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The original German text shall be the sole legally binding version.

**Hapag-Lloyd Aktiengesellschaft**  
**Hamburg**

- ISIN DE000HLAG475 -  
- Securities Identification Number HLAG47 -

**Invitation to the Annual General Meeting**

Our shareholders are hereby cordially invited to the

**Annual General Meeting**  
**of Hapag-Lloyd Aktiengesellschaft**

**on 10 July 2018**

**at 10:30 am**

**at Hotel Grand Elysée Hamburg,**  
Rothenbaumchaussee 10, 20148 Hamburg.

## I. Agenda and proposed resolutions

### 1. Submissions to the Annual General Meeting pursuant to section 176 (1) sentence 1 of the German Stock Corporation Act (AktG)

The Executive Board hereby provides the Annual General Meeting with the following documents and materials pursuant to section 176 (1) sentence 1 AktG:

- the adopted annual financial statements of Hapag-Lloyd Aktiengesellschaft as of 31 December 2017,
- the approved consolidated financial statements as of 31 December 2017,
- the Management Report and Group Management Report of Hapag-Lloyd Aktiengesellschaft and the Hapag-Lloyd Group, including the notes contained therein in accordance with sections 289a (1) and 315a (1) of the German Commercial Code (HGB),
- the report of the Supervisory Board, and
- the recommendation by the Executive Board for the appropriation of the net profit.

All of the aforementioned documents can be obtained at

[www.hapag-lloyd.com/hv](http://www.hapag-lloyd.com/hv)

and will be made available for viewing at the Annual General Meeting.

The Supervisory Board approved the annual financial statements and consolidated financial statements prepared by the Executive Board in accordance with section 172 AktG on 28 March 2018. With the approval of the Supervisory Board, the annual financial statements were thereby adopted. Therefore, the adoption of the annual financial statements or approval of the consolidated financial statements by the Annual General Meeting pursuant to section 173 AktG is not required. Rather, the submissions for Agenda Item 1 must be made available to the Annual General Meeting and must be explained to the same; however, a resolution by the Annual General Meeting is not required pursuant to the German Stock Corporation Act (apart from the resolution for Agenda Item 2).

### 2. Resolution on the allocation of the net income

The Executive Board and Supervisory Board propose to use the net profit for the financial year 2017 in the amount of 522,369,447.05 EUR as follows:

[in EUR]

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|                                                                                             |                |
|---------------------------------------------------------------------------------------------|----------------|
| Distribution to the shareholders:                                                           |                |
| Distribution of a dividend in the amount of 0.57 EUR per share (for the 175,760,293 shares) | 100,183,367.01 |
| Allocation to profit reserve:                                                               | 0.00           |
| Profit brought forward:                                                                     | 422,186,080.04 |
| <hr/>                                                                                       |                |
| Net profit:                                                                                 | 522,369,447.05 |

Pursuant to section 58 (4) sentence 2 AktG the claim for payment of the dividend becomes due on the third business day following the Annual General Meeting, i.e. 13 July 2018.

The proposal for the allocation of the net profit takes into consideration that the company does not hold own shares which would not entitle to any dividend payment pursuant to section 71b AktG.

**3. Resolution on the approval of the actions of the members of the Executive Board for the financial year 2017**

The Executive Board and Supervisory Board propose to adopt the following resolution:

The actions of the members of the Executive Board who held office in the financial year 2017 are hereby formally approved for that period.

**4. Resolution on the approval of the actions of the members of the Supervisory Board for the financial year 2017**

The Executive Board and Supervisory Board propose to adopt the following resolution:

The actions of the members of the Supervisory Board who held office in the financial year 2017 are hereby formally approved for that period.

**5. Resolution on the appointment of the auditor for the annual and consolidated financial statements for the financial year 2018, and the auditor for an audit review of the condensed financial statements and interim management report for the financial year 2018, and a potential audit review of additional financial information during the course of the year**

Based on a respective recommendation of the Audit and Financial Committee, the Supervisory Board proposes to adopt the following resolution:

KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, is appointed

- a) as auditor of the annual and consolidated financial statements for the financial year 2018; and

- b) as auditor for the audit review of condensed financial statements and interim management reports during the course of the financial year 2018 and the first quarter of the financial year 2019, if and insofar as these documents are subject to an audit review.

Not only the recommendation of the Audit and Financial Committee to the Supervisory Board but also the recommendation of the Supervisory Board are free from any undue influence of third parties. Neither were any regulations applicable, which would have limited the options with regard to the choice of a specific auditor or a specific auditing company for the audit.

Prior to submitting nominations for the appointment, the Supervisory Board obtained a declaration of independence from KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, as required by the German Corporate Governance Code.

## **6. Resolution on the election of a Supervisory Board member**

The Supervisory Board of Hapag-Lloyd Aktiengesellschaft, in accordance with sections 96 (1) and (2), 101 (1) AktG and section 7 (1) sentence 1 number 1 MitbestG (Co-Determination Act) in connection with section 9.1 of the Articles of Association of Hapag-Lloyd Aktiengesellschaft in the version valid on the date of this convening, consists of eight members representing the shareholders and eight members representing the employees.

His Excellency, Dr Nabeel M. Al-Amudi, Transport Minister of the Kingdom of Saudi Arabia, residing in Riyadh, Saudi Arabia, resigned from office as member of the Supervisory Board effective as of 30 November 2017. The local court of Hamburg appointed Mr. Turqi Abdulrahman A. Alnowaiser as member of the Supervisory Board effective as of 23 February 2018. The judicial appointment by the court was made according to section 104 (2) sentence 1 and 2 AktG. The term of Mr. Alnowaiser's office as member of the Supervisory Board ends as soon as the deficiency in the composition of the Supervisory Board has been rectified to the required number of members, in any event at the latest at the end of the next annual general meeting of the company during which a substitute member can be elected by the shareholders, i.e. during this Annual General Meeting on 10 July 2018.

Thus, based on the recommendation of the Nomination Committee the Supervisory Board proposes to elect

Mr. Turqi Abdulrahman A. Alnowaiser, Head of International Investments,  
Public Investment Fund of the Kingdom of Saudi Arabia, residing in Riyadh,  
Saudi Arabia

as member of the Supervisory Board as representative of the shareholders, until the end of the annual general meeting that decides on the discharge of the Supervisory Board for the financial year 2021.

The nomination was submitted on the basis of the recommendations of the German Corporate Governance Code that have been thus followed and takes into consideration the targets for the composition of the Supervisory Board, the skills profile and diversity agenda.

**Information on Agenda Item 6 in accordance with section 124 (2) sentence 2 German Stock Corporation Act (AktG):**

The Supervisory Board at its current size (sixteen members) must consist of at least five women and five men to meet the mandatory minimum proportion in accordance with section 96 (2) sentences 1 and 2 AktG (i.e. the Supervisory Board must be composed of at least 30 percent women and at least 30 percent men).

Currently the Supervisory Board (sixteen members) consists of seven men and one woman on the side of the shareholders' representatives and four women and four men on the side of the employees' representatives. The overall compliance was not objected to according to section 96 (2) sentence 3 AktG.

**Information on Agenda Item 6 in accordance with section 125 (1) sentence 5 AktG and in accordance with section 5.4.1 (5) to (8) of the German Corporate Governance Code:**

Mr. Alnowaiser is not a member of other supervisory boards to be formed under statutory rules.

Mr. Alnowaiser is a member in comparable domestic or foreign control committees of the following companies:

- Noon Investment Company W.L.L. (Noon), Manama, Bahrain
- Saudi Information Technology Company Ltd. (SITCO), Riyadh, Saudi Arabia

According to the Supervisory Board, no relevant personal or business relationships exist between Mr. Alnowaiser and the companies of the Hapag-Lloyd Group, the governing bodies of Hapag-Lloyd Aktiengesellschaft or a shareholder that directly or indirectly holds more than 10 percent of the voting shares, i.e. substantial interest, in Hapag-Lloyd Aktiengesellschaft that would be relevant for the voting decision of the Annual General Meeting except for the one mentioned below:

- Mr. Alnowaiser is Head of International Investments of the Public Investment Fund of the Kingdom of Saudi Arabia, Riyadh, which holds a substantial interest in Hapag-Lloyd Aktiengesellschaft.

Further information about Mr. Alnowaiser is printed below following this Agenda.

**Details on Mr. Alnowaiser proposed for election as member of the Supervisory Board according to Agenda Item 6****Turqi Abdulrahman A. Alnowaiser**

Riyadh, Saudi Arabia

Born on 10 February 1977

**Professional Carrier**

Since 2016 Head of International Investments, Public Investment Fund of the Kingdom of Saudi Arabia, Riyadh, Saudi Arabia

2015–2016 Senior Advisor, Public Investment Fund of the Kingdom of Saudi Arabia, Riyadh, Saudi Arabia

2014–2015 Head of Asset Management, Saudi Fransi Capital

2013–2014 Deputy Head of Asset Management, Saudi Fransi Capital

2011–2013 Head of Product Delevopment, Saudi Fransi Capital

2008–2011 Senior Associate, Morgan Stanley

2007–2008 Mutual Funds Specialist, Capital Market Authority

2004–2007 Senior Credit Analyst, Saudi Industrial Development Fund

**Education:**

2001–2003 MBA, University of San Francisco

1995–1999 BA, International Business, King Saud University

**Membership of comparable domestic or foreign control committees of the following companies:**

Noon Investment Company W.L.L. (Noon), Manama, Bahrain

Saudi Information Technology Company Ltd. (SITCO), Riyadh, Saudi Arabia

**Essential activities in addition to the office as member of the Supervisory Board:**

None

## II. More details and instructions for the Annual General Meeting

### 1. Requirements for participation and exercising voting rights

In accordance with section 15 (3) of the Articles of Association, shareholders, which are registered in the share register and have enrolled

**no later than 3 July 2018, at midnight (i.e. 24:00, CEST)**

with the Company in German or English at the following address

**Hapag-Lloyd AG  
c/o ADEUS Aktienregister-Service-GmbH  
Postfach 57 03 64  
22772 Hamburg**

**Fax number: +49 (0)89 2070379-51**

**E-mail address: hv-service.hapag-lloyd@adeus.de**

are entitled to participate in the Annual General Meeting and exercise their voting rights at the Annual General Meeting. The compliance with the time limit is determined by the time the registration was received.

Pursuant to section 67 (2) sentence 1 of the German Stock Corporation Act (AktG), the Company considers a shareholder only as shareholder of the Company if he or she is entered in the share register. The participation and voting rights therefore require such shareholder registration in the share register to be valid on the day of the Annual General Meeting. The shareholding registered in the share register on the day of the Annual General Meeting shall determine the number of voting rights of an eligible shareholder at the Annual General Meeting. However, from Wednesday, 4 July 2018 (including) until the date of the Annual General Meeting, i.e. Tuesday, 10 July 2018 (including), no changes of ownership will be registered in the share register for technical reasons. Therefore, the entry status in the share register on the day of the Annual General Meeting represents the status after the last re-registration on Tuesday, 3 July 2018 ('Technical Record Date').

Credit institutions, shareholders' associations and persons ranking equally with credit institutions according to section 135 (8) AktG as well as institutes and companies ranking equally with credit institutions according to section 135 (10) in conjunction with section 125 (5) AktG may exercise voting rights for registered shares they do not own but for which they are registered as the bearer in the share register only by authorization. Details for this authorization can be found in section 135 AktG.

### 2. Procedure for voting by proxy

#### a) Authorization options, forms

Shareholders may exercise their voting rights by proxy – such as a credit institution, a shareholders' association, a proxy nominated by the Company or another person of their choice. Again, proper registration is required (see above under Clause 1 Requirements for participation and exercising voting rights). The appointment of a proxy is permitted both before and during the Annual General

Meeting and can take place prior to the application. Proxies can be appointed both by a declaration to the proxy as well as to the Company.

The proxy participating in the Annual General Meeting is authorized to exercise the voting right in the same manner as the shareholder could, unless the law, the principal or the proxy provide limitations or special circumstances.

Neither law, the Articles of Association nor the Company require the use of certain forms for appointing a proxy. However, for the sake of smooth processing, please always use the forms provided when making a declaration to the Company. Forms that can be used for the appointment of proxies already during the registration process shall be made available to the shareholders together with the invitation to the Annual General Meeting. The shareholder is provided with a registration and proxy form issued to his or her name, which can be used inter alia in the context of subsequent letters b) and d) to order tickets for a proxy or to appoint voting agents named by the Company as proxies and to issue instructions to the voting agents named by the Company.

The proxy form included with the ticket can also be used to appoint a proxy.

The voting documents distributed to the shareholders participating in the Annual General Meeting at the entrance to the Annual General Meeting include records for authorizations and any instructions issued during the meeting.

**b) Proxy form**

If the appointment of a proxy does not fall within the scope of section 135 AktG (i.e. if the authorization is not issued to [i] a credit institution, [ii] a shareholders' association or person ranking equally to a credit institution according to section 135 (8) AktG or [iii] an institute or company that is ranking equally to a credit institution according to section 135 (10) in conjunction with section 125 (5) AktG and if the appointment of a proxy does not otherwise fall within the scope of section 135 AktG) the following applies: The appointment of a proxy, its revocation and proof of authorization to the Company must be in writing (section 126b BGB) according to section 134 (3) sentence 3 AktG. A declaration may be sent to the postal address, fax number or e-mail address mentioned under Clause 1 above (requirements for participation and exercising voting rights), if the appointment of a proxy or its revocation is made by a declaration to the Company. Emails may have attachments in the formats "Word", "PDF", "JPG", "TXT" and "TIF" (proxies may also be appointed in an e-mail itself). Proxies forwarded by e-mail can be uniquely associated with an application only, if the e-mail (or its attachment) contains either name, date of birth and address of the shareholder or the shareholder number. The authorization of company-nominated voting agents is subject to the specific features described under the following letter d).

**c) Specifics for appointing a proxy within the scope of section 135 AktG**

If the appointment of a proxy does fall within the scope of section 135 AktG (i.e. if the authorization is issued to [i] a credit institution, [ii] a shareholders' association or person ranking equally to a credit institution according to section 135 (8) AktG or [iii] an institute or company that is ranking equally to a credit institution according to section 135 (10) in conjunction with section 125 (5) AktG and if the appointment of a proxy does fall within the scope of section 135 AktG



for another reason) neither section 134 (3) sentence 3 AktG requires that the proxy be in writing (section 126b BGB) nor do the Articles of Association contain any special regulations. Thus, credit institutions, shareholders' associations and persons ranking equally with credit institutions according to section 135 (8) AktG as well as institutes and companies ranking equally with credit institutions according to section 135(10) in conjunction with section 125 (5) AktG may require forms for the appointment of proxies, that must solely comply with the statutory provisions for the appointment of proxies, especially section 135 AktG. Specific reference is made to the special procedure in accordance with section 135 (1) sentence 5 AktG.

**d) Company-nominated voting agents**

The notes under the above letter a) also apply with the following particularities in the event of an authorization of company-nominated voting agents: Authorized company-nominated voting agents will exercise any right to vote only if they have received specific instructions. However, only those instructions are permitted that refer to proposed resolutions published by company management before the Annual General Meeting, but including any proposal on the appropriation of profits that was adapted in the Annual General Meeting according to such notification as well as any resolutions proposed by shareholders and published by the Company prior to the Annual General Meeting due to a minority request pursuant to section 122 (2) AktG, a counterproposal according to section 126 (1) AktG or a nomination in accordance with section 127 AktG. The company must receive proxies and instructions for company-nominated voting agents by the end of 9 July 2018 (midnight, i.e. 24:00 CEST), unless issued during the Annual General Meeting. The same applies to changes for already issued instructions.

Company-nominated voting agents will not make use of a proxy given to them and will not represent the relevant shares, if the shares concerned are represented by another at the Annual General Meeting (the shareholder himself or his representative).

**e) Proof of authorization**

No additional proof of authorization is required if the authorization was granted by notice to the Company. However, if the authorization was granted by a declaration to the proxy, the Company may require proof of authorization, unless section 135 AktG requires otherwise - this concerns the case of letter c) above. Proof of proxy authorization may be provided in that the proxy submits the proper proxy authorization form at the admission control on the day of the Annual General Meeting or if the proof of authorization is submitted (by the shareholder or the proxy) to the Company prior to the Annual General Meeting. Such evidence can be sent to the mailing address or fax number provided in Clause 1 (requirements for participation and exercising voting rights). According to section 134 (3) sentence 4 AktG, we provide the following means of electronic communication for transmitting the proof of authorization (by shareholder or proxy): Evidence of the appointment of a proxy may be sent to the Company to the e-mail address [hv-service.hapag-lloyd@adeus.de](mailto:hv-service.hapag-lloyd@adeus.de). Emails may have attachments in the formats "Word", "PDF", "JPG", "TXT" and "TIF" (notwithstanding the option of forwarding an existing e-mail). Proxy

authorizations forwarded by e-mail can be uniquely associated with an application only, if it or the e-mail contains either name, date of birth and address of the shareholder or the shareholder number. The foregoing shall not affect that proxy-relevant declarations (appointment, revocation) made to the Company and evidence provided to the Company may also be transmitted to the mailing address or fax number specified for the application. For organizational reasons, proof of authorization shall be received by the Company until the end of 9 July 2018 (midnight, i.e. 24:00, CEST), unless provided during the Annual General Meeting.

**f) Several proxies**

Pursuant to section 134 (3) sentence 2 AktG, the Company is entitled to reject one or more proxies if the shareholder authorizes more than one person.

**3. Information on shareholder rights pursuant to section 122 (2), section 126 (1), section 127 and section 131 (1) AktG**

**a) Request to amend the agenda pursuant to section 122 (2) AktG**

Shareholders, whose combined shares represent one twentieth (5 percent) of the share capital or the proportionate amount of EUR 500,000 (the latter corresponds to 500,000 shares) may request pursuant to section 122 (2) AktG that items be added to the agenda and published. Each request must be accompanied by a justification or a proposed resolution. The request must be submitted to the Company's Executive Board in writing and be received by the Company no later than on 9 June 2018, at midnight, i.e. 24:00 (CEST). It may be addressed as follows:

**Hapag-Lloyd Aktiengesellschaft**  
**– Executive Board –**  
**For the attention of Heiko Hoffmann**  
**Ballindamm 25**  
**20095 Hamburg**

Pursuant to section 122 (2) sentence 1, (1) sentence 3 AktG, applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until a decision has been made on the application. Section 121 (7) AktG applies accordingly for the calculation of the time limit. Certain shareholding times of third parties will be credited in accordance with section 70 AktG.

Additions to the agenda that must be published will be published in the Federal Gazette without undue delay after receipt by the Company, unless they have been published already when convening the Annual General Meeting. Any requests to amend the agenda, which must be published and which were received by the Company after convening the Annual General Meeting, will be made available immediately upon receipt by the Company via the internet address

**[www.hapag-lloyd.com/hv](http://www.hapag-lloyd.com/hv)**

and communicated to the shareholders.

**b) Counterproposals and nominations pursuant to section 126 (1) and section 127 AktG**

During the Annual General Meeting, shareholders may make requests and, where applicable, propose a candidate concerning agenda items and the rules of procedure without this requiring an announcement, publication or other special actions prior to the Annual General Meeting.

Counterproposals within the meaning of section 126 AktG and nominations within the meaning of section 127 AktG will be made available at the internet address

**[www.hapag-lloyd.com/hv](http://www.hapag-lloyd.com/hv)**

including the shareholder's name, the reasoning (which however is not mandatory for nominations) and any comments by the administration and, in the case of proposals submitted by a shareholder for the election of Supervisory Board members, the information pursuant to section 127 sentence 4 AktG, if such are received by the Company

**no later than 25 June 2018 at midnight, i.e. 24:00 (CEST)**

by mail at the address

**Hapag-Lloyd Aktiengesellschaft  
– Executive Board –  
For the attention of Heiko Hoffmann  
Ballindamm 25  
20095 Hamburg**

or by fax at

**+49 (0)40 3001-2254**

or by e-mail at the e-mail address

**[hv-gegenantraege@hlag.com](mailto:hv-gegenantraege@hlag.com)**

and the other requirements for a duty of the Company to make such available under section 126 and section 127 AktG are met.

**c) Right to information of shareholders pursuant to section 131 (1) AktG**

According to section 131 (1) AktG, the Executive Board must provide information on company matters, including the Company's legal and business relationships with an affiliated company, the Group's position and the companies' position included in the consolidated financial statements if requested by a shareholder during the Annual General Meeting, provided such information is necessary for the proper assessment of an agenda item and no right to withhold information exists.

**d) Further explanations**

Further information on shareholder rights pursuant to section 122 (2), section 126 (1), section 127 and section 131 (1) AktG, in particular information on other requirements for the compliance with relevant deadlines, can be found at the internet address

**[www.hapag-lloyd.com/hv](http://www.hapag-lloyd.com/hv)**

**4. Documents on the Annual General Meeting, website with information pursuant to section 124a AktG**

The content of the invitation, an explanation as to why no resolution should be made at the Annual General Meeting regarding Agenda Item 1, documents to be made available to the Annual General Meeting, the total number of shares and voting rights at the time the Annual General Meeting was convened and any requests to amend the Agenda within the meaning of section 122 (2) AktG can be accessed electronically at the following address

**[www.hapag-lloyd.com/hv](http://www.hapag-lloyd.com/hv)**

The convening of the Annual General Meeting and the full Agenda and the proposed resolutions of the Executive Board and the Supervisory Board were published in the Federal Gazette on 29 May 2018.

**5. Total number of shares and voting rights**

The total number of shares outstanding with one vote each at the time of convening the Annual General Meeting amounts to 175,760,293.

**6. Information on data protection for shareholders**

Hapag-Lloyd Aktiengesellschaft processes personal data (name, address, e-mail address, number of shares, type of shares, type of ownership and number of the ticket) based on the data protection law applicable to enable the shareholders to execute their rights during the Annual General Meeting. Being a company situated within the European Union Hapag-Lloyd Aktiengesellschaft is primarily subject to the provisions of the General Data Protection Regulation.

Processing your personal data is imperative for your participation in the Annual General Meeting. Hapag-Lloyd Aktiengesellschaft is the controller for processing your personal data. The legal basis for the processing is Article 6 (1)c) General Data Protection Regulation.

Service provider mandated by Hapag-Lloyd Aktiengesellschaft for the purpose of the organization of the Annual General Meeting are only provided with such personal data by Hapag-Lloyd Aktiengesellschaft which are necessary for providing the mandated services, and process the data exclusively upon instructions by Hapag-Lloyd Aktiengesellschaft. Your personal data will only be saved for as long as it is necessary for conducting or documenting the Annual General Meeting or insofar as Hapag-Lloyd Aktiengesellschaft is entitled or obliged due to statutory provisions.

You have the right of access, rectification, restriction, erasure and objection concerning your personal data as well as a right to data portability pursuant to Chapter III of the General Data Protection Regulation. You can exercise these rights free of charge against Hapag-Lloyd Aktiengesellschaft via the e-mail address [dataprotection@hlag.com](mailto:dataprotection@hlag.com) or via the following contact details:

Hapag-Lloyd AG  
– **Executive Board** –  
**for the attention of Heiko Hoffmann**  
Ballindamm 25  
20095 Hamburg  
Telefax: +49 (0)40 3001-2254

In addition thereto, you have the right to an effective judicial remedy at the supervisory authority pursuant to Article 77 of the General Data Protection Regulation. The competent supervisory authority for Hapag-Lloyd Aktiengesellschaft is the Freie und Hansestadt Hamburg: Der Hamburgische Beauftragte für Datenschutz und Informationsfreiheit, Klosterwall 6 (Block C), 20095 Hamburg, phone number: +49 (0)40 42854-4040, e-mail address: [mailbox@datenschutz.hamburg.de](mailto:mailbox@datenschutz.hamburg.de).

You can reach the data protection officer at Hapag-Lloyd Aktiengesellschaft as follows:

Hapag-Lloyd AG  
Corporate Data Protection (data protection officer)  
**for the attention of Tobias Schulte in den Bäumen**  
Ballindamm 25  
20095 Hamburg  
e-mail address: [dataprotection@hlag.com](mailto:dataprotection@hlag.com)

Further information on data protection is available on the websites of Hapag-Lloyd Aktiengesellschaft accessible via <https://www.hapag-loyd.com/de/meta/privacy-statement.html>.

**Hamburg, May 2018**

**Hapag-Lloyd Aktiengesellschaft**  
**The Executive Board**

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