



THE COMPANIES LAW, CAP. 113

(Private Company of Limited Liability by Shares)

ENGLISH TRANSLATION OF THE

MEMORANDUM

and

ARTICLES

of the company



MICHAEL X. LARKOS
BEng, ACGI, FCA, CPA(CY)

NOVUS SOFTECH LIMITED

Registered on ...

Certificate of Registration No.

SERVCO LTD

Capital Chambers, 1 Constantinou Skokou, 5th Floor, 1081 Nicosia, Cyprus
Tel.: +357 22 764 001, Fax: +357 22 764 003

COMPANIES LAW, CAP. 113
(Private Company of Limited Liability by Shares)

MEMORANDUM OF ASSOCIATION
OF THE COMPANY

NOVUS SOFTECH LIMITED



1. The name of the Company is:

NOVUS SOFTECH LIMITED

2. The registered office of the Company shall be in Cyprus with the right to transfer it to any country of the world.

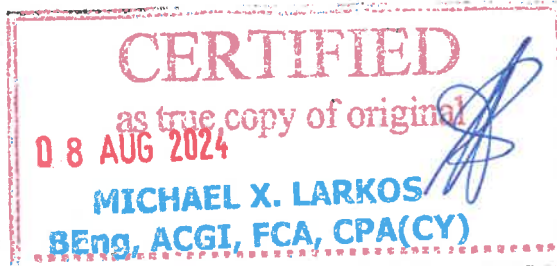
3. The objects for which the Company is formed are:

- (1) To deal with the production development and promotion of software and computer programs of all types and nature as well as the trading of standard software, programs and computers.
- (2) To establish subsidiary companies or acquire the whole or part of the share capital of third companies so as to make them its subsidiaries or affiliated or connected companies and through them to acquire, control manage movable or immovable property of any kind and at any place in the world and to sell, exchange or otherwise dispose the said property, shares or companies.
- (3) To carry out mergers, acquisitions, amalgamations, subdivisions, exchange of assets as they will appear beneficial to the company and the shareholders. To exercise the profession of the dealing with securities of any kind for the account of the company or third parties.
- (4) To offer financial services to the shareholders of the company or to other companies which belong to the same group as the company but to third parties as well.
- (5) To carry on the business of the investors and lender and to acquire and hold share capital, shares, debentures, securities, bond reserves, charges bonds whether guaranteed or not by any Government or Public body or organization at any place in the world and to acquire any such shares bonds security bonds bond reserves bills, customary bonds obligations, rights,



debentures of first subscription, contract, offer, purchase or exchange or otherwise and either paid or not and the subscription under such terms and conditions as it will be considered proper and the exercise and implementation of all rights and powers deriving from the ownership, possession and exploitation of such shares bonds security bonds bond reserves bills, customary bonds obligations, rights, debentures

- (6) To participate in the administration, management and control of businesses or works of any company or group of companies and to appoint and pay for this purpose directors managers administrators accountants consultants representatives or other agents.
- (7) To carry on the business of merchants and to import, export and generally to trade in all kinds of goods, products and food either by wholesale or retail in any country of the world.
- (8) To carry on any industry and to manufacture, deal in, buy, sell, re-sell, barter, circulate and distribute industrial, electrical, electronic, agricultural and all kinds of appliances, machinery, spare parts, tools and equipment and merchandise of every kind, products and things.
- (9) To undertake and carry on the office or offices and duties of trustee, administrator, executor, receiver and agent for any trust person or persons, company, foundation, corporation or authority and to undertake, perform and discharge any trusts, according to the terms of the incorporating documents or according to law.
- (10) The Company may be registered or establish offices, sub-branches and sub-agencies in any country of the world.
- (11) To create, install, operate and exploit industrial units, factories and workshops for the production, manufacture, processing, alteration, reproduction, recycling, and repair of products, merchandise and things of every kind and description.
- (12) To create, operate, exploit and dispose of warehouses, shops, warehousing areas, offices, kiosks, hotels, tourist lodgings, apartments, restaurants and places of entertainment.
- (13) To advance, deposit, or lend money, securities, and property, to any person or company and on such terms as may be deemed expedient.
- (14) To purchase or otherwise acquire, develop, improve, sell, exchange, surrender, lease, mortgage, charge, convert, use and



dispose of movable and immovable property and rights and the granting of mortgages, debentures, concessions, purchase options, contracts, inventions, annuities, share capital, shares, bonds and choices of action of all kinds.

- (15) To participate in any international or national competitions and to prepare and submit tenders, plans, studies, projects and assessments and to enter into contracts with any government, state, republic, authority, organisation, company, partnership and person.
- (16) To employ for the Company or for the account of third parties, to recruit or provide trained or untrained personnel and labourers for work of any kind and for the needs of companies or of persons in any country and to offer services, including consultancy services, for the employment of personnel and labourers.
- (17) To carry on the business of an investor and to acquire and hold shares, debentures, stock, debenture stock, charge and securities whether guaranteed or not by any Government or public body or public authority in any part of the world, to acquire any such shares, debentures, debenture stocks, bonds, bills of exchange, obligations or securities by original subscription, agreement, tender, purchase, exchange or otherwise and whether fully paid or not, and to underwrite subject to such terms and conditions as may be deemed fit and to exercise and enforce all rights and powers arising or deriving from the ownership of any such shares, stocks, debentures, debenture stocks, bonds, bills of exchange, obligations or securities.
- (18) To carry on, either alone or jointly with others in any part of the world, the business of business managers, administrators, general or special consultants, financial analysts, quantity surveyors, adjusters, valuers, experts, specialists, supervisors, inspectors, statisticians and advertisers in relation to any industry, trade, business or undertaking.
- (19) To promote businesses and to form, enter into, finance and assist and control any companies, clubs, businesses or undertakings of every kind.
- (20) To acquire, maintain, supervise and operate laboratories and research centres as well as factories and workshops for the manufacture and processing of products of every kind and description.
- (21) To acquire by purchase or otherwise and hold as an investment or otherwise any inventions, improvements, process, patents,

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applications, trade marks, business names, trade secrets, formulae labels, designs, brands and the like and to sell, exchange, grant licences or vary the same as the Company may from time to time determine.

- (22) To amalgamate with any other company or enterprise which either in part or as a whole has objects similar to those of the Company.
- (23) To acquire either in part or as a whole the assets or the obligations of any person or persons, legal or natural and of whatsoever description, if the Company deems it expedient for promotion of its business and which contribute to its success.
- (24) To enter into partnership or any other arrangements for sharing profits or interests and into co-operation, joint ventures, mutual concessions or otherwise with any other person, legal or natural or with any other enterprises engaged in business or commercial transactions capable of being directly or indirectly beneficial to the Company.
- (25) To cause the registration or recognition and operation of the Company in any country or place and to establish local agents or branches for the carrying on of its business and the transfer of the seat of the Company in other jurisdiction if allowed by this jurisdiction.
- (26) To remunerate any person or firm rendering services to the Company or working in the Company either by payment of money or by the issue of shares as fully or partly paid or by granting a dividend or share in the profits of the Company.
- (27) To guarantee the payment of any debt and the performance or execution of any contract or obligation of any company, firm or person and to execute, sign, seal, and deliver indemnity contracts, either with or without security on any of the assets of the Company.
- (28) To borrow or raise money or receive money on deposit with or without security or secured by debentures, debenture stock (perpetual or terminable), mortgages or other securities, charges on the undertaking, on all or any of the assets of the Company including its uncalled capital.
- (29) To offer guarantees, mortgages or other securities by charging or binding the property or assets of the company for the benefit of the company or of third parties and irrespective of whether the third parties are or not affiliated persons or companies.



- (30) To draw, accept, endorse, discount and execute promissory notes, bills of exchange cheques, and other negotiable instruments.
- (31) To sell or otherwise dispose of part or the whole of the business or the assets of the Company.
- (32) To distribute on specie amongst the members of the Company part or the whole of the assets or the business of the Company.
- (33) To participate in or otherwise aid any charitable body or other cause of public benefit, and to provide pensions to former and present directors and employees of the Company.
- (34) To pay all the expenses in connection with the formation and registration of the Company.
- (35) To do all or any of the above acts either alone or in conjunction with others and in several legal capacities.
- (36) To do any act which is conducive to or necessary for the achievement of the above or any of the objects severally.
- (37) To carry on any other similar or other business of any kind which may be deemed capable of being carried on conveniently or in conjunction with these objects or which is calculated to advance or promote the objects or the assets or the profits of the Company.

And it is declared that in construing this clause the powers of the Company under any sub-clause shall not be restricted by reference to any other sub-clause or the name of the Company or by the juxtaposition of two or more objects and that in the event of ambiguity they shall be construed in such manner so as to enlarge and not to limit the powers of the Company.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is € 5,000 (Five Thousand Euros) divided into 5,000 (Five Thousand) shares of € 1,00 (one Euro) each, with power to issue any shares in its capital, original or increased, with or subject to any privileged, special or limited rights or conditions in respect of dividends, repayment of capital, voting rights or otherwise.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in accordance with this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company which is set opposite our respective names.

Names, addresses and description
of subscribers

No of shares

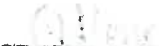
E.L.C. (NOMINEES) LIMITED
HE 37314
Registration date: 16/09/1989
1, 28th October,
Engomi Business Centre,
1st floor, office/flat 104,
2414 Nicosia,
Egkomi, Cyprus

1000
(one thousand shares)



Dated this 18/10/2016

Witness to the above signatures


Athena Tynimou
Private employee
Capital Chambers
1 C. Skokou, 5th Floor
1061, Nicosia
Cyprus



I, Maria Petrou, advocate, confirm that the above Memorandum of Association was drawn up by me.


Maria Petrou
Haviaras & Philippou LLC
Capital Chambers
1 C. Skokou, 5th Floor
1061, Nicosia
Cyprus


TRANSLATED
TRUE COPY
FOR REGISTRAR OF COMPANIES
13/5/2017


TRANSLATED
TRUE COPY
Georgios Triftarides
FOR REGISTRAR OF COMPANIES
24/2/21

CERTIFIED

as true copy of original

08 AUG 2024

THE COMPANIES LAW, CAP. 113.....**MICHAEL X. LARKOS**.....
(Private Company of Limited Liability by share), **ACGI, FCA, CPA(CY)**

ARTICLES OF ASSOCIATION OF NOVUS SOFTECH LIMITED

PREAMBLE

1. Subject to the following exceptions, the Regulations contained or introduced in Part I of Table A, of the First Schedule to the Companies Law, Cap. 113, (hereinafter referred to as "Table A" and the "Law" respectively) shall apply to the Company.
2. The Regulations 53, 77, 79, 84, 89 to 94 and 99 of Table A shall not apply to the Company.
3. The Regulations which are contained in Part III of Table A shall be effective in the cases where the Company is registered with one member only.
4. The Company is a private company and accordingly:
 - (a) The right to transfer shares is restricted in the manner hereinafter prescribed.
 - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be 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 regulation be treated as a single member.
 - (c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
 - (d) The company shall not have power to issue share warrants to the bearer.

TRANSFER OF SHARES

5. The Board of Directors may in its absolute discretion and without any obligation to give any reason therefore, decline to register any transfer of any shares, whether they are fully paid or not.

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Provided that in the event of transfer of any shares to a person or persons who are already shareholders in the Company or to the spouse, child or lawful heir of a shareholder, the Board of Directors cannot refuse to register such transfer of shares.

BOARD OF DIRECTORS

6. The number and the first members of the Board of Directors of the Company shall be appointed by the subscribers to the Memorandum of Association. Provided that the Company in general meeting may fix the number and appoint the members of the Board of Directors.
7. The term of the Members of the First Board of Directors of the Company expires at the first Annual General Meeting and of the members of the next Boards of Directors lasts from their election until the immediate next annual general meeting. However the members of the board of Directors whose term expires are eligible for re-election.
8. In every annual general meeting of the Company the members of the next Board of Directors are elected.
9. If at any annual general meeting there is no election of a new Board of Directors it shall be presumed that the former Board of Directors has been re-elected until the next annual general meeting of the company.
10. In case of any vacancy in the Board of Directors the remaining members shall have the right to appoint other persons to fill this vacancy and his term of office will expire at the next annual general meeting.
11. The required quorum for convening meetings of the Board of Directors, if this is comprised from only one person shall be one. If however the Board of Directors is comprised from two or more persons the required quorum shall be two. Without prejudice to the above the board of directors shall be presumed as properly convened by teleconference or video conference where all board members shall participate and hear one each other.
12. The members of the Board of Directors of the Company or anyone of them may vote by telegram, facsimile, telex or letter and his vote shall be valid and effective as if he was present and vote in the respective meeting.
13. Resolution which is signed from all members of the Board of Directors of the Company shall be valid and effective as the resolution resolved in meeting of the Board of Directors convene and constitute properly.
14. Any member of the Board of Directors may from time to time appoint any

person as Alternate Director to replace him at any meeting of the Board of Directors which he is unable to attend. Any such appointment may be revoked at any time by the Director who made the appointment and any appointment or revocation under this Article shall be made by notice in writing to be delivered to the Secretary of the Company.

BORROWING POWERS

15. The Board of Directors exercises all the powers of the Company in relation to borrowing money, and has unlimited powers to charge or mortgage or encumber its undertaking, property, assets and uncalled capital or any part thereof and to issue debentures, debenture stock, and other securities with or without security for any debt, obligation, guarantee or liability of the Company or any third party irrespective of the amount and relevant terms.

GENERAL MEETINGS

16. No business shall be transacted at any general meeting unless a quorum is present at the commencement of the meeting. Unless a higher percentage is required by the Articles, Table "A" or the Law, a member or members who hold or represent at least 50% of the shares of the Company plus one(1)one share form a quorum.
17. Subject to the provisions of the Law, any resolution bearing the signatures of all the members entitled to receive notice and attend and vote at general meetings (or if any member is a legal person by its duly authorised proxy) shall be valid and effective as if it was passed at a general meeting of the Company duly convened and held.
18. Article 58(b) of Table A, is amended by the substitution of the words "three" by the word "two".

VOTES OF MEMBERS

19. Any member of the Company may vote at any general meeting by letter, telegram, facsimile or telex or by proxy and such vote shall be valid and effective as if that member was present at the meeting in person and voted thereat.

SEAL

20. The Board of Directors provides for the safe custody of the seal of the Company. Any document on which the seal of the Company is affixed shall bear the signature of one director or of the secretary or of the deputy secretary of the Company or of a person duly authorised in this respect by the Company.



NAMES, ADDRESSES AND
DESCRIPTION OF SUBSCRIBERS

SIGNATURES

E.L.C. (NOMINEES) LIMITED
HE 37314

Registration date: 16/09/1989
1, 28th October,
Engomi Business Centre,
1st floor, office/flat 104,
2414 Nicosia,
Egkomi, Cyprus



Dated this 18/10/2016

Witness to the above signatures

Athena Tyrimou
Private employee
Capital Chambers
1 C. Skokou, 5th Floor
1061, Nicosia
Cyprus



I, Maria Petrou, advocate, confirm that the above Articles of Association was drawn up by me.

Maria Petrou
Havieras & Philipou LLC
Capital Chambers
1 C. Skokou, 5th Floor
1061, Nicosia

TRANSLATED
TRUE COPY
Georgios Triftarides
FOR REGISTRAR OF COMPANIES

24/2/21

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