

Investment Solutions Important Information

Mercer Group - Ireland
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Contents

- 1. Investment Solutions 1
 - Introduction 1
 - Conflicts Of Interest 1
 - Types of Investment Solutions 3
 - Mercer Fee Arrangements 5
 - Nature of Investment Consulting Services Provided 5
 - Preferred Solutions 6
 - Information on MGIE and Mercer Funds 7
 - Sustainable Finance Disclosure Regulation and Taxonomy Regulation Disclosures 8
 - Mercer Research 9
 - Inducements 9
 - Complaints Process 9
 - Best Execution 9
 - Privacy Statement 10
 - Protected Disclosures (Whistleblowing) 10
 - Sources of Information 10
 - Intellectual Capital and Confidentiality 11

Investment Solutions

Introduction

Mercer is a global consulting leader helping clients around the world advance the health, wealth and careers of their most vital asset: their people. Mercer in Ireland provides a wide range of services to clients. Among these, we offer a range of investment solutions to institutional investors. Mercer Investment Solutions (the “Investment Solutions” or “IS”) is the line of business within Mercer that offers investment advisory and investment management services to Irish, UK, other European and non-European Institutional investors.

These incorporate our best investment ideas and facilitate clients who wish to invest with Mercer or delegate some or all of their investment decisions to Mercer. Mercer IS uses predominantly Mercer-managed investment funds (the “Mercer Funds”) across a wide range of individual asset classes, each of which incorporate investment managers and ongoing oversight based on our investment manager research capabilities.

The IS business line encompasses Irish-domiciled Mercer Global Investments Europe Limited (“MGIE”) and Mercer Global Investments Management Limited (“MGIM”) and UK-domiciled Mercer Limited (“ML”) corporate entities. However, this document covers solutions provided to Irish and wider Europe ex-UK and International clients by Mercer Investment Solutions’ entities based in Ireland, whereas a separate document relevant to Mercer Limited covers the UK market.

The purpose of this document is to provide our clients and prospective clients with key information and disclosures in relation to our Investment Solutions’ services and products made available by MGIE and MIL and any other Mercer entities in the distribution chain.

Conflicts Of Interest

Given the wide range of services and activities which Mercer provides (including administration, investment advisory, retirement consulting, investment products and services and insurance-based services), conflicts of interest, real or apparent, will naturally arise.

Mercer seeks to manage these conflicts through appropriate policies, procedures and protocols and also, as a last resort, through disclosure of potential conflicts to clients and prospects. We are committed to conducting business fairly, ethically and transparently.

Mercer has a detailed Conflicts of Interest Statement that explains how Mercer manages conflicts of interest it may face. A copy of this statement is available at <https://investment-solutions.mercer.com/global/all/en/investment-solutions-home/corporate-policies.html>

Entities Involved in the Provision of an Investment Solution

A number of entities may be involved in the provision of an Investment Solution. These include:

- MGIE (including its branches) is the entity that acts as investment manager to the Mercer Funds and clients, and to third party collective investments schemes or special purpose vehicles. Further information on MGIE is set out later in this document.
- MGIM serves as the management company to the majority of the Mercer Funds. Its role is primarily governance and oversight to ensure the Mercer Funds under management are managed in accordance with applicable rules and regulations.
- MIL is the entity through which Mercer provides consulting and related services to clients in Ireland, in addition to a range of services for individuals and some corporate clients in Ireland.

MIL, MGIE and MGIM are regulated by the Central Bank of Ireland. References to Mercer in all documentation shall be construed to include Mercer LLC and/or its associated companies.

Mercer entities outside of Ireland (which are not covered in this document) may also be involved, such as but not limited to:

- Mercer Private Markets (“MPM”): MPM is the entity that acts as investment manager to the Luxembourg SICAV fund vehicles used by clients who wish to delegate the implementation of private market allocations (e.g. private debt, private equity, infrastructure) to Mercer. MPM is based in Zurich, Switzerland.
- Mercer Limited (“ML”): ML is the entity that acts as portfolio manager and investment advisor to UK clients who wish to delegate the implementation of investment solutions to Mercer. It also provides investment advice to certain Mercer Funds. ML is based in the United Kingdom.
- Mercer consulting offices in countries around wider Europe and Growth Markets. Mercer consultants in these countries may be involved when clients based in these countries invest in the Mercer Funds.

Other non-Mercer entities may also be involved including:

- Insurance companies which may utilise the Mercer Funds as building blocks and engage MGIE to provide advice or discretionary investment management services in respect of investment linked insurance offerings made available by the insurance company. An example of this is Zurich Life Assurance plc and New Ireland Assurance Company plc who provide the unit-linked platform utilised for Mercer’s Irish DC proposition, Mercer Aspire.

Service providers to the Mercer Funds such as but not limited to:

- State Street, which provides key services to the Mercer Funds including custody, administration, transfer agency and trustee services.
- Third Party asset managers which provide currency hedging services to the Mercer Funds.
- Sub-Investment managers that are appointed to manage assets within the Mercer Funds.

Types of Investment Solutions

The types of Investment Solutions which Mercer provides include:

- **“Investment-Only”** solutions whereby a client subscribes for shares in one or more Mercer Funds. MGIE, as the investment manager to the Mercer Funds, selects the underlying sub-investment managers utilised within the Mercer Funds. A client may choose an “Investment Only” solution:
 - in order to avail of Mercer’s ongoing best ideas and highly rated investment managers in relation to a specific asset class or “single sleeve”, and therefore invests in a specific Mercer Fund(s);
 - in order to access Mercer’s best ideas across a range of asset categories and thus chooses to utilise a range of Mercer Funds, but does not need wider asset allocation, rebalancing or de-risking services included in the solution.

An “Investment Only” client does not require an investment management agreement (IMA); instead a client completes an application form with the Mercer Funds. The client’s existing advisory arrangements (whether with Mercer or another consulting firm) remain separate. All Mercer clients are Professional Investors and as such it is assumed that they have the knowledge and experience to understand the investments being made including the associated risks and potential losses. An appropriateness assessment may be conducted via the clients existing advisory arrangements.

- **Investment Advice:** In some cases there may be services provided by MGIE (such as regulated advice in relation to selection of Mercer Funds, or detailed reporting to support a client’s Solvency II regulatory reporting requirements) and additional contractual documentation is provided as appropriate – this may be an engagement letter plus terms and conditions or an additional appendix to the Application Form. Since the advice provided relates to the Mercer Funds it is deemed to be non-independent advice.
- **Discretionary investment management services** such as:
 - **Implemented Consulting:** Clients invest in the Mercer Funds in order to implement Mercer’s strategic investment advice. MGIE may delegate the advisory aspect of this solution to MIL and typically does so where the investment consultant is a MIL employee.
 - **Dynamic De-risking Solutions (“DDS”)** including strategic advice: DDS is similar to Implemented Consulting, however a trigger-point de-risking service is provided to pension clients which serves as a guideline for their growth-asset and matching-asset allocations.

- Investment Management Services to third-party collective investments schemes, special purpose vehicles, or life insurance companies, whereby MGIE appoints third party sub-investment managers or decides the composition of portfolios which the life insurance company implements.

From a contractual perspective, discretionary investment management services are documented in IMA between MGIE and the client. Advisory services are documented in an engagement letter/advisory agreement with the client, or may be included in the IMA.

While client portfolios are predominantly composed of Mercer Funds, MGIE may also select or recommend non-Mercer Funds.

When portfolio management services are provided by MGIE to collective investment schemes, the underlying assets of those schemes will be valued by the fund management company, which may delegate such valuation to another party, for example, the fund administrator or external valuer. MGIE as investment manager to such collective investment schemes may assist in the valuation process. When portfolio management services are provided by MGIE directly to clients and such portfolios consist of Mercer Funds and/or external third party manager funds, the official net asset value, or equivalent, of those collective investment schemes will be sourced from the fund management company or their delegate and used as part of the valuation of client portfolios. Valuation frequencies will be determined based on the official fund offering documents of the respective funds in client portfolios. Such clients may agree as part of their IMA and investment guidelines, where applicable, or such other relevant document, any benchmark against which the performance of the client's portfolio will be compared as well as the investment objectives and types of financial instruments to be included in the portfolio.

- **Mercer Aspire** is a solution for Irish defined contribution ("DC") schemes, whereby the scheme receives access to a range of Mercer-designed investment options (composed primarily of Mercer Funds building-blocks), and associated member services. Mercer Aspire is made available through a life-insurance policy held with Zurich Life Assurance or New Ireland Assurance Company plc. Typically a client signs an engagement letter with MIL and completes a policy application form with Zurich or New Ireland. There are similar solutions provided in conjunction with other providers.
- **Bespoke funds builds:** An engagement whereby Mercer provides the following services to a client:
 - Establishment of a bespoke fund or multiple funds;
 - Strategic/asset allocation advice, including manager research and Mercer's best ideas;

In these cases, the bespoke fund itself receives the following services from Mercer:

- Fund management provided by MGIM
- Investment management provided by MGIE

Mercer Fee Arrangements

Investment Solutions clients typically pay one fee to cover all Mercer services provided within the solution. This is an asset-based fee calculated as an agreed percentage of the assets under management (“AUM”) invested in Mercer Funds or managers within external funds. These fees vary from client to client and from fund to fund, depending on a number of factors. Details of the fees are set out in the legal documentation that clients sign when entering into an Investment Solutions arrangement. Fees are also clearly explained as part of presentations to clients. Operating expenses of Mercer Funds, such as custody, administration, currency hedging, are referenced in legal documentation with clients and in more detail in Mercer Fund offering documentation. Prior to entering into an Investment Solution, Mercer will provide an estimate of the overall fees associated with the solution and how this fee is allocated between Mercer and sub-investment managers to the Mercer Funds. The fees associated with each share class of sub-funds of the Mercer Funds are available on <https://investment-solutions.mercer.com/>. However, this does not take into account client-specific management-fee rebates that are applied to your account in situations where the standard share-class management fee is greater than the specific ongoing charges we have agreed with you. Further details on the fees applicable to your investment in the Fund are provided in the contractual documentation between you and Mercer. Information on the latest underlying sub-investment manager fees can be obtained from your usual Mercer contact.

Mercer is committed to transparency in terms of costs and fees. Typically an agreed fixed percentage for all Mercer services is applied across each asset class, and the underlying manager fees within each asset class – which vary marginally over time as Mercer selects/replaces managers or renegotiates manager fees on clients’ behalf – feed automatically through to the client. We refer to this as an unbundled fee arrangement and it is our default approach in the interests of transparency and avoidance of perceived conflicts.

However, some clients (such as DC pension schemes or life insurance companies utilising Mercer Funds as a component within insurance products offered by those life companies) have a requirement for a fixed or ‘bundled’ fee at the asset class level. In these cases, the total fee for each asset class (including Mercer plus manager fees) is fixed at the rates in the client’s legal agreement. If underlying investment manager fees vary up or down slightly over time in any asset class, the Mercer margin for that asset class varies accordingly to ensure that the client’s total fees for that asset category remain constant.

While a number of Mercer entities may provide services within the Investment Solution, typically only one AUM based fee is charged to each client. Mercer allocates this fee between Mercer legal entities within the Mercer group. This allocation varies depending on a number of factors and may vary from time to time. As Mercer is providing a range of additional services under an Investment Solution compared to a direct consulting arrangement, Mercer may earn more fees than if a client engaged Mercer for consulting services without implementation.

With Mercer Aspire, clients pay an AUM-based fee through the Zurich and New Ireland unit-linked funds, part of which Zurich and New Ireland pay to Mercer similar to above.

Nature of Investment Consulting Services Provided

If a client with an investment consulting relationship with MIL or another Mercer consulting entity subsequently takes the decision to move to a full Investment Solutions arrangement

such as Implemented Consulting or Dynamic De-Risking Services, the nature of the investment consulting relationship will change. Because the client has chosen to invest in the Mercer Funds, it therefore automatically accesses Mercer's ongoing best ideas in relation to aspects such as manager selection.

The consultant's commentary on performance will incorporate not only an analysis of how the appointed managers have performed within each of the Mercer Funds but also commentary around what steps that MGIE has taken or plans to take on the client's behalf. Commentary or recommendations on undertaking reviews or switching managers is no longer required. In this way, the client should be able to focus on higher-level decisions and achieve other governance benefits, while the individual consultant's advice will similarly be focused on higher-level issues. The consultant will usually involve specialist Investment Solutions colleagues in client meetings from time to time when a more detailed insight on the Investment Solution and underlying funds is required.

From a contractual viewpoint, the client will contract with MGIE, and MGIE may delegate the advisory aspect to MIL. While the consultant who formerly provided investment consulting advice for MIL may remain the primary client contact, the service he or she is providing will be on behalf of MGIE. As well as consulting around strategic asset allocation as before, the consultant will provide comments on a look-through basis on the appointed sub-investment managers, but will not advise on the merits of the Investment Solution offered by Mercer versus the providers of other solutions, just as in the past the consultant would not advise on the merits or manager-selection expertise of an alternative consulting firm other than Mercer. If a client wishes, it can at any time (subject to agreed notice periods) terminate the investment arrangement.

These arrangements as outlined above also apply to Mercer Investment Solutions clients who were not previously Mercer investment consulting clients. From a regulatory standpoint, any investment advice provided within Investment Solutions is on a non-independent basis relating primarily to the Mercer Funds. While external funds may be included, generally a broad all of market approach is not taken.

With respect to "investment-only" solutions such as where a client invests in a single asset category in the Mercer Funds, the client typically continues to receive investment advisory services through their existing consulting arrangements across their wider portfolio. With regard to the advisory services provided in respect of an investment-only client, the consultant will describe the performance of the underlying managers on a look-through basis, along with explaining the steps taken by Mercer's specialist teams within the Mercer Funds. Commentary or recommendations on undertaking reviews or switching managers is no longer required, assuming the client wishes to maintain a delegated approach.

Preferred Solutions

If a prospect is new to Mercer Investments, Mercer may offer advisory services or Investment Solutions or both.

If a client requests Mercer to provide comparative information on a Mercer solution versus other investment solutions, Mercer may do so for information purposes only, if possible. Mercer does not offer advice on the merits of a Mercer product or solution versus other competing

products. Mercer will provide information where possible to allow a potential client make its own informed choice.

Information on MGIE and Mercer Funds

MGIE is authorised by the Central Bank of Ireland as a MiFID Investment Firm to provide the following Investment Services:

1. Reception and transmission of order in relation to one or more financial instruments;
2. Portfolio Management;
3. Investment Advice

MGIE has been appointed as discretionary investment manager and distributor of the following fund umbrellas (the “Mercer Funds”):

- MGI Funds plc (UCITS umbrella fund constituted as a limited liability variable capital company)
- Mercer PIF Fund plc (QIAIF umbrella incorporated as a limited liability variable capital company)
- Mercer QIF Fund plc (QIAIF umbrella incorporated as a limited liability variable capital company)
- Mercer QIF CCF (QIAIF umbrella common contractual fund)
- Mercer UCITS Common Contractual Fund (UCITS umbrella common contractual fund)

The Mercer Funds are authorised by the Central Bank of Ireland and are subject to either the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (the “UCITS Regulations”) or European Union (Alternative Investment Fund Managers) Regulations 2013 (the “AIFMD Regulations”).

Full details of all the Mercer Funds, including Prospectuses, Supplements, PRIIP KIDs/UCITS KIIDs, annual and semi-annual financial statements can be found at <https://investment-solutions.mercer.com/#generalfundinformation>. MGIE is based at Charlotte House, Charlemont Street, Dublin 2. Client communications to MGIE can be addressed in English to the client’s regular Mercer contact or to the Head of Client Services. Investment Solutions are also provided to local clients via MGIE branches based in Germany and Sweden. In such cases, the client agreement will be with MGIE headquarters in Ireland and services will involve people based in the MGIE Ireland offices as well as those in the local branches.

When providing a regulated service to retail clients, Irish firms are subject to the requirements of the Investor Compensation Act 1998 (the "Compensation Act") which provides for a scheme to compensate "Eligible Investors", as defined in section 2 of the Compensation Act. Professional Clients do not fall within the definition of an "eligible investor" and therefore will not be entitled to any compensation under the Compensation Act.

Past performance may not be a reliable guide to future performance. The value of your investments and any income from it may fall as well as rise and you may receive back less than the amount invested.

There is a currency risk involved in investing in assets which are in a foreign currency. Changes in the rates of exchange may therefore lead to a rise or fall in the value of your investments. The levels and basis of, and relief from, taxation can change.

Any documents provided to you are for information purposes only and do not constitute or form part of any offer to issue or sell, or any solicitation to buy or invest in, shares or interests in any Mercer Fund nor shall it or the fact of its distribution form the basis of, or be relied on in connection with, any contract thereof. Further information on the Mercer Funds, including a discussion of the risks of an investment in a particular Mercer Fund, is set out in the relevant Mercer Fund's prospectus and supplement. You should refer only to the prospectus and other offering documents at <https://investment-solutions.mercer.com/#generalfundinformation> when deciding whether to invest in any Mercer Fund.

Certain solutions, including Mercer Aspire, may contain funds that are written as long-term insurance contracts. Mercer accepts no responsibility or liability, including for consequential or incidental damages or for a particular insurer's solvency. Mercer does not undertake to carry out monitoring of an insurer's financial condition on behalf of clients and makes no representations or warranties, expressed or implied, concerning the financial condition, solvency, or application of policy wordings of insurers or reinsurers.

Mercer accepts no responsibility for a pension fund's failure to meet its liabilities, or the failure of the pension fund to meet its investment objectives.

Sustainable Finance Disclosure Regulation and Taxonomy Regulation Disclosures

Under the Sustainable Finance Disclosure Regulation ("SFDR"), policies on the integration of sustainability risk in investment decision making are required to be published on a website. The Mercer Investments Solutions Europe Sustainability Policy can be found here and forms part of Mercer's pre-contractual disclosures provided to investors - [responsible-investment \(mercerc.com\)](https://investment-solutions.mercer.com/#generalfundinformation). This website also includes a publication summarising the principal adverse impacts of investment decisions on sustainability factors.

MGIE's clients invest into a range of investment products. The SFDR and Taxonomy related disclosures have been included in the fund offering documents, available at <https://investment-solutions.mercer.com/#generalfundinformation> and the website specific disclaimers for Article 8 and 9 Funds are available <https://investment-solutions.mercer.com/europe/ie/en/our-funds/responsible-investment.html> . While the full fund specific disclaimers are available at these locations, for the avoidance of doubt, we can confirm:

For Article 8 products which invest in environmentally sustainable economic activities, the "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of the financial product do not take into account the EU criteria for environmentally sustainable economic activities.

For non-Article 8 or 9 products, the investments underlying the financial product do not take into account the EU criteria for environmentally sustainable economic activities.

Mercer Research

The quality and content of Mercer's manager research is the same whether it is delivered within an advisory or Investment Solutions model. With this in mind, unless we advise you otherwise, where Mercer advises on Investment Solutions, these will be based solely on products and services offered by Mercer group companies.

Clients may receive the most recent approved ratings of an investment strategy, and a fuller explanation of their meanings through their Mercer representative. Ratings are not intended to convey any guarantees as to the future performance of the investment products, asset classes or capital markets discussed. All of Mercer's Investment Solutions are based on the intellectual capital created within our global manager research and strategic research teams. Past performance does not guarantee future results. Mercer's ratings do not constitute individualised investment advice.

Inducements

MGIE has an Inducements Policy in place and a copy is available at <https://investment-solutions.mercer.com/global/all/en/investment-solutions-home/corporate-policies.html> . MiFID II regulations require disclosure on inducements. MGIE does not engage in soft commissions nor receives any third party commissions, rebates, trail commissions connected to investment in the Mercer Funds. Certain sub-investment managers are permitted to engage in soft commissions but only when Mercer is satisfied that controls are in place to ensure the arrangements are in line with or equivalent to MiFID II inducement rules. MGIE may receive minor non-monetary benefits, so long as there is no conflict of interest and such receipt complies with its Gifts and Entertainment Policy.

Complaints Process

MGIE and MGIM have a policy in place for the handling of complaints from clients. Any complaints should be sent to DS.ClientSupport@mercerc.com and will be dealt with in line with regulatory obligations and as quickly as possible. Full copy of the complaints policies are available at <https://investment-solutions.mercer.com/global/all/en/investment-solutions-home/corporate-policies.html>

Best Execution

MGIE has a Best Execution policy in place and a copy is available at:

<https://investment-solutions.mercer.com/global/all/en/investment-solutions-home/corporate-policies.html>

Privacy Statement

Mercer Investments Solutions has a Privacy Statement in place which explains how each involved entity will manage personal data relating to Individuals, why Mercer uses it, and how Individuals may contact Mercer in relation to the use of personal data.

In line with the Privacy Statement, Mercer may obtain and process Personal Data relating to Individuals from someone other than that Individual where this is in connection with a client or registered shareholder's contract in respect of a Fund or in anticipation of an applicant for shares becoming a registered shareholder in a Fund, or where Mercer has a legal obligation to collect certain Personal Data relating to an Individual (for example, in order to comply with AML obligations). This may include Personal Data relating to beneficial owners, partners, directors, officers, employees, advisors or other related persons of an investor or of the person providing the Personal Data. The Personal Data may be obtained from a variety of sources, such as financial advisors to investors, employers of Individuals, and / or direct and indirect service providers to the companies, such as third parties providing AML due diligence and sanctions checks.

The Privacy Statement is available at <https://investment-solutions.mercer.com/global/all/en/investment-solutions-home/corporate-policies.html>

Any queries or complaints regarding the use of the Personal Data by Mercer and / or the exercise of individual rights should be addressed to Mercer at privacycoordinator@mercerc.com If you have any questions in relation to this Privacy Notice, please contact our Data Protection Officer at privacycoordinator@mercerc.com

Protected Disclosures (Whistleblowing)

Mercer is committed to maintaining the highest standards of honesty, integrity, openness, and accountability. Consistent with our emphasis on the integrity of the business and the need to act with uncompromising ethics, Mercer has put in place a Protected Disclosures (Whistleblowing) Policy which is available at <https://investment-solutions.mercer.com/global/all/en/investment-solutions-home/corporate-policies.html>

Sources of Information

Information provided to you from time to time, may be obtained from a range of third party sources. While the information is believed to be reliable, Mercer does not seek to verify it independently. As such, Mercer makes no representations or warranties as to the accuracy of such information presented and takes no responsibility or liability (including for indirect, consequential or incidental damages), for any error, omission or inaccuracy in the data supplied by any third party.

If comparative performance of a range of managers is provided to you, Mercer's universe is intended to provide collective samples of strategies that best allow for robust peer group comparisons over a chosen timeframe. Mercer does not assert that the peer groups are wholly representative of and applicable to all strategies available to investors.

Mercer documents may contain information on investment management firms. This information is typically obtained from those investment management firms and other sources. Mercer research documents and opinions on investment products (including product ratings) are based on information that has been obtained from the investment management firms and other sources. Mercer makes no representations or warranties as to the accuracy of the information presented and takes no responsibility or liability (including for indirect, consequential or incidental damages), for any error, omission or inaccuracy in the data supplied by any third party.

Intellectual Capital and Confidentiality

Presentation material and documentation may contain confidential and proprietary information of Mercer and is intended for the exclusive use of the parties to whom it was provided by Mercer. Its content may not be modified, sold or otherwise provided, in whole or in part, to any other person or entity, without Mercer's prior written permission.

The findings, ratings and/or opinions expressed in presentation material and documentation are the intellectual property of Mercer and are subject to change without notice.

Policy administration and ownership

This document will be reviewed on at least an annual basis or whenever required by the Compliance department with the assistance of business stakeholders interested. Compliance will present any amendments made as part of the annual review to the Board for their review and approval.

Mercer is a wholly owned subsidiary of Marsh McLennan (NYSE: MMC).

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Version Control:

Version	Prepared by	Reviewed By	Approved By	Effective Date
Version 1 (updated version put in place as part of MiFID II project)	Compliance MIL & MGIE	Compliance MIL & MGIE	Board of Directors	January 2018
Version 2	Compliance MIL & MGIE	Compliance MIL & MGIE	Board of Directors	November 2019
Version 3	Compliance MIL & MGIE	Legal and MGIM Compliance	Board of Directors	February 2022
Version 4	Compliance MIL & MGIE	Compliance MIL & MGIE	Board of Directors	May 2023

Version 5 (update to clarify entities and include information valuations, document ownership and version control)	Compliance MIL & MGIE	Compliance MIL & MGIE	Board of Directors	August 2023
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