

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Cyprus

This public document

2. has been signed by Georgios Triftarides

3. acting in the capacity for Registrar of Companies

4. bears the seal/stamp of Department of Registrar of Companies and Intellectual Property, Ministry of Energy, Commerce and Industry

Certified

5. at APOSTILLE - MJPO

6. the 04/06/2026

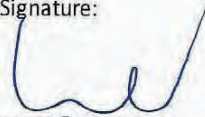
7. by Vasiliki Ioannou

8. No NIC MJPO-NIC 001129611/2026

9. Received €5

10. Seal/stamp:

11. Signature:


For Permanent Secretary
Ministry of Justice and Public Order
62984287

Note: This apostille only certifies the signature, the capacity of the signer and the seal or stamp it bears. It does not certify the content of the document for which it was issued (Article 2 of the Hague Convention 1961).

UNIVERSAL TRANSLATION SERVICES
20801 Biscayne Blvd, Suite 403
Aventura FL 33180
www.universal-translation-services.com
info@universal-translation-services.com
Phone 844-938-7267

AHJ Huisman

THE COMPANIES LAW, CAP. 113

[Seal]

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF THE COMPANY

GASTONE CLUB ONLINE LTD

[Stamp: Registrar of Companies and Official Receiver · Nicosia, Cyprus · Received 12/17/2020]

[Stamp: Registrar of Companies and Official Receiver · Nicosia, Cyprus · Received 12/29/2020]

Incorporated on the day of the month of2020

Certificate of Incorporation No.

*[Stamp: Theodoulos Adamou — Lawyer - Legal Consultant ·
info@adamoulaw.com | www.adamoulaw.com · P.O. Box 59552,
4010 Limassol, Cyprus · Theodoulos Adamou, Attorney-at-Law ·
Petrrou Tsirou 122, 3rd floor, 301 · Limassol, Cyprus ·
www.adamoulaw.com]*

[Barcode: 2872296 - 2 · 1 - 2 – 28070472]



THE COMPANIES LAW, CAP. 113

COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
OF THE COMPANY
GASTONE CLUB ONLINE LTD**

1. The name of the Company (hereinafter referred to as "the Company") is:
GASTONE CLUB ONLINE LTD
2. The registered office of the Company shall be situated in Cyprus.
3. The objects for which the Company is established are:
 - (a) To carry on, in Cyprus and abroad, the business or enterprise of selling, buying, reselling, trading, leasing—whether over the internet, through retail outlets, or otherwise—of goods and devices relating to information, audio and video technology, communications, and electronic games; and to carry on all related, ancillary, complementary, and auxiliary activities in furtherance of the objects of the Company.
 - (b) To carry on any business, trade, or industry, whether or not related to the other objects of the Company, as the Board of Directors may determine and which, in the judgment of the Board of Directors, may be carried on in addition to and/or in conjunction with the other activities of the Company.
 - (c) For the purposes of the Company and the conduct of the principal businesses, enterprises, and activities of the Company set out above:
 - (i) To acquire by purchase, lease, exchange, grant, gift, assignment, possession, license, or otherwise, any land, buildings, rights, privileges, and easements over the property of others, and generally any immovable property of any kind or class or any interest in such property.



- (ii) To hold, erect, construct, build, use, and exploit land, plantations, farms, houses, buildings, installations, factories, or other works upon any land or immovable property of the Company or upon any other land or property; and to demolish, rebuild, extend, alter, and improve existing houses, buildings, installations, factories, or works; and generally to develop, improve, and turn to account the property of the Company.
 - (iii) To sell, lease, mortgage, or otherwise dispose of the land, buildings, installations, and other property of the Company.
 - (iv) To purchase, lease, or otherwise acquire machinery, installations, equipment, tools, vehicles, substances, materials, articles, and things that are necessary or suitable for carrying on any of the businesses or enterprises referred to above, or that are commonly used in carrying on such businesses or enterprises.
- (d) To borrow or raise money and credit facilities in any manner for the promotion of the objects of the Company and the conduct of its business, with or without the mortgage, pledge, or charge of the present or future movable or immovable property of the Company or any part thereof, or of the assets of the Company, or of its uncalled capital or any part thereof; and to issue promissory notes, debentures with or without a floating charge, mortgage bonds, and/or other securities payable to bearer or otherwise, whether perpetual or redeemable.
- (e) To insure any property, item, or interest with any other company, partnership, or person against losses, damages, injuries, risks, and liabilities of every kind.
- (f) To provide guarantees and to execute deeds of indemnity to or in favor of any person, natural or legal, and to secure any sum or any other obligation owed to any third party, whether of the Company or of any other natural or legal person, including the shareholders, directors, and/or subscribers of the Company's articles of association, and in connection with any of their activities, whether or not related to the objects of the Company.
- (g) To acquire by purchase, lease, exchange, grant, gift, assignment, possession, license, or otherwise, any movable property of any kind or class and any interest, share, or right in or in connection with such



property that would be suitable for investment purposes.

- (h) To organize, in Cyprus or abroad, and to carry out, supervise, and generally oversee the affairs, enterprises, business, or transactions of the Company, from Cyprus or from any other country or place.
- (i) To establish, operate, and maintain factories, offices, shops, warehouses, packaging facilities, or other premises, agencies, branches, or sub-branches in any part of Cyprus or abroad, for the import, export, processing, packaging, storage, sale, purchase, trading, repair, and distribution of any goods, articles, or things manufactured or produced by the Company or traded by the Company, and generally for the business of the Company.
- (j) To participate in the management, supervision, or control of the enterprise or business of any company or undertaking, and for that purpose to appoint and remunerate directors, accountants, experts, and other agents.
- (k) To purchase or otherwise acquire and undertake all or part of the business, enterprise, and movable or immovable property, as well as the liabilities, of any natural or legal person, partnership, or company, in Cyprus or elsewhere, that carries on or intends to carry on any business or enterprise which the Company is empowered to carry on, or that may be carried on in conjunction with the businesses or enterprises which the Company is empowered to carry on, or that may be carried on in a manner directly or indirectly beneficial to the Company, or that holds property suitable for the purposes of the Company.
- (l) To amalgamate, enter into partnership, or make arrangements for sharing profits, and to unite or cooperate with any natural or legal person, partnership, or company that carries on or is engaged in, or is interested in carrying on or being engaged in, any enterprise, business, or transaction which the Company is entitled to carry on or be engaged in, or which, in the opinion of the Directors, may be carried on independently of or in conjunction with the business of the Company so as to benefit the Company directly or indirectly.
- (m) To negotiate, conclude, and implement agreements containing arrangements of every kind with any other company, enterprise, organization, authority, person, or persons, relating to the union or promotion of common interests, or to cooperation or full or partial amalgamation.
- (n) To perform any act permitted by the Memorandum of Association, whether by the Company alone or in conjunction with other enterprises, companies, or



persons, whether legal or natural, whether in the capacity of representative, trustee, fiduciary, or agent, or through representatives or agents.

- (o) To enter into agreements or arrangements with any Government or any State, Municipal, Ecclesiastical, or other Authority in Cyprus or elsewhere that may assist in achieving or serving the objects of the Company or any of them, and to obtain from such Governments or Authorities any rights, privileges, concessions, patents, contracts, licenses, or easements that the Company deems expedient to obtain, and to carry out any such agreement or arrangement and to comply with its terms, as well as with the terms of any right, privilege, concession, patent, contract, license, or easement.
- (p) To take the steps necessary for the Company to be registered or recognized in any country, state, or place abroad, or in the British Sovereign Base Areas in Cyprus, and to comply with any terms or regulations deemed necessary for the Company to carry on business in any country, state, or place abroad or in the British Sovereign Base Areas in Cyprus, and to establish branches or sub-branches so as to enable the carrying on of the business which the Company is entitled to conduct.
- (q) To promote or consent to the promotion of any company or companies for the purpose of acquiring all or any of the assets, rights, and liabilities of this Company, or for any other purpose considered likely to benefit, directly or indirectly, this Company and/or its shareholders.
- (r) To sell, dispose of, or transfer the business of the enterprise or of the Company, or any of its interests or any part thereof, for any consideration or price that the Board of Directors may determine.
- (s) To distribute in specie among the members of the Company any property of the Company or the proceeds of the sale or disposal of any property of the Company and any shares, debentures, or securities of other companies belonging to the Company or of which the Company has the power of disposal, but in such a manner that, if such distribution would result in a reduction of the capital of the Company, it shall be effected only in accordance with the provisions of the Law in force at the time of the distribution.
- (t) To grant gratuities, gifts, or other benefits to the Directors, officers, and employees of the Company, as well as to those dependent upon such persons.
- (u) To establish and maintain, or participate in the establishment and maintenance of, any pension fund, provident fund, or other benefit fund, with



or without contributions, for the benefit of any persons who are or were at any time in the service of the Company or of any other company that is a subsidiary of the Company, or affiliated with or otherwise connected to the Company or any subsidiary company, or who were directors or officers of the Company or of any other company referred to above, or of the spouses, widows, families, and dependents of such persons; and to pay to such persons gifts, gratuities, pensions, grants, contributions, or allowances; and also to establish, finance, and contribute to, participate in, or join any institutions, clubs, associations, societies, or funds tending to serve or promote the interests of the Company or of any other company referred to above; and to pay money for the insurance of any of the persons referred to above; and to do all of the foregoing either by the Company alone or in conjunction with any other company referred to above.

- (v) To pay every expense or charge, as well as every cost, incurred in or in connection with the formation of the Company, together with all expenses that the Company deems to be preliminary expenses or fees.
- (w) Any act or measure that may be deemed conducive, contributory, expedient, or useful in achieving the objects of the Company or any of them.

And it is hereby declared that, in this clause, the word "COMPANY," where it does not refer to this Company, shall be deemed to include any partnership or other organization or body of persons, whether with limited liability or not, and whether domiciled in Cyprus or anywhere else, and whether incorporated under the laws of Cyprus or of any other country or state, and whether existing or to be formed.

And it is further declared that, in the construction of this clause, the powers conferred upon the Company by any sub-clause of this clause shall not be limited or affected in any way by any other sub-clause or by the name of the Company; and each sub-clause shall be construed independently, and the objects set out therein shall be independent, as if each and every sub-clause of this clause contained the principal objects of the Company. In case of any doubt, this clause and any of its sub-clauses shall be construed in such a manner as to broaden, and not to restrict, the powers of the Company.

- 4. The liability of the members is limited.



5. The share capital of the Company is Five Thousand Euros (€5,000), divided into 5,000 ordinary shares of One Euro (€1) each, with the right of the Company to increase or reduce this capital.

Subject to and without prejudice to any special rights or privileges of any class of shares forming part of the capital of the Company, the rights attached to any of the issued shares may be varied as provided in the Articles of Association of the Company, as if the capital of the Company were already divided into shares of different classes and as if the variation concerned the rights attached to any class of shares; and any of the unissued shares of the original capital and any new shares created from time to time may be issued with any preferential right as to dividend or repayment of capital, or both, or with any privilege or advantage over any shares previously issued or to be issued at or about the same time, or with limited or deferred rights compared with any other shares previously issued or to be issued at or about the same time, or with any special or restricted rights or without voting rights, and generally upon such terms and such reservations, rights, privileges, or restrictions as may be determined from time to time, subject always to the relevant provisions of the Regulations in force at the time, if any such provisions exist, and to the provisions of the Companies Law in force at the time.

We, whose names and addresses are set out below, wish to form a Company in accordance with this Memorandum of Association, and we agree that each of us shall take the shares in the capital of the Company set opposite our respective names.

Names and Addresses

Number of Shares Taken by Each

Descriptions of the Signatories

CHRISTOS ANDRONIKIDIS

Passport No.: AP4999182

Occupation: Businessman

Street: Matrozou 23, Nikaia

18452, Attica, Greece

Country of Citizenship: Greece

[Signature]

Number of Shares Taken by Each: 1000 — One
Thousand Shares *[handwritten: One Thousand Shares]*

TOTAL

1000 (One Thousand Shares)

On the 15th day of the month of December 2020

Witness to the above signatures: *[Signature]*

Occupation: *[handwritten: Retired]*

I.D. Card No.: *[handwritten: 510593]*

- 7 -

[Stamp]



THE COMPANIES LAW (CAP. 113)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF THE COMPANY

GASTONE CLUB ONLINE LTD

INTERPRETATION

1. In these Articles of Association:

"secretary" means any person appointed to perform the duties of the secretary of the Company and includes an assistant secretary.

"Company" means the company incorporated under the attached Memorandum of Association and bearing the name GASTONE CLUB ONLINE LTD, or any other name that may be adopted by the Company in the future.

"Law" means the Companies Law, Cap. 113, or any law replacing or amending it.

"person" means a natural or legal person.

"seal" means the common seal of the Company.

References to writing shall, unless a contrary intention appears, be construed as including printing, lithography, photography, and other means of representing or reproducing words in visible form.

Except where the context otherwise requires, words or expressions contained in these Articles of Association shall have the same meaning as in the Law, or any amendment thereof, in force at the date these Articles become binding upon the Company.

INTRODUCTORY PROVISIONS

2. The Company is a private company, and accordingly:

- (a) The right to transfer shares is restricted in the manner described below.



- (b) The number of members of the Company (excluding persons who are in the employment of the Company and persons who were formerly in the employment of the Company and who, during and after the termination of such employment, continued to be members of the Company) is limited to fifty. Provided that, where two or more persons hold one or more shares in the Company jointly, they shall, for the purposes of this Regulation, be treated as a single member.
- (c) In the event that the Company has, or at any time in the future has, a single member, that sole member of the Company shall exercise all the powers of the general meeting in accordance with the Law, and the decisions taken by that member in general meeting shall be recorded in minutes or drawn up in writing.

Provided that contracts entered into between the sole member and the Company shall be recorded in minutes or drawn up in writing, unless they relate to the ordinary transactions of the Company carried out under normal conditions.
- (d) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (e) The Company shall not have the power to issue bearer shares or bearer share purchase rights.

SHARE CAPITAL AND VARIATION OF RIGHTS

- 3. Without affecting any special rights previously conferred upon the holders of any existing shares or class of shares, each share of the Company may be issued with such preferential, deferred, or other special rights, or with such restrictions, whether as to dividend, voting, return of capital, or otherwise, as the Company may from time to time determine by ordinary resolution.
- 4. Subject to the provisions of Section 57 of the Law, preference shares may, with the approval of a special resolution, be issued on the condition that they shall be, or at the option of the Company shall be liable to be, redeemed upon such terms and in such manner as the Company, before the issue of such shares, shall have determined by special resolution.
- 5. If at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the written consent of the holders of at least three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class. For every such separate general

