

COMPANIES ACT, 1995
LIMITED LIABILITY COMPANY

MEMORANDUM OF ASSOCIATION

of

SOFTQUO HOLDING LTD.

1. Name

The name of the company is Softquo Holding Ltd. The company is a private exempt limited liability company in terms of section 211 of the Companies Act (Cap. 386).

2. Nature of the Company

This company is being formed and registered as a private limited liability company.

Furthermore the company is being formed as a private exempt company and consequently:

the number of persons holding debentures of the company is not more than fifty; and

without prejudice to the provisions of s. 211(3), no body corporate is the holder of, or has any interest in, any shares or debentures of the company or is a director of the company, and neither the company nor any of the directors is party to an arrangement whereby the policy of the company is capable of being determined by persons other than directors, members or debenture holders thereof.

3. Registered Office

The registered office of the company will be situated at Ruby Court, Apartment 6, Andrea Debono Street, Birguma, Naxxar, Malta, or such other place as the Board of Directors may from time to time determine.

4. Objects

The objects for which the Company is established, which are limited to activities outside Malta and to such other acts as are necessary for its operations from Malta, are as follows:-

- a) To subscribe for, purchase or otherwise acquire and sell shares in other companies solely and only on behalf of the company, to invest in stocks, debentures and other securities, and to invest or lend monies of the company as the board of directors deems fit.
- b) To provide services to the gaming industry including licensing of software and related activities.
- c) To purchase for investment or resale, and to deal in land and property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold and emphytheutical grants or other titles to property, and to make advances upon the security of land or property, or grant interest therein, and generally to deal in, by way of sale, lease, exchange or otherwise with land and property.
- d) To acquire, participate in and take over the whole or any part of the business of any person, firm or partnership actually carrying on or proposing to carry on any business within the objects of the Company, with all assets and liabilities thereof, and to enter into such agreement with such persons, firms or partnerships as may be necessary or expedients for this purpose;
- e) To amalgamate with any other partnership or enterprise or enter into any agreement with such other partnership or enterprise having objects which are similar, complementary, or identical, to those of the Company;
- f) To purchase or otherwise acquire by whatever title whatsoever all articles, goods, plants, machinery, accessories, equipment, licences, rights, trade marks, patents and other kinds of property, movable or immovable, corporeal or incorporeal, which may be necessary, useful or convenient for the purposes of or in connection with the business of the Company;
- g) To grant and acquire by title of lease, emphyteusis, exchange, sale, or under any other title whatsoever, or grant and acquire rights over any property, movable or immovable, corporeal or incorporeal belonging to the Company or belonging to third parties, but in which the Company may have an interest;
- h) To borrow or raise money in such manner as the Company may deem fit, and in particular, by the issue of debentures, debenture stock, hypothecs or charges, bonds, mortgages or any other securities founded or based upon any of the assets or the property of the Company, including its uncalled capital, or without any such security and upon such terms as the Company shall deem fit, only where necessary and in relation to the business of the company;
- i) To invest and deal with the moneys of the Company not immediately required, in any shares or securities in such manner as may from time to time be determined;
- j) To lend and advance money or give credit to any person or company and to secure, without any limit, any debt or obligation of any third party, including, if deemed appropriate, by granting hypothecary or other forms of security over the company's assets, only where necessary and in relation to the business of the company;

k) To do all such things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in this clause shall not be restrictively construed but the widest interpretation shall be given thereto. None of the above described objects and powers shall be deemed subsidiary or ancillary to any other object or power mentioned therein. The company shall have full power to exercise all or any of the powers and to achieve or endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

5. Capital

The authorised share capital of the company is one thousand two hundred and fifty (1,250) euros divided into one thousand two hundred and fifty (1,250) shares of one (1) euro each.

The issued share capital of the company is one thousand two hundred and fifty (1,250) euros divided into one thousand two hundred and fifty (1,250) shares of one (1) euro each, fully paid up.

6. Directors

The administration of the company shall be vested in a board of directors consisting of not more than five and not less than one director.

The present directors of the company are:

Full Name	Address
Thomas De Bruyne Austrian passport no. U0485995	Me'Aisem First, PO Box 211365 Lakeside C, Apartment 2020 - Dubai United Arab Emirates
Martin Wachter Austrian passport no. U 1280718	Gandadaura 30B 6793 Gaschurn Austria

7. Secretary

The present secretary of the company is:

Full Name	Address
Raymond Alfred Vella (I.D. 16959 (M))	Ruby Court, Apartment 6 Andrea Debono Street Birguma, Naxxar Malta

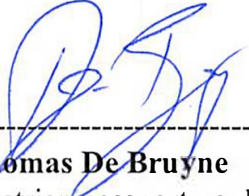
8. Legal and Judicial Representation of the Company

Legal and judicial representation of the company shall be vested in any director, provided that without prejudice to the aforesaid the Board of Directors may from time to time additionally appoint a person or persons to appear for and on behalf of the company in particular transactions or circumstances.

9. Shareholders

Name and Address	N° of Shares
Thomas De Bruyne Austrian passport no. U0485995 Me'Aisem First, PO Box 211365 Lakeside C, Apartment 2020 - Dubai United Arab Emirates	531 shares
Martin Wachter Austrian passport no. U1280718 Gandadaura 30B 6793 Gaschurn Austria	531 shares
Alberto Garcia Baquero Vega Spanish passport no. AAJ661228 San Juan 20 41300 San Jose De La Rinconada Seville Spain	188 shares

Unless otherwise provided in the terms of issue, such shares in the company shall give the right to one vote at the general meetings of the company.



Thomas De Bruyne
Austrian passport no. U0485995

Martin Wachter
Austrian passport no. U1280718

Alberto Garcia Baquero Vega
Spanish passport no. AAJ661228

COMPANIES ACT, 1995
LIMITED LIABILITY COMPANY

ARTICLES OF ASSOCIATION
of
SOFTQUO HOLDING LTD.

Preliminary

1. The regulations contained in Part I and Part II of the First Schedule of The Companies Act (Act XXV) of 1995 (hereinafter referred to as the First Schedule) shall apply to the company save so far as they are excluded or varied hereby.
2. The company is established as a private exempt limited liability company and regulations 2 and 4 (but not regulation 1 and 3) of Part II of the First Schedule shall also apply to the company.

Share Capital and Shares

3. Any issue of shares in the company shall be allotted by an extraordinary resolution passed by the members of the company. The shares being issued shall first be offered to the existing shareholders in proportion to their respective holdings.
4. Nothing shall prevent the company from acquiring its own shares; provided that no shares so acquired by the company shall carry any voting rights.
5. Regulation 1 of Part 1 of the First Schedule shall be read as if the word "extraordinary" were substituted for the word "ordinary".

Transfer and transmission of shares

6. If any member (the "transferring member") wishes to transfer his shares or any of them, he shall inform the directors by a notice in writing ("transfer notice") specifying the number of shares to be transferred, the name of the proposed transferee, if any, and the price requested for each share and any other relevant conditions.
7. The receipt by the directors of a transfer notice shall constitute an authority to them to offer for sale the shares specified therein at the price and the conditions established by the transferring member.

The directors shall cause a written notice to be sent to every other member of the company stating the number of the shares being offered for sale together with the requested price and other conditions, and inviting them to state, in writing within fourteen days, what number of shares, if any, they are willing to purchase at the requested price and conditions.

8. a) On the expiration of the said fourteen days, the board of directors shall allocate the said shares to members willing to purchase. If the requests for shares exceed the number of shares for sale, the directors shall allocate the shares in proportion to the purchasing members' existing shareholdings. The transferring member shall complete and execute the transfers of the said shares in accordance with the allocation by the directors and shall surrender to the company his share certificates.
- b) In the event that the requests for the shares do not total the whole amount of shares being offered for sale, the transferring member may choose either to proceed to sell the amount of shares so requested, or to withdraw the offer completely.

If the board of directors is unable, within one month of receipt of the transfer notice referred to in article 7, to find a purchaser or purchasers for all or any of the shares amongst the existing members of the company, the transferring member may transfer the shares in question to third parties at the price and the conditions set out in the transfer notice.

9. Notwithstanding the above, no restriction on the transfer of shares shall apply:-
 - i. where such transfer takes place whether inter vivos or causa mortis to an ascendant or descendant of a transferring member or to the spouse of a member.
 - ii. where all shareholders unanimously approve, in writing, the proposed transfer.
10. Regulations 13 to 15 and 17 to 21 of Part I of the First Schedule shall not apply to the company.

General Meetings

11. Every registered member and the auditor of the company shall be entitled to receive notice of a General Meeting and to attend at such a meeting of the company.
12. No business shall be transacted at any general meeting of the company unless a quorum is present at the time when the meeting proceeds to business. For all purposes the quorum shall consist of one or more members present in person or by proxy, holding between them in aggregate not less than seventy per cent (70%) of the shares enjoying voting rights. Regulation 36 of Part 1 of the First Schedule shall not apply to the company.

13. Regulation 37 of Part I of the First Schedule shall be read and construed as if the words “meeting shall be dissolved” are substituted for the words “members present shall be a quorum”.
14. Votes at general meetings shall be taken by means of a poll on the basis of one vote for every share held. Regulation 41 of Part I of the First Schedule shall not apply. Votes may be given either personally or by proxy.
15. Whosoever enjoys the usufruct of any share shall be entitled to receive notice of any shareholders' meetings, to attend and vote at such meetings and to be otherwise considered as being the registered member in respect of any such share or shares.
16. Subject to any rights or restrictions for the time being attached to any class or classes of shares, whether on a show of hands or on a poll, votes may be given either personally or by proxy and every member shall have one vote for each share of which he is the holder. Regulation 45 of the First Schedule shall not apply to the company.
17. Regulation 48 of Part I of the First Schedule shall be read and construed as if the words “not less than twenty-four hours”, wherever they occur, were omitted.
18. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or incapacity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given provided that no intimation in writing of such death, incapacity, revocation or transfer shall have been received by the company at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
19. An ordinary resolution of the company in general meeting shall be deemed to have been validly and effectively adopted if consented to by a member or members holding in the aggregate not less than fifty-one per cent (51%) of the shares enjoying voting rights.
20. An extraordinary resolution of the company in general meeting shall be deemed to have been validly and effectively adopted if consented to by a member or members holding in the aggregate not less than seventy per cent (70%) of the shares enjoying voting rights.
21. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or by their duly appointed proxies) shall be valid and effective for all purposes as if the same had been passed at a General Meeting duly convened and held.

Directors

22. A director shall hold office until such time as he dies or resigns.
23. Notwithstanding anything contained in Article 23 hereof, a director may be removed by the company in general meeting in accordance with the provisions of section 140 of The Companies Act 1995.

24. The directors shall have the power to transact all business of whatever nature not expressly reserved by the Memorandum and Articles of Association of the company or by any provisions in any law for the time being in force to be exercised by the company in General Meeting.
25. A resolution in writing signed by all the directors of the company shall be valid and effective for all purposes as if it had been passed at a board meeting duly convened and held.
26. A director shall not be disqualified by his position as director from entering into any contract or arrangement with the company. A director may hold any other places of profit under the company.
27. Every director, managing director, agent, auditor, secretary and other officer of the company shall be entitled to be indemnified out of the assets of the company against all losses, to the extent allowed by section 148 of the Companies Act, which he may incur in the execution of his duties of office or otherwise in relation thereto.
28. Regulations 50, 51, 54 and 57 to 63 (both inclusive) of Part I of the First Schedule shall not apply and any reference to retirement by rotation shall be disregarded.

Company Secretary

29. The company secretary shall hold office until such time as he resigns or is removed from office by the directors.

Borrowing Powers

30. The borrowing powers of the company shall be unlimited.

Notice

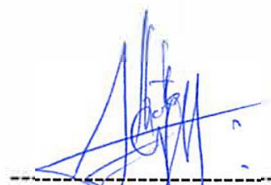
31. i. Any notice shall be served by ordinary post and shall be deemed to have been served seven days immediately following that on which it was posted. Regulations 81 and 82 of Part I of the first Schedule shall not apply to the company.
- ii. a) Fourteen (14) days notice shall be given to the shareholders in respect of every shareholders' general meeting.
- b) Seven (7) days notice shall be given to directors in respect of any board meeting.
- c) The above notice period may be waived or reduced by the unanimous consent of the members.



Thomas De Bruyne
Austrian passport no. U0485995



Martin Wachter
Austrian passport no. U 1280718



Alberto García Baquero Vega
Spanish passport no. AAJ661228

No. of Company: C 39041

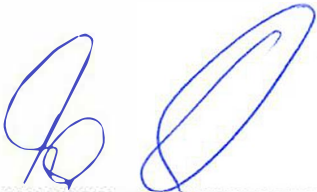
GOLDEN RACE GROUP LIMITED

A resolution drawn up in writing and signed
by the shareholders of the company
on 21 June 2017

It is Resolved that:

- a) the company's name be changed from Golden Race Group Limited to Softquo Holding Ltd with effect from 22 June 2017.
- b) the Memorandum and Articles of Association of the company be replaced *in toto* by the attached Memorandum and Articles of Association with effect from 22 June 2017.



Thomas De Bruyne
Austrian passport no. U0485995

Martin Wachter
Austrian passport no. U 1280718

Alberto García Baquero Vega
Spanish passport no. AAJ661228

Certified True Copy of the Original as Seen and Verified:

By: Daniel Ivanov Danov, Position: Lawyer/Attorney-at-law, Member of the Sofia Bar Association, UIN: 1400820710,
Bulgarian Bar Registers: <https://barregister.bg/attorney/1400820710>,
Tel: +359889902577, email: daniel@danov.law, Website: www.danov.law

Date of certification: 23rd October 2025

I confirm, that I have personally seen and verified all pages in this document, comprising a total of ten (10) pages. Each page bears my initials.

Certifier's signature: