

Registry of Companies

Limited Liability Company

Memorandum and Articles of Association

of

PROTECH PLUS GROUP LIMITED

Registration No. C 80834

Registered on the 10th day of MAY 2017

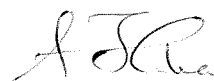
Company No.C 80834.....

REGISTRY OF COMPANIES

MALTA FINANCIAL SERVICES AUTHORITY

MALTA

I certify that the following and attached is a true copy of a document/s filed and registered in terms of the provisions of the Companies Act, 1995.



AMANDA J. GALEA

.....
f/Registrar

This 11th..... day ofMay..... 2017...

COMPANIES ACT, 1995

REGISTRY OF COMPANIES
CASH DATE
10 MAY 2017
BOV.....Chq No.....620.....
Validity subject to Bank Clearance

E245 R607219

Limited Liability Company

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

PROTECH PLUS GROUP LIMITED

C 80834 / 1.

AS

10 MAY 2017

MEMORANDUM OF ASSOCIATION
OF
PROTECH PLUS GROUP LIMITED

1. NAME

The name of the Company shall be **PROTECH PLUS GROUP LIMITED**.

2. STATUS

This company shall be formed and registered as a private limited liability company.

3. REGISTERED OFFICE

The registered office of the Company shall be situated at Apartment 21, Charles Court (Suite 204), St Luke's Road, Pieta' PTA 1027, Malta.

4. OBJECTIVES

The main object of the Company shall be:-

- (a) To provide consultancy, support, risk management and due diligence services to duly licensed remote gaming companies both in Malta and in other countries.

The other objects of the Company shall be:-

- (b) To act as holding company, and invest, subscribe, hold, purchase or otherwise acquire, shares, participations, investments, interests and debentures in any other Company, partnership, joint venture or business, and to sell or otherwise dispose of same;
- (c) To apply for, register, purchase, or by other means acquire, hold, develop, exploit, protect and otherwise turn into account licences, URLs, domain names, brand names, trademarks, patents, patent rights, secret processes, designs, royalties, copyrights, grants, options, protections and concessions and other exclusive and non-exclusive rights, and to grant licences or other rights in respect thereof;
- (d) To enter into partnership or into any arrangements for sharing profits, cooperation, joint venture, reciprocal concession, or any other arrangement with any person or company that may seem conducive to the attainment or furtherance of the Company's objects or any of them;
- (e) To establish anywhere in the world branch offices, regional offices,

agencies, and boards, representative offices and to regulate and to discontinue the same;

- (f) To open, manage and close bank accounts in any jurisdiction;
- (g) To acquire by any title immovable property required for the above purposes and to dispose of such property by any title;
- (h) To borrow, or raise money, in such manner as the Company shall think fit and in particular by the issue of debentures and to secure the repayment of any money borrowed or raised by hypothecations, charge or pledge upon the whole or any part of the Company's property or assets, whether present or future, and also by a similar hypothecation, charge or pledge to secure and guarantee any debt, liability or obligation of any third party;
- (i) To raise capital for any purpose which the Company is authorized by this Memorandum to pursue;
- (j) To amalgamate with or enter into co-partnership or profit-sharing arrangement with, or to co-operate or participate in any way with or assist or subsidise any company or person carrying on or purporting to carry on any business within the objects of the Company or those of companies in the same group;
- (k) To carry on any other trade or business whatsoever which can be advantageously carried on by the Company in conjunction with or ancillary to any of the other objects of the Company;
- (l) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that (except only if and so far as otherwise provided in any paragraph) each paragraph of this clause shall be construed independently of the other paragraphs thereof and accordingly shall in no case be limited by reference to any other paragraph;

Nothing in the foregoing shall be construed as enabling or empowering the Company to carry on any activity, business or service which requires a licence or is otherwise regulated under the Banking Act, Chapter 371 of the Laws of Malta, the Financial Institutions Act, Chapter 376 of the Laws of Malta, the Investment Services Act, Chapter 370 of the Laws of Malta, the Financial Markets Act, Chapter 345 of the Laws of Malta, the Insurance Business Act, Chapter 403 of the Laws of Malta, the Insurance Intermediaries Act, Chapter 487 of the Laws of Malta nor the Special Funds (Regulation) Act, Chapter 450 of the Laws of Malta or the Trusts and Trustees Act, Chapter 331 of the Laws of Malta and the Company Services Providers Act, Chapter 529 of the Laws of Malta.

The exercise by the company of the foregoing objects and powers is subject to such prohibitions and restrictions as are provided by and under the mandatory provisions of any law in force for the time being including the Companies Act, Chapter 386 of

the Laws of Malta, the Investment Services Act, Chapter 370 of the Laws of Malta, the Insurance Business Act, Chapter 403 of the Laws of Malta, the Insurance Intermediaries Act, Chapter 487 of the Laws of Malta, the Banking Act, Chapter 371 of the Laws of Malta, the Financial Institutions Act, Chapter 376 of the Laws of Malta, the Financial Markets Act, Chapter 345 of the Laws of Malta, the Special Funds (Regulation) Act, Chapter 450 of the Laws of Malta, the Trusts and Trustees Act, Chapter 331 of the Laws of Malta and the Company Services Providers Act, Chapter 529 of the Laws of Malta and of any regulations or rules issued thereunder and any amendment, modification or substitution of any such laws, regulations or rules.

5. SHARE CAPITAL

The authorised share capital of the Company is one thousand two hundred Euro (€1,200) divided into one thousand two hundred (1,200) Ordinary Shares of One Euro (€1) each.

The issued share capital of the Company is one thousand two hundred Euro (€1,200) divided into one thousand two hundred (1,200) Ordinary Shares of one Euro (€1) each, subscribed and fully (100%) paid up as follows:

NUMBER OF SHARES

Mr John Brian Grisman	1,200 Ordinary Shares
22 Main Road	100% paid up
Middlezoy	
Bridgwater	
TA7 0PB	
England	
UK Passport Number: 800707000	

Without prejudice to the provisions of the Act and of the Articles relating to the rights of holders of special classes of shares and to changes or variation thereof, the shares in issue as well as in any increased capital may be divided into several classes as the Company may from time to time determine by extraordinary resolution.

A General Meeting of the Company may authorise by ordinary resolution of the shareholders, or of the several classes of shareholders if there is more than one class of shares whose rights are affected by that resolution or authorisation, the board of directors to issue shares up to the maximum authorised share capital of the Company. Such authorisation shall be for a maximum period of five years, renewable for further periods of five years each.

6. DIRECTORS

The business of the company shall be managed by a Board of Directors which shall be composed of not less than one (1) and not more than three (3) directors.

The first director of the company shall be:

Ms Stephanie Alden, holder of Maltese Identity Card Number 500091M, of Opal Crt, Fl 4, Triq Carmen Mallia, San Gwann, Malta.

7. COMPANY SECRETARY

Dr Christina Sillato Warrington, holder of Maltese Identity Card Number 329088M, of Birguma Heights, Blk C Fl 8, Triq Andrea Debono, Naxxar, Malta, shall be the

company secretary until such time as she either resigns or is removed from office by the company in general meeting.

8. PRIVATE COMPANY

The company shall be registered as a private company as defined in the Companies Act 1995. The liability of the members shall be limited to the amount unpaid, if any, on the share capital issued in their name.

9. DURATION

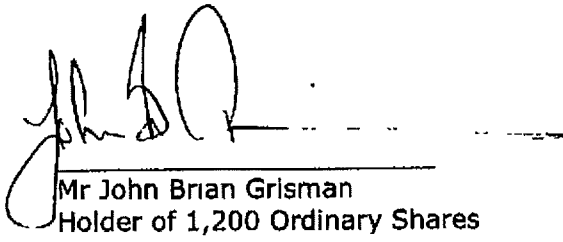
The duration of the company shall be indefinite unless otherwise resolved by the company in general meeting.

10. REPRESENTATION

Deeds of whatsoever nature engaging the Company and all other documents purporting to bind the Company, including bank documents, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed by any one director, or without prejudice to the aforesaid, by anyone or more person/s as the Board of Directors may from time to time determine by resolution thereof.

Any Director may represent the Company in judicial proceedings provided that no proceedings may be instituted by the Company without the Board's authority.

Signed:



Mr John Brian Gristman
Holder of 1,200 Ordinary Shares

ARTICLES OF ASSOCIATION
OF
PROTECH PLUS GROUP LIMITED

PRELIMINARY

1. The regulations contained in Part I and Part II of the First Schedule to the Companies Act 1995 (hereinafter called the "First Schedule") shall apply to this company except as they are excluded or varied hereby.

PRIVATE COMPANY

2. The Company is established as a private exempt company and accordingly:
 - a. The number of persons holding debentures of the company is not more than fifty;
 - b. No body corporate is a director of the company, and neither the company nor any of the directors is party to an arrangement whereby the policy of the company is capable of being determined by persons other than the directors, members or debenture holders thereof;
 - c. the right to transfer shares is restricted in the manner hereinafter prescribed;
 - d. the number of members of the Company is limited to fifty;
 - e. any invitation to the public to subscribe for shares or debentures of the Company is prohibited;
 - f. the Company shall not have the power to issue share warrants to bearer.

SHARE CAPITAL

3. Unless otherwise provided for in these articles in the terms of issue, each share in the company shall give the right to one (1) vote.
4. Any issue of shares in the company shall be allotted by an Extraordinary Resolution passed by the members of the company. The new shares shall first be offered to the existing shareholders *pro-rata* to the number of shares held by them.
5. A member whose holding does not exceed at least two (2) shares, shall not have any entitlement to a dividend.
6. The word "ordinary" in regulation 1 of Part 1 of the First Schedule shall be substituted by the word "extraordinary".
7. The Company shall be entitled at its discretion to recognise any nominee relationship or trust in respect of any security issued by it subject to such conditions as the Company may deem fit to impose in the particular circumstances.
8. Nothing shall prevent the company from acquiring its own shares, provided that shares so acquired by the company shall not carry any voting rights.
9. Regulations 6 to 11 of Part 1 of the First Schedule do not apply.

PLEDGING OF SHARES

10. The securities of the Company, including shares, debentures or any other similar instrument issued by the Company, may be pledged by their holder in favour of any person as security for any obligation.
11. Subject to the provisions of subsection 10 of Section 122 of the Act, any restriction resulting from these Articles shall not apply to any transfers made by the pledgee in terms of subsection (6) of Section 122 of the Act or resulting from any judicial sale.

TRANSFER AND TRANSMISSION OF SHARES.

12. The right to transfer the shares in the company is restricted in the manner and to the extent prescribed in these Articles of Association, provided that in no case may a part of a share form the object of a transfer.
13. A share may only be transferred by a member of the company provided that the undermentioned procedure is followed: -
 - a. Any member who intends to transfer any shares (herein called the proposing transferor) shall give notice in writing (herein called the transfer notice) to the company that he desires to transfer the same, indicating therein the identity of the proposed transferee. The transfer notice shall constitute the company his agent for the sale of the shares and shall not be revocable except with the sanction of the board of directors.
 - b. The shares specified in the transfer notice shall be offered by the board of directors at their "fair value" to all the other members of the company who shall be invited to state in writing, within thirty days from the date of the offer, whether they are willing to purchase any, and if the affirmative, what maximum number of shares. At the expiration of the said thirty days, the board of directors shall allocate the said shares to, or amongst the member or members who shall have expressed a willingness to purchase as aforesaid, and if more than one, so far as may be in proportion to the number of shares then held by each of them respectively. Provided that no member of the company shall be obliged to take more than the maximum number of shares so notified by him as aforesaid.
 - c. (i) for the purposes of this article, "fair value" shall be the value assessed by the auditors of the company.

(ii) In order to assess the "fair value", the auditors shall consider the latest audited accounts provided these are not more than eighteen months old, and all other material and relevant developments which may have a bearing on the financial situation of the company.
 - d. In the event that not all the shares in the transfer are taken up by the existing members of the company, the proposing transferor may within three (3) months of being notified of this, transfer the said shares to third parties at a price not less than their value above defined, unless all the other shareholders agree otherwise.

14. The procedures and restrictions defined in article 13 above shall not apply and the shares in question may be freely transferred in the following two cases:
 - a. where a member intends to transfer shares in the Company to his/her spouse or descendants and;
 - b. where the proposed transfer of shares is approved in writing by all the other members.
15. The procedures and restrictions defined in article 13 above shall also apply *mutatis mutandis* in the case of transmission of shares *causa mortis*, except in the following two cases:-
 - a. where shares are being transmitted to the spouse or descendants of the deceased member;
 - b. where the transmission is approved in writing by all the other members.
16. Regulations 14 to 25 of Part I of the First Schedule shall not apply.

GENERAL MEETINGS

17. Every registered member of the company and the auditors for the time being of the company shall be entitled to receive notice of a General Meeting of the company and to attend at such a meeting.
18. No business shall be transacted at any General Meeting of the company unless a quorum is present at the time when the meeting proceeds to business. For all purposes the Quorum shall consist of one or more members present in person or by proxy, holding in aggregate more than seventy-five per cent (75%) of the shares having voting rights in the company. Regulation 36 of the Part I of the First Schedule shall not apply to the company.
19. All voting rights at all General Meetings may be exercised either personally or by proxy and the proxy need not be a registered member of the company.
20. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place in Malta as is specified for that purpose in the notice convening the meeting, before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
21. An ordinary resolution of the company in general meeting shall be deemed to have been validly adopted if consented to by a member or members holding in aggregate more than seventy-five per cent (75%) of the issued shares having voting rights. An extraordinary resolution of the company shall be deemed to have been validly adopted if consented to by a member or members holding in aggregate more than seventy-five per cent (75%) of the issued shares having voting rights
22. A poll may be demanded at any General Meeting by the Chairman or by any Member present in person or by proxy and entitled to vote. Regulation 41 of Part I of the First Schedule shall be modified accordingly.
23. Subject to the provisions of Section 210 of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the

same had been passed at a general meeting of the company duly convened and held.

24. Regulations 41, 45 & 48 of Part 1 of the First Schedule are varied as provided for above and Regulations 43 and 44 shall not apply.

DIRECTORS

25. The Board of Directors shall have the power to transact all business of whatsoever nature not expressly reserved by the Memorandum and Articles of Association of the company or by any provisions in any law for the time being in force to be exercised by the company in General Meeting.
26. At least three days' notice shall be given for a Board Meeting to be held, but with the unanimous consent of all the Directors, such meeting may take place without such notice being given.
27. The quorum necessary for the transaction of the business at Directors' Board Meetings shall be one.
28. All decisions of the Board shall be deemed to have been validly carried if consented to by a majority of the number of directors constituting the Board. In all cases, the Chairman of the Board, if any, shall not have a casting or second vote. Regulation 62 is hereby varied accordingly.
29. The directors may hold any other places of profit under the company (other than that of the auditor) on such terms and remunerations as the directors may determine.
30. The borrowing powers of the company shall be unlimited and shall be executed by the Board of Directors.
31. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Several distinct copies, including faxed copies, received by the Company Secretary of the same resolution signed by all directors, shall be deemed to constitute one valid resolution for the purpose of this Article.
32. Any Director may appoint, in writing, any person as an alternate Director.
33. Regulations 52, 57 to 61 both inclusive of Part 1 of the First Schedule shall not apply.

COMPANY SECRETARY

34. The company secretary shall hold office until such time as he resigns or is removed from office by the director or the shareholders.

ACCOUNTS

35. Subject to the provisions of Article 180 of the Act, Books of Accounts shall be available to the members for inspection for a period of not less than 10 days in every calendar year on giving notice thereof by the Board of Directors.

NOTICES

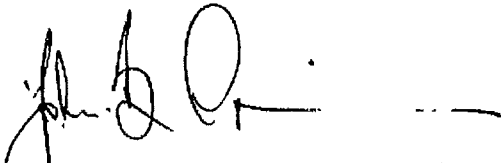
36. Any notice shall be served by ordinary post and shall be deemed to have been served on the day immediately following that on which it was posted and in proving such service it shall be sufficient to prove that the notice was properly addressed and posted. Regulations 81 and 82 of Part I of the First Schedule shall not apply to this company.

INDEMNITY

37. Every director, managing director, agent, auditor, officer or official of the company shall be indemnified out of company funds against all costs, charges, losses, expenses including travelling expenses at home or abroad incurred in promoting the scope and objects of the company and all liability incurred by him in the executive and discharge of his duties or relations thereto.

Regulations 79 and 83 of Part I of the First Schedule are varied as above.

Signed:



Mr John Brian Gristman
Holder of 1,200 Ordinary Shares

MICHAEL CALLEJA

This 10 Day of 05 2017
filed by Contact with 1 doc/s.
Delivery
f/Registrar of Companies

