EI TOWERS

Star Conference

Milan, 24th March 2015

Forward-looking Statements contained in this document, particularly the ones regarding any EIT (EI Towers) possible or assumed future performance, are or may be forward-looking statements and in this respect they involve some risks and uncertainties.

EIT actual results and developments may differ materially from the ones expressed or implied by the above statements depending on a variety of factors.

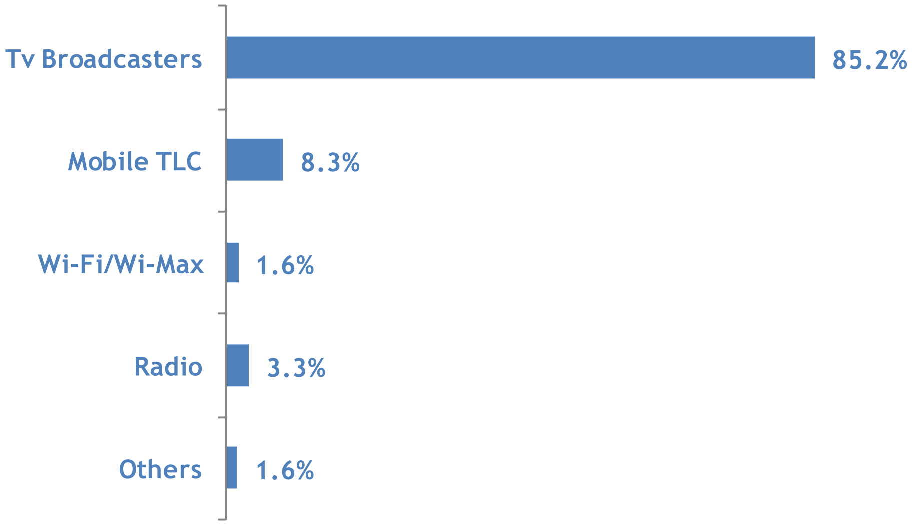
Any reference to past performance of EIT shall not be taken as an indication of future performance.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy the securities discussed herein.

The executive responsible for the preparation of the accounts of EI Towers SpA, Fabio Caccia, declares that, as per art. 2, 154 bis of the Consolidated Finance Law, the 2013 and 2014 accounting information contained in this release corresponds to that contained in the company's formal accounts.

Company Snapshot
Revenues Profile and Geographical Presence

- **Revenues Breakdown[1]**

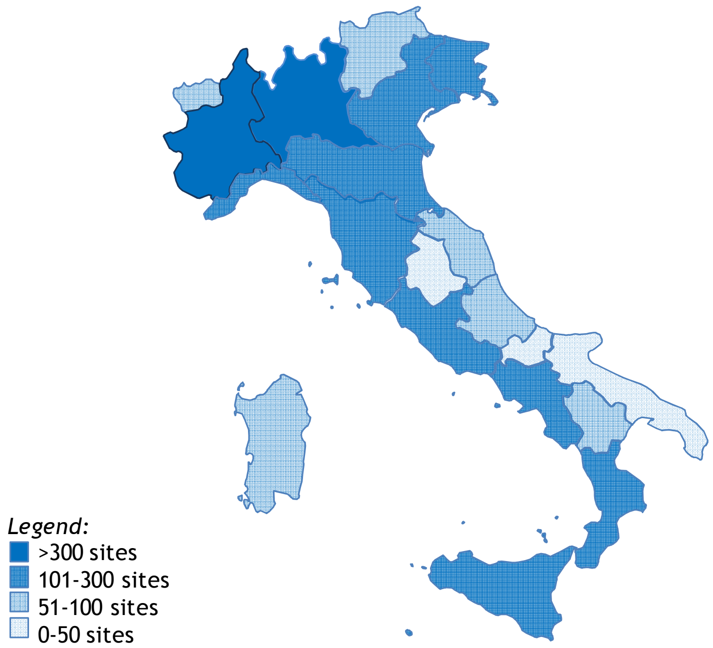


- **Current Tower Portfolio**

  — ~2,800 Sites under management

  » ~2,300 Broadcasting sites

  » ~500 Mobile Sites



[1] Core Revenues FY2014E

FY2014 Results

EIT FY2014

Highlights

FY2014 Business Plan targets fully achieved

- **€3.6m net cost efficiencies delivered in FY2014**
  - In line with FY2014 Net Efficiencies Target
  - Additional Opex savings on top of €15m delivered in FY2012/13

- **Full Year Adjusted EBITDA at €110.8m (+4.5% yoy)**
  - Result, before lay-offs and M&A fees, exceeding guidance
  - Adj. EBITDA margin at 47.2% (+140 bps vs FY2013)
  - Reported EBITDA at €108.8m

- **Sound Free Cash flow generation confirmed**
  - Maintenance Capex in line with Business Plan target (€11.0m)
  - €32.6m Net Free Cash Flow
    - *Normalized figure exceeding €60m*
    - *Current Free Cash Flow yield exceeding 4% (2014 average FCF yield >5%)*
  - Net Debt/EBITDA ratio = 0.9x

EIT FY2014
P&L

FY2014 EBITDA growth in line with 2014-18 Business Plan target…

2014 Financial Headlines

Data in €/m	FY2013	FY2014	Var. % YoY
Core Revenues	**231.6**	**234.5**	**1.3%**
Other revenues	1.6	0.5	
Total Revenues	**233.2**	**235.0**	**0.8%**
Operating costs	**(127.2)**	**(124.2)**	**-2.3%**
- o/w Opex	*(86.1)*	*(82.6)*	*-4.1%*
- o/w Labour Cost (*)	*(41.1)*	*(41.6)*	*1.4%*
Adj. EBITDA	**106.0**	**110.8**	**4.5%**
% on Core Revenues	***45.8%***	***47.2%***	
Non recurring items (**)	(0.4)	(2.0)	
EBITDA	**105.6**	**108.8**	**2.9%**
D&A (***)	(45.8)	(42.8)	*-6.5%*
Provisions	(1.5)	(0.1)	
EBIT	**58.4**	**65.8**	**12.8%**
Net financial charges	(7.4)	(7.7)	*2.9%*
Loss from equity investements	(0.4)	-	
EBT	**50.5**	**58.2**	**15.1%**
Income taxes	(17.6)	(20.4)	*15.7%*
Net income	**32.9**	**37.8**	**14.8%**
EPS (€)	**1.17**	**1.34**	**14.8%**

Growth rate higher than CPI thanks to:
- Organic growth
- Small M&A

Opex efficiencies in line with Industrial Plan Targets

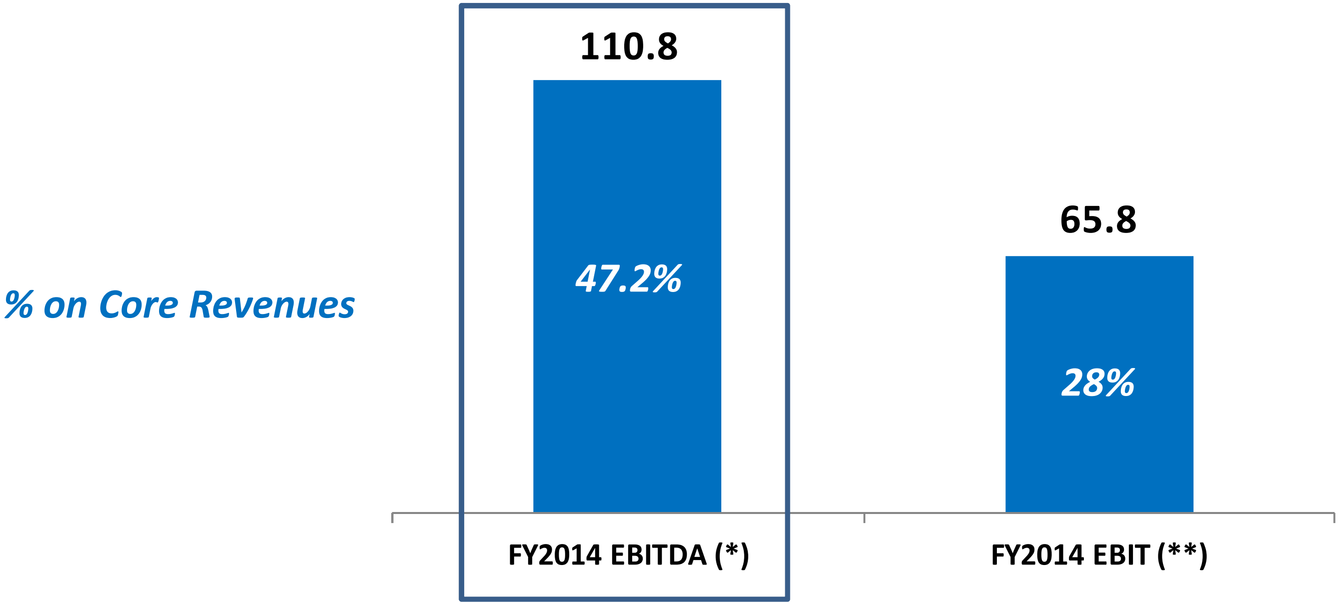
EBITDA growth and margin in line with Industrial Plan 2014/18

(*) Excluding ancillary costs also associated with personnel for €1.2m/€1.0m in FY2013/14
(**) Lay-offs in 2013; Lay-offs (1/3 of Total) + M&A costs (2/3 of Total) in 2014
(***) Including (€2.5m) amortization of non compete agreement with the former DMT CEO

EIT FY2014
Margins

…delivering an EBITDA margin at 47.2%

Data in €/m

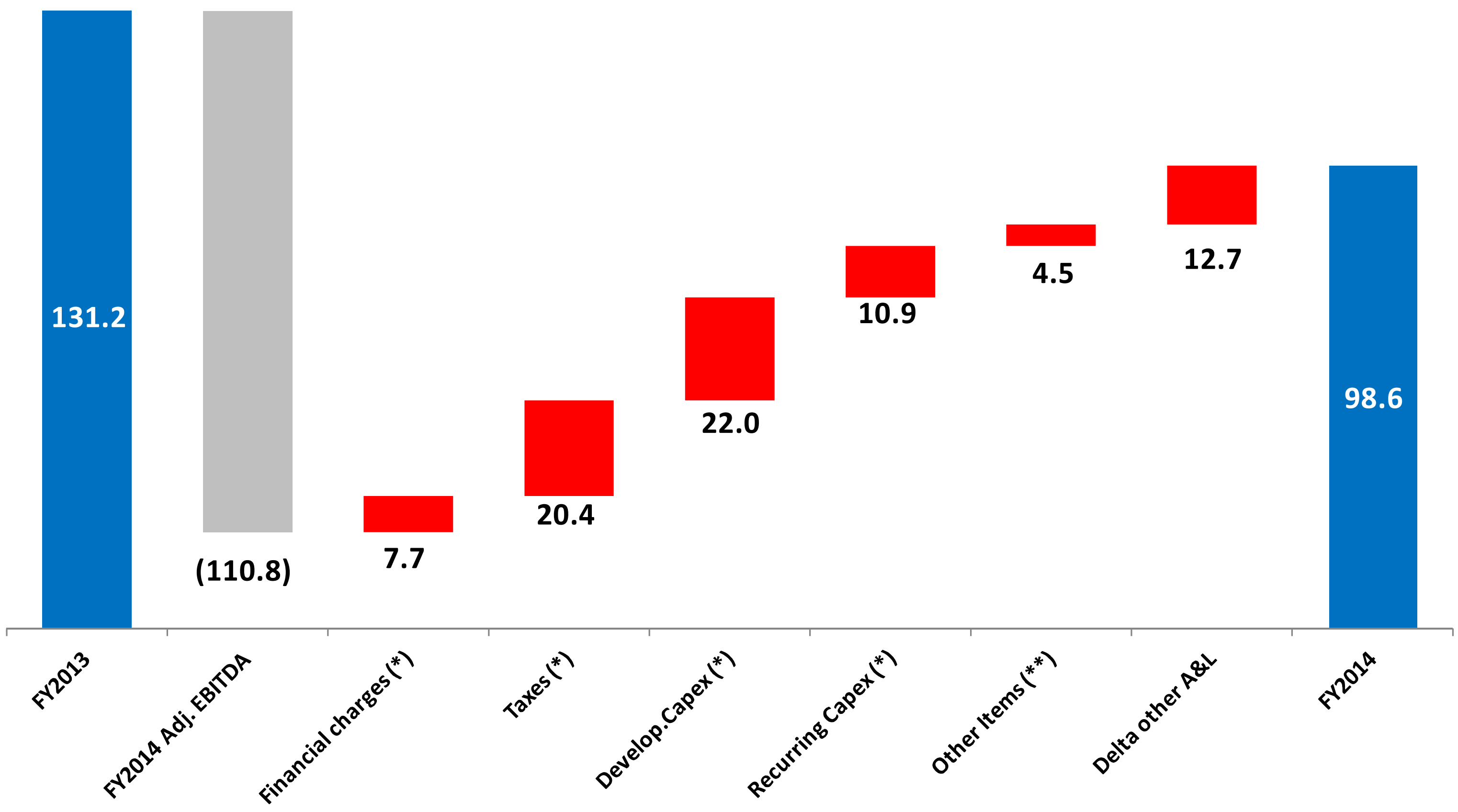


(*) Adjusted EBITDA
(**) Net of M&A and Lay-offs for a total consideration of €2.0m

EIT FY2014
Cash Flow

FY cash flow generation mainly boosted by EBITDA growth

Data in €/m



(*) Accounting figures
(**) Including NCA, lay-offs and M&A expenses

Update on Tower Sector
Italian Market Landscape

EI Towers has been able to focus on and sign an important agreement with a new TV network operator…

- On January 27th EI Towers signed the agreements with Cairo for the construction and subsequent management (“Full Service”) of a new national TV Network

…while boosting the current dynamism of the tower sector in Italy

- Partial sale of Wind tower portfolio to Abertis recently announced (7,377 sites and related contracts)

- Telecom Italia is reported by the press to be considering the IPO of Inwit (tower company)

- EI Towers announced Public Tender and Exchange Offer for 100% of Rai Way

Recent Events

Cairo Agreement

- **Main terms:**
  - **3 years of transitional phase** (2015-2017) with investments required
    - Construction
    - Commissioning
    - Go live
  - 2018-2034: **17 years of network management** at regime
    - >94% of Italian population covered
    - €16.3[1] million per year consideration from 2018
    - **EBITDA margin accretion up to more than 60% from 2018**
    - Right of free withdrawal for Cairo since 1st January, 2025

Contract duration:

20 years

Recent Events

Voluntary Tender and Exchange Offer on Rai Way

PRESS RELEASE
Lissone, 24th February 2015

BOARD OF DIRECTORS' MEETING OF 24TH FEBRUARY 2015

VOLUNTARY TENDER AND EXCHANGE OFFER PROMOTED BY EI TOWERS S.P.A. ON ALL THE ORDINARY SHARES OF RAI WAY S.P.A.

NOTICE PURSUANT TO ARTICLE 102 OF LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998 AND ARTICLE 37 OF CONSOB REGULATION NO. 11971 OF 14 MAY 1999

Lissone 24th February 2015 - The Board of Directors of EI Towers S.p.A. (the "**Offeror**" or "**EI Towers**"), which met today under the chairmanship of Alberto Giussani, has unanimously resolved to promote a tender and exchange offer (the "**Offer**") on no. 272,000,000 ordinary shares of Rai Way S.p.A. (the "**Issuer**" or "**Rai Way**"), representing the entire subscribed and paid-in share capital of the Issuer.

For each Rai Way ordinary share tendered in the context of the Offer, the Offeror will pay to the relevant shareholders a consideration comprised of (a) a cash component, equal to Euro 3.13 (corresponding to approximately 69% of the aggregate valuation of each Rai Way ordinary share), and (b) a share component, represented by no. 0.03 newly issued EI Towers ordinary shares (corresponding to approximately 31% of the aggregate valuation of each Rai Way ordinary share) (jointly, the "**Consideration**").

On the basis of the reference price of the EI Towers ordinary shares as registered yesterday (23 February 2015), the Consideration implies a value of approximately

Euro 4.50 for each Rai Way ordinary share

and, therefore, for each 100 Rai Way ordinary shares tendered in the context of the Offer, the relevant accepting shareholders will receive (a) Euro 313.00 and (b) no. 3 newly issued EI Towers ordinary shares.

The Consideration incorporates a premium equal to:

- **+22.0%**, as compared to the reference price per unit of the Rai Way ordinary shares registered as of 23 February 2015 and equal to Euro 3.69; and
- **+52.7%**, as compared to the reference price per unit of the Rai Way ordinary shares registered as of 19 November 2014, *i.e.* the date of commencement of trading of the Rai Way ordinary shares on the *Mercato Telematico Azionario* organized and managed by Borsa Italiana S.p.A. ("**MTA**") and equal to **Euro 2.95**.

Recent Events
Voluntary Tender and Exchange Offer on Rai Way (follows)

- **Main economic terms:**
  - Approx. €4.50 per share (Equity Value for Rai Way: €1,225.3m)
    - +22% premium as compared to the reference price per unit of the Rai Way ordinary shares registered as of 23rd February 2015 and equal to €3.69
    - +52.7%, as compared to the reference price per unit of the Rai Way ordinary shares registered as of 19th November 2014, i.e. the date of commencement of trading of the Rai Way ordinary shares on the MTA and equal to Euro 2.95
  - Consideration:
    - €3.13 Cash for each Rai Way share
    - 0.03 newly issued EI Towers shares for each Rai Way share

- **A compelling industrial offer to create a single operator of broadcasting towers, in line with European best practices**

Recent Events
Voluntary Tender and Exchange Offer on Rai Way (follows)

- **The Offer is subject to certain conditions:**
  - Unconditional approval of the acquisition of the control over Rai Way by EI Towers given by **Italian Competition Authority** (*Autorità Garante della Concorrenza e del Mercato)*
  - **The Extraordinary Shareholders' Meeting** of EI Towers called on 27th March 2015 to have approved the proposal of Share Capital Increase
  - EI Towers to have acquired (as a consequence of the Offer or of purchases effected outside the Offer in compliance with applicable law) a **shareholding at least equal to 66.67% of Rai Way's share capital**
  - The **Ministry of Economic Development to have authorized RAI** to continue to carry out its activities concerning the provisions of public services through Rai Way also following the acquisition of control over Rai Way by EI Towers
  - As of the payment date of the Consideration, the **non-occurrence of extraordinary circumstances or events or MAC** in the financial, economic, currency, legal or market situation on a national or international level, or other events which may materially prejudice the Offer or the asset, financial and economic condition of Rai Way

Recent Events
Voluntary Tender and Exchange Offer on Rai Way (follows)

- **Economic and financial rationale for EI Towers:**

  - <u>Creation of a single operator of broadcasting towers</u>
    - Italy is the only country within the most industrialised ones in Europe to have a double national infrastructure (e.g. UK, France and Spain already have a privately owned single infrastructure)

  - <u>Creation of a more efficient operator</u>
    - progressive infrastructure simplification
    - more efficient approach to technology
    - environmental and landscape benefits for peripheral areas thanks to a unified infrastructure

  - <u>Advantages and opportunities for clients</u>
    - A larger portfolio of towers will significantly increase the value of the service provided

  - <u>Stimulation of the market consolidation process</u>

  - <u>More efficient financial structure for EI Towers post transaction</u>
    - Initial pro-forma releverage at approximately 5x (Net Debt/EBITDA)

EIT 2015 Outlook

- **Adjusted(*) EBITDA at €114m**
- **Tax rate 35%**
- **Capex:**
  - Cairo Agreement Capex ~€15m(**)
  - Ordinary Capex ~€12m
- **New small M&A target portfolios are being analysed**
  - Potential new Capex on top of Industrial Plan target (€11m)

(*) Before non-recurring items (e.g. M&A expenses)
(**) Of which €7m of EI Towers' network upgrade and €8m related to transmitters; €3m additional capex expected in 2016

Financial Calendar 2015

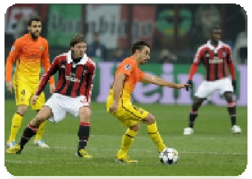
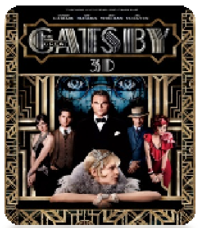
- 27th March: Extraordinary General Meeting
- 21st April: Ordinary Shareholders' Meeting
- 7th May: First Quarter 2015 Results
- 28th July: First Half 2015 Results
- 5th November: First Nine Months 2015 Results

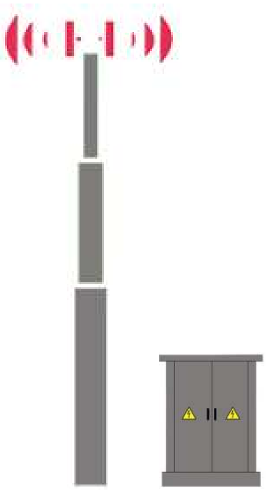
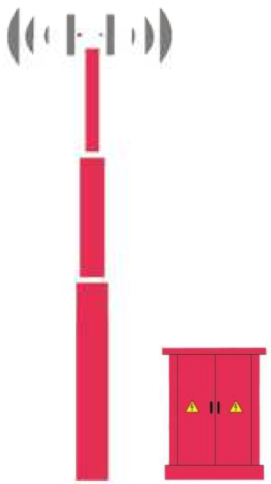
Appendix

Analysis of the Reference Markets: Broadcast Segment

Broadcast Segment
Market Players

Publishers → Network Operators → Tower Cos

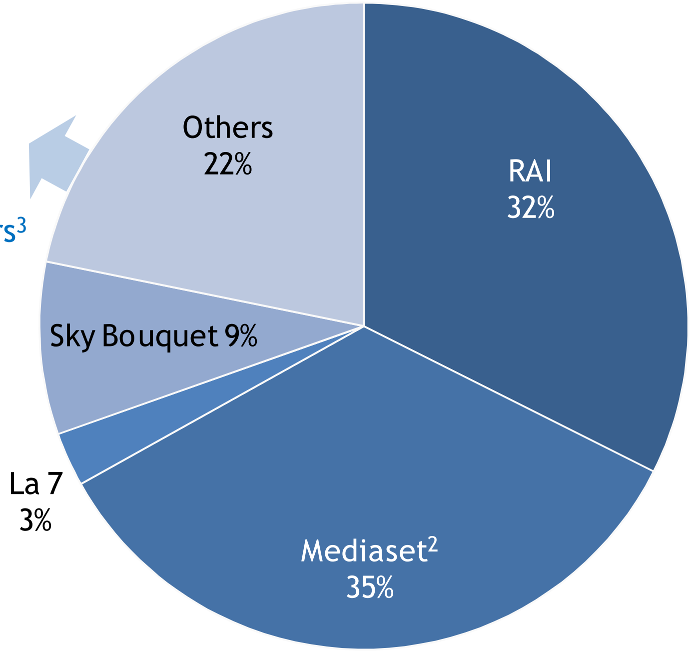




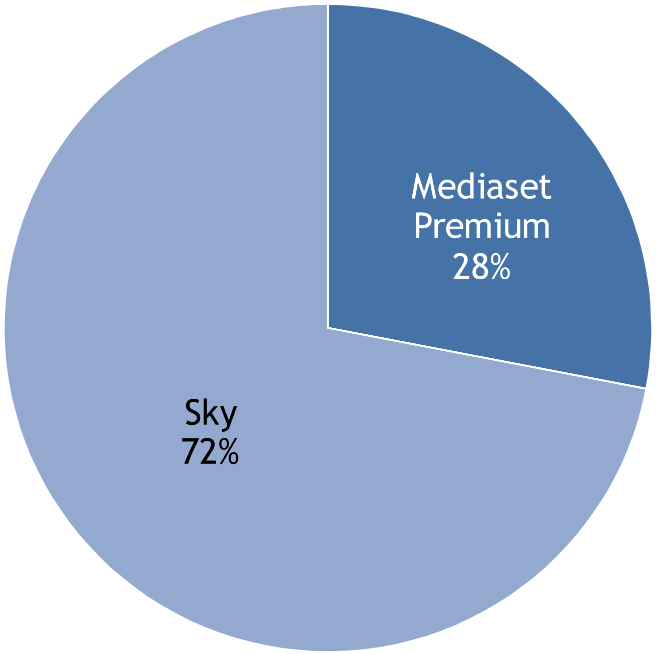
Publishers
Italian TV Market

- **Audience Share 15-64[1]**

- Discovery
- Fox
- Eurosport
- US Majors:
  - Disney
  - Universal
  - MTV-Viacom
  - Turner
  - Sony (AXN)
- BBC
- Italian Publishers[3]



- **Pay TV: Market Share (subscribers)**



[1] *Source: Auditel Dec 13 - Jul 14; 15-64 yrs, 24h*
[2] *Including MS Pay TV*
[3] *De Agostini/LT Multimedia/L'Espresso Group/Feltrinelli/Class*

Network Operators

TV Frequencies Landscape

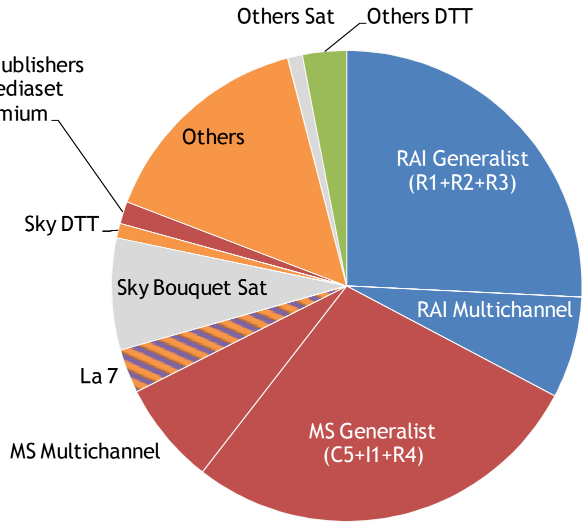
Mediaset	Rai	Persidera
Mediaset 1	Rai Mux 1	Persidera 1 Ex TIMB 1
Mediaset 2	Rai Mux 2	Persidera 2 Ex TIMB 2
Mediaset 3	Rai Mux 3	Persidera 3 Ex TIMB 3
Mediaset 4	Rai Mux 4	Persidera 4 Ex Rete A 1
Mediaset 5	Rai Mux 5	Persidera 5 Ex Rete A 2
5	5	5

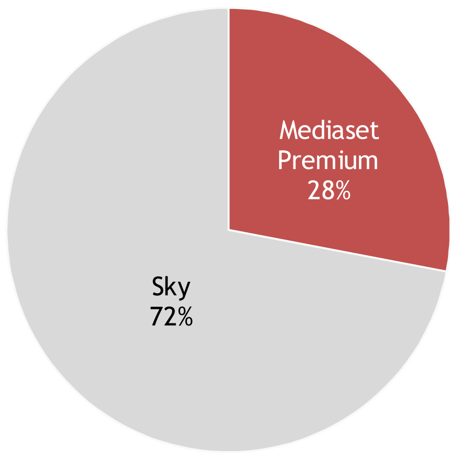
H3G	D Free	Europa 7	Retecapri	Cairo Network[1]

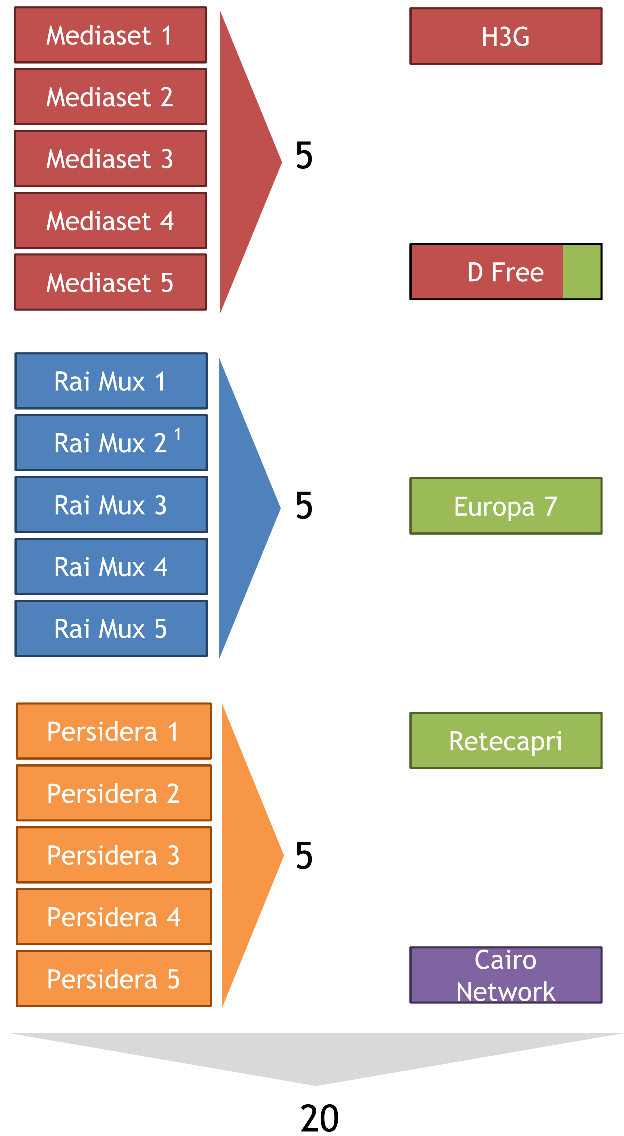
20

[1] *At regime after 2016/2017*

TV Channels Distribution
Allocation within Multiplexes

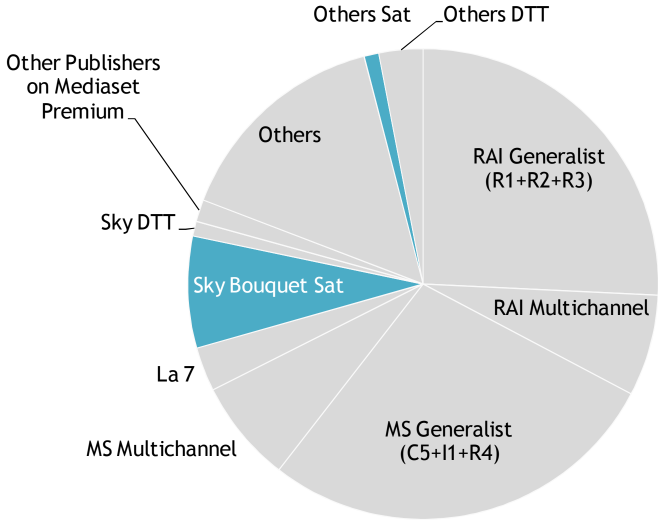


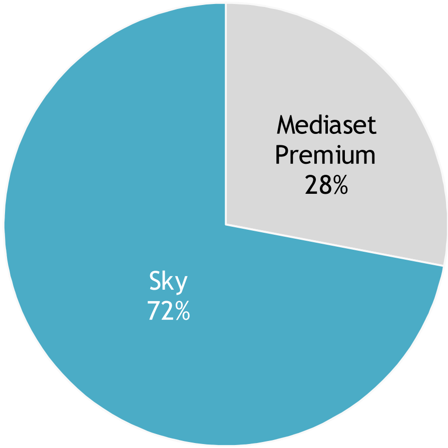




[1] *TV 2000 (Other DTT)*

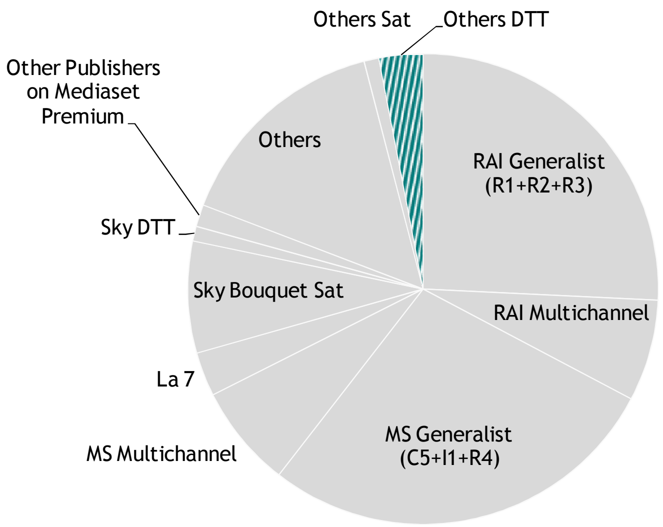
Satellite Offer
Almost Entirely Pay TV-Driven

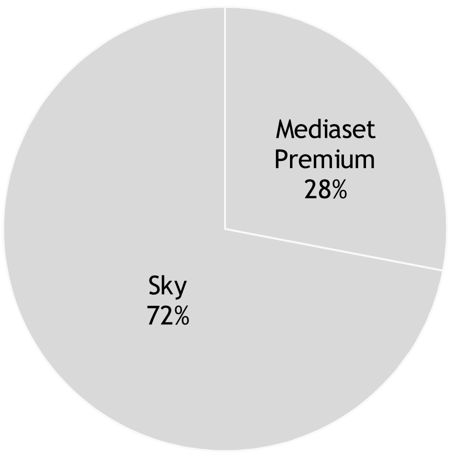


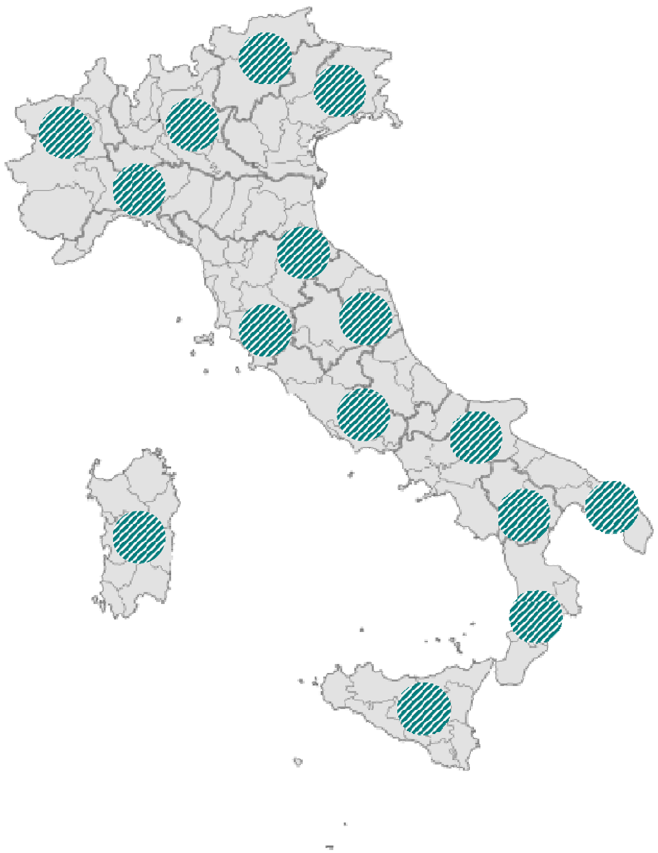


Sky Italia	~4.7m HH
Tivusat	~2.2m HH
	~6.9m HH

Regional Offer
A Patchwork







Efficient Management of Existing Agreements with National TV Players

- Contracts long term visibility

	Interm. Term	**Final Term**
- Mediaset 7+7[1]	*2018*	**2025**
- TIMB 12+6	*2023*	**2029**
- L'Espresso 12+6	*2024*	**2030**
- Cairo 3[2]+7+10	*2024*	**2034**

- Supported by:
  - Stability of distribution patterns
  - Long term predictable technological evolution
  - Long term regulatory stability and visibility

[1] Including 5 MS Muxes + 2 Muxes of third parties
[2] Transitional Phase

Efficient Management of Existing Agreements with National TV Players

Distribution platforms penetration

Italian TV Households	**~24.5**	
DTT HH[1]	~23.3m	
Penetration %	*~95%*	
Satellite HH[2]	~6.9m	of which ~4.7m (68%) is Pay TV
Penetration %	*28%*	
Broadband TV HH	0.7m	
Penetration %	*3%*	

[1] *Data referred to potential penetration; 2014E data sourced by IT Media Consulting*
[2] *Company's estimates; according to IT Media Consulting, DTT "First access" penetration represents around 70% of total population (17.1m HH)*

Efficient Management of Existing Agreements with National TV Players

- Going forward, it is extremely **unlikely** to have competition between platforms for the same service. There will rather be **specialisation** and **complementarity**

LINEAR	NON LINEAR
DTT/Satellite	Fixed/Mobile broadband

Efficient Management of Existing Agreements with National TV Players

- **Analogue switch off** was completed on July 4th, 2012
- **Current standard for Digital Terrestrial Broadcasting: DVB-T**
  - Adopted standard for Video of SD programs → MPEG-2/HD programs → MPEG-4
  - Perspective standard for Video of HD programs → HEVC
- **Transition to DVB-T2 already on the way**
  - Since 2012 newly installed TV transmitters are "DVB-T2 ready" (they can broadcast with both standards) → Network evolution to DVBT-2 can smoothly follow substitution for obsolescence (~7÷10 years)
- **It is unlikely to see full transition to DVB-T2 before 2022÷2024**

N.B. No Capex for Tower Cos (e.g. EI Towers)…

…and not even significant Capex for network operators (Mediaset is upgrading in parallel with substitution/new network operators are already deploying T2 ready networks)

Efficient Management of Existing Agreements with National TV Players

GERMANY

- **Before:**

  "Jan. 18th 2013 → RTL group announced its nationwide retreat from DTT by the end of 2014 as there would neither be sufficient prospects for economic success nor long-term security for the frequencies."

- **After:**

  "June 3rd 2014 → RTL group decided to stick with digital terrestrial distribution of its channels and support the transition to the new broadcast standard DVB-T2 which will commence in mid-2016."

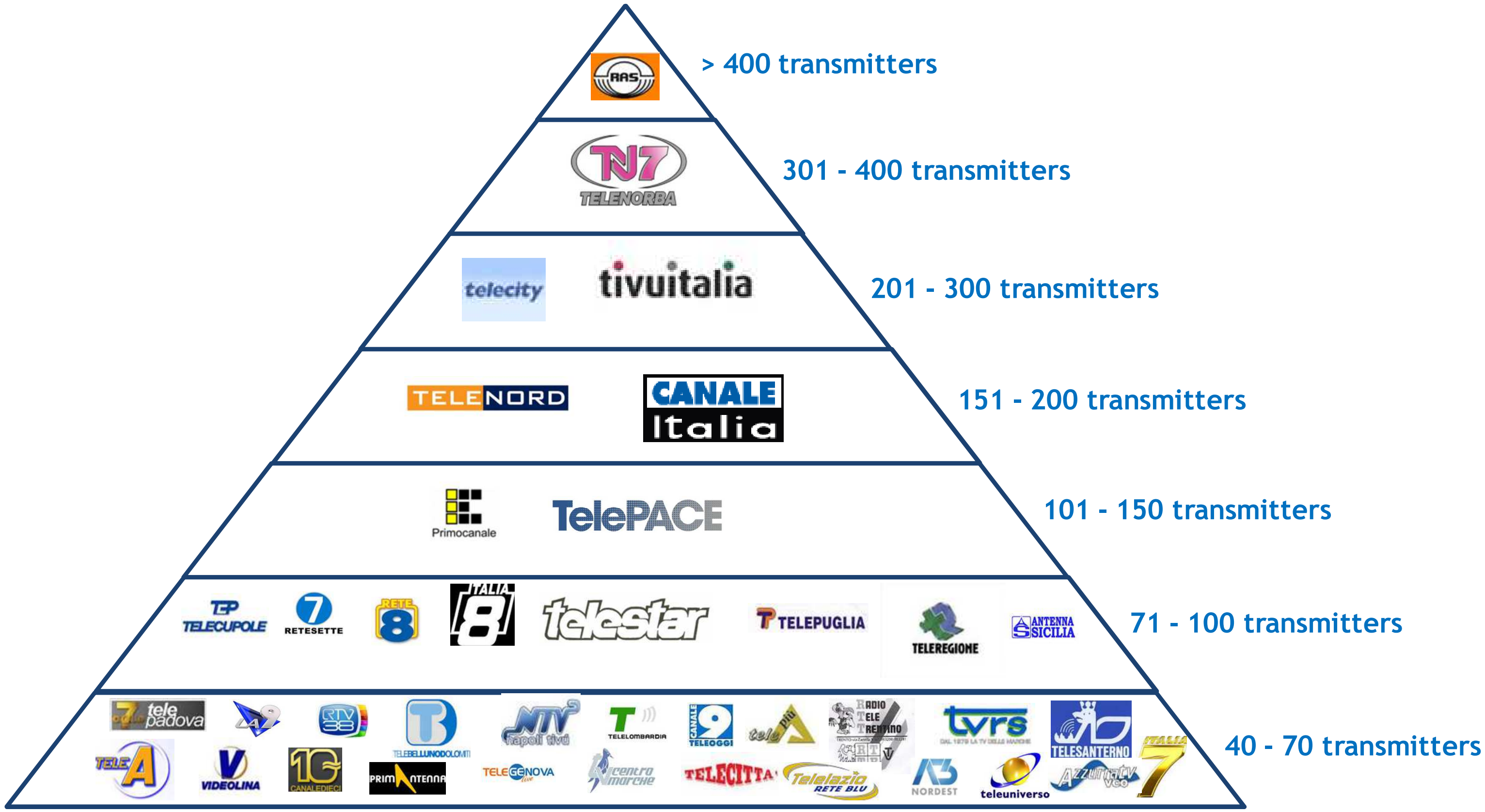
UK

- "…as we explain in our discussion document, Future of free to view TV, we believe DTT is likely to retain a central role over the next decade, with a full switch to alternative technologies such as IPTV not appearing feasible until at least 2030."

Sources: www.broadbandTVnews.com; OFCOM, Consultation on future use of the 700 MHz band

Managing the “Darwinian selection” in the local TV market

- Current local TV market landscape looks very fragmented



Source: Ministry of Economic Development Communication Department (DB operators)

Managing the "Darwinian selection" in the local TV market

- EI Towers is actively working to incentivise regional/multiregional players to migrate to Full Service model:
  - **Medium to long term**: increase in volume from larger clients to offset decrease from smaller or troubled players
  - **Short term**: potential reduction coming from players exiting the market

Radio Broadcast

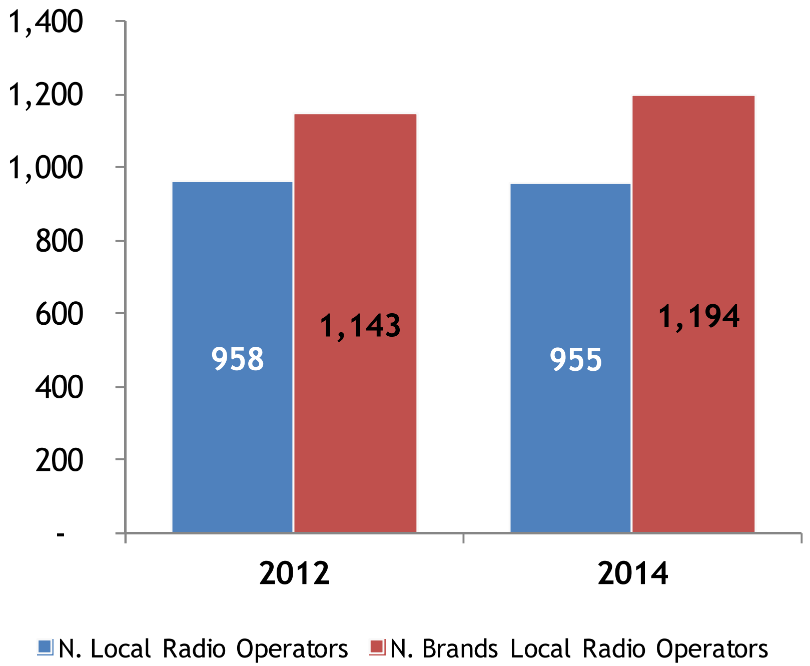
NATIONAL RADIO OPERATORS

Operators	Brands
1. RAI	
2. MONRADIO	
3. ASS. RADIO MARIA	
4. FINELCO - RADIO STUDIO 105	
5. FINELCO - VIRGIN RADIO	
6. FINELCO - RMC ITALIA	
7. RTL 102,500 HIT RADIO	
8. RADIO ITALIA	
9. RADIO KISS KISS	
10. ELEMEDIA	
11. CENTRO DI PRODUZIONE	
12. RADIO DIMENSIONE SUONO	
13. IL SOLE 24 ORE	
14. RADIO PADANIA LIBERA	

- **Stable number of operators**

Source: Ministry of Economic Development Communication Department (DB operators)

LOCAL RADIO OPERATORS



- **Stable number of operators**
- The number of commercial brands is rising: +51 brands equal to +4% (2014 vs. 2012)

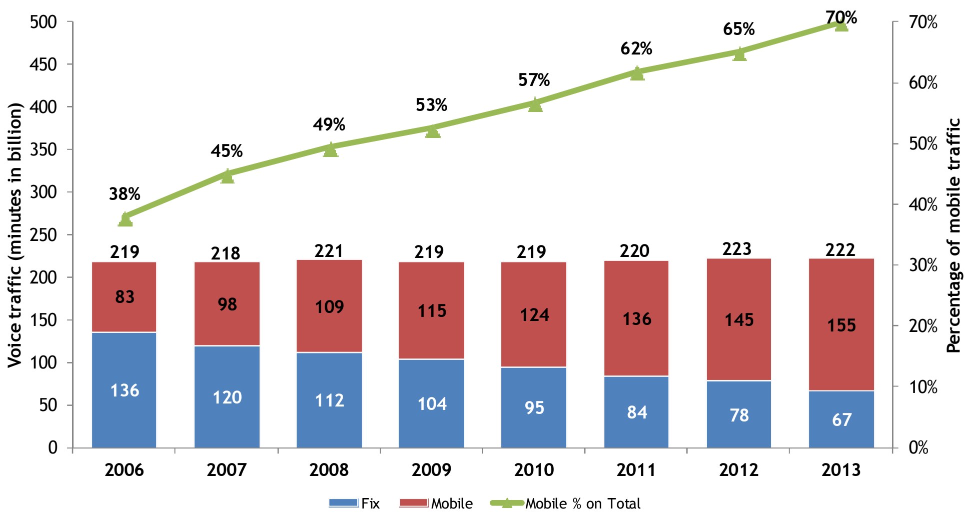
Radio Broadcast

- Radio audience is still, and will likely be for many years to come, terrestrial through herzian waves
- Internet radio is widely available for in-house and fixed reception, but most of the audience is in cars → **current infrastructure is not replaceable**
- Radio transmission is still mainly **analogue**: DAB is being deployed, but no switch over is foreseen

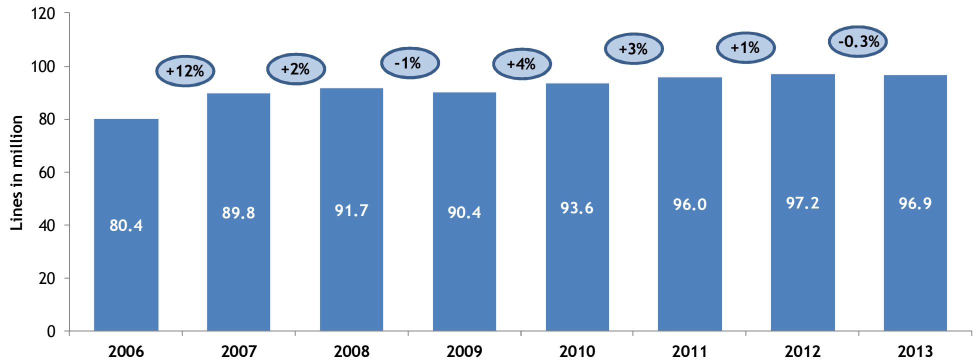
Analysis of the Reference Markets: Mobile TLC Segment

Mobile TLC Segment
Market Overview

- TLC sector in Italy (fixed and mobile)
  Voice traffic volume



- Number of mobile lines



Traffic on fixed lines strongly reduced to the benefit of mobile lines (now >70% of the total)

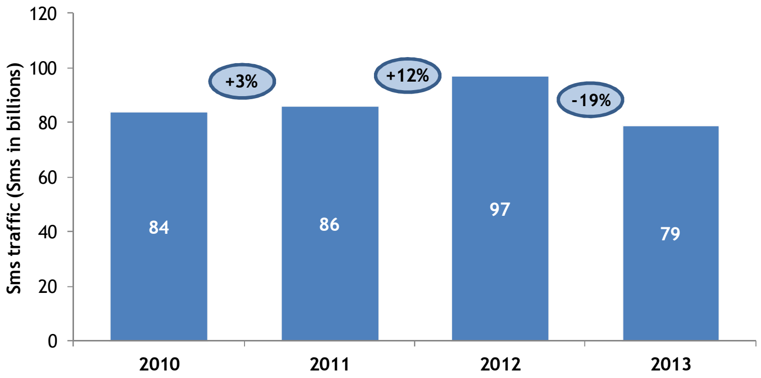
Total number of lines is relatively stable – increase in usage

Source: Agcom Annual Reports

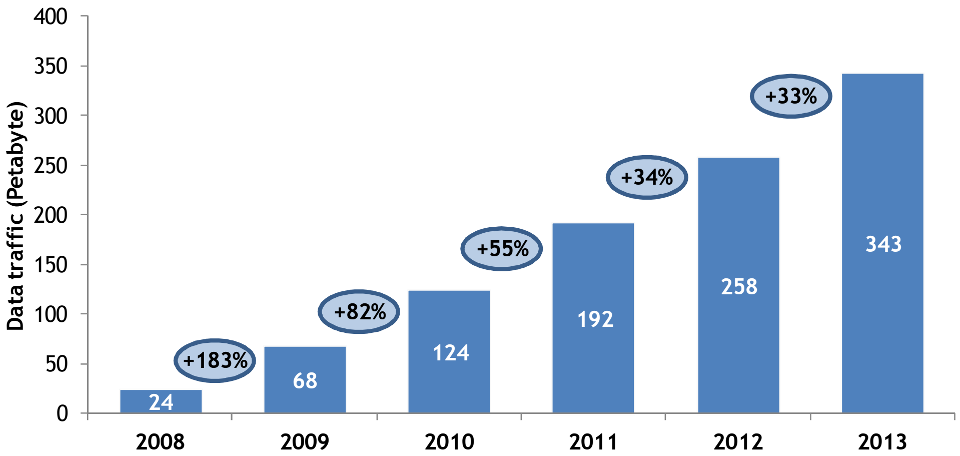
Mobile TLC Segment

Market Overview

- In the mobile segment, the only service with decreasing volumes is **Sms**



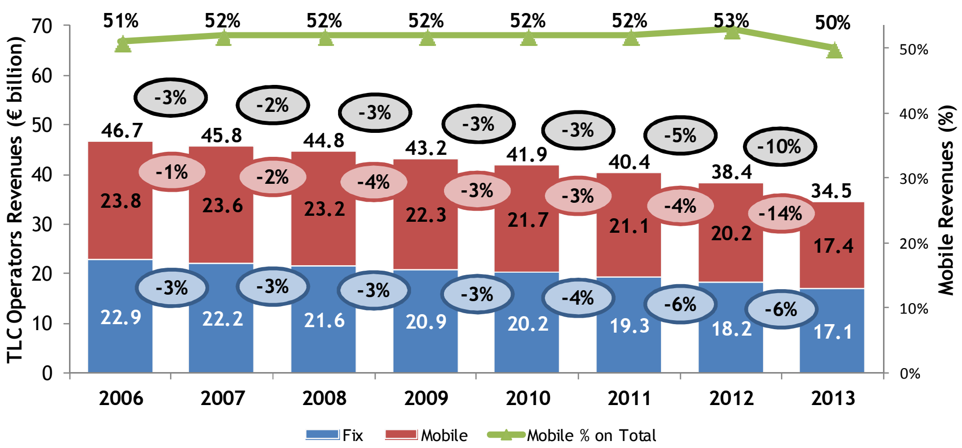
- The overall data traffic shows strong increases

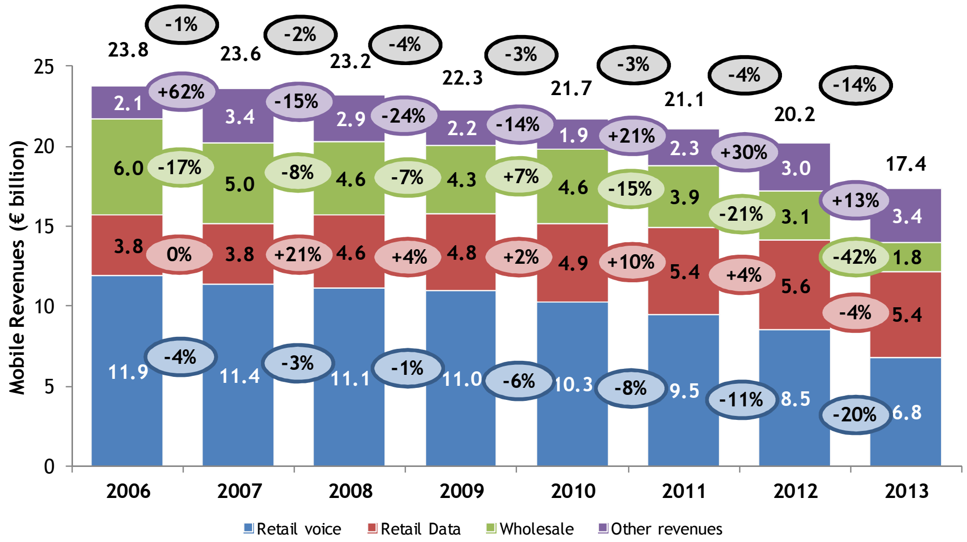


Source: elaboration of Osservatori Digital Innovation Politecnico di Milano on corporate data; Annual Agcom Reports

Mobile TLC Segment
Market Overview

- Despite volume growth, Revenues in both fixed and, to an even greater extent, mobile segments have been decreasing due to:
  - General economic downturn
  - Strong price competition

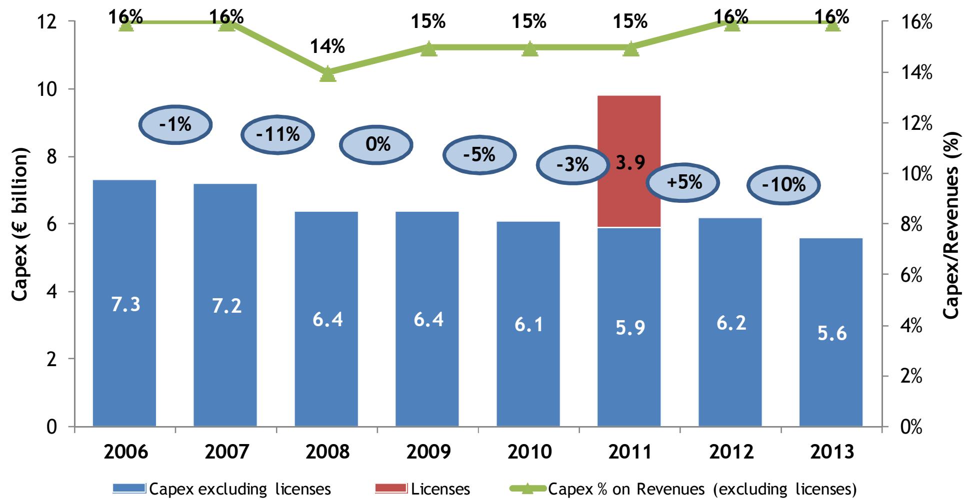


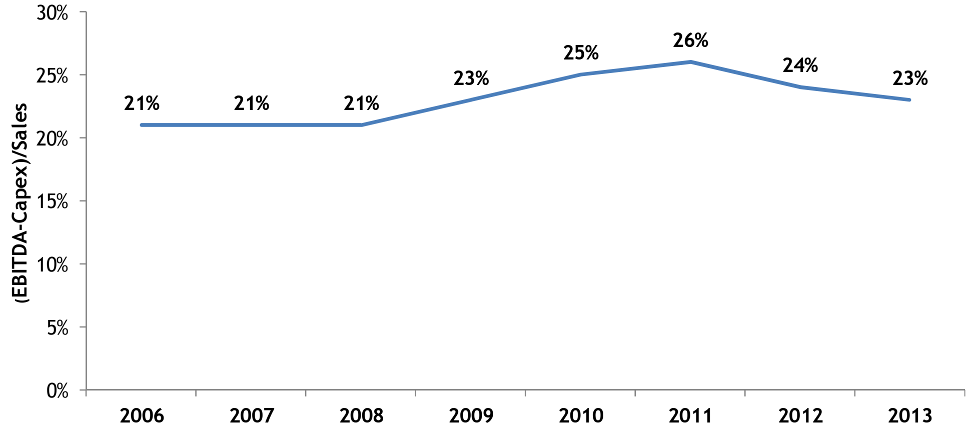


Source: elaboration of Osservatori Digital Innovation Politecnico di Milano on corporate data

Mobile TLC Segment
Market Overview (fix+mobile)

- In order to compensate pressure on Revenues, both fixed line operators and MNOs:
  - Are looking for efficiency on Opex (pressure to renegotiate agreements)
  - Are carefully monitoring Capex





Source: elaboration of Osservatori Digital Innovation Politecnico di Milano on corporate data

Mobile TLC Segment
Wi-Fi and Wi-Max Operators

WI-FI AND WI-MAX OPERATORS

~1,000 operators[1]

3 Relevant EI Towers Clients

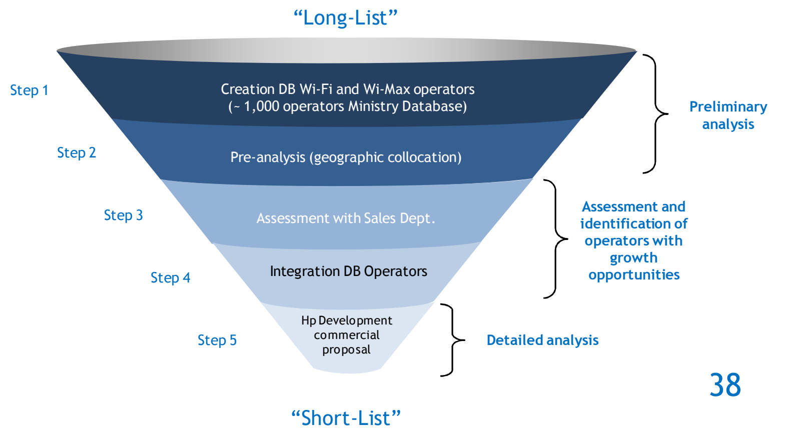
(EIT FY2013 Revenues: €2.1m; FY2014E: €2.2m)

MARKET KEY ELEMENTS

- **Auctions** on regional/provincial basis, for the creation and activation of internet access networks
- Development of **LTE** technology

COMMERCIAL ACTIVITY RATIONALE

- Development of the offer of hosting and fiber integrated services
- Identification of **local operators with growth opportunities**



[1] *Ministry of Economic Development, April 2014*

Business Plan Financials

Business Plan Financials
Key Assumptions & Perimeter

- **EI Towers Revenue contracts are CPI-linked and almost entirely adjusted to Year-End CPI**

- **Italian CPI Assumptions:**
  - YE2014E (FY2015E Revenues): 0%
  - YE2015E (FY2016E Revenues): 0.75%
  - YE2016E (FY2017E Revenues): 1.0%
  - YE2017E (FY2018E Revenues): 1.0%

- **Business Plan Activity Perimeter:**
  - **Including:**
    - Cairo Mux contract
    - Development of 100 new mobile TLC sites by Towertel
    - 3 “Mom and Pop” tower portfolios acquisitions (Hightel, 1 mobile, 1 broadcast)
  - **Excluding:**
    - 4 “Mom and Pop” tower portfolios in the radar screen (3 mobile, 1 broadcast)
    - Development of new mobile TLC sites under the Hightel frame agreement
    - Transformational M&A in mobile/broadcasting segments

Business Plan Financials
Revenues Segment Projected Growth

- Revenues 2014/18E CAGR[1] by segment:
  - National TV Broadcasters: ~+2%[2]
  - National Radio: flat
  - Mobile Network Operators: ~+7%[3]
  - Other TLC Technologies (Wi-Fi, Wi-Max): ~+5%
  - Local TV & Radio, Others: ~-1%

Total Revenues 2014/18E CAGR ~+3%

[1] *CAGR based on FY2013 actual figures*
[2] *Under the hypothesis that current contract with main TV national client (Mediaset Group) will be renewed at same terms and conditions*
[3] *Hightel acquisition consolidated, excluding the contract for the development of new sites*

Business Plan Financials
Profit & Loss Headlines

- **Steady margin accretion, notwithstanding the low CPI assumptions**

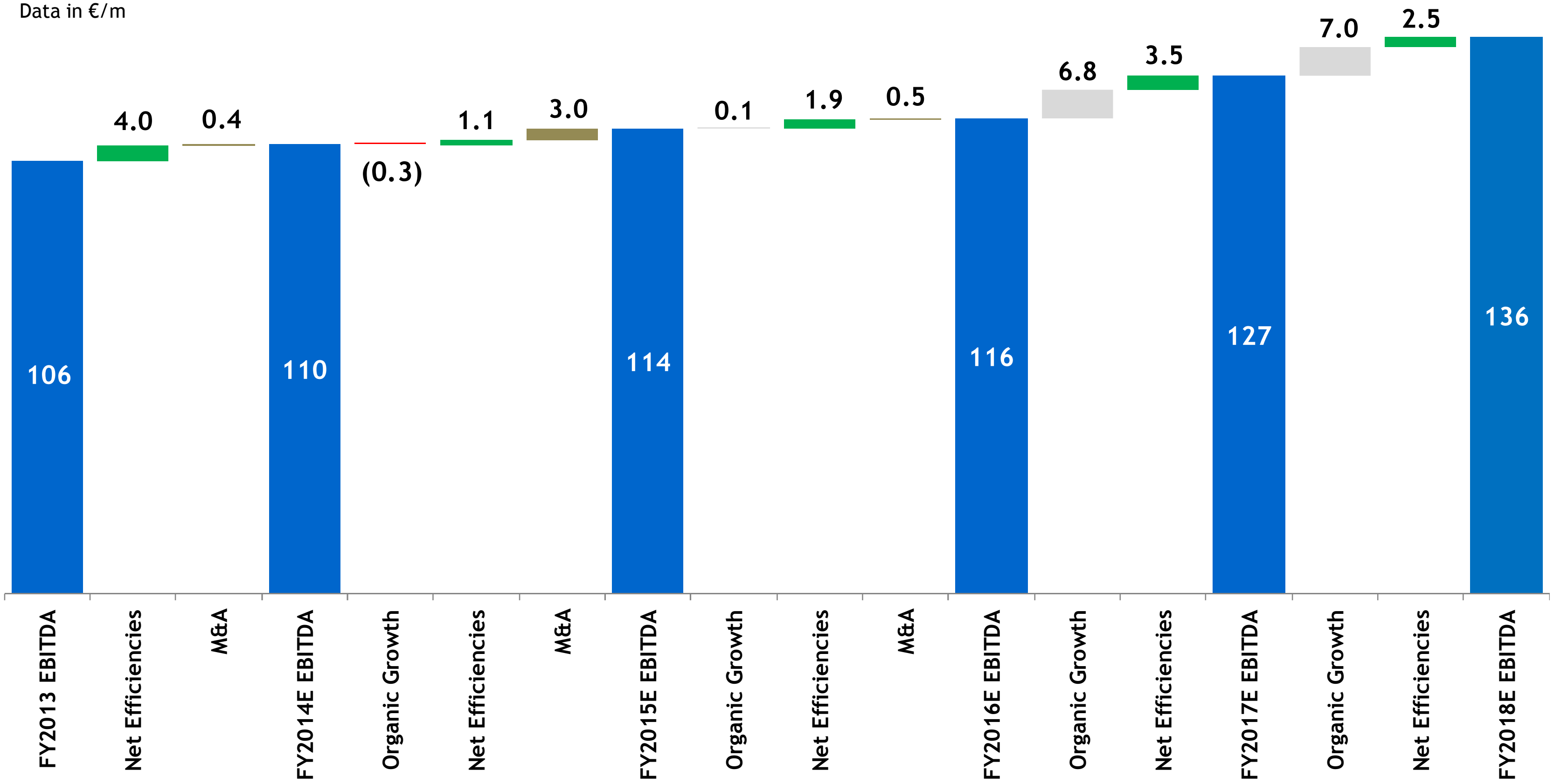
Data in €/m	2013	2014E	2015E	2016E	2017E	2018E	CAGR 2014-18E[1]
Revenues	233	234	241	244	253	264	3%
EBITDA	106	110	114	116	127	136	5%
margin%	*45%*	*47%*	*47%*	*48%*	*50%*	*52%*	
EBIT	58	67	73	76	89	101	12%
CPI Assumptions			-	*0.75%*	*1.0%*	*1.0%*	

[1] *CAGR based on FY2013 actual figures*

Business Plan Financials
EBITDA Bridge[1]

- **Total Net Efficiencies: ~€13, of which:**
  - €4m in 2014E (31% of Total)
  - €9m cumulated in 2015E-18E (69% of Total)

Data in €/m



[1] *EBITDA absolute values are rounded figures*

Business Plan Financials

EBITDA Growth Breakdown

- EBITDA will grow by ~€30m over the Business Plan period (FY2014-18E), driven by:
  - Organic Growth[1]: ~€13.6m
    - In a very low CPI scenario, EBITDA organic growth will be mainly concentrated in the last two years
  - Visible “Mom and Pop” M&A transactions, contributing almost ~€4m
  - Net Cost Efficiencies: ~€13m
- Search for new efficiencies will be a continuous effort in order to enhance the cash flow profile of the Company

[1] *Including Cairo contract under a base case scenario (penalty of €2m) and the development of 100 new TLC sites by Towertel*

Business Plan Financials
More Colour on Efficiencies

- **In the first two years of activity**, EI Towers was able to deliver 2012-16E old Business Plan efficiency targets three years ahead on schedule:
  - **€15m of P&L Net Efficiencies**
  - **Strong Ordinary Capex Reduction**
    - Old target 2012-16E: €20m per annum
    - FY2013: €10.2m

- FY2014 will show the continuous focus on G&A/Opex/Ordinary Capex
  - EBITDA guidance: ~€110m (benefitting from €4m of additional efficiencies vs FY2013)
  - New Ordinary Capex Guidance: €11m

- **Current and future actions over the new Business Plan time horizon will be more surgical and will keep on addressing Opex/Ordinary Capex**
  - Fine tuning on Opex (supply of Goods and Services) and Ordinary Capex
  - Analysis focused on other cost categories (e.g. technology)

Business Plan Financials

Cash Flow Profile

- **"EBITDA-Ordinary Capex", one of the most important metrics, will grow up to €125m with a 6% CAGR**

Data in €/m	2013	2014E	2015E	2016E	2017E	2018E	CAGR 2014E-18E[1]
EBITDA	**106**	**110**	**114**	**116**	**127**	**136**	**5%**
ORDINARY CAPEX	**(10)**	**(11)**	**(12)**	**(12)**	**(12)**	**(11)**	
DEVELOPMENT CAPEX		-	(7)	(1)	-	-	
M&A CAPEX		(22)	(11)	-	-	-	
TOTAL CAPEX	(10)	(34)	(30)	(13)	(12)	(11)	
EBITDA - CAPEX	95	76	84	103	115	125	
EBITDA - ORDINARY CAPEX	**95**	**99**	**101**	**104**	**115**	**125**	**6%**

+32%

[1] *CAGR based on FY2013 actual figures*

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