

Exhibit B.

THE COMPANIES LAW CAP.113

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
Of company

ONEPALM LTD

Name

1. The name of the Company is: **ONEPALM LTD**

Registered
Office

2. The Registered Office of the Company will be situated in Cyprus.

Objects

3. The objects for which the Company is established are:

- A. To establish offices in Cyprus as well as in any other country for the management of its business and operations that will be carried on in Cyprus and abroad on an international scale.
- B. To carry on the business of a holding and an investment company with its own funds and for that purpose to acquire and hold either in the name of the Company or in that of any nominee, shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business, and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise whether or not fully paid up and subscribe for the same subject to such terms and conditions as may be thought fit and to undertake and promote the establishment of business in any part of the world and to promote to this effect, the creation of companies, partnerships, joint ventures, branches and, in general, all forms of carrying on business
- C. To carry on, either alone or in common with others, in any part of the world, either in free zones or bonded areas or elsewhere, the business of commerce, general trade works or business, imports, exports, buying, selling, exchanging or in other way trading of goods, industrial products, agricultural products, minerals and in general products of any kind and denomination, either on a cash basis or on credit, or on hire purchase or against any other consideration and to carry on the business of commission agents or agents or brokers in any kind of trading transactions, for imports, exports, purchases, sales, exchanges of goods, pharmaceutical products and cosmetics, industrial products, building materials, office equipment and supplies, agricultural products, minerals and in general of products of any kind and any denomination.
- D. To undertake and perform the office and duties of nominee, trustee, custodian trustee, executor, administrator, attorney or nominee of or for any person, corporation, association, scheme, unit trust, pension or other trust fund, government, state, local authority or any other body.



- E. To undertake and execute any trust, and its distribution amongst the beneficiaries, pensioners or any other person entitled to it, of any income, capital or annuity, and whether in money or specie, in furtherance of any discretion, obligation or permission.
- F. For the above purposes to hold, deal with, manage, direct the management of, sell, buy, exchange, mortgage, charge, lease, dispose of, or grant any right or interest in, over or upon any immovable or movable property of any kind, including contingent and reversionary interests in any property, and to undertake and carry on any business undertaking or transaction in the matters and for the purposes aforesaid to act solely or jointly with any other person, corporation or body.
- G. To carry on, in any part of the world, the activities of business consultants, management consultants and investments consultants for any nature and kind of investments and for any industrial or commercial and/or any other enterprises in general, and to advise on any methods of development and investment and for such enterprises in the fields of technology, industry and commerce as well as on any matters of personnel and administration, introduction of systems or processes of production, storage, distribution, marketing services for products and systems of sales and sales' promotion and to undertake research and special studies with respect to all the abovementioned matters.
- H. To provide or secure from others the provision of all and any assistance, services, employment of any nature referring to the business sector which any person, firm, or company desires in connection with any business exercised by them including the engagement, training and lease of professional, clerical, manual, technical and other personnel, workers and specialized personnel.
- I. To purchase, accept by way of gift, take on lease or sub-lease or in exchange, or otherwise acquire or possess and hold (for any estate or interest) any lands, buildings, easements, rights, privileges, concessions, permits, licenses, stock-in-trade (for the operation of business) and movable and immovable property of any kind and description (whether mortgaged, charged or not) necessary or beneficial for the purposes of or in connection with the Company's business or any branch or department thereof or which may enhance the value of any other property of the Company.
- J. To manufacture, repair, import, buy, sell, export, let on hire and

generally trade or deal in, any kind of accessories, articles, apparatus, plant, machinery, tools, goods, properties, property rights and rights or things of any description, which the Company judges as capable of being used or dealt with in connection with any of its objects.

- K. To deal in, utilise for building or other purposes, let on lease or sublease or on hire, to assign or grant license over, charge or mortgage, the whole or any part or parts of the immovable property belonging to the Company or any rights therein or in which the Company is interested on such terms as the Company may on each occasion determine.
- L. To acquire or possess either by purchase, lease, exchange or otherwise, offices or other property, lodgings, furniture, equipment, components and branches of the same or any objects for the purpose of leasing or renting them or to make them available for use or otherwise by any person, firm or company.
- M. To erect, maintain, work, manage, construct, reconstruct, convert, enlarge, repair, improve, adapt, furnish, decorate, control, pull down, replace any shops, offices, flats, electric or water works, workshops, factories, mills, plants, machinery, warehouses and any other works, buildings, plants, conveniences or structures whatsoever, which the Company may consider desirable for the purposes of its business and to contribute to, subsidize or otherwise assist or take part in the construction, improvement, maintenance, operation, management, carrying out or control thereof.
- N. To carry on and undertake any other business, activity or do any acts whatsoever which may seem to the Directors capable of being conveniently or advantageously carried on or done or undertaken in connection with any of the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business, property or rights and to undertake any work or business commenced or carried on or performed prior to incorporation and which the Company decides to take over or continue.
- O. To improve, manage, control, cultivate, develop, exploit, exchange, let on lease or otherwise grant, mortgage, charge, sell, dispose of, grant as gift, take advantage of, grant rights and privileges in respect of the property, assets and rights of the Company or in

which the Company is interested or otherwise deal with all or any part of this property of the Company and to adopt such means of making known and advertising the business and products of the Company as may seem to it expedient.

- P. To purchase or otherwise acquire all or any part of the business, assets, property and liabilities of any company, society, partnership or person, formed for all or any of the purposes falling within the objects of the Company, or constituted for the purpose of carrying on any business which this Company is authorised to carry on or which intend to carry on such business or which possess property suitable for the purposes of the Company and to undertake, conduct and carry on or liquidate and wind up any such business and in consideration for such acquisition to pay in cash, issue shares, undertake any liabilities or acquire any interest in the vendor's business.
- Q. To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, brevets d'invention, copyright or secret processes, which may be useful for the Company's objects and for this purpose, to grant licenses to use the same.
- R. To pay all costs, charges and expenses incurred or sustained in or about the promotion, formation and establishment of the Company or which the Company shall consider to be in the nature of preliminary expenses or expenses incurred prior to incorporation and with a view to incorporation, including therein professional fees, the cost of advertising, taxes, commissions for underwriting, brokerage, printing and stationery, salaries to employees and other similar expenses and expenses attendant upon the formation and functioning of agencies, local boards or local administration or other bodies, or expenses relating to any business or work carried on or performed prior to incorporation of the Company, which the Company decides to take over or continue.
- S. Upon the issue of shares, debentures or other securities of the Company, to appoint brokers, commission agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures or other securities of the Company, or by the granting of options to take the same, or in any other manner allowed by law.
- T. To borrow, raise money or secure obligations (whether of the Company or any other person) in such manner and on such terms as may seem to it expedient, in particular by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages or any other securities, founded or based upon all or any of the property and rights of the Company, including its

uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the Company may determine at its discretion on each occasion.

- U. To give credit and to lend or advance money to any person, firm or company, to guarantee and give guarantees or indemnities or securities for the payment of money or the performance of contracts or obligations by any person, firm or company, to secure or undertake in any way the repayment of money lent or advanced to any person, firm or company or the liabilities incurred by any such person, firm or company and otherwise to assist any person or company as the Company may think fit.
- V. To issue, sign, accept, indorse, discount, trade in and otherwise negotiate bills of exchange, promissory notes, bills of lading and other negotiable or transferable instruments or securities. To advance and lend money upon such guarantee or security as the Company may think proper or without taking any such guarantee or security therefor.
- W. To invest the monies of the Company not immediately required in such investments, other than in the shares of this Company, as from time to time may be determined by the Directors.
- X. To issue or guarantee the issue of or the payment of interest on the issue of shares, debentures, debenture stock or other securities or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
- Y. To acquire by subscription, purchase or otherwise and to accept, take, hold, deal in, convert and sell any kind of shares, stock, debentures or other securities or interest in any other company, society or undertaking whatsoever.
- Z. To issue and allot fully or partly paid shares in the capital of the Company or issue debentures or securities in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company and to remunerate in cash or otherwise any person, firm or company rendering services to the Company or grant donations to such persons.
- AA. To establish anywhere in the world branch offices, regional offices, branches, agencies and local boards and for this purpose to regulate and to discontinue the same.
- BB. To provide for the welfare of persons in the employment of the Company (including its officers) or persons formerly in the employment of the Company or its predecessors in business (including officers or employees of any subsidiary or associated or allied company of this Company, and the wives, widows, dependants and families of such persons), by grants of money, pensions or other payments, (including payments of insurance

premia) and to form, subscribe to, or otherwise aid, any trust, fund or scheme for the benefit of such persons, and any benevolent, religious, scientific, national or other institutions or objects of any kind, which shall have any moral or other claims to support or aid by the Company by reason of the nature or the type of its operations or otherwise.

- CC. From time to time to subscribe or contribute to any charitable, benevolent, or useful objects of a public character, the support of which could, in the opinion of the Company, contribute to the increase of its reputation or popularity among its employees, its customers or the public.
- DD. To enter into and carry into effect any arrangement for joint working in business, union of interests, limiting competition, partnership or for sharing of profits, or for amalgamation, with any other company, partnership or person, carrying on business within the objects of this Company.
- EE. To establish, promote and otherwise assist, any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this Company or for any other purpose which may seem directly or indirectly aimed to benefit this Company.
- FF. To apply for, promote, and achieve the passing of any Law, Order, Regulation, By-Law, Decree, Charter, concession, right, privilege and the issue of any licence or permit for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which in the opinion of the Company may seem beneficial. To oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests and to enter into and execute any arrangement with any Government or Authority, (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them.
- GG. To sell, dispose of, mortgage, charge, grant rights or options or transfer the business, property and undertakings of the Company, or any part or parts thereof, for any consideration that the Company may at its discretion accept.
- HH. To accept stock or shares in, or debentures, mortgage debentures or other securities of, any other company in payment or part payment for any services rendered or for any sale made to it by this Company or debt owing to it from any such company.
- II. To distribute in specie or in cash or otherwise as may be resolved on each occasion, any assets of the Company among its Members and particularly the shares, the debentures or other securities of any other company belonging to this Company or which this Company may have the power of disposing.

- JJ. To do all or any of the acts hereby authorised in any part of the world either alone or in conjunction with other companies, firms or persons, either as factor, trustee, principal, sub-contractor or agent of other companies, firms or persons, or through any factors, trustees, sub-contractors or agents.
- KK. To act in any part of the world, either alone or in conjunction with other companies, firms or persons, as trustee and to hold on trust in any part of the world, either alone or in conjunction with other companies, firms or persons, any property including without limitation shares in any company irrespective of the purposes of such company on behalf or for the benefit of any beneficiary or beneficiaries, whether being natural or legal persons, and irrespective of the type or purposes of the trust.
- LL. To procure the Company to be registered or recognised in any country or place, to act as secretary, manager, director or treasurer of any other company.
- MM. Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them.
- NN. The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest possible interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clauses or from the provisions of any other sub-clause or marginal title or the name of the Company. The said sub-clauses, the objects therein specified and the powers thereby conferred shall not be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause. The Company may exercise all or any of the powers conferred upon it by one or more of the said sub-clauses and to achieve or to endeavour to achieve all or any of the objects specified therein.

Members Liability

4. The liability of the Members is limited.

Nominal Share Capital

- each, with power to issue any of the shares in the capital whether
5. The nominal share capital of the Company is €1,000 (one thousand Euro) divided into 1,000 (one thousand) ordinary shares of €1,00 original or increased subject to any preferential, special or qualified rights or conditions as regards dividends, repayment of capital, voting rights or otherwise.

I, the undersigned person, whose name and address are shown below, I wish to recommend a Company under this Founder, to undertake the number of shares in the Company's capital, which is shown opposite my name.

NAME, ADDRESS & DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY SUBSCRIBER
--	---

Yakov Lerner

1,000 Ordinary Shares

- Nationality.: Ukrainian
- Passport Nr.: FP700946
- Date of Birth: 26/09/1973
- Address: 29 Rakoszi e. 4 2, Budapest 1088, Hungary
- Occupation: Businessman

Date: 02/12/2022

Witness to the above signatures:-

Signature:

ALEXANDROS ALEXANDROU

ID Number (Cyprus): 1113479

Address: Nissi 127, 5330 Ayia Napa, Cyprus

TRANSLATED
TRUE COPY
Georgios Triftarides
FOR REGISTRAR OF COMPANIES
17/10/2023

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Cyprus

This public document

2. has been signed by Georgios Triftarides

3. acting in the capacity for Registrar of Companies

4. bears the seal/stamp of Department of Registrar of Companies and Intellectual Property, Ministry of Energy, Commerce and Industry

Certified

5. at APOSTILLE - LIMASSOL MJPO OFFICE

6. the 20/10/2023

7. by Panagiota Koudouna

8. No LIM MJPO-LIM 000389960/2023

9. Seal/stamp



10. Signature:

For Permanent Secretary
Ministry of Justice and Public Order

69450011

THE COMPANIES LAW CAP.113

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
Of company

ONEPALM LTD

1. The Company is a private Company and therefore:
 - A. The right to transfer shares in restricted in the manner hereinafter prescribed.
 - B. The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were, while in such employment and have continued after the termination of such employment to be members of the Company) is limited to fifty. Provided that where two or more persons jointly hold one or more shares, they shall be treated as a single member for the purpose of this regulation.
 - C. Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
 - D. The Company shall not have power to issue shares or share warrants to the bearer.
2. Subject to the following regulations, the regulations contained in Part 1 of Table A in the First Schedule of the Companies Law, Cap. 113 (hereinafter called "Table A") shall apply to the Company.

PROVIDED that when the Company has only one member, Part 3 of Table A of the First Schedule of the Companies Law Cap. 113, shall apply to the said Company.

3. In regulation of Table A immediately after the words "in these regulations" the words "and to any regulations adopting the same" shall be added.

Also in regulation 1 of Table A the interpretation of the word "Law" is amended as follows:

"Law" means the Companies Law, Cap. 113 and includes any laws amending or substituting same.

Moreover, wherever in Table A the word "Colony" is mentioned, it shall be read as "Cyprus Republic".

SHARE CAPITAL AND VARIATION OF RIGHTS

4. The following regulation shall be added immediately after regulation 2 of Table A.
 - 2A. Subject to the following proviso the shares shall be at the disposal of the Directors who may issue, distribute and generally dispose them to such terms and conditions as they may think fit.
- LIEN**
5. In regulation 11 of Table A, the words "not being a fully paid share" & "other than fully paid shares" shall be omitted.

CALLS ON SHARES

6. In regulation 15 of Table A, the words “provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment as less than one month from the date fixed for the payment of the last preceding call” shall be omitted.

TRANSFER OF SHARES

7. Regulation 24 of Table A shall not apply and the following Regulation shall be substituted therefore:
24. Subject to the provisions of the reservation of Regulation 28A of these Articles below, the Directors may at their absolute discretion and without assigning any reason therefore, refuse to register any transfer of any shares or share to a member they do not approve of, whether or not it is a fully paid share. And the Directors may also refuse to register any transfer of any share on which the Company has a lien.

8. The following Regulation shall be added immediately after Regulation 28 of Table A:

A.No share shall be given by any member of the Company as a pledge or security for any loan, debt or obligation without the previous written consent of the Directors. The Directors shall refuse to register or recognize any pledge or security made in contravention of the provision of these Articles. Any pledge and any security made in contravention of this Regulation shall be void as against the Company.

{i} Unless otherwise provided below no share shall be transferred to a person not being member of the Company before the preemption right granted below has been exhausted.

{ii} Any person who intends to transfer any shares (hereinafter called the “intended transferor”) shall give notice in writing (hereinafter called “notice of transfer”) to the Company of this intention to transfer same. The notice of transfer must specify the sum which the intended transferor fixes as fair value and such notice shall constitute the Company his agent for the sale of shares to any members of the Company or any other persons approved by the Directors as aforesaid, willing to buy the shares (hereinafter called the “purchasing members”) at the value fixed as hereinabove provided, or if any of the purchasing members may elect, at the fair value which may be fixed by the auditor of the Company (hereinafter called the “Auditor”), pursuant to sub-paragraph (e) hereinafter. No notice of transfer shall be revocable except with the previous sanction of the Directors.

{iii} Upon the price of the shares intended for transfer being fixed as aforesaid, the Company shall immediately by notice in writing inform each member, of the number and price of the said shares and invite each such member to apply in writing to the Company within twenty eight days from the date of dispatch of the notice, for such maximum number of the said shares, being all or any thereof, as he shall specify in such application.

{iv} If the said members shall within the stated period of twenty eight days apply for all or any of the said shares, the Directors shall allocate the said shares amongst the applicants, and in case of competition, pro rata according to the number of shares in the Company in respect of which they are registered or entitle to be registered, provided that the maximum number of shares specified by him as aforesaid.

{v} Upon the allocations of the said shares by the Company as aforesaid the Company shall immediately give notice of such allocations to the intended

transferor, and the latter shall be bound upon the payment of the fair value, fixed pursuant to paragraphs (b) or (f) of these regulations, to transfer the share(s) to the purchasing member.

{vi} In case of difference between the intended transferor and the purchasing members or anyone of them, as to the fair value of any share, the Auditor on the application of any of the interested parties, shall certify in writing the sum which in his opinion is the fair value, and such power shall be deemed to acting in his capacity as expert and not in his capacity as arbitrator and consequently the provisions of the Arbitration Law, Cap. 4, shall not apply.

{vii} In case that the intended transferor makes default in transferring the shares which he is under the obligation to transfer, as above, the Company shall proceed to collect the sale price and register the purchasing members in the Register of Members as beneficial owners of the share; the amount so collected shall be held by the Company as trustee of the intended transferor and the receipt issued by the Company to the purchasing members in the Register of Members pursuant to the provisions of this Regulation, the validity of such procedure cannot be disputed by any person.

{viii} In case that all the shares offered for sale by the intended transferor are not sold, as hereinabove provided, the intended transferor shall be free at any time within three months from the lapse of the said twenty eight day notice, subject to the provisions of Regulation 24 above, to sell and transfer any of the above shares which were not sold, to any person and any price.

{ix} Irrespectively of any provisions of this paragraph each share may be transferred by any member to his spouse, children or descendants thereof, his parents, brother, daughter in law, sister in law of the said member, and any shares belonging to any deceased member may be transferred by the executors of the will or the administrators of the property of this member to the widow, widower, children or descendants, parent, brother, sister, son in law, brother in law, daughter in law, sister in law of such deceased member.

B. Subject to the provisions of paragraph 2(g) above, no transfer shall be registered without previously furnishing the Company with a valid instrument of transfer which must be accompanied by a certificate of the shares to be transferred as well as such other evidence as the Directors may require to prove the right of the transferor to make the transfer.

TRANSMISSION OF SHARES

9. In Regulation 29 of Table A between the words "legal personal representatives" and the words "of the deceased" the words "or in the absence of such legal personal representatives, the heirs", shall be inserted.

PROCEEDINGS AT GENERAL MEETINGS

10. Regulation 53 of Table A shall not apply and the following Regulation shall be substituted therefore:
 53. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided two members present in person or by proxy shall be a quorum.
11. The following Regulation shall be added immediately after Regulation 61 of Table A.

- 61A. Subject to the provisions of the Law, a resolution in writing signed by all the members for the time being entitle to receive notice of and attend and vote at general meetings (or being Corporations by their duly authorized representatives) shall be as valid and effective as if the same had been approved and passed at a general meeting duly convened and held.

VOTES OF MEMBERS

12. Regulation 62 of Table A shall not apply and the following Regulation shall be substituted therefore:
62. Subject to any rights or restrictions for the time being attached to any class or classes of shares, in case of voting on a show of hands every member present in person or by proxy shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

13. Regulation 75 of Table A shall not apply and the following Regulation shall be substitute therefore:
75. Unless otherwise determined by the Company in General Meeting, the number of Directors shall be not less than one and not more than five. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them, and until the appointment of the first Directors of the Company the subscribers of the Memorandum of Association shall exercise all the powers of the Directors.

BORROWING POWERS

14. Regulation 79 of Table A shall not apply and the following Regulation shall be substituted therefore:
- 79(a). The Directors may exercise all the powers of the Company to borrow, raise or secure the payment of money in such a manner and on such terms as the Directors may from time to time deem fit or expedient. The Directors may also charge or mortgage the whole or any part of the undertaking, movable and immovable property of the Company, present and future, including the whole or any part of the uncalled capital, and to issue debentures, mortgage debentures, debenture stock, bonds and other securities payable to bearer or otherwise and weather perpetual or redeemable or repayable and weather outright or as security for any loan, liability or obligation of the Company or of any third party.
- (b). Any such debentures, mortgage debentures, debenture stock, bonds, promissory notes or other securities may be issued at a discount, premium or otherwise and with such power as to redemption, surrender drawings, issuing of shares or otherwise as the Directors shall think fit.

POWERS AND DUTIES OF DIRECTORS

15. Paragraph (2) of Regulation 84 of Table A shall not apply and the following paragraph shall be substituted therefore:
- 84(2). Any Director or any Company or firm of which a Director is a member, a partner or a Director may contract with the Company and participate in the profits of any contract or arrangement with the Company as if he were not a Director, and retain for his own use profits made by him under and such contract. Every Director shall also have the right to vote for any matter relating to any such contract or other arrangement notwithstanding the fact that he may have any interest from any such contract or arrangement as well as for any matter in respect of his appointment any matter with remuneration at any position or office in the Company or of the arrangement of the

terms thereof and with the right to be counted in the quorum of the Board of Directors at any meeting at which any such matter will be discussed.

16. Paragraph (4) of Regulation 84 of Table A shall not apply.
17. The following Regulations shall be added immediately after Regulation 87 of Table A.

87A. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish the Company with any information supported (if the Directors so require) by affidavit or declaration which they may consider necessary for the purpose of determining whether or not the Company is an Exempt Private Company within the meaning of subsection (4) of Section 123 of the Law.

ALTERNATE DIRECTORS

87B. {a} Each Director may at any time and from time to time appoint any person to act as Alternate Director in his place. An Alternate Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each Alternate Director shall exercise and discharge all the powers and duties of the Directors he represents. Any Director of the Company who is appointed an Alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, but shall only be considered as one Director for the purpose of making a quorum of Directors.

{b} Every appointment of an Alternate Director made pursuant to this Regulation shall be subject to revocation at any time, freely by the appointing Director.

{c} An Alternate Director shall be remunerated for his services by the Directors who has appointed him.

DISQUALIFICATION OF DIRECTORS

18. Regulation 88 of Table A shall apply with the exception of sub-paragraphs (a) and (f) thereof, which shall be omitted, and not applicable to the Company.
19. In Regulation 98 of Part 1 of Table A of the First Schedule of the Companies Law Cap. 113, the last sentence shall not apply to this Company.

PROCEEDINGS OF DIRECTORS

20. Regulation 106 of Table A shall not apply and the following Regulation shall be substituted therefore:

106. A resolution in writing signed or approved by letter, cable, telex, telefax by all the Directors or their Alternates, shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held and whenever such resolution is signed as aforesaid, it may consist of several documents each of which shall bear the signature of one or more of the aforesaid persons.

MANAGING DIRECTOR OR MANAGER

21. Regulation 107, 108 and 109 of Table A shall not apply and the following Regulations shall be substituted therefore:

107. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Additional Managing Director or any other person to the office of Manager for such period and on such

terms as they may think fit, and a Director so appointed shall not, while holding that office, be subject to retirement by rotation, or taken into account in determining of a Director to the office of Managing Director or Additional Managing Director shall be subject to termination ipso facto if he ceases from any cause to be a Director or, subject to the terms of any agreement into a Director or, subject to the terms of any agreement into in any particular case, if the Company in general meeting resolves that his tenure of the office of Managing Director be determined. The appointment of a person, other than a Director, to the office of Manager may be determined at any time by the Board of Directors of the Company.

108. A Managing Director, Additional Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine from time to time. The remuneration to be fixed for a Director appointed to the office of Managing Director or Additional Managing Director shall be independent of and in addition to that which may be fixed under Regulation 76 of these Articles.
109. The Directors may from time to time entrust to and confer upon the Managing Director or Additional Managing Director or Manager all or any of the powers of the Directors that they may think fit but the exercise of all such powers by a Managing Director or the Alternate Managing Director of the Manager shall be subject to such Regulations and restrictions as the Directors may from time to time determine or impose and the said powers may at any time be withdrawn, revoked or varied.

THE SEAL

22. Regulation 113 of Table A shall not apply and the following Regulation shall be substituted therefore:
 113. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors, which will be given with their relevant resolution. In this case, the seal shall be affixed in the presence of at least two Directors of one Director and the Secretary or one Director and another person nominated for this purpose by the Directors. Those Directors, or the Director and the Secretary or the person nominated by the Directors as aforesaid, shall sign every document in which the Seal of the Company has been affixed in their presence.
23. In Regulation 131 of Part I of Table A, the words "or (if he has no registered address within the Republic) to the address, if any, within supplied by him to the Company for the servicing of notices to him", shall not apply to this Company.
24. In sub-paragraph (a) of Regulation 134 of Part I of Table A, all the words after the words "every member", shall not apply to this Company.
25. Notwithstanding any provision in the Regulations applicable to the Company, the Meeting of the Directors, as well as the General Meeting of the Company (ordinary or extraordinary) may be convened and held either in Cyprus or abroad. In case of their being convened abroad, they may be held in such town or place as the majority of the Directors or the members, as the case may be, should requisition in writing.

NAME, ADDRESS & DESCRIPTION OF SUBSCRIBER

.....
Yakov Lerner

1,000 Ordinary Shares

- **Nationality:** Ukrainian
- **Passport Nr.:** FP700946
- **Date of Birth:** 26/09/1973
- **Address:** 29 Rakoszi e. 4 2, Budapest 1088, Hungary
- **Occupation:** Businessman

Date: 02/12/2022

Witness to the above signatures:-

Signature:

ALEXANDROS ALEXANDROU
ID Number (Cyprus): 1113479
Address: Nissi Ave. 127, 5330 Ayia Napa, Cyprus

I confirm that I, the undersigned, have drafted the above Memorandum and Articles of Association of the Company.

Signature:

ALEXANDROS ALEXANDROU
ID Number (Cyprus): 1113479
Address: Nissi Ave. 127, 5330 Ayia Napa, Cyprus

ALEXANDROU & VAROUDAKIS LLC

**TRANSLATED
TRUE COPY**
Georgios Tzifarides
FOR REGISTRAR OF COMPANIES
17/10/2023

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Cyprus

This public document

2. has been signed by Georgios Triftarides

3. acting in the capacity for Registrar of Companies

4. bears the seal/stamp of Department of Registrar of Companies and Intellectual Property, Ministry of Energy, Commerce and Industry

Certified

5. at APOSTILLE - LIMASSOL MIPO OFFICE

6. the 20/10/2023

7. by Panagiota Koudouna

8. No LIM MIPO-LIM 000389959/2023

9. Seal/stamp:



10. Signature:

For Permanent Secretary
Ministry of Justice and Public Order

11445286