



C 47263 / 78.

Cherry Malta Limited
C 47263
(the "Company")

AS
11 JAN 2023

Extract of a Resolution in writing signed by the sole member of the Company pursuant to Article 210 of the Companies Act, 1995.

"IT IS HEREBY RESOLVED:

- (i) to authorise and approve that the existing Memorandum and Articles of Association of the Company (the "M&As") be substituted in their entirety by the document attached hereto; and
- (ii) to authorise the director of the Company and/or the Company secretary to perform all such acts and execute all such documentation as may be necessary, desirable or ancillary so as to carry into effect the above resolution, including but not limited to the execution and submission of the M&As of the Company on behalf of the Company with the Malta Business Registry.

Dated this the 28th September 2022."

A true and faithful extract of the Shareholder Resolution, today the 28th September 2022

Signed:



Daniela Vella
Company Secretary

Confirmed true copy of the downloaded document which I have signed & verified.



Dr. Nicole Darmanin
LL.B. (Hons) M.Adv. (Melit)
Advocate
Malta

13/05/2025
+35622766000



COMPANIES ACT, 1995

LIMITED LIABILITY COMPANY

MEMORANDUM OF ASSOCIATION

OF

CHERRY MALTA LIMITED

1. Name

The name of the Company is **Cherry Malta Limited**.

2. Registered Office and Electronic Mail Address

The registered office of the Company shall be at 3rd Floor Spinola Park, Triq Mikiel Ang Borg, St. Julian's SPK 1000, Malta or any other address in Malta as the Board of Directors of the Company may from time to time determine.

The email address of the Company is: legal@comeon.com

3. Objects

The main object of the Company is:

- a. to purchase, take on lease, exchange lease or acquire immovable property by any title including emphyteusis and sub-emphyteusis or otherwise deal and hold for the purpose of development or re-sale in any freehold, leasehold or other property for any estate or interest whatsoever;

The other objects of the Company are:

- b. to acquire and hold for the purpose of investment and to manage solely in the name for and on behalf of the company, any shares, stock, debenture stock, units, loans, bonds or other securities or investment of whatever nature of any public or private company, government, state, authority, undertaking or corporate body of any kind;
- c. to subscribe for, purchase or otherwise acquire, and sell, solely in the name for and on behalf of the company, any shares or stock, securities or obligations of any company and to invest or lend any of the monies of the company in such manner as the directors may determine, solely in the name for and on behalf of the company;

- d. to sell, lease, hypothecate, mortgage, charge or otherwise dispose of the whole or any part of the property, movable or immovable, present and future, assets or undertaking of the company;
- e. to purchase or otherwise acquire, rights, secret processes, royalties, patents, know-how and trade marks, copyrights, designs, licences or concessions relating to the business which the company is authorised to carry on;
- f. to receive and grant royalty, licence or similar property of any kind and to enter into agreements for this purpose;
- g. to acquire and undertake the whole or any part of the business and assets of any person, firm or partnership carrying on all or any of the businesses which the company is authorised to carry on;
- h. to enter into any agreement or make any arrangements, in connection with the company's business, with any government department or other authority, corporation, company or person, which in the opinion of the Board of directors shall be deemed to be in the interest of the company;
- i. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- j. to carry on the business of an intra-group finance company, namely, to advance money or give credit to companies forming part of the same group of companies as the Company, whether under title of loan, or by subscription for or acquisition of financial instruments issued by such group companies, on such terms and conditions as may seem expedient, whether with or without security, and to enter into guarantees, contracts of indemnity and suretyship of all kinds;
- k. to enter into partnership, joint venture or into any arrangement for sharing profits, union of interests, reciprocal concession, or co-operation with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in, and which is capable of being conducted so as to directly or indirectly benefit the company, and to take or otherwise acquire and hold shares or stock in or securities of any such company, and to subsidise or otherwise assist any such person or company;
- l. to borrow or raise money from time to time without limitations in such manner as the company may think fit and in particular by the issue of debentures or other rights and to secure the repayment of any money borrowed or raised and interest thereon as may be considered fit, including hypothecation, charge or lien upon the whole or any part of the company's property and assets; and also by a similar hypothecation, charge or lien, to secure and guarantee the performance of any debt, liability or obligation of the company or any other party;

m. to do all such other things as may be considered conducive to the foregoing objects or any of them.

It is hereby declared that the objects of the company shall not be restrictively construed but the widest interpretation shall be given thereto. The Company shall have full authority to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the company's objects.

Nothing in the foregoing shall be construed as empowering or enabling the company to carry out any activity or service which requires a licence or other authorisation under any law in force in Malta without such a licence or other appropriate authorisation from the relevant competent authority, and the provision of Article 77(3) of the Companies Act shall apply.

4. Share Capital

a) Authorised

The Authorized share capital of the Company shall be one thousand, two hundred and ten Euro and twenty five Euro Cents (€ 1,210.25) divided into one million, two hundred thousand, four hundred and fifty (1,200,450) Ordinary Class 'A' Shares of one thousandth Euro (€0.001) each and nine thousand and eight hundred (9,800) Ordinary Class 'B' shares of one thousandth Euro (€0.001) each.

b) Issued

The issued share capital of the Company shall be one thousand and two hundred Euro and forty five Euro Cents (€ 1,200.45) divided into one million, two hundred thousand, four hundred and fifty (1,200,450) Ordinary Class 'A' Shares of one thousandth Euro (€0.001) each, each subscribed and fully (100%) paid up as follows:

Cherry AB

Company Reg no: 556210-9909

Registered Address:

Stureplan 19,

Stockholm 111 45,

Sweden

No. of shares

One million, two hundred thousand, four hundred and fifty (1,200,450)

Ordinary Class A shares of (€0.001) each

- c) Save as otherwise provided in the terms of issue, or admitted by the Company subsequently to the issue, each Ordinary 'A' Share shall carry the right to one (1) vote at any general meeting of the Company and

will be entitled to dividends, distribution of assets on winding up of the Company and other rights equally.

- d) Save as otherwise provided in the terms of issue, or admitted by the Company subsequently to the issue, each Ordinary 'B' Share shall not give right to vote at any general meeting of the Company and shall not carry rights to dividends and distributions upon winding up of the Company.

5. Right to Pledge

Ordinary Class A and Ordinary Class B Shares in the Company may be pledged by their holders without limitation, as security for any obligations undertaken by the said holders of the pledged shares, in favour of third parties.

6. Limited Liability

The liability of the members shall be limited to the amount unpaid, if any, on the share capital issued in their name.

7. Directors

The business and affairs of the company shall be managed by a Board of Directors which shall be composed of not less than one (1) and not more than seven (7) directors.

The directors of the company are:

Raffaele Amodio

(Maltese Identity card number: 0059164A)

Date of Birth: 15/03/1972

Fort Cambridge, West Block W3, Flat 301

Triq Tigne,

Sliema SLM 3175,

Malta

Michael Robert Davy

(British passport number: 555654991)

Date of Birth: 11/01/1961

21, Denewood Road,

London N6 4AQ,

United Kingdom

Itai Yacov Frieberger

(Israeli passport number: 39013791)

Date of Birth: 02/03/1971

53, Apartment 0001, Nurit St,

Bazra 60944,

Israel

Jurgen Reutter

(German passport number: C4XoMPF13)

Date of Birth: 14/10/1974

230/231, The Adelaide, Flat No 7,

Tower Road,

Sliema SLM 1601,

Malta

Berkay Reyhan

(British passport number: 536744626)

Date of Birth: 14/06/1980

16b, St Pauls Place,

London N1 2QF,

United Kingdom

Daniela Vella

(Maltese identity card number: 125085M)

Date of Birth: 09/02/1985

166, Il-Bettija,

Triq il-Qasam,

Swieqi SWQ 3026,

Malta

The Legal and Judicial Representation of the Company shall be vested in any two directors acting jointly. Provided that notwithstanding the above, the Legal and Judicial Representation of the Company shall vest in any one director acting alone in respect of any number of individual acts and/ or transactions where the aggregate value of any such acts and/or transaction (whether agreement/ law suit and/or any other transaction) shall not exceed €100,000 (one hundred thousand Euro).

Provided further that where only one director is appointed, then the Legal and Judicial Representation of the Company shall vest in such director acting alone.

In addition, and without prejudice to the aforesaid, the Board of Directors may, from time to time, appoint any other person or persons to represent the company in a specific case or cases.

8. Secretary

The secretary of the company is:

Daniela Vella

(Maltese identity card number: 125085M)

Date of Birth: 09/02/1985

166, Il-Bettija,

Triq il-Qasam,

Swieqi SWQ 3026,

Malta

9. Private Exempt Limited Liability Company

This company is a private exempt limited liability company and accordingly:

- a. the right to transfer shares is restricted in manner herein prescribed;
- b. the number of members of the Company 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 Article be treated in a single member, and
- c. any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

Furthermore, due to the exempt status of the Company:

- a. the number of persons holding debentures of the company is not more than fifty, and;
- b. no body corporate is a director of the company, and neither the company nor any of the directors is party to an arrangement whereby the policy of the company is capable of being determined by persons other than the directors, members or debenture holders thereof,

and this without prejudice to the provisions contained in Section 211 of the Companies Act, 1995.

10. Duration

The Company is incorporated for an indefinite term.

CERTIFIED TRUE COPY

Signed by:

A handwritten signature in black ink, consisting of a large, stylized 'D' followed by several vertical strokes, crossing a horizontal line.

Ms. Daniela Vella
Company Secretary

Date: 28th September 2022

COMPANIES ACT, 1995

LIMITED LIABILITY COMPANY

ARTICLES OF ASSOCIATION

OF

CHERRY MALTA LIMITED

1. Preliminary

- (a) The Regulations contained in Part I of the First Schedule to the Companies Act (such Schedule being hereinafter called the 'First Schedule') shall apply to the Company save as in so far as they are excluded or varied hereby.
- (b) The company is established as a private exempt company and accordingly;
- (i) the right to transfer its shares in the manner hereinafter stipulated,
 - (ii) the number of shareholders of the company is limited to fifty;
 - (iii) any invitation to the public to subscribe for any shares or debentures in the company is prohibited

Furthermore, due to the exempt status of the Company

- (iv) the number of persons holding debentures of the company is not more than fifty, and;
- (v) no body corporate is a director of the company, and neither the company nor any of the directors is party to an arrangement whereby the policy of the company is capable of being determined by persons other than the directors, members or debenture holders thereof,

and this without prejudice to the provisions contained in Section 211 of the Companies Act, 1995.

The Regulation contained in Part II of the First Schedule relating to the management of a private company shall apply to the company save in so far as they are excluded or varied hereby.

2. Share Capital

Each Class A Ordinary Share in the Company shall give the right to one vote at any General Meeting of the Company and shall be entitled to receive dividends and distributions upon winding up of the company. Each Class B Ordinary Share in the Company shall not give a right to vote at any General

Meeting of the Company and shall not carry rights to dividends and distributions upon winding up of the company.

Provided that no holder of Ordinary shares shall be entitled to vote unless all calls payable by him or due from him in respect of his shares in the Company have been paid.

3. Transfer and Transmission of Shares

- (a) If any member (hereinafter referred to as the transferring member) wishes to transfer his shares or any of them, he shall inform the directors by notice in writing (hereinafter referred to as the notice) specifying the number of shares to be transferred, the name of the proposed transferee and his estimated valuation of each share. The transferring member shall not be entitled to revoke a transfer notice without the consent in writing of the directors.
- (b) The receipt by the directors of a transfer notice shall constitute an authority to offer for sale the shares specified therein at a fair valuation to be ascertained as follows:
 - (i) At the member's estimated valuation, if considered by the directors to be a fair one;
 - (ii) At a value placed on them by the auditors where the member's valuation is not considered by the directors to be a fair one;
 - (iii) At a valuation placed on them by any other person whom the directors, with the consent in writing of the transferring member, shall appoint where for any reason the auditors shall not make the said valuation
- (c) When a fair value of the shares has been determined in the manner in the manner prescribed in Clause 3 (b), the directors shall by notice in writing inform the transferring member and shall cause a notice to be sent to every other member of the company stating the number and the fair value of the shares for sale and inviting them to state, in writing within fourteen days, what number of shares if any, they are willing to purchase.

On the expiration of the said 14 days, the directors shall allocate the said shares to members willing to purchase. If the requests for shares exceed the number for sale, the directors shall apportion the shares in accordance with the purchasing members' existing shareholdings.
- (d) The transferring member shall complete and execute transfers of the said shares in accordance with the allocation by the directors and shall surrender to the company his shares certificate.
- (e) If the directors shall be unable, within two months of receipt of the notice referred to in Clause 3(a), to find the purchaser for all or any of the shares amongst the holders of existing shareholding, the transferring member shall be entitled to sell to the person named in the transfer notice at the price specified therein.

- (f) Notwithstanding the regulations set out above, no restriction on the transfer or transmission of share shall apply where such transfers take place whether inter vivos or causa mortis to a lineal descendant or to the wife, husband, widow or widower of a member of the company.

4. Proceedings at General Meetings

- (a) The quorum at any shareholders' meeting shall exist if there is a member of members present in person or by proxy holding more than fifty percent (50%) of the issued voting shares of the company. Any alteration in the Memorandum and Articles of Association of the company, the issue or conversion of shares and the dissolution of the company shall require the consent of members holding not less than seventy five percent (75%) of the issued voting shares of the company.
- (b) Without prejudice to the regulation contained in section 210 of the Companies Act, all General Meeting shall be held in the Republic of Malta.

5. Directors

- (a) The appointment and/or removal of the directors shall require the consent in general meeting of members holding more than fifty percent (50%) of the issued paid up share capital of the company.
- (b) The directors of the company shall serve without retirement until death or until he shall retire or be removed in accordance with section 140 of the Companies Act.
- (c) A Director may at any time authorise, either generally or for a specified time any person to be his alternate Director; the person so authorised shall have the right to attend and to vote for him in his absence at any Board meeting. The person so authorised shall have a vote as a Director for each Director by whom he is so authorised. Any such authority must be in writing and must be produced at this first meeting of the Directors at which it is intended to be acted upon. The alternate Director need not be a serving Director.
- (d) Clauses 57 to 61 of the First Schedule shall not apply to the Company.

6. Borrowing Powers

- (a) The borrowing powers of the company shall be unlimited and shall be exercised by the directors.
- (b) The power of the directors to bind the company and to undertake obligations and liabilities on behalf of the company shall not be limited.

7. Powers and duties of directors

- (a) The regulations contained in Clause 54, part I of the First Schedule to the Companies Act shall not apply to the company.
- (b) A director who has a personal interest shall declare his interest and in such case he will be counted for the purpose of the quorum and of the meeting and shall have a right to vote.

8. Proceedings of directors

- (a) The quorum at a directors' meeting shall be a simple majority of the total number of directors of the company
- (b) Without prejudice to Clause 66 of Part I of the First Schedule of the Companies Act, all meetings of directors shall be held in the Republic of Malta.

9. Representation

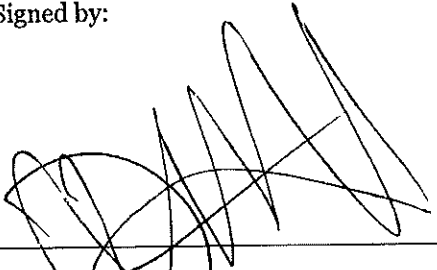
In addition and without prejudice to that stated in Clause 8 of the Memorandum of Association, the Board of Directors may, from time to time appoint, one or more persons to represent the company in a specific case or cases,

10. Notice

Notice of the shareholders' meeting shall be delivered by registered post to all shareholders.

CERTIFIED TRUE COPY

Signed by:



Ms. Daniela Vella
Company Secretary

Date: 28th September 2022