Uponor A/S

Kornmarksvej 21, 2605 Brøndby CVR no. 66 33 55 18

Annual report 2023

Approved at the Company's annual general meeting on 16 July 2024
Chair of the meeting:
Markus Kristian Melkko

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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Uponor A/S for the financial year 1 January - 31 December 2023.

The annual report is prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Chairman

Markus Kristian Melkko	Reetta Elina Härkki	Anssi Ville Tapio Ruohio
Board of Directors:		
Secher Man. director		
Peter Nicolay Folsach		
Exocutivo Board.		
Brøndby, 16 July 2024 Executive Board:		

Independent auditor's report

To the shareholder of Uponor A/S

Opinion

We have audited the financial statements of Uponor A/S for the financial year 1 January - 31 December 2023, which comprise an income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023, and of the results of the Company's operations for the financial year 1 January - 31 December 2023 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to
 fraud or error, design and perform audit procedures responsive to those risks and obtain audit
 evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not
 detecting a material misstatement resulting from fraud is higher than for one resulting from error
 as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override
 of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

Independent auditor's report

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 16 July 2024 KPMG P/S Statsautoriseret Revisionspartnerselskab CVR no. 25 57 81 98

Martin Eiler State Authorised Public Accountant mne32271

Management's review

Company details

Name Uponor A/S

Address, Postal code, City Kornmarksvej 21, 2605 Brøndby

CVR no. 66 33 55 18
Established 9 May 1955
Registered office Brøndby

Financial year 1 January - 31 December

Board of Directors Markus Kristian Melkko, Chairman

Reetta Elina Härkki Anssi Ville Tapio Ruohio

Executive Board Peter Nicolay Folsach Secher, Man. director

Auditors KPMG P/S

Statsautoriseret Revisionspartnerselskab Dampfærgevej 28, 2100 København Ø

Management's review

Financial highlights

DKK'000	2023	2022	2021	2020	2019
Key figures					
Gross profit	23,107	20,784	21,775	20,490	25,477
Operating profit/loss	3,429	3,481	3,726	3,193	7,946
Net financials	-104	-219	-344	-291	-4,810
Profit for the year	2,522	2,471	2,542	2,178	-10,173
-					
Total assets	39,008	50,325	43,973	39,970	33,102
Investments in property, plant and		•			-
equipment	135	39	33	186	65
Equity	7,311	4,789	2,318	-223	-2,401
Financial ratios					
Equity ratio	18.7%	9.5%	5.3%	-0.6%	-7.3%
Return on equity	41.7%	69.5%	242.7%	-166.0%	-296.1%
Average number of full-time					
employees	21	20	20	22	23

The financial ratios stated under "Financial highlights" have been calculated as follows:

Operating profit/loss

Profit/loss before net financials +/Other operating income and other operating expenses

Equity ratio Equity, year-end x 100

Total equity and liabilities, year-end

Return on equity Profit/loss after tax x 100

Average equity

Management's review

Business review

The primary activities consist of trade of integrated sustainable water and indoor climate solutions for the building and Construction sector. The products and solutions are primarily sold through wholesalers in Denmark.

Financial review

The income statement for 2023 shows a profit of DKK 2,522 thousand against a profit of DKK 2,471 thousand last year, and the balance sheet at 31 December 2023 shows equity of DKK 7,311 thousand. Management considers the Company's financial performance in the year satisfactory and in line with expectations expressed last year.

Financial risks

Particular risks

The development will still be strongly affected by the crisis in Ukraine, with a lack of security of supply, high inflation, high energy prices and fewer construction and renovation projects, which will affect our business, thereby increasing uncertainty about the future.

In general, the increased cost level in the construction industry and high interest rates will have a negative effect on construction activity in 2024 and market has slowed down considerably.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred after the financial year-end.

Outlook

Market activity and demand for Uponor A/S products is very difficult to predict for 2024 but expected to be below 2023 with the addition that we currently see a larger decline in construction activities.

However, it is expected that there will be an increase in turnover because of increased demand for our new offering within Prefabricated solutions and Heat Interface Units in combination with our core products.

It is expected that the competition in 2024 will remain fierce.

The result is expected to be in level of 2023.

Income statement

Note	DKK'000	2023	2022
3	Gross profit Staff costs Depreciation of property, plant and equipment Other operating expenses	23,107 -19,641 -37 -9	20,784 -17,270 -33 0
4 5	Profit before net financials Financial income Financial expenses	3,420 151 -255	3,481 66 -285
6	Profit before tax Tax for the year	3,316 -794	3,262 -791
	Profit for the year	2,522	2,471

Balance sheet

Note	DKK'000	2023	2022
8	ASSETS Fixed assets Property, plant and equipment		
_	Leasehold improvements	193	104
	Prepayments for property, plant and equipment	0	135
		193	239
9	Investments		
	Deposits, investments	235	235
		235	235
	Total fixed assets	428	474
	Non-fixed assets Receivables		
	Trade receivables	37,365	36,642
	Receivables from group enterprises	526	12,444
10	Deferred tax assets	2	5
	Other receivables	687	760
		38,580	49,851
	Total non-fixed assets	38,580	49,851
	TOTAL ASSETS	39,008	50,325

Balance sheet

Note	DKK'000	2023	2022
	EQUITY AND LIABILITIES Equity		
11	Share capital	500	500
	Retained earnings	6,811	4,289
	Total equity	7,311	4,789
	Liabilities other than provisions Current liabilities other than provisions		
	Trade payables	625	820
12	Payables to group enterprises	22,288	27,901
	Corporation tax payable	791	652
	Other payables	7,993	16,163
		31,697	45,536
	Total liabilities other than provisions	31,697	45,536
	TOTAL EQUITY AND LIABILITIES	39,008	50,325

- Accounting policies
 Events after the balance sheet date
- 7 Appropriation of profit
- 13 Contractual obligations and contingencies, etc.
- Security and collateralRelated parties

Statement of changes in equity

Note	DKK'000	Share capital	Retained earnings	Total
7	Equity at 1 January 2022 Transfer, see "Appropriation of profit"	500 0	1,818 2,471	2,318 2,471
7	Equity at 1 January 2023 Transfer, see "Appropriation of profit"	500 0	4,289 2,522	4,789 2,522
	Equity at 31 December 2023	500	6,811	7,311

Notes to the financial statements

1 Accounting policies

The annual report of Uponor A/S for 2023 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to medium-sized reporting class C entities.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Omission of a cash flow statement

With reference to section 86(4) of the Danish Financial Statements Act, no cash flow statement has been prepared. The Company's cash flows are reflected in the consolidated cash flow statement for the higher-ranking parent company Uponor Oyj.

Basis of recognition and measurement

Assets are recognized in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognized in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

The Company has chosen IAS 18 as interpretation for revenue recognition.

Provision from sale of manufactured goods and goods for resale is recognized in the income statement when delivery is made, and risk has passed to the buyer. Provision is measured at fair value of the consideration fixed.

Gross profit

The items revenue, cost of sales and external expenses have been aggregated into one item in the income statement called gross profit in accordance with section 32 of the Danish Financial Statements Act.

Notes to the financial statements

1 Accounting policies (continued)

Cost of sales

Cost of sales includes the cost of goods used in generating the year's revenue.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Depreciation

The item comprises depreciation of property, plant and equipment.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Leasehold improvements

5 years

Depreciation is based on the residual value of the asset and is reduced by impairment losses, if any. The depreciation period and the residual value are determined at the acquisition date and are reassessed annually. Where the residual value exceeds the carrying amount of the asset, no further depreciation charges are recognised.

In the case of changes in the depreciation period or the residual value, the effect on the depreciation charges is recognised prospectively as a change in accounting estimates.

Other operating expenses

Other operating expenses comprise items of a secondary nature relative to the Company's core activities, including losses on the sale of fixed assets.

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The Company and Danish group entities are jointly taxed. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Notes to the financial statements

1 Accounting policies (continued)

Balance sheet

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Prepayments for property, plant and equipment are meassured at cost.

Gains or losses are calculated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses from the disposal of property, plant and equipment are recognised in the income statement as other operating income or other operating expenses.

Leases

The Company has chosen IAS 17 as interpretation for classification and recognition of leases.

Leases that do not transfer substantially all the risks and rewards incident to the ownership to the Company are classified as operating leases. Payments relating to operating leases and any other rent agreements are recognised in the income statement over the term of the lease. The Company's aggregate liabilities relating to operating leases and other rent agreements are disclosed under "Contingent liabilities".

Investments

Deposits are meassured at cost.

Impairment of fixed assets

The carrying amount of intangible assets, property, plant and equipment is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

Receivables

The Company has chosen IAS 39 as interpretation for impairment write-down of financial receivables.

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Notes to the financial statements

1 Accounting policies (continued)

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Cash

Given the nature of the Group's cash pool arrangement, cash pool balances are not considered cash, but are recognised under "Receivables from group entities".

Income taxes and deferred taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities

The Company has chosen IAS 39 as interpretation for liabilities.

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan.

Other liabilities are measured at net realisable value.

Notes to the financial statements

2 Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

	DKK'000	2023	2022
3	Staff costs	15.050	10 170
	Wages/ salaries Pensions	15,856 1,404	13,172 1,391
	Other social security costs	1,404	148
	Other staff costs	2,205	2,559
		19,641	17,270
	Average number of full-time employees	21	20
	In pursuance of Section 98B(3)no. 2 of the Danish Financial Statem Management is not disclosed.	nents Act, remuneratio	n to
4	Financial income		
	Interest receivable, group entities	104	57
	Other financial income	47	9
		151	66
5	Financial expenses		
	Interest expenses, group entities	94	229
	Other financial expenses	161	56
		255	285
6	Tax for the year		_
	Estimated tax charge for the year	791	652
	Deferred tax adjustments in the year	3	139
		794	791
7	Appropriation of profit		
	Recommended appropriation of profit Retained earnings	2,522	2,471
	notained earnings		۷,411

2,471

2,522

Notes to the financial statements

8 Property, plant and equipment

Leasehold improvements	Prepayments for property, plant and equipment	Total
754	135	889
-65	0	-65
135	-135	0
824	0	824
		_
650	0	650
37	0	37
-56	0	-56
631	0	631
193	0	193
	650 37 -56	Leasehold improvements property, plant and equipment 754 135 -65 0 135 -135 824 0 650 0 37 0 -56 0 631 0

9 Investments

	DKK'000	_	Deposits, investments
	Cost at 1 January 2023	_	235
	Cost at 31 December 2023	_	235
	Carrying amount at 31 December 2023	=	235
	DKK'000	2023	2022
10	Deferred tax Deferred tax at 1 January Deferred tax adjustments in the year, income statement	-5 3	-144 139
	Deferred tax at 31 December	-2	-5
	Deferred tax relates to:		
	Intangible assets Property, plant and equipment	-1 -1	0 -5
		-2	-5

Deferred tax contains fixed assets and provisions. Deferred tax assets are recognized based on an expectation that the assets can be used in the coming years.

11 Share capital

Analysis	ot	the	share	capital:

500 shares of DKK 1,000.00 nominal value each	500	500
	500	500

No shares carry special rights.

Notes to the financial statements

12 Payables to group enterprises

The Uponor group has entered into an agreement on a cash-pool arrangement with the group's bank, where Uponor Oyj (the Company) is the Top account holder and Uponor A/S is the Mirror ledger account holder (Mandate Holder) together with the group's other affiliated companies. All transactions are initiated and registered on a Mirror ledger accounts. Mirror Ledgers are ledgers of the transactions performed on a Top Account. Mirror Ledgers are provided to facilitate the bookkeeping of the Company and Mandate Holders by giving them an overview of which company has performed any given transaction on a Top Account. A Top Account (and its balance) is owned solely by the Company and creates rights and obligations only as between the Bank and the Company.

Uponor A/S' accounts in the cash-pool scheme, which are recognized under receivables from group enterprises, amount to 31 December 2023 a debt of TDKK 9.483. (per 31 December 2022: deposit of TDKK 12,442).

13 Contractual obligations and contingencies, etc.

The company is part of a Danish joint taxation with Uponor Infra A/S as a management company. Accordingly, the company is liable for income taxes, etc. pursuant to the Danish Companies Tax Code. for jointly taxed companies and also for any obligations to include withholding tax on interest, royalties and dividends for jointly taxed companies. The jointly known companies' total known net liabilities in joint taxation are stated in the management company's annual report.

Other financial obligations

Rent and lease liabilities include a rent obligation totalling DKK'000 261 with remaining contract terms of 6 months. Furthermore, the Company has liabilities under operating leases for cars and IT equipment, totalling DKK'000 2,822, with remaining contract terms of 2-4 years.

DKK'000	2023	2022
Within 1 year	1,210	913
Between 1 and 5 years	1,873	1,475
	3,083	2,388

14 Security and collateral

The Company has not provided any security or other collateral in assets at 31 December 2023.

Notes to the financial statements

15 Related parties

Uponor A/S' related parties comprise the following:

Parties exercising control

Related party	Domicile	Basis for control	
Uponor Oyj	Äyritie 20, SF-01510	Main shareholder	

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Uponor Oyj	Finland	llmalantori 4, 00240 Helsinki, Finland

Related party transactions

Uponor A/S was engaged in the below related party transactions:

DKK'000	2023	2022
Purchase of services	20,604	3,994
Purchase of goods	88,749	88,434
Sale of services	194	229

The Group interests are disclosed in notes 4 and 5, and Group balances in the balance sheet.

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The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

Markus Kristian Melkko

Bestyrelsesformand

On behalf of: Uponor A/S
Serial number: markus.melkko@uponor.com

IP: 93.106.xxx.xxx 2024-07-16 13:33:54 UTC

Markus Melkko

Reetta Elina Härkki

Bestvrelsesmedlem

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Anssi Ville Tapio Ruohio

Bestyrelsesmedlem

On behalf of: Uponor A/S

Serial number: ville.ruohio@uponor.com

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2024-07-16 14:00:23 UTC



Peter Nicolay Folsach Secher

Direktionsmedlem

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Martin Melchior Eiler

Statsautoriseret revisor

On behalf of: KPMG Statsautoriseret Revisionspartners... Serial number: 5b1c610d-eae6-4ede-b03d-011c1e467f26

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2024-07-16 17:12:02 UTC





Markus Kristian Melkko

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Markus Melkko

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