

SHAREHOLDERS RESOLUTIONS OUTSIDE MEETING AND DEED OF SETTLEMENT

The undersigned:

1. **Mr. Ugur Mercan**, an individual, born on July 29, 1979 in Bornova, Turkey, holder of a Turkish nationality with passport number U25436003 residing at Gottlob Muller Strasse 1, 87766, Memmingerberg, Germany (hereinafter referred to as the "**Shareholder**");
2. **Coinbar N.V.**, a limited liability company duly organized under the laws of Curacao, having its registered address at Groot Kwartierweg 10, Livestrong Building, Willemstad, Curacao, registered at the Curacao Chamber of Commerce and Industry with number 148533, hereby duly represented by its Managing Director, eMoore N.V., (hereinafter referred to as the "**Company**"), and
3. **Mr. Sevket Ayaksiz**, born on February 4, 1990, holder of a Grenadian passport with number GA092162 (hereinafter referred to as "**Ayaksiz**"), and
4. **Mr. Mehmet Bereket Gordag**, born on January 1, 1991, holder of Dominica passport with number RA106555 (hereinafter referred to as "**Gordag**")

Whereas:

- A. The Shareholder holds the one issued and outstanding share in the share capital of the Company (the "**Share**").
- B. The Company was incorporated on November 12, 2018, at the request of the Shareholder by International Business Management Company B.V. At incorporation one (1) share with a nominal value of EUR 1 was issued to the incorporator and said share was transferred to the Shareholder on that same day;
- C. Without having informed the Company or its director, the Shareholder acted as nominee shareholder for Ayaksiz. He did so on the basis of a Fiduciary Agreement between the Shareholder and Ayaksiz, dated November 1, 2018. According to Ayaksiz

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and Gordag, the latter held and continues to hold an economic interest in the Company equal to 30% of the shares held by the Shareholder on behalf of Ayaksiz;

- D. Ayaksiz now wishes to relieve the Shareholder of his duties as nominee shareholder and wishes that he and Gordag now become shareholders of the Company through their respective holding companies, and that the shareholding will reflect the actual ultimate beneficial economic interests of the Shareholder, Ayaksiz and Gordag, respectively, in the Company, as further described in this resolution;
- E. The Shareholder, Ayaksiz and Gordag agree and confirm to the Company and its Director that since incorporation and per the date hereof they have held the following economic interest in the Company:
 - I. Ayaksiz: 70%
 - II. Gordag: 25%
 - III. Mercan: 5%
- F. The Shareholder, Ayaksiz and Gordag agree and confirm that they wish to cancel the fiduciary agreement dated 1 November 2018 and have the company issue shares to Ayaksiz and Gordag or their respective designated holding companies One High Line B.V. and Nastya Global B.V.;
- G. The Shareholder, Ayaksiz and Gordag agree and approve that the Shareholder will transfer the Share to his holding company Notech Global B.V. immediately after the issuance of the shares by the Company as described sub F. above;
- H. Pursuant to article 235 of Book 2 Civil Code Curacao and article 24 of the articles of association of the Company as presently in force and effect, resolutions of the general meeting of shareholders of the Company can be adopted outside a meeting, provided that all persons entitled to attend this meeting have been timely informed of the intention to adopt these resolutions in writing and have agreed to this method of adopting resolutions.
- I. Pursuant to article 5 paragraph 1 a of the articles of association of the Company the Shareholder is authorized to resolve that the Company issues new shares and to determine the price and the terms of the issuance.

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- J. The Shareholder wish to resolve the issuance of a total of 19 (in words: nineteen) shares, numbered 2 u/i 20 with a value of EUR 1 each on a fully non-dilutable basis.
- K. The Shareholder represents and warrants that a copy of this shareholder's resolution will be provided to the managing director of the Company (the "**Board**") in order to enable the Board to keep record thereof.
- L. The words in this resolution describe legal concepts that refer to Curaçao legal concepts only and the consequences of the use of these word under any foreign law shall be disregarded.

HEREBY AGREE:

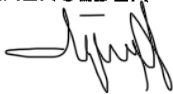
- (i) to terminate the fiduciary agreement dated 1 November 2018 between the Shareholder and Ayaksiz

THE SHAREHOLDER SUBSEQUENT HEREBY RESOLVES (the resolutions adopted below shall hereinafter be referred to as the "**Resolutions**"):

- (ii) to issue the following shares in the share capital of the Company against an issue price of EUR 1 per share:
- a. 14 shares, numbered 2 u/i 15, to High Line B.V.; and
 - b. 5 shares, numbered 16 u/i 20, to Nastya Global B.V.
- (iii) to authorize eMoore N.V. to effectuate the abovementioned resolutions and further perform all acts necessary in connection herewith.

Hereby duly signed as follows:

SHAREHOLDER



By: Mr. Ugur Mercan

Date: June 14, 2024

COMPANY



By: eMoore N.V. – Managing Director

Mr. G.F.J.M. van Zinnicq Bergmann

Date: June 14, 2024

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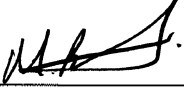
Ayaksiz



By: Mr. Sevkett Ayaksiz

Date: June 14, 2024

Gordag



By: Mr. Mehmet Gordag

Date: June 14, 2024

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