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mr. Mandy A. Berends, *kandidaat-notaris*
mr. Carol A. Krekko, *kandidaat-notaris*

INCUMBENCY CERTIFICATE

The undersigned:

Natasja Michaela Alexander, LL.M., a civil law notary,
practicing in Curaçao, herewith certifies:

that the private limited company **Jazz Business Solutions B.V.**, established in Curaçao, and registered with the Commercial Register of the Chamber of Commerce and Industry in Curaçao under number 152056, hereinafter to be referred to as the "Company", has been legally incorporated by notarial deed executed on December 5th, 2019;

that in accordance with information received from the Commercial Register of the Chamber of Commerce and Industry in Curaçao the registered office of the Company is:
Korporaalweg 10, Curaçao;

that in accordance with information received from the Commercial Register of the Chamber of Commerce and Industry in Curaçao the managing director of the Company is:
Executive Corporate Management B.V., a private limited company, established in Curaçao;

that pursuant to article 10 paragraph 3 of its Articles of Incorporation, the Company shall be represented by each of the managing directors severally, also in the event of legal acts with or lawsuits against one or more managing directors acting either in a private capacity or qualitate qua;

that in accordance with the attached statement of the board of managing directors of **Jazz Business Solutions B.V.**, the shareholder of the Company is:
Alberto Monge Oveido, holder of one hundred (100) shares, numbered 1 u/i 100, with a nominal value of one Euro (€ 1.00) each;

that also attached hereunto are the following documents:

- a notarized excerpt from the Commercial Register of the Chamber of Commerce and Industry in Curaçao of the Company;
- a notarized copy of the Register of Directors of the Company;
- a copy of the governing articles of association of the Company in English.

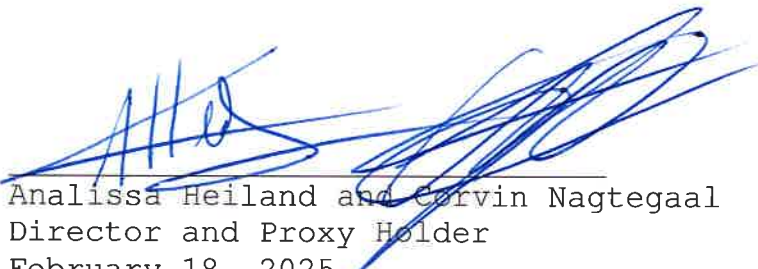
In witness whereof the undersigned has set her hand hereunto after having affixed her official seal of office on this twenty-fifth day of February of the year two thousand and twenty-five.



The undersigned:

Xecutive Corporate Management B.V., being the managing director of **JAZZ BUSINESS SOLUTIONS B.V.**, (the "Company"), hereby declares that in accordance with the shareholders' register of **JAZZ BUSINESS SOLUTIONS B.V.**, the shareholders of the Company, a copy of which is attached hereunto, are:

Shareholder:	Alberto Monge Oveido
Amount of shares:	100 1 u/i 100
Value:	EUR
Voting Right:	100%

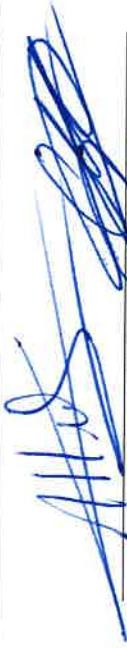


Analissa Heiland and Corvin Nagtegaal
Director and Proxy Holder
February 18, 2025

SHAREHOLDERS REGISTER
JAZZ BUSINESS SOLUTIONS B.V.

Nominal capital: EUR 100.00
Divided in 100 shares of par value EUR 1.00 each
Incorporation date: December 5, 2019

	Name and address of Shareholder	Amount of Shares + no.	Voting right	Certificate no.	Date acquisition	Amount Paid-up	Share Premium	Transfer/ Redemption date	Remaining shares	See line
1	Xecutive Corporate Management B.V. Franschebloemweg 4 Curaçao	100 1 u/i 100	100%	1	December 5, 2019			December 6, 2019		
2	Johanna Maria Rios Sanchez , a citizen of Costa Rica, address at Rohrmoser, Roma, San Jose, 79/1303, Costa Rica, and passport number 111460968	100 1 u/i 100	100%	2	December 6, 2019			September 29, 2021		
3	Alberto Monge Oveido a citizen of Costa Rica, address at Residencial Los Laureles, Del Convento de Las Carmelitas 60 Mts Al Este 75 Mts Norte la Casa Amarilla Porton Blanco Casa K- 18 and passport number G452613	100 1 u/i 100	100%	3	September 29, 2021					


XECUTIVE CORPORATE MANAGEMENT B.V.
Analissa Heiland and Corwin Nagtegaal
Director and Proxy Holder


We hereby confirm this is a true copy of Shareholder
Register and that no changes have been made to date
February 18, 2025



Seen for legalization of the facsimile of the signature appearing on the attached excerpt of the Chamber of Commerce and Industry in Curaçao, of Mr. Irving Norvel Melecio Janga, Head of the Commercial Register of the Chamber of Commerce and Industry in Curaçao, by me, Natasja Michaela Alexander, LL.M., a civil law notary, practicing in Curaçao, on this 25th day of February, 2025.





Curaçao Commercial Register

Excerpt from the Commercial Register

Registration number: 152056 (0)
Date: February 18, 2025 Time: 4:03:57 PM

In the Commercial Register of the Curaçao Chamber of Commerce & Industry is registered under number 152056: **Jazz Business Solutions B.V.**

Trade name	Jazz Business Solutions B.V.
Legal form	Private Limited Liability Company
Official name	Jazz Business Solutions B.V.
Statutory seat	Curaçao
Date of incorporation	December 5, 2019
Date established	December 5, 2019
Nominal Capital	100 share(s) with a nominal value of Euro 1
Fiscal year	The fiscal year is equal to the calendar year
Address	Korporaalweg 10
Country	Curaçao
Mailing address	(same as above)
Description English	1. To organize, market, promote, manage, support and operate all types of remote gaming activities, comprising of all types of games, betting and other operation of betting exchange, interactive casinos, bingos, lotteries, poker and other interactive games, for clients established or residing outside of Curaçao. 2. The corporation is authorized to perform everything requisite or profitable to the accomplishment of its purpose or incidental thereto or connected therewith in - the widest sense of the word. 3. The corporation has no authority to invoke the annulment of legal acts performed by the corporation, which exceeded the corporate objective.

Official(s)

1

Function	Statutory director
Title description	Managing Director
Name	Xecutive Corporate Management B.V.
Registration number official	130026

Only valid if sealed and signed by the Chamber of Commerce.

Curaçao, February 18, 2025
For Excerpt



I.N.M. Janga
Head Commercial Register



The Undersigned:

Natasja Michaela Alexander, LL.M., a civil law notary,
practicing in Curaçao, herewith certifies:

that the signatures of Mrs. Analissa M. Eustatius-Heiland,
born on February 3rd, 1977 and Mr. Corvin Alexander Nagtegaal,
born on November 27th, 1992, appearing on the preceding
document, are their true and authentic signatures;

that the legalization of the signatures of Mrs. Analissa M.
Eustatius-Heiland and Mr. Corvin Alexander Nagtegaal does not
entail an opinion of the Undersigned as to the content of the
preceding document.

In witness whereof the Undersigned has set her hand and her
seal of office hereunto on this 25th day of February, 2025.



NMA/tw

Register of Directors

Company: Jazz Business Solutions B.V.

No	Name/Passport info/address	Starting Date	Ending Date
1	Xecutive Corporate Management B.V. with registered address at Franschebloemweg 4, Curacao, registration no 130026, represented by Christopher van Rosberg holder of passport no. NN2831RP2, and Andy P. Senior, holder of passport number NX108L8L5.	December 5, 2019	June 29, 2021
2	Allyant Group B.V. with registered address at Scharlooweg 39 unit 16, Willemstad, Curaçao	June 29, 2021	March 15, 2024
3	Xecutive Corporate Management B.V. with registered address at Korporaalweg 10, Curacao, registration no 130026, represented by: 1. Christopher van Rosberg holder of passport no. NN2831RP2, 2. Lorenza Godett , holder of passport number NVD63HB57 3. Analissa Eustatius Heiland holder of passport no. NX2P6DH10,	March 15, 2024	

February 18, 2025



Analissa Heiland

Director



Corvin Nagtegaal

Proxy Holder

----- NAME AND SEAT -----
 ----- Article 1 -----
 1. The corporation shall be named: -----
"Jazz Business Solutions B.V.". -----
 In its foreign business transactions it may, instead of -
 using the abbreviation "B.V." use the abbreviation "PLC"
 in English, the abbreviation "S.R.L" in Spanish and -----
 the abbreviation "S.à.r.l." in French in its name. -----
 2. The corporation is domiciled at Mahaai, Curaçao and --
 may have branches and/or affiliate offices elsewhere. ---
 ----- PURPOSE -----
 ----- Article 2 -----
 1. The purpose of the corporation shall be: -----
 to organize, market, promote, manage, support and -----
 operate all types of remote gaming activities, comprising
 of all types of games, betting and other operation of ---
 betting exchange, interactive casinos, bingos, lotteries,
 poker and other interactive games, for clients -----
 established or residing outside of Curaçao. -----
 2. The corporation is authorized to perform everything --
 requisite or profitable to the accomplishment of its ----
 purpose or incidental thereto or connected therewith in -
 the widest sense of the word. -----
 3. The corporation has no authority to invoke the -----
 annulment of legal acts performed by the corporation, ---
 which exceeded the corporate objective. -----
 ----- DURATION -----
 ----- Article 3 -----
 The corporation has been established for an indefinite --
 period of time. -----
 ----- CAPITAL AND SHARES -----
 ----- Article 4 -----
 1. The corporation has one or more issued shares, each --
 with a nominal value of one Euro (€ 1.00). -----
 2. Sub-shares may be issued. -----
 3. The general meeting of shareholders will resolve on --
 the issue of new shares. The subsequent issue shall be --
 effected by means of a deed signed by the -----
 corporation and the acquirer. -----
 Only the issue of registered (sub-)shares is -----
 permitted. -----
 4. The general meeting of shareholders shall determine --
 the time and rate of the issue -provided not below par-
 as well as the time for payment of calls. -----
 5. In subsequent issues of shares and on disposal by the
 corporation of any shares it acquired in its own capital,
 the existing shareholders shall have preference to -----
 acquire such shares, in proportion to their existing ----
 shareholding when the stock is made available, unless the
 general shareholders' meeting, further also: the general
 meeting, should decide otherwise. -----

The dividend coupons and the talon shall bear the same -- serial number as the share certificate to which they ---- belong. -----

If dividend coupons have been issued, payment of ----- dividends shall be effected against surrender of a ----- dividend coupon, which shall then release the corporation from any liability in this respect. -----

6. Bearer debt instruments (in Dutch "schuldbrieven aan - toonder") may not be emitted. -----

----- Article 7 -----

1. If a person has proved to the satisfaction of the ---- board of managing directors that a share certificate, --- dividend coupon or talon belonging to him, has been lost or mislaid, a duplicate of such document may be issued at the request of the shareholder concerned or the rightful claimants to his estate, subject to such terms and ----- guarantees as shall be determined by the board of ----- managing directors. -----

2. Upon issue of the new share certificates, dividend --- coupons or talons, which shall bear an endorsement to the effect that they are duplicates, their originals shall -- become null and void. -----

3. Damaged share certificates, dividend coupons or talons may be replaced by new ones by the board of managing ---- directors. -----

4. The damaged documents thus surrendered, shall ----- immediately be destroyed by the board of managing ----- directors. -----

All expenses related to the issue of duplicates or new -- documents, shall be charged to the applicant and shall be paid by him in advance, if so required. -----

----- Article 8 -----

1. The board shall maintain a register, in which the ---- names and addresses of all the shareholders and the ----- quantity and serial numbers of the shares are recorded. - The register shall furthermore state the voting rights -- conferred by same, the amount paid up, or reflected on -- same as having been paid up, an obligation of additional payment, if any, the date of acquisition the liability, - if any, pursuant to the articles 2:202, paragraph 5 and - 2:208a, paragraph 1 of the Civil Code and whether or not a share certificate has been issued. Annotations shall -- also be made of establishment or transfer of a right of - usufruct on the shares, or a pledge, as well as the ----- coincident transfer of voting rights. -----

2. The register may be maintained by a person designated for that purpose by the board and subject to the ----- responsibility of the board. The register may be ----- maintained electronically. -----

lower than the price originally asked and/or the offering shareholder withdraws his offer within one month after he was informed of the number of shares allotted to each --- prospective buyer and the corresponding price with ----- respect to all the shares offered, under an obligation to sell such shares to the shareholders concerned, against - cash payment and at the value or price selected by the -- lastmentioned shareholders, provided all the shares ----- offered are purchased. -----

8. If several shareholders state that they are interested in purchasing as stipulated hereinbefore, the shares ---- shall be allotted by the board of managing directors in - proportion to each shareholders' holdings whenever ----- possible. If and to the extent such allotment cannot be - made on that basis, it shall be determined by lot. -----

9. If the shareholders have failed to exercise their ---- right to purchase within the period of time provided, to the extent that all of the shares offered are purchased - either with or without appraisal, the offerer shall be -- free during a six months' period to sell his shares to -- the persons mentioned by him, at the price asked by him - or at the price appraised (not at a lower price, ----- however), unless the corporation itself decides to ----- purchase the shares offered, with or without appraisal. -

10. When by any other act than by conveyance inter vivos a share shall pass to the ownership of one or more ----- persons entitled to it (for instance, through the death - of a shareholder or by the division of community ----- property) and the new acquirer is not the widow or ----- widower of a shareholder, or is not as a lineal ----- descendant a lawful relative of a shareholder, the new -- acquirer shall within six months inform the board of ---- managing directors of the acquisition and offer to ----- dispose of the shares as contemplated by this article and the stipulations of this article shall apply accordingly whenever possible. -----

However, if the shareholders fail to exercise their right to purchase to the extent that all the shares offered are purchased, the offerer shall be entitled to keep the ---- shares, unless the corporation should decide to buy the - shares itself, with or without appraisal. The offerer is not entitled to abandon the transfer if the appraised --- value is lower than the price at which the shares are --- offered. -----

An obligation to offer as contemplated by this paragraph shall also exist in case of bankruptcy of a shareholder - or if he files a petition for an official moratorium, if his shares are attached or if he otherwise loses control of his property. -----

11. If a shareholder, who pursuant to the preceding ----- paragraph of this article is obligated to offer his -----

When issuing such a proxy the managing director may not -
exceed the authority vested in him pursuant to these ----
articles of association. -----

7. When one or more managing directors are absent or ----
otherwise precluded from acting, the remaining managing -
directors shall be responsible for the entire management
of the corporation; when all the managing directors are -
absent or otherwise precluded from acting, the -----
corporation shall be temporarily managed by a person ----
appointed for that purpose by the general meeting. -----
The person thus appointed shall convoke a general -----
shareholders' meeting as soon as possible in order to ---
provide for a definitive management. -----

As long as this has not been accomplished, the acts of --
management of the person thus appointed, shall be limited
to those that cannot be delayed. -----

8. With due observance of the law, especially articles --
2:14 and 2:16 of the Civil Code, each managing director -
of the corporation, as well as each other person -----
empowered by the board of managing directors or the -----
general meeting to act on behalf of the corporation, ----
shall be held harmless by the corporation from all -----
damages, fines, costs of whatever nature, which were ----
actually and reasonably incurred as a consequence of acts
or omissions committed in a capacity as stated -----
above, resulting from any civil, penal or administrative
proceeding and/or investigation of fact and law and -----
preliminary legal work, whether or not leading to such --
proceedings, provided that while performing the act which
caused the liability, he acted in a reasonable and bona -
fide belief, that he was furthering the interests of the
corporation and provided that his actions were not in ---
contravention with any instructions given to such person
or with any limitation put on his authority. -----

---- OBLIGATIONS OF THE BOARD OF MANAGING DIRECTORS ----

----- Article 11 -----

The board of managing directors is under obligation to --
conduct administrative procedures to record the financial
position of the corporation and its operational -----
activities, in accordance with the requirements -----
incidental to such activities, and to maintain the books,
ledgers and other data bases pertaining thereto in such a
manner as to ensure that the rights and obligations of --
the corporation may at any time be ascertained from same.
Each managing director is entitled to access to the ----
administration and to the books, ledgers and other data -
bases pertaining thereto. -----

----- MANAGEMENT LIABILITY -----

----- Article 12 -----

1. Each managing director is under the obligation towards

guided by the interests of the corporation and its -----
attendant business enterprise, if any. -----

4. The supervisory board has the power to suspend any ---
managing director. The suspension becomes null and void,
if the party involved is not dismissed from office within
two months after the date of suspension. -----

5. The board of managing directors shall timely provide -
the supervisory board and the individual supervisory ----
directors with all the data necessary for the proper ----
execution of their tasks, whenever so required. -----

6. In order to prove a resolution of the supervisory ----
board towards third parties, the signature of one -----
supervisory director shall suffice. -----

7. The provisions of article 12 are similarly applicable
to the supervisory directors. -----

8. Supervisory directors may receive an annual -----
remuneration to be determined by the general meeting, and
they are furthermore entitled to reimbursement of the ---
travel-, accommodation- and other expenses incurred by --
them in view of the execution of their tasks and duties -
on behalf of the corporation, shall be reimbursed to ----
them. -----

----- GENERAL SHAREHOLDERS' MEETING -----

----- Article 14 -----

1. General shareholders' meetings shall be held in -----
Curaçao or at any other place to be designated by the ---
board of managing directors. -----

2. Without prejudice to the provision of article 20, ----
paragraph 1, the annual general shareholders' meeting ---
shall be held within nine months after the close of the -
fiscal year of the corporation, unless within nine (9) --
months after the close of the financial year, a -----
resolution was adopted in accordance with article 18, ---
paragraph 1. In said meeting, or else in the resolution -
adopted pursuant to article 18, paragraph 1, inter -----
alia, the following matters shall be dealt with -----

a. the board of managing directors shall report on the --
course of business of the corporation and on the -----
management conducted during the past fiscal year. -----

b. the balance sheet and the profit and loss account ----
shall be confirmed and approved after having been -----
submitted along with an explanatory memorandum indicating
the standards applied in the valuation of the movable and
immovable property of the corporation. -----

----- Article 15 -----

1. Each managing director and each supervisory director -
have equal authority to convoke a general shareholders' -
meeting. The board of managing directors and the -----
supervisory board are at all times authorized to call the
general meeting. -----

announced in the convocation referred to in the third --- paragraph, if such should have been effected. -----

8. If the prescriptions of these articles of ----- incorporation or of the law pertinent to the convocation of meetings or announcement of subjects to be dealt with, should not, or only partly have been observed, valid ---- resolutions may nevertheless be adopted at a meeting ---- provided that all the parties entitled to attend the ---- meeting are present or represented, or, to the extent --- that they are not present or represented, have consented to this manner of consultation or have indicated that --- they will refrain from invoking the violation of the ---- pertinent prescriptions. -----

9. General meetings shall be presided over by a person to be designated for that purpose by the meeting. -----

10. Shareholders may be represented at the meeting by a - proxy appointed in writing. -----

11. All resolutions of the general and extraordinary ---- general meeting shall be adopted by an absolute majority of the votes validly cast, unless otherwise provided by - these articles of incorporation. -----

12. Managing directors and supervisory directors ex ----- officio have the right to advise at the meeting. -----

13. In the event of a tie vote in the general meeting a - binding advice shall be rendered by a committee ----- consisting of three experts. The person(s) who voted in - favor of the proposal is/are jointly empowered to ----- appointing an expert, and the person(s) who voted against the proposal concerned also jointly have the power to --- appoint an expert. The thus appointed experts shall ----- jointly designate the third expert in mutual ----- consultation. -----

If no agreement has been reached regarding the ----- appointment of the last expert by the two first experts, within one month after the date of the general meeting at which there was a tie vote, such expert shall be ----- designated by the Court of First Instance with ----- territorial jurisdiction in Curaçao, at the request of -- the willing party. -----

The general meeting shall accept such advice within one - week after it has been rendered and shall cast its vote - accordingly. -----

14. When voting on an appointment, the person who has --- received the absolute majority of the votes cast, shall - be considered elected. If no one has secured such a ---- majority, a second ballot shall be taken between the two persons who obtained the largest number of votes. -----

If more than two persons have simultaneously obtained the largest number of votes and the same number of votes ---- then, in deviation of the provisions of paragraph 13 of - this article, two of these persons shall be selected by -

4. The drafted annual accounts shall be made available at the office of the corporation for inspection by the ----- shareholders or their proxies from the date of the ----- summons to the general meeting at which these documents - are to be approved until the close of said meeting. -----

5. The general meeting has the power to appoint an ----- external expert to regularly supervise the accounting --- procedures, as well as to render an account to the ----- general meeting on the annual accounts drafted by the --- board of managing directors. -----

----- DISTRIBUTION OF PROFITS -----

----- Article 21 -----

1. In immediate correlation with the approval of the ---- annual accounts, the general meeting shall decide on ---- whether or not to distribute or withhold any dividends or make any other distributions from the equity as ----- evidenced by the annual accounts. -----

2. The board of managing directors is authorized to ----- decide on interim distributions for the account of a ---- current fiscal year or a past fiscal year, of which the - annual accounts have not yet been confirmed and approved. -----

----- Article 22 -----

No distributions shall be made to the shareholders if the equity of the corporation should be less than the nominal capital or if the equity of the corporation should ----- thereby become less than the nominal capital of the ---- corporation. -----

----- CORPORATE AGREEMENT -----

----- Article 23 -----

1. The corporation is authorized to become a party to an agreement between itself and its shareholders: to be ---- referred to hereinafter as the corporate agreement ----- pursuant to article 2:227 of the Civil Code. -----

2. Provisions in an agreement as referred to in this ---- article are null and void to the extent that they would - entail consequences which are in violation of the law or the articles of incorporation. -----

----- CONVERSION, MERGER AND DEMERGER -----

----- Article 24 -----

1. In accordance with the provision of Sections 2:300 and the following of the Civil Code, the corporation has the power to be converted into another legal form. -----

2. In accordance with the provision of Sections 2:304 and the following of the Civil Code, the corporation has the power to be converted into a foreign legal entity, ----- provided that as a consequence thereof the ----- corporation continues its existence in the elected legal form subject to the pertinent foreign law governing such a foreign legal entity. -----

3. The provision of Section 2:309 and the following of -- the Civil Code shall be similarly applicable to a merger,

4. If the profit and loss account of the fiscal year ----
ending on the date of the dissolution of the corporation -
should indicate a profit balance, this balance shall be -
distributed in accordance with the provision in article -
21 of these articles of incorporation. -----

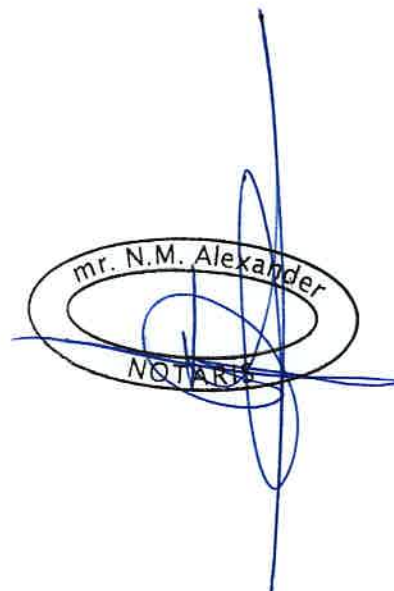
5. The surplus balance after liquidation shall be -----
distributed to the shareholders in proportion to the ----
amounts paid up on each share. -----

6. After completion of the liquidation procedure the ----
books and records of the corporation shall be kept in the
custody of the liquidator or a custodian designated for -
that purpose by the general meeting during the period ---
stipulated by the law. -----

----- TRANSITORY PROVISION -----
----- Article 27 -----

The first fiscal year shall commence at the day of -----
incorporation of the corporation and shall continue up to
the thirty-first day inclusive of December, of the year -
two thousand and twenty. -----

25 FEB 2025



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Curaçao

This public document

2. has been signed by Natasja Michaela Alexander, LL.M.

3. in the capacity of civil law notary

4. bears the seal/stamp of said civil law notary

Natasja M. Alexander, LL.M.

Certified

5. at Curaçao

6. the FEB 26 2025

7. Head Civil Status Register, Division

Ministry of Public Administration, Planning and Services

8. No.

1540

9. Seal/stamp:

10. Signature:



R.F. Haddocks, MBA
Head Civil Registry Office

