



SIMON & STEENBAAR

NOTARISSEN

dhr. mr. H.Th.G. Simon
mw. mr. E. Steenbaar
dhr. mr. W.A. Palm
mw. mr. V.S. Mohan
mw. mr. R.S. Ramada-Constancia

CERTIFICATE OF LEGAL EXISTENCE

The undersigned:

Hady Thaddeus Gerardus Simon, LL.M., a former civil law notary, designated to act as substitute civil law notary of his vacant position of civil law notary in Curaçao herewith certifies:

that **Non Videri B.V.**, a limited liability company established in Curaçao, hereinafter also referred to as the "Company", has been duly incorporated by notarial deed, executed on December 19th, 2023;

that the Company has been duly incorporated, is legally existing under the laws of Curaçao, has never been declared bankrupt, and that the Company has the power to transact any business within the limits of the corporate purposes as set forth in article 2 of its articles of incorporation;

that an official copy of the deed of incorporation is attached hereunto;

that a copy of the stock register of the Company is attached hereunto;

that as appears from the attached excerpt from the Commercial Register at the Chamber of Commerce and Industry in Curaçao:

(i) the registered office of the Company is at:
Abraham de Veerstraat 9, Curaçao;

(ii) the Mailing address of the Company is: P.O. Box 3421, Curaçao, and

(iii) the sole managing director of the Company is:
Zoi Angelopoulou, born on March 23rd, 1967, in Laval, Canada;

(iv) that the proxy holder of the Company is:
Dutch Antilles Management N.V., established in Curaçao,
with the title of Local Representative.

In witness whereof the undersigned has set his hand
hereunto after having affixed his official seal of office
on this ninth day of January of the year two thousand
and twenty-four.



HS/ac

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Curaçao

This public document

2. has been signed by Hady Thaddeus Gerardus Simon, LL.M.,
a former civil law notary, designated to act as substitute civil law
notary of his vacant position of civil law notary in Curaçao.

3. acting in the capacity of substitute civil law notary

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

Mr. H. Th.G. Simon

Certified

5. at Curaçao

6. the

JAN 10 2024

7. Head Civil Status Register, Division

Ministry of Public Administration, Planning and Services

8. No.

214

9. Seal/stamp:



10. Signature


R.T. Haddocks, MBA
Head Civil Registry Office



Curaçao Commercial Register

Excerpt from the Commercial Register

Registration number: 165762 (0)
Date: January 8, 2024 Time: 7:40:10 AM

In the Commercial Register of the Curaçao Chamber of Commerce & Industry is registered under number 165762: Non Videri B.V.

Trade name	Non Videri B.V.
Legal form	Private Limited Liability Company
Official name	Non Videri B.V.
Statutory seat	Curaçao
Date of incorporation	December 19, 2023
Date established	December 19, 2023
Nominal Capital	500 share(s) with a nominal value of U.S.A. Dollar 10
Fiscal year	The fiscal year is equal to the calendar year
Address	Abraham de Veerstraat 9
Country	Curaçao
Mailing address	P.O. Box 3421
Country	Curaçao
Description English	1. The object of the company is to organize, market, promote, manage, support and operate all types of remote gaming activities, comprising all types of games, betting and other operations of betting exchange, interactive casinos, bingos, lotteries and other interactive games for clients established or residing outside of Curaçao. 2. The company has the power to perform every act and thing profitable or requisite to the accomplishment of its purposes or connected therewith or incidental thereto in the widest sense of the word. 3. The corporation may request the Inspector of Taxes to be considered as a transparent corporation pursuant the General National Ordinance on National Taxes, as amended and it may request at a later date to be no longer considered as such.

Official(s)

1

Function	Statutory director
Title description	Managing Director
Name	Zoi Angelopoulou
Date of birth	March 23, 1967
Place of birth	Laval
Country of birth	Canada
Nationality	Greek

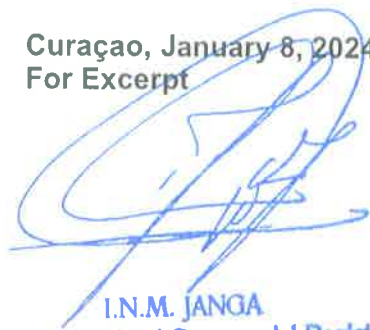
2

Function	Proxy holder
Title description	Local Representative
Name	Dutch Antilles Management N.V.
Registration number official	10692



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

Curaçao, January 8, 2024
For Excerpt



I.N.M. JANGA
Head Commercial Register



NAME: NON VIDERI B.V.

Established in: Curaçao

Incorporated: December 19, 2023

STOCK REGISTER

Issued Capital: USD 5,000=

Par Value Shares: USD 10=

Registered Shares

COLUMN NUMBER	1	2	3	4	5	6
1. Stockholder's name	Dutch Antilles Management N.V.	Zoi Angelopoulou				
2. Stockholder's address	Abraham de Veerstraat 7 Willemstad, Curaçao	Chania, 19-21 Peridou Street, 73100, Greece				
3. Stock's quantity	**500**	**500**				
4. Stock's No.	*1 u/i 500*	Certificate 1 *1 u/i 500*				
5a. Date of issue	December 19, 2023					
5b. Date of transfer	December 19, 2023					
6. Payment date	December 19, 2023					
7. Amount paid	USD 5,000.=					
8. Director's signature	 Dutch Antilles Management N.V.	 Dutch Antilles Management N.V.				
9. Name new Stockholder	See stockholder in column 2					
10. Stock's quantity	*500*					
11. Stock's No.	*1 u/i 500*					
12. Remaining stock's quantity and number	NIL					

TRUE COPY

On this nineteenth day of December of the year two thousand and twenty-three appeared before Hady Thaddeus Gerardus Simon, LL.M., a former civil law notary, appointed as substitute civil law notary of my vacant position of civil law notary in Curaçao, hereinafter to be referred to as the "notary": _____

Mrs. VARSHA SIMRAN MOHAN, LL.M., a deputy civil law notary, holder of _____ a passport with number R1544137, issued on December thirtieth, two _____ thousand and nineteen, residing in Curaçao, with office address Schout Bij _____ Nacht Doornmanweg 65, employed at the office of Simon & Steenbaar, Civil _____ Law Notaries in Curaçao, born in Paramaribo, Suriname, on April twelfth, _____ ninteenhundred and eighty-two, _____

and acting as proxy in writing of the limited liability company **Dutch Antilles Management N.V.**, established in Curaçao and holding its office at Abraham _____ de Veerstraat 7, registered at the Commercial Register of the Curaçao _____ Chamber of Commerce & Industry under number 10692, and as such legally _____ representing said company. _____

Said proxy appears from a document that is attached to a deed executed before me, civil law notary, on June third, two thousand and twenty, and which proxy has been evidenced sufficiently to me, civil law notary. _____

The appearer, acting as aforementioned, stated that Dutch Antilles Management N.V. by these presents incorporates a private limited company, which company shall be governed by the following provisions: _____

NAME AND SEAT _____

Article 1 _____

1. The corporation is a private limited company and shall be named: _____ "**Non Videri 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 in Curaçao and may have branches and/or affiliate offices elsewhere. _____

PURPOSE _____

Article 2 _____

1. The object of the company is to organize, market, promote, manage, _____ support and operate all types of remote gaming activities, comprising all types of games, betting and other operations of betting exchange, interactive casinos, bingos, lotteries and other interactive games for clients established or residing outside of Curaçao. _____

2. The company has the power to perform every act and thing profitable or _____ requisite to the accomplishment of its purposes or connected therewith or _____ incidental thereto in the widest sense of the word. _____

3. The corporation may request the Inspector of Taxes to be considered as _____ a transparent corporation pursuant to the General National Ordinance on _____ National Taxes, as amended and it may request at a later date to be no _____ longer considered as such. _____

DURATION _____

Article 3 _____

The corporation has been established for an indefinite period of time. _____

CAPITAL AND SHARES _____

Article 4 _____

1. The capital of the company consists of shares with a nominal value of ten _____

United States Dollar (USD 10.00) each. _____

2. Subshares 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 or else by means of a statement of issue on behalf of the corporation to the subscriber and a statement of acceptance thereof sent by the subscriber to the corporation, either or not in advance. _____

Only the issue of registered (sub)shares is permitted. _____

4. Shares are issued no sooner than after the identity of the subscriber has been determined and this identity has been verified by the corporation based on documents, data or information from a reliable and independent source. Copies of the documents will be kept in the register referred to in article 8. ———

5. 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. ———

6. 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. _____

REPURCHASE AND CANCELLATION OF SHARES _____

Article 5 _____

1. The board of managing directors is authorized to have the corporation acquire for its own account shares in its own capital, provided that: _____

a. at least one share continues to be held by third parties, not by the corporation itself; and _____

b. as a consequence of payment of the purchase price of the relevant shares, the equity of the corporation remains at least equal to the nominal capital. ———

2. In deviation from the provisions referred to in paragraph 1 sub b, in the event that the shares are cancelled immediately following payment of the purchase price, the equity may be less than the nominal capital. After the aforementioned cancellation, the equity of the corporation must at least be equal to the nominal capital. _____

3. No voting rights, nor preference on whatever account shall be derived from the shares held by the corporation in its own capital; nor shall any distribution of profits or of a surplus balance after liquidation of the corporation be made on such shares. _____

Said shares shall be disregarded for determining a quorum at any meeting. ———

4. The corporation is authorized to proceed to cancellation of the shares held by the corporation in its own capital, subject to a resolution to that effect from the board of managing directors. _____

5. The general meeting may decide on whole or partial repayment or dispensation of an additional payment obligation as mentioned in article 2:207, paragraph 4 of the Civil Code, provided that the equity of the corporation remains at least equal to the nominal capital at the time of the repayment or dispensation of additional payment and does not become less than the nominal capital of the corporation by the repayment or dispensation of additional payment. _____

SHARE CERTIFICATES AND SHARE REGISTER _____

Article 6 _____

1. With due observance of the provision in article 4, paragraph 3, the shares shall be registered shares, and they shall be consecutively numbered from 1 up. _____

2. Share certificates may be issued for the shares at the request of the shareholder. _____

All expenses for the issue of share certificates shall be for the account of the shareholder concerned. _____

3. Share certificates may be issued for several shares jointly at the request of the shareholder. _____

The holder of such a share certificate is entitled at all times to request its conversion into a share certificate representing a different number of shares. —

4. Share certificates shall be signed by a managing director or by a person designated for that purpose by the board of managing directors. _____

5. The date of issue and all information relevant to the share, as should be included in the shareholders' register on the day of issue, shall be stated on the share certificate. _____

6. An extract from the shareholders' register made out in the name of the shareholder, containing the information relevant to these shares, may also serve as a share certificate. _____

Article 7 _____

1. If a person has proved to the satisfaction of the board of managing directors that a share certificate, 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, which shall bear an endorsement to the effect that they are duplicates, their originals shall become null and void.

3. Damaged share certificates 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, any payment obligation yet to be fulfilled including a notification pointing out whether this concerns an obligation of additional payment, if any, and if so, the methods of payment, the date and the methods of the 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. _____

The name and the address of the usufructuary and pledgee are stated in the register. Similar information is stated concerning those entitled to attend meetings, who are no shareholder, pledgee or usufructuary. _____

2. Shareholders and others whose information must be included in the register, pursuant to the first paragraph, will surrender this information to the board of managing directors in time. Insofar as this has not been done at an earlier time,

they will also surrender further information to the board of managing directors and information as referred to in article 4 paragraph 4 and submit documents as referred to in same. Copies of these documents will be kept in the register.

3. 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. _____

4. Shareholders and others whose information is included in the register are entitled to access to the register for its inspection, to the extent that it concerns rights vested in those requesting inspection. _____

5. The transfer of shares shall be effected, either by serving an instrument of transfer upon the corporation, or by written acknowledgement of the transfer by the corporation. _____

6. Written acknowledgement of the transfer shall be effected by a signed annotation on the deed of transfer or by a written statement to the transferee. —

SHARE TRANSFER RESTRICTION _____

Article 9 _____

1. Unless all shareholders concerned give their written approval, shares may only be transferred with due observance of the following provisions. _____

2. If a shareholder wishes to alienate one or more of his shares to others than the corporation, he shall first offer them to his fellow shareholders and he shall so notify the board of managing directors by registered letter, stating exactly the serial numbers of the shares, the price at which he wishes to sell the shares and the person or persons to whom he wishes to transfer the shares. _____

3. Within fourteen days after receipt of the registered letter the board of managing directors shall notify the other shareholders of its contents. _____

4. Within one month following such notice each shareholder may inform the board of managing directors that he desires to purchase one or more of the shares offered at the price asked therefor or that he wishes the value of the shares to be estimated by experts. _____

5. In the first case, if no appraisal has been requested by any shareholder and unless the offering shareholder then 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, the offerer shall be under an obligation to transfer the shares to the shareholders who wish to buy his shares, against cash payment or the price asked, provided all the shares offered are purchased. _____

6. When appraisal is desired by one or more shareholders they shall appoint three experts in mutual agreement with the offerer, each of the parties appointing one expert, the third being appointed by the other two jointly. _____

7. Within one month after the shareholders have been notified of the value thus appraised, each of them may inform the board of managing directors of his intention to purchase one or more of the shares offered, at the appraised value or at the price originally asked, in which case the offerer unless the appraised value is 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 shares, has not within one (1) month after the lapse of the aforementioned term of six (6) months offered his shares for transfer in the way described herein before, the corporation or a co-shareholder shall be authorized to make an unconditional, irrevocable offer in writing to the said person to acquire the shares concerned for payment in cash of the value of the shares concerned. With the acceptance of this offer and if no agreement has been reached with regards to the price, the price of the shares shall be determined by one or more experts to be appointed by the Judge upon request of any interested party, the costs of said determination shall be chargeable to the person(s) who have offered to purchase the shares. If the offer is refused or is not accepted within the term as stated in the offer, which term shall be at least four (4) weeks, the corporation and the shareholders are authorized to enforce compliance. _____

12. If a shareholder due to the provisions of the law is obliged to transfer his share(s) to a former shareholder, this provision shall not be applicable. _____

MANAGEMENT

Article 10

1. The corporation shall be managed by a board of managing directors, _____ consisting of one or more managing directors. _____

Legal entities may also be appointed managing directors. _____

2. The managing directors shall be appointed by the general meeting and _____ may at any time be suspended or removed from office by said meeting. _____

3. The corporation 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. _____

4. The board of managing directors has the power, without limiting its own responsibility, to appoint attorneys in fact, to determine their powers and the manner in which they are to represent the corporation and to sign on its behalf.

5. Every managing director has the power to authorize a codirector to represent him in his capacity of a managing director at meetings of the managing directors, with due observance of the terms set forth in the power of attorney.

6. Each managing director may in his capacity of managing director appoint by telegram, telefax, telex, email or other writing a natural or legal person as his proxy to represent him in his said capacity, such proxy to be specific and not general. _____

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 all the books, ledgers and other data bases pertaining to which a legal custodianship or a custodianship under the articles of incorporation is vested in the board of managing directors, insofar as the right to inspect is not restricted by or pursuant to regulation in question in relation to one or more members of the board of managing directors. _____

MANAGEMENT LIABILITY _____

Article 12

1. Each managing director is under the obligation towards the corporation to – appropriately perform the tasks within his scope of responsibility. _____

2. The tasks of a managing director include all tasks of management, which – have not specifically been entrusted to one or more other managing directors pursuant to or by virtue of law, the articles of incorporation, a corporate agreement or regulations. _____

The managing directors to whom certain tasks have been specifically allocated pursuant to paragraph 2 of this article, shall keep the other managing directors informed about the status of such matters in such area. _____

3. Each member of the board is responsible for the general course of affairs. He is responsible for the whole regarding mismanagement. Not held liable shall be the managing director, however, who in view of the tasks vested in others and the period of his employment, is not gravely imputable, provided that he was not negligent in taking the necessary measures to avoid the consequences of mismanagement. _____

4. If, in the event of bankruptcy of the corporation, the curator should submit a claim pursuant to this article, no director shall be entitled to being held harmless on the ground of an acquittal and discharge granted by the corporation in whichever form or manner. In such event a managing director may not invoke compensation either with any claim he might have on the corporation. _____

SUPERVISION

Article 13

1. The corporation may have a board of supervisory _____ directors, pursuant to a resolution to that effect from the general meeting having been published at the Commercial Register of the Chamber of Commerce of the place where the corporation has its statutory domicile. If the general meeting should wish to rescind the instituted board of supervisory directors, a resolution to that effect from the general meeting should be published at such Commercial Register. _____

2. Supervisory directors are appointed by the general meeting and may at any time be suspended or removed from office by said meeting. _____ Only natural persons are eligible to be appointed in the capacity of supervisory director. _____

3. The supervisory board is entrusted with supervision on the management. In the accomplishment of its tasks and duties, the supervisory board shall be oriented to and 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. _____
2. Each person entitled to vote may request the board of managing directors, or the supervisory board in writing (hereinafter to be understood by these articles of incorporation: expressed by serving of a summons, by telegram, telex, telefax, email or other data transmitting means of communication), to call a general meeting, in order to elaborate on and resolve any subject, provided that they have a vested reasonable interest in the matter. If the board of managing directors or the supervisory board should not have complied with such a request within seven (7) days after the date on which the request reached the corporation or the corporate body involved, the applicants may proceed to calling the meeting themselves. _____
3. The meeting shall be convoked in writing and the convening notices shall be sent to the address of the parties entitled to attend the meeting to the extent such address is known to the corporation. If one or more addresses of the parties entitled to attend the meeting are unknown, the convocation shall also be effected by means of an announcement in the official gazette in which notifications from the government are published. The convocation, as well as all the other documentation pertinent thereto, shall also be sent to each managing director and each supervisory director. _____
4. By the right to attend the meeting (attendance right) is to be understood the right to attend the general meeting either in person or by a proxyholder empowered in writing and to express oneself at the meeting. The right to attend the meeting is vested in each shareholder and each party who has voting rights, as well as in each managing director and each supervisory director. —
5. The term of notification shall be not less than five (5) days, not counting the date of the convocation, nor the day of the meeting. The day upon which the convening notices were sent out, shall be considered as the date of the

convocation, or if it should be later, the day upon which the announcement was published in the official gazette referred to in the preceding paragraph. _____

The convocation shall state the place of the meeting and the subjects to be dealt with. _____

6. Subjects that were timely proposed by a party vested with voting rights, to be dealt with at the meeting, shall be placed on the agenda, unless such should be in contravention of a proper order at the meeting. At any rate the convocation shall state the matters proposed for discussion. _____

7. In the event that a proposal purporting to an amendment of the articles of incorporation is submitted, a copy of the proposal stating the amendment verbatim, shall be sent as well, or shall be made available at the office of the corporation for inspection by the shareholders. The accessibility for inspection shall be announced in the convocation referred to in the third paragraph, if such should have been effected. _____

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

9. Shareholders may be represented at the meeting by a proxy appointed in writing. _____

10. 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. _____

11. Managing directors and supervisory directors ex officio have the right to advise at the meeting. They will be given sufficient time to render advice. _____

12. 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. _____

13. 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 lot and the second ballot shall be taken between these two persons. If the two persons should receive the same number of votes at the second ballot, the matter shall be decided by drawing lots, in deviation of the provisions of paragraph 12 of this article. _____

Article 16

Each share entitles to cast one vote. Abstentions and invalid votes shall not be counted. _____

Article 17

1. A person designated by the general meeting shall record the deliberations and the resolutions adopted at such meeting. The minutes shall be signed by the chairman of the meeting. _____
2. The signed minutes shall be kept in custody by the board of managing directors for the prescribed period stipulated by the law. _____
3. Each party with attendance rights (in Dutch: "vergadergerechtigde") is entitled to receiving a copy of the minutes. _____

RESOLUTIONS OF THE SHAREHOLDERS ADOPTED OUTSIDE OF A GENERAL SHAREHOLDERS' MEETING _____

Article 18 _____

1. A resolution of the general meeting may also be adopted alternatively by casting votes in writing without holding a meeting, provided that all parties with attendance rights have consented to this manner of consultation. _____
Managing directors and supervisory directors ex officio have the right to advice in the decisionmaking procedure without holding a meeting. _____
They will be given sufficient time to render advice. _____

2. The provisions of article 15 paragraphs 10 and 12 and article 17 shall be similarly applicable. _____

FISCAL YEAR _____

Article 19 _____

The fiscal year of the corporation coincides with the calendar year. _____

BALANCE SHEET, PROFIT AND LOSS ACCOUNT _____

Article 20 _____

1. Annually within eight (8) months after the end of the fiscal year, except for an extension of this term by six (6) months at most by the general meeting because of special circumstances, the board of managing directors shall draw up the annual accounts, at least consisting of a balance sheet, a profit and loss account and an explanatory memorandum on these documents. _____
2. The drafted annual accounts shall be signed by all the managing directors and all the supervisory directors. If the signature of one of them should be _____ lacking, the reason there for shall be communicated. _____
3. The drafted annual accounts shall be submitted to the general meeting for its confirmation and approval. _____
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, if any, in which the corporation is engaged. As the disappearing or acquiring corporation pursuant to article 2:309 and the following of the Civil Code a foreign corporation with a comparable legal status may also be involved, provided that the governing law of such foreign corporation does not oppose the merger or the manner in which it has come into being.

4. The provision of Section 2:335 and the following of the Civil Code shall be applicable to a demerger, if any, to which the corporation is a party.

5. Resolutions of the general meeting concerning a conversion, a merger or a demerger shall be similarly subject to the provision of article 25, paragraph 1 and 2.

AMENDMENT OF THE ARTICLES OF INCORPORATION AND

DISSOLUTION OF THE CORPORATION

Article 25

1. Resolutions on amendment of the articles of incorporation or dissolution of the corporation may only be adopted by a majority of at least three/fourths (3/4) of the votes cast at a general meeting in which at least three/fourths (3/4) of the nominal capital is represented.

2. If the capital required is not represented at the meeting, a second meeting shall be called, to be held within two (2) months after the first, at which second meeting valid resolutions may then be adopted on such subjects, by a three/fourths (3/4) majority of the votes cast, regardless of the capital represented at the second meeting.

3. In the event of dissolution of the corporation the liquidation shall take place subject to such terms and conditions as laid down by the general shareholders' meeting.

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. _____

Final Declaration

The appearer, acting as aforementioned, declared finally: _____

1. to hereby appoint the limited liability company **Dutch Antilles Management N.V.**, aforementioned, as managing director of the company for the first time; _____
2. that the first financial year of the company starts today and shall end on December thirty-first, two thousand and twenty-four; _____
3. that hereby five hundred (500) shares, numbered 1 through 500, representing a nominal capital of five thousand United States Dollars (USD 5.000,00), are issued upon incorporation to the incorporator, which shares are hereby accepted in ownership by the appearer, acting as aforementioned, under the obligation for the incorporator to pay at least five thousand United States Dollars (USD 5.000,00) to the company; _____
4. that according to the incorporator the equity of the company is at least equal to the nominal capital. _____

The appearer is known to me, civil law notary. _____

WHEREUPON THIS DEED is drawn up in one original in Curaçao on the date specified in the head of this deed. _____

The substantive contents of this deed having been communicated to the appearer, she has agreed to have been informed of the contents of this deed and declined a full reading thereof. _____

Following an abridged reading, this deed is without further delay signed by the appearer and by me, civil law notary. _____

Was signed: V.S. Mohan, H. Simon. _____



ISSUED FOR TRUE COPY,
by me Hady Thaddeus Gerardus
Simon, LL.M, a former civil law notary,
appointed as substitute civil law notary
of my vacant position of civil law notary
in Curaçao, this 19th day of December
2023.