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BDO Statsautoriseret revisionsaktieselskab  
Havneholmen 29  
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CVR no. 20 22 26 70

**DELOGUE.COM APS**  
**ROSENVÆNGETS ALLÉ 16 4., 2100 COPENHAGEN Ø**  
**ANNUAL REPORT**  
**1 JANUARY - 31 DECEMBER 2023**

**The Annual Report has been presented and  
adopted at the Company's Annual General  
Meeting on 5 June 2024**

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**Jakob Lunøe**

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**COMPANY DETAILS**

<b>Company</b>	Delogue.com ApS Rosenvængets Allé 16 4. 2100 Copenhagen Ø
	CVR No.: 34 07 44 45 Established: 29 November 2011 Municipality: Copenhagen Financial Year: 1 January - 31 December
<b>Board of Directors</b>	Kasper Grundtvig Knokgaard, chairman Carsten Ullits Olesen Rikke Biehl Kristoffersen Ulrik Binzer
<b>Executive Board</b>	Rikke Biehl Kristoffersen Jakob Lunøe
<b>Auditor</b>	BDO Statsautoriseret revisionsaktieselskab Havneholmen 29 1561 Copenhagen V
<b>Bank</b>	Sparekassen Kronjylland Adelgade 119 8660 Skanderborg

## MANAGEMENT'S STATEMENT

Today the Board of Directors and Executive Board have discussed and approved the Annual Report of Delogue.com ApS for the financial year 1 January - 31 December 2023.

The Annual Report is presented in accordance with the Danish Financial Statements Act.

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

The Management Commentary includes in our opinion a fair presentation of the matters dealt with in the Commentary.

We recommend the Annual Report be approved at the Annual General Meeting.

Copenhagen, 5 June 2024

### Executive Board

\_\_\_\_\_  
Rikke Biehl Kristoffersen

\_\_\_\_\_  
Jakob Lunøe

### Board of Directors

\_\_\_\_\_  
Kasper Grundtvig Knokgaard  
Chairman

\_\_\_\_\_  
Carsten Ullits Olesen

\_\_\_\_\_  
Rikke Biehl Kristoffersen

\_\_\_\_\_  
Ulrik Binzer

## THE INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Delogue.com ApS

### Conclusion

We have performed an extended review of the Financial Statements of Delogue.com ApS for the financial year 1 January - 31 December 2023, which comprise income statement, Balance Sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The Financial Statements are prepared under the Danish Financial Statements Act.

Based on the work performed in our opinion, the Financial Statements give a true and fair view of the Company's financial position 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 Conclusion

We conducted our extended review in accordance with the Danish Business Authority's Assurance Standard for Small Enterprises and FSR - Danish Auditors' standard on extended review of Financial Statements prepared in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Auditor's Responsibilities for the Extended Review of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), together with the ethical requirements that are relevant to our audit of the financial statements in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

### 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 Extended Review of the Financial Statements

Our responsibility is to express a conclusion on the Financial Statements. This requires that we plan and perform procedures in order to obtain limited assurance for our conclusion on the Financial Statements and in addition perform specifically required supplementary procedures to obtain further assurance for our conclusion.

An extended review comprises procedures that primarily consist of making inquiries of Management and others within the Company, as appropriate, analytical procedures and the specifically required supplementary procedures as well as evaluation of the evidence obtained.

The procedures performed in an extended review are less than those performed in an audit, and accordingly, we do not express an audit opinion on the Financial Statements.

### Statement on the Management Commentary

Management is responsible for the Management Commentary.

Our conclusion on the Financial Statements does not cover the Management Commentary, and we do not express any form of assurance conclusion thereon.

## THE INDEPENDENT AUDITOR'S REPORT

In connection with our extended review of the Financial Statements, our responsibility is to read the Management Commentary and, in doing so, consider whether the Management Commentary is materially inconsistent with the Financial Statements or our knowledge obtained during the extended review, or otherwise appears to be materially misstated.

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

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

Copenhagen, 5 June 2024

BDO Statsautoriseret revisionsaktieselskab  
CVR no. 20 22 26 70

Mads Juul Hansen  
State Authorised Public Accountant  
MNE no. mne44386

## MANAGEMENT COMMENTARY

### Principal activities

Delogue is a cloud native, vertical B2B SaaS company providing a suite of PLM (Product Lifecycle Management) and other supply chain management tools for small and medium sized apparel and lifestyle companies, primarily in Northern Europe. Delogue simplifies the product development process of apparel and lifestyle products and enables seamless collaboration across the supply chain through integrated, real-time technology solutions offering “a single source of truth” for all related data.

### Development in activities and financial and economic position

#### *Financial performance*

2023 was a year of solid growth for Delogue.com ApS, a year that confirmed our ability to thrive even in a complex and challenging economic landscape. Despite challenges on the global stage, including geopolitical tensions and economic disruptions, we not only managed to maintain our position but also saw a solid increase in our net revenue. We maintained a strong customer loyalty and significant sales growth in new markets. This positive development is a direct result of our robust business model and our continuous commitment to research and development. In a year where many companies faced significant challenges, we stood firm and proved our ability to deliver solutions that meet our customers' unique needs, regardless of the economic situation.

#### *Strategic developments*

During 2023, we focused on several key strategic initiatives aimed at building a robust foundation for future growth:

- 1. Platform Development:** Significant investment in developing our future-proof PLM, ensuring that it meets the evolving needs of the fashion and textile industry.
- 2. Market Expansion:** Our international marketing and sales efforts have expanded our reach, resulting in increased revenues from licenses and implementation services from new markets
- 3. Operational Efficiency:** We have implemented measures to optimize our operations, ensuring that we are well-positioned to capitalize on future growth opportunities.

#### *Investment in Technology and Market Expansion*

The year 2023 required more resources than previous years, mainly due to increased investments in research and development. These investments were necessary to advance our innovative initiatives, strengthen our market position, and prepare for future opportunities. Although these investments led to higher expenses in the short term, we are confident that they will provide significant benefits in the long term.

#### *Conclusion*

The management remains committed to steering Delogue.com ApS towards achieving its strategic goals, expand on key global markets and enhancing shareholder value. We thank our employees, customers, and stakeholders for their continued support and confidence in our vision.

### Significant events after the end of the financial year

Post-year-end, the company successfully carried out a capital increase, injecting funds to secure the cash flow needs for 2024 and re-establish the equity. This capital raise underscores the commitment of our stakeholders and positions us well for future growth.

No other events have occurred after the end of the financial year of material importance for the Company's financial position.

**INCOME STATEMENT 1 JANUARY - 31 DECEMBER**

	Note	2023 DKK	2022 DKK
<b>GROSS PROFIT</b> .....		<b>12.791.154</b>	<b>13.136.687</b>
Staff costs.....	1	-15.211.712	-14.871.532
Depreciation, amortisation and impairment.....		-4.626.193	-2.060.507
Other operating expenses.....		-122.444	0
<b>OPERATING LOSS</b> .....		<b>-7.169.195</b>	<b>-3.795.352</b>
Other financial income.....	2	1.220	12.356
Other financial expenses.....	3	-912.755	-353.887
<b>LOSS BEFORE TAX</b> .....		<b>-8.080.730</b>	<b>-4.136.883</b>
Tax on profit/loss for the year.....	4	-1.024.334	1.329.402
<b>LOSS FOR THE YEAR</b> .....		<b>-9.105.064</b>	<b>-2.807.481</b>
<b>PROPOSED DISTRIBUTION OF PROFIT</b>			
Retained earnings.....		-9.105.064	-2.807.481
<b>TOTAL</b> .....		<b>-9.105.064</b>	<b>-2.807.481</b>



**BALANCE SHEET AT 31 DECEMBER**

<b>ASSETS</b>	<b>Note</b>	<b>2023 DKK</b>	<b>2022 DKK</b>
Development projects completed.....		3.856.996	0
Development projects in progress and prepayments.....		9.551.936	12.735.306
<b>Intangible assets.....</b>	<b>5</b>	<b>13.408.932</b>	<b>12.735.306</b>
Leasehold improvements.....		300.092	543.354
<b>Property, plant and equipment.....</b>	<b>6</b>	<b>300.092</b>	<b>543.354</b>
Rent deposit and other receivables.....		388.935	420.738
<b>Financial non-current assets.....</b>	<b>7</b>	<b>388.935</b>	<b>420.738</b>
<b>NON-CURRENT ASSETS.....</b>		<b>14.097.959</b>	<b>13.699.398</b>
Trade receivables.....		3.961.317	3.217.554
Deferred tax assets.....		0	1.024.334
Other receivables.....		75.564	19.055
Receivables corporation tax.....		0	415.926
Prepayments.....		196.702	168.530
<b>Receivables.....</b>		<b>4.233.583</b>	<b>4.845.399</b>
<b>Cash and cash equivalents.....</b>		<b>1.721.011</b>	<b>1.688.168</b>
<b>CURRENT ASSETS.....</b>		<b>5.954.594</b>	<b>6.533.567</b>
<b>ASSETS.....</b>		<b>20.052.553</b>	<b>20.232.965</b>

## BALANCE SHEET AT 31 DECEMBER

EQUITY AND LIABILITIES	Note	2023 DKK	2022 DKK
Share Capital.....		210.199	188.771
Reserve for development costs.....		10.458.967	9.933.537
Retained profit.....		-11.270.378	-6.318.306
<b>EQUITY.....</b>		<b>-601.212</b>	<b>3.804.002</b>
Other debt, bond issue costs.....		8.059.639	7.031.979
Frozen holiday pay.....		273.664	264.410
<b>Non-current liabilities.....</b>	<b>8</b>	<b>8.333.303</b>	<b>7.296.389</b>
Other debt to mortgage credit institution.....		1.110.140	268.987
Bank debt.....		8.155	35.696
Trade payables.....		591.294	225.387
Payables to owners and management.....		94.082	848.586
Other liabilities.....		1.401.820	620.353
Accruals and deferred income.....		9.114.971	7.133.565
<b>Current liabilities.....</b>		<b>12.320.462</b>	<b>9.132.574</b>
<b>LIABILITIES.....</b>		<b>20.653.765</b>	<b>16.428.963</b>
<b>EQUITY AND LIABILITIES.....</b>		<b>20.052.553</b>	<b>20.232.965</b>
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**EQUITY**

	Share Capital	Share premium account	Reserve for development costs	Retained profit	Total
Equity at 1 January 2023.....	188.771	0	9.933.537	-6.318.306	3.804.002
Proposed profit allocation.....				-9.105.064	-9.105.064
<b>Transactions with owners</b>					
Capital increase.....	21.428	4.728.422			4.749.850
Cost of capital increase.....		-50.000			-50.000
<b>Other legal bindings</b>					
Capitalized development costs.....			5.180.977	-5.180.977	0
<b>Transfers</b>					
Retained premium.....		-4.678.422		4.678.422	0
Depreciations.....			-4.507.350	4.507.350	0
Tax on changes in equity.....			-148.197	148.197	0
Equity at 31 December 2023.....	210.199	0	10.458.967	-11.270.378	-601.212

## NOTES

	2023 DKK	2022 DKK	Note
<b>Staff costs</b>			<b>1</b>
Average number of full time employees	27	26	
Wages and salaries.....	14.074.015	13.391.004	
Pensions.....	986.873	1.378.267	
Social security costs.....	150.824	102.261	
	<b>15.211.712</b>	<b>14.871.532</b>	
<b>Other financial income</b>			<b>2</b>
Other interest income.....	1.220	12.356	
	<b>1.220</b>	<b>12.356</b>	
<b>Other financial expenses</b>			<b>3</b>
Other interest expenses.....	912.755	353.887	
	<b>912.755</b>	<b>353.887</b>	
<b>Tax on profit/loss for the year</b>			<b>4</b>
Calculated tax on taxable income of the year.....	0	-415.926	
Adjustment of deferred tax.....	1.024.334	-913.476	
	<b>1.024.334</b>	<b>-1.329.402</b>	
<b>Intangible assets</b>			<b>5</b>
	Development projects completed	Development projects in progress and prepayments	
Cost at 1 January 2023.....	0	19.836.598	
Transfer.....	15.465.639	-15.465.639	
Additions.....	0	5.180.977	
<b>Cost at 31 December 2023.....</b>	<b>15.465.639</b>	<b>9.551.936</b>	
Amortisation at 1 January 2023.....	0	7.101.293	
Transfer.....	7.101.293	-7.101.293	
Impairment losses.....	3.643.879	0	
Amortisation for the year.....	863.471	0	
<b>Amortisation at 31 December 2023.....</b>	<b>11.608.643</b>	<b>0</b>	
<b>Carrying amount at 31 December 2023.....</b>	<b>3.856.996</b>	<b>9.551.936</b>	

NOTES

Note

**Intangible fixed assets (continued)**

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Development costs relate to the development of the company's PLM. Development projects primarily consist of internal costs in the form of salaries as well as external development costs.

Clearly defined and identifiable development projects are recognized as intangible fixed assets provided that the technical feasibility, sufficient resources, and a potential market or a development opportunity can be demonstrated, and provided that it is the intention to produce, market or utilise the project. It is, however, a condition that the cost can be calculated reliably and that a sufficiently high degree of certainty indicates that future earnings will cover the costs for production, sales, and administration. Other development costs are recognized in the profit and loss account concurrently with their realisation.

The booked value of the development projects amounts to DKK ('000) 13,409.

**Property, plant and equipment**

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	Leasehold improvements
Cost at 1 January 2023.....	591.158
Disposals.....	-172.973
<b>Cost at 31 December 2023.....</b>	<b>418.185</b>
Depreciation and impairment losses at 1 January 2023.....	47.804
Reversal of depreciation of assets disposed of.....	-48.554
Depreciation for the year.....	118.843
<b>Depreciation and impairment losses at 31 December 2023.....</b>	<b>118.093</b>
<b>Carrying amount at 31 December 2023.....</b>	<b>300.092</b>

**Financial non-current assets**

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	Rent deposit and other receivables
Cost at 1 January 2023.....	420.738
Additions.....	52.728
Disposals.....	-84.531
<b>Cost at 31 December 2023.....</b>	<b>388.935</b>
<b>Carrying amount at 31 December 2023.....</b>	<b>388.935</b>

NOTES

Note

**Long-term liabilities**

8

	31/12 2023 total liabilities	Repayment next year	Debt outstanding after 5 years	31/12 2022 total liabilities
Other debt, bond issue costs.....	9.169.779	1.110.140	532.406	7.300.966
Frozen holiday pay.....	273.664	0	0	264.410
	<b>9.443.443</b>	<b>1.110.140</b>	<b>532.406</b>	<b>7.565.376</b>

**Contingencies etc.**

9

**Contingent liabilities**

The company has entered into a lease agreement with a non-termination period of 6-11 months. This non-termination corresponds to rent of DKK' 746 (000).

The company has entered an agreement with the lender regarding an exit premium on loans with a principal amount of DKK '3,000 (000). The exit premium is an amount corresponding to 5% of the added value of the borrower, or a maximum of 20% of the principal of the loan, corresponding to DKK' 600 (000).

The company has entered an agreement with the lender regarding an exit premium on loans with a principal amount of DKK' 4,000 (000). The exit premium is an amount corresponding to 5% of the added value of the borrower, or a maximum of 20% of the principal of the loan, corresponding to DKK' 800 (000).

**Charges and securities**

10

As security for long-term debt obligations of DKK ('000) 9,170, a corporate pledge of DKK ('000) 9,000 has been provided with collateral in the company's tangible fixed assets, goodwill, and receivables. The booked value of assets covered is DKK ('000) 18,318 as of 31/12 2023.

**Going concern assumptions**

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After year-end a capital increase has been carried out in the Company. The capital increase ensures an injection of funds of DKK ('000) 3,000 to secure the cash flow needs for 2024.

## ACCOUNTING POLICIES

The Annual Report of Delogue.com ApS for 2023 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class B.

The Annual Report is prepared consistently with the accounting principles applied last year, except for the following changes.

### Change as a result of change in the classification

- In the annual report, a change has been made to the accounting policies related to the presentation of capitalized salary in the company's income statement in the comparative figures.

The change in presentation is solely due to ensuring that the annual accounts continue to give a fair picture of the financial statement.

The effect from the change is a change in presentation of the company's capitalized development costs for 2022 amounting to DKK ('000) 3,574, which were previously presented as Staff costs and is now to be presented as "Work carried out on own account and capitalized as assets" in the gross profit.

The change has no effect on the result or balance sheet, as it is a change in presentation. The Equity and the Balance sheet total for 2022 have not been affected.

- In the annual report for 2022 expenses were included in the item Staff costs, which should have been correctly classified as Other external expenses.

The changed classification has been incorporated into the comparative figures of the annual report for 2023 and has the effect that the comparative figures for the item Staff costs have been reduced by DKK ('000) 554 and the item Other external expenses has been increased by DKK ('000) 554 in the income statement.

The changed classification entails that the Gross profit has been reduced by DKK ('000) 554. The change has no effect on the net profit or loss for 2022. The Equity and the Balance sheet total for 2022 have not been affected.

## INCOME STATEMENT

### Net revenue

Net revenue from sale of licenses and services are recognised in the Income Statement if supply and risk transfer to purchaser has taken place before the end of the year and if the income can be measured reliably and is expected to be received. Net revenue is recognised exclusive of VAT, duties and less discounts related to the sale.

Net revenue is recognised exclusive of VAT and less duties and discounts related to the sale.

### Direct costs

Direct costs comprise costs incurred to achieve the net revenue for the year, including direct and indirect costs of raw materials and consumables.

### Other operating income

Other operating income includes items of a secondary nature in relation to the Company's principal activities, including profit from sale of intangible and tangible assets, operating loss and conflict compensations, as well as salary refunds.

### Other external expenses

Other external expenses include cost of sales, advertising, administration, buildings, bad debts, operational lease expenses, etc.

## ACCOUNTING POLICIES

### Staff costs

Staff costs comprise wages and salaries, including holiday pay and pensions and other costs for social security etc. for the company's employees. Repayments from public authorities are deducted from staff costs.

### Other operating expenses

Other operating expenses include items of a secondary nature in relation to the Company's principal activities, including loss from sale of intangible and tangible fixed assets.

### Financial income and expenses

Financial income and expenses include interest income and expenses, financial expenses of finance leases, realised and unrealised gains and losses arising from investments in financial assets, debt and transactions in foreign currencies, amortisation of financial assets and liabilities as well as charges and allowances under the tax-on-account scheme etc. Financial income and expenses are recognised in the income statement by the amounts that relate to the financial year.

### Tax

The tax for the year, which consists of the current tax for the year and changes in deferred tax, is recognised in the income statement by the portion that may be attributed to the profit for the year, and is recognised directly in the equity by the portion that may be attributed to entries directly to the equity.

## BALANCE SHEET

### Intangible fixed assets

Development costs comprise costs, including wages and salaries, and amortisation, which directly or indirectly can be related to the company's development activities and which fulfil the criteria for recognition.

Capitalised development costs are measured at the lower of cost less accumulated amortisation or recoverable amount.

Capitalised development costs are amortised on a straight-line basis over the estimated useful life after completion of the development work. The amortisation period is normally 7 years.

Intangible fixed assets are generally written down to the lower of recoverable value and carrying amount.

Profit or loss from sale of intangible fixed assets is calculated at the difference between the sales price and the carrying amount at the time of the sale. Profit and loss are recognised in the Income Statement under other operating income or other operating expenses.

### Tangible fixed assets

Leasehold improvements are measured at cost less accumulated depreciation and write-down. Land is not depreciated.

The depreciation base is cost less estimated residual value after end of useful life.

The cost includes the acquisition price and costs incurred directly in connection with the acquisition until the time when the asset is ready to be used. As regards self-manufactured assets, the cost price includes cost of materials, components, subcontractors, direct payroll and indirect production costs.



**ACCOUNTING POLICIES**

Straight-line depreciation is provided on the basis of an assessment of the expected useful lives of the assets and their residual value:

	Useful life	Residual value
Leasehold improvements.....	5 years	0 %

Profit or loss on disposal of tangible fixed assets is stated as the difference between the sales price less selling costs and the carrying amount at the time of sale. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

**Financial non-current assets**

Deposits include rental deposits which are recognised and measured at amortised cost. Deposits are not depreciated.

**Impairment of fixed assets**

The carrying amount of intangible and tangible fixed assets together with investments, which are not measured at fair value, are valued on an annual basis for indications of impairment other than that reflected by amortisation and depreciation.

In the event of impairment indications, an impairment test is made for each asset or group of assets, respectively. If the net realisable value is lower than the carrying amount, write-down is provided to the lower value.

The recoverable amount is calculated at the higher of net selling price and capital value. The capital value is determined as the fair value of the expected net cash flows from the use of the asset or group of assets and the expected net cash flows from sale of the asset or group of assets after the end of its useful life.

**Receivables**

Receivables are measured at amortised cost which usually corresponds to nominal value. The value is reduced by write-down to meet expected losses.

**Accruals, assets**

Accruals recognised as assets include costs incurred relating to the subsequent financial year.

**Cash and cash equivalents**

Cash and cash equivalents include cash at bank.

**Tax payable and deferred tax**

Current tax liabilities and receivable current tax are recognised in the balance sheet as the calculated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and taxes paid on account.

Deferred tax is measured on the temporary differences between the carrying amount and the tax value of assets and liabilities.

Deferred tax assets, including the tax value of tax loss carry-forwards, are measured at the expected realisable value of the asset, either by set-off against tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that under the legislation in force on the balance sheet date would be applicable when the deferred tax is expected to crystallise as current tax. Any changes in the deferred tax resulting from changes in tax rates, are recognised in the income statement, except from items recognised directly in equity.

## ACCOUNTING POLICIES

### **Liabilities**

Financial liabilities are recognised at the time of borrowing by the amount of proceeds received less borrowing costs. In subsequent periods, the financial liabilities are measured at amortised cost equal to the capitalised value when using the effective interest, the difference between the proceeds and the nominal value being recognised in the income statement over the term of loan.

Other liabilities are measured at amortised cost equal to nominal value.

### **Accruals, liabilities**

Accruals recognised as liabilities include payments received regarding income in subsequent years.