

THE UNDERSIGNED:

Joyce Verveijzer, LL.M., deputy civil law notary, deputizing for Martijn Jan Olivier
Moerdijk, LL.M., civil law notary in Curaçao,

DOES HEREBY CERTIFY:

that the attached text is a true but unofficial English translation of the presently effective
articles of association of:

DIALINVEST INTERNATIONAL N.V.,

a company with limited liability (*naamloze vennootschap*) with statutory seat in Curaçao.

In the event of a conflict between the English translation and the original Dutch version,
the Dutch version shall prevail.

Curaçao, 29 March 2023.



A handwritten signature in blue ink, consisting of a series of loops and a long horizontal stroke.

NAME AND DOMICILE

Article 1

1. The name of the corporation is: **DIALINVEST INTERNATIONAL N.V.** _____
In its foreign transactions it may, instead of using the abbreviation N.V., use the abbreviation
Inc. in English and the abbreviation S.A. in Spanish and French. _____
2. The corporation is established in Curacao and may have branches and/or branch offices
elsewhere. _____

PURPOSE

Article 2

1. The objects of the corporation are: _____
- a. to provide off-shore games of chance and wagering through the internet in compliance with
the regulations of the Government of the Netherlands Antilles. _____
This service shall be referred to for all purposes as "Internet Casino/Internet Wagering/Internet
Sportsbook" provided it concerns aforementioned services which will be rendered from an area
that has been designated as an E-zone in conformity with the local E-zone law. _____
- b. to invest its assets in securities, including shares and other certificates of participation and
bonds, as well as other claims for interestbearing debts however denominated and in any and
all forms, as well as the borrowing and lending of monies; _____
- c. to acquire: _____
- (i) revenues, derived from the alienation or leasing of the right to use copyrights, patents,
models, secret processes or formulae, trade marks and other such things; _____
- (ii) royalties, including rents, in respect of motion picture films or for the use of industrial,
commercial or scientific installations, as well as relating to the operating of a mine or a quarry
or of any other natural resources and other immovables; _____

- (iii) considerations for technical assistance; _____
- d. to invest its assets, directly or indirectly, in real property and rights, to acquire, possess, alienate, hire, let, rent, lease, farm and farming out, divide into lots, drain, develop, improve, build upon, sell and otherwise alienate, mortgage or in general encumber real estate and to build roads, dikes and similar works on real estate; _____
- e. the trade in, including wholesale, distributive and future trade, as well as the import and export of raw materials, minerals, metals, organic materials, semi-finished products and finished products of whatever nature and under whatever name; _____
- f. the representation and management of the interests of third parties. _____
2. The corporation is entitled to perform every act profitable or requisite to the attainment of its objects or connected therewith in the widest sense of the word, including participation in any other enterprise or company having similar or related objects; _____
3. For the accomplishment of its purposes the corporation may grant security and other guarantees as well as transfer the ownership of shares in other companies or to pledge same, all the foregoing as a guarantee for the settlement of debts of the corporation or those of third parties, and may perform every act related to the foregoing in the widest sense of the word or profitable thereto.. _____

DURATION

Article 3

The duration of the corporation is to be unlimited. _____

CAPITAL AND SHARES

Article 4

1. The authorized capital of the corporation shall be THIRTY THOUSAND UNITED STATES DOLLARS (US\$ 30,000.--), divided into thirty thousand (30,000) shares of one United States Dollar (US\$ 1.--) each, numbered 1 through 30,000. _____
2. Fractional shares may be issued _____
3. The shares shall be issued by the board of managing directors, after prior approval or permission of the supervisory board. _____
4. The board of managing directors shall determine the time and price of issue of shares which shall not be below par and the time of payment of calls, both for the shares subscribed for on incorporation and not paid in full, if any, and for the shares to be issued at a later date. _____
5. In subsequent issues of shares and on disposal by the corporation of any shares acquired by the corporation in its own capital, the existing shareholders shall be preferred in proportion to their holdings of shares when the stock is made available, unless the general meeting of shareholders decides otherwise. _____
6. The board of managing directors may without instructions from the general meeting of shareholders conclude agreements: related to the taking of shares whereby special obligations are imposed on the corporation; related to the acquisition of shares on a basis other than that on which the public may participate in the corporation; and related to payment of calls on shares otherwise than by payment in the legal tender of the country where the corporation is registered. _____

PURCHASE OF SHARES

Article 5

1. The corporation may acquire for its own account, for valuable consideration, fully paid-up shares in its own capital, provided not less than twenty percent (20%) of its authorized capital continues to be held by others, not by the corporation. _____
2. No voting rights nor any preference on whatever account shall be attached to the shares held by the corporation in its own capital and no distribution of profits or of balance left on liquidation of the corporation shall be made on such shares. _____

They shall not be counted when determining the quorum at any meeting. _____

KIND OF SHARES, SHARE CERTIFICATES AND SHARE REGISTER _____

Article 6 _____

1. At the option of the shareholder the shares may be issued either as registered shares or, provided they have been paid up in full, as bearer shares, and they shall be numbered from 1 up. _____
2. Share certificates may be issued for the registered shares, at the request of the shareholder. Share certificates shall be issued for the bearer shares. All expenses for the issue of share certificates shall be charged to the shareholder concerned. _____
3. Conversion of bearer shares into registered shares and vice versa shall, at the shareholder's request, be made by recording such conversion in the share register and in so far as necessary on the share certificate, if such share certificate has been issued. _____
4. At the request of a shareholder share certificates may be issued for several shares jointly. The holder of such a share certificate may at any time demand its conversion into a share certificate representing a different number of shares. _____
5. Share certificates shall be signed by a managing director or by a person appointed for that purpose by the board of managing directors. _____
6. At the discretion of the board of managing directors each share certificate may be provided with a set of dividend coupons and a talon entitling the holder to obtain a new set of dividend coupons. _____

The dividend coupons and the talon shall have the same serial number as the share certificate to which they belong. If dividend coupons have been issued, payment of dividends shall be made against surrender of a dividend coupon, which shall be a full discharge for the payment made by the corporation. _____

Article 7 _____

1. If a person has proved to the satisfaction of the board of managing directors that a share certificate, dividend coupon or a talon belonging to him has been lost or mislaid, a duplicate of such document may be issued at the request of such person or the rightful claimant(s) to his property, 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 contain 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 share certificates, dividend coupons or talons thus surrendered shall immediately be cancelled 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. Registered shares shall be entered in a register which shall be kept by the board of managing directors or by a person appointed for that purpose by the board of managing directors. _____

The entry shall state the shareholder's name, his address or elected domicile and the quantity and serial numbers of his shares. _____

2. Every transfer, transmission by descent or change of ownership of a registered share and every conversion of a registered share into a bearer share and vice versa shall be recorded in the share register and every entry to that effect shall be signed by a managing director or by a person appointed for that purpose by the board of managing directors. _____

3. Registered shares shall be transferred either by serving an instrument of transfer on the corporation or by written acknowledgement of the transfer by the corporation. _____

4. If no share certificates have been issued, the entry in the register prescribed in paragraph 2 of this article shall have the effect of a written acknowledgement of the transfer by the _____ corporation. _____

If a share certificate has been issued, the acknowledgement shall be made by an endorsement on the respective share certificate and signed by a managing director or by a person for that purpose authorized by the board of managing directors. _____

MANAGEMENT AND SUPERVISION

Article 9

1. The corporation is managed by a board of management consisting of one or more managing directors under the supervision of a supervisory board, consisting of one or more supervisory directors. _____

Legal entities may also be appointed managing directors. _____

2. The managing directors and the supervisory directors shall be appointed by the general meeting of shareholders and can at any time be suspended and removed by it. _____

3. The corporation shall be represented in and out of court by any one of the managing directors separately, also in the event of conflict between the interests of the corporation and those of one or more managing directors, either in a private capacity or qualitate qua. _____

4. Without prejudice to its responsibility the board of managing directors has the power to appoint attorneys in fact and to determine their powers and the manner in which they are to represent the corporation and sign on its behalf. _____

5. When one or more managing directors are absent or otherwise precluded from acting, the remaining managing director(s) 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 managed temporarily by a person appointed for that purpose by the general meeting of shareholders. _____

In any such case the person so appointed shall call a general meeting of shareholders 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 so appointed shall be limited to those which cannot be delayed. _____

6. Each managing director and supervisory director of the corporation and its subsidiaries as well as any other person authorized by the board of managing directors or by the general meeting to act on behalf of the company shall be indemnified by the corporation against any and all actual and reasonable damages, fines and costs of whatever nature, arising out of acts or omissions in a capacity as mentioned above, as a result of any civil, criminal or administrative proceedings and/or legal and factual investigations, and legal acts, whether or not leading to such proceedings, provided that he while performing the act giving rise to the claim, acted in good faith, that he promoted the interests of the corporation and such act was not conflicting with given instructions to or limitations to the authority of a such person. _____

Article 10

1. The supervisory directors are entrusted with the supervision of the activities of the board of Management. _____

2. Supervisory directors shall have, at any time, jointly as well as severally, access to the buildings and the properties of the corporation and are competent to inspect and make copies of all papers, books and documents of the corporation, to check the cash balance and to cause the cash and valuables of the corporation to be shown to them. _____

3. Supervisory directors can receive a yearly remuneration to be determined by the general meeting of shareholders, while they also receive compensation for their travel-, lodging- and other costs for the fulfillment of their function at the corporation.

GENERAL MEETINGS OF SHAREHOLDERS

Article 11

1. General meetings of shareholders shall be held in Curacao, Bonaire, Sint Eustatius, Saba or Sint Maarten (Netherlands Antilles).

2. The annual general meeting of shareholders shall be held within nine months after the close of the fiscal year of the corporation.

Inter alia the following items shall be dealt with at that meeting:

a. the board of managing directors shall report on the course of business of the corporation and on the management conducted in the fiscal year ended;

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

Article 12

1. Each of the managing directors, each of the supervisory directors and any number of shareholders representing jointly not less than ten percent (10%) of the subscribed capital have equal authority to call a general meeting of shareholders.

2. The meeting shall be called through an advertisement inserted in a newspaper published and widely circulated in the domicile of the corporation, with due observance of at least a five days' notice, not counting the day of the summons nor the day of the meeting.

The advertisement shall state the agenda of the meeting or it shall state that the agenda is available for inspection by the shareholders at the office of the corporation.

Proposals on amendment of the articles of incorporation shall also be mentioned in the advertisement.

3. Proposals to be submitted by the shareholders on items to be dealt with at the annual as well as at the special general meetings of shareholders shall only be considered if presented to the board of managing directors in writing and in sufficient time to allow them to be announced with due observance of the notice and rules provided the calling of a general meeting.

4. If all the subscribed capital is represented at the general meeting of shareholders, valid resolutions may be adopted if passed unanimously, even if the rules of these articles of incorporation on the summons or on the publication of the items to be dealt with have not been complied with or have only partially been observed.

5. General meetings shall be presided over by a person appointed by the meeting for that purpose.

6. For exercise of their rights at the meeting the holders of bearer shares shall prove their ownership of the shares to the satisfaction of the chairman of the meeting. They may establish such ownership by depositing their shares (or a certificate of deposit of their shares issued by a bank, law office or notary's office, stating that the share certificates will not be returned before the end of the meeting) at the office of the corporation against a receipt, not later than on the day of the meeting, and by producing the receipt at the meeting. The convening notice shall always state this provision as well as the place and time at which such deposit is to be made.

7. Shareholders may be represented at the meetings by a proxy appointed in writing, telegraphically or by telex.

8. All resolutions of the annual and special general meetings of shareholders shall be adopted by absolute majority of the votes cast, save where otherwise provided by these articles of incorporation.

9. 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 have obtained the largest number of votes.

If more than two persons have simultaneously received the largest and an equal number of votes, two of these persons shall be selected by lot and the second ballot taken between those two persons.

If the two persons should receive the same number of votes at the second ballot, the matter shall be decided by lot.

Article 13

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

2. Effective votes may also be cast on behalf of the shares of such persons as will, by the resolution to be adopted, be granted any right with respect to the corporation on grounds other than as stockholders of the corporation, or on behalf of the shares of such persons as will thereby be released from any obligation towards the corporation.

Article 14

All the proceedings at the general meeting of shareholders shall be recorded in minutes and signed by the chairman and a shareholder or his proxy, attending the meeting, unless the proceedings are recorded in a notarial report.

FISCAL YEAR

Article 15

1. The financial year of the company runs from January first up to and including December thirty-first of each year.

BALANCE SHEET, PROFIT AND LOSS ACCOUNT

Article 16

1. Within eight months after the close of the fiscal year the board of managing directors shall submit to the general meeting of shareholders the balance sheet and profit and loss account for the fiscal year ended, along with the explanatory statement referred to in Article 10.

The balance sheet, profit and loss account and explanatory statement shall be signed by all the managing directors. If the signature of one of the managing directors is lacking, the reason shall be stated on the documents.

2. The balance sheet, profit and loss account and explanatory statement shall be available for inspection by the shareholders or their proxies at the office of the corporation from the day of the summons to the meeting called for the determination of the aforementioned documents until the meeting is over.

3. The annual general meeting of shareholders shall determine the balance sheet and the profit and loss account.

Determination of the balance sheet and the profit and loss account shall discharge the board of managing directors from all liability with regard to their management for the past fiscal year in so far as their administration is evidenced by the documents submitted and provided the meeting does not decide otherwise when the balance sheet and profit and loss account are confirmed and adopted.

4. The amounts to be allocated to reserve shall be determined by the general meeting of shareholders.

DISTRIBUTION OF PROFITS

Article 17

1. The profits, which shall mean the net profit shown by the profit and loss account, shall be entirely at the disposal of the general meeting of shareholders.
 2. The board of managing directors has the power to distribute interim dividends at any time as an advance payment of dividends expected.
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Article 18

If for any year the profit and loss account as confirmed and adopted shows a loss which cannot be covered by the reserves or compensated otherwise, no profits shall be distributed in subsequent years until such loss has been wiped off.

AMENDMENT OF THE ARTICLES OF INCORPORATION

AND DISSOLUTION OF THE CORPORATION

Article 19

1. Resolutions on amendment of the articles of incorporation or on dissolution of the corporation may only be adopted by a majority of at least three fourths of the votes cast at a general meeting of shareholders at which not less than three fourths of the subscribed capital are represented.
 2. If the capital required is not represented at the meeting, a second meeting shall be called and held not later than two months after the first, and at the second meeting valid resolutions may be passed on such matters by a majority of three fourths of the votes cast, regardless of the capital represented at such meeting.
 3. On dissolution of the corporation its liquidation shall be effected in conformity with the rules laid down by the general meeting of shareholders.
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TRANSFER OF SEAT

Article 20

The general meeting of shareholders and the board of managing directors have equal authority to transfer the corporate domicile of the corporation, by virtue of the "National Ordinance Seat Transfer Third Countries", to another country outside the Netherlands Antilles and to have it adopt the status of a legal entity incorporated under the Laws of such country.
