



The International Business Companies Act 2014
And
The Brokerage Act 2013

ALZAFX LTD
Limited By Shares

BY-LAWS

Company Number: HY00523625
Incorporated on 24/05/2023
Brokerage License Number: T2023291

Registered Agent: Moheli Corporate Services Ltd
P.B. 1257, Bonovo Road, Fomboni, Comoros

ALZAFX LTD

Each subscriber to this memorandum of association wishes to form a company under the International Business Companies Act 2014 and agrees to become a member of the Company and to take at least one share.

Name of each subscriber
Mikolas Galanakis

Authentication by each subscriber
BORN 15/04/1987

Date June 06, 2024



PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

**of
ALZAFX LTD**

ARTICLE 1

DEFINITIONS

Defined Terms

(1) The regulations contained in the Model Articles for Private Companies Limited by Shares set out in Schedule 1 of The Companies (Model Articles) Regulations 2004 (SI 3229/2004), shall not apply to the Company.

(2) In the articles, unless the context requires otherwise:

"articles"	means the Brokerage company's articles of association;
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than Moheli Island and Comoros which have an effect similar to that of bankruptcy;
"director"	means a director of the Company, and includes any person/company occupying the position of director, by whatever name called;
"distribution recipient"	in respect of who a share in respect of which a dividend or other sum is payable;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"fully paid"	in relation to a share, means that the nominal value and any premium to be paid to the Company in respect of that share have been paid to the Company;
"holder"	in relation to shares means the person whose name is entered in the register of members as the holder of the shares;
"shareholder"	means a person who is the holder of a share;
"shares"	means shares in the Company;
"transmittee"	means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law; and
"writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

“Fiscal Year” The fiscal year of the Corporation shall be on 31st December.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the 2006 Act as in force on the date when these articles become binding on the Company.

Liability of shareholders

The liability of the shareholders is limited to the amount, if any, unpaid on the shares held by them.

ARTICLE 2

OFFICES

- (1) Principal Place of Business. The principal place of business of the Corporation shall be located in Bonovo Road, Fomboni, Island of Moheli, Comoros Union.
- (2) Registered Authority of the Company is Mwali International Services Authority.
- (3) Other Offices. The Corporation may have offices at such other places, either within or without Moheli (Mwali), as the Board of Directors may from time to time determine or as the affairs of the Corporation may require from time to time.

ARTICLE 3

BUSINESS ACTIVITIES

Business activities of the Company: The purpose of the Corporation is to engage in any lawful act or activity for which Companies may now or hereafter be organized under the International Business Companies Act 2014 and Brokerage Act 2013 of the Autonomous Island of Mwali-Moheli.

The objects for which the Company is established are:

- a) To carry on either alone or jointly with others anywhere in the world, any trade, business, work, operation or activity whatsoever relating to, connected with or involving shares, stock, bonds, debt, securities, warrants, options, derivatives, commodities and any other instruments relating to equity, debt or commodities of all kinds, real estate and developing, buying, selling and financing real estate or other businesses, sinking of wells, pumping, diving, surveying, mineral, oil or gas exploration, extraction or exploitation, installation or building of any structures, and, in connection with or in relation to any of the above, to act as contractor, subcontractor, supplier of power, designer, surveyor, manager, tenderer, agent, consultant, insurer, engineer, machinist and broker of all kinds of merchandise and goods.
- b) To purchase, sell, exchange, rent and otherwise trade any kind of movable and immovable property and goods, and any commercial and financial business and to participate in other companies and businesses and/or to acquire by purchase or otherwise the whole or part of the share or other capital of other companies.
- c) To carry on either alone or jointly with others anywhere in the world (and whether in a “free zone area”, bonded area or elsewhere), the business of manufactures, processors, dealers, wholesalers, retailers, importers, exporters, suppliers, distributors, buyers or sellers in relation to any kind of goods, materials, merchandise or things of any nature, as well as the business of merchants in general, carriers by any means of transportation, travel or insurance agents or brokers, customs clearing agents, estate agents and agents and brokers in general, and/or to carry on hotel and/or tourist businesses and/or to manage tourist offices, hotels, motels, restaurants, entertainment establishments and to rent and exploit same.

- d) To engage, hire and train professional, clerical, manual, technical and other staff and workers and to use the services of all or any of them and in any way and manner acquire, possess, manufacture or assemble any property of any kind or description
- e) whatsoever (including any rights over or in connection with such property) and to allocate or make available the aforesaid personnel or services or make available such property or its use on hire purchase, sale, exchange or in any other manner whatsoever, to third parties and otherwise to utilise same for the benefit or advantage of the Company as the Board may from time to time determine; to provide or procure the provision by others of every and any service in relation to the above to any person, firm or company.
- f) To carry on any other business or activity which may seem to the Board as beneficial or expedient in connection with any of the objects which are set out herein or which, at the discretion of the Board, is calculated to or can, directly or indirectly, enhance the value of or render more profitable any of the Company's business, property or rights.
- g) To purchase, obtain by way of gift, take on lease or sub-lease or in exchange, or otherwise acquire or possess any lands, buildings, easements, rights, privileges, concessions, permits, goods and movable and immovable property of any kind and description (whether mortgaged, charged or not).
- h) To erect, maintain, operate, control, manage, construct, reconstruct, convert, enlarge, repair improve, adapt, furnish, decorate, demolish and replace any shops, offices, flats, electric or water works, workshops, factories, mills, plants, machinery, warehouses and any other works, buildings, plants, conveniences or structures of any kind and to contribute to, subsidize or otherwise assist or take part in the construction, improvement, maintenance, operation, management, carrying out or control thereof.
- i) To improve, manage, control, cultivate, develop, exploit, exchange, let on lease or otherwise, dispose of, mortgage, charge, sell, realize, grant as gift, turn to account and grant rights and privileges in respect of property, assets and rights of the Company or otherwise deal with all or any part of the said property of the Company and to adopt such means of making known and advertising the business and products of the Company as may seem expedient to the Board.
- j) To manufacture, repair, import, buy, sell, export, let on hire and generally trade or deal in, any kind of accessories, articles, apparatus, plant, machinery, tools, goods, properties, rights of ownership and things and rights of any description.
- k) To deal in, utilise for building or other purposes, let on lease or sublease or on hire, to assign or grant licence over, charge or mortgage, the whole or any part or parts of the immovable property of the Company or any rights thereon or in which the Company is interested on such terms as may seem expedient to the Board.
- l) To purchase or otherwise acquire all or any part of the business, assets, property and liabilities of any company, society, partnership or person which at the discretion of the Board (i) carries on any business which the Company is authorised to carry on or which is ancillary to the carrying on of the business of the Company or (ii) possesses property suitable for the purposes of the Company and to undertake, conduct and carry on, or liquidate and wind up, any such business and, in consideration for such acquisition, to pay, money, issue shares, undertake any liabilities or acquire any interest in the vendor's business.
- m) To apply for, purchase or otherwise acquire any designs, trademarks, patents, patent rights or inventions, copyright or secret processes and to grant licences for the use thereof.
- n) To pay all costs, charges and expenses incurred or sustained in relation to the promotion, formation and establishment of the Company or which at the discretion of the Board may be considered as preliminary expenses or expenses incurred prior to incorporation and with a view to incorporation of the Company, including professional fees, advertising expenses, taxes, commissions for underwriting, brokerage, printing and stationery, salaries to employees and other similar expenses or expenses relating to any business or work carried on or performed

prior to the incorporation of the Company, which the Board may decide that the Company takes over or continues.

- o) Upon any issue of shares, debentures or any other securities of the Company, to employ brokers, commission agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures or other securities of the Company, or by the granting of options to acquire same, or in any other manner allowed by law.
- p) To borrow, raise money or secure obligations (whether of the Company or any other person in such manner and on such terms and conditions as may seem expedient to the Board, including the issue of debentures, debenture stock of perpetual or limited duration, bonds or any other securities, with or with no security and on such terms and conditions regarding priority or otherwise as may seem expedient to the Board. For the purpose of this paragraph, the term "security" means the mortgaging, encumbrance, pledging, assignment or in any other way creation of any rights or priorities in favour of any person on the whole or part of the undertaking, the property, the assets, the book debts, the rights, the choses in action, the receivables, the present and future income and the uncalled capital of the Company.
- q) To give credit and to lend and advance money to any person, firm, body corporate or company.
- r) To guarantee, give guarantees or indemnities for, undertake or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether with or with no personal covenant, and whether with or with no security, or in any other way whatsoever as the Board may decide, the liabilities, the performance of contracts and obligations and the payment of any moneys whatsoever by any person, firm or company whether this, at the relevant time, is the holding company or a subsidiary or an associated company or an affiliate of the Company or not, whether the Company has any contractual relations with such person, firm or company or not, whether the Company holds any interest in such person, firm or company or not, whether such person, firm or company holds any shares or interest in the Company or not and to assist in any other way as the Board may deem expedient any other person, firm or company.
- s) For the purpose of this paragraph, the term "security" means the mortgaging, encumbrance, pledging, assignment or in any other way creation of any rights or priorities in favour of any person on the whole or part of the undertaking, the property, the assets, the book debts, the rights, the choses in action, the receivables, the present and future income and the uncalled capital of the Company.
- t) To deal in matters relating to the purchase or otherwise acquisition, sale, exchange, conversion, direct conversion or swap, allotment or collection, exercise of options or other transaction or trade of any nature or description relating to exchange in any currency, commodities, exchange rates, interest rates, bonds, debentures, shares, warrants or other securities of any nature or description and to conclude agreements of financial content or other agreements relating to the above transactions or trades or generally agreements of any nature or description.
- u) To execute, issue, accept, endorse, pre-pay and negotiate or trade with bills of exchange, promissory notes, bills of lading, negotiable instruments and other transferable instruments or securities.
- v) To receive money on deposit, with or without concessions or interest thereon.
- w) To advance and lend money with or without security as the Board may deem expedient.
- x) To invest the moneys of the Company not immediately required, in such manner as may be determined by the Board from time to time.
- y) To issue, or guarantee the issue or the payment of interest on the shares, debentures, debenture stock, or other securities or obligations of any company or association, and to pay or provide for payment of brokerage, commission, and underwriting expenses in respect of any such issue.

- z) To acquire by subscription, purchase or otherwise, and to accept, take, hold, deal in, convert and sell, any kind of shares, stock, debentures or other securities or interests in any other company, society or undertaking whatsoever.
- aa) To issue and allot fully or partly paid shares in the capital of the Company or issue debentures or securities in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company and to remunerate in cash or otherwise any person, firm or company for rendering services to the Company or grant donations to such persons.
- bb) To establish anywhere in the world, branch offices, regional offices, agencies and local boards and to regulate and to discontinue same.
- cc) To provide for the welfare of officers or of persons in the employment of the Company, or former officers or persons formerly in the employment of the Company or
- dd) its predecessors in business or officers or employees of any subsidiary or dependant, or associate or affiliate company, of the Company, and the wives, widows, dependants and families of such persons, by grants of money, pensions or other payments, (including payments of insurance premier), to form, to subscribe to, to assist, or to otherwise aid any trust, fund or scheme for the benefit of such persons.
- ee) To form, to subscribe to, to assist, to pay for subscriptions or contributions or to otherwise aid any trust, fund, scheme, foundation or goal with a philanthropic, benevolent, religious, scientific, national or other public nature character.
- ff) To enter into and carry into effect any contract for joint working in business, union of interests, partnership or for sharing of profits, or for amalgamation with any other company, partnership or person, carrying on business within the objects of the Company.
- gg) To establish, promote the formation of and otherwise assist any company or companies for the purpose of acquiring any of the property or furthering any of the objects of the Company or for any other purpose which may seem, at the discretion of the Board, directly or indirectly calculated to benefit the Company.
- hh) To apply for, promote, and obtain by law, order, regulation, bylaws or otherwise, concessions, rights, privileges, licences or permits enabling the Company to carry out any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose, which at the discretion of the Board, may seem beneficial.
- ii) To object to any procedure or application that might harm directly or indirectly the interests of the Company and to enter into and carry out any contract with any Government or Authority (highest, municipal, local or other) which, at the discretion of the Board, could be considered to contribute to the attainment of all or some of the objects of the Company.
- jj) To sell, dispose of, mortgage, charge, grant rights or options or transfer the business, property and undertakings of the Company or any part thereof for any consideration which, at the discretion of the Board, may be acceptable.
- kk) To accept stock or shares, or debentures, mortgage debentures or other securities of any other company in full payment or part payment for any services rendered to the other company or for any sale made towards or for debt owing from the other company.
- ll) To distribute in specie or otherwise any assets of the Company among its Members and, particularly, the shares, debentures or other securities of any other company belonging to the Company or which the Company may have the power of disposing.
- mm) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with any other company, firm or person.

- nn) To do all or any of the matters hereby authorised in any part of the world either alone or through factors, trustees, sub-contractors, brokers or agents.
- oo) To do all or any of the matters hereby authorised in any part of the world as principal, factor, trustee, sub-contractor, broker or agent for any other company, firm or person.
- pp) To procure the registration or recognition of the Company in any country or place and to act as secretary, director or treasurer of any other company.
- qq) To open, close, maintain, either in its name alone or together with any other person or persons, either through a third party or parties, any kind of account with any banking or other institution, organization, company or person either in Comoros or abroad and for any purpose.
- rr) Generally, to do all such other acts which, at the discretion of the Board, be incidental or conducive to the attainment of the above objects or some of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or marginal title or by the name of the Company. None of the above sub-clauses or object or objects therein specified or the powers thereby conferred shall be deemed complementary or ancillary to the objects or powers mentioned in any other sub-clause. The Company shall have full power to exercise all or any of the powers and, at the discretion of the Board, to achieve or to endeavor to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

Notwithstanding the above objects, powers and other provisions the Company (a) will not provide financial services except if, and to the extent that, it is allowed by applicable law and, if required, according to any license issued by the M.I.S.A. or by any other competent Authority and (b) will not undertake, directly or indirectly, any obligations towards the public, either in the form of deposits, negotiable instruments or by any other means of lending. For present purposes, the term "public" does not include banking or financial institutions, Members of the Company, or other company belonging to the same group of companies. The term "deposits" does not include a sum of money which is received after a contract is entered into relating to either the distribution of goods or the provision of services, not including "financial services" as this term is defined by applicable Comoros law. The term "lending" does not include credit which is guaranteed in relation to the acquisition of goods or the receipt of services.

Capitalized terms used herein and not defined shall have the same meaning as is given to them in the Articles of Association of the Company, unless the context otherwise requires.

ARTICLE 4

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

(4) Subject to the articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

Shareholders' reserve power

(5) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(6) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

(7) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:

- a. to such person or committee;
- b. by such means (including by power of attorney);
- c. to such an extent;
- d. in relation to such matters or territories; and
- e. on such terms and conditions; as they think fit.

(8) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(9) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

(10) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors. The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

(11) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

(12) If:

- a. the Company only has one director, and
- b. no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may, subject to articles 8(3) and 16 take decisions without regard to any other of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

- (13) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- (14) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (15) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- (16) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

- (17) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Company secretary (if any) to give such notice.
- (18) Notice of any directors' meeting must indicate:
 - a. its proposed date and time;
 - b. where it is to take place; and
 - c. if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (19) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (20) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

- (21) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
 - a. the meeting has been called and takes place in accordance with the articles, and
 - b. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (22) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (23) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

- (24) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (25) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two unless there is just a sole director in office, and unless otherwise fixed it is two.
- (26) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
 - a. to appoint further directors, or
 - b. to call a general meeting so as to enable the shareholders to appoint further directors.

Chairing of directors' meetings

- (27) The directors may appoint a director to chair their meetings.
- (28) The person so appointed for the time being is known as the chairman.
- (29) The directors may terminate the chairman's appointment at any time.
- (30) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

- (31) The chairman or other director chairing the meeting shall not, if the numbers of votes for and against a proposal are equal, have a second or casting vote.

Conflicts of interest

- (32) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (33) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (34) This paragraph applies when:
 - a. the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - b. the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - c. the director's conflict of interest arises from a permitted cause.
- (35) For the purposes of this article, the following are permitted causes:
 - (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for shares or other securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and

- (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- (36) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- (37) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- (38) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- (39) Where the number of non-conflicted directors is less than the quorum for the purposes of approving a resolution authorising any situation or transaction constituting a conflict as anticipated by the Companies Acts, the quorum shall be all the disinterested directors.
- (40) When all the directors of the Company are conflicted, the Company shall pass the conflict to the Company's shareholders for approval by ordinary resolution.

Records of decisions to be kept

- (41) The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

- (42) Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

NUMBER AND APPOINTMENT OF DIRECTORS

Methods of appointing directors

- (43) There shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the Company has two or more directors, at least one of them shall be a natural person
- (44) Any person 16 years of age or more and who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:
 - (a) by ordinary resolution; or
 - (b) by a decision of the directors.
- (45) In any case where, as a result of death, the Company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director.
- (46) For the purposes of paragraph (3), where 2 or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder.

Termination of director's appointment

- (47) A person ceases to be a director as soon as:
- a. that person ceases to be a director by virtue of any provision of the Companies Acts or is prohibited from being a director by law;
 - b. a bankruptcy order is made against that person;
 - c. a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - d. a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - e. notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
 - f. he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

Directors' remuneration

(48) Directors may undertake any services for the Company that the directors decide.

(49) Directors are entitled to such remuneration as the directors determine:

- a. for their services to the Company as directors, and
- b. for any other service which they undertake for the Company.

(50) Subject to the articles, a director's remuneration may:

- a. take any form, and
- b. include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

(51) Unless the directors decide otherwise, directors' remuneration accrues from day to day.

(52) Unless the directors decide otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

Directors' expenses

(53) The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- (a) meetings of directors or committees of directors;
- (b) general meetings, or
- (c) separate meetings of the holders of any class of shares or of debentures of the Company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

ARTICLE 5

SHARES AND DISTRIBUTIONS SHARES

All shares to be fully paid up

- (54) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue.
- (55) This does not apply to shares taken on the formation of the Company by the subscribers to the Company's memorandum.

Currency of share capital

- (56) The Shares shall be in USD.

Authorised capital

- (57) The authorised share capital of the Company \$ 250,000.00 divided into 1,000 shares with per value \$ 250.00 each.

Powers to issue different classes of share

- (58) Subject to the articles, but without prejudice to the rights attached to any existing share, the Company may issue shares with such rights or restrictions as may be determined by ordinary resolution.
- (59) The Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.

Company not bound by less than absolute interests

- (60) Except as required by law, no person is to be recognised by the Company as holding any share upon any trust, and except as otherwise required by law or the articles, the Company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

Share certificates

- (61) The Company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.
- (62) Every certificate must specify:
- (a) in respect of how many shares it is issued;
 - (b) the nominal value of those shares;
 - (c) any distinguishing numbers assigned to them.
- (63) No certificate may be issued in respect of shares of more than one class.
- (64) If more than one person/company holds a share: only one certificate may be issued in respect of it.
- (65) Certificates must:
- a. have affixed to them the Company's common seal, or
 - b. be otherwise executed in accordance with the Companies Acts.

Replacement share certificates

- (66) If a certificate issued in respect of a shareholder's shares is:
- a. damaged or defaced; or
 - b. said to be lost, stolen or destroyed,
- that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.
- (67) A shareholder exercising the right to be issued with such a replacement certificate:
- a. may at the same time exercise the right to be issued with a single certificate or separate certificates;
 - b. must return the certificate which is to be replaced to the Company if it is damaged or defaced and
 - c. must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

Share transfers

- (68) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.
- (69) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
- (70) The Company may retain any instrument of transfer which is registered.
- (71) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.
- (72) The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

Transmission of shares

- (73) If title to a share passes to a transmitter, the Company may only recognise the transmitter as having any title to that share.
- (74) A transmitter who produces such evidence of entitlement to shares as the directors may properly require:
- a. may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person/company, and
 - b. subject to the articles, and pending any transfer of the shares to another person/company, has the same rights as the holder had.
- (75) But transmitters do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

Exercise of transmitters' rights

- (76) Transmitters who wish to become the holders of shares to which they have become entitled must notify the Company in writing of that wish.
- (77) If the transmitter wishes to have a share transferred to another person, the transmitter must execute an instrument of transfer in respect of it.
- (78) Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmitter has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

Transmitters bound by prior notices

- (79) If a notice is given to a shareholder in respect of shares and a transmitter is entitled to those shares, the transmitter is bound by the notice if it was given to the shareholder before the transmitter's name has been entered in the register of members.

DIVIDENDS AND OTHER DISTRIBUTIONS

Procedure for declaring dividends

- (80) The Company may, by ordinary resolution declare dividends, and the directors may decide to pay interim dividends but a dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors and no dividend may be declared or paid unless it is in accordance with shareholders' respective rights.
- (81) Unless:
 - (a) the shareholders' resolution to declare; or
 - (b) directors' decision to pay a dividend; or
 - (c) the terms on which shares are issued, specify otherwise,it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.
- (82) If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears.
- (83) The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.
- (84) If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

Payment of dividends and other distributions

- (85) Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means:
 - a. transfer to a bank or building society account specified by the distribution recipient in writing; or
 - b. sending a cheque, payable to the distribution recipient, by post to the distribution recipient at his registered address (if the distribution recipient is a holder of the share), or (in any other

case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide; or

- c. any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide.

(86) In the articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable:

- a. the holder of the share; or
- b. if the share has two or more joint holders, whichever of them is named first in the register of members; or
- c. if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

No interest on distributions

(87) The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by the terms on which the share was issued, or the provisions of another agreement between the holder of that share and the Company.

Unclaimed distributions

(88) All dividends or other sums which are payable in respect of shares and unclaimed after having been declared or become payable, may be invested or otherwise made use of by the directors for the benefit of the Company until claimed.

(89) The payment of any such dividend or other sum into a separate account does not make the Company a trustee in respect of it and if

- a. twelve years have passed from the date on which a dividend or other sum became due for payment; and
- b. the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the Company.

Non-cash distributions

(90) Subject to the terms of issue of the share in question, the Company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).

(91) For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution:

- a. fixing the value of any assets;
- b. paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and
- c. vesting any assets in trustees.

Waiver of distributions

- (92) Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the Company notice in writing to that effect, but if:
- a. the share has more than one holder, or
 - b. more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

CAPITALISATION OF PROFITS

Authority to capitalise and appropriation of capitalised sums

- (93) The directors may, if they are so authorised by an ordinary resolution:
- a. decide to capitalise any profits of the Company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the Company's share premium account or capital redemption reserve; and
 - b. appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.

(94) Capitalised sums must be applied:

- a. on behalf of the persons entitled, and
- b. in the same proportions as a dividend would have been distributed to them.

(95) Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.

(96) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the Company which are then allotted credited as fully paid to the persons entitled or as they may direct.

(97) Subject to the articles the directors may:

- a. apply capitalised sums in accordance with paragraphs (3) and (4) above partly in one way and partly in another;
- b. make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
- c. authorise any person to enter into an agreement with the Company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

ARTICLE 6

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- (98) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (99) A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (100) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (101) In determining attendance at a general meeting, it is immaterial whether any two or more shareholders attending it are in the same place as each other.
- (102) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

- (103) The quorum for a general meeting shall be determined according to section 318 of the 2014 Act and no business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

- (104) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (105) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- a. the directors present, or
 - b. (if no directors are present), the meeting, must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (106) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by directors and non-shareholders

- (107) Directors may attend and speak at general meetings, whether or not they are shareholders.
- (108) The chairman of the meeting may permit other persons who are not:
- a. shareholders of the Company, or

- b. otherwise entitled to exercise the rights of shareholders in relation to general meetings, to attend and speak at a general meeting.

Adjournment

- (109) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, or if at any time during a quorate general meeting the meeting directs him to do so, the chairman of the meeting must adjourn it and he may adjourn a general meeting at which a quorum is present if:
- a. the meeting consents to an adjournment, or
 - b. it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (110) When adjourning a general meeting, the chairman of the meeting must:
- a. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - b. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (111) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- a. to the same persons to whom notice of the Company's general meetings is required to be given, and
 - b. containing the same information which such notice is required to contain.
- (112) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place and if, at an adjourned general meeting, a quorum is not present within half an hour from the time appointed for the meeting, the shareholders present shall be a quorum.

VOTING AT GENERAL MEETINGS

Voting: general

- (113) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded and acted upon in accordance with these articles and sections 321 and 322 of the 2014 Act.

Errors and disputes

- (114) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (115) Any such objection must be referred to the chairman of the meeting, whose decision is final.

Poll votes

- (116) A poll on a resolution may be demanded:
- a. in advance of the general meeting where it is to be put to the vote, or
 - b. at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (117) A poll may be demanded by:
- a. the chairman of the meeting;
 - b. the directors;
 - c. two or more persons having the right to vote on the resolution; or
 - d. a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.
- (118) A demand for a poll may be withdrawn if:
- a. the poll has not yet been taken, and
 - b. the chairman of the meeting consents to the withdrawal.
- (119) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

- (120) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- a. states the name and address of the shareholder appointing the proxy;
 - b. identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
 - c. is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - d. is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (121) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (122) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (123) Unless a proxy notice indicates otherwise, it must be treated as:
- a. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - b. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- (124) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- (125) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (126) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (127) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

- (128) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - a. notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - b. the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (129) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - a. the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - b. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (130) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

ARTICLE 7

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- (131) Anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the 2014 Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- (132) Every notice convening a general meeting shall comply with the provisions of section 307 and 325 of the 2014 Act as to the length of notice required for the meeting and the giving of information to shareholders in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any shareholder is entitled to receive shall be sent to the directors and to the auditor for the time being of the Company.
- (133) Any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

- (134) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

- (135) Any common seal may only be used by the authority of the directors.
- (136) The directors may decide by what means and in what form any common seal is to be used.
- (137) Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (138) For the purposes of this article, an authorised person is:
- a. any director of the Company;
 - b. the Company secretary (if any); or
 - c. any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

- (139) Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a shareholder.

Provision for employees on cessation of business

- (140) The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

- (141) Subject to paragraph (2), a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
 - (b) any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the 2014 Act);
 - (c) any other liability incurred by that director as an officer of the Company or an associated company.
- (142) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (143) In this article:

- a. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- b. a "relevant director" means any director or former director of the Company or an associated company.

Insurance

(144) The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

(145) In this article:

- a. a "relevant director" means any director or former director of the Company or an associated company;
- b. a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and
- c. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

