

AS

24 MAY 2023

**EXTRACT OF MINUTES OF AN
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF EVERYMATRIX HOLDING PLC**
Company Registration No. C 44407
(the "COMPANY")

RE-SUBMITTED
23 MAY 2023
REGISTRY

Date and time: 14 December 2022 at 12.30 CET

Venue: Microsoft Teams, in line with the Companies Act (Public Companies - Annual General Meetings) Regulations, 2020

1. The shareholders have hereby resolved that:

The authorised share capital of the Company be and is hereby increased by two hundred and seventy two point nine seven two eight Euro (€272.9728) which are to be divided into two million, seven hundred and twenty nine thousand, seven hundred and twenty-eight (2,729,728) Class A Ordinary Shares with a nominal value of zero point zero zero zero one Euro cent (€0.0001) per share, that is, from forty-seven thousand four hundred and eighty-eight Euro point six nine five cents (Eur 47,488.695) divided into fifty-one million, seven hundred and twenty eight thousand, five hundred and fifty (51,728,550) Class "A" Ordinary Shares having a nominal value of zero point zero zero zero one Euro cent (EUR 0.0001) each and one (1) Class "B" Ordinary Shares having a nominal value of forty-two thousand, three hundred and fifteen Euro and eighty-four cents (EUR 42,315.84) each to forty-seven thousand, seven hundred and sixty one Euro point six six seven eight cents (Eur47,761.6678) divided into fifty-four million, four hundred and fifty-eight thousand and two hundred and seventy-eight (54,458,278) authorised Class "A" Ordinary Shares having a nominal value of zero point zero zero zero one Euro cent (EUR 0.0001) each and one (1) authorised Class "B" Ordinary Share having a nominal value of forty-two thousand, three hundred and fifteen Euro and eighty-four cents (EUR 42,315.84).

2. The shareholders have hereby resolved that:

the directors of the Company shall be authorised to issue and allot Class A Ordinary Shares up to the increased authorised share capital referred to in the first extraordinary resolution above and therefore up to the maximum authorised share capital of the Company following such increase, in terms of Article 85(1)(a) of the Companies Act (Chapter 386 of the Laws of Malta) up to a maximum period of five (5) years commencing as of today's date, which period may be renewed.

3. The shareholders have hereby resolved that:

the New Memorandum and Articles (Annex A) be and are hereby adopted as the Memorandum and Articles of Association of the Company substituting in toto the

hereby certify that this is a true copy of the
original document which I have seen and verified

Signature:  Date: 23/10/24

Jake Cachia Certified Public Accountant | Warrant no. 11812
Compliance & AML Manager
EveryMatrix Development Limited
7 Santorini Court, St Mark Street, Birguma, Naxxar NXR4201
T: +356 9999 0086

Company's existing Memorandum and Articles to reflect all changes agreed to be made by the Company's shareholders.

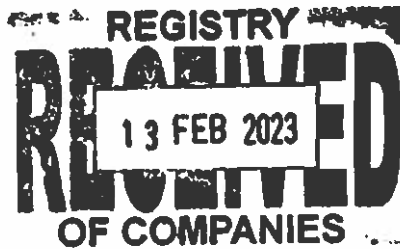
4. The shareholders have hereby resolved that:

the Company Secretary and Directors of the Company be and are hereby each individually authorised to prepare and file with the Malta Business Registry a certified copy of the New Memorandum and Articles and to make any other filings, returns and registrations as necessary or desirable, and in any case within the time prescribed by law, to give effect to the above resolutions.

Certified True Extract dated: 14 December 2022

A handwritten signature in black ink, consisting of a large, stylized 'C' followed by a horizontal line and a small flourish.

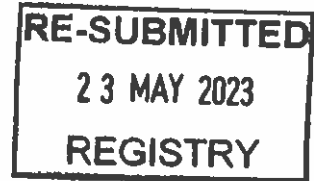
Claudia Cassar
Company Secretary



Memorandum of Association

of

EveryMatrix Holding p.l.c.

**1. NAME**

The name of the company is **EveryMatrix Holding p.l.c.**

2. REGISTERED OFFICE

The registered office of the company will be situated at Piazzetta Business Plaza, Office 12, Level 10, Triq Ghar Il-Lembi, Sliema SLM1605, Malta, or any other place the Board of Directors may from time to time determine.

The email address of the company is legal@everymatrix.com

3. OBJECTS

The Objects for which the Company is established are as specified below:

- (i) To act as Holding Company, and invest, subscribe, hold, purchase or otherwise acquire, shares, participations, investments, interests, instruments and debentures in any other Company, partnership, joint venture or business, and to sell or otherwise dispose of same;
- (ii) To receive from the assets mentioned in the preceding paragraph dividends, capital gains, interest, and any other income derived from investments including income or gains on their disposal, rents, royalties and similar income whether arising in or outside Malta, and profits or gains attributable to a permanent establishment (including a branch) whether situated in or outside Malta;
- (iii) To provide management services and to participate in the activities of subsidiary and associated companies;
- (iv) To own, acquire and dispose of all types of intellectual and intangible property, including scientific, technical, industrial and commercial patents, inventions, discoveries, commercial knowledge and information, know-how, secrets, designs, formulae or processes, trademarks, trade names, computer programmes and copyrights, whether

industrial or scientific or artistic or literary or electronic, and whether audio or visual, including films for television or cinema or other broadcasting, in whatever media such as tapes or cassette or compact disc or DVD or other more technologically evolved medium, and other like property or rights;

- (v) To commercially and financially exploit all types of property mentioned in the preceding paragraph, including by outright sale, franchising or sub franchising or the licensing of the application or enjoyment of the aforesaid property by third parties, or the refraining or total or partial forbearance in respect of the use or supply of the aforesaid property, and the receipt of royalties or other income or fees there from;
- (vi) To act as a Finance Company to other subsidiary and associated companies in the same group, and for this purpose to borrow, lend and advance moneys and to give and receive credit to and from such companies, only insofar as it shall be necessary and in relation to the Company and on such terms as may be considered expedient, and to borrow, lend and advance moneys and to give and receive credit to and from such person/s as the Board of Directors of the company may, by resolution thereof, consider necessary or appropriate from time to time and on an ad hoc, exceptional basis;
- (vii) To open, manage and close bank accounts in any jurisdiction;
- (viii) To establish anywhere in the world branch offices, regional offices, agencies, and boards, representative offices and to regulate and to discontinue the same;
- (ix) To acquire by any title immovable property required for the above purposes and to dispose of such property by any title;
- (x) To borrow, or raise money, in such manner as the Company shall think fit and in particular by the issue of debentures and to secure the repayment of any money borrowed or raised by hypothecations, charge or pledge upon the whole or any part of the Company's property or assets, whether present or future, and also by a similar hypothecation, charge or pledge to secure and guarantee any debt, liability or obligation of any third party;
- (xi) To amalgamate with or enter into co-partnership or profit-sharing arrangement with, or to co-operate or participate in any way with or assist or subsidise any company or person carrying on or purporting to carry on any business within the objects of the Company or those of companies in the same group;

- (xii) To carry on any other trade or business whatsoever which can be advantageously carried on by the Company in conjunction with or ancillary to any of the other objects of the Company;
- (xiii) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that (except only if and so far as otherwise provided in any paragraph) each paragraph of this clause shall be construed independently of the other paragraphs thereof and accordingly shall in no case be limited by reference to any other paragraph.

Nothing in the foregoing shall be construed as enabling or empowering the Company to carry on any activity, business or service which requires a licence or other authorisation under any law in force in Malta without such a licence or other appropriate authorisation from the relevant competent authority and the provisions of Article 77 (3) of the Companies Act shall apply.

4. PUBLIC COMPANY

The Company is a public limited liability company within the meaning of the Companies Act – Chapter 386 of the Laws of Malta. The liability of the members is limited to the unpaid capital, if any, held by them.

5. CAPITAL

- a. The authorised share capital of the Company is forty-seven thousand, seven hundred and sixty one Euro point six six seven eight cents (Eur47,761.6678) divided into fifty-four million, four hundred and fifty-eight thousand and two hundred and seventy-eight (54,458,278) authorised Class “A” Ordinary Shares having a nominal value of zero point zero zero zero one Euro cent (EUR 0.0001) each and one (1) authorised Class “B” Ordinary Share having a nominal value of forty-two thousand, three hundred and fifteen Euro and eighty-four cents (EUR 42,315.84).
- b. The issued share capital of the company is forty-seven thousand four hundred and forty Euro and fifty five cents (Euro 47,440.55) divided into fifty-one million, two hundred and forty-seven and one hundred (51,247,100) Class “A” Ordinary Shares having a nominal value of zero point zero zero zero one Euro (EUR 0.0001) each, fully paid up and one (1)

Class "B" Ordinary Share having a nominal value of forty-two thousand, three hundred and fifteen Euro and eighty-four cents (EUR 42,315.84), fully paid up, and allotted as follows:

Hit the Post AS	8,636,300 Class A Ordinary Shares
Nybrottveien,	
24,	
Ski 1423	
Norway	
Company Registration No. 998275636	

Jesper Ramskov Jensen	500,000 Class A Ordinary Shares
Unit 3901, Four Seasons,	
Salcedo Village,	
Tordecillas St. Salcedo Village,	
MAK, 1227	
Philippines	
Danish Passport No. 208028610	

Svein Kare Seljeseth	444,500 Class A Ordinary Shares
Smalgangen 7	
0188 Oslo,	
Norway	
Norwegian Passport No. 27660911	

Pimino Ltd.	30,696,400 Class A Ordinary Shares
Piazzetta Business Plaza, Office 12,	
Level 10, Triq Ghar Il-Lembi,	
Sliema SLM 1605	
Malta	
Company Registration No. C 101338	

Jan Ridenfeldt	133,700 Class A Ordinary Shares
Odengatan, 86	
113 22, Stockholm	
Swedish Passport No. 80617227	

Jackpot X Limited 33 Pearse Street, Dublin 2, Republic of Ireland. Company Registration No.: 534273	870,700 Class A Ordinary Shares
Morten Helles Nøjsomhedsvej 5, 4. tv., 2100 København Ø, 2100, Denmark Danish Passport: 206603388	1,844,900 Class A Ordinary Shares
Jesper Thor Rasmussen Frødings Allé 36, 2860 Søborg, Denmark Danish Passport: 208767086	50,000 Class A Ordinary Shares
Premier Trading Limited Regent House, 61, Bisazza Street, Sliema SLM 1640 Malta Company Registration No. C 31364	353,000 Class A Ordinary Shares
EveryMatrix Holding Plc Piazzetta Business Plaza, Office 12, Level 10, Triq Ghar Il-Lembi, Sliema SLM1605, Malta Company Registration No. C 44407	756,040 Class A Ordinary Shares
Mathilde Hollesen Hvidovregade, 31 C, 1TV, Hvidovre 2650 Denmark Danish Passport No. 209064113	4,900 Class A Ordinary Shares

Samoil Marian Dolejan Frunzei Street, Number 50 Galati, Romania Romanian Passport No. 052922358	1,900 Class A Ordinary Shares
Alexandru Alin Bidescu Mun. Bucuresti, Sec. 1, Str. Izbiceni, Nr. 55, Et. 2, Ap. 3, Romania 013251 Romania Romanian ID Card No. 664999	1,700 Class A Ordinary Shares
Bogdan Maxim Str. Lt. Gheroghe Saidac Nr. 5B Bl. 29, sc. A ap.2 Mun. Bucuresti Romania Romanian Passport No. 053567958	3,600 Class A Ordinary Shares
Umar Oluwadolapo Gbajabiamila 100, Ax Minster Road, Flat 2b, London N7 6BS United Kingdom British Passport No. 518291798	2,000 Class A Ordinary Shares
Diana Dalli 21, Luigi Billion Street, Pembroke, Malta Maltese Passport No. 1075214	1,000 Class A Ordinary Shares

Robert Lee Dowling 1,200 Class A Ordinary Shares
8/4, Capua Street, Sliema
SLM 1540, Malta
Maltese Passport No. 1162675

Richardt Funch 19,800 Class A Ordinary Shares
Trelleborggade,
10, 2 Floor,
Nordhavn 2100, Denmark
Danish passport No. 204140512

Stian Enger Pettersen 37,600 Class A Ordinary Shares
Ovreveien 1B,
Langhus 1405
Norway
Norwegian Passport No. 30692334

Claudia Cassar 1,200 Class A Ordinary Shares
55, Fl 2, Triq Bernardette,
San Gwann, Malta
Maltese I.D. Card No. 85585M

Alin Manole 1,000 Class A Ordinary Shares
District 1, Ion Campineanu Street,
No 24, Block 18B3, 4th Floor, Apartment 79,
Bucharest
RomaniaRomanian I.D. Card No. 465833

Aurora Mihai 1,000 Class A Ordinary Shares
District 1, Ion Campineanu Street,
No 24, Block 18B3, 4th Floor, Apartment 79,
Bucharest, Romania
Romanian I.D. Card No. 841737

Timothy Walls Calea Victoriei 83, BL 81, SC A, ET 8, AP 31 Sectorul 1, 010066 Bucuresti British Passport No. 108809229	1,700 Class A Ordinary Shares
Aurel Christian Zaharia Str. Lavitei 44, Sector 2, Bucharest, Romania Romanian I.D. Card No. 776848	1,300 Class A Ordinary Shares
Jia Wang B5-2002, Aux Square, No. 57 Yuelu Avenue, Yuelu Dt, Changsha City, 410013 China China ID No. 430903198303110317	35,200 Class A Ordinary Shares
Dengpan Long Room 1103, Unit 1, Block 4, Beichen Delta E6, Changsha County, Hunan Province 410005 China China ID No. 430603197601163037	2,700 Class A Ordinary Shares
Fangxin Zhou B3-1406, Lantingduhui, No.120 Yinshuang Rd, Yuelu Dt, Changsha City, 410013, Hunan Province, 410013, China China Passport No. G38313744	6,200 Class A Ordinary Shares

Rui Chen 3,200 Class A Ordinary Shares
30-204, Zhuoyue Residential,
660 Hanguang Rd, Yuelu Dt, Changsha City,
Hunan Province 410012
China
China Passport No. G56259771

Jianchau Su 3,200 Class A Ordinary Shares
B6-302, E4, Beichen Delta, No. 1200,
Xiangjiang North Rd, Kaifu Dt, Changsha City,
Hunan Province 410005
China
China ID No. 362301198105090034

Huifeng Yang 200 Class A Ordinary Shares
No.30 Tongzipo Rd,
Yuelu Dt, Changsha City,
, Hunan Province, 410013China
China ID No: 430121197706070721

Zheng Zhou 2,500 Class A Ordinary Shares
B9-503, Jiangxiujiangshan,
No.1 Yujing Rd, Yuelu Dt, Changsha City,
Hunan Province, 410013
China
China ID No. 433022197808290120

Desheng Tan 200 Class A Ordinary Shares
B4-2601, Shanglinzijun,
No.111 Douling Rd,
Kaifu Dt, Changsha City,
Hunan Province, 410003
China
China ID No. 43292219770808001X

Ping Zou 1,000 Class A Ordinary Shares
B3-620, Huize Apartment,
No.98 Hongshan Rd, Kaifu Dt,
Changsha City,
Hunan Province,
410003,
China
China ID No. 430281198510309119

Xiao Zhou 200 Class A Ordinary Shares
B1-201, Unit2, No.2 Zengjiawan,
Yuhua Dt, Changsha City,
Hunan Province, 410007,
ChinaChina ID No. 430104198304094024

Jun Zheng 1,000 Class A Ordinary Shares
B16, Daorenji Group,
Binjiang Village, Daorenji Town,
Yunxi Dt, Yueyang City,
Hunan Province, 414009,
China
China ID No. 430603198806034524

Yu Li 2,200 Class A Ordinary Shares
Room 1610, Building 17, Fenglinmeijing,
Yuelu District,
Changsha City,
Hunan Province
China
China ID No. 430102197508020513

Wei Yu 700 Class A Ordinary Shares
Y2766-401, Jindisanqianfu,
Jinshanjiao St,
Wangcheng Dt, Changsha City,
Hunan Province 410205,
China
China Passport No. G51503598

Nicolae Viorel Mocanu 700 Class A Ordinary Shares
Bd. Iuliu Maniu, Nr. 61,
Bl. 8P, Sc. 2, Et. 2,
Ap. 46, Sector 6,
061083 Bucharest, Romania
Romanian Passport No. 051827899

Norbert Teufelberger 1,869,500 Class A Ordinary Shares
7,
York Buildings,
London WC2N6JN
United Kingdom
Austrian Passport No. P6183723

Anders Böös AB 523,500 Class A Ordinary Shares
Svalnäs vägen 2,
Djursholm, SE-182 63,
Sweden
Company Registration No. 556630-8838

Strawberry Equities AS 1,495,700 Class A Ordinary Shares
Frederik Stangs Gate 22,
P.O. Box 2424 Solli,
Oslo 0264, Norway
Company Registration No. 916711662

Galveston Invest AB Fridhemsgatan, 6, Stockholm 112 40 Sweden Company Registration No. 559100-1929	490,255 Class A Ordinary Shares
Hallgeir Kjosås Lie Zetlitz gate 3A, Oslo 0165, Norway Norwegian Passport No. 26531940	16,800 Class A Ordinary Shares
Mads Bjørnar Søvik Høgholen Kleivveien 63B BEKKESTUA 1356 Sweden Norwegian Passport No. 31005576	41,100 Class A Ordinary Shares
Steel City AS Borgenveien 26 C, NO-0370 Oslo, Norway Company Registration No. 991206876	187,000 Class A Ordinary Shares
Stenshagen Invest AS Flipstad Brygge 1, Oslo 0252, Norway Company Registration No. 995906058	373,900 Class A Ordinary Shares
CSB Trustees & Fiduciaries Limited as trustee of the EveryMatrix Employee Trust Level 3, Tower Business Centre, Tower Street, Swatar, Birkirkara BKR 4013, Company Registration No. C 40390	100,000 Class A Ordinary Shares

Magnus Groes 200 Class A Ordinary Shares

Vibekegade 27 st th, 2100 København Ø, Denmark

Danish Passport No. 206099510

Obo Mr. Anton Groes

Vibekegade 27 st th, 2100 København Ø, Denmark

Optimus Invest Limited 981,000 Class A Ordinary Shares

13, Baysteps Mansions

Triq C Alfred Gauci

St. Julians STJ118 Malta

Company Registration No. C 57452

Daniela-Elena Gheorghe 2,000 Class A Ordinary Shares

Int. Porumbitei, NR. 3, BL. 35I,

SC. A, AP. 11, Ploiesti, Prahova, Romania

Romanian Identity Card No. PH864193

Michelle Susannha Lewis 600 Class A Ordinary Shares

124, Champignon Court,

Flat 4, Triq Il-Hemel,

Swieqi, Malta

Maltese Identity Card No. 0592218L

Kiril Nestorovski 3,000 Class A Ordinary Shares

5, Vella Flats,

Apart. 4, Triq Il-Karmnu,

St. Paul's Bay SPB 3573

Malta

Maltese Identity Card No. 126679A

Catalin Adrian Neatu 1,000 Class A Ordinary Shares

Soseaua Morarilor,

Street No. 4D, Building K2, Floor 6, Apartment 22, Sector 2,

Bucharest, Romania

Passport: OT579914

Serhat Tuzun Mun. BUKURESTI, Sector 3, Str. Petrache Florea, Nr. 32, Ap 5, Bucuresti, Romania Turkish Passport No. U05857796	400 Class A Ordinary Shares
Malte Christian Hegeler Mihai Eminescu, No 163, Ap.501, Sector 2 Bucharest, Romania German Passport No. C4VNX438	700 Class A Ordinary Shares
Mladen Andrasec Zagreb, Aleja Ruza 25A, Croatia Croatian Passport No. 032003250	219,786 Class A Ordinary Shares
Dario Filkovic Gornje Podotocje, Gornje Podotocje 124, Croatia Croatian Passport No. 022430097	219,786 Class A Ordinary Shares
Zeljko Jovicic Zagreb, II. Kanalski put V. odvojak 4, Croatia Croatian Passport No. 062468464	76,447 Class A Ordinary Shares
Bozo Kekez Zapresic, Pere Devcica 51 B, Croatia Croatian Passport No. 312162185	219,786 Class A Ordinary Shares
EveryMatrix Development Limited Piazzetta Business Plaza, Office 12, Level 10, Triq Ghar Il-Lembi, Sliema SLM1605 Malta Company Registration No. C 56332	1 Class B Ordinary Shares

- c. Without prejudice to the provisions of the Act and of the Articles relating to the rights of holders of special classes of shares and to changes or variation thereof, the shares in issue as well as in any increased capital may be divided into several classes as the Company may from time to time determine by extraordinary resolution.
- d. A General Meeting of the Company may authorise by ordinary resolution of the shareholders, or of the several classes of shareholders if there is more than one class of shares whose rights are affected by that resolution or authorisation, the board of directors to issue shares up to the maximum authorised share capital of the Company. Such authorisation shall be for a maximum period of five years, renewable for further periods of five years each.
- e. The Class "B" Ordinary Shares shall continue to be Class "B" Ordinary Shares and shall not have any rights attached thereto until the said Ordinary Shares continue to be owned by the Class "B" Ordinary Shareholder, EveryMatrix Development Limited. Upon any transfer of any of the Class "B" Ordinary shares, such Class "B" Ordinary Shares so transferred shall, upon the effective date of the transfer, immediately cease to be Class "B" Ordinary Shares and shall immediately be converted into Class "A" Ordinary Shares and shall immediately acquire all the rights attached to the Class "A" Ordinary Shares.
- f. The Class "A" Ordinary Shares shall have all voting rights, rights to dividends and rights to assets of the Company in the event of a winding up process. The Class "B" Ordinary Shares shall have no rights.

6. DIRECTORS

The affairs of the company shall be administered and managed by a Board of Directors to be composed of not less than two (2) and not more than six (6) directors. The directors of the company are:

Mr. Stian Hornsletten

Nybrottveien,

24, Ski 1423 Norway

Norwegian Passport No. 32051154

Mr. Ebbe Groes
Sector 5, Mun. Bucuresti,
Val Plevei, Nr. 5-7, Ap. 27
Bucharest, Romania
Danish Passport No. 210217737

Mr. Norbert Teufelberger
7,
York Buildings,
London WC2N6JN
United Kingdom
Austrian Passport No. P 6183723

Mr. Mark Daniel McMillan
473, Paso De Montana St,
Las Vegas
Nevada, 89138-1130
United States
British Passport No. 525650175

7. COMPANY SECRETARY

The company secretary is:

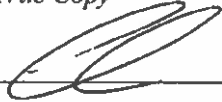
Dr. Claudia Cassar
55, Fl 2, Triq Bernardette,
San Gwann, Malta
Maltese Identity Card No: 85585M

8. REPRESENTATION OF THE COMPANY

- a) Deeds of whatsoever nature engaging the Company and all other documents purporting to bind the Company, including bank documents, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed by any one (1) director or, without prejudice to the power of any one (1) director to represent the company as aforesaid, by any one or more person/s as the Board of Directors may from time to time determine by resolution thereof.
- b) Any Director shall represent the Company in judicial proceedings provided that no

proceedings may be instituted by the Company without the Board's authority.

Certified True Copy

A handwritten signature in black ink, consisting of a large, stylized 'C' followed by a horizontal line and a small flourish.

Dr. Claudia Cassar
Maltese ID Card No. 85585M
Company Secretary