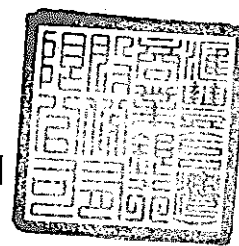


Articles of Incorporation
of
HSBC Bank (Taiwan) Limited



CHAPTER I GENERAL PROVISIONS

- Article 1 The Bank is organized in accordance with the Banking Act and the provisions governing the company limited by shares stipulated in the Company Act, with the Chinese name of "滙豐(台灣)商業銀行股份有限公司" and English name of "HSBC Bank (Taiwan) Limited" (the "Bank"). The establishment and operation of the Bank shall be permitted and registered with the Financial Supervisory Commission and the company registration of the Bank shall be made with the Ministry of Economic Affairs.
- Article 2 The Bank has its head office in Taipei City and may, depending on its business need and subject to the Board of Directors' consent and competent authority's approval, establish branch(es) or representative office(s) in appropriate domestic and/or offshore locations.

CHAPTER II SHARES

- Article 3 The total authorized capital of the Bank is Thirty-five Billion New Taiwan Dollars ("NT\$35,000,000,000"), divided into 3,500,000,000 shares with a par value of NT\$10 each. The number of the shares to be issued upon the incorporation of the Bank shall be 1,000,000,000 shares with a par value of NT\$10 each. The un-issued shares may be issued in installments subject to the resolutions of the Board of Directors.
- Article 4 All share certificates of the Bank shall be issued in registered form, with serial number assigned and mandatory particulars listed, signed by or affixed with the seals of the Director representing the Bank, and duly authenticated in accordance with the laws.
- Article 5 When a shareholder subscribes to the shares, he/she shall fill in his/her name and address and deliver the same to the Bank for record. Where the shareholder is a legal entity or the shares are jointly owned by two or more people, one representative shall be designated to exercise the shareholder's rights.
- Article 6 The shareholders of the Bank shall complete the specimen seal/signature card and deliver the same to the Bank for record. The same shall apply when there is any change with respect to the specimen seal/signature. The collection of stock dividends or cash dividends, exercise of other rights, or any written communications shall all be made by applying such seal or signature as recorded on the specimen card.
- Article 7 Transfer of shares shall be effected in accordance with Articles 163 to 165 of the Company Act. Application for share transfer shall be filed and registered with the Bank.

- Article 8 Where the share certificates are lost or damaged, the shareholder shall submit a written statement with the reason to the Bank and shall make public announcement for at least one day on the newspaper published at the place where the Bank is located. The Bank may re-issue the share certificates after its review and approval of the submission.
- Article 9 Any registration of share transfer and change to the shareholders roster shall be suspended within thirty (30) days prior to a general shareholders' meeting, or within fifteen (15) days prior to a special shareholders' meeting, or within five (5) days prior to the cut-off date for the distribution of dividends, bonuses or other interests.

CHAPTER III BUSINESS

- Article 10 The Bank may engage in the following business items:
H101021 Commercial Banking Business
H301011 Securities Business
H601011 Personal Life Insurance Agency
H601021 Property and Liability Insurance Agency

CHAPTER IV SHAREHOLDERS' MEETING

- Article 11 There are two types of shareholders' meetings of the Bank i.e. general meetings and special meetings. A general meeting shall be convened within six (6) months after the close of each fiscal year. A general meeting shall be convened by giving a notice of the date, venue and agenda of the meeting to the shareholders twenty (20) days prior to the general meeting, and ten (10) days prior to the special meeting. The abovementioned notice may be given by electronic method subject to the consent of the shareholder.
- Article 12 Each shareholder shall have one vote for each share, unless otherwise restricted or prohibited in accordance with Article 179 of the Company Act and other relevant regulations.
- Article 13 Where a shareholder is unable to attend the shareholders' meeting, he/she may designate a proxy by signing or affixing the chop on the proxy form issued by the Bank, stating therein the scope of authorization for the proxy to attend the meeting. Except for a trust enterprise or stock agent approved by the competent authority, a person acting as the proxy for two or more shareholders, the number of votes represented by him/her shall not exceed 3% of the total number of voting shares of the Bank; otherwise, any votes in excess thereof shall not be counted. Where a shareholder designates a proxy to attend the shareholders' meeting, the relevant provisions of the Company Act and other related regulations shall apply.
- Article 14 The shareholders' meeting shall be presided by the Chairman of the Board of Directors. If the Chairman is absent or unable to perform his/her duties, the Vice Chairman shall act on his/her behalf. If the Vice Chairman is also absent or unable to perform his/her duties, the Chairman may designate one of the directors to act on his/her behalf. Where the chairman does not designate a proxy, the directors may elect a person among themselves to act as the chairman

of the meeting.

Article 15 Unless otherwise provided for by relevant laws and regulations, the resolutions of the shareholders' meeting shall be adopted by a majority of the voting shares of the shareholders present at a meeting attended by shareholders representing more than one half of the total issued shares of the Bank.

If the above-mentioned quorum is not met, but the meeting is attended by shareholders representing more than one third of the total issued shares, a provisional resolution may be adopted by a majority of the voting shares of the shareholders present at the meeting. The notice of the provisional resolution shall be sent to all shareholders, and another shareholders' meeting shall be convened within one month. If the meeting is attended by shareholders representing more than one third of the total issued shares and the provisional resolution is approved by a majority of the voting shares of the shareholders present at the meeting, such provisional resolution shall be deemed as a valid resolution taken pursuant to the preceding paragraph.

Article 16 Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the shareholders' meeting, with the date, venue, name of the chairman, resolution method, a summary of the key points and results of the resolution proceeding, which shall be signed or sealed by the chairman of the shareholders' meeting. The said minutes shall be distributed to each shareholder within twenty (20) days after the meeting.

The minutes shall be kept forever throughout the life of the Bank. The attendance sheet of the shareholders present and the proxies shall be kept for a minimum of one year. However, if a lawsuit is initiated by any shareholder in accordance with Article 189 of the Company Act, they shall be kept until the conclusion of the law suit.

Article 17 Where the Bank is comprised of only one juristic shareholder, the duties and powers of the shareholders' meeting of the Bank shall be exercised by the Board of Directors.

CHAPTER V BOARD OF DIRECTORS

Article 18 The Board of Directors shall be composed of three (3) to eleven (11) directors whom shall be elected from among persons with full legal capacity by the shareholders' meeting in accordance with the relevant provisions of the Company Act and Banking Act. The term of their offices shall be three (3) years. If the shareholders meeting re-elects directors prior to the expiry of the term of the incumbent directors, the term shall expire on the date the newly elected directors assumes their position. If the shareholders meeting postpones the re-election of the directors, the term of the incumbent directors shall be extended till the date the newly elected directors assume their position. The directors may be re-elected for consecutive terms.

The Bank shall have no less than three (3) independent directors among the directors set forth in the preceding paragraph, which shall be no less than one-fifth of the total number of the directors. The election of independent directors shall adopt the mechanism of candidate nomination and the shareholders shall elect the independent directors from and among the independent directors on the

candidate list. The independent and non-independent directors shall be elected simultaneously but the elected number shall be calculated separately. The requirements and restrictions regarding the professional qualifications, shareholdings, ability to serve in other organizations, nomination and election and other matters shall be handled in compliance with the relevant laws and regulations. Where the Bank is comprised of only one juristic shareholder, independent directors shall be appointed by such shareholder.

Article 19 The Chairman and Vice Chairman (if any) shall be elected from among the directors.

Article 20 In the event that the Chairman is absent or unable to perform his or her duties, the Vice Chairman shall act on his/her behalf. If the Vice Chairman is also absent or unable to perform his or her duties, the Chairman shall appoint a director to act on his/her behalf. If the chairman does not appoint any deputy, then the directors may elect a deputy from among themselves.

Article 21 The powers and responsibilities of and the matters that shall be submitted to the Board of Directors are as follows:

1. Approve various rules that shall be approved by the Board of Directors pursuant to applicable laws and regulations or that are significant;
2. Approve business or operating plans;
3. Approve the increase or decrease of authorized capital and determine the issuance of new shares;
4. Determine the establishment, revocation or change of the branches;
5. Review and approve budgets;
6. Propose the distribution of profits;
7. Approve important businesses;
8. Hire and discharge the managerial officers (including but not limited to the head of financial department, accounting department and internal audit);
9. Hire or dismiss CPA, or approve the compensation given thereto;
10. Prepare and approve the financial reports;
11. Approve the offering, issuance, or private placement of any equity-type securities.
12. Approve the matters bearing on the personal interest of a director, or the matters relating to related party transactions that shall be approved by the Board of Directors under applicable laws and regulations; and
13. Resolve important matters that shall be approved by the shareholders' meeting or the Board of Directors meeting according to applicable laws and regulations (including the matters that need to be approved by the Board of Directors under Article 14-3 of the Securities and Exchange Act) or the requirements of the competent authority.

Article 22 The Board of Directors meeting shall be held periodically. When calling the meeting, a notice setting forth the matters to be discussed shall be given to each director no later than seven (7) days prior to the scheduled meeting date. However, in the case of any urgency, the meeting may be held at any time. The Chairman shall convene the Board of Directors meetings and shall preside and act as chairman of the meeting. However, the first meeting of each term of the Board of Directors shall be convened by the director who receives the highest

number of votes at the election of directors, and the chairman of the meeting shall be the director who convenes the meeting.

Article 23 The director may appoint another director to attend a Board of Directors meeting on his or her behalf by executing a proxy. However, each director may only act as a proxy for one director.

Article 24 The resolutions at a Board of Directors meeting shall, unless otherwise provided for by the Company Act, be adopted by a majority vote of the directors present at the meeting attended by more than one-half of the directors.

Article 25 Resolutions adopted at a Board of Directors meeting shall be recorded in the minutes of the meeting, with the date, venue, name of the chairman, resolution method, a summary of the key points and results of the resolution proceeding, which shall be signed or sealed by the chairman of the meeting. The said minutes shall be distributed to each director within twenty (20) days after the meeting.

The minutes shall be kept forever throughout the life of the Bank. The attendance sheet of the directors present and the proxies shall be kept for a minimum of one year.

The Board of Directors meeting may be held by video conference, and those directors attending by video conference shall be deemed as attending in person.

CHAPTER VI SUB-COMMITTEES

Article 26 The Bank shall establish an Audit and Risk Committee (the "Committee") to be composed of all independent directors, where the number of members shall not less than three and at least one member shall have accounting or financial expertise. The term of office of the Committee members shall follow the term of office of independent directors, and may be re-elected for at most two additional terms, in addition to the initial term.

Article 27 The authority, procedures and any other compliance matters of the Committee shall follow relevant laws and regulations, as well as the Bank's "Audit and Risk Committee Terms of Reference".

Article 28 (Deleted)

CHAPTER VII MANAGERS

Article 29 The Bank may have one (1) or more general managers to manage all businesses of the Bank as may be instructed by the Chairman and several chief officers under the general manager(s) to assist in handling the businesses of the Bank.

CHAPTER VIII ACCOUNTING AND FISCAL YEAR

Article 30 The Bank's fiscal year shall begin on the first (1st) of January and ends on the thirty-first (31st) of December of each year.

Article 31 At the close of each fiscal year, the following statements and records shall be

submitted to the Committee for review and approval and then to the shareholders meeting for adoption. Where the Bank has only one shareholder, the following statements and records shall be approved by the Board of Directors.

1. Business Report;
2. Financial Statements; and
3. Proposal for distribution of profits or making-up of losses.

The above listed statements and reports shall be submitted within fifteen (15) days after the approval of the shareholders meeting or Board of Directors meeting, as applicable, to the Financial Supervisory Commission and Central Bank of the Republic of China (Taiwan) respectively, and shall be announced to the public in accordance with the Banking Act. In addition, they shall be put at the business premises of the Bank for review. The above financial statements and reports that are subject to public announcement shall be audited by a certified public accountant.

Article 32 If the Bank has any profit of the current year, the Bank shall reserve at least one percent (1%) of such profit as employee compensation, provided that the Bank shall make up accumulated losses (if any) in advance.

Where the distribution of profits is proposed, the Bank shall clear all applicable taxes, make up accumulated losses and set aside 30 percent (30%) of the remaining as legal reserves as required under the Banking Act and the special reserves in accordance with the Securities Exchange Act. If there is any remaining amount after cash dividend distribution, the shareholders meeting may further resolve on the shareholders bonus.

Before the aforementioned legal reserve reaches the amount of paid-in capital of the Bank, the annual accumulated highest cash dividend distribution shall not exceed fifteen percent (15%) of the capital of the Bank. Where the aforementioned legal reserve has reached the amount of the capital of the Bank or the Bank has sound financial and business operation which meet the standards set by Paragraph 2 of Article 50 of the Banking Act and has set aside legal reserve in accordance with the Company Act, the percentage for the legal reserve set forth in the preceding paragraph and the restriction on the distribution of cash dividend set forth in this paragraph shall not apply.

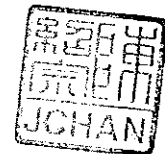
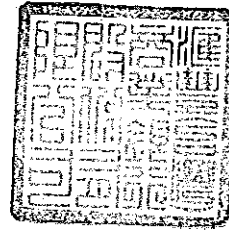
With respect to the negative other equity interest cumulated from prior periods, an equivalent amount of special reserve shall be set aside from the undistributed earnings as at the prior period end. Where the undistributed earnings from the prior period are insufficient, the deficit shall be made from the undistributed earnings of the current period which are contributed by the profit after tax of the current period plus any other eligible items.

No cash dividend shall be distributed where the capital adequacy of the Bank is ranked as "insufficient", "prominently insufficient", or "seriously insufficient", or if the distribution of cash dividends will result in the downgrade of the Bank's capital ranking to "insufficient", "prominently insufficient", or "seriously insufficient".

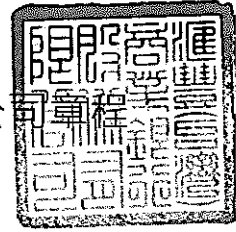
CHAPTER IX MISCELLANEOUS

- Article 33 The organization guidelines of the Bank shall be separately made by the Board of Directors.
- Article 34 Any items that are not specified in this Articles of Incorporation shall be dealt with in accordance with the Banking Act, Company Act and any other relevant laws, regulation or rules.
- Article 35 The Articles of Incorporation are hereby first adopted on December 7, 2009.
The first amendment was made on Sep 10, 2010.
The second amendment was made on Feb 26, 2013.
The third amendment was made on April 24, 2014.
The fourth amendment was made on Oct 6, 2014.
The fifth amendment was made on Nov 12, 2015, and shall take effect from the commencement of the third term of the Board.
The sixth amendment was made on March 17, 2017.
The seventh amendment was made on May 17, 2018.
The eighth amendment was made on May 16, 2019.
The ninth amendment was made on November 21, 2019.
The tenth amendment was made on March 12, 2020.
The eleventh amendment was made on November 30, 2021.
The twelfth amendment was made on November 24, 2022.

HSBC Bank (Taiwan) Limited



滙豐(台灣)商業銀行股份有限公司



第一章 總 則

- 第 一 條 本銀行依照銀行法及公司法股份有限公司之規定組織之，定名為滙豐(台灣)商業銀行股份有限公司、英文名稱為 HSBC Bank (Taiwan) Limited (簡稱本銀行)，呈由金融監督管理委員會許可設立並為營業登記，經濟部為公司登記。
- 第 二 條 本銀行總行設於台北市，並視業務之需要，經董事會同意及主管機關核准於國內外適當地點設立分支機構或辦事處。

第二章 股 份

- 第 三 條 本銀行授權資本總額新台幣三百五十億元整，分為三十五億股，每股面額新台幣壹拾元整，公司設立時所發行之股份總數為十億股，每股面額新台幣壹拾元整，未發行股份得依董事會決議分次發行。
- 第 四 條 本銀行股票概為記名式，應予編號並載明法定應記載事項，由代表公司之董事簽名或蓋章，經依法簽證後發行之。
- 第 五 條 股東認股時應將姓名及住址填明交本銀行記存，如股東為法人或股份為二人以上所共有者，應推定一人行使股東權。
- 第 六 條 本銀行股東應填具印鑑或簽名式樣卡送交本銀行收存，其有變更時亦同，凡領取股票股利、現金股利或行使其他一切權利及為書面接洽時，均以該項印鑑或簽名式樣為憑。
- 第 七 條 股份轉讓時，須依照公司法第一百六十三條至第一百六十五條規定辦理，並應檢具轉讓申請書向本銀行申請過戶。
- 第 八 條 若股票有遺失或毀損時，股東應以書面檢具理由向本銀行說明，並應公告於本銀行所在地當地之報紙至少一日，本銀行得於審查並核准股東之申請後，補發股票。
- 第 九 條 每屆股東常會開會前三十日內，或股東臨時會開會前十五日內，或本銀行決定分派股息、紅利或其他利益之基準日前五日內，應停止股票過戶及股東名簿記載之變更。

第三章 業 務

- 第 十 條 本銀行所營事業項目為：
H101021 商業銀行業
H301011 證券商
H601011 人身保險代理人
H601021 財產保險代理人

第四章 股東會

- 第十一條 本銀行股東會分常會及臨時會兩種。股東常會應於每年會計年度終了後的六個月內召集。股東常會之召集，應於開會二十日前；股東臨時會之召集，應於開會十日前，將開會之日期、地點及會議事項通知各股東；前開通知，經股東同意者，得以電子方式為之。
- 第十二條 各股東除有公司法第一百七十九條及相關法令規定限制或禁止情形外，每股有一表決權。
- 第十三條 股東因故不能出席股東會時，應出具本銀行印發之委託書，載明授權範圍，由委託人簽名或蓋章，委託代理人出席。除信託事業或經主管機關核准之股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時，其超過之表決權不予計算。股東委託出席股東會，悉依公司法及相關規定辦理。
- 第十四條 股東會開會時，由董事長為主席，董事長請假或因故不能行使職權時，由副董事長代理之，副董事長亦請假或因故不能行使職權時，由董事長指定董事一人代理之；董事長未指定代理人時，由董事互推一人代理之。
- 第十五條 股東會之決議除相關法令另有規定外，應有代表已發行股份總數過半數之股東出席，以出席股東表決權過半數之同意行之。
出席股東不滿前項定額而有代表已發行股份總數三分之一以上股東出席時，得以出席股東表決權過半數之同意，為假決議，並將假決議通知各股東，於一個月內再行召集股東會，對新假決議如仍有代表已發行股份總數三分之一以上股東出席，並經出席股東表決權過半數之同意，視同前項之決議。
- 第十六條 股東會之議決事項，應作成議事錄，記明會議日期、地點、主席姓名、決議方法、議事經過之要領及其結果，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。
議事錄在本銀行存續期間，應永久保存。出席股東之簽名簿及代理出席委託書，其保存期限至少為一年，但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。
- 第十七條 本銀行之股東如僅有法人股東一人時，本銀行股東會之職權由董事會行使之。

第五章 董事會

第十八條 本銀行設置董事三至十一人，組織董事會，由股東會依據公司法及銀行法之相關規定，就有行為能力之人選任之，任期為三年。如股東會提前改選董事者，任期至改選董事就任時為止；股東會延後改選董事者，原選董事延長其執行職務至改選董事就任時為止。董事得連選連任。

本銀行應於前項所定之董事名額中，設置獨立董事，人數不得少於三人，且不得少於董事席次五分之一，獨立董事之選舉採候選人提名制度，股東應就獨立董事候選人名單中選任之。獨立董事與非獨立董事應一併舉行選舉，分別計算當選名額。獨立董事之專業資格、持股、兼職限制、提名與選任方式及其他應遵行事項，依相關法令規定辦理。若本銀行僅有單一法人股東，獨立董事由該法人股東指派之。

第十九條 董事長及副董事長(如設)由董事互選之。

第二十條 董事長請假或因故不能執行職務時，由副董事長代行之；副董事長亦請假或因故不能執行職務時，由董事長指定董事一人代行之。董事長未指定代理人時，由董事互推一人代理之。

第二十一條 董事會之職權及應提董事會討論之事項如下：

- 一、 依相關法規應經董事會審定或其他重大之章則。
- 二、 業務或營運計畫之審定。
- 三、 授權資本額增減及發行新股之決定。
- 四、 分支機構之設置、撤廢或變更之決定。
- 五、 預算之審定。
- 六、 盈餘分派之擬議。
- 七、 重要業務之核定。
- 八、 經理人(包括但不限於財務、會計及內部稽核主管)之任免。
- 九、 簽證會計師之委任、解任或報酬。
- 十、 財務報告之編造及審核。
- 十一、 募集、發行或私募具有股權性質之有價證券。
- 十二、 涉及董事自身利害關係之事項，或涉及關係人交易，依法令規定應經董事會決議之事項。
- 十三、 依法令(含依證券交易法第十四條之三所規範應經董事會決議之事

項)或本銀行章程規定應由股東會或董事會決議之事項，或主管機關規定之重大事項。

- 第二十二條 董事會應定期召集，召集時應載明事由，於七日前通知各董事；但如遇緊急事項，得隨時召集之。
董事會由董事長召集並擔任主席。但每屆第一次董事會，由所得選票代表選舉權最多之董事召集之，會議主席由召集之董事擔任之。
- 第二十三條 董事得出具委託書委託其他董事代理出席董事會，但每一董事只限代表其他董事一人。
- 第二十四條 董事會之決議除公司法另有規定外，須有董事過半數之出席，並以出席董事過半數之同意行之。
- 第二十五條 董事會之議決事項，應作成議事錄，記明會議日期、地點、主席姓名、決議方法、議事經過之要領及其結果，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各董事。議事錄在本銀行存續期間，應永久保存。出席董事之簽名簿及代理出席委託書，其保存期限至少為一年。
董事會得以視訊會議為之，董事以視訊參與會議者，視為親自出席。

第六章 功能性委員會

- 第二十六條 本銀行設置審計委員會，由全體獨立董事組成，其人數不得少於三人，且至少一人應具備會計或財務專長。委員之任期同獨立董事之任期，連選得連任，但最多連任二次。
- 第二十七條 審計委員會之職權、議事規則及其他應遵行事項，應依相關法令及本銀行「審計委員會組織規程」之規定辦理。
- 第二十八條 (刪除)

第七章 經理人

- 第二十九條 本銀行得設總經理一人或數人，承董事長之命，綜理本銀行一切行務，並於總經理下設一級主管若干人襄助行務。

第八章 會 計

第三十條 本銀行之會計年度應從每年一月一日開始至十二月三十一日。

第三十一條 本銀行應於每年會計年度終了，編造下列各項表冊，送交審計委員會審查核准後，提交股東會請求承認。若本銀行僅有一股東，下列各項表冊應由董事會承認。

- 一、營業報告書。
- 二、財務報表。
- 三、盈餘分派或虧損撥補之議案。

前述表冊應於股東會或董事會通過後十五日內，分別檢送於行政院金融監督管理委員會及中央銀行，並依銀行法之規定公告，且應放置於本銀行營業處所供查閱。前項應行公告之報表及項目，應經會計師查核簽證。

第三十二條 本銀行如有獲利，應提撥至少百分之一為員工酬勞，但若尚有累積虧損時，應預先保留彌補數額。

本銀行分派盈餘時，應先提繳稅款，彌補累積虧損，再依銀行法規定提撥百分之三十為法定盈餘公積及依證券交易法規定提列特別盈餘公積。其餘除派付股息外，如尚有盈餘，再由股東會決議分配股東紅利。

法定盈餘公積未達資本總額前，年度累積最高現金盈餘分配以不超過資本總額百分之十五為限。如本銀行之法定盈餘公積已達本行之資本總額時，或符合銀行法第五十條第二項財務業務健全標準並依公司法提列法定盈餘公積，得不受前項提撥比例及本項現金盈餘分配比例之限制。

就前期累積之其他權益減項淨額，應自前期未分配盈餘提列相同數額之特別盈餘公積，如仍有不足時，自當期稅後淨利加計當期稅後淨利以外項目計入當期末分配盈餘之數額提列。

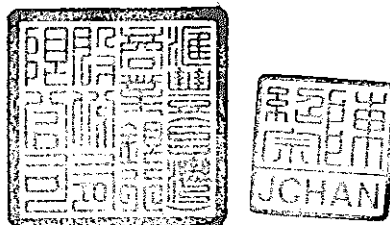
如本銀行資本等級為「資本不足」、「顯著不足」或「嚴重不足」，或以現金分配盈餘有致本銀行資本等級降為前述等級時，不得以現金分配盈餘。

第九章 附 則

第三十三條 本銀行組織規程由董事會另訂之。

- 第三十四條 本章程未規定事項依照銀行法及公司法及有關法令之規定辦理。
- 第三十五條 本章程訂立於民國98年12月7日。
第一次修正於民國99年9月10日。
第二次修正於民國102年2月26日。
第三次修正於民國103年4月24日。
第四次修正於民國103年10月6日。
第五次修正於民國104年11月12日通過，於第三屆董事會成立時生效。
第六次修正於民國106年3月17日。
第七次修正於民國107年5月17日。
第八次修正於民國108年5月16日。
第九次修正於民國108年11月21日。
第十次修正於民國109年3月12日。
第十一次修正於民國110年11月30日。
第十二次修正於民國111年11月24日。

滙豐（台灣）商業銀行股份有限公司



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