

MEDIA AND GAMES INVEST ~~PLC~~SE

Memorandum of Association

Name

1. The name of the Company is **Media and Games Invest ~~pl~~SE.**

Registered Office

- ~~1.~~ 2. The registered office of the Company is at 168, St. Christopher Street, Valletta VLT 1467, Malta or at such other address in Malta as the Board of Directors may from time to time determine.

Objects

- ~~2.~~ 3. (1) The objects for which the Company is constituted shall be the following: -
 - a) To acquire and hold, buy and/or sell shares, stocks, bonds, debentures or securities of or in any other company or body of persons (whether such shares or other securities be fully paid up or not) and any other moveable or immovable property, and to invest the funds and assets of the Company in such manner as the Board may deem fit, where the so doing may seem desirable in the interest of the Company, and in such manner as may from time to time be determined, solely in the name of, for and on behalf of the Company and the carrying out of such other acts and entering into such agreements as may be necessary, desirable, connected or ancillary in respect of the above.
 - b) To lend and advance money, give credit (on such terms as it may deem appropriate), grant or provide guarantees, hypothecs, privileges, charges, security interests or other security exclusively to, or in favour of, companies or partnerships which form part of the same group of companies and partnerships as the Company (i.e. to companies and partnerships which have more than fifty per cent of their share capital owned directly or indirectly by the same parent or ultimate parent company or partnership as the Company).
 - c) To receive funds from any company or partnership which form part of the same group of companies and partnerships as the Company and to transfer funds to any company or partnership forming part of the same group of companies and partnerships as the Company.
 - d) To carry out such activities as may be ancillary to the above or as may be necessary or desirable to achieve the above objects.
- (2) In attaining its objects, the Company shall have the following powers;
 - a) To purchase, take on lease or otherwise acquire any movable or immovable

property, whether developed or undeveloped, and any rights necessary or convenient for the carrying on of the Company's business or any part thereof.

- b) To invest, hold, sell or otherwise deal with the moneys of the Company not immediately required in such investments and other property and assets as the Company may from time to time deem fit.
- c) To improve, manage, develop, let on lease or otherwise, hypothecate, charge, sell, dispose of or otherwise deal with all or any of the property and assets and rights of the Company.
- d) To borrow or raise money in such manner as the Company may deem fit and in particular by the issue of debentures, and to secure the repayment of any money borrowed or raised by hypothecation, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and its interests in its subsidiaries and also by a similar hypothecation, charge or lien to secure and guarantee any debt, liability or obligation of the Company or of any third party.
- e) To procure from any person, company, bank or similar institution the security required in favour of third parties to secure and guarantee any obligation undertaken by the Company, including inter alia, hypothecs, privileges, charges or other security or guarantee.
- f) To sell, give on lease or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit, including, inter alia, for shares, debentures or securities of any other Company.
- g) To sell or dispose of the undertaking of the Company or any part thereof, or to amalgamate with any other company for such consideration as the Company may think fit and in particular for shares (whether such shares be fully paid up or not), debentures or securities of any other company having objects altogether or in part similar to those of the Company.
- h) To lend and advance money or give credit to such person, or persons, firms or partnerships and others having dealings with the Company on such terms as may seem expedient to the Company.
- i) To act as agents and/or representatives of any local and/or overseas companies and other business concerns connected with the import and/or export trade or with the provision of services.
- j) To enter into partnership or any arrangement for sharing profits, union of interests, reciprocal concessions, joint venture or co-operation with any person, firm or partnership carrying on or engaged in or about to carry on or engage in any business which the Company is authorised to carry on or engage in.

- k) To do all or any of the above things in any part of the world and either as principals, agents or otherwise and either alone or in conjunction with others and either by or through agents or otherwise.
- l) Where the laws of an approved country or jurisdiction so allow, and upon obtaining the consent of the Registrar of Companies in Malta, to apply to the proper authority of such country or jurisdiction to have the Company registered as continued as if it had been incorporated or registered under the laws of that other country or jurisdiction.
- m) ~~l)~~ To pay out of the funds of the Company all and any costs, charges and expenses.
- n) ~~m)~~ To do all such other things as are incidental or conducive to the attainment of the above objects or powers or any of them.
- (3) Each paragraph of this clause is to be construed independently of the other paragraphs thereof and accordingly it is, in no case, to be limited by reference to any other paragraph. In the event of any ambiguity, this clause shall be construed so as to widen, and not restrict, the objects and powers of the Company, consistently with and subject to the provisions of the ~~Companies Act, 1995~~.

Provided also that nothing in the foregoing objects of the company shall be construed so as to enable the company to exercise investment discretion on behalf of another party; or to manage or give advice relating to any investment portfolio belonging to another party; or to buy, sell, hold, market, advertise, subscribe for, underwrite or otherwise handle any security or investment vehicle as agent; or to act in the capacity of an insurance agent or broker;

Nothing in the foregoing shall be construed as empowering or enabling the company to carry out any activity or service which requires a licence or other authorisation under any law in force in Malta without such a licence or other appropriate authorisation from the relevant competent authority and the provisions of Article 77(3) of the ~~Companies Act~~ shall apply.

Public Company

4. ~~3.~~ The Company shall be a European Public Limited Liability Company ~~within the meaning of the Companies Act, 1995~~ (Societas Europaea).

Share Capital and Class Rights

- 5.1 The authorised share capital of the Company is three hundred and twenty million ~~Euros~~ Euro (~~€300,000,000~~ €320,000,000) divided into :

- (a) three hundred million (300,000,000) Ordinary A Shares ~~of~~ having a nominal value of one Euro (€1) each ~~;~~ and

(b) Two hundred million (200,000,000) Ordinary B Shares having a nominal value of ten cents (€0.10) each

- 5.2 The issued share capital of the Company is ~~sixty-seven million~~one-hundred and twenty-eight million, seven hundred and forty-nine thousand, seven hundred and forty-eight Euro (~~€67,020,000.00~~), ~~divided into sixty-seven million and twenty thousand (67,020,000~~128,749,748) Ordinary A Shares of a nominal value of one Euro (€1) each, all of which have been subscribed for and allotted, fully paid up, as follows:

Malta Stock Exchange ~~Plc~~plc
Acting as custodian of Clearstream Banking AG
Company Registration No. C 42525
Garrison Chapel
Castille Place
Valletta VLT 1063
Malta

~~Sixty-seven~~ One-hundred and twenty-eight million, ~~nineteen~~seven hundred and forty-nine thousand, ~~nine~~seven hundred ~~ninety-nine~~and forty-seven (~~67,019,999~~128,749,747) Ordinary A Shares

~~Mr René Müller~~
~~Swiss~~Remco Westermann
Dutch Passport No. [REDACTED]
~~Seemattstrasse 32, Postfach 422,~~
~~Cham 6330 Switzerland~~
Oberacker 8,
Dusseldorf, 40489, Germany

One (1) Ordinary A Share

- 5.3 ~~The holders of the~~(a) Each Ordinary ~~Shares~~A Share shall have the right ~~to~~ (i) ~~to~~ receive notice of ~~and to~~ attend ~~all General Meetings, speak, and vote at general meetings~~ of the Company and (ii) ~~to vote on all Ordinary Resolutions and Extraordinary Resolutions.~~
- 5.4 ~~5.4~~ ~~The holders of the Ordinary Shares~~ shall have ten (10) votes; (ii) ~~the right to receive dividends and~~ to participate in the a distribution of profits or assets of the Company, including in a winding up of the Company, pro rata with all other shareholders of the Company based solely on number of shares held and irrespective of the class and nominal value of shares held; and (iii) a repayment of capital in a winding up of the Company;
- (b) Each Ordinary B Share shall have the right to (i) receive notice of, attend, speak, and vote at general meetings of the Company and shall have one (1) vote; (ii) the right to participate in a distribution of profits or assets of the

Company, including in a winding up of the Company, pro rata with all other shareholders of the Company based solely on number of shares held and irrespective of the class and nominal value of shares held; and (iii) a repayment of capital in a winding up of the Company; and

5.5 Save as otherwise provided above and as specifically set out in the Articles of Association of the Company, all the shares in the Company shall rank *pari passu* in all respects including, *inter alia*, in respect of dividend distributions.

Directors

6.1 The Directors of the Company and the Chairman ~~is~~are appointed in the manner set out in the Articles of Association of the Company.

6.2 The Board of Directors of the Company consists of not less than two (2) and not more than ten (10) directors.

6.3 The Directors of the Company are: -

~~René Müller (Swiss Passport [REDACTED]) of Seemattstrasse 32, Postfach 422, Cham 6330 Switzerland.~~

Remco Westermann (Dutch Passport No. [REDACTED]) of Oberacker 8, 40489 Düsseldorf, Germany.

Tobias M. Weitzel (German I.D. Card No. [REDACTED]) of ~~Nikolausstr. 21, 40589~~Mendelssohnstrasse 28, 40233 Düsseldorf, Germany.

Elizabeth Para (British Passport No. [REDACTED]) of 64, Greenwich South Street, London SE108UN, United Kingdom.

Antonius Reiner Fromme (German Passport No. [REDACTED]) of Grindelhof 75b, 20146 Hamburg, Germany.

Secretary

7 The Secretary of the Company is:-

Thomas Jacobsen (Maltese ID No. [REDACTED]), Norwegian Nationality, of 168, St. Christopher Street, Valletta VLT 1467 Malta.

Representation

8 The legal and judicial representation of the Company shall be vested in Remco Westermann (Dutch Passport No. [REDACTED]) acting jointly with any other Director.

9 Notwithstanding the above and in addition to the aforesaid, the Board of Directors may from time to time by resolution appoint any one or more director or directors

and/or any person or persons to represent the Company for a specific purpose or in a specific transaction or class of transactions.

Duration

10 The Company is incorporated for an indefinite term.

Revised and updated Memorandum of Association

Thomas Jacobsen
Maltese ID Number [REDACTED]
Company Secretary

[Date:](#)

MEDIA AND GAMES INVEST ~~PLC~~SE

Articles of Association

Definitions

- 1 In these Articles, and in the Company's Memorandum of Association, unless the context otherwise requires:-
 - a) "Articles" means these articles of association;
 - b) "Central Securities Depository" means a person duly authorised either in Malta or in any other jurisdiction to provide services relating to, inter alia, the maintenance of registers of members and holders of financial instruments and recording of transactions and holdings in financial instruments whether in certificated or uncertificated (dematerialized and/or book entry) form, or the provision, management and administration of a securities clearing and settlement system in respect of financial instruments and other services ancillary thereto;
 - c) "Company" means this company;
 - d) "Debt Securities" means debentures, including, debenture stock, loan stock, bonds and other securities issued by the Company that create or otherwise acknowledge indebtedness, excluding such securities that are issued as debt securities but have an option or right to be converted into the share capital of the Company;
 - e) "Equity Securities" means Shares of whatever class or any other securities or instruments (including but not limited to warrants or options in relation to Shares), that can be converted or exchanged into, or which carry the right to subscribe for, Share/s of whatever class;
 - f) "Listed Securities" means Debt Securities and/or Equity Securities of the Company that have been admitted to listing and/or trading on a Market;
 - g) "Market" means a Regulated Market or a Multilateral Trading Facility, as applicable;
 - h) "MiFID II" means Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directives 2002/92/EC and 2011/61/EU (recast);
 - i) "Multilateral Trading Facility" has the meaning given to such term in MiFID II;
 - j) "Regulated Market" has the meaning given to such term in MiFID II;

- k) "Securities" means Debt Securities and/or Equity Securities, as appropriate;
- l) "Share/s" means shares in the Company of whatever class, whether listed or otherwise;
- m) ~~a)~~ "the Act" means the Companies Act, ~~1995~~ (Chapter 386 of the Laws of Malta);
- n) ~~b)~~ "the Register" means the register of members of the Company;
- o) ~~c)~~ "the Schedule" means the First Schedule to the Act; and
- p) ~~d)~~ words or expressions contained in these Articles bear the same meaning as in the Act as in force at the date at which these Articles are registered.

Non-applicability of the First Schedule

- 2 The regulations contained in Part 1 of the Schedule shall not apply to the Company except as otherwise expressly provided in these Articles.

Share Capital and Share Rights

- 3 ~~Issues of new shares and securities which are convertible into shares or which carry the right to subscribe for shares shall be made by ordinary resolution~~ Subject to the provisions of article 85 of the Company in general meeting. The Act, the Board of Directors may be authorised ~~by an ordinary resolution of the Company in general meeting~~ to issue shares of any class, options which ~~are~~ may be convertible into shares ~~or, and other rights and/or securities (by whatever name referred to)~~ which ~~carry~~ may entitle the ~~right~~ holder thereof to subscribe ~~for~~ to shares in the Company, in each case up to the limit maximum value of the authorised share capital of the Company (in respect of each class) at such times and on such terms as they think proper. ~~Such authorisation~~

PROVIDED that the authority given under this Article shall be valid for a maximum period of five (5) years from the date of the [8 April 2021] and shall be renewable by ordinary resolution and may be renewed for further maximum periods of five (5) years each. This authority supersedes any previous authority granted by the shareholders under article 85 of the Act.

- 4 Subject to the relevant provisions of the Act and these Articles, allotments of new shares and securities which are convertible into shares or which carry the right to subscribe for shares in the Company for consideration in cash shall be offered on a pre-emptive basis to shareholders in the Company in proportion to the share capital held by them. Where the issued share capital of the Company, which is divided into different classes of Shares carrying different rights with regard to voting, or participation in distributions, or sharing in assets in the event of a winding up, is

increased by issuing new Shares for allotment in only one of these classes, the right of pre-emption of shareholders of the other classes is to be exercised only after the exercise of this right by the shareholders of the class in which the new Shares issued are to be allotted. No such new ~~shares~~Shares and securities which are convertible into ~~shares~~Shares, or which carry the right to subscribe for ~~shares~~Shares, shall be offered on a pre-emptive basis to the Company itself, notwithstanding any other provision of the Act empowering the Company to hold its own ~~shares.~~TheShares.

PROVIDED that subject to the provisions of article 88 of the Act, the Board of Directors of the Company may restrict and/or withdraw the right of any and all pre-emption ~~on any issue made by~~rights of the Company's shareholders for as long as the Board of Directors ~~in accordance with an authorisation granted under~~remains authorised to issue and allot Shares, options which may be convertible into such Shares, or any other rights or securities by whatever name referred to which may entitle the holder thereof to subscribe to Shares in the Company, in terms of Article 3 ~~hereof~~above and article 85 of the Companies Act.

- 5 The Company is authorised to acquire other than by subscription any of its fully paid up ~~shares~~Shares, subject to all the relevant provisions of the Act.
- 6 Without prejudice to any special rights conferred on the holders of any existing ~~shares~~Shares or class of ~~shares~~Shares, any ~~share~~Share in the Company may be issued with such preferred, deferred or other special rights or such restriction, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by extraordinary resolution determine.
- 7 Subject to the provisions of article 115 of the Act any preference shares may, with the sanction of an ordinary resolution of the Company or the Board of Directors, 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 or the Board of Directors before the issue of the shares may determine. The Board of Directors may fix the date on or by which, or dates between which, redeemable preference shares are to be or may be redeemed, provided that the date or dates are fixed before the shares are issued.
- 8 The rights attached to ~~shares~~Shares of a class as set out in the Company's Memorandum of Association may be varied and the ~~shares~~Shares of a class may be converted into another class only if the variation or the conversion:-
 - a) is made in accordance with the terms of issue of those ~~shares~~Shares; or
 - b) is approved by an extraordinary resolution of the Company and by the consent in writing of the holders of three-fourths of the issued shares of that class and of the holders of three-fourths of the issued ~~shares~~Shares of any other class affected thereby.
- 9 The rights attached to different classes of ~~shares~~Shares shall be regulated by clause 5 of the Memorandum of Association of the Company.

- 10 The Company may exercise the power of paying commissions or of making discounts or allowances provided it complies with the requirements of article 113 of the Act. 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.
- 11 Where a shareholder is a minor, bankrupt, interdicted or incapacitated his rights as a shareholder in the Company shall vest in and be exercised by his tutor or curator or other legal representative.
- 12 Where a ~~share~~Share is held jointly by several persons, the name of only one such person shall be entered in the register of members. Such person shall be elected by the joint holders or, unless and until such an election is made, be determined by the Board of Directors and shall for all intents and purposes be deemed, *vis-à-vis* the Company, to be the registered holder of the share so held.
- 13 Where a ~~share~~Share is subject to usufruct the name of the usufructuary shall be entered in the register of members and the usufructuary shall, for all intents and purposes be deemed, *vis-à-vis* the Company, to be the registered holder of the share so held.
- 14 Regulations 6 to 11 of the Schedule relating to calls on shares shall apply to the Company.

~~Transfer of shares *inter vivos*~~

Transfers and Transmission of Securities

- 15 All ~~shares in the company are freely transferable and transfers of shares may be effected by transfer in writing in any usual or common form or in any other form acceptable to the Directors~~transfers and transmissions of Listed Securities and/or of Securities held or evidenced in dematerialised or uncertificated form, the register of which is maintained in a Central Securities Depository, shall be subject to the rules and regulations of the relevant Market (and/or the rules and regulations of the relevant Central Securities Depository) as may be in force from time to time and these Articles shall apply only insofar as they are not inconsistent with those rules and regulations. Subject to any applicable law, Listed Securities may also be traded outside the Market on which they are admitted to trading.
- 16 ~~The instrument of transfer shall be signed by or on behalf~~Any Equity Security or Debt Security (other than Listed Securities and/or Securities held or evidenced in dematerialised or uncertificated form, the register of which is maintained in a Central Securities Depository) may be transferred by an instrument in writing in any form that is accepted by the Directors (together with such evidence as the Directors may reasonably require as evidence of the right of the transferor ~~and (except in the case of fully paid up shares)~~to make the transfer, and, if the instrument of transfer is

executed by some other Person on his behalf, the authority of that Person so to do), which instrument of transfer shall be executed by or on behalf of the transferor and the transferee. ~~The, and the~~ transferor shall be deemed to remain ~~the~~ holder of the ~~shares concerned~~ Equity Security or Debt Security until the name of the transferee is entered in the Register ~~in respect of the relevant transfer. All instruments of transfer which are registered may be retained by~~ Members or the Register of Debentures, as applicable, in respect thereof. In no case may a part of a Share constitute the object of a transfer or transmission. The instrument of transfer must be delivered to the Company at its registered office or at such other place as the Directors may from time to time determine for registration purposes and, in respect of a transfer of Shares, must be accompanied by the Share certificates of the Shares to which it relates.

~~17 Where some only of the shares comprised in a share certificate are transferred, the old certificate shall be cancelled and a new certificate for the balance of such shares shall be issued.~~

~~17~~ ~~18~~ ~~The Board~~ In the case of an Equity Security (other than an Equity Security which has been admitted to listing and/or trading on a Market), the Directors may decline to recognise any instrument of transfer unless and refuse to register the transfer if:-

(i) ~~a)~~ duty in terms of the Duty on Documents and Transfers Act, 1993 (Chapter 364 of the Laws of Malta), if applicable, has not been paid in relation to the instrument of transfer ~~is;~~

(ii) the instrument of transfer is not left at the registered office of the Company or at such other place as the Directors may from time to time determine for registration purposes or is not accompanied by the ~~certificate, if any, share certificates~~ of the ~~shares~~ Shares to which it relates, and/or such other evidence as the ~~Board of~~ Directors may reasonably require ~~to show as evidence of~~ the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); or

(iii) ~~b)~~ the instrument of transfer is not in respect of only one (1) class of ~~shares~~ Shares; and/or

~~c)~~ the transfer complies with the relevant requirements of Maltese law.

(iv) the instrument of transfer is in respect of Shares pledged in terms of a pledge agreement duly notified to the Company and the instrument of transfer is not accompanied by the pledgee's consent to the transfer; or

(v) the instrument of transfer is in respect of Shares the transfer of which has been prohibited by law or by an order of the court.

If the Directors refuse to register a transfer, they shall within two (2) months of the

date on which the transfer is lodged with the Company, send to the transferee notice of the refusal and except in the case of fraud, return to him the instrument of transfer. The Company may retain any instrument of transfer or a notarised copy thereof that is duly registered.

18 ~~19~~ The registration of transfers of the Company's Securities may be suspended at such times and for such periods as the ~~Board of~~ Directors may from time to time determine, ~~provided always,~~

PROVIDED that such registration shall not be suspended for more than thirty (30) days in any one (1) calendar year.

PROVIDED FURTHER that this Article shall not apply to Listed Securities, in which case the suspension of registration of transfers shall be determined by any applicable law or regulation.

19 (a) In the case of the death of a Member, his Shares shall devolve upon his successors by will or by operation of law, as the case may be, but nothing herein contained shall release the person or persons to whom the Shares shall devolve, whether sole or joint, from any liability in respect of any Share solely or jointly held by him/them.

(b) Any person becoming entitled to a Listed Security as a consequence of the death of a Member shall, upon producing such evidence of his title as the relevant Central Securities Depository and/or Market may from time to time require, have the right to be registered himself as the holder of the Listed Security or to transfer such Listed Security.

(c) Any person becoming entitled to a Share in consequence of the death of a Member shall, upon producing satisfactory evidence of his title as the Directors may from time to time require, have the right to be registered himself as the holder of the Share or to make such transfer thereof as the deceased Member would have himself been entitled.

(d) Where, in the case referred to in the preceding Article, a person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the Share. All the provisions relating to the transfer of shares in these Articles shall be applicable to such transfer.

PROVIDED that the Directors, in the case of Shares other, 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 (90) days, the Directors may thereafter withhold payments of all dividends, bonuses or other moneys payable in respect of the Share until the

requirements of the notice have been complied with.

(e) A person becoming entitled to a Share by reason of the death of the holder shall be entitled to the same dividends and other rights and advantages to which he would be entitled 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 of the Company.

Certificates

20 Every person whose name is entered as a member in the register of members shall be entitled to receive upon request, free of payment, within two (2) months after allotment or lodgement of a transfer duly stamped, or within such other period as the terms and conditions of issue may provide, a certificate for all his Shares in a particular class, or several certificates, each for one (1) or more Shares upon payment of a consideration as the Directors shall from time to time reasonably determine.

PROVIDED that, notwithstanding the above, no certificate shall be issued by the Company in relation to any Listed Security and the holder thereof shall be entitled to receive from the applicable Central Securities Depository a document evidencing his registration as a holder of Listed Securities of the Company in the number of Listed Securities held, or such other evidence as may from time to time be prescribed by or under any applicable rules or regulations.

Forfeiture or surrender of shares

21 ~~20~~ If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, require payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued, by means of a notice which shall also 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.

22 ~~21~~ If the requirements specified in 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 directors to that effect, or otherwise be surrendered in favour of the Company by the member to whom the said notice is addressed, if the directors of the Company accept such surrender.

23 ~~22~~ A forfeited or a surrendered share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and the Company may receive 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, who shall thereupon be registered as the holder of the share. At any time before a sale or disposition the forfeiture or surrender may be cancelled on such terms as the directors think fit.

- [24](#) ~~23~~ A person whose shares have been forfeited or who has surrendered his shares to the Company, shall cease to be a member in respect of the forfeited or surrendered shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of the forfeiture or surrender, 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.

Conversion of shares into stock

- [25](#) ~~24~~ The Company may by ordinary resolution convert any paid-up shares into stock, and re-convert any stock into paid up shares of any denomination. Such of the regulations of the Company as are applicable to paid up shares shall apply to stock, and the words “share” and “shareholder” therein shall include “stock” and “stockholder”.

- [26](#) ~~25~~ The holders of stock may transfer the same, or any part thereof, in the same manner and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances permit; and the directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- [27](#) ~~26~~ The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

Dematerialisation of ~~securities~~ Securities

- [28](#) ~~27~~ Notwithstanding any other clause of these articles, for as long as any of the ~~securities~~ Securities issued by the Company shall be and remain dematerialised under the ~~Financial Markets Act (Chapter 345 of the Laws of Malta)~~ Act:-

- a) terms and conditions relating to such ~~securities~~ Securities, including without prejudice to the generality of the foregoing, their issuance, transfer, exchange, redemption and/or cancellation, shall be governed in accordance with the applicable rules and procedures set out by the relevant ~~central securities~~

~~depository~~Central Securities Depository providing dematerialisation and any other provisions of these ~~articles~~Articles shall apply only to the extent that they are not inconsistent with such rules and procedures; and

- b) any amendment, variation or deletion of this Article shall be subject to the express written approval of the relevant central securities depository providing dematerialisation obtained prior to submission to the Company convened in extraordinary general meeting.

General meetings

29 ~~28~~ Subject to the provisions of the Act the annual general meetings shall be held at such time and place as the Board of Directors may appoint, including outside Malta.

30 ~~29~~ The Board of Directors may, whenever they think fit, convene an extraordinary general meeting. Extraordinary general meetings may also be convened on requisition or, in default, by requisitionists, as provided in article 129 of the Act.

31 ~~30~~ A general meeting of the Company shall be called by giving at least fourteen (14) ~~clear~~ days' notice ~~in writing~~ to every member of the Company. The notice shall specify the place, day and hour of the meeting and the general nature of the business:

~~Provided~~PROVIDED that a meeting of the Company shall, notwithstanding that it is called by shorter notice be deemed to have been duly called if it is so agreed to by all the members entitled to attend and vote at that meeting.

32 ~~31~~ 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.

33 ~~32~~ No business shall be transacted at any general meeting other than that stated in the notice convening it and unless a quorum of members is present at the time the meeting proceeds to business.

~~33 — Save as herein otherwise provided a member or members holding at least seventy five percent (75%) of the issued share capital carrying voting rights shall constitute a quorum.~~

~~34 If within an hour from the time appointed for a meeting a quorum is not present the meeting shall be adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within an hour from the time appointed for the meeting, a A member or members present in person or by proxy holding at least ~~twenty~~ five percent (~~25~~5%) of the issued share capital ~~carrying voting rights~~of the Company shall constitute a quorum.~~

35 The Company may, at its sole discretion, choose to allow its members (or their validly appointed proxies) and/or directors (including the Chairman) and/or any other participants entitled to attend, the option to participate at a general meeting by means of video conferences, telephone links or other similar means as the Board may deem appropriate. In such instances the chairman of the meeting shall sign on behalf of the person/s participating in such manner.

36 ~~35~~-The chairman of the Company shall preside as Chairman of the Meeting in every general meeting and, if there is no chairman of the Company or if the chairman of the Company is not present within fifteen (15) minutes after the appointed time, the deputy chairman of the Company shall preside as Chairman of the Meeting, or if the deputy chairman of the Company is not present at the Meeting, the Chairman of the Meeting shall be elected by the ~~directors~~members present.

37 ~~36~~-Any decision of the general meeting for which an extraordinary resolution is not required by these regulations or by the Act shall be validly taken if approved by an ordinary resolution.

38 ~~37~~-An ordinary resolution of the Company shall be validly passed if approved in a general meeting by a member or members having the right to attend and vote at that meeting and holding in the aggregate more than fifty per cent (50%) ~~in nominal value~~ of the voting rights attached to shares represented and entitled to vote at the meeting.

39 ~~38~~-An extraordinary resolution of the Company shall be validly passed if:-

- a) it has been taken at a general meeting of which notice specifying the intention to propose that resolution as an extraordinary resolution and the principal purpose thereof has been duly given; and
- b) it has been passed by (i) a member or members having the right to attend and vote at the meeting holding in the aggregate not less than seventy-five per cent (75%) in nominal value of the shares represented and entitled to vote at the meeting, and (ii) a member or members holding in the aggregate at least fifty-one per cent (51%) in nominal value of all the shares entitled to vote at the meeting.

If one of the aforesaid majorities mentioned in paragraph b) above is obtained, but not both, another meeting shall be convened within thirty (30) days in accordance with the provisions for the calling of meetings to take a fresh vote on the proposed resolution. At the second meeting the resolution may be passed by a member or members having the right to attend and vote at the meeting holding in aggregate not less than seventy-five per cent (75%) in nominal value of the shares represented and entitled to vote at the meeting. However, if more than half in nominal value of all the shares having the right to vote at the meeting is represented at that meeting, a simple majority in nominal value of such shares so represented shall suffice.

~~If one of the aforesaid majorities is not obtained, the provisions of Article 135 (1) will apply.~~

40 ~~39~~ Any member entitled to attend and vote at a general meeting of the Company may appoint another person as his proxy to attend and vote in his stead and a proxy so appointed shall have the same right as that member to speak at the meeting and to demand a poll.

41 ~~40~~ The appointment of a proxy shall be made in writing ~~and shall be registered at the Company's office before the time for holding the meeting~~ in the form (or in substantially the same form) as set out in the notice convening a general meeting and shall comply with all the conditions which the Company may impose in the said notice.

Meetings of Classes of Shareholders

42 ~~41~~ The regulations applicable to a general meeting of the Company shall apply *mutatis mutandis* to a separate general meeting of a class of shareholders.

Directors

43 ~~42~~ The directors shall be appointed by an ordinary resolution of the Company in general meeting. The Company may by ordinary resolution taken at the time of his appointment or at any later date determine the period for which a director shall hold office. Subject to the provisions of article 140 of the Act, a director shall hold office, unless he dies or tenders his resignation at an earlier date, until the expiration of the period determined as aforesaid but shall thereafter be eligible for re-appointment.

44 ~~43~~ The directors shall appoint from amongst their number the Chairman of the Board who shall also be the Chairman of the General Meeting. The directors shall exercise their powers subject to these regulations, to the provisions of the Act, and to the resolutions of the Company in general meetings; but no resolution taken by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that resolution had not been taken. Save as aforesaid, the Board of Directors shall have the power:-

- a) to borrow or raise money or secure the payment of money and in conjunction with and independently therefrom to charge or hypothecate the property of the Company or any part thereof for any debt, liability or obligation of the Company, and this without any limitation whatsoever;
- b) to do all such other matters on behalf of the Company as are not by these regulations or by the Act reserved to the general meeting.

45 ~~44~~ The directors may meet together for the despatch of business, adjourn and

otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Each director shall have one vote and in case of equality of votes the Chairman shall have a second or casting vote. A director shall be deemed to be present at a meeting of the Board if he participates by telephone or other electronic means and all directors participating in the meeting are able to hear each other.

46 ~~45~~—The quorum necessary for the transaction of the business of the Board of Directors shall be at least two directors. If a quorum is not present within half an hour from the appointed time the meeting shall be dissolved.

47 ~~46~~—Meetings of the Board of Directors shall be convened by the Chairman or by the Company secretary at the request of any director—and the Directors are entitled to participate at meetings of the Board of Directors by means of video conferences, telephone links or other similar means. In such instances the Chairman of the board meeting shall sign on behalf of the person/s participating in such manner.

48 ~~47~~—Saving the provisions of the preceding ~~clause~~ Article in any meeting where the Chairman is not present the directors present shall appoint one of their number to be chairman of that meeting and the person so appointed shall with respect only to that meeting have the same functions, rights and obligations of the Chairman of the Board.

49 ~~48~~—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 regulations of the Company as the necessary quorum of directors~~ two (2), the continuing ~~directors or~~ director may act for the purpose of increasing the number of directors to ~~that number~~ two (2) or of summoning a general meeting of the Company, but for no other purpose.

50 ~~49~~—A resolution in writing, signed by all the directors of the Company shall be as valid and effective as if it had been passed at a meeting of the Board of Directors duly convened and held.

51 ~~50~~—Subject to the provisions of articles 143, 144 and 145 of the Act, no director shall be disqualified by his position as a director from entering into any agreement with the Company, and a director may vote and be taken into account for the purpose of forming a quorum, in respect of any contract or arrangement in which he may be in any way interested and may retain for his own use and benefit all profits and advantages accruing therefrom.

52 ~~51~~—The Board of Directors shall have power to appoint any person to be the attorney of the Company for such purpose and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board of Directors under these regulations) as they may deem appropriate and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.

53 ~~52~~—The Board of Directors may from time to time appoint a managing director or a director or directors holding any other executive office or offices from amongst themselves delegating to him or them any of the powers exercisable by them either collaterally with or to the exclusion of their own powers. Subject to the provisions of the next following clause, any such appointment shall be valid for such period and subject to such terms and conditions as the Board may impose. Any such appointment shall be automatically determined if the person so appointed ceases for any reason to be a director.

54 ~~53~~—The provisions of the foregoing two clauses shall be subject to the provisions contained in the Memorandum of Association of the Company relating to legal and judicial representation of the Company.

55 ~~54~~—No remuneration shall be payable to the directors, including directors holding an executive office, unless and to the extent approved by the Company in general meeting. The directors shall, however, be entitled to a reimbursement of all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or general meetings of the Company or in connection with the business of the Company.

Company Secretary

56 ~~55~~—Without prejudice to the provisions of the Act regulating the appointment and functions of the Company secretary, the appointment or replacement of the Company secretary and the conditions of holding office shall be determined by the Board of Directors.

57 ~~56~~—The Company secretary shall be responsible for keeping:-

- a) the minute book of general meetings of the Company;
- b) the minute book of meetings of the Board of Directors;
- c) the register of members;
- d) the register of debentures; and
- e) such other registers and records as the Company secretary may be requested to keep by the Board of Directors.

58 ~~57~~—The Company Secretary shall, moreover:-

- a) ~~a.~~ ensure that proper notices are given of all meetings;
- b) ~~b.~~ ensure that all returns and other documents of the Company are prepared and delivered in accordance with the requirements of the Act; and

- c) in the case of Listed Securities, be entitled to rely fully on the information supplied to him by the Central Securities Depository, if any, to which duties have been delegated in terms of the Act.

Dividends

- 59 ~~58~~The Board of Directors may declare dividends.
- 60 ~~59~~The Board of Directors may from time to time pay to the members of the Company such interim dividends as may appear to the Board of Directors to be justified by the profits of the Company.
- 61 ~~60~~Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, ~~all~~ dividends shall be declared and paid ~~according to the amounts paid or credited as paid on the shares in respect whereof the~~on all issued Shares equally, irrespective of the class and nominal value of the Shares and all shareholders shall have the right to participate in 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 such share shall rank for dividend accordingly~~distributions pro rata to the number of shares held by them.
- 62 ~~61~~The Board of Directors may deduct from any dividend payable to any member all sums of money presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- 63 ~~62~~No dividend shall bear interest against the Company.

Capitalisation of Profits

- 64 ~~63~~The provisions on capitalisation of profits contained in regulation 80 in Part I of the Schedule shall apply to the Company.

Indemnity

- 65 ~~64~~Every director, managing director, agent, auditor or secretary and in general any officer for the time being of the Company shall be indemnified out of the assets of the Company against and/or exempted by the Company from all costs (including any costs payable in advance), charges, losses, expenses (including any expenses payable in advance) and liability incurred by him in the actual or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him in his

capacity as aforesaid and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or which are withdrawn.

Authentication of Documents

66 ~~65~~ Any document or proceeding requiring authentication by the Company may be signed by a director or by the Company secretary or by any person authorised by resolution of the directors from time to time.

Notice

67 ~~66~~ A notice required to be given by the Company to any person in terms of these ~~regulations~~ Articles or of the Act (including without limitation a notice convening a general meeting or an adjourned general meeting) shall be deemed to have been validly given if it is delivered personally to that person or sent to him by post in an envelope addressed to the last known address of that person or sent by fax to the last known fax number of that person or sent by email to the last known email address of that person. Furthermore, such notice shall be deemed to have been validly given if it is published on its website ~~and in at least two~~ .

68 ~~(2a) daily newspapers with national circulation in Malta.~~ 67 A notice sent by post shall be deemed to have been delivered three days after it is posted in the case of delivery to an address in Malta and ten (10) days after it is posted in the case of delivery to an address outside Malta.

(b) A notice sent by fax shall be deemed to have been delivered upon a positive confirmation that the fax has been received.

(c) A notice sent by e-mail shall be deemed to have been delivered ~~three (3) days after~~ on the day that it ~~is~~ has been transmitted unless a confirmation that the email has not been delivered has been received.

(d) A notice published on the Company's website ~~and in at least two (2) daily newspapers with national circulation~~ shall be deemed to have been delivered upon the publication of the notice.

69 ~~68~~ Notice of every general meeting shall be given in the manner hereinbefore authorised to:-

- a) every registered member; and
- b) the auditor for the time being of the Company.

Revised and updated Articles of Association

Thomas Jacobsen
Maltese ID Number [REDACTED]
Company Secretary

[Date:](#)

Document comparison by Workshare 10.0 on 18 February 2021 09:12:00

Input:	
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Document 2 ID	file:///C:/Users/bdegiorgio/Desktop/FINAL M&A MGI.docx
Description	FINAL M&A MGI
Rendering set	Standard

Legend:	
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Deletion	
Moved from	
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