## COMPLIANCE QUESTIONAIRE FOR ISSUERS OF SHARES

All questions contained in this questionnaire relate to the **period of one calendar year**.

The Corporate Governance Code is intended for companies with two-tier governance structure considering that such a governance structure is most common in companies whose shares are listed on the Zagreb Stock Exchange. If the issuer has a one-tier structure, the questionnaire on management practices is answered in accordance with Appendix B of the Code of Corporate Governance

Companies respond to questions from the compliance questionnaire with **YES**, **NO** or **Partially** by selecting answers from a drop-down menu for each question. For questions where company has responded with **YES column Explanation is not filled**.

For questions where company has responded with NO or PARTIALLY in the column Explanation it should explain why this is so, that is:

- explain in which part it does not comply with the provisions of the Code and for what reason,
- describe the measures taken in the place of compliance with provisions of the Code in order to fulfill the objectives set out in the relevant principles of the Code
- if the company intends to comply with the provisions of the Code in the future, indicate when it will start to act accordingly.

Instructions for generating XML Schema from XLS files are published on Hanfa's website under Technical instructions and forms in section Transparency of the issuer.

Year	Institution code	
2022	1216	

## Instructions:

- \* Year is entered without period (eg. 2019)
- \* Enter the year for which data are entered in the questionnaire

CHAPTER	PROVISION	ARTICLE	QUESTION	ANSWER (Each question is answered by chosing the answer from the drop-down menu)	EXPLANATION  (fulfill only for questions that were answered with "NO" or "PARTIALLY")
1	Cooperation	1	The articles of association and/or other internal acts clearly define the powers of the supervisory board and management board.	YES	
1	Cooperation	1	The articles of associationand/or other internal acts are available free of charge on the website of the company.	YES	
1	Cooperation	2	The supervisory board has adopted a decision in which it stated categories of decisions and legal transactions that require prior approval by the supervisory board and those decisions about which management board must consult with the supervisory board before making a decision, and a summary thereof is available free of charge on the website of the company.	YES	
1	Cooperation	2	The articles of association and/or internal company acts provide for prior consent of the supervisory board for making important decisions that affect the strategy of the company, expenses, risk exposure and reputation.	YES	
1	Cooperation	3	The articles of association and/or internal company acts stipulate that the supervisory board and its committees have timely access to documents, premises and employees when necessary for the performance of their duties.	YES	
1	Cooperation	4	The articles of association and/or other internal company acts stipulate that the management board must report to the supervisory board at regular intervals on the operating results of the company, financial situation, substantial financial and non-financial risks and results of interaction with shareholders and other stakeholders.	YES	
1	Cooperation	5	Statutes and/or internal company documents stipulate that the president of the management board shall immediately notify the supervisory board if there is or is likely for an event to arise that has the potential to significantly affect the results, financial position or reputation of the company.	YES	
1	Rules of conduct	6	The supervisory board approved the code of conduct (or other internal act), which establishes rules of conduct to be followed by members of the management and supervisory board members, employees and others acting on behalf of the company, which also contains rules and measures to be taken in case of its violations.	VES	
1	Rules of conduct	6	Code of Conduct (or other internal act) is available free of charge on the website of the company.	YES	
2	Conflict of interest	7	For members of the management board and the supervisory board the prohibition of participation in decision-making in relation to which there are conflicts of interest is stipulated.	YES	
2	Conflict of interest	7	The supervisory board has given prior consent to the policy for managing conflicts of interest.	NO	Proscribed by Ethical code, which is available on company web page
2	Conflict of interest	7	The policy for managing conflicts of interest is available free of charge on the website of the company.	NO	Proscribed by Ethical code, which is available on company web page
2	Conflict of interest	8	Members of the supervisory board are obliged to inform the entire supervisory board that they are in an actual or potential conflict of interest.	YES	
2	Conflict of interest	8	Management board members have a duty to inform the president of the supervisory board and other members of the management board of an actual or potential conflict of interest.	YES	
2	Conflict of interest	8	The supervisory board keeps records of all notices pertaining to conflict of interest.	YES	
2	Conflict of interest	9	Member of the management board or the supervisory board has an obligation to inform the President and/or Vice-President of that board if it considers that another member of management or supervisory board is in an actual or potential conflict of interest.	YES	
2	Competition ban	10	Members of the supervisory board and management do not perform activities that compete with the business of the company, are not members of the management or supervisory boards of the companies that carry out such activities nor hold more than 5% stake in such companies.	YES	
2	Competition ban	10	Members of the management board and the supervisory board who hold shares in the companies with which the company is in the competition, informed the secretary of the company of all the shares in such companies and the details of these shares are available free of charge on the website of the company.	NO	They have no stakes in such societies.
,	Related party transactions		No transactions between members of the management or supervisory board and the company (or a person affiliated with any party) can not be concluded without the prior consent of the supervisory board.	YES	
,	Related party transactions	11	The fair value of each material transaction must be confirmed by an independent expert prior to any such transaction, and his or her report has to be available free of charge on the website of the company.	YES	
2	Related party transactions	12	The company has adopted procedures for the approval and disclosure of transactions between members of the management or supervisory board and the company (or a person affiliated with any party).	YES	
2	Related party transactions	12	The audit committee annually assesses the effectiveness of these procedures.	YES	
- 2	The role of the supervisory board	13	The supervisory board is responsible for appointing and dismissing members of the management board and making recommendations for candidates for members of the supervisory board to the general meeting.	YES	
3	The role of the supervisory board	13	The supervisory board has approved formal and transparent procedure for the appointment to both management and supervisory boards.	YES	
3	The role of the supervisory board	14	The supervisory board has set as a target percentage of female members of the supervisory board and the management board, which must be achieved in the next five years and adopted a plan for the implementation of this goal. Percentage on target and plan were published in the annual report.	NO	Such an option has not yet been considered.
3	The role of the supervisory board	14	A report explaining progress on the plan has been published in the annual report.	NO	Such an option has not yet been considered.
3	The role of the nomination committee	15	The nomination committee has all the tasks listed in Article 15 of the Code.	YES	
3	Election of supervisory board members by the general meeting		When nominating candidates for the supervisory bord to the general meeting for election the company provides information within the general meetin materials on the items requested by Article 16. of the Code.	NO	Only basic information CV of candidates is presented in the materials
	Election of supervisory board members by the general meeting	16	Informations provided by Article 16 of the Code are freely available on the company's website.	NO	CVs are available on company website
4	Election of supervisory board members by the general meeting	17	Materials for the general meeting contain all the information listed in Article 17 of the Code.	NO	Only basic information about the candidates is presented in the materials
3	Election of supervisory board members by the general meeting	18	The information referred to in Article 17 of the Code is available free of charge on the website of the company also in cases where workers' representative or another member of the supervisory board which is not elected by the shareholders at the general meeting is apointed.	NO	Data is not available on company website
	Responsibilities of the supervisory board	19	The terms od reference of the supervisory bord include all the responibilities set in Article 19. of the Code.	YES	

			The supervisory board has developed a supervisory board profile which specifes the minimum		
4	Composition	20	number of members and combination od skills, knowledge and education, as well as professionaln and practical experience that required in the supervisory board.		
4	Composition	21	The supervisory board includes members of different gender, age, profile and experience to ensure		Most often yes, but sometimes there are exceptions
4	Composition	22	Majority of the members of the supervisory board are independent in accordance with the definition set out in Appendix A of the Code.	YES	
4	Composition	22	The President or deputy president of the supervisory board are independent.	YES	
4	President	23	The president of the supervisory bord is responible for the activities listed in Article 23. of the Code.	YES	
4	Board committees  Board committees	24 24	Supervisory board established the nomination committee.  Supervisory board established the renumeration committee.	YES YES	
4	Board committees	24	Supervisory board established the audit committee.	YES	
4	Board committees	24	The supervisory board stipulated the manadate and activities of each committee.  Each committee of the supervisory board consists of members who have the necessary skills,	YES	
4	Board committees	26	knowledge and education, as well as professional and practical experience to carry out the committee responsibilities effectively.	YES	
4	Board committees	27	Each committee of the supervisory board has at least three members.	YES	
4	Board committees	27	Majority of the members of each committee of the supervisory board are independent (as defined in Appendix A of the Code).	PARTIALLY	Some members of the Supervisory Board represent significant shareholders
4	Board committees	27	Board members are prohibited to be members of the committee of the supervisory board.	YES	
4	Board committees	28	The terms of reference of each committee is made freely available on the company's website	NO	It exists, but in 2022 it was not available on the website. It changes in 2023, since the
1	Board committees	28	The Company's annual report includes a report on the work of each committee of the supervisory	NO	In other documents, it is not a formal part of the Financial Statements, it is published
4	Board committees	20	board as well as information on the number of meetings held and the members of the committee.	INO	in other documents, it is not a formal part of the rimancial Statements, it is published
4	Time commitment	29	The minimun expected time commitmnet of each supervisory board member is specified on their appointment.	YES	
4	Time commitment	29	The annual report includes record of attendance at the meetings for each member of the supervisory board and its committees.	NO	The annual report does not go into that level of detail
4	Time commitment	30	The articles of association and/or internal company acts stipulate the obligation of the supervisory board member to inform the secretary of the company about their membership in the supervisory	YES	
-	c communicill	30	board or the management board of other companies.		
4	Frequency and format of meetings	31	The supervisory board meets at least every three months.	YES	
4	Frequency and format of meetings	31	The supervisory board has adopted a workplan that includes time and agenda of future meetings.	YES	
4	Frequency and	31	Committees of the supervisory board shall meet as often as necessary for the effective discharge	YES	
	format of meetings	31	of their duties, and regularly report to the supervisory board on its activities.		
4	Frequency and format of meetings	32	The supervisory board can meet without the participation of the management board where it considers it appropriate.	YES	
			Non-Board committee memebers can participate in committee meeting only at the invitation of the		
4	Frequency and format of meetings	32	committee.	YES	
4	Support	33	The company has designated an individual to carry out the duties of a company secretary.	YES	
			According to the company's internal acts, the person carrying out the duties of a company secretary is responsible for ensuring that supervisory board procedures are complied with, advising		
4	Support	33	the supervisory board on governance matters, supporting the president of the supervisory board	YES	
	Quality and		and helping the supervisory board and committees to function efficiently.		
4	timeliness of information	34	The board terms of reference and/or internal acts require the materials for supervisory board meetings to be provided to all its members at least one week before the meeting.	NO	The deadline for submission is no later than 5 days before the session
4	Quality and	34	The bord committee terms of reference and/or internal acts require the materials for board	NO	The deadline for submission is no leterathon E days before the consists
4	timeliness of information	34	committee meetings to be provided to all its members at least one week before the meeting.	NO	The deadline for submission is no later than 5 days before the session
4	Quality and timeliness of	35	The articles of association and/or internal company acts anticipate that the minutes of the meeting	YES	
	information  Quality and		of the supervisory board must be available to all members of the supervisory board.		
4	timeliness of information	35	Supervisory Board meeting minutes provide data on voting results including details of how individual members voted.	YES	
			The supervisory board has the right to receive information and advice from people outside the		
4	Quality and timeliness of	36	company at the expense of the company if it considers it necessary to successfully carry out its duties, provided that the procedure for it is specified in the internal documents of the company	YES	
	information		issued by the management board with the consent of the supervisory board.		
4	Training and development	37	All members of the supervisory board at the time of appointment received introduction training for their role.	YES	
4	Training and	37	All supervisory bord members receive ongoing training and education to improve their sills and	YES	
1	development Training and	38	knowledge.  The supervisory board members receive regular updates and briefings from the management	YES	
	development Supervisory board		board and experts on matters relevant to the company and to their duties.		
4	evaluation Supervisory board	39	The supervisory board evaluated its effectiveness in the past 12 months.	YES	
4	evaluation	39	The supervisory board assessed the individual results of its members in the last 12 months.	YES	
4	Supervisory board evaluation	39	The evaluation of the supervisory board was led by the president or deputy president.	YES	
4	Supervisory board evaluation	40	The evaluation of the supervisory board included an assessment of all the matters specified in Article 40 of the Code	YES	
Л	Supervisory board	//1	The annual report includes the assessment report of the supervisory board and its committees in	NO	Resolved through ratifications at the General Assembly
<del>'1</del>	evaluation	41	which they assessed all the circumstances set out in Article 41 of the Code.	110	Theserved unrough rauncations at the General Assembly
5	Responsibilities of the management	42	The duties of management board include all the activities listed in Article 42 of the Code.	YES	
	bord Responsibilities of				
5	the management	43	The supervisory board has approved internal rules of procedure adopted by the management board that define the matters specified in Article 43. of the Code.	YES	
	Responsibilities of		In the case of groups, the management board of the parent company is obliged to ensure effective	VEC	
5	the management bord	44	oversight over the activities of other companies in the group.	YES	
5	Responsibilities of the management	44	The articles of association and/or internal company acts contain rules governing responsibilities	NO	The Company's internal acts contain rules that regulate responsibilities and reporting
	bord		and reporting procedures at the level of the parent company and subsidiaries.		

6 Processor 2015 6 Processor 2015 7 Processor 2015 8 Proc		1			T		1
S CANADA DE LA CONTRA DE LA CON	5	Composition	45	The supervisory board ensures that management maintains a profile of the management board which determines the minimum number of members and a combination of members who possess the skills, knowledge and education, as well as professional and practical experience that are	YES		
Section   Control of the Control o				required for management board.			
The control of the co	5	The president	46	46. of the Code.			
So from a city of the control of the	5		47	prior consent of the supervisory board before accepting appointment to the management board or supervisory board which is not part of the same group.	NO	Resolved by individual contracts of each member of the Management Board	
5 Section 1997  6 Section 1997	5		47	than two positions in the management or supervisory board of other such companies.	NO	Resolved by individual contracts of each member of the Management Board	
Service control of the process of the control of th	5	Board evaluation	48	cooperation between the supervisory board and the management board, as well as the adequacy	YES		
Second content	5	Board evaluation	48		NO	The annual report does not go into that level of detail, but it is published through the r	eport on the supervision carried out by the Supervisory Board
Service control of the control of th	5	Board evaluation	49	The management board has evaluated its own effectiveness and that of its individual members in	YES		
Commence of the commence of th	5		49	The management board has reported the conclusions of the evaluations of its members to the	YES		
Best content of the	6	remuneration	50				
the base of a support or immirrance of the immorphism content concerning and appropriate content of the content	6	management board	51	board, based on recommendations of the remuneration committee and in accordance with the			
Rest According of the Control of the	6	management board	52	The level of receipts of members of the management board takes into account the agreed strategy, risk appetite, the economic environment in which the company operates as well as wages and	YES		
Seminoration control c	6	Remuneration of management board	53	Remuneration policy provides that a management board member may not dispose of the shares assigned to it as part of the remuneration at least two years from the date on which the shares	NO	The remuneratiom policy does not contain the specified circumstances.	
Percentage of the control of the c	6	Remuneration of management board	53	Remuneration policy provides that a management board member may not make use of stock options assigned to him or her as part of the remuneration for at least two years from the date on	NO	The remuneratiom policy does not contain the specified circumstances.	
merices 6 party-systy code 7 party-systy code 7 party-systy code 8 party-systy code 8 party-systy code 8 party-systy code 9 par	6	Remuneration of management board	53	Remuneration policy includes provisions that closely define the circumstances in which a portion	NO	The remuneratiom policy does not contain the specified circumstances.	
receiver of the commence of th	6	members Remuneration of	54	returned.  Remuneration level for the president of the supervisory board and of other members of the		·	
Here the second control of the company of the second control of th		members  Remuneration of		commitment and responsibilities in the committees of the supervisory board.		The Currentians, Board does not receive componentian, except for the employee repre-	populativas urbass componentian is fixed
Continue of the continue of		members		elements or other elements related to performance in the remuneration of the supervisory board.		The Supervisory Board does not receive compensation, except for the employee repre	esentatives whose compensation is fixed
Company of the comp							
Position of the control of the con		remuneration		shareholders.			
Productions and the process of the control of the society of the control of the society of the control of the society of the control of the c	6	remuneration	57	supervisory board as well as other information contained in Article 57 of the Code.	YES		
The state of the s	7	supervisory and management	58	determines the nature and extent of risk that company needs and that is willing to take in order to	PARTIALLY	The risk management policy was adopted during 2023.	
To specify the audit of the audit committee includes all auditions the block of the audit committee. The specify board or or will be audit committee. The specify board or or will be audit committee. The specify board or or will be audit committee the specify board or or will be audit committee. The specify board or or will be audit committee the specify board or or will be audit committee. The specific board or will be audit committee or specific board or will be audit committee or specific board or will be audit committee. The specific board or will be audit committee or specific board or will be audit committee. The specific board or will be audit committee or will be audit committee. The specific board or will be audit committee or will be audit committee or will be audit committee. The specific board or will be audit committee or will be audit committee or will be audit committee. The specific board or will be audit committee or will be audit committee. The audit committee or will be audit committee o	7	Roles of the supervisory and management	59	The management board is formally responsible for the activities listed in Article 59 of the Code.	YES		
The auditor with the section of the section of the section and sport the section of the section and sport the section of the section and sport the section of the section of the section and sport the section of the	7	Role of the audit	60	Terms of reference of the audit committee includes all activities listed in Article 60 of the Code.	YES		
Relations with the obstance and the secondaries with the legisla epiterrate and the legislation and spootment of description of the expension process of section of the expension and the secondaries with the legislation of the secondaries with the legislation with the legislation of the secondaries with the legislation of the secondaries with the legislation of the secondaries with the legislation w	7	Role of the audit	61		YES		
7 Relations with the observation auditor of the content of the selection of the content of the c	7	Relations with the	62	The audit committee oversees the process of selection and appointment of external auditors in accordance with the legal requirements and makes recommendations to the supervisory board for	YES		
7 Relations with the oxional auditor of some provision of the audit committee shall meet as necessary with the external auditor to discuss the issues that yes some provision of the external auditor of the external auditor of the external auditor.  7 Relations with the oxional auditor of the external auditor of the external auditor of the external auditor.  8 The audit committee approved a policy or permitted non-audit services provided by the external auditor.  9 The audit committee evaluated the effectiveness of risk management and internal cortrol and internal cortrol or first management and internal c	7		63	The audit committee in the last 12 months approved the work plan of the external auditors, which	YES		
Content adultion   Content and uniform   C	7	Relations with the	63	The audit committee shall meet as necessary with the external auditors to discuss the issues that	YES		
7 Risk management and internal control and internal	7		64	i i i i i i i i i i i i i i i i i i i	YES		
Sitist management and internal control   Substitute   Sitist management and internal control   Sitist management and internal control   Sitist management   Sitist m	7	Relations with the		The audit committee approved a policy on permitted non-audit services provided by the external		The provision of non-audit services by the auditor is dealt with individually and stated	I in the opinion of the external auditor.
7 Risk management and internal control 65 The audit committee, where appropriate, makes recommendations to the supervisory board and management and internal control systems.  7 Risk management and internal control 7 Risk management and internal control 86 The company maintains an effective risk management system that provides reliable identification of risk measurement, answers, reporting and supervision.  7 Risk management and internal control 8 Risk management and internal control 8 Risk management and internal control 9 Risk management and internal control 9 Risk management and internal control systems, including risk management. 9 Risk management and internal control and intern	7	Risk management	65	The audit committee evaluated the effectiveness of risk management and internal control system			
7 Risk management and internal control and internal	7	Risk management	65	The audit committee, where appropriate, makes recommendations to the supervisory board and	YES		
7 Risk management and internal control and the audit committee. 7 Risk management and internal control and interna	7	Risk management	66	The company maintains an effective risk management system that provides reliable identification	YES		
Risk management and internal control  Risk management and internal control and internal and internal and internal and internal control  Risk management and internal control and internal and internal and internal and internal control  Risk management and internal control and internal and	7	Ŭ .	66	management system and a clear procedure for maintaining contact between persons responsible	PARTIALLY	The risk management policy was adopted during 2023, just like the operational proce	u dures
7 and internal control 67 The audit committee approved the internal audit plan in the last 12 months.  7 Risk management and internal control 67 The audit committee receives reports of internal auditors and monitors the implementation of its recommendations.  7 Risk management and internal control 68 The audit committee shall recommend to the supervisory board the appointment or dismissal of the heads of the internal audit function.  7 Risk management and internal control 68 The audit committee shall recommend to the supervisory board the appointment or dismissal of the heads of the internal audit function.  7 Risk management 69 If the company des not have internal audit function, the audit committee has once in the last 12 NO.  7 There is internal audit function in the Company.	7	· · · · · · · · · · · · · · · · · · ·	67	The company has established an internal audit function responsible for monitoring the	YES		
and internal control or recommendations.  Risk management and internal control of and internal control of the heads of the internal audit function.  Risk management and internal control of the company des not have internal audit function, the audit committee has once in the last 12 NO.  There is internal audit function in the Company.	7		67	The audit committee approved the internal audit plan in the last 12 months.	YES		
restriction of the heads of the internal audit function.  There is internal audit function in the Company	7		67		YES		
	7	•	68		YES		
	7		68		NO	There is internal audit function in the Company	

Mining Storing  Mining Control  Mining Control				<u> </u>		
Virtual Control of the Control of th	_			Management board, with the prior approval of the supervisory board, adopted a procedure for	\/=o	
Procedure invalves and other accordance with response of the records and accordance of the rec	7	Whistle-blowing	68		YES	
Wildle-Schort   90   Concentration of the process						
Whole blanks   10   Status and in members or your work to study the low of the management load of the lot may be provided in the provided of the provided and to specificate in the set of the provided in the s	7	Whistle-blowing	69		YES	
Winder behaviors   70   Improvements and of any are explanations and of a page or un measured between the company of the content of the con	7	Whistle-blowing	69	Details of the procedure for registration are available free of charge on the website of the company.	YES	
Winder behaviors   70   Improvements and of any are explanations and of a page or un measured between the company of the content of the con				Statute and/or internal company documents stipulate the duty of the management board to inform		
A content of the company of required to describe an accordance with the boy, table on the company of required to describe an accordance with the boy, table on the company of required to describe an accordance with the boy, table on the company of the company	7	Whistle-blowing	70	the supervisory board of any irregularities and and to agree on measures that must be	YES	
Secretary Control of Secretary	7	Whistle-blowing	70	· · · · · · · · · · · · · · · · · · ·	YES	
Secretary contents   12	8		71	listing, the Code and its own Articles of Association are available free of charge on the website of	YES	
Secretary (1) seed the concentration of the velocities and true for information on the velocities and true for particular for the velocities and true for particular for the velocities and engagement of the velocities and engagement	8		72	The company makes freely available and easily accessible on the website all the information	YES	
Accordance company Telephone Telepho	Q		73	The company ensures that the information on the website is kept up to date and published in	VES	
So worstein 173 with the control of			73	accordance with time limits prescribed in law and regulations.	TLO	
Headeries with the process of the company of about the way they on one apply and boot for the present or scenario from the present or scenario from the present of the company of about the way they on one apply and process of the company of about the present or scenario from th	8		73	All data on the website are freely available in both Croatian and English.	YES	
9 Selections with 17 Selections with 18 Selections	8	Annual report	74	The annual report contains all the information referred to in Article 74 of the Code.	NO	Some segments are missing
shareholdes  Residence with Particular with Pa		Relations with				
Relations with shareholders   70   the possibility of asking questions directly to president of the management board and president of the supervisory board and the details of the functioning of these mechanisms are available free of thought of the supervisory board and the details of the functioning of these mechanisms are available for the order of thought of the supervisory board and the details of the functioning of these mechanisms are warrised for the company.  9	9		75		YES	
be supervisely board, and the details of the functioning of these mechanisms are available feed of the functioning of these mechanisms are available feed of the functioning of these mechanisms are available feed of the functioning of the supervised of the company.  The Company has selected a present that life and shareholded so the poperar in contact in the functioning of the supervised of the company of the						
Politicists with photocological content or earlies of our buttered by the content of the photocological content of the photoco	9		76		YES	
Descriptions with particularies of the company has selected a person that will for all shareholders be the person to contact in polisions with investors, and contact of this person is evaluable for of charge on the wedster of the wedster of the company.  The articles of associationandric infernal rules of the company do not in any way limit the ability of shareholders to call a general meeting. To participate in it or to add laments to the agenda.  The articles of sessiciationandric infernal rules of the company do not in any way limit the ability of shareholders to call a general meeting, to participate in it or to add laments to the agenda.  The articles of sessiciationandric infernal rules of the company do not in any way limit the ability of shareholders.  The articles of sessiciationandric infernal rules of the company of not in any way limit the ability of shareholders.  The articles of sessiciationandric infernal rules of the company to the sessiciation and infernal company documents allow shareholders the opportunity to shareholders the opportunity of shareholders the opportunity to shareholders the opportunity of the shareholders the opportunity to shareholders the opportunity of the opp		shareholders				
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