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COMPANIES LAW CAP.113 Tel.: +357 25028114

13/03/2024

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF THE COMPANY

LEGENDMAN INVESTMENTS LIMITED

COMPANY LAW CAP.113

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF THE COMPANY

LEGENDMAN INVESTMENTS LIMITED

1. The name of the Company is:-

LEGENDMAN INVESTMENTS LIMITED

2. The registered office of the Company is situated in Cyprus.

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

- 3.1 To carry out the work or business of an investment company, to acquire and to keep in the name of the company or in the name of any other person shares, share warrants, debentures, promissory notes, bonds, obligations, titles, values, derivatives, futures, valuable and other securities, derivatives of rights or obligations of every nature issued or guaranteed by any government, sovereign state, public authority or entity, municipal, local or other authority or semi-governmental authority, public or private company or other authority or entity or person in any part of the world.
- 3.2 The carrying on of the work or business of consultants, experts, directors, analysts, examiners, researchers, technical or other advisers, promoters, advisers on computerisation and organisation of companies or organisations, insurers, cost clerks, valuers, quantity surveyors, inspectors, statisticians, economists, including the undertaking and preparation of feasibility or viability studies and advertisers, in relation to any industry, trade, business or enterprises of any nature and kind either in the public or the private sector.
- 3.3 The carrying on of the work or business of merchants, buyers, sellers, suppliers, lessors, hirers, importers, exporters, agents, distributors, brokers, retailers, commission agents, trade representatives, producers, manufacturers, producers of handicrafts, storehouse keepers, consultants for the assessing of offers and markets relating to every kind, category and nature of merchandise, goods, movable property and objects.

- 3.4 The carrying on of any other business or activity or the making of any other act which might appear to the Company as capable of being exercised, carried out or effected easily or beneficially in connection with the above objects or aiming directly or indirectly to increase the value of the undertaking, assets or rights of the Company or to make any of these more productive or more profitable.
- 3.5 The acquisition, sale or granting of know-how or anything connected with this type of activity as well as the carrying out of trade in or exploitation of know-how of every nature.
- 3.6 The establishment, operation and management of branches, agencies in and outside Cyprus and the appointment of managers, officers and agents to operate them with such powers and under such conditions as may be considered expedient and the extension of the cycle of its business in any foreign country or other sectors of trade or industry.
- 3.7 The payment of the expenses incurred for the formation and registration of the Company including the initial expenses, publication, printing and other related expenses.
- 3.8 (1) To acquire by purchase, letting, exchange, grant, gift, assignment, possession, licence or any other way any land, buildings, rights, easements, covenants on property belonging to another and generally any immovable or movable property of any nature or class and any share, interest or right in it or relating to it.
- (2) To sell, rent, exchange, grant, assign, mortgage, donate, dispose or in any other way alienate the land, buildings and other immovable or movable property of the Company or any other such property on which the Company may acquire any interest or right.
- (3) To establish, operate and maintain, offices, shops, warehouses or other buildings, delegations or branches.
- 3.9 The erection, construction, extension, conversion and maintenance of any buildings, projects and machinery necessary or income bearing for the objects of the Company.
- 3.10 The granting of loans or down payments and for these purposes to provide and negotiate loans, to issue, sign, accept, endorse discount bills of exchange, bank notes and other credit documents.
- 3.11 The provision of services of all types, the financing and/or the securing and provision of commissions, logistics and immediate needs and to act as agent, middle-man, telecommunications and services centre and as co-ordinator.
- 3.12 The provision, supply or securing the supply or provision, of any necessary, required or requested service of any nature or type from and to any person, company, institution or other legal person or organisation.
- 3.13 The undertaking of agencies and business of every nature involving a commission.

- 3.14 The provision of assistance, technical and scientific services or facilities to any governmental, state, municipal or local, private or other authority or organisation or company or legal person and the carrying out, undertaking, execution and supervision of any project for the public benefit or any other project, enterprise, work or study and research with remuneration or otherwise.
- 3.15 The undertaking and putting into effect of every kind of trust.
- 3.16 To act and/or offer services as agent, trustee or nominee.
- 3.17 The carrying out of any act, with any governmental, municipal, local or other authority or organisation or with any person, who depending on the circumstances may be judged necessary or helpful for the effecting of the objects of the Company as well as the receipt, purchase, renting, exchange, registration and use from the above authorities or persons of every patent, Brevets D' Invention, trade mark, diploma, contract, licence, easement, right or privilege. In addition, the sale, donation, letting and generally the disposal of the above rights or privileges by the Company.
- 3.18 The insuring of any object, property or interest or of any responsibility, obligation or situation, with any other company, partnership or person against losses, damages, injuries, responsibilities, obligations, situations and dangers of every kind.
- 3.19 (1) The entering into by the Company, as well as the granting by the Company of loans with or without any security in the manner which the Company may deem appropriate and the mortgaging, pledging or encumbering of the whole of its enterprise or any part thereof and the whole of its assets and its movable or immovable property present or future wherever it may be situated or any part thereof as well as of the whole of the uncalled or unpaid capital of the Company or any part thereof to secure any loan or loans as well as the issue of promissory notes, bonds, securities, bills of exchange with or without a floating charge and debentures payable at such time and in such manner as the Company may consider appropriate.
- (2) The entering into loans, the finding or securing of other credit facilities of any nature either by the Company on its own or jointly and severally with any other company or companies and the disposal of the product of such loans or other credit facilities in whole or in part for the use of the Company, or in whole or in part for the use of any other company or companies.
- (3) The mortgaging and/or the in any other manner encumbering of the business and of the whole or part of the movable or immovable property, existing or future, and of the whole or part of the from time to time uncalled or unpaid capital of the Company, as security for the obligations of the Company and/or of any other company or companies deriving or resulting either from a loan entered into or other credit facility found by the Company on its own or jointly and severally with any other company or companies, either from a guarantee or indemnity or any other financial transaction.

- (4) The issue and deposit of any bonds which the Company has power to issue in the form of a mortgage to secure every amount falling short from the nominal amount of such bonds as well as in the form of a guarantee for the execution of any contracts or obligations of the Company.
 - (5) The issue or assisting in the issue or guaranteeing the issue of any loan secured by bonds, promissory notes, debentures or the share capital of any company or other enterprise.
- 3.20 The granting of any type of guarantee or indemnity in any manner whatsoever to any natural or legal person and for the sake of and/or for the benefit of any natural or legal person and the securing of any guaranteed sum with the granting of the same encumbrances and/or securities as if it were for the entering into a loan by the Company and the granting and taking of counter-guarantees and cross-guarantees.
- 3.21 The opening and maintaining of accounts of any form or type with any bank or banks either by the Company on its own or jointly with any other company or companies.
- 3.22 The signing, issue, acceptance, endorsement, discount and negotiation of bonds, bills of exchange, debentures, bills of lading, tradeable or transferable bonds or documents and other negotiable instruments.
- 3.23 The investment of funds of the Company not immediately needed for its business in such manner as from time to time the board of directors of the Company may decide.
- 3.24 The purchase or acquisition in any other way of the whole or part of the business, the assets and liabilities of any company, organization, partnership or person whose objects fall wholly or partly within the objects of the Company or the property of which is appropriate for the objects of the Company as well as the carrying on and exercise or liquidation and winding up of every such business.
- 3.25 The acquisition by subscription, purchase or other manner as well as the acceptance and receipt, holding, trading and negotiation of shares, stock, bonds or other debentures of any other company, organization or enterprise of any nature.
- 3.26 The contracting and enforcement of agreements for the carrying on of businesses in common or the participation in profits or the creation of joint ventures or the amalgamation with any other company or partnership or person carrying on a business falling within the objects of the Company.
- 3.27 (1) The merger, partnership, participation in profits, unification or the taking part in any joint venture in any manner or the co-operation in any manner with any natural or legal person acting in Cyprus or abroad and who is carrying out or is occupied with or is interested in carrying out or being occupied with any, enterprise, business or act which the Company is entitled to carry out or which may (in the opinion of the directors of the Company) be carried out in parallel with the business of the Company or in a manner which serves directly or indirectly the objects of the Company.

- (2) The making of a contractual arrangement for the sharing of profits, joining of interests, co-operation, joint enterprise, mutual assignment or otherwise with any person, partnership or company.
- 3.28 The establishment, promotion or with the consent or other manner contribution to the establishment or promotion of any legal person with the object that such person acquires the property, assets, rights, obligations and liabilities of the Company or any part thereof or for any other purpose which in the circumstances may be considered directly or indirectly beneficial or helpful to the Company and the disposal, guarantee, securing the disposal, purchase or in any other manner acquisition of all or any part of the shares or other securities of any such person.
- 3.29 The distribution to the members in kind of any property of the Company or the product of sale or the disposition generally of any such property on the condition that if such distribution brings about a reduction of capital it shall only take place in the manner which is from time to time prescribed by law.
- 3.30 The sale, disposal, mortgaging, charging, granting of rights or transfer of the enterprise belonging to or the business of the Company or part or parts thereof, the sale, assignment, charging, pledging of shares or rights on shares which the Company possesses in other companies or legal persons, the assignment of rights and/or obligations which derive from contracts in which the Company is a party or has an interest, the entering into or acceptance of debentures on the assets and/or other property of the Company and/or the granting of any form of security by means of a mortgage, charge and/or otherwise on the immovable property of the Company in exchange of any consideration which the Company may consider appropriate to accept and in any way, to banks and/or co-operatives or other organisations and/or to any natural or legal person and for the sake and/or for the benefit of the Company itself and/or for the sake and/or for the benefit of any natural or legal person.
- 3.31 The organization in Cyprus or anywhere abroad and the carrying out, managing, supervision and generally the following of the occupation, enterprises, business or action of the Company, from Cyprus or any other country or place.
- 3.32 The establishment and support or assistance in the establishment and support of foundations, funds, trusts and facilities which tend to benefit employees or ex-employees of the Company or the dependants or relatives of such persons and the provision of pensions and allowances and gratuities to persons which have been employed in the service of the Company or in the service of any persons the business of whom may have been undertaken by the Company.
- 3.33 To become a subscriber and to give contributions to and/or otherwise to assist any educational, charitable or national foundation of a public character which needs the assistance of the Company as a result of its place of business and/or its objects.

- 3.34 Generally the doing of any other act which might appear to the Company as related or conducive to the achievement of the above mentioned 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 from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of these sub-clauses or 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. 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 €5.000 (Five thousand Euro) divided into 5.000 Shares of €1 each, with power to issue shares of any kind, either of the initial or the increased capital, with any preferential, special or limited rights or conditions with regard to dividends, repayment of capital, voting right or otherwise.

WE, whose names and addresses are written at the end hereof, wish to form a company pursuant to the present Memorandum of Association and agree that each one of us takes up the number of shares of the capital of the Company set opposite his name.

NAME, ADDRESS AND OCCUPATION OF THE SUBSCRIBERS	SIGNATURES	NUMBER OF SHARES TAKEN BY EACH
CHRISTIANA GEORGIU Accountant Pavlou Liasidi 22A Archangelos 2331, Nicosia Cyprus Nationality: Cypriot Identity Card No: 884079 Date of Birth: 14/11/1985		5.000 shares <i>five thousand shares only</i>

Signed today the 20th day of the month of January 2021.

Witness of the above signatures:-



.....
Lora Koutra
Advocate
17B Tagmatarchou Pouliou Street
1101 Agios Andreas
Nicosia, Cyprus

THE COMPANIES LAW CAP. 113

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF THE COMPANY

LEGENDMAN INVESTMENTS LIMITED

ADOPTION OF TABLE A

1. The Regulations contained in Part I of Table A (hereinafter referred to as "Table A") of the first schedule to the Companies Law, Cap 113, shall apply to the Company but in case of difference or inconsistency between the present Regulations and Table A the present Regulations shall prevail.

It is to be understood that in case the company has one and only member then the regulations contained in Part III of Table A of the first schedule to the Companies Law Cap.113 are adopted.

TRANSFER OF SHARES

2. The Company is a private company and therefore:-
 - 2.1 The right of transfer of the shares of the Company shall be restricted in the manner set out below.
 - 2.2 The number of members of the Company (not including the persons who are in the service of the Company as well as the persons who, having previously been in the service of the Company, were during their service and continued after the end of such service to be members of the Company), shall be restricted to fifty (50) only, provided that for the purposes of this provision, where two or more persons are co-owners of one or more shares in the Company they shall be considered as one member.
 - 2.3 There shall be no invitation to the public to subscribe for any shares or debentures of the Company.
 - 2.4 The Company shall not have the right to issue any share warrants to bearer.
3. No share shall ever be transferred to a bankrupt or mentally incapable person.
4. Every share may be transferred by any member only to his or her spouse and/or to his/her children.

5. Except as provided in regulation 4 above no share shall be transferred to a person who is not a member while any member is willing to purchase such share at its real value, provided that any member of the Company may at any time transfer any of the shares in the Company registered in his name to any other person with the prior written consent of every one of the other members of the Company.
6. For the purpose of confirming whether a member would be willing to purchase shares at their real value, the person, whether a member of the Company or not, who will transfer them (hereinafter referred to as, the "retiring member") shall give notice in writing (hereinafter referred to as the "notice of sale") to the Company, that he wishes to transfer them. Every notice of sale shall specify the serial numbers (if any) of the shares which the retiring member wishes to transfer and shall appoint the Company agent of the retiring member for the sale of those shares to any member of the Company at their real value. The notice of sale shall never be withdrawn except with the consent of the Directors.
7. If the Company within forty two days after the delivery of a notice of sale finds a member willing to purchase any share included therein (hereinafter referred to as the "member-purchaser") shall notify the retiring member accordingly and the retiring member shall be obliged on payment of the real value to transfer such share to such member-purchaser who shall be obliged to complete the purchase within seven days from the delivery of the directly above mentioned notice. The Directors, for the purpose of finding a member-purchaser, shall offer any share included in the notice of sale to the persons who are at the time in possession of the remaining Company shares, by group and by proportion, as much as possible according to the Company shares in their possession, and will limit the period of time during which if such an offer is not accepted will be considered as rejected and the Directors will undertake such acts to find a member-purchaser for any shares that have not been taken up by any member to whom such shares will have been offered as aforesaid, within the aforesaid restricted period of time as they think just and reasonable. If the Directors are unable to find a member or members willing to purchase the shares included in the notice of sale within the aforesaid period of time, then the retiring member, at any time within three months after that, will be free to sell and transfer the shares included in the notice of sale (or those which will not have been sold to a member-purchaser), to any person at a price not lower than that fixed in the manner provided in Regulation 9 below.
8. In the event of the retiring member not being able to effect the sale of any shares which he has become obliged to transfer as aforesaid, the Directors may authorise a person to effect the transfer of the shares to the member-purchaser and issue a valid receipt for the purchase price of such shares and register the member-purchaser as their holder and issue to him a certificate for such shares and consequently the member-purchaser shall validly become owner of the said shares. The retiring member in such a case shall be under an obligation to surrender his certificate for the said shares and on such surrender he shall be entitled to receive the said purchase price without interest and if such certificate will include any shares which he will not be obliged to transfer as aforesaid, the Company shall issue to him an appropriate certificate for the rest of the shares.
9. In the event of the retiring member and the Company not agreeing on the real value of the shares included in the notice of sale their real value shall be certified by the each time auditor, of the Company (who shall be acting as an expert and not as an arbitrator) and his statement as to the real value of the shares shall be definite, binding and conclusive.

GENERAL MEETINGS

10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time the meeting proceeds to business. In every case the quorum will consist of the personal presence of two or more members holding or representing by proxy not less than 51% of the issued share capital of the Company.
11. If within half an hour from the time appointed for the General Meeting a quorum is not present, the Meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day of the immediately following week and at the same place and time and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, then one member present and holding or representing by proxy not less than one-third of the issued share capital of the Company shall be a quorum.
12. Subject to the provisions of the Companies Law CAP. 113, a written resolution signed by all members who had the right to receive notice and to be present and vote at the General Meeting (in the case of organizations by their duly authorised representative) shall be valid as if it had been passed at a General Meeting, duly convened, constituted and held.
13. The General Meetings of the Company as well as the meetings of its Directors may take place in any part of the world.

POWER TO ENTER INTO LOANS

14. Regulation 79 of Table A shall not be applicable to this Company and the following Regulation is substituted for it:-
 - 14.1 The Directors may exercise all the powers of the Company to give guarantees, to borrow and to make or obtain monetary loans, in such a way and under such terms as may be considered appropriate and expedient and may charge or mortgage the whole or any part of the undertaking, movable and immovable property of the Company, present and future including its uncalled capital and to issue debentures, mortgage debentures, debenture stock, promissory notes, bonds and other securities payable to bearer or otherwise and whether they are irredeemable or redeemable or repayable and whether outright or as security for any debt, liability or obligation of the Company or of any third party.
 - 14.2 These debentures, mortgage debentures, debenture stock, promissory notes, bonds, or other securities may be issued at a discount, at a premium or otherwise and with such rights as to the redemption, surrender, drawing, issue of shares or otherwise as the Directors shall think fit and right.

BOARD OF DIRECTORS

15. The number of Directors shall not be more than five.
16. The Directors may at any time demand from any person whose name has been entered into the register of members of the Company to provide them with information, certified (if the Directors so demand) with such statutory or other declaration which the Directors may consider necessary for the purpose of establishing whether or not the Company is an exempted private company pursuant to the provisions of Section 123(4) of the Companies Law CAP. 113.

17. Any Director may by a written notice signed by him and delivered to the secretary of the Company, at any time and from time to time appoint any person to act instead of him as his alternate Director and any such person while serving as an alternate Director shall be entitled (instead of the Director who has appointed him) to receive notices and to attend and vote at the meetings of the Directors and to have and use all the powers, rights and duties of the Director who has appointed him. Any Director may at any time cancel the appointment of an alternate Director appointed by him and appoint, if he shall so decide, another person as an alternate Director. In the event of a Director ceasing to be a Director the appointment by him of any alternate Director is forthwith terminated.
18. The Directors shall not be subject to retirement from their office by rotation. Consequently, Regulations 89-94 (both inclusive) of Table A shall not apply to this Company and any reference to the retirement of Directors by rotation which is contained in other regulations of Table A which have been adopted by the present ones shall not be applicable to this Company.
19. In Regulation 98 of Table A the last sentence shall not be applicable to this Company.

NOTICES

20. In Regulation 131 of Table A the words "or (if he has no registered address within the Republic) of the address, if any, within the Republic supplied by him to the Company for the giving of notice to him" shall not be applicable to this Company.
21. In sub-paragraph (a) of Regulation 134 of Table A all the words after the words "every member" shall not be applicable to this Company.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	SIGNATURES
CHRISTIANA GEORGIOU Accountant Pavlou Liasidi 22A Archangelos 2331, Nicosia Cyprus Nationality: Cypriot Identity Card No: 884079 Date of Birth: 14/11/1985	

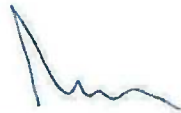
Signed today the 20th day of the month of January 2021.

Witness of the above signatures:-



.....
Lora Koutra
Advocate
17B Tagmatarchou Poulou Street
1101 Agios Andreas
Nicosia, Cyprus

I confirm that I settled the above Memorandum
and Articles of Association of the Company



Sgd.....
Demetris Koutras
Advocate
17B Tagmatarchou Poulou Street
1101 Agios Andreas
Nicosia, Cyprus

