

MINUTES OF THE ANNUAL MEETING OF SHAREHOLDERS OF

SHAPEFY B.V. (the "Company")

A private limited liability company organized under the laws of Curacao, registered at the Curacao Chamber of Commerce & Industry under Registration number 155580 and established at Zuikertuintjeweg Z/N (Zuikertuin Tower), Willemstad, Curacao, on June 1, 2024.

The meeting appoints Mr. Glenn C. Rellum, residing in Curaçao, to act as Chairman.

The Chairman opens the Meeting and, upon reviewing the shareholders' authorizations submitted to the meeting, states that as the entire issued capital of the Company is represented at the Meeting, valid resolutions may be taken with respect to any and all matters which will be put before the meeting, even though the provisions of the law and/or of the Articles of Incorporation of the Company relating to the convocation of the Meeting, to the publication of the agenda for such Meeting might have not or only partially been observed, provided that such resolutions are adopted unanimously.

The Chairman then proceeds to put to the order the following matters:

- proposal to approve and to ratify that, since special circumstances did not permit the Management to prepare the Financial Statements for the financial year ended December 31, 2022, and to present said Financial Statements to the Meeting within the period mentioned in article 116, paragraph 1, Book 2 of the Curaçao Civil Code, this period was extended until the day of the Meeting.
- proposal to approve the Financial Statements of the Company for the financial years ended December 31, 2022 and December 31, 2023.
- proposal to approve that the profit for the financial years ended December 31, 2022 and December 31, 2023 of €8,000,000.00 (eight million euros) will be paid among the shareholders based on their equity holdings as detailed below:

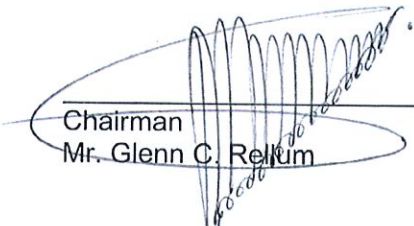
Mário Silva (24%): - 1,920,000 EUR
Paulo Lopes (24%): - 1,920,000 EUR
Mikayel Shahinyan (24%): - 1,920,000 EUR
Tiago Almeida (18%): - 1,440,000 EUR
Rui Lopes (6%): - 480,000 EUR
Daniel Santos (4%): - 320,000 EUR

- proposal to approve that the remaining profit for the years under review, of €291,390.01 (two hundred ninety-one thousand three hundred ninety euros and one cent) will be added to the Retained Earnings.
- proposal to discharge and to release from any and all liability the sole Managing Director for its management and administration of the Company and the manner in which it conducted the business of the Company during the years under review.

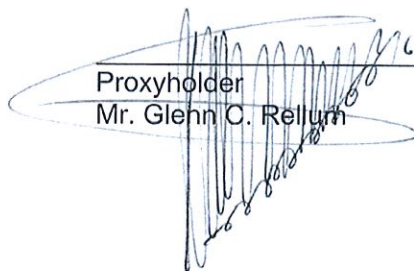
These proposals were put before the Meeting and were unanimously adopted.

There being no further business to come before the meeting, on motion duly and made seconded the minutes of this Meeting were read and approve and the meeting was closed.

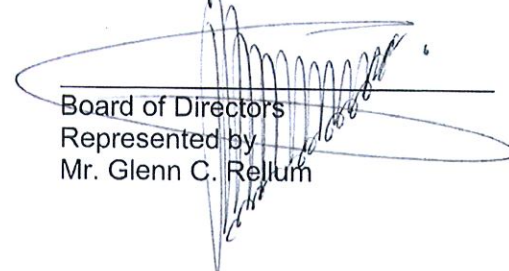
IN WITNESS WHEREOF, these minutes were signed by the Chairman, the representative of the shareholders and the Board of Directors.



Chairman
Mr. Glenn C. Rellum



Proxyholder
Mr. Glenn C. Rellum



Board of Directors
Represented by
Mr. Glenn C. Rellum

SHAREHOLDER'S PROXY AND WAIVER OF NOTICE

AND

VOTING INSTRUCTIONS

The undersigned, being the Shareholders of **Shapefy B.V.**, a private limited liability company established in Curaçao, having its registered office at Zuikertuintjeweg z/n (Zuikertuin Tower), registered at the Commercial Register in Curaçao under number 155580, (the "Company"), does hereby constitute and appoint:

Mr. Jair Almeida Toussaint and/or Mr. Glenn C. Rellum

as Proxyholder to represent the undersigned at the Annual General Meeting of Shareholders of the Company ("the Meeting") to be held at the registered office of the Company on June 1, 2024, to act as Chairman of the Meeting and to appoint a person to keep the Minutes of the Meeting.

The undersigned hereby waives all requirements of the laws of Curaçao and of the Articles of Association of the Company as to service of notice of said Meeting and publication thereof, and on such other day as the Meeting may thereafter be held by adjournment or otherwise.

The undersigned hereby grants to said Proxyholder full power and authority to act and vote for and on behalf of the undersigned upon the following matters:

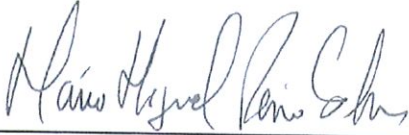
- to resolve to approve and to ratify that, since special circumstances did not permit the Management to prepare the Financial Statements for the financial year ended December 31, 2022, and to present said Financial Statements to the Meeting within the period mentioned in article 116, paragraph 1, Book 2 of the Curaçao Civil Code, this period was extended until the day of the Meeting;
- to resolve to approve the Financial Statements of the Company for the financial years ended December 31, 2022 and December 31, 2023;
- to resolve that the profit for the financial years ended December 31, 2022 and December 31, 2023 of €8,000,000.00 (eight million euros) will be paid among the shareholders based on their equity holdings as detailed below:
 - Mário Silva (24%): - 1,920,000 EUR
 - Paulo Lopes (24%): - 1,920,000 EUR
 - Mikayel Shahinyan (24%): - 1,920,000 EUR
 - Tiago Almeida (18%): - 1,440,000 EUR
 - Rui Lopes (6%): - 480,000 EUR
 - Daniel Santos (4%): - 320,000 EUR
- to resolve that the remaining profit for the years under review, of €291,390.01 (two hundred ninety-one thousand three hundred ninety euros and one cent) will be added to the Retained Earnings;
- to resolve to discharge and to release from any and all liability the sole Managing Director for its management and administration of the Company and the manner in which it conducted the business of the Company during the years under review;

and to deal with any and all matters which may properly come before the Meeting and to do all things which the Proxyholder may deem to be necessary or desirable to carry into effect for the purpose and intent of the aforementioned.

The undersigned represents and warrants that the Shares are not subject to a right of pledge ("pandrecht") or usufruct ("vruchtgebruik").

Hereby ratifying and confirming all that said Proxyholder may do in the name, place and stead of the undersigned.

IN WITNESS WHEREOF, this Proxy and Waiver of Notice and Voting Instructions has been executed, in duplicate, this June 1, 2024.



Mr. Mario Miguel Pereira Silva



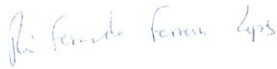
Mr. Mikayel Shahinyan



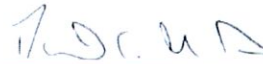
Mr. Paulo Alexandre De Oliveira Lopes



Mr. Tiago José da Silva Almeida



Mr. Rui Fernando Ferreira Lopes



Mr. Daniel Correia dos Santos