

MALTA BUSINESS REGISTRY

REGISTRY OF COMPANIES

MALTA

Limited Liability Company

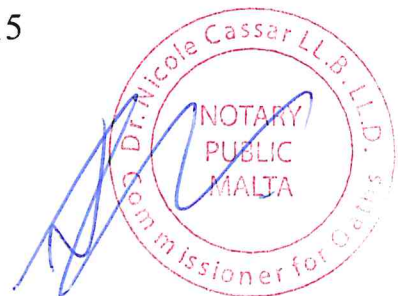
Extract from the Registered Documents

of

FORTUITY HOLDINGS LTD

Registration No. C 73135

Registered on the 18th day of NOVEMBER 2015



Company No.C 73135.....

MALTA BUSINESS REGISTRY

REGISTRY OF COMPANIES

MALTA

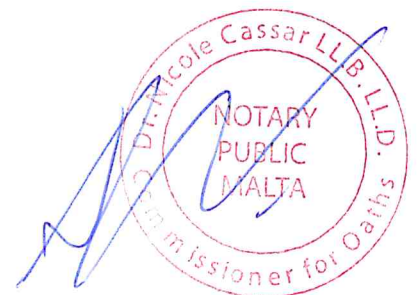
I certify that the following and attached is a true copy of a document/s filed and registered in terms of the provisions of the Companies Act, 1995.



SARA SALIBA

.....
f/Registrar

This12th..... day ofDecember..... 2023...



Apostille Certificate
Convention de La Haye du 5 octobre 1961

1. Country: **Malta**

This public document

2. has been signed by: **Sara Saliba**

3. acting in the capacity of: **Desk Officer**

4. bears the seal / stamp of: **Malta Business Registry**

Certified

5. at **Ministry for Foreign and European Affairs and Trade,
Valletta**

6. the **19 DEC 2023**

7. by **Kenneth Burnell - Legalisation Officer**

8. No: **534855**

9. Seal / Stamp

10. Signature



According to the rules enshrined in The Hague Convention, the Apostille / Legalisation only certifies the authenticity of the signature and the capacity of the person who has signed the public document and where appropriate, the authenticity of the seal or stamp it bears and not the content of the document.



C73135/28

Form H

AS

24 DEC 2021

No. of Company: C 73135



COMPANIES ACT, 1995

Return of allotments of shares ^(a)

Pursuant to Section 103 (1) (a) (b)

RE-SUBMITTED

23 DEC 2021

REGISTRY

Name of Company **FORTUITY HOLDINGS LTD**
 Delivered by **RSM MALTA**

To the *Registrar of Companies*:

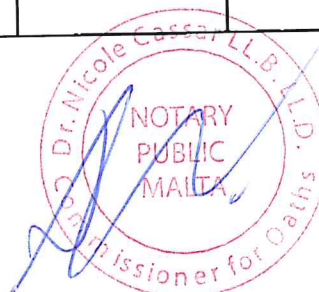
Date/s on which the shares were allotted (complete (a) or (b) as applicable)	
a) on 22 nd November 2021 or	
b) from	to
.....	

A. This section must be completed for allotments made for cash

Description of shares (ordinary/preference/others)	Ordinary	Preference	Others
Number of shares allotted	N/A	N/A	N/A
Nominal value of each share and Premium (if any) on each share	N/A	N/A	N/A
Total amount paid on each share on account of nominal value/premium	N/A	N/A	N/A
Amount due and payable (if any) on account of nominal value/premium	N/A	N/A	N/A

B. This section must be completed for allotments made other than for cash

Description of shares (ordinary/preference/others)	Ordinary	Preference	Others
Number of shares allotted	49,406	N/A	N/A



Endorsed by the ICTU

Nominal value of each share and Premium (if any) on each share	€0.10 €14.068200	N/A	N/A
Extent to which each share is to be treated as paid up on account of nominal value/premium	100%	N/A	N/A
Consideration for which the shares have been allotted	Capitalisatio n of capital contribution	[insert amount due or N/A]	N/A

C. This section must be completed in all cases

Names and Addresses of the allottees	Number of share allotted		
	Ordinary	Preference	Others
SPELTIBUS GmbH Registration No: FN 287847 f KARNTNER RING 5-7, VIENNA A-1010 AUSTRIA	28,579	NA	NA
KLAUS GUNNAR BERNER Finnish Passport: FP2669666 BOMANSONINTIE 11, HELSINKI 0570 FINLAND	8633	NA	NA
ROBERT OLIVER BERNER Finnish Passport: FP3500070 BOMANSONINTIE 11, HELSINKI 0570 FINLAND	8633	NA	NA
ERKKI JUHANI NIKUNEN Finnish Passport: FP3976441 TALONTIE 6 A 4, HELSINKI 0320 FINLAND	3561	NA	NA
TOTAL	49,406		

Endorsed by the ICTU

Signature

MARTIN PRANTNER

Passport: U2975640

Director

Dated this 22nd day of November of the year 2021.

This form must be completed in typed form.

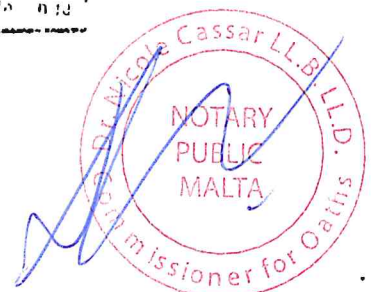
(a) To be delivered within one month.

* Delete as necessary.

RECEIVED

25 NOV 2021

International & Corporate Tax Unit
Office of the Commissioner for Patents



AS
24 DEC 2021

C73135/27

REGISTRY
RECEIVED
28 NOV 2021
OF COMPANIES

FORTUITY HOLDINGS LTD

(the "Company")
No 2,
Geraldu Farrugia Street,
Zebbug ZBG 4351
Malta
C 73135

RE-SUBMITTED
23 DEC 2021
REGISTRY

	Resolution in writing signed by the sole director of the Company entitled to receive notice of directors' meetings, pursuant to Regulation 66 of Part I of the First Schedule to the Companies Act, 1995.																
Increase in Issued Share Capital	Whereas at an EGM of the Company held on the 29 th April 2021, the members of the Company had unanimously approved that the amount of seven hundred thousand Euro (€700,000) standing to the credit of certain members of the Company would be capitalized through the issuance of forty-nine thousand four hundred and six (49,406) ordinary shares having a nominal value of ten Euro cent (€0.10) each to the shareholders that had advanced a capital contribution to the Company																
Authorisation to directors	Whereas at an EGM of the Company held on the 26 th of October 2021, the members of the Company resolved that in accordance with Article 11(a) of the Company's Articles of Association, the director of the Company be authorized to issue shares up to the maximum amount of the Company's authorized share capital over a period of five (5) years from the date of such general meeting for the purposes of giving effect to the aforementioned Capitalization																
Allotment of Shares	It is therefore hereby being resolved that the issued share capital of the Company shall be increased from two thousand, one hundred seventeen Euro and forty cents (€2,117.40) divided into twenty-one thousand, one hundred seventy-four (21,174) ordinary shares of zero point ten Euro (€0.10) each, to seven thousand and fifty eight Euro (€7,058) divided into seventy thousand five hundred and eighty Ordinary shares of zero point ten Euro (€0.10) each by the issuance of forty nine thousand four hundred and six (49,406) Ordinary shares of €0.10 each. Each share shall be issued at a premium of fourteen point zero six eight two zero zero Euro (€14.068200) per share The new shares being issued shall be allotted as follows <table><tr><td>SPELTIBUS GmbH</td><td>28,579</td></tr><tr><td>Registration No FN 287847 f KARNTNER RING 5-7, VIENNA A-1010 AUSTRIA</td><td></td></tr><tr><td>KLAUS GUNNAR BERNER</td><td>8633</td></tr><tr><td>Finnish Passport FP2669666 BOMANSONINTIE 11, HELSINKI 0570 FINLAND</td><td></td></tr><tr><td>ROBERT OLIVER BERNER</td><td>8633</td></tr><tr><td>Finnish Passport FP3500070 BOMANSONINTIE 11, HELSINKI 0570 FINLAND</td><td></td></tr><tr><td>ERKKI JUHANI NIKUNEN</td><td>3561</td></tr><tr><td>Finnish Passport FP3976441 TALONTIE 6 A 4, HELSINKI 0320 FINLAND</td><td></td></tr></table>	SPELTIBUS GmbH	28,579	Registration No FN 287847 f KARNTNER RING 5-7, VIENNA A-1010 AUSTRIA		KLAUS GUNNAR BERNER	8633	Finnish Passport FP2669666 BOMANSONINTIE 11, HELSINKI 0570 FINLAND		ROBERT OLIVER BERNER	8633	Finnish Passport FP3500070 BOMANSONINTIE 11, HELSINKI 0570 FINLAND		ERKKI JUHANI NIKUNEN	3561	Finnish Passport FP3976441 TALONTIE 6 A 4, HELSINKI 0320 FINLAND	
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Dr. Nicole Cassar LL.B.
NOTARY
PUBLIC
MALTA
Commissioner for Oaths

Whereas the amounts being capitalised represent amounts provided to the Company by way of a capital contribution and therefore stand to the credit of a reserve account, the capitalization shall be deemed to be a consideration for cash as per article 73 (7) of the Companies Act.

Signed by:


MARTIN PRANTNER
Austrian Passport: U2975640
Director

Date: 22/10/2021

C #3135/25.

REGISTRY

FORTUITY HOLDINGS LTD

C 73135

(The "Company")

No 2,

Geraldu Farrugia Street,

Zebbug ZBG 4351

Malta

AS

23 NOV 2021

RECEIVED
- 4 NOV 2021
OF COMPANIES
E175R196890

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18 NOV 2021
REGISTRY

Extract of the minutes of the Extraordinary General Meeting of the Company held on the 26th of October 2021 at 10:00 hrs at Soho The Strand, Fawwara Building, Tnq L-Imsida, Gzira GZR 1401, Malta

Omissis...

Increase in
Authorised
Share Capital

The members present at the general meeting resolved that the authorised share capital of the Company be increased from two thousand one hundred and seventeen Euro and forty cent (€2,117.40) divided into twenty-one thousand one hundred and seventy-four (21,174) Ordinary shares of ten Euro cent (€0.10) each to nine thousand and fifty Euro (€9,050) divided into ninety thousand five hundred (90,500) Ordinary shares of ten Euro cent (€0.10) each

Updating of
Memorandum
& Articles of
Association

The members resolved that the Company's Memorandum and Articles of Association be deleted in their entirety and replaced with the Memorandum and Articles of Association of the Company that were circulated to the members as part of the documents for the general meeting for the purposes of reflecting the change in the Company's authorized share capital in accordance with agenda item (2) of the general meeting

The members noted that Martin Prantner shall sign and file with the Malta Business Registry an extract of the minutes relating to the increase in the Company's authorized share capital and the change in the Company's Memorandum and Articles of Association, and a certified copy of the revised Memorandum and Articles of Association

.. omissis



Martin Prantner

Austrian Passport U2975640

Company Secretary

Date 28th October 2021





**Memorandum of Association
of
Fortuity Holdings Ltd**

1. **Name**

OF COMPANIES

The name of the Company is **Fortuity Holdings Ltd.**

2. **Office**

The registered office of the Company shall be at **No. 2, Geraldus Farrugia Street, Zebbug, ZBG4351, Malta** or any other address in Malta as the Board of Directors of the Company may from time to time determine.

3 **Object and Powers**

The objects for which the company is established and the powers of the company are as follows -

- a To subscribe for, purchase or otherwise acquire, take, hold, dispose of or otherwise deal in all kinds of securities including shares, stocks, debentures, debenture stock, bonds, notes, options, and interests in all kinds of companies, corporations, entities, partnerships or other body of persons as the Board of Directors may determine, and to manage and administer any of the afore-mentioned property or any other property permitted by law;
- b To receive from the assets mentioned in paragraph (a) above 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;
- c To acquire and dispose of, by any title valid at law, movable or immovable property, whether for commercial or other purposes and to hold the property so acquired, and the consideration for any acquisition or disposal can be by credit or in cash or in kind, including the allotment of shares or debentures of the company, credited as paid up in full or in part as need be;
- d To invest, lease, hire, grant by way of emphyteutical concession or in any other manner employ, improve, manage or develop any of its assets as may from time to time be determined;
- e To give loans, advances and credit facilities to third parties and to invest or lend any of the monies of the Company in relation to its business in such a manner as the Board of Directors may determine,
- f To enter into any agreement or make any arrangement in connection with the Company's business, with any government department or other authority, corporation, company or person which is in the interest of the Company;

- g To borrow and raise money in such manner as the Company shall think fit, for the purpose of, or in connection with, the Company's business and to secure the repayment of the money borrowed by hypothecation or other charge upon the whole or part of the movable and immovable assets or property of the Company present and future and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments,
- h. To guarantee the payment of monies or the performance of any contract or obligation in which the Company may be interested even by the hypothecation of the Company's property, present or future,
- i. To act as surety for and to guarantee the payment of monies or the performance of any contract or obligation of any third party even by the hypothecation of the Company's property, present or future,
- j To receive and grant royalty, rental rights, license or similar property of any kind and to enter into arrangements for this purpose;
- k To promote any other Company or Companies for the purpose of its or their acquiring all or any property and rights and undertaking any business of this Company and to pay all the expenses of and incidental to such promotion;
- l To sell, lease, charge, hypothecate or otherwise dispose, of the whole or any part of the property, assets or undertakings of the Company;
- m. To carry on any other business or businesses whatever, within the objects of the company and which may be conveniently carried on or which may be calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property rights or to utilise skills and knowledge available to the Company;
- n To do all such other things which are incidental or conducive to the attainment of any of the company's objects.

It is hereby declared that the objects of the company shall not be restrictively construed but the widest interpretation shall be given thereto. The Company shall have full authority to exercise all or any of the powers and to achieve or to endeavor to achieve all or any of the company's objects.

Nothing in the foregoing shall be construed as empowering or enabling the company to carry out any activity 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 Status of Company

The Company is a private exempt limited liability Company and accordingly:

- a the right to transfer shares is restricted in manner herein prescribed;
- b the number of 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 purpose of this Article be treated as a single member;

- c. any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

Furthermore due to the exempt status of the Company

- i. the number of persons holding debentures of the company is not more than fifty; and;
- ii no body corporate 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 the directors, members or debenture holders thereof,

and this without prejudice to the provisions contained in Section 211 of the Companies Act, 1995.

5. Capital

a. Authorised

The authorised share capital of the Company is nine thousand and fifty Euro (€9,050) divided into ninety thousand five hundred (90,500) Ordinary Shares of ten Euro cents (€0 10) each

b. Issued

The issued share capital of the Company is two thousand one hundred and seventeen Euro forty cents (€2,117.40) divided into twenty-one thousand, one hundred and seventy-four (21,174) Ordinary Shares of ten Euro cents (€0 10) each, which have all been subscribed by, allotted and taken up fully paid up, as follows:

Speltibus GmbH

Company No.. FN 287847F
Kärtner Ring 5-7, A-1010
Vienna, Austria

twelve thousand (12,000) Ordinary Shares of ten Euro cents (€0.10) each.

Klaus Gunnar Berner

✓ Finnish Passport No : FP2669666
Bomansonintie 11,
0570 Helsinki,
Finland

two thousand, eight hundred and forty-six (2,846) Ordinary Shares of ten Euro cents (€0 10) each

Robert Oliver Berner

Finnish Passport No.: FP3500070
Tehtaankatu 4A 9b,
00140 Helsinki,
Finland

two thousand, eight hundred and forty-six (2,846) Ordinary Shares of ten Euro cents (€0 10) each

Erkki Juhani Nikunen
Finnish Passport No. FP3976441
Kanneltie 20 C, 00420
Helsinki,
Finland

one thousand eight hundred and seventy-two (1,872) Ordinary Shares of ten Euro cents (€0 10) each

Mikko Heikko Alstela
Finish Passport No. FP3346826
Metro Harbour View,
8 Fuk Lee Street,
Tai Kok Tsui, KLN,
Hong Kong

One thousand six hundred and ten (1,610) Ordinary Shares of ten Euro cents (€0 10) each.

The Company is authorised to issue preference shares, with whatever denomination used and any redemption of such shares shall take place at par in accordance with the provisions of the Companies Act, 1995 and subject to any specific conditions which may be included in any extraordinary resolution approving such redemption of shares. The said preference shares shall carry no voting rights

6 Liability of Members

The liability of the members is limited in the case of each member to the amount, if any, unpaid on the shares which such member holds in the Company.

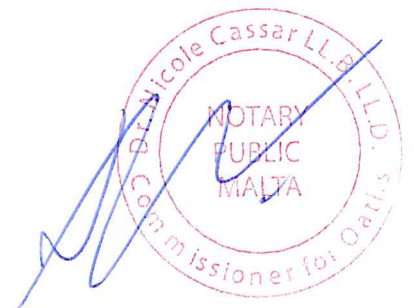
7. Management and Administration

The business and affairs of the Company shall be managed and administered by a Board of Directors consisting of not less than one (1) and not more than three (3) directors.

The director of the Company is:

Martin Prantner
Austrian Passport No. U2975640
Schellinggasse 1/6
A-1010 Vienna,
Austria

Legal and Judicial representation of the company shall be vested in any one director acting alone or in addition and without prejudice to the aforesaid, in any person or persons authorised by the Board from time to time, for this purpose.

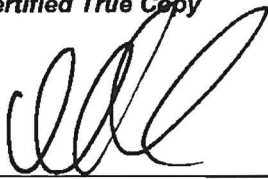


8 **Company Secretary**

The secretary of the Company is

Martin Prantner
Austrian Passport No . U2975640
Schellinggasse 1/6
A-1010 Vienna,
Austria

Certified True Copy

A handwritten signature in black ink, appearing to be 'M. Prantner', written over a horizontal line.

Martin Prantner
Austrian passport no U2975640
Company Secretary

**Articles of Association
of
Fortuity Holdings Ltd**

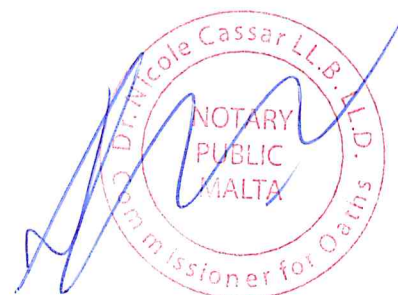
The Regulations contained in Parts I and II of the First Schedule (hereinafter referred to as "the Schedule") of the Companies Act 1995 (hereinafter called "the Act"), shall apply to the Company save as in so far as they are excluded or varied hereby Regulations 14, 36, 38, 40, 41, 45, 48, 51, 57-63, (inclusive), 81 and 82 of Part I of the Schedule and Regulations 1 and 3 of Part II of the Schedule shall not apply to the Company.

Interpretation

In these regulations the word "person" is deemed to include any corporate body, firm, partnership, or other body of persons, whether corporate or unincorporate unless the context otherwise requires or unless such interpretation is contrary to law. Words importing the singular number shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine gender

Share Capital and Shares

1. Unless otherwise provided for in terms of issue each Ordinary Share in the Company shall give the right to one vote at any General Meeting of the Company PROVIDED that no member shall be entitled to vote unless all calls payable by him or due from him in respect of his shares in the Company have been paid
2. Any shares (whether part of the original capital or any increase in capital) before they are issued are to be offered to the existing holders of Ordinary Shares in the Company in proportion as nearly as may be to the number of Ordinary Shares held by each such holder of Ordinary Shares
3. The shares are issued in the holders' names and numbered consecutively In respect of a share held jointly by several persons, the name of only one (1) of such persons shall be entered into the register of members, such person shall be nominated by the joint holders and shall for all intents and purposes be deemed to be the holder of the shares so held and shall be responsible for any calls made thereon
4. The Company is authorised to issue preference shares, with whatever denomination used and any redemption of such shares shall take place at par in accordance with the provisions of the Companies Act, 1995 and subject to any specific conditions which may be included in any extraordinary resolution approving such redemption of shares The said preference shares shall carry no voting rights
5. Members may pledge their shares in the company in favour of any person for any obligation



Transfer and Transmission of Shares

- 6.
- a Any holder of Ordinary Shares wishing to transfer his shares must first offer them to any member of the Company holding fifty one per cent (51%) or more of the total issued share capital of the Company, hereinafter referred to as the **"Majority Shareholder"** Should the Majority Shareholder decline to purchase the total or partial Ordinary Shares on offer, such shares shall then be offered to the remaining members in proportion as nearly as may be to the number of Ordinary shares held by each. The sale shall take place at the "fair value" of the shares
 - b Such offer is to be made through the Board of Directors of the Company, which within thirty (30) days of receipt of such offer is to transmit it by registered mail to the Majority Shareholder , together with the Auditor's report establishing the "fair value" of such shares, allowing the Majority Shareholder thirty (30) days to indicate the number, if any, of shares he is willing to purchase If the Majority Shareholder does not use this right of redemption, upon expiration of the thirty (30) days, the Board of Directors shall transmit such offer by registered mail to the remaining members together with the Auditor's report establishing the "fair value" of such shares The remaining members shall have thirty (30) days within which to use such right of redemption

Any holder of Ordinary Shares not replying to the offer by registered mail within the specified period will be considered to have declined the said offer.
 - c In the event of the whole of the said offer not being taken up by the abovementioned holders of Ordinary Shares of the Company under the preceding sub-article of this article the proposing transferor may at any time within three (3) months after the expiration of the specified periods above, sell the Ordinary shares not taken up to any person, at a price not lower than the "fair value"
 - d Transmission "causa mortis" shall be allowed to the spouse or children of the deceased member and no right of pre-emption shall exist in such an event
 - e Notwithstanding what has been said in paragraph (a) of this article, shares are freely transferable between a shareholder and his/her spouse and children
 - f "Fair value" in this article shall mean the value of the shares given by the Auditors of the Company on the basis of the last audited accounts

Drag-Along

- 7 In the case of an offer made by a bona fide third party to acquire Ordinary Shares in the Company for a cash consideration or otherwise, whereby such offer is accepted by the members holding in total fifty per cent (50%) or more of the Ordinary Shares of the Company, yet the said offer to transfer the proportional is refused by any of the remaining holders (hereinafter referred as the 'Refusing Shareholders'), the Refusing Shareholders shall be obliged, upon the request of the other members who approved the offer (hereinafter referred to as 'Selling Shareholders'), to purchase the shares to be sold by the Selling Shareholder in accordance with the terms agreed with the third part the third party wishing to purchase the shares. If the said obligation is not fulfilled by the Refusing Shareholder with fourteen (14) days of the receipt of the notice by the Selling

Shareholders, he shall be deemed to have accepted the third party's offer to purchase the shares of the Company and deemed to have automatically and irrevocably appointed the Selling Shareholders, or any one of the Selling Shareholders, to execute his proportion of the sale and transfer of shares on his behalf. The proceeds in proportion to the number of shares sold by the Refusing Shareholder shall be delivered to him with immediate effect.

Tag Along

8. If the Majority Shareholder wishes to transfer.
- (i) the total shareholding held in the Company;
 - (ii) a part thereof constituting of 10% of the total shareholding in the Company,

to any other member or third party (hereinafter referred to as the 'Acquiring Party'), the Majority Shareholder shall have a right to sell or otherwise transfer its shares or a part thereof to the Acquiring Party, provided that the this transfer shall be conditional upon the proportional part of the remaining members' shares also being acquired by the Acquiring Party, if such remaining members wish to transfer to their shares.

- 9 The Selling Shareholder shall ensure that the Acquiring Party shall purchase the shares of the remaining members at a price which corresponds with that of the Selling Shareholder. The Selling Shareholder shall notify the remaining shareholders in writing of all terms of the share transfer and the remaining members shall notify the Selling Shareholder in writing within fourteen (14) days of the receipt of the Selling Shareholder's notice, whether they wish to transfer the proportional part of their Ordinary Shares under the terms and conditions set forth in the Selling Shareholders' written notice. In the event the other Shareholders will not transfer their proportional shares or less, the Selling Shareholder shall be entitled to transfer the number of Shares mentioned in his written notice to the other Shareholders in accordance with the terms and conditions mentioned in his notice within ninety (90) days from the end of the fourteen (14) days period

Acquisition of Own Shares

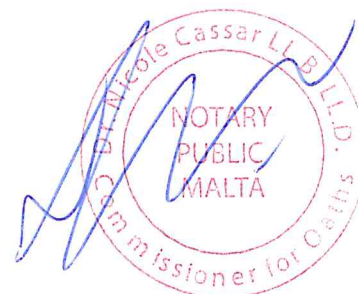
- 10 Subject to the provisions of the Act, the Company is authorised to purchase its own shares

Issue of Fresh Shares

- 11 a The company in general meeting may by means of an ordinary resolution authorise the Board of Directors to issue shares up to a maximum amount of the company's authorised share capital over a period of five (5) years.
- b. The Company may, at a general meeting, renew such authorisation for further five (5) year periods

General Meetings

- 12 Subject to the provisions of the Act, the Company shall in each year hold an annual general meeting at such time and place as the directors shall appoint



- a. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened by the directors on the requisition of any member
- b. The requisition must state the objects of the meeting and must be signed by the requisitionist and be deposited at the registered office of the Company
- c. If the directors fail, for any reason, to convene the meeting within twenty-one (21) days from the date of the deposit of the requisition, the requisitionist may himself convene the meeting in the same manner, as nearly as possible, as that in which meetings are to be convened by the directors

Notice of General Meetings

- 12. A general meeting of the Company shall be called by fourteen (14) days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it be given, and shall specify the place, the day and the hour of the meeting, and in case of special business, the general nature of that business, and shall be given in the manner hereinafter mentioned, to such persons as are, under the regulations of the Company and under the Act, entitled to receive such notice from the Company

Provided that a meeting of the Company shall, notwithstanding that it has not been convened as aforesaid, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote thereat
- 13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting
- 14. A notice may be given by the Company to any member either personally or by sending it by registered mail to his registered address in Malta or abroad. In the case of members resident outside Malta notice shall be given simultaneously by telex, telegram, telefax or other means of electronic communication capable of confirming delivery, to such number/address as he shall have furnished to the Company. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of forty eight hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 15. Notice of every general meeting shall be given in the manner hereinbefore authorised to -
 - a every registered member,
 - b to each director of the Company; and
 - c the auditor for the time being of the Company

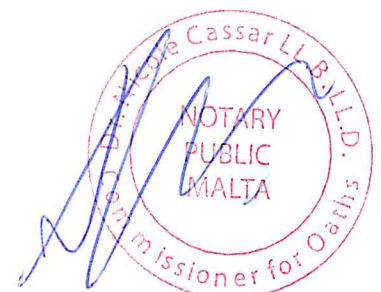
No other person shall be entitled to receive notices of general meetings.

Proceedings at General Meetings

- 16 Unless otherwise expressly provided by law, all business shall be deemed extraordinary that is (i) transacted at an extraordinary general meeting, or (ii) that is transacted at any annual general meeting with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors and the appointment of and the fixing of the remuneration of the auditors.
17. No business shall be transacted at any general meeting other than that stated in the notice convening it and unless a quorum is present at the time when the meeting proceeds to business; any member or number of members present in person or by proxy, and having the right to attend and vote at such meeting and holding alone, or as the case may be, between them at least fifty-one percent (51%) of the nominal value of the shares conferring such right shall constitute a quorum
- 18 All or any of the members of the Company may participate in a general meeting of the Company by means of any means of communication which permits all members participating in the meeting to hear each other and a person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
19. The chairman, if any, of the Board of directors shall preside as chairman at every general meeting of the Company. If there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting, the members present shall elect one of the directors to be chairman of the meeting
- 20 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting

Votes of Members

- 21 Subject to any rights or restrictions for the time being attached to any class or classes of shares, on show of hands every member present in person shall have one vote and on poll every member shall have one vote for each share of which he is the holder On a poll, votes may be given either personally or by proxy
- 22 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - a. By the Chairman,
 - b By any member present in person or by proxy
- 23 The instrument appointing a proxy shall be in writing and shall be either



(i) presented to the Chairman at the meeting at which it is to be used or

(ii) if there is no chairman in office deposited at the registered office of the company not less than twenty-four (24) hours before the time for holding the meeting at which the persona named in the instrument proposes to vote. A proxy need not be a member of the Company and in no case may a member of the Company appoint more than one proxy.

24. An extraordinary resolution shall be deemed to have been validly carried if:

- a it has been taken at a general meeting of which notice specifying the intention to propose such resolution as an extraordinary resolution and the text of the resolution and principal purpose thereof has been duly given in such notice, and
- b it has been passed by a member or by a number of members having the right to attend and vote at any such meeting holding alone or, as the case may be, in aggregate not less than seventy-five percent (75%) in nominal value of the shares conferring that right

25. An ordinary resolution shall be passed by a member or members having the right to attend and vote holding in the aggregate more than fifty-one percent (51%) in nominal value of the shares represented and entitled to vote at the meeting

Companies acting by Representatives at Meetings

26. Any company which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could itself exercise.

Powers of General Meetings

27. Decisions upon the following matters shall be taken by the Company in general meeting

- a. approval of annual accounts, directors' report and auditor's report
- b. declaration of dividends which shall in no case, however, exceed the amount, if any, recommended by the board of directors
- c. increase and reduction of issued and authorised capital
- d. acquisition of own shares
- e. alterations, revocations and additions to the Company's Memorandum and Articles of Association
- f. appointment and removal of the directors and auditors, *provided* that the first auditors of the Company may be appointed by the Board of directors at any time before the first General Meeting of the company at which the annual accounts shall be laid, and the auditors so appointed shall hold office until the conclusion of that meeting, unless they are previously removed and others are appointed in their place by the Company in General Meeting

- g. fixing of the remuneration payable to the directors and to the auditors of the Company, *provided* that the remuneration of the first auditors of the Company shall be fixed by the Board of directors of the Company
- h. in general decisions on all matters which in terms of the Act or of these Articles are reserved to the general meeting of the Company or which the Board of directors may from time to time place before it

Provisions applicable to Single-Member Companies

28

- a. Where a company becomes a single member company, the single member shall exercise the powers of the general meeting of the shareholders of the company and the decisions taken by him in this capacity shall be recorded as minutes of the general meeting and the provisions of the Act and these Articles, regulating general meetings shall be construed accordingly. The 'decisions' referred to in this subsection shall be deemed to be resolutions of the Company for the purposes of the application of the provisions of the Act;

Provided that the provisions of this Clause shall not prejudice the rights of the auditors of the company to receive notice of, attend and be heard at any general meeting of the Company and the rights granted to persons as are, by the articles of the Company, entitled to receive notices of, attend and be heard at general meetings of the Company.

- b. The single member shall record in writing all agreements between him and the Company as represented by him in a minute book kept by the Company specifically for the purpose,
- c. When a Company ceases to be a single member company, it shall within 14 days, deliver to the Registrar of Companies for registration a notice specifying the fact that it is no longer a single member company and the provisions of this clause relating to single member companies shall not apply any further
- d. Article 6 relating to the Transfer and Transmission of shares shall not apply in the case of a single member company. In fact, any single member in a company may freely transfer his shareholding to any other third party at the fair value meaning the value of the shares to be transferred given by the Auditors of the Company on the basis of the last audited accounts

Directors

29

- a. The administration and management of the Company affairs are entrusted to a Board of Directors consisting of the number of Directors mentioned in the Memorandum of Association of the Company to be appointed in terms of Clause seven (7) of the Memorandum of Association of the Company
- b. A Director need not be a member of the Company
- c. Each Director shall have one vote



Term of office of Directors

30. A director shall hold office until such time as he resigns or is removed from the Board of Directors by an ordinary resolution of the members in General Meeting

Borrowing Powers of Directors

- 31 The directors may exercise all the powers of the Company to borrow money, and to hypothecate or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligations of the Company or of any third party

Powers and Duties of Directors

32

- a. The business of the Company shall be managed by the directors, who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting subject nevertheless to any provisions as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
- b Without prejudice to the general powers conferred above, and the other powers conferred by these Articles, it is hereby expressly declared that the directors shall have the following powers, that is to say, power:-
 - i to make fresh issue of shares within the Company's authorised capital provided such issue is authorised by the company's articles and by an ordinary resolution of the company in general meeting, or where no authorisation exists in the company's Articles where such issue is authorised by an extraordinary resolution of the company in general meeting;
 - ii. to make calls in respect of any amount unpaid on any shares;
 - iii. to appoint and at their discretion remove or suspend such managers, officers, agents or servants as they may from time to time think fit and to determine their powers and duties and to fix their salaries and emoluments;
 - iv to institute, conduct, defend, compromise, or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company and also to compromise and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Company and to designate the Company's representative for such purpose or purposes;
 - v to bind the Company vis-à-vis third parties and third parties vis-à-vis the Company and to determine who shall be entitled to sign on behalf of the company cheques, bills, notes, receipts, acceptances, endorsements, releases, contracts, and other documents.

vi to convene at any time general meetings of the Company

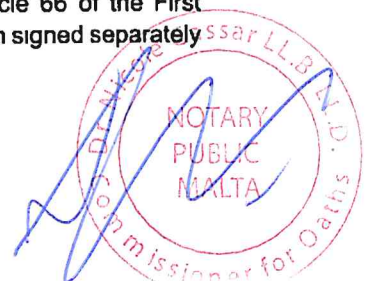
Proceedings of Directors

33.

- a The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit.
- b Meetings of the directors shall take place in Malta or, with the consent of all the directors, abroad.
- c Questions arising at any meeting shall be decided by a simple majority of votes. In case of an equality of votes on any motion, the chairman shall have a second or casting vote.
- d A director may, and the secretary on a written requisition of a director shall, at any time summon a meeting of the directors. Notice of meetings of directors shall be given at least seven (7) days before the date of the meeting to all the directors. Such notices shall be given by means of registered mail or by any means of electronic communication capable of confirming delivery, to such address as may have been provided to the Company. It shall not be necessary to give notice of an adjourned meeting.
- e The quorum necessary for the transaction of the business of the directors shall be a majority of the directors in office at the time or should there only be one director in office at any time, that director shall alone constitute a quorum

Provided that if no quorum is present within half an hour from the time appointed for the meeting, the meeting shall be adjourned to the same day in the next week at the same time and place or to such other date at the same time and place or to such other time and place as the directors present shall determine and if, at the adjourned meeting, a quorum is not present, the director or directors present shall constitute a quorum.

- f Any director may by notice in writing under his hand served upon the Company appoint any person as an alternate director to attend and vote in his place at any meeting of the directors at which he is not personally present. Every such appointment shall be effective and the following provisions shall apply in connection therewith:
- g Every alternate director while he holds office as such shall be entitled to attend and to exercise all the rights and privileges of his appointor at all such meetings for which such alternate director has been appointed and at which his appointor is not personally present
- h. Every such alternate director shall ipso facto vacate office if and when the director appointing him ceases for any reason to be a director or removes the alternate director from office as such by notice in writing under his hand served upon the Company.
- i No alternate director shall be entitled as such to receive any remuneration from the Company
- j. A director may act as alternate director for another director and shall be entitled to vote for such other director as well as on his own account, and for the purpose of determining the quorum he shall be counted in both his said capacities
- k A resolution in writing signed by all the directors in accordance with article 66 of the First Schedule to the Act may be taken by means of several documents in like form signed separately

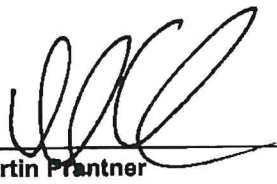


Secretary

36. The directors shall appoint a secretary for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

Provided that it shall be the duty of the directors to take all reasonable steps to ensure that the company secretary is a person who appears to them to have the requisite knowledge and experience to discharge the functions of company secretary.

Certified True Copy



Martin Prantner
Austrian passport no U2975640
Company Secretary

I, Notary Dr. Nicole Cassar certify
that this is a true copy of the
original as seen and verified
by me today the 15.12.2023

