

THE COMPANIES LAW (CAP. 113)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES
OF
ASSOCIATION
OF
SPACEWIND ENTERPRISES LTD

Incorporated on the day of the month.....2016

Certificate of Incorporation No.

XENIOS L. XENOPOULOS
Advocate
P.O.Box 21036,
Nicosia, Cyprus

THE COMPANIES LAW (CAP. 113)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SPACEWIND ENTERPRISES LTD

1. The name of the Company (hereinafter referred to as the Company) is:
SPACEWIND ENTERPRISES LTD
2. The Registered Office of the Company will be situated in Cyprus.
3. The objects for which the Company is established are:
 - 1) (a) To undertake, carry on and exercise the business of consultancy and marketing services to companies, organizations and businesses in the private and public sector anywhere in the world.

(b) To undertake, carry on and exercise the business with regard to the consultancy of client organizations and companies in the field of recruitment and selection, training and development as well as performance management anywhere in the world.

(c) To undertake, carry on and exercise the business to provide services of research anywhere in the world.
 - 2) To undertake and carry on all and any business of general merchants, wholesale and retail traders, manufacturers, buyers, agents, importers, exporters, sellers, brokers, distributors, of all and any kind, description and nature of goods, merchandise and products and in general to carry on any business concern of any nature and description.
 - 3) To acquire, establish, administer, operate and exploit factories, workshops, installations, buildings, shops, offices, and bonded or other warehouses in "free-zone" areas or elsewhere, and to provide services and facilities for storage, trade, forwarding, transportation, dispatch and generally for the keeping, handling and trading of goods and merchandise of any nature and description, and to carry on the business of transporters by any means of transportation, traders, travel, tourist and insurance agents, as well as representatives, agents and administrators of any movable and immovable property whatsoever.

- 4) To carry out investing business and to this purpose to obtain by gift or otherwise and keeping either in the name of the company or in the name of nominees, of shares, units of share capital, bonds, bonds capital, stocks and securities of any kind, issued or guaranteed by any company registered or operating anywhere, and of bonds, bonds capital, stocks and securities issued or guaranteed by any Government, local or municipal authority or semi Government organization in any place of the world.
- 5) To carry on the business of advisors, researchers, specialists, technical and financial advisors, financial programmers, designers, mechanics, architects, civil engineers, contractors, sub-contractors, builders, and to acquire and offer services, experience and know-how, to conduct research and experimental projects, to establish, manage, administer companies, organisations and services, to produce and offer electrical and other type of energy of any nature and description.
- 6) To open in the name of the Company Bank Accounts with any Bank in any place of the world.
- 7) To buy, form, participate, joint with any company, partnership or association either holding or subsidiary, anywhere in the world.
- 8) To establish, buy, hire, or otherwise obtain offices, stores, show-rooms, in any place of the world for the purpose of promoting the purposes of the company.
- 9) To carry on any other business or activity or to do any act whatsoever which may seem to the Directors capable of being conveniently or advantageously carried on or done in connection with any of the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the company's business property or rights.
- 10) To purchase, obtain by way of gift, take on lease or sub-lease or in exchange, or otherwise acquire or proressess and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, permits, licences, stock-in-trade, and movable and immovable property of any kind and description (whether mortgaged charged or not) necessary or convenient for the purposes of or in connection with the company's business or any branch or department thereof or which may enhance the value of any other property of the company.
- 11) To erect, maintain, work, manage, construct, reconstruct, alter, enlarge, repair, improve, adapt, furnish, decorate, control, pull down, replace any shops, offices, flats, electric or water works, apartments, workshops, mills, plants, machinery, warehouses and any other works, buildings, plants, conveniences or structures whatsoever, which the company may consider desirable for the purposes of its business and to contribute to, subsidize or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
- 12) To improve, manage, control, cultivate, develop, exploit, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, grant as gift, turn to account, grant rights and privileges in respect of, or otherwise deal with all

or any part of the property, assets and rights of the company or in which the company is interested and to adopt such means of making known and advertising the business and products of the company as may seem expedient.

- 13) To manufacture, repair, import, buy, sell, export, let on hire and generally trade or deal in, any kind or accessories, articles, apparatus, plant, machinery, tools, goods, properties, rights or things of any description capable of being used or dealt with by the company in connection with any of its objects.
- 14) To deal in, utilise for building or other purposes, let on lease or sub-lease or on hire, to assign or grant licence over, charge or mortgage, the whole or any part or parts of the immovable property belonging to the company or any rights thereon or in which the company is interested on such terms as the company shall determine.
- 15) To purchase or otherwise acquire all or any part of the business, assets, property and liabilities of any company, society, partnership or person, formed for all or any part of the purposes within the objects of this company, or carrying on any business which this company is authorised to carry on, or possessing property suitable for the purposes of the company and to undertake, conduct and carry on, or liquidate and wind up, any such business and in consideration for such acquisition to pay in cash, issue shares, undertake any liabilities or acquire any interest in the vendor's business.
- 16) To pay all costs, charges, and expenses incurred or sustained in or about the promotion, formation and establishment of the company, or which the company shall consider to be in the nature of preliminary expenses or expenses incurred prior to incorporation and with a view to incorporation, including therein professional fees the cost of advertising, taxes, commissions for underwriting, brokerage, printing and stationery, salaries to employees and other similar expenses and expenses attendant upon the formation and functioning of agencies, local boards or local administration or other bodies, or expenses relating to any business or work carried on or performed prior to incorporation, which the company decides to take over or continue.
- 17) To borrow, raise money or secure obligations (whether of the company or any other person) in such manner and on such terms as may seem expedients, including the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages or any other securities, founded or based upon all or any of the property and rights of the company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as may be thought fit.
- 18) To lend and advance money or give credit to any person, firm or company, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person, firm or company; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person, firm or company, and otherwise to assist any person or company as may be thought fit.

- 19) To receive money on deposit, with or without allowance of interest thereon.
- 20) To advance and lend money upon such security as may be thought proper, or without taking any security therefore.
- 21) To invest the money of the Company not immediately required in such manner, other than in the shares of this company, as from time to time may be determined by the Directors.
- 22) To acquire by subscription, purchase or otherwise, and to accept, take, hold, deal in, convert and sell, any kind of shares, stock, debentures or other securities or interests in any other company, society or undertaking whatsoever.
- 23) To establish agencies and local boards in Cyprus and elsewhere, and to regulate and to discontinue the same.
- 24) To provide for the welfare of officers or of persons in the employment of the company, or former officers or formerly in the employment of the company or its predecessors in business or officers or employees of any subsidiary or associated or allied company, of this company, and the wives, widows, dependants and families of such persons, by grants of money, pensions or other payments, (including payments of insurance premia) and to form, subscribe to, or otherwise aid, any trust, fund or scheme for the benefit of such persons, and any benevolent, religious, scientific, national or other institution or object of any kind, which shall have any moral or other claims to support of aid by the company by reason of the nature or the locality of its operations or otherwise.
- 25) To subscribe or contribute to any charitable, benevolent, or useful object of a public character the support of which will, in the opinion of the company, tend to increase its repute or popularity among its employees, its customers, or the public.
- 26) To enter into and carry into effect any arrangement for joint working in business, union of interests, limiting competition, partnership, or for sharing of profits, or for amalgamation, with any other company, partnership or person, carrying on business within the objects of this company.
- 27) To establish, promote and otherwise assist, any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this company or of any other purpose which may seem directly or indirectly calculated to benefit this company.
- 28) To apply for, promote, and obtain any Law, Order, Regulation, By-Law, decree, Charter, concession, right, privilege, licence or permit for enabling the company to carry on any of its objects into effect, or for effecting any modification of the company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interest and to enter into and execute any arrangement with any

Government or Authority, supreme, municipal, local or otherwise that may seem conducive to the company's objects or any of them.

- 29) Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference or from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or marginal title or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the members is limited.
5. The Share Capital of the Company is Euro 1,000 (One Thousand Euro) divided into 1000 shares of Euro 1 (One Euro) each with power to issue any of the shares in the capital. The shares in the original or any increased capital may be divided in different classes and any preferential, postponement or other special rights, privileges, terms or restrictions with regard to the premium, the capital, the voting power or otherwise, may be attached on them.

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 respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

NAMES, ADDRESS AND
DESCRIPTIONS OF SUBSCRIBERS

Number of Shares taken
by each Subscriber

INTERSPACE COMPANY LTD

(Director)

one thousand (1000) shares

INTERSPACE COMPANY LIMITED
Aluminium Tower, 5th floor,
2, Limassol Avenue,
P.O. Box 21036,
2003 Nicosia Cyprus.

Dated the 21st day of March, 2016

Witness to the above signatures:-

Louiza Xenopoulou
LOUIZA XENOPOULOU
Advocate,
Akadimias 21,
9th Floor,
KEMA, 2107,
P.O. Box 21036,
Nicosia, Cyprus

True Copy of the Original
Certified By:

Name Stavros Ktistis

Signature [Signature]

Date 21/05/2025

Original document seen: Yes / No

Stavros Ktistis
Certified Public Accountant & Registered Auditor
Reg. No. 3009

TRANSLATED
TRUE COPY
IRENE ANTONIADOU
FOR REGISTRAR OF COMPANIES

4/11/19

TRANSLATED
TRUE COPY
ANNITA CHRIS ODOLIZOU
FOR REGISTRAR OF COMPANIES
07/02/2022

THE COMPANIES LAW (CAP. 113)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SPACEWIND ENTERPRISES LTD

1. The Regulations contained in Part I of Table "A" in the First Schedule to the Companies Law, Cap. 113 shall apply except in so far as they are inconsistent with these Regulations or are excluded or altered thereby.

It is understood that in the case where the company has one member, Part III of Table "A" in the First Schedule of the Companies Law, is to be adopted.

2. The Company is a private company and accordingly:
 - a) The right to transfer shares is restricted in the manner hereinafter prescribed.
 - b) The number of members of the Company, other than the persons who are in the employment of the Company and the persons who have been formerly in the employment of the Company at the time of their employment were members of the Company and continued to be after the determination of such employment, is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Regulation be treated as a single member.
 - c) The Company shall not have power to issue share warrants to bearer.
 - d) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
3. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided two members present in person or by proxy shall be a quorum.
4. Subject to the provisions of the Law, a resolution in writing signed by all the members of the Company for the time being entitled to receive notice of and to attend and vote at General Meeting, shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held.
5. The Directors may at any time require any person whose name is entered in the register of members to furnish them with any information supported (if the Directors so require) by a statutory declaration which they may consider

necessary for the purpose of determining whether or not the Company is an Exempt Private Company within the meaning of subsection (4) of section 123 of the Companies Law, Cap. 113.

6. The Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of any share, whether or not it is a fully paid share.
7. The Directors of the Company may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.
8. Any Director may by an instrument in writing signed by him, at any time and from time to time, appoint any person to act in his place as an Alternate Director, and any such person while acting as an Alternate Director shall be entitled (in the place of the Director appointing him) to receive notices of and to attend and vote at meeting of the Directors and to have and exercise all the powers, rights and duties of the Director appointing him. A Director may at any time revoke the appointment of the Alternate Director made by him and to appoint another person as an Alternate Director. In case a Director ceases to hold the office of Director, then the appointment of the Alternate Director made by him is terminated.
9. Until it is decided otherwise by a General Meeting the number of Directors will be not less than one, and not more than five.
10. A resolution in writing signed or approved by letter, telefax, telegram or telex by all the Directors or their alternates, shall be as valid and binding as if the same had been passed at a meeting of the Directors duly convened and held, and it may consist of various documents each signed by one or more of the aforementioned persons.

Consequently Regulations 89-94 (both inclusive) of Part I of Table "A" in the First Schedule to the Companies Law, Cap. 113 shall not apply and reference to Directors retiring by rotation contained in other regulations of Table "A" adopted by these presents shall not apply for this Company.

11. A Director may vote as a Director in connection with any contract or arrangement in which he is personally interested or in connection with any other matter referred to in section 191 of the Companies Law and if he so votes his vote shall be taken into account in securing a quorum when the contract or arrangement is under consideration.
12. The General Meeting of the Company as well as the meetings of its Directors may be held in any part of the world.
13. Notwithstanding any other provisions of these Regulations, no share shall be given by a member as a pledge or guarantee for a loan, debt or obligation without the approval of the Directors and the Directors shall decline to register or recognise any such pledge or guarantee given contrary to this Regulation which shall be void as against the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

INTERSPACE COMPANY LTD

(Director)

INTERSPACE COMPANY LIMITED

Aluminium Tower, 5th floor,
2, Limassol Avenue,
P.O. Box 21036,
2003 Nicosia, Cyprus.

Dated the 29th day of March, 2016

Witness to the above signatures:-

Louiza Xenopoulou
LOUIZA XENOPOULOU

Advocate,
Akadimias 21,
9th Floor,
KEMA, 2107,
P.O. Box 21036,
Nicosia, Cyprus

True Copy of the Original

Certified By:

Name Stavros Ktistis

Signature [Signature]

Date 21/05/2025

Original document seen: Yes / No

Stavros Ktistis

Certified Public Accountant & Registered Auditor
Reg. No. 3009

I hereby certify that the present
Memorandum and Articles of Association
have been drawn up by me personally.

XENIOS L. XENOPOULOS

Advocate,
Akadimias 21,
9th Floor,
KEMA, 2107,
P.O. Box 21036,
Nicosia, Cyprus

TRANSLATED
TRUE COPY
IDENE ANANASIDOU

4/11/19

TRANSLATED
TRUE COPY
ANNITA CHRISTODOULOU
FOR REGISTRATION OF COMPANIES
07/02/2022