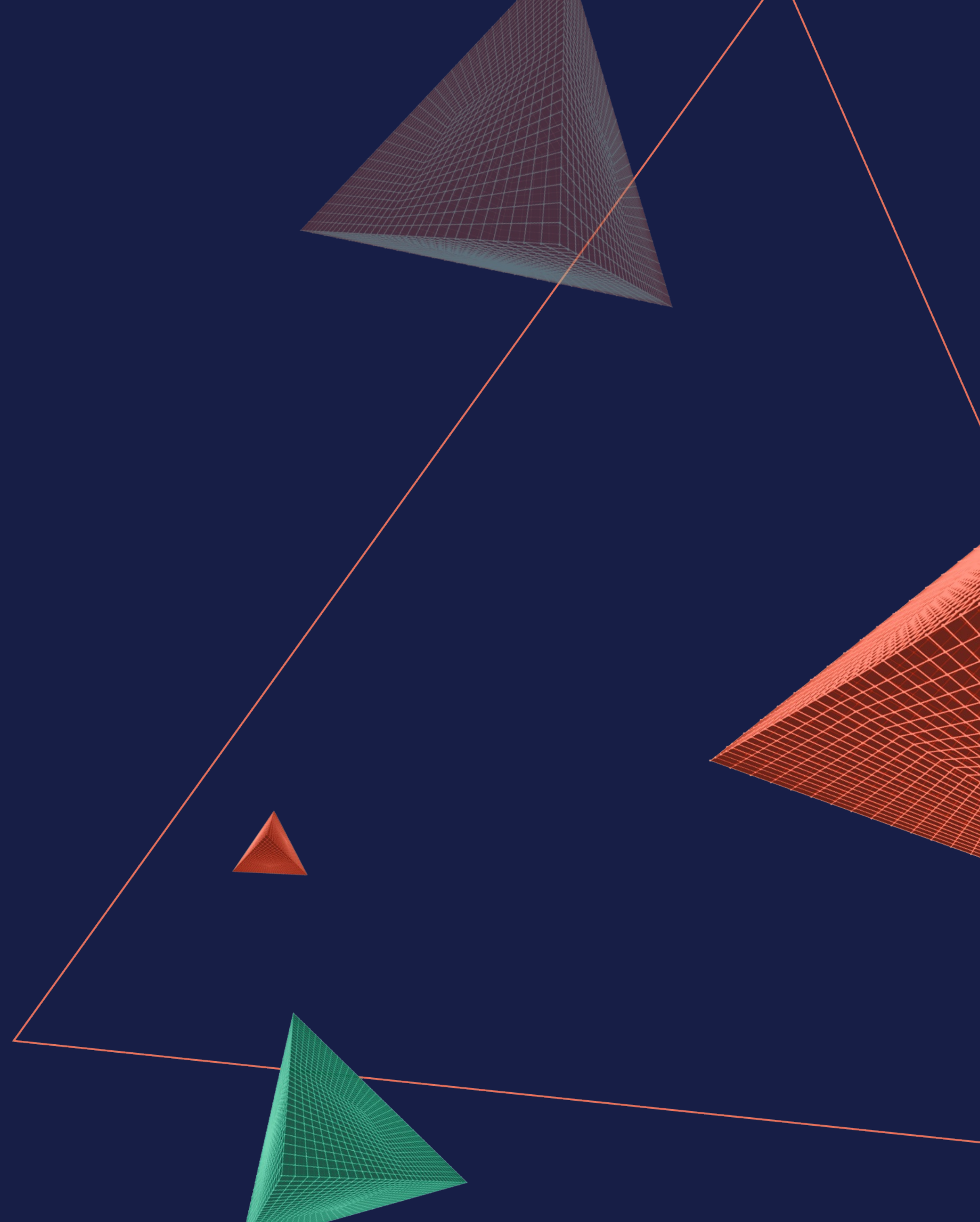


# change.

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## Investor Presentation

June 2022



# Executive summary

Simplifying payment experiences globally to be a leading PaaS provider via simple, flexible & fast to market technology

## Critical Payments Infrastructure

- ▶ Global B2B fintech providing solutions for banks & fintechs in 40+ countries
- ▶ Two core products in the banking & payments ecosystem:
  - ▶ Vertexon (Payments as a Service (PaaS)): physical & virtual card issuing + transaction processing
  - ▶ PaySim: payment testing solution

## Established Building Blocks

- ▶ Signed Axiom Bank as new issuing bank in US
- ▶ Signed partnership with Mastercard for direct issuing in Australia & New Zealand (ANZ)
- ▶ Granted NZ regulatory approval; Australian regulatory approval expected 1H FY23

## Accelerating Market Traction

- ▶ Signed milestone US\$10.5m (A\$14.6m<sup>1</sup>) 5-year contracts with 4 NZ financial institutions
- ▶ Signed 3 US fintechs with minimum fee commitments totaling US\$2.4m (A\$3.3m) over initial terms
- ▶ Continued to close project & licence sales with existing & new clients

## SaaS Driven Revenue Growth

- ▶ Transitioning revenue model to Software as a Service (SaaS) model
- ▶ Established recurring revenue base from existing clients
- ▶ SaaS clients will drive growth through volume & transaction-based fees

## Global Market

- ▶ Targeting 4 key markets: US, LATAM, Oceania & Southeast Asia
- ▶ TAM over USD\$10 trillion with tailwind from the continuing trend towards cashless society
- ▶ Actively targeting credit unions, financial mutuals & fintechs on the back of recent client wins

1. AUD/USD = 0.72

# Background: key acquisition has focused strategy as PaaS provider

**Focussed strategy to provide financial institutions & fintechs with enterprise banking & payments technology**

2019	<ul style="list-style-type: none"> <li>▶ Launched payments &amp; card issuing platform targeting US based clients</li> <li>▶ Received formal certification as a Mastercard processor in US; only 2nd company in last 20 years</li> </ul>
2020	<ul style="list-style-type: none"> <li>▶ Acquired assets of Wirecard ANZ; card &amp; payments management + testing solutions</li> <li>▶ Accelerated progression as leading global PaaS provider</li> </ul>
2021	<ul style="list-style-type: none"> <li>▶ Focused strategy - rebranded &amp; launched Vertexon (PaaS) &amp; PaySim (Payment Testing)</li> <li>▶ Key 'building blocks' in place providing underlying infrastructure to execute strategy</li> </ul>
2022	<ul style="list-style-type: none"> <li>▶ Focus on building sales pipeline &amp; accelerating conversion</li> <li>▶ Significant milestone client &amp; partnership contracts secured</li> </ul>



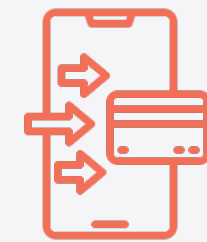


# Change today: delivering scalable payments solutions

Payments solutions provider, driving innovation in the banking ecosystem

## Banking as a Service

### Payments as a Service



Physical & virtual card issuing



Transaction processing for all major card schemes

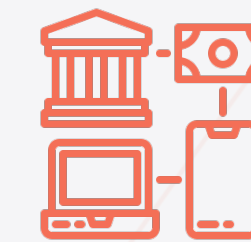


Digital payments (Apple, Google & Samsung Pay), BNPL

**56%**

% 1H FY22 Revenue<sup>1</sup>

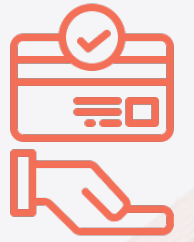
### Payment testing



Full payment simulation



ATM & POS emulation



Visa, Mastercard, UnionPay, Amex, JCB validation

**43%**

% 1H FY22 Revenue<sup>1</sup>

1. c.1% of total revenue attributable to Other Products

# Global fintech with local expertise

Diverse team of over 85 people with local knowledge to support our loyal & growing client base



**Critical payments infrastructure**  
Deep client integration



**Global footprint**  
154 Clients in 41 countries



**Scalable payments platform**  
16m+ cards



**Processing for all the major schemes**



Revenue by Region





Strong growth  
opportunity through  
addressing gap in  
underserviced markets






# Comparable payment infrastructure providers

## ANZ Landscape

- ▶ 3rd party card issuing & processing capability no longer a core focus for Big 4 banks
- ▶ 2nd tier banks & mutuals require innovative digital & card payments to remain relevant
- ▶ Attractive opportunity for specialised player to capitalise

## Global (outside ANZ)

- ▶ Digital payments driven by post-pandemic ecommerce & contactless customer demands
- ▶ Fintechs & neo-banks are leveraging mobile & digital solutions to take market share
- ▶ Growing demand for instant account to account & cross border payments

					
Size (Mkt Cap A\$)	\$30m	\$7.5b	\$500m	\$5.6b	\$60m
Business Focus	Issuing, processing & payment testing	Issuing & processing	Issuing, processing & BaaS <sup>1</sup>	Issuing & processing	Issuing, processing & acquiring
Target Client Market	Small/medium banks, financial institutions & fintechs	Large programs in US, LATAM focus with digital payments	Predominantly prepaid card focus	Large fintech programs & banks	Neo-bank aspirations, recent acquisitions to grow acquiring business
Geographies	ANZ, US, SE Asia & LATAM	Americas	North America, Europe & Australia	North America, Europe & Asia Pacific	ANZ, Asia, Americas & Europe

1. Banking as a Service

Milestones achieved in FY22 provide foundations for accelerated future growth

## Key 'building blocks' delivered in FY22

Milestone	Why it's important
Launch of SaaS platforms	<ul style="list-style-type: none"> <li>▶ Launched Vertexon PaaS platform in Oceania in late 2021</li> <li>▶ Major client wins – 4 NZ financial institutions &amp; 3 US fintechs – onboarding underway, go-live expected H1 FY23</li> <li>▶ Launched PaySim APIs as part of PaySim SaaS offering</li> </ul>
Direct issuing in Oceania	<ul style="list-style-type: none"> <li>▶ Signed Mastercard partnership for direct issuing in ANZ</li> <li>▶ Granted regulatory approval as a Financial Service Provider (FSP) in NZ</li> <li>▶ Application submitted for Australian Financial Services Licence (AFSL) – approval expected in H1 FY23</li> </ul>
US issuing bank partnership	<ul style="list-style-type: none"> <li>▶ Signed Axiom Bank issuing partnership in US</li> <li>▶ US requires bank intermediary (unlike ANZ) for issuing physical &amp; digital cards</li> </ul>
Expanding global channel partners	<ul style="list-style-type: none"> <li>▶ Mastercard: certified Mastercard processor in the US + direct card scheme partner in ANZ</li> <li>▶ Finzsoft: core banking platform &amp; technology provider</li> <li>▶ Mambu: API driven cloud banking platform in 65 countries</li> </ul>
Strengthened team	<ul style="list-style-type: none"> <li>▶ Executive &amp; Sales teams bolstered by key appointments with payments experience</li> <li>▶ Strengthened board with experienced payments &amp; business executives</li> </ul>

# Vertexon: Payments as a Service (PaaS)

▶ Lowers the barrier of entry for banks & fintechs to deliver innovative digital card solutions to their customers

## Key Product Offerings

### Processing

- ▶ Cloud hosted; platform used to manage card & payments infrastructure
- ▶ **Client** responsible for card issuing
- ▶ Global

### Processing & Issuing (P&I)

- ▶ Cloud hosted; platform used to manage card & payments infrastructure
- ▶ **Change** responsible for card issuing
- ▶ ANZ & US

## Unique Selling Proposition



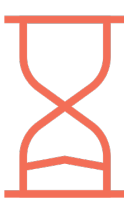
### Cloud Based

- ▶ Locally installed in client jurisdiction with upgrades automatically deployed



### API First

- ▶ Single API & sandbox for rapid global platform access



### Speed to Market

- ▶ Agile & nimble partner which lowers the barriers of entry for issuing & card products



### Innovation

- ▶ Leverage modern digital solutions to respond to market trends & client needs quickly



### Capital Efficient

- ▶ Capital light model through reduced compliance overhead (e.g. PCI DSS) & infrastructure investment



### Scheme Agnostic

- ▶ Transaction processing for all major schemes inc. Mastercard, Visa, Union Pay, JCB & AMEX



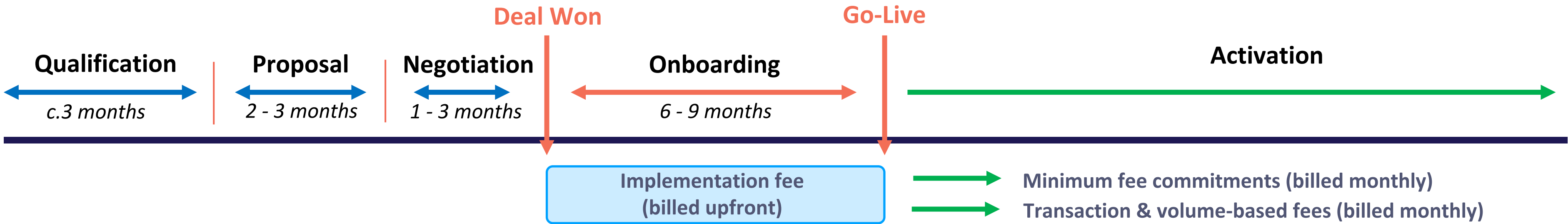
Strategic partnerships & issuing capability driving increase in value of sales pipeline

# Vertexon: early in transition but momentum accelerating

Transition from licence model to SaaS is driving an increase in average client value & aligns Change’s & client’s growth

	No. of Clients	Estimated Annualised Revenue Run Rate	Upside Potential
Licence model	17	US\$4.6m <sup>1</sup>	Existing clients continue to require project work & new features (driving licence sales & maintenance contracts)
PaaS model Processing only	-	-	Targeting larger clients (e.g. banks) with existing issuing relationships looking to leverage third-party technology & processing capabilities Revenue increases with transaction & card volumes
PaaS model Processing & Issuing	7	US\$2.4m <sup>2</sup>	Targeting smaller financial institutions (e.g. credit unions) & fintechs who require innovative & capital light solutions Revenue increases with transaction & card volumes + other revenue (e.g. interchange)

Indicative Vertexon PaaS Sales Cycle – new PaaS clients generate significant recurring revenues from go-live



1. Annualised revenue from Vertexon licence model clients based on FY22 revenue to 31 March 2022, includes new licences, maintenance & projects  
2. Annualised year 1 expected revenue run rate for clients once onboarding complete

Large market potential  
with targeted areas of  
near-term opportunity

# Vertexon: large global opportunity

Customer Type	Example Customer	Potential Deal Value (5 yrs)	ANZ	US	South East Asia	LATAM
Banks	BDO Unibank (Philippines)	US\$1m - \$5m	120+	2,100+	180+	400+
Financial institutions <sup>2</sup>	First CU (NZ)	US\$0.5m - \$4m	60+	3,900+	n/a <sup>3</sup>	n/a <sup>3</sup>
Fintechs	Rolling Thunder (US)	US\$0.2m - \$2m	350+	6,100+	900+	2,400+

## ANZ market opportunity

- ▶ Strong thematic of accelerating move away from 'On Premises' to cloud technology solutions
- ▶ Typically large banks have the financial capacity to invest in their own payments technology while smaller institutions & fintechs leverage third-party solutions
- ▶ Of approximately 60 financial institutions<sup>2</sup> in ANZ, Change is targeting >50%; large near-term opportunity

## Initial ANZ target market

Customer Type	Potential Deal Value (5 yrs)	No. Targets
Banks	US\$1m - \$5m	10
Financial institutions <sup>2</sup>	US\$0.5m - \$4m	40
Fintechs	US\$0.2m - \$2m	30

Similar types of credit unions and mutuals to the recent 4 NZ client wins

1. Management estimates; Sources: ANZ – RBA, RBNZ & Crunchbase, US – FDIC, NCUA & Crunchbase  
2. Includes credit unions, mutual banks, building societies & non-federally insured banks, etc.  
3. Data not available

Software facilitates remote testing without the need for physical devices such as ATMs & POS terminals

# PaySim: critical payments infrastructure testing tool

- ▶ **Simulates the full transaction lifecycle**, enabling banks & fintechs to complete end-to-end testing of their payment platforms & processes
- ▶ Enables financial institutions to **test their payment systems** to meet the reliability & performance expectations of their customers

Growth Strategy	Licence Model			SaaS Model	
	Licences	Additional Modules	Maintenance	Monthly Subscription	Key benefits of SaaS solution for client
Description	New licence sales to new clients	New licence sales for additional features	c.20% p.a. of licence & module sales	All in monthly subscription fee	<ul style="list-style-type: none"><li>▶ Reduced capex</li><li>▶ Access to new features &amp; updates as they are released</li><li>▶ API &amp; cloud focused solution (improves scalability)</li></ul>
Revenue type	One-off upfront	One-off upfront	Recurring	Recurring	
Target clients	New banks, financial institutions & fintechs	Existing clients	-	New banks, financial institutions & fintechs	
Primary sales channels	Partnerships (e.g. EFTPOS mandate), resellers & direct	Direct & retargeted marketing	-	Partnerships (e.g. EFTPOS mandate), resellers & direct	



Globally recognised  
solution simulating over  
60k transaction  
variations



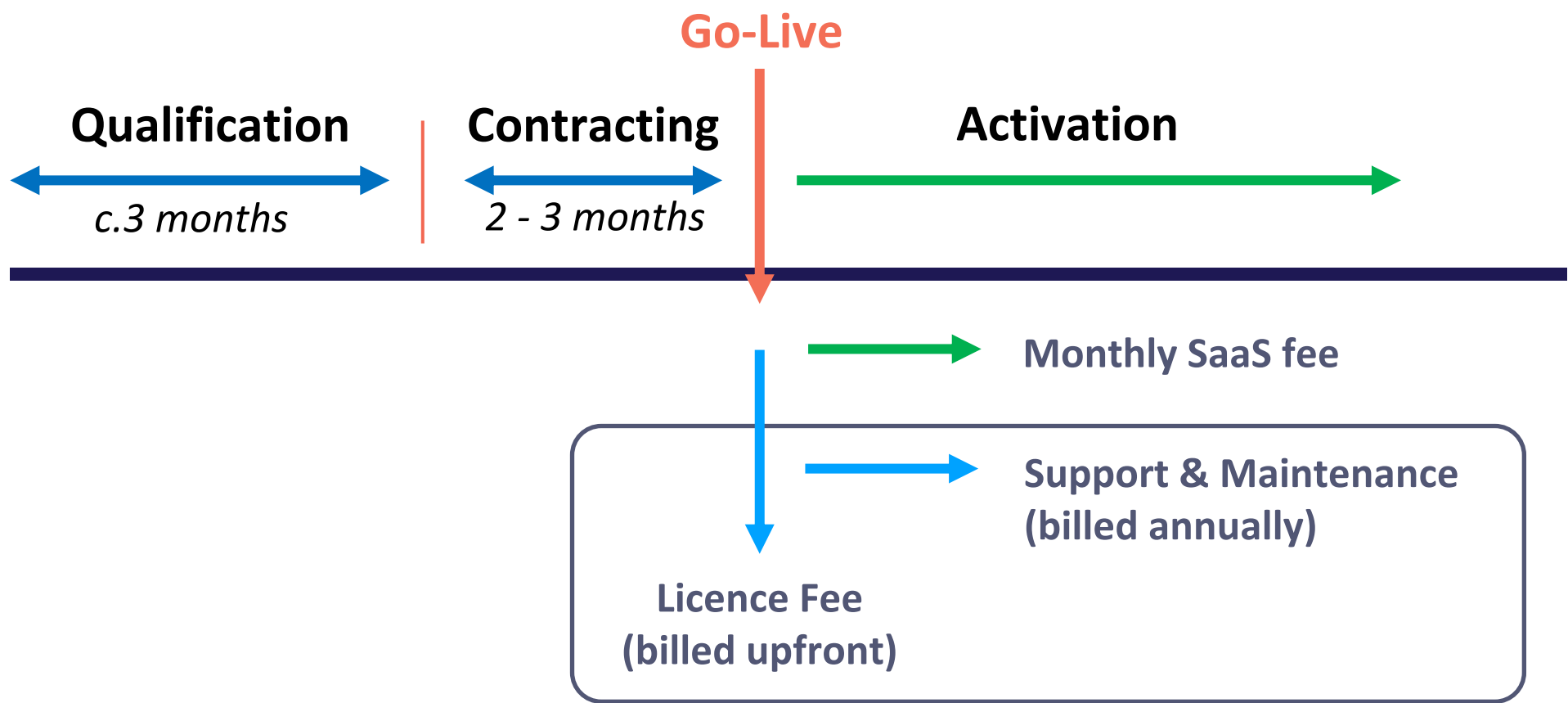
# PaySim: diverse blue chip & emerging global client base

► Licence sales are key to future growth & complemented by new SaaS products & features

	No. of Clients	Estimated Annualised Revenue Run Rate	Upside Potential
Licence model	130	US\$3.0m <sup>2</sup>	<ul style="list-style-type: none"><li>► Established sales pipeline of new opportunities</li><li>► Product can be sold globally without major customisation for specific jurisdictional requirements</li><li>► New module adoption drives license sales &amp; ongoing maintenance</li></ul>
SaaS model	-	-	<ul style="list-style-type: none"><li>► Opportunity to target clients who prefer a SaaS pricing model with less upfront capex</li><li>► Clients access new products &amp; features as they are progressively released</li></ul>

- PaySim is the **de facto standard for EFTPOS** testing in Australia & all participants must use the software to validate their technology
- **Five of the top 10 digital payment** companies<sup>1</sup> globally use PaySim for their payments testing

## Indicative PaySim Sales Cycle

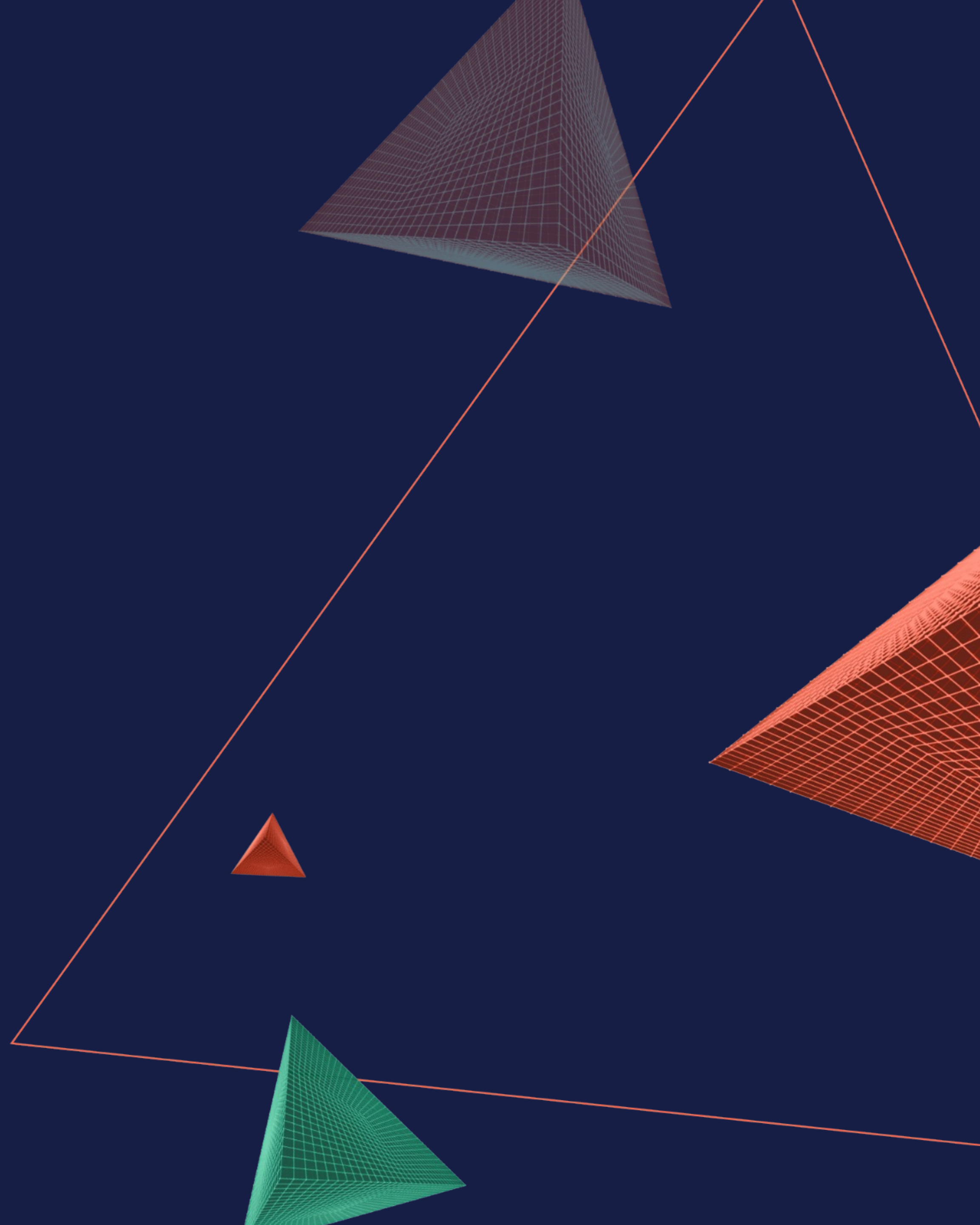


1. <https://www.emergenresearch.com/blog/top-10-leading-digital-payment-companies-in-the-world>  
2. Annualised revenue from PaySim licence model clients based on FY22 revenue to 31 March 2022, includes new licences, maintenance & projects

change.

# Financial Snapshot

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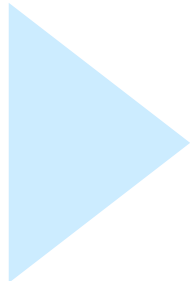
Transitioning from  
licence & project fee  
revenue model to a  
SaaS revenue model

# Revenue model transition

## Vertexon – Old Revenue Model

### Licence

- ▶ On premise solution – **client** responsible for card issuing
- ▶ Upfront licence fee in perpetuity with ongoing S&M (20% of licence fee p.a.)
- ▶ Minimal volume related fees



## Vertexon – New Revenue Model

### Processing

- ▶ Cloud hosted – **client** responsible for card issuing
- ▶ Volume & transaction-based fee revenue

### Processing & Issuing (P&I)

- ▶ Cloud hosted – **Change** responsible for card issuing
- ▶ Incremental volume & transaction-based fee revenue + other revenue (e.g. interchange)

## Revenue Streams – Vertexon + PaySim

	Revenue Type	Model Type	Description	% H1 FY22 Rev	FY23+ Trend (% Total Rev)
Recurring	Support & Maintenance (S&M)	Licence	<ul style="list-style-type: none"><li>Existing clients on 'licence model' - equal to c.20% licence fee p.a.</li><li>% of total revenue will fall over time as SaaS revenue grows</li></ul>	55%	↓
	Minimum Fee Commitments (SaaS)	Processing or P&I	<ul style="list-style-type: none"><li>Recurring monthly / annual charges</li><li>Transitioning existing 'licence model' clients to SaaS will drive revenue uplift</li></ul>	-	↑
	Volume & Transaction (SaaS)	Processing or P&I	<ul style="list-style-type: none"><li>Potential for material revenue growth as processing, transaction volumes, cards on issue &amp; spend increases</li></ul>	-	↑
One – Off	Licensing	Licence	<ul style="list-style-type: none"><li>Upfront one-off licence fees</li><li>Existing clients charged licence fee for additional features</li></ul>	13%	↓
	Implementation & Projects	All models	<ul style="list-style-type: none"><li>Implementation, new products, features, upgrades, client requests</li><li>% revenue may fall slightly, albeit will form base reflecting consistent new wins</li></ul>	32%	↔



Material revenue uplift  
from transition to SaaS  
model

# Vertexon: contract revenue breakdown (indicative only)

Example illustrates an indicative program of 25k prepaid cards.  
**Debit** card programs typically result in increased revenues due to higher transaction volumes.

## Key benefits of SaaS model

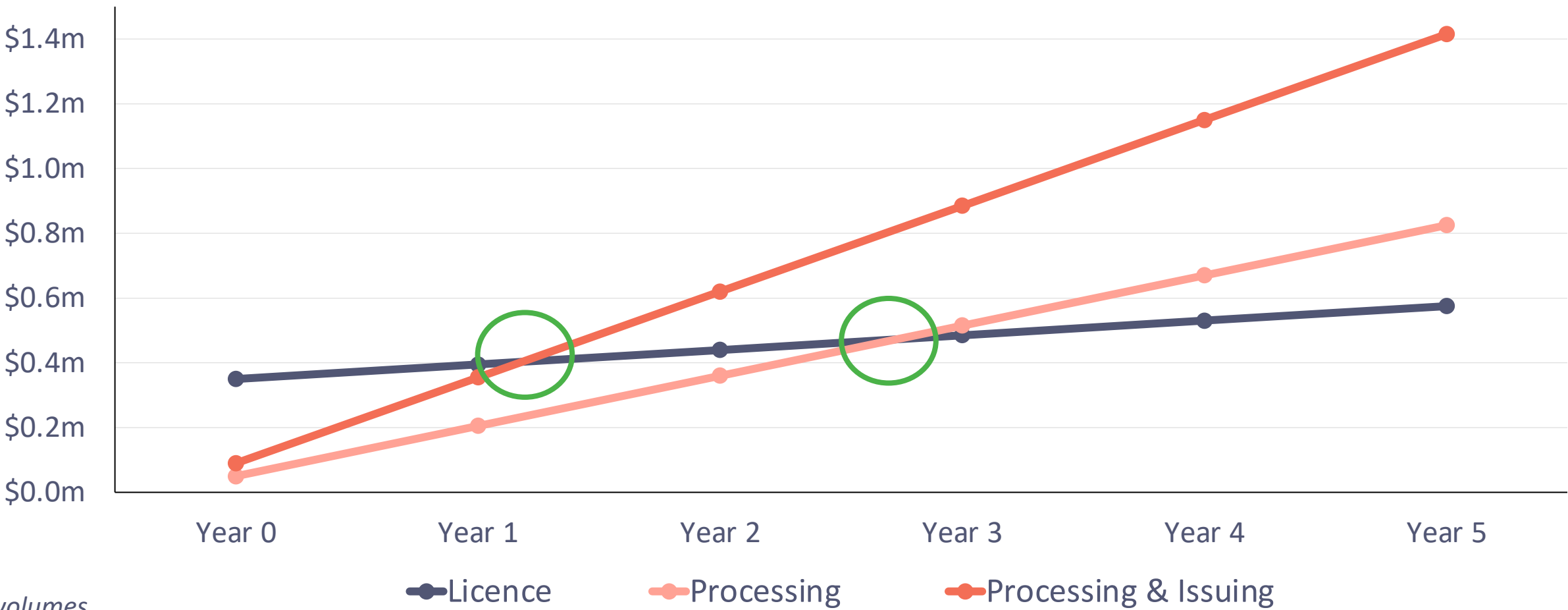
- ▶ Greater revenue over contract life
- ▶ Delivers revenue growth directly correlated to client growth through transaction & volume based fees
- ▶ Improves delivery speed & reduces cost to manage software versioning, upgrades & deployments
- ▶ Improves scalability

### Example client (prepaid card program)

Revenue Stream	Type	Old Model	New Model (SaaS)	
		Licence	Processing	Processing & Issuing (P&I) <sup>1</sup>
Implementation fee	One-off	\$125k	\$50k	\$90k
Licence fee	One-off	\$225k	-	-
S&M fee p.a. (c.20% licence fee)	Recurring	\$45k	-	-
Minimum fee commitments	Recurring	-	\$55k	\$55k
Transaction / volume fees	Recurring <sup>2</sup>	-	\$100k	\$210k
Revenue over 5 yrs (indicative)		\$575k	\$825k	\$1.41m

Potential >3x uplift in recurring revenue

Cumulative Revenue Comparison



1. Issuing fees excludes any card scheme pass through costs  
2. Recurring in nature however \$\$ value may vary as driven by card spending & volumes

# Financial overview

Profit & Loss Summary (US\$000's)	Full Year FY21 <sup>1</sup>		H1 FY22
Revenue	6,313	1	3,769
COGS	-	2	-
Employee expenses	(5,451)	3	(3,754)
Professional Services & Insurance	(556)	4	(514)
Technology & Hosting	(843)	5	(412)
Other Expenses	(1,615)		(781)
<b>Operating Expenses</b>	<b>(8,465)</b>		<b>(5,461)</b>
<b>Underlying EBITDA<sup>2</sup></b>	<b>(2,152)</b>		<b>(1,692)</b>

## Key Comments

- Revenue forecast to accelerate driven by:
  - Recent PaaS client wins – expected to go-live in H1 FY23
  - New client wins
  - Transitioning clients onto higher recurring revenue SaaS model
- COGS to increase moving forward driven by:
  - Transition to P&I driving scheme related fees
- Employee costs to increase over next 12 months
  - Full year impact of sales & senior executive hires made in FY22
  - Additional hires for operations to appropriately service P&I offering & increased client base
- Near term increase related to card issuing (insurance & compliance), however will stabilise with higher base
- Variable costs linked to new client wins & increased capacity with AWS; will decrease as % of revenue with scale

1. Acquisition of the assets of Wirecard was effective 1 October 2020 & therefore only contributed for nine months of FY21  
 2. Excludes business acquisition expenses & impairment of lease receivable in FY21



# Key recent client wins

Recent wins anticipated to generate in excess of **US\$12.9m revenue over initial terms**

## 4 NZ Financial Institutions

- ▶ Milestone PaaS (P&I) contracts with 3 NZ credit unions & 1 NZ building society
- ▶ >35k debit cards anticipated to be transitioned to the Vertexon platform
- ▶ Commenced onboarding, launch anticipated in H1 FY23

### Financial Impact

- ▶ Total contract value anticipated to be in excess of US\$10.5m (A\$14.6m<sup>1</sup>) over the initial 5-year terms
- ▶ Delivering **US\$2.1m (A\$2.9m) per year**, once all clients have been onboarded & customers re-carded
- ▶ Launch triggers US\$1.0m (A\$1.4m) incentive payment from Mastercard



## 3 US Fintechs

- ▶ Gaining traction in US with 3 fintechs secured as new PaaS (P&I) clients
- ▶ Programs include benefits disbursements, digital wallets & mobile payments
- ▶ First client expected to go-live in early H1 FY23

### Financial Impact

- ▶ Combined minimum fee commitment of US\$2.4m (A\$3.3m) over initial terms (3 & 5 years)
- ▶ Further potential revenue from interchange, transaction & other fees





# Investment highlights

Simplifying payment experiences globally to be a leading PaaS provider via simple, flexible & fast to market technology

## Critical Payments Infrastructure

- ▶ Global B2B fintech providing solutions for banks & fintechs in 40+ countries
- ▶ Two core products: Vertexon (PaaS) & PaySim (payment testing)
- ▶ Deep client integration – enhances client stickiness

## Established Building Blocks

- ▶ Key partnerships, technology & team in place
- ▶ Mastercard for direct issuing in ANZ & Axiom Bank for issuing in US
- ▶ Highly experienced team with global payments & technology expertise

## Accelerating Market Traction

- ▶ Recently signed milestone contracts worth over US\$12.9m (A\$17.9m<sup>1</sup>)
- ▶ 4 NZ financial institutions & 3 US fintechs
- ▶ Growing pipeline value with increase in PaaS opportunities

## SaaS Driven Revenue Growth

- ▶ Transitioning revenue model to Software as a Service (SaaS) model
- ▶ Will drive material revenue uplift in coming years
- ▶ SaaS clients will drive growth through volume & transaction-based fees

## Global Market

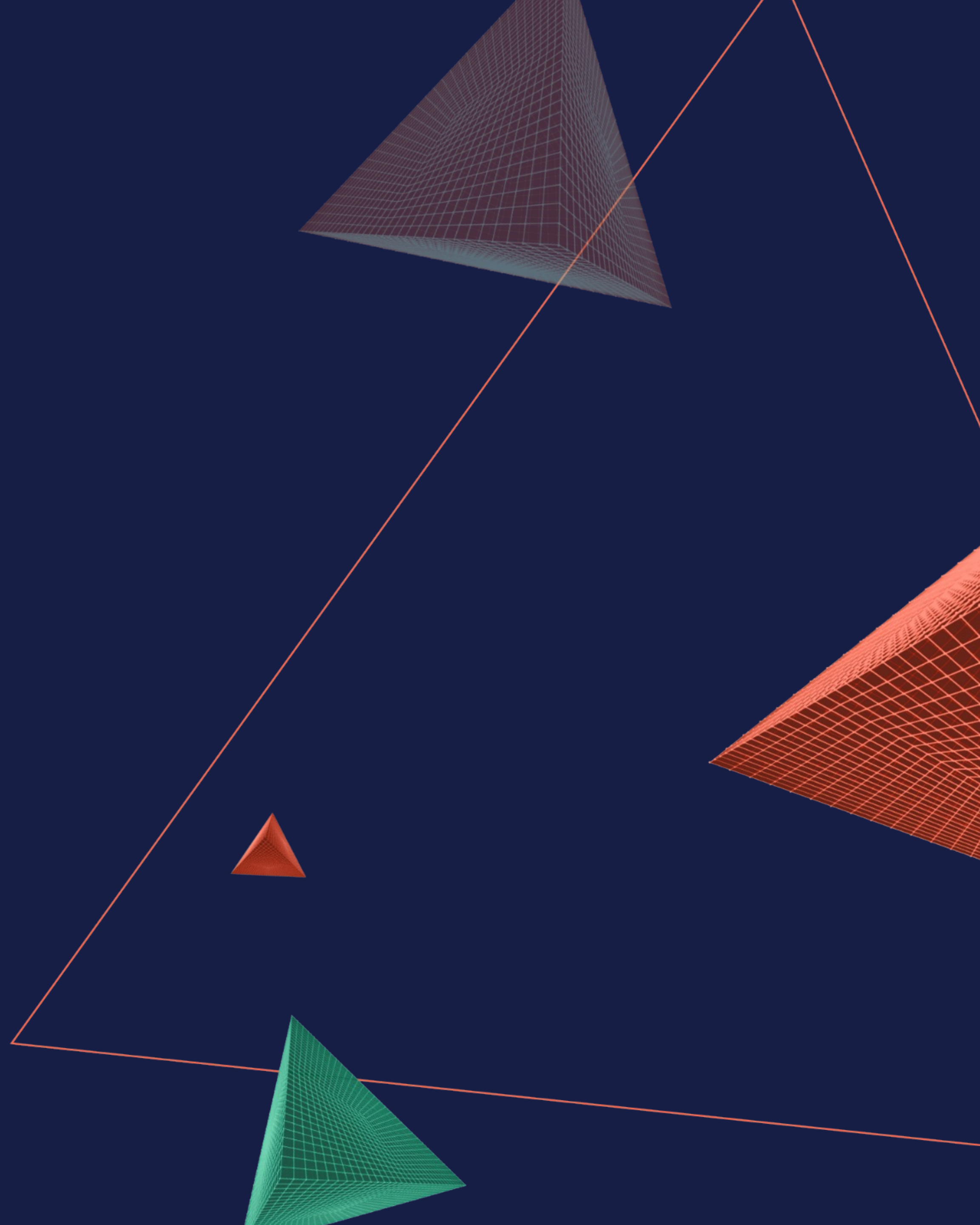
- ▶ Targeting 4 key markets: US, LATAM, Oceania & Southeast Asia
- ▶ Actively targeting credit unions, financial mutuals & fintechs on the back of recent client wins

1. AUD/USD = 0.72

change.

# Appendix

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# Tailored PaaS solutions to suit our clients' needs

Vertexon enables clients to deliver innovative & market leading card solutions to their customers

## Vertexon 'On Premise' Solution



### ME Bank's Digital Experience

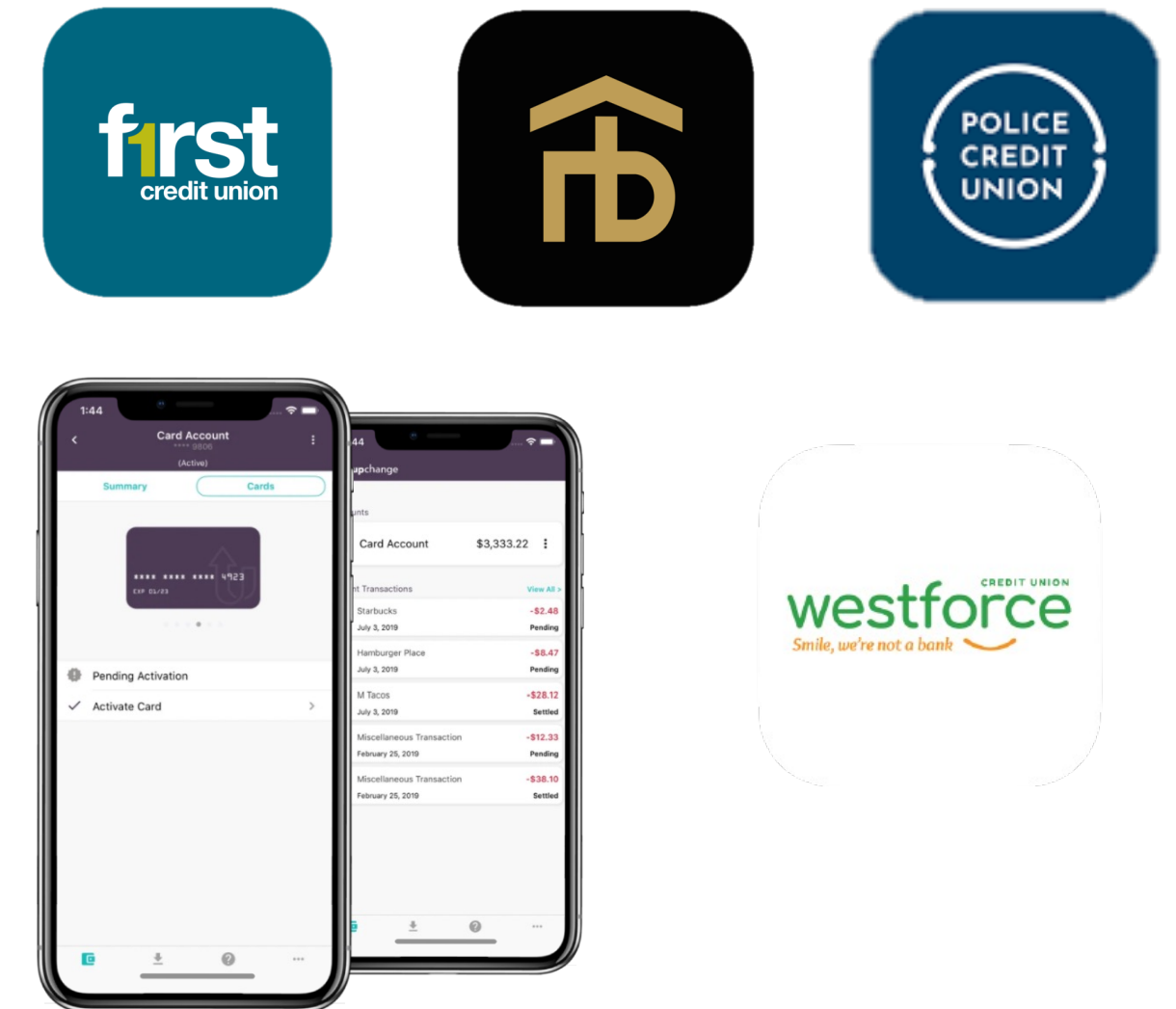
- ▶ ME has issued >450k digital & physical Mastercard debit cards with Vertexon
- ▶ Vertexon powers ME's digital wallets including Apple Pay, Google Pay, Samsung Pay, Fitbit Pay & Garmin Pay



### BDO Cards & BNPL

- ▶ BDO Unibank, the Philippines' largest bank, relies on Vertexon to deliver card solutions, including flexible BNPL
- ▶ Vertexon is key to providing BDO with control over its card programs

## Vertexon 'Cloud' Solution



### NZ Financial Institutions

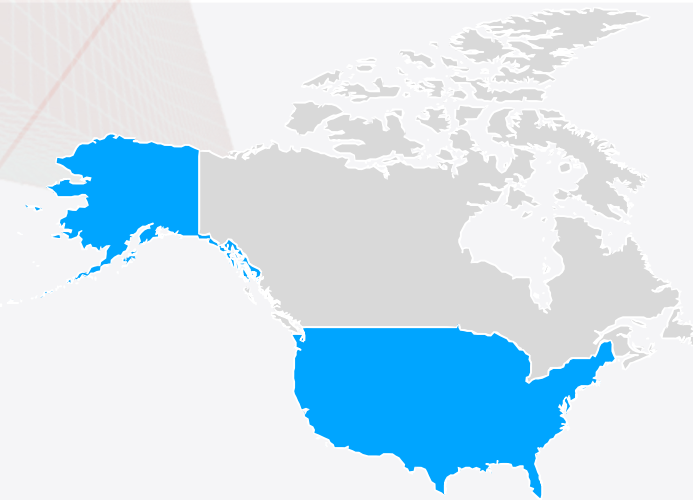
- ▶ 3 credit unions & 1 building society will utilise Vertexon to issue & process >35k physical & digital cards
- ▶ Vertexon provides modern card features that exceed those of major banks



Focussed on 4 key markets; US, LATAM, SE Asia & Oceania with a combined TAM of >US\$10 trillion

# A large addressable market for growth opportunities

## US TAM



\$8.3T

Transaction value

6%

Transaction volume growth

153B

Transaction volume #

## LATAM TAM



\$1.1T

Transaction value

11%

Transaction volume growth

46B

Transaction volume #

49%

Unbanked Population

## Oceania TAM



\$565B

Transaction value

6%

Transaction volume growth

13B

Transaction volume #

## South East Asia TAM



\$487B

Transaction value

19%

Transaction volume growth

63B

Transaction volume #

Management team has extensive payments & financial services experience

# Management team



**Alastair Wilkie**

CEO & Managing Director

Alastair is an experienced financial services executive specialising in banking & payments coupled with a background in information technology & business development. Alastair has over 25 years of experience in senior leadership roles across Australia, Europe & North America.



**Tony Sheehan**

Chief Financial Officer

Tony is a highly experienced, strategic & influential finance executive with more than 20 years of international experience in investment banking, private equity, corporate finance, operations & sales & marketing roles, across Australia, New Zealand & the United Kingdom.



**Clayton Fossett**

Chief Operating Officer

Clayton has over 20 years of experience in fintech, financial services, technology & consulting. He has been Chief Operating Officer at Change since it was established & has been instrumental in the company's journey through building & launching its payments & card issuing platform.



**Vinnie D'Alessandro**

Chief Product Officer

Vinnie has over 20 years of technology experience spanning operational, architectural, strategic & managerial roles across multiple industries including financial services, aged care, energy, gaming, retail, tourism, construction & not-for-profit.



**Arnold Lee**

Chief Technology Officer

Arnie is a highly-experienced executive focused on people & technology. He has spent over 20 years leading technology teams across a range of sectors such as IT, logistics & financial services. Arnie has an in-depth knowledge of the payments sector & a strong track record in building high-performing teams.



## Board

Recently strengthened board with experienced payments & business executives



**Alastair Wilkie**

CEO & Managing Director

Alastair is an experienced financial services executive specialising in banking & payments coupled with a background in information technology & business development. Alastair has over 25 years of experience in senior leadership roles across Australia, Europe & North America.



**Ben Harrison**

Chairman

Ben has 15 years' experience advising & investing in companies. Ben is a founder & Chief Investment Officer of Altor Capital which is active in the private credit & private equity sectors. He currently holds board & advisory roles for a number of private & public companies.



**Eddie Grobler**

Non-Executive Director

Eddie has more than 34 years' experience in the payments industry. He spent 14 years working for a South African bank before joining Mastercard in 1999 as Senior Vice President for Mastercard Africa. In 2008 he was appointed as Executive Vice President for Mastercard Australasia & in 2017 he took up the role of Executive Vice President: Real Time Payments, based in the United Kingdom.



**Ian Leijer**

Non-Executive Director

Ian is a Chartered Accountant with over 25 years' experience in financial analysis, corporate transactions, business strategy & business management. Ian currently works with a number of entities on business analysis, capital raising (debt & equity) & general management.



**Tom Russell**

Alternate Director to Chairman

Tom has more than 10 years' experience in the US & Australia as an investor & advisor working across a range of industries with a focus on growth companies. Tom is highly experienced in raising capital, setting business strategy, executing M&A, managing operations, as well as launching technology platforms.



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