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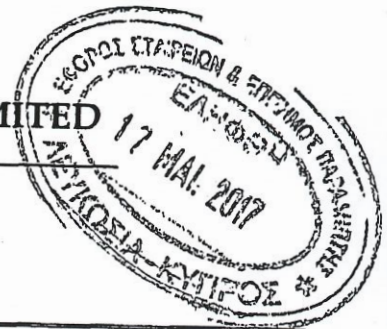
THE COMPANIES LAW CHAPTER 113
OF THE LAWS OF THE REPUBLIC OF CYPRUS

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
&
ARTICLES OF ASSOCIATION
OF THE COMPANY

HELLEN'S ROCK INVESTMENTS LIMITED

(ENGLISH TRANSLATION)



Incorporated the 24th day of the month April, 2017.

Certificate of Incorporation Number HE. 368660

I Pantelis Photiou hereby certify that
this is a true copy of the original document
which I have seen.

Name: Pantelis Photiou

Position: Director

Company: P. Photiou & Co Ltd (Chartered Certified Accountants)

Address: Corner of Vyzantiou 23 & Aipeias

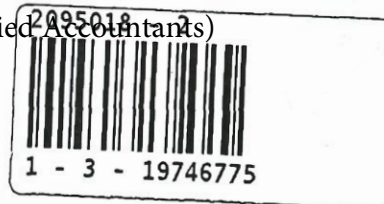
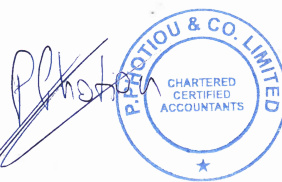
Lordos Court, 1st floor, Strovolos

2064 Nicosia, Cyprus

Office Tel: +357 22 210 100

ICPAC Registration No. 591

Date: 31/07/2024



CHRISTOS C. NICOLAOU
ADVOCATE
P.C.21294
NICOSIA, CYPRUS

THE COMPANIES LAW CAP. 113
OF THE LAWS OF THE REPUBLIC OF CYPRUS

PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM
&
ARTICLES OF ASSOCIATION
OF THE COMPANY**

HELLEN'S ROCK INVESTMENTS LIMITED

(ENGLISH TRANSLATION)

Incorporated this

Registration No. HE



CHRISTOS C. NICOLAOU
Law Office
Nicosia, Cyprus
christosnicolaou@cytanet.com.cy

COMPANIES LAW (CAP. 113)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

HELLEN'S ROCK INVESTMENTS LIMITED

1. The name of the Company is: **HELLEN'S ROCK INVESTMENTS LIMITED**
2. The registered office of the Company will be situated in Cyprus.
3. The objects for which the Company is established are:
 - (1) To carry on either alone or in common with others, in any part of the world, either in free zones or bonded areas or elsewhere, the business of commerce, works of general trade business, imports, exports, buying, selling, exchanging or in any other way trading of goods and products of any kind and any denomination, including the necessary containers required for the placing, packing and transportation of the said goods either on cash basis, or on credit, or on hire purchase or against any other consideration.
 - (2) To acquire, possess, buy, sell, rent, exchange or otherwise use or mortgage, donate or otherwise alienate, exploit land or buildings or any kind of immovable property or interests, easements, rights, privileges, concessions upon such properties on behalf of or for the benefit of the Company, or any other interests acquired by or belonging to the Company, any person, firm or Company on behalf of or for the benefit of the Company, and with or without any declared trust in favor of the Company.
 - (3) To carry on the business of an investment holding company and to acquire and hold as an investment, immovable property, shares, stock, debentures, debenture stock, bonds, notes, obligations and securities issued or not or guaranteed or not by any Government or public body or public authority in any part of the world; to acquire any such immovable property and any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange or otherwise, and whether or not fully paid, and to subscribe for the same subject to such terms and conditions as may be thought fit; and to exercise and enforce all rights and powers conferred by or incidental to the ownership of any such immovable property and any such shares, stock, debenture stock, bonds, notes obligations or securities.
 - (4) To invest and manage the capital and moneys of the Company in such shares, or movable property or other investments, mortgages or pledges as it would be deemed fit or in such a way as the Directors may from time to time decide, as well as to subscribe for, take, buy or otherwise acquire and possess shares or other interests in other companies or debentures or other securities in same.

- (5) To carry on alone or in common with others, in any part of the world, works or business as advisers and consultants, directors, analysts, researchers, technicians or other consultants, valuers, supervisors, advertising works or business of any nature and kind, including services, studies in connection with all nature and kind, including services, studies in connection with all nature of feasibility, matters of personnel, executive selection, programming, improvement of business of sale, marketing, computers, methods of computers and data processing.
- (6) To carry on business as business consultants, market research consultants, business transfer agents, providers of technical aid and sales promotion assistance of all kinds, and estate agents, accountants and to act as intermediaries in the introduction of sellers, purchasers, partners and employees.
- (7) To carry on the business of merchants, sellers, commission agents, representatives, suppliers, sales, promoters and generally any similar business and in connection with any manufactured or other kind of products or goods.
- (8) To carry on alone or with others the work of building contractors, constructors and makers of any nature as well as contractors in building, engineering, electrical, decorating and construction work of any nature including playing fields athletic installations and premises, harbours, roads, oil piping or other installations related to oil, minerals, mines, factories, hotels, aerodromes and constructions of any nature, as well as consultants, surveyors, civil engineers, planners, designers and generally specialists for any building and constructions as described above and generally.
- (9) To acquire, lease, sell, manufacture, repair, change, attain, exchange or assign, any right of purchase, ownership, hiring of any nature of equipment, transporting means, machinery accessories, tools, apparatus materials, objects of things which are useful or necessary for the operation or executions of all or any of the objects of the Company, and to employ and engage any persons as employees, servants and generally personnel, and dispose same for the operation of any of the objects of the Company.
- (10) To employ for themselves or for account of third parties, to supply or to secure the supply of specialised and non - specialised personnel and laborers, for work of any nature and for the requirements of Companies of any nature, or for persons in any country and also to offer services of any nature, including consultancy services, for the recruitment and employment of personnel and labourers of any nature and also the procuring and supplying of materials and services of any nature.
- (11) To engage, provide, employ, hire out or act as agent for, the services of artists, actors, singers, entertainers, authors, composers, producers, directors, engineers, experts or specialists of any sort.
- (12) To provide or assist in providing financial services of every kind including (but not limited to) hire purchase, credit sale or deferred payment, or similar transactions, to acquire bills of exchange, merchandise hire purchase or other agreements or any chose in action, options or rights of any kind and generally to carry on business and to act as financiers, capitalists, brokers, bankers, investment managers and generally to carry on any finance business.
- (13) To carry on all kinds of promotion business, and in particular to form, constitute, float, lend

money to, assist and control any companies, associations, businesses or undertaking whatsoever.

- (14) To engage in and carry on the business of scientific research, in all its branches including the registration in any country , acquisition, improvements, discovery and development of any processes, inventions, formulas, patents, trademarks, designs and the like, and to acquire by purchase or otherwise and own, sell, lease or otherwise dispose of or deal in the same, and for the purposes aforesaid or any of them to acquire, construct, maintain, supervise and operate laboratories and research centers, as well as factories and workshops for the manufacture and processing of products.
- (15) To acquire by purchase or otherwise and hold as investment , or otherwise any inventions, improvements , processes, patents, applications , trademarks, trade names, trade secrets, labels, license designs, brands, formulas and the like and to sell, exchange, grant licenses or vary the same as the company may from time to time determine.
- (16) To carry on any kind of business connected with catering, hotels, tourist transport, voyages recreation and entertainment.
- (17) To carry on all kinds of exploration business, and in particular to search for, examine, explore, exploit, rent or acquire rights over mines and grounds supposed to contain metals, minerals, ores, oil or precious stones, and to search for and obtain information in regard to mines, mining claims, mining districts and localities, and extracts, refines and trades metals, minerals, precious stones, oil and its byproducts.
- (18) To carry on the business of insurers, insurance brokers or agents and generally any business connected with insurance.
- (19) To participate in the management, supervision and control of any business or work of any company or enterprise and for this purpose to appoint and remunerate any Directors , Managers, accountants, experts, agents or other representatives.
- (20) To secure the registration or recognition of the Company in any country or place and to comply with any necessary or advantageous conditions for the purpose of ensuring the functioning of the Company in such country or place and to establish local representatives or offices therein for the carrying on of its business.
- (21) To establish subsidiaries, branches, representative offices, or amalgamate with any other company or enterprise which either in part or as a whole has objects similar to those of the Company and acquire property or debts of any legal or natural person for the promotion of the objects and business of the Company.
- (22) To enter into partnerships or any other arrangements for participation in profits or interests, and into co-operation, joint ventures, mutual concessions or otherwise with other persons or person, legal or physical , or with other enterprises carrying on or engaged in business or commercial transactions capable of being directly or indirectly beneficial to the Company.
- (23) To enter into any arrangements with any Government or Authority, Municipal, local or otherwise , which might be considered as conducive to the attainment of the objects of the Company, or of any of them, to obtain by such arrangement concessions, rights or privileges,

which , as a whole or each one separately the Company would wish to obtain and use and to comply with such arrangements, rights, privileges and concessions.

- (24) To lend or advance money to such persons and under such conditions as it would be deemed advisable and, especially, to its members, to customers and persons dealing with the Company.
- (25) To lent or borrow or seek or secure or guarantee or indemnify the payment of money or any other kind of debts to third persons or in respect of the business of the Company and for this purpose to mortgage and burden the business and the whole or any part of its immovable and movable property, present or future, in any way the Company would deem fit, including the issue, at nominal value or increased value or value below the nominal one, of debentures or stock perpetual or otherwise , charged upon all or any of the property of the Company (both present or future), including its uncalled capital and, further or additionally, to secure any securities of the Company by trust or other security and to purchase, redeem or otherwise pay off any such securities.
- (26) To carry on either alone or in common with others, in any part of the world, works or business as ship owners , charterers, forwarders, agents, insurances, carriers off all kind of goods by , sea, land, air including oil suppliers, sales promoters and generally all relevant works regarding the transportation of goods, Shipping and Maritime works.
- (27) To sell or otherwise dispose part or the whole of the business or the property of the Company for such consideration as the Company would deem fit.
- (28) To distribute in specie amongst the members of the Company part or the whole of the property or the business of the Company and at any time, as well as in case of its dissolution.
- (29) To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or provident or superannuation funds for the benefit of the persons mentioned below, and give or procure the giving of donations, gratuities , pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any subsidiary company, or who are or were at any time Directors or officers of Company or of any such other company as aforesaid, and the wives, widows, husbands, families and dependents of any such persons , and also to establish and subsidize and subscribe to any institutions, associations, clubs or funds which to the Company may seem to be for the benefit of or to advance the interest and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and make payments to or towards the insurance of any such person as aforesaid either alone or in conjunction with any such other company as aforesaid.
- (30) To participate in or otherwise aid any charitable or philanthropic body or purpose or other purpose of public benefit.
- (31) To pay all expenses related to the formation and registration of the Company.
- (32) To do all or any of the above acts either alone or in conjunction with others and in various legal capacities, such as principal, mandatory, agent, contractor, trustee or in any other capacity envisaged by the law, as well as generally and for every purpose or object to act in

any capacity as above and advertise by any means and way the objects and the Company in general.

- (33) To do any act which is conducive to or necessary for the achievement of the above or of any of the above objects severally and will be construed with a broad meaning and without limitation separately except where expressly mentioned in the text.

Provided that :

Nothing hereinabove provided shall preclude the management or the place of the conducting of the out of Cyprus business activities of the Company to be situated in Cyprus.

4. The liability of the members is limited.
5. The share capital of the Company is Euro 1.000,00 divided into 1.000 Ordinary shares of €1,00- each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential rights, privileges, conditions or restrictions or especially as regards dividends, capital voting or otherwise.

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

Names, Addresses and Description
of Subscribers

Number of Shares taken
by each Subscriber


HELLEN'S ROCK CAPITAL LTD REG. NO.
338683
LIMITED LIABILITY COMPANY
PRESPAS 2, 4TH FLOOR, FLAT/OFFICE 405
AGIOI OMOLOGITES
1082, NICOSIA, CYPRUS.

(1.000)
(One Thousand Shares)

(I received one thousand shares only)

Dated this day of 2017

WITNESS to the above signatures:


~~CHRISTOS E. NICOLAOU~~
CHRISTOS E. NICOLAOU
Advocate
Mitsis BLDG. 1, 1 Stasinou Ave.
Eleftherias Sq., 1st floor, off. 4
P.O.Box 21294 NICOSIA

TRANSLATED
TRUE COPY
Georgios Tziftarides
FOR REGISTRAR OF COMPANIES
11/06/2024

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Cyprus

This public document

2. has been signed by Georgios Triftarides

3. acting in the capacity for Registrar of Companies

4. bears the seal/stamp of Department of Registrar of Companies and Intellectual Property, Ministry of Energy, Commerce and Industry

Certified

5. at APOSTILLE - LIMASSOL MJPO OFFICE

6. the 14/06/2024

7. by Panagiota Koudouna

8. No LIM MJPO-LIM 000447931/2024

9. Seal/stamp:

10. Signature:



For Permanent Secretary
Ministry of Justice and Public Order
63448059



Note: This apostille only certifies the signature, the capacity of the signer and the seal or stamp it bears. It does not certify the content of the document for which it was issued (Article 2 of the Hague Convention 1961).



PRIVATE COMPANY LIMITED BY SHARES

**AMENDED ARTICLES OF ASSOCIATION
OF COMPANY
UNITED GAMING GROUP LTD
INTERPRETATION**

1. In these Regulations:

- "Company" means **UNITED GAMING GROUP LTD**
- "Cyprus" means the Republic of Cyprus.
- "the Law" means the Companies Law, Cap. 113 or any Law substituting or amending same.
- "the seal" means the common seal of the company.
- "the secretary" means any person appointed to perform the duties of the secretary of the company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes or representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Regulations shall bear the same meaning as in the Law or any statutory modification thereof in force at the date at which these Regulations become binding on the Company.

TABLE "A" EXCLUDED

2. The Regulations contained in Table "A" in the First Schedule to the Law shall not apply except so far as the same are repeated or contained in these Regulations.

PRELIMINARY

3. The Company is a private company and accordingly: -
- a) the right to transfer shares is restricted in manner hereinafter prescribed;
 - b) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were, while in such employment, and have continued after the termination of such employment to be 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 Regulation be treated as a single member;
 - c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;
 - d) the Company shall not have power to issue share warrants to bearer.
 - e) At all times where the Company shall have only one Member the following provisions shall apply:
 - (i) The sole Member exercises all the powers of the General Meeting provided, always, that any decisions taken by the said Member in General Meeting are minuted or taken in writing.
 - (ii) Agreements concluded between the sole Member and the Company, are minuted or reduced in writing, unless they relate to day to day transactions of the Company concluded in the ordinary course of business.

Provided that in the event that the Company has one sole member part 3 of Table "A" of the First Schedule of the Law will apply.

BUSINESS

4. The Company shall pay all preliminary and other expenses and enter into, adopt or carry into effect and take over or continue (with such modifications, if any, as the contracting parties shall agree and the board of directors shall approve), any agreement or business or work reached or carried on (as the case might be) prior to incorporation of the Company, as the Company may decide.

SHARE CAPITAL AND VARIATION OF RIGHTS

5. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or any other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine.

6. Subject to the provisions of section 57 of the Law, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.
7. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Regulations shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in the person or by proxy may demand a poll.
8. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
9. The Company may exercise the powers of paying commissions conferred by section 52 of the Law, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of 10 per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.
10. Except as required by law, no person shall be recognised by the Company as holding any shares upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
11. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of 12.5 cent for every certificate after the first or such less sum as the directors shall from time to time determine. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

12. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of a fee of 12.5 cent, or such less sum and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company for investigating the evidence adduced as the directors think fit.
13. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this Regulation shall prohibit transactions mentioned in the proviso to section 53(1) of the law.
14. The share capital of the Company is €20,000 divided into 20,000 Ordinary Shares of € 1.00 each. The Ordinary Shares issued by the Company will bear rights to vote and rights to receive dividend.

LIEN

15. The Company shall have a first and paramount lien on every share for all moneys (on shares which are not fully paid) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (other shares which are not fully paid) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon as well as to any other rights or benefits attached thereto.
16. The Company may sell, in such manner as the directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of this death or bankruptcy.
17. To give effect to any such sale the directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
18. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS OF SHARES

19. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the directors may determine and the members shall be notified accordingly.
20. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed and may be required to be paid by instalments.
21. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
22. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 5 per cent per annum as the directors may determine, but the directors shall be at liberty to waive payment of such interest wholly or in part.
23. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Regulations be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case, of non-payment all the relevant provisions of these Regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. The directors may on the issue of shares, differentiate between the holders as to the number of calls, the amount of calls to be paid and the times of payment.
24. The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
25. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) 5 per cent per annum, as may be agreed upon between the directors and the member paying such sum in advance.

TRANSFER OF SHARES

26. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

27. Subject to such of the restrictions of these Regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the directors may approve.
28. The directors may, in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the Company has a lien.
29. The directors may also decline to recognise any instrument of transfer unless:-
- a) a fee of 12.5 cents, or such lesser amount as the directors may from time to time require, is paid to the Company in respect thereof;
 - b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and
 - c) the instrument of transfer is in respect of only one class of shares.
30. If the directors refuse to register a transfer they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.
31. The registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.
32. The Company shall be entitled to charge a fee not exceeding 12.5 cents on the registration of every probate, letters of administration, certificates of death or marriage, power of attorney, or other instrument.
33. Notwithstanding any other provision in these Articles, the following transfers of shares by members of the Company by sale, exchange, gift, transmission by law or otherwise are freely permitted and the Directors shall forthwith approve any such transfer and shall proceed to the registration of same in the register of members of the Company (in each case, a **'Permitted Transferee'**):
- a) Transfer to father, mother, spouse, child, grandson or grand-daughter of the transferor;
 - b) If the member is one or more trustees (nominees), transfer to another trustee or trustees (nominees) if any previous one or ones were replaced;
 - c) Transfer by an individual member to a company controlled either together or separately by such member and/or by any members of his family and/or by a company controlled by them or any of them. For the purposes of this paragraph a company is deemed to be controlled if the controlling person, natural or legal, holds therein more than 50% of the votes;

- d) Transfer by a member to an individual or to another company holding in the transferor company more than 25% of the votes; or
- e) Transfer by a company to another company which is a subsidiary or holding of the transferor company or to another company controlled by such subsidiary or holding company. For the purposes of this paragraph the words subsidiary and holding company have the usual meaning and the word "controlled company" means holding in such company more than 50% of the votes,

provided; however, that if a Permitted Transferee ceases to be a Permitted Transferee of the transferring member, then such Permitted Transferee shall be obligated to transfer immediately all such shares to the transferring member or any of its Permitted Transferees.

34. Other than transfers made to Permitted Transferees in accordance with Regulation 36, the right to transfer shares in the Company shall be subject to the following restrictions and provisions:

- a) If any member holding below 10% of the issued share capital in the Company wishes to transfer its shares in the Company to any party which is not a Permitted Transferee in accordance with Regulation 36 above, then before such member (hereinafter referred to as the 'Selling Member') transfers any or all its shares to the other party (hereinafter referred to as the 'Transferee') the Selling Member shall, through the Company Secretary as described in Regulation 37 (c) offer in writing such shares to all other members of the Company holding more than 10% of the Ordinary Shares (each hereinafter referred to as the 'Offeree').
- b) The offer made to the Offeree(s) pursuant to Regulation 37 (a) shall be on terms and conditions no less favourable than the terms offered to the Transferee and shall be open for acceptance for thirty (30) days following the date the Company Secretary makes the communications set out below (hereinafter referred to as the '30 Day Period').
- c) Any offer of shares made pursuant to Regulations 37 (a) shall be made in writing, shall be submitted to the Company Secretary by registered letter or fax, shall identify the Transferee, and shall contain full particulars of the terms and conditions of the offer to the Transferee and to the other Offeree(s) (including the number of shares involved and the price per share). The Company Secretary shall within five (5) days from the date of receipt communicate the same to all Offeree(s) and the offer shall be deemed to have been rejected by an Offeree if not accepted by such Offeree within the 30 Day Period. Each of the Offeree(s) may exercise such option, and thereby, purchase all or any portion of its pro rata share of the shares subject to the offer (including the shares not purchased by other Offerees, if applicable) by providing, within the 30 Day Period, written notice to the Company Secretary and the Selling Member of such Offeree(s)'s acceptance of the offer, such Offeree(s) will accordingly be deemed to have accepted the offer.
- d) If at the end of the 30 Day Period, the shares accepted by the Offeree(s) pursuant to Regulation 37 (c) are less than the total number of shares subject to the offer, then the accepting Offeree(s) will not be entitled to acquire the shares subject to the offer (with respect to which written notices of purchase were delivered) and the Selling Member may transfer to the Transferee all (but not less than all) of the shares subject to the offer within

thirty (30) days of the end of the 30 Day Period so long as (i) at the time of completion of the share transfer, the Transferee executes a deed of adherence to any shareholders' agreement that may be in place at the time (and delivers same to the Company Secretary along with a resolution of its directors approving the share transfer and the Transferee's execution of the deed of adherence), (ii) the price per share so transferred is not less than that offered to the Offeree, and (iii) the other terms and conditions of the transfer are not more favourable to the Transferee than those offered to the Offeree(s). Any shares not transferred within such thirty (30) day period shall again be subject to the provisions of this Regulation 37.

- e) If at the end of the 30 Day Period, the Offeree(s) have accepted all of the shares subject to the offer, then payment for such shares shall be by check or wire transfer to a bank account to be designated by the Selling Member, against delivery of such shares to be purchased at a place and time agreed between the parties, which shall be no later than thirty (30) days after the end of the 30 Day Period.
 - f) Any transfer of shares is subject to the substitution and accession to any right, duty, obligation, liability, contract, agreement or arrangement or undertaking or representation provided and/or entered into by the Selling Member in relation to the Company and such obligations shall be clearly identified and included in the terms and conditions of any offer made hereunder.
 - g) For the avoidance of any doubt, any transfer of shares made pursuant to this Regulation 37 shall require an instrument of transfer in accordance with Regulations 29 and 30.
35. Except provided for herein, no shares in the Company to which the rights of first offer set forth in Regulation 37 apply shall be transferred unless and until the terms thereof shall have been exhausted.

TRANSMISSION OF SHARES DUE TO DEATH OR BANKRUPTCY

36. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
37. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.
38. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered as holder he shall testify his election by executing to that person a

transfer of the share. All the limitations, restrictions and provisions of these Regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer was a transfer signed by that member.

39. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided always that the directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

40. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment of the call as is unpaid, together with any interest which may have accrued.
41. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
42. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.
43. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.
44. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.
45. A statutory declaration in writing that the declarant is a director or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour

of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

46. The provisions of these Regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK

47. The Company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.
48. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and the directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
49. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
50. Such of the Regulations of the Company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

ALTERATION OF CAPITAL

51. Subject to the provisions of Regulations 5 and 6 the Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
52. The Company may by ordinary resolution:-
- a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - b) subdivide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association subject, nevertheless, to the provisions of section 60 (1) (d) of the Law;

- c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
53. The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorised, and consent required, by law.

GENERAL MEETINGS

54. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.

Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.

55. All general meetings other than annual general meetings shall be called extraordinary general meetings. A general meeting may be held by telephone or other means whereby all persons present may at the same time hear and be heard by everybody else present and persons who participate in this way shall be considered present at the meeting for the purposes of quorum or for any other reason.

In such an instance the general meeting is considered that it has taken place where the person that was taking the minutes is located.

56. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 126 of the Law.

NOTICE OF GENERAL MEETINGS

57. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meetings to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Regulation, be deemed to have been duly called if it is so agreed:-

- a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.
58. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

59. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the report on financial statements, the directors' report and the auditors' report, in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
60. 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 holding 50% (fifty percent) plus one share of the issued shares in person or by proxy shall be a quorum. At all times when the Company has one and only Member, one Member present in person or by proxy shall be a quorum.
61. If within half an hour from the time appointed for the 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 in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
62. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairman of the meeting.
63. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
64. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

65. At any general meeting any resolution put to the vote of the meeting shall be decided either by oral vote or on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or oral vote) demanded:

- a) by the chairman; or
- b) by at least two members present in person or by proxy (unless the Company has only one member); or
- c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

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

The demand for a poll may be withdrawn.

66. Except as provided in Regulation 66, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
67. In the case of an equality of votes, whether on a show of hands or by oral vote or on a poll, the chairman of the meeting shall not have a casting vote.
68. A poll demanded on the election of a chairman or on a question of adjournment of the meeting shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

VOTES OF MEMBERS

69. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands or by oral vote every member present in person shall have one vote, and on poll every member shall have one vote for each share of which he is the holder.
70. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

71. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or by oral vote or on a poll, by the administrator of his property, his committee, receiver, curator bonis, or other person in the nature of an administrator, committee, receiver or curator bonis appointed by that Court, and any such administrator, committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
72. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
73. No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
74. On a poll votes may be given either personally or by proxy.
75. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
76. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy by a certifying officer of that power or authority shall be deposited at the registered office of the Company or at such other place within Cyprus as is specified for that purpose in the notice convening the meeting at any time before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, at any time before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
77. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"..... Limited".

(Name of the Company)

I/We....., of, being a member/members of the above-named Company, hereby appoint..... of....., or falling him..... of, as my/our proxy to vote for me/us or my/our behalf at the annual or extraordinary, as the case may be) general meeting of the Company, to be held on the day of, 20....., and at any adjournment thereof.
Signed this day of, 20...".

78. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"..... Limited".
(Name of the Company)

I/We, of, being a member/members of the above-named Company, hereby appoint of, or falling him of, as my/our proxy to vote for me/us or my/our behalf at the annual or extraordinary, as the case may be) general meeting of the Company, to be held on the day of 20..., and at any adjournment thereof.
Signed this day of, 20....".

This form is to be used in favour of/* against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired.

79. The instrument appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.
80. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
81. Subject to the provisions of the Law, a resolution in writing signed or approved by letter, telex, facsimile or e-mail by each member for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director or other authorized officer thereof or its duly appointed attorney.

LEGAL ENTITIES ACTING THROUGH REPRESENTATIVE(S) IN GENERAL AT MEETINGS

82. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

83. Unless and until otherwise determined by the Company in General Meeting, the number of the directors shall be at least one and there shall be no maximum number. The first directors of the

Company shall be appointed in writing by the subscribers to the memorandum of association or a majority of them and it shall not be necessary to hold any meeting for that purpose.

84. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company.
85. The shareholding qualification for directors may be fixed by the Company in general meeting, and unless and until so fixed no qualification shall be required.
86. A director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a shareholder or otherwise, and no such director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs.

BORROWING POWERS

87. The directors may exercise all the powers of the Company to borrow money or raise money without limitation or to provide guarantees and securities and to mortgage, pledge, assign or otherwise charge its undertaking, property, assets, rights, choses in action and book debts, receivables, revenues and uncalled capital, or any part thereof, and to issue and create debentures, debenture stock, mortgages, pledges, charges and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

88. The business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the Company as are not, by the Law or by these Regulations, required to be exercised by the Company in general meeting, subject, nevertheless to any of these Regulations, to the provisions of the Law and to such regulations, being not inconsistent with the aforesaid Regulations or provisions as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
89. The directors may from time to time and at any time by power of attorney or otherwise appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Regulations) and for such period and subject to such conditions as they may think fit, and any such authorizations or powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such authorized representative or attorney as the directors may think fit and may also authorise any such authorized representative or attorney to delegate all or any of the powers, authorities and discretions vested in him.

90. The Company may exercise the powers conferred by section 36 of the Law with regard to having an official seal for use abroad, and such powers shall be vested in the directors of the Company.
91. The Company may exercise the powers conferred upon the Company by sections 114 to 117 (both inclusive) of the Law with regard to the keeping of a dominion register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.
- 92.
- 1) A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract or employment with the Company shall declare the nature of his interest at a meeting of the directors in accordance with section 191 of the Law.
 - 2) A director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does so his vote shall be counted and he may be counted in the quorum at any meeting of the directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration.
 - 3) A director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine and a director or intending director shall not be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established.
 - 4) Any director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor to the Company.
93. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
94. The directors shall cause minutes to be made in books provided for the purpose:
- a) of all appointments of officers made by the directors;
 - b) of the names of the directors present at each meeting of the directors and of any committee of the directors;

- c) of all resolutions and proceedings at all meetings of the Company, and of the directors, and of committees of directors.

PENSIONS

- 95. The directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or persons in respect of services rendered by him or them to the Company whether as managing director or in any other office or employment under the Company or indirectly as officers or employees of any subsidiary, associated or allied company of the Company, notwithstanding that he or they may be or may have been directors of the Company and the Company may make payments towards insurances, trusts, schemes or funds for such purposes in respect of such person or persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person or persons.

DISQUALIFICATION OF DIRECTORS

- 96. The office of director shall be vacated in case where the director:-
 - a) ceases to be director by virtue of section 176 of the Law; or
 - b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - c) becomes prohibited from being a director by reason of any order made under section 180 of the Law; or
 - d) becomes of unsound mind; or
 - e) resigns his office by notice in writing to the Company.

APPOINTMENT OF ADDITIONAL DIRECTORS AND REMOVAL OF DIRECTORS

- 97. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Regulations. Any director so appointed shall hold office, only until the next following annual general meeting, and shall then be eligible for re-election.
- 98. The Company may by ordinary resolution, of which special notice has been given in accordance with section 136 of the Law, remove any director before the expiration of this period of office notwithstanding anything in these Regulations or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such

director may have for damages for breach of any contract of service between him and the Company.

99. At any time, and from time to time, the Company may (without prejudice to the powers of the directors under Regulation 100) by ordinary resolution appoint any person as director and determine the period for which such person is to hold office.
100. The Company may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.

PROCEEDINGS OF DIRECTORS

101. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit and questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall be necessary to give a 96 hour notice of a meeting of directors to any director for the time being absent from Cyprus who has supplied to the Company a registered address situated outside Cyprus. A meeting may be held by telephone or other means whereby all persons present may at the same time hear and be heard by everybody else present and persons who participate in this way shall be considered present at the meeting. In such case the meeting shall be deemed to be held where the secretary of the meeting is located. All board and committee meetings shall take place in Cyprus where the management and control of the Company shall rest.
102. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be one director or his/hers alternates.
103. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
104. The directors may elect a chairman of their meeting and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
105. The directors may delegate any of their powers to a committee or committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors, as to its powers, constitution, proceedings, quorum or otherwise.
106. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

107. Subject to any regulations imposed on it by the directors, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present.
108. All acts done by any meeting of the directors or of a committee or directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
109. A resolution in writing signed or approved by letter, telex, facsimile or e-mail by each director or his alternate shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held and when signed may consist of several documents each signed by one or more of the persons aforesaid.

ALTERNATE DIRECTORS

- 110.
- a) Each director shall have power from time to time to nominate another director or any person, not being a director, to act as his alternate director, provided the nominated alternate director is a resident of the same country as of the director nominating him, and at his discretion to remove such alternate director.
 - b) An alternate director shall (except as regards power to appoint an alternate director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other directors, and shall be entitled to receive notices of all meetings of the directors and to attend, speak and vote at any such meeting at which his appointer is not present.
 - c) One person may act as alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate director shall be in addition to his own vote.
 - d) Any appointment or removal of an alternate director may be made by letter, e-mail or facsimile or in any other manner approved by the directors. Any e-mail or facsimile shall be confirmed as soon as possible by letter but may be acted upon by the Company meanwhile.
 - e) If a director making any such appointment as aforesaid shall cease to be a director otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director.
 - f) A director shall not be liable for the acts and defaults of any alternate director appointed by him.
 - g) An alternate director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote.

MANAGING DIRECTOR

111. The directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment shall be automatically determined if he ceases from any cause to be a director.
112. A managing director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the directors may determine.
113. The directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

SECRETARY

114. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
115. No person shall be appointed or hold office as secretary who is:-
- a) the sole director of the Company; or
 - b) a corporation the sole director of which is the sole director of the Company; or
 - c) the sole director of a corporation which is the sole director of the Company.

These restrictions shall not apply at all times when the Company has one and only Member.

116. A provision of the Law or these Regulations requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary. The present Regulation shall not apply at all times when the Company has one and only Member.

THE SEAL

- 117.
- a) The directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a director or his alternate or by some other person appointed by the Board for this purpose.
 - b) In cases whether the Company conducts business outside of the Republic of Cyprus, the Company may have an official seal for use in any such territory, district or place may, by writing under its common seal, authorise any person appointed for the purpose in that territory, district or place to affix the official seal to any deed or other document to which the company is party in that territory, district or place.

DIVIDENDS AND RESERVE

118. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.
119. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the Company.
120. No dividend shall be paid otherwise than out of profits.
121. The directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the directors may from time to time think fit. The directors may also without placing the same to the reserve carry forward any profits which they may think prudent not to divide.
122. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
123. The directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
124. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in anyone or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors.
125. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the

person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.

126. No dividend shall bear interest against the Company.

FINANCIAL ACCOUNTS AND AUDIT

127. The directors shall cause proper books of account to be kept with respect to:

- a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- b) all sales and purchases of goods by the Company; and
- c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

128. The books of account shall be kept at the registered office of the Company, or, subject to section 141 (3) of the Law, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
129. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in general meeting.
130. The directors shall from time to time, in accordance with sections 142, 143, 151 and 152 of the Law, cause to be prepared and to be laid before the Company in general meeting such financial and group accounts (if any) and reports as are referred to in those sections.
131. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditors' report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Company and to every person registered under Regulation 41. Provided that this Regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

CAPITALISATION OF PROFITS

132. The Company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any

of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution, amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted, distributed and credited as fully paid up to and amongst such members in the proportions aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution:

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Regulation only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

133. Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issued of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

AUDIT

134. Auditors shall be appointed and their duties regulated in accordance with sections 153 to 156 (both inclusive) of the Law.

NOTICES

135. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address) to the address supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
136. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.
137. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to

them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like descriptions, at the address, supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

138. Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- a) every member except those members who (having no registered address) have not supplied to the Company an address for the giving of notices to them;
- b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

WINDING UP

139. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Law, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

140. Every director or other officer for the time being of the Company shall be indemnified out of the assets of the Company against any losses or liabilities which he may sustain or incur in or about the execution of his duties including liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 383 of the Law in which relief is granted to him by the Court and no director or officer of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this clause shall only have effect in so far as its provisions are not avoided by section 197 of the Law.

TRANSLATED
TRUE COPY
Georgios Tzitarides
FOR REGISTRAR OF COMPANIES

11/06/2024

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Cyprus

This public document

2. has been signed by Georgios Triftarides

3. acting in the capacity for Registrar of Companies

4. bears the seal/stamp of Department of Registrar of Companies and Intellectual Property, Ministry of Energy, Commerce and Industry

Certified

5. at APOSTILLE - LIMASSOL MIPO OFFICE

6. the 14/06/2024

7. by Panagiota Koudouna

8. No LIM MIPO-LIM 000447932/2024

9. Seal/stamp:

10. Signature:



For Permanent Secretary
Ministry of Justice and Public Order
23604316

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Appendix 1

SPECIAL RESOLUTION

COMPANIES LAW – CAP. 113

SPECIAL RESOLUTION OF THE COMPANY

HELLENS ROCK INVESTMENTS LIMITED



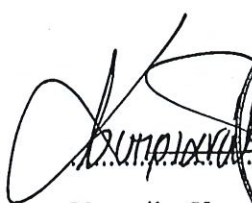
LIMITED LIABILITY COMPANY BY SHARES

At an Extraordinary General Meeting of the Company which was duly convened on 20th Day of December, 2018 at the Registered Office of the Company the following Special Resolution was passed.

SPECIAL RESOLUTION



It is hereby resolved that the existing Articles of Association of the Company be replaced in their entirety with the new Articles of Association attached hereto as **Annex I** ("Amended Articles of Association").


Veronika Kyprianou
For Serveu (Secretarial) Limited
Secretary



TRANSLATED
TRUE COPY
Georgios Trifarides
FOR REGISTRAR OF COMPANIES
11/06/2024

APOSTILLE

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Certified

5. at APOSTILLE - LIMASSOL MJPO OFFICE

6. the 14/06/2024

7. by Panagiota Koudouna

8. No LIM MJPO-LIM 000447934/2024

9. Seal/stamp:

10. Signature:



For Permanent Secretary
Ministry of Justice and Public Order
79739351

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Appendix 1

UNITED GAMING GROUP LTD

Reg. No: HE368660



The Extraordinary General Meeting of the Company was duly convened and held on Wednesday, 15th of April 2022 at 11 a.m. the following Special Resolution was adopted:

SPECIAL RESOLUTION

It is unanimously decided that:



A. That the existing Articles of Association of the Company be replaced in their entirety with the new Articles of Association attached hereto as Annex I ("Amended Articles of Association").

.....
Pantelis Christofides
For and on behalf of
Serveu (Secretarial) Limited
Secretary



TRANSLATED
TRUE COPY
Georgios Trifarides
FOR REGISTRAR OF COMPANIES
11/06/2021

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Cyprus

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4. bears the seal/stamp of Department of Registrar of Companies and Intellectual Property, Ministry of Energy, Commerce and Industry

Certified

5. at APOSTILLE - LIMASSOL MJPO OFFICE

6. the 14/06/2024

7. by Panagiota Koudouna

8. No LIM MJPO-LIM 000447933/2024

9. Seal/stamp:

10. Signature:



For Permanent Secretary
Ministry of Justice and Public Order
44308920

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UNITED GAMING GROUP LTD HE 368660
SPECIAL RESOLUTION APPROVED BY WRITTEN RESOLUTION DATED
15/04/2022 FROM THE SHAREHOLDERS OF THE COMPANY



By unanimous written resolution of all its shareholders of UNITED GAMING GROUP LTD adopted in accordance with the provisions of the statute received the following special resolution:

SPECIAL RESOLUTION

"In accordance with article 64 (1) (c) of the Companies Law Cap. 113, the authorized share capital of the Company that consists from EURO 20,000 (twenty thousand) ordinary shares of €1 each and 3,000 (three thousand) shares Class B of €1 each, is decreased to 20,000 ordinary shares of €1 each, by deleting and removing the 3,000 Class B shares with nominal value of €1 each, which the 1,348 were issued for HELLEN'S ROCK CAPITAL LTD and the rest 1,652 were not issued as shown in the table below. The amount of the reduction is considered to exceed the needs of the company.

SHAREHOLDERS	TOTAL NUMBER OF SHARES ISSUED	NUMBER OF DELETED SHARES	VALUE OF DELETED SHARES
HELLEN'S ROCK CAPITAL LIMITED	9,330 Ordinary shares of €1 each 1,348 Class B shares of €1 each	1,348 Class B shares of €1 each	€1,348
KIRLANCOX HOLDINGS LIMITED	275 Ordinary shares of €1 each		
MILAN STOJANOVIC	70 Ordinary shares of €1 each		
SIDERO HOLDINGS LIMITED	50 Ordinary shares of €1 each		
SOLLY LAWI	200 Ordinary shares of €1 each		
ARTHUR MUSETESCU	50 Ordinary shares of €1 each		
SEBASTIAN BOER	25 Ordinary shares of €1 each		

After reduction, the value of the nominal share capital of the company will be €20,000 (twenty thousand euro) divided into 20,000 (twenty thousand) ordinary shares with nominal value of €1 each.

The paid-up par value of the issued shareholders, is €1,348, will be paid, by the company to HELLEN'S ROCK CAPITAL LIMITED.

.....
Loukia Antoniou
For Serveu (Secretarial) Limited
Secretary



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Georgios Trifarides
FOR REGISTRAR OF COMPANIES
11/06/2024

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Certified

5. at APOSTILLE - LIMASSOL MIPO OFFICE

6. the 14/06/2024

7. by Panagiota Koudouna

8. No LIM MIPO-LIM 000447935/2024

9. Seal/stamp:

10. Signature:



For Permanent Secretary
Ministry of Justice and Public Order

89754686

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Appendix 1.

UNITED GAMING GROUP LTD

Reg. No: HE368660



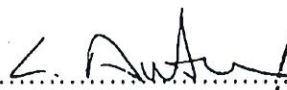
14/11/21

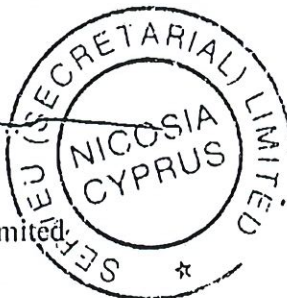
The Extraordinary General Meeting of the Company was duly convened and held on Wednesday, 8th of July 2021 at 10 a.m. the following Special Resolution was adopted:

SPECIAL RESOLUTION

It is unanimously decided that:

«To increase the authorized share capital of the Company from EUR 4,000 divided into 1,000 ordinary shares of EUR 1.00 each and 3,000 Class B shares of EUR 1.00 each, to EUR 23,000 divided into 20,000 ordinary shares of EUR 1.00 each and 3,000 Class B shares of EUR 1.00 each».


Loukia Antoniou
For and on behalf of
Serveu (Secretarial) Limited
Secretary



TRANSLATED
TRUE COPY
Georgios Tzafarides
FOR REGISTRAR OF COMPANIES
11/06/2021

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

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Certified

5. at APOSTILLE - LIMASSOL MJPO OFFICE

6. the 14/06/2024

7. by Panagiota Koudouna

8. No LIM MJPO-LIM 000447936/2024

9. Seal/stamp:

10. Signature:



For Permanent Secretary
Ministry of Justice and Public Order
52751744



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No. Company 368660

HELLEN'S ROCK INVESTMENTS LIMITED

An Extraordinary General Meeting of the above-mentioned Company duly convened and received at its Registered Office on 1 December 2020 at 12:00 am. the following Special Resolution was adopted:

SPECIAL RESOLUTION

Unanimously decided that:

"Company name changed to"

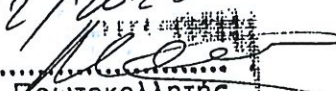
UNITED GAMING GROUP LTD



Veronika Kyprianou
On behalf of
Serveu (Secretarial) Limited
Secretary



Ὁρκίστηκε και υπογράφηκε ενώπιον μου,
στο Επαρχιακό Δικαστήριο Λευκωσίας,
σήμερα. 16/12/2020


Πρωτοκολλητής

ΑΚΡΙΤΑΣ ΑΣΠΡΗ

TRANSLATED
TRUE COPY
Georgios Triantides
FOR REGISTRAR OF COMPANIES
11/06/2024

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Cyprus

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Certified

5. at APOSTILLE - LIMASSOL MJPO OFFICE

6. the 14/06/2024

7. by Panagiota Koudouna

8. No LIM MJPO-LIM 000447937/2024

9. Seal/stamp:

10. Signature:



For Permanent Secretary
Ministry of Justice and Public Order

73456349

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Appendix 1

HELLEN'S ROCK INVESTMENTS LIMITED

Reg. No: HE368660

5 - NOV. 2019

SECRETARIAL

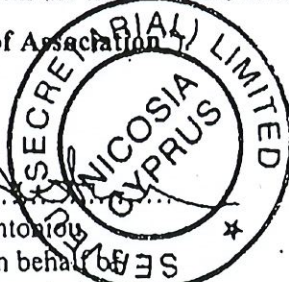
The Extraordinary General Meeting of the Company was duly convened and held on Wednesday, 23rd of October 2019 at 12 a.m. the following Special Resolution was adopted:

SPECIAL RESOLUTION

It is unanimously decided that:

A. That the existing Articles of Association of the Company be replaced in their entirety with the new Articles of Association attached hereto as Annex I ("Amended Articles of Association")

Loukia Antoniou
For and on behalf of
Serveu (Secretarial) Limited
Secretary



TRANSLATED
TRUE COPY
Georgios Tzitarides
FOR REGISTRAR OF COMPANIES
11/06/2021

APOSTILLE

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Certified

5. at APOSTILLE - LIMASSOL MJPO OFFICE

6. the 14/06/2024

7. by Panagiota Koudouna

8. No LIM MJPO-LIM 000447938/2024

9. Seal/stamp:

10. Signature:



For Permanent Secretary
Ministry of Justice and Public Order
68745858

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αριθμός 1, 1. 1067
ΕΠΙΧΕΙΡΗΣΙΑΚΟ ΚΕΝΤΡΟ ΕΓΚΛΗΜΑΤΩΝ

Appendix 1

SPECIAL RESOLUTION

COMPANIES LAW – CAP. 113

SPECIAL RESOLUTION OF THE COMPANY

HELLENS ROCK INVESTMENTS LIMITED



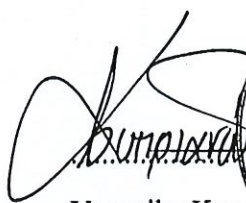
LIMITED LIABILITY COMPANY BY SHARES

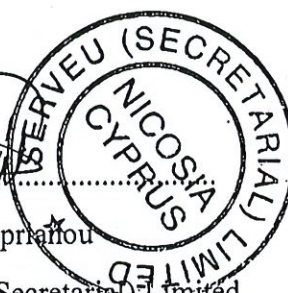
At an Extraordinary General Meeting of the Company which was duly convened on 20th Day of December, 2018 at the Registered Office of the Company the following Special Resolution was passed.

SPECIAL RESOLUTION

It is hereby resolved that the existing Articles of Association of the Company be replaced in their entirety with the new Articles of Association attached hereto as Annex I ("Amended Articles of Association").




Veronika Kyprianou
For Serveu (Secretarial) Limited
Secretary



TRANSLATED
TRUE COPY
Georgios Triarides
FOR REGISTRAR OF COMPANIES
11/06/2024

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

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Certified

5. at APOSTILLE - LIMASSOL MJPO OFFICE

7. by Panagiota Koudouna

6. the 14/06/2024

8. No LIM MJPO-LIM 000447939/2024

9. Seal/stamp:

10. Signature:



For Permanent Secretary
Ministry of Justice and Public Order
46468742



Note: This apostille only certifies the signature, the capacity of the signer and the seal or stamp it bears. It does not certify the content of the document for which it was issued (Article 2 of the Hague Convention 1961).

TRANSLATED
TRUE COPY
of the original document
for the Registrar of Companies

HELLENS ROCK INVESTMENTS LIMITED

Reg. No. 368660

At an Extraordinary General Meeting of the Company which was duly convened on 20th December, 2018 and 12 p.m the following Special Resolution was passed.

SPECIAL RESOLUTION

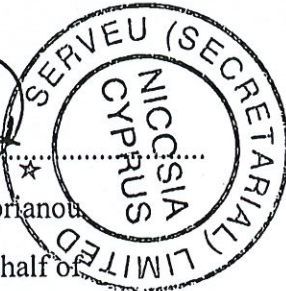
It is hereby resolved that:

«the authorized share capital of the Company be increased from EUR 1,000 divided into 1,000 ordinary shares of EUR 1.00 each to EUR 4,000 divided into 1,000 ordinary shares of EUR 1.00 each and 3,000 Class B Shares of EUR 1.»


Veronica Kyprianou
For and on behalf of

Serveu (Secretarial) Limited

Secretary



18/1/19

TRANSLATED
TRUE COPY
103 Tzifarides
FOR REGISTRAR OF COMPANIES

11/06/2024



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Cyprus

This public document

2. has been signed by Georgios Triftarides

3. acting in the capacity for Registrar of Companies

4. bears the seal/stamp of Department of Registrar of Companies and Intellectual Property, Ministry of Energy, Commerce and Industry

Certified

5. at APOSTILLE - LIMASSOL MJPO OFFICE

6. the 14/06/2024

7. by Panagiota Koudouna

8. No LIM MJPO-LIM 000447940/2024

9. Seal/stamp:

10. Signature:



For Permanent Secretary
Ministry of Justice and Public Order

99465799



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