



**Annual report
2024**

Better Dairy.
Better World.

Board of Directors



- 1 Roger Massicotte**
President,
Mauricie-Portneuf, 2003
- 2 Jeannie van Dyk**
Vice-President,
Atlantic, 2013
- 3 Stéphanie Benoit**
Vice-President,
nominated and elected
by universal suffrage,
2015
- 4 Roger Beaulieu**
Est-du-Québec, 2014
- 5 Alex Berthiaume**
Chaudière-Appalaches,
2020
- 6 Michel Boisvert**
Montérégie, 2017
- 7 Johanne Camiré**
Érable-Seigneuries,
2022
- 8 Céline Delhaes**
Nominated and elected
by universal suffrage,
2011
- 9 Alain Forget**
Laurentides-Lanaudière,
2014
- 10 Jean-Pierre Lacombe**
Salaberry-Richelieu,
2007
- 11 Martial Lemire**
Nicolet - Bois-Francs,
2019
- 12 René Bessette**
Estrie-Granby, 2024
- 13 Emmanuelle Vincent**
Next-Generation
Director, 2022
- 14 Pierre Lessard**
Guest member
- 15 Martine Rivard**
Guest member
- 16 Paul Wagstaff**
Guest member



Agropur plant
Lake Norden, South Dakota

Table of contents

- Message from the President 4
- Message from the Chief Executive Officer 8
- Involved in our communities12
- Agropur by the numbers14
- Financial review. 16
- Consolidated financial statements 22
- Our brands, a standard of excellence55

Photographers: Olivier Samson Arcand, Marianne Charland,
Marc-Olivier Bécotte, Ève B. Lavoie and Normand Huberdeau.

Printed in Canada.

Message from the President

Let's continue what we started

In a year full of challenges, Agropur continues to improve its profitability.

Even though the past year has seen inflation return to its normal levels compared to where it was soon after the pandemic, it remains an ever-present challenge in our industry. As a processor, we are still getting hit with cost increases throughout our value chain. The costs of energy and packaging and the increases in employee salaries are good examples.

Despite this, we were able to improve our profitability and reduce our debt ratio in the past year. We made the right decisions, which has equipped us for what lies ahead.

Our strong results in 2024, detailed in this report, have enabled us to return \$60.0 million to our members in patronage returns, with \$15.0 million in cash and \$45.0 million in Class A investment shares. Given the Cooperative's good financial health, the Board of Directors

has decided to proceed with the redemption of \$45.0 million in Class A investment shares and debt instruments issued in 2010, in addition to a special capital redemption of \$10.0 million.

The dairy sector, a vital role in feeding the population

In October, Agropur attended the World Dairy Summit 2024 in Paris, France. The Cooperative emphasized its commitment to communities and sustainable development.

There, we were able to see that the dairy industry is in an excellent position to provide nutritious and affordable food to a growing and aging world population.

Demographic factors have a lot to do with the good health of the dairy sector in North America and suggest that it has the potential for further growth. As proof, consumers are increasingly turning to dairy products, a complete and affordable protein.

After experiencing a slight drop in recent years, we are seeing some stabilization in milk consumption and growth in certain segments, particularly lactose-free and high-protein milk. Our category of fresh dairy products, which encompasses drinking milk and value-added milk, is growing in Canada. It is an undeniable sign that a new trend is afoot.

Agropur can therefore play an increasingly important role in feeding communities by being an active participant in the sustainable processing of dairy products. In the years ahead, our efforts in product innovation will continue and enable us to better leverage the nutritional value of dairy products. What we want, as dairy farmers, is to continue to provide healthy, high-quality food to the population.



Roger Massicotte
President



Ferme Panama
2023 Grand Champion of the
Club of Excellence, Animal Welfare

Environmental, social and governance (ESG) factors, at the heart of our actions

For nearly 86 years, Agropur has been building on its dairy processing activities to make a difference for future generations.

Being the key dairy partner of the food industry is also about helping our clients attain their sustainable development objectives. Whether that comes by adopting more responsible packaging or by encouraging our members to participate in research projects, Agropur is doing its part to help improve the dairy industry's ESG performance and support the adoption of best practices.

The role of businesses in achieving sustainable development has been scrutinized in recent years, particularly when it comes to reducing greenhouse

gases (GHG). Continuing to collaborate with industry players is essential to process our milk, while meaningfully supporting dairy farmers in their efforts to reduce the carbon footprint of our value chain.

Sustainable Farms: from pilot project to program

That is why, over the last year, we turned our Sustainable Farms pilot project into a program, which was launched in the spring. Two new services are now offered to members that inform them on their sustainability performance, the quantity of greenhouse gases they emit, and what they can do to improve.

The objective is, first, to establish a collaborative process to measure how well farms are achieving sustainable development right now. Then,

we want to support continuous improvement. In the third stage, we will promote the results to our clients and consumers.

A total of 91 members participated in the first cycle of the Sustainable Farms program. We continue to support learning and the sharing of experiences among members who want to measure and improve their footprints.

Solids non-fat: making progress

It has now been several years that solids non-fat have been an issue for the Canadian dairy industry. It has always been important for Agropur to explore sustainable solutions.

The limited processing capacity for solids non-fat puts constraints on dairy processors and farmers. In recent years, governments

and dairy boards have worked to reduce the structural surplus of solids non-fat and stimulate market growth.

Agropur wants to contribute to these objectives, and to do so, the Cooperative will need financing. It has proposed highly promising projects in Quebec and the Atlantic region to create value from the surpluses through the Dairy Innovation and Investment Fund (DIIF). We continue our efforts at the provincial level in Quebec and the Atlantic provinces.

Consulting our members

Over the summer, an extensive consultation on various key subjects for the Cooperative took place at the invitation of the Board of Directors. We also proposed adjustments to our general by-

law, which were discussed during the fall. We thank all of those who participated in these exchanges, which reflect a healthy democratic life within our Cooperative. The proposals resulting from this consultation will be presented for approval at the annual general meeting.

Finally, this year we announced the sale of our plant in St. John's, Newfoundland and Labrador, and of our Central Dairies brand. We concluded the transaction at the end of the 2024 fiscal year.

We would like to thank our members in Newfoundland and Labrador for their contribution to Agropur.

When we look to the future, our Cooperative is healthy, growing, and improving every year, both in

terms of its financial results and its governance. Our members and employees stand out for their constant commitment. We are proud to be a cooperative that has reached as many families and communities as we have since 1938.

Our industry continues to evolve and together we will achieve stimulating projects that will create our collective wealth of tomorrow.

Message from the
Chief Executive Officer

After the turnaround, we are looking to the future

I am proud of the work we have accomplished over the last five years to strengthen our financial situation. We have all of the assets in hand to commit to growth in upcoming years and improve our profitability.



Émile Cordeau
Chief Executive Officer

The end of the 2024 financial year marked the fifth anniversary of my appointment as Agropur's CEO. When I took my new position, at the end of two difficult financial years on the Canadian and US markets, there was not enough profitability to cover expenses and maintain our assets.

The debt burden was weakening the Cooperative, so much so that a recovery plan was put in place to reduce the debt, increase the profitability of the Canadian operations, and emerge from the fragile context we were in by simplifying our business model. We then had to implement a five-year strategic plan.

Since that time, we have expanded our presence in the private-label sector and in food and industrial services, and consolidated our place as the food industry's key dairy partner. Fast-forward five years and we are now better equipped to take on challenges, reinvest in the Cooperative, and acquire the tools we need to tackle the obstacles in our way. Above all, we can continue our growth and improve profitability to become even more competitive and ensure the Cooperative's longevity for generations to come.

Successes and challenges

Over the past year, we have improved our earnings before interest, income taxes, depreciation, and amortization (EBITDA), which are the profits from our operations. This improvement can be explained by bigger volumes of fresh products in Canada, increased volumes of cheese on both sides of the border, and efficiency gains in our plants and logistics. This has positioned us to better resist the unpredictability of the skim milk powder and in the price of cheese in the United States, which fell in 2024. The three-month postponement of the increase in the farmgate price of milk in Canada has also had a negative impact on our results.

Building on our strengths

The fresh products and cheese categories in Canada did very well in 2024. These categories make up 52% and 25%, respectively, of our Canadian sales. In these two categories alone, Agropur processes more than 2 billion litres of milk in 14 Canadian plants per year. In general, the demand for products in these categories is growing.

Because Canada is a mature market with a modest growth outlook, the decision made several years ago to invest in the United States is really the cornerstone

“We can continue our growth and improve profitability to become even more competitive and ensure the Cooperative’s longevity for generations to come.”

of our growth strategy to ensure Agropur’s future returns. South of the border, our cheese and ingredients transformation activities are grouped into seven plants that process 4.3 billion litres of milk per year.

We must continually evaluate our portfolio of assets with two main objectives in mind: to have plants that will be fit to continue to process milk for many years to come and that will generate revenue for our members.

Our customers have options, and they form alliances with partners that are seasoned and efficient operators. They are looking for reliable and predictable suppliers that will process high-quality products. We are investing in our plants to remain efficient and competitive, and to continue our growth in strategic sectors.

Vision for ingredients

Every year, the dairy ingredient sector is strongly influenced by supply and demand. In any given year, the Cooperative sells a volume of approximately 300

million kilograms around the world by exporting to over 70 countries.

The ingredients developed by Agropur are used in a variety of products, ranging, for instance, from animal and sports nutrition to baby formula.

For this segment, we aim to diversify our product portfolio. This is guiding our approach to the solids non-fat issue in Canada and prompting us to consider different strategic actions for the Cooperative.

Most notably, we announced in 2024 that Agropur had become a minority shareholder in ProviCo, an Australian value-added dairy ingredients company. With this agreement, the Cooperative will strengthen its competitiveness and encourage long-term growth in the category by distributing high-value-added and other ProviCo products.

With this partnership, we will also have access to promising technology in dairy ingredients that may eventually be introduced into our own North American plants.



Agropur employees at our Lake Norden plant, South Dakota

Efficiency gains

We have spent the past 12 months completing our introduction of a new integrated management system in all of our cheese and ingredients plants. Our 16 plants dedicated to these categories and more than 60 third-party logistical partners are now using the platform, which will create visibility and efficiency gains. This will strengthen collaboration among our sites and harmonize

our operational approaches. The data collected will help us make the best business decisions for the Cooperative. In the next year, we will begin deployment in our fresh product plants.

We can be proud

Agropur is improving every year. Its commercial and financial situation has progressed greatly over the past five years. Our 7,000 employees have

demonstrated great dedication to our Cooperative. We are deeply grateful to them.

Our objective is to ensure the longevity of Agropur for our close to 2,700 members and for the generations to come.

There are challenges ahead, but we believe we will also continue to do great things together. One thing is certain: we can be proud of how far we have come.

Involved in our communities

As a cooperative, Agropur recognizes the importance of giving back and serving as an agent of change in the communities in which we operate. Guided by its values of solidarity, equity and cooperation, Agropur supports numerous charitable causes, agricultural and community activities, and other cooperative movement initiatives dear to its members. Here are a few of them.



Many Agropur employees took on the Make-A-Wish® | Rêves d'Enfants^{MD} Canada 48-HOUR RIDE

Once again in 2024, a team of 66 cyclists composed of Agropur employees took on the challenge of pedaling in relay for 48 continuous hours during the 48 HOURS RIDE event. More than 25 other employees of the Cooperative joined them as volunteers to ensure the success of the event. The commitment and dedication of our employees enabled Agropur to donate \$90,000 to the Make-A-Wish® | Rêves d'enfants^{MD} Canada Foundation.



Close to \$225 million in patronage returns in the last five years

The patronage return is a method of distributing earnings that is specific to cooperatives. This sharing of wealth provides members with greater financial stability and allows them to reinvest in their businesses. This approach stimulates the local economy and contributes to the resilience of communities. Since 2020, \$224 million has been given back in patronage returns to our members to strengthen our ties with the communities in which we operate.

Active for the next generation

Young farmers are committed to the development and promotion of rural areas. Through their engagement, they actively contribute to energizing the entire dairy industry. Agropur has been encouraging their passion and efforts for 40 years by annually awarding \$400 to each 4-H club in Quebec and the Atlantic region that organizes a local dairy show. Product donations are also made to support these events. We distributed more than \$20,000 in 2024.



In 2024, a class from L'Aquarelle School in Saint-Bernard, Québec (Chaudière-Appalaches region) visited Ferme Conrad Giroux Inc., owned by member Martin Giroux (photo). The children were able to observe the calves and learn more about the stages of dairy production. Agropur provided chocolate milk to the young visitors, helping to make the connection between the cows that produce the milk and the product found in the grocery store.

An educational approach

In 2024, eight Agropur member farms participated in the Union des producteurs agricoles du Québec's *Mangeons local* open house or the *Meet Your Farmer* event of the Nova Scotia Federation of Agriculture. The Cooperative donated products for these occasions to support its members' participation, allowing them to share their passion and expertise with the public. Agropur has been contributing to these events for over 15 years, helping to create a special connection between families, producers, and farmers.

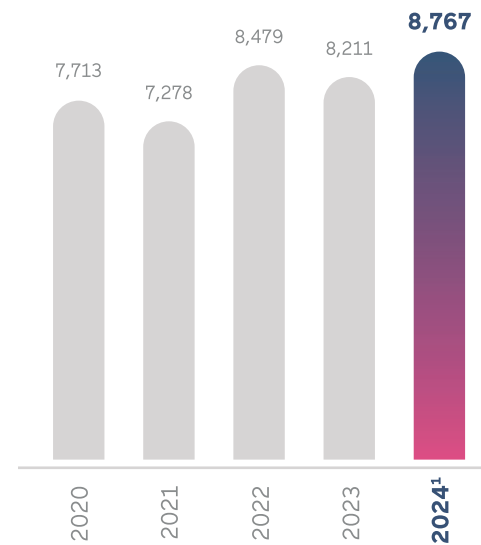
Agropur members also welcome school visits to their farms. The students can observe the calves and cows and learn more about the stages of dairy production.



Agropur by the numbers

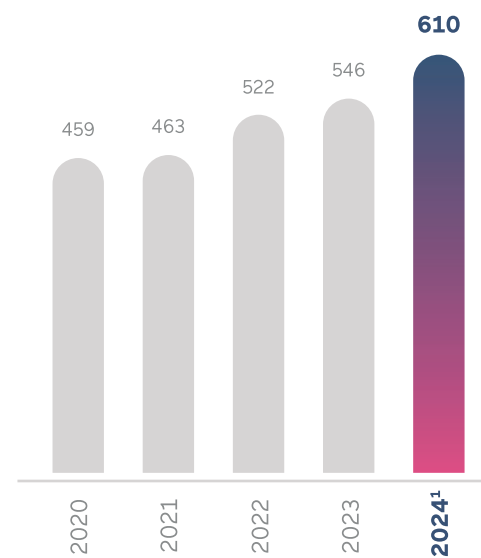
Sales

In millions of dollars



Earnings from operations²

In millions of dollars



¹ Fiscal year including 53 weeks

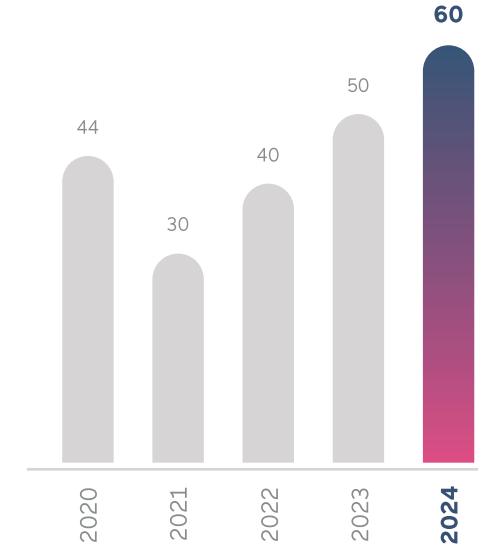
² Earnings before interest, income taxes, depreciation, amortization and impairment of assets and other non-recurring costs



Agropur plant
Notre-Dame-du-Bon-Conseil, Québec

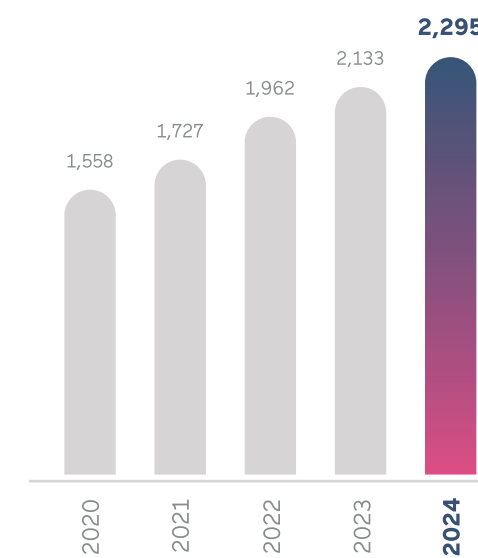
Declared patronage returns

In millions of dollars



Members' equity

In millions of dollars

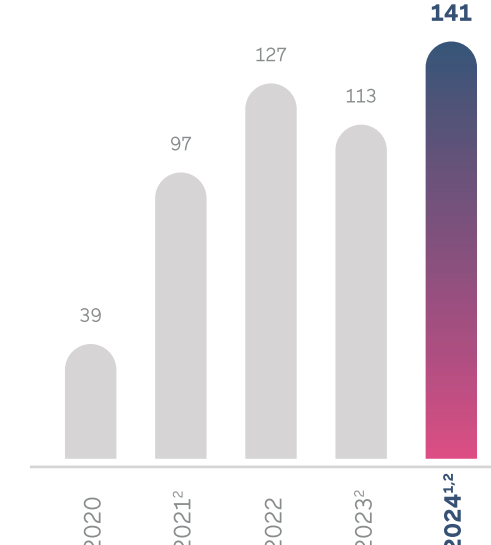


¹ Fiscal year including 53 weeks

² Excluding extraordinary gains on disposal of assets, net of income taxes

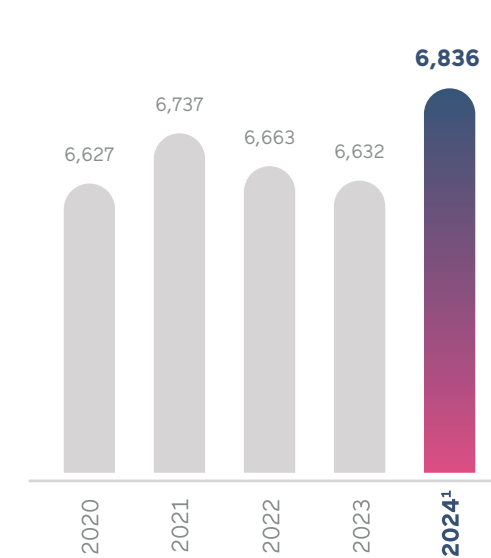
Adjusted net earnings²

In millions of dollars



Milk processed

In millions of litres





Stéphane Tremblay
Senior Vice-President and
Chief Financial Officer

**Message from the
Senior Vice-President and
Chief Financial Officer**

Financial review

Executive summary

The Cooperative's results and financial position improved for the fifth consecutive year. The actions taken to better manage the factors under our control and the accelerated transformation of our operations had positive impacts on our results. Earnings before interest, income taxes, depreciation and amortization (EBITDA) amounted to \$609.6 million, an increase of \$63.6 million over 2023. Our debt leverage ratio also improved during the year, from 2.4x EBITDA at the beginning of fiscal 2024 to 2.0x at the end of the year.

Although inflation was lower in 2024 than the previous year, it was still present, particularly in terms of increased wages, energy and packaging costs. The three-month postponement of the milk price increase by the Canadian Dairy Commission negatively impacted results, delaying by three months our ability to increase the selling prices of our products to partially offset the effects of inflation.

US cheese prices were highly volatile in 2024 and lower on average than the previous year. On international ingredients markets, whey protein prices rose substantially while prices for skimmed milk powder and food blends fell.

Phase one of implementation of our new cloud-based integrated management system, covering all our cheese and ingredients plants, was completed on November 2, 2024.

In all, 16 North American plants and their underlying distribution networks are now using the new system.

Also, on November 2, 2024, we closed the sale of our fluid milk plant in St. John's, Newfoundland and Labrador to the new Newfoundland and Labrador Dairy Co-operative.

Our facilities processed 6.8 billion litres of milk in 2024, a 3.1% increase compared with 2023. The proportion of volume processed was 36% in Canada and 64% in the US.

Governance

The financial statements were prepared in accordance with International Financial Reporting Standards and reviewed by the Audit Committee. On the Committee's recommendation, the Board of Directors approved the 2024 financial statements.

Key figures

SALES (\$)

**8.8
BILLION**

MILK
PROCESSED (L)

**6.8
BILLION**

PATRONAGE
RETURNS (\$)

**60.0
MILLION**

DEBT /
EBITDA RATIO

2.0x

REVIEW OF 2024 FINANCIAL STATEMENTS

Financial results

First of all, it should be noted that fiscal 2024 had 53 weeks, compared with 52 weeks in 2023. The additional week had the following impacts:

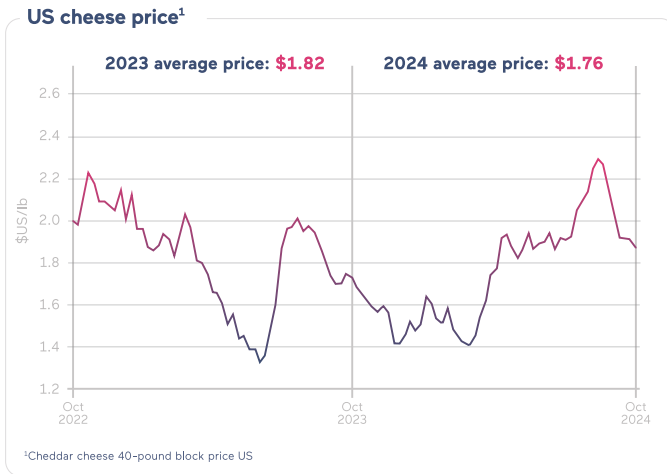
Effect of the 53rd week



The Cooperative’s consolidated sales totalled \$8.8 billion in 2024, a year-over-year increase of \$556.0 million or 6.8%.

Sales from Canadian operations continued to grow in 2024, increasing by \$169.0 million or 3.9% to \$4.6 billion due to the 53rd week, the price increase in May 2024 and higher volumes. Lower milk powder prices had a negative impact on sales.

Sales from US operations totalled \$4.2 billion in 2024, an increase of \$387.1 million or 10.1% compared with 2023. The extra week, higher cheese volumes, especially for mozzarella, and higher prices for whey ingredients on international markets were among the factors that positively impacted sales. The average cheese price decreased in the US, which had a negative effect on sales. As the chart above shows,



the cheese price remained highly volatile on the US market in 2024, fluctuating between US\$1.42/lb and US\$2.29/lb in the course of the year.

Finally, the appreciation of the US dollar against the Canadian dollar had a positive impact on US sales when translated into Canadian currency.

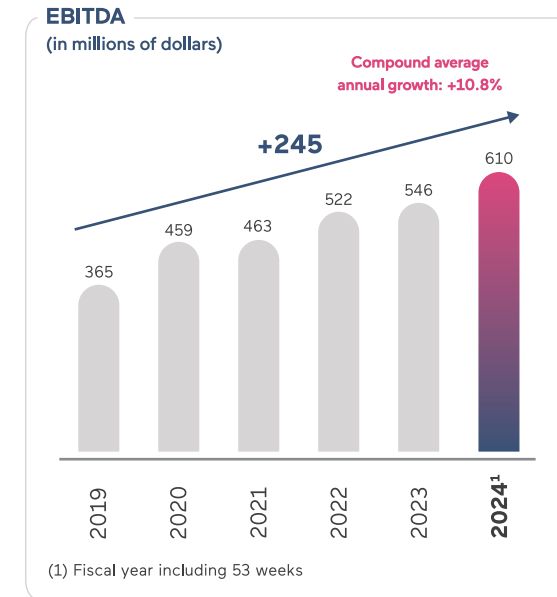
Consolidated earnings from operations increased by \$63.6 million or 11.7% year-over-year to \$609.6 million. Canadian and US operations both contributed to the strong performance. Overall, our transformation and cost-reduction initiatives are bearing fruit.

In Canada, earnings from operations increased by 7.4% compared with last year, despite the three-month delay in adjusting our selling prices in May 2024. Most categories contributed to the improvement in EBITDA through higher volumes sold or a more profitable sale products mix. Lastly, our efficiency initiatives generated good results, especially in our logistics and distribution activities.

In the US, earnings from operations increased by 16.3% compared with 2023, due in part to high whey protein prices on international markets and increased cheese volumes. As noted above, the price of cheese on the US market was very volatile in 2024, and the relationship between the price of cheese and the cost of milk was much less favourable this year.

At the Little Chute plant, in Wisconsin, volumes were up from last year.

However, Little Chute remains in start-up mode following the introduction of a new type of cheese produced in the plant since spring 2024. Production efficiency is not yet optimal, but we made very good progress during the year.



We have made great strides financially over the past five years. We reviewed our strategies in each category and sold some non-core assets. Despite these asset sales, consolidated EBITDA rose from \$365 million in 2019 to \$610 million in 2024, an increase of \$245 million and a compound average annual growth rate of 10.8%. Over the same period, the EBITDA margin on sales increased from 5.0% to 7.0%.

The Cooperative’s earnings before patronage returns and the Cooperative’s income taxes totalled \$237.0 million in 2024. As noted above, Agropur sold its St. John’s plant on November 2, 2024, resulting in a \$19.3 million accounting gain on disposal, which is included in earnings.

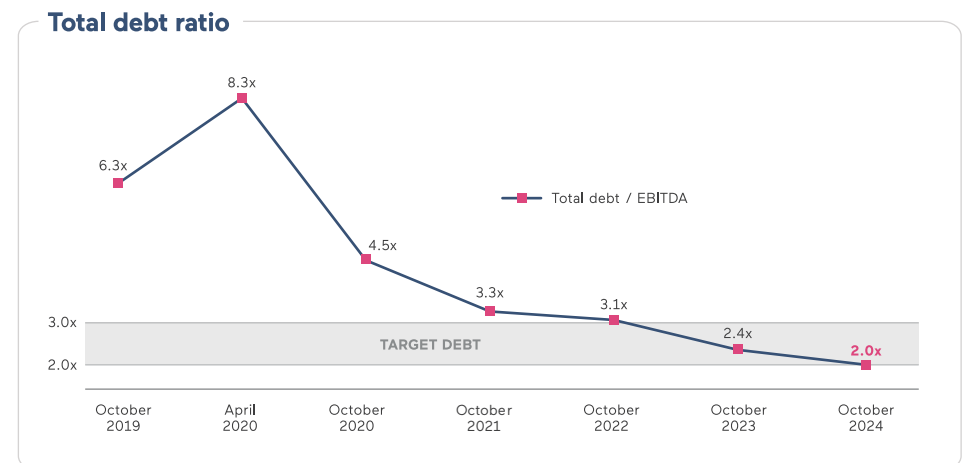
A similar gain, in the amount of \$20.7 million (net of related taxes), was recognized in 2023 in connection with the sale of the La Crosse, Wisconsin operations. Excluding these extraordinary gains, the Cooperative’s earnings before patronage returns and the Cooperative’s income taxes rose by \$38.2 million in 2024.

The depreciation and amortization expense was \$238.4 million, a \$5.8 million year-over-year increase due to the additional charge for our new Little Chute plant (full year in 2024 compared with part of the year following commissioning in 2023) and the phased implementation of our integrated management system.

Restructuring costs, integration and other non-recurring costs, which include operational restructuring costs and certain one-time events that have affected our operations, amounted to \$23.5 million.

Cloud-based system implementation costs totalled \$23.2 million in 2024. Under accounting standards, a portion of the costs incurred for this project cannot be capitalized as intangible assets and must therefore be expensed.

The increase in EBITDA combined with our debt level control enabled us to improve our debt leverage ratio. As of November 2, 2024, it stood at 2.0x EBITDA.



The “Total debt ratio” chart below shows the evolution of our debt ratio since October 2019. It peaked at 8.3x EBITDA in April 2020 and has improved steadily since then, strengthening our balance sheet. The improvement in our debt leverage ratio has also had a positive impact on financial expenses, which amounted to \$72.5 million in 2024, a decrease from the previous year.

After reviewing the earnings generated in 2024, the Board of Directors declared patronage returns of \$60.0 million, of which \$45.0 million or 75% will be distributed in Class A investment shares and \$15.0 million in cash.

Accordingly, after deducting patronage returns, the Cooperative recorded an income tax expense of \$19.2 million. Agropur therefore generated net earnings of \$157.7 million.

Comprehensive income amounted to \$173.0 million in fiscal 2024, consisting of net earnings of \$157.7 million plus the items recognized under “Other comprehensive income” totalling \$16.3 million. It should be noted that the main factor in this non-cash gain was the increased value of US net assets due to the appreciation of the US dollar since the beginning of the year. These items will continue to fluctuate with economic changes over time. Lastly, the other items of the comprehensive income are the components transferred to the reserve, consisting of actuarial losses on the defined benefit pension plans in the amount of \$1.0 million.

Cash flows

Inflows

In fiscal 2024, the Cooperative’s cash inflows amounted to \$395.0 million. Operations provided \$556.4 million and \$161.4 million was used for changes in non-cash items and repayment of lease obligations, due mainly to increases in accounts receivable and inventories. It should also be

noted that the amount related to the sale of the St. John’s plant was considered receivable as of November 2, 2024, and therefore does not appear as a cash inflow in 2024. It was deposited on the first business day of fiscal 2025.

Outflows

With respect to financing activities, \$78.8 million was used to pay financial expenses.

Distributions in the amount of \$63.9 million were made to members, including \$12.4 million in 2023 patronage returns paid in cash and \$51.5 million in redemption of members’ shares and debt instruments.

Capital expenditures and investments, net of disposals, totalled \$232.6 million in 2024. This amount includes the cost of implementing our integrated management system, which continued throughout the year. All of our Canadian and US cheese and ingredients plants are now using the new platform. The deployments were all completed successfully with no business interruption. Implementing this technology throughout our organization will improve our operational efficiency, increase visibility to support decision-making, and enhance our IT security.

Funds were also allocated to several in-plant projects, including facility maintenance and upgrades. Canada accounted for 60% of this spending.

Cash flows

Inflows 2024 (In millions of dollars)		Outflows 2024 (In millions of dollars)	
Operating activities (net of repayments of lease obligations)	395.0	Financial expenses	78.8
		Distributions to members	63.9
		Property, plant and equipment, intangible assets and investment, net of disposals	232.6
		Other	0.4
Total	395.0	Total	375.7

Net change in cash before repayment of borrowings: +19.3

Among other things, work began on the addition of lactose-free product capacity at our Don Mills, Ontario plant, which will support the growth of this product segment in Canada. In the US, a nanofiltration system was installed at the Lake Norden, South Dakota plant, which will equip us to produce instant whey powder, a high-demand product that generates a larger profit margin.

On June 27, 2024, the Cooperative acquired a minority interest in the Australian company ProviCo Australia Pty Limited. This agreement will enable us to develop new markets by distributing high value-added ingredients.

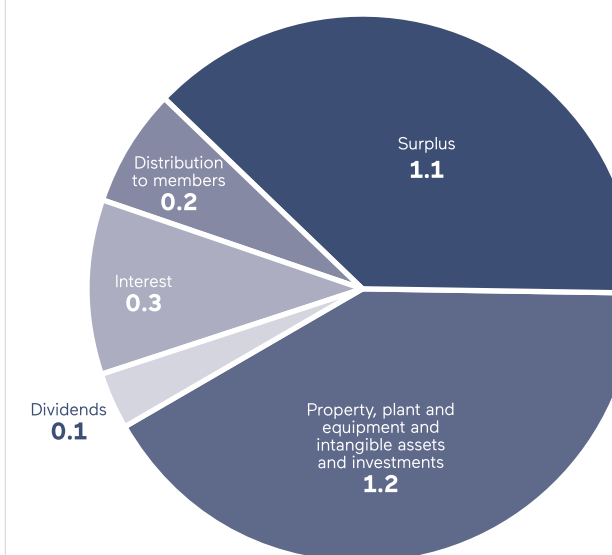
Inflows exceeded outflows by \$19.3 million in 2024 before the long-term debt repayment.

Since 2020, cash inflows have totalled \$2.9 billion, including \$0.8 billion in proceeds from disposals. The “Use of funds 2020-2024” chart shows the use of these funds during the period: \$1.2 billion was used for capital expenditures and investments, \$0.1 billion for dividends on preferred shares (including applicable taxes) and \$0.3 billion for interest payments. A total of \$0.2 billion was distributed to members during the period. Over the past five years, the \$1.1 billion excess of inflows over outflows was applied to repurchasing first-preferred shares and paying down debt. These surpluses have enabled the Cooperative to significantly reduce its debt, thereby improving its financial position and total debt/EBITDA ratio and giving the Cooperative manoeuvring room to pursue growth and face the whims of the markets.

Balance sheet

Assets totalled \$4.7 billion as at November 2, 2024, a \$215.7 million increase from 2023 due mainly to increases in accounts receivable and inventories. As noted above, accounts receivable included

Use of funds 2020-2024
(in billions of dollars)



the amount related to the sale of the St. John’s plant. As well, US cheese and whey ingredient prices were higher at the end of 2024 than at the end of 2023. The appreciation of the US dollar against the Canadian dollar also contributed to the increase in assets. Liabilities were stable compared with last year at \$2.4 billion.

In conclusion, we have ended fiscal 2024 with improved results. Our cost management efforts and the review of our operations positively impacted earnings. The improved results and lower debt leverage ratio position us to face contingencies beyond our control. Our financial position allows us to invest in growth, improve our asset base, and adopt new technologies to contend with increasingly competitive market dynamics and secure the Cooperative’s future. We are therefore maintaining the pace of the transformation we have undertaken. We believe in the Cooperative’s potential and strength and will continue the work begun in recent years with optimism and determination.

Notes

Our brands, a standard of excellence

Natrel

OKA

AGROPUR
Grand Cheddar

MONSIEUR
GUSTAV

L'EXTRA

Central Dairies

Farmers

Sealtest

**island
FARMS**


lucerne
DEPUIS 1904

Québon




SCOTSBURN

Agropur

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