



**The draft resolutions to be discussed by the Annual General Meeting of
XTB S.A. convened on 14 May 2025**

Ad. 2 of the agenda

**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)
on appointing of the Chairperson of the Annual General Meeting
of XTB S.A.**

§ 1

Annual General Meeting elects Mr/ Ms as the Chairperson of the Annual General Meeting.

§ 2

The Resolution shall come into force on the moment it has been passed.

Justification to the draft resolution:

Pursuant to Article 409 § 1 of the Commercial Companies Code ("KSH") and § 9 of the Regulations of the General Meeting of XTB S.A., the General Meeting is presided over by a Chairman elected by shareholders from among the persons entitled to participate in the General Meeting. Therefore, adopting a resolution to this effect is a necessary element of a properly held General Meeting

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Ad. 4 of the agenda

**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)
on adopting the agenda**

§1

Annual General Meeting adopts the following agenda of the meeting:

- 1) Opening of the Annual General Meeting;
- 2) Appointment of the Chairperson of the Annual General Meeting;
- 3) Asserting that the Annual General Meeting has been convened correctly and is capable of adopting resolutions;
- 4) Adoption of the agenda;
- 5) Review and approval of the Management Board's Report concerning the activity of the XTB Capital Group and the XTB S.A. Company for 2024;
- 6) Adoption of the resolution on approval of the XTB S.A. Company standalone financial statements for 2024;
- 7) Adoption of the resolution on approval of the consolidated financial statements of XTB S.A. Group for 2024;
- 8) Adoption of the resolution concerning profit distribution;
- 9) Adoption of the resolutions concerning granting the vote of approval for the members of the Company's Management Board for performance of their duties in the year 2024;
- 10) Review and approval of the report concerning the activity of the Company's Supervisory Board in 2024;
- 11) Adoption of the resolution concerning granting the vote of approval for the members of the Company's Supervisory Board for performance of their duties in the year 2024;
- 12) Adoption of a resolution concerning expressing an opinion on the Report on the remuneration for 2024;
- 13) Adoption of a resolution on appointment of Mr. Jakub Wojciech Zabłocki as a Member of the Supervisory Board;

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- 14) Adoption of a resolution on assessment of the suitability of Mr. Jakub Wojciech Zabłocki and the collective suitability of the Supervisory Board;
- 15) Adoption of a resolution on establishment of the rules for remunerating Members of the Supervisory Board;
- 16) Closing of the Annual General Meeting.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

The General Meeting is held in accordance with the adopted agenda. Pursuant to Art. 404.1 of the KSH, no resolution may be passed on matters not included on the agenda unless the entire share capital is represented at the General Meeting and none of those present objects to the passing of the resolution. In view of the above, adoption of the proposed resolution is necessary for the proper conduct of the Ordinary General Meeting.

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Ad. 5 of the agenda

**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)**

**on reviewing and approval of the Management Board's Report concerning the activity of
the XTB Capital Group and the XTB S.A. Company for 2024**

§1

Annual General Meeting, having considered the Management Board Report on the activities of the XTB Group and XTB S.A. for 2024, of which the Sustainability Statement of the XTB S.A. Capital Group for 2024 is an integral part, hereby approves the Management Board Report on the activities of the XTB Group and XTB S.A. for 2024, of which the Sustainability Statement of the XTB S.A. Capital Group for 2024 is an integral part.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

In accordance with Article 395 of the KSH, the subject matter of the Annual General Meeting of Shareholders should be, among other things, review and approval of the report of the Company's Management Board on the Company's activities and the report of the Company's Management Board on the activities of the Company's capital group.

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Ad. 6 of the agenda

**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)**

on approval of the XTB S.A. Company standalone financial statements for 2024

§1

Annual General Meeting, after reviewing of the XTB S.A. Company standalone financial statements (Standalone Annual Report) for 2024, hereby approves the XTB S.A. Company standalone financial statements (Standalone Annual Report) for 2024 prepared in accordance with International Financial Reporting Standards, consisting of:

- standalone comprehensive income statement for the period of 1 January 2024 – 31 December 2024 which shows net profit in the amount of PLN 855 202 thousand,
- standalone statement of financial position on 31 December 2024, with total assets of and total equity and liabilities of PLN 6 411 608 thousand,
- standalone statement of changes in equity for the period from 1 January 2024 – 31 December 2024 presenting increase of the equity capital in the amount of PLN 264 618 thousand,
- standalone cash flow statement which presents increase of the net cash and cash equivalence between 1 January 2024 and 31 December 2024 by the net amount of PLN 148 885 thousand,
- additional explanatory notes to the standalone financial statements.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Article 395 of the KSH, the subject of the Annual General Meeting should be the review and approval of the Company's financial statements and the consolidated financial statements of the capital group.

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Ad. 7 of the agenda

**Resolution No./2024
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)**
**on approval of the consolidated financial statements
of XTB S.A. Group for 2024**

§1

Annual General Meeting, after reviewing of XTB S.A. Group consolidated financial statements (Consolidated Annual Report) for 2024, hereby approves XTB S.A. Group consolidated financial statements (Consolidated Annual Report) for 2024 prepared in accordance with International Financial Reporting Standards, consisting of:

- consolidated comprehensive income statement for the period of 1 January 2024 – 31 December 2024 which shows net profit in the amount of PLN 856 856 thousand,
- consolidated statement of financial position on 31 December 2024, with total assets of and total equity and liabilities of PLN 6 645 632 thousand,
- consolidated statement of changes in equity for the period from 1 January 2024 – 31 December 2024 presenting increase of the equity capital in the amount of PLN 268 978 thousand,
- consolidated cash flow statement which presents increase of the cash funds between 1 January 2024 and 31 December 2024 by the net amount of PLN 203 368 thousand,
- additional explanatory notes to the consolidated financial statements.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Article 395 of the KSH, the subject of the Annual General Meeting should be the review and approval of the Company's financial statements and the consolidated financial statements of the capital group.

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Ad. 8 of the agenda

Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)
on profit distribution, dividend date and the day of payment of the dividend

§1

1. The Annual General Meeting of Shareholders decides to pay a dividend from the Company's net profit for 2024, which amounted to PLN 855,201,841.72 (eight hundred and fifty-five million, two hundred and one thousand, eight hundred and forty-one zloty and seventy-two grosz), in the amount of 640,752,417.95 PLN (six hundred forty million seven hundred fifty-two thousand four hundred seventeen zloty and ninety-five grosz), i.e. 5.45 PLN (five zloty and forty-five grosz) per share. The remaining profit in the amount of PLN 214,449,423.77 (two hundred and fourteen million, four hundred and forty-nine thousand, four hundred and twenty-three zlotys and seventy-seven grosz) The Annual General Meeting of Shareholders decides to keep it at the Company's disposal, allocating it to the reserve capital.
2. The 16th of June 2025 is determined as the day according to which the list of shareholders entitled to the dividend is determined (divided date).
3. The payment of the dividend will be made on 25th of June 2025 (the day of payment of the dividend).
4. All shares issued by the Company are entitled to the dividend.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

In accordance with Article 395 KSH, the subject of the Annual General Meeting should be the adoption of a resolution on profit distribution or loss coverage. The recommendation of the Company's Supervisory Board, consistent with the earlier recommendation of the Company's Management Board, is in line with the dividend policy of XTB, which provides for recommending to the General Meeting of Shareholders payment of dividend at the level of 50-100% of the Company's

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stand-alone net profit for a given financial year, taking into account factors such as the need to ensure an appropriate level of the Company's capital adequacy ratios and capital necessary for the Group's development, as well as taking into account guidelines of the Polish Financial Supervision Authority.

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Ad. 9 of the agenda

Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)

on granting the vote of approval for the President of the Management Board
Mr. Omar Arnaout

§1

Annual General Meeting hereby grants Mr. Omar Arnaout the vote of approval for performance of his duties as the President of the Management Board for the period of 1 January 2024 – 31 December 2024.

§2

The Resolution shall come into force on the day it has been passed.

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**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)**

**on granting the vote of approval for the Member of the Management Board
Mr. Paweł Szejko**

§1

Annual General Meeting hereby grants Mr. Paweł Szejko the vote of approval for performance of his duties as the Member of the Management Board for the period of 1 January 2024 – 31 December 2024.

§2

The Resolution shall come into force on the day it has been passed.

**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)**

**on granting the vote of approval for the Member of the Management Board
Mr. Filip Kaczmarzyk**

§1

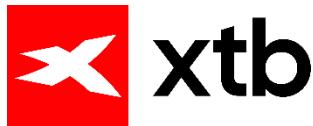
Annual General Meeting hereby grants Mr. Filip Kaczmarzyk the vote of approval for performance of his duties as the Member of the Management Board for the period of 1 January 2024 – 31 December 2024.

§2

The Resolution shall come into force on the day it has been passed.

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**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)**

on granting the vote of approval for the Member of the Management Board

Mr. Jakub Kubacki

§1

Annual General Meeting hereby grants Mr. Jakub Kubacki the vote of approval for performance of his duties as the Member of the Management Board for the period of 1 January 2024 – 31 December 2024.

§2

The Resolution shall come into force on the day it has been passed.

**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)**

on granting the vote of approval for the Member of the Management Board

Mr. Andrzej Przybylski

§1

Annual General Meeting hereby grants Mr. Andrzej Przybylski the vote of approval for performance of his duties as the Member of the Management Board for the period of 1 January 2024 – 31 December 2024.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolutions:

Pursuant to Art. 395.2.3 of the KSH, the subject of the Annual General Meeting should be granting a vote of approval to members of the Company's governing bodies, i.e. the Management Board and Supervisory Board, for performance of their duties in the previous year.

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Ad. 10 of the agenda

**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)**

**on reviewing and approval of the report concerning the activity of the Company's
Supervisory Board in 2024**

§1

Annual General Meeting, after reviewing of the report concerning the activity of the Company's Supervisory Board in 2024, hereby approves the report concerning the activity of the XTB S.A.'s Supervisory Board in 2024.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Art. 395 of the KSH Code, the subject of the Annual General Shareholders Meeting should be review and approval of the Company's financial statements, consolidated financial statements of the capital group and the Management Board's reports on the Company's operations, and, in the Company's opinion, also the Supervisory Board's report on its operations for the previous year.

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Ad. 11 of the agenda

**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)**
**on granting the vote of approval for the Chairman of the Company's Supervisory Board
Mr. Jan Byrski**

Annual General Meeting hereby grants Mr. Jan Byrski the vote of approval for performance of his duties as the Chairman of the Supervisory Board for the period of 1 January 2024 – 31 December 2024.

§2

The Resolution shall come into force on the day it has been passed.

**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)**
**on granting the vote of approval for the Member of the Company's Supervisory Board
Mr. Jakub Leonkiewicz**

§1

Annual General Meeting hereby grants Mr. Jakub Leonkiewicz the vote of approval for performance of his duties as a Member of the Supervisory Board for the period of 1 January 2024 – 19 November 2024.

§2

The Resolution shall come into force on the day it has been passed.

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**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)**

on granting the vote of approval for the Member of the Company's Supervisory Board

Mr. Łukasz Baszczyński

§1

Annual General Meeting hereby grants Mr. Łukasz Baszczyński the vote of approval for performance of his duties as the Member of the Supervisory Board for the period of 1 January 2024 – 19 November 2024.

§2

The Resolution shall come into force on the day it has been passed.

**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)**

on granting the vote of approval for the Member of the Company's Supervisory Board

Mr. Bartosz Zabłocki

§1

Annual General Meeting hereby grants Mr. Bartosz Zabłocki the vote of approval for performance of his duties as the Member of the Supervisory Board for the period of 1 January 2024 – 31 December 2024.

§2

The Resolution shall come into force on the day it has been passed.

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**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)**

on granting the vote of approval for the Member of the Company's Supervisory Board

Mr. Grzegorz Grabowicz

§1

Annual General Meeting hereby grants Mr. Grzegorz Grabowicz the vote of approval for performance of his duties as the Member of the Supervisory Board for the period of 1 January 2024 – 31 December 2024.

§2

The Resolution shall come into force on the day it has been passed.

**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)**

on granting the vote of approval for the Member of the Company's Supervisory Board

Mrs. Katarzyna Dąbrowska

§1

Annual General Meeting hereby grants Mrs. Katarzyna Dąbrowska the vote of approval for performance of her duties as the Member of the Supervisory Board for the period of 20 November 2024 – 31 December 2024.

§2

The Resolution shall come into force on the day it has been passed.

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**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)**

on granting the vote of approval for the Member of the Company's Supervisory Board

Mrs. Ewa Stefaniak

§1

Annual General Meeting hereby grants Mrs. Ewa Stefaniak the vote of approval for performance of her duties as the Member of the Supervisory Board for the period of 20 November 2024 – 31 December 2024.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Art. 395.2.3 of the KSH, the subject of the Annual General Meeting should be granting a vote of approval to members of the Company's governing bodies, i.e. the Management Board and Supervisory Board, for performance of their duties in the previous year.

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Ad. 12 of the agenda

**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)
concerning expressing an opinion on the Remuneration Report for 2024**

§1

Annual General Meeting hereby gives a positive opinion on the Remuneration Report for 2024 prepared by the Supervisory Board of the Company.

§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

Pursuant to Article 90g. of the Act on Public Offering and the Conditions for Introducing Financial Instruments to Organized Trading and on Public Companies, the Supervisory Board of the company shall prepare annually a remuneration report presenting a comprehensive overview of remuneration, including all benefits, regardless of their form, received by individual members of the management and supervisory boards or due to individual members of the management and supervisory boards in the last financial year, in accordance with the remuneration policy. The general meeting shall pass a resolution giving an opinion on the remuneration report. The resolution is advisory in nature.

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Ad. 13 of the agenda

**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)**

on appointment of Mr. Jakub Wojciech Zabłocki as a Member of the Supervisory Board

§1

Pursuant to § 15 (2) of the Articles of Association, the Annual General Meeting determines the number of members of the Supervisory Board for the term of office from 20 November 2024 to the end of 20 November 2027 to be no more than 6 members.

§2

The Annual General Meeting, pursuant to § 15 section 3 (c) of the Company's Articles of Association, having considered the Company's preliminary assessment of suitability with regard to the candidate's fulfilment of the requirements referred to in the Regulation of the Minister of Finance of 24 September 2024 on detailed technical and organisational conditions for investment firms, state-owned banks conducting brokerage activities, banks referred to in Article 70(2) of the Act on trading in financial instruments, and custodian banks, and with the candidate's CV, confirms the candidate's suitability to serve as a Member of the Supervisory Board, in accordance with the requirements of the aforementioned Regulation and appoints Mr. Jakub Wojciech Zabłocki as a Member of the Supervisory Board for the period of the joint term of office of the Supervisory Board that commenced on 20 November 2024 and will last until the end of 20 November 2027.

§3

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

In accordance with Article 385(1) in fine, the members of the Supervisory Board are appointed by the General Meeting.

In accordance with Article 15 of the Company's Articles of Association, the Supervisory Board consists of 5 (five) to 7 (seven) members elected for a joint term of office. The number of members of the Supervisory Board for a given term of office shall be determined by the General Meeting; in

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the absence of any other determination by the General Meeting, the number of members of the Supervisory Board shall be 5 (five). The term of office of the members of the Supervisory Board shall be 3 (three) years. Members of the Supervisory Board shall be appointed and dismissed by the General Meeting, subject to the personal rights of the shareholder referred to in § 15 section 3 (b) and § 15 section 3 (c) of the Company's Articles of Association.

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Ad. 14 of the agenda

**Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)**

**on assessment of the suitability of Mr. Jakub Wojciech Zabłocki and the collective
suitability of the Supervisory Board**

§1

In connection with the changes made by the Ordinary General Meeting of Shareholders to the composition of the Supervisory Board, in the preceding resolution, after reviewing the preliminary assessment of suitability presented by the Company with regard to the assessment of Mr. Jakub Wojciech Zabłocki's fulfilment of the requirements referred to in the Regulation of the Minister of Finance of 24 September 2024 on the detailed technical and organisational conditions for investment firms, state-owned banks conducting brokerage activities, banks referred to in Article 70(2) of the Act on Trading in Financial Instruments, and custodian banks, trust banks, as well as the collective suitability of the Supervisory Board, it is hereby declared that Mr. Jakub Wojciech Zabłocki is suitable to fulfil his role

in accordance with the requirements of the aforementioned Regulation, and it is hereby declared that the Supervisory Board is collectively suitable to fulfil its role in accordance with the requirements of the aforementioned Regulation.

§2

The Resolution shall come into force on the day it has been passed.

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Justification to the draft resolution:

In accordance with the requirements set out in Chapter 7 of the Regulation of the Minister of Finance of 24 September 2024 on detailed technical and organisational conditions for investment firms, state banks conducting brokerage activities, banks referred to in Article 70(2) of the 2 of the Act on Trading in Financial Instruments, and custodian banks, as well as the internal regulations adopted by the Company regarding the assessment of suitability, the General Meeting shall assess the individual suitability of each Supervisory Board Member appointed by it and the collective suitability of the entire Supervisory Board as a body. The suitability assessment should be carried out in particular when new members are to be appointed to the Supervisory Board. In connection with the appointment of Mr. Jakub Wojciech Zabłocki, it is necessary to carry out an individual assessment of the candidate for a Member of the Supervisory Board and a collective assessment of the suitability of the Supervisory Board, in accordance with the requirements of the aforementioned Regulation.

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Ad. 15 of the agenda

Resolution No./2025
of the Annual General Meeting
of XTB S.A. with its registered office in Warsaw
dated 14 May 2025
(draft)

on establishment of the rules for remunerating Members of the Supervisory Board

§1

1. The Ordinary General Meeting of Shareholders determines the rules for remunerating the Supervisory Board, subject to paragraph 3 below, as follows:
 - a) The Chairman of the Supervisory Board is entitled to a monthly remuneration of PLN 10,000.00 (in words: ten thousand zlotys) gross;
 - b) other Members of the Supervisory Board are entitled to a monthly remuneration of PLN 6,000.00 (in words: six thousand zlotys) gross.
2. The remuneration indicated in paragraph 1 above shall be paid in arrears for each month of service on the Supervisory Board in a given year.
3. Mr Jakub Wojciech Zabłocki shall not receive remuneration for serving as a member of the Supervisory Board.

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§2

The Resolution shall come into force on the day it has been passed.

Justification to the draft resolution:

The remuneration of the members of the Company's Supervisory Board is determined by the General Meeting in the form of a resolution, in accordance with § 23 (f) of the Company's Articles of Association. In the opinion of the Management Board, the current level of remuneration needs to be updated in order to be adjusted to the market standard. Market remuneration requires that the members of the Supervisory Board be paid a compensation from January 2025.

Mr Jakub Wojciech Zabłocki will not receive remuneration for serving as a Member of the Supervisory Board, which is in line with good market practices. In a joint-stock company, members of the supervisory board act as representatives of the shareholders, who are obliged to supervise the company's activities on a permanent basis (Article 382 § 1 of the Code of Commercial Companies and Partnerships). They may, but do not have to, receive remuneration (Article 392 § 1 of the Code of Commercial Companies and Partnerships).

Mr Jakub Wojciech Zabłocki controls the Company's largest shareholder, XXZW Investment Group S.A. He will therefore act as a Member of the Supervisory Board in his (and the other shareholders') best interests. He is not required to receive remuneration for performing this function.

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