



RESOLUTION AMENDING THE ARTICLES OF ASSOCIATION OF A LIMITED LIABILITY COMPANY

Resolution No 2 of 16 April 2024

Article 1

Appearing person:

1. LUIGI SPINA, identity document: passport, document No: YB5123078, issued by: MINISTRO AFFARI ESTERI E COOPERAZIONE INTERNAZIONALE, registered office: ITALY, country of issue: ITALY, date of birth: 24 October 1975, address: MALTA LQA1492 LUQA, TRIQ PAWLU MAGRI 49

resolves to amend the Articles of Association of 4 February 2024 as follows:

§ 1 shall read as follows:

The appearing person:

1. LUIGI SPINA, identity document: passport, document No: YB5123078, issued by: MINISTRO AFFARI ESTERI E COOPERAZIONE INTERNAZIONALE, registered office: ITALY, country of issue: ITALY, date of birth: 24 October 1975, address: MALTA LQA1492 LUQA, TRIQ PAWLU MAGRI 49.

§ 2 shall read as follows:

The name of the Company shall be: DIGITAL CRYPTO PAY SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ.

§ 4 shall read as follows:

The business of the Company shall involve:

- 1) (PKD 62) COMPUTER PROGRAMMING, CONSULTANCY AND RELATED ACTIVITIES
- 2) (PKD 63) INFORMATION SERVICE ACTIVITIES
- 3) (PKD 64.19.Z) OTHER MONETARY INTERMEDIATION
- 4) (PKD 70.22.Z) BUSINESS AND OTHER MANAGEMENT CONSULTANCY ACTIVITIES
- 5) (PKD 73) ADVERTISING AND MARKET RESEARCH

§ 5 shall read as follows:

The authorised capital of the Company amounts to PLN 5,000.00 (in words: five thousand zlotys) and is divided into 100 (in words: one hundred) shares for PLN 50.00 (in words: fifty zlotys) each.





Certified Translation from Polish

§ 6 shall read as follows:

Shares in the Company shall be acquired by:

- 1) Shareholder: LUIGI SPINA, identity document: passport, document No: YB5123078, issued by: MINISTRO AFFARI ESTERI E COOPERAZIONE INTERNAZIONALE, registered office: ITALY, country of issue: ITALY, date of birth: 24 October 1975, address: MALTA LQA1492 LUQA, TRIQ PAWLU MAGRI 49, acquires 100 (in words: one hundred) shares of the total face value of PLN 5,000.00 (in words: five thousand zlotys).

§ 15 shall read as follows:

1. The following person was appointed to the first and next Management Boards of the Company:
 - 1) RAFAŁ LEWANDOWSKI, PESEL: 78012601759, address: POLAND 50-312 WROCŁAW, STEFANA ŻEROMSKIEGO 62 m. 2. Function: President of the Management Board.
2. The following person is appointed to the Management Boards by the Shareholders:
 - 1) LUIGI SPINA, identity document: passport, document No: YB5123078, issued by: MINISTRO AFFARI ESTERI E COOPERAZIONE INTERNAZIONALE, registered office: ITALY, country of issue: ITALY, date of birth: 24 October 1975, address: MALTA LQA1492 LUQA, TRIQ PAWLU MAGRI 49. Function: President of the Management Board.

The Resolution is adopted unanimously.

The document signed by:

1. I, LUIGI SPINA, accept this document and sign it on my own behalf.

Date and time of signature: 16 May 2024, 16:25:06.

Type of signature: Signed with a safe electronic signature verified via a valid qualified certificate.

As a result of introduced amendments, the Shareholders adopt the following harmonised text of the articles of association:

Articles of Association of a Limited Liability Company of 4 February 2024

Article 1

The appearing person:

1. LUIGI SPINA, identity document: passport, document No: YB5123078, issued by: MINISTRO AFFARI ESTERI E COOPERAZIONE INTERNAZIONALE, registered office: ITALY, country of issue: ITALY, date of birth: 24 October 1975, address: MALTA LQA1492 LUQA, TRIQ PAWLU MAGRI 49.

Certified Translation from Polish





Article 2

The name of the Company shall be: DIGITAL CRYPTO PAY SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ.

Article 3

The registered office of the Company shall be: WARSAW.

Article 4

The business of the Company shall involve:

- 1) (PKD 62) COMPUTER PROGRAMMING, CONSULTANCY AND RELATED ACTIVITIES
- 2) (PKD 63) INFORMATION SERVICE ACTIVITIES
- 3) (PKD 64.19.Z) OTHER MONETARY INTERMEDIATION
- 4) (PKD 70.22.Z) BUSINESS AND OTHER MANAGEMENT CONSULTANCY ACTIVITIES
- 5) (PKD 73) ADVERTISING AND MARKET RESEARCH

Article 5

The authorised capital of the Company amounts to PLN 5,000.00 (in words: five thousand zlotys) and is divided into 100 (in words: one hundred) shares for PLN 50.00 (in words: fifty zlotys) each.

Article 6

Shares in the Company shall be acquired by:

- 1) Shareholder: LUIGI SPINA, identity document: passport, document No: YB5123078, issued by: MINISTRO AFFARI ESTERI E COOPERAZIONE INTERNAZIONALE, registered office: ITALY, country of issue: ITALY, date of birth: 24 October 1975, address: MALTA LQA1492 LUQA, TRIQ PAWLU MAGRI 49, acquires 100 (in words: one hundred) shares of the total face value of PLN 5,000.00 (in words: five thousand zlotys).

Article 7

The term of the Company shall be indefinite.

Article 8

1. Shares in the Company shall be equal and indivisible. Each shareholder may hold more than one share.
2. One vote shall be attributed to each share.
3. Shares may be redeemed by consent of a shareholder through the acquisition of shares by the Company.





Article 9

Shares in the Company shall be acquired with contributions in cash.

Article 10

1. The Company's consent shall not be required to the disposal or pledge of shares.
2. A pledgee and user may exercise voting rights under a pledged or used share, if provided for by the legal action that establishes the limited material right and if the register of shares includes an entry of its establishment and the authorization to exercise a voting right.

Article 11

1. The Company may establish reserve and spare capitals.
2. The Management Board may make distributions due to the anticipated dividends for the financial year, if conditions required under the rules of law are fulfilled and, in particular, provided the Company holds sufficient funds to make distributions.

Article 12

Authorities in the Company shall be as follows:

- 1) the Management Board, and
- 2) the Shareholders' Meeting.

Article 13

1. The Management Board shall comprise minimum one member appointed and dismissed with a resolution of the shareholders. A resolution of the shareholders may determine functions of each Member of the Management Board.
2. The term of a member of the Management Board shall be 3 years.
3. The mandate of a member of the Management Board shall expire upon the expiration, dismissal, death, or resignation.

Article 14

Each member of the Management Board shall be authorised to make declarations on behalf of the Company alone.

Article 15

1. The following person was appointed to the first and next Management Boards of the Company:





Certified Translation from Polish

- 1) RAFAŁ LEWANDOWSKI, PESEL: 78012601759, address: POLAND 50-312 WROCŁAW, STEFANA ŻEROMSKIEGO 62 m. 2. Function: President of the Management Board.
2. The following person is appointed to the Management Boards by the Shareholders:
 - 1) LUIGI SPINA, identity document: passport, document No: YB5123078, issued by: MINISTRO AFFARI ESTERI E COOPERAZIONE INTERNAZIONALE, registered office: ITALY, country of issue: ITALY, date of birth: 24 October 1975, address: MALTA LQA1492 LUQA, TRIQ PAWLU MAGRI 49. Function: President of the Management Board.

Article 16

No resolution of the shareholders shall be required for disposing of rights or incurring liabilities of the value double-fold above the value of the authorised capital of the Company.

Article 17

1. A calendar year shall be the accounting year of the Company subject to section 2.
2. The first accounting year of the Company shall end on 31 December 2024.

The document signed by:

1. I, LUIGI SPINA, accept this document and sign it on my own behalf.
Date and time of signature: 16 May 2024, 16:25:06.

Type of signature: Signed with a safe electronic signature verified via a valid qualified certificate.

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Certified Translation from Polish



Certified Translation from Polish

Printout of information collected under Article 4(4aa) of the Act of 20 August 1997 on the National Court Register is a valid document issued by the Central Information Database and does not require a signature or stamp.

CENTRAL INFORMATION DATABASE OF THE NATIONAL COURT REGISTER

NATIONAL COURT REGISTER

/KRS/

Record as of 3 June 2024 hrs: 10:54:13

KRS No: 0001086250

UPDATING EXTRACT FROM THE REGISTER OF ENTREPRENEURS

Date of the entry in the National Court Register	7 February 2024		
The last entry	Number of the entry	4	Date of entry
	Ref. of entry	WA.XIII NS-REJ.KRS/28771/24/951	
	Court designation	DISTRICT COURT FOR THE CAPITAL CITY OF WARSAW IN WARSAW, 13TH COMMERCIAL DEPARTMENT OF THE NATIONAL COURT REGISTER	

SECTION 1

COLUMN 1	
1. Legal form	LIMITED LIABILITY COMPANY
2. REGON (Statistical No.) /NIP (Tax Identification No.) No.	REGON: 527702984, NIP: 5214056584
3. Company	DIGITAL CRYPTO PAY SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ
4. Former registration	---
5. Does the entrepreneur conduct an economic activity with other entities based on a civil partnership contract?	NO
6. Does the entrepreneur have the status of a public benefit organization?	NO

COLUMN 2 Registered office and address of the entity	
1. Registered office	Country: POLAND, province: MAZOWIECKIE, powiat: WARSAW, gmina: WARSAW, city/town: WARSAW
2. Address	22B BARTYCKA street, unit 21A, city/town: WARSAW, post-code: 00-716, post: WARSAW, country: POLAND
3. E-mail	-----
4. Website	-----

COLUMN 3 – Branches	
No entries	

COLUMN 4 – Information about the Articles of Association		
1. Information about the conclusion of or amendments to the articles of association of the Company	1	4 February 2024
	2	16 May 2024 AMENDMENTS: § 1, § 2, § 4, § 5, § 6, and § 15.



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COLUMN 5	
1. Life of the Company	INDEFINITE
2. Name of the paper assigned for the company's announcements other than Monitor Sądowy i Gospodarczy.	-----
3. A shareholder may hold:	MORE THAN ONE SHARE
4. Remark on personal powers or participation titles of any specified shareholders given in the Statute.	*****
5. Are the bondholders entitled to the profit share?	*****

COLUMN 6 – Information on the manner of the company establishment
No entries

COLUMN 7 – Shareholders	
1	
1. Surname/Business name or company	SPINA
2. First names	LUIGI
3. PESEL /REGON or date of birth	-----, 24 October 1975
4. KRS No.	*****
5. Shares held by the shareholder	100 SHARES OF THE TOTAL VALUE OF PLN 5,000.00
6. Does the shareholder hold all the shares?	YES

COLUMN 8 – Company capital	
1. Total initial capital	PLN 5,000.00
SUB-COLUMN 1 – Contribution in kind	
No entries	

COLUMN 9 – Not applicable
No entries

Column 10 – Not applicable
No entries

Column 11 – Not applicable
No entries

Column 12 – Note on the participation in the group of companies
No entries

SECTION 2

COLUMN 1 – Bodies entitled to represent the entity	
1. Body authorised to represent the entity	MANAGEMENT BOARD
2. Manner of representation	EACH MEMBER OF THE MANAGEMENT BOARD ACTING ALONE IS AUTHORISED TO MAKE REPRESENTATIONS ON BEHALF OF THE COMPANY.

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Sub-column 1		
Particulars of the Board members		
1	1. Surname/Business name or company	SPINA
	2. First names	LUIGI
	3. PESEL /REGON or date of birth	-----, 24 October 1975
	4. KRS No.	*****
	5. Function	PRESIDENT OF THE BOARD
	6. Has the person been suspended in activities?	NO
	7. Suspension dates	-----

COLUMN 2 – Supervisory bodies
No entries

Column 3 – Proxies
No entries

SECTION 3

COLUMN 1 – Company business		
1. Core business	1	64, 19, Z, OTHER MONETARY INTERMEDIATION
2. Other business of the Company	1	62, , , COMPUTER PROGRAMMING, CONSULTANCY AND RELATED ACTIVITIES
	2	63, , , INFORMATION SERVICE ACTIVITIES
	3	70, 22, Z, BUSINESS AND OTHER MANAGEMENT CONSULTANCY ACTIVITIES
	4	73, , , ADVERTISING AND MARKET RESEARCH

COLUMN 2 – Notes on filed documents
No entries

COLUMN 3 – Reports of the Capital Group
No entries

COLUMN 4 – Objects of statutory activity of a public benefit organisation
No entries

COLUMN 5 – Information on the day that ends the financial year	
1. Date that ends the first financial year for which the financial statements were to be submitted	31 DECEMBER 2024

SECTION 4

COLUMN 1 – Outstanding dues
No entries

COLUMN 2 – Liabilities
No entries

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COLUMN 3 – Information on the dismissal of the motion for the declaration of bankruptcy pursuant to Article 13 of the Act of 28 February 2003 Bankruptcy Law or about securing assets of a debtor in the bankruptcy proceedings or in restructuring procedure or after valid discontinuation of restructuring procedure

No entries

COLUMN 4 – Information about the enforcement proceedings conducted against the entity and discontinued as the sum received from the enforcement would exceed the costs of enforcement

No entries

SECTION 5

COLUMN 1 – Trustee

No entries

SECTION 6

COLUMN 1 – Liquidation

No entries

COLUMN 2 – Information about dissolution or nullification of the company

No entries

COLUMN 3 – Not applicable

No entries

COLUMN 4 – Information about a merger, division or transformation

No entries

COLUMN 5 – Bankruptcy proceedings

No entries

COLUMN 6 – Information about proceedings for an arrangement with creditors

No entries

COLUMN 7 – Information about relief proceedings

No entries

COLUMN 8 – Information about suspending the business activity

No entries

Printout date 3 June 2024

The address of the website where register information is available: prs.ms.gov.pl

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NOTARY PUBLIC OFFICE

Hanna Kacprzak-Kucharska, Notary Public

Plac Konstytucji 4 lok. 39

00-552 Warszawa

Tel./fax +48 22 621 93 32 or 22 629 08 61

e-mail: kacprzak@notariusze.waw.pl

This third of June twenty twenty-four (03.06.2024), I, Hanna Kacprzak-Kucharska, Notary Public in Warsaw, **certify the conformity of the above extract** prepared at my Notary Public Office at Pl. Konstytucji 4 lok. 39 in Warsaw, **to the document displayed.**

FEES COLLECTED: -----
as a notary public fee under Article 13 of the Regulation by the Minister of Justice of 28 June 2004 on maximum notary public fees (the harmonised text in the Journal of Laws from 2020, Item 1473, as amended), ----- PLN 54.00
as value added tax under Article 41(1) in relation to art. 146ea of the Act of 11 March 2004 on value added tax (the harmonised text in the Journal of Laws from 2024, Item 361, as amended), at 23% ----- PLN 12.42

REPERTORY A No 2568/2024

*[a seal: HANNA KACPRZAK-KUCHARSKA, NOTARY PUBLIC IN WARSAW *1*]*

Hanna Kacprzak-Kucharska
Notary Public

[an illegible signature]

I hereby certify the authenticity of the signature appended by **Hanna Kacprzak-Kucharska**, Notary Public, and the official seal of **Hanna Kacprzak-Kucharska**, Notary Public.

Adm.518.1971.2024

Stamp duty of PLN 26.00 collected.

Warsaw, this 4 June 2024

[a stamp: Authorised by the Chairperson of the Regional Court in Warsaw, VISITING JUDGE for Civil Issues, Retired Regional Judge, Krystyna Dymek Włodarczyk]

[an illegible signature]

(signature of the authorising person with the official function)

*[a seal: REGIONAL COURT in Warsaw *12*]*

(official seal)



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APOSTILLE

1. Country: **Republic of Poland**
This public document
2. has been signed by **Krystyna Dymek**
3. acting in the capacity of **Chairperson**
4. bears the seal/stamp of the **Regional Court in Warsaw**
certified

5. at Warsaw,
6. on **12 June 2024**
7. by the Ministry of Foreign Affairs
8. No **33776/2024**
9. seal/stamp:

[seal: Ministry of Foreign Affairs *10*]

10. Signature: [an illegible signature]

[an illegible signature]

[stamp: Elżbieta Hryciuk, Legalization Unit, CONSULAR DEPARTMENT]

This is certified translation from Polish. Consistency of the foregoing with the original document presented, hereby confirmed with the signature and seal of office. Krzysztof Wierzbowski, sworn translator and interpreter of the English language, Reg. No. TP/3390/05.

Gdańsk, 14 June 2024
Translator's Records No 851/2023

