

THE COMPANIES LAW CAP.113

PRIVATE COMPANY

LIMITED BY SHARES

MEMORANDUM

AND ARTICLES OF ASSOCIATION

OF

GEEKER TECHNOLOGY CO., LTD

Incorporated on the day of 2020

Certificate of Incorporation

**PETROS A.STAVROU LLC
LAWYER-LEGAL CONSULTANT
136 Tseriou Avenue,
2nd Floor, 2045
Nicosia, Cyprus**

THE COMPANIES LAW CAP. 113

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

GEEKER TECHNOLOGY CO., LTD

1. The name of the company (hereinafter called the Company) is
GEEKER TECHNOLOGY CO., LTD
2. The registered office is in Cyprus.
3. The objects for which the Company is established are:
 - 1) The creation, application, mutation, reconstruction and construction of software programs and/or programs for computers and/or other electronic means including social media programs, business programs, logistic programs, safety programs, game applications, programs of social, cinematography, online, music and/or any other application and promotion of such programs in the market (marketing) as well as the applications of such programs to the public and the market.
 - 2) to carry on the business of investment holding Company and for the above mentioned purposes to obtain and hold as investment immovable property, shares, stock, debentures, debentures stock, notes, certificates representing guarantees, deposit receipts, obligations, documents and whatever other negotiable instruments (including, but without restricting to warrant purchase rights, shares in collective investment plans, options, future rights and dispute contracts) which have been issued by any person including any Government or Public body or Public Authority in any part of the world or who has guaranteed them or which have been secured by any person including whichever Government or Public body or Public Authority in any part of the world with original registration treaty, contracts, offers, purchases, with exchange or with another way and which either have been fully paid or not and to be registered for that or to buy under such conditions and presuppositions that it should be considered suitable and to exercise and impose all the rights and authorities which are granted to or arose from the ownership of whatsoever such debentures, debenture stock, notes, deposit receipts, certificates representing negotiable instruments, obligations, documentation or any other negotiable instruments (included but without being restrained to the rights of warrant purchasing, stock in collective investment schemes, selection rights, futures and agreement disputes).
 - 3) to carry on the business and to act as a trader, merchant, commission agent, ship owner, carrier, or under any other capacity worldwide and to import, export, purchase, sell, barter,

exchange, pledge, make advance upon or otherwise deal in merchandise, produce articles and goods, and to offer all kinds of services worldwide.

- 4) to establish or acquire or put into use offices, trading stations, factories, warehouses, depots worldwide and to purchase, lease or otherwise acquire, use, develop and improve any business, or movable, immovable, personal or real property worldwide or any undivided or other interest of any nature in the above.
- 5) to acquire, dispose of in any way, buy, sell intellectual property in any works or any trademarks everywhere in the world and to do everything necessary for the registration, recognition of these rights.
- 6) to invest or participate in tourist projects or carry on any related activity, and without prejudice to the generality of the above to carry on the business of travel agents, tourist agents, contractors of installation having to do with tourism.
- 7) to purchase or otherwise acquire, and to carry on the business or businesses of steamship owners, charterers, shipowners, fishers, fish salesmen, fish merchants, warehousemen, oil merchants and refiners, anchor and chain makers, wire rope makers, compass and nautical instrument makers, marine engineers, engineers, ship builders, boat builders, ship and boat repairers, ship brokers, ship agents, salvors, divers, valuers, stevedores, carriers, and all other branches of business usually or conveniently connected with any such business as aforesaid.
- 8) to carry on the business of manufacturers of, dealers in, hirers, repairers, cleaners and warehousemen of aeroplanes and machines of all kinds capable of being flown in the air and whether such machines are adapted for the carriage of goods or passengers or both, and whatever power such machines are moved by or of machines not moved by mechanical or other similar means.
- 9) to conduct, hire, charter, purchase, otherwise acquire and work ships of any class, and to establish and maintain lines or regular services of ships and generally to carry on the business of shipowners, and to enter into contracts for the carriage of mail, passengers, goods by any means, and either by its own vessels, and modes or transportation of others.
- 9) to carry on all or any of the businesses of owners, operators, engineers, servicers, repairers, maintainers, designers, builders, fitters, equippers, storers, cleaners, buyers, sellers, importers, exporters, distributors, charters, hirers, agents for and dealers in, satellites, aircraft, helicopters, hovercraft, motor cars, taxis, coaches and vehicles of every description, manned or otherwise;

- 10) to establish, maintain, equip and own an air charter service, and to operate air and sea lines and passenger and cargo services of every description;
- 11) to carry on the businesses of contractors for the carriage of passengers, mails, goods, wares, merchandise and cargo of all kinds by air, sea or land;
- 12) to carry on the businesses of proprietors of travel and general information bureaux, travel, tourist, passenger, freight, shipping and forwarding agents and contractors and packaging contractors;
- 13) to carry on any business related to the carrying out of aerial surveys and aerial photography, and to act as consultants and specialists in relation to the design, operation, maintenance, buying and selling of aircraft and all or any of the vessels, craft and vehicles aforementioned;
- 14) to carry on an agency for the hiring or letting on hire, or the supply in any other manner, of the services of aircraft pilots, navigators, mechanics, maintainers, stewards, stewardesses and other aircrew and personnel of every description; to operate an employment agency for any category or categories of persons or personnel;
- 15) to carry on the business of specialists in the packing for export and general transport purpose of goods, wares and merchandise of all kinds; to carry on all or any of the businesses of insurance and financial agents and brokers, advertisement and publicity contractors, proprietors and managers of aerodromes, hangars, piers, repairing stations and petrol filling stations.
- 16) to mortgage, charge or otherwise create encumbrances, upon any of the assets of the Company, movable or immovable, vessels of any description, satellites, aircrafts, helicopters, hover crafts, vehicles or any other vessels or motorised vehicles for procuring money and/or loans for the Company or for any other person.
- 17) to enter into agreements or arrangements with companies, firms and persons in order to carry out transactions in one or more financial instruments (including but not limited to) transferable securities and shares in collective investment schemes or undertakings, money market instruments, financial-futures contracts, including equivalent cash-settled instruments, forwards interest-rate agreements (FRAs), interest rate, currency and equity swaps, options to acquire or dispose of any financial instruments including equivalent cash-settled instruments and in particular currency and interest rate swaps.

- 18) to carry on the business or businesses whether together or separately of proprietors, operators, managers, caterers or in any other function of hotels, motels and to deal, furnish, sell, buy, hire or lease the same and do everything related thereto.
- 19) to apply for, acquire and hold any titles, privileges, monopolies, licenses, concessions, patents or other rights or powers from foreign governments or from any local or other authority worldwide and to make use of any power, right or privilege thereby acquired.
- 20) to purchase, construct, hire, charter or otherwise own, possess, use and dispose of ships, vessels and their appurtenances of any kind.
- 21) to construct or otherwise acquire, warehouses, docks, shipyards, canals, railways, telecommunications, roads and other ways and vehicles of all types, machinery, engines, plant and appliances of every purpose and use and to put into use the same.
- 22) to purchase or otherwise acquire, open and use, mines, forests, quarries, fisheries and factories, and stock, cultivate and improve any piece of land or property belonging to the Company.
- 23) to produce, sale, exploit, provide, apply building technology, means, construction, ideas, or/and otherwise.
- 24) to carry on the profession or business of building and construction for the construction of any work of any kind and for the demolition of any structure.
- 25) to purchase or manufacture or otherwise acquire bricks, stones and other building material of any type and all the relevant machines, bulldozers, tractors, cranes, transfer vehicles, excavators and all objects used by constructors and builders.
- 26) to purchase or otherwise, sell or otherwise provide and to carry on the business of constructors of portable prefabricated buildings for use in the works of constructors or for any other use.
- 27) to carry on the business of architects, mechanics, mechanical engineers, engineers of electrical appliances or air conditioning applications or of other applications either for temporary or permanent installation in the buildings erected or any other buildings.
- 28) to establish companies and associations for the carrying out of the obligations, works financial operations or operations of any kind of a public or of a private nature and to acquire, secure and provide shares and interests in these companies or enterprises or in any company or association or in their obligations.
- 29) to aid any foreign government or state or municipal authority or other body politic or public company or company or associations or person with the provision of capital, credit, means or resources for the performance of any works, undertakings projects or enterprises.
- 30) to prosecute and execute immediately or by contributions or other

assistance any such or other works, undertakings, projects or enterprises in which or for the execution of which or after the securing of which or of any profits or moluments desirable therefrom, the Company shall have invested money, capital or engaged its credit.

- 31) to receive monies on deposit, current account or otherwise, with or without a provision for interest and to receive or deposit title deeds and other securities.
- 32) to negotiate loans of every description and to advance or lend monies or provide loans under any terms.
- 33) to borrow and to lend monies and/or to receive loan(s), alone or together with other persons or companies with or without the provision of security or mortgage agreed under any terms.
- 34) to purchase, or make advances on or sell all descriptions of property leasehold or other properties and all descriptions of produce, merchandise and shares, mortgages, debentures, securities, stocks, bonds, or obligations.
- 35) to re-issue any stock or shares or other securities with or without the guarantee of the Company.
- 36) to procure capital for any company in a foreign country, formed to carry on any object related to land, such as companies established for agricultural purposes, land credit and for various dealings in real estate and to issue the capital of such companies and to subscribe for purchase, dispose of and otherwise deal in shares, bonds and securities of such companies or any other securities on real estate.
- 37) to act as administrator or manage the administration of government property, as well as the property of municipalities, public companies, foundations or private persons, either as stewards or receivers or tenants with power of advancing at a discount all or any of the accruing rents, payments or incomes.
- 38) to transact on commission the general business of a land agent.
- 39) to invest the capital of the Company in and to deal with the shares, stocks, bonds, securities, debentures, obligations or other securities of any company or association established to operate in any part of the world; in railways, canals, gasworks, water works, docks, telecommunications or other undertakings and to sell dispose of or repurchase any such securities.
- 40) to make advances upon, hold in trust, issue on commission, sell or dispose of any of the abovementioned securities or act as an agent for any of the above or related purposes.
- 41) to purchase, grant money, and otherwise deal in reversionary, contingent interests as well as other interests concerning real and personal property.
- 42) to acquire by purchase, lease, exchange, hire or otherwise, immovable property and property of any kind worldwide and also

acquire any interest on the aforementioned.

- 43) to construct and erect dwellings, buildings or works of any description on Company land or on any other land or property and to demolish, reconstruct, extend, alter and improve existing dwellings, buildings or works thereon, to convert and render suitable any such land for roads, squares, gardens and places of recreation etc and generally to deal with and improve the property of the Company.
- 44) to manufacture, purchase and sell bricks, stones, tiles, ceramics, marble, slates, chalk, sand and other building materials.
- 45) to advance money to any person or persons or companies with or without interest upon the security of property by way of mortgage or otherwise or without any security and in particular to advance money to the shareholders of the Company or others or for the purpose of enabling the borrower to construct, or extend or repair any dwelling or building or purchase immovable property or interest under such conditions or terms as the Company may think fit.
- 46) to raise and borrow by the issue of shares, stocks, bonds, securities, debentures, deposit notes, obligations, or in any other manner and to underwrite any such issue.
- 47) to invest the money so raised and borrowed and to hold, sell and deal with shares, stocks, bonds, debentures, deposit notes and securities issued by any foreign government, country, company, public company, municipal or local or other authority.
- 48) to vary the investments of the Company.
- 49) to mortgage or charge all or any part of the property and rights of the Company, including its uncalled capital.
- 50) to make advances upon, hold in trust, issue on commission, sell or dispose of any of the investments aforesaid and to act as agent for any of the above or like purposes.
- 51) to finance or assist in financing the sale of goods, articles or commodities of every kind or description by way of hire purchase or deferred payment, or similar transactions, and to institute, enter into, carry on, subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever, to acquire and discount hire purchase or other agreements or any rights thereunder (whether proprietary or contractual) and generally to carry on business and to act as financiers, traders, commission agents, or in any other capacity in any place worldwide and to import, export, buy, sell, exchange, pledge, make advances upon or otherwise deal in goods, produce, articles and merchandise.
- 52) to enter into arrangements with companies, firms and persons for promoting and increasing the manufacture, sale and purchase and maintenance of goods, articles of commodities of all and every kind and description, either by buying, selling, letting on hire, hire

purchase or easy payment systems or by financing or assisting such other companies, firms or persons to do all or any of such lastmentioned acts, transactions and things, and in such manner as may be necessary or expedient and in connection with or for any of these purposes, to purchase agreements, lend money, give guarantees or security or otherwise finance or assist all or such purposes on such terms and in such manner as may be desirable or expedient.

- 53) to guarantee the payment or performance of any debts, contracts or obligations, become or provide security for any person, firm or company, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money, and generally to act as agents for and render services to customers and others, and generally to give guarantees and indemnities.
- 54) to insure, secure or guarantee the payment of advances, credits, bills of exchange and other commercial obligations or commitments of every description, as well as the fulfillment of contracts and other trading and commercial transactions of every description worldwide and to indemnify any person against the same, and to guarantee or secure in any manner whatsoever to any person, firm or company the payment of money secured by or payable under or in respect of any debentures, debenture stock, bond, mortgage, charge, security, contract or obligation of itself or any person, persons or corporations, or any authority, supreme, municipal, local or worldwide.
- 55) to grant licenses or other rights on or in relation to the property or the rights of the Company.
- 56) to act as business and enterprise advisors in respect of all matters and including but not limited to matters of general administration, accounts supervision, sales promotion, personnel training and other matters.
- 57) to provide all types of business and or other services required by any type of enterprise or company in respect of any type of activity which such business is engaged in.
- 58) to act as advertising agents, advisors and consultants on market issues, to carry out commercial, social and all types of market research, and social research generally.
- 59) to do all or some of the acts which are authorised in this memorandum in any part of the world, either on its own, together or jointly with other companies enterprises or physical persons, or as agents, trustees, advisors, subcontractors or representatives of other companies, enterprises or physical persons, or through agents, trustees, subcontractors or representatives.
- 60) to carry out studies and to provide advisory services on all matters, to keep accounts and other records, to carry out relevant checks, studies, feasibility studies, to advice and provide services for the organization and computerization of companies and organizations and

to carry out relevant studies.

- 61) To carry on the business of developing software and hardware, managers, dealers and agents of software and hardware and to promote, develop, use, sell, license, trademark, register and distribute software and hardware architecture, design principles, data processing, performance software, connectivity or business logic software, recreational software, proceed with quality assurance and reviews of such software and hardware, perform software development and implementation, promote the use of innovative technologies and introduce new technologies, whether internet based, software or hardware based or otherwise, develop and implement new technologies and generally to develop and use any software and hardware.
- 62) to do all of the above for itself or for the benefit of any holding company, subsidiary or company related to the Company.

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

4. The liability of the members is limited.
5. The share capital of the Company is EUR 1000 (One thousand Euros) divided into 1000 shares of € 1.- each, with power of the Company to increase or reduce same and with power to issue any of the shares in the capital, original or increased, with or subject to any preferential, special or defined rights or terms as to dividend, repayment of capital, surplus assets, voting rights 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 respectively agree to take the number of shares in the capital of the Company set opposite to our respective names

**NAMES, ADDRESSES AND
DESCRIPTION OF SUBSCRIBERS**

**NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER**

CLEMENTIUS LTD

1000 ordinary shares


Registration No. HE 397912
Tseriou 136, 2nd Floor,
2045, Nicosia,
Cyprus.

One thousand ordinary shares

This 25th day of November, 2020

Witness to the above signature:

(Sgn.) 

Maria Taki, ID 960770
Lawyer,
136 Tseriou Avenue, 2nd Floor, 2045
Nicosia, Cyprus.

I confirm that this Memorandum has been drafted by me:

(Sgn.) 

Petros Stavrou, ID 1057126
Lawyer,
136 Tseriou Avenue, 2nd Floor, 2045
Nicosia, Cyprus.

THE COMPANIES LAW, CAP. 113

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

GEEKER TECHNOLOGY CO., LTD

PRELIMINARY AND INTERPRETATION

1. In these regulations –
‘the law’ means the Companies Law Chapter 113 of the Laws including any amending law or re-enactment thereof for the time being in force.
‘the Company’ means **GEEKER TECHNOLOGY CO., LTD** ‘the articles’ means the articles of the Company
‘clear days’ in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
‘office’ means the registered office of the Company
‘the holder’ in relation to shares means the member whose name is entered in the register of members as the holder of the shares.
‘the seal’ means the common seal of the Company.
‘the secretary’ means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint assistant or deputy secretary.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the law but excluding any amending law thereof not in force when these regulations become binding on the Company.

2. The Company is a private company and accordingly:
 - (a) the right to transfer shares is restricted in the manner hereinafter prescribed;
 - (b) the number of members of the Company (excluding persons who having been formerly in the employment of the Company were, while in such employment and have continued after the determination 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 the power to issue share warrants to the bearer.
3. In the event that the Company has only one member, Part III of Table A of the First Schedule of the Companies Law Cap. 113 shall be adopted.

4. Subject to the provisions of these, the regulations contained in Part I of Table A of the First Schedule of the Companies Law (hereinafter called Table A) with the exception of regulations 24, 53, 60, 79, 89 to 94, 98, 99 and 106 shall apply to the Company but in case of doubt or inconsistency between Table A and these regulations the present regulations shall prevail.
5. In regulation 1 of Table A between the words "regulations" and "the Law" the words "and in any articles adopting the same" shall be inserted.

SHARE CAPITAL AND VARIATION OF RIGHTS

6. The Company may from time to time by special resolution of the members increase its share capital by such amount to be divided in shares of such amount and to be issued to such persons and under such terms as the resolution may prescribe.
7. Any shares which have not been issued as part of the original or increased share capital of the Company, shall subject to any special resolution, first be offered to the members in proportion to the nominal value of the shares held by them. Any such offer shall be made in writing and shall be open to acceptance for a period of not less than six (6) weeks from the dispatch thereof. Any shares not accepted within the said period shall be at the disposal of the directors who may allot, offer or otherwise dispose of them to such persons at such times and on such terms as they may think proper.
8. (1) Subject to these regulations the shares shall be at the disposal of the directors who shall have power to issue, allot, distribute or dispose of them to any persons at any time with or subject to any preferential, special or deferred rights or terms as to dividends, repayment of capital, voting rights, participation in surplus assets or such other terms and conditions as they may deem appropriate.

(2) The Company shall recognize and accept the subscription and possession of shares on trust by nominee shareholders on behalf of beneficiaries who shall hold the shares in trust on behalf of the beneficiaries. The nominees shall, subject to the terms of the trust, be entitled to exercise on behalf of the beneficiaries all the rights afforded by these regulations to members.
9. In regulation 15 of Table A the words "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" will not apply.

TRANSFER AND TRANSMISSION OF SHARES

10. The directors may in their absolute discretion and without assigning any reason for their decision, decline to register a transfer of a share whether fully paid or not to a person which they do not approve and may also decline to register a transfer of a share on which the Company has a lien or a transfer the registration of which would cause the number of members to exceed the number permitted under regulation 1 of these Articles.
11. Regulations 22 and 23 of Table A shall be read and applied subject to the provisions of regulation 12 hereof.
12. (1) For the purposes of this regulation where a person is entitled to be registered as the holder of any share in the Company he and not the registered holder of

such share shall be deemed to be a member of the Company in respect of that share.

- (2) Subject as hereinafter provided no share shall be transferred to a person who is not a member unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
- (3) Every member who desires to transfer any share or shares (hereinafter called the vendor) shall give to the Company notice in writing of such desire (hereinafter called transfer notice). The transfer notice must state the amount considered by the vendor as a reasonable price, and such transfer notice shall constitute the Company as the vendor's agent for the sale of the shares to any members of the Company (hereinafter called the buying members) at the price fixed as aforesaid or if the buyers so elect, at the reasonable price fixed by the Company's auditor (hereinafter called the "Auditor") under sub-paragraph (7) below. A transfer notice cannot be revoked except with the previous permission of the directors.
- (4) As soon as the price of the shares offered for sale is fixed, as provided in this regulation, the Company shall have the obligation to give notice in writing about it to all members which shall state the number and price of the shares offered for sale. This notice must also include an invitation by the Company to all its members to state in writing, within twenty eight (28) days from such notice, whether they wish to buy any of the shares offered for sale and in case of an affirmative answer, the maximum number of shares they wish to buy.
- (5) Upon expiration of the aforesaid time limit of twenty eight days, the Company shall distribute the shares offered for sale to the members who have expressed their wish to buy them in accordance with the above provisions and in case such members are more than one, shall distribute the said shares as far as possible to the proportion of the shares that such members already hold. No member shall be obliged to buy more shares than the number he had specified.
- (6) After the distribution of the shares by the Company as aforesaid, the Company shall have the obligation to notify this to the vendor. Upon such notification and upon payment of the reasonable price determined under paragraph (3) or (7) of this regulation, the vendor shall be obliged to transfer the shares to the buyers.
- (7) In case of dispute between the vendor and the buying members or any of them, as to the reasonable price of any share, the Auditor shall, upon request submitted by any of the interested parties, certify in writing the amount which in his opinion represents the reasonable price and such amount shall be considered as the reasonable price of the shares. The Auditor in exercising the above power shall be considered as acting as an expert and not as an arbitrator and consequently the provisions of the Arbitration Law Cap. 4 shall not apply.
- (8) In case the vendor omits to transfer the shares which he is obliged to transfer under the above provisions, the Company shall proceed to collect the consideration for the shares and shall register in the Register of members the names of the buying members as beneficial holders. The consideration received as above shall be held by the Company as trustee for the vendor and a receipt by the Company of the consideration shall constitute a discharge of the buying members from the obligation to pay same. And upon the entry of

their names on the Register of members under this regulation no dispute can be entertained as to the validity of this procedure by any person.

- (9) In case where the sale of all the shares offered for sale is not achieved in the manner above provided, the vendor shall be at liberty at any time within the period of 3 months after the expiration of the said period of 28 days, and subject to regulation 10, to sell and transfer any of the undisposed shares to any person and at any price.
13. The restrictions contained in Regulation 12 shall not apply, but subject nevertheless to the other provisions of these Regulations, to a transfer of shares:
- (a) approved by a unanimous resolution of the directors or special resolution of the Company;
 - (b) by a member to its spouse or a descendant or brother; or
 - (c) by a member to a company substantially controlled by it or in the case a member being a corporate body to its holding or subsidiary company.
14. Subject to the provisions of these articles no transfer shall be registered except upon delivery of a valid instrument of transfer in the common form or a form prescribed by the directors signed by both the transferor and the transferee or their authorized agents and accompanied by the certificate of the shares transferred and any other evidence as the directors may require to show the right of the transferor to make the transfer.
15. In regulation 29 of Table A, between the words "personal representatives" and "of the deceased" there shall be inserted the words "or, in the absence of such personal representatives, the heirs".

PROCEEDINGS AT GENERAL MEETINGS

16. No business shall be transacted at any general meeting unless there is a quorum when the meeting proceeds to business. Save as otherwise provided in these regulations any members present in person or by proxy and holding more than half of the shares issued for the time being shall constitute a quorum. Subject to the provisions of the Law, resolutions and questions arising at a general meeting shall be decided by a majority of votes.
17. In regulation 58 of Table A the words "at least 3 members" in sub-paragraph (b) shall be deleted and substituted by the words "any member" and sub-paragraphs "c" and "d" shall not apply.
18. Subject to any rights or restrictions for the time being attached to any share or class of shares every member present in person or by proxy shall have on a show of hands one vote and on a poll every such member shall have one vote for each share of which he is the holder.
19. A Shareholder shall be deemed to be present at a meeting of Shareholders if he participates by telephone or other electronic means and all Shareholders participating in the meeting are able to hear each other.
20. Subject to the provisions of the Law a resolution in writing duly signed by or on behalf of all the members of the Company entitled to receive notice of and attend and vote at general meetings, or by their duly authorized representatives, shall be

as valid and effective as if the same had been passed at a general meeting duly convened and held.

DIRECTORS

21. Unless and until otherwise determined by the Company at a general meeting the number of directors shall not be more than seven.
22. The first directors shall be appointed by the subscribers of the Memorandum of Association of the Company or the majority thereof and it shall not be necessary to convene a general meeting for that purpose.
23. The expression "directors" in the context of the articles of association means 2 directors acting together.

BORROWING POWERS

24. The directors may raise and borrow money without any limit as to the amount borrowed or secure other credit or financial facilities and mortgage or charge all or any part of all the undertaking and property of the Company, present or future, including its uncalled capital or any part thereof and issue debentures, floating debentures, mortgage debentures, fixed charges, bonds, promissory notes or other securities payable to the bearer or otherwise and whether permanent or redeemable and either outright or as security for any loan, debt, liability or obligation of the Company or any third person only based on a special resolution of the shareholders. Such debentures, mortgage debentures, debentures stock, promissory notes, bonds or other securities may be issued at a discount, at a premium or otherwise and with such powers as to redemption, surrender, drawings, issue of shares or otherwise as the directors may think fit or proper only based on a special resolution of the shareholders.

POWERS AND DUTIES OF DIRECTORS

25. 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.
26. The Directors may from time to time and at any time by power of attorney 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 articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

27. The Company may exercise the powers conferred by section 36 of the law with regards to having an official seal for use abroad, and such powers shall be vested in the directors.
28. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply. Any director or any company or partnership of which a director is a shareholder, partner or director, may enter into any contract with the Company as if he was not a director and have any benefit or profit accrued to him through such contract. Provided he gives prior notice of his potential interest a director may vote on any matter relating to such contract or any other arrangement notwithstanding that he may be interested therein as well as on any matter relating to his appointment in any office or post in the Company on reward or on the settlement of the terms of such appointment and he may participate in the quorum at any meeting of the board of directors before which such matter shall come.
29. Any director who on the request of the Company or the board of directors offers any special or extra ordinary services or acts in his professional capacity for the Company or travels or resides at any place other than his usual residence for the purpose of performing his duties shall be paid such additional fees or remuneration (either by way of salary, lump sum, commission, participation in profits or otherwise) as the directors may decide.
30. The directors may, with the approval of a general meeting, grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow or dependents of any person in respect of services rendered by him to the Company whether as managing director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company, notwithstanding that he may be or may have been a director of the Company and may make payments towards insurance or trusts for such purposes in respect of such persons and may provide for rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

PENSIONS AND ALLOWANCES

31. Regulation 87 of Part I of Table A shall not apply. The directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company whether a managing director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company, notwithstanding that he may be or may have been a director of the Company and the Company may make payments towards insurances or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

DISQUALIFICATION AND ROTATION OF DIRECTORS

32. In regulation 88 of Table A sub-paragraphs (a) and (f) shall be deleted and shall not apply.
33. In regulation 95 of Table A the words "shall not be taken into account in determining the directors who are to retire by rotation" shall be omitted.

APPOINTMENT AND REMOVAL OF DIRECTORS

34. The Company may by ordinary resolution remove or appoint any director before expiration of his 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.
35. A resolution in writing signed or approved by letter, telex, facsimile, telegram, cablegram 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.

MEETINGS OF DIRECTORS

36. The directors may meet together for the dispatch of business, to adjourn and generally to regulate their meetings as they may deem fit. Questions arising at any meeting shall be decided by two directors acting together. Any director may, and the Secretary shall at the requisition of any director, summon a meeting of the directors. Notice of the meeting shall be served to all directors or their alternates.
37. The quorum necessary for the transaction of business shall be two directors, save where the Company has a single director, in which case that single director shall constitute a quorum. An alternate director shall be taken into account for the purpose of determining a quorum. The Chairman shall not be entitled to a second casting vote.
38. The directors may elect a chairman of their meetings 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 same, the directors present may choose one of their number to be chairman of the meeting.
39. All the meetings of the directors shall be convened and held in Cyprus at such place as the directors may decide. Any director may participate in a meeting of the directors by means of conference telephone, video-phone or similar communications equipment whereby all persons participating in the meeting can hear each other and any persons meeting in this manner shall be deemed to constitute presence in person at such meeting. Such a meeting shall be deemed to take place in Cyprus.
40. A resolution in writing signed or approved by letter, telegram, cablegram, telex, telefax or e-mail or other similar means by all the directors or their alternates shall be as valid and effective as if same had been passed at a meeting of the directors duly convened and held and when signed it may consist of several documents each one signed by one or more of the persons aforesaid.

ALTERNATE DIRECTORS

41. (1) Each director shall have power from time to time to nominate any other director or any other person to act as his alternate and at his discretion to remove such alternate director. The appointment or removal of an alternate director shall be made by letter, cable telefax or telex to the Company.

- (2) An alternate director shall be subject in all respects to the terms existing with reference to directors (except as regards power to appoint an alternate and remuneration) and he shall be entitled to exercise all the powers and duties of the director who appointed him, to receive notice of the directors' meetings and to attend, speak and vote thereat. An alternate director shall be entitled to a separate vote for each director for whom he acts independently and in addition to his own vote if he is himself a director.
- (3) The appointment of an alternate director shall automatically come to an end in case the director who appointed him shall for any reason cease to be a director.
- (4) A director shall not be liable for the acts or defaults of any alternate director appointed by him except when he has chosen an unqualified person in a gross negligent way or on purpose.

MANAGING DIRECTOR AND MANAGER

- 42. The appointment of a managing director shall require the written consent of the majority of the shareholders and, without prejudice to any right to treat such termination as a breach of any agreement entered into, shall be deemed to be terminated if for any reason he ceases to be a director or in case the Company by ordinary resolution decides that such appointment be terminated.
- 43. The directors may from time to time appoint a person as manager and confer, entrust and assign to him any of their powers upon such terms, conditions or restrictions as they may think fit or impose and from time to time to revoke or vary such authorities.

SECRETARY

- 44. 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.

THE SEAL

- 45. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of directors or of a committee of the directors authorized by the directors in their behalf, and every instrument to which the seal shall be affixed shall be signed by a director and may be countersigned by the secretary or by a single director or by some other person appointed by the directors for this purpose.

INDEMNITY

- 46. 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 judgment 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 except when incurred due to gross negligent or intentional acts of the director.

NOTICES

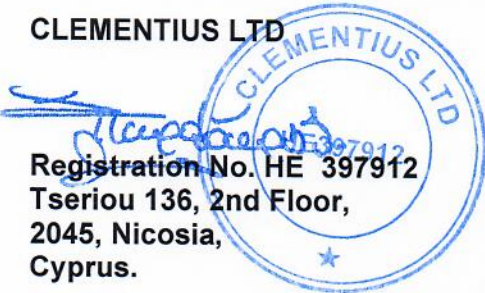
47. In regulation 134 paragraph (a) is deleted and substituted by the following "(a) all the members".
48. A notice or other documents to be served may be served by the Company to any member either personally or by post to him to the address shown in the Register of Members or any other address given by him for such purpose. A notice may also be served by telex or telefax to a number indicated by the member and in such case service shall be deemed to be effected at the time of dispatch. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting registered letter containing the notice and to have been effected, in the case of a notice of meeting, at the expiration of 24 hours after the letter containing the same is posted and in any other case at the date on which delivery takes place in the ordinary course of things.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

CLEMENTIUS LTD

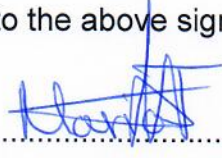
1000 ordinary shares

One thousand ordinary shares


Registration No. HE 397912
Tseriou 136, 2nd Floor,
2045, Nicosia,
Cyprus.

This 25th day of November..... 2020

Witness to the above signature:

(Sgn.) 

Maria Taki, ID 960770
Lawyer,
136 Tseriou Avenue, 2nd Floor, 2045
Nicosia, Cyprus.

I confirm that these Articles of Association have been drafted by me:

(Sgn.) 

Petros Stavrou, ID 1057126
Lawyer,
136 Tseriou Avenue, 2nd Floor, 2045
Nicosia, Cyprus.