

THE COMPANIES LAW CAP. 113

**PRIVATE COMPANY OF LIMITED LIABILITY BY
SHARES**

MEMORANDUM OF ASSOCIATION

OF THE COMPANY

MORRISTON INVESTMENTS LIMITED

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| Name | 1. The name of the Company is:

MORRISTON INVESTMENTS LIMITED |
| Office | 2. The Registered Office of the Company will be situated in Cyprus. |
| Objects | 3. The objects for which the Company is established are:

(1) To carry on the business of a holding and an investment company with its own funds and for that purpose to acquire and hold either in the name of the Company or in that of any nominee, shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business, and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, public body or authority, dependent, municipal, local or otherwise in any part of the world and to undertake and promote the establishment of business in any part of the world and to promote to this effect, the creation of companies, partnerships, joint ventures, branches and in general, all forms of carrying on business.

(2) To operate as a Cyprus Investment Firm (C.I.F.) within the provision of investment services, the exercise of investment activities and the operation of Regulated markets Law 87(I)/2017 and to provide those investment services and ancillary activities in relation to the financial instruments that are defined by its authorization, provided that it possesses such a license from Cyprus Securities and Exchange Commission (CySEC).

(3) To carry on either alone or in common with others in any part of the world, either in free zones or bonded areas or elsewhere, |

the business of commerce, general trade works or business, imports, exports, buying, selling, exchanging or in other way trading of goods, industrial products, agricultural products, minerals and in general products of any kind and denomination, either on a cash basis or on credit, or on hire purchase or against any other consideration and to carry on the business of commission agents or agents or brokers in any kind of trading transactions, for imports, exports, purchases, sales, exchanges of goods, industrial products, building materials, office equipment and supplies, agricultural products, minerals and in general of products of any kind and any denomination.

- (3) To carry on, in any part of the world, activities of business consultants and of management consultants, to industrial or commercial or any other enterprises in general, and to advise on methods of development and improving of such enterprises in the fields of technology, industry and commerce as well as on matters of personnel and administration, introduction of systems or processes of production, storage, distribution, marketing of products and systems of sales and sales promotion and to undertake research and special studies on all abovementioned matters.
- (4) To provide or secure from others the provision of all and any assistance, services, employment of any nature referring to the business sector which any person, firm, or company wishes in connection with any business exercised by them including the engagement, training and lease of professional, clerical, manual, technical and other personnel, workers and specialised personnel.
- (5) To acquire or possess either by purchase, lease, exchange or otherwise, offices or other property, lodgings, furniture, equipment, components and branches of the same or any objects for the purpose of leasing or renting them or to make them available for use or otherwise by any person, firm or company.
- (6) To carry on and undertake any other business, activity or do any act whatsoever which may seem to the Directors capable of being conveniently or advantageously carried on or done or undertaken in connection with any of the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business, property or rights and to undertake any work or business commenced or carried on or performed prior to incorporation and which the Company decides to take over or continue.
- (7) To purchase, accept by way or gift, take on lease or sub-lease or in exchange, or otherwise acquire or possess and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, permits, licences, stock-in-trade, and movable and immovable property of any kind and description (whether mortgaged, charged or not) necessary or convenient for the purposes of or in connection with the Company's

business or any branch or department thereof or which may enhance the value of any other property of the Company.

- (8) To erect, maintain, work, manage, construct, reconstruct, alter, enlarge, repair, improve, adapt, furnish, decorate, control, pull down, replace any shops, offices, flats, electric or water works, workshops, mills, plants, machinery, warehouses and any other works, buildings, technical installations and facilities or structures whatsoever, which the Company may consider desirable for the purposes of its business and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, operation, management, carrying out or control thereof.
- (9) To improve, manage, control, cultivate, develop, exploit, exchange, let on lease or otherwise grant, mortgage, charge, sell, dispose of, grant as gift, grant rights and privileges in respect of the property assets and rights of the Company or in which the Company is interested or otherwise deal with all or any part of this 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.
- (10) 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, property rights and rights or things of any description, which the Company judges as capable of being used or dealt with in connection with any of its objects.
- (11) To deal in, utilise for building or other purposes, let on lease or sublease or on hire, to assign or grant licence over the whole or any part or parts of its immovable property and to charge or mortgage, the whole or any part or parts of the immovable property belonging to the Company or any rights therein or in which the Company is interested on such terms as the Company may on each occasion determine.
- (12) To purchase or otherwise acquire all or any part of the business, assets, property and liabilities of any company, society, partnership or person, formed for all or any of the purposes within the objects of this Company.
- (13) To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, brevets d'invention, copyright or secret processes, which may be useful for the Company's objects and for this purpose, to grant licences to use the same.
- (14) To pay all costs, charges and expenses incurred or sustained in or about the promotion, formation and establishment of the Company or which the Company shall consider to be in the nature of preliminary expenses or expenses incurred prior to incorporation and with a view to incorporation, including therein professional fees for professional services rendered, the cost of advertising, taxes, commissions for underwriting,

brokerage, printing and stationery, salaries to employees and other similar expenses relating to the formation and functioning of agencies, local boards or local administration or other bodies, or expenses relating to any business or work carried on or performed prior to incorporation, which the Company decides to take over or continue.

- (15) Upon any issue of shares, debentures or other securities of the Company, to appoint brokers, commission agents, persons, organizations or banks 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 take the same, or in any other manner allowed by law.
- (16) To borrow, raise money or secure obligations (whether of the Company or any other person) in such manner and on such terms as may seem expedient, including the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages or any other securities, founded or based upon all or any of the property and rights of the Company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the Company may determine at its discretion on each occasion.
- (17) To give credit and to lend or advance money to any person, firm or company, to guarantee and give guarantees or indemnities or securities for the payment of money or the performance of contracts or obligations by any person, firm or company, to secure or undertake in any way the repayment of money lent or advanced to any person, firm or company or the liabilities incurred by any such person, firm or company.
- (18) To issue, sign, accept, indorse, discount, trade in and otherwise negotiate bills of exchange, promissory notes, bills of lading and other negotiable or transferable instruments, titles or securities. To advance and lend money whether upon such guarantee or security as the Company may think proper or without such guarantee or security therefor.
- (19) To invest the monies of the Company not immediately required by the Company, in such investments other than in the shares of this Company, as from time to time may be determined by the Directors.
- (20) To issue or guarantee the issue of or the payment of interest on the issue of shares, debentures, debenture stock or other securities or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect or any such issue.
- (21) 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 interest in any other company, society or expenses whatsoever.

- (22) To issue and allot shares whether fully paid or not from the capital of the Company or issue debentures or securities in full or partial 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 rendering services to the Company or grant donations to such persons.
- (23) To establish anywhere in the world branch offices, regional offices, branches, agencies and local boards and for this purpose to regulate and to discontinue the same.
- (24) To provide for the welfare of persons in the employment of the Company (including its officers) or persons formerly in the employment of the Company or its predecessors in business (including officers or employees of any subsidiary or associated or allied company of this Company, and the wives, widows, dependants and families of such persons), by grants of money, pensions or other payments, (including payments of insurance premium) and to form, subscribe to, or otherwise aid, any trust, fund or scheme for the benefit of such persons, and any benevolent, religious, scientific, national or other institutions or objects of any kind, which shall have any moral or other claims of support or aid by the Company by reason of the nature or the type of its operations or otherwise.
- (25) From time to time to subscribe or contribute to any charitable, benevolent, or useful object of a public character, the support of which will, in the opinion of the Company, contribute to the increase of its reputation or popularity amongst its employees, its customers or the public.
- (26) To enter into and carry into effect any arrangements for joint business, union of interests, limitation of competition, partnership or sharing of profits, or amalgamation with any other company, partnership or person, carrying on business within the objects of this Company.
- (27) To establish, promote and otherwise assist, any company or companies for the purpose of acquiring any of the property of such company or companies or for the purpose of furthering any of the objects of this Company or for any other purpose which may seem directly or indirectly beneficial to the Company.
- (28) To apply for, promote, and achieve the passing of any Law, Order, Regulation, concession, right, privilege, licence or permit in order to enable the Company to achieve any of its objects, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient to the Company. To oppose any proceedings or applications which may seem directly or indirectly prejudicial the Company's interests and to enter into and execute any arrangement with any Government or Authority, (supreme, municipal, local or otherwise) that may seem conducive to the Company's objects or any of them.

- (29) To sell, dispose of, mortgage, charge, grant rights or options or transfer the business, property and undertakings of the Company, or any part or parts thereof, for any consideration which the Company may at its discretion accept.
- (30) To accept stock or shares or debentures, mortgage debentures or other securities of any other company in payment or part payment of any services rendered by the Company to such company.
- (31) To distribute in specie, in cash or otherwise as may be resolved on each occasion, any assets of the Company among its Members and particularly the shares, debentures or other securities of any other company belonging to this Company or which this Company may have the power of disposing.
- (32) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with other companies, firms or persons, either as factor, trustee, principal, sub-contractor or agent of other companies, firms or persons, or through any factors, trustees, sub-contractor or agents.
- (33) To procure the Company to be registered or recognised in any country or place, to act as secretary, manager, director or treasurer of any other company.
- (34) Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest possible 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-clauses or from the provisions of any other sub-clause or marginal title or the name of the Company. The said sub-clauses, the objects therein specified and the powers thereby conferred shall not be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause. The Company may exercise all or any of the powers conferred upon it by one or more of the said sub-clauses and to achieve or to endeavour to achieve all or any of the objects specified therein.

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| Liability | 4. | The liability of the Members is limited. |
| Capital | 5. | The share capital of the Company is € 10 000 (Ten Thousand Euro) divided into 10 000 shares of EURO 1,00 each with power to issue any of the shares in the capital original, increased or subject to any preferential, special or qualified rights or conditions as regards dividends, repayment of capital, voting rights or otherwise. |

THE COMPANIES LAW, CAP. 113

COMPANY OF LIMITED LIABILITY BY SHARES

ARTICLES OF ASSOCIATION

OF

MORRISTON INVESTMENTS LIMITED

OF THE COMPANY

INTERPRETATION

1. In these Articles:-

"**secretary**" means any person appointed to perform the duties of the secretary of the Company and includes an assistant secretary.

"**Board of Directors**" means either all the directors or the sole director of the Company and reference to a decision/s or act/s or judgement of the Board of Directors shall be considered as reference to a decision/s of the Board of Directors taken by the Board of Directors with the required quorum and in accordance to the provisions of the Articles of Association.

"**member**" or "**shareholder**" shall have the same meaning.

"**the Law**" means the Companies Law, Cap. 113 and/ or any law substituting or amending the same.

"**person**" means natural and legal person or other entity whether incorporated or not.

"**Director**" and "**director**" shall have the same meaning.

"**the seal**" means the common seal of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Law or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

PRELIMINARY

- 2A. The Company is a private company and consequently:-
- (i) The right to transfer shares is restricted in the manner hereinafter prescribed.
 - (ii) **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.**
 - (iii) *Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.*
 - (iv) **The Company shall not have power to issue share warrants to bearer.**
- 2B. **In case the Company has one member only, the provisions of these Articles relating to members of the Company shall be treated and considered as automatically amended and as if referring to one member only, unless the Law otherwise provides.**
- 2C. **In case the Company has or may have at any time in the future only one member, such one and only member of the Company shall exercise all the powers of the general meeting under the Law, provided always that decisions taken by such member at general meetings shall be entered in minutes or shall be in writing and shall be signed by that member and shall constitute decisions of the general meeting. A written decision or resolution in writing signed by the sole member or on the sole member's behalf and delivered to the Company shall be as valid and effective as if the decision or resolution were, on the date appearing on the same, duly taken or approved (respectively) by the sole member at a general meeting.**
- 2D. **Provided that contracts entered into between the sole member and the Company shall be entered in minutes or be in writing unless they relate to the current activities of the Company carried out in the ordinary course of business.**
3. Any branch or nature of business for which there is either an express or an implied by the Memorandum of Association of the Company or by these Articles authorisation to be undertaken by the Company may be undertaken by the Board of Directors at such time or times as they would deem fit and, furthermore, may remain by the Board of Directors in abeyance, irrespective of whether such branch or nature of business has actually started or not, if the Board of Directors would deem fit not to start or not to continue with such branch or nature of business..
4. The Company shall pay all preliminary and other expenses and enter into, adopt or carry into effect and take over or continue (with such modifications, if

any, as the contracting parties shall agree and the Board of Directors shall approve), any agreement or business or work reached or carried on (as the case might be) prior to incorporation, as the Company may decide.

SHARE CAPITAL AND VARIATION OF RIGHTS

5. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine.
6. **Subject to the provisions of section 57 of the Law, any preference shares may, with the sanction of a special resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.**
7. If at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of 75% of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class or of the sole holder of the said shares. The provisions of these Articles of Association relating to the passing of resolutions in writing by the members shall apply mutatis mutandis. It is understood that the variation of any class of shares, besides the above prerequisites, also requires the consent of the $\frac{3}{4}$ of the members of the Company.

It is also provided that no variation shall take place which would result in the variation of the rights of holders of shares of another class or other classes of shares except (a) in the case where the written consent of the holders of the 75% of the issued shares of each such other class is given or (b) with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of each such other class

8. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
9. The Company may exercise the powers of paying commissions conferred by section 52 of the Law, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of 10 per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.
10. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any

fractional part of a share or (except only as by these Articles or by law or by an order of a court of competent jurisdiction otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

Notwithstanding the above, but always subject to the provisions of section 112 of the Law, the Company may if it so desires and if it has been notified in writing thereof, recognise the existence of a trust on any share although it may not register the same in the Register of Members of the Company. Such recognition by the Company is made known to the trustees by letter and is irrevocable as long as such trust remains in existence, even though trustees or any of them may be replaced.

11. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after allotment or lodging of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of 20 cent or any other sum for every certificate after the first or such less sum as the Board of Directors shall from time to time determine. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
12. If a share certificate be defaced, lost or destroyed, it may be replaced on payment of a fee of 20 cent or such other sum and on such terms (if any) as to evidence and indemnity to be provided and the payment of out-of-pocket expenses of the Company for investigating evidence as the Board of Directors think fit in their discretion.
13. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this Regulation shall prohibit transactions mentioned in the section 53(1) of the Law.

LIEN

14. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person for all moneys that for any reason and for any cause whatsoever are presently payable by him or his estate to the Company; but the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Regulation. The Company's right to a lien, if any, on a share shall extend to all dividends payable thereon as well as on any capital or other moneys which may at any time be payable by the Company to such person.
15. The Company may sell, in such manner as the Board of Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum

in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

16. To give effect to any such sale the Board of Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
17. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

ISSUE OF SHARES

18. Unless the Company otherwise resolves in general meeting, the original shares in the nominal capital which at the time were not issued and allotted as well as the newly issued from time to time shares, shall be offered by the Board of Directors to the members in proportion to the number of shares already held by them and such offer shall be made by notice fixing the number of shares which each member is entitled to be allotted and restricting the time in which the offer if not accepted, shall be deemed as having been declined and after which time or on receipt of a declaration by the member to whom such a notice is given that he declines to accept the shares offered, the Board of Directors may, subject to the present Articles allot or otherwise dispose the same in the most beneficial to the Company way.

CALLS ON SHARES

19. The Board of Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Board of Directors may determine.
20. A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising the call was passed and may provide for payments by instalments.
21. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
22. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual

payment at such rate not exceeding 9 per cent per annum as the Board of Directors may determine, but the Board of Directors shall be at liberty to waive payment of such interest wholly or in part.

23. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether the nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
24. The Board of Directors may, on the issue of shares, differentiate between the holders of shares as to the number of calls, amount to be paid on each call and the times of payment.
25. The Board of Directors may, if it thinks fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall, subject always to the provisions of any law in force at the time, otherwise direct) nine per cent per annum, as may be agreed upon between the Board of Directors and the member paying such sum in advance.

TRANSFER OF SHARES

26. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the Register of Members in respect thereof. The instrument of transfer of any share shall be delivered to the Company together with the share certificate in relation to which the transfer relates. It is understood that in accordance to section 73 of the Law, the power of the Company to register as shareholders any persons whose rights to the shares in the Company was transferred pursuant to the Law shall not be affected by the provisions of the Law relating to the need of delivery of an instrument of transfer of shares.
27. Subject to such of the restrictions of these Articles as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Board of Directors may approve.
28. The Board of Directors may, independently of any other provision of the Articles, and in addition to its rights under Regulation 29 herein below, in its absolute discretion and without assigning any reason thereof decline to register the transfer of a share to a person of whom it shall not approve, and it may also decline to register the transfer of any share on which the Company has a lien.

Provided that in case the shares of the Company are held by only one member the provision of the above Regulation shall not apply.

29. The Board of Directors may also decline to recognise any instrument of transfer unless:-

- (a) a fee of 20 cent or such lesser sum as the Board of Directors may from time to time require is paid to the Company in respect thereof;
 - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and/or such other evidence as the Board of Directors may reasonably require to show the right of the transferor to make the transfer; and
 - (c) the instrument of transfer is in respect of only one class of shares.
30. If the Board of Directors refuses to register a transfer it shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
31. The registration of transfers may be suspended at such times and for such periods as the Board of Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.
32. The Company shall be entitled to charge and collect a fee not exceeding 20 cent on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, or other instrument.

PREEMPTION RIGHTS

33. The free transfer of shares as below provided shall not be allowed if by such transfer there would result, directly or indirectly, the transformation of this Company to a public company, except if the Board of Directors would otherwise resolve unanimously.
34. No transfer of shares to any member of the Company or not, which is not provided by these Articles to be freely allowed, may be effected so long as any member wishes to buy such share at its fair value which shall be fixed as herein below provided and the pre-emption rights hereinafter set forth shall have been exhausted.
35. Provided that in case a member (“the seller”) that intends to sell any share or shares (“the offered shares”) (a) to another member or members of the Company and/or (b) to any third party, such sale shall be freely allowed provided that the seller has secured the written consent of all the rest of the members with regards to such sale as well as the written waiver by such members of their rights in relation to their pre-emption rights referred to under these Regulations.
36. Except in the case provided for in the above Regulation 35, the rights of transfer of shares is subject to the following provisions of purchase.

The seller shall offer to sell the offered shares:

- (a) to the members in such proportion as the members shall agree or if they do not agree within the time period defined by the seller (such period not being less than 7 days nor more than 14 days from the date of the offer), in the same proportion to the number of the shares that they hold respectively, and

(b) at a price per offered share which shall be agreed between the seller and the members or if they do not agree within the time period defined by the seller (such period not being less than 14 days nor more than 28 days from the date of the offer) and subject to the reservation of the rights of the seller as provided under Regulation 37 below, at the price which shall be set by the auditors of the Company)(or such other auditors as the said auditors may define) as the fair value of the offered shares on an arm's length transaction basis between a willing seller and a willing buyer and that the fair value of each offered shares shall be its value in proportion to the total value of all the issued shares.

37. Provided that when the auditors set the fair value of the offered shares the seller shall be entitled to, if he/she/it disagrees with the fair value, to cancel the sale of the offered shares. The costs for the setting of the fair value shall burden the Company unless the seller cancels the sale as provided above in which case the seller shall be burdened with these expenses.
38. If the offer of some or all of the offered shares is not accepted within 15 days from the agreed or set fair value then the seller shall be free to sell, transfer or otherwise dispose the non-accepted offered shares to anyone who wishes to purchase the same within the following 90 days ("free period") but at a price per share not lowers than the value set as provided under Regulation 36(b) above.
39. It is always provided that at the end of each such fee period the right of transfer of shares in relation to the shares which have not been sold is subject again to the pre-emption rights of the present Articles.

PLEDGE

40. Notwithstanding any other provisions of the Articles, no share shall be given by a member as a pledge or as security for a loan, debt or obligation without the sanction of the Board of Directors, and the Board of Directors shall decline to register or recognise any such pledge or security given in contravention of this Regulation, which pledge or security shall not be valid towards the Company, save as otherwise provided by law.

TRANSMISSION OF SHARES

- 41. In case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title or interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.**
42. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled, upon such evidence being produced as may from time to time properly be required by the Board of Directors and subject as hereinafter provided to, elect: (a) either to be registered himself as holder or beneficiary of the share or (b) to offer the shares to the remaining members according to the provisions relating to the pre-emption rights on shares.
43. If the person so becoming entitled shall elect to be registered himself as the holder of the share, he shall deliver or send to the Company a notice in writing

signed by him stating that he so elects. If he shall elect to have another person registered as the holder of a share he shall testify his election as provided under Regulation 10. In case he sells his shares to the remaining members of the Company as above provided then he should follow the procedure set out and indicated in Regulation 33 to 39 above. All the limitations restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice of transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

44. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would have been entitled to if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled, in respect of it to exercise any right conferred by membership in relation to meetings or resolutions in writing by the members of the Company.

Provided always that the Board of Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Board of Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

45. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board of Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
46. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed, the shares in respect of which the call was made, will be liable to be forfeited.
47. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board of Directors to that effect.
48. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board of Directors think fit, and at any time before a sale or disposal the forfeiture may be cancelled on such terms as the Board of Directors thinks fit.
49. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

50. A written declaration as provided by law that the person making the declaration is a director or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company shall be entitled to collect the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
51. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

52. The Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe. Such shares may be distributed by the Board of Directors as provided in Regulation 18 above.
53. The Company may by ordinary resolution:
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) subdivide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association subject, nevertheless, to the provisions of section 60(1)(d) of the Law;
 - (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
54. The Company may by special resolution reduce its share capital or its capital redemption reserve fund or any share premium account in any manner and with, and subject to the completion of any authorized act and in accordance to the provisions of the Law and subject to the terms and conditions of such law.

GENERAL MEETINGS

55. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board of Directors shall nominate.
56. All general meetings other than annual general meetings shall be called extraordinary general meetings.

57. The Board of Directors may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened by the Board of Directors on requisition, or in default, may be convened by such requisitionists, as provided by section 126 of the Law. If at any time there are not within Cyprus sufficient directors capable of acting to form a quorum, any director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board of Directors.

NOTICE OF GENERAL MEETINGS

58. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by fourteen 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 the meeting is set.
59. The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in manner mentioned in Regulations 147 to 150 or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Regulation, be deemed to have been duly called if it is so agreed -

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent (95%) in nominal value of the shares giving that right.
60. 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 at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

61. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an 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, the election of directors in the place of those retiring, if any, and the appointment of, and the fixing of the remuneration of, the auditors.
62. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, the holder/s of 51% of the issued shares of the Company, present in person or by proxy shall be a quorum.

63. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
64. All notices and other communications relating to a general meeting and which each member is entitled to receive, shall also be given to the auditors of the Company.
65. The chairman, if any, of the Board of Directors shall preside as chairman at every general meeting of the Company, or if there is not such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.
66. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
67. 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 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 or of the business to be transacted at an adjourned meeting.
68. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll

The declaration by the chairman that a resolution has been carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
69. Except as provided in Regulation 71, a poll shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
70. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded shall proceed, however, the business for which a poll was demanded remaining pending.

VOTES OF MEMBERS

71. Subject to any rights or restrictions for the time being attached to any class or classes of shares and subject also to any special provisions contained in these

Articles, on a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.

72. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
73. A member of unsound mind, or in respect of whom an order has been made by Court having relevant jurisdiction, may vote, on a poll, by the administrator of his property, his committee, receiver, curator bonis, or other person in the nature of an administrator, committee, receiver or curator bonis or other person of relevant capacity as any of the above are appointed by that Court, and any such administrator, committee, receiver, curator bonis or other person may vote by proxy or attorney in fact.
74. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
75. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
76. On a poll votes may be given either personally or by proxy.
77. Each member shall be entitled to appoint one or more proxies to attend on the same occasion, on condition however that such appointment shall be made in one single instrument. Provided that, the attendance on any occasion of the person first mentioned in the instrument of proxy, shall preclude any other person named therein from attending and so on.
78. The instrument appointing a proxy shall be in writing signed by the appointor or of his attorney duly authorised in writing, or, if the appointor is a legal entity, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
79. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a legalised certified copy or copy bearing apostille or notarial attestation accordingly, of that power or authority shall be deposited at the registered office of the Company at least 24 hours before the time specified for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or be delivered at the place specified for that purpose in the notice convening the meeting in such manner and at such time as may be specified in such notice Any instrument of proxy not deposited or delivered in the manner and at the time herein or in accordance with the above provisions prescribed shall not be treated as valid.
80. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"

Limited.

I/We, _____, of _____, being a member/members of the above-named company, hereby appoint _____ of _____, or failing him of _____, as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the company, to be held on the _____ day of _____ and at any adjournment thereof.

Signed this _____ day of _____ .

81. Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

" _____ Limited.

I/We, _____, of _____, being a member/members of the above-named company, hereby appoint _____ of _____, or failing him of _____, as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the company, to be held on the _____ day of _____ and any adjournment thereof.

Signed this _____ day of _____ .

This form is to be used in favour of*/against the resolution. Unless the proxy is otherwise instructed, the proxy shall vote as such proxy wishes.

*Strike out whichever is not desired."

82. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll or to agree to a meeting being called by shorter notice as provided in Regulation 59 above. Furthermore the proxy may also grant the right to sign the written resolutions as provided in Regulation 86 below.

83. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or prior revocation of the proxy or of the authority under which the proxy was executed, or the prior transfer of the share in respect of which the proxy is given, provided that no notice in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

84. The Chairman of a general meeting has no second or casting vote.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

85. Any corporation which is a member of the Company may by resolution of its Board of Directors or other governing body or as provided by the Regulations and laws on matters of representation of such member, 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 exercise if it were an individual member of the company _____ unless the authorisation is limited in which case the powers of such person shall also be limited.

RESOLUTIONS IN WRITING BY THE MEMBERS

86. Subject to the provisions of the Law, a resolution in writing signed, or approved by letter, telegram, facsimile or other mode of transmission of writing by all the members (or their authorized representatives or proxies) for the time being entitled to receive notice of and to attend and vote at General Meetings - or being corporations by their duly authorised representatives - shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held. The signature of such members as aforesaid may be given on one and the same document or on more than one document provided that such signature is given under the text of the resolution proposed to be passed. The written resolution shall be deemed as having commencement validity date the date appearing on such resolution notwithstanding the date on which the members (or their duly authorised representatives or proxies) placed their signature thereon.

DIRECTORS

87. (a) The minimum number of directors shall be one unless otherwise set by special resolution and there shall be no maximum number.
- (b) The number and names of the first directors shall be decided by the subscribers to the Memorandum of Association of the Company.
- (c) Save as provided in these Articles, all directors shall hold office until they are removed or resign or cease for any reason to be directors.
88. The remuneration of the directors shall from time to time be determined by the company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee of the directors or general meeting of the company or in connection with the business of the Company.
89. It shall not be necessary for a director to be registered holder of shares in the Company in order to be a director, and in such case he shall be entitled to receive notice and attend all the general meetings of the Company.
90. A director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise direct.

BORROWING POWERS

91. The Board of Directors may exercise all the powers of the Company to borrow or raise money, to charge or mortgage its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities as security for any debt, loss or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

92. (A) The business of the Company shall be managed by the Board of Directors, who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the Company as are not, by the Law or by these Articles, required to be exercised by the company in general meeting, subject, nevertheless, to any of these Articles, to the provisions of the Law and to such Articles, being not inconsistent with the aforesaid Articles or 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 Board of Directors which could have been valid if that Regulation had not been made.
- (B) No director (except the sole director who, for the avoidance of doubt, may exercise all the powers, authorities and discretion granted to the Board of Directors by these Articles or the Law) or other officer of the Company nor any other person shall have any express or implied or ostensible authority to execute or sign any document or instrument on behalf of the Company or act on behalf of the Company or otherwise bind the Company in any way except if expressly authorised by a resolution of the Board of Directors or of a duly authorised, by the Board of Directors, committee.
93. The Board of Directors may from time to time and at any time by power of attorney appoint any person, company, firm or body of persons, whether nominated directly or indirectly by the Board of Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board of Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board of Directors may think fit. The Board of Directors may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
94. The Company may exercise the powers conferred by section 36 of the Law with regard to having an official seal for use abroad, and such powers shall be vested in the Board of Directors.
95. The Company may exercise the powers conferred upon the Company by sections 114 to 117 (both inclusive) of the Law with regard to the keeping of a dominion register, and the Board of Directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit in respect of keeping any such register.
96. A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Board of Directors in accordance with section 191 of the Law.
97. Each director may vote as director in respect of any contract or arrangement in which he is personally interested or in respect of any other matter referred to in section 191 of the Companies Law and if he does so vote his vote shall be counted and shall, also, be counted in the quorum present at the meeting when considering such contract or arrangement.
98. The directors may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with their office as member of

the Board of Directors for such period and on such terms (as to remuneration and otherwise) as the Board of Directors may determine.

99. No director or intending director shall be disqualified from his office due to contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any member of the Board of Directors is in any way interested, be liable to be cancelled. The members of the Board of Directors contracting in this manner with the Company or which have any benefit/interest as aforesaid shall not be liable to account to the Company for any profit realised by any such contract or arrangement, by reason of such director holding that office or of the fiduciary relation thereby established.

100. Any director may act by himself or through his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise a director or his firm to act as auditor to the Company.

101. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board of Directors shall from time to time by resolution determine.

102. The Board of Directors shall cause minutes to be made in books provided for the purpose -

- (a) of all appointments of officers made by the Board of Directors;
- (b) of the names of the directors present at each meeting of the Board of Directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Board of Directors, and of committees of directors;

and every director present at any meeting of the Board of Directors or committee of directors shall sign his name in a book to be kept for that purpose.

PENSIONS

103. The Board of Directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow of or dependants of any person in respect of services rendered by him to the Company whether as director or director in any executive office or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company notwithstanding that he may be or may have been a director of the Company and the Company may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms or engagement of any such person, without being precluded from granting such retirement pensions or annuities or other gratuities or allowances including allowances on death not as a part and independently of the terms of any engagement but upon the retirement, resignation or death of any such person as the Board of Directors may decide.

ALTERNATE DIRECTORS

104. Each director may at any time and from time to time by an instrument signed by him appoint any person, director or not to be an alternate director in his place and for any period of time he may fix, and such alternate director shall during such period be entitled to attend and vote in any meeting of the Board of Directors and he shall generally have and exercise all rights, powers and duties of the director appointing him, including, the power to sign a resolution in writing as provided in Regulation 121 hereunder in the place of the director who appointed him, provided always that the director who appointed him may at any time revoke such appointment and in case of death or disability of the director who appointed him or in case in which the latter ceases for any reason to be a director the appointment shall be terminated ipso facto and shall be of no effect.
105. If an alternate director is already a director of the Company, he shall have a separate vote, as alternate director and shall be counted separately for the purposes of constituting a quorum.
106. Any person acting as alternate director shall be deemed to be an officer of the Company and he shall be personally liable to it for his acts and omissions and his remuneration shall be paid out of the remuneration of the director appointing him and shall consist of such part of such remuneration as it may be agreed between the director who appointed him and his alternate.
107. The Board of Directors may at any time require from any person, whose name is registered in the register of members of the Company, to furnish them with any information supported - if the Board of Directors so requires - by a statutory declaration, which they may consider necessary for the purpose of enabling them to determine whether or not the Company is an exempt private company within the meaning of paragraph 4 of section 123 of the Law.

DISQUALIFICATION OF DIRECTORS

108. The office of director shall be vacated if the director -
 - (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) becomes prohibited from being a director by reason of any order made under section 180 of the Law; or
 - (c) becomes of unsound mind; or
 - (d) resigns his office by notice in writing to the Company; or
 - (e) ceases to be Director by virtue of section 176 of the Law.

APPOINTMENT AND REMOVAL OF DIRECTORS

109. The Company may from time to time by special resolution increase or reduce the number of directors.
110. The Board of Directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall

not at any time exceed the number fixed by or in accordance with these Articles. Any director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election pursuant to an ordinary resolution of the members and for such period of time as the members shall decide. Provided that in the case of lack of such decision the appointment of such director shall be valid until he is disqualified or is dismissed from his post.

111. The Company may by ordinary resolution, of which special notice has been given in accordance with section 136 of the Law, remove any director notwithstanding anything in these Articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.
112. The Company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding Regulation and without prejudice to the powers of the directors under Regulation 110 the Company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director and determine the period for which such person is to hold office.

PROCEEDINGS OF DIRECTORS

113. The Directors shall meet together as a body- constituting the Board- for the despatch of their business, adjourn and otherwise regulate their meetings as they deem fit. All matters that need be decided on or actions that need be taken by the Company through its Board of Directors shall be decided on, pursuant to meetings of the Board of Directors or resolutions in writing of the Board of Directors pursuant to Regulation 121 herein. All questions and matters arising at any Board of Directors meeting shall be decided on by majority. A director may and the secretary, on the requisition of a director, shall, at any time, summon a meeting of the Board of Directors.
114. The quorum necessary for the transaction of the business of the Board of Directors and the Company as managed by the Board of Directors, shall be one director present in person or by alternate. Provided however that so long as the Company, pursuant to the provisions of these Articles, is entitled to have only one director a resolution in writing signed by such director in accordance with the provisions of Regulation 121 hereunder shall be deemed in all respects as a resolution of the directors passed at a meeting of the directors at which a quorum was present.
115. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary minimum number of directors, the continuing directors or director may act for the purpose of summoning a general meeting of the Company, but for no other purpose. In the event that the Company is entitled and has one director only and he resigns or for any other reasons ceases to act as director, then the members of the Company shall be entitled by ordinary resolution to appoint a new director/new directors.
116. The Board of Directors may elect a chairman of its meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time

appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

117. The Board of Directors may delegate any of their powers to a committee or committees consisting by one or more members elected by the Board of Directors, as it deems fit; every committee so formed shall in the exercise of the powers so delegated conform to any Regulations that may be imposed on it by the Board of Directors as regards its powers, its composition, procedures it follows, quorum or any other matter.
118. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
119. Committees may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by unanimous voting/decision, and in the case of an equality of votes the chairman shall not have a second or casting vote.
120. All acts done by any meeting of the Board of Directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

RESOLUTIONS IN WRITING AND DECISIONS OF THE BOARD OF DIRECTORS VIA TELECOMMUNICATION

121. (a) A resolution in writing, signed or approved by letter, cable, radiogram, telefax or by any other means of transmission of documents by all the directors, or the alternate directors, shall be as valid and effective for all purposes as if the same had been passed at a meeting of the Board of Directors duly convened and held and whenever the same is signed or approved in the manner above specified may consist of several papers each of which shall be signed or approved as above by one or more of the aforesaid persons.
- (b) For the purpose of these Articles the simultaneous linking together by telephone or other means of communication of a number of the directors not less than a quorum, whether or not any one or more of the directors is out of Cyprus, shall be deemed to constitute a meeting of the Board of Directors and all the provisions in these Articles as to meetings of the Board of Directors shall apply to such meetings so long as the following conditions are met:
 - (i) all the directors for the time being entitled to receive notice of a meeting of the Board of Directors shall have received notice of a meeting by telephone or other means of communication and shall be linked by telephone or such other means for the purposes of such meeting. Notice of any such meeting may be given by telephone or other means of communication;
 - (ii) each of the directors taking part in the meeting must be able to hear each of the other directors taking part at the commencement of the meeting;

and a minute of the proceedings at any such meeting shall be sufficient evidence of such proceedings and of the observance of all necessary procedures, if certified as a correct minute by the chairman of the meeting or the secretary.

MANAGING DIRECTOR

122. The Board of Directors may from time to time appoint one or more of its body to the office of Managing Director or Managing Directors for such period and on such terms as they shall resolve pursuant to a decision of the Board of Directors. The Board of Directors may, subject to the terms of any agreement entered into in any particular case, revoke such appointment. A director so appointed shall not, whilst holding that office, be subject to retirement by rotation, if at any point in time a rotation procedure is provided for in the Articles but his appointment is automatically terminated if his directorship is terminated without prejudice to any other claim or right of a Managing Director for any compensation as a result of the revocation of his appointment before the expiration of the same (provided that he receives remuneration as Managing Director in accordance to Regulation 123 below).
123. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Board of Directors may approve from time to time.
124. The Board of Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit; the powers so assigned may be exercised by a Managing Director either collaterally with or to the exclusion of their own powers and the Board of Directors may every time revoke, postpone or vary all or any of such powers.

SECRETARY

125. The secretary shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as they may think fit. The Board of Directors may, if it so wishes, appoint one or more persons to act as assistant secretary; and any secretary or assistant secretary so appointed may be removed by the Board.
126. No person shall be appointed or hold office as secretary who is
- (a) the sole director of the Company; or
 - (b) a corporation the sole director of which is the sole director of the Company; or
 - (c) the sole director of a corporation which is the sole director of the Company.

Provided that in case of a Company with one member only having a sole director, the said director may undertake the position of secretary. In case though that at any point in time the Company shall have more members than one the sole director cannot hold the position of secretary as well and

arrangements should be made by the Director for the appointment of another secretary.

127. A provision of the Law or these Articles requiring or authorising a thing to be done by or to a director and the secretary shall not be deemed as satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

Provided that in case the shares of the Company are held by only one member the provision of the above Article shall not apply.

THE SEAL

128. (a) Subject to the provisions of the Law in force at the time, the seal of the Company when used, shall only be used pursuant to the authority of the Board of Directors and every instrument to which the seal shall be affixed shall be signed by one director or alternate director, or by the secretary or by some other person appointed by the Board of Directors for this purpose.
- (b) The Company may have an official seal, in addition to the aforesaid common seal and the stamp referred to in the law, which shall be as provided by s. 36(1) of the Law and for use as therein provided.

MEETINGS ABROAD

129. Notwithstanding any provision contained in the Articles applicable to the Company, the meetings of the Board of Directors, as well as the general meetings of the Company (ordinary or extraordinary) may be convened and held either in Cyprus or abroad, in any city or at any place as the majority of the directors or as the 50% of the members, as the case may be, may require in writing.

DIVIDENDS AND RESERVE

130. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board of Directors.
131. The Board of Directors may from time to time pay to the members such interim dividends as appears to the Board of Directors to be justified by the profits of the Company.
132. No dividend shall be paid otherwise than out of profits.
133. The Board of Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board of Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion of the Board of Directors, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board of Directors may from time to time think fit. The Board of Directors may also without placing the same to reserve carry forward for future use any profits which they may think prudent not to distribute.

134. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, or in case a unanimous decision of all the members of the Company to that effect is passed, such share shall rank for dividend accordingly.
135. The Board of Directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company in relation to the shares in the Company and the Board of Directors may also deduct from any such dividends any other sums presently payable by him to the Company for any reason.
- 136. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular, but without prejudice to the generality of the foregoing, by the distribution of fully paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the Board of Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Board of Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may transfer any such assets to trustees as may seem expedient to the Board of Directors.**
137. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.
138. No dividend shall bear interest against the Company.

ACCOUNTS

139. The Board of Directors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company; and
 - (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's financial affairs and to explain its transactions.

140. The books of account shall be kept at the registered office of the Company, or, subject to section 141(3) of the Law, at such other place as the Board of Directors thinks fit, and shall always be open to the inspection of the directors.
- 141. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board of Directors or by the Company in general meeting.**
142. The directors shall from time to time, in accordance with sections 142, 144 and 151 of the Law, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
143. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditors' report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company and to every person registered under Regulation 44 of these Articles. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

CAPITALISATION OF PROFITS

144. The Company in general meeting may upon the recommendation of the Board of Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full of un-issued shares or debentures of the Company to be allotted and distributed credited (a) as fully paid up (b) to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution.
- Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of un-issued shares to be issued to members of the Company as fully paid bonus shares.
145. Whenever such a resolution as aforesaid shall have been passed, the Board of Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board of Directors to make such

provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

AUDIT

146. Auditors shall be appointed and their duties regulated in accordance with section 153 to 155 (both inclusive) of the Law.

NOTICES

147. A notice may be given by the Company to any member either personally or by sending it by post or by facsimile or electronic mail transmission or by other means of transmission of documents to him or to his registered address, or (if he has no registered address within Cyprus) to the address, if any, within or out of Cyprus supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected if contained in an envelope, duly addressed and duly stamped and posted by double registered letter and shall be deemed to have been received in the case of a notice of a meeting at the expiration of 72 hours after posting and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where notice is sent by facsimile or electronic mail, service of the notice shall be deemed to be effected by the transmission of the facsimile copy or electronic mail to the proper address, and to have been received on the first working day after the date of such communication or transmission.
148. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.
149. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter, or in any manner in which a notice can be given by the Company as provided for in the present Articles, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within or out of Cyprus supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
150. Notice of every general meeting shall be given in any manner hereinbefore authorised to -
- (a) every member except those members who (having no registered address within Cyprus) have not supplied to the Company an address within or outside Cyprus for the giving of notices to them;

- (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - (c) the auditor for the time being of the Company.
- No other person shall be entitled to receive notices of general meetings.

WINDING UP

151. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Law, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and shall secure an evaluation with regards to the property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

152. The directors, managing directors, managers, agents, auditors, secretary and other officers or servants for the time being of the Company, and the trustees (if any) for the time being acting in relation to any of the affairs of the Company and every of them, and every of their heirs and executors, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages, and expenses, which they are any of them, their or any of their heirs or executors shall or may incur or sustain by reason of any contract entered into or any act done, concurred in, or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own wilful act, neglect or default respectively, and none of them shall be answerable for the acts, omissions or neglects, or defaults, of the other or others of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for any bankers, brokers, or other persons into whose hands any money or assets of the Company may come, or for insufficiency or deficiency of or defect of title of the Company to any security upon which any moneys of or belonging to the Company shall be placed out or invested, or for any loss, misfortune or damage resulting from any such cause as aforesaid, or which may happen in the execution of their respective offices or trusts, or in relation thereto, except the same shall happen by or through their own wilful act or default respectively. The present Regulation shall only apply to the extent that it is not contrary to the provisions of section 197 of the Law.