

	Year ended September 30, 2022
Expected term (years)	6.0
Expected volatility	70.7 %
Risk-free interest rate	1.4 %
Dividend yield	—%

Performance Stock Options

On September 1, 2020, the board of directors approved the implementation of a revised annual equity award program for executive officers, senior level employees and consultants to be granted as performance-based stock options (“PSOs”) under the 2018 Plan. The PSOs issued to executive officers and senior level employees vested in prior years. The number of PSOs ultimately earned under the awards to a consultant is calculated based on the achievement of certain operational milestones. The maximum term of performance stock options granted under the 2018 Plan is 10 years for both employees and non-employees. The awards generally vest over a two-year period for executive officers and senior level employees. Awards to non-employees generally vest over a five-year period.

The provisions of the PSO are considered a performance condition, and the effects of that performance condition are not reflected in the grant date fair value of the awards. The Company used the Black-Scholes method to calculate the fair value at the grant date without regard to the vesting condition and will recognize compensation cost for the options that are expected to vest. Forfeitures of PSOs are recognized as they occur. The Company reassesses the probability of the performance condition at each reporting period and adjusts the compensation cost based on the probability assessment. As of September 30, 2024, the Company determined that 30,000 shares are expected to vest based on the probability of the performance condition that will be achieved under this equity award program.

Activity under the PSOs during the year ended September 30, 2024 is summarized below:

(In thousands, except per share data)	Shares	Weighted average exercise price per share	Weighted average remaining contractual term (years)	Aggregate intrinsic value
Outstanding at September 30, 2023	289	\$ 60.82	7.37	\$ —
Forfeited	(17)	77.10	—	—
Outstanding at September 30, 2024	272	\$ 59.83	6.39	\$ 1,042
Nonvested at September 30, 2024	30	\$ 31.29	7.57	\$ 417
Exercisable at September 30, 2024	242	\$ 63.36	6.24	\$ 625

As of September 30, 2024, the unrecognized compensation costs related to these awards was \$0.1 million. The Company expects to recognize those costs over a weighted average period of 0.6 years. The Company did not grant any PSOs during the year ended September 30, 2024 and 2023. The total grant date fair value of PSOs awarded during the year ended September 30, 2022 was \$1.5 million.

The fair values of PSOs granted during the year ended September 30, 2022 were calculated using the weighted average assumptions set forth below:

	Year ended September 30, 2022
Expected term (years)	5.9
Expected volatility	70.9%
Risk-free interest rate	2.8%
Dividend yield	—%

Stock-based compensation

Total stock-based compensation expense recognized were as follows:

(in thousands)	2024	Year ended September 30, 2023	2022
Cost of revenues	\$ 4,012	\$ 4,562	\$ 4,587
Research and development	11,199	13,944	19,541
Selling, general and administrative	35,714	11,772	54,905
Total stock-based compensation	\$ 50,925	\$ 30,278	\$ 79,033

An immaterial amount of stock-based compensation expense was capitalized to inventories attributable to employees who support the manufacturing of the Company's products for the years ended September 30, 2024 and 2023. The balance sheet as of September 30, 2024 and 2023 includes \$1.3 million and \$1.2 million, respectively, of stock-based compensation primarily related to implementation of the Company's lab production software system and order management system, which was capitalized in property and equipment.

The total amount of share-based liabilities settled was \$5.9 million for the year ended September 30, 2023. The settlement of the liabilities related to the issuance of contingent consideration and indemnity holdbacks associated with Abveris and iGenomX acquisition.

2018 Employee Stock Purchase Plan

On September 26, 2018, the board of directors adopted the 2018 Employee Stock Purchase Plan (the 2018 ESPP). A total of 275,225 shares of the Company's common stock have been reserved for issuance under the 2018 ESPP. The number of shares reserved for issuance under the 2018 ESPP will be increased automatically on the first day of each fiscal year, following the fiscal year in which the 2018 ESPP becomes effective, by a number equal to the least of 249,470 shares, 1% of the shares of common stock outstanding at that time, or such number of shares determined by the Company's board of directors. The number of shares reserved for issuance as at September 30, 2024 is as follows:

(In thousands)	Shares available
Outstanding at September 30, 2023	539
Additional shares authorized	249
Shares issued during the period	(177)
Outstanding at September 30, 2024	611

Subject to any plan limitations, the 2018 ESPP allows eligible service providers (through qualified and non-qualified offerings) to contribute, normally through payroll deductions, up to 15% of their earnings for the purchase of the Company's common stock at a discounted price per share. The offering periods are beginning in February and August of each year, except the initial offering period which commenced with the initial public offering in October 2018 and ended on August 20, 2019. The common shares issuable under the 2018 ESPP were registered pursuant to a registration statement on Form S-8 on November 26, 2018.

Unless otherwise determined by the board of directors, the Company's common stock will be purchased for the accounts of employees participating in the 2018 ESPP at a price per share that is the lesser of 85% of the fair market value of the Company's common stock on the first trading day of the offering period, which for the initial offering period is the price at

which shares of the Company's common stock were first sold to the public, or 85% of the fair market value of the Company's common stock on the last trading day of the offering period. During the years ended September 30, 2024, the Company recorded \$1.6 million expense related to the 2018 ESPP. During the years ended September 30, 2023 and 2022 activity under the 2018 ESPP was immaterial.

401(k) Savings Plan

During 2018, the Company adopted a 401(k) savings plan for the benefit of its employees. In January 2022, the Company modified its plan to include an employer matching contribution. The Company is required to make matching contributions to the 401(k) plan equal to 50% of the first 6% of wages deferred by each participating employee. For the year ended September 30, 2024 and 2023, the Company incurred expenses for employer matching contributions of \$2.6 million and \$2.8 million, respectively.

Abveris Acquisition

On December 1, 2021, the Company completed the acquisition of Abveris and granted certain equity awards to new employees. These equity awards included up to 231,876 restricted shares of the Company's common stock which are issuable based on achievement of the 2023 calendar revenue target, which had an aggregate grant date fair value of \$20.1 million. In addition, all employees must remain employed through the payout date, and certain employees have an additional vesting period of up to two years from the acquisition date. The vesting upon achievement of the 2023 calendar revenue target is considered a performance condition, and the effects of that performance condition are not reflected in the grant date fair value of the awards. The Company used the stock price as of December 1, 2021 for the fair value of restricted shares.

At September 30, 2022, management determined that the performance condition relating to these awards was probable of being achieved, and cumulative stock-based compensation expense of \$9.9 million was recognized during the year ended September 30, 2022. At December 31, 2022, management determined that the performance condition was not achieved, and therefore the cumulative stock-based compensation expense recognized to date was reversed, resulting in a reduction of stock compensation expense of \$9.9 million in the three months ended December 31, 2022.

[XML 53 R23.htm IDEA: XBRL DOCUMENT](#)

Net loss per share attributable to common stockholders

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

[Net loss per share attributable to common stockholders](#)

**12 Months Ended
Sep. 30, 2024**

Net loss per share attributable to common stockholders

The following table sets forth the computation of the Company's basic and diluted net loss per share attributable to common stockholders:

(In thousands, except per share data)	2024	Year ended September 30, 2023	2022
Numerator:			
Net loss attributable to common stockholders	\$ (208,726)	\$ (204,618)	\$ (217,863)
Denominator:			
Weighted-average shares used in computing net loss per share, basic and diluted	58,016	56,885	53,885
Net loss per share attributable to common stockholders, basic and diluted	\$ (3.60)	\$ (3.60)	\$ (4.04)

The potentially dilutive common shares that were excluded from the calculation of diluted net loss per share because their effect would have been antidilutive for the periods presented are as follows:

(in thousands)	2024	Year ended September 30, 2023	2022
Shares subject to options to purchase common stock	1,891	2,408	2,765
Unvested restricted stock units and performance stock units	3,130	2552	2095
Shares subject to employee stock purchase plan	69	118	97
Total	5,090	5,078	4,957

[XML 54 R24.htm IDEA: XBRL DOCUMENT](#)

Impairment of long-lived assets

[Restructuring and Related Activities \[Abstract\]](#)

[Impairment of long-lived assets](#)

Impairment of long-lived assets

On June 30, 2024, the Company identified an impairment indicator with respect to an asset group associated with our antibody discovery services product line ("Biopharma asset group") due to lower than forecasted revenues. Therefore, the Company performed a recoverability test of long-lived assets by comparing the Biopharma asset group's net book value to its future undiscounted net cash flows. The Company concluded that the carrying value of the Biopharma asset group was not recoverable as it exceeded the future undiscounted cash flows the assets are expected to generate from their use and eventual disposition.

To measure the impairment loss, the Company estimated the fair value of the Biopharma asset group by applying a discounted cash flow method. In applying the discounted cash flow method, the Company made certain estimates and assumptions including, among others, the level and timing of revenues, operating expenses, working capital and discount rate. The Company used a discount rate of approximately 14%, which considers the inherent risks associated with the Biopharma asset group.

The allocated impairment loss to any individual long-lived asset within the long-lived asset group cannot reduce the carrying amount of that long-lived asset below its fair value. Accordingly, the Company determined the fair value of the long-lived assets within the Biopharma asset group based on their highest and best use. These assets include intangible assets, property and equipment, and right-of-use assets. The Company estimated the fair value of the developed technology intangible asset and the customer relationships intangible asset using an excess earnings model (income approach). The Company estimated the fair value of the trade name intangible asset using a relief from royalty approach. In applying these valuation methods to the intangible assets, the Company made certain estimates and assumptions including the level and timing of expected cash flows and discount rate, which is consistent with the 14% discount rate noted above. The Company determined the fair value of property and equipment based on a market approach. The Company determined the fair value of the lease right-of-use assets by applying a present value technique to the estimated market rate rental cash flows. Assumptions used to determine the fair values of certain lease right-of-use assets included estimated market rent and the discount rate.

These fair value measurements were based on significant inputs not observable in the market and thus represent a Level 3 measurement. The Company believes the level and timing of expected future cash flows appropriately reflects market participant assumptions.

**12 Months Ended
Sep. 30, 2024**

As a result of allocating the impairment, the Company recorded the following impairment charges, which are included in “Impairment of long-lived assets” on our consolidated statements of operations and comprehensive loss for the year ended September 30, 2024:

(in thousands)	Year ended September 30,			
	2024	2023	2022	
Property and equipment	\$ 9,066	\$ 6,785	\$ —	
Finite-lived intangible assets	35,864	—	—	
Total	\$ 44,930	\$ 6,785	\$ —	

During the year ended September 30, 2023, the Company recognized impairment of property and equipment. See note 16, 2023 Restructuring and other costs.

XML 55 R25.htm IDEA: XBRL DOCUMENT

2023 Restructuring and other costs

[Restructuring and Related Activities \[Abstract\]](#)

[2023 Restructuring and other costs](#)

2023 Restructuring and other costs

On May 3, 2023, the Company’s Board of Directors approved a strategic restructuring plan to reduce costs, build a leaner organization and increase operating efficiencies. The restructuring plan included a reduction in force which affected approximately 270 employees worldwide, representing approximately 25% of the Company’s total workforce. The majority of these employees separated from the Company by September 30, 2023. The reduction in force is subject to local regulatory requirements. Furthermore, as part of the plan the Company removed the duplication of synthetic biology production across its South San Francisco, California and Wilsonville, Oregon facilities. The plan was implemented beginning in May 2023 and was substantially completed by the end of fiscal year 2023.

The Company recognized cumulative pre-tax restructuring \$12.7 million and other costs of approximately \$3.5 million in the fiscal year ended September 30, 2023, consisting of costs associated with employee severance and related benefits, asset impairments and other associated costs. The Company incurred immaterial employee severance and benefits expenses for year ended September 30, 2024.

Restructuring and other costs and losses on disposal of property and equipment, which was accounted in accordance with ASC 360, Impairment of Long-Lived Assets are presented in the table below:

(in thousands)	Year ended September 30,	
	2023	
Restructuring and other costs:		
Severance and related benefit costs	\$ 8,467	
Other associated costs ⁽¹⁾	917	
	\$ 9,384	
Impairment of long-lived assets:		
Asset impairments ⁽²⁾	6,785	
	\$ 16,169	

⁽¹⁾ Related primarily to costs associated with transferring assets between labs and professional service assistance related to the restructuring.

⁽²⁾ Related to write-off of lab equipment \$3.7 million and leasehold improvements for decommissioned labs \$1.8 million and computer software \$1.3 million.

The following table shows the accrual activity and payments relating to cash-based restructuring costs for the year ended September 30, 2023:

(in thousands)	Severance and related benefit costs	Other associated costs	Total
Costs	\$ 8,467	\$ 917	\$ 9,384
Payments	(7,950)	(917)	(8,867)
Balance as of September 30, 2023	\$ 517	\$ —	\$ 517

As of September 30, 2023, \$0.5 million of severance and related benefit costs is included in accrued compensation in the consolidated balance sheets. As of September 30, 2024, no severance and related benefit costs is included in accrued compensation in the consolidated balance sheets.

XML 56 R26.htm IDEA: XBRL DOCUMENT

Subsequent Events

[Subsequent Events \[Abstract\]](#)

[Subsequent Events](#)

Subsequent Events

On October 21, 2024, the Company executed the Royalty Purchase Agreement (“RPA”) with XOMA (US) LLC. (“XOMA Royalty”). Under the RPA, XOMA Royalty provided Twist Bioscience an upfront payment of \$15.0 million in cash in exchange for the right to receive half of the future potential milestone and royalty payments resulting from existing antibody discovery and biopharma services agreements between the Company and its customers.

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

Pay vs Performance Disclosure

Net loss attributable to common stockholders \$ (208,726) \$ (204,618) \$ (217,863)

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Insider Trading Arrangements

Trading Arrangements, by Individual

[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

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Insider Trading Policies and Procedures

Insider Trading Policies and Procedures [Line Items]

[Insider Trading Policies and Procedures Adopted](#) true

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Summary of significant accounting policies (Policies)

Accounting Policies [Abstract]

[Basis of presentation and use of estimates](#)

Basis of presentation

The consolidated financial statements, which include the Company’s accounts and the accounts of its wholly-owned subsidiaries, are prepared in accordance with U.S. generally accepted accounting principles (or “GAAP”). The Company’s consolidated financial statements included its wholly-owned subsidiaries and Revelar, a variable interest entity (“VIE”) for which the Company was the primary beneficiary through September 30, 2022. All intercompany balances and accounts are eliminated in consolidation.

To conform with current fiscal year 2024 presentation, we reclassified \$6.8 million of impairment of property and equipment included within restructuring and other costs to impairment of long-lived assets in the consolidated statement of operations and comprehensive loss for the year ended September 30, 2023. This reclassification had no impact on our consolidated statement of operations and comprehensive loss for the year ended September 30, 2023.

Concentration of credit risk

Concentration of credit risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist of cash and cash equivalents, short-term investments and accounts receivable. Substantially all of the Company’s cash is held with two financial institutions that management believe are of high credit quality. Such deposits may, at times, exceed federally insured limits.

The Company’s investment policy addresses the level of credit exposure by establishing a minimum allowable credit rating and by limiting the concentration in any one investment.

The Company’s accounts receivable is derived from customers located principally in the United States, Europe and Asia-Pacific region (“APAC”). The Company performs ongoing credit evaluations of its customers and maintains allowances for potential credit losses on customers’ accounts when deemed necessary. The Company does not typically require collateral from its customers. Credit losses historically have not been material. The Company continuously monitors customer payments and maintains an allowance for doubtful accounts based on its assessment of various factors including historical experience, age of the receivable balances, and other current economic conditions or other factors that may affect customers’ ability to pay.

Cash and cash equivalents and restricted cash

Cash equivalents that are readily convertible to cash are stated at cost, which approximates fair value. The Company considers all highly liquid investments with an original or remaining maturity of three months or less at the time of purchase to be cash equivalents. Cash equivalents consist of investments in money market funds as of September 30, 2024 and 2023.

Restricted cash represents cash held at financial institutions that are pledged as collateral for stand-by letters of credit for lease commitments. The lease related letters of credit will lapse at the end of the respective lease terms through 2044.

Short-term investments

Short-term investments

The Company invests in various types of securities, including United States government, commercial paper, and corporate debt securities. The Company classifies its investments as available-for-sale and records them at fair value based upon market prices at period end.

The Company regularly reviews its short-term investments to identify and evaluate investments that have indications of possible impairment from credit losses or other factors. For available-for-sale debt securities in an unrealized loss position, the Company evaluates whether a current expected credit loss exists based on available information relevant to the credit rating of the security, current economic conditions and reasonable and supportable forecasts. The allowance for credit loss is recorded in other income (expense), net, on the consolidated statements of operations and comprehensive loss, not to exceed the amount of the unrealized loss. Any excess unrealized loss other than the credit loss is recognized in accumulated other comprehensive income or loss in the stockholders’ equity section of the consolidated balance sheets. There was no allowance for credit losses relating to the short-term investments recognized as of September 30, 2024.

The cost of securities sold is based on the specific identification method and realized gains and losses are included in other income (expense), net. Dividend and interest income are recognized when earned. The Company may sell these securities at any time for use in current operations.

Accounts receivable

Accounts receivable and allowance for credit losses

Accounts receivables include amounts billed and currently due from customers, recorded at the net invoice value and are not interest bearing. The Company has a short order-to-invoice lifecycle, as most products can be manufactured within one month. Upon delivery of the products to the customer, the Company invoices the customer. The typical timing of payment is net 30 days. If the right to payment for services performed was conditional on something other than the passage of time, the unbilled amount would be recorded as a separate contract asset.

The Company is exposed to credit losses primarily through accounts receivable from sales of its products and services. The Company maintains an allowance for credit losses for expected uncollectible accounts receivable and contract assets, which is recorded as an offset to accounts receivable or contract assets and provisions for credit losses are recorded in selling, general and administrative expense in the consolidated statements of operations and comprehensive loss. The allowance for current expected credit losses is based on a review of customer accounts and considers historical credit loss information that is adjusted for current economic and business conditions and anticipated future economic events that may impact collectability. In developing its expected credit loss estimate, the Company evaluated the appropriate grouping of accounts receivable and contract assets based upon its evaluation of risk characteristics, including consideration of region and

industries of the customers. Specific allowance amounts are established to record the appropriate provision for customers that have a higher probability of default. The allowance for credit losses is reviewed on a regular basis to assess the adequacy of the allowance and once a receivable is deemed to be uncollectible, such balance is charged against the allowance. Allowance for credit losses were \$0.7 million and \$0.2 million as of September 30, 2024 and 2023, respectively.

Fair value of financial instruments

The Company applies fair value accounting for all financial and non-financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities which are required to be recorded at fair value, we consider the principal or most advantageous market in which we would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as risks inherent in valuation techniques, transfer restrictions and credit risks. See Note 5, Fair value measurements, for more information. The carrying amounts of the Company's financial instruments including cash equivalents, short term investments, and accounts receivable approximate fair value due to their relatively short maturities.

Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is computed using standard cost which approximates actual cost on a first-in, first-out basis. The Company periodically review its inventories to identify obsolete, slow-moving, excess or otherwise unsaleable items. If obsolete, slow-moving, excess or unsaleable items are observed and there are no alternate uses for the inventory, the Company records a write-down to net realizable value through a charge to cost of revenues on our consolidated statements of operations and comprehensive loss. The determination of net realizable value requires judgment, including consideration of many factors, such as estimates of future product demand, past experience, product net selling prices, current and future market conditions, the age and nature of inventories, and potential product obsolescence, among others.

Property and equipment

Property and equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets or the lesser of the useful life and the remaining lease term of the respective leasehold improvements assets, if any. Upon retirement or sale, the cost of assets disposed of and the related accumulated depreciation are eliminated from the accounts and any resulting gain or loss is credited or charged to operations in the period recognized. Repairs and maintenance costs are expensed as incurred.

Capitalized software held for internal use

Costs associated with internal-use software systems during the application development stage are capitalized. Capitalization of costs begins when the preliminary project stage is completed, management has committed to funding the project, and it is probable that the project will be completed and the software will be used to perform the function intended. Costs include external direct costs of services and applicable personnel costs of employees devoted to specific software application development. Personnel costs consist of salaries, employee benefit costs, bonuses and stock-based compensation expenses. The capitalized amounts are included in property and equipment, net on the consolidated balance sheets.

Capitalization ceases at the point when the project is substantially complete and is ready for its intended purpose.

Finite-lived intangible assets

Finite-lived intangible assets are recorded at cost, net of accumulated amortization, and, if applicable, impairment charges. Amortization of finite-lived intangible assets is recorded over the assets' estimated useful lives on a straight-line basis or based on the pattern in which economic benefits are consumed, if reliably determinable. The Company reviews the finite-lived intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. See "Impairment of long-lived assets" for additional information.

Impairment of long-lived assets

The Company's long-lived assets consists of property and equipment, right of use assets and finite-lived intangible assets. The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If indicators of impairment are present, the Company tests for recoverability by comparing the estimated undiscounted future cash flows expected to result from the use of the asset over its remaining useful life to the carrying amount of the asset or asset group. If the asset or asset group is determined to be impaired, any excess of the carrying value of the asset or asset group over its estimated fair value is recognized as an impairment loss. Impairment assessments inherently involve judgment as to assumptions about expected future cash flows and the impact of market conditions on those assumptions.

Leases

Leases

The Company determines if an arrangement is or contains a lease at inception and classifies each lease as operating or financing. Operating lease right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments made during the lease term, net of any tenant improvement allowance. Operating lease right-of-use assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. In determining the present value of committed lease payments, the Company uses its incremental borrowing rate based on the information available at the lease commencement date which includes significant assumptions made including the Company's estimated credit rating, annual percentage yields from corporate debt financings of companies of similar size and credit rating over a loan term approximating the remaining term of each lease, and government bond yields for terms approximating the remaining term of each lease in countries where the leased assets are located. Certain leases include payments of operating expenses that are dependent on the landlord's estimate, and these variable payments are therefore excluded from the lease payments used to determine the operating lease right-of-use asset and lease liability. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise any such options. Operating lease right-of-use assets are adjusted for prepaid lease payments, lease incentives and initial direct costs incurred. Lease expense is recognized on a straight-line basis over the expected lease term.

The Company elected to not apply the recognition requirements of Topic 842 to short-term leases with terms of 12 months or less which do not include an option to purchase the underlying asset that the Company is reasonably certain to exercise. For short-term leases, lease payments are recognized as operating expenses on a straight-line basis over the lease term. The Company elected to account for lease and non-lease components as a single lease component.

Goodwill

Goodwill

Determining when to test for impairment, the reporting unit, the assets and liabilities of the reporting unit, and the fair value of the reporting unit requires significant judgment and involves the use of significant estimates and assumptions. The Company tests goodwill for impairment in the fourth quarter each year, or more frequently if indicators of an impairment exist. Evaluating goodwill for impairment involves the determination of the fair value of the reporting unit in which goodwill and indefinite-lived intangible assets are recorded using a qualitative or quantitative analysis. If the fair value of the reporting unit exceeds its carrying value, goodwill is considered not impaired. If the carrying value of the reporting unit exceeds its fair value, the Company will record an impairment loss up to the difference between the carrying value and implied fair value.

The Company has an unconditional option to bypass the qualitative assessment in any period and proceed directly to performing the first step of the goodwill impairment test. For 2024, the Company elected to proceed directly to the step-one assessment which indicated that the fair value of its single reporting unit substantially exceeded the carrying value.

Segment information

Segment information

The Company is a synthetic biology and genomics company that has developed a disruptive DNA synthesis platform to industrialize the engineering of biology and manufactures synthetic genes, tools for next-generation sequencing preparation, and antibody libraries for drug discovery and development and operates as one reportable and operating segment. The Company's chief operating decision-maker, its Chief Executive Officer (CEO), reviews the Company's operating results on an aggregate basis for purposes of allocating resources and evaluating financial performance.

Foreign currency transactions and translation

Foreign currency transactions and translation

The Company's consolidated financial statements are presented in U.S. dollars. The functional currency for certain foreign subsidiaries is their local currency. Revenues, expenses, gains and losses for non-U.S. dollar functional currency entities are translated into U.S. dollars using average currency exchange rates for the period. Assets and liabilities for such entities are translated using exchange rates that approximate the rate at the balance sheet date. Foreign currency translation adjustments are recorded as a component of accumulated other comprehensive loss on the Company's consolidated balance sheets. Foreign currency transaction gains and losses on transactions not denominated in functional currency are recorded in Other income (expense), net, on the consolidated statements of operations.

Revenue recognition

Revenue recognition

The Company recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration which the Company expects to receive in exchange for those goods or services. To determine revenue recognition for contracts with customers, the Company performs the following five steps:

- i. identification of the promised goods or services in the contract;
- ii. determination of whether the promised goods or services are performance obligations including whether they are distinct in the context of the contract;
- iii. measurement of the transaction price, including the constraint on variable consideration;
- iv. allocation of the transaction price to the performance obligations based on estimated selling prices; and
- v. recognition of revenue when (or as) the Company satisfies each performance obligation. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account.

See Note 3, *Revenue recognition*, for detailed discussions of revenue recognition, and how the five steps described above are applied.

Cost of Revenue

Cost of revenues primarily consists of cost incurred in the production and delivery of the Company's products and consists of production materials, personnel costs, cost of expensed equipment and consumables, laboratory supplies, consulting costs, depreciation, production overhead costs, information technology, maintenance and facility costs. Personnel costs consist of salaries, employee benefit costs, bonuses, and stock-based compensation expenses. In addition, cost of revenue includes royalty costs for licensed technologies included in the Company's products, and provisions for slow-moving and obsolete inventory.

Research and development

Research and development expenses consist of compensation costs, employee benefits, subcontractors, research supplies, allocated facility related expenses and allocated depreciation and amortization. All research and development costs are expensed as incurred.

Advertising costs

Advertising costs

Costs related to advertising and promotions are expensed to sales and marketing as incurred.

Stock-based compensation

The Company maintains performance incentive plans under which incentive and nonqualified stock options, performance-based stock options, restricted stock units, performance-based stock units and through employer purchase plan are granted primarily to employees and may be granted to members of the board of directors and certain non-employee consultants, and employees may participate in an employee stock purchase plan.

The Company recognizes stock compensation in accordance with the Accounting Standard Codification ("ASC") 718, *Compensation—Stock Compensation*. ASC 718 requires the recognition of compensation expense, using a fair value-based method, for costs related to all stock-based payments including stock options, restricted stock units and employee stock purchase plan.

The Company recognizes fair value of stock options granted to employees and non-employees as a stock-based compensation expense over the period in which the related services are received. The Company recognizes forfeitures as they occur. The Company believes that the estimated fair value of stock options is more readily measurable than the fair value of the services rendered.

For performance-based awards, expense is recognized over the period from the grant date to the estimated attainment date, which is the derived service period of the award, if management determines that it is probable that the performance-based vesting conditions will be achieved.

Net loss per share attributable to common stockholders

The Company calculates its basic and diluted net loss per share attributable to common stockholders in conformity with the two-class method required for companies with participating securities. In computing diluted net loss attributable to common stockholders, undistributed earnings are re-allocated to reflect the potential impact of dilutive securities. For purposes of the calculation of diluted net loss per share

attributable to common stockholders, unvested shares of common stock issued upon the early exercise of stock options, shares issuable for employee stock purchase plan contributions received, warrants to purchase common stock, unvested restricted common stock, unvested restricted stock units and stock options to purchase common stock are considered potentially dilutive securities but have been excluded from the calculation of diluted net loss per share attributable to common stockholders as their effect is antidilutive.

Basic and diluted net loss per share of common stock attributable to common stockholders is calculated by dividing the net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period, less shares subject to repurchase, and excludes any dilutive effects of employee stock-based awards and warrants. Because the Company has reported a net loss for the years ended September 30, 2024, 2023 and 2022, diluted net loss per common share is the same as the basic net loss per share for those years.

Income taxes

Income taxes

The Company uses the asset and liability method of accounting for income taxes, in which deferred tax assets and liabilities are recognized for the future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply in the years in which those tax assets and liabilities are expected to be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. A valuation allowance is established if it is more likely than not that all or a portion of the deferred tax asset will not be realized.

The Company’s tax positions are subject to income tax audits. The Company recognizes the tax benefit of an uncertain tax position only if it is more likely than not that the position is sustainable upon examination by the taxing authority, based on the technical merits. The tax benefit recognized is measured as the largest amount of benefit which is more likely than not (greater than 50% likely) to be realized upon settlement with the taxing authority. The Company recognizes interest accrued and penalties related to unrecognized tax benefits in its tax provision.

The Company calculates the current and deferred income tax provision based on estimates and assumptions that could differ from the actual results reflected in income tax returns filed in subsequent years. Adjustments based on filed income tax returns are recorded when identified. The amount of income tax paid is subject to examination by U.S. and foreign tax authorities. The estimate of the potential outcome of any uncertain tax issue is subject to management’s assessment of the relevant risks, facts and circumstances existing at that time. To the extent the assessment of such tax position changes, the change in estimate is recorded in the period in which the determination is made.

Variable interest entities

Variable interest entities

The Company consolidates a VIE in which the Company is deemed to be the primary beneficiary. An entity is generally a VIE if it meets any of the following criteria: (i) the entity has insufficient equity to finance its activities without additional subordinated financial support from other parties, (ii) the equity investors cannot make significant decisions about the entity’s operations or (iii) the voting rights of some investors are not proportional to their obligations to absorb the expected losses of the entity or receive the expected returns of the entity and substantially all of the entity’s activities involve or are conducted on behalf of the investor with disproportionately few voting rights. The Company periodically makes judgments in determining whether its investees are VIEs and, for each reporting period, the Company assesses whether it is the primary beneficiary of its VIE.

Business combinations

Business combinations

The Company accounts for business combinations using the acquisition method. Under the acquisition method, the purchase price of the acquisition is allocated to the acquired tangible and identifiable intangible assets and assumed liabilities based on their estimated fair values at the time of the acquisition. This allocation involves a number of assumptions, estimates, and judgments that could materially affect the timing or amounts recognized in the Company’s financial statements. As a result, the Company may record adjustments to the fair values of assets acquired and liabilities assumed within the measurement period (up to one year from the acquisition date) with the corresponding offset to goodwill. The most subjective areas of the acquisition accounting method include determining the fair value of the following:

- identifiable intangible assets, including the valuation methodology, estimates of projected revenues, technology obsolescence, and discount rates, as well as the estimated useful life of the intangible assets;
- contingent consideration; and
- goodwill, as measured as the excess of consideration transferred over the acquisition date fair value of the assets acquired, including the amount assigned to identifiable intangible assets, and the liabilities assumed.

The assumptions and estimates are based upon comparable market data and information obtained from the management of the acquired business.

Goodwill is assigned to reporting units that are expected to benefit from the synergies of the business combination as of the acquisition date.

Identifiable intangible assets with finite lives are amortized over their estimated useful lives in a pattern in which the asset is consumed. Acquisition-related costs, including advisory, legal, accounting, valuation, and other similar costs, are expensed in the periods in which those costs are incurred. The results of operations of acquired businesses are included in the Company’s consolidated financial statements from the acquisition date.

Restructuring and other costs

Restructuring and other costs

Restructuring and other costs are comprised of employee separation costs and other associated costs primarily related to implementing a plan. Employee separation costs principally consist of one-time termination benefits and contractual termination benefits for severance, other termination benefit costs, and stock-based compensation expense for the acceleration of stock awards. The Company records restructuring charges based on whether the termination benefits are provided under an on-going benefit arrangement or under a one-time benefit arrangement. The Company accounts for on-going benefit arrangements, such as those documented by employment agreements, in accordance with ASC 712, Nonretirement Postemployment Benefits. Under ASC 712, liabilities for post employment benefits are recorded at the time the obligations are probable of being incurred and can be reasonably estimated. The Company accounts for one-time employment benefit arrangements in accordance with ASC 420 Exit or Disposal Cost Obligations. One-time termination benefits are expensed at the date the entity notifies the employee, unless the employee must provide future service, in which case the benefits are expensed ratably over the future service period. Other associated costs are recognized in the period in which the liability is incurred.

Recent accounting pronouncements

Recent accounting pronouncements

New accounting guidance adopted

In June 2016, FASB issued ASU No. 2016-13 “Financial Instruments-Credit Losses: Measurement of Credit Losses on Financial Instruments” and has since modified the standard with several ASUs (collectively, “Topic 326”). Topic 326 requires measurement and recognition of expected credit losses for financial assets. The ASU replaced previous incurred loss impairment guidance and established a single expected credit losses allowance framework for financial assets carried at amortized cost. It also eliminated the concept of other-than-temporary impairment and requires credit losses related to certain available-for-sale debt securities to be recorded through an allowance for credit losses. On October 1, 2023, the Company adopted this standard using a modified retrospective approach, which requires a cumulative-effect adjustment to the opening balance of retained earnings to be recognized on the date of adoption and, accordingly, recorded a net increase of \$0.1 million to accumulated deficit as of the beginning of fiscal year 2024. In connection with the adoption of Topic 326, the Company made an accounting policy election to not measure an allowance for credit losses for accrued interest receivable.

New accounting guidance issued but not yet effective

In December 2023, the FASB issued ASU No. 2023-09 “Income Taxes (Topic 740)”. The amendments in this ASU require that public business entities on an annual basis (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold. The amendments in this update are effective for annual periods beginning after December 15, 2024. The standard is not expected to have a material impact to the Company’s consolidated financial statements.

In November 2023, the FASB issued ASU No. 2023-07 “Segment Reporting (Topic 280)”. The amendments in this ASU improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in this update are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The standard is not expected to have a material impact to the Company’s consolidated financial statements.

The Company has evaluated other recently issued accounting pronouncements and has concluded that the impact of recently issued standards that are not yet effective will not have a material impact on the Company’s financial position or results of operations upon adoption.

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Summary of significant accounting policies (Tables)

Accounting Policies [Abstract]

Summary of Cash and Cash Equivalents

12 Months Ended

Sep. 30, 2024

(In thousands)	September 30, 2024	September 30, 2023
Cash and cash equivalents	\$ 226,316	\$ 286,470
Restricted cash, non-current	2,816	2,811
Total cash, cash equivalents and restricted cash	\$ 229,132	\$ 289,281

The following table sets forth the cash and cash equivalents, and investments as of September 30, 2024:

(In thousands)	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Cash	\$ 26,458	\$ —	\$ —	\$ 26,458
Cash equivalents - money market funds	199,858	—	—	199,858
Total cash and cash equivalents	\$ 226,316	\$ —	\$ —	\$ 226,316
Short-term investments:				
U.S. government treasury bills	\$ 49,964	\$ 119	\$ —	\$ 50,083
Total short-term investments	\$ 49,964	\$ 119	\$ —	\$ 50,083
Non-current assets - equity investment in privately held companies	\$ 1,525	\$ —	\$ —	\$ 1,525
Total cash, cash equivalents and investments	\$ 277,805	\$ 119	\$ —	\$ 277,924

The following table sets forth the cash and cash equivalents, and investments as of September 30, 2023:

(In thousands)	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Cash	\$ 40,816	\$ —	\$ —	\$ 40,816
Cash equivalents - money market funds	245,654	—	—	245,654
Total cash and cash equivalents	\$ 286,470	\$ —	\$ —	\$ 286,470
Short-term investments:				
Corporate bonds	\$ 14,918	\$ —	\$ (29)	\$ 14,889
U.S. government treasury bills	35,111	—	\$ (57)	35,054
Total short-term investments	\$ 50,029	\$ —	\$ (86)	\$ 49,943
Non-current assets - equity investment in privately held companies	3,711	—	—	3,711
Total cash, cash equivalents and investments	\$ 340,210	\$ —	\$ (86)	\$ 340,124

Restrictions on Cash and Cash Equivalents

(In thousands)	September 30, 2024	September 30, 2023
Cash and cash equivalents	\$ 226,316	\$ 286,470
Restricted cash, non-current	2,816	2,811
Total cash, cash equivalents and restricted cash	\$ 229,132	\$ 289,281

[Schedule of Estimated Lives of Property And Equipment](#) Estimated lives of property and equipment are as follows:

Laboratory equipment	5 Years
Furniture, fixtures and other equipment	5 Years
Computer equipment	3 Years
Vehicles	5 Years
Computer software	3 Years
Leasehold improvements	Lesser of useful life or facilities' lease term

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Revenue (Tables)

12 Months Ended
Sep. 30, 2024

Revenue from Contract with Customer
[Abstract]

Contract with Customer, Contract Asset,
Contract Liability, and Receivable

The following table summarizes our contract balances:

(in thousands)	September 30,	
	2024	2023
Contract assets ⁽¹⁾	\$ 2,031	\$ 2,816
Contract liabilities ⁽²⁾	2,131	2,999

(1) consists of unbilled amounts primarily related to Biopharma contracts which consists of research and development agreements with third parties.

(2) Generally results from receipt of advance payment before our performance related to Biopharma contracts.

[Summary of Revenue by Geographic Region](#) The table below sets forth revenues by geographic region, based on ship-to destinations. Americas consists of the United States, Canada, Mexico and South America; EMEA consists of Europe, the Middle East, and Africa; and APAC consists of Japan, China, South Korea, India, Singapore, Malaysia and Australia.

(in thousands)	Year ended September 30,		
	2024	2023	2022
Americas	\$ 193,884	\$ 151,263	\$ 122,473
EMEA	92,567	71,389	62,078
APAC	26,523	22,457	19,014
Total	\$ 312,974	\$ 245,109	\$ 203,565

[Summary of Revenue by Product](#)

The table below sets forth revenues by products.

(in thousands)	Year ended September 30,		
	2024	2023	2022
Synthetic genes	\$ 92,679	\$ 73,541	\$ 61,509
Oligo pools	16,906	14,489	12,424
DNA libraries	13,933	10,201	6,149
Antibody discovery	20,328	23,172	24,171
NGS tools	169,128	123,706	99,312
Total	\$ 312,974	\$ 245,109	\$ 203,565

[Summary of Revenue by Industry](#)

The table below sets forth revenues by industry.

(in thousands)	Year ended September 30,		
	2024	2023	2022
Industrial chemicals/materials	\$ 83,472	\$ 59,321	\$ 57,940
Academic research	58,452	45,847	37,097
Healthcare	168,959	137,148	106,363
Food/agriculture	2,091	2,793	2,165
Total revenues	\$ 312,974	\$ 245,109	\$ 203,565

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Cash and Cash
Equivalents (Tables)

12 Months Ended
Sep. 30, 2024

Cash and Cash Equivalents [Abstract]

[Summary of Debt Securities Available-for-Sale](#)

The following table sets forth the cash and cash equivalents, and investments as of September 30, 2024:

(in thousands)	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Cash	\$ 26,458	\$ —	\$ —	\$ 26,458
Cash equivalents - money market funds	199,858	—	—	199,858
Total cash and cash equivalents	\$ 226,316	\$ —	\$ —	\$ 226,316
Short-term investments:				
U.S. government treasury bills	\$ 49,964	\$ 119	\$ —	\$ 50,083
Total short-term investments	\$ 49,964	\$ 119	\$ —	\$ 50,083
Non-current assets - equity investment in privately held companies	\$ 1,525	\$ —	\$ —	\$ 1,525
Total cash, cash equivalents and investments	\$ 277,805	\$ 119	\$ —	\$ 277,924

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Short-term investments:				
Corporate bonds	\$ 14,918	\$ —	\$ (29)	\$ 14,889
U.S. government treasury bills	35,111	—	(57)	35,054
Total short-term investments	\$ 50,029	\$ —	\$ (86)	\$ 49,943
Non-current assets - equity investment in privately held companies	3,711	—	—	3,711
Total cash, cash equivalents and investments	\$ 340,210	\$ —	\$ (86)	\$ 340,124

[Summary of Cash and Cash Equivalents](#)

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The following table sets forth the cash and cash equivalents, and investments as of September 30, 2023:

(in thousands)	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Cash	\$ 40,816	\$ —	\$ —	\$ 40,816
Cash equivalents - money market funds	245,654	—	—	245,654
Total cash and cash equivalents	\$ 286,470	\$ —	\$ —	\$ 286,470
Short-term investments:				
Corporate bonds	\$ 14,918	\$ —	\$ (29)	\$ 14,889
U.S. government treasury bills	35,111	—	(57)	35,054
Total short-term investments	\$ 50,029	\$ —	\$ (86)	\$ 49,943
Non-current assets - equity investment in privately held companies	3,711	—	—	3,711
Total cash, cash equivalents and investments	\$ 340,210	\$ —	\$ (86)	\$ 340,124

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Fair value measurement (Tables)

[Fair Value Disclosures \[Abstract\]](#)
[Summary of Company's Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis](#)

12 Months Ended
Sep. 30, 2024

As of September 30, 2024, financial assets measured and recognized at fair value are as follows:

(in thousands)	Level 1	Level 2	Level 3	Fair value
Assets				
Money market funds	\$ 199,858	\$ —	\$ —	\$ 199,858
U.S. government treasury bills	50,083	—	—	50,083
Total financial assets	\$ 249,941	\$ —	\$ —	\$ 249,941

As of September 30, 2023, financial assets measured and recognized at fair value are as follows:

(in thousands)	Level 1	Level 2	Level 3	Fair value
Assets				
Money market funds	\$ 245,654	\$ —	\$ —	\$ 245,654
Corporate Bonds	—	14,889	—	14,889
U.S. government treasury bills	35,054	—	—	35,054
Total financial assets	\$ 280,708	\$ 14,889	\$ —	\$ 295,597

[Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation](#)

(in thousands)	Holdbacks Level 2	Contingent consideration Level 3	Total fair value
Balance at September 30, 2022	\$ 5,093	\$ 2,100	\$ 7,193
Change in fair value	(3,326)	(2,100)	(5,426)
Settlement	(1,767)	—	(1,767)
Balance at September 30, 2023	\$ —	\$ —	\$ —

The following table provides a reconciliation of beginning and ending balances of the financial liabilities during the years ended September 30, 2023 and 2022:

(in thousands)	Contingent consideration	Equity investments
Balance as of September 30, 2022	\$ 2,100	\$ 3,711
Change in fair value	(2,100)	—
Additions during the year	—	—
Balance as of September 30, 2023	\$ —	\$ 3,711
Additions during the year	—	—
Impairment	—	(2,186)
Balance as of September 30, 2024	\$ —	\$ 1,525

The following table provides a reconciliation of beginning and ending balances of the Level 3 financial assets and liabilities during the years ended September 30, 2024 and 2023:

XML 65 R35.htm
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Balance sheet components (Tables)

[Balance Sheet Related Disclosures \[Abstract\]](#)
[Summary of inventories](#)

12 Months Ended
Sep. 30, 2024

Inventories consist of the following:

(in thousands)	September 30,	
	2024	2023
Raw Materials	\$17,316	\$27,024
Work-in-process	2,146	1,113
Finished Goods	4,616	3,926
	\$24,078	\$32,063

Schedule of Property Plant And Equipment

Property and Equipment, net consists of the following:

(in thousands)	September 30,	
	2024	2023
Laboratory equipment	\$ 99,528	\$104,508
Furniture, fixtures and other equipment	2,944	3,484
Vehicles	211	85
Computer equipment	3,249	3,103
Computer software	10,095	5,507
Leasehold improvements	57,448	57,271
Construction in progress	4,688	8,528
	\$178,163	\$182,486
Less: Accumulated depreciation and amortization	(75,643)	(50,656)
	\$102,520	\$131,830

Schedule of Other Current Liabilities

Other current liabilities consist of the following:

(in thousands)	September 30,	
	2024	2023
Income and other taxes payable	\$ 2,725	\$ 4,374
Contract liabilities	2,131	2,999
Other current liabilities	961	430
	\$ 5,817	\$ 7,803

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Goodwill and intangible assets (Tables)

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

12 Months Ended
Sep. 30, 2024

The goodwill balance is presented below:

(in thousands)	September 30,	
	2024	2023
Balance at beginning of year	85,811	85,811
Balance at end of year	\$ 85,811	\$ 85,811

The finite-lived intangible assets balances are presented below:

(in thousands, except for years)	September 30, 2024				
	Weighted average Amortization period in years	Gross carrying amount	Impairment	Accumulated amortization	Net book value
Developed Technology	17	\$ 50,020	\$ (25,198)	\$ (10,344)	\$ 14,478
Customer Relationships	—	15,210	(10,541)	(4,669)	—
Tradenames & Trademarks	—	900	(125)	(775)	—
Total finite-lived intangible assets		\$ 66,130	\$ (35,864)	\$ (15,788)	\$ 14,478

September 30, 2023				
(in thousands, except for years)	Weighted average amortization period in years	Gross carrying amount	Accumulated amortization	Net book value
Developed Technology	15	\$ 50,020	\$ (7,636)	\$ 42,384
Customer Relationships	11	15,210	(3,461)	11,749
Tradenames & Trademarks	3	900	(550)	350
Total finite-lived intangible assets		\$ 66,130	\$ (11,647)	\$ 54,483

[Schedule of Finite-Lived Intangible Assets, Future Amortization Expense](#) Future annual amortization expense is as follows (in thousands):

Years ending September 30,	
2025	\$ 1,053
2026	1,053
2027	1,053
2028	1,053
2029	1,053
Thereafter	9,213
	\$ 14,478

[XML 67 R37.htm IDEA: XBRL DOCUMENT](#)

Leases (Tables)

12 Months Ended Sep. 30, 2024

[Leases \[Abstract\]](#)

[Schedule of Supplemental Balance Sheet Information Relating to Companies Operating Lease](#)

The following table presents the Company's right-of-use assets and lease liabilities related to the Company's operating leases as of September 30, 2024 and 2023 is as follows:

(in thousands)	September 30,	
	2024	2023
Assets:		
Operating lease right-of-use-assets	\$ 58,829	\$ 71,531
Current liabilities:		
Current portion of operating lease liabilities	\$ 14,805	\$ 14,896
Noncurrent liabilities:		
Operating lease liabilities, net of current portion	\$ 70,221	\$ 79,173

[Schedule of Future Minimum Rental Payments for Operating Leases](#)

Future minimum lease payments under all non-cancelable operating leases as of September 30, 2024 are as follows:

(in thousands)	Operating leases	
Years ending September 30:		
2025	\$ 14,814	
2026	13,885	
2027	8,371	
2028	8,471	
2029	6,609	
Thereafter	81,405	
Total minimum lease payments	\$ 133,555	
Less: imputed interest	(48,529)	
Total operating lease liabilities	\$ 85,026	
Less: current portion	(14,805)	
Operating lease liabilities, net of current portion	\$ 70,221	

[Lease, Cost](#)

The components of lease expense and supplemental information were as follows:

(in thousands except years and percentage)	September 30,	
	2024	2023
Operating lease costs	\$ 15,637	\$ 16,182
Variable lease costs	7,724	6,194
Weighted-average remaining lease term (in years) - operating leases	15.21 years	15.37 years
Weighted-average discount rate - operating leases	6.52 %	6.54 %

Supplemental cash flow information related to leases are as follows:

(in thousands)	September 30,	
	2024	2023
Cash payments included in the measurement of operating lease liabilities	\$ 14,707	\$ 14,604

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Income taxes (Tables)

12 Months Ended Sep. 30, 2024

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

[Schedule of Domestic and Foreign Components of Pre-Tax Loss](#)

The domestic and foreign components of pre-tax loss for the years ended September 30, 2024, 2023, and 2022 are as follows:

(in thousands)	Year ended September 30,		
	2024	2023	2022
US	\$ (209,545)	\$ (205,389)	\$ (231,659)
Foreign	1,379	1,923	3,385
Total	\$ (208,166)	\$ (203,466)	\$ (228,274)

[Schedule of Components of the Provision for Income Taxes](#)

The components of the income tax expense for the years ended September 30, 2024, 2023, and 2022 are as follows:

(in thousands)	Year ended September 30,		
	2024	2023	2022
Current			
Federal	\$ —	\$ —	\$ —
State	20	9	(1)
Foreign	540	1,143	767
Total current	\$ 560	\$ 1,152	\$ 766
Deferred			
Federal	\$ —	\$ —	\$ (9,765)
State	—	—	(1,412)
Foreign	—	—	—
Total deferred	\$ —	\$ —	\$ (11,177)
Total provision (benefit)	\$ 560	\$ 1,152	\$ (10,411)

[Schedule of Effective Income Tax Rate Reconciliation](#)

The following is a reconciliation of the statutory federal income tax rate to the Company's effective tax rate for the years ended September 30, 2024, 2023, and 2022:

		Year ended September 30,	
	2024	2023	2022
Tax expense computed at the federal statutory rate	21 %	21 %	21 %
Change in valuation allowance	(22)%	(25)%	(13)%
Research and development credit benefit	3 %	5 %	4 %
Business combination	— %	— %	(4)%
Stock-based compensation	(1)%	(1)%	(1)%
Change in fair value of contingent consideration and holdbacks	— %	1 %	(1)%
Gain on deconsolidation of variable interest entity	— %	— %	(1)%
Others	(1)%	(2)%	— %
Total income tax expense	— %	(1)%	5 %

[Schedule of Deferred Tax Assets and Liabilities](#)

The significant components of the Company's deferred tax assets and liabilities are as follows for the years ended September 30, 2024, and 2023:

	September 30,	
(in thousands)	2024	2023
Net operating loss carryforwards	\$ 226,959	\$ 209,338
Research and development credit carryforwards	59,578	49,454
Capitalized research and development	43,232	30,599
Operating lease liability	21,377	22,921
Stock-based compensation	13,384	13,858
Other	14,310	8,107
Gross deferred tax assets	\$ 378,840	\$ 334,277
Less: Valuation allowance	(360,594)	(302,381)
Net deferred tax assets	\$ 18,246	\$ 31,896
Fixed assets	\$ —	\$ (1,363)
Operating lease right-of-use asset	(14,786)	(17,417)
Intangible assets	(3,460)	(13,116)
Gross deferred tax liabilities	\$ (18,246)	\$ (31,896)
Total net deferred tax asset	\$ —	\$ —

[Schedule of Unrecognized Tax Benefits Roll Forward](#)

The aggregate changes in the balance of gross unrecognized tax benefits are as follows:

	Federal and state
(in thousands)	
Balance as of September 30, 2021	\$ 7,437
Increases related to tax positions taken during 2022	5,082
Increases related to tax positions taken in the prior year	864
Balance as of September 30, 2022	\$ 13,383
Increases related to tax positions taken during 2023	5,043
Increases related to tax positions taken in the prior year	759
Balance as of September 30, 2023	\$ 19,185
Increases related to tax positions taken during 2024	\$ 3,354
decreases related to tax positions taken in the prior year	(127)
Balance as of September 30, 2024	\$ 22,412

[XML 69 R39.htm IDEA: XBRL DOCUMENT](#)

**Stock-based
compensation
(Tables)**

[Share-Based Payment Arrangement \[Abstract\]
Summary of RSU Activity](#)

**12 Months Ended
Sep. 30, 2024**

Activity with respect to the Company's restricted stock units during the year ended September 30, 2024 is as follows:

(In thousands, except per share data)	Shares	Weighted average grant date fair value per share
Nonvested shares at September 30, 2023	1,620	\$ 40.73
Granted	1,523	\$ 28.01
Vested/Issued	(786)	39.39
Forfeited	(393)	37.29
Nonvested shares at September 30, 2024	1,964	\$ 32.13

[Summary of PSU Activity](#)

Activity under the PSUs during the year ended September 30, 2024 is summarized below:

(In thousands, except per share data)	Shares	Weighted average grant date fair value per share
Nonvested shares at September 30, 2023	932	\$ 36.82
Granted	617	\$ 18.71
Vested/Issued	(87)	79.66
Forfeited	(296)	25.19
Nonvested shares at September 30, 2024	1,166	\$ 27.01

[Schedule of Share-based Payment Arrangement, Option, Activity](#)

Options activity during the year ended September 30, 2024 is summarized below:

(In thousands, except per share data)	Shares	Weighted average exercise price per share	Weighted average remaining contractual term (years)	Aggregate intrinsic value
Outstanding at September 30, 2023	2,119	\$ 24.18	5.25	\$ 6,715
Forfeited	(116)	38.41	—	—
Exercised	(384)	18.50	—	\$ 9,202
Outstanding at September 30, 2024	1,619	\$ 24.51	4.27	\$ 36,798
Nonvested at September 30, 2024	3	\$ 106.55	6.94	—
Exercisable at September 30, 2024	1,616	\$ 24.35	4.27	\$ 36,798

Activity under the PSOs during the year ended September 30, 2024 is summarized below:

(In thousands, except per share data)	Shares	Weighted average exercise price per share	Weighted average remaining contractual term (years)	Aggregate intrinsic value
Outstanding at September 30, 2023	289	\$ 60.82	7.37	\$ —
Forfeited	(17)	77.10	—	—
Outstanding at September 30, 2024	272	\$ 59.83	6.39	\$ 1,042
Nonvested at September 30, 2024	30	\$ 31.29	7.57	\$ 417
Exercisable at September 30, 2024	242	\$ 63.36	6.24	\$ 625

[Summary of Weighted Average Valuation Assumptions](#)

The fair value of options granted during the year ended September 30, 2022 were calculated using the weighted average assumptions set forth below:

	Year ended September 30, 2022
Expected term (years)	6.0
Expected volatility	70.7 %
Risk-free interest rate	1.4 %
Dividend yield	—%

The fair values of PSOs granted during the year ended September 30, 2022 were calculated using the weighted average assumptions set forth below:

	Year ended September 30, 2022
Expected term (years)	5.9
Expected volatility	70.9 %
Risk-free interest rate	2.8%
Dividend yield	—%

[Schedule Of Stock-Based Compensation Expenses](#)

Total stock-based compensation expense recognized were as follows:

[Schedule Of Shares Reserved For Issuance](#)

(in thousands)	Year ended September 30,			
	2024	2023	2022	
Cost of revenues	\$ 4,012	\$ 4,562	\$ 4,587	
Research and development	11,199	13,944	19,541	
Selling, general and administrative	35,714	11,772	54,905	
Total stock-based compensation	\$ 50,925	\$ 30,278	\$ 79,033	

The number of shares reserved for issuance as at September 30, 2024 is as follows:

(In thousands)	Shares available
Outstanding at September 30, 2023	539
Additional shares authorized	249
Shares issued during the period	(177)
Outstanding at September 30, 2024	611

[XML 70 R40.htm IDEA: XBRL DOCUMENT](#)

Net loss per share attributable to common stockholders (Tables)

12 Months Ended

Sep. 30, 2024

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

[Computation of the Company's Basic and Diluted Net Loss Per Share Attributable to Common Stockholders](#)

The following table sets forth the computation of the Company's basic and diluted net loss per share attributable to common stockholders:

(in thousands, except per share data)	Year ended September 30,		
	2024	2023	2022
Numerator:			
Net loss attributable to common stockholders	\$ (208,726)	\$ (204,618)	\$ (217,863)
Denominator:			
Weighted-average shares used in computing net loss per share, basic and diluted	58,016	56,885	53,885
Net loss per share attributable to common stockholders, basic and diluted	\$ (3.60)	\$ (3.60)	\$ (4.04)

The potentially dilutive common shares that were excluded from the calculation of diluted net loss per share because their effect would have been antidilutive for the periods presented are as follows:

(in thousands)	Year ended September 30,		
	2024	2023	2022
Shares subject to options to purchase common stock	1,891	2,408	2,765
Unvested restricted stock units and performance stock units	3,130	2552	2095
Shares subject to employee stock purchase plan	69	118	97
Total	5,090	5,078	4,957

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Impairment of long-lived assets (Tables)

12 Months Ended

Sep. 30, 2024

[Restructuring and Related Activities \[Abstract\]](#)

[Details of Impairment of Long-Lived Assets Held and Used by Asset](#)

As a result of allocating the impairment, the Company recorded the following impairment charges, which are included in "Impairment of long-lived assets" on our consolidated statements of operations and comprehensive loss for the year ended September 30, 2024:

(in thousands)	Year ended September 30,		
	2024	2023	2022
Property and equipment	\$ 9,066	\$ 6,785	\$ —
Finite-lived intangible assets	35,864	—	—
Total	\$ 44,930	\$ 6,785	\$ —

[XML 72 R42.htm IDEA: XBRL DOCUMENT](#)

2023 Restructuring and other costs (Tables)

12 Months Ended

Sep. 30, 2024

[Restructuring and Related Activities \[Abstract\]](#)

[Restructuring and Related Costs](#)

estructuring and other costs and losses on disposal of property and equipment, which was accounted in accordance with ASC 360, Impairment of Long-Lived Assets are presented in the table below:

(in thousands)	Year ended September 30,	
	2023	
Restructuring and other costs:		
Severance and related benefit costs	\$ 8,467	
Other associated costs ⁽¹⁾	917	
	\$ 9,384	
Impairment of long-lived assets:		
Asset impairments ⁽²⁾	6,785	
	\$ 16,169	

⁽¹⁾ Related primarily to costs associated with transferring assets between labs and professional service assistance related to the restructuring.
⁽²⁾ Related to write-off of lab equipment \$3.7 million and leasehold improvements for decommissioned labs \$1.8 million and computer software \$1.3 million.

The following table shows the accrual activity and payments relating to cash-based restructuring costs for the year ended September 30, 2023:

(in thousands)	Severance and related benefit costs	Other associated costs	Total
Costs	\$ 8,467	\$ 917	\$ 9,384
Payments	(7,950)	(917)	(8,867)
Balance as of September 30, 2023	\$ 517	\$ —	\$ 517

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Organization and description of business (Details) - USD (\$) \$ in Thousands

12 Months Ended

Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2022

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

[Accumulated deficit](#)

\$ 1,241,908 \$ 1,033,034

[Net loss attributable to common stockholders](#)

208,726 204,618 \$ 217,863

[Cash and cash equivalents](#)

226,316 286,470

[Short-term investments](#)

\$ 50,083 \$ 49,943

[XML 74 R44.htm IDEA: XBRL DOCUMENT](#)

Summary of significant accounting policies - Additional Information (Details) \$ in Thousands

12 Months Ended

Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2022 Jan. 01, 2024
USD (\$) USD (\$) USD (\$) USD (\$)

[New Accounting Pronouncements or Change in Accounting Principle \[Line Items\]](#)

[Tangible asset impairment charges](#)

\$ 9,066 \$ 6,785 \$ 0

[Credit period granted to customers](#)

30 days

[Accounts receivable, allowance for credit loss](#)

\$ 700 200

[Number of reportable segments | segment](#)

1

[Number of operating segments | segment](#)

1

[Advertising and promotion expenses](#)

\$ 5,200 2,900 \$ 2,400

[Accumulated deficit](#)

(1,241,908) \$ (1,033,034)

[Cumulative Effect, Period of Adoption, Adjustment](#)

[New Accounting Pronouncements or Change in Accounting Principle \[Line Items\]](#)

[Accumulated deficit](#)

\$ (100)

[Revision of Prior Period, Reclassification, Adjustment](#)

[New Accounting Pronouncements or Change in Accounting Principle \[Line Items\]](#)

[Tangible asset impairment charges](#)

\$ 6,800

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Summary of significant accounting policies - Cash and Cash Equivalents (Details) - USD (\$)	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022	Sep. 30, 2021
\$ in Thousands				
Accounting Policies [Abstract]				
Cash and cash equivalents	\$ 226,316	\$ 286,470		
Restricted cash, non-current	2,816	2,811		
Total cash, cash equivalents and restricted cash	\$ 229,132	\$ 289,281	\$ 380,259	\$ 467,359

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Summary of significant accounting policies - Schedule of Estimated Lives of Property And Equipment (Details) Laboratory equipment	Sep. 30, 2024			
New Accounting Pronouncements or Change in Accounting Principle [Line Items] Property, plant and equipment, useful life			5 years	
Furniture, fixtures and other equipment				
New Accounting Pronouncements or Change in Accounting Principle [Line Items] Property, plant and equipment, useful life			5 years	
Computer equipment				
New Accounting Pronouncements or Change in Accounting Principle [Line Items] Property, plant and equipment, useful life			3 years	
Vehicles				
New Accounting Pronouncements or Change in Accounting Principle [Line Items] Property, plant and equipment, useful life			5 years	
Computer software				
New Accounting Pronouncements or Change in Accounting Principle [Line Items] Property, plant and equipment, useful life			3 years	

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Revenue - Contract Balances (Details) - USD (\$)	Sep. 30, 2024	Sep. 30, 2023		
\$ in Thousands				
Revenue from Contract with Customer [Abstract]				
Contract assets	\$ 2,031	\$ 2,816		
Contract liabilities	\$ 2,131	\$ 2,999		

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Revenue - Narrative (Details) - USD (\$)	12 Months Ended			
\$ in Millions	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022	
Revenues from External Customers and Long-Lived Assets [Line Items]				
Recognized revenue	\$ 1.7	\$ 2.8	\$ 1.1	
Performance obligation amount	\$ 8.6			
United States Revenue from Contract with Customer Benchmark Geographic Concentration Risk				
Revenues from External Customers and Long-Lived Assets [Line Items]				
Concentration risk, percentage	60.00%	60.00%	59.00%	

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Revenue - Geographic Region (Details) - USD (\$)	12 Months Ended			
\$ in Thousands	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022	
Segment Reporting Information [Line Items]				
Revenue Americas	[1] \$ 312,974	\$ 245,109	\$ 203,565	
Segment Reporting Information [Line Items]				
Revenue EMEA	193,884	151,263	122,473	
Segment Reporting Information [Line Items]				
Revenue APAC	92,567	71,389	62,078	
Segment Reporting Information [Line Items]				
Revenue	\$ 26,523	\$ 22,457	\$ 19,014	

[1] During the years ended September 30, 2024, 2023 and 2022, the Company had revenues from related parties in the amount of \$12.1 million, \$5.9 million and \$3.5 million, respectively.

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Revenue - By Product (Details) - USD (\$)	12 Months Ended			
\$ in Thousands	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022	
Segment Reporting Information [Line Items]				
Revenue Synthetic genes	[1] \$ 312,974	\$ 245,109	\$ 203,565	
Segment Reporting Information [Line Items]				
Revenue Oligo pools	92,679	73,541	61,509	
Segment Reporting Information [Line Items]				
Revenue DNA libraries	16,906	14,489	12,424	
Segment Reporting Information [Line Items]				
Revenue Antibody discovery	13,933	10,201	6,149	
Segment Reporting Information [Line Items]				
Revenue NGS tools	20,328	23,172	24,171	
Segment Reporting Information [Line Items]				
Revenue	\$ 169,128	\$ 123,706	\$ 99,312	

[1] During the years ended September 30, 2024, 2023 and 2022, the Company had revenues from related parties in the amount of \$12.1 million, \$5.9 million and \$3.5 million, respectively.

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Revenue - By Industry (Details) - USD (\$)	12 Months Ended			
\$ in Thousands	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022	
Segment Reporting Information [Line Items]				
Revenue	[1] \$ 312,974	\$ 245,109	\$ 203,565	

Industrial chemicals/materials			
Segment Reporting Information [Line Items]			
Revenue	83,472	59,321	57,940
Academic research			
Segment Reporting Information [Line Items]			
Revenue	58,452	45,847	37,097
Healthcare			
Segment Reporting Information [Line Items]			
Revenue	168,959	137,148	106,363
Food/agriculture			
Segment Reporting Information [Line Items]			
Revenue	\$ 2,091	\$ 2,793	\$ 2,165

[1] During the years ended September 30, 2024, 2023 and 2022, the Company had revenues from related parties in the amount of \$12.1 million, \$5.9 million and \$3.5 million, respectively.

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Cash and Cash Equivalents (Details) - USD (\$) \$ in Thousands	12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Cash and Cash Equivalents [Line Items]		
Cash and cash equivalents	\$ 226,316	\$ 286,470
Short term investments, Amortized cost	49,964	50,029
Gross unrealized gains	119	0
Gross unrealized losses	0	(86)
Short term investments, fair value	50,083	49,943
Equity securities, FV-NI, amortized cost	1,525	3,711
Equity securities, FV-NI, gross unrealized gains	0	0
Equity securities, FV-NI, unrealized loss	0	0
Fair value	1,525	3,711
Total cash, cash equivalents and investments, amortized cost	277,805	340,210
Total cash, cash equivalents and investments, fair value	277,924	340,124
Corporate bonds		
Cash and Cash Equivalents [Line Items]		
Short term investments, Amortized cost		14,918
Gross unrealized gains		0
Gross unrealized losses		(29)
Short term investments, fair value		14,889
U.S. government treasury bills		
Cash and Cash Equivalents [Line Items]		
Short term investments, Amortized cost	49,964	35,111
Gross unrealized gains	119	0
Gross unrealized losses	0	(57)
Short term investments, fair value	50,083	35,054
Cash		
Cash and Cash Equivalents [Line Items]		
Cash and cash equivalents	26,458	40,816
Money market funds		
Cash and Cash Equivalents [Line Items]		
Cash and cash equivalents	\$ 199,858	\$ 245,654

XML 83 R53.htm IDEA: XBRL DOCUMENT

Fair value measurement - Summary of Company's Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis (Details) - USD (\$) \$ in Thousands	Sep. 30, 2024		Sep. 30, 2023
Assets			
Short term investments, fair value	\$ 50,083	\$ 49,943	
Total financial assets	249,941	295,597	
Corporate bonds			
Assets			
Short term investments, fair value		14,889	
U.S. government treasury bills			
Assets			
Short term investments, fair value	50,083	35,054	
Money market funds			
Assets			
Money market funds	199,858	245,654	
Level 1			
Assets			
Total financial assets	249,941	280,708	
Level 1 Corporate bonds			
Assets			
Short term investments, fair value		0	
Level 1 U.S. government treasury bills			
Assets			
Short term investments, fair value	50,083	35,054	
Level 1 Money market funds			
Assets			
Money market funds	199,858	245,654	
Level 2			
Assets			
Total financial assets	0	14,889	
Level 2 Corporate bonds			
Assets			
Short term investments, fair value		14,889	
Level 2 U.S. government treasury bills			
Assets			
Short term investments, fair value	0	0	
Level 2 Money market funds			
Assets			
Money market funds	0	0	
Level 3			
Assets			
Total financial assets	0	0	

Level 3 | Corporate bonds

Assets

Short term investments, fair value0

Level 3 | U.S. government treasury bills

Assets

Short term investments, fair value00

Level 3 | Money market funds

Assets

Money market funds\$ 0\$ 0

XML 84 R54.htm IDEA: XBRL DOCUMENT

Fair value measurement - Narrative (Details) - USD (\$)	1 Months Ended		12 Months Ended	
\$ in Thousands	Dec. 31, 2022	Jun. 30, 2023	Sep. 30, 2024	Sep. 30, 2023

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

Contingent consideration (in shares)	104,727			
Company common stock	\$ 1,800			
Fair value, measurement with unobservable inputs reconciliation, recurring basis, liability value			\$ 0	\$ 7,193
Change in fair value	\$(2,100)		(5,426)	
Equity securities, FV-NI, amortized cost			3,711	
Equity ownership, excluding consolidated entity and equity method investee, percentage			15.00%	
Equity securities, FV-NI, current			\$ 1,500	

Contingent Consideration

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

Fair value, measurement with unobservable inputs reconciliation, recurring basis, liability value		0	0	\$ 2,100
Change in fair value			\$(2,100)	

Equity Method Investments

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

Impairment		2,186		
Convertible Note Convertible Notes Payable				
Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]				
Equity securities, FV-NI, amortized cost			\$ 3,500	
Debt instrument, interest rate, stated percentage			4.00%	

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Fair value measurement - Summar of Reconciliation of Beginning and Ending Balances of the Financial Liabilities (Details) - USD (\$)	12 Months Ended	
\$ in Thousands	Dec. 31, 2022	Sep. 30, 2023

Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]

Beginning balance		\$ 7,193
Change in fair value	\$ (2,100)	(5,426)
Settlement		(1,767)
Ending balance		0

Contingent Consideration

Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]

Beginning balance		2,100
Change in fair value		(2,100)
Ending balance		0

Level 2 | Holdbacks

Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]

Beginning balance		5,093
Change in fair value		(3,326)
Settlement		(1,767)
Ending balance		0

Level 3 | Contingent Consideration

Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]

Beginning balance		2,100
Change in fair value		(2,100)
Settlement		0
Ending balance		\$ 0

XML 86 R56.htm IDEA: XBRL DOCUMENT

measurement - Summary of Reconciliation of Beginning and Ending Balances of the Level 3 Instruments (Details) - USD (\$) \$ in Thousands	Dec. 31, 2022	Sep. 30, 2024	Sep. 30, 2023

Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]

Beginning balance		\$ 0	\$ 7,193
Change in fair value	\$(2,100)		(5,426)
Ending balance			\$ 0
Fair value, liability, recurring basis, unobservable input reconciliation, gain (loss), statement of income or comprehensive income			Change In Fair Value Of Contingent Consideration And Indemnity Holdback

Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]

Change in fair value		\$ 0

Contingent Consideration

Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]

Beginning balance	0	2,100
Change in fair value		(2,100)
Additions during the year	0	0
Impairment	0	
Ending balance	0	0

Equity Method Investments

Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]

Beginning balance	3,711	3,711
Additions during the year	0	0
Impairment	(2,186)	

Acquired Finite-Lived Intangible Assets [Line Items]		
Weighted average Amortization period in years	17 years	15 years
Gross carrying amount	\$ 50,020	\$ 50,020
Impairment	(25,198)	
Accumulated amortization	(10,344)	(7,636)
Intangible assets, net	\$ 14,478	\$ 42,384
Customer Relationships		

Acquired Finite-Lived Intangible Assets [Line Items]		
Weighted average Amortization period in years	0 years	11 years
Gross carrying amount	\$ 15,210	\$ 15,210
Impairment	(10,541)	
Accumulated amortization	(4,669)	(3,461)
Intangible assets, net	\$ 0	\$ 11,749
Tradenames & Trademarks		

Acquired Finite-Lived Intangible Assets [Line Items]		
Weighted average Amortization period in years	0 years	3 years
Gross carrying amount	\$ 900	\$ 900
Impairment	(125)	
Accumulated amortization	(775)	(550)
Intangible assets, net	\$ 0	\$ 350

<i>XML 94 R64.htm IDEA: XBRL DOCUMENT</i>		
Goodwill and intangible assets - Schedule of Finite Lived Intangible Assets Future Amortization Expense (Details) - USD (\$) \$ in Thousands	Sep. 30, 2024	Sep. 30, 2023

Goodwill and Intangible Assets Disclosure [Abstract]		
2025	\$ 1,053	
2026	1,053	
2027	1,053	
2028	1,053	
2029	1,053	
Thereafter	9,213	
Net book value	\$ 14,478	\$ 54,483

<i>XML 95 R65.htm IDEA: XBRL DOCUMENT</i>		
Leases - Narrative (Details) \$ in Thousands	May 30, 2023 USD (\$) ft² space extension	Sep. 30, 2024 USD (\$)

Lessee, Lease, Description [Line Items]		
Number of spaces space	2	
Options to extend extension	2	
Extension term	5 years	
Operating lease security deposit with the lessor	\$ 500	
Future minimum payments		\$ 133,555
Quincy, Massachusetts		

Lessee, Lease, Description [Line Items]		
Operating lease area ft²	17,200	
Future minimum payments	\$ 8,600	
Quincy, Massachusetts Premises A, First Two Years		

Lessee, Lease, Description [Line Items]		
Operating lease base rent annual percentage increase	2.00%	
Quincy, Massachusetts Premises A, After First Two Years		

Lessee, Lease, Description [Line Items]		
Operating lease base rent annual percentage increase	2.75%	
Quincy, Massachusetts Premises B, Annual Increase		

Lessee, Lease, Description [Line Items]		
Operating lease base rent annual percentage increase	2.75%	

<i>XML 96 R66.htm IDEA: XBRL DOCUMENT</i>		
Leases - Operating Leases On Balance Sheet (Detail) - USD (\$) \$ in Thousands	Sep. 30, 2024	Sep. 30, 2023

Assets:		
Operating lease right-of-use-assets	\$ 58,829	\$ 71,531
Current liabilities:		
Current portion of operating lease liability	14,805	14,896
Noncurrent liabilities:		
Operating lease liabilities, net of current portion	\$ 70,221	\$ 79,173

<i>XML 97 R67.htm IDEA: XBRL DOCUMENT</i>		
Leases - Minimum Rental Payments (Detail) - USD (\$) \$ in Thousands	Sep. 30, 2024	Sep. 30, 2023

Leases [Abstract]		
2025	\$ 14,814	
2026	13,885	
2027	8,371	
2028	8,471	
2029	6,609	
Thereafter	81,405	
Total minimum lease payments	133,555	
Less: imputed interest	(48,529)	
Total operating lease liabilities	85,026	
Less: current portion	(14,805)	\$ (14,896)
Operating lease liabilities, net of current portion	\$ 70,221	\$ 79,173

<i>XML 98 R68.htm IDEA: XBRL DOCUMENT</i>			
Leases - Components of Lease Expense and Supplemental Information (Details) - USD (\$) \$ in Thousands	12 Months Ended		
	Sep. 30, 2024	Sep. 30, 2023	

Leases [Abstract]			
Operating lease costs	\$ 15,637	\$ 16,182	
Variable lease costs	\$ 7,724	\$ 6,194	

Weighted-average remaining lease term (in years) - operating leases 15 years 2 months 15 days 15 years 4 months 13 days
Weighted-average discount rate - operating leases 6.52% 6.54%

[XML 99 R69.htm IDEA: XBRL DOCUMENT](#)

Leases -			12 Months Ended		
Supplemental Cash					
Flow Information					
(Details) - USD (\$)			Sep. 30, 2024 Sep. 30, 2023		
\$ in Thousands					

Leases [Abstract]

Cash payments included in the measurement of operating lease liabilities \$ 14,707 \$ 14,604

[XML 100 R70.htm IDEA: XBRL DOCUMENT](#)

Related party			12 Months Ended		
transactions -					
(Details) - USD (\$)			Sep. 30, 2024 Sep. 30, 2023		
\$ in Thousands			Sep. 30, 2024 Sep. 30, 2023		
			Sep. 30, 2022		

Related Party Transaction [Line Items]

Raw materials purchased from related party investor \$ 4,400 \$ 6,800 \$ 8,000

Revenue [1] 312,974 245,109 203,565

Accounts receivable, net 34,903 44,064

Related Party

Related Party Transaction [Line Items]

Revenue 12,100 5,900 \$ 3,500

Accounts receivable, net \$ 500 \$ 1,700

[1] During the years ended September 30, 2024, 2023 and 2022, the Company had revenues from related parties in the amount of \$12.1 million, \$5.9 million and \$3.5 million, respectively.

[XML 101 R71.htm IDEA: XBRL DOCUMENT](#)

Income taxes -			12 Months Ended		
Additional					
Information (Details)			Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2022		
- USD (\$)					
\$ in Thousands					

Income Tax Contingency [Line Items]

Income tax expense (benefit) \$ 560 \$ 1,152 \$ (10,411)

Valuation allowance 360,594 302,381

Impact of unrecognized tax benefits on income tax rate if recognized 400 400

Domestic Tax Jurisdiction

Income Tax Contingency [Line Items]

Operating loss carry forwards 903,100 588,400

Domestic Tax Jurisdiction | Never Expire

Income Tax Contingency [Line Items]

Operating loss carry forwards 702,000

Domestic Tax Jurisdiction | 2032 through 2038

Income Tax Contingency [Line Items]

Operating loss carry forwards 201,100

State and Local Jurisdiction

Income Tax Contingency [Line Items]

Operating loss carry forwards 903,100 \$ 588,400

State and Local Jurisdiction | 2023

Income Tax Contingency [Line Items]

Operating loss carry forwards 29,700

State and Local Jurisdiction | 2024 and Beyond

Income Tax Contingency [Line Items]

Operating loss carry forwards 293,600

Research Tax Credit Carryforward | Domestic Tax Jurisdiction

Income Tax Contingency [Line Items]

Tax credit carry forwards 51,000

Research Tax Credit Carryforward | State and Local Jurisdiction

Income Tax Contingency [Line Items]

Tax credit carry forwards \$ 34,400

[XML 102 R72.htm IDEA: XBRL DOCUMENT](#)

Income taxes -			12 Months Ended		
Components of pre-					
tax loss (Details) -			Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2022		
USD (\$)					
\$ in Thousands					

Income Tax Disclosure [Abstract]

US \$ (209,545) \$ (205,389) \$ (231,659)

Foreign 1,379 1,923 3,385

Loss before income taxes \$ (208,166) \$ (203,466) \$ (228,274)

[XML 103 R73.htm IDEA: XBRL DOCUMENT](#)

Income taxes -			12 Months Ended		
Provision for income					
taxes (Details) - USD			Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2022		
(\$)					
\$ in Thousands					

Current

Federal \$ 0 \$ 0 \$ 0

State 20 9 (1)

Foreign 540 1,143 767

Total current 560 1,152 766

Deferred

Federal 0 0 (9,765)

State 0 0 (1,412)

Foreign 0 0 0

Total deferred 0 0 (11,177)

Total provision (benefit) \$ 560 \$ 1,152 \$ (10,411)

[XML 104 R74.htm IDEA: XBRL DOCUMENT](#)

Income taxes -			12 Months Ended		
Schedule of effective					
income tax rate			Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2022		
reconciliation					
(Details)					

Income Tax Disclosure [Abstract]

Tax expense computed at the federal statutory rate 21.00% 21.00% 21.00%

Change in valuation allowance (22.00%) (25.00%) (13.00%)

Research and development credit benefit 3.00% 5.00% 4.00%

Business combination 0.00% 0.00% (4.00%)

Stock-based compensation (1.00%) (1.00%) (1.00%)

Change in fair value of contingent consideration and holdbacks 0.00% 1.00% (1.00%)

Gain on deconsolidation of variable interest entity 0.00% 0.00% (1.00%)

Others (1.00%) (2.00%) 0.00%

Total income tax expense0.00% (1.00%) 5.00%

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Income taxes -
Schedule of deferred
tax assets and
liabilities (Details) -
USD (\$)
\$ in Thousands

Sep. 30, 2024Sep. 30, 2023

Income Tax Disclosure [Abstract]

Net operating loss carryforwards	\$ 226,959	\$ 209,338
Research and development credit carryforwards	59,578	49,454
Capitalized research and development	43,232	30,599
Operating lease liability	21,377	22,921
Stock-based compensation	13,384	13,858
Other	14,310	8,107
Gross deferred tax assets	378,840	334,277
Less: Valuation allowance	(360,594)	(302,381)
Net deferred tax assets	18,246	31,896
Fixed assets	0	(1,363)
Operating lease right-of-use asset	(14,786)	(17,417)
Intangible assets	(3,460)	(13,116)
Gross deferred tax liabilities	(18,246)	(31,896)
Total net deferred tax asset	\$ 0	\$ 0

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Income taxes -
Schedule of
unrecognized tax
benefits roll forward
(Details) - USD (\$)
\$ in Thousands

12 Months Ended

Sep. 30, 2024Sep. 30, 2023Sep. 30, 2022

Unrecognized Tax Benefits [Roll Forward]

Balance beginning of the year	\$ 19,185	\$ 13,383	\$ 7,437
Increases related to tax positions during the year	3,354	5,043	5,082
Increases related to tax positions taken in the prior year		759	864
decreases related to tax positions taken in the prior year (127)			
Balance end of the year	\$ 22,412	\$ 19,185	\$ 13,383

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Common stock -
Narrative (Details)
\$ / shares in Units, \$
in Millions

1 Months Ended12 Months Ended

Feb. 28, 2022Sep. 30, 2024Sep. 30, 2023

USD (\$)
\$ / shares
vote
\$ / shares

Class of Warrant or Right [Line Items]

Common stock, par value (in dollars per share) \$ / shares	\$ 0.00001	\$ 0.00001
Number of votes per share vote	1	

Subsequent Public Offering

Class of Warrant or Right [Line Items]

Underwritten public offering (in shares) shares	5,227,272
Common stock (in dollars per share) \$ / shares	\$ 55.00

Over-Allotment Option

Class of Warrant or Right [Line Items]

Underwritten public offering (in shares) shares	681,818

Net proceeds from offering | \$

	\$ 269.8

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Stock-based
compensation -
Additional
information (Details)

3 Months Ended12 Months Ended

Dec. 01, 2021Sep. 26, 2018Dec. 31, 2022Sep. 30, 2024Sep. 30, 2023Sep. 30, 2022Aug. 22, 2023

USD (\$)
shares

Share-based Compensation Arrangement by Share-based Payment Award
[Line Items]

Aggregate number of common stock shares reserved for issuance (in shares) shares	611,000	539,000	
Capitalized computer software, net	\$ 5,200,000	\$ 3,200,000	
Share-based liabilities settled		5,900,000	
Stock based compensation expense	\$ 50,925,000	30,278,000	\$ 79,033,000
Employer matching percentage	50.00%		
Percentage of employee's gross pay matched	6.00%		
Employer matching contributions	\$ 2,600,000	2,800,000	
AbX Biologics, Inc.			

Share-based Compensation Arrangement by Share-based Payment Award
[Line Items]

Vesting period	2 years	
Awards aggregate fair value	\$ 20,100,000	
Share-based payment arrangement, expense (credit)		\$ 9,900,000

Restricted Stock Unit

Share-based Compensation Arrangement by Share-based Payment Award
[Line Items]

Vesting period	4 years	
Conversion ratio	1	
Unrecognized compensation cost	\$ 55,900,000	
Recognize cost weighted average period	2 years 6 months	
Grant date fair value	\$ 42,700,000	32,200,000 96,200,000
Vested in period, fair value	\$ 31,000,000	33,700,000 27,100,000
Granted (in shares) shares	1,523,000	

Restricted Stock Unit | Director

Share-based Compensation Arrangement by Share-based Payment Award
[Line Items]

Vesting period	1 year	

Performance Stock Unit

Share-based Compensation Arrangement by Share-based Payment Award
[Line Items]

Unrecognized compensation cost	\$ 9,500,000	
Recognize cost weighted average period	1 year 4 months 24 days	
Grant date fair value	\$ 11,500,000	21,200,000 49,000,000
Vested in period, fair value	\$ 6,900,000	\$ 1,800,000 500,000
Granted (in shares) shares	617,000	

Performance Stock Unit | Minimum

Share-based Compensation Arrangement by Share-based Payment Award

[Line Items]					
Percentage of PSUs that may vest based on performance		0.00%			
Performance Stock Unit Maximum					
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]					
Percentage of PSUs that may vest based on performance		150.00%			
Performance Stock Unit Employee Minimum					
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]					
Vesting period		2 years			
Performance Stock Unit Employee Maximum					
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]					
Vesting period		3 years			
Performance Stock Unit Non-Employee Minimum					
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]					
Vesting period		1 year			
Performance Stock Unit Non-Employee Maximum					
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]					
Vesting period		3 years			
Option					
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]					
Vesting period		4 years			
Unrecognized compensation cost		\$ 200,000			
Recognize cost weighted average period		1 year			
Award term		10 years			
Dividend yield		0.00%		0.00%	
Options, grant date fair value				15,800,000	
Exercises in period, intrinsic value				\$ 1,100,000 31,900,000	
Performance Stock Options					
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]					
Unrecognized compensation cost		\$ 100,000			
Recognize cost weighted average period		7 months 6 days			
Grant date fair value				1,500,000	
Award term		10 years			
Dividend yield				0.00%	
Performance Stock Options Non-Employee					
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]					
Vesting period		5 years			
Performance Stock Options Executive Officers and Senior Level Employees					
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]					
Vesting period		2 years			
Vest outstanding (in shares) shares		30,000			
Share-based Payment Arrangement					
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]					
Capitalized computer software, net		\$ 1,300,000		\$ 1,200,000	
Performance Shares AbX Biologics, Inc.					
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]					
Stock based compensation expense				9,900,000	
Granted (in shares) shares		231,876			
2018 Equity Incentive Plan					
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]					
Maximum aggregate number of shares (in shares) shares		6,856,405			
Minimum annual increase in share reserved for issuance shares		999,900			
Annual automatic Increase in share reserved for issuance (as a percent)		4.00%			
Aggregate number of common stock shares reserved for issuance (in shares) shares		1,618,728			
Inducement Plan					
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]					
Maximum aggregate number of shares (in shares) shares				700,000	
2018 ESPP					
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]					
Minimum annual increase in share reserved for issuance shares		249,470			
Annual automatic Increase in share reserved for issuance (as a percent)		1.00%			
Aggregate number of common stock shares reserved for issuance (in shares) shares		275,225			
Percentage of payroll deduction to purchase common stock		15.00%			
ESPP eligible employee common stock purchase price ratio		85.00%			
2018 ESPP Shares subject to options to purchase common stock					
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]					
Stock based compensation expense		\$ 1,600,000		\$ 0 \$ 0	
XML 109 R79.htm IDEA: XBRL DOCUMENT					
Stock-based compensation - Activity Under The Equity Incentive Plans (Details) shares in Thousands		12 Months Ended			
Restricted Stock Unit		Sep. 30, 2024			
Number of Shares		\$ / shares			
Non vested shares beginning balance (in shares) shares		1,620			
Granted (in shares) shares		1,523			
Vested/Issued (in shares) shares		(786)			
Forfeited (in shares) shares		(393)			
Non vested shares ending balance (in shares) shares		1,964			
Weighted average grant date fair value per share					
Weighted average grant date fair value, beginning balance (in dollars per share) \$ / shares		\$ 40.73			
Granted (in dollars per share) \$ / shares		28.01			
Vested/ Issued (in dollars per share) \$ / shares		39.39			

Forfeited (in dollars per share) \$ / shares	37.29
Weighted average grant date fair value, ending balance (in dollars per share) \$ / shares	\$ 32.13
Performance Stock Unit	
Number of Shares	
Non vested shares beginning balance (in shares) shares	932
Granted (in shares) shares	617
Vested/Issued (in shares) shares	(87)
Forfeited (in shares) shares	(296)
Non vested shares ending balance (in shares) shares	1,166
Weighted average grant date fair value per share	
Weighted average grant date fair value, beginning balance (in dollars per share) \$ / shares	\$ 36.82
Granted (in dollars per share) \$ / shares	18.71
Vested/ Issued (in dollars per share) \$ / shares	79.66
Forfeited (in dollars per share) \$ / shares	25.19
Weighted average grant date fair value, ending balance (in dollars per share) \$ / shares	\$ 27.01

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Stock-based compensation - Stock Option Activity (Details) - USD (\$) \$ / shares in Units, shares in Thousands, \$ in Thousands	12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023

Shares		
Number of options, Outstanding beginning balance (in shares)	2,119	
Forfeited (in shares)	(116)	
Exercised (in shares)	(384)	
Number of options, Outstanding ending balance (in shares)	1,619	2,119
Number of options, Nonvested at September 30, 2022 (in shares)	3	
Number of options, Exercisable (in shares)	1,616	
Weighted average exercise price per share		
Weighted average exercise price per share, Outstanding beginning balance (in dollars per share)	\$ 24.18	
Forfeited (in dollars per share)	38.41	
Exercised (in dollars per share)	18.50	
Weighted average exercise price per share, Outstanding ending balance (in dollars per share)	24.51	\$ 24.18
Weighted average exercise price per share, Nonvested at September 30, 2022 (in dollars per share)	106.55	
Weighted average exercise price per share, Exercisable (in dollars per share)	\$ 24.35	
Weighted average remaining contractual term (years)		
Outstanding	4 years 3 months 7 days	5 years 3 months
Weighted average remaining contractual term (years), Nonvested at September 30, 2022	6 years 11 months 8 days	
Weighted average remaining contractual term (years), Exercisable	4 years 3 months 7 days	
Aggregate intrinsic value		
Aggregate intrinsic value, outstanding beginning balance	\$ 6,715	
Exercised	9,202	
Aggregate intrinsic value, Nonvested at September 30, 2022	0	
Aggregate intrinsic value, exercisable	36,798	
Aggregate intrinsic value, outstanding ending balance	\$ 36,798	\$ 6,715
Performance Stock Options		

Shares		
Number of options, Outstanding beginning balance (in shares)	289	
Forfeited (in shares)	(17)	
Number of options, Outstanding ending balance (in shares)	272	289
Number of options, Nonvested at September 30, 2022 (in shares)	30	
Number of options, Exercisable (in shares)	242	
Weighted average exercise price per share		
Weighted average exercise price per share, Outstanding beginning balance (in dollars per share)	\$ 60.82	
Forfeited (in dollars per share)	77.10	
Weighted average exercise price per share, Outstanding ending balance (in dollars per share)	59.83	\$ 60.82
Weighted average exercise price per share, Nonvested at September 30, 2022 (in dollars per share)	31.29	
Weighted average exercise price per share, Exercisable (in dollars per share)	\$ 63.36	
Weighted average remaining contractual term (years)		
Outstanding	6 years 4 months 20 days	7 years 4 months 13 days
Weighted average remaining contractual term (years), Nonvested at September 30, 2022	7 years 6 months 25 days	
Weighted average remaining contractual term (years), Exercisable	6 years 2 months 26 days	
Aggregate intrinsic value		
Aggregate intrinsic value, outstanding beginning balance	\$ 0	
Aggregate intrinsic value, Nonvested at September 30, 2022	417	
Aggregate intrinsic value, exercisable	625	
Aggregate intrinsic value, outstanding ending balance	\$ 1,042	\$ 0

XML 111 R81.htm IDEA: XBRL DOCUMENT

Stock-based compensation - Valuation Assumptions (Detail) Option	12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]

Expected term (years)	6 years
Expected volatility	70.70%
Risk-free interest rate	1.40%
Dividend yield	0.00%
Performance Stock Options	

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]

Expected term (years)	5 years 10 months 24 days
Expected volatility	70.90%
Risk-free interest rate	2.80%
Dividend yield	0.00%

XML 112 R82.htm IDEA: XBRL DOCUMENT

Stock-based compensation - Stock-Based Compensation Expense (Details) - USD (\$) \$ in Thousands	12 Months Ended		
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]

Stock based compensation expense	\$ 50,925	\$ 30,278	\$ 79,033
Cost of revenues			

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]

Stock based compensation expense	4,012	4,562	4,587

Research and development				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Stock based compensation expense	11,199	13,944	19,541	
Selling, general and administrative				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Stock based compensation expense	\$ 35,714	\$ 11,772	\$ 54,905	
XML 113 R83.htm IDEA: XBRL DOCUMENT				
Stock-based compensation - Reserved For Issuance (Details) shares in Thousands	12 Months Ended			
	Sep. 30, 2024 shares			
Number Of Shares Reserved For Issuance [Roll Forward]				
Outstanding at September 30, 2021 (in shares)	539			
Additional shares authorized (in shares)	249			
Shares issued during the period (in shares)	(177)			
Outstanding at September 30, 2022 (in shares)	611			
XML 114 R84.htm IDEA: XBRL DOCUMENT				
Net loss per share attributable to common stockholders - Computation (Detail) - USD (\$)	12 Months Ended			
\$ / shares in Units, shares in Thousands, \$ in Thousands	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022	
Numerator:				
Net loss attributable to common stockholders	\$ (208,726)	\$ (204,618)	\$ (217,863)	
Denominator:				
Weighted-average shares used in computing net loss per share, basic (in shares)	58,016	56,885	53,885	
Weighted-average shares used in computing net loss per share, diluted (in shares)	58,016	56,885	53,885	
Net loss per share attributable to common stockholders—basic (in dollars per share)	\$ (3.60)	\$ (3.60)	\$ (4.04)	
Net loss per share attributable to common stockholders—diluted (in dollars per share)	\$ (3.60)	\$ (3.60)	\$ (4.04)	
XML 115 R85.htm IDEA: XBRL DOCUMENT				
Net loss per share attributable to common stockholders -Anti-dilutive (Detail) - shares shares in Thousands	12 Months Ended			
	Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2022			
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]				
Antidilutive securities excluded from computation of earnings per share amount (in shares)	5,090	5,078	4,957	
Shares subject to options to purchase common stock				
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]				
Antidilutive securities excluded from computation of earnings per share amount (in shares)	1,891	2,408	2,765	
Unvested restricted stock units and performance stock units				
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]				
Antidilutive securities excluded from computation of earnings per share amount (in shares)	3,130	2,552	2,095	
Shares subject to employee stock purchase plan				
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]				
Antidilutive securities excluded from computation of earnings per share amount (in shares)	69	118	97	
XML 116 R86.htm IDEA: XBRL DOCUMENT				
Impairment of long-lived assets - Narrative (Details)	12 Months Ended			
	Sep. 30, 2024			
Restructuring and Related Activities [Abstract]				
Intangible assets, Inherit risk percentage	0.14			
XML 117 R87.htm IDEA: XBRL DOCUMENT				
Impairment of long-lived assets - Impairment (Details) - USD (\$)	12 Months Ended			
\$ in Thousands	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022	
Restructuring and Related Activities [Abstract]				
Tangible asset impairment charges	\$ 9,066	\$ 6,785	\$ 0	
Finite-lived intangible assets	35,864	0	0	
Impairment of long-lived assets	\$ 44,930	\$ 6,785	\$ 0	
XML 118 R88.htm IDEA: XBRL DOCUMENT				
2023 Restructuring and other costs - Narrative (Details)	12 Months Ended			
	May 03, 2023 employee	Sep. 30, 2023 USD (\$)		
Restructuring Cost and Reserve [Line Items]				
Other restructuring costs		\$ 3,500,000		
Severance costs		0		
2023 Restructuring Plan				
Restructuring Cost and Reserve [Line Items]				
Restructuring and related cost, expected number of positions eliminated employee	270			
Restructuring and related cost, number of positions eliminated, period percent	25.00%			
Restructuring charges		9,384,000		
Restructuring reserve		517,000		
2023 Restructuring Plan Severance and related benefit costs				
Restructuring Cost and Reserve [Line Items]				
Restructuring charges		8,467,000		
Restructuring reserve		517,000		
2023 Restructuring Plan Other associated costs				
Restructuring Cost and Reserve [Line Items]				
Restructuring charges		917,000		
Restructuring reserve		0		
2023 Restructuring Plan Pre-Tax Restructuring				
Restructuring Cost and Reserve [Line Items]				
Restructuring charges		\$ 12,700,000		
XML 119 R89.htm IDEA: XBRL DOCUMENT				
2023 Restructuring and other costs - Restructuring Charges (Details) - USD (\$)	12 Months Ended			
\$ in Thousands	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022	
Restructuring Cost and Reserve [Line Items]				
Restructuring charges, statement of income or comprehensive income	Restructuring and other costs			
Tangible asset impairment charges	\$ 9,066	\$ 6,785	\$ 0	
Laboratory equipment				

[illegible]

[illegible]

[illegible]

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31V7C&6D|U8^K^1^C1_3D@5.5.RPDT1^3.0 M.15U1RLE|LFRX|JL72^B1<3N).A1N^U5M\$H1R&S1^G2.QBKV&AUDMQQ<
M>@4M&4RXO@1HC00B18:AK^1""8V:MI1X-YM:72D+B-6=A."N.U:PN:+.6\$""01CL?=> MPI M'O RE.N5AFF^2!=?<
N(311U_@&L(M:01^"UYQH#2>".TZ>=R)EM1(VMX MW1^4>1)=&@19/G1|UD4W^\$)_D#&#7^14X M1:YZR83TB^*X98TEX0FGO-I<
M#%>=TUOKF8&7U(C+7+WT1%0>ZM.E84\$1K^R531>?>7SY+X G/Q991G1 M^E98L1BTN66|JIR&M|H:3BB(MY01^*F1VOF@F^79_G(LI^<^"CL80V%\$<
M\$=>V9X&7\$?VXG.\$Y+ +OQJO(6-U^J^%&@D2#XV3&D^L6.IG MFC+GC1:W6V^X(LWBW1\$)6/T0^A6SZ|E9IYD3_6Y+@2I6AVUBR_./11LR MF-
L:P=JVL0E9Z1(C2&P3GD0^G2^3A:SWR@(&+@&D|6L0L1Q1Q(G0.B4Z021 M8HHSH5YIGKG&SVHSQO>E.4-5C^"AQK1:GEV<1P3C8I<
>D)QZL0CGM_:KJ2.MC1ZN;I2>7KU1#1^1%:LR1Z/X.A+&F1=X12:VQ16JL>1L_ M\$>K9^G1R^ZVZUS0+AU?&AP86% KBB|D@YAJ<^*?<
M>/#E.9@L1ISAIR5/L1S=6H2TV9W9M^DG^24CF7)"CKYLOFD YC7^OI#E%' M=G?VG-%A^KVM:DWOM 4.#+10:ADJ&/?@O>P.LY&SVFI<
T+6|A<740S1&M MRMN&D3@BY>?1L^1^1^="A^T^"QMIWJUH+ 1Q^123^_1\$16225-E051C^WQ5@"<
M61KB@W<|BB@11W+A>G1JG2.RL\$1=8NRS1.C/7^N?5>2+X.EB:O4G(M&34H6+P1D10GS:);>18&9J|>31VFIPE".33M+S9Q>1DM2"<
|C<1^1^C8T30 M5SU^MLDM(UT14)|@JCSA^UDWS|&#>_RA=5^N2576=U6(4OT.2*\$E_'. M7=->6Y31@W3<+ *_1-ZGM.IXAQI|<49-B^18^H-
%70RLX&B^0_.'71/FF(CMROA6?22RH0.41) K\$O^ WB.I=TV1=Z10:1+&AM^Z8RKAF&GTKY|E1COF?2 MGL^WYEDNIH_11P1?<
IM1E^&H>|YHF3CRE7F/6AD4D1|(>W+&DVKO|TS2R M^#>J|B:WO>32S/Q^O^T7;02LTP:?(?EIIUH\$4?31_U&O 13TLA=> MA&*0XJLYY04A;\$-<
L3>=583;P2.Y:5>|YG^1)P1#5YFUXL F7@4H>14@|: MJ1^TQM31LDP:DIQ2C\$JL(3&ZS/239.PL)^PR.NF&#=#1NF^1OI^#(59WQ M28GI^X!#S12(<
(H^P4>M51(75#Q G1X^*P|N)J^_179XQ-Q2/M8|A15W-#L#QC5\$5.AQ1Q39Q^Z8(WY1^Q^@WO^Y>O\$VJKC|MU.E<=>H;V:+=+|C17;1^*)_J_HF<
3:;>@X%&IUSX+&V=&7&B4A1#8&MBC M^)_R41-1413.9OWQ\$S24V VN8<K^&H^"HFU_H0102^>6XZ@SR_391X|4:61<=>85+&.>W>=2PDT<1VK>0<
EMI MO=1\$P51>Z1V^&#>CN518;(+&+&XAT_1U803CGM4AGZ(EU@#R/L\$YL_5B MCD1^1>2+VAZDH6ZQ^84R76M(M2(9S^620_1@O)3^Y5=) 7K<
M0)-_FB@02E8Z11:U_."%3DB738@R=7:1CQ+&.%>O%6T1-CGDT^"-|U4H M^X80@^P7Z>(D5SJ&\$L?>IVC^&.&?&_J6#316>9^V76AE0>9NG8?<
*2>60_01N M4R%<8E:R18P12565H1 C721|U.81&+1P4 FB=7^&E5P6|H=>=1C.FP3%K) M3819:R3>=>K.703^W133^>8^F^X3=7|&HV:2BC!<
BNGO11-JR_11@WZ M9\$BUB1^BU|J^1^1@|S\$K2Z5R&9C61V|OOUTMEK1+M(@.PK_)"E6U|T0819Q.MX+L>(^R3^?>22ZSS78B-M\$F%KR&K^Y#HP5?<
1H)7TZ_HT/V-XNCL2_.WT0L M">#%C1STJ|)TR\$22XP10.8=#?F\$KAQAY+YE^LI+MD\$6-1F+94I2ETCELK MV^&\$")M1L(81_01M7<
4JPVNE191:72&C\$1H96S|41Q|U1B4 3+MU@>LJ MP(C1PUY:~9#63GDGVD:U16F0014-1&3*1/-Z14?PR1ZQ17NCL25<
M=C#:#.W.WW^F9+AISPAKAIWA^F4R+KEVPR1:#S14K1|P/4.GDI M.X.;>TMLA1YOZD.A2S^1*3YJ|SLB4A05)VB.@)/DQ 110.6T460^O?(1AX<
M^+YF7>6GDJ\$70^TO="Q SJVA:M54Y#XR?%M2F9\$9Q^TSL X@)Q1NK M^BSN361:423W^8^_SS3|RNH5)VX1|)FBT1.^O-RWEW^2-KIAA:1ZY67B^X1<
MH&C:~\$WJ.BF18F^1.K1C1+<24G7-IRAD^SL^85).(+4IH#^4B:Y^K4E-|J_ MIN5^4@+&OY14P^Z<1M\$_.IS(%30%\$S9& MNH1TG2OP.""/(?D)05PW1^J-
IL<#&1LTP2^9MJ7W1M@UJ\$&Z(Z1#W^4HEP MD^@11Q<2Q2|^&+&Q:FZT9&:XX844RK^?HSZ214X|U7\$RK+&=LE^&=>9V2;<
M89D=:S1PE)TDF 4MT%1^VT^&#&18X:(2S21FC2@D81B^V)^"""">=8R 2D M1_N1#11V4DD^QDX^0&M.MN^EQ1=U^4E7.2V<-K 8M;C:= EO.W-
#Z:PHR^8^VUC>VUI<T_ USOV8 MDAN2?&KT^X&BY^7EK1=ZWV3_V9.2LKR|>K^(2KR^&=17 J1O2U^LA?1R?G5_M4_JU62&1>-1^H7G^DT??<
^4HZ)OL:T.D|>13N^>3@>B7<E4>?>:04GE(M3\$515B&:_ P0@U*7?:(=Y>14AFX:F51A/ER^2: CR?XHXF=2^RYO0K1JS MPHVDVKN08F<
1-9MDDB|/U^1JDF^@7\$RMRJRK|T181M60 08^T4L1T@VA10- MIRA<GNV^<@2Q GJ>120140B10Z04KQ^%A16S:4\$S<463PI(+.3M^002<

MM"W:4K2'E'S9,=W*B%AHD5!ONL!,?!JJE7S2%*%X6S7XHOLYR:[N>@L10K MJ:- P/PAWBFI']0H4^<(R'!]:&V@K'QPCA(6B13Y?EJ&GSK5^>\$,+ M/UI@(\$S00QK7PU!;=8T'D'"N-SBOX'R99A*9<\$5K+A1/IKXXI!W#M5EXT2@ M:- KKCY<75Z' J5RK3 KI(=G3):X/P)KA1+B^>)O<%\$71-- I>/@0M@:+0^8#D M:AO^20>#!=**ZOU6)8I5/2%JYPS_16GS\$,+OWJK5,J3_4:*O:8ID#I>>> MSR!9E/-)NF#%_PDPG M>D<^,DF<O:PG42^B7QH2B7J1K47Q&R)7&1U!>O:JX7E#fE/(O6RD@:GZ3GQ: M:#S1<8;Z/EH/E08_SB)FIU&M22!)^WN36S6:GVSWCNEO^O(^(+ =QJ,J2 M^7"9QYFES!)L-1J@Z1#?E7ZDOGR-DLXBJOG^LTI,5,OVDKNAJ7>OW9\$JED&MCIE1.2R,ZX!,I#^AT!>#>?E=N9O'WL,@8HRO/+5? 0RA:9W2^1[9ZP]8?>I^& MEJC:>+6X2[QIMF#R.GG'ITG3%?H?>=@GIG-+M\$-JY_4^W!JS&M=N&X-7OR M64,1^IQCA#+0.14C&Z1GU+^4/I* (AR5V+)<7^*6G3+43H5,3GMGW6M!RSD M% J!S3,V'LZO,@F#C_59J^R26+>1+!<6J!#MB7B.IP'^^,;#K"2)EQ/O*13G MKV!VTOM)OJR> MO^IX9;O, IO4^7+2O+1Z@S1P6=OX73!'^-/K- P%02P.\$% @.X%R6>AS MM+/-! J0X ID !X:"IW:W&K&ULY5?;N.V M\$/T5PELLD?)"=;7E#);@L- FV08(TMTMBJ/(M#RRB%)DEJ3B1%_2H6ZV-I*3 M!>J^1,6FRD!D59Z2X+1I92!>@.P)GG LI^63&%%&#H4XRR^D^E04(!\$FERJG! M1I4:ZD!(759*1_ZKCL:YI2)P>RBVKM5LPM9&LX\$W^JBRSRGZOD2N%Q/!JZ@ MW:AC!S8C>^LHJ KN ? SN:A5^#3L8!Z&9%\$1!AW.O;+D96O!+XP6.NM M;+>+1L ^ +<*UO("HFO"!3 N\$*+= 2.-K@SGH3%K%/176+ J'R^7U9 M4 U7D0 &EB&:8N(164)*2VINY/IG:/R+!>*XBN:Y^R;J6C<(124IM9-XH(X< MB2J/2C5QV%*(W3T*? J/@5IQK0Q7+^ZFALPLEUT19:42SBIK52AO),6&3XQX/ODHALOW_7# WA! M%X:@P@OVX,TW_MZY_OXQ7YBCL&S^!/.XQ@O!6PKG>F")C =8*!H4!PPE+U_ MYXW<VP-LPXMY> AI,VEY75>>BFE6IN:LDP?^01C=Q_D_Q:G(R:R62IT88^>M)AAW_D"5!2!EUO!AE1B!^!A17X@OCJR FJD5_-'("<(!%? 69LX2HP@&9!\$40!>6U5YR2C,H9^29PIQSAV5^6F=2\$ *2Y MJ04.\$=YM:O'^E2;G-1QE+!0)DB2**K;H!H8NBG^Q_EWL> !YJHYHO/HV M1B<7ZH!YSW:8G4B#>9,;#%*M^KM?IN_B?KK*>TETYS>9QB!\$P,JWX!@ M&?E!>G!^50(1E+ IQ*#SNL3J7C#_+7PX<2:C\$!>>-!E!CES^C8.&H.Z?%X/Z MKUO51G55^B>5@^9Y^PF7!5#H8M^'3#+@-!%Y086=%(CM1^ZDP^UM:O^N!O: M^X^=!(VUZ-N3^2:=2U+!>P!>R*%;=7A_Z)K#MQ6R7!%^I2%* [X9"]B_2 MGDND30<5154A5!48(0A+1!,7>A_O-TEF(2GQ_5!^!>J_ZTOZWV430^ MMGMNYIS>HK>U!> 6S5\$!FL!(2Q!CYPOEDYVIZISNK>5CN M!UZ:4??C Z^-ML7#7X-8K6+!WMW^H3^G!P!#^1@U.5@=^C3!6!5RQ)%4Z: M:VT8?E>CO1O,JI&T^W^ZX;"&IPC)9N1PI9(7SX.FJE IQ:Z:*&MMJI!"\$ZK M#K!ZIDF(7W!%;6^3!>4!1BLCOO!6,KUQ1DH%&DG9DUW4P9.X;56/ !4V2VEV MCH+FZ MD+^/Z9>RGJ9F,6FUH36G9&!"^5=:U4D:-X>-J^O M^QOQ^A+W;J5G2!<4E1U3!28-JJ^-&4!A:5960A#5YMFJ6&=TE05@/44R:M^W^=-+23V=J02P.\$% @_X%R63699+ /!O > P ID !X:"IW:W)K M&ULI5=K;JLV/TK%UXQ! 72J3+2A.#31H^MJ4+ MXG;#_.P#+=>645G42!J!J^MW^F1^ZW15LONZYCW/O!7W^H,UG6TGIZ,NR M:NS%#H^N/IL_5!J!"GNI4=N;+!(7#U"R&MC52E)W0LAIR(\$B^2Z&:P2B! M6!LUXW.J&X_-6+14ND_MK<%L MN\$,IU5(V5NE&C)Q?#^AV67FSW<? E7RP3X;D=DIO5G/AWE?7@P^Y^L9>+! M@L#G(7E)DN09_#O#>9@J!/+AYOT=ITOL,7F:#R2M>_J=)5%X/I@!HY%?> MW>F^=W+C3^+Q^EW; J!<>^K-9,JIB99U>;H!A5!9!>U^=V<3AD< H^H WPCP MSNY>462E:^^\$-SHUS+^--#H!^UDX9QJO&D3)W^KH%<&J!>J!E!)U!+>+ MVT? G0P=40S2@^/7Y! M&- 7S9EM12&O!B@^*VI^R_RY.O.U=M^K!QWUL^T.^>#691R:62O=H_K_2 M,U4KMY8DEF+N9""506? WD&?>7^L\$5=HW)5LR#G03:EJ_ZP6EO3^4+5%.Q U:M: IISPC!<F<(!>Q!5D^OTRL(8^!+CU/I\$>X.%=!#22B27A!G011VWU&8 MJL_4&Z<4U)YPP+ OQSC+!P3A!E66;#H!>T:"UE26^15P66JLR24;..06 M#CM.TZ72,250V!M7+^U4JJ!B>8'D^A<+B#V6)1^UIBXYH!&+2C^R/3&N4J:D M5AAOXND1WL=!IG1V\$ _J-NF-V";P:\$UOI5X8T<).K"!0UPZ1>A3X<+!IZIGM^ M9IY14!<(>CX!IUWZ!4O!NI-IYYU!;\$D-%A;J? 8!'+4UJE&^*9K3VF^9%6% ML\$^BZJ!M4Z!\$U_0BS25S2B%(QNY!>5Z"!<4UPBUI!:%5W?7\$^>H^RO#^XG MUJ^!>+*!\$!>?"NC!M_->JAO? 3J2>2/XH6@^3KRKR8R39?M^XU!B!;TKEUY!P MHL42+&3)BKZT2=3^MPEDXRGICLOZ70>?2UX_!10YOF\$=L(K!^ D93R, MXIS%6=1!FW,6I!EE(8M&.:6HC6S4>1-3EGAS^\$XR_+@\$C.FC=J(!&A2B,##/ MR^_.\$A4NIT\$K(2.9&:ZR!ST&9EY:W2Y^MRA?#P^JTWYV/9* I!9F^MMQ=4F^M2%!<(IG12\$T/Q!+&#8M2C(T9_EB^SNM%ILC!IN2P3!E04IAS&O!<W#^0'W! M88(!-3-H-4 *Y9^\$84!XTF="0OCG"?-4S- =KJE4MM#W\$D^D_80XB^CS^PHR# M+WQ^"O!VBA:5^!9B!T0!S)H\$;=&K^5Z6S^!>J.E!\$B@K6A2^BO=5^N-N MUF=303%:(7#^>8L:K^W>K4IZ) <_!\$+<E<0P2!>E!YL,Y7% DT^47F!_&R0C MU!TGQ^P49Q1E+,@S>B#=#!<I^& G:1BO/D!G8^F0%Z0L0GV T:H?^!LORR-!IH^VG=N?Y_>X^,@UB%ZSZ- Z!OQ M+BNP2AKO5U>-ZTK!F M!2!<F_ O56*KE^*+J7_!%FOZ=VT^<@;KNWY4PI!\$NZ886_!M+X JB2:~VY M\$Z!@IV=C_!02P.\$% @_X%R6? 1>LTB!^EM, !D !X:"IW:W)K M&ULI5C;N.V\$T50ELL\$D^+I9LR6!2+^7JF&+ M_CV^T4?;ML":%+(4G9FWYIA!0E=F^!6;[3WFJ!]"G,SPC_2>^ODO=!!S2^?QAM_-!0 8+;1 H MWC9P^8P9^3QM<?%QTNBV^X^ZX12!H8!>8YE3!M6!_YDN=39S\$(4M878KI6!J^M%9IX+&,%8I,>R>9>PTG!+@GL#!IU^!>BIEN!G=^=? E7&F)6OG!4-PU:G08U=3(2)5T 1^_M^T2!W!S?2!LF&CO3G""L!1*3!IK^X;(E;D/ M5FEOA!\$<(G!2_C#YNPS(2C^LWROB39;# 68)MQ^9T3C!>-!IW 8RI=AWY M!10N;&ZLN3O+&44,&?@H=!=A(!@2/>08!_UDWY4!1V\$ M^X!J!X+W4!2!\$V5E4+!J@=?!P2\$J)06M@#R0#9@ZR^"DW8D5L-PIC(PFH MYQI32#X!5-98;=&Q\$?QXP.TS4P:1N2G+&G_PX4<<6YRS#O-Y.N\$!>Q.XBC M9T!N2!0B9)2_2 M? CIV@R#HO_BX:FQ^5TPIT5OM!WNZ^8L&9PWY1#1+ZKON!>=,5J:YFO:2&V: MKYWSM6W^T+;J!7Q:%R#7I@^~0HH5U_5G=F?M? E)^>N_I06#8J7I4I+C= J=I@!78(T^W!<)81N!P&W:~Z:J!02P.\$% M%@_X%R6:S=IAT! * T ID !X:"IW:W)K&ULS?;MLX\$/T50BVZ^2#NEB^I+8!TW0 T0Y!)^!;ML8V8H14 M2=U@EEDAP!8EJL-K!N\$ EX^Gx1 MG24!59L!<+D>,KY33R!P2!>8B=9HD-(%)QY3N!5CEHU2LP2\$)D013,A!I8 MOYOTK^UN!)W!6N_TB\$A(##S%@\$BLT^KH!S^X0T?I:83AW2 M.NIV^_2;/"2.94HU7\$G^<XO-3^*=_Y_U>:LY M0)9I(CV2+1DD3!0M_56NPWL<M(AR^D7!767ZBAH&2;Z^L+^+93JIJHWD MF+^!F@4/E7H9T8WE^FRHCPD@&5F0)<<4!GNB4@SX?M P&L;~M60DX^0^# M\$X!^0.ZD,%M-KD4,3Y_!IG5%(!^XBH1R&S!\$GDI^!+V/WX(5URF&_#S M_#U/^003.RYMU!K!&^U4:B2? XXE74^VCT!RK64^9W!T,2T^!6X(P^?? I MWN<&PNV:<+L)?2!8% R1894HOL2 3JID^EG CI>.)CI6EB-ME0F^JO2!)?; M+^WQ(C4Y9^U@>A)^ 2ZX\$X>*I J FLPEO!&7Y(S)HA9RDRCSXGWY^G/AE M&YIM2^8T7-X: *A(V6#;J!8^Y>8>+Y^/Q^HWYW_6P!<E+>_#SWN!ZNGSO># M6<@5*)7AE\$Y!0W!A>;.1)J!K!<+;KYK+Z2=I,>#I#^2H-UW^VW_1.SJZ8D? M#? ^G^QJT!<3M4!F53R!DBJ5BAH@\$VG!^@N_!79Z=?#-Y8_C%P!,5!O?SE! M>O!E!GMOU!>78?:(!B,WZG=)0^5&=>5&C96!K3OW>+UB- :Z!19<!"SFU!665/ M8^!KTL08&XDI<\$;MJ^Q8N3;R^Z3N3TLHE6""FSO! G%IE MCZ=TIJ)10<@FI5#N<:-24X^E;W!^ !;BX^HQ_+379J\$VZ_HXOE!2Q!_8 M<+?J!>3#H^_SG);.~W:<=>X43&!\$WZ;K?3!_4XV;6(0GZJ/J-!T9!>3%3&PO=VJR-W-H965TCDRG49>>Z6V M&< 5&AF(!<F0P_BJ>SV;J-XV0N^!M.M+W+=TVKTOZEBU^Y0\$C8M!W-PELR5^N86- 4T M^!TA+>R^H8!3(17V0 M&B!AWY &NR=XOY!BW!M;2:YMS@E6J^BMJND!\$9 M0(T+WC2V0:U_P8TJF<K5&A!&#;):H%4/7&JG:C3_Q:(8>1/V_L!*=0AN!H MQ!N!V!>#O!<I^W+>+9Q.MUJ^=-&YB325;Q.Y(=VE/I^P7IV=8E;JL\$(!C MJ%3;*8G2&CCYC<1^>3D:5CG^!HVD!>#I#Q.Y!1#^=*V!6!3!+&^BW B/C/M M2,9;DI2Q4<1^L,X@^1TJ^889P>P4MY1B<+>_D^HQ^!T0_8C!>I!0!2E!3!<1KX MXV)NK^:0^2_Q_0- Z>AC=I=&YZ7B^TX#R0^!<PF#VTP!I^OYA^NZXYX>OY!M#MD#;:@%/M%5^2W0&)Y%."!K^&^!L%:PS!""!<DDBG25PP)_25TO6#D!<Z MK2HT!F(6!3E+&(H2N!924\$C6!FIVD#^*Y67=TWZ^RIU3RM^V!>XH2^Q>RAD_?>I%1\$;* P4<?"?T?P?7^MTN>@!JOY!XZ_Y7.E5WC""^ F!FPU^K,L=FE+P!IE80G709;^4KPS6(AGZP? M55)TK-Y3C=DX3W)!F!TIOB(8!Z:G8#U6<~;J! M78!0U!61EE!NK2!""E\$TTR,B6M.Z;5X\$-#(-YJ!05 M?PT:)T7&!C0YA9,L9^F6GWI?Q80?NED2L3OCT5:OHNV_%!VZ_>V5>JULYW MMX+/12/L.RE!%/9PJ WXUO: >><7 _PE^(ZE?X% !I6Y.N!U<~W#2!HKKX& ME^5%ZN!E!J0W)!CID!A!>T!U:=YQ&DB:N\$5106!/RO!PYH_VFF&+>NE; MOK,VWE:HB!O=W:OB8FEBK^>+D^2.1260!AIM!K1_-92^TU!D:4YT!AS!8GTE:Q0T.E2J!96J!K54%<6=X8 ME<4P!+QD6#(NG- FDV;M!LXLFL3<\$%WBCO=5DR!7R!A=Q_'=9;MSRU=K8C>%L M4K\$5WJYK:11M!KY^#DO46@N!2A<3IVY?WZ16/U&X7>.&ITG@!UD(>6#75SG M4!>S 6&E!&:(C#Z/!<E%88\$HC&=!IM,IMG!A!JLF=R^,ISLXYZ MJQ_Y+EE=F%NY^!1F?&+&E!E^!<P:75^>0-9K8TL_Y^H.2B_!<GCH<I@!I! MPR#H# (E!M9!5^5.9MALHNO&E-4^!TJ3;6%!P7!E+NC^33G9FIEG^2+_MJC!<00Q^Q(HO^>2F-1H-I>_5GHP&1IR9D&60=V!O(C:P!J 1R1PJPU?I(Y MYB!AA1E^VJP^?4B.(IXA!49A!X!+@!\$=1_""/O6PP0N!)_7K7>KS-O6/7&>% MU+5^'^_!T\$;1_KK\$^ME^BP^UM4Y!IB&4X=I!A!Z-A&=VRI(MW- M5NG!IKP7CC_8!PS&QOELLNY!UOH=^<H0Y0>A7V:TB47W,!/P6B0P77\$;V! MT;M!124!>E^PIP<9:0#U^T;SN@^OC:- B3#8(RKJL!92:WANJP851!>#Q8@B,EZ-(KW;*5A071_122Q/7#)H^O M7E,2M7G\$!BA-I^X!17GXORG_9!C%SR/W^L!;\$Q1X(9!J!>W5!;!6D,W2HA5 MWW=T^?Hf6%&8QF!PAC!I2)(Q!>+!>1Q<18&AXKR!JOORN2!V!I5&H073B0 M2M2M!J!K8^CTOI3+! [X8.^!\$0XO&OV5!U/ALNT!_%"JHH;M!>+6D>Y+3_-3 M**A,J!ZXCG!89^%66VY;UZ4:N?>+>0!M(=N)H)Z8!<=R)U\$MH""L:PAG3 MG8> !%WN(<^>A\$ /9!7,01HR6003!>@O!C!J!S!L8Z?>SFE?F^+NK;)9EZ M9R-JA^J=?>J^D54S;RRDH5?>B&L!>U%9!3!2FFV^!N@^T!G_P02P.\$% M @_X%R65OY58;#!@P_ID !X:"IW:W)K&ULI59A!<JLV\$TK!PKS!D!>=F293(PVC^I^T!P12E8!>P!4^CIGQ\$0 MUJ!JUV\$YHS?^C^!<J^C MTEW^G=6TRNF:Q12XA_72R.U:2^OPIV MV4^_#T.XRIB9BN5X/B#I&I0!>A>1>EX<<@>@N.6X+@/27Y^E5;4 D\$MX:ZN M^H&D>LL\$7#+>19YPIYOSLVQIT!GY%<49<@>56P94J^R8YA?A!A:YI6_!%&TBR(NG9\$SRB(!<E%<5K M36GH1C9K17U9^>JLBWGOAO.C\$>XC&O181F6V;.PFI^YH> ISEV%<O!J!RE.Y MZ!A\$.>L.Z9!- !E!CV^35K#)FP7J!;U!KCFDI=U2<+TRKUA3Z77!TEV7Y:F MD^Y!1!6Y=9SN^7B!)#^A.9 M-H^R< I=HJD^VMULY^670C0^LBQO!<2R82#2)G!F1,6!^1;1&D2!ZHX^LTM+ M2^D4C\$DA!KE!J!6 RTJCS^M^0&A;)P^23PIWL+T:S)+ M L>U=H7U5&CV./!@>(!<M\$>=>(7H!)>0!C^TDJ!M!#KS>J@G!JIDCQ!>+^ M#!I!#^J-C!J-Z9HWN&G^&IQ33!3(23^5N!)!2!4BYS!AIG^H:3W%.L?K+ M3H)T-!%&D19%>8YE!^W6V38\$(XM&\$ZAJ!^0_!BA^T0XHI:~JA!IF99%)Z MCII2,9Q!7RIIYJNG6Z3P>ODI/DQA<^!<C^GOQUMB9S4K4^S^!&O#9: <T!FTIY!>XTL!WS!JF9^OF9Z0:4A^<DLZ&Y!&GJ M9N!JLJ^*2W4!>X!F^N:5!^!3!<0!>E(INWMP^MK1?_XO4\$!>!!0 (!#N! M&PO=VJR-W: H965TWD!U9><W^>?%I4^<4B^61U)CI=I+I=W+M^#WB3 M2U4R X!>=SK05EFF/NCW.O6!K8S(!7+&\$0^<^FQ^I,P=.DEY*)DE=(HHGA^< CKV#DP3 M+<%P6_TQJ!>JZ.IK_#A2W8T3 M;!<R2IT^5AG!>@N8_8>F>L_!>W2KS@JW>\$N@IQ73_8!8_VAE(KC^XYV)!> MD@!^!X74M>+DK^Y_>@!X^<^AFONJ!;\$3<#>Q6(UQU/FBNKOEHI0:5!IGO M=>^>KS!>NFS^TB_K^XXD3GY_BU\$2EA548@&""4^GQRY6!&4TDIPIOH^V M? 95:~YFR6!GEDI-L4TG>^DGO^0\$SJR!>H0>1A)B@.^_Z4)I!<3<)>KAY9RK MWG/V2ATK%#8;#K#>+D+J^>3QV!>I!<8U&!%EK8- 5!5!5U8CY<4>D!^O M3ITP?>=>C09-JLJ>=>=>G!RIS!<(&D_A@5^>F0AN92&60U^XGA1U,J!>3M^M M_<3QXV!OAR_#W!2 ALWUYWYVX@6=7^@M;Y!+UW^*!QVY6Q,Z.GV@02!>30@M ME^V_?VOG=9^4#RB6=<63>V97XGO!<^<5AE_2^9DI^UI&@8N>-0+>^FC MN/5GV@I^3<+>A2N!M^WVXQU\$&O^!XKGPNIPL&3LN0^_VQ6541^5T.C!F>_M<JL2^~^G;&G-45JDH!>N.A2!N!5!>1#A!QH\$59HP2;6(KL@U;#? M9^T MCN2M3\$;5B4&(RTA9A^KINPVQNA>^O!>+7^HOM>.&J%L5!>F!>U09HF+>M.KQK^RP(WR-O-BZG2U8M,12)-2JOIG2&^!>E&YV0.BL1_!FT? Q=@Y=A:ET M:1%F_!&J%6)X9U^3 E#VB@A%&A#^ 7P.ZDU>_#J.Z^W/ONC8@9T)9^VSL@#_->BDC^MX68TU@J!2RR M.4NOI(9FKQ?Y&9& IO9H1264+V>IGF!J!L8%>^N^T^G^&O^>Q\$OHG3A!>@Z T@.DE!A!U^ (MSZ&^0B.\$ M\$D!>^>JXZ!2B&Z<8>^>7LP!01^O:<9!J!3^!6^USW>K-G.32^ZK2! M\$0H_2^9EOE!KWO !>#>\$^4Q38R^&I&5!>J!DMEH(83.M6!>I+>A=J!>Y0^M M_F8L!>+U=E/222N1V1KR!>S!G^Z<@.8X.2@!>0VY5#>#LCIBP0->~H^!J>^IBD.U MKQ7&C>VKH>_F_O-96RM72D 1P@)SDBAX^B+33;MZ\$LP4L08_?6AQACJ^A/ M8^2(<>IX!&7R HP!)JY#H!>1)WTIRK^G0XH^<@.3!P!AGX.SQY M^!XB=66:QX^>W Y(YI@YR5B3^<=IWA:~!>J!>Q8W73!R9<I!U MYM!>H6=KEDC.(6B2 !JF4IGM!>? U!U^Q24\$!>!!0 (!#N!&PO=VJR-W:H965TR8A!Y6\$!L M5!XW^A5Y=ASG&A34!MRLY.16+>H!>2TE0354Q>7_2!\$<@!&FCS8?2K M8K^4I&\$!5VQ!>A^O/J2N+>N\$?)BXX7JA U2#X_&TW=D_4^!L_7PJ^5EO/ M0^9?&-7C!D9R_N(ESS0A/RIY!>1+>D(P_BWPOSU+LEP^WF#_IL9.XYF MQA2_577M!>+LUSR@!S/65/I^!>@W?>^ODQ\$Z4RQ!>N^T>=>+>8;5%UQAA! M5=3M/IOKY^+!<V^&B=@62B^AV9^!QS2.G4JQ!4F!SHP5& M2VPMT\$Y/K3(OKVA<>60B0ISQ9BK!>R!>9R=7PZUNB&H^S^O^A!>3V0+H> M2!2U7BIX7^<1?PPQOCZ(+U.D?>L (-7IG@.Q9XCA<X/G!H^V^Y_!>#6S+!> MKYR:05^>Q>^28AJF4K^YPL_SW=>#;TL+!LVOT+7:P&Y!6T8E:L8R2C7^5^*YO M^6CR^H4;6V!>@_ZR(A!E-NW9

S:ZYC-.B=.%QM|5YB#0IC W<A|O<0E MIU:X=D+T\$\$.L%|@.5M^ 2!%X;0Q64:.61:9Q#A61")JZT
KR1A:UPEC<R3R.4"IB"NA2!%|0|"VHT4@TBM6YLH#796@*J10E"W(D=W" M8#*GX*M9:(C+;KES18
(%)D13'PYS5DBX967#MZS %/4MODNQM@A./XW|)!>* M/ =>0N#8L0^ \$RB:N%:(G2 !2VS/A2!&9 Q!J0:;CN(D.@8 M?T44":FO""+ M(S U6ML>^GS7 ?
H)(T""=.)|MNO#-%7"GBAK0+HEJ|/OK99+O("4QW8:@*A187X\$EFQ&VY3 MR'5!6!(I<.%HKO>V_W_?C82\$)@F.B9>AT|>^A-1"/P<#(L^N3.M9S
_!P&J|J^2_4N MMD.*+s#%/P%+R"D6 !\$3KJ|_!N&P&Y" NY2|!<:OGK|S3M!00%)|S=Y4Y1
MQ*6M19|WK">41M#A08|B410%EW9>="9M|5ASY%&RPI&1DV:E.W |YD|!"M4!AJPX.9:M8ZIO_UX.7@OK^C+1R^/2)A9#L/+;
<"718E+;H8MSWP"JX+|>W- M7'+#44|I|/)\$6<-.L/4+=M<7Z? M"L|L|L\$ 'F3GKS)|VKW)=9N-B^QV3G3X_V6T-NEF3ZDLN
VTT69WQ77D>1J8E63=F=>2D=|M/N<^ MQ8+ELL6F.Y6Z*%C6E|S|>N\$|O)-.|+FD^:ZFXKW"166ZJ|(-V@%>W.>DLP
M1.86PMQV+>ZDRCUDNKR.MZZ)JFX7)C+(6!F&K=WICT7_OJ|FEF+>+00:VL M^LCD HLWEH.IBB>:(22|050^Z+>RERZS(36HC*2|Y|P3T.=L^TNA-
ZD|(^ M^FIR/U|+ P04 " |@7)9-0-| H# " |"0 &0 ^AL+W=OABO(M>:ER:AO(2X<-6(N@3E<. MPSI0TMG20I\$|2<7)O| ^15-1D=8R@7R2?Y#WWW-
US(A=|J6YA6C@ON%)+X/ MF|8LBG118F.&AZE<3R/E+&8+5P<|=|M9|= MX:7?P6Z:QJF'BZOR TR2(+^B4 UKC)V(EHM6K:#-9K|I:6BKVA
*>L&A:ZE M(7:97">G%UD=K_ JF=> UD##:2C92JW/N/WZ-4RR_H<|J88NR-HIG:
|I(S|X14=RZUAA:I5|53" P856|ZPS890WV3|IGLG;:MUO.O> |BA^1Z|G|A4X|6 M<\$/R.=ALR-
Y|YJ06Y|I|FKSHS/"^H.AGZ^4UU<@|RS|&|J"QZY|Q8Q49S^T MSVNZYB.|G373D1|/PFF2^W\$R" /I> 17""3UN4? XGXJ6|I"/|LCA#CTI
M#9VF0(BYSZ2-12>)"0^D+|O#Q:JE" @/WS|(-L%|X_@|LX|\$|QC\$^G|>C98(G M379)EX-2L^2.FKMCPVKE4Q&BXX|TGE9W|>=>J|R+.%6XK#0I3.IX??
&AT:@PI M1 4P%3.P1TH5*89W5E=)1LOI.?LCDAW@P6C4EJFKN2YW=)11=-8QTNHJ.*T MCG1N\$96!|:6AT\$8M2P|R_Y1A(5W9=-
|T|U|=I|>WCT|W7F7N&B|&XVF MP|93145'X#.|0!+|F32&P@=VJR:W-H965T5(Q-Q=I2D6%M:(S
MUZ'5F|7SM6(Y^DU^C4=51|J^FE63)=.9LL9E^VZOI=OUPM+@.L2U|L2+Z|I03|J M2-XI2=|")&LG/L1#1_*>9(0F0BPX("9'G:SOE F-
GWO.I^<9#) N#^@? M8NP2RTH17COS79=|X|7.\$/Q"JM.=S)|H&B)7:TW M%:@UMMVJ?NWS|_1@FCUCD.|_LB|L%|C/OMN"#MJ"#30PU6@LY:4-1
M|MG+K18|7GRJ&Z6I9|K<#XN_G+2|I\$4\$3|(*^ J5|>C+6:P%F138(U|U MR/DSR.<|SEBN|O6V+Y.T|J^-NN^8'K57X2|1Z.OAE|BS?P":J3'/HIX
MHV?P|J|8MP6W7ML-*O""1K|K\$OPRI(DFC03 +>B)201A.LL3|L<| ?\$|I.5I94+A:K|7L|H8J?8Q67714_MHBE^C%|)A*M=)S16T\$F7OP-
:\$BAYGR3O^A70KA"<4@I5PBZ|S:(YVLG KL3 M+|Y28LH7#LQV@:31W4H^N4W2 /85KJH0'D|LX5|Y&V|K.#BEC.-^SR5|T<-0: M7HL -
=Z*PE9W09|TPL2|".90YU68%!0550A/CU48/P|HNS\$3^TD>V.U0> M.#0U2\$|L*Q |I|WY<7L|ISUZ^%->5N)<&G^Q|T\$?AD|_M#POX%|WCSU8W.:B7
M1&Z032.R|3@90|^>RAI^&25V|8%8S|J5E17='FKAY<|A.|>^>|I^<R. MH(S'>W>C| CL|)^"IT=D=V\$5Q7^T/^(3C|U^+^_P%02P.\$ M% @_X%R6?
0:57|O P.0D |D |X:"|W|W&K&ULC5:0:J|L\$U/7#FI0|(|CY:|C.ZYMP.DYK\$+|4G:81CV>9)|.%F%* M5\$D|_Q|W9&V|Z.QMR^22-
X|OG=|>+7HM/EF2T0'/R|5VY54.M2.XIAF5:" M|G6#-8T4VE3^4=-L8ML8%+E|J2<# :3N1^RCE8+WW=C5@O=B5KO#%@VZ|H2
MYO\$>E>Z6T3"=+=S*>FX(UXM&K^L.W1?FAM#K7B/DLL^RMU#0+:9>0>S|& M^'|>ODKL|+-O8^6IU^M^X|3%?1@_FA HSQBP"7@|XC4HQ\$-
XOL6.IE-RXO.O M^10I7CM1287%ZW^E+DKE|S|L@P+T2|V|I0?>:OG@OSR&Q_0A=BQO26Y53|1(G^+|UDV+6|'FW):
MG&W|KP|X<@|I.E|G7:02P|JUCOE+@)B8|NDE|I7R5'\$VSZ.|KT@'B/C^"- M|O|'^FJT.|GY;>HA.^IN6U\$ALN^M-HU%|X#1ZOV|X63PX0C|I|9|^|^|CZ\$?
K70^1OT3T^#>=H^|@MM+64IUHD^72 M-MH*!| QM#18=RC#|'^OK6QH|L>=**7.2N@%56:9:FNF*V02+^FH.Z0MX\$18
MWUW#:#\$+>.%|A#2.MMR|UAC=(YV)B#:9^?5^00.4%#B|P'H2^W<|(-1|&D|YT M=D\$@PTEO.+GTJ+O5:XRDU|1|W|ZMTY|+^QYR="U+=
\$E:&2*H.L08ETK"P MM(0%6CZ :4G9#9)U4X=UO@0|^30+|V|^%W?L|O|"NF='BNB|+++.F3*>|D MU) 2|:4ZG94DA':E5SK*?<
L^@FVXA.G.S7572TR|@3 9DV| ^JR^>0IG54 M2:L+U|F%#&2T^Q#%|=SMM"|J_-7@%EO|SGHAY\$73DF01#H%@X48|A>M4^C
MX@I:GO.UD+|2^ZK.2|GP|9 ^Y7+SUS|I|QX|X^U|I8CW|0I.GQOPV|U.ONFT M=M.WDQ.
(-3&|72GK#>:T/M^#?"SY57ZF2SA7^BT|^JR3#YL&V =9C%SZZE"LV& M7|X6)X-|2^=W^_K|UJA0>?>X^"I.1M25:%)0ZZ\$|O(C#AP@T-IQM_R:7:
MT97|I|TOZ|T^# 31>:..UV#9Y@ |>S^A=02P.\$% @_X%R6?2.U0|P M.QO@D |D |X:"|W|W&K&ULK59:|LX\$|TKA%HL M6J"/-BT|6=M.8K7H'MH&|7:W4|1
2V.+^\$6|J+5W|J?OD))5OU&\$:-&+35+S M^N>|>S<69^Z2TR6 (=|K+O3""XV|KWQ?YR545% (&@0^V4I548-3M?_UK8 6
M#E1Q|P|U^H\$|YR|M9NU7|N&|1.9@M^N%=-55/U UP>#E|H^1<^L5UI|(^ MG=-T|VLPG^MAA3. 9RE8|4(S*8B^|<^|J^R|J8UW 7|O_.B3:;%*-
E+>V6@>+?2'E: N27""+YUG^Z|_I06>CH_L.YUVU+^A&E2.2 |T^4RZ| MF4<^V.*&FT_R|XZ|1/+ETNNW2|Y=+&|L)&UEU8.R@8J+|I|N|TX 8?H(CM|H
T3D@>000=X#XJ8^D R3.F5:'|R&CAB|G2AZ(LM^9@2.3(=&^4S8|J^- MPJ<.<6:Y4>VH8/ 2M@BB0.|TKECCMYG)+^HU&A-D10:&JY?DM?D|SHC+YZ
M|)|S^3|4C8|D7KN&TS|TOIYM E-NWGT.R9A1-Y+84I-WH@'BOL\$|BK|Y41 M.3?1|^":Z@L2|J2(%\$3)0\$K|C 7CV=|^THEB|NBQ.
|OO@|O7E%5E)HR5GQ MHU:W" C0(OX %>LL\$%3FCG*QO\$?|T&D^V^7&^T47B^Q@X5|J\$T@&4| ?G.N=\$US M6^BUW4OMP5O^|BO.@|^S^V59-
DO(KMG?<GXRO+Z. SO^D:CAI: |%E.3-# MYK4D\$T=BOZ|J?^3.1#8\$>W|J|2^<4\$HG)|4ZR9-1R1_PBN\$2 M#SHU1K%8^B&
S2Y+>Y|V7^+U%>5T|J@|/H|Z2U|^|J|O^F.3#*#VSBB@L2<S MQ|+|>B<+1+XSLGL:TUYB.EQ17:J#DIL?&O8GG|2|(8\$10SC=(X|7R5E4-
IK3_U7LGIOP%:B=ZQ0TOIN-.WMT* VS&ULQ9EM:JLV\$> "J\$50PNDT8.2|=8FE8AK4(DG9| M.>P%(YUMK|^HDK2= OOP.TJR:-D.:P<\$^B:19-
Z|Y|L1OXU7G|Q12X %>G. MTEQ>.PNEBB07E2\$).BHO>0\$Y C+&C|J.*|7H&GM=W|VR9S(N MGIV+R9@Q5.
|F\$P\$X\$S^Z=& |J|OQ:H&SO|X.UW+D\$B^BU|G^1-W2)M^>|/\$4\$Y^L(=| MBO16.(4TU2ONZK>>0>"D5SVIC^&S^NH_2:Z%V#^HO&00U :|GD\$0
MO^J0TZIOIT:X/NJ0|V|W^*3)\$R|EZ:D M+|^J^"5#O|:0B^LE2^<V(|R|FG|5|^FB=RI^H|^C>O1W%:C^5X8C1^0#SQ7
M^TFB|&D#?7|Q:|W|@|LW|:@.C|V1^*2|+O+DC@|15WR^3\$D:|^|<O+&F.SJR "G M|V^Z&|P13^|Z|C|@|(C|F=YT?S|L|O3X@6|J|BD|I|S_8CO|TV
NX\$\$.S_ZM|J|V9|K0R0Z&F<|>:C5C>|7XXYS"8LM F++&:=NPV+NR:Z|/Z^#VA+Z@4N)RPI^* M^J|1^C(%7^X^C)6RZ)U^O:;C+R^OVON|K5^|I!?
S^XLM1N^AXV|=HOC/Q7 MBM-KO.D9Q9D^P\$1&"A").V0N.-|0A20\$RZ(H^J8F|V|0/3:<..IT?#<+4) MBRS|6D|H-T|H&P6K.X2\$|48:.\$4Q6"|
(37^GOC^5%6Q>2%SY*>7R|S|Z|T\$V M|:."%|JUZ>^T^2":C.A.90GBND|5A+TD\$CZ< HZ<=E|@1^K^4""BZ4UG2SUDGR MGV^9NQT-XB-
SWDA6(1236FG<99)"(R7^U|X|QO|)'E_1@>YHG>0""C.MPV0Q.L|6A2Z@N|H.D|AE0+YWG9|IWTOM2ZS94KJH9\$V|?CT9@3=F=|WL_MZ|HC|
|G3-VRYUKI=>31>|JINGCGEDY|:9+5|E:QYW:R#?QSRH5L9|ET6R&I>T^ MN: V#B^WR2|T&W@5?_XK|A|2?YNUVKM-|>+?%:WLKV^HK^*%52|V|
M+42:J(56:9\$M6MN|V^K3-U9&)ZDREF7Y_B%_O^C3H|U|QG|9|JK76&3%EJE1.9H:9=M^U>_M|V-SG.WR2N%(^R170|.0N@'^/N<-:6YT|TGH.G_4\$|L#
M!!0 (#N|&PO=VJR:W-H965TMI8."P.MG9:|^J^E.&|H2JB+U|K&3|X|Y?HX=N|^FEXFE J|I9I3@.9J^E=^XKDQ2R+|^
M#MDP.6:118:5|HJE^W.|>+&Y%&74\$S^N^Z&2."B?QVY43\$25X2AA.|0|)E%F^Q M|PXH7P|"(#+5D;MSA|1^FH|IRB= |MW:9DPR8)PA 8N|<^O?C#LF
MW@A|K(66VUD|C+C_-ET?LP^CF<2 @J).@Y8WU8P|S|J-D4|C|P|TZD|:X79| MXWYQOZ|L.L2AIS^G.5#IR>@^:PP.55#WS|:KOV
033|6|HG45ZSDH^*3B M6276&62\$E7|6G^8\$OCU|L^X#@2^L")^*|XJ|B|^*B@4PGLT-U|RL<""T< M|P5?V&BM9M|6|I6K7D19N:)5 G|EFB=B|J?
E_.\$|@219.K|("69^R^A15.\$M4.5^*4D2|2|AEBF^+^YV|B_%&2%*3
ET>D(^94GNFHI^D(G9Z2&U|/9=I=,U^W63^K6|K7@H|0@OT2A=XX^+XA:Y./#Y6&+?2X&B1CP^7 M^TVYJTM4URFHZO18O_#O|NW@DPV|?
ES.Y^Z^7VMPUNZ|>U^YG?5XW.<0# M1_J2|@(\$5./7^W|7^L^&^IAFHV_:C8|DUBA^6|U^LA.OUX6P|JM|2BM
M.M.*+U7<1|U0|L:=U2?I%Q">MWHREN&C28F|EF&1S|K.(QJAM^M^>@^YS|) M%)04SQ^C|I^A- MEV|A6-2|"K2"
M2ASN|U09F#B|_L5@2)A&\$A19ZEU?090^@K^C>&YWO|E7>O^TS52?H4^8 /U^ MP;G=,PF6I_*XO|02P.\$% @_X%R63M%>\$5_P_PT|D |X:"|W
M:W|K&UL0\$=;|JHP%/TK\$B9-F|2:"ST8X^4TE:K MU\$VH-W#M<3;HA50TYM|J2_2MITCFSV-73T|O.V^0^*RD48|U|SGS|F70|: MC0U|UOZM**
|B\$H2:FS^FWZY|J%DOH.%RX|(^L&PGZW8%.8@U=#+7VPAIE MPM.0ABM)^2|X|>7-&ZAF/*8F:4V<5+&2CVYSMVD?2.\$0A(K|<^>N| M
0CAD)|P|CT|_1M2.2.32CR^3.# R7^|G->L%90^OLE+8|S7A|O M|:8>7*&#JYD|MYD8|24|C5\$X|1@8YE |>UD8BV MK85Q2N.N|I?U^%|I9
MUN|J-2|S48TUZBD5M%(CDNW^B.K|2G^_-L2S>#D08|4|Y0F3%L5|J%: M+|^D4((G^ SY1D:HB4D|P.V^_99CA^F|^IC&MQ@T-9I^V\$=R^2?
DYKGD|2Z? M)5^NP3(NS=N:N)&Q>V^8+A=S=G^V|A|<4^48/4\$=OZ^QZBT^IM7^N^IS6 M%KQ|E=:686^8X-K|O4= M0%NKUM:RYG_ID 8I1&4S-
\$|J\$ U22DA+00181-SW:O_3QLR7-L>Y%N M2RVY+34T7|2^<43)7-O-NXP7>.|E=F:GJ:L^S#::WM|(#&6|O-LY9 MS?
+BS10>5:7|I08NR9Q_..X2E17)^&TT6M6RZ|NV0>^W&D3NE9T|12K M\$3*>#"
^7A#|^W|AJD+2^@.H8>HK7157^FWOGW4(G|PWX3|)755^ZB|G|5YB M5&IG3&_FX|I78-YFK.DG:Q_7*(P0=VJR:W-H965T""3F|: M8P?;<: QW:2T+
(^L|L^XQ?<^XY- &-6RX>906@T^=-F4R<2JEFY|HXRKZ#& M9LXQG/86%)MI>|O0A8|YGL^%&7|D&K%|JR|I20ZIE_@YG:&D 1ZO#^?P MK?
M98.E9|Q^>86|J\$N?&0064>=\$5BK?WT/NY-GPY|I|^4=OE3D.^Y3NI>-V# MM8^L.Z-G_H^'|Z 5 T."OX"T2)ENSEF87MC45K M-X29K|A60|N2C5|T^O:
=H>#HHPS|717|T03S^*OZ|^I^A.JK_3IPW|J+B^N MT 4B#^VN^>YB5L855J|87+SOMZ|Q|>4&L^S02%WAL2>\$S^T_LAX>G<=<|M^'P^@_W
|H7_L%?7Q_N0\$M4A3+;2|HVIU&YOWW8|F_B#>RPE|L^%VQ<6P(S^O9|X<5^ MLZ|8PDW^C3(>E\$65|HB|I31G>H4@5&|IT2:|C|
(TFWM|= ""2/K|O9 M9Y^PV|!(F\$852P|S).XT7W8CH L4:>|LV7.G?QBXX/55|F 1|7G^N#H&Y.N.< M3G|V4\$|L#!|0 (#N|&PO=VJR:W-H965T
MM%|J@M63YU:EM(+;ZK4 R1\$S^R?1CZ M@9'.S&A)U\$C:SH|^T|T|6:314@!_UBB|O|S|T|I|Y|N|M|2|J06>(|AZ+7.BY MEQE37OB^CC.LE.D|@6|V4A5\$-
+E?JZ5:2@2|RIR/PR^L5|P+K\$&W=J.5 M.DW|:=XHT-NB8_KO|>9R|^ZWF^CEJ>9L|O^8E:R%=-H|LH:12N_84EX@4)S
M^4#A9NY=|B^B|J:5W|K|SW.NC9|9^W\$OY8!=?D|D7V| POJ|A8|D9_ _UQAGELB M^N.OFM.
K7%K@|2.1 6>7.^5RSR524VX^3TPV|Z8>|+AAV|S|>A8357|VGW:AW|NS?OXOUP =<|SZE8>NB:|@)?AIV:RQ|_@^0|B\$PY:
5J^>#UK@T>OAB4MYME4VX2|Z:E.U:3;VQ. M\$A@U^8PZ\$|A|Y|J^B^D^R P5E MJB9|A=O8@|3M|K^A_U.T.YWMOV3G)HC.1G91AT|1A|B-
^YN2<8|<3+H3 MV8GBTT|L:;>9|SVHB@|J|RA1V3T|WMTU|CZP5%|")|UA-<81_U@HT|6|Q M^-0^5.WZVF
MA+J|OJN: ^F^DZ2A>YGH#&K^C\$9E5: WE^D-(>#== WXO_ %|+ P04 M" |@7)9^62 @ D\$ 6\$@ &0
^AL+W=O0L=W4P<|5RVU25FD.A4A9@3BL|XUOH|O M| ^XN|4=N+H&>FE/^V33=N5U|TOY!!DNI*:CZ>X8Y9)EF4G|I5Y.ZS9P: M>|R|9_-
+^XMYHD^F+|LGWOEDZDSV^P^L|J2^ERP3A2M:E|O| MOB|S8.NJE(H_@S|^I^2<<>:;=N3+Z)K5|T@|=+^O
MS|C%K9MNX%=L5:D^A0:D7|3.Q^<3|5=ON=C.5Z:D2#\$WKAM^EO|/^PL:L MM>:P67/8Z?IU#CQ=4FN\$=B+?>TKZ)(M|I(FL|C6^11|8>5&?
FO9)0\$=SUMT MY&@Z_ '(FU)?Z.C8X|S_&IT&D<4LQ^3R3X+(8D9|/3M03|JW|JUNA_?Q=..1/83P48^N|I\$|I=|S|>=L?|
N>^*|L<5|L|AL3|96C+K9OG8B|MO|JEF55\$K|Q MEP@^+?5T5F# IG^L+1#>G^U+3M0^-OZN%CBPCH|J|^JKU+7-R9WE&2 M|O|_ULH-
S!4N1^K2XBJ(5E|JNPG)E7-AX3H^O@VD^-KOF3^X:>H+D^FOT/ M4\$|L#!|0 (#N|&PO=VJR:W-H965TMX>@#|1% MVT(E42-IN |WHSXL63(M)
7SDHCA4>8>71S52S<8#^@M0\$|O|LCPSP5^J3.2%W|L:CNE. MQ%#%GAC@NR3|I4 8G|B8&- X33Q^FZW|O|SL_..LB#B2:\$Y.BL6<^H(2F|M:
H864^>W|H7|01P|D00_NP:Y5|42LL^C^L^M^2\$Q0?|IM>=>\$S@< MYTPR|J4|J>P>>7Y_8?RLV+S>SO|S:|00%(KMO|@9|1^KO|O:SW|O:H-
MN3G?BL^<^D.5:QE@-6."YI48)E!\$|7E: R|S^N^_TK %0!4!>?70^8%<#N M IPK^*%."*|N|6@V+I9|KT0:HX^GHX9|0^61TNV_*)0OT|^O:(T|R@+P>3=
M2.+&DGL2:HCX|?P< 1/C|JEO_?YD3@.82Y?27Q|Q|N/DG^D^4@K^W=,=Q M&O^Q*>3B.86Y|A:|E0NA^PM|I^|15&PY""0A2^4V9=IXY.J<|0+^."9_-@
M6|< 6|@B3|JTKJ|DMM1<^X169&|MP@G:V^Z|T_OLWY5Z:3+>L MUM+4J35U^MA|AUN|UD_1_4J52Y|@:*W|W|J0V|Y2|W^N|WY48V M0|fVY:
|GUF&M:OUGM^U^|=1:3(BHA78D)0HC=I+|^#HLT|S36S|LZKA?> M78>3DUUD@6:R%J:|FM-AS|HP^D|J_YQX^<8^TZL.DRR@NFE=^
M: ^4^JG_2|>:^5QQM^*BH_."J|N|Q_6|ZRO+&^U|I-KT^QW^&O4U:=9(F MLI:FT&J_-M^50AS| ^|^S+Z_A|(%>8XH^XG216&^2HG03|BDS8NX^YYW|O
M1TN&6:3^>7CW_KHM:(%NMC:V|J&^2.EJ^K=(0FKDRW0Q=86MBFX86 MV>LJ M^|C^M^J^75|*RJWT MDKSY
^AT^W2QM05L^F7HJ>S^M|:16MD^76QM89M^&Q86E:W|BZ|U^J0:N M|Q|A-ARBKK_480X^H M1IVEM:6RA:H8FL+YV35L+?"

[642?%D'4@+0+24@!9PVZIG&"CB2?^2.TI ME!>QJ9FF*D3J5>\$+ #K'L2?R4B"T'1X(9!R1O#H(%R>0I61)62GAJ]I6].H#3 ML.BZW1:X&4TRG!|!%H>E3)QL&8TD;.8"1F687D6V624@@"JKF61LV6Q3A+Y6.7+ ME4VK<K:NL34G>7. S>15 Q?X\LNI&47'4RCME=[U9NFSV? VLSZ4"9D6#>=\$F%HS&EQN24X)"P/D/277E(K3(%^@_B_&!^102P.\$ M% @_.X%R6>^AT71H! CQ4 !D IX:"IW.WK&ULM5A>Z.X%\$TK%ENM9J1NPR&A*!31A-11VI:G=V'T;[X(3T!F M>2>9 /NQ@91' =2.W)<6FWN.[6.2?T LQ1C#GX4>DOS?+ .TW)@: (.%KM.WY(I% QNV"?D7DXY5 M2!&^C.4.\$&9)T4+&C.G.HLK+YCWZT0IP.HJ.18+<=>PCP+&N_.>X%&-L" MW-<^O!90+JULUEX+MT(<+6:4! &5T8)- /M3JUVBA5U:.*@ +\$J7B:"1Q?/: (E= M+K<8_#N"N" ^3.2(I ^K#!'6HCN)2?9Y.R9:A.F\$SDXO1 M8<9MR.MFY'I "R- &WPA)4!9B.H\$)WT"4TRIF[MIG/O2'F5!PM4\$. -8UL"W: M540HJ7JXHJ"KK2:(ZMONIUE:CIG(MJ&&)"#1UPIRK-R(I:C^1!(OWWV2X2# MW>XX+!IJ^X%;57+4H+U3U".YX:XG#1.=!A8 /X:1*T 5:KD(LTD24T=3M-6W3'VX^E63.MN!/@.*E5N0%X-DL @W<^!=AB(PI<JU^IEF.UZT KI89\$BS'(! M>O>'>FOVNCJH1QJ-039R&A!E2Q&.L_ &1S+!+J501 G>>G9TDD6:RHZ^IV. M COZT!>=IJ4ZR2!-93I.@TS3X13!N&ZJ 9H:IXP:VP%DOHIS0L> 6(JH(OM M#&^FW=RGHW_ C5\$B!02D+(C&J6H5HQ1OW7:=9)\$FLIYT82=^<Y6"G5JIL L MTD36TQ1:1\$S^E45M.Z:N-W23(LP5<<^ 3HHP) [#^0.TG>)9ZPM\$%2.8H MYVE J'H-H^WIKM6MD76U!X^R2< 8Y^L^E?U:N3+=+U!A?VE(+!#T6QTU%+. M4M- ? QIZX=13BC@G@.YT:"1%G.4!QO/15>4%&XZGK!24RTH5DLLK!"X: M17CS\$=#)NEBZIMWRIZAIYJ!TII+V6+=+UA3VETW TLQSUEJ^X"85PZ"Q% M5! Z0UIHN"E.Q64B6N_YY0.PO%14%P15ULJ#PA/3B(E)!+!":L.X E7XH\ M8J!H=ZQ0-(4&@.JD+AE&PO=VJR M:W- H965TZ1+0LBHD.Y241Y9G#.Z.1YU<@!REJXAM" M!/@91PF?#>#9?:(MBRV!.)@FY(GI9419C(8=L:2\$M(WB9.16!A6S;MV(< M)H/L+IWSZ9CFHHH3.@! SR-8!R-KTESJY.!+<^JN-R#B4W!6!PF MMO=CJP*FYG&\$.A\$30 C!G@"EL."JOYX!20!+G!J<@'^61TJ=L<+N<#R. M\$8G(0F006/I.D1F)H@Q)10A1@@ZJ.3/P^L7J)L!>I.G.(^9DIJ_PZ783 :! M "S")J>1^<KW?Y R(" #6I(YW !OK#UY8R+E L:EYR' (=)!1_ +!-QX #! M%=@.4!J!C!P2?>G#S0@ED>U?@2!(DRS)J:E7 -\$+ VMDI)R3 MI05PI#_.!J!_W>[NX82\$A5.IT6\$!\$KE*PR"Z(2H\$NZ@+*RZ&R M%63_!C@0"!K<^75R!"DYIY M"H<R\$S)-B8YJH'N2@!>3\$MVDEJ)U(I!>+&1D7'VAHAGP.DB9.\$(B>1Z\ W! MKLS@!M!TU&S CSD':%N&CE#"/6DH:W.BGTB!P?:"!B3.X:12\$ MO\$ 4WL/7BJ<^I F&@X#N0%.TIYQ:03:64:2G#@H!VB:IC A=I4E?:5X5?>\$ CL)-&CLRYW3 MT!- :!OVJ2T-SFSY=<^B!Z>A>V^A^X!)2UFK+@_ :2!M4D.U#F>1@9H6V^4 M (IF!=!4!F1."@3E :G:2?5*66 S.K-< 5FINT&6K*!N@&05ML2CH@LW1X MN)A?@>7\$=899D40\$AGOE/V3-X#-^!3)_!WCZ@FM'KY2(OBJT^**C^F9#8!RG^N^J^E9=1M+<C9GCP3:IAI2R069EJ_ 95\$S7U2-SJ3\$J60R1 MTBO(K%LE(1#GRO MC!BIJHF^T.II4&K".7_3Z2E)=@!V(X&@6-.M78(=2\$&^N^G=7"D\$A.VSD^: MN&\$<:2*TXGJ:G6:=96? X1S=OX:7L^).2L\$41V1W*UE>P4164E^V(H2:'B MU*D8"+K+VX>J1 TSBW!"!DRPSDKMR*QB1M-!^ ^*A+ M1#.63R2!_M+XPO/ZO. (KZ2FIR9Z+9JEF3*?29S*JJY:J<\$W M+~7?+&E(Q)OQ:HO-X+115Z4UW!P:IA\$9L\$K\$@H0\$Z.@ 1 MIP3C2LVV:0B&P(LP#6>V\$ F4 \$)!#BN:Z!P^69D_UWE&QBE*8K:4!>1%4!>+ MXD'9XHWBF Q9TR>N%\$ REVMS%TQD_3W2!5ZYQ!>=7J<>7I U!+ P04 M" [!@7)9W&F?@^0% #/* &0_!A!+W=OT?DEB14!<^SE_<N>G:O6!^Z&FM=.%@=(0)_ ;U*2-O8"W044)HX2E.N(I M\$>SQJO?>O02=W""O)3EL. [GW3:2GK#C HEINPJN>I50\$8A8HC#P:IN6+(XU M)"=KQ=PGM53ZUX?IS-J?QSIS(!MN3Q U'HUE>I68^<I\$!F)FK(=[^R!H/& MFA? P6.9 R:ZL: 5(D\$G%D1(86!\$S:2&?BTI8L_ KU@X)0&3MM@+ (!+80 MM@TF+QB.2H!1L4T:EP:C8PTFI<SDI_NBL_>=JEBB!G@.R)T:~!IAURNW!HZ M.\$KURU0 GZ-P\$XM?H!)LJ5QODC"J.P\$@V&CRIFYHT0K3JYZS)%HUB^@I)/ M#RYY^<8=>4.BE/R^YIFD:2CG P5- :>D2?>U9S7+4C"W8S1 8 MIC(=9A!QJYMW>?>+<W<.23FLM4PYPU-@^JS'E1!EY*IB2!84(^1^05Q9&* MF"2WQ6 +>427CRS(A(C2!IS6^4!57!-923)GQ_<E1+!>.%=75=>=&:47-K M=&R^E(L!>1%Q)!U%<C_9\$<L7IITQH2YF#<^8CP1KC8U2-CY&!)OEC" MU 5U=:)."Q2(=A!D:"6X@JZ9#<)W\$9S)!+;?)XQB:=*CXFS.6\$>9.#8=D:D YAC:EL:PJ M-12=5HLS3-P32&"ZFW88Z5MEPC3 JIGCMV>-4NCKU- !P%QF30_!-EYX3Q_ M/85DLJ^X\$K%)B9E3"<S03TT#&9)O:OK\$ WQV=I.G.^<1?^_+B2@4G618R2? M.D4P8>JL- B.G7&SV!W9>3C#16YWM\$J5D_:BTL!BV.TX:N4^!E:-GW"O@9Q M\$M!IK<>(^I"Y_@GZHMZ LL(F86K-OYA@6R85@JBY82* :G#>JE+2V(Y3 ME<2\$N07.MO8#U+G=EA+3I8\$TAN6_61UOK."G7.)"P2\$SIU0!46EN26M.MQG8,JU!J^EBTIH9!0GIV"/"6V/FA ML@1E<!"&2-1:5YJ#0? B!8<G!G4NR3:F(OZ?HXNY32>=7%>2<4DG:WW4+=+ 6Q M50^+*OMK2N-27ME1.8C^6TJ5N=SI'- M"9URSW!:"IOLDVOGF9=N2UK_&MDI3!+!BK- 0Z7Y6+2FOG4.RN)!I6 LN:@(C ME>:BTC04FHI%PZ3_K\$DES+!>D&JDKRTCL)INS1^6Y!F&RR+&GD_/BB.G3 GOQ:UO:IS3!8Y^N2^HRT3!M+ [GSNN&F7M(LDN:?)>H/4*2=J!@J5YJ+2%/2: MCT5KREZGM>R^RN4HZ:W4&DN^*LU#I2F8M:.5ACH3YGQO)NSUU+09?>KDJ#37 M.4R(#0!38J@^? 2Q:4!HZ(>:8\$V(N6RDX5DDE.KTTI^%9.7"DB*^HHI4>1I; MG^0V^SA94JL.64EKY:FM45M4U!08%JT0=;!W^RMAXBF_2=AAF6!^FXB5:75 MK:SW^5VT5KEK7WK#W:H4USUNZ7B"48!B=DC(*WS**UX4W^2WO59< M^9JDCMV&0R9T!>CJD<.6H\$S1^JHIC(O_#!+ P04)"@7)9!(&EIV.\$ M #^<P& Q0_!A!+W=OI# M7A)2XCVIYU!Q^("3K9!/*B5\$@!V19XYKJ!5JOKWQ2Q2G!JH7!+>FZ60&=9F M^E>^6DN"DR(H8S\$&I&28K5-L? C19XQ5Y!Q222-S*!1\$H!IKJC@0)+EU/L_K^9H8_.*%5IV:j= M_:!4@D(V@&4PDVE.4\$9_2K7!+3(PW>@X>BKT LP3V!)8!IH!@H MO^DR(RO*^>4K@D" N2)!XTI M4^_>H/VU^>#MFW?@<#P: ILJFO M9!_ -P6IJX>JS)!3L1K!^<#)\$X!^#4EI J_(&L37A0A(C_.=*Z26&!%J!; MI-4VZ6ROF+=EQO)!VF^2\$EM9-D!)=08>N5@H(C=XPOCXQ->Y2M).S#^+Y9 MY=; [P5CPIR+>9!)/RV<9V6_ 8F(W)EIT^VIP%SI5L"> MP!/:.C+7^A1WGNRB_V3:V3HBN:\$NP80%FA743C>&E^3V+2R&-8NAD! M!QO7Q!<^9UF>XC:T9GOH9&PO=VJR:W-H965T2E_>.DOT7CW*-L0+? 4IKDU!LKM:GP?I30<8KD*^=J!@ MIGI9:Y&VW8C:AF:*X5L!9)!2F#Q= M8H&9\$8X5@8"Z!MGE-*9*>Q1<2U*O&@/ M!\$ HGW+RFLP^23SG!\$^2J7A. - @IEL9Z!BEAQ3Z27@JX09_7C" 10\$!-I!B8- O#ZH^F/X@L&@-ICRA14 M!S!YD!N!F@QCJYNWK>PZ5J!JDLT)TE:X &^9@YE#8SH*)OIW7XIC":\$S05YT:/(<5SZ&5YWR-V J: MC:ZL DX:U>^1V!J!@&I\$<X=JZOI!"#1 I#& 1RU!QU5?>60F5(M#C5:M_5 MJ2!H!H!EA33\$U&=BC^UBU&=#1 R #WU=-.P".61YL(K)/NZ@&78)=SG(O M73-01W:P^Q+J2&HU31Z2\$>SBR*X'RS^AK232F3.L/G.:+&#)! (E>9Y5C MSJ!LEQ=B_2.B>56VZ=1%L6K2EU70%YV1-06%OY!F M7907=D>.;HKLHX18MP G149O:Z(K4N39\$&A9L^>N2^HRT3!M+ MN4ESMUBJ_+^F5L9.ZTW2^1-O?JOUQ&!YNZ%=Z-2!JK7-U_.5.OU=JRN0\$LT6Q2S=FDRKM-J M:.T*7SFZL:=*89M"YH!KC'35:SKHWY>ICVXR6UC MS=B9!3:PIV<I(2HD=#SL2)?ZZYIQSKW.OXYJ+1UD_*144B8G3!4>=&Z.BN@ MQX^5!XTR9+!\$BNJ(M75@P:P\$E=0/B!T2\$^<DB=V:BS3A6T4)!IE 7UQ&=EXT%V13^+A14N\$+<\$=5W.A5VI^DL2F"2<(O'KB7!T7QC M8VI-? A*HY=XQO^!0!(BWC3OI="X<^< MPGYM8!>QK+<\$":L2T.8S.GP9I)^4=W8C@_.95NI M>-F"M8*2L&:3\$V>J!@!^J X@: '1!P\$!"PAMH(TR&I8_*YPF@M=(&O-9B8V M-O:MHR.WJ2"7U*^Z\$E5YABE@Q?J!E.EQ5GP1\$1^B&J!2.BV=T/_%94G M>O=^4/1R2H"!&@ [J^E9CE.G&5F.HW:OU?4X#MYOQ(3J#(7>QO1X030 MGWX<K'Z&NSH%71Z^@^!Y!O_D8>ES<."*%0HQF!>5R*T" B7Y^O^IT5US?R23FG D.JHO!Q9YX_WOI68>#%:U/GIO4CQ!<= M8K\$A3!(*XWSSL:0#3!M5DH7MD6M>)-SP!+223L.(8ZLUY^IE8!>I!BE M2P02P.@<X^R68UA^:N P IAS^!D IX:"IW.WK&ULM5C\$:MLX\$T50ELL6L)"KI=K&V@CEIL@%Z.ME!6.P# M(XIMHA^IDK3=JNMW*"FR'3."DU7\$S%/4S.< <0W(TY&@GY>U!M&D>YYO?7:6 M6A?7KJQ2>=1478H^+Y9YIE3C8IRY!) EV43GGF!IX7NSEEW)F.RKZ9G(\$ M1F>.PTP2M,I!QU? V&JM38<1&15!T7O=15.XL!H^Q8E!MP PF8EY=AYZG2FO>2HN_&S409L8^O="2#4!MXNQXYF(!-4&PB*/UNX@2PS M2!CMQK4:<8TCH? M!_3W)7DD.(&>1^J72:R\$. /SX"8>@=@>@.T1!.(2U0WBN M0U0IE%*!%952AX!JAE)L2/26"...91BEMY(GW\$S!W.M!2U#&SV9THSR%\$BU M8P^1^X#!UXIS=JRM.7:T.NQMS-AIO6(TYKD8 G M!Q!<E!%P05:D'5_XAC.Q^:V!<V^>1^*(CT2>\$>D?>CF2?20IXZ< M!QZTL F.F04+0U)O)G\$S2UCQ29X91H00F@UNV80N.DW^<^8FY9#KOZU M:5!A!W12LDSRN54\$3#N8'13(+3B3WW_S8^VFEY=@B4=@1UI&C6:1FWHDIZ M#9(POD4)A4I1.5& 9#13/4K<^IC:5MR(WR.K M^92RR5X-WR^'-REV_&@IO90R!8 GZMEIV!^608:+?NM6B: H"FC)EW:F^B! MXP.I@d'HE:I^BO1/- LBWV*8M_:S0K9QPS9N92L%Y3Y!<MO 8GX?8W!VR>VH4VNZ0QUA=Z!I18A_%"**YD)KJ?> M#T 7>R&3XM3NRI9\$ZPO5_!4>^J58DISC2*- >8\$>W+N=7I5N^4+L&2CL". M9!J!<D_<O= W>D=HB5=H1T+>U)"JTKL!Y2:~&C:@I9QMDU.H.PUI M:TIJC^RES(LZ"5^2?+!<^F5KJMCLJ>+EVB)5VA^8NV+Y?J7UDO^YT6S)V B M5VA^0N!KYGIJ+YO^UX6OE:BP^+G>V+F:3!%S. [L&=&S!OI57FOH!+O^&Z.M.EIVOM^C* M8>JTB^+YMKH^BT_<X?BF\$2G@P S179/_%I+ P04 "[@7)9E+5!M-H\$S^!&0_!A!+W=O1SQG.& (WE.S_<O!:(D>XR@+1!P)=OL97!7.O2NH!D% 3.ZL\$!IE%<0)B) EB-Z:GS 5TOBYOUQ<0 M!JUC/1!ACID9!7LT_ *V<\$&00RAZ#JWPZ6\$S4YDN+QLP(UZQ2&JO'S^<@2 MB^"5_!4P)!M!W.5W.X-WT K6_.LDE 8_A4 JDYJL B42Q^<ZK6.E"0":5"RP!^ M:8IN-4V8Y.MX+ [EZ-51166641(+9&=UP9 MAILG=*>?)+!OWY.PM3M: 2Q:T!2<-(O%-7^!JOT-LW!J_!%>H!RW+A^H5 M.M.UKJODIF%ZIKD14!PNH? T\$MG62(6<33MRY>WV!UV4RE4RT!F4B!9Y_ M>Y!_0BO />J"V6\$M!<.:6V(X>_!J1KT1? Y@:ZDX4P'=+@!^! 706^!K! M!P+KR.MAIZ^T9TEH>);A ET\$J!JU+<E"= C5_L.P6>J.C3ZW.KCV:ILPG MCN_591W23DW:Z5J"TI"TO^6!0UEU^<739F?>=O2 M<_5JKEZ_UO2!<2H9? VJ8ZDCVHIQ!1PP\$UAEX4@!&?^!JE2AH^_C+XMO\$^ M^&_!B%TZE+_.O'E=ARW\$M7^_5:035!IM?Y^IXOR86%-E.M.IJZCIS!N@GN_X-V5(A- :5H@DT MN!0-JHQP&%8'SHT^B.BWSWBT^X/X.LU1?+#+YJ!>J4C9BS006G?D)@EA M:TR_!J!0AD+K2M^D)-R:5!OU!GOQ.YXTT?>J!JP99^P:- H<^<^D!2TKV^KN M^0PM.Q3MH^H^K^MMOTE%I#<=JO-JQ66PWJEI3!>R MFC^+2M29ZRY(FP)#^<_+5."612L4QOBEQ.C9ZGGV IUDJ3\$06P? LUMJ.DLS MP^!C!&22!2R#@:-!5LOY 3QSG!J8M(Q-IPKA-H"J!@6:)\$B%Y5N!LA@E2 MYMTH>?14>Z'.7!<T!J#-!F(N&=<=I^!>1:5XHF+Y^<K-76J <[VCS7] (MN<=52GNCJ2IMMC2!UIQJ)!L\$R8"1:16:=E!7!SH>^!D2RM-A:V!2LK@X MW)= <1+U.MKON3S2=Y=7_!L @.74\$!#!10 (!#N!OG@(" M 9>&PO=VJR:W-H965T2E^<K\$E!IMPLK?>^JYIN MZYNA>VIO4!^F"2<@>B7!ACTJ3\$V!>A+8R)TV.IDL +!SG:MBXG@&""CD MRCA@_5K#%@"@UIAKC:~?J!+!TPMWV@_MGFIO.98\$E3GJ!10153IPS!Q6PQ U5 M-WSS!;18N.72,5KSJQ)@<G:J!XVJ5A1^!3PB^3A"!5A!V M@M FV!>1M&98X2P5Z!<B=9N!F&K8!4Z&+>+Z5T^<^!UJGLSE!AG^&4JV=8^&WY&^OZ.P+IRC=G2L7!_?L@!>1A&0!699YIR.M^<V1W^8AK^<VI MMN!^GY&V6>L#(O)T-^7G^N^CCDH^WLQ^P=O2P.\$@_<X.R6R.M!44E2 M^ @T@8_ID IX:"IW.WK&ULK55=3ILP!/TK M5H8FD+8F30C.ED9JR3YX8\$)T_3'MSDMK\$P!R^":A^_6PG#2T4U=>=>OQF MGG-J!J5DD:J.UT"(+FON- CKT2LSWU?YR545 JD# <!)F4M5431!M?IUK8 6 M#E!Q/PR\$[<^B3^A!X^+7^DWD\$CD3<*V(7E8557!GP&4SH>.>G.#%B7:@)F M-5W_%"VOE9FY_>A>1:~2?P@T&C- :!\$!E!>6LW!V!VHV6&=5P(E/5F Y!CYX MI(^Y77^DI&ES3T!DB!URJH^FG-43Y>M^U80.P!&D M\$!:!\$#@>80=8!H7?<5<RK_5^ZT&D~):D@U1- MNPV85KID:~4S8L4!1 ME:_X##!I(F7L.X)05A JE8L!D^0K4U.O!^4:5H08300#^!I(SK.QJG6:D M."(C^@.N3)X.T.=^A.G^JO^L^~N!SUO?

AN1*BP"U20**&?)".EU.QN MJ4S"MQFQA J](C+PC81#&.PYTL3\|V@+|ZH>+|ZB)^NE\$CB_-9SJ7W\J,9MJ\| ME,FZYU\$L%Y-
=XIE&96_1IUQ3:Q*O"NM99SG5-FKB\I4H3N3.<^5@JHG=51=7S#+ALIM\O.VRLV+8T=L-/DYN80WFH5XJ.MC/R>6<5".VD(J*?*=L)G<-
M/E_&30Z*,UL4XV4C\X%L^|0(K^#ADOC)0 M? UA#IO: (I3QM^/T^D\X/ZP/J9>4JL 0QG7=WC^L%Z0VYL/IW"?2Q)7Y>PKTOH^*)=?FIDOC\$
M7Z:A*OJ\$SE+<0%)IGLETXT37-8.IAFVEU?>_#2MV^&J|^"^-/0-4YXRW;R+9:~%QZ/Q^C\X^Y^ED\J.:I MU/A;J8 _JBLBXZ\$7L\U12?69GW>JL\$R:
~<@0%PP^<(%JYTB&#&FJUMM\ (M@XWLEB6.6E V <1+* M,H*#^"F.=&08CAIC,-%FDWSLBLTF="6B, "%7%/15^&V>=>#XBNIE7L\N X 7Y M2Y\$Z+-)BA?
DAH">?21631WJ? \$H0Q27A(\$<J 52:PS./C*%\$/_+OD&SXUF>0 M4:FCJ\|N REFF%51^+BBPP"RWJK4GF M#G-R0: 282"64VVD@8#::D'R:90-
0K\|99Z82:4TV(11\ 2#@# 1.%\$F=Q\$|F_.B.#@! ME_780!@|0Q%2.2+|X(C\$|:HP\$|<>|. #^|^@G<2\|PNZ81+0#|1A:PO.Y/N ME_6<% 6@?25 1+
|31"PY^&#)2- \$T\$6YBB#Z8GB.E(@W#T%IO\$) (-9/05= MD\|NJ1\^ZB;IGVR\$5P* M\$O- ^V:A.(O5?Y9LL3GC*?);5)K2=L3:39^S^<@8WSNZ^"08-Y
8(WN6E5W M+17Z\|NCG_2. 88)@N 8I\#1% ^A@|AF6U0?<.:|I3|3U=E VBO*4|1U) MV^X(VTK"EW&*0R:715Z61:Z55?^):8.10:~HWWKHW?A.Q&
_9W2\|O%&MV%1NV=#.75^3-W ME=D2M"9.NFOPWUJ*0\$182#-3\1X)9OU>2(T/W9V\%|^EVC M3/77JL5W;V\$8A M1-
1AP.YV/<%0Z)Y0Z\$U6US;~>CVV2 7=36^H9U!>2=\$"EE_#;...>C.U59J M2?UD?>9Q^EGD_ \$F#WTKHMJ\$S.U9U T:RBTNR=B K M,XS>YL4N&O3-
J\|HWE\|HS1:7KAN17?>+9?T9(6L\Y-JE@U!>=:Q/LM.U); MJKU\$7728Z?S?V1Y"EGKNABOK6_1N7RJV%1WV0B9=^YCFH&QX^K=F0V@TC MM>
<|2, =GL=OM\|>GBC;|EP^K^%G4>UGD=K"/#F7:2:N?|(6:7*165M.; M%);/W(MRMD-7.R>5J/5\OX\W|9NC9_#_Z_8AJ\|ABE\%?>=L\$28<1.1>
M0AJGKN3"BBHWYD#0->|ZQJ:"|OCGY=\$&@26\Q4#>:*0\%2^K^CK\RVU3R& MA*|3D4&*PLASZJQ^Y>VRB30J\EW8#>| 3RE(K\|9CUC\$.#OF^*R/\$\$-
&5L5^4\X.KK\| (3DG7>4=>K.YKF^ Z M3&5T#B./+UL<@<56^9-W ^~>7@YD\|TBW+DBWS3W\$N0I-"98JOU"90PJ
MI#@^/H'5)GBKJ8^@7@WN\O\FL!+5=.WFJ\|+A?@_NIP'M-X/X^X^W6\X^C M-7BP\|S?2\|JL IYJ?2\XKP:O\O(?-C\W\|@%OM3X00%^#JUO\|:V/ 77^A03;A
MI\|2P\|VIG)7\K @?B#VK\O20^<SS&E_.165&>0U.*@^V C_2\U^B\|RV\ (R; ME&D)9V\|L.9P\Y7*4L5X; G7Z:0P^9AC^CA99L>2.A.8=O&C&>8"~)0P M?<
B&\$?NR8;P^M87_ %!+ P04 _|@7)9# P/RP\$!N%0 &0_!A\ M^W=I0. M?Q.A@.\$1<92(B15?F518M@A"B\DX8RDDZLZ19A(=>#>VZS@# M.R8TL;C_-
H=GXY9)B_.P\U\ (HMCPC^\$S78527\|GXY2LX\|D MU_2.JS.I0EG0&I)168(X+^?6);Z8NXXNR^O\16\$M=HZ11O+ V#=#1 M\$4002 U\U-ICS^&*)-
(Q< <2U^XKZU(G\|QOATZ\YR\ (O_-L)Q9\#==R\|BC2RT M^"7\| (OF9K2^> D\|O\Q(6B?P7K8NVOFH<9\$^RN"Q6(XA\I4O3R\U* (G8^?2\ M+00?7.2UT-?
|* 3VMSNTE+> @H>C\ITBD) \$3D\X%*K@YV:X>TC/ MMOC\+7X3QOE9R5\JXE29NCNN\|J(D0_#V4\|_#5R "3M\|J?OW@VJ+>B3\$XK\V M\O\K@>
CNP MN1\$SGIB^<|)X\|@1394;_>=|& N.P\|H>:14G&@E\|C^&+X CMBBRF M2#_# BX.VT@72(\$22R;C\U\W:C\J M^C T=R:12>D:F75^9TX@R8\|G;_&HF\|ZZ
M6?J5.L8.CZ3C5W\| (Y\W?MT^_ \$GC<-GYSO8V\O'B;F>?&PB-1#2L@U=F"73R MDZQ0\|V^! 09\|W^CEN24"2K5LBA#|\$-0\X5@O(UXT8_ W&^X^Q-
G7\$41W<@ M5AR1H\|7FY_M^<4V\$S:AB,S8R M^3.C2;#IH5L8\| G"3\|LYV^\$ 91+1V-QN<5X_-30J2.N\|2@(|^&|MBI X-S MD%);2H\|J2=V^UEM3@O-
L22>5#IYDWS\|T22VPG>#&N\|&DB\|5J^C.Q\|C2\|7\$J M%<L_>=H&J\|FC5\$(>^RQZZZ\|E\|&7-T#|OO\|5FYEY.27\|0EM\|J^<|)D^W
MPKBC\$%J<(|(A.M.A%+14T3ZR\|A\|5662\$22)".14O<#=#>J^Y-0W0;|UHU91 MBEZT8\3Q3O<.;|K"JYV^5\$^/>P@>^L%|N70>">3R\|K5W M-
L/T3N0MX2N\|O\O\ C6^I\X\Y\VRH5EQ>.;X5\Y^F^?JH Y.2Q?EA^"0\7#>0\Y> MR>V\WG^KMEBG/P\O2P.\$% @_X%R6^R\|M^M @<0@ |D\|X;"|W
M:W\|K&L\|N5K\|HP: (P\|TK5E9_K52);PEES^FEFC9I M6U\9M\|F7(A5Q\YV ^L^G V\$+>+>4=1)2\$C N.;|IGGMC.;0%0D\|P^H\N^<C M\U>J^+J\N\$ (HL+SB)3
JL^2BP\$|WQ85^|Q(C^7A\|UP"?OAX?|<%?2H2E&T\|OCL'SA&WPW4H^2PRX=%3\|J\|J M-10ESF#LZ+TD06S 23\|^&|O4Y>J\$Y^M:0P:C>#Q\|O2?
S\|3XC(3YSGM\|V5M+ MZ&\$%:@|J\|6G2D\|J389\|V\X@>@>N\|N\|V>|>1R5^/ 2\|+V\;HR:CZ^*P\|D\|40P\|2B M\|U\|8I
MT71^2T\$>F>X^XCN: 4HIW@D@M\|U\|SEX>@N\|6KQTE6\|BCUNN>|' M^L\X^5G\W^7<|57\|9D\|8\|>=>|J\|R8T\|XW\|FY+|V5\$OX)6+ZX-3^ M9?
N6=M4C>;UWO^#P#USKB+KVD_#_>=U(9C+^#L6*^D3G^I<=>Y5H@E\$=<%5 M^<5+>T?N=(WCFWF^|A G0\|TO.U:YCK\|WF+R\|U\|+ P04 _|@7)9
M^&J\|T\|D# "L# &0_!A\+W=OM\|1\|GMMO^O\|I\QSD\|)0D#1\ MOK\|QXO^>3S M^&>|Y>|&C 4>4R33\$Z.E5+YB6G^V0\|2*H\|Y^AD^67^14H5-
ML^31E+H#BZ T.1W+^L\|R4\|LL\|Q\|6\|Q&^5HE+<K0>0Z3;EX.H.#R>&C>2? MN&+>E=(WS^B4P^N7C^<K^2RW.HYD\| ME7#D.DU\|LK83(S+
(^|9TG@:O0T&E2%?Z\|U\X(HM2L\|B\|W\|J\|9FNI>H% (T^* M\|O^?2E:YV FP03<"G^K^6B 6P44F3+LL+6\|54T^@N^>4+W\|C15J4>2FB\$8W M+
/3>*L\$F48\|^>P\|Q(MD\|V\|D)6\$;N5GPM:3:78U.AAU8S9\|689^68SAMCWD^<3%SKD^B6XW6\$G\|W\| MW^T=;+|L_@5.60^GT^/4_#
|="J5P^7U\|M1^>U2^B\|B=S.H.)@9M\|MB M\$7_89^26ERY TGLE5NW=NOVJ^>8+>+8\|GE%U%Z\|V\|B\|X\|MLG\|)^+GF\|O\|D\|R
MKR:WWB\|N\|LC+&7^W\|TBO?>|JSV0W*)?>P\|RYROT4N^N=.;^5^@>@>U.#! M>^>11^W\|C\|O\|O=;X+W2 \#&C\|X^<WS4\|1Z\|V\|P\|&C7>Z4^@D0+?
K<"K.8+ M\|:(+|VKGW2:LYE+O^6\$@ ZCF_ 7S;J35^<H2\|EP+A;W7^N98_!V0^K.PF>@U_!OYD>|TEUC_@.\$-|J1\|
M^P.P.SA=<1017+EM4\|)8Q.6<(4@<ZB;K=7GU^|DU\|;ZOUJ+678F\|W5\|J\|FK9 K M(7#)D9P+25KLM.TIPI+7FLW5?W\|1K_1B^7I^"V.ZOO#>30\|AR?
\$SQWD\|VZ^12FSE^2G^<O\|%BR3^+B N.LXQ_%1\|DT+AN^Y\|7I M&P=V\|JR-W.H965T9 BCR5\|1.C\|Q4\|2+MF6<0D^FECY? \V<@1A^Y+
H\|JL>0\ 7(BZ8)C8E&-1G3NSA5 M\|F&^>B M.X YD.283^A1<@9.2<+G\|O)C\|Y\|6^S\|X\|2\|AT698Y\|X\|F\|K5M6\|WHC#"U T MR^41@MO-
+|CAP\|SY\|DC\|U^<E\|@J\|A\|9\|TGH\|ZY9C2M6WCN\|7(|<1N?6V\|XD\|A\|'?<3\|1ROWT^HLG^XOX..WZ3=-WC^|K3_||) M\|:"4?
W7EJ\|+H+T\|HXW\|TF2QK^R;+S^T\|LPH^>?G\|YW700\|M^G\|V\|WZCMT\|? MOI<@L%CK&N2EKF\|N56=55#>|>="WSR\|R@J ?#.U56TJ\|5^B>>
(W7%L>@X\|1CL MY^A\|49G.?R-8O\|F\|<% 5\|06P\|=H7O:|R88-@3#G00?S(T\$R3%=8387@>H MOJ5?L\|J %00#|X\$4&&
(L_>+>W8N2085^&4\|Q\|M^7W\|N\|Q\|^=50H\|P.M\|J^W=<#K^<X\|M-DE\|F8\|Y\|DB\|J^<V#_3U\|N\|V\|HUI^>#>Q: KW.Z?>?7^F^VW;J\|B M^Q
+TDD.226GZRO-L\|WQ\|Z\$5 8Q-L\|V\|O\|W\|5\|W\|WFH\|1^O\|B\|O\|J^>DTOM@ 8FJ M\|B\|U43Q4O3^<9<85\|LOPQ0\|PCM@_GG^O^1 M_0?S\|S\|P\|O2P.\$% @_X%R
M649O9 :! @Y04 |D\|X;^|W;W\|K&UL\|K51- M;J\|P#/TKA%<+.#5CN.F6^<8-(5*| "1-NAV\$^Q69BH;+D27+2 OM\|LN.E M\|1K\|L(NM#
|Y^|H\|DNE^ZP92\|@AXK^<V5^F6\|J\|D MZ\|M\|MKHM\$+&F4&N^O.CW\|Q\|C^<O\|CHC\|^>YQ\|J\|(|=|JBNQO\|LE&9\$C\|X M8L\$29.;Y^|<2\|>5^&^/%36\|L_AA
WABK\|@Y.\$5\|U@V.#AP?^&28\|G\|<X^># \$|Q8&^N\|I_ MRU+> MD>RG<@U\|F\|6XR2>3C6H\|WQAD\|L\|1M&G?2^K^<S\|DMS4QO-CG\$GOG^?F3\|JR#
M\|9&+AE\|5\|U8@M\$2K^1-J\|D8#; HTB394E5R\|^15^<3V\|F& MM2\|G+T\|I^&78G\|G2-N2**3;6^DVZ2\|J\|R25\|NE^4N\|N2Y\|C\|J9T^W2Z7\|M=M.N.<|)I^P-
02P.\$% @_X%R6<@<N&^75 P3@X |D\|X;^|W;W\|K M&UL\|M5=MC^<(V\$X\|K5H\|J\|VE+W@/9 M(N4\|6DGK3: MO6\|L G\|K\|)
) +HE3V\|@Q\|SMV\|O4)8+F6=LSX\|Y^6\| BP1 D\|A\|Y M5\|BOD4A9W\|NFB\|+|>BS^@I<63^>4XE^OC)R8^&I\|G\|F-9@9G3M# F(SWW MO^1V;#\$
M:0Z%2%EL."S\|Q\|H-|/|<=| 62Z:P%42\|1SE9./9=#3\|81-2\$4&D504^|V M.(L4\|T8P8\|Q\|S\|U^X5.#C\|S\|W\|:UH\|BEE0.5.6_97&AD:0X\|S\|L^3K3#ZS\|>10
M^ (57\|0RH?^2:6UK&21:"|GR&H\|P\|X&E1=(?>2*+9\|>#4.<<\$%P N#7 M\|O=X%P\|>#?
">@O\|K@)9N5M\|U\|XF94T\|F\|LRW\|AR9U(C\|O.D9COM)~"907R7\$U M\|19R9%#/\$I@8G1-Q^M^8 M\|T\|B_=% D\|I\|D\|B\|Y\|E^>=24F2\|YR\|K^3\|S\|M-H
7CG\|^X&FG=9 M(W-SG+2V43\|Y\|Y\|W<#=#F8^0B\|T\|S^M^#P#70\$ _G=@<^WN\|H5^#B^T^6=
M<."=Z6V;.9Y06^<9X@<XSR_4#OUMST&@.KH;^\$5\$5L74B\|FOA\|N\|J+.#Y.C)+ M3\|6XX66>R;G;85\|)R)GE^<ZIV^>=|H^KRRST?^H4OH5?
A_K0&W\|)O?B.PD M<.<F:7\|>|RS-4^+ M%\$S\|D\|U^>@B\|H\|CQ@1X\|W80&|K_ OK^H^B6^7\|UN=XV\|LKR\|DQ8XD;_>Z\$E.A
M\|V\|O\|4YSS\|KE\$!^Z\|R3\|B2\|RG;V-+FV5X\$>|S(<^<^Y^&V\|TG\|^F \$F9DU0?^E\|D MNW\|Y72LRC^C@OM^#T^T^9E?>0C\|>=>5M_-
C\|5#Y^<^0?>O\| 9W2L.KF@N M\|^>Z>FE\|IGR58C.=P1+^#L\|H#^">|>K04 |E^W9TOE.1>7W\|F^<.#K@Q?&P=V\|R M:W-
H965T\|U>+>R^+E\|Y\|V8.N<572K9B\|QADH3P\|B\|T\|N8N\|F3?K M\$8E)*#.(KZ>R2V\|X\|PQ\|>?>K17M9D\|Y\|^H O^2\|Z\|^>^>W++X3QK)U:0W MZ\|H&
(+|FE@|L\|R^L\|^IG>#<+|D2X+MH7MT\|N<|>2T\|TIGU8.S\|L4 W\|5\$|G G\|M\|P\|L\|J^1 A\|P\|^&P\|Y>Z>=Z^>7\|G\|3\|S^M^2\|9Y-.L^G\|EDK\|M.P@)S\|W5N^3 M-
|OW\|T\|G57.K\|Y.PN#5E"@.0\|L\|A6R\|4 |^*(1#J MH\|^H8D&O\|L-3)>CN>9\|^8S M\|WH%Q\|1--ER0-7\|^Y4=N).D\$7^W\|D5Z
^N\|V@V2\|R+>8X)->6B8\$X<^<D_ OQ M\|S\|AP2V\|XCS^988 E\|L\|OR\|L^2\|O3^"=6C.% 1=^/4+^B_6^S\|Q^CE.MG0^MS H#=#<|
|Y\|3M\|&PCW2CH>KH^A\|69%DZ_?J=O#MAYE@20\|>@M\|FYC_ (W77N=>X&XD\|V-CU8\|/FV\|T:B9B\|L MG1@Z=.MRRCTM&<% X^?R3#CX\|M3WK\|K;
(/M^W6O2H5GB^|2U\|: MC-L\$^VRAZ8RBF6D-TM+O\|W\|^|F7^AZFJ;G=SBQ90M-9JFMP^*Q^C>E 7 \M MN>@LLUQ\|EZ-6U\|J\$6X\|U;1
EMH.K=U20\|J^<2TL=>+O\$^A-M. 6FLY\|HK\|O\|619T MS^<EFZ8\|<+9\| M\|L MH>E4\|ULH^#L^2PE95B^6T\|P;:SF@M1^*Q-#1AA4?5<^EG?9^HZU\|O?
OU\|AK M\|J0-X\|4G\|DSM_75D\R.VGE^V40+>^J\|T\|K18+<<@H\|LB\|K^<K^MM\|^T\|FLO M\|HRE>?<+<?<+?
&TQ^OXV\$A\|<|<=23\|Q^OD^U\|QD\F2?^J\|L:SNW\|RPM+6=W\|E\|CK M\|B^NRQ\|!>3FXM2\|190@T@J\|V+^\$E\|@TUGM\|8CR\|R\|H^M.^RTY\|O\|V:26U58-A"
MTU\|F\|J08R^X\|P^A8E\|YN\|^F^B<1E> V\|HZ\|D2B5V\|I?1Y\|N8Z3T\|BK^L46F\|DY\|U\|K5+0 M\|X^P\|E\|6\|L6\$4+^*IC-9B\|9F DV\|14AL6^S\|J\$14^T\|
MD\$E\|^I^>7.6SN^<7.T\|J-Q\|>.#K;M=|J\|L.DN^6E8Q4M\|L(6F\|Y>HE8Y\|O_2 M^<K^<T\|H\|G-C\|F\|CMO@>|J7R\|J3\|X\|J\|M47K\|M^8 M=|^!J^<#8\|
55^/L^<J\$^9S^L\|1DH2#>=J\|BBQ^>1\|H\|X3R#>Y\|J(C\|B5\|^L5 M\|P\|^A\|F8&ZOV\|O\|YD^#50.VF_ U\|^+ P04 _|@7)9_ \$L6="A M^O
^A\|+W=OW&1CR\|\$100F\| MT@H4^VN80EE\|J(0SC3ZMI=4=JXN\|Y\|J_15>\$ 5^T&20Y\|U->U9P\|4Y+P\|^<\$7Z1QW2.FE^<*)%J4\|@QAC\|G\|)ZG>^Z>
|KGE3.62Z\$99\|L^<E\|K\|^A:Q\|O M\|J.C\|^<O\|B.Y^<Y\|W\|A\|13T^<3M\|J^GKR=K\|WQ\|^Z\|W8Y\|O\|SCM_>=Y 4.L5\|6 D@ MOZ\|IG4@G\|8\|G\|W\|9 Q\|B\|^H5=16YDC5-
86S\|A\|4H0\|^<BCQ_26P0 MD\|T&7R>=>8^OPX\|Z5M\$PPD-1Q?>=>7S\|N^<G\|^<L\|16X;>W&A\|S\|^OT M\|^>Z=>P\|NQ->|7B\|U.H\|KX<@G\|TH.C#3B_#0US2A_&WB
XL&30%|^*O-(T M(4E2OF^J\|J30=M?GK\|DUY\|UB?8\|K\|VM6+3-;ZE8\$DR2\$A8HZ5P."K1-*1F MHGAM2O2<^RSX9IAC#P>A.B_X%QM)_J\|E\|!
|O2P.\$% @_X%R6327 M2\|U: P> T |D\|X;^|W;W\|K&UL\|K5=;Y\|LP M^%T\|K\|^I\|F5EH^!@>E\|RM^9=N^E:1O\|^L\|A\|L\$#6QF.TG\|W\|V<2A-P2^7E\|6\|S
MSO&YU^<R/T_QD_L 21Z+^L\|J9\|Y.RN\|K<=<5B^24\|5ZP\|^J\|X\|L2^>5\$_.^|O\|E\|^I M^>F\|TX\|J\|8
|R9W7\|U\|2PB.\$H^\$>+R6\$2\$T\|F:E#7E(B23)E+>=X\|AJMU\|2-2:9A M\|J_!S\|O=|+KEZFBN>3+|2\|2L\|2?((HW0/6?>W.R\|^DNA?/ A\|O\|JY(6X5+?"
M\|Q\|1=O+U\$;Q4\$ 5BSC2\|S\|U-7^D=>=U\|UT\|J\| 6J M^S\|L<^<^L\|H^O\|TB6:0^O\|X M^I0V^O\|IGM^4_\$.U1\$A^O^2\|Q\|S08NCNY?3 OD\|^23O<^H@G:W0E 7G\|^S\|V\|^
M.5\|I2VQ-#U\$72UN\|4\$6-.4.1 M^ D\|J\|^R\|M@2\|HYQ=(SB\|1TD+P3^<@M\|J\|^Y\|A TX^6\|)JXM@0=37<C\|M4W>YXG20B^4<(^<|VW?L>#?
N>22+^YK6G\|1WDI^< MUVX2.NG8\|2->FV.XW\|O\|U\|P.EE7\$52.G<.<|18AUW+20S&8=1QW0.2%46RW">|>V MXT.^Y@DA2\|J20\|^1^FN&^<Z\|IKO8S >^QWS?25
<17.SUZ\|WY\|Z\$BD.(2E^YOOZ MG^7@G&+IF<0.C9\|S9Y:168\|L:GN\|^TG\$6D?2.9K\$T=B^R\|A\|A\|KZ\|^#6 (M\|^E\|G^<H^<C\|I\|D:W&C\|V\|^+0_>:
GX2D@Y\|^T_ZS:2\|^2\$>+>.;@4\|O\|R&I M\|^3+>#="ZAE^<@SPX&>T^":J\|V\|^6+I\|^Z\|^P\$E-9@<|I\|^W\|JES<+R^>+?+>1\|D+< M^ZX>RUI^7Q6EGN\|^FQ#9=W.M:
M\|^>C&9H\|^|I226&G;W6>9^DSRC2\|53@4\| M8^DDO:M8F>|JUFU\|^M.X O^I&CS-U^8V_X\|Z\|O\|F\|^>WT NUA^D\|^L&M^ M\|^O (N\|^N\|^PO=V\|R:W-
H965T2CZ0\$LCBP@E MNB\|B\|)W_?(4HMD%+QF)?(F:<|ASAN20LX.0SRH^T.2EX^6:>|G6NWO^25TD.M\|54#L8.2O\|V\|^"E3C\|^J\|SZ:B>|IA94<#|^*HEF?
4^9ZBYEM>Y2^&F@T9R4\|2\|^J^ MH\|^R#>O<^>9>Z>+TU\|^>M\|KDV^>OYCM\|D\|^6H\|^P A M^?1Q&^F C_F\|P4^2?Q\$C9\|^%L7CZGK4=2R&C^6\|9_X_Z-
H+>A2P\|1\|^|<5T\|DHP#B^@I7U\|WU\|C^<A\|^+>@>^|>1> T07 L^X.KP6.&L^<E-+L3\|^ M5-7^3\|H#D2B\|^V\|^J\|Y\|^O4B&V\$^<J\|^=U\|^J&^|L\|
(M?&ESA7Y\|M4PA/27P44LK^H3M(PZ&=>P&Y\|^A\|^.)@FCD&-#J>OC0 8^OAT<= M:H9M>H:6\|^B=GC_0^9B\|A
M522#_&R4E4KAD_G4Y7C..W\|Q\|^F\|^Y\|^YK W.- M0H^<@P\|X\|^H=P\$0SBSR5^KY^B+26\$LA!>?>AA40\|^17^4@U\|^U43G M#)
(05).E*ZTD^*VEFN\|K;N(POL\|^Y\|^W2^<^013_/_VQ:5=>Q7\|U\|^S^>K9>|4U\$UW\$T6^<|C@6M\|F\|N3X^C+N089\|^1_+>
MC4GKQ\|J23Z@FG\$95)3FB98C788Y\|G;8=2\|)&O.DTV4\$+&M.N7B2\|P? LT^Z\|H M\|5FFW5\$C=Z.GK;9\|^J\|^9E\|^%3.-
ZRT\|^78\|^E3H\|Z\|^U\|^1\|^Q\|^WC^<5FU>|>QV\|^U5 M;2236HOD^>.;IY^E=I\|KA>+R\|KK9KH\|^|C;P7&WP |<=>NRE6<42\|^M4K8E M&0^<N2Z\$Q^VC
M04+Y\|^T9DL\|^3BD5).M/8 ^R8\|W\|W(B_M\|W^H^J_7\|^7&^678Z&Q\|X\|^+>O\|^ M\|^O=79\|^|NXZUK23_7@/KQ7Z\|^V\|^L 36WE7.YEN5^NCZ\$M\|^JW?
>C\|^W+>V\|^F MGE3\|^N\|^T\|^27K^Y5\$BK^<4\|^8#&#.BGK>T\|^O\|^J\|^L7.GN0W0N\|^P\|^F>=>#>0+P M>R>?>GLQ>2WQ\|^7 4\$L#\|^!O (#N\|^N\|^PO M=V\|R:W-
H965T8>=U M84RC\|^J\|^L5E\$42+>5S\|^F\|^K^<?_I\|^29 @X%&^RC M@O\|^6\|^7\|^4(^V\|^C\|^|+6K\|^N\|^J;3.58H^DDO9\|^X\|^Y?3\|^L-WO#;.-"2W^*04\|^GMW4N
M^H8T6^<3="T\|^J38E\|^R)EOD&DY(5YB&B2C&M\$^T+5^*ZY^77^3>WS\|^>D^>M.@\|^7Q0ZU^X^#>H=C\|^X\|^Y\|^J8JM
6DU=>#9CF96Y^1\|^T\|^O\|^C\|^D\|^L4^>5^<PGY\|^G\|^J8 MU.=05R^Q^U5T\|^3A\|^T\FK_9 T=L^EC30^Q\$<SCR^K^Y^S\|^9>^4\|^ZPG8\|^SWZ&00.F05\|^U\|^Q\|^E\|^O\|^F\|^D\|^S\|^M6

!P%~5!V-FU#7Z1LLM/!(.7.ZT51!Z2S*0D_BL!+>O5M;U;74B:P6TB5L;M+!B"S"Q MT 1QT@NH32X.1%~NGOH4FJ4M[F6J9H02S86UGZ?F9
@ZH76(H8)QD!2F! (M+>+PC60! V?1G)>ZWFDU42URRYEZ:DAXO"J">BAJ!>+>MPU(M#N32S=\$SE@ MNF<3N/G! 8W*~.15L0*~+RK&)3EX8OBL-
"B:8?RI= PKX>7&_@*8!(P/5 M\$/E8>:|KLN^P!02P.\$% @ .X%R6>:<A_ P OPH !D !X;"IW M;W)K&ULK59=:1HP%/TK5E9-K;0VGT#:.0:125JT/
ME:K2:@ 3'DQR(58=J.=/2K9R8F+G) M@\$G^&1(P'5C7!M4H'6#EP#<""JDR1D:A/L7.[E+>I9C3@(*!L3C/6!>X08H M-
40ZC5!U!15'8"KXR7!;E:=YE@>3!>2)=6:~\$!KB@Z!S0OD^MIVX M8DYE^8L6=:QCH:BOBF05;IX!Z:AO6_VIT!J MPD(=@#&N 2"@AJ M0%
Z4TDI?IAAA:.^X LD3+1E,X/2S!^MY1-FCGVLA^Y*~\$Y%=RSF&2"%7T&B M2.P2V>:5SM3L9!=U5L.J^V!^5JZ^ICE3!4126 +).H&M M)38ZQ:7.H:>7<0SY!?
=3!ASO EH90#X7X+?2^OXW-NCOF!S2_Y |U!SZM' MIZ29K@!FA^>^YFONJ!YV>9!Q!RT.YLJH^?>X+6!^4:09V!@O3%U!UJ6^U {J5N<~
MO.4YE!247(F20ABA^U16>W17.O/13K A%BII:|>|WW8G2WY8ZEQN6;=>SWK:=D5!C2&^O(PD5H+G MKM?;^V!^:VW!!R); VIL/\$N/^\$ \$O^=?
G#K0OK>8'K:3BS>52(D8M46LE MHM)BKWBS.Q^SLE62*.8%4!57L%EMNK^KL@G96! J+|UJJO!25"W>1/2!ZIDES
M8:HIG8N>SDE4:5.U43PO&XD!5!HM*8>|IC1!F #!2.JY6DL!DWO&OT!4SL# M!!0 (#N!&PO=VJR:W-H965T!QOE_%EM\$="|BFHB%L94RO39-
MX6!OJF+ 4DS4FY#QF\$B5Y1M3!O!D)F!U^O!L:V+&)\$H.=YZ7?7)WSC!)HP0?
M8@LC@G JQ8IVR!VW@!1!IMME(F.X!1)MXW.\$>U!+>@W9ES=BSSGP.%H:E>X04?>DEB^KL<(F4:B75CZ^E MJ%&UJ0WKZ1!UJ
IGSRIDU\$;AD!\$!4R.W^F!D08\$@R^C^Q_0)'O>5Y.IML.RDNV1QK^"K=OQG MN(1!PCG1(P%O/90DH(=O \$3Q)9P%! F!)1\$4ERH016^BRA5@R?
FIE1=T8^F M7S9!6S3KG&C6ACN6R^Y/Y_@>@!FYU LGOX!4S&H0#&O(Z=3L7WNZ!_JL MQW(<=>%IY!9-P-
BT=:5;N\$5!@.86KGP!9.8DVU1-1!Z>GA2:4&@F\$S!U^X;Y M!#47*!\$& A?&-S0".2! /!>2U6%CO!C!4 ;8!>ZHW9=:JN14!7!@J M-@GD.S37:V=BYD
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C^=6N>"Z5!ZTFLP7!>9R^4B2!JLFS3S&O!\$S&UGM^M<18IY!Y 41Y:O>20E! 6LY*5LS(9!T74TC^L= R:2?2LOHQX5\$: F\$XEMV=N5<M:C^V)-A=5=2N?
CK^_VK0+UH8UZ\$!>EE9R?>E=636(.7.1TVHU8GL8<=|L! M2!E=2Q!Z!79H^5W!VE\$ICKM51Z4FN2.YPIL.XMMGN/\$E+>2.1.OA92.^
M8E!KID+PJH:)F5P-OJ/4ZSFA+!6"DEDID.?(- G%a@~"298DLSN95:75YW")1TU574.1# MIO:4948W4%TIN?#4\$!#!!0 (#N!&PO M=VJR:W-
H965T^RIG4Z2Z&E!H MJT>BWGI+BJ +6ZVKX/MJN2!7=OQ!S=V:RMR=JM7?2DZO!K^B:*J K+
M8G%9WA4ZG6!76BTOHUYO+=F+L 7%U=OMISX75V S3;7.UO!S92;2UHM^CIH M9!PMW45X!2B-W!+%;=5X +J!5VZT!@TI?2N?
Y!|6G^+>7M.EO=2SJF&D!7 W^J-> M+AM4W9% M-2+IT!%;?< /!3!:=76W.=EOIC09R!%6!>OKN87 !S?9-NEM50 M^3>EVRT-KQ9OBRW_P:?
VF5!%|L4U:XJEVY!L\$J6^~^3!^W>V)OA6A29(6H M72%ZOD)X9(5^NT+~^OK1D14&I0J#<|LT!%;<8GKO"!T%U=&Z7QNT^XW.W>M^N M-
G^C=>G>_CNWO.DZKJ.IMD7!+BE!FM9!VJQ7.O^06;K1MX055'~*O7JZ^M5/GLI!U^W X!E.6K^F^B3+=>2 !^G!^SYE.Z#++>U!L^D^<%L:|2;%G^~:R
MJC008^Y%6;GKO^H2&JX~!>V=6@5C!V=ROQO^O'TB>P&6!Y4^J^SUN_H2^M2XSU!70"U!%42!^*Z!2XN^G/ TL@&C6T<^<~\$!_1
ML_ZN3!%CGUPJ!ZXS!^M:S.#TIB7GT_JG:2)FEF3E1_S2K.HIW?4=LK5&4N^M M/2!^+>J!_K70-J_R8^!OI-O^~*+=>W0!&!"JX?
@OWE/JD4.U!O5M2Z"~*8YCJJJ6!OF MT-!>501MR_@/!^65ENT05!S!EZW!^!GX!_?J7.^!AZZ^DK^8A(D!>+>2% M-6=J!U>C.SU>F!OI_=
%Q!V!)>+>)"KBD(9CDV?>LZ^7L8WJ75>DR^V=| MCK^"L *~*JCW7Z5!>6CEFI?^7FOW1<9FEUJFR/NLCT2EKJJE^!SO@Q?851D2%L.P0<2T>^!
M:KRBFO403#+J_&35V_5!MAS7%HK!WGI5++>^OJU@D+^9A8GQX+!H^A MP6A!(\$V_%XTGA!8<\$L?
37KJ |L^3"MLR8O!DQ.1KA!C=+>?>DRJ!U!GMJEZ M\$=S!8E?C:<+>+!PU>6E>?>2%A.P!0.O!>V?GF!U!-G! M2A^FOAEU3!)J^G7
MJ!J C^GTWKGE ZW.E@4>5D&=>G^SC7W.9E= 6+A^D!S0%>205&SP0CFY0D
M3\$S\$P2!^P9^INO8X^K5F^KHKL>M.9LZK.#^OJU@H+49IHJ7MCSO1R^56W2ZX M/Y)%\$!?
I#IH 1=|L= 9!MJ^_H_Q_ZH+>+% FVBQ6O@H^K6>QG:XY^9!U!6DQ M2A.H+4&I\$!4!BE%~%QGSHA.%Q#RKJE9.+3!CM2(2F^9!F)HMF^E!A^>*(W
M!I8R2!)J!3=153WZ7+C0X!L:=.932!TG+5!+>2VZ2T6(!2\$U!0F49JB:+9= MIOH>^LOO^V!T3N6!E:X?258^!^EASZGE6N(6#OXW.PRI:CPV!^~35PU3
MH.TF^SVB-\$7!>5.33!TU^Y JT? (IM5M7&J8.>2R!6X::PZ%3.31XO&DQ M2A.M;_ L&SZO#^! T!3%.V^Y=5\$%Y\$ >OBZ+O0L7ZR2:NAY&F)G>>D!S?>#
MNYT(P^F4!)>+>HY^HO^SBO=N5^*U!%LPD!T!\$ GSBMT>IMD(C^W!8/\$-2NI24A MK.E4CX^2?G!GT=^(
J6!\$!NP+3D^HV^UO>=/-5RB^9(\$35\$TVT^34T3>DO^5 MK^!5JF!^!N:A.GYW06#HT:4!IH:?
M^MD\$T=Al9HL!@R+GS8J!>#^NLQ9H=1^EB99FG6\$!H!_ Q*768G2 M%\$6S!3*~^!A2N'=646N_XJP^ ZIRPF86J]=:3%\$R@M06D2I2F^9FMHBOG1
MZ(4+!A&:J^T^&4!E):@-(G2%\$6S!34!O.2_R !T0=4Z/V_P=6L5!>+>\$K@JW MEX!O!^!4!3%.WVRO3L(W!5^K.NMH^T-T!^B-^ZBS9VCAJ4!E):@-(G2
M%\$6SY3%& C2ZTB.R&@6@M!BE^926H#2)TA1!L^=\$.E!GTX-^_N\$J^T^*6) M_F!J!VZ:BAHLO^E^8IF^V5">X^2!KXP9T!0T^E^9.L+>F6 P:#.#
(!H\$ M_3!F!V@_9(H35\$T6T23^2A!M^#Z>P=FAV@-~\$ S !^T^V.TP\$HM^9^3B6 M_Q\$A=6=:8OMPIY!0&QVX.=UUH^=WH>=W^Y!P2<X.X?
8P.4IBB:+9)!#?K^V.!>F!C! M^C5:9ZO-RBD8&AN@M!BE^926H#2)TA1!L\$4T!L^!6.#!AH:H+08!0F4EJ T MB=(4!>E:~%|WU!+MR?
N^N^SE:QE4MVD5K-*X+X^CYVOG^CHS4*~(T^*4!E):@ M-(G2%\$6S!32!10Q^E(X4^>BF&M!BE^926H#2)TA1!L\$Z>N-9^P!M!8^_UOYVN M;J^T^*6)EF-
UN^K!&YHFQ^*8!EY=BAH& 1GYTO&XGY+^~^VT_O:~!>M^T!1^2U"!1&F^HME&FKOAl~\$S^@W0H^EQ2A-H+0\$!4FPIBB!+>T!10_ USE5
M_#_TJ\$Q^\$H3)W:5!>FC\$K0?>\$!4IBF8+MO=> W_>H!\$!2E.4S+=!>=#?W#RX_>=&=-4/\$S!0F3NS^XU5 M!L2I2F^9GMG
MHI&A_X&5WOE!0MW@0^~5!<C+>S+B+T4!CR&!)IAH#1%T6R!3(8Q!J!P^X^P^ ME^OU/C^J!)J!S(S#106HS0Q=+TA^_D>7H9B29^431+D)\$)
(4!>S&!)7V^A2 M!8MS!UGQ!>!)D!BE^906H+2Y.CP3=OAT#6^AZ!>M04S>+>C^YH^+>63;J!M\$=4!^*%\$YOM^M02EV7.#N^9V:1>TYHV!7=/~**J#MD&F
MN#_R5ZP/<|+VH.74!JWSH!08!0F4EJ TB=(4!>L!7_4?^%R!\$C\$-:3%\$ M\$R@M06D2I2F^9DMK.H21M!JS!_I4R/I^SA&@F@-
!\$2L!>2%>U&H^5HC1?T6R! M3+5=J=&C!>+>2.#VN&I@ H39S8A>?>4!^V1^>2!LC49JB+:>)@T8^~.MLV<?>7.Z^X&:"A-
H+0\$!>I!>058!&2!2F^!IMEZGUC_Q^!L/56#^@LV^HO1^E^926M^#10W!19M45T!M6R53V!_Y" MBR+!AIW2H:6!%C:(32DM0FD11B)9.HY-
C#N07^-9(S& M#B@M!FD^I24H3:(T1=%L:4TT_?9^SZ=O6?>#DN^AA H39S855.^Z!FFRNYU!>FVRFB5)(ZS#>+W!>Y47P9WVOET!JS
MJSB3#G_>G=USDPZ4!E!>@M(D2E.4S2:5)!WCETXZQFC2@=)BE^906H+2)S!3 M%.V6UB0=8W_2<<8HCB8;*U&:>+>\$K0!>?
8:V0Z(T1=6!P4S6.3!J9S.O:ZJR MJ@>T^HOK!S7S^CYW.V#HTZ4)IH=:J)Y^#6U4HC1?T6S!3)XQJN<9SB^5C+L MO=ID Z7%\$S^V@M
2E292F^!IMH8D.QN.7!>@%\$>42%J!T@=(2E^9!F)HMKO^F M51G!4Y6/Z5U6!RU4R(T M24%L4H3*~^U!>1^E^8IFZ3@QZX16_5!>+>K_OA9#RR=J)!?
L=O4%\$S^Y26H#2)TA1!L^4RNN\$D\$/_89-5^Q09RDHD^Y^G2 M7!^DZ_4F70:9>E:H^!8!H6M(W^YNI!+>^RW&R+UX!T2QE!)/Z5ED^8W^C2G ME#!
!43CD8GK7>O>X/G&J^Y!T!>4!>S!8JBV!J:W&R8N8HO!@!R!U>K^K2Q MW-9CVD^XB(OG^LH3H+28!0F6!KUC-HHG(RCR:EAS#_V4Q!>Y.D
M3!>U)R!J8 !>7S9Z>Z\$E^H&O^0^E^E^24A-HC1?T6S23+>R?>F^2!9H!(^28!0E M4%~^!TB!^43C-EM8!E-O!T^R^*~Z6^QLZ> PWQY!>I^G!4:T582!0F49JB
M:+9_JEN9^K.5!/#\$Z&^YLX=#9XDQ?^XAFK2@M 2E292F^!JM!H4E!IOZDY?^G MQ.CO1&55!|<:8K9:7.LW%25^!Z:MDR=:4MXX!V:MJ^T!^5)E^8H
MENV=25NF_K2EN6!J!>9=+>^>C^U_~!>L!G!>Z^K^K!>^G^CTY!_X-2U!>@M(D2E.4S2:5)!T3Z^R5^Z!AI^V9!R<~W?>E8U4!J!G4^D
MTU\$!>6!06HS2!\$!>4!>S!8JB9^&9/_>2!MLKSV/(6087LSC!X4!6)UF< MPG#!J WWW.6?7SG!J.XC&KNP!>E(LYX-!>D(G4M^?S)E#.64=@>[*2X+>^U
MKN^T2J!>KG2OT!_UN37M%AD!5BU^ZF5&B:.9%?_RBRNJ+2^>ZIRJM7VXZU.MY!IH^JA ?!GU>_730?^N+W!>O A=O2P.\$% @ .X%R6:W!>Z!@!
M!1!0 !D !X;"IW;W)K&ULO9C^:MLX\$(9?A=6 MBQ9H!)&R!3E&K&TAZV.U%R!>M!>1-M^)-E!>L!N&7!>3!KKB4<9+>+>Q!Q!
M^_UPAO^\$XQWC!V)B O J!>B^>2^!>3!>=1 N MW#%VKV!NHD7!B)2DDQJ\$UM!>D!4!>DN+XWACUVCGUP/Q06/QGGES!T6 MY!TKOQ6Y7\$V!U
_Y6>!>6_9!A_2.#34!C)6^O.D!IO0PID&R^9U0Q6!%5! MZU_!HPG\$P8 (10Q S0!DN.N)#.5!+>^TS-D.3J M:~>R>EE> /\$G.B0\$5YVPC..W%.)^*4!69
W3=I@>@ !C! M8E2L!J!B9V.#>?^P!1+MO:Q&3HMS!O9!%>+X%\$0#! H\$>I#ZQS%>U.8Q.C. M>E^J!>4+R(L!JC~^*DFB^!>+>4:7X^58XXQ./%5D@Q
M!>9 @ !8!^Y^8M^M!>CK40_DYTUUU!>2+>O<^!P^>~:~.6!>@>X^F>5=U52!7\$9GWN^+>@M*!> M57HJU3^7J0\$^SD^Y2YU^ M!>2@ 4N.CBO<+>
<7J\$EXH!#0>>^>N?^VIU9S5!8^~NA7@6! M W?Z6_.D!T!Q^VDU!US@LHZ@Y!Q?O.5BU=>8A^N%#J!>RTH^=>M^4!+>H%?/
MP8M.L!>1^XUZ!^QHO!>>_JN=GT.VZ!>+2^!9N4^N07BH9G9L2.@D8!^9G4#1B <2Z^7^ T!62Y!2WY! M+!P^M^W:L9 VE#&RTH!O(+>QGY
MO2EL)02Y.WMY.R>V-GJ!>J!>S^>U!+ P04 !^J@79!N! M\$^X& #>@>P A!>W=>O9!B&!)VZ>9UJ^!>YX44E(CO^>^>D!O&E(F3J M^XL7+>GL0
_#K^X#J!>0!8XQCG!X7A^C!>|>Z!GDWUBU8!X3C!>L!2!31C^M#>A>WT782!R!F^~OCYF9!O!FFZ@>@!>A!>@EHFMA!A5Z<M.D?J!QO!JM#\$S-?
5A8>~>Z0_3H_9" *B+!>B=M+Y042H?>=ZGM!>N^W^@!J!>.>ZX7QO:ECZ^Y=O7!>7!S)BG=.Q&+>D!NAK MX+X3>^!W!OP\$!0!6CQ!5!>23+B
D#@>R64EWS)WR!EW4\$>PX#O800^>+>U MVV^R-JO\$^&#>0?>MJU/_9K^W!TWMT7!VTJ@U!2;K M9S:72T!>=QW5NQF)(9SS^C&RU_PU:QAI-
H!R5H!H!YAI/RKRT! 8A\$* M-R.A.~>#C!G!>#28HB>V=8.@O7!U!Q=^5R!NL^FUTV!R5!JSTM:26>NX M!>C!Y^C-3#HDB:@.0YX^@!(6!W!>N5R.L
M!C!4D:S&V^DC MC216#D2^T3R M_@>+5FY!&8E5!T)MLX(\$;\$L3R2Q!.ON9)&0R%|MEX^R&%ENU#^P7^J5!^86= MH!^!HO@4!D<6!|GF<~^1F!)|2(G**
(!>>Y#4@O:04?Z)F&K!UO.N>=>5^>D > MQ6Z:~W53=7B!>F!C^PX9:COUP^O^6THZ!DXLXCO^3GBT^YR!2+N!^H48>/2 M:22Y1!1EK!R)
B_!8%>WCD2:U6=>I>X3O!28WY(C^SB\$#7^YD^_R^B!>M^@S!J!T!>90^0XKNVQB:O0P^9UH2GN@T^>45E>6D^C=6C8^D^KR(9!>6^A1
M^@QS^LUL:EB&6D.%K\$=%Y^TUN^FA90OXU6.!4!P!>~@M62!#3AE0PK&T ME@Q#<^BL2!2&652^X%17MY:~!L!IZE=;~. 0!PXJ!X5FWM2YBB>Z0)/Q^
!L\$B ML<~.~!JB+>+!U!O!3L!O!>D2O!VZK7D!5R3!2!PS^A^PS^!JQP!>L!E84(4^>=DF
M>8:6SD03:O+>@!>5!O!1(\$3!\$W#+>WCOZ_~TT!>I!>EVPY+8.#Z^R3X?IB^H^%T MD(D2RIBA3FC^3H7FNR00! EW>
HAD@P.^<K>1VSJ<(>5>P@UB=X6.CG=H M!M1T3:9(AZ^ 1% E/ L!C?H!>BPHV!R9!%M8^X:K2P7LD^Y@10Q)2V+8 MB(#6!G5S.354\$0Q! (DB@
0F@>S^7:1!>A_~^!L.# 5 M53!J!S>:57!C!S(\$.%!\$L\$R!>C\$!>7&7R!>C>K^2_~W#4!R.P#>+8 XO2 M3T^!J!^H!SK+I2 M-
46RSPC55^6^G.6 J5J6!H!B:BN@K!3NIU7^@!Y?>TZMIG=>0L!9:0 : MJG@~8<3K&E!>5&8&C@0Q7CH;U)7GT)UM^CHLYC&6.[EB]#4^6J!>!*%J9*
M8^U-EJ2!V6QLS(M_59A^R!E&442D^4ZE+>?>=THAEFL!>O5!G2QW/DG^>!6! MHK!\$!>I!O-
^G!H<~!>U7!B^=5%NFA!T.MO45>V7^!4.J:5CYEPEFKG!0! M.SM^S=13>_U>OYOV9.T<~\$!7G3!C/75!X+!0^>92F29TCQEEY!H^!6=44!@VF MRB@5VS-
AMO>K!>X+>!PP6GFXIN?#-015-!55-6&J.(34>2^!>4S^1!#K6^>@. M%L!@!B!>J!>S!>8S+>@&@>GAO.G^3^UV_1P=N7Y.Z^SPZ.M^S^9V?>
>3B0&8XPMA&FC2C^~!>EQIES&QINTQ>93R^GH9!>I!BS9!E^50+>5? MA^\$ W20Y(YZE_!4\$!#!!0 (#N!&PO M=VJR:W-H965T!Q?
+Q9SLAA^IXC82T+V !ON>>YV?IH8!RM9!2#0 M2VID?>2MA.AO:9M^T@QOZ\$Y9!>+>K(A^SEE2YOG#~^!>C=+>J!ARG:Z>89%8X
MU&M3%@!I!B0D@RE#?>).FF.WO^C!ID>5.AX4GLEP(M^#)POPO80:B!SYE_9HC!8F2^V=N)N&R@>#O.9P(!7QDA)F5.Z5L>+>OYBASD\$ D^>?>7?
M%B!>O) D!QA3@EJ53V58^Q_0OVCQ!>D!>Q6ID!2T4PP!O\$O\$=U^A M%~11>1%N^Y%NV!O:V^A!>~34MCR2 E6&Z/7! U S<AD!K!S3P^AEXYPS!
MTL#70@MF6M8!%C@<K!#3.V6:&J@8Z.M!J2J=L!)IAB/N7S+N!IR=^4/!DPI 6TKT^L/2U5WARCOCRO70 M(W\$B!^/60SQ^8 M>5?D00/Y.!^<!
(!>OG:~!>O!Y7M!>V!>V!>C!Z!BZ6N! MX S!>=QVB! 8!>1>O>4YCF!DR:O!>6W!M^M<~!>C!>R!9!P!>D!A4\$@~.~!>+>MV0HS^>^!>Y^Z^7QK.8_?
HF(=&#>@!>3_@!>I5<E!0 M7QZL!>2^E0=XYVG^)+>+5^7U^V INMH^9K\$QSUAAABVH<~!>HB3<~@KENIZIY^ MW96F!>OD!R:M!E!V!FHKP-
PBE:GOTS9T:GL:VAO&Y3T^B4JHY(GPM?7^P: M2^9?2^7"!>I!>L!>8(U^9-KTF-XP-~OJ5FKY1S3W9DABR&T!)^>3B_>+>=>I^ M^Y!>~>.6\$UJ#BM; 2&L^3)
<<60!P(W)D2Q0Y\$T.C5-LP7PCL!+7K+>^NSG_ MERE!>^T7K4FBG^H5!>^YE!>@2U!^!E:~!>1\$%~5ZM5K\$26>:K!3Q05!>^E^X@A3~!>F^V^Y)
MK/<36\$A(>3QD9<~&GJ8B^!>KKMF).A6Q2!>E^TA H!>O!>J4!>~>O=69AG! M4\$!#!!0 (#N!&PO=VJR:W-H965T!8@T^T^U95^Q!94(<~M+YV!)QF4A%_0
U2R9T=9282LLKW-#PQJTW^PG8=9V:7)^*^LU4^W7:/5@AY% MD5=PS1 EB5A^FVLHZ^E!8>NQX2:9T(UV^O%>@>QA^>+X9K)FMVBI^D)%<~I!
MA1CLEM85OHRQ!QTQ9!YQ^FGC^QJMY3>J9G_>+>PH<5?>2JRI36W4!H.OV!4O.^44SVYM!K+>~^!>G=2%J
M2F!>IEQ.G>D^*^H+IKK!LVW:ZO!ZH.Z&~.~@N0% R2!>VQC!/>#) O!Y17Z(Z^ M3JJ4+VPA8UOCV4D3SJ!QWTA^NRB!>I024>?>Q32/H
MDVLS=!!S7+N3B%LX M7^#/>LQOZH^3N0& M_ O4!>BYE>>XX;KZ^C^W^B!>UJK7E!>FU0PF=2&38+>A!>YSLY:YV30+<~&2=Y-

```

@L2&P[N]ARWMH7(8UXJPC'= :JD"(T)! M; &4COG-PWS-SMN,YI,9W4B."$LR)+^7L!RDB>Q@UHF8YE,(KUU39@BPV/
MJ1B,6@:C=[9B9]WVDV"QG:>|JAY.CLZOM7809%A#&HH>Q|RR|B'APBS MBP(CV12=TI)%>#HS>1)J UGM(<^&"FT.DD)^
Y%XRHN|HM*:5.X2<[3_1 MU$19WPG;YQ5!>PDI,1RIA8,3105POIZ/OR+17RIJY+&9 4F#0_3M*O6=M#="T:S^U+ P04 "[7?9?I:H)*D" "Xl@ &0
'AL+W=O9S?JPY@H!M:"8%4": M>E?AY2RQYIV+PQ:O3,FULE2R@<[N2FF7F % 8?<6 2*KPU< ^<6"&7?Z#&1 M@=(&[HZWZ.^== 2RIJN)?
**E.O=<=>6%6&VIFLOT O9^>OZQ(G,JWU_1L5:(ERIY&^MP M5ETTBFF"/%F5A%.XRC#9/PLCI CY8&1/6T2PZBKB ^IR.@EPIO M@B.#;
(FIX5=%06SGQWEV!^*J4BOW"!IC9 )3C0^C"<=>Y.Y1?20E9EA5 MY"!#N1:F2B U%"/:2510 4706)LE^2*(O#1|JA DXWJ4"M M7< 4VIT:8;K&.JP.:?
FJZTR CG<1_9:J-1.:%AA":>8*U4UR>|B9&UZTU+ M:#3N6&Q)Q901@:#NKZ0TVXDE&'Y6V6102P.$% @.X%R6<IR/DRU8 P M1PP !D
IX:"IW.WK&ULM5==:ILYV/TKA|H4 M"918GY:5U#:.01"NVAPY|LZS/M1MS%&C:3LIM^/I&1%|FA/ IP72Z3.>|I MO+HGN|82Q.%@$0_2EJA5-
(63^XKL^**&8L|HJ63->(FE&O)*VH..#>D MDKJ|Y1N84GE+==FIID0Y2R1E%3PS)%HRA+SOO^!LMW"9WJO>R*:2<)>1?S
M&F />1K /I|0&%3&H%K":Y> J*M9!>QE^=IM .4A."IWOU+R9V%$Z OAI CA6$+4&2+C3N*12%$B GG.TU9VEIF^F8:MPB>5W087
MR=53HGAR^O*+J50#6H9"@P|X2FEY&352+RB@^1#&2M+M4-J*=E:P6@.7* |M|3*6F.YEYG(&A-
VKZ125%UUN5-IM:E9%0%C&T@P@C 0%J9)0N?JERR !%7&5|TFPJ^OQ.*OX O4$ M=XM^KP@LBSH.3PJM.#3|23@31A0I.AT0M/I7I3
L>2|0>:MRTWLG-UG7D0 M.;+Y+42R|D=N|9U!L6G5_ R|&? LV5U0QJ5'7 M47>|O N9|;SW#G|C10JIFK^R>28 M7C(Y+BF67DCLP+6X=RT^FQS?
S5D"1W>J@|K_NRU@C=(2W+3&4DU095_RJN MM_J0(AFZ5KB6=E.SOEUF-CO:>+YQIEC0<5).CW*0LJ*(ACU'LQ^H@9/2BOO?
B_N_Y4R<6|K|T@6N>+KYF3.X^<@7|2P2U|U+ P04 "[M@7)9Q?&B+4# #&$Q& @&O 'AL+W=OZY4I"/F'2<(&8K.2.O7I?-%QLI9 _M$-C)HS8RJ:PX?
S&=SIG<14Q0%?6|@+KOTF|J4&2 |M|RU(CI-2Z:UUND39NJ^5$C)=I/+713KQ:FAJ(<1-N08@$(S*R7J(EIX10$1 MCF*>9;I".I3X)>4T
2'IS3U3Y"8AM#|E0QIB4)C0C^BFQ)#|A+0|RDO)&.) MG+E*|VRF=>.JN(6 )$1$5F=:I|OMT*X^+B$O@;U'H
M_80+QAT|3X=O>PPSUZWNMP(9NP+EYH|<(S>+8<=O|V6$|>***9J2WJ-:$. M0V0L 3LUUQ7TLK|S3%HRPC43|NN)+6 &_2M7
Z+."3/I=:54RBD|W6&9E MNI.YCFNZZ*$@MB|L C D= S%<=>|@44|@#?8"?N#2^A-JN6|26BP$29 MASW|1WK+>$.4$J^"U4JF8U<-REA&-
A:SF&|70V JS=SM,==1N-)TR@Z-IL MA^:/J.%L.9B>)+9:7Z8O6/7M#-JL%SDI(TS:P0<:K7Y|9*TI7CQ3G>^YIU M"1:U!-:@=E1S.IH*E8_Z9+|/L^*@GL
|X|YK|16I?R37|R15|L4$*EY: MY1U+X|P6^63FHO|122^L UO(I76X>L50FR:5LRH8$1I'=YDI$IC:8CIIU
7M|MOLO>^<^V13V1/5B+UBI|KT+NTS|9|Q|L@FLE|O'0|SWA4O|O KFG^>A M'I:W|OZK38@.6I+O|O'F9S30WTA^_X'7^WM..>M.N($|W7
M>D6+^D)KDAL?H8B #L;$7+%+GH@.M/YKKT?H2YIY>7:3&|SECKUP..4 M-T-2L-@0?>E2=A3/I?7BBO%.IM_2<@C(%^ON9<|3MF M@OK*:.$?
4$1$!10 |#N1&PO=VJR-W-H M965T|I48;J=U|J%HZ@0| M|I@&0#8 LZ.X#196W@D0^M^8 UGLSFU^$5_.: MQ4GM+^6|+|J^QE&^EHA+5>9P.Q
&5U=*Y*3<(<Y)<1%58*WSIX.TMDI#* M09W%$Q%I05P.859JER.#&D&=T93|>"3+K|GR|FS/PI^A|E9UE?|V M/D M'61)-CO#-QT+0U|TQ?X-
NC(=@5U5NH^A"YA@TH05V+|&T>21 < EUOQVXD|J M|5P^@^"SYYPZ:IVK2AP$?X.+|1C/+7K|KY..9^>1 NP<=>|I6|0EMPI?
MEWL^YUJCE01ND=HT19|R3QGSRGON=<^UGZ.IWDR2:FL^U|)4FE-6BK.$P.M"M-IZCMNWIWG==FWZ3_W?
MCOA^VD=|J|POI|DIOXR8|UA@J#3|N:=FN(1R L M:WYST^H/M|90T?P|OQA?L2PO4$L#!|O (<#N!^3UP!%0|C M> &PO=VJR-W-H965T#-9<
MOA.0.*7G#|YM#EBCO:EG&S.9970 "FWRRYR+24Y:LA" DXJ44|MUG.#.M.6%6.*C6|B|<|%)1PF ID'SS"(N_8Z|V:1ZUF9A1M).F04|10XA3FHYY(I
M|LQ51*2 Y.$ R1@.:1&O:JL|/@"(1 6FZ-D7&RX/S%3|Z2H>68@(|'C"MUH53|1(2|Z3^~H6NV6AK@|WJC25|ZUEP66..T)TE4-K1N+)|3 $1=4S2CZ
M.S1^<D8OYE160VC=8!T+O:54&.(H*)+1#E+>ZD^B 1A^4%=(FV$.<1$RHO-#+S.(G9|H#-.$&K*>"DQ M^2^3 5CHH(VW'30'C#@.W#2
J%SURIC*)OK$SDET|6|MI+D:2VW|L(RP#$+5TX|@.56.G3|W ^=J5 MO(4|BSYC">Q2|HM8 Y1Z^<(192A84ZIN-RUCS.L4N|R|5DOY(T745WC|I
M.+|7VRDZ|77- U=4'0(#ON3E$.7M63B%VK 2ME>"DE?|4I2XOP4$Z?? 6VXMTZ0> MY|!OBNE;$L6|9^N4^UJVOI'54?
86Q KEEFVN>9NM^ZBM(F$O4EEK2N:K6 M8BZA|43Q8N|JB^XTCVB&E:Z|8.P /U^R:G:3.P&|1^>|I02P.$% @M.X%R6=>O^=|D! M18 !D
IX:"IW.WK&UL MM5A=:ILYV/TKA#8..9|N(N7$#;0|M68.F>-T>ACWOTK4M5|UDHX38#^<^
M)*7H8Y8)*U/R$(D2|1^$|1|SD.6=QK^*8|$3TFR$UHE#J+F7FVXHL9.|@X2F%D3@D">7/ MMQ^SX|S|SLN#AVBWE_J|NYAE=
=KD^<R%580EQK)$4'O4H&X$Y|@ZL MWI^<@_VS*(S^G^*)XC^C4|IGSL1|6S1(98|I|/@+&2&B|L3# T:HZSDM.
C|D8)899|$7ZE3X40M0|%M#W% "DI@"/_T3PS0^N.2KJ8-79$7=6 M:K&.&B%9LHU9|Q+&EZ&ZDXN2 !=$#.D/@3SP*TAFH:(R3UP%# A|?I
M/E|J98:O:L#2:-8O)^Y4HVN.=R&&F9CT3.C(O)NF>IW OT4OI^V 1P5=IE M|N0E|UMB1:RGSICSKY#A $D6LV> ML3L.&O(KT^O%3A?UG?HW??
Q+>GYI:2 M?P27X|S#9572HMC:3JL 7EY5^< JOIHDX|S_ -V2|T&E/U^U|5|SCP-Q1Y6L0 MG<4/W^&1|V.: CVI-708E#H..B+W|Q2|I MH:Z
_N9YC"Z%2A6H):2&1^T^> #2M 50HYH^A&XPRI44E@9"704O2KF69M M1*Q 78GT!>@"/XYCI^R&L=1ZM 36$.2:G@QKM3|Z=CH&C5$)K)?(7@*5.I
MK&JFAV2CZI9M4<9$1=<@2".UIYD>O|K6W%O|R=3EHRK29NK8.WSE2L2Q6F M_TL%. _DKE /6*@O :2R38%?S5J_#:/^C@37+5VJ
O6K0|S|JH$.PIWT^K M9=TIH3|J4?X7U+&A7AU67VA+2|A>+TFZ_?2 M1M5A|636CF3|9C^Q3O )8V&ZR+B E7K76/C5;UE^N+!=^E>=2I9S|8RH$)Z)R
M"VK=KVZL|0EH4?@R J2^#O3JROM":6E2>#<C5>2%U:M:CL&^;LXO+UH|I3F4Y^=2.9-QVL.6#@834-G|U^A-M|A#*O.SPOI|>2;
|T9Q$NE7W_#$W7|&+U^*^@&+8J|U+L>J^<Y?D:~R3+5$C MADG$G.I|QH"UQW4^RUC|J6A|IR/JA??%|+ P04 "[7?9|6|X<@< M# |P @&
^AL+W=O"T549E^ANL$S S6B2.XM9>>U|+&9|I(D9P)"R5V64?|EJ7L>P M|WSA.=G$JKC@+F9:NF%3'W>/@A|YC:459?0
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M=VJR:W-H965T&UL4\$L! A0#% @ .X%R67-5K:-2"0 9!< ID ("! M&YT AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% M @ .X%R6<>DM3*[@ # 8 !D ("!<=O 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ .X%R62<=S@YU @ I@8 !D M ("!LMX 'AL+W=OXO >&O=VJR M:W-H965T\$ (-T\$ M 9 " @ =CC !X: "JW:W)K&UL M4\$L! A0#% @ .X%R69 _!R@6) "L !D ("!'8 M 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ M.X%R6? _1>LTB! QAS !D ("!MAO! 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ .X%R62O,JU0! MC H !D ("!RS! 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ .X%R61 ! _JDV! @ D1 ! _D M ("!QSS! 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ .X%R62O:S7;O P OD !D ("!NS! 'AL M+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ .X%R M6:5=U5K4 @ HOD !D ("!9SP! 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ .X%R62<3B(U" P B L M !D ("!-%4! 'AL+W=O&PO=VJR:W-H965TU< O!X: "JW:W)K&UL4\$L! A0#% @ .X%R6> ^AT7!H! CQ4 !D M ("!U6\$! 'AL+W=O&PO=VJR:W-H965T M&UL4\$L! A0#% M % @ .X%R6=OIGX/D!O SR@ !D ("!T\$! 'AL+W=O M&PO=VJR:W-H965T&UL4\$L! A0#% @ .X%R69O/MC9N: @ \ 8 !D ("!V(\$! 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ .X%R6>9!AZ^> @ (P< !D M ("!AHT! 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ .X%R66+@! ^1!10 ^B !D ("! MG94! 'AL+W=O&PO=VJR:W-H965T O!X: "JW:W)K&UL4\$L! A0#% M @ .X%R6: ^R1M"M @ <O@ !D ("!E*('AL+W=O&PO=VJR:W-H965TNR O!X: "JW:W)K&UL4\$L! A0#% @ .X%R63 !+G0 @ (O@ !D M ("!E@! 'AL+W=O&PO=VJR M:W-H965T&UL M4\$L! A0#% @ .X%R63!3E!8 ! XPT !D ("!1! ! M 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ M.X%R6?TYA+=VS@ !OL !D ("!#L! 'AL+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ .X%R6<R/DU8 P 1PP !D M ("!X24# # \$#@ &O @ (P^P^\$ >&PO=VJR:W-H M965T&UL4\$L! M A0#% @ .X%R69XKX)/7 @ 5 @ !D ("!#@ (" 'AL M+W=O&PO=VJR:W-H965T&UL4\$L! A0#% @ .X%R M676!D2! XA@ !D ("!LOX" 'AL+W=O&PO=VJR:W-H965T7!E&UL4\$L!@ !C - & , +L . (E @ \$! end XML 123 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.nodeTypeName!="TABLE")e=e.nextSibling;if(!e||e.nodeTypeName!="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.nodeTypeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p;if(e.style.display=='none'){d='block';p='- 'false[d]='none';p='+'} e.style.display=d;if(a.textContent){fa.textContent=p+a.textContent.substring(1)}else{fa.textContent=p+a.textContent.substring(1)}}} XML 124 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, sans-serif; margin-bottom: 2em; }.report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; }.report th: void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, sans-serif; text-align: left; }.report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; 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 .num { text-align: right; white-space: nowrap; }.report .num p { padding-left: 2em; }.report .num p { 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 .text .sup { font-style: italic; }.report .outerFootnotes { font-size: 1em; } XML 126 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html2534221true890false10 falsefalseR1.htm00000001 - Document - Cover PageSheethttp://imetricx.edgar-online.com/role/CoverPageCover PageCover1 falsefalseR2.htm00000002 - Document - Audit InformationSheethttp://imetricx.edgar-online.com/role/AuditInformationAudit InformationCover2 falsefalseR3.htm9952151 - Statement - Consolidated Balance SheetsSheethttp://imetricx.edgar-online.com/role/ConsolidatedBalanceSheetsConsolidated Balance SheetsStatements3 falsefalseR4.htm9952152 - Statement - Consolidated Balance Sheets (Parenthetical)Sheethttp://imetricx.edgar-online.com/role/ConsolidatedBalanceSheetsParentheticalConsolidated Balance Sheets (Parenthetical)Statements4 falsefalseR5.htm9952153 - Statement - Consolidated Statements of Operations and Comprehensive LossSheethttp://imetricx.edgar-online.com/role/ConsolidatedStatementsofOperationsandComprehensiveLossConsolidated Statements of Operations and Comprehensive LossStatements5 falsefalseR6.htm9952154 - Statement - Consolidated Statements of Operations and Comprehensive Loss (Parenthetical)Sheethttp://imetricx.edgar-online.com/role/ConsolidatedStatementsofOperationsandComprehensiveLossParentheticalConsolidated Statements of Operations and Comprehensive Loss (Parenthetical)Statements6 falsefalseR7.htm9952155 - Statement - Consolidated Statements of Stockholders??? 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attributable to common stockholders - Computation (Detail)Details84 falsefalseR85.htm9955566 - Disclosure - Net loss per share attributable to common stockholders - Anti-dilutive (Detail)Sheethttp://imetrix.edgar-online.com/role/NetlosspershareattributabletocommonstockholdersAntidilutiveDetailNet loss per share attributable to common stockholders - Anti-dilutive (Detail)Details85 falsefalseR86.htm9955567 - Disclosure - Impairment of long-lived assets - Narrative (Details)Sheethttp://imetrix.edgar-online.com/role/ImpairmentoflonglivedassetsNarrativeDetailsImpairment of long-lived assets - Narrative (Details)Details86 falsefalseR87.htm9955568 - Disclosure - Impairment of long-lived assets - Impairment (Details)Sheethttp://imetrix.edgar-online.com/role/ImpairmentoflonglivedassetsImpairmentDetailsImpairment of long-lived assets - Impairment (Details)Details87 falsefalseR88.htm9955569 - Disclosure - 2023 Restructuring and other costs - Narrative (Details)Sheethttp://imetrix.edgar-online.com/role/A2023RestructuringandothercostsNarrativeDetails2023 Restructuring and other costs - 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Disclosure - Net loss per share attributable to common stockholders - Computation (Detail)", "shortName": "Net loss per share attributable to common stockholders - Computation (Detail)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "84", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:NetIncomeLoss", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "twst-20240930.htm", "first": true }, "uniqueAnchor": null }, "R85": { "role": "http://imetricx.edgar-online.com/role/NetlosspershareattributabletocommonstockholdersAntidilutiveDetail", "longName": "9955566 - Disclosure - Net loss per share attributable to common stockholders -Anti-dilutive (Detail)", "shortName": "Net loss per share attributable to common stockholders -Anti-dilutive (Detail)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "85", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "twst-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "twst-20240930.htm", "first": true, "unique": true } }, "R86": { "role": "http://imetricx.edgar-online.com/role/ImpairmentoflonglivedassetsNarrativeDetails", "longName": "9955567 - 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[Member]", "documentation": "Represents the information pertaining to AbX Biologics, Inc." } } }, "auth_ref": [] }, "twst_AcademicResearchMember": { "xbrltype": "domainItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "AcademicResearchMember", "presentation": ["http://imetricx.edgar-online.com/role/RevenueByIndustryDetails"], "lang": { "en-us": { "role": { "terseLabel": "Academic research", "label": "Academic Research [Member]", "documentation": "Academic research." } } }, "auth_ref": [] }, "us-gaap_AccountingPoliciesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountingPoliciesAbstract", "lang": { "en-us": { "role": { "terseLabel": "Accounting Policies [Abstract]", "label": "Accounting Policies [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AccountingStandardsUpdateExtensibleList": { "xbrltype": "enumerationSetItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountingStandardsUpdateExtensibleList", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Accounting standards update", "label": "Accounting Standards Update [Extensible Enumeration]", "documentation": "Indicates amendment to accounting standards." } } }, "auth_ref": ["r153", "r154", "r155", "r156", "r157", "r158", "r212", "r213", "r214", "r265", "r266", "r302", "r303", "r304", "r305", "r306", "r307", "r308", "r309", "r310", "r344", "r345", "r348", "r513", "r514", "r515", "r516", "r523", "r524", "r525", "r526", "r527", "r528", "r529", "r530", "r531", "r533", "r534", "r535", "r536", "r537", "r538", "r539", "r540", "r548", "r549", "r550", "r561", "r562", "r563", "r564", "r565", "r566", "r567", "r568", "r569", "r570", "r571", "r595", "r596", "r610", "r628", "r629", "r630", "r631", "r632", "r633", "r760", "r761", "r762", "r763", "r764", "r765", "r766", "r767", "r768", "r769", "r770", "r771", "r1104"] }, "us-gaap_AccountsPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableCurrent", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accounts payable", "label": "Accounts Payable, Current", "documentation": "Carrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r68", "r945"] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets", "http://imetricx.edgar-online.com/role/RelatedpartytransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net", "label": "Accounts Receivable, after Allowance for Credit Loss, Current", "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": ["r1116"] }, "us-gaap_AccretionAmortizationOfDiscountsAndPremiumsInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccretionAmortizationOfDiscountsAndPremiumsInvestments", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 16.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Change in fair value of contingent considerations and holdbacks", "label": "Accretion (Amortization) of Discounts and Premiums, Investments", "documentation": "The sum of the periodic adjustments of the differences between securities' face values and purchase prices that are charged against earnings. This is called accretion if the security was purchased at a discount and amortization if it was purchased at premium. As a noncash item, this element is an adjustment to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r103"] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accrued expenses", "label": "Accrued Liabilities, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r70"] }, "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/BalancesheetcomponentsScheduleofPropertyPlantandEquipmentDetails": { "parentTag": "us-gaap_PropertyPlantandEquipmentNet", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/BalancesheetcomponentsScheduleofPropertyPlantandEquipmentDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Less: Accumulated depreciation and amortization", "label": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment", "documentation": "Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services." } } }, "auth_ref": ["r44", "r166", "r738"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive loss", "label": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": ["r20", "r21", "r89", "r172", "r733", "r767", "r771"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive income / (loss)", "label": "AOCI Attributable to Parent [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": ["r3", "r10", "r21", "r553", "r556", "r633", "r762", "r763", "r1088", "r1089", "r1090", "r1101", "r1102", "r1103", "r1105"] }, "us-gaap_AcquiredFiniteLivedIntangibleAssetsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":

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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r333", "r334", "r335", "r337", "r880"] }, "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": { "terseLabel": "Additional 402(v) Disclosure", "label": "Additional 402(v) Disclosure [Text Block]" } } }, "auth_ref": ["r1013"] }, "us-gaap AdditionalPaidInCapital": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapital", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap StockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid in Capital", "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": ["r81", "r945", "r1280"] }, "us-gaap AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r787", "r1101", "r1102", "r1103", "r1105", "r1218", "r1281"] }, "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": { "terseLabel": "Adjustment to Compensation, Amount", "label": "Adjustment to Compensation Amount" } } }, "auth_ref": ["r1026"] }, "ecd_AdjToCompAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation", "label": "Adjustment to Compensation [Axis]" } } }, "auth_ref": ["r1026"] }, "ecd_AdjToNonPecNeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToNonPecNeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Non-PEO NEO Compensation Footnote", "label": "Adjustment to Non-PEO NEO Compensation Footnote [Text Block]" } } }, "auth_ref": ["r1026"] }, "ecd_AdjToPecCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToPecCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment To PEO Compensation, Footnote", "label": "Adjustment To PEO Compensation, Footnote [Text Block]" } } }, "auth_ref": ["r1026"] }, "us-gaap AdjustmentsRelatedToTaxWithholdingForShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsRelatedToTaxWithholdingForShareBasedCompensation", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofStockholdersEquity"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Repurchase of common stock for income tax withholdings", "label": "Share-Based Payment Arrangement, Decrease for Tax Withholding Obligation", "documentation": "Amount of decrease to equity for grantee's tax withholding obligation for award under share-based payment arrangement." } } }, "auth_ref": [] }, "us-gaap AdjustmentsToAdditionalPaidInCapitalShareBasedCompensationRequisiteServicePeriodRecognitionValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalShareBasedCompensationRequisiteServicePeriodRecognitionValue", "crdr": "credit", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Stock-based compensation", "label": "APIC, Share-Based Payment Arrangement, Increase for Cost Recognition", "documentation": "Amount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement." } } }, "auth_ref": ["r50", "r51", "r436"] }, "us-gaap AdjustmentsToAdditionalPaidInCapitalStockIssuedIssuanceCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalStockIssuedIssuanceCosts", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofStockholdersEquityParentetical"], "lang": { "en-us": { "role": { "terseLabel": "Net of underwriting discounts, commissions and offering expenses", "label": "Adjustments to Additional Paid in Capital, Stock Issued, Issuance Costs", "documentation": "Amount of decrease in additional paid in capital (APIC) resulting from direct costs associated with issuing stock. Includes, but is not limited to, legal and accounting fees and direct costs associated with stock issues under a shelf registration." } } }, "auth_ref": ["r11", "r113"] }, "us-gaap AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Adjustments to reconcile net loss to net cash used in operating activities", "label": "Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap AdvertisingCostsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdvertisingCostsPolicyTextBlock", "presentation": 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Excludes amount capitalized." } } }, "auth_ref": ["r468", "r477"] }, "us-gaap AllowanceForDoubtfulAccountsReceivable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllowanceForDoubtfulAccountsReceivable", "crdr": "credit", "presentation": ["http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, allowance for credit loss", "label": "Accounts Receivable, Allowance for Credit Loss", "documentation": "Amount of allowance for credit loss on accounts receivable." } } }, "auth_ref": ["r173", "r268", "r312", "r315", "r316", "r1247"] }, "dei AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentFlag", "presentation": ["http://imetricx.edgar-online.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Amendment Flag", "label": "Amendment Flag", "documentation": "Amendment Flag" } } }, "auth_ref": [] }

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As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r7", "r332", "r339", "r906"] }, "twst_AnnualBaseRentIncreaseAxis": { "xbrltype": "stringItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "AnnualBaseRentIncreaseAxis", "presentation": ["http://imetricx.edgar-online.com/role/LeasesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Annual Base Rent Increase [Axis]", "label": "Annual Base Rent Increase [Axis]", "documentation": "Annual Base Rent Increase" } } }, "auth_ref": [] }, "twst_AnnualBaseRentIncreaseDomain": { "xbrltype": "domainItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "AnnualBaseRentIncreaseDomain", "presentation": ["http://imetricx.edgar-online.com/role/LeasesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Annual Base Rent Increase [Domain]", "label": "Annual Base Rent Increase [Domain]", "documentation": "Annual Base Rent Increase [Domain]" } } }, "auth_ref": [] }, "twst_AntibodyDiscoveryMember": { "xbrltype": "domainItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "AntibodyDiscoveryMember", "presentation": ["http://imetricx.edgar-online.com/role/RevenueByProductDetails"], "lang": { "en-us": { "role": { "terseLabel": "Antibody discovery", "label": "Antibody Discovery [Member]", "documentation": "Antibody Discovery" } } }, "auth_ref": [] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": ["http://imetricx.edgar-online.com/role/NetlosspershareattributabletocommonstockholdersAntidilutiveDetail"], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive securities excluded from computation of earnings per share amount (in 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": ["r236"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis", "presentation": ["http://imetricx.edgar-online.com/role/NetlosspershareattributabletocommonstockholdersAntidilutiveDetail"], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities [Axis]", "label": "Antidilutive Securities [Axis]", "documentation": "Information by type of antidilutive security." } } }, "auth_ref": ["r32"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems", "presentation": ["http://imetricx.edgar-online.com/role/NetlosspershareattributabletocommonstockholdersAntidilutiveDetail"], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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_AntidilutiveSecuritiesNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesNameDomain", "presentation": ["http://imetricx.edgar-online.com/role/NetlosspershareattributabletocommonstockholdersAntidilutiveDetail"], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities, Name [Domain]", "label": "Antidilutive Securities, Name [Domain]", "documentation": "Incremental common shares attributable to securities that were not included in diluted earnings per share (EPS) because to do so would increase EPS amounts or decrease loss per share amounts for the period presented." } } }, "auth_ref": ["r32"] }, "srt_AsiaPacificMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "AsiaPacificMember", "presentation": ["http://imetricx.edgar-online.com/role/RevenueGeographicRegionDetails"], "lang": { "en-us": { "role": { "terseLabel": "APAC", "label": "Asia Pacific [Member]" } } }, "auth_ref": ["r1283", "r1284", "r1285", "r1286"] }, "us-gaap_AssetImpairmentCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetImpairmentCharges", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfOperationsandComprehensiveLoss": { "parentTag": "us-gaap_CostsAndExpenses", "weight": 1.0, "order": 6.0 }, "http://imetricx.edgar-online.com/role/ImpairmentoflonglivedassetsImpairmentDetails": { "parentTag": null, "weight": null, "order": null, "root": true }, "presentation": ["http://imetricx.edgar-online.com/role/BalancesheetcomponentsNarrativeDetails", "http://imetricx.edgar-online.com/role/ImpairmentoflonglivedassetsImpairmentDetails"], "lang": { "en-us": { "role": { "terseLabel": "Impairment of long-lived assets", "totalLabel": "Impairment of long-lived assets", "label": "Asset Impairment Charges", "documentation": "Amount of write-down of assets recognized in the income statement. 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An entity that acquires another entity in a leveraged buyout transaction generally discloses the accounting policy followed by the acquiring entity in determining the basis used to value its interest in the acquired entity, and the rationale for that accounting policy." } } }, "auth_ref": ["r118", "r119", "r120", "r121"] }, "us-gaap_CapitalExpendituresIncurredButNotYetPaid": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalExpendituresIncurredButNotYetPaid", "crdr": "credit", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfCashFlows"] }, "lang": { "en-us": { "role": { "terseLabel": "Property and equipment additions included in accrued expenses and accounts payable", "label": "Capital Expenditures Incurred but Not yet Paid", "documentation": "Future cash outflow to pay for purchases of fixed assets that have occurred." } } }, "auth_ref": ["r28", "r29", "r30"] }, "us-gaap_CapitalizedComputerSoftwareAmortization1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedComputerSoftwareAmortization1", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/BalancesheetcomponentsNarrativeDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Capitalized computer software, amortization", "label": "Capitalized Computer Software, Amortization", "documentation": "Amount of expense for amortization of capitalized computer software costs." } } }, "auth_ref": ["r879", "r880"] }, "us-gaap_CapitalizedComputerSoftwareNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedComputerSoftwareNet", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/BalancesheetcomponentsNarrativeDetails", "http://imetricx.edgar-online.com/role/StockbasedcompensationAdditionalInformationDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Capitalized computer software, net", "label": "Capitalized Computer Software, Net", "documentation": "The carrying amount of capitalized computer software costs net of accumulated amortization as of the balance sheet date." } } }, "auth_ref": ["r878"] }, "us-gaap_CashAndCashEquivalentsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAbstract", "lang": { "en-us": { "role": { "label": "Cash and Cash Equivalents [Abstract]" } } }, "auth_ref": [] }, "twst_CashAndCashEquivalentsAndShortTermInvestmentsAmortizedCost": { "xbrltype": "monetaryItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "CashAndCashEquivalentsAndShortTermInvestmentsAmortizedCost", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/CashandCashEquivalentsDetails": { "parentTag": null, "weight": null, "order": null, "root": true }, "http://imetricx.edgar-online.com/role/CashandCashEquivalentsDetails1": { "parentTag": null, "weight": null, "order": null, "root": true }, "presentation": ["http://imetricx.edgar-online.com/role/CashandCashEquivalentsDetails"] }, "lang": { "en-us": { "role": { "totalLabel": "Total cash, cash equivalents and investments, amortized cost", "label": "Cash And Cash Equivalents And Short Term Investments Amortized Cost", "documentation": "Cash And Cash Equivalents And Short Term Investments Amortized Cost." } } }, "auth_ref": [] }, "us-gaap_CashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 1.0 }, "http://imetricx.edgar-online.com/role/CashandCashEquivalentsDetails1": { "parentTag": "twst_CashAndCashEquivalentsAndShortTermInvestmentsAmortizedCost", "weight": 1.0, "order": 1.0 }, "http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesCashandCashEquivalentsDetails": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "weight": 1.0, "order": 2.0 }, "presentation": ["http://imetricx.edgar-online.com/role/CashandCashEquivalentsDetails", "http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets", "http://imetricx.edgar-online.com/role/OrganizationanddescriptionofbusinessDetails", "http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesCashandCashEquivalentsDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Cash and cash equivalents", "label": "Cash and Cash Equivalents, at Carrying Value", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. 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. 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Restrictions may include legally restricted deposits held as compensating balances against short-term borrowing arrangements, contracts entered into with others, or company statements of intention with regard to particular deposits; however, time deposits and short-term certificates of deposit are not generally included in legally restricted deposits." } } }, "auth_ref": ["r26", "r124"] }, "twst_CashCashEquivalentsAndShortTermAndLongTermInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "CashCashEquivalentsAndShortTermAndLongTermInvestments", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/CashandCashEquivalentsDetails": { "parentTag": "twst_CashAndCashEquivalentsAndShortTermInvestmentsAmortizedCost", "weight": 1.0, "order": 1.0 }, "presentation": ["http://imetricx.edgar-online.com/role/CashandCashEquivalentsDetails"] }, "lang": { "en-us": { "role": { "totalLabel": "Total cash, cash equivalents and investments, fair value", "label": "Cash, Cash Equivalents, and Short-Term And Long-Term Investments", "documentation": "Cash, Cash Equivalents, and Short-Term And Long-Term Investments" } } }, "auth_ref": [] }, "us-gaap_CashCashEquivalentsAndShortTermInvestmentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsAndShortTermInvestmentsTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/CashandCashEquivalents"] }, "lang": { "en-us": { "role": { "terseLabel": "Cash, Cash Equivalents, and Short-Term Investments", "label": "Cash, Cash Equivalents, and Short-Term Investments [Text Block]", "documentation": "The entire disclosure of the components of cash, cash equivalents, and short-term investments. 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Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r25", "r101", "r197"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": null, "weight": null, "order": null,

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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": ["r2", "r101"] }, "us-gaap_CashDivestedFromDeconsolidation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashDivestedFromDeconsolidation", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 5.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Deconsolidation of cash and cash equivalent relating to Revelar", "label": "Cash Divested from Deconsolidation", "documentation": "Reduction in cash due to no longer including the former subsidiary's cash in the consolidated entity's cash." } } }, "auth_ref": ["r98"] }, "us-gaap_CashMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashMember", "presentation": ["http://imetricx.edgar-online.com/role/CashandCashEquivalentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash", "label": "Cash [Member]", "documentation": "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." } } }, "auth_ref": ["r164"] }, "twst_ChangeInFairValueOfContingentConsiderationAndIndemnityHoldback": { "xbrltype": "monetaryItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "ChangeInFairValueOfContingentConsiderationAndIndemnityHoldback", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfOperationsandComprehensiveLoss": { "parentTag": "us-gaap_CostsAndExpenses", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfOperationsandComprehensiveLoss"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Change in fair value of contingent considerations and holdbacks", "label": "Change In Fair Value Of Contingent Consideration And Indemnity Holdback", "documentation": "The amount of changes in fair value of contingent consideration and indemnity holdback." } } }, "auth_ref": [] }, "ecd_ChangedPeerGroupFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChangedPeerGroupFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Changed Peer Group, Footnote", "label": "Changed Peer Group, Footnote [Text Block]" } } }, "auth_ref": ["r1024"] }, "ecd_ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdVsVstdInCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdVsVstdInCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member]" } } }, "auth_ref": ["r1021"] }, "ecd_ChngInFrValOfOutsdngAndUnvstdEqtyAwrdVsGrntdInPrrYrsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValOfOutsdngAndUnvstdEqtyAwrdVsGrntdInPrrYrsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member]" } } }, "auth_ref": ["r1019"] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://imetricx.edgar-online.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "City Area Code", "label": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightLineItems", "presentation": ["http://imetricx.edgar-online.com/role/CommonstockNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Warrant or Right [Line Items]", "label": "Class of Warrant or Right [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_ClassOfWarrantOrRightTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightTable", "presentation": ["http://imetricx.edgar-online.com/role/CommonstockNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Warrant or Right [Table]", "label": "Class of Warrant or Right [Table]", "documentation": "Disclosure of information about warrant or right issued that give holder right to purchase security from issuer at specific price within certain time frame." } } }, "auth_ref": ["r47"] }, "ecd_CoSelectedMeasureAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Company Selected 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"Collaborative Arrangement, Rights and Obligations, Upfront Payment" } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingencies": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingencies", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Commitments and contingencies", "label": "Commitments and Contingencies", "documentation": "Represents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": ["r75", "r129", "r731", "r801"] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": { "terseLabel": "Commitments and Contingencies Disclosure [Abstract]", "label": "Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/Commitmentsandcontingencies"], "lang": { "en-us": { "role": { "terseLabel": "Commitments and contingencies", "label": "Commitments and Contingencies Disclosure [Text Block]", "documentation": "The entire disclosure for commitments and contingencies." } } }, "auth_ref": ["r111", "r361", "r362", "r866", "r1165", "r1171"] }, "us-gaap_CommonStockCapitalSharesReservedForFutureIssuance": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockCapitalSharesReservedForFutureIssuance", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationAdditionalinformationDetails", "http://imetricx.edgar-online.com/role/StockbasedcompensationReservedForIssuanceDetails"], "lang": { "en-us": { "role": { "terseLabel": "Aggregate number of common stock shares reserved for issuance (in shares)", "label": "Common Stock, Capital Shares Reserved for Future Issuance", "documentation": "Aggregate number of common shares reserved for future issuance." } } }, "auth_ref": ["r80"] }, "twst_CommonStockCapitalSharesReservedForFutureIssuanceAnnualAutomaticIncreasePercentage": { "xbrltype": "percentItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "CommonStockCapitalSharesReservedForFutureIssuanceAnnualAutomaticIncreasePercentage", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationAdditionalinformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Annual automatic increase in share reserved for issuance (as a percent)", "label": "Common Stock Capital Shares Reserved For Future Issuance Annual Automatic Increase Percentage", "documentation": "The minimum common stock capital shares reserved for future issuance annual automatic increase, as percent to the outstanding shares." } } }, "auth_ref": [] }, "us-gaap_CommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockMember", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Common stock", "label": "Common Stock [Member]", "documentation": "Stock that is subordinate to all other stock of the issuer." } } }, "auth_ref": ["r963", "r964", "r965", "r967", "r968", "r969", "r970", "r1101", "r1102", "r1105", "r1218", "r1278", "r1281"] }, "twst_CommonStockNumberOfVotesPerShare": { "xbrltype": "integerItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "CommonStockNumberOfVotesPerShare", "presentation": ["http://imetricx.edgar-online.com/role/CommonstockNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Number of votes per share", "label": "Common Stock, Number Of Votes Per Share", "documentation": "Common Stock, Number Of Votes Per Share" } } }, "auth_ref": [] }, "us-gaap_CommonStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", 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shares)", "label": "Common Stock, Shares Authorized", "documentation": "The maximum number of common shares permitted to be issued by an entity's charter and bylaws." } } }, "auth_ref": ["r80", "r802"] }, "us-gaap_CommonStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesIssued", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, share issued (in shares)", "label": "Common Stock, Shares, Issued", "documentation": "Total number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r80"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheetsParenthetical", "http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, outstanding (in shares)", "periodStartLabel": "Beginning balance (in shares)", "periodEndLabel": "Ending balance (in shares)", "label": "Common Stock, Shares, Outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r11", "r80", "r802", "r820", "r1281", "r1282"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, \$0.00001 par value", "label": "Common stock, \$0.00001 par value", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r80", "r732", "r945"] }, "ecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Company Selected Measure", "label": "Compensation Actually Paid vs. Company Selected Measure [Text Block]", "documentation": "Compensation actually paid to the company's selected measure." } } }, "auth_ref": ["r1030"] }, "ecd_CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Net Income", "label": "Compensation Actually Paid vs. Net Income [Text Block]", "documentation": "Compensation actually paid to the company's selected measure." } } }, "auth_ref": ["r1029"] }, "ecd_CompActuallyPaidVsOtherMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsOtherMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Other Measure", "label": "Compensation Actually Paid vs. Other Measure [Text Block]", "documentation": "Compensation actually paid to the company's selected measure." } } }, "auth_ref": ["r1031"] }, "ecd_CompActuallyPaidVsTotalShareholderRtnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsTotalShareholderRtnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Total Shareholder Return", "label": "Compensation Actually Paid vs. Total Shareholder Return [Text Block]", "documentation": "Compensation actually paid to the company's selected measure." } } }, "auth_ref": ["r1028"] }, "us-gaap_ComprehensiveIncomeNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTax", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfOperationsandComprehensiveLoss": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfOperationsandComprehensiveLoss"], "lang": { "en-us": { "role": { "terseLabel": "Comprehensive loss", "label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent", "documentation": "Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r22", "r181", "r183", "r189", "r722", "r745", "r746"] }, "us-gaap_ComprehensiveIncomeNetOfTaxAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTaxAbstract", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfOperationsandComprehensiveLoss"], "lang": { "en-us": { "role": { "terseLabel": "Other comprehensive income (loss)", "label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent [Abstract]", "documentation": "Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners." } } }, "auth_ref": [] }, "us-gaap_ComputerEquipmentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComputerEquipmentMember", "presentation": ["http://imetricx.edgar-online.com/role/BalancesheetComponentsScheduleOfPropertyPlantandEquipmentDetails", "http://imetricx.edgar-online.com/role/SummaryofSignificantAccountingPoliciesScheduleOfEstimatedLivesOfPropertyAndEquipmentDetails"], "lang": { "en-us": { "role": { "terseLabel": "Computer equipment", "label": "Computer Equipment [Member]", "documentation": "Long lived, depreciable assets that are used in the creation, maintenance and utilization of information systems." } } }, "auth_ref": [] }, "us-gaap_ConcentrationRiskBenchmarkDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskBenchmarkDomain", "presentation": 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credit risk." } } }, "auth_ref": ["r65", "r146"] }, "us-gaap_ConcentrationRiskPercentage1": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskPercentage1", "presentation": ["http://imetricx.edgar-online.com/role/RevenueNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Concentration risk, percentage", "label": "Concentration Risk, Percentage", "documentation": "For an entity that discloses a concentration risk in relation to quantitative amount, which serves as the 'benchmark' (or denominator) in the equation, this concept represents the concentration percentage derived from the division." } } }, "auth_ref": ["r34", "r36", "r60", "r61", "r264"] }, "us-gaap_ConcentrationRiskTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskTypeDomain", "presentation": ["http://imetricx.edgar-online.com/role/RevenueNarrativeDetails"], "lang": { "en-us": { "role": { 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in determining whether a variable interest held by the entity requires the variable interest entity to be consolidated and (or) disclose information about its involvement with the variable interest entity; the methodology used by the entity for determining whether or not it is the primary beneficiary of the variable interest entity; and the significant factors considered and judgments made in determining that the power to direct the activities that significantly impact the economic performance of the variable interest entity are shared (as defined)."} } }, "auth_ref": ["r56", "r58", "r59"] }, "us-gaap_ConstructionInProgressMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConstructionInProgressMember", "presentation": ["http://imetricx.edgar-online.com/role/BalancesheetComponentsScheduleOfPropertyPlantandEquipmentDetails"], "lang": { "en-us": { "role": { "terseLabel": "Construction in progress", "label": "Construction in Progress [Member]", 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Includes recently completed structures or modifications to structures that have not been placed into service." } } }, "auth_ref": [] }, "twst_ContingentConsiderationMember": { "xbrltype": "domainItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "ContingentConsiderationMember", "presentation": ["http://imetricx.edgar-online.com/role/FairvaluemeasurementNarrativeDetails", "http://imetricx.edgar-online.com/role/FairvaluemeasurementSummaryofReconciliationofBeginningandEndingBalancesoftheFinancialLiabilitiesDetails", "http://imetricx.edgar-online.com/role/FairvaluemeasurementSummaryofReconciliationofBeginningandEndingBalancesoftheLevel3InstrumentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Contingent Consideration", "label": "Contingent Consideration [Member]", "documentation": "Represents the contingent consideration." } } }, "auth_ref": [] }, "us-gaap_ContractWithCustomerAssetAndLiabilityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerAssetAndLiabilityTableTextBlock",

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Includes, but is not limited to, change in contract asset and contract liability." } } }, "auth_ref": ["r1177"], "us-gaap_ContractWithCustomerAssetNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerAssetNet", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/RevenueContractBalancesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Contract assets", "label": "Contract with Customer, Asset, after Allowance for Credit Loss", "documentation": "Amount, after allowance for credit loss, of right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time." } } }, "auth_ref": ["r408", "r410", "r421"], "us-gaap_ContractWithCustomerLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiability", "crdr": "credit", "presentation": 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the holder." } } }, "auth_ref": ["r69", "r126"], "us-gaap_CorporateBondSecuritiesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CorporateBondSecuritiesMember", "presentation": ["http://imetricx.edgar-online.com/role/CashandCashEquivalentsDetails", "http://imetricx.edgar-online.com/role/FairvaluemeasurementSummaryofCompanyFinancialAssetsandLiabilitiesMeasuredatFairValueonaRecurringBasisDetails"], "lang": { "en-us": { "role": { "terseLabel": "Corporate bonds", "label": "Corporate Bond Securities [Member]", "documentation": "This category includes information about long-term debt securities that are issued by either a domestic or foreign corporate business entity with a date certain promise of repayment and a return to the holder for the time value of money (for example, variable or fixed interest, original issue discount)." } } }, "auth_ref": [] }, "us-gaap_CostOfRevenue": { "xbrltype": "monetaryItemType", "nsuri": 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"r640", "r661", "r726", "r887", "r889"], "dei_CoverAbstract": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CoverAbstract", "lang": { "en-us": { "role": { "terseLabel": "Cover [Abstract]", "label": "Cover [Abstract]", "documentation": "Cover page." } } } }, "auth_ref": [] }, "twst_CreditPeriodGrantedToCustomers": { "xbrltype": "durationItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "CreditPeriodGrantedToCustomers", "presentation": ["http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Credit period granted to customers", "label": "Credit Period Granted To Customers", "documentation": "Credit period granted to customers." } } }, "auth_ref": [] }, "srt_CumulativeEffectPeriodOfAdoptionAdjustmentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": 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"auth_ref": ["r155", "r211", "r219", "r227", "r305", "r311", "r345", "r512", "r513", "r526", "r528", "r551", "r553", "r554", "r556", "r557", "r558", "r564", "r567", "r569", "r570", "r631"] }, "us-gaap_CurrentFederalTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CurrentFederalTaxExpenseBenefit", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/IncometaxesProvisionforincometaxesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Federal", "label": "Current Federal Tax Expense (Benefit)", "documentation": "Amount of current federal tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, current national tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": ["r1071", "r1099", "r1217"], "dei_CurrentFiscalYearEndDate": { "xbrltype": "gMonthDayItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CurrentFiscalYearEndDate", "presentation": ["http://imetricx.edgar-online.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Current Fiscal Year End Date", "label": "Current Fiscal Year End Date", "documentation": "End date of current fiscal year in the format --MM-DD--." } } }, "auth_ref": [] }, "us-gaap_CurrentForeignTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CurrentForeignTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/IncometaxesProvisionforincometaxesDetails": { "parentTag": "us-gaap_CurrentIncomeTaxExpenseBenefit", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/IncometaxesProvisionforincometaxesDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total current", "label": "Current Income Tax Expense (Benefit)", "documentation": "Amount of current income tax expense (benefit) pertaining to taxable income (loss) from continuing operations." } } }, "auth_ref": ["r1071", "r1099"] }, "us-gaap_CurrentIncomeTaxExpenseBenefitContinuingOperationsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CurrentIncomeTaxExpenseBenefitContinuingOperationsAbstract", "presentation": ["http://imetricx.edgar-

online.com/role/IncometaxesProvisionforincometaxesDetails] }, "lang": { "en-us": { "role": { "terseLabel": "Current", "label": "Current Income Tax Expense (Benefit). Continuing Operations [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CurrentStateAndLocalTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CurrentStateAndLocalTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/IncometaxesProvisionforincometaxesDetails": { "parentTag": "us-gaap_CurrentIncomeTaxExpenseBenefit", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/IncometaxesProvisionforincometaxesDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "State", "label": "Current State and Local Tax Expense (Benefit)", "documentation": "Amount of current state and local tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, current regional, territorial, and provincial tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": ["r1071", "r1099", "r1217"] }, "us-gaap_CustomerRelationshipsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CustomerRelationshipsMember", "presentation": ["http://imetricx.edgar-online.com/role/GoodwillandIntangibleAssetsIntangibleAssetsBalancesDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Customer Relationships", "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": ["r55", "r1151", "r1152", "r1153", "r1154", "r1156", "r1158", "r1161", "r1162"] }, "us-gaap_DebtConversionConvertedInstrumentAmount1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtConversionConvertedInstrumentAmount1", "crdr": "credit", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows"] }, "lang": { "en-us": { "role": { "terseLabel": "Conversion of convertible notes", "label": "Debt Conversion, Converted Instrument, Amount", "documentation": "The value of the financial instrument(s) that the original debt is being converted into in a noncash (or part noncash) transaction. 'Part noncash' refers to that portion of the transaction not resulting in cash receipts or cash payments in the period." } } }, "auth_ref": ["r28", "r30"] }, "us-gaap_DebtInstrumentAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentAxis", "presentation": ["http://imetricx.edgar-online.com/role/FairvaluemeasurementNarrativeDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument [Axis]", "label": "Debt Instrument [Axis]", "documentation": "Information by type of debt instrument, including, but not limited to, draws against credit facilities." } } }, "auth_ref": ["r18", "r69", "r70", "r126", "r128", "r207", "r376", "r377", "r378", "r379", "r380", "r381", "r382", "r383", "r384", "r385", "r386", "r387", "r388", "r389", "r390", "r391", "r911", "r912", "r913", "r914", "r915", "r943", "r1097", "r1166", "r1167", "r1168", "r1229", "r1230"] }, "us-gaap_DebtInstrumentInterestRateStatedPercentage": { "xbrltype": 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or borrowings, including draws against credit facilities." } } }, "auth_ref": ["r18", "r207", "r376", "r377", "r378", "r379", "r380", "r381", "r382", "r383", "r384", "r385", "r386", "r387", "r388", "r389", "r390", "r391", "r911", "r912", "r913", "r914", "r915", "r943", "r1097", "r1166", "r1167", "r1168", "r1229", "r1230"] }, "us-gaap_DebtSecuritiesAvailableForSaleTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtSecuritiesAvailableForSaleTableTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/CashandCashEquivalentsTables"] }, "lang": { "en-us": { "role": { "terseLabel": "Summary of Debt Securities Available-for-Sale", "label": "Debt Securities, Available-for-Sale [Table Text Block]", "documentation": "Tabular disclosure of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": ["r1122", "r1123", "r1124", "r1125", "r1126", "r1127", "r1128", "r1129", "r1130", "r1131", "r1132", "r1133"] }, "us-gaap_DeconsolidationGainOrLossAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeconsolidationGainOrLossAmount", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofOperationsandComprehensiveLoss": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": 1.0, "order": 5.0 } }, "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 14.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows", "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofOperationsandComprehensiveLoss"] }, "lang": { "en-us": { "role": { "terseLabel": "Gain on deconsolidation of subsidiary", 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Tax Expense (Benefit)", "documentation": "Amount of deferred federal tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, deferred national tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": ["r1099", "r1216", "r1217"] }, "us-gaap_DeferredForeignIncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredForeignIncomeTaxExpenseBenefit", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/IncometaxesProvisionforincometaxesDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Foreign", "label": "Deferred Foreign Income Tax Expense (Benefit)", "documentation": "Amount of deferred foreign income tax expense (benefit) pertaining to income (loss) from continuing operations." } } }, "auth_ref": ["r1099", "r1216"] }, "us-gaap_DeferredIncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredIncomeTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/IncometaxesProvisionforincometaxesDetails": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/IncometaxesProvisionforincometaxesDetails"] }, "lang": { "en-us": { "role": { "totalLabel": "Total deferred", "label": "Deferred Income Tax Expense (Benefit)", "documentation": "Amount of deferred income tax expense (benefit) pertaining to income (loss) from continuing operations." } } }, "auth_ref": ["r7", "r150", "r1099"] }, "us-gaap_DeferredIncomeTaxExpenseBenefitContinuingOperationsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredIncomeTaxExpenseBenefitContinuingOperationsAbstract", "presentation": ["http://imetricx.edgar-online.com/role/IncometaxesProvisionforincometaxesDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Deferred", "label": "Deferred Income Tax Expense (Benefit). 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Includes, but is not limited to, deferred regional, territorial, and provincial tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": ["r1099", "r1216", "r1217"] }, "twst_DeferredTaxAssetsCapitalizedResearchAndDevelopment": { "xbrltype": "monetaryItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "DeferredTaxAssetsCapitalizedResearchAndDevelopment", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/IncometaxesScheduleofdeferredtaxassetsandliabilitiesDetails": { "parentTag": "us-gaap_DeferredTaxAssetsGross", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/IncometaxesScheduleofdeferredtaxassetsandliabilitiesDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Capitalized research and development", "label": "Deferred Tax Assets, Capitalized Research and Development", "documentation": "Deferred Tax Assets, Capitalized Research and Development" } } }, "auth_ref": [] }, "us-gaap_DeferredTaxAssetsGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredTaxAssetsGross", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/IncometaxesScheduleofdeferredtaxassetsandliabilitiesDetails": { "parentTag": "us-gaap_DeferredTaxAssetsNet", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/IncometaxesScheduleofdeferredtaxassetsandliabilitiesDetails"] }, "lang": {

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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://imetricx.edgar-online.com/role/CoverPage"] }, "lang": { "en-us": { "role": { "terseLabel": "Document Period End Date", "label": "Document 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. 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The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'." } } }, "auth_ref": [] }, "dei_DocumentsIncorporatedByReferenceTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentsIncorporatedByReferenceTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/CoverPage"] }, "lang": { "en-us": { "role": { "terseLabel": "Documents Incorporated by Reference", "label": "Documents Incorporated by Reference [Text Block]", "documentation": "Documents incorporated by reference." } } }, "auth_ref": ["r976"] }, "us-gaap_DomesticCountryMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DomesticCountryMember", "presentation": ["http://imetricx.edgar-online.com/role/IncometaxesAdditionalInformationDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Domestic Tax Jurisdiction", "label": "Domestic Tax Jurisdiction [Member]", "documentation": "Designated federal jurisdiction entitled to levy and collect income tax in country of domicile. Includes, but is not limited to, national jurisdiction for non-U.S. jurisdiction." } } }, "auth_ref": ["r488"] }, "ecd_DvddsOrOthrErngsPdOnEqtyAwrdNsNtOthrRwsRflctdInTtlCompForCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "DvddsOrOthrErngsPdOnEqtyAwrdNsNtOthrRwsRflctdInTtlCompForCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"] }, "lang": { "en-us": { "role": { "terseLabel": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year", "label": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member]", "documentation": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year." } } }, "auth_ref": ["r1023"] }, "us-gaap_EMEAMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EMEA", "presentation": ["http://imetricx.edgar-online.com/role/RevenueGeographicRegionDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "EMEA", "label": "EMEA [Member]", "documentation": "Regions of Europe, Middle East and Africa." } } }, "auth_ref": ["r1283", "r1284", "r1285", "r1286"] }, "us-gaap_EarningsPerShareAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareAbstract", "lang": { "en-us": { "role": { "terseLabel": "Earnings Per Share [Abstract]", "label": "Earnings Per Share [Abstract]", "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": ["r190", "r216", "r217", "r219", "r220", "r221", "r223", "r229", "r231", "r233", "r234", "r235", "r240", "r530", "r540", "r570", "r571", "r723", "r747", "r893"] }, "us-gaap_EarningsPerShareBasicAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareBasicAbstract", "presentation": ["http://imetricx.edgar-online.com/role/NetlosspershareattributabletocommonstockholdersComputationDetail"] }, "lang": { "en-us": { "role": { "terseLabel": "Earnings Per Share, Basic [Abstract]", "label": "Earnings Per Share, Basic [Abstract]", "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": ["r190", "r216", "r217", "r219", "r220", "r221", "r223", "r231", "r233", "r234", "r235", "r240", "r530", "r540", "r570", "r571", "r723", "r747", "r893"] }, "us-gaap_EarningsPerSharePolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerSharePolicyTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesPolicies"] }, "lang": { "en-us": { "role": { "terseLabel": "Earnings Per Share, Policy [Policy Text Block]", "label": "Earnings Per Share, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for computing basic and diluted earnings or loss per share for each class of common stock and participating security. Addresses all significant policy factors, including any antidilutive items that have been excluded from the computation and takes into account stock dividends, splits and reverse splits that occur after the balance sheet date of the latest reporting period but before the issuance of the financial statements." } } }, "auth_ref": ["r32", "r33", "r237"] }, "us-gaap_EarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareTextBlock", "presentation": ["http://imetricx.edgar-

online.com/role/Netlosspershareattributabletocommonstockholders"], "lang": { "en-us": { "role": { "terseLabel": "Net loss per share attributable to common stockholders", "label": "Earnings Per Share [Text Block]", "documentation": "The entire disclosure for earnings per share." } } }, "auth_ref": ["r228", "r236", "r238", "r239"] }, "us-gaap_EffectiveIncomeTaxRateContinuingOperations": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateContinuingOperations", "calculation": { "http://imetrix.edgar-online.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://imetrix.edgar-online.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Effect of exchange rates on cash, cash equivalents and restricted cash", "label": "Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations", "documentation": "Amount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in foreign currencies. Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r600"] }, "us-gaap_EffectiveIncomeTaxRateContinuingOperations": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateContinuingOperations", "calculation": { "http://imetrix.edgar-online.com/role/IncometaxesScheduleofeffectiveincometaxratereconciliationDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://imetrix.edgar-online.com/role/IncometaxesScheduleofeffectiveincometaxratereconciliationDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total income tax expense", "label": "Effective Income Tax Rate Reconciliation, Percent", "documentation": "Percentage of current income tax expense 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pretax income (loss)." } } }, "auth_ref": ["r202", "r488", "r517", "r929"] }, "twst_EffectiveIncomeTaxRateReconciliationBusinessCombinationPercent": { "xbrltype": "percentItemType", "nsuri": "http://imetrix.edgar-online.com/20240930", "localname": "EffectiveIncomeTaxRateReconciliationBusinessCombinationPercent", "calculation": { "http://imetrix.edgar-online.com/role/IncometaxesScheduleofeffectiveincometaxratereconciliationDetails": { "parentTag": "us-gaap_EffectiveIncomeTaxRateContinuingOperations", "weight": -1.0, "order": 5.0 } }, "presentation": ["http://imetrix.edgar-online.com/role/IncometaxesScheduleofeffectiveincometaxratereconciliationDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Business combination", "label": "Effective Income Tax Rate Reconciliation, Business Combination, Percent", "documentation": "Percentage of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to business combination." } } }, "auth_ref": [] }, "us-gaap_EffectiveIncomeTaxRateReconciliationChangeInDeferredTaxAssetsValuationAllowance": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateReconciliationChangeInDeferredTaxAssetsValuationAllowance", "calculation": { "http://imetrix.edgar-online.com/role/IncometaxesScheduleofeffectiveincometaxratereconciliationDetails": { "parentTag": "us-gaap_EffectiveIncomeTaxRateContinuingOperations", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://imetrix.edgar-online.com/role/IncometaxesScheduleofeffectiveincometaxratereconciliationDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Change in valuation allowance", "label": "Effective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, Percent", "documentation": "Percentage of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to changes in the valuation allowance for deferred tax assets." } } }, "auth_ref": ["r491", "r929", "r1100", "r1207"] }, "twst_EffectiveIncomeTaxRateReconciliationFairValueOfContingentConsiderationAndHoldbackPercent": { "xbrltype": "percentItemType", "nsuri": "http://imetrix.edgar-online.com/20240930", "localname": "EffectiveIncomeTaxRateReconciliationFairValueOfContingentConsiderationAndHoldbackPercent", "calculation": { "http://imetrix.edgar-online.com/role/IncometaxesScheduleofeffectiveincometaxratereconciliationDetails": { "parentTag": "us-gaap_EffectiveIncomeTaxRateContinuingOperations", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://imetrix.edgar-online.com/role/IncometaxesScheduleofeffectiveincometaxratereconciliationDetails"], "lang": { "en-us": { "role": { 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Excludes expense determined to be nondeductible upon grant or after for award under share-based payment arrangement." } } }, "auth_ref": ["r1067", "r1207", "r1208"] }, "us-gaap_EffectiveIncomeTaxRateReconciliationTaxCreditsOther": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateReconciliationTaxCreditsOther", "calculation": { "http://imetrix.edgar-online.com/role/IncometaxesScheduleofeffectiveincometaxratereconciliationDetails": { "parentTag": "us-gaap_EffectiveIncomeTaxRateContinuingOperations", "weight": -1.0, "order": 8.0 } }, "presentation": ["http://imetrix.edgar-online.com/role/IncometaxesScheduleofeffectiveincometaxratereconciliationDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Others", "label": "Effective Income Tax Rate Reconciliation, Tax Credit, Other, Percent", "documentation": "Percentage of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to other tax credits." } } }, "auth_ref": ["r929", "r1100", "r1207", "r1209"] }, "us-gaap_EffectiveIncomeTaxRateReconciliationTaxCreditsResearch": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateReconciliationTaxCreditsResearch", "calculation": { "http://imetrix.edgar-online.com/role/IncometaxesScheduleofeffectiveincometaxratereconciliationDetails": { "parentTag": "us-gaap_EffectiveIncomeTaxRateContinuingOperations", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://imetrix.edgar-online.com/role/IncometaxesScheduleofeffectiveincometaxratereconciliationDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Research and development credit benefit", "label": "Effective Income Tax Rate Reconciliation, Tax Credit, Research, Percent", "documentation": "Percentage of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to research tax credit." } } }, "auth_ref": ["r929", "r1100", "r1207", "r1209"] }, "twst_EffectiveIncomeTaxRateReconciliationVariableInterestEntityPercent": { "xbrltype": "percentItemType", "nsuri": "http://imetrix.edgar-online.com/20240930", "localname": "EffectiveIncomeTaxRateReconciliationVariableInterestEntityPercent", "calculation": { "http://imetrix.edgar-online.com/role/IncometaxesScheduleofeffectiveincometaxratereconciliationDetails": { "parentTag": "us-gaap_EffectiveIncomeTaxRateContinuingOperations", "weight": 1.0, "order": 7.0 } }, "presentation": ["http://imetrix.edgar-online.com/role/IncometaxesScheduleofeffectiveincometaxratereconciliationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Gain on deconsolidation of variable interest entity", "label": "Effective Income Tax Rate Reconciliation, Variable Interest Entity, Percent", "documentation": "Effective Income Tax Rate Reconciliation, Variable Interest Entity, Percent" } } }, "auth_ref": [] }, "twst_EmployeeMember": { "xbrltype": "domainItemType", "nsuri": "http://imetrix.edgar-online.com/20240930", "localname": "EmployeeMember", "presentation": ["http://imetrix.edgar-online.com/role/StockbasedcompensationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Employee", "label": "Employee [Member]", "documentation": "Employee" } } }, "auth_ref": [] }, "us-gaap_EmployeeRelatedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeRelatedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://imetrix.edgar-online.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://imetrix.edgar-online.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accrued compensation", "label": "Employee-related Liabilities, Current", "documentation": "Total of the carrying values as of the balance sheet date of obligations incurred through that date and payable for obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r70"] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized", "crdr": "debit", "presentation": [

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It is commonly abbreviated as CIK." } } }, "auth_ref": ["r975"] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "presentation": ["http://imetricx.edgar-online.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Common Stock, Shares Outstanding", "label": "Entity Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://imetricx.edgar-online.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "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://imetricx.edgar-online.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r975"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://imetricx.edgar-online.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://imetricx.edgar-online.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Filer Category", "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r975"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://imetricx.edgar-online.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://imetricx.edgar-online.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files)." } } }, "auth_ref": ["r1063"] }, "dei_EntityPublicFloat": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityPublicFloat", "presentation": ["http://imetricx.edgar-online.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Public Float", "label": "Entity Public Float", "documentation": "The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter." } } }, "auth_ref": [] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": ["http://imetricx.edgar-online.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Registrant Name", "label": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": ["r975"] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": ["http://imetricx.edgar-online.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Shell Company", "label": "Entity Shell Company", "documentation": "Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act." } } }, "auth_ref": ["r975"] }, "dei_EntitySmallBusiness": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntitySmallBusiness", "presentation": ["http://imetricx.edgar-online.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Small Business", "label": "Entity Small Business", "documentation": "Indicates that the company is a Smaller Reporting Company (SRC)." } } }, "auth_ref": ["r975"] }, "dei_EntityTaxIdentificationNumber": { "xbrltype": "employerIdItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityTaxIdentificationNumber", "presentation": ["http://imetricx.edgar-online.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Tax Identification Number", "label": "Entity Tax Identification Number", "documentation": "The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS." } } }, "auth_ref": ["r975"] }, "dei_EntityVoluntaryFilers": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityVoluntaryFilers", "presentation": ["http://imetricx.edgar-online.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Voluntary Filers", "label": "Entity Voluntary Filers", "documentation": "Indicate 'Yes' or 'No' if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act." } } }, "auth_ref": [] }, "dei_EntityWellKnownSeasonedIssuer": { "xbrltype": "yesNoItemType", "nsuri":

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Is used on Form Type: 10-K, 10-Q, 8-K, 20-F, 6-K, 10-K/A, 10-Q/A, 20-F/A, 6-K/A, N-CSR, N-Q, N-1A." } } }, "auth_ref": ["r1064"] }, "ecd_EqtyAwrdsAdjFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Footnote", "label": "Equity Awards Adjustments, Footnote [Text Block]" } } }, "auth_ref": ["r1017"] }, "ecd_EqtyAwrdsAdjExclgValRprtdInSummaryCompstnTblMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjExclgValRprtdInSummaryCompstnTblMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Excluding Value Reported in Compensation Table", "label": "Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member]" 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(FV-NI). Excludes equity method investment and investment in equity security without readily determinable fair value." } } }, "auth_ref": ["r728"] }, "us-gaap_EquitySecuritiesFvNiCurrentAndNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquitySecuritiesFvNiCurrentAndNoncurrent", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/CashandCashEquivalentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair value", "label": "Equity Securities, FV-NI", "documentation": "Amount of investment in equity security measured at fair value with change in fair value recognized in net income (FV-NI)." } } }, "auth_ref": ["r171", "r573", "r597", "r726", "r727", "r932", "r960", "r962", "r1222", "r1223", "r1224"] }, "us-gaap_EquitySecuritiesFvNiUnrealizedGain": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquitySecuritiesFvNiUnrealizedGain", "crdr": "credit", "presentation": 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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r573", "r574", "r587", "r932"] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable", "presentation": ["http://imetricx.edgar-online.com/role/FairvaluemeasurementNarrativeDetails", "http://imetricx.edgar-online.com/role/FairvaluemeasurementSummaryofReconciliationofBeginningandEndingBalancesoftheFinancialLiabilitiesDetails", "http://imetricx.edgar-online.com/role/FairvaluemeasurementSummaryofCompanyFinancialAssetsandLiabilitiesMeasuredatFairValueonaRecurringBasisDetails", "http://imetricx.edgar-online.com/role/FairvaluemeasurementSummaryofReconciliationofBeginningandEndingBalancesoftheLevel3InstrumentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Measurements, Recurring and Nonrecurring [Table]", "label": "Fair Value, Recurring and Nonrecurring [Table]", "documentation": "Disclosure of information about asset and liability measured at fair value on recurring and nonrecurring basis." } } }, "auth_ref": ["r573", "r574", "r587", "r932"] }, "us-

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Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } } }, "auth_ref": { "r582", "r584", "r585", "r586", "r589", "r590", "r591", "r592", "r593", "r718", "r932", "r937" } }, "us-gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": { 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Examples include, but are not limited to, desks, chairs, tables, and bookcases." } } }, "auth_ref": [] }, "us-gaap_GainLossOnSaleOfPropertyPlantEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainLossOnSaleOfPropertyPlantEquipment", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 15.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Impairment of long-lived assets", "label": "Gain (Loss) on Disposition of Property Plant Equipment", "documentation": "Amount of gain (loss) on sale or disposal of property, plant and equipment assets, including oil and gas property and timber property." } } }, "auth_ref": ["r7"] }, "us-gaap_GeographicConcentrationRiskMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeographicConcentrationRiskMember", "presentation": ["http://imetricx.edgar-online.com/role/RevenueNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Geographic Concentration Risk", "label": "Geographic Concentration Risk [Member]", "documentation": "Reflects the percentage that a specified dollar value on the balance sheet or income statement in the period from one or more specified geographic areas is to a corresponding consolidated, segment, or product line amount. Risk is the materially adverse effects of economic decline or antagonistic political actions resulting in loss of assets, sales volume, labor supply, or source of materials and supplies in a US state or a specified country, continent, or region such as EMEA (Europe, Middle East, Africa)." } } }, "auth_ref": ["r35", "r865"] }, "us-gaap_Goodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Goodwill", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets", "http://imetricx.edgar-online.com/role/GoodwillandIntangibleAssetsSummaryofGoodwillDetails"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill", "periodStartLabel": "Balance at beginning of year", "periodEndLabel": "Balance at end of year", "label": "Goodwill", "documentation": "Amount, 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." } } }, "auth_ref": ["r167", "r329", "r719", "r900", "r905", "r933", "r945", "r1140", "r1147"] }, "us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAndIntangibleAssetsDisclosureAbstract", "lang": { "en-us": { "role": { "terseLabel": "Goodwill and Intangible Assets Disclosure [Abstract]", "label": "Goodwill and Intangible Assets Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_GoodwillAndIntangibleAssetsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAndIntangibleAssetsDisclosureTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/GoodwillandIntangibleAssets"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill and intangible assets", "label": "Goodwill and Intangible Assets Disclosure [Text Block]", "documentation": "The entire disclosure for goodwill and intangible assets." } } }, "auth_ref": ["r1138", "r1150"] }, "us-gaap_GoodwillAndIntangibleAssetsGoodwillPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAndIntangibleAssetsGoodwillPolicy", "presentation": ["http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill", "label": "Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for goodwill. This accounting policy also may address how an entity assesses and measures impairment of goodwill, how reporting units are determined, how goodwill is allocated to such units, and how the fair values of the reporting units are determined." } } }, "auth_ref": ["r328", "r330", "r905"] }, "us-gaap_GoodwillRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillRollForward", "presentation": ["http://imetricx.edgar-online.com/role/GoodwillandIntangibleAssetsSummaryofGoodwillDetails"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill [Roll Forward]", "label": "Goodwill [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a" } } }

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"verboseLabel": "Finite-lived intangible assets", "label": "Impairment of Intangible Assets, Finite-Lived", "documentation": "The amount of impairment loss recognized in the period resulting from the write-down of the carrying amount of a finite-lived intangible asset to fair value." } } }, "auth_ref": ["r332", "r1095", "r1163"] }, "us-gaap_ImpairmentOrDisposalOfLongLivedAssetsIncludingIntangibleAssetsPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ImpairmentOrDisposalOfLongLivedAssetsIncludingIntangibleAssetsPolicyPolicyTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Impairment of long-lived assets", "label": "Impairment or Disposal of Long-Lived Assets, Including Intangible Assets, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for the impairment and disposal of long-lived assets including goodwill and other intangible assets." } } }, "auth_ref": [] }, "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesDomestic": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromContinuingOperationsBeforeIncomeTaxesDomestic", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/IncometaxesComponentsofpretaxlossDetails": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/IncometaxesComponentsofpretaxlossDetails"], "lang": { "en-us": { "role": { "terseLabel": "US", "label": "Income (Loss) from Continuing Operations before Income Taxes, Domestic", "documentation": "The portion of earnings or loss from continuing operations before income taxes that is attributable to domestic operations." } } }, "auth_ref": ["r201", "r487"] }, 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"Foreign", "label": "Income (Loss) from Continuing Operations before Income Taxes, Foreign", "documentation": "The portion of earnings or loss from continuing operations before income taxes that is attributable to foreign operations, which is defined as Income or Loss generated from operations located outside the entity's country of domicile." } } }, "auth_ref": ["r201", "r487"] }, "us-gaap_IncomeStatementLocationAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementLocationAxis", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationStockBasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Statement of Income Location, Balance [Axis]", "label": "Statement of Income Location, Balance [Axis]", "documentation": "Information by location in statement of income where disaggregated amount has been reported." } } }, "auth_ref": ["r346", "r347", "r353", "r579", "r583", "r757", "r759", "r829", "r880", "r935", "r1249"] }, "us-gaap_IncomeStatementLocationDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementLocationDomain", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationStockBasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Statement of Income Location, Balance [Domain]", "label": "Statement of Income Location, Balance [Domain]", "documentation": "Location in statement of income where disaggregated amount has been reported." } } }, "auth_ref": ["r347", "r353", "r579", "r583", "r757", "r759", "r829", "r880", "r935", "r1249"] }, "us-gaap_IncomeTaxAuthorityAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxAuthorityAxis", "presentation": ["http://imetricx.edgar-online.com/role/IncometaxesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Income Tax Jurisdiction [Axis]", 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Contingency [Line Items]", "label": "Income Tax Contingency [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_IncomeTaxContingencyTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxContingencyTable", "presentation": ["http://imetricx.edgar-online.com/role/IncometaxesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Income Tax Contingency [Table]", "label": "Income Tax Contingency [Table]", "documentation": "Disclosure of information about tax positions taken in the tax returns filed or to be filed for which it is more likely than not that the tax position will not be sustained upon examination by taxing authorities and other income tax contingencies. Includes, but is not limited to, interest and penalties, reconciliation of unrecognized tax benefits, unrecognized tax benefits that would affect the effective tax rate, tax years that remain subject to examination by tax jurisdictions, and information about positions for which it is reasonably possible that amounts unrecognized will significantly change within 12 months." } } }, "auth_ref": ["r1210"] }, "us-gaap_IncomeTaxDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxDisclosureAbstract", "lang": { "en-us": { "role": { "terseLabel": "Income Tax Disclosure [Abstract]", "label": "Income Tax Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_IncomeTaxDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxDisclosureTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/Incometaxes"], "lang": { "en-us": { "role": { "terseLabel": "Income taxes", "label": "Income Tax Disclosure [Text Block]", "documentation": "The entire disclosure for income tax." } } }, "auth_ref": ["r202", "r482", "r488", "r492", "r493", "r494", "r500", "r506", "r518", "r520", "r521", "r522", "r782", "r929"] }, "us-gaap_IncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofOperationsandComprehensiveLoss": { "parentTag": "us-gaap_NetIncomeLoss", "weight": -1.0, "order": 2.0 }, "http://imetricx.edgar-online.com/role/IncometaxesProvisionforincometaxesDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofOperationsandComprehensiveLoss", "http://imetricx.edgar-online.com/role/IncometaxesProvisionforincometaxesDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Income tax (expense) benefit", "verboseLabel": "Income tax expense (benefit)", "totalLabel": "Total provision (benefit)", "label": "Income Tax Expense (Benefit)", "documentation": "Amount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations." } } }, "auth_ref": ["r142", "r151", "r225", "r226", "r241", "r249", "r259", "r486", "r488", "r519", "r748", "r929"] }, "us-gaap_IncomeTaxPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxPolicyTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Income taxes", "label": "Income Tax Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for income taxes, which may include its accounting policies for recognizing and measuring deferred tax assets and liabilities and related valuation allowances, recognizing investment tax credits, operating loss carryforwards, tax credit carryforwards, and other carryforwards, methodologies for determining its effective income tax rate and the characterization of interest and penalties in the financial statements." } } }, "auth_ref": ["r184", "r484", "r485", "r500", "r501",

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This accounting policy also might address: (1) the amortization method used; (2) the useful lives of such assets; and (3) how the entity assesses and measures impairment of such assets." } } }, "auth_ref": ["r679", "r680", "r681", "r683", "r890", "r1150"] }, "twst_IntangibleAssetsInheritRiskPercentage": { "xbrltype": "pureItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "IntangibleAssetsInheritRiskPercentage", "presentation": ["http://imetricx.edgar-online.com/role/ImpairmenttoflonglivedassetsNarrativeDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Intangible assets, Inherit risk percentage", "label": "Intangible Assets, Inherit Risk Percentage", "documentation": "Intangible Assets, Inherit Risk Percentage" } } }, "auth_ref": [] }, "us-gaap_InterestExpenseNonoperating": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpenseNonoperating", "crdr": "debit", "calculation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofOperationsandComprehensiveLoss": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": -1.0, "order": 3.0 } } },

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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." } } }, "auth_ref": ["r191", "r194", "r195"] }, "us-gaap_InternalUseSoftwarePolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InternalUseSoftwarePolicy", "presentation": ["http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Capitalized software held for internal use", "label": "Internal Use Software, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for costs incurred when both (1) the software is acquired, internally developed, or modified solely to meet the entity's internal needs, and (2) during the software's development or modification, no substantive plan 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Includes, but is not limited to, interest expense for finance lease, amortization of right-of-use asset for finance lease, operating lease cost, short-term lease cost, variable lease cost and sublease income." } } }, "auth_ref": ["r1232"] }, "us-gaap_LeaseholdImprovementsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeaseholdImprovementsMember", "presentation": ["http://imetricx.edgar-online.com/role/A2023RestructuringandothercostsRestructuringChargesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Leasehold improvements", "label": "Leasehold Improvements [Member]", "documentation": "Additions or improvements to assets held under a lease arrangement." } } }, "auth_ref": ["r106", "r626"] }, "us-gaap_LeaseholdsAndLeaseholdImprovementsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeaseholdsAndLeaseholdImprovementsMember", "presentation": ["http://imetricx.edgar-online.com/role/BalancesheetcomponentsScheduleofPropertyPlantandEquipmentDetails"], "lang": { "en-us": { "role": { "terseLabel": "Leasehold improvements", "label": "Leaseholds and Leasehold Improvements [Member]", "documentation": "Asset held by lessee under finance lease and addition or improvement to asset held under lease arrangement." } } }, "auth_ref": ["r106"] }, "us-gaap_LeasesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeasesAbstract", "lang": { "en-us": { "role": { "label": "Leases [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LesseeLeaseDescriptionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeLeaseDescriptionLineItems", "presentation": ["http://imetricx.edgar-online.com/role/LeasesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lessee, Lease, Description [Line Items]", "label": "Lessee, Lease, Description [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position." } } }, "auth_ref": ["r1233"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDue", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/LeasesMinimumRentalPaymentsDetail": { "parentTag": null, "weight": null, "order": null, "root": true }, "http://imetricx.edgar-online.com/role/LeasesMinimumRentalPaymentsDetail_1": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://imetricx.edgar-online.com/role/LeasesMinimumRentalPaymentsDetail", "http://imetricx.edgar-online.com/role/LeasesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Future minimum payments", "totalLabel": "Total minimum

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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } } }, "auth_ref": ["r625"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/LeasesMinimumRentalPaymentsDetail_1": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/LeasesMinimumRentalPaymentsDetail_1", "lang": { "en-us": { "role": { "terseLabel": "2025", "label": "Lessee, Operating Lease, Liability, to be Paid, Year One", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } } }, "auth_ref": ["r625"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearFive", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/LeasesMinimumRentalPaymentsDetail_1": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/LeasesMinimumRentalPaymentsDetail_1", "lang": { "en-us": { "role": { "terseLabel": "2029", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Five", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fifth fiscal year following current fiscal year. 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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } } }, "auth_ref": ["r625"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearThree", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/LeasesMinimumRentalPaymentsDetail_1": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/LeasesMinimumRentalPaymentsDetail_1", "lang": { "en-us": { "role": { "terseLabel": "2027", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Three", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. 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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } } }, "auth_ref": ["r625"] }, "us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityUndiscountedExcessAmount", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/LeasesMinimumRentalPaymentsDetail_1": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/LeasesMinimumRentalPaymentsDetail_1", "lang": { "en-us": { "role": { "negatedLabel": "Less: imputed interest", "label": "Lessee, Operating Lease, Liability, Undiscounted Excess Amount", "documentation": "Amount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease." } } } }, "auth_ref": ["r625"] }, "twst_LesseeOperatingLeaseNumberOfSpaces": { "xbrltype": "integerItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "LesseeOperatingLeaseNumberOfSpaces", "presentation": ["http://imetricx.edgar-online.com/role/LeasesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Number of spaces", "label": "Lessee, Operating Lease, Number Of Spaces", "documentation": "Lessee, Operating Lease, Number Of Spaces" } } } }, "auth_ref": [] }, "twst_LesseeOperatingLeaseOptionsToExtend": { "xbrltype": "integerItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "LesseeOperatingLeaseOptionsToExtend", "presentation": ["http://imetricx.edgar-online.com/role/LeasesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Options to extend", "label": "Lessee, Operating Lease, Options To Extend", "documentation": "Lessee, Operating Lease, Options To Extend" } } } }, "auth_ref": [] }, "us-gaap_LesseeOperatingLeasesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeasesTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/Leases"], "lang": { "en-us": { "role": { "terseLabel": "Leases", "label": "Lessee, Operating Leases [Text Block]", "documentation": "The entire disclosure for operating leases of lessee. 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Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." | } } }, "auth_ref": { "r193" | } }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows" | }, "lang": { "en-us": { "role": { "terseLabel": "Cash flows from financing activities", "label": "Net Cash Provided by (Used in) Financing Activities [Abstract]" | } } }, "auth_ref": { } }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 | } }, "presentation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows" | }, "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by (used in) investing activities", "label": "Net Cash Provided by (Used in) Investing Activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. 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": { "r193" | } }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows" | }, "lang": { "en-us": { "role": { "terseLabel": "Cash flows from investing activities", "label": "Net Cash Provided by (Used in) Investing Activities [Abstract]" | } } }, "auth_ref": { } }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivities", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 1.0 | } }, "presentation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows" | }, "lang": { "en-us": { "role": { "totalLabel": "Net cash used in operating activities", "label": "Net Cash Provided by (Used in) Operating Activities", "documentation": "Amount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities." | } } }, "auth_ref": { "r101", "r102", "r103" | } }, "us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows" | }, "lang": { "en-us": { "role": { "terseLabel": "Cash flows from operating activities", "label": "Net Cash Provided by (Used in) Operating Activities [Abstract]" | } } }, "auth_ref": { } }, "us-gaap_NetIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLoss", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofOperationsandComprehensiveLoss": { "parentTag": "us-gaap_ComprehensiveIncomeNetOfTax", "weight": 1.0, "order": 1.0 | } }, "presentation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofOperationsandComprehensiveLoss", "http://imetricx.edgar-online.com/role/NetlosspershareattributabletocommonstockholdersComputationDetail", "http://imetricx.edgar-online.com/role/OrganizationanddescriptionofbusinessDetails", "http://xbrl.sec.gov/ecd/role/PvpDisclosure" | }, "lang": { "en-us": { "role": { "totalLabel": "Net loss attributable to common stockholders", "negatedLabel": "Net loss attributable to common stockholders", "terseLabel": "Net loss attributable to common stockholders", "label": "Net Income (Loss) Attributable to Parent", "documentation": "The portion of profit or loss for the period, net of income taxes, which is attributable to the parent." | } } }, "auth_ref": { "r93", "r103", "r134", "r160", "r179", "r182", "r187", "r200", "r212", "r216", "r217", "r219", "r220", "r221", "r225", "r226", "r232", "r301", "r367", "r368", "r369", "r370", "r371", "r372", "r373", "r374", "r375", "r530", "r540", "r571", "r598", "r742", "r822", "r842", "r843", "r971", "r1174" | } }, "twst_NeverExpireMember": { "xbrltype": "domainItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "NeverExpireMember", "presentation": { "http://imetricx.edgar-online.com/role/IncometaxesAdditionalInformationDetails" | }, "lang": { "en-us": { "role": { "terseLabel": "Never Expire", "label": "Never Expire [Member]", "documentation": "Never Expire" | } } }, "auth_ref": { } }, "us-gaap_NewAccountingPronouncementsOrChangeInAccountingPrincipleLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsOrChangeInAccountingPrincipleLineItems", "presentation": { "http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesAdditionalInformationDetails", "http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesScheduleofEstimatedLivesofPropertyAndEquipmentDetails" | }, "lang": { "en-us": { "role": { "terseLabel": "New Accounting Pronouncements or Change in Accounting Principle [Line Items]", "label": "New Accounting Pronouncements or Change in Accounting Principle [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": { "r153", "r154", "r155", "r156", "r157", "r158", "r211", "r212", "r213", "r214", "r215", "r219", "r227", "r240", "r265", "r266", "r302", "r303", "r304", "r305", "r306", "r307", "r308", "r309", "r310", "r311", "r344", "r345", "r348", "r512", "r513", "r514", "r515", "r516", "r523", "r524", "r525", "r526", "r527", "r528", "r529", "r530", "r531", "r533", "r534", "r535", "r536", "r537", "r538", "r539", "r540", "r548", "r549", "r550", "r551", "r552", "r553", "r554", "r555", "r556", "r557", "r558", "r561", "r562", "r563", "r564", "r565", "r566", "r567", "r568", "r569", "r570", "r571", "r595", "r596", "r609", "r610", "r611", "r628", "r629", "r630", "r631", "r632", "r633", "r684", "r685", "r686", "r760", "r761", "r762", "r763", "r764", "r765", "r766", "r767", "r768", "r769", "r770", "r771", "r776" | } }, "us-gaap_NewAccountingPronouncementsOrChangeInAccountingPrincipleTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsOrChangeInAccountingPrincipleTable", "presentation": { "http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesAdditionalInformationDetails", "http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesScheduleofEstimatedLivesofPropertyAndEquipmentDetails" | }, "lang": { "en-us": { "role": { "terseLabel": "Accounting Standards Update and Change in Accounting Principle [Table]", "label": "Accounting Standards Update and Change in Accounting Principle [Table]", "documentation": "Disclosure of information about change in accounting principle or amendment to accounting standards or both. 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States of America (US)." } } }, "auth_ref": ["r1283", "r1284", "r1285", "r1286"] }, "us-gaap_NoncashInvestingAndFinancingItemsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NoncashInvestingAndFinancingItemsAbstract", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Non-cash investing and financing activities", "label": "Noncash Investing and Financing Items [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NoncurrentAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NoncurrentAssets", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/BalancesheetcomponentsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-lived assets", "label": "Long-Lived Assets", "documentation": "Long-lived assets other than financial instruments, long-term customer relationships of a financial institution, mortgage and other servicing rights, deferred policy acquisition costs, and deferred tax assets." } } }, "auth_ref": ["r263"] }, "us-gaap_NumberOfOperatingSegments": { "xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NumberOfOperatingSegments", "presentation": ["http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Number of operating segments", "label": "Number of Operating Segments", "documentation": "Number of operating segments. An operating segment is a component of an enterprise: (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same enterprise), (b) whose operating results are regularly reviewed by the enterprise's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues." } } }, "auth_ref": ["r900", "r1109"] }, "us-gaap_NumberOfReportableSegments": { "xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NumberOfReportableSegments", "presentation": ["http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Number of reportable segments", "label": "Number of Reportable Segments", "documentation": "Number of segments reported by the entity. A reportable segment is a component of an entity for which there is an accounting requirement to report separate financial information on that component in the entity's financial statements." } } }, "auth_ref": ["r896", "r902", "r1109"] }, "twst_NumberOfSharesReservedForIssuanceRollForward": { "xbrltype": "stringItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "NumberOfSharesReservedForIssuanceRollForward", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationReservedForIssuanceDetails"], "lang": { "en-us": { "role": { "terseLabel": "Number Of Shares Reserved For Issuance [Roll Forward]", "label": "Number Of Shares Reserved For Issuance [Roll Forward]", "documentation": "Number Of Shares Reserved For Issuance" } } }, "auth_ref": [] }, "twst_OligoPoolsMember": { "xbrltype": "domainItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "OligoPoolsMember", "presentation": ["http://imetricx.edgar-online.com/role/RevenueByProductDetails"], "lang": { "en-us": { "role": { "terseLabel": "Oligo pools", "label": "Oligo Pools [Member]", "documentation": "Oligo pools." } } }, "auth_ref": [] }, "us-gaap_OperatingExpensesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpensesAbstract", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofOperationsandComprehensiveLoss"], "lang": { "en-us": { "role": { "terseLabel": "Operating expenses", "label": "Operating Expenses [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OperatingIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingIncomeLoss", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofOperationsandComprehensiveLoss": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofOperationsandComprehensiveLoss"], "lang": { "en-us": { "role": { "totalLabel": "Loss from operations", "label": "Operating Income (Loss)", "documentation": "The net result for the period of deducting operating expenses from operating revenues." } } }, "auth_ref": ["r137", "r895", "r1108", "r1110", "r1111", "r1112", "r1113"] }, "twst_OperatingLeaseAnnualBaseRentPercentageIncrease": { "xbrltype": "percentItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "OperatingLeaseAnnualBaseRentPercentageIncrease", "presentation": ["http://imetricx.edgar-online.com/role/LeasesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease base rent annual percentage increase", "label": "Operating Lease Annual Base Rent Percentage Increase", "documentation": "Operating Lease Annual Base Rent Percentage Increase" } } }, "auth_ref": [] }, "us-gaap_OperatingLeaseCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseCost", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/LeasesComponentsofLeaseExpenseandSupplementalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease costs", "label": "Operating Lease, Cost", "documentation": "Amount of single lease cost, calculated by allocation of remaining cost of lease over remaining lease term. Includes, but is not limited to, single lease cost, after impairment of right-of-use asset, calculated by amortization of remaining right-of-use asset and accretion of lease liability." } } }, "auth_ref": ["r619", "r944"] }, "us-gaap_OperatingLeaseImpairmentLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseImpairmentLoss", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 10.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Non-cash lease expense, net of tenant improvement allowance", "label": "Operating Lease, Impairment Loss", "documentation": "Amount of loss from impairment of right-of-use asset from operating lease." } } }, "auth_ref": ["r1231"] }, "us-gaap_OperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiability", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/LeasesMinimumRentalPaymentsDetail": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/LeasesMinimumRentalPaymentsDetail"], "lang": { "en-us": { "role": { "totalLabel": "Total operating lease liabilities", "label": "Operating Lease, Liability", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease." } } }, "auth_ref": ["r615"] }, "us-gaap_OperatingLeaseLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityCurrent", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/LeasesMinimumRentalPaymentsDetail": { "parentTag": "us-gaap_OperatingLeaseLiability", "weight": 1.0, "order": 2.0 } }, "http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0,

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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." } } }, "auth_ref": ["r4", "r743"] }, "us-gaap_OtherComprehensiveIncomeLossNetOfTax": { "xbrlType": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "presentation": ["http://imetrix.edgar-online.com/role/ConsolidatedStatementsofStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Other comprehensive income (loss)", "label": "Other Comprehensive Income (Loss), Net of Tax", "documentation": "Amount after tax and reclassification adjustments of other comprehensive income (loss)." } } }, "auth_ref": ["r11", "r16", "r180", "r183", "r188", "r221", "r601", "r602", "r607", "r721", "r743", "r1088", "r1089"] }, 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recognized in other comprehensive income (available-for-sale). Excludes unrealized gain (loss) on investment in debt security measured at amortized cost (held-to-maturity) from transfer to available-for-sale." } } }, "auth_ref": ["r177", "r178", "r299"] }, "us-gaap_OtherCurrentLiabilitiesTableTextBlock": { "xbrlType": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherCurrentLiabilitiesTableTextBlock", "presentation": ["http://imetrix.edgar-online.com/role/BalancesheetcomponentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Other Current Liabilities", "label": "Other Current Liabilities [Table Text Block]", "documentation": "Tabular disclosure of other current liabilities." } } }, "auth_ref": [] }, "us-gaap_OtherInventoryMaterialsSuppliesAndMerchandiseUnderConsignment": { "xbrlType": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherInventoryMaterialsSuppliesAndMerchandiseUnderConsignment", "crdr": "debit", "presentation": ["http://imetrix.edgar-online.com/role/BalancesheetcomponentsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Other inventory, materials, supplies and merchandise under consignment, gross", "label": "Other Inventory, Materials, Supplies and Merchandise under Consignment, Gross", "documentation": "Gross amount of inventory owned by the entity but in the hands of a customer, typically a reseller." } } }, "auth_ref": ["r1085"] }, "us-gaap_OtherLiabilitiesCurrent": { "xbrlType": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://imetrix.edgar-online.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://imetrix.edgar-online.com/role/BalancesheetcomponentsOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Other current liabilities", "label": "Other Liabilities, Current, Other Than Contingent Consideration and Taxes", "documentation": "Amount of liabilities classified as other, due within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r70", "r945"] }, "twst_OtherLiabilitiesCurrentOtherThanContingentConsiderationAndTaxes": { "xbrlType": "monetaryItemType", "nsuri": "http://imetrix.edgar-online.com/20240930", "localname": "OtherLiabilitiesCurrentOtherThanContingentConsiderationAndTaxes", "crdr": "credit", "calculation": { "http://imetrix.edgar-online.com/role/BalancesheetcomponentsOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_OtherLiabilitiesCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://imetrix.edgar-online.com/role/BalancesheetcomponentsOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Other current liabilities", "label": "Other Liabilities, Current, Other Than Contingent Consideration and Taxes", "documentation": "Amount of liabilities classified as other, due within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r70", "r945"] }, "twst_OtherLiabilitiesCurrentOtherThanContingentConsiderationAndTaxes": { "xbrlType": "monetaryItemType", "nsuri": "http://imetrix.edgar-online.com/20240930", "localname": "OtherLiabilitiesCurrentOtherThanContingentConsiderationAndTaxes", "crdr": "credit", "calculation": { "http://imetrix.edgar-online.com/role/BalancesheetcomponentsOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_OtherLiabilitiesCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://imetrix.edgar-online.com/role/BalancesheetcomponentsOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Other current liabilities", "label": "Other Liabilities, Current, Other Than Contingent Consideration and Taxes", "documentation": "Amount of liabilities classified as other, due within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r70", "r945"] }

"documentation": "Amount of liabilities classified as other, due within one year or the normal operating cycle, if longer, other business acquisition contingent consideration and taxes payable." } } }, "auth_ref": [] }, "us-gaap_OtherLiabilitiesNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherLiabilitiesNoncurrent", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Other non-current liabilities", "label": "Other Liabilities, Noncurrent", "documentation": "Amount of liabilities classified as other, due after one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r74"] }, "us-gaap_OtherNonoperatingIncomeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherNonoperatingIncomeExpense", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfOperationsandComprehensiveLoss": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfOperationsandComprehensiveLoss"], "lang": { "en-us": { "role": { "terseLabel": "Other income (expense), net", "label": "Other Nonoperating Income (Expense)", "documentation": "Amount of income (expense) related to nonoperating activities, classified as other." } } }, "auth_ref": ["r96"] }, "ecd_OtherPerfMeasureAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OtherPerfMeasureAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Other Performance Measure, Amount", "label": "Other Performance Measure, Amount" } } }, "auth_ref": ["r1025"] }, "us-gaap_OtherRestructuringCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherRestructuringCosts", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/A2023RestructuringandothercostsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Other restructuring costs", "label": "Other Restructuring Costs", "documentation": "Amount of other expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses associated with a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r7"] }, "us-gaap_OtherRestructuringMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherRestructuringMember", "presentation": ["http://imetricx.edgar-online.com/role/A2023RestructuringandothercostsAccrualActivityandPaymentsRelatingtoCashBasedRestructuringChargesDetails", "http://imetricx.edgar-online.com/role/A2023RestructuringandothercostsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Other associated costs", "label": "Other Restructuring [Member]", "documentation": "Restructuring and related activities classified as other." } } }, "auth_ref": ["r907", "r908", "r909", "r910"] }, "ecd_OutstandingAggtErrCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OutstandingAggtErrCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Outstanding Aggregate Erroneous Compensation Amount", "label": "Outstanding Aggregate Erroneous Compensation Amount" } } }, "auth_ref": ["r986", "r997", "r1007", "r1040"] }, "ecd_OutstandingRecoveryCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OutstandingRecoveryCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Amount", "label": "Outstanding Recovery Compensation Amount" } } }, "auth_ref": ["r989", "r1000", "r1010", "r1043"] }, "ecd_OutstandingRecoveryIndName": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OutstandingRecoveryIndName", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Name", "label": "Outstanding Recovery, Individual Name" } } }, "auth_ref": ["r989", "r1000", "r1010", "r1043"] }, "us-gaap_OverAllotmentOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OverAllotmentOptionMember", "presentation": ["http://imetricx.edgar-online.com/role/CommonstockNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Over-Allotment Option", "label": "Over-Allotment Option [Member]", "documentation": "Right given to the underwriter to sell additional shares over the initial allotment." } } }, "auth_ref": [] }, "ecd_PayVsPerformanceDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PayVsPerformanceDisclosureLineItems", "lang": { "en-us": { "role": { "label": "Pay vs Performance Disclosure [Line Items]" } } }, "auth_ref": ["r1014"] }, "us-gaap_PaymentsForRestructuring": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsForRestructuring", "crdr": "credit", "presentation": ["http://imetricx.edgar-online.com/role/A2023RestructuringandothercostsAccrualActivityandPaymentsRelatingtoCashBasedRestructuringChargesDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Payments", "label": "Payments for Restructuring", "documentation": "Amount of cash payments made as the result of exit or disposal activities. 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Includes, but is not limited to, option exercised." } } }, "auth_ref": ["r5", "r14"] }, "us-gaap_ProceedsFromSaleMaturityAndCollectionsOfInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromSaleMaturityAndCollectionsOfInvestments", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Proceeds from maturity of investments", "label": "Proceeds from Sale, Maturity and Collection of Investments", "documentation": "The cash inflow associated with the sale, maturity and collection of all investments such as debt, security and so forth during the period." } } }, "auth_ref": ["r23"] }, "srt_ProductOrServiceAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductOrServiceAxis", "presentation": ["http://imetricx.edgar-online.com/role/RevenueByProductDetails"], "lang": { "en-us": { "role": { "terseLabel": "Product and Service [Axis]", "label": "Product and Service [Axis]" } } }, "auth_ref": ["r261", "r682", "r749", "r750", "r751", "r752", "r753", "r754", "r755", "r882", "r917", "r955", "r956", "r957", "r959", "r961", "r1172", "r1173", "r1178", "r1248", "r1250", "r1251", "r1252", "r1253", "r1254", "r1255", "r1256", "r1257", "r1258", "r1259", "r1260", "r1261", "r1262", "r1263", "r1264", "r1265", "r1266", "r1267", "r1268", "r1269", "r1270", "r1271", "r1272", "r1273", "r1274", "r1275", "r1276", "r1277"] }, "srt_ProductsAndServicesDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductsAndServicesDomain", "presentation": ["http://imetricx.edgar-online.com/role/RevenueByProductDetails"], "lang": { "en-us": { "role": { "terseLabel": "Product and Service [Domain]", "label": "Product and Service [Domain]" } } }, "auth_ref": ["r261", "r682", "r749", "r750", "r751", "r752", "r753", "r754", "r755", "r882", "r917", "r955", "r956", "r957", "r959", "r961", "r1172", "r1173", "r1178", "r1248", "r1250", "r1251", "r1252", "r1253", "r1254", "r1255", "r1256", "r1257", "r1258", "r1259", "r1260", "r1261", "r1262", "r1263", "r1264", "r1265", "r1266", "r1267", "r1268", "r1269", "r1270", "r1271", "r1272", "r1273", "r1274", "r1275", "r1276", "r1277"] }, "us-gaap_ProfitLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProfitLoss", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 12.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfCashFlows", "http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Net loss", "label": "Net Income (Loss), Including Portion Attributable to Noncontrolling Interest", "documentation": "The consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest." } } }, "auth_ref": ["r160", "r179", "r182", "r192", "r200", "r212", "r221", "r225", "r226", "r301", "r367", "r368", "r369", "r370", "r371", "r372", "r373", "r374", "r375", "r530", "r540", "r541", "r544", "r545", "r571", "r598", "r724", "r741", "r786", "r822", "r842", "r843", "r930", "r931", "r972", "r1090", "r1174"] }, "us-gaap_PropertyPlantAndEquipmentAndIntangibleAssetsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentAndIntangibleAssetsTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/Impairmentoflonglivedassets"], "lang": { "en-us": { "role": { "terseLabel": "Impairment of long-lived assets", "label": "Property, Plant, and Equipment and Intangible Assets [Text Block]", "documentation": "The entire disclosure for intangible assets and long-lived, physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, accounting policies and methodology, roll forwards, depreciation, depletion and amortization expense, including composite depreciation, accumulated depreciation, depletion and amortization expense, useful lives and method used, income statement disclosures, assets held for sale and public utility disclosures." } } }, "auth_ref": ["r1138", "r1150", "r1164"] }, "us-gaap_PropertyPlantAndEquipmentByTypeAxis": { "xbrltype": "stringItemType", "nsuri":

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Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r106", "r165", "r739"] }, "us-gaap_PropertyPlantAndEquipmentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentLineItems", "presentation": ["http://imetricx.edgar-online.com/role/BalancesheetcomponentsNarrativeDetails", "http://imetricx.edgar-online.com/role/BalancesheetcomponentsScheduleofPropertyPlantandEquipmentDetails"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment [Line Items]", "label": "Property, Plant and Equipment [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections." } } }, "auth_ref": ["r8", "r147", "r149", "r737"] }, "us-gaap_PropertyPlantAndEquipmentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/BalancesheetcomponentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Property Plant And Equipment", "label": "Property, Plant and Equipment [Table Text Block]", "documentation": "Tabular disclosure of physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated depreciation." } } }, "auth_ref": ["r8"] }, "us-gaap_PropertyPlantAndEquipmentTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTypeDomain", "presentation": ["http://imetricx.edgar-online.com/role/A2023RestructuringandothercostsRestructuringChargesDetails", "http://imetricx.edgar-online.com/role/BalancesheetcomponentsScheduleofPropertyPlantandEquipmentDetails", "http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesScheduleofEstimatedLivesofPropertyAndEquipmentDetails"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment, Type [Domain]", "label": "Long-Lived Tangible Asset [Domain]", "documentation": "Listing of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale. Examples include land, buildings, machinery and equipment, and other types of furniture and equipment including, but not limited to, office equipment, furniture and fixtures, and computer equipment and software." } } }, "auth_ref": ["r106", "r626"] }, "us-gaap_PropertyPlantAndEquipmentUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentUsefulLife", "presentation": ["http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesScheduleofEstimatedLivesofPropertyAndEquipmentDetails"], "lang": { "en-us": { "role": { "terseLabel": "Property, plant and equipment, useful life", "label": "Property, Plant and Equipment, Useful Life", "documentation": "Useful life of long lived, physical assets used in the normal conduct of business and not intended for resale, in 'PnYnMnDnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Examples include, but not limited to, land, buildings, machinery and equipment, office equipment, furniture and fixtures, and computer equipment." } } }, "auth_ref": [] }, "twst_PropertyPlantAndEquipmentWriteOff": { "xbrltype": "monetaryItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "PropertyPlantAndEquipmentWriteOff", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 13.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Other non-cash adjustments", "label": "Property Plant And Equipment Write Off", "documentation": "Property Plant And Equipment Write Off" } } }, "auth_ref": [] }, "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": { "terseLabel": "Pay vs Performance Disclosure", "label": "Pay vs Performance Disclosure [Table"] } } }, "auth_ref": ["r1014"] }, "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": { "terseLabel": "Pay vs Performance Disclosure, Table", "label": "Pay vs Performance [Table Text Block"] } } }, "auth_ref": ["r1014"] }, "twst_QuincyMassachusettsMember": { "xbrltype": "domainItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "QuincyMassachusettsMember", "presentation": ["http://imetricx.edgar-online.com/role/LeasesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Quincy, Massachusetts", "label": "Quincy, Massachusetts [Member]", "documentation": "Quincy, Massachusetts" } } }, "auth_ref": [] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationAdditionalinformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Statistical Measurement [Axis]", "label": "Statistical Measurement [Axis]" } } }, "auth_ref": ["r363", "r364", "r365", "r366", "r424", "r433", "r464", "r465", "r466", "r478", "r577", "r651", "r660", "r677", "r756", "r758", "r772", "r792", "r793", "r852", "r854", "r856", "r857", "r859", "r876", "r877", "r903", "r916", "r924", "r936", "r937", "r941", "r942", "r956", "r965", "r1169", "r1176", "r1223", "r1239", "r1240", "r1241", "r1242", "r1243"] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationAdditionalinformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Range [Domain]", "label": "Statistical Measurement [Domain]" } } }, "auth_ref": ["r363", "r364", "r365", "r366", "r424", "r433", "r464", "r465", "r466", "r478", "r577", "r651", "r660", "r677", "r756", "r758", "r772", "r792", "r793", "r852", "r854", "r856", "r857", "r859", "r876", "r877", "r903", "r916", "r924", "r936", "r937", "r941", "r942", "r956", "r965", "r1169", "r1176", "r1223", "r1239", "r1240", "r1241", "r1242", "r1243"] }, "us-gaap_ReconciliationOfUnrecognizedTaxBenefitsExcludingAmountsPertainingToExaminedTaxReturnsRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ReconciliationOfUnrecognizedTaxBenefitsExcludingAmountsPertainingToExaminedTaxReturnsRollForward", "presentation": ["http://imetricx.edgar-online.com/role/IncometaxesScheduleofunrecognizedtaxbenefitsrollforwardDetails"], "lang": { "en-us": { "role": { "terseLabel": "Unrecognized Tax Benefits [Roll Forward]", "label": "Unrecognized Tax Benefits [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "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]" } } }, "auth_ref": ["r981", "r992", "r1002", "r1035"] }, "us-gaap_RelatedPartyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyDomain", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofOperationsandComprehensiveLossParentetical", "http://imetricx.edgar-online.com/role/RelatedpartytransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party [Domain]", "label": "Related and Nonrelated Parties [Domain]", "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": ["r267", "r431", "r637", "r638", "r730", "r736", "r795", "r796", "r797", "r798", "r799", "r819", "r821", "r851"] }, "us-gaap_RelatedPartyMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyMember", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofOperationsandComprehensiveLossParentetical", "http://imetricx.edgar-online.com/role/RelatedpartytransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party", "label": "Related Party [Member]", "documentation": "Party related to reporting entity. Includes, but is not limited to, affiliate, entity for which investment is accounted for by equity method, trust for benefit of employees, and principal owner, management, and members of immediate family." } } }, "auth_ref": [] }

auth_ref": ["r203", "r204", "r637", "r638", "r639", "r640", "r730", "r736", "r795", "r796", "r797", "r798", "r799", "r819", "r821", "r851"] }, "us-gaap_RelatedPartyTransactionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionLineItems", "presentation": ["http://imetricx.edgar-online.com/role/RelatedPartyTransactionsDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Related Party Transaction [Line Items]", "label": "Related Party Transaction [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": ["r267", "r825", "r826", "r829"] }, "us-gaap_RelatedPartyTransactionPurchasesFromRelatedParty": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionPurchasesFromRelatedParty", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/RelatedPartyTransactionsDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Raw materials purchased from related party investor", "label": "Related Party Transaction. Purchases from Related Party", "documentation": "Purchases during the period (excluding transactions that are eliminated in consolidated or combined financial statements) with related party." } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsAbstract", "lang": { "en-us": { "role": { "terseLabel": "Related Party Transactions [Abstract]", "label": "Related Party Transactions [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionsByRelatedPartyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsByRelatedPartyAxis", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfOperationsandComprehensiveLossParenthetical"] }, "lang": { "en-us": { "role": { "terseLabel": "Related Party [Axis]", "label": "Related and Nonrelated Parties [Axis]", "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": ["r267", "r431", "r637", "r638", "r730", "r736", "r795", "r796", "r797", "r798", "r799", "r819", "r821", "r851", "r1235"] }, "us-gaap_RelatedPartyTransactionsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsDisclosureTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/RelatedPartyTransactions"] }, "lang": { "en-us": { "role": { "terseLabel": "Related party transactions", "label": "Related Party Transactions Disclosure [Text Block]", "documentation": "The entire disclosure for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates." } } }, "auth_ref": ["r634", "r635", "r636", "r638", "r641", "r783", "r784", "r785", "r827", "r828", "r829", "r848", "r850"] }, "us-gaap_RepaymentsOfLongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfLongTermDebt", "crdr": "credit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 4.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfCashFlows"] }, "lang": { "en-us": { "role": { "negatedLabel": "Repayments of long-term debt", "label": "Repayments of Long-Term Debt", "documentation": "The cash outflow for debt initially having maturity due after one year or beyond the normal operating cycle, if longer." } } }, "auth_ref": ["r100", "r780"] }, "srt_RepurchaseAgreementCounterpartyNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RepurchaseAgreementCounterpartyNameDomain", "presentation": ["http://imetricx.edgar-online.com/role/SubsequentEventsDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Counterparty Name [Domain]", "label": "Counterparty Name [Domain]" } } }, "auth_ref": ["r205", "r206", "r379", "r395", "r640", "r661", "r726", "r888", "r889"] }, "us-gaap_ResearchAndDevelopmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpense", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfOperationsandComprehensiveLoss": { "parentTag": "us-gaap_CostsAndExpenses", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfOperationsandComprehensiveLoss"] }, "lang": { "en-us": { "role": { "terseLabel": "Research and development", "label": "Research and Development Expense", "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": ["r481", "r880", "r899", "r1244"] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationStockBasedCompensationExpenseDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Research and development", "label": "Research and Development Expense [Member]", "documentation": "Primary financial statement caption in which the reported facts about research and development expense have been included." } } }, "auth_ref": [] }, "us-gaap_ResearchAndDevelopmentExpensePolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpensePolicy", "presentation": ["http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesPolicies"] }, "lang": { "en-us": { "role": { "terseLabel": "Research and development", "label": "Research and Development Expense, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for costs it has incurred (1) in a planned search or critical investigation aimed at discovery of new knowledge with the hope that such knowledge will be useful in developing a new product or service, a new process or technique, or in bringing about a significant improvement to an existing product or process; or (2) to translate research findings or other knowledge into a plan or design for a new product or process or for a significant improvement to an existing product or process." } } }, "auth_ref": ["r480"] }, "us-gaap_ResearchMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchMember", "presentation": ["http://imetricx.edgar-online.com/role/IncometaxesAdditionalInformationDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Research Tax Credit Carryforward", "label": "Research Tax Credit Carryforward [Member]", "documentation": "Research tax credit carryforwards arising from certain qualifying expenditures incurred to develop new products and processes." } } }, "auth_ref": ["r1213"] }, "srt_RestatementAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RestatementAxis", "presentation": ["http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesAdditionalInformationDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Revision of Prior Period [Axis]", "label": "Revision of Prior Period [Axis]" } } }, "auth_ref": ["r156", "r208", "r209", "r210", "r212", "r213", "r216", "r217", "r218", "r219", "r222", "r223", "r224", "r225", "r226", "r227", "r240", "r306", "r307", "r527", "r528", "r530", "r531", "r539", "r540", "r565", "r569", "r570", "r571", "r609", "r611", "r632", "r633", "r762", "r763", "r764", "r765", "r766", "r767", "r768", "r769", "r770", "r771", "r776", "r1114"] }, "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": { "terseLabel": "Restatement Determination Date", "label": "Restatement Determination Date [Axis]", "documentation": "Restatement Determination Date" } } }, "auth_ref": ["r982", "r993", "r1003", "r1036"] }, "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": { "terseLabel": "Restatement Determination Date", "label": "Restatement Determination Date" } } }, "auth_ref": ["r983", "r994", "r1004", "r1037"] }, "ecd_RestatementDoesNotRequireRecoveryTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"] }, "lang": { "en-us": { "role": { "terseLabel": "Restatement does not require Recovery", "label": "Restatement Does Not Require Recovery [Text Block]" } } }, "auth_ref": ["r990", "r1001", "r1011", "r1044"] }, "srt_RestatementDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RestatementDomain", "presentation": ["http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesAdditionalInformationDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Revision of Prior Period [Domain]", "label": "Revision of Prior Period [Domain]" } } }, "auth_ref": ["r156", "r208", "r209", "r210", "r212", "r213", "r216", "r217", "r218", "r219", "r222", "r223", "r224", "r225", "r226", "r227", "r240", "r306", "r307", "r527", "r528", "r530", "r531", "r539", "r540", "r565", "r569", "r570", "r571", "r609", "r611", "r632", "r633", "r762", "r763", "r764", "r765", "r766", "r767", "r768", "r769", "r770", "r771", "r776", "r1114"] }, "us-gaap_RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember", "presentation": ["http://imetricx.edgar-online.com/role/CashandCashEquivalentsDetails"] }, "http://imetricx.edgar-online.com/role/FairvaluemeasurementSummaryofCompanysFinancialAssetsandLiabilitiesMeasuredatFairValueonaRecurringBasisDetails"] }, "lang": { "en-us": { "role": { "terseLabel": "Cash and Cash Equivalents [Domain]", "label": "Cash and Cash Equivalents [Domain]", "documentation": "Type of cash and cash equivalent. Cash is 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." } } }, "auth_ref": ["r164"] }, "us-gaap_RestrictedCashNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashNoncurrent", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesCashandCashEquivalentsDetails": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "weight": 1.0, "order": 1.0 } }, "http://imetricx.edgar-online.com/role/ConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 5.0 } }, "presentation

online.com/20240930, "localname": "RestrictedStockUnitsAndPerformanceStockUnitsMember", "presentation": ["http://imetrix.edgar-online.com/role/NetlosspershareattributabletocommonstockholdersAntidilutiveDetail"], "lang": { "en-us": { "role": { "terseLabel": "Unvested restricted stock units and performance stock units", "label": "Restricted Stock Units And Performance Stock Units [Member]", "documentation": "Restricted Stock Units And Performance Stock Units" } } }, "auth_ref": [] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://imetrix.edgar-online.com/role/StockbasedcompensationActivityUnderTheEquityIncentivePlansDetails", "http://imetrix.edgar-online.com/role/StockbasedcompensationAdditionalInformationDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restricted Stock Unit", "label": "Restricted Stock Units (RSUs) [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_RestructuringAndRelatedActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedActivitiesAbstract", "lang": { "en-us": { "role": { "label": "Restructuring and Related Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RestructuringAndRelatedActivitiesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedActivitiesDisclosureTextBlock", "presentation": ["http://imetrix.edgar-online.com/role/A2023Restructuringandothercosts"], "lang": { "en-us": { "role": { "verboseLabel": "2023 Restructuring and other costs", "label": "Restructuring and Related Activities Disclosure [Text Block]", "documentation": "The entire disclosure for restructuring and related activities. Description of restructuring activities such as exit and disposal activities, include facts and circumstances leading to the plan, the expected plan completion date, the major types of costs associated with the plan activities, total expected costs, the accrual balance at the end of the period, and the periods over which the remaining accrual will be settled." } } }, "auth_ref": ["r349", "r350", "r352", "r355", "r360"] }, "us-gaap_RestructuringAndRelatedCostExpectedNumberOfPositionsEliminated": { "xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedCostExpectedNumberOfPositionsEliminated", "presentation": ["http://imetrix.edgar-online.com/role/A2023RestructuringandothercostsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring and related cost, expected number of positions eliminated", "label": "Restructuring and Related Cost, Expected Number of Positions Eliminated", "documentation": "The expected number of positions to be eliminated as a result of restructuring activities." } } }, "auth_ref": [] }, "us-gaap_RestructuringAndRelatedCostNumberOffPositionsEliminatedPeriodPercent": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedCostNumberOffPositionsEliminatedPeriodPercent", "presentation": ["http://imetrix.edgar-online.com/role/A2023RestructuringandothercostsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring and related cost, number of positions eliminated, period percent", "label": "Restructuring and Related Cost, Number of Positions Eliminated, Period Percent", "documentation": "The number of positions eliminated during the period as a percentage of total positions eliminated during the period in connection with the restructuring plan(s)." } } }, "auth_ref": [] }, "us-gaap_RestructuringCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCharges", "crdr": "debit", "presentation": ["http://imetrix.edgar-online.com/role/A2023RestructuringandothercostsNarrativeDetails", "http://imetrix.edgar-online.com/role/A2023RestructuringandothercostsRestructuringChargesDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Restructuring charges", "terseLabel": "Restructuring and other costs", "label": "Restructuring Charges", "documentation": "Amount of expenses associated with exit or disposal activities pursuant to an authorized plan. 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Excludes expenses related to a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r7"] }, "us-gaap_RestructuringIncurredCostStatementOfIncomeOrComprehensiveIncomeExtensibleEnumeration": { "xbrltype": "enumerationSetItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringIncurredCostStatementOfIncomeOrComprehensiveIncomeExtensibleEnumeration", "presentation": ["http://imetrix.edgar-online.com/role/A2023RestructuringandothercostsRestructuringChargesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring charges, statement of income or comprehensive income", "label": "Restructuring Charges, Statement of Income or Comprehensive Income [Extensible Enumeration]", "documentation": "Indicates line item in statement of income or comprehensive income that includes restructuring charges." } } }, "auth_ref": ["r1065", "r1066"] }, "us-gaap_RestructuringPlanAxis": { "xbrltype": "stringItemType", "nsuri": 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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": ["r135", "r136", "r241", "r244", "r245", "r257", "r259", "r261", "r262", "r264", "r419", "r420", "r682"] }, {"us-gaap_RevenueFromContractWithCustomerMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerMember", "presentation": ["http://imetricx.edgar-online.com/role/RevenueNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue", "label": "Revenue from Contract with Customer Benchmark", "documentation": "Revenue from satisfaction of performance obligation by transferring promised product and service to customer, when it serves as benchmark in concentration of risk calculation." } } }, "auth_ref": ["r264", "r1069"] }, {"us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/Revenue"], "lang": { "en-us": { "role": { "terseLabel": "Revenue", "label": "Revenue from Contract with Customer [Text Block]", "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": ["r152", "r411", "r412", "r413", "r414", "r415", "r416", "r417", "r418", "r423"] }, {"us-gaap_RevenueRecognitionPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRecognitionPolicyTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/SummaryOfSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Revenue recognition", "label": "Revenue [Policy Text Block]", "documentation": "Disclosure of accounting policy for revenue. Includes revenue from contract with customer and from other sources." } } }, "auth_ref": ["r823", "r881", "r892"] }, {"us-gaap_RevenueRemainingPerformanceObligation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligation", "crdr": "credit", "presentation": ["http://imetricx.edgar-online.com/role/RevenueNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Performance obligation amount", "label": "Revenue, Remaining Performance Obligation, Amount", "documentation": "Amount of transaction price allocated to performance obligation that has not been recognized as revenue." } } }, "auth_ref": ["r148"] }, {"us-gaap_RevenuesFromExternalCustomersAndLongLivedAssetsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenuesFromExternalCustomersAndLongLivedAssetsLineItems", "presentation": ["http://imetricx.edgar-online.com/role/RevenueNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenues from External Customers and Long-Lived Assets [Line Items]", "label": "Revenues from External Customers and Long-Lived Assets [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities." } } }, "auth_ref": ["r32"] }, {"us-gaap_ScheduleOfCashAndCashEquivalentsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCashAndCashEquivalentsTable", "presentation": ["http://imetricx.edgar-online.com/role/CashandCashEquivalentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash and Cash Equivalent [Table]", "label": "Cash and Cash Equivalent [Table]", "documentation": "Disclosure of information about cash and cash equivalent by type. Excludes restricted cash and cash equivalent." } } }, "auth_ref": [] }, {"us-gaap_ScheduleOfCashAndCashEquivalentsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCashAndCashEquivalentsTableTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/CashandCashEquivalentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Cash and Cash Equivalents", "label": "Schedule of Cash and Cash Equivalents [Table Text Block]", "documentation": "Tabular disclosure of the components of cash and cash equivalents." } } }, "auth_ref": [] }, {"us-gaap_ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/IncometaxesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Components of the Provision for Income Taxes", "label": "Schedule of Components of

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Includes, but is not limited to, corresponding line item in financial statement." } } }, "auth_ref": ["r49"] }, "us-gaap_ScheduleOfEntityWideInformationRevenueFromExternalCustomersByProductsAndServicesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEntityWideInformationRevenueFromExternalCustomersByProductsAndServicesTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/RevenueTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Revenue by Product", "label": "Revenue from External Customers by Products and Services [Table Text Block]", "documentation": "Tabular disclosure of entity-wide revenues from external customers for each product or service or each group of similar products or services if the information is not provided as part of the reportable operating segment information." } } }, "auth_ref": ["r40"] }, "twst_ScheduleOfEstimatedUsefulLivesOfPropertyPlantAndEquipmentTableTextBlock": { 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Finite-Lived Intangible Assets [Table Text Block]", "documentation": "Tabular disclosure of assets, excluding financial assets and goodwill, lacking physical substance with a finite life, by either major class or business segment." } } }, "auth_ref": ["r906", "r1157"] }, "us-gaap_ScheduleOfGoodwillTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfGoodwillTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/GoodwillandintangibleassetsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Goodwill", "label": "Schedule of Goodwill [Table Text Block]", "documentation": "Tabular disclosure of goodwill by reportable segment and in total which includes a rollforward schedule." } } }, "auth_ref": ["r905", "r1139", "r1140", "r1141", "r1142", "r1143", "r1144", "r1145", "r1146", "r1147", "r1148", "r1149"] }, "us-gaap_ScheduleOfIncomeBeforeIncomeTaxDomesticAndForeignTableTextBlock": { "xbrltype": 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in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated depreciation." } } }, "auth_ref": ["r8", "r626"] }, "us-gaap_ScheduleOfRelatedPartyTransactionsByRelatedPartyTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRelatedPartyTransactionsByRelatedPartyTable", "presentation": ["http://imetricx.edgar-online.com/role/RelatedpartytransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party Transaction [Table]", "label": "Related Party Transaction [Table]", "documentation": "Disclosure of information about related party transaction." } } }, "auth_ref": ["r62", "r63", "r825", "r826", "r829"] }, "us-gaap_ScheduleOfRestrictedCashAndCashEquivalentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestrictedCashAndCashEquivalentsTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesTables"], "lang": { "en-us": { "role": { "terseLabel": "Restrictions on Cash and Cash Equivalents", "label": "Restrictions on Cash and Cash Equivalents [Table Text Block]", "documentation": "Tabular disclosure of cash and cash equivalents restricted as to withdrawal or usage." } } }, "auth_ref": ["r15", "r124", "r1246"] }, "us-gaap_ScheduleOfRestructuringAndRelatedCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestructuringAndRelatedCostsTable", "presentation": ["http://imetricx.edgar-online.com/role/A2023RestructuringandothercostsAccrualActivityandPaymentsRelatingtoCashBasedRestructuringChargesDetails", "http://imetricx.edgar-online.com/role/A2023RestructuringandothercostsRestructuringChargesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Cost [Table]", "label": "Restructuring Cost [Table]", "documentation": "Disclosure of information about restructuring cost. Includes, but is not limited to, expected cost, cost incurred, statement of income caption that includes restructuring cost recognized, and amount of restructuring reserve." } } }, "auth_ref": ["r351", "r352", "r353", "r354", "r357", "r358", "r359"] }, "us-gaap_ScheduleOfRestructuringAndRelatedCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestructuringAndRelatedCostsTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/A2023RestructuringandothercostsTables"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring and Related Costs", "label": "Restructuring and Related Costs [Table Text Block]", "documentation": "Tabular disclosure of costs

incurred for restructuring including, but not limited to, exit and disposal activities, remediation, implementation, integration, asset impairment, and charges against earnings from the write-down of assets." } } }, "auth_ref": ["r46", "r109", "r110"] } }.

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An entity may also provide subtotals of geographic information about groups of countries." } } }, "auth_ref": ["r41", "r90"] }, "us-gaap_ScheduleOfRevenuesFromExternalCustomersAndLongLivedAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRevenuesFromExternalCustomersAndLongLivedAssetsTable", "presentation": ["http://imetricx.edgar-online.com/role/BalancesheetcomponentsNarrativeDetails", "http://imetricx.edgar-online.com/role/RevenueNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Revenues from External Customers and Long-Lived Assets [Table]", "label": "Schedule of Revenues from External Customers and Long-Lived Assets [Table]", "documentation": "Disclosure of information about revenue from external customer and long-lived asset by geographical area. Long-lived asset excludes financial instrument, customer relationship with financial institution, mortgage and other servicing right, deferred policy acquisition cost, and deferred tax asset." } } }, "auth_ref": ["r41", "r90"] }, "us-gaap_ScheduleOfSegmentReportingInformationBySegmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSegmentReportingInformationBySegmentTable", "presentation": ["http://imetricx.edgar-online.com/role/RevenueByIndustryDetails", "http://imetricx.edgar-online.com/role/RevenueByProductDetails", "http://imetricx.edgar-online.com/role/RevenueGeographicRegionDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Segment Reporting Information, by Segment [Table]", "label": "Schedule of Segment Reporting Information, by Segment [Table]", "documentation": "Disclosure of information about profit (loss) and total assets by reportable segment." } } }, "auth_ref": ["r37", "r38", "r39"] }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationActivityUnderTheEquityIncentivePlansDetails", "http://imetricx.edgar-online.com/role/StockbasedcompensationStockBasedCompensationExpenseDetails", "http://imetricx.edgar-online.com/role/StockbasedcompensationStockOptionActivityDetails", "http://imetricx.edgar-online.com/role/StockbasedcompensationValuationAssumptionsDetail"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table]", "label": "Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]", "documentation": "Disclosure of information about share-based payment arrangement." } } }, "auth_ref": ["r435", "r437", "r439", "r440", "r441", "r443", "r444", "r445", "r446", "r447", "r448", "r449", "r450", "r451", "r452", "r453", "r454", "r455", "r456", "r457", "r458", "r459", "r460", "r463", "r464", "r465", "r466", "r467"] }, "us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Share-based Payment Arrangement, Option, Activity", "label": "Share-Based Payment Arrangement, Option, Activity [Table Text Block]", "documentation": "Tabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value." } } }, "auth_ref": ["r12", "r13", "r114"] }, "us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Weighted Average Valuation Assumptions", "label": "Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block]", "documentation": "Tabular disclosure of the significant assumptions used during the year to estimate the fair value of stock options, including, but not limited to: (a) expected term of share options and similar instruments, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions." } } }, "auth_ref": ["r117"] }, "twst_ScheduleOfSharesReservedForIssuanceTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "ScheduleOfSharesReservedForIssuanceTableTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule Of Shares Reserved For Issuance", "label": "Schedule Of Shares Reserved For Issuance [Table Text Block]", "documentation": "Schedule Of Shares Reserved For Issuance" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfUnrecognizedTaxBenefitsRollForwardTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfUnrecognizedTaxBenefitsRollForwardTableTextBlock", "presentation": 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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_SegmentReportingPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingPolicyPolicyTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/SummaryofsignificantaccountingpoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Segment information", "label": "Segment Reporting, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for segment reporting." } } }, "auth_ref": ["r250", "r251", "r252", "r253", "r254", "r255", "r256", "r260", "r262", "r897", "r898", "r901"] }, "us-gaap_SellingGeneralAndAdministrativeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingGeneralAndAdministrativeExpense", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfOperationsandComprehensiveLoss": { "parentTag": "us-gaap_CostsAndExpenses", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfOperationsandComprehensiveLoss"], "lang": { "en-us": { "role": { "terseLabel": "Selling, general and administrative", "label": "Selling, General and Administrative Expense", "documentation": "The

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." } } }, "auth_ref": ["r95"] }, "us-gaap_SellingGeneralAndAdministrativeExpensesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingGeneralAndAdministrativeExpensesMember", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationStockBasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Selling, general and administrative", "label": "Selling, General and Administrative Expenses [Member]", "documentation": "Primary financial statement caption encompassing selling, general and administrative expense." } } }, "auth_ref": [] }, "us-gaap_SeveranceCosts1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SeveranceCosts1", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/A2023RestructuringandothercostsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Severance costs", "label": "Severance Costs", "documentation": "Amount of expenses for special or contractual termination benefits provided to current employees involuntarily terminated under a benefit arrangement associated exit or disposal activities pursuant to an authorized plan. Excludes expenses related to one-time termination benefits, a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r7"] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensation", "crdr": "debit", "calculation": { "http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 11.0 } }, "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Stock-based compensation", "label": "Share-Based Payment Arrangement, Noncash Expense", "documentation": "Amount of noncash expense for share-based payment arrangement." } } }, "auth_ref": ["r6"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Vesting period", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period", "documentation": "Period over which grantee's right to exercise award under share-based payment arrangement is no longer contingent on satisfaction of service or performance condition, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, combination of market, performance or service condition." } } }, "auth_ref": ["r925"] }, "twst_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsGrantedFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsGrantedFairValue", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Awards aggregate fair value", "label": "Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments, Granted, Fair Value", "documentation": "The aggregate grant-date fair value of share-based awards granted during the reporting period as calculated by applying the disclosed option pricing methodology." } } }, "auth_ref": [] }, 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average grant date fair value, ending balance (in dollars per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value", "documentation": "Per share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options." } } }, "auth_ref": ["r451", "r452"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationActivityUnderTheEquityIncentivePlansDetails"], "lang": { "en-us": { "role": { "terseLabel": "Weighted average grant date fair value per share", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract]" } } }, "auth_ref": [] }, "twst_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageRemainingContractualTerm": { "xbrltype": "durationItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageRemainingContractualTerm", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationStockOptionActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Weighted average remaining contractual term (years). 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by Share-Based Payment Award, Equity Instruments Other than Options, Share-Based Liabilities Paid", "documentation": "Amount of cash paid to settle liability for award under share-based payment arrangement." } } }, "auth_ref": ["r458"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofStockholdersEquity", "http://imetricx.edgar-online.com/role/StockbasedcompensationActivityUnderTheEquityIncentivePlansDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Vesting of restricted stock units (in shares)", "negatedTerseLabel": "Vested/Issued (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period." } } }, "auth_ref": ["r455"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodTotalFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodTotalFairValue", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Vested in period, fair value", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair Value", "documentation": "Fair 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." } } }, "auth_ref": ["r458"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationActivityUnderTheEquityIncentivePlansDetails"], "lang": { "en-us": { "role": { "terseLabel": "Vested/Issued (in dollars per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value", "documentation": "The weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement." } } }, "auth_ref": ["r455"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationAdditionalInformationDetails", "http://imetricx.edgar-online.com/role/StockbasedcompensationValuationAssumptionsDetail"], "lang": { "en-us": { "role": { "terseLabel": "Dividend yield", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate", "documentation": "The estimated dividend rate (a percentage of the share price) to be paid (expected dividends) to holders of the underlying shares over the option's term." } } }, "auth_ref": ["r465"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationValuationAssumptionsDetail"], "lang": { "en-us": { "role": { "terseLabel": "Expected volatility", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate", "documentation": "The estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": ["r464"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationValuationAssumptionsDetail"], "lang": { "en-us": { "role": { "terseLabel": "Risk-free interest rate", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate", "documentation": "The risk-free interest rate assumption that is used in valuing an option on its own shares." } } }, "auth_ref": ["r466"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationActivityUnderTheEquityIncentivePlansDetails", "http://imetricx.edgar-online.com/role/StockbasedcompensationAdditionalInformationDetails", "http://imetricx.edgar-online.com/role/StockbasedcompensationStockBasedCompensationExpenseDetails", "http://imetricx.edgar-online.com/role/StockbasedcompensationStockOptionActivityDetails", "http://imetricx.edgar-online.com/role/StockbasedcompensationValuationAssumptionsDetail"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Compensation Arrangement by Share-based Payment Award [Line Items]", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award [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": ["r435", "r437", "r439", "r440", "r441", "r443", "r444", "r445", "r446", "r447", "r448", "r449", "r450", "r451", "r452", "r453", "r454", "r455", "r456", "r457", "r458", "r459", "r460", "r463", "r464", "r465", "r466", "r467"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationReservedForIssuanceDetails"], "lang": { "en-us": { "role": { "terseLabel": "Additional shares authorized (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized", "documentation": "Number of additional shares authorized for issuance under share-based payment arrangement." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Maximum aggregate number of shares (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized", "documentation": "Number of shares authorized for issuance under share-based payment arrangement." } } }, "auth_ref": ["r926"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsAdditionalDisclosuresAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsAdditionalDisclosuresAbstract" } } } }

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Exercisable, Number", "documentation": "The number of shares into which fully or partially vested stock options outstanding as of the balance sheet date can be currently converted under the option plan." } } }, "auth_ref": ["r445"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationStockOptionActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Weighted average exercise price per share, Exercisable (in dollars per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price", "documentation": "The weighted-average price as of the balance sheet date at which grantees can acquire the shares reserved for issuance on vested portions of options outstanding and currently exercisable under the stock option plan." } } }, "auth_ref": ["r445"] }, "twst_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisedIntrinsicValue": { "xbrltype": "monetaryItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisedIntrinsicValue", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationStockOptionActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Exercised", "label": "Share-based Compensation Arrangement by Share-based Payment Award, Options, Exercised, Intrinsic Value", "documentation": "Share-based Compensation Arrangement by Share-based Payment Award, Options, Exercised, Intrinsic Value" } } }, "auth_ref": [] }, 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Includes, but is not limited to, methodology and assumption used in measuring cost." } } }, "auth_ref": ["r434", "r442", "r461", "r462", "r463", "r464", "r467", "r473", "r474", "r475", "r476"] }, "twst_ShareBasedPaymentArrangementExpenseCredit": { "xbrltype": "monetaryItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "ShareBasedPaymentArrangementExpenseCredit", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationAdditionalinformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-based payment arrangement, expense (credit)", "label": "Share-Based Payment Arrangement, Expense (Credit)", "documentation": "Share-Based Payment Arrangement, Expense (Credit)" } } }, "auth_ref": [] }, "us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardAwardVestingRightsPercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharebasedCompensationArrangementBySharebasedPaymentAwardAwardVestingRightsPercentage", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationAdditionalinformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Percentage of PSUs that may vest based on performance", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage", "documentation": "Percentage of vesting of award under share-based payment arrangement." } } }, "auth_ref": ["r1181"] }, "us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardEquityInstrumentsOtherThanOptionsAggregateIntrinsicValueAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharebasedCompensationArrangementBySharebasedPaymentAwardEquityInstrumentsOtherThanOptionsAggregateIntrinsicValueAbstract", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationStockOptionActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Aggregate intrinsic value", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value [Abstract]", "documentation": "Intrinsic value of nonvested award under share-based payment arrangement. Excludes share and unit options." } } }, "auth_ref": [] }, "us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardEquityInstrumentsOtherThanOptionsAggregateIntrinsicValueNonvested": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharebasedCompensationArrangementBySharebasedPaymentAwardEquityInstrumentsOtherThanOptionsAggregateIntrinsicValueNonvested", "crdr": "debit", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationStockOptionActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Aggregate intrinsic value, Nonvested at September 30, 2022", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value, Nonvested", "documentation": "Intrinsic value of nonvested award under share-based payment arrangement. Excludes share and unit options." } } }, "auth_ref": [] }, "us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptionsExpectedTerm1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharebasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptionsExpectedTerm1", "presentation": ["http://imetricx.edgar-online.com/role/StockbasedcompensationValuationAssumptionsDetail"], "lang": { "en-us": { "role": { "terseLabel": "Expected term (years)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term", "documentation": "Expected 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." } } }, "auth_ref": ["r463"] }, "us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableIntrinsicValue1": { "xbrltype": 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Arrangement includes, but is not limited to, grantor incurring liability for product and service based on price of its shares." } } }, "auth_ref": ["r1107"] }, "us-gaap_StockIssued1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssued1", "crdr": "credit", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of common stock in connection with the business acquisition", "label": "Stock Issued", "documentation": "The fair value of stock issued in noncash financing activities." } } }, "auth_ref": ["r28", "r29", "r30"] }, "us-gaap_StockIssuedDuringPeriodSharesAcquisitions": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesAcquisitions", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Business acquisition (in shares)", "label": "Stock Issued During Period, Shares, Acquisitions", "documentation": "Number of shares of stock issued during the period pursuant to acquisitions." } } }, "auth_ref": ["r79", "r80", "r113"] }, "us-gaap_StockIssuedDuringPeriodSharesEmployeeStockPurchasePlans": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesEmployeeStockPurchasePlans", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofStockholdersEquity", "http://imetricx.edgar-online.com/role/StockbasedcompensationReservedForIssuanceDetails"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of shares under the employee stock purchase plan (in shares)", "negatedLabel": "Shares issued during the period (in shares)", "label": "Stock Issued During Period, Shares, Employee Stock Purchase Plans", "documentation": "Number of shares issued during the period as a result of an employee stock purchase plan." } } }, "auth_ref": ["r11", "r79", "r80", "r113"] }, "us-gaap_StockIssuedDuringPeriodSharesNewIssues": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesNewIssues", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsofStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of common stock in public offerings, net of underwriting discounts, commissions and offering expenses (in shares)", "label": "Stock Issued During Period, Shares, New Issues", "documentation": "Number of new stock issued during the period." } } }, "auth_ref": ["r11", "r79", "r80", "r113", "r779", "r844", "r861"] }

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Some state laws may govern the circumstances under which an entity may acquire its own stock and prescribe the accounting treatment therefore. 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User is expected to use existing line items from elsewhere in the taxonomy as the primary line items for this disclosure, which is further associated with dimension and member elements pertaining to a subsequent event." } } }, "auth_ref": ["r608", "r643"] }, "us-gaap_SubsequentEventMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventMember", "presentation": ["http://imetricx.edgar-online.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Subsequent events", "label": "Subsequent Event [Member]", "documentation": "Identifies event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": ["r608", "r643"] }, "us-gaap_SubsequentEventTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventTable", "presentation": ["http://imetricx.edgar-online.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Subsequent Event [Table]", "label": "Subsequent Event [Table]", "documentation": "Disclosure of information about significant event or transaction occurring between statement of financial position date and date when financial statements were issued." } } }, "auth_ref": ["r608", "r643"] }, "us-gaap_SubsequentEventTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventTypeAxis", "presentation": ["http://imetricx.edgar-online.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Subsequent Event Type [Axis]", "label": "Subsequent Event Type [Axis]", "documentation": "Information by event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": ["r608", "r643"] }, "us-gaap_SubsequentEventDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventDomain", "presentation": ["http://imetricx.edgar-online.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Subsequent Event Type [Domain]", "label": "Subsequent Event Type [Domain]", "documentation": "Event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": ["r608", "r643"] }, "us-gaap_SubsequentEventsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventsAbstract", "lang": { "en-us": { "role": { "terseLabel": "Subsequent Events [Abstract]", "label": "Subsequent Events [Abstract]" } } }, "auth_ref": [] }, "us-gaap_SubsequentEventsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventsTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/SubsequentEvents"], "lang": { "en-us": { "role": { "terseLabel": "Subsequent Events", "label": "Subsequent Events [Text Block]", "documentation": "The entire disclosure for significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued. Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business." } } }, "auth_ref": ["r642", "r644"] }, "twst_SubsequentPublicOffering1Member": { "xbrltype": "domainItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "SubsequentPublicOffering1Member", "presentation": ["http://imetricx.edgar-online.com/role/CommonstockNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Subsequent Public Offering", "label": "Subsequent Public Offering [Member]", "documentation": "Subsequent Public Offering 1" } } }, "auth_ref": [] }, "us-gaap_SubsidarySaleOfStockAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsidiarySaleOfStockAxis", "presentation": ["http://imetricx.edgar-online.com/role/CommonstockNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Sale of Stock [Axis]", "label": "Sale of Stock [Axis]", "documentation": "Information by type of sale of the entity's stock." } } }, "auth_ref": [] }, "us-gaap_SupplementalBalanceSheetDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SupplementalBalanceSheetDisclosuresTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/Balancesheetcomponents"], "lang": { "en-us": { "role": { "terseLabel": "Balance sheet components", "label": "Supplemental Balance Sheet Disclosures [Text Block]", "documentation": "The entire disclosure for supplemental balance sheet disclosures, including descriptions and amounts for assets, liabilities, and equity." } } }, "auth_ref": ["r1079"] }, "twst_SupplementalBalanceSheetInformationRelatingToCompaniesOperatingLeaseTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "SupplementalBalanceSheetInformationRelatingToCompaniesOperatingLeaseTableTextBlock", "presentation": ["http://imetricx.edgar-online.com/role/LeasesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Supplemental Balance Sheet Information Relating to Companies Operating Lease", "label": "Supplemental Balance Sheet Information Relating To Companies Operating Lease [Table Text Block]", "documentation": "Supplemental balance sheet information relating to companies operating lease [Table text block]" } } }, "auth_ref": [] }, "us-gaap_SupplementalCashFlowInformationAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SupplementalCashFlowInformationAbstract", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Supplemental disclosure of cash flow information", "label": "Supplemental Cash Flow Information [Abstract]" } } }, "auth_ref": [] }, "twst_SyntheticGenesMember": { "xbrltype": "domainItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "SyntheticGenesMember", "presentation": ["http://imetricx.edgar-online.com/role/RevenueByProductDetails"], "lang": { "en-us": { "role": { "terseLabel": "Synthetic genes", "label": "Synthetic Genes [Member]", "documentation": "Synthetic genes." } } }, "auth_ref": [] }, "ecd_TabularListTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TabularListTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Tabular

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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": ["r69", "r70"] }, "twst_TenantImprovementAllowanceAcquiredThroughPropertyAndEquipmentCapitalized": { "xbrltype": "monetaryItemType", "nsuri": "http://imetricx.edgar-online.com/20240930", "localname": "TenantImprovementAllowanceAcquiredThroughPropertyAndEquipmentCapitalized", "crdr": "credit", "presentation": ["http://imetricx.edgar-online.com/role/ConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Tenant improvement allowance capitalized in property and equipment", "label": "Tenant Improvement Allowance Acquired Through Property And Equipment Capitalized", "documentation": "Tenant Improvement Allowance Capitalized In Property And Equipment" } } }, "auth_ref": [] }, "srt_TitleOfIndividualAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "TitleOfIndividualAxis", 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E^F8@/(7@BS^X3<8 M#ZVH6K2R+KNF@KYSSR|J<J>S^Q9N_(3^ M#80Y+^HC7^QZLJP&S^<P<@ZM95:Z /M^*=RIJQH> Z17#^"P0C5=>4I M^V@|>A.HZ?OY4>GJ|55FWTI^66ZWJNLH^C-IK_U69^U&FVZUK8&F8|I^ MJMV 5<~8^2^E=|J|9&G&5/R@.5I6H^MEOMBPR- |>+=>F.JG=BT_F@_~! M6_GO-AX/GC13JP7|M9^4D9XT4ZL^>|6?E)&~>~>M?NUGY21GC1:KS<~>~&T M^*O&^W.Y4=J5=:7IN5P9|(^M MJE#|^7?Q10?Z^FTDT^0^VN^1#+>V<~8^H^X+AG:~#H75D(C%_NS^03CI.Q070U3 MF5U.<|(SP)>3^U57:~)@WIO3 Y=9Q.^WM M7B9N>KNS^:ZA2AV33V0=>S^I-U:O)(J FR^I^V3I|^%T|^T^22)2NRS2EIK M\$QPIZJ|I8^S^ NIM@B5=BKZR^J^N0\$K^I^J^~^M^A^2-19- J1=9BM|N@0I+ MJBIVB#+>RAO-2)/G\$F>+>#-(X4 MW.G^!N-97K#-TM^VJFL;U%)G2/5)9ZWK)>J4^%)JT+E#.@?|R|I(1ZOG^6| IM5I4MZMG.W|P.I:F2\$E3:YND^"NG'E: MF65^4FZNK#7|420BXU_#88_!_C|C7I^>+C17BDF.H^49<I|B&^HKQ|FVERMK M529&):9196WE|Z+&NT^ MY8JOW^?WISV5EY+>Z|E&:W0!\$|E|I^ N5LTIWQPG2<|BITS2WCJ+ D1 M2.MD7E:J0^?045T?&T_&Y5U^Y OPI_+6<|I^J40LD<3 TI9= :O:(QG M9J^RUGVE2?^4-LM>9>UY\$T@F5^SN^>^Z923" W|I|B|A>Z/>Z^|YCI|98WV MAU:A5Y;GU2^59^7TUN?|JUWZJL^Y6 M_8)FXBF>7_@-EZ=W8R&? #/:E2IQ?<78?N4Q<O(1%LU&L&ZOAQVFN6)=#P4J M5?B#3/|<.:2^49\$A9X@ 4JY EXF 7@/I/SW2^DSI;+>UJMV:~<^&V.98G|. M|JIRW:KO^=>S\$)B<7+>8G>_OLC3IY@EUO.I R.E&EWD/WG7>|V\$ MDI\$^I1.82FU.H_..Z):P/(XAS>KZR3ID^\$*>^&^60 8YNDLDZ>|>WG|. MINOQ^>~\$27(^2A9LN/7LD.HZ=K \$S1.Q\$WAV9A8FX@N>|)QI&|4P> >^5I>W:6Z\$Z:I#~CJN>HWI?W@F2>9HTKZY^PHL_MJ^T4%>D7Q\$JPK-E\$:/QCT4A|LP2_U\$9FZO/KZ.C.S#RKKKDWA2ZCSX5I5@#P^JR97BGJMIHGRAOP4=73.19215(X8ZJ-BM4#NB_MHZ-QG\$Y^42&WIEDR8 7BL=GD8A1/GJA=D-EG0I^LYB=R^D7LPXKZU^I^F=I^M29~;TGW01_V=20#J> MML^I^OIXU)78@MLBD-N/5O@^7V?AYOB7507%EB3U_/PI?O5-M32 >@~I7B62.M2.F86D29TFE66L^AT6EMBE2G62FSEF.CTHI4+I2ZML%ZII2IK.9>8 T3ENG M37E-F9<0=ELI:3_3C2Q|C|~>=SS_<X^2%\$Y^3PAY:22Q M2Y61C^285|+^ZUOZEB1-L+M4S:ME25/5)YBZ^5E24E5)YBZ^5E24#/(B5SR-13+XA2=J>RKHR_RJ@4%:6:5)SQ_I-Q4YE730+ MN_/_FPZ92- :2/3WWN^%>RFX_"/7^A1F^6Z/5WOIKW_YM0B5&#&J1>5CP6 MP^3JU^A_CALHXZ^6KJ^4JZL^4_5_4GN:F4=19M^G0|NU>|3I^5N=2U^A(C^M^Q)1P>L7#7 M^N#J|^~^XMX^F8XON1GY%PZ|YFRF8ADH&_OTOY^AG_@N_7 MX3^4ZNI6GU7UXBB+@E:63_9ZB/PEFSC:G7I^JND.W#W VP0Z>5YK^0D< MW>KZS^Y.U^>7=^*N^7^S/I^UU22H^>KU63GUMBU_EO=IYF^VG?DH2>R/JX_M#>77)? &KZS_(LU|^3=)^H^<^C^D)S^#+L1=>B\$^FEW~^ SIRPU^CDEDU36ZU=3R%~HLIZYQVDP^QTKQ_MJ&PT9D+>B^T|^1X^I7? 2IY4+>#)97UZU^W^&:237^MD4.PY2B5^I^V23% 2\$&^I^M5+>(LE1-WSPLE5F4>_H|BEKVY\$P=>#>9C&S>QNF=Y0%=>+>9#05_91MA3%KM)^ M=LLD1U_MIT^O_A9%^>NE7V7=7.611^NYFA^KW9+FL^IR#_2.9^K8XG_@QI^A.6 M9Y.5GI8I>_IV^AE6+>WZ0Z^MILHJ3^LO1&M_M? %5<74Q|^344XX#^14^9Q M^>8+XR^8J^I^VZK5^W%GC39^C%6:2IEF29GPKZ.MT=>GIZN>M^H^D+^I^IM%_MH>6^32+^N|^+T3HL^LM2^&FVYMX)4IES^O- 7>>@.CI^>J^X2O.K9_V&JWN^ITHZK5WIW?_T%16SR^ML&E:B22YHKG=>1SNX\$>WLKHFXQU&X_K950H^=:S2L^I^UU6W^K^2E+ MQT>=>IO>:(C.GU@)E|H\$PC5-YI)<6=>~^JQ_LH&(IX<~?T:MJ^OO#>X#(=ML>30#<42U81^523UC4K|F.HX^OTVZTF9C^P%HS:~2^NWI |BU1M1CQ\$BQ1H M>I0GL^IX%PR^568LP5^R_LI:2WD4E.Y0+^9IY@L.D\$G15OOI^0/X>):\$LX2_MLB2@=H^>^>C<5BDR^R^"4>K\$|S^OZI'? -6&I8C96_C^XVTDU^#AF\$SAT M^+TT-ORIY^O-0-LABE^QZGKI<~>5V2M_6I0R9:12+YOCV7^HS^_OAP^9A M^:ZEUG:>G|H^YV^H5H8DEXI^:~? S5G=K:K+>@>4JC444618QUW^QNC:7-MORR^X-~>@7PHO^&UJ8>22M^ECWY9HJW^CGLZ7A29XJGI<?PI~|KU_~MKD|^%2T2>G5Y42I=7IR=?

+L^NSTZO@^N\X\1.3GX\0++7;R_OGSV=75_MV?7A5.89>G53V\K.R2U&1.CJHDD*5)(_BP2?(==%H.X>/G.A^)^39_9W^I_MLJHYMKW?_8&J0^3V?_MLQNKZQ?#R_MQ@PLDR9=I+||_Z_7>)1%*VD3#4_MJB(NCCZD83XR_Q<0*16>S&R\W7S^Z\X%&I9+1JUGL_UGMB=ML_#>|^-LSD_MM^1X:JG|_<#%TW#18.5B6HMWM=W=>PGZ_-J8V6\MW\JPQN+&.\$2NC.^M^Z:TLYCW9Y<@'3|>AAQ+P>+OUV_W<%V7%AK^29\$S^)*4YF\809V1E8)729_M45<1_B9R=P\E<16N_1R^~SM\A7(EBYHY332K_GGU\2C+=7H\H^<@VZ2-#N\N>707OW5?_QZ_A87\JZ&G@:C->MCD^N17+H+M36DE3J9G46@>)TH^IC+(ACSH^P64^B:~+&&#^VG0_X(7?2:CQ?>V_MQ\$^EXTPHM\W46_1H\^C>||_M\$W_+~HBHCX@905+^YZBR?SQ76>Q?SEZHP.A\JL6^169(V\NW>)0=LD^5\L#ZGQ..F<)*_1D\A_MR^X\$&_A>#_#1:KX_D?Y\JR2M3MD#_WO16_W8_1\$ZTSKLMOI\H+W\^WBP%:_X^RZU\)=N_6MU=K1EZB1^E<_1#DY2_R^*0D#^C\$^GG^VL3W%G;DP=:_I#SOFF\CMX+KQ_MAJ_N_1L\^D^J6_K^|=KW;V<^OP?P2^1)2_C8%:_O_-G_M4JA(A^1FL_U^GAN+PLMKF)#P=Q?2_PV8(OY-?_T^=@TIG%:60&2_EJ1M7VX^)_M296;1_R9@Z^1_OSB^A2E&3=42^S7_9.7<<11+1^O7_?+WM5W(KK7U;N^<M?_P^_N638+W4ITZVCIS@>P#_Y75ZGTXBDD)YE>:9_+B^52N(S<1^A^F3_M29\$DU+Fl@_0_G<1E_R_77T_97Q_~ZV#QUO6_ME76B0+@S1)MA+&S^=Q9C%>_<1O_#%:_M_19\$P_~%&-8MFA/FJB>>6\$ZQY)_M+3DKD7=GZIU!;X:XKY?@6P%0%0_TV3*+8_1^O;A1W6WGYIXRS;P\|S\<M-K;U60\9B<9H00_L@(&)_HPI_1^&_~*O_!\$Q6>>>8%18NQJ+L&4_MOLBERM^SM(H\CF_UYU7N_>PD=D\=A=K36V;4\#SKLT9P.9Q_/CFREBSU_M_-[W\12]>2T:<>349\=+XE7KJ5^~V7A>_0^9W_MX9_E_@A^6Z^GZ1CFDV?K5VCYL^RSE_5CL&=A^X3^1(J_ZC_HQ_1\B6_M_&TM;V_N\^U))_=-@_1_U_C_.RFW=(P\$=A)A_V_1\YXN15MZMNQ^&6_MAFD\T2_~V15U0=2K8\1374W_M6^_D@A=1#SH38)PR_OPOB3586>HQ_M_8NK6;&HDB_G_DJ4\(^(\$^M\)(RK12P7B>=,BBVUQG&14R8CL_OEP\0=;1\!MN17^F<9YD3%*VCE0NY\FU_MJ>|+C%=TJ3MIPUC\=L@I3E7F\Z/@5?MU_31C=P=12R_8O\O_CY@9XZ3WL_MJ@EYJCA^L#^+7%071%3R3|>_0Y\1O_G8^22E7P^MX^*E^@G_8J&^&S1@Y_M92T_LFQZDIXR_~M#Z6\$SA1<_1N^Z\N^YID\O4_L\$BHOWTZWPs(1^O<2F@0_M_S\$BLN^P%1\H8_LDS6LTH91^LB8UE>L^6\K\J\$^MIMS_Q.3#X2&09_~FR_M@F2:H(413P)\$U9D\$9VC\^L)""QJ8QG1BY=1F+HA^W2^3@_MH9IO_VYGV\IEV2A^

J=K\?K-C17KY??KM\^X+J8W>NV:Z?>KO5V_M?>+M2C95C&B1_0M#V*Z2X9Y##D:.*#JGI*RBF27/N\36"?0Y?D2:\$_8?P1L_M&GA2P^O@>_-5&@0#F=YF0WMY&PYN3F_C_XY2Q2G@B6&L#DQSP0CIW!_M&Q:~S\Z^A\6Y=1%0\9W6PFQW>LV.53\|G6_|>'5"ZP^VXNMY4:9G#ROL\NPN_MZ\?_I^P?^_P\B=^J0;_ =WEON58M_W\U;-GRP(\C0WM\K_|J\^Q:F@U92V_M2YGOR>TC@^H\$~N8@E9_Y:E6ZB;9L:&XJ^*R=[M:|3_~%0/5JBW\LG-F98^7\|ML#=_@|CJ>);_+X2@.VJGO?XO0A)1F:<+0%2R_5GVX=6H_-X6M)+(L.NR)QTP_6#9:V?G<76O+V?_Z_2:17/&6N?THQTS2>1+9LFR5Y\|@:@8%0K2X-<:8_?2*#A0^84_MB:>2OA5\..W_CX-GPT2F%J^*~OR-4*1P))BWSF(T#[<"V\|&B-V(R4@%6^1E_MHBD_8A%|>_5>SS?>*^=?J\$^QZE>*0_>L_7@G\:#FH5C\|^>2N\|FWUD<=*M_1^A+#+;|@#=[DK-O3=;/N#QB\2V;*12#-4KILX_EF5%*J^S?G!(1)K\HU%G_M^44O^1LRKG2#2Y0(6^(-OP.6Q@~9"HT:2*8DS\|K1TO&_V^*R1Z#US:/|V(^H;CEJ_9N\^7\|M^G\$C\SM\|F+K^&B=>S)(RA<9Y+X83S9_~?2%^.FXQAF\SO_E\$)B7^*1#1BEDPUAE567R?J^*2#;0KTSMAZL:M%|I~_CXI^).JE77D.9TYO^6\B\$ZJ\TH^9>^6?^?30..CNM_M\7;K0_-N^B9>;%SC^KW_M(X\XL\JB&/8VM-!*_FI&\N#^X\!E?YU>K5V)7TM_ML>_S^*@M+XS1#RC\8C\8V^/ZF_399R;#8=1M:PC(\C%KC(E;/>_VQ/2M60GF_ME_Q1JDA^*@32\$8Y(L7HZ6_J@_1)9L_T_<@(\$TJ\G@P&\|^+?;B\$H_@AL6YZ31_M^VJ\CO\^*=5F.PK^*~A"LI1^JW\PN^A>:<|)K:P.5C=-P*(QF%_?S74_TBY_M^?_#&/!&:JKF^MJ;8H;_%FSB\$1V/U\U9S;Y8U+DA7_1BG+-L^*<@)P\="QPN^6_MN_~V8Q_>@|71(=7T9??_78QBUET=%MQ@~B?V\|^?@T97\$7\#0A-=QELF=5FZ.L8J<4^:9^05H<)?>NH+JA.\$=VEW9\MK_M^1=98^"-J4>GR=[UR7\|VY>_<7\$0:"|6(7=\$KSHOQE\$4\$3+_9I63FX@L=E\0<M\FMKZ\WN8:.[N]?_8V6G~\K\XZE8E1K_#^GGXY.2U:/FGE517813QZ/X%:P98_!>P:GGL?_U^7P:G7SY@OZC3B^O3S^|/+X~NR^+:/VY^_MG0K~J_KX_:=3A~.^?|RCGZQ\|W3WS_8DP2#CEA?|;B\|&6(4R#MSDXM_M3C=Q6W;;1ISNU.)T_6-9CFZ?X9%_L3\|)D\$D%-9AY;+645^&4\$4"/R14IXHA_MVKOWE&BL)M6S7^U1)T\692Q+~F.39ZLLR;W^L2Q^M_WDL_~GCT_15R\^7(4:3ISEXM1S=R_M/W:-^_VOY>CZQ\|B\ZQ\|R_M).%_.X0@_4-EPTD-R)7MSO2^3T8-69(_8?+/%%=: \$ULEP_M6(C5&_L2U+NG\H\B43W>H\7U2+U98A4H.UAG1^"VH10300>5/\$"/7-G\&DL\|MSWJN<@1+KN+)=RQ@S9H/+&J\|S^_+ \$N2\|(S16%>.9/4<_K.^A6\$OR>2Z\$B_MH?OPV/ZT~YRZC^JQ\2=9^P9_&L6@+B.KQ=T.^?<%(UQ_M>2/^GOVIP;-F(\C_K4WTS^6ASM=LU-F@%QK(DY4\|O_MAJ(G_C^=YM2#!RH<1\BB/ZV\|A1SK2/^#&O%H0\?KGA6T>|O/ECE9D^Z\I2/"GE\5\N~ER(1#E\^M^~^3^FXSU8FY_=P?SNY\Z\|W4_M0P\=G\!)\$_R"(WHY319"G1SK0^MXA^64VF<9XL?_M6>0\|F3<^_J_X^A^|O/6(%6QMV8>&LN#W_6_V)&??FJP/7SUB\2V;*12_WN!&_M(FGZ^1%H\$G!<#^!6_TN_H?Y^40^#JXE;^@:H6VP\UC66(|+V\1F9^90DQ_M&A_E9\|6F&G;H%HN\$LX\9YH4?;G+_JI?_K=,1LTX3;^AUIP_7%NX.6=GLQ:F_M_E(A0\LDRI6<7#)QZG.\$*"_(E%G29+&M2#;D05\H.#N^6N7:CP3^84:~|F&WVPB8^MB(1D2?G\U51XW=&ING<JYX>A<2AI/WZIVY_MK_9OW_ZNAUQQ?S8Z:AUD^*3P\2G\$N5^"MO\H4:P3AF>CD0D^3^X6_1O^%Q.G;I_M1K\$5E;X#%D^7Q0R^L;_V@;~I_&N#%B@+V%PCC\8YX5+^#2+EO1+FN^+;~1_M80:3!)D9A&S_>B(6^J7\#LOU=/3=*_OSH^QCGO!;_W9<1U_@Q)CB\F\$.KX_O_M(I%!\U#T_PYS=W^_AF@_YLO\4_WXHXGOYMQ";3/W\$%U(%O3O^~NT\$D^~.97W&E9T9^T)VY4W(LW)P=WKRWVK\MA0+\$\$\$J)_~@2@;~\$#5?Z5YH\$>>)"D&>Z329"/@<#WB_8?F:L\|DO\|_-R5^HT_MA9=>X8>GZ~MC^J@*+Q\PL.76)T\^P>0_8:"|9/E;C;^45LN?V@7K\5>1\$I;5\|VR3X4\<0\$)V_M@E2&-0=%U7_~%4KG&AG;_WL@T\JL_Z_9T?+N\$XE_3YP>)PT+0_V#18>19V8UG_MLAH^_~1^~FAY^~S">>1/L7Q\|>84_~&59/^6[K%OR79NG\|M^=FS0P_Q@PQ_(LMN(-^*~LCC=UCU)_D\Z_-RD^E(7Z0:CZFP#S;_D\0Y@W_M@G\)!|E@^~C82V^GUP\$PZ;*.#JPC(%^FE#%~Z_P0^<3.J)_!WV^C6^0\$U(M\W?_LF#:.68;XC041NDKZH2Z)G@B5@C!&KQJ\Q4>\SQ.BT5PB(O(F;LRB1%\$|_M&<_8B5&M?;Z48^@H:I63\|IK1D2Z;#_3;06~%WE^MZ\HH\IPC\QODX&#_P_MX6@KA45G\I",PX24&&?^6Z^EM=&V/E/^~.(GZ^5E<8\.%\|60->K\|JR\|(J<_MZ)@T;3Z\|OU#5I_BUOB_+2M=>E6<0AX:89=<6^EX@)U.9U118^*07_1A^*A.)E_MH_Q\$0LE\;_XABEEB?_D0X1\FG^!1^WRB(#K_~EXUJHC(^LC6X&+|@9\B_N6Y>_MK?3;J\|L_M~F=N^)=_0+A2R%D\|=D>YSK>4G/^!+P<1^>O3\|=D)F\0:~4^*T4G.2VHE3BUF:CJLU\$HNE^B~M.4F&K^2#/#9)(II(QJE1VUW/090BIV^"J108BH^=D(Y_3FGUG2^<1%-D_~9^*M6\|+<^Z_A_.68>_~(0+QXL\J8TDPUS_U:86~I\A_DAZ_U%>|=F@6\^R^""):D29O_M4N3(H\A@DD\NO2>_CE_V_\|EU\1O)SLT~1^7W^P0^*2F6_X&1H1+\$<)?VDTG^8V_#^GP<:(\$^AJP~I9@OC>!\@L=MR^)_MW^3^ZF.H2F&Y=>XWII7#1M+~+Y.AG&?~7W+>3N5HXTM<^O5).AH)2BXE~125

MZ^/G6^K.8KAWR<89;Q:2F40ISS&YI M_B,VHZT!F(U;TE&D M+G/;4P+G.W@;
5FYF#./@/(G/_SU>PKC#W QL)DG;4(7OR:.PB48 0=LP);[M;<@3'#+**%P?8**12T*_OA5J)DF;?
@S>BU2!^0\XJJCX^8>V!HPEYFT]-N9 MJ/+X"254A#1PHHUY (!RE*5"8'@_L2IT>P.;N"R *RHLT
MIOS!*%!Y#X2'8)@B BP>HUFMZQ<2\0M5RLM+. #U' X5^(W>KBBR8RT)_?\$X
M':0TL\$S"WD6[@TZ1^T:V'1RCY-)14[U:MDDL U60D#(F,C-2;?BU^%T8WUDX! M\SLA236[5"\$)+>
(0U#B)\<%!EKU)G9[O5P>5Y;SRMR Y%M/8F9QJF]*@&I M-!>I_.8'-
XV[WV7VP_FN50TR0D@%TJ6#8&G;.LP>QU+//>_J&C!XTC\CC0 MUTWX!DVJ!MR>1F_80(H0S-\$+
(\$/40\$:+ZP9G\$ M=TXEWS;0\$LB5EJQGJC#+D_)F&Q@O!6E.ZIR>N!!#">FMK5 1Y>I,1T4/ WF
MM8TQ&D4(#0J>D>%A2B9GUUB@EB= ?P-CQ)ZSVK8<\GB,M3<\YM1/"MXHI,T:
M<\$I>GRD<5GD*E'. 5;G%BNMR'&V0YG/L[0JR)"S;D-TX8L"J,!?!O^\$+&C)U MJ8IE%>T5U37 MC(V^W
YP'X>!L%+6J)3%F4")?23C? \ M4YQ,13IZ<1_R*ES*TC36U74)^@7P5^-74-H= \$^1[^_++U?
8&PTQFTC.? "W M1T '\$1'+GM1.!WPE%: ^@MPOW_V0:9:!!!PGL=Z"OWBN:H:9.(63+-"/@3N3
M1R@U.39,A../N0)?[16I;0>?=V%/:45@CA8[B4MA!9=XR6850=E(8--!5N^ MOR?PQ2FQ-
D6"8B4OX3:&H@%F@U@6=BVH3D DQME-!XYQT2;I#0D0#8Q42X"M-L1RJVJ61(^8N-BX#;
(N8D# '\$(&X+65%;66*@AM.F M(C&@ EU? 2+AI7"VOOY#(B 8Q&D/3P8+6I&C:NS^E\$3N-
G;W.KZN%,I4J5FN M+LJJK8VG MG\$43 >1W8.71J3WFL O!ABXT4:TW.;05"FPUII@A:)+?
&D\$RB:G:/N UN 1K M&*2WI#":MHR#?LQN4M./C7[01\U-G?
*X6BZ9=DL0BUB=9@&+@.P>>WQ2\$VBE M^?XS7B!MT4^=TF@V>@!:A?SU3N_[<^QJ8CU!
G%A)A'DFPM 8["7%'(P- P. M FPL\$(F#)L: RR7U(QZ)?+1..+LRP(CO6?AM0# JU;%I=8H%FF;&I.O.@.DZ
M<|@NFX8^H)T\$MJ8Q3&VL&+^A?"L+:A/VF1POUS-);J\$99:A1UH2F;%#R(%L# MRP7?X[+QZ'M(#,
(>_0QV6C^-16J@:C#1TX2[G7Y/QG\$4\$22#AP"OR-.S9KH% M\$9YI[(J\$<^VR#;>1R)=?
P%[JJ,M;3@1&K^W)B05X> JP:U_[;[VZT QAB; M3"G#>_X: [6]=SCW)IN'9HTKTM85-4-L!' \Z&
[OWQO0!/70:/U[. #3LR>/ M?I8F^-?.=OO>IV<4" WP=R3IU*D 9>:LUCG&=51_9)SO@*.8*?=52I\$F)^
MJ:CWUKLKIP2UTI 1=28\ID*BCO;Z5P"S:0/8E:'8963VB6O)N*XGX3?MJ&9QG-
Z6=P*%=O1R61[;#F9>SH"D^,XR2IIVD=LL\$+3LL-9!I+J< M#38(Q4/GV!' 6-SD79M," JS@1+5W
\$&,%J4"5B83.G>|-3.;JO9:>VT='S^ MBQW.E2WL+W+B,?
I[B@G4.#H079XA*F%X@X0BYN4@/'(;\#0ZGTX3+JAPK;0 MJ&!4;Z%R8&'T]'&F>P.3K&F!R?/-
@\$C!84740,Z.NZYHD?*@DN?2&4S20B MP&LSD1D@#QU^FQHDY=!3W:=):2^Y)UU"+'#G1I
(9MIOV8>7 L^\$ MEJRY!.T/@TA#C,"7/SQ\$RX[#IM%?-(*!/&4X-UID6V@&A;?1SS.VT4>?D8 M-
ACB#1N3HW'3)X2Z!T,V.&PQ'I"0!%Y(&">:288"32JD\$:?BCWK0+=-FAK#[*F?
(T7!33J7C9/S;)N^@RP,G)8HJ!CP2.I." \I) M-AO.;9J-4=Z4DMS@:(C AYS'>'1P9JDX)0
XV9,961MWA2+J"A=B&\$M3VK# M1U3L@O\$B^RP(7)B3C0BZ 9'E!+N+)I![: 9P-J M=G[U]"CG
/DR7)W9B+?E&2S.TC(8,922YC"/V T\C3E(%7SD+S3H_MX%=X M Y5Y:0ASZVVB.P09C@L?
#H170Z;1(PG[F@9EDJ."#%- 4-6!*0J)94;"F@@
M1;8=KH,6\$;!HX7#"C#VXJ_#93Q&I[0QT#NPRK+'LUM<))W-2D5".DN+FY1"
M4H5==AQ^/LFI%PWN02,%M? 4Z 3)(C&E)OJ*D_+*6W.DVJ/QGJC!9!6Q=0<
M(N#S(P)'XB!&8I\1DL'ARV^"5>/C B30C?_TJ3&6J*F;MFW\M!7\$E;Q5K. MJD-Q1)/#JR
(O286G2Q|@_0NB1(E1:Y2B)!0&\$\GODRSH"LMR W8N*U0*BLY87IQL:_A. MXXN() *O9?
0&LW>.DUNIS3BVE<;M'DF%.H5;:"LA(JOBSPAB>_IWD M"Y>AI5) MTEL\Q(V/'H\$;B'U*!Q\$IU6?
E1*R9D2U(*J/S&=ZH_""!R0"C;!0ES\$WE#K- M(+1@S2)I61OJ<_SU<2GI
Z2)E\$W=)Y[0@SY<*@M*CT%?)5V(*#BF'N)_T6J?^H&0&_5:~?EIU%G,_IDAT_BWK<=_.=?VGNM
MMJ/_?8IH_/(Z= YIC|=3&RGCHG5;.-29.A0\|\$-JIT1"_.&)\J6W.^!1>> M
:H*U+SH%)KR.YLD%:)E.C0PIJH9G)?%#(Z7\?IJI3HC2(9G;+"KH8:475
MRIAIS'&:T=;*8VG82(#YIC6R#_X=-WB:Z8 =%[DS%?#9K1QJEFXY:3-TPQT
M488&FT!GM5NS#5#.9L*AU>+:P[N4L41\$864XSUS>_>N^Y@EQFHY+XM&DTI M,-
O!B>/75ST=_&D\$.B=M;IEQHQRH+#!_-HA&ZX%/56]#LC/Q6CU8/SBJ*F
MPSO6Z^#G.LUK@VOJ#R0;\SPC)=\$XG+-"8YRNCI[U^Y9R*/V9:'&5D3.Y7 AE MRJ:4+H":\$Z3^IY
66BF.IJ\$S&Y< R@>>@.5E@VNAUIR"ME)AVY3H1.(J9>[7W ML-OGU2UP7QBO,TE."XZC)9D.
<2GC^4I[O^NL[8TL=1"TI?K0!,^2*4)I4WQ MVU\$0QA2\TXN#M@@"7Z-UW'DP3]M:N,G+5VQ(P)#
<0T,1HO<:%?Z(?L#\$M+=. M'%BCWU\$(S7\PM D)>.!C3V\0UP!)GS3+8Y%*1-D.?G/IKM&+?IMZTVM,?
41O MLN).BGDRR(.,3HG XV+2)2>TXG#L7FU'J\QNG=(MJD_FO!Z=SJ9 F(;\AIBI M*#V92 Y"V##
Y98#!YR"JT5=KGF+I[S[K I\$GX*Y0WTC> ZTQB_HD<\$(1J?5Z1+K"71\Z&2#4O.\AL9@<_JNX2\$=
M:_6JT_A#R;NQR&J2:FVYFG(XS(TZXTYT);+*5&>_0SS^6A MXL(V/9
04_8AT8%.*\$NDH=O,56R\$A8%IDS@A!C!F,HE8-D1'I\$F=+?H<-(IB M>H>:@GD4\FNPWO,4H3(F;
_TN1MGE%AF5%4IL6>9)B>G\$.PPI^ M"5!\KQV_DC"#.-
[>&7, #=0[I3%FDN5"XWY<"^>#G&DR7NUO>+F#>7J5FB' MKSZR7B-0(U0A*?'87=/.>3.5RK|>
(,^J>"?Q_[Z&HX7A4 Y"%1, -LFR1IA MS .8J9J%X"EE LT&DXW_GKZC\YA5Q1Y!??#BJ6 MWS^[87%W.
=JM08I?RN_M[4&3A^>GQ!0).(4H1,?I, @ (6X2[;LZ%NS*! ?OL(MP55B6P4;?O\$2LNPWC1,WT)6BVE,
(^HCQIM+&1+PF04DXKLS8V^C*>#ROPHG M@,%=G\$7>\B:%"H\%!)&9_
(&BX=RKJJ,^8;)IN1LA(Q\6Q1WIG)K)L/5+> M#J2JX7*C&N9R_D"
<8K5%'4FW)^=N'4FO(^EKE:Y6:I7RQIU&,3B=-\$/T73(58X'N++!Y!@A:AOX;V,?67AH/
M)\JE%.H.G,404;/@_QL;PC!=|1TECRI?*95DZIB-T\$[KR"YD\$;ZCN@&=&HJJ M&U9@
#FE\$5*0BG6Q0;-X.KX\JIYDOZSV;\$1B9"0-35<1[GZ@;+(%I4MO/I
M^>'U5)IFH='97D%%58Z&;&5%V208Q"R'/>#U-1A_1U6:JTB6V-7A'Z'(D0 MN-"K!/[PFK8NI/#OG_-
A?+ZRVI%Z^%UPU3-4;I",U4.TB_KFXJV-LK%0>Z
M5JDLQ*)T1L[^(^)8)\NH:H#GDG0[^EK(DJL_=BSR[VH969\$##\$Z5+NZUL.):V
MY+#LBYE"=##YT9ZKUNB*)6!=DW)-[T6F]026EZ)9\$?78F3"&);S4F?)&*QN;

MA2R8M[3?!.#H,A_D(2)W6&&D?^F+,.ZYM)/TFT&X3Q/OU\$@".XUB@ #&7MJ=_ MT C09AQ-
/0^+=\!:++%XIA)'LH\$GD7J,1,:);@EB=>EOI@B1\$PKI8>
MIZ.C923K&EH@ZFJI(9=4|VF%&GD1&^4K(S(\$12E(Q%;+*B9@6=1_%7L)J//SIPYZ=[E1F:<+M M?
O0X@UP1ET7NAF|25:X ?|Z|7N0DV1|(U1KU?*D^Y?BYQSS4A-+VVHU?#&ZG M6|+6=|DF-
EE|!N3JK@>.@J-#QGC Z6H-Y9UI1B>*\$HMOQLR!X M!#5Y77SXN3RM8E;:(Z.F.M_|
M^P&=D|@.U|I8^.#
<:%=6(=%=B\$DLZM2|L;#WQL<,WK|14'K0D.L#0FRJB/.IAEQCTD>=@S+HG&|*5TIR+BM2#B!|@FK_1-
&.U.PC32->TL M0&#\$.L:D\$XCJ73T=QJ+/\$ZY(5ZJQ461J*PFH800|WCLHL8S&D>>_6HHH@+5#-
MEWQH:X<0WXZ9C*.00"M56J GZIH?C#UBF\X36S4RK9_QT40ELLUZ\F"WB108QD :VXDVK^(F
M.V8:6.N*!90T6%10+ "XN-=J)\$6,2DX1MUC\$P@0@W0)5:5@OQNWV0U,&5LXT|
MR%=4B6DJM@F&#=%9%P|C(%/83C<@<6W :)2B/^S?IK/XW/#M0+(1>0:T.0E;
M=:8020EA3_EWRI%-CLV5G|1^7H-V"M-\$XU|13%H>YZ|MB_%4|;U7L>=Y1"K
MC*@Q+R1|Q.^,GV."5HYDY5QV Q9&70A<@H|AZP/Z5+?|_727JI*PZ%&^0XY^ M\$|TT#;^CC==#"\$.
C9_#.#KZ/OMRI(B<0S|-(@%?)Q\$PP^K'AU./(^)%T M>7@(\$HX,1\$|)0'@=TXW0O&:*W:031_LE^4>?
MYFEU"M/*1,1!4J >ILF1FI^ MXQ.CF9!#020RHV397EVFK\$3G9,"U-YB!E\$Y8K).|\$VKC:1-
<%8LUX"3J=WY8 M'#, -6<|V8:|_48R>C.N4&K87P7E+MVB:|+|*GL:P=JX@ULGYRD^PS!THKN
MA|+L1J*N.)/Q='>44ML,U7TJU%B3IG+%QYE.7^V&H6|?(B'J.ZBU=W:M2SL
M':4|5CP+&XCMR&FMI-|W>'NKNL9%5E)JU? X)#B=#>|>^EV^W|7|1NROQ<,.M6&|'S#"V5H+K;
K=/?J:(Z&V"JM:|6SF@8#BML"@S!DAU@S!#W;((QE/ ?D_26!|?_X&?.B&9W?XOR%<.@8;
,C4PY\$I#RX^PB#.#LS\$F|T#>Y?|X_M'.G)|0|2AM_VJ0",8T|!\$5D<: ^VB|Z\$H1,D7%'|XQC"W68W=;?
D/#|G!+B MG3C7GF_S@3&;-W%Z2(.|Z:DE%B13ZEN)L.:\$/XP^>XWU,&P|9\$V6,>DR36< M?E;
SEJ%#|YW//GT|!9T0_-L;Q<==M5BEL.6=R?-U'ES72C&A(N|L,8R/06
ML9,SU./EH*Y7SAJAVA!::QT(B|!*>KTQAXVQ)6>:HA+Y9INCZK|B%#EB.E_) MI KPF=80!:-
'83A4UI=*@K:TRB>#|%)W_=PG'%|:9&B#Q*XHE:|V+ M=D"&%YBR2K#CQ""8"N/|I^JE
B4/RVXC70)3|L Z!6#B16P|A)0YK3SKQG"K M)+|!V65.WA!N|!4QK2\$>_*T:|JLM/.F@4-
9T!@L|3".REVCSS\$%OM=F:2BNF M\$AQ9.?>3|CP'F\$N>HE0^C'52XJ/7ZTP7C=|?
5+&FRI)4|4XQTP|!#QRW#C>|I M|UYW.KJEV>Z8!|=W5PM;ZF7-
TXKEN70TT0M|:A<|PJP:P.V9LLZAJXD2TE MK|BY7'2XF-?J86UYKAKQ'K3QC("\$+, =>?\$)XC7FOE
I='@,)5@88!WLP62L M85&5/-6XWC0/"# U;*23, I0/ L:M%LMPGXIFQJY(H#FHA-I<>(8W|E,ATNU
M&IFP ;F=I.3:W898=3IWM0(/-#&4)9\$WT< M"8^=&:P#X4)I0&ED#-,P+|JB6VHVIG0VHL?;90"ZA-
5,K\$"418*=M#E,Q,@DI9#_O!|E@%1@L\$ M+@?6H2'=O#>+L:|Q8HM3!"G>N)87;0=Y>Q-
|U4K|L.G4/F|F:TW/#18AL6I+B MM@L-V|1*,<<->B#1X9I02;1N)RA5E+SS@""JCI%Y82C'/7^4M
M3BH'+I?E -KG|P|BR%8'Y6BP&B4A @6(&&3#>V|LUE.M;'Z;\$2K+%(+IEF
M1+!E>CEA\$@7W!BFU=)F|73W|!|&QX@X%:QZ)Y1T00:A3KB59|0XA7)FJ=O M=%MA'>UR
2IF|:7RW|3FS9,!G DDC--DD/HM4V:0/@T^G7_J&|G@/V5=K*\$L M_(9|&C(4%7F'!QR4@0BI_H|0-
^X;C>LC0D8#W(9'DLU|J_VPSV*T6I23:4Q; M5"*PO-@6BVBLH-JMLTI:W%
<|B2!-8U!8,)'O:I*%ZD#!R|M5%>:59-JE:2R M73KLJM&Z)I"*4=V5|1,RLZU0'9F";Q.(48@Y.#7!5NF<
V,BM^ '6|^AK:CC MLW*%&V:N6G|!#V%|NR|WQ@AN#93'9_G095_MUQE6=<57+KM4\$%I2I^O,=,T5;
M/->_4@-Q-N84 3=(69B'3T *_FPG/I|J\$7QR&=XN!KM.SGU-|^\|V'^M=40
M2EW0C.L/K23GI4300!8B\$ >5@&(GOP::>U1'%1KT%@?>^#; 'QHU%9|!F ?M
M9#^5>SHUI1|B_>N|")?BJ?A)>LE#|S&MI:Y4:E'ZD:YBNE/B_M&I0K08!*1=,NS R.
(5B|!'22|A%I1Q.6I \,:5^MHYF+AS2!G#(XWR7|8-. M,:I3KFZ?WTSSC8S|GO!,EN 9)(:,2.1T,MS|8A'+-
Q)(/9*|3ZDM?T716YW6X%0*D=?HM3!'&+ _8NZZB&|(<^G O:8+
MC+ZC:'NQ!PSVS58YR'<)|8|RI^@&5UY#/=|5:LK\$2/ SLL^2\$T*L'F(>|VM MN0&FDH(JSQ!^
10FE'0|IH2)>A?&P"PS8|J9B,&DHHW1F3HW2W>8ZL,>2_2CU_|F0&PE-R)&S,ISR0=IH@>)
MZ36VY1U"*C1CZF^)(\ALMK_D#+'>7A:|M3@W".;F3@GW|0JL PX1K|U|/ M4@/"81Y8|9LI-(8EQ4
CW8^Y|/0=QBE| |3.TP:8=",C"Y|7|M)M57Z-&'>:113@ M04!-WONL)TVPU?
0\$|IWWUCOL:7TNCRWXH/V!1TQ-IDA8:H1H,\$P|9M.:Q// M=>8K,PX>+X5H|FF5ROX6=':"
(0P/>3QBDP9!|234)0FCX)Q_:U"Q*_T #Q&" MI&|&=6|KJ@YMCEC9L^X9#\$:M|?1K|O-&NZM20*ST
7"t:Y.F@Z\$ 5@L-\$B2 M?C-RK+"A%#:3^-%WWVP|A# =/V:4DW+-7EE_2|NS^EGIX:%_ZRS|51*Y@4
M.:5'S:.P+|>|AL\$&D#_-%AHBR87D!0X"<\$"9Q8_P*/O\$2+D;ASO5|,R*6W M46@A08|LPCB:=
(12|0|!Y(+*&-'7D.U-C;E-6Z03U^,6ZMQ%Z *F^HYH|?& M;7:"/
L:,OHD>KE,JBV+>W_U756|:6|8*4B|:XC34R+H#(|PES"XE2MDH.8
M)T\$WU/-6LP55Q2XKEL&L.14,SB::-&REC4XHLI|#:WU;F\$);4D.98|I#4) M=D7RKR&>%PJA|*
-3W6^GDGBLLQ(N(S|!#8MQ:HM=+LMM&2N|@3FCDLGIN*!|?|MI-?G(O'SBD " M@U?_?GJ-
5%J5J9Z&EZ41D|G-"|%.MSW7;&C4"7:I8-KY30C6+<4KIP M,|\$A=PDBR)/PRZ;^7YBDC)1=NDCC\$
3\$PMU|AK5(*.TNSL'NSAF=(0|ER8 M#A+*#5^VAMJ<|7P4!AQ
NC!:1EWE54,;&5CL30.|92\$|4,X1"KCALM=I'G59|W;VB@2|(<)>HDZ|& #(
G3L:#TVXPLHAE:%PY|'#445T MDS4X7| MVWO=PF6B|IS*Y0T'U8,RDH_S2!A|P9!)J?D"9-DM;AC:|
RT4230 M>^T/LN|@")**>=0R>%42_SB"R6M/OI+&:RJ1=0L.\$JX6R%|#K=.RX|#=.|J|/2X42G,)|4J.4:E-
M#?IT6?H O=|, \$(J:G. M02K2R7O: ^Y|1J(:Z<|,3GJ MPL=OQ%D1U(8A 1I:/K">S|"KCN|Y"U(&!)I2O
MB(?&6FI#077;&@?J2> ^F*:)#:#Y D|)B: ^13F+FHZY+1-J?FO:T:-S+Q4/T_6 M#|GL8U!"Z"+-
FYMKN;\$RE&;VZ(>4G;)V13MV1E|Z3AD(71DQTB:GKA4>6@ M6/00H 9&2PY|C*9|U#^%G-
E\$J4)T%SIB_V)<^VA2N=F:(\$SB|4FS|63M^|I M0G/G:|T!A:/S>S6."HN!\$XLA-
<|4\$G_U&S#75=P3V|U#./8)IKEP)%T:2C(M\$>0E^/: -93N6*)&'19+T/ 28D)3&SO@C2G#N?2 B_V4.
|S:BE7OM)D('LE M#=#MW9)S*_BCQSE1.&>ZS, \$F@%Y7|JVV,@@XHRY*6"Q%6T<%|_R_5F416&Z
MR|9D> XR%.G4_|E&X|=>+X-Z_5>Y_E/G1KW8*|5>P|P/U".+G U|L%|TU>:"

M.IA_VUWQ)L#X&9@Y_BJX/3U;O^! *ONP(,IH_D5%8LE!-&J@)U,6%Z
/BKH_2X",ZC"0,4NA6;B\$J#.J"Z)D^@MW^ M@MW0L!7VITIGC> "EHT/6'F:YU+!0ECN,T-NL_CG
> <@E+;I:HH=JTO,! M3XK2!LRN<\XG P&B"<:JJI:P(BRD\$ "D#GR<:6?QEX&?=9J-1LBQ;;MJR"L?
MQV0.9"SZ#0A-UE#\WG6#2<=Q/AQ)LJ-_D*-/8/!PR!O\$ZZ?)(:1PDK%K*=' M?3P0,27@G.G9S8%5UX?
2I(I9KUJ1&>.C\$_F%9">Y1'@AQI:TXBDOV%A\ IS MOSB&;2W&U'\$<1N)M
=:OFX8S+29@2ULMFY7R,3,O@O."43/GES!L-EBGH. MC%BO@6U+-:(1IQ7QF/=DR"2"%UBQ1-
_KB')A8!>F6R)& NYZ-\$'/?T\$O9. ML)9",EI8!\$DIO4?,DCI6ZI-K">9'M0T^V*FI<9A=8WCCB(J2.
<'4:K@/J'R+L./A2SBL+6FVJ6[8A\W+BNX\$-KI^URG5?"3=LA/JN4&#RZY&F,:D?94
M+#WP2N7\$&A0EG2B%(H/KIE3\$<8IK\QD'X-E M8BDP4G1!AN_6X M/M.EOVE_
\$YO^11TA&O,IU.R)).%G&N4&BX2+!JG<38,F>EY:K8C&T@1YC%V
M!8WMIO6O\$Q9):%RVJIEYW*MS7G'S)JIR,8MCS(JEY=1[RCDQ6H9&LQL)I4P:LFT5-[?1@ ?>EMJ"
(K,2)N2L/SBLBDW M(OW[(I94MQT?79./1=O+EI@V)/F/IV/:^N*'+CEI=";#N4!\$!/[B1\$PR\;J MZ,V;VJO:
I0R[E@#3F!-W&WCDC>:3"?RO>753EEYM\^CP8#%E'#K.>M[V!S7 M&Z=N[8J).S\$VI3\$JASGJ'S-
^&W@<>"X).UP'A&V&D\$:V@V.SA38LS"UA'+I M=#D(T(BKJ)"S9O2=0+:0F\?6\$D O^12
M1\I:4N78YT!U3JLJA#N(AM1\$4VC_#V54\<)FU5F7:R"F_8M!\$P:WM=G[EIV
MW=S(VZ_8O!C.WC\$>UNLSCSSHWC13ZK#.E*HSL:H: 29\$X0+T%/4VRF\0<6.: M&
(C:%CBA(#/9:U+GU_>/4.LM-#I&I2I8NO:OF&Z%\$6K^YR4%D!PS/A1] MU=00FUS.OM
MFZ4#CBI"PRG TX4% W%#EBWG40^QIW7XP!2(42F[MBGT8'H2KF_:YO&4]9V9
M1+\$BD\H5DUH#AM(Z6.AAD>AV=*2JF#9RZ,. Z2A**O)J1+"Q0'>Z::OE!@2 M&SXP?
[C"D01N>|*LH379QJ=FB|*2CS'~?B-RA1ZN>*4>M9UN(8& E?L&7.1.3 M2HC7 IR&WC4!LQ-
8!%"@#B_\$.BF ?=X27/7B5S@ZH:V)X'2_TV:.\2/!RUC@N_A%7FGO3 I3PRN?
FP\$=TA4\$4T6U7HUHPRL> MM/:M*Q#=#KY0W_-^4S0E06FV8
V=Y@N\I/>^N+N)TJ^!>!/UI5+8K#!VD: M5:.4[P%4[E#F0G/\$AZD&#)
<|TT@CE9C&PHK\$AR96B=\$_!#|N:X))%TAGM"_R MYP'JO F.V\|#[G-(7\$<@W\$FI\$G3^XFW'N*OY'
M#+M(C(I/O+JZ/OW\VA4IF\("1 JW3@U'K>1';_GYZ(&"QE6!;)O&/I00T:?
M2,CE[W]XC:HVAJ^B;66Q.J9F0#.F\YON+S9IH#^MX<;XP(C47P7R\$2P4:0GP MS3/?
>BZ*3IA/R0J5C'2YF M4L'=:;-G;WKF&?Y57H.*1;\$>*DHL)>)B|"XS=0*GAF&|TS^S\$%:#|Z_\$+|G M#8-
DA:8,PK7X?
2Y*QUD_EZCWV4^YF,I.,+6\$R54DLAL6C[QJ7.Z\ADNX,3(Q3I3EMI+/5BU818181!'J0SS#\$\$+28%R ?*>8(
ME[C?3YP4.-%2H!%@3-"SK-@\$N-T,N>**,2U+J*RM4?
F0J!;.!2F0WL1,1PC^BPTP,\$DKBP'X7(D&:&XO< ML@WP!^F,I> (JE9@O!\$#='KXULHWGK]&J?
I/O:N\$7K'A'+>@ MP2;V^QAZD-IQ9S(INLMJ)%Z(C4
M. 'WM*>3C2A;1JD@I=&AW9%@,5AL=SIC\H0P1=1G#2(Y!|B; 2#B^ UHQ-%
M/E6\$ZA59@869Y.E!A=6)^>8YL<351)1:ESD_R9':PFCQ<>I(E=JL;,\ [VDMMD"G5V84IJ>, #7?,M M(J.
<:HZ3:E:9UC& +-?YCI*+42\|\$A=(08EO3D96)'GEHV0&J3PCACYOGW1
MH6EBHAFX@75/QV)ON/9YQF5MYS,(B9H^ MOK] \RF%?
4R4L&_3RG!*NUGMTQR!ZL6XRFD(P6Z@+ATTAE&1BJHODE@EPB MK>\$Y G.)"/3?=:PU&
'\$)68'VYD4'95+.:A4N0S#L-E^Y'CQD)SD-Z(/Z|& MERQY2E*];J(*ZZ,'VQ7L6J'/EQB\$4@PKP5A).D=
[5,EJ]*-9J(A:9Y2I_*, M.L)T1'O,PF^Z YM!8V<|4*:1J."0:TUL*:4\$,U+^9=N?.34[PF_*0U2+B)8H] T?
4\$XUD2,<@ (P!R4F0R@JIV:I%3(XY6ZT54BH M>^|(T1AB,2Z,Q:04B9WAD\$=Y:+UHJ
5G7LNTPC\$UF(S,'0B"1_G9L%*+U!]< M?=VCV5MA"@+P._@E(UIC7\$^QE&|F>=:0RN|AYT^YX'XJRP-
OQ&F MM0I>75YJ?0WG-C.0)6^FK&1SLP5GH:-WTJ%/'19I8J(430T9ZMR4B,SO.JH3 M/@K:6S-
:>1JAA"@ H"NIS98@#U*Q76FW^(FDL_1Y W5&IV>TD_154PV\$B:N M8#L^C B.XUQY#MC"1*3M.
J&W2N?U.&-?X5I8E)?WTR OK_SX|_G <|C&X
M2;"AOTKHA(JBDHV%R0RZ;>P7736>:\$0I2:NJMT:*+X<)80<4"W!F,\$*!9,% M!<3F1LS SJ
L;U0QEX=P/6N#3\$II3:#|<*51.P2='4"11" M:|'4 U38AL9X)8JST#&0/N-|*0%MHH3
@AK4G_XLE,2(H=UJ= MCJ^(:%\$[HE0:*9:>S36W6:AZ477G^,"1#Q'S?"^G+>
<91T@U3GB7@>\$ETXH,\S|+J026 A.+F(>6%J.'0 -V)P:|^#T!A,^XUW=__ F KEDAFH4 M?
72I(<^)|@/!E-
_H@):SPN>#_J[8N.\$6DRR)L,Y%\$ZJY@70[4X_C1HLIY%\$W|@8A[H0J]I\$6F78CIY/I46@@@?^HN'2
M,:=7S/ A:0M=VXAO2-B&'D))V(4DNOOZF)& MHIY?D?&K%3FE.H&-BN0X1?@S5U\$J&0\$.
M\KN<(MZB""RB\$8<^7A(PA#3:S1IKDD'I8X&N'%,\IXLO26X8:MNNIVH\?13 M&?(B9!\$U[8/I*!=?I]
<50*00G%BWF@-"TGNS(QMED86V=QL=-M5,JTL?D7LZ:@R804CDDZ0K&O3.:?8F2Y\$RD1^YZ?
YQICWN\AQ@,%H5Z= MG5UTBQ9+;+5>DS;KEDU2:EY;ZNI%:61[7|+ @)5V4QD M8C*!D&_?L./\I
(C,E%LD6Q:@8?ID=\$?F(AX<_CI_#1H"13&I_1R\$T.@%| M!Z9.28,"Y=PA(I7GF#\$GRR6VO>3T;%.IX:=
[+AY9T)]J9N248H/P>.V<<7*N MGV0%2,
[4Q9.+THHB_,AT^@/+.BX>Q1>.=FH\$5=^P(SZ%QSQ>J*9,!HL-TY4T MI5*8+(-("HM-F/I+UN-
[BYEE.KJ=GYMD6>?MK9M3C\$J:?.?KL42,\$ADAZH|>V;18#A5OIH(JC>-.8UZ>CE=X=--+18I&93
MQCW\KG@#LRZC)B?R8;IO)N9.);W*DBTY@44S6DL.KZ8+0CD@=T5?JIT&-PD_
MM;^@)^93JYEZ&D4D)#DDYW2D_30A*P\$;"8C%"MM &:J21,J MU->\$X\$RK'P8 '0U5\$HT1*D.'1!J/U?
M:/3*SI/%&Y.IC4|ITKFQWUA7U3EAM^/6J1??1M=["P.3 M3B_,|=B2#5:UQ9\$3\$2H_/2B5)S:5I?
P\J/9F|/%"W/I:1#_UF|">B"\$MN7P M<%+/=Z0!,KCD6"0J|GQ^+ /FQ^*)YVH/DLOI574&! A:81)D5I"
CSK*(I> M7_7IC22'A&8 +>D)H\73DJEO5F:#GE?+=CI5?3M#;BQW%R#&KM4B&""@+@ M2JL.?
%7_.LT?NG-QW;?0]=RFD'*QW;>CO^-|E.H:NSD(5+KD=GYS05[SL57U-13.@/7@L M9@0|Y<&8,3TK%-
.%*.E0E@%CSXK>0,"00)!>4<&. M"|(06XW/ESVLR-')#-8|=&QX# ^;3>J&D.8K&1C*V:G.
[1=*VB.TT::8#4R41J]>.+DN 4JMI#5Y03EP38R'0"M'PW_(+;JWZ_Q<#
MBF;5I!B<"F@%@^*J9&+E3P0!:71+4D\F#76E_(VO=8DTR(L\$'\$3K4%%:I|7

M1&9T\$3?:V_B20\1\ AH&2?;HA*GOZ],>%** Y1AC+J8BEER2S2^54].(8 M\#+)9
*W6\XH\UH4F#WI7-1NB\IW_OQTN)4+;)%D".H+;,>'\$FNY.;U\Q4D,3(E24AM-MT5(YD:&M3+
M>GDH[K0)NZM^-<8KOY6<\"J.R^A(T<-2NT->) 46\XP'E7(#V\@!2 OIYX\|PH/#=:
MF@|\@/#@M/30@CEPI'XYBIJ7-#EM!@6?S:':>|\&18%!@D\A">ZH\N+A@D&
M%BP;FZ;:C_'5P^)/7RPX*T')Q-GCV\7;INU/H_!HX^8AQ:U MP\G7WD*ZD2S-
W>?"KT0%>I.JYX6\5'_ "D"C1\$'J\J-F=B"X;0/'ZZ.;J\ E M" T: 19U\135WIZ\,S*\$PLX\15"2E@'16^ \O(\$??
5H@M, ^I'.B2=K"J++ ,2" #&XWB:F#O<#)\$ M9##UFIJZ56D/3_N&2II
(2/@%^(&PGN^_2>U"Y(%L/" .0+'#Q)T\|VZ+1T\ MBUYN7)<-T6+1^E\|
%+_O1)R%AM;W>+/6T9:RZN1\K2F-O"0KM;RJ 622@)D= M+X+S;N%+,EX?
OJ+_O:OT_P'(JHS0A\I97%A^K+^60^HGCP0"^ M*T:F-9WHOP)8WH8E \J\$MPJ(Y99\6@1UWI \8>
(%Z'L":K>60\,OQ'S*M)\ MKRJ67G;?C^:FIR :8JF@E;Z6^L\$4RZX_5@S\|KT\$2?|NV\FS\04Z03Q.E^
MC1)*PIWJ'S\|^_@^./, @%6=JDZI(P.L"VO5N?-AB9VN(^78@_/?0V8/?/, ML/EC=?
L*#"HZ'2:JB28WFH2*DW="9J2IFU9G\$%;K*&G#0|>|^#:ISB04R3U9
M'?4=@1:JP)F.4FBUZVIC!S0&.BUPTNS\$)6WP975(\ V4^";TFU%XDS)8B_
MH>R7E\|3B'GUX_SC/*B#R).45DL.+U M\$E.QMXO6;.N\IO3Y2^Z17W%'3@UL=^7PB(FEVT-
"J.V(CX?"FY M_8/-L+1RY\>+YY\|O3+/W\Y^1=(:WZCQ<_6&_NBAM0GES2DDDB"6V@Y&"L M
G>:/XH_8U^&|DTR>-M0*[LT X?CNY\ 10E4\].P\$*CJ\BCZI?0\Q\$S.=GC*NTI0:X
##'9@!Q\TR>JNSQ=_Z&VKRC<'.6EH8%4A.
MQ948;37424\&>EQ(MQ@:09S(58;YH1LVPH.FYP.QZGH4J ^L6'Z9^-RH(>**
MX*>&\JFE^SE,0N".&*42044E8\@?*(|>J1TK^*NU' MJ/N\|P=@?|4XED.#T_0H\|V>ICM-PMGAY';?
%V.-!8AS:1|?Y5|<%X#V;:>=%> M /+K;:,BYNP8Q5\KFZ\F1Y16N^GHKPR(FE
UZH:@G4J_DEW\XZ6OE<;#OPBG M\DR,-
<^_PCUQRYL9A=#3+\$*1W.A#U9L\2Z),=3\|P+DUW\F7RB'&ZV*+:)&7-H-Q1QW2OQ\$K\$J
ME*V/N7;ZKKYN+KFA'@4VFW9"BO\|"/ORUM@T47\$W\B%CB@+AMALBYZ_2 M(VJ"3-)9X1?(":
<4%Q?1N%A+=;M7G<#BG0B>Q,?>5BAL^N Y4:IXE6@5M.F
M0ZZIWGER=,X@)"9>1ZCB\$//,Z,|=|\$M&<'OLG7X\01\X_OO_WN^|\?;:*>7
MVEVYMI8C*PV01.:CSX#\U#6P7>FKVLP\5X\|/20'UQUWP>\$P>07F\|>+IGS\|
MZL_'EW\|JR*E,C938M*)\Y*: 5! HF_MX&F&-1(LV\6CE)X\|++\,BJ4O_ MT"RO5 J#UZZ29Q,-Z1-
'0\I9)R1C'L7(|+\$2OZ(Z.DJW%B;|+8JE/:NT8@?) M5|=PR2W8K\|@M2\-\$\AQ |:"48:@.K0?
HZ<5U^"0)H\|\$4#\G | M47X%W,I%6,LXE%\AQ#*U\;Y;610!HV%+ _#.:&QCC%\.@;)|@|(8330\I:6?
60YY*&XA\ W:KO/MHG%^'GBMZ?N4B %60I>32\$^PV0XK*\$F0
M\$UW\|V8GXGD_ ;N!SG9,\$GCG1S_G?ZE'3.?:/>-J,<989T74-+JTL_ \)E:QJZ MNE5%V8\$:-
B\|2@XD37\MB':#:-T*H2WNF:|,N:T6IN1.SN2P>AO"EOG@B\ M1FY)9# X-/N!H077!)8Q?
3\$77"H331(<6ZEHO4#6RO32;%CACS%RL>4W9N+L MHL0K%;?3J&HMM*%(UKA>[502X--Z
)@8@B"FI->"S^+G S-D"SW7JL/>4\$D MFP#5D>!\&3#"U\|
QV7D\|>O5CF\TD%_ %UN=9+GXO3@|H%30%;FO\2MXBHE#H1U M_ ^T7&/D)'1R#
_4\|V/,7XL+;0C\!FK&M^2VL6J\('L9(L=!\D+%%@(|)QQ\|Q MC.G;>(Z2WTF'LH-1\$|
@SR6'>,V\|:**U9S2PQ=@\|T_)"EE\$N9-|B.OVHE%Y M"6Q==+SI>2N+ 2@A\T3J\|
C#\D\$*W0:P7T2KAF>2\;F\$HMO?F#:1ZYLE\SSZ MM=/WCYF*P&>-|X0;3E9+<3W*@-.(5U\TN7UDO"
+W M2ON>HA\YJE+>%2GX^/_XUH)\$ \$T7A.L% MOAB?UEYQLAIT":0@N**YYU O'\O0X%R0(>:
|GMF(%R\67WWOAWL4!00':(K M\$^? 0%LTAK4\|^):2==STT67Y&/('R%KOYV@,I4R9MEA,7LRN/*
(R:=5--A.VP'HEF(ZN MSY@)+.A5D,"8 T%WP:YCN)\(DA)&=%:WR0\UZJ:SMIFSZ7U#YBW58CN!><
M-1?@IBS>5K:*.?N@FV77_OB4?.XV# W9*C")7ZCB3\Q\^-S?A>CB&=?58NG M7W_YA8\|_+Z@1R#
|E-|^48/:3"[K\|TO>EB8<|*A8\1R:-:(G>.ZV\ PW:D\W
M\$+:U\|CZ5X3IG;ZB6T6NVR1R:7&.\V:/F>FZL0)9,*(G:D:F7AT'53,18W+/XQ M-
5Q6<6>G=:0M\Z='Z\>/GI6\|QH"J-+Y^&QQ9-3\|;<=>_3".OQ_)6HKFV*\$;BY
M+4LQK)X\5@DA_3FF%R(X4/\$IPY6(9@()-C1QE^X':@:2KCIZ\|.&O0AY'RIO
ME@^KE+"*6|BP%.5M9>'PK*\$"_ .K%R\|<^U3FD\|WL69*\$WNNP0.-+|VU_G*IX
M.9\>IC_&YZGBTB(AZX4RAO.&E=5QRN&V?P^ASFH%).*:#35M>*7F2(T&| M"?
&ZNQO:6>S,H75+:A\$W\;II0/H4=XEL-VAF+G;U6\+8Q.7*416,2OR5;,.9<
MOD.90CWZ#KF7T%WNK@Z2+#Z\O1ICO &\GQUTC\;)|@,A" TQ7QV =2V1?==V(0 MLM:4O.?/D?G(LK-
T\!5"*E2TJ+Y*<1Y\H\|=A;8^%('<)\$:8I+M8ZRQ%\I7-(L+.++ MV+UQ<|XP\4@L(?<
=G>E:'LO6^N*\$'2F>Z=E-O>&ZZ'>|'"H-E&| (M:34^#1#AKTRZ&
|6*F|R=X4>LB9"2.V3C,Y"VR6IOM'1K8?+,T\W\|(\)TF,0"2Q9"G/>YJS.T;)<5 M1\51D1UG4107B\3;.
(A'G5Y2XM*Y9\|(?9U'1R B\|>M5/7/%F_H3*,+IZ)" M\|.*|W6PJHB+HA\$0"7;X+(;M.Z2\Z)-7G4?U?
F\|P\I3 M\|?DO5Y/0=|6-Q=&?\$B4619%-U\|\$XI/_2"LS3EF7YML78 WH61,R*MLJ,2>\$Y=?A*-FC+-7-
VG<*24)%#-W96G& ?IIV M-S3#;:PT.3YW'7F;:|D02MW*D7&: 8>I5:M M\|P* M,,\$-)Y\|I^/YH:Q?Y*2
L;CMS|H=\$UW.%HM+. 1)!QTBI3@XR\U: &SU\$| " M2,R8L,I\QLP*R\9_L\Y\B1)U&J0^S-
DJBKWTf9U,'4N+I81REJ^VG4J*HY2 MVK(.#(%3_58\|?P;V7N%<5'%M\|:P&K.@-:J1P#V+Y,RRC73-
RIJM?YV38OGP.X)2GCJ'2G(S)BVEQX?<57< M;0U@>TX&X0\$9A#>4&Y513+-%ZQF0L6ELT#\Z-
"VO)XDF@|82AZU_? &C0XU0 M%2*N'(+BAB*14;S6.+!_H5QS(TO.W&L- M*)X\AK-
X\,T+Z":BSO'8&UZ4U28&2A\XQHN)B-IH-!Q\Y=PS\!'P9=|Y>Q*RS MEN7 R*)=DHF)UX&H*7+E&8-
_ \|KB&TS)#W%*E,%>S(^*(|+OCQT:WD.EZ^87
M%'.|:O>LXD#Q&+!"932LA'5I8PCY:8&S9\|RZF0+?.9%R\|X.644U+0_C+4\$ M: +7KA)#_S_CMV&(M
CJP.K:+(%QD3@^EH@&7/A68'!5O8FM2W\WEYV5H@"- WG>70U)V7P\|!>@. MUFH_A.(OISH-
V9D>1R:.)D?5\JBV=+_BT8 M<_C@*:"U4QJ\|VZ\|82U/C-O\AQBY1F@) D*2(N;UTM%24E?
JJR"&SM8T/N=,*(CB1B?D,0\EU5*S3*WL! M19_IH>0JW-&.@39N(E% Z@Y98;AA3P\JH8DJR-

1YO"F3!R%QID'ZX?!0%B1= MQ4&+) _H^?
J'5JWZ%QABB[(K61RU@G)AZ:0E]RBYE">9*H536+|1,H867P.Y1 MUDK\$7QQ5)
1YQ1+W3G4GDJE7|^*I6?2N7W8;L>OY_QP9A2_1"ZCO/ M!=A-!LF) 3YZ_N+YX^03=LU&C-
;W!*M> (TE&%]947;QAKLF%X_.O_.:JS>/ M+; H_0 %XDDL^R90K6AQ#KXI42#\$*4/FY0S_F_ ^>^X?
I%!?U]HJ,I[C@0QR@ MM3"J](6%78B[&G]LA%6&K4VRMW",G*C^I92SA_ '5CZM
48')#M\$'^.5*J.LAPNX3J(@9K,A%(CZ+|3HW;EP%*5=,\$0\$5E0+8Y&JY|: M+K,2A,\$'LZ,=K=?XF?
7QHIME\OB:9\#0,)LK!63,*(\1\$K3T!5- M2/C-S;N5%#UCCIO\$FH1MSMP[2P?
#-2!A|9X@2BOEE7TB7C Q:\$=GCM=^")\$%N=YR=2/A+\$&C*"..&"Q?'&"^> M_#X:/M(8!YVVA:?
E>C:5Q<[AA7D.@3=>W1>F974?O_ ^Z/Y>GI!"%W.9,(M% @ 76@)4\$AQS@X|[%:]!SR"] Y|EN/<\$
M;X."J+1"*>OA9|8;1/3X8%,G*|J6.W|P+ENC.9P/NT!>=MQNLW/WZ?9I^| MRXF\$'@=;LW(\DI2+#
2!NP<^X)_%!WP-M54;|#= "2@?|H,1.) *O<5U!%"K5 M.. "V9: |#WGM3|1|54\$^JS_*0B8&)*YSL
MBNWC=R0QG|R>'WT&.PCT7EB6F&8<#AHMTAW7(M<91DI>GWP>9=5WT,XM_ G
MF*EH;HU)8XQ+>>2.N_#+,LC0W7D)>FFT7#\$8B(D#J0Q5/#87JX#3TX= /6JP M:-
:7|1WX6H:.5,QBLECT|JL@5"U|:0"!LS>E|]\$N&.|@H%20-G>\$B23P400 MLH3MG,EB/
ZR?/KNFEA2J%FOKDO*=P_B|S4F^Y"1? TZH*0-QX'YE|^VB# M|?NF &YN;LYVM,0OC!KS+&[73Z_>?
F<<[H| M+!\$|JAL.O*!MGS6U+(*EOA18-IZNO>8NL7-9E+T2=DPQO6A-94BHJ'OI)@?
MGT2:U!&1K/(#)V>2@%|BD_ %A\$ _#"H/R8-6#VA?Q/#F+4_ (|T*%0((J? N6 MX1X!_/SED*!;HV-
G|DLK^HXU@|^<=R#29_ .7Y|_H|T0_6 M=>4;G)\$CCY;N&Y) >?
K9D_ ^=P+*VHG'>X4?N3OYB37RT6X9.75 |J|0FO&* M*@79|8*("239?OKA|P48FK\$D<=|QP8=F>X^
Q'X.9J'W=W./A=3-ZO_ZPSLD M,+ ^PP<(07|YK%0?I\$|^T=^BMI
GIZ??;K=//=4A6|FYV<09_R!&N6I=M8/ M|Y-2N!=. \$.6*?S?
X/D7: _; ^*2'^Q26'2/WOQ86AJ:SVAQU_ .ZY5MM_*S M%)9JW
I!Q2Q&IPM_M|^KI|N,NYG!HUHE@XI-&_FI%1WWG6TMW|(G#7IG(WA M(.:3_HLIL:
>YA#VCTY4;Q9N;GL#B|Z9NF4 "G6Y'T1WfYZ|GM'9(WDDZH,3VM">U\$;V05)?E Q*F@1Z.3"|&|^=
M3^BDAG"T3JJT3/0/UM%F4R;)E1B=K-& Q".4020^ |)M K,8RR
MION*;44E2A>H;DBK6@;JG6"|4U;R=E,F<+3(ON8BRR1,J34<^ (,7L6U5\,U MOPYD2BZ'_H:KG-
)=ELE9,K,K ZCXF|74L,@EM-0U&G|V-3#ZOAL_ =#FOSY MA#0Y(4U.-
N|WMWD_ "%L||MD*N|)%UT+3%3M=|)(J'_592 M2I(Z5>,JFV'R(R-
CU>5^/O=5*A8(B|:T.C3+TG.1;K9'E|8JW,5//OTJ^#9 M>WA83C^AD!?.W./HH-
=+R#E;3U#;C|D=TV086K*^(7:F/A"U|&G\$Q-U(= TDX'VX=E)G+6!SGE
MT'RX7B|:0"DK&&&R40_ =J'>N\$#_ :4 N: ^RI1JHD@;|RF|!*M;=?R=J|LPLA M99&9W"Q2'0+%M^"
(_;-3D'%Z|&,D1^H5!U4IR_OQZCA31B5VN X*B ;X4|?X M:<%|S
7S>KJK|R/NKLYMFO1W5:U+%DZE(:3H) =|V1%_|/(EU-9|)%W=J=4>| M:=QIGQLQIFH-*N=)%4M><S
M"CS|J7'?K5<^P3N= %H.(/7;LSQ-7##: ^AS_07J=4 1)Z3+E|""50QPM GQ ML1>>X^6X^Z.
(.VZS9AC9H|74:S\$%PC\$B'')G_PK M> +G|W0YY'?P;S+|LL3LS%*Q|Z275T;?
UEJWP&J:47IK!@E|HASZ8/M'CK1>WMK2QAU/.H|^0Z^!#|G?1 M|2F!|?/ RX/_.J: 2NW?O+Z)^;?#?_HL
V'Q@K7/BSU7|1+N4\$X\$2##G M|#HN\$J|WP/HH36K3F& M-(I-)SPO3(=,2|*R4NR_W+,X?
5782^P|I)Q|U;LXOX|_&F1FUX6ULC\$B_N M87+#L"3-A&7!_ #O/586)=|_W9\$ER#M-
:GF5R%CEG=&.!5K7G;E2G(? MW+F7|U78^J|_ S\$^ (M*D-4?7%"5)T050|N|*W0|&"|L|?
N|I0&W#5@@!EDBB*7J|'(!'!6|PP_ M\$|UX2*2SQZ5("Q\$-9 PS,IS* @*A- TV#
|D|VYDA#KEV#"JA7|LQQ8_C-.C! M*+3ZS7H!*"K00F8"|IF"/?7U-|QHIXIZ-KNJXI N|=CP\$-
WNZ9(J^KKV87M'= MQ04CLOGGIY(JL,N;V3(YV,CB-/\$15B-O-;3FQ1JDM,|'C5<;YLUA1)04E
MCAC:+D057+E'&EWQ|
"1^G'|L H|^9S1!ITI1<_5N<|\$BF501<7#^Q|//OCK|*N\$CFC%"7:|7_ '^.\$P'W)K#NT^%DYFH|8OKQPQF
M%+AQ#_ (W?E#BJIJU|@.O>"OI'A2\$LO(F1)|LR*|X-.KE>'UN/"T;CTR!^<8|"6K2N):0PWQ HZQ1L-
\$959#^&R*K'2 MJUS%)HRDNF->MW!_@C6_(N):QOD>^@YEUC<|J|A|K;PS0|T=@|@6|J\$B 6Y2
M5T^E)R8:E/N?_ 'A_!^34@C1'5O2)%!:@N/ 1) M!58M62F;2R:1-8O'BU:"HF^S,F--).9>|6OQMF\$(XS^>?
8-M3|HCX3D,.)7 M|&XHU|I6F85/3WO?HU="F|+U,17?VPJ9=ASZ!.=4!&|D"H9M##3V>4T"66
M>^&3T)!KP82'1H!\$K-Z^Y9RBHS|3IY(9W(4R(Y/QF\$>DZ1F|FZ!
(|_E(CM>4)'S.OQOO: ^XC'_XWCDTS.|!XT^XIGW'D MAT9(#;%KF\$?REK+
TCO@|7)T/28|FQ;)G0VXA97.!\$# M_|X\$#A,JF!_.YVX<#DP=QY"PR-%#
(&&&H8\$8,Y(C:W6\$VL=&7N09IAPAY>FY@ M +)T;J 1A\$|&WIT'XN"|,Y3N--\$?-
'1O|L&\$&=!,JC*JH;F;EO5H0<2"=E MH3UKO'(SIYRD_4P*[?A"R8544G@^26-Y1^NT3#
|V,D&^@|2DLSF8QEMDQE,D MNNL-DQN#JR.QEWH|9.F+M703|L87GV\$-ITG_F)->
(!>)>14,N^)|"AKSE,|7 M.?IN%XM+X=4"7<\$DD-)Q%?XZFF>?X_-+<|J5I&,2)6T0>MG
M&NAFX>VL,)Q0BO&47P;2RMA>G6ST1YY&LIYM?3/NF|T\$2>%/75C0CC2I5|R/
M@8GT>|^%L|10"R=S6""XLU^?)O-C|TG-8FA:F?+4NQTYXA(XLOU|2XFL56KE M?
&C,!=|N8SE1>!*2R3'L0_ U!?'O|8A;6(J8^*X3G:);!+-NZV60A.GF"G+9T M;E #^QW2Q\$JA3^?
OOA>C72GA?""V'7;#"C4(7>LM-0;_H|)%TI5Y9NUKOM# MW7*|J|JM'|L:/(Z4"T(\0L/(,=|7E9 /%|)Z\A5L-
:) _F)^G42B2+=3B5, M7|G"HV5|D|1WDF^4:F\$V=WD?:?LLEX)'3Q'WRB;_,|E4)"
|J|16WK*YC)5VBX|;93'G'H.LW?%\$-|SP!3(MZ>|9G>|J&,2|0 VH+E_|C2<6O\$XS6*P:|RI|6?8*?*=>ISB
V6 0UU18USL M;3WHCX=;>F>+G|_ %J|F.HB\$D/L9I4JA:DCY,ZR|7 NR@TRXF*5OW^|FZ>&|J
M@LZH<7*DF4<&>=(_9VN!SK|JN,O@4\$67_ U6M@+""F;^ _XW%*M\$ MV@XW5.
M1#,>QEW8L\$B,% "6YQL74(6>+;Q+<|QU>1^9\$>DNI/YO1? 27>L(8;.Z+7*5_ M\$UC YL,HZ>*M?
Z1T0BP'NKXKSW(40_B,;->Z+8TJ(XLKH|HS:?'G*,&K7 @YQ+EM7UCM/3Z87" M9MOVAQ 4^D 6?
%57D5@YM MTK)QV@P'W72I4UN|FFNJTLBZ6:'@6R6|YTRK!9W(2P4RP7HP %L54"Y2M9 M
NCDKS=J>H>PW>|25X#05807H-B^ZRE3"5A2 M2@+2\$<((?C3, |>G4-

M*!HP=CXP3@=8JVKCP*UH%X+1Q/S!*ZIBV5N;%207X M4*#;:'YD19;=(S_VZ^AXNW[(+0U)L>U%1-
/CF%)JR/%\$!R@4B.Q0^L!@&9_M R==7YL,B[VZ+Q2ILRT1D#7=)0!N.N6S^56'_&
/&CGLQEG=H;17U#UGP?MK,M..^1_H8#RPD@LMJ/\$H,=\$D'PH%<|A4!1MULRILSLJ|<|V)_\$&K9G
N=OD1 M&|+=="+0FO@S<#++-H0NGK6|60\4)\$N M4?53_BY"<,'?IH7&O^')RG<_6)'9?&W5 :
(>9T(Z8|N5X)5K@#|NK^Q&XYW''/(L M0|D*,Y;G)*.R"(|>)'IQ>#Z9:WMZ9I@S#
3JEUG=&A4PODTXSAJ_Z^P=M1\$ MSKUTISS;^OR6^S%.#X>:XZLX|VU|J8#H1 JVLD| K|MX
="X|S^3/<=UW>|ER/5'M3R6 M,E?2G;91^5|C2K6=4^QF|_|C9SW-%\$"TP-DQ|;XU&5CJJLZ"
ME%034)0>C(=>D0T:W|G|2MHF+LD5.?;|9#/'M*7-\$?E>|K"!1Z;0S_)O-IO(MR?/NN>4Q/_DL5Y-
IUB/V?>9|SAG(TG ?S3/PZ1?KJ|_@T.|_KU|H86B5|:A:-
GW&S)M3MA5@RS|M4)LW+"K#PYN=@U9(19"K1^XV+8. \$Y!TV6&.\$?L^~O\$BR>U|^Y;:>
MAK#-4KYQX:Y238+C4R:LX|0IL5_VPR%|@R(JZZS)3W0^;|6YPX1ZUL(8.|) M.>L>DC> S&(.25P-2|_
*VC4J&!+V35Q(I#&A5+0LK:5B|)(B4IE|W.G?-,+BN M61L.6C_1-VE&HQ=)Y^1 Y0N@5:(K:/&
Q_WV4SCO=,FQ)T& M79=4//Z^0^))JJO=Q>LBCG"PH|IF@4ADY8;NKAIA HF/1A#(R3.|^<|6L8BVO
M@^'^.ATQA094L(Z#IH2),=W6CK-Z|6S:*R>_CLQ|B|6M R|L+M2BU&Q.OALNXT,J70|XW|4#|
|/%! G,= VIA :E9\$DMJ|F4Z5."Q*@T:F.3DHG MJ^EOHX|C >3T.5X2.3GHR"4;\$&V##+K0+
(DREA3PIF_L4L=L;MYU1'OB|S5N M"?%.Y34S)U4^N|O3="PPP-MS1_!YR'Q|V?M^*?CLEM|M=|1P-
^2M\$=R+KQY71XC3%R=LW^G.2D|6GR8: MO6% |B#^E2JO ?;*XTGVG5" =,+ +|FCR?
T>"1^IM*44P;&2(4|C|T|BMV|N M\$3||\$G|L|U?"=TX4S+H|:S\$F?UH\$7JR;-3D3RMZ9Y6U>,
+;/2|P2OVB2. MN66EW+50P%L-1:(4_&#?Z&*HM"9&7@%9*LU'&0U#KPFA(&,LW,==<-3GLA_H
MTI>#&BL-=/;^~F*IT.^N&GD:|3EWW*> B5O.H*60D2' AR1RP"2P=%U7*5&
M^V+!7'R^MN|N">W|E|B.MB".|V&>J=(79.O&+3S|J_H#|56T^477|.U-
FL3F.#THZ|SX|ZTX;|/#@'^>*^4K8|3MV=> M|6.'BX14_8V.K9CS<<1F4O4;W#TMS1|J1Q&
<+.F<59T8XJ|R8L)Y\$Y(LCT MH6*?|IG\$.#8!|0GP@MG#Z!&Q!%0_.X;NQ)9|,8-& 1AS.;M/ZHZX.AJ&|
M2"XOTA5;0&U>_9B,(ZCWXJ7S_G;PCX? W|,'>+GJZ9-M"5=3^SW/!-.\$\$|& M%1VN'F|&
|K'YL6*.Y*B|J#;: 1Q>MDVR5)MK5"V<9E?E/RGSNQ^EA9"IS|(U M53-%)OT5R|3>VK|GE2B('RN^7"
KIR!,#C7@YPM4FL*:@:#GHRM'1HER6)N+Y M4'/MBK4<:|R^&/54Q)(|V"4I
ACA9;\$PZU\$F4>VGM"7X@3|!OR/!|G M*KY+C)S?LB=C)D"@63HHP@QF_~OP)OGY!P9JJ4N
|U|J|N%HV"."&Y16>D\$% MY 3|HAR|ELY|5*L7DT5'Y239B8\$PAG)?IBX.79ZL@
Y^B/M%X1:HLJ&WF>%RAS|F*:A8X
MB=|TG4IYG=,>/7=0|. #A=AF&^8('1GUVPY0X&6Z<MRBZ+LS*N:92& ?E1|*W86NOK\$,
R>,^1F"\$CDQDAI_(|PU8; M%W|);#
EF"6U&3(0E|PE^00H@Q_>P8T6VYF'XCS|>Q2FU;CW%:\$:'0Z0OW"\$+
M|L(=Q2T.V.MGF//@#A,ZL_BW4%@5.V"J1;2"*SU7DD%2D9<&B7">\$?B4|H.* M|QIM,JUBPLCIM_&
|/;9B1J?%:ZY868EX)S).H@MD:&*&PV%%"!YBO!+_8|J5 M92Y4KQ"
(B+PW|4@MR5(SBE>K>Z;AWH!RL()OBS5QPSR7.M?
=^:!/>9'"&#WR7|D6,*F+VB|1T|WU#;J2>DCCZ#9 M|,RDZ8YG|/_K=0_|4&^;520<|'
74ZZ;\$T<|XNV|#@FPQ17-2>^G;_H3VV&L MK:ZG4|/_^&>8+0+5
A=9NNB">F187#'H.LIE,I0YFI\$'V@X9K#%&"(=7^1G% M6ACXDG2:9&W*|P%|IKKET|&5QEGH;B4&
|E_9=Q|H\$B<5U|3V0E 3%|@X)(4 MEGR?#R_)LQ58P3M|HF=U6HV|BBK0/EA%905|
OKLDGE0;73O+R;Y.:)6A-5J@|!&/K:|K\$426P&FZ- 2BAXNOTR:M1CJ MT|^UNC2%) ^99T_SF<)P0IB
9E(A4*9|?_0.XF^H)V|LWJ|F01 C5_IWP,U| M;Y@|=CFF0UIUW|DWY2X|S0G3M- QS-
&_N2OBMIYSU|L=5^H^UY"GU*2(5<9 M&W#_&Y8K5TEY#>?#Z_|1*3:K.3:E&6|Z-
WQ".S|SP^QE-.\$LE88)|86L|^L M>R2N>-V|,PO?VZZ=3>Z|!|=.:60@YFEA|!C:W1#VAY#|BD6S;
(C\$="Y6WDS MCGM/?_!&1.L8M977V.3\$D V<(GB_VSQ4R9D8PWADKQ(|?%#(|_-R|:4DX>| M17F'M-
5Y-1>OHIVC>8^9X=9VJ8;|'%7D6|WG)PUT!^<?@|K!EL S! A*3_/P MO.|J-2\$|U<
M&09D43^"4B>;9:LFG11|'X|S7QE41GW&B0HLOUBA\$W#|L.BA|'W^O&6X6Y5.
MQ!#RT:\$BD|8#0Z0=78% K-"|,%5#@%\$MY M!D*TC<4:D/-7/MC/6(AXW1HI?0_A#J|3K+1%*J|-?
AEN5C\$&S=)GKPXXA85#D MY\$.M@4&KODM?*F|L_?7HA:&JV9|A;|786>CLLO3S=HMI?
#+T15&R3V,X,F M2Q0:PN9ITT?/PF',=C:Y5#B,EC34&|&S02|+|/|BYZ0:.03":_WT%|;.\$2V1
M"1ANN_ATA=JD3B"|A'SZ:|^7^JZ8/OX\$_08^ZTABSJ|VYWMYL6SYR9/8AKCZ+ MK)A)*I@4@:*9.#
_BT|4@|GC)LS?S|8R|BA@_F9\$1*: MW3%.O\$Z(|:)|R|,'32-|ZA7P,S|;^?ND|;Z+,5C=@B:A<>
<;ROZW+BD1?L.MR.A\$>O3>'4ESK>+*#N)|XZ0>K4 2%|7,,8AD_"&<)|LPX1;|L*T%6^#GU-6X
M53A>W)TGBH5B|&;?=\$H+Y1F3>%*V(U7=>C?L|O1|J3"7.TN|X|V&A.
<6=5|RD)Y4.C|!1)&"2FZD|R&9603U;A|I|^3TJ4;H:C|UB
M#&;ML=E2!*NP;*@|"JFOCF"%HG.%T3'A7:_)|/(:U"<|^X\$83B"&3VIMS1OV MKN-F:~;
VYRZO>R'9G>U06JE1B-I|)"Y3)+!|U?;.,*X=,Z*5@5@W.ED:~FJ M;B>6C9HS<".*S&!6GAM|;)DV
&7N3_N=3C.VC'9&?0X< MVS0|58|7GPUOTE|0W1Z3.=7J-0A*+
<8P5,%|QHVHT9P&|7Q30+_8|R:V1A2=R MH9|\$F@32GO"/>3%="^GMP9"/8!!
(=RC@Y9(\$X|Y.ZS;%TZ:#QV=N|V0.J&YQ MU.|_XO,W(*QDI4%V8.K5|VM)6Z-
4YV2_2S9*28/|5R"C=+F1@B.>71BDAY+1 MH3<_FC|I@Y".|9-4@_5#N_Z2-'\$UY780\$5=MMC_"!.E<
M6|X=KIFX2U.L.QE|W|XJ|1(M|D)FM1 FE1V:4SN^P:BY9)3|GF*9WAKF|S1(P
M/CK#%:"R">R61|*)TF5S\$0S*0CYEG-*Z*HA=Y*AY-9M14^(S|.!&'=A*ZK9 MDU'C|+|^F|QJ9:7?
A|'HF1OR8%U5F753 F29#?U0?+7;=M'PS|S; C? Z2: MX|ZAQ6*B_WJ.NQEH|Q3FD+429?D&
|E6E7W1BSE3G.|&9%Q*VIIZ.||HA'\$2V8L*!QSL9A% M=OG"WTR?"S)_L;P*~S*6XQ|M9TMT*_5E%|=P-
)U<<8R.X9|_M>|U1_KRP\$U M>.X*YP1S,JBLDFV4+CL_DZG|CA.BL_5OV-YF.#X&>A.TOTMC%!D-
PJW0X@@_M.EQ/NQGDH|C6#KV44L1#M"/D)CUL<7DZ/A(@C!)V"PI5J#;:#80*B|JZ|>-)
M|OGC3LI:8CT@TQT;KDS':?!_M|\$WDW=)|.W3R'_4D1=,*WF<;M\$K983Q"Z#) M4F>)(6||1|35WNSV"?>

3*TLTG=?K?X0PQ7PF*8^SQ&XMXT0]/50';E)Y? M4+5Z/RX*,GDJ#92L7l: 7KAVZ I6?
0=N+#Q,QEVK%,Y_7.\M[^I9>EQ//.=O M'57%'.?'CZDFV+(&<-%WC;KP#VM2RB+2):%"PST\$\$\$?
XVC)((LIT?/"I:W@FB6W(I; M_*Z#80S2:QT;:&MI//Z22L,%I#*M4(8I7H4-M_FT]4\$EH*GE>M@E
#_M0I(N MK8B<& G>/E3A:"PI=%?7(Y,T9E+U*/SB%XH&\DM;KEQ69D'Q*BS^MMS^IZ7<
M8AP:QYTPY]_U0^B!S4ITQH;P0T#X #52H*T!8_A:HLBI#;C M":J9H)I/3U#-
\$U3STT(U!5]1V5\$L^C:TI[6 2+;OFAS5W!T0(Z-58:.)\.(G MJ8S3%Z*A6=8\$%V&_A>RFIKFT[2ZS*'=
I)^V9/D7OZ7F@E;0.7==8W? MW0G^7P[C]W-PM.ZK'E
D%M7LHWM,NI=&/3N6"+0P;,>9<*!NA%\#L174IJNP
MC(LB'EBN=1^K;#\SF/<./O1X?)R9H=Y,F\$*4SO5'CI0L;?7I0 PC+Y_R#] MJ/\$
=%XY:C@EN&'CW%L*&:XOAU!+(G?ALM]QI28T H:-ZPY/78FDY5!?)\9<
MN[>XPF9;L(IKZ"DWZWGW8CTQ_T%=!3XVBE :@:6\6)^=G,==/PP7QFAABR) MK#?
Q#B@MF[&\$FDOD8?>W8^UGB_6:.)&&S[L1M@G4LCKF2,:\$HF:6LUHUS*SC@VYO;"I>W\$DCO!=!
MUI?,5N16 [?]:8N<-TU5H<-!G)#4X>|>H5Q<56+95#"JO:6NMHR^A3&Y+*JN
M:C5)8"Z1/9GV'R>=E\$JLZ29KGNC^T)Q#^1L-ISWV(IJY7V_%!0Y#K%L,F%]GD=0TIKM2Q(.DV)/-
M@@=^S&2G)XJP9=L:5\$=K[S(N\$B!(LV9V)5_(T:5YGH-1.RY#HT6OZ)WX&N M>C'T]2H^O\|JR3::V9
M\|P)LGQE+H2*%:Y9N;19&0_.,UJ09DT,2HN6'E]E3ZS510A!5J>%\3\$7!GN/ MH5U-
#HDYHY\$T*":1@C"RY%ST'.9SOUZ?!"-!2VTGU#Y.IX:/SWN!TSN.^SD
MB2 >4+^/TB\$HO4ZX3."%VFL2CY7R5F6L?P9W&E4/NXQ!\$C3("I\35SM3I<, M7AUW;Z6.(
HUO7!S@)8]25FD'V8.5U+^T0Q_FHM*U#YN;F&XTIT|S|MY5%1K MCMWAMBI83S ;OUV?Z[I0O,V1)6-
/SJBf@>2-%#'_ M>\$KJM\$PK/WX2%]05]V\$YFE/A#H(?/73QK/K.@8><5&_L)E3PU3HV^"/_JJ
MW*K>K&?87/G',^_+PW=DZ-:2=1VE]M2>4LOOU=1HW6,RS #0IRE06V^7 V) M+?
3'?L:GJ31_TOE1,R\H?EBB5RD/QZ,<(FSC'H8UM_8,8:P1YQCI5*6G+
M1GKUDW"JXAYM0;W3HTN=D/M%Y2ICR!^#^I8U4;E_==6 *0MAA;JZJ?_)""L M?
YJ=5>T@UNYD3CA..Y.-&2H1EORXIZ1, MF]8^W> JM^M^RQMBI;T8(&SOC259;D EDN1,U-WW-
B]A+!XRE4\,V[,C%VWH? (5;_TW9:[Y.V1 M/AI%:\$Y5RC,...Z/#>% (TMOE4!>| TQB-
1.V5,>)+7RL,I*,&*,Z=+!@W?ZI MN5OS<6TH2F2IOM5T8G0TY7YD0174R\$?
851&GQ268)\B\N4HT*2TS+Z6SSOD) M5DR[E5#C(-IW"\$8!(R MZ,KE.4YB:1Z\|NP\$7CF!5^ZI:0)!
(FU8TE!D\$E]!;+TAROS>T*%Z!+&.^X\$ M#H(C3XKT.!K)M#,A8?:KI%6?NGVF:9(L)\ 9SV9X0-
;^37:FD::56-M)VA:> M|CD|C?.|C|GDUUD-6[T\$5IAQQR;Q0W>7\0J=.D\31GX:XG|/^|;C
MZ#D@1!A9=Y8Q"!P-.!V;3"0Z3W)CRIF>Z8KQ(B\$DF3TACESDR?GN2_Y@-?(
M'M4#8UP<;>Y1>1*>IR"S?NQD3OE
#J*14(RCKU)&!@*)*LMN\$)>^ ^L*=R\$06J\$U@=!!W#\MB/PGK#S M+R'(< 1#2J 82,-!;3Q.5Y84.-
L..^0KWOR"NM\$DP7!UG(F=B345Q-@*NT MK\$4(>>|0'&DSIB?W"F0L-|9K@C-
123?)H4QNSWYYIOY;F;40[=M-HVEN]:AYNX>U P9P[I, M32BJ?X"33TH:2?%01%3H\QEO,L,O G8-
Y&@ZZ[SXVW#Y2B\$[V"3Q8CQ/73/ M\O A8)>:-EXT0+\$W3@|)/|_>J"4QOB.
(R/:#Y:/%'WVQK)VCF:KMH(;K<# M-V'E,-B;D\$4<5/N;]-GH?/6#MMS(-?+_ |PW5P#%'>Q=Q9K1Y/0_
\$#WCZ7E3R\F_\$B M9N@/!75[D"27JH)T4G*(VT>W9?S.^VWVE2EQ#Y-29)C1!OBM2QJ M #
['>"/R//OB9IP>M/(1^|T-5B!|6'R;*6C[+FYQQU('Q'R5ZUFTJAC/5"!=[91#ZZ< 3Q:@'S0_<7HOK\$+;^
M#J=XUB\$V9P81C.942Y%3L,TX|Q3\$F09;NFO*T:9@9,2J(6X=.. 3KC2CPXN
MTNE!+5::&K0!PHN1#GK4H)N>27+XE.0?6.<&KZP3YNJW0 1G5@'TH>R@2?W9 MGT!
>)E_PXTU_3"-A= KPS|'":0H_*G/(.05'U:9=1C:4M,6@!G
MY!PPRIT3PT!D#|IYF*:A/O71G+.:6U"+5WKP*+L\N2MCX'WT;INZTCX@4PT/E;].%R+OUSY6?
J_E/[1B6H.T\$/^X-\$/LG"%PKP>'*(Y MC(BA"!*(CK*PY|SPS-)9QPT79+8M/3Q>|U|C
3@*7X%LX|>O|JZ!2TV#_M_E6!XY/DC==TOTTYO&AAV/8=..89 MH?(VE9:0Y
FEVUW6K>:J4U*WU%&_J+NW=|F2C6NF.GVBHVGK6B_HZ.CB130# MX=1^5/?
(I#+M\$42]J.K4V[SX3^ ^W&(\$<<*D'\$%DFJA)%N7D%>|U<|!7W7((M9AC..Y!
[!7H3",J6&PK!|6D1F6V+8-@:85Z=JR42L49.L;%C4P8B1:'9E 4 MHX@|^T:"U*EQ<|6G1&?*6:?E?
A:G@,&Y-W0L#XN)|YYUW\HQS3DJ59IU8+T^ M)1^/AZ38QB_TM&DW;/LT0>T+.^AOD)2@&-
@G\,W*3N('Y(I|I#%;8K@4\CW| M.*:[V0>^Y>
(CGR30^3@\$\$@QRO^@'HC8D&.O*@^H\QI2&GE'HVU%]SG0QJ3Y J MGA@4"5CMH\0L\$0-
CYVT@FUR0E-Q:B;KS3KXVE3,L3<7S\OJR[|*E/U D=*N! M^V|Y|^-F OWL?M0FN!V|VF^*@FJJTFBX-
(M,2TIBJ/Q 93H4@F1?CRU3;/6M;3AAB-'06,F81-KMK3%J4^8BP!RZ@7+R+Y%+8N'%>;*+*1('A-'
MFUS"CN"B8<9 A'*Y=Q':O?7,_C0#>1['@5:E>+.)5#Z!!B0:-E=VZ#&'T=IN MQLP;-
%Y;|UWIW08HH<^|P9FHD5MY43!@YC8'>4\0XE>=\$/?58TAMPKGCL-ZW
M:SK3'6\V4;#HF9"Q6LJ&|;FQ?EX03|LU-^N7Q&\$DG M].Y>3>2(YQ#)2E4M%FJ=Z]46P1?
MF^+\$D;W|V&*|'@6?;LH6(H^=UG72 M7C XH*.TA'K"XM#OC_9L,^Z @7:B'YV3J?L72N@^NLPN(?
CQ^&A,8'!|,+% MOIJZ&W0^Q"O"4IV)6/U@988U?&#+Z9CF%'S61T9HGW\$|UG7N-WCFS)*-3_
M1CN@/2(>|.4:C73W?8#T\K1?1&Y5G+HW_*[MDC',[W"JS>O 4AS(\$ZFSR:/
MG&*Q^/^US4@;T)IT0J@.A7L3!D1|TH>@]%"S"GC9X0EY-WK@:MZ])\$>MDG%8 M-MSS\&HQ66| FT
E=U9XGZ5E0_ME@|@|<[Q_1C)88QA>*=2O Y4X*D^I/EYQW#@|OE*Q6VO:U3'6\$OLFEDYL0!
:=99[1#1*)%)3*9 M4A&Y*4PH4=5VV=/OBF7.*ORJ>>OZ1;L48\4S+B_*AEE**6,704(ZJ8\$GFF=' M]2S>
|Z=6[KV,EX\$ZZ@RIM'Q?RYH76|VFQ2#^QLR|(S< "5-=:41D:|L.4:/ M_%"L@RRXTGS F#='FN7J]0?
\$&030|2K?(E4/X, M3F2=@@|'W@;"(Z|9(CMY&'<4#DG8'D?>.)_=7EYWCP72M#\$6/#|AX;W9
MMOTA4);KF|0S|2|<1^AO&*F,+E")P*[V]=4*RV9G9E@%|=|;>#Q/TGL|\$Z]0M M7+=O?
J&\$WRAGC7J*EQ.<\$U^ ^QAP!^4UOM1T5B8.WI>/5.=W M8A#OZAQ#Q\$ "LD=?KYF")D8?
NRW\$WZL*\$E\$ _!0&*M_;"H[S)0,")BL/["E| M/DXC"4:VP|OI5,_IIG,D?
90Z=K9\$%*Q(&HEIHFD7ULRD3S"9&SK_(*UD

M5+IQ*7,BZ^AUN3=DMN#W6YJ9\$RHBH2(^/Z\$B3JB(A^-Q9(W7G*#"6>EX:2VI
M'KJ&^TO5N21=!E?U?IL."7F(JL5-8";44N-A_DI6('4I5+\$G\$BW3*P,2-W&[S31J*DC#J_32UA?TJRX-
21T>5?QZ4J:E1"XCSLB=.[|KG|SC@Z|5+,%-3DN(U>4M,MDK@;(TR5@L Y#_[2|W] MSA7^^?
00Z\$BAI^_.DO&*)Y6 "S'&VG%NEJ^Q8:)&5X=R|58X18D930DA;2%F
M;RUTK\$X3M\$|SD/N%GDZSZ;K^VO?J:%Y;(2:.\$DX0D|0E\C\$^+@+AP|>97|]U M?WDX;^X9'"<2=J-
OB^=+%X%:Y#@W?I#KN06F*1VM;I*0A/77%6!;I&X#(M +PR|:IQ:420(0:
<\$'T:RN_&K;=O+QDZLAT:UK8V&Q07^+I9";5ITX'TD|_ " M7:D!(P5Y6K*J:.G?J%-
ON8% ^OXO>DQ+SL&9-01LH3M6;N-N_(:0/)3P6?XVO M?AZ|A J*L='44\$)H_#=O|/IH4ZBWKLYY-
P8;0% @T|.BOK:<.T!|@J%V@>48Z MJ.EB6 K|:ZX'I EW.|C8O YJ#GP%|L\KR"9J-
9+\$K5>4@8W/&D.\$W3XE5FRL M_%^*,6)N|'6_%->_(VZE/EXNNMGWWZI^_)5I3ONG7(<5G>64>
(|A.O|PQD-H MU|(0=3VK-.,^:43GZ\$9/H?40L&F1@!:.%-M&S)+K:(1SXQS44HI'F"4'N5(
MZPGM2#9&NE0LM&YTU9-6.4J9XKO++H:.1V%CI(V4&|4(.,>Q&=N.RIW.TW/\$ M.GC2@9
XGJ/AHK5)BS^E0VN&-&IHG#K-RQ2^I^&0 R(-AAX16-Y-I|B|+8P, MIO*:3|B&'Q'1R?
|0H84|YL>:7%+:CV9*K|DI.5(|F*DK;M.)J(1N)QFJ^,U M'XV/L1AP%YT-1@7VA#/A|NKX-
LZFMLVY6)B,=?TVJ%^HL+@4*Q.7^DI910@T MH7G;
(T57@5L(IYMF^3)G;A.O?:F'K(^:"|>R#*IM6T7KVEPWJ|T65\$LF-#W5 M4,0^=JC-Y7D=0TE<"4;
MX.C"M\$#AX+JSD7P|!"K(Z_KTF\$..**NFW0.;>: "=8F)1Z4LIFVT""@B>|(R| M4X|XY?
SLATPBH^(^%JU39:/8KBMV"Z=6T^ZRU>MN6CLQ@.%A&A MF)^+(+1&*S6B1|L\$M*D-?
LZA6\$UDT"B0|J_1A:19)60P5G|.Y^V8.4|V|@:.'\$&X;.DFX@S7+KG9>;56I(S1V M."_F@J_|-
MT@<;YFO=T4J>EYYZ\$6V0H4|^*Z"3+XN:A&|7 M*E(I|H+X-V6='IPUE8 B24W%_II|5DW8*V-|B/Y
^3-D-8/09+3*4R'M#.L M&>_7\$%9BOP|:MK|J5L(=%V87;\$*7"5Y|06GI!*3D*6J?-Z0O03&MDK(0MT|
MBD0,W !+0|'"L2A14,1?RIR<16G;|D.89&|BCVO*O+P|KWVFFWKK-UVJOFNE
MF"E359T<^@63ZO7|ZLS,|RW_RT&=\$'LTYQU,;5(Z;9DXV(|78I G7%3" E1: M/*|/G)NIA WX:022,|
|Z|'_WLC7;TI@4^7JKQ#MU6CN M3G|N|^#^V_80W.FX|.F7| M26)^0(';11#.;|>>|>|'J8?"QS-=LVG)Q
3*"&1XNT(|I22| R^>H"VW=N. M,I/N|,UY3-937%A&3Y@_O+%&2XM'4\$)0%7G|U7Q| Q!1'X|R05|*
(Q5RVE| MYV96KW,0;AR>K M.(8%*."R|U3|XJ(8_5T#"FQ3|H/#!8)O| MM<|M&!=
-IW|NSF>7HN=C.;)D5?YQ04"9*AF"9Z"TB^N/<=2R|!L|1_G(3;3+ MFJE2\$R
Z13#)TU3KE&5L)\$U#3Y)RIL?N1I8B&D)BAO*9_&0>V_K&.5* |901 MI<6E Z=3W; C/F"@HI!,IK
51WKR: ""AORYXZ,*Z\$:=FWAO|YIN&'Q./=V* M_.)E|
>)T"ID4GO"OKC\$RK#4|E_/J\$R3JB,3^H='VGCQ_MRGGU8'&=.*E.; MJ#)G)D3|_OTPVGEE"EP2?
TT_1)'9;+MH2UF500)@-%^G3 ?6E1?(^4 M.WILD3ARN<2|E7-<2PJUA%-"3+
(Y/W4HN+^)KDMPO|)%#;|JSCA&M/_IU7\$@K MM#*@QTX*7M-.GEKR(SS1UTW?TIWXWF=OSA;?
Q|5.9.S/>_3/+;Y7%H9X;DK| M.A|;|3W_9|6^#HU5<^#"I;Q >#C+0>*|D&R%O^7L9_00'7|&^V>LNKS
|KJ M|JH3B|ZFMU%W3V.E*910GG|_K@G-."I7S44#?-.PS4INOC#(|GZ@&X+RX|S
M1.'@E7WTJ(C:F5W6MX^?J)\$=CM+L2|87KNF7G%K9+GO:24EF=?WM3N4_C!/'
M6G%2%4K'C/F|RCO7A.RS)37#L5_:S5?|3IU**\$(9 F7T! M5+|M^JN.T'.II--E7Q)3BQ
IX+V^Z|L8:OR|QL%._@_0|5?FAZ")-X%+X'P6")4;\$?H) M|ZNN_J*KROY;:
&#^5_BN1@R=CG4FS%+7CD.UM0-@(|A3#T"*[27C|I)@5A+@ M1)<^R>|,GHD?4VD*)!N^' C^+
<;A20_IBT3"PIM^|WW.-U 80")Z>X->EA M2QH'GZ99TWQ(?D%/O|2\$=9OPLRE/T&R(N)?
(TJ)>I/OPTAW886%VN^%@R2;+ MWC-Q|+9Y&|KFBEIUR_H
'9.\$:@HK:0M*0X!S6GP'^JOF"J9WQ,04|*8GAP5-
MH0>_|2K@#*)5R8|)%F^5Q\$;T#N9)C.S=5JJZS43Y+FHVY-_%6P_ =XDU;7XLI
MY|KUTS|+7|78HW4RRPP:JY7Y?1.G|/|E@|NV>.DGB9QO,=VQ\$/+F#@K6%E M_A:NVK^H6?
XP^@"6DF|6V VEC|EAM!>ZG6"=Z 9&H/9=,*45)WS|>_70&+X M.T:|S)M5_U#UFWT+|!<;|IX\$C?
Y|DKT6&^|N) 22TH?@QB%_*<|^AM&;BP M+2%^J+B'M.GZLK-|>\$:-
O:HWLU*M|^Z09|!QYGTE4("54)@O(&F*&P3SF|>_M |9%|'J_ =|U(KKN#B|T(='ZI)_V?
RWL_@&G6/EAS MI'"JS4Z3|U/\$C^'=3!PF&Z+= "<0K.>ZZ0;>OE,(O4&5H
2>@_ |AP6D#W1WM&7@|E^|A3*.;H7Q97G@ (O)D'I"OH+
MUF/<7MI1V@%;^GD5"8R(AP';2G|9'SMKII=X9N?HP MSE?V\$#B6UXXF#UDSG!_B9;G
91:ZN3;G#\$A%+F#SP..)SD0VLNR^XD9_I MK%|6,.;NN|8^IJ(K3KF>)>(9A|: #<_GHN+R_#=V;Z
1N=XN_-CWE M;BFAM+7*+V\$E^>|5W(C+LVKQ|)\$2521PBY|I2%?XQ?4&P82Q|
M|L<.,TR_ =C|Z47*V7>T(H=7A%M,\$L_O|WY|5B|7TG4N'|F3;@T&U#3#XMGC06&2;/H'|-|/|/;|_8E-
|Z< MMZMP/= #DQ|E|S-^>>; +GO*.JX_KUM+A_(:8R/Y7-#.QYOSCJ_BX=?SC>?24
MZNXNH,E5:RX08|30S1&_S |%(XNW/HQ'|A73@WBCM=%R5FZXYO^ A MO'@.Q&;-
(PL|=^P2I174M;0F%4QZ/YJL57-)-C@CZ)J.<;SB)FP@=_.,|?C%> M?7:6_ =|J?
FFV9GB2H0CPAI|MG@#UHRU MT\$.;|BWOFF71Q_L9QH|I0 (8&^.*\$!CBA 3ZISY/5F-/6A7_L|UA=00G
1U|V M2N|K,A@4#D23N=SMP35/?M_N "ZC==|V/4E+|I)%U|IAAZ8\$AFW<9U_8.?-1* MIY7TIRC"B6^:-
T7Y6SN|-/GNL?ZU6SAY|&=RXWS0NM(#18"4A&\$;F8BA()DC MA|@ :.(#W 0"A8\$HO|:<4V-
9X2JAXN7F,^990)200'&N|(|&J(|&QP@_ (O =E@ MN?.^EV*HE";?H^2R^%(8HXIG5+
()UPN0=1OT_O4UK8|C>|#VW'\$/KL)!4UB3 M;H6,F|H%OMSZ)V-(5J,|A+H=*0,LT#)'1)Q=DV0:LSLR@:
|V;QGOH)Y7?K'K MX862IVV'Q|F%)V-R@?R(=*U+|9VB R8|D|/5/^*B9|WA1?QH24:XL4@E0YM
M9F:M&/9; |I8)WK64MT @5^5MPJP^|23DL8O!|YI|AVVQGFY)*9:L75'P..& M^WH==8-
%>%8XF.'9FI1ACG.;?B#'_ U'&WQ8L^GQ2L)D)13A>;)Z 6%UWPE>
M"48TJ>E))_5T2FXFT\$Y4<_RO&S?M94Y?STQRVK|)%9P2O+O+(#F_NF^LWS2|E MI|DSBI=
GMCSYJX^CMR'H.! M*L5.*=HS\$N4R=\$CK.>8= R;PXLMI*I-'6Y,Q|Z"X9&0BSA%?.4LA
MK\$@+#+#AO*J_-'-LLB?N|V7T^7U1+CK(7^*E!-*X\$2=SREJ&FR\$/36F.L\$.2 MP|.%>MTX!"4Q%VP|
*Q=AU,3ZLE?UKQR5K#F% MI4)E:710.)/=Q^SP0GH25OF1E^2*M %<<8:*VF-

>,&GV*D.1ZLC5400F3U3"
MD1)L.+50.6#!N!QBZ\$C=|""*8ELIPT_ ^*PKCNA\UX?|>5EN=%DW'#\0Q3YC*I M>'A-O-
0F1X+|143A+"=2*K8D25#?0EHQ@5^MB;+C>L!"H4HR>1 M0=%-)X;09R
ROPK4N\46E'>L\JH6G3\J<==<"P M-X&FO\$5F8A>DW96^"\$P=VYR\$HF
#J1:0\8\$6DEP38)4R\KI<\E5B>85<50\ MA_Z/O(*>*/H+LS7\|D,TH"Y;YO&DJ4D9\FN[?
X3*RBG\$&%)3_2GHBI& >N><> MU5WL"#)M\!C7Y #; '\$5:'T#:. "5-;-Z*Q\!S4,LI+ _W#.3(D4M-;YL-
=UR.5"R M ZLA/TB97DGQ*T63\K0919AJJZ-R# FPF^&*/>&U*YODJT80%#D@(D#>91OJ
M\LF>6U<|JL0DC4\|PBF5MZ1;CS*F(SB^BHU4FD8XYHF&.!CF/Q?;*""11[%[C?
MSRFO.IA'>2G'P8GI8V#7)Z MOHC.!H>:%;)HS#9N%J%QJ!LB?B7 ++'+IL ZUJ2F\$-R*V/C\$K14!,"[!5)]
M-X;VQ)B1+68CRBM*X6'W8S'<>@A2_DY\|6;0+6VQ3F94 +9T(&2^M#>G'J/ M&Q5RU.-BV\$/99P:-
^ARE;X94OHA#2NDOP9EBI+X7F*6\$@C_VOVBFBWYJWH%2 M\5JL*3_J- 8A7W7H\Z1?
O6\$^;07ZL:"*4G\B,- ^+OX^FV37C"YP5'?D\IV7BT;E\UM M/6\$6#+/PY0FS<,(L?
*HRRF=?'D.8P_ \$;PI6&8?X<4E@U.\.F:+ONV\;_ P3=3
MFLK_KL">HX9YW3>K(@7GNA<4^(S\)=MBML!S8/'\RSQ&%UHD8'2X)JQ^J<:CP9/P,
(@\4Q2:BOTOPKN=2X1LE>DY)#-8)Y+?ET=2_#(M9V,
(\9\ZV\!#R4G*^3LD*J5"M=" +LG:/0G1\5\$9K&@QH5QW""WJY.#K/P!O6M 5QI0W1A
MD3*Q.LQ12D\MC,)C94W8#=#JLE-T)8M2V=BGC<" XGD"+MO^ NWEGA99V6PW
MS>@*,D\9^K98&:D_ F55+(!*LQ?*^CG?/9%\$%. 'OGM/NT,IY6)%IEN 2 @'
M3>;_ Z\A>IX4>U(QA6:R"J\|=2?XUT9/-+QP?ZCBF<1(9\%)@ZNWUDAR "H5?3S0:LPN?9
M^)6C*TU#0.ID98(Y5Y2K0EENYNWM5:SYF*S%1^K\6BE9BJEAN!4'G*;) % M&^0 4TC2,>J'
*JY2AWKW4OMLA\&I>_ !D\5WTQX? R>F'-JN=QJ48;7-#>O M9N&=G^J02GFEJX@^H\$G:<>, O-
6E/1\!C\3Q\4K2/*#@< M88YB* =&%"E;-F7"Z?-J\J0KJS\$, #1*&G. /)-\BNE;EDI3HDB(E2S\H_
MHSLSKB0*82R<@|\\$24\FX\I1.#:F@T2E\$4(F\|E"Z0P21Y+LKB#TP+ZVG<4GYE.?PD\$O6=YT!K-R
M\GLV4\$0-)2VK\!' ?A;:8%D^WS8,\$:??I&\|/8J^WGX0*KC&#TV,+IN\W-Q M ZP:11+.)KP96-
=O=JY4(@_4ZBC)M4R8+ MDO4I4&6U 3'-SDVZU@5\\$/+M;:(3B0<(B+D=*J;IOQ#|^<^]^*JIVHS
M;/4+4L79S>)9,+XAE83@5G;J94FU89-["W.;W\!Q9I9-6;G/N-59S8%K\;#3 MMU?O%?-
J1QO23NW\|VH_217IQ;G9\6CAJ.K.,N -,F20(Y EQ:/0\T*CS/3J M/UY0+B+^+J/S+2C9>4E3
>75[(?2\$A7/,Z(O8(FS7L-PF^-\|&7=B(1@ 5 M<)FM'UZM/\$"#45U)KCM*V-
BE=@DTIEN*00MRD7B;^&Y,FT"#8R\9GR>[MD'LF^S%W#3;7Z?3Q?J54OB\QZ<)FU"0=I>#\$. \$-
R@)NGAQ-F2WB1NDTS\$G=3 M53#<@7&-ED(UCR;:O\!S_ WH\%V9\$-FHP'PA\UKK\(<-
QKR)E,K\#YS.@8 MQA&3=L'4'V%UC6.)9\$Z80O\!UL<366LT9&\$4T,??_PHSCF\VL01Y:W !5_I
M8,!PT\4UPR 4@4<84^24.\$.%TM.4/B%\#Z0NQW::C:RM>.)@:QVG)G%=_%U
MOJA(/.WS2F>:J\B28EV#S8U*)OP@+DZ MUT<>(-J6Z?O#S^-WVY""@?
=^1)>3\14_6'R#A_HA\I0LF<*<@Z(OYM_XX.+ MP#\3\$0S! :^ R+F5 5FRCF !*+O+@M0SLW:J%.T.-
W?8Q\4^IQ,P\& MFP\|ZP5T62L:#Z9;5&@W@|O;,\$Y"1&#/8H"0LO+,D%BD^7'DB,?"4-A3C=JJ
M_%^=:ORG&O\G=52G\$81+|W@N&F\|:W&O:A=.7';QY9_QVYST5K8^TBM\4V+X
MEG3,'1SI1WN4%V\|^ -BR7>_9"?L'7=J\NU<,N%)/./^|*F\$QNCY'D"Q_5V(MK#DHKDJ(LM>3-
1Y3U^SF8:QSL73N\0DU+G,NUSX&@"1IN@+];-Z+S4YC\@=# M_&^*1HC=7D\JY\2Z#<J0F"
|H\;/DH=CP8?4+;4 K\96DB%E43N&0NUR! M1-+I7A^|++AXS0HDWE6YQ-
+@&ER)T59U>8.7.*FUB\|V5KJ;9DMM^J&'R'-NI MJ\O?AVP"J;- Q^ (8JJE5"(R;:/M
FXPID+CTHKCK/'L'-9DT?"X\JF-(C\#1 M@^3JL=*6<8I3\T^9QC,2XT'2LR*@||'-WFBF0\$.?>-
LOY_ZFCA2UO-A;2;+ ?,'R4:..! M^@_D=%R8^0*9&D=PNWCT\J?'1+ JY1^_/P+3?G\4"7_|_REH#
(#Y_))PM MN*\JL?%S(X0W.1PKT,6\BCZ4?1RB%D2>A"/;FZ.RU-=D\|M9%IZWY\N?7\AR
M\7U:N+LF2!"K-I;^K-E*9M:1\KQ\U?=ZX8QOY X?<>^9"Y>G')S'#ING@LY_% 5\;\$GG\IU5?
W(ZM^O"M31Q& MIBAMYTFA;O+.(Z #@%WZ_.^OSJWU;Y*@EPE =4DJD^R\%EM7XSHZ,4MQ-N3:
M,-. 9ZS&Q5KR SWT.4'@1)F\4*0:..%+@%F6-!\$V85? E(BT.MZ#9N\BV+R MIU:M(ZC@E\|0\IC
&J@90'F+, &\&1".>K1J""IJ2J7>*W)=C3TX<#US+&84T MTJ\$J9*1K.DI0ZC7)2\|Q*QW#,(Q-
Q1\BLUFQK+5FAX(OZVP'),91"Z<^H*A,D M.OE75O8RAF2QMS.=RZ>:%L&-
Y/FN\$7=FG,SGR12N.'";*,DE48664AM-A"# M\$/JR&O
@+4PQU+YJZ>=#@ (B%1HL5ZT1Q'!G(I3RIT"WK>F1+@_ ; 8 M\|VYJ%?
J>3(8\ZC66G;A5&)\4\$TUMM"/|B%[%]<|&?"\U4@!TGGBB\BKK9STT; M5_%UG/E K+WA4A;LEWX?
S_(W<3B^H?25%W#O\$9AK7>3\|TQ LKO%2AP5%JSI>[M.IF_%7GW_8\$[\|6Z")_(C"OA;?MP=BNYH*S
MVIO#K%^BZ>_D+F*) [#WZ/(&/:+.;;\$0LXL@*N)! MRJ8Z9Z;+1Y@ (L-, "N' LX&==X?\$?K-
78W?!\\$XL==/;#<#F\|\Z\|T#! M\U%MBH-%5W,OZ2;V\<6**K\|=Y9B\ACX>7)NQ""%C 0R:4BFY>V-
/EP\KCI7B M\VF\$ =^UR;:2%1FSMKFD#D<1=>#VR#AUV8A#&3*H= 6U#[3-Q5
/#B\QYF8V3:#B7#H(T\|\$'8'E88(Y03CQ^;QZ;)WPC.>_%UI6;/S?Z9'E04D?'0;*13"#(
M&_/(|U\$Z)SDD,X\|BI7")M2 M\|S#8&;
+0LU2G@/JRV^MYD\|EIGG6P\$>7;O)N1<'7MZC_ ^HF:TMVBFB,J'J M?;X5EH +>C50_23?%
J8%4\8D!@LU;>KM%:\$XKS6CW+NO+YP^KP/?LV.?(G3 M-
>L_61=M1*0BJFEF.9,=+"|9MF/>VWW)I1*J(L\|""@9#PT\|T*>YP<| >W"_A
M'"0A&L:W'9G\^% ^\|JWB9MS1P=#+^VBOK3_S\|;|MA'+\$D<8=FS)]#NCZU.T M\NX---
|A%\V%,G1VY\J1-.NR,AK"?|(NO*EN5OX2B5?8"V=B. ILRZ<,1F;
MSM&7/<|&S59M5VP7)HBF(VF\HD81(3*)DX3_%!RXAIX):|ID@:1=09\|R9C80 ML)NX-
MG\$TXFX6SC!!X:MPEV5P,YMTJR=J\|/8H\|M8(QM>*M\@3V>3\$*&T-2
M0&&F*LT\4\$QV?'&48Y&=I^|0YA0XN:TX+/T)3GC+?6>U+@'@'\5!*OH\H5.(MRB"QL&WX7[-
&2GYR0G(8DN/K\$Y+CA.3XI <;X?'|N\$ \$WT?;7F=(X08 =5;V!
M>==M(ZJSN<>/Q"7913/(ZN'UR^C65>4YKTTTC.40\ZW.J*::>X#@3JLBZ%+- M\$)&T-

NP=@L86G1IALD")["%J/(<#)78(3RGG V@A")5VA03,J51Q30+:+79&; MJ.*AU>Q2S"S(6)84 %N8RICIP
D=N%&*(.81)JD'-ZL8+4C;#5^'GJ] %@8_C M:\#%[6!PS!*IPI::LHNZ7K^[+4IOD-)P
00LGY+3L8=47RF;P/:?DUAQT2% M2LJ)42F48FQ\$B&&)Q;;QJ2KZ;0RHJYLBBSLM?*-
/*@6C5*POBB1,UZCNLBS@ MN\$0N%(^1?B6I KJL #ON>%JPAC:CHC?YS<,J=\$:.,&
7E4&\#92AX=&\$[A]?>UJIA57+NA3] %*=2N(HHU>4F1MV)^A+ M7'8Y<79E>NCH#GVK'2U<&
[*TCEAG%.EKG5U3HHH+ ^VAGBOS!O-#1R6H^Y@Q MJ B^Y_K!74#-9Q>?+?F*MZHBNI/Q1>
(K"T4MG[>.18;Y!|Z)J502@8P6T 2WX#C3J50,RJ|QSA\$!*DV:3A>.XI MLXER<^/LS,_C<_@E,M3- M|=Z
52+U|MKI")?+5>.[766OY=G:NQL;-R R*:%, FP\)+- >9Y99X\$0J4
M)1NT,/= .C2610#Y.GCS/[I.R:Z#\$[= _;71Z^,/1H72IV\>X3SM\9Q='SX
M9_P/_NIX]. =8EUD=|!% @64/9AK2H!03Q(J01?769*V:71ZNB|O5V3=2-G9/*DS MPAS5%DWFNH#= V
!7?6+U: ^DN'*T05W+G3;J)T2_(GG+L(-=@L\JK\$9A:!.D M.W1)@H.N%1QOH0%W@S!LR6<(CD,:Y
:UF6=R-VLC8A.2S:LVPMP80,>Q(M@_YK/#GZ%F9JOV6RPLE.5I.Y\$0Y=E<5#|0:;\$I6T" M)2<".#VO
0R%|_V@C!8" ^O;=#C"KJNNL=1PVY6=VFRFR4N(SOQ*+J>_*(.#
M/VLR2KLP/@-41D^#|JF9=N)0Y"E<"F"GL: +VRHIM\$##F#)5\WL*>F\5TIU.+ 'MYM/RK[&|_."X(\$/?
|PMI9(\4Q8U=@7"G? , ^2V|P@V9HP-253 7=&#P*>!(X?|\&%C!&1 M%PLPQ/NZ+%-
:>+!%6(5:%HF9O_A:PR5%*JPSC/R68?O"E8"96RRY)H7A8#RHDD<#-.C92BN5RYZ%\$[5 M'*!>V-
9#|372PSL S4.J2\$++CO>L\F<., ^>%8BVH) ^)9E4"Y2I@6IE:O9P4?K3L1*QY!326CLY^D+,IRR&!FH^-.
M#F#B5?7|<6|:,%FF,L)'6I*J|@P-'=VY'!<=4|&<#H+N JE)F.:6HUX
M1NJ2RE"+)"UJF;>PU+6D2Z_7U,ABZI6C1X2+@|XBGCI|_)7(7>). _W52D/:2
MU827AF1C#@R%OR37C;XE=3|6J7:837MI<=VE2I5AND1?HN2H4/61 "'|Z_P,"
M5%!A@YW)RSM3^""VT=:)6L?)>E!|=|VL.3(EZ|K^|["CLG:-8"8| M%H_H'C@_:_!-S(SWWF:D4Y
Q6A(" #O:*|(<E#5X0N";<7B2H@=*,N#E: ?#&B M(+>LD|K=E|3'O?ZQ|Q3<,D>R='YV/6#;:-
|3T@.B0TIWT8V\6>8L8 S3T4,)N7= GBM0(: "%#|Q:B-J252
MOS\$8&;5V0YN%>JQ_OP|ON+>V22O.M8KMHJZ-."J.D9<*?8ZL8OLA+)|=)N)= ML0| #R\$9H=5LW17
J.6^?K?|!8;B2LLA!P)72U1T=46'ZSFV1DDH9M#K| P|^ -1+P,?E|D&,C?|+.\$;X- NST M+3H3(E#
|&U4'K7DT7NHV(0P\$:*"R(4=SYF|Q,0E0|@!0B.81I*T-(S M-CGT^QPI0%
|@,TU20.0.3P_JPGZ80MZ^2C(!V^| %1KBIZ3"2!0"0P|L'70U MD>UK|P2G/8S-E|"/\$
M05ZS7,""WJ)"%UU":3V|!V)%\$7:U2EJ#0@O(?<4I^'1!.,M4'6|7D>+IUFJV
M^VM_XB!!>|L0NEE(7DMW ==*6Z?%|C(%9Y)/L6L3>"&|JM-|@L'0-\$-<%W(W M,O.IMM_%5#R|R+X
Y KC:QPZW@/Y0J@3':M/ 1P8_|D|S GL44G5U61^|5XLV89QO01@J|@S\$U*.'65Q
PB?%;%L648L^EGD018,D1Z7P\$*,G"3|R MH;ZP2DIXD)40T\|L8"^.XRP|S\$17,+RO6I4L2.37.Z<#% MS
XJUYKD5)1J?X1./KX.E08CE.;RLF0??\$>QTAS18ME16UBH%|G|W;)E\$O2
M0EZME#"KB|1)D)17!+*Q5!=K!_A'|M=\$!67('K|?H/TW|&J%\$S=4^A P|6ZN< MLN?9RJ9?
_US|.5#"MWJYST6F@C:%UKOA\$|,16<44UKUXLCQJ%G#6@970\$S9 M3H&!H.
(%N9_F#M.J%6@34&|7H*:(B"YP)E N:\$=UMM/2@FZ@0 JL.MIB8V;H5@IEHK%3 (EY3Z|ZBD'P"^6I=)
M 67C.X/2FMO4+K172RFR&W.C(!7Z|!!0=+C+RDE/0(V49M1!R*" (PI?+J|^& M
C<|+:21"M5E\$JON,!!JCJX:Q#"O<#>+88;|_&|E>N^> M_3.XR:/#%_|5;DT FZDPIZ+7ZT\B@1\$Y1@;?/" 3)
(RH>0.S6W>86(HK-F0G 80_!#Z6L;JG)W103^T"A| %HJ MCP)^#\$C*!|611# 9% @2J1_O:2#+,!(2?
9\$X+?NN+GU3D63\$|9'TWQ'^=RQ5DD=4K=U(?#GU2CX(1M|O! M31RX'03=H#,_L?K4|^6K
2NT\$G56(.E>IB3I_*Q'Y@-^N34\7X:(!)&|1MMV MP%#|Z:|K&GYK#8|C_6*WB4STET@\$
M+'UR5%7+ND8@S+H0\$G^T7(S,(8CU8^\$>; 8VH_/|>>O"VGPM)3@8X=:FX0MG M&M+O?JGTQ< //
Q^AWZ|2^K L#;WE.(^NLG|>ZY@.!BQ38G?IW5LGH" IK\$ M-)HS?5R+799M&(\.IXY8Y|U.!4MP"
+H3CHVW)ROYD-UO|A7J|!-.AU8#H)D_VA(|@_) KXJ?V+H;YJ:"GM,-M; MX5K:&3QDBIQXKY)MC_,'
T&4B/V\$#:HI0|VZO; H 0 MH!4?;:7!4<.*3|5@2/C:OC>
X^5#Y=+|Q"V'V!=F|A|OA&N1+Y=L*%Q&#YA
M19JTY5+J| %4'9XVZF*" ">/H"9Z9Z<2Q3Z3A&YM^A:;\$!882;6_O.:C58SE|:L M=,|M^VN7\$6|IW|.ZD|. +
(\$KHD <-!^R\$=U\$|:B^<^66|V|@N8Y8^G#P#&F2, M|?F<)>2<| %3|?|B'Q|C2)Z|+ "X|. \$|P:K&:%_T-
!WAE|@_C|!|X|.XN\$;F| \$B M?2: |F47,M0^AIO%0VLUH_3"YOV\RF=NOED_1|>@!5TP\$-SR3+
<"H@3(R@T# M=\$&\$@MYK"6>?HR:-B./X:JP5BN|T-&"T=MSL%--%7!_7206OZ&8N8LKH5| !:
M2M<3A=C1Q\$ZRLJ+HV-R:UU|N)WCL/+ \$3N!*|61_|N4*6Z9B3JN5T'%!<43| M!;CEHH
S+#_OUV+LW'^X0P5?VH',C'(B!994'U9C/:!%YR#Z3^&|(TU%ZI7\$
M)H\$J+JC\$M4N"";|FJA;\$Y^7SRD74D\$W\$OY2:Q)CA'7""Z3:|9A+=C|8L(ZI* M@7Z9E.
(U4VAYLJ;J'DC|J|P!7|MS&Z, "Z@E& ^UMRY"9=I3<3\$BAI-')H3V-
M94VE7Y@BAD55YY9"LM9/B;VL|@1_05C)(X|PTXCL|5V4 =8/OXB@G)RZO74
MH^0AA@/9|\&IRU\ \$PD*7TKFD|J#" P\$2;.@QG M5)!LK.2S&29&%3@_ -'P CA^:T3%C7<1NES
:C|/)=C|)1989)+&Q5X;HPB=D&6|: ?4;-H4T(#FX/#5E%- 'VR_'D27&*/ODA7IL&PU MZ""%|9|
+CPE,W86%4| 4HFB\$8P@") P/W=W&1(YANHM96I1H5H-@XDZT1|NT
M&)OKY!%^@EX9@5JP8HU1=DS_&"KY2S#&&#SG\$ _*,PVBNI8 IY6Y.|J|5+A+6B
M|WAX=JD^N%O^+52AE.@OW_WWY;L:/|_J|PLR.B(D_IK|X.MW^#'\$6R%T&<#4 MRC'3\$:P+1-
XS!PM'(D\$1U06\$B(M(LA0|2%Z^R3Q)%RZGJ|> ^D>#* @4P6 -V. M) 6%J.R-
T^=CEWTGBFXP20+Y*JLG/EQ@L MC#Q;+7+L:U7HS"|SKC.\$E.LD+?
FD% @:V1T|+GBBW:69'=FEMZ|VC_ZWT Z)P(Q53 MP9^MKWB-S^6UMA.&-.'P/38\$:07<>FT?9X+
|INGVO_/Y*L|KTP/B.4% H< MP|)EF+)&E9T@#/= *7DX/AF^_K*_M*.Q?/>M_955/W|XXEF""|J|ITL:0A
M% @O\$.47U9Z=BGW5CDH)Q*|2_|(F|O(|B?^V%'. "IA#5 6!/%40@*N/.K1@> M3J|">5P?|NU%P
NN73X&4&?/N@-"WG8|G|?&8%R\$RD?)NT\ZM,\$&O35*2H:8
MQ2L1I%79/W8#)|@#K4O(JV^=#)LD^<^I0_MHZ6QHLPKKMH-|@%EIGWR_1N+)9 MBL6"33-
W&_*H=0_*Z'N)*M(1%\$A7M9+1%!^E0L-,_4NPD_VL2_YJ.FE)ZS- MK|)B4B.3-*

8)E,A^(:3R[#6J]@[@/Q'KMAU@45:* 0\$[NK!9'.U]88>)I_R2 M<#L1)S,\$\$8
QEX\Z(LB#TL[Z=IH%LIV_,8!U&EL\$H/8-&2YHAGGO52=#VCS=39WI &=
MBY_E:R=#X&OZ*#P929XY1)4N',XPKJAFQBF0LDZ9@>GK&?\$M%9M%_C!\$05Q M&\$GWMN,PZ"
YYXM:[>D0,,RHXJMKMXH7Y@58CQP*@^XPJ]@&5F^7P?QILUJX&MI[IO?KJ#QV)
[!U+.UZJLDJ+>'D&KU530;&B%>Z T<5HZEQ+*! [5'N0>GXAUO M\$U6MN[#=)T9&([S2+!YP6T7<
8WDQ8-KL"3%M,*-"NE".HB?EDJB*?@0R,I;1G*25X!OPYV?& M<%@QJ]DJ4GVZ8I>>&I#5@]SL?02-
Z;8',I&.%Y@ZA>QAW935'.P'DRZQ6_D M(*1W-3F6%E"J4?%F1HP&L;.=L&Q5' 9'G ,Z49>?&NM2I?
@K^P1J: 'HOCX MC65C26D:JI6C_T)VV\$(M9U<(2D-1!8"-X9*1B!1V:)V#K,J(#ASQD+[+J
M23L82)@]1WPY9!R\$#AN-U<3(2?72;#HX4EZ7L@#3RX5.^;&Z4\$-5Q26,X V/
MJ7XMB;^!*,79U_SQL;9I_\$R)V)ZM BK'-@V0?7L3E.TQVY" \#@=?^V)3_? M%@"TFRJSJ\$8ML&=F9%-
+"XAU^ZAB^5] ZUT:.E/J= _YI O,[P-IU0:(?I5 M4W[U60G]0")Z#HC:%09@,QT1] %S2_MMGH)/(-
W&M\$K://S[D0?*/Z'VF)# M7CS P)4!G%0[BGJ3U,? R4SY/[WEL/%=MTBIS+L@%_&L!Z.^A
MSOPQ9T"\$CJ2%OFCX,IQPFY6#_.606=M[64.LBB-MF\$T)^W<<1N4>G,J??255
M^ZQMVFE@17<|.JK*?
H9T#5=MQ72>=|9:.^|=|OEJ@|OT\$IC/M)%1F\$>=7IXWV8V*\$I\$TA28DPU^FF9%AN>0"E/ZL&A
M[^18DA7:(15X4.L5V:3"AQYB':0V%J%)Q@C4YIA0I2&*LW0"F1MBC8A+!| M8UKZL8-
14W3DF3L3QRUZ![L].C+=2!-2S\$'L'N"@M=05%_*:9B3L\L.KX<\$[MODP)8YS'E&HC)?!%@DL?
\$W#%|FIPDB1(35.63TXRAJ9\UG:K%+B9EX9+P^S_M8E|+>0/#A:/Q"4P.H>2T>JF=-,P; .78N"K'
_#8:&.HSC+%,HV 1A MXLX08E#/(M%9) +^#=(YEXYS>V. "'I7F/PA-
O4B@]60F"J2;.^'A/C'L):GCZI#]S84Z_LBA:1+!W(H6#]6LE^N M:\$B7#/C%
D)BUKTOB>GI7"^(%4):XAK7H8.Y: ^6"|[H&8?*1NS0&:H!3S'5EP M0&:J7_M9^| %5/6S.-/=&*88!,!%?
4K+5&UI_V"L2:X.Q3H^*F":DJ,-@_EW; MXH(+2T"^(^<8J#10VJO"*)<%:Y M%'.4)45AM;_5.I<,9-
PPH=L>;+/K @ "4<@3YD#97+%7J,@S53,00QRLD?J> M'%>|YZM\$|<%):<6L[#??[R^!Y_IWD
MR[U8AXWJX&>.>+JKD;W>J9D%YD@I+0*|W<,M -Z4G<|UPT#'DG!DDH ;|*K ME!6O| |+;Q*E288*
(&PY+TKJGFDN0 K=J]S:E/L7/D1RN^UM;QR)N+~?6\$ZH- M0:1G.
B!7W5CE'VT%9| %M5=X)IAP73'D*| %A3XK0P"J%7FJLIZ|FJW58X.*I MA@QX2K.2|'(S,%,NR>*M-?'1.
<6'0,J>F6PHBLVPJTS D 1T8Z|I#M2QY|ZTM
M%U!CQJ\$V%|Z#0/#2;|V>+6X,5E5+4KU=OJ"N=*H1@FZ#]8)M?X@%T!YQ=EQP MG6,1P7K 9+GR
9X4#JPU%NG94\LI+1S&:Z6%\$97.>,E&J5="X|\$RH#2F4>D@ MY%=|X\$!3V
AJ+207)5(SZ/X>E2\NB9]Q.\DDF\$R898 @2^2IK M\$^2:TIF',->D&\N+U,*AD/X4JF]2K-
O9G23""L9W%V!M7&L/4[7_C1'72[M3PFUJCYT#S)R)E'C! :U8!!JQVH%ID\$!Q:0I6Y+D::8_[MV0?>2A"
<\$4(1T,1 MPE"\$| %5U+ER.G^/L^&=V7GGGT@W%#X5J^5CN8:Y%T%:-|XWD>IYZ(\$,7BX MTP
O2IP[:^35J6K:89!EX\L9B/589R(XLQLEP*4#PY)V+'6M^D@O.&@F 2#P M63UOL-
IKI=C0Q100[Z2@)*"SHETX0V9C29UNZ,XFOR*4# M5]_P=ZUP4'/BM6,\B>OHQ&RLBJ'M6"-
0 =YZ!L':TKE\$3A\$EQ\3.D"H"2VJ M.DNY,6_Y1 K*FE)=V2J| \$N,H:L"7MQ6RA>%K>D^KNZ2E@KZ%
|4I!->W.0< M%WX|3.)F.C6!\$PP!|.RK_C(%I73*%S3JILPKV0'4@X
MF"Z'LK\$Z00U&|3LIJ'V%NQ)B5YP@.)C4R>NU=|+Y-,KY!TVU &5J'P..,T!R
M2&0\$!YR4*GH3;%L,CN>=PIVG"!U92D&AC+>>|KK"OD_WM3KC=!(6_3=+M| #M
M:WV6F: ^7.=&R>D!|49EZM'L0:/T0' JMO:7^R+OY:IH0H SW)?@J"@CE.V!3 M"\$&U-)A88V
KU|@VKJQ>8:P)M!@K>(P? M^ ^ !VHDIVOB6G=/T) M4=|=4C:X7K\$H%J'B 0(09VCC3R#-
JV#]6A1#Z-6#Y_&G?%P?A'0MY\$"C-G- M0..LPL _J:WI:E?
Q="6+0L# 'G!Z%48#9&"^D@WB:YG.=;0|V5.Z5IGG:4;OK M1#:\$YUJOR6_"D6BZ:|'#&V].M94B4-
G+;D+'FD#\$V M::QXW=6\$J'/AQ:2/(6)=.+|D|E|L O5-R!4<([5Z=92*A (FC(8N+?Z|_+L*
M<_*+^;*H&"E)"<^B(^&DQ38|\$* X9@GVR0:DQIOK/X-+- Q@-&X|-ARQ+\$RV
M2:6@JJ6?T@:*2'RLD#GU%>^93D-I674^J^\$Y1YP+P=KI'=2=5.C>-2-S@JK MIA=K2\H/HE^
6R,HBW+7FJL[!PD]P,*,Y2J/Q3ITMI6#E%.VEYJ!/Q7A\$[%F MQ=UU?8I?<^=83I-B?;U!4.OQ+YM2U'-
"L8>5:5 S!.)S8..RB^LJ959T5I@W MG7N*GIO/9)L+DKYJP(9JY?Y^K@U9?DZ ML:<*-056G/
<%C:R*P,K6J\$U0!KF>0V+QNI_4:U|J#(PYVI#CHA\!LO.#^ MX6N>'M"F*F(PG:+18.<>^QA>,@4B/-
I>.,@*5'9/F@0E|(7\RY(S(VN 'A M.-@ 7OFDDJ*XE '!=| "T%:>1@N\$&&F7H\ \$20*NG+P-_9G|-%P S%
|L-0# +@ MG)MQ=JXV?:DTS_/D@% M;#:44GOV-'\$')\$C.#|GYOEZ%1|M"N8NBX^7_*+&,P\$
M8PQ5F/\3DP&@U@_J'%0-<@K(0:AOX0,*1BA"4J')#N*JFF^2N;8E+ BEY = MA3VP.-
Y)&;HRU<@6Y9BN"YS'#""PXH^ILJB7Y/WEWEIOA!ET3'V6SWGM&=T. M-Q4_BA:DLS|:|*W4QX#
Y4\$ _G>AGR+, ^V99EQ!*W++DJ% HNOJ0:"YX76&6=<4AR"UKYDMKQ21|/=(| \$#.< M<
\$%CTV9B6#@N*I(K,^C%D|:/HI%5T#U2\7S 5R8:[&6:GQN+9.]SW*/Z>M, M%<-3KPI30&)<,-
N+VHKC4!)=0DDQ)W;T+F#-.,HO M0'B!U82:SCB07\3V0).%5%(G-K,V+ALP%&*?+A)BBV|6ECFV|
/NCSEQU MK90/S5,S"X,75W/PJ:JIC.*@:Y06)X"PB Y4_%R*/8(\$2L56HI>|Z)C|X'5JO
M"@-3X^("PRNK/(53:Q74P8%!?7IR.A+14W%8+5)E;W MXE|@OR@4R*3B3N-7TO^Z50>KB'W|. Z,KI
:\$HI3-CDGY M3LNA_PDNMM)U+)'("KLHK**OBV"GLI47|K^4&96=TI:BNNT.VV@-T0S?^+RI
MU%4FOM?&!1NB,IF|H39]SNW +NW.W7GH0^Z+Y.L!J"3S=R#@WX)P%J1KY66H1I>?
W!P:WP.)Y'!WA^BP34+)(KL.
MIE\$7IM)=WA@)HV^R_EA96]ZD2ZK?!A@%#C=NUV:\$%PMFE11C5|'&<4I
MK5W%|&LOK|,Y8KG|+KJ:#&VT/Z?T:<;IB3FZN-:ZYE";>|J.)O|FE &2N-+ MA+5SX=:Q-2E74Y! 1AQ.I
M0DKGGA93>@A|8RI_Q.H42AQV&Z+Z@235;P.,-BB!!05?LKWN;-Y.RB0.5Y_W-MB!5I|/ ^NXR
MOVN)\$23>LD;D@;D>1>|W0*'WJ9\$&3S-2 =3M4|Q.\.1 '@R+KU%97H?#\$H!H MT!3"?1@EL) %
MD,LA^*K3_*Y|G\$BO ? *F" ",FN5[69J#2MRBYQ#9?HJ*ZSKII"Q5:&&+XE2 MD)Z\$E54I8G90V'-
)R8EZI+2OYT<8?%ZL)@V.&C!-K?&E9@:EYY..1Y1NE8 M/L+Z6BV">=" +PEB5Y.ET
@PB+3FFEJA*P&H,(TO(|(.&QIM,EV*0|35X1(7XL"2 MNX8Z 3RV4VQ*XQ9)6C))\$D*.!%?

6FCSB'NB<5CJS68*EM8!S(&*_ =5B=.*FM M""Z,SH!""H#D !]S=V,WBPKA
_lGK%K@JY_KC199.FO89(+5P# -&(+EVDEM M6W9\$-]2%NFY<.-
JRHF=\$AAR5_FMCH6CI6V?:K6NU1QSKMY=/^!&43*!E@C< M7.._N&I,OTPO%;LVP\$4\H_8FJ2S0I?9K
8.Y==S*G+5Z@DBNNQCR8O.P!:=5 MV2S3];A3B."FM=Z_ B9V M24*KB:)#K#&EPA5^]!K(XYAL-
/6!-4H^RZ<-I6^&H^<*!T
M<3#V0HB=T1'\$]R\$6GQ;E!]5ZAX%3A#K\$!U)9\P(JX17[,5QMY>2.!V0Y=U
M.Y'BTEP,:PL%'8W"QGM& 4!@_)H7)D=@:!)1J>I*!(VXTJ%M/RI*P>/=837.>-C3/-
)38@C)LJ.QS^]XQQ'EB=@Y'02X MM8:J(A.J1M\$&Q#SO@|U|W|W@JS|@.%27U)'G&3 YGIS:/U"BVH-
#@\$%7 M2EUMM\$-G38CZ>VMP2/WKD1'5I\$FFWND4H& J'I+A*0G1HS2-YDS?^Q>,G?CE
MODG!RHE02%JQU6:>7R.+= LEMQ1 +F<="&#M8PGKW=M"XZN:X+1(JIQ)L>-
M+T_ "3_0E\LU6G78S\$I2J^S.Y?H-5?)|J93N"52%6S*(@!"F1'+GQ%=73!E= M1H.DJ?
Y(!EQ9LX8W^R94N@:4 ^KI\$E+VJ7!G0L1M.6|B<+.)@95EM8ZV MK?A
G>/=@^M@2(M7:2%7' 732%67HC4Z1"@AXZ?ZZ]K=(1Q_P74C M\$0B>|T;K>AA=O|0%#|B-
Q5[QB4T.IE\$DB+%XOI"WH(8#WEP9:.FX|KIB!\$95 M0<5*>-
L=6JR4GKB\$)Y<0DT&I'F=86PEXXC4S6W|PHTQI5ZLZ>;2DZYEZB8V M!?'7'-%@^>O%|!\$=M0-
JU=4CQ&ZC<"\$7"S>;7@1O'0!WW_E&J0|N@&!|K|)P
M8(GL6KK('-.64&1W8DO&C:L<|/0UMFY">M(A6*\$_1WSV#G=^S2(E5((H.X3 MN#WFW:MQ\$+T-
>%|LW-%(L39%-.43)VA^(|L_S"=ZRVO<1NL;:E1CX*|^#^ M2V4#BID9_H.5L?|IRBH\$ _G%'O 7-
BN%J#.6C?T A?-D=|XO<7->P|BKT+'1Q M 'U96>QBTG1:0#X4H\$8]RXLH+!|I>'V1-
6|AR5J8\$>7Z>9]Q*=EA5:BTJ0++PJ_9XX8N+*5+:"6X@M(S]R%+M?KEPL"?W M\$M7NF]L/+:C?
W=P3&BGY'/9[V8=."8.N7*C980L=NB>|<<*W^>?:.B.8X(. M.Q7=7UUE*I:QH\F4-P_0K:7|KKL1LD)-
L<#W309,/TV"> 5_ON.T^!..S#)Y.?,4_1%|#9)L MAZ T^O\$ JR<6UR0EUQ)U3%))I6:GB>EV-F!
&DY^S9D,.5B1W->=WN1S7TH< M.]*M\$+PZ:|OM:\$EOE<(%7?,=|*U8(.?V,H=,N!
(R70X<\$5NF'PB@+1<^W|! M#IB3S6]#*+=EJQ5\$EC'Y+ZX8'HTNGOM16L.V1HTR+9.:H"93|
MD;/'U7P:?K5T9@Y-U1/4NI=<_(&!PE|TQ@?M'7O|!#9N-R4C8@1^A>A9UP M#+
<|S,9!;3|JF^+W=EB2|>2G^CO?4R5.8U9>5._:7^:_|LOK6;||&"!ZE/6D M.L|JUFK)|XL1FBZ5]B
/LT15|3F^YHXH?#!;KT ?MT6ZY|Q)_R^^7:Z(M&S> M\$|K>P4F:0X#97!;Z.E3#_@
IB9#>2(X_JZ9(ZO/D'A:5Y|DZ,2D/(FB%QM"= ME(*=7&'<"188?P/:BR=A/5^|;|J]DG;C.
KL+W=+0UDJ|-82R%X2,1#5 @W
MS8)5;A)U>4\$II\$PKUDI#)8&K)#@=*@F&2H^*:F9%/2,I|Y4DQ<1|6:55K>Q" M-M Y4>G4|D8UI,%A2
V:?.6L(>ENKWDMM8@R3UEH\K#(\$Y'UAKE';%4Q31""Q MVD*)ZB54&2_-\$KY?.@Z|+!|_-R-I>%3*6-
%_|:VS>#W^E/NX-K\$HH!&RUF"GWLQ<8A.+|ZV3 M#R6^@G2-V./4J1,_N'/CJ?6L,*K-"1|082VO%
|K@O) |H;J*KKIOT%|Y' ME|B.=44QA@/4:~@?K1>+.:|=G.R
%3C*=M1986&%\$3RL&N%R,8|U+KTF.7K MOGFUPO#:.J.;UA !2W33;@(|F%%QG(O+T%J^\$CZ\$#U*?
+ |4^R&.D(@8\$|)" M!CL+*49PA/R1)%L/OBX.EJB&1.A76R|FP|O|;1=;8PDIX^SZQ=S.JK|=G8KU
MD2*B|-|>C+Y>.ANB=>/3'V0R7R'P\$*S-Z/C@!:-."*6PSQ%./8C|E:6529"Q
MEF+E5KTJN;Z&>@8P4PMC7JSL54%V|_#7CWA7@E^M|BL'1L\$19G(7&^/_R@
MA2_&EMVYVUQ:8AD?C.N"" ZXP>Y|K4&@|;LFE&&ORL6_R|D3B:5*J=3*(A/ M?
&@)4PGPX>I%3:%CV5X!29MS(Z46D&%?OHPRQ3-TFT!95VJ<5=|Q8'U|UQSK M:N8K
DI:)_8HT|Q"6|H0@?"DL?8L1%@X2VM|MB4Q5""91/^L|Z)>#)O| MI0XAG+=DFB^Y#A(L-
F\$.*:QGFS@S:Y.QETM5L'R|*S/\$'MKT(BV6L|J|/" M/6"1W|+;PEL^KYE62?JZL3^\$/VIE>VZ|
|RHZ/3TX/?NS P|!_J*2.O*9CM2J M)'3=|D8-^NBKBJ@RT"7):A6-E'* +V87<=B.I|P.)"MSB02\$9:
(6\$>PBA @_MYCZ@\$MU@#H! KY5G|0.WUCR9&+KQD P"PYC\$;J\$Q ML^SW&=EXNT""/AA%E=
<|J%M2@D68XK@/4L(+@ERD+V|)0?7*,# MH7W_7O(5-CX\DDO/1:|X:CG*Q?:^\$=RYXHA?
_KEU3_BZ|K|IPS+@SN77Q1V M-+=28H*U<\$Q1L%3@:V,9(V%?!W50GU*|C@(^+.<|HBF0V!2?Y
MXHJR?|Q")Z\$ KC.#E.L+V-+|\$0LH'+=(1 M0%6.M^|/:CK@2!+H(J04&E7!;LGT?:.5KTU'CFRV|KR+)|
2|I7%8@-OG)E M"-KKCH^68 LI(0GD/X!=|572YT-U5)#M=1^89VUY|,Y>|I8^UJ_#0T+,L-
MV%V%*W9%0F|XP>E)*1R9F2E>N8021UBFA<=B# F|)9%(+?92-C^#0 E#/FO\$ M0K#&U|6L-.V?
\$&N>*(F;GQ%" P42XSKJ??|KCWJ:H@/A^4&(9B
M01IK>9_@2+^_"*24P;47@F&X<1A+L|X+)N:X2:9HE\ZD9%3&A-K:3&%2|KEIG@(G;YG#-H|5D37 M
RQ3(O^*UD)04\$7+@?X""9|@4I%;@=>?._|DKA24? KA|J-Y|]OKFAY5NY8 M2^/'JB=-|YC|B-JHGA-
|6EPCA5+.5X7>5533#>5.VXMP#U GY73X MYRMMS2J@'(&
;B\$XPGPG=3V|]Z*:RAV)BD\$(F1E);=/J<;\$!-?X|3 U0"V>: MJ38A*"|*=.L/4I3P_5.EBX3S*:7RUYZ<&NK
M!ZC>PL=5%!U+IX|JOBQKP>S%H:Q|<:U,4N%H.|;|)U|/3;M)#;4BCC/NM/<"
M8HO%A&)&@Q^\$/>TBA."3X\$Z M7J|N2G_H7#>%&,%*7LNVP#H&8L>A2T0>V)JE("P8GP'O6 ?
G13T'.C@TR%&U M86'C=B/?1DNMUZ\$>P&>C-BV_GCK%&-#C*|/HI7L<5%T2&U9@G%W6R|(LQ)*Q
M=Q41@C@.:H;RW+!F:)A/I|MYLT)A=+.)^7/8N!B'|S|WY UR8W!|+E MUQY M|!|GV-
W|. @7|O>8VCKML>+0M;@W"NG/E,|9.|^SA4M|_C%F0P&/?LRQDW7ET
MFU|G|5'*>&K6""#P;|_ ^KAOA\$5+3@K::ABCM&LW|J|WX:_L6_OY_7!7?_WT(M6+J Y?
D0L|P"EOO3!R0Q J2@L1<\$Z.A>> (|IEX_).-L9J56VS(6+C-01\$% MI?:S>0T|JY3SA?84#\$5X A2|H +V;
8K6CT,':KYOKN7S*!/:".1ZT>,FZA MQ+KE-#/8?E#TE3MP67NAH7V*-S@)F*+|P*O=|@M60!S^|Z)(?
YJ|/X*RYL M)DV\$&N=:GIE5GDFW@86WL9|Y:MT?(M+|A:%GNW%GAB.<0DM
W3Z7+QRXET*|L&EN-5BE!<"*(ULXCHT'(J8> M4%3+%RXS_ON@|I<+|9QQ
Z0<('@MP6EX#)8ZDP9?(>#8)_P*"V-%Q.6|H8HQ%M MC%|2|&T&
(@|I/T/6@?];8E3=?.9I@5B<"L#34US|M9K<8 !WXX 0)#+/\UF-K M^32 8E8=-N@I-
PB28_E_2DATCH<(%0 MA#V+@_Y-2/|4|\$P39:HHH 2X.K|I|. %3|J%J
)16%IU04?'I!GG\$2NHEAX1YL"^U*^?V_SW-DAR>??5=L4-88SL('9Y=<=P"RDM*8(E M&';VT&1V

.YGO^ECH(UEL,^?]-0 GH0\$6\$7H,).@.24@0%.:I(":5NQS1H:I
MJU47: VP14^Y11M#_9\1Z1JV[2EWS16)=KNU\$NR'MJT66ZR."3*R)U!F5(+ ' MN8 6,069WVX[Z\$:KM?
^H./?D6'44H<8@\$\$%_*'4!B+*S9\30@OA*&8|=V\YG8 M=-B8I\IP8!Q78;G9\$!\%9\W%#!F+B-
8"1HNMNH%-G1J/D6S.IO: MB5T<#YOTI*<&VHK02:T#979Z55=BWA1UGYSF=Q\NI(
7V#0(08\$YBKQS3FW=7F MR?.@6U>-V9-7Y\$5:+NR93(HXRA*[C52
GI3.I;#3FD+USS[4@KT1)C^@(P_+ MKE1EEZX&XQK)M')@&[X M:#71.;A=00(T&";1@|IE%?
\$SZ\$>I9H2A,MU5IE\,E>E#97I?%9,*UZAf7JKX M\Y@[NO":&V RY':
SIT0OLKW,3OB0\282/L[F'ZK\^UJG#5@*UJ,9OU0\0|
M(^FLAVM5U3%#37EC'9+|CFN"7>GD5!0Q7!NDG+\$+6=?|N@_ '6* IZ&(0>%U;
MF\GEJ2'82#|6>J.L_F8=,&@:\$QN";U(|2Y(AA\$:H*|#S#^T*@C:LB14'?PON MGF6G6Z6Q=U|C:Q|
|2:7@K@M5\6W,YMT\0BAO@R+!|C|Q|'-M|+>NQ_J366>Z
MJL+N+#&2N':.VR2=HWX"*0L/6\MXN46D 42>\$\XK&\/*,Z.AWM!N\$|-.+3:P
M91GN*BS4JH&=XVB5,R/@:A3_:Q:5V^'=6"& =M:"\$:UTA0C6FX-N@>:/;\$E.G
ML#8QYQ\$IKQ|J\$#C\9OMK?B"QW"5E*FF= 5"<9/ GLWJ^4'T/./:OVT?+FG M\2"F8.3UX,-
=%CFL:ZO2MNK+2-2'T/R: V4+|3E0 X>ZO&E';+INO^J:-E8:|Q%,YPK* 72>X2 MI9\0PQ >6G-
0(XW>VU(F'YV:MPNJ@06-49_0MS+N3OK#JL*A M/S DA=Q\4M=7PI4 :U^J=C\2HJ|(-
BP(|%!!8\$6RB(\$\$|#!1! \$%.9\80<J M1J*VJZD:SP2:1<&G?)EF2F'1\J|2<,>8A,RR1SO?/9I2C6>":@1'!-
!3 M(4D4IM6L<4OPS=-\|WKQIL4&@+42\$2@8%Q'Z#P\$PXBH(K:6BP:&E\,U9\2LP
MJT+1\KY5/^3Z(2":7*W=4K^\$ V:JA*+1T4?>/>CZ.IVB4=N+N6|N:VSF4>ID,FW:QE\$2\$IP?1&L1-
J_*3,>'^'FJ:X3:J/UJV^T9D)JP8@PZ!!N\ MNJ,LUNQ.%PAAE#A EBFCG/"|P3D%!"\$">D8,HITY,Q+YLV-Y.
<_SCX30;: ^ _MH&H>^SWG?EBO|_ #N#=V6\$LDD&0D=@U?'KP-GH#WCGP!LW.)/8-V)ZL<7MS"
MJ.)#:#\,3S&P?6YN+Q=VQX'3|PT38E/DC>!=|[#?>P7:5 MNY=_ 54NN9*(8I>O7VD;:..2@:;-
!&")FKA0Z4.RV#X\C&N8YY(&DM!|_*I ML:|KH9&|7!\$7(SB:(;\$AERHNE
M9U#PAPLH<2EJD1TOD%R2"=4U?PJYU3(TLG+GC-M?3:NZUY'[\$WK#W6LIM\^(G=?
1*"#T/(2JQ&)./#4>%2G4%-!1 ?!A&%@BQ_JC\$F\$|PBZR_ ^M
M:%!@\$*3X17"HP1>F_:3W6BU45YS\$G9:JEE,\$8F/@B)TL84>-GP>70 7-F02 MH?
K:C@B|'!P;87K::S^#2\|L)2G1QJ.H20O2:,R&HDIB-BHB"B(EG|1EV;"|
MZPIT#VM+,8@0:DY"+9BY8ZO>:AFS)(X,1SM!!HZ@"# =4GMA'7M4R]"_J#>M.M%5/!;-
V#8_Z+OFP0X,%*"1P^*W"2J=PDJ-*Z.*=0TN&><@WCO:Q.B:4(G(D M|&[#9\6|
|V4=:P7."&K\$2BP2P*#@+/S^%DIH.XRH4\$0;.EU:6#|/9&D#1BO6 M570BDY#FA% J2XH:P""(X':|I?
R/"5@>\$%H6T:>:UG& ^DCTQ OY2EC+&J. M 4=^42\KW,|(HMF:IA4>P:X 934 MX,[4A.)HCR&
(|:P&V\$#08ER&T1&N-=N)38,!D#((&545 '-NR43TJY*6DSJ M\0'S0>@/?=GJ1OR@+="
)&SX,Y@+H,7_15*%N*96>=&\$#\$'.1(PHY9@Q4ZR MY\$,P4A:M9&I\029* <6(VE|J(\$!T?#J4&0ZG!_@0-
\$|I.D,^/KP6+'\$8(A6DY46!O!(".QN-<|EQ7-5H M2*7@_I(CY5)RE0#Q\$Z H0P-
2@98*6>&E6J/HQMXP8FO/TDH*|263J-K00&VO M7L*4*I@QP&A0^'=TG&0.Y))1*M+2|=
:Q(>C_'D#;HD)&Z5\3M9LFENS"^P=?!F_L U MS*MD*>4@>@N %-5,W2A%.H'?
49I4N\|H,|Z9)M(5F&P" MU:&EON E="1H4-O(I"7J+;""WR,(|I#0P'07=G-N3=!&@&\$+!&.TAVPEB
MZG,6RED<5Q@;M;IX+R-|= M->Z=<:./9#B\;8C?Z:EHPY)5!0,%|#=+PGQ+VQ@)|@UIE0CE&?
U'@LYFQ4F% M746\$I&H_ &:+W0&HN"CCEANL.F6GJ2\|MWC)T738.)+:Q,9,|@ZICC"B'673F-
&@!W7*1H>29\167 ME8Z_P6'DTOUB=Y|B H|MJ MMVB\,V|5T_0OX#&\$6+S-_IG)\$-&QT=%1?
EN)&O-ZP/AGYDRMK8QY2SE0I! M4C|@!:_3!"2,RV:;|:EHR07.*8#I -
MW+1O<2<:'X2'P:\$TG|!5>0G*JF(S0,Y|V\ZAU6193@783P?9|LR0.IZ*TE M1Z_/B.H6EJV@!KR,DO?
8\INOZB-<(<):V9 Y|U4W:_.|G)2B\$:7%\$C&4|-3AZCS MR1+<6:X2|:<:K4DH!\$OP|J\$^H-IX>RF!7;+CP9-
:FY#^#IQPKS/(<#9")Z:J- M=!:|F\$PXWG&=YU"Y2JGAP&H)/D|JMU5^(L2(M%BOXFANR6Y!?
RO!KA*3YK M5-52H+,%#0/-6@L.RRLJY|W&BQ/5.0U/,#_6+&YLY|40/V(8D\ XBUZ"Z!
MA*M=1KO<0Y|I\$Q|P*X:Q%+M!) *DPI(N|:(&JW5>LDH?KR"S> <%, "VUFS:T
MNH+DM:L|:/\$3:S'%JS\$JA">>8Y6N'2NFMB5,(D|C\4/6J-D4N5@SOIE1)5 X MA9@WM1HPG|
ZA>HKX+S|1^:%?V\03(M485%!VQR6 BP3B:708\$00BA1G!\3, M\36(-=G|
BU*R0GP42H_37DJ6(F+IU% FG_:B|V#VYO>+W* MH735WI"!,'>149/+NI7RA0Q:@J+NCH8RE\$P/^
MHJ0\$!4 A"*WU/|I>AJ:J|+QS.0>@_.!2E7CZSTSEEG>U3*6V- M5XJ4'IR^_55'C"L+Z5F|:C
^ZMYSY9U)=CVGB@2NL|IPRO_1I(<0\|3U' ME#4XI@ZZ6.@T?4T|=WE@HS,FT*9/B'T%2N?
=K\$X|PXO;V"0X"9 \$+U5_ MJ'W\$:8S|=6./4Y,%N!KJHH,&X?[-V-H?L21I^?>I44ZK-3\J (#L?EJ MY?
FE(V&+"M&\7^KI4O C,BTC)\$1(T GXISW:&H(TZC: ^UMRDWY1M>)/"X M?1-&
<\$GWP*#CEED2:C5ZB22P98T|C)C0"^1UFBP@(|7!)NA8)8U> E8T,MRZ=I%@|I(K1L6<8%JN-:/^P
MI/Q,/^ 26.>|T=/^_Y^>V0_NX|YL:)<=|<@-|);+J-Y591*,?#Y|8WMCI M9FQ8(&<'1VA!_W<&54!S4
E6:0L|T|<7X|S.X MV%J&Q_L@/'|3_ ^VIU!;H,JQM6;0#*KW-TPD%A8\VO MOD\$+
|H)+KKG<32CZLBOO(\$A60JKLOSE/I!) ^LG?'&RSKGJTH0D*3MO^|L&(M\$'WP%@Z7Z,..-5,BN.ZY?
>C4VSAUWDZ;K=M-O;KJFT*V-7_&=)BQ9P:5TWCK M0W=?CEE4!"; 2|=MU+=M_ =1 128'U_V^X|+P
W|Q0PBEX"V?Q)L?T7;|I|C_ M'J;U|G.JAGA:9JJ|O/B(5=G>OKG)L5L7,[KH]8#:KS-7HDM,X26D)(LI9F?1
MK,QG%?P0NT(|I|YI4B6J"C"&DA:7*K9OMN9-W\$U?F,1.Y9@%8@D_@%&6A2T
MROU"HIF3EII911/HY9YVKZ.!E4)|/-(=;Y2O5U+SZB8UL^B-6H2WY+(|3_/5 MF|?T.ZSR:X,+
|H*DEU3:J1|_&!AOOD SRL2NW 20:K)=G M8:#WO_0%_7Y|*\$?I1:@@Q3WK|P
W_SXP0W00:@RR2+F!|O|>/'JKH 8!_9= M2)V_VOPBU#X@<5^(MW^>+JF-0+J-! |F*)'GHA,6-
+WZH:TQGHJ6"G_GD9D MHG?P>#61|^|D(C\$=4/+) ^&L\3DB6/=,69\$^>F+?/*"\$CL G**-"S&
M(MBUV\CK26EC5XKIND@6 1:*|P(1|_&MKN:'C:|JGU5^YY:|T@OXV%XL(Z|0 MW4)!
<:G3P0!V%XW"CTYP0\$QDJ0\ZC(ZPI*5A.KN(@*#?NE7>=\$ M+%\73_!|@^F|
|G*I|@^X|Z,GFCP,H(+A^B S= F#\4H"GU-304>F&?Q)@J M*BK'|:-+E%E0Z)0L*..?@W6/#0|?

5X6'DES=R/*A?;G\ \$ MD&J60F_ 6Y2:YGD=Z\$*2:U7'%^Z_ 6#&V8""8@@&&^(5DG)? \$2@D0I-@>%
MG6Z\$(3C;1:NQ<^J3QNB:7W"-2.[\$_ 28'+0#^D4-&^D=KZ]>7'ZP"AJ"G_9+ M[WR_SD%T?
GCXXNA0&I@ /04J2NJ.X+U;)AV85>3B+Y")^(9('F1NIRU4W MO1_8NBGW3#;7^&#-.Z5?
@JYLY\$);*\$+R6H'2%WYPB;.&XL"?O>GI=IT[W1TI
MBO)B%Q5==:W:4/C1&I8+'V88^1\8E*0FMX:"2.:K?SE=P7J3\5/#XR?#;IL:0+3SL6VIN"]@X-7,EUI'
M^S2#^YB]-VY,MO8A&\$ZGIZ10>D3L[-R%G')NP:E]BJ!.L3L->K>B&H@R_A6L M/I)=N&M+8)V L94I
[#A2#N=T'*JQ.L!/.8UZINC3=PM<,LO)VS7\$K=(3U@1U6
MSR\1/QX2\4,BOA^7@S6RWJ^CLB]\$*F3DK WVIE)NA Y&-AMJ>4'89A!LA.^V
M\@649,4\$*M;>A,ZU;/KZJ84S+:\$I8@%V\O\8R.\SJJ%BK;_ P%SB^P2/-R M>IN6>=&SV-Y:N3
X\$94=74&Z#&>@:V*RSRG/&L@'D C6<12@I\!L8/3(F.DXX M2GIKU?
4Z3OPALINB.5ZG1.* M>5R8P#N\14NY-9W\$5_%Q)-C"6I94?4T0J M=>X5E/GB-2'B@ (93%=L?
FD&DJO4I]^2S2W_[:7^)(;.*TJOE>7X*#JHFOE
MBCR9+I(EYY&;L4LS:C"DQK!4P;+QXPS)./I):S=1PX/V0LZ9)<4 HW>T>X7
MS9Q#O^9SG\7NE&H6(I_JJL!!\$8:#[P1]J:DY]*-9!<%D MCB++;
(=EH7@GPRL5^DKQFGZ.@ "D(R_A\$^ Y@&]C'F7/XPAI8YP>0PMDZ F
M2*J#0L:1)CB9I/T)ET&"JKM:9>\$U'EK3Y?GZUCQ +3# 'AEB<+=;"XM\$7RBY
M"PA:/%2%A_+&L8YDC:%R'(-H: M[:/"IMBK-V15B\ E5 M54XSPF+DR33OQ:
[!JB@T/EN,^&;VE=Q#]A!E(KI&&+U(Y RLN.SQ2KI2NI"JO.:Q8 MHZZ-GA+K%,VUSPL&+O
YCOR=T7_7!EU>>%;9=W4J7OL MVO\HMB/D63LF\$ZL=O!,J3C>'F39F*CL6#GLOO,] ?VP?L?
3I'@I67DKOTM5'P M@QB2Y3>A<_X:8J.4.'K_KAD\$ "G,<+++FZOT.R\$K-L/9B8([#&A3^6+!4DOH M@?
+IM8:"<=AC'U.BIY9*82\$2&6R%RV\UQ\$N\@PCJX]:^=G04K4Q"Y3+*=E(U M(YW6\$+:(@_7S23>;4
+9'B6H/IC*H852>6Q.A":ZD)04O_?T-Q*!014M%:MT5=C3"X6\$=8?"-0S)Z' M%\$ENU,Y:/
<[=&0HQURM-L<:DQR>HDO[&A>8*G+LC1_DW //ERGJS^EF8X M(?S2#^'S0#00R=+>[GP\$<*<
[T9R\U\XC'7I_]>5//:B+@Z.3XYZ-Z>C\X.SX0&>#LF,Z M.=KXL.J10DE*H>C(JW_^.JHNP;*T-
_&RT_12.P0DGNX;IMG@8I\!8^N_ \WM- MDV-
LJY\$+J&=W@3I=44WOF^\$AS(I7:K>%H#NP3TOQ\$@SD3I2]=0G,GR;Z:<I!
MU/F9+L@_&K_ ^M,RI0OIF2[#?Y?/50#>WD\$8P_KE* G38!7N48% JW*-F!8O M>+"3B3&SV0!
[ZD9K'WX%PQ_F_WMJ??CL-IW/31R]?;^%"-P[YWMDXR%KAIA7 M_5DT;Y;&%Q0ZGA' V1Y N!
[JZB2[MBW&B+VTG.1Q].KE M@R2F,?>=>);^M>N9K7D=RDV^/H/?[ZIT=2 M\I]/#)^CY?YCD997"?
L/E"S/S^S_3@^S_MZ5KU[4A9S=[7I>K7.?P=J>Z@
M)I^3+EO?).PY6N:_9YUBF]&O@S&^U7H=G1KSKY)B7EXETR&VONV* MG<=G9WTU4?
MVHAZL)^;:=^ITGNZ M&(%Y?E:0U=E]K0KJV1E-)WJ_ (1LG<[^'IL2OGI?*>0/OG(L0DB776*KL?ED
M_3"\$5 Z;F(0:G.% ""G;TQ1%!\#614I_&+"^X/Y+(M]'?&^"B&7CB:3A*QN??
M1G/>T3XTYQ%\$K&*QI4&_J-BN(+"<=?,?>4K &'("U8_3,FZ./(P#]^BVO3'0A
M:"_V>"S2:N%84:&%R7[69(BB_X)1#+A\$#>BM3.:A:>.900W)Q0R!D.P0GG6X"GSD\$?R\ WX2'9F M-
!%LGM\JD9(I>2NYX'Y3_96V81U96*6P MJ#N8Z[84R\$XZL" ?8+R&0>KE^PJ6A3I-43SI-
H[BR5X<170_T+LS#6F"A0D M#*!26+T-F#H5HM<1#HJBE737_)I M%E\$2WK8G*3 -
X'0(@=P7DK&>@ ^NP M<7!--\$*C/#28%PIGV:Q_9*'#5B>[=?VU\$ S16C.8&K\EM23I-_1K_ \RM!
M#_/\$X>-4ZX65_E<#>+1*(I&AZ-S@H)\D.TGXX5 M)LU2!.=<(IT'T#T;!&9E)A(IR -
K\@%55)4S+RTBE%8(6GJ7 "-/ &7AY;;U MD#YMSAKU:0J4+0#D^:5(EC>J&)/?:+.U:7F\#6.'NQBL
!93DIDQ\$)25HQ! M)S:%-H7?.VJ&:3\K:6J@&0+7L+)V:J7S12=/EZU>XZU;) (DUZIA+%KG1 MN?
@ (KS\9#61JBN@EP.&"D(0W0'-C7J_ "8B.AH+?0)03A.R1A\$JZ"9A^_* MR #'T;_T3- [Z_'3S+>*4B
OYD73I]"\$_.V*/AWUW0T1J"V"FNS(&00? M1*P_#@<#_1!\$);.CJL A"+ "J\!-8TVM."/LOPTK-[5MJ
\$I'N/L56?0TYEX= MG_5!EIE#\$B811-"FPA#ZTZ1>U(3N8K<92\$#L+A9"5%V8J@940:RE.4CO='R=
MON*8YUAKPJZ"YP*L8E/S2=#(Y< _IKG"U<*/6&POE)\-VY M4)S85\9DM/-IQT_1^ (DP3N'-2(BSK) ?
+SHZ1'U\02)AG:FETC8(S&=*9HUT M.S(98MOA(^%ELQ10NAA K+HIT+JLOL(:\$=\$JZX_6@-
!%4V_@B\J9R0/8K6GY0W23WP%B5PP7@/NU6B?K MYLZ3@J"^NC9UBMAK(#:RD^4-X 0S,AA)\$(((H;?<
N8..LA@.LYPG1P*-G*C\$Y MT CVJK.>K/75@8H\0YHB/GFS&K'&U,K'0OG&7.N+Y".>9D+G-
@)!;!"5#48 MXN#G*@?D0;L_I_W_!"5CL.U&!"5\!D2E+I^T2U\3Q754%A,KS'=E\10+TYN'% MT>'_NAX?
+& L\JNNH_OAN=GIU\USA=1^>'RTV/@5DZ.[%?1 P;[Y=_6:"G M\=G\^&R*I\3Q?
G\Q6'WGQJH/V5(BRK\J07S54V:6GM.P@51R*8K=S9NG32 M?
D\I'E'9P<[8:4M78S3@/[&IYNQ\!X7(NGKY13_JQVP7[XJWM.6\ _D3"0];FF3* MB+<^8N,P%?,
(62^M\$;FQ59L6FK.Y#K9.O#[\$\BR)^S;:INCBUT/V.CBX/ > MY+ #M?WJ\J
MKGN:N^IT*_BQB^&^/#K^""ZFGY4\J7;#QX;!\@NRW8PT!MGO&"/:Q5X1D06" J
MA)_3@A^W09&G\ [CZ,A/O=NP^W*5E!8F%Q>S[N^P\ [9Q"*!\$=F M;5P%EO4PVH/%_5-S!1]U!7IRH-
9T.6"X-_:71Z^,-3K@)\$WW9:C8>W'PVB M_#Q%^6AT?C Z&D1Y\$.6I%^7CX\.#BY-!E
=1WGM1'EE1/CD;1'D0Y;T7Y?/C M@_ /C;U:2AY,PG(2ME?
KYQ<&XIU(C%)Q^)K+WUV%^M@QR%T6\!L\!L%TS\]/>! M?@\$@8IUOPG^SN&43MVQ"UX\.#B\]-
!U/JR\^&R)T?9R.!E'KRWY\ RZ)V=)P M/(A;_:;C6Q:U,^OW\!%.HC\Q'5\='IP=FN(:!\$M5G4-
2QOEWT2Y=T?..' MKFN&O3YTGU.2T8,X\B\J>R1J5K]?*#+6F_WXED7M\ /C\!>>!!U 91VT74QD?#
M!=JC_?B61>WH\& TWEM1&T3U&8GJR?G\!>-<(YR.):G>[N+SVT2%L'FUEMP1U M^T^&ET)(I?<
1S+MTY"[46U>XFA_RV\1UHFD8G1\$V\$X.=P_ ^DRR71?XI!3BW M^2HZ.8QN_&0+G&PWG-^/9I(
.>P"X(WX\$XC%A=\(:T*P#*; (Z#:59%_%!) M1&Z+TJRLTJIF/. LNC(WR7R&8,0>C+)T>,MUAE
"51X9^ST8-@ (J\$9I75B.(M5>.]>AX>&FB6BLV4,S":@V8XF8 UJ M=NRF5@ &:T' W\ \$#!!0@:O\@?>Z
J\ C.O& B\>_R((OZ(B(+:V\MYCP^/MGS MPQD\["=BP!D;
<.;Z<[D0<8T=?>)T16K0!5=U/;.=UZ.Q9%R9\WQ;Z#2%IO\-(MVJ\)2?MR_6KW:4D? PG^&^/#:0((?
6HD^-UQW_?J\9&*F\J\J_.O"Z+RY MSD>GP[V^JEX_77^O\W @CKX;C'!\&-@S\I7>V'T08PH+DV"

B:O+TC&Q9X8?B93D_LR|W3:Q=B&QSUCA7X*5R!EVH%/,O6JV %WOL5>.L9G/|R MZT|
(= CRK|2A985|2F#GRR)? #T8GJ"R2HA(C% !N^F@X#4=&T WWX^&|9O MC2>|?@L!+
|R&V|2,*9DRU<4?=:X+BCZI8C(!M*3T0F(/"I9()FUEUDP,| M00=EF9F7Y@YC<1CAL%-
PQ&0!VQABQWO\$OXOYGG^\$;Z@!HBQ@32|S>>W=Cyi^&;|39.3 '?'()#>"2 OB-E7'D0 2M)
M,JGJ|J|ZE2YXUTLS-Q-8%W/K>,JF*5"&."Z)^2J:6:'A!?,QH2D'@\$JS:=") M_?_!J*P@X|/P@\$9CX!*#^?
5L8\FY@9FIGAOYRI?\$H(*1.3?M%\$@G/.D!%*3 ME9=!!|,|YR(\$V&>|>"27@*UM?H&.4 N4?
PQ3U)_ #W^7T?^/VYX|Z/G_ \$GS^B MB-!V+S|N>- Q/^CXB1R\$TRT=A+
|P9KV|M49W:N|ZY(&N#TIGELM.@7NR+0LZB42 M)/STVTO^-JB:I56\$H)|
QJW)4I<5G'(|5&:FL.MA'&.00XJ.TP094>@HN:< MEP;<*LLB-15P)JJJ2AS8TJHB@|F%*+-
KM3#VK\$|9%|1PJNLBG|X.|VHEA_ ^N M0&H:??P1U">49G:2|?^:W*3+@|BB6K;);FRXZ=#Q!JY0?
P2|S\$U^F|XCWB5Z M_&4^JZPV,W\$1PLM1DBV&U2E%/,&A-2CPR+ _@C)EC>B;V!^O@07L'7
M1&"CWNT_ "PME,(E21C7>3XF=F-U.>|-FR|Y*!>|2\$0'KBZ#R6=B'E:V?E4<3 =+|_2V#^8^Q:.BOWS:
|JY4|_@.Q+CUQ+P: M+KOY9\$ _XE=-|EN>5%5,D#EW9=S8.=F,3_ %J^MQ^SVN'. .=+Z5?#|D!EP.B M9
NI"R*QR;+!%@07SD8*|7%-1H\$R &6+X&OM.! =2_UQ ND4N9\.-C|)">":IM,"LG9H7EI!
M0HK=X.5X6(T5WGP%+=RPEB^ 5BPSX(B SN>KVIKL!B^A)-Z|MC/2179>Z." M0U:U;T(WA|C|>|_-
|4B-W,9,K644H)W73Y43\$;P60#|O#<*.O.!X|ZGZ>ETM>
M*OU(&X4C<:F|C">6CB;0GOCE36)=H0C#AD*T!(KH(\$+GQ"3EZD65OX"BA:YQ M)N XE:&Z)94<
|M52HR%.!+|F?M%>|M;R4.KNI""""JR/9M3MA|@--*7YJU M"X<7MEU= Q:30;?
G+^S1,OK+_ZS1=V12^%0=6A3N(@'R*_P#20IX0:6G|X+- M"6|FTH#SE-0E,%,#OS3R_ %5-
0%K!4WJ*)8:(.)#\$\$\$CCC9^B+V1L\$WCF)+_@I63*R>6/4JV:-6I4IJ MHJ";F2T*V'+K 8-5P|L5*B8QN6'&
<,+(+N'EBN =I5Y8)?C@@@Q8:-S-ZVY) M:|LLP1O_5^("NJ(H9J4\$4YEB"C4?
SH:'1T<1G9YYO!%KL78Z" &T9_&QR<' MHUV^1!|IG: '1P>GNWOOC!3N>*7
6H.TPX4SM|J7QS| ^/|#|XDT?"T Z/U2OH MK:.S@XNNMY8:YN@&3:/P#
(U@=EVF(,^PM?"|I>.,1UN+A@H)5FA2TS*CI_' M#H|FBWC"O(7H:L'LI@8L|J89C,?'(S|Z#L7P+6R/KI,
|D2&1O|(6NU%| ?93 M,VOGV=UH8J|GF^!\$(_5O|6+)|J@22%N83VF)HP|U%93,-#2YUP(BC'!3L67G
M54,I^| Z&W%HX)\$L*ZM,6Q?JJ,Q#2U@1X3 18Z@S|;|H#>Q??T_G99|9V<^M
M+GI;F&N|SOU6/UBW;A|AY|+BJNU0CA,K3DEU|05*N(XY=|>G\$B\$M&&8L8#4 MXE=:#?
3K3W_X,@G;SMQ2F&0|/CB|M7C|IQ&"+Q|KGD7C|S_#@6SH7=S!4*V" M:V|-4&2IG-98%\$GV
#_+"JZ_0>"0-+W>'Z)=_) =^[NWX|OOK1U"|||^0DX/ MKB2<)FOLE>3@'X|/3O|,>WIT:O_YP|
/3|@/O|DK\$VL|ZY*2"?ZN3<@&3;VY M?4|H?&K4-
O|I|A9.71\$1W9O3_SOMGCHT8XQ|*\$0H|,0X^PQ"C%.3H9"C*\$0
MH|=D|^.(W/=G%;>Q1K|XLR3#^1V M/3D|. #S?E2|O+8_>R2/QZ(V'0>TPJ,|B'-
RR>7/CQT8GK<|U=&22|OHR8C0G M6W\$^ <|UEM\$N%%"| 7;:KI_P:A&7MM'3,N_|L|/?
%|CK|==#JFP-R\$F|4|: M6N1?#YWMLUFNK"AVX|>'I(|3J(+O|+KOCXY-X='@QR.X@ MN_LGNX=0;
|0K==R3R^Y>@|ENN?0ZF?/8^*WN^ ^/=UJSSJ/9/:B';|160B;|. M9|\",=NIN3I(|R#
<*S3'*.#|U+R|;UP|/71V98S_@= C\$=G|>CD8I" T/NS&MRUI1|?Q
MV=GI%Y>TY^"6_!_%_E%2545Z55>"#ZHQ2!GE|QG3KCSZ,>P10/+6Q_#P/#X; M|W, ^X/D/4C:GDG:
<7PZ.A|DK0^|6U+FC5BST^/OKBD/8?HQ%9M T.XXEF; M|J?|>'%|>|!#|F\$SOFEL&QV/X^,S0=)ZL1O?
MJ2-C^C|Y.A6O&4T8JE8;Z4 M;:>(6"-LY_N\$j*=,) VY 2|YTB&<|:|O_Z.#T<' Q^| 5@Y@-8C:(V>>)V?!"
MX0|6|6.&.79GKON2BX/T+,.8XB.(N&&|!++TR_|R.\$"<|_#.#| @LLR 2 +A6
M/@5H*>9&>QHDWY/QGB'Y_I=1*0+8XVSR1ZT6\N&+7|3PIYBM >\$KM8T- M|
(|=|T*LT=MD7@,^%.+H|0=B^XFD!'|/Q(PT|>*,(Q0:D*-5Z6P5506RI"6\$ M-LJH2OX!!
T\$K5(|W.LB!UXT! :^2#Y"|"I"+8A/W(DX1#S\$Z1UCA0&FJ|@:M|X#. M|0E949?
>#Y("G.9HF|5@A'B8CQ#?299E,/(| MB"|=9M@Q-N=F'|@38!W3?Y9|JCIP%>|!H!F0%:X|\$(->#FI
5AB0%7J"K'|X M<'82=\$X=[F\$' (|X"AOG_,R6:D>LA6'IGA|W8==5Z5TTY|=NZ_2Q"PJVZA|Z MP/+N20?
1V=GXL|MEMO&UKY%8?>9:>WKT^0 4P|:V.M\$%E| MPT'M+Q|'=M&G03|DON-I.^YN6\$|?@C6=
3Q(=,M6?XI39=5EY8@DMB4#XD6V, MF1C+5OYG4B5EE|
#39CC6^\$#@%QL1&W'\$5ZBLZ%\$A&)7V%'0AT#KMQ?3|.6@ MAD!K#P*MG|(^WR)>YX &.Z#!
|E%4I8!W0|3N=LFWT69:QF+W,*1ZL1GQ=N_QTI|=FZ.D_|
M.>QGK_ :S=Z7VW2'>_RN9UY0((%IO)NJ>|F<|I|8QFESOCF,>1^MN\$JSIW12G M;1%7 U57?
56:?)80V/QGG105L<:/H?R*",@+\$TWL\$ER9*_NA#+8NL.Q5A@') MB,K^JL0"\|31#1G1|>I!2R9C0%!.JD-
HH)+=A?QZH#QWUX?EZZL.!Q7!@,?RZ M>LGE4ZQVD50*GVLTTWWB%*G<)S=6 55\$=(I*?N9%)
(OUSFT*R5 (AXEUX6Q MOZJ7>?9B6:03@|G,TCX\$%%M,&6M-
ET17|R2#DOVNUU.WB,M(T@B8^AJZH|*)
M59!QM\$Q6CL\$|!P47V2.T*)G1/*/&\$|@^"">K\$|. *6&5)E4TC5LB57=G()/85 M;EF|+IVOK%8N:U-
RTM30>RY!FT^| HP2:B.P; (MW9%*DBXR8:BWFX(|&C.|6W.
|!,7*=8'0XRC#.W#M|AC^9;: ^NNPBUYRG M955V|K.8,|&46.YU)R ; 68Z|(|V|
MZI<(@Z%)2H;80+0Y\$+|MF*T|/H|AX=|(WP;9'>0W7MG/3X|BL_/SP;9'61W
M_V1W?|H?'_ 63:'/'|J,M<9K.|PRG20%A=9""?69G5F|F^2I?+),B+2GH"-&Z
MG5!>OGA4=MU>-8CF^|XXMS:#VDJ&8@ZA3.8&);&C11'JNA?Y|\$RMQ=.'/WV MRV54T3|_ ^NUE-
\$^O"KNWAN++D#&XRJR?#2)NH31-<|L^%\$7GR=U!ND@:N-Q37?|&H >GQRR>D|Z@&
|+JE',|2UGH^+(? (\$ M5K/:"5#6AE7S|G-2S=NOS5 P|DQ;>W M-"=|
(%|L*5K/='V.7@QH=^L|L|XX7|YG@V/U;B5; ?F_ I?'\$F#H|/|Z#0Y
M&HWCBL.M3(5|M@:9VBT3='P2CPXO|MD:9.OQ9>L0T %.!MD:9.OQT5&!&/JS M1.NQ?,-'70?
>= *.S|?I9|Y.J" B=UN2XU%|OKE|\$37M=%OC3V^ ^ET:@?^ .BFI:??EC+Z_W|W|E7PI?^1
MV(VSK|M)_LV>L5_Y86Q|/S)IBG|SHX^L8L+3T|FR:J\$7|ZL@:QM#O^\$S?Q_ MC/U+-
HWM"B:I7+BL/B3I7=+9(+H?51OG|^.+HYYECR\,+DZ|_)MC.FQ,O_#

M.NWW.GWU"HFCK1+._4I\$/=^SR'#/F380\#2_7DK=-1AX8;2A\$FOOK";5G3 M,2S=O3(W%#-
|JW=QW8AQFWG\IDVQXODKBO M&WPQCD\,SX9U.#K\;J" _5^\$LU%|=+Y-
>>PWO@[CBT\$8K+46'YZ=#^00U P/ M#9KMTJIT(125?TYS:5UD9G\8GVR5\$AI4+5^IQZVR?
PZJ\XW.RC?4VK%S3[AWD M\4'Q\|API%7#V?NZ7(:NXTKZ&P5*;Q3.-Y MC|DL^Q/7V[X5>+=
<_J.O8^ ^U#W\ ^#2=S.)E?OI%Z.)G#R1Q.9A _T(>3N>/) M_/8\!:5OKB<\$@-"1WUE5V:>WT6EJ1"9&
(D,VZ/^JGNAIZUH1=K6*>A9VWH M61MZUO1%\6TT) P\T/ T-"SMC=+-\C.G_1!
(M68\LXBU;5D>R0RH\|XXO!T6+G=5^ID8;?C,U^U MT7%\O%6SW;:RS6MSD+<'=/QX5<-
_NSKR@WRJJ L,1X=?J7(Q;XNW-'S"TR\|S*KT*I^N
MHFE:3G(\LM5@A3ZDLC\ ^&F^#QS&L7#,Q.OB+#Y&WHWATME71RK!RCX(M),Q7
M;7QLY>UA%NPS7[G1^/D%*"JY3*JISJ>.8VZ.CT(AX|T)9XYDMW.KB+#U-1 M1_'9 |
KSWSI3D:#Q#W\$"+N(CT8\,U^?^%#*:97)M7EP5)OGX(IG9P?XMF=|EJQ(\$46-KI=D+ MO8#KYAY"-
AW\0/E7('|CT<'I4Z)R;5@.\$N6IF>1%@MMH#Y(IX%-V.\$EOQA+= M%&;V\|_6W\I=I@N/?
_&\$-32;%J7E2IPV L\$-1GU@*"VERA)P X+:@*#V> &Z-^3QILDIFMR8 M!0RK 'Z1V(VSOQH
U0:PER=@.#R*CQ\83S^ O=S#NCG ,PTG\|@DJ+R_BH \$ MJ/8D)00#B1U.\L7QQ,F#F\$VW7TSBK+
(>'0JMW@^1N,-SLVM\0.JB%02WT9,T^!WYB4 N#6AC4PK>I%CX#?F)0"U\|\$?DW MC?
<;>|E=FWV:30J3E&8:C< _%5Y*>CT='!863?_4_S+.).0A.MUC101M Q
M%T=):65IL4P*^W=XAKW&#D:|/|H((+V>AD-?(4=N&A9I:9\|+8W\SF9E*5
MD170N^H&N20B\W\|UGT) OV8 _?V)N\+Y0AVWOPM=&%W0,8YG7(+X^>?
MEH4IR^@7 _%8^FJEUSZ|CZ.XFG=@'EVJ82545Z55-|?QV-3HF54:S(E)\$>5U\$
MD\JTTLF"*4I;IOB6&8\|26--9@5-+F@57|DN&Y %(X\79#6NO9VS>SNMO _# M#
(U6J+Q)ETN\9|M)@|IT\|#^X ME?3\$P2SM\,?C/Q\|\$>WD,43#^9!7^P:D3X8<=*1'.NZ1L+L^?
CD<')U\4\|) ^MX<^M8PQO*).%@<[A-\$<)|@.:Q\4<5WN3/P;0V\I2N#^-\$W?F5P5X7=F5I#2XN
M#H\TA.'=N!0CJR\&G\IB\$#S/8UCW _V4\4BP=O.CM0?.@Y4)Z ZDW^U/6V M<"_JU X/QO('6N=-
NFZCVMdT3#C=|J)6R@)&EF1|CAU7Z6H0K<0L65_S\|I^*DMI+D
M" _K"L:SUXY0<_3B9<|0TV\9VU _MF?W;AQ8T- T:VQD\A)=)OYZ\ _MK-
(+!\$@@0\$!MS/K8@*12OBHS*_7R@MS744(^0P6_(SBNP@|F_P8)0*_:2L/ MY32&)?
9NFTW;+:LZG7XUVV6LV2|P.MK^*R?;>^1W\-(BUP?Q\|L/<'MJ/_L! M|EU5GFQ8.4B0!PMRD1PV,,G-
P'R+=PH)-:"2A,F42B4^PY'"=WQOW..%HHR MYR>|#U\ _X:D%S?>Z>V+.&Q&HM=0:WV%
|VD6TR(,WJ3;O1@7'?0)'E MW7:|KHS A-4? >9)P>"S">RD=*W\|O>+/-P'OZG:"B@,WQ>?21;F'-
XI_Q9A3\ _V0 M!'?MR*!*UZ7.*-@Q:EK3#;\\$;3T\$>P1R\3\#01Q\$02I!R=,>KR=39CKX\BQ M%8O/I?(8+
(03_A_?|?O>\$&*6*>|8VY#9K:8\=U
MHB6_55OYDG^OF!+X9J'MDE%4%3;:N_Z2(2*8QZ9.%*JCY'N+\$'^=P8;./YQ M-^(6\$90N2(002;
|2S";8H6DQZXSYC1.7M;ASB1> MD##\V5H6;XGOKO?
>A7D.XW\IA+03X\U#UW^YF\%0'W\VD<41\;A*F UR*FV M\@>CIWL ^1G\|CT |BX?JX;C.&%0*-U
MVZ9A-0XV"D)N::=:^JW+:O3L#4UD4ZJMF'6M::ZX-J:2:?^N>':J,X5P\7M
M00\#7\6DB5VY7+9Z\|VJ74X(#|Z8DN::T\|9T.^H"BF.CE23L8E>.J81VT M)>|IW-
=RYXLK"I4HJ5*+C\|6UE6USD\$;A-3B"M0NJNR ^N'L?PO\|D\$H IDYT
MZF&KMV*BBL3B8DR0;IJJ:=4^_5G*QA7(1G^@|@PI&E(T"D0#X@^S\|@')4C2N M0#0L4^T:^SFU-
|UYTRR^|8%*TY#>U;1?7.JR"|JJ-|B@ M7^P'0:-WLB P^T#05 !7B/MA16NF)/14H0-@87Q\2)X:V"^_J
|+N+&5.+ M,"6R#:_|^YD\LO^07-|H/<9,|2**H3?&JMQ\|/%3LWPPC:L/-8M(_Q=3>QPM M NJWM>?
V&)M@':J:SQO\|3A,P+!G%G^6I=\$.RKC V*&GMS?;9.H2BD! K955: MR<8I&>'H:AKB32!;?;?5F=?
0;\4<.2PGR/C-HDPD8\|58J/K)6_2D %-C8 ML"XNM+#M=>Z'U&#|-F NR-
\$S2|M= _YSO71)-45IZB8U=P(MH\|R5';W\|):-/PK _8@^+>'ZV M_6U\&*79*LC:\$3
Q8O\JPB^*@8JFSD\|F M|M.:CM\$KLYO%T_/QIW_FKL2*OY1<-5K"DZT,N%?>;^(>4UOY8B\#WW6S&'V:
M0#;RB'2O\NU\NAZ\W!=C9;SJ9=Z70#X0 P.156"W3%Y2\$!|DJ)@\$3M-<|<&
MK^7#5\|JPVN\4_LY8(|^@2IM MT)9F@3>MH9F7/:>F>MS\|8\|KT"IM0&7>|0@(&E&H0
M8FG&MHRC+<4RD\W\|L32BA%:QU+*X"/E493*HR4%<(FJ/QO&.*1P!"B.)9# MT^T@>;Q-
)5"4G'3P&43G 4OH7@#|>6K\H.&@W4\$PF8KP09UVQZP&B+(%QJ1; M\8K-
L#A=J^JSY9KDFDZQ)DO:#K\|SZ73:#B4FX8.: Q\4:|?^1H\|(:VN=(M)+
M9'&)+ "21A22RD\$06ND)DH:L@S3\X0M5%ZWKD\|&&"BFS*4\C_|-E9W;M)\EH
M:K\3QL9+T9*B577"6%?M\|G&(65+RM96V3(TU=1Z4K:D;-5? ZMW5,EY8O\1364G?G:6ZW-H
*W3\!E= ME5JT7.&^L5\|E%E&1?3+::HIC\B9C\$/^H=!:5:ODX _^WJK=?KQ=V(F4Q0Z\$ZSU M"IZ=
<:XTWT@;#-0-M62\|@E _+#+C,RWEY8G\|2_X_F/EX S\('V3,:&\;@2? MY;\$(:6H_
KG"2)! _AQ374QQZOLEQ5=242A7-3%DDGU\;6==V#I9-I\IN54A> M385E26CL\5A+
<(BN"X\|#F=G&O+9FIS;< V7?C&R.WT.R:Z5EN\|MS#G4-[5(N<(MZE*J; LGJ@9HH3\|7*X/G\;\$;!S&-
MY>\$1T_V:H7R"B6IEK70 M;KRR,F8I9\WC"N)\$/I(QAW9^M07%M6KN&3E1ZN3\UC;M!
(VJXZPRU'27Y)^T M4+9SL86R'>H3 3'!&;XXT3> E5\1^_1\|)^*^3AU:FVMFS\7:0DM>KX/%Z:|K
M(&_46\$326MD\3Y7\0GESV*NSXM@)3X>!\ ^-+W3 MA3?FPY0S,U,+B6+#SL(K>/G=TA??5<+<-
G<1T+K\$U _!H("9.YRZTA=4>.: \$ M8?+>U:I^P5:#9)17_30::8UO.H*4IF,+N>100Z-
'<=<=WO/4VHKB349E@U2\|.MILYLP@\$|T\$.KCC>%!.,";69PJ/B0:7XTBP84^ ^*/;='1%>5=V\8V3Z\4HG
M,@ LS1-|WABW"G?N-'J _=US<\$O\|H%\$S+VJG\X\;!422%Y\7CX5"OF+%HJZF MZ
D"Y.HG)3,PVY)KFF\|JZI MOHKI9M)I> _>\$K)B^ HII61PMBZ-
E<;0LCI;%TL8=LM0\WN.O9*R)65KJV SU MU6ZWKJF.LJ"RTC10620M-?H(A;J&J1JZ+HND+
|5(E\|T\2\$DZQ(A.2&'1\$@^ M1QG9=Q^Q32L5_V1F\|C> 4/O9RJ3\|VL>> 4\9:9\$O\$+CP-8JWA5LX+:
.:7 MK=1-6P=6+BW726"E)?JKJRMQB^+6!X0^#4+@"A4>=S(EWP*(<>H\$8:3|:
(C>T%7U12\$/:1\|F.L M I8#U(6WM3F=ID MQ?C ?|8U\$ _UP\|C\$ L/_O.6#LU"7EQ,Q/E52\|@G-
@3Q0.1CA<;QD7)*V7D M5EOY;1' 4P.5UX10&7^0J^!>J=.'#3S('7CD0PLKTE:4U71H12\<>JO^+>

MC4&N*:^6(E,8T[A="L*I-F)"%VE=6Q"K7)-"=E M2\I6_3#IJMF72-
92IJ35DK)U.;+UFLR6K.8I2S6GIDDD:ZG53?1%I\$X?M%67 M+I(^=071'X02[#]Z<,UD!4AYI3B>
SVGL;P:X'3-PW\V38XYM(8IVWE*YO" MOR-?^>1'3-&I<6U\$ "G:+. (4\$3(C0VXU<'>3ET#
M820G+P3::SN!FR["I:GJ!/<[J**\$BPA*(B=8BL^>X\$U6D3(F9S\,RZ@V[5 M,@EST-:,VB81=P:U'-
=VVU9J\I1M70*9>N]^M;7I\;73J=HJ_N0[>65JO<6NJ MCTX=?
3009)E\$<\HD))SO=EE',_D:B#TJ\$, @I\;>-@@B)_NT (ISH[5V/?M*@ M-Y?E";(\098G7!+ICE.><*G6N[-
_8<*&5[Y^FIV]&*!&NV7)M\$Y=(;O,|=:5 MXZV5!!>14_RW/^E=;>T0!\@J6IH>U?. ^4IIO79I?=J1!P8Q-
=<2CB]+CG5+ M-:R.%&0IR)O: ^: MIB%MZ(W:T\$Y?FM!5\$WH,&4AV,*G M,C=U'8Y'A/AI-
&TZ9%'DPJV=I;G1'TI69*EBD'Q<(F9GWIS0[_9Y>XX8U,GA M"
[W2577^QCQ_JGJH&CG.076>F;OD*\$LQ8!/1 M0@RU7[@TW171G5+\$)OPNOB?
B_=&X5!HC2HP"C0+RV\$\$Z3IWC_VP4 H,(@@J M/(F8-0J(IUBV"T"/3H/G5EP3=U8PN:JJ>ZAV]7QG]0-
%#=&@"@3F%3BOG] M !1P AJ=#J_A^M[CG0L:#,H5@O\$J@ (Z=0\$C!\$1MC>/X5JI@ [+1]>GV55/54
M= 7:?:-:399<4W/6U-D!%E2E6K#:G:9451K5WNX4:S(-JW%KZNX GY(5C+*"
M458PR@I&6<%X8:23%8RR@E%6.,H*QL:LEB6SLZ7C:GG^<^ *K^J9:D#4[N* M S IS+A/LZ!Y%BTU
<7-RN3W'BVSOT<&:&9':PVJE M>>#/@>Y+ ^@?/Y]*9Q[I_95F98:DKA7B_.O\|R0YF-
K^7@G(Q+XON9BFO0\;R MA6:.IXP#A|BOV.,OR!C!RNYRQ%S_YY.-@1R15P28' G,&O MPZ'7LYE#U(%
[P:6<"/@>"QPO'/K3Z 7>J"/ (=GB>|8"'!<" #)*@X|&K..6U M&)(7/08)&?2)S/TC3PMY\$SZFY))?
REC4S|OUF|>+BL@1\$%L7=JFP-[!J3AM M6Q3-"BDM4XFAS#/+ \$4PY*JO|LK*.:EIS:*\$7K
M")EJ6:W(T5+BE;I=7"JUBWC?4K)DA5 FR8\$|@8-+ *1J3|G8'VO@8Q0006/
MM*'2AE:S\35U"1T|HV:4.:Q|VT"8:T\$@YEJN:@1'W+P<>&A52X\$(E_:0PV M
9T>QUQ=,2DW#@Z0E*Q(R?Y& /,SD'*#E;N@ ">:O#>O@D^: +%BBKO|TIXN*W
MYYL4ZUZ93.SU"O7KP;I67XL\|WM6>DE^:'&Q==WIBRH1W24J@:%V.J7'G30
MYN#:&=/MJB1:FL<67=7ZDC&-9,R@7WV&8L,84W5_OB!7TQCT:C|8N 6Z688F
M'9IJ=L#=PCRVKNJ&._>?-8WPCN\X&K?0 XW"1%.<+T_JPB|^\$KO MM,T\$O5',J-
XJ9#N+\$_E*MS*3J,L,\R7T1YPLC5"1T"?T3S>L1T^YE7W'JA B@&0^G
M+G@C;>L%L/R9|7CN4IG@W&M_ [8998#4.S;:0T.YUB+7+G'2=I%QW95PO<+3S M*0A=#!#T-Y I
N|C"/^MI2/@H=WLI5P,0J=B6,'R|-C|@T&[:|5KPK)9VGM MKE'?D.!J(&.;H<&L?ET#>>6:Y)KJ7%-
JPY0;2:?!=GA."DK Y@\$+J9P,2X|PK":.10;# @TH?G&B)_JB M\#|/=N!0^4U2\$P4W'U457
M\,L4NAS\$5^,8A^YZ@E5*ECR,9F7I9/F,>F3D1/U|4,LI3C<;0@@;UDAXHM8*3PM|B.
MT2*\$MPSAB_\$_%<97_0C\$R0G;%2MN8H8(JEE8@#+W^6W?!LRU\4W2NI_ MYT\1!8.U!|)
[!|JPB#9?Z77L_ ^GJK?BBIR#-SS^RNU' [|JW|A3>|*WMOMC+\$*U- M5D=
0;)4WT2PO"Z9^';B(S1"AM|NGDF[N\$#&K& :L7>@K5D ?X*EF,W9BW* M4|F?
VWJ:30B%_C&%XKD=^-W:=*JBPW)=U^9V!%3E1>F/-G/3)DZ M'L+U30BES9|S+I\$A;#JP
SASVP7#'CV!<_XL,P7(|<9QYAY@>V\$+%3QE|JP M2V7NVF/&_0 %Z-O8|AK0"F=@URS /'DPL@?_U
5|)\$T" _P6|CY #H|A.JAD MIO;8<<\$Z,PXR&+!GYBU8!|0G|U8,'9 6-+5MI5|>F@1-B*|Z 1V)@%,2-N8
M870S((OPR7:HPU<=K;UGM|UB|,."[:Q18HLEN.^;K&G%,OL9V Y"-L/*8&*/ MQ|@\$&!,P|G>\$&'B\?
\$8R.2+ '_S 3V*|DK4Q| "L0M060_,\$-P|4<|0AYI3&(
M9/2\$'\$99B|V7\$N*%ZU(KX622&/:ZJ305*\$#\$C0|JB+D.Z"10RXZ(2.RG\$T:< MUE5)@!P,%|L.W80F!-
Q.PD| M|F|BO|B#W4_1P6.%5WT"OCYP>-7I F|&S)S92Z J<(2D#-?DCR*J/X=0"8T- M+
(#;3%Q%T@9.4R.SBHPJ?#|8(J1HJ+T_. ^ (D:(H^Q:(H) UC=@K|D?&+Z M0ERPv;!D?.L/!^>/Z+Q^ -
WTQ0+:97R-B/ MW&J!0"\$GK|'D E 'RJQR9MY=L"%IV^#=#Y%/!M>?.* :X|V%N^>|:3|X*; M!
JU9K\$'CVLDCH|JV"?L6 @")C@/S -7AW.&WCT0T*C8%1 X8\XP(C|^V| M;A4RC&2F4XB*5FQ
CHROI*R|:RRB,ORM_0PN'K("5/@'PV5Z_+97:-04.JODL= MKHS^D !.&H72A:8BV4L <
KQA1L8S2T=U^=|?)A>AL_\$. (K|C?1FVQQT T M.KCB1|IVA0C9<#M@=| R"D<:Y#%4!6|Y^8I?GH
V*&N,%ID5=|0\$XC(P%!P7 ML!C^PIT@A4#+%F3L)Q D+E7PV&9.A.'O9(\$>04#7PCHCOC*(N.\$+E
IO@>^Y M"\$@#R;Q J.S/2;92J-V,)T(DTM\UR990ZB.9NKOK!MG9@ 8AVF">#>5=33T M
8CZF.U|PX@ZZ2 P<1#%E;:\NH: M>^I|. #%KR,Y,?-@NHOS&F_P""!4*_ W8&TAN@7|R\$|XJ8.B0|>L?
XD@".?W"N(\$8,-8!NP@|0\$H:M|K8
M1Q:BIY>8:\$Y+)=X@89<%@ ^|IR%KBB"\$N"L^P0IO2BB739U:KP0F5 MSZE9+-C;-
^Y'FY9_3GS;""X""D^)HGZT*<7'BKN)2#WY*2 > &A%L*69((# M.TA"
82_A|C#SDBA2|VG:3R2|PY(4|&SL\$>8U?. #9>XJ##+!N,IV*,(2&-?
M|'A|@O26^/7CPP<9DQS@.H^,8PQR1:(6*(PG*44/NX&K_1VEU>N9)(6F#IQ
MHC0@*@R(|OV1;J.BTPWM.1AZ3EW_I2E|V7<,+7W7I327(MIN%S,@&-PD)!LL MDC#\$U51|
^2BWEYEIV^GU|;Z3>OTU0VYJ J+VM|\$*ILS2S1G|H.(?HL4V|S#
M>J6=D++K478|RJ|'I&NV7UJYZC'^H2I;716%R&EZC(Y.ANKB^@|5U9\RHK/ M
TK^NI;J#;Q+K_B4@GSS@JQ;AFKUI"1+2;YX238LU>QW&B?)EQ (506LJ @<
MS|Q'2^6U<+/>B&J:RGY6R;ZL2VRO,E6MM|'#ZJPSS2^0FAU-[>K&UA982=** M FJ8ACHP-
Z+8'MGV|=S.+|8HIF5&OPLYJ_2N7J|L=M7^0-NOX;T!SN>5,V>P M+Q:;9,VQ66/T-
+5C6N=ASV4U/NZJ72FPW0U8=?Q?JFLI_)BA|JKKI7O'YDZ
M(? "2MVDF+9E4!!QBM0@O:'&H,\$VQ%0|>Y/JAZ!G0^NU>V@\$Z^<>" +L&"#L_W
M|FA|3L1F6!@Y=AR9#^+T+_Y|7'9"MS?UM"-!Y777=R,J
MN|Q5Q(AKZ)*.UAZDESBSN>T\$O/AZ"LOV'N|D2S;Q:JV MW*US=^:%P)0/4|N?
FO|@>OP:CA'O(>R718*%B14>\$&R#01W"HJNB=,U-[A M|?9X# H-UV\$=J?,
=<=^.|ZF=)B"&:1^4| "LM_6J.=>H0|Z;%0'\$1=X96609F M_%=\$L|V_3-
8VMY?)PG2|W<|U#_/I95_YE9\$V1JFB+A+=JZ3H4+QXL,C40G&F
M9CJ#B57B1SFYP1_V4J9NKB|JZO19?^T^+|^R6_=&NW40<: 3+:/=V;+9F94V
M.RL+=U#W9F<,LL:NU&9G:ME+|IL=A*-_%='2C'5|JWTB&6/=32WQUAW02-I?

MS6Q=4WBL\FR\ "H5+VA\Q(?E.HGHT=@VA=XG?VXG-;Y\JCI#E;#?KJZK13N
MIU:6Y*4V32N#B9'=B_+ER6WQ^]\^ZEMJVQ%^L\]^*,DJB:JTHXS=N MV+
SK,25&W\$YJ1>|9PWW1Z73CS00 MR=S<>|X"+OK*L,VW423:U)FU):G?
@%47_9A/:KAW:9K'\$9&%AU<|.W#\$S\$A\ MNC448,O@?=-/YHL #%%\$H2JEG-
E;E1Z2U:TW7J0&CWZ978KR2EN 'UEQ=,>6H MH^!0!K\$JO23M6V>2N1>3.ED4HJ-
PJ==?"2<.8Y/12 ?;"^#33BM9R)J*5G)P MT5;RMVWY_@:L>HOH0N2-,MY:0=HH[G1-G6ER43-
!/N&FP+(/!)E! W+" ME_Y^..W+%XY[TLL88[H8?]-^(@ +|T_)9X8].^ZP M3|PH<,&T|[-
+!:\LJ_/8B^9ZX'.4V@S>&X_W0:45LF\$8)8BTLU::RU-S\$TD%=
M+,UXIM59:MT&2S>:WYTLOBD3 'DZO8M1E<(G\|D2R@P"#P>TMIXUA\Q)3|B,-Y|S4
MCBW%:\$;2EQ|&| &_GN@|J4H?|INFUD/MWPCVE ?/X|W,AM?W/X;^326UE^\$;|?G MY&M*+?PQ
AH'72')Z:O*|Y244&,1PH_#&,CB?5:>?DODZ5LJ3W3G14 DSQ@W
MGE'GV"SP':QGI:VJ=MJ7:::O%373K\OM>C?(N209(A4\|@VS.82K S0?QU!U
MZ(|C|L<%&#Y,VV6\$@#)DGNTNP>.-(-Z0BL)"-8 R\$K\|3IXNYP!VQ%W 5F^PV
M="0S9XQ)C'4WP!MYM(|6!"|JIC&/F>ISR\$*7:"+Z)7'\$)3P@-(8|N|>K8(T M(>0)2W|D).?&Q:[0"
L\$|4Q:>C:74524F?V#I>PFLOQC,7FN3W@F*VG?XH1K6_F,7 - MX|%'B@&+' Y<\$+|-POPRO005?
JQWZ'J8H";07PW*X:*?F:>4 TRM'/\$6: 1|J M&MB@("PG14GA>|BY|Q(:B-AGLWD&?HODAP/<3
QJ0|J6C""|J=H+Q8@8<@|O" MB_U)P+)Y6B*VR.!#^/:DN\$#AN'KITRR1_XB\$C
*0:#\$+RF9GN'.6O(Z62@Z M#+"Z"64\GFW'I45RA\$JRKZ*IOZW<|XTO7B+"STP<\$(T@ >N!6|1.>)B5*?
[* M_>"OPG% ""#(|8H'Z \$:F 6\$6&|S:3&2&(Q.AXI71:G)\-K/4EC"?2< +(
MXS"DVRV0/(5.3Z\$|A1:GD?*WY(4^V!?!1HPHM2#(4 Z|& ^UBORIO1 |TX) M713C&SNO#T/1@H#
|0FL9VIQ=X=*#?X*Y5\$8.K.IQ"=NDC ")A!8&@4?Z |P1 MQT\$9P\$1&.D#LI+3P'X43A=8Q\$??
6XQ=YD?.!+PB?CM\$D|1OXG| ^MNW^\$D? M/MW#AC@*P++B_8|R!|LDZ?!|=@
|S)SN8V3'<*|_K86MP1OYD2(*@%48Q|>M7^,|M=X40=39:67CF(3&K# .|T/N|S-@ 4J'9R|VG+< |QUV
M>| XW#^C4H|X?:A0/Q@!=RK_7/A1C'U(|APX:O@|N|4<7"4'HXQ'WY^D4%B4
M=A&A|T'D"619NBUWNT8\$C.O/@&@.3|_9X,R&L'?!3^=SE|S/C@("SOBJ+/W M<2Z'>R#@7X#E=,
(GX2ISV%U1R2)\,?#AD29A *(CU"2IRH1A"62PC""*Z3P+ M%@H>"D%VH<)<)_C8B,D'8\$,Y|8
)5;Q%I2)2!%YU4S!RQS>0P'R>Z\$|YIB0
MY(+9'V"57^!\$.)3)B9UZ|GL%B_:"T6N\$W!GIQ|38" |%4JQXA-;=9"XS|@S) MD|-I'%L6HZK
=Q,F+\$^'5L(F"ZG?E|_ =5XU+S^6ON|T;K*;WB?<-L+0=R4YXT(\$@)6X:4(|'.< M&"ZT\$B+I'F|!H, S/Q
+I3(U_JP\$S9ON')=^|?@M60|:F@#'(!EL@"-C^A
M21)KK|,WVG^1E|U8|_E3_|X\$>HO*:|JIOX#BS%V=3<\$A|:KKU9 M,739"0YJ-
G>>+;C|MTZ8SAZR>6@^|QV".&.)+|4'+="0N>35 'H-"Q?8B-05BH+^"2
M^X@C22JP(BGQK50!"L^3"O#^6|M'%KV06P+OE00ZQJ,&:D| M
'8F>|00_H2/GO5)DET#^Q(2UB;>N|.G%B36^S@;Q_\$X<;?AQX*41B<| MD#BD|..X6&-
U#%Z\$|!/:C?X42J@FI/ M/TB^R<+TS/E&;Q4YF5^S43UDZ>A\$FUI+ZW|+=|7|D@-(#V-
#A1\$G47(=3*\$|QT_K2/|IUX)Q3>P4P23V+U/ M=@>L#" A7M-D0E4HZ;3Y>
M)"YE\$|380\$=JFA/ODE"TS(5 !+YH# (PD<.-NQCOL>*A@;"|.#\$E^9T:|U"!
M#V1&|L_@T3Z54_&=B1|A^H|X(8#OXHM@|HMBIEA|/\$?Q5DT38#*6@'RW%Q:3
M=HN;GUG52S9BS:I'K(^@AKBIX*=@/O<':ZWFBRA>?R(-Z5P\$T(H%Q:3QR43L
MD49^C.|JCAT6D55)6!|^J|C:&1B_FG2N2CVTS1C.N\$(H9|@D:L?^G)C2A|
M6BEIX',78%N/7W;EX'3M*# ^|XF/= ("5.P9|'Q*:M%&A:M64)WAV8\$NAD55B M!1O=DJ|:9NZ7U|@1W
Z'3B#K^5:~?G_F218^9S3WVPV4*P.;OM|J21+0Y-XIMP| M|(-DX32@?|+J'_P5PLY!7UNK#(TSLSO >|!?
J_*+E4UU"X0!KN24INXG^+>|,Y%J|&Q*5E? M\$H^4)|:~+6U#Z:TK'L:&-SW"BN(2/2K#%)0:?
28Q|H?:\$&X#2'\$5G*V+~#P#/_ M_/Q1M8RF2:>X(M5&@^Z\$LYAM=EKMJ\$A^L|H|9F2[F?]55AP|
(9DVH&Q|7+< MX|SLNK8|SFPK6%1'8H,>:|@Z.CF_.#7M8J323EZ A:GE9=;W3APL:N/JI M:R^0|?
+*SV164WD6&W^204L*|,5VO4:%93+Q4N131@PDR1,N')D4'N;D)YO1 M&0KW\$""8DB)
<)C:~LO7X<,I6Y|B_B7*=;:-%*|7WN!OI#L|V|9_I0H0|6SN
M_=F/8#D>T5RGOL|&JUTNZY4IY5AXZ0*V"J2H|4N|7DA"4X^KP*|^9IF9@Q")
MNL|,S|W,5=UM6F/|I1U0_7+VP90.@LP8I2|IUB4FP:V6XLB+>V2RLB2M
M+.G*RA)967)Q%NH/Q@O%R"8E)9J9@Q>>|11'MTQL=ZFU2K8:\$=>D2:H9'H?G M2L,?
T8IYP@=GWMB)*U8S&|_VIXFD9NPO=|MNST8H9@?ML ^="DE6^42|K,'L\$+BN*IZN)-; J_U3BW*3R^
M>.AM_&-^..|I0|A)G)0Q"47_).:~@R"VC70YR#^&.Z|<*~DGF|8JFY)XD->0C M'P-;S!>"X(LQLG|D|P.
|I3:F?E|BU0D)5A?/ |OXT;&H3T3@3U>MY\$2Y'QV@_ M|XY%'335K1@'1"3A>:8A6+^ M&
(S3911(YW0Y\$Q((1G/6+3PLMW_Y=O?PS??X4=T;L?&"Y(E M'R='Q|L\$Q'0.4,_%O\$^J,D1?
|_IX6)'>DOU|L#|D(|^QPM?<_/#,>|79_FR'U@KON#.>(UZR@R3/R)84 MQ88,+983|0P|+\$4E?
%_QRUP-'6Z%,/83|Z\$CV8YWTBDYI:1*:"A4UMZ<=S*
MQ(/RUY9X6+HR2FN|T'\$D?|D5'A"4VF(>6^FFE9N0/L9M3F.6JJE8H0K)_XS7 M!*;OO|\$VNO'E"?
3|J=8/2UIXR5Z&S+=S^/1TM)S;XN0U*|W|0#967=Q),L=" M
AY">+ _H;/K9HPD2;B<(|=R#S;/E7UQB4_%!DR&RXP)P))< *WH.E4;";>_ P M,"6S2N\$"@ \$KPPVP:?
_P%6-XD<2=K^RQ\$|XGJF9;9=E7;K|);:7I6D7/\$X S3) M8_QH0|3LT+ET4JJ2G,.'DPU+AA5EY!'WJ|?
VFR3SBWYO\$C%E=RMQ#"G..',5 M70%I@X_(E/S5TO#&Q792/#SR:)-(^@CBX|SDKO2ZBC|(5;*
XR8^<4/C1 M+A-CI+U<0^TR<1/|@)J|:'|PYHZJ*\$|J4H89>(:XY5- "1SDE|/2;Z K9 M4.*I\$Q<=Y)U^
3(G9:R95: L8+H|@7?P';<<.49Z1IYN2J=I&-1.972+#S7 M^<&PUHN0*I-
Z75H3&;P1UHU/R"-8^P+E9Q+8+_ %9XVP&-FFCU.QR:V9GRL043-
""G@4+GZ4+|X5I0#XDOB#P_:|D|6XE9.LE<,< M?J*)T@#B\$C"
(|45C1|:V64KSWK8%'1_ED@:~59LG7LG;*OI1_-5)#/'*:5P M-| C4IM,GB=3ORD2-
^*6;>7|9F;SU&|2KE-POYRDD.QAHSHLQ/-GV,PBJAQR MR|J

KMRA,#JA&^"/16=2>Q0B#,Z2LL7MYK[X,, \$C@S5X^8M(J2<2QVM>-^A MDBV4A!Q(?
G8'W8(R'/40[4(0Q/' 9WIT:!?@16IZ 9;E1>NXGMDL#-6 \$((\$/ 0#1#]%)L)EFJBZV)SP*
[%WC6/LAGI+9544" M+DBR(ZZ&;4E8S?T7D1&F3=;C%'05YUG70KZ)4&OK+7 I@80;G6@GLK7@O=I
M@73FUH+C;V*H9M= _B?MW<%,:VU2f'Q^)Y9I>7K(-*#;).ZPB3NQ1&J)(QA0Z M;9\JZ
9>.Q\$I(_ D0^,"Y>KQMNZ,'/@QXN6*(RZ8P"W*;P%.G>\SS,^)Q.] MU+@&2I2 3
OJ2(*4XA!='N\GO_LJ>;POC_>;:IFS%I/7KT6I5:(-4DDR;"*S M4&1&,B8DFP9>:<&@)1S2VKVX2!5M)<6.
<.,J8Q9-SCG2)98\R3N&\$%=/SNY^< M1U);1C[?R+-
\$<8RY(95::,2L,1\:@7FVMHCTH@X>_&S;'2_B.KJU1ZQLDTF" M64!!Q2?
66Q+FWU<@F5:KU84/I6)U!IZP8S6\$B%+YJ1I%M4G/3+Q1JAD\$P!3E MZ\4/^+KLN8/%&OSHF\K\I\Z
FHB8X2CYO/N\$8L9@8\$5D.6-431XP*G/!N.8> M;-D^N7>(VD%=\$S_IM2JT:T_ I%Z.S\$W4("AV"-
*E0=C1F'#,.)5!@TMK619 MS5&OQ7JQ;+6B'+3"3\$(J2:8W7VFXIE ".RU57:4#N7A+<@"?
G0D:"_ [RFFJ4])"H_(D"KVS=H;VB7X 2->,GCT,L MK\$8K2&5M?
87PN%*!B3;G%#ORE[4;+Y"EMY3^PK'-=J3?J>K;(B\$TDZ7)/ ML4)\$UP4(U23,- KX_,1M;9V4*G
(DC!_%8"F31?8T3!EO\$IL[(=VEG='W"J7&:0#M]L@VV,11&FA%(P&I
MSWWG3^_(0Q(!6\$.J&KZRL3CE!LUGDSSRJ_!W\<;@*X;F(C)C<"5.")UTD"; M>:,X-
2Z*NWAC[X;WS6(\>9!8>TF' 04:CP1QY=99\$;X&UF;D!HU88]3,\FD
M71"Q80R\$:*AOPNK:8@8B1G5"WS(E\$/?ILK\(+,DX=R7D.D%.WHV:C! G\>E MSY409#^'T8XOL V-
NOP4X4#NMWH !D=&%'(O>GMGIN%NY::R M_+TIUNJ]\9-SC4-"!O3N"Y\$R:EP#W?
\$M.M_>.>J5EC1:??>1//?OIIDDCNO MSV+W:4(T7WA+F0H
MGIVLC],@QIF^:IBV(T(4JO)8%#/OX%2\$_.2\$8?Z;)= \$U8B+0 M'(X4SS^ND2-\$#MAM?G Y^8FXD2RF"
<=XSCTM3 [I*\$#>@:#3I;H0B!MZY'Y>Q MID?&BQ?
=13;ZO=19AIO*%+8D/\K/AV1^D28@'3+B=@34\$D@_0F:LQ389W" _M.^)M#/_JB"D1UT7V8E.G?
D5/'SXT22A(8Y+C>F17@^J400?+*007*G[>@U5I M4PQ*4\)\$K#S" '-:U@R"+*M_+O_H0"
[S5NO1;^;^9E\@@4\$)9\$P2*A\$R\$8 MQ'14LOU[,9G@|7\$RI)X|;R(#L/G43Z?
QPNTDH0&.>+C*9>BH#R>07^,DY^ MFPJIV\$|;"Q1P:4_+>:->.,NAKOTY17!
(5[NR3%\$GS(>59/(DF4[=S*ML7KL(M39.[M96)KX+>T284;D7FHA#0A-G2'/7)JULH%|^7*3B).0B
M'9^8CYI(<-OYO1?(H4X#4%L,S#^C5A%Q;>E,@SX!1?#D.% M5I12,-QVI28Q:YH)A0BL:@R
@FDY"BX%[Z.00]PCMBGS2;+/.%LHHPIBW&C M(8>.VS
R<9['12]A3#D,TV))12F"CXB=%+JZ&U_ ANB_Y(<000+X%<_*\$;B2 M6VZ2=K%395H*Q@MN'.P/HCR(-
H_9#&>PP5]MOQ/3B/N-2S39Z4G#++?ZOR5)E,M9Q3,(VLE%V_ MO6/P_N9C\ H9 ;,ES[EV?
F%Y6CZ#4]1&%9;HZS^ ^UVY1AXX(1HU_1N#3?BQ MW23G;P,/[GWX^'^4]Y^5]Y\ ??
O\^,.'^ ^?/RB_ /7RZ_ 3^X?YWY=MW^ _ M/W[Z_JW EHOL06Q_ \$2L9NR!<>QZRM_%?
WF'9@FLOWSH>/9XN>I+KJOPU2_KG_>|;:07*Q*: ^N%GV^ZE:ZW M36/[K7ZAI?'E 0609'IMF:W4')-
XO37F/Q4]/Z<.,)6Z5"/S\|S8XGT0T5O5Y M^S'4='HDLV=5-
'G64MY\$J\$KXG\$.SJA/E0>XPYP1D96O[I]'S;%A(\&4Q KN2 M/3_XS0EFRIWRY?W]YU^5AP]*UFJ?
>F.T4%F'^ +/\$Q:Y'5,[TR@@F7\Y9?<75:WH6AR1('7\$(G M?V=P,/:0[O.LI9IT=[4"EP)YN<.*Q18=!
(08UCB5](T7HUI[!LK/M&O @KH M&T(!%3FJTD(T9"W5F-
PUJK,04IG/O98*?.ZL*.W7#_.YWP_ SOM_)=G(\$G)B(I' ^YH(LJ>97H.;_JXEU?S:
MU7R@;U7S]WCV_ AN>O4NUO@:U1G9W.U*MKUZMK=:P?"6RU.VKT&W@>;>|3;=
MH3,5>U<>LY]?MQIWS'YZ(2\^T-WSQ*D)36[%+ _:= W5D]2D MA?#7&#/\0PK'P-*5<*,?A?
U%YLW8Q1I B6D_?;D.6+P?9V56/%+=S8EH#ST!P:I9PV- AD+ &|D=YB
M%5XE'M!F1TV4C:8K>RHD25<+@A&L*#>'P98Z>W1V.(1P2VC.B/:(K034RI . M%X'=\$M|HI6O=
=V8NT6]!/OZ% TB3=SJB0U\6>^!VPQJ>B.W(<&2X#_.1H) M%U#A3|>F(N-7?WZ&O0F?
(_S3UW_WG"05&[Y17E.-V!LU:VK^5|B:JWAUOQ<% MOLMA/%(CE>)8|.IYZ>_P M@|>
)|@>|80<2F&=A#H)^|F#'%D- FN#=\$|G\X-'VG')2R>\$Y3MB-K_8 M2WY5&))K:6BZJ4SCV[_ AAC-
%->?X1G=-.G|" \$4RYK/<;S&5L6.\$)R1P<<^%1 M9RN?!BZB)NH)*QK|4D|
<="JDD5_MT.':91P.'NF%SKYU<4RUXK)[@27')TF% M3GX*4&I34P!RWI>||GO>|2TD!^7&ST?
8XD:B0#PL7DMNQCIM(Z(Y')NGE#G? M)K*CSI%0.\$@3_|D6PTN""2-M?02@D|GJK**19EW6#>=L7]?
A3AC!!;K8?W+5? MTG0*@NDY8|J+!0LW 7AY7+AY_ 8MO1Y_ |3'N7|L8M_B6|[\$U>1"7(IP<&|;1
M<|JDD(QGEW0LBG/*=YJ"EW\8#[_ ED9X\$^GYGNQ?F(C|H,H4W_ DV:1'P.<| \$ M*_+RQ\$0+[A9-
FP9|ETOB*.1R_!,UN8>_H7@#XP3_ ^VML6\$ZUWR|@(|S-> MA*;"3 CIA
+&D(5I^V*X|;)J)|!"M2U*S!%M= M)5S*?CJN6'8BEMY=N"
MP*J2'R>O@TWZ!)M%*\$4V!RT>H:%6%?;,N.UC:K.T@P0'*>X)CK\$;8|07\$>L4
MO5:;E.2YI@M(IR;%Z:U/Y|CGU'#4N\$0*!IJD)N@03V?+|Q%5,'51Q :*D|^ MYB%W?
OQ2X>+_R"!2(I4S2H%@\$D E@M9+1'64;'293, 93,FI-O;W:\$(1VH'Z M,93_M"- \$=
[OBS9W<<7IC;K|F_(W3R0TTTX(P)T,2X%?VZ",M(W&+>DQD%T|
MT8CNM442A>T4|TB2)Q\$,1V|+S7TMMEE^|W'B^ _|SH|>*J_ U-R(MQ@T95|\$0
M|YO5[P04(:%J,1+YIO;"U|;:&)&6|JR2T\7.PU#&B>#+OD4R/@#D0T\KX8).? MR4BXI#L|.Q=#D*F8\$1.?
[V^K6T M)?>U=DI?U-&6K&'EU^:.OHH_*UE)!AI|/%6MT/W/X5L)P#C&%<|5"M1?2GF> M-
|PAB:|HK|(?<|<^|_>KDX&W#@?2B0:T<|T-Q LF8RN+J\$FU.0.!(V13- MQ%A98KA.F YZY|4+X)4_BJ2
S>UON/OX|ILRN0#F=5X%\$WF!W@CQ-T& M2OK*G/_JPZ=[Q75& 0("0@Q=\$R<7"8XWC0 "-
!L"@Z7GPCF<=|IX11@VI^AA8B8X>C3F<_CJ808?0 W,O^BZ1@AHQQ 3.L,4KT=@+0*4V\$9_//Q
DG(TH MYBGV&.4D8U'AXIH),Y/""(PM4|_ZD6C#AQ*^(C(8L96^9A+*.%O"=9L|K(=
M,E0TF"18W)C@6H7|=TK<9JN4Z1P2ME)?G:|JWL2_ ^R^8Y|N?3,197.I/H&7&
M_"4)Z)F=BW,H)M:Q8EJXR#U8TX^T@_ M?2II/|@|[A*8QS\$4"=0V&;
(J*"2RZ&JRS&0UB'N(U45Q:1JW/K@X\4N!@#QC M,S|&SEQF|IDMEJ-
S=L01M!55:T0YC_||\$OZB5,9\$^@0?) (A(O=;P8X"HK_ |& M(O9.^6|004?E|]^ _; =):B8UXJ)I@CJ?Q-

MQQE_@/Z^%G#@^A1S_9U%!?!JU[U=ZH5 M8H2^?L!LJ:\(:; DCM&<4QT%3@?%N0T0A;Tl\$:KOI-..H*
(LG=>;9M\$S/4! M39)T^Y+.K'+ZMK&62=AP=(2T=@^LLD*;B!*_3_/5N,3V:-&959C=":N(FR#5
MWN*V'ZFS!";(D#.1LQ@ZF4=:DIS'(^?U;KPE:?)>%"WR*4!O&I37(0L27(= M5_563%I6l;
LZ@)U#||%\$LB S&C.NBU^%9)J2E4 KG.0[M4JB2J]8K-U1226 M?PM\$!1%.6BMY9JNE3-C8F=EN^-?
6G1EGG1?AW:-MS]^BA-U[\$_S/_MQU2\J/W8JCZ?^%4FY453.J->QHJM8W#J6R M+=)^C'U("E -AKL.
3):0VN@#JRF")_B>[C%KB C1GLQB/LSO-8F3J]_7)@ MV_2LK.IWV7JVP#"/F:..03BT36J*J^F:VA::D#
I6!]:Tl@ (6IK,&N4Y L M,-R6JN\$@B48(DO2O<1?V(A^[3Z13?2Y:'3-A"9I55:4Z\$+."2O7Z#?&%I."<
MT#8?(CA=V-0-L,72B6Z*8'P)V-QV\$ UHSKQ0M -22T6"46(?JZ!>.D.[++5@
MT4?.H7MO\AG9P\LGJO2)>JVAKJOFX(JRlE*>RAKP(\A3G^2IUYA3GILOU?CN M1PC*>
I@%W^(Rl:JF2CW0M9V3I4."ZS% Nl)\$AYB: >:%NEJO=["MV8-'9PL MI*9)3=LOCW: IG6TUM"";.-
_H7(JFU1G-7>2N_R7 >15BM@S6B.TY(JHl%#EK M^:9)L6U00B\I8IQ7ZKG3SHZ^-
F:H7;IA2+2\$DZ:>!6GR09(\$FFKO:-IDC2 MS8=LG_FH(>I1<9E-^-WPW9T_O5N\$[\$@1G\$QZES7B"7-
^1JY\Q8=IGOXJ9.1@ M5=4JLS7Ll-6^_6A(%EQ*T@F->*V29+6&/5WMF'I#).GF/?" ^?IDQ7%=Z6Z?
MRU+'*BJ2IW6L-J1^_K\JB0JZP8*S0ZCO*_0=IF-#?O1#JXD>Tl.F)J\$\$.4
MO7V3'l+;J<\$: X:0N>QWYYE-4M;PK.0>02L>6UNJ>N.KE*4=MCH>D6I#S\$8
MB%)C^D%NWG/^RL(H<&CR'+8X@IWVO3MQ@ "VlZ7/9IY0KV/7XR??&^YTE81\PM^\$E-
J0^1.G1"PUV3#4U+D/2UVZ(B%#96-9,RRSUN:/4:2?_FJFMX:FJ@V: MXAA) 3IE;AQ6*#3[NV./ M'-
>)XF%^8>2/?SSY+Hl+\$l.Jl!@T6IX3@K*L&!P*<7FRJ=Vl7QG#P;Jl_V'
M"5LFRW:)UTNDAP2B9VXO\$<7CU"UHU^S[%+WBl?@V)9&&OG"YVJ_#I=MI#76U
M>W@)='-275(AKE4A2B(F':8072JPT#I&0S1"XG, 7X.%2_\$YY%X&<.<?<6!KW4H')/F&JWMlQ
M.G/N!R0M_E3Q5UIRXTSG?HETZ3_5WH@:Z^%R3RW4*=[M:YV&.%%2E,I6B7NH M*!E]>XS9
MN+9U0=O,"RH5OZ\$ZUG(>\$FVC3_l,WSJ?H9:S7L"SNY#H;N*\$<I=>XD+99N\$[_ZJN/DA=[W@_8J
J\$_G\ M9A6SAF/--@Q:0TLl',HSWL:*"85,X?;Q*2/PPJZ33D60/G0@&<'CWB\$4U=W
MV#7F*6Y\PDKYK&I%+I5/Q0?8?W)P";><9"3Ul-+UK'P^L*J>865&QU 'O;J2
M"XW+I%Y;G/7>G\V<"">;\CYVE!1X,>:-LY&%T573HUT,5*Z'+S+O6W1J)\$_.JZ
MFFQQ:1=EXCS'JQ:WN,/2O^VE,l:3J3-(3T=8:!!^?"D*D*J^VZ?\$7%GQ\l@.V
MU;%^~/1;D3\l'HGI%SOX"R+l/+^OVQWP=);BLU>2S2\lJVH;%l,YRB+Z;;& M6ALYL>YYK'V@S.U >
<8;*J2.QCMEXXN\$^+RP8J22>05;;WB_B)\)@^J>I1 M80>CIJGP8NNO@?
MUQ87OW@/I+_M0@C@3&"ERMB>.Y&JWQ!!69%4!J9+Pl,OP)(''
M\SUG2%7/B_#%>@CVHLM9KJ9\GTX '3 MV_ JD\l^CSJ;O\LT+X>A,l%>K=V_ '0! 8,4H"VF^V@"A-
7(G?6>KY,+D/2T M,S9[PJ:V)&381M@HK^RR(8G33l:@0?T"#-L^L"Y5-5A&J##9%BZ.M#6\97*
MZYUTN9LH5F4-=^UBI6L:RI5FFO#_ZS5)Y>KE_?I>55PS>,N#LBWWG+QXCXD
M:+91JC&=E*VU^4BB6=GTZ-B/8*C=_L&)I#TXU=#S#:EOMZIO._)N->B;T1IV M#5.US(S;B?
2MYN\JM9ZA\$X\#*MDU3BG4;\$,W+)!..Q*5KL?FE6l\$NIOUS>Y@DFHNU?S(?
5#UJE\lSZ:H^;D" T2X2"DN:/0_N O,@KP)JG" MQ(.^C F26=X87"06G*DT_ L34^PQGD::WA*K-
CT_0F0M6 MA 7X*UB.W9BU*\$!VN0_6:F#FJ'U@85"CO/4&/^HLJ+!*4LTkt^@1A,ADO
M3A@IOSI^.';8-V;P#L%^SINM;8K"0%0)8"GY L6#NZ%;Y/5NA M4?;E-FX0M-FDQHWV-Z"
:l#Jc;^R\l84VLAJ6T&/ZUT/7! MH-T==%'=1<00'BPL01LLP2_KGW+U@P=^G\^ 6TQ"56\$ QT
1!8PE\ J1P);:9=KKRW;; M5G/WFRU'V.U4)G58TlC]*R.=*4FW+^F,*I;J+NR2:^l:1SI^9<_6l#l8F+6
MNHANNU-B%051,K+CSFP7^XC.V0\J_ ^O\H)U28C)3*;*N4AJ>RY2*-O M@3_#H!^O^(<3/U?
A!/Z+'CPQNX"R7(?A@S^-Z'RV(KIR4YK:.H(WB1'TJ1"
MWKQ"=L^OD%UP1BP<7UY71YM42*F0C7KW*@K9.Jl]"lC Z,-5.JV"T8@EO>!H!
M2P>=L)\X*9Z%:_l^)92BO/Q3S\>I&I\W0SH<#D2X?;I:N108.*JTOJPl,J)@ M?9Z*;;'R5H?
P;;V\VC7JVNHNP+>4JM"D=ZLQ6#M.%:#%L=-1S?XZDJ%4A<;(MBU2%4F'20:J@8U>F/E\l-LRFJ4>
61>0S\#M CL"810LOM\$BH(D37@JO&D9I MV:9,OPA@9#R!1-V87G4>5WO-
0UV7LK:3.&6V6GA*7NMX8#U>S+),SUBL_N M),\$!IF?0--,CDP+OGVSOD2F.ITQM)YYZYT_3.:11
1(XDUS[+N)<('JKT:1 M:O@N)Rl'Z":WG&L/WF_,QH\WF:3%F-WF?Y!?!Y PC?#lZT_?'!M0HJ:VBU
MJ:R,l4XD9)4@?#>X"l5+V6Z_PM!;PXXZT-?l;Rl,l]7+V :?XAPRAD= M\$MU!"&LKCG.K:lQ=B.9-
4^UK1^B%W<*AAO9+2-VZ)=TJT6YTD&\U(+#J&JK1 MK:L 1^I60Z1,ZE8-_4L'Z58?=.OlJZ:E-
UZW;AZJ 7&#E6G@SV+OV?=JSQKN MNN8VK4^UEV^Vl:ETEK'F-F]8>9D BZ1SB2N;HD%K;!B:VC?
735'EB<7GW^&E MCDD=Vl-J\IZ.F1J6'?=4Q;->=BQU3.K8U>K8FAMJ1!W30<=,2^WUNDW6L9O/
M0S\@TC8+(\4A5LO2OG/E7A^l9V #'GEQI8L94UGQL-JE Z%L78"l#4@&22DJ
MFV6L38L,JIDR:P.UF%+4)"G:D4^K38JLUM\4M>[l,"4-K+Z\l-U>'#?+:KL3
M)HU6=8RS0N2L/_E>4@Q0I\$D=<*=KB%8;\$)-
*&:FPFU>2\$3QJER)R92*RGXF2X\$^5<#*\$G8EC\TL9C)\K&/^0 M9PMRZW. :;#l&= JJE"-
:09E+JlTU"l*.;Q&0:JOCUH*4@,%;<<^7TF0=D?F MEM8:6FKW<* ^&9G7-).\$0'9X\$EYY+<+S-
ZKB,0G:VX3*#F1/UKGFB;\$\<:lL M\!Q3NYT&>.)2GLY3Q;!#GM9%QF@-N\UU8*)X\4,4C^(%I>5
l41%QUL 03XGA=B_DASS MWWU"?[X,PIL(*OCV<'R(6*S\$(P8/CWP"5%TWZ-
%"T&M;ZJ=P^I+Y(C4*7V M7KSVEO4YFZ2l'3XTU9+*:[7WMK6W;
#0).U%V&ZCKQJlJl1K#QFGOS6<6'Y*8 M(LTK0KSAL;DC4XOGK\1>BI"^\Y1XK4K=<:=KHR5WAM
K*S^&>#%0TUCBT M5J4+1L5)^6F<_!S/<3A#0U3TNS5,1lIMB/+SVW^YOI7\RP%3Z8"IA1^H-
VWQJ0Z&>+W63O.M^")U*(0V2 +E@_C OR M9^l; &Rl")W)8>!\X(7SU@<;PAW^>?K=_%NW0)AUA-
Z1^7BJ-5)lJ M#QJ.IS05?5X+3RHZ^L&38Z1.29UJ3!C8&.WJD'8:-BC9:*%l>)G^l6]^/_T
M%.!SP+SQ4HD"N)O+>l#MR3l6W#&6Y1E-RVQH60/W*05?-%+'C-8.=1-
APAH1Q2\$91"EH3!>U07Z1^0>NWAKU! M \l('KYQ),=M7BxB:T'D65G#:D\$*;-+><^LOYG
MC=K7U7AC5^>@l252^Z3V7;SVE77*ZJ0^G0\,@ZJlI=5(R>NWYZS0 F?l("5 MJ>06&' C.W3&BNU-
E(GC+B(V.>,(M)NS;/N0X((MVQ<6?\$/QW.K=&QL-W\$<l M\l,87R:7U%T\$^NEI=;+V)

["K7D9[C>%W\$; W-=D"7:V3;,[JTDC%EXJ MO^)W:U9\;S %WW,96Q2 (Q5?*KY4 (T:UZM9\;O*?
Z>R\BB^'@PUM;6.R.: MK_@W?+Q!_V#310;5F4_AY*ADJ4(R^B,)F X6\$!;J8B>F?
M:+G"IJVMNO*"!ZUAIZ\J^GH_:4WEF#7+[4@UDLM+2'V.XJ3CZJE/>U\$RZU+ M2WLZ0@&I_?
YZ:8744JFEQ\2'=,ICJNEV_*"=2ZW-BTU040-*]=2BCM^(<<9 M_CMQGH=_H3_XBXP" (EXJ?
R7M4EZ?Z>@=T#0_Z^_Q24GJG01YX?,7EI?US%+AM/WC\Q= T\Y< OOXE_FUKR(OQE>B)*4MF
M\Z'"(#2:.*_8/&(H1YRCIJ8JAF98]*=)<0\Q5#L.CSRL\VE\F1/E(\,V\! MKSL- !G\RI4QEIG;
=;_8_R""]@TY 6G@/[VJ<@39SZE!9U4-00)'QWB2>,<_MG.CI_0+"GQD+'KRQNT
9N0\#!O^:9&O\NJFT8\N.T5X_[U> F2\1:VVZ,%) M%MT!%6VO#]2,UTP,J\1L73O)NK% JLE7435 M
T4,F9*.80(UG3J>]8T='!L%:#^V,S\$E36(.P%UE:9/_\$Y:(Z.%9/ ML\W>0,-
|&E8Q\9\[@ZENFN9D,M\IO8\]/WV,POE%3T\ "G/8\>]& ;_-W-E3 M>,.WMOMB+T/79;JFP@VLX-
'^*D@M8EO)S\["G=?0VUUP2L\J\0\Z5 MXWQ)#@_1%KP(%N"O8#EV8\;B/ 5H/_^TFYD0^GRG-
!VH(EI0#AQ@#XL\$Y:P2 MW2LV-B\|.&"F_.GXX=I@W1B<@F MZ-,A2%B_ ^?=:H?4M,;+BVVJJM/=._^?
C/ MA1,MZ\HVP",FOB=6C1Q;>'77GH?L;?R7=Q.GG+OV\JWCT0001>_R^ME9SUW3
M8OC70LD'@]9A&:CG(JTN'BQ,0\|M,P" KGYM&V^KW"K_2VGJES^\$11N4K"C\?
MM'5C4,N:M':G:\HUR34U<4VFL?5..X\I(2N(#;?W98.UG!5D@;NQ.DP;J\K3K MHCLH.>XJ<9Y5D5(708)
I6"ONP>3H.Y,/\#&TYTYDN]=*D\%X.50P-(2_&=CL M%P'E)*D\$8?_4&9<:JG"-
E/CN1Q3_IFI@_U)8W@%\$@I0TPLTM1RA'C=Z1?
%KATVH%BM1VV,R_D4^%2FZ0V7;PV50.SLDHB>AR^D?7UUK"K:VJG MP\PD=QH-!>"|+-
Z>T=F0*=|0M\O#W:P?S\?SB M>23J(0P7F\$K\$-&*V@1.KI^>+D>N,X9LIP[+M4*4N4/@AE:"J
(,RZ\ZA,G"', M677X&F_@A"P/Z0BX/A*1JH1D@!5>WX437*_MK\DF\HU'_9\H+MKU&=UM#H#L": M6
?@DT(@=4J2\|K)6:-C>]P+U2UIH6ZZ-N&_6\$AQ ;CZX&!%@3/&.C\>5"! M:Y\8>0"%+U,=J02#!9H4FV
++&81C?"1%\$."X40RA?EVF/_EB+_&C^Q<[F/#D MP(,O%Q0J\$6C,+X_V=[G.=XB1(Y#
<.5Q'2M2G%YK:'.+KJE)!Q\GY'DDN22 MY)+D:A*Y:AUB>&G^43;C&L/M83Z5P"K8;.
I\Z2:\$OS1?!,.GV(^5N6MIYPPS
M+DGB3ID_"CX13_Z(KCU!9@5%KE!_ =9PT*R\$X27QM0'1J\B61ZU0)OXTJ4#F\ M'K2&EJH5S+"6+)<:
(LEU;G*="#U7FST9:*7LR4TGZS\^9,'8";DS2BZGSW,Z M,KQIGK-)7XJ<6\RXHG3;0 ?!
IQ>!\$4N>R@C_8AW-#>)?<5/ FC5U4#&D3;); M:H=[?S*DAPFN)C,#MREPF*"U^!RRCBL%IJM?
5KG&#;);9:(;&SJE(VV,JZ4Y)+DDN22Y)+DDMVHQ03YO"%* MF?
3I9<@BR27)=5'DJ@9*W2\1)2DU&IGW61CZ0B?S=#T,(P3Y/OJL_*\;WAJ:U
MAH9JJM>GJY29?">9+77CJ+JQEBTZI6KHY53CIE,_ ^<+Z"0S4#N>-!O9/Y47
M)WI"G&IX99D2.EA7#@!?"S&9^IL?@\$K\D?(\$/BB&9B02#*,UU,VZMHP;Y*L, MEX_H3I4_8?C*:/KS=
[^T^E3<0S*U8Y MNW+3*44\E'3!_9=QF0QC);DDN22YKI=%_DJDG3\0>P--
N69\>=\$+P5\|M%6.%0L6G,VCE(Y);F\1&/7B,YM4"R&U\9BD4*PW&%03_RO%9#&
I2&NMK5\VK7JJFC M0\K\$<;TKPSC5W&Q#UU_Z^E9=CK,4C2.+AGDZT=!:P\I15RU\516"D<3\Q+K
MV'N);K2&O?Y_-?L\QGKMB,DF3CAW\25>SS8S6\IJTGYUTR<@QQF!>(.9J*JA M=J>I(Q -W6P-NU9- %
(W* DR+R_)QY-^L\?> M1RK9+;5#DNOZ4,X NP\?32B&50I*K<>0ZD2=YD DQ2IF0F\Y0R@E
_OZ4Y&HJ MN>ITU!HVA<,PS-;0U%20\YDKE-HDR=4X=FE\>08@%);Q"K'#NSN*/G1+Z<-- MY^Y.B--
_@^%/59S^4AW"A^/TP^8T!.V0\$(OR"W\F-3@L!WEL/&VCWQI:JJ7+
M(4A24R2Y&DBN2H:E079E4,ZNW'3J\ ""<_AL,QF3L*LDER27)=8GDJA8@E)V+
MNC^FNXFUU)JE=@M:|.2(KLX9_7S5" +TYM."["Z3?/&90&-U0
8U\7@\$YKV.04?'PD>7\|W\JN1H)\#]Q-\$_Z_
MKMG&4CR.NEV4:4@^3"9ZK6'7,%7+W+%7W'2R. =,N.?XSOEY]^1,8+%OD8C\ MUO!A-
@>R84QV_ ^W0\$(GIW30=5.P)1X-27G_R(Z88J9+)) (5,U%4@UZ_1Y#*J MD4M3+HAH_8GO:NMD6X?
I\Z:5?=WJA5%R1W*G"=RIYNJ:M88YB\U4,.-CS8^5
M0G)10K(V?H0C;&TA@C)31\;R(E&YSF4,)\L\T6:IMC9\DOE4@L4)D5;MZ\DJF\$N2,6XD:I
MO>Z.X="2Y5)#)+D;:E#62EO.84^L4O:DIG-T<863@0L+>]Z-R-Y
M*@/["W8T:YD\I8G5:PYZJ:S6AS\|@NZ5V2'(UPY@- 1PJ\]=G15T^1! MB\0F2:[FD:M&#|IQMF=0SQ:
<=,JYUND#-Q@ARX2"))?'NVD.SG>'RDP'O?6R,*DI4E,DNHWT6T^]\@^=]=H#;V>H7;I5^1Q4ZKYE\@>
MN0S^.W&>AW^!/^*5S^S@T?'B!;ZFDL<,Z\!(R1C^913\DJ;>#KA3;3)&3\DN
M9\T0LN\3+ "V.1C>TL\$@??"-// 7SL*0ZL\#&P765N\|S0*7IB(4/9(T9@
MF88R=3S;&SOPHS""#ZB\$HUT'*7805;R&!6+Q:NZ'U SV-L#;\$>>907MQ)M&3
M@+;-7A6+6WJ)/8)W642;+VD*J\I6GA;9/Y^">#5S^Y'=C0)F_ |BSI\#8M\;I M8B\#%/O<\NTQJ?7L?'?
*;O:(A0 MR\ZC;=?P\H(]+.)YO?J\$%G\W^@;PP/7'GUXW>L5F\,4)(^57QP_#D/0YO=^ M,!?
LV&A\FK+X\UES^BTQHB0)=OBD_ ;Z+^:6\ F2_*2&#;:*V'-KCT/V=OX M+^JBN\/'HR?31>_R8M-
9/P0EVO"O4^/0UKB!\$*>SXLGBZS9\|5SX=023\|M'BM>.!^@OX!;3 ML\$P93JERA?
U+ #IHG,&5+ /&J:YWMEI#,EZ?8EG5%+ #=8^ ?LEVC)RRZ;HEBG3 MP)\I_IRAKPGA,Z9\$GB&P9&?
MTKRE,JSB\)*DIJ1F(ZE99]=0LTWC:1N'JM#O MR@X_BMZPT6K1L-KSKEFAGV
?/3W&4;)4A=M3A;7>^_I5P4)5L-2N?LC\O%0% MJ0I'5H4U""[Z50&
I\S/2>VN^:YU>%_IN>+M%KS+3_*Y&O! RD8>RX3/&\$\$.XF?
MXM_ '&'DO\$*W<\1H7=LOK5ZX_.H1"@T3X YN#V#ITY*C8WD2Q9SXL\|E_ \P^F7 MZ5HUJA&S<
I\W\$Y1(ZY(EBOP=Y?A7^Z\JR7V&.95WCFYK;JJ9:[7+EH'6BR1Q&H?FNH=I6.O@Z^>1Z\,GI3 M?X-
DXV\$VMYT ?5FLX"%\|_ '=9\I8\7#D\$7'/(5DJK#;MJK\|.62=%Z^)%X=_L(I\$;85%Z.EUPR*TU2G(U "+
M6\SA\J\,ZB\JF+WEHZGMWE-ER&6*!LY\;(LE4RGAAUP7S@->*,YL'_C,5\|RNV
MZ_HO"!6DK\2(RP3#;1_,G^,4S6L!)>.*Q24'8F#[8]2 MT1_
\$VVUTUL_N9\|R=/%RM&OZ3)UR1,?!JFZLXXC)/,&Q9>+DHW=OWM/>-8>| M%GCQ7JP- MU&\WX!
9L7X%I&SOW^RO4>&%2I3<,Z49QQ1RP=I>>BX8?R.\$ K.A/\$.Y9#J M\1"? \EPO)D+-^J:
IQI',AX'_/@M<_V>?K!"<= JBB\|R9? C9S%K/PP7MF

MHF"I2NJM/D12&;DUL&IQU_ "L&N2KA.G'X=;J0&I 6:.4KJ/6Q)Y#NOI::ZA; MJF&5&,LFLP7U20H>
RD@ (@S\$.%H, " 6_&5/3/7#F3>X&PUACF6(*<^!YB. M T5<5#J:ZS?
N:\$!T2E+ "VN3(T/*T87)49V>0"5!*K'EFZVAI7:U\$B.+91:A
M/HF@J>N"%Y<&V&F+C\$P0G'BGCU["Z&VN\ ::4M_*KM0&77I+3N3JF"?_L*6:.<I(DIEI=%/'<7
MRH,W#K""X(U^N^#%_ /J:~*JRK: UQKV5%""=:ITM'\$:@^AOYF@5LJ MSY(N6I9V9)".
(DL#B(75ID\$3OYKEDUZ\$!X!G?5ID!?\$1KG*C.QI-OT,>ZHJ MU\$!K#70JH+^.:B=S_!F%2-1QI_Q#),E
2>J8AR!N MRC.CRO+P)6!SVYG\$:0!\$>730=X\$034;_H_ "L7-NM:G<04\$|SZP*0-633YR
M'MY[\$SH)O">^%:F:V1J:~8E%=2&R=-R0OYP,5;3E%B8!J.YUH"=+Z=K?(3B* M='6HE[FS?
EXETP*GJ2XYW#&X6?_[-(X!|>J3[PE.;~8\$NF"H88,/F7PUCSA
MV3|=L\$%X*AKI'A45|&2JZ0IEJRS6^K%DJT)I\I/3&2^8/_R@+F]Q#.=F18X M^YR:S4=07SB/*NO7
&RWKO:U!G1L29\$ZQJR8ND7*U#2*V;3K&")SW1)UDJJ M?>6(SIO,?E-PS&XI 8#MP@N6'A7(P/I.
I.:%6H6L^3TM(*ZL6 :F;"U=8E!=
MH3SM4P=XJ#P)P\$E9&""%|K3/KG^H/"PI&IT!PV1IQN+^6GC/QAS4KK4QJ|C| M/
[FKK]D["MS(>@P)>N@=JWO>P\$R%#MJH+_&B6,>@VUP:H9EWF I@G743V"
M&D6JAY%+O|.4>J9;2@GPFH!WZK,"33P.("XE*+ 'ZIJ?73"3;T!N"Y2MIKA M&FR1K77QP7.E@XX I/
T4'@.K :HPS#IU-AD&>MMS!/?="")@JD_ '6WF^A9' M?-I! M:~+!\$ _K,S89-?
EW\Z04#%S#Q3"&QU\$2IB0>Y MF\$241 _JJ
W5ZDE5E*IXPZI8UF\$ _HBJ:"%UHJ6:|@.+&J6*=";UF>_2I8K Z MJ.:GK0I2*M/ GX%/CL
:G#H:X)K*|O_<|>7=WZCG|VG=,'K:WIS0IQORR" M|9.-S?+^5)D+.\$YJG&I |SKWZNO=" _>
<=K_Q5X2@/=W_WX,LA6PC>BO ME;=@ "X?^: 4-6I=X\$BOUXTKU8T?IXA'U
|O,>VJO=QVE"E)!KE1!=E1>%%! ML)1'TJ5^YY#CX\$LINFBX2_KK(H3/PA!,"N!GZ" 7"+:9IHC2-
!#_ _HFLT#A3 MX>::)L8!8^\$G%GV>8I@MOIF4G|QDZCTYN>F*A:JJ_U.34-4W=E8*U14X#:6E
MJH3;,\$#\$>1"AZRK5N\$2GX4*Y45S01%TJ7!04!/,L!K MH!!531L<(D16:|CKJJ8EA>C*A*AJEN 0(<+3-
KVG=LU#CMMD7J"FF1 ^\$'(B MRKV BXO B99U> WZVW7Z0 (IJ"C_0W4Z#|%?^ZJR70?=1D|
(/P/40;N^ 7 MF.I E).EKU""^=OD&)Y O!(?N6&JO8-J/%+"+%|!=?L,)!*R/M0F::EW;4/+ M""+?
T18Z%|T\$RFBIO!8JHF|.6U->PK_ _N#>F<0|RK;)AYB;^W>(&/(6T%2U
MWB%#7O;@Y04\$G='@.JMH6\$: MZL"LH;2B<3UU6|RP9KM#Y7KJIHYG>^/C@F14N?YH/6MR?
<7KJ_6@<;!+ 'P;- M"@[R"4?VDP5C)V28< PC?_Q#|><4\$M8=\$|R_VK!)O|^@'V/S1/C_L_?FSVTC2?|H
MOX+@[KRU(R V|/|>IPA9MOOK?6|;K^V>>?O3|D@418PA@. _DKE_ *H(S,KST_ "9?X:E^|
|\$NE73J.U3VUJ>|WM/-K3VIP(FF&K MY|E6-?S&IV>K/F|_V!2X>,-6AJT>|RT_/5L-
6I>==+=^;|MVSlyG#KQ3&2 67|RSL?U|_)!B. MHZ!^@L=YCO^-=-OFKV^H:=&K|H* M,6Y=|D93>|)
|E@T=SEO)\.1.D: ^OSIK\$*G. F=43;(M%|\$ MFC%T=09T5J%IG(+.!AWL)=5Y?-
ZS16||GH;^9"M188)N#%;BX2%MT"LL M.|R/@08X|"E&|.P^IB&9<3\$7=>|ERV7H MXyr-?
^&I\$0BX0JZ?*K5MRVCD\|HA_/K^E.U>;+ 1E)5VH33WY6=/55H?" M\$|#5\$(V|@0&|>&YTM=6!| 1T-
<(400'0-)|=.F45AD^16|JH?+!GV'RUD-6 MH-&RZ8#>E(IJH(^28A)>#3088Z;69'HH!
(>F5*L9'C0|^"0EHZ4|6&2S2>MR MVCT4R(|A.L-D#9KZ 7UV1SSHIMBGIV,/ ^X|.2GXB+GS14" ?
%@LV|J1D|@OL ML>"&69&3H/O.(7=SH./_SDB,5)Y.T3QL)G|H8| 4+MH>LP+,1;#LT>\$|
M7Q6"+EA! OE/AHLZWR0)PPW MOAQN/\$H;^2?B2|3<>\$S|.1AB//G"/W1:YY(H|LM2|IWO.
"#?."GB&KGHO MF\$<,"P9> 071)T0"/+818))P#@D!^"@&_@;S"-U/@@S>"R)0IE:I%=IA=93F+-
V(T7!)CV\$ "ZL#7M@O|87FX%4A|>"N|NC/<+& MJX^/C?);LTCM=Z@2;0V!F-|TK%|PV>\$LV5H39F
C9)KDI;E M8#2V^XVAM9?NP:FICS#"F|JX)F*24DQ22DT|UJBS\$O-4>E.|VS|4KDU3@D:&
M,0UCGK!-.HF-3*VYI|7Z|6/L.".|7+!CA*^1W!!WW"!X8(S MX8(=-78%+BA2.V8;-83.7XZI5*4-
2E0K>"1JA*IA1|06..V3MK|^YG'-77R\$ M_#-V8+*PU:E_U|4 K@&|X2F5C'_ (8M2X'O:;
"!OR>,I3>|_RP"87@T/5 M M+9P==??#^BI_C2AH7@ T/(6!%%V=Z;X.L0N|&! KIQ9CXS'99-S|H#:-#7
MSLI+/\#DAK0XAJL4C@6UU'\$W'?KY\$N8_#1|!@.F+8NQV/# H8%&LX".PRA_5F@7E;
(N/(EKUI4WI!O1SKJ9QDOH(MZI#1Y%,M/RW71;BX6.,23APSI-|S2QRXD111!J%V|YA|F:??
UQ3ZUG6 MIAZRQ0|^JNOBKYA=X>YJ%7OW*9#EI!_#2&WZ9|RVSV+7-C4B;V/3!>@YT|BN
M+D""HK\$|SHL>GA>C|.J;8;FD=FNUH%/2&9|5N7O:|='SU:+S\$|UL.\$6&6O MXGQ/(408"H.
<>K"ED)6LF36;|W#.^+8ET"&&O/P M| EN6|?|XQ#<=O5T8GQ>SYC:MO4A/
6U39M&;2_)=7\$=!C":&.F(G!(|C6WF M,RL(DP=&/(P!^AO W8/3_>&?
TK031@GT9J8|1;3I.IX(B8=XXEXQ@2UPQ/Q M.(+;K:Q.\$!\$!E%4#|?@.:6J'E^(80NIP-<""|)%|EF
N*OROZ|U=_B?|PT"#KP)|@ M9#>1XULK)Z)JKV3)8H:40.@)#B+FB<1SN"A.X
QJ7|TNS'NO11\$C&PQAZ*N0 M!S7>1.QW\$N^O:WWW&O)|^H@I6IW|?UXTTEO<68PO'52?
4M35G|TS*Z%_B|. M%RG?&XP|JC'G6X/N)0-'6<|773|_J|KSKK#|=#YG^F@)6|:1G(**^>&7"?
^|L8B1;;2%NO>!"7_6J|;MUHANX5"QU'V8HUY-P*DBB,""/E#7 YB_J&
(J3F+%8RPC%YK_MWDPX,W^@0\$%NNT:)"^ST MG|YEV6\$N>%|=QCZ,2|#J.56(|&"\$N/"I M@/NH!-
QW)> JIY)E%'TOU>RJA.&>3#|N|?>Z<:M\$V.PR24#16&:=)?G EV+6_ \$%J-
6#F.XCK5\$K+%B%CO<+TB-8U MUVA:KZU|ATJ+Q|4|E(*7D+:"J_0>%(Q|5'C@YH|L%JV=;&,-
;*O7Z?;:%BI(
MXF&6!XH1IG|B3MA6Y*P|U|J8H%K>H^84;P)X+FB*ULR#A:C96\$*M@M*L\$|:JV54,BG5#5A&U@0H^.
VHQI@3'.%7DLP6U(VP9|,6D15S! M#L/D|:(1G7+DF5(0.TPNO4"C(%UE-T*7-K9QD*
|H==Y>QIYF#M%?W7?TH_ (M.5;L^=X<&_HNO55VRW'78!MGE |\$;?)XJ#Y62M/1YQ&'BP1I
MS":SALYWS/A\$9TK7K"('2,GURX) MQOI?%EMK.M<C|UYIE=C|4W@XSMV91Z+C ?
YB7##.8I978'|#E M@L^YS2|O^|7"A^"|%V&8 -D&V)E Z_."?:<7J1+^B=L M*MJEL&DQ|"U?
=2X/83RX_+&^ZD@!2(0^2V"12'P0VE= OB4ZK,7=^N?9(Z+D,B),> 9?W|P|'.AY7|IOYD/ ?V@Q-
A_|R_9R2HU3) V.Y: <&W795#!TVPM>LE3TW|@H/Z:KMZNVU75;-5QZ4 M5APZ":|AK/;&8OX400|J
;U!CDU2!1&\$020H""XMQ8!/=8E-,= M|Q(H=,+@ 8Q-16+L, (L5,%P|&^?ZQ?PJ6?

C\;]*3_BK++=:Z7U)1N;+AB:!*M6^Q06Y=E"S*["'+8-%G@.1?LJN7:B"#W+?W=,.)
[K+NT\$^U",VOT=2XL3C)>@ M,EPD#.T(@D:Y/<8TO^-;?
L!+/J7OJ#VK:>MRV&E7Q<7\$I+)"%Y\$P0)_E6CU7 M\$D\$&@YI6WG_8WK8D]_ "4.] OY%:)&I5B.-&3|84
219L,BH<2.N)+P;2Q_A MR |X'7/5 8D.G66"^G8XSRBZX%\$&:RY0\%O.%U" (=;M=,|>(I9|F\$?L>V|I
M77&,%)C>-J|@#V-NXZ.>:=HI^KFFGP7ZN|^O;6|2BT=9+IRKQ8%"Q7XG)/LC3
MQ>=>LB*|UIX;04E3|QPPD+XN=!VS8+F_2>:T4X\$,|+NX%ONK) @|? P+|E8KUI__2A|9J.#:ZLNCJ"
MGEC\&^9#| #R#6>/Y0XX^[E"JT(=ZH/'X/G^==*K.'|]7,0<-AB)I,D?
1.X|HAZI!"P|5#+XB8QZ8(8=@<09VOZ^\$|<@ M.UE-'7K0WZX1_7""&TP+I*+53| Y7D1IH\$OTZ-
36C:98 -TN-AC/ZGO(=^I- M7/R4HHLI^A9>)NKTMY9>3+PV!(KDODIR466?ZH=X%(.'
|4IL"!\$|R"6XB>| M15.>2.L&:HW8D@4Q.OK16,Z8 5NM (H^>+&V==Q717IJP,>|/(2_M0# @-
>|!#D1(I^SM&'|SPPE,/(_6;J:7""#>G^|XD1')HM##FIZ)IR&841G
MW*TZ105[X:T:J@KWWV8|Y":=D.54A7WQ#+ "Y(H(7X%C2U=+'NYEPXO@| /=
MD\$L7B4GHREB(O(=6E6REMO4=?KGVD M7B|\92:'L<8H.5E:R^0#(QN32;A<_J.+?UX##
<\$9#I_2H|ODGV%:EL_0?*D| MY/4(Z91)%-"4K0CFW&P)CJ-
/'2&>RH\$5HG\$58I:71 (7U.Y_2CDI|68.W.)& M5LZ>A!NF1.C.967^/KO*&Y31GT'78'
'|#.*L|F(1SDRC%=F(>IG4%PQ+&U M9+XK("KN0TW(XHR|9*V=!MKY.0-U'6/2#I?
O%)H6J7.L7ZK^|I|F MIHZ|*%JCMH4N@B2;B:+\$62H(;4G09P1F_09T7\$4W1N,6 MNFQA2TX9/#:
KDDA(OTIS7WQPSDIZ\).(=%>9I78UHQYUQ|<^9H M+,-
K;B@CL'7U|>JZ|3H;4!';*CWP4U(FI_83:5F*O=>.B:>">4%F)40IU - MW()6Y|A|E(R-
|^D3Q%JD2W\$/ACBL)R%&\$^'1|5.E\$OA<4-X2|#"@:=981T* MK(.PQ+
>"9.AL\$2#5B|SVK9UG1G'TL/<?%&\$I7-'A9QP_L(4!_%V'#VO8*W MPW4,-|R&
65OI=KYRMFD&H2V*H&&84&94.%ZEJ#BKR;-+1ND;KP:|Q=+!1U| MB_!""S.|&UI^E8Z?##
(DK|!\$7@1MEX&EE)|Z"M.WF\$LPQD:A#>EL=1"|^+<[SRXD*K_@W-5]"M# MUOAEI%:!?F^)+S.SX+
|0R*D5|>%|V5JJS'CC^8?B11E%U5=M\$IEL.)9@9G
M2_@5%F#;8|;6""69*Y%W43:1)|/L.TC"ZC|AS3|A29\$@YR583B@)+ M/G-OR)61.0DPDQ\$,-
<"50N6)\$@&J;JRH.US8IZ"/|/\$Y|0C,) \$93^|KWDJ) M |ZS0|SD1*2CNZGTE1DJXCEH:<8JLM/K# 8|O,?
U@M|S)7/7/ONZV"472|M MHX)H?."[*|Z(9U#):XIM|WK (.4%V!_ |YM>#: '6|%"3@,|6;Q@|4D3TI
M,3UT"9|2*;/?"E4<<#G9:19LQX+U2Q;LH9@^0L:B?ZK3'H/4M"B89,FI-8+ _MJE ^!MO4ZZ?
NIU5G44_<:F7|I:W=:Z76\$IP(.V3/N3\|Q|:D&ZA.EC6%0A.|&1D6?*DL.#P%"V(V_VID#\: 'JX^-
@N>@|J|)W'D M? ZV%6 C6>X2?:P6WBM=D5.#7CW|P97U1'P) [&^M1EEBC"_DIHGU7\$.|+/S M>|C+
^W| (M8<.=K8N8U!.NTT0+P1XB97.7E4ELC"TIK#LEDDK+CS*AK!U^E
MYR.A|C"J=@44LU|H5|868UTTMJ9VMW^H3A.'WO=FVV-&|A@9<"RK|NED0 ^M MO:G=FQP* +@!J
\$|K4LP?3|4.1^!C%|#)%\$S'PJJ|/L225M Y92(1*WU*@QD)@85FU#BAT %8C';<"RDSCBW71&|6?
M.1'ET=QZ|YXM5 MD1Z/18\$(#. M1'\$ASP|DV8LXPM=?NLJ2"G,B EA/RC/,2U#X7F.V13/7/I9
MV|(^O1"<<-RV_ S0^%.X(4XF+6!|7TR\$3V+!R*'3EF'|#HG38HC? DT?=?! MP9=>K?*KJ?
\$@9|T=!G@|12-O34-CY.C\$X<<#(TP M+-.:\$|49_PSL9F&8R726;9J@/G%=-XEE
I4%|;3U">+>B2*JUS96,-DXK^J2 MSGBO DJ:IV>&LA:|L2I>DQ./|!=!;>N*.#TPW|.P>7RTA)RG+;
<^+P'BY67A MN&0|JSXZ,6=,^:|)?9E./^Y#^U,\$/L/LH.3#>Z07C>560^13@D|PIA8_8A1
M07<05F|#50SZG P\$:50PF8Y,MA6|I'EIUO/B8HD>7YD"XP"G@"G<36LO(N:
MK3B/U@XXE/*:A3R2Y< "I5/P#B>D&Y&*Z|J-(.P55>V_E27:UGOO#M_ABCHX M4>0O+N:9BVJ_*
(&9.5' W.Q9A.FS,<(!|E (*L\$P:SNM9@Q(|:W".>A8=@%^="I.M.+ #3(T.D-V!*TBI
M\$.MKN3Y\$"Q:QQ'G%%S.@?A!Q):"F7-Q9TB:YD_#"MCY9NYC^GILW2+_2|2 M:PZK.&,ZRJ9"+|
B\$\$K ;5M_H4KF,JQDC3929*MGR(-83"VK|8A!Q)E+^.!% M@0%RICBZ18X_RB)5%909(= WZCU-5U
M@/FNJ+J00*L0X3'&Q4BRFHB_0VL1QO!UM9#_5M%13WJ+SLSBC=SC"1*(D<%GX MD|%\#2BL-M
*=C,ZJF0HJXF2#^YOU@/7(6 U&-Z|) MA%C=AR -B5:Z(P!2|(&(@IVV|2G0,8&1.LN-
'U&G7VY#"25_Q5&^D>?19:42 M8G-/M3M:QI!AJ"EW8O';P|N|J&,_X\$.3*IS?
P>C=|D:F|KE\$#/38UT*8& M>GL=|F41N=BL(2V7V7^#4I|_':WLDJHWFK":@<[1"TN_2|SP/\$JE=\$^*:
MK'KF*_,_|@H"4AV30NHKD'OE/'.H4@U+2Z-P)@LL.4B.L :3'5X?)OPC>%ZE MIQ>Y^E#0=7>C:
M5FW0YN%)YC+&N51%JT/MUT|LD|A)+9(L|X.#'E5GYG#LCZLB^>CXT64FZIU M?
TJ:3A9":9.2\$3PY1QP#XLRQ*&=_M.&.4DGTDDJ|6_>*D8Q?-8Q
M|0BOVO>UN2/58::K|DTY:|Q6E:U|FPA>P-'GN%-(>ZDPS4J1Y,3)@W8-#HK. MGARD
UN@=9.9A0)'G3, ^&-W)P%*\$#&% DI6,4|%\1KAR/3B6"A5M08\$?;2-"
M1.2\$0KM=0XZ;L>2>PS_PV)X3<>.*SG5^8MTR!|%-R+N"!FC;^@='K." + (+@"Y\$1S7(Q#@:*.
M\$5@Q*9@|?Q/=D.*|71G999B;O.G0&"HJ3%F81|)#:VA;_ |LW
MQ:9=H39"FFW."70N\OMU\.,RR*|2X+;|N7H8U8^|F-7P8_I, (>+P +/#8'J&#K> "_M0Z=3Q+PL
+>>| "9EITH33@V4/C*X2-3UL-' M/LUAH8W"Y-!Z\$S4?(R00F-BNC*8RC80=\$R>*/28K:A"B|X2A|RF&
M&5W<@NF\$3D,1,I;Y O=>C'8(NEI%|S|V"R_ ^M-A|?_XN#L W0|^L")8D%.3E
MX0XX58%U\$50;!5R* &*QA?>I>,IE2XE|W/ :Z|SUU|BJ#%#6>9&\$R:YG/"8J M@%?
C|2C'=5RA|2C3TC\$II-M_KMT;GIBSQ?%VBW,6J1NI:\$_17U\$;X|Y*X0>' M4<
|KHW1AB0#9R0OP%)DY|GW*29\$S@|J3QQ#J5.4KX/&, @S<=)|&ZN1F=< MYJ9H5?*5G&3BN
E;/:@23"*! I3I'4=-)%/07Z CT)' ^5^@8|I?|3" ("62>KA(Y
M.+H+ '*EJ^GDGU\$#)9AJ^|%\WJQ|+*IQ|7.%Q^E!43|.C3M&?)?A1"F)3A7"S MI"R-
6_1K20QI\$5|R%ICA(*T\$4L|H4%C>-+Q14A|RCA^4T.V'D%CR-S!:@:DU MX7M;O<_9K@N)U F4,3/|
<1&QM5%IUB:EA0++9;7-)S|N>)M2%Q272#E,K MK6WJR3"W3L.A8P\$YU@260@7))C#8\$@:(|C-
2*,:+ MJ9|XY1A"@VZI<^(TM*)FE+)<11|&W,'M0;TW<5OZFJ99X%W-|JWA_W100"!
M^IUV;_0H0*!G4:'WV9EAY >TRY(3|A%5>>=4G%HN8P:#034G*6T6K#3G!EM^
ML*EU|H<%G)N_AO|6;6_1F5Q7|<1X&'2C+;:|_P0ZQ!AM8ANV=\$7868RV&H MJW\OZGH6HNV::</p></div>

IGU*.PE"+;1<4AOT+KLORS!JG>Vl.:^[M]{\$:)K?ISZ&1K1 M51!=<;A(/D&S-
Y*+*&JR',H;O3C)]G4M_+VLZ%K, Y"2C@-S8^S# M\$N\F]?[YK[@B+XQ]=J*@1,WA D/6:HKQ)J9PD-
;=CG(N1+&9R)PFKTZ< M4)P!G;;I8B'(N_A#:U5(9:3L!K/IJ6",Q^~%SQ#L>^!SZGO%'RGBEQ M&
3,3RJE,+1PP[#5(+L+Q8Q5%.:9!7VM*UON4=J8/NQXXL&Q?(EHAVO&*EM MS<*<
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MYM004.:K5Z&'!44I4W#Z!.*, _W7)*%RZHIZI><2&RR(B.TZ&V(! _?=EZ0^Z M1\$M=XR(
H[OMY1BT]I\$N%4+L\$Y*!Q2^)R"Q8-B"SLU_*BRY(F)B"!%.0L\$^_ M4D6U0K%R&;|=UFUS 3J?
WMLI_N@A:@D&KMR[I>22-LJXT1:FJCH\$^NI52B- MU#:#*(M-AJ]+E/%^?
EOTB:JBOIC2E;V<.*E'V&4!5-8.=C<)<DC30U45H="8I&-\$,2P MLWR6J* "'#=I#A'U2SUWG[:7N79+JJ
M^Y:G[IJJCEI/'WW*? \$LUV* 1>I72G&15=E0M&T M1))-SU:2[=C7!HJR;>4 M!%Z.X-
#!W#OBYZAOIUILR> MXBD5!W%R/OZTD !*>0!O:334.XQW',OF:28\$8[:@)G#B6;R&8,8-\$ \$?Y!#3Y
M&V"-!(XK+V2FM0(^A_+P[YA*4J4BDC!3K>#,, "%9:4)Q?Z3:0Q3+
M4S9K+J>4GYDA9Q3YY*!KXH/ND.[9JW

1@N42QIA2\$Y!V*IFZ_&2E'1)E M2)2>(-/Q,%U^ZS:CSADR3_-R!N P2:19&47B/3XX*X\U(*X41N6/&
H*'^X9C* 9@H1#3CAJWZ@"C M_4MK+VJ((#UB,I"3>((6*P#FX?^/(PL;#SFN[%
_LIBJBKZC\5*P3L\$&D+L M 9LID85

@)V-6ML_ITS*2D5+=0A,8TO.? MULVZ;(4NZ\$#Y!7V8%DA,M[I!/ME0Z8D9XN3S^H;J)\Y%&#-
\$^40'CL0.E-.9X M049GE*2DB|*=#%LB;C9MZI/6N98@A,0BA++X,Z3(3D!YZK*02%M9JLCGP2<% M9
JZLUA:I=%+5J,8\$ _N%@+|D*#>|>DBI;D_!@UY\5)V)X*@O,|+@D#F8&|
M)1S>T:JH\$R<2N7(BP51@%090;7:V:)J,Z3>J0FJ>LG?C8NE9@Q 7YDV:(*A
M%VPC.),62<#C4BF9XJ\$?X0JTK\F@1]&|% !5L!V%9CD!PL7=7KJE-A>;;B@P M" 7482!(AN*4J@LW(=?
E#MX""590:JC(LDU8Q(61VGE.S!JX<9FXV\$TS^IE6
ML=BBKD1K92W+ _5ALPH#!7MM8=C*UTXB_N.9@S/24WX<_ \$ M|>6Q6#+5)K;5'%-M6-
#%3|' *CS&;?@|)%#X7Z5>#F'8_RIUSLI'>NOD4YGRH_M|U-
#O+ _7M%|>3P_)H97SQ=E"0B.J.#F80\$|;>JU@7I%7U7_9.Z3C9)%!72E> MF=82ZRINZK*A,YC|.+'N%-
_O3BN)*6E\$<|)D)"3WWMW(;B9CU4Q\$^?-OZ(" KL*RO\N7:# LEV'LM MHXK4J'?
PI2,LE;UC6SR%P<'YP_9RN\$T8*OP).I'XVP'YNJ\$*_ DJ|CHWCOG.C M*>LDM-/A>K&J'T=V8-67T-
:SX+/*JF+R[%Y.7)IH%D1%H=O\$DKMW\$2U. M0R!6VMIL@XC#M.@Z3:8>7X[?(Q\$D).
LJ1G@.COJG"H[30'R(!@%3)NM)!6E M=)|@2
TH,T6L",;IR4*>IPE7V0IX&Q%87"\$NM#5?:J3R(X:8*9Y:+J.4&U\MR M)W-
>^+4+O!6LV1Y\$OI|*BB\$|XS.AS_EVFP/6_9ZQ:IEKW>.84M:93%Y7 M_KIAE.\$3"^?
N1B+/QC)M&KT6:\$A'ZQ4=PN^ _7(E'H8=B!0*#)X""ED3+I71: M[NH"i3-@+!((X/I|M5X.L38T!
(!'SWL8^MS/&R!Q<%AX6OB8J/_YAP#BK05D MUA7AH,J"=V/AF4:IW/0(-UK?
D"L@L80Y!C0,O:ILIF<,HQ<(Y6PK#\$7P'EH MUJX.S?KIR!\H07R>.:BKPM^:O\$V=O2@DH8/P?
KV'D&B6*#@6#OI>=:?TOCP MD8-3/M6'CFW0N@2=IP_56_A""#8*_3UUAXD99,PWY2:?
+SVFNJIO4@B:?(A M+:#34'.ZIFL^ _&+S-5'JUP68BF#.O:K^V6UG4E#*X3,U(-Y.@:WR<'_WJQ\$
M|\$:\$=CQ.3B*;G)M^/D4*Q(U@1|'L(KF*APP%X3 M%A:H0BF<97P5N/2GSQ%C*G6EX?
EI13PME4]=X(#-,UB>(I\$CG7ZS>_+EQ?9_MQ-ERCU)
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=VL;:626[@3FTPIVK:MR|Q6UQ.&84M7|^=MR#^=1/0V"D_P0^\$ \$8 M^2%^C2+4|_ ^89UVUBGN*7X
M;)VUT%?CDO(0B"TKW>%JQ?J,W:(MH,[C,Y:IE/0)JIA*I23H|.5\$Z**>I1 MN+,2AFD4+98 F#*N'*==>,
(93_NAGC*A+|'W;CV,AZ.OAT*&LMK0%BC0(F.2 MV!OL#?3PQ(H.4TQ+|L/).
(,HDAN+|@Z,|Y9,I0871I@B6'@U"&8|.A15-X+= MZ)"WQA\$14*TMFSX,H5:(!N"\$^-
ZQQUW1I5@B^6JPR^PWOU=-R+KPSW*67AS
M@=^FUQWU4UF2:8IB%M3Y+:J=9|A=S=FM;J<|Q&70|8D4.)SK3: ^H..-U1I- !,(X
MS8DNWT&PJB|^X7Y&(8))N4J;^V4;<2BABF):D|+Y+JVRL)JG;7G2\$D)I|=QS
MYE1=2+JIR49;3(53+!10S0&GON/YC.=TK6/>652C:6VPW!F|#.J%T%>JP?", M>|YY,
[209^\$=1VGA07/RP,?G8=-="|LL6&GC_-G1J7:%*3|SBRB>N;ZEU MMFWY*>1NO.:MEFQ^!8?
M%H_4T;JM?1P8=E@RQY479IJ_8CL:BHK8&9AN*KOD MH%<;?MJA&OL?;%K/@6JJ"i=+.+T?
(4T)!BM."JIEY:=Z|VN>| M_UUNI UW6.UAKUL%#|J*-1JIHX|D2\$/YD,7.B^?(J<-^G(:0/?-7R.8SCLW45
M|4GF(V6-\$)|\$3JIRD:>IUAK/9 A?<\$F>>ZASR4PJ.=3))) +O2&6!4(J9QK*R
M'E&JF.*3ZKH='2&N*%&M8BZ/00"O1>U7+H\$#HB^<@+PJG:(E2">|T4ZT;- M%_O\F?107W:.[-D/:
S;W=%,-1VOD.PEO5%[T];E
ML*0WJB7:HMKUAC0ZP)#ZG=9EKSVM'%+|KK/C0XRJBZ,,:%FH7.O3AV<' +H%8 MWZ%2.\$QH?/*
(D);?Z)8IJP%IJ>D^@499L&H3?DE5C)3=)0U5[, M0NS)AYW *0\$Y%,U^9%0?
P^J*G1'6BJ.Z2Z;OPO>HEIT)\$S\$Q=2>?7&8&.U0_ MDW:JT_.X8J).3=KIJK3346G;Z:A:C>N?
1JJI%K+G8B1C6^-NX\HT=:V#?!N|MW026|A8YNJRJQM&1%G^IJ(9\4:V!BBS&OKQGU4/J.-
=5G30|.JEY>2B;_K3DUKDG7BY;++>AJO
M.1U|&"V8)UI\$Q3QJ'L|!%LS>_6_ ^Q^YD#ET6*VW;]+V8EU\BL#-J23PZ+-'+
M@XI"1#6%""W)HE/D9"A&6%-6U!^>=Y!Q:3YE'E BMVD*X-(@|V&B*A9NJ9.
M@CJ@PI6QI7HL:TTC*@N503?Q9 G=AL.A;\$|-9%|7*(MK(22+|P.VYJ+!L\$2 M.DV"R#N8U7U7ZK,J*)
G@B%|A#GZP8FPI#K^QB*R3*N|9_W^F1J97YBHG%UA MXYLE1=,2\$-VS-
4_OIY;5M|=8M(%C=U+6%0\$%&NTE)X|_IRR;GEL58!S 6T MA\$|=>8,'+0)'J(X\$'J+E?
*3W(<7A\$PFX>_5:@4_7"7^\$MV06FV|? *D+B4S
M4_"&MPRF4HG|2/<8G|T1+/EUZ,86M"P.A804DTVYCY0SR?E?==!L1-I !2% MU8;X,5=)P2M9^6(+-

>1Q2XQ30-F#<@[OD0A6ZCH08/\$:<[U7(NT8)DFUM0)X M*!8V?
(Y>|^!&/=DFTK"LQJPG"3VY&\$*TI@0ZWCFJ+I#YLV>\$T=VGU%7F"* MGJ95;U.HSJ(,7VTBPC7-
|^""5E+YPZC)"PH0.;ZZ#X*M0+.>+98B"X06.@E M!W8&>M^!?1&GCKWDB)Q*J (V 9F[ZFTN#H,CS?
C/7P>S+V0E18!%8@1,Y1S M4;A.L#*=WJI!"G*=PN;X3.+6>#VC'AHD,R0E"G_4+Q%1)H!'27-|QS-|7S):
M+M>(M*=G^--%FH7#*=*YP|5V0S-UT|--Y9\$6\$:*1(, #8|_?&B0#.-D2=WO%%_&&&.R|9?
N.7BV*)&5+LG@)LN M8-!I1&K 6:M0YDMQRXV;9#(I1TU8V7^8LBD*4C\$, *#%<|9F@.| >>_ \$2|H0
M=AW9W+|WDQ%TGQ-0L1**@<) M1R|C"WQ;M?,JY3S+68,=&U=Z1\$B-1Z(5^5<(&H=*!!![35 %
)0:L>R<|5: MW\$1ML&)|&'\$GZ: LEZ-*(L11#B|B9EL#"8/BMK&S^+24GX6-'RT|1.2\$|)'K
MY!;G7"5.,I :F"0:WKR|3_D:2N?SZ@:(|2&?!GPS|/Q-7/\$ZQSQ|7D!(B<|J%
M2FHDY296N174S(&.)|J.I3|@&PAB|0E)67_@+;&Z1-.*=|5!T1J|R"|@^_KDGIA M)W+II;TN8G &8:X?
Y?=ZO!"9PZT)99&@*-V2,CDE M6GW:B_K9=34%M113*E9HK262X/!UZLN6?
7"M5(:9L8M"5Z6T"7SLK%,@< MS;T_|<L:6A2BDH-)=H2|P|N*?H!DENC2P:L0T|-*S5MO590IJ#
(>YVPAE|=AK9|LE?-%1G#V_|N M:H8^"8GQ >O"-_D&R|#"I|Q6E\$X!CO^ M_NE#EIHTK!N7 &|-
Z/+F;O#H.MWG*5#P|V;\$BBM;H \$0#L(RKK-?UZO4*|BTM8C@) 3D#DQ5>>' =_GT?N(!1KZ2M1 N,I
ML=,05Q1A|-R,|*),-1BJW|XC&9""\$EL; \$ZL-"7EK?@H3KKS,52|F>O)O|7 M|C;/E-
=%V3RUW9#|8U#+Y6XQS\$SG)|Z,+1U_(9|A|LU\$|>+M=DFJ/,L@ LR M*Y755+A,1!4,KC4Y-
35R:KHFI;DU&S/J2DV7L=O)T<^G;>>9I79/*A#7*)X
MCA4\$,AD>;A;F2.GT\$ _D^1?;!SBN8MYTDN(16+B9@H=*-ZQ^0G+UCL7;Z6K MLN2@E+BD)|JG|&?
X#ITW,\$P8|SRHB(6=|K;JRK,I-|XM@G*DD-46U)D>;J620>+*GX^3I;0+=V|J%B M*)KA;*
|7H&LR|MK0PQ @|:"?#2L MD,"T8(F5K1G?
8OGUA>'3HO65FU+PD8I%1T5)#\$_ '>1#&X2N.P(W0R6CVZWZ\$
ME!A0_W^=^H)|@.|.L#GG|*5PLJ)U'J("=N<9UB_6+PJSV>.&O\$Y>1FN90%TYX MV4TDWT;JF'6D;
(,IX7;ZHP9A%U SV|';T^4FY@,|AS 8#M#YW% 4A|;\$M!"B@2VLLB-ZA*0@!!PU3|_@T3(|5.2VB<)+?
,UNIWK)7<1PB4@%S_P'; ^&7EWR- MWGN@.?Z7M#Y>/A M&0F,_LI4A"O%.R'K&X|6JCB|P*MA_Y,-
A<>A&AR#;,"2UGL^AY\$HE\$; MR\$D|E,_GS)=JCDH;YJF);6) MI#X6':VS?;\$<)T3R|VZ@U&?
F/L)5G<'3(AW)K=*,?L-,B M3:Bfy+AM^R?BV MMCV>0&_0B"46YX;SM>W'"|JMA|PJ&C;B(F;RF6-
_(%X05X|=OZ\$@812T07 M5.L;4)|V|'=B-80'+7=K'LM|A?X-|>|,6J;@XIH""S_H83BQZ#/I>)|Q7 P%
MST5NUZ#7X7_@|8.|+0|@B|/#&OJ83;5M?
MMXN+&#&P.7Q|78KF+P&\$0)KPQ/TGQ|7FVU,NL_ZE=;N.\$TFL,I=25%5I^9ES
MV7BV?!@.F@YE5F4?9 "L_|+GISF9U;\$B|2#%-O.V++L9SZ()W2|MYO41B\$ M:|'^/-|>RJM?@C#4KT
8:HYN,">9D+H45YD9-R06L'^),|T*"ZQ-Z6;M<89U MW'""--F066V=PZ?
^JJUP*Q>ISNRK8|7W|_)6J"K|W^!7&|3+Q?=OD4>F,|; MCTH%_X1(PR3|XXMKWO#^,Z4JO+^'R"
(79W|@%Z_T(2?"|EN.6.E0|)|Y^JM= M#EI"=J>L@B?SBZLQ/HXTME|!BOD2.L>6H^7=C?
N|D7CXZ|:EODKKOG4'/+X| M5P.N3.\$YGX?
6V",U2+A=R*4_+AT8UKXS)UP3=N>%ZU3*|('KUS*IR8JBLRV|0D3F>/08KXGVU?P8 (I
M=L653I2U%YBB>H"-I97^=)B.&E+JJ0R<5Z!5LF&)U2E"1+
M^16=@2(2A2KGGGJ<./E+!M6\$W4LT80\$KKH0>>UI=\$@&A| &IC")|#= "P)""
MPZ0**=/YRCKG(#V,T71V13M0BFQSS0#I8F-K"@T5T@")1=3\$'.ZJA6XUF.;A
MK=|!%) ^*J(|)|+*B|RKMQ?*>PN1)IEL6=LJZ<\$-*A,""EX%B35N7G7;W (K%
MM1R)U|6|NJNV+RY_E^9BFC\$PC_/176WAX6MXZ P+EL#VH#K0(&|!+5303*TM
MW*4D0S|YS(B/NWTHK.9=T 5HZ.T.BY'=E J?2/3L%4N(L_F0L9X"";07GC/ M+R|YJF>2HTQR5'5R%-
>;MZ5.31KH?JNGC IM#NN4441MX)3@IQ7P_+Y>^-|I MO/"|!1X\$(^6,I"=ZN9K;ZU|TIE9+%\$+^P,)
ZQ67Z>-|YW5+ECNPP%5F-ND" M7%VC?|"468RUSY837*U(MR/*6M,!/3XSZ?-|SU02C.E6=
(>V.%=_ Z%JYQUNA MZ:\$CJHUW5.Z.A\$(0ZE&-|GY|AXQ.2JQ?PKO|B75LM60C;|7&6U)L;|*+8F\$E
M(T3NUYJ(BK:ADA|7Y TANA:.. UC40(S|DL4\$ZYVC|R|U_/CY9-34/2ZI*6I
M9+L)JV^+P"Q2S:VB1Y\$S5>M10*,"Q":7H>U9K?>HGRUAD"+M;)|H04N.KJ(R(V#99JVU""EA3/5:-
+LINCT'G;+;<|I<7L^_2*4-QS*=R+)FW';|%(^L9+|J|IH/ M=:E83G7(D"5EB>;,
(6^>PY7W8C=VZGF>A|H*/=|!T-Z\$P,ETU9??O|L;L""| MVO Z#9!
|V*O@.%3@.06N_DDUJOV_E(9A.W M1+)50F&FR+J@;B|!0D#2.6PRVH%1T*T4MG^2XY+V)2;K(3&
M|;+1W&|"JQ.LD>+7,BX>+|W5JC@U@:=1F-
9#9J0)HTS)#\$W/MD0B2L46)+C7H3+4EA\$Y(8Q9ZLHL#:#MP-! :AP5.L2_ |1&?D4K3BXL04
M;|.3F4JQ#'*7M2%|%;|6^2 BJD.C:1.TM(HB;_7)0U&; @4!ID 0 *N))* MI.HQE""^;:"2A9?
Y|.OZ1QC|C*U73DQ^_H!"M&OPR5|K|/MO,X)"Z1:61NS"(O%@5&:&C|J?
N"218B,N);B(|0:+'5!BL@0CIT'< M\$C%A5,|L:&\$J(HL:TU:L6%(|C)S#E;7)7^45C&N-
19&CJ;!9:5<25MR_#VC M/?)Y:\$8'6NQ|A=@_JG63Z|3E YH@?6@/-N*:#-<1SG|1PNV.;KEFM;33<|;
MD;PN63*3?|MSCLA_) +P8U; C1:D1D'#;/NXK*I|-K>07 |""#CAJM>0|PD M "P.#L_#M 38?
1H&%)^ (QC2/7(K8;U%04)*@Y@X2UC1"K5*07N52B273(=%4 MJU,84;K+ OL<:5^D\$E%B&R|WV|(J1-
\$X-00 H9_&|42X%:>A'+%"V&E%%SF8 MUAWDSP|C2G#TG4Q|I4
DOLEJPU+.,YVX)%&E*^6NTPQ)72K'%;O1@_28S,+AR-ELFC|IAZZ PN M|,T/2;"3H4Q7R>9LEVI|"
6BG@.N3%TX1(OJ:|YQD2YC#P<1+9/U7S*E6B% M=)|J|MOT:H7VE:M)TQ:"BS.9ET+!+Y|+-SH'J#\$V!
|3T_4H|JM4WJX%5&-9X M#UQ|U-X4G|V"EZ9+VF|/-_V3P2G0|J-/.*A>!886B*M
M\$2L+5^M\$RBEU%#';166D2I:6YF42)D*|JGDM+1^\$K:|U/%(B!Q/@4B)|T?XE M|X3/Q\$\$_
D0>WW.O1V|S)_41/X-.U#90,'#[K:HM6C+&88BPWIV#A@ (6JDM=JZN|B;:HE?H
MNR7:)|FWBW4P%|DQ|@'9LDHI2ISX9U/0 M=FMBT|M0E\$R#KE/O41?(M!!*OL(4^*O_2PK?N@(*
DPET5(ZN@|FS=>0.^G MF|YF5P#5'.J#>04.?HW.8_IQI0N|.UH"2" _USY90%S&W|ZK?C|&'|H=4M_
MZK3K?C|JW<@@|:SI6%TCZ MMP==BU;A&A|AQ|SDZPJM^;M("P?
G/;>GZ=3AJYLO_WD1@PK@78H3S.6.+Q=M'K,I6\$7\$2NW*@\$VZ| MCO

HZ%LC3)?.:982]Q,N\T6_7:)SH%W%W12ONJ^/,N@]UR_O:IO"EU4T5<:0 MAZ3#CG72 VO/A?
SWO&@[Z!+H4Z=TL4;-058=9Z:.,L[^W?22%]5FWV4_MI1Y(M3K03KZK[=<_6XQR19OL?*. \$?
MOOU#W/]I=]/TVT^2^C?RZYXD!7^ZEZL;"Z]UW*QU(N,^2DR(Z!4?S'-]JS
M[00BV:/SO';W:6O:&E9&MS'>@6>#];MJ B9K)"D,1B@E'!:(<>\H%45FN]YP1\<>
[A@\$9WM2.5S:AUHC'A][Q]-R*=J>WT&#(A)[BG]7?%8%B#2*29\$T!I7Y36FZ8->D&*[B7<+6(0:."UN"
9! M95M6Y(?L5T&C%<2O@W0 /+^C00#0K.MA@&TG=47-(G7^6SK4%2TC,*GKR]>,\HN
MMV8JOM-SA[+9L]7U9[E*8*X Y>IA:.)\$=JJK"!Z;U"-V>6.ML>E:N:&4=R[K@ M8I4&9;?.-B+[#
MS9AP3,)5665!;2C+;E.#,J^S8A-<&)BL*.;KU7A]C"C<
ME4T=TODKKA)I8VD!!T<'P3_00)5\$#K_!=0F\$,LB"N9>"H"@>W_XV4?8BTXS2
M!^(:280A3Y/D,C%,B.UX26_:2Z=P+B|\$E!R\$IM%AS47W:TU5T5:(&\$V-EGH MO1=+
2IR]N7.'BMKZ/MR=RUS[XNA(R+\$9:BPR_LS.#X]EB/,8,ZMO4'^^7-0R+7[^\$7B]>|
;Z]>]J]Q3/JRC<"72V_P7!<&_&|)\$UXG M>[7@=]'G:U?7F3O_RX\$EAG,_X8*/\$I<#W]#DX-9T45E'
JVUB MC[>%N8*!Q/(D\$FA.E *E5FZ&DO7:W3VV2DB,U*5W(>F3:'R> X0'ROLSW MMP.P)/\$^[KB5Z?
GR#YP9*]G#;GPI'GX\$38DU:0+?M8W]' +21CKGY9 M]JW+;<|>CHH)''^/1DL2./]G(8MBZ"?
M_N2)\PL-66PABQWYI4]!%J/6 MY:AG=|;_%*GCIYT^P-IU3B]@[E%]: M \$004%A*8>/34]@\$* PLGV%-
:\$URYP5+|@W=^#%>#Z"Y/1N]U&G==GOINSIN*X@.>RF'M=(-5QI
MN/*A14]GXSZA^>R3RE!^%|UYBD4:HWX1 7:4+T> M:73IAFQ=M:;PO13Z?
VMI@YSOR^L+.,@MI>D+8/H"Y/H"]*MQ%4B*F.*@9UN' MTA\F>(@4QQDBH-,<5
3ELX4!YGBH(,9^+G^XJ9&R.0_/U&=(GIZ=Q%/Z1R- MZ_IP34&"8]![=!KT@2CL M)51(O?JR9?
G>+ '(B]_N/5-FD/+7Z0L-QQW@K[X]]9M2J6=)8:!=1TCDE+'
M]G4.Y90Q%-8H"CMIVN:XUIHO:W7'/4-@SI+#QZ<.#8VSE M-P *
[0F:GP)>]I(E] ^_6F#8PU&:]^+MTX?Z1MC<[K1U.X^7D\$P9EX32>ST MX:PQAK-
0Q@/_IYE2*R))';Z>-9XTKJ<3NU^]]\$ZJ'\$E'R-I9;FO>L>4Y-^ MBE5Z/I*J 1K7]*'
+D^TYR>RN0WG&X_X]JOLY)P_Z3P4/,9PON%P_GG"U S MZ3X4H*;!G% ^!7%,##64O]KD/DZ*
[87W[B] *7"Q!^VFH]GPI'=VR#2>F)%I MJ6L *IHY*(.:85 S#&J&0X; D&-[.NB<"4.>@U]AWS*7N>.B?
FY%+&9.-%^:EKO[,DX#HB4C M8)R)/1C65"V?KD'&"R2+TYIP18 M,K:[U-H]"Q)]/2%1E-
"+I/G9_5%30'&>D47[,0S=WYR;R)NO_62]ET)@5&1B MC-.71TVQ/QYHR#4]P]9P.B)5G#Z"-
T5H\$'L[K2DL#54Z#8L[C)]NV%.%.<+USA]8O4:5C#10WV:(Y:6V)B9M6+P]#OF;]I6
M!8%74+^D^VQ9*A+Q]80J/?&-]/WYCOJ9Y!5I!#\$4MWH!\$SV56\$'#'+@?^" MT+IU_@D[])?
UU=;].K2<^1RD*K(X]GZW Z016;1&N)QY=U3=[<1X M1<6"MBWQ9KP]8.J=QWME/U>D7A,@ #
<_GC:Z?9 B6%#QQE/%]U^ MO^^ZL^YP/'3^9]0'P;5KRZ>P.^+LOD"U]4UW(G59#P@Q2-
Y.D]0WE="H"=8C7 M#1#;/8!7&'E+DEXCY#IY**8S!WUJ9NZ3FF-[BS\$ _7"?5MQ0J/4D>.;#'#MJ
M_RZCU)=_PRYF\$7-^7C@+&.P;Q]IW-C%]KCIK_5_I"U@U]RP+JG&@XBO4KWO=
M]NA\$Z@UT00DT8BJYA![3NH]8ZA]2LTT*HG!58Q178*0EZ M"+]'81Q;ZP 4-Y_6XL;Q@GW2#%
[\$8O@A.J%?Z&I=+S(K5CG4W;-) NW*(T MP"VF+/V)\$OQVU,LA-5X%;MZ?DUP[4;2]]?@]G#-&-
JP@XF>(WLP/%3EQ?.) MC!L6?!8L2+&&WEM#S8::#34::C;4W*"Y-
U] &IR9>O02FDM=YYSEUH5U&P9L M8]TZT4^66 N8WL-**\$S;UWTX<;H#E.
XG#AL77:G4WOR>%8TO80;K:R8[3];
M|*WA|=*&R^21TT3R2^G4K0R<^"\$_NIN1IM]8::8MLDW5L[45OUV(!,<1]Q@ MF0<88?
WNH7]S[|=MS?> &(8]2X8]E_/T*ZA74.]AG;KFQ8OCG9K&U0G470F MYZ/HO
0_].7)7"0LNM4SL=|MD&:FN'M;MM2Z";LS.1/H_V?A
M/.%AZKC4A7)H#|KC|>RS\$"8US^)^ZDV^LF#ETC/K85E^W?RBKK]8&GB@'R']> M8;U#L=
[#3+B@].]EH%C|!M%:1=P>RU]]82^;C M@B RKG>RWC_G+J5><\$|> :74!Z+45!]]O/OBH25<6RJ-
02.WA]T#_.;S.%3 MTYKAL\$?VPBKCL*RE6T?AGAPZ &08K2\$D9QCMJ(R&)FX=1IL:1C.,]D(9]2\$Z
M(S>!K@ (7#"A#]75(7N=<]A\$7TX]=U]68R&N;+.)@XKO&Z?U4XBBYCY.JNISR
MGB>96&]MZ=1M7?;&8W02>;1\,K]N9A&C8<&&QGE]/1/G-?QF^_W4<=Y>W]1Y M#2]:7BQ5/]?
HGO#YTU]S,PR%92Q'(!>=^04=IL?&KMK; MQQ:_FO?L59]<[5B]7X?JIK2O?N)N:7W3KC8DV,
Q)F.0\$TA MPY?,@J:_E:%F0]V&F@TU-X^:FZ]>CLSU/ H1W\$]S!:9I(?@EX *9:6R--L9>1JC8]A9B9
M@IB9C.S!N-XNBW#<(:AGLR'9VC7T*ZA74.]]4V+%T>[M0V]4R@Z_<[Y*#HO
MP<]LNK69D35E9"^I6]MU&*W"R\$F8-0L#-[9.?]:#ZZ+G<6K7CTR=&*F_WVU= M=@?
VM#MI2%|0PRV&6X[%+?N"+NQ=!]OF>93AGU..K=73>"?'(A"D4_Z8"<6 M,4L*!5Z&.]
[!M7(>W%\$_(GTB]/K^@%2PR:0I_3/Y"DY"LOM""VV7V3^1WU5
M;H>_NB&S!/]UV1_:W6ZW(9D@AKP:1%Z'MQ1&AX:+,036+-7Z2 2W4[4>MRZ' MXT>HUH:~KYM
M);ZAI F4/&-8SK-<@UCNX?3+HF.8NAA>?\$2_6.MY.9+L-NJW+2;%.NW98Q+ #: MZ8G.9*d>@].,9=
<.>JW+P=2>#A[(=CDJ9YOA ^ #^9X>(;S:Q;R'UED/U3AW
MT&]=]NWQP2(SIS\>#>\$]CO!&3]A=C]X48T]#]/T=F_YJMED=# W]&?I]_.%[
M@.ZC@]Y'.00)TQTQ.ZCQHA_P?ZR XBC) ^X^.AB#=!IT[%ZW^<6GA@4-"S[K M]-'\$A(, +SXC7CR+|
'4A(^>"ZN9]-%!, ^C-QX==KC2V7U]X]&GBB3)\$9C& MH_P/26-1Y\$LD6N]8.T074I"_:.*^!0Z=G]#]Z'LX]
["SZ))9&^9\$<4"E]D5 M/4('O%,HN3:@0^V;J@-6K8C'/W,VZ!' +W2,6DEHA>NH(J/6NF<1LX(PL8#M
M81J.WSZ'WJR/7#J]IY]"IQO+!6K" ^4=L'MX\$, 8+OYU'S/42L92Y)2F2U*Y% M(GGI#
<8=IS^>=KH]T*K8T"&TT6WW^^][JP]' ^=^EV^BW]+K&HV8ZMM\$*"
M]B_PT']3GS,4"U6ALUR)U0D\$=_Y"6E<[HGWVO=1I&]/9\$DV3%20RE"UP2\$X,M
MTKF""VOA]4XP!_E"; BSOM" ^X4D)/+L]9^;Y9 I8ZUCRN:HI<Q KP\$[M]+7
7B&P7X2\]\$5B"4.3^Q&O@V_I79-=RC&!C7=Z+R';)S-] VR_TE#G2\$ MVL/WWL:[^1AT-L6+-%\$
U]QA@,"X]S"*PAF!G+G6;*-?)K8N\$]B] %&N9R@< M\$A]T_H9+L]7O6Z2(@53 +YX;B?
4:0&)_EK4":9CO'2QWPC J0"0B.\$)8=54HF*2GN1]J/DY]I% @B,IX&'MXP1NRN\$":O!6] MZKE#1]M+
I'(GO<69@3V]3JIO*?2>A/%YC\$>YU='^74:I27_#+F9@D_ZI.?^]L8K3-=9H'@M<7L&KN6=

IHXT#%5^@,Z'7;HQ-Q"[>V7+ 8(R*--VLP MO""|"H;C-&8L%FB@8&[/VQZ6)VCR_(A; *<"<^;<"
[+JKS:/NF5VB?];9MZ MHM.KW':JXJ);..N!);,E^@***78!V1E)EAC6=V?1YF?*"WHD,V/2_ ^\$/\$X
M&OPI7\ASE[3J<24]JS\$3.X5#.*3&(A\39&F*ATS!2,P77PX'Y1/K\7>!HI MJ 7Z?G@?
US26+O^3/(OY_R(LB.^L8O9&?GCK>O*=S9OO("F13>]S9(O2J^< MQYG8D?
^<"K9VAPLWD90EWBQ^;L-/OQ6_ '3;W4&O]*=.NUOS^ ^%P7.N.JD%U M>^W.I.[+S; :-:CMC]J1/-
B(')3H<<1:U!WTN6X1H>X<:%.'"N7'=JTFS M*X^OG?NL>|6?WG-JWGN5EIW"@SLUV)_?
6:DSAC1F\4QBV,6YP&+|Q)*J?X([;1D8\%S.7)"Z;. M*CFU/ \K\K-,N)H\|=ULQE;7Y
QW5\$C7%X759(\$5#LCM=^Z[\$ZG]F18;.%C MJ-10]>.H>GP4JMY:2S3< L!@"-H0]..(>G("@MZ"Z&
(VA#TXPBZ)*[E8J;G 6TMN?;U:0M&)FOX^|W|VGVW^ ^IV>^3B?2C;/=ND3JJ["?2 M#]D\GI:OR=H-
!;.*YP6>\$.)K9USC!5B.M<(|S)*R!'9Z.X0\$T>D!3,E1MW79
M(WCN(M*#@0/#!B=F@_Y!V&"K+C3:TDC><(#A@!-SP*.V(?@+@+|A...!#>6 MP]#_ 'HK08\$]Z
'03D>WEQJZ_ [ID9<;W0L97@FG5.\$RFG95^?5/I9RK]S*">
M>E"FTN]QV*NYS1[4RUEJJ5.S8M9'+,X)UX< M4RUELI8/TC7C/ #I'Q [V-\$UH+[J0U/[T=2)
M2NO&G=9E=V!/)E-#5\^1KKI/7[XW\AI9]9QLKHK"?8HJK7,%'U\$ES^1RBX MWV*-UDE&?
N9J#)SW&|=|H=VIS'6FZ&KP|+5KF*^(V@\$6X"|#\$T]!YK: M51EW!)K:@J5E:.K!6JZ(UQ|M.-
OU+#C|T#.2TXA_ 8:KFP=\$0-ABS!VJ4.4Y M!D4>L@3/1^K '4]4X3<>MRY|DXX|
[A11|QYFSM;..L#N%%\4PGF&|*L;:=X? MC/\$F!W8C&;XS?->HN=?CNQW99H> =!@?"/II>.[P7*/F7H?
GGNJDFW1 Q9P. M|>%T?"9L=Q TBWW|*T|P_!0&.SXS-|)6@6OV7:9N|&=9"#>LI&XEN!+|!A
M.HJ4M>-;0F\$SPW!..)E&"47"8MN+2^X8W&"XO'DEG7X2U,*S|>^LF#Y_ #'W8;X=N|G|S?|_?@E?
\$CHR?+M|QZ!L:LB/UK|2&*A_YZ M_>\$SML '(L 'B+P-3APN|2++@1)S#>B
M^"5!J'GS_ +3+^WX0*/DU>5B7^>W-Y;F; %|!.(.UN4/F_!2LUO!0>/H<|G+P MN"SVF9|TR_K,-
V|D#D&DX?@S,U.*(,*LHO/-<>(#ZY|. \$O=VQF#@_ 5Z, ^P*| MA1]GC@|
|R/D::Q!1]UU1"^^!"S;.B6*!&S94|N">T| ^*X+E5D^|M->FZKSSH MBE>
\$GFZ)7!^)^P%4L|PW%2H%S.H?0@PH3K/SF8Z\$EG-T|^(L4\$;^3^B| M.).8U-
+|l6;Z@V\$D@R#A7'1|L&1&|Y&_ \$S5UO1OF66=,|E%7'BAX'?;B| ML;.><.PDL(:
[2.ZZWH4Y=KI:TLLJ(B;|;U^>QPPT|"G>5T28L-32D_ ^\$ERX*! M%FC8E+DPP*" +Y\$V'JE'G(8T
MMN:H3\ZA"7G3R>)Q1WA3|<;TLY_ >H/07/CBOU'Q!4?WZY3)\$\$.5>H%>LE/T M2*O4;)%4|Z3:@;GS!
([3K8?4|'#0:L';|K;.F@A*)*LV+XS66VU11;|QT(H3#RI|L>BV3U|^2AI. M|N/DS;MU#&.-8WC)S N(-
K_3<|*09Y'JAGF.+9EP9H((MCE!8LBYF+7 MA&3S"5.C69S\$GVC|KP(7/R!Q|K<6HW0MAK 6|2HT("'
Z'V?G^&%P8|V#\$ \$* ML+Q;> 'DBEK|L1+;^5L""85WFPMQ /@-|&26*(LX@7FPH2XU66,|L/'^OJ
MS)99,Y;< M,Q9492HK>G>QQP\$6F"J'3O78VO5ZIE?(C-[IZBTK\$|>YD)@K+K2R507I|L#*
MPT|X|Q|=(-W.G.@WMB397|7L_ />N?|K&Z|>6Q;GX)Y&R0,|LP=++>_@6'Y
MJ(UQ4<,K"+'8#YY^Y|V%L#F)-PM=(80%L6N>+YY6#3X"K>[UWE]-8/OO9C^
MZKY];=T#N=1CWEPF8H%Y3YC7I+\$QOIS;W1ULC#6_P#P"8C\$N:&A_D<,L, * M9: #-RT|CM@="X
#\$Z!*"QEF;JAX;MKA.1.66G\$5P16%O9E1.2.6<5,@Y7WKP M"+=MO<|6:%8Y|VQM3
<8\$=90RS&H8RNBTFBDL7E)SA\$.OI*VX;>;K^0#G<> MP6*-IL;|T!0N=ED);0M)+-@4-
PC6|/X"OE_J8G,/(5)|R<^#4R=[K&KQ"#E% MD3<|l8V7@"XlWU\$>-50|L8G7| IME|/A.@'"
<%P8AN)MDA?>\$>%I=|NH:P+O! M1227G,.4-&(|MIZ:0LR! .K2\$J!;A)*& I0>DE3D@Y9'W+HRB!|
|EJSCS5NL(E\$/\$T0^M M^Z4W7V8&0L|G. D_A&6#_ |5?Y4/J2KWA=A;DZFL*E/OQ|HMW'<9);2Z:MB|I
M|>\$\$.V>0A->^X76X&5W9SD2J8!)>:'X>'?C4""T0VP"K|57T%F<&!O\$ZJ;ZE4'TY(D8:CW.KH_V|5"A-
*U 5+F8@ M4WY>. L8|!O'OW+KH|OM|UYUU
MA^A|S_ =UN4/J2FB.8|L^)^_9=E>YYC" |G|PRYH4T|!/>^#|*&:V%H-HH*W
MC44H:X"7E8R_Z\$DA/^IT6I=%0/2_H4L*)@-C:H/-:%W!<>AK/BQUP/Z"AWLQ
MXP:|6'QISZOC33BPQ)+>+>|.(\$\$T'|4GNP^"G9L16|>JK\$|=I1KL6"A^+GZ| M#U@4+[U5NBX??B\$!P?
ZA0P@|FKAL'X IDLU5(+Q!|S#0L\$#11PPH5KZ2P';= MXFGY-
TDEDAS:UE;P);04GZ*>D6)0\$:#6'(9Z\$T8<8"FY)-P *C'"--|L+|4 M(B>:+S?G@\$A%_ JK\K+DR-
ML(|T;Z1X%6_OI|@VW-UDG.1|H6Y-<(X|P0I*3/DN(M<;DZ<%%#I1PF=WSJ_O-OU+0B6 M%2%CD
MA/9)2>%%#4;SIG"YYU\$LHZ)<;T(
MWVY;W@(>L|&ME0|_A)&X@GNT8LW_0F29>C:\$QUM>|R*80F8(.HCA!;|IL?*K
MH5U\$H3!|1>S!PCJ1I&=MS\$)BQ\$"5_ "R-LJ(K @N+WN#3XJEQD46SN.MY%G"U)8X6#??[NVP
MWI\$^TK6O0QJK4%5H)6&32!;0K|=#WY;|= M(Z:YZXS6-C@1,=)8Q?2XPMFUQ0<>S)-J-!>70:
QBDV&.|XA#@G|P5>BC< MSU%G\|Q/Q/S_ O2; U!80"CCU;;,QQKSV=EO|4'_ %QT-D.T|@WXF.G/1E-FP9#
MV6T/QI/'P%"6I0|-VKV2G#OZ&Y,<@N3-
Q9@N:1"\$76THRCTKB=U..MYC2HJR"WR!U|l9IXR88;P3I7*J0J4MKK3'8" ^ M/O-XQYX|X3B79-
/GG"W=X9X|Z..L,#@:C5E3L-+@TP#/T'&/1(*;PYB\$;%C=+L=^7|O27PD/F%)ZOBZ7GPGC?
X\$Z.=P"M&;"! M8X!9G3O2VJ@SV1O,RM#, 8Z\$)|&GH.AFD;Z^Q=[C3K|(I@<"*B? 7T%MI_*H'*L&-
"HVSETK60#C|Q#@@"D!|l\$AHK'8VL3W&! M/1JBQ;|S^C^CT(|,WKO!>W^ :&LV;M&H>SAX\$M.P?P?
#K^?/KD>"\$#N5L|/8/ MY&P|K|X,QJ+=WZ|X*|EN?-OO^&V|. # 8+;&(NIE^C;+N|P>RS%XAD#P::KT
MP|JM&J_Y V7C 7/>4)%8D?>^G1U&!NG|J8-O%+=QU'40&E&;,@VV=6.XP08 MW|_ %+39H BAX+M?
A)=O@!U^?9DNL>H?8Z3LH;C_#)L<%|GP\$&30|G<^(2,& M:HB!(^T'LQ/-|7.).-
>5<7X60F!/7|JR^&9<#V@+O!#,|l:BAUO""Z.Z-X M=2=YO0N_3HQEQ>3CA0L1*WBR_ KU8I#ISJ^T-
R^+QE+WGOQW"= A:A8^8A= MG.3;_ /80+^Z, "4@:_" /#J*QLN!K|MA|US)?,7?OLZT*^>;-
T@P^\$9Q4">44 M:>0D0-O#|/I(>!!9W:KJ9C/\$AXZY'G(AG|<_XZ6Y+;'X+97&#N2I
MJ+..NUZ&*5CN|!M!DL>78MXYN%PW\$OCN-VN @/PW&(TC:V244Y"XX|!UU_ M3UKX1QC|O 3?
16%B"OX6&2:7NDB/,-ZFWU/(ES?3|\$WOKJU&6- 8?M!S9/H M. >*V?A>W#+Q10DUA:0
M=*JN+IWTRY6]*XZ2MVU!TH'QME.SDL?@JO, (+^EH MT(" (MHQL--70(0;&BO""%*|X|Y2
)|NKZIDWVG^&|9|=|W?X.X*<#,U^_ ==GM#.QAYURX M|R5@2GU<1T BZXC9U@+V\$>MGR<|7HD?

ZD1K\N!"VQ(A2I;S&29"#':\$AP[, MA91U.!T\AMW2^>);P:K-;2DB?0=O=H.3\$Q#3*\93)I"3\AQ_'O:;G-
?6:R M&X\HD1_)1\$4^&8'0/5C[LP88%898-)&[H_M>?6H9MRXGAX+%,3KP[NV^#F]7
MZ\2HNT\C7) 6Z)R@AM(;3\NBH1A:JSLW=&8Z\#\$A,EV=K=3-]?,J+L'D,UQ MN\$CNG8@90?
=XHOF1FDPj;AITT!|H=Z9-474,,1U4-@|V]*P|, #5U6Y=#>|@9 M-
X287H+>_)DY,5N&OFMYMZLHO"-8QHZ@%/C>W\X-\$! M&Z,J-Y*:=K3R.C U|8F:>N-
#=>8RZO,^ZG,0)]&:\$X,76""F;Z+|H\$",XO-0 MMJKH(G,DMAI0E?SD4\$%UHT4WBYB>-
\$%J.&Q=3@Z8'W5J+?JQ_8Q,3|1:) (+ M3:1Z6A8=(8+AQ.I6+ODU_8@-
|ST|WGO2Y*G!&'AOTK,);W6FLE|+|'&^0SV MS!OK:CY?
WZY|)V\$N4,0J@DWD=9"8S>C_Z4OC.ESO&Z).TY";8_>:UL\$
MGWV&'X!!K[2=JF3>VGP|:5V.A_9H4#PR"U5QQCXZ*XK:(?|/1G'3UN6P8X^&
MNYIR&B,J| #PTB\$|/NDK-E@=/88HJ_?I2/'KGCWL=0ZK##8/ LVPN&'QOK#X
M0RV^A|X%UB\W|4G_6? \$XA6X: 70F\$X#A505S;)N'2_P-U:\$*EZ,20AI*B|0
M#^)3H17H(2!!X/C6.F8JGPR(Z8|YH79MV_H81H1FM6%.9+'!9-R%_X979^\$ M"3Q|J_5IL5\K%L#
|IYW8^O=:H8_W0_S=*^KMXJ41RD|J| -0|MH_%FP3|X<
M::T|C1XW(.P+,6@7@|%R0#9L9|QB<|3U|C=MZ_T:N|ZJ?8GWW!B:|L T0B= M"IF'-
P&0'.6L.%Y\$VQXND)12D+.4>."70VX2MY@!Y=^"8.Y|Z).ATC9 MH3'BQO!)|8_N8 ?|[#.NKN\$?
7F+LLS_A.HDIETGLU.?OT_CQZ|)%#5CFDA._F MJ@H>-*H^CFJ:M'G('C5? :\$G|@|T3"C2EEA,R_>=
|2:&=>BTD8WJFZ)' ^
M.7UB1:OT_Y^|=V|2&TGVAK^*@CW|G)D(FD4W)#PGB.BQQ_OXQ*SMU_:LON>O
M\$T(4C=9"8G7I=N^G?S*K2D)"\$D@@D("V&UW@RY569E967GY43K#VQQ)35\$ M_2>0)?V%|8|J?
|I2?'_N\$T'@W-VN^JFC-AMAXSZ?ZM>7TPUY92 M: ?I-CKHHKZ<2X|C8|JT16^#"|A+E@V?
|:Y+!@HNL'_#TC?6*|HM B&T|(M@D MJZ<1HXU4HVF8J|/1P
_!_F_(K)|9K_+32|/|@WT1'I#Q*#9:G"^87S-_G\$@: MS\$|KZI&\$=GO=NSQ^B64\$4X^YT(X6Y%
|4^)M^;OW>9TMJO=W9\$F KQ=?R#/?Q MXJ.9W* =V-5B#%HL;Z<*K*7E-
2G4|:08^&G%V+|F'7;8,IQV,413 MXHHU?H ML>@EC)AK/>-3YVQ./_ZVLKRW-"/K"9,QT&\$--
H_%4|;|E_&|=|/;#|I29V) M53Y5G9UIE8TQV&8E&8E-M%H2DX#|2?6B=G_5?
4Q#E&!T+>TB/_M2IGN%/FOJ MW!D4|V43|9|ZT|BMI!M(=LJE^T#Y|:V9%L9S(RAV1K.;@|DNT:S^R-
:8B.| M:K08'L.QH\$XB4|;'. _V:S_H|1?J-;'9R|G@+6-4W#_C)V9FV/-7)2+.W&F4S
M_=7W%R^ZX)U_<+&+.)@05A:6?OG-!V_3_2M*:#+78H|U02WJT7YX4.VLT M'NFX)LD\|D|(7/E/)HE--
&6F7_=UF6;S+:&"LJ|U>)<)^K08IS0!F|:+)PLI
M|HO\$::TP)YN=_&FYRW8EV8X&UG|L+8QIM>ZC!?!T+ *H3N0=-L:1/9"WVGR(
M&+W85SRSS.3S'R@D&K+R+IY#JNS-(6VDB|[:]*?(7?)IF4AKB>(Q^I-/B04O M3XE>F5NNY=E\$?
\$|5|ZGD0YG8|4J7L,#N58;2M=<:*TE:XH-WQ4 M|>?:>-K>H%KI29\UM56I52VFL6/C""|=Q_Y?
GF11BFQ5H#:92#.B92DE8
MLJ.8PY+.Z|'%B96\$ZW@D(100.&E_+**%B#N?/Q^DAB&'C1\Z>/<;&E6\$46|A
M&OZ<#XTF3+F|Q9H#Z|51|2T%AU5'P51CND/*S,|5L#U>/Y&'>4"L|P_6\$@:| MQG)?K-<0A2(:
(7:|ARP|J^>:C^ZH.PD*BCR:=|1:9KH E)K/-
|BCI2Y\$EK|"0MA=:D:PV0SJYP*#4D3%M*S*JC5L#R"\$L|_S:MQ =%,J|,N:Q6^N!|I1F*)\$?-
LR<9M'0#)|J3H|OJ M4:|WWO/'/^@?8(U:,"BPC:A1FBBZB3F)T(=^??IXR|S|_Q|U|5"15
M4Z,=|L:G=|Z3@OU.\$@GQ.|FQ*|J1'TM9'^^7OZVM7BR|8:)) (R2-Q1!|1|O2A M/"TV=&GL -
FSH%9|TYC89Q@EXRAJA5A|X0P"F&|F&| ME"P>T>?1-\$#NM*%F%#?!?MJB+>%N7F^.|-
LXA)>30/T"DRY|+UPYF^/0LX! MVIAD|? _^9.IR,D)>/M'=Z8O(=@-%E'(NGSA |4)2DP?
*G):06|I|@&=TX_S4 M|(2H='- "G%*C5->*9KUC5+!4OUDJ>-U5\$M'GBF"60XGDR)8AV"NWC'7I7BK
M8.(OG1|D|?!O\$OAE+"1G|D)E>|QW7|+V+:!@:|8^|?|8Z|T0\$OU@:07?^X,X M?=.V>AV"U6BU|1|C/#\$-
QS!=QS*>9I:\$3KK1G1+7'2C6% ME LI|_T1J).XU=08S%1|:\$Y.2:82@BX\$70CZ^??SMJ*)+
?",\$)9A8R+V3^ MKF7^,B) 1|F=-I6GF9_9+P\$+:00/3/D|7@T9O!,34!T5'.D:VWUI|#UEE!8 MC-
'8:/KRLP|*\$8-J,*C|C|H\$7HU|=7@U5'P+>#4WUF^@QV VKB|"'B6'E|W/SR+7F@>V0H|P@*I8\$
M/(LHB.TJ\$>@ 'O+L5)C+ MX%B% ^MRQ^#;.XCY>_ =F(:QE@9S(SA1)T(: @A MBS8Q!V.L#F:;E3-
8AI!/S=" @0TAL",.><*:G.F\$|<(\$)2VIEA'7^ M5:MV#3JY|&% "KX2F\$
M|'G/U^!5NRUR=#&;J4)O40(T0:|ZQ4|!C%B%DECPT MM")P0RO>XINQ1D0I_/E-\$N-.)HD)*NS_:|
<%N(:# :FW@15\$0DT%FQ)=D7AV8EXU=LCP@GBMED| E MPB8A.2\$G3 G M:M;_P=H&W;/Z43?%V:)
<3 M #. *6^->.,ZW%^(^D|_!2U;-?1;8?6PXUD|V;2X# 'EE6F%R:EFI4CKS&P0|
M;54H<+ _|N(WE@7C*%GH2>_ OLN"(3#MKTAZ5@\$AC>7%'O)^>3%'M)5|+P
MWH^#QL(P%9O)^81A*C:3*Q(?N+:I^"ACL9><*-D10)B+2,2B!VE"Y%X1-(? M+1?
R8#8=*O*5;2NGIMD=424J8HL7I9(0|J-
BBXIRGB|D/8PMYO+IF4:X0(QX|_AXW9"J6>.:GWB&R<"IK\$/\$F-GE<8C'5>%32WED%W62J+36?|:
MSAYG6C)_9;""7W#T'2@NG1EKTEM_#6|^E5PZ:|D&N;,<3_*7DA.%TM*R'=>) M'/@&M \$))"#&@VUY-
G%=&B3V\$Y9('D!^);P _|8BZ=D*#|.I845P3?1"E3* MTTI2QIHVDK+OQN"U&_I20,-|X4T*1G1\$^.
(OWPHK6%0\$?'PS4|)|<(X8+|: MWD+:!#B*Z%6*K|_I0*,5"0D?U\$B2/L4!^T|:6*_8&2#\$A0J=,
(+;07T&0%V< M-&UI!0/Q.&\$ZO10' P^4J&Z2(E^*X4'X 7V7^YK.?|&3J27_F8V!OQ2,LC7, MP@JE%Z
<_IM|MNVOU!8"TSGA|Q,Z>RLQ1HVA3!"C|3"9;ZV;%Q3O| ZH.U MY|H;8)?V;1,W0J H|Z67,%GVC
7TL^SAX>!FR%)5A:*)P#_%QUO,X"\$EF MEOCF2'+60-1G CF. BDB67-82/R,PS/"HUY6#CP+|@9BX_N
B_%9Q#:C3D33 MSG?(|K| E3A!,RO\$Y\$X"\$DBV"T1TE@ZE9H;#X)ZE@X3A|(54(S|3?"XEQ|(' M_HRDE?
6,I'L%I@&Z.RSSG=_&7U?< ?HFFV^Y(*Q@A5UXP7*&|4?0|Z\$)8%7
MT34+@\$5@KDB4:"M7M/N:|0O(GQ/: <\$:F=QE>#)|, %|1("IP+E!^_LH7*'FC M@QH!1168-
/0|D|/75%MD7B|J|,#@Z=AP/=+QY:0^'1T;C?44\$,YO?!E1D>+ # M|"2CHPS/9|JO|.: /\$W-
H>XLU!Z,GCJIO*11'=L1EYGB'.IF?JV|! MP'LB#W-8| ^|J&C_QG)?K-<0S;&LZ(#<9 E8-?

>|B*DX4/X1&HV*/IT)'3, M2 -SV@|H:|QAVAVN@N%801F+M
K02OM3#7L5MGBV2R|!ZG!7P3(?U:VYM4V MC5)JTZC|LVG&!G#:)T_ZF_7*CC<))O50>IR#5G-
@O|IHJO|,82.<@SIQ8,L< M2E0,66&4#SI' 0076|!#-#OY&6XC|@%TXW4.V"HMN9M8&-LP?
#NHIT(N5)|+P M7|NH6!1GY@Z%2F)|1RJA5&IY/X(HUCL+CK>F.>9B&\$.EI'Y5"O|%:I0|+ G) M6D/>-
W!39.)7&!H@16 :L&=@@|&3VD7_S?|. '+II2V*R@<,8BH:-= M,-/*81\$V7_.Q%D<&/90"0F^P2-
+2^S302=#G0YF2|0!.&QX_@R7I_|'A|5* MC<;4M"&):8.GBA4SJS*V\$+5QY@0F3 +; :-
_)VQH=FXQ(|I"N:8(U45.?V# MYY9G9T\$8P1+SG*J>+=-F|KT'\U*;7,2^%"
L7UJ+D2#"#XW%Q|4%_NW2S@#N?0:Z0<"X(\$4@.\$!L3I@'VO"P>0)A @>HN6"O M9:O
_YKG2*0@4:6:@*P=M'D?&9U!1@-*QOD>Q>I|5&4\$GF?E.QH53J87^&W M+S"4S|"R> I|
(A_X^U/"H(9.*-;K#(JIM0_2P04"F7 |/"X= (X;8(;;ZD MORKXW&L^*>7,DU)P4B6|O_|Y|*=690&>Z2-
&V>GAW66^|<6EEL| M.V742LJD5!G6HT56_>=<"V"3|/9|@SSO|SBF7W^3SACXQ6IJL =FIY|8\$9
ML4'.^I7KGN203#>|_XX|0BTB>@G:F|B%A+Z7Y P_DJ3',_* "LF=MYL|99H|X M2U:@@ (Z*=;S>/?
&G#IF,S?0"TVZHS|S|^JQL|_C=L>:4?I_Y6-|%I\$R_>:@8 M+<*@)OIM)!U1G4)9|FN|V:ATQLAJ+CIUOJ|
S/K@L7T_'LXP!;VG:SYC"8>\$ M^4E4%*BHI04J?;+'4Q|C*TM!&6"5)
<"J(>6,O#5.1>#|!7SZ@=XW|T9|/!&3NY M?"W1%TF/Y+AQ^J7^CH)3TJ+M="J|W& M4-
IXTMZ@M*X;0TVOKB|4#8GFZH!.: G535C|B*Y/Y^GQU.?N&O6(A JV6:>< MO7.^_|
(UZJ9VCG8MO4M%8:25-V?+T&R1G&VF)9UU?-
>@DFNRQZ>|Y92M^TRPRA^MON!+/BW_ "%F.5=|^*G4RF.GFT%2*D+5G39@47'MK M7'L
ZFH12+07:;|7P+9OF0|ZZSHBZUR9 ?*'HSLANR3A#|V MF+C/PD0|SJHLZPA3Y:;5?B-3)75EOTW"=
VUODESPR54YF MVRECVVDQ.B.,E1,7?1OS|XV|TKO|:|CVV/6-9-9|*DDHBD:>?OD-,D7RVT
MIX'Y=:OY^M.|G3W@.-.EFV34;!00QG|F'0|5I>&9M?;:7,2T\$0)QLP)OG%%T M@D#(!#3H6PTQ3
XIT#4J,UL#_5U:|I|WZR(IAM6Y,YH2N_7??F3EFNFZF| M*R^|.Y#C@OBQ-Y|;
(A!ANPY9GRLEXJKB|JE*HL+DYNN)11S_ &IP7|SE=QVNAG4|("RKSZ'9IF
M,7IS==FU|:;ZGFY!"KY,^(87%Y-'|S,H6H4'7/GZ-K=;XZM@Z,K=&^/'X,
MVJXV01;73F3Q*^/D.B"X00>VQY='P'5JQF V&4|&Q>S3NU.|C6!GA0+NB-%/ M J?53-#"|E
K26"Z537,VG:71P9;" M!#:V6BLDD2L8+ZE6_,==0_|+ +3&T2-C|FT\$D)IA9'8B_|1D?H4T?|!#0RQ(
M(!90+ZE| ^OFV=^,SI>N++?F^M^0*B6TLF3*8 MR?J0A@&N: .^H5VP>0ZMV
3;W@3;+4+0E@,G>MK"8,F5(H=T MI AR80;J#T|
*;Z?|]\$+RN;=2(|V|WRO(O56P,H)6#D|*J=^#C5H&!OFG\$\$, MWJ1
M0)R3D#.";7RM" <W@)C(8"B|/Y(-<W9"-TOR9|""YV1A_?PL MK%
6|H6IVP<6|K!|H/6:@WSJ|Q_S*K+M\$27;"E?2TO5?:A|91|2V%H%|'|#;E MLM;O|
M2T4>33IB/Z:60+_ZK+?W&XJUAU?!<*S>C\$5!;@9_.G1C+&E&M.QK("Y273+
M,J9+6575Q6(NZX9N_2|8(|8-N!2>HO|""T3M&9E:|XC%MLLK0=Y4/FMHC^H M-
3*T1.:2R%#@2&4MWFK\$DL)\$5M*|927US;2FG8;0FDYAA|W/=N,%:P*|/7 M8\$K'
6O%7K,'\$3,>1+K3D3I:Y#0J>FZ)IB,WE M 7LCFXG4.=X""N+-
WYR=BXK6F;H3YJ.DE5K5"OVUE^OG8BRT:.W>\$O|IT0| M&|P-=%N|/MHFQ1*RB5XL(9OH)25DER?
%SAJ-1SJN26:>M';#SLXTY?==C^4^ M_PR=:M<&9SDO_\$Z>+?%Z'/@@GDB*A_ "N,!Q) M:T&
|6!'A"+K%68*> 7L:E"8P&<&SAS,,SGQ/5?1M(_//%|N'J?Q/) MLNT@!JV.JC:|4:&KP7|0.,|6EF1|
((9B|S"9Q|8\$L@0C#"4@,AP# C|.?) MX?
@#T.*^!W^@MA\$H*WABY'T88E/61!,LX&Q)X^!EP)I85V3YV7NWL!'3O)4 M'!|!D8:6.#CM\$@2/X
Y(V'9NR*R&-(7,3\$G|+|T07C|J|'!;.=D&_ K\$-TX\$ MFX)=)XY!;&PW U(MO74MF/2CG2N(|W(J>P?
^R9/>\$9LYJ&2%|HJ|GY8\$'\$Z# M(%*XG9E-9|;M"==Z"6,G@M7=X- P)|)9< GD?
3MQ0DCZ5?'#T'/>3;*6+#A MCNVA1("OW-%0>HL'S8_ ^2%*4! OY86S*\$U/ZZ>/H'4@-7/"S|/- ^9.I*.-?
M*HA+OY5_ ^5EZP6"0X|+#[9* 48#!)|#&*!'1CWX_P0P5Q@8%*EZYH67.'!7 MGF.E;WJ+-Z7/M9Y
X#X\$@\$4"PDO2M_&UK"S0(7&&!G".H TA| M"LM7O;1?^9LHC,VD>:OTE<;5A:9X:VU06'9KEGRQ1?
ZG'2*J*9@ (6"20*VU M#W/U<66 QKAC#+.T3J?P|N.C9*^ ^6!8#R|4DJ# =L0 -Q)L0TU)FW"B
M.&#L|0)UAN8/ZC)E#^B:IHQ2L""5/<|6X'CQR\$()@MMH73S_ \$!BW3M&7F M)'HA)"M**M)
(GM)Q:BFG<2IS";/9NPL0:&O?\$X*&D!%#L*9 ,K#:&A.%UM"S<2VLM?7\$6EJ| M\$-??VV^D3)VH?
GY(TD"J?72,1!0,>E#U(2!4:MS<9'(#I@%,D#;9G292AY M?L2W:@?D#1@E3S/&+'B!#2(SQ-?
CHF2NXO3'KQDK|KP+Z Q/"=;JK^|@8T!-@0PG#UTW*6|S%:Y|!%NSIL8|2P, T@R#Q@M?=@Q| M5Y:
|Q\$7#/F)PF@NI9N&"9|&Y;/51?L7+UCFCB0JKK-".8|*YL|I<:50-/B=Z MR5IG1"| UD<|JZ:.-
G\$=O<^B|3%TP4R^2O:(=T9;Z(6,TEA&="C_ (K>N|
MF>D98CWX2/HK|\$;L2|=#0&0@;:QQ:D:OU")+=;JMU4;M=G@"K'ZPX\$NPCF'C MFZ.?.JIRYS'2C6D(?"
(U9M/GA+&-6(+;R|!#-R17Q8T U'LR_4-|@@DK|! MY01W)M-V'.(\$CVU1"6EAW)<#R-
"\$*8:1|)"BM".Q#R.^=7-@?LAPW^ M#A|TS(S6"NN|FVD%(\$>EAE&5A8>ZBI#0(3-|;) 7-
MS6V3.VD\,\$7|F3B<5 M@*" |"P#?UV| (54,@IDMNZ+*K0 TRIWM"PL4DEAPED'L^L@FD;.)V5D!5?AK
M(M/%&S>|UQYH7|Q5HXJ7&Y9 4=O94".Q7%ME5.7*@D?6L:8;:I\$N?\$5"J;< MP?4!-/;:2S>^*_!O?
3CHH\$;:"YX|9L\$|JZ#|R|@#V8- U%#7 7<%:Y>9!XO,|KQ|C!=(B*HEW"/
MAU_#>+FD4@?\$.0SH;8"TI);7T?25VI)++D5E0Q=>G'.D:3*Dj>2Z400519
M@4<9#Q8|/1%G<&P+3!E*^%BTU/A\$=ZE\$GY_XKR6:64FO8RXW*R>2" #P|X3WE88K@US)*#F092Z
M 9EK|!LH U .^=5;6>S2E-RIIY">S:@&8>O'SYS4,QB2*)3XRF3VLM&LH^O MWE/2@W30R^?
XGARNG'W61E^?G&B%?73;'>6DXOW.2 4TH*Z>(8GX:DQLZ\$&F9&Q;6\$9PY: ^SSS M 6|PL.*
(|3R0>|?J=4.?DB=|)#|BY<:>?;CCP/L,CTJYE6+/.HTCUJISJ.N M'P"\$+| (H,B^OJ?LZRL-
|KCX^*|7YBB_XQ:YC?0+B'?-O<&>RQ4%REGA-6G7C\$3\$YK+*<#77, SL M"\$,W%!9|RF|
FSBP5_0,%U@OJ9T0,FJR)#-V095M_-?QR?/%8H@:|@P| | M@'':&-EKTC26R98MC<%,&Q5S6"18(9?
&MQH->'+^ 2.8QU8RZ\$VT_>1|9Z"7 |=CUC_B=|N M"#&;<53,'MZ.<-|")4NC|C!\$|915Q K?
|T6K>_#0KCWS4):/T5!DD&@07SW MV9Y&2:*AT<=\$0VY(LDE)D?7CR+1"-

KF2*2N=)QL>SMS#+3M@M2T)&5)@_I8- MR)1I?F//_Y5X9.F4*H@)JK!B#Z;C5=@!4!IT
S47470DG1H2<2GABU5IQ/3*Z\$WTZ@B\$G/MM56?8XD>RFB/C-&BFGK_.*+&*7 M?
%JRL?I*X+UDJI+@GS!R!\$=O\1X^AUE7]-HPIE?356/Y\1BYFQ6.ZTV-@%6 MA_J@V:0->#,-
IG(!:#)P!/UQ%97KNM%BD7@O*]=O?U#I*_,04\$XOZ]=93_1
M)0H82^NE)@7"HK;^Y@K\$16UJ2I7U@G0-2*D]I|O<#Y('+B.%P-!>.6R[X4I)RD2)F>IIF7,YA@%?
SK4M4.J8'M0PBRD M4TCG^:2S !00 ^F443KUH6H6@T="H5TWI%T&CV43@6D4Y6'\$_T*I/,:7 @U
M^88[BT]U'BBED^_1';W8F.D!B^ HT%!F&JAJI1%)>|D#GGV9@\$;J3 2KH@ M;V
&PG"*WAO!&_W@C<*6VQEOZ(.9"D9P!8AZ5MZX!_7-S^RW(Y<8\$G!1)FY
M(RS)UJG4;\74%T?;S^BP\$HJ##!\$9!U^|#U|>^"L.JG#[0HJWD3/G."1WES
M*\$^*233"A::8HU^G_:%FA!JHG<>O;.I"0/5A#K4A)H0:D*HB6MW+9Y-39B@
M)A1SJ!C%).JK5!5X.39A.^JM0)'J6^31.SDQ350GIM14JJ>3TIJ>GL4X:D
M4\$@L%WFH(@_U!@8E!E!%JK(0Q5YJ'T@GX_@8GZ M=P L#PP)<@IRJI2L V>J|3WC.@_R.-J|HQIMY-
N|HU=T7NLO:SB_C&MOGFAI'HYZ_A:C (XN'?)!/+?%[3.0J.JQT|>R#KJ46>E07/
M"IZJ1#96BSRK=,2S+9WSKL(VHMCT9L.GE69\$N'XK*HC.O>K7N%FZ4M3A.P;RIHHJND- |0|
M7C80<7.P.R9%2-EK.\$+V>O.B)3N2?9Z 89MAF.MV(IU#!7|I-L AD-*,?IB"
M"3!IZRQ!WGL0K3N3K3J&5^5HM7(JC+'8VIJZ47 9""Y0O+N3/+J6;VU-S5S
M+*/16RS=ZJ=H<6LY&4="18K!?!8!(FB@:S@RU|=JF1'FN*O_."&ZM:Z!XY|L:.N*EA7L.YE MX|I'_'\$-
_P4F5 R-27V\ZIX\$%:'-OIG'XV@?_LA"C \V9E/TL=702\$E#^%Z52O_>7UCL=ULGCEK4S%(">) M/AQ">
(7PGM:*|G134#|+^9.0;2';=R;:9^RQ<|J43T#*QT--;@\$_IP<2WE%| MG-^62P)\$>R;IJGRQ(O*%P -
LQW5HSZ/R_CBF;#_.<+R8+!XC_AF^K-@UY_+L MJ_#6.*QE#;R.Y(22)06YF27=^CJ/J6PJ-
!3KJ>V2J.J3*_%P%6Z?|\$WF8!3Z_F M M8;!O+/?%>@U1XK+-G!SO(4O
JKGG.Q6L.%#^\$>H%11Y-.FH#Q10-*\$N?M2E| M SJ.'!@5#;?JS5BD58
:Z4^9.HPMU9B.904V&J;EC%=RJJJ+A9S63=TZWIE MD%|:40HD%-NP86^K_J+-2M;|QVQ2-
G#/U!|*6@H_%0=5-W#J->5=;123;V/ M?9K::AZEC?=W?
+K^0>FBHJ6I':VH071Z5ZO+>J"O@L:B091H\$-4)Z>ZO0=2W M3+-.
L.@)5OA"LB)ZEDC.)=N32M!Q%=?)SJ#^N3LJO1U>C-O*WE"\$LGO&KG.R M?DS
_+|FRYJL/5ZH"&;6*C8%KCH\NAAIDDW: AG(1-=RL2D\$YF8"ID0,M%; MF3"ZD EE+&2BODQ<0|?
CNFU&5Y;WA W@I6?+Y=XM"WW@EF?7,1AOM_:G.II5 MS|ZKB&?5\$6"V*!^).D1+GH,0Q*%?
T_6Z#%9HE)AED&8ZY?'7KTX"LYL9F5U MR)D*<.:%<%H\$9_?:.W=MG0XY\$Q/"B|TG;I8S|!%#|H6\$Q
KL%8V8+|@S#|Z":-.TI?0_~V6_))@*Z@|7I6>DTNL"4Z8,H"NXI(E!W:>|L!/M, M<.?U^9%;9,12-
IR6F3#"4W3%GJ*OD6|_?YA;(5G07"KBA90+Q.'C6D)F7U=6 M0'|!%7R;6; ??M@@UG #KQK;
(I7JN/O>ZGT0=|E/OZ_G<|ELN!RP>4J#^6= MSN6*X/(|RJM\Y26EA/09"5:|05KZ|P-4-A2?J MTX?
U7%|6|*? M6MGF(SCSECBS9>/HICRJ-S&0KIX|I|&%|5<+;"/@1\$12|&B^?8I9|FP%#D4G
M<+!PDX21!&SA1* B1-1C,^KO?-\$^|7[C2|9,?92OYIR|4\$?"%|OE^G5'J? M&|60'Z_O-Z5,7>
ZTNXVQ1NK1MS:WV*5B0(Q5GJHC@*VTQ%2OY2490>U0%) M|-RY<0IJ)R&-=B"YVZ5YRX. U!@N?
IVM'9L=|K"Y|H;LBU8%X|_-U'BVI/ M"B! MX_AKF O<*QCJ&M^Z "A\$CT.R6J7#A*A\$!M
M=%P6G"XOY=676U^UYI7B@JFKVJE4(#.:|V90@&IXM%;_Y8<|#?(X>\$%7T4 M-+U?'1-
0=3M+6%J;@:7>^|Z"KR>M\$G8|("0=M:D|:M%9TTPM=SMOR0H(2,5; M.83-.B3PW@CJ3F^\$ZT%H-^
+I2W<|5XBM+)Q;Z|>#G_4Z6 MJ#?|GQP/5(H?PR,68<\$@;"U<5N/^6X/AK@7^?BHQ!+'+X.
(;R^V2_G<*57KG M|OI((LEG1K+W)+D^XA%80? *-L2+%2SJ!-HJZ=2H2|X1M+VU%GC'D*#?YX8F
M|>VT_!TK"|:IX1K?P>F?9OEV::=[K0)HG|AE-J>FH.S'\$:XFSM*H4@"D"L M+
(AZ=X)HX"X|':JJ>26">-6F?TN@D*?;">;27?.#3*-9N=D<@LUUE VS<%.
MGPYUXV31:".IKIV6S8*YCE;Z+3,7 L1LAYK>"Z"|8_3ZCJ5U#7K|K;5Q(AC' MO|E""JIT?-
OGOUHB5T+,&Q2Y"GU.LZ\$+|I99K\$3('KW%N^U*-14Y?0PBIPX5 MM9A
=YRIU8,SC6"N0_K|4LPE#V;J>*A/VSI0"SN|1F;|UHU'K)"D\$4)1M=@3 M';X|*/Z9 +7C<4+FX+
(0|4P>F(N":J3'>WQU0J>D&T|:F@D;_#|:5.\$H M"KN|5WZ4Y+/?
6#YX%F0+#"4.KQ66HW"J|2E;0|D>PEFJ9 M6|CCRII1-
Q.^R1B\$;X+1R/H|B,1A|JXJ:GV;H&;&A:&:IFU|/R=W(NPPH5 M<2H3%N+5G,J
81LK%6R_8@X5;7(EYJ\$0_."%PO3F2'2-P*NSB|M"<7HO W<-Y
M|TB=)VRO>|QFMNL=+XU;7,."6Y'V|3?WC/)59|#+)J.7C^|EA<|>HO?_A4I
M)9FR)9AS&1VDM0V|WI==7|BAD,-SGN6;"V(-BP 37H;J1#W|5-|I6^*_3_V| MR>R4)
~|B\$.3,11(9D'YRT&5'\$!&0@RE,08.-)E;'&<9(RYTQS*)97E|* M1|DL9P%+&4).+D;>+L|0|'.
(^>|&LE8/ @>LI>UB,4_*|M^A0US2X;:DA9(@)MU|UI1ZGO6E^*|GU 1:8PKHW*-3<>^N.:\$T
FA.|ONWXXK0R961 MN=X)W3VC(-U9&V;T;@&.C1^T1J5^Z|I%S9O)DU%@AQZ DM#?>
M*K&CNTE=:%'T?T3 BX\$ _"90|<+N'J# E|1UV?;J>= 5Q_XD4PSW_X%5|H#
M|M&|>R@8@N1|M"&.J6PY+NUIX|_R?I&2>3961#/)D.)WF6Q((,T)ZY#GF\$4 M3B0YH;3V
X33^D|<5W@.3,+S(PEHD|MZ|"#7B|ZU9Q(R|B%^P("Y/XWOGPD M=HV+"4LE?
LZS#;|D596*&T""X>TD"QZL_1XQ5N\$2\$7>S8Q0XD;P?YSB'T'D*J9.^ZX8GNSBU;!50+N\$|7+IV Y2
M,E%&.(PWFS|@*F8_*@=A\$!88"-XI>0'H/K71,(+L1LE+!00VW|V>*OLV\$3 :)4MB>S4-
(8#)|#F6Z;)5O1'H*E-A'(*0AR;*/%\$L4!%5?Z|9/>H>0 9WI@L:#H+@F8HJ"0 MD-YA!(R:E?%-
'&S|D(2|.JHGIG(BZE)*GG!(((8-U|.8MTA1GHV(244HX2B 4(DY!1B;U#!RAMCDO1/V 7V0)U28\$Y?>
>|:MO.L.0@\$|NFF7=1V|ZSG=O=TX|)J|09P^/: MCS\$-NKCDV/58WJ?
2FF^BQH&C5<,1XI%*VW.BRF|LPSWG768)) ^N7'&WH|9QS M+ZQG\$&WUFHK;')
|<8S#2|=S#GI#14@ MU)'))@);'E@7FI*>RTG8L)Y6<..N| '4WO|1C6%|JVVCSX/<78G7:7N+ M-
0|J|-XZJ;RFT>NQ(7DUMASJ9GZL@&B(|%||
M\$H0K9Y.XA+:795R&|U=Z|0>41P^>|06T\$ _HPWOH+PC8ON,NU^\$|.I|@OQ\$2/I M:TPUVLX0T+?
TNN,)R*BU)DIL3I;H1HVW.O!*K(\$ME7"^CU_?2H8V?I S7:#/ M-#+ZQ#?4_V;7<438-NZGN

1HLOWA<1]-A'XMB>5F2+ 1;:/UNJ#H\$.A)0CMP MYL "1%/, \("OBA>B+7P.;NJEG*.-
Q&DIK8H5P)L5JEO6LQZ? 'JQUA3NQ\$JK M>C\$SO9>.9WFDYQ%.:D -GJ
X+#L<2LAX|= '3U[D+!VXK^J%=%JFSVUL83(!0Y&"+5CZ
M9QPXX<*A5E*X(U>Y\$,ZNX:9KJ'VU5V01N^33|@^/| "J4<|@9C^XKON>V: M4G,3?S+|>
MP5= *7YN:/II/RK\4AN^+FN&XWNJ\J4K(S&IKKW40>RL'J1;%6O0_E/E# 'A M' VB'1:RW?;.
[4!_JZMJT_Z>:4(J2JDV/*UO^G=|/=R2B?:3:/!;; JL47 MY1U36>!IB#K^L^;@R
>2<"KLBj9YPJ8QF!E#36T+(KUWN<(G%@EUII0^|-R# MG'F\8VA3"YJG#8".4D\04?=:?MU\$*
(VC9#)=RB_4 0#T>1_XZ|=Q\$(#5\)|D& M\N'JS\FZ-A9A;"DJ')MJZ4\Z#^G|M:63GY\$VL,@!S>
<1==Q7(9V?<<'*9+,H M?M\!S)S<: !?M7AOM9\H0187?/57X=-% RH'2F);JNF8\S4LHFP)V,UKL\K5
M\W@6A%V02N6DCU;[5*96NW:R"%^IX=!KZ6S':A=GZDM+9WVK?:H,9H8^O=,C MRJ0M7>
[^4TA%&^VZVY(4!"]>L@|JF M>#LZ1N\JE&02+@X>J?K+S\DK-
H"Z8)JGG%)&#.Q.Z\$3+7<>+YCIQX"\$&P?.44 M1.4K/?SW^OS1T=Z>1RY18147?HSYC@*RYTPTZK?
^:A&1JZT3S&0P4Y2A)K>5 M:=#J<@JHGF+EY<*YV(5'LNJERP)"R<#S.??0J)4IVNGL"
< (BEZ(2ZM+?"B M53B2JL(U9+!83JC7/%"M6<'4WU96] \SWO@)+"CWY9+5M\ (EWR!092424Z-
MP6R\W>F98"<|D9N'A@Y+% '5ZC)T\$HI&L+T _J3O+L5@ (PV
06@M5^) >5/:Q0C@NR2VP2AE;PFBN,28>;P=I:\$'C8&J:Z8 4XGB\9 MMAU@'1I6
J7OHD4_Z9P0JB@@_XJ=@+8.K"/35["^9:1.BZ\8">!BM!PK+F M:(6E^*_H\&K8JS&!J)D"OI
[HNO0N/9B&')<#R/5\2#_ /R"N6'M)S=1Z + M>%IIN1\6:6VK_?+E4#8\]
[NL,,K:5COY224B0P9*7TTU..C?)UCYW7*FGJW; MV*".N%WD*R6/_ #,G3S"J1%|1*"E0SV
#X&QQ4\I*_/0X'406= D\DS\ %:G
MKZX_AZ\S_59^|U|>L+YOD13\ 81,I(Q_>N'W\|IH+ _+O_R\K6=,RC?A'NG1 MCH;2R\JO5S!6&
[0^;H""@4A)DF.QDG.)L\^M-W+1>SF)%B524Z3"8@N&H3\8? M\G(^BH9%"T2Y_EKPRQ.IDQ2?
IKH\4>+ FZX=NZRB%:(AA)D9+L#F0C."505E MC CVF 2TJ^2A21\$B\$Q+BX8 J.9Y0NR1J1MEAU)J_?
V&&6Z2-4JCU?'@H\$Q, M\$0: V9H/>(IZ(YO)T^"@ (38 M\|JZ_>A'Y%U: %JL29Q.!RFBV^(QXI_ADW 7V\$
MB';D(*S.9Q)\Q4?M=X_?'R_RWML92@?'K:"3P'%+%H@4B39/G(7+W8Z'J\! MB\0M@5[:
(+0.WL@.GC",J:LGWE X)A+8#@/Q\^, (=DMOP79WG+6_X7OZ;Q8H M;O:,7@FC+"6)V\$Y/RW_#L\|
(MV3(G-*! M8VP\J;_ P3@D7AF)Y,\$.ML B>7\!@;'_A(H\3K& #6J>+J#W9*<.V2U"Y \MC M4?
8"#*458;!=RQC_Q+MS(0SQX+;%HT&)Q">[R%C(1K,M+X\$01D&L3 MS\!P /HL"8TZ J\$JF8XM8Q%.:')
"KJ:6**>XSW*<^\$'D\YL1/\$M_+JPM\7S M%F484<\$\$_T4QAH1=|AE. \J#7GN0T?
%!I1S:C*EM#A.&8PB1M-5"ZSB"" (#="1!,>!,\JJB9\2L;=MX M\|E< \$#/L@E-% M? X\ "G!\@82
@[\3TK(=_IQ3A\|CZJU%TM*E6HS5/M:7\J\6CU.#MZ:S%_6B+_ M N\$YLU#?T%LXG854LBB^*F?
KE<*H%*SKZ7A2,#7AL_Y:UU0\N84&M\|S/L8
M2YM/M&3Z2G>H4Y7(0>7\HXQE4V(*70=H.T\$YA*V5!?(0Y_9K
M\J54_05C^Z3MSV;2\H\$C^6R.:PX\X")!Z8?8>"VU1I\$^BG\O_ \F?G_PMC& M^ ZV?SD
:I\$|7+^+I7=Q6RLM?7#6"AN+%9.CUDEJ8\978OS?0N_6UL)D^(HY6WHA\|C*.5'V\0J\|M:H#M
M.C3UR5 ;%W-U\$V_O;GRA;H6B)KZ8?+^B1*Z4F#5.4D;4.#L :FMF@4&T\7 MW.&Z=((PDA:P3/
2@KZ+C\$-YR&&VRGI*!YW4N=?RUW6J1\WB\$=U*YD(^1<& MDSBC88N\Z*@S:=7Z4V?
(WQP/63/)>_S@9;PC;UD3#::\7S@MW_O!>PJS_H'3
ML_%JFX/9=#H=3DN.=./JV3&:)B=4N7HJ3>51PHC^9BL?\$(4.)VB9H -.9T.
M*LAD/M\|K!\@1_G/"MA4.GZQ/S\$J:|CB(5H^Q)<2T+!S)N#('3J\|E'BX&'= M6/B;V7.H(. .428(Z%
('">6\$&+U\Q?HI!:"KBR6\|-CY M:*>=.:S\$S=Q)9\Y)-\!AD M\|F<[3SUF5S/'?=_59-
J"83P\W9C\|E*|0&7:UB=J=SJJ+!|((%"Y_@X\|2.PZ< M-&WDMQ\|W>IMZJ_!NQ-
!T8>|EUC\!9P&Z0\|GRSNL30"-#"KXB0E0:/S&_R M"%?DX02L=4/9Z\|@|9
%F\&_K6WU)BXL=WFS*%KTZ#^&6\B\|J3+X'3G3 \6 MWR%'%'9D89H;I=-&NJ&0
1D#DCC):@Y#V/(\$Q8,>I5=?& M=M.7+378V? MQ RT\|<;U7PG?
@)#SDD^RYGC:09*UM_D>"Y\|UI\|VS7SUUUQP:%PG3\|BI< M% 8:AC&2?DM>2\&"2\$>IF+!^?
49.Q%I'MQ^3\|M9#-4=:T?1'W^|X*^8<4Y M: G*8+;T8U:"%>[ZM*N)>|*D" G\|EY^T2L(>-E9?LK_-+&#/
M+HF#&RWE5.1%KE/33&.+6H:ODF^#(<3YC*M6YD9\3?P2*<>Q9V":66JA\|P:/ M\|
U(OY'T\Z9S+/I#9G3 Y_-0L?|QXW)>=47%L-Y5\3HFRC<|. <1\|.28 MQGP^87\|>-S
%/S&M_Y: &LW!+_A.G\|M?K899'I)6D?61)K.<|%FU@G: \$2<\$ M-O1B\|JH1J8*^1&W8"!
(.>#|!%OBX#WO5/:R2R8L<|SMG=R.U,*E^_3V5:O MU!^W-S\$2-?\$_^T/R\|%+HL9\|4'(\$5WQ0Q?
Z*|\FD)<1\36X).5\J:K2MT\$A MD):?3\JON8QDU \-|J?0(MEYS7*|O"GANY\|KR\B*X(|:J7G(\N%|?<
HN41SYR?THC((FI/*%A%J48B6P; MXZ@!_ \@YYKEI-)5FD\|J2H=E7#Y*7G/;-^G>
Q)T7?:_1<|/I*8BYG0XB\NYH\$VPV^2N5F;V;H-+1)IB7FZ-VPNE@HBC MDBKPD_N?
=+T3\|D%T\|M.^='JV?R%E8^>#:WTM#-W_V2W&J>T=QL>6^#MAE?8 MTQ1,,C4GAP%-
+7;M#>GS/%L3\3IR\UY'X<_<+ #00JMS9-YNCW!"(U\| M'M%,%W>?
TE90^(K'D..4MFAZ=!U*.Y/#=Y3&5H%IC)\$B.BCU-CQS"HYYN^&9 M!)V@S# =UW\ZK
ZV'>AO\431T7DU+VAYW%,&IR6)WY-JJG3Y7*GI|=U_ \J&N- MB@Y\KS*26XX#G'9N4FU1EE&"1*1.*9U?
16A9C"6\|&9VTIYF"F:-BDZ4=K+V&Y)A<*SFF=.^HZN\|R=,L+ MV32NE""(_SV='*+(3H^+VO+*SVH-
Q?5\|GII;S!5J<>O#?J%Y5\$Q3^PLPGME MM\$&WG7I(L;4HR5=&'A7V6V-4%2&N\$&OI"K 6&A:?'
|Z4_A\1':|T\|AN1'7A) M\3QORO\$9M&S:DR-3_YXVT?A\|B7-V2H:K0*FV+"6_.*(<|8V.;R/?
(%CZ\|W=52:JV6=)Z7UV.5KQP\| M(7.F21J>('X\|@B>/_ # 0:UG>MS
)>*%Y.DY(P=X4+FOXY=)Q3IB:P3^W)H\| M+M8\$)_ FEPLUC+-T2\|Z'(P)!
(TF/G_*7X9DIB\|J',,T:0\$M@.38"S70:KQ M&>_4R(F0T:N.MP"2\JM+IYS'IP?#RMGL2#>&U2ZVF 60?
B<%3)\\$JJ:./= MH0Y4'8:| "@AY*_.|D\$)V?P8) ^IN%VT(6N6LTBZ;^&WB..RHIQ)V1RE_R1%8 M0-
I8\|=N@|-%\$VX^:)+ "JJ9\2W X @M(8 &):?3F*C&-/ETEIM&GJ^YC&O>8 M;Y'N+*
:=7XGI/E>43IK12;YM#\180(5D<4T>S*9J58)-?U\|+!-ZOP\|LZ3Y\Y

MJ"KQAC3,,)J,S/Y+;DOUNKT6MV*KCG,C#]4HT[ISO/;>SZJU=Y*'BEJL.9A.Y M*C>P/_ H
MU(H\N=:Q#M2-.,I.XQQ;B4 VEH8MSZXUSW77M(*?
C*6F3P1M7.#>%4/ZIV)GR=*U(!570/I#>!MV803AHF'@_EUFSS\$3E%D!-!47Z)[M FBJU\$:87&
4!_3&OK38=:[H"+J 4WUKWC@(:;5 6"FL(C,Q(N7FR-730\@ M9YP1N:H9^H..*2=;M*4J](=5H?23 E:Z
/3'23@ "X^MPEP-6T I2M _RB(C>K0%JYA)VE MJ7\$((-K!6O2=-B1Y#/ 5TW-:Z6(/IAIT\,028WAJSX?
#U_5MC!V%00Y#8)(MGPOFDQ)HQ9/ JW9\$]UD)8^!F89Y;C*^5.ECH?-AZR8GT-4)3<=)50&Y=VM+F
MHZ%%SUNDE RD5 JG0AF3JK7,MSDHIQ3Q"=@U B,^6)2G'\$H;A\ _D[@ M*"=" '!0L"O?I67"OK2)
WL%G#@L*>A.X&(0=J^SZ %; O&N7N1HBHP.S6' M"H15XPB41 +;"1.XH6U-92GR\$'#3=Q+EH8=J0
WE9JL"ZQ>&C+*+K(VO<9TE
M!RC(WKT%9\$&*6^FD0UX CA7I\!&&K#*=,8Z./>4"QH5+D+XB;/T&N"AA@)X+6*F5A17^!'9
ME+1G?(7-KV/5Q4?SHSY\I,!%W\X\@U[F@#9"A?#L(S 0Q2=S/\$9ZG!,BHR&@ M!)TH'4Q X#/-
DZ4F2=>D@ (W,Z(PZ<||-G>.SHPBUDKLYDXRDQOQHWU;LMR_D;V)NEBUZ]5[U 4P"4[=CYG-)*9-5
M=CC3K/X.\$UW'N8U.BKTT<,+O#\L MA0'2Z]1@-D/V<7?-NJ7S@RP>_DT"O\23.I\$'_RJ>
(+/B7[\$Z4UM"0MUQ^ONW0Y_&I\$_T6'ZO M803XJ\20)WID :HX7@@&
(CUWWR(24U^O\$N05Y+W>JP1Y!7FOJRI!7D'>Z[U* MD%>0]WJO\$N05.(AM5&Q]BJ,PLKP%
[<_3%01BC?MK9\]?8E%>0W6N9(%>8 F ML_C'55L-L!7A4"XIM&P;/*0=_KCM
J7]JSXZ4WUR43QV:HQ^XS[CS^@R+@N* M8S*W-I*KTD#
[@R\HU/@QN^;>M(!):QUW#O+AE\0W W;KFL<L.^5PHMU\$'\ST MD5)HVRX4MU#
<[2GN]@R:#TE,ID&>>L:PP0*'H2%79:KW1X&+@V" #H)[(\$..
MGJNO5E"=#G.Z0.0]!@GJO(HSDVV^!^J]@K5-<@MX3]W;LX):SXX,<=K9+&S.
ML4T/;>9@IHHCK?[@M)=AZE:>?!7L3%O)*X4%%HKC7)3NFT"UY-Z_"JLN48/G
MPW,^+2[2/Z9MVS;#J@|&J?V.UD&PW8IEX69+0M*5*C.JIKA9:8=-KJ965> E
M7\B229;]6#O&&%-0_9).VJU (@O5U\ZOL'YYLQ0_57,6W7HJ7'F,2D^?%*EQN4V@29A[%O)N,ER
M5&M'@6.4XD&.2Z&3\D>\$E!\$/XHJFK(UD)JK:<^UY-Z\$3[M"C0)OG#)T(+UD/ M
R29Q3\N0&*.68"DF&C>=KMIX1F[9\]8-V&0C'@T#(.8,@V#J'J;0?]+ACQ4V-
J;M3W+TYQQ0E)7]>D1M;-NJUQ322 M\$21KHS,(6Y2?,_G+!(CN\F1G=0961&=D4&W*N-
Q9YV1"^T#30W;IQ83C9-N ML9=N75QH)M:WUL6FCMTH* JIY:FU
"G"QCD)5[K7M/]3L^XMO#NJ6JL5:[I1 M5\$F'Y!T?\$4R#=#6QF\$,@(IY5\$D?
5MQ10Z3M0\$SJ.R31VJ)/YN4IW[@UPL,^(-:W\VL)@WUCN2_6:XCJ M,:OI0/%E"5@U
[R.5'&@_"/4QXH\FG2B-?4_,I,&%)4?4-9X0[N>X54P*LW M8Y%6
2J//SF,;948SJ6%3C|\$=VRC.E25E5UL9C+NJ%;_PN'?=H;BC6Y!#;S MHO"_F+-
RM9\1RP2Z1]/T#3>;2,%G^I|&T=UM_&5J1>):Q;EF+U+/D?OZR8- MSLT)*&"JL]P?
LNRJGI%)5DTJ_D8._JA' G-:R&V_9O_VT5(86Y!L/I(YE MB\$YI,%=E"Q_=@[F2G7I-"T2YD
WZM[39*13PC5JC&=J(TUOI//>*2;6CN=U921KD:_Z*Q6LS_2+;51^I]4%"A?
MYL6A22NE=FF8\3*,1X:>^OW*KNX^HP
M2XU4@WMMKSMN10W(EOSQ^JH7UPQ03<>8F59PB!RC9ZY*!K;JRD_MUJ>4\$J+_
MV7'[TP'*6W'OG'I:2Y79Q\E_3Y>*M>+F)OV#LF5B>3 S0(4T"R*=%!'J9KG^ M?>;UA786/IR^RPR?
KS\$3_ M0*IJ5B6HU;GN)=)R./!J!JTI@6D3WSC1_NJH&S*!8\$/L 4LBSB42=AQ+W M'C9U;W41T/CD9?
QLG7OC5D ?^X#DZ"7<,\$\$P!1^\$K69A/XSWA@A>^=|<:E M#,8B.G"A)07DF3K^+
<_#MR\$EEFPJ*D\$MSX%UAJY"4,\$=HRN7+AMZ=@D"(=2
M2#P'OG+),X\$|>9@ZISYPD(DP=B/+8I'R.4DIEE:(L?"\$ _T0+83COAI/GK
MIW#PLT1C7'3HRE@VI<^N06.;^+WD4/Q+?'QQ<'00%>/CY<.:A^W9X?M,X)J) M-%*&O@%F &(<\$?
=5@FL|=)NF(^+)#_!V*S-;&%36R\IE!J2F=J@K!X:""X!O M@&%&%@S"!W+0!0'R [O
X'RA\&LK1_..EXS=P/7Y Y370-VO=O@)+GQ(/^'Q+;8 3\0#^KEP1+BN2?[%@?EJ
MK>ED^N/O\84A+7<8_#BPV")MR6"/IA%+ _X#SKI "IXL4BYW>UA)\#VF7)FC
MV'%4:B\8=325)H/9\$B:_CTRCOBOM))*#FM@)J;2"*\$=,C4D6QF7@,JB] U2/ M.1F'+Q8T@V1(5QWO
7TJ9AY\$Y"ER[PU#E-"E6DS6YV6S^&) M0IYI_J"9?2PU5[YH*.D-8E6/E6^J;JC5V4>"H/;>+ S?
%.*HGW%]8(AGE M2 Q&948/38U7(1Z/2@:M3Y\IDC+ _JENQRLS^6X6 M/H"12KYMOT&>
@&QPI#@_ ^C]8!GGUIPZ4Q*Z5:Q!+N&O8+/-WY 9ICE&J=G M+?X98[X8WEZ<6V]?R+Z0C03E"F3J
<\$I?FHA%< =Q/+J4_*Z&U5W*>%)AT^J9 M+ITP593]*GD3-VO/EJ.#/A+O3CUMKAE:@QF0
^0[&*J!)MH*:]44W_OO'(@%'\$+)#QLT"NIDIM/1TK#JQ&10 M,?&!
2C=Z>23DL,TD2E):1SODVV+ "+HP^@3)\$69U-SC59E-4QMND5*/5:FS MG<8.^XU:K@J00FZ@-
Y2Q<7%T\ID(5ZM0#V60\,MMJ9-(JOH;0U;7!J]2Q>0UPXC"3!6!FC-1V(#:\$JA:: MNV;MT^4,EWT%3_NP
&%6[MV! 5Y%#J)6.LL+E*BCNI/2A('.>|>#;&(^8S%E
M^;B*C#HL<6^JEHISQM6>MVD'QE'!X#%&[LG]3:!*JN]>N+>GG<+%DM]QDU#=' M@M#69W
&MPXB>R9G\ 3+V=6I< 8+J7U)9_#E3)>3FDC"U! *;#C6^A_3NYOF
M,&=N(BF\Q6<_E%RBC23P"B+7%9U^HI6 : "70DY-)1PTC8593"NJH5*\$Z]L?9 M)K3V.0\GU]884A[+-
'M%%PUBA%;OW8&EHU:711E+/W MLQ2^N3Y'4DHZ6I8(K8+=^40D1;CB>GM>Z;)K)0B&.IA-
U)%::,?:-Q>SW%U*I2G&%DO1U:;!U%GHJ]RBJX[48*JG& KRF*/J6Y: M49:863UK10D4,Y!BDW(LR4.J*(
J4H:42;;5DWY>0P+;,"@&I'=KRCKK&FZ]J;DD-TC2WM&JN7=HV= M#/9IL51?71C8T1P9IG%\$&T'9:
NN4&I(?+@'V%'1U-;@'O5#=#Y2<:))5@2V/ MM'W5!=KW3:X3PDRT0.R@!>)]IC9<-M9\]?\$ ^GTWHUP*)L.
M9OKH[,4N_9+GJQ3:]MI-5A#B^D2L?D\JLX<J)^6Q.J9-)XLIQW]N;XG%MGE= MW2.;DDI
(J25;2(+,RF#XCLRC1/*MTS1#++5.;9]BG#/FT&"<"MUNT&>AU_ M+N"UH^(IIV!)NU;RYHG9
'FSX%'E*4TNL*F](HO8)9^6M6+ CZ[KV_2W3\O= M*" _&?|_O!*Y?X9KO&=Z#I2/ DQL,;
0QZ2I61=NUT5AG6\$%D&GKWPE\$_.J4 MLK! (4S)]>QYZR)Y/I-Z-64BEB8M;-T9CLZG7N-
+%K3=KH/I'Q2T&57]0^ ^,* M%W &R[KPJ'=O,=;LM>1D>BVUV WFUL(VN7"
+=&.E60KIW@T]'J!.HTKL# M+MJ6F*80D&?BQ;4ZH9VKTN(@+7M?;T\$I>DJ]Q6\$27.EAOS004=Y?=

<&/1&11 M?F+ZC1TI&H-1*=I@I@W\AG J.IH@R\JX800"B&L\$D*E&R'440CUB1!"(81"
M".4#S4'.)803*H3FR1@G%Q+":_ 2U(T1DYI8@;VBI3\$+L+U=?X.!BHNTC\UV
M:=&ZD18\$.96\O2HGIUBU?1N5@U+B-3A5-/\$JAVS:I-N5FT*JS8=ZEJQM+/3 MAM)=K-
=7XL*3T\B7@DL%RZ95B+M>,Y8130"JG>I!;=%N\?:+9X)MY7QX.9 MJ@|-^2B-
)=:Y^3J;W:RS3.T)XP)I70ZTW4^@/RKG56\!C-=&T\Q3KEJXN! MUER6_!;F
MM2Z^33\A&!>W(JR91T\IRUK!\^!/&U)&L-!T":_ G,P<1MAIVQK0\!M_ \V Y!SO MF7B1'S@P/"N*
F<>LYQL^(JPG/=0>EGY4AAO-GX04<0AF\$*1%18BET\$KXZV MD&/_&4J:P%_ \$"-(&?)8B&X4U0<8D!F
VMUS+LXD4K@B),_6\&CUO>ZOCV6Z\ M(\$W!M90*<*U\$K-YN:8:3C('R7_UE\ (R\I%\$C1&QU
DB8E7)\$D?\$HI-J. WY MLM/ 6,JH*OC/IS&4 A)B>8\S3-S7X5XVW03PJ@#D)8MTZ 3THH@=DV>UVC1
MCO%+*+G6/.\$ZO"KDTY+"UQ XAM*2*AKD7(M5&/OAL#
MZ>WD7\%#HWNC_BN(+6Y=1CG@CL\I\CK6'\$N44>A#\$D4N5G(TA:2;I&>VIV'2 M:6_!23N/SY:S;.
!I9@X%H4(0LTJL"Y-94J+\$9-R%V?4+*GS^)^V2\$X8Q57%P M*2O'>L(X=?0 59E_(ZLY\ [U\ 2K\]+*=?Q?
H\ L1XLVW'?JX%R=:28\SV *= MD%W_5^+YZ_!JLFP@)0-5*!7ZX)K&Y1\Z3395S:EI)*HL5?TNP^-)G
MV\JZ_:F\HOC)RS"+,D%FD4T&J\$KW@=MQ\1=. K2AQW26O@;RB'P\<')2SJM
M+ _OZ^?/((^F12_T6X\1VXP\%.5"Q"5*!JCTZ#+Z/L'Z#F 01\!-\$,7T?@T% M/G"VKB>-
F>X&ZA0:J.M#I<3QPM176*7^;3HXMK-(*^L9B\$N(AUL/'1L5X53< M*!BL'2"\$&%\$
M7_\$EQ)M9^D@(:AN&?(JN@36,2,5JD9LFJ_ =DY@YC!0LERR+78HS6&[2F8" M>Q8\@*L:%\85MWI-
2:AK9BM8*R"1CL6EY:_ IH)7 M4QM-) ^5?=5S&N1_3\1JB:S4K\$#^1
M4I_R>T"YIE/SVJKWV'17F\I=0;D<=2)T\PEPJ.FHU#%VJ!W);KT%+UER"1Q@J M3A 3%9@!
&;WR@_0@R.R0^MPY8\$0^!%>G*0I_7:%&#L_INM3RK\;M>Q%OB@C M%K5@|ST'6!
<3D5M6DXX_M2P.J)X_T\$5Y1\>\$8?NPU4HA@O"BQ%.#CIJPE-5U M..P9Q:J=GR^AJ_MMJ-1O_JL.
: '%.&2_N;XATQ\HQ6G',ID.9A.Y3B7 J5AE MO7,1?
XWG_R1VA'XX\+ ^T0=>MZZP=%M\$ASL^/8OZ(20";.107P%#',-H%,+; M!2'Z?
4\$Q/ZTD=. \Y2P>|C1ZV>?(>MI_XRR5\#17^C"!\&\$M+8+AG"=<&:.B63 MQVRLU!W76 "'C^#.
<4;O*VQ\$TVM=J)MG5^?EI_9&\IE+ _SD_<;GFV&V8\$K\$";%RZ#3YO\$J=Y'>7QP>
:GB@9\I#9MX\CKV\CYX\2<\|FFH ?F)QBUIP KEQT>A4\TK
M3\JE,DKEOS0WJGRIU<2/46P"3#!\$J=8%D17%G?,V_X\$K4/\$1CX(!*8#=I*V/
M)O\^T7_.1T*N(CZA^>2,.)1\CS*^,!\&1>|IT5LZ\,QI2<@@8<|%RK"63;F\ MNGJW.1@;"S<89V-%?
*EWU 8R\@ZW,F>P\$W+ _?Q@R7VE+4GTRD'UJ(^&H/RTS MHL\U1;D&, ZVCJ4R_FL5?
W@THVLE1X\$=HOIF_B^PCPQ^SF/FD>-MM0#N>X5 MY\$6DU/W=Z'4=&
IT422D=G9=_ (%'Z^)%_REO22*6IJU>I^I.LYL=M)O/E>E/L M; >OJR9/>\$9L9/S(5!SDO!5C9X)
(DF3>3BHV(L^Y'YJ\^*XO 5H2XZ_ M+\$4@421*?\$0K" _WSDO7T%) G,-78BL,))0VSZX^JL%\$P&
MRIMWOL"9,R1>AJ9PD(Y>?8:VTU9E9;!ORZH':0-<_ HGTXXWS9D:C<*D0H4: ML4
[.F#,LX4OTO7SF.)CF>E<IJRH_ (J:YZ/2\QT6=M+[M^N%!\4Z.ZK\1CF; M-0ZYQF7BS!VO\VI^CJUM?-
/+NB-W=J9'K5/VKM%[\7&C@=Y\K(J^PXDB4R27 M"7:PS'*6@U*RALPUC5X">A8(D_6AA_U-
X, \3\|^CU+E1E%&\$BQ/RJ^J?-"X\A0 MN/(4QYV8P-
6\$WME\$_IGYP%)3V633\!LFQ,>#S,1N\$J7" T&!2EID4?I:TKFI% MV>
[.I\@HW*TYZBOZ%D:F1*7K*AJ85ZZ>8 LB<":&8:T2GUAAU49%A5%T7^S/ M:;!AU?"P8UWQ(?-
^BM\$DELOR@"E":V0SR6;!,D,O>O. GYS=:5)N\|M:>DQI MU*?M-Q\IASV4KGM)7U
MUD*/@N&8(Z4D\3>WH1OTDAX1(I=?+TV%VZI(L"DMT79/M-T3:?=Z1+I.VN\U
M4,75S,&G5K05P:NZ+-:YJ:*&_ 6L"U/@^S8DK16!M.Y&*RCF!6P:S'8C^?AUDQJTPVAN:D"%\I
M+F9M"='A>@VH=PC8Z7A76?ORZ\$4./;HYS^0KL>. MGK\|0>KQW\?^_NWV\J18JE,25F.
M,>U76XOPRF%8-JC^AX(IT-XMJF/J*>Y\J*57@Y*U-.(
M>IJ6ZVE\$X8PHG!\&%,STBG2B<.:;U3:CMFN!O4I#!%,L_&TVYAHRI6XRN*NJ! M?
(T3#T>/M'EYXRFBF:"W0W-ZH-F(8)0+,HK22T:103\M7\$Q*ULP2E>,HO:2 M411D%&-2EA91?VM/W
5P/ZGFB\NZJK&ULZ3_W8XU\X>:'MP2LW"RE\$,+!0% MA@":A>W*?G>4%MHA8&,M5+X-
Z9E#G0\ZTC+J(.9.I35LB"@8(3S,.*\IKPM M,4+)6F\JHJXK8JDOMM0'4GO/M\2T^F\ZENUP^QF4Q6-
MW+|\3TZ(=!40# MW'.)R8\$S\$Y\.)38(= #Y62QTBPM=K70V,&SI!):K/2Y5GK:U4J:@\FTV.%:
MG)G%F7DO@W_S(VQFU9TA+/J%GU*EV='I>3J8Z M9'E/#A#N,<2^""5YZ\,R!AO3'C?8^+#+>6\$Z0-
+YR??P:.)"LN@4M^&W\JTT MV(S+*"L\5*N="+AO)7A?|<>H=FS)1VO'61HUE06QN9LB0:L#L9"Y ?
2BQ.M MDF:3Z+G%+FM(0PDMF0W^|ML:,2U-K_3C@.:QS_T%EA2\$M@^&QZL\$PWIV;\$*; M16"(
F*OV\$W364\2^_.OX&MN*UE7TT_4\^Y6=I\$=,;>]=_H:VF62-=8EL\ M\|SH\F+%.8:SI47Z*/
!+^YEA=R,\$5Y@/+C98C\$A8P1YSUN/12CLZE8\|P/T-: MZC#W_>^|Q1@VY,7&(G\$4!P2\8R,!8B\IBH
QKZ0E5BWD&YL!1_2BK3=DVT% MP2N^/=

<5K708:1.H='HN+9\|P(HJ^3Q;!\:UK9J+8C8EW7V/0M6NVQ8=W:8\$Y/ MQ\$.!Y)6?C@!HCO1 #?
2\)\NP.CJX ;%;E>U?LC8;ERZB)971'\$80K;!\I/79'3"
[%!^ZY>*E('9C77'FQW0_O@P63A84\XG;=9\@.OM>FSG9:G*O:I*K9:3MI)\MT1
MF;0X^%QDF0">'194825KE(A'1T* (I\TR-N5 ;:L7^E6\,PL4,1W%26=)V^7
M5OB.28%M>4PU@=8G>OG\$U8O#X.Z4)Y=",!EB#|\(R\Z\$%G_.10+%(FR):J^KG9F*, U1<* M;N6;<8
.6;*-)_?+3=Z35\74)Q.WP!,J8ODS;UY-@W"C\,W!\,@O_EYQ+!>%3#=F6(_@
M.S)\NM2UG\T6\I,.)\$J%ZV K5SJ\,BTH3ZPTEQ_D7L^-H@|N4@?EPZ)11Y8,R
MS!\ISCQD685UJ_>T@=|9(^|4FG%8\T+3M=W\$0..)\$DG>VW8;-)_MFE%\$1SBPG M-
!%HKVI6A)RR"%:,P\G%MNAI91-'S;VYWC4H"8PU^P))U&"Q=C+-%EU2_J= M"K":?4^>T^:H?
IY)>%C#X\|HF%&^ MD1H=|M\1X"DW_+3\WW/28 OB_Q%W F?V\H.*OK_2CLN.^7E:F
MWC=N>0SI_H#|:*DUR0R91#>OK9F\HL=#4I >B=*VD\GCQUYA-^QPF.T7GP@C
M\|O_LQ\|P,/#3*W(J'HE1RZ_WF(YPO /XVFXE108J#IHMV089T!68&EC%3PU
MQ))2^+*VPKGVSEJQ&+I:R97QZ?X3S %G^3JXDN)X31UIFM\DN^VZM"U\?|B

M<3&HVZS8%_7_HO|_007_NX|R3J;G4'3|1#V|#=&CA_P|%3WFX#BE<^%Y1<|8S"9#HZ00
MQ\$V(WC&|JA|-(9HU^S0>+YI+YP=9//R;!'ZI5)K8==|49.67*Y'+-DN;KO/,M|=X|SB\$|#%")(-
<"|N,L|RO-%KE4(_9*+;1M+&?C<;L1><8TE&>;JW3P4S5 MA^:D&*OJ"/VR.
(Y|F;!52W8@4=QU=Y=|_:#UG8=P5\$|Y*#@#YLLY.\$KN&T<) MD-:SE6CWT5%Z5&CKC.UKY-
QP;^LHV4;CFE/H^V)/79%);K:41+ZNSBM\$3Z8GJT6,|&?/'A7KO2NLCIF!\$JE|3:2/-GF M0IYITO2);
|/"ZT|(%KD %G)WU|&.S8CAA).:'M^EB7 M4RQ1D<=Z40_A_U#I#@L(<>!40!)E|)%B+RA%90E(1S 5?|[-
>);5\$3=+|T|/E ME|'UK6"!ZO&= YHS|@->845K;F# 6 #W|&P7Y&B,@.)8C<<+D"FAA|(|=ER|
MRR66!^3W@R<+;%#&C*ZZ*X|D|K !L;15|!BN8<(C* NWAQ%F2XK;.CK'Y*J?_.3)4&,|TSP|^T
ML2BO@BTK@97'|@*YEY3 |BK370Z-T'%P1'H>C,N65O_|-\$&V\$W 4|MJ162
MC170DK"TI6L;>|A:940DS%=@+R>'L(W%<"Y<|H0-60T S0VP)'@MY4AZ'P>H
M>=84+|4*:3EB,B|F,SE+94W%CI:|^,Z|*8/L'0 MX1%+RT:PFE3HZ-@0|_1,)|=AF
M/B@VCY;Q,45"E2T^\$|J\$HH21E;2YQ?HZ ME|'|7EF1KT>URM)!#F!&'"-SJR -8X.#-)28C':|_G_M?
7ESVTB2|U>|T+R8 M)|U2% Z2(N491|BRM:MNVI)*|O:|OS:*1-%\$&P38."SQV|_+,%PDP4OB 1(U
M&|O=(D&@J|'9O|PSDHW>L(KY/.004P+|_ZQCVAB-28|C,EG\$*#@4^2 PYLO=90=
|J_5V9DQVLEPZ4'VIF9O#\$5T|>6|A6W|-D:: MYL')U)\$D1Y\$VHJ"V.5%L>M6Q>|!'7|!|93R!>A7T,H-
_E>@+KZK.*|4%7% MO|\$V&;L9N"K)V"*N<9K4DR-|CWDN9&MDM _^!|8V*"ZZ<;9K;@S4W65V.5
M^SF5L;/KK\$=5-A,|YDU9ODR-8ZYFU>B)+H|!%CH?DG5>OKZ8^OZ^FZHM9L;Z8 M|ZQ.DA +C=
"QQQ^);|0G6WK04ZK;K66KNS0-NL&^W&1DK3@7X|QJ9*TUO& MXD7MI33|(\$HG-U)+_IK9(KL+
6VICKR,0U#+1U|S5LPI*|^Y4/YLRBC:-5*H&P6B8KQ\$2!7+ 1,?%FZ7
MGLL*5%HDVM@H^+M*E5K%N|<_OE M?&!;EG"O:-
NMDXW/A5S13|6I69#|IKYMZ92.22" LH^\$|B3"4:50X""Y%FP?? M^V4'F"^WOJC
\$?"MFM|J;,@PV_QPU\$T4,FP^3Z19;R_'8E,|%NNKNC8VNNS. M2MDM+,Y*82,?",>'^V..8G%&5.C#
<_K"ER&\$>&R")^%<)G#NS+Y9.1|?1\$@ MB7(GF2Z'%|N8ZM<3|2<|GN0QD1|JWE7.8#A<5GT-
|V|E&VZ8BHQ14!&_UV<=> M2UZ_3^8,|^::O*Z9^;@DA7!93Z_93\$*|C9F\$2U(@:?.+P'.H^
>SV*66CREM ME.XQ'-I\$W;|9HODU|W2Y|3UU0*\$S79|=F3^RI1W.6A0_BMQ|^8X;6FLMN;WK9
MAH;+-NQX_EBHUI-O\$D)(XCV:0SFSL|7P8."1+N-9T3|GZ9M.&UN"%3U.^+)VG@&@V*L"|+56
MRLU\$A62>@XR)-PH_E'|L_|=;S%KYG7P9&XM9V;#[+6C);G|D<9#|S;6DK, M"DF@*RG4Z^4T|L|
3S>J"R:OY|;K.Q?G^4.)^|O:YWF;\$>3&9?*QE|7UL!, MT=V;Z6Z)DC2?|@I(JUFL*BG"JB)A+=>B?
06FCBM@M,W|+1W68|;<4K*|JN M|8\$|TC%-C6\F2Y)7G9"|R=<8?>0;3+OIK)6T
8.12";CTYUUG#2H(_A|+ M%(JORY/WS4W|&=|^GK;MAU#L|JAWG^S;U%|_#OJMWMS:V-=)0L;9B;
<7:"UE| MR3R9E9&YB0&C7F>KMG(*^FZ:17TWS8*^FV5I6)_MBWKOLOA=ZZ'XQ|
(35|WVOQ8OH16'<^/K1&W,G'+.R.|L#?| M|J0|?4-8^SUY?+@^D|4K_|J_<>'MZQK+?XU5+;|LE|!?
GNT@9!|L+Z">|RAT6#3J|^|"G)+<;!=9ZPKMI% OO|#D(MKVXP"|M+;29_B6L?1-T|VMPC'EAP|5KW71
A|&Z#|W(EL=|R-3=E7O@;P&G- M^KRA<|E^RYBQCO|6+W#DL* T1YVDF^SKWQ/8 WO G7|2O|P? ?
X(-O*PTZ7- M'005P"7/C65WB'^96|^UO=& MPXZ3NJ. |804LDJE!/W12
'XKA?!*H|K@H*6Q%L1Z+OFJ'^P^/|4L|WYA|0Q
MYC?;70=M+U.T52UZJ|2B=Y%NM2>|Z0|49M:I2_F|^C_W-<J>!,W!#\$!:>X@
ML\$HY|0Z87O|KO:5%#\$W|78LV!"GFYL;0B:\$@6_ =T40 M) | =?N3LE&-5* ?=6/A#=\$A8 N22|\$<|1J
&_JWDYWKS5)S13_6F%?|5I2?Q M|\$OW:>8;."-6O*|J9#H';-|X+ <*T5|
7KU#>U= _F+Z2'JW=C80TMU(M1D+807X.#QTX369BI'(G|O3AN2P2@;|HFR'&,"XN?;\$L?@0.&O-<
G|>P)W) M\$^2(7|+9THQ'8R7&V/: R84/YXO<<26KV2Z6E5|2^9#2S@3|N">H1&"_2MB
ML<_N@>!S="FOS#6L*,>&BU_9_8101*X&9ACA "2D;+3:P00*K>#0:(P#;D- MRI1-@|NX)?
Y"Z0>,\$Q|*S%|,I4!.M_*30V\$TV@L\$2(&DFQ!;\$V*O/R'V^F?U M|'"TL?6 |SHEH<^OY. YPAOM1?F6O)ZD
M14X,6)^Z-10OXQ|.1.+|SMN^PL_.L|-,Y|U@JQ3|/D2I34QB%/4D"U4
MWK%3XXRFYDBYA)W_4LDD6VK\$WJ=BB>2+|PGD)-"R|Y%R>SC9/'%+XB?_)|
M1P<49" T&1KZ+9'3ORJ2++CDLAQ-(T&=%\$*LIP1.AUI1."0P-6A64_98A>|
MS90IRUB^*7FW@O:VNF2+@H3/>MCE!@Z-83=(X(B0W*\$SP'%. 'V0G'SK@W*&
M4RB|XS4=*X&|LKF'=Y@:YDP%"2&GE!">|0\$Y#XW!#5(5+%O0*76,Q_+7U%'
M&JGRG=S*Y;2JUZ@.E2%=6L>W MMU/HPE,&F8)^<
\$R\$|RB>-3F)|-009W/AR|8_VA/./|OGS0XW1T%Q+H/A% M0@#Y!PA+:O|H F6AEQ?E?=L?
DO%!LB@9^F;|;HF8J|/.,_T|J|&R /0EO0| M;40@L=YZH#WHVOGOV|W|97>R\$&HM(
JY:=@O:7!#'^\$|PG4E&Y|C"?|J%.H M>XX73EAK>U% VA42AK
R&O;C;5.KY&)3MLZ0C!|!%/3(AW#=#@0!E\$>016HR1 M%)RQ3)U|?
A9QFI,5|JLN(EF,PX:@/4AS4|Y5%*G20G9|R'|*4CVY9?GX"#EZ M>;1(JBQ)*26>|TX91+
8TP.'94_.BT\$F,|9M"@.);QS?Q M+._Z\$X1Z0A7ZKPRL&J G/RB8,7P8EFS.
M+;X3@W5N24K|ETG_VZ)F!8C,&|JJ_3B_<|TE)P@_ =BJ2<2(C6AF|VUA%:"| MZY\$PZ0*Z4KX!L"
|J_*X7/PN/>CTXSCT.H^>:Z|9F0NK\$S)2O9! XH3+:QHEI M;\$V8QO!7O*T)8UKJ9|UXH+
E^|>15/."D(PJ-YR8LAW3?,P&|O?(P,FQH-E& MNHBP2!21XR"VC,.;L7|*V2MTYOK:>F=T\$+SVV0;5/-'
7?9I6DE;+SY0%N1- M|:450*<3#HIE/|F4|KV|.#5PGB1!40:_|ISRR0&J*(|&3?*\$L5F=39ELZ4#VV
MB3%;(Z&D8 R:Z)"2_X#XD'@'WK-\$A4(72@UI5|97C,"L8KW8 ?1G9/W(|G:C MZH>CS&/3XR|(@W2?
219#;I>T, 2I;&_ U|'"*+G"="%|J%V/."?DM2)9;|K'JI
M'.;D6:BYR2HI8P_\$61Q,3G3K/NAMF87|F%G8#|+|"OLXL|NPL\$|L.)M*,DSK8 M4^CU?
F(/9=20\$Q/I@|=|^B5^3'RO^,=,0N6-YX|B|XBC)CM?,%:@?V2XIGV_1 MRPMH|L|
(S)W^>#6)/_ =W9=#F|38% M*UK3WM|&+5:04#U*7-MI7%!:+|/\$')<,%CJX-
^W91G|YZR>W/Y.N;O)T)ZNE M@%"9'I|DOJ|I" BHKO(+,(SM*)(RF++KDH40,0PZ4@KX)|BL
AT>&!DN',&R|C MS3X>4TQH0;0)*R)?8>_K=)5'I MA&|Z +CHX>;Z_L-9;5GA4_*D-&V^K#1-
ND: ^6T>I7G,MB= GCLGLO/A=23# M)EE)03J|(?-:@YT.HBC(:5@Q.M*@C7C,

-5GJ!T<14#A>K#&DY<8@IHM9PFD M/M\$XKTLFCI7PM9;T;6: ^?_E&T7T8I*D5<>Q+OM^O.\$<\$
P=Z.TFR\$R\C# "0 MKX)%[E\1B"ARB,3X)1V019,PMJX;JL(ODCUW EL2:*PS'ZN _U:0L;@X)RN?
M@04JM0/SDM!K*^+1SL=QXRHG<&'Z9Q8+ ^[UO2ZJ0W,#T2
MFPC7(.UYF9Q5EA*Z^I6X^/X+@M\X0DGW,ORF.=N?CX2DR\$YI*7Z(O M,F\^K+HK)H+JI
(M8K4S"%@FVSD'J\ 6G.NL+"Q.J6)#E 3O\.,.P\Q&P*\$FL M@I5&SJ2*G MD\V?
O/2/_PLXK@ENM.%CQ69\EW1D^#E>UUR1A?ZT7G7B^ 6 T\$#(EXC!YXI MHL,8-W-MFZ-
JP_>YEQH++GG@4DC*H#R\NCB2O/+1UF*YFF9>VL'/.%8Q+Y, M\+8D9DW)C7'H+
[I!;%IZ7O;/E=03!I-<\$LZ1@M74\D2'-Z.L7(JH*1_9P8BZ MS*&U2*"Y G-"N3].>R+8?B\;R@% ^
F\$I"S#V"A"SZ*<] *DO"?R*?,GQ <@, ^ 7OEQ9\S/Q!%*Q<.\$R M_RL36D@H @1>N-*;?<,[3"Q
'BY(6I_RYY:2T MOM).!2FT-Z3#D8R93%^C5TANB%\I0N\ ^.
MDUT[(5=#0OE3J%)"H_XJ\$P6EDSH(L%?2QX/<1I(5@XAR(-(DK%092O-)<%5= M'"*ZFM:5=3-
MM\+ME0*?C?7M^5O5G"2S\IHLQC\F>U,J3,>A-Z#?X8-P_MYD#" (S>9EK&?(.M%<%&#7J\/-
^U>4G6EGCII/=87)TKK6;>K700_-'[JA=>OP'T4MD/O<"42NX9GY^@==6QZ:
M\JL^J:'>D\YZ[NMWU7S3L];<6.ODO4Q6AY^?Z^R:S\FN>'#@Y<^V)%SWJ\WK M!4B+I'-
L>ADJ'<)/!LT+'6\TOJB\JPY2&JJ^? 9M;20_4"F6H PO<7/=;R\$ MSUI^Y\ASQB7KX9T8C1Q75GIE%;JY-
Y#&+!GG4,3"MJ_.0'L,SS)3^J); " M8DY>7-5/*D%#:Y\JRJDUX3".
[.G\|XVF0: ^J075.=D@TB_2DFT/1DSYF)0"/ MJ7/@UO,% ^J1_P8(+%NZ!+ZA-?
80VY9W+@40R'@!\|/C*|C%69CLE1Z%ZFF* MS8UT1KPT5&?JNN794G"?JA^_,;N\NZV T"7S=*,I+IV.-
4*U"UN/\$SAL!3 M14IFR,G\$7L%^H%>4(AOKNVUV+57OW'3=E"l-9=V4J\$SMCE%W3**L.\$'WWL9
MRJ1-B@+(M)*^|M\$C(? H'=F^N MEK'KEY>6+!0JL:6N+THX3\;Q 9O(H"/11E:>R!0W6Y-O4S83\$-3J
M>@20#;,067?#6:I 'GX>PUQY&;N4*Y-)!WB/H3188@NEFU3F9*8*=NY\&5'U
M+U;(N=O'F,J"7:P=AZ\$83WX^J8+@IZ#AA%E2@NW^PB[?ODR4)%4QR,)+>=(G
MT065B#KO/3\ _UT-<;3<JQCH\G;(. *&D)Z\&9#4%?25A?DBE?CS!OB#VE#D:AK MUK4F/HL;&;3/?
|^%OZA=8E8\$ ^LSM7W%/(@(*=R>P.T!XIR"C\9U\$P\$, -7T^ ^@ MEOLRB](4?)F++<;?
(AG\$<1,'K\5X\KWT8"*;PP:RYCZ\#S=6P\$&&X,E+6Q5K
M4S.O9Y+>EYTW'YBN@YW2W#8+C\7\$TXTP M4%LO/P,9BH&6'U6<>CMF)\ND,O T'I'%.?G?
*"I1;+W+7U/H/1E,07C,2XW
MR)\$=1E2QEXUBQ*TSXFJCE/;*B*9BQ!6LBICE4IT46#%)F(_">72S6H325>Y M9/X".U/QW*9Y\K+V/-
=0/+>"SRVU>?M+424-%4M\U&+/[GU3#;*4PKA-7TSF&'..KO*HB&L/_QN]G1H#DB
MW06%+H+:9OGB%L52Z=+/P.]:6/55D,W.@MY 6%BE628/?/%&/GJ]**Z#(4#C M
27LWQZ7N5#"+"F8&P\IQ%E36.R\$K*4MUC58+:%\+ (HLREN\RFJXVC_.6L&_:"^I82^^29").!;IT
M\W\$Y':Z(L>W05XU8E9RNNZ6B*[-QBITS9\6E)C\(_!KQUDL\XFX/6J*9:4U
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M\TCHNE/KVR7=D0_FE)3 MT>SZ)7 D(='B?
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S%M5HUHW&N@ _?JJ+@L (*=FB.O7F9=G6!&;H3<6WNJ" M2%22*3
" ^MKOE6YZSWY#U8+\$TX\$E6*?PKN\ M+S".0I".
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M:K0THV%:XJ41*XD4C):JKX<>OA.O\Y.&F<<^1J4I/TWK%]=559AV)2*N'5=
MNJ"55U'I#&KO:N\5U1655\%ZNJ*AF9K9T1H75L=H-CNH*C:EJIC+#Y7UKZ0Q
M4FFYTA*Q\$J&JFE*CWJSJUG4=-\$1T*&I*253*@MJ\VG0%E,3_T#7E4JR@FJBW
MC8ZNMULYEZ*NQ3Y%0\--J1?2Q)9D;0Q0C@+\$.7NRG1'6"-2E/KX=%YA/UNE M?
8RFV\JM\CH=28M2\GU!G#I93/*+)C5JWZ7Z6_+'C@N&=Y_K&"X7#!J\9X*QQ F5+ _?KQ
MT_D3O,Y;'^=+!CV/??J\$#3J\|/G&R:'3W\AL\$YFZ#4FC18%\96%-ZP;J_#F ME4.^7)<=%
[:KFNXJHGM'-\UF\J#14C= N.2K/O, F M(4'^,A [Y*!RC@;- ^K9,IE\A/>#3PG"N?
9\$((!M%PR/WQ\['N:61\YW)* M8.3^.? S8Q@ASKN^X# />1\6>16=9SX.D'KRH^IM\SQ_JFL=R.OX<1-
7'W^\$ M_D,O=X:J6>L_1\$@W=_LQJ7&S-3E^Y5^HR?%O792: '%_R< M*4B7B; ^ZUM2U3AL3?
W7=U.P&)?J\6I+X.S^ (^9HOQ\YML-TDW!=5\BN<+V2 M>V\N?O?VL;1F-_05_4M)HC:1HO,JGH2
M<&4U">/B4I7QENFRX\)\Z\?75@WIXH*DU=0GUW.)#AX\|UP\2\AHOL64_ \6G MH^GF&B5
|\$_#V63Y1P;J'\6KNW;B@\$Q#P7D)+E.PKF#|T&'=@#\J07?T\$RP MX'7MKY=<=MU\$^'T\;P,V-U=/^_
XV%|&WA^-_*5V:[PO:)\;R\|+|=E M"M\5OI< WPF<^V.C09AL_HEP&1);2GR^|=P@T\$D\|<,KRMH+BK)
MPTZASW8XV#Q';5>0*1!1('0"10*1;:- (HT7_N(+,;OH=4'):S\$*I3^WLVZ4 MJA-
NGWT6(J^+@E"ABD(5=5FE445-\SD.5&F^A"C\|5MRJ\$(2_CCV,P601\2S M+6&\LB 5UA\|
GI;YLN"/>C7@YSBPOE6,J;NQ(!\XY#VGSY>K#!%88JZK-*8 MHB;+'>F7\9\0_6RIK=#\CI\JK-!-(?
T;ZVH\3\83N.S8?L W?W%9JBU); MU&655EMV,V13J2W;I\#VD:DML_LY%K?
W\X6.2B.:)\N9VG)\$FS*:" ^D3!\1 M?AI'M)?55?R/PG7M@-
T,/7>'D)ZKX9E+1Z6U9XB;34LZ_AT7#4L: ^8K-2QK M^J34L*R5#DH-
RU+#LM2PK&T>DAJ6M>T35L.RRC LZU*%&5288;TP0T>%&0\4
M!)MT3'5>GH7O"M_WNL'2.+4<<&\$TUFVU\8CUPB'\@YZDG%B\,12,6H%'F\# MCX\J&G\$4V-
'1;3>PX0)8JA4'-?YIOURYG@OJ.3R_!R_Q5L^XD\|Y_H)<_D0 MMBAZUM6=_TWWWH
+1MP(WCPO=ZUY8T :&X=_N.\$\<%TXN&_3NR7*IOOPCK M\|OC6(IM _>ND?Z\KYB7:#W0;J@W7X/X
Y'TLCF"\$-SOA\ ^ _JR86--\|3* M?M1EE84?0U?P<_CPHVL_X\49>C*N%VTOK\ ^"J N08'?(7_#>"/8H?
|*W/ M7=470DE_=5F%I; ^II\|127\3S\K5B5B\ _YN#C*?LF ?
+JW=1J.FT)"H\|/(BY;OS^)'GUF:D9BK3UQO\ M=\$9S?OSAB#!A!=IVA M:4:-
/4:.8+IYRL_J0;\|T)O6O* :MB'JL\$7Z ^\$6V/8Z69@BS\|)+.N?PEV MWX?
17794 ^*GLLN/"SZ5VV=;QLQRFFD),A9@*,4MR MV?\$@9N=RCQ;GT+8L1^P+-!ME\|V%"YS-

INJR?S3L@_9QC/K=UZ<JFTO[V/F_M/SQ^9G=N\$%*-
ST>O%PTI[V\!Z\$"+DH\$OYEQR0"GV\^JZHB\|M_15QO.&:? M7D+0\$5%#?.H-Q)
KF:ADHKJLNC+QYOJSDHFI3+SA3BJRI 7JV79_=GF@M\$8E
M(=5E%9:0'S_=@F92LB/HF^|MA*02D"67@B5^;)C\$I"?KS\H 9D*R,^|*QPE M&Y5L5)>|Y>S5|
(O%TR\Z4|)%<-?WB^++DU/2+F_4|(OIDU+3+U8Z*#7|0DV_M4-
_OMGE(:OK%MD|83;_8Q_2+@_ =4H(FX?&3M&D/AHLDP0J5'\$^Y:HIOSND MS)
<=CXAL5+&6\$+=^@V4"#U%#C#0'K)+#2@+NCO_ ^M|:A7|X+V+7K1MP|C0V4 MCY"!S"1%3=??.?
|>N^_23L> ^P|:-%LOF?)L:C7YIU.+F_%B@9|OLCKP*#*7S M@15B|<+1N6L?C7%9-RZ-
=7TTG7:JHRVV\HL%L|E +D|JEOI7)8G|_|\&Z|BY2O/&9"
6Y^INJR#GZ_=:^CH7G.&CAJ8STWWUQJ:-4:E^9;W#L' M U7_6 .HUJTMWL=^LF;|:_. #Y@UM@HF@-
Q|6Y" ?N!:+/?/!1'GW':_ :VGZ M*3|/:9ZA|QSNE63O/9W_7L|U|F<<9Y,%^+.^|]VPIJ-'.(N|CAC8+>>-
QHG M=>)+E@&WH6KR3SW*:S38SP\$E2*X3D.JV3I|I;V: 6>R|RTMCNXY98/0M7LK+)|VK|I "(& (L
!0W9U%\$&DQH>TZU:\$L60VPLOEI#>MP8"?EP&TE0QQXWL/> MU|*U%(?)T72Q
'NZ^| ^OU|^ ^/WYZFLOGLW:JGOCO(8?2B+ "(T|9.C*A?|9U M">U007EJG:6-F400|D'L=LR!Y-
0W(OU::&:)'>#TKV MF/5X%_#"DY(1.YM@)5U0EN\$UPA?P:-2^NV+ G3|J'"@CHBEY =W9%Y\$+OZ(:
M|B@<>#Z<@%4*&|G5::VKAYMZ06%L* >B73>6N&Q63H:YK&N7|4KH|%^|7|*9
MJ;>E.W.N=M|ZO.TM&L5=% O=6)|E|JS6C2D<2XSRP_A|_B_K9S\$5RP3WA? M|J7./HN1|T5
8: ^)JV_&Z1Z+=53*UDU4*~?!SASJ_LZT3&>VACE)T:YY+9%7 M|-LM->?
*IJZ|0B|#Q3"B760KG"|YT3GZH-RY#T# #: 1Z%|D&W(3
MM6QFB"JY3FV7/NWQ\$>_Y>"GGOS4HH!'ZDVZ6M>6/@1%SFC7VV9G4VFQS?7N M-
%>/T^K&YC*M-[0HHU77M<6^YP-HRKA:ZMD3|)V'D2_VF'2TM|U_LT.GDAO' MA..WJM>K*C:
|5:/V|+0#D =OT9|KF+HY1U%#K>&X).9&W!"KU:Z|Q@|JVSDH MWD#>X+:?Z-D?.Y;^,='4/U|H>
<'T3DVV|'|G&'B92!/,E 9UO.ZYV#8QJQ M9.(>%)I<6WS(/O.1Y|I!)9EH<-1#GGGZR9<*
<2J..!7G\$X4;"C4LP)N!"*KH\$5&"5@G:|JOE 25FE9AEOPNL=+SQN6L)9S<.)25H M2|_-
Y)6CE.6R;"Y2H5:*6_0:/_Z|D;25E|=:90 E;)6S9OVWN MC3\$P|(7;2M(J25M%2;M='E|B5HG9Q\$O|R'|\$
5=R5LG9*LK9+3.!!\$K1*T+(O MPK&#@+.GD/O>+QZX|D|E;I6XK:*XW0DK|+0;|Y0,KE(O/GU^+
|Z+KF>-X5^# M<.B|_ |02P,% @ .X%R66)|\$9 |% @ @0! !\$ |T=W-T+3(P,C0P M.3,P+GAS9.U=:W/-
I?^WE^|!<|L=F=6|35-G&WRCNS87<|XL==VVNZG#D1" M\$C84H0*@;;V_?L|+Z(\$DB I*6%+|T-
JD<|"Y/0? P<&%/_ C>1:01R85%^|^I MO<-7|WN\$A9|P>3AYO_?
EX7+P=N|?'W|XX>=_&0Q^/|N|)A^%|U8J.FY9%0S MGSQQ/25ZRLAO0G|ECY3N+|@Y-
#^&=\$QP>#TT|VT_C4/Z&C?YSN|X|=@|.7WS>O|VS-C@ MY.#P9#!ZP|8#^O;-R|^>"-
Z|!FBS^J=|J9L1@FH%JIWS^K|WE3K^;O|_>G MIU=/QZ^\$G.P?'1P<|O_ ^Z?K>%-
U+R@8|_+I2^GDD@|3||3Z^'E'%TN+Z2>FL M.)|Q+?GS^9|J|R(\$
JS5YZ8|/!Z?'|VDMI,DKN!/0:1IZ&1=?RX%>S)DZ M+*X\$|_?
Q/3(Z&|P<#HX.|ZS|I8AY/J_WXY<6%S>3H|!|> 8F% -&H|BS2X! M|X|L3*, F\$7AGQ\$-
^)|@S'YPI8.@N*P5RKS65\$Z8_TQE3<^JQ|L:|_AB#6?
MS874)+1(C*D:&=&5U*::'HG|XEIX5!MWQY(JM8M5?I%6N&O ?YZ|:S|O?WZ M7",UF% Z:|0Y7R?
FGCQI(D&50Q6)45@%?PW2>@-|~#@| LQ:R|!L.LUD2.MM M*\$-
A&RD#Q573_%;:BI&UHL9B)#4:B5<|&MBD59_ \$%XW8:B8|VHB'O<|\$85:
M+NHTAJ(JZ8|FS6"%F.IX\$|YI- R%-O7Q2?)L/N?A M6,0/X|&VE7=I@|ECXW00L\$:U9 P|/#T|W3=081
PE:GT|A8=>|N11S)C5G M*C|B&@)3R<:O|W|<'*0|J1|SR5Z!)&D1B|%J|?7P(\$L,OM=+A5(2Z/CO
M|Q3@\$+81%W6WV?C|OI#%1|ROX7V 1TUU1ZJL. OK|A'@Z:*0Q40"MIX/59
M@/>\$^^_WS@4\$|+=T N+AI|W5^ZXRO!25DRII_27#OGAP/QW2 ;+N<" F)H\$
MJ_Z|OUYAC52DF|3?C!_K|?SI')2I*+BFJ5JUUMM6(75DH>I12OL/(Q|KJ|" MG.P829J:VZKOM/K1JM4-
9*CT"/CGXM0B8#|. D|HP'&J?=3QK1J|O1EA"K@ M.#U|?73X&AO!/1B09:U@28HDM\$A,|
49K6ZI!*VF3'.0^@0+JWLMO*|3\$?A.JHL_(ZX7 MV_*"
LLL%_7|SM/_M_ ^|>W1X9O_(C&:%U0+;+^3ANYBX|3|IVW@_ =*J+6#. MJ9I>|N)I:X/ZD|3TS?
U.46JQ)#M\$68WY^|A)<:C2 \$< MS6.O6C2=R+W%"2I77B!4)|G|R).U0VJ...*7DNX1>O?
1;\$:E0HP5GX1|#!T. MJ.*9%#L4<61HT3:&DU M%PH_'RCD-3LD8FQ9|?@'_Z'@_0C#;#/:SP:%5-Q
G"X#H 9;.R</_ (T>H1 M)|>42| Z@N&7HEEP%&X*2'\$-)QQ'ZW_@&6+HD!RA'F&1I*H49JK N',1MFD>
M)52<>|ROXY%FS@PELB35(T1^\$<)_X@'8P>>@1#CAHP!<4|7(25>1FYW%M8JKWR-
|8'X""83ZP3<>45G7: MYYLQ|6)J=XC>YO,*VYG|3\$R9-#\$V^R7**B0N&-9DVA :&\$LF3ZA\$BGYD&
M,ND)U1PF%SDG5-:L'@F2%8HF?#8TB2':(|3N MHY%B?T:@P,5CFUR+5=^)|AS637Y(@,8U>F;_,
L>MV.7R24:J&KK7KP^M|:K^ M,@KY,673IW7H>@ |X-B^ (W
3VDYHK0&M":0QDSX|FZQ|%*U_M8*BDY43%&L9*U|+ZB%/1@E@|E"HH.3&RDM?
%"VQ|!*AXC:P=1)6T MG"!'9>>VR5;<^PE2Q9M8.*S=!)V|6MKMZ*:Z/L,6+9.T06JGK!,-*?L?5^VCT
MW*).!|O:!)SFMW+A^;6'/H)0G.YN.<.|HN6"YJAV@KR/,#5,9;?#KOT3)|!; MRIKW\$?:*G'?+M-)T
EGTU1Z'W%S),;85>|J!_ %OGU/D)8YRC"1P@^>+"3 M4PXL:2><5EZC|F\$|F/"HT^HUDO"#GW?,*1!
|EJ#EF|O@:/3|ZR|28-D|(L M>>=O<7AQCU*PBA.1_6:/I9.!!%R-HTE,+&+DPD>I9 1\$ M(YELO?
2W9/7H7(1:4D^GR=N6+N.@YD3=RE^EBUOF@*RAF2:\$^|D|)/:X3"7> MX?#(-L|)
(N,\$R,IP+0*B/49F%^8F\$@ZGW+OCDW:AW4.:BZ8CLO.5F)Z|J-) M8J|)ANML
4.!!#Q/3S7"RR#@!|LK)62X#.%B2AUF|DKD(_4EHN-H5FG8X3&RL%
MM8)-2JZ7X&QU:K+9K./8RC2|3"1J0_7'X5;! G(O<&T&5|'&EFP"AG=TT7"A
M+GD(H2^GP=#DOL%XUYR.,#QQM9/<46?:J3U*|2(UC7B0QZWI&%6_:4K^M
M<\$Y7LI*2)1MY5B:-B9C_KD@F*(DE-4Z8DY6DPA*J8|)&7H(3Y*)3(S,+|Z:
M&'O3&4DMFD|J+O%J^ ^SE?(&+<;@X0*:1||IO&9P|K.\$.(S7@RYPG| DG8&+
ML9ZRK#7E6M#6NYFM2N7T(BN?Z>A?L'M9E0^?9!*: _B66<9F|@ +X19EE7Y3O M@%Y<&NI3|:**)):-

%Z3EJ3JM,CK#1I299W(*64' !,3/+IL%*3:I.'*UL:@6_0Y8 MBBV^7'M*5W1N URDV GSM:V-
^+NQ/K!1M!?:YY:QL[S=? M8?PL[D[+;! ?4A9.G*WDIA/G7*B>E7U!/? 6.J^QWG*?;<&_ "IR<^#>\C]"\$
MY=FS) O9ZWT-5:TR"[HND1_#73S^.*F*7D0;##V="ZF1SZL4S'NG8P2BP'7F<
M+F6E,MU=2BY*CS\$4S.Y[\ E^+Q2-Y^4@B8" =+SXF MVGH4\$+%";65;TQ.[?4] M&HC-
D'RO)IPDA\II%BJ[0#J@YA)W96BO%(U= %ER<+QJOCJB#L!-2*P6Y!FE&GP
#PE5]Z\$E=,AK+1BA4.D/(TCT.6VZ*#G"V% \$4A MMI)R/II0!JQ\$%AJ!14#Z%N?
J/2WZ0[UN3D]PDI65GA\$GJWQBIOQZA20A'4O MG2+W?91-EPRJ2#GAM')?
^4^OJ'[UH/B^N.4TA6]^4IS#DY.[6_3EMU3MS+E MXCV?45B1DM'>,\$Y M-
1&>WHM;IU+1;)Y+7&X'YPKZ3ISM#RV4XYSQ(3E&?5S.JFAN9_CT//=TLVU M&W!R0F_EX%Q-?
&!8DCS/7F_.*0;G#E22C\R_/(/*F@ENM]@J^!7TG9#;'SLJ MASSE0X
123GU\$N>&%P=C^XAT+NK>\47%-C^G'UBINI9W%L>)^H1YT">"AE - M(1#V>1 M9)D[IHT"AD[GL-
)V;9T#F0]2[GWTKCHKJ#?-VS0A[43<3LLY[KSN M>VJGPOK+5]M'UJ;MA-
;^&K43VER)/F+KN(=|TX;:E+P382MA5^/"|ZW7P<((M*V_.8<":M%Y@VX"3"WG[F]NUD%][JG_!|0(:FZ'GR8@&:4(+WJ5;:,W>,2BN M!6[X.
[B;^5#//@'.ZNT_-(!OP=S+ZX M\%'.JWM^)\$V=/('LUUA+|^D2*:O|^+BW/-9GM\$F^+Q\$R
/K>L*GB.1O?U2 M3:#JA1-V%697Y=V.|?9KJ S%X" %?1:S'X;^5>BS&=AY|=|P/QM1[VM>WS\$-
M5*;PIF2:F"5^-XJ.[W?|R0#8S>R%LQGP8KRZEF*7I0004\$P\$FK6A6 B|FT L&#-/:B/I3:&_1VVK M3+
(9W,8|I|:R9#&EP'BDM9B:3[%^+ M<&(.]">75&0WFS>VW+88=<:\$N4-@^4/@NG?
@|B/@B8+Y^_KNN\$?? JC-F MS!SD'E<95,%29V-7JTVI*T8X-|/\$K>'|BX0^!
8GD:6.|N#:46U"">4^3R!V8K3R=9+=4+T-/RX9Q[T1FKXS%69_(5%MZ"\$K]_Y
M'*1225_.;K.S)MY'8X&:NJ2%NP0)A!|QRF;,&U
MTB8=D|QGAOLRE2X/U38@Z;8)#Y6&|. ;YK90EPIJDCG=FFJ5!FI!K: VR:6| MX_GLL/#+-#?A9YRZY3|
(<|U#A@Q*1YNMD/[NJPT"0 0?|Q\$^^^WH+\$H*[ZZK M:-!3%*|E./6IJM2)+O L^:3ZN9B-
>|CO0#>SZA+AR_*C0GMRC<-UR9M]I/R M.Q>84_2BA%F%%"VJW >X>)
[_MSZ:F,S;7.YK:K4/COBUMF<=;JTYPC=K&)= M:.W;P2KMK!??S#L*.79UR/'!\$>:DI-Z;:/M38
M;8OZGXB'WN(358IZTPCZ >UH6Q45.C'V#,,PPD2W8GB-XE4(YH_JV:@536Z
M.Q\$OEK)Z/EY=IPN=XBWT2EPQ-;SD4NF') &_#MU>&!UG4YI-1QK)MNH5EZQ
M2_J=Q0Z6.E8]W4HJ=4&O:P@U&5M=^AJ"E*7#0GF%!OUJD\43YO\$9V*Z=*IC M-/7-
^Y.O8JQKD[5W:C'0|TF3+94+SY/KAX\$KA""Y7L|:M7=T3QB,PV-<#B. M8":CD7YK-
;_VMY:FUD9J&Z9Q!L@*&[|BSN)|KBL(9E=ABCSF^=E0WVR.3% M|YR|IT%|;003^*
!./2PU1\$>-77PY1+O3 /S)XHZ|4%GTP=2|<;D>R.3>#1 M(OEW*ID#WV8-B7;C8ZJCA:U-
F>G&9EMF*T=P|^.^07^EDL>I&;Q94^D+T%\$OMF\$Y
M!^5NF.AC2VTZ:KEP#P1_SNKYA7)L#;D.KHFI"ERFKDDTM-U;=& M!8F.6F%YM.@V&@7
Q9TDGGGFUK"X;!<"I1+;EQVK:06D MBU@GX(1F979.XT;J^'@1=TQNJFIT4J4D'=),J|5*G5
L|:AJ3=9+=4+TSR*L M)WU!P4XH!F'!/
MP;CTRK\$WKZ1T)U1)/DJ6IM"NPERTD833UHF)^&.=Z;F)TKAE&Z1WDXBNO=VC ML<1QBG(8:8%';
[Q4]V6NLDZ4MS56V[9>JPF?4<.ZG'(H)1|^QJ)GBV61Y!SK M\$*J|R3^,^O G"
[.C+EN.3H2C>^X5I|SND^64.4V"8]E:=D_T^PNPH/I^C-WQ/ M
RYHH|4LRQG|QT,7R1\$5 >OM+9"Y8K0AE2 VI1:P6^H1_ ^;;RM2,&E^A4-
M#:_VJQU\4/(:B#QGC'<#Z%=Z;)T!@50N_ =C.D|\$/&O/!/?/\$_ Q.'= M58@;*A7W=CO*E_+K:HO(-
G"5W6YP|P)9?R)K-) \$4R:.W_N4D+DAD&.XD.5< M.7=4E(MUI*#:4.I\$|B8&ZCX:_1^\$10^B9:Z^*95.J
[M\$|HRAD+Q6N=5")TD MUW=R.OHW%A<5J\$+ZV9KIZN2JTH=
M.%76Z8)6O|I|&MZ)!0VTXXZ)@H)=D/|J_XLY<6J|*02)'W|X?U!+ P04 " [|@7)9&^,9 M;G\$G !|B0\$ %0
'1W# M(D\$0YZO*KW*IRLK|RW|/9T|^ISGB_%L^M=?^* LET=Y&F=I/WXUU|^_2 MW"" |;
<_>DO_PO@OY^^>_WH^2R>G>;I|M&S><9E3H^<C)?9%)|4YAS^S|<_2UVB|E:##SF#8EQ!L+D
_AM24#&@C-V'3L;3/_Y< MOP1JD3Z6/_JOWUZ_CR?Y%&\$|72QQ&NL#%N_+IH7
M7|B+KM9_RZN1_>^H_X\$%V^#^A)P 9+_^G61?OG:GOXJ6DW'?#;)[W)Y5/_|M_ =VKRT>..3_-
R/O|Z:TX?<0ZS*:TY_OIGIX_K&Q|_FTT7L|DX53D_Q4D=P/N3 MG)<+&D;WL*UDWDN?
_UE^66QA"IOYB6K8/IW_1_V^!O.MB)-X-NFFY37|O/I("J8MY/QUE:F33
;+|8FKHUS0.#LQ%UR\$3M;K!SZN_ HX3Y:+BU>Z.>[F=U-. MJ^EN,N:1D|8Y(VE-.BE_.=2T=), F
*Q")5YC/T-|_I(KE#GR3P^FLUIR*30 M?GGT)5?ELJ9M*RPXC|'%V>MI)HR7^?3B|I|M=MHC\$Y:S-E.^
M\$BD-95^9WS\$>+C(O2EE(CA&.F"-X3X-*UA,('6EPHK'HO\?ENQD@?@8&["F M9D1X-
CLJ'2^K_;>#)&6|)^#^!_ (7*3.6(AS99D*#@8,9,3().JN&2\$#1ASQM;* MX
\$XFU!#_@S4:"629AQYLEB001VABIS+&"!\$HVA,|4QCL|XUH\$%61+;QG18 M;/D-_F=G|SG-
Z3G262GR"SE\$U_Z4X1261.|) MQHK";N2;&LE|A">(1FX|M)O-O7-R/#WV2QJ&4|F(X9<*\$,Z-
Z8H007'Z,&6 M 3?)F50\$6I|;"_|BV4,R50V\$O-.4-A/HR_&41OAZ_#FG5U.*N3^..PR2O1E5)
M5FRQR,E|#!Z1QD\$OP.=@0.F<_F:4>)<7R_DX M+G-ZAHN3?|RF<6U^4+E@M1*00\$R@??\$C@#\$/0*-
H)-D56.RW(=E\$QKH'X<& M3:;|&0'>+\$_R?\$W";U"8EAALDF X)Z=;60D>K07!59*22:0'HD')9Q|+
(HX,YR3:\$S|U\$? M>!MKAX@UI7\$5*D|>XICL|C/-%|B9"0=DU*H -P7L,\$E#2CH"SI|+@5D3;8/+;
|;W\$>'9:IS:G3@|_FYU^FN>3/%V01_9JF>G^?5L M45VQ-^4#?AV97%QJ9(2E39%B+G+1?4
/BD>:\$BU\$CJXU0|:#.*0(N#5S>A16 M0^=YB>-
I3B|P/B5EOK@"^GDNXS@FIJZ5&#@K8,E<\$|KKP=O\$";T0D>38PC- MW>COH1I24-V8-
XU%TO1P8#;M!OM?.#G+(U;(VV>. S.*4)3";E7H#.+W)%# MB\$;V<")P%<.0PNO&--AKNAOOJ|E|LZ#*?
%87W\$4@E\$02&K+KY");FS\$B.GAMS MN-WR'2A,T6H|1:%_JH0^XZ0|5UD^P_G|G-
:::J(QE2A1&!*8T/3%%4!F15U= MPBD7HY|:-|W 38D+VMW7MSB>7.9M
LH3F:SY8<|WUTU_9P7JT.X\$2/-2YX? M/3|I,LY&2< B BB1>|3!*9|JZY#B#AQ#='S'>>X8;' MQ_D3!?
HOOGZB0"V38;JRX7DQ0AFT+LZ0'Z>\$ Y6Z4TSB8D',SA1M;&B=-+ ! MK.&=;1@1&MY-

"/*E:R?"QPI9Z=J1+ A%C)/4=14'\$8_6EFX-Q%+ZX#H-HI6 MAN\MGE>=>SG'7L<8,H?
L+"U&X3/0*XE"D"0J]J_8W'IL=R,9DA>)P?NLWA[M3'U+_V=^EM,=
(_3U@%|+6FWT/W+%K0(7A8<<2\F)EII*/3#A;C!#\H+;DZ&! M
)KQX<7I\GL/.=WN=N)N@,65XIS1FJJ!&M!*0\C&I+_W)H7 M[431A_||:Z-S-
W)1406N)"KUOI2X/UH!NH@[\6!1G/?MZ&[DLXEH0V\0J7)%A,,O"& M,9"97#"?-^VM6O\75
#=8WW8T932=P@R%|>WYRIU_1SRTO8[Y?TM3OSF)7U M4.BW6*]J74D=J4DCUR%N?T-[BR?
U=7U[U\\$VNMO];+;H;M2M-Q87HZ*EX8(M(/<*R4 S DIZ2IY>?YKTE7?7] MZ-D)3C_F5].7.)YW>1-
ORN6-X655ON.T5K0TXE>D14^G9!_?(XHD MD3PE!YZ%>KPN(@2I&!2/R2AEF!#R>U:F
8XM/1,8/C\,+9QV&3!Y0K_Z^/<| M)6@3PO4DG8ZGX\6R
OV<+W1:ELIZ:15@4(1-.PZ>9AL8,U%\$SITKK< "-T,V MI+V^IJJF!\&TO9!W%I=G,AA3?_2\$,3F44AA(?
(K0-%SP;T3H!T M5FG'J'3S3)F[D0SI*EY3 C28^(9)4AYK+;+Z^ ?\$!
MO^; %BZ^DMFC^QU.NV=. @O:4:KEGLU7>8Y<7S\$S\$Z072\F/DE:"C/ 2 HV:. [0]QF; M7WBI
|:00KNA\/'>O:H=I=<%>C@ "8UPAH+4>IG:)|V+ M#-ZEUGGPJV\$94L0X5\$(UD6-#5JV>OK90--
[9!>%/D?/I60@32@T2E/K80D+ M2.&QHJ@9I6RMI/Z
_ZAP<[CD:B/.M@=P5V&L9N0B)\\$L1"TI!!LJ5G-5=S M5&3*GI"GG3FH#R1W]>1(W,HLQ&V_76@[T
:4I@[5*:UE&K+"[8W+XA?7@X/ MS+*<2P:C \7SGA'M>5?Y4>N22A&2MZYF\|P"<3+ ^=TYUK[MN
M:M)JK##23- G>#9?%5:=CQ?TJ^?=%M?;/! /TN6\)(5*9EKYDC%#HT\$#+FD-
M)@0T0F+H1=;W|-8AA3G|\$7%0?"@=U9W-H\LV_CC=)6H%L\ S'&ZP+@^X>E^
M6@LW_ ;^S5>1V.1:1M14\4/R?+=WS*AQ@7:LNZRQIA<;80%!I/R,94IK1H1E\ M0 XTX_-U0^\$8BF2R
1U5!A51 !8M0!MK4M2JJ.8T?, T#VLSVD1AN2?I8GE7 MDD!R|
(JB\$\VUBT9SIU1KE^Q@F]"=8)VY^#M;8MAR+_QZ0H!70?%3_,TES&! M0:&LQGK (R@8(J5%
0MFD))IIQDW1K3?4KL3RI8N3+_::V9M-_\$M\XOC(X
MM\$4\$503Y]+F>^&+U[B59"YYX#H6[D'NK=JE.8=|Z%A51&L^+A>RB Q5\$!E>/ M-
&607"9OO)3MBTPJE);Y7=78+Z/W%?U=*6LJ3WC#E)\$N9>Y"2<_)0_KG>'GR MC%PB&N2BF_Z?
J'BDE4ZTT#L6X JH\$3>Z1"8\43272*2YF0.0%C-5:"N29ZJ8G
MR9NCV[MB#)YW\ _UAJB3^ZVP[S_>VP1AY@5+6NHV,Y;I;-0>D;R%S*4I"59QI
MWGYD8W2#,G,JD>M6=9E^9->N&M%-?\$ _/K3TJS[MM@FZXGFKWZ21R&B*Y@:;\$
MD+4,CK;@H_ \$@.#-)R(2M[I@L0V^H04&1^%7*_GUQ["KE?>(VK&::RB:++8R
M(0'FP(@'.M4RL\ADZRZ #^\$95*;&L1BTJWQ:-MB*.:N1^4J3O)06!./E^== M>
[K)']>;FXLWY2I0Z6RRM79;1K1\$[9J'3KX2.!:99:=PUJI?C*4[C];\$[700BH.MA%:Z^-
JS4T&1**0VT;2.IMG MKQ>*L=LJ^4JZ?X#PO?J> L ;LM,!)?+6-:7WY*1*6>K"5IXM.@-4M
M7ES&J5UQ\|C>?A4Q\|D8B=TH DSE JAW?T3L&*4L6T*N@0NL8KJQ I \& M/V0,CDN0-
M=A|Q|/E<+ZW: N"JEUK|P|F|<3&E0=Q\ADLF@^UCN65M>ZH@;0
M2@0NH|;"Z)#L9O=AJP0RI#W\$GJEX<+GUXA9?@'XUI9G R=NS,!G'-Z7DFK4R M4K|P'+B\$A#4?
GT(|P.(%) "ER"4XFDLL!-.6=X(4KG%\$K;>_X\H>C7Q:AX!O
MRNO9J&.MCO\|A^4HH.\$A888D*.13*H9:'CL""8'Q6Q*I745ZONP;!DX'<75 M;4V;)G)I9.S^0?
|6@JG3E:Y=2/..M\$(R5N)"|_IAJ_ MV6J2DQ>B."Z"WA90TRC[1B>6Z|U>R?&[_L*5=Z|2..H.OOL:N
L8[7.871%+C= MC\$NM,|V.|*>0M?+@JPKY'3287".)E*V=Z5TW_HZ<0_#TW-? M|_>KJ=-
|4VY.NPWT|TF>)2X\HJQ4HLAF|HKS=>;71K(=;76U!HRLG6MG1Z& M.;2#N!^(\,E5*-G?-
=Z7\$)@F""SI&1B(AO?.I7Z04_0JI8 M JS954(JDE;=C>JY+GD^SW=WY1M)PU0T.H'KCE\&3-
/#CY81_ ^%J(*0/5R, MVP|ICY|/UC -FLNT1_Y=5(A9E_-?@J.A>)V-!E-O+JBZV>XR)[7*):N5<0TV M;|>
|C:0?X6"D?X;M+|4>*76CZ>+((0)YNML.CVRT4EZ Q|KGKY3FWHM27/_:
MZP:H(97T.:HKM8N@^N7/C3Z-HZRE*JAK5Q'!R.-S\$8+U!;S DKG47-F#4.@&
MKB&5OSTEB_815X|\$NK^AXR@&[RVY>%|<#* R38%/F5\$D;K5.74>;UD'N-O@V M(9;|V8G52'Q|.T_?
6B1= :AJF[1ZW\11) %*L'J/("0Y-MI:Z74LH>ZRIO" MVX1>|F>G5QOA-
2R+^&F>X[B;_OI^DM<5:9ZFN=JJV'?74XO3&5+VA-,*5R M<Y,/_E:++3A0/W6)O8
M6@7>B@B<;6Z,\$UPWY\K=2#9BR9%O#K1F20.9M\$S\$+N,5/TF161%| *YK/?T2 M2*/5"CTL-)N*J?
00'S9MZ=OQ(CI^VWYL&.<|_LNL?== _?_::?)>5/*2"M9
M.R)5!PDEJ*1JR6""^8Q/TH:DI9,W=,3] %SH>?M1&PC|R(GTKX?RG"\$J!LD@S(4B/*A\I M+)/>RN8-
Y7=#NA'AS\$|&N_.(I2!UT-[7:9V?S\B_ '\$Z+N-(ZP571RXT69|C M-T>;JCJCM4?
WJ2RQYWF)X|E.E=):/+9E+;7FT]"J7_E>67R*"R>K,XYCY%)&I\$9#UOFFHA;+3Z@0Y#&
M!JU0.=7|&L)|6'Z:..S%;L>O.WJ7|2JKI_;" MX Z\$JNTS9!(0:F*LL=\$EM-
ECPAY6TW>|_3376/9B5'L9'J8.:60+>CB;>7AK M^.0S?73- GDYFU<_OUZ\OM(D9.6)UT<7-
Y|WJ5G7GSP2DCO'R/4,KO91\RH!_9S!)>ZQ&.F* M:GWK=E-
L0|*)O7+L5A31A_#.:|X/3T6,9Z=G7=;#W^<4>G|KY%,#156#A:Z? M2YMSF[NL=IK676:'YJ M;9DKFT?
7YFR4#.^6U3,V5KK[1]:F2Q@P+;:2?8S" _YBGMVBV'OH#SR3OK\H MKW-
U_RP[D:.4#I(Q="Y;#SJK1\ !#_ED+RY=M370| & M9@:D)=|*I;J=UVJ|S.#!"@Z?'\$?W3F7O>| M;+1..YY
1E|;"#(&KIO\$6K@M|WX.YW'UG3_R(Q-U=^L?>XQK=V,YM ML,M%'WFP?:Z;|/?2!YS="(-
U"O<|&6X(V65*|F3*2I=?<@R^%U>-YEKW-7C1/Y;D/RQ VG8Y)GR8R
M.I0W=GL/H|8:#=X2D9.JEYM|!'(4-?# \$@THJ*F|:'Q'N=|JP8_I8^S"L5YD>
MQ)UZB>|YYZI&3S.NSN9=V|_+_):6:B(3\|6ZW!E.5M?NR7^Y,C64T@2G5&V^7;&?
6#Z\1'O&K6.@J58D R%X*"P=BV*V8%V MK!2I'0WZ,'|B=V?AR,>>37BSF3>XKYQZL^_W'K|J+
(R7VI2O2#(X(DO Q#R0 MT0G%79^<&.*7LA42|2.HBE?HJ3VE9B<9+SDE|_-)M6^E|4^#K?
MP\1N^,DM;>_N@VEDU"X?|H^'| %DI*8 2|' _"LJB&!Y:-T=YFXD
M0S)*.|O|=F&%O2>|886-.99W^,4W7.8Y>9*+4:0*D6\$(5T=DZ-X(T<;HN,E
M^G_Z&.:OE|ZT4\$HZ.AH,|+6M |0%:B&!,4VM!|)|01J|D&5L&Y&OCLN M,!Y>TBVK?=P-
ISL9'| %ZZEU:06+AHG;10D#?'<(<=)\$I%63K|(B'\$0W)K>J- M4@V%|:ZCG9E8|>YB?W.

< HWJ/L,M)S[I1YYY5GKIX/DBHAHR/7R M@70(2P4H& O\$#XS)BV2T:WTWY1XH> ^6TWO.9W4D@-
"JLRK2_RQ3)G.6+28A")<-!N\$!\$5O A]1 6TT?D@G6JNY^Y&
M,B3[UI(Q#>> _&1BDX[4%8+!U;+&0\$V;JO9O:";!0F-N\N?0= M,(T>= "' := ^8-X-
75K\|MX0A8_C6N0_ '%,:+[\$F?D62-=]T&5^/?Y<:Z-< MO&E]?V)OGJ|_NC?
\$'AY0IYA:>DN'G*!;SX2P26H/LCM>=4D! MLF A.H5*9I>=>:U@/8QH7R7XP*??,?-
/RC+/_V_&^4OZ@Y'WL2A+(6JRG+2V M,1%|4@(PE!A0HU.J==WK/> .R1EKR+*;NO50 FUFAC<#?
(F5D_E1R"+H%&J1 M9:<@1),A>|90,PPT64[23&8U)N=C8?&0P):|W-I%VLZ9(>
MG#,.T"A=:OXLLN/JNPND0 (?AT6Y;<5X),K|@|R9#U_RY/'^C:+HD\6H7GCR
M,0A(M7B%XJ2977&&%#6YQJ)V+L^MXY+|S ^I!^U@*+B76(^H_3X0I4A5ZUJ0
MWE'\$%V/MK5LW;&RM*^:TPN)Y40-0?QW4(37|&@SY=A/D,5GW939*LFA12XOR
M%,DCE3P#ZGHETS&%1E@G| XJV4V1.9@PV+XOGIM^NHN^S-
?/|6VZN;#F\$5N=.UIJ97.P*GH|48<4YSJ?P2Q(6FM7^ MIKPF &KRM2P1H'76W3U0VC;4N?
S8*Y4U4<3@F'90&|I3Q,) #W:@LY\$V&3\$O*
MV1A:5S7Z+J@A|6VTX,C#:73VE4I/W99S&. ^!JFERC(+HZ)DX-IGD(E,I0K) M09!<
G.97C8U1&U|KDIMI|6R:A\$5\$)Y|H)+':21(VZWP9E M|YB-
XRK07ABSX5+92B2'62_ 3|.Z&4#MKEX3CM==30HI V9*S1C02,O92\$") MG,: .Y:H0V!;J|>=@
Y)ZQZ\$6_V+|?(KF)SH.6+0- M,I4H2NM0?E>L/Z9A/0#_JA+JP2EX>3#'?!<.P|Z)T-
34YM*Z\$+KQN1_ B=Z MKH^E|X9XLCHHRNTDQ*-0:74&DJ7Q)9-7JQYPN0IS@!'5
6>QYAUDEFY4|(M:CJRF%FWFQ'\$5=G-1%U'J.I**88N!8(KL8C4,> |?+|'W.)S|2X1L#>TY M?;-8CN,
(K2FB) 0IA* @QNZ&8G4N@UWP|310QMCZ9V /ND#9BAL+OV|5+ #L.&
MAA5NM@:|DGXU=M':UZ6N"WQZPJ@D_V5OP MOM3V(=X!9N_!I,1C#=18<|O|'4A#LL|-
V7*K2FU#P;3K2:T"|7Z)R|SUUJ+I MOPTM:V6-
K<5R19=U9!""\$!;.*EDQC#+FUOK3^|;:&32B"AUW5BMPT.LUZ7JS@0&
M3O+;|'+=QO|,81H9S|VW+,86LBC>=V4^Q= _+-'1@C0BDTNK@P;G2P1: ^YP| M'F-
NWN/O.Y"&|G|8\$E+B1R,)IR,O%,\$BB59<|RTH& \$/8000S0%_ "8"H0LE>:A1OFMHYMM\ U)|1Z"
M3|UE=N@|F&^E>'(I,2|'G_/EOL6\UOC.<3:-X|E%6=,66S.|;:G'9L&\$|!H M(^?%Q2,O>?
2.GG_7;M^(|RQBL1EB4D1=\$QEXYA,4IHT(|'7ZUNDKFZ;|N'|@ MG4|Z=TT.3Y9K35X7X%FM27|MS:-
"+A4:3XH|U00Q\FU0B0?*)B40U")A=8' MX0U@#|D:|3&6YT*#RSL=FTP-P#^| 2G'^D-
%|:"WK2Z+5W|^JR&-IG,OM2B MLJ-0 OGLF8.5QI/K(7,U\$AH2%G2!:VE2Z|3;QD,8DNT?
\$'O|(L%|F4PO/B/L MX^7B75YD>NC)"-%F%UP\$*0)A=13'^J0-"\$NF,/O"PE\$(>QOIEDF|_1:B'Q Q
M|Y3I0?GW_@3G^2DN:D?1T^I!0"DC:Z^22|>5F/_9|2I?OAV/+=. ?6F4>6FR' MX|EE!\DWY?
YJ|AYFR1R.OZX&(K"\$@L/'4)6Z|+,@0<%+|BT/GOE;O;>WH.! MNR
<4@;Q4*C9NZ0/1|K_POFX%@;_ 2)QZ0<-9GE|@=@D3L|JR"#K797-8,T*L\$ M60A;\$)#^_|9#=O)|DC|35?
M?E2XM"F0UV"2)R|X(+OO:;T|0""O:N3C-\$V:M\$W:YW&|I|GO M,NQ&V^VW|F-J=<02E#&&
(5E"IVIU1'+D%/>O|>"<2X.E>>V%NW""T.E*_Q5 MZ|LDA.2:PB6U7M,KC81J_72N W&%254;^?
OUY\$,:-[:Q|<=S:XQ^0W/UM^ M:-,Q19^R3P9LT+|+(P),7(.04E)2A|3ZVM#|7>3^S5O_7-
D3|GT1Y@U>7W4 M|J.\$|)%3@%N+F @I(6:1@N5(9KRO!*^-,>6|<>MC|S|6N:XMB=SLNBD&\$29
M:+5R)< EBNV-*:IX*6X62#@GD|C|V<.6BEN3X-KT4-/|?|_ AHW\$ _P_G| MO,SF7W">%B-
KI0R10ABN+ &LMVF|+06XSURI(CBMVK|7POWPAG0*UY!%?0NJ M1R:MHA"1H|6((&4MJ*=8
HIX\$XBDL|"R<&|:EPV^&|F02M@:@:5G?+VTJBOXLEUP*&4(PP M*,#&VHI6*P,AR
0::5IXYD:QUKF>#^%IJ-^O2.I%-U62QLW6*S= _AG.2,F> MC)\$TH98KLA1|I5IY)T(EF7!>MS\$W
WT\$(/?O=GV@/X^@&C|I#BNP*Z|.X5= M3^;SFM_8E;\$:A6"\$_.5^ ZM'?
(H5"\$9:,%+QQ|F/UO>U%+|+;HB!|8\$8MJ^H M>F:2V_F.@OCE^=L)3I>T"E|ZVR|C:IT!Q8YR 667V34
!C\$5_8S8AV^EO6 MXX%)A""&\$X?B%5MQ-9?7'0%:MVN=|:E'(LGUZ@6UO/\$=1|5 BZ8YCZ(DD3K
M4_WO0&H^XCL@4K47%V0ZV\$Z|(YI<-(Z>EWF),K|3S""8<|;...I(=FV,CB,
MC|RE4,IX@F|3|'4#^0W""|I"R6&E,|#:TOC"VN8|M.,I'NBQMU .DYER^@G'
M|ZK"9V4RFWZ2-.'@#8T6^O7ZY> MB_RW/ T/4\$|L#!|0 (#N!\$_N7_D? _^-_-O_10WE
MXR|OFS@|@ _TES_?!|Y:6|;T+^H_O/MWC3G%^WPY'3Z"Z=
<+G|JM^=V;Y19ZEVTQ.F4B&3X1_"9\$L= 9Y>D|PC_S|G? MA,I1.J.
(S0!\$4B9).)"MR:D(&/P(G8?AJ_ _FW|D?P\$ _@%ES>>=%_ ^ ^U|
M|I|SO_WZZY|_OG7'Z\$= _5I3W|EE(I?E|_IE|6Q_|CS^W^*[K>9<^|7|J|>7
MOSH9KOI%_ %CVZ_ Z|>/7> IGG@S'DZD?QZL'X./3|/C_O(Y&_3K_(?|J9/BW M2????VRBGW8*>G
|OZS|C?(56?X:*|=BC|/!_OICDO|R'_CEU_FDO-M;)|L1 M?(|R^*O?WSY|TICD|; ^&T MB.@|?
&PFD|^ ^Q5|A>DP^@U>QNF?D|C(+"JD3M%M%C<=>6SN2;#@>EO_N(WZY M>'99WZ&D
#^F,\$XPW^V6*\$=-O/%+H|+7-I?D&/D H^Z|@|F\$G'A_/KC\$@LN" M#_C7R4!;Q<\$I3F34>#AY(TA0\$
AU/F0C/3=A(|B\$;|6M?P* MH^ED^9U.49V2UJ.8R|I"NK|Y,((1%9I#4)18;O|<5@*/7ITRR9D'PZ3Q)HF^
MUM0AN+F>*S:|I|&W0/Q/8>3I==F? %1N6EPU=I>O&M|?BBQ>Y| M>WUQ_2>O?@PG PB.
Z"DC\$D.S3(?B?10?78\$O

2O+UF/E0APUHC|2X5^M+?/3390?C| MH06UTL?,@:A@*9'9>Q*<4T1HJB3/45;YY|1)QUNV.#'Q(9M9-
XS"WIKK.2! M2XX&7_U13!@BM?#;\$|Z6))|ICV:Y;)%OQVS5:OPX)5OL71%'B;NY1|2,\$ M>U?5='=5?
X?Q#-|CRM&"G|9A?|:3D_?S";3Y@S:#^,XFI7PTJO)!/_Z9O_M,4|S"@TKH4G4&,YZ07_O"900I@7-
A3'4N; US_V2L;)KVK9JU;/JW7U=X MA'UYR5^G3?SG:3-")-W_ST;3B|J.L,K/GT//N|#: ^K/MA<02|B\$.
<.* MCI\$@,B61AZ2C5^!Y|<.Z=|<6@&G(UA!A|5B52FMB610\$I ?JE/!6^>?JVFZC
MSP="RN|>42YF|1"1|UX_*. =4:7M2)GH231 .BI:2Z(|6|)93%2:35N MKJDO8JP"="0.
|%;*7L>9G07>@UEZ"/|'"ML\$5\$|NZTI A_%<*R|NZ40J>Z.\$ MRD)
(AQ!QXOAKFD,"88C5BUI@)Q3T/GI4N\$!KW7?3-A&V#TP .&<->/.XEIX M5-

H+8U5"!TWPC("8(X&SB+XX#\Q+I6BBE;5 !\3^G8|RFEJ2K8'7_552IT0 M_>BS'Z8/XS?^?
#CUHP6XY*P.0"GQEDITM5A"<,(2#M\$FH\$QFHRNK_5Y SX\$" M]23>PYO_*L;9V:P+J'R:GD)[XW(106-
TDA= J16<.UPX1&40*\$W\$4X-6=*& M&0K95 J8; SN6="D%TWN?;\7\,ED2V8"SCFLB751X"(" M
[TG*C%(1E#!;6U!E!U54-#BV0!J43]Q*1IPI M\7YA.(4)8.
6D^9=ADVLC2.F"QKW,ICX,:=P[<|*Z4NOVYQ&NRBE!R<7S>46 M_3>POS?"9W;Y.^-
*/1^Z;|T|=IX#5Z6T9ZXG1&N:2\$?^,)WRDJ)"[8]F%K M1SNVA'@4%I&
[7*3TJ9(>&'0M;O/UU+E7F^@C,:IKH(7IR=J4#ZIB7)C, ".3@|F7| MPRW6\$1?Q+: 'H\$2I3FOOK[N>?*R-
VE'H/(9\$.T8?)9 ;I:Q%8LX/R#E??X< MNQJ-!MIX,:6*1 %'MDHC|52T
GT'IX6QF7M6/[I]\\$V00@"JUM5,QN/(RG_X MT0RN0,82[M,LH@A*36!)2W)66CR";> @?+(B|("=-X&|2
;MH)N|!)(\\$ZCP M^35*HJL00D_3SQ70^O%)9|B|OKCZE< ^HGSK51'-7%8?QI-IVQ6Z3KKX|I=3
M/_[46?>3?!\D"NG#>+|J08@<.+! > P6%|LT VT4B>IH(:|J13|I6MLSI_\$Q M,N3NFZ|Z/8|?G9V/F@N
|I<^S|IXBJO|/+&CR4!)G73(1:;X|TL=&2*&1*Q* M@K(LA\$CU!;69|W0/^KM+.|WG";X6|8
YE9R"B(Y+"D0JKHF7/!;?0M#1 M>\$&A?B'E(X"^2,I5U-U=PIE>|IGNAXOM^=T/;.,0-
_5|3DQ;RQO1WMMRC6B) M"\\$0B@O(0@KM0NT2E.U1ODBJU=+:79|9/C>VU8 UQ>, ^N42"H@I-
88F;,'>! M))990L.89|&GDW0|R(?)LDHZNTLR5X5D7^!|L;^N>#<&,5"?;.*+HH00TLH1\$
MLY)E39Q+3J.PG,NV#U;=B^H%T*B>5E;\$8'<.U=^|G|Z**(Y)IY#)0%J3=>2>
MQ)1^*DRD)!@AB6.&T#-!ZU#MU;Z_#NX%T*BZCE:PJ4Y(?|V^>0,H=9SZR",)
MKM!>"TN"Y99H)/291_%(Z&4SV@#;B^32;AI:0:6=;P6N;L4GWYHU6<#=#&Q!N MAV2^P'P9|7:|L
(Q5^@=B8?LJEQEK*0'\$|=|0\$=&FDQ)+UPR-BJE^D4;N,GC-U;KPKSYM| ^|+C"@|N?&GPN6WR
M<%IVX4%DQH/*BJALT?51U.&+41K6"D@JF\$ "CJGVW?_7TY|V01TIYA<)W#MK?
MF\|6(O|CF)":|T"D0%Q>,(&KY0 F&*55[\$U|J|B|C1#I|OR M-#& DNP-S|* %
[9V> >%#^7&/J|IL9N,I2NAKD12R<_+'>>E@|ZXTI9D,PP@^ M#B?3 5/?#YQ'RI8FR':2S.G MK|.S,|I|>-
'DR1!|N#Z,?3_WEJLZ:T3_.87+E)7X8EQ|SW:GUMI0'CB8W<6_6 MY*G"4RLV?ZHM@TI-
H7Z'/Z_XA6?'&A;YXVI/K503DNZS(?QI|=|8CN/PO#!N M26V9C,>S!1UQKY#:CL>2_
+\$J""\$P1,Z:ZXC#8!^;&WK9R? ^VIHM5|NWMYF|Z?30I?+*G5.7V"R/*6Z M,CMA.%4&SZ:(-
@J17BGBK%<\$S5|C ;CRL-'Y_4|MV;W"JIT>8^Z;NK(O'+M MX34HBX*Y309>|*_
I92D|DB,0"O9&BH>@2?LDU
M,*=TR&&CAC?'H=A|RHK|T^LV(JRNS^_#LO)/&3>CIKV|%!GYR:2S)E<6IQJG MN,B^A|TU.MD>/
DV.**LE|((Z6G/ +??LN\$=E=GL4Q,5BSPW+K.G M@DH(KK3K8(9(940#ZNB(#4*C5RF-
H|^|G|EAC(+JVCE, ^Y--\$/YL?_(6|I?
MTN|QJCA,^Q.!1Z|+SA|F0!,IK2369HLGL|/*NB!8W"BQZ(C)LFO|DYZYLHT&
M#MW^A%L>|!%|,G,9C| 8| C-DJB,NVO.TD19PT5|)%NU/MM+K+NU/ME%*#\TK MON&I7
+@9:C|I,|9N1^V|1R>UNT)3_9XZO(4|25>VD2D"8J\$+"-Z E)S8"FJ MS:.(6T3:
|D>T_|N(PP;5*NJG(GO*7<'@30MIN"#XWUL_|N|2E|,R)H,2-NF| MIX0%#>6V/!!'I2-
2X+|H"X|VW4,W\$|L|YZ40HK:(^V@0.QHU?Y9!ON^:|FTS M"|,|&RWD,\$'_ #H;?.T-?
2:..D5(H8%G"LUKAUNH",4|=#=MJD4+|Q|\$;.(7@J5 M>M17#PU3?|I5&7|*7^"|::
<%T==Y|'XR"\$DD\$(J1G|G#W<|H\$A(-1#!0H',P MHGI2|WHT+XT|E?320WN4);+%-
SQR24PJ4KZ3|3\$FB&|BI|AW8ZG""D=S|*MA|M*!)Y+#_J#+H.5I*.0%G M0_:8E-PLU+|5QN9M%"^-
(#OJH8?F(+=:;U_KN_X6U1&)'6O!IWO7?.NQN:OI.^@=G|IE@%:1V-&EB3(\$*#=>P157WV02
MM,9=T2?+@C!'*W8D24|?CR--S"N3(66)QB>Z*)\$4V;(2@)*J|JKKJ("I28LR"6.9D%^.AB|>J:@U'G
M@1&|Q|'<:=11D3'=M<-'YJV_+%;)+%|24S)O*D\$A%!9"(ID^A@=7|PEB4W
MF0O|D,=Q_RV|I|M6UT93790|7_2_GZ'O)VU@"M^/_O1_K8<)28TBZ_3\$ HE
MA4+;TBG"2<(|=|KPD'/U8M/U:;X'/RI+O|I9K^>S*;1WJ)I92@8DT8YJ(J,L
M=;&2\$VX""|D+J_J8^+H*RO-C0PV9|W_+|P|X'<:1)3\$|:DDT)=RG6.E?KGS
MEZ0|JR3*YG++UM: ^2+F)X/DI?@<)|S%BH,G3|WVW)RW_ ^A: ^PZCIEORFF4R7 M0!FCP3IAB
'FR^Q*7#/-FOC,&<@-7F/?"N=#MJQ'UWFBJ&> M/S;CDW(:DKK<4@+=|+\$+'@_1F
J\$.=|L0@RN>H>2G1#OZXIA+|R|:775+^#LU)Z|_1?/2C+A:;%|D8*/E&245XH1)6)=S(2|67(,9D8
MU\$9=\$Q|(|%|+X&_#M?=(@*V(BI7ARRR|ZY#NC('P15L=)L+9#|)%Y=54E33
MEY3W1@'A(Z,VM|)"KDJ";W:26B|CA-'G0RSS'L|'R3|?7|R&<3P| ^T_.Z:ZZ#S-
M"6TA7P8':I>)8RD09J@ ::V1H7:*P\$.87M!|WXN:>@C4WL6W1+=X2S:|UU-J
MP\$/8#I,74%>C#|*E@CIZN>IY &?4(GK))3&Q-\$?,V9(@R_T#4S8E|A+T<.=S M"+H|D
MP6+9LHX4>6++8;58QE/PK3B*5@4@*ECBJ M/0\$1DN?2 ??3_SH?F#|/#^S6U>>=K/?RMB/57.9,N-
1|3J1KPI-Q0"\$G'2_M6T2J|)%7&.Y:A?X/FT+F.QV7+/\$HY/=P_WH%V|?YL\$VC|LF_.G=18384/46-'
M^>_#9+D&T68:E J:|!-#X5ABJT9=#L)8)QO_'^.W:|7Q|I|;VADKOS-A&|/TP MXBHF< ?
DXC344CBA(^#VB"BE9I+XK"-Q(B-T|KU5M?-6'@1U!&);8U78|'G_M?JR1.W;2QZ\$/PU\$9(#\$_?
A>#LOX%:<"ITM1P1@3@B2J="F7T|Y"8A9\$>|/6^ M=N+C=@CW3YV#7.SUJ+8>2'8)J
AT/G.PZT2/;|2G,|J>S(?)2,>#,65XI2|)% MJ;:4NR)J8E1F@ENJLZQ?.+P!L!="J?I*VH>%@RC+-
_P)L(\$,T6=/'6'1X.I#_M&2VOA\$/OSCGO(7%:??33>?7A>"&^JJ61MZ+?/+*FK_H+G.PV'.2|3ZR?,|41
M|DJI4XL|IGE&K&P=KLT2N:*1@*@9UPIU;!*1TA@2>+##\$@M\$T>RC9^;63?S; M52|EZIZGO;Y8_'
1A(@@0%-*HE8*B1|4L8DQ0EGT1GM'K:QM*#T"YKZ2GZJS
M9WVB4S|J.N|L)I84|QE=5N6X)9+QA+Y*3*0\$WAD/0)FODKQPO-E-/6E|HY2F
M:;2_MWR634"|M)2FK12U46++8Z2|-PK\$I%.TWI\$,61+IO2%>2\$<8|A|\$XCYL MUHCIN%3_J)2F^IK?
1KB5-?X*K7E\$|JQJB4DP881!/RR4J9>6\$<|2)QYTMIES
M|&ZCN|4'U\$SJ<>2X+25&IHJ.NPA/O+NMW>O%DBH1C|JQ8@V2%=)T?|QG"MB
M\$HO4|Q3J|QBX>OI3UNJ.LJS|CDZ&_K./I0W7LGK1:B:=-229&(GDM(1XT2=V
M7J"YBYZP|C6FH=QY|%/6Z>Z2|'"&=[(\$D@P_C.)J5|;|EQH+_2|_|CX&D,1J;
M,S\$ZX_XB\$Y!@A"0Y>X|>C55*U*X(?03_XRU|=LO|)%M9!ZGL>WWQN6W2+.|2

MU'#=1J6/4MV/=I_A*:8-UT%;8C(X(B.7Q%*F"3@5<%/Q2LOJM6E'I|BF4:3 MA,?=&-
+CJ6KBBE=-9RW/EHE@JL|Q>*IAZ>V84^-|-0V*CJ&|-3B+? 4?H7V M^S#.TRJH%()3X\$30R-
&P9@SW;JT)[N=9QQR=WNS@>|J6?7LIQ24VDK73469 M5S9[%WC*7=,"T60Y06P#4!7C46N!
[#|>M;N.[B]DH#WIGWAA'4"">UC 1>% M(%&?)U28KX,>Z*|1HQB SUJ_)Q2U)Z5O(I?:+?"^7HRGIS
=QK_#^+)'3P)< M1TR!T%) *,Z:![=-L*DI-QE|DT6#YFF:S|]OZYL):DW-456,2;4 ?HT&IXT MGYMFM
1CO\$B91T.R-J*4:D1BDT2>&A=|"IRZC?2W^U/?O*ZVTE4M=^]MV./
M2WL|;Y/5H4'X>A|>WPDE)&4284#R3BFLH?
(ZK2C&BH&F#MJK\708FG3Q=CB)S7=H+Q:8G/20@J4\$?)\$YIC+Z"E!F/=,
MN:@Y_FLCU:YYP)/7:0W!5:S>Z#?|?C+Y=FWG<\$|F\$)%27B9,LYX9D# M6@74R=LCU-?
H\;G/GG5|2"F'MJU/29T&(1P44A-N-\$9=XR@B0_(-,IS=MEI MELW/.&|?
9: ^E76@.. ^'<<(5M!/<9ZM6*L\PD)2G+U'&NHUQKE9?;.<-PT412JS
X3@20=#=-2&J'>;51TZ%!O=U(OW_.O\$&W)O-V_S90;5%H&H|_W+XI^D,"+(E*&6V8 MC PV:WR_XL.?
4BQW*V4V%85;VFA67.IAN M/UJUEJIL(R7<^JZ7.GJYT69B:/1&>.>%#<>FS37AUWTI47.TX
M|*OH4T'S!2: GWJZ@!2"4IVL9QLI< 7G/VU-
M5I!9#P6* PE^A'ZG;V&!!Z21RBM+DM">2&6!!!4M83Y*,!%JCX7XC:&)ZOG
M*D*M'9E|WS3I4_OJI!U&*/9GEYB8LS&*H F-@1*I(9&0!"<&M,"F*8N;?2R MKGG D|5B-
:GUT%3G,7&CG)-@((!\$H4I7S"YMW :BA)&XDA*UW',SKR<4Y-O% MM>Y;6?L-|KWQDU_3N5?9;
|\$=S|JTRUVB/3= X\$5PWU;(*|4RN/>G7GB5>L MRI0+)FTLGG8LW7LRL4Z6FP-K0C:"N?
IJT^Z'5" 2M_I!|UB#|L2%7@U|WT6B MS1HR|10IGJFD(C)M*:O=|6 C8/N*YM7DQ?I 7BT-'#IT=
|_4.A|YZ(AG>A2\$ M68K;:@|O:*G% ^DXHG|5-'^|9T8=#?32S|1XQW\$*:37& MU=|=^EX;8. ^I#>\$NN
_4I| 2!^X827M6X+&14(?2EIZCB9=\$*32CK)3Y6A*S MM4\$RA2OW7GC^,CW4"?\$(^3>-
GKKH|_4@EH@L=1:|/' =PL"@RM|;EH\$#G MG!5N|ST<@H?
J?:@_K:TX!1|A|AX*L'JKQG#QFV_ "=|WLW&ZEN+)G6*49*EY M*2!6Q)79PYRY*Y*C10MT.Z>Q.A-5(7A
I*JBBA|WA_7#LQW'H1Q_&*)=9L<*| MW3(:X.)+04S2ADA(A@0K!-%9,6LY9|MKQX+60'F^QG(-V?
=0!_ZM|>-)GC?6 MFV= #LQI*L0I#DR|?:PB55=\$|' MGH,5A\$?+<\$|V#D_LG""W#Y(9H9U/M4-
NQ|_4|!SNHR?J-DKMI;MK>|ZT?@JO MF|*8.&M1)Y?EQI24)*B2P1|T)2|07-
IE&|LYR_43&>|%M'^C|""ZOM/S MM9:B>C#F_CZK04_F;47KX>CT1UTRDKKC4|\$:R@.+O/\$9?
1WPL\$|JBJGD("Z(DTS>^;2|08O_PHQD,C,SH|92.;V/JZZ*G>?5=S|<%7_G?=-^181O(4RO2/WJK-R+
M_PL|ZF8R?>TG9>H(IP|OC|&PVP G,X;UM)I_QKB;CLH"_HZ"?@VY::D02B9=.#9\$&&+?
#+GN(>CQV\$1_QJZM%6.-&U3O@KPGX3<39<|9/#=7L35 FXN9|"L+.XU>B6.A>1)ALAY|6#^IMB>-
ZVJ:*2' N^R|.G%%9|WWW|?EH-_8 Q-,7&/:+H^ M/6#0DY7HA4ANDTK.IER|BGL=EN?
%C"H2O\L\$U0<3;IZ_ ^EURNA+X+;F_ ^YR M-."R,Q#+-804N+6JM@GU,*KGSXX=M""7)|I?GI1C<9
JFJM(N1((BT* 4/ M5A;E3":4|"A|BGS,*J7Q).MM7"7)Z:7DV76MB7>/TZ-^,X_V*@A |J:\$<8
ML%Q:#0?B1%0\$= |@DH0@:_O_FV|_IS962-WF6-WJBQ:\$^;IZ^G33O|!NW9 MA_%W\$R|Z.N-
6,4@FD0YE4!TU(S(Y- (#X\$1"(8;T%'EVW1|F MGXJXRQ^W,W_NP;P8 '@+_B!'|J8YBU*BY?*QS
95B#WK+\$32,GL:-Z;UH|_M9JSI5_PK HQ|5BB|V>XFKGW5W-%T1PM?9V9EO+YK|ICD|]^+.R>7-
T'RE MI_=5+N;0=OC;|; ^2|F&V^'XI NQ|E#QM%^ ^2NH#BC9'2NR MYL6OB?8I*1108K>G
M_XKE|T=S_|9@4L|P.X?/K^|Z.L@U+N3C'@051|+Y=CEZE|?7/[U/X?0EOX+%Q_A_|S'K9D(
MQLN4B0I1\$DDCGFE44J*4HSE*306KGA6|\$;)#)B#7KN%M/>WVD6B^A_79U M-D|NXEUDGVP"MJ?
\$V:V_B@SM@>-KR-5;^HZ.,<82|187>;7E^GHUAKB6\$(3 M/1OC&/4J)=IS@XZ 6P_ELAX;M;:14I^4^C
^GZ\$ 623 %GEL&:025'+BN8#2 M>|H3'RVZ?
%3G!)|\$|\$6N'^>Z!LW^7NT=%KJ|.CEKH(3EL%32^+)A**8%2A@1/ M.9|JK\$PS|
(Y\$Q63,5BF;>C|I|)Y:01YC!;VM(.9<.K&"EXITET92:AHHI8 M8)Q\$'D*(NL\$M1M|W/GI1'D,5KH(??
JGJIM)Y6FS 7";\$&6LD+J|D2BI|(9 MK@1/M;O_'5 ?CN|PLBIJ9?)M304|&Z" 6=OC|H'H()&S*^
MC<;ZDM_/7'1.7PO@2;0RC"NGCWY'M_XV#A%)D.@:9"^#C9D|JG^V=|A5FYNU=|A&%7WX9FL*2>5;
K*-I#8+T65G_&.T> M>PL(D(SAJAR(LB:722>2A%2RGB@%@?YP!%;?Z3Q^ICZR!<31\$'4:I>Z|!82R
MHC0(0)NUU&!*#ISXES/Q0"6H&'+2M6|BGG,+B*UTO54+B&T4M?|6\$#3&#-%& MDC.31)8QE19,)
("O&C :I56U>|<|ZQ80N_"HHJKZJ+_NK-Y+(|@,E1TUQ>9| M%29=
I|5)I9RB))D2/3C66DS|DBAB9O,Y4B15&92P^"VO.HB\$/G9-554@;
MT6IO>@7@01+6X4N\$3A(WJ9@!F3@HC:&|3S:FG%6HWN-H4W#[WZ0J*W:C0/VN
M6ME#\$XBUI;6@H^0A=>8S\$2 SBXEF+FOWP5H+YMFQHXK4UT:LJE;M;MO MT<0??H?*11IW/K?
GVHK|UU%I2\$V-4.F5091CBKDT.W., "WIA)21-A-NHV=X
M#NG@JX>>:R|@>&HJF)5,2L|)EN7T|MQ0)=&C<#Z|I9'6MO;>S(U%8?G;G|% M%MOH_5@*+
(KQ<"LR*10:"-0HCQU> X%3D*V%*O+T4TR()74E>E|%|73OW|: MB@U-5:WTX!+<1/2|/X-
%*&837#W=(JW#)=)|;H5UU=B|%=A3X/|G|M,|RE%88 M.5(B&1CBRN34G
6C*B7G7>W<|_T2X8\$+EWWQ8|LYUQX'_J89?X=V.L1|I|O=F
MNARM&B*'H""%7G99L'@>>QTYX4QKI97SDN:'C/?U'|_EZV.Z)NJ.\ZFG"C7,1#.
(WJCFI94F03XAPY,X_DE9/5)CZN O&Q#8'?=|!#B MN0-J|5IL JLG4V -I,-8 A64|A -=I|X#|;
_GC:2J#.&F*|+1L;*T.VJ":4 M!0?6NFRK1_SV2H0'+(I|6 :0?>20W'C6)M|A=EYUM6.67M>
(1\$OCZ8GEJ7KP9^\$EXOP=TOF4X4?XR; M,(V>Y%(5TN'V|&\$?|K7|1Y>WG+!|@;\$;+#+O?@Y|+>
|@/2|V)=0ZJAX5&_JL MS.UMH92K##%YHF,9,X'+)CYE2IC/&I1RG.:0=XG2O?-VU(|.;900X(>0DA3 M1
_C*?YM,L1|D) N|!=)A+:&.)X+G4^2A(O""=&)YU-O#H;M%S?2AI_6,. M6%9^'#IM>E%(#P;EO)WN;S
|;=*U9I;+6;U6Q&"R)X9Q1J1QI7EFLFA6 TL^ M|J5|V|W2UP#ZR:N^M%=[%WH|FPS')|F|:<|'<-
RM_ ^NI;V&RYFT8J)P8HHW\$ MA0YL*E%;;=&C|P8GYRA8J.-=LG'Y!3|NB|U|/6Q5*_#>P+=,A\$?
AS=^+ M#^,IX*FDP^3R0P2BK'I|?/KC-'4|B=(MKCU2J|+|'65")ZS!A 8J
216\$|Q|ABH0Q'WY8#47,A+)OGAF='#|=-9C%|5F366,3|D1|F\$<1L\$:/^| ^T8 M?VTR" R-
L\$XR2*\$,C0DXT%F4/Y9"N.SXS+TEB?8|^)^OA;'QJ >HK-KQVLI MZ5/I_ \$+0,41G(4M%

HLH/1F3,>@KLNUIU(<% U\XC-T?WDKG5 MDPY[&I;WZ<IQM)/3X?D5L'<_RH:*8BF6>3,:IH+
['3J5TPN4VIV@!<" XWNC M9)FQHIL\$2=QQB8_9\$^ V,Y:MRJQVV+PB_)?,UT.Q8\$J3
0=,^""T^"1@\$>B[+7C"?<|+*S)-U?8 MY=-P,AP7E\GCCCCY.W6)'?AQATN3I*5QV&KFFN%ZFA%5%MI?
Q8/W)\BB+8\$WP ME&EM". 13F0H#;=S,5JYR-K\JF&RH?8H^TR+8;(14*DOBG%)\$*N.)UPI(I XX
M5S)%6;M7VPLO@MV&N_T5P6ZC\IV,I@KV6PW/M\ 'S?PG_/8!POND>ID1R*6J2 M:&EE#!\$/OEI*+@+@-
(%S J>6^+>P>UM-/7=V*+^M35ZOH;4^79Y< E^5D&T#< MXTBQ6_.GD1:1[4;Q.AKZ.50%/)),&
[+%%^?B=15@**>BMX%/ M^Z;Y@F9AV;.%NKHDS'WCTJ+!DPT@A,G2^_ \$7%K
6@>\$QXC.G04.NO8MS4N9 MFEIG5*NEO3U=DZ\?D+0)V\J3,VMJ?*>
1AH\1U&G9I803'9@B\$FXWTI&?6EF M'8CE&?TB"EF:VHU1CX!;=:9F[H]:VVAI3S/OEN/X>#)F&?>T-
D!=0*/P M9VWS 4SI'77U)&N:-UG@S\KF>K7-6Q%J\I6>CV'#DZQMUMER;J\,D,18\$P4.H M3..EC\$1):9+
0XZ\Y54_+;KO5-M\W&S?A@2UJPK_LQFEX.,_)Y?%LT8:[=#^ M42@?Z;(F+B5*##*>@9>
(^L0>3"E9\)'L,JU*;TTEH5?T(S:HICBI3*%4Q<.A,4LIK0IILQK2%U?< FARU%/(<9^(_PHSD;SO*YF-
'K?M' Z M-@V4C"DEZXF:#Y+GORZ8H&B#8W_".J#,KU=#_6UJ*>>Z%,H&--G%*9J
M9:%QR7LI2QLT**ZD="1P7&-R7NN2Z*3"B\J2B AH4EO@7IO0W8T_/BY+G5H3ZK5Z5?5AU_&?
=7F\$[G M68>305+*0:"^E\$N6<>+6\$A^=)-%DW\!F*:U%J0\$9_J_GY@APE;J_-U<J)5GT
MP#7+!#PMK4>5(-I\$C*X4K&1^J%PR8,C_3#GKCR%9I\JOHZKBCS6NB\J)LL\&?>0;VT@ZT(MM?
>+V,>PX4G2WDB#_SA.? (Z.X9V)'@N4+L2-XM\$#7.J90<^+;KOE'9PW&S?
MA@3\;:GNJ)".6DMBSH@.?7/B?.(D>_Q)EIY3_?/6>7>=:G\KO(U"JMY274:O M@M* <<"ELR
'XADK;/L@!2\I0&_J\F;VXEJ\X97\;5WW&?MF@AO\DE8F8 H MF1F1SCCB
1A1*0LCF"BME8\WK'V>"0U5?/NC8,R326B(7NB214*,"1X7Y0UQ
MMN0QI1RUB(J\T%NUP<^SAHJ\$VTM"PS9L>=())#3E\$8%DH8H+MYCY0\$C1Z#)E& M//H\
<,YZBX;J3&AX&J\OZPZ_H2&;LS\$9)!0\#X;+2IXL6;CK@G9\$>8I(/IE]= \$3HH2U^/U:?
B\$SKF#CA.@5\9\TFSI?E&6\$ M"KA +075W*\$WVEO\$KH?U_'P;CH G1^ME=8*9'I_9N\$RMHX1!**-
V1").4DE M 1!CC/H=GNHC'34VV@S\5FB?&7@Q'&@)\$K.K;!" M66\V&' [M@E"AR?
SD>C^B&)L;PTX%IT'T*QDAY=6XF#1@,N,Q A,NVB,\,=R M!7^_?
=I+Z=NRYNH48(K?/&_&)4OI=J^63+COL\$/QVH;?7+ '\I\#%KJ51 JKEM MSJ&=7GQ&I-
/%5,+SHO8KAQZLO.\$,H10*B)=Q#?<,(.5!P,R_AVJ*Z)F-
DF07BZUH7&DB'40;I=&W,CE4'QZ\&^)J%755YM-M&VB;CMT>=:D MG0XNP\I_A^:D\>>GP^CG;;4-
GJY,XMFK(BUMM84BG@I/C\$9;+B1#==@H\$06? MX%<*@RK'T2H*FMB\IAE@[4G(2WS?S<
M4V=U\$,L60=DOS5- M%175\]"7EO5& AFB"94"X=;DT-I; \$AEP&0;A3' <:/H\&I?DU\IS\XUOXUP
M*VH\K/QM+T8_/ %U8 P\$82TE6BA!9#"A&@9?JDM!9V\I/<5F\$|@_O6D^?J\K MXA/G&EY\<:7@J^?
MSW.M*/AF)ZGUD*KJ>S/^8UE(H;GP2BM.HDH.26D"L1Z=
MYOPS.\$#SR\$)MJ_K:XY^R/G>59@^7'9^FIJ"68IDQ_MJ%;J@1M4_FGR=G9^/
MAE"LD=_0Q#GUXS2FPDZ IQ_&ZMFKV)_Z>MA4WL)Y"W\$>AQE8CZ=;U,A^8_%JL@@C1(Z6M71!
M,"&4A=HA_ ^O/?W;,>+1P>JAD;L4[WYSZ\]@0F X\$,R\ \$D0DNC5YEB(+BC,F(H M\9H9Y.KW6IF-
9)GI_P* N_AGO"-/Q_.6CX+TAOFK/S&6Y67YL_ =.W\#M, M!\G\$R+W%H\^ITJ%..>
(UIT1(=&J!XXGJ;C=DOA_1LZ-%107TT(OO'G2OSIIV M.OQ7MYFQ@?'2,B/*: 6&MK""TEI/9&)!E,P1\|
EJAS WQ?:2*/-XI?1PAX4F M=;G(P77/@V8#FYFDPFG4I9\\$,L9)V?
W0==:ETIO%6+T'XVT,SXX_.PGYKM+5 MWB_9EC'8)M^0E+|FJ>K7;UL\J_>+N<>N?W\7=N@-
H\^<'M0=J\OON%'="ERJ(P"2)Z^L45=\$\$2J\DAAI?,:):"AWS\$P9QMUU&L,J\&
MIBV_<'&):'\$C(JA.F8M\$HBV7G@)W5FEC\G'"L PN
M*Z\K.ZD;@WM^=.E'+ST\$^3^"G\!L TI=ENSRBP\GYVWS':[W>BUL,XYX0T0(M90"3<|1IZ@GN=I)
(@X:B#97YLRFFVYT>?7K2R\K9@EY.HFVP4B\O_C%\$J)V@4 M73(:%6HE2,*3LN5:))-
@G21>9Y\1:F:25\|I\O@?/\V-)->G?98;N+73Q\I:9 M3 8600:<.K232YH45T#0;'+\$Z\,R,E%ZQZK-
[T=T1.RH\$Y6OJ(>W-A7,<|. M2A4IL.M95?CW\$71B'Z?K=^%K%\$S,0'%\?E0,15X8=HO%-
/"116JL)4%Y9IVHW MD*^%=E1\B*W6?8M63T*.E-U\$P1Y46L.(=GK\+X\$N6H*1>UO>O\| #P\|
M\$E43_EK'NY?DB+|W3?IS.!\J5M.'R^W\2NJWY+J7CP^77\Q2/91\!#FD1.SRM
M8D)\$K3572H5X%9\$J+;3W95'05?O=AG%%T4 EVL;HK7L.HG2[P"TF2DH<6;D
MY4I7GZ*T#;YZZ1\$//_7UO6_ ^_S1M-S)D?C-+ [Y*Z#F4VHDR05B77@[%=I3* M4Z#:LU2IE^=.,@/>52-
\$;P\;G5/2MOF)O\LA'I-<7V-WAL10X3=80- -0LC%) M\$A3K9ALEY!5P(ZJWFMTCH!N(63) C7\$
,M\$;GSS+16.2*-3\MI*YFN'S(Z" M9@J-:CQ2EFVCKA\8M;A1@/0-
XNFX&34G%U^&)Z=7X\I2D").=9/>.)\$A>&(% MY>6N4J%-J\$3AOC*;'H!T@)YG?:KT3GU@/7WT\$'-
;J\DY O/N;9/3X?GE/0(U M(F86B\$LFEOQ/I3EXEH0)F3EP\$5*L7=IQ#YSG39-
>NAA1_G6^@1GOOUGN7?J MOBAK7H++VN42:2&2ZG)7X3BQ5FF237*!9<3(:L=:
[P7TO&E23Q=J]*==X@_M)I\GHX_##_,-##G+T)TP*166D'@42\D(DU*'X"9P4;T7_P;X\J^D^;O<4-JJNE
MCPS&[4*87TTEKYD) 8\))03W;:3228)'D0>;,PU0TCE;O5/P IA=)F4>HHXHXDXD8M/>MSMD%4SL/?D-
HSY@| M?2AGKZ?5Y-J=Y?6[R4\$ 2#Z4E#ZTTTMOQL%-4EDBM! B6*J4J)Y,O37*9\RL
MGE760RKF/8C+U:4\$YB_ '7'T(Y>HR6+3LF2;!6N>I*%7?M8WG^Q&\3\J\XJU
M*9>JW")WJ7Y5^E;O^:2*M\J^;8*UTL_L14'?0/? M3&(I/%_7G#%)@\$;:(D,
MT;1\$^DK+C,@)Q*R\|E\9I5;OKT0.0=D_+7?7Q\ZL:")FZJ#))3 "1'OU)'YPF MAM,2X[1*0NU13_? V=?
=:TT.W\$VWK2/M0U^FWM_Y-&@NDI&"*,.5V(=L29I M(HS@&DKY6JC2!;/8ND17T^Y&+;"WD?
+>^OJN NJEM8#>2E\$;-0^C)3W1H'L M&0ME\$F.)/*L+KOE)Q/D5&F9'6;!3A/R\5/ZH%= 'W-
,R/'7=JEB)&E="N*7'_TLG "9^) ML"PRC0@M\$QOI=/TSGLLY75.4%8-2\|!;L'D38*M/ZZUT?
8@CN;I.M;S#@*M MO4W?"Y!)Z2D/CD0H\5'N!0E&.Y(<2\8G8;/1ZKI-2?P812\|C1QK*_AS"V?#
M"4Q>O1^VD^FW/YO_#;Y=GB;<,AMB\H:(EA:1# \$T.11T\Y9-7OE1'A(T4?-J3
M\JG<;5\9\$TX<8:Q_*E\!>Y2FTJ\ 9GRED.PCO;E<3Y\0EIPCU\$1)54>\$IM9V2 MUSWJ>6FZBD#[>IU?
SQ>_7/2R\4,T ;@V)9W#\$!EI'4Q'0ZC@#\^?%R\B5J\I> M^9AGI>;=!5G;")L;G)_01/73X?BDLSQ?(A!M-

1S&3/QOI8!(DHA*%]*ZX/, M\$E@*,:/C>-T3]G_WTD?XM)X0: ^_5JT#]/BL2^I2_GN/N,1DH9Y%>)8'*4.1S
M<1Y]F3C#)2B7N&.*:]@2[<%G/7-M[R#8ZAWP5L#[U*U]JUYUUU(P+!MT M((,4I?
*=!1+*C&"67;2,12_DXU_N6P][YIK?1;3]V,PI6,5-^0;MV
@G,21FCUN%V<<46BK_QJ&>N]L>+M8>TB]=PWDR&T]GB>O^R MG?X@,9M]"H(XQ9",S
#QVD2B@U*^*4=OH7;#HG58G@W#); MENQG:"/^RY_TO@<0-
(.,IY/C#.,\J1SRU>;H"*7*@N641;Z9J]= ^-JE9M8Q^'/@Q'P^G%9W_1]=1Z.X,|I8)&%P4|IC61.B;BA ;"3?
2@&9YO MJG;-U*:8G@=Y>M7(VD96O61K=04|D.Y|. |V8MGX| |5TKKET:>SSTD17SM]9"
M7RF1: ',S^69WZZ>><4H|!|#R*!(<1*)A!+Q*?<|4DAO.\$,QW?:|=W|]L)4 MKQ7'FB=-7E_<^,E|-
KEG1CN4 ;Y4I4|YZ71CO"+,)2|]50 ^,F.\$4<9^A&"A71C%B:5#=#X>U51
M+Y3Z#N,9%%AOT#!N\$>Y_#:>GRTX:'|9Q-\$O#|4D)2>+_TC?_8Z"\$SMH\$3JS7
MI0FIU|0ZDXA2/\$=#M?1"5F?5UC"?;'Z550)|.K&)O9>#KY A&WXN]_CM, MWRQ"VLHI|H-V1-
BDB)0JDY|X(("'\$OALI.URX#OP_./V%)-/|OM|8LL1C)/_M_0^80\$JI^|B2UY*:]FS1|K1|:]
/|IB'!/1JZD4#YP_&S>!LEG@M@#C>%'% MK:C+A1(:OUY#R>I7AO@L-
(D^44TU6D:A|E#Z>P'MW,IBQ8*U8 X5D*NDZ|N]MZX(K MO(|&:;N 76LXM@F|G@)N#T
|3/2MDB(WH<>_.6C@ 62(%+2/4V2/'|3.PQ'MA%^+_&X"> 'GBXGF.JHA&1 ;(BE)-9W M\$TQ#Z9|:YD<|
(T+|>|?K"/:OV515T!TW^-|2|2%Z/BI2%\$*^2C|^"BC 02O M/6)E)9#|FP5U|0|97IG(?=@%G0-4LI6?S-
T?|:]X>3-.R"N|MK1":5|1P- M(|8CLET&M%^X(|P%'FDR.MC:X;<'(#T3-M04?#|NXV=HA|W78=RL
M8Y6S3LT|2+;/-WL|BRK+O'6>1+O+S: MVQ'NA"#)8AP@Q>UZ|D^1>%/UPP*DLE
/6XW24#1\$)0!"T./\$=D8M%'HX+?K%?4 MG8|^2+3F|9)N]JHFI=J%ZZ7:Q|<_FVVD\$F AQ^G8Z+/?
LY1MM,SLYO?.C=V6> MT')63+"1"FF(M@9-\$"'|^!#1:G .31%FM+I=JK1&O3N >.)\$V)?H:|_G<|JP
M+F"|/U&W2RI3'F.R0A#.G2KS9C0)I=&U9-)R&FQFS&Q|B94/>?(JWUUTM607 M; ^-ZW|Q:|
|>PT4S3LM=*B0/"BSQ-L&|899'EA&A)?Z+|Z#4XU2|XF'/2,6| MBK('L_O2L|!3""T6>
UCE/!T('V6R:DRC8?;<@Z5!O4.B+++>2@|R|EB|X&8- ME /ZV?TE@^P@|1Z"+V|A0|MV"9#S.OI_ ^-
&LR|=Z-1HU?Y9AZ0, FN5:!:GOT
M@R,R*N0I,\$T4&">I8#G\$ZD&XAV\$|)W+4UD(/MM5A70SF5R_JIP,N(J*AF)
M\$|;\$H,K80!_0D>DN+ADPEFIO&.O1/'="=5))Y#|=XJW,5SDI8>9"4-|:)2 2% M,M>-
F|*211*G=WCP/7">?Q|J2;T'8^*/<0NQ.1D/ |7M8HO3;?+M MU\$ _JYF-4IG0%:?
OFQ|+6|HUV0GE\$/*0.0J#P:6Y(Q8KW\$4S:D9)/5S(7:|1)K MP1SJ1K*6LF_?1E<1>@^>SS4X)2WS4|Y6?
|:]A=| 84|WE@^C.|PE9B5UWB9) M|/HX#&LL8@,/@F1 :UTFIXFW*A%-
%2BN0Y"L=ESE4&QYX";T8&391@6U+U#*
MHN&_9Z5/X2R,AO\$3&MPM&OIL\$1X&3|5'OXTD6>+_JJ2 AZ2(SHY;:W7F6CUD MRF|RH/V|-
K45T_0DU1|BK9^ ^0UMB>M-N6/7YC6RK8\$6PDGATY8F,LMP&2(OV
ME_1*T1QXK&U_KP7S;"A15^P|!'S)|:]V?FJ|G+Q4PK_P&=JOI|Z%@12(M)\$9!8D3O6Y8>E
Y4(#ZZI#*W@?/:J6|;P-H_1_IT8"JKH79^QC5|RS;W_VBF M,+D\$1Z.GN*%YW-9*ZYYH=)DER
GHC.^(B\$JES0Z+AY|T+-1>7Z8|6Y#+T08% MU^3#9#(K\$|6O;9\$#58)^4C-B#)YM,@7\$FB
1YFGB*3O:.)^VY\$/XG@5K>E=, M#Q#R!1 CD1SB|>I088';AG!|?ERV3!W-W-@HC=90
MNR1|*X#/#E3*55;/?YAN!<%/(.&W2I++/(|ALIG/L\$IKHD<|I>*ES:YKK'27 MTVTI9G,=1N'F21<+?
WUQ|2N++O:ORFWQ%6.%%H)JG4I3 5N&Y)AYU1>3 M(&3,+)A<^YI^=|3UFJ
_B&6R#LP|U*U3"CY219(KO5&Q|,HT01\$0E ?%?2,G, MK2V^6N#W=>.T9Y:N;Z>^3V4?RR76YY\$?
EU!|%T:56DH;:)"&,%Q B:)8RSVA M93)>=H)Y4=O:N_ |P|=)WRL#FDJ;Z,&I7&)9=OS=
\$U/%UD4,4"C=2D"-|6-^GTH^8&|I:YTO(TT:U|= M72L*>C5.7440P/C=?|^&TXL/XS+S"OV&@G<1Y&;
6>0B\$ "K* &G! D)' &M MM/'",2^|DOW;W8QZ|?
S=M%R4U>Y)P|>#PAW&:Q>X0NP9(CA&|,8HXZ7VI(|+\$
M*J8)CU:\$J*70MUNGK%'YJD|_NGK=659|>I71\$VXN_.9OI\$4|J|&N(4U N^YR(
MEQ;W,:!"E+%VQ*08E7#,@MBL"NM1CW^ZZN|?VCW\$<.=F*/YR=X19Y&>4N1Q< MRA%IT#>R^
)B0EEHM-,U^Z)= /R|:E'Z^+/H+|CQ:\$U3+&Z=:|MBXCQO./M:67:"90R *32||&QR>#1S-,>.,%|XW|)1J
M-Q-Y.KQ|P%M5.VV&<0NH,A3|0(9,O7_ |8&I\$^A22319LD,B*5 M#|3GC\$:DXM0HG3/UM4-L|P(ZO
|7P75^M_UM)875=MD^0|O=\$Z\$G>0EM 4MY MRX7R"=5=C,V2<.+*A.K\$O=="0?
2!;F3:KW_&"Z9&3>GWL,7<|\$1NY"DF\$ "D! M9|)T\$*4;2+GQ1=Y&5ZQ8ZBW-M,_'J*JIV
Y?;Q)X#FRR11>8!G":I MY,Y*R7"JMA1P,JFB=-*&V_/M-MQ9:CSF!9.CL@|ZR *)YE<2>E:E,(Z%O#D M
V)X*;40\$;>^Q0L64A-8QU1Y_> ^<%TRCVLI:FP54Z9Q:TW.:R.R)S26 M004J4Q*RB:1TM\$(_@7<%?
L|H7|RI|D|R|O%|7P3>6U3|%)E%|!|PC4*46;" M.EZ:VO@RV5.5^SAE@Y6&N>I7DJNA_.1-
%27=Y8Y^+""S/'%T=LG22NTJ4H"@96,XQ|0K-6ZM/6L0(>;3|V?G=*| M=2&XSD=:5JD|_-
"3,13|Z0,W.;=>^>G/3XVI M"J|Z'_IF? M-C-*F|!7AD-#P41Q|O:0CC6?OQOW2.'?5M|.
MDJML9E^'HXPUB2E+E&)H1C#B?/"\$99="HC&:ELCU-| N|QI^KJ;QN!5=;; M;RBIL|G9|@@
PS3#O<10@7M)BH)8EH("\$))D0@>:T6;7) YJ|=#|KZ/%GM3 M0V85_9X.B|Q#8ATR\$4-#ATP"42&DF
M)=1.Z%XY"|#1LE,#RGO^D.?H/(> M+;;>4D=>SR;#;4PFK^)_SX:3N>3*I@+<>C3 '&XES*
C9B)Q40"!))7W KM M:N>EK8'R,NVCFOKIX69N%:SRUQ:65TJ; .PI(?Q|<(?|JZBR@WHL;L>|K3/ MW
1J/ 0GJ2&>;5N<3'Q+5.+&B&CQ#4%#QNYCQ|D#41Y(ISX,3|81?^V@VZOP MX_6P&34GPSCY,
(Y_7=HU(2I<'K_V> !BWLH"5)F&|S9JF,KW&;E:NM_OS|
MW|U7UD)35X0|]"U]="N/FQW2%N.K_P5IX)UF AE(@ F098F|EL8J74*(VT1H3
MH7|WX|J+.,*DD9Y;JAR4!K6O>A:.%|YE+2#@#^~K+2'?^/AU(_F+> _!-KO MD-XW|?O9=-9"Z?
373>42--,80B:IV('20"@I>)10*5A&BY#)VU|NFUUM=RPO MAHR'T%WM@W)KM*_&XW+3|ILVI;M87*
|L,II!*%5_ @.E;&A,227PQ/'|41L M*6(2K67>.)0D3>B8GUL+XN:|!9M#X7&V|:]6@1J=8B\$NF*NT"Q|.
S07\$D1 M-.|KP&/ET_WGAOG0Z=VO&OLH5WBLO+H_ @&3,CAM/M"7E1:=S&4=B0E2ET|O
ME%@?'3'6NLRXU?|V&K#&9PK|+X MAY, ^17O)>3->K'L@I4 74SHT;J0@,N6O(X9)Q'M' MJ4>|>E-
KX|.#H7PS7GP8_>@|@|7|:HX,\$S7-0;W!'|P7^9 KS-WKRK<\$3Z_K/ MWS23Z>_-

l' #l,OE0,L!8\Q3\LOX4RB5+NA+NN 8292!Q,,*U:[,6MOBWDQ M\%QT:)B\$400"YL?<&BY+;Y5?Hl-
;\$87P95D\["PRVFW>X;HC)SYHP9F2.MK: MYO=^5_CSS3@> MU\7)>\$1D,IA :
MST&E5/8.RDHWG+*V1\JOAOW'S8>[Q+<'W@?7.L_NHWAPWC^OG=;P\6J<%5A_MB\IV(
ME\FU**R-PN*Z2KI;?);=HD S!-K32KS215WU6<^]+&0E_D2)0.*^Z/=KN\ M?+1\$OT%\I-L"CS
>N*:%@<'<\$3#X49/1"?<@H6_2* S8IC=H+Q8GBX9XVM(%O_MO3K7H;\\$UY-)K.S^='Q\I8\#M"JX>
|O\TT_(%1&MG.())#20_PWC:#L>3 M89PO,LOLI?&91&EQD:9\$B9AQ1.?
HN#66,N&/9= >8ETOAOQ'2Y85;T0?%[\&K MEG6UZ'L-4+MLBRZ>\$^J^#\IZ9VH<;|B%X,#7MOT
K^[QKV5_P\H_ ^SCT83A" M-|J?D\I9;XXIA\|E5:\KO= M8EX%"CJE7
^J:006TJP;XOUI_&XT\|F&\$5Q+R1QH1X52>% H4!SA6B"^ .SVU-
"R\$,:%*.U'QDQ5G!\^YRN\5Z/N=R"M%G\$Q MNL<3&)111!!QCI>VU(\E57JF2\$I<5)XQ8X)(M:77W%4?
LH2:/B\3B6TL%N57"59C%0:-I #D"H M+Y..:2HM>KTGD5EJ4U!*A%M6:. ^)|I YLJ\OT(Z\2UIQOC+|-?
8G/W: MR:D+4G7QK'A=@'\$Z_(YOP1_C5#9S6+X3Q6H>?H=B\4S>PM0\1Y.:N"=#-+L? MO(S?
:;&_7JW\ICP63\Y\!LKU* 'Y, ?^;D)<#67%7Q#8LN,30GM\JM6'K':CV(LE2 M?
M_TCNX7UZV2LXNZG*C%/.9';?5+@T:.W(HH>DO.- OPV*4B1+%E(X\!0 M4BZ*+2M\$7SX
W8V^A\$)W#:.M=\$EM\N\3>.04M\|L/'<5H='P"3H0\|6#H^%?R\XDRNY64Q%N(M.P9>&0Y16R="8C'D
MT?M530:W6SHO3QRV0U3: :X?<\$'N14U97:D2OY-"%A\^ ^WW=:;A\$CQB#_.6T M\46D@/>60T249 Z?
@::@^ (G=35 M\|W+.,!\\$G^422JINA:*USE=G4DE.)?"2:-|I O3\A|:>%,_P8T|
M"+DGM7L?!A:V" T*XPI40#KBL;0ZLE^"T5Z1))HMS#IE5)\. !S+ _MH^GN8\| M8OB\$HV?;!:-SK(D
<;R7-O@D#K)+:X:X@N3\4X:A>>WHK\|A7W#8+)&%52 M^ ^CX5/"K+8\J8K05MLJY^ ((OM,^39UC\|
(,7LZ&D%D\|MH.*^R<%VB&H;PO7) M@J"UHI:N";+:2II*UE'H+' B'F "HG"60HS
MTW)\0\$P;YK=Y@)Q%;4.N:#\!0)?*:BZ\J7V"5HW ZZ\9-GYLS<4+@;HBN?H#? M QI3RAIY',._2^|MOHC
E8,2E005I(&0M8%BG.8N84YL@|F\EXP_L\$X-\$C MM:*.53\O%M>8?
|R>DZQNR%JQL;AO<|V.).SG64G:B9F(S=7L2LZ3+.D+|SXY
MB\FDV#PU>#"5;WCMK\PI)0=LO%\$|>0C9"09..01E8H)0+\$\$+)CC.1B\J.J^\$
MNQD;>THU;B7;SI@6D*9M4C\|';G1W'/4=/.%4LUGQB&I,&KE(U5 M/-
(5>)K\Y80VR4@H;/HY_/NO%U+R*!"\#F1,1CKM@O(*2 ;> M\F<2VM&+D\OS^+:W#MU;QP3=,2R\|;?
S>@B0&*^9&):%CZ9 M7B>'6(-'#\$;N4(>A(@Y6+"N8@T\F4K2.A.+1;Z96H^T'H\|D\H8)M8R+(M
M<*94704X?/7\(:52,4Q'.HNK-B(Z\|D%'1)9QLB=Y-I\J3R,M=>Y.28&F<<| M8^_IAZW8\,MYA8-
P^>/%HI9T5+?@+"Z6\Y"6YR3A)2R4(2-H\ROZ8LN@ *Y MBYFE6*86\GR6H;==<#1X/;.^.;AM-
F^ ^X15N;=STHG5ZW#Y-YQ_%ND9\$%*;O<\$..R>4+|I#U0&UM9O5'6.LU_;TWL7=*| M20\G160?
(V,@K""?T5D\WI#CZ(U Y^E\OHP\1OIOGDYH9QUV TU,|H.P\|A+ MV6/?59O-
T4T<|W.G@BU.2##)&5);;?%>4H\|D2E;1(|-V:G?5'FR^FAUU*E\Z MO'O\$B=V"Z_S1@(\$S7R=
M;I^<|5F0 *:RAPYE\FTG31)6C_>3/W;4X)Y-^Y#!<^WKL#FAP7E.Z@BBSN>1
M#H2QK\3,A>O)C(#:QLR1\|L/T=DOV^,-\$W&#_J^A. |GA@/V:!/P\$0)H%2U M09FS(
W).JG\$TO=IA*V=FN<)?\$/\|ZB?##AZY5J,J8D\|^X\H=#DGR%HXT3-
MDR>E>._H6D_T#5XX_7\JAM8=MV\|;#-.GT\|DK+:/D/>20G_.0:3TG07AO
MB;."9#\$'!:2H;"4+J<0N\6!=N'G;29UW4EL\33 W8+/U&;@R++ 'LCUU(B M>(.2XY<)-
DGE08I(IKE)Y(\$JIS(\$ M'Q-D1\$W6.M.&-;\V7V&3U"\$H\|= @D=8"RI\DD5=7!\LXDX,|6-AI%02@D46MU
ML6BX+*QU(.ZE-4D=@H%GFZ0.T<6DRI2>;6&W" T\O35('4D=!),QNDWNH^-3 MP2^3S
CF:CNMP&M1 OTJ>P4\|2\H#M(C#X7?#*X'=0D=7*P':+:#G\|1P\|
M\|O>;|Y\|L^IK#8F1UXK7\BVL2*!=SZ#RBK*%@%'DYC'.C<1,|+&WNZYG/135
ML/D#BU>A31D\8L5\JY6>DB'6*9)%H""IFAYVN9.OYHVN_N H\|\$>EV^X3R
M\|LIY\H4LWOWK"Z8EYILT'XZ*U3.:<%_1:CF#\$\$+R#K(H,RJA2:)=&I%VXF2"(M.|N_TP#&E%KN/L?
9WV>7\|&7%\MO'\(2SY\$GN^KP'FU)H%(2\$|W\JG:G6/QPL?C'3W.LKSHXQ\5RQ2#/P@<9\$22M3@IP
MM<>F-I\|5KSH\$'F24\X+3S'UMA.. "L\I\8\|L:JO_>'U(N-57C\$HH\|SNE > M)6UTA@Z"L\Z*2BMT2+XR?
0ZW)6IMWUP5)ALS\49>X#E(XE4UJX6V&>4Y;:5 MOAEJ.8CGZ:S<1L9"+'2ZEF
|*.\T>%T8T)ZP2\JKBC1Z\|=<)O=Q*H766C\$-A M6=0..|ZV\|;+\$M#51JR2\$:Q\|J?84OMT-
0VN_E=HBRI_)R^_.5G53XVY+NDOIQ MO\3_H3)=H^L1G:9_\$1@S
924\$9RM82=E\6H=F&G>DN09/@8XCH.^#BA\EB2:=KN,3:9X\|"-IO!:"4!50Q1)!/
M\$:00QF6OM(VMTU\?3&^L\I\02;:6\$NX05?^ "Z0_'1VE7_\$KW@Y^U(Y7KM\$ M:Q*-
BT54O#L9*Cs/9%H%3A70H\|H\MT\AV(L.EP:*U%GH\$G/&2_NCC?^(5
MSL,E\$7J6/Y/\$:UG"\N(KKFF\FT):7"B9(\&8R\|I\U4&LL\8Q6!\\$L22\HYL'C
M(02^)/#TTTR'>.W9Y>IG,#|MPZ^)/9>(B4GO(*W>&H.7X*(@CS(QS2,W(6#K
MA\|C=*#O)R.DA7GD'A6V\QKJ\$/_ ^*2W+C%^1H+BH'84D_&Z^7U1%WBHP=2=!,7\$9ADTLK4B>\$,E&4
MNRD'8T5*CX+=S?'2T94_E:#I@8S_ ^=O3\|F\|D.4*!D8A0(4%@Z1:0U:F\|Q
M2BELZU*YCNPJX#90\|M:U\^ MX(+|TYI?M:+H=Q+NHI9U?%>.L?K^;6B4:6LC4Y"-MK0/C
&7H@3G7;2&&4ML M\|%00,WSM%P*&,23?I3G?XK?K^+^8EG^;/<#QK\?S\|DLL\8#W5;L6\$04N Q9
MH@&E9(&010%#OW)0&DH\|A)H/NWG/L^NKY;G/G&Z8Q.Y
MY\$4&4"P:B"5XX*X8R;R5.K=._VU""^%1P-W)09'RECQO-/B.TR-5\?9V6Q-W5
MQW"59\6)6)HMEK3+YS>O/@=D\|Y=HF&D^B#N&L6E'RQ?W^OI"JSOL_.OJR":
MA&5)TD6='+'2T58L^"3K^&&%3FOGK&\|J%&D7NMK%DQ^LM EKILCX"U747-Z\$8 M4\|W1 I
;@8'96R"&\$P"1\93=L62;| (M6+R5O+\$BP^ZO6T*.'S9MK/7'B2<'2K^#
MZ_ ^ (J+7=N@M9G8*8&T@Z3NRR@=*VP> B8\('!:)9\6WV\|M95QG>EFNAAUD.(?)0-YE0*T
'I9.1%J%H3X\69\$=%IQ_..8-6
M)'+%5.NIX5M(>E56P8\$:Z1#8J8U^OA\!>G_L0E@G"V\$C41.P\$0Y5X:RG_#08 M"YL)5\$*0TV4L%-%?
S.KX\N"C@JB=U448DT/K%Z21@3'\$9A@-%T/\$WO,M\$>N.MNZMTFU+OM1/"YCI?
A>PEI9T"AW2=FF\|DLE*4JE<#;2;V(T4M:FQ\0#)-W! MQ%A-67C ZYJNX'*064HP+&#-

NR>#R@H&2->CR\$XRFUMG/&ZBY:5 H(FL6SL1 MO|8\$LG|J11401IA8
_PNTH\$702.,9D46ML@YJ(#.VIT\B(U+G+IB&PJP@S'X MC"5\VZ?EK|>5T/?
EU|GBXJ!:R^7%YXNK^F/G2HODN;*@0F@O,GD!>GZ@.U% M+DR2E=PUT#B8XB,|HSU"W".JL+?
[^\I#Z9ZC^>=<7L_HUX=7RW!54,F@.F:E(MV))S<#Q8B#SPQ*-QM.QX*-R5|<-%Q2|*
|!TL_>%3F'_ \$Q3GY_#S%K\$%D3C+1 MJ99GI0S%M'6!E0SCAP
MFM>F|>F(K:OAY2A)|,1XB_06*&5D|,0: MT>|=XB;F|I79#TAX@:H_1,@=QN\$|X'?-Z+E(6A5%_I:/(8
*ABQV0V92D*BE MXC%;;)V0_Q0=+U#|!XO|,03T\5+(GKK0^F63/:?:>(EE_. ,9HX94^1 1XQ@ ML|
T<80\$,<<"!8L(.DB!KG7'QZGEF,EHO\$O(:?|D#ZI\$!A%I?S+Z\$DS)PC1O M/W2J.69#T')
(CMD0E4PRQ^R)1X^,MM#Y(*&D3":;%AE"<@ZLD()K7K+AK:/ M+ ^"%>1 2!KXP#|'(J
^(NQ#V|L(\6(4|OR3N(_JO7YBY+)%%GU: +|Q|<#%\$|". ^,&-U\|.X\$AKY AR3LP*3GYA1A,U=IBW M?
HOS\$.4M>, +|Q!)C_ G"C-9E+U4\$F2+Y@8JX=DAVF:CD6D^@CZT1I+A:X_/GSEW
OKR:KVHE<\$^9M&'L_-= E6Y<8I\$Y)@Q8AUWSK&NEE"8Q3RB:K51&M9|*?;*E* M,Y=A+ ^F/
8DU_G6F|V^UA5:@)ALD860& M= GDWY8@(!BR5\$JQY/I*KI1OG6*^ UDOW3IHK9D.+ \$:2:P\$KG?-
+B1VLAMV M(.\X-D1SU>X*G0/UTL&ZV(54X8+200=@N1ZIM>N.JR73B>E8L=&AQ-8!R*!
M9XO5.07D#%':WODEQ|G|_H#W^XHNXN6.6-T|?FD&1VUG\$5P+CM@H3A7\$BO: M|6:,:%QB?
\$NDN39FS479P23Y|<," ^?VGS|_F<^ ^WHP_NYTM(S5S(6NHI<&@ ML
XJBIF!E9|9G)+PNG6^WS/DO!Q\$M9|CW\$ML|+|O|K0ZBK? O+>9)F5T76+
M7XR1>9&!9/KHI7=DZS:O&45\$'26'DFPB MAUUI<&@R&&M9+CQP(O/UII\$?
DH)SL+A|5|:\ALOE35H.L?Y'@)|VR|>+:HPM MSJ5T)30%@?M_/ASF LY&"1*3408=4Z7UB-
UA%+YTV+154>_@Z,|7Z7H^OPD MW(W%>E|NYF2|G|CB>&R:\$C|2. MS#5JH+BHH|.0C+
4:/=XSIO/>:C|OTL'YS'4W:/W2+CZ6\$EZ^IWR7&0OC4|< M MEYY\$TB MD#\$52NY4!9&'((6F?
_/\$O1"X150Q5LC/((=' ^+*7Y=: @|2|N+ MKQ?+;_1GZVENBU6HE'Y|. ?LA+#ZM9K"-FZ7?
C+3Q4OK|2|'_ : (AH9|N"U M-Q>Y&09BM?ZR8RXQ&:-*7>VI">3_>^,PXRJ?RSO:RZ4V#||9,/AB
^9<2K^! M9*>5_S|\$+8?D_P|1R0_S|(M"4/S_P=H9-S|_OT(>|O_'ZS"W?/_JY#_J #Q(DLEF
NM0+%D5QLP0T((XNU M3L:(S3V T|K_|X+(6(?,?_?2!U48!*JODJL=1^2RQ|PF199B&\$V#I@>@+Y
M_X.4M6/^_Q|)CYG_|U\$|\$: *X"1YNLESB\$10|4ES\$D5FT|R*/X7|_T,@T\$36 M8^1^KLX|!\$S-
J|>IYE^LT&Z/ 6: +,U|GH')_SU#4^>4KYXMS|<.(1
|DNN8:L%:\A<;GJ96@2|X5E&W>L\$3N) _/!>M@|/WR \$'N_F-^T M_TK.D.%!%QE:&XC/P,!
D:&@=X&:@)%U|RTQU5>@0V*6|XJZ1W' ^GWAII# MX_1<6>|D5|P6MQ
H64*R=:/_UW>00^|3HN|)_7 M!-QW7RMZ#WB|W?11#=:|=Z*VT=OH=VO|@0Z>)-:9TJ
Y(W24VDPOV)H|P)R7 M@BO=_!C=1,O!;Z_//_?&^>4Y8^)&@DVBD.W"-7BG"+\$|.93\$=/MI9D_1,=:K
M9A,|WK|)%2P4WFR_)Z1VW(5+T*1B|ITJ0/7F;%D,7,)RN10&"^>B|:/ "QM(M.5H|Z6
5;|/_J+ND<'_F*R|V.EVPCH%CS82=9SP41/5;8?# 7(?%1C1,|D,
M%F!H(J@Z|,\$7YT|F'YQO+\$77^P8Y;L?'N'@8(N|^+@K1Y,"B0N+2*8?PGSY;>_ MAL|W &?
(N+8QDZ|K91W:5H=Y<@|F8LE6>V|<3N_ M_ |C=/O_ M#VIK5/W@YH
M(M2&T>5G@_XY7J>/_H4%GGV<(|4ACTD<8WM78@<8@QL0<#.A(UK\$+31X6PL
M|32|_#8816V)PUJ."A\$*!2@8A2)E "VNS0J-*VKQ;OZ/\9|V\$U_#J7U'SP^SR|J81P<57/)O/P|7'%='GQ
M<54HM?C|"PGK:KD.CY^CXLK1A0B(@5>R/814 I1L8M1\$>\$:|D|WI^'H)N%A M,:8Q-:
1.'L&HU>"7&#Z|X^SKW_"E|T|G|AGE?I65>7W|9'G1_<O<_Y^82
M2/F|_A)P|*0@^ALE6T^5.8XZH&J%8@T@42;A|Y|I|C%G|_|3-K5:|(N|.- ME%Y?
H.|=:HW=JQXDMGC|+C|_|OM?'NS'E@|8&|<:_TSI MB)@G'|6VB;EAJ|*:4;X+|/YY|>|?<|?
J^N|3SBHE;892:FTE%W6HD32004I> MFQ)28#M=(IO7>)D*;2G8Q_K>>V#8DV2|_|*ZO>
|:D'CT.27(*M.:B|&1I8," MN+11:5.|+X:|5/Y@F5>D|?W%^UCQ^N 88J7HO@#NI8HUOL6>6>E%*G^
B|_K MUC0K2*FK=U'H4RN|:\$4^(|+|"K0'9Y/=S8J_XLN2MRTRHM6Y|:1/E:F.|CW
M>J27E5P0|^<_/=GBY)>+FK\$YS"5|7O=UP<4?RJ|+#W|_&K#0R%^[:0USUT#F M+)*!%+K9^Y-
JOP4N_E4H?SSU4_A8O|W<'F-|L/LZO:B&(5MB(9YK7T:OZ&|L|IE!F^(W|!\$Q M_LFP1>/_HS/CR?
B).JLWGMT^N|>)7E|J^(X*W2Z3IU3P?,|F^MOU2Z1|Y#_ ^M|?|4\$!#!!0 (
#N!'FYM'4DB87T162EY.5DI&1D%3UU!24=91D;#7%/'P-#\$Q\$1>W=+6
MPLA&S|C\$"&0((RRT|:|HT,4*!L9)14V<7&+B\$D)2JFKJ
M&I|:)J9FYA:65LXNKF|N'IY>P2&A8>\$1D5')*:EIZ1F96<4EI67E%955S2VM
M:>T=G5V3)D^9.FWZC)ES%BU>LG39|A4K5VW:O&7KMNT|=NXZ=/C(T6/'3YP|
M=>GRE:O7KM^X>>OAH|=GCY|_N+EJX^?/G_Y^NW|CY^_0/YB9&!FA &L_A(\$
M^HN)A869A1WD+T:F/NXS"8K|I/A.@9&57^V7@E@="V* MI#|90_ GZOIX>I?
96K6UIK|9"-9GFG\$UOO7+)+PBN"#L1273.D?%?:ZX\$+7YF"#Q_9>|S;6^*|X9>77;|R=#
M>H|4|IY|*D""2)8_ ^QE^?>D0*UIZU_9KK-"K8^8A ME9,STEY8LJTL,"IT3^
DSE#N^8<6_%9YFV|3=%?, ^>M@X4;J|HO23.%NL_|MDSQ_*=/N-P'7<_3??|-=<-3|
:Z1Y^_"N4UKZ857BI)#N:;?;9COY7G MGY|UV:SU'_><;YHB:|OK|WZ55G|X(X%3|>
<4@G;8H>XV+;L:_RK7HC_JO%; M|5W).OL!2'#R>\$)S|)|"B=/6B4R?
|&J=K|D0<>"FUJK=_3,,WQ_7W|EZL>- M#I=K P)=17C.|/O,.'8|*_U3|3|NC2,VX_JOU|D%0ET7 "49
|BQO|W 5|+ M P04 " |@7)9ID:|M?:T !:: \$ % '1W,3(Q I@., &W&7|_2? =|5|XX:X 8P&A-|
M"K@('&#ZW7Z_'OC=6)A_O|*RL#"SL+&RL?T%)P<#+ "SL7%P0H3XS,T-I5H;&C\$ _#&9|#+
*L@H.*B@J'5/6/GE* M1_>TWL5+AD:&ETVN7+|A:6-|T|>Q=7MKOL|#|^ P*#@AR&ACR*?1D7'Q,:%
MISY_D9:>|3(S*|^@|\$U1|=N2TNJ:VKKZAO>-3>T=G5W=/_V?/@-CXR.C7^?
ME,3.+RPN+:_|6%TC;&WO_" +NDO;V? >+"6|F^K_|O|HO 4: #OSV ?OO?C\$= M>/C| @\$6UL,:;
(+GK=B=_82.:#|A\$+Z0|KJJC5-.ZOI>Y(|_RY1>6WL4<+O MKOVE9W|?QR+^0SW|GQW|?_HU"?
P,S&"?B#/_B#/_B#_9@ MJNZ3\$J@=OOPV|DW.=XR2M,G)|_ZB2WU:JL"|: M)5|W|NVOST;(+M;?
TGBQ(G7 5C:2XRL/_L,NL3R9_Y,4>WN9Y.=4@M7*V M"L+L20,1T!3|J7G8AP5PU(F^!?

B3A+R)V1!\$>T,&TR94I7AZ=@:Z' "I?GY" MWL,QWR>X]S1Y"^^"O@- C1XC1 =9WVGT0+HK2.#0
M;9M0E3G#?%+.:8P*UOD M5:2E=Z1+(L0R-: IY"/HY-U9V(AEB#HQ""1-TX:JCD,:/V=X>7EC)3_)OA_Y
MJ>;Z7I0XJJ/J=&*?=E1P!05H>_F6QT@'IT@6(PD1"TV9-V/N'M'W;Q2X08=V7Y M/"?">4G%
[:#N=N\GY72R.",?9ARI\$5'CX%EI;R888N&<2^ (A^(V[:%_8W@/[U K%+_03)')/3*(2[&0]!\\$").)+&%[V.M
MRM-0'E(45@&_DB!VP)B]*IS/(E@3='OT\$ M|_ +T28YMVJH/_V)QMHIQJ\$K7_7=9(G::;%Q#E
"QR/(8. "J|X=[.W1 "K7QI12=RL;'(J\$Z-D_W\$A_M|6JW5LN M>^S>LS|V?
V_1TB_-.4)KYR36DM9&DVYF;C?0)+7-TX&#)%5M_!5_1'1G|X2 M/MXXQ=2;Y16*R1.*68"=@B!7?F)IGG
M3T5)C^6(Y.Q&UWH""[SY\$FLN?2>+|J#L|3Z>|J\$TA*>;L;?M652J2)DP:Q&Q3 MN\$:A)ZI(
1N\$'EJO+RWY|\$')N".YIP-:[I|8NPDNUA/>IYH,NAL"?C+,)""L M)EO(UO9\!6K>#-+9>JQEZ,
|0%&1\.)O>|U\$GQ.TD|B:|>;R6F)%|^ M/=,>H289"\$?Y|M<70\$-R-.31
>QA.O"48Y"=>&Y\$GP|4|KV"HL|TD2TV*0B= M3|NGMPA=CT:%F3|VTOJZ4#4!!W@:J_)H85"T?
A\$.G""X8B3U'?P*B*U@)%L M3S NZ1F#6>@|G-|SFVUD(A^""N.:!7D;VOD(^ HQKKW(|*1
+O_&D|>A=,|C M^|2>T|,,(G)N3|;W^7+ TD+|+X;I8@B:|^'|(<,|8V"1':20)^T0P3 Z|51Z M\$ _&Q-
V5U0SXHI?R-P|N|9<\$E7L+BQ;OXVY+=WA!E4FV&&3\$+&LU*0A/-CV5 MY9WQ|K-
|9F&ZAVMPJMV;E#@/^53CA^Z*1U|F_7B:=R!>Z0_ ^X_ ^J|ZE5H- MQE3 6=|N%H#'), ^47ZM04QV.
M>E=WQ6RN%.=|I>\$H")R|G|:@8*)273|MV+2OGQI/36(0SF|/=&'SN_..#+T MC-0WA5X>PJFC:);'?
GT<3)"/6L:=X.3J_ =|T3/X)Q&Y|^SE&DAIVA3"64\$*R MW|I8SZDO|U;+15N^OU5L=Z-
|'G'U|/O9*LBW.F-)/'|2.=0NNC:2:%=AY9L
M|YI'\$W/E^VG/EJVWN:Y;U_G5MVS"MQ@%>Z04;L0_VF/_1V"^^50?V#S0.&!&I FQMWK,+
|+W"M&_/U)KP/:LN#UW:-|_M_" ?G0^Z?G;)0FRXTTZ.Z>441+.)C2,=)IL0')NAA
RYF5>Y=W\$|D)F%@3<5 MY4J|I|>6?(E6-|FV|6AQQFBL!HO"M\$B9K0*PCQ"V(|7G9TZL
MR66M;J6|75UJ%|J-J:C:A:0-/D:S@|TW>=2?&O!2|(<#N:7X3|I/HRXN/CAD MYZ"N J_=Z)EM09"Z-
<'|>|:;SRG+.V|Y1)H(GYT8&<9!)W:@|TCG<J4 1V M%QIPS/-/21_H "L3::C\$|*%?=#A?GZ68|8<
L|/OAJY5L-JL;IMV-06\,(X M18";Z\$Q*|W)7:%>UIP,?Q=+3^YA?67N1PY|IZ:<,R 8HEAU_+(|<|)QJ22C
MQ-RW.Y4KRWL+:N^DQCLV|L|/O.I0Z"LP:|=;<;L6MS0W"FWI6'L:B,4JFN8<-
M^-.9%9|5)/26>LZ<%X@*|^CYS (C<'# MPI@=>1QGRIS|A?"JV=/.*;O>PO""^|.9GY7*=
HK^2RM#D8^!_U|&^P?_ M08BL0&K9<R F|"CNJG_1E,#)"VBPL MU)W_ ;FAA^!O=K6&'+Q;IW,N|>
|MZ,30.D;6X; "01R!90#Fj6 M|I@.<(|U(^.,P>*3H|KO+S|I%!24_.U<9JIY2.|MOD7;=CH@A:4HVL;<&?
F MXV "C*\$+AG&M67U2|Z,V|+@VZ+1Q|F360%05HS:;|31E39'XZ0#>C;%FMWE^ MDCVZP::KC X(>.
|Z*#1|TZ9>;&WV7G? L|A8=XY^R7+^VG|07+!|A=FM,&Y
MNS#H"!G686U>-1G#HDS/JIC|+F\$|_4;U+"P=K81CS"HPWI -2E*L\$65(=^1'4>20HZ1KN:8:> M
K)\$>QO|X|FLP0-VLQ0>IEU7D5W;=M|(-">--<117Q(?^?&O>|S.8ML|);?# M(AMFR<6
C#0Z,.D_L.EH*#*_ /K3_ =69.XH_R -KXW=,+5HW^W^V+Y&N'J). M!ZW-EE/:XY50LKA_62#/?VS P=
D'_8Q|RCB%AV(GJ6^6@_W S)O|I_ .UPY M9#3A-MIM"^^:~S8)XJ6U57SR=5EHX9LQ
MC@TL/&R#~;\$*!38EI7P@>W=|/I#"O?0N|MEUH7")D*1(=(J3RMEQO|A2*JMC
M8P_1G@2%%#*=1E^%~%EY@71KI>)OXVE_*OK5RIO?#A#P4.Z&'#O@XA0|./5+I0=|!34EBZ0
N|Y|,DB'9 MI0|:UG"ROVF+9FAZ|,K#O(4P+V"8@P|^?PSCA>;J|\$+88|.XOBV|<,QRK|I2 MKK0E,
<24C?CS)LS(4|OX|H2_NZD'|><5G^:(3XGVGV,|00F1A7T"UXSA.
M|O40S^T%2/MFW",YB&+,Z|:GV/75(PY>QT3WMTYKKS|KTV|PUM?HIBS|*|A4\$E M%&9WH+5YQ/?
UL|>+Y6<6<=FU>.OC,Q'6:;)A|UHYJ444G3R*&B\$8Q>!!%FI< MLQM|3)T'5"Y-/>.14>|KG4'IA+Z)>?
+)KJ;LDYU(66/\$RC8W7-+7DK|2?L|W M87R.HYF)03-1M;%U%D*0GN,&DD-'_40.MG<...>F?
#X0*&0DV1&0-A\$=UPATH',|2?+BUX7|P|JR\$|L6:;'*(M|?; MC|2W7VX>SS|S@1,<(O?
\$Y,#1GB^MPE|ARH.,+%%S6Q5#UDW^O:Z*TP*:HIO M;9"?'-P9;KH'O)3_T&1WY+QP2G-
;JF63|H\$IDBZP|VY|6II/077CB')>M#; MA\$#|+D0+;^=S.V\$OYEMU|LG=AR4&.WB.|63J
9FEOQ:THEQ4KV@12 M=(7Z?(XQ7:3JZ0_ ^IJ+21^ACASE\$HUFO@0ZXZK!|-|D^'WV,#6RF#60 +25@
M#WB:/:(35(R?@Q5Q28D&F/FHG(5FL9|)#RZIPNORR*REIZ4E)MR"G-XXW|\$5 M66H/-P>3#D^0-
)OT(|OF1TC"|"I!\$'=R:#GA2GTUNK*-I|BYD)'AF^:;\$!T?'A MY7">D+0@CM:/W@8C:KO07/,9|O9J_(-
M|!R\$RR3XP"<87L|MNKSI0,9(X6HV,8W M_((5B9TQRM|D)<|Z5@:7NT%:-
H3G_MEI"VX%@+&YM|KFYKHM:*D0X0 MO!D_GZ=J'M2>U';|OC8Z%G+H%|ZKXYK+4N,PM#-
".HH.W+W(77F6"RSA3/B2YW@IMN%Q,*FKTEZUE"7AL2@>"|L(:??GN MVJ6!
|Z=&'6U>WKO3Z@M/&P2+9&(25" Z9L'I|"4_LS=%9P0V1G&B\$357YX% M@1*1
AL::DZJQ*:3C=NH"F/O9PH.+(26RL>_G"%|(>LTKC"R.VV")O^>9\$=F
MH4B.:+|Z=49AK/E%UJ^#>|D3)%6F5V#-|@FYFMD1N<'@'98+##(A9E".@Z?D
MYLU6\$H+*,O77R^7,FE^<&Y*Q0 ;2@=;L?=S6G01-
VPD:%TD2/XSMB|A2=\$<|8P1GR681,+*+NKXN=3*%85ZP?6GK2%D)|9+TTO9PJ;MB MS8 &@^_
@GZ73JV&HXEY2&1'&X#""%GG=>2'PMV|LN7J=5>'! MX,/&_3T?I)Y/9SW_M|R(W|;?
U!|8@IH9#4VJ7\$9=JJ5"OU#4F+DC(\$U)2-L/ M<*T|3W_+P'P7XV5YH+*?|C>XO:..!
|D(%\$|8/Y9Y977RRR5A- %OM3NC|)%& MUSN.L43PLQ\$J_S=U?CIY&W8/-DP'F&J|#8E|+U7%L=1+
<(|T3,?OG<|Q(| MOHT|=7:2ZL|@ZXOU6CS%1|4|F-LU.O :68/ ">#GB/DDJV+H+9)+R=Z8;5GU
M|M@%_77)Q^R9OIJ(IK7+1-EHEK(#@?K.>)>X/(ZZG_ZI!'9J|3?'|L=TQ M'5N>3|KW3|/_|I+/
XD"D\$PG33R|"TZ2@^|.BZ+?)HZDDSG/^2|N7;G*.2| M?/NBL|W601,C74&U1P>P|O,OL%W?
3QH5U&MF|3). ML0Z2+3O69L-RD*.<#OR5X5%QV8KF/D(V7D:YJ|D:;A*&VC|S_|.U+6_.3P>
MGU)Z|^KFQ?|E4>9_PC^\$?PC^\$?POU805;3ZU<,F?VAFT8W'W,V !QE@|^|^? MSI4|H?
SQH+L'<>K1|>,Q?5' P|&N*+04U_3D:/R-8_ +^2FY|LX>Q<;W_*38=V_6JLU7*4<|;SF.N,T#PP2?
7\$P4XW4MAK MQ,*#J|.DQA#?ZY(E'A^_!5I/Z*4:0F"9Q C?/J69& M)31I-!|RF|A)SE-WR@XL_ZS\$+-D-
YZ.!*:;5"5=),1A'2:?'Z"(@F=|C7U?A5 M.:C(=)ER)3M+8O*#R^4.C"9Y<^-=>4&TN
LG CX:LM2\$STSDI@!W@2HT'E/+_MDX\$2I1:#&07M1 +1LB%|>-X8X=

(X)DT+%;UHJ>8[02"K>4#T8)B\$'=.&&=0. M19N&XZT@)*7@*C_/LVMF[EJ;ZFZXD9KU/705.\$?
VW7L7-59D.G#A\PSQ-# MP=6PS7TGNW 6T_1,0P>V>I;":?AN<*&VNW8XHWQ%O!2,HK&1-S\$j9*#8
.@ MZJ07"83K\SR*-.@(\SL>V:@%<8;T4H>0,Y\$3A4K%8ZT*!!V*,#>-BYD,\VH M\|O(*
(R6L6_0@>5U^WK'O@(\6(2BLH_;\|(\.W"0H6K\|M0:JL: (@+"^3WWE M"
(.XL_F)YB"4B6*.029+M6'QN\+%#/\+XXKZ2_"/O%\$MTI[@>Z*:M3#E7%/M M-
#X\+CFM:**G>MABV/L:AS/\$\!+3C7#61Q_://S\|<-:JS#&\NN6WR61"-+ MW=6K?F>K71G5,??6%=?
VH:T+V+D)-(TCB>%Q*T@LJ&XPN4+?N\)"\$1E0.#'J M.=WH^B?-_DXS_X
O!&^V6@1XFXD10S+'J,J4X_>**07OQCTC'?NVYXI^J2 MA'@,6>DQ\$J7+/!X?
<'Q%W6MM\>_7^G1/OI=3X3KV1#/T%0SW(MCU?IUVO_6UM@C>K)Q96:=I7.L!3!WXZ)ZQMV#
(4=#GXO:C@>=DEA:C*X,LQ M;:X?(SC9R_,KTNQ?
>"J_F"G,&78HBLMVT7W_R5%K"XWIZ:0#"6B\L<6DYP+& MHKNDHLXBBB;?M(T+\$LJW :5?
MD8_ "9TZDE2F+Z<(N 3+J>XGY*U/JL<'FEH(MDGRM&UJ'-W&IY^)8Y8\$"Z&W;D'.C,3TH"%YZ
K.BZP,U:6B6@6\$|E!C)Q*P?V;GOZ)F\$B)26 1VU<)-^ 7F&4 \ \$4GR9J-!WP6K6? MZO
_2^*VR_P4:>YQ+:A"A)4R4C4XWXLWS\=O>)/YJGP7LH5>@CDB*4(_&7%TTL386B;8"R
M8|UR8^FMLG|V:? #P(F\$32NZV15V.<^OP(2LOOB+8*4|L,LDE_D?:/Q3F:U
M7&3|QI&U+:A\$:4X3&7^=>A9XAGR;IP0^0CGCP7%\+?JCN*|J/B:MC ML|Q*^?
JF*3+RLTS=SFDXS|+N).1FB><->*YO&A15ME6?Z_XJ:N#!B.+&0NC@ MGDO9'M'@"_4M&)/.K-
[<>".U|YL,?="4CA;802.4|.S/AORP-/(AOWNZ|GG M3A)RR|FWX6TF= !3J)=-\$Z2F-;,&8%
<^D62.4Z?,5UUCT!GK|ZEZOH>X!* M/C&*@U?3 8J !4:QO5&6X-[38D*!H|@\$SY:WB|?
V%J|!@W*&MW/=SC@TWVGM M'PL4CPW+/LM4%5M|O.7LL<> 7M
J4'AJF"S_<^*/@HB'WP63CD#:\$#\$- B%|Q!0"2^O9 M\4S*ZGU-
@D=5K|F),U)S<>5#FLV@QOCD(Z8'1#7#R)-&M|=YU&T2DR)Q1V_ MKYHN|GS^F|5!5JL-5H?
|5KC&P+;4).I N2##|=NCH_EGI=3X>2-C5,7?|*%M
MWUL9BJQ(GS<4MF3Z>^# \$30ZG=3CQ4NM@(\O4(Q91B4L/EI"5|=LJK?2"YNT7 M3YYS8YA'2CJ !Q?
#1D6&(|OOG!!_.:|DEN|WT&)_ =29(LJPH_T> M&F'T1@M|?'%|=I M8.O2A5'W48IT@*6>\$49B/"&B=^A
M!TU_ ^=R#2DJ+Z: ^LFFD+=G;7M=?YMC% MV|12U<(38*W2|*6T@7!SC|B.E9#3=
|'+3YJ21L8GX(.@GZTMK>10W2NC)T3& M^ _1+:|K>|!LFA-(&^&^0C%|<)6AL ?)VP'8#4*5)\$KA-
O4C-IPWD|Q"2 M;:,IGRV90%< -6%>N9!%K)1?K/| 6& M#VH)9&%7+2:&FU&SI0D,\ND- MRON
HST'EMHB1S1FV0_S0A."".,TKB=T@%6_Z;DQZ1BV49\5HQ+'XS|W.6WB MX?-
MA<44:OS*W_AP*BL0N:WX:%^,Z, 8<="=A V|FV."|1;P&*%9&%L&_|\$G\$ M:I,@U(1;SVB9+|Z?O5
>'N3EY>7B)9V65/N@@XLE7OR9 M.=?7-R0:L|8TGO?49F:R-@:8OG)EQ>|_
=VCW:|FW#HM8#>QMM(CV+2),>9|V M.!_N,SJFOO|P Y=2_GN^9_|>O?"O 14#QI2
|1;>+CU;B,D% XKVZW+Z>)D|3 M%IO!*T<51M*E-*<|&I!UQK4"R:[6 /3SZ|:%_!8IE%:7FWCOO-
)9F_7"C|L4 M)\$7ZRWTGP?13D<77:5SAW|;&*4+&-"ZA MIW&19&2:3>8VMI#|WPU3N&6/>6
MB:V8HYU:~?70?^_+D8=)T+Z MJCJ>=(U&04KOP&/KX?
T?|AF%6LS9S_%*J+2S#_XCMOP_ |LV^|X,483'B*1)H MOE&?GZ"R|"7-K>R\8D: BQ=KU|
(4.C|CXUOO\$>=I P|4)5(OP0':T#7'T:4P M%^VD.WQR0.96U(CV>EWJ25FWM%ARHJ9F>
<29)X|6)W0GM5ULWAO3,KT|/P1+
M'KNKT6F9/2VG/3GC"/FIQ|7)Q:WQ4=H\$|8(>%J05.8V/I#/4HL|9OE'P=@S
M!"D|R,8F_2QNJ@>CPJ|9<"S2W>,6&Z_166RHB@BZC2NEU,5MTC,V"/|LCTOI
MHEKMX8W06WM_ |10&X&T:(K!0:T_PS:Y/E@64X2%&^9F,(TY2)3H@IUYSDI6/ MC2#OT5"NX1:
Y,JV TYT8\$\$ 'T+&B29-3,"\$QG4;RL@SMYV#% "KIX|..T
MS%N5I0P"/T5\$A<;U8EGZP&@S\$WX9C_F<=#3I!1YI=SJ7+!X," M39+WW6@@GPE_U2FC|(WQW:
<)|KJ^.(N#4R4-43TAWJ%)H6VLE&X6UQ.HDC1K MX2-*7&P
|V.5&K*#W*?;/B7RE02:TXA#:+>T JOQEGZ#8D2/5SSR.#P=_ | = M=W%Q:L*7QK%+/D%A(NO\$-H?
>AH:-*U7.W1_W'K&|L-!LDWF,U.LJFQA1|ROO M1)>OX-149\DAI1N7:K\$R/P:D6?
7BJYIA:LG|ZV&WK(UU5H: W6|U+HEIQ^ (K M%|)(9_Q" ZYW8J?_ =TO?^U|
KBGIB|5&QD)"PSJO1TB&SEBNZR(RR|K4LP9 ML=J#|K".6H=V?
6FOSC'MY#U6ZWKMJ|>RC23N|OFQH>N/8VAVK5^Y4B3 Q76F MG:V27_5=L.OYKI
RXX81|1FC41QJPV>>7XJ@J|S|.40VPC#LM)J?K5)G@X|G M@\$VVS!!BCPA_|T4JF\$M|TJ:EL"YA#?
FKL1WV>:Z.OP,^,865SNCRC;\$-NX1L M&@UL=&4+/_4#<.+46.TN"W0|",+_S+J|UR|
4!","_8>|1B#*D%7ZK2XH*% MQ*M=TA'5_'Q%W^|X_2)?;*Y&X^L75_P_9+8@,1I?@6TM^/?UPDD1=
M#H6="MHTJJZ|^?/#'DHAB,'8T-75?_@AK7|&A,Q1A(7F|^|I|+1NFCXI#1,6 M\$VE3/93*+?
D2,>BS*|3E07)LHU=|C?|. ?DLJ&@S&O)G#6VWRD-!FH^ |@Q-E M'|="QF|1#M6GO9MS..?
C')6-.T7|G+G|4XOBHB+!+/E2.G>.?^G7-L_8"V>^ M>|U7KFWDY|S,?
KJ)Z:_2QG|W;:PR4)0150<&T1>WDK7LWMB869AJI"J?W%FC M<5K^&J"4/@+,%CS|_6X:I-
|45SY>N,J^Y*|:AG M\$R(ZT.F.X9RH.CCF)1)_U1^D|A|J.I8L>"LB4'<+X|SSM M/3>G=?
N8|JG2:!*^WGBC<4YDD72_HO""S=,UAQF3DK 92?L?N4W\$KZ1\$-JND
MLH1\$S_/=9QV:ADO1N3WN9%5&IJ_ \$4'NB\$W/-
GIF40\$+/'P\$=A*TC4@AJINKNAKG,D(.,5I>GH8BWXW.OHU|\$Q1Y7>
MHF09@23Q^ _^7ZVDKL..48W@0(YN(R2K^?=2(OSX|J6Q*W =7N':FK"#(V(8I M+4:YH|_06@LJ-
H|A##2M,ED"\$#";@8-/J6L-&IV^<>E;:M&B6GPQ05Q*%<; M;:3X?>_NVR|Q@I/-8 -(7@8'#3YMBFF'Q
5+EO|TSG2&"R+ %HW QOO8W,3& MT|(2IL>P2>%|QMG7/S8Z^WDA^: ^;|1X&-=F+.PZ#/2?N-
9I7R|F636QNP6| MNDZ1FY_C(>UVB,IHXWT:?\$L|/-^4WEK=)5:I)=(DN|E9#!.D>> ^-+ZUL9)(O
M4:XQ8J(|L: LMO&H39Z6=A DCH|6NC)WHECPL=S#CJ|8Y 5P2(Y5I Y|/6B' M-
O1SC#:FLB|Y_0^|3FIAOE\$3"4U:QO_P(^ M\$
1Y7<0N*>6F\$^318Z(V2/D@R*B>YG/:_M|B|Y|0S&I'3YS:CLV|\$_O@ZG+| MNS1|"_0)61Q>'W_AJ

MN)NB%81E/-RN;900I;ER[6];M<9<'5X9J7@8&HROK?:6.'-#T(\$15(DOL+/M1N(=\$VB&0&'J\$IX(2,S^@?:?G%#AN'KH4@3&3'R M7Y7BW7+.(I:=!_LZ=7"?WT@>J*IMV/;?_O<\$?Z?G\B%:MOT:: MZ! @?.Q!Q6(-Z(4LT\T(DOB)%(F%?Y_##G8-^X\U>3;"8IKL%>(R\|G\IDFV M/L9VY+*UA\B#9Y<2EJ^Z3(,GQ\GG#[+ON ;T>/T#9;C\K\$5:6^4UE\$"?T BZN\|UA,;, _3@:X6V.XM M\$&_K*8^FUCH4Y*?6+9+ _6:/ER;EK&?K(G5#5(C5_:\$T+8E;::2<=2>CK@G# M/75K5] #?KE%N-M7#U?"J@U\JJ#9\$6_/_>S, ""K_C\6G%)!9K2XA0;ZT7A^>O3GBS./I9&CY M^X2\|+!K,\$:>QE<'1L#QE@B Y- A)HYH0W/KFP55S\|/^;\$\O,X3N6_XZVE5 M?UYKN=+>^4"E\^E^-AQ_L0;O%AC*GM!5@C^&7P%YTJ9HH^3#=1/C<\$IMSZX! M_,, \$+ [1\]/9OCA!>4T@_/%D^%O'GWOZ.1\|V5X9\|P5?V\,%360/3=* ZC!\$" M+Q2DS\|\$_ _AKC;0\1\^A;UHFQH0;_T9C!_'#K@_9VW=^7S5&R\^VX=KLP+0\^"3 M8)^0^,I:%.D*HW>.>^)I(I%'37C\$UEQ2O_ =YE;S%YT%B85R:+SBR)CADLC M(U4*>O6=5"V>6.3HDFV)?=|FAPT_JC MQ6X_\$IDT.L_VV"#C7RJ+DM(? Q*9.#Y&1U+=&O5MOE.%7@(9_NB=>_ P^1%+'H ME#G\%:KX>H;TJNO00\$5.l; <=S:53UJ73(%9SID,P,N5H'W-"0NKIR\XIJ. =O'LIRWEB:RT M1\|7\$P.,\$LXWFC- !0\2TT,JG <_)1GMMA)\$V^10=;,>#; G9(J13L-Q,P1..N"* M^"YG/*NVC0U+ N)/_C5# Z<<>S+ #D|=SK6KW#H@O\#;40 M=6Q13F#JY\+)"I0V'5BU3\|P+W\|JAW"%G8^ZER:P8W1@P&KW%? 441:","V-PDNHNO%<:B_ =I<&'_J9Q\|3+LR\|OIK&_B/X MWT&PCP\X@+ZC\+K\$>UV4 D4Q\N@=6 [Q 6RM47480D?ZU'EOK";8\A FB4@ M^=/_9'CSR\#ZD\$)NU.?P^RYJ68'DP2J2^XT1^? GN"S#3N\ _P8T,'>#0#^3^& M=SLB\^C 7P4:R&EXVT4T)MM)C\J.)G/J Z9=53L? ZKJFWJ%PIZOG(2+NQ8(M>|=|.#.R7_\$B+^=I!8^H7.FE4 1>82? #WI_FMD3I6YFEF9_AM#DIJLY+,6RB MN4WL\$>E M,&;_ -J5W4MP?=I@7% &-1GNZ3!@;:\$9H35"9^)&1E=:7J.1EYI73\|B#M'@_./&!\>..276\>|S'H@+|7 D?K85(?!ODTR/?@N? AGZUG(M:)R/NIPUN;1&W^VC\|&-|V^NA;NYO)_J*/453+'SUS:3P9N*N*>*WRXYA(CA9 M9#A*[N7QP-DH9_ '13D&9HK8S2<|X6QC=Q\?O&N|-55NSA"CIFV.6IH#\$CM M- MQ+*+ #C9!)2D3S\VK,BXI\AS"*A\JD5QHKN+G=V-|L3"^J)&!S="!0-;UX>2T1D/)600.|=!!V*)5A\I(M@Q3N J^QKZ;+YWW+/5(\^%H>;ZW M>;>5F\|&#*9K_SN+DBNX\+(/5)J: ".6G YS\B\$W:Q+O92W/? 81(U+ \)+J3T2 MFTN= _+ -IT>SG)"J+!^8/#C^&B8 ^V1SG:)'@M;/'B"%Z=|F-G.^+|Q 1W/ M,#0W\>=JY\ASPL3RO(\$<61K>ID53H'V;U640X.^=|:<OR)J8WHN\$(&>LHTG\ M0*!>@:-2SW.,l:G\>7Z/VV\<|RW\|<_>URS7\|L:|S1@QL)SV\2VZ(#,4Y& M*J\K0;#RI\>&U_-QP?|:.(+K0=I7Y\U_!21P?E , CMD>2YR; EGZJ"<^&\$ M?4F26\+ # =9\$|UR^\$|MJ?) <_3MMZPM(I&B0(AC_2B:.2%(#O:1\K.I50U%4\ MU\WM1,'HRUS\UM?.FL\$3>2S)BLKJX8VG(>U^W3+R\OG;Y;C,(E'+L6?*"W5 MM00 IH\WE1(+>BCLMX\|)UKKG2 =EL[8:7EB!\GU3_B\YOE&WIV;D_ \|RIB MYYG\V_ ^3#- /R)X+_L=YNO(Y/W'U*T'WXTU:DE)>1U\|/?@?:+QZ5V7*)>W2H1: M 9=^O52E9<OY+LLF.DC MA+@,FGW>YO;:-F7DK?&5%8KP+I&?X\Y)L:8#O'/DH\Q)6IU9JKTC4#/GP@KI MS--Z3Y7U*B6VG\|H+ <4JPC8K/U>|O+_ "5IT-?3>.+P57TX\$T.A!\$ P4U7W7C M>G\|H4R+&%N)S=CQH&5W10&7.;V5D-Q&/:+,R0M0Z_&\|;MS%H2B!\|"%N, ; M\JP\XGY\ _O2)1MPGHSUSF(WO:Y5EO_? ZYI#X=)GF4>QN^@*1.'!HQ&5HQZ#J3<6)*Y\ _DTW;WSU4Y:EPJ(_FOVG2'X A3,\EPPU MS"!4F.T3\$9*K*<[Z:P'US4,>W7\$|59U/GT+*R!TU#K7_U;&C0 99M MDAE9E.3J9&A \|S+T> MD2SCW)HOX;#@-/_^A^B;%W?&G-?1O;KX@OM2>|Q34LZ M\$"J9BDC4W#_A\K\$8K+GT+ (L84"HQ.9_/_@|S^4#- M: ^6EV#.,>|S V%(RN16Z0>;OH0(=W\IOZ\|";M\$0_>F\XB_3F ?VG,F7Y=C\|M:.; O)/O:\V7L4M+!ZX&HSJ9:ROG=!.9>>2YXTI=HJ#V,C*" MJ.HCGU422P@3@5?8T9JQ'^X*6;O4P :E,28>9SH)BE8FG\ZF"WP%7\> M^?S9'*B;O:62=>":BLD9\|=VKNX=U1R)>. YS*>77*/VGGX+ ^IT/S1> (PM=F MG\|:5RD?|20#^_D(Q">, ^%8/U,GG\ODG_B7P,4N'\@HUycw<,7\>)_ M#MKZ&Y< MNF>9\&*I&C(^NR\A4V*;S;R=B-E\A\|?6T@#.NG_QJK0H4)\(E^^ <|CZ6 MB\|NY6_<%*SM =O*Z/W29C\9:7J;.C?P;G)RB<9L0K&K\!TzD33\!PT= Z&: M8_B%9T,"B+J9M-,"B? *W\$4VUFI>)"P?JTQ83940(Z3Q9"7HF!CO>#N8KKP6KK!U*)(65&|W66\Y48%M> M? WRBES^8J>N1M+!MMRW*0\$|:/92.8RK.4 M7Y^^GOK",604H#WUFME9Q.UE=Z;:"F=|M@=&TA+X5\|QW?^>D3AP7.R M\9W4/(.#4%WJFU913P@'36GUP+K9B-SG*R^%L V9)ORX#P9?KHH\U2P4.0. M_PIXXQ?AU? PX15"1F-I\$S4+?LUMI)?E6.(82|=Y9:<3+N\0%<8BELC.Y/W6- MT- 2\X4OV3(D1NSUS6<7E&"H4/OB\|HHR\7KJ^>Q33U:> ZE/'F/R@_RFMN8C\ M; >I51NFA5Y&!\@B>7(Y\|V_:/0?2 A<=#;Z60Y;@1S:9*|(L(#KD(WINH6(_B MNV%D\|M\|_L\,L? Y^J# #FDP?_9\|D6M3%8X#_3TE+0M9P9'Z\$==+P^6ZA MU2%-5(ECYR;/T>,"X 9B%>3F= (^VD%'U16US"= <+FN(;2Q2\$2I?>DD91^:O M7,MU<+QA-1<;WW)\A/W.,\? Q\%/_0@8LJ+QO5\GE\$9Y;HQ2H<; MU,=Y36-U,^8!;@_GRX_J=|\|S2L=)_5 JVF14LKDJGO@_)J;G9&6;F>8'K?A MN*=1-O@?9B\|@I;D15:+K((YUP;?N-B>-MY.*;\$B9? Z\|MH"5KUMM)X ZC2) M>?%5<5.U-MB'Z97OW*N4>H'\A*WP>FP+B3>=\$Z*XD! 4\$["*<)\R\|NVH\|L MIV_-MF?5^*3:8 HS"O+?BD\|Y ER +<_L_"/#3TV^'S\|ZB,9(F:|"BGG^HZ;:|?0V\|7QP3OY/C6J2O! MC\|V%2&B#9*Y6O7Q4DKUZM+38JY\|T_4XG4@DIJZ>1TP%+X\J+M@61K\!@ / M _F2'2N(5)CS/VHSV\F" | +K1?/1@?OPI\9@/GT/P2G(^28X_WI*YR"4^OB M?.#FI(^!7R3"Q574WUDY8*M.XM,6\|;W<0"O^78WUB_ B"K*0R9!:JTP/D1 MA(@BI'X_ COL>_7)Y\|3>S30L\N\:->?A7*//RXFC06X^Z,I-7=/_V(3^TX< M\|D\$??9;|K|=500;LDK& M(C,=J\Q+|\\$-B'B*XCR2Y R: #KMD7OTFP\?#K:;EVY\>GC\|++>Z,>>U+W# MXUR<9W3"?9RC7W? >/'TW1'>R%I\|2@>*CWP US;!U'LZK\$O2;6_?:\#69"T M5#I@L3:7=|/*\$&KW\Q^7\|L>7AA\$H%EAXIL6TA3+;X&K+N2QZCD5"|*EPD:* M:&7G?5\|/?B(_E/;>VT,V9W\|Y\OVISJ01-3/&Q3SOQWM3/&^L_4)F44#K

M>I7\$A!T@TGB&3J(\$KAHLICAPWY-<WJV0*-F822)/ZC5M),:D1CP1JJ^\\|/
M,Ji6AV:%=_I_"@J0Rj%.ZIW)0AVCQ!M>>K_Z2\20;07LEKNVVB!i5(5; M-&Z("B/A,;8L+#3L.T%L>
[K!79]M*9NQUOLID73 G!CY"9S M:/SJ@F"DC@ M_(WW!#J0')03;\$W^YJ!LIW'.4@>|.-(C_/1ZM_I|R\|V5|?-
[S>';-F/Z" M_N40H5D>H#]S(Y4L'G:.BK|>C>?#B# F!(TT'RF=:|MD5K= +&, _+)T_8?
MY_#S!GWAJTO6\$Q"%NZBR>>AUY#S=QOS6C.D1PLU5O?#K@Zl.R'!<7+)|H%Z
M2S4@X0(I;&6FIL/= \$=&00.T@CIU|=Q\$_'6l-A1<%|9MHN(>E)KX10%^\$%B
MQC=OG+Z#U)A|4D1*L9?HF4N5)6N)!VO|7%GSP@|1V;/Y_(LS"I^/LKCI/DJ
MU=/J#8= 6QUCP!W=O#_SW*:5.!.NSDE QS2K9'>'Z(M82RA*V&30%3T?)_GM
M/KR"._F#.*^9P4IH0-5|[\$0Z0-%\$1M !|-%M@V'JRUG(J_>|<(M,+|B7T^| MRB>8l_34ZV2)-l./R|9
U)"V+SD97F^)E?|D%J3!|"1/E@MU_>X ^_NL1UXK LP/69UP|HRK31K)94G|Z=&O@@5%GZ1
MNJIH8#.67CW:XC033/#MY(F,/Z%|XK1+@!7RS*N\$>?U^/AK)NMA+8+?|*GR M^?
\$JQ&%|WM|.E&XWU7NE5XMOW+W!|XU=,B+UW!T|S#.C|"3 X#_"UM70@ 44
M.U0+G|.:3(/FYK)&0_?UH)XB@VS).O+%/Z2QP":)K* R8%&^*0.127)D*Q" M.8.<-^|:%%3-
*5TZ_BZ_8\93R.6(N%RO6@>6JK*ZCDDYZ l:8P.X.TA|4BO M9HJF:7S&)?
3>N>FOKP(3L.TI=:Y<"TYQ7POOS#X\DBN,WMQ|GV|7|5"^^,7|6N-9VF2QGL4 '<'R,<-l5@;R
V1U6/>Dl,l.3.Y4 M4(l-G: ^2O5J19QAC@ MZ-ME^X!)F|H9?WCP.8?
<4W9%H.H.VYG|B4VB|F4K\$XYTT#RP\$=V:'R_V173 M|!YZLFOG>UM6Z F>9#C
=B#*\$OCI=60|_-0M|(@_B:ROMTHLH@-9QJBBOL5R M|9_ ^4VUK+/G_BMSYW|-
J!0XIO@OBV+PR9AVQIOW,(&) M-|6=WFS3V@8F @S2^I@=* _&^LX|11F?3@??F7-
7A088/W2:2592|C85B@E_MEIN*9|20(M\$%"?FK-VPM|JL,-|E)VBUXVR4?
U5)/X+4@8E,SQ_*E+R(LLX MID>A1MB.l TICJ:\$8|O"6Q%-LBP =33?UF:L|@|Z+F|)R*V:AC|8l)"CPF
M2G:L&O)/G=V|Z1P&.,&^ONQ3H@,W" ^16Q.&VC" _Q8:C|!l.=J|HTSH(E:(M3@9?RU|X-?
D|VVOI1(D|0^V*8_00|WND)3AWMQ_<">UP|WB!(|JITO8"B(?|E^3(8A|#ME<0+6AH|^/ M|JR"%
ATU:ZO|^|%R0_D<8|@|#OB/%.^_*S YO? 657:V(|&/&<|&X
M)3*\$XA|@C1?"@"9PB_*JB|%"\$&VXW4MY!GTUK-|*W7!'X)PE"M')&??
EYR^(QZS>'!|Z5&/A27I"=&M6E*:\$D#7RO'FE| M/CBAZ#/RT5C8CA9-X)@:G
ERC,%)Z@S77*2=IFW/SW5MY|OU|8|=|R2Q@/:= M|^H7l-Q1J< K4@1CL ;/KJW,BR%^Y?
A8|1G>C7/GEL\$@<@8Q|8W@,9C&7RB) M |T0FQK5XE'6|l|=?: ^LS(|)H, |<+N3=
M_GY!@=|&V+?|""|&:*SBQUUSA4B&|87?%MQ&E|"31=?7Y%|^8-XYTL)J:77A MR..|VX#N
<00>*-60#|/@%7"K&Z(P|2<&AX&ZWJ 9LU'3BR43*6.AD2-|=9 MS.l'7>D"X?O
>\$M4.J29A";\$ _JCWIP,5U1FVNK)T8)A:8PGT^DC3Y@\$X@U,\$ M?
l#5#&1#MNW&CSK9JUPRU77XCLBA XHBOZQ%6B4|G,2*K6VZ+H1D(0?L_5^1
M:Q&8@'FHQ7S3BQPI>6QT,:7665R|J|0MD3V-EEIF:|G?WC?X :H%D'="6-H/&2AH@H58KQ
1&! _=+^!EZP+34%F/*WFG*ZJO5NT8Y\|GFC! MYHS8=;+M%;LK3J66F(:RY?@9((%Tl.'@"
7l,X^#9T8V_:Y.lO8N7KYH|7| M\$3#-(9C:9(C%Q8RVX4'LARE.BL8|;G)TUG4H(?!:!)NL|DJJl57C5D-
+P""1 MM\$V6)K\$3DT8W?Z&29+0)6G8.D ^44U|ZYMx%|4% M%)\$N2E2J%|I2DEL-) \$F H) %*2)-
)%J2|3l+1|)%0&E1JDB)2l:.(105!*FA M|Q+I!)*.)#V"W?6S+UKS?W.S)V9-
:_YSOK^<19|L0|L|^QW|_ =YGO>|>Q|= M*?
Z\$Q#+)=Z,GMM:7FXZY^V68B*4JB7\$!YC9S'WF840;2"97|B0HFC#1#>= M!5"X,RV:U*"J*3;HP
l=^UI7|4|QG>| \$+D*; N5F9&5FLO.^ ^000M9IQ8#X M-#@AYP
@2#3G6T3S(>0|\$;*4U4A=0T_APKSBT3OG|:;7K@D_ ^W\$B)?:OSQ,S
M!H_K*>^4(M0E3W#;!"MAX)YUJ AE#;.)0YW#,7U65J_ \$VWAX5YT|H_K\$A|AG
MUI\$VD2W=KML2^RMM'UHUIFT2FLDZl|(83?"U&-#|?4Z_7A|1JJ_6?30*.SKW<
M%^\$.=M9T^7&>Y.DRRP:5:B_A&=5^3-#./S'S@AGACYASZ34K|!\$R|) !\$&<8RR10#&
|,O7+A26XOY8- MB03PZC#,|I0S9OU>1U9!|#4_1FCGX-FLX\$QZX|O99SKH_!KGYF?D-|F B%<
MK7XF 5.HO7#M7LQ|"J|B2,32K<\$4LF+ A>*|LGC"@82l|6SV|4BM%&'\$-
M)A0RUCRI!|PG*3^JZ81:>V3^D^-90->K1TLN#.2:)=X M|TKXTL0,&#I3U=\$#
(>MMF7KM.S|XLQ2AO_4296;M5|IU;V2#,*AM_J>1PN| MDO"8-#|WUV:| <|M7:52V|<^|VS0?
<|:408LIU!B0#|1Y/5H4"-5D:B)(2Z1 M96UM4DR35RR4R0|%"HZGDR|X^"| ^,5?
H*=)NSK*=D#&4>>&?HIE09%UMU#M MXL.V"W=,9>W1E9|ZY;)4!:/AN\$O8KZ M>_9|IG^SUD?
XDLNX\$?"7**!(P7H9Q!WE)^V!?!^5D@1BZ*JK)=#ZJ=<6WJ MX9M0|=VR
(F!OV+MTO^|>71.V\$V|PC^?)::27%3DL85,l|=>%FT*'F.(OQAR M=.V#SC)0&DPTUA662*#
<@L;UL@:@-?R)1?T, ^2X)XUXIM^>Kl|IM>#VVZ1J8 M4C3"l-VK=LL=RZEI2LWT:M0R7'@J1)VL:-
Q_|^CP DWU(#&*V|4"DI^3_ \K, MN.Q/O_KP:T|)|+T?\$Q5B;X.@ "K" _Z6ABZ#3YK9^P_AJUI-(4H;
E//2(NQ MX=UCLE|DZ,O3'RN./Z"M5.""AE%,@ < M1YM&@? _>#.GP-
V<)|@OF00Q_RTQ=1P\$VX*AMTY0-T|6,M,YOCU)Y\$Z-:|Y=^; M%ONA_W /l.|?9RC!:'9(AY-HCPWO ?
VI?_59- 50|P3|?C2M'NGNR0>LD M?N:.T#|T|_R'_?JA_W_8_|_5?H>8-
I4D&!>+!R>\$%F3<+UA0UEZ)F#3J2C&J
M;9^)UW!7S+EP0)/3)\$W(G?)64'^BN|9|5>;/M_G6Z95|RPN)A_/*M*J=,|* MW+A!S@;_ MER*>1B;Z#?
7MO?|YB6,KLUT>@/Y|ZZ3EZ|W^I8|^ -S4I^P6|?'3E*|Z|>>B M <|?|KLO%<-&
(+XPN3;ZG7,>C3*BE;E;YAMDX\$3(^E\$=;TECCZ'B3?,Z71?: M>68=0A2!1Q|Z1TV-VCCN5N|6PA^G?
DA:9KE<=2M=M|(\PK(^|<6ZXIXE#H_ M+R.|G4ZW9W7#!)%3Z=#*PT7D<+K*2.7D?
FS#VJ:I>+/'HX;V_.BU762CIN)'YH0Z,<@@J_|2?" ME^9_6D=?XW+J- 5(4NA@@VIA M75BKRG|E)
FO&W|X_S^&_7N/P?|A_W_8_W^S <*=P!)OKAD<_9! R0%6+ _=- M&)|V#HY?
==E(A),!KCM\$U8MP&E;#0-GZG|D-J%|8UJ(_H'6"D<#4A:\$QNAI
MA7/_ '%O6\2CH5"&R0BM;JWE:6@)W6K+?3(22LK+N?7_SH%>W*[,>^A":
M^%BCZ)O*R\$^Q^X|O.Q9F*M,-5UQ'7ZHP#AEA\$MM#4"UW|'-^IB*|K?(|J|0=|

M>|L>LT% .L:F&M10QQ50&UB/A4-6>
<7%RSF;V/7K):Q_S">R&^|A5&JST8M%!US#9M|VN,00SE,"5?Z6U=72WYP43,XPL(. M=|IE0L+.-
P>*5(^,0TZ9P&X"HC0#9B;B1*00'^-4;U?QED_@00A>'O)^|MQM MIJKCCF?8 R.II+/GU@;"-L(@?
K/7R'O^LY|E4+4DL4;251'Z1_-)F!^R%*> ML7?==BCYX;VK;|+|S|GN0V/!SB
M+&S|R,\$|KI@Q6'066V_\$.B"&%@0^LD^<>)|J5!&CTK.==[4BG74S%/F,#7)?
M'5&9KOZAJTA9OV*71T^W_919 'HG!OWT|(Z 4V3..4JIAQ3J3HVU992%'VBC
MA/!|YWUX#O|_G0FN_5LF6#7P/V>?"_Y+/*>N^|+_ .S3JGUN/Z?(%E CD"JK@ M="<#?K2T=
(8%,YKVE=Z*K.UQM|KC8^*>XZJPM4'#N?CG#U^6!B03D_!E=L(
M1|FVSGW=C,KMZr,WQ04R;FVZBT!/FJC@ZBKPN8XC.P\$N2/?BR^=*?43N_#BE
MO?'+%-8CU|P&C7*1Y+|!Q*Z0,% '@HU7*9UCBD5%LP+F?.DW\$#V20L#\$X0C|IL;"0^?
(>=+Y6JKU^MKG0A5DDK|U7-S;Z",S MK61^!\$784?
^B|2BMPORI1G!=8|6|_TSH+Z7N6S\$J2FG5C1L_ BNY|8I_4_ ^ M6QG_LQ\$|W^N9KC|/-
UI9E|SZ!RA13M2BCWWQISB\$@D+%< 2(8.8*F6%*BT2<97FP0 M7SH;M ^H:|Q8W3QKW|?
59F_/HI\$|J"C+|SL3RK=0Y@T"IT^N^,0K!)X.HY|B5. M '\$%,K66%^B*|^EA8-RP#+^(9(W<^@V:GI|JF-
)+.+^Q.TNA#:=|Q| M<\$)#4N?CBV/#VM.-:*GF?= ^REQL|JN7)Y2>M'2|301G.D,7MHL8@DNL0|%3
MOB.W)OGCV""AXV.MR*.SIN2PSJ8Q(R7(@YKQ"WV/K|V|/+=XEWU:NE|A/L M)?_ V|*S1-
4+LRGT5|OI^G_"AAJIG)"1,70U|3;T7E_(5N#K_|:*\$L8;@A M|5=HL5.:+T_XMOM?9S_#.?
O|DN68Q4AW*/>*XU.2>8QE_RK.MSA_367PC!)N MK?RF#93K.4I3MO0>ME\$&_"NOXE
ZB;HV@|N5;CBJ^IB1HK.H.\$<0W#V.\$NI: MON77MYGD;J_XVS/C6CE2XH5PZ_J6XY6'?
6|H9:>|P.GP4*FLZZ/1'SY_AFYV M7R1_30?7AGL\$+BKN(^L^DF#-
S+%;!^6?!=A&4L63_Q0V*6CR+R4&,@J|H9TN8 M,!('VZV;D6:@^:'N/9|NLT&+*^FX=&4VZ*7|?
7%&,7+ZSFZ5|TLV"X@A<@&(M2|I@|M.GIGFL|=>?
&*\$8*.O..0G!0MBS5OQZDFP>&_3?|2:@\$A=%P)3;O(G3*JG^C2=8_5.PM|V;OL|P%Z%9WA* M.;B K?
LT"|#1^N:M|JA)ENH;NVG'??MN;|G1M|F%|P0H2V8|8_6E(HY5)_MG|R?':
|S2>9S|8PMX#-5KA4LBCCSD""481(L7:.=3?HI8M"3(HDP2N^U|GL7_MQL.4HW0L*|+/_E9>=G#PY|K
)=EB7?Q=5-W/9>Q?& XZ>|X"LJBD0FKV7"+4 MO=-\$HDR3Y:+FP>^7UN.V_+A3X+&4JKLT7|%%T-
3S#_9G|4,DJ6#MSK,#;0J! M4H=@(|^MO!WAIB9V=|W/#4ZF-
6+U*80X7;7OZ_:O*5/K^CND|>M5P2O\$|UI5CPI8A;|3#V.M9%|W|9':*5B*|YI?3-
'6B!)^5&3HN%D%&V%7%4J*475 MBG|;|666IJ"A>-&@N^R0H4G|VJ33,AGK&K|ZU"/\$G/..F'-
H4B;'8,S|HP%6MKOM;41_EXNQNI^+|^L|,-%5..C_|'MP</'_3@|V(OLR:H7%RLS=26CTL*&K?
H>1I=|W83|K;7=)-<_><"G|!"3| MW;8E+5N8:LN0@E&L45\$G%NK6@>0A:,"|_FT_3GF)PN-44?
BOB&|4-%(N7;S MD6|BN?3UZK?!|QS"5KWG\$>^<44"<)> \$R^#_.30.)^FRYSC7_1OQW*%'<+;3L
M<9<;6'#DZL?9|7:.'J0:V5YQ!GJ(LQ#M(\$<7=5PX U&- E:/'(5'G|8_L-C M#*P/O;%;!,2:A'U!)|
ZO*C.OS|MED3*O)7+"27?WT-E-9:G0N8BU22>|GGK M-
+U*EZ(7_62#N%|H|**+BKC4TX'B:HXMDX!;N+4(TVOG=)R*CX"|X_J@DDG
M%:U1XH3"18%NU:77+O95FT*+_67|M1^;0HHGP(HVJ?9J?L6B(G4;;D*6^G9O M_AMQ1|FL2JZ
MKM-_|ZJ9S09>A(XJQ)(B&0I?5TKJ_G^GG'4)#SC6N^YZ?T9ERX>J5U^8,V M77Z7!&W&QA#
31(T3P0N7E/9-|B;|&Y1_KU_(Q.\$C:B^J,+G^8-_5|ZT0RS M2JOSBVU1>CP99GKXP%\$33IQZAD>CFL,?
CPA!LMB>Y_943,?VUC|_1JHSP>JX@09EP!.)1DGR>SJ_C0_MHSK?
W3TZ+VX%OO1T/E=&4BE*|#=&QSW1V^|J|B4|E"-G|7,1%W'P5%_!|??4P:0;M^;>6|TQKUNF&P?" M*
^_N:2=.Z+F4"65G^Y.Z-TXUZLO/"WY|'|>MAX_2^T9_#@.|T.\$-E7_1XQY M7^GD|,*
:_6';J%|@E|_|_CRWM"G35B^XE5?IG.F|_&JPVO-&ZHU-%|L.AOP^ M8Y^Q7IE%+TM8%ALD)TJ E?"XG0-
E5>?JRPW7"14BED>LO2DC%^Z29W5_3GB
MZ_C>L.HL7+DN\$.I84J:;1:@X|BQ:;%|GK>9PO\$;DODKS340G|J^W|'S&M:3MSUDGUI
M=Y9;9<_I2*)+9N*|9G'J|5%|^JWV1!=-B@("S>J&B!*XHVSO<.1C|)<\$6/98 M^_3C,I|?
8<.D+R"O13:E1KA| ?;0H8^2,CUJ|U|Y\$:-?SUT#/GMN3 AB2H1 MZ9>JEZK-
&BTRZDOX0,B+GV&80|FFT6*DLW3|-T@7|!|*/ZQ.!HW7D7^*1@>|
M0N9(YBWF1X='=ACZMYG!|JR_UP|(N/KFATX2GFFL!3/4>AA"";2B'JH6L20\$ M|='M2K=|FA\$44W*
|V:WN|;LW5(+F2S7)/\$PDH-^AA"YN%.U|B\$M#W|K*>\$ MY%3:NGC,5P40%-_3N-QSL^+L:V?
61*A"t&9\$ _I'-G81?6#F/RM&ZM|4H^)|L M'3VQ:>850A'KT0'<'R\$@C_9+0R*)|(^S^|55_6J1
M>.HV;4TI&K?A#-5>U.7EK"HTX%KX98A)"*!O2L!;3=V9_O>/KI?43*+_; M^"\$AF^%=A:AA|>"
<(UNT;I-5R")+;:>7Q<&8QK|3,D@_A>,VW/?H310GN*K4Y M_E/0\$5&:-^#|Q9R/<;J/KW>J;.C|H?
K78(OU= 7\$&XQ^O/QTTUHC>L6>S|F M@O1_198P|Q>=%/J'M4P7%_LM@'3*TTW\$Q+M4M-H:E?
U-Y:90+68^331QSB MOWPQXM|D|&6E7Q;0F"<_-K%"PX-:=KTIM?6-V0|Q|N|J|747R8JD9*|9
M|JA^V:Y |;#N?RR>0C!_@GW<@JGXFC%S|RL^&+!(8|@,F?+W" _E=%-
=B&\$#9IZ|@;|L@<0|=T;8C8_7@7|'A/%4W46F>M M7=5AON%XR*V1:PK).
(IM|EN4:H=5^;5&;5Y: ^%UF3XO%3_ :^S|W.JA|C|Y1IEO\$;:/9|RYR SD/RP#C2V@*!NI,>&:??/_1X7-
RO|60MW2&,_--M=)'C4?E\$C55E5P'-T" MT_'G|C8U M"SVL\$HG=BS@/'/_B;#9H^
>A1|\$:4S6(+F>/>&?DI+N|?F6,5D95_ T&+%BD6| M;6^4,KZ\$.AU3070)M.;2.?
RHUG)YI5I9"K|C&K_|PC?W1J|Y?S%C#7Z*B69= M@=(2\$R7W U:4+;O!S4.%
E|C1B)M1BX2U".|X|B#_H.P\$Y@1|RE7|*#>KAMB M-96HM?!DY|@;J?K:Q*,I#M_)2BNU?
|ZF&4KI3L5O'%=,B0NI\$6RUB)(SO2H0 M7+4R-DH>>83QULZ8"=50^G(+K:6>DUY5R:@;+X|YI?
<_1;V?WUMXVDKG.66 MP%|@)C|T1PWFJP@2DW=7^AAJ?,-
KS|*%6TJ7XE6N;.*%S\$WU<%YOO?;9+EE4_ M3WF<.8|M\$PW:4,4X)1|/*;8>D?J-
|5P=Q4QM+:=0ULQCH2*!U|(A/PH6;(C| M&F_<4YMIB4S<%')>|LKCB?%\$QO0?7=)A9!IVJ!
OUMTM>K\$.W@_JM/!T2Z<6E
M|+M|0FR*CWNT/'Z'|5A1#+;DT""|PWVWFHR@6)A'NO/&D+7!%5|,'SGF)IN M|N|ABA.?

O""0\HJ:\G1S7FKV/?DB;O<|@V/AJN-S6QMZ>E2;!7^CA&S;K4MN-
1K>RO/9W0%8,1XI9::@:F/\$"01=_YU:|' C M^K"4L_LXRBP\79T>('J O'>' +W^=:=V;P-
""+!!U<' +M=,G<=8 /O>G|<>% M+U73;-" /P+"I=K>W;DZ8> P/DOC:9;LR3\$RW2*/+|= -K.2N&ZFNL=
(I9;M,C M*I0AK\$+SZTQ?.\Y>6;H1'A|=7^??. _S\5OR&^F?G4HAC"L#7*ZUEMK&KE,
M5^XB?,,??|=T:|Z|2@4V(17*[8F|28I)*DY\$9YK+!%"EY42,6A:=0)DE37
MI|>13W^UBVS.>K*X1RIMVY 4CB2=*H()7J0@F|M _JYEO/N;GYT7HG,2OW&:&
MW4+B+B*:39IDUDGF23\$&R>.:GVIB1P50IFE&MYEJ\20V*/89U=YUVT<6@Z|X
M@V+MEJLYB:4>21-UZ%!OZ5UI+.*@.D4.,T!7LOYZ\$LXS,+D45E65)56*MRIJ M"!4Y9;N?
B!Q=HKE1HJ=+&8|^|I-FDCT!N'&'DETAY?,E2FR#NF7>ME>LP+2
MJ3M/BS.9SJ,+95)HNI=2+104X=5 Z6 676HB%6 M3@|C/W/<:VE@S 8UE1 8JG1)1!?
DZ.@39\$28X&MZV8>| \$BUZZY<,"E8WD/SS MD)/5=-&8#1,3,4.C4G*:#./U'D.:82Q (,VJ?
PB|5="SI9W,!IUG#5-ZN%BK M:=;E|,&R'UL?'Q*D2+Z)QL\$G.50Q:9 (^SM?
LFQ|&,V _)+"@| #M=|+YN4V M.<99?D!!KG42;DN|7RF>.:KJQ0:U/W JM0ZN65\ZPP:1 MAS\$#4.
(9JQ:/=-<|JHZ913T:;)"O,2NF*PA&N<\$&G0PIG GDC|=6JHW _&FP5 MN36ANMF:F-
'2KP*S1D30HB|GH=(BH5*I\$VMJ1HNC-E _)-%|.LF<^\$|N MH|Q!);!|- "I=:U!H9M+"HM1|Z)6::KDSE
G;_QML19((5?VC*XO5E8B/W94L)&>X1AJ4I|-U3%%B:QMT^6F'
M|*|VXMT%LIIH2_A:|P:=,CM|9MIOIUR?N:;YQ.L0&Z&!H&L3#RB>YHB?=ZW
M#OG%|I|OYR,?;MH/WUA(Q*C8MOZ.@E'95QBN(N426VTA*DXJ -IJ85;!=':ZC
M#V_C_+M5,AM\$=%+',"B&!IL#:6-M*.9!N2-
#:70COZJNQ:M=7650_A2W"#WHCX%3S,+@CF\$| #VY1!O)\$*S^5L.)@=M^S7XS\$|7T^BA'+9M*N:_E7=
'3 ME "#|P,0^7EYW,=S)8*2.%V5".|8MJ|/!4 | ^\$883U7O:T8UX\LC9\$?4)|,| M'3.OHH(MM)|CI+-
(%T_8_C|NOKR'\$M1 _./2*,L ^."BM|6@%,KTFB.@P|6K M'4U'@,+%T_GCXQZ^:JK9Q?FNO|O-
K\$|^:_DZ?Z7=_V5S82E7TQ|6:TEEX!IQ M3-/:C>A|Q&Y00UG;CK=C1C#ZB=66H^&I1'^,TJ(F&=LT&Y?
JB&%0U+YXV/S<1>J|XH:7(|:!'?%MM|/2@:) MMS|.5\$|5GE,
(SDVGS|N4X,J'G3D=CMG<_VMMKYO+PF7;6"?@W@(' /UU7E%!S@GIRC#-
HB@4_UWIA2%)52\JLG!LW =, MHW"A<1DV7 N+BK-@P--W=*X9J9(\$.1Q>*\$1?
KT|R>|N)|B|_F_>5S^&6|I+ / M|!#XUFBCF,7LHR&@I=,||#+XU""A5
MIO)A=Q06X)^W,^A7^VB=%L|&-YGQ?K4U|HE/_JGI M*[Z(:L"P+8F;1!EO|O45T6Q\0LV6=+8?
6@B?/>@F3TF?21WJ=90L0+BYD%.5+L=DK>?#3K#F"VHMXE|2!@R MZYF%|9!:WJQNB_UY7;
|3F|5PMT|AZ4|SVY.K8?F0)4<'*P*=|GF1CI> ^*IK MS|86ZCV;H*FEPT",?
RKX"K4%SC|!>A\$C7: ^ _T|D.?,O-JC@'E!!DV.FP5UK MJZ OM*WK:Z@+5Y9C(5^?_X5(_4|NM8+S#-
:83IN+ #%&?S\$/'-KXY|32L^Q MU!T|3|S 'Y|%#@20U%IEDL'?&G_3(,)NX,,WS8|(#)BV*|R|TKH+-,Z0?
OTN3 MXRN|4%IT"F5O#Y2; |(IY,,4ZB@R EOY++)X/-Z|KO\.'3&3+YY/5V\$(>TT;
M|I3\$4\$ _FAR.>ZDRP05M#,"11(06X#N@59(|=<1CI91Z VUBA%??T(?>_N _>54_W(U7
MZV>%##SVC# 4)| ^Y|FB;+|@T->O _7/!GP|WK_W25/G^B^Z=HL;6^&EIK##G;0L M@..3?4, .9
NR!;5W<2S%D/2BC|WO:NOZLTR/'Z7%E6D4P,HR*!->K,9:2Y M%P|JJS*9?ILOP"2?M%->TE2|?
8=QTM4V6_G-HIULQ|:OU/S%:=N*Z#< MUO"16A=M:|/ #|7N@ ^@0&KDO42UJ\$2N@|P-F6+
(M#V,# _!R2H6?2NLYNEP0ZN4 M3, ^+(RY2.<=E|XE)_Q|SM:CQQ67#IF&9=+;U
8!UL;K3Z")3F4OSVOF|V.QR MEN2QWF%8X6BUO+NE3WZ)1S|WV;|Y*6HY4M\$O&.<*%*;\$1BTST(/,I?
E|\$/+; MIW(Y&/,3DC-O?8ZG-H))@|\$|_058BDZ!_TEA=2YILT"9R'I _!NW(MN/PZ|7"P=
|I5=8N10#B\$XG'YIQD,1.:7;?HZ>>&8N+3?QSRE+C 0;H|HY%01 M0H|->IE",N|%,3-
<'TML:VA9XA.|'U M-O 2ZI@S|F.&MCYZO;H<'MR|(#)_>A\$ \$WU_*+V*!|I@&X8@M25#QN=T@6VL\$|?
G.; M')ZJ\$+,|4|!B"C:@:A826GY|4@UB%A^D&G\$XLE?"('JS*BAZ:RC|%=6 _>R M6|JKT9T/2<|RUT2N?
MQ1P>V^>UZ>GDXJ, @*DIM|U;CWXVN>2W=%;P(>T7|I(MYK|V^SY=,R;/WLZ0#=(E*Z=L,%
|S0#|S##@,2T*MR)#5V'N+X8:C> ^%NRE\$> M?ZS"+LVX@UMX.MH)E%\$VJ
:5;-8#00S*N:ZRY<,=O>K6P:QT%V Y?T9(A02P M>)Y2:YJ|)
|I@F1|VRCA!"4T/>^2_0%%OT3RVGX<_J^,QG|SNR^3-K4#A:|J0
MAYN0|SDXTUDV/^AA<0S _;U%0AF>FXZF|D#,L|X2@T)8RG3QU|K^UZZWC,NL
M;GFKXPU _QS3SMY+?9^A:6B@,(_::|1X<-EK!.EL|I+&/PHE/JIVD|JJA|U> M""K3+ GP8-E=\$(A|?
^1*L|OV9_Q#+;|/X62.P|H1I?D|IS'8>%TO2F'+G\$7J M5D _@OB|CZK^8&_W3T@5EK_>(^B|V
M@\$.3+|F|>IH|Z**.;P W5S0J>'X7Q|S *IBM5 _|T+I&9|+;U#ZS=.1).R@&+
MO_R9|'CU"5709M9',VK+WW/2O&K@T>:"2P(%O/R4KK&;5XR!""BJ:-|K&RH0
M^\$|YQ:9^UHIBW^EH"8^TR4F99'6+#[%?>;CO<=|(%*:W|Y|K7!M%|!PR4">- MJEK"
(@S7;3H7N@*TF_K%=U-QC _|4G&|EP(J3M=R&G-@O@)(:6.=_MQ7N71|
M(@!9|)A_M+6I=.7JAYV,A^?,?CR4|;-U750D848%6;QWZ8IPV?4-9-3"4Q+3 M7O<#JY,-
_OOD>\$?:XYWJS:O'>COZ8291\$W?|Y3|8ZKXD'^LEQC=@;1/3#C:XMS8D;F
MKU(732HY).8DJIZERQKF|3;Y?Z'J|088G=ZX<1"J,S9P^W;63Y)X2\,|I' M).|=>0D39|SD
._@PPKX3#P !-#Y\$3W'DPN0\$)O#UZR _/TO/*E5D%U|6A4?
M4,JO+3P(YQ"8""&&+16(^@#T6|UDC"5IMQM65KC+*4G>?#L|!|PP MS%|JKHOGBH)\$PWJ;#
(>%P94K1-"MEFJSG7S=F _-GH>B12,%4|B WRC);,J@O' M|+A"<8F?K47MGKYFD0EYO6|?
NXOUQ'VT7*Y*)WS9|F>/0AF"5BP>0;K|HE| (M#0T/K\$)BBM0C;O?.?14-
..Q!!GONN>L%3U:K|ULI\$L.40-VQ@ Q ^.92N&WH| M+94RK6M8BHO0P JG-
KP^/_| #W)+O@624Q7D6%?-^OOQ\$|) _;(KX86I5Q/C+ MX3-# ZG9G0BQBGA _JBV8-
(>VZIOK7|P'L0%VO--J,KP%E4K>N.>V6Z=NZ5!1|NB+OOQ, ^:A23.PUX7ZN)9@!Q&|R/VZ
MP27E+Z91L2(IDT9CSA%W_D3E^UY?MPY&WT|Q+\$.|.)1J)=|)*CF|W|L(*1J
M9S|= .P1K2R4TF _,:*>7^0TYO7DYMO0^|<>Z=WOJ'XV'_S|Y|A0O'S^ _IV M| "O%BV\$ ^"44.7L>
|W^|O*"A5UA@<|JL.)UD8#?RYME'D'3*M|W82TBO'N'L M7!MRM*3#G;|:-

Q2^,!HU1TNHJLXC)NP_JI>XX<^5%9XSMM_HUV9\D@>CLN1Z
M25/E8BG)Q*C#SGA\K)S,BI%4.VFXG[?AF82Q\$!OPGS\$,V2S\08;%)GQFE#! M!BU_/AZ20MS?17#)8?
6!*YL+;G9XQ*M;(H#4YX)\$S:8KCEZZS/TO@H@8_#> MFRC,+,1ZCX!;
(>>Q7^F!-3%5EYKZJOL^3\PYJ4J;:N7#N.^;7;7S*S,
M8UV:?,1CW7@CT>5IK5:NBIFD7B)LD+A\UQ:M5^NF[N>MJM>W!FMR
M\7.>1HR8:QCZP<4,L7YD\9FA4VOGU'6^RF3S):PKO3_CZJ; MQ3?WK -
"4%CO5O^)\QPIXDD\NOI&WI*JG::QBHRD>\$+5B%D-|L<,LOVZ3+GC2 MDO,6GI#E&9?
*@V_W02Z&="I3K\%Z(@["5D?O+HXFX6=".(3" J'C<%40\#; MHC-
W,K*SWA6W\=PP95UC@V+#+7\0@OW=HX:Q6\K1NF0RIFJQ#K^KJDY#[@:LJ M.FU-
*GT:E5PRFR>O7CR@JWA9L4?7G.I'^MDD.%X7T^ZH.9V>N^"I/\$M:OF
M+E81J(IJ<'MOL)+9AT7SB5,?R_ \ 5T=OSFRDIOS.W;@ [GX:YK M8)M\!8&H\J7>J*YE-
SX71#T\G+428:\$?/\$L\QJK:3" #>KWY*!;H@ P:5:8 M"MY5:7\$>*IOCM4JBX.LX*RX??
ML,+)KI1,6J\#6L1>1%\9_A:72\U4+(9E)^M.HN\$F> J":%L(P!O>OQ+RIYEF& ME&>#GF_?1\TYEF':46-
W\SSWAFM17-6_7VXU%HUQC:K\|-+0'M6\(\$XV\0\IC*
M&A)*M\X1CWQ2N/*" A27Q4^OMM+NR2NQPS2=MW\$798-XG\XWE*U4'P.->|J
MT@M)QR1,\Y80K:@Y0\8%%\$(BFC\B\2*BKD98:Y9_8MHW,&Z5FVNQ*N1RT3 M'G?."1IEC%L,
%>O\(|=#41R_DK-1@YB@B\ZU\KORX?V8 =F M)\$V,X\|P13R"Y=SJ%D'QRT.79U\$[MQ\].4?2O4'*>EQ)
[8]GS:SGT&+YY+YE MZ%0VXT8"I@Z1'UAG.\GG(0, M/\$"S009J:DU%O.DS@-C:|
(=V7OIGR\W4H^B:6:'M_<2LSS61A96LT=O@ V: M>H\|V\IER%0-NY2-.JGRK6M,R2-
I5BH"#SL\$,|2_'X/B'4E+O.T?%|C&+6 M,8A^B\A?B:)\L7: JN.9:<#5FG?>N_S4A@=AW<99"(\)SZ
|R\|)D=L M4'0Z\$,P" ("II \$N\$C\L^#. '8_5XMBRK,&.9,T.B0\P5&=XVED@,L1:F:E
M#/:P*K+E+^;7\A.VZ#0RP:U5:Q(\UM9+R ' MAEW(5\!^8%T_9T/T"VR2./'^/?UL/5:
.;G">E8DTG<(I'R@)#=6L9XM^9 MBN_|C:SP4\V?
GA"BC^^J\0VEW=3'KN:FLZKZ>XT.*CWYI743\:/ ".:IW^Z M_@%ZQ:KWGW^H6-CD#@4?HWL-
G(J9%['M3/1N\#(V_-M<%2>*P(/=66#GCF= M^M\$(N!1=-W\ZE,89'.S-W*|3
31N0+78)US.P\B@B\4ZAM48A,MJ75 MRJDA^*2>:M_|JG.V'QP??
@G"A1=%F*8:24L"#0'WSICG\|J2ENL%G8*=4 MY72&\$)=C\YR(DS8 H9@P#"2&XF*8%:_4.-
HVZ\A\).4EK>G>D")F*.Y=*(W MV@HX?NX9U9N?M@6H%'N;WC7G6,N2S?@E?
65#M59NK;SS&K.H:0\0L\|>#&)0M
MKH=)N.O"8GT<_!4PQ=UL+K"B780\+%81OG#JRQT'IKU>T6:YC@,S&K%W<2PI M&EV\|+E!\Y+
|T5G2":!-DVE6A&2U'V(H!<8.YBL6E/W@P\X\176:Y8,8QTB M%>9C/2GH-L5Z=ZLW;3,1WY&KE4\Z\,
(F+ '\$,K8\$"^S75DXCVC\X2TS0V\? MT3^[T_N N\ TXT_K9Z<2CS\%GR;VC&Q-
^28':\6SCH6\$T0SI_3_R6V4XSHA_M'S/G),4&'0HFDMI)PY&&85(UM7Y7G\$?X\=HPV\&55)U\B/R
|497:0T/A?)-MJZT, M G@>'O=PXV;5MY4Q\F\X'4SLB,5V6FW+"9*?3E)C\!D=?FKDP #,;
M(+;KEEW]>2E=\HV??FA- O0^:L2V72*/KT_*C^ISU363ED3\1J5BCRO#Q\ MD;D'?
8*BW7\V.^##_&J#@SK-!(9U+|I%AUQ?Q\$Y8(C;KMI*(JP3S>P"BY# M=EX?E>X<%%
(I*9+A=4ILOVCX * M6>5B;:_^F+|#183"!_E|E*95_T_<9QR,K=KA"-BBMZJQ*DS\<^YQ6)DRUI<7\
M+:'+@-M\8\E2" _22OV5TV^6@24HPRBW,*-?T_1H4^V HV?99FOG M*;EMNB4;)* HB\|-
QNQ@&^.YLW\ADWX%SH*IO.L-9K4^4OR\27K7,+ \$N;M0 M*?(-Q5G^W4)%:Q;7(OT^U3P*?
BWO.V\(|63E# PX\IM67\A1JP59C5FN(BF7 M%##
<^ZYLO\Y;YGQ_L?!\VD'O)B<:="A=J\FD5HZ%GW@-FU"\$?MMF(/?Y(^R" M8\|-&
=:/H;!\?:"")R@@HU&"FR1'E:B?F_ ^1":V 'WZJJ\J7LY:FB^ ^P7& M(=L_?RC)Z)1OS679SIU 'H.>#/#9XE>
|!W\DK@ETO.!K>NI*BV3@7? MF<2JLT'3&9NPSZLN_4^C%!\8U5%)1R\SD\GDJ=B\IW
""\|=\$3S_X#B\Z.2F M_:=U(91#6)QKU72Q,0\$WKW\^ZP2)*-|SSJJU*5G^0?J\B'NBMM/%[MJ7S\$D>:
M?'&FI(GJPE?T'S><*\$TV2#< MZ-<\$R:\U=:PO^&J.8MQOS\R6\|M=?H& 2CSE#2=VFVF-AZ*OZS; ?
20C?3"KW MD05BEEU4F ?U9C77#,>=&LVV7*F\ &N;Y%?RD2'CKYUF\$7\3VXZZ M588P#F
M%8PFRO&D)?*8*DS,J\5U9:/>WMKUU&A.15FE4KK3AA"V+|(12_-4\|R4\|\$* MQ1HG3(47Z<-
M=M\|S\7>E;AV'Q4CH1\&V=B31WI7(L>9ST",>\$\#62L1B<#J M+!5)/OAD'L\U\P-TFJMA\3UOXQ
H\$+ZTH"K\F7A.+YN3E\1EC3-Y==1&)0S;- M G="#?**9=;B86\IX3/D-#27(VRB;9_)5G\&Y8^0?
*I#;I;NS^"B-,W@F\1" MG"?PI7)WGW-B<)/P:HW\233C6\$K;\0TBG0@F\ZQW,JZ>5)YS88.\9=X(L\$%P
MO", 'CP_9\+>G?,9\$?O&03_O_P5O\$@R\09\|U+#+U#VESL'>R4JT5^_4"9*'#%
MD9?.C4N4HZZ'#H87_W\|<%ON)L_X3Q6%^)%QY |8,&DC@0U2VF JS-YD2G3R M\N_&BDL/HMX7
O@&S.D1TX\<2\|N)@#|J%5F0U*QON^0S;K81_\XO)"1\02 M\#DQ*2.Z.\$ 643*[:|?
VXBLGQB\O401;QNY>!M2F\$X*=4L\|4EAT17N;N8M M-
LD\LT%QL3A+V^CD+!NT%LZ\B>'Q0^)\PQ!+L:O=1\|\$_O=*>V(VK%E@T" M?PV/6<-4D)5*-
X#|95\$Y+"DD9G(%50;KI@3T'8F(#;VDGD.^<@F\|-2&%RY\|L9*C\$_.@B^ \Q9(8@,; MM%='=
Q4EVIYT@>@^P0.A\W=%1H\|M.T0K^@LFFL8&N3-\$^@H4?R\>5AY"- 4T M>=7\YK!X=4H.
=!ODO0(\R'4,J'YN".03"\$;LO!&B\$.FW#GZYXVZ8\$8#+^9U,#=:GFG*EX.MF 40KH5+=-
LV91DJ&P3IWR;L*&D\$[*23 M\|UAA_(YE6),0_(SI-/=>XPWVJ+6#>QR"S3I%/Y
H6F38MZLL@1WQ\JFR\#C+/-0#QM\>VR:"MAA4;1C?J\U:I%/B\|\$!56'^M, M0CNTNH-
|J=2\$IWJS7WW>?H>HNVE\$.8/H:/J%DF&BE\SYPC=!0 MU;VH"QX1SFM\J0:S0/@S7^FC!!9,..?
L.O87&Y3':UL<0WPXS /_>EQ\ 3IK M^1C-VB^GTGPB\|<+D#BGAAF-41IJ_!4\$
DCD(|ZA*|Q3/L"UF%E5)WWOO-BO MP0:)FNQO&YKNQ>OD1342\3%.R+&MMHQ.L089BDO7HRD?
|*N_6D3QM*GM8T M'D<6\0^S\O66:6\0=-.%0CBAYK9-RQF#B(N_ %9+C\T"V,?MSI^KP@O/^#Q>
M&7, //R\|D1YDI\$DI_N0YF\|>18X@J\VZ)-!T, %:B9>AR#(6.I<.+8_/\$J@6!".
M^7L59AX!;8Z"JR' (EYA@P1A\;X8\$MFH_0= M#DE^HH\|\$"3 >X&N\1T"LJM8>F<"1_JF\|TI?Q^?
KT;MT8HFR?(_@Q:|22<.X50LU&N0YI;MLP-R>TFV ZKJX%3F.&M\|SUXHQ\TB_MT\|Q

M>'PA1\$I<2GAUPS*(NXUUF/D-4?<*&PB:5*JLZGUT#059-/D^Z]Q(DWXT ET5
MEMRD<4I=8@|. &R&YOPE(H9JWV=1D)A5UU!'7%G9ROL=#W(-T%>25.IX=]B=4 M(^[,/M_,
M/N>>O; OSMGWSN^/-9- UONNK'>5YWG+6H,5,KJGMA^|9Z|73&R-CAE2X7US MY|@QT!K
21^1BQP;/T(,=&L?4V.,N&/&^E04'V12%=H<6,P^%0N^BNE|\$| M5|Q=Y%\$^L&YXJ7?+P/A4,HB
MF/'A7&1X;KD%\$8H\$--#9XP8PJB%R>S%B'; [HM85Q>YU%N?(0W?&!=Y*(# S MCICV|RY&?OW^6-
I/5NDMP@+NZU:P,^\$SB0GJ/8X^;00>,-M?:L@3N:E(>4OI 2' &2 DO'(3VU&"FX&WT|7U|RNE|/|L-|
M=&K(M5K-'AO*J4;>11')XQJ403'3EA45\$%WGTJ:,@,RR>O"TUWAI-ZW>L-\$>W
M&%\$8)Y<4F(BJ':G#5 #=U&K\$.3V|-PMH.Q57X. |(>A|IWM'26_ \$1X%|2A4>
ML,=S#10ITY;^9\$WZX+TUC:H'W.W.%:|9|:5)'P^>R9SE*O/7F4!, [THRX@8)U MO_) |G=NTMN,<@X:
|PJ>8VRTH RA53*A,(X4|E*^/(T:TIY*<?M4'F M("OC?B0-QH\$ 62(|V"?3NCS|D8^(5
#VNHAQHUMFN94KH9WA&J'#O/(X65.. MN+4 ?BG"C8|M\$8?W|I.O;
OPJN#U^|NQ%XLHV|G7BO>=:X%|PRH(GQ5+|YQO7&G:|V6 3-+E\$)T.\$|72:6E6>EH2(OX
MW1E8RM_06|1|A|'GTC(4#'-,|?QAKQCAI58-A2 E+61GN6<-B3LS+ 1K0^:# M K!?-
HK.S+2M3R4_XT+Y;I*_.O&/3+*!(V6P|N&7,\$GR*QC7N=P""|H'\$Q" M-X%B0?
|CZKEOJ(JMVCK0&+|+||*#9&UB_ ;Q^VC('!0|R *WXL"!FK?0!)?&4U8=+)F0XD ^2FZTOP|YG-M8|:=-P
M|V(E%-*#*G%*TZ-<*N|T3)O|L|_*#A^ M70AUYBH-FQC|7NLM"@H?
(#, _H=LM7M<|H\$|6(|'|1%:O:M4<,.5Y*?>UQ9^< M'|&.*WUVC8|WB\$ "MX:-%7.O|-O+|I|?CGP=-
NQ029W(D:E>V|Y7 |3PK|U M,GJ(O|86>|7P6MZUCIRZERJ&FOV/R=T)|JA&3%^|77#R?%I.;
|21F>!)9(C MT1U75|NF^ ^VS+:P^*BC,A|T=4Y>PNR:\$D%K);FK&PVE@W;3+M|YY1HH(=|)8
MB*FSP";)LXU+9@ _=NN&C^O)H4."9:D+\$PGZ?1 MLX
>W@7*0CH_TOH1F:CO\$CJJ:EAB#8PL6|4@FO5 MY0_V="XR@B|9^Z5/|J:-'|.|B-)#:8R!9
M^..L|2:C5USY|MI|@?'J^ZWB'P6GP_YT5+_%) -G25 D^WT+_ 6D>,Y|Z,==;J) M#Y+FCFX27JDVFK9/-.\$3
C_=CVG:;+5:V/H^&.T|YR_.\$W|^N\$=2""VB\$|P* MXD?C@TC X:HUK7%
B'S+4FTPT.BKGA4%T=@Y=M)R;Z\$;D8:|N5M^DV|0?_ -R M;WUNJJWHWIM,0^..D>|/?
V>;:;#|_V_KP@"J:C @K2*R\$<'KN6UK1>TE0J"<2- MS5:@@F#@<"|J0(SF7E&V|=1S>)/!Q.;
L+&)3O/AE#;MI&'\$6V_XVU%LE3+& MVT(R-5N*-*) >KWT%XTPNDV0+";K-2_4#4_721+21+&O
M|2+4SV>M"=4=5|5>_,XX^*?_Y@(%'S37UFZJ_EXY5T M*D#=#Y'F;W034@J0"!>
|E_"@EEEVZSM4@"&LV;^/14P=?L\$RG)7@0_><@5E
M|OIZB)N,*.DXJHUK.SPFGUH3K^K&AA"8Y>M="1_(C"=O|.E(|^E6 M5=
(FO/V(A9\$7KV+NEC|_24L^|DWU|VD4W3)|2IL@7W'|058)S@GOZ/!.K4K+ MGS9TNUA?
|5"E|[%*|J'P.>XT/LE5Q,;-VOMEY\$Q&+K\$PD/R,Z>>-Z.X|GBERR M:U(O)#BG)8J&9|K^#N_. D8|2@6V-
4*|QU|U#1",2SL6|43,DU7F5X=0\$C|; M.+_\$|K|U(R.89*3?_SFOJNDPM'?
28DS!WZ5SA*PCGCB:GBS/<_*\$H^D;9U; M*G0P9-XOYYO-I*5E|^WTJ5>-) E*|R-
X^P&C8*!+)NXLU|3U(W-DZY(5&R MO>_C*U'!/V:W'*6(R8WS-VD1=(>L6C5%X|G&'8VNNT
_DN8/H5?'JH52 M/14PF8/Q;MD.>4T&X1E#B^5\$?BX|BMA+4|:O.;|1W60M?"CA.&B^:K.'PMT'
M!@|.NP9@|08.7GV>W_UD/KQ@RXT;8U3(8FF-++)1|4R76S5?|I%"O;UT>>GN6'V*C+=?
HV=CQ\$C;Z4MA=>W0H8B.% ,U|H +*%&*5QDJ#6@6;PBZ>M9IF;J^..OX,*ZL8C M.PP-%,@|4I@'B-
|04+O<@! V@ ;H4=D%AC3FQHH|N=R-X_L^..STK:X#LB?&O MH@N|YBV3FL'/.1E|U
Y.,^%SP6:&ID"P+M'D6"B=\$K(>Z0X)OOS; >F8WXD:6'4 M"33W|>B)>_ 1^
8;J302+J#7GGL>K'OHLG#E|.YCYA? /CTJE\$V'I|4EL_| M4BW2(QID)@707.Y|!N(L\$)/#
MV62LDIF@G*5YU!5%RQ*AP|>4*S5X_F"15XQJ37&.P:KEDQ^-.-";<44D*H H M+>;<.:I&DCWM"
|0:\$J=>UWSI=H1KPI1?-U6\$0|J0Y8==|I?L?\$@L/YZ4L_F M*|IW|>=|BA0QHN+. ?(MO5\$"/_5?
%HV(W;:+9 M>|23PNA+_RQ<+R'Y&*EY)9|!|"FHKEQL(-I=|7U,S"^ LG>CH4.S0^?M_N\$) M+)PHE?
*NLG|>:P|."IFZ:P%4G*KXNLD|83PQBE*YT,B/ ;4:3U(!&(X831&R M|&:GO,RIX4^LXV5PO=
|\$5QX\$&_Q9W3G.^/Z0#I=|"<:|CLZZ@^TI>5ICG M)Y"1A|B"&HLA"O^JG/>21'MP\$7OM8:((DR
M.BO@0Q\$R/5*57):B34\$K+V@S1!;|1F5IR^@%|I^:)2&OM\$ _K|! ?U(&J8N#\$
MB^R(!C@TU3Q8|SQ\$#+MF%U|TK*:PFKB@7X9_-+>"XHH:-8WV%DC)YCW@0Z# M@?"I|65?
SEJ4:5*2M3+T1N7C&I02>NGA)=/K. M#KY3P@VW<%2*@ M#;M4_#9CG%XD0?>6G;
<2,/<:*C63K47%1!1)@_ :3J(|2,S^?VO=H?Q. :|W MR1_ZS%\$!
|123@/6=+""QL*K8@:ND'UW|+_@K:8P6D)"NW3>':V)/\$10!&X0 M9B!|Q4PW4<%J|>^H
+" "&1RVFS,0G:H 6^|:|YRU^|V:/M,TZ| M+|^+R\$C|P#+J |7ZW'I5I?
K%|_FE6L!9?"U#AKD6'KG^)/8M+E:K47KG,ZI MI?QD|@(MQH-9'M5YBE8 M>-
OCJ|MD|5_#=%*PHM-=% U;*78R-ZK%&0""7LB=G9EP%ES>|7|<13FSBAMU
M7R;.6KQZ3"P4P_%MNN|?Z,\$*.RWW%4|X*SG.V^ZO/T-W|@?(&L=9S?Q0\$Q;
MZF+KOT"V=4:VBS8M"@OE*GGBLU.^%O,L"XAK-J.:%8NS^T@9B\$Y|84>G5,% M|E1 !>N%4A* ?-
%%<\$N#SFKLP7'1N(6|M|>0:L+P|LQ@NE|G;%M(EV%C*;9TJ7!FLCF>8?1G MS)?:6V2K8_+
WK8!F>RM"Y\$ _2+=67HT@CB F8V! =-|L5 MN_ '10?<-L:(H,|= 'MP82352KF 5CG/#9-Z\$FA9|\$|
M\$(GHYW0/-Y|H*)@>-VF>L7ANL7|TB=EX6AJC1P&)(8=J-XTI3%*8W)/C!.|' M\$7SK..?
^G7):X|2@2U91M|!MPE).Z+9%RXUI;W=_6PTX>N|O |!FM:1V>N)V#Q
M4FK&K=K/A+:0&P)VQXX>8*!&BZ*(MV@, ECM2GQT%?BKLC&|U' @T|P:B9% MH(O0C0>J40&=
^5?2(- #AOXBF+V|A3^M>H@%U|2G/3E;\$/^MC9&\$T|KU<6 M^_AJDG.8.. (3LV6?@K6A,Q1Z(W?
G7P4X)%FD^*1GU7=S8|J;0Y|?O/_R MH(8*0*:K"= ZSEE0C(-;_BLE8?5F.5;9';7PNH8QU3.P=-
P47((5|M/ M|5"84W#B+6|Z,=L3D)9)1*SRE1EK|V\$9B|=NZJSU(T*H%9.K8W?Z\$0:7E*@ M=
<20|/R|1Q5!IF(*CD^F6#)2>^3<|-1?GU^A#Q^"5|JG/12TUI|T^865F MI66Q(DC?V/XCO;?D=,2E;/?
0I87/Z?IO8V=5JY?|LTA:M,M|"_5|8.*;L1V>
M&5N4|/HE!;.\$A+5.|U&%|'" |12T/QKGA^X6D:>=M!9&ZQ45.XVJ-/HT;DZ
MU%=+;*I5\$."3_/%YJ^ (L_AGC<+2V&!50:5M" TJ =F(|*< "'ZK(ZS_5P.>G M32|WLXZY*.V|-F@+|V>A0

M61:2#8K'G "ZG:*FRM8)8U*C5\$0JR?3@Z4[H]A#8!UG:CT>VIV:.)#(Z!X<;Q
MA^BY6:*\$PJ8Y27=1\OM.BK@151W>NSV1H'S?*"ZM;D[AT_'CC'\$_70GP2Q(C M 4KJ-W#8#V#YS<
#3%=KVD60%Z_UPI7C";V;;<1D_1.2WS8F4 !T>|T#?_ \W7/EN\ M7J'EGLMS].4?*V5399!XU^!5(AI-
\$@3X_ \7%JF^Y#YV4N% ^F5JTIS)6-:A4 MS:_ %*1PK89+L8-?Z[H1\$!H_/FJS"OI%(0)7"6[L-*=XI|23Y;8>-
^10DHGKX MY\$ _%G^|Z%=6"T1G=>W6'2,(AS2'OR5>.8RJ#BYN?CZBCFP3/CSQ
I'=CBNH(@J;+J3X&MUP56J&^6K,*\$Z M.98#0*.TP"G-WA=7=SKK+5JD%AD]*\$KJ1=B,
(UB4VT4D:&BPC|?K;_*:3) M|=UA|?OG|P% !A/9J+5C3\$E+%J\$B\$BY(:)=Q ^%| "T:88N+ ^|6-7FF(:R'5'L
M)]\$H7J6)YC7/U@/DD5&)K8A7NVF_3(G;M5;%H8D(CH*JB,*,;C\$.EBEX\$XP7GE :+T
MS^P)1!OP-.8^;&RMN*-9NDW,\$D#XB9D|5Q+QAUPVK93R2UV=ROIL2B;Z>1
M|JAV7Y(7G|6UF4ZZ3_RA|8;14#"HIL?HQG|V4,|<>YYPTYA,;^8C1P6X&8># M|?A|R
3OD<^+U,==8|IA0.LQ-JYH7VUV&1IQNV^ >X^DW'WQ'7)M7?VVR_%X
M/ZI3\$7RH2(@NZZ|W4=JY)!9=70_DQ)9S/%YJDQ>,J0V(ID)ZLZB^T'|(?
M0QTT/^O:*4GJVKA*TH*,;E&A|377E? "OMO=6M^"Y+S\$A&A_6VW=7<&RAB>
MD&) C,E9+5)8K.FRJ\$Y_.'CI|6Y#/HPOYS U*WYX|\$>6L8PNTRZ.C
MF3X@:3\$+E.6R.HLS!H<2QEW.NM&X1UOD?R@+@+,045>OJH;3TD:J|><&H#*
MZ|\$(G|P^N(Z|Z>\$C8|K44@?"2F4-()> MT#J--5\$!" +58#*8D;(90**G.OPZ+W1R!-
_1_3!BWS_K"E#,,K#V(OJ%2!>23?
MJ5JYT+7|JR@/J7MH^0D|K|:7(XC<)^&6JW)%#K8)'H|C;^:#3E@TA+&,\$_?S!RC8G|
050;BXU%W5E_PUIYT&P5SRVT| M/YM&"I" 'EPBH9281 6<|QT(/ KV!GXJ" ^|P|AR-C|@KXB5CG)F"F|
|'%QM M>VJX_.ID!O:OODGQT;D+)O+0D";G0"0QX?7" MX|IXQ(N>5A"1Y16*:@'.#F|1A1KR@2JA|E_&?
6FA|IXP3F|WFGA!|R|P9 N"
M>\$=3|"7Z|3KAFF@0Z.!70E/HU|:AWGWPR2OY1;W2*#HV@LI*WUV1Q,3MZ;< M|.HINL<1<,-
F5/K;=6I <+;7A?U5@6TCLPM,J%T1)G/3U91S!4W>P|LG>F3 MP@:_ T:-
M="SB&4(_9J_>/TXS&)ZK0E|IMIS47&|&O|#>U3_\$V&,@XVC&)1+ MHF"G*D>@%UV6U^ID!V15/F-
R(IJY_G3\$G3RZIB&U>+ @K8?+8=TVX40|&H@7 M;B+!CI'/2.*4XTJ=M<)'#;W@X8W3M
02;G"1LYG(KQY.P|J@|.)639PT-&M%.L6SP RL>|!0:2HP M02Q93JLKYV2SZ?8JG04E62 ,AL_3: ^?
^/Q*6G?'E|G6!|! MEO3QXG-2HU611TSGP\$B3,(DU MOSN\$U ?&2_MD8Y5L@Y2?UH,
(F6T^|&+.'(S&5MK,X"U.* >W;;(-49"B|+T: M:U7;H);R4ER8?"SWSA84>=/_L+@
_T#F|7|KJ8S(\$|AZ&P&I6*JC%7" (7G M6'|_R.8H\YB2U6N\$!9K+X(7FW%HO46-
+4UAD*Y(=\$G)WD|7P|>ZW&CO!8J0, M^5J+%T58TJ%Q:6BSCN9>6AC%
()_41_GRP81RZCSJHJ1"ET>OYEEXBS\$5|+0D MLLE:3: ^K4<&@%DKGC+V=: "3MS_RS0
"T55ORYA=9ZS,1:8BPP(U5.^5.J%+R
MMSH7'6(HT<%!8%DR33U0X<^W|QS0WABZUJ.!X&*)GEVH1F&MX4R337<2@' ?
M%0)QK:6Q+FWB.J|Z06(|N*QKTTTN9LS|=DK@LD&2^R^A*#W_KMEG@_MLW)UP M.EXUX|H|T
YDT%HV|I !SO6Q-0&NTF|NA<;2:9!|^ P"G_.Z3(^|T6UB;:0 M)F7+I6@?H2J"2VH
Q&J.:_%_K@0AHI/2|0=:FH//A|)MK@:(3\$ _S7AH7|,32@'4)/OE!&B,YY; M&|_P_?Z|(_D"UJ'< |72KGE;-
@79OM?LQU^COZRE@F%=7_3X0|OA3\$Y'5WTC MI8NY/_ ^G(V2+G;'P3E (B,&3#HN(G%4(-@?
1V|@S9KN- R!0GC2AU1)E|X0 M2J*;;M!PK:16@Z0?D8-"MFW!D7R9;|J|3.9FXR,I-%M>/DLF1-
_>\$#46WA)!7 E"0= M54">379MR9J%>55&D|N./IJ;=JB"9K:2>L?L|/?:+@V&06=B>IW&Y|VK*+
MH@+>9OU I?KZ|WJT0|5IIS0XK@_Y%SG Z6%MR/+CSI17X%Y_&Q>= _3Z+E0&E
M+RXN;|CU6&,O|,Q|V1.Y#R|J2X%##_JG ?'7DBW7Q99\$P^&2U"/"5>U:L MUJR/QX=TNF|)
|!FWS0CAMH,|(>HW,(:G>@V&-TWM*V/37|9I"J M-
J6|E,PEGV%V2XE_%VH**X,OYKAW29LA5>0S7P(C,% M VIU49LRB7GMU;M ,ML561Y(D?VXE5?I7S
F_:7)D3.B_=E:7=+2HM1HU2S6 MMV+U02;:I:O^6TM:57LL^'JBM3-+S6X?
F|S=,V^!LMULT^/SUS93R93C>/F| M@6B*&IK"3/8:4IX^388-DC7.CI3L:SSSLZO<4%*H< '|?-
O*W;SP@^Y|&QO,4, M5:4T.Z\$YWY'*&.55=&G;"*|9FG>"I8BRV|^?
2(^>|K^X_I|TRO2DMFC|0_3IM98_C7=69,6 F9UMQM/S^--O#RE|5^ENV6BY
MDI;&YSG%3S?'JCZMB9ZGDXHD,|O<%0ZT4,<|IITW('3'(GFS:."D09N M#)!=#*7:V_MSAXR2RF1L_-
DZ5?=34G:|KC|3|2>WG;H/6G|H0V|>RGU<4^ M.%'Z5>IB_&K38-UZL?ZN,ZJ-A-1)ZVKB%
(AQ84|A6EN_QZ/XZY3S1T(-D M2AF' 8F-N1 |B^|X<* Z7?YJ%5IP)MX|QSCWI5I^N,=N=K;
|_5X|L.'>)AL MSM,OB+,"@3"7K9!\$W= &3Y_.!\$ _D)KLJR733#YJ. M?+;<|,|OL@ZJ?R'A|M|Y C,E4:?
V"?ITA.CP0AJK| ><(Z|XMW9|"VO _-(\TX9|U7EA#>N3-0"13OQ1" MC- /FS|TNOO9N8DU?DN|WN-
#_Z#P59=LIUR?OL0G)#M9NN8X"?5*PQO|,QWC M|T KQ|!K.+4;:O?+U*5.S,UD7E.-JN8|%DKW*12Y
J@90R71/@>R=2J>L*_ MA|6 ^,C2.+UHJ!.>^:
|+5MB\$E|C|.J%2)0IT,_N|I:F(Q0_3)*ZQ)X6'WGXJ&GW^%O320NR-|S+1|Z?
M)9T+FA\$O!WYL5D@/J#)UR*U3&:(W9/-H4/SQQ_U:'R\$U);KE GV=|KS^'@&_JAT'T>5!MHY)&
M>WO_5W62?A,^,F*9J|K|K:94'52G^>Y7'-A,|CR)(K);WU&E\$@NPP++=H|Y&O MU|BGG
HXZ6"\:/,VAL0+I:JDFIQMM|'\$=ZJ>SHKD<60KM.:1*?-?5, _W 8@ MW7%+O720^_K|/
TN|>HI>L=I('N- M-VQ6%HL5W|?G00Q54P' <'>3^ _LO,AT3\$=|&/^XJM%!.Q MP,G<|%O|17:%-
M1N/4VCWL=AO_T,2KH|O?V@X|G9=GA>\$MG V<66 JP(TR,%OI3TGTHN.KB+(N
M8UOS@W^:.00#_J8#2N|?|XDZ^/I)!#F7E(>50#OY|6XE#6A6F::8CST<)5>0 M"V'/_DS2G"M'E9^G
B+YYV1YXV""IV*M?/RM 900:Q4SOX-&OO|42R""F#(M"/Z
L4WK9<%&0&7|UBIMZAS33EP@\$KC)PF0 GO)"HQ2'L_C3%R&!B0 |HV|ZG)Y1P-M)O1W%Z/E01*
M;2O4(L6AM,L2.\$/IM%79V22_H(CC@C<#Q%_6Z=>| SI67E\$46>1K"B#ZD"QA M?50 'R|(8P-
|@QLKD@A:K*PHHNN>'(\$T,0-\$_9|E1'X&T=|+EL<+GW%MP) M/*\$B_*B5??
_H&T4H=1BFAEV;|J|>"\$7L&SU.?WTWVZRAMO;/(%>X|+/H2=K|*@9:O MEP
%ZS:%\$SU(;V'M8%XY,A5P&@K')6^&4 ;R;>2"Q^FD#KQOJ5X3?BWSHP-'

M\0Z@J(CH>U>B9XI1W&6Q\N_:H;S%\$8B*J=5XE^M&.,6YEE^)\+PV5E+Y-#S8O?
7IOR7/[Q,R.DE7O5M@5G0&'Z2.(C6Q&=?/' M[9K*I3C/(ZM+:Y2X9-*M0^:XYX\]*DS#4+
(\IT\3ISM0AV=@ W#AG+TN1 MJ4Y#.V>|;7+B-%;NS1JY':/CM4.VC3Z2^OO%B"
<[8AX^V"Z^R<.28/5.9FXV M9A9GM4VGD@WE)5V !%2:X>S5"D6ZA:T"K"P7P2IL1B#&_46K1AY%8
M\$> L;4:/117':|@(_ K1X*(\USIX03^V MAK1.WYYB-TEK199NM[1ABA1_=TY6
M*!:UKZC!=G;FY\JNGYN3?CH1>Q6L"QN XW1L.<0\5QU? .G5J<\$OE?()%)\$/U M\$64R|
(7R\J9386/^R5Y2@.L\$(_PY@A3Y>3/X:&ID\JN3B_C.\2C(W_ \P@ MTEI!^87Y5'#\,ZAF\$;"V"GS/MTZVC-
_l_A18@O\SXJ9&)^@E>@+G_+3-O.E,! MW.2;*\$Z4R_8D;-ULQ+ '-VNE(9R_%G\$TM)&%GX9S=EX?
1B*V:=; #^?3Q)\!S MMXG\p:?\$ZW.LW :U9ZH,S7X-^\$EWW2B6G+| ?J#-L/Q.900_*9,JY2+G^W?O
M[#S*/00E:V\ %H\^K\?9U\B*+P7\;VV;'Z\^_9.+HCMN_'_X=EO+|?WNE
MX+^Q\8\25/G(9_YJLRRS^.\$?1VRL\MX[A=WVST\$ZU@S>?W#22_B\30G_1X
M<JY8,4Y&O\+UTAE1QV\$)_;3WO_X\$^1_)V"!#4^C@/9ST8W/4=R-=%|/\$PS MK+>;7"Z*U5VG
K+Q(7\$P50\9RNPL\@ZMA+5A\$!N\6%3.L\F\ 8\5R>JPC:\$= M.0%E4P\7\$0F=S*W3_.K>?
0"%#0) 1*D0\J5W^ ^\$#66K*|J91UZZ"U\JMF\|E7K=:ZS7YXA MKS^:+%
(.81=HF^X(\X%CP;BM.!!L"OX:.IYHBD^R!07B_10C-^SV\$L:\$0N3 MDCSOH7008N510'<@VSZ?H
MYUG+73\ZX\#*|KA-4N/LM^>H ((X:AY3 6Z,4ASRMV\$W(+&'YU'WSUW<|J M/1?I:S?
WT^\$ECKX<+>45OEOV)G&ZVON@?!-SVA0ARYL29Z+&&_T?SA_I*_MY"Y2\JWA#
<-.WL68MYL*U*+=XR!:CMF.25'LO;O\|=V\A\N\38YY\0+BVL M+|J2P \P,K\$V;D5-
RLP==%K5>B)/0CH%*J7%\$IP_:HS)O>?Z\$=?@ (O=+SO; MT%+=1^=Z1V" JPG9EZBN\|D(%..U2N-
>|FT\|ALBRBU9M_ \I@/7'&)^J*^A>\N4= M59\TGZG8%W3%7VMG1SX\JEO_ ^^W79I9>V.
MO>@"QXN3F_ \WD#X2_X; MG>;2\L(Z=-9:|PK.0-:RL|-NGR:6&^%!86*C M 2K>Z+"O#_B7M
MS4Y(\$0IQJK%D_N)8DI+ MBJ8@L1>WWI9Q\IG46E<(OVHUX\$.
(>%X9\ZU^U.D',>TS:3'2%:|HV&'F\Q-% M\$XF=+D:FA:BPM XIBUE*G)==@="@UY+7+G1#>|K2X8=J
4\@NB;1'8UT\|C. M1GZ=(4E<=GR)DZ\|F5-9TX^|4N_LH_ OD-; ""PZX#ZT.K7+K) M>6)(;Q-#1'9_SSG
XFL<>#""6\$G/1H^ !|F3\RVO^8"MA AR'&|;H8"9YNXZ_7CVX2 M;VFUPNB)GZ6'\$<1M\JNH O&)(B(
M""P5<#:/7T28:(R1T;C\$=Y9#+_>FV\|;V*GL9BE4\N?C02L4SE#8E=1-G,(M MVL0F8H
(F%@\ICBR^96G9\$/|;R%,X22+U_:/+ C0D;(X_2EV8I--#ND\FJ\B4 MK\|E2XH\$8,'LSOP\|U:_LQHR|--
'/+3L.YY*|7S*,9UKX>:B@Y\$JR/D7/' MZ4TBMD38MH6AJ36>/7R;K(-
MM+S&HN^7;JMG_W'PC.1\|&FN1\TL9"39'X MA\70F@J2_IH+\$5\JLWK);?.MH'3HV74BB
C(%WVEX4+ALP)00YEG2Z@N:8U\J8 OMPXH1Y;C7_ \HL- (MTFCZROU&*J I&4'4\X(?2C M\.*
(J7I@'\I_H\|HJB\|C%389:(UIN<.6&Y>= M.<=ZRPEJ55"%=!*|)%RGF+N#?
+I)E^4UBTM8HP+VI&VI@%D#6SW28WC/*R*0 M"K#\|C3JZ-|KU_@2"1ISE2ZB 6R';QWL5\|%:#
BK@UQ< &NV6>V5RDT:C_ ^,! M\|@2=:AC)G\4P=|8\|?NO\6NB(>.#M"(!40,HRQ00*N-
%&Y+Y6C6Y5\$&+U MXR,@\$N\|>/Q0W7?P^M\$G\$J0"FW<,|BMKP&X/O?4/7W3\%^OLY!_C^2I+
M=0\|V5,!/"GP\|JQ?.7\O^ +EH\|D_ (+/42J\$0&XHAT\ZVFA>Y4CURHN7K>
M7#_BQ*U\>KLB7V4(^!\U\430#1 64 M4'B6R%4?Y1\|JY1A7!PO1 BJ2-
_@@Z0D>X;J.HCT"U\|XCU%8&N\|L%XG7 MW); |F|M+/M8S< 4DF(|\$ (13L"/69WKB#94@,1
&XIPLH(6'A=O L-A,S*W7*59G*4-Y^EP.EWA.=(L+%*|U*#2# M=N*,:4A@/'(+OM)9XOFO3\|YC#
8%AN1&/TZ_-FJUNZ,W%#K5SV300,|"?| M&4V>Q\|D-SNR!E\MM6"0MKCF4XW M-
!|/!%V(&.27\$N**U8?H_J"*@OHX.LZUD7\UP-P)AIF4:/ 0S\AG7\(|J=I M4O_+HQ=I9W\ 0\|R?K\|E;|P:YR-
WH\|IH\5Z9",3CVBNV\@ \$?/FO*)TB#?JIT=)\$V(OKUOT2,*O#UH8YZS/XO\$(G98EI\|C(C_TEF2N7\|
|6HCE3L8FERLW* 8\X1"@*(R/"B'AHH6SB M3/CX"J\|E 68_O@KLG&
MKZNJCW:MR\YN40;Z0IYP^G"@>B02:N_# (|09M\4D:T'MX-@0)!+E"!:' EVFO&(
M3F7S+RY#=/RW+TF).N601VS/KC#T7C:M@?7.\JLS%/3/ET1G, QJP:%;T/Y7
M#7\$^ZZ/(D=C.,\3QB#|*4(!IWR2DG M)^9KBV2\|_%)RN=<8\|@9+K&YB\|S"/|>PC3^|!/:5&W?
_D6'CWGJN\SR^#4 M"DM\9F_9IY)UCQ_>65.|^JYP*HINA\02MEVRUU5\$ DLE-3'B\|M<+%+M5<- M-
G%!Y%EOK3'?V\QJNZ&2<&|XR2; MLI:7\ER6?UM.M>|XIUX\N-?WN?|&|?BY//^B"F%:-
%K^B\|'(=6<^627R(4OA M:~NG<5H;SGWJSJ3+T&NCRC>,SZ\LN^EF\|<+>@TU18"B%8JW-
_;>_E0G^3D) M#PHP7HKWL>BDZTIO&Y'^S"XLM4.X\$#QY+!3AK(V 8#S+&|79T9\|L:%"L MJ&
|:X+R(+FT0KXX+OCQP >|VK=QAZH:TWCS%N0D6<;^*.A:~EMF*J-%K8\$ M0#Z\|RJV12DJ\|U2S9!:>
T6NWJB^8/0M1 M\$|H9<4F8>O0PX\|I:<"9"=9)W1_5\JQ\|I\Z.IX5#+W=I"F%=Q+' %J PU)\@8 MA3O
>|XMMX\Y9UJ>8FP>4<9;OKZP9&W\),||+99AZ'BBG^VTWGM11ZI\$ZCE\|%'>7U5;G3Z7*C7>5Y\|9_I-
X0_W MN#NB8_T04#.0 7+0BJ2K& @%,2FO1VS*?LE8-|3"@2\|/+ :NE@G>5=7.?X
M3D8LBUAXR9_@+BUKIQ.K\ Z^,|\$,L,-WX@C :J(IJD M2^OQ#E\|Y/;
<"Y)O\|L\IM=5K\|CS\|M_/7.+|VQG*3W=>;QAS"G_@ MO((A?7-#@5&\Y1 ?Q\$INTVP0U+G::"8X2_/T-
|E)-20F?(Y"E\|"[K6EO=< MF>+.J&MS%&DR\|Q\9" ^C&S;-3+:GVE,|I>P"MCIL\7E=XM8O
M,CB_5^|R3>E7NU?,#G F.+R_;<(R9- X?Y\NG?|)%4AQ)MX#J\|<|&RW"2#2> M7Q?2<+Z-
7RKQR7:RQ+XLN9#N_!VU^8PA>/PHD#\$D\3\|+=XGDOPL-4W_ \3 M?
=!,PT\|KN\$\$_NRDI_PPY1W2\|LCYAY\X%WTQ>T_-M>:Y^EB&K>^W)08*85 MP#>0
4Q3BEO6FO>8BTCY_*;SP\K1_9HG V0_RQ\8L(^T:|*LG(50PII=_RM_H9:~WWR:Y+AA\TT VOTN@
M+KJAX+U\|=Z_ "+^7EU+ "-51SZ=H#R-AWD OVHDI:7-|9 8#O'Y881*N\$Z(%5(MU_-
CFM+|=O+FPGW.\O+3K23+Q\$/.25!&2Q51%YLR=EU& C=)\$BTG89)\$MN, MR\|E=LL\|^9MF9'T"-
JC.,_/E,6ZYSL#912FJ&-^G\|E3@M 7KODHAM=;H)WAY M5QCU#\|D6;\$\|""-?
SRLT\Y^#B4&B\|LJD*:IF."4JD>|.#|G6^-%#R5&>MV\? MF7J6\BQ2,V&D01M_8!(*XB-J-
ZO\FM2NWQ#A&_&2W117,'|ZTB"/7\OR?2M. MMY\4)2 1\18.\-7@|: ,((6@(-)MZ(5A35F(FT\|J\|
C@W\|YS_7C)J TT<;V M9#1'Z2VS2\$.>J%|J%H\XD\$W6\YVGXE_OA%\GN/*|388E4\$.FO\|4=(6LD&9>
MC4<%4_@A%F1#NROI0%/T1L:;G&C"5>4&":R*20+?53YCH1\$\VR0=@(_JYL |

M=48,.W#M2+@#\$=U@BMF42^OH+7EIDM71*0<;2AY&)?>X,=\F)2A'WZH?#Q'P ML-4B72-
;X,):G0W<.%|DG&MJ0E,T)VQV\Q0<5Q,|(LF8*F?D&>"\$TO)N?MY M3R12,0U9">9B2@Z,WH,P9:
("K@("K)+2I(H32<_3UZB;FA\$*A)0'Z-L'OKXL M%<[W3#SQSA70,RO!/3W-JA*G2I:9RY@
MGC((##5P30.9.9/Y+/K'4)7+=%HD?U:6W8<.V8V%Bj#TS8DVN#JK>IMU'X*
M;'DI'*W++,P2TTPRS&MJ:P*\$@10X?G?9&\$(\$9|=I>*;7165/*N 43)V(I 3Q MD9_BA+!Z@1M*2\$Z(IH
QZNK*9/G,Q,R\$K<^,01CD*V3Q4:.9,)/1N:R*T!#
M|U|@'6Q6G;TFBQDO1'QL08XS?.3^WOTRI4SU1B27YZX/>F;4GB[W3C^L>6C
ME+D!>B*I;8P*X&FP8LN<9W61?X;[T9BH]?CJ?+C2&\$S1VG."D\MH^6IW)!5P M5<+/=# ?
\$4Y6P"#!/.KE\((=W50D6)9:53ZRI1*C?:U|@BCTM(:)W|C|C#[6!
MSEE6/7RFY7%.D^+/JHLX1(=@RCNRW#>BMI%S%/+LS*R.DUAK+-ASR/4|P|?B
M|6Q|X:PG.8Z_P"P4^?4F&;Q\$P,Q8.XA#AW.?SOHL>%YK^!&SXID"|&3CVZ;
MZ9MAG_S(&HZOTFMS6="|2.8:-D-Q-3#BQ9N1IXRJLR#,>F.Z81AVMC0AZ?EGN3'/%+|IJ;:>9|B:"M
M#C=)KX5?V+WK|#50!#'R+QPA|8E';4
M.I|9=09<5X?8V+833RAWCOK|8Q07II%99V53S%E^#*H+I6^|D|IQ'D#_Y5|_M
4")ZS_/'?/6Z|B2L(8JAE*/JZYH7V#OD=%=:8OK7M\$6I^NV%PWJ%OM3A,V M&[T8-
R9B*Y@;>F5P0^G&YMWOKA+BY)J/%ZOOG8"S5:'8[3|/+VLVZJZ4IC&^M4I
W3)G|L,Q8IK2W6F<6S6X@=>>KR1'>70V+/-#7_!'*^7A M:S2G%=_E-G%^_R'=@*F^1(GM5^|/4*W 6
H_\$3CWH@DPLIXD28S*I:5.NR)4 M|U|94JB+-
H0|F:\$"7B3|C/1(Z|@^#>^_DB04:0RZJ2/KT5ZN+>KIQ1*=(QKT M*Y)8+FM='L1ELF0
MS8V99TJE,IVE7+E#7/F:B|!EX*30@T %/HAVRY']-Y5#0>|@9?^GKR97F2|/
M^G@ (5Z(3HV/B;H71G|SY|.S|W>|*L1#A#7\$^"S8(J-\$@|: ^CT(\LBH|^J?3
M"2E>E|H)*6^KKUA9ZS1J60#:1|368%(8Z:X)|_3E?AO&|*L'|@|ZNG&,JR25 MK*J@QXI7-
EU|308*'|^|TO&8XVY9 =UXKGC\HQ>?V06(\UCPI&D+F\$-TM*+^
M1K|Q90&W>XLB#7#P9(@.R9|A7NKE_95Z8^J9D7X(UYTP28D3'WP68 P-:)IS
MC3EHG="^Y.4,!RXCS,VID.R'U|:4B|A>,G5LF3EA'1U4'#A>82QC|?:|PS= MCE605E3>-_09:*
<")H(P|QVH3<;;'8+%E7Q16::8BBMWJN1K2;7W^CQO"Z9
MM#|#|>>E9J|2D4CSGF#);X=4XMJMS"IL*<^O B2|;XZ|-/EAF\$GO8=TCL'A'| M>'1R;<=[,.%AH%""
Y>QF,&5'RM@N<4>X"OS.@N;EER+#K@+|JC=#,@%T145W M4E?7|-VEU|X&;-'1W MBLC&?-
K6QA4KT|VI7^~MJIB|.)W*\$|PI'04I6I+^%^(PW_E0BXC1=05|#UD M7@>X Y+J4Z#DG2E?
J7ZD;NL8|TW@-##CYEQEIJ,/5(I8D%MYQEE5CQI11+. MM=G@7HA@L"*KXDZA,(@H,
(>KJR<:#XIU_3SB|I7|UAIHJ+LS;9=J|2)"Y*'| M-S'E^,6(|-> HI(@6|A=2G|;CN*#
<:PFB&.UPW"40&MK;V=JD|.+GX>A<0\$ M+,3V6O1!HJR;!PMGW|/#/C.A4K>SP^P
)\$Q6P2VW2S^AC*?=KZRMU'^-AG< MOUZX|44?P"76RRS#|*0@_I.|68W| W707?
R%4I(RL5AA8DJ/Z)\$-5<6%;\$Y\$ MM< N#. ^E%;UEM<4^L|C#WLSZDI)MPN<
MWJQ|,;.UUO3J.TB1NMS<=|@+.ZN=:4 MQU)YX4(M6R,.|4|S2EO>JN9Y/VC9*G|;:=J\$/?
2S!,X.OOEJWQL|2|!|T|&Y-O *UL M@|H0V3';04=Z83!IR8 'MQ> YSX,6%!20?3;NH@|BDDJM?
6W6<;!SYWGXR M#UYA5)#((6 DMFJI&T)RD0II.C|--<=1OF" K,1(M'4%+?B"LYPF;8S&MZ0Y
MJZ|\$>W'JAZG,W)87!KQ|PG2?L=|S|U@1G->|8 U.&/L& GQ&H')8D.F(:&3T MQRC|HK6CRN&?
HF8ER:T)EJTW HV#-ED|%'UWZ=-3XSZ?AJP<1%)42D:XQ@ @(B* H58@ (TB'2 X0\$03I(>P6I M41!0:=);
(1\$5)KT\$I("A))\$,-'|+!/:LSO|G9G3GG>V:.|Z|?US_)D^Y MRW4|=W+?
Y.U=.,>"HVFEM=T.VYX+IHNA5|&,-LDU^WPXN#"6L_@CA0'DD-:| M*(T|CB65JQELB*!/LTY
/|&WYGW|6%*SA.L%PTJS5TWI*M9&?J)FSHI2MZX1
MTX8>_RIP"Z2Y+:F5_53_@34R396KJP85OFW33,T'|ZT7\$1U!0J;9|80DAW> M"TA|I:|6|V8-
'CAQ3:6S|5.N%)5(K;K9-#@.TRK">U MNJ!29+4 _&%C|'.GXGG.B=W
M)*SV(*,IB<,|P;VYP|10(-67L.QFV>9@G\$Y^#/'9^8|!#|4_5NXM*B.|?*1)4? MY)_ GNUOS_F>HA2|4?
K3_A"94B04|*P"E(B5_|+Z><.0(R9Z9+9^!8U;*> MDH_7P=ZZ!5|C4(5K69!FSP(=Q'@M!Z97U-%0BA5
MWMW@SS:W!,?J\$+E\$XLK5)TY5^:"VMI:8LP4,.B-&\$8VOCKGLD3")4&\$@V9NG M+MFUR|853(OJ
MNUOVU/NDA^F+,P(OU&W.W\$>4Y0B<%PDF\$5T\$|+I/KC>IR5 M"&N81TPY_(T3E/ DACPA-
=WM0|D5B^\$0(X|9|ERNH_7WQ#4SU;|!#3&735?1 MPI%")?)_307R<|JO"^@D5OZ*EQK4"!DO=?
C*7?&%W9EL|"WAH^>:'^B%.1 MO|&/JCXDFH")@S54|M\$+G6WN4DN7/Q@ \$AAK5KZ"
(5LZW>W@XL\$5/GRA\$-.I M\$EA!\$&GPNWD)F R-IU|<9+@W U*\$*B"X/H"7+(BBY|JW1)_O'E(GR2-'9P6
M<\$9;=+EU;1_4|I|^|=UIGPB)^GAK|6|I/^#K@8SP4|/%J'|>|QRT?S|23WOE M7Y5Y|--
\$22P6VHOSZH(35?%)? M<=#1=YW:\$DPE5IU|7=,R|LU'&M3,,"%6Q M=\$;A'XS?LP|!
>_Y(DMCH&+BG|U|NH;-XJFNVA|:YW%Y+S'GOF!+TXI^ AS_ ;CMV|>T\$Y1, /L*KYA M1""*E,;
|0!XXAMNM3Y8SSRE%*OKX\$>>\$J#/LNFTE9RBOUW_G'&\$WZ7TK542M M'.2+DY-F:!'T4P|U5|?
>AAU4:|+K|W8Z|S">.KS+UD|RNS^36_X,>MDA_F+ MQQ=,?=A3NCU,1&.@F%)L<+|^4|Z
OA1S2HY2|M&GQ')%7S*91.%)EHYT9|.V MB0|O4",^\$P;91K3DI OL0BUSMSO|51YU/?
G/2@J'.N|PWFFOL+,|4&=BW>. M-J3S.XM KL(F^ZMOT>??FT+;M-8*Q+;<*&LHC474.\$R085&#P
|&/CP):M^ M3@&Q76B6+B|.WW9_BT/6)YS|LVA_KN9^V2&L'V84:@|P1G#TH M *LHZTL+ M!BQ)L,
<+EYFII&3&J>@+2T>W0G&|@'_ (8O&59=/14YM*/QC,A|BW_.0EUA|S MW5G_|
|_70%QB_F.R>9KR=8OUJU"Y9F-QZK7&E=Y=?-W=,9OK;8G&*FV>7/# MO++/N,N3DM?/E= FOR-@-
^WUGY_&|1X@9_4;|@&%Y\$+QKT@N7>Y^77&W7Z2B MR^WKW\$>-.G_Z5:-|JP?O5"YFE?S"";
|/:BN:KOP-UZ#3UPH\$ER/&;LVN8|LE M\$RI?^V0-*.:2GZ?HF?|C,,AE_%10,RWE"L="""F?
5_|Q_(M_|2_ ^GP K+M'8 M?W\$ 6FT)MNW=FJ@O?F M(O*|3LB@M2YZN)XZXIVK8%!:.7K-
#KH.D*C|A+JM|Y19:Z#N4/9P56Y(1L;| M\$\$/FO%M25#^Q|L6MAVTI&Z2(-#X "; R=
Z%3>,6FO+Q#YXF5YA!EB-_0|TV MZD=M,5T^T"/PZ<@Q.AKY|P_UJ4@#BEH|G'Z? 6V;T)3R=UB|
|CXIN"!1^ ^\$J M:%"BH9>-S"DM-ASYVQ9W@|!D?U|9&ZI>,&#

7S\ WUSM\$H>3D"!O3H^?.W;64+#Z,#+=^I3KL<:YHFX-JF:M8^0\P"-=ZGJ<[<4\,(Y,\5U\ M=3T
L<]10@Y(@45AS\$JR_"H\A5:[1ON(T1+*G,6JV>T M1S\=P#6%)\^#GC6BK0-
P;!AM0\DVSD9<>#J\K\1%:HV0NMN"5)@9JN+NH*W&F M08'#EO=1;#VHH0"\$\|@YU4XUH4<
H5881\DL9&J3^ TMD M1*N@NSZ7YLY[1\$44"75'14\4\Z\|RER/RSN-E1XR0\|L<.D4%3>WT6>'=JY
MU"Z>GV\$%"#+=9F*@B<=N0\$OJ-Q&"U\T1W4MQ)0;+EH56FFX9AA\LO-,@>;2
MHLAGY7C%ISQQ\|3&) ZO(-B2G<"6FE9E+Q\$S53,/Y??R%\RJ5C\^9^LL<
M_77_0(9!6T:D#X)%P\[\$ZSZ:FQM\B\J]<53KW!\|^71M6L,O&J*H)*ZW_WHT
M5\GD5YYE\|J9Y1Y\K\ C@ZSZY6*Z3^7U=+C\$!Q(M V99_ZS,K+G&3M<79YRU M_4U->_-
Z^(HA\$=0*%--GB("9R:H'H%YA&,,9&4\$<@1CII(2>Q=YM5'OSY_&P MC=/3@=C5\I\Z;!.MGM!?
\$X2J\$KON^?71MOKI\$37NR(;+'X;=/A_ZLCS%FK M8Q_W""080\X-J8\<*OFQC%'89^?
SKCUP\$:SD\$;+[@\?/IT7730%90X(Y*J MXG)D6E,Y@^=
[N(.H\IZ=LJ:89=J6V96ZL32"@TDDJY7(JB)\@EJ',>)+ "9G' MGFS4?E/P6.FZTX,/" :NZ.
[1'TZUNLK\H<@PU-' .MB\8>'BQ9W! AZ\RX-T M,)NNQS_G:(L/D4\G@&Y0:N\J\R/ M:.6GBU8UB\Z_9JV:?
-^A_7\$BC\$ @F")D\^13V:"K\%Q)M=*9BVF0P::6CZG M?I2^+W\JHLP-Q* ZID9F8:>5QB&-
<^F(HVK%IF3LKS,#PT)\|6GW)ECU\+? MP\@O5 ?OS%K1W>|: ^M+UOD\ M?<@J':O\ \$7X/=
"R:I6Q1(W\X_\'SR+NP-L; MGX\AS89S'2_YX_*U.M?SU5ED\8>O\XE(NV_:9.GZ3R\F_ =UW1.UJM\|2Z6\I
M(D4+!U#2N5_ \F&>G/*,U\CN.#)C\HN2FW71SCRD\13U8.G;+8*D2L#_OA&G< M'AQ-UO<'V6X
;^I8+/6= BIOZH/HZ%WKH1; RD4K:M_7ZR0W)BAPOB&FM=^XLE&LF\|OO\$U.A\$643?(67^TPV
MU135+=<&61\|@%=(NWLO9*"X59%.U2=4)F'EP_/Z? RC\JFH\X(FA7<;IU_D M?M+*+@+IZ/TT!M>F-
D*0G5K>3<3S=)Z.KF"(H_\$9/F?Z,<_H_8PJHU!:T/PB M;M1COK@FC73)JAQYB9+
Q\ZX\OC231@:V/W2:DV+91O2 *)Z3Y.\$3I MN5D-.-QS893F'-4_Y3(J\|7&M=0Q^<7&_25?
IQP^%XZD&LE1J&:TZ'^V\^0<% M_6>IL_T7GV0084(K\HC.JY_/FKK:O";?K\ VR-
1H4EXW3COW^M31I0A\VD,RZ%*RI\$B;4M+Z'8+,\IG4?\$'\<%;6'CV12#E-?!"Z;# M,);0C"<'H_9X&N,
(\$:TZ19_R/+WYL:#D"E M2MPCK/+*@@IBUA_%0?LVZ_T<_P%J?07%-(YK
MMD_\$>14DCGB2*E,8\B1NI3IX3U,Y:G00CFM4KK'TVB9_:?9\&=JM@X024_D
MIWX_WQ,\GY_^:BE&S*J;&?AYK<&3DI'H#OA'O?\$1,#WR*<7_2S:U1C'L^/N M^;1XJXJK%4\$*OT-
PJ_J@YA5HOC-#L9DU&0Q5/J'J9/_/1P=@ "S9^QSF-%\|X
MS\$;\$W4K,"90V58Q\|V8TNS3B28\4R*T^ASC*B>DW/B\|OI@3\$Q@4MDXT5/U<
MV_JC\$L2N>9;VZO.4Q% MT/%WH)\|0A\QTJ8IP+C\&)&)%>1,TPADB_8-0#: R0K:0<
!*6SG^MI52VQ5) M5T4W;=F>P5A=T'F?W2"?=3NK\QR/';&[;@;K^=S+<0A#&*WZ^"?WM=JB*I1;
M\U/<|GL\X+|A\%Z/Q)T1CSOWCDL>@(:L'D.%J8I0\JK5H!7/1L?@AZQA>+F/ MY!I6YP(V?V?Z?CCWX-
N'H*_2=VK01/W^L6.;|5XN9ZGKJ15X*U^MSZ*1":^Y M+XRPF\|XW)%Y=":%2X,E'I1M(\$+%\|5S"
<3/^3A<,9X13,LB@%M) R\6OJ3B" MN_&K>Q8B&\X>K44)7XXD.46HZ0ZI,EY(&|842MMX660
M685QQ.M!(>>7@9H-FH;)/)%B'TK;L=.^H(-AGW\EQ0R61&IU4.#G\|0?|JL:S\|MO>D*
>-3:7YOC^V>>5EX3^%8MV%[?J@H=Z" ^B#"J+_"#4^8TLDD\$16N(&S
MP/.YS" ^/O+J:3GL*XR.>D6\|P\Z?!.IT3+?WTU'.E4-/Q5\FB4,I*Z< !RJ? M\$56M**<)C";L.TJ\|TS\|
7,=2%!0D+BW4<|RNR0_F,732KWBB_E_!|Z-A=J ML)8J?SSR:YW& B65_50FRG)\Y\^9B:/?|Q:8KX!*
5.\$U@Q\WK&O)R1OXY5 M.V#V\$MKYX+G1FK%L\|^7S\G57,|?U78GUX?J@8Z@/S
M\GZ1\RH.E6N_VNOT(8\A^59,I\|EH%-#?1*_ZID<)(EP>0,VT:-#4FI3T9H M4!V0<@ "J")V6_4ZO:DHG?
C2/|(GZ4> >N#9WTY'7>4YL>D39,KO\CK<: M=3=GA!AS69^&VJ\BPF"6\$(PXUBZ MEIEOD'GVN-
6>66UC#TZ8*11S\|ZZU3B_O4SFOYQ&O=UQ+(\$8K76=.XK@@ MXQW77MPBJR\|R2;&ZK0HJ;Z(?
R8KL%_ "+&38_&N445KBYT,JE.|6,S'/_=C> M)\+O3^3\|0%_?T5BWXJ64ZQ%\|?
4OC28Y+'T/03C*S;ITC-@|R#,CM@.L!;7 MK=38V)TSZ\CP\')W>7GY9T'C4-
VD\|@O5,N&LY^=.)\OJR79%4-EZ2MBBT-R(M\|22'-|*?8SJA&1+F;_A*UO!PS^IY)!IUZQO.&4ZD+ ^>L
=.1Q6VO+?L\N MU\|9?KED6=G>L&&+TJ\|SA\|06I7A3'+&ZU_L^6T\$Y(U_YA@3F**+5XVMYD
M^G/A5./Y/'8DG9?8V=B4EB90_/ISJ1?#SV YM" U0V;U\4E(=)1)'OIE=="
MD9UMW=O,N=S3\KHGX\;\$ZSBHL^2;H:^9BW() (66"-4./9MW+..1H4_:M MP="%7'+VAC=Y?
MTV+\$ULA"Z,_W0M27E\;&4A:\$RRAX-L?^JZ0#\$._6_&F:B* M\HJ" >8JNZ_>
|81\$Y%GJT&|>5*Y=0_+>Q\$,\NG"D\30F\|R:L%;=53\1Q_97\|
MD_V7,2FYG_Z\|G4>9\AL145\HZ:5)\&Y&./T#S9SNOL"0&X>XP2G;SD - MH0K,
|V*>Y>AE%TG&AN=TIK\ S:4;IA@\$DE HAR_/OO9I&K5*I9KV5\I-WN?
+VTK.NV=?/4E%\0RTRT*W(F@L)&VMYJ)=;'ZS3"R1@T"/5#@ M^41+AUH71VR?K&D&DV\|N\|?
%.EE=^%B\|L&7K;#>J2&T=K:'RR6.'HW@U)KG2GOIR?VGF**94Z#>S97F&N.>^S>FV\| M=\$#1X02,"
(VU*\$"5:3 DU6THB^2\|#UQ4V!!HL3#AV\$=@C6Q1U=_B;#:8;&R MNH ;58G
EPB\4US6\UD= WY2\|G\|)9ZK6\|IZ7.3^4;R)C=3QP+;|/*|Z\|J+GN M(X\9K1G!\@N>;#NG
&+,Y\|E=VR0\4#M4FXAUOAGEIF+#1X+VQ1K_+8S^\$:%^IO^P @A7.01J\|R7R_=?O2L+7F?
NS6^Z4S?>A1\|) M\|CMPB?!\ MC9)F ML\$|S3R-
!5)E_9\$|,9"LU3_YR5E=3;3\YTU0\CG\$;VZ\YR\$@|46V%#Z/TOW
MV26%UIC(I:.DZ#S58:JFP#2MU)#"=@GVKRF-_Z^_)H\$OF&.?+F4.0<[4D&5 M2SS53L\$=BA#|=6K
HT#|9GSB+_M\TV*OK<'RPUEO9^J<98IRBW|=HE.#B%;S MJ7WZXPHTF+2_P?
2J'0>|O\|J>"|3DH\$N-G:NRT9L*G&2.0GCUT&\< 7Z' G M?/+>+Q)? !W_AQKMELNFWV\JMD>I(\$Y.Q5-
O9!8")C^>;>.>J.D?UR@4_@>|&#YK'87\61S&N:R\|>NT;K8P^S.E*3N6TB M @T)\IQD1\ER&M
&\BF'.4RO=WQLRN,IF5:MB5N67UX/&=+>Q9XX/ M\|L>H\08AAC41EXCP?G@2QN<_%
(^F\|K>|5Q2.X=QO8\|P\O_RJOV\|LHX+R;\$IH\|G*+7 M7#B\|^,M8S=|B115_O\$W)0\|Q+02;|Q?
CO,")^L)0Z8U"V5WMF'H9X3_S\5/+0<@?|Y\|C\ZDOM)Q3BS2:|_J-&PA;G4L\GH<&4KY M5%8&Y
WLY37I3K"\P8ATRN\46A9UML?9C83; M*B3ILR_*^Q/-
#D"/"W:|PL/"K=|85T)S3KZL.#HO2SA.BA\$ _1T'4G=A_>6B-

M&E3P5@U5ZB[@6^VU(CGI!NP+3WV;W5LGV7\1?Q:- R)*O@OB7W7S!(A\ M&ORL80+2-
10&4G4(K?U29YK!R3#^\$T^IT?WM[U+6C23E9@R18I?#^:&38
MT!9[EJ3/'6R;Y:B4RV;:XYN!P:6%\$8I87S.9V(; "%C=YFY\1WD5) M3&.9S1P +KO%,JJ+D;
[9Y'UT408B6TR1H4!!]JI M7PWVVU&RJ\$,HT"&= ^4W61T*K>J5<|>G1R(#M.SYY_?JM6\+^_?
+QPG\$C;QC MW4Y\$> ^%275CVFWW-.XIG%<4R\JU- M>)K^R3_..C*9 ^4AKMDT45-. MUJLYL-@-
_JW,R%P/=VGPH*J0G\H6!.OJS M.CFX9;(:KFI+L?/!%J0:OMTOT5^M+A&D8'KD^)>!(N U*^#IS16:Y&-
?Z62 M66?F=190@'\X6A0B2JZ#,W?^N1JS9-3D-MLF+G\O3_Q>.M.:?ALFXZ)GJG^_0
MY."E+9H[H10@J.Y@)@>B-J9!*2\$OY(4)9X\X:Q-6BYI!\$N'&.D\QLI0:?HC M6ZK@0A;0_K?
W)\+)BF+7)I>:S'I41[#N-"&@#.= U@C_8PZL'G MX0\$T'X;=J CQ30K.R%=W2O\ C.EBJ4U0,2N*0\$'_.%P
XT>\A.8%A:O#A:7%" MCE"Y3+L_10#1:I':N\$+B_WIG_)V\$0?*[OA5'"%PZ52BG>R(I\)' ?GQ#0
M@4YD2AVFSAHCEQ8[WV+!8>?6W)T3ZB--\,P.O.R4OH4C[3Y\$/'90>TYVH:OD&'S\$7 /<+P MAZ
7@NVGM7!OS=J' M-DMXR YS%\$L:U>JC[M*M6J%]S(9C>% 'SQD:9<=&-&\$SN6:-
S%7(V&'L.L*2\$+>)'3*&))1@EZG MCX9RN1>.@(1=?% ^,8.W)DT]%'3=.OE>U\$+/,#2:)IHP
LY(X &RJ5^_GR=> MP>78Q:M^?OGLT7&#M98/DZ+6CXZIV+OI50#*Q-: ^[62]B^EY_77)%SEP VAG!
MM&@752'IV(UJCZ][P4?STRO]?SMQQFW
BE=\$QB%*M0>@7EV<_2;:J"QA! (MX^QVAJR!_3BF#+>5YIN*W/I.Q:#@XY:+ ^UF\$27=Q8
M^#6[54RKD1PV;[5_O/ R.G\+MjX>=&3HI\$%@3\ ^&@=RM!88:8!Q% @-VMC_1
MB(Y.\$F1\$B'Y<-6BY3L=\$X^10^;TU0 :TP!+?T:UN989=(O\XY4"*G#753P@!
MA<4E#M@67(ITIQI?0#YG*I=+|R7^|(S= <5O\$,Y^AM/Y&,H8 0.0*NI4-:/ M""%=J-ID#5)+
[O&71E?':.1.AHP5.GH 2B7SZ+7C&5FI1SII9] M=L_2.0"-&G=&M21ED.!Z!O2Y.L-ILJKL1^ U,.V"/BTT-
2IX.V:6AG\ !* MNFNV>BO KS;^RZVNW=, _J%\|UZ4T'VO[3E?>2A?!HQ-L_@T3]1M
M8(QPR5:J#"1/^>9% CZS7P)A9: ^<, M\@N/+ [L.T PIA XJ:P1SZJLAZO*Z!5!|4\$JG""TW1E@":!|
O[VA5WOD:Q) MJ".\+BO!7^N*:@ ^HSE5.ZKG Y>DNE7!!YU5?,YPY"!&P.@./H[A@P>@Y!)1
MS/7/3!FOGPBW.PT=K?,90OFL/@UG-IH%N4+3\W3%@BN">\$"18'(5E7,8=Q3] M8%L2Z0)XUPZZ52.
<#-JF58].9UNQKRJN&5)<7J#=#JI?2LN:UQ4@5\$JV-PR>"@2B@D6P&9SG6KO;
(_5@W\TESC1^@&X,JH^9G-WCR\$<<(VX M']>MVE0K+,>R>4)4ITM?#|J IG(?2A_AV[MR:K]8W\US-
L2))JS>K^ZEOB^2WZ=-4X%\$S&Z.W,Z\R'F#T0\1_(#9,+3S\ X4CMDXXGIQQ>< M+\$;G50+
@E*/SWSXR'%!H-!C#=#_MK=. '6CJ5@)"Z>; *5*FX433R#.\Z,V
MW:IE@B#0Z3(\$GCAJU4#G^NOT(DIY4Z2MTB!.FL\$V>YA4^>;=7"BP)\$UPO?_4X-IOX9,VJ7U%5542)-
^3KJ2XO-C): ^J[40K65]:(=H-6/\$"D M+S8Z6S7X;FN3=T.O2:_R:[ZMB=?1;1?4*T(3[* (G3!6'YS
KI1S\$""V8:)6 M*TGPOZK.IORQ>]M%TO>DB=W028@GI7 ((Z70A8XY #4-DZ7 <9ZS6EDG'6#.
MWMJTA=8\$CTDRL16AU-62V?YC2] M!A2N?A?_9?78Y<2L4CKEH6'?)YL1(J]=C.C3KUS?
3ID/2Q"TH3EY4](_JWV5>@ MTIOS_W\%6S9 HNC_IRJK-7"3"NO_K?*&OM-
ZF^5]>6\$[IJB53N%)7[#\$PSC M0Z:_C_P_*L)D#&52\F\%&+.UO27^MR(<3I;U^\$#_K1^/BK_ITNV,\?
AMJ6?3 M9QN8NNPU6_MZ_G?-#94;SK%#9N9-:K-UWX)@;\$Q.AM9^,4IRXP!T""J,B [9
M5["Z=9,+GATAE5=@\&F12C202_0;TN*\FB5;;G/DW*3I<).N.W\I%\$3@9LI M#8;V+EJ
\$V64>/OA(%6*,-75]/^L>-[Y%6=*Pj;W3XM*Y7E_1/6-SD**[P\ MM!X\VF94]GK\LK+'+BS(2P?6E;Z)
=&\$IR=V_YG&#QRK<\$K\|9^J8C%Q_?'- M<8+0S") [73B"/K M&#L8].2@MB0%|(F"B6.<6E5EQ?
=U^|Y M3K+<_8B=J C2OP\T_-M9@, @.C7+|_!W'1=5QIVUU;N(*CBH>JZMQ*8A9!8W MX>
("SW\@0\!G\ _=4NLJW@W>LK6^W=%AM/IL>_V:%H7\7JC4\ S'2U5C3VSH&|]66<49?SE
J\CM[EYGTY.&\$A/[_6BXSK*N^N] M7R.5*-,#+O((("SE)\QG;WG5KTG%V @)+W1:?_V82+M?
J@1H+TN-784 MR4JQ?:K:1>V*M=3IF\G4##JEGO_YI9N@OR)<3ON8Q'KU'I(5\$'FU\#V\(+ \$7
M=LQ*)JD<(S"JDZCJT'RKMA;G?1HREG#'%:=[CL]:N:8T1@|MR3@!6)+TOLCA MOW)'(9>)7-
M\,*=C_CQ)IH?,W&@|I|KR8'_T@1V\".C1N\&(X2TI2@8QHQ<<_M_V<[#GH."%KHV_DY]*>[T8?
FF')WB.*R/*P*I.%IU'+6P69HTI%4=""+'DD M.:9#8JCV2"<>>@(PLI@-Z4R++K.<"0%^U*P-
6TZ\JZX\4CX!P11/ E\OW:\$: M)<10H^PEW&|I#T>#_%295\,3F?>JMUR)^D-AC19VO&|>|C<^L1#&
<6%7^F9?M07WI:AX\0Q\0(0SN%95+>PZJ\Q\W)I:8T.J M&GP?V-
>8:P75(H>6A)%E["48LPD#B1A)"BP.>^SE >@>(-<7Z9%^_T&\$9>Y3
M5QFLBYMTXU8:2UM)I816_NJA.^YH:*/X&X'OUC6(T7^&4XW9*6\7QQT5*; MMD0OT>1>?,8:%
\$IV'CUG=-E<17=ZZLO@LM0A?(C7%0#MWD6OZL#J/F A=6O M&A*Q<+5PG8]C.\$2G[7\$?
KZ\$#KO42N!1!1(R3FI^_MSX4RM'SG'G#WS64T=6 MYK=SG/ZQYN#-H;02^D1R)%*^&C:A G5G/I?
=X/W4M01?^)?.^;:[(E?P"M"*E&GOY@3YA1<&#J SFOQ0P8#J-G;'Q5]!\3!.7)S. M2.;KJ^,I-KUN;*E]
*+SXC\UW9RX'UU8QJ;\$;D2>I>LRQUS8VQN[#BE:|L>W
MR8T[P3'7TSF\$5(NPEER#4C,%|2'M2^P&|O!!"B#S;_#>^_508A'2)(AMUW\I4N%B2*VB7:2 !
[N"K\$3F?|J]"EX".C:& MH-RS8WL%%"S6][@UEH0^1NX+LWR1.X)VJV-E*,XJ4)V95=JM:PQS?#4I1TL/
M25"\$VY%N>-"P3 QDMF["&/_0_% @-^/\-@_ \;PN (4+4*[AF3\2'7 ?A5W.-? MA7O6=5%O@* 9H@?;
<_!)405JC=P1AB802%E9<);*1//M6K*>?:OQ+O(^#G_7E.:S>[G?BYC4 M'^4-4Q)
<2G\8X)A=2&HBJ&B/R@1BG*9\2T:\$XLLX"- [NK\FX&P#;X1<,_8 MR)<=WXK2F
OW*%*:I\N^@.7X\$9;JZ&"G>'16_MJ5!|LA\$+IMBLSCYB.*!)^",1RXQJP@
M1JQW1)YARV\ P)2PGT1AM.@V5 CP@8GT/3DA12(=/H\$>.6%K Q M>_U_% "K8FO2#
<0_A:T8&@647");?N,KB"(N^::A04|-&47%#(N+8W1G:!? M9(Y5E?>_J.NIXTA5\LT)A'M U+W7C-
5!\$B(0K/(JWS-NJE,8^CA*S)NI+'OI
M+>#_W+#V*+: ^NK^LI|55/:W[H3,P+/Y)W6GW,)^4,P[SR0M@")U4_.Z#<||#
ML>N>!23GYG%_ \$C;7Q+F:?.%YV'U=Q:*LWBI52C^A#A 7D4G%@A000
MZ_LMIKE|6L2)DVK^9L,10)D2B W "TD1=!*LDF6-L| &(5+H5K&:\6\0L?.9
MNISAK%@:TG8/+ '5%!.!&DVKL.%&_S6NSZ[#N#PWXP6PLN8?@(10\R4\TD8] M0X5-'0]
[@DPK\I*GW@90\IJI#5R/_J+SDGN1W:C'^[AWC*D@!PWP\$(M(CPM)X6 MLOY-

KK^1CKUL>7\1J0'3Z)I;%EPUCQKK/IKP@_8;#%=SI907C 0&
M/7Y:8""P\N7(LP2I\$JF&!\.K3G52?!#OHPZM?D'G015.+3'X23P;BE07G3- M-^V\8(2,
<+ZS:R9>O\^N*93X7D ,G\^'.0LK3^DD8/H7"SO'0(R+XTUZ=7-:NQW0+)]&N\I(Y^=P^7\$79
M\$6,V3DW _V@2_2_ ^Q;_X%_ B7_R+_R'(,49^"-?/8#5 P= _M+:_M_Y,\8?%|BE2BK1PC_NWGM;?
GT4N7W#RL0> _J'^M_6_W9\U,/9S2%&6(, M(E _AV#AP?>967[L*5ZN/F/"E1-^,MGIYXO_U0YT_/BUY
M_[.'BHOCPRZK:F=4A3)3*/U8H?R_3Q\I^0+XCO"N#K\$Z ->P^D5QC&9?G(& M\ITY:"#X\X
&9BR&W'\3I@LWU\6Y(70QI>L2N/HMRA9ATIGL E7I;\8+QUEKN# UR\IE\ _R#\M5G_4J\6'LF2WU?
5JE=/U MT7>,D8;6^MUC^6U'\&6^)_N?/6W"64EG.PNO2 MF\$UP6X\$!2?!I2_3_=_\RZW9&S:
(^.>L\U,Q\$@ OY\Y;VGT\7R7M*=<9=jPU)6
M^TR55(NIU@BH)Z':!WI9Z#4J/OKNSP=S<5WUH'!%SPBJ>^)G6LJMUJ,*|GPN
MHBH?]=&O2OWI:Z4EB? \ RHKQ2FZKCS"R^U'=\0(7JYO'IZ\YFI>KY?+|\@^U
M9;RE_USGE;2!\#U6YOG_X7)5/O\J\7!LO?S%DWKV+7*I8'_\790J" ^&HW M\6%?
IJ:3"\$M+A#PHLEB0*\$Y9&,7:YL@5JHGM5PL3Y%N< /= =W" 'D\GCJD MC1:P\JN!\^CN:*0T3^1KR-
LJG>@'\$.&(&^A\|@XFEZ&\$"B1-L@((\TM>8" /# M_1H38F?I1R=F@
3<%">FQ=&RX%IDH^N(V+S+3RNY;.S4CD?W&)IDXW\XK/N,7*9CE.\|65'W.M\7\97Z?
DR5_6SX^EL7754G_L4A%YM\$TV#,.8@R1 M")G<4OL)I""/(KCP\$L2\37,F/S\$B\46#R@%>&H1 =9#
JL2,E7'Y3:AS:H M0*U@&5A&CQ@!80^#JY" U6D4E%::=< MG/LJY3^|\% ^GPJW1U>+ 6R>AR8#|J?';?
FN,= V\ _BIDE7I?P'N.GQ37\^|I> MJ> ^KOB\N<,5HON2?^_JFD)\% _UC6\N=O<:T6E.=SB'?
K4>WE@)NA"MP31H)= _1_5N;X9\YN!; MW882^/U= ^8CS0M,%O,_YN*V\|@!\S_15\??J54\Q\$OS*
<;VNV\ / 6>:TS5TO MPBQFC+ LHBFS/F(PC2D
8Q\7YYSF2"QOTSV.L?)3*PXBA;," C44C/:#=>K\=9<|3BGB RZYHYSNC^JG?F
M:3OE_,*7S:T\KE80=Q4N:MR4WE;EM:SSO^:~5FJ0\|V88A2(7P!\9\$* MB\$020BRX@\$D4H/;
|C9+5@7I0R@1*8Q\I F""E-<%E MI1AGXXY&|.GK'R&2TD:2B/T")@D:FI 3DA+UUI<(
%+TS\|D7=&\$BBAX-|:Z MA1\$8Y\N9Q\|@,|ZCS-|J.MGGK=T<#|C7\Y|R3^4U5>|Y&K(KYRNJ_83.GZ
M<=T8D6;W\UM1\?:&3)V^WW\12A."ORW""(MP3\$,8)CR6YV%,8)I0#J., ^=3W
MA.^S8'\$0\WC>9>8"G(5=.\!7L:.(A#0*PWD\HG)C&WDDGDZ\ICIQ-ME861\|!
M6SQ78(,72MI0(98_VZ)L3R=@BQ,HH%> -%!"Q.K0T^A2=*YM+= "G& M
^>AT\^M;_M^CFO^MJQ7=PK\JDR \$L9QG(8P0,HGPK,89AGU8.3%,?A11,,D1Z QCCNS\$*2JS
M:OX950=U^=SC9MK)>+YX6S\|S:G-_%\0LCN(L@VF8,(B\$RLU*LQ2F)\$VISX,H MXUK>_(.1)|;
AI;_7=H9_L<5\|R*NS%1-FR%MY3H)_H@ZU9S^Z;Y\ _EF^TVJ2
M_-6@0Y^FD5E3C+0*\GI\VS"LO\H\Q\I*=8T+IB+C5\8CY\7\QZ=E^<)Y\$U#Q
MN006^BQGKKL3\$L27&WP>08(BN9XE4I.PX A2ZB'A,1:PB.C'8-M F%C1 LJ/ MP?NOGS^;A.M:B7)
<%><1D)G.2CB@Q\,&U':(0 ^I#48#/2B5,%08)*+82=0D MVGEJR5J&-DL)KWH)-V'\081Y+ ^\$F-
FT;1_DDWW<5J7:14:;#EZU&GC%2^1+. M=|.2+QK)JO\1UYQO0B&:/=3")-|F:|>/G>NI'=K?BVD0?
P:Q\6'_)DOO AS MC\9;_H\2N17")(-9F,8P3&G,\$QJ\$E'MF1Q,+%|!-:\|L'+D\|BJ#IN<5&HKJG
MFHGE9'KF47"N\|L%;W2EH@ ^E*A7T1: ^\$;V\43&^HCRJPC/O\$,#?F0=GI\4+(B*QKUJ
M8W+YEH%F4U)MV&M^;V9:9YY^/90\ 4ZJX:FZF;0F1'< |ILL8/V\$36->S< M?:-
E"MQ\H\Z>KY^NP(8UT\,&%'.@Y<|=BO ZL^)H*9D9_*QKT.M,S\|B\4HH MS..)W^65*"L>A^B##Q/
S#+!(097\$L-|Z1\|G@B4\|C\|H\TH\THWAUZXMUT M3TP_G'B\W% C?!\D_AG>.'9WSS@FC*+_C\|O-X;
<+98XN.,#..)3SQA&U,D MU71-5^M*A?(KM6TN\1-P\MO3USI\|Z>UHG,K\I=UWD0VO5_FCWEA'ELD
2,B M3F(HTHC\|1\|R(29Q\T28+G\Y\,PV9QC)? F3RT<0"NVX^U\^)4XKL"O\$,(
MB@9BD_38@U29CAU*TS"FBR9C\Q-Q'MPX--&XAM\X\UY MB5M\$3\|D0E+_8JXO
S\|R)Y4)PA_%:3D:=P/GW*U:@5B\|U^JQRC'S:0+C-\$@@ M"CP*L?
#D#D3N0Q*\$,/&Y<.:Z.XYA8B.IBE.RI:)) ^?ZP:NIA_9H7^>/Z4>IN M(<_)H/=N "%W 7O.+|-8+ILI<.
KO%RPTWH*>WP3AU)82V@.G^\$)!-^/QW\!< M1\$;^PC-#V9DW=61;O=S^44@:\) _;8L"R\I-
:>U1*ZUINOY2O-C9E6\ MJ;G=3LT&'1C" ^^W4\JTT(\$-YNI^7Q^:HP-| 1"= &1X72*;U2\|(-)10ST%
M"3L#?KMZX%6_1N2\?KNN*@EE@:(L\$#X)84PC\|E\$6Q3"3)AARE'I^E(5IAK0B M\<|0F=BP-
E0\;6F\Y9:\|F6T)20>H9AEB0_#-/\@BGRU44\|F")E%(8)XPE M)I=7+H1D?LLTL9#T%@_K)L9\I;K
<4KT-%T9YS/,7(T)ZB,JO1\J\O@\$ \ M\|B=,5\ |2\+U3ZP\W^JH877.2K^NX\K_Y:KI?LYO\$)TU5\89
_JIP"=8&@ M\J"Y%P69/&|+@X>BA\$'B>S%,\4"J\U"8FMDZ.Q@3F*6J#IPKP?PP_I_DT?"
M%J"JM9:W\874CRMU:9@+L'W:S"!8SH:>O9A>QF:F9(A'Y3B\A%824B@P02Z M.=B@:AY4N-
R9G,ODXL@B68*8U6\=)JA\>W;A:+:%7I2NRK&NUW)J\IV;2-60F8\$V1F+@ (SSNQ&9@SSYLG/=U5
M6)WQOKX\DG*YP_\$/B<(H@2E+\$YC\|U;BH\Q/(Z2;|+0S\|M31NRTM MT\!+33WG;Y7Y<^R\|BR4S==
DQ2G@Z"MTJX6EWI-D2GHXR,\$QX.OZ W7KVE=^K
M.Y\O_*FLE/_ZIE#>W)H4C8\YP6\6_+>9#P*H@ "E,/&P7-MB%*\$2A7*!2\|4 M2QAAB""3M4V'Z-
2W82T\$L,\$!B# |PH&:' 8KGA:\M1;_5Q+R4PU'0C(>\$TT MX=C1^JA%+CO;7@6U=1E
MKU='I>X&\S6WS@L9\3(270>X1U;HN(S CH0<#|GND)Y?M MB&CE)1M1G5B#FZ\!==VW%YW?
Q5.8KM5;\J;2*&@V7:Z&7S=?IM^?AT35=KO%R^J,"CO\2;NN';<"O-|5IGK*FU7D+@
M1=WN/LL3405>*|_-*C)K\^0:TGH_ (+N6CB&2\|K%|=E2TTYMUKUM0C,MOJ;
ML#016TYL9,UWI&'&^: MCZ*WTI?=D693C*,##7@ ^_7;GS?XZJ06VN5L_ ;U 5?|#:YS*A?2=_ERK4I8
M\|5W\$^ (+SF+(HR"%2 6.I&"(\+%R_13@P98LT/LH#7+@ZKWIT+D0
,>7*|654\|D&"HV636V&;13>RB7:M1'5Z?V\W MG*5U\ BH-)OMQG#@?
7CSLGVDR_6X_@-7K/G/7WBM/(9M\$K" R\$(O2;F70AHB M"E\$0(\$B2@,-\$(,|+B4<9,C.9#L%-
:\$(|8BJJ6U(S-'@NYT#3"KZ29 U-HX(M&PQ@|JRR!:\IPV?Z\|""!NA5^S_0S\|G|=DQMY83B-
&5"74);5Z\H%0#XSM M%#3L+/_ O:VXBQ?O<55\2+*JB'S6*Z+U2+RF.=EL3*C3,4'(08S/PA@(-*(
M,A%F)#9J\35": ^H8\|P-T(8TH(HVZ(@:|@W'A*5G^1R)P,R0*>Y;JF!(5\JG MAK |@Z3\G2\|D9I5G.AP?
*^JNN\8NY7^2(W;|Y'(E^:D6M6/LFMVHD;_F#'-67IM3 M8\|FOSG#U-"3<^Y1BWB"9MEXNRQK?E?

^6CSEJc53>^NF&TUP6/C|IBL#=':0>IW9!!J>'G2_\$MX"QK.P\$&YY^VV\7^4I;LCWRYO"
[83;&2,ZZ:RE_7-5_5_!^E\N]G82:9BI>\$^G M\5EN08 6Q17H?W\%6B3@| ^|_DS@TC07B:'^L3W?
6W;*Q./;WSN8#7)@SPVMU M!_J)KQ8B1%,I*D(8YI!1+\$/212\G#L)R0)\$C_PC,KM')*8V\$3<;'+VY+W
MU!1W*7B3ZB>_N75A>A@^(B(I(W\$9XV;68)L<(WEN"II(>A.DQ!SPXCH99DO@
M=)@#A@|F0!S^*3Y-OLS?OF+NH%H8H\$ET.W>[*-F2+KF*--]>I(X>&[NTGKR
M.UUY/IJ,1C=DUFJ|J3/^;/M. V: &U"3URP^6LZK7ZIR_72GJBLT'MSV"OK+
MJKA^7.D>\$,.,_,\$JH:B#ACQHZ(,! /"%KJ95<HG0:??&7L^|=5C-ILXR-|LZO3;\S6,.LO!3E.H|T_;
MMU)YES=ENM@'""? =WQ;S4U|8+ "(_3D(&Y?DSD%:OC#S51<4%(<,>P0'C%GT
MZCY#5NL+O;@+|QY1=1BE?5|(7M>2MD"VBj-8E7+E?99_, ^P'=4|0>L=7%W*S
M3YCI*0/U*8,JVFZ;=F@PZ;#+QABUV=MB:;!^K(^%SFO6_JB|)%A?7E*I=9_V% M4RXU1-VY\$"_#.
D#B!GF\$ "4TABD2 B;24' 41YP'06|HM'U49|E:& HS&|&3 M5!6F.IJ-Y\K8775>@MH.+#=2L75I|3?
S45=9&REM,3AUT+>*|2+Q0\$F\$*)M NAM!!^F& O1HG(ML%'ANI.4YG%@-
^%,6|IVB;2GI67HQ+Y\$!K: ^:"/V|7W:IUAS|=H^H/,Z'NY3 MD)YT=)|P;)(^E|@?
7N1M)UZ|NLGEP7NY/+3-Y:FM*JX+|EE^/|UOZ%9\ MR MXR"3IP\$J|<=CU4W5@RGA&?3CF"0L4/6Q
J.J MW8X!3FQZAG :3P/C-:WRI|X#0=9U7O#;M+"UZUG2LTZO*7LS@5VL#;:S
M,\$3;=/SI\8(MX)TKU\$F.WU3R=%7%VS6|>B99G^3DA|5-Z|WN M0N|Z&*^"2.(P;T|C(4N-
BRKF\$3(JR!W&)O7 4|)T6.+;":.B|&H5|'|/_ :7DDIM|F(FVOGLE|5:I MK/'R6G42:9HGW58|+8|K
|RBG@<>CX4 2,0,8+,4)S 01-,6-F|EDE74' M;6*;<:@90&Q|G2D&#\$.W\$V'WMK^D(VLSH-1K %"?
Z0*(&"*3|UT_,%6Z3J MQ|M8Y|E'N!>FJP 9=|#FC:5Q+M"#L!OW%.P,|3LN>%5QMKD=5\$WCBYTW/9|:
MN|*UI-OU72Z+^II(,)BN%IAZ-\$4I@Y', \$1I%\$(2Z&M+-Q'W!>_04OUX.|J7|J81&1'WE(I##C-()(!!1F
M\$18P3*,H'E\$J;9MG8L5&J4ULIQ1M*R(@T>.%6G|M D|:>G9)6L^T&RG!-U1YO MNN_X|&37@1@>:
J98*8UY=_1|Z|.=|5LW%L?^=V| ^P 5|IE51QHH_R#4U?^;M M*JL:M^*E:MOZ_Y9+U2'G%YP7JA3U;?
&54XFJP5#EM?S5NP9D6Y|Q\$U_="KE\$ M+S*>B8CZ@=S89PE\$|/LP#5
&;9|DD9>D|B|T|H8M;7&ZC@7H(\$/Z|P)_ :M(JD|*@U=7D\$ZAG|Z'23\$SD;=O;Z|.TY6 M8
OD"EP_XWRIXC"A*"OX%;N4BRT/H&,"-+,FN)#GD.(E|)R<,W^OFZG|@I@ M(?
=>ZMSB,#YG8@F|BM.9"N:|13H3" _L@;F=J>I8% ^X>|J6&ZZ-!|9&C|TVG MQFVEZ;O\4:GESI|JH^M"
(Z.R.QAQWB)VIQ@ZJ%|W|D'S;ZOYW%4YDE_ ; M,Z9|D9 CKTX=-
=O*86(_EUY\$8^HLMY:GI29Y>2H8^Y@80;! =%&J| M:BZZ:...I&Z"| @H8:)
Y=\$!?)AI7KFE+%/ZK2|3U8\$|^|+A+NW)|ZDLVHH= MC7|Q5|J|TSGN-PFK|IR++WN-
WKPTHRA*&\$P2+B 280H)0C%,8XP90R+PHMBN M,Y|%FHF-V-?
UXR.N7E0VUI>OO_5.IQ?;CGHVXM:S;K,)T+^HRI*
M,KB=9FF4)*G/(4 _J1|ZAXA!BSXOE:HUGF0CCA\$=:E0_UR\$ULQ5IJ9D;KC'ST MK)
(|KLW,3DOW"FPH@Y;T1! ?X>FPZ,AIGB,UJ%?08WU=|S;=LX\%5S8S>#25 M".K;|J6.ROE-
%|D7NHS'@O(DIA"%\$8"\$M_S81((+BA&7L:-&KJ-\$9M8I|). M:H-<@7)+%_R8%VT|D?
HGT|CM\$=%YC&0>|P-(PE0>6FE36RWSH#2442R0AS-, M%VW|S:|K7*WF%>
^86TQON'W>:%*5P""EXV;2#,J#?@PQ MR>1ZP@-!:\$891KP3W_M"LSB=6^'U9+5%|
|J|W*:5F|XZXTH29JO,L-7V55N? MII9KSI:TR|#|PPZ"|4?(35S|VOYI@_#X37>N?34?
\$W_N(;=4^Y",W4I^;|J:|' M|T;=7:J-<(,1-"#M2MI=-D&FY^R)Q6Y_S|Y&XA<CAG;UZ^J
!^+L6Q/4_&.&%)0\$-(:/+. MVRB :40|U7@.@\$3@.@CC6*O|B1'5B,|C! 89 E.)MH.@9.#-1CANRR01D9K T
M9./XL&|%^\$@, @ARO-3WR#UN+8T9E%LMBQ7A00>Q>MHP|WO\$(J,3&|4LHX3A, M81 E6.Z:.*
(.\$R:|RW^,B\$*&|S0J?)*8.FAHXX%:-C6K+5*JCA%:Z|J&:-F M^KSG:5-)>;7#-G.G67\$5KGI(8-Y
TY,, 'H2(GG|2A=I|S#')E_GJY9,\$OJZD M@|J6*\$4X1"2 (DM"B#@5, U#1%/&J)|23*,L-HS=/T?3Y\$NU"L+?
5|QECV'3 M%+)# I|4/>Q(C:PE+H6;.#Y%@!/II'\$,49!1F7B@@C1@A@HHX|S)|TW:A2!U8
MNEZ@33C|/'*U,8L7"NI"" EQ^|5MZ4|E-D=8G<2*J|WBD9UA/UQ&SOVHD4|
MS#;|YZ;8I#+>BDTA=96|7.>L2UMNFOPR_BB/:B|J|I|@N;TG\$8|I3AD47,@M M\$>PYO')SF8&F!!49R*.
WE;C:@\$'E!'#&7)X8D)#Y*\$H9(J-|X M=|*(\$^&MX0,C.\$TJ^Y\$'4T^>XT06QP'S,1A-=TPO-Z4
M7+R/^ (YF1E.G|K?OMD&8KMMN (#Q&W|NR%FT((&NZBOP 8W:(|?)='PW|&L
M&>PY7GWW|+8BKSf+9MN2204|NEN9AO)|FYA));>SMYF6DF4L!|J7HWSAC2>J MN&|+
(>Y7(,492Z(D|\$?(R|J|VI& :9HP&'E!Q! ?H3A!1C\$;E2GCLUH,%AOZ|U19->+:502\$%LUY(QU,Q'
0T6#TLFU6 M|J3,QUEPU,U:'.55=2=FMM^MZ53|RRK@:F-9HTWWM'8"V<78/H5W3>Q 3E0(S
M8MQ9+K(>U9F3E(U\$<9B|;/:ZA3N@KZUYA|^U:8AO|5.^:DO/I,G3UP5|I|K/ MET_-?ICPE/'Y++
(/:E*RIGVI%-EK2GWB|'- '59^OW_ ;, MVT P.))8R%?CE#BMU,S,S*9HKRIJT/QYWCG_7#",S>WB-
@"^H|/&P2M*U3-G\KJPWHECV\$W M=;U6B1O71;'&R^NU7\$+D)TG|1NV#CFE!C\$68|BD,.,I|Y,<1S)
0\$)-4906% MA#"MOA@3X9MX 6CI |P# #T"TT">|-N"P@|DD0KD'6|P(ZX!|MO|>;\$3#6%
M.G>2KSHQAO>4@|R;W@IV"3B@QPLD8- B!CUDT\$WF|>%D6G4E1#N+&|W"^RJ9=YQ<
5SW&J<;J*|DM6%J M9#NXLSO1R>0_?D_JGNR,=Z>3R6SW/G4Z,G: ^A,|2"S|A1_Y.CI|7"Y1\$).(D
M@HQS#)\$*:2893R&.PBCS*29|8A3|MSO|Q"NB(@84-?!|2|P3VM/%GKN\$WL. MS986 ^;./2">7#D|
@;?%:_QG'&|MT7)YZR|!CE<|4:/CG*J=*4QL57X1A MA'\$0(QABQ"%")
(%IY%,8\$ \$13'H56LW*YQ%6SO+7K
MF&&:|4F!;:KJ'8C|T#N/VWS&+K^ZH;JV:>U&SZ\$|_ @QGKCSPI|C,ZW0_P^R!
MG_W<|V;:2U5|6_6R^WK(E6+' N2+K4GB3',>!Q '@1)\$ (4D%(%6QM|VR(DU
M4M4B:BI6X95N,9T|N^-:9L>\$F3|J|NGF|OT|V7N^N|U|U05YQ#R2+)<|W"K M)|U?
MBHR&&H693B\$WG_V1WYC|H'7U4JYZ?-'HINA529LFHKL7_A5&74YB*G M;1S?IDM
5YHV34CFT2R#?I@F\$,4Q@QD*,NCY@|RGW,OT:H*:HU@807L2F3 MWJ "+:PF6F0'V-6@A8*>GME+?
5PM9Y&E|2V>A1@=5A*^6"9CZZD=I2|D59P#|_ ##< +!KK',A';-|,==F-J)EN+|EFB2Q:(PA
MEQUD#FC,W_|E%)M'>|>.:|8M440?QVP^1 &|7_M&X6+I8F"4:1W#EG
M#,GM<^K|-.8Q|.,@RF(4D2S24LRSE"96SI9V|4:A8B!V2J'Q@OZG;35U4J4TSM^MZ|

M;.! YC% 4CYK^3. _N98?IDVA&D8V95N:A>GN 1>W3VTSY/OIJDF?N9%GW;RH
M<IJ\$9VJJ,"^2)\$Q93#",!98+/#8HS "*"H/I3EB(6!5EB5JONU5B9.C:@)P_R
MGGZ;J7DUJ:,.56?!IU6S1P>A=P7DEQT8^FY?IU00I[_ 6\RPH?I9 890%&(P MY H,V%
(%JX;/=R!AKN/JOO\B\OM7G["#6X'71^2I9=,O55G7"Y(B*K(@@YQD)4^EY;WA0JYE2>^-
[S@ (F_J&391 M/BHL;+U4:40JM6+@.%8TVWC='IT M[-#
<4C> \HOV@:UQ"/;ZK;:3J!F&;R36!\&I>VY/(XOP(9P\$-&8>9'Z<090F"A/(IC\$B-!;" MQJ|BH^P&AL",
[8=F0--HK,:!3-!D)L&P|=WG1BX8 M\0).H@S&\$>\$0)9Q
S\$4"\$Q23((E\$2H31QL&0_N1Q<<>3R@%M&\+3(28[PZ(K M:#,+,X'X+\$W-,"=:;E% W;@7&TRI-T;'4-
)+.8^NM1?Q0P9BN:4/3(=OK9W M9-?=XDU9L.W.J_0%5G((C^\$)/&5&1(Q)%XF()
<_2WP/>PG62H/6HC:QT=G0 M!D02-S0KXV+2,R+.F#(S*JG MXXSN*^B9IVVK,"
[E;^]_D:>*B^O"W;-5&T %3ZE?!/=H:/_*\$-_.TA#3#)(X
M8Q!Q+X1IF"0P|;PD#424>-0SJ9H0'UB/>ZP7('I%DUS&, [>\$RK-))J(5D_? M)Q.8F1G8R.J7@:QVH?
2>ABD,A)44G%5Q-*\$IY=\$G;61V-@ "T54D" 50B 6L5O)87H-PT*,(.#&:&QT"L>E9G
M&F&9F1PE)P4"|"A4W-^/OJ5"^PELVSI=GY>:L<\$Q%X C:V- >%938RZ0?3MC M.
<+ %52IVNGA\X92K8)?XJJ"1:V4K2P6\$<!(#J(8"A('\$&61@)GJV>#C-):# M\$Q1JL67IBO/4)I
[A*!5ZJDK*N=RV-X\$+I!V+FA(5'-C0' M.& !@BA"&<11G,)(Q%1X<40C:I3D:PYA:G>G6KO%LORC-
STS;G.,L"FE=WD MVYY)TLKL93+J3NAUTM/L!62_ W*4YG:'O 'Z,WY174#>=DGU. L%3I& U"-R
M'OQ\$!)\$*8BA8%:(.\$A4P9F*/CM"8V.!T00_*U+V"3)* GAJ,9B9FF,2TK,E M%_)M9BP:8J"C)G M\?
"O>@#\$H%FTMX7,>GEYOAX4539.#W!I%69QT74C2HISRI-.W)5_(9I5 M-+:6P&C!8O-
1YZM';.WQ3KEA^U\$NJR9|_2VO%X0E3&2\$02\0 J.)I9P\$C(H
M\$M_'OA_&*3&ZR|X./K&='13:5=0LZP@W4M#;\$=GR9F8+M=FRKB |Q.^X?G S
MJ*M4#QXR=:IV\XSECY95(V&5EE,)>%RD5NOB,183|+Y\$8FSJ@/D1=Q
MJ(I>0.&'/J<92_S82)M&J4VL7EWY@2U-*S4:EY>FAJ65%,P4T5@ YEY3'<9< M>4E':JA9-
NMGX:6CKP^L6XV5,%= M_JC|9RUI/4(IRHJB|PB5B,N4=BO3J\$ M!C0GULQ3"1EFJZ:.
I/363L<2,5/?'6\$,R/<15O-TS#40@;/VH>3^_"%_*MJ%C_CS'G5/T6(IQI|52GQTP-F6X3%VAFOPZ/'6"_J
M6M/56L7)O"WKE53ASK?4+|BB*2\$12GTPC22AJ4TA400!@5&(9(21 \$W"A@Z
M0V_ZA7=+=S)QZW.J^>\$IKWJNA*%|8IK* 6;Y52'-W=+Z2BUN9=1'=:/+*%:
MKUF63GG&^5*9BP|E14*%M@E0[SA9;?^VH"R)_3+H(AB#I% &2+CR!OZOQU:Y3
>=764S4LHZ(K3SU3,(64S&R" MHK-
33F4#"8JR@|J4PYHJANRZJJVB2W;> &BN&PCBHM6+ZOF44C=Q|<&F3VAX\$ MM&EC5+?1A8IX=|
L,"\$DC+\$(4(0@XCB!1.X@(.D|XL=>*"@UBZO1H3JU'ZTC M"ZH-74%?FK,YBN-("'
M-.,91%%,84K##"8"^SCV?4P1,BJ_?9|FQ"9G0!9LZ%KY-73DIV=1'\$O%S)|8 M"<2|"K<^BZX*<6M0G+
<6M|X(#LIQ&|QJ\$VW\4LC-SBJG*M&|KT'@(I6,PLT*42L6B8J,/H!5T3 M1X>?
N76B#JN'_1.UWC(/*KAIDZ2|'17&|Y+S^G-54MW3L^8HTWVM'7'07|_W MY)M(&H6!L|7ZF
W9MKJ.UQE_MMY V:'E_4FKUUXW!WLH/^:KQY^*TJB M+@Z5<^ ^F>%HWSC|)9|I,^YH ZTI=,
|I|=5XW1_!FF\$48)\$/(DCCI@'U?4^ MS)"?P#1!B(8)CP*1+IZ:M@Y?5[A:&9Z0'<\$T4:A|L-JZ|8;?
YT6AM(K@I7XB MWF13@TDF. |I2,)\$3DWJ.;GQ8 S2,\$Y"+DB<^%DW->|+|N|R,3U4@P6:~3JIS
M8N@*>04IFZTG"FG?%7+H0_E#H@5#N*#%"W8!J_K7'6308+YJ/;:MD!,X7AP+
MU+67QA6|UW'L!;N2?^/:SJV=;GK57U=L+|^G|2WD>|%) (OTRGR(6!; C"-E
M>2/.HBCTO#0P*=N|.O3(H0L,|LJ9EN/>DHF?Q+N'5S&(UE)KM M|OMS#%H4US|A:-
ZVGO#SUQ"^SASAU6S3SQGIV9OUK7<^|9UO' ME78NY>="J6.YV- 7;:2H:DHZ|\$MOU2#/L<'K)
[W*|ER:::\$IOD|QY|9ZN01 M9NSR)8<#S903^3F:DL=|:%@Y0#LXWY|N>O|GO>M|U-A^X1G>
[FR^(""+B M11'T(I6+(DZ9W,^2#^H9PED6\$X0|W|RU,QG>67P|FT(P.(^)M|'|@5Z#< @/D M,E?
0='.:1C|!004JHU\$"\$4<^Q)B'!'\$|X27))@A4Y_0=S2COLXAS?GD%_B0
MIIM,O1W;=S\$|9HM,@P4YO:H&I%&'&D9=Z-(284|DV(|_U,|22%*/!3@F81@:Y7\$YO#;Q MKEW-*2Y>
&TO|6MU<6QWO'8Q#V8'9FE:WED'Z#|\$E"7-'Q,"BJ^N&9UZ|&+HE3H|P@|G3 M;/6;|'W>1^&&93;-*
)>J+3.2|K.D\$G^77K:YM5;)2 MW;H_E=6J|;:E.,/|*G"GGZ)J-P|; LLII#0R?D:TG?8%? B<=JY68VIS>>+
MM17\$CL/6>A":3!3;PV: W5%E09IJ%4WZ|IW\AKMCZ*>RJ63!V5|Y?O|@_WM
M|3^*YU^XNI9IJH@43?^,-5|>|>IQ@7%,TT@>|P.LFEZ\$6)X.HT3^B<8!#I(@
M\$ASQB:H"TM45^?&XJG^Z AL> %9E-9Y6S7<\$ M0N|*2%4+3#):OALY:R4,?3=HIW9H\$DV')CGFT-
R.ONW/! M|39?8<|W&2\$0II*GR(4KF!(T\$00#|J9<2 M/PB05CG4\$^-/O'WJ4NH:DJ"G:9I2N"N0|7V(
S;-|@-F'%JD"!|EXX* M0)Q& 60IIR&+6!S1U.2N| R|B15N0QULR90=?YV3E|Z=ED,IF.GC,0& EK1#
MMXPAFXZNDLY1F_5Z2)/U_2L?W=?,/27LIRV9J;=@C5%=-4&5_[Y8UG;*OI+D)5#CPEAM:@
M\$6+3^GN Z*J18@,**BA P@(*5_NW ;+)16K@CYI04+YOR?SX6.(P\$@4D<8XB" MC\$""T@!FL1)|UY"
<49W\$<=&,&V%G#)O961->M?5:BY>Q M\$X|
<8'#;D7_;;KK&QYY%>;78Z_53|^\$+TH'(>9EI6A>K&V_D;V,%6F/.S9=MHM|I:ERF=SR*GS,G_SRFM-U-
#GF M50%9KI7T@;/UDM^*G4Y*31>E)JZO*66Q;61+@I1DI| M42@BDC)DML*9T9|X7=IM|:5.?|T*T,
P7)T,1:NYIDPG,+.5X(RLNLZ%T|0W ML12""QMK2'U>RV@GF@-|9CF,19M23-
9+7'W,ZU7SQ1BW"3|YP,3&HJ,+.%, \$K MT^CQTUR?OX|PPK"9L@JYG42SM?
BRZU%Z8VRG6^G9AVVO|IML#O| MK6|?@DF^;)J*K118&R(MJ!M,@ "B#R<
2S1/Z59(&'XC@.>1;:E&X|0V^6 M.X>"KP#K<(5_@:P0F)ZK3|N-[UEVZ\$TS#2W)RP-U+>N%= 5^#0B!
(NK?"W6 MG%WECU.;^2I?B_7#JWR|U^P4_2.78_+;OHCA1RZ/'#V!E^[H4;|;|I|Q7'W(MG_DBC-
.\$|YAR/U4!?'DD(1\$0\$9BW#"1.1G)GMZ4P_3K|/R\$|K,5-Y8@GHV M8\$JYF!F%\$HEJ\$-)7NFS 7(\$-
G"M5VHIP!|GG| HH1\$!!7V@J<9#|_3G! M!4^-FA>.T)K8GC2D0&A91?
N(:/2LAR.&S0S%L+9U2U?:B): "8("-5AT76WZ M"*77*1QJFN63-
:!'7IFYCM|'3>^/5#"4R^\$W%>GB%|PB/V4R|^2D\$6^B)|O M5\$#GQ2&02SW17X6PS3-* Q0FC&/QTE
C1JK;H>> MV/ IOF:F:L"UGMFQX|7,?"@:\$VQE#J\$|TN+!P+-JXR%#^UIUY GSVX#W_URI

M7/1L=I=71N#(6<+>_E%FIH5>?*^N-UBJXHJ77!\$NS"U(?[N2]>8"/G|=<1\$
M\C53XVE%Z[@NC87\$K*X^3.C.=AEBP?SP>L3F]40J(W/Y!VO:94W\1C;K7.(
M:13X(89A(@6/6!A#M6)#FB("(+4#_6:FFK2F]RKT;H\$.T?@ ,,\$%!Y1S(C3Q
MFSH1C)V;U%8FED]1LYPZ]8&>IO8*+L^SK!_W<)Y_S=(AHJK@MA4SWS7Q#Y_ ; MHOE-
0]7WCT_+ \H7SYJ\A-ZD""":.F<+CX< \3'T*TX0C=:/"81I(T"R-,D2 MC\$E"B)\$7Q ['Q":CJ2
J)UH6HK"8.G#A=XDD. ' ^5J MV[[QDZ"PW)"8E^0*/(8Y"R4MCI)4YB% 84DRE(1A5'HTWA1-
!L(W8K_\$TY) MUD])\$(^9.Z0&>5LSF+7166I"VNX \XM>T\,T_1=NZ%9J/MNN]'(+";28^M:6
M5Z# 'U:;!CVRMN2A0T_29;)QY3ZR1#&OS^@R41TXBBX1GB:IT8U1RXR2EJ0_ "+5W+_HJG MY:-
G:YQP;7@| \1@>T+P""55WAN(L8XY,P6DZLRK]67;WU?G\ "Y8*6ZOREB_7 MJ_R9?
U6=5INQWW^CRS7C[(,\$K@ZIZS81^5:|QY4J?U5+8])8DM87L8B)) (I3 M5:&*8*&NS@A,0YS S,%#U.
MM=?D'5*UI6GW,@ W8.TW-VYF4-/S#TOAJ9J. "5:?.#|SI2\W9V2'J3:(K7; MH[.]_LRMFTNYN;*3C#-
:S5=BO' PCH=W+(|I7C6_R#5?QMTGW\$JC6^0R3V5 M%T&\$A"JM:Q+"5'AIPA"3_QBE-5E@F-
C2:I:U.*X5SEQ+(TLX|F8@2_M3Y("=8%47+7BMD P;|=N>Q\$=-/2^8"@[*]9'9WXHJYT,K 6+\$.:
<9S"B(8EJD1\|G-N|ZKL7XP=*M|Y9%N<>KX6C+ M|T|Y1NM!G/F-FCUBK@H\$JU|TQ2^&/Q@|N:
I96D8\$YA1%<=<=|P2FJ1]!' ,4H M#56OL"A:M'?P7U>X6EG|D?
0QF2C> /C)#A|A^6= 6(5)MD+4/X!4@_#XOFI8X M4EM5VZ^+O4P&%YIQ(#//
M4(IKJOGA|L>O,#,T]448< Z3B\$52>^0Q*8T]4R,9R2(A'BT*3XQ&RS,D4Y
M|+UIF7,>K#VRTTC7C6|V"P6TC[3%JG9^.'QC4B>MN:"F<|<:8'EMQZVYV#1< MN!:#6N9|
:D'VPNQ#|^?|@7*,A&DD=PB\$""^3JQ'Q8)8@ ;,X\$SA(=G,2UZ|F-"*5M"/+6839\$|).2|@94(|T>UI7;KA-N
M!.,PPM "Q.SAA_:".A:;>,%H%Q;L:M@NP80 T'0R!(0|MW1VPRX4Z MYFSX +|K3D# 'BN'5VZ2?
@)XI_EXFULQ@?Q|S:E|C:4)ANR]2- 74UZGR-*0 M3Y:)FI*FY7&XSYR1='/*CY=CV;2;/A+VZ|9K-
OR]*D#|J5S|C3>(IXO\7YPM M2,@033B5RTTFM^24^G)+ 'L4P0"CQ(RP|\$FCU69H|: ^'.3!:&X|6FMJ6%
|H"&|A|4Q2%3_YT!5YXNRZT\$-U'T4|N M35=.B,%%OEH@SED0 MQ"\$4L1=#%- 08I^G, J|):.^|I\$@-
(J1&ZRR(1,*.DQF-4I@YMZS|LIGE_6=# M)^91L6CZ*"|EUM %V74'Z/F=HL_:\$*NNG(=':C)FR;A.&8L0
M"['DE280A:ID0LH)*#, 8Q+Q6-#8/|K+AG?KP*HW>-.D4U|D|:&HCE2@,/|S* M@S&F/H8HB7R(\$YT"P>
(L8R)&'>F|4_V,C\$.91I(Q#I:,2,+|0MLPYV9T3W| MH1N;V'W.CJSJ9MA9#>D^,_NV|^#W%G'\|PI7;
W>?DD#TN/^&-.*ESEO.XJ M8#*4<)H@'P9!)&U)&@J(>4(@ "87GIYQG2;!5H5>#UL1&|=VG:
| #L*1I\$DY|1 MT+@J.6;;3+LD72)@PUEL""|OJ:G^9>B'T3O3B!V(?/J4\#'|>,JYEV/Q=\$ (M|S-#S!/?KL?
+3O2ZYBN6AZWELOQ#&8;R,/>N7).56""^O:7M3_(53GC?^_ (4(M"4E1G,"\$BU":+BHW?|Q+8.B%RA_.
<)+Y1J(*@V%*|I\$UJ;6T MXBQ?@659FX:4%|&@KK>\$=3;5E ?QP1E?L8SXMO5H4^/ MZ+RG0"-
!|P+S=Z^, +D5GS("TDMQ|M!, ^K/Y3*G+PO,@BB*4PJ3,)9VA&\$, M"24)9\$D4A|3'&0V-G+-:5.>
(R=@\$L(D>|LBW."PC*49%J6@|0%^_|X_2943(SFX#CL8I?DZ|0,Z8C@9""#ULGG+!FF>|LN"JYNB
M9UZ|O%OSN_) =7O|SC9>YR&D7R:'OW5^YOKZ<;7;N|F|.FO=A0DT&,"3&K)
MJ@3|L)3FJ"N0'MG9JUPW@AVW+W/(U-#43"5.HXX,E|C\$JC6#%<'9>C1<(HYA
MLX:+QK'PY/SO=5|0EU|Q76/ZL*[Y:M4?S+&A(,2:?)V)-#Z(DU">G!(,8^2)F*,YUS+ S-
*96*ST| %M:QRVA,'O M+65-)1R7T;CQ<<:YF>VQ8EI;|28&CO/R \$&9QGYM^WV8GSL6=12B|U>*_4>
MOC#26-7HOVUZPW2&/Z&15,U %10@L;K52:1BIC%,@@QY(15I0HRJ;9^D-+%R
MMJ0L(WH/I*+GG7#"JYDZGHVHO>WZ,KGOY'B.6=\$XNY8G%'S/F_:!JGO@
MOFVRH,+SPPPQR+/44|\$D&))8(|A@CPN&,L92(^_G=|V9Q*:I1?-SWT1'%8)C MY7*)JT'E?M,F1-
^+Z*9NG/V:4VUOF:WZ;U_UG3D'W(*&7;"2_':6O;X"+DIUG: =&MPY7_|>'<:GFDYGC8 M"
JE2H8(|X@C8M1';CCXU#&, U)FFK8C 3T5L^7+3+>T6#)6J&/8'6G2SM"S MJM QIO9UY^@S%T;'J#
(LRU(ET->:'|Z11(&(< ACS@5\$<-|<|J5O%?)NS3_Q;ZN|/_CRF?|:%|N' M>I&P%/\$H|""%':L?D)0\$D?
I9"C%,L_=^*(Q4WQ:(Q&9!?'DF1F>9;2U3/*LPA M)S.+T2)2|N<,\$VA 76TZO:Y.*W!;./1)7"H31T;&&L:L
M!NA28>T;IXO'L_2-TP?.UDM^*RYLN'C7A+-3A(C,PR"A,"0L@PL2'?*(3R*.8 M^9' M
7.W|B2"0^# '59C4M(S M;HYX-|4NVRW5,&/*GOJIRL@R7=-!RE?@>K6J|/F.W5<\$UN'=5
M^&:\$TKO%:_ZS?%#P1N,5BRCC3_?U75DN^Q#2S&6 M05BP/7MVLQ|D3YGGC\$3-L9SQ?|?E1N
M(IK:|Y_P(U|DW/=Q0E(8428@|K@/,^3%D,9\$ _A1EJ|7U7N*P,1ZWY,\$4V@_MB.HRTF9C%L"%YR:F0-
#)K6UY1PG(^E|M5VR95_V*ZT)P><1:'.L=-KU=GG M;:,2LNBC|SN|ZPF*B8ABR,(HA<@G#!?A3
5R("1Y|M*15'11^ZN6T+&|/ MT&3L9""S)Z"6^&Z^J+;NE|8
_D|7U\$CXM%UB=-:31<7\$|Q;:Z^KPUXQ| M"O'N*GOR*_TMKO>&08QRXJ@^R,_+|
M94".1750|>/H0Y=>#WSAS|Q8|UJYOMY_D|JQ@9=OU_5*GH0KE6SSSL2SNAK#
M,6MK4+YY^867|Q5^>L@|EB+AN&Y|8JIV0U;81'C,X00S-"9\$+="-9WOKX0
MT&,T30,IL%FH==B="NK4>^CUXR,N7I3'IT.N@|RWF,1|XU#E":<.,K@|>< M#L.-?H=Y.!5-N^|>-
MC@;K+Y%'+80 =|Q=N=F9,O-/B|>X9I'TM,+VCGUP_, M@;|25<14
GH+3\$91U_I331L&CWN(3T3*DSOLVL84|6Y"E,|/9Y*44D5_O<-6&^,0*OX4#6CQ7 M7;Z8VASTF*|
%I5^_0)C,8^;B:F%9V8UC.7F,-Z\$DE<4"+|F.1LE1-LA3\$L MJ&-|QD3)VO6I3+4N'^W|_
U|10;UB92T_O>?JYSRA1^G,N|\$*Y28'(\$QG\$ M5Z&X21@\$&B&MDAH3I>I0&D09#%023".#0Z
M/U| "9NK=MJ39N-2H^@/?4F| ^6&T@-K|W#:"|9 KT%I&Y!&NX\$^|EVOQA0/@* M;*&|D:?
F*,OL0G2NXA,O@3)O_*,#H1U\$.+H8|WNKS|3I3CJLB<"Y""P4" T@| M/Y1;_A!|3'\$,18*C*
UB\$C*C5A;SPI_>SRG/<_JLWF V#,:>>28=;,%?;7|<
M;_ '=E\$?;:"7_N/<|3%:UXW5FZ;NO>G04_/>UZY|D8N;K7S2*PFY!^UR53|Q;_MO7R6^KN2BZ;""*2(?
^*KA8?CS&+ 'H23?|1|H3O0(%U_2&:PF,90GA,!10I"2#B_D_,Q:,\$,X\$S/X@RS_,3;I+K
MY\$Q@YLE_|PA;|UET)0:S1:RG*D|7BFXCB/=;07P:\$83QDJ+ #H;,%8)34K.9;_MA^E|XZKUCGG"PPT5U?
6:Y7*6KE_EKSTO|7P&_T;E'CQB:H8 M1:"41#A,\$D#G.BF/9PF,|YNWG|X0OH*(!::!HZ^=
C(AI7)/=,6^FPW9| M&Z5%G&?+*CEB9-C94B3.LS9,E-!XVM(SV38)_RH'Y\$W@\$.,7+,_SM_3>UN>)=
M%Y4%|0.C_?D<-_2Z*404JJHY('0;P8X?B|_6?N9_/A&M7#CTMFO-Z|DS\$<."B
M,WK9L!|55W(FY_4B\$C3&J9=-2F("D8=B2\$1&5&,#',E32B14.K+^QGLP|L3|

MI#OU"EANZ1G6GAH(04^I+5DS4JV/&OR8%WTZ1.ZJCM-@Y'E+,QVR=%!MZ<@C
MEV9(/>0IP79)\3C018QB\$4J%U0J\$"0T3"\$+2>'+*%>8!9O8D1^ZI5UF\EP\MEK)-
HU!2H;#N)9&;HT!VD&YR4UTRY R:2<)X/H\$7\|E6+|301S.FI?:!0[M0_1)CU-5S'QA:EN MI^"UKZ@-4?I
/W\$W;386S2VE+|L|K2&X2\$>,L%2CD"8QX*/>*V.@JAY<'HX2 M#K,,^RJJA4."00@FTH=
MB6H;\$Y=R,C8F2D1?6Q%)^O*S:B^66-?[9],Z[M1:Z'+LSEJE#J3+*!I=;2?6!Z=L)>EN-
68Q8QFMD08PF"WYVZPB\6R4@|BAR| MLR^4;BS MR(>[C5.HP!86V.""HJR@0F;:-% MQ'H;F:D\$9V:-
!@1U=412DU|(V4C!62M& \SMVHT%|A*T>+,>SLSQ=><_F2 MNN|
IQY_YLFQ";LHG04G280R*F#J>0E\$\$\$8L@%O(J1^E/O\$|(6+/Q.",4IO8
MPO2TFXMKMJ5N9DS&Y:5G/9Q)PAP0CRU9I%R*;>ELR MB'II+WF(;M42|F!:+BDF,V5G-4HL"U4OM?
EKVPRPJV4P"-6,MDR!*XQ RZJNB\2F!. Y"R%\$J6(##@,6A45=N6R33^|4+D |8& U0-;L;%9; M;
(;MNZV%KV=79Q&IL3^KD6:/"-SM2W,(:Y8:*Q=+R57W<&L<|86OU16>-Z^:H=-A%=-UM!|
I=V(;M"4&WFEG9YWD\|P3_%(6S6R" MG&*F&GH/OYQT.39R9(^Q9>6G/CK@;|H,7:&7N;1YRRCJ?
E*!6M_KLKGG"V MYN4WN3>Y*6Z:6A%R+J^E_CZWOJ0^ ^B/T:)*Q6!5V.6!CHL\$8H|@*!|," O! MD!-
D%&|M#&J&W&5FB"6Y1|UVQ4A|Y\$ O(%B&*1M+F6|C<&TLC/3?A55TXBN M1Z-.3C|J0%*/X\$-)K
%-4F8C;U,7,6-FP.8-|+<6D_L?>V(|F9JU_*DOV1 M+Y=R/W%3K.37E\N34QOW_BZOZ;*LUQ7?
Z!#Q\$\$.IG\ PX?)D@W@,TRAD.,U(M\$C+\$ ^\$91?L949_82/58FJWV%DV78P&V>'1TS(&L|>S59!
(T,U5.A6=LH*R\$ MX,@VF=&>U2Q9B67?(MD-8F>.,|H4J01HYCYR+-6W2|5|Z=+7%|&'0VF!\$BA"
MHEK>^ADD&8\@HEZ;HM"+,(H6S|PBL;|I&2=HHBY#LOK|HJZDPE-9|4\$K98\(
M+!6D32JZ9OR|B33)!..1'V.88H&@M.@1S.(T@|C'F/I^Q/|TX6!3\7H5XS2;))
MK)7DD*RV)#_RNOYSYXC;R-IR/3,L;L/RLS^;NB"AO 5V)"^ZAO*#LMCZ3'I MR+Z>(3;K0=5C2-
^":KYEX;H1O2H;.! A#N920?%D5UX|K;6?T;Z|_|CO&LX<"YFV|"%8\FQF?MFE"D|!|Q(>=SX8RRM./\$
M&7_RXM2%MGIM35VO.5LP+TNIAS(8LHC*/4@4PA2Q#-(89|ZD6#<*KG!)VI M'3(|*0I-(@+(&|)-
ED+S@|H^6%'8GH+IP,YE.GE;@I'2_.*M%0GR3DXQ|I|
M(/,=*J^56W",U9%|@J./FR^'| ^Y>KG^HV+U_?O|A|(X2^#\$\$ZU/?7|2%M9M; MZWK0W\$Q^BQ_*86JX
M5)Y|U';ME|B+57N%|B6O _&95^H'^)|I|'+*#;D0AF\$H\$HAB+X28I PF02*X M/&^JL|S9@GF;V.2KYH
TJ'3M*Y7(UU\$W72U'9*|9+J1A.FZ.13"ET8(G|+ MP6+E/;^=L^5SA-3;.^AYI@|74HUW;|
B!)>5*8R@AN/W_8H6|;U6UQ5+Z*M M>U|O4DZC((@\$Y!'F\$&4"0Q(E
60X"F*/R|+9I8/HTU|8K5ODMNW;CE)'= A M>=,,'V9ZMF!B21E9A9Z\$\$TYV+ZG_<
KI:3V5DMJ%JDOQOP|RWS1HSQSXHNQ M2 |S7LR',+,RJS_JU>+7O,@?UX|W!54|YOE-
3@70,5/>7^T5PVE>/7,V8>R M^K!>K2NNS@M82F-!A"'^":V1AU
M@|(MBC9>J,DD%#/3'=M7SK@\$&Y/0TAWH%2L|&N9J1<;OU"G(VLV6|B'MP|@|@ MZ"X
'<^"LU\$/434W BU(A_S_=/EJXUAH|0JD|FV6%2|+069I<45FEN7&L4SZ)\$X""EC,(TP@RB- M@1N;
IK'P_2PEH1<;1>N=H#.|||BA MNFTF9%|5ZIATM+V|E_)L|.UMV=U0!+^W-!V7HQKARF\$)JF-49B|(-
<+JL5)3 M8X|!;S_Y_7ZR_E"UZN7KI/+TPR)' 4PS3!;40!"Z6*Q@(&)&\$5"9"(+D99B
M'A|^8GU4|!\$!T&#/'<"%C;W71;R9Z=V0K?;..L?P1;G(C|M=BQ:TVBVYSC)
MQ>@6XO"M^78\$)Q'O+/'GGS*_^KDIZEP^>5>Q)A\$FY_7GJJ37K'Q;R8V!;HBE
M>0ET=J"!)S4!'"2)'SV*)JY20>%LK3:|2+J|Z'S\$CI_2>14.&9VQ% NX'<% MQ|&ED3;;5M='YT>?
(2))F|AE9+^2W;|&L|H?|ZJ4("W_&GBM.|S=3A3TO> MI_7|/H1Q?
O|H_GYR8Z\$"YP%6T6%6H5O9JJ&L7;F-?_G6M7">9;_ ^9@7 M_&;%'^N%""T_|3(* ^X)B)
(T@FD8/2AY1B'\$/E9 DDL-39*DS3!612%7J3M'SD8?O)+^&?E
MO6L(&O@/#J6@X1^YB#,.?>3/P#|R\$9|V_A&M:33SCYSD8M0_I'&4)" +O(,ZR%""!,YAY(H4A37V\$4<#2
MV#=#9RL?)36PMMIMI539XU>RE-Q<=5^!>03!;U|H(3V|U=R<3,RNS=|;8/5I<
M@5|&Q6&|U.MQZ6C|/T-LUF5?C_!Q5_S+4RMV8|+"TMWX LR!|*Y/D)QTAXE,68|NZHNU>7|HW
MZZ|D7;G@<<|_ECM&!SEIHKHYZY@#F/01:"^C@ M>&@_DOE5VB?|R)DY!Q GK_ NE7"Z|Y)!%
(H^2&6>B%*<4!UJHO^WHL3&RSM#N4S|MIW&*J-4|;W_4\$OMYI M; <#7V9|DDU31>
|V|^4XZE5LP|&-5M-Q^@ESW+|B;-R/M?KU4-9Y?|2)7U\$ M%(59R" E80R12
0DRC\$7A3A!:>PSD<5F905'J)G8(KN:@D=*^^->8?E?082 MU#ACJ1B9J&E?D!6|
(35OHYY&ZJ;C|#2H|>=>0Y;-5?XZ8JGA2US7M^*Q
M6!FAU6WU19F5MM42#1(OB2B&\$4Y"">C*20^%1"S6%"?(JF1J4)3L:>*08
M\$%;7%AUU36|6|7S&I\$9)H;|400A@IM+0-SE3|+GBN-/DUH7H4^R_"|/H_
MPR)VR7|T5:5NBGDWK@)3JE_4; X^S_EOY#B2|H|'8('=|'O_Z1.C*5ET0R*=G|H@N5UEB"%0\$
MR6#\$\$+SZ3HJQ;E<|2)\$*9X FLH8IT=&OF\$>I'D>AGF62J/CZ,A|CNQ(&M@M
M|O!05C=Z0"K"X\$53MD@^&G&.^OW/.U^*RWFQOVUA;|?""I IW78UPD;_N|<#Z M4>-
W5/#5ZF_/U34?(!IO;Z;B@+U=9#GY_EK^SBO0=C5;^HLAB|H|_Y)-3. MBB_GRX=77_'X|1|
|>B.2G2_X;7X=|6803D',1ZQIK>Z7UTR14AQL5L5" MK%9B|46L;Z5N@|+|AL^B1.8L#QB4*
X@XFK|QG\$B898F-\$D)HI=LHS9'MZ& MO\$.&C-URW-(&1%-<%75%T\$+CCDEF^ZO'^A>E:<&GDX|
MOS>|>:6T-AP =9+ MT% #.T:NP)=;=57SLLAU=DG.#KHP%>ZHPWL;9;?91RE KI,H9CN\$-U5SE
M"D3T|A_#/(Q""?|+,(EP"GDD:9;SB)*4684'MD./'0Y0A"Q/_#NI#4_X3K)8 MGNBUE8Z
QG+\$NJ_3^F|@:4_G1P(=G<;/GW""SCH.@_)>-'O-6?BSF&-6O=>2N M\$|.796&\$@SR-
(..),B&!,H@#I@|9C\$5A%,@PY5:7O);TH|ZA;1#'-G4G/HU* M|KRI=NQZR:X 0K>7MH"LUV5!-
VL=\$|+51? "K.Y7L/KW?|_*2W_CM73N(7K; M68M3RO,XPC 1+-?
0S!DD7.VO(BFP2|B/N;2|^!AQWIPN0UI^H,/,78"))3, M)X^H9#O'771)7;..B=U|-1G7;#H#|/Z@ (3|N+?
5)UP|U1PN""|O&G, M|W;|*,K|1|H+INK@ZON|+N+2Z\$,Y13E J8H(1!ADD.2H!@*2A%-U'*5Q/@-
MHL#&G(^|TE4\$ 7!|\$6PT1NQW;ERBQ@-91C_W9AD=1XU!)1'0(NURD.KY
MUV*|=2C98/4?)+CL|SMP"S>_U^_AK8+)YG,R47C9@*\$_8|#97,|CA: M&'N MFE"TV+JZC?
FP7*U7LS2.HDP&'&9I! E:09D)I#;.62*5T*,X(XJ^>X9#_U.4+ M9P0|4;UP|DG|JL-2%|^&;B=|7SQ52-
|:4RB#MH'N|!EB9 O|<5! M!4_ MS|;*,&5-)O=1ZU86=Z-HKP"M%I(*U3E6?N)/5%QH(UZTL-

'GH55W(CRZ=LKJ5L%BF+0=Z M-%1=|^%8*I?/XC2G"@-:2 QH5:#
(,^B+,"S.J'MVYJ4ZRG7=\$C./!|/2+MA3X^4#(W|^+4HQZ6,LFPR"/PI1SC*(0R;ER\3;>/'39\$;V
MY\4-P-MVFFVOR Y""^(5M2&UP#""\7W,XF3S87\8Q;V""36 U#WP"EL%_0P3:@ MEZ 2=S9T?
<1)S&Q2HM;3A!UWO,JJ"\$;5OV75(2W@4Q&I7SI(HAH@3M0#*M-(0)2_3V7E\$1JRVYWEW%
(8O2[C+H(IJ)H>W=QI \3NXM+A+2JN^C(-PH^TSE9
MO%U?!"&8^/KBG(#^UQ=GGW3/*+|>_6H%SOC MO5 E3@GN!H)ZS'KOHS9Y*KR!Z*?RXTU>@2|>?
61L(YFD^RA-;LX&(A^:LLDKEP6;/A9L^234 MN;\$9:&@3)@1"*\$8>4B!S2F(HDRT.7*-(9>I-<#+3A
M)+<8TCE-V063/,CO&%6J*5?;I18.;|>&^OF"#^<
TX"AUQRO^=BCX)NYN)5_7R/Y\5\OD/S)E&8Y#R,8" R 5'&8F7>*(=9\$D:(MB"@1H1UH7E:
(^_36JZ**>E;7EKTZ,GP^L:/+;6?U!*|1^D%&J#W_[805&N\$A2;N|HY0(E\$)"|@@B
ME*O%.TU3R&D2\$YG1(\$B-@LW6E,<^DU?5C+I^L>""TM"-%6AHJF.HQ=()-'2K M8_GV+UTL|J-
\$2)MUL+|@W&=?U%+;J/;(U@.X L4J>1;KLLH^@UJL_G6O MOOFX?"+%8D9IBE*I&|W2)(;
(R0;2(1.8!#27_2IR.PB>.=IC>XL;2!)@TT M;?;|3=TV;M>C.;.8G1|-6.;K7)7@@ T|*)XW;-
CSE";&AAT4^1@;=O@5A|3E M#|NY^GFIAWT1G;JC"JIRI?S)+9T7#Q71U?=G)9JEV#RCV9V/T9U!AS%
=IQ=@;+BK2X;VG%W\38U?^"Y9M B M_B"V>AW)1/JV-;=-5|W57OUYUZ;
|OJ;5AKBS;G4;1%YO4T;G9+R1Y1W7;I MVI/^X+AITOPOEP">YG?'H9SVQ5^\$7|<;|<+'1|^4Z-
JWYDHJY)+3| M;CYN%MTGB@4KGN>B!M;."*,R(CE,PCA6RPA5)T69S
+^C)=)=|M>U';XG_8SJ&P3LS5;Q_+^A;B)'EF; Y4|SH5NO;
M=S>!.%E.)4IYQ&&6Q0RB,,@@CF@\$@X3+#{4XXG5B=J;|@A|YJ)*!0LU\$9 M(MECQ#
(P9Z9,PZB<=Q59AN1;|2R|HYU|'ML;-(1."NA?87BS(A.&X>S4L11 M\$;
|N;1<4L,VS|D#5KG_^1)2(WC7D?B;|ZORSQH MN <5^Z#/#V@%T%5/6Q' 5@90"6\$#"N5_3@U" 6|
|4Y8^T7)B|GLFON;.M.YA.M6Q1"@S%Q', ML5K?14("GL1<\$!S;U7\$<4!C9MC4|?9L;BA>QV
C+L/2Q/LP,^2(H;RW%; B M-D9KT'.B>*O".!Q_XMJ+,^(=5UR<>| 5@90QL;.MRH31OL&*N@;J8'?
N/"%F+F\$*=MYCC\$U|("V=IEZ MO&&R;.(Q.7+;9|<#S'\X4ZL51|8|70WP3;E,6Z\$*M//A|PP77S-15
MVE5TXU9^ (J7&5_=B;*,NPL\$&FLB2_+8(*I.HOD"8;8JU-)2;A8Y|1)+;" M;O3%V-CGE@Z;8;=:?
K^.;8+|;F;|Y5N;1,<_W^%>\$#9-!S_!\$ "4K5AJ6;%T6BU7|ZG;D MDL8TXX1;280N% A8;Q%' (>.;!HQ*;
(WC|;|. ^YD<.WYJ|3K%3=?=(QYV^A/ MR2|WD+3_-HRVMV'TU&W8MK7KEODKL&5_NGZ_
Y,WQ06FOTF|Y&KSS29SHIM/ M,RV/-H| ?+P4%88OF!1 M;.(WWZN*%?;|3L6A^/
|C.=%LF9V%WG0.7);B@<04VIN8|F4|7S7;8,>WQ|K' ML53J|TC2.W_3UE..I=ZCTLO1"#DZ=*
(Q*O.75_(D_KQ7G&R(DQSU4!_28ZX M0)C F#*AX=(0Q(Q\$ZE242<'3/(U"J|IPR1'=KF:@C/TE5ZU
M8>G|;|1A|2,9?/EA88)3NM6C;5PY""?;WW3.E2MUQ=E'4?|YLZA);>_*T0I" MBWD5UYDQ(<(
|P#F.=;M0%.IC#|.89"\$;.=Y&*8"FC5@O;(KJ|N#SW?T;/. MFC-
6HID|&\$DU=GZA90+|U++Q%PT|4RNK4Z=LH#;7!#M;!?A+MS.F/'7RG;U*
M3J3B60_A>*&FK^%NGIY)45;(KFJ|J|=2!3&J;IE"(G.CU_?;0Y3_@681D M' 3\$|AKL))FQLVZW|/2J.=?
7S_/_J^MFE<^<91KPHZY7(U|77;2+3 M7F+U"GIT)=7_M)TS\$XS|A;KQ37_Y^JN++^|L^K=9-
E9^"D>EX?V4/=J1-E M%;W@_|RLUA5&F(;)6Y;@FRA?"B;ZZ|R-E=!O?)|DM|_|\$|9B\$;2-G3|?2|
MW1@BXS0|ZQMS\$N,S\$*JU/-'W?80GY415|'J;J='9_GL|B>_JOW+|A3|=O%5 MWSSKBE/UP)?
EHFS_ ^C-9%;L#|)HLS2,,_9Y=:N.JK7\$|;E;|36..| MSM.V900&)|WRC*?@P^W2B)3L>|E_|"|>/Q1A
MF3.&D<_)I&D0Z;::81;D<9F#;QZJ8SL>5NZH"8.;LJ@ (FW>6/Z|COK|GC?) M|5R7D|;67>8'A7+J-
_|^U.FZS0*UNTX/_RP_C|_|\$-9NL|N^T#6XF%9 M%MLB(|C3|88Z<>S^=@2QOLB)N?
>GH5_'ST|26|9>3AC-B>3SPFPCD=>WH' MGNSL8R)>|P|D|/Q%V;WM)?
#NBKC|YZU+7F\$0\$CM1R)3*4D&(I(-\$ MBC1*LS0QNIZU(SOV;:63+-Y<|S -56"863DTVEOD2AI*>";
|T?1MKQ" I M+7|HKPUZ-|O1;G;F|W*ZI>S-(V%|K;AS)'N*(@S?3A!|" (91P\$.&<)|F'5JT/
M+N9H9;|!#*WZ7).G#Y;M\$"|7O5G\$9U*-6IZ2SN.O;07<|K?WT|5H6-3QO;J) MT;%;|24U+JZK|3_O
?/57GV&>+. SM&Y8M%L195K>V..O?%0T'C;?CH;5FN MB ^MUM|&/?^W(.7|_|L9P6F8B)#
/_7PTAFBD.8)@1GG\$6;.(E=|I 3%R/| M1/7)H;A;R==&D:XQ|;091"|8J>IT|Q5-
|XU|LLMM8E_!W>KH!'F"RB^/;:O M+U&+K_BT\$P_3AJ_O4=-1E/FBP>PC5W4W+'XG1/GWN/\$EOYR'Z!
>=>|W).I31*8#5-^YD M|2L#X;KA*Y/'+Z@4H|. % #O1,=KM9KW2G1#5CN8?00<%%?<
SZ193JE/%5Z/3G M=J=#V'I#YAH-
)H1J>8C"E.8QKF^+4HCB&F<0(Q3*0.AYUB2MBTH|@AV!5K10";V H'.M)Y M
EI^!U/CL|1M8@FF+WY|FERDZ61|W1JQXPR Y5<*WD^|FH7LE5(D|50|^O5J" MMS7;|5GH?
OF;6*T|LLPXYQA',&8(+6R|3B\$A&9J>0LR'L;.<|F-JJ0GY7KD M_.*F!|8|=|PLNU\$|J<OZ7 MS?
R+=O|72_!R8/O>VBM./!\$@."DC;||6""KCZ=< 4F5\$XA=4T*VNZ;K;HLS4 MNI_0,\$,PSPF%*)0)I#&+
(\$F#@".&9<*D=>7<=OBQ<|%03 M;O*Q"D"#ZKVG;#3U_-B38R2JYXZ?
< '\$GEL+2K*|6C+HYZ\$75'#MTDX8M8W|H M|F.6!|\$>91&.*&(91&D60|IQ#GF2AG&.<8!18N->3(B;
|3J02/KJ#V%E63 MF)_FB@U+% "4C-9H9J&_EV)EMK9<|J|IGO.3YN O5T_QH3,*%|O^3-I&:\$^&
M;D1R4O.W4<*A4|;Z=V)9I?V/TL7@IN%CPKV0M9BP+HC0+(YB(6\$"\$
ML80YH@ (R0F02,\$\$").L\$Y|V4XY&=5\$L*O;9B;@BT.MUL683=W|L<3|YD|U3G M=
<3H9#1LIUB+|@Z@X&RU_M;0<;|_CF@XFS5|PTZS|JP>P7?O7IUEB8<\$4S4 MB37.=K_?O\$0@_-=F
M)HM3O5V7|8M*|*J|J^JZ|J_HN|=NJ"\$_+Z0ZP_%_F0?G7E|Y""^_A<|X
M62R\$+3)OH.AX9*#=\$X)_=;A27X|OS\$3?80LI %)G9%#3HTY*7)(CU""R"%|
MC|JB&M8=@KZOQ+>E7*O53|PMYP5|G45!&K& YI"2.%>+\$DTAX3*'A,I(X#S) M4|3M, S/4|H|2Y
|+%VLRU|'O8-40;H_J'"%&UP2P;KL|F95F-<5YS9F_-GZ,@80Q*ZPV3!R=B1\$(|A|QAL<>L%^;W7_.35
M#O=Q.5>O?%TO?EMM,Q>MEUK#X48VYXH+T&\$#?|7K3;D OZTZ^;#F2Z^IDH;7 MXA'T8V?
>9JH986FVE-Q|J3;E.=G2;2ET=RFW?=7|>'F|6&S(*MX7|K6< (M";,@@3B+^42)OABDJ?IKC-
@%Q1E(:(9G8)3'72(Z/TX4CMS3.8B2!)<*0;4"Y'L#&49V\$-MT;=*D.Y?;=&W62==6(S^! MGUX%*?
4%7D>;.9|/7;X!BUN&|SNSD|'|8+TX+|29/|+YB;=Y+<|R+!GRJY M_X(|IW|)|U|O|;|C

M<5/\$KAW::EUAHLY(@ADG.(51QB1\$3)U/'HR)8(SF+A<['VY*MHRHO:DIP+RSCLWVC6-
JSO(4K"B#6FEK98U*)NH!E\YMI;DIW*=53.4=ZNZS@3I^MI^I-L7[M*6K0I0P: MK*-&DIW).
(^~7!W0:8ITUEZ"(4XQAS3)>,,33,9IX%!1/P'K-M;LE-:OR>G3 MU5*J@|EBJJAROE95*[W-
0EIE3|^WU7IZ(XQ3(3%D5&80)8Q G(09C(-\$! D1 M"2=|MJC:TO+|^7(SQYCCO)
|C(RFL)EKP_IQ9K39J@M_I%I\$5=|+'U5**66 MY43AZ;I3>'H%:HET"
|Q:IG>0R^DX"V^=TFG+|ACL|Q,KPE>+K2=|M|M#&6 M?Q3KQPI;M> |B;*J6^HTD7@|Z,W"
(AG%6+%/FIO,AMF*|3(M.K9S|O|4.VJ'G MTYLDUNW PJ9>|0\$6'#O.2H1P/7NQ1,U<+&4/M.'GS7I3
MBA, AP=F2#@7)%7;|32,0HAX0F\$>92G,@YR*C'.>M8Q-.EK-^R3M6EWO",H M|6A7.P:-
=U#E^K58->MS*425ZJKVUU7=9)O(S(PA&'".41(.7>29QE,8JX;
ME@5A*M^NRO44QR/I>4T22D6SSDS7J#UE7S'D&TW;R"&3,29C\EC)N7)7+0C0 MDH!6E/=
<|HJG|K<.CACS^>(BMBJ?|I ZUUI"CJO)AJ\$ _VP4U4\ONG:0KU0S M%'.18)3 E(H4HIB%,*+.E:
|05UIZ!|<(C&MF^@1\LBR^YZU,|95N9|H2GX43YNG-HLG M327G\$8%1G.HL+7VG%20!9#P+\$AGA*
(R,\$HN/1A|9|I:9E9V+':.5TDC)T| M-60\MITRWR?|.B7.H:C K8SFN/Q)K&4LV*TYG'^^KEF(<|X
ME'(!'<,11#AG, |C;2@D%'F 8X*MPD_IY\$:VGKI8C'2C\$FV+R%+,20.,6NSB M&<0%F;I?
H6:KFS|UV=GE7L1F*8|C.OY3CHQ\$|)5@U\$|LVG0B(A&/DH?WO)W M6|>-C<|RRA!|/)(=Q&
(00!2&%>1HQF"5AD*(L47|_*79B-I4-W#S72?|R^_2 M=KIROS5STH"?^|SMZ7'ON(XD/\$V:T?
KS>^MCL0VN:\$Z?LF^%KZ^|=>'W|T0 MO#WH?BRD5 =<)9\$#^HS=J".:L<1'-MZ;LI%4=V^+|CGXH?
^J2V(B440X)0% MD 2"Z'Y:'.0ASF&.,Q0@'.5"6\$&/GRSCAY: MJO |KBSBSK8(?==BYB"W-2OZ6JL?
#NKEPOGIJGB/,08&/NF..O^&|4^|7 ML9ZO/ @Q0IDZZ0L!\$0V566?J/VF"H @RDB.
(4*#T)9(\$,HHC@:F@44QL2KH|ZLN^@ \$LC?-/E|E_@1=^0 M>-63H=?S)KVEYQM(/G2|I7X;#;
<\$7+|KL*:VMI'PIW*)/I
M11GA\$F">T^>H3ORD)9|0J1#RSOUB./6A|E9K%>W9%7G6/Q85.68J\$/@'1/ MI% 'P#R-
(.*20(H3"06/0RS_K-NLGVDOE|P|\$0U:TD|T5|&@1I' Z(JM4JV6%B:P7Q;./GP@# MRB*40Z9;*
(|TEV2,G6>" ,A4,BC)".EGF"U#36J0\$26LHF_0)M|65EKO=J MPP0^8|1|;|CT?M|F,=YMJ|KV5E_-
*!IA>WE" MHPSI7 J6X\$ "9,LLA93K**B7C&4DS\$1O!\$YL0&|F8.RFR-7G0TK?INSV@KWY3
M|JT%.V,^KX#0!7EN2!4VGVD/C#%A"VPS:78| M5QN^X|8?^460507=?O/T7"Y?JM|*|H29|R
784I@(+%N#TLE)&'*(4F%H&D> MBQ!9;4AZ:(W|Q+:40=\$A;;<3Z=.4V5;\$D_QV|FLG>I?J".=U ^D|
|4;Z*\$VZ M'3\$0^7_8O**U|MLRB)WN54X|?P|+HVZJMV&T)|&,-=38&.
M8+T^%6D)ZNND BG|(7|LA)P0\$=D|U'R|8;8C+T&-NY>G"U6\;|+*%|K,_EL= M0)
\$<92\$),5J6R;5"3/\$\$<2<"I@('*(!9% P@4_Q@|H|HY)GYI(^:HK68Y: M'YQ* @+7*K/-X=M-
@.5QN(,7TX,84+':05\$|_2N38;XU:=GU|A/S+T) M;HQ?Q9Y#CO%,Q;
|H6|V_ URL&)G_MR#EIP7_J'%#PBP.)1:9|KLQ@D@0!&F& MU'JB&:"(RR"71A=I?
41&|J_-65#3!9HP4)3!1V.8EEX-|3L^7W+;N2|GD:U: MDPW)Y-2>|.R@D|4H&Q*KVZ9L|%G76-5J)
<3^KFU;4/5|P14Y>L7_-/IAZ| M?M)_F_\$XI""5>7E\$A&|JE""8(X1AFL1Y)\$*>,Y&T.-
>F<2P'/HP^Z7V:ML8 MUVKU7SJ^M:GOBFNL\$|L8EXN&3:-78VG-,2ZfV=\$=M?::U=|=|_ N5Z!F"|J1
M^0R;7: 6;P\$U%QXF#K5=H*;C(-PE@SF\$YZJ^#|?R3GV/;3SA>L&-K|3VYM-J
M73PI:U_5/9)WOP8ADB"((@QES%.(AI#0L,(\$A130E.6,V+><C9(\$8WLO;L'%>MN%L)NNP
Q4_5"EW|^Y8E MJS;H?|H1\$;<;6:ENP3OSK|)7(ZX+U_-;N'.9=|KHW052|X7P+AG'%4=T6:YU M?
|&;70NL62"D3#..H= '0A2A\$ "H?K% (8S|'G6704 MMZ|:!K(JZ4G#F). IC"+|5+BG("<9ISR
941KD-.9&H+M|HXYM:MI1>^D M O" JKWGIJPO6&W*I?:UT&|CSK)9&I6;6%90<\$=B7
#MQMK.@BX(:|A&- 'MO|3'AKD3RR_DR>CFL/XR-
_|W;=:H,F8H|2T8O1_UXX2V'W5@|Q:0:00")TT8;HPW\$/3UBM=L= Q//O_KPBA|W BP|LL).?/"
|YL(3OM"@E\$|F M='|4R0QL4+"NR0T_|:PN5FPY9/X9;E;U?6=.FE^4RP>FC#9KG
M|LD/71"Z+HFBH>:Z?+U9BZ>58HYIV+/E7%Z; &W9Q%F+&FD M9|@)5'YX%)Z"|-
_V3_EO/+ZY:"4|8% M=/:XM=V,GW)|B\$53MT|?V ZR&-M@|H0=-):6>N#;.MV;6*L-
^)?X#VYU8KY"N&|3@TZY#^L5ZV;UO_L2&VJ M5ND|3M:C+&U)A&QH6X78.J5:R)CJL:?)=H2Y0
MQ51-H%Q82%|HGRY0LG6KITMHN3GACT**LA1<;Y^V>')WY5+M45;OVI2NL0L
MIQ8Z=L:CE&2QS|4-PIHX9 MMKHTR#F-7|3H^@PRT^FJ9|C)SE?#HG5/6_9/7|R|USBS MZH?
VWYK6PWM;D07_62R\$+:-KTWN5#|O5>A8@&64:32V*=9HY)RG\$F#)(A! X M0)%,
<6ASQAJ#R='S&L;L7Y!6Y6"L0|IYP^!O=JQW%6^B|PNV'BV2M?YY^XN&
MYZO|0)#>B+1|7^W5|.THID?99OB7;7^|S+^6'RK#8|W)??LBOS341C9H|;T&C+
MIBA:'K^.=6+F"B^2U;Z;85L"G#|.IZS@GCR&L?C3VKR9|4|M-?S#UZ*9W A M6/2N>" 4.
(D80U:P2B%"F\$":|0+*B,0Y3S*,8ZLME\6Q|Y |7-/I YV|RW M#3L_:N;5"JTI>%0I!(JU>NEVA3;P-
FN&\$>PWG0L|A|2%#.B'J|_RVV81;#G6 M+|4|V9I|Q@#W|KU#G?@C<\$W@CSPK>#SL ?
>*=F'HZH;3;;>D/G|I8X4_+?5 MA^4W,1=,>:(FP=NZS:3-F"-|V_W;\88GH)D"+ZN_5C9-%J^@Y:|-
:3>/5:I" M(Y+\$04PAR64"\$<.,|H|AE\$&<3V=3L*NDW_0L%M;-N5QGMBGA.2W-)*<_!B-
_5|)P69: ^LYPC%^3H:-BS MMJEYD|6V;+1'/+MC|T+Q3*SB*ZV77^0'-|1+@L=VY*&-P>(4YFRET\$R-
:97K.Y*T^@ M|W;"WU=";N:_%%+,8I0RB@6!\$8LCB):0>|H@RF%(98R%9(C%5F"D)D1'-LHM
MKBAI,JJOGY;ENOC?^MSS7&^*B@5X%:2T#,D;J=0LJN9;47;FW-M5|PK4+ #- MPQ3-=8|E'KW%;H?
D.VFT>ZP\$|W:|)YU:8TSE,YY+INSSM""6:S690775R)7,=-+|9?"#/Q9K,F|_5 M327C<-.#W;+
<4<%=HX*&|@M(QD|_70LY?6M#T|3<0^:NMI|))|B+TN
M*7MZN"L%7Y=/'RLDHI,OCVVD=:UE|50UFU6\$Q;H"W|!'"CHM|'_F)Y+8WQ MK*A>489ZI7(*SI><;
(0?:| W4|_|X..L0 UT%.Q\$JOK:ZFFZG-1KM:W?RQU M0X"V<2+#+.0!9C!A(H
H8A02|8PPID,2,|PE|DEZ)|J1&|D66_K@^@I4+("M:Z"8J|I-V"!9#ZO.X(SL52%VQCJH"Y?>N<-
L3@@>E6.VVG._8.Q.V<9B|H M|H>9;H3C+%\$>|<-|<<6,4T3RK/,ZL;3E/#8|P0|JH*3LT'6#6,7
'28<7.UHT5 M:V;Z8ZC+SA-T=6R +YM-75MHBKEMV KMBE_M9:&3:C^0U:/&|N;H|W2G&1!@G,|I1
%,_DC"34&|%L@C%/:YC0LY1VAD ME|C"YBB>P46RP5L2-

OYB+.;O.)\N2WP\$=T3J4HN^(^K/Y(:\$V7A9,I/
M))"PAS8|^+Q#T*+*A;AY>B9%J4IT'QY)^2#:\R5"@=K)*ROE(E#K/DI2B)E, MHL'Q?
+)9K9=/HOPJZM+@ MU6/QW'YW*>%IE 7*%XDL5_N).((YCR*8!E3\$4E)AJG5D>0\K;%(0UEL\$?:
M\L#1HRG#,X8?^2V/%2=%'\^&RT4 Z7Z>"DK3'AB&13XZ(QB\XF;)7\0?UZSJ
M,EHL'N\[*Y4+|R&JXR|I?W6%G1<1PDN5"0\$Z8VGGD"85Y&&:0(F7@09!:@\$B0V
MYFW+P.C""*:7(+)E"3SO\61G_ =;:-7,)8^K,SD\H3L".%:/RQ5H^G|:|/\^T
M|B"NRO#D5JS)3^IK7)5SZ("US.E>96_YO. JCO_ \$&@>6G8@'X0!IC#)"6(4"QC9'9|Z4!
|9)=PJB+1ZC+319W|9CZR MDNQ,WT4_E|5LFDGJLYIS@.+;U7F:J:*W M1P"-^UH:N?
7W|E_UR6'^9DM:|J MD<,TRW(<,,BB@&ALMQC2&="=R/7C&V>-)J|X-W4CED2)BP6<0 3%*4099S 7 0-
D>+EK8_S-R3D&WLL>
M94!!%EN5H9'LZH:0\$6;5CZ=5|:.BUKU|NF*TF_B%TAA9|J.,UG!UPGFNV5>IW|MMN0ZM#)62|TNPV:
RH.O.3*"4-(4)A'F:1|1#1 MB.(PSD(289N P 6|C&Q>W|^WMQ|JU6S-7R\$ZJHEX%^BOZH,N 95G7@-
|,7)1' M;=BYH3Y%C)""92BGKWJO_6K35GV9B7Y4^V7XFIW51X9;>V""(ULYS5IT*\$--"P
MP:9B8U|9_3;N4P5VQNTJO;%9FXK6|LV)F3=JR7:)XLZW7|MH5-?B MKFI/M(UD-
%UTF|:Y,XXBD>9\$0|X2|)P=%S_/HA'F.(BRA,B=7?,Y9K,S9Q= M/SDK9|8E:KZPZU>
4YGX@)K,7)0_X>U<4\$.W\$|QLFW2#GQKBYW/)8|J3*3T M5N?52VSB4B|3P8^K08S>LK_IZ|2
^K@4JR_+|5?Q\YNB%%|6|Z(M6ZC:+Y MB"/O2CJ_*XX 8OE&|0U+Z|EQOQRT4)3PW>/XRC)SN"
|^-M%,J(W'&GPIT,|(
MS1'M97>ZW|0@,|GUI|WHW=M1A|=-0"86BPV9ZPW%UIKCE+HM=W,A5URP#&L;Z?8%7
M/=B9_W0JL(&=|*0*1|@)=Y58_E 8B-D/0_\$WP(0_% 9R|_0F+S@&"MYDD= M85S,2|+&_!\$Q9%""
(1)!!"G"(11)E(1|3%)K3"M^LF-'7MMT_J(|912|(|2 MV !0BHOJ#&.PWA1B&8C=2X4S/4?VG;:CQ57?
2T|6K&N&|/(A9E.0)80S!%&LOD24Y)#'=5TYHP(S M'C)D%;8=@|N1G"W MGA++R+|)6R7:VU:|D|0<
Y|UJ_CGF|>,Q=>LKE#P*CI_&F=4|U'|@>51B
MKMF|^UGQG83Y&G5DEN\$LEP)E4)U6=5%O\$L1)'@J)41D9M%XTICNR4 MF_J/>57_4>SJ/ZH-
H.5V;UA|9H4JT|LO.*)"IANA3Y)M;K>;7)N%|PW0GRKER^ M%+J|XFHF
AS%*,60Q|J8\$='X/U0W6DXSF@52R%0;=6ER(S^RF7=B&>IKGR|7 M#|T&H%|U_!L!Q-Q1J|""*|_
EGM6Y=7HLWM?HTUQW_2)V*4ROY<|Z9)1%# M%\$4|3|&*_
"A9#"DG%*4Q\$&>QSSA5BF^'GB:X*Y|EP6K3;ZL>01,,7D%*MLU M^|EE%
(@MIU|WS=6RU""\$AZ%\$,<9A8@E3(-"A@'81"B,\$\$9LCK,
MN;:R:4A>U/R(_UB|A|("C26OX\$DS9|:UX/NS3SF_|JU3<(|=.9|,9NTT+|>;)UIY 2.3NLC+%;H&3V,
MZ|U_||;|*C#|C>+|A%/@A7|<_&+80=F+9Y6,RQCY?04KE-0#1X5T@1BC&(8 MBC 1N4229U;!
|XLY&CL+6H)|IPC_N|@#40EJ|W'"&RK3M_/t%|6H',/X#|6@WVD/< MRL_J^*G|_9FW9|)KJHZOA*UG3
K*|D4 PCF@\$49PB2'\$BU>8G" (D*%-'16O(MFP&B8QOSMCI#|'3>V3'30|EL^);N;F^C3S,|!|G.VCTHR
T4QU|BG|@X0R2G MA|<|*(\$?"V&;F1G<3WOW|I*WC0U3^+RA+6#2N *EXL%_L!O9FY
M|'_L';&W|^!EC#0E,&_|A|_#|I/3F 6*3FKZ9X(=&_C6Q)G@M|J56'M;
M3_|H;4|;_6NY<|7DU(:K|>UD'XL5FR^U-C9.Q2" M." HX(+)-
&PD+'82Y%|+0)#|/0R(B|%,T^6%>2B|;-CXHRXSQFY)V4L, MCL,?ENM'M7@XA+R<='U1_H@W_?
E*&-DQ|'8<>4:|'|*&3-X':#MULTJ^T=(ZO'%C_*|Q|NK*0^|UO' M1*;?
&YT5|_0^YOS3CDVKVKU+TY1#3ZWNV?E|L:0K4,YH?+F;Q?-FO=+P,PM6 MS(N*
|%=|NM>^13%4K*H*G|^|38J%Q|F6;+|ANJE-VS@XG)\$P"1).\$YB@F.HV
M>"&D6.0P"*L1YCG49A9==^R*=8TLV?FH-|?G-@Y M|_T_J 2X AT1P|!|*|M 5
M12@'TQKL|6\$%!)OPG>E OX9YQ(49:"WY,?=47X M%|&>I4DD*14I%(P\$RO#5\$1&G+
(8)\$2'57=G#.+4|%3Y%Q,H|V\$.)*PJ-V3! MFOOP0FLX|JRS?=>E(MNYAY9:|1WS0IY(73_K_|0SG&H_?
#4/FG_|E4/59TT*E_|J2|V7MUP&F" MZ+|5\$?2;15U35*%O|V|7\$G4*5A+8|!(FU>|8\$Y1_B7C4B(|BK9-
&#;HKEM54YX|X'< M-1 (|D0|=G|NJOD9-?@WNA#O(+@XU429|2|GX|9M.;PKE|)8Z^/O3"U%%(5) M
%D2\$(AHCBS-8|T|(PY1S+(01X'-\$K4;>N1E0V_-YH|,W1+1D=S;,:O)8^=*
MM2A|37|JOFG|:56|JDVZ1KM|JN" 6J0-UZ6=U2Z_*|Y7RN'ZO:P*DOQH#|);< MDY|J#R|X|S@6Z-
"83SSA6*=3&?>08OVX5!;LLRPJ\$V^"|RG/|YH'&.)E|9#8Q1 MO&,BH|2GEY:TQ;RF(A|5,YC|)(K@N?
|DDDD8&DDH@Q2FN<02:\$6TA|1%D.\$P MCT44RS0+9POQH%,6S&S|DD9*>?TY=^D92|7-
>J3#|C^)|FO1?VE(|6|S.,VYW M"\$H"(3D,|H|I73%(|950*-UQ3&-
!66:7X.6AZ913#E='5Z+M.46'>D|9Z2|B M0B3J0Q(4Z|SME,|5E|81TCDE'
=,6|337S+WF3/+=:5;R69K1*3=R;|B/9 M-*W(WD4/_LOF8WZ|CNV"E'2|.
|RUN^&ORM%6)6)|AWDS8SB0E&09C 7/E/'R M_.9)'D"<4)32+);
(6>&IF9,>>>^G&0%EL,KC>Q<|0)*Q<<5J|H|;6'1^J#; M+U6QZ87"&(JS06:@ZT|\$ZV|<-?
*YW5G(P";V|OOK?K|V/"\$U|*V"KD^*K" M>@2|Q=|J|JW7QI?^OA)R,|>@TzM;J8ZMRL;6KQK@1^_
ZIWOLV;HH,EP MPE(2A+&\$/_8|+J3.G22.\$ QYR'F<1|!7% V3\$3PQ;_+ZG8FWO)*A8K+,&& M2;
8|%L.+?("?\$U-OP-|*X5;W@BTNK|MZKKF|83**S|W%6_3\$7|N;#(|7B# M.7'+>G:@=C.S;:>FWD|_
|MW#Q7A\$PXACF M.8EAEF4I9D\$48FG5|7 M+T73<5QY,7U/5O|E1A.11T)\$&&<;98D3G8X34>5<,|J&
(H(AMTK',24|LD_Y M|)|N8ZPWF^L7O|HPNHG9L7_%|O|&O|SXOG|QEI'K58P|V3>XE3%7QND+&HOW
M+|5,+%|*)DXG;&QKX:O|^OD(47Z|_6ZQU9<#HOC?%D;|)|L_DD_M%|XB&L1Q*\$8PPX%R,BB2,
(Y@P'G)\$ES&<3,SLE,RO|(KFI+O2IM|W|!5KL_-|VZ%|K?Z@P_L8 MP)93JMP|7N8DS+|1#.>4\$W,>W7-
2+BX&#:VOK|2"J|DHQ;-B11W7FW|M#W1A MC(|@R@.(PCB\$_.LRLSSC4\$819@G&69S8(7O9T1_|T-
Q%RMQCHTV|P F;J1G MPX/S>-J|S|X^%<)>R*B-^/|Q1HVHOQ7TJ(UJ>E!
(K89Q9++=&+M0DP%|>0S|LE-ZB1,A3_T M'L;OV;D!+HK9|887:L8^%<^73#9|)EN9)\$&20U'(X|LV
TMH(F|FX|F)GPL?K^M7B24G5&;RF-L?F=Y/V%G*|^<^K|!<^4_U M3FUBZH>=91V/_
(D)G16@M97S#S@&EZ04&GL;+/,=/*|J|4+#+;%X|J|+ZP| MTK(DBH-
_K9),"@E1E"80,|)A%@52Y%D6YC&QR>\$T)SU)6F=QE 1K&<8QUZ1A M"&84_5A&I%L>0"<+5+<

QA+'CO7&EO?B^0AGFA*<0U@KY"B\$8#^":P^UM;XN MJHH"<|%_?OV^TI6
=16#QCW\$I(,4"4HHE\$/\$8P3R+&61HK+;>/(OS MW,JKF),>V:OHHKCJ2ORY8447\$_^T6565P'11_V18
F3+D6WS,V,EFSF<<51G MYW"TIUJ\KNNUKZW6MORT@%)I=FUS%8!WMJ3&1.>N
^9K4*.*XY9C^#FXJ9NY;3M 8V8EH\$D#/'M"UAN?;.=ESBE%S-W<*&T=G;);9?
2.S/MGND\63\$IRA;JTI(AZ:9=^C\$R/4 MM'VNKSFOKA(O'IN=;U9/R Y+?4\$Q8X2D/%;;@Y1CH?M^A#
/TOPFN8Q#AH*8 M2S0)#,TPKV-' +:Z\8<*T"VI*O6'?6_NO3K&&GN#&\N-M.R+(U.SK MVXW.S-
82@)T(IP DQES/XT\$8\#IGP/NQ5SEWC!=+ \$A>6'?>C+A^O?Y1K&.*MA2K0\^_1C!*?Q!%_%M|
|*L,N^B8<?*T(9:Q;@1"#(N(X#4YI\3;.(AED4*X/% 0ZL;DO/DQK98">+M;|DE#58-
;O"C!,M:RE7!/%7P;DM\^JC(HFJ\HRGE"TT9-!@4^ MBI(O^%FQK14A!;S*KYRO>!5LY3'Y5R|OZJ3EV/?
_PU'8?:WJBYP_6IGY8/-+U MGSJRL_A?#A3SJ5)UJ9N*IDG@Q\D-ZG9FPI_:/S&
HG6*!5^MB5,_GTHCU*MITXX8P)+%D&1DARB*,DA(6D(28X0P2S.8V0%XW:6TLCK^(XNJ
G;%AV>4Y!A M|.*V):1AT.)1^H.-RB;MJK!X/G#H!3N;%8S/OF/F(@QH\$JKS
M^GWYM%CSSW/R8&.*Y|>V0 U4:"IPG O\G4ORJ=BH>NTS2RR1_Q^4_0CN9T-M#@L-?M<<>##'8?
%Z\IO4RXT).KZSO(XA)S&Y89%:6S-XTM|(KN?S: |/^Z6. MCS48G88&=OSFV'" ^1PHBIL6E'.IW
LVFUO6"9F'K>HR<>TL;D!2CW"D_9(Y M&=.)X28SI/.B=(VHYZD+6Q3^_+K|/4HE0#/:|^ (EZ4O#IH*
<*(OUCM,&5,MJ=IFB@S26# H:9+O)!=(:3^=6@SVDAW9*G<(F!+NSI2?;G^S2GB;ZA,LRVI M?Q796?
(EVC'OK6>/U\$WZ:WG9\$BSO:F.WO\LEKVINMOY^C;.%I/&(Y20B<>12?GZ6XMC+
V/EYJ+FO,,Z,W,*7C5A MYP|TK!L6IQWB%^!AKS_2NI!23T7/Y^G|R;URH/BGRLO'G|1S?I_)>6_1!/>
M:D\$S|L:S@KW.DB3;!.614BZ*-9@V@KGD @8\PR@+> (SJQ2?Z3&#D8|+LLU
M5"1^-2F^#K=)/7HR,W4_TMO9^(F'H!-3L\WOPY2IAJ6%Q/AMY#;%(+'O:X MT+0-
WG#.Z"@%68F/HO|S9G%7BF=2|+8+7H-?:W@58.@NB/>C 8)YDF8P8CH M2^0L\$#"OZFX#)\$D>I
\$5W+K1@_C109P21^"AHFV|JB^=UE67<(:>""GMI2. M:C=S'R.JTC7!L
(#_-1R|)>JFUJCVA:57FNV|K|VW;|1E|R3"Q3B+S/%A8FI M,UX|. MV-9.8D H3U|@')5)S7Q U\$,|GK|
|;3U;8L&L;|78S10%(G>6JAC |P2 M%D#=8_92F48P0\$&2DH#FRH|MJ@5.TIGD'*)
DWW"FC*CN@=YS1E9JP>Y+P7SELA^FLK\$2>B|HAXGD/<_?
F&)WB_58OZD%J!2GXZKFC0LF+)UT87\9D|&N|/8* 3_N7VJRL_!=M5|%)|@KL"(-?^GJBN?|J2?
D@5K.\$|' #7"/OZ.2S M#!&8IVD*)4%I'+\$P04+=<|1<;F\$W9JG;=%+"JIT5GU2/Y\$F4L8!#AO(,
MHI"DD"(J893&E"%U#)%V)8^7*L<)*I>KFD|88|E:K_|+@XL/-REDMMYMGVA M/PQ\#|;NK\$|83V|L)
(E)W5>?D(=NJ_-9-W=U3WY|*(4ZL7P@9?DJEZ6NC*LN MW|.899@' B81(^IDD050&R-
\$A,H813\$)L3&*.|2&MDR=:5631AT*3OE+9S7 MEIEY>M&|G8TZBF|MK(.B>;+8\W0F=-M!
<0|M=_%@AUYSV|R%7|4^9E-6^~M_ M%.O'|XLE78GR15^!W"R>-^O5/H+55WTMHIW(SV15K-JKS|)?
=1F@F|EAWF>-0 MXI"D)3G/(49)!#/'42H(XSP2|97%O6\$3NM&X=;C7N+=W)#MZ%FW.QINA?H_S
M#A1^83+5%>AP#?Y0;.(NWZ|F_ B;VP|N/^G1-|4;7X%Z;O/&IN<)P/ST5=3I,!?>M402V2/5!)\$.UV*IM-
M\$|D|BB%-U"HY9+BB1&46)5=-1^HC|H|O%3G MXCUNP(X=Y|8 =JHVVBZ/ID"|U="G|AQ@O1UTX
WCVX;VQ(#?#FHY10|V&<0U M::G-S*O!;JK&US,I@S3(6!6&#"#" (864A!)*&N (TR1-D%7V|3E"
(SN8;4_V M&M38-K7HC'+,(0/D>UIZD!-*<)S3/DB3;,ZM*(SOZ(QMUS0VLV \$|?HD-
W62T"R|BB>@F7), M%K!5NIE7&%&5EJ=H|UJT+UARTX6ORB5+ZM.6,+FIYJB6R7\$8AWCCG2BK?L!*<
MO JZX|NBW%379@DA21X%,(MC=81)U3Z"1IC C)(T#H)0DIB9N*,.B.|G0YA
M4%\$&FK1%M*A'0P8!.S|RV_F(TR(UQ|;R6X1ZO*C |=8E>7TVX66A@7KC0WU MO#Y=
<&=8AKWHC.'C#E|HTP_!-KJSPZV4!5-&KI&\$Q*)8EE7E9EO8M6J^O1_1 MQ"3)(4T8@R@3;H|4R
@JGY33-!LBT-CSV1>V10M64&M-Q448*.'U Q!+8< M61BRI8(-'MX:K-S=Bj5*F
M3/W5DP|U4T*O7|4<Y<-6B?,EH3N)1PHXNZJET|6#;LZLH-T3!)>'KSU"N|PM>SE|?
F@+EUU_M;XKE80^|+AXN&-K4X"N_E%&=F6*N%#4M8FT M#("Z|!147.B,4*4^<|"N
9WT.OZ_ZK#S*X;+|@XT%Q;)X"O@:\$G_LR\$|S+
M_&7XAL=LV4YX.\$Y)BG(60A%)HLMF,XB)P!#3\$=\$AF\$:\$&OTU#>F;-|G4D>O
M+@FX#VG0:/A42IVAGZA2OQDU8X6+1^B|O89ML/1<-/7I%?LFP407@J^(34X MG>\$*O?-6Z%?
A+3'#DL3<@VOLNXBV1G;CHZW;/7S|LMDP=#3;8LGA:ANPR> M><(5)6*+4J|@9=TOE9WI/#L-
WJZV/6J+?+H/TRRG21302*V&E7G^20/(\$EQ M#\$-
\$0L(2'E\$16B22>V#)Z(.I.%O|JWA6OWG4)|>EU(|X3|M%W9NA.EUV&G#_
ML>/9A1_R;R8+;1CJ_GB5G3;%G;|4.HKT\$*H5)K62W:'7W7@GO|PISO(M8I\$@B!%)(0K3&-
(H0Y"IsX*@N((6^7<&5.>>>21X6;^=KAI/5W_PE^FO>V MNKU0089>;0REV?FPZJL/-
^!ZO2X+NJEQ!-=+Y+.U\$62_X/H>.=@E^_B)(
MB\$|_1,F*E:BB)#..\$8T"G\$&>A*;K04,YE&J<0MP&C,D& JMVMU+<#868DU M-TW|8;Z|3W/F?
M&|5S/XM5 T^)&IBO0D:K" M8ZSDN@*M9* 1#;2RU9"?;L9CS0M4|4X|LW^^^H/-
+D6#=#'HN/"|8W.MR| MF1YRNRW|NUZM-D|UZQH?D|6'!:=PAN,P8BGB\$.>1A"C@*Y=.9=&
M&VK5S G|UY6=0_6B)FNG:">U)P=G2'129V6GB\$/'8_FV>Z7S0DWGZQ>QGL4I M"C +
(QC1C.J+)PQSP214/B;@:2800:EM=7,|^C7N#4IZ|3./07D) MBC#%D M6(>:
AQ@SF4(LR@*,L9D\$K/4IMNYLP)<.YL77M1@YMQ8P@ (I*K\$V1,89X0%\$:9B&-
FU,KQ'(&1G4A#LJD(JJA:81Z>U4N_0?F0 MULZH' 0U-K A:2J,3+W;,3#UMYUQG1UV\$@,;\$JHULL'G| R-
BV+V;.\$NUJ_7 MG*OY7'U;JVV ::E(O!2*X1G%\$0_RB\$.J\$K5BXUQ"@N(8QJG:UJ.DH!@994.
M\$1H|X%*1!@WM*U!15QH"+7TS^QM45|=^E2"G3VZRV|LEJ;"|21UJ2%JZU0_M|QS<.!)#-140-
90C9|WVU:K89Y%N7Z|4|.OE|P3_ ^S*9XKN/1B(6|6XFEDU M"T-&<)IS=2|'J|) @)Q3!F4&>9J'TZ2U*
(M|3#)|5?/BH\$K4+%0+2Y;.)L#O MF@U0|6%Y(C?OI=F&U: ^&K%?<2Y5CO<4UE|?3QM>
X*3;87,%&Z2+=YTO;+1 M|F_ (XZCG&.)S")!8=(N05(DRK/B?,|SG-
"PDY0^UN%L|+XN@TX)C!M%/^L@.\$?1|_-/.L!@W/^QO'!<;E;*^VJC
MKBYI04(|_KU9J'+S(H7H6V^R8U#(D|BGJ4PDBC3_3\$"\$2ZQLE8C MP#
7XB;:Q2\$&-3\$P99ZM3A90#?8ZK/?E,.?6DIV1*T9_RTF%>-'RM6G?K_ HE6GJ-59;-7YK%|TA7|AJ(=>^

O,,:?#OW"4 M=@| PW4, ^ ^ JP3V65!7JH(//75; '2K; ^ KSM^F=6+GWA|H6%&6RX50&CK(46C8
M,*|B.RM_OYOT);IEB*)?:O" |U| |M)C(ZE9^='72R0K0AL;HE:8//.NR! ?A&K ME1#|Z S7I2"S"
(X2I(\$,B92B.(00Z)V.1!G', @C@D6N?%FYQR5D6WS\$ "J& M*)(6")9W1AL7'Q(:&>2-
<6K0|B5*W#M26|+_88/Z1TW%_H_U-1KSS&DB|_Q=F7|HM%#/#&_MUT8?-C! M15VK/09=|E>=
|K|!\$>5K6PFF|2"RF,)\$Z@|)PQ12FF"8, I9+DH0TC|P|U|DB
M(SNHEBK@+5D+0SVG%P/OY\$%:, ^>T%71+T>6\$=\$YB"|_D07(WQW2L 4_ ^94"B M7O=R|MWIO,I
|WO.9>C9"_M,?ZH|+^ ^R^K)4O9"%!.8YCR"280IE@=0-W:C M(8E\$X-AD^I#29-
N@IKFT;3_5|RHRB|9Z\$=S.X>QD;FF.DMPX*)GO;M%='-ZF M5?0Y<<_VB3|@N<;U=VQ688LCW#.
(.83\$#*<P#% 4BCK!,4ZOTQ6&2 M8U^HL\$?!,_*,#J-EIKD_O_|>'WJZ3S4-
0(RC'SMK'|A/O;_JP|V&).RE'OM6
M=>+@A;T"C&|5+PULZ%A)%2AAZPV9SU_O2,%_6U4IL55MAL:R\$.77|<(ZQF@W MZLC^8#_RUG-%
%O@9?574*<=U@#7|5Z4Q|>Z#CH<#A..9|Z|-R%H^9&B&JZ M:
<0IUFE):K((J)L*NG%1QQ\$<\$2Q+LEC)%@ET5A=?I7#5AC%|H@\$
&&649CB)B:LSQB"4S#C\$<\$X8QRJSV*3^9&|EY; MPJ!#V143T^>"8C27&A(0)90C%A NHI-
%%O\$.OLT8A#A|22GG;O11\$%-; N'INL2Z^V3WR+>ZTD/C'?< KP%/DU MD*TW^MOW_G018_|H|+
)L|!>*"00KFS0E?C;QMM::=XJ@'7MB^6Q BE5'DB MGC.(.\$ET^|!4\$I%)&N5<,
O'9\$|_9'_UO>K2*C@HMYPU*|L;S4,58WGNM'OK M_|'S|W4;N#|QE6FG5/<|+=|B%=WS3K=+
<^L;9;#|BV|Z+CZ='N|GKUY';= ME='KC1V&G=0!EG(*4W2".F")JTX|_?S^M>-Z_'K'@_M_U|^_F;AK/?
ZGA;_|W+;#O^S:??>J|HYKUA=\$JYK';5X3#X(H M3Q)=B8|SM66+.20;_RD581I%0NKF
S87;Z;\$1S|3=|BH>PUW&/GW?_1FV|M M*<"R6^F,|6JV&HVA+;L5XU!1C?L?
(X7,5EA/OM68|*3^SU89AS|*^GTW/|+U M1|!|*HO'WM%?
375^+Y9T)Z#XJ6G+%4N4L|5|W9;DVFLD)%JMM M&|1ZJR99(GD<2AA%L?(V(E@SF0\$11R2
(N\$<&.%S3D*EV?"W>VY\$| |MJL>
M3V#381P4%>>@W&|2O^|YEUMY17S5|L6SZ_UL';,9R)#J(P3ED80);F!)"*
M(TA(%\$9|E#HWMTD#NT# F|^WIR&4>2P@ "ED(<1K' M,)|2K'Z1S5+MF?N=S)%UH?H3WN'X_
5^/71^79Y! MS33X>N#|MFR#GVOGM^7<|VES5,UZVN*,P^,D^Z%1U7RX>1J7V(4|K;JU_*KA MC-
|N|FD>L;C/X2Y);:8D#@CFD+(0090P @G+0TASELLXR\$(4N>VQ/_W=@G! MYNF)E*^Z@F"??
TONU6X.O'4+K^!G;;\$#_8|;Y;>?QJYWD/7'W-N|=KVK/.G;/9-
Q<^BJGG78M1QQ_E|^8=V3;-0@TQ'UJY1U+MH><>BXP|PO_UJB!WA!6R8\$W^6!0AE@B"
(9>Q|KM9GD,B>0|C M@/_X)"@(\$J.M|,G11|X(7|H=?S!^3^6O=^M72R1G5/2I\$!#RV/OXUXI+L#M
M/QYS,M#^L^!)T\$?O/_V1O_!6B^)|H|0F#"/&D\$|CB3&.*(1A|0D4IU%&>\$ \$M!R@V" _?C3RRM32TS
UF7^QA8W\$6QLY0&C*>;>0D|Q?8Q_YXD|G&23&Z=G'Z M^?O2;)|T\$VL#X?A2ZIV:QJ%8I?=%O6HC=-|;
(QM A#?9H5ZD|YM75O6KH-QF? M&K"S(\$?AK6JB321SJH#N'7BR>F<3;K5S4;/VUOA?_XS;\$W
M:PTI2P;
I(>@P65TFG)TQW9>DBK%VLQ#_9+6RI_,B.5G1B>\$FLYWSHG0MINSNY>WFN8JNFUM\$^/|)-
W)%7|++|JW39M8,TMY&M=,.6X2*8G3WTRM2\$N#WA
M;AP*XV0)VT\$F^_X/V>Y^|4>_QL+|5=%*QH6P+/F M85?D>
4Z;+^WHEK+SR)@ (45IH& ^G\$JD^"T1@'DH:6<)30,>\$ \$HEJYL=^Z.X MO#36I)-X3Y6REM^#X.MZ
M54NN_QPEJ6Y3X;WJU)&|9SQR|?/_0M%_*_1FJD|+V*6U8DDIXFD(XP0E4.U3 M""0O%0==S0;GL#*
M>|5LYO5'5|Y%AZNK@|1.5_MN.JS:MS"|L1?-C U|WLO#^T!"_U&3,3BZT6_7 M=D*IVC9IU<|R5GY?
U51F\$0F8P)&_,"OKDZ-89XBW1)%QCBF 4X0L4NS|;5G M8UE.2;.'S>%*31N)=SH'F\$.SJE??
0Q'\$>,QA2R2 4114.\$ \$J@_K(2C-\$ATK ML_+UW|3GH;|>5W70O^K_+U|;92C;M5|>H=U,GXR^6|ZI^O?
4A#*<4 MTR&&FHQ0IN;7+P"2\$8R+ 2 *GO;K"LE!0D_\$.YP= AQ_RY-P|=?UFK/-2D)
6""0=A|N5\$*!8#|*.(\$)2Q);G#_MB&+VID'B%L|)PL\$M*.F2+8|\$>DZ\$?55HKWF|V%ZWCV4WP^U>-
E>ZRUV-4= ^0|6&|K%?WK'|ZR!|*3@JY_C%O9BF-2T0(|BQ" M)8
9"4\$1XQS\$F.;,927GN#*#*3D&Q;|K&_""3204*|""3?X4T(VS?|XRB=-
M77@AY;ZS0H"V4T0I0SA7C,OL1*883,0|\$>>|AB#N)C|7|329;E_|2+2|K
MLZH>|JYDUD?H_K3/U>OU|HKVH@_TYQJPTM_ UYW15NZ\$Q\$MU_8H
TG)A>U1,"B<_1R!+.%R9(PSHC1V;=U3UK+|DHH@5F96CL,D+|MP+ FSTQ-Z%-F/H/P&
6NA@CNK#WM%;|C9|V,|3OZD+_V/->KSTRLB!;25FBU M%OORNO/P+H(I9ARD.*R\$.(7,H|R'@-
>)CGK,Q@R=VWY#F#E?;<1?GE9NV< M^T#_25ZKW+|5L'ID 6|Q"YH>M;#6+F9TN3-
ZVF|B;AM&|K5|_|C>=S@&&R3W M7WJCMCN;W)NPU;RNJ/Q'6K|O;"\$G(LAF MY;WG=Z.&
(;A!"=|XF_S_Y%1'O%J3 12)4U F& B&YT5_+&2 U+,"H8Y3P/
M9RLY^GIM\$X'6E_JL&\$G3HJ;2G^18O(>(|9D+C-J=E MV.D^C.O0";EKZ*)9)LKQ>_J'
5KJCPJQ0(5|J@%&|R"#Y|QUV PX31|MAM0 MZ(#?_ ^%H9.'E;|H=77C!|M.-,+R1<
YTL|P.R|E;,"H|S0H?3%@%F/;6FBQL=)R\$83#HQ!.75B4?-#L4 MDC<8_J(24+89X'E.TC)!2A#G
,8,V\$YA3D%(4KS)(=IG)30KDC9"_?5U4= M5C+(>JSIJ#2>|KC95B^;L5|S?LL_0PUOP,QXZ;4|XZ;
<5X';8;%&Y5%6|J M=)6TW7*6\$3A4R|2KYH|5ZA)_*TPTCPK\$:0%(1%.AQO #9EM7.A#K#:-
E)+FK&P%SP MQC"RU8&4(:DV5|A31<|9VES%G4|"F3::=(|<@QC1V1?L)/NF(K7,1O_(VG|O
MJD|/SXOE*V=,Y>|2IEEF;11(,)3H2P9RD'9<)3D(=Y7*(BBCDU&E5B MRS
M_%|34J|5S&;O&0FW4;2_|8(- M"QRI"B/0DVH/&Z;L*Q2K-6R;>GYFX(|!E ML*?-3&R|/?
(2YY%&|H2BYHX;E9:N+VG?LD'+;N/'C",EH@;<>;|A\$GC5A1 M|\$Y|1ZYRDWKQ4_|!9+&\$8,|#:_,V(
M@6^V&L8+%*|.?((6H2|1Y;J?|+4YPMMG>|Q4?;_#8,\$E?'\$5*K#"8=I P25L
M.@@37+28I7);XX;|MFW#AP-VZ4FJ&R;8B>N@U8.D?P>JCQX/IRAS MWN#A-;=7ECE\$\$)209
#*H<*8D124 M>8PIQDF8,+|VQZ883'6=+ST%9;=VM<;N/('CC+W<"
|B879E6F(VJJB# # \$>&|P;6F&C)7EE*WD'.&E+80|_7=|3 MX3|LEFW#/**P"3"K&)|K)C)>R'|_
>T9_W/2<7B|_:-&Z"G|WBB=_C2#)LR@_M/X+\$3Y*(5#/'%L:%RHX//AC/TOP/Z

M*>&7DVV7IGVPR:Z2M<)&DW,/O'J=\$G7X(CO)%2?>=3.A6D):"HO@"*6 L0S"G**BS2-
YQ@H"I&7C/6JA'IBNBV?0. MMFG8:&CB'P20T<.,L&S:6JUP0
M4>KR%|MN%|M|>F\$19RB+09G)F35)1\$9DPBP,&5%GA8(%<@X='04E.+FP'@-M?
_ ^W(H/ROZBB095F3U\$-7AE\$@R|F@*&|L.,VHP0?#="OS%Q5|(6BYM*8*&,R^9V|
LJU(>R@8|LKJ|/"3#/&(*)YD8\$DHPC E'" TU|X25'(\$L:D.8-:%6('66^MS2)D-&WG5OD-
N@J2!_%GPIAN\$O;79=:4:4!LHD/0|A#_N'R2/>G(MA^6Z6M6O78PIXGE)&.,@SJ(8P)@3(*QXS?
RG(4|R,A.?&SG_1Z%X/MQZF"HV M_ ^LZWE#Y|2|NN(X@_3.F(O)-
M/W)RGVD\$PU2IHCW7<K+I@EXS|=S>(5X%+=#@S^Y?+|&S3RC""0>U-6FTJF,:6W>RHB8-
XH853CJ/VYV:7YDTK|FJ M34@2^|WVX"=AC\$DNS-B0< !AR\$)&0<1BF&|IC|S.C(/ K%LYSNP%3U,E9I
M<8|S2._DO)AL,P\$UI|CXI|RER-\$Q>1S&I&?D*)G|!^3XP^:GX^ ^K>B%;@36W MO*UL-
#X<3Z_@6>9^%_YV/4<+U:).|7\$ _4N*J?TB.<.+|&>F&"682J\$6_A|/R
M/*U61^7(LI.=E.=)&QZ4&D_ ;GI/#%+9;_D=5B|/|5+(_G|"-W|<9HLVG'V2Q
MEAM^_21=6|D+9(7FLBW(?+3#_0TK|3C7YG0%E7S=;E8?&Z+\$&:\$1659Q!"D MN* DCP'B!\$"*
TSBK,B3J%138!OA#UKDB&Z*DK3(QS|*9\$(_BR.#W//NZAK M%_P|>V.FX"|>%@N+8QI>_3->/%
|L1TT#?./3:)X-H=|A%C|7|:2|!"#I*! MNJ:M"N|/5M_.8_FLO"H&><|(W%0\$S2\$D!;4E 4/_*\$\$ S#
J4934U4O!T: MGA6WD(C"3"E;"F)9M*_1YWC*65CM_@UB#ZVX'1MHD?
(V6D6/?F+|MRK%45+D60PHSA-QCL\$H#1.0%Q&89:%22;.=Z,186/0/_N; M E=)<,&_HZ?GOP1:9
SGAXVR3.^P=L8(ZG<@E7)^ ^K70\$'VD Z@1:K"62C ML*:=2*9#|L&\$,JV7: X?EV8'X>8%WW>+GVY-
KA"7VL><%0&&UX.2;AV?9P=(M6|/W+;<^N0X0W|W+V_PPGR7;?
W)IO(AXCR%*68@0BB3';UB@+.H!"7-HB)) M"8IBHS3O\$5C39+W(4_.PA.I@80QS_2.*\$><.,!M:R;89|*
<)|LJU,LP12&^3 M#W.:Y).L2.OV/;A%.:L.3.VO!V+Wf610G"M.MN3|Y|J:\$G-C;^|!"|FK@
MDP6C1%KTMWTCZ(+6N_U*\$W?>W2/@L'/N_@.6O?!D79:7LVW2U0M8%0F; MI^(4@QG G\$, N?
2Y%I&NFN2-YNV49X6X0?- M|O3>LBUO1BNE>&_Y2/4NH2Q&)6(@BR@6\$D|+(?&8 HHXSEA&4TR-
HBO:4#T+ M_@8'F1HRQ.+_[NO;"U;|9J*03GG#+3"TZ89%\$?;4"TLU)I'9@35TT;L.&P M@-
KD98MF3W?UDC!&F|!"|HX=_2W_H*8^*8A_R(;THO\$ "UL!A9 Q4&0P;LN?
M2Y@7(\$V2,H>0)U%\$M;M"78B,|U|2AUT@|SB8|H|VX|HEW?K=|(-X^IH:B8;
MAKMZ_DK,@LULA%L>M,AU?3L5>G9=-WSVZ AUH1|M^N<=?_(VDG?XHOEMJE
M0Z(EF;L|1|_GJT(@UD_+D?|'&W<=2F,Z3A
M.>+&3BLP5VO;V;0"NC"55Z|RJ=5UI8J7G|OJYGNQHBH;*+.,Y9R),X=Q8=&& MI1PHFY8
)XAPS'B1(B,?5@.FYT/FMV7UT.6RW.|DLEB56NCP4,^"=?%TNTFF5)
M\$:81HZ"@,H1%8=2V"DCC#\$9%#E\$>:CFT1U?W+.,@MO*%&"B(>K)|G!7C4GPQ M@6;R:D*;MHB.TC
2!!;OM7(H?MB*W_'5)A&T44)ZD1I_R,+1^!"L9-1)"*X MJ9E3ULYVZQN|)@E*|IB
J)"AH;00DA3R\$ "0P*B\$O:9&46D_.SX/R+%9;V,\$. M<_.?8)Q3&AZ6_K-I.X4Z3;|?|H6_2|F>|L/
IOK)GV0=8-HB2|@09LH@, MT7'5(UB+VE&/8WR%Z?P)+4IVO 6|^-Q|@>L7-%_(EHZ?E_4WM& ?
&5Y|8V1= MJTFMUT1=-9J?NNO|;)I9&T#6LC*AE_10'K/^+*65|NSD,8QIB\$_.2="R=\$P
M!9AF)4"0XQA"5N;_F'@+3K#RK |5;.&4|!"#|P'<.,!1#??U_(S)>6JF8R4Z MP1:?
JV"#+Q"P@<18_&V+9=#R?XMG(!&|!"K!"5>: ?N/-G++D7?C|J=)_1^G M;-SWD-PN;A/O;|O!-?+=
<31VP9IF)Z@C.;_P_C9?/9 M|2OT0|5".|1.LT6?-<)YGOBI5T OT.FN%|&0X;N1_%2BKS|F^3<=(D3.^7
MHW9FK_&D;|=DR'F&W6'?J+H|U;N1| O6L- M;(G>5LC_&&0HCHH4Y\$4N='M2\$(YDH,U?
L:3)4M:Q M!|=JPH8N'_6L6Y>|LO+MR-7?ZJK<*N_00: M;A5U7|'@_8GD)T(C'VGX"PW&
MLQ25">.)!11*8 QX;#(RASPO,P1)D+Q9'SVPF|+BXIX>OB3@.L;.,+&%N M9KWZW4+M6|.2
8UL,#=D.|:MM%HLG%-H7QUO6;^;^YAVS6HS%B=A+.NKOB MH(CKU)>C_ME^Y%IU
J#^1N(>1^G3#|*:9MM|IAM8.HM*\$O,D3 %)TA! "-0 M8I8"3E!"XY#""5FAX-S'+T?"&J#
%8JA@SP<3|OUVQO|+3^F_+|*.;,IN MEZP?O.OO^T7C.'B3;.Q6W)UP1*|9?
C_=-|%XK|MH|K4#9!\$6UD%F_9#|BZ. MWO6)X^>_E@N*\$?E'KS'"\$D18"^:#'_ KSBGW#
|#,+?A_VVL7(WW@|S<+IOMD|&G/W!GRZP+QO_NU\$|IT# M^|EF8&Y?^VV.L"!17D|?
H3F=97F2T"PO05K(R)WLUE6R\$ %*&.)%PDE>.)5| MO2\$-G@_IUB%H7;?%G+0L-
5J.1(!^FFV6_.'^|DWSLP2F&Y8Y7"% 7F|L|? M82#EV+#_K4%03&<8@R;0?
4#/84)XTX6%ILY+!S1T7(AAS6 M< |H< MSM^QHW7'BI%)KT:CUW26.JSDFTQ"!0*
M.H)W/Y=IH,O@IRIW-X/6@8V(!|H&737UN#2N&;UP" S;:K+F^!A9;2;.& MU-MUZI98?|KFW?
K\$|O3R-GC-LCA')IQM B#FJ>6<2I>34"!0EEXDZ6@H"@# M;:8%SADK"|"3&MF7K&F"1 1OF|S-
|V.&<9JC_ MDA^&KI&BNP7CL@?<(>|.6KT-EIZXH|LA48>-VXX|8R=L@RJ!#^AYOD*+UI3_
M*KRO^H71S|OZ|WHEA+O_ L|H1\$J2,@@8E4G|.4<
HSP!:#%>_S|^&A5B4!0;66SLJ|^8;.=WAUY9P|;+^3@AW^|_#|JB.-H(4/"XIYB#B MA 8P1
4:1H#&\$=E\$B6X*).D|LSJ^9)^6Z%Z|1-LQXVVMRNUXU*U2IO%_CXI;S|92-!JL."A|2^#
M0:1'P*3|S#C7-"X<_PP3T;3+KP.&_W5W|^6^LPX| M6I2.M^_97V+""CO:M.PVX=%
|Q3RH_UE&\$JZ;6WY7UW^OA8ERRS_|<_5Z;VF MS:|UM:(WE?JD^;R@?VU6U<.'946;C|7XX:6F?Z-
IH.Y@>99Y=T))M?M(%F! MX3 J)MR1+A^D"Y'WBF NLPI?
@|&;JT=AL8E7%RIPSM@JN'Y^7LR)"IC_E35J MB(.D3L4:FN#CNFI_|L+\$5JLU|_|
<^&WB^6N)Z??/3\$W_+%OG>+R;6|9;79DX M0F&R6Q6W+!M>O#A>V2YV|)6L;D)WPIM_ ;A|OG-
A*)2|C'"<@Q*6.8 9"@&F M7/R4T#A/."SRT"@X= C"LI|M 8*8O|G"|P.?
(1ONCYK)=1.Z:E>D)E.XLB3EE%5U3^(P^8%|20 MJ3-'KFAE,\$(P21@!*\$64)@(0S4"8D!W'.>\$)@B=+
(J\$VA-F3/5^NF|V,>C5_Q"!- M:I?FVZZ';EFHGLH6;)3D>)LLMIVEUJNO2EHR3L9"H=?(+6)59Z62E?*X/
MRT;.(^@BO+_*W:S8D_#)=IPA)\$ 8F3&\$!<\$#D^)\$Y+L7))D"| M&|<#%
*)@SI?BR"/R4>@4+\$V&+68*BN#>V63;96|>4;
<)2&_M.JH3H+QG>BT@1N0'O#_>A*GE_R3R9W\$;3YIW.HXH=Y.V@>\$ M;V#;U'6IJ;E+
4|ERSGGS82;O2; M8/'B|E\$8DE|42M,L8CC.6)H!@G.9O (34*A&B05+(I1E/'RT;)-CBWM6_@I< MH.

%+4#|R48'?!A7*Y=29Z9,# @S&FMTB@*KJ48'BTTVU.@4&<.91B>?L3/S
M/S+.ZIK1>_2CS7F6WG9;O|I8++^K9"2\$(2E(24%>I@C #&* 49@!%J4Q*^,B M\$7:_B96O =.S@&T
!JB':&;Z!/->#|H9!\$,:5,.\$=R4\$J6,!#RF",6PS3* M#3M#NV+<)5VA?V-|Y_!) S4 G#&-T
;QHQ|8T'7(LN1 MB(#FE2XM%VN|ERZZ,/BR7/V=K3XR(2AATI\$.-2;(VUWOIR02-6",R"
M+6I6%PVG>65T->"\$38XO)0XY%/SIOBS:@ >7WF&-4+;8DLH MRB69JJP8LFQ,"|
ADCO^'9|N9F0MT3O7F.XRR/4IU*6TH9%;_M?EBC5WK%8%*C,>)WD8"9G-8R8<|!E ,F1S0F)8%B0
M."2T,)C1/|-L^!^V=1MODBHL C*@K4TSFE%IAF\$:-Q(NV6 FQ;L59QT_-GF@
MP,L"DK;ZS"4_C,8VN^.+9/7L3G#5?M-N M3;V:73^Q>DY0?V=&".4I(R&((MF4#Q)A?N XEN6Y-
*_NMR(9:1X039L7H6%T4.TI0 (0Z%!<\$X|RBB M\$+|8CC-XZR@9IU:_,/L69Y|H,(Z:%.U*98-
OT')&?;#/,E)&##LR#A.D! M(5?9HNWM*BQ #|!NV5SSK|U>V4#CAUVBF;;X&S|LD6H&T;,"%4OK%|
+8)|M4?8<>I4UBIU%DA6<| (S@ L6 QB%%)1AQH10621EDL<1"TNS9D\$CT#RK|P|
MX\$OK*+3031N>C#%,3QT|8X.I6WF" QY"1%HD.NM.,@9KXDXD&F0?=-AW1>>F"
M;GS;P>*T+31NFP"TO4UFE%&"HB('*,LP@\$G* 8|?%^3'8!=W|!L#|:O06?#>8PN' M;WUB7;8#'
F!!S60IL10| M.?Q/8K!&BT!>^P7O7H4",U9.7K?2L^/I>H.F=SDW8WVV).SV/?0\$GD2;K^U
MFZF%Z|^&@VG"=F>NI1%0B|M*V;OF OOR G&Y;E!%|Q_G|>I5,:%>KA|>#S|Z
M)-5@YSZF*8=E01)ABLS 4>\$S'-3!VK=D@"=-###EK@W=|:/A|I7&%G4|)U"9<-KE(G
MXK;=+>ME7'=T^>J 0Z/WLI>L|IV5K0,N|SFNEC/SK^XJ4C-Q)'TD;7 WE2W
MSVH(:O70=5S=6)@Q125A')."-0+ <01#DHL&I@GO(RT2|N-0?M.Q*I9GXW
MLFT<4IGZJLA|!#TAT,?0.>ZEGM?CAEIO-|()W/I: 2(9M\$-DT8O9A2)LS MP)%5;
!X4A/7G""|HJK%"N:D|_63VMY.2+"VKG;.6#DEE_3-M37M7.+HR1A ML= G>5HD-(8\$
Y0D!&0YRK(A4F9:+56U@?I6Z-LD A:+*|Z-L-+O28&+;# M,^#GN%;OPR7#JP|W##+*=C&C^8(L&\$U
DV7'F!\$^S)HQ?-!|!G,F_TBB%G7 MM72-^Q.2H"(C<@H93W .())>Z@1\$"RA31)\$DIS0NM|#,M:+XS.3<
+|NQMFE M9U X8X*9U_7@4#9O@P&;1(=&0EC,..U#0(GO?%M!|R;RF|8XM|Y?"DC#L M@K?
WFF>AO/MT&RAPES6_VZ=U7! O)-,|PH-"HC.T&+5<78_EJ3%8>=(&)8
M!W;JD0LN|_#YF#>CQEO9@#7<|)N^2 97)S01#PUBPF,2|+%L4EI 6"*N3@V M,P2*3'CQ:9S!
(C1RUOVAZCMK|O=7<6|P>59K.9=;TS@FP|EHB&4@O:&EQ MM^=G)PTN|MY?R;_U=O.@%
<|)YR'W5J4C@;|5WI>^>SR/L\HM-?YGEE^&; M/|+0+^SW,;#7?F=
(WA32V^HKDX;;O'H0@C)O_JB66'9B4^%@P7 M;REJ|J %49|=LOJZ7"P^+VM)P"Q+""*4HR0
KOA%Z|H|M<|FAH|M,7V?5M|L|UUIQ=O^+Y_QC?|H_9@|8|X,LZ_7UF
MXAVTN*F\$MK.,,Q/&;MG@YE&W32JZQ (6@Q4W|H.A^!=A|7I%\$KK M;G5Z9#MN6'<&Z)OTK--
CQ*FV=9IOVRF(=FS; ZFHE|+Z_)E+AN%SR!\$&\$9E M#&B240!IG@
L\$%+|PT0<>&;X=L^#!&O+'HGZ|,D;"?!#.|>)|C=E^@ MSSY0))W|?9U:O7.|'CLL&_!/,L7>%
|L5YW#YWG19JS,-A&84 IA\$&F*@"_S5|4G|HJ#;|HJ|<>1N 9\$.I(^A
G%09&+!@7R^8O&J=6RALAV|KM%)A M,|E.7\$729+|5(HYU5J8,I|Q*VS^)
_XP!U&64|GPCN"2&R83GH+E625L8,KH M.?GBIPO!7#L+X+AMBD")XCU5U.X\$E(4RI5KIJ5PA-
%EJ6G=):).!Y?@\$Y*UL!WL0B+08\$>9LN|85T%ML
M@FW<|U^3_P95+1/O@UUURW3|85;PXI|YHX4O+N!,5P#CD"L|A3 NU|4T6I^>
M!0|R^WO+;|27N/5A6F0^SZOYBBVD=S/+RP@SXILR%|26VF8 \$%+)AO\$.GJB_QP4|,E<,|ALX-W
MBT#K'ZQVP@0R1-CR3@41'/H'9G2|A4TH4|K-YBQXL'", 'S=MA':T|)-):('
M,^# #LI*52:PBXA38%LAOISWPG.)"3OXL22;+!,1/...\$(\$HAYRB-PAR9=48S M
>_95Q@@HR*.9(B...;LT(|JZ11_S#)3+?M|VL%DT.W#|1R-R|C@K.F;\$?") MN|9...P+9O5*I:Y=DJ1J3-
H7|==MU=XRKWI;D6ON9|J6<3|6;PPXW'\$HRB\$ M(&-\$-G##
(2C*F(&2|HP:7RZC8G24(2!'M;43L0)C"4^JH.<|MH MEQ?ZIH|UA>;635_9X*5#| E*!HHN^M/H;
<)>^8F7|0?,"R"Y>I6|L-(L? M|Z|X%I8.DE;Y|3YX^>)Q 25F0M\$!<7;==>
)QIT+&X3J3%3\$>07Y8P'CLXXL# ML;6POY^7#5K<C8PN93=,&\$2^,'#K;(N,HXULP
MWCXB60<|NI+ @VRF/CJY0?I8Z+)%?.2
BS^|=+E,\$C:|T'/9UA^%8!4MB%#+Y|%WSZTO2+:OC#BZ;ME MH|J8-K.DA#A#:0ARG,NH44,\$\$U3\$!
(6D|1(<4:U6H>Z162";2)LI=\$=|HZ?#I^>XF=H>XJ>*2WHLE9)NF|5M M<RDE <=EGVO*?
G2!E%W&MHMXQPI94=(3;J'W3)R7_4Z7MW<_PL^+*LF"S(M>V'UZ|^&88'G;+.B.?UX(|5CZQ"9S)?
&8+XH<^M"?KS?#&WGM|GLL0.#*|]=W5C<-,WZV|2J+^R| M^JB9D80E,"|A0(3D +*\$
1R1&\$2DR%B2)GF>)\$:-X;3 ^O:|!1|5521.DW. M;O,J>%|CQ9R(3SB3Z E=4#5\$7%U7@KG?95&L4!-
TWA|I38F/Y0+SIE'>NLPB MZM|,6'NF7SJ?|OP>Z6EM|YPWT|V M162+P/\$1=5>|0*
JPO6X.FVZ78ZL.P|T
M^K%UVHPX.KI_ VTSI439?;I6LU7KY^>6/T@5O^U7GY?/X6@+H\$*2);1.,^2,.1:6N@;,'|JIX4<|*"%G;0
==3#>002,C|""V;;^OGYX6P;JXK^CN3?0TK<42R/^29^4&"S&. !2M
DD),>":\$NC|R'B_"OK.X*|R\$2=\$A=Q4|>A=!4V' MH+(8GK8HME:&S-
CND;P*!NIE8WB3>|DFZ=D3D|>3-.T7+_9_#;G^ M^P'7/PRY_NLHUXVM\$"?<UZ"C&?
E^>5"TM,7UZT*WKJFVG+ 5;RZF P|8B)OWA#K6K8.B_704; M%UHAZ\$Y/NF"3(S5Y\$2J3:DD73-
M7DD|6O/#:PB@PUH?67G|)%|^HW<7AOVI;(
MND/9Q^33CY70#3(=YK=YLYHE,8XRQC@ (2Q0!&"\$*4%3DH\$"|1'D""<|,ZFXF M07N*JXV7-
EK>#QT21E2|'9#C-D""^@;YRI 7N^U-'X0! 70%H*D7X3!..^SR M,V^|_"REH?OT7+
'2=|+Z_YN>0_B|MB>#/RTWP%+K|K\$;MOT|Z5|7|O|6| M?ZS'T|6|O|V|H|N_|DE-
OA4K9_4E,&ERT9PT^Z2ZPL7OTB_S17,)|MQ|E)F M&N@7S/QIY*G|>5G?
HQ|_FZ|>'Y<+F=TL_G|BOPLS+(PC D\$8\$P)%% ..B M!&D",28TS(JTL&@V8H.+EJZZN/(5|/Y&D.
|G3XLNX/)|E: ^7V+| 47.S;| MHGE-
XXO)%|^W3E!T.&|SJD'+4T_|LCH>L&D_ =+%1+OT997BM,T."|.9FD: M@|+|S;S#V6YS/Q#D/;
()QDT&Q"H"=BS4'Y;/SVA^K5U3%L|C|OD:/-0TPCP MP!G#@|_#H'78-I>Z8*

<JP@V9<7!LF!YO.92;-0UGO\E" MB(^L(?5PP7PNJWD"74WE'H\$T!4SN\R0?3.36 M>,6\X.C+LOI5K-
XEJ@X7WAQGF5&YU?R?9VXK,"OUJ=W?=:W\NK7T2DP9:Q ML77/"S/)6.#XRYW9J1:%0=I+#J939
^J<-2((.W+LC6^LJ;5;TF*Y6VV=Y9 MIQG")2<\$,!Y3 #,2@X(5F?
@U*3.>0%:61K/T3L"9),J'H)5<D)LLJ6,.\$GO M""9 NID0MU300'1]"W^&)I=Y2\$>@3)IA=)K4H[E#
(X!G;)W;/F%+:!?'F3P M[%JLBQ:+5QEJ,RCE/;./!2KW:2;X(OX_4+J]#\$VYO1WJ'3YI685N^>XY'6
MJ>N*/>9'KCO.F!Z_.C3;GKVC:T!Y.H0N7?J:KUB,=EFZVY_9<+=7C/9#\$!> M"-856GQ8-ZOEDQ
N.:5@MV7+^!>;BHJ/ZI>I>!\$,D[1(4P2* F8 %ED*RI1@ M\$#,6L2R/TPAJ1;R!8#==8*!#-"008^*P0
5Y!LRKE_>G->6H;f;+9\ELD&/ M;:!!MYVP(A .AEVN@O?:73&)\$#ZP409C;JYRP^QFX
AXZP6J55YLUZE:EDP^F!U%W01H/_6C.ES60NL!7?Z^FX>?Q53P+N (>W,^?YM7#52!0""[
MBM8+=EY':ZW(T-^R\$EO>3J^? ME9#1+\$SY*(: EA\$\$.1%DH,TY#A*2 89-YHQ?Q2*9P75&=:H,&?
+5C#Q)3C M#-)S(RXFV!E,*#8V'\$8I8RL57>KZD> MF)V2)%&N1#):(2HS #,2^'UAR\$&49A%*6,
<)J51#I(3<#R+Y@9JL 5!;@Z) M\$9OTQ-,!68":D.WS6RR,:K#X:O6X0+VHS5VV?U-
: @>5.KJE!6T!6_YMV=\$F#CV(QR*(U!G%("(.4(ME AEPBB/8)CS?&3(*F+R@:Q0X
U=9@U<:40.W'#!3#W&^ 9Z MGSO><>66!|<,4@C."6.W;A,NY9:9:T*=Y,"@LNRI17?I+BQ;#7C?
0!U7;F?<6<, MG<-!PYD!%:I+PY\$N,|U!FYF#UC2#MC6#%C1!3Y3<_YXL#QUEIMH)UTUEO./I M-
GUEIMJ.DZUE)D/ XFHTL-AO'+L:01W=OU?@FV.!C< MK9!EQ!A2=LX)0!=[A
D^+M=U*,6[7S^I^G17I+J\$[MRR;I DL8FLLB"!ISNR M?&7_7,^:^8H\$UIH3EC;O!K.JA./J"TUHQE&>-
YE@%A3,JLPFZ/U_6P2,M^J*ZP*N;<>L:X|LL>B' M@3 "2|++!&";(0!3S !*\$ *?LA4CV2-
2OWY84C;+BI+"F\$8 9P@@"&!693&>D,<\$IV&!8EIJ=8!6A#>-H.V@T+7L
M:90T*D0"B8FI (VS45<@G3"2D(OXHN%X&I!>X\$DCZ\ L6AK\$7LHZWJOF<=\$
M[FLJ3,F;BM]/5PNMC.3#MSQ+JX*A'!8H^A!#.,>#&/INJ^1:@Z!9[K3^4L.%(8Z3,
(PYG'C"XFK^\$^>,K.80K&UG?8!^?4" MMANH?+JNYA5K&G'>XGFE_B0,6B(V<187%"4<0H @XC)VD
)\$XPAD)\$?""5Q M\$L.^?2X;#G 1NO[N]M^VDP<>I R+M##-KC\$OI#7X^(\%?_L3M<>KHOO^P:
M+5\$[N.+9L'B WE70(3@=KPV2";CN6750@M(MB)9F#UR (ZEP.4F!SH@JGJ M.V-54#-QP*
!4C=FF>7HW72EXAUG%^'SUBZHFEWE9Y^4@;:U? J_!NCY>?S J MM;^"+=YI5G,2<"8TE%#|U?S
M:BW773YW^65-@%:K>H!7*W6+*-'1R365+&3I>%H M2=M2!6I.0JN?;TPH22)8"!^P"
NNIHC'&4CR*&(RY,H,DJSV%W>>T"!G|=B MU;=TCQ5Z<6=I
LT.%GW;+"K(CY'@K\$Q!9_&);!&/\$798!WT*0L3!QK_>#I? M+I8/I5S,5*6+U,ZI7KU_0\$U.U4R5-:13R\$-
D@P#&%(&"Q2E(>!QQ7,*T2+7J M5\$X!)W, 92)A&A64GN3*N>%S0;J9UC,G4EJASM(R=|>+=P?DN?
MN>|2>7 MG434SA'5R!G9Y!RE/'^NV3_7PLU!4J*4YZS)(4Y2%G" "2<
0^F9U\$<9K%N(%N68>MP4,_X=LP7,I&U9(F3+-P31'K,GIV'^.:9 MKR=8H).S>NI52P!Z_E#-
^9R@:K6M,+M;+N9DSHMGB6B64CR@@)8)AF*":@ M2#\$')8XSF!%*2&K6Z4T+K&^/>JO+M-
GB\$Z!MQ>1SAY&A*Z!'4TT7W3FG#%WW M 6<&M:0!K!ZPAE1I
M/2HJ8M!AL^V:HL:FWM4,R%L866I@/_J.9ELTU=-TS#;46SO#TM2!;!%:X#>ZV MKH!OP%2#U"!@EX?
Y:C;80-G8M0M8-S:-!9)E!93G'U7=HO^#Z,"VOOV9JZ9 M0>%Q<5!&H,S\$?X03!D&1"-.+YG\$!,4Z2-
(>S9Y60^FTE'\$0!U7@"FHD4!L/4 MOY5'XE=UE_DPKU0HKKOG?&6H-E-MIYC&2)HG>9B A)<%@ '&&
88E!"\$)PXQG M.8W*L&:/I^L,HH-SE040C1G&A&IRSBH!>Z>#M/02HL@!ZD.XT!F:'&G6 M4U
FU9AG2-W7A.<>M!-POI+EOXV>' ^?D@!1:3LE5N??SYA_JW4(NE%D9A4+7 M9;*RB2:@1#\$\$"-
<%+1,BEBKJ8@V1,!FWA9^L(- (#\$P\$! SS-,39*D(VEA>=)45M84\;@FLA7\^* M:E.(E6?
Z.BMX5O(XB0\$O\$ \$PRADH\$UX FO&8YQG.2V+D\$&I#JHP7>M#!O(M
MCG8!W#B^L!D)/>7@A3^FMT@#%*Z"#:=Z+((6C:LV!O0;-G!Z!5',^:(TVB M#W=2C6+,CGW-8KZ
>8G0!f'([@N@R? M)<|5E/?3@*8=|GZ6X(.9I^??.# *KM=T+G;F-!E!,ME.HCA)XAR"/&1"8!E
MPAQ.0Y 5)2SR!+- (K^?FD;4!2V@!'+>C!Z!H^SPX?ZI=0)F9_&D3972TG4#? MZG3;7VNR
^X\$<S!M0CED.C-(H/O!_ U\$Q;=2W.A5*,/4P;ONJ=F+!8Y+G> M37!0XG05**3.%
!N9C!2P9XVK@1<6&\$P!#L>10?#BY8RDY9!1ZO;\$SSA:UF M(2)1E!6Y.->L+!S7H
BABE(A4J*8)@S2*");ZWON>S2!9>1:@S+3+/B/T M-,<%Y)EIA0UE\$M)5!.F:/ H!RN!7D+J;JL:-
@9^EI^G!C>>9*X035C@1^ M? 5)A?D\$?:N">NHQ.R'L)NP.>CRUH:=MWDL4)3A\$0.\$4PI@R(1_""
<,4\$SS MD#.>1T2KD8PV1,^"VH/KS4:KEFR3\$^ G3+"3*!f'G@-&VO3YTAXS\,5)RU
MR=|78\$5;-0=:)HNOZIB.0
MWJ:NZ33)) ^N91EZQSB!9S5EY_J>5>3Q"=7_4'6S>9(4"2IB0*BL,H@@!CB. M59%CGI9XR
M0\;139T0HD7!D3P00?2L5("T%;!#"<|KT8Y3NMI6 MD/6;-\$!<^3H#U(.MJE>!P%Y6&
C!W6E(O_QUI%<|3FI-O;+Z'T=[AF;Y>R5 MIF&K/@-C5I(DP83EPM*+"P"S@H\$B0R\$&&
(<8E1F!@H9W4C/N! MH2WEI_*53LNN J0@&TXTV>&%GBZTIM!A;5@-DE+#L=^;/?U8R.G;6G':AQ
MC*R#Z1="JPG>(M_X":Q)^+Y?=FDQ\$7TIPEE*4@3A@&\$*808%(0D.9YP6D(MHQ;Y0V. ?-
LS6S;\$8I33P(%'2=+#ISONE)H"MNF\$GD!8RP;|0X0J'KMHW' M0+U-\$!<1HD^V=!Q!QTI/S\$!E!8BQ
9<0ZW/ZWD!\$*QNNJX=-TDFT1\$LB2/ ME24F
!A^4"\$,2AYQD&9T8*1+,T39"3LNH#J1TTZ%.07GK1HR-'IO;57H M 99E\$,8X#+E6%T=CR)Y5B<
#2\$2">8^>D7+1ASNI=C%FQ!YZ,5_ O!GL5!;T%#E#73Y%0BG-\$
M(L!A\$@(Y/T^./N4@3B"J\$",DDRW\$^S!ZO!3K^:JP7%7SY=UT\$X9-&P_>9PQ MXQK@8G+-I-
R>4J.6L"S%M?T#F770#"3U,TTWG<|_%^\$&1/TW!G@X#*169JB9]G-&B G3GG69)A
M'K3!NW9JX1!|:%5V=[SP.\$-Y7N0@BCD2YVXJ1XXG&)19D6\$!3N4T-^KZNK>^ M9V&7-
3M69^TI=NB)!@5\$FDFQ"7W&XGJ""D>2N;_ZI\$)X@K1!>3OUF,5HE9N* MKH59_/J-\$<'UIOLZX3(G.
(84((PS(5T!W*8"BA)A/XCU*H9!6>!N%9P'J8 M00?44.Q&6#N:6X(-CTR?
=%J.%GE8IKM!JML;&|N*N*ZF18R2,SHLY?B;T!U* M&
<5!9U3*^).6UW1RF/W!_6^V@Z&M!U^WC!RA5Q7V^XYJ>ONLQN!|^L%J.F!D M%YXO:Y7&BS(\$A2!-
LCU)8BEC"5#C:*,@@)9LC(U^>.H>|@G@B'=EBX L M^JN@\$+P3QG\$C!6U^,P8=+Y3>C;(F_+?
3+\$J/(!)!@B.QQ"+,=3#I_K_X4 MRK("W#/#KH(6<8?WE!YXZNK2TSE^T!Z4^F+OP?6J-T

6EN%=S9\F#6O>7U?5 M&BUZ'Z^KKLCBSB-"09J"+20)Q3@HN 1QFC60F+J-"W\$=\$!>=:O/>S@_570
M@@|Z^,VTBSB-&Q&9RPP4W\$CU-M,Z|MG@X\$YZ8P=EA./+;X49@:F%H&CAN;X
M"M,9G%J4|B>>F|<.O'C&WN0&_J5S:66=T#;H8M"C;8?M@-I2U8@G. (I&\$J MT|<8\$7XOYX
3@L.,A#&-\$KLI'HX^,XJ&TR8P9M'I>1SF2UE88'IGJ+|_+E9Z M;?_J67P9KROZGKTN*|H7-.8%B'+
8MQ 6"1,E"&&*>L(CG,<)EH4-IPO0 MLZ*27R^5@="'-#J=)BE88U0"U.(2/\$AD BK|&'>+9!.%% MXB-
GH+=!S(E"F)Z^*YX#H&_#9@|?J2/\$CQ;MH6E\%*4+T-KFX(OPHVW|B. MJD
1'TCJ@VW;#3|5)#_GQKYU#-<3=?|:\$6" 6^LL?NP93?-&XY 4Z(V_L<7B M?U?+|I4WAHEQ>A-
TZR%M9K&)|8|C\$ '*: H@2A*.,Q S'-84IRS+-%*_CD+ MR?QV.
(.)'#P#PD|Z,\$'+7S|KN3C#|L_F9RRP>R,L.> 40MS+>JL&IJ/KSQ9-M>W,M H?-
SO5>L+3AU|A1@^!7GUYD'\$2LTO8YHHRG""8@B9((P*+D'-.);R MD*5AQI!9OD-
|SH9P.D'ISN9QZWSK?OI@G/&I)8-NMZ,&B;(-835(0@1I&0V#05WF_!0C#
M#*\$4T9*QTC#/_B0P|QF|JB'-'OVPR*T_S2\$|675%MYG #B8';.\$Z;A|J0J&| MW/G3H*.F3|+I)%
<^?/O6\$|68DW#V*;I^V_R4K7/P'_MS/WFXKY*)Z,W,WB M6.9LI 4H:(X S%\$.,
T9R!C%.!66M)!XHWE;A@CXOTPH#*=NF7)03_Q|L5, M);28#"<#*&2N-
H4UKU?|:AE@UDT84!%VB9+V5V6S'
UT_|29'DN'#"G;.)#)T\$T_ ^"S0_1#2\$V%0%A_6S4J8+W7S_06N7M(U6377 M%?W&Z|I" M|:O.\$NH'?
>#7H\$/(K'!69IOAM^ABTP4UT|IRZ4!CU6P0:MP5:T Q=ZU+H_ M+3^S6+SST7EBEVL|WRC|RO.
|3R>)^0)H::.LYZ-N4%(B",29B"-PPC &#. M\$8D!*C-6D#SC.-=*X#^ ^O&|
|K+T7MK;!=EFA:7E9\$VAH;VG39FYC'27!E66U MN_BT|MI1P@ZLJ-
/V4YK6Z%YQ6AOFET3LCY;+^0DU(^,S|E|_0N3D_|CP!* MT@3, \$KE<)&80E M I"Q&)(2(OY
BR'BZ=+K+.Y=V"4|L%W@<;& M-0DVPT>LYF&>8;JNIG#J@MMW-<|C
URXA|MV,SS|!B|&9>FPX,3Y3|V5; M/;*4TAVJ5|_O#K|)Y:6Z/LZR#)40%SE /J\$ "HF\$/8;+ #/
P"E&>)"PMC;). MS@'TKCW:TU+!WQFCJ=\$H6U8:N@/G>6AKL9PQQE397\$14RR4@QZES03"&7 3
MJP0|X@^U@>9|KA|RE:PE=A(V?LP"2DG29B#,"<\$P#Q|H\$RX|!>'(YJ'\$GA?+5|;WCTBBA-&";(
BB@!,8@8*1"@@4GX3FI6;.(V|_|*V M|WAE;|R@:G./G'!O)
BPP|E|!>F%G6/*H.R4WOJ|!L,SVZ961WIL9R.63^@:OX_:G^\$G|L%W.*NMEL=V*+^KV|Y5U#=[38
M#*+9CAR0ICPO2P;B@A< EHB!\$L<\$1)|@7|,7RF#>Z|,L11S4398ME- MD_-B*>^@-
Y@&6U2M;U'<;)N>Q3'Y9IBIQ*GVP7S4I4N^N9ILZ02G:0=9NF3C
MP=Q*IXN;J6|&Z.R^IM=U_8V1=;TZ=5|_/%R_H/GB^FFEHR_/+.'I2NKAH5;^ M4Z RK0-
/2UVC0)QO>20;#-(QOG*M-V|T6=5|\$6A^ (YQ-Q=(D>J2.3JS0
M:0AAMF|4P|EU)Q%U3>)ZX=5|W%PSRDJ'=X|G""*2JB.K3>9,(T0,Q2BL<|@G59=2.UX5>A(N^8V.YJ-
2L(3DM>A SF #(8PIPS%09K L8%\$PEAOU M_S-%P+.,|@B O@D+|5 (-GE.@&"Y*0992(0-XK&|
:T^#TRT="XWZ^5.>@Q MTJ,32'RN@XCAU:|)2|<&>RFX*>US2V9XHE6&A;S)BEHTJL6+|A1IC M
|.73C@@RH0H;Z&|H80?D#HNR(>|V|GK%|:2(Z_OZN7+G#+Z_06/1LZNW8R8 MO-
L5)W%*65%F6&0D"(%,(LC4% AT2Q*\$H@2&F.4FXBP/FC/4BT0"=2TU.<. M%5E!X6"LK#YK|03>#|/=
(#DE1I;?S?@U3N)2#"O?AE,F+T^SS7SV;+&#'_ U M7%8?|+3398T9UGP%<|I?
>9A_5+1>O#X,X@KZ@;B3"WCV,010F#*|_.6 MK'X,X#3=YR;|3D@VDVT%,CA*L|@VUG2K*
("IU>=+ #9PEK!AA.#|PW8GNK#C M5566P%85U?;|H51)4BA?Y"KL?!)0F2J4 J*.(YX22DIB\$ T|_|2R1
ZAM MU;;AH7R*.WHGL.:S43RD%P/.<%GJ')TAIZ",NF!>8;4_=/QW.-V\$OJ1<5;7 MC'9YQ!_6XA<9K|
IRA"G(\$UE'!F("V<9P0SP. G3F(81YD9M:XZ#|2R?FY1V M:Z?X!?'T!|1RFLWDLX?7E|!%?!1U(=|
(Y3I(CX3P!9%+9""=T7S3//&W>F_7Z MB5547G|A7J""&891'G(6@C3F0AAA)
Y*3\$0Q*X8E%FK'A>TBF@Q-4CURC+JF'D7=JDOJ|DJ3=44|2L"P"^KO!VS;?%7|E M#W.9C5&MOJ G-N-
9*5NJ\$1#&G "810DH".. @A.W&#Y.SF%GX1/V=F! MOZ)Y|=NR:6ZK;T@VUKBKYE2F,&2EC4*11"&";
<(#2 M* YK|_|US4_|Z%K?T=V*CWMSH;OY>D;S6NGY)0|6R^H!+.8O M+;<-VD^|E.G00-'
MX_|VH3;A6I'5YXN7*M#X\$|(5NL%RZ:.*|&|?_SS9:&TLF655H|E!) M\$SAA!EF<0D1#K?"3"5#/.F&
(@JH>0@/8IB%B#1J;|HS=,L8T?+R%?A5LX"OV M7.NPQR*.K\$^OL|BR|LB)
(|WZ3#B.;QN|>VG_XJ^L6=5S(IQJF:0AHLA_I+OP M(KR(C7L3)QF(8,Q 9|G%,@\$;X#R"-&BC3/\$\$|
%88%#H|U1X^G-LF76&5 MA20%1?TP0,BV_|^LS7-#;|L-,TVMR;J\$EP,4N498KE07%;WW3K O?
L_2#=\$8<4Z7=O&#T;.,9SNBERAH72.0B08S"J< G> M==@X;9IPP3'E^I;H_-DJMV\$*.OBZ9_D?
C&1&C0S4 M;|YB GE:C6#E0,08K&&G>39FQTWUO%XU MO|S7MHB|&|@Q3!*D6!'F(SM3'&
M&CTMX8A@,Z6P=,O@A;N5=#1|^%&4H-\$1R(-FE2"= <@>5^@=5ZQD|^_LLY;2'IB9E.YQ0\$|R
M|>DR\$|8>C@?.TZ"(V';6WQ2^3L V+Y(G7CJPE/P=X;DF'/5.6OSO_^:LUHL M^?CZB#03IHEP;P"J^
M^~7ZK|&?+0J&?K89Y|JL^5"C9Z'#T*+|YF",9#Q-Z-66|RUJ|D3:|' 0*3%;UMQ'E|H M\$K'5(|A73|V+:-
NTJ?&J&%TF'X|:%?|_G7|R|UZE7|20?Q;9Y5S|659Q;|F MQ>BNDSZ+XAP5""*.;8;) "D#)
<|S4&8T+XHTC|D-K0^<'3LRK81J.6+1I7 MP0:1 *V";^(KHFRW(FO
Q\$%C2^(|G:2QA|=1AK|7+"5T:6 M+ZQ^O>6?ZEHB)1MJ+I;2)OQ-<V<|C(^4P_-Z%(8!?
QE09;K9M'UA=Z7^BUF MCF?0F?+!ZLI?"|D|_|FY Z3-8S>NZ:J;U!^+B6-VIWK)XOJ?)0OK#OZ|F
M1M(\$)H5,W@OS L (\$H)#@/'>53 -(D_|9H0?5LBD@|JMV2D:R?'H2W_E& M%>_.#VX9Q8E6,56QO.
|O(N7=8|^6GPL%Y@WC4JZE:|^YGZ2M>E1IKG*6KNB
M:8BXYK6A6:%XVETZM@@@\$+097_86\$P*)|P*5Q8\$*UR|*HLS"G+X|296,W3^J)6Y8_2)3U-O|(\$D,*S)?
=+5;LI&>Q\$D8HO-FTR3W&UNM%FV8 M9L8*H9>BL X%JH%GD)4%I\$!
<<(YZ6C)/"HIV"/XRUA/#B%@Q;@)=;|WM ME'UX=T+&7WSO.D"|G0,^1+R|E0UV4;|*L@""OM!*VXY-
F=#@=|PLELN>XPI M.T+TS0/5;AFN\$|5V#-&V!|=4UI4*:FKMELT*+_W?^&%)V8R&-,Q1F(|Q1A
MGB< L1B!\$&.&8%;D443-&E\$= ^/9W.PZ-760KX(6=B" !Q*Z:5^JHXP:UZ/N MR#?
3@;:46S2K&B/L@I951Y>=N''5&&F'|M&G|:SU*ZI<\$57|T;(?U?S,0N+ M+^-Q5H
<"8|0)B@'_.US0""G)0H+LP&#QV""|R4 X#*;7L6C%^J(>=WW:\$
M1WJVS664F|GCD.@.F#OSX30ACH|I(P F:/Y/\$|A_S(X)>6FY>#^ ^ ^)LXK>== MR^+W!_'2A=HN-

7E3'N0/U?Q_&&UJN'!'.0SjG&F*TS3DXDC-\$UE9#AG K.2R
MWR.G+. =1DI8S00U>FI>5.1.51"Z&&.O[1QWFP6V70WWL3N2375C'VP9JAH)^MADVQOY7:W#8-
9X=V.T&f&O?GN3CP))I7W22#B3&:SS?J&3>\$fM/M%|:f NBD<+MF\$5%B2/*+V@8,.,L_6V
S^08#MA-ZWY,^"Fj:)URB/3ZSYCIES.YT.'4#_JM/48AOV5?#QV6G.GGH;6\$G2)D)P-OH)?
ODR_ZJ67N&RD:FLI0@.0R%ULIY MF0-8% C@.LT!1PG)20ESCFRZ\$I^'/\$TXO)N-
W&P0N0H^_Q5|N;D*UAML@H5 MQTRG;:#!63Y4XXM,EYE67U2+^_)_ZG3F.43TN MM@X(-
C_E3|.: "FA.I0.:4F799+.X7H3YN2<)&8W!>?T8^:7')UPOD8QOI^O MA#G)BRS/0Y0!6LJ6_V59
AQ3!,H8\$TKS-"PS|1D;^XM|fC(%0^:;\$1/\$f_\$M_M2)R>\$R>&>>O+RXAT4RL3*DSNJPX18;5%<7!8I-
=3)PB8W@=B|64HHY#Q.8EB4%4<82(4M4^+AED@ "U"#.D:\$Y!FE2"U.#Y'W34N<5
M6X&6F9A7|7^%A.)_4?"ZN!%E83^~|f5<13_)8C"|fHL+6_<IMF4N UJO'9:V<MJV%)S+__6Y2%?
^GJ8J!Z4?R07 7BG6SQ>M?@K2X*O)9 M;ME;?F*%NREIGO6Z2|OYMI""_J*=EWGIW+@KH|QOS
M;: @Q-YN-V<&W_N?6Y2# 5K*.38 5.*G&9VJH;526D.8P!3R/A0Y/\$0\$%XBE(BCR.TI@7.-?
M%ST/SK.VIA\$(I.:H(G.T&B|0B?8XA^*3'2|_UN7D^*N.61V8ZT2E|C((X M^E1;A74TEH|T*
/ZC#T8_"6Y1""337D+1^F80PO20_JA+<=76-&PR2/A^F' MU;C5/_%%D0E/DV>(9BS.\$3?R-
_l#Q|.:2.H*|D|*NM^R1?N@9Z9-AUGS93/_MF>0T+YV8W?
#"U>"#RY"9=A2"\$|8=#\$=PLZK|XNUK|L_UO!T@W.O"DB493\$I M"Y8!R*1%%-
-8F\$4QAE\$2Q3DQ2M37!>Q9J;U?_.*_4V MC#=%5K0<%/!4?G@_MBZ%*.E|N/41DFH+K8Z1/4'_J
G*;L^Q@R3RNNC|UL&WX.B+I>?4!U_2J@_M=A%Y3#_- "@PXEAV?492!(H4QH)2*:8)3I%1 JD65-
JA^GXJ&IS_-.N9-H)NPX2"L;02R4TNC|:NT M%Q M&9?<61XM'A.:J>)|VM|'(L.Q@?
HFA:7V,+&">3_KA40:3AL^!+?|=KUJ MJ;IO_Z-Z:5;TTS|7K|??;JK|6EE/=U?7?Z|Z7NV;6J34
SWKD|PS50';U_M O(G>8M3/X@HL*|R4U:2|X+/#OO-V6B7KVD.=+*7W8L8,\$SW|O
M7|S|;NMZ3>=BW|(^)S9#|44|@1C) (P C!;NO*XD!UG&2TI#RLI0.S-XL*YG
MJ=9!"B0H_5NH(=WGKYLLJ3%3\$%J&\$-T7'4';ZF)HN.YD-T!D|H>|HS|^++! MTO?
HQW73L%5SNWH4ATS("FI&XFGS61Q|;U9S>YJ.=UY)_FC_.B8.'QH\$8<@37@.8\$1D3_LR!;0D&:0)
MC@C1ZF0_#L:S+ JX0'Y-=R#KR>89|HS+ICNBS63S*+WG#5,3PFEWW|E4GIG MP
X|3QONOK9_TR&KUDWQ6*9VP3\$*E>,ZV/8GBT;.:@5SR:3U|P@^_.PN|9!_?W M^_W?
6W_M|H(J8M6I0:%@U9UG>\$_+VO.Y@)5UOR-S1|>A7=V+;Q|I_.S%|/ MTXRG&17JC=%4&!TA
B6#\$,0YCV+Q49@E9EVO?PJR/"O6#A5A!'QYBPS&?GQYLA.D^YB.2&D"Z@,2&T-Q&-EB-
W.#QG0>Q7T% <= MR6T48DK>HT4S@WF8ESAB(,%0>@B4R3O-D1QFN TY6&"B.G!>12*YW-,@ HV
ML,P.K>-,T3M#+B;53*5OP%T%.P1?"27KM*_*%V.=QQ&).JG%\$R|S7 ^_.6 M*3VR/*-
:M;47PCCOVb.^9Q7C|f6'9;6:5VMA|(^=Z48VUSU1)_ ^TB!FF^M@S5D_RIV&7F7KH<.JKQZ3?
MW*\$50.L0^~4JV.(6;) "SDOQ|.8|,,"%Z!UCWZ|f|BY<>'4;.! %0P:5SO|WMHIZV_:GVQDP|7|@MJA-A M?
+/*|6_8;_B^S7P8W^P_.2;&.V"| ^\$+6|F|V>8 MF26|VJX_1;XKJZAN5N4'F9\$|?E0YF2MWR:W6|!_79%-
QWDR7^66ZXUS62|EG MEP=4 ^!/_U%+^UQ\$7T.!_RTAS" "&&T^"Z2_H07|!;U4NV!9S|A<+I6,8UL
M,"6/GW9;,\$H8XA&- "6R0RC/W)BBU'KPSUU M^+1|HS8XF"D/&T;K:1/|f#-3+|N1A1 M3)*8XT@K-
UH#EF<==9AE\$6Y|PF6Z6D91XPPT9G^SLY|X4,R'19O'P'TO3E MRN,D'RU0/O/*A?E,G^?50'D4-
LYR29M9%H5Q4608I*1\$,C6" &&"Y*",DYPC MDAB/'E73?YU<(N,"|?0#S0 LE47.! =RUS!30
M73;J?'HPZ(<\$15(N|4FG/) +2U9Y?/Z263.6F9%"47-T/77.5Q(CX*:#P5B" M+!;4"N#1X|K^8|"#0>
JFMKVOTV,P/9^ M|_J#IX/>WA:%IQ?QN QL>|U|;9GSU^EN+3|K@O!&7M=^|6%LX>Z|.F|Z_N+
M/\$%|+ \$KUCRLLCQDL(@REC+H(QSQ_29P)Q'@01%D@38_\$UD=W%C:7.15 NYH/
M.Q^:YX8W1|G|R&&88|/+HAG>X?RNN'6&:%|ZV37|:9_&LDLV@!;2TY M18_:A(8O.5-E=
<^6O#O MYV;@3"6QAGV4.)3@;"/"2(B2E"_\$Sj&E>A\$ # GCSW1%K M.|W-X#L>D<;6Q?
89"LO>9%|6|>3J>N31:;6I=JDO@|CHE9=Y&* =^@%B&0X15 MC#Q(A=Q'-
\$TY.23:W:U\$8^J*|Y|&LFM59!/66|&1 IE>V&E"TFE#6\$<|RD:NSI-ZDU-68T)<*7HV^
M8|@+TW(CSRW502C|TL.5AY.B8NC",GU'2&<9CZBONNIQ/0#6*1R24.VH?/ M49EY)U9A|FNUG'?
E6|Q:2V.GW=8J<4/MQ|_M^%NOEJA578 U MM^RIL_\$W|8ZHP^;7NVR4DA+ M|
fUH_RTN66LV\$K;_9Z^JL|_Y0<>3V/42;XD'MX%*4! S%A"=^%&09"4#Y MGUVK.N5|f#2 =VU^+*\$
O@EN2SD|f|;^IB/<=+O=7<#&X#|:4 MU=K5|f#5Z"|2;X|_>F&L^Z+9VN^2T3>/OZC1^RY<*S>-U+6-
CP1A1#5|3E&*M!4.<8,(8D?9)#*|3KRPKSOM>A|_ M+J|KMI*MY^+MB?QIEX%K&C,2P@HV7",V|
MHN^_%FF73_(J3^\$-A|WO|f6K.ZUJ*H"7%+Z GJZ!_#IF\$ /WRW%74GL/5&; M!^|Q|L:P=NB^06?C
/2|LZ6'|RO/PC_A;_L=#<2|*=:WX|@RMZ5;:RJ#=%K6EHC|\$POA8M(0!;AKK".fK M9IR&fTM9HE=D-
4H"O33F8CF>5X0;IG!>>|J1@^:GK^(>GQU|WS|EJ80M?@)<&MF'L)*KK.0_ZDML=?/H|_'+
fJ+X&@O/AN3 I3\$P8 M"C|5|BB2HB01/@J8:@ 4I %V0=:L+N&95W ? 'H8RNQ0SMNF<@='6,I8J?H)
MBK;*7-6|1"?YM;3QU|_YT 5IATZ#IPA"TI|@Y-N:VDPU|ZK|fW%A|W>K3#) MK;5OU22|<
=7&:BG35R!fQOL^8^f?VFVDAKHOKZPMY5-:S(S*7WY|fQ'Q_+ MYO;N9AT-C^+: W|VU;f|9R+M-
HL<f9Z|X<f7|,PE3U7A<91M(G.P"CA083B4&1Q M\$(HHQ: K*5W";V(#6,I@.L90;Q^? QG8.K^2R|3RX?
S>_6G5ZC<%8>f|fR.M/T:2TP4PM#.=+KUOT\$6Y>J^9?66KM>ORCKXK>T%T57H!!_J-8>;^T+K.(VE
M8Z>Q79V7ZN|=OYB.)T"#8TVHKE|_Z \$-/@!,W@'@#*;f9M6)/&H@%\$XE7G_/UVNI?CYM:OD1Y?
*|W+KQCW|?B<"+A9L&JO*YCF!@_M@8IP"U#(8N(%L2|^FO4AK+KW9Q-
YTEI#AR&N,%VS)^C0A)Q>U9#T'4OW98 MTG)H|_#;VW%LIW2!G8:'_8:QAOR|56_9:?"-
M*&=,+9\$AP0?|I4K%C@LRA(M0X09)PA|8;:R9U(DSTZ\$83|)629/4/H1^:C\$ Z>VV-G'&
(CA*ORU,f'1#/. \$4X3 MI@HRQH@Q|@:9EX34RR#;fJR<-M|fR30XDH%/fW\$<#VU;_+*;f6|C?
XT:T%4OX MG>)D4|_f3EF2H=B3RP%C3Q|T(QX@S^=^F.(X2J@' M"BRX3&MV5^&
LMHR6\$/9*25I8%3 _"%YZJ|D2"E!7X! 14O:S2T&f2|+W!IH M2&fK|G^\$TK+7 _==%/KGAUWC%L#-
BOLEK|40^ (Df.U|=/15GG_1|0|f#HU?L:2 MP_-WL7X1OQ;_ ^ENU|CR6N"2(51L&BG
@0D149FOHQB1R4X:%_4936-G9HTA M/ZD0V+%P&KIZRF,Y5&#ZI>4+-8R=,f1NFI
C52G%&3)YTQKC=QN+B75V|+5 M8':_fMV#f0"W\$EK0#NCPM1=_;VJ)QHX="fS?#|@?H8XCE6#

M)2*W1A\$0%'_PZX;!<0#>0JNT)MYJQM0=Y@B#_2M70%+T^EF#P*~VX@?1LL M/*=/0%-
_6TZ!|26|>|HB7|B|M-|>|&BZ.TES*=-59?-IMD&+SU\HYNA4JH^M;|>Y%F1=|Q9,|@Y&X4(Y*Y<(BR5
J6(P\$B40H|6DWI: ZNTLO/K/NZ6^O5/AVL MIF96!2R:M=@\$ZJFQ'W%:%K?
&NPO*|3|=|&4MQ3FRJE1>F|/*|-47S>N
MQPYE^Z|1H=UP,J55;#>E;^"^^^,3A6TE&M1257W9U^V=>K2B-/9|'(1*81|)+(
M|%U\$TABCA\$4B|02C7JKE?|Y\$8&~WE-T.I+.|XJH9HGUBZ!HN#XFB@K3EO-(M"7_93)36|,S_:_9,5Y5.
|+;K, EED6=U^)M2Z\$& W*2Q T?P="H56?N05K&H# G|3C#-)/0
M)#*!,*8)HB*)44R"A\$0A(=@%%8&X3&INL|9QCFV*#9J((49YAGV*6A9Y6JVI=@C,KG#T+3LO#37>1HA
((V-Y+A.F0,?H%?" M!C3::@J|YB9(<:F!CRM|W"T":SB)*"MTK!O!
|HHE>3TIY6PM0>4"*CCKGOP=H8&? P M_)OFKBBM(G!80.>|(10C6.KIQ%F1@RF*,<_!Q
M0EH0Z87|Z UEH|^WE,Y1E25D?FFX9.T"6NM#::2DMNBI@; MI?)J9)|@D9^72AK%CO
PQ;&3>TATD0SRZ|):4@XC MA!;5 =<%/E|J&F|86ASLF^#;M;C+VC.*5!>|H|I?;-UX-:1ELX;F@^JX<(^
MYX\$1ZF:\$92C,,H(P|3%*O=|#:28B)H|7B>?Y(-C C-SVR=:TUEHIXY!^6N M*7ZH^',.&03;)U-F0M-
060A?H.5B *WS>|V=3%:,!9ALF3-36%G6KK\$ VHF! M8V-
_@SCE7Z2F%>*P>V47#/U0?/BS%AN^"N(DY3Y-4)RHRI(B2E B\$H\$2&F.> MT3 E@7|>N
_!N2|G6VKJ%D(T| "QO3IPC2NH.4" *;&6N\$K2/6H6VP/S4#@? MY@ &\$
1M&2"SH&@+0,'BHP%2C|9+ZXR57/PT0*J#>&K(>_||(>2WY;E@RB? M.B-3H1OK7E2??
7EFM36@UB34ZUAPGO=U7\$U9D1*FEQY*RM4B&|PM(4&W0B/
M"F9TI7M^Q,7N=D<%&E|@CC|X|5SU1:Q5M.4|+>M7.9N;BK)FN?|>O-ORGA9
M!4F2NMB+D>?'+L)|JIPH'D2,|UWFLUC\$?FOVH)P,2.2|>@Y#4%GP\$MGTVM>
MXDX#&GI>F@D^F"XP1V|"\$& M#|+BNAXE_&|S126@+^4^)! X7&S* M>?;9570^0+;D63|4JXBP,;
(E0X+I" MJ|X0DD0R|QOE|J9CY)M:R)6;B;RYN5|GGIFMXT5S4#ACNF_)P1Q7KDEL MGAIR|31L;
|KQIV&IKRS68*ID'?9)+@Y0|G --6|4.KO"U;#'\$ M6\$J|Y"Q+ ?RIFS8L_-;Y_-!XK5,'A^_%*A"<".&EB
9=|GV\$"5)A(1/O(C%J=,Z^803'EF
M)=.RXMQE;>&@RNFY<21H|^?^5UQY'0L01/11|SQHP.7|J"9R'CCLC08P; *,5VQ=* OS+AM&A'5.@Z:N
MX\$D-J&H?1\$ 9=[T ^RB*8P|A/PQ0BL,8:90F?NPSCZ41Q/Z;R,|?|JIT*N9Z M-N."2,(T|H5HTUD"-
"S:8:O|YT1NEFW^:0>ZD|;?EH:%*3XN|M6'32U-V5O. M2Q4>)W^|*Q^*[YM5FI*(IUB@-
DYPFZ"Q)#5,F1@)K*P|-D49N.>7;K2Z0/^Q5P-B8
MBROK#:'Z|KSJ*58J28.H5(A6:)|6A&Y"G%,I\$41^YE#M2|S|*PDC\$.%\$!H.+?HT0> MF(3/D"?
|R/53PD.>PAWF9VG-K-9;FB;N|?/(0% SAD^4U4V0MV7DS6S0\$M.K, M/D_I#1S7HR*?
=U*/OV+H\$1%IO:|LW=1T\$)' 7A9DT@8A"<+YXBRA" BB)?Z
MF&:"P)P<)R1F7J|*X*#H/*CRQ0@NFHZ(2="+%BI04+@7X:(LMAP#IP26/>M?
M%/#D^|YR:GAC^>35!OG6Q>W?*L2. (NGFF_A1#ND=1+?.2E3"#LIQ%*&4H MR*CGD|
E'@=U'YK.TMP.R4\$>5.M72R_YU?IH^QNGY|0T:-)X>O3TQ;*@6_5= MGF*|4+95*2LAU|;-_1&L9A3
;PA(Q%,2AX. TB/U\$5G4E,U_V#S8ZZ|;C|)CF^VZ:=X+8:L_Y%KB_=<2;|6JN|>*Q*[21;(\$S3Sj2|-=
|TD'& MD""!1QC)XH#!&H1JD5TB+L YC0MP1\$L>V#94#TDJE6T?"L6X%O6WJ*9?C?
BO6O(EZ|W_Y|/1<%B_-|U%U+8A\$()AP M<8)XF""\$11:BU*,8899D61+Y 859FKJ\$E_"A"|L/B-
|EK8JCK8+>|/#-3; MWG/09MKL,|HR.4.7)ZCDUMSPFF07|LG#P#AUT /?-U,@GT7=EG?Y|:@JJ268 M(-
BER*6QKQI#,I2P,\$,2P(:>9B'\$5_5RO31TQ(CHX-4P8Z&|EZ:4C5?4_.\$3WFO"4" 6>&|8L=;H:14J
M_ ^6#%(*%L)(T-&XU|VHZ4T_E7R%%8PX\$%'|RTV2#K9=S M96)LW9=>EL.P*LS!4
N6@SDGPF\$=F+/-F|DS7|2+V&S%1F#JA"N.A'^9UY_M>|>5^OD)E*|K;<M:I2X0_||@?ZYD)/1)
|D|MBN4T%28R2V"">>|Y,?I&5)N_HXE MI^=)E1RU9U9,0,22|6""P:(FR@2(C@V9*4/!S9W|E^>CH A-
B^?DQ9FUQ#U| M=5XJ=;75-+17N;3|A)T;I^%%WP@Z%?NZ'31)8MBR/R/L"\$;HU(9&4:GHRUF
M&UT49&@>77|((&WDN 7CN|;_8O/7#| H9M=5I98_53EOPKN;M@9RS8HJO=(@
M3((L1CZ/Y=;:>|AA13F)\$.\$N2*!4TB;3".&TP_/_|?N&&O=,M0+W^ I?&D28 M0CC3=
|7C|<9|_TVQMV^I5#L'#9^ZX;%!?\$&9+XLB+M97DS;ME)%-0Z^78>M M:57E62X-
+EHYA>+VINF#J0RT?..H_IBOJN).43KR'YV-4N9KH|@EU!7MI; M5RZ'+1X|NUF\$"?
M^UA0U;*YRILY9/O)92>36RL;/K3\$7CLE3+P;3JG:E_M%EZJW"|5IQ!0DC5|=ZUVKUWP7SL;V
7S/<#Q.Z9S|5; MA_9%(;|8*HEWJS77A;@;=QWPC5< O^8M2 |6<^%P>4|KRLD=^.)&2HJ?N|4
MA8.DJ4)%A21.&-^F%\$A|IM3.!AYB7^=2OT1,M7=9C<|&76WZ'+Q1(AL8HLN9; "AX/8%
M%J:A#%#5SL%37"V&%\$ _#R>@JR(#<8G=%YE,+Y,FC)73.J2.*_N2GFZ*C^4 MF|?
JGMJM=@Q|5A|#!GOU)5LS1?VA7B02|NCU|J7D_U7"-)4%4C.KKO?Y2|V%
M1BZQHNP|*|JHN9&+JVH*O:O&%X=+<5/4|8/?TJMO6PM6+?XFM2SP^67R6'? M%2|'|=|09<7U-
9R-;JN|A:>(9@.7|TR+*M)B|@;Z4T;|!=3H|!&FI6F.; MEF|F*|%6_AZE024\$U5'(
U53R@78T1Q%J(P3.1_-/'(2&|U6/>#SVWDM?5(M%3VG)0@MNSK
85PQ394.;&GI"V907O54@@EU50>#+5Q0|52,TTJH9YXQ+526 MB;|L M(&-YHJU:H-
2.X|JR=4J)8D783|D4A#A'D2HA1CN9XR+\$0H_##S\$UC* MCS9M@TL|V(+;5Y&-VF5/F\$&Q-
#HUFJHZ=)=N+0:\$(|3BFO0_IY(VB0!L(X|+W1&EH79OE_LTYG9B=E2=EFSKRVH(ZQ_1+Z%S_!1N
M06:@U0|7%W1POR*0T?G|TIB+>.O"#4|S5|I=&);HNZ/7_*-|%;8TB_57HR\$ M\$*E*2G51FD4KI?G
4;>=NH|E#C^_DZS"; M*+V1YPPNN'F;HG."36|4=##JV|0J.B?8Q69%9Q|VLZ+_4RBWDN"W+Z*DC^*P
M0>/=MJYJ>9"2I_#W^7HK|MG2C8|N6_3JMEK5T*>DPEETJB6&R;""LE0RER&
MXLSEGN>ED>^!&@G886ON?5=LBj=|H|Y=S;(9EE'7,|*7QQ*F1GK^G(|!S@N_
MJ_Q>.0.FG2|'+;U|G=,NLK/CSZ)E;QXQ%))*\$L\$|J"O2 M%7HS:|R.+-'> 4B34>B/<&|WL0NU|BCW-
PU=+2=GSKJE_JX"Y%/3EM^16O M4%O6N:@G^HF'4?U&UV3/M,G|YXHOEF%68)
(Z|46|J1.2@.L=&|4IR_04 T\$GYB=Z53R6;I
ML30@|X:=EDZ%'>^W=.9YLX7| (=R7:YZZB&8JNR1+7494G5(R7:E8/'8YN6G^|XC!I9NZB2MW|#;_#E,
V M4|.SZRA^UBG480CT.*Z0&?V*(L!54>1-3P;78);|E9\$!ZV_\$SD-@BA&)7*

M6L3\$>2H+!TB,BGH:#S^N&\$GJR;%|2/-RR9S<.|17?F1\.(D3I"K/!J8Q2Y* M0TX1=:/(!
/T@<.,8TE_B(B70K,4&5-2^Q\$D;UOJF
M;@US3;'649S!BG4Z1)84YP1&%E6,TP\$[5GP61C13;+OL:9#Z5&HW!>AG\$G!
M/SZ(LE;88\2F.*4IJ#J.9_DSC+BIEX<982DH*)4 9F5F(!XAV0:9E MST*77B_?
&HJ9:LZ^W+UHD%U_>8)H!<)/%Z:F|.6&*;E^?H*%VXYS\$|>|8
M:9|P%\$/VM)LI\$!9T&IC\HIK,%)QC_64\CIG6&BG,>/M4E'7^/\,6|4UJDGQV
M)4@0^JH;@\$OC6)IBF5SF/(JD9>:&OI=&V*9L3&S!H-?8)3089HZBFB M^3\$">N?&RKC>-!&
|34C+D+F;+G=0OF-/!TT#QD)V,F1B41TU#:AC335Q-/!MXK86_8<-?
T|KL9*+E'!!&>))YB&5'"\$E<2N(LUHK"OTYJ MYH4W;-'8\$_.=L(!&:^-0C2!|NP# UN)%V:|7Y(2"
.@E9PT,LTQ|!|"UI-- M2|S1CFOC(RS73TU+DH-N:7IO&-XV;M,JYSDM7|J256R^(!4S**,8\$Q<@KS\$
MSQ#VL HV|0.4!&G&N>=ZPH4%FUZB-+J4M2:-SFJS0!W89(V+.1N2_5 M(\$+#+
|!"N"63K"NLBG65OH*Z)>W*!=/4%|OB=K/9TK6Z OTBM?.G#2N5'Z/Y M#+\$;!Q(!V&FR@'BE"
(J8I6VRY(T83C,L)9'X0J=N2_E&|*.HNPHTDY/&|1H MKV&E85?800"V8)<1'F/V '!L.WL)3
L&1/791NU)\$9>7|Z,N'!#&@0VA|3@|
MVJ^Y!YX>OQUYR_VU2|Y!_7!%\$WVN |VW,K&474>&*Q.,!OD89Q@%>>-+/,?Q%5 M)
<3AE49?-_BUBSJHWF_%*G6SV\.)AT3D>@BG)\$8D)"E*?5|X*6\$B8R!#79?P MW(\$&DHNG>8N_P
M!)7!=KY'8XZF+?;.*+S%U(Q.B M-"<12Q@7*KV2&!OI=OXJ|_6M*PU?2|+|0|9KL=2;*|<2=-IB7:-
XN4B?Q&VC82_1&|R|!|=9*F 4WE;I/(\$|N<;R&G.@TB1#.*!<>)GWA!-|4?IH-M07|@B>YEF#-
HBVJ|Q>:8TT'X8|X:T""X_1_JXYVD";KHU;+>79A_G01+JQ_MU@#IS>:|9JC_(GPO'_F_Y'2<3018E
&X#^93>YQ_*"EOV|_|DF_:FIS;|HC+ M+|^G*3J:3D?TH.F1|MBP&DXL.28N"ZBD7-B9-
C%!'3711LZ*32>-KU"?Y> M_.G'(S-UOSUFO#U/J&XVG?JB+&?J3(UR(V%|_0KK10(XR|_&
(99Q\$)0UB? M>P#QF1I6'7EIDDCZ#L;HJC_S|D@-'70'^?!"&@A#+AP>JP:/@:9_!5,|4|,
M(+!VB0D@O?"DAR4TZM.@S',|P_-J5@Q>_F_Y^F|UI7,+5Z+|J|!#%66;|M6
M7@"50'(OCQOE&|4EG|TOJKS9=U>Q':A|&,D%9\$|7X?RD\$U3""?"^8\$;!"X/ M_|W8'S05T,V>--
:>H<|&A_@6HKW+#FE6*LQE).KIG|ZSST?|K=_BDW?G_U9 M,=NDF<#TF)79TM-
OBX%OI/>&W#7EF'O^;IR>0V?'89N&U_#8AWJJ5W9LVM.(M-
D&S!'FML+2H|K4)XK%FM3JV8;GX,|VMFB#USZ)>15Z8,D|EL,210)A\$ \$4H
M@1%E+,,TQ#@4H&NG,6(S6VZ|3FPF|9A&0=)38+9\$ARFF|_WG;OH<%)I)))W; M|;KXWIAJ3?
_Y4O"|=E2&J,4:|AK2VRH@/T9JV>KQ&D*?E(|7>0?N01@TG|A| M?*P_E*7R=MP^U;J!|!
<'F'G9#ANM|!"NZ2+|RW%5LJR_,Y%.QW6@VH1Y'Y;|; MQ0H@L,5L\$PN0?
^6JK\$;NEJJ+PT|Y#|K=MJ:HQ_DRKO-K=B'ZJJ|VH5ID(/,IHB,(4 M\$X0CCE*(P|!%_4YP0#T6!ZG!
(6@69I%M#5!U|X(>>>:9+SXAX M._3_F!WQ1|OG_"K3\$RY-
EIF3YJ|:6JP7=|.PWC|W\$;BGEEM%BT4F:%UU8> M|2P|+IMF.R2;)UFXLQ(S|> C*57%.N<-J7^G^>;N5
9WNVFO4D+#+ M#Y(E8 M|2X,,D1""E#\$>!SXE%-"?5@CGU%Z,YMPBIOJ^< /N5"I*|4NB0+:UF<PU-
N9 M+'YBL#WFB/"-T^#3%KRZL68%|6TUCUIG-K"392T1#_M|:3WVKP!U*JZPH.<=
M%:%*,NP)+XE1YGL,8<(YHAD.4!:R)".QU+"95CD\$8PYFUK;R(XKGB?K=8ZBG M\$F9%!J8D8"
71&6AJ?E8X)/X%@X.'A/_X>,\$CZ|QS1<^'0@N%OM7A2WK-|2 M|?I5?3A_G|KYMV?
6#_:O.U3W.A74#@NOJLNO_P%3!;-I'!:%PT(U_9 MA2\$7SG7W|0F;H>&SZS2K,(-M4S=+4.9XAG"."
MMS?+_9W_LV+\$R9L@Q_)X* #KF<2S_DC3!UT5)R&C#/@Y<;9<="/>?"DS4Y#
M9E!8:T\$)\$+|P;R(S<\$Z;%AF.8^K7J6F^KNZR3T_-/"^5I7&7_5)(T05@6M+ MO_V'6//;#?
^'7*X_OS9_M0_U"SQ"PCAF*(YI@G#\$,I1\$L=1?(7144PVG4_5FRK%H/E|J)|CVN3H^D\$6@QSI
M)YF(MO/|0^_JGR5VTQ)LUOPNT|A9V"|C|;I3OXV=84VCDBI)3ODS-UNORG:;
M4YYA1%B\$519=@!+NAW+B1!!(O4A< FIR?3#Z|!'%5;/,RI8:./!HB(>)"C*6
M#J90>L\$Z0C9CA<|P:RTX:#CVP M%_9|0Z#?Y|Y"IR+Z=(Z0C|647?KC*F.#8
M3P4*_%59&SQ\$)\$HR%!(;1Y* VF;3(WUNTO^|@/3/CRWO/*|VL!2=Z'.A1!T
M)9V|\$APX1SMNG#T|H|8&7H=AQFC|\$>)O'C|X'1B=B\$*-40PJ1?\$_HK&WZ/* MD.D6B|J^
+2D+2D_(W=6Q<|K|_!92%.I#RNI_36\$#8&KXLF|7*D!>E;:O|M=##2<@6?S@EP4.?H-
F_!|*:3MS+L*|D)2;E*\$6|OYW;8LY6RM>, (=3.U
M|6:A2I94%2)|AGP6!|\$EG|H%#@/#9ISWS" T'#BB9:%JCI%D^7/6@:,80!U MP-3;=RU#!+R'Z-#IJ#?
@M"40^L;)0OV-EB_O)9V51V*BVZE B.IT_(JV9J_MXC|\$79Y;D8R#Z(3C@G,K !: M9EB"693P.61\$FH==
=(S*W|H\$O_M%:*GZ|2\$X6U13O_97W:VL:ZK^\$"&|5'N231I_XDX,NWB3EDEC^J|H(8|31_Y&X+HE
UV36.9S|/L#);(M)T9OOWY3N&%:QWX"2Y=X^|,FKYR|J8=*7!GR|Q=,6CD#|SP)^*<(&99^8M|&\$
MWZH6%Q>J%7PIUNN/1=G4QU;|;|_>1KR\$,<>"K"ZM|OD828A08S2,(EQF#+A M
0M!&;,RLT;N&5/W81=K@3B*.Z=C#U@PRGP,|'3R,LC"E" F@S822&JZ2_.M&&
HIT;WM^@Y*+J|_#2_VZM@^<#G0K\$XT,@-0ZO(M)SQAL2MM5YI)VS6,4,(#BEQ,6"(R3' 6&-
FN4SF;64/N+:FA(54+23E"1WR_MUJUF8",O>U,%M&:7G
!S*W8"W.86J2UH;%NBD_EZ&PO4%IP7+4JK!,RT|2UC MVZ=M\$Y7;^K5;5PIOHE-E;|
(TY<53T(E\$'X6|5TFE?|JB3*,W4"J4T8BA"E+ M\$F3&4)|3@5GBJK#|&I0/ISG_ ;WW/2W:\$-
^G/58H28K^_HIPAE1_UZ%#P|K M;|8.6%:7G8IPI(A96%*ENQI/D,L+.DW*/5%M9@A-
,>ZRG08^#7"ATV=UZ_= M35_K\$97*|FM_ZVVUHK'K,Y\$B(52ZV"A3KC"S5!\$0R%P2#)!M%R1UPC-
K&+ MTOW-L|C|K34|>|41L&Z?J|@P"8PC"5"G3!H":T27#Z,"+733HB#>|;|Z MWC19L*;Y1O
/M%3M8OH^VR2F89;X_OG"5X\$V)\$!)FC+D1BS*XC@+T@P4;'+> MS(+&)= '7I8#LV
N@*.WQ4|7&8P>W|_3W"&6_=QF:QEVYTELG|.W9B@IYES_MHT^;QL,53_C>I-WU-R"?-O)X0=?
WVW2=L|LL\$^HHL,96<+O|9FC5/>54U=W|-5%WWYB|6#AI2ISL?>OIA%I1A*N,0X)X)I^/"
M:=EP>CYLQM@!1;<6::+=^%X.R_576W\$^K6_M|CCS|MRZ0QUN5*F*7.AWY7P5Y4LNOV^5-
P0HVG%_V/\$E;D-FX\$J^ (JY%6^": M<&8E.|X-N%S!CA%Q#LIUC#T'6U)-
#_+W0B|+LKF4;V(YPOQY*);I6| (Q(3 ME&'NJ3W>1=3WU.VPGV*?NZZTRW66(Y#NS*MT7V*J|<2|HE-

MJ)8G%,3Q53LC M-+#+%W//OW-UV:>9'Q;B<2/S8,6I+KL7GHM[E
M'''A\$R(.01U'&7(1%X''%*8XQB+G@H?#>)0E=;>YXE,,B'!T%%'FC^/B(8J MG"PG3.L=BWC=9-
&5%:;*)LMLIK6TIQ>FE4:E&55 YH<3M>, #3A;BAUBX7::6=(SZQQ#FM^
M74F+G8JBKD=U#FR@7M86EEU R!ZE7#5KM)0^;"[RO"7/SA'^\$8J=C0"B6>9L M; 0S+?*(G_)L>
[E?J)/HJVL?%=UC1(K@:;1450H''%L1SPN#E&G;UV]5R:Q]T1H;:L#7;ET58R&
M(VW#]BF'UG69HJNZ"5:MB\;M6VR M.V0P9S?.HE.AMWO,]BJL
]FMA8X/IV5\$762TK#>#7FZ:3!AF;S]Q L'2E@*C MO>BN8@3+|<9B-@C<\$ ^U_N=]R>[*AZK\4-
7Y4W/4^%74WPJ^SV30],SKC#7S MYO!5*7+5X94)"8'S/6+LV?%:7G1]H9K@7/=>V;:%YB.T('\$G?
+!%RG,O,KW)!U%\$^#3.0N'AOMJJI"P)7LDGXSZJR@_55(-
M7%>Z\$POS7(W),NJX.OOB4W7*LOK76.Q@%*1\$(IW&&4G7 Q(\$\LB0D"9@+JL,S3FYN?_B>>'<246>/
MCGP3&00L63F.G=X)POXB0,_Y (R>L-/U!;G\$3#@]2>U9+15;W*S,?3]MI MG0N*.00Z;PPLW1L]2Q!
+^W.2%]Y/TG2U=]F29/0\$-/1=T8K87OYC3\$/KV. MTWG);'U_VK!2Q1:1%^V?GS9?!
]=&' YJXIZ]ZM@K+(DR1+0T3"0;Z18D80 M]>5AB6)"!(G=, TP9,4#Z<_N@FFY<'J]^?
F;NL@9LO3_G)8IY_=A1B@R0-% M74]US(@EU--C'4:P@C\$PY+*@5)?5_D90G.LEDR',?
#WWFY7G_9\$79ND)O MTZKI0:#CY+ST]GR??T/1&9!T?N^)^0IR=%X4&.#QM"&_F]#P!P9+;YI\$HZI/
MBR|OY_Z\OO^!" 3JP_"KT0|_"K:MY2'A':W%8U&^0KIKG'UYCYUY1]/B0*Z
M:YR7=EQK6!\$4IC%.9;3:96-4&J-KRO,C+G8O.2K0|")R_\$&#G>A#E@E6]VT" M/-
_O]B1#RMG_D;+O*VJ*3]W;NWM0GNA9S[3;V*5_2L\;(#QE%.(Q=E#)I M00>Q'#J+_93X6G4#|+
S|^+|=RKM/KD!;|=&Q)R|/FERO\$-M8X=6L+FN()AGID8UK'!7YL\YH?BELGC5BE)]L
MS=^M&'5%XF(//>5A5!B6"(Y*1&&6>&S!/O#OTH]5&/'IX;CU?S1@YK666M,ML M2%1[E>V]J,N]
(\3/E:H&\$-,S]LR&06S]/6.J@KO|N@ZGS10@!>>T!#5]V) M,5++EI?
0\$/JDHH3..P9=#Y6OI'JW+BKQ4/RZ><[?YO7]M.&?Z9/0;H(X,L; M]TB 6A^";L]5;+3F!]/V&JM.056[-
A_RIR;KX]?)D)T=Q(/A*]^_D0N4 MYR]YW]*U,XH+K&6BAM!F'13'IEZNH:*&> ?]76>-VYX7-
7EMLE]^K2Y+XM' M.;M]A;0,;+W12E4>HBS'"LME<7"2_CF1?C)-&K-J%#;Y(L0%I]4\$_=+3!
M+8TOHZ6WM=K" +;>C\7OZUN6]IMHHDU_?MT_TFWRC9*Y>VZ2(#\692;R6FEXR9DH\X*O\$IS1
MA\$<"Q2I\$# =NB*B?)@"@1<9BP!\$=>A'M;^P\$0+F;?50;_I_0&N43K"@IOGM]TQ M37L;Z*U0_XL?
4YR@AI7#+LT#?IWTU1D^U _L-\$S?;!W;+Z \48/-JQ;#N; M#U=;L68S<+AL -I\$)]\$H]UBY'78VB((ZB
MB"7(5>4I,*<49]B 4!3=-8<(ZU3E\6>)G9V!L&G.YY4|^IKG]RIWW)FS)Y
M65\$_)G02J]3YD)32R^#,% ;7P1WX!KN.W7_U#"WMX7:3;GC9#V2%I)X7Q M&D-V.8;7?C35@,2]
[4H^_O/5<83FGB(U<>4A&6^@ZE]C"RQ]Q _GT6^%1+ MTUT8?^Y@+;T?D-
R=U<;2=P",BXNK\$@)O!.#R2A0HS0+*H#@>-0 M^#IS\$LBZU**ZH 7?I;/J.LV*]H"P-
1;R=8A@BWMBXC;F6#A+;D O1H+JH3 M0# <*PG8RZ;=Y!]/T4]T5SU(:D791-<*Z6]2]?
Y8QN1Y&9Q3O)(6<:QJ@- M)/0\$/D<1C;/0SV@41PRVFVM0G5EK#&@ZQ8ZH0Y]4*Q#H-
J]#HNZ^;QD:J'"0 MD%=]3#L&G'"0>Q9NG-MQI R,!(#DUJP&'9H+FQ\$ &\$]M"LC+QAERI"N.HDU
M;LU?U,3*4=]7BN8J'D*7\$,*0RWQI^',00E1XJOQ0PH.0\$9]HTRXR]3F-BQZ MJ@.5<^*K.W;M;\$]RTO!
(RW\$13U=(4U;(!/3NPF&2P71?77KJ;"*VEL]N MBWTF%TWC)7@TUKOBJU@+E7K;]2N&A&&=?
7GV6(ZG9]IY=7K*??T]0_D3;G' MEZD5D6%+TTQ:4+C5J\$1&<5;G1UPLP&I4H&%DU?
B#QJVXE175MN;<M]WJ1%X"BA;3&FC\$,<\$?>V=%W6@8/G2ASZ5F(=;ITXOC]5>
I*!;&=5]WWAPA"0V461;D)R6O7K.])210E412) MS0WG&9S68"*&#X&
(0"#B/_;C_/)+]A0AC/IG_]\$_LS_=O.(VS-)Z>_?5/ MOWU]2^R? MM_<=_?_
O]C?/GY_2^09_'R*'+7U]P2]A_?+I>/GME^4W M^6?L_F_QM_]YF?IEG\W-" JO]9ZIF%U?
S]=FWY2^<_NA@_](OXL>S7_GW]U_B-SCW9#Q=
M+/TTE@46X/]LNF^GT6_]*3^)%V_//H;Y2MR_6ND?(LP3@3]X]%^M_<*S^?6_G/(@_D^Z]
MHP3C4??)+]B.?>Q.9+.<^T-RC*H@DH725#;DJ2=%SG30.6" KY"Z2_4I"-
MXI_/9M]_QO_ ^M8BE_*633R>;>]NM9'08W=<[BO^]B@]I_"C/_0/9&0_O',M)DQ;<67.TNU9NZ?
3&O]SF">9H4JZ7]-X1] WP;S^C5]O_I_P_MB,10XTFZ_M=Y/CNOH:OEK(+D5FI;9ZSA;HJ&%[C=K
M:/S%='KDY_A8C9?CGAF1@40)#&#]M&@?;39.**\$B)3]R%V*532_N>I>".#M
M(^!@23:"A\$]P'_2FVEZC6?RB#N9A1(492_CD39D\$D)V)&;#D#%0(M\$J4+BS
M]Y\$8.UCX7!9#@R&5Y?S(JFWXT7TD_1%?G]_@Q.>!O %OD(0Z9T@#J@DS"H: M?>9"77<6?;
(RGM!0K8+B2H2;<1\$?)W]Z6)<9+V]C8% M!K&P]X"TYJG.JI"ULI]H4*UBXHJ\$AT8%6^FR_'RZNUX
A]NSP/1]EE)OD M)/_H'^V.N)A% 3@PX?\$DY.(H-&RON!<*+=LH.\$J"36C_YR-BQ"FRP_ ^&T;
M!*&]#H1AE(LV37-BN7#\$^N@MAYAT,YK>&C5O5!@6D?!)\$9]L @GOIG\$V1Q/6 M"?
X+RA]>S2ZGR_G5]UF"\$22C8K;(:56_ ;1"8",Z=9+)FF"15<=%%GL0L1=. M;LX]2?
G)F#SU?|XEU|XSQ>I;+6EM FX)EG31@MWI\$6B?B2T1.*91,QMA*Y MAB5Y9/F]H.);ATH-
V38!DA;G.+4UP/&UNK[H;A+&;MM_4 #1<.*SDEB'SGX6'N;@.]/150%> M!1*3]0\$88E-
QA)!HPDFVY"/@H.FZOM]X"6TYR'BFY@E9<I;FG;I/I=0J& M14N-E9DH)).@."Q&4"
(0*8SQ,8&.T1RE]NT5]U_]P]G,HT0XL/]_0+R<(W31 ME?DZ7DY@9&UF3-!\$@P*8R-
&B5.4\$B_Q@%."6N:/4_VBONIO^\$DYE\$B'%C] M7^>^5"EIN3H/L]G(YZ@]SX\$(P1BB53'B(I<\$&%-
!>_3.<[BWUENA4WG+<I M7'B-;HW/^ (W/SV#+N%J04A# #2-9%!]^6HQ2LOU@G&6&XAF2YJ+/Q-U?
=#P,-MYR2/%F43X<_83+Y'U,,=K^ 7^ YEMXM%I=XD(7LA549B(@H&JD21T8PKC%;
M2YZ]9:#'%7#M7'X_<#2?A:PAW"90]H_9Y!
(5,]N]!+D46)DJSSM'6B!>WEMVO7*KY[,QPF" #>NZCM6U?3D&40F7BU&4-#+-M);=Q;=#P<-
M9R"/%603.'AS#O,S//+^_I_]OOSV;G9^X:=7(P8I64CP2'7AILJ]'YC*>IF\$_L#2<I;PLYB9. MG"?
8#*YMH>!H6^4T64RP>:2DRF0#^A&.:VML<(:R6HX'AMK]@>*AE.@1XJO M"1!N@R3<7P]F?
DEGHDFU'Z_CZ05RE#JG MJKA.BJ?>*\$.5;(A5A:>N 92D5B48C@XW\$9L#O+I8>(A]AAPNOC4,*9_I
MR;MI@A_ZY&V3A;'KF18(+ #4S,(XA0&YC8QH:WS6E>Y;]U;=C]4-)I/4:8
MC9PFMX^DW^)W%J,0\$]3L-%'6(Z_#%<3RT]G4L=94;:"

<7["(POOAXB&JFY8&8MUGWJ5JOI93ISZC:@>JW10>V8BJ,#!/: M7N\$&.B&BX:?,??.RG,>=
TE#X0IX\$HJ%|Y,%_N2IGWE^,NN>9Q,*&L3=1%(#&5PO3\$17FZ MI F4V[P42B^>726\AV-
FBY!AH7,,9A!\$R3%B;@ KK_SBVXMI*OIY\W\NQL_I MI&3B7RQ?^?G\CP\^X>?7,
(H):6ER(H\$:@R1)EE2."%62F6"X@;/AWLK8V8NP M%K!T% !F?6NC 8A\^3,;+|!"QFS3H|!8=E<|H?V&E8
^GTNQT^*2Q91GE0Z MYACU/"I6^P1|B(YA J3^ '2TK!O RXL82^NOQ6>(@%L@3. #+*|+X8V)*2
Q^W^Y3>8WY1*%,,\$YPU)(-/7A DUG*(T2N;0;A!1K.SQ\ MD#5,>^#^4%1;\$PV ZR\QY2&?
M5\$2"Z\$TGA."H)TL+0F3<|FS4O\49\PU3"?A M^H^G@Z5|. #1F2S^I9'=F%S!?:
7GV: ^#)6(14/_Z)X:,6&ED[Z+.9,=\$BEF7Y& MGUYE3DR,3-#
45:USZ==|+3@%U<)|TJL)O0';\A\$Y|>7E\^OP" _A|P#|-*/*K;);9^'T\FHY0-93IF0H/_DS72:T,.,D1EN5,|6|,<
ICKM5MP MAZM@XR:A-F!*WHZGXR6\^W^_I XE/ST;8ZBWDDLQC\ILIEI&8@+H,O&)(S>) MED:8S&?
*!,NUW=-=%+7@^58!3\$7!-P"CSX B&<"JF) M%P%P.P Z>2DE(G@I=)"*K_KM1M,,%S8@P@
M\$RDU(I|26|+;R(Y61OL8=4Z|BJ0/(F28L1M|N"U^B|D!K*SH\G,G'"* MDVAUR6!S0ZQDD2A*\$|?
R^5Z\$5%#5B>#;ZV,UC9*Y8H>+."-)&6QE-89\DO>M,O@N:F?U^J=F MV"OP?
K3,,2.444#H+J^7OODK|K=VG4B4U\!E:6&,*UP_SF3B*,2Z,Q)"\$DA(^C2V1P"02|/
M,|E#|CN^D|V(GH>)&?:PZP| %43? (>G%|,9E<GV%22G8?8,A|=,PEE(NR
M!EW,TFN.0R#*4RTHYU2XVH|VDT0-FTCN"5-U5=\$ MNYFR;_YN;JOMCY(J4_1
MXL M32|B&08:"9> &"9V\$";GV_ =9NBH9-0?>\$JHI*.*NHLMA/+ WO"^)4.N) MCZX,
|)H=QU:8&V9B,HERVUM, _4(*<,FION"406Q-V"2'N! V<0PR(U\$95OR
M^QCN8NSAR@MCI@0/_E7;_AZ(F=XRTCAYDAA-Y!L>L1X;B1/E1;1;)F)S*4 M":.4>,-(-GHJ4H|
PLZF/Q4/L6?FJT_AT55%6V==Z,DIVQ M*3H2*,U A;.:1|6IY>>1!UXQS?
9*DY+.\$W\$T0)R(0+)V;)K\$!/PN*M^T\$001XGIOGONC\%H>KTEC5>*.U0|8CKR1.X7_W1^J*JFB
5!MM!9=07L MW"-P1'&2GT=UY(\$B6=T8|JE4D*ZNGN;1J&?
OU>1|3Z';S!|=C+|#:4Q|N|GBU*C^3%_|3|&,H+* M3&! P\$415,;8DPN' 6A.PD%*5-
8NGGXFB<.&;GVAK4)!*B="F0UD2G-V98C5VD)LRXUCALCH4|@V6XXB>|1UNCNR1=_>33|,P;P!
|Y,6"B=DK5\$>X= (LY& M10",_
UQE&57M6.D4W?;V0EL4|,=YMV;JHMQ/,_|FEHR8M#9GC'9#+GWEA<-H MUR1!&
(23;.:5*M: ^V|N#K*\$S#94QLR/G4\$4Q#?A8|T;AO+ADPJ D1=;@J?J;_UC=27=&(J^D|
(YUZ9^Q4F|N_J^Z4@B2VE1ER\$A-%V M8HK5!M,= H:U6I64>L^O.U3"#<#C,VH "2A-R%\C!Y-
9URMO+9|1Y,)P#8HD MZEQYDE8:S3A)).&T3;7S%SL)&M;^|. ?>AIH \$Y78(_OL;3%4\$V3I M13H?
3|=3%3\$LT=-<26|5%SYA>--QA2&/D|02I9BA5DB(J;+M1|EPR8U^@%8 M#SH
&E=8QZ:2MKETH>)* M89,8O9FH8V0|(%JZL62OOOGI&3J;_UXWETU?;PW9=?
+&KZ/TSI4Q\U1Y@Z? M3|?+J_|^FZ3@X|I&1FK-C=\$DE3R?+;|A+561N&Q"YHR6BJ.G\$A45Z!BV9J(N
ML\$ZMEN_V;OS"^2Y%;H@_D9+\$8P("7V=W2T^HM&@QO<|H2K;^+^NGW
MM+1V"X)01I/3G\$NH7HRS3<.PQ3?|A7,'R|F|(JX;J=Q6QXZR""9S(AV&D|K
MRBWQH03AUR9&&Y2+LK9G|_9S=P8GBY|=-.*&H#1|3RI%0_OIFC*|_#LCXR)% MUBG!
|3Y,)IB1*HE28QIFK.BN!|J8^DQ6IJY,.P=4%6TT< A=DWWVKA^F\$UG MUUMEE-2+B*&G5YA
&HEAA1&<.+!"V5\$1-G5;B&|@YRA2Y1/B:TZ.CG6R;X" ML-<0;^YC45=-|^/IQWFQOR_.2T_
4>8F*DXQ5O!0/_P931>.:2'G=-:2A=J MGX1/D#2LQWU*H-7430.VK^N/M+E;5J*ZSJ39?"W_K_X'+-|I
M0"&B1L=3/|ZAW+OFIR4R_-9EPN^<1_4R>\$Y<24BB-|A^&V-O&1Y5K|1U3
MH;XSUQL|PS9O/^V9W08FF@A4UBRNM_ =+F\$(>+T=|E^=;*6* 52KJJ#4D>!4) M4BD0E-887OO!
|B.D| 5+|>|Y7&Z;,*_ #+C=!=;V%>T3=P^R|D/8'Z*;C6;KHL QR, <:;<*1T|Y!\$^|0:< MM 1G3,Q
>VF|VP,OPU:>50?>0Q/T AHHY|V1Y>0M^@1C|^FJW;U|>KKW\$|7 M*/G5#7/WU62%B/2_+U?
9UALY6\$L#;!9I(X"&4RT);WF|WN0DNRX#C&&H_E>F' MDV%+Z(;!R?4?
@/GP0XICY(!#50E\$BFER\$JRO G|TFN0-|LCF*OMTG>0LY|5 M-D-4E=-22@-
^|G6#G.LGVR_|8AQ;OL4A,|R@V!M)D3CU @CELI6&8VB-H) MSP<)>V0|3?
XA|YN,5T8"UVE;B|7ARN2QOMKF)EBM#8O?64C!&K!!H@|O^D!DD MH|1%.M TEY?
>^T#%JC7(6;_H8,M(78@#AB&V!&T! PS^OK=V4_ZV|FN;JE!B(M"LTAX\$%AN4D88)7-J%,F.2-
@F#3E+5U?#'^<4_%S|/9^#C_MM, ^6?-'T^H M(V|9Y6;&/'R:O;G+WZ,%R,
(C@,H3HQ)CDCJ|_ \$^!_*X|C8+"M+4?VZV+W6- MX.T #-Q|>|;+0AJ#VN09N1|/1|1*'S,'XH*E!;-
X3X)SB@A-E>0Y;FK|A-2* MBF&ATY>^=|J|. \$W|I^_0W%&1RXY&I|IHMAJ*IHG/BA-
A)=,>72L+*|H27&? MBG;@=|D "\$W);,4XP>+W1E7R-M%0>^T9&75|L&D&"@D"HR\$;Z;GA
MJB|GZ(*1EK)"| '2G@!B!R2(GY|Y*1,7=4;,&S.*C)<&2S*"E,"Y,+6K MZW|>)ED'(J-
""ZSGJ.EG34(T!_.^8J|AL8|S?:<4GN*J?N9@1_ =ZIQ1W@7,| M.%DFL@L%98X\$G*<^4*5H|0+(O0BKG"4
8|JR-418|'6ETH8%@4|Z8\$Z);Q5 MO:5%VLH25,+ "\$|F|Y|B|@7/RAQJ51\$H"938MN|6+1JP5.0LEB09
'T)S02QX M2RB+D4JKT;37GM.SDZ!&L'2 IA|#S=%B;P!#6SRL0Q25A9!;..O)!*-CVA@2
M#\$>>M*0!\$5OWVH?+?4&H//JMG_T.A357I2A1!C9"HZF M.#)' F>1,,X#|U(|6KV-VCTBAH5,!
<4^WJ7| "DW)-^YC.NF4G.Z@="4\$F|I M:6;"2DVCL(1#M DHD|G4;AJSDZ!ATP#UX5-/^BU
Z>GABVO&J!6<.Q041&5* MCYQ\$/#64Q&0,,Q2RJ9X.V)NX8=O.| "Q7K32-
RVYR|>;QH#SCI>WG|%A0>_ M*?V7O"O5ANA=#'&>)R|7CE M8WZ19A>=7HKC*(-7@G)'DLL!^?&9!
(^|P|,L3:"I;#7W3|NN(\$=_H6_-O2 MTE32^Y"8K!>A-PZB|4X+RB=N)2/_E-
2M,|R94>6B@%|F789|CKBCH31D(%: M|H_!K0.4\$7CX+I|;+2VOE%J!1=B:8,"LV>\$DMI)*&T-
(S6B!SW2B,=;ZVV MZ&H7<(<=@XCG6|!@%->|4/7)E;T+B25//.*|H-C)(B;B\$|24>OP//:528'
MWQ_V_TBG8GKR, \$W !&,&,>;@%_-:5O|I-|V?_O|FTS>SN;_ ^WD;:>8WAJ|&>
M.)UQJR5DU/&\$)IX*B7O0F%KIYV>26(C>W/3J6->FLP(=).&-9|GZ#,XXB+N2XJ|M3*UT77@
/O>8L)38NI(#;2% MI-4XV,V>&M|H@% ^|WZT&&GCI=4J\$@4<=XDT\$AU%*T@"IX6QF?OJ_6SWHVQ8
MU^ODB*NKJ09.S\$>XZF9HW#(52|Y7LUA&7J|<2M67L|*BRV\$#!^&3K?XT
\$T5:=?RS*4X02^O;G_ED|JWWI11+F2|;MI M&274U;AUEQ=?O_GIOR|07OP#%DM(|Z8K*8U"Y,"!!

<>C>8.4KEUF&T6B.EK(MK'J5\HEX&[-W^\$FW0(MH:)/U?R&|ODT|=/%2\$F=
M=,A%&WA"21U9>967B%5)4):%\$*E^F=E|I [-V+P|0U|5ERV8_AWGV:- %PKZK%=L*|V9/?#|4'R
MY@?,XQB/GU%,3%O+%'>VW+[-8D+P1"'*#&- P|G|IA>YPW--:&FP7
MH|U&?)A|3=&I22Z1H*C"8\$&F,K4@D,0R2Q@Z|"Q.=/H_3N2P|6WZ(IL%R-I3=:1>Q)3*K5JD9;Y5)
(X9@ C/_2?U4FCH4WB M|NZIWH A/%)AK1C 1RS\;ZHX|1"DEP98H43H\$7HS@ (EV1N>
MA0\$O;V|@>6'+, SA7-X2IH;\$@08IQ=EAG/9U_*="D"A+'Z|*"WCW|0N<(MQ MF,#
|6(Y8HH;|;\$#+O|^)1|?P72V)(RYE&J5T,AA>VQ_-C|1&7CZ_K_(B|P|U
M_&Z+_8V|N&H0;JRW C2|0X|&O-E)YA\$FT@BE7@L6DW+^YQ\$C\$X1,H:@@M5^
MEG>2)HU|93=O\$ _E3S^-|&JV6);2_FOM9*,K9)\$HG40|TLYRL@GG9E.SM9V
MYHZAMY&'B|5P=E"FNH8N?U9S^LHOOKV=S'Y?U#2'-0C?8 ME)#
_P|D*.TP#BW%M,9EDKSWU;R/+^> TX/<:>:O@^P+)^)@?;W,4KNY=50 MBU+SOAXW-#U|9?
C|ZL9SC?3<|UT(B9+HBQM\$@4&3-;1"!+=&T HW1>_ GO M?";7/'(6C:NO6LK@82)QLIGZ =D'P4@|
<*==%? B1Y"QEX'@.V%R|D^!S MLVQ|_AO/3^>9WN.T|N RYWCMPJ3^X4L8>WU|T?9T|5Y3
K#84RFO-DFMT MSA/'HL&H2J5H)>>J>G|W#SZ&C8A/#.!'@=# 9G@-N'(<=RK&OT|@/7K^Q?EL
MOAS >W7Y(AE-C&I/+ "TM&YT#XE/2A&E)E6#=#^G=XB,YL-8|I.I MF>,DDZ2E.XTD23N?
<5I0NT|V"YZANVVT1PNJZFN 9/Y2_%%T#98Q1(13DET ME)(JP:0G*C|3/8|Y5F^&?
43;2V^EA,U|KX*Z&@#=#BQCC*W|CPIDH<|@7W;74 M MV03W,X'U^>+|Y-O|_-^B-2\$\$12"
(H940&)M'0H|V7X*T+&J*FKG;4="!E MPS;_-ZT)U|W.^?ZZR+P=4X9V2P^S,=YD3DR?UF|E9!
!N4)4H4@'!&@HX" MCPMGHE) O:E=L_T\$2<,VN6@.K345.#PLRPW+Z(ICC+OMQG?^YWR|I,?
>B@ (G\$Q<|)15,(Z=&#REFF|?W6SWU+ #|JAH|FT|Z*6!|@ _U^6=2- MW-
8WHS="L)P9,63!.BHR)!TF2,C"21GE!36Z%P|!;H_=<,&/'=,;/:DM";A
MN"Y|6N#6A _WKG&V4T(8BWL64BQ#V8)#T04@AF>>E8YAJ|4^O74P M|23TCE10\$V_ |W-5W-
H|B/;..)(BC:4\$Q)(0,70S'EPTT>&/:C^S MWDE0;|U|3P2T0U72*,(P@+KPX_1Z3=&:'R4Y
_A3="|4RSQMC*B25"O%#J3X ML\$0F="0"98*8G/(CZ&R),5E=BHV#MV/F OO?EO.ACS9BA MPH4H
Z&Z/)E.V|M|HJ&5D5*0L;^<<|R2MM7Z_)X+C|6HJ%'_73L8G?|5Y M&+R_9:6\$FILV5(|0WKK-\$5)
(N!'^5Q|".V31+768/?\$ _MAJFDUXIA?(AUC M%;3+F@;R<12H-H2@>%|&0.=B%=. \$ SU=2P-*KFN??
^|#UVM;-L|>*.45"3 MH+MN@;I^.+W)6U1"<^DI23F6V5 _DP#X08,|EIK4WM* MK^|H=36
QAW3|".C1_1C,(A2NC2*K7S/E)B0#@13&|X| SVXF#8Z;|/\$R>B> ME'8X^&>XT_J\$X^K&^V%!.D,||:6!
|H|_+K2Q@1L>3S&RDA0QF2J7?#P?"H; M>19|HH&(3;G (-8@H M(AX,M2,6_-EK|B%--9QL/Z3|1VE-
)&KN|?;RPF(|JUYZ1<|KGZ218B+1 M+!AP1:W&|D+WFE";3"L7(M;5=MW?
Y|33Z-.1DH:RFN"5@6ZE^/OW?#FMZB MJ+<*A\$8V!65SQ+,EE8D-U\$*9V.U(8*"|C5%:6WG|0F2FBQ?
Z M|=4S?+W6 MHUMJLS+2|VV|C): (TL- 2F#\$2R; (X^C>6.Y8"+YOV_?<63S=
|^-|G)=.&=/T:C:90.QZC7_-FTQRFH0UR|6+TA/)%!IP M6:
|C;F2RFXXK7|R/I_-8>|/3@W*GM780+2ROT1'25KIHN'\$|L>0,U8DR4,1 MIQ6IM,9*M0&Z/W7#WK*
<&)<|*:W=;,-|;|=1/X|."| #EFQ9"EP#DZ(EE|XF,9 MG)2 _LY5X-4K_Y|Y;"NXZFS;74U8;|W#P"KGM.?SV
MRE"3;-J;-SA'0P+C2;&%C|DCG=E5(B??+H,DW|F)&RT|J7<&#,*T%R%|74 M"9VE(!-
^*3)*W"8F60|=N/4|JPKA*F8((&8*)A|_M'4,(4VFFVI#|>0;:|G^ P7 MZVS'Q_Q^
CW|O/SUQ"6HVP%9VCX"\$T=+#M<#30;J=^+N|LHWLC:T8TX_-@&!5VU: R.OR;L\$ \$*|@ MJ5-1R?
V,W?,7;S*7U(^!ZUDS320|H?Q?HR+E(?<|(%A6XKZ(H^0E57@91GC.C M(K+:+V;VIZ|)5%)?
|JGI3602GJ#OFM6C!LX0UXED;|R=9V=V|3K2M0C:7)PZ",1|H3Z17Z
MW=I)_+ZF\$U6|8>|G9;#83V4WG9*PS|IX.XSF)8#CPG5MJ%T?'ER2P4A<1 M8TI9>6NWL P?#
|HEA09TV(?XL)1XY" HE,%|V@%L9D2F5'6\$Y"SSI3-FD.9% M8Y8Z*JM^0MSV|J*I4=P^1XF-###
|E\$Z2?7HGPWS;|Y^4J9-Z|Q(-&8 M;""Y\$Z|DAM@HXS)N 3&EB
M|H7_6.W|+ARX8*U|P|+,BI=@9\$1IE#=#|DR.CMK01N7+2H&?B)T\$N<)?D&ML%/Z?
*!P;DNSINDFM|_F|RUUVQ?*D7Y32 NO53Y|J341HO+U%|U;|9M++R^6'V?)_06>,2|H_0_CZ/SHA
M;OUM 5UWHX|AZJ&3H/14VFP N|L31MDH&F=YI&X)1(:R|VE(2/6,&-M@I:N>O^JS?4'KOY";0.EO?
0169? 66Q?='^,9H|WR3%Q-T2TKAT06+S_*? MYK/+LV_7#XDWWQ"OS?
|XWY!&V2F762A| (P>T|"&C90^<<&&82#S(M-V>|Y\$" MC%H4#5SYTROLAE=
|:M5#2|FJ%@YPM4YNIORV+&4:"7G1RZ3OOL5)H?JXC MB4 32I92\$H(41.16H|Z_7%^YJ?K&29^FA(I
MXGS|_+RWZ#K_?ZW*JSKY_/2:7QUYL+O|H|JT:|'|/ #UL>|FT9 MJX|F_OV71KU1HNHB6"ERY \$28)
UTW0:"3H|H*O|H.4*H0?/3CN&"*+S)W) M;('QVU=4YDO|W'^-\$N7*N>|)H#*B-^,LL4)
(@G+46GG!4JS|RJ\$V#|. &X*? M|V)=\$-BHG6+>7R_-
S/KV9Y,3Z;CO,XHE/E5VUF|3B|0%G%4DQY@,W>|Y.K M6NU#N*EDMU_<+/-
IO!.UFDLP)"F:B534\$)O1UQ3,A,BRITG5'FKP.#5' MQ|:WDKV_R.T>R=&X)"7D2Q9(D%XXG@W-
4|GKB\$*Q6KSO;|E T|ZKH.2>P%X M?:6T;K@^PW>87L(AENGZGU8U/0_24|FVK#^|/'\$S"
ZR#2WEC|.IRL9R=P_P& M0DI*8\$8SDDQ61/+2UT={33)GWF:95-"UI_7L2=KQCZUV+G,+
<1^<4H&C9Z X MGLW<)Q*2\$|08RZ0WW'-9VU_-E|9A+4|?&+K_ J|'+;5NB,IE)D:(VX5M;|BE
M1SZIJG;A|J*5FM=Y|:UU W0H@/%C,C\$.<(&- \$P2+SP0|VRV)DJ;=.V=NINB
M'BHWN Y8;L_FR/\$7<:"|TNQ%LL#E);4OSR5B2CR@\$+P7A6M@.@DC"4G;:|>|RDR
MA|5<%7&T1YUF596U;KO>^O\$<^;|/\$6->7&+?K&'N Y7KP99|BL=DY|%SW'6JR'/GOC&8>
M@Q#0Q)KR(-%)1WRR@D1->DGY7YN M|0U@B=^|F\$T|/90>^;2J%F@>5*U'^KM1UG-UP;.*SZ|
(T26)BC< C8"|C47B;."\$1-89)SCWJM? MS_\$,^H;U4CT@:=>+@JK*:MU|_6TV2|(^/)|AQ&N/'3L_&88+.2#
<#|0;MNOC MJA|RO>FN9,VNUT-/^MW->JOYB+<8N9T/CWZSQW,.2.H%D9Y1A*+V1">OO(D: MG?
O;-Y7/(O:8V|;78K<;1N2DK|".<"@-XPQ*PI6.79J",Q"M3Z'VDX3G43BL M?
>L/6|MEKD>|M6|HNN+/@VS: ^E|6-5|45/4)JT^ ^@8N@NNHE\$|\$. (=PL9+A
M@9@9H;:L=I3JK&H/6C=TZ_-9;.*|0D%.%WXU*.*PBH-'JMR"<(^%%>K2>@6^U06^|JQV WL
M6\$|&11&(B|5Z9;|LK^P|,5&; M_|RJ57J4KD|J&Z*|P-'7U9)4H91>78!CSXM-'\$|1N\$22PI%:BM?

5^W@YQJ M'2P>/'JMP>/6)1)9J=L)U)! @R&.2Q^XJRG;VF//=M\$SK(&IA8E'.UDJ3AR6\!!Z@P3*
(%+B,R_-!D0FFJ'_KG62 M@HJ0LJC-ZM[\$ #6M,CL#\$@P^EJZNC=6/2<1W*U)RX,37GH#U!;
MR=K<*K/K(G^SV-J%?35;+!?=R*&.G.OV|<92ZLBA"! (X+(,U\$2@..<,L4&#
MES|*F&J_L3B.XJ/?/N^| ^LO-U6W%;=1&>45H5:6:7T"2A\$?)2DS;I)48'3M
M:LLC21f6!T0G_>>3Yf0U:W;SP^P1%\$L+G"UPK%?XN^&RZ4/\$T!;=>L1K0^6
M0PSKH:G&/XJ^6X^?GT_'TK/3%|F!U&RYXP6V0G_.HG2J8R3D\$BY094%Y
MH%G6;NCV&"U'SU+8^MS;W<(R!CX6FOCZB:HJ6f6N:| MM ")90AUUWQD?:0f,|!+&
!ZA6CGB96F):T@U@=*N,TJ,P5fV-H5V'L35V'0 M9->6IXQ^6VfVYGF@X&;C6\$1.)Q<22;XT2Q&&\$:/
\$*,C951AG&1KWY,>1.C0 M^?4^\$/: W,F>-=BZQ7N!8f%WA.VG;;;!|O-8--#K-Y3'UG5\CV+_I;/VUU
MCB9%P@,8(A,>NSY%A'I/U%A-K3;56TB>ROH|N=!:#.:\$R24XH#*!|J=66 BP) M1DJB8@@L,0M2U0Y?
#Z'S9f|S\^7_40&G057<1AT;YUCP@+^SR5^Y)00A|C MN?<9E;O!
|**PDCW;7N1VGfHG/@DN"7f1BOZ") \$P:C!)VZ2"<=K6KN1^C);C MW^?
<-=Q;2,N0@Y>4\$H#)M)G2BR+@B2EC4K6^V!K5^|_2LS0\$Q@JX.#^6YL: M@F_=C=JO:|U.YO#
f,RS5AB@)|7#W/7?FPH|<"LX^OXT(8XL*^!C?K-8CL Q?%Y)^6KS>1H5&4(D M-@AT;POO5\ C\$)|C
XDI+7GfUD #W7=?S:812F>; M|BYBO/C7*Z1AO"Q_&W"%@@81B/8>B%1.DR\UfXfVR08Mf'Z%
(^R1FVI7UE M>-46?PM(>K"KR;TI<=MC.fOM,V)1QV"4)@D<^A0: Q8TLAY+-WYf|\$L;Nf;V M&'fI8'?
%Q9fI< &P/TW/|7=!=R7RfBS+NfEB0DYP93^AYLBPL:C:F"0H5_M_V"">.&3U*QVW>'CU
S;f;XGH%42?@,P^CKW"7f/?"PIQK6T<=,\$P-Vf|*V9 M2AS--64)% ,RQ,LXK62A ICG;4N9JB=YMf+L&&
fUO<\$KOHJ;0fG-RUU-EHZ MWS;>OJXfW/E>)BD00,S&4IMDL842MM)3 M3*R-
LIT(&W:6NMJ:YS*:7Y2f,B6UK'T@P0!#P:D(G'J4EZ@,K<=H&7;"/.24C>/5)X8f2LRP M@THfLUDUf-
f&ANf4=NfYfE|f^U(UM6:(.N,H=X'(7-J+126(ER\$0SfJ3CP)*0 MK'9ZXDFBf|DNWTFf|5f5UT0*X;HKQfLY?
CQ<7LX6??,S09f,SCfJD5E^fF<7*9 MRKBN+?97f&_;;\$NC,2f(%(DK_..fIQ.C%:N*,BDY1RE,JfN:f|AOf?
AGN3fH M1=|0f|5f&C5,VB;%6ZfLED 4<#f+,P:&@;?WB:2LM fNK&f|>& Z.QELME9E6KWDMV;N/U@
MfJK/=_%_2CFP9 fP7.BOW^#f|>S^8W4fAEf fH#A40LTR@Z4(HX'@2)60+XDA/ MU=|7fT/8?F#
fV>X,ZNND:;f|G(V^369>3?f,C/(^f^SB;QR +&.!CA4Y25YfF0D\$4FN'&2)4UKSY2: ^R Mf|@/8SW8/45L?
#4#L12J#RL<+;%%7WR'Yf|Q^C@f(J@2=84=XS6BEB#L;fTB0.3
Mf!B2M7>_Qf|\$Gf|0>MGNX&HfJ8<&8'7;JV&SFf|BW61Z+NNKF_ f|^?3:Hf|5&Kf|7Zf|_GDf|D?_'ZVfVXJ^f|=4
)+=?Y6_OL,3* Mf|B8B(Q18f|@.OIfI1fP)f@&\$2f|40A%|@J3f;Gf|_MCN,fGfIH %8W/0*W^4";
MK*>VE\$#.I7\$8<&(CET39%-GfRfVDfTV'J-E/R#f|=')<)-23? ()>812,'*1. M(?_PfW&fIQ.NNCV&Q?(-
R6ZXS.2,3+^A:BEP2+5WB';&RAH,9)*6B:OHf?;-MUMf|\$f8>QG^VRHf!_=- "ZEY?
H:Lf)B@<=f|&\$f|W4S&C@*%P,APMKBWROK>3.&DC M8=PY*C3W@L;***NfM
M&_FASO/Z.^%.,X:YE)DA(-fJ3H-Q%fF?"(8f|H50T#36GP)1B_Kf|WN8/DLD4!8L!NO-\$HLDG7F&
GB)5B0-H:*CM Mf|CV7QOTP^K=-?2fJf3_&6_fJOQ6Of|27f|^O,'>\$?_&\$?f|OZ*7N9f|J9DX\$#8C9 MC
f1QH)=S8R8:5A0fI2M/HK^fIO43_P&Z7)2&f|f^f^(2Q\$_'&# W'G=14\$>4M MAN<1(W.G<0LQ
U)"CBf|(VL^>GT=ALP_MGX.:>_FY_I34P&%f|Rf|U3fVDW,J8f|
M(:7UZfA3\$=f|UIRXPf!7^C;fJY2V:OfTFNQ7>(OS*^,("KQ*UOKf|< M+&?G,+_Mf|Q8C*ZT8&
9B.39DB#f|\$f|@f|QFT5f|1^V<1>fI%5(f|_f|%)WBOA_
M/_9A/fDOKf|PKf|CFV@9.@C\$H#4LSAD3&883N8@B)*:5JWWT=0.;0G2;K(^N!
M='.ONFO,U^L\$NB@2??-Cf|5KNFNE2);CU*N3EU=|@=C:W%f|P%IRf|F(?f|Gf|H M\$!R="4N4C1PEH2-
QF4GBf!76@4Y2@JA<0L;f-Lf|C*<#>"!*:VA.K*Z5_CA.f|MF^;9_'Pf|f.5&&?>Df|_(*?9QT&;Nf|O5f|@_GT<-
T>1&R%LMH(1f;f;G,AAf|K#*> M".FBX_
9fXZHWf|R+fF6'=Uf|NB"%QT\$|XM80AAf|S"NVG" f|^W3TBKf|Q1)64(C M^O3(.2MGI2%._f|fTU-
EM=ZUf|_@ZK0fIFP_:OZ1f3PBfFPf|3"N9\$OfP'N^@J&WG MYf|4=RKDfWY95BNH=S2S?
XM,Xf|fOT0_&JET>1f|)8<43fYXf|AB1M?NOK;fHf|G MWD%8W09^>_'=CR=%N&f|Gf|R^XT+f;KXR)(
YSHY+fIT6B#>,DZ28Qf|U*9^K_f3X M.f?0-&f|51,Zf|B75f|*f|Df|?W2OVX84E(.
<&f|&6EZ.^SA)/5>D>YYA,E.K\$;F_ Mf|JZ\$>HNE>@1ACXf|f?
PL>:^EPYSYQC^7<f|A)fMf|T.fYXf|fJGf|Wf|4EWf|Y+Qf|MPW<f|G^06>\$P;fJKRGQ&HHWf|1BQ\$=''=C,4f|
fZN_DMUf|3f|4ND"LG'_**_G_ZP6_E 77<_L>0f|H+4F;?#:\$Q
M13Sf|T10&9B(&2f;2+,\$F5SN(W8^R>L^f3f|OE55N6f|2*8X\$-\$"7"B@BTE6HH3
MCS\$BH<;\$+f|GC7ML_G@f|PE173_-2ZD1;K3;fA'f^GP_QSP.*X Mf|/6LS*,N10')\$)\$<-
Z6=O,YUZf|fV(fQ8^X\$@*NOGM9f|M.LVCWZ:QC<=f|Uf|
M/OKf|CMK3'UK56Wf|f#Y51MC^&@f|ZZ245&BG\$MHISR))'D-9'32U MIK;?BP"ZSEPUf|MNQ#1.f!"5=
f|C;f.^">V*#f|AC3>.6%YEQ4GPRW@YQAW;3^ M4f|XMW:<1AHX-
6f|9V>@EORV^+2f|MH_%.332OGR@#"D3f|Y@C' 2E&@f|fY?Mf|_M>K,Wf|f<,Z<\$_.L1f|_
@32V2X6WUXNBTC/2P?NENYZEQ_N=YYf|f7=18?f|ZR2_M7f|A;X
9>RQ,4LC0\$>\$H8CA@@(25%4A+@L@P,?.V=?>"Xf|f<+Rf|06R7Df|H/_M^f|M.P6f|HDCPf|^SHK7?
Gf|M+39P*Bf|^UY'R1;f;#?=222F)Sf|HC=f|L3L=f|XH@10 MDR1_#f|Df|>/1\$Vf|f"NXf|'
N5O1.JS.&CB*5f|,Sf|G)Tf|S+Hf|XT?f|G_0HE%D43P_MA#NM2L_-06S*;
(R=2R%*ZZBJ:0<0.;P_fF(%A)Y*14V@f|\$'Df|S8FVf|V,@A<6H8_M)Y0'0#9"),\$f|J11AE60B1C3>U2YH>(658-
Zf|fJf|HX7=>LNU;J3Y+_..;ONOf|A M59VK)f|VBLY&='f|f1P)N7WO,@*2=.1M2X
\$Uf|9H:@f|Df|\$KLf|C^B,C'R6GYK5H M6>0EXf|\$f.MPOB?Q;+<<1_9SW+8CN\$|LL"EXPP'_#
<%MH39VT1CF4.!\$K*U.Xf|_M="(3)Pf|H@M9"UZ^:T;STVH=Uf|_H':f|f;f|JMKf|<\$ M(f|_/U99Of|L1E!&f|f1=))
\$^M8A.&*Y8f|31*+Q15-#J_U(f|)'78Uf|_J8f|O_034%MSf|_*f|(X8RX.K?>OKHV+Q>3.9H(?SNY^Gf|f5?
3,5L9RI2K)&,9J\$")f|YD1f|YE5_M47LMH;^ZON=2NQ=(>VM1VSf|f(>f|5>ZW"VER5R%,J4F;@Q9>;
(f|K2f|fJf|N-f|Jf|_M*:f|4B-f|<.4f|7B^YKf|fJ&G-WXU,ZHCf|fYf|_f|CTH=Rf|f;Q4CPNVKD>,HKFRB@C
ML*7_GR+!SP,/,f|Y&Ef|>f|0/X#@84f|Yf|V+S<4f|;MYJ;_O-Of|fT\$|^Zf|f:1f|7 MTf|fV<1N#;3%12W@W2
E"5^3f|B_@N.Q4f|U3W6AAU" f|_1?UNHf|D013<'ZX:ES MW39>C9Yf|C_/D0f|Y_&&2EWJ.f|@f|L9?

79B%42MA! M*,37(GU1?/Q-CLL3QQ4%*HO+|7WMMNY)|:.\$<9*+|P'*HACT95+/,E|\$-:&
M_MR3&AP,FWTH#/HG D)3V^-AG.S*X|U9|*|<"+2?>19?H_GP3)>.)ZM ME+31L-LK98L3)
|@MTX0B)T%EVK6_=9))"ZZ_*125F1DVY='\$YA@2'@?OD^|P M#|Z#2|
|QA=ES/C|.Y0+RW=H"HH/N'T"ZSZ#P36\$VBH|;3=|UBBT!<7N%KAWB_Q=|/ELC".Q|?L_|P/ MJG*.? 2
9M-4/U'E- 0.FRFK@J&=AS;O2FM*>?UQ70Y3H6E|7>X;?GYD><7.(V
M7_5//K^X7*Y|DVV|;-8:46|M|0#""3?I27>Z%PZ,1; '3RX_N*X6EP,FZ7K M&=&#J+KU|_ =^84?SXLK-
D/K5L^ ^SP>JDTCVAB)BX9Q M|:??>3LV|@:|QSL5H)3\$QR#(?S1!/@R.)&1\$SEY!"
|7JG08D|O|_UTH|GIXEG|R3'XR*AB(@TH GN|DC)>ZH#H; MZI>9QY\$|J*2B/E|WOP'VZ;3:NH5|@0
2=|3NIVE6.|I|\$+C%QL)7<|X.K6LH# M>#FYM41_D7.N*#&9(7:<|,0IRD@T&B(XE|*IW:SM9-9R;
|KF_26W|05"19Q/N|N+V8Y7"|P=Q>+|6EQB_U|SL=7M80^|U7)'FZN_VHV7+
MJA|^K|W|7#0SA70=H|V(|?+|Z?PEE9LTHNZ4-I\$5:*B|_/ %HN1 MSX)F3X\$D|
(&)5#DAY>B\$|XC2X8|J>V2.;LDYED#6%TM6|O'#TP422-+62!1HSU)Y=L1=APU9!#0^ ^ ^MIK M(5?
^;3;'T'Y^_JXK7^RD-:+HQ|H4.6XG|*2EUYH\$"H08EJ*26?=1M?0 '7R_-S/KV9Y,3Z;CM%#VCA,0?
E:ML'OZGYG@/|>_#Y|CB'@YC:M=_"^ZIN?GL&|Z>9OC'&O7ZP'!8YH
M9M1\$ITCF%,T|_98X8_%+S76D_1*CM5_F'T7PL#%*)4S==PM/I<(|3^S%?-EE MQ-9'S(L?X|5(&\$Z5
11:2\$!|1QQUBMBC306@|L/>|VOX&=O(^ND7=|L;
MBZ\$3*GM61_+M@:;U|!PCD)&OE|K<4"0FX\$0ZBMZ\$2_@EQYC)*1URV"000#|L M5@L/ YRCU?|
^#Y>=|XK;HK9?%5 ^QGBQ"|6G= 1:2+|/N5K_EW M. |P'QFGN,@>S;'1:)@|>!)L<\$19+X41TF-
(4P4L|Q#71*_.<+LE%|H9&':O M5DG |7=8|2)9#^>PCMT6A8CF8R7I4*">T716>&1V"B_&|6\$
MTS(YRFIW&#B:Z&'O'TY_+@^C|O:@_75S4L1MC2*R.C^#Q0B%Q5,4E'A|4VE/ MITH|NHBAG-
0<2A|H0Z3'|"IFZ*2,Q|R(#QFO>EJ0.1U3P5?X7KC|5GOM|F? MEG!_*N_6_FIJX<|UODYHX_C MP%1;_
W8L/+D^??RNO3M;|YZ=AF6^7*REML"@WL8=U.O1TH;:52O+|(CH?5 M'CT<%X@!&K+3)H7D;:#|4?
9S'K9U;%H/NFL D|NBZM;JEP09O/N6>P7.%O= M*8U0,VW!CX"/T.)TT M@*H|BID9;@3J|D!"NB>(8?
^*^B<\$!GMH20NE8\$@C)6NB#:3#.C>10W90^VRL?XJ MZ/8KC 8I-1B9B7
8NTL.F3CG)%&,AVP354K49KE>6?L0%7/PK/44D3 M1_)UO^C"UX?9-%
|BXQ')BAFT4E'\$H;72HR|4:@C>?>)*^3T-O34^L|*GZ MEF'3=SVAJ8K@&P|0H7YK2|QEK7OTN_F-
C=|<6?0_K/><6,85D:74|UV23)3/ M(O+@,3;J/8WC*(*'3>'U;_A.H|+#+3L;^DDKWM_M_/8WB^7XO'O*
OX.BUE& M|QPC_ ^45"JR(Z*(K9>O;*SR,G &|Q0IRZ|^+-"XE)A60Q !C)6TD"9Q1PJBQ
M)N'/8O67@JV^P_#*9\$@9|9!*5P83#7!2@)*;<6SQOC";6 "H+GX'*/L5#(@#)K%^-
M0S"PM"ZBLXY"\$S\$3AC3C\$C!;:&0!?! 3F8!
M/KIH3@7"6|*%&!6%U*.P+M0/U,G1M#'|";%Y^X>J&DW7D)#,F|J02\$0&C/TD9 MNO6V^X.S++G)7-
BG?,?=2S2*\$E\$,U.;LNU@;LT-O+^72|+\$,7I^GM^\$?YVV+_
MB=#H,N@\$A\$*I&R_|LD)TDC##G3(IY*QJY_T>IV;8|SQ?6*JLA0;PM.K5"_-| MVR*SE
Q(HAW51\$;I2#"2\$VX""|D+JU+M9JN/D#)L=J5O)-60?P,P^@=|&|?)
MS2;P:#H2FA/&0"1"H_U8+4G62:74S;9VMJE)W-X%|&=%N|("\$@)D0\$.%!KK==3?
<:C9'H)KV;3+A7^TD_*(X|C2J6>^,2J M|UK/H;Y:V_=NR=5PE=6R_QPOOUT_VKF=|_)4"!
|C3NTX>H*E/X97'(-/+K5. M#;|7KN?X)ZD'1^G/O#9Y2G35B|M!5MJR4Q981'9|DGA
M'SY|2T07R=H53SL)&M:3&PLA^GC)SD&/_CYO.NA-
#MRXYZ8_|H@=C;W%|_&T4^ZNU|G;\$*#34D.PJ)SH#+Q3D;BOOPY)A.#
MVFO4QA,=>AXE8%B4G1(|L|KJ&|I3JU>3FRQ<=R_RD5&.;3H!41/A2!!(#N) MHP|B4|3P>*;AJ'<#
|>+?|V|>@G3^_W3P0HZ|J8%4.Y+.,D4HGA"05+ '-6>@ C)|45TP#;'MB: ^6Z/D&643'B3;GQ%Y"
(D|XB9T|:9?S_M9>|_M|L|EA?|^=>(NH1;:>R6%QA0>M@ M(-3A3LHR0R8H;=3>3TIL?V%/ES4-J3_QU
Z<8'>K"12TUL ME/32Q\$R'C'E#%> Q43PLM|6!;)K/E|6:(Z@|6^X|/*8L.P+6CCO_M.CFD
MV**"IHVOY-<9FK%V9R6|UCDA;0K2I=9%D_O2.F|F|C(WZ5&\$VP&(GWQ?063" MIQSG7V?
3_|E|I@VS_H_.A.CE=>|SCYFB\$5:A5DRQ.;=9':BL(MWHX%1L|L3 M^6\$B|_"@UQNH%U|_
MLN+|I0&ND(^A-/U|5L)|J+8*U_B%|B|G;OHQV"587 M+H5C|JCVK6BV(*R+!(WCPK&IP#I
X0.3A795?X|?;Y^H\$+\$PAL"C)6Z%-'&U M|_32>X^8DV|AJU2,0YR26_2,ZP_/I0+;B.>%) G=V-*?|M?
#QO(^|XE#I OM M1?V1,X=R%EDZIH\$|32")1=DV1M3E';!C9_MC9W\$|L3%A@2V+?%!MI%!E,#
M:6/*0TPF18>^=KE3H! MH%0>.#\$KRR0P;-1Z@9G(X#|B0_LRFN")1;_5\$^@P^|J|_8V|03B*^<^%G
M!W|=F|_?O+JDG|F"OM\$,M3OE53,%9|CRSD*R.8(2K+Y&D;?I46I+WHG0V&(^H.%Q_'A|)(0 M!W&U
R7QA|%V\$|Z0.1HNC :D+8!2UD(0A'67K6&UM6XIK>NHMZ&KEX3"80W9 MP235_?J>|3/?
S>+I6:*|UG@:_9.^X%|3Q6*TKA2PIM;EJ)0A6*F@%\$3;G=-;MMFZ5L@>9(SM9S;&R6RK8P8)
|G;*7|X_+N;I+|2Y7K31PT1G7R;WB.);46 MGBQJ12K02E*&M>;G@C:6BLEL|;E(Q_D;
<.2HK;HDT2R0#)=#;\$V9K2UN9Y' MA|%I&7SK\$<0_5AR%V2U"\$SON(KN1W8#+|_|A|3DO?
DSC148=4U(*E@5(%@4Y MMF21!&\$,T.U03"S1F^VNU&<|@PO"J|H)Y M22S_6#<1H8?
@8H;:VAWT|&#&V72^6|>#SD(#Q0DZ'R_0A0_YD|_AMG3^?SU8G_M>36-_|BSZ|Z_*=.^8PK
;J&F2N09(UF=P)5BPA>|MLCG|*2-GSZZ^ ^5V+PE M^|;6_X?3Z=?YQ_G|I(XBS(5\$2T44R|CXR-
=RXK.A/71!|I1_-Q*|O<_>;RX MX@!R/XAM8|O|UQD2*WZ9SK^?(%V:OTW# A?3;_A:S;C4(D
D'H#RK("KJM%K M40(QQ*M@MT+ T^N,%U<<|_63HV.E|_5M,P3^>_3I=Q_B.OSB_WX!7F%!R# MC
E|E5CJL'L')%K'XV@?VT%BPT+C)/?/1 >6C|Q;""|_|K|:|*B 1? M5(EX89,"=\$*
***3U<2|BF4K^=_|W'":%0|D|@-8UD%X=ZLP)#=6F& QU0&=0&|6|?=-/_>BPCV,ZF*0Z0-
|>,H@I8|2&1#6%+I7@P\$, MI%.9*,47;WBQ_WE<;
(Z5!H|+NPCNQ3PNO)LEVO/BO,7KPOW/&N9YX4F*C_R^ MP'R,H=8)N|BPEF%
(NGZ3)Z_9)@S(9#!_H|1G9S6J@AP\$&0J@N!;_4@9|O|EIN ME!+D-OSG?;\$|LE|+^PBN|&_"L-
|_#E'^JWEQ=@|/%YAQBH\$A.Y@N Q;|R>P@ M:FV-Y62JY.T&NCWRX2_Q
6\$G;O3_*WFGMW|=5F3N89LS5ZY4_LI\$P>(<>%6S*.L(IYH|Z9|O!83/W|N?IP^+5U|7
MTWAV6N>.7HUA|RY&LK"!Q5"GR><\$ (4D!_A=N9.;&^;25DMBPP#C/!D-HB18< M|!\$!-

!50,EKPPLFP2D75NB_RRIST%FPP.HH@7-RN,;?/HJ\CW<(_H\BO\;E M"=LO<#3^G3#YD\|_0'-
HTG\T\|HZ\|R7>K5@Q5OQCR%)) (3&G1R&I2M MW2>Y\|#0UG\!M-Z%.K3%+4+
(3^SL5E8*#1%9B\|R+;BGS(40\$:'HC#%9.3& M,=ZZ^|6A(W<1; (=5C9'AUN)I8,K=,;:CPLF\$CV;)3
'2,%\DK<29%D,IP M;8T0038?4\|'1FEY"R""\;Z@*"JTPD-WJ0,@OODF352WP^
'0RBQORD9NP'H2(J)08.P/5V M.L-
9G.+INQGQ\;SZXFNM'FT6\$I4\$FPRYP#E9"\$Y*, \$5SYT0N+K;.76P@I9?8 MV5#F6 L)=
"D+PN<+D?|XIM JAY)|+M -FOYXOO\|P6N\B_SNOEX MMIBN;DIP7+&
<:Z4@Z%IY\$0P#'\UBI8QVL\$X*7\|@EU3Q(T+O;&P\F# =LFMA-8\ M
O_X_&61<7FV./|E>GKZ8#?;*8<6\$QB3JP?&ZXAFN1+ZPS7IRD: M\|KN\H,-Q=8!"'\^W?
VX>:0H3DBL7ZSMAK/.8"CBO;HV2LZ%8R7W\|*6E/D\|3+ MI+3C\O+VDTBW
'NU>HV+Q3D=X7_BZ5F>6%7(9ZO\7&O/*I5)=;M@ G\;P@:G M@XK-Q\|L0UBA;D\H;!=O/@ N70
ME< <'L:3^#;^> (S\|>C7'%8W&OK5M_H:
M_3\YO9XO5\| @LHZ;8RPY%\J(5PR4KFV%I\$8@#>Z582QXUOJ)8E<;Q\|UVAX3@ MH+;:'XWS%9X>
XTQGGT\|R5C-OUC.5\N_YB167%:- P\;E% ^R66^R#5M0:MD M@B@6I*L.'A<&O,N>K
K4(O)DG6L=5FY"^+CW\|BX'4"N :06C9O^C;Z\|V;2S
MWB<6(N1UB40N@FX6G<"&R\$-1K\$C1VJIN0OBXXP1\|\\^3ZN-,|&6I9@\$507KWG+90\|;:
HP2+NGD72JM^Q-LHF4K M5)F7B*HFW.\417=-C8E"DPJY.Z2%L9\29H'85#(X87)
(03BG6UN.SU.U%;+L MSX*L R32/<J\|3\|)5@>E;YLR24H1US#\|RXJ*4U@F436M^,SU.U%<;Q
MG272CRGV\|H^6U1^\$R_?SV?QXIN)EAAT\|YXYJ4VF@_@9=2030G9)Y6#;AVO-MV9;VK6#G?
Q;8'2R=L6L0-T1_9^GSR7RQ(FA_>S?|D9>K\|G8;O(-M):#NF5\$8.#UYO\XDI7LX; MOK?=28D^,^|=
<9759(AZ EW37HLI4B:C"K*X->YV7GX\|R+VHUY CR:(9V@8J M)WN+T\6/^N#S;?
VRO9Z^ ^/GLVS=SK.GY_0'G:<0EL6NXV(F\;E<|=KUK\|TY\ M*RTW\5\$B2\NM-Z\|SG9OHI0-/YPV;
<=D'7UN5E;VY%(T')PY>_79%X)X\|:@@ M\|LRNF7\|A_BSNR.*R8Z=/H;|HB'\Z@RPA#;'41U274/NH%
NMG\2;\$3\|RJE_K MO#U(RAU%N\TX|M<; ^7\^LO_FN9%;2\|S_EO^D2_FZ\|J8+;I40(>H0+%(5QI3
M#+3VK\$1EF.3-T\|WHJP3\|X7-IO VTZ&/2'S\|YO;SPOZTP&%3S\|
MX9P%SQ/97,5;SSDRKENWD\|Z)P\$YPVA AFT#87%P\|8?='|/L9>1:58_PRK;-D MI253 E#
(7%OO(V\|T9/PS4U*.PLO8.NST\|#F=X*P\|'#;|I4")= HN<56PEE+* M6EL(R 1="|
|Q.%\$8/47,5B\|;I<%,Q8?DC)MP-BZX\|I%(I^"25VWA8F09R6". MODYFU4R#RUQ_%"&\$B,6DW+K-
QQ/DC)L5-BZX\|I%(!^|ZHDN 5\|HP\|@-P5W>2 MBJ9C(A)\$9,I;H:5(K1NS'=CA8WB\|J3T\$A6';#NH
IPR:4+A1AG'=:T=<' M1^ ^)A9FE;+3EHO5,^Y^R"\A.F&G9\607_78 U@U= S1;)UF4\$"*3H%!\&"(J
MU8(JN%B\$9Z:C9@Y\|= @?9"0G;-7/812P=@&M3Y;>7FEO+&1A6>U+D@A"DY>!K
MIXH0).K<6LD=TLQA>*NW/!< REU +;F9;99<4Y*H\|VMM1VLPI"JD_SC&5) MEF\OK5Y^/,W?-
@)4\$,V?-A%NAT@^ ^G>=K)VC>*C)Q:4*9\$CN\|!*8"9J:QC M*,FTCBS_71H^|/(23G1H^|/"*T#A#X3.<
%F)/T44HA2M0=9BHRS9"IF.=.80* MZ=;E\|G^ ^;A@^ ^8+"AV,9.>;PVE3Z4IXTE,I#NYI?
|=IUF\;5,C\|\$6>HP1C02 MD+X'\@RGJE\$OB;LL1#8<3,VY9WKB&YR@|"4"+7NSSD1R1ZQ21J-UWC\$=
(4="U M8\|V'.ID++\$OH'E,R1=E8D3Y+U(A#JHZ.D?MU?\$T%U@ \$"X\|7/+!+29+.TXU# MYUK85&WU
C\|77FV(R<54B@|VXAM2\|RX%F9C4&P5\|C\|40AU; ^N;V&RB\$H(N M\$|2T)161U;|
<&!\>%5%8PU\|P9<=.*Y<' RF&!\XA\|>L#=#)JY-8E)%ZSIE"NM M!;\$2N5\|80&95>\$RLD-
EWK,MVW#CDP.A\|H&76(CP'A<+6N\!'EP_ \;S\|T_ \ M?WHG1\|G6%R%\JNO' J2*AIN6 (
V\|2N"0\|C96D=D7T9V?K<*.X4"BB\|V@'K M*)6Y-
1\|++Z>V\|A;|U_ ^%MGZ.^!MN&S\|783:P65;385\|07\|H@B;+@(%&YNGF M")"
<1*|\\$^2,V:RT:EUE\|Y""3G\|V7#C.F\|F.W2\|OV_Y*MW-8%&A-@XHD8'B
MV8*OXV1+D9SIE#SZUBG.FV@9%VF'ROA)R.S)\|+\$COZ_GLO\|YL9K2^7D_7UT- MFPU1Y*)" (ZC6&9)1
IHH0\CM-\$>2>-O%0M^|. -\|0L&^8ILWY6\$ZN.Z++KR
MISZ\K\|*HD)\$P.03TN>C6\$UN29E^L\$;DBG2M5\EN\CA\PL:.'"7%&'2ZA' MF%T>/N-
49MY9L.C\|>%URA.YT(P'GYWSQ34/-VP@9>2\|@H<+^3G8L'Q#H\|S
M3\DN/^)Y\|5%7=1W%>!\%S@DJ8W9F.3A6)X4%AEK6SDG8NL+U28(Z\|S^ (G^0 ML=&*QV
Z59%Y94F/W\|BLN+|\&CK';@%#\|9;)TWHF@?3H#F2DH?DRAVLJ; MQPCZ6=(P#
|G\|VDFL)_@|S_L\|Y13&IFK 4N2JT5T-I0>@%69M(N+HCH\|^%ZLV.Z>9E.D-8' M'N:##"
<#+7S1_/#WO#J9IUL-P*XF@SH9@RT(E@L.ROK;<"PY,ITR3QB#UCA, MD\|T-!7B 7>%R?;2\|
"6+>RMWVZ;Y\|442YU3YGDFFDY^E\|\$&Y L)%Y\$)8\$|Y M,5'+#?PLF;!\;-
^C(V)L8^"7LR7105R^GG\|+T\|E;D\|/2'++#1?11)?\$Z;!\ M\|&%\|UE,-
OOH'RD1N+29OF=S*/MAUY4Y,AN,C9'XL<76@FA_9WYW\|7)4V\$&47 M5\|*
|&2U.U\|RW7)YEA.QO7ZQ5@C6&N;"EU <64Q*F#HF2"<0BE@LA9/X- MTY#\|3JR1T> ^-B(Z;
R\|5SYUW1U\|L#\|6\|ZU_Y;W<|\\$OC<&+P80Y\|*Q3CN+MBZ"TM\|B"C6I+HH8F">1#&6OM-
S(RX_9M3D@XZ/D\|1^5#3RH(T\|J2(AWLWAZ MEC*Y/&|P;-?6TX")T-
&VBZB29F=7@#\$\$5)2Y;F4&&P=+>A_?R78%Q MC\|2P;.K@F&T<
:45IMKP\|EP0%#11&@*/Q&T5D\|4B>MZ\|;. *@_5R#C77K\|1-M9-
4\|YNYF\$UU9=Y\|PE3^OZB2=CWD1JX2_YHG"D'B)'#*/=99B\|>W@7)./A#G M7OIL6NOF\|D;=S\|#+\|?
K.1-W\|5Q4\|LK)\|+ '2: MZC\|D;. ^B<^/XRMYP1=\$;UJG-83)W,2#<#8"P(6;C">7&Z\|;BPW)'W=4
M73\|8'PL1W1R&N\|?/A\$ L,TF@/-=>*KA\|R'E J 3(4&|BT4NO6.6B/T3'NE+O> MX'F C;..7K\|?
M.WU8_8")M%\$;E=8>+QE(TBEPTB QURFCM8GZ_O3/ MY_ITM"10W%EYXX.W\$|W@_ \|1\|U/-
RUV>S,LO^>MT5AU2I+MGEM;L.<59S,MY M69WDZ^Y MT0\|R\$2JH0=;135<-
P\|1E6KCSY\|*3@ (696)\|;."Z<#X&(0QN=(MML50T:RNJUJ+E4KKHL!
|K4%IBX\|&9XC,9R&T2E\$.5N\|H\$U>U\|H*WX;I:=Q%N M\|Z;TK<3(6\|?>VT7^|L\B^?K\|B\$BN9?
(I&DBL\|H0.D: XN5BNMA M9^D\|;*T/A M=3-9G2#QN(#9G%?=1'H\|?
*Q#5W5^F&27+@ZU;..#?"D%6E.9"-YTNP3# Y MV-B?S61U LA64-CBW>(0N?0\$M;U-V6IK7V=SR\|B)-

/=99'-M8';X?WND[C:*H\6\FP)V1N-1&G.D#%9PLVT8E3G&%M.QW B<*X8;DHV\JS MXL\W?
V\GA!PT?V\7C17^U.I@-I.NY#L2D0&9K0)O\2V-L9CZ013*<6??SU@DW
MLN8.E%AA\NLZLH4)I'2=K\38F %RT8E@8D_^;SV=W M@J8^9#YO)("QP?
T'7,Q)6@3\$SB=R0).=.*O<&5COA\2%-IE(L_) #:TV\+K\5\$G#)>.:?"AD,8@QN= Z0^D_U;Q#6:A'
M1T1/Q^%PM?;3^/9Z47>S/ST\U\2=>9+<&= XQ>0;2%=%&-1S2?K##<;CJ\A=#M>^&-K\
/F+TS3+7VMY MU9?1#1735SN/F(7A\3*RVL!*2T; "SC-?:ICJG@:+.7XZ\$;A\ "&(G^HHM4/
M@4;AFUD;LW;E?.=RBXO\=MSK8>H7&E(UY\J5H;BY#&J5H*V+ #J.4+20H*SB
M=7J\!F=0A:"95CA86D#752LA\#5>ULHMP> -(^GVFI\LR%U\$,8"AT9=46.#Z^*^FJ/\$5'RS+4="JE\9_9T
M'0#> R0\9?;L(K&>X#?8\ZM5EO\G\6")F5AM/ 0D_9"R(BXG9KD?+/?Q\YC9 MLQ,
CY\9LPL: ^D\I.\$PJS\@3CZ703LB! (I)0\$'ZFZ)0; .LY(R7\30 @-; M)V?L(IP.M/#3?>-51!VT\$2 RJ\WO1
;DO/9WRBF@Q"!R:JQ\183 /;9'M) M=@#+QEU,) 029S*R,J\MRKP\$YSR98"963B27Y,O/&7H!-8\;-
^C(Z*GXS\8 MS#1ADDZE#%H5#LI;#Y@S\YV*M)+ +VEFJ7UOYY\9V@FP1\9V@4\1VGD\^ MB-
+4Q"ZP-B Q 2UX5\T4XE&1BU\&"SH^9^I3GH5V0\S?,&2HA9EZD M\AO<>C
@V"@<(BV.V8A> "#A2+ _DS/T\@/;L A\I?2?7\;L;LY\ L)XG\$A.62 MB<&TJ.&
/2%JH>.">9N9\2IWGBYTL9&?/5.HHR.U\W+&3Q)J\V) TAA\$W/4I- M%@JY+)"8-
F2\PE\B4"\L8PEQ&+"=O-9\R/Q9\ _V>>= 2*14 (L-;NC-R8 MF
0(DP)I"S3@L7+%2NN9(D6"O=PSA_M)P\QZ>H8\8.T9V=B2%&26;\$\SA< M\I
;J\M.)6\3/21H;SV=G\;G-%SU<="=67. 92\JO6L?J\;Z3)O\9V3NF\YK,B\U*0S\FO'+\$8#1C
MQ)Z.SU57X>V?^ CM 9;Q\$X9;\OXF;J\D\0Q== 2R*Y*^&" "R@ZB\$<))\<2\ MA\?NYJP=JY/6^<
>A\$QR\ .CU1HN51X\Y&UZ3%NODC^S(8BT<8LS<^&BM*ZJ M\9C.S;%F;X\9KJ
RDLH^+Z\;S\>44 _#Z?U=SRFF8^HT-X?D#)H;?W+3H M>I_=
"J;OESZ)=N&L%S/D13IV6G^4#YE.BMG M>?F6#FI\UC,1/3UV7(U_T;ZKS\ SV=??R-H
MO_+*MNXQTAJ*"0BP E4CO M>J\S&*N-M-
Z68%HG\$AU&\8LPV7=!VWV5=T2\;CGB;+A>KR75RTC_R .L"OY\ M(U\;E;3>
(U=&5U.RSI6D*P.91+"&^1R2929L50%\$J\Q")'UW@;8G"1@79,=\$ MP+RU,,&5/YZ?PM7\U"M,&1;2*
<+W6 A2\$SI#\0\4#;X'.6\47 _M+7A7U_G/ \WY2=>0./RFQMDW*PW(@S;"&U^\$
<\<.#>SV= _7+5),4*B-EI MU,G3 ;"!O)1LH,22?7817=-;S9\;RX\3.&J\A4,YVP\$H/B\FW_-B=?Z1\+L5
MW;RUN\WRJ+?KI-0LY/D946\$+!09=3X;"9;4%F+;'F->+7&RO-4C1M\';%2
M&4A@'4#PP^HD+ZX#M?1^LJGW\^?3G-EXN\Y\$4PEJ;+_>YSHMU\I*OL_6;
M/>,A&R,S;%Y'L;N=0R"!V;1Y8\6)6R-SH,(M?;\$HV>^5BB\ "WOV9;.5X\ MD\$ \MX_?
I"D^G_Y/3Z_FW\V?TR9_G9?4G<7C\;F\!C%.C(PO2Z3H'0'M (IE*1)9\$- M&:\GX.?IFC>W#Y?J\50)
B%&>!"FMHL5V;1VH_ \A/UQL-\\$0\2 M++++"T8%UGAQ?Z1PXGR28K%-
_3BN.9;#Z*=I>Q'/SKL@:/;S81NB8=M@ \A\ M"J=GO-4-
7;ZQ.)36ZL@AHA>@(F9PL9"+Y+C3UCB92VL\MP59G49D\X7"ME#; M4RYC5X#2)\P7\1?.KW=R^?
(FF4I'R 31U4=J&3(@*@_1B*B\L5A>LZJ>WJ) M3I&RKR3GS=G;.@1YZ>
I:835=D'A""WD\ JE\=/ IE\IO\TFOID10HI(7G,RH%RA4Q-72+\$ M).IP6R;<:=VC^RX%G0;L&^F
&YW@)6K\$-U\%8HAF))"!BYKW^"ZH> %!U/0
MVL2*",T\K&T@I=/8?"/TM.! !S"ZCO#.TM67O\;1Q_/UGE\I\?3KI@*LA\$ M=
I-0O#Z&&G#T_ #2\D\IT6A;W\;\$\=I7+X1U(:140?@^RWC,I_3\;Z>^GJ MFW??
OB_F/_+M26LUEO0=O&+I96F5);A<;8VY;V3B/YC: W MB(0Z0%Y;!5HMSF*5T\K8\BL)
I\OH4\$1B5OF^ Z M1A1T\I'T#+9_+;+Y<3E4% P3PYO37 4.@\Y;!ZL*<\$JA9\HP%M35&G;T\I
MY;\MO'871@?0>A7CV;>SBR>P6_F0\5I7@MLEFYGA&S<_ \$0*NA=T"9\I\K-EO
MG@%F.K&);9DU;N=UZUG'K6CO-&;6\JZC"/C0+G;#;LV;4:<5VFBX\HVRMCN3 M"-Z3;L-'=D2#1.R=
<#M*7HZ#;+K#%W%<3+[\\$*OKEYX?9\$E=;MK?_DH6?6
M.4)BT"X\6XR\$(N9D7_J@4F3ZVM3\J7T.\$\@B\;=)F5);JY\3C+0% PK+S_B M>;6;+SD_22)KE4P
LD36FH<*2T4L(*61\#4*W?PQ\AXT6D^R"B MJ\5#6 M=V#1_7JY\&6YX=4N2\JK)FM5\;=285CY;36=?
U^'KV7)*(L+NW-I@";26)31 M%A"A=D2.2 9 % 9\$0L4"\$YS\;WR*PXDY\$7TB\I\;T>74@>;<-
VR8E\;C;5Q M<*\$V3\NUOZ)S&2FIYD5*3;O;MI RH0H-7>(FLA@MX_-MIQ\<_IZ6FM/*X)
M\%_K)#A<5T*TZ#VWR\ WWEI\H\$3@0>'*.I\9^I@P2OKC?1,C""2D&LHP;5\$+3\ MC
J*\XP'1.Y2ZUY\3U,TKN4_ "8>A;;R:7W4J@G%+GLV_?<\$^+U>_XS" MV\;C,L13?=OL<10';5"S364-FJH
RQ8(714*IKPT134R\=>S\J KP;K%/M^95 ML%*3-*!S72PE\8;T#(%*=3^2F2T1-
4Z@/L(&2)U>V"DONJHE)=. 27&UA
MXCDFS4(\$IU*M;38&@B;I+ 'THQ5HN\$V\== "ZU=A\PV5N(&T"Q\$T> \F45Y33U& MXZQ3%K0-
ZQ<("2@,W=C9*N18')V,,? \$P6'QK, #SLPM&7,+IG":O@OMZ\>A@9
MQ@AZ;K5CV4(H7H4DRB;8\$,DNS\H2"D8ZCC6*J9\Q0A&7FZ'U5\62;132;5 MJ_C?9U,Z-
'4*Q"JOFP+>6_Z7\ _Q_Y\O7I^2\I\2JTA7&\97MO;U+57D* @B5'%JNN
M%D9,BMA;PX=))T);%K;YO(\$=R.NEM'OPT-POQQM(@GV#\V9C_;55YT"\$7Q
MP"S93;PZ5R*#LB85-\$YQ;'W?[\\$CBN" =#"K;0_)@N74 R\MBH#KG-9\, MYJ?SK^>?
IE\KFLS5,K2%F\A947F>P@ (3C)1RQONUR#(H*[#YR_V3)'4+N\A M\;
MOYUL.H#;5;OH?;@B6MY.OU^70+\$K(R%!\#)\$IMJ7UV410&7JH@L9\$BQ
M=5NU)\@9UXL^)\L1;R:0#>'U98,K?FD>TGR1HW.208T*LG5PZ-GS\O'RM^L4Y\ "48BXA(&EC4%(P
MP* @8^PX^BRT\;U\;>I"7R^56\=V, @;380?XW+RG/Y;YG)W^_BUY8C(G_5WS M
*U.\8F:S&&E.""E=);"!B%;IS=L0\>XAMUPJ-C;H=A31%W#;GE1Q);0DL(\AFX/KJ\UK+4J?
(ZF<=5?!\W#;0S0=0.VF3?I\#)#F+O9\6 MO=(0BT%=Y#0\$L\4DAWK10)+OKXSI?A@6\ M3'(XL&A),U
M0:A"7\=Y)X;\$;.4Z%J\!D=-K'CJJGDHE_LVL9(9<"4\$@2KA-8LH=!)RVH/A%I5;L@+U=3(C&"\423#?
2C(72NFX,86>X;JS'%\F6NEW)SP2+U5\$ M2,YGVF6LXQDB@VRXT#XJ\67K-
KS\43IN&*)KM.XJQQ>'UE>%5K\>*MDVM"GB M;A:EYB;(\$) C\SS\$HPJ'WK'D\D#MN,^E>

<N_1/L&PT5(I.<&"4A)&^J MF5/I:P BR/DJ,QML,(IF#-IKN X*YRZ;TAR;IO>Y/>(QL^J6FX=!MJ&P4Y
M+Y:Z:O@N4O*);j>%.!(P1>- '@AF=6*(.5:G|6|!P^3X'PF|>?^6M>QL7T M>Q7#1;95#H7YJ
LD+NG.1TG')!"TK6 U@|YIE47SS6TD9|P XP%R?S@@@H0W+ M1|RIEHO5Y#;Q?
SW/X1|Y_G6!WT^F\$4_7=1?!"FLDJ|S(>:@|!L,B"M%";7 MN6QA*|S0*KFS
Y*_WMW"99UR0|!SA)I67(O% M(P1&KK#"%#GC5CF|51G XX@UNH7YL#+\$ %3,
(99;N@GS|DD3R|Q(AK;R&|>G)%CP^5 M;.&|H^02OU\$ _DWBXNJ7M?G!
(N2,>H\$.=9*@CJ&UDLL(!V/W-".R"+?"@^; MUQCWF;CU?*=2H7WBXO+,<*60"3+/8JX9A@+),
|/&0 (1.4S2%5T.0.;85T=3 M&3Z/BST8.C8R/B|RMVFUV-|.>%O5ES_G-1ATI|J\$XR|4G6=U* |HM5,P|9
M8T*-=2!|V H93ZW2'3+VD>)|")9V@XUUE|/"QW5@L+!=G0;R+,9(0X)/7P##F MQ'34I%AW
|BF|<;Y6XZ|DB;.|04JOUPPZXI)5X-;HPU9&%NK(BVHR&HJ;.+3 MI.#T?V*4C#O;Y-
%EQGGV/P)\$#F=J|'|ZQ|VSWZYSAEV2602C &/M7)8TAX|1 MT,U<-**RWNC6,Q">(6G<-
) +6YNP0GU6=^:.%| _DZ7 MYW*BO2,-6?&2<1Y3WQSSM)HB_5XIPR\$FD/8 MW"-LUMM8UKLZ+|Y-
?|\$LQ@|I)N@06#(#;|. @7NE8C0FW.|3M@-H|BPU;AKA M42&S/XL|
(1 S=-GR^EJ>9D0.9_%JUEFW|5.08+7G(#/;08T-H)06F?#!'K; M.@5P\$RWC)OD-@:6FW|!;
|=-PST.XXGQ_S(E9A?S MX4KTP)AVV0G&H|@N2K;NN-FW VFD 9D?
@?:Z3%U>S54ZOPCGM=WM^609WE" M;|/HHX3.C0%E8@)?AU8)&S\$;3G>X;MWY<%O:QLVS&U)
|/#2*=WLND+U**|FYZ M^6%V>Z3;12; FEWVWSX)EX.^|HF.2|B%\$F7S049?IS5?[*;5"5).V98|<315|;
<>G'7ADG'E4Z\$+K|EYW*1@|K2W M=| T@MN?L7MKE1|Y\$>;MOE+>.6#K|K ?RA_+BV3D"7&
.4;JUQ'YH&(-S'.5 MP) ZUL5FDYOG;3Y)T.@=W@Z0|?U1E.W8WH-%|&"DYC6/A"V-8#8)XE|AOU=" @
MM-0>TKC9;CSOT|GTV|GWVK0#\$^O M(Q<'NO%/?>@ |006>QC&;>=D1!.P HC;EM:M0P"Z(V3?
T>)"P M.K@;M|WG5?-<9(M95QM(. *1-JEE
H.0#29^50|3+B^L3ND\$O9JB0>K\$6"XOYA>\$!;KW&MEMJA|&"@+7+ Z;B72\$/*;76|>\$6#^OLY0)H'|
|WK'MNO;U9:XV3O(" (MENS'\$@5XQS1MB6GAK%.2M4YT;002^A*>%=KR_V6|?;Z>?
_L^GU73<5XNZYG6 MS7AQECZ???| ^NFYT5NO|RWSQ;;WVP7U%|U|R@?'231OL?YE75DK7.4|J(FD"F
MM"= /460-C'LFLG+6E|;O.2U?5>^>J-?SY6IB&!T85_%X?7A3KC;-T##|BSD ME\$Q)?-
A\$UT|5R^ANTCY;96U.X;|B#'| \$Q?3VDCB9@-.QFR*|;."\$)?\U% %. M%)BM3(V%>
|L_3+5@Q'R@ (BNWBD/ O6#?QJ5;KW;
MU>;J+VL%+I^\$2%=Rf#P*H9#+F1B\$6#08+7D.TA7)6T|AVY7&KMXAVZF?QL+I M'7R_7H8\|I\$#
<%EL;.&2BQ(=0M+6UCX3'GPB-.R=,M+FJ)P8UMM|GL;NGB\$' M
| ^APGD9UOMM\$ _4U+D_>GL|_&FJ;_GY |CE^ ^QL&"<..\$C-W1+|A0(-8+L MJ8P,2E;R8%#1#-!1?
S@C_JE8,*2T1E1@C.Y|HY;#B\$'4L7>%F0Z%YZ'02>O M*.G*&-
| %VD|KI+T8W;O.^937T|)|M:MS8MAL23RK'7;.T#3/?613Y;(3_8WT
MR>6;'^N:7VZM>8TY;9U)=;"LY%Z0QZ82^&(3%.D\$PUI/9%MKF.=H.E3G7\$V| M_E VK?3+^9V_6?
<2+;BM|;K0!<(T| =X"MRCN"#T28%L'EYH.|MJ=N7!P>_ M 2KSH|BM,T1>MNHU&&RR9(DP6=,X...
#;!*0?"@Q:541B5E?|I7#>%SYC|I%O)|0F8 M|_DSF|RZSS|=MT|JF@=0LGDFP32T"K7-
N^UF;.2"JW@9++?|U4|U&WWVTZ=
MKP>+Q'=SQ^TGHWXQ|_%L\$4^JY_V6>'|H=R8E<&&#KW/Y;DL6J2,\$+!R,T%)X
M'ZPTK5M|DIC/VKM<(1L|AVXNH"CC_R|"S7;;R>S|;^TK^FJY/79|O5_%M>
MO)O%T|TG7VM|8'HG_0%_YIHJ;6Q08!#8T&QFL3HR9_26I1HF5\$H6P?U|R|S
M7\$4Y."B"%5H'N'P5U|5RT|YYNF/>HN|SZOKOC!>"PS&@W1)|@U*Z0\$@B0! Q M15.*|THW!N!3|H(S|?
#DHT|I)H?=-+IT9.CHK_"LO7Z4TK1_*LMKVX|N&MC=M;S^~
KP7;Y/2>61V>5;)|8)8.3.'J<\$0\$5X>#A3H7'+(|H^ ^//CH/D'.H5KJ M^J.K&B;%FV?QTN1EUILL@">;
(L*#3E664@@!TES(U*1J75FZD9BQC7/6|'A MOF|P_L.KKJZ|5IUNGJ-B|4YG=
=<9'601RK2|H"@A1JT5\$"K7_&=F2-L=@
M&5/MX_|B>D\$1(<)>SX\$YWN%T'O|=C7F++))L5&W*1^Y';Y&_DAPK#;\$RJBS M|HK?'S
|#!N2|H73HT\$OPV<|H1"!Z#Z1#(A DXN8WO.1"T5S^!|K;_ID;XB M3|?
VSA!);VEE;|+NTU|AY#95|@/_+F|.=T|3JYU|ZNSUYL);O|<3LFX@8!A;JX&|12.5=C.= 'D*+B!G"4Y
MJCID0(D*C\$3B|<,W?#8Z>&B;B'G9Z&S;|_|1|G9>K;7Q= Q2+JONZY\$<)>Z0TV^CX GBF@QG>
6H^DQ#RJUGZ MC7|S|A|6TR7;J.EUV|8'E+0JZQGE_-5R2_|DGM M*Q-L-B#LV//?"7R??
^3%F|^ ^3Q=70^,=4SDS3.6C2WPR|ZW7T|F9TN-A'|DLURF==)|@4+ERC4.M|F/_\$TL+
9V>SO^L4WDG7 FC M S-TWH('34IV?N=-M3H2.FH7@@.O.;%S'!Z#HJ-37WQYYCRU5E6;J>D0O-
<&4HWXWP&2'D|NN>C _MFS1;ZV4\$R7('501QB&0/WIA8LG79-)^_|OY_1E|;#42@ (= @.F/V2+^=?9
MJ'_6VO;R#E|^.<'50^9GI^G=M^|85V|*R7\$U_5&Y63O|3++GHBCR.5S6Y)KR MQ&MJ-H-
46_Y8YHH;EWM1^FXAGIZ3EV^34/_W9
M0R75|H"C(V35ZUC(MLIUD!49|@J|H87>!7C@C#GF",2MASL'SZJO=L!5A=-T
M=D;G|)|\$J\$6FF91ZOB8A+Z|R\$R8LT9\$B'0_)"0\$J&#JS(=7FCME%79R+V+K;
M^P|R.W\$|+T34XX|G|+KX'K>8ZMOZ=OIU|DDI\$R?YQ|^"Z3J@|(U@2) U"8;
MQK0VJ74SX_V|<21'1^H^TCO9>+TS5_\$8)+L=(+|5!5!N_UW+3^2DM|_7=
MC,BC0SOQ7GFN'8=>AEP.UTXE^/C_1|Y_|L/LGP M-NO'Q?S'=\$F?
2WR9WORXC='ZS(%>54+LV7MLND@6JF5CDQEU5J% M|D|MQT;K#GBZKR&)+T;('+G;|)"@|??
@^Y'C4WI-5XU0->R@7R;2IC^%U M)SR7&'\$@,&XB;5S\$'0L9CP.RB9CZ0=V=U.|-
F4#8SFGVH7,UVH"#Z\$P!=Z) M**P31F/K9D=;\$3;N_S,N AN*K|A<7OIQ#[N1C*S|6HBI'|1M2LE
%I#5CGB9%=J-H|V09V=|U_|9|&1P7N?' TH&P#.4H=8?
&.U;M|S*K7+LD@TLUM=MS#4\$*|QPUT'0N0V|VK&.?&97.)=H3.2|MXTZZBD4PZG<"X4-|+(K\$/M0
ZJ2BX"R\$W M'Y2Z'67C^C)C(|*AU#K"XJ;ME,2YL#5I^D<#RC Z9'2J@("P?F|)R)<363LTS M)(WKU8R-
OA9RZL"OV;0-8U&J(|.P) IM0UH(X2P8&#Z\$D.5AE4D|*;BA_MI 7?
7|S|H6D@WG)5TF;UR^F=#IS3>^"GIM&%|X/W6'JQN '\$CO"&+++MUC

+='O6V1(AD2G'##2SEHE4);!6H6U?T.^3@B^7J.F!7^ZP^E75V!"U<|MH\|O_/+\$ZV+-
E;R\$K5AZ\$Z(DPH 5C'\$L28/&L^<|YM-OS|!V5?ZA6TJR;RLD_!\$!AOKD"*1R\$<+D2X""U@US&F^A
MWPCET.>2LXO!NC7M4C+JRZO\$UNR(7M>@<5U9:04X)58=Q5!Y%*HC*W3GO:C
MM%I#=#FC8'BBUW='I+|YRU_K,(A0;9I^;+/37\Z69 N:T%+F,|6/JJ:#QJE M<9J5 *|48?
292W":."Q|.6E4" _5FVZSIT&!V=5"DV0N&Q!7,H%(^F*#^?D#Q^MP65.M;:*,SU3|_|%8D'-Q5T5RS(4F?
N-=T5 DOM@.OI-'H#@K.09&22F|9U M/LTWT4GMXPCJ=3A9CVH7;'VWV^)^T40V@_ *%<5Y|6
!RFBY#?ZIFZ; FIRE@ M/?UJ2<_).NUK|PY ?X&K&K|PF'C:S8#_L#K)BTF.03JI VA;
(BCK\$H14!!A5N%2A>#&*
MO7"/S*W0Z5X*.H\EK_&|K:=W^MC+WH24O|?)\$@>|2*!2'=#."P>.6>@D)5.V
M=9|Q|M1MA4/_<^#P8.F|R\$>M=\$DH_1C7|3B<)>3J*#@<|C:MJJRG'GY89_RMIG MWT=XQ5).6.M-AL
_K|4|"5 R#UF;4&)<1W/EAF@\$.|HKU(-C|1'.04M.S52T7 MCL+3@78:?!&.&\$%&.2_2%M_Z_6X"|O|JE=H%
<^V|VL DGPYLP=;^_)8+|"; MJ*Z0/DDL'@I=#J!R?5PKUE;|3"KCC1"Y=2Q^1Q+|?
3MJ"L&&T%#K6A5|/T: Z13^??OU4/+AD8S:2G"|.9DUT=,|5*#1<>X+CWA MN.(&|WGWM?MJY
D'7|<00'?XNE'?&6F!&W-F(HU)%E4!*>LD):X86;2|@2DL MV?6SRSR VQ'Z=6O|BTZ&CX?P7|^)^7Jv
M.|=D.OAH:XO-FJ>*Q4'DP5K).=-2VB'V\$>_SS.M+|ZC2KQ'U%_ \$G\$31*EOK M@\$=-.@8OHM:"%
(@*/:*/P976B7_/4|+O0TLKV-GKO>(G7|LR&>:6" ('HT6 M=*
|S'I2_-2Z%4+27@MN\$F(>JF+U+2;V'\$VQLSO7.RA=V"8)+EN!D9QN<%(Z M4.LG0L0 W'HNC68Z-
!^SWBJ!<92'B::H.E>7>3;/_C4^UQ+RU06J19^T&YJ MC|Y 2M9\$R"8JG>N;LV_=
/(@Q.OH5V@*HUTYWI=JNN7.?%S.R=-9G7|Q=F*
M3.\$W WTV0?"7.1NCL|Q02/&@K#3@HN6D>6.@@R&\$&JO#Q)8D;A>Z92|8;T%
MU90^NK7|ZFB30_UJL:CY'5G2|(<%98@&=A0:B10T.W/L@"6C90|&|LM!0^%TC+M_S.?
IS^GI*9VI=R3 V=I.L76O|^|Z3R';B1Y""M!5#2<7"HZH1TYLW):@TX%O"?
D10A|.7+QP!&%VA=J KEMX.2W(NZ=P%|2'0 M&50Y!\$ D1TE%Y12SW&F'
T'S.7JV0|V+>71H+H*#,YJ&5'^DV2V@6;|Q5N M5TCHX.%CP_|K6)
(B\$M&M>2J@ZB"0P)P#9G4HA26I3>L>>|M(&1>'?>%ENW&\$ M.PEO;PQ^SXOIO+;C6ZR&1"(I@D5-
QZA)8V>G-3MC/>OFHJGOQS4-|L?YA|O M18ZW|U*R""RDL;C#"P%).10%.FH=:K|H5IGGK;A?R,P)>
(R&AT;|J?GS7 M'VFWBT?VK)FI_H."PI0%A9R#J_6VU35-RAG6_HFH!=WCIB_^/(>A!2SZ|O|_
MYTWV;'QF CTDK,_%Z"8\$5X(-;862*D2??&L;O07=XV9>OL2C;|PL^JE)W&3Z ML1)Y0*/!.D%,3\$: LUX
|J*CL5I\$>R1|VZBY40\$|4|".|N?S+PT?|7L^ M2;CMIK'?|_ '1Y|P MG*8I+LX_XVG^4#
|70_CJK^ERPAGF5*%J%\$!N6KKIUL%/J3DDCA31WO(F"64+,C_(1/_M<-
VCG^FLA0E!|=;^P/_4C8NJ1N*_#ZJVLAB|2*|R*?_W68TOG873:Q0B :R
M%OGO^5NH#4Z0&7390%*!K\$+M;V) TF""%PZ=*<+HYR<;18:&2J-A3H?B,,= MZ*(//_*BHVO:O|2
XM15!!UAZ|XG#R>_6^5ORXC-@;%8&+@DZ|VOZD (AK0;;5P2W-OF M3W9/4S3R>-
UAK*2&0N@!4FM/=WWT/N+BPV(|72NM^QY^S(MU;>A\$23H,,4J(M,3M0GK|R60? Z),NP@71?/+
%F1U: (+OB8+|&LLDK%-IEO|>7|6U>Z"|L_Y M*B^O-|B,KK+D6|TVB
_6@/.)@'9%%+Q,FJ=MK.9GENI0WUT&&3:|<#E73; M&KC1P'6_LSO"T1WFD9_RC%/?^3TX2!'6166-
MR:U?|78B<-RWO./ K;&8FF%PH+>Y|9Y#|?L2;S>&26G|+(|TRV6^~^;H&+P| M5FGZDG?H+AL|A-
TD,==N|C>\$?JGU;BOW78N&O&L2?V(Y^MJR^NG(>Y1964D MH*"|4UE+YK|P#+@-
UI60HL#FY3@'47RP|KRLD+BT*AZT)|I=D_K+^HY_."03"6RS%2XZRM;EY>_V1GQC&@<"|
MD3PZPM)E!%TFH|B5":1*\$I1)A=C@=-C.HO.I9M\$|>PN!>/B:7|);H#\$'FP=
M.O+WY<_YEY/Y66V.7IN)5"LZY|E%&LJ|69T90B9OW= E|PC|@D 5 M(G\$JN#J_SH"
(3L9HE#2;P67QSY|W-AM*TPQ;|!U.0*SLISO@C;G"WB M"5W%MW:8@08%2P)4CO1M9G42\$3GL-
L6HI>SKDVN3**OG(.2N-0V>L-ZSS8.P2.G!71A06|OT0Z M@/_^C+O9|BS=.|'%|U=\$#J#I8J83|.D\$"
|JLK;=*(AVKE%K/+1|B'^.60? MZGZL8&P9=X#S3Wfy6DSC*J?U/?#K\$ZX OS'E7V!|*225%TYD8/2&
!+ (?M" M"V:U*85AZSC"DP2-'@8'2V.E*T\$M|8QN"O%A'TFYN=[*Y38T.B\$U)H)* MM4-
J^H&O>230#2R|GD;."L+1D92T3\$8|%+^E*0Q;7N@/P\$.>F?G0#P="ZP"#=|3TE7G T5A9\$%B4
MM;RFHHL-@(3,9*/Q@-HJR%OU1TP-|BHG.XP=ZB@.L#::>6|3A2|W 8FXDF=
MP1&B%Z"B1O""Z_H4IUUPRO+F_8DVD#+(NB)WN_-="8"/B;KE83;Y,5S5|^FZ6
MIC^FZ0Q/U|&FXITW: IDI4A)) ^| 95M 6J99)&L|M|M=:85;:*/O;I"V(H#2=P/H2
M\$|."K5Q)3B)G;JNAB;N"|6FRQHG -0+ 4W|J*(V1@?;K=)\$C_?7U.OI7@GQG M2\$;SFDVGP2DNZ(HC
M5"X5U!"|RHHM9" (*>"+KS+ B10C;-H*!|@|^>AS3Y;A(-R=8X/AS5|YGM6<ML@^E3"-)DOD#G_-
L.E_+5B>B7^WLRHZWVN?H:U-HS@CGG-L4>N%QPY#CZZX|0?YWN RU6XRCJ;N':@->
|E7L'|J4'7GP*1+4S MVTWUVP8P8UNO>PKKOKCWX-S(O|H.IM^_MVI=BRy883UBV3A/44)3B>,H2D
MN)2|E;1=Q<\$S(K^SZ,A"WT=D|Q;|&UOP^5;ZWY\$|9"#|*#G)A%HX:7SKO+,-I(S|A-E%
(F|+*74*MOKE(E|)>EC, MP9,3#|B-JW8|,4DG 59&1PRB6|?Y#.MGB1HWY;&)Z+> T_YR&-MW?
A7^>F4Z M/YU_G<8Z2.-_7=W (6IB1IT6:TF=T|F#H%0A|5X*3|0YZ;>K6WG|_M#Q0\$2
MG+=E9P>JYEEMO4E9_W;=FD0:*9DQ"81@KHX&L.!3");J
MD9,ONK@MCRS|EXSVN_V_7IVM3N;+.MAB@MYPRU@&F94 Y9P"IT4-GAH;G;4Q
MM^>QW7H3G=2-Q=3|"LL%^.)R6 MSJLCA@'R&'(<&|8H|^|5;%S,,Y6|JH*U|QZ6-
>U|X%^#5/M':|A|0)F)|L M-B|2N%H|DADSJ,|.9+)|L|>VM'5>>#\$@K\$>6_%W_|<^|K,,+X88|MKX
MDOMB(MB@3|U?P;|A|&="|X4+9Q";=PUM2'_GA26=VM;' F%L^V3OC5|U3EJN
M%F=K|_#ZB00OIS@|+ (O|5|JH-HK" T*ZV?^|7T^N^331"DIR=GP9,"LEBQ M1+K9;
)\$SQB2W|&M!3,&|9T7PPQHXW2/E0YNE.O:(+H@|Y>U&@|8|KYN=[G* M%|HC^65.^OMOZ_-/
_/_5|WKSY=#R:=<Z1";2+-<*(+3?? <N-9T:4K M-&=.G6PS71>W#/L7=,'1'|FLW)Q\$9-
U>OFC^GM|X@JY4+Z6-119R#9%3WR* M C 8*;A6)KK6|L9Q=[C5J7+_.57"!M|/|^/HTX
^|57^2U.%^N92).2G*7 M\$;1 #2I8TD:&|FNM=4&?V>V'+EX1*JW.CG^)|SLY?6.C@_ML-
|A^I<7:ZW6L>^|F.W0M"5R|G M.#S/I7"?2|<#.^L)-M'D^VSV^NYZM5R>?;NXXM|J3W7'IV_UN+!/\$N?

R,Z<%,>*MYM\$0|D"562 L)8(CTP@|K|;M+|MMW4=J?C9WM2|Q,S+U;;;,;(&@=?2C@
(M)>>D0VK|(\$TW7@DU!O!E.B%LXYQB;W<%SOL;|N#|Y^7 M_"AI|;XS\$NW/#HB>#"U2WZ95X=J
|GJ^4*9ZF^U\$;B XNJ=N>H^6JR/M+Z M8B%;R|W&Y,K|7I4|W27M*=[NH/R-GO)!D4"!YEFEM|JZF,..-
/_CPO^~)Z M?H7\$RM<|*|4'HNU"4D4&5Q*\$HC;#M\$ \$1-NZF/%IBK;#|_ZDMY06AU@;|B
M|_U_JML4P_1TNIKFY4>^E0-DS/35NR847F4|F M(I\$7;E=OS^)^XQSW"D3GJ@5|<;1HC&+VV?CY
ME';?;B;)KS)3/2Q,M=C_+NF,QX<&YV.|?AW|@04;GHU@8 PKE3+MW@/J*8U,
MEP1PYGB@Q&JV6W!;+M|UDHFO7.O.FU<7DHJT>KR>KO>+O-7D| 'H5R.1;'R)W(B4I
M7F1N\$R7I\$8!-<>+|'WH949E>;_U^K7T?P^J7HW0|MI(K8%F: H-L*BP,"(3T M.A-
DC#NA,HMK|TTWD^37EL(M@_E%"_F(<>ND(19 (E+K-B- \$P.!X-\$9"Q)2
MG3U%VWVWS<3ZM>9>SX1RO?*(2P\$FBL*G#&82QL, M-
(W>CN@ONML;:R:EKRU/_AQV^00CDP\$79CZFM4;PE1%Y0-41ZE)YRIH&,2@J" M|SR5OTG%SST5;,
|7XF04|HP25#03E8J?"*?ZIRFC\$HO?F@_ \$ Z02,+W1I M:KS6P"OI3..\$/CM0_>|;.*IQV8*|0-E.!!.?
#WR_S*YN|EOOXE;&J?F250
M>P/2XX7IY4P+C)0.R#0CW10%E&HKS B<^V4PZ7ULB*|9U/KMWBK5_J|62Q3>AB'.|E)|M+^G_T
M/Y|HWN7(YMM; MA)|@75R8:26V7(^58C,FY5LY'7SO>_H"*&(# :?H/T|SG|JWIM^/>WGJV\$;G&
M4JV=|L!;&R+KHAU10D0|PH1Q-GC,?XK9K;-EQW->4.9?>%J%X&_@EOJTTNW M:7HYC|Q"?!|G
67JHS5-M(\$ (2*=#/*_@FE"=._|WR?._%|1.6\$8+=G\$IG1"H0 MI^Z,..+D,@V2N|3.9TR(/_2 D4Y
H8)B;6%1KNSSV3K0\$=9X>XA5FW#\$D-C M7(&7%YF0X%7.ACP_\$'Y|U(>WMW5E@?#&'0:T!14\$
|D\$(M7"/HP%|M1-Z|0W*|I_?2ZORHE\$!8M0Q1%(*,<,A \$& R@-M)ND+- F116
M9H\$|4DU&XG'7A:6Y"M_SS-A?LK2?S+|\$|CBG|)M,WL_FZ5|;.&20HQ2@_A(D"
M5#H3<7\$<.,6P4)180P>967(V"BMW-3++|J|D2=KV%Z<=0M?4C*2.14C@:*R"- MB2Y1?Z MW-
)KTLA^(OJ_U8U (B|FM9H|4(?&^J|H M7Y-"|A&WGG?&=U-W*;KX?WT;Y.O=U9V?ZVO_<@3>YH6
9\$59 D3371R@_"M)%TX@|D%D%)Z*.C%&(&6Q%_H"?Y#68(AY?E5.P+;8<'3C&/<.1(L|EP@E^;- M1?
CC50A(SF\$0SD+ #Q<48@I;\$O_HH|BLP!\$/*|ZLV!)MHY&V4ZM-0""WE34X^6)KW;
M(E"Z9I*X>8>!5M!@P71T/G,7V+|*IOU60G"T;|-(A6(TR"=E\$QX;)P0@"" MD@OD@0J1KU9!GRX^%
(JSU|<->--^*|Z\$1|_&XQK;Y7>;/6;'EW!|)&6H.BF M&YI>5A1 H33|BY' K-
?;&7|*@3W|FYX7((%/5T*\$QTA@|RC M@|BF \$44@^C^,!"\$(U
A2C2M)OGOZVOKF>YS|)|9^TN6|HV./WM;< *MPTR&M ME47 *G6#,+QNE3DH6-80<.,\$
M=HEL"&@P*"6VT?30!4&2^98|B=%LA-QH8J143*4Y8.8G+YM6@OLW*/_2Y! M|:P1E2-82@#5A-/M&
>!2X;D|<|;M+(A|FXT|JP>C6FKZA4U|J5;DT?%HM; M|H>SB.+U|2LJ%|OU(|/G:N1HZ2;
)I<76@DUH, @/"W1%\$IW|_%32\$BL1**Z#|Z MK| #E@1A>3; /*
(2(NU,J(S|53R1>@4X|SYW"N\$>_5X|3IM ^;T|Y+\$BR' M!|B>7F; F
A|0&>2\$8\$<8&C;N;!:=J;R0OVT.K1J8*"Z<=1NQ!E2R+-X0NN0 M|G|0-6,L XI:QU-153RJ+U/77DWT>!
)>Z.0K<3M\$(D&,F>O/_A*X87>^"Y4.8<3ODM0S4R.!818 M2Y2"PRPU!F \$XVT\$;V"A"BXR B014S3R^
?S8^BZ*E2IC 7%|;2F !A...;& M:0&\$3#;*X^C@\$R\$!EE|X\$A8G?U:LP*OM?>VLD1!7B%Z!0?=LT#Q<"0
MF7C^)_2,E^D!6PR"EY8YH0V2U3P)U(ZT1HK%7|-B528^KT"KKIP;IS_HR5/C
MZ5,W:43\$8F8%"%@80&5DBPHL (|DL9!;T)MB8:C!#72((%3@P86E5KTI|!2L"!1&EUT&);-/'\$|MY;4&
(?Z,\$P,U M(8.<3.FAJ|)>R.KWL=_95AD\$KN7H%I^1AI_L0 MA|!(4BV"Q 1P*WF\$.3TY%JP&E@='C?)0B-
L.R0YD-M)&|?1Q) D'6HLB>@-+KFQIH!A6P2%HIE,.18;7H M7U|BF_FJ*
<.%I2Q6I0Q3|)DFR\$CHRD%#;.@%8KP:9R>NB428"Y@_"X%Q*Y M6?
D4,15<_H7YN'2<3TDJW@A63|W?;==;X<3\$&G'O; (XJ !L"YQ:EN*("HE MHQ-
BXP|00/\$_E^XC/E);0;'7Q>AG>;1;R>8E;_' +N_V1| (|:1.)PG-2HG(
MB>#CW4!3\$ (%U@D|M@QFD6WL0;BJH|OIOM#"O;-6B98/XV1I1#C74 /D XP6<_M>*X)|
Y;Z\$+GEL=7M4-;MC*K*2=;F'/B1:URO;+&YOU CQ90PFP35N? M1P^?..,CQXTL;".1P|(0Y9;80"TW(#
(60=_L|XX;CVT#" (CYZL*O+FZFG M2!-
LXOV16R(!E=0!K8P%SGL6KY20<9C=W_KYZ\$%+F1WPT8,6|%?@\$FW/0J=8 M:R>Y!4B*-+M4*!#X\$
(%H3GB-28.O#1A|!:"\$1Q|!;(-!>+4G7%|J%#_M CF&,LW) X4V8Z;GKTH)58G>/1@S885R#G|ZC;
M.KOWSX?L;V;L4|\$X=P:E1B<J_6*F/(NJH(=H;|+(10|NIH)<7%\$YF0T! M6MU;/F#"E3-XQ9JT_Q"=(
C,"1BCX4U ME3UZ=,3VZ4&TMP+L_*C\$<%=BU# M+0KA(C++: !|/0%
HU"ZR5\$I@H*61%0J|>D;E_/KJGMSHX7B>&?M:I+U+K/&Q M_?)9,,?=7|^|74_NO4\$CY"E,GE0|4=(Y(A
\$6BL9+Z.;,H"&*0AP4&H:9R
M/R*S7.9*G^05DEK4I0L0QSCQOVP2EYF,E_>?|=*/|+)B|0;;\$<\$":BT&1L8_MI7GQ)#('ZY#
|V<4SD%6YOW0&!;I:(%Z;)GT>+_|U?NY36LM'R5JN&((<5IH8 M#TC|>@1,IE'@C
_G'\$6!;8,LJ5F|A%500G.*|&BWB+SVG3HP;R|'=^G9^Z M%4,
(X4+JH(R)!H5Z"706"B@>|/\$<(|:UJF8J=5.B*BB@>24ZU%MDLNG063/U
MJY^X&%BQG3AUPGM1;Z!|(GF7*04|R:P M;=H+ZK(7_|V6/#|C#D"\$0C0X31!4*5);R(2++AAU&
(LLV>=?N;Q6|KL<'G|_M-O:7X_U|F\$9SY;|J\$D%?\$_9K^A41O2O89+UGV|P|@Y)&AA!|@@18I&4X\$|8QKR
M|+.PCFSGM>3X6PG(;|BTZA6|358%2659JLGA6)M\$@@\$::@R\$Q/\$7F%F8_?WM
MHQLJ*WS98&|F3ATPJ\$"@TO\$0M5-/_\$_.+4#FB1(8>\$("H(&=" 80%3@TBC*MA,E=7/UB\$U4*3A>
9SFY78&X?(Y(Q_U|NYJZM_|.3V;?;\$X41|=Y"HB2PJP2Z5@1(|@R-|%C)D\$-?Y|X6-J09
MQ5=,M)*7W0KV_!|=9JP|>4+S.^>S^;H?%4(I@|0G|D&V>(BS>EL(YHN! ^
M4*L"\$ (3S*%,1_ ^3Z'3D>VH|12Z|8U8F&KXJ3-U^9@/4I^?/1U.%&;!0\$T M-U\$%O9% >;> Y|310 V-
WGJCNN\$V7|WH,'4;8=HJ&|X.EPK;|:W9@!@UGD0"?1L|!"G0-KUEHU,Y@|@B,J=P1PM;+";.G M
PO+BT#0D,@5GRW6VS5Z_)I-/B;/U>WRV^S^?B_01MIHD0P @++X|62\$L-3 MJ|X"\$D)JE"
N|JN6^|5IZ7YB;_>O;V=CZ?7ZT?VUF1M M=4Y|NIW;;Y\$AJ8%F,7+!;^,@|#"DBX) BBK!.*#8H6-
5:6*>KZ2MYGFEK?UQYQ9-B2 (!E0'4>0B*R5-5E*|+71>Y.Y+ M&L;1R%Z=5|NCT0:Y2QB;|YM?
QGO'(GYQD2C7R_AWS>TRA0DC5U;L623V?)M- M(N"+=#3=KK_>?21.|V|F#2;DY4"FX,(|/4|SXQ?

19*XD\O&FQSE\$,05P6D>C MHRL\$ 288#^(AKI'1BHF0.WUX:"^/^\9WUHV.S=@^35
ADC/A!8!88T"CGP(4 MDO%>:P52R%#K;ZS_.B&RL8'LLC#BQIT; !4X#-&5YGVWZ-RCPR1'#"K+
MKHJ3;U!YI< MKHKI'V)RJS3\$(\,@@YZ+0#65\$>J48@.ORIA-)F6%IO\|CR|+QL^G(0\$U8
MT@L2Y)7>CP@SD'JN>8HZGN(EW^3WN<5W&KH4+SJD|RVL-4&R|K*\$A+448C;
MPUGT!;T3Y&T8^H+*D41<(DC4)EAE4U0W'C3 8L2=\$/%W,G46RQK2>B4V
M"Z15R.Q>#VH4K_X>,6H!=M'+H2RHR"WE@'10A& H%R1WSG;O1LH6S9WO+M** MX16EB;?
AG2\|BN #I8! M EV(EV2,@QU:Y_/WL3YGA=O;^?CY=@OWOUE)|>1E>^CPC|+CWX,NQM:5Y|B
M;XEEE.%4#3J AJ@*1&>401QHX)G+O*(B!%=05W.DGM8,,,8U\H80G#W5-R YM33,GEJ*=-^N**Q&9
M:K7GV3A3ZZ.WCH0"(CIYJ8LO.G8P.F;6!Q=M\$132Y9X_>&I/A>=?UR(C82Z
M(Y(52.96D&6+F26<@F #29-P(="&:8"<0Y1"*)C(GD!|N8T:Y:\KSLNF9UIHJ*?&:9K2BH+?
I^/E(HUHWAFMO/KY0PYC< M+43QV MNAPIBZ(S;2.5@6A 8A(YX_1BX9?Q4)VOYU+T;
ENLWS6Q\$!GNC*E %:NZJU= MKGH""""*+HO6!)=>|(-^/- M|7)G/T0 H?C>%A=K?C^8?K-
1X5+HYVC0MF\$|I4?<48%YA"*X*+3%OTH!)21 M%D"(F>1:R>BR_)B&WVWK T<1BBVO-
C|3+|@":TJV%,V.OUSV7#3E!V=B.F MD('*>@V|BU*U?IK:6 A,"\$W4F"+*FGKK9,OJG-
DVR7'=;/N)K.Y:+ K.?^UT1\$+B'6"<8T=
M3H_10P6\A\$1&^\9S%RJO_84.CWPR=7HI'41;MAJ0\$AZ!)4+"XSF%G@/
MC74R"&VRST)MOKU+|>7:2-/A.K.!:7@V&T1E))'JVH.SCF"E"K D8OG!#8< M:;!0^"1PH133F-
%!5>|A(|74;66&>6TYX8U"A(FVRG- Y!Q27@)\$2|TS)Y M&IH!*(5&
(1)"W:#W|J>M5&2INH%|2FPZ<+QT0<+%+C^19 MLKFD:H6J P\$5&G M(1*& 0"9I\$6%6FDZ)2_=?
(KE4E%%POG0S"T.L2;W*JY&W*R41U-F.1\$> M!)9B*.008"3U@&.#XE6&.4KUD*;EY99JR=^?
|SJB4L%808U_KT=EFFVD&), M7>0-2 D-0(F0Z2EX"@R3@&7,N=.YBRX/J8B.147MU(:1;^5R!
(CP59/O47 M3^W#2QV*28Q%/15C"<|99("Z;OYYH3*P@.0K&A:G>WMU)6B#(!?:APMP?7
M*Q">CRD.L!6;#1U:ATOKP1PJ'UZSB.Z @)#X*).QDX2%*SN|NAO90|WH81 MGRQ|+^U&?
THU=W_MHP(%CKE9#=#LPT3 ;),^.!K|2NR 5=S% MVRI-|1 *NP!)Y.:9HOX-
=URM8|Y1@HZ)Z+|PUBV|1ZA<3XC>5*^~9/"4;(;
M2S;.*5\$(2*0%,\$@CBPR7|;/GD^"FVZZH/N+;8CP(L+7)|D.Z|Y)R|K' '8H MI#9-
#G+;H!X'NP@E\$YAXV955/1I+#+U9R>K.^|EZ,\$R5P^P|NX;K|CGWM MG(5_C:D^>PV@ES@H@3Q
U\$99ADJFN0@,(. @D|!%11SG^(&D|BN)+6HZA|3J7I MR1 8'14;QG|H'ASF)OL34: ^O!K"-/6I
6R#5FWG|9|DKO,B1/M!0+ NNIL, M.Z"ME\$!|@A%#P7\$T;|IGOSJ+*NH"6XE"RSJ+
KA4(&9'4C6(!|O,@!CF_11 M\$ \$&\$P<@0M(JK|G*7N%|H746K2!O7F?1@O!5" *AC+|/5U_G')
1|FC>\$4JO MJ:)XZW&>&^:Q@;F;SRZMSJ(-T WK+-IPO0+A.9CO|T(Z1:@!Q)IXRZ&12|*; M'
B3ZBH8":W1%Q J^- M58YPXO5.F_6A52L(@C/3\$YP|I-A663N6712:BEI'7\$J?>W&%V3S| MA?
M'2AYC\$Y!SEF8K,Q@5\$D\$#F!020!VD#|8&)IL=>@<_4:FD=\$5REIVM%=BA
M7|U>^/2^5KQFSF=W/E'R<,,,A\$&I'0.IJ3;>,\$DDQ3@(!%0.&NQ8KEKF8YL
MI^P5;2AIRHU#;|2+U91:6?Z9YNU/W|,>W_LY/9BM^K5R"!UWQQD"%4 HS1V! M.A5 "
|&*:##.&%;9Z|D;:ZL9S6TN V#407"UZ@*"%+LG/\$&"">C0DEM@7\$F
M@'@WP9IH@KVTYTO: MJJKV>PBLT*,K?=\$*L.ZC8US1X;SPQ!(%AA <6\$>FY M UP(Z
+2*"I3+>7D97MP6J'=D)R|>#>MK\$Y|O?KF|&B|2" M.2)\$!B!2""(8!XRRGW\$M*
AA2LDSN|@'Z9;""*7%Z|A'/'#U-ZF M/20V?HD0^H@K\$A3LZFQ4X0K MBX".MZ_H^7@/HJ=M '6I?
2DZ/O&*G|L?9NP \$Y)HH M04&@1*;|.09&, Z<1U:.(P4@SJ#M70!""Z|ZLJ.Q7Y\$)\$ZS.|YX+4*0GOG
M0ACN"?I7TP701IKZ= &T0:L'I^!DZ;\$0R!+! !0J'D:.\$6!X@(!|D)-#(6Y M'Y5|-5T K42A;1=
"UPJ\$+|/#)80*.T(OI Q1@%%/MXA,>(@<0)=N7,|B0!RWN5W-2^L" MZ",^6?A>@?
SL+T"5QGG&9++++CW|RBF0(E*B+&0(>8^0'30">'F5WMD">=#2V5-\$#?;:Z;\$|NZW'C-N.M|0E",
(6">BK|2, M!|J)>'&#%""*KHTCOW!WPA_2.UV|O>|:0T3.>8LX<+B\$"(B \$E;91R9*4G M#;|QSNVT?
A2%@.1%_D6_NRNP('9Y>&A08^A74@WC/ A-I*JN(|U1\$.5. M|XB"0CAWONO 5JH2G
X8GQ":+@R04VXV80|/('#C-/;:5PAG!Y_YN^62L3|! Q85R!0J2
M'G=, #|@B!;CQ(|HD"G'9**,>/_!6N) >Y*40|NG,G*=3)E86UAT?CLO|_ M|3>|1%?
7<^_7/93;)|#U\$X8V60GD*K,<44.NCPT>(!0P+X:CG-(1&CLT)>6F| MH3*6)|@_FLZ\$!*)W*^G|?
_W'U>7:O)|O|C;DT 3+E9#2L|A|@U"D!9(BFV 2- MN- T_N_.IA#^:L72Y<3A(&PFV5C9'WNRE-
"EGB!4^S3A" T@G;T|(|. %T@) MI2(8498|\$'QH+X7S4P?E+JQO+0%>3.;3-
:C2L9W_FH^U|KE8)|E|_6RZN MINZCF8RO5R M?O|>N3I=;,@+>(T|1E9%EP'N-DH8HH&W0(#AN#
(LZXCQK9&JZ M|Z\$J-|BC_,S.CT;Y;/%JH86W?|N>W?V'MV|3D|.GGKNOZ?VXZ|?CA9W,%K?S MG4?
AJD6'MPS6|T77MLJZ)Q.U_PLM@!:=|S5|P_-5I_Y6;UB2?#VI4=AU?L M:;.>+ _B/Z?
=Q6O1K)/N7^,M_9=GFRU6+V('36#SH=2..%#P%MO;GE|JF+C> M.VL6N9-V0VL_-RK!ZE|A
|)^,W7O)_HZ"U+;*Q;QU3KAM)<3E:"4-/=-.F M^6#;6;)(=W=GZ_>2%Y4 |9^S/Y_VE|<"EBZR"N*G8
|SIO" #Z>J>;|H|/ M5F,G_M"3WNIV;-TBSQBV@JX!5VI00,6;Z";|K|/'|:9+>4;M.|%^\$QQ%>15L
MQJ5|1P(QD;HR4K1JP2T#U,WOAN|-4BY8OZ +6S5-E+V7&>STXQH+0J329/ M^WJ8-MI+B?8M6
RA SR?6- !;VM?X_E/_DC9UOKUWVLMQ(BXXRI0*POGR+ MQ*Y&|'0?R\$|7&- XIQE87O|P_9U--
'5%\$!-%4Y<:F|E1#|G2X;88M'(^YA MV,V?#(A;!8+WV.R_C\$|:Q^ ^)MI.FO-?A!??
*9L<&1+=0W,5#K&Z G%8|>WJ M>_R|';|8L<|I?+GZ_&40L3C|O;+506<4C|;LKT!,5CT@8|OT;K7KWZ?
CY>+S ME|!'9'CWRJ;K#^C>#1B>6?1F/1.T7_RIS";WZ1Y,8|;W"R|4R*&|=0L_9|&P"12R3ESY0|+
P\$=Y4;|_ZYDAV^E(|+IRW^/G7SR?WU%V|OY^O1 MR#?+_KCM7;51_:61^T82VJ|-U?<_LIWO RZ-?
34HW J:#L|_7Q-2#R|VCR MEV_UTK_7X_D?>G*; 9H|;S;"J|OBP|L* S6MF;? ^-?RY4HO?DVO?YD^YF|
M\$TLW@JYL_6\$SYM1;_INOBH*&JC_N7J66KL3VPZ0WW|9V|G=WY^_S&|^+8+ M8>@D|XT^T\$-E-
ZL^?9_!<|>!8L5#|3|Y|FR'F+82;XL^;U|/2&="|S\$?? M>L7P.LKW62,F_- U4H-
X)TU!^5D=|;ZJA4VO|VFO_E9#E"V5RI737B,U|,3 MA%=TKOBBXY,UXNN)9LJ_9#I@7"Q"G*_&"_R-#
<7+18QU=/_W_L@>PJC|V7YKT|S^W'^=3%_MUB. M;_2Z?BQ?

VRC#Q1K!^N.ANV%4;XX^TRVOAXCD^O,YK2PZL6ZP_KBN5)!M5S M
/XV6_!3Y!4/E>O9I,/%&L7RW!8GF1;883?QT5G4_! :8Z\$Z(\$EB!6-=47Q M.&OJPNWMK?|Z>_ =72N!|2.
<0V!_!6+G\$>4X);,+/!L4@40S06ST9A!|=|/ZK_NL7 M/_5AO.Q=+-'I@^52!3G%#H2E?ZQ*);,8F>KK9(>,
|VFH?23 C"?CY7T>WZW; M%|O5!F02BG;<&EM/%.|)LN0**#)>P.GV!|1O,?(_>7;81B%7%ND!\$J**I
MP,POXKWPL_ W!7C^:%?R&.46GVD\$<:N4M!Z8307!|>IAF^ M;Z*9N)!|-|WN7CNQ?
L1Q,N_R>-22^="!Y,MG=WKA!"TZC(I+#"Y>KOCH*Q:P= M7PI#|!G/,N#TM\$K)FI+3O)X=
(:Q!D4_H^WE<|ME3^;7WV?F,D_YSDP:_VU MDH:(<1F&=A7
>QISY'\$Q9<| ^V:Q=ZIO!W3W+EK2LVL(XC%FE+|Y;:L,T;# M*-HI|L^:L:(2E#|Y|F!VEVSG#YUP.H
0TI'Z?Z!O+_Z<^X6:8L9H-JW7KEG M5!J9O2,LJ_6<@=V1-M!|!<| M,^- "&|!DB|U?
=G(=/:C/W^=+|Y*\$W!K: M!|/EFC1;8MZ;:X6A_ ^?W=2!3^,N/H9'(OX^GZ;-O!F,NW_ .4R!|=3: ^OIN|W
MZ=UBZ3((0,>|UJ'Z!?"=Y6-V85E)UZL/TW^=W>Z2T!T-OXYSW&>=_J!4:C ML!3T9G=A/8!|3-
I_K9A3F\$<|.K.W'BMRM?@8-F1| M#"L)?B0CLW1T_FBO-L_LJ03LTN7,3!L?+W?J7MY;JX-
W_N)6!V9C9UB!|?S M^ (=W?W,?I(S6_+==// UQ| M#A;.R/JZG"0&I=?|H!T2WJMS2LWSUN-
!>*Q!8MYG%VM:ZG>51<%V=?9TLR=&^ MM|M6L2DIG75N+R *(W1EE!|=Z,KC_L,8\$!%Z*UV!LO"
MY_1QW!KEQHMDP/((LVHPI8!S6Y0#ZY<;C!C!MZBE%ZWQNO|O!|+3)FI7Q M>G.S>J/Q!3C\$S?
AG;2YT6WZJW)R0CG!W8V7L: ^..F?ECL3!\$5D^S?9M-(I<_ M+W/=)-
M!JMR(DCYK^/%,F,J^ "JC">"L*9QUDD&E 7QI6?I&0@XL MV:A:H:9@UG'6%(\VOC_
">6KL1DC6%LAHRJR"D#P^2/SKNO|X6Q^JUNKSV MOKUV(O!K"6 =94!Q;V?^!^ZK?GL7;
1730&H8VPI!;\$V.52)HDR !5NO\$5XU M!8R, *6&\$'^65|V>+!0(H)JB//O84-P)F?4NE7Q8HQ\$>-
<5@=HBOH|R!-QQM MZU5Q36&2"LM49!_ !|=ELI&W?F'GXU4;E.=ZNGE&X%84P"D, "-F:8B&-
&5;Z6)LN!K!PS*U\$&6K/SZP9!>@|JB(B>8 M4|R"X*G!|*U^IP/XU&T%74QCD!"-J?
7W@PW0OCLS!M>KER?G!U0WG5Y5V(D M!R*X,AGLKQ+T)2, #(!40/C4!"!H..SWX+)|
(M"/R_V27K+I_SS!W@4+3L(I MA<56S/D;TIG"AZWUKN7=&>I8M@5"KJ+KV;3;8DCSC<@|O7
%61R;G MGF3(S!GKI73HYQ3VGU/8VT6TEO)5S^_67P;7^; |(LL5TDV/<)HQ
MQ3V%M*L<+S=NKU2L?|ZM#|>_ '%H@^3!>|G:OMY8JU@C?\$90M!A1&Y?/MQ"-H
M&\$!>C9M!7WKW?J*O>| %S;_UB3>|M<#K!DO+A_"\$P.|)LL:|V=K"=9DP5!G"U
MK!0\$HY&S)8OULG/PF>RA+LKENM<|V(-#_"C"JS>_?5!|,!)USL?+L5!<75!>W>GQ
MI'=_PY%UR_6)=P!L*&|N(QW!;389VTC_I_G, #I@.WOK, .G@PV1D3P<_!0+ M&HF|^D?
YA!+_G_Q_P%02P,\$% @.X%R6?|EN+G& M!P !2@ !L !T=W-
T+3(P,C0P.3,P>#\$P:WAE>#;Q,2YH=&WM6EUOVS@6 M?|=J?P4VPG12P"%Y1X91.11
U)V?'^^CV7E#|2 MVVDZ!;1N=O/@6,+7Y;V'YQ!2O)SXLKBZG)!45W^Y_&NW*|Z8K"FIAB*S)#TI
MT3A=C<50BMR_Z";6J!-/;=Z!/%BT!^#4_J,C>5QV_6C>/791V/
ME2WZ!W3KN!+OXVH89GD0&RV*;U,8.SSLA!|1EW1S6>IB/OSA@R!)B5!H)MZ9 M4E8_=)RL7-
>1U7FLZ!1_");"/Z/X:V>!?@I=T6)6R8"GDKBUQPUR#|&_ =|T M,G5C72,QKC=
!;^OU;3;1U9C\$JR+=TV!GL3V4U.C^1S(2LEDC;5GSH/Q?I MA%2F9O;YGD+PGK*
^I/^@)'O)R3>2YO*BE\$WU|N"YB\$V*!GT^X,_Q\$NEM&-0 M7VJ!-^7PQ_K/)Z;3K3-
!VQ'7W*WX9T_!@VIK&N<I(@MK?XZ)2_L!QB!AY MC&J!%)M,Z
<@US@38BJKA0B.NSRFV!TUZ2WF;7'_V>6_JL;W;#6S&18%%+
M4TTSK!\$ _T4ZVJH&)/N;.F;!LDK|;&PIDG|W!XRX#S/MO/A)&Y=|JC)" K>H M&%DZ-S;
=4!2"H+^E7A/6^UE2O;98?)C?W32!X1\$CZB^>!I1>Q=5'^2#HY' M, JYN*G,K" UIDX,KHU1508F5_::#" -
(78'7YZ*IO&T(X!:"|(-X9:BQ)/5 M_\$0NF7.L,*5F\$HWU-BI4E)%STLZY2BEO*!BV:?
#.P5C,&015%|+;YFV4'FH M!D@Y6*+(BME\$9Q/A&OY8M9^1L;83GD"170\$YR,IRIOT\$W0UV)-
'YWYKF&84 MICE%,R72^;H;G@X(3!X?\$)+(-84P,V)68>T\$96%0;_?*=05&*2.W0/P5#3,*
MH+,6PPY@IRT22(W;V@9S\$6Q0F4+""=O: !?>ZXPS6: A4_10;A.%3 M;B+RPLS<J>6QN_RSI"LMH-
ZSLK, '-+8S9L;|C.YT!Q#WX4YXGAUB|W<^ M@?'G-
46\$""^1+1@JOG3@."A0!;A\$ "NS3UV1&M;6I^BH^:Q6<58_Y\$|!(8<=AB(M5TAM'P=3A!-N)AOW^";
<_E(" _J18D(UC44*X*BI=H'Y4(NJT|K!15GKO.N MI4(&I+49=8663LO)7*C!G!#%F4*K<-CCFM1H:75/
\$=|W!(!!7WU#C.Q6%M MNI"X T!;1S#(@Y>Y42T!;PD-,|IA6,6.5TM(@*85W8X%M*7!\$;C;/D/HMQ
M!PK)Z?X@N67DR+DLC;OD,X_OOL1Z4*BAT5(MT1.P)P".!W@2H%/| |H%;<9P;L*"^&M?
LE6!W"63).=UD66,Y^&L)=\$NO MI7\$>
|_G4\$WVY#|WJWB#_HNNC'4URH!@T=J!V;SAV3A3.#_AH(9PG1;N>1ZLF MTBW5!A-
@0#VID!F"/UK6GHM"WU#1'B;&BEU;)Z%DO;%NF>W#"W19EMI" G#>TBPUT!)< MIC1L"QT<
<6@7L?4CO^LI!+=CWYO-\$P/RZRIPBF _>|_W=;?F.%?%9!GD(OA MMT38Q)OE<'2MVRRLW/7,2-
YPVHUR+23>(#3#H>?B8.B3X_9N4.(!PQ9*DPH_ M'2T9;24SB8FTI^| M U?
ZXNH@=V!;B.Q'3Q|Z<&'W53;_ 48R781B\$+6CH;+R.0>%W(^5!7P9VA MT>@NE<&-HRDG ^B'JE?7
+=8O+J*T>O'ZQ@>YGBU&+DM|H6B8Z!VRTXO>B_Z MNXO!O61GV1?J|CB8',V&9UPMJY<')P?
W/#_LBR1X?=? U4!2U7'JW!4LUQ MN^_Z,*OOU:#7YX=G@*.X7/SQ!TEH+ZL?UH<>E;/45>\$J(I?
^#*S _^N9XX>N!U?;_ QX&#-^Z)?U_ @;9;0A>|0MRU>IF0'(1 M;P;LS%/KU_1JX!/=|+
X.CVEG8M!|V(N::_B)3L\$/C_YOL3'MW/N.UP^P MW?&_4\$!#!!0 (#N!XX!LP<_(G ;_ '='S="TR,#
(T,#DS M,'@Q.&MX97@S,3(N:'1M!5I=;|LX%GW?7!%-L)T4L!/92=K43@-TV@Y0!&)F
MT!;8QP\$E7L5\$%%%#4G;OW!|>6/Q\$Z;?DSK!MN'U!(ORV;*MJ_ZB<"0#*=%Z75^*/Q3Y*!|O=U8O;3-
W^G(2Q#;_MGH@_K+024YG:@PZ&+A;CG!^EZ_.C.,EY;M7XESIJ=#J^9X>'DO<'CY5V>F3
MDT+ESYZ=\$IUFN'5&19;1GX,|=5YZN/#W_#SO4K7_0GQ_*.GPR;_9UJ%R6B0_M9?_BW87YZ6M
R9SZ)Q^+L2XW+;%W(&N0U!;?5F/8@3V4J=%=E!N>G"Z3H=?);P""XJ7LVZ%&_?H
MFA8K'@QYF: ^O)SK701P/#HZ MD4;|HFN)G_CU6PD+&YC\$W;|EFV?"S>*F2!A*TF-
L0;#5ZTOS!Q'2R=;50>N*%DI7XCVQLK7U/ M%|&QGV/;_CS:/ST;WW)XT8JA?+3-U1B_#/\$NNY@F
BZM"IB=\$!2"4+\$E7A">/'JG-RC_<&3;'R<|6+! M1U:./8RL#GA@>#@B/?QP0DBB7RFV5UEX4%1;-

!JU=MUV"4*G\$+=)HIF5\$ G;4<|@ |H>>6f0& M!H"B!5|B=#|Z4T@_\$.6Q|_J:-
+!)|C"2"Y9O(70;6X.87SFQX^W 0=)S
MB'M_(SV|H^&@Z=CWV&J4Q1,\$S9M%PY|K)OA'0448*LZ|Q0K&(\$.:9&^PGW
M8+,*+,E,R==*^)|8WZ(?|Z>S)L&E<;8@A=M>'=B@"W!(&|Y/3I:W);:Y*
MEYIU9YU@RN,+Y|U|'8TL2_WGJB|,5&)B1:5>AW3L&!)|\$6BZ_1DAWJ=P>G
M@|L*5|U"MO| ^7;C|Y01@=#.E@FI;AP' 45/M(_!
MBNHX#BOM%6>N\XZC(R/2NHJZ0DNOXV1NU.!/^. *MT2J> ?DV|UHZ3000*>Z M'RM!S2.UGFMQ?
#9|+-R1)ZTG.13 R|RID8!XT1K)|YE12=6-1T|DD)8%S;X ME1,:@H'1G|07,>Y.(3G?21WC'L3R/?FK
TWY_M|@UK/I3K1BMTMM:,JU+ M#Z2SOF0(2Z<6<+ M1%4"T/H|8)F50|KKL%-2TV1QY9
M8%52%-:IZ\$.4J|=40VP88!LM%(GV 0J|. \$W'G2!P!|. @HO=0?""BU|I6DC
M87%^J2SYT&6*S/|@MDF^I*>Y!P.ERNPJ.B\$5'D*=/6C.W;:C;@_N4"+FT)A;2 MY<=W/R)?
2/3X\$%*!|/R)@.,)'@3HU.Z;D&,*9V;L!->?"28LM6|'T'67)-MMT71.D|^6@'=.FIE?'Z!|,5.
M=P|AG|T5B|>1.0%|I%84Q8RYCM\$56S*/D%Z;*C8I7<22C98YY?5/M| D%6E M0Z (YRW=
<@LMP6U*P|HAG)*RZ|2:1%PAN%9CST7!P.71+<
MN@U*.F#80FE2H;.G):/="YN<%BG7IP!\$|9)DBLP\$G|4BZ U0OU3I=3ZV9\$A>|6EYV)^NN(T.J
M&F/GA:9Q",ZDS?@"GA|%35P=ZG;*&Q|' |>(<3=5-'@SO;OM*P1|'EY#8BXOM9/H|
|WKL5^5\$F|C|JB_\$^ M8#ILKMEXO:2FO-V.XXIA-^68UQ>;1 FC&OS?>ZRZO|'5#TT\$PV&8\$6Q&/
MH 2OT;!.I'"L2+B;:R |X+"S%)EEX|. :UV?7H'SHXP30X*!5^~| M|V?I??=>|+O^35IC?7PE-
4IGKE/|^\$IMA?G(H-FJB|P!_ #9L=KF3S&_13= 8 M'<50^_X'4\$!#!!0 (#N|Y:B= \$2@L)K<315\$/K
M2@5T= _MLK%3K\$OLG&W:LK|^SPZA|+A6M^G6J8AA)*|+WZ?S_MBD|
|ZD~|AM2R@TW&3NI_/3VR_O>OEND-Y-T>=*C_8X/|Q(S:CW8-VJ|VBR<&,
MMKL^#3J=V5'2I*V\$./^/H;FJ|!|:++V'\$MY|*,|M^>_0L3'3+J9F@>__M5'-Z|U4"H.+*30N+|
<^GD5_@V|,QD)^+4C|X|A-9B9>2 MG&?+V4YTS#;N%L%O71&A/1734E'S/QE&BD&
|V|L5"O23<<\$J5\$'3 M0HGOYGS&#;2:C>!AK\$|G"#K3+U0R(-X|V>#0?|Z7|T :SN|P|+P;#R_XY
MQ!_BP=5T^%N,CU\$C'G|_2|*YO)J/+GJ7TQA.H*@_U>-26/0@\$D|<.""5MNO MOWH_0GT3T>7T_@4-
N%4(+K^H8_ZO&4*\$TMT%T1Z@^\$RJM'+?^P52J9SD)2,*F*XX">L,"R?;25F)SCTHY9?
=T.|#D1#RC/46_09N=&I M%M!15#;J14.H+.R6MJE=ZM@V6#F?#\$4C@FEO=>)>Q)?03Q|XMLS*"<;>
|D1? M7U5102C%="3+6&K"EGWB.H@C|*\$7M|YLY?NK9-Y7|I#K8EUE
M-.BVRAGN>L#S&LWLF7|G|AM|U7FE@N LE(H5E87424ZR(C MRY+%XXSBAZZPWQ&-
W;T)B1;'05|)U69Q9Y6C MC>.3;8_/>2PI?YJ<|R|V3DXBK3|W=Z5UZ7V;?E9U;&118BZH&7&*5BHT??\$
MW'.Q|3UQ|L@A|G|F3G80%<<|H|!;XN>O6U^|MT,_L*0WWP%4DCM-K|0L8Q8
MAULO1>X|S@UQ_IZ\$S+M%F;Y-' 40|^RU#\$P.WAE>#;R,BYH=&W= M6%MOXD84?N^O."5J-
BMAL,TEQ":16 (J:@01\$&W|5(WM<1BM|>.=&9+07|S M8TS(9A-MJV2+4)H|'/Q^<|EFS|E#
(=X|)7LS%JC.;?DOY7|7-Y-5|< M#;9+6,|Z|%58|8-F
Q&EIP7JOCUM|AL\$"!N>SR^7H'/A5"!W*ZITO+7 M\$2P&|P^#Z6CAS'Z_&WQ|H\$-ER9RWW7|?
S7C.9'72".1T%KD0;?X|X>|_54< M\$PZQX)S&F@D.MTRO0*|H##A?DPSFM!!2@TAA>
XK&0.7BN|QND0EKW&THD4)X@P2|HH6D>47EX MX'7=L.76+;G7@2A(688:NZ 6-%Y+IAFB)SR!T5V|
(OS:A)+G3"D3"7Z-9H)| M|ZRH|CY?G_EGBJV.DSJ.\$A(#A>D\$)RI_@Q7C*8P9ISPF&\$"9FG*8BI!HR;
M+;@ZX#W-4EP4:ZG6!.NFO=Z0&BS'83FC!@A)1&%VLWWM4L=,P;Y@LB(<*J< MV5U&-S'(>)-
A|513C#L3B_ |H8*"Y(DN'DZ&4UUT#)W|/ P3#O7@>/U7JWI MO\$8%X^6?_C MGM0HF#0L,?
_9D_76;:|H:H&6"=VVMJL(3)K'RA:3*U+ANQ"3+_TP&"0#%!18=%6W5NF.)!-A
MPJOK0TNHM<|*%A\$%+1E2?4\$@C3>_+YPC;\$LX;4W>_SL|4I^_D<-(DR6BE\$
M0B94.@@D(X6B0;4(\$Z;*C&P"OFTXUBA|Z |K&=X8ZHU)MCT%V+XOQ?<"89;_M'L8U|L
ZJ9Z|3>LJ*F3Q|)VKW'B/BUV&|Z3LN_DMFE#+L/&S"CLEM-JU89 M;|L|
<,&SF;W|:/T%W=&.=P|.9GQ^#*/90I?OMML7@X|VL>ALKV-N1=EWV?
MU&Q:4(LB0%U0(E,)&)3ACY2T%TC4CY2.)XYNCS/3M,SR%>K;?Z?+%X,%O^1|T_XW|C=02P,\$%@
M.X%R62*Q;+U. P^O!H!T=W-T+69Y.C0Q.&ME>&A|8FET,C\$Q+FAT M; >58|T;|/!#^OK_""QK;)|*:-
FVSMJNT 6*|5-/TPL: ^34YR:4XX=F2|E.ZO M?
|D)*SH%1)EXM|H4:A0|OCL_SSV^V|GGMA"3<0X|G3P;/_<|=JB2>0'2LD0#
MMY"RN4\$Y8Q:M1|ZI<:ISEEG7;G9!=""V)5|Q^,M\$*F*S|C/?K|GB_M"C*.5;J#L-
L.@RR,^D\$OBCB/NG\$ZZ\$7AMZ!%IC2| MMC%V*>|MJT#IY>#B#|O|THX6F-
H&+3;+UK5N,DX4|)2,\$W&|6WMH^F)ZQDY MBY6UJB /Y,S"M?
6XP)D<5A!;M; >U1;*\$TL==04;N2=>Q@L4R^'+X9+XQG0F-4# #7Z'.DC57-
00!N1'H(0UI;K'T76.,1+!@1_|"&+K MZ2?\$/^A?_
/_S|1K+WJ,R"8),@#2C2Z6Y1279V3PVF"+7".8;X/YW*.'#H>3<M,)L#RY00:N'6BMD
M|O3BT8/25_)TY2<>(R.^SU_,XZI2A32N?0ZX3^H/?+MJ
C|W9V@WQXUKPV2J"B(E%8F|/'.#OB28K,3(|A,#8-K*\$I771)5E%PN_ ;^ (MHLZ=%!V#5(533U&B
+T|A?1(0B^X|J(E(W^18Y)SM :\$!E3"VE8@^D3HSD(M-
K6ISUYE2A>@Q9+M|D2=3C/HQN!J1#!Z3<'ENE|@@2XQ GF, NWR;TQ1|WX5-M5X3-
+8'88|/P0_Y>1(KM?_J(\$?)7|I37)5:ZD'S|/AO7|G|UA5OJ_L MQ&V"9%5-2:=5)R9/5::#
|67Z\$6A;H^OW|7O_2Z714M,VW|YPM6*(H5R_L|R) M@9|J=CBWT%WB|C89
Z<_E37E_/G409D>&,IMORB0<1Z/Y,Q-F;G_!1?\$G+MK MQ#D&*E|D|B(|AH=?MG-
/'-)SRZ,^'OXJ^\$.:%FU7(XD8E_UR|DT=#?IJ^|.\$Q|M,YHF|YSX5|?ZX|-^|='C/U!+ P04 M" |@7)9S|_*J>
(# "(%&@_1WZL6*3G;<>V_ZB8<;UN++C&Q21.+EX+C%TD M(F<(-
A5:BQ01\$S\$S3|HB"9OQMG&Q4J|M9H0B\$;)=MQOS CHJ&01#|VQF/J,Q'57K|B|D,+J"BS,8CDX'EP-
M8',A>#><7 W&@U.X /CV?-B'_-W^Q%B5U,%V#I#&5E(=Y
MEQD1BR01JSPSQW3&E"Z'3C3F;)YVZJ!;#SK?QN7|HSAI7'L^3D/#| /V#H3,H6)Y<'A2*AC|S/

MM!PVN5[XV@GG^K;#U1LO^-[G!HU&!/L8&/4]"8QI,KSIX\%D5^HACI*P MF'.X(I(B;NJUO?
MJE[87A/I\$YE\$7M C3*C(/&>3^5*;R26-)U2>5!U&G;'MP0U1?J*(SZ)GYZX&*Z;GR)U:T/#+7CW?
NHN\$%4S&C!,>I*!@T;=5ZILQ98I, MCD3C&\$Q%#E59A;+CVIG?*(I=OY;X M"3PQ-Y#_%!+ P04"
I@7)9KL%X4 DQ V'P\$ '@ '1WU!67;1H;F^_R*&ON.FXP T21%293D MZPB:HMWLL"6%2+?
G;2)1E0#2*E2A:R&%^ ^OG;+D5"B#IE@C09#^X10"5E>O) MLWSG.H/FUG^P_=3K;(?_M?
W_WMO+WE;INU,%TV25EHU.DO:VA23Y=,UY^2
MO3WYU6DY7U1F,FV2P_W#H^3WLOIDKA1_WY@FUS_8=KI_. _I=_I)=^/RFSQ MP_>9N4I,IM_?
F.-4C8).U;.C%|J&1Z^>'Q_KHJ!Z-G1LU?ZY?,7:?, #KZ! M1^'G_\$S=+'+|W|_3+\$WU?C^UR|YV;:Y,UT|
<'^_O_YYOH=XW^W.RIW\$R* MU|1;^'9/VW2S/3=?).7R?IV9DFN1@?WCP|/N_ MXP-V4\$M#"'J|6?;Z|
G63_&C*.C6Z2#4L>340*|68LHB'L'6= M?T/=R'0JW7W=%IFN|%%??'#Z_MW%;|/9V:|G|R|O|!S8Q=4/
M*Y^_J6H"^W-4-DTY@PY!CX.&_FCKQHP7_)&!CA7-ZI.7R^_-.LS==2_S%-3 MP|
(6=9LW>,Y)I76=/_YW&OSJNV^/#P_WW|C!WG!7URVFZ^SFNO?_#S1#!V|V
M\$Y@MVB0@.TW1E(FJDW*0)(G*L@I?#)T:FUR|F33J<(U,TS| M9|0BCWP&W1SH-)C7>'DPM1.899-
=, Q|YDKSY'H%;_1 M3+T.OGQNYZK_ %'^\$ _8N?U5.SQZTJ|'I*Y 7SSPSW-WBJ|SP.7KZIX00\$
M\$T7'BP_(M/;=U)-VE6L%2Z507=-95B_M(Y6CK"K@.!M&Q#0,#4IK=>QJ#.1^E-I')2V*P4K6M%@;+
|/P9|JVQ%>DUC M^ ^|HY=08_6#&.\$|2^&3U#K3YVT@/DQI,32O>*N&'KM->B*N.+Z"J^5H+/C
MJIS9QA|OT5K5=35"W_?K)286#B6+L/O3 MX9+@*K&_2(XTS%7:|O_3-G8&H7@V0-
2".SB/G*U>DE:|"\$_.|G1WA\$%F9|I. M*S.BBSX1+QZW#V|S(:(7)FM!%P#)BAID^(B>A?L5<+7T'Z?(C?
LFFY>K:K+7/>H5?9VL")S MIN&*S_XN3(YW TS#9-(ITW_#3M<5HG:6O6-IW6!D9D|0I0H;F;\$L(3-I
K,23>&NVTVM0E68K:@^H2?V%_V;D M(EI6:%I'(Y9K/4MHYR-ITN)9-HW)(1*//_I^FW%T?
I*J#A4Q:??Z,^BWV# M+;3E#!>%?;"Y.EEG(I/3!.9X'U=8W,4V|3VP,3'>6%7.BKKOB.Y&HE#C|T|
MTOAEPF=T,I)3.IJP.^.^N NAUOEXSS|_H&N*[CBX 4',LTNV2F#JH:=T5X2Q MA+*,J,+CXU\$T*:-
WOF;X@/?@,6"AI'N7^B.31HKM'XT_)^5^A| MB<:|I.#|OP8HBVCIE(I./U"KZJ>SG1WU%/7| 5|0YF-
T4KP'U+/E &E>S MV(HKZDMMG1"),|KDJ^OV;|_I5?"&<1SON|?42,XL6VS^I&OCH"XW>|H@*?WM
(7'P7X? (+_ZW|T9KH/?03?=I38U"17ZO|6BWJ;QX+"B0Z,|>#5_<0K@<M'N#/-B9>|BODV&O*10,%?
<%YN*=00_IB(R(*15?6IAM%)VQ0ZM_;"MP8|_%M*|",G8X(RJ:#,4B I=|MF,C#Y
1TK4SG!M4.4+;0D5Z#NEV3-C%_JP.:T&"F M(TKB"MT%I-N@6Y4=">)1EM^CEL_.4+
(%4*N"#RN#OG?|<:6NY5^ZAN._U"-MLAJZ|T|,06-"9_0K@>P?WV%T0|%49M2*RYS|48+*0
V)+A94|&>H%HOZ|&K= MK,Q|^U9=@VG2DQ+Z,W#N<.NT+'P>6JW@|H;+M=33;HB?(OV#W<9
MYW")DHZ31BH EH=3&XVL"C#@=,RKS&"(I.G*=X2+.2.RLM"XV)T:0'ZMUD
M#F9(*Y&:C@_%)8V5L(AU?0="HT(13Z98:/5*5RO1,P?Z1?X/.#G/&NG2@ M)|I.X(K<0"!7Y(=*
|HD@X/T|VBNNJR1Y5S9XN_%BI%,\$ M0JCA8&|I3>\$LX#)#_NR:SO#...?|AFE=|
(9<_/??)8C*8EJ@MS:8U|!"),Z|3WBKN4QR8HE^?#;*"<6CBL|9VT%!(&P H0(M MJ"\$5LT\$4M+R+9U
FE|&7/>/OE|?0!*O.(.@Q<#E"4+B=\$&6G>(6C^|S@L78@ M.S>|S|J'LLQ%8!
|RSL(58_0MTUN|Y*03;4R)81KSA&|ZM|WG_&)K M|W;H_ %4F"1?+!?'F?4W=9@9K|>_/O!&5,OML_?
V(M/&5#PJF#Q%B,YRQ!; M&0PRU/_8R#+SG(? WQ.Z&
MP!RRT4\$TP1B#2(D\$,30S0H>V%=M1=YX4(Q@M|W>)= '&\$ZE^76A-X3|X#X&%
M4,8=C1Q78.9EG&05=1IONCXWX3* 52 RIDEFUKE "|U770UC3E"?9J&7YZK MZR<_R8JC?
5|^DOLYVGC^>H|V;9R6_M=H;2:3LLSX37#"89RY^:31UBIT)2HY MV+UHE7O4 &Z_*0P.K55RJ5|J@
|^8;EA|:LU<-S'L^?N"|O|U?;<"\$P+;73P M<,DY8S4WIM#->2Y16&(S)MX6 U:WP?T!|I/_YM-
64W(+IP:KWJWAQ A5PN MBC17|AT>N='HZQ#1C5!XE+O2%#P|5E=XZ_3<+D|QI3"N?O@45_3I
I<7EV M7Y#4KRW/&_8GD%6^&%.%RB""Z0)L)6QI"PH+('8@?ZB!A)5>TSZ*N7WU^UX MC+|HFB#-
J8L2)*45|V_E.\$=35.WD|O)LHL+=CGP",?EN;|+3J|MP;+0VL*T4 M(N6#WJT8R1J!_AC<)"|?
D)OD75GLU;2*340%LQ"R"8=|+&HRM0W|L,NQI1"F4^2|&(<8X*H5H7@+,&WU#3F M|C.
(U2&'@JBR+G6_XAUC#EX&/'>)5<@G_#41UT8! AR7V|_9=3|X_#%Y M"1N*F1?
|:7^THO(^_L0>@E)^?&|^ZUL"@&|:P9M%_EWV.<5_Y,XH5ZAD_36F MT\$HL&M(4+?U\$)3/X:
|K7E'OTCV2DP#9>>Z"03VI7\$_QEIZ|NV7@M9OVKE6Q MY/H%:XMR>C>|I;08-DXN+C%R+8
(CD0@Y=E*6@=T*:_##+K&H9QG^YN|6C8* M|I4HA8ER@5?0#,&|3E@O/'_#Y;';C-
TA_YB+E|XV%_ZRG;NPY CVT.:<78C>*7EW|QWDL&.2'FV|
MB1(3|O|P<,>|^|S|I|X=;WG0!+>|',O^F4,+C.9';PUYPPXXG|J)'2"%Y,
M6#S9/9L|D=T+1K88|O#P3F=R\$82K=?>@OW7(I|YM^K/NDK1 T,>64%F2FR, MD&B!5(5?
7#"U,"\$=_SEJGZ@.'&O=>VCJQPY!@KT J&S M5|OB51JX+ G|BD8|J^Z.%\$S(9'CH68;.Y)3M>=5?
LYWYKS2A#Q?:IAD MCCC2I=?_NS>1%#Y,(|S|F1ZWVB<+U|0I:Y4_I0AN8F17U*VG_5-UWPHK32I
M:6D\$;A6|K_-K_!MOGQ^_L62&=?)|/^4@@3L%_-|D+P;) ?|+@"#.OXBM&^O MMN: W89*
(=,SPJ7A/'8?9\$@PCANX9DX>GJ,%)N".=<\$8*V1Y>NNFN481)\$P MC"&*3)A-0J)S<(3"HB'GYL2&>-
D.X=<^X(<=-GTA4_4;HF^C*MU0_F&TV M@Z:Q8<'U'"?8|I)
W|T683216RW+!&6_Q|62,E#%BL=0FJ2I7L^#Q5!=== M56AO28|A',L9*-B<4,RB"XVR-# P)!ZY+,
|SB7)LE2LD|8'\$3#?2Q0=XSNH M/52<5+5(D)U>4EIT9MGD!3R42&P(NC)#%&@/F'.D*
(FI8/&\$L3A0.R3SF>UX M(N\$ M"CES<*RRI5RG^M/R>C,
M<&J|&+\$0(-L"2V|A7UCOY|WLIZ824.6WT7\$^4'(0ZAE;&M*5TG\$6Y"|5:
M=%AJLLF0VQ@:RZUK)YV6<,-;(XK(HHJ)%Z,Q=-D|^-2\$8(|XE
"&|BGOL@Z)UWM^_4QN""O_#T#|#[V4 IS# M;=&ACX:'MZBE\$/*3XW% '-1;4Z=YB6"
|QZY6_W6|H7A!;W6?:(|!6CTUA M KQ8+P_"9L%P6TUFO6K*MB#/7|B=P_OT@L9.%S58|+D|KN-)V
|N"\$1"\$>@ M.N_PQ=1IY#\$7H>0R@FYJ&*E:FNF)PH>9CZ|L1"SCD+;RHA&WD_ '(PA=9^%
MPK88|0A0)Y@_I4-KA&/:@^N>B%NTJA|V-Y=D1E(I*J:P,L565/S7(6,&40D M(CAMR|
(1LFS\$S\$PAYT8/O=:;585,5|#\$NA167ZR%|XU6>4X|C97B(RF<2\$K M /RU)^8D6. A6-
@^3613\$B7N'N.|FNJJDSZ#K,Z:2L|E6Y:<3(F|KJ2|OY M>NEQ+ATG60J;\$S)H*<

CLL,L0+\$FX+,_54S^@S/T)E M?7ZN9\$6P)I#I4)-U+<:,WQ.>>*H,/46K&.=)-8N\YMP)I:W^|BT***"5">?
8 M=@33,9Z;AH1?>5)95F7)8KW1L(*I+RN|-3N;8=5M[AOP++NTA7,*IRNU C_M@4P+XS0L0S(.R.G
7-O=2-YKN%:%*?A06Y9-;S)(';-07_EJW!_8\$4_7DN= M*NH*F 6PFWB%W??\PA%HSI)4RP\$7UV
X_\$S6B5PGP-)9M]\$(G0W(T2"6P #S MQ>:@;C-U%: T7NP(S,EU;-0IJZU#E;+%\NNPXQVA>71DRH|:Y*
>?W&R03, M_(*ZAB\$L4_-S-L02-JKZK69QA*M5B%5-4%U=JCP6DDD).1J M,11P?
I:-2X'MW82,;8|((Z0Z<|HE=5PH0(*9H'(\ Q=JA|&,*FUGZ#9*R>4R
MGR/Z'\$V>L#|L_-EYNGK":W_)^#=#H?-L#;6.-|QU2KMO5WUZE|Z_-S=SHR IO
M)6*|OSZ@|0AZDAVC,5QB-J-)/P|\$:3L"1!^@&Z)%0%9PZU#&RW%;>JS^|R M(6HZ)HWZ1+
|F,=|=8>7)8>|P;&_%;8H,|O'*K!TK?,-'QOFW0:TX#G?|FP=^ M|;HP",<9^\$Q|I'"PK89W*
(<1K)O;#^EZ6A*14DC)|WRF)M+??(:#GUW"S@0S M#-
H(Z"S6C;1^'KOUN\$#EK2E_CT:"T)+\$D&QX*>XPI+8GV5EEEPUM\$.D)INJHL@?ZX7
M_V2GW+G,@GD?)A?XB9N;B(1/H\$L3R.%.E:UBVJ>Z;4P.:XXFU9ZD==.E;*(> M*%(-O+GW&(#
#N95=OW,U,2J!A/-PW=&R|7IRV"N;B=*(O7CF^|&86_9A31 M<-
WR.3.H5\$12|_|_46T/=I(OJC,B5...3O|E;: VNND^JTRGT7MS()4*%BC> M\$O\$6KZ>>9
%H7Y*"5"!*/KS8K L|8K64@*3:)=)*06G&XD=:);71"+FENS8Q M.TWY4N/+3S?
3JFPG4RST)_|L<7AZGK^"MX_X|>Q'"\$^7-|M=^4JRFH(>(<8M MT\$V)>7,&6Z#AJFE0;J?
#A8HVAM'&HZ=HXY>M|+"AQ?0> MQR7M=-+;>V1&|10+>A3U)/+1F"
((2X8@,I0">E>R:N|@FA@|8SF%^_5LN7N" M"U_F7(|\$B^/,I01HSK-.KDR9+^LIOG(-7-E%./=))(-
+B3*>2'V5B"MZ4KE MG1:Q"02-3#JMQ'Q16G3;L@HK';%&AQ5JD9@TP|")/,(R->+F2X"(K<)5BXH
MZ%|*DU&9+?C=2S'705?7=\$RG5#B3&4^|'\$SJ0W?H^N6^"K(+(@^H7^A\$2?
MK,D2P|YMRB^-5>J|?=\$X1_/+P>N|FRNO;|LOPR\$|LA68'XTBN3V0?^OQL+OG M%+VU.8+@?
7AUL|IE!/#O' 7KG' ^-; "SJ9|F0FQ(4W5O3ACO*&KT)) FAR:X M?
('R;\$I=4|@&"/7|J#N9|AWQLR;\$1|Q1"R*&J,H)Q@O(P2QLQ;50&T=5/ *&
M|;H=S4LXC^A4,%.ED^M2E5|H V@OWB0Y\$F^LVCP%DHE87I =K0H?ZK+GL/B&7CK@WEJF
MY9|.&_>3T.\$_W4I7J\$ZGL_ ^Z1608U(6N50EZ*0TWL7"0>QG M!O/ >K1=EW(.=PTW2,@A
1+!C^V.#3U/(QT#+TT30/EAFB7,;|2M7BMS M"+JTX8*0M:T7**1VP9@:5/1C;D5F2D3PXKK|^D2-"?+?
%|F24|&WOD;G58;- |M:N.56^4)'P0%5|VZXHGF ^=8J\$93_1(08I^T5%Z:BYLX;SDDS4|B=2Z)87(2
MEBB)Q'LW7SDZ@9'V%1SVY;('78=OD#0=<|HWS/8;G3@DFC1"OTMT#CQ&T1H| MY3|DEH;R9>=
XF02)MM1NXP|6NJ.HABO|!^,'6=6'O*DTA|H^#9#|I_IQ_ MW<._|1B|
|0%"W8S1@RV@A9XU!_ V"O=S M=|NF8,|/N-ZUU'RJ)565B|;EQ|+CG&T1-U?NQE\$E@X'=DGJ;8#(K
(UU%:S M)MW#LA1R;\$K"|;4M;Z%21SZ6#7K2B%0MJ70U^7>_/(X3K0\VEY1@MM,|6|+
M'GLU/'K182,E9"|3+^>C6*R4IEK5@P2M.3*24@1_E0+U;534&;BH94:2&WA
M*J>3_BL;J6)!A2;9C(K2H.TT5=5\$ _MF^NFQUEF""(5T(\$51G7'Y08"T@MYJIR%C%
(#:;J4<4<41^|N72F92M\$VP)_ MYW8%HC E,&_ |50>G:Q,3JP;.T\$4,LP94'23#_ D4AAL\$OJ#?UTV9?
I(5H # M'#?A2!RB5+/5;<#)??*K*EJB-LK|/|<'EB&>|KKDN(P=(4S)S M%)@3L,C|84-
X5*>0X2Y86GV|LG9J7;5_)4NP S@6)W<|)R#.EC*_T&7#YDT
MUIDV53Z/ME|ZVHQ3VJ\$HHPE9G.)9)#KG^5/V8#>>|_PIGO>GXGDK|+)-:6%T M!3\$X@!|!%Z%H,
<^F@BXQ,C>H"W@#"7G.ZXZ.&/QQKU.#S 4DN.K1YB0CD7%TI
MB+NXI5%2;TS#95(SK7*;BVUI=;Q8&X0B3NXYNE>"CU"-JHRCL0BRWUUBKZ; MJ.O%7E9>Y
3X|V|SC/|;-5H2VPU!)&| \$MY|V(D<|3VP<9.3E.Z0@U>BD/G8 P|E>2-H #,==V_AC_M%/M.7I!OE5
MGL =-/2J,@A^#XA%, C|UCY(9JH,6X4>_8_)4R*7)%:06+V^D8HA#O MO
=M/A)65PQ+@/|@EM0Q@UHVG;CRU9F&(B+MPA|.#Q 3UQ-8.Z%_#?0;TS66"X|ZMSI%|NI5A&GN7L#
\$#;3\$'OJ%+HD; (1Q M@,|U|?G1H1..7FBPG\$2AD>S0X5!Y.0\$19*7|3KWK|SU;-;2N34&27DM^?|V0
M;_3,+R>MD(X-|T^9Z9@GW4(6R<*(9EWJS1(5AT@CAC|(^0T9;.P*4-9RL|&U M+!9->-#<|;H8;4?
(+;76L6H4%3QPW!)=|5L.#6---4?*_U\$U2N1W0QAEG<;61UP|(>/BA27E:4)' MG)NE-X(G6ZW@1?
QM>#).S?R-Q8N"->3_'<(L-QAZ MF E!(CMJWF(PH|P=O+5!|?0% =7Q7_C4\$#)CZ6JLKZ'G|SZH5?
_Q9-7_1%G MZ;_8_2>^'7GZN#H)>6%MD!|T""PY0^,3L|;1.HA|@K=7.B*>
M6'|_5@;|EJYMPU(AETOUF?"9D#3|W->Q%|{#)'%1>H.\$=(VJ=@T6|@B44%UU
M7%YNZ60QE^~5(G;R^S0KBA)J9^FOF|8R="HVP)\$B6)2GPP=4*MSM;=|AK4GDM M_20!L20SW@,-
L'87DZH@QEN/>=2.CM%MO9JJZ5;RE!1@+D0U!@|Z6DJ:PDP M8>AW(-F^A+),NK|;
HFS76YT#;'F7+G+!+;/>A* M>.IBHA@?84/Z?Q.S?1FA>A1Q\$&*K7Y?;5D/T'GQ?W#>-
;Z'EEL2W>AMP^0# M|SEBNY L%7HN/\$INUB2TS!\$RD,RC;EO9"P)>VS+|I|J^<
MH)IX/WQV3OPL'V|3.030P" MD_YW.O3U @Z.GSW;&>TB03<5"9
_#W<'H1>;3|55@ID;E!7F'.I(_UF|_.N?C1AX;8 M\$DY^0K4D!;W-'&/D39OSK8;Y|O!)!'=-3XA+38; #DI4
M*|.V-W0!)'L.((M.D|P(F\$;XQF>D?K&W%)KH8|JRD|JSM\$8U|I|<5CL%G%; MA:4LLYXR@|C;PD\$|
;C<,^ICV|?Q:&NVA?'P^*#@#^ AR>S8;-GBK8B+|R_XE^&4^KR/-EMR2 7>-8_37%/WIUIR9GG0A M/'#
(P=(8-%QZQ7EF_*>/D%OPS4W\$ 6R*8AR=\$\$Y+5X\$O4Q4TR,?FU;|?#J/
M>0ME6|.%>L0N;J\$:'47)SLLHJUD@%57C))GYJK|I\$G0J123RY5@*L!RW6YE
M^R/T7(+P'TBN;H/F/4S.HJ|;='GP.9.9AGE%T)+U4 <:CWCK"TOP0D2EEF>V
MB|V3Z^,*C@G?'119UP@6@&O(OBU2#6OV MD7|'G;#=#LD|3VU2-E9IG|H'U>8J^1F> 1WU0A=X??
X+;|L/E:|)P8,;|1|M MS#XHD|RT!7?=B^.#Y&>XV;|2VX_Y53;\$A|L6Q-\$%_.XGI.(:|)\$<<#|Z4GR
MZFC->'_O. 2_65U%+-VQT(LT-DK%B6=?6%A|B@#?B^? GY?,HUG:RX|O367 M76
J\$T|P|+\$<*SVQ\$8)"\$@|?@IR|A>C4/AL;8Y9|Y3&#^G<6;|;Z8U1VT">T
M.@2HMD2U+&C8LN44T9YJ;9:&Y X^W;^L_?%ECEPNZB?S>.7SAS73|23 CC| M\$2OY'OIH|X|
((CQ_4T%UV=@222E8H-9Q6Y>;P)S%4"J1Z,YD6S9G2B%)XA8
MR,X=-_31%I2!E(I7S%&6ZJ8S00G)Q5^;,"HCN'+HGH-J_H42N3|?36H@RQ33"
M|EF.'%A'XO+FE0*3!Q7F90-^I'VG|A3|JMR54K 5E=\$U8 U3VV='%4\$.#"\$

M8KJJ)XZHP4447%.Q#/2YVBCI-14K\$@!JE(7&
M&@S6T'7EG,0@/%%L5V*K:7#EH=OAXM(_1)2"1U)B@A&0,K"4Q"&=.,(A! M-B^K'\$ T/,TV!-
&4DD6(!7^/7"S6-=\$9.2.=QW=!*R;OSK"8?MN6AN M\$@YG!2;=^SWI)!_B;%G-#.,?
6Z./94I\$SS'OHN1)4=(I#K!H=OW:\$')(V)2E@ MF;M;5(5U)E%:#CD)*Q"H=[!VI
J\$19,&1;MMK29/6K222F"DFVMDM\$2PX6WZ M6(Z/'\$&/.F=.3O=VU2DDN=/?&6+4"\$QC(U_<|@!-
M|FXP2'.L@\$5^>C+DN|H*F=SGJ8MIV/J">EL\HN)N:3TLR<&' D6%5 M@LA\$6,67@TX^*:%?
XG9B|D?/&#GP?)%".LK0%?!*UW&Q:1|>OPYAJ14|H M' M0"14F1#"47 K8NN)<8O>?ZY;C5E|154?H
M5)PG|TG4.5&W733^ZT0=EX-Y|+(-N?PYE60@7*2VEA(RU;N 0%D%65?L)>=P M0F|54J?IA,6N7?-\$
@@9@M1%/B(W%8|&(H4,,+\$&I."?R5O00E1?G91(7@JK)P MW"94(C7!V#AQ.R
Y,+&;8*8T*ZEQ512|>=RWI2C="TS(2;3J!8SBG96TUBD9 ML)XA/R*B2Q&9?
F))6F%1RNKGP2@\$X";BV7>6=?#%\$NI3_K8I> Y&'P%!?YG M9;4>3\$D99U.=6S'8%@'<2L1A3-8RB-
0|L:PC5;H2=E0|266\$|ZV@A-'Q07 MHFN5DCJ+ YDFQ4*&ZX^J))9VPB--KZ.N;"1S2WH*@BS7
G&84Q46V\$?J--%MLF.DCDEGA|Z6_2Q%3YC%LJ-'1|@3U\$9J=S|S?434T(\$G#I^ DX|>*8\$'\$BO
M%N0#,.EB>-P|H|>ZHGIS|C#A686SL^;P|/%C|H>|)^Z#1A"!NI|N:W=;OWPP MM 5I\$(A|
|+=U)R1C:LG=KJ42N;U7Z0*W@0TJ?+.K=F\$.#B02OE|O4JBUOZ & MUQVT?2'"@X)9%=90V+UL-
X00/(-1ND%|Y< MF.*ZEA0|G|4NK_EKR0'9J|P-TCU_'18MD7NB9):)"XC?U.O^&ZY6 M8,.-
?" PMGY9#;OX5<*?/F_&|S=:Z^YEI0E\$%2;K;29?|6@'YJ_'DY&)C4+ M'6CM;1;-
@WZ/W!7"R>TDHnk+OW37/_'NKRZUP2R|X|&CA0N'E?D&FO*B12U MZ<;L4-|B\$;-
)TUUW.TK*I#2|PR?OTM^/H|=W9QD?S^Cl./9^|_8D/Y@|VD-M,->
<:F782SAKX|*F2U6OW=PNV>PNRH+YY4B;|F762.?E=<|A7G?7W?S=?<F MY>_G%Y?)C^?
O+T|S|Z=GB6G|S|^>/_OY/+|;M5(N#T;N+WWZY/'EWN26# M6-71FV38%J_+A?
6X,I!_K;/\$*W.3M<;=|N"F M^I^DL5R".!NU5?&- D|&(@DJ2|9Y|F |?#D\$)/'N;GC^V7@Z'L"PW)=
MLLUH|6"2|MDQ_1?K|H#RDT_R7F|POI%C<;M'|59_|>16O\FM?L0ZV:0|?
*_3@%8^N|ZPCH*2G+U9I>B)NT TH)Z8-#E|_BZN&VVSX(ND4)O* _IDNC:5)3E!"E?+ M'_Y|G4"UL2CA
+(M;Z50L^_N,/E=<JU|N0_-ID M;3G*'=O3,%PT2BA|_28|YDTZH.57EGNM9-3'#)H4NF:\$U_+?
M>TVY1_J(1JKF"!H:K@;^|+?3&.,\$::O=%|_V7WN,L@'G"A?;^9M=D>4,|+X3U5QQD\$GE|GNV^?P'%
|SF_B'LN)_T-FROG|4J\$W\$?,27RIGW@XIY&|"=JZB!P3,X|5\$ MY:R?_SA/H
1D9DA.Q4>IB#_P?0V,L45T1?2*66B&+= \$Q@D.QB@;_(NFEF>-
M^;_%T9L&OOJ9LD8(9J|L,%VDSW7\$,F8#=#|1.1;2/YKX/G^|C|ZW;P8\$Z?OD5IVAU4N|RJ/>)&&N5
M(7JP?Y,E^O=1F2W@_Z;+/_A_P-02P,\$% @_X%R68#)-: +A*@ WS(! M |X !T=W-
T+69Y,C1E># \$P,31X87AR97AE8W5T:2YH=&WM7>MSVT:2_WY_
M|E),TS>O)U(D;_ |K|7_O|D87>5Q.959\$|9:B MD\$E4|I6-HU|3:3Y'N|OVJO+M=J/"FB@_V#Y|&ON?
ZL;@3_7J@BE6_<3W,D_F;UXFZB53RMV=*QO)D|"(6|8NCD^?#TX/A;:(OI8B/CP<' M^R>#^_^#9W
K7,IWF&*>RK|FZIL=R+Q_2|/V?%JUN5%).7@_WIOSRK75?(MNV)7I&J\$ZJ,NE&-
S@A2%=WDW44!71 M8'JOVSU3WB#F|3BU(0>P^R&>5'DTY># WA!,(L85E1JF(:CB.1%K""4S&6
M_|X_ \$'N_S<;/(J/CQ>_XR79(+PYF=Z_J;SF"E|Q(7:A8I/9%|S|^V:WN|Q>S MN|;-
J#WK|+@^XMI*4ZC1?/65/I-*I*NN|_/6|Z2LT).AU+^_/@>/_5:1^I MI*"^|LO>1<3N,0G1?
^0,YW#V_8P/DKE25_K0|3S|33_+"XY.7O%&+/_|
M3>U;#*CM+|B)#+.M2A4GKTL85TT7O7LS=DOE^|O+B^BL_<7T:2+J^NS;_AP
M^QDEDL05#IF=WK?B2B"YF*6Z%E%??1|UB(J.??S@Y/BV!_DV_OL(M|CR?SD0V?
^HA/7M#;:S%XM=,AWD5B&LU2*0QH D4.RY85*BME-,|+'PKO@1L-741")|+9\$X11-9&01C7(-
=RB|2L\$%) \$7H\$7 M:FD*TCR"OXNQEI+^6M?_.G,C|'Y&@DXT+=R\$@8/|M@G!MU_#2#_|""*|
MA=R+HFND2K^G3)|F)\$^#M*L*\$|/2LMB3N0^TRI^ANL)MWI\$0C3|2YRV(_H M8(!,3B)AG-ZZE
6MU)F>*[HKOH.D)Q?Q,Y\$D8++LIG)40#QX ML7?
|PJU+_|5=E(620+=7<3Z3>"J'7QZ*OR;^PW*_M/N=T_L=+SAAWLO3N|? M|
(^Y(4'4P=9&T=^!|SC|B)36%*0T3A:.*%>_HT57KR+\$|/">5V OU#M(4#.HJ MO*C\$414K(S.
|_CNYQ,EX9S?R;@DB?-A-%*QU+!#_XG:#"B4*;|ZT!\$+?%;P M!GSMX,4K\$|W-A4|P41?_X&M;
|_V@I6&VMT.A6LZDOI4OREM:%)QWHF/_<#O
M0+S.0\$=40Y4J_ZLHBTEN%0C9&)A<#GP0|6/I**LV3F2:L#2U.R|E|CN=G&KC M-6E&|(-
EH*,IF(C.HA>^_!|X4'P>R)3.299#?N.O#.<+|_<S>;5P^YYJ|<'S
M^WGUAR&LEV"SH7X.,^>%Z5&;R@15<7|^D0G3-^)O.D+;Q^-2OABB Y4:0PJ MY!-F*+-96-
^=#W_(PL+X@DP93%'X#.#=,NZHP("L8|A)%CB61P!55S&8ZOQ\$ILC|E0Y"N 0X?"U)
MCL%*WP;,)649QQ;+F8AQ"C H&BN>Q,4)-I8BQN4 Z|WD*0XFA_%(X+=X|RQ MR. 1.)9|GH?7WF;1--?
(9(!#C)#EPV4Q2=>CO^RXR0|WB3_7GQ:X"F"|WN<% M+@W8_%E"JPLWP;|*<0Z?>|60J>#)\$1K!
|F|9CV(%:X%CB2>P,X48PFR&N'B& MOLRG4UQ@;?K(@V"_.DI|KI0:OP%2&BE8#S.3XC.^5V9C,2;M
'XMH(@GD2@B MF90QC12V1V7_8XJ2SDX?WS 5&=QB5X%.3MCVCGN6IBITDT66*RPGD!)?..?
^<+I'(UT M|JU.)_XW:3T@FIWXX^X9_T_*^OL<-C;(P=81EPOD0">,"D-."J<17(' "7=
M"JU%UM0.^620%0_TS;2;Y5\$>B#%_UNWAO9U(RV>R0L-Q*I&UZDI)Z?,S|7DJ MPZ,(3"
|BP9UGHDLHSD| MGIA;QQ59P6I!W9.'>,+^WOX^KK5^HGVLUZ-)C_/=%N1C.0VKM#8)_5XR
_E^*|%;S;-'A<37*!S922@X M>GP4^G\$6|!1-6N;,@,"C,ROOTA
DLD|@J34:'F3;|!#)!OLO&BG4CQ2|H54 M&.G_+6YG)D4*EYO+W M\$@RO-
7>>UZ9^M%Z^L%~|JYT>&E|408G#RKJ5R(%O>|)=YK6AH)T%5MQMJ"- M3P-KF EV_H(J&0?
DBM8ZJX|>.2&BH0-U|,4#O|G^/CHSX,&MYQA4:N_87? M'8B|HT_1JQ+
H"9O+RRQ0I_3&->T.^JTOF^4BSH*AN)< M#EK>*F++F?TC#D" #J\$E;4>9QM@/_HQF_Q
WN*:AZX|H(/#^Q#^|B??DM|_M-&)
(.)9RABM_(U1*1QG\$PV=)47JQV;Z=#7#JO|O0|XHNV+=Y5G;GT/'|7,+^ M*:0"8&J#2?
Y.4#V1WXW(.^&_I_('#^+ (W*|C|O!NS2:(J3..@L7 KR7#P1X M Y(D7VD|4?*&X)'Q* 4"V"|^?

WBX^!48\$P<)>|BK>|M2D0(31FFRDQD4F,B M58AT|2#V4=O^!8?
G+U|9R#0H\,|H|T00EG1PVG<,>L8ZNR#11T%&!\$R
MF%^Z|N>O>>J=\$VZT3HMR1H30,010^I/C7/>C\53Z7@@ M|@,
FVH|2&'4CM""BH*/,,@SN+=Y,NCTU,128+BH!.,1Z!'7' HE(8| MR,\$F
*E4W.;TDCR3\$>&J>P=@;IRTxi9K,43""4 MZ<%;-
UNSVX"HW8(G;\$U1&@V=#U\$*\$E8SCDX3C7D,T9!G\$LU2&!2<8)6A+E;) MTA"^,89K-<6|*, "#|."V0D-
7QM5E &V'9%J=4;0=WH=T3|+5..A(L'S* IN ME?KVJ3AH?-+O):B&BDS-Q#ULD;?
5P29QI0LDX<%'\$8,>FL5(^M@B%*9_4_ "7*,\$+"@/CB6U+O\$ZKO"GJW|&9[?=8E1)_;E% M5-(,?7-Y:8#-
CC&"Q:A094Q9@4(7WOV##'4?C%=ASZ@9UP6.=*|A?;QJ(+7+APM
MOP&U9RXY@=5SO&:1P8JRXYYPC"6*5)GPE&L90Y9,6I>VRI'#>. ONVH*| MMN"N+;CK"
<%=AU#W+7-|ES-!<4Z81'JM*TJ-AB"SAYZ#4R-#9@;'V'\$YA*
MD;\$%@&DIDJ|U5&H&CVYE@9*Q>"C59Y)SP*J,NL+|QB!RBQ3X M7/OTCRP'/DSAQ7-1(O2EZ!
%W6%DX(00_DVQUB MDOL44>0U0PHF%.C)I!*@W^G@1|5ZO" M|PN|HS;&%C74LN62&|?FE(X-
)A8^1X(K*Q,V|AL*E,%7F5#5\3C<8)NEECZ'+JJ= D%HR55!Q/9:\$/M^?H;:E<2M'#",7X4
MZP|<73M.M@%ZT<|<.,XH^22KGU%E4P;.,W2AC^5.#3V3U%-L^,CZ+>S66XX'H M(|TO!?
OA)G",|P\$+.,4I2XRN9ZR0>O%9,G.,D-%'3B,UNAF/TW<).L>|6|DIL!:=,8*T372?>IP(
MVQ|BB%IKC,\$%"^YNJV'5!M9W6>Y%|S)|.^XROA.4YMY@WQZ_1,P=|{(0.ZA56 M.+E_ (|A90A"|C":
:8T;.)'PDOK|S|LX_;UC|Q|8*"WC8|R|EL)PC?
MN:9D="%%@GH'S|UK57RD*Z&.)2GP@)XW\KO/R1:U0Q0Z|8AF|4MR*?T&8! M0-J:
7&%. \$4538W'8+8>.;(Y5<@.,9/+ += +2/=\$1|2WL'SG8A@:;@>11YC;&(/ MOU;..|'A1P-
7LFT\$ACL,C@J(BO#(4Q42D#)E2A%6KUT0:X#O@8AMCA%FT01^ M|?LYAMI^(:;9-":ZH-
(TVP,3|1EW#M1.N>>.,/A5\BWO|D>|MX|'2L\$>
MH=ZY_>9"&6'ARRVC)B9X|PJYB56>GL|9%F.A#|UY)_OLIL|+3.J9M"IR5|K M<);U2=-
)6'@Y,YWQTN: ^A+2;J^ 0N%N_Q:'H-YC7,!4"GAJ\$'J M(=*.;AP(E-0|7J# W<8|8E?
5\IN>J?'O|D;.:L.WH'^CH%7<";FT. MM|5E2@8*I_(@*
|1%3X+21LX#UHY.!F4U+13|P@9;.,^ZG/L*Z,&20XMU9.464 M2*XX.(R|A?
K,B;=E4XT(IHLVK3%>@KD,0W|Z>V@>^6T((VW'|X?5)%&F|Z%P&
MC\$U5.34NM;BJ3I/(F20|MBK,0R:(R5-E"P)/,S6\$Q|MS|P"^00G\$|0A-'!1 M%, ^ IGMKR"K//|S|=-
:A|X\$EC)4G?2!*"L|N&R-|, _D%2C)=UV^HFLPHM"DL M4PAK\$K5M(&4YA-L>(|P/({OAUM9U-GLY8|
<;NA\$|?PGA-4NM+1L3#L,#V7%1 M:&,6<'D/#|W6|)(1C*
%1PL^Q5CL<3)>R0OHS"7.XDM_EB=|Q@4+/L_T;4DQ?81D5K"LU@_Z@WV:DX.G"#
MC)RG),P4Q7:'Y==1 <<+= (8UR8CS NW+2/.B^L28D4# 8Q_6A)0D M.R6A;D-<6Y+4%>6U!7NL
|OIC|VZJ. %O#ADVJ1NL))B<2QUQU;=D;7S M%4K@.%ULH6ZKO3*A;AM?2^ KOH4U0"W'8+
|HVCL;ED,J2%.<.UW#N=G|0;5B M@C%YD_9^\$UAZN#:3/\$4>::Q=4=/Q*GW4*5S|4&NH..LOX>35?
(R30)8%8G9 MB4C|_7;V;(|6'M|V29'|#2?CMN#MD|7GZS|HM?;GK^S\$?
U0859^6_&;RIOTL/T+9RQYA|4 M|W?G"TRX0VNFZ4)<=.H5I\$ _2_EM;WADA2ZJ.\$(|@M1-
*QN+) _0.W-Y*H4VD MX&@D"%Y 'U<-|U8OD7"O|9/'<0G/:GJBULLKVE(D).):'K64|?P+Y|H'E*W
M83=_W'/(WI95U*"V4|AU?CW6^66WSNW<2OF07%;R\$6GSG"-K^F&*+*!|/5!. MP8;.:|"\$AH!|
>9E#>.:H3')0(DA8V7|33BQ=#JESQXX^(:|HV\$?<(+)4D_|'_,UV>VJ6U2+
MO83KN3%@^J/N4TDS&G|X"l413,GI=2|Z3%_!TGC#BH|^%Y&B3/7|@++-V-I M|&IX?
*Y8C,&^O;IW.0R|%7:HC1%1ID6^|'"7F80QS|*H,
M.7T4SD|QV=9=V(;DMB&Y;4AN+4)R1|H|W85O6ZRPu11JRTEx|N9Z4<-ZL'#7
M8T1/BWC!ONR+*IT7=D'O1A* @6L|H=UCSP')/"QC%I4ROD#AO*ZFYKM,H5;X
M)X|Y,^U|YN5M0V7%9>J8PK|6Y!*|H#6XE=+4: M!1HMWUM:*>))Q_5E-
@AF^1Z2C7FR\$*U=3702.|@M/1=^FR5NG#4KCSB*OF MN2FSZSP/?
B=CQ)6UL\$5#A(DPAZ|P%=E|H|7\$O:\$<AMX8JY'VF4 MW@@!^N)
<8|1/L08 +4AM>1|:6:1C1Z7&)5BI'?#>V7|P/C: +4FM6(M=+;3, M?)WM^Y?MP8
E*^J;.<>7ZQ_')>@UB78_FD'X&EK8LY*#584!RC:A|,AVUV MVT,"?EM4WQDV3"= @\$+. X%&O*W=
RYYK63S;6 PCK*W#78H\$K4D,1P M;@;G^2? _^R>*7U7Q01I#48;8-C#YQ#K1D*=0WW3.S_>3N_WU-
1A&YOJ9E:L MV60P=D!1G294JJBZ+7UJ965!|VYBWO28NP,&R/VT'3UY'S_1WL*"1R;G.60H
MI%P|*S7&)TG-G &D>/\$.EP+<1?-)O!GMT4R3VQ(VIA=D>^8CI40-YT M\$RXD|J;5TS'A3,|
)+)_%P9JITRCPL\W1;1 \$ _&+/,QGx|\$/=F7V>&J6?T6-M)=GK&VD|^9EH9U@COIU@I3;)|'L+9-
+3L24MLU)I:6*|GC\$T7-5|>.,_N M)3VWND.N4S#SS+J?'H7'8>>;KB0U|(N%J\$+T3;XPIK+ MWF"?
D@Y4^VDU) *VIB8T@I9)BY^QWY@O4;2=FW<,UR*|GL1#;|EC|SS)@6I1 MO4'W+GXRK,:T3-
DY;N.! OG6 MP_GNTQ43_Q&X&O -.F?5FZU>='ZTNOH?V.@F(A9'+FL.78V1R.-+E/Z|Y
MX;R%ND8*%#&)(*P>YIA5J|V/B4P4=N\$|U\$D-RE8G.&2TCCS978S9VN7Z|R!"H.C^%ZV4|V'&|IPA
M0/_DBB=EWIU_9B2-4FQ8LS|;_Q"7TNK^*X=*93=>-[N%0R,H:Q C!0W<^_P MVVR14SC>E<@-
'VH7|/KAK6|62R%I%)-L/84YKTANF|>1G(;P5MG5*Z|4IXC ML!*4L:CW)BP,(%55"+T9O:K/MW|"
|NN0A#';A5J"D9B'C(Y!|T;22|:|7 MT%?W8_IX"7V L|H+C=1;M:&JKPD%>6K*5ZI^1|/ E?
L'KLQ072Y)P4MN'|+1 M|G-|+?1+|7=J4,J\$*Q/(Y 2 MCN%B.Z5') ;R.OC.)E7C9);UQ&8Z""&?(9@\$7T
MPAM\$-L&H*B.X3*HXM:N&R2+MO=*66S%"0<8 C|J+><5O|S'L'L(8\$U%:
M3F<@@Z9UQ|%)#WZZ%R%?9Q%LA7C6;.:|C5+TB%)GI>6V(+8 UCRI_C&G#U1J|
M|D#EKS'J(T=28|W51OEJLB1DT|FT')2)5FR!,%AVL9+39;5 MJO A>DOE*-5
M85T/\$.HZD@G5A,47H+I6I54PK52T,T1?# G;):D)GMCI#79Z;^OP3XOA!0DN M+4;A NSV?&=4=?
QG>.|<'|9T+U|^5-'#_8')RX%HLHK^YB*C|B\$#:*ZJBX,|* R4YS; MM|80#YQ|AZD"-N92,2-
OHX|(&8)84T|'"KO+U8TGPJ##+ #:|VNNX:X|S<+77 M=HZ#M3S_7%P&H|
<4GW01|909G|=3_LWWZQ|C|MEQ|AU*87G*YY7L-V?^L"J

MKJ&0QWM'+W#2V,Q@BN\$7Q.2@*8RN4D[Z7^AIX"H%9"-LJ8HH'A1H!;S5U>0E
MP&)+KIRZ>VVQM]IG8Y<+HH=;5U9MGZXN-2DE%I_W-L#BF%_9'IYM.E)U3Y>'>R0)1CH1*L7>5IJ6
MV[%9#G87_B&P\2V8;F8EVZCY-ET\$MOPBE'\$JH6@1ICGDQ(M\Z=)A>@>1=T
M.6M7+VG#M:7IKT\3G1/U8&_\$_*?]+ZZO/I.<-2I8P\$1D4(KK#?
9SEAKZ0IW&_<)'P\$PMN_0\$.5>G4BM%W1K2=TRR#A2W\ M JH5,VPVI95?
IQ'0&1&2;T+U_6W".@@1XAP_:SP0F1RCMB82UY,I\$?#Y72QT MURLI.+%)8D3O(F9DD>768;
(_"&E81.80_M+YCZI+!>50:\#O!'QHIC\$SO?Q:;JYR_1+@:Z5IPCCR(\6\$HC&6@,H8>TY5:=0X
M@!7E>K.W0MVM"^-"FVY,S(LZ-:/B?YO:OX6@_M;"\$H6PC*6D!07GP'&?
R3#8TS!068MM&FS8@VX9;IR6L?'N"737B%OF"?%S:
MS'D7VY/DV:\8Y#J6F/ZX:ER+*6A4H\$JEE,VN3"&=6PC\|F38.NU794 MI08;=;R#@G_U\U^.
_EO\$=#8YY,ZTXHSGELZT?8CGY)JH?YA3UGT%_M'#O->YYP@=,@!'+"E.^%X#(Y'<2H^H1DIHLL-
YA'FE(I&*I9ZL9;P=T IG1-/ MBRT%U\I/#\$ 2\$O&@Y.*[H0SP\8U>3TBU7(Y;|ABC|VUQ0=J(P3-
(I:%&;ZC>@@F2: M&E(##T/N3<-E,JT\,2ZK/8;&3DM^70*V&Q4=UZM,5:-2S?&JR; M8; ^S8X|WF+#
I-0R<|6^G:0G>) \$Q#./#\$_Y%F#@1|SS<-G>&?/9LEX4PE1B%_M=Y|8+)M:"6:4'(6MI1865;?Y)KW!@6-
\$9-M99=\$668L1:LK"9S:9&_0_XO(_M/9A:;_'F\|Z:4_YTQ578E);9JF|*GV;&5>1|SRZ2"C+VC\|D@|\^L;
(D_M\U9W6U)^MF&E&IH)-CO8X9Q(N|XP<8Q%(T>"\$J00_M5_(G@ (VPM@QCI3?ZIYOPDEMELD|_-
G_N9OVFR^N10>5X:D@GI\|R3-?8,I7_M0|)8ZZS0:ECZ|E|89W8^ (ITVUZ|HG*_2PR5,Z@Z_OBMP@Y6
Q&@\$^CK"8/EK MT%P-I9#+0:_EG&O0AV\ S^:B9E03R%?>CMF7VFQSA5"OZ@947X/^*,U"<4U&_M)4
=AU'UO,%>Y9BV5CG%|>,\$GC8;+C\$\$&_8&F^OA|OKRHLV^4I;.EW|+K_\$%UH<<
M,ZGXT@IT2>OC^Q'W6@QJYVI*|+LK_'M1C245&6C3KC5@EIU_6-6P.6*29Y4==H6UH*8-@V;A0?
Q\$V%R).YB\0Z%\$:9_M+?10"_W;00^+DO:00|>/U""_IUL7/6LW35"."_M@>'5V#6OHH<1I?4PMI
MU@N"0DUA8J4_2OLT>_33\JJ+MOSIXE6K!|L"ACK-CK08M:S636JJ^UU2E
MXWZC3JHU&="6M&V:43:-)*6_B-3_TPO15IAY737:LS)11:Z|U67|JN)EMG(>
M5THL@6M|OI>A*/L5|FLZ=T)\$F**3;+&EF"+\$3;>RM/VSPJ:LKZS=6=-,9
M=|YY@T8;G'&8':CIV/6PF6UAB|IGOR4(W@+1G%;L(4KBM|6UN;#5C5X68
MTN.Q9+"AXVO;JLZ;|G8|?"^*),VDMBCN2D?KU9D>*H8O^69'X=2H8AJ5(<-U MR-
0(C1VN3>O5%@B&9O6Z|HP_1^_YBU=A MTPK/5VFU%SAIM>A+J|=OM)OOQ?
J| ^7Y1)I9@8602E#3LJR(G0YX_V8'9T77 MP=F'FS2|)WQ.)QY2FL0E,L7^:NR?H!^G+!SAU?
_U=ULD|(.MOC6F|T0RC6*.^\$D|EL;=PFY01D_*^+/#BZS*UFUY4X2?)ST8M<6\$9|@5M|^
M6*\$HCEUIL::@ND\V("JBFA0?,&N^E MT*Q&.*)8>*G2%=#0|TC<_XD?")
(\$|2M|5>5\$D_/.X;=|XZ'TJ1^R1,@_C@P
MYWX5U)VP(W9R'8T,|JHU!CJN,71ND@\$'[7\$03/)9@SF9Z_6M:L)X(YO<(4|_M:RP:(D9AZL_-
IR3DY&S(OZ#3(=/=#\AD9EA392JNP!|2YZ9?3GVL_R|4UHM MW.)N;>D7^)*J6RE?
(85#4Q6;9+*%Q37P1,ADO|8EJNX^=\$4ZK|?D;IR(_M2G=P+2UDQDH_P;J;Q|(9"B.RMU\$_-
I0CKI!%|N%CRB.ZZ&QK.434E83U=^'-M6M87K6HEJ%LC=DN'R?RL1#T)!|7Z!!N4"F_O#/2T6
U,ZH";4DGWYK76KR+H MS5NON1?T'919XJK+4|_=\$68_W|97^5<1X;_"7@
/(JX%G>R&|%|MM!KL|4| MEQ="042P*F\$Y/*Y\AP_!\$Z5ZTP)#W4?59_M!\$JL76#?#LTOSY(C6!?
L5IUKZ8F;D'Y9MQMJJ*;F_86&.O3>68A6.9R8S_M-\$P+:M_OW\ MN)O&N"M2;T7.5&5J6D|=XS,P1
TU.*=22QFG&N3A: +&SLF'0|YUDFB_#(-9_MVL:0C<'\$(G_|VW(_\$K=9+DL-U_&1X|V:ZA7;(B|LB+T@?
DBPB#^+*L.*HQ?_M3)S.WT)|*,_5-LMV\$,164I8X;+ @H#8SKS\$T"1()?)2_)%2N47*M"J|
L1="_%OK"E8\$Q:S#_M7BPD2VWMB059&I?:QJESVV;_|0*2NH\$4,OR:LGD^7><)31)?@|0MMDLH+
MOF!D|N)7ZMO*,KQ)A5|?J+(0_ :QH3S;,%MF WE55I@|7@|@J8R273O_M%B1
MK8:9OO)A:BN(+FE4W8Y+P%N!|K0O:NE#|M9#;|PL*^|9AU/"ZK,U|OIPO5FI
MP8#&:!,FXF+028(UK:GH.&B.RF7N-GH?>XS^#BGO#|L..AE(Q6XF/_@|!@|'M"0_\$+K=!K"/G|
047<+T.LS?WED|R=1E6:SC>EJ"Z#K5E'MJR;J4=%%XFV
M(E:29LY*Z)=L1C\$;H"\$L/^('9\$IK5E"ZUL\6%MYOT%Z|_)DM>I;H|?|O_M=PNV6L*
?.X/^@'=PY(A&E1E|5V*|1L"V@KJ;JG@EKGPZ>'4%PO%DI"&G@_M|V%(G!+?
1OWS|M&@D?|%|2,7A|O'1P|'E)X_P'V+KRM"V_KPMNZ|)0A3?8_M2|P|VF9XE|N-M7|E=)NC
G+Z7X@P|JNQI9W@=\$ZF>_@|F#Y Y5#*2AG?_|\$M!;6-G&OT!&;BJZ@E\$AY%LHXZ|E,C7LM/_0
L(JLE\$>">2JHX%'3WU_@^|MZ SI62R@*Z_XMA) M6^UX|>_OKNZCMZ^ ^W!U_NJR_?EE=|ATV>#
M#N|V"M+3KAMQN_!LWA6A6IFT04G4^4'\$5_!SW/G_H|7G|^2B|>S|_/+C_M|>5%=/8>_Q_S|O+B|
<4W.>V:6O'_NKJYE(>*\$@U:Z,*KX7R^4!:=0:L_#PY8_M@5ZO|;T|>>+W_M;ZWYKW7=HW?
|TS)_Y_&=23_-W_P|02P,\$% @_X%R_M6?#P,35X='=ID0?;Z>E?/TS>N95LF_-WC|G|N|T;L|
MKN8Z*Z.XT*K42519DTVCWQ)MOT2|N_+4;Y8%F8Z*Z.#_8.GT6|Y|<5<*KY?
MFC+5;|PXX_ ,OU_F3|R>IPGRS>O\$W,9F>1_GIC|PZ|I9^KX^/GAOGJICY5Z
MJHZ.)LE|IX|H_1\$W@5'N=W;+E,|?|F9ML=Z;Q^R^?'RS*5U'CY;W_)OL%/_NN?M?
SIZ|2J*^"A6_W6+^QY3ZL)&WHY\$QWFA2I-G+RO8F0*?>O+FY->S#^_.WD4G_M'|Y%G|_.+TXNX,?
9KY_^^O'O<.EYY,=%R:2QTI B^C0S?4V_M=@_/_/3?_0#TMY%|f\$3!:@\$|_I@R?_@1/B|K2AO!;5/H#6
M0R0\$TQ_C,O?G<3#" QF|B,9+&GJLRRNM,T0N^AW@T|ZV\$.EN<7>T|^!,?;&2_M!-24W51/RI<'S_=
R"UO_KYW56DT"%YG"|TXD|HD_VC_VQ%\$G>M_3'ZB=_MGH_|<_YBYN/_%NB2/UZ?9AT|_MO9EF?
1S#?BF6HYMPUPL5>U<5:_LDL*IQ?4B0PA">Z,N|%(5A4L&%,9H/M;4H
MK0+V.\$B79JY;ZZ'K/\$:6EP24H-OA#8!TR|"+PA>@_0!V#"_I\$N>RJHH4^,"MD%719\$F/P: ?URK,WK
@?S:LR\$/_N_5+\$_?48E'DET_B@&K<@PYLK|A^>O:Q
M3V)=@PX>>Z&)W|&HE|!D)'7CF<9JH6(|>CA..F.D8:N_T0*A&,\$H4I'-4SS\$M',Y1E_T_
|@H|Q@"#C#&|;#9Z^R:)|X72)Z|MD|P0.&QF+CPT7_O."NAQ_M:8X6V|P_SC|D)8(4*!-90E
) +P\$^Z&D.OW@7D|SCPC5JT^YM/8QB_WN!7%0I;B>_ \$SRZ_M=)P3IL@Z>#0RGE-
U?"_22=AV7:6&??.|F3|S_D<)39!_Z/^\$/07MAF0AP_MP(L_&|FR_+!TI8I"96TYDG&#;_\$

X0R|61|E@0#@L5W0|VJFA=)D90\$(52%3
M*FH|ACXG@F0V0\$CNJM=P28X>AK\$.8|X7&&EAH@2_6KW>P?;\$D"T1)%26/C M-
(>_7&%2H!*ZKC0I?63|)\$19%39 M-O&>(<6'B^3M@PU UZ,;#FTY=
*M!01SATD@VM(KER9/D>Z08(|#V2YV|55' M3 (-;\$55H-Q-FH%;H1A/)P8QW!"YK?=EK-
_FXI40|(1B28B|A%AA4"RUCK/Q5BM%^_HL; 3JMR_2NK9\$Q(U)O7X^)-_E_.SGNO=,)/O1-R
M5KBO+H!%|8X+X*|:|@)'_5*E5VHGZSS&A|_W|NCWWB#W7^/7M8_MH!/*->L M3O@6<-
TN6^S|YMMB3Y6=\$8W4F17?W9DS8KS5F9X8Y'9GOU<@DS|:9G| R^RY M2D\$"Z.5H+P+V|/0"
<7H"BUTH-AB"4|\$|(F:&PL17E%5T5B|K&-D)2@G_-?3 MH_TA3|J^<8X*C|SA;X#N
\$.3)H<::@R;DK#JM\$X;(<41=#YK|A98(A!;0.A M0U;AL@Q%I<8|0>V+S<2 C.%A+XV^0ILM&DC<76V
5?Y^A 0YM<6_SK.I/K_?S M7_/Y&80#('C388OT-
^0XDU(274(:OS\$QSCQB.QO\$U"4X=X2P|3\$:K3B\$3R| MQ2,8 "49S>*9T9=|X:(0;-40'CS|3|EX@)F!9S
_8H+ U|S*L)|@AW%|H\$PG M#3)2^|1647&(*NO//SU|_DI<4'0%RT#%08&"4 'P0*.80|@
&X#Z2QN^DHIBG F6">B=B&F)3<_.71G> MA(F9E,O=EF5?3/O+-
OO=5"YYP=|,23|WQ2|'1!BTC;PX.&^)|QJL4A|'T#V%GOZ MV|6<+?|DK|A!-M3GWQ* T+=J8K-
@GOV|FH|)&? *HD4*DP)\$-AD*)C5?"8,! MIO!L0=| 6LY&G#:P.E7 96O**@|=OCB?)CT8.B&'4(
9C/6!|X-81WLD 9 M%2>- (U>@90D2/_*W&"K)*X9NA#7C#&!Q| 30|M*&(8#;SL^)?WCTVUJ0X|6
MQ|V+O4K(%J'C0" *B<8R#|,H7/N9G417QC&Q+=WY_LR7LCXM^HC"|!@_H MB*| PL1(|#ATH|J
*F&R2&)7|A'E#JW>|_W^//YWZ(37\$N/FTQRT|5&:RS0 M6)57%|CM%+VB'E|HK*WJ|, 5T^M=U1-
!!Y|R DHUQHPTD!4V^&/DV>:F\$:< M@)RU|C|9R0R9_>W|DA>6WA,@MFA49>ALR!@MY
=HQ)!9+XD&&DKV,0L,0A M#|'"\$(30X0Q7'.M62FM0IOC+:#X-I^4E8VC%FH|(HY?
=AB,;&M*)@HX\$+TTF! M=Y;TK1TD#CE,;J.%2I1|Z(|!0?%8,R'H|!H*M9ECG O(4|J^"S*ZCE#Z Q
MYAH,K,?QLD4&_I&:(KOJH"IZH27W\$C)\$#H-W-HZ"0E|Z%?X|CG;P5G>*VQ)|&1)
MG3ANW6(-Q)9\$4^" OF)91Y6Y%|<\$+H R<(SQNS!;0;6-0H6%#)(DIME+Z
M6NF.7OCBP%^.,>,"YAF4MV)=)VAN05Q/+6CG0#8W|/2,5#9U,AB(>GAHMDX8J#>:|VS&2S|?
%245&B XQ>=?<'-. M1KA0RULUC&YUG-JCS-YCS-X?C=DI?-"804-@2.B_X8NY|!P'.Q|@G;
M|_*JPHQ'AA|VE|S44=;6_(-NB9"2DRI_&S<9X|LZ*DR+|DC""%8R)87"WBZ^6K.N;|4!<7G M?
5++1YWC^H#4|Q,FL82*,2^ZV|X#X7/+*,S"-032E MH>(@SMT%X|*^DHL*Q?
Y4F;G=V,"&WJ"@:)|K1PTAHA(J",|0VCY/K?#|'CJ3?"|AY<(C\$1S(+&2EBGIM7,?CL%*
MNAJCLA6C*=ZYD|NK|ZR&A;O(%H&AA)PXDO)|#F+-6#_X)G|C|4H>|_-' +R*^N#|Y
MH6#T3JL\$ _W)_V@>YWZ3|V&Z3YA;H+0U9#M/RD5R0&O9*
M1+|G):N%':CMSXBOT<*3K\$+I:YPAE614(16B<@S
^*J47*I>X""J|=Q\$,VZ7|N<&V|X\$1&)3MNQ|>'T>"M
M(-M:L15X<"I7WAFK)'RW8|9\$E^"P0XW5>3OOEPSK4U#*|R82|_?999Y6&:5W
M|VHC:-2&RH8DAB7,69U>SY'#J|:K(9MX1"(W;##G>|2QKSH5_-DZTF/LQE(-M0=8F'H3QQAR\$"DP?
6'X#+X4",|T;#Z@L3;2_(XMHZ|&_M0:6|>?@,2EZ|Q\$AT@;G=\$*KV%.!K<962 M
L%Y'4@7I!|"4/#\$68VZXW-!F\$Q+ W=8P1@L_=(G6"N""\$9|.ZOF&".1%W4P
MB|NCG@B2+8DH,9X'H|FV|!N @Y%4W!R-4@C.6U(ZRN'SXYJ8=DY5EQ,5CF*_N8*<\$S2ZV#1<9-
P_ED>03@ M"L<3Q/_JHIXQ|:'2%%G|3+JC':7V(U@X|#VYO@H06/(:^:966&*+*,5-S
M4|VMRS2MRU8D>J%)O*LK=I">8//42-'1>6;&./S;*_L<@,^ H" CH\$:*|@"
M@#W80(IQ^O'MYY,>U7RFM\$)6&4|!-\$"YFB*0.PR|J=JP)8\$QM2AL*90A+%;2 M=8 4|1|>>XP1;^C@"
(^V*<7(XQQ W9(6:/PU@->NPK1N3C@-|V-FT('LO*: M=004LP;X*)&:P:/(ZHU8*=+WR")DG@:/G?
|L#O2\$&IKD-2 \$"\$+Q=P2D;R MBM5E;A(L0(5N;RX|7N%|J=U2GK+|)|;+!\$#<8^VC|S'9JL@XD(2-
S))"("M"@=(B.:|CE|(|Y>^*V8=LF)|* PWQ5N?X|APV|^*O!1=_?H|,OB);2|4|S| M\$V8|! NC?1?Y\$
H\$S1P4H7Z%A-I+,2JY2A3R%|@_&C0%FDGAG#UC&|2CHX_|Z|""P'+OKV9Y2G*%0%9X0P-
/YKBD(8'%6;#PXGL MRC&W>94F08 (-&'00)?5FJKJQSD CCS;_2EJv;68K1WPO_|@EA|7?
NZ@T71SUT1AQ M7V.\$)TIN3NEY"5MWMD|G+;GAV&67L4^>U#C#0G<\$GRJ4N1|L_R_P+N%\$Q7+
M_|8VQR BC&_DP %&\$HKNH27O|H-N<3:>@7X-N|DM42;|NS&F>R^L:7TE<9= M.Y%(?2"
ZY1|0#|/F0+"17^@*6@A>^|A-\$%|H@5W8JS;Z*9N;E\$|@=9F;<:GX"@W M
^_NAG;L|VMOSQ/X3E9S;:ZF;6BU>V8SQ6\$0|Z#D5_-RFG|X M"Y/5=B4GVCJO*
T+;Y(5(4B^|)^TW\$F>"RDNL,HLEF^N),H8Y#VYSSZF"|B9 M&);S3Y=>IH5+;^Z|(X?D,**G^|<|1+N)
|+6H MBD5NV8(9SDK8(\$R-"20+LU(&&HU11*;FE0AM^LS5#N+)C5+!PGWBL@%5^IF
M7+1A<=Q\$|MCOV=3W1PA M/9&9=|Y@UPU'QN;|H)-
Q*=5L8)|H#)"^#::/VPN5LRS0|_W(|VGS"R)BV M-V7\$2-S(OI8 U_D9=DBR7B0R;QKPK3|!F?
4*H9@W&#J(-1(-1/^T0!' M/U0T |H@.1V4->0OK,| BUY<+Q#)L&PUK58A TQ M?
EL.#ZK&\$*P3&U|8N_2)=?E6E=\$/|2.28LMK|JK=(=&1B-6W<+L VH11P
M4.BDPX0V;"VU|EL+SN@YM|:(TQDP_-ZZF5 M:&_XGOELAG58)(T(RR;
H;SDP),MH2ATW#06!;4E4K-IDL-OA'U9NJOG"|< M2RB7W ODGNYL3;&B;C)|L4H2J"HX>|%\$7/?
>M%N,CWD1&M))6^V,VY5CZ(- MQKM?3&C>|!3&&YB%DCBBW8VL@2.?Q<1N8?<-
_QI2XP43K#9FP0-&%3-AI6| MQMO,F\$*(J1?8&(5)<.B)6H9>RY:CTEFQ|KQ3GC"P2L.QX.YM9C"!U-
3NXX9_MIKG>)J+=U*<%0| S.(4KA7(W|QH?6Q9@J#"XFSY#EVZ.WN,M|)"Z|^BRI=77=
M#*>Y)^3&:*A2J?D=|7M7:QR(.P?85+M)EP(W),_4^>5=Y_H\$"=%J/Y=|I*3Q/OC&"G4/4Y>Y MZ^O|
@OJWGU=QAE96B)=TUTJN;|, (X*OV2?|A6(-B4N>M@9\$O|P"%E87|6
MA@3%D@P,/_ZY9_"2WU*7"UJW.8Y^--SGQ(MJLM_IS@V"7'F2JT4|!%TFL.+< M5U%:S1>PE?.F<_C|
<*P;E;+?1>:Q15(|L;P;4^R(+?"|D/=FU)SUZ?-'?A-
MJ.FM2MOU(XDOZK;RM#Z6SLE1|)\$9=XAT(2BY0N|*ELO=*GNN&RQ|=|U*X<&OL|+A&1-
M#%:AN.ZP!:=|H<'MIKVX4P,)/8(|>=W(N>(|;UW*_MV| QW29*
(?9(?HWA*#1_HN!'B'3=|#1L|VCY|CH\$^L;3WV/09XI2!Z4ROPK MI5Y=2F|VP=92Z'Y',M.-|ZXD&

(4%=?3F:V@E#(W0M;XX.>/D&S7/+@;)WJ#S<>[!\$ "ME!-E4FQ"(5!9YJ&KM9,)NA-
:Y""7CKI&,7,K'#99TTAT^V#ZT4?ZZ"/IX7VDSQZTQT801+JWJC_:MVS_\$9?^=ZY\N-"="T'6LAFX+IZ-
:L=4W4UJ3B%HN#,DR 46=JJ,U5U0ST*M+? PN4&@,(5TU-GJ2@?
YQGE|;E\W)L5;1(M0HTFVEE4@|'15T!GI#K64|1 M1=J6|AYW|9R =.H3LMC;<>7320\&BA/
QWE)R3(BH(O)X,8L>G(,!65WGQ M99=XGP:H,P
0IK!2+&7*WF*T,V>H1;!3L"+)Q&GY=%>M=\$T1G)N&5JGD"V"" MNFUGPN58""V.Y\$MN%)53NZ>_&!
VSO,Y|IT)X%W%|&T7:ATF M>P(3-04< H>(PI:Y7R8+M#N3
:W#OY#PH5,)E".@GX1!FN)06T3RQSC\$WD_Q M_:L/=1F.M-(5QH))@2|:+N MJ6F*PBV@%89%@"CK9
_&+<*2|A^M|T2|/M22WR0|HX|HOA-2E+9A T,?!*1 MK!?!E0V<H6K-=QMV(L7,+2L:AF"S@*0SK?
CR%Q|BZJ>*| M?1OUK9%62=*@XDKI=1^-CI M'7B<<3& GM@?..|V5.?30BUF)|9A*I,XLC*
("Z)^="NFFX\$*QO\$O.G#D(6Y MT76\$G|?VA1YTN4?;XC;6&30/W-#J13MRNL J861)C\$;
M@'E5G'6R4=#0=>K*T|@:QG478"Y_YJSS,VLH&AQW"4,%) -L6TYJ10V0 MCFNY0LY<)|OI?
Y,KZWCC;7,56XJPWQ??ODDM@4Y5JFXLMP6:U":I4"OI)ZMY M^&WL5*0PBK|*7
D^QWXI*L).CCY"P|KX_1S?=\$%\$AQ-EA16ET+G88P<-4D MC+I1#@V)>2EE9L)2AQ)+/(9H"V)
<*,E)Z)J2DBL8+%;&FQ-@Y^G>*=4G\$(M?1,>T+/%Y?O*;;6B9R@W:|
MKHI5FZ46A;XT>66QEC"9\$M'(R9F %!HTJ8!9PD&(*LP|R5N3K-R-J|^V 5># M^G8'+_9_Z:
<3'8LW7&:&BZ=1G9J|G(@OW>|+#!181Z0LS+CRS3.P!-R02I8 M7KCF+3|UG:."F^:PHOHZ-I*0/
|&KG 9@W=8/CX^-VQ7Z. MX82SP=XT>+J^ E^|<8'400!?!&0N8.VE*8.*3.F1SJ"7;8|
E9_R6N14|JXRX"ZUA98|?FX&6 P7+E<+5GA,&A5WQ@%N7J>\$9 MHV%0"J5)OPCW|+?
0_A#/JKK,J'6VAS5.O|Y34A2=H1)%H1*:&C#FF#,CT; MMFK|"
(=&J4V:BB\$H3#2%;*K4PNBEZJHQMJD,Y*1*3)D7_:(.\$&)XFP6M<.=,
MT82@C=W!=^\$L>Z6|!#3:7("FV-*M6A EQ)|HE<9>V.(V+\$5=J(B)J4BJA4|U
ML:)RXB6L#K@B|J9H1T=*4=' A\$EQ:9 T)T%Y'P+X;%VUX:7BERNDA;E>V+9
M*TOH*VV6EFUY%@8'6HKAGXU#<4|Z6*|Q>FPXVL1W" B71G52J|@(|D-F)B@K M@"1
0&:ZNY@5%7)EHS\$8QS6_I(%/?M+:/U|6Y\$GK|_G_ ^Z>GS5V\$A94|9 M_:|7:&F|
|6M+,6ZY4OU||Y7J7XV=9J|3.>5Q5Y8'&+1_W?=O^=ZMM_=[N; M_P,%5/1RM/SI6AJ4(HT8?
Y696%@0913.%VE=%K:A@8>=M^5;_)HG /YQH-;HJBU3T\ \$MY:: P\$!-HUFCA?
\$*9^L,@(QLB8NF(ITQ6)||732>IKAD_(*K\$|8@0@!+3#I< M89WQDG1|!#F;_%Y(-|3J'_.31F66)E+*R
+@UKTP^C@V@PM9.(HU+L*2D;,% M*MMB?&8S6X3K"#S.CUV|52)RA3VB_.X%\$8G*|DD++.
|YBM^F5;-|JGR\$. MXZ!\$O^TX'/>|P|=) +_L*AYOUY.@&^H>JF89&9(D|T:S(4D;3=M5ST;<@
MYJ*X @P7|H*^<W=T|Q:*2T6<4(G.V(0K&M5TQ-I5^?3&B=J^<&59|49"P(4 M"IM&S*
|FN^7.CFIM5M;H|_4_G: M:3)%JU!6T@E|>& 4@4\$AH,!Q4.*T?CP4JKIW;S1CDP%K>V:Y:2"GC@Z2UR)
M66L|Q@2|!@2|&|= \$O3B04."?K1^L-\$SOVM;G^,WA|=CWQ|LM(JK;_?0U<| MYH"1S|F5*^CQ)5X)
|97-EO>#VK|K%,27E-UM>T2V1:T<3R=Y9*J|U=U)3V#
ML=)X7YD7*Q)*:;I^|2MJ7H>5GOBPDx8_H'M"/(B;|KG#\$PYW4=J.9:|+F>E M+(;O@.'WA^'Q/6L?-
RHTFM.64 BTsBADLDN8!|02E,|90FRRG1&<5SD=L_V
M(4\$@G|6A;&)5,@: ^T8*3K.)|X4>NE*2J'A6A0J-\$S\$N!(AZPPWNY|VV6KG2
MT2*7@71@YM7<#9_I&*16#.6F2B(9YVSDX6RQ*Z;ED 3"95HO1Z@%JY260*W) MQ"ISK3IR/Q-
W6"X# #V1FE>*?O|\$=<=>*,RZ4|%OZ):.QW-(6Q/XUZ
M9%)16C8!>N2OA\$'(66J%G|.=R&19H^!7GX.F3HOQZ^*-FS;_G'JBV>4>@1)CHQ*F6.UG28ZG;&XJL
>8600..|C&*.LFZ5M:& MK<=AB:R&K0 P?U\$5(BA<1WSTM#&KD\$J*J@R(BB)QB6RM9H6^3C
'2+!')H4 M1\$|L2H6P'6|I82>|##WRF+GY2;6)\$@P>@Z R6UV,ZZ,|= \$|U<).@D XA86|VT M!7Q-
(CU2G&=5905N1HDP64. @@@;C0%F<:|#!T;+\$MY|>#E06L/42^LF|T#3Y M<|RW&++O-
I_Z^ ^Y(F.)MD=4BH,7DD2#/AVZ(G&_0C-ALZ#8810*2OD*SIr5* MCIQPD9-7,\$'!!Z1%Q;|C;+?&
|&-ZD#N_ '=1(AXJ)M<'R|O.T"QQ:T1#G% M4#0#\$Z|TO\$:"";|IPN3MDWK^B-
LJA('TY4^;12,2HT5VTH9|GL#0*+2 M(=# TB\$Q/^TC|+QT#!"#2@,EN#OUACQ@7\$OIMCSUYLX?>8
4Z-M|!Z&/_IT M"/IU#MB@2"U E#B4*HO;T4Q>X&7|GRE>SYM0^:0BN=C63H4^CH*K|7_1
M70ZP.*9 A ==|MLE5S =)!V:#">6_HW.|O17T&5R"OL1X%??Q&@L!#K>#P M&--
\$3D_//EVMNU(3%)*|C/RMB<8M)_60W(Q. MZHX:0; P=-/C?;IT(H7U03?
BCJ3T>\$B/X.Y.C|'Z6: ^%_N?)\$OXS^?H MF_!4\$|#!0 (#N!2V)1T"D (\$> 0 > ='S="UF>3(T97@Q
M.#\$Y>'1W:7-T>&%XJ/&D MC/9VIPZB3WGQ65T+OE^J,I6O|3B0?N+?
KWZBC|P:YLG|:M\$74#T"5<2PH|* 9:C|.)H"3LX%6Y|JW|SN^S|;-(%_")1|73.AX;W;| MLOZ-
0_C\$M2Q%804?G: ^R+?MWAXZB|E_\$%4JHA+*,_VN^I+(\$ (9. MY5&7|5'^^&A|Y<_C
XVFWYUR|M6TRH#0_Y,Q(9YX4H59Z|J&|?"GSJV>O3 M7R_>G5^<1Z?OSJ,%Y=7IU?PX^+7#| ^_Q?
J%\$S'2F:Q!#94S,R9|B,1GAN);31+I=# MYL\$/A4PH>@\$\$2^ 0^6\$A=DEP1#" _&0/#HKW4|K%;
|PRZ/2XY&B|5 MM8R\$1G188'1KNWT7;N;G%.%%TA0+KC9-#4(61J!%M5Z@ANJT*6;X-
YS3L4)8WP,X1I^AW@\$|FT&9VX7: MP!ZOP4QF(|ZIH4J5NRNJ_QF M/;1#&8EI(M.\$F8E9N)2X;
(P>K2=7|(>R78(FY#G6=\$*_SJD S'P&5 M1_T^P0G#=#R*O|*H|J,*+@S1,BBU1KD4(<(>7;B?
#2ORD"JNP\$ \$M+\$%\$|\$-9D5^+&%G% ZC VDK=9Q?ONZ3='G3PV M)| J&O89-(R\$;SS06,Q'C MT<-
ATADC!5L\$C 8(Q0A&H/#K/;5#S.\$<90E/P_ _LH,AH S7#\$>/GN31=._M0;
(.E'6\$|PJ/Q<24#_JWRP(!4.7X GP08YS M^,6|@,08%RY1;|9ORWX4*|@+G\$|L|
8@NQ1!6,T3JJ^EB/ITB8\$K=1|H-\$RRB M%-2HJL K@((C!?'NA9U)|QN_*;"S&)%3 W5**>!*),I)%=-,
:Q5!K2YK(CF M|/\$+P |A%:_|L, UZ\$ TA\$,37>% R;5 >XO%-#V-2\$3(HQ"U1XVT3Z+BAYS MN"2GXP(V
%>2"H|/(C%NDA@#0T>&!!= 9AK)(L!CPP+|JU:6,ERU38ZJ<6(D
M"O"E)DUP>#S+4Q5;#EQ4*6XG@!;|.K=|Z;(VG8T*O*HVKXWZ25L&PVPXR|
M9YAWR?;O<# ^:X;Y+V92\$-GLK(=*J0)15>N.OSF#B>RA 5@9|Z*QV!93CZ\$G1Y M2UB+
!Z%.TPZ'AADZ@L8!@ MJC)1%IZY5KE*5(=\$LIQ.%TG|TL1V;00RI=6|Y12!@:;-2'Z3|^UW_BA@"

MWZK*Q5<8A%^&A:OV[R\$_.^DL"/@'AO#PN@_JMB!-OP0J0W8JZ?/ MK4WQ\$#ZR.Q!
=N]/>8R/1#1QSGX1D21U&8A)5:#62GJUI1'S3 B?5Z1N.(I MRU" F>38V6@'T%B3:&X6YV&A+Z!
/Z6UK/A)08P=BE2X/V/>M*T-^3@163%Z/ & MK0FD82;8:@CB1!R
*VIL+#XX!55\$0P%2CJ:5H(3P/_O(AWV8-'SC\$A4=_ M 3H##\$T:'&JV,6Q*PBK3,BV\$%\$;0!?"!
(F="X.Z5!E\$EN(!0" 0JA98ZTEZRR)R#5ZBS_86F-%_Q@9!L\ZA?>Z/ M?R367\$7(GD35#?'
^6JB44!G8PV=)'EZQV?K!AC\$WV9H>T,SW)LJH3ZAT! MEW!^"J\$ R-MODLT+1\$^D=R/24"UZ*C?
Q(4X\ (M/;"+1DN#?'2"QC,%KP#5!< MX1L,0)+L9?%\$R6N^!4/\$(!0+(+OY!<36P&S F9@?
16%@JH\$6%8PS!5>B*3 M&A'QWK5%1.RCM/WC#P?'+XU34!-3C2V&=@HAK^CALO&U=;2\$=PY;00
T7Z& M+?0\$DN4;H"0D^(WINK"1\$BB-Q)B5O.(#(!L.4.? =IQ?2U>S\$FWQF@! MA)\$:E?/
GK_+!OUYD^ ^NJ^OFBE?>.=Q&Z!0HP0"4>/28;B\$'(4^-*@=ZB\$C1)HU&T8&18Q3"P MC114
F!*Y4U. \DS&5\$T;F/M(WG)R^W6.F8PB9.@*R,> C@/F0B-@NJ40!O MZZ7UA%/'4+Q^-*Q@)I)TJF1-
PE9'8!TGE61J0 A*@U"(-=W':\$4LUD*&A"R MJ."KFRW8;8#C9L\$0M*8!:#@V1#QW)*E8S=E
2C+GPF&O))JE,"G 8)6A*.8Y M:1CY,(9G"W)I>KT"D5G!ZD0!E!4JJR B&F. AN M9?
IF5)PTC01'!9*A(DTSL8,MTK9ZG\$;L18\$'\$D/'\$VTKX1<.O-G8E'2/37>I M29W94)FO *H4"P#J(V0/
!0+C%FHA_E,Q?>-*N*=\$+FM'N_OIX:Q?M9-W&F
MSEX!R(A^ST+%2#HX2J7*@"9A!DRB%X0'2Y):MW@==_CCY6_1*;ZEPTTF!><& M U-
F.)K+*PUD=HP.+ ZI5%I7/IYRT=I7W7.HC(/+@!&1Q+ :5I*(9EO!L;), M'=(#Y!?
S=YG^(R,J)F YW:V3PXVN,SR6"&1DR%KH/@^\$!EC4OE,*\$P_DK"Q/=Q;,*/KN M6NX :F,NP4
CLL,MA1MMM3*%N%+%4FO.1.LHD!D!;M!9E5Z.Z!P7"Y!B M>SJ(!IG&O\$!3!EA!S-
#L%Q01H!4FG;E8FJ)41PZKHP")RM;UW%4RDRE@(Q MFEN14!\$28:6!F_"R"@VDC5Z0V?
E@K_)'"#DTD>!Q-K6@=AH#_XA(2XO7!1X
MEI>83@57SD2%\$:CD0!A9H:TAA9!T8A1&#F(MYCX.S":IX(+0!TWVO2&FR\$XQ MF+0F3.."EF)9*
&'&LGG!2)X!SJSE&>).ZRR U;@/DB7HL;D9YKL!S=R6SC MR=B#@7VM"MGBS.L;<1K71G9,=!Y.1#;V
B!(T;@5VB>>^.ESMM9P!N8CHJ1" MVPXGBOT'DZ9M 4JJ**Q>;/.,!O@K?
f(@<_H7.V6W\$&HY'8.@B8TX:(?)>| "M#HQ[K8#K\$<|\;HVC+ODPC7K#Z8YJ.JP <5F?3:2."S4,XI8!
MSHX,+0,15WF"JG8L72J+WI #@D#I<%"-EI8/UA_8?U27H/^B:%L\2ZQVZN M'27; +GH9_8?
1!E%8+IS++L,D>NE3;TJ4\$GLGJF71)GPE!UG;B >L@"G30
MB!?'A,\$9)H1568I<%XE<3QG'Y6*!N67^86Z*S;76!# [7&H)O!%1M\$EYH3B(M= M+3B"4=2**"?
A2W#?!K^N3)VGR7;:95P&F+U!;KF7P0?,ZGC)^\$X3FWF#7H%\BYC;T@!#U\$A/\$3?&Q
M0\$!A8(HR!&UJ@! ML0!31%5C<=HMR,W>*L!#MRK/#4#+?N\$2-K;:JB**%0)XP>1QFB3V!\$^M>87
MC/M)PY.L&X'B#I.CTH,B1'DJ1@!;2L3Y). MPLS+JND<JM7Y2353 7!0-WZ+09%FR!EI"O!K2C-
=8\$0,5&HP;TA!&V'(0(M?16XJD5\$@^WKRC0=1?V+Q!Y^H&/#M8!MDY>1C,@Q@\$U%*BD;<-
DQ4*!P"! MC4\$P)J,PT-1%;A(5_/4\$B0WAE13B2!_P-AS0+7>;4"7FU. K!552LH)9W(@
M&31U#X+J)M;ZU1Z="H)J6BJXP!+;^Z6/L+2\$*2,XMM9-<4H@;SPX1Q*VSO&
M7\$QR*V\$S1K28;:6S2G@Q30%*.!#W)73AC2^LG!TZ 5Q:_VVD?B6 AG"1#H MZW-
:8#XA)14V\$P!SW!P,:9SAE-&Z2&/7/V_.9@/ENQAP#"<3Y9'@*QP/\$\$@ M\Z^B@+D,#I%WC?
R'!5SEUA!C;B0>A4H-\$ QY,P3*=(2HS,Y8&BJJFVF:6^ M0\$4B9Y)D6%~;@!0/G:>*;XF^GV9J"..J1+.
O@(&F"\$JZ"(JG-.J-225 M9^_??#SMT'K W,7P\$T91@
K0V<8(WPQ^@8!;S_4;8B83BD*7ABB\$94G;#I'B MW,-CCS'<"IVZX='6Y37S.,<.-
^0B&G!)X#6K+2V;\$T!#!3+CIM#!+;1EW3TU M4X-T%"BD83',1H!(*9-62#9F9@Y/G?P-
JGR%:VH048&3J_.%0Z0 M\$+D?G#P_(D>F+4^JKC((3KC;2%/&G42(>04B_!E=+AG"FG MS"W=@>
!UML=BH#UK!-#!@L38V!*,IFKQ!KNP F@P&-@%A0!1SL40'4GH)! MGH)\UBG(YV#CBO@/H:
(2RR'&96)8Z@;-NJ&C*VO4 7#|N.%|GWFR82*M7!M MKM_!DL!A1P#M!>U;S:DQU20M#"W_,:6?
M!T4H*8W%.>KP22/NX-Y,1175\$ M&JFRON>13&*9+@JJA%4>SNC!'+">5VD2A-
40J9V(Q+UO5LJ26WXMD42_6T8 MF9J!CZ;?19NTUUK>^Z!C;A001'W;HMMD&%Z7!-MTU;:+9>I
PNOLZ!MEVY MG(RO9\$E#-Z9D'-OP&W>L>;5;%XPGL'FI(#70<'>AAC0SMZ>+=#?#H79I@5I
MT:934NW!2\$!M M6/AD^WBH!<Z6_<5&Y!V3-%.5GX?"H!<0D=(^Z;7"MN\+919FI!20@6
MLOZ0=S_XPOA25Z3FM0;JL/UMZQ#R!H!+=CW397">).TCP=MTL\$JNIY246;17"R'YZC%?61UK?::K)
M.D3BC=6MT!F3Y>!2FG(:Q3!9U>XK4SY9UK!0LN9;RA'UL+U0DKP;EB:I9Y5E M8VEE(U0XE>E*5L>
<6D)/#8W:"!\$%V><+%S\$S?YBC067(F8_-/7D*>WZR2.S M5AZ9P^!@!2K;UJMJ%82;0!*>
O;Y;Y+)WUFYY"/EI(3'8U'61K3N"%W1P(B(* MV!'U!FM6.*YJ#K.HMR=>6W7C;:90.OB+1R(BCXLN;F?
*;*3==I1N&J97"?!%*;U6YJ!@@=80H/2 *P MB1@L?E++VQG*\$3?ANVO+J+KU%^Z804FS=
((HP!>G&J*,@E68:4-JVW07SJ(N M,ZH*W0)(M0*!^ZQ.)P!7NB&IU6HPNX72N2NUNGK;
!O17L;"VV6Y(VFDE_05!=%,\$!3-O 78+OF(Z5_#>!D)N)#HGE94Q :=GP!+9QJ=SNV2; M%?
!FY;P!A@9DTS'C!V)'=E5V>"B.?T6(=G)&V!)!=EYOW@C!IE0!0!%;!' ML'9,+2<20ML5YI55!F/CC
TS)4!^,IV (3VWLD6F21+F328FOJ M-J;K^^4&QL&E!^!>!A?1- S3W* 6A10T(0?
+K61Y3J>|TR;OM*2>1X;=F%8I&TB-3!B-;ZQ<;S!>,L#;/8 :N!\$03_FGG/K-'6V<4G"OLP M!1=)+9*I#G!
(: "UXLLD0J=6#@R&0S)+P2Y/L?_T)+K?G?N%\X5A"@08@D#08 ME\$*=[7S!;I\$@4(%F=C\$9+N!
<37>80P#^R1Q+PGR!@VZC\$A,US=W^K\$);2RO! MKJ\$4F!\$MY6,@4/H? P;^4!L-JPQF^@9!OX>-H9
U8>JM;:L6'N;V5(*D\$ _M!G 4HKUAA<|J.8U"A6J;SW3CF*P\$)0QJS>J; P@51Y-VK3@U%2;QW#5C7)
MP%&C#&\$!A1B"G9B;CO%,!AK.MNHS=&EU7!=OH7-R^;D;LF^\$TE!3!C07Q.^ M4O4'J@6VXC-
098!4Y(QTWG(SR\$8CD!O\$^~^*V_06F39WU!79K%>SO/^Z ME%7*&D0)=;T;#2,#6MGY*.GEQH:~5"
M.HXI*: %VO2&T\$J/G9"L\$ 7AT1T9^3J;T/>|A;EQ1+TH"*EJ>6V*+8\$K M+KKT(>(M)^TZ_F!L,2?
4CEBDS0JF)\$W*IL%A>7 6:C(EAL.QF8T4!WLY,VT1 M%@R#IQP6'_VAR%O(YE064#|+)L'U!
L.)A9XCZ.'!&)>:JGMCJ#;9Z;^IA M8":6#ZBX-+\$B.MR8S;:QC!JV1_M!
Y6V_C/4890UG1AQ(Y'3<JHWSLCYGB M6UBV"U;T8F0E,HFP;N="UNQT?867!0!L.T.GMM0:))?
!B\$5&1\$(XTBSR?T+ M+XN M^-=.<:"!@LT<,JDRJY4)!W M5#RL=M,(\$J*P

=@:%Y+GF/WAR:8#9>=0N; S? \$H1T*EV+[\$0&69A][Z5G'+MGM@L!|T+G>'8_PY4-
WTOW:@YF@0XB8V)72NBU86@(>SX),3JW,KR041G0NR M7+*DN^|33^|CF.XBIM1Q4DU M!6<@!7'
IH<| XT=Z@D6[H"%ZS4 A0&NFKH?F08-<9Y=*YO9S-%'T2R5(A"3
MOY5*.1H4!2%XPES/C4NP_0VD<("/RY+2IPP; MIE^6Q"ICC3'# %C=Y,7G;,+22X
Z!0"A"FU*39C*RAALRYF*\$>P4K,CD9C6" M%Q9-.W4)@UN55JG)(,4?
=W,B,RQL/T4S;KF!B!59<6*T7<&M)W#+>,&O(%
M4"MFV&^D4&Z_1P!G!\$BN#|GW=PCKP\$2(3\$)I^0Z7K,|<=4G4*-@|"2 MO-CLHU"WZT*X4*
<,\$ _&B9IUIBL(MH!6& 8%X.V4/QBW"DC/_|R>9_"\$-8J
M#. 'X.|CDG6RHKR\$HQO'D<=,@,CP,>V5|A_C; ^Q|O2Z1*|[\$96ZLA:DI699M
M2T\$>E(MC7W_.DQ%|H6)-*J.L5J5+:4T#:)LEY<8;J*^4458^>7^ ^HO?;RJ) M
O&BLH6.V+3#G;RQAA4KF,8Z,X.#4&3V^3Z4SLZU^>?W|,?ARTXU:KH&Q9_J MR5O|:)+?
8%!;GS\$5%\$S.?&QI2->/7&J:"?D-6|NI\$5N!T?(G.T*/O.\$B|T% MY; H|P'GHW\$^BE-R*:*O'K<9Q9#7?
+12,6R6*PK^1W 3N? 8 T+ ?3\$|L!Q MMAU%M6 M+ _^:
3M .5 \$:90_OZ908|U5|!R*MM= |D@>51TH6)(G1 &@+RH.%BI*.C/ M/;;UR>QV-?QI-I_*26|_1:QI?
X""DBZ*2\$U8B+(Q*6Y9-I4)O.' M?Y-
+K3G7='T5FQT=|VTH+WB<5'<>K#&ZON6/BFLFZ&P/LZ)/5QCPRRU*K.% M7RVGIO_3K3F4"|UX)LK
LGAKY33Y\$V2W9;TL#%6(D7GGB|,FWSE;|5E;VO?AI@_DHXPL27|M5GE;DH*T(2G;L;J#0"R-
_.X\$0Z!8CC#&490,ZJG|M(CWV;868B_3C4;-LD7'\$0U
MKVGRS1KMNJ_|Y6T*LT)>|HS26|V<|!\$|HH>+T2PKM&E5"> @C"!#|;C;C'E' MFX"IS7)Y>|IW?
^ZF"ON3;RZ)Q17BJ+|64/K(%9IQ55\$*K'E4%FI8N4XP6&|R M/B.Y-B|L)R)7K8-+&=0-&GU;Z
(K@HC1B-I54Q1W1GFPOH)Y2#94MXMR,,W M&5R=J!G5!G\$5>&.VI39;GF"XD"!Q=>@5GZS8%234
D0QV%6!;>P^SS#UFJ' M>'QA9^""^_PR\$?-&7.G2E+=RZ?<516CFBL#15051"47VFG5RX^3*I_3|H<)^
M7!=4+QD)ZL5ZUI6X7E%+A ^FL%FG%-7T-&G6"I2WL3|X+9 (|Y728Y.3EI M-M_@,%PX&VRTA*?
KR@PV>Y"8GU|&CKV|V(^VX%-30+ M208V>>U<2V0-(>&""WPE;KN\$
JH690H#^WJ2(3'48:4%QEA3\$%D%=Z(ZV)#
M&E|U2KO#1HLFUKOACCK,RAG|3.LS|;F(OF|8T9#2946ZH#K-J2(" ^BS BI7
M3O+\$UVMV+0K)@6%:_BS_\$C>8(\$OF-@+K4&BEG!* _GL*_UBK|Z_G&5;\$Y175= M Z:>NQ;/
QJ*B/5:5RFEI+,&X*B8G6F2@S!;\$'Q4^N-)Y0O|:JOP+Y&\$=%,(M"OG MPY5=0A:&UW| #R<9:
<"04WV2A_04VR:6B&G9!;D9=FT+(EB|C2AHK_EY|
M=J'U(H3'VM|RP%2VM!4I*4T6RT=J0E_3QF_>5+)|@<% C;R|=BCV200K'J>' MBD-87..+
<&E4.8G*\$>\$^9&J\$ BR(IWE1-RE9V!7|E9&43_3C7)Z,< MXLU>=Tf8@N7| ^,| \HY7G|3SZ|*QS)-12;S
M2F.?18|:Z(#V;|: #3G3MH+N|8<<|BM'HQ(K'G_9RH"ESC.%DI
M|175:P;AL!\$6AIUPR>4DI""%4_P"XCZ|1F%3IG&)OT%:'M1|(>D4-@Q*98J|=
MME'1S2DS1_CT;SN7.|@,,8S&|!%+X)=4;|4?0QMU6149QV,RH_%X9Q_1RM1
MDI5\$NUCQ+S^88KE7=S"5:W|EB73+;880U>,I;:OL.F3H^"\$!O9G)H>9G?1M
M.L.\$A_/|B4U!V0G&2YN;WL_ S:E3)=862^?! ?Aj@D\$2MMEE;X7%F31,DO>< M&#
(#@,E93CEU\$RF2/RI1L!AA@6)A!\$Z5|%-#N2.S-@4<\$;@)RM;%5^42CT| MAMW3CKM297|
\$P#^.%#G/|GJ5-41.5D57QBH9S1K-'??X&RM-9I1+;A>:0S M|NLS3Q>UIRG(&|@_"_C52!:#
\$A_.6X=H."=#\$T?&_P>)!|L? N21F69)E*H| M &A+7IGY/8S"SN5&2G71S&2-
17G!PEZL#!|AF|TEFJY1DCQ@ADRUC MF_:=|NB)M*V?ML<(+S08|N8R8R&_0FN;:-
G6DMU:LEE1CKA2#NF'#RF39CUT MK6714%82QMZ%+Q>ROFF^K531ZK59.DVF9Q7*23)AGSL<4"J
O""PG_'78V_ MO)1*>C>OM0'TY=F;M;,>"E0R2VR5:>K|N-D\$X-OVK?TJ+|/R3|QV.7A79#>L^
M7>B|UMJ|:T7NC<|T(1E38I<27.6>RDZ(9!E_JFRY3X,"P'= MMN9L=O-N*N.V6+5A.5.5J6DUM<-
GH(AJ;G9+)|5_CD:B;VL&RF\$H@#(L4_S=%0W| P|L:PT#06BU|F^+|T
MG10XABVQ.G|+|"\$5|@XU8;Y?FAG_S0Z^2'/MDX/_1"H.B|2"MYD#+6="TA M)04>7R/5A&
(&JQ*+0V%|TPK=4T"94=J|27Y)QWUUVIU@:XOZY!2|"<ZS+ M3_34Y* OT-X*HRO,C<-
_%/S!2^|RL9.FKN1R;MK6\$|H4=^(OZ,X F?_I6JL=-JNTEM0V*0>5B*L&5&ZLVJ_I0H
M| #A@0AXZ'B1H5_45H_7I0=D,OD80I!>KNT4""(Q_TT-%URAG7?9<|*E|QA:|U@,K
M<3.KJ0WS*FMQ9#8"1;_6O"#R1.J5(0NM9_1"XLP-V"O7@;)E#|:U'B=|H4\$
MW"PA0"X@_RFUE_JG(M9XKK; CTJ"|AZ\$YI-NU#WA'!>|MGWISL?_WUD)(L4 MCMP?Y&;1-35P""
(66RGMM)'_DCP76IFO49OC;*,<'))"A.@P0G^|4X>_L;@ M_ B/3VG =O;),H\$-Z<'Q|?)E_\$_:
UTAM%HLD!|O"NV70-@T7|HV1+^&& MTHNH.\$T<3=Q\$6.M M0CG;=_*3)'F(DQA2O.&
<2|9>BK,#D@2^\$-'+\$W*^2E+5>XHI'CY*2G88"6 MJ>X'DLFL%%G_><.TDL'<_JZM/;
MRZOHS=OWEV=O+|Z=741G|S|^>/_QI.KM^W=+E|IG%?)>&_F5+<5NZP> #33 MO|!\$%?
CCZ!23XO,(>-A@|OOC0%|/;8.JH@<#QM6|N%JT|V9X3@+8V")?>@1C*
M9U@_M@U:PI4J4|.&LXOW|YSXHW.DT|SBP|7%?^1Z3OX_Y|_7ER.+5+KUT*A^ M&N;)'|XS*?:
IZ_+4\$|#!0 (#N!_0 > ='=S M="UF>3(T97@Q,#\$W>&%XVR)..3U-H\$EV# (&I#\$^?7|CKX@I3DV
+I:*HF%G\$T M^GCW^7I23M,WKR=2)&_Z_5_ ;V|"%WE<36561G\$A12F3J-(J&T>_)E)_CK;W
MS5/G^6Q>J/&DC/9V|PZB7_/BL|H1?+|492K?V%>_ Y5_O_XK?>3U,\$_F;UXG MZB92R=|>J|(X8""T?
QCOGQR(WEP4 MP|K,|3AA^+E#|OTOU=X9WLDIBJ=O_S+M9I*;;V7M|&G?"JRO_2UR/2VEH4; M8-
+4?""^C|/.69W,,XZ0JDW9V@_U3F-+EW40-51D=G<&QZ_BB_812TN M311C6-TP+|M|^G*P|Q|
(5A'#CLH"EJ&FXTBD)>S@5(SEOW=W?IN-7T2ZB)M7 M>%0SG>_JV=VK^A<.X0,WLBA5+%%+S\$?
H>W|8|>W|NVL|B-18^T?UV?Y6Z5*- MY@_?|;"B?2A>WW0NM=7="6?
Y(|_)Z|^O&'P=%NRW_MTK|!A-I0D#B%+E MV7 M^-<& =%%\$5DH(D.8I-
AZ4,6#>5\$I*,H'T77MTJ7T5N5ZUC)+); B8J9.=5^ M)*(+F8I;4<@H|M>C7CF1T8|_G.SM?500:YO_*M
|SZA=!/1FEDJA@=67.6Q;5JJLDM\$|KXI(3F=I/B=QX%;5DPCWT4PZ@GW%G|".
MICH268*O)@J7J",MRVB4%_"&PJ<4/_"#)/_)?+"0NB31(AA>C_LIZ:|U/:PS

M.,NCTN.1C(NU8V,A\$9T6..!V:[M]EV[F%W#VW>WA3A1=(T"ZXV30U""D:@1;
M5>H(GJM"EG."!%FA|B*Z|##KAT@(G/H/9)4HYM\$)'L7@-!K.:="A+&^ES!"C MZ">
1#N;09?;I=K!SI.S|9E(\$M!&ME,Y*E_N">|<='M|:0>ZBZI4DH_V*LYG M\$E'&'<^#3
^7/&^0Y9_VO'MBJ^, #W|Y/EE|X|!S32RH@Z. HK|>; L\$2&M MR4)IGLP./>GHT5/K2+
!Q:/A\$*)@V0\$C5(*;RI15.5BR.PR-9QJ+F8CQZ.\$PZ8R1@BT"1@.\$8@2C2\$0Z M3_\$0*#P6\$|<^_!M"P1
ME>//I=\$"HP/V?N|1) "E2)+""KA)<'<[A%<|"F->2? \$9ORNS M,3
UA'&X6TH13R)11C*!8IHI@+7*#@#:7%=&P./7 #JA\$-X=|\$ M5S@0LU2'*3&,0,B\$"-0XX=-
M.^B_L<<+LGIN(-P)6D@N.S2(R);. Z9\$A MP040ID:R"/#8L\$#ZJA6R#%=M\$|JG|B) GRI21.
<'L_R5.66 Q=5BML)X 2/ MSBW?A"FR\$AZ-
BGSJJ1K^F|02ELUFF"W#/.^H?|I#@>9C>#HB#L\$_.+,3AHG@-M!IP(<-&*E|>B*\$36E"\$9,|@J/#-
L)OE41ZP?X?K!GEO)I+OF:PL)TJ9F% M% ^|Z/'|.IS)\$1>"GSGA'8:F.O@1=WA\$69VBM
:+D7VUG_HC&%8B5*\$8J':AMM.,A/8=.H+& 8.XP"41:>N5&Y2E2'1+*<3A=)^|+=\$=FI
MU|I75O!^64@8#&CS4N^DP?M= XH8 M^JRL57&(3?O!X6;|K|A_S?26%'G@'Q
MWAX60/^WQ0BVX.5(15W_(G=R%;XK1|HOH M)&G.0\$^J A574JTMF3_B.'I^HHD%D|=OE|!?
+WFMMD:TL_7"Y|6^WR.M?+2^M*8.3>^6U*Y\$^"W_2DZ:|(<=>)RM6)3_3R-,|SV19 HX@!<46EC"
<+IJ"(: M"A|T_*T\$A83_.3@|L.DX1M7J.N8_P-4|M@:%+B4+F-85.2UIJ6*2*D.X*Z
MA^|5.1.Z@V)9F%2++4\$ZJS1.TOE B-%!&ZW;5U5"S(>!%P>("F8Q8C MZ2.X%=-,|@?
=B(Q?"RZ2OU<8F(AQ29=2'IN*S7-2#^A%|N9"@MA5L4K2S"7QN
MNA.S"\$+K"L|BV?;&70: ^PCRQ2(*IF(UST+>*F+%ELTD% @ #B\$G34&6S+0
MDH1T7.)YZ<0"H"| #26904#T1'HW(B75HJ=R M\$Q_BO".ROHU 489|Y6T3\$/DK;/_ YPY/^T2|:|= -
OKNNWIMK7GGG M)8 ^|H6Y%4P@Z.\$!7!%) -FP2?3=4 R:(A<43/(MWFTB|B%/C2L%>HM*T"J-
=M&"6(4OL'F4E_)@ "F5MSE).ID1'&ZO3W0-DY. M7VYOTC&%39P-61GQ\$;|R\$IL% E2C-
|<2^L)IX1!>OUH6.%9.D|4B-O\$K(Z M'.DIJV)6-4)4&@1-|N|Z0BEFLQ0T(&3IP5@4BLX+5B0(N:U56
M0:PTQC_5"4?BG4\$^|Q2M0NT";.W|-W*|,VH.&DK?T1GN)8.-YG\$GUN,39FA.2ZO-
)#9,3JP.*I2:5WYD,I% M: -#U3&##BY#1D<2(VM822*;;?"RC)U3",^0'XU>Y_A,S*B9OV>V|D^.=C@
M.LMCA41.AJR|00Q-9(Q)Y3/1./U(WL4@5YD-!(E#!C"&8HXEJDTF5BM4BNC M?
3^8EIN\$IAUC|FGBPMP^|&XDE846M6S04DI<,Z2OK6%Q'&'R6%L5(FB9UZZ M9QRA|
(LY(/0#>.,RS!'N38-7SRKX|)JN0.HC;D\$ _TX3K+(8\$?9;D_1;|6R M5)GPDFMI* 9,6K?
6YURAN_6W|T*3?|'#\$CUX'-E91-0NF<(64-D9VYFLM, M%|T2UXWV%N^OO|?XVLN8Z^0,?
@|Q>0|QZ2;\$9_!KA|@|IXX|S!+!HD%)R?-= M>9E:(A6'CC&CS ESZUMO|52*C 5!C.E6Y!R M,C(<=>?
51)K'F=: W&N-W2(|+"Q<+GN4E9EO!E7-181PJ^!1&5FYK""(DH!B= MD4-9B|D/!;I+
|@@='V3B6^(&;13#"FMR=-HS??B\$HE'C6C61K*O\$|YX)UC M/4FB9:D;M@ "S1KP@MR)|UZ;
NY/9QI.Q|P|/6A6RQ9_7-Q(UKHU,F>@_G(AL M; &5<\$*5Q*|1//_3YYRMX=S-1T1)A>8=3A?
|#!R<,FD+M.A%>-F6V(VP&'|MB<.'X'^V6XE&@Q(8@,A8\$X;(O:|%SFP|4"KD<|!f@U?
U@>7U*WD#*BA&LWT4ZQZ^N7:4./DHI_8A1!|DE0EIC/CLLL?N5': MT*
<&GL@RC002_>"M, &9Y@65F4I+(>>6 M^8<9*C;C6L/I7(@ (OM%3M4\$D98?B(-8K
^/2EI(G!:.625*BI7MNP@|X H&YQ MM6F3M*EB+#!WL9D,S#XI=#F/%"B=N.L+OF 4M2+*RT=ARS"?
AHMN.^QCYIY6 MW'GX@X&1;
K4U61+FJS7J0L78!U" #%%Jc=%F;+V>;05RVD*V;@HR!,UJ@!L8|41%5C<=HMR,T.*|
|&MRK/+4#+?'N\$ M2-K;.|B**%H)0PB1QFB3WL%NM>87C
=*PY.L&X'B#L.CNH0B1'DJ20!;D"R(-6*%F;.)0NRJ4(|#"H^OR4PVH_\$=%L6Q(X26--K_Y;J6N8=H)|HQW
M9D8EFT|+M_M1|ZVEL5*P1;AW;JY<*U,\$&O+K(D(KMPANS!OZ?F<864&2O==
M1_KY+KO)TRJCU.9.5?Y;|:2L3Y).PLS+JND<-:M7I2753-7|0-WZ+09%FS'E MI"O|K2C-
=8\$0)5(HP;TAP&W'(<(?!6XJD5\$@^WKRC0=1?V3A|I^I&|J#M8! MMDY?
13,@Q@\$U%*BD;1=8V;L9|@H_!0C.DHC#7U@04NV-4M03)C>'6!*/+ MWS'|%"M=Q?
0Y>84X&MOE9)RPLD<2-9-|8.@OHFU?K4|J(*@FI8*|K#RTINI MI8^P0-0IH_AV5DTQ4" O?
\$2'TO:.,1>3W\$K8C\$M)N"P17,*>#%P'8PIFXR5|&#.,YY/E\$2 K'\$|0R_R+*&
N@T/D72.(D_%W"767@|@NI%X% M"@U0# #GS1(JTQ-!
CAF;JEJJ;7*I+U.1R)DD&=97Z"#U0^>IXD*C'Z;9&L+P M;ZL\$ \$P\$^4:"((2*+H+B&,'# M7R
@TW/|AIC)A*+0I2*\$87&2M@.D0/?PV&.,^\$*Q;GBT=7G-;|APPVYB,9? M GC-FD0+YH33<+,'N"ET;
NA6?=/S11U S24:"3A<8S&#HAILQ9(=B9F#D_R MMOSP6RI0BKN0"@ 0X MT9HP.|@|
|S\$VY/\$4:'I"1@1.H0X4#)\$3N!ZVG.OO?B;7V%|H)!CD.*+VC<; F0J2&"86Y9C M+;W|H'HE1;
(X/SU>"01^W)M)GJ)&HHUX66/U7BRQ?)<'? (J#V=4?@Y;SZLT M"2)KB-I.1.+>-ZMGK;0V?-
LBB00W|S\$|!1"?S\$5; ^NNM4GWP7;<=|Z.>|_1 M-
L@S?:CEMFFNS9:+U8&1UQG40.&N7&;&5S*FH2=3,@YRI(T|5KSBC0KWV,|@
M:L&+JD|@ "1U|!%V=2S M,(ZMV>/58I"1PJP(D'7-5HY:A%|I3SIE=)O'L<5C-6T1:R77;R|G\$'\$"?VU MO-
7|!|>_38R>V W?|QVQ/KV0R2@-BQ|G|UOQACLZ>W(.2X+BTW"-R9SE1 M3O?
#/#F*!79A4I)3IDRZITU*;WNP+N%\$S5F:"R=CM%0&|3*\$1");!2F1\$O> MY@?MXG0|7\$<=G-
3PF5XW=CB,|E^2TOI*G':N^I(3G&:W4"0#|.IV.%BBIL MP%+0)N;JUZ":O|4'+, @%W-39680JM-
1E:XFO7 @9ZGY2H)JH%L|KRIUL|C MX=%I+J\$OI
%WQCRXUEWC|*+,U#X&BUD/R'L8X'&>L"3'24WJ#=#)^EO6IV6| MOL:EAY7*1'D?2+-
LL((X1NVE/H8.%Y|UYTKGW)P!MGX6;#=#L=6V003"Y;.: M:O^8FZ;*Z3Q!VD>;NV
M%HG5U/(22|AB>60_-<8KZR:M|S159ATB|<8:U^G>
(>MBF*\$E>#4N3U|/*LK&TOA\$JG,JT)ZMC3BVGIX9&82(XNSS MA8L8A3_,T:
RY.1!P)|RIQ|>R463>GS.%WD'S|:0M7M4K\$;8')+|Y<+S+: M>XNX/(8"M5-9|/RZR-
D=S0NZ.1\$=+21HL?LU0QR7-X=9U#L8KZW&|2Y3*!S| MR>,1D|Y8@;|MVW953F^@MWS-ZD
M63I9%."+\$PY13,%RS+0AM>V|;V=1G1E5!6!|@|H"WG|6IB6_*^"0U"HVF-U" M=W57%V|;?

>ZK%A>VVQ/KEQ_3VY[,%J=@^V>=A!%:32-656,,UVZO:I,>%A MU3(Z'_N#(J"OZ2#-C6;@WH4*
(^=TMHR/5/+6^NV977D>>NP0%Y5D,<MPVJ;U@!;BBS2V^&QL>Z9SG
MD"&3LL5L[5Q@6"W13!/3\$S;P%V"[YB.E0 MW002;B3Z)Y65,0&G9_2VQI\|V3"TG\$D+;-6:75?"I3XXP-
"R6_.C.MI@("\$JMI%EG.PM+#QERJ"%#-9\|QF>>'RIOJ6\$/Q U7\UE6T3RT))E>3UB#
MTJEM6_("-K<>YI#&9I7DE"YDTF)NZC?6ZWOG!O;!FJ//@7@880#8,TJR@%H4
M;I"!WRZUE.4"GO*A,4XTLSJ2M>7'&WO;,,OV\K2DGD>&W9A6*=M(C5O(C6\, M7>|^73' SV
&KA!;\$\$_YIYQZV+MI?^GR_O?5%4#&5\$YL+8V\3@&ER8I6MJ\$. MYRW0-5(@B\$F,Q>EALHD7;9UI?
**P(=-^D=2"F>H AX36@B=;#9%:/3H> LDL M";TR?|7G^!RD^X7SA>.)21HCP*Y@TVIV-
G.UZ\7"0)5:F8OD^RSMMTCS\$ MX)\LLB3,U|OI-NHQ40/=
|<|JM+6TLN\;2B'O1GQ;R1@XBLZ'L9\|Q\|'#;,,) MH.%.\&&"%1JJ&8+RX:UMYDMA:
2J&8/1V'&P9YS4.'7L.'9Y7*!^&4HP@L M!&7,ZIT*"Q-(E?>D-IT8)?
76.6Q5MPP.9|S@%&X%\$/TUX2M5OZ-.8\$L_ U7F8\$W.2^??"2QKE.EP%/'\4.:|LV4\$RM-A:
MXQ\$90KP/KLJHJZ%L TA=JG9B|9N7K2CC4MM"MBQ)M41!.-C)Q>;3-?4FH9
M<;'8FTC4JX.0ML;7IM@2ON)B3!\CX7+VKE,AMC=S0JV)1=HL94H"
MI6S:');!;\$R4V)0'%O:2/=^D#_35F/!8'C*9/&1;WL8^#:2"=4'Q \@U_9! MU@PK'G:&J)
(3>UQBH>J)K=Y@J >V^@QF(OJ D\$L3;.+#C=EL_ ^H:S/ T<[N M8+69_P+%"&6M%T;R>-
(DK?;L.Y).)^Z%9;M@I2|&5B*3"+NV|KFPI1MMG_%% MTV/>[N#\$!D3|+)./J?
EQ!AX'#QO7KB9%354:D\$V/D M&24GA UGZC(T1:3"*C;||M^X:XIS?
^6_=HJ#==W^7%0&G9CDIK*.S#;C5G|= ML?V;'19*=?D%ZDN!71_17P=|)X|<*JKB/BCG8.CW'16-
AZ*J@5.TCH5D)_M3'.A?K6-F4X&V'W-PSF0(63EMM24.*6VMIGU6WLBVSF5C1|<)&HO9UH5E
M8XZ)JX*\$TK|W.-HLT,8!|TS"Y\$*AWE#OL-I-(TZ((@=@:UO4GFVAZ>;#I2=
M0^7^SLD"4(Z\$2K&/B8*',@|=HJBECVQ60YZ%_K#L1<>J&[Z0;I|HOW|_1 M,%^7GL<_OEN79OL/D;
(/JY*2J(R;)A^61*KC#7&#-@=9L7G|2)4"!ZA0 MA"JT*3AA2BOCO"WG*T:P4| BDZ'5B%|8-
*W5)0QN6UJE)H\,\$_AU,R|ROPKW M4S3KFAN 5)45*T;?&=!V#K;
<,VK(%T"MF&'CD4*Y_1X|G!\$@N88DW)\AK_,3 M(A|M:%<*%_-R;B15T|TQ2%6T K MC
0"|=";*HQ;A"5_G/T_Y_,^1R*L6R3"7|>0SSO94'=#4)7CV>FP&4X'/+(_ M>2;QMP?8ASI>
(E>EB>O=6"-3>|HLEY>";"@?X1O|7G;8D\$)5FU1&N:U*E|); M!|_2_J M5%13:*L?8 ?
44'D%=\$6\$@421F4K'K%UA|MZ8S\$KUC&-@68&!Z'(- M|O-|Z)V=*RS.|>&/P|>?;A1W#;I
U5.X^M\$DO&6XMCYC*NB8G/_8TIRN\|D\$ M-1/X&[9Y4R,V|*/Q3P#:%7SF"5>|"^IB4?8#SD?
C?|0GYE)0&SGVN.Z&+HB=V!XVZ/93XNQ&RB8E"t8A;:6@9Q?=1N=,& MVQ/!..Y%"XYI"|-%
(DS^L=DXF=|H8T 3(H**J*0QJ|,66'9%1^;QM4'0HW MK|@&/>4T%> WF!0&?.70\A78:/FWK&K^6-
V_M3NB+.V\$("R|HV%5|TS*UI@_M_|\$C>5)U|,R+(75"&_#RHN)@I:*@5_?8%BJSV|5PJ=FL*OO1
M&JOO8?JLL&Z&POHT)_9XC0USU;K,5H"UG)ZB3+3F:"|TY)E |OBK;'3I%"0 MZ9;ULC!;(4;FG2.?
H'@*Q-"BX\$PR|;@GC#&<8 MOW*;R2F.9<+(# MH86*,S INFM4 26 @S"Z#(?;C2F'FT"IC;+YNV=
|/433LV)M|<(&(OKQ%Y MK: DBLWXVJC%%CYJ"S4L'(M8;#JY'Q&V)9\$KF8'%S2H&S3ZMMP%U@41
MHQ&UKJ9 |HQ2834U%LI|LJ746Y"";S.X.E\$SJA#BZO#&;\$MM|C|B""_HJO
M0='9MFH)J\$2((|K'1.8?>IAJTU#_XPB|!76<8"/FB+WCH"ERX=?NZH|1R M1&%I:GNIA+
|3%^Y;_CM MS4,2=L^,A|**+=0!UV^H\$1?09P54KISDB:_|!H5D@/#|Y9_B7N-\$&6S&T\$
MUJ'02C|'@#U'@*U;|C)QM6B.4._70
:FL+L3D(+ "BPCX6E4K_6JK|R|1AG13#@I9W981'@M9JZ#24@JXQC&/^HWB>49R M1)7"M'!\$C62%!
N4@VCEZ*M6N>Z"C9G5;+*O.A6I 'AFK?9D'O<_574(6AM M=_BG&6G,D%=_\$H0\$%-LH%G-B\$-
CD)5(8Z<\$8.OPM?^8R9O-"A@??)&4&7_
M\$E8'TAIV1&K&7IN*R)8U(TH:0_Y>>XZA=22\$Q|K>^|"4N+2E*2E9%NM(:D)?
MT|)OWM2S8'#0)#&XO'8HIDD+ZOZGAXJC6%P'C"!I5#^)^BA+A/F1JA#(L2*AY M4;PK3
MZ,20QY_V<_WE)*0A5_4|N(^O M5)A4Z9S";|!HJ/H9FZK(J,@Z)F94!"|
(Y@?)7HB0_*R2;R(AY_=V4S+N|@ZM;|RU+IEG;
M,8RN&\$MM7V'K)P?""0WLSTPN,SOI6W8F"0IG>Q6;RK(3#)DV-|V3?YI3UTJL M.);_@P/P-
06#5&RSR|X0BS-16"4?._#%D!|@3LYPRZR92)+|7HF QP@+P@B<
M_.FGAG)'9LT*")P\$Y2MBZ_*)9Z>=@R|IQWW9Y^YW0NB'(7;DE%8KW|)5|PRM9C*94^1VX;'
M04E^LS\$X|AZ#|/^/^OTZP*4BW;G>_E.TW4Y#(R-%?FC+?I=EJ9MR|)"C|L8 MB?*"X|M<-3#-
'M/_ENE5'O\$")EL&?T;_E 3Z1MO;4|1GC9P=8YEQD+ 11= MVT3+MO;LUIC-BG+\$|7)
(/WQ.L33KI&LMCH;RDC#V+GRYD/5_|VEBE;'S=)I M,CVK4\$Z2";O=X8!2 >2%X_V,RQYC^&E5-*
|>:T?H @:-M8K<7-J&26V%K3 MU(QQLPG MVU@^U58^*^&CS@Z5F0WK/MLH0%;;|^6MK|HWNQ
/T94X*3\$E3A_ ML9.B&P9=ZJ\$N4^++J;C=;%C;@":1YY/FH-C0 M-5NQ(EN@H8FV^?
L)*LJ1G#D,S|^(|H#:'|CY,35FY)4TLV|W3^"K 7>\$JG3G/MJS'4;M*;T1AJW18DK|F1P&J-
ZL*T*/OZ8|I>>A|D*!4%52)%@0(9?/X>1 M7<3N%LEP'\$08Q#63I-4,A791S2XJ/(CVTAGL8Z4TP%0=
G+ZS";<(^OA*6)9UP_7C;PI^X<6P1;#ZS\$S;RR-LRKK,67V8@5P;+P@L@3:5B& M++22_40LK;,
<@+UZ,213!&E1Z77N5Q-SLX0 N4P ,IU;EZGS+V;)ZW +|*@L M8.M-D#;00MT9PMD99.)_Z'S|^V1+
(X|H"0IT76-,\$AB%IJ+331C9+|EQH M;+Y!A8YSCG+R028H3(-2)_BW.WGX&^/X|^?V(#O)A)D
AO5@/^/CY6MS(|;|P/X(UGO,7D|OC;PT3@00=Q_ M5?P@JGPZ>'4%TQ&DJ#Z?AUOYB2;BE-
HS5ZZZ|X&%P@8C1RZ.=O<-' M19;MGL"S)>?9DM._)6>P^WA3SM/BQEH%="Z!/DDB\$;QEE,87&*1-
5'AG74I8'#IT:3 M?V(8'K#.E"17\$/D>.'<26CJ>^_6O|ZZNH|?O/ER=O|M|?WX9G7_X|/"#H/K
M=Q>+UU&IW->)>:JG5;15^RX>@#03/^+O'#T<|@Q.<5|K|!"/+%-WXQO-WY
MCA8(' _|YI+1RI/M,1EH:X-PZ3U(HGR&|6;H"5'UY\$9V|A_ _J.GRN(QO8^YD|E;
(V(ZW4I;RFN|!+\$VDB@:R'SK=KG M4|KBP1|@V+K>FWO!0@=7Z3;K8=J|=AGLSAGTDY3=-|U!+
P04 _| M@7)9(Y+H>-)E>&5C=7I| M+FAI;>T|:7;R)7?|U=@/9M9JHIB1\$JR)'O65;*LF7)58KLL9:?
R::L)-F> M 0\$.#DG,K|HW=#<:|PI%@%JG\$IBD03Z?|YTRR;A^|^FDD1O/N/G_|S|-#|

M\$/OY7\$:9YR=29#+P\E1%4^_70*:_>X>'^^JFK>+%,U'26>.:CT8GW:YS\KNX\$
M_YZI+)3OS#@_94__17FN2G<1PLW_T4J#M/!/?_S2AU/AJ.S\|\$.P_|D^+.MR;DX\$X\$<#L_\$|7@BQI/_&
|Z"5^%Q?B?_EJ\GU=S%1W.),|_9G@T.#I?9&_O_M59#_X-/17U\1H^|^\FL11\O,E\#
|_R^DV_.1V9?.,@.1:BFT1OZ^A5/+;WXS!.WOQP1/IY MB\|<3L1I3-2\$TS5OR3L""AC_>|MX3,8)U21M
'?PO+SA;|/#5X=G%X'B!>U/SJ2?"#&YN+J;R
M_XY&@|16TU=>FOBUKWA*O+A;7EZ/+T\F63*%Z\$^03L_ME|C|&3QB*NX3)0(MIV D^H%#
>C(YSM1BXR.1_+Q!OU"2IV MW0,N_OA|T(G%?Y!1I%+O:A:O7'5MC14H.3LK,\$)%
2#_F^/7.JO)Z'1P3COY M*G_|X?3|f8|_#%|?_?R_V=YSK*F*FWI-?"2|I_-9\$J.WN1P.@D^^.K=Y=^O
M/WVX_N!=?OK@?:V^N;V\A0_7?_RM|_A%|NO^_9f&9|O_M_EX^2)%X#&9T0=M@QW T AATMV?
+O33\$V6;<'=|%CO|W/DC>5,A!,OGGBW MIRK-O/Q?_%B)8MK.K5.SJ1X=N#OO?1\$W-
O\$4J1@F"2Q7\X4::B7'K+.\$|L.5^\$ M|9*\$EWN5S3P|3;UN#TX7/V8RF:>>B)|_5"XR|1+9>9-
X@3>4/@44\$\$.!@P0P_M|3Z8R#0C0<@97DP3*>FO#E_9I5EDRYB)%U*BQR2X?XK59?"N' MZ'7L-#X
(K0*30/O%O'3@C9C:NHB:HI8K++4@YI5(K.E(?XB47'B71@(!WBK,-!UV0
MB/1RU@)9GBC)5WKCOPN)-*.XN)V"GSF|00NSKCNBU,*@"WC#P46C:K%)>)=M;6?
0N9GFL3|3@%4KZA|H.S|_6K_!*(G)\$VT0AU78O;/0_.V(-H5!63:_.L M\A3TL\$=/=90=MT,'ZD*.*UN2-
)BB/|'2ZQ"L<"YT"!!IW\U4W+B_4U.1>A| MGDR4+Y.^_O|:
|L!X="|S|_2N*\$2J|7HQ^P/K"M(X%8^L#:.1+ ?>V&R%-2. M\$!|@_|)KA.IS5X9*9V|3.l&#|',2QO30|@
+F8_/G4O5K5X1YME|4YQ8&ZA,Y MCS.L|LN>3MV_T2-M6-
\$=|P%|HCLZ6;_*SV.X3L%*7|G|VR'#WH<|05-BN"Y(M59|E<\$ND'<6?S\$)(XHRP(H5_(D*U ME-\$')5|
0|L'UZ2&:ZEK@DG^,"B(6@Q9(:C4_+VK.K_X1/QGGFB-;W0 (R M\$)|%8I'\$=T#A@_|C6|K-
>77|NF=L4\(-WG TABVS#P'1P=Z3MXL;Y8"!_O M'VZ4+AH:1TZ*G#D9TSYTCC\$|XSA-F4&3|_4"R"(;
FUPS'CY|WGS.\$\$F M 11^@M<*C_DD3)S^Y<" G '_?R:(|U:^\|BC.\$*|BHH @|X|G)#3&#|Q
M(2|/P'U+-B8EV72\O4@C=(0%E2'2'<*[HBQ&W0!_I021B'6*+0YP1F:9|'PP(PV MB.FV@%?-
T\$.MV<0&0)3\$"\$0;X(7X"H-Y&)|N:\$.L1|34S+U)"OS2\$#Y M98TL6%Q>Q*"RC1R0Y"&>)|@
3/+HTW!M6R/8?;Y+\$|X*PX;|!(W'9CLN";O," MN*S?|2Z|2;7Y%|/%1Q.X:F(H#M-
MBQ%SM2@R4.&MOO9U+3I2A+_/R9&1)(93V>4P<3T6(N"|*K;V9-D= MO1F_/A+61VA6!")6O-
DL,"#:YR-H_2K4C^,X6_:6R|("(*FD|Z1VC9:"@VH M*R3\$-(UTH:0R:YL"1^3"0L+|Z!
|TH(|*|2^AFR!_B2? \$FP?_3FF^'0Y\$87 M4-F LW98!&(YO7*GXA"l%.D2.%S:Q%LJ%|R2!'C N!B59_94-
403%FK8+9CBQGNQ94GCOIO)PG_#0.103.-(W'
M(KP7R_35LP<|\$.|U|W4Q'.^A|+CG|&U6LW3G|SDX;_?T>'OX7%_1&WUA5W/76 MMB&J9!8
Zl,GJ)V3_<0%>U@FRADNHKDH8(4C6481U.M>I "0PJ\$UK*3O3*J MKS*|C?;%V'XETAE=K8Q2|9R^_
A:|S*2\$X5L|J?/\$3|H;WK4W0)Q@N|03Q_M|'3P?(\$+=7'P^"|D7N|\$.J.)BUAW|C0A|H-
FMP(G'@P|'@0953(= OQ:"S;T@ M)/D.%J">RD*1U=*%-Q8@NZ6T\$91|_NOD^+@/:QYX-ZCMZ1|X"M"
<8&128U&| M|^% (M8;5^EBI#6#PKOK2|NYDOJGA+)-8F8X/NCE("CR/8DH0N&V=!.@UOMJ
MHH!%F>B.-!^G6OH&Z>1-IZRU\$^B_<|CP-XQ==B/+Q'^GAI6&*#+E|A\$7D>
M&60G*O7AMR7&E&H|8LW1?;W!T>U_5E1_9F2=_P3#.&#)B. 4L?CWW3X&JP* M6(?YY"
<*9E/"P|C<:C2F0Q*==P\$M=QMX|JTH_ G)R|U1|Z5\$;*V|-\$ESV MTL-MXVLM.4DVH4\$7
*R(\$B.>P0"&OFKRB0"HN(RBLF;VY4!A9(86!;G?_O\$ M^QGT+.Q.XSM).J^^\:X4F#J@<1?5/0(T'@T9!
^#)(E\((P8TFHS|D@-P M=#0:N7C3;|CN1%L V?_0?%#WBL|@HB:9TG'T'+&G9UEEURUZ|C8!
|2U0OKK#_M2S|.ED\$8Y5D#/L9:/7DNZD) @N\$=Z*D|7&F'^8E"SQ:%1"IRT V|2WBU>G@\$
M0B7Z|*@T*d +|J!\$W864J@)VX1|G@;RG-W'-\$<<28^"Z7NC;W@1K|ELM W4 MU.W)*+,<'@/:TL:0D3!
#5L"&KCJ#IW2<' R7'=*W_)&MS^E U#KHFP&='G" MX<|G-PI&A=*)+3PBQ_JN."'
<=|YP#\$D7ATE.3PAIJ+_D.ZY+1P#RHD(G MYOCXR':L5B\$<&HH&#FS;AM|_H!_O7.O:)-_O4FKVC-
2MJ22+TY*@B:F-4 MA_+5@L,%""IM3-Z8|^ (M0E@6L L5H0A<""|N+- (4GDTH\$*%0_9%S*-B?2.LK MH
RYDSB#(9)EKM.WXC1A"TLQJ8U|_N:"TO2PO(Q)C-\$*B?"0Y M'&J61T#+,TR2&L2KB%EC0?
=T7/^>O_|/ +^F8W\FX^:1/5|/#):H TVSE,@ MTE/T%7.4MDK3O_C1KOM,MM6?
-6K89.O4DQ@BOVHM47R#2T9V*E.=<1%R89O? M&5 |K1652|'VR=?GS-|E|BD0|B8Z%X75!O2-
+1=5Q;WY//LAO.C ((HC M_RB@W/=E*5J;Z."Q22@|RS++B*E\$V/EJ^,
|H3GTT206YA0CV3/1A2'PW8SF M.D!"\$)G%"/TZ4)-7Y4Q:0S|I:4Q5^!A
M.8Z52R(X4?-4%1JC@Q9!KSE4@J?|H&HRW2=S&RX!|?O='NG1.&H7)Z"R!* MR#;|<,E TDUL9PYG"|*
(UFGLMI\$9)YT.S3C>E|",VT)B;3?RXF6(O!T*==B, M^@ZUSKQ?
51BVY|!IB.L<6Y*)@@"LKF|!M7,I(N:.&#&OR*NN TM=_;,%03".* M)V4|3<.|K'E0-
&EGSHR"F.E3J|(.6*)F&N;LF1F M)#_2REA EYJGZ9%D\$=YOD M/207&-9!5M0QEEN88WA|284
C#U8RS9.T2R9Z@>\$*T|D0U^Y|f6(7!K9"Q&/_ =,1%,GU8/R@">1 M%NESQ?
(YZW6|M.L17I"C.8P3;O|%AX9RAP;0MT9|2L;3C:83"BD3IZXVXP MZ+@&\$ \$!;!Y1Z*W|B/0U!FZ#625A
M ATZ+CYP*1Y0J) M,'Q/F?..."R|4UY#%8@HA9,Y|^\FV|:9P2|)>|.@
MD|FEB9HA1+W|VB&Z9*FC|H&TR<&7O'(40=*)_0CKU|'I^H|D+_W&B:PH3WX150Q:E3UA3>0 W:5
S@M#R>(MW+W1B8|+PW!C)\$BI3H|CAVYU|NW|3.%)5@'E RZ.2BP+EU1041M@2WE(+EX4
M18B:P%< X#D)#S.U'#LS*G>_Q+#1KT1;FW8#3Y:8TA2S4=:N;U;LLM7:/>G> MY0%;T1Hf|N|H|T"!I2
3M|>|O_ ^J%3HL|&#1*-7\09A/6KO9|A"5J|!# M1|GKQ^@N#O.(ZEJT96QIK
(8|4D."IBY&=#A|.GZY(XC97F&"A9O|\$|8C)+ MK=A5L,744A5CT:""Z@60N^W'(A-
S!98K4\$UC<| =9J<.X:2UMGK1<+H7;|T% MD!W&&X&ZRR\$|L6M2BW^&B392'-O^XH<-%W(:-
>|=/K8!O;276V1GR#|S' !#K M/1SHM|JSPT1^T*TSLE-B/^ZX(M3!LH8L9I#C4%V"S,%O|
TWUOBAB=8#8:(Z1@JLQR_M|J6QC6W=I*,85_.82%(PJS6IP%Q<2LBM)NU&>"088|K U:)ID)
(>N)HG4^@B M>K6',=|P(5'L 73"23AY#|7":QE>(I4>E)LIL!9^Q7+|P0(EUW|Q6PTTQG
M)D688:0LAU_-53Y/3:9Y48HGD M)4EM1A(A\$|#0.%=>|_CR/U!A&?I\F+S M%:
0.#NJ>@AVEP"_O6Y2AJO/|H>MJM%,TG51)21\$L "5)|@IPC;#7Y6 |2O2 M\$Y.&).TT&7#+, #5=(V4JN)?

08P@=NA3="RX+)/QCN:NR \$T_@K(JU:C6/4F M7(8-+<=#H;NIQ;IM7IHN>0EX*%8P..PT@J(1*62"
(D!@8AE06 PP5R,2# M2P4 C/#E!"Y)Z>1<1>K.OPH2>1Z^_JD:AF!KUMQ*LP.>K@QD,UQX>G?9F
M!P7U!D(0D7T"/\$..[P9\$VH<7YZ_)6HZ2G28Y>*:V\4K??!8&EX:U^2.-/ MC1!RB052
/K=*X2\2^:QHZ/AT:!)>)*"<=,)?J*3'G1)00TML88-* \$4> K, M@H(288/&T6,X1S'\$>!D/\$ 0*3
3F_9HMY5MW=AMN0A#J[+;: MEI.'84W#H^JQ32\RKFFK7G?#;:,3=
/TQ3>=882H1DB9R1GRB8NQY;/W:1T1X M==D(NQ<%,M&V(X;8+>VNGXLK*!?
VL1:M:M&JQ4%QOIKC6&ADKE-WOGW#6'H MGI3,ECGHQUXG?E/81%8;O^ T0N#RO>%H?
PQ@5Q^O:@)9N!Y8_ ^J6Z0R\$GGH MQK5::@3J%55\$2-IR_(U5A1'K0/3@OM!FDGH*4"!-
S2::DHQ5^5D_4B?.S\ M.8SE&%0Z8\A;6XBDE =/W'7^V'4,Y=S\|V9N|@VL(W*TX1EWRTUC|74Z%N#
M2|J|Y'K8CXB?9KS(L.^FOY)=\$VGDERRIS.J36YJ(U-@OB@<*:1HZ=+S\N M"8-
D.6*!L8)"BVBWA_R@V5SJSJ#UAH/!L*PGT50<;22-6 MDPV1R2,!"!44RC/6418P#.#D
M>RT)U>"MMH10*LKU6("T9@K74U,1/&W&/'KC6:,00;HOSGX8|+H>|N!'J>) M2_+SE"1:UX14?
LLXWK1+%AB\6UA09)O F26!-939JQ\HGR=UHD'.3LNLN_V> M,N8>&>'9YMZN";F>9%\$+WD>0S+?
4UDUJO>UMIDAH+BCF%-P+UJY.|^*2*.R M@IMOB|+7^GN2H9UL?MN&*#!Z5YQA-
68L,5^LC/'">+9TR5EL=(IK%K0+BT M8AM%8;\#7:%8)Q-IVHNE"Y<>URDRNV4+5>S\3B*!R:?
6:>J@|&&&Y!E.\$*.FIW0 M:0W?G;S:GG;+>N?.*|+<9?;FG>^W+'N!
M4W!2)0!_6'&>Z%J)2FXBD*@33O(\$R=DV#7\$W4US=+,46UPE*U73T8:&J8XLB MKS^U=0X\EG^?
G.2^XWH3)UOQ0G:EWL3)Q@X+34&&508\NMAM5*PY0-,1%GD" M?(8-
^K5UD:"P)|4FF(BP:J|:.*#OF.2+;:YU4/PD&=V,'P*0-\$-1_9YH Q=! M-
N)_R4_04=F^-3BJR|SDCAIS@K'EDYT/H'S-,4_*\$IU3*0F&(\$\$&VDR&I(XZ MFW,NE+5B&I-
F0CVPL8UMI\$5FG7;#=#8J0(1Z&O4LI4^!-9IDD\A5QM#T"6
MN>4U"IF.Y9Y0Q#UM+XUY^@AE7U,VBP#1K1:J+&O.N8>LHUH,VHF'KR%!'K! M&YLC0@9ZT65T-
\$ KYE.%0\$W/X^FA1UD9Y16HS0(D;3;8PAKU1FE!^)^DW6>=2
M,##F|TX9)0(SL"W*PC6@^@TJMU5@U(H6R:L<-,|%%,5OE+E8"/PY!|>|='.@8@J+*N#9T*X)&/9D|
(L;>BQ5F-K8 M8W3'-A6=4.X^7ZG)10WG#W|7KE&VD1V7 MT AY,>+8*L+/08ODZ"
(GEQG97K*.8!)EE=O#H%I%-6|8PBN|SVBC';:K"i5WU,I6W6D:M=5UR,&8T
M@F._%|AZF8E8#Z*#DYISK9N&OEH?4L>G9QV1+&M!GM>/TP82-UD7M-+
<7^41N|U9"&MQO\$J!1&>44:# MB::GU64ZY/A2>6DFEH!"|1(,00\K?(>41J&6_-ITH&A;:U&-
+7KE<8W6K M+2FC4%6DM+*|5Z.&T7F,#U?WJ;:*!4J6H4.:DO6&:"7CC/(55L:E+15*2:(%|
MGR'WU@'H11&A5:=AZ\$7)Z4\LIJ#KC4YH)^:4EU:j>9!N,WLJ:6!\$=*4QE!WGGQWTNROD^8(&P9|&U
MON'+BC)ZM4|;*&|B'O.KJ38;P D>(#A^>-?KX\NK@:OC||&WWX^?#D|W/ MAY?OCUX?
_OSA|/AL^/!\$|/9#|^3WNE^>YY>[|7GR09SCC"6| M23>|_04
03Y3!GCCQ;I=H@N/(0M1394G+CJJ,PLBV+&R33(6R;3B+%"!8% M"4(U1U..CH;G)O2_R*#Z\$HJ()!SM
345.#CNBJH!<=I:ER.N<\$_ (=5!WS2Y|8Q_ MNLEHV.\H|C_|H6U"?
TV4D1:3O/Q|5NPA*A^|%)MAZJOUX9=!1B)IA;?8Y>C|P M|;U-K1?
\$WG3OL%IMVC2K&:%.)YJ3P"S@5&T)M M)8+3BY<'HQT 4M)N*S Z\$2K\$KD<:2+/8C81HE-
/_+2|B4/D8 M_3_&;RFO?^3"T4O).>R:4"RVJJEN4^"%TITRE |H\A:A%(H4/V|3U?|!0CV
RTU&Z8F;:=,G0X.5M@/I80*# MIN/D|T.R0DL 0@5 HD4UV71)<0QE8*3?STX*|B1SGVL1)?
4'0YEB83|/N>A MSM#*\$AAI!L@G@/_./@/*QSO9V#.#G#!@O?Z|'Q MB:5Q
MB@7UX\$F5080+01^!E^ _6JZSX"*JIDQ_VFZ&T-E?DD0>2(Y#77Y
M(2|GDF.MD)C7RK%V|E@UX18QZ>N9.<(<='Z_-(Y"&C_M|DVQ5E/(\$\$>54/49-G6"C-3VF|Q3SU\$/|B'?
BF\$"F1/K07;:"*\$5JP\$,,%@.Y MVD@YC(;\$4/^ ^H/2TO/A2F=|:AVB|H-U?OE|F:KNY|<0#J|?C<|/L(R|UG
MBUQQ 2%C<*BFPFM3@Y.\$5(3D^D7W/LP0H7I7*J(45Y5FTFB%:+&O!!AK"5H= M7|#Q*|+S-
VH.G0EA>T0Q^>/0Q>1?9 &"|4+NGAJ DR"IFJK L:|NG@O\$)+ MBO)SE7+3BFX^
OHL)\DVM(/L%TF..L#<|:ZH)FS'1CNE M \$ZL,,\$*N*E4Q;/DFMP/2FN1W&2.<4FD|^2FT-
CR\$|F2A?)06JLOOL,UD' M4AV J>!/T7\$%J'P+!W@)4QE/\$|&8*1|4-5_'^&=.."2U"JZ9H'O"&<>^:.*"4
M:|HF*Z.8@2Y &12KH,|U@#%%M57192.UY9L2DR(QO'D(O(&R'7*VHL\Y0PJ\$ M)DP_!.'H%
(0C.#J9'A@+P#.F\K4\$1AWPKP 4#2M05.1 E#1|K,ELGUG3QOL;
M7M..F:6|ZS\$72:@#J37%68C^ ^N8/42NJ2ES: ZPXDDT&7IV-N.-G"DT_?>. MR|!|^5E4 |*J'E
)\$B%K6|I%|^:1J3|M) <*S\$E3CH=#+Z:Q# B M@U%/=:H=F9C98N&&
<_@H#,2!3LHKU0!&U|H,H)N#6^=I-8;CH!XD<%#BZ-\$ MR:;2H|>Q+@6LV6*90|Q=HK_"|5/?
GN.-1R<=9^B76PH9=7|;=<4|:(FUS^1 MHA6=U5O805L4|>)T#RC:J#;SEG+3@U*Z3X|NT2K0B"9R|
M6T6ULGH*V;9TY;1KE0N:D& #USH=|:HK&P*Z7V^@*RL#MW<-EULN6V(KG77
MZ'V,J#>\$3<_&&&.WZZ3-&C0.YR)_R\O7RJ3?#1K;O2MX5UI:|(N|4G*?8 M_(-,6VARXYH
%%DWR8%ZP'5H38OCF9\WX7.W*+Y),V|:Q1ORMG8C.)."6XE"
(5IW,*B=GJ3;:4(5Q+)\$C7,C^U"IV.6"Y.TX,1W8 M; &TJ*T>8|=<^WXJ%E,*!R<+JR=U&
U26J5LDB!%7=R?0'9.(06,C+BKKEMJ+
M1L,LUI/B|F',\!GJ=*M'#,F(7=*U81UC246"RO!;G*06*M!5!J0MF\5!T3+! M-ETE|XWN;
|9Z)FZS0R;90P34L4A5^JW-%3LWL;6)N="L*RO.=LL|XT96O MJ6LH(Z53(JU,RP@3-:A+N?AJ+|
<&KTN!7L)W4XCTM;#C2G3F2IZ%)#;6)# MG5|W*W4-8=&L4YW!D60F\$B*<19A"@-
GHJFZ:)M<9(-6?YD'*HN3G?./TZH M'^O#UDB&YZ>2,O1T^1P_N MM^3#+;|"| H
RQ46N^.(J\6@B|*WTA4WGDJ*\$ M(1-8+;4F,I1W@OH@9+!|X)+8E*L;+ZQK.!NRB\$BIC;JC6D*>L2>
|HK<(T(7 M|33%-BG-%"MCH3 NEODLBK6PN"K2>L^1FF|_AZE|2*CM,|WU<-^9)(-2C3/ MH*)A*
7O""L.2K(=M5RR054-J1 7TIA(35 N|ZD|3DJ&-<,MH/*V;:FG%U#|F6ULZF5+6//_YP*>Y@9>7S M;
<-J|'96;(/;:;>9LT\$G8AM=CK/9K9AE6\RT..NZ MPUE=" +2L^C1RF6YY:C?&GHCV8T|!V?GZU?
YB0*"6K*Q|N2%PJ@+06-08:1| M+;2NO|A\$1;=(THV.|=G*\$8Y<='YP*5_5&L\$A-
2BZG&0ATL*|)\$)+*M95(0,C M-54,9(B-S-B,2#_.68:&J?QN!F@S(P!6_H)7X)8326G|3'T-V1Y\$G'XU2)S

MO%5<\$TB0&?+_12+1A\$F"[L^ZV.7U WR;IGTCN=,JEAC)F4QE:EXANS2'8HH4 M)&6]MD@?9-
%0.@AP-&F%X;D)_K'(BQD'E-/9:S_%RZ=|RJ%COE#/0A M6PLY+J1B+MYR7!V(Q.-K#&.-!
<1TST:~^"N@:V1G_6Q<\$Z)B!:-[HP|G&| MQL/ N!F8H%&R1CD|U\$|G!R,1M|+%B%KO+5,SEJJ?(+?
CH)7@SQ/9ZGYIX::!SHYM;4Z3CCNT);X|0T MOTEFVU30-C%(!@?:0U%TT*\$GPF6YN4
%@PK9Q'22D!.\$+&10D7D7CJD.,T\$3| M,JA>YW&A*U2E'U, T?AH&PL>HB@FM-T=7TYD^C7@J?L
GAN8F=7LUAG_OO-W!-5N:%&,RU&^U?I MNZL/%VU(5|2|<6OD<3D\#.+.!%E-
Q\$BEAP_RGG\$FD*X!FCM29/2\$\$ M8.1CRWEK14?)N5#
(0%.CK*OH#E!:=??"4\$Z9^~:1C"AZCR('=&LXI?4;WFB
MTD"7%1S;WEA&A03C!>C+NOXH2N1Y(ERUT<=|@?)>BF2PZZY:\$TQ)?,W4YBI2-M\WQNAH|
E4ZI%3H52HHXRR)V5XOMCM-81SG N+1?CDMT=JE|.U86XXO(-&2+ M|4K,79D,/Y
W1(A_ZINAAJYN:)=FTA0VB|\$, _N^R:"[%_96:T4\$:8 ^E!(5= MME?&7&X#%^3KBUAO,%!
VA"^1H(C:Q=/E&=:CPGZY.3H2X5A1HPFHB)CD6@ZV MPU>IF72_PT\$|0%W:;5U
(*&3U&L@X>>)=BO'NL\$K_HDYPUM@P|@."9#\$R2;@5-M!90>^1O2\$.3%A7+)H7MD3"MHT).AT6)-
D4MD-T6WLK4-Z06PX\$G|+/BT!,BX/RG"!A8BW5N&(3(ORB-C N6@W
V*8|W|Z>ZFC4M;"6\$89:=JCA7'P?_:#TRUX69.K(3)6!
=C1ZT#,R|!N*Z>RVR%,\$"X=9ZJR:~+HZ*%JGM3F M66I&S^TY9(6'E|V|
KO&PF|MR2\$&QUY'.=1@P^|'"Z%'3L\$24FDUVK9I%\$6 M0>Z.E? K(%@N2*+@\$=8,#=9IKZ,Z5PA!-
K^'#.+&T6|=TE%&@|*#3)0EG,?=2&+W&#D:9,E|7L,2B*:G|VJ43<@3=3U'MRA
M\$LT9AS&YK@-4@\$!Q%OS97CO|C9'!\$^1K83O!A(4&1/6AN/CUIM&9|6,2|O4
M*H:#XZ,NM7CC|:RG#G9Q42RX|0I>T;|TOYDI?RJVCT^_*W#.I*H.PI91Y-CSK5G)V*1|
|.5!O7KW"21>/A#W\$|9/4|3N;RZNOYR>_W|N_P\$ _OEZ_7UAT=T>V|850NMC;-AHXN'A3RS
M,RSLO!UO(NO;7<1PL MX9|9-@_?_3|02P,\$% @_X%R6=|++<;F\$0_6U!|X!T=W-T+69Y
M,C1E># \$P,3EX=V5R;F5R>2B(|W#(3Q?|Z/KO_O9"49#EV1"EU9F+|>'A9+';W MV1?
@#D9NG!P>C)2,#_|R|-=F4QOG43Y6J1.14=*I6.16IT/Q(5;VHV@V0ZNC M;#
(S>CARHM/J=,6'S'S4U|*_|=|HEZK_8Y^"U?SYXS9,<|+-X=G@0ZVNAXQ_6 M|_9V-
QIL;FVY6UW|J|^|L|U5<;PU=T=SWL6Z6J!_6QCIM MCA3-O|?N|FYL;TW<_E3';K37;K7^OC;?
5IHAFOBQ?_MTYOF0(YU,MO|H|D|E15G:BHNLK%,OVM8F=JF M548/?\$.K_ZM !";AOZDG_";.MRVUB7Z
M0:X>#X5,'!@XED/UGY;<^4R7!/61\$L _5&*B3>|DYO|^2'?@-AK99R.9!X MP@SRKP-?MSKH6&I%
XBL,SF""CS<="|WC);)E_!VZL/HY95X>WI^>71Z:.;PY?OMAM|W__??X>W/_=W+
|U|PZ/9@|ZD*.E33"K^;EBS<|SXGTJZFY
M3KS5F8VT2B,% "VTF9%,9VE#2'&L\$CF51HFH^EVLNY\$2+U_L=#JM_-:L/)T MC):^Z!:0ELQ292T@
"7B6PP4\$;LERH23)9@P14^U&@L8(G07&I\$>HR=@*_M(\$9D=;!_J^RK)IAM?QDW_DTYC3+RWN?
7((MXNJ7|L\$|8_D7\$,Y&TF:N#V.ML; M6|L%7V(5A1WY8D9:ET)6,U_)V^\$AHX!CHEG5@RPG#%
<.=HHT2=W3%G2KDA;>@_J MW|Z\$A:K0"&X\$O4V40_&LR_*TH\$VXV5==2/IN
59!98CD6;4W!D9N1QS8=X,
M/OS&&|)C'_H8:~+.TRO/L\$ "3>3>&QAJ8;"PFRH#F,9&#WXR(L1'PFA8I>-8&
MH?/T#0*Q6;56KMXH|&\$"I(YA\$|@|D&!8F4@S\$Y BD@@0KP_QXF|8JP%J-EHM MDB(Q_R
WQ'2DH|!2&1@H#8FEH1UBY)%:MG>WKLBSR@^*U?H'@T+R=77.B9%_1.5=1GTNK%
(&*T*Q)GLFC1P MP_|O,RR|CDLFB)3|6/N302;BJF>|M3\$QG4A_Q'=-6/CYSE;G=+KE='RW-
MW/*B&B('ZT:(RR-5G@5RJ|8S?*\$*_ _H^LGK.>:"_*L)4Q:HONP1,A_V*V8-
E.E@^|1+AD)M8|KUZ^:&^UHE4F:;@E;S\$D M?MG_6ZA+1JUCT.^MZ66PINRX>#LJHX|H-
DU4/%2!%#DT2K\$=;!!9?04V*>P<M)/7^_6./TO#3UEPI#P9X94M^(_ZVY+S-
:FI42B&8|)=C%6MT|:@HL4.)&VU) M-KF)W<_"/4@>(&AQ;H|_V'N\$|(56@4Y;M|XF5C2;
7*8SDC8A*PP".+0G,X MF?B|9-P|SF#_#_!(<*>D)^ULJ!+5AS\$|AX20++5ML;Y85-Q.T|A2#J+Q;K>
M4!N-OC((R|K^ZSJ|T3P@P>9'0L6!4J/482!)81WF#N|0.L<#N/D8KAA033L|
MOQ)1S4+\$|EJ6IGES|RS/&@XWGSXLJ6JL;B2'+52PVV;H+.X)6V+NFP?,8BGCILNCCW_1U?A7S8!6G
M:0D\$C4)#;QMW"2*"5|B_:=2U5M.*Z|+ TCK*U"D@|MOU|02G?:Y-P0#M#0M- M1_W0VAD=\$4LL+S-'
#/'S80+?RVMM.Z^DN)B@)H^=!"W>|PW#NWD\$PN0PC; MS@*E2S+FB/_J(K6U;7<(B=CYK?
X(TFQ^4"FZ|9ZNE&PJGA+6.7#J?4*<MI^
##PO3!497I#%/KK\$N&LKC@^5TB5B_"1:R|Z8T<^AG%QV:JP_61'U|N? M0FD26WK|)&+79Z%'^~^6+
|O9^>^MA<_X&PPO.).PT&0'!(&|\$"L1K@: HV>H M|L5Q=I\$ L1YV+""B=U^K'H CW@%^\$V?
*LE>E;K1UV#?O&|K,2<|TJ\$ 9QBE MN^,' 7K4UL \$'&44)^89P/M2F6L*6.&Z.#RN2PH)!|
|<7U37Y7.D)(@IYB, MR'K6>--|GCCW1"XZRK%QCB|\$M#10>%AA(8YPJW",U(+6#"|J7?#Z&CY_7B
MI0E)<9"J_7K&EKTQ'C?*C8%)#|BJ;2-W?R_"O?_4YA-M#
O:)|BDL|DA|1L%QA7VXL^@39+=5=9%|FR4PVTM=#@|NWB|Y7>|.QN| MK;M?MS:;Y;O7/+8?"RNPV.8?
UC;+;E ?T1|G0AU4D62'WZ589Z_F((M_3>+" K|O=5|" &1S MJ-O.0\$;>:(ZC9(|CG46;|A.B'7,
(3,Y,K4/1_&?AWR\$C1FD9"510LXJ3%:.(I?|/4XZ?#\$\$\$6WJ;7M; M//4LI?SY(BC=
|Y5X#3_ICX|S286|EB|>SJJ05(F*T5|6'Z(K<4PO3604BE7
M4N(JHOH""CYK|=YZ^N)|4NWR|7ME,-4C/5F)Z)|<4Y|6/KF:0NX0SNN!CFIA M%QE+_'7?*|E|(?
@G.I@^*51E_+2H9""XHS;4#4ID0+Q:CC!%C5N9|45?0
ME1/9;+_3>"DES\$1EOJB8Y0ZXF0,X>6EPSV@9/3VM3S#V6\$""+C<'D5|085(M&,EK
@^5XBE6(<|D+*K-"?M47+CHVOHS)_P.P.(VM:P|@S3(|X36LA|Y:8T M-|94';NI_"
1X0N0DM!&\$J&QZIHJHL+=: M\$@_AJ5HH_@#|(A7GAN8@3D0CF0|5,GYZW)|?|&*OL7<8X#9C1R-
F*9P@"(H? MV=>L4LHD&4H43PUY\$VF-762W/+>O85B5K^J|E9W@Y%Z6=MXK:OHD|SQV=
M"Q"|"S7))HKL6X?1CI1H0:&)7OKTT"V|Y0#^FK&E6%VIR'2H<(=+Q SD)|MLQ)>4K;4Y@EGBLHS
_7!^DY,"N-#TU;2#/U5%4|KZCT+Z2-IY^UBD)L"6BW
M;L\$O)|@_.3KU)H*)7G8U|T"%"1COLF>A|7+EF\$9\$VY\$V92A1!2^F8(RD4&A

MB<I9_W:>00Y=R1NRU!^JXCQ;R(NB'GI<5N57DV:#B))'RF(QAU5& 32+BFU: M/YI38+8Z@T 85IU#
<[%TX455QI;42HRL(C|H0B7S>I^YVG|Y<_JQM!.=# MIBK+5R%Z7W%{MQ_}W/'Z?
+7B_=W2@F1G/%VP/NUM3(K0U3M/'#;#I(RD009) /:9# BD|S8'-#& M>7JR1\$#Y?14. I5.P)8I.*H1
!T#)WL2(8B-#..4@.:1!6'8T|A >K.4UPP M6^7P"/H|>T(+,#"4BT;I>O+?"PQ8!H|U=
<73;JZ(JY6R5\F5WT=2#5)))7D*9MET0;%|K|FXC M2V1 [+ %D\$/=IY"!L+X3,EK4,PDC>,WN-
#FXD&,8H(6)@1F|Y|&YC?FY;E?0Y M7TVNLF*P1V<^VQ4<[4897./M^"\$T9H/G+?|I|JL6_N|'9_526-V?
C|L%9C1=Z M57,N*0/!!U?XL\$|^?\$(A;7_H"CJ+9-9&I>R+3^<4";|EQ7\$GQN*J
M^=U:|8=7KHLNM|U1^U;3_G^J;3^>E6EVFK=5K?|A?05XUN|:GQ|@'N7P*J:
M+-4172U;TLWQJ2/NJ1L NAL XW\$RW5<\$D M>'D^2S,7,EG@A^%|T+"3X22#ZEN>5@H!/-
Y_>+%XQYW@.KGT^HI@>:|,'% M.3*J|_T.007DALK,?'ZG1AS"F_F)PP^WEA#(X WH?
AE'5J=-I_4XH^KR=<036 MI^2GU,G|N*H2 BIU%1<|R,7LS|K|+|@M3H351@!;I5!KH;@XR/5P?KB&+-
M.EGG4|D@S,%O:V0\$)OE3*1BL&(UKR|4H"|/.G9VMGW,K#DSR|?XF"2"GF:OY M|,S"G1?
*DO'5=A3L5_C;@C&|&LONPU/3WNN@KN)K.=|S_\$/7G M FL.NY"2%OB'1A,DRN7;A#
M)DBQJ;C;>_"8MGV,VBL M7 MY()R=T(?BO7Q>(Y%O!X>SLOU)-.DI'MOD"PUQ1|-
/PTI#6GJZ&)B/=!3S(5H I<@:6005I^=5%ON:@0CDE0G3Z(M|A^GH|-
NC2+R7.2D%!'\$0Q2)2;B|LZUW+.4XGAQ\$? &"O C%PE9;"GOZ.|> MWDPIXW^/+E'R'-N)121N|)&-
<&|AVWHXUE733Y@C|+L(47#?^AN#PPD< M^;Z_#1|0.
AH633EJK\$3BU^3^L#^4%^8);V7|LY?|"KH S><+G*(OM?Y> M/AKM=WRUYIZO>-
RYC!7S^W,7_YY;2|+U)ARV'Y3W%|"XF2%(PVM-/K^?2 M7R8D7_!%J;|1.Y8NT*MGI*=G;
MCHY.WE^='(O>&?|_|>+DY/AS/B?TZ/1>G+|JN;@2'TXNSDXNEHA|>AH|HVI
MKZ#03T99GP;KN|SESK;_"H0|L2N); M;|J'M^J'G^JL+FGZ*J|
(B6Y#X#WG-.1B.2/UE%'HO=MB^_|0 BI=LR3>S M^,TL_JG-8O<>L_CP3RAWU|HEY=|8|^\?>V55E
M/9_Z>M8.C|/WIT>@^C3WD_B|S=^<7/_*UCCD%I@T|/J&W|,OEY>F/9WZ! M%)S2OY|40C^S
+1^J93PF*?BNS;@WSXD|0T'_N/2;SV'|=_S1_5_Q|02P,\$ M% @_X%R6;3DQIXS3P 2/D! |X|T=W-
T+69Y,C1E>#\$Y,6EN?#+ MSS.M)K_|GY_!;?K08O&V5R'J3>.M4KUQ,L2/4SQODQTKM|^T?>E^B^
_4_Q|ZJ>|_L7_|+|_@L|Y.=1^G^|O/\$O_AR7^^ M|_&ZG!_IZJ>|H1J_7Q^|_!%X-
%KT8'ZG7_O_LOX%+X.5^3I,M_>+ MN1|V9QJ? ^;E_B+|Z=Z?I+,W_|V|/V@W_WR|S0*4WA8#!?
S7_D>U3NI^ 9N MED;+-WN| |A5JK^F717X-^&;0Q?QR_X9N;"<11\$|9L_|_?L)ONE,U|X/E
MF_^X|N2|O /<)_%"; M_^KO|U|N+= (7OUQ_&5Y=>V^YU>GP|'9Z< |/_^|+|N1Z>GQ5?J_Z%\$9I
M1^UZI>'9U?#=-X_*|OCQY-SS|*|S1IXN/PQ-|N8O+|H>GGQJ^&)I?+&%FDQ M.+N!GJ9O#H|Q
=_YQ0ZK+W9X1&LU|Q-O&";^1,?>=:QP7+!+YHO 5^%8>Q=Q
M=!.KN; >3X@_ (=7^_M|/YEWAS%*O6C|\$T6PMCQAR|^D=%N=7PO M?J%9ZO^TZXTCF-
@D3;QHZDVC+/82/<8A)W_ ^P|&KGQ|*C-W"/ M?4T3|+CD|YQY?7;>CIKXM P: J?ZG" M2?|K7PMR?
@<+&%4)/FVL)UD;|W(_|LJC):VE MS)671G"EOL.#O/3DGD>ZRBBBD9*:"_Y'LI?
@;7%0,&'J!@|_XEUQ"OHO?TJL MB&D1 ?Z|C|663J+8C^E MU583,(I
>"A9_!Z<&9Y.\$"CU5"\$J1CW7A%H|@#2?GS'PY?_H0:!'04F!|: M>R |6:CNE!^H4: |I?>;^7KJ#;
H<9;Z(+ #GTZD_AIO@"TQ|&% "2@2S'4:| MC?3W 9LRE1_ H-*|T2GKS9N>C|&?
E8.H#@Y^Z|ZKU^NWPQ7GS|H.KG|YU8' M_>(7K^Y?734D@AB(R3"|N-8<
|H|OCW62X"."K3E&,W#))S|8+AE|63R| M W6?D+)E70U#N>.|&6O0|'Q^X|<^F.PWM,WA6!'UO((-
K6\$KP9_I3*7X-6|U M!>AQ.\$@|!5L.K\$ TX>3P|QGI/"P?1J1WO&@, @R.M@4|>RIW@G(G'_|(?9I>
M00#W-B^RQ%,IT'0.10G|)L%APTAX4N /L%KF_#*Q#A1-&+PPOH>Y1<|2,O'I;W@_3R,#TOXD
Y5>%E-\$PT'W2B'R9#;P8|! E1@
M;H+S+5^%4=A=9",PM'KFVV%UH17XR2!9O(YHF>E0!;2\!3OSH_*,|_WL_ P MQ'&0X00,%
|\$/DXLN;^_E-%_|H=&AX.% ?1E>^W1^/-@B 4X; MCAEV%SQTDJF
I?./^\704>CQ!7NUTQ\$DD360C/W@6!LTCB@+)B_21:0_8)| M\$T=V)!LU7=DEO">,#-S'W92T.R8
#_+6J"C_2"K:46X |B@D6T42,^\$Q< M_Q@D/HIYOC6HBVBI>8T*&OZ_)KJ<&+OH6#*IEB?
X";W665\$64K;!%R*?#GM MV3S)Z/>@.9R;DZ6_X891P- MC%^LL%HZA27&\$IX\$@+6I%(-ZU"M-\$!" \$
MD>'W%55@!S\$ *W1I9B:2F,*|>/_/!|00^ I%9I=|_Z1Z81D"+Z^4?&\$MU|! MW"7I&VFY-
6N%|F_95/Z.G8,X9EEXU1*)Y|(K/=>|H2CL(#VSW3 MWC2.YJ3?;'W@SPZ;C I=
(CW5,2IT|_PP20\$>^|L2AF,(7|1 73=003CTZ4 M;U7OB&)KGE-D ?_3I\$|Z_RD?(Y5|B:C0@/|Z*_|
MJ\$M1@2|)(BAL)W7&M75R2P;VR\$&|'5MX_|!VQK;PM8UE&4#*6#WO'KS<8R|M|8&D-APKN#NT?=%
MA9#*:Z\$%A&&YZ#YT=\$P'8)>T+?C|(L=CQ9\$6-TO1+,S|G7S,#,7|@4X+FMBZ^^4I#XJT9C\$ Z|-
VZ?;'G1^ MD'E3\$S8TLO6H0X-AE4GPB2+3;QF@4\$)G 80D) ^O(^G?U=[U|KVP0^AY7@ M;)U&?
WM*|YW"|*G ^U>F8HS#E^Z^|TZ/|7P\$7QST.^!6PL#H;W_+0NT=|S\$DR M;)';_9VV>D-
)^|C|QF|@PFX3\$"/>*14>,R|U6 W:'KCJ8="GX(+K|*%0D/ M;:72..|GG"*\$K|DR<<9,GC?-\$|DH-
0\$+9|H3CL&M/4^_C|3L|8Z:RDV-/OKQ MF:L5HUOG?|P-
U/BV>PZ*(X)\$<^L3:9)5V|N9T3!LW(J3G10(7T89'B=WA507
MB3_ ^"4=Q@N99(2Y\$=CD&IOPPHY"#C5|AS3+X/) 8+N|L0AYX_ U=5P?@7|OK
M1(_%+TJ;SC|CP'3'AWX>;J\$>W;\$/T*>0NT!\$=P ML|E5%1CNQ6/!"Z+PAK)S?
#>.DBQBW1WCL4R^1YZ(|GBSZ|ZF&S003QNI&W?. MRH;LAJA2MHAD#;|N?\$\$\$NB\$JM3*>Q^3USW
.7OQRUS=H@#/,6L? M+ST_|HX>GG;%'(J:"&C!|X4R37)7< M<^;_*_QF2=^M=)|I7B9,)H3TXR%5-#1Z
;FN):GMI\$|1R\$JQ(4ML5=/_|64_ M^|PU;%5%OI+% K&A#W/*V6J3?S+ 0?3J_|FRS^UW%SM%* M_-
O8C|?9/\$G1<4V|'35*<_V;U'^O+0"4:CH43R9K|ZLYHPU8^OX4HU?(>8Y|&(_ MN<65("%RZ
E8!|.CP#CE')>\$3WXX58L+-,DP/S@U\$5|6|-GH-Q!/_NZ=B%!N MT-B ^W+!VN@Y.V:R8_M;.#NV>K-
L;V^X=C/H3=D,E&OPDUJ+B\$J!EKQS
M4%@U'"QC4A;M=3&BIE\$01/=D_#H#61_/>8BVJ5FBFCN1+|O|J&BI5((/P;\$ M5"_Z9'<;ZW49>|/)=
7UT2^_.5J%L6I=P6N,T@0_P|/|:%)@=OZ=| M|'@8=|L!|=QN%3+DSK &)-*<1P1_9;|>B|_0|+9L|N0)-

*/5/N(6*4R=-M<@_GGG84%\$>>Z#&^(HDC,N9\AA4M>R F0F2+Z*4SUE4VA1L"\$S8 C;XK4XK
MXT;G(+%'I'BE+P6G:88WTJ1DM"3./);P\[*])WE_O9Z/T1UC'A!')G6M_@G
M'4EW\74WL%W)\H'K>IY8OHF6'\$52?'#1 J+UFB.N2^,V0/K^IH@ (R F:00QRYPA\;P=5\ (4'_X(HJDH
MJL(<'0DR \;36LPD"SU6A(;4%IK_0>[D0L-ZY7S4.MU_U-
LOQ\Y:K6_.93D.IY+&#J_X_X\$*X(C\$%S*&OQ@QT2V9D",91=C-#4SBC M=#@618"706C>N4;Y\9-
Y:(IM+D\$)DA#H% S<(QZ C&&<<:Q4 =&O%#^A"HM M*4,\$&Y\$0S!U/_RM#
/9?.V64%IXPQ\;C;UB+&NFHT>C5(E5C*_J;U^!!8R5G\PL,_%Q76\49::@#|=M\0@@0#.:WR?6#-I&?-
E\'+M_YBJZWA>,5G%-\$94\$=21GM.XEV+ P 26KJQ.% M^38RL4\$M)ERL5-6#@@@I'Y/0L"L
/8Z0V:WX';I IJD<>E!4@U6M19.)BU4P ML9J"^BN" [*;2CALQE%FP/D7 6P93<7/(MX\Y^PH0("@BF/
MUX&40X9;MX1W(W@*6,B\$<6#SDR;2G&D88;@NL?*)*(YNI?|=I(%QEH##Y1S;
M&VD4NEIX7MOJOR @WM;I_FCQBH(8+P^3***\$9WE\-%O-D;GJ7"Y1KBEWL MUHZ\;FB?HE:JL@
/;I9\J>|U;R/G:;,G%A5O1 M9_@HVM(4ON34\#UO=LU#Y\AP;5R)E930.#Z;JRTC.5-
29R755HJWQNUA.'8"*G*.L\$I#)1>=,7%JU:I<0"F-<0DK\CVVU8&X(;Z5^\$7+_ @^QUI MYJ/60
A.R.OOP*T/Q7 9\43& ME;I89;\$"B(J.G\;(CB4JIF#Z%"J50./1N MO^N\$NZ*\$PCEY*H,%:R;V3=):#F/V-/
N2 LKZV3 MHKH5R7%3>4>7\HC71*,T7I*)2>/5>#0:=8KQ>WMK?B\G0\$H&E P% PF'0#*%
M=U%?"S>)T7Z.*?A=,PLT PZ*C&/C-O\ CT4+78(BJS(+F9S^#3OJ@2)4K#\ M026S.L;2M/'@^Q8
"N=*!(9Y#1 MRH>?0W\G3L@U>> VNL,"8!;DN.Y1SH>V;(0@QIU&XNNZ1C/E\O\3E34P1S%O\0N#
M4\$K=:-V6)/A6\O%E%2;=R'TNPZT#"Q(@2GZ/#5@)+T\T&(-=,F=*,7NSCKT)
M(DA+U2/3*IT'"C7S=47O2\=4%O.S63PKMPG5C0W%E\I1S7>?RVX\LB8*4 M
K\G\H#)\9RU"\DT#17"AW4+7X:P"K\J11+_J3KM\ZUUVJ^PA@YF^13MI6:U M^:OF=7TRV-
V#9%IO+R,O"YPX/>(M(7AT&4 5P/R^ZT%W?..GX#V,FZW0VRA4'N(!ML348@=RXT^9\H6-C;N935PP
MLJ0D48AVF)Y8)C90AU\T4TH.4LIEYG:DA1Q;V@0\$7+?;+L.:8I5N+?N0M;
M'AAHG3\UBNEZ!H0A8IZRH@)\$(UXQJB(OZ5T 77"X4?PT>[R%'^3>7 MLOU-
2WD@Y%K#X;#7LFU_X#!GUI<6#_ [KXN)&='*(E1B<>HH09H\$A7;KD8^
M23A2CN#Y.UUBE*QP81+'F+4WZZJ2-G-
@ED@F;9%!A6'2>D\OMS*CT;J'R*LF^;L2%'A,6LCU.?)5DC=% M>'C\$!(2N?U\,\$*HQF2/U?
FT.^T=A15.:D? 9F*A;=/_ 05=?%BPD,D,H<^ MZTHF@R2#B^?
4BPF102FMP7A,9O9OUH//BAQ1%!\+_J4*V65OS+;1XO#>D
M'L"9H""R\DW.D11,N(%8X@FIB;J1%AJEJ^0=&N>23MH;_3@Y5X;H@?5\F4;
M/3!E%J.E69;DL8Q<5)C\;\$!;I3<'1_F&E).IY(1LLI&>.^4LOW=M\
H\Q*DOQWE+&7+8XJMEZ<3FV\EP!"4W^Q<"N4UQ6F<>6WBPJUA;IK
MZLLW6W*5FK9'E&.U("C1.DY0.I(O>#Z_!^.#O<)/EI?|^* IE4AK&@1(F(6J M\$?
@UA&M.,1_!1"^ (PMOF@ @OEBCW\OA\6Y*Y?05C/ \$%3+X>|?9!G&U59X-_J
MP)\9XT=)40%!G=DQ1VU'M9;F.:@/D4\GOIN06Z\N.2X\$GJ.?R"X;901Y9*L5 MXW3N\HIB1V6;JZ"QD-
8E7+"BH@W"+X6F*-H@&B5>)"IW;/%0SXEI\$XT^?;*) MZ;I\$2+:U(7,_P6B7(L4%ER&P3-
S1^1!BGQW_)&*"):-_Y?HY 5+CSMQ M+ /18H\$KCSA;+J;:(N *,VT_7""J*HONGI4@-
IK/3\$V7+),4#4\@/(-'%& M*&V8\5"6EB(:MA% *HTNT>ZSVK4YF/*!B_" \$L@C\|+@LI2YGHWRPIQ-
ES#* MBT2_,7_Y"8,&@5J^4-;:,KH)QFJ:#P<*7'B@ULMVHQ&R5_+G\I#);8>|T M%.:3LR#10GT2
G)\9U4OSM\W7N\|M_KK05Y_Y7=K; NR16W_0D/F8\YPPBMS\$RU>K%Z=,W>RY>5I>|> /3V2WU\$?
\N2 MU)\NBPY OUIG \V.C>T5J;Y.H\KV#; R+\$T\;4S*_E/E@DK2L;Y-V+P U9X MK\K"^|SLSXOI_G>N?
HM,KI?"C+RXJQ90^_OT>15K5A'<9001-DJ\$VW^ 3N4 M&*DPU+Q01%KUO"V?
QOF899@*H*;)BN8+RBO&.1*449DH?GK?IT5I9@0\Y8 M?XJ;?
F<5A%3@K(-H\$GL9(Y(I^"FDUIL8!*H"X.4SIA\$S7GPD87-O*|B9_4 MTKO+;3+"TK9\CVJ\$|H51U?
ME3NCHPW\O"&?PM*Y6R\0(Z;*7F2I?MZ"3VH=G2VHLHF/K\!/&_I+)|R\7-"
MIL#_5^9/;&&XB*-1H.?/MNO36E9&Y*1QA)RJIN>[31TO^'-Q3;FMRO-V?1+K MBD4#(V1A,
IWH\$3>05Z)*D8"TY%G-S\Y\WLI/9G;K=I04N=7DAVV^H\YMR+,*== \$BQ
M0B0PX.CDT#G)CE\$(XJE@M)H\QE!" G2PQ;
<>)%NHDM\&X07"5P\TJ&PF6UM3@|K4\ 4CI6?)&M<,84\#3'+;ZL 9"T1@F\
M%"64JQM\XS\7U2U,'Z*/NE\H0?I0 8GL%---F@*D*?\$U5\|A9;MO 5;SY M\NH+|0I?
7G%3CSB>;V.98Q.@RI\H0BW\%7@|2&)&10".63Y5 OG;H15B M@;8+CEY3K0%&IC&2G?
XNR.%3\MB>LM?EO36XSB\^K+<|3>V5JY,DB<941>=-MQ#!=6Y\I.&M;.UD7E_B8Y\H\$4=@*DP(;
DW<.'C//534,R"^&\$S)OJSZ;31!TJ39
MO".8)5\$6CBEUU"E68TBS>70>D'" +3\|P"|>8<+2;@80I;1'C\IV#)X%=#24|>K
M0THOP3H\AA!"J;LM%*O-Y24250;%I;_80Q^2@51M,G YYCPKG@2\$0=UC%2QT" MW.H,+D;G?FPZ2)
\$\;F9\$Z\$A?K+59LNVGOTS)PF"G\6<+" +DV)#J?<.,2=8L-5DEFHZO-H",?AN MGNC@CC)QIK373V=
(3\@0VI;-HZYTKZR\$IC\H(N#?"4T,HL*=%SG?^!+%OJD; M&HD^MC*Y//=FRD(N6J4,
\$\W0L/>O;+!WVZU_:TM:&U\ (CZ\2\$+J5-XP'0OW M:LJKR.<;[XDALB9%|LL7+[F>>N00%6_0P>D5
C\$1-LQ 5"\$44Y\OFF()Y MK=)GBJFVTO5T3^|S9G)M@HMB) MLNEBRC4A:N?
0=@UT+=="\$M1>Q_!!7"YH(5'D7@|4)VXJ\3A5ST@;(|<5AZ_,L MYQBJ*>S% 7N%V%I-
#Z(HMU7M1WCP\JZV9++R.'H",B1RBUZT\$VWG("7|E&)U MTR"COFV\$W\%M*B8I92E-
<7+B\BEW>|QAD1Q\,'&2F9UB25C88&8-KUK.E4^0 M3)=09|2L)6*K%A7641|2FDC?1K)#+'M.F?X(Q\
<5WDOO'H\NJ71CCRCL;?*@ M#08MLI@/6VDQ.W0F%T)GMM1EZ+&*=-5W?D1QV)RYL3
G_M.IZ720CG<2CTK MS77D/'0PB*7D2\$|I (5N>S1="?E_*|R5|S.7&ZD8S5QNF\6S;E_@I\$W\$7YB;
MYNMWX"O" JR;REI>)#PPT64=:1V6&8L>Y#4M-'K\I5HZUR)??@A2BJT3JU1. MXE'3R1D7Y-
5N@0;SYP=D3""7>W=51DOGH84N;UC'32>RW3;EQU/PJ\AGV9WV M8\A.AZ;8\$B/XFR@A4J22NA,82?
%W?_Q8.3H_Q_%1%5HY*|V2G"0;'Q5+.-
M.3\+9A36B5&P@CG855KDSNIY9C%0,W#WRM#H.I!#3"\$G0*7!E\RH_"YD31|8.1'+66D^E"

MARHPQKXW<)HBM7@B;4E*I8@W54,1N6?4W/E1*^Q?4"YNH.1T\78 & MUC+BP",B*:<8_Z
V&WEEKKJ+8&8G2-F.SF3WYD=\$H0TSQBZR\$-R\$:1;@ED'
MK>F8|=L(AC12=,MKXF|L#VCD6_,YZ+6**JCM=MK5X+0E1H9:~|S|ZKGO=-H MZAK0|
^0|E,L+55Y@N M#E*1P R68*WHZ8&N@@F-|=&!@J@J? M G\RU_A#BGAB;QJ#U=B5I/E @;P5,3D"
(_26.FJ)!H(SL\$NF5P<,,A)0'@EB>E'3XQ#
M8=R)AZSOJT;KV|^C'SZO|V/7U|AG>2C#))0(947!6LZ<64G8\7NZUW'H=>TW M#/&Q.>O*+1%"3W?
<=<4)6SI@EHID|(|#V8D\,75?;RL&>(:,|AG#?_CY,QX ME;FHY=\$#NR!)|+@_/_+*+OO/'_?P?4^H1S'G-
Y2|3WX/;^NQ1_(!%_!MX|,A5 MFVK"F.3|1X^6WH|^WN|WE*K=:B@?SN|R?&3QIN\EL2IH
@*8>D&/#\$W8@I M#HG@Y2S)'=M*X|H:SCQ\$PPVJL|B)QLF-YUO!:"X(EK%A9=|^IF? '\$Z06N%Q M
YSVT93X"SCA90|(3SG<*T\$|A.5|TUAES\$QOZNU3C6YUJ>-C0 M0%0F@L^)^XVR1>N>.|Y|X)V.\$?
F.R5=+M_%YPC>T%\$"&F/F:L2R4>V+ALLUTIMCN.V|<0S
QLX_&/RVG48,7:E|08%&C22|M9*%X916WQ392=2SU\$S*\$|HZIQ M%"\BJO?8#".VV48|L.L-
2|M4F"LP0%,:9>3E.^_\$WRW&<9SLL#=>+QQ9O2%.A)7;,9
M4S0|FC=.)Y2YAM83@;G04PC)KQO"1D@8+8HN@4=?P>3K*A?7*OTO M."2!|/@>>CD3?
A\$R|6T\|I@R(|!T4/)Q:>?J|"(G:|TT7&:CO3\$HL|TG MA6L\$K:A/S7%YHJF?;+| O'74|HY H:FPD!=F+2-
="TKO|TD/HZF(B1?<@ M?9|A|08FL<*BYT3ESWO O.%>1?32B6:U3?F:1TW.I&WRTJ*S|Q5.9:O<(:9
M7-Q,"0={OYC(3).S!'MK7ML(@1_+FS6O6&TR|E|A>%L7?EN&^\$5&).:.*QK MJE8<9#|WB|JV'3:JTD?
A+W|FY%RPMYK+|54Z>TD.:J=)QV&,H|7EQ45@4
M\$C'0%Z8USX)Y*.B))S8QFU!^Q|?:=00J<.:J\$HL'M84 MQ5|@.)
+K"+9|02TYSTOM#TH(0<1+8|F|HL8.K|AB.50!M5".*=AJVXT>#> M6-
HT5EDB>|*.P^FDNT93|'ZZ4V'>W.O51J6|#\$ _|+?O.2/'3:5F. IYK-\$I
MOBFD3^TCK:9!\$PY|018HHX=JGM6/J51>N%H|1N_N|A_2\$*BCJD)_#=R#2R M?E2SJ|:
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FRG|YB8.N97LP;G8.FNQ\$#_#.|FJXT,U|VCW?4;K>+ M@)GWX-4DWD".Z05.UI=L|= .KH%C
SK)7|PH)0>)8L%)|R4KO_ZX)!4AYJS MO|*\$I_OAJ7%4>,;6 ;DU&SA0LSY(Y.SAH(&W0|J9.|S#.8?
R=HFDWO3'=WO|N;O&0|AED5W,|*|= S:V2O2:(SC*92&VO +>3MM%U8A :T2U M&+
|J|_VIP#/0(3L*HTHZ|;ZX+@0V0='L-PJAA%V3R8_HY*NG3C#H/4|_8 M::25\$*48&ETS#T*+UUA--
ZXGV^I3)18H<_OI?84|H|RV|HPUT|\$FPJ5N'70 M?JG@<;9\$)JC7IB|
L*TYN_+XDS:3DA.\$IWE)%/@3SXRYVEC2/3 QNQDMU-A/MEV_Z)D|V1,95.47WS;;DN+=9#>
H;;4.W(8*W&N4W:R>)'+)%)Q*#+MVCCO/MM(C6Z,VA|YAD3MG4 LKKB|V\$(87COT%AS&\$D-
WN;X:)R_=28LRA>?H|TEIT M"FVGPTCR9Y7?YIRR!\$*)J:YQZ2\$37|<.Q|@O/%P|,.%XB6^\$-#8?
B@U^9J|!\$ M.M21+A&TRE2 G=Z.2>11"Z5. 1M/Z47UC(2|KC,FU\$IEHZG9",JJ=#N"i&D
M>4.G&&T5H\$|ATH1+QE;M4|.GXA|B+K<=2R|4 .^&5WBN5%.X='A769^@DF-S'IX6%4
M<^=*+U*F>3G8V^W)/LCW"7H&\$T,>R?\$(@R."+3A2 9HBN*T=H6.V|FVT|VL MC5"GSK9&UZ-1_:!
<.M5P?PU@8ZN1T:N%)@V%C/(O|<,L7=F&\$S,SV>>ARY&5 MD^.@#6<3=|2"A9(&8+604C-KF_A?
O9WC76|.HYJ9546+\$BZA4#08ED+*R2@ ML1P2)|3M+%;M0A1E"#;
(C)OBS:0@DFRH!=T_.\$6U|JMXQ&P,PEXBHHWU,> M_8DMCG.?+S-HN('O?X/B<
VR>|HMWW|@=QXJP80(D3YZCW>G^|RKJ\$3^F8 MA0UL0N&5X.MHMVENK@*\$W.H^?
%_D;F+D.ZHOZT=GX53YL9&_BK^6\$.SO)Q\$UPD|A7N+%L.&4J MZF"2Q81|*6XNH.4EQ@I\$^C|)I0
2<@&DX%WS\$T%V|B58.3E *>&-/_+=J5@ M/RW?|@31I':9=)IWN+4&3&XZ,W05>HIM4#E#.*S#/)IG*
(D1:J9IK*/4.V1 M0|>&J|4(MU_.L):R|<0D L?GJL.\$*!%H,;'"(B#N|Y|Y*&-H4)+7_-
\$.2.:E(@29\$*L@+^|V8U":\$CPM58LD\$F='E)?3(H5G MT3U:|1UD4\$"
U+U"NX/V|8Z'UK1&|@R;:Y.ZFP.HC6*&9'GI|81"-5G@EC*"BP=^)^0+Y')=8HRDO<
MV=@|\$.|)9:IP96ZL2->|Y9Q-(@ MVLK 7><155:FW
UA1\$)_#V&+A&J@|E6NLWO>|R_ HE7,%@%%%B0V.*|RXG|
MN29492+5+EG*.I\$3.:J.3'5N#:40<>W6*Y|:47N\$1-B-|&E>TA9 MO3TE:
<6P.6%OM:ZR7%6Y7:U00Y.XHGE2B50BXEG1=Z.\$0|J|2RW\$*H0'0Y@ M%\$7\$Z4R/\$S\$080T5L|5\$-
"E;-BJ1W?ZQ#PZ|A2\$,D)54+ A*T|=N*E3M|^Z|P6A7;U=2".<1 Y'!)
MZH0,4DXX;8@D<_FV_64R4|&NBWG;XYM(?EG|\$ML27D1.4IS?A3TXJ=-9=|_) M#OPI.?K-
HTW(-4+'XM|WK'>.C%T VZRAE13HT)(K.08)YXU/>Q M;^TRJKLOWZ.QGI<6JMSX%\$!
ODO.IP7Y\$=RON)|3L/R2C_COC0\$3#:AM-B^M4|9)K1OG18X\$1"9-\$Z^5T%"17.Y_8T?
Z1QILOJ2^F^7PGWU MU%.XK3U.|XK'Z0\$8^>BFED|4"Y_DPE""E@T?&GU\$|&#^G@P2)&0HC E*-&
M'T71;2*|QW@;><&DCUH?Z\$E2T?R,F9@+|19S,\$I
M)9^2;+\$(;">9TD_861GQN|4..ISBMA_|SU"-4@*'@D7&B|/V^KL<|&7@%"D2 M4|J|2|:|_"94>D%#JLP-
A8.*#|4WY8DV)#8|=9<;P4?;?A+@R4|67>P1C30 MECX<3/<(ZX53|416T|O#MD4|* Q9H2F0|K(T:|?
@-7|;2#8|W=C8:9<\$F;C M3CHVF+I'^86UF:@VDAZ+
8(HB|E.M;X^MU3U2D,9CQ\$L5(PZYGV&*J+5:XR M2?Q*M'|S"CSF-@DCFBPS?K%7\$
;8|JG,P54EV5J/Z/KD>O|I<;MG;_W+B|/3P?O/E\KN"O@U_AT^9 M7|WAV=7PW>#2N|X|>0?
_MH=HNH9MM)AJH|PN"&"N0X&1F MBLN|T4:O+|N%4H,S82UR&U<2 DQ,2#EU2H%|Y
LHOE+)A;E8_9:1.?I2 K MC5="W/F0F^ZP5^TIE*(EZ/>VV\$B>1C D6@ ^H#Y9|NNV|GG|=O.,G|5DFY
MK9)F^0J6IC>#_L4_E-NB8-^'#8BD M*PS&\$O|XJT/\$\$A"G>JE"/VT4R@9G>+>L*#24V)|;.*D<0#
(&V6'316=XSE M^E3+;K6,EZ?M1AJU\$|8"B8GT;E=,TEO-^5-&+DZTBI.YGVDI|T5L)BT|.7
M/Q'^=V/'NF>Y^E9R10+S^QI#TGH9E4\$)5!;V9*0ZWI<|I-R^+H(5)@3CQA\$
MOSRQ|L^1#R%OB)J|)-&4\$D5SF)R&O#|9IO#AC3B*QS@R"OH|G7@4W|?B+'M MZ/AH 7|I!N6PK_?
P5L*)F5K.PQ;?AVJ>(JH?3\$N45' M.OR##^Z;O*+;PE"4V'ZDH&VAZ&Z /APKQ'D_>.:G5>@/C-
V8NJM@XAP5O/MM'<)*;1R.:I<1>K|U M(_2C11%1?
==)79C_\$5;1J_9:12M#L:C4)QIY4UG|;ZK?"R+&B9+9V5FQ'), M+G3LD)-S)LIGWG&;27|IA#|)^P7,A:0?

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N;MH>LX%^L;ER)R0 MSL'T'-58PAD'GO%L_WZF"U"DATA(E3BW5D".GO7%[SR?%%;,>X%_JX.EA4R4
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XHT)WO#CQN\&H'7)O-KI5X4G5NH./_8;D_Z3U;I\$ZV#Y!O%M/2("Z MJ=?_UOJ'"=!Z'_Z@O%5-/^@FK
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17R%O>OT MU!%>I'DKJ1_9+QTHY
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M^1%DY^18QJ0MU-(=IFU5B9FBKU0QR+XRW9*ZP4Z8W='.'1T_YLTXL/S.?. M"ICESI+?%Z8?YC_4?
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T(Q:7W;"F>P!>E=P?W!4P0Z6V.MD_/C%;TVJ@K9'DO2.!M;1A@,<:^)4^ZHUK?KM,\$C M>,.VR
&9>Q0U(#"4RRJ/\$H!QBC'2_YA8"/=6,=(0MWR\$1QRV(<
M"MFEIR+#351HXK\$KUTIPRETQ21HBK<12:BE?#BAN<@GHM;E4+!1NJ(S2+!19 MX?P\$3CT'
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U8)J^Q=SK0D;@G+.WX56&!:7_2 MG7/V0;DFI"H9.D)5"-1E9F^)?LLZQ00;*)HN
CS<;JE_K;^7R7Y;;ETOU_F M/*5DU81M9_/OXF+YC-7%H*>N@!B:U P;-OF2);-
1+95;93JKVH3&D).\$**OK MD_%,=X>,F136W'('.>@8^/3&^NA.\$;N*KJ)O,GU+>2
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MU!4N1-LI0\$%JWQ2GF%196;; MFLDYM)ZH@X116T\$!;X)<1K5_M/P_-!<-T2G4V^NN"ILLHG9SR8J?
\$P8.1_P)-,D2C0C DX#M3"^7QFSL&D6S3NOWO)NB;6>
M3@UI+0ZS*!LX1\$G6S9*L<+,%TO&H)15T+;X)B(R!Y8^OWT^ZO_0LK1.
M;MZT*\$(WUN@0G&LX*(UQTM_ONEW=,&..0GXS*WI8_&)6*E6-DXBS9+KX3+.8 M:P4*;'@U%CR-
NU-N*(FP_!7_1)>6\$0@PVT=QWJ7FT6Z?;+*FAA-19QPWN&N M%1^HTI6R1!;P,
(4R(G<(R(*;DFLH<9E(MFOMZ2T1Q^.(DVZ1_X0ELLM MM52-:&1%"Q;
(*R%G+SKVB2UR^%\$SMF1A3/=1.24Q+HBL2LN.#56V/C)?UYY"AFV.JJ01%@EZ2'V:EQI'_%
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MTA<;PU_,B=+)_IUFCCA3EAC:2M/;#CD"N#")RPC!5LH_%1N92(*=B,PT7U! MWTUX(P>
(N2ML2S_O;1\$AL_YS@C9/T_X_S03MD1B""Z)1;191?Q1^X0V))!FC
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M#;*)+C,41X3MC^Z=W1K23YEC&GXA7R3.J@V1J^_613N01:M'HX%K?)%M;ZA!>/Z#HR_D^IC114;

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

(%MDRK\$|S&M90;V,X59X M&9;+MTX440I3R*1/CA6,"XH,3(QDYKWX%0S*GA;_ ;HQ9-
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(I"7LY8/45X:5.!(48M1% ^RR!#H_KS,M,SCV\ (N=,@#W+,=&R= MK6#|_ =WA\|VWD_>=>
S/_X>YPB^N^KF+TQ(&YO>%UK3S1\|V#|KXUU7YJO81P\|
M\$>PI;+L(:W@..%";,4<4% ^EQ_ OMU03;GZ#2@0FA+,_3^/!=_2=A<%;MXOOJOK=NEV\O7AW M^?
X2JW =7?SO_UR^N?RT2K,HERJ4H.";A)D9R MHFDRI;*(:". %L2&L7J>SYQ@E 5A*.:?P
L^O\$(W@Z4Z\;LX86>VN^Z&39H MO3W<)^|8*V+0^L;:RAI
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YH% (MUMD\$=J*(\$A@K=MT(\$7E+98D.,=&M0/C4U&XMT%.X79%9\9.1J2(5QC-PW^R9 M+.E1+
(3>#14UA)J+'Q@6W6J\VK+I44.:V2|/***FVE21ZBS3TSH=,1UM*30: M%'KZPGP-
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E,SLJ;_7F?S824J_>GAY>GY ^GG'AR;'9|UI#3^59L;#@3372.E RB
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"0|T=W-T+3(P,C0P.3,P+FAT;5\|+ 0(4 Q0 (M #N!;_&'1W&5X,S\$R+FAT;5\|+ 0(4 Q0 (
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!1LD&'1W " 8OZ!@!T=W-T+69Y,C1E>#\$P.31X87AR97AE8W5T M:2YH=&U02P\$ "%,"4 " |@7)9IR9?
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9IY|P|T=W-T+69Y,C1E>#\$P.3=X87AR97AE M8W5T:2YH=&U02P\$ "%,"4 " |@7)9(Y+H>- M,T\ \$CY 0
>" :CB!P|T=W-T+69Y,C1E>#\$Y,6EN XML 131 twst-20240930_ htm.xml IDEA: XBRL DOCUMENT
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~~family:'Times New Roman',sans-serif;font-size:7pt;font-weight:400;line-height:115%">Portions of~~
~~the Registrant's definitive proxy statement to be filed in connection with its 2024 Annual Meeting~~
~~of Stockholders are incorporated by reference into Part III of this Form 10-K.</div>42Ernst~~
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~~style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-~~
~~height:115%;padding-left:10.5pt">Organization and description of business<div~~
~~style="margin-bottom:10pt"><span style="color:#000000;font-family:'Times New Roman',sans-~~
~~serif;font-size:10pt;font-weight:400;line-height:115%">Twist Bioscience Corporation (the~~
~~"Company") was incorporated in the state of Delaware on February 4, 2013. The Company is a~~
~~leading, rapidly growing synthetic biology company that has developed a disruptive DNA synthesis~~
~~platform to industrialize the engineering of biology. </div><div style="margin-~~
~~bottom:10pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-~~
~~size:10pt;font-weight:400;line-height:115%">The core of the Company's platform is a proprietary~~
~~technology that pioneers a new method of manufacturing synthetic DNA by "writing" DNA on a~~
~~silicon chip. The Company has combined our silicon-based DNA writing technology with proprietary~~
~~software, scalable commercial infrastructure and an e-commerce platform to create an integrated~~
~~technology platform that enables us to achieve high levels of quality, precision, automation, and~~

manufacturing throughput at a significantly lower cost than our competitors. The Company has applied its unique technology to manufacture a broad range of synthetic DNA-based products, including synthetic genes, tools for next generation sequencing, or NGS, sample preparation, and antibody libraries for drug discovery and development, all designed to enable its customers to conduct research more efficiently and effectively. The Company has leveraged the same technology to expand its footprint beyond DNA synthesis to manufacture synthetic RNA as well as antibody proteins to disrupt and innovate within larger market opportunities, in addition to discovery partnerships for biologic drugs and developing completely new applications for synthetic DNA, such as digital data storage.

The Company has recognized annual losses from operations since inception and has an accumulated deficit of \$1,241.9 million

as of September 30, 2024. The Company incurred net losses of \$208.7 million, \$204.6 million

and \$217.9 million for the years ended September 30, 2024, 2023, and 2022, respectively. As of September 30, 2024, the Company had cash and cash equivalents of \$226.3 million and short-term investments of \$50.1 million. The Company expects that its current cash, cash equivalents, and short-term investments will be sufficient to fund its operations for a period of at least one year from the date the Consolidated Financial Statements are issued.

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Summary of significant accounting policies

Basis of presentation

The consolidated financial statements, which include the Company's accounts and the accounts of its wholly-owned subsidiaries, are prepared in accordance with U.S. generally accepted accounting principles (or "GAAP"). The Company's consolidated financial statements included its wholly-owned subsidiaries and Revelar, a variable interest entity ("VIE") for which the Company was the primary beneficiary through September 30, 2022. All intercompany balances and accounts are eliminated in consolidation.

To conform with current fiscal year 2024 presentation, we reclassified \$6.8 million of impairment of property and equipment included within restructuring and other costs to impairment of long-lived assets in the consolidated statement of operations and comprehensive loss for the year ended September 30, 2023. This reclassification had no impact on our consolidated statement of operations and comprehensive loss for the year ended September 30, 2023.

Use of estimates

The presentation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Such estimates include the valuation of deferred tax assets, stock-based compensation expense, transaction price and progress toward completion of performance obligation under the contracts with customers, determination of the net realizable value of inventory, valuation and useful life of developed technology and customer relationships, valuation assumptions used in the calculation of the impairment of long-lived assets, restructuring costs and incremental borrowing rate for operating leases. Actual results could differ from those estimates.

Concentration of credit risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist of cash and cash equivalents, short-term investments and accounts receivable. Substantially all of the Company's cash is held with two financial institutions that management believe are of high credit quality. Such deposits may, at times, exceed federally

insured limits. The Company's investment policy addresses the level of credit exposure by establishing a minimum allowable credit rating and by limiting the concentration in

The Company's accounts receivable is derived from customers located principally in the United States, Europe and Asia-Pacific region ("APAC"). The Company performs ongoing credit evaluations of its customers and maintains allowances for potential credit losses on customers' accounts when deemed necessary. The Company does not typically require collateral from its customers. Credit losses historically have not been material. The Company continuously monitors customer payments and maintains an allowance for doubtful accounts based on its assessment of various factors including historical experience, age of the receivable balances, and other current economic conditions or other factors that may affect customers' ability to pay.

Cash and cash equivalents

Cash equivalents that are readily convertible to cash are stated at cost, which approximates fair value. The Company considers all highly liquid investments with an original or remaining maturity of three months or less at the time of purchase to be cash equivalents. Cash equivalents consist of investments in money market funds as of September 30, 2024 and 2023.

Restricted cash

Represents cash held at financial institutions that are pledged as collateral for stand-by letters of credit for lease commitments. The lease related letters of credit will lapse at the end of the respective lease terms through 2044.

	September 30, 2024	September 30, 2023
Cash and cash equivalents	\$226,316	\$286,470
Restricted cash, non-current	2,816	

2,811

Total cash, cash equivalents and restricted cash	\$	229,132
		289,281

Short-term investments

The Company invests in various types of securities, including United States government, commercial paper, and corporate debt securities. The Company classifies its investments as available-for-sale and records them at fair value based upon market prices at period end.

The Company regularly reviews its short-term investments to identify and evaluate investments that have indications of possible impairment from credit losses or other factors. For available-for-sale debt securities in an unrealized loss position, the Company evaluates whether a current expected credit loss exists based on available information relevant to the credit rating of the security, current economic conditions and reasonable and supportable forecasts. The allowance for credit loss is recorded in other income (expense), net, on the consolidated statements of operations and comprehensive loss, not to exceed the amount of the unrealized loss. Any excess unrealized loss other than the credit loss is recognized in accumulated other comprehensive income or loss in the stockholders' equity section of the consolidated balance sheets. There was no allowance for credit losses relating to the short-term investments recognized as of September 30, 2024.

The cost of securities sold is based on the specific identification method and realized gains and losses are included in other income (expense), net. Dividend and interest income are recognized when earned. The Company may sell these securities at any time for use in current operations.

Accounts receivable and allowance for credit losses

Accounts receivables include amounts billed and currently due from customers, recorded at the net invoice value and are not interest bearing. The Company has a short order-to-invoice lifecycle, as most products can be manufactured within one month. Upon delivery of the products to the customer, the Company invoices the customer. The typical timing of payment is net 30 days. If the right to payment for services performed was conditional on something other than the passage of time, the unbilled amount would be recorded as a separate contract asset.

The Company is exposed to credit losses primarily through accounts receivable from sales of its products and services. The Company maintains an allowance for credit losses for expected uncollectible accounts receivable and contract assets, which is recorded as an offset to accounts receivable or contract assets and provisions for credit losses are recorded in selling, general and administrative expense in the consolidated statements of operations and comprehensive loss. The allowance for current expected credit losses is based on a review of customer accounts and considers historical credit loss information that is adjusted for current economic and business conditions and anticipated future economic events that may impact collectability. In developing its expected credit loss estimate, the

Company evaluated the appropriate grouping of accounts receivable and contract assets based upon its evaluation of risk characteristics, including consideration of region and industries of the customers. Specific allowance amounts are established to record the appropriate provision for customers that have a higher probability of default. The allowance for credit losses is reviewed on a regular basis to assess the adequacy of the allowance and once a receivable is deemed to be uncollectible, such balance is charged against the allowance. Allowance for credit losses were \$0.7 million and \$0.2 million as of September 30, 2024 and 2023, respectively.

Fair value of financial instruments

The Company applies fair value accounting for all financial and non-financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities which are required to be recorded at fair value, we consider the principal or most advantageous market in which we would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as risks inherent in valuation techniques, transfer restrictions and credit risks. See Note 5, Fair value measurements, for more information. The carrying amounts of the Company's financial instruments including cash equivalents, short term investments, and accounts receivable approximate fair value due to their relatively short maturities.

Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is computed using standard cost which approximates actual cost on a first-in, first-out basis. The Company periodically review its inventories to identify obsolete, slow-moving, excess or otherwise unsaleable items. If obsolete, slow-moving, excess or unsaleable items are observed and there are no alternate uses for the inventory, the Company records a write-down to net realizable value through a charge to cost of revenues on our consolidated statements of operations and comprehensive loss. The determination of net realizable value requires judgment, including consideration of many factors, such as estimates of future product demand, past experience, product net selling prices, current and future market conditions, the age and nature of inventories, and potential product obsolescence, among others.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets or the lesser of the useful life and the remaining lease term of the respective leasehold improvements assets, if any. Upon retirement or sale, the cost of assets disposed of and the related accumulated depreciation are eliminated from the accounts and any resulting gain or loss is credited or charged to operations in the period recognized. Repairs and maintenance costs are expensed as incurred.

Estimated lives of property and equipment are as follows:

	Estimated lives
Laboratory equipment	5 Years
Furniture, fixtures and other equipment	

5 Years	Computer equipment	3 Years	Vehicles	5 Years	Computer software	3 Years	Leasehold improvements	Lesser of useful life or facilities' lease term

Capitalized software held for internal use

Costs associated with internal-use software systems during the application development stage are capitalized. Capitalization of costs begins when the preliminary project stage is completed, management has committed to funding the project, and it is probable that the project will be completed and the software will be used to perform the function intended. Costs include external direct costs of services and applicable personnel costs of employees devoted to specific software application development. Personnel costs consist of salaries, employee benefit costs, bonuses and stock-based compensation expenses. The capitalized amounts are included in property and equipment, net on the consolidated balance sheets.

Capitalization ceases at the point when the project is substantially complete and is ready for its intended purpose. Capitalized costs are amortized from the project completion date, using the straight-line method over an estimated useful life of the assets.

Finite-lived intangible assets

Finite-lived intangible assets are recorded at cost, net of accumulated amortization, and, if applicable, impairment charges. Amortization of finite-lived intangible assets is recorded over the assets' estimated useful lives on a straight-line basis or based on the pattern in which economic benefits are consumed, if reliably determinable. The Company reviews the finite-lived intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. See "Impairment of long-lived assets" for additional information.

Impairment of long-lived assets

The Company's long-lived assets consists of property and equipment, right of use assets and finite-lived intangible assets. The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If indicators of impairment are present, the Company tests for recoverability by comparing the estimated undiscounted future cash flows expected to result from the use of the asset over its remaining useful life to the carrying amount of the asset or asset group. If the asset or asset group is determined to be impaired, any excess of the carrying value of the asset or asset group over its estimated fair value is recognized as an impairment loss. Impairment assessments inherently involve judgment as to assumptions about expected future cash flows and the impact of market conditions on those assumptions. See Note 15,

Impairment of long-lived assets

for the additional information and disclosures related to impairment of long-lived

assets.

Leases

The Company determines if an arrangement is or contains a lease at inception and classifies each lease as operating or financing. Operating lease right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments made during the lease term, net of any tenant improvement allowance. Operating lease right-of-use assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. In determining the present value of committed lease payments, the Company uses its incremental borrowing rate based on the information available at the lease commencement date which includes significant assumptions made including the Company's estimated credit rating, annual percentage yields from corporate debt financings of companies of similar size and credit rating over a loan term approximating the remaining term of each lease, and government bond yields for terms approximating the remaining term of each lease in countries where the leased assets are located. Certain leases include payments of operating expenses that are dependent on the landlord's estimate, and these variable payments are therefore excluded from the lease payments used to determine the operating lease right-of-use asset and lease liability. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise any such options. Operating lease right-of-use assets are adjusted for prepaid lease payments, lease incentives and initial direct costs incurred. Lease expense is recognized on a straight-line basis over the expected lease term.

The Company elected to not apply the recognition requirements of Topic 842 to short-term leases with terms of 12 months or less which do not include an option to purchase the underlying asset that the Company is reasonably certain to exercise. For short-term leases, lease payments are recognized as operating expenses on a straight-line basis over the lease term. The Company elected to account for lease and non-lease components as a single lease component.

Additional information and disclosures required by Topic 842 are contained in Note 8,

Leases

Goodwill

Determining when to test for impairment, the reporting unit, the assets and liabilities of the reporting unit, and the fair value of the reporting unit requires significant judgment and involves the use of significant estimates and assumptions. The Company tests goodwill for impairment in the fourth quarter each year, or more frequently if indicators of an impairment exist. Evaluating goodwill for impairment involves the determination of the fair value of the reporting unit in which goodwill and indefinite-lived intangible assets are recorded using a qualitative or quantitative analysis. If the fair value of the reporting unit exceeds its carrying value, goodwill is considered not impaired. If the carrying value of the reporting unit exceeds its fair value, the Company will record an impairment loss up to the difference between the carrying value and implied fair value.

The Company has an unconditional option to bypass the qualitative assessment in any period and proceed directly to performing the first step of the goodwill impairment test. For 2024, the Company elected to proceed directly to the step one assessment which indicated that the fair value of its single reporting unit substantially exceeded the carrying value.

Segment information

The Company is a synthetic biology and genomics company that has developed a disruptive DNA synthesis platform to industrialize the engineering of biology and manufactures synthetic genes, tools for next-generation sequencing preparation, and antibody libraries for drug discovery and development and operates as one reportable and operating segment. The Company's chief operating decision-maker, its Chief Executive Officer (CEO), reviews the Company's operating results on an aggregate basis for purposes of allocating resources and evaluating financial performance.

*family:'Times New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:700;line-height:115%>Foreign currency transactions and translation </div><div style="margin-bottom:10pt">The Company's consolidated financial statements are presented in U.S. dollars. The functional currency for certain foreign subsidiaries is their local currency. Revenues, expenses, gains and losses for non-U.S. dollar functional currency entities are translated into U.S. dollars using average currency exchange rates for the period. Assets and liabilities for such entities are translated using exchange rates that approximate the rate at the balance sheet date. Foreign currency translation adjustments are recorded as a component of accumulated other comprehensive loss on the Company's consolidated balance sheets. Foreign currency transaction gains and losses on transactions not denominated in functional currency are recorded in Other income (expense), net, on the consolidated statements of operations.</div><div style="margin-bottom:10pt">Revenue recognition</div><div style="margin-bottom:10pt">The Company recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration which the Company expects to receive in exchange for those goods or services. To determine revenue recognition for contracts with customers, the Company performs the following five steps:</div><div style="padding-left:18pt;text-indent:-18pt">i.identification of the promised goods or services in the contract;</div><div style="padding-left:18pt;text-indent:-18pt">ii.determination of whether the promised goods or services are performance obligations including whether they are distinct in the context of the contract;</div><div style="padding-left:18pt;text-indent:-18pt">iii.measurement of the transaction price, including the constraint on variable consideration;</div><div style="padding-left:18pt;text-indent:-18pt">iv.allocation of the transaction price to the performance obligations based on estimated selling prices; and</div><div style="padding-left:18pt;text-indent:-18pt">v.recognition of revenue when (or as) the Company satisfies each performance obligation. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account.</div><div>
</div><div style="margin-bottom:10pt">See Note 3,Revenue recognition, for detailed discussions of revenue recognition, and how the five steps described above are applied.</div><div style="margin-bottom:10pt">Cost of Revenue</div><div>Cost of revenues primarily consists of cost incurred in the production and delivery of the Company's products and consists of production materials, personnel costs, cost of expensed equipment and consumables, laboratory supplies, consulting costs, depreciation, production overhead costs, information technology, maintenance and facility costs. Personnel costs consist of salaries, employee benefit costs, bonuses, and stock-based compensation expenses. In addition, cost of revenue includes royalty costs for licensed technologies included in the Company's products, and provisions for slow-moving and obsolete inventory.</div><div>
</div><div style="margin-bottom:10pt">Research and development</div><div style="margin-bottom:10pt">Research and development expenses consist of compensation costs, employee benefits, subcontractors, research supplies, allocated facility related expenses and allocated depreciation and amortization.</div>*

All research and development costs are expensed as incurred.

Advertising costs

Costs related to advertising and promotions are expensed to sales and marketing as incurred. Advertising and promotion expenses for the years ended September 30, 2024, 2023 and 2022, were \$5.2 million, \$2.9 million and \$2.4 million, respectively.

Stock-based compensation

The Company maintains performance incentive plans under which incentive and nonqualified stock options, performance-based stock options, restricted stock units, performance-based stock units and through employer purchase plan are granted primarily to employees and may be granted to members of the board of directors and certain non-employee consultants, and employees may participate in an employee stock purchase plan.

The Company recognizes stock compensation in accordance with the Accounting Standard Codification ("ASC") 718,

Compensation—Stock Compensation

. ASC 718 requires the recognition of compensation expense, using a fair value-based method, for costs related to all stock-based payments including stock options, restricted stock units and employee stock purchase plan.

The Company recognizes fair value of stock options granted to employees and non-employees as a stock-based compensation expense over the period in which the related services are received. The Company recognizes forfeitures as they occur. The Company believes that the estimated fair value of stock options is more readily measurable than the fair value of the services rendered.

For performance-based awards, expense is recognized over the period from the grant date to the estimated attainment date, which is the derived service period of the award, if management determines that it is probable that the performance-based vesting conditions will be achieved.

Net loss per share attributable to common stockholders

The Company calculates its basic and diluted net loss per share attributable to common stockholders in conformity with the two-class method required for companies with participating securities. In computing diluted net loss attributable to common stockholders, undistributed earnings are re-allocated to reflect the potential impact of dilutive securities. For purposes of the calculation of diluted net loss per share attributable to common stockholders, unvested shares of common stock issued upon the early exercise of stock options, shares issuable for employee stock purchase plan contributions received, warrants to purchase common stock, unvested restricted common stock, unvested restricted stock units and stock options to purchase common stock are considered potentially dilutive securities but have been excluded from the calculation of diluted net loss per share attributable to common stockholders as their effect is antidilutive.

Basic and diluted net loss per share of common stock attributable to common stockholders is calculated by dividing the net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period, less shares subject to repurchase, and excludes any dilutive effects of employee stock-based awards and warrants. Because the Company has reported a net loss for the years ended September 30, 2024, 2023 and 2022, diluted net loss per common share is the same as the basic net loss per share for those years.

Income taxes

The Company uses the asset and liability method of accounting for income taxes, in which deferred tax assets and liabilities are recognized for the future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply in the years in which those tax assets and liabilities are

expected to be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. A valuation allowance is established if it is more likely than not that all or a portion of the deferred tax asset will not be realized.

The Company's tax positions are subject to income tax audits. The Company recognizes the tax benefit of an uncertain tax position only if it is more likely than not that the position is sustainable upon examination by the taxing authority, based on the technical merits. The tax benefit recognized is measured as the largest amount of benefit which is more likely than not (greater than 50% likely) to be realized upon settlement with the taxing authority. The Company recognizes interest accrued and penalties related to unrecognized tax benefits in its tax provision.

The Company calculates the current and deferred income tax provision based on estimates and assumptions that could differ from the actual results reflected in income tax returns filed in subsequent years. Adjustments based on filed income tax returns are recorded when identified. The amount of income tax paid is subject to examination by U.S. and foreign tax authorities. The estimate of the potential outcome of any uncertain tax issue is subject to management's assessment of the relevant risks, facts and circumstances existing at that time. To the extent the assessment of such tax position changes, the change in estimate is recorded in the period in which the determination is made.

Variable interest entities

The Company consolidates a VIE in which the Company is deemed to be the primary beneficiary. An entity is generally a VIE if it meets any of the following criteria: (i) the entity has insufficient equity to finance its activities without additional subordinated financial support from other parties, (ii) the equity investors cannot make significant decisions about the entity's operations or (iii) the voting rights of some investors are not proportional to their obligations to absorb the expected losses of the entity or receive the expected returns of the entity and substantially all of the entity's activities involve or are conducted on behalf of the investor with disproportionately few voting rights. The Company periodically

makes judgments in determining whether its investees are VIEs and, for each reporting period, the Company assesses whether it is the primary beneficiary of its VIE.

Business combinations

The Company accounts for business combinations using the acquisition method. Under the acquisition method, the purchase price of the acquisition is allocated to the acquired tangible and identifiable intangible assets and assumed liabilities based on their estimated fair values at the time of the acquisition. This allocation involves a number of assumptions, estimates, and judgments that could materially affect the timing or amounts recognized in the Company's financial statements. As a result, the Company may record adjustments to the fair values of assets acquired and liabilities assumed within the measurement period (up to one year from the acquisition date) with the corresponding offset to goodwill. The most subjective areas of the acquisition accounting method include determining the fair value of the following:

- identifiable intangible assets, including the valuation methodology, estimates of projected revenues, technology obsolescence, and discount rates, as well as the estimated useful life of the intangible assets;
- contingent consideration; and
- goodwill, as measured as the excess of consideration transferred over the acquisition date fair value of the assets acquired, including the amount assigned to identifiable intangible assets, and the liabilities assumed.

The assumptions and estimates are based upon comparable market data and information obtained from the management of the acquired business.

Goodwill is assigned to reporting units that are expected to benefit from the synergies of the business combination as of the acquisition date.

Identifiable intangible assets with finite lives are amortized over their estimated useful lives in a pattern in which the asset is consumed. Acquisition-related costs, including advisory, legal, accounting, valuation, and other similar costs, are expensed in the periods in which those costs are incurred. The results of operations of acquired businesses are included in the Company's consolidated financial statements from the acquisition date.

Restructuring and other costs

Restructuring and other costs are comprised of employee separation costs and other associated costs primarily related to implementing a plan. Employee separation costs principally consist of one-time termination benefits and contractual termination benefits for severance, other termination benefit costs, and stock-based compensation expense for the acceleration of stock awards.

The Company records restructuring charges based on whether the termination benefits are provided under an on-going benefit arrangement or under a one-time benefit arrangement. The Company accounts for on-going benefit arrangements, such as those documented by employment agreements, in accordance with ASC 712, Nonretirement Postemployment Benefits. Under ASC 712, liabilities for post employment benefits are recorded at the time the obligations are probable of being incurred and can be reasonably estimated. The Company accounts for one-time employment benefit arrangements in accordance with ASC 420 Exit or Disposal Cost Obligations. One-time termination benefits are expensed at the date the entity notifies the employee, unless the employee must provide future service, in which case the benefits are expensed ratably over the future service period. Other associated costs are recognized in the period in which the liability is incurred.

Recent accounting pronouncements

New accounting guidance adopted

In June 2016, FASB issued ASU No. 2016-13 "Financial Instruments-Credit Losses: Measurement of Credit Losses on Financial Instruments" and has since modified the standard with several ASUs (collectively, "Topic 326"). Topic 326 requires measurement and recognition of expected credit losses for financial assets. The ASU replaced previous incurred loss impairment guidance and established a single expected credit losses allowance framework for financial assets carried at amortized cost. It also eliminated the concept of other-than-temporary impairment and requires credit losses related to certain available-for-sale debt securities to be recorded through an allowance for credit losses. On October 1, 2023, the Company adopted this standard using a modified retrospective approach, which requires a cumulative-effect adjustment to the opening balance of retained earnings to be recognized on the date of adoption and, accordingly, recorded a net increase of \$0.1 million to accumulated deficit as of the beginning of fiscal year 2024. In connection with the adoption of Topic 326, the Company made an accounting policy election to not measure an allowance for credit losses for accrued interest receivable.

New accounting guidance issued but not yet effective

In December 2023, the FASB issued ASU No. 2023-09 "Income Taxes (Topic 740)". The amendments in this ASU require that public business entities on an annual basis (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold. The amendments in this update are effective for annual periods beginning after December 15, 2024. The standard is not expected to have a material impact to the Company's consolidated financial statements.

In November 2023, the FASB issued ASU No. 2023-07 "Segment Reporting (Topic 280)". The amendments in this ASU improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in this update are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The standard is not expected to have a material impact to the Company's consolidated financial statements.

The Company has evaluated other recently issued accounting pronouncements and has concluded that the impact of recently issued standards that are not yet effective will not have a material impact on the Company's financial position or results of operations upon adoption.

Basis of presentation

The consolidated financial statements, which include the Company's accounts and the accounts of its wholly-owned subsidiaries, are prepared in accordance with U.S. generally accepted accounting principles (or "GAAP"). The Company's consolidated financial statements included its wholly-owned subsidiaries and Revelar, a variable interest entity ("VIE") for which the Company was the primary beneficiary through September 30, 2022. All intercompany balances and accounts are eliminated in consolidation.

To conform with current fiscal year 2024 presentation, we reclassified \$6.8 million of impairment of property and equipment included within restructuring and other costs to impairment of long-lived assets in the consolidated statement of operations and comprehensive loss for the year ended September 30, 2023. This reclassification had no impact on our consolidated statement of operations and comprehensive loss for the year ended September 30, 2023.

Concentration of credit risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist of cash and cash equivalents, short-term investments and accounts receivable. Substantially all of the Company's cash is held with two financial institutions that management believe are of high credit quality. Such deposits may, at times, exceed federally insured limits. The Company's investment policy addresses the level of credit exposure by establishing a minimum allowable credit rating and by limiting the concentration in any one investment.

The Company's accounts receivable is derived from customers located principally in the United States, Europe and Asia-Pacific region ("APAC"). The Company performs ongoing credit evaluations of its customers and maintains allowances for potential credit losses on customers' accounts when deemed necessary. The Company does not typically require collateral from its customers. Credit losses historically have not been material. The Company continuously monitors customer payments and maintains an allowance for doubtful accounts based on its assessment of various factors including historical experience, age of the receivable balances, and other current economic conditions or other factors that may affect customers' ability to pay.

Cash and cash equivalents and restricted cash

Cash equivalents that are readily convertible to cash are stated at cost, which approximates fair value. The Company considers all highly liquid investments with an original or remaining maturity of three months or less at the time of purchase to be cash equivalents. Cash equivalents consist of investments in money market funds as of September 30, 2024 and 2023.

Restricted cash represents cash held at financial institutions that are pledged as collateral for stand-by letters of credit for lease commitments. The lease related letters of credit will lapse at the end of the respective lease terms through 2044.

September 30, 2024	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000
(in thousands)														
September 30, 2024														

[illegible]

September 30, 2023					
Cash and cash equivalents					
\$					
226,316					
\$					
286,470					
Restricted cash, non-current					

[illegible]

199,858				
Total cash and cash equivalents				
\$				
226,316				
\$				
\$				
—				
226,316				
Short-term investments:				
U.S. government treasury bills				
\$				
49,964				
\$				

[illegible]

Total cash, cash equivalents and investments

—						
The following table sets forth the cash and cash equivalents, and investments as of September 30, 2023:						

[illegible]

[illegible]

[illegible]

[illegible]

weight:400;line-height:100%>340,124 </td><td style="background-color:#ccccff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr></table>

</div>22631600028647000028160002811000229132000289281000<div style="margin-bottom:10pt">Short-term investments</div><div style="margin-bottom:10pt">The Company invests in various types of securities, including United States government, commercial paper, and corporate debt securities. The Company classifies its investments as available-for-sale and records them at fair value based upon market prices at period end.</div><div style="margin-bottom:10pt">The Company regularly reviews its short-term investments to identify and evaluate investments that have indications of possible impairment from credit losses or other factors. For available-for-sale debt securities in an unrealized loss position, the Company evaluates whether a current expected credit loss exists based on available information relevant to the credit rating of the security, current economic conditions and reasonable and supportable forecasts. The allowance for credit loss is recorded in other income (expense), net, on the consolidated statements of operations and comprehensive loss, not to exceed the amount of the unrealized loss. Any excess unrealized loss other than the credit loss is recognized in accumulated other comprehensive income or loss in the stockholders' equity section of the consolidated balance sheets. There was no allowance for credit losses relating to the short-term investments recognized as of September 30, 2024.</div>The cost of securities sold is based on the specific identification method and realized gains and losses are included in other income (expense), net. Dividend and interest income are recognized when earned. The Company may sell these securities at any time for use in current operations.<div style="margin-bottom:10pt">Accounts receivable and allowance for credit losses</div><div style="margin-bottom:10pt">Accounts receivables include amounts billed and currently due from customers, recorded at the net invoice value and are not interest bearing. The Company has a short order-to-invoice lifecycle, as most products can be manufactured within one month. Upon delivery of the products to the customer, the Company invoices the customer. The typical timing of payment is net 30 days. If the right to payment for services performed was conditional on something other than the passage of time, the unbilled amount would be recorded as a separate contract asset.</div><div style="margin-bottom:10pt">The Company is exposed to credit losses primarily through accounts receivable from sales of its products and services. The Company maintains an allowance for credit losses for expected uncollectible accounts receivable and contract assets, which is recorded as an offset to accounts receivable or contract assets and provisions for credit losses are recorded in selling, general and administrative expense in the consolidated statements of operations and comprehensive loss. The allowance for current expected credit losses is based on a review of customer accounts and considers historical credit loss information that is adjusted for current economic and business conditions and anticipated future economic events that may impact collectability. In developing its expected credit loss estimate, the Company evaluated the appropriate grouping of accounts receivable and contract assets based upon its evaluation of risk characteristics, including consideration of region and </div>industries of the customers. Specific allowance amounts are established to record the appropriate provision for customers that have a higher probability of default. The allowance for credit losses is reviewed on a regular basis to assess the adequacy of the allowance and once a receivable is deemed to be uncollectible, such balance is charged against the allowance. Allowance for credit losses were \$0.7 million and \$0.2 million as of September 30, 2024 and 2023, respectively.P30D700000200000<div style="margin-bottom:10pt">Fair value of financial instruments</div>The Company applies fair value accounting for all financial and non-financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

When determining the fair value measurements for assets and liabilities which are required to be recorded at fair value, we consider the principal or most advantageous market in which we would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as risks inherent in valuation techniques, transfer restrictions and credit risks. See Note 5, Fair value measurements, for more information. The carrying amounts of the Company's financial instruments including cash equivalents, short term investments, and accounts receivable approximate fair value due to their relatively short maturities.

Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is computed using standard cost which approximates actual cost on a first-in, first-out basis. The Company periodically review its inventories to identify obsolete, slow-moving, excess or otherwise unsaleable items. If obsolete, slow-moving, excess or unsaleable items are observed and there are no alternate uses for the inventory, the Company records a write-down to net realizable value through a charge to cost of revenues on our consolidated statements of operations and comprehensive loss. The determination of net realizable value requires judgment, including consideration of many factors, such as estimates of future product demand, past experience, product net selling prices, current and future market conditions, the age and nature of inventories, and potential product obsolescence, among others.

Property and equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets or the lesser of the useful life and the remaining lease term of the respective leasehold improvements assets, if any. Upon retirement or sale, the cost of assets

disposed of and the related accumulated depreciation are eliminated from the accounts and any resulting gain or loss is credited or charged to operations in the period recognized. Repairs and maintenance costs are expensed as incurred.

Estimated lives of property and equipment are as follows:

	Useful life
Laboratory equipment	5 Years
Furniture, fixtures and other equipment	5 Years
Computer equipment	3 Years
Vehicles	5 Years
Computer software	3 Years
Leasehold improvements	

Lesser of useful life or facilities' lease term</td></tr></table></div>P5YP5YP3YP5YP3Y<div style="margin-bottom:10pt">Capitalized software held for internal use</div><div style="margin-bottom:10pt">Costs associated with internal-use software systems during the application development stage are capitalized. Capitalization of costs begins when the preliminary project stage is completed, management has committed to funding the project, and it is probable that the project will be completed and the software will be used to perform the function intended. Costs include external direct costs of services and applicable personnel costs of employees devoted to specific software application development. Personnel costs consist of salaries, employee benefit costs, bonuses and stock-based compensation expenses. The capitalized amounts are included in property and equipment, net on the consolidated balance sheets.</div>Capitalization ceases at the point when the project is substantially complete and is ready for its intended purpose.<div style="margin-bottom:10pt">Finite-lived intangible assets</div>Finite-lived intangible assets are recorded at cost, net of accumulated amortization, and, if applicable, impairment charges. Amortization of finite-lived intangible assets is recorded over the assets' estimated useful lives on a straight-line basis or based on the pattern in which economic benefits are consumed, if reliably determinable. The Company reviews the finite-lived intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. See "Impairment of long-lived assets" for additional information.<div style="margin-bottom:10pt">Impairment of long-lived assets</div>The Company's long-lived assets consists of property and equipment, right of use assets and finite-lived intangible assets. The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If indicators of impairment are present, the Company tests for recoverability by comparing the estimated undiscounted future cash flows expected to result from the use of the asset over its remaining useful life to the carrying amount of the asset or asset group. If the asset or asset group is determined to be impaired, any excess of the carrying value of the asset or asset group over its estimated fair value is recognized as an impairment loss. Impairment assessments inherently involve judgment as to assumptions about expected future cash flows and the impact of market conditions on those assumptions.<div style="margin-bottom:10pt;margin-top:10pt">Leases</div><div>The Company determines if an arrangement is or contains a lease at inception and classifies each lease as operating or financing. Operating lease right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments made during the lease term, net of any tenant improvement allowance. Operating lease right-of-use assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. In determining the present value of committed lease payments, the Company uses its incremental borrowing rate based on the information available at the lease commencement date which includes significant assumptions made including the Company's estimated credit rating, annual percentage yields from corporate debt financings of companies of similar size and credit rating over a loan term approximating the remaining term of each lease, and government bond yields for terms approximating the remaining term of each lease in countries where the leased assets are located. Certain leases include payments of operating expenses that are dependent on the landlord's estimate, and these variable payments are therefore excluded from the lease payments used to determine the operating lease right-of-use asset and lease liability. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise any such options. Operating lease right-of-use assets are adjusted for prepaid lease payments, lease incentives and initial direct costs incurred. Lease expense is recognized on a straight-line basis over the expected lease term.</div><div>
</div><div style="margin-bottom:10pt">The Company elected to not apply the recognition requirements of Topic 842 to short-term leases with terms of 12 months or less which do not include an option to purchase the underlying asset that the Company is reasonably certain to exercise. For short-term leases, lease payments are recognized as operating expenses on a straight-line basis over the lease term. The Company elected to account for lease and non-lease components as a single lease component.</div><div style="margin-bottom:10pt">Goodwill </div><div>

Determining when to test for impairment, the reporting unit, the assets and liabilities of the reporting unit, and the fair value of the reporting unit requires significant judgment and involves the use of significant estimates and assumptions. The Company tests goodwill for impairment in the fourth quarter each year, or more frequently if indicators of an impairment exist. Evaluating goodwill for impairment involves the determination of the fair value of the reporting unit in which goodwill and indefinite-lived intangible assets are recorded using a qualitative or quantitative analysis. If the fair value of the reporting unit exceeds its carrying value, goodwill is considered not impaired. If the carrying value of the reporting unit exceeds its fair value, the Company will record an impairment loss up to the difference between the carrying value and implied fair value.

The Company has an unconditional option to bypass the qualitative assessment in any period and proceed directly to performing the first step of the goodwill impairment test. For 2024, the Company elected to proceed directly to the step-one assessment which indicated that the fair value of its single reporting unit substantially exceeded the carrying value.

Segment information

The Company is a synthetic biology and genomics company that has developed a disruptive DNA synthesis platform to industrialize the engineering of biology and manufactures synthetic genes, tools for next-generation sequencing preparation, and antibody libraries for drug discovery and development and operates as one reportable and operating segment. The Company's chief operating decision-maker, its Chief Executive Officer (CEO), reviews the Company's operating results on an aggregate basis for purposes of allocating resources and evaluating financial performance.

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Foreign currency transactions and translation

The Company's consolidated financial statements are presented in U.S. dollars. The functional currency for certain foreign subsidiaries is their local currency. Revenues, expenses, gains and losses for non-U.S. dollar functional currency entities are translated into U.S. dollars using average currency exchange rates for the period. Assets and liabilities for such entities are translated using exchange rates that approximate the rate at the balance sheet date. Foreign currency translation adjustments are recorded as a component of accumulated other comprehensive loss on the Company's consolidated balance sheets. Foreign currency transaction gains and losses on transactions not denominated in functional currency are recorded in Other income (expense), net, on the consolidated statements of operations.

Revenue recognition

The Company recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration which the Company expects to receive in exchange for those goods or services. To determine revenue recognition for contracts with customers, the Company performs the following five steps:

- i.** identification of the promised goods or services in the contract;
- ii.** determination of whether the promised goods or services are performance obligations including whether they are distinct in the context of the contract;
- iii.** measurement of the transaction price, including the constraint on variable consideration;
- iv.** allocation of the

transaction price to the performance obligations based on estimated selling prices; and

v.

recognition of revenue when (or as) the Company satisfies each performance obligation. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account.

See Note 3,

Revenue recognition

, for detailed discussions of revenue recognition, and how the five steps described above are applied.

Cost of Revenue

Cost of revenues primarily consists of cost incurred in the production and delivery of the Company's products and consists of production materials, personnel costs, cost of expensed equipment and consumables, laboratory supplies, consulting costs, depreciation, production overhead costs, information technology, maintenance and facility costs. Personnel costs consist of salaries, employee benefit costs, bonuses, and stock-based compensation expenses. In addition, cost of revenue includes royalty costs for licensed technologies included in the Company's products, and provisions for slow-moving and obsolete inventory.

Research and development

Research and development expenses consist of compensation costs, employee benefits, subcontractors, research supplies, allocated facility related expenses and allocated depreciation and amortization. All research and development costs are expensed as incurred.

Advertising costs

Costs related to advertising and promotions are expensed to sales and marketing as incurred.

Stock-based compensation

The Company maintains performance incentive plans under which incentive and nonqualified stock options, performance-based stock options, restricted stock units, performance-based stock units and through employer purchase plan are granted primarily to employees and may be granted to members of the board of directors and certain non-employee consultants, and employees may participate in an employee stock purchase plan.

The Company recognizes stock compensation in accordance with the Accounting Standard Codification ("ASC") 718,

Compensation—Stock Compensation

, ASC 718 requires the recognition of compensation expense, using a fair value-based method, for costs related to all stock-based payments including stock options, restricted stock units and employee stock purchase plan.

The Company recognizes fair value of stock options granted to employees and non-employees as a stock-based compensation expense over the period in which the related services are received. The Company recognizes forfeitures as they occur. The Company believes that the estimated fair value of stock options is more readily measurable than the fair value of the services rendered.

For performance-based awards, expense is recognized over the period from the grant date to the estimated attainment date, which is the derived service period of the award, if management determines that it is probable that the performance-based vesting conditions will be achieved.

Net loss per share attributable to common stockholders

The Company calculates its basic and diluted net loss per share attributable to

common stockholders in conformity with the two-class method required for companies with participating securities. In computing diluted net loss attributable to common stockholders, undistributed earnings are re-allocated to reflect the potential impact of dilutive securities. For purposes of the calculation of diluted net loss per share attributable to common stockholders, unvested shares of common stock issued upon the early exercise of stock options, shares issuable for employee stock purchase plan contributions received, warrants to purchase common stock, unvested restricted common stock, unvested restricted stock units and stock options to purchase common stock are considered potentially dilutive securities but have been excluded from the calculation of diluted net loss per share attributable to common stockholders as their effect is antidilutive.

Basic and diluted net loss per share of common stock attributable to common stockholders is calculated by dividing the net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period, less shares subject to repurchase, and excludes any dilutive effects of employee stock-based awards and warrants. Because the Company has reported a net loss for the years ended September 30, 2024, 2023 and 2022, diluted net loss per common share is the same as the basic net loss per share for those years.

Income taxes

The Company uses the asset and liability method of accounting for income taxes, in which deferred tax assets and liabilities are recognized for the future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply in the years in which those tax assets and liabilities are expected to be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. A valuation allowance is established if it is more likely than not that all or a portion of the deferred tax asset will not be realized.

The Company's tax positions are subject to income tax audits. The Company recognizes the tax benefit of an uncertain tax position only if it is more likely than not that the position is sustainable upon examination by the taxing authority, based on the technical merits. The tax benefit recognized is measured as the largest amount of benefit which is more likely than not (greater than 50% likely) to be realized upon settlement with the taxing authority. The Company recognizes interest accrued and penalties related to unrecognized tax benefits in its tax provision.

The Company calculates the current and deferred income tax provision based on estimates and assumptions that could differ from the actual results reflected in income tax returns filed in subsequent years. Adjustments based on filed income tax returns are recorded when identified. The amount of income tax paid is subject to examination by U.S. and foreign tax authorities. The estimate of the potential outcome of any uncertain tax issue is subject to management's assessment of the relevant risks, facts and circumstances existing at that time. To the extent the assessment of such tax position changes, the change in estimate is recorded in the period in which the determination is made.

Variable interest entities

The Company consolidates a VIE in which the Company is deemed to be the primary beneficiary. An entity is generally a VIE if it meets any of the following criteria: (i) the entity has insufficient equity to finance its activities without additional subordinated financial support from other parties, (ii) the equity investors cannot make significant decisions about the entity's operations or (iii) the voting rights of some investors are not proportional to their obligations to absorb the expected losses of the entity or receive the expected returns of the entity and substantially all of the entity's activities involve or are conducted on behalf of the investor with disproportionately few voting rights. The Company periodically makes judgments in determining whether its investees are VIEs and, for each reporting period, the Company assesses whether it is the primary beneficiary of its VIE.

Business combinations

The Company accounts for business combinations using the acquisition method. Under the acquisition method, the purchase price of the acquisition is allocated to the acquired tangible and identifiable intangible assets and assumed liabilities based on their estimated fair values at the time of the acquisition. This allocation involves a number of assumptions, estimates, and judgments that could materially affect the timing or amounts recognized in the Company's

financial statements. As a result, the Company may record adjustments to the fair values of assets acquired and liabilities assumed within the measurement period (up to one year from the acquisition date) with the corresponding offset to goodwill. The most subjective areas of the acquisition accounting method include determining the fair value of the following:

•

identifiable intangible assets, including the valuation methodology, estimates of projected revenues, technology obsolescence, and discount rates, as well as the estimated useful life of the intangible assets;

•

contingent consideration; and

goodwill, as measured as the excess of consideration transferred over the acquisition date fair value of the assets acquired, including the amount assigned to identifiable intangible assets, and the liabilities assumed.

The assumptions and estimates are based upon comparable market data and information obtained from the management of the acquired business.

Goodwill is assigned to reporting units that are expected to benefit from the synergies of the business combination as of the acquisition date.

Identifiable intangible assets with finite lives are amortized over their estimated useful lives in a pattern in which the asset is consumed. Acquisition-related costs, including advisory, legal, accounting, valuation, and other similar costs, are expensed in the periods in which those costs are incurred. The results of operations of acquired businesses are included in the Company's consolidated financial statements from the acquisition date.

Restructuring and other costs

Restructuring and other costs are comprised of employee separation costs and other associated costs primarily related to implementing a plan. Employee separation costs principally consist of one-time termination benefits and contractual termination benefits for severance, other termination benefit costs, and stock-based compensation expense for the acceleration of stock awards.

The Company records restructuring charges based on whether the termination benefits are provided under an on-going benefit arrangement or under a one-time benefit arrangement. The Company accounts for on-going benefit arrangements, such as those documented by employment agreements, in accordance with ASC 712, Nonretirement Postemployment Benefits. Under ASC 712, liabilities for post employment benefits are recorded at the time the obligations are probable of being incurred and can be reasonably estimated. The Company accounts for one-time employment benefit arrangements in accordance with ASC 420 Exit or Disposal Cost Obligations. One-time termination benefits are expensed at the date the entity notifies the employee, unless the employee must provide future service, in which case the benefits are expensed ratably over the future service period. Other associated costs are recognized in the period in which the liability is incurred.

Recent accounting pronouncements

New accounting guidance adopted

In June 2016, FASB issued ASU No. 2016-13 "Financial Instruments-Credit Losses: Measurement of Credit Losses on Financial Instruments" and has since modified the standard with several ASUs (collectively, "Topic 326"). Topic 326 requires measurement and recognition of expected credit losses for financial assets. The ASU replaced previous incurred loss impairment guidance and established a single expected credit losses allowance framework for financial assets carried at amortized cost. It also eliminated the concept of other-than-temporary impairment and requires credit losses related to certain available-for-sale debt securities to be recorded through an allowance for credit losses. On October 1, 2023, the Company adopted this standard using a modified retrospective approach, which requires a cumulative-effect adjustment to the opening balance of retained earnings to be recognized on the date of adoption and, accordingly, recorded a net increase of \$0.1 million to accumulated deficit as

of the beginning of fiscal year 2024. In connection with the adoption of Topic 326, the Company made an accounting policy election to not measure an allowance for credit losses for accrued interest receivable.

New accounting guidance issued but not yet effective

In December 2023, the FASB issued ASU No. 2023-09 "Income Taxes (Topic 740)". The amendments in this ASU require that public business entities on an annual basis (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold. The amendments in this update are effective for annual periods beginning after December 15, 2024. The standard is not expected to have a material impact to the Company's consolidated financial statements.

In November 2023, the FASB issued ASU No. 2023-07 "Segment Reporting (Topic 280)". The amendments in this ASU improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in this update are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The standard is not expected to have a material impact to the Company's consolidated financial statements.

The Company has evaluated other recently issued accounting pronouncements and has concluded that the impact of recently issued standards that are not yet effective will not have a material impact on the Company's financial position or results of operations upon adoption.

-100000

Revenue

The Company's revenue is generated through the sale of synthetic biology tools, such as synthetic genes, oligo pools, NGS tools, DNA libraries and biopharma services for antibody discovery, optimization and development ("Biopharma").

Contracts with customers are in the written form of a purchase order or a quotation, which outline the promised goods and the agreed upon price. Such orders may be accompanied by a Master Supply or Distribution Agreement that establishes the terms and conditions, rights of the parties, delivery terms, and pricing. The Company assesses collectability based on a number of factors, including past transaction history and creditworthiness of the customer.

Synthetic genes, oligo pools, NGS tools, and DNA libraries

The Company recognizes revenue when control of the products is transferred to the customer and at a transaction price that is determined based on the agreed upon rates in the applicable order or master supply agreement applied to the quantity of synthetic DNA that was manufactured and shipped to the customer. The transaction price is determined based on the agreed upon rates in the quotation, the purchase order, or the master supply agreements applied to the quantity of all the products that were manufactured and shipped to the customer. The Company's contracts may include one or more ordered products, and the shipment of these products comprises the performance obligation (s) under the contract. Accordingly, all of the transaction price, net of any discounts, is allocated to the performance obligation (s). The Company's sales are subject to Ex Works (as defined in Incoterms 2010) delivery terms and revenue, other than Biopharma revenue, is recorded at the point in time when products are picked up by the customer's freight forwarder, as the Company has determined that this is the point in time that control transfers to the customer. Therefore, upon shipment of the product, there are no remaining performance obligations. The Company's shipping and handling activities are performed before the customer obtains control of the goods and therefore are considered a fulfillment cost. Shipping and handling fees charged to our customers are recognized as product revenue in the period shipped and the related costs for providing these services are recorded as a cost of revenue. The Company has elected to exclude all sales and value added taxes from the measurement of the transaction price. The Company has not adjusted the transaction price for significant financing since the time period between the transfer of goods and payment is less than one year. The Company has elected the practical expedient to not disclose the consideration allocated to remaining performance obligations and an explanation of when those amounts are expected to be recognized as revenue since the duration of the contracts is less than one year.

Biopharma

[illegible]

Contract liabilities

2,816	2,131	2,999

(1) consists of unbilled amounts primarily related to Biopharma contracts which consists of research and development agreements with third parties.

(2) Generally results from receipt of advance payment before our performance related to Biopharma contracts.

For the years ended September 30, 2024, 2023 and 2022 the Company recognized revenue of \$1.7 million, \$2.8 million and \$1.1 million, respectively, from the amount that was included in the contract liability balance at the beginning of each year.

In addition, for all periods presented, there was no revenue recognized in a reporting period from performance obligations satisfied in previous periods. The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of September 30, 2024 was \$8.6 million. The Company expects to recognize revenue over the next twelve months relating to performance obligations unsatisfied as of September 30, 2024.

Based on the nature of the Company's contracts with customers which are recognized over a term of less than 12 months, the Company has elected to use the practical expedient whereby costs to obtain a contract are expensed as they are incurred. The Company states its revenues net of any taxes collected from customers that are required to be remitted to various government agencies. The amount of taxes collected from customers and payable to governmental entities is included on the balance sheet as part of "Accrued expenses and other current liabilities."

Disaggregation of revenues

The table below sets forth revenues by geographic region, based on ship-to destinations. Americas consists of the United States, Canada, Mexico and South America; EMEA consists of Europe, the Middle East, and Africa; and APAC consists of Japan, China, South Korea, India, Singapore, Malaysia and Australia.

	Americas	EMEA	APAC	Total
2024	\$1.7 million	\$2.8 million	\$1.1 million	\$5.6 million
2023	\$1.7 million	\$2.8 million	\$1.1 million	\$5.6 million
2022	\$1.1 million	\$2.8 million	\$1.1 million	\$5.0 million

Year ended September 30,

(in thousands)	2024	2023	2022
Americas	\$	193,884	151,263
			122,473
EMEA	92,567	71,389	62,078
APAC	26,523	22,457	

color:#ccccff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccccff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,014 </td><td style="background-color:#ccccff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">312,974 </td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">245,109 </td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">203,565 </td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div>
</div><div>The table below sets forth revenues by products.</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.086%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended September 30, </td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.75pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.75pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.75pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:0.75pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#ccccff;border-top:0.75pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Synthetic genes</td><td colspan="3" style="background-color:#ccccff;padding:0 1pt"></td><td style="background-color:#ccccff;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ccccff;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>

[illegible]

[illegible]

(in thousands)		
2024	2023	2022
Industrial chemicals/materials		
\$	83,472	
\$		
	59,321	
\$		
	57,940	
Academic research		
	58,452	
45,847		
37,097		
Healthcare		
168,959		
137,148		

106,363		
Food/agriculture		
2,091		
2,793		
2,165		
Total revenues		
\$		
312,974		
\$		
245,109		
\$		
203,565		

Revenue from the United States represented 60%, 60% and 59% of the total revenue for the years ended September 30, 2024, 2023 and 2022, respectively.

Customer concentration

There are no major customers who accounted for 10% or more of the Company's revenue for the fiscal year ended September 30, 2024, September 30, 2023 and September 30, 2022.

There were no major customers who accounted for 10% or more of the net accounts receivable as of September 30, 2024. There was one customer who accounted for 10% or more of the net accounts receivable as of September 30, 2023.

The following table summarizes our contract balances:

	71.021%		

[illegible]

[illegible]

[illegible]

2023			
2022			
Synthetic genes			
\$			
92,679			
\$			
73,541			
\$			
61,509			
Oligo pools			
16,906			
14,489			
12,424			
DNA libraries			
13,933			
10,201			
6,149			

[illegible]

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			width:0.1%		
			width:0.1%		
			width:1.0%		
			width:12.086%		
			width:0.1%		
			Year ended September 30,		
			(in thousands)		
			2024		
			2023		
2022					
Industrial chemicals/materials					
			\$		
			83,472		
\$					
59,321					
\$					
57,940					
Academic research					
58,452					
45,847					
37,097					

Healthcare			168,959	137,148	106,363
Food/agriculture			2,091	2,793	2,165
Total revenues			\$312,974	\$312,974	\$312,974
			245,109	203,565	203,565
Cash, cash equivalent and investments					
The following table sets forth the cash and cash equivalents, and investments as of September 30, 2024:					

[illegible]

[illegible]

[illegible]

[illegible]

The following table sets forth the cash and cash equivalents, and investments as of September 30, 2023:

	(in thousands)	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Cash	\$	40,816	\$	\$	\$
Cash equivalents – money market funds	\$	—	\$	\$	\$
Total cash and cash equivalents	\$	40,816	\$	\$	\$

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

#000;padding:2px 0;text-align:right;vertical-align:bottom">119 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">277,924 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr></table></div><div>
</div><div>
</div><div>The following table sets forth the cash and cash equivalents, and investments as of September 30, 2023:</div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:43.142%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.087%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized cost</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Gross unrealized gains</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Gross unrealized losses</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair value</td></tr><tr><td colspan="3" style="background-color:#ceeeff;border-top:0.75pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash</td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$ </td><td style="background-color:#ceeeff;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">40,816 </td><td style="background-color:#ceeeff;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-

[illegible]

[illegible]

[illegible]

Total cash, cash equivalents and investments		
\$	340,210	
\$		
—		
\$		
(86)		
\$		
340,124		

2645800026458000199858000199858000226316000226316000499640001190000500830004

Fair value measurement

The Company determines the fair value of financial and non-financial assets and liabilities using the fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 — Quoted prices in active markets for identical assets or liabilities.

Level 2 — Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

In determining fair value, the Company utilizes

valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considering counterparty credit risk in its assessment of fair value.

Assets measured at fair value on a recurring basis

As of September 30, 2024, financial assets measured and recognized at fair value are as follows:

Level 1	Fair value
Assets	
\$	199,858
Money market funds	

[illegible]

[illegible]

[illegible]

family: 'Times New Roman', sans-serif; font-size: 10pt; font-weight: 400; line-height: 114%">280,708 </td><td style="background-color: #ffffff; border-top: 0.75pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 0 1pt"></td><td style="background-color: #ffffff; border-top: 0.75pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$ </td><td style="background-color: #ffffff; border-top: 0.75pt solid #000000; padding: 2px 0; text-align: right; vertical-align: bottom">14,889 </td><td style="background-color: #ffffff; border-top: 0.75pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 0 1pt"></td><td style="background-color: #ffffff; border-top: 0.75pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$ </td><td style="background-color: #ffffff; border-top: 0.75pt solid #000000; padding: 2px 0; text-align: right; vertical-align: bottom">— </td><td style="background-color: #ffffff; border-top: 0.75pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 0 1pt"></td><td style="background-color: #ffffff; border-top: 0.75pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$ </td><td style="background-color: #ffffff; border-top: 0.75pt solid #000000; padding: 2px 0; text-align: right; vertical-align: bottom">295,597 </td><td style="background-color: #ffffff; border-top: 0.75pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td></tr><tr style="height: 15pt"><td colspan="3" style="background-color: #e6e6ff; padding: 0 1pt"></td><td colspan="3" style="background-color: #e6e6ff; padding: 0 1pt"></td><td colspan="3" style="background-color: #e6e6ff; border-top: 0.75pt solid #000000; padding: 0 1pt"></td><td colspan="3" style="background-color: #e6e6ff; padding: 0 1pt"></td><td colspan="3" style="background-color: #e6e6ff; border-top: 0.75pt solid #000000; padding: 0 1pt"></td><td colspan="3" style="background-color: #e6e6ff; padding: 0 1pt"></td><td colspan="3" style="background-color: #e6e6ff; border-top: 0.75pt solid #000000; padding: 0 1pt"></td><td colspan="3" style="background-color: #e6e6ff; padding: 0 1pt"></td><td colspan="3" style="background-color: #e6e6ff; border-top: 0.75pt solid #000000; padding: 0 1pt"></td></tr></table></div><div>
</div><div style="margin-bottom: 10pt">Contractual maturities of short-term investments, as of September 30, 2024, were less than 12 months. The Company does not intend to sell the money market funds and short term investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost basis. </div><div style="margin-bottom: 10pt">As of September 30, 2024 and 2023, there are no financial liabilities measured and recognized at fair value. </div><div style="margin-bottom: 10pt">The following table provides a reconciliation of beginning and ending balances of the financial liabilities during the years ended September 30, 2023 and 2022: </div><div><table style="border-collapse: collapse; display: inline-table; margin-bottom: 5pt; vertical-align: text-bottom; width: 100.000%"><tr><td style="width: 1.0%"></td><td style="width: 57.081%"></td><td style="width: 0.1%"></td><td style="width: 0.1%"></td><td style="width: 0.557%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 12.081%"></td><td style="width: 0.1%"></td><td style="width: 0.1%"></td><td style="width: 0.557%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 12.081%"></td><td style="width: 0.1%"></td><td style="width: 0.1%"></td><td style="width: 0.557%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 12.086%"></td><td style="width: 0.1%"></td></tr><tr><td colspan="3" style="background-color: #e6e6ff; padding: 2px 1pt; text-align: left; vertical-align: bottom">(in thousands) </td><td colspan="3" style="background-color: #e6e6ff; padding: 0 1pt"></td><td colspan="3" style="background-color: #e6e6ff; padding: 2px 1pt; text-align: center; vertical-align: bottom">Holdbacks
Level 2</td><td colspan="3" style="background-color: #e6e6ff; padding: 0 1pt"></td><td colspan="3" style="background-color: #e6e6ff; padding: 2px

Contingent consideration		
Level 3		
Total fair value		
Balance at September 30, 2022		
\$		
5,093		
\$		
2,100		
\$		
7,193		
Change in fair value		
(3,326)		
(2,100)		
(5,426)		
Settlement		
(1,767)		
(1,767)		
Balance at September 30, 2023		

In June 2023, the indemnity holdback period ended, and the Company issued 104,727 shares valued of its common stock at \$1.8 million along with an immaterial cash payment for fractional shares to satisfy the indemnity holdback. The estimated fair value of the holdback liability decreased as a result of the change in the Company's stock price between September 30, 2022 and the date of settlement of the holdback liability.

At September 30, 2022, the contingent consideration liability in connection with the acquisition of AbX Biologics, Inc., a privately-held company providing in vivo antibody discovery services ("Abveris") was \$2.1 million based on management's determined that the revenue target for the calendar year 2022 was probable of being achieved. During the year September 30, 2023, management determined that the revenue target for the calendar year 2022 was not achieved, and therefore, a change in fair value of contingent consideration of \$2.1 million was recognized, resulting in the extinguishment of the contingent consideration liability of \$2.1 million.

Assets and liabilities without readily determinable values measured on a non-recurring basis

During 2021 and as amended in 2022, the Company entered into convertible promissory note agreements with a privately held company ("Borrower") pursuant to which the Company agreed to loan to the Borrower \$3.5 million in a series of loan installments, evidenced by a convertible promissory note having a maturity date of May 1, 2023 ("Convertible Note"). The Convertible Note included an option to convert the Convertible note into the Borrower's equity at the Borrower's next round of equity financing, and accrued interest at a rate of 4% per annum. In April 2023, the Company exercised the option and the Borrower issued to the Company ordinary shares which represent a 15% equity interest. As of September 30, 2024, the Company's equity investments were categorized as Level 3 within the fair value hierarchy.

The equity investment held by the company is a VIE, but the Company is not the primary beneficiary. The Company does not have the power to direct the activities that most significantly impact the economic performance of the investee.

The Company's maximum exposure to loss from this VIE consists of equity investment of \$1.5 million

weight:400;line-height:115%">Equity investments held by the Company lack readily determinable fair values and therefore the securities are measured at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or similar equity securities of the same issuer. The Company reviews the carrying value of its equity investments for impairment whenever events or changes in business circumstances indicate the carrying amount of such asset may not be fully recoverable. Impairments, if any, are based on the excess of the carrying amount over the recoverable amount of the asset. The Company recorded \$2.2 million of impairments during the years ended September 30, 2024. There were no such impairments during the years ended September 30, 2023 and 2022.

Changes in level 3 financial assets and liabilities

There were no transfers between Level 1, Level 2 and Level 3 in the periods presented.

The following table provides a reconciliation of beginning and ending balances of the Level 3 financial assets and liabilities during the years ended September 30, 2024 and 2023:

	2024	2023
Balance as of September 30, 2022	\$2,100	\$3,711
Change in fair value	(2,100)	—
Additions during the year	—	—

[illegible]

color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:114%">1,525

Level 1			Level 2			Level 3			Fair value			Assets			Money market funds			\$		199,858		\$		199,858	

background-color:#ccccff;padding:2px 1.37pt 2px 0;text-align:right;vertical-align:bottom"

[illegible]

As of September 30, 2023, financial assets measured and recognized at fair value are as follows:

	(in thousands)	Level 1	Level 2	Level 3	Fair value
Assets					
Money market funds	\$	245,654	\$	—	\$

[illegible]

#000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">14,889 </td><td style="background-color:#ffffff;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">—</td><td style="background-color:#ffffff;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">295,597 </td><td style="background-color:#ffffff;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-top:0.75pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-top:0.75pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-top:0.75pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-top:0.75pt solid #000000;padding:0 1pt"></td></tr></table>

</div>1998580000019985800050083000005008300024994100000249941000245654000002456540

The following table provides a reconciliation of beginning and ending balances of the financial liabilities during the years ended September 30, 2023 and 2022:</div><div>

[illegible]

\$</td><td style="background-color: #ccccff; border-bottom: 0.75pt solid #000000; border-top: 0.75pt solid #000000; padding: 2px 0; text-align: right; vertical-align: bottom">—</td><td style="background-color: #ccccff; border-bottom: 0.75pt solid #000000; border-top: 0.75pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ccccff; padding: 0 1pt"></td><td style="background-color: #ccccff; border-bottom: 0.75pt solid #000000; border-top: 0.75pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$</td><td style="background-color: #ccccff; border-bottom: 0.75pt solid #000000; border-top: 0.75pt solid #000000; padding: 2px 0; text-align: right; vertical-align: bottom">—</td><td style="background-color: #ccccff; border-bottom: 0.75pt solid #000000; border-top: 0.75pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td></tr></table></div>509300021000007193000-3326000-2100000-542600017670000176700000010472718000002100000-2100000210000035000000.040.1515000002200000<div style="margin-bottom: 10pt">The following table provides a reconciliation of beginning and ending balances of the Level 3 financial assets and liabilities during the years ended September 30, 2024 and 2023:</div><div><table style="border-collapse: collapse; display: inline-table; margin-bottom: 5pt; vertical-align: text-bottom; width: 100.000%"><tr><td style="width: 1.0%"></td><td style="width: 72.990%"></td><td style="width: 0.1%"></td><td style="width: 0.1%"></td><td style="width: 0.406%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 10.869%"></td><td style="width: 0.1%"></td><td style="width: 0.1%"></td><td style="width: 0.557%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 11.478%"></td><td style="width: 0.1%"></td></tr><tr><td colspan="3" style="padding: 2px 1pt 2px 8.2pt; text-align: left; text-indent: -7.2pt; vertical-align: bottom">(in thousands)</td><td colspan="3" style="padding: 0 1pt"></td><td colspan="3" style="padding: 2px 1pt; text-align: center; vertical-align: bottom">Contingent consideration</td><td colspan="3" style="padding: 0 1pt"></td><td colspan="3" style="padding: 2px 1pt; text-align: center; vertical-align: bottom">Equity investments</td></tr><tr><td colspan="3" style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 1pt; text-align: left; vertical-align: bottom"><div style="padding-left: 7.2pt; text-indent: -7.2pt">Balance as of September 30, 2022</div></td><td colspan="3" style="background-color: #ccccff; padding: 0 1pt"></td><td style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$</td><td style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0; text-align: right; vertical-align: bottom">2,100</td><td style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ccccff; padding: 0 1pt"></td><td style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$</td><td style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 0; text-align: right; vertical-align: bottom">3,711</td><td style="background-color: #ccccff; border-top: 1pt solid #000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td></tr><tr><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 8.2pt; text-align: left; text-indent: -7.2pt; vertical-align: bottom">Change in fair value</td><td colspan="3" style="background-color: #ffffff; padding: 0 1pt"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt; text-align: right; vertical-align: bottom">(2,100)</td><td colspan="3" style="background-color: #ffffff; padding: 0 1pt"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt; text-align: right; vertical-align: bottom"></td></tr></table></div>

[illegible]

[illegible]

Finished Goods

4,616	3,926	24,078	32,063

There is no consigned inventory balance as of September 30, 2024 and 2023.

Property and Equipment, net

Property and Equipment, net consists of the following:

	2024	2023	Laboratory equipment
	71.021%	0.1%	\$
	0.1%	0.1%	
	0.557%	0.1%	
	12.081%	0.1%	
	0.1%	0.1%	
	0.557%	0.1%	
	12.084%	0.1%	

September 30, (in thousands)

2024	2023

	\$	104,508	Furniture, fixtures and other equipment	2,944		3,484	Vehicles	211	85	Computer equipment	3,249	3,103	Computer software	10,095	5,507	Leasehold improvements

[illegible]

weight:400;line-height:115%">Construction in progress mainly represents equipment costs and internal use software development costs. For the year ended September 30, 2024 and 2023 the total depreciation and amortization expense was \$27.3 million and \$24.1 million, respectively. During the years ended September 30, 2024 and 2023, the Company recognized impairment of property and equipment of \$44.9 million and \$6.8 million, respectively. See Note 15 for details.</div><div>
</div><div style="margin-bottom:10pt">The net book value of capitalized computer software held for internal use included in property and equipment, net were \$5.2 million and \$3.2 million as of September 30, 2024 and 2023, respectively. For the year ended September 30, 2024 and 2023, the amortization expense of capitalized computer software held for internal use was \$2.6 million and \$0.9 million, respectively.</div><div style="margin-bottom:10pt">Property and equipment, net located in the United States were \$102.3 million and \$131.2 million as of September 30, 2024 and 2023, respectively. Property and equipment, net located outside of the United States were \$0.2 million and \$0.6 million as of September 30, 2024 and 2023, respectively.</div><div>
</div><div style="margin-bottom:10pt">Other current liabilities</div><div>Other current liabilities consist of the following:</div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.084%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="9" style="background-color:#ceeeff;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-top:0.75pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:0.75pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ceeeff;border-top:0.75pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Income and other taxes payable</td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ceeeff;border-top:0.75pt solid #000000;padding:2px 1.37pt 2px 0;text-align:right;vertical-align:bottom">2,725</td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#ceeeff;border-top:0.75pt solid #000000;padding:2px 1.37pt 2px 0;text-align:right;vertical-align:bottom">4,374</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Contract liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1.37pt 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-

[illegible]

color:#ceefff;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ceefff;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">17,316 </td><td style="background-color:#ceefff;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td style="background-color:#ceefff;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ceefff;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">27,024 </td><td style="background-color:#ceefff;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Work-in-process</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,146 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,113 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceefff;padding:2px 1pt;text-align:left;vertical-align:bottom">Finished Goods</td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceefff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,616 </td><td style="background-color:#ceefff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceefff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,926 </td><td style="background-color:#ceefff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">24,078 </td><td colspan="3" style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">32,063 </td><td colspan="3" style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>1731600027024000214600011130004616000392600024078000320630000<div>Property and Equipment, net consists of the following:</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:71.021%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.084%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:0 1pt"></td></tr></table></div>

(in thousands)		
2024		
2023		
Laboratory equipment		
\$		
99,528		
Furniture, fixtures and other equipment		
2,944		
3,484		
Vehicles		
211		
85		
Computer equipment		
3,249		
3,103		

Computer software	10,095	5,507
Leasehold improvements	57,448	57,271
Construction in progress	4,688	8,528
	\$	\$
	178,163	182,486
Less: Accumulated depreciation and amortization	(75,643)	(50,656)

[illegible]

[illegible]

[illegible]

Weighted average
Amortization period in years

Gross carrying amount	Impairment	Accumulated amortization	Net book value
Developed Technology	17	50,020	\$
Customer Relationships	14,478	(10,344)	\$
			—
			15,210

[illegible]

[illegible]

			Customer Relationships
			11
			15,210
			(3,461)
			11,749
			Tradenames & Trademarks
			3
			900
			(550)
			350
			Total finite-lived intangible assets
			\$
			66,130

Table 1

Year	Future annual amortization expense (in thousands)	Years ending September 30,
2025	1,053	2026
2026	1,053	2027
2027	1,053	2028
2028	1,053	2029
2029	1,053	

height:114%">Thereafter</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,213 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">14,478 </td><td style="background-color:#cceeef;border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>410000053000004900000<div>The goodwill balance is presented below:</div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.393%"><tr><td style="width:1.0%"></td><td style="width:71.003%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.562%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.162%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.409%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.164%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 8.2pt;text-align:left;text-indent:-7.2pt;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,</td></tr><tr><td colspan="3" style="background-color:#cceeef;border-top:0.75pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-top:0.75pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeef;border-top:0.75pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-top:0.75pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 8.2pt;text-align:left;text-indent:-7.2pt;vertical-align:bottom">Balance at beginning of year</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85,811 </td><td style="border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85,811 </td><td style="border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 8.2pt;text-align:left;text-indent:-7.2pt;vertical-align:bottom">Balance at end of year </td><td colspan="3" style="padding:0 1pt"></td><td style="background-color:#cceeef;border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">85,811 </td><td style="background-color:#cceeef;border-

[illegible]

	(25,198)	(10,344)	14,478	Customer Relationships		—	15,210	(10,541)	(4,669)	Tradenames & Trademarks		—	900	(125)	

[illegible]

[illegible]

Roman',sans-serif;font-size:10pt;font-weight:400;line-height:114%">11,749</td></tr><tr>
 | | | | | | | | |
</div>P17Y500200002519800010344000144780001521000010541000466900009000001250007750
Future annual amortization expense is as follows (in thousands):
</div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.960%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="8">"padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Years ending September 30,</div></td><td colspan="8">"padding:0 1pt"></td><td colspan="8">"padding:0 1pt"></td></tr><tr><td colspan="8">"background-color:#eceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="8">"background-color:#eceeef;padding:0 1pt"></td><td colspan="8">"background-color:#eceeef;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span

1,053

2026

1,053

2027

1,053

2028

1,053

2029

1,053

Thereafter

9,213

14,478

Leases

The Company leases certain of its facilities under non-cancellable operating leases expiring at various dates through 2044. The Company is also responsible for utilities, maintenance, insurance, and property taxes under these leases. Our lease payments consist primarily of fixed rental payments for the right to use the underlying leased assets over the lease terms, as well as payments for common-area maintenance and administrative services. We often receive customary incentives from our landlords, such as reimbursements for tenant improvements and rent abatement periods, which effectively reduce the total lease payments owed for these leases. Leases are classified as operating or financing at commencement. We do not have any material financing leases.

Certain leases include options to renew or terminate at the Company's discretion. The lease terms include periods covered by these options if it is reasonably certain the Company will renew or not terminate. The Company's lease agreements do not contain any material residual

value guarantee or restrictive covenants.

On May 30, 2023, Abveris, the Company's subsidiary, entered into an amendment to its existing lease agreement for approximately 17,200 square feet primarily consisting of two additional spaces located in Quincy, Massachusetts, to further expand operations. The term of the lease for both spaces ends on August 31, 2032. The Company has two options to extend the term for five years. The Company does not have reasonable certainty that these options will be exercised. Upon execution of the lease agreement, the Company provided the landlord an additional approximate \$0.5 million irrevocable letter of credit as a security deposit. The annual base rent for premises A will increase by 2.0% each year for the first two years and then 2.75% for each year thereafter plus certain operating expenses. The annual base rent for premises B will increase by 2.75% each year, plus certain operating expenses. The Company has the right to sublease the facility, subject to landlord consent. The premises A and B lease commenced in June 2023 and August 2023, respectively. As of the lease commencement dates, the total future minimum lease payments under the agreement was \$8.6 million.

The following table presents the Company's right-of-use assets and lease liabilities related to the Company's operating leases as of September 30, 2024 and 2023 as follows:

	September 30, 2024	September 30, 2023
Operating lease right-of-use-assets	\$58,829	\$71,531
Current liabilities:		

Current portion of operating lease liabilities	\$	14,805
Noncurrent liabilities:		
Operating lease liabilities, net of current portion	\$	70,221
Future minimum lease payments under all non-cancelable operating leases as of September 30, 2024 are as follows:		
(in thousands)		
Years ending September 30:		
2025	\$	14,814

2026	13,885	
2027	8,371	
2028	8,471	
2029	6,609	
Thereafter	81,405	
Total minimum lease payments	\$133,555	
Less: imputed interest	(48,529)	
Total operating lease liabilities	\$85,026	
Less: current portion	(14,805)	
Operating lease liabilities, net of current portion		

[illegible]

15.21 years

			15.37 years													
Weighted-average discount rate - operating leases						6.52		%					6.54		%	

Supplemental cash flow information related to leases are as follows:

						September 30,											
(in thousands)						2024						2023					
Cash payments included in the measurement of operating lease liabilities			\$			14,707			\$			14,604					

[illegible]

height:114%">14,896 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceefff;padding:2px 1pt;text-align:left;vertical-align:bottom">Noncurrent liabilities:</td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease liabilities, net of current portion</td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="border-bottom:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">70,221</td><td style="border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="border-bottom:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">79,173</td><td style="border-bottom:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>588290007153100014805000148960007022100079173000<div>Future minimum lease payments under all non-cancelable operating leases as of September 30, 2024 are as follows:</div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.960%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Operating
leases</td></tr><tr><td colspan="3" style="background-color:#ceefff;border-top:0.75pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Years ending September 30:</td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceefff;border-top:0.75pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">14,814</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceefff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceefff;padding:2px 1pt;text-align:right;vertical-align:bottom">13,885</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">8,371</td></tr><tr><td colspan="3" style="background-color:#ceefff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="3" style="background-color:#ceefff;padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">13,885</td></tr></table></div>

8,471					
2029					
6,609					
Thereafter					
81,405					
Total minimum lease payments					
\$			133,555		
Less: imputed interest					
(48,529)					
Total operating lease liabilities					
\$			85,026		
Less: current portion					
(14,805)					
Operating lease liabilities, net of current portion					
\$			70,221		

1481400013885000837100084710006609000814050001335550004852900085026000148050The components of lease expense and supplemental information were as follows:</div>

|

[illegible]

Securities Class Action

On December 12, 2022, a putative securities class action lawsuit captioned *Peters v. Twist Bioscience Corporation, et al.*, Case No. 22-cv-08168 (N.D. Cal.) (“Securities Class Action”) was filed in federal court in the Northern District of California (“Court”) against the Company, its Chief Executive Officer, and its Chief Financial Officer (the “Defendants”) alleging violations of federal securities laws. The Securities Class Action’s claims are based in large part on allegations made in a report issued on November 15, 2022 by Scorpion Capital (“Scorpion Report”) concerning, among other things, the Company’s DNA chip technology and accounting practices. The initial complaint filed in the Securities Class Action alleges that various statements that the defendants made between December 13, 2019 and November 14, 2022 were materially false and misleading in light of the allegations in the Scorpion Report. The plaintiff who initiated the lawsuit sought to represent a class of shareholders who acquired shares of the Company’s common stock between December 13, 2019 and November 14, 2022 and sought damages as well as certain other costs. On July 28, 2023, the Court appointed a new plaintiff, not the original plaintiff who filed the case, as lead plaintiff in the case and appointed a new law firm as lead counsel. On October 11, 2023, the lead plaintiff filed an amended complaint. The amended complaint is purportedly brought on behalf of all persons other than the Defendants who acquired the Company’s securities between December 20, 2018 and November 15, 2022. The amended complaint alleges that certain statements regarding, among other things, the Company’s DNA products and accounting practices were false and misleading.

This case remains in the preliminary stage. Given the inherent uncertainty of litigation and the legal standards that must be met, including class certification and success on the merits, the Company cannot express an opinion on the likelihood of an unfavorable outcome or on the amount or range of any potential loss. The Company and the other defendants intend to vigorously defend themselves against the claims asserted against them and filed a motion to dismiss the amended complaint on December 6, 2023. A hearing on the motion to dismiss was held on November 13, 2024 and the Company is now awaiting the judge’s decision.

Derivative Action

On September 25, 2023, a shareholder derivative suit captioned *Shumacher vs. Leproust et al.*, No. 1:23-cv-01048-UNA, was filed in the United States District Court for the District of Delaware against directors of the Company and an employee (the “Derivative Action”). The suit is based on substantially the same allegations in the Securities Class Action and seeks to recover, on behalf of the Company, damages to the Company arising from, among other things, the Securities Class Action. On November 13, 2023, the parties to the Derivative Action entered into a stipulation staying the Derivative Action pending resolution of the anticipated motion to dismiss the defendants have filed in the Securities Class Action.

Indemnifications

In the ordinary course of business, the Company enters into agreements that may include indemnification provisions. Pursuant to such agreements, the Company may indemnify, hold harmless and defend the indemnified parties for losses suffered or incurred by the indemnified party. Some of the provisions will limit losses to those arising from third-party actions. In some cases, the indemnification will continue after the termination of the agreement. The maximum potential amount of future payments the Company could be required to make under these provisions is not determinable. To date, the Company has not incurred material costs to defend lawsuits or settle claims related to these indemnification provisions. From time to time, the Company has entered into indemnification agreements with its directors and officers that requires it to indemnify its directors and officers against liabilities that may arise by reason of their status or service as directors or officers to the fullest extent permitted by law. The Company also has directors’ and officers’ insurance.

Related party transactions

During the years ended September 30, 2024, 2023 and 2022, the Company purchased raw materials from related parties in the amount of \$4.4 million, \$6.8 million and \$8.0 million, respectively. During the years ended September 30, 2024, 2023 and 2022, the Company recognized revenues from the related parties in the amount of \$12.1 million, \$5.9 million and \$3.5 million, respectively. Payable balances with the related parties were immaterial as of September 30, 2024, 2023 and 2022. Receivable balances with the related parties were \$0.5 million and \$1.7 million as of September 30, 2024 and 2023, respectively.

440000068000008000000.012100000590000035000005000001700000

height:115%;padding-left:5.5pt">Income taxes<div style="margin-bottom:10pt">The Company recorded income tax expense of \$0.6 million and \$1.2 million for the years ended September 30, 2024 and 2023, respectively. The Company recorded an income tax benefit of \$10.4 million for the year ended September 30, 2022.</div><div style="margin-bottom:10pt">The domestic and foreign components of pre-tax loss for the years ended September 30, 2024, 2023, and 2022 are as follows:</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:top;bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.086%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.75pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.75pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:0.75pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">US</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#e6e6ff;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(209,545)</td><td colspan="3" style="background-color:#e6e6ff;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#e6e6ff;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(205,389)</td><td colspan="3" style="background-color:#e6e6ff;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td colspan="3" style="background-color:#e6e6ff;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(231,659)</td><td colspan="3" style="background-color:#e6e6ff;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,379</td><td colspan="3" style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>

1,923	3,385	Total	(208,166)	(203,466)	(228,274)

The components of the income tax expense for the years ended September 30, 2024, 2023, and 2022 are as follows:

	2024	2023	2022
Year ended September 30,			
(in thousands)			
2024			
2023			

[illegible]

				Total current
Deferred	Federal	(9,765)	State	

[illegible]

[illegible]

[illegible]

[illegible]

Total income tax expense

(1)	5

The significant components of the Company's deferred tax assets and liabilities are as follows for the years ended September 30, 2024, and 2023:

	September 30, 2024	September 30, 2023
Net operating loss carryforwards	\$226,959	

[illegible]

[illegible]

[illegible]

Based on the available objective evidence, management believes it is more likely than not that the deferred tax assets will not be fully realizable. Accordingly, the Company has provided a full valuation allowance against its deferred tax assets at September 30, 2024 and 2023. The valuation allowance was \$360.6 million and \$302.4 million as of September 30, 2024 and 2023, respectively. The change in the valuation allowance was mainly due to an increase in the net operating loss, research and development credits and capitalized research and development during the fiscal year 2024.

The Company intends to continue maintaining a full valuation allowance on the Company's deferred tax assets until there is sufficient evidence to support the reversal of all or some portion of the allowance. The release of all, or a portion, of the valuation allowance would result in the recognition of certain deferred tax assets and a decrease to income tax expense for the period the release is recorded.

As of September 30, 2024, the Company had net operating loss carryforwards of approximately \$903.1 million and \$588.4 million available to reduce future taxable income, if any, for federal and state income tax purposes, respectively. Of the total federal net operating loss carryforwards, \$702.0 million never expires and the remaining carryforwards of \$201.1 million expire at various dates beginning in 2032 through 2038. Of the total state net operating loss carryforwards, the California State tax loss carryforwards of \$29.7 million begin to expire in 2033 and the remaining carryforwards of \$293.6 million for other states begin to expire at various dates beginning 2025 and beyond.

The Company also had federal and state research and development credit carryforwards of approximately \$51.0 million and \$34.4 million, respectively, at September 30, 2024. The federal credits will expire starting in 2033 if not utilized. The California research and development credits have no expiration date. Utilization of the net operating losses and tax credits

is subject to annual limitation due to the ownership change limitations provided by the Internal Revenue Code and similar state provisions. Such annual limitations may result in the expiration of the net operating losses and tax credits before utilization.

The provisions of ASC 740-10,Accounting for Uncertainty in Income Taxes, prescribe a comprehensive model for the recognition, measurement, and presentation and disclosure in financial statements of any uncertain tax positions that have been taken or expected to be taken on a tax return. The Company has identified uncertain tax positions related to federal and state research and development credits and foreign jurisdictions.

The aggregate changes in the balance of gross unrecognized tax benefits are as follows:

(in thousands)						Federal and state		
Balance as of September 30, 2021						\$		

	7,437	
	Increases related to tax positions taken during 2022	
	5,082	
	Increases related to tax positions taken in the prior year	
	864	
	Balance as of September 30, 2022	
	\$	
	13,383	
	Increases related to tax positions taken during 2023	
	5,043	
	Increases related to tax positions taken in the prior year	
	759	
	Balance as of September 30, 2023	
	\$	
	19,185	
	Increases related to tax positions taken during 2024	
	\$	
	3,354	

color:#ccccff;padding:2px 1pt;text-align:left;vertical-align:bottom">decreases related to tax positions taken in the prior year</td><td colspan="3" style="background-color:#ccccff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccccff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(127)</td><td style="background-color:#ccccff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Balance as of September 30, 2024</div></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">22,412</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div>
</div><div style="margin-bottom:10pt">The Company does not expect a material change in unrecognized tax benefits in the next twelve months. As of September 30, 2024 and 2023, approximately \$0.4 million and \$0.4 million of unrecognized tax benefit would, if recognized, impact the Company's effective income tax rate, respectively.</div><div style="margin-bottom:10pt">It is the Company's policy to include penalties and interest expense related to income taxes as a component of other expense and interest expense, respectively, as necessary. The Company's management determined that no accrual for interest and penalties was required as of September 30, 2024 and 2023.</div><div style="margin-bottom:10pt">The Company's files federal and state income tax returns with varying statutes of limitations. All tax years remain open to examination due to the carryover of net operating losses or tax credits. The Company currently has no federal or state tax examinations in progress.</div><div style="margin-bottom:10pt">In fiscal year 2022, the Company began recognizing an additional component of total Federal tax expense, the tax on Global Intangible Low-Taxed Income ("GILTI") provision of the Tax Act, which became applicable to the Company in fiscal year 2022. The Company elected to account for GILTI as a period cost, and therefore included GILTI expense in the effective tax rate calculation. This provision did not have a material effect on the effective tax rate for the years ended September 30, 2024, 2023 and 2022.</div>6000001200000-10400000<div style="margin-bottom:10pt">The domestic and foreign components of pre-tax loss for the years ended September 30, 2024, 2023, and 2022 are as follows:</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.086%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.75pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.75pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:8pt;font-weight:700;line-

2023			
2022			
US			
\$			
(209,545)			
\$			
(205,389)			
\$			
(231,659)			
Foreign			
1,379			
1,923			
3,385			
Total			
\$			
(208,166)			
\$			
(203,466)			

[illegible]

[illegible]

[illegible]

Total provision (benefit)

\$									
\$	(11,177)								

The following is a reconciliation of the statutory federal income tax rate to the Company's effective tax rate for the years ended September 30, 2024, 2023, and 2022:

Total provision (benefit)									
\$	(11,177)								

[illegible]

[illegible]

		(1)	
Gain on deconsolidation of variable interest entity			
		—	
(1)			
		(1)	
Others			
		(1)	
(2)			
		(2)	
Total income tax expense			
—			
(1)			
5			

0; text-align: right; vertical-align: bottom">%</td></tr></table></div>0.210.210.21-0.22-0.25-0.13-0.03-0.05-0.04000.04-0.01-0.0100.01-0.0100-0.010.010.0200-0.010.05<div>The significant components of the Company's deferred tax assets and liabilities are as follows for the years ended September 30, 2024, and 2023:</div><div><table style="border-collapse: collapse; display: inline-table; margin-bottom: 5pt; vertical-align: text-bottom; width: 100.000%"><tr><td style="width: 1.0%"></td><td style="width: 71.021%"></td><td style="width: 0.1%"></td><td style="width: 0.1%"></td><td style="width: 0.557%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 12.081%"></td><td style="width: 0.1%"></td><td style="width: 0.1%"></td><td style="width: 0.557%"></td><td style="width: 0.1%"></td><td style="width: 1.0%"></td><td style="width: 12.084%"></td><td style="width: 0.1%"></td></tr><tr><td colspan="3" style="padding: 0 1pt"></td><td colspan="3" style="padding: 0 1pt"></td><td colspan="9" style="padding: 2px 1pt; text-align: center; vertical-align: bottom">September 30,</td></tr><tr><td colspan="3" style="background-color: #cceeef; padding: 2px 1pt; text-align: left; vertical-align: bottom">(in thousands)</td><td colspan="3" style="background-color: #cceeef; padding: 0 1pt"></td><td colspan="3" style="background-color: #cceeef; border-top: 0.75pt solid #000000; padding: 2px 1pt; text-align: center; vertical-align: bottom">2024</td><td colspan="3" style="background-color: #cceeef; border-top: 0.75pt solid #000000; padding: 0 1pt"></td><td colspan="3" style="background-color: #cceeef; border-top: 0.75pt solid #000000; padding: 2px 1pt; text-align: center; vertical-align: bottom">2023</td></tr><tr><td colspan="3" style="background-color: #ffffff; border-top: 0.75pt solid #000000; padding: 2px 1pt; text-align: left; vertical-align: bottom">Net operating loss carryforwards</td><td colspan="3" style="background-color: #ffffff; padding: 0 1pt"></td><td style="background-color: #ffffff; border-top: 0.75pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$</td><td style="background-color: #ffffff; border-top: 0.75pt solid #000000; padding: 2px 0; text-align: right; vertical-align: bottom">226,959</td><td style="background-color: #ffffff; border-top: 0.75pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 0 1pt"></td><td style="background-color: #ffffff; border-top: 0.75pt solid #000000; padding: 2px 0 2px 1pt; text-align: left; vertical-align: bottom">\$</td><td style="background-color: #ffffff; border-top: 0.75pt solid #000000; padding: 2px 0; text-align: right; vertical-align: bottom">209,338</td><td style="background-color: #ffffff; border-top: 0.75pt solid #000000; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td></tr><tr><td colspan="3" style="background-color: #cceeef; padding: 2px 1pt; text-align: left; vertical-align: bottom">Research and development credit carryforwards</td><td colspan="3" style="background-color: #cceeef; padding: 0 1pt"></td><td colspan="2" style="background-color: #cceeef; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom">59,578</td><td style="background-color: #cceeef; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #cceeef; padding: 0 1pt"></td><td colspan="2" style="background-color: #cceeef; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom">49,454</td><td style="background-color: #cceeef; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td></tr><tr><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt; text-align: left; vertical-align: bottom">Capitalized research and development</td><td colspan="3" style="background-color: #ffffff; padding: 0 1pt"></td><td colspan="2" style="background-color: #ffffff; padding: 2px 0 2px 1pt; text-align: right; vertical-align: bottom">43,232</td><td style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td><td colspan="3" style="background-color: #ffffff; padding: 2px 1pt 2px 0; text-align: right; vertical-align: bottom"></td></tr></table></div>

30,599			
Operating lease liability			
		21,377	
22,921			
Stock-based compensation			
13,384			
		13,858	
Other			
14,310			
8,107			
Gross deferred tax assets			
		\$	
378,840			
\$			
334,277			
(360,594)			
Less: Valuation allowance			
(360,594)			

[illegible]

weight:400;line-height:114%">>(13,116)</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Gross deferred tax liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(18,246)</td><td style="background-color:#ffffff;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(31,896)</td><td style="background-color:#ffffff;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total net deferred tax asset</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td style="background-color:#e6e6ff;border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">—</td><td style="background-color:#e6e6ff;border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td style="background-color:#e6e6ff;border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">—</td></tr><td style="background-color:#e6e6ff;border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>2269590002093380005957800049454000432320003059900021377000229210001338400013The aggregate changes in the balance of gross unrecognized tax benefits are as follows:</div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.960%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Federal
and state</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;border-top:0.75pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Balance as of September 30, 2021</div></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td style="background-color:#e6e6ff;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7,437</td><td style="background-color:#e6e6ff;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>

Increases related to tax positions taken during 2022		
5,082	Increases related to tax positions taken in the prior year	
864	Balance as of September 30, 2022	
\$	13,383	
Increases related to tax positions taken during 2023		
5,043	Increases related to tax positions taken in the prior year	
759	Balance as of September 30, 2023	
\$	19,185	
Increases related to tax positions taken during 2024		
\$	3,354	

decreases related to tax positions taken in the prior year

(127)	

Balance as of September 30, 2024

\$	22,412	

7437000508200086400013383000504300075900019185000335400012700022412000400000

Common stock

As of September 30, 2024, the Company had reserved sufficient shares of common stock with a par value of \$0.00001 per share for issuance upon exercise of outstanding stock options. Each share of common stock is entitled to one vote. The holders of shares of common stock are also entitled to receive dividends whenever funds are legally available and when declared by the board of directors.

In February 2022, the Company completed an underwritten public offering of 5,227,272 shares of its common stock at a price to the public of \$55.00 per share, including the full exercise of underwriters' option to purchase an additional 681,818 shares of common stock. The Company received total net proceeds from the offering of \$269.8 million, net of underwriting discounts and commissions and offering expenses.

0.000011522727255.00681818269800000

Stock-based compensation

2018 Equity Incentive Plan

On September 26, 2018, the board of directors adopted the 2018 Equity Incentive Plan (the 2018 Plan) as a successor to the 2013 Stock Plan (the 2013 Plan). The maximum aggregate number of shares that may be issued under the 2018 Plan is 6,856,405 of the Company's common stock. The number of shares reserved for issuance under the 2018 Plan will be increased automatically on the first day of each fiscal year, following the fiscal year in which the 2018 Plan became effective, by a number equal to the least of 999,900, 4% of the shares of common stock outstanding at that time, or such number of shares determined by the Company's board of directors. The common shares issuable under the 2018 Plan are registered pursuant to a registration statement on Form S-8 on November 1, 2018.

Inducement Equity Incentive Plan

On August 22, 2023, the board of directors adopted an inducement equity incentive plan (the "Inducement Plan"). The maximum aggregate number of shares that may be issued under the Inducement Plan is 700,000 of the Company's common stock. The Inducement Plan permits the grant of non-statutory stock options, restricted stock, restricted stock units, stock appreciation rights, performance units and performance shares. The shares issuable under the Inducement Plan are registered pursuant to a registration statement on Form S-8 filed with the Securities and Exchange Commission on August 25, 2023.

As of September 30, 2024, a total of 1,618,728 shares of the Company's common stock have been reserved for issuance under the 2018 Plan and the Inducement Plan.

Any shares subject to outstanding awards under the 2013 Plan that are canceled or repurchased subsequent to the 2018 Plan's effective date are returned to the pool of shares reserved for issuance under the 2018 Plan. Awards granted under the 2018 Plan may be non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, and performance units.

[illegible]

color:#ffffff;border-top:0.75pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">1,523</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">28.01</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Vested/Issued</td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:right;vertical-align:bottom">(786)</td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeef;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39.39</td><td style="background-color:#cceeef;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">(393)</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37.29</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Nonvested shares at September 30, 2024</div></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">1,964</td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td style="background-color:#cceeef;border-bottom:0.75pt solid #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#cceeef;border-bottom:0.75pt solid #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">32.13</td><td style="background-color:#cceeef;border-bottom:0.75pt solid #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div>As of September 30, 2024, there was \$55.9 million of total unrecognized compensation cost related to these issuances that is expected to be recognized over a weighted average period of 2.5 years. The total grant date fair value of RSUs awarded during the year ended September 30, 2024, 2023 and 2022 were \$42.7 million, \$32.2 million and \$96.2 million, respectively. The total grant date fair value of RSUs vested during the year ended September 30, 2024, 2023 and 2022 were \$31.0 million, \$33.7 million and \$27.1 million, respectively.</div><div>
</div><div style="margin-bottom:10pt">Performance Stock Units</div><div style="margin-bottom:12pt">Performance stock unit awards ("PSUs") granted to Company executives will vest upon achievement of multiple year revenue, gross profit and cash balance metrics as determined by the board of directors, and to certain non-employee consultants will vest upon achievement of operational milestones.Stock compensation expense for PSUs is recorded

over the vesting period based on the grant date fair value of the awards and probability of the achievement of specified performance targets. The grant date fair value is equal to the closing share price of the Company's common stock on the date of grant. For Company executives, PSUs generally vest over a two to three-year service period following the grant date, provided that the recipient is a Company employee at the time of vesting and the performance targets applicable to each award are achieved. For non-employees, PSUs generally vest over a one to three-year service period following the grant date, provided that the performance targets applicable to each award are achieved. The percentage of PSUs that vest will depend on the achievement of specified performance targets at the end of the performance period and can range from 0% to 150% of the number of units granted. Any PSUs that are unvested at the end of the performance period are forfeited. Forfeitures of PSUs are recognized as they occur.

Activity under the PSUs during the year ended September 30, 2024 is summarized below:

	Nonvested shares at September 30, 2023	Granted	Forfeited	Expired	Vested	Weighted average grant date fair value per share
(In thousands, except per share data)						
Shares	932	932	—	—	932	\$

height:114%">36.82	
Granted	617
18.71	
Vested/Issued	(87)
79.66	
Forfeited	(296)
25.19	
Nonvested shares at September 30, 2024	
1,166	
27.01	
As of September 30, 2024, the unrecognized compensation costs related to these awards was \$9.5 million, based on the maximum achievement of the performance targets. The Company expects to recognize those costs over a weighted average period of 1.4 years. The total grant date fair value of PSUs awarded during the year ended September 30, 2024, 2023 and 2022 were \$11.5 million, \$21.2 million and \$49.0 million, respectively. The total grant date fair value of PSUs vested during	

the year ended September 30, 2024, 2023 and 2022 were \$6.9 million, \$1.8 million and \$0.5 million, respectively.

Options

Options are generally granted to employees and were granted to non-employee directors until fiscal year 2022. Stock options entitle the holder to purchase, at the end of the vesting term, a specified number of shares of Company common stock at an exercise price per share equal to the closing market price of the common stock on the date of grant. Stock options have a contractual life from the date of the grant and a vesting schedule as established by the board of directors. The maximum term of stock options granted under the 2018 Plan is 10 years and the awards generally vest over a four-year period. Forfeitures of options are recognized as they occur. The fair value of each services based stock option grant is estimated on the date of grant using the Black-Scholes option-pricing model. The Company historically had been a private company and lacked company-specific historical and implied volatility information for its stock. Therefore, it estimated its expected stock price volatility based on the historical volatility of publicly traded peer companies and utilized the "simplified" method for awards that qualify as "plain-vanilla" options. As determined under the simplified method, the expected term of stock options granted is calculated based on contractual and vesting terms of the option award, the risk-free interest rate is determined by reference to the U.S. Treasury yield curve in effect at the time of grant of the award for time periods approximately equal to the expected term of the award and the expected dividend yield is zero based on the fact that the Company has never paid cash dividends on common stock and does not expect to pay any cash dividends in the foreseeable future.

Options activity during the year ended September 30, 2024 is summarized below:

	Weighted average exercise price per share	Weighted average remaining contractual term (years)	Aggregate intrinsic value
Options outstanding at the beginning of the period	18.900%	1.021%	\$16.003 million
Options granted during the period	13.556%	1.021%	\$14.167 million
Options exercised during the period	0.410%	0.410%	0.410%
Options forfeited during the period	0.1%	0.1%	0.1%
Options expired during the period	0.1%	0.1%	0.1%
Options outstanding at the end of the period	18.900%	1.021%	\$16.003 million

[illegible]

[illegible]

Nonvested at September 30, 2024		
106.55	6.94	—
Exercisable at September 30, 2024		
1,616	24.35	4.27
\$		
36,798		
\$		
As of September 30, 2024, the unrecognized compensation costs		

related to these awards was \$0.2 million. The Company expects to recognize those costs over a weighted average period of 1.0 years. The Company did not grant any options during the year ended September 30, 2024 and 2023. The total grant date fair value of stock options awarded during the year ended September 30, 2022 was \$15.8 million. The aggregate intrinsic value of stock options exercised during the year ended September 30, 2023 and 2022 were \$1.1 million and \$31.9 million, respectively.

The fair value of options granted during the year ended September 30, 2022 were calculated using the weighted average assumptions set forth below:

Year ended	September 30,	2022	Expected term (years)	Expected volatility	70.7
6.0					
Expected volatility					
70.7					
%					
Risk-free interest rate					
1.4					
%					
Dividend yield					
—%					

Performance Stock Options

On September 1, 2020, the board of directors approved the implementation of a revised annual equity award program for executive officers, senior level employees and consultants to be granted as performance-based stock options ("PSOs") under the 2018 Plan. The PSOs issued to executive officers and senior level employees vested in prior years. The number of PSOs ultimately earned under the awards to a consultant is calculated based on the achievement of certain operational milestones. The maximum term of performance stock options granted under the 2018 Plan is 10 years for both employees and non-employees. The awards generally vest over a two-year period for executive officers and senior level employees. Awards to non-employees generally vest over a five-year period.

The provisions of the PSO are considered a performance condition, and the effects of that performance condition are not reflected in the grant date fair value of the awards. The Company used the Black-Scholes method to calculate the fair value at the grant date without regard to the vesting condition and will recognize compensation cost for the options that are expected to vest. Forfeitures of PSOs are recognized as they occur. The Company reassesses the probability of the performance condition at each reporting period and adjusts the compensation cost based on the probability assessment. As of September 30, 2024, the Company determined that 30,000 shares are expected to vest based on the probability of the performance condition that will be achieved under this equity award program.

Activity under the PSOs during the year ended September 30, 2024 is summarized below:

	Weighted average grant date fair value of awards	Weighted average remaining contractual term (years)	Aggregate intrinsic value	Outstanding at September 30, 2023	Exercised during the year	Forfeited during the year	Unvested at September 30, 2024
Shares	289	60.82	\$	7.37	\$	—	\$

[illegible]

[illegible]

#000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td><td colspan="3" style="border-top:0.75pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected term (years)</td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-top:0.75pt solid #000000;padding:2px 1.37pt 2px 1pt;text-align:right;vertical-align:bottom">5.9</td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Expected volatility</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1.37pt 2px 1pt;text-align:right;vertical-align:bottom">70.9%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Risk-free interest rate</td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:2px 1.37pt 2px 1pt;text-align:right;vertical-align:bottom">2.8%</td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Dividend yield</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1.37pt 2px 1pt;text-align:right;vertical-align:bottom">—%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div>
</div><div>Stock-based compensation</div><div>
</div><div>Total stock-based compensation expense recognized were as follows:</div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.086%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.75pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:0.75pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.75pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="border-top:0.75pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:0.75pt solid

[illegible]

2018 Employee Stock Purchase Plan

On September 26, 2018, the board of directors adopted the 2018 Employee Stock Purchase Plan (the 2018 ESPP). A total of 275,225 shares of the Company's common stock have been reserved for issuance under the 2018 ESPP. The number of shares reserved for issuance under the 2018 ESPP will be increased automatically on the first day of each fiscal year, following the fiscal year in which the 2018 ESPP becomes effective, by a number equal to the least of 249,470 shares, 1% of the shares of common stock outstanding at that time, or such number of shares determined by the Company's board of directors. The number of shares reserved for issuance as at September 30, 2024 is as follows:

	2024	2023	2022	2021
Outstanding at September 30, 2023	539	249	249	249
Additional shares authorized	249	249	249	249
Shares issued during the period	249	249	249	249

(177)

Outstanding at September 30, 2024		

611

Subject to any plan limitations, the 2018 ESPP allows eligible service providers (through qualified and non-qualified offerings) to contribute, normally through payroll deductions, up to 15% of their earnings for the purchase of the Company's common stock at a discounted price per share. The offering periods are beginning in February and August of each year, except the initial offering period which commenced with the initial public offering in October 2018 and ended on August 20, 2019. The common shares issuable under the 2018 ESPP were registered pursuant to a registration statement on Form S-8 on November 26, 2018.

Unless otherwise determined by the board of directors, the Company's common stock will be purchased for the accounts of employees participating in the 2018 ESPP at a price per share that is the lesser of 85% of the fair market value of the Company's common stock on the first trading day of the offering period, which for the initial offering period is the price at

which shares of the Company's common stock were first sold to the public, or 85% of the fair market value of the Company's common stock on the last trading day of the offering period. During the years ended September 30, 2024, the Company recorded \$1.6 million expense related to the 2018 ESPP. During the years ended September 30, 2023 and 2022 activity under the 2018 ESPP was immaterial.

401(k) Savings Plan

During 2018, the Company adopted a 401(k) savings plan for the benefit of its employees. In January 2022, the Company modified its plan to include an employer matching contribution. The Company is required to make matching contributions to the 401(k) plan equal to 50% of the first 6% of wages deferred by each participating employee. For the year ended September 30, 2024 and 2023, the Company incurred expenses for employer matching contributions of \$2.6 million and \$2.8 million, respectively.

Abveris Acquisition

On December 1, 2021, the Company completed the acquisition of Abveris and granted certain equity awards to new employees. These equity awards included up to 231,876 restricted shares of the Company's common stock which are issuable based on achievement of the 2023 calendar revenue target, which had an aggregate grant date fair value of \$20.1 million. In addition, all employees must remain employed through the payout date, and certain employees have an additional vesting period of up to two years from the acquisition date. The vesting upon achievement of the 2023 calendar revenue target is considered a performance condition, and the effects of that performance condition are not reflected in the grant date fair value of the awards. The Company used the stock price as of December 1, 2021 for the fair value of restricted shares.

At September 30, 2022, management determined that the performance condition relating to these awards was probable of being achieved, and cumulative stock-based compensation expense of \$9.9 million was recognized during the year ended September 30, 2022. At December 31, 2022, management determined that the performance condition was not achieved, and therefore the cumulative stock-based compensation expense recognized to date was reversed, resulting in a reduction of stock compensation expense of \$9.9 million in the three months ended December 31, 2022.

Activity with respect to the Company's restricted stock units during the year ended September 30, 2024 is as follows:

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Outstanding at September 30, 2024		
272		
\$		
59.83		
6.39		
\$		
1,042		
Nonvested at September 30, 2024		
30		
\$		
31.29		
7.57		
\$		
417		
Exercisable at September 30, 2024		
242		
\$		

weight:400;line-height:100%">63.36 </td><td style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="3" style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom">6.24</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">625</td><td style="background-color:#e6e6ff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt 0 7pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr></table></div>211900024.18P5Y3M671500011600038.4138400018.509202000161900024.51P4Y3M7D3679The fair value of options granted during the year ended September 30, 2022 were calculated using the weighted average assumptions set forth below:</div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:96.515%"><tr><td style="width:1.0%"></td><td style="width:84.457%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.584%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.559%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.75pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected term (years)</td><td colspan="3" style="background-color:#e6e6ff;border-top:0.75pt solid #000000;padding:2px 1.37pt 2px 1pt;text-align:right;vertical-align:bottom">6.0</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Expected volatility</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">70.7</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#e6e6ff;padding:2px 1pt;text-align:left;vertical-align:bottom">Risk-free interest rate</td><td colspan="3" style="background-color:#e6e6ff;padding:0 1pt"></td><td colspan="2" style="background-color:#e6e6ff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.4</td><td style="background-color:#e6e6ff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Dividend yield</td><td colspan="3" style="background-

**color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1.37pt 2px 1pt;text-align:right;vertical-align:bottom">—%</td></tr></table></div><div>The fair values of PSOs granted during the year ended September 30, 2022 were calculated using the weighted average assumptions set forth below:</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.787%"><tr><td style="width:1.0%"></td><td style="width:84.176%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.566%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.243%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.415%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year ended
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:0.75pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2022</td><td colspan="3" style="border-top:0.75pt solid #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected term (years)</td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-top:0.75pt solid #000000;padding:2px 1.37pt 2px 1pt;text-align:right;vertical-align:bottom">5.9</td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Expected volatility</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1.37pt 2px 1pt;text-align:right;vertical-align:bottom">70.9%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Risk-free interest rate</td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:2px 1.37pt 2px 1pt;text-align:right;vertical-align:bottom">2.8%</td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Dividend yield</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1.37pt 2px 1pt;text-align:right;vertical-align:bottom">—%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div>P6Y0.7070.0140P10YP2YP5Y3000028900060.82P7Y4M13D01700077.1027200059.83P6Y4M20Total stock-based compensation expense recognized were as follows:</div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.081%"></td><td**

[illegible]

align:right;vertical-align:bottom">11,772</td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:right;vertical-align:bottom">54,905</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Total stock-based compensation</td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">50,925 </td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">30,278 </td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">79,033 </td><td style="border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>4012000456200045870001119900013944000195410003571400011772000549050005092500

number of shares reserved for issuance as at September 30, 2024 is as follows:<div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.960%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.557%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.083%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(In thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Shares
available</td></tr><tr><td colspan="3" style="background-color:#cceeef;border-top:0.75pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Outstanding at September 30, 2023</div></td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;border-top:0.75pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">539</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Additional shares authorized</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">249</td></tr><tr><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:left;vertical-align:bottom">Shares issued during the period</td><td colspan="3" style="background-color:#cceeef;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeef;padding:2px 1pt;text-align:right;vertical-align:bottom">(177)</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Outstanding at September 30, 2024</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">249</td></tr></table></div>

611

Net loss per share attributable to common stockholders

The following table sets forth the computation of the Company's basic and diluted net loss per share attributable to common stockholders:

	2024	2023	2022
Numerator:			
Net loss attributable to common stockholders	\$ (208,726)	\$ (204,618)	\$ (204,618)

[illegible]

[illegible]

[illegible]

[illegible]

(4.04)

208726000-204618000-

217863000580160005801600056885000568850005388500053885000-3.60-3.60-3.60-3.60-4.04-4.04

The potentially dilutive common shares that were excluded from the calculation of diluted net loss per share because their effect would have been antidilutive for the periods presented are as follows:

						Year ended September 30,																																												
(in thousands)						2024			2023			2022			Shares subject to options to purchase common stock			1,891			2,408			2,765															Unvested restricted stock units and performance stock units						3,130			2552		

2095		
Shares subject to employee stock purchase plan		
69		
118		
97		
Total		
5,090		
5,078		
4,957		

1891000240800027650003130000255200020950006900011800097000509000050780004957

Impairment of long-lived assets

On June 30, 2024, the Company identified an impairment indicator with respect to an asset group associated with our antibody discovery services product line (“Biopharma asset group”) due to lower than forecasted revenues. Therefore, the Company performed a recoverability test of long-lived assets by comparing the Biopharma asset group’s net book value to its future undiscounted net cash flows. The Company concluded that the carrying value of the Biopharma asset group was not recoverable as it exceeded the future undiscounted cash flows the assets are expected to generate from their use and eventual disposition.

To measure the impairment loss, the Company estimated the fair value of the Biopharma asset group by applying a discounted cash flow method. In applying the discounted cash flow method, the Company made certain estimates and assumptions including, among others, the level and timing of revenues, operating expenses, working capital and discount rate. The Company used a discount rate of approximately 14%, which considers the inherent risks associated with the Biopharma asset group.

The allocated impairment loss to any individual long-lived asset within the long-lived asset group cannot reduce the carrying amount of that long-lived asset below its fair value. Accordingly, the Company determined the fair value of the long-lived assets within the Biopharma asset group based on their highest and best use. These assets include intangible assets, property and equipment, and right-of use assets. The Company estimated the fair value of the developed technology intangible asset and the customer relationships intangible asset using an excess earnings model (income approach). The Company estimated the fair value of the trade name intangible asset using a relief from royalty approach. In applying these valuation methods to the intangible assets, the Company made certain estimates and assumptions including the level and timing of expected cash flows and discount rate, which is consistent with the 14% discount rate noted above. The Company determined the fair value of property and equipment based on a market approach. The Company determined the fair value of

the lease right-of-use assets by applying a present value technique to the estimated market rate rental cash flows. Assumptions used to determine the fair values of certain lease right-of-use assets included estimated market rent and the discount rate.

These fair value measurements were based on significant inputs not observable in the market and thus represent a Level 3 measurement. The Company believes the level and timing of expected future cash flows appropriately reflects market participant assumptions.

As a result of allocating the impairment, the Company recorded the following impairment charges, which are included in "Impairment of long-lived assets" on our consolidated statements of operations and comprehensive loss for the year ended September 30, 2024:

	2024	2023	2022
Property and equipment	\$ 9,066	\$ 6,785	\$ 6,785
Goodwill	1,000	1,000	1,000
Intangible assets	1,000	1,000	1,000
Other long-lived assets	1,000	1,000	1,000
Total	\$ 12,066	\$ 9,785	\$ 9,785

Finite-lived intangible assets

35,864

Total

44,930

6,785

During the year ended September 30, 2023, the Company recognized impairment of property and equipment. See note 16.

2023 Restructuring and other costs

0.140.14

As a result of allocating the impairment, the Company recorded the following impairment charges, which are

Included in "Impairment of long-lived assets" on our consolidated statements of operations and comprehensive loss for the year ended September 30, 2024:		
	2024	2023
Property and equipment	\$ 9,066	\$ 6,785
Finite-lived intangible assets	—	—
Total	\$ 9,066	\$ 6,785

[illegible]

Restructuring and other costs and losses on disposal of property and equipment, which was accounted in accordance with ASC 360, Impairment of Long-Lived Assets are presented in the table below:		
Year ended September 30,	(in thousands)	2023
Restructuring and other costs:		
Severance and related benefit costs		\$ 8,467
Other associated costs	(1)	917
		\$ 9,384
Impairment of long-lived assets:		
Asset impairments	(2)	6,785

**color:#ccccff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">\$</td><td style="background-color:#ffffff;border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">16,169</td><td style="background-color:#ffffff;border-bottom:0.75pt solid #000000;border-top:0.75pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div>(1) Related primarily to costs associated with transferring assets between labs and professional service assistance related to the restructuring.</div><div>(2) Related to write-off of lab equipment \$3.7 million and leasehold improvements for decommissioned labs \$1.8 million and computer software \$1.3 million.</div><div>
</div><div>The following table shows the accrual activity and payments relating to cash-based restructuring costs for the year ended September 30, 2023:</div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:94.545%"><tr><td style="width:1.0%"></td><td style="width:41.688%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.329%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.329%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.331%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="border-top:1pt solid #dee2e6;padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top">Severance and related benefit costs</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top">Other associated costs</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:top">Total</td></tr><tr><td colspan="3" style="background-color:#ccccff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Costs</td><td colspan="3" style="background-color:#ccccff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">\$</td><td style="background-color:#ccccff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:top">8,467</td><td style="background-color:#ccccff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td><td colspan="3" style="background-color:#ccccff;padding:0 1pt"></td><td style="background-color:#ccccff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">\$</td><td style="background-color:#ccccff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:top">917</td><td style="background-color:#ccccff;border-**

[illegible]

[illegible]

#000000;border-top:0.75pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">
16,169

			(in thousands)																	
			Severance and related benefit costs																	
			Other associated costs																	
			Total																	
			Costs																	
			\$																	
			8,467																	
			\$																	
			917																	
			\$																	

9,384		
Payments		
(7,950)		
(917)		
(8,867)		
Balance as of September 30, 2023		
\$		
517		
—		
\$		
517		

8467000917000938400067850001616900037000001800000130000084670009170009384000

Subsequent Events

On October 21, 2024, the Company executed the Royalty Purchase Agreement ("RPA") with XOMA (US) LLC. ("XOMA Royalty"). Under the RPA, XOMA Royalty provided Twist Bioscience an upfront payment of \$15.0 million in cash in exchange for the right to receive half of the future potential milestone and royalty payments resulting from existing antibody discovery and biopharma services agreements between the Company and its customers.

15000000falsefalsefalsefalsefalse During the years ended September 30, 2024, 2023 and 2022, the Company had revenues from related parties in the amount of \$12.1 million, \$5.9 million and \$3.5 million, respectively.

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