



HE 464220

HE 44

Ο ΠΕΡΙ ΕΤΑΙΡΕΙΩΝ ΝΟΜΟΣ, ΚΕΦ. 113
Άρθρο 15(1)

ΠΙΣΤΟΠΟΙΗΤΙΚΟ ΣΥΣΤΑΣΗΣ ΕΤΑΙΡΕΙΑΣ

ΠΙΣΤΟΠΟΙΕΙΤΑΙ ότι, η

OZIAS HOLDINGS LIMITED

συστάθηκε σήμερα, με βάση τον Περί Εταιρειών Νόμο, Κεφ. 113, ως Εταιρεία
Περιορισμένης Ευθύνης.

Υπογράφηκε στη Λευκωσία στις 16 Αυγούστου, 2024

.....
Έφορος Εταιρειών



HE 464220

MINISTRY OF ENERGY, COMMERCE AND INDUSTRY
DEPARTMENT OF REGISTRAR OF
COMPANIES AND INTELLECTUAL PROPERTY
NICOSIA

16 August, 2024

CERTIFICATE

OZIAS HOLDINGS LIMITED

It is hereby certified that, in accordance with the records kept by this Department, the following are the Director and Secretary of the above Company:

Director

Country of Nationality

ONE WORLD SERVICES LIMITED

Prodromou, 75
ONEWORLD PARKVIEW HOUSE, 4th floor
2063, Nicosia, Cyprus

Secretary

Country of Nationality

ONE WORLD SECRETARIAL LIMITED

Prodromou, 75
ONEWORLD PARKVIEW HOUSE, 4th floor
2063, Nicosia, Cyprus

For Registrar of Companies

ANNITA CHRISTODOULOU

HE 464220

MINISTRY OF ENERGY, COMMERCE AND INDUSTRY
DEPARTMENT OF REGISTRAR OF
COMPANIES AND INTELLECTUAL PROPERTY
NICOSIA

16 August, 2024

CERTIFICATE

OZIAS HOLDINGS LIMITED

It is hereby certified that, in accordance with the records kept by this Department
the following are the Shareholders of the above Company :

<u>Names and Addresses</u>	<u>Class (value)</u>	<u>No. of Shares</u>
ONE WORLD FIDUCIARIES LIMITED Prodromou, 75 ONEWORLD PARKVIEW HOUSE, 4th floor 2063, Nicosia, Cyprus	ORDINARY (EUR 1.00)	1000

for Registrar of Companies

ANNITA CHRISTODOULOU

COMPANIES LAW, CAP. 113

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES

OF ASSOCIATION

(Translation)

OF

OZIAS HOLDINGS LIMITED

CERTIFICATE

It is hereby certified that the present document
is a true and correct translation in English
of the Greek Memorandum and Articles
of Association of the above company.

ONEWORLD LTD
ONEWORLD PARKVIEW HOUSE
75 PRODROMOU AVENUE
NICOSIA – CYPRUS

Incorporated on this, the..... day of2024

COMPANIES LAW (CAP. 113)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

OZIAS HOLDINGS LIMITED

1. The name of the Company is:

OZIAS HOLDINGS LIMITED

2. The registered office of the Company will be situated in Cyprus.

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

- (1) To carry on the business of an investment holding company and for this purpose to acquire and to hold as an investment, immovable property, shares, stock, debentures, debenture stock, bonds, notes, obligations and securities issued or not, or guaranteed or not by any Government or public body or public authority in any part of the world, and to acquire any such immovable property and any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription contract, tender, purchase, exchange or otherwise, and whether or not these have been fully paid, and to subscribe for the same subject to such terms and conditions as may be thought fit and to exercise and enforce all rights and powers conferred by or incidental to the ownership of any such immovable property and any such shares, stock, debenture stock, bonds, notes, obligations or securities.
- (2) 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 works of general trade business, importing, exporting, buying, selling, exchanging or in any other way trading of goods and products of any kind and any denomination, including the necessary containers required for the placing, packing and transportation of the said goods, either on cash basis, or on credit, or on hire purchase or against any other consideration.
- (3) To carry out the business of an Internet Service Provider by providing web hosting and caching services and services for connection to a network. The services shall include:
 - (a) Providing to users of its service the ability to communicate by means of a computer system, and
 - (b) Processing or storing computer data on behalf of such communication service or users of such service.

- (4) To carry out every type of lending business from its own funds, which should include but not to be restricted to financial, monetary, financing and other activities which usually may be carried out in any part of world by financiers and more specifically (but without prejudice to the generality of those mentioned above): to deposit, lend or advance money, stocks and shares or property with or without security and generally to allocate or to arrange loans and grants of any nature and description.
- (5) To carry on the business of consultants, intermediaries, promoters, experts, technical and economic advisors, market research consultants, analysts, and administrators on every general topic, and for any commercial, technical, economical, manufacturing, industrial and other business of any nature and description, and to acquire and provide services, of any nature and description, and to establish, manage and administer companies, organisations, and services of any nature and description.
- (6) To acquire, let on lease, purchase, sell, manufacture, repair, alter, maintain, exchange or assign any rights of purchase, ownership and lease of every kind of equipment, means of transportation, installations, machinery, accessories, tools, apparatus, substances, articles or things which are useful or necessary for the carrying out or for the performance or for the execution of all or any of the objects of the company and to employ and engage any persons, employees and personnel in general and make it available for the performance of any of the objects of the Company.
- (7) To purchase, manufacture, hire and in any way acquire, possess, use and alienate any type of vehicles, installations, machinery and apparatus for all and any purpose or use.
- (8) To employ for themselves or for third parties, to supply or to secure specialised and non-specialised personnel and workers, for work of any nature and for the needs of companies of any nature, or persons in any country and also to offer services of any nature, including consultancy services for the employment of personnel and labour of any nature and also the procuring and supplying of materials and services of any nature.
- (9) To engage, employ artists, actors, singers, entertainers, authors, composers, producers, directors, engineers, experts or specialists of any sort or act as agent for the same.
- (10) To provide or assist in providing financial services of every kind including (but not limited to) hire purchase credit sale or sale on deferred payments, or similar transactions, and to acquire bills of exchange, merchandise, hire purchase agreements or other agreements, or any chose in action, options or rights of any kind.
- (11) To promote business, and in particular to form, establish, assist and control any companies, associations, businesses or undertakings whatsoever.
- (12) To establish, operate and manage any kind of manufacturing, packing or storing enterprises or business as the Company may from time to time determine.

- (13) To engage in and carry on the business of designers, manufacturers, processors and packers, commission agents and dealers in goods, chattels, products, metals, minerals, machinery and merchandise of all kinds.
- (14) To engage in and carry on scientific research in any branch, including the registration in any country, of acquisition rights, inventions, patents, trademarks, designs and similar privileges, and to acquire by purchase or otherwise and own, sell, lease or otherwise dispose of or deal in the same, and for the purposes aforesaid or any of them to acquire, construct, maintain, supervise and operate laboratories and research centres, as well as factories and workshops for the manufacture and processing of products.
- (15) To acquire by purchase or otherwise and hold as investment, or otherwise any intentions, improvements, processes, patents, applications, trademarks, trade names, trade secrets, labels, designs, licenses, brands, formulas and the like and to sell, exchange, grant licenses or vary the same as the company may, from time to time, determine.
- (16) To carry on any kind of business connected with catering, hotels and the tourist industry.
- (17) To carry on all kinds of exploration business, and in particular to search for, test, examine and explore mines and grounds supposed to contain metals, minerals, ores, oil or precious stones, and to search for and obtain information with regard to mines, mining claims, mining districts and localities.
- (18) To purchase, take on lease or otherwise acquire, and to sell, dispose of and deal with mines, oil wells, mining rights, oil rights and mineral rights and property containing or supposed to contain metals, minerals, ores, oil or precious stones of all kinds, and undertakings connected therewith and work, exercise, develop mines, oil wells, therewith, and to win, obtain, quarry, smelt, calcite, refine, process and prepare for market and deal in all kinds of metals, minerals, ores, oil and precious stones.
- (19) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person, firm or Company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (20) To participate in the management, supervision and control of any business or work of any company or enterprise and for this purpose to appoint and remunerate any directors, managers, accountants, experts, agents or other representatives.
- (21) To amalgamate, partner with, participate in profits, merge, co-operate in any way with any person natural or legal, dealing with or currying out any business, work, act, work which the company has power by virtue of this memorandum to do or which in the opinion of the directors can be done in parallel to the business of the Company or in a way serving directly or indirectly the objects of the Company.
- (22) To acquire either in part or as a whole the movable or immovable property or the obligations of any person or persons, legal or physical, and of any description. So long as the Company deems them capable of promoting its business and contribute to its success.

- (23) To enter into contracts, agreements and arrangements with other companies, person or persons, legal or physical and of whatever description, on lawful consideration and to carry on their behalf, any kind of business connected with the objects of the Company.
- (24) To enter into partnerships or any other arrangements for participation in profits or interest, and into cooperation, joint ventures or otherwise with other persons or person, legal or physical, or with other enterprises carrying on or engaged in business or commercial transactions capable of being directly or indirectly beneficial to the Company.
- (25) To invest and manage the capital and monies of the Company in such shares or other investments, mortgages or pledges as it would be deemed fit or in such a way as the directors may from time to time decide, as well as to subscribe for, take, buy or otherwise acquire and possess shares or other interests in other companies or debentures or other securities in same.
- (26) To enter into any arrangement with any Government or Authority, local municipal or otherwise, which is considered as conducive to the attainment of the objects of the Company or of any of them, to obtain by such arrangement, concessions, rights or privileges, which, as a whole or each one separately the Company would wish to obtain and use.
- (27) To register, change seat or be recognised in any country or place and to comply with any necessary or advantageous conditions for the purpose of ensuring the functioning of the Company in such country or place and to establish local representatives or offices therein for the carrying on of its business.
- (28) To remunerate any person or firm rendering services to the Company or working for the Company either by payment of money or by the issue of shares as fully or partly paid up or by granting a dividend or interest in the profits of the Company.
- (29) To lend or advance money to third persons whether natural or legal and under such conditions and in such manner as it would be deemed advisable and especially, to its members, customers, and to persons dealing with the company, whether or not the Company has received any consideration in return.
- (30) To provide compensations and or indemnities or guarantees to third persons either legal or physical, whether or not it has received any consideration in return, by mortgaging or charging of the property of the Company or otherwise.
- (31) To borrow, raise money, seek, or insure or secure obligations whether of the company or any other third party incorporated or physical either with or without the company receiving any consideration in return and for this purpose to mortgage and encumber the business and the whole or any part of its immovable and movable property, present or future, in any way the Company would deem fit, including the issue, at nominal value or increased value or value below the nominal one, of debentures or stock perpetual or otherwise, charged upon all or any of the property of the Company (present or future), including its uncalled capital and, further or additionally, to secure any securities of the Company by trust or other security and to purchase, redeem or otherwise pay off any such securities.

- (32) To draw, accept, endorse, negotiate, redeem, discount and execute promissory notes, bonds, bills of exchange and other instruments of title payable to order or to the bearer.
- (33) To purchase, take under lease or exchange, let or otherwise acquire, use and possess or mortgage, sell, gift or otherwise alienate any property or any interests, land, buildings, easements, rights privileges, concessions, machineries, patents, installations, goods or any other movable or immovable property of any kind.
- (34) To erect, construct, commence constructing, extend, convert and maintain any buildings, works and machinery.
- (35) To advertise either on its own or through special, governmental or private bodies, the businesses of the Company or any of them, in any way the Company would deem fit.
- (36) To sell or otherwise dispose of part or the whole of the business or the property of the Company either in return of consideration or not.
- (37) To distribute in specie amongst the members of the Company part or the whole of the property or the business of the Company and at any time, as well as in case of its dissolution.
- (38) To establish and maintain or procure the establishment and maintenance of any pension, provident fund or other superannuation funds with or without contributions, for the benefit of any persons and to give or procure the giving of donations, gratuities, pensions allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any subsidiary company, or to persons who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and the wives, husbands, widows, widowers, families and dependents of any such persons, and also to establish and subsidize and subscribe to any institutions, associations, clubs or funds which are for the benefit of or advancement of the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and make payments to or towards the insurance of any such person as aforesaid, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (39) To participate in or otherwise aid any charitable or philanthropic body or purpose or other purpose of public benefit.
- (40) To pay all expenses related to the formation and registration of the Company.
- (41) To do all or any of the above acts either alone or in conjunction with others in any legal capacity for any reason or purpose.
- (42) To do any act which in general shall be deemed useful, helpful, beneficial, or advantageous for the achievement of the above object or any of them.

4. The liability of the members is limited.
5. The share capital of the Company is EURO €1.000 divided into 1.000 ordinary shares of EURO €1 each with the right of the company to increase or reduce the said capital by the issue of ordinary shares or shares of various classes in the original or any increased capital may be divided into several classes.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we agree to take each the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Description of Subscribers	Number of Shares taken by each Subscriber
ONE WORLD FIDUCIARIES LIMITED Company Limited by Shares Registration No. HE133470 Prodromou, 75 ONEWORLD PARKVIEW HOUSE, 4 th floor 2063, Nicosia, Cyprus	1000 (One Thousand Shares)

Dated this 12 day of August 2024

WITNESS to the above signatures:

MARIA ZARKOS

.....
Accountant
1A, Lythrankomis Street
2324 Lakatamia
Nicosia

TRANSLATED
TRUE COPY
FOR REGISTRAR OF COMPANIES
ANNITA CHRISTODOULOU
19/08/2024

COMPANIES LAW (CAP. 113)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

OZIAS HOLDINGS LIMITED

PREAMBLE

Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Companies Law Cap. 113 or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Subject to the provisions and privileges herein contained, the Regulations of Part 1 of TABLE A of the First Schedule of the Companies Law, CAP. 113, with the exception of Regulations 11, 24, 25(a), 53, 58, 60, 77, 79, 88(a), 89 to 93, 98, 111(a), 112 and 113 shall apply and in the event of any conflict between them, the present Regulations contained in these Articles shall prevail.

It is understood that when and as long as the Company has one and sole member the following shall apply:

- (i) Subject to the provisions and privileges herein contained, the Regulations of Part 1 of TABLE A of the First Schedule of the Companies Law, CAP. 113, with the exception of Regulations 11, 24, 25(a), 53, 58, 60, 77, 79, 88(a), 89 to 93, 98, 111(a), 112 and 113 shall apply and in the event of any conflict between them, the present Regulations contained in these Articles shall prevail.
- (ii) The Company is a private company and has one and sole member.
- (iii) The sole member of the Company carries out all the powers of the general meeting under the present Law, provided always that the decisions that will be made by this member in general meetings will be recorded in minutes or will be made out in writing.

- (iv) The contracts concluded between the sole member and the Company are recorded in minutes or are made out in writing unless they relate to current affairs of the Company that are concluded under normal circumstances.

NATURE OF COMPANY

1. The Company is a private Company, and consequently:
 - (a) The right to transfer shares is restricted in the manner hereinafter prescribed.
 - (b) The number of members of the Company is limited to fifty (exclusive of persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment members of the Company and have continued to be such after termination of such employment). Provided that where two or more persons hold jointly one or more shares in the Company, they shall for the purpose of this Article be treated as a single member.
 - (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 bearer.

RIGHT OF LIEN

2. The Company shall have a first and paramount lien on every share for all monies (whether immediately payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person for all monies immediately payable by him or his estate to the Company but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

SHARE CAPITAL

3. The Company may from time to time by special resolution increase its share capital by such amount to be divided in shares of such amount and to be issued to such persons and under such terms as the resolution may prescribe.
4. All shares approved to be issued shall be offered to the members in proportion to the number of shares already held by them and such offer shall be made by notice specifying the number of shares which each member is entitled to be allotted and restricting the time in which the offer if not accepted, shall be deemed as having been declined and after which time or on receipt of a declaration by the member to whom such a notice is given that he declines to accept the shares offered, the directors may allot or otherwise dispose the same to such persons and under such conditions as they would deem fit.
5. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except as otherwise provided by these Articles or by law or by an order of a Court of a

competent jurisdiction) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

6. Notwithstanding any provision of Article 5 above, but always subject to the provisions of section 112 of the Law, the Company may if it so desires and if it has been notified in writing thereof, recognise the existence of a trust on any share although it may not register the same in the Register of Members of the Company. Such recognition by the Company is made known to the trustees by letter and is irrevocable as long as such trust remains in existence, even though the trustees or any of them may be replaced.

TRANSFER OF SHARES

7. The Directors may, independently of any other provision of the Articles, but subject to Article 8 herein below, in their absolute discretion and without assigning any reason thereof, decline to register the transfer of any share to any person of whom they do not approve, whether or not it is a fully paid share, and may also decline to register the transfer of any share on which the Company has a legal lien.
8. Notwithstanding any other provision in these Articles, the following transfers of shares to members or non-members of the Company, either by sale, exchange, gift, transmission by law or otherwise are freely permitted and the directors shall forthwith approve any such transfer and shall proceed to the registration of the same in the Register of Members of the Company:
 - (a) Transfer to father, mother, spouse, child, grandson or grand daughter of the transferor (in these Articles called "members of the family").
 - (b) If the member is a trustee, transfer to another trustee or trustees if any previous one or ones were replaced.
 - (c) Transfer by a trustee or trustees to the beneficial owner/s, provided that the existence of the trust has been recognised by the company in accordance with article 6 above.
 - (d) Transfer by a member to a company which such member controls. For the purposes of this paragraph a company is deemed to be controlled if the controlling person, physical or legal, holds therein more than 50% of the voting rights).
 - (e) Transfer by a member-company to its shareholder (legal or physical person) provided that such shareholder is holding more than 50% of the voting rights in the member-company (transferor).
 - (f) Transfer by member-company to another company which is a subsidiary or holding of the transfer or company or to another company controlled by such subsidiary or holding company. For the purposes of this paragraph the words subsidiary and holding company have the usual meaning and the word "controlled company" means holding in such company more than 50% of the voting rights.
9. No transfer of shares to any member of the Company or not, which is not prescribed by these Articles to be freely allowed may be effected as long as any member wishes to buy such share at its share value as herein below provided.

10. Every member who desires to transfer any shares (hereinafter called the "vendor") shall give to the Company notice in writing of such desire (hereinafter called the "notice of sale"). The notice of sale must state the amount of shares the vendor desires to transfer and the amount that he considers to be the fair value for each share. The notice of sale shall constitute the Company as the vendor's agent for the sale of the shares to any member/s of the Company (hereinafter called the "buying members"), at the price fixed as aforesaid or if any buying member so elects, at the fair value fixed by the company's auditor (hereinafter called the "auditor") as described under regulation 14 below. A notice of sale cannot be revoked except with the prior permission of the directors.
11. The Company shall, within seven days from the service of the notice of sale as described above, notify in writing all its members of the number of shares offered for sale and of the fair value stated by the vendor. This notice must also include an invitation by the Company to all its members to state in writing, within twenty-eight days from the day of service of such notice, whether they wish to buy any of the shares offered for sale and in case of an affirmative answer, the maximum number of shares they wish to buy.
12. Upon expiration of the aforesaid time limit of twenty-eight days, the Company shall distribute the shares offered for sale to the members who have expressed their wish to buy them in accordance with the above provision and in case such members are more than one, shall distribute the said shares as far as possible to the proportion of the shares that such members already hold. No member shall be obliged to buy more shares than the number he had specified.
13. After the distribution of the shares by the Company as aforesaid, the Company shall have the obligation to notify this to the vendor. Upon such notification and upon payment of the fair price determined under regulation 10 or 14, the vendor shall be obliged to transfer the shares to the buyers.
14. In case that the buying members or any of them disagree with the fair value of any share as stated by the vendor, they can submit a request to the auditor of the company to certify in writing within 10 days from the request, the amount which in his opinion represents the fair value. Such an amount shall be considered as the fair value of the shares. The auditor in exercising the above power shall be considered to be acting as an expert and not as an arbitrator and consequently the provisions of the Arbitration Law Cap. 4 shall not apply. The auditor in calculating the reasonable price may use the services of another professional i.e. chartered valuer.
15. In case the vendor omits to transfer the shares, which he is obliged to transfer under the above provisions, the Company shall proceed to collect the consideration for the shares and shall register in the Register of Members the names of the buying members as beneficial holders. The Company as trustee shall hold the consideration received as above for the vendor and a receipt by the Company of the consideration shall constitute a discharge of the buying members of the obligation to pay same. And upon the entry of their names on the Register of Members under this regulation no dispute can be entertained as to the validity of this procedure by any person.
16. In case the sale of all the shares offered for sale is not achieved in the manner above provided, the vendor shall be at liberty at any time within the period of three months after the expiration of the said period of 28 days and subject to regulation 7 above, to sell and transfer any of the un-disposed shares to any person and at any price.

17. Notwithstanding any other provisions of the Articles, no share shall be given by a member as a pledge or as security for a loan, debt or obligation without the sanction of the directors, and the directors shall decline to register or recognize any such pledge or security given in contravention of this Article, which pledge or security shall not be valid towards the Company, save as otherwise provided by law.

GENERAL MEETINGS

18. Each member shall not be entitled to appoint more than one proxy to attend on the same occasion.
19. All notices and other communication relating to a General Meeting which each member is entitled to receive shall also be given to the auditors of the Company.
20. No business shall be transacted at any General Meeting unless a quorum of members is present (including presence via teleconference) at the time when the Meeting proceeds to business. Save as herein otherwise provided, any member/s present in person or by proxy holding in total at least 51% of the issued share capital, shall constitute a quorum.
21. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded: -
- (a) by the chairman, or
 - (b) by at least one member, present in person or by proxy.

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

22. The chairman of a General Meeting has no second or casting vote.
23. Subject to the provisions of the Law, 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 - or being corporations by their duly authorized representatives - shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

DIRECTORS

- 24.
- (a) The number of the directors shall be from one to seven and may be increased or reduced by an ordinary resolution of the Company.
 - (b) The number of the first directors within the aforesaid limits and their names shall be determined by the subscribers to the Memorandum of Association of the Company.
 - (c) The aforesaid first directors shall hold their post until the first Annual General Meeting.

25. It shall not be necessary for a director to be a registered holder of shares in the Company in order to be a director, and in such case he shall be entitled to receive notice and attend all the General Meetings of the Company.
26. The directors may exercise all the powers of the Company, to borrow or raise money, to mortgage or charge the undertaking of the Company, its property and uncalled capital, as well as to issue debentures, debenture stock and other securities as security for any debt, loss or obligation of the Company or of any other third party legal or physical including also themselves.
27. The directors may meet together for the dispatch of their business, adjourn and otherwise regulate their meetings as they deem fit. Where the number of the directors is two (2) or more, two directors shall constitute a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall not have a second or casting vote. A director may and the secretary, on the requisition of a director, shall, at any time, summon a meeting of the directors.
28. Each director may vote as director in respect of any contract or arrangement in which he is personally interested or in respect of any other matter referred to in section 191 of the Companies Law and if he does so vote his vote shall be counted and shall, also, be counted in the quorum present at the meeting when considering such contract or arrangement.
29. Each director may at any time and from time to time by a Power of Attorney duly made and attested appoint any person, director or not to be an alternate director in his place and for any period of time he may fix, and such alternate director shall during such period be entitled to attend and vote in any meeting of the directors and he shall generally have and exercise all rights powers and duties of the director appointing him, provided always that the appointer director may at any time revoke such appointment and in case of death or disability of the appointer director or in case in which the latter ceases for any reason to be a director the appointment shall be terminated ipso facto and shall be of no effect. If an alternate director is already a director of the Company, he shall have a separate vote, as alternate director and shall be counted separately for the purposes of constituting a quorum.
30. Any person acting as alternate director shall be deemed to be an officer of the Company and he shall be personally liable to it for his acts and omissions and his remuneration shall be paid out of the remuneration of the director appointing him and shall consist of such part of such remuneration as it may be agreed between the appointer director and his alternate.
31. A resolution in writing, signed, or approved by letter or email by all the directors, or the alternate directors, shall be as valid and effective for all purposes as if the same had been passed at a meeting of the directors duly convened and held.
32. The directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow of or dependents of any person in respect of services rendered by him to the Company whether as director or director in any executive office or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company notwithstanding that he may be or may have been a director of the Company and the Company may make payments towards insurances or trusts for such purposes in respect of such pensions, annuities and allowances in the terms of engagement of any such person, without being precluded from granting such

retirement pensions or annuities or other gratuities or allowances including allowances of death not as a part and independently of the terms of any engagement but upon the retirement, resignation or death of any such person as the board of directors may decide.

PLACE OF CONVENTION OF DIRECTORS' MEETINGS AND GENERAL MEETINGS

33. Notwithstanding any provision contained in the Articles applicable to the Company, the meetings of the directors, as well as the General Meetings of the Company (ordinary or extraordinary) may be convened and held either in Cyprus or abroad, in any city or at any place as the majority of the directors or the members, as the case may be, may require in writing.
34. The General Meetings of the Company (ordinary or extraordinary) may be held via a conference call or videoconferencing or any other means whereby persons present may simultaneously hear and be heard by all the other persons present and the persons who participate in such a manner are considered to be present at the General Meetings of the Company. In such a case the General Meetings of the Company shall be deemed to have taken place at the offices of the Company.

COMPANY'S SEAL

35. The seal of the Company shall only be used by the authority of the directors and every instrument to which the seal shall be affixed shall be signed by one director or alternate director, or by the secretary. The Company may have an official seal, in addition to the aforesaid common seal, which shall be as provided by s.36 (1) of the Law and for use as therein provided.

NOTICES

36. Notices are served by the Company to its members either personally or by post, by electronic mail (email) or facsimile and are sent to them or to their registered address. In case where notices are posted, they shall be deemed served, provided they are properly mailed and properly addressed and paid for, when 24 hours have passed since they were mailed. In the case of notices served by electronic mail (email) or facsimile, they are considered to have been served upon sending, provided that there is the relevant transmission confirmation.
37. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of Members in respect of the said share.
38. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it by prepaid post, addressed to them by name, or by the title of representative of the deceased, or trustee in bankruptcy, or by any like description, at the address, if any, supplied for this purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

39. Notice of every General Meeting shall be given in the above-described manner to:
- (a) all members other than those members that have not communicated to the Company an address for the purpose of notice service; and
 - (b) every person upon whom the ownership of a share devolves by reason of being a legal personal representative or a trustee in bankruptcy of a member where the Member but for his death or bankruptcy would have been entitled to receive notice of the General Meeting; and
 - (c) the auditor of the Company at the time.

No other person shall be entitled to receive notices of General Meetings.

**NAMES, ADDRESSES AND
DESCRIPTION OF SUBSCRIBERS**

SIGNATURES

ONE WORLD FIDUCIARIES LIMITED

Company Limited by Shares
Registration No. HE133470
Prodromou, 75
ONEWORLD PARKVIEW HOUSE,
4th floor
2063, Nicosia, Cyprus

Dated this12.....day ofAugust.....2024

WITNESS to the above signatures:

MARIA ZARKOS

.....
Accountant
1A, Lythrankomis Street
2324 Lakatamia
Nicosia

TRANSLATED
TRUE COPY
FOR REGISTRAR OF COMPANIES
ANNITA CHRISTODOULOU
19/08/2024

I hereby confirm that the
above Memorandum and
Articles of Association
was prepared by me.

Signed.....

ELINA DEMETRIOU
Lawyer
8 Kennedy Avenue
Athienitis Building
1st Floor, Office 103
1087 Nicosia

HE 464220

HE 44

THE COMPANIES LAW, CAP. 113
Section 15(1)

CERTIFICATE OF INCORPORATION

IT IS HEREBY CERTIFIED that,

OZIAS HOLDINGS LIMITED

has this day been incorporated under the Companies Law, Cap. 113 as a Limited Liability Company.

Given under my hand in Nicosia on the 16th of August, 2024

.....
Registrar of Companies

TRANSLATED TRUE COPY

for Registrar of Companies

16 August, 2024

ANNITA CHRISTODOULOU

ΚΥΠΡΙΑΚΗ
REPUBLIC



ΔΗΜΟΚΡΑΤΙΑ
OF CYPRUS

HE 464220

MINISTRY OF ENERGY, COMMERCE AND INDUSTRY
DEPARTMENT OF REGISTRAR OF
COMPANIES AND INTELLECTUAL PROPERTY
NICOSIA

16 August, 2024

CERTIFICATE

OZIAS HOLDINGS LIMITED

It is hereby certified that, in accordance with the records kept by this Department,
the Registered Office of the above Company is situated at:

Prodromou, 75
ONEWORLD PARKVIEW HOUSE, 4th floor
2063, Nicosia, Cyprus

For Registrar of Companies

ANNITA CHRISTODOULOU