

Baaten | Alexander | Berends

CIVIL LAW NOTARY SERVICES

Gaitoweg 2, Curaçao

T (5999) 737 1111

F (5999) 737 1133

info@baatenlaw.com

www.baatenlaw.com

Miguel L. Alexander, LL.M., *Of Counsel*

Corinne A.P. Baaten, LL.M., *civil law notary*

Natasja M. Alexander, LL.M., *deputy civil law notary*

Mandy A. Berends, LL.M., *deputy civil law notary*

Carol A. Krekko, *deputy civil law notary*

INCUMBENCY CERTIFICATE

The undersigned:

Cornelia Alfonsina Petronella Baaten, LL.M., a civil law notary, practicing in Curaçao, herewith certifies:

that the limited liability company **Riviera Entertainment N.V.**, established in Curaçao, and registered with the Commercial Register of the Chamber of Commerce and Industry in Curaçao under number 156650, hereinafter also referred to the "Company", has been legally incorporated under the name Champion Group Media N.V., by notarial deed executed on February 3rd, 2021;

that the articles of incorporation of the Company have been duly amended by notarial deed executed on March 24th, 2023, whereby the name of the Company has been duly changed into **Riviera Entertainment N.V.**;

that in accordance with information received from the Commercial Register of the Chamber of Commerce and Industry in Curaçao the registered office of the Company is:
Korporaalweg 10, Curaçao;

that in accordance with information received from the Commercial Register of the Chamber of Commerce and Industry in Curaçao the managing director A of the Company is:
Xecutive Corporate Management B.V., a private limited company, established in Curaçao;

that pursuant to article 15 paragraph 1 of its Articles of Incorporation, the Company shall be represented by a managing director A separately or by a managing director A acting jointly with a managing director B;

that in accordance with a scan of a true copy of an extract of the shareholders register of **Riviera Entertainment N.V.**, the shareholder of the Company is:

Gabor Kispeter, holder of one hundred (100) shares, numbered 1 u/i 100, with a nominal value of one Euro (€1.00);;

that the Undersigned has neither seen nor reviewed the underlying share transfer agreements relevant to the shareholding mentioned in aforementioned copy of the shareholders register;

- a scan of a true copy of the extract of shareholders register as certified by the managing director of the Company;
- a certified excerpt from the Commercial Register of the Chamber of Commerce and Industry in Curaçao of the Company;
- a certified copy of the Register of Directors of the Company;
- a copy of the governing articles of association of the Company in English.

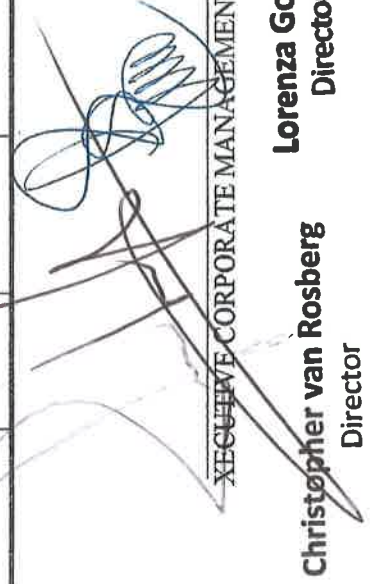
In witness whereof the undersigned has set her hand hereunto after having affixed her official seal of office on this twenty-second day of November of the year two thousand and twenty-three.



**SHAREHOLDERS REGISTER
RIVIERA ENTERTAINMENT N.V.**

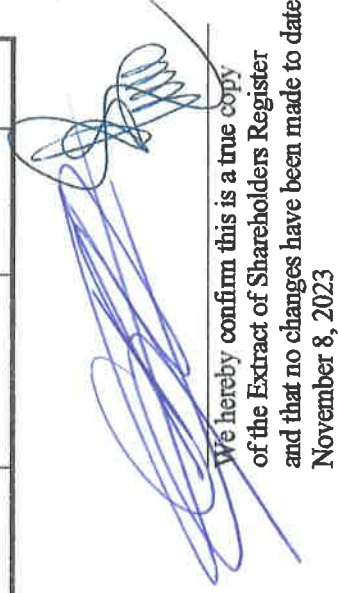
Nominal capital: EUR 1.00
Divided in 1 share of par value EUR 1.00 each
Incorporation date: February 3, 2021

	Name and address of Shareholder	Amount of Shares + no.	Voting right	Certificate no.	Date acquisition	Amount Paid-up	Share Premium	Transfer/ Redemption date	Remaining shares	See line
1	Mastantu N.V. Landhuis Groot Kwartier, Groot Kwartierweg 12, Curaçao	1 u/i 1	100%	1	February 3, 2021			February 4, 2021		
2	Gabor Kispeter, a citizen of Hungary, address at Aden Court, FL101, Triq, Mons Mikiel F. Buttigieg IL-Fontana, VCT114, Gozo, Malta and Passport number BH4285874	100 1 u/i 100		2	June 17, 2020					


Christopher van Rosberg
Director

EXECUTIVE CORPORATE MANAGEMENT B.V.

Lorenza Godett
Director


We hereby confirm this is a true copy
of the Extract of Shareholders Register
and that no changes have been made to date
November 8, 2023

Corvin Nagtegaal
Proxy Holder
Lorenza Godett
Director



Seen for legalization of the facsimile of the signature appearing on the attached excerpt of the Chamber of Commerce and Industry in Curaçao, of Mr. Irving Norvel Melecio Janga, Head of the Commercial Register of the Chamber of Commerce and Industry in Curaçao, by me, Cornelia Alfonsina Petronella Baaten, LL.M., a civil law notary, practicing in Curaçao, on this 22nd day of November, 2023.



A handwritten signature in blue ink, written over the right side of the notary seal. The signature is cursive and appears to be 'C. Alfonsina Petronella Baaten'.



Curaçao Commercial Register

Excerpt from the Commercial Register

Registration number: 156650 (0)
Date: November 15, 2023 Time: 11:38:41 AM

In the Commercial Register of the Curaçao Chamber of Commerce & Industry is registered under number 156650: Riviera Entertainment N.V.

Trade name	Riviera Entertainment N.V.
Legal form	Limited liability company
Official name	Riviera Entertainment N.V.
Statutory seat	Curaçao
Date of incorporation	February 3, 2021
Date last amendment	March 24, 2023
Date established	February 3, 2021
Nominal Capital	1 share(s) with a nominal value of Euro 1
Fiscal year	The fiscal year is equal to the calendar year
Address	Korporaalweg 10
Country	Curaçao
Mailing address	(same as above)
Description English	1. To organize, market, promote, manage, support and operate all types of remote gaming activities, comprising all types of games, betting and other operation of betting exchange, interactive casinos, bingos, lotteries and other interactive games and entertainment, for clients established or residing outside of Curaçao. 2. The company has the power to perform every act and thing profitable or requisite to the accomplishment of its purpose or connected therewith in the widest sense of the word, including the participation in-, and the incorporation and management of other enterprises and companies. 3. The company is authorized to enter into a corporate agreement (In Dutch 'vennootschappelijke overeenkomst') as meant in article 2:127 of the Civil Code. This agreement must be in writing.

Official(s)

1

Function

Statutory director

Title description

Managing Director A

Name

Executive Corporate Management B.V.

Registration number official

130026

Only valid if sealed and signed by the Chamber of Commerce.

Curaçao, November 15, 2023
For Excerpt

I.N.M. Janga
Head Commercial Register

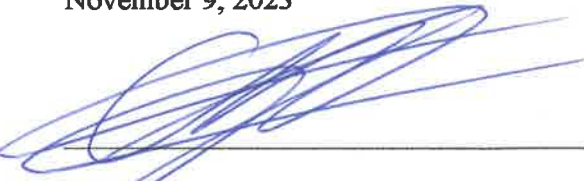


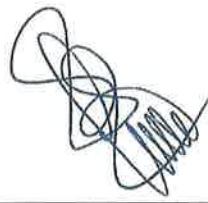
Register of Directors

Company: **RIVIERA ENTERTAINMENT N.V.**

No	Name/Passport info/address	Starting Date	Ending Date
1	Xecutive Corporate Management B.V. with registered address at Korporaalweg 10, Curacao, registration no 130026, represented by Christopher van Rosberg holder of passport no. NN2831RP2, and Lorenza Godett, holder of passport number NVD63HB57	December 14, 2022	

November 9, 2023



Christopher van Rosberg
Director **Corvin Nagtegaal**
Proxy Holder

Lorenza Godett
Director

Name and Registered Office

Article 1

1. The corporation is a limited liability company and shall be named: _____

Riviera Entertainment N.V. _____

In its foreign business transactions it may, instead of using the abbreviation "N.V.", use the abbreviation "INC" in English and the abbreviation "S.A." in Spanish and French in its name. _____

2. The corporation is domiciled in Curaçao and may have branches and/or affiliate offices elsewhere. _____

3. The company has been incorporated for an indefinite period of time. _____

Purpose

Article 2

1. The purpose of the company is to organize, market, promote, manage, support and operate all types of remote gaming activities, comprising all types of games, betting and other operation of betting exchange, interactive casinos, bingos, lotteries and other interactive games and entertainment, for clients established or residing outside of Curaçao. _____

2. The company has the power to perform every act and thing profitable or requisite to the accomplishment of its purpose or connected therewith in the widest sense of the word, including the participation in, and the incorporation and management of other enterprises and companies. _____

3. The company is authorized to enter into a corporate agreement (in Dutch 'vennootschappelijke overeenkomst') as meant in article 2:127 of the Civil Code. _____

This agreement must be in writing. _____

Capital and Shares

Article 3

The capital of the company consists of shares with a par value of one Euro (€ 1.00) each.

Article 4

1. All shares shall be registered by name and shall be numbered from 1.
2. Share certificates shall be issued on request of a shareholder.

Article 5

1. Shares (including the granting of rights to acquire shares) shall be issued pursuant to a resolution of the general meeting of shareholders, hereafter referred to in these articles as the "general meeting", by a deed signed by the company and the acquirer of the shares or by a declaration of issuance sent to the acquirer of the shares by the company and a statement of acceptance thereof sent by the acquirer of the shares to the company, whether or not in advance.
2. The issuance will not take place until the identity of the acquirer of the shares has been confirmed and this identity has been verified by the company on the basis of documents, data or information from a reliable and independent source. Copies of the documents are kept with the shareholders register as stated in article 7.
3. The general meeting shall determine both the rate and the conditions for the issuance in accordance with these articles.
4. Each shareholder shall have a preferential right of subscription to any issue of shares pro rata to the total amount of his shares. A preferential right of subscription shall not be assignable.
5. The company cannot acquire shares in its own capital.

Article 6

Each share shall be issued only against full payment of the nominal value of such share.

Shareholders register

Article 7

1. The board of managing directors shall keep a register in which the names and addresses of all the shareholders shall be entered together with the date on which the shareholder's acquired the shares, the date of acknowledgement or service, the paid up value of each share as well whether or not a share certificate has been issued. The register shall be regularly maintained.
2. The register shall also include the establishment or transfer of a right of usufruct on the shares and the establishment of a right of pledge on the shares, as well as a related transfer of voting rights. The name and address of the usufructuary and pledgee are mentioned in the register. Corresponding information is stated with regard to persons entitled to attend meetings, who are not shareholders, pledgees or usufructuaries.
3. The register shall be updated regularly. The day on which a change was made is mentioned for each change in the register.
4. Each grant of release from liability in respect of a current shortfall on the full payment of shares as well as, in respect of the grant of a release

- from liability for a call for payment of shares, the date of the release, _____ shall be entered in the register of shares. _____
5. Every person registered in the register is obligated to ensure that his _____ address and other necessary (contact) details are known to the company. _____
 6. Upon request, the board will provide any person registered in the _____ register with an extract from the register relating to his right to a share _____ free of charge. If the share is subject to a right of usufruct or a right of _____ pledge, the extract shall also state the information referred to in _____ paragraph 2. _____
 7. The register can be kept by a third party under the responsibility of the _____ board. _____
 8. The register can be kept in electronic form. _____
 9. The board shall make the register available for inspection by the _____ shareholders at the office of the company. _____

Right of use/pledge

Article 8

A usufructuary right or a pledge may be established on shares. _____

Joint property

Article 9

Where shares, including restricted rights thereto, are held jointly the _____ partners may choose to be represented in dealings with the company by not more than one (1) person communicated to the company in writing. _____

Acquisition of own shares

Article 10

1. The acquisition by the company of shares held in its own capital that _____ have not been fully paid up shall be void. _____
2. Fully paid up shares of the company may be acquired by the company _____ only free or charge or where all the following provisions have been met: —
 - a. the resolution to acquire fully paid up shares in the company shall be taken by the general meeting; _____
 - b. the equity of the company, less the acquisition price, is more than the nominal capital; _____
 - c. after the acquisition of the shares by the company at least one (1) _____ share shall remain outstanding with others than the company itself. _____
3. The general meeting has the power to resolve to cancel one (1) or more _____ shares of the company held in its own capital. _____

Transfer of Shares

Article 11

1. Shares are transferred by means of a deed of transfer signed by the _____ parties and either service of that deed on the company by a bailiff or _____ acknowledgment of the transfer by the company. Acknowledgment is _____ effected by a signed note on the deed of transfer or a written statement — from the company addressed to the acquirer(s). If it concerns shares that are still subject to a payment obligation or additional payment obligation, then recognition can only take place if the deed of transfer bears a fixed — date. _____

2. If a share certificate has been issued, that document, provided with a transfer note signed by the parties, may serve as a deed of transfer.
3. Provided the shares are fully paid up, the transfer may also take place by means of a written statement from the person entitled to that share addressed to the company, stating the transfer, with a subsequent written statement from the acquirer(s) addressed to the company, followed by a written statement of recognition issued by the company and addressed to both parties.

No restrictions of transfer

Article 12

There are no restrictions on the transfer of shares nor on the establishment of restricted rights on shares.

Special duty of notification

Article 13

In the event of the death, grant of suspension of payment, bankruptcy, guardianship or dissolution of the matrimonial property regime of a shareholder otherwise than upon death, as well as upon the dissolution of a legal person being a shareholder and where a legal person being a shareholder ceases to exist in consequence of a legal merger, the shareholder and/or his successors is/are under the obligation to inform the corporation about these events.

Management of the company

Article 14

1. The board of managing directors shall consist of one (1) or more managing directors A and one (1) or more managing directors B, if appointed. Legal entities may also be appointed managing director.
2. Managing directors shall be appointed by the general meeting which may, at any time, suspend or remove them.
3. The remuneration and other conditions of appointment shall be set by the general meeting for each managing director individually.
4. In the event of the absence or non-appearance of a managing director the remaining managing director(s) remain charged with the management of the company. In the event of the absence or non-appearance of every managing director the general meeting shall appoint one (1) or more persons who shall be charged with temporary management of the company. Every shareholder shall be entitled to convene such general meeting.
The general meeting has the right, even in the event of absence or non-appearance of one (1) or more managing directors, but not all managing directors, to designate a person as referred to in the previous paragraph who will then also be charged with the management.
5. The board meets as often as a managing director so desires. The convening notice is issued by the managing director who initiated the meeting, which notice shall state the items to be discussed, with due observance of a notice period of at least eight (8) days.
At the meetings each managing director is entitled to cast one (1) vote.

The managing directors can have themselves represented by another managing director by written proxy.

The board decides by an absolute majority of the votes cast. In the event of a tie, the general meeting decides.

6. The board may establish regulations in which matters relating to it internally are stated. In that context, the board can determine, among other things, how the activities are divided among themselves. The general meeting may determine that the regulations are subject to its approval.
7. The board may also pass resolutions outside a meeting, provided that all board members entitled to vote have agreed to this manner of decision-making. Approval with the method of decision-making can be done electronically. In case of resolutions outside a meeting, the votes are cast in writing or electronically. The requirement that the votes be in writing is also met if the resolution, stating the manner in which each of the directors has voted, is recorded in writing or electronically.
8. Board meetings may be held by a meeting of the managing directors in person, or by telephone, video conference or other means of communication, whereby all participating managing directors are able to communicate with each other.

Representation

Article 15

1. The company shall be represented by a managing director A separately or by a managing director A acting jointly with a managing director B.
2. In case of legal actions with or legal procedures against a managing director and in case of conflicting interests between the company and a managing director, this managing director is under the obligation to inform the general meeting about the intended action or procedure in order to enable the general meeting to designate a person (who may be the managing director concerned) to represent the company with regard to the intended action or procedure.

Annual accounts

Article 16

1. The financial year for the company shall be equal to the calendar year.
2. The board of managing directors shall prepare annually, within a period of eight (8) months from the end of the company's financial year, save where such period is extended by a maximum period of six (6) months by the general meeting by reason of special circumstances, annual accounts, which shall be made available for inspection by the shareholders at the office of the company. The annual accounts consist of a balance sheet, profit and loss account and an explanatory statement to these documents.

The annual accounts shall be signed by each managing director. If one (1) or more signatures is absent that fact shall be stated together with the reason therefore.

3. The company shall ensure that the annual accounts drawn up, the _____ annual report are available at its registered office from the day of the _____ notice convening the general meeting convened to consider those _____ documents. Shareholders may there inspect the documents and obtain a copy free of charge. _____

Approval of the annual accounts _____

Article 17 _____

1. The annual accounts shall be approved by the general meeting. _____
The annual report shall be drawn up by the board of managing directors. _____
2. Approval of the annual accounts without reservation by the general _____ meeting operates to discharge the board of managing directors for its _____ management during the preceding financial year. _____

Disposal of profits _____

Article 18 _____

1. In immediate connection with the approval of the annual accounts, the _____ general meeting decides on the distribution or withholding of the profit _____ shown in those annual accounts and on making other distributions from _____ the equity as shown in those annual accounts. Each share is entitled to _____ an equal share in the profit to be distributed. _____
2. The company may distribute the profits available for distribution to the _____ shareholders and other persons with a claim to such profits only to the _____ extent that the amount of the equity of the company after such _____ distribution is more than the nominal capital. _____
3. Shares held by the company in its own capital shall not be included in _____ computing the distribution of profits, unless such shares are subject to a _____ right of usufruct. _____
4. The board of managing directors shall not make an interim distribution of _____ profits unless the provision of paragraph 2 has been met. _____

Dividends _____

Article 19 _____

The dividend paid on shares may be claimed by the shareholder one (1) _____ month after approval of the annual accounts unless the general meeting _____ determines another period. _____

The General Meeting of Shareholders _____

Article 20 _____

1. General meetings of shareholders shall be held in Curaçao. _____
2. A general meeting shall be held annually within a period not exceeding _____ nine (9) months from the end of the company's financial year. _____
The following shall be treated during that meeting: _____
 - a. the annual accounts; _____
 - b. proposals placed on the agenda by the board of managing directors _____ or by one (1) or more shareholders. Proposals by shareholders or _____ other persons with the right to vote on shares must be submitted in _____ writing, with an explanatory note, to the board of managing directors _____ before the notice convening the meeting is sent; _____

- c. the designation of a person meant in paragraph 4 of article 14 of _____ these articles of incorporation; _____
 - d. any other business, on the understanding that no legally valid _____ resolutions may be passed in respect of business not specified in the notice convening the meeting as being on the agenda, or in any _____ supplementary convening notice sent within the period set for giving _____ notice convening the meeting. _____
3. In respect of a decision establishing a period of extension within the _____ meaning of article 16 paragraph 2 above the annual accounts and _____ annual report shall be treated in conformity with that decision. _____
 4. General meetings shall be held as frequently as the board of managing _____ directors convenes them. The board of managing directors shall be _____ obliged to convene a general meeting when requested in writing by one _____ (1) or more persons entitled to vote, representing at least one/tenth _____ (1/10) of the nominal capital, and provided they have a reasonable _____ interest, together with an accurate statement of the subjects to be _____ discussed. _____
- If the board does not comply with such a request within fourteen (14) _____ days after the day on which the request has reached the company or the body concerned, the petitioners themselves may convene the meeting. _____

Convening the General Meeting

Article 21

1. Each person entitled to attend a meeting is entitled to attend, either in _____ person or by written proxy, the general meeting and to address the _____ meeting. _____
Persons entitled to attend a meeting are all the shareholders and _____ persons who are entitled to vote. _____
Shares for which the law stipulates that no votes may be cast shall not _____ be taken into account in determining to what extent a shareholder is _____ present or represented. _____
2. Persons entitled to attend a meeting shall be summoned to a general _____ meeting by written notice specifying a period of summons of at least five- _____ (5) days, excluding the day of despatch and the day of receipt. The _____ convening notice shall be sent to the addresses of the persons entitled _____ to attend a meeting. In case one (1) or more addresses are not known, _____ the convocation must be published in the official gazette of Curaçao. _____
3. The convening notice shall state the place of the meeting and the _____ subjects to be discussed. Subjects that are proposed by a person _____ entitled to vote in due time will be placed on the agenda, unless this shall _____ not be in the interests of a good order in the meeting. In any case, the _____ nominated subjects will be stated in the notice. _____
4. If a proposal is made to amend the articles of association, a copy of that _____ proposal, in which the proposed amendments are laid down, is sent or _____ deposited at the offices of the company for the shareholders to inspect. _____
5. A managing director is authorised to be present at the general meeting _____ and as such he has a consultative voice. _____

Chairing the General Meeting

Article 22

1. The general meeting shall be chaired by a person designated as chairman by the general meeting. The minutes of the business transacted at the general meeting shall be kept by a person appointed thereto by the general meeting.
2. The board of managing directors shall be empowered to order that a notarial report of the business transacted at the general meeting shall be executed, the costs thereof to be for the account of the company.
3. If a notarial report is not executed, the minutes of the business transacted at the general meeting shall be adopted in the meeting and in witness of which be signed by the chairman and by the person who took the minutes during that meeting.
4. The board of managing directors shall keep the minutes of the general meeting. The minutes are laid on at the office of the company for inspection by the shareholders, at whose request a copy or an excerpt of such minutes shall be issued at not more than the cost price.

Passing of resolutions

Article 23

1. Each share shall entitle the shareholder to cast one (1) vote.
2. The resolutions of the general meeting shall be passed by an absolute majority of the votes cast, except in those cases where a greater majority is required by these articles or by the law.
3. Votes shall be cast verbally in respect of business other than persons; votes cast in respect of persons shall be in writing and unsigned. If a ballot in respect of persons fails to secure an absolute majority a second ballot shall be held between the two (2) persons for whom the most votes were cast at the first ballot.
4. If a vote in respect of business other than persons results in a tie the board of managing directors shall have the decisive vote. If a vote in respect of persons results in a tie the proposal shall be determined by the drawing of lots.
5. Blank votes shall be deemed not to have been cast.
6. No vote may be cast at the general meeting for a share held by the company.
Shares which by virtue of the above possess no voting rights shall not be taken into account in determining to what extent capital is represented at the general meeting.

Passing of resolutions other than in a general meeting

Article 24

Any resolution that may be passed in a shareholders meeting may also be taken outside such meeting, provided that all persons entitled to attend the meeting have agreed to this manner of decision-making in writing, whether or not by any means of telecommunication.

Special resolutions

Article 25

1. A resolution to amend these articles of association, to dissolve the _____ company, to convert the company or to merger or split-off the company, — shall be passed only in a general meeting at which a minimum of two — thirds (2/3) of the nominal capital is represented and by a majority of not — less than three quarters (3/4) of the votes cast. _____
2. If the capital referred to in the preceding paragraph is not represented — another meeting shall be convened and shall be held within one (1) — month but not earlier than fifteen (15) days of the first meeting at which — and without reference to the capital there represented the resolution to — amend the articles of incorporation or to dissolve the company may be — passed by a majority of not less than three quarters (3/4) of the votes — cast, while the resolutions to merge shall be taken with unanimous vote. — The notice convening this meeting shall state that it is a second meeting. —

Convening notices and other notices

Article 26

1. Convening notices and other notices sent by or to the company shall be — in writing sent by mail, whether or not recorded, telefax or by e-mail. — Messages intended for shareholders shall be sent to the address known — to the company. _____
2. Notices that by virtue of law or the articles of association must be sent to — the general meeting may be effected by inclusion in the notice convening — the general meeting. _____

Dissolution

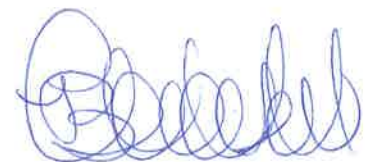
Article 27

1. Upon dissolution of the company, the liquidation will be effected by the — board, unless the general meeting decides otherwise. _____
2. During the liquidation, the provisions of these articles of association will — remain in force as far as possible. The provisions therein regarding — directors then apply to the liquidators. _____
3. Any credit balance in the liquidation account remaining after satisfaction — of creditors shall be distributed to the shareholders pro rata to the shares — held by each shareholder. _____
4. The company shall continue to exist after winding up to the extent that — such continued existence shall be required for the purposes of — liquidating the assets of the company only. _____

Final Provision

Article 28

Any powers not conferred on other persons shall, within the limits set by law — and these articles, be vested in the general meeting. _____



22 NOV 2023

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Curaçao

This public document

2. has been signed by Cornelia Alfonsina Petronella Baaten, LL.M.

3. in the capacity of civil law notary

4. bears the seal/stamp of said civil law notary

Cornelia A.P. Baaten, LL.M.

Certified

5. at Curaçao

6. the

23 NOV. 2023

7. Head Civil Status Register, Division

Ministry of Public Administration, Planning and Services

8. No. 8682

9. Seal/stamp:

10. Signature:


R.F. Haddocks, MBA
Head Civil Registry Office



23

