

AUTHENTICATION

1. a. This authentication refers to the attached documents.
b. The attached documents are provided with my official seal in relief.
In a photocopy, the relief stamp will be invisible.
2. The identities of the signatories are controlled by me according to the attached documents. The signatures on the attached documents is the original signatures of:
 - Mrs. **Chantal Maria Van der Leeuw**,
born in Sittard, Netherlands, on August 2, 1984;
 - Mrs. **Cornelia Francisca Oonincx**,
born in Roosendaal en Nispen, Netherlands,
on October 23, 1978;identifying themselves with the attached identification documents, provided with my official seal in relief.
3. The mentioned persons have signed under my control. The significance of this authentication is strictly limited to the determination of the identities and the declaration about the signatures.
4. This declaration can only be trusted under the condition that interpretation and any liability will be governed by local justice and all conflicts will be exclusively presented to municipal court in Curaçao.
All services granted by me, civil law notary, are governed by the general conditions of Notary Office Chatlein, including a limited liability.

Signed in Curaçao, January 29, 2025.

A.R. Chatlein, LL.M.



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Curaçao,

This public document

2. has been signed by Alba Rosa Chatlein, LL.M.

3. acting in the capacity of civil law notary

4. bears the seal/stamp of civil-law notary

A.R. Chatlein

Certified

5. at Curaçao

6. the **JAN 30 2025**

7. Head Civil Status Register, Devision

Ministry of Public Administration, Planning and Services.

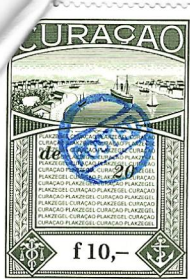
8. No. **198**

9. Seal/stamp:

10. Signature:



Z.A. Narvaez
Head Information Systems
& Quality Management



BOARD RESOLUTION

The undersigned,

eMOORE N.V., a limited liability company incorporated under the laws of Curaçao, having its address at Groot Kwartierweg 10, Livestrong Building, Curaçao and registered in the Commercial Register of the Curaçao Chamber of Commerce and Industry under number 98108, acting in its capacity as sole board member and as such constituting the managing board (the "**Board**") of:

NG Gaming N.V.

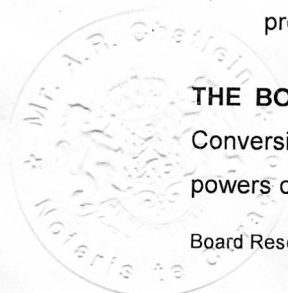
a limited liability company incorporated and currently existing under the laws of Curaçao, having its address at Groot Kwartierweg 10, Livestrong Building, Curaçao and registered in the Trade Register of the Curaçao Chamber of Commerce and Industry under number 157068 (the "**Company**").

WHEREAS:

- (A) The Board intends to propose to the general meeting of shareholders of the Company:
 - (i) to convert the Company into a company under the laws of Panama, duly organized under the laws of Panama, under the name NG Gaming NV S.A. with registered address at Humboldt Tower, 2nd Floor, 53rd. East Street, Urb. Marbella, Panama City, Republic of Panama and as a consequence thereof accept that the Company will continue to exist as a Panamanian stock corporation (*sociedad anónima*) governed under the laws of Panama, in accordance with Article 2:304 of the Curaçao Civil Code (the "**Conversion**");
 - (ii) to approve that the Company's articles of association (the "**Articles**") will be fully restated in a similar document under Panamanian law, in the form attached hereto as Annex 1, so that they are fully compliant with the laws of Panama, as a consequence of the Company's conversion to a Panamanian stock corporation (*sociedad anónima*).
- (B) The undersigned constitute the entire Management Board.
- (C) There are no regulations and/or other rules adopted by any of the Company's corporate bodies that would preclude the Management Board from validly passing this written resolution in the present form and manner.

THE BOARD acting in the aforementioned capacity as the managing board determined that the Conversion would materially benefit the Company, be in its commercial interest, be in the corporate powers of the Company and be conducive to the realization of the corporate objects of the Company.

Board Resolution NG Gaming N.V. – January 29, 2025



IT WAS RESOLVED by the Board acting in the aforementioned capacity as managing board as follows (the resolutions adopted shall hereinafter be referred to as the "**Resolutions**"):

1. To propose to the general meeting of shareholders of the Company:
 - (1) to effect the Conversion;
 - (2) to approve that the Articles will be fully restated in a similar document under the laws of Panama so that they are fully compliant with the laws of Panama, as a consequence of the Company's conversion to a stock corporation (*sociedad anónima*), governed under the laws of Panama.
2. To authorize each managing director, each lawyer working with VANEPS, each lawyer working with Aleman, Cordero, Galindo & Lee; Fernando Gil with Panamanian ID number 8-755-238 and Luz E. Rivera Ch. with Panamanian ID number 8-240-104 and each (candidate) civil law notary and notarial assistant working with civil law notary's office Notariskantoor Chatlein both jointly and severally (each an "**Attorney**") to enter into, sign, execute and/or deliver, and perform under, all agreements, deeds, certificates, documents, notices, receipts, registrations and any and all other instruments ancillary thereto or appropriate or required to give effect to the Conversion and/or the continuation of the Company under the laws of Panama, and to do all such acts and things which any Attorney in his/her sole discretion deems necessary and/or useful in relation to the above (the "**Power of Attorney**").

POWER OF ATTORNEY

- (1) The Company hereby grants the Power of Attorney.
- (2) The Power of Attorney is granted subject to each Attorney's right to indemnification for all acts performed under this Power of Attorney.
- (3) Each Attorney is authorised also to act as an attorney-in-fact of any counterparty of the Company.
- (4) The relationship between the Company and each Attorney under this power of attorney is governed exclusively by the laws of Curaçao.





AND HEREBY CONFIRMS THAT:

- (a) the statements made under (A) through (C) of the recitals above are correct and complete;
- (b) its good faith and judgment, (i) the Management Board deems the Conversion conducive to the objects of the Company and to be in the corporate interest of the Company and (ii) implementing the Conversion is not prejudicial to the interests of the creditors of the Company;
- (c) there is no conflict of interest between the members of the Management Board and the Company.

All Resolutions contained herein were resolved and shall have immediate effect.

This resolution will be duly recorded in the Company's corporate and financial books.

Signed on January 29, 2025 in Curaçao.

Chantal van der Leeuw

Cornelia Drommond Oonincx

eMoore N.V.

Represented by its proxyholders Chantal van der Leeuw and Cornelia Drommond Oonincx



Annex 1 – articles of association



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ROYAUME DES PAYS-BAS

documentnummer / document no. / no. du document

NS93C66K9

P NLD Nederlandse
3 naam / surname / nom

e/v Drommond
4 voornamen / given names / prénom

Cornelia Francisca

23 OKT/OCT 1978

6 geboorteplaats / place of birth / lieu de naissance
Roosendaal en Nispen

7 geschlecht / sex / sexe
V/F

3 datum van afgifte / date of issue / date de délivrance
04 DEC/DEC 2017

11: handtokening / signature



B length / height / taille

1,62 m

10 geldig tot / date of expiry / date d'expiration
31 DEC 2000

04 DEC/DEC 2027

12 Instantie / authority / au
Gouverneur van Curaçao

The diagrams show the progression of a 3x3 magic square. The first diagram shows a square with numbers 1 through 8 and a central circle containing '0'. The subsequent diagrams show the numbers being moved into the center circle and then into the outer rings, eventually forming a completed magic square where each row, column, and diagonal sums to 15.

P<NLD00NINCX<<CORNELIA<FRANCISCA<<<<<<<<<<<
NS93C66K98NLD7810233F2712044<<<<<<<<<<<<<4



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12 instante / authority / autorité
- van Curaçao

Gouverneur van Curaçao

The diagrams show a circular area divided into 10 equal segments. The number of segments filled with black ink increases by one in each step, representing 0%, 20%, 40%, 60%, 80%, and 100% of the total area.

P<NLDVAN<DER<LEEUW<<CHANTAL<MARIA<<<<<<<<<
NN072B7348NLD8408026F2508120<<<<<<<<<<<<6

