

>Coat of Arms of the Canton of St. Gallen<

CANTON ST. GALLEN

PUBLIC DEED

The following parties mentioned below have appeared today, before the undersigned public notary lawyer Dr. jur. Werner Ritter, in his office in the Forum an der Bahnhofstrasse 24. CH-9443 Widnau SG, for the purposes of the founding of the

SoftQuo Schweiz GmbH

with registered office in Widnau SG (Switzerland)

SOFTQUO HOLDING LTD (Registration No: C39041) of ruby court, apartment 6, andrea debono street, Birguma, Naxxar, Malta, represented by

Martin Wachter. b. 15 May 1975, Austrian citizen, resident in MobΦoy 44. 7550 Kiti, Cyprus, Member of the Directorate with sole signatory authorization, the latter represented by

Edith Schönach. b. 9 May 1963, Austrian citizen, resident in Ländernachstrasse 14, CH-9443 Widnau SG

The latter requested the undersigned public notary for the notarial certification of the following declaration statements and adopted resolutions:

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I. ESTABLISHMENT OF A COMPANY WITH LIMITED LIABILITY

The SOFTQUO HOLDING LTD herewith establishes pursuant to the provisions of the Swiss Code of Obligations [CO] under the Company name

SoftQuo Schweiz GmbH

a Limited Liability Company (GmbH) within the meaning of Art. 772 et seq. of the Swiss Code of Obligations [CO] with registered office in Widnau SG.

II. ADOPTION OF THE ARTICLES OF ASSOCIATION

The representative of the founder declares, to be in the possession of a draft of the Articles of Association of the Company and to have personally purposely read through and taken note of its contents. The representative of the founder waives an article-to-article based consultation on the draft Articles of Association and approves the submitted draft as the definitive Articles of Association of the Company.

The Articles of Association, which have been approved and undersigned by the representative of the founder, constitute an integral part of this public deed.

III. CONFIRMATIONS AND FACTS ASCERTAINED

1. Subscription of the ordinary shares

The equity capital of the Company amounts to CHF 20,000.00 (Swiss francs twenty thousand 0/00) and is apportioned into 20 ordinary shares of CHF 1'000.00 each (Swiss francs one thousand 0/00). The issue amount corresponds to the nominal value of the equity capital and the paid-in capital. The ordinary shares are subscribed as follows by the founder mentioned above:

SOFTQUO HOLDING LTD	20 ordinary shares	CHF	20'000.00
Total		CHF	20'000.00

The Articles of Association do not entail any provisions pursuant to Art. 777a (2) of the Swiss Code of Obligations [CO].

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2. Payment in full

It is herewith ascertained that pursuant to the submitted written confirmation dated 5 March 2019 of the Raiffeisenbank Mittelrheintal, Poststrasse 1, CH-9443 Widnau SG, an amount of CHF 20'000.00 was paid-in, for the purposes of the payment in full of the 20 ordinary shares of CHF 1'000.00 each. The amount paid-in is at the exclusive disposal of the Company. As a result, the initial-contributions corresponding to the issue amount of all ordinary shares, are paid in full.

3. Confirmation

The representative of the founder ascertains and confirms:

- a. that all ordinary shares of the Company have validly been subscribed by the founder:
- b. that the initial-contributions correspond to the total issue amount:
- c. that the statutory and Articles of Association provisions for the performance of the initial-contributions have thus been complied with;
- d. that no Articles of Association subsequent or supplementary obligations exist

IV. APPOINTMENT OF THE ORGANS, ADOPTION OF THE SIGNATORY AUTHORIZATIONS

1. Managing Director

The Managing Director with sole signatory authorization shall be appointed by the representative of the founder and herewith appoints:

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Edith Schönoch. b. 9 May 1963, Austrian citizen, resident in Ländernachstrasse 14,
CH-9443 Widnau SG

Edith Schönoch is present and declares the acceptance of the appointment.

2. Auditors

The representative of the founder ascertains that the prerequisites for a regular audit within the meaning of Art. 727 of the Swiss Code of Obligations [CO] shall not be fulfilled in the case of the newly founded Company and that the Company has no more than 10 full-time posts on average for the year, thus fulfilling the prerequisites for a waiver of a limited audit. The representative of the founder waives an audit and the appointment of an auditor. The waiver also applies to subsequent years, unless a shareholder timely requests the audit (Art. 727a of the Swiss Code of Obligations [CO])

V. DETERMINATION OF THE DOMICILE OF THE COMPANY

The business domicile is located at Bahnhofstrasse 24. CH-9443 Widnau SG (own offices).

VI. POWER OF ATTORNEY

In the event that the Commercial Registry Office of the Canton of St. Gallen rejects this public deed for whatever reason, the representative of the founder grants Dr. Eng. jur. Werner Ritter, lawyer and public notary, Bahnhofstrasse 24, 9443 Widnau SG. the power of attorney to represent her in the case of a possible addendum notarial certification.

VII. FINAL PROVISIONS

1. Supporting documents

The undersigned public notary ascertains that the following supporting documents have been submitted to him and the founder.

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- a. the confirmation dated 6 March 2019 regarding the entry of the SOFTQUO HOLDING LTD in the Commercial Register of Malta;
- b. the confirmation dated 6 March 2019 regarding the participation in the SOFTQUO HOLDING LTD and its organs;
- c. the power of attorney, dated 25 March 2019, issued by Martin Wachter, on behalf of the SOFTQUO HOLDING LTD, to Edith Schönoch:
- d. the Articles of Association as adopted by the founder, dated 18 April 2019, along with certification of conformity:
- e. the confirmation of the Raiffeisenbank Mittelhaut, Poststrasse 1. CH-9443 Widnau SG, dated 5 March 2019 regarding the payment of the equity capital of the Company in the total amount of CHF 20'000.00.

2. Engrossments

An engrossment of this public deed shall be furnished for the Company, for the founder, the Commercial Registry Office of the Canton of St. Gallen, as well as for the public notary, thus as a whole, four-fold.

Widnau, dated 18 April 2019

The founder:

SOFTQUO HOLDING LTD

>Signature<

Edith Schönoch

>Stamp of the public notary, furnished with insignia<

PUBLIC NOTARIZATION

Lawyer Dr. jur. Werner Ritter herewith certifies in his capacity as the public notary that

- he has ascertained the identity and legal capacity of the founder as well as that of the representative of the founder;
- he has instructed the founder on the legal transaction to be notarized within the meaning of Art. 18 (1) of the Introductory Act [EG] to the Swiss Civil Code [ZGB];
- he has compiled the above public deed in accordance with the statutory provisions as well as in accordance with the stated wishes of the founder or the representative of the latter;
- the representative of the founder has personally read through the public deed and then declared,
- the statements and resolutions entailed therein correspond to their will;
- all the documents mentioned individually in the public deed have been made available to public notary and the representative of the founder;
- the representative of the founder has personally signed the public deed in the presence of the public notary;
- the notarization took place without interruption and in the presence of all participants in the office of the public notary in the Forum an der Bahnhofstrasse 24. CH- 9443 Widnau SG.

CH-9443 Widnau, dated 18. April 2019, **08:05 hours**

The public notary:

>Signature<

Dr. jur. Werner Ritter, Lawyer

>Stamp of the public notary, furnished with insignia<

ARTICLES OF ASSOCIATION

of the

SoftQuo Schweiz GmbH

with registered office in Widnau SG (Switzerland)

Article 1 - Name of the Company and registered office

A Limited Liability Company with registered office in Widnau SG is established under the company name SoftQuo Schweiz GmbH.

Article 2 - Purpose

The purpose of the Company is the support and administration of software. It deals with goods of all kinds, in particular with hardware and data carriers.

The Company may acquire, manage and mediate licenses, patents and intangible assets of all kinds.

The Company may establish branches and affiliates both domestically and abroad, and participate in other domestic and foreign companies, as well as any business that are directly or indirectly related to its purpose.

Article 3 - Equity capital

The equity capital of the Company amounts to CHF 20,000.00. It is apportioned into 20 ordinary shares each with a nominal value of CHF 1'000.00.

Article 4 - Assignment of ordinary shares

The assignment of ordinary shares does not require the approval of the shareholders' meeting.

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Article 5 — Company Management and Organization

The Managing Directors are appointed by the shareholders' meeting for a term of one year. Re-appointment is permitted.

Insofar as the Company has several Managing Directors, the shareholders' meeting must preside over the chairmanship. Otherwise, the Managing Directors organize themselves. The chairman has the casting vote, in the case of a tie, in connection with the adoption of a resolution.

Article 6 - Auditors

The shareholders' meeting appoints an auditor.

It may waive the appointment of an auditor, insofar as:

1. the Company is not obliged to conduct a regular audit;
2. all shareholders consent. and
3. the Company does not have more than ten full-time posts on average for the year.

The waiver also applies to the subsequent years. However, each shareholder reserves the right to demand the conduction of a limited audit and the corresponding appointment of an auditor, at least 10 days before the shareholders' meeting. In this case, the shareholders' meeting may only adopt the resolutions in question, when the audit report is available.

Article 7 — Notifications to the shareholders

Notifications to the shareholders are effected by letter, fax or e-mail

Article 8 — Announcements

Announcements of the Company are made by publication in the Swiss Official Gazette of Commerce.

The above Articles of Association were approved in the current version, at the founding meeting of the SoftQuo Schweiz GmbH, in the office of the undersigned public notary in the Forum an der Bahnhofstrasse 24 in CH-9443 Widnau SG, on 18 April 2019.

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CH-9443 Widnau, 18 April 2019

The founder:

The keeper of the minutes

SOFTQUO HOLDING LTD

>Signature<

Edith Schönoch

>Signature<

Dr. jur. Werner Ritter, Lawyer

>Stamp of the public notary, furnished with insignia<

CONFORMITY CERTIFICATION OF THE ARTICLES OF ASSOCIATION

The above Articles of Association of the SoftQuo Schweiz GmbH were adopted by the founder the founding meeting, on 18 April 2019.

The undersigned public notary attorney Dr. jur. Werner Ritter certifies that this 3-page copy (with attestation engrossment 4 pages) corresponds in content to the currently valid Articles of Association of the SoftQuo Schweiz GmbH.

CH-9443 Widnau, 19 April 2019

The public notary:

>Signature<

Dr. jur. Werner Ritter, Lawyer

>Stamp of the public notary, furnished with insignia<

Declaration on the waiver of an audit:

With the consent of all shareholders, a public limited company, limited liability company or cooperative may waive the limited audit, insofar as the company does not have more than 10 full-time posts on annual average. The supreme governing or administrative body may request the shareholders' written consent and set a deadline of at least 20 days to reply, with reference to the fact that the withholding of a reply is deemed to constitute approval. Insofar as the shareholders have waived a limited audit, this waiver is also deemed to apply for the subsequent years. However, each shareholder reserves the right to request a limited audit, 10 days before the general meeting or shareholders' meeting. The general meeting or shareholders' meeting must in this case appoint the auditors. Insofar as necessary, the supreme governing body adapts the Articles of Association and notifies the commercial register of the deletion or registration of the auditors (Articles 727a (2), (3), (4) and (5) of the Swiss Code of Obligations [CO]). Pursuant to Art. 62 (1) or respectively Art. 73 (1) lit. r of the Commercial Register Ordinance [HRegV].

Companies that neither conduct a regular nor a limited audit, must attach to their application to the commercial register, for the registration of the waiver, a declaration stating that:

- the Company does not fulfil the prerequisites for the regular audit;
- the Company does not have more than ten full-time posts on average for the year;
- all shareholders have waived a limited audit.

This declaration must be signed by at least one member of the supreme governing or administrative body. Copies of the relevant current documents such as income statements, balance sheets, annual reports, waivers of shareholders or the minutes of the general meeting or Shareholders' Meeting, must be annexed to the declaration (Article 62 (2) of the Commercial Register Ordinance [HRegV]). These documents are not subject to the public of the commercial register.

In this sense, we herewith declare:

Company and registered office: **SoftQuo Schweiz GmbH with registered office in Widnau SG**

1. the aforementioned Company does not fulfil the prerequisites for the obligation to conduct a regular audit;
2. the Company does not have more than 10 full-time posts on average for the year;
3. all shareholders have waived a limited audit.

4. These declarations are based on (please tick and enclose copies):

- ☐ Income Statement /s
- ☐ Balance sheet /s
- ☐ Annual report /s
- ☒ Waiver declarations of the shareholders
- ☐ Minutes of the general meeting or the Shareholders' Meeting

In the case of the founding usually, no further documents are required to be submitted in the case of a waiver declaration.

Signature (s) of at least one member of the supreme governing or administrative body:

CH-9 43 Widnau, dated 18 April 2019

>Signature<

Edith Schönoch

Stampa Declaration

*On the **Stampa Declaration**, the company notifies that it does not have and does not envisage any particular contribution in kind or benefit for its founders, or any recovery of assets or offsetting of debts other than those already appearing in the company's articles of association or in the documentary evidence submitted to the competent Commercial Registry Office*

The founders or respectively the notifying parties have to declare to the Commercial Registry Office that no other material assets within the meaning of Art. 628 (1) and (2) or 777c (2) or 833 (2) and (833) 3 of the Swiss Code of Obligations [CO] have been taken over or shall be taken over immediately after the formation, the share capital increase or the subsequent payment in full, that no other set-offs exist and that no other special benefits within the meaning of Article 628 (3) of the Swiss Code of Obligations [CO] have been agreed upon, other than those designated in the support documents submitted to the Commercial Registry Office (Art. 43 (1) (h), 46 (2) (g), 50 (1), 54 (1) (f), 57 (1) (b), 66 (1) (g), 71 (1) (b) 1 (i), 74 (2) (f), 79 (1) (b), 84 (1) (g) 101 (2) of the Commercial Register Ordinance [HRegV]).

All entries in the commercial register must be true (Art. 26 Commercial Register Ordinance [HRegV]). Anyone who induces a commercial register authority to make an untruthful entry or conceals a fact subject to registration can be punished (in particular, Art. 153 of the Swiss Penal Code [StGB]).

In the light of these provisions, the undersigned declare with regard to the public limited company, limited liability company, cooperative society, limited partnership or investment Company with fixed capital (SICAF), designated below

Name of the company and registered office

SoftQuo Schweiz GmbH with registered office in Widnau SG

The following in connection with the founding, share capital increase, subsequent payment in full, creation of a cooperative capital by way of cooperative shares (share certificates), increase in the nominal value of share certificates. Increase of the minimum number of cooperative shares to be taken over by the cooperative members:

1. Contributions in kind and acquisitions in kind

The Company has not taken over, nor committed itself to take over any other assets (such as land, movables, securities, patents, receivables, transactions or property with assets and liabilities) from participations or any party affiliated to it, other than those values, other than those specified in the Articles of Association.

2. Intended acquisitions in kind

The Company does not intend to acquire from specific parties or parties closely affiliated to it, specific assets of any significance, other than those specified in the Articles of Incorporation. An intended acquisition takes place when, due to the circumstances, there is a secure or almost certain prospect of achieving the intention.

3. Off-setting

There are no other offsetting items than those which can be clearly discerned from the submitted commercial register documents.

4. Founder Benefits and Special Rights (concerns only public limited companies)

The Company has not granted or guaranteed any special benefits to any participant or other party (e.g. interests in net retained profits or liquidation surplus over and above the shares that the shareholders as such receive, or benefits in respect of business dealings with the Company), which are not specified in the Articles of Association.

Personal signatures of the founders and / or respectively of the parties signing the commercial register registration:

CH-9443 Widnau, dated 18 April 2019

>Signature<

Edith Schönach

Lex Koller-Declaration

Swiss federal law pertaining to the purchase of property by persons resident abroad ("Lex Koller");

Persons abroad require for the acquisition of land property, a license from the competent cantonal authority (Article 2 (1) of the Valuation Act [BewG]). The acquisition of a land property also includes the participation in the founding and - insofar as the acquirer strengthens his/her position - in the capital increase of legal persons, whose actual purpose is the acquisition of land property (Article 4 (1) (e) of the Valuation Act [BewG]), which pursuant to Article 2 (2) (a) of the Valuation Act [BewG] cannot be acquired without participation, together with an asset or business (Art. 69 et seq. of the Merger Act [FusG] or where expedient Art. 181 of the Swiss Code of Obligations [CO]) or by merger (Art. 3 et. seq. of the Merger Act [FusG]), conversion (Art. 53 et seq. divestment of companies (Art. 29 et seq. of the Merger Act [FusG]), insofar as this increases the acquirer's rights to this land property (Art. 1 (1) (a) and (b) of the Ordinance on the Acquisition of Land by Persons Abroad [BewV])

Insofar as the competent clerk at the commercial registry office cannot exclude the obligation to obtain authorization without further ado, the latter suspends the registration procedure and refers the applicant to the granting authority (Article 18 (1) and (2) of the Valuation Act [BewG]).

With regard to the provisions of the Federal Law and the Ordinance on the Acquisition of Property by Persons Abroad [BewV], the undersigned declare with respect to the Company

Company and registered office: **SoftQuo Schweiz GmbH with registered office in Widnau SG**

the following for the registration transaction to be registered (tick as appropriate, strike out what is not applicable after printing out, missing information may result in a referral to the granting authority):

- ☒ Persons abroad or persons acting for the account of persons abroad have a participation in the aforementioned Company.
- ☒ Persons abroad or persons acting for the account of persons abroad acquire in the context of the registered registration transaction, a new participation in the aforementioned Company.

The following questions must only be answered insofar as the factual situation can be deemed as presumed:

- ☐ ~~The above mentioned Company acquires in connection with the registered contribution in kind, acquisition in kind, merger, conversion or divestment land property in Switzerland that does not serve as a permanent establishment.²~~
- ☐ ~~Persons abroad or any person acting for account of persons abroad, have after a capital reduction of the aforementioned Company a dominant position in accordance with Art. 6 of the Valuation Act [BewG]~~

Place

CH-9443 Widnau

Date

18 April 2019

Signature of the founder (Founding) or respectively of the applicant (other registrations):

>Signature<

. Regarded as a person residing abroad according to Art. 5 of the Valuation Act [BewG] are;

- a) Foreigners residing abroad
- b) Foreigners residing in Switzerland who are neither nationals of a member state of the European Community (EC) nor of the European Free Trade Association (EFTA) nor hold a valid permanent residence permit (Foreigners Identify C):
- c) Legal entities and companies capable of owning assets but having no legal personality with registered office abroad;
- d) Legal entities and companies capable of owning assets but having no legal personality with registered office in Switzerland, in which persons abroad, have a dominant position pursuant to Art. 6 of the Valuation Act [BewG];
- e) Natural persons with the right of establishment or legal entities and companies capable of owning assets but having no legal personality with registered office in Switzerland, insofar as they acquire land property for the account of persons abroad.

² Regarded as permanent establishment land property pursuant to Art. 2 (2) (a) and (3) of the Valuation Act [BewG] is: Land property which serves as a permanent establishment of a commercial entity, manufacturing or other commercial business, a handicraft business or a freelance profession (incl. residences prescribed by residential regulations or reserved areas)

The correctness and completeness of the above translation of an original document from the German language is herewith certified.

Mönchengladbach, 6 May 2019

Sorjana Stefanov, translator for the English language authorized by the President of the Higher Regional Court Düsseldorf.

