

COMPANIES LAW, CAP. 113

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

(Translation)

OF

Name changed by special resolution on the 10th December 2020

ADS MARITIME HOLDING PLC

COMPANIES LAW, CAP. 113

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ADS MARITIME HOLDING PLC

1. The name of the Company is:

ADS MARITIME HOLDING PLC

- 2. The registered office of the Company will be situated in Cyprus.
- 3. The objects for which the Company is established are:-
- (1) To carry on the business of an investment holding company and for that purpose to acquire and to hold as an investment, immovable property, shares, stock, debentures, debenture stock, bonds, notes, obligations and securities issued or not or guaranteed or not by any Government or public body or public authority in any part of the world; to acquire any such immovable property and any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange or otherwise, and whether or not fully paid, and to subscribe for the same subject to such terms and conditions as may be thought fit; and to exercise and enforce all rights and powers conferred by or incidental to the ownership of any such immovable property and any such shares, stock, debenture stock, bonds, notes, obligations or securities.
- (2) To carry on the business of merchants, sellers, commission agents, representatives, suppliers, sales promoters and generally any similar business and in connection with any manufactured or other kind of products or goods.

- To undertake and carry on alone or jointly with others, the office or offices (3) and duties of a trustee, executor administrator, liquidator, receiver, attorney or nominee of, or for any person, company, corporation, association, scheme, trust fund, government, state, municipal or other body of any kind or description, whatsoever and to undertake and execute any trusts or discretion, the undertaking whereof may seem desirable, including a trust for trade or for investment or for any other purpose whatsoever and for any purpose for which the Company is authorized generally to act as if it was acting for its own account and to distribute amongst the beneficiaries, pensioners or other persons entitle thereto any income, capital or annuity whether periodically or otherwise and whether in money or specie, in furtherance of any trust discretion, direction or other obligation or permission and for the purposes aforesaid to hold, deal with, manage, direct the management of, buy, sell exchange, mortgage, charge, lease, dispose of or grant any right or interest in over or upon any real or personal property of any property and to undertake and carry on any business undertaking or transaction and to act in any matter and for the purposes aforesaid solely or jointly with any other person, company, corporation or body as the circumstances may require.
- (4) To carry alone or with others the work of building contractors, constructors and makers of any nature as well as contractors in building, engineering, electrical, decorating and construction work of any nature including harbours, roads, oil piping or other installations related to oil, minerals, mines, factories, hotels, aerodromes and constructions of any nature, as well as consultants, surveyors, civil engineers, planners, designers and generally specialists for any buildings and constructions as described above and generally.
- (5) To employ for themselves or for account of third parties, to supply or to secure the supply of specialised and non-specialised personnel and labourers, for work of any nature and for the requirements of Companies of any nature, or for persons in any country and also to offer services of any nature, including consultancy services for the recruitment and employment of personnel and labourers of any nature and also the procuring and supplying of materials and services of any nature.
- (6) To engage, provide employ, hire out or act as agent for, the services of artists, actors, singers, entertainers, authors, composer's producers, directors, engineers, experts or specialist of any sort.
- (7) To provide or assist in providing financial services of every kind including (but not limited to) hire purchase credit sale or deferred payment, or similar transactions, to acquire bills of exchange, merchandise hire purchase or other agreements or any chose in action options or rights of any kind and generally to carry on business and to act as financiers, capitalists, brokers, investment managers and generally to carry on any finance business.

- (8) Notwithstanding the above mentioned objects, powers and other provisions the Company (a) shall not provide any financial services other than to its shareholders or bodies corporate in its group of companies. (For the purposes hereof the term "financial services" means: dealing in investments, managing investments, giving investment advice or establishing and operating collective investment schemes and the term "investments" means: shares, debentures, government and public securities, warrants, certificates representing securities, units in collective investment schemes, options, futures and contracts for differences) and (b) shall not assume directly or indirectly, any obligations to the public, whether in the form of deposits. securities or other evidence of debt. (For the purposes hereof the term "public" does not include banking or credit institutions, the company's shareholders or bodies corporate in the company's own group of companies. The term "deposits" does not include sums of money received on terms which are referable to the provision of goods or services other than "financial services" as defined hereinabove. The term "debt" does not include credit obtained in relation to the provision of goods or services).
- (9) To recruit employ and place crews on ships and to render to shipowner and others services of any nature and either generally or for a particular voyage, including administration of the financial affairs of ships and the management thereof and to act as shipbroker, agent, or intermediary for securing freights or cargoes as well as for the purchase sale, chartering of ships or otherwise, and to carry on the business of contractors in respect of construction works or works of services of any nature.
- (10) To bareboat charter vessels of any kind and to register the same at any ship registry in accordance with any relevant law and to purchase, take in exchange, hire, manage, charter, build, or otherwise acquire, hold or equip ships or vessels of any kind with or without their equipment machinery, furniture and receptacles, or shares or interests in such ships or vessels, as well as shares or other documents of companies possessed of such ships or vessels, and to employ the same in the conveyance of passengers, goods and produce of all kinds, including live stock, oil or other liquids and generally any kind of articles, between any ports or places, in Cyprus or elsewhere and to acquire any postal subsidies, and to maintain, repair, improve, alter, let out on hire, mortgage or otherwise deal with, sell or dispose of any such ships or vessels shares or documents.
- (11) To carry on the business of shipowners, carriers by land and sea, managers, dealers and agents of ships and shipping companies, shipchandlers, warehousemen, contractors, owners of barges, lighters, motor boats or other small vessels, forwarding agents, agents of all kinds, stevedores, shipbrokers, freight contractors, shipowners, wharfingers, manufacturers and merchants of ice, owners and keepers of refrigerating stores and spaces and to insure with any company or person against any loss, damage, risk or liability of any kind which may affect the Company, its property, its products or the persons or articles transported by it and its transport means as well as to carry on the

business of insurance agents for any type of insurance business, including marine insurance.

- (12) To borrow money for any purpose jointly and/or severally with others, to give guarantees and securities of the liabilities and obligations of others and generally, without limitation, in any possible way and by any method or means, to grant financial, commercial or other assistance, aid or support, of any nature, to others.
- (13) Subject always to the provisions of and by restrictions imposed by the Investment Services and Activities and Regulated Markets Law No. 144(I)/2007, to deal in matters relating to the purchase or in any other way acquisition, sale, exchange, conversion, swap, options, or other dealing or transaction of any nature or description in respect of any currencies, commodities, exchange rates, interest rates, bonds, debentures, shares, equity, or other securities of any nature or description and to enter into financial or credit agreements or other agreements in connection with the above dealings or transactions or more generally agreements of any nature or description including without limitation to the generality of the foregoing agreements in the ISDA form of the International Swap & Derivatives Association and other agreements of similar form or nature as may be promulgated by any trade or other association or authority from time to time in relation to any or all of the foregoing transactions.
- (14) To carry on the business as business consultants, market research consultants, business transfer agents, providers of technical aid and sales promotion assistance of all kinds, values and estate agents, and to act as intermediaries in the introduction of sellers, purchasers, partners and employees.
- (15) To carry on all kinds of promotion business, and in particular to form, constitute, float, lend money to, assist and control any companies, associations, businesses or undertakings whatsoever.
- (16) To establish, operate and manage any kind of manufacturing, packing or storing enterprises or businesses as the Company may from time to time determine.
- (17) To engage in and carry on all or any of the businesses of designers, manufacturers, processors and packers of, commission agents and dealers in goods, chattels, products, metals, minerals, machinery and merchandise of all kinds.
- (18) To engage in and carry on the business of scientific research in all its branches including the registration in any country, acquisition, improvements, discovery and development of any processes, inventions, formulas, patents, trade-marks, designs and the like, and to acquire by purchase or otherwise and own, sell, lease or otherwise dispose of or deal in

the same, and for the purposes aforesaid or any of them to acquire, construct, maintain, supervise and operate laboratories and research centres, as well as factories and workshops for the manufacture and processing of products.

- (19) To acquire by purchase or otherwise and hold as investment, or otherwise any inventions, improvements, processes, patents, applications, trade-marks, trade names, trade secrets, labels, designs, licenses, brands, formulas and the like and to sell, exchange, grant licenses or vary the same as the company may from time to time determine.
- (20) To carry on any kind of business connected with catering, hotels and tourism.
- (21) To carry on all kinds of exploration business, and in particular to search for, prospect, examine and explore mines and grounds supposed to contain metals, minerals, ores, oil or precious stones, and to search for and obtain information in regard to mines, mining claims, mining districts and localities.
- (22) To purchase, take on lease or otherwise acquire, and to sell, dispose of and deal with mines, oil wells, mining rights, oil rights and mineral rights and property containing or supposed to contain metals, minerals, ores, oil or precious stones of all kinds, and undertakings connected therewith and work, exercise, develop mines, oil wells, mining rights, oil rights, and mineral rights, and any undertakings connected therewith, and to win, get, quarry, smelt, calcine, refine, manipulate and prepare for market and deal in all kinds of metals, minerals, ores, oil and precious stones.
- (23) To carry on the business of insurers, insurer's brokers or agents and generally any business connected with insurance.
- (24) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person, firm or Company on behalf of or for the benefit of the Company, and with or without any declared trust in favour to the Company.
- (25) To participate in the management, supervision and control of any business or work of any company or enterprise and for this purpose to appoint and remunerate any Directors, Managers, accountants, experts, agents or other representatives.
- (26) To amalgamate with any other company or enterprise which either in part or as a whole has objects similar to those of the Company.
- (27) To acquire either as a whole or in part the property or the obligations of any person or persons, legal or physical, and of any description, so long as the Company deems them capable of promoting its business and contribute to its success.

- (28) To enter into contracts, agreements and arrangements with other companies, person or persons, legal or physical and of whatever description, on lawful consideration and to carry on their behalf any kind of business connected with the objects of the Company.
- (29) To enter into partnerships or any other arrangements for participation in profits or interests, and into co-operation, joint ventures, mutual concessions or otherwise with other persons or person, legal or physical, or with other enterprises carrying on or engaged in business or commercial transactions capable of being directly or indirectly beneficial to the Company.
- (30) To invest and manage the capital and monies of the Company in such shares or other investments, mortgages or pledges as it would be deemed fit or in such a way as the Directors may from time to time decide, as well as to subscribe for, take, buy or otherwise acquire and possess shares or other interests in other companies or debentures or other securities in same.
- (31) To enter into any arrangements with any Government or Authority, Municipal, local or otherwise, which might be considered as conducive to the attainment of the objects of the Company or of any of them, to obtain by such arrangement concessions, rights or privileges, which, as a whole or each one separately the Company would wish to obtain and use and to comply with such arrangements, rights, privileges and concessions.
- (32) To secure the registration or recognition of the Company in any country or place and to comply with any necessary or advantageous conditions for the purpose of ensuring the functioning of the Company in such country or place and to establish local representatives or offices therein for the carrying on of its business.
- (33) To appoint and engage employees, servants, workers, personnel, agents or other persons in connection with the business of the Company.
- (34) To remunerate any person or firm rendering services to the Company or working in the Company either by payment of money or by the issue of shares as fully or partly paid up or by granting a dividend or interest in the profits of the Company.
- (35) To lend or advance money to such persons and under such conditions as it would be deemed advisable and, especially, to its members, to customers and persons dealing with the Company.
- (36) To provide compensations or guarantees to third persons including mortgaging and charging of the property of the Company by way of security of a loan and/or guarantee to third parties. The provision of such indemnity or guarantee constitutes a self-evident and conclusive fact that the same was made in the interests and/or for the promotion of the objects of the Company.

- (37) To borrow, seek and secure the payment of money in respect of the business of the Company and for this purpose to mortgage and burden the business and the whole or any part of its immovable and movable property, present or future, in any way the Company would deem fit, including the issue, at nominal value or increased value or value below the nominal one, of debentures or stock, perpetual or otherwise, charged upon all or any of the property of the Company (both present or future), including its uncalled capital and, further or additionally, to secure any securities of the Company by trust or other security and to purchase, redeem or otherwise pay off any such securities.
- (38) To draw, accept, indorse, discount and execute promissory notes, bills or exchange and other instruments payable to order or to the bearer.
- (39) To purchase, take under lease or exchange, let or otherwise acquire, use and possess or mortgage, sell gift or otherwise alienate any property or any interest, lands, buildings, easements, rights, privileges, concessions, machineries, patents, installations, goods or any other movable or immovable property of any kind.
- (40) To erect, construct, commence construction, extend, convert and maintain any buildings, works and machinery necessary or suitable for the objects of the Company.
- (41) To advertise either by itself or through special, governmental or private bodies, the businesses of the Company or any of them, in any way the Company would deem fit, including the advertisement through the press or radio, through placards, films, circulars, exhibitions, publication of books or magazines, competitions, prize awards or rewards and through any other lawful means.
- (42) To sell or otherwise dispose of part or the whole of the business or the property of the Company for such consideration as the Company would deem fit.
- (43) To distribute in specie amongst the members of the Company part or the whole of the property or the business of the Company and at any time, as well as in case of its dissolution.
- (44) To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension provident or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any subsidiary company, or who are or wee at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, husbands, widowers, families and

dependants of any such persons, and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds which to the Company may seem to be for the benefit of or to advance the interest and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and make payments to or towards the insurance of any such person as aforesaid, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (45) To participate in or otherwise aid any charitable or philanthropic body or purpose or other purpose of public benefit.
- (46) To pay all expenses related to the formation and registration of the Company.
- (47) To do all or any of the above acts either alone or in conjunction with others and in various legal capacities, such as principal, mandatory, agent contractor, trustee or in any other capacity envisaged by the Law, as well as generally and for every purpose or object to act in any capacity as above.
- (48) To do any act which is conducive to or necessary for the achievement of the above or of any of the above objects severally.
- (49) Notwithstanding the above mentioned objects, powers and other provisions the Company shall not provide any financial or investments services contemplated by the Investment Services and Activities and Regulated Markets Law No. 144(I)/2007, other than to its parent undertaking or to its subsidiaries or to other companies which are subsidiaries of its parent undertaking.
- (50) Pursuant to special resolution of its shareholders and upon the granting of the consent of the Registrar of Cyprus Companies to continue as a legal entity under the legal regime of a country or jurisdiction other than Cyprus and to operate in accordance with the laws of that country or jurisdiction.

It is hereby expressly declared that each sub-clause of clause 3 above shall be construed independently of any other sub-clause thereof and that none of the objects mentioned in any of the above sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any of the other above sub-clause.

Notwithstanding the references to specific objects hereinabove contained, the Company may carry on business as a commercial company of general objects and in such case the Company may:

(a) carry on any business, undertaking or profession; and

- (b) enter into any agreement, undertake any obligation and carry out any action that a natural person, who pursuant to the Laws of Cyprus, has the right to contract, is able to enter into, undertake or carry out respectively.
- 4. The liability of the members is limited
- 5. The share capital of the Company is €1,000 divided into 1,000 shares of €1 (One Euro) each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any rights, privileges, preferential or special, conditions or restrictions as regards dividends, capital voting rights or otherwise.

We the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we agree to take each the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and descriptions of subscribers

Number of shares taken by each subscriber

CYPRONAVUS LIMITED
Cyprus Company
(Reg. No. 12320)

284, Arch. Makarios III Avenue Fortuna Court, Block "B" 3rd Floor, Flat 32 3105 Limassol Cyprus (1,000)

Date this 26th day of April 2018.

WITNESS to the above signatures:

PAVLINA CONSTANTINIDES Advocate 13, Karaiskaki Street 3032 Limassol Cyprus



COMPANIES LAW, CAP. 113

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ADS MARITIME HOLDING PLC

INTERPRETATION

1. In these Articles:-

"foreign market" has the meaning assigned to it in the Law.

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

"the seal" means the common seal of the company.

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

"person" means both natural and legal person.

The provisions of Table A of the First Schedule of the Law shall not be applicable to 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

2. The company is a public company as such term is defined in the Law.

The liability of the company's members is limited and, accordingly, each member's responsibility for the company's obligations shall be limited to the payment of the price agreed by the member to be paid for the issue of the shares held by such member

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 directors at such time or times as they would deem fit and, furthermore, may remain by the Directors in abeyance, irrespective of whether such branch or nature of business has actually started or not if the Directors would deem fit not to start or not to continue with such branch or nature of business.

SHARE CAPITAL AND VARIATION OF RIGHTS

- 4. 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.
- 5. 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.
- 6. If at any time the share capital 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 three-fourths 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. To every such separate general meeting the provisions of these Articles relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. The provisions of Article 85 relating to the passing of resolutions in writing by the members shall apply mutatis mutandis.
- 7. The rights conferred upon any class shall not (except as 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 par passu therewith.

- 8. 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.
- 9. 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 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.

Every member who may hold shares or other securities of the company on behalf of a third party, either as trustee, nominee, depository or in any other fiduciary capacity, shall, at the request of the company disclose forthwith to the company the name of the person or persons for whom he holds shares or other securities, in addition to the number of shares or securities such persons hold, and the capacity in which he so holds them.

10. 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 lodgment 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 for every certificate after the first or such less sum as the 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.

- 11. Nothing in these Articles shall preclude any share or other security of the company from being issued, held, registered, converted, transferred or otherwise dealt with in uncertificated form. In relation to any share or other security which is in uncertificated form, these Articles shall have effect subject to the following provisions:
 - a. the company shall not be obliged to issue a certificate evidencing title to a share and all references to a certificate in respect of any shares or securities held in uncertificated form in these Articles shall be deemed inapplicable to such shares or securities which are in uncertificated form;
 - b. the registration of title to and transfer of any shares or securities in uncertificated form shall be sufficient for its purposes and shall not require a written instrument of transfer.
- 12. The provisions of these Articles shall not apply to shares of any class which are in uncertificated form to the extent that such Articles are inconsistent with:
 - a. the holding of shares of that class in uncertificated form;
 - b. the transfer of title to shares of that class by means of a relevant system; or
 - c. any provision of these Articles.
- 13. The board of directors of the company shall, subject to the facilities and requirements of any relevant system concerned and these Articles, have the power to implement and/or approve any arrangements they may, in their absolute discretion, think fit in relation to the evidencing of title and transfer of interests in shares in the capital of the company in the form of depositary interests or similar interests, or securities, and to the extent that such arrangements are so implemented, no provision of these Articles shall apply or have effect to the extent that it is in any respect inconsistent with the holding or transfer thereof of the shares in the capital of the company represented thereby. The directors may from time to time take such actions and do such things as they may, in their absolute discretion, think fit in relation to the operation of any such arrangements.

For as long as the company is listed in a foreign market, the provisions of sections 114–117 of the Law with respect to the keeping of register of members shall not apply and the company shall observe the relevant regulations of such foreign market in accordance with the provisions of section 117A of the Law.

- 14. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of a fee of 20 cent or such less sum and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the company of investigating evidence as the directors think fit.
- 15. 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 proviso to section 53(1) of the Law.

LIEN

- 16. 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 for any reason and for any cause whatsoever presently payable by him or his estate to the company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The company's lien, if any, on a share shall extend to all dividends payable thereon as well as on any capital or other monies which may at any time be payable by the company to such person.
- 17. The company may sell, in such manner as the 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.
- 18. To give effect to any such sale the 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.
- 19. 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

20. Subject to the provisions following hereunder, any original shares for the time being unissued and not allotted and any new shares from time to time to be created shall be at the disposal of the Board of Directors which has the right to issue or generally dispose of the same to such persons, at such times and under such terms, conditions and restrictions which it deems to be most beneficial to the Company.

The above is without prejudice, and at all times subject, to the provisions of section 60B of the Law, or any section amending or replacing the same which inter alia, stipulates that whenever the share capital of the Company is increased by considerations in cash, the shares must be offered on a pre-emptive basis to the existing members and such right of pre-emption may only be restricted or withdrawn by means of a resolution of the Company in general meeting, during which the Board of Directors shall be required to present a written report indicating the reasons for restricting or withdrawing the right of pre-emption and justifying the proposed issue price.

CALLS ON SHARES

- 21. The 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 directors may determine.
- 22. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed and may be required to be paid by instalments.
- 23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 24. 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 directors may determine, but the directors shall be at liberty to waive payment of such interest wholly or in part.
- 25. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these regulations 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 regulations 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.
- 26. The directors may, not on the issue of shares, differentiate between the holders as to the number of calls as to the amount to be paid and the times of payment.
- 27. The directors may, if they think 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) 9 per cent per annum, as may be agreed upon between the directors and the member paying such sum in advance.

TRANSFER OF SHARES

- 28. 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. Provided, further, that in the case the shares or other securities or transferable securities of the Company have been listed in a foreign market, the registration of a transfer of shares or debentures of the company shall be lawful for the company even if an appropriate instrument of transfer is not delivered to the company, provided that the transfer has taken place in accordance with the law or the regulations governing the operation of the relevant foreign market.
- 29. The company shall be entitled to charge 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.
- 30. Shares and interest in shares are freely transferable. The word "shares" shall also include any depository interests or other interest in shares, which rights and obligations mirror the rights and obligations attached to

- the shares, registered under the laws of the country of listing, if applicable.
- 31. The Board of Directors may, without giving any reason, refuse to register the transfer of a share which is not fully paid or on which the Company has a lien.
- 32. The registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.
- 33. The company shall be entitled to charge a fee as may be prescribed by the directors on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, or other instrument.

PLEDGE

34. Any share can be given by a member as a pledge or as security for a loan, debt or obligation without the sanction of the directors.

TRANSMISSION OF SHARES

- 35. 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 to his 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.
- 36. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof.
- 37. If the person so becoming entitled shall elect 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 shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share.
- 38. 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 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 or resolutions in writing by the members of the company:

Provided always that the 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 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

- 39. 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, 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.
- 40. 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.
- 41. 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 directors to that effect.
- 42. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.
- 43. 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.
- 44. A statutory declaration in writing that the declarant is a director or the secretary of the company, and that a share in the company has been duly

forfeited on a date sated 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 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 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.

45. 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.

CONVERSION OF SHARES INTO STOCK

- 46. The company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.
- 47. 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 admit; 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.
- 48. 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 an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- 49. 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".

ALTERATION OF CAPITAL

50. 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.

- 51. 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.
- 52. The company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorised, and consent required, by law.

GENERAL MEETINGS

- 53. 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; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. 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 directors shall appoint.
- 54. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 55. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be

convened on such 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 directors.

NOTICE OF GENERAL MEETINGS

56. (a) An annual General Meeting and a General Meeting called for the passing of a Special Resolution shall be called by twenty-one (21) days' notice at least, and any other General Meeting of the Company shall be called by fourteen (14) days' notice at least. The notice shall be exclusive of the day on which it is given or served or deemed to be given or served and of the day for which it is given. The notice shall specify the place, the day and the hour of the General Meeting and, in case of a special business, the general nature of that business. Notwithstanding any provision to the contrary in the Articles regarding the service or dispatch of notices or other documents by the company to any member, a notice of a General Meeting may be given or served in the manner hereinafter mentioned or in such a way as permitted by the Law or by publication to the website of the company or in any other way, if any, as to be prescribed by the company at a General Meeting, to the persons entitled to receive such notices from the company by virtue of the regulations of the company.

Provided that a General Meeting of the company that it is called by shorter notice than that specified in the Articles, shall, be deemed to have been duly called if it is so agreed:

- (i) In the case of a General Meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat, or
- (ii) In the case of any other General Meeting, by a majority in number of the members having a right to attend and vote at the General Meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.
- (b) Provided further that for so long as the shares of the company are admitted for trading in an organized market:
 - (i) Notwithstanding any provision to the contrary in the Articles and to the extent permitted by Law, any notice of a General Meeting or information in relation to a General Meeting to be given or to be served or to be sent by the company to any person entitled under the regulations of the company to receive such notice, shall be deemed to have been given or served or sent to such person where the company publishes such notice or information on its website, and any such notice or information will be deemed to have been served or given or sent at the next day of the day of publication of the notice or information for the first time at the company's website, and

- (ii) Nothing in this present regulation will invalidate the procedures of a General Meeting for which the notice or other document or information in relation to it, has not been published throughout the period required by Law and the omission to publish is due to circumstances that the company would not reasonably be expected to prevent or avoid.
- 57. 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.
- 58. For as long as the company is listed in an organised market, the provisions of Sections 127 133, inclusive, of the Law, relating to notices and related issues, shall apply. In particular, and without prejudice to the generality of the foregoing:
 - Copies of all documents which must be placed before the (a) company in general meeting to which reference is made in the Law and shall be available to each member, holder of debentures of the company and to every person who is registered as a holder of shares of the company, either in printed or electronic form, at a time which shall not be less than 21 days prior to the date fixed for the general meeting. In the notice convening the general meeting, reference shall be made with respect to the place and manner in which such documents shall be available. Provided, however, that at the annual general meeting of members of the company, the company shall have available for distribution to those members attending the meeting, copies of the documents referred to herein above and the company shall comply with its obligations for publication of all documents which are required in accordance with the provisions of any applicable legislation and/or of the Regulations, either in the press and/or in its website or in such manner as the regulators of any organized in market which the company or any of its securities may be listed, require.
- 59. Subject to the proviso of sub-section 4 of Section 35 of the Public Bids Law and of the corresponding provisions of the laws of other member states enacted with a view to comply with sections 9(4) and 1(4) of the Directive 2004/25/EC in case the company is listed at an organized market:
 - (i) with respect to the annual general meeting 21 days' written notice, and
 - (ii) in the case of general meeting (other than annual general meeting and meeting for the approval of special resolution) 14 days' written notice, by which:

- (a) the company shall hold technical facilities to the members to vote through vote by electronic means, accessible to all members who hold shares having the right to vote at general meetings, and
- (b) a special resolution reducing the period of notice to 14 days, has been approved at the immediately preceding annual general meeting or at a general meeting convened and held after that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 60. 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.
- 61. 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, four members present in person or by proxy and representing at least the twenty per cent of the issued share capital of the Company shall be a quorum.
- 62. 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 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.
- 63. 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.
- 64. 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.
- 65. 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.

- 66. 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.
- 67. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
 - (a) by the chairman; or
 - (b) by at least one member present in person or by proxy.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or 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. The demand for a poll may be withdrawn.

- 68. Except as provided in Article 70, if a poll is duly demanded it 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.
- 69. 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 may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

- 70. 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 show of hands every member present in person or by proxy shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.
- 71. 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.

- 72. A member of unsound mind, or in respect of whom an order has been made by Court having jurisdiction in lunacy, may vote, whether on a show of hands or 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 appointed by that Court, and any such administrator, committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
- 73. 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.
- 74. 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.
- 75. On a poll votes may be given either personally or by proxy.
- 76. 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.
- 77. The instrument appointing a proxy shall be in writing signed by the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.
- 78. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company not less than two working days 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. In case a poll is to be taken at a time other than during the meeting at which such poll was demanded the instrument of proxy shall be deposited at the place specified for taking the poll at least fifteen minutes before the time appointed for taking the same. 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.

79. 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 , 20 , and at any adjournment thereof.

Signed this day of , 20 ."

80. 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 , 20 , and any adjournment thereof.

Signed this day of , 20 .

This form is to be used in favour of*/against the resolution.

The Proxy will vote at will unless he is given a different authorisation.

*Strike out whichever is not desired."

- 81. 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 Article 56 above.
- 82. 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 revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by

the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

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

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

84. Any corporation which is a member of the company may by resolution of its directors or other governing body 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.

RESOLUTIONS IN WRITING BY THE MEMBERS

85. Subject to the provisions of the Law, a resolution in writing signed, or approved by letter, telex, telegram, facsimile or other mode of transmission of writing by all the members 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.

DIRECTORS

- 86. The number of the directors shall be from two and there shall be no maximum number. The Company shall have such minimum number of independent non executive directors as may be required by the rules of any foreign market where the shares of the Company are listed. In assessing the independence of the Directors, the criteria recommended by the rules of any such overseas market where the shares of the Company are listed for the time being shall be applied.
- 87. The number of the first directors within the aforesaid limits and their names shall be determined by the subscribers to the Memorandum of Association of the company.
- 88. At the first annual general meeting of the company all the directors shall retire from office but shall be eligible for re-election. At every subsequent annual general meeting one-third of the directors of the company for the time being, or if their number is not three or multiple of three, then the number nearest to one-third shall retire from office.

- 89. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall, unless they otherwise agree among themselves, be determined by lot.
- 90. A retiring director shall be eligible for re-election.
- 91. The company at the general meeting at which a director retires in the manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring director, shall, if offering himself for reelection, be deemed to have been re-elected, unless if at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.
- 92. No person other than a director retiring at the meeting shall unless recommended by the directors or by the Nomination Committee be eligible for election to the office of director at any general meeting unless not less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the registered office of the company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
- 93. Nominations for the election of directors may be made by the Board or by the Nomination Committee.
- 94. Notwithstanding the provisions of Article 93, no person shall be nominated or appointed to the office of a director if such person is disqualified, under the Law, from being appointed as a director.
- 95. A director's term shall begin either on the date of his appointment to the directors or at such later date designated in the ordinary resolution appointing such director.
- 96. 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 directors or any committee of the directors or general meeting of the company or in connection with the business of the company.
- 97. 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.
- 98. 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

99. The 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

- 100. The business of the company shall be managed by the 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 regulations, 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 directors which could have been valid if that regulation had not been made.
- 101. The directors may from time to time and at any time by power of attorney appoint any person, company, firm or person or body of persons, whether nominated directly or indirectly by the 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 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 directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 102. 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 directors.

- 103. 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 directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.
- 104. 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 interested at a meeting of the directors in accordance with section 191 of the Law.
- 105. No director shall be entitled to vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:
 - (a) any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
 - (b) to any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or by the deposit of a security; or
 - (c) any contract by a director to subscribe for or underwrite shares or debentures of the Company; or
 - (d) any contract or arrangement with any other company in which he is interested only as an officer of the Company or as holder of shares or other securities,

and these prohibitions may at any time be suspended or relaxed to any extent by the Company in general meeting.

106. A director may hold any other office or place of profit under the company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine and no director or intending director shall be disqualified by his office from 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 director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested 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.

- 107. Any director may act by himself or 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.
- 108. 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 directors shall from time to time by resolution determine.
- 109. The directors shall cause minutes to be made in books provided for the purpose -
 - (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
 - (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors;

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

- The directors may grant retirement pensions or annuities or other 110. 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 of 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.
- 111. 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 directors and he shall generally have and exercise all rights, powers and duties of the director appointing him provided always that the appointor director may at any time revoke such appointment and in case of death or disability of the appointor director 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 not effect.

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.

- 112. 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 appointor director and his alternate.
- 113. The 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 directors so require 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 para. 4 of section 123 of the Law.

DISQUALIFICATION OF DIRECTORS

- 114. 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) shall for more than six months have been absent without permission of the directors from at least three consecutive meetings of the directors duly convened and held during that period.

APPOINTMENT AND REMOVAL OF DIRECTORS

- 115. The company may from time to time by ordinary resolution increase or reduce the number of directors.
- 116. The 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.
- 117. 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.
- 118. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding Article and without prejudice to the powers of the directors under Article 116 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

- 119. The directors may meet together for the despatch of their business, adjourn and otherwise regulate their meetings as they deem fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall not have a second or casting vote. A director may and the secretary, on the requisition of a director, shall, at any time, summon a meeting of the directors.
- 120. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be the majority of the members of the board. Provided however that so long as the company, pursuant to the provisions of these Articles, has only two members the quorum necessary shall be two.
- 121. 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 quorum of directors, the continuing directors or director may act for the

- purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.
- 122. The directors may elect a chairman of their 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 five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
- 123. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.
- 124. 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.
- 125. The committees may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall not have a second or casting vote.
- 126. All acts done by any meeting of the 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 OR OTHERWISE BY THE DIRECTORS

- 127. (a) A resolution in writing, signed or approved by letter, cable, radiogram, telex, 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 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 contemporaneous 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 directors and all the

provisions in these Articles as to meetings of the 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 directors shall be entitled to notice of a meeting by telephone or other means of communication and to 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 formalities, if certified as a correct minute by the chairman of the meeting or the secretary.

MANAGING DIRECTOR

- 128. The directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A director so appointed shall not, whilst holding that office, be subject to retirement by rotation, or be taken into account in determining the rotation of retirement of directors, if at any time applicable pursuant to these Articles, but his appointment shall be automatically determined if he ceases from any cause to be director.
- 129. 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 directors may determine.
- 130. The directors may from time to time entrust to and confer upon a managing director any of the powers exercisable by them upon such nterms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

SECRETARY

- 131. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit. The directors may, if they so wish, appoint one or more persons to act as assistant secretary; and any secretary or assistant secretary so appointed may be removed by them.
- 132. 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.
- 133. 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 satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

- 134. (a) The Seal of the company shall only be used by the authority of the directors and every instrument to which the seal shall be affixed shall be signed by one director and by the secretary or by a second director, or by another 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, which shall be as provided by s. 36(1) of the Law and for use as therein provided.

MEETINGS ABROAD

135. Notwithstanding any provision contained in the Articles applicable to the company, the meetings of the 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 the members, as the case may be, may require in writing.

DIVIDENDS AND RESERVE

- 136. Subject to the provisions of section 169 A of the Law, the company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.
- 137. Subject to the provisions of section 169 C of the Law, the directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.
- 138. No dividend shall be paid otherwise than out of profits.
- 139. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the 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, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.
- 140. 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.
- 141. The directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the company on account of calls or otherwise in relation to the shares of the company and they may also deduct from any such dividends any other sums presently payable by him to the company for any reason.
- 142. 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, of paid up shares, debentures or debenture stock of any other

company or in any one or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the 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 vest any such specific assets in trustees as may seem expedient to the directors.

- 143. 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.
- 144. No dividend shall bear interest against the company.

ACCOUNTS

- 145. The 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 affairs and to explain its transactions.

- 146. 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 directors think fit, and shall always be open to the inspection of the directors.
- 147. The 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 directors or by the company in general meeting.

- 148. 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.
- 149. 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 Article 37. 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.

PURCHASE OF OWN SHARES

150. The company shall have power to purchase and hold its own shares in accordance with the provisions of sections 57A to 57F inclusive, of the Law.

NOMINATION COMMITTEE

- 151. The company shall have a nomination committee. The committee shall present to the general meeting a proposal for candidates to be elected as directors. The committee shall also propose to the general meeting the directors' remuneration.
- 152. The nomination committee shall consist of at least two members and there shall be no maximum. The members of the nomination committee shall be elected by the general meeting. The majority of the committee shall be independent of the administrative organ and the management of the Company. The general meeting shall set the committee members' remuneration. The costs of the nomination committee shall be covered by the company.

CAPITALISATION OF PROFITS

153. The company in general meeting may upon the recommendation of the 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 and/or between the holders of warrants in the case where the term of issue of such warrants provide or allow such distribution and in such proportions as may be provided by the term of issue of such warrants on condition that the same be not paid in cash but be applied, in case of members, 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 unissued shares or debentures of the company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, and to and amongst the holders of warrants, as the case may be, 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 unissued shares to be issued to members of the company and as the case may be, to the holders of warrants as fully paid bonus shares.

Provided in addition that in case where in accordance with the terms of issue of any shares in the capital of the company at a premium, the use of all or part of the amount that has been collected as premium for the repayment of shares of the Company for the purpose of distribution thereof to specific person(s), member or members of the company or not, then the directors could act accordingly and proceed with the issue of such shares in the name of the person or persons notwithstanding any provision of this Article or any other Article contained in these Articles.

Whenever such a resolution as aforesaid shall have been passed the 154. 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 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

155. Auditors shall be appointed and their duties regulated in accordance with section 153 to 156 (both inclusive) of the Law.

NOTICES

- 156. (a) Any notice, document or other information may be given by the company to any member of the company, either by hand and/or courier and/or by post and/or by fax and/or by email and/or by means of a website.
 - (b) Any notice, document or other information shall be deemed served on, or delivered to, any member of the company:
 - (i) if delivered by hand or courier, on signature of a delivery receipt or at the time the notice, document or other information is left at the address; or
 - (ii) if sent by fax, at the time of transmission; or
 - (iii) if sent by post to an address within the country from which it is sent, on the second working day after posting; or
 - (iv) if sent by post to an address outside the country from which it is sent, on the fourth working day after posting; or
 - (v) if sent or supplied by email, one hour after the notice, document or information was sent or supplied; or
 - (vi) if sent or supplied by means of a website, at the next day of the day where the material is first published to the website of the company.
 - (c) if deemed receipt under this article 156 would occur outside business hours (meaning 8:30 am to 6.00 pm Monday to Friday on a day that is not a public holiday in the place of deemed receipt), at 8:30 am on the day when business next starts in the place of deemed receipt.
 - (d) For the purposes of this article, all references to time are to local time in the place of deemed receipt.
 - (e) To prove service, it is sufficient to prove that:
 - (i) if delivered by hand or by courier, the notice, document or other information was delivered to the correct address; or
 - (ii) if sent by fax, a transmission report was received confirming that the notice, document or other information was successfully transmitted to the correct fax number; or

- (iii) if sent by post, the envelope containing the notice, document or other information was properly addressed, paid for and posted; or
- (iv) if sent by email, the notice, document or other information was properly addressed and sent to the email address of the recipient.
- (f) This article does not apply to the service of any proceedings or other documents in any legal action or, where applicable, any arbitration or other method of dispute resolution.
- 157. 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.
- 158. 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 Article 156 above, 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.
- 159. 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

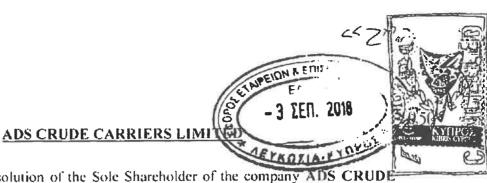
160. If the company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Law, divide amongst the members in specie or kind the

whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any 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

161. 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, receipts, 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 any defects of title of the company to any property purchased, 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.





By way of a written resolution of the Sole Shareholder of the company ADS CRUDE CARRIERS LIMITED (the "Company") dated 10/8/2018, the following resolution was passed and approved as Ordinary Resolution:-

SPECIAL RESOLUTION

THAT the Company be and is hereby converted from Private to Public pursuant to the provisions of the Companies Law Cap. 113 and the Articles of Association of the Company be and are hereby amended and by this resolution is amended by replacing the existing Articles of Association of the Company, by the new Articles of Association, copy of which is attached herewith.

TRUE COPY

CYPROSERVUS CO. LIMITED
ASSISTANT SECRETARY

CYPROSERVUS CO. LIMITED

TRANSLATED
TRUE COPY

Georgios Triftarides

FOR REGISTRAR OF COMPANIES

12/1/2021

Effychia-Aprend Resolutions, putisputa

FEE 620

THE COMPANIES LAW. CAP. 113.



Number of Company HE 383277

> Notification of consolidation, division, subdivision, redempti or cancellation of shares, concertion of shares into stock and

re-conversion of stock into shares.

Under section 61

Name of Company | ADS CRUDE CARRIERS LIMITED

To the Registrar of Companies

It is hereby notified that:

The Company has on 10/8/2018 by an Ordinary Resolution resolved the following:

- A. That the authorised share capital of the Company which is £1.000 divided into 1.000 Ordinary Shares of €1 each be converted into \$1.172 divided into 1.000 Ordinary Shares of \$1,172 each (on the basis of the US\$ rate prevailing on 26/7/2018 i.e. €1=US \$ 1,171997676) and
- B. That the authorised share capital of the Company be subdivided into \$1.172 divided into 5.860 Ordinary shares of \$0.20 each and as a result of the above the authorised and issued share capital of the Company be as of the date of the said resolution \$1.172 divided into 5.860 Ordinary shares of \$0.20 each and the same are held by ADS SHIPPING LIMITED. of Cyprus.

Signature

CYPROSERVUS CO. LIMITED

Secretary

Date

10/8/2018

CYPROSERVUS CO. LIMITED

Name and Address for Correspondence

Name CYPROSERVUS CO. LIMITED

Address 284, Arch. Makariou III Ave., FORTUNA COURT,

Block B.

2nd Floor, Limassol

Post Code | 3105

Telephone

25-800 000

TRANSLATED TRUE COPY

Georgios Triftarides

FOR REGISTRAR OF COMPANIES



By way of a written resolution of the Sole Shareholder of the company **ADS CRUDE CARRIERS LIMITED** (the "Company") dated 10th of August, 2018, the following resolution was passed and approved as Ordinary Resolution:-

ORDINARY RESOLUTION

THAT the authorised share capital of the Company be increased from One Thousand One Hundred Seventy Two United States Dollars (US \$1.172) divided into 5.860 Ordinary shares of nominal value US \$0.201 each to Four Million Six Hundred Seventy Eight Thousand Sixty United States Dollars (US \$4.678.060) divided into 23.390.300 Ordinary shares of nominal value US \$0.20 each.

TRUE COPY

CYPROSERVUS CO. LIMITED
ASSISTANT SECRETARY

CYPROSERVUS CO. LIMITED





VANTURA INVESTMENTS LIMITED

By way of a Written Decision of the Shareholder of the company VANTURA INVESTMENTS LIMITED ("the Company") dated the 5th day of July, 2018, the following Resolution was passed and approved by the sole shareholder of the Company as Special Resolution.

SPECIAL RESOLUTION

THAT the Company's name be changed from VANTURA INVESTMENTS LIMITED to ADS CRUDE CARRIERS LIMITED and THAT the Company's Memorandum and Articles of Association be modified accordingly.

TRUE COPY

THESSALIA PAPAIAKOVOU

Secretary







By way of a Written Decision of the Shareholder of the company ADS CRUDE CARRIERS LIMITED ("the Company") dated the 10.1h day of August, 2018, the following Resolution was passed and approved by the sole shareholder of the Company as Special Resolution.

SPECIAL RESOLUTION

THAT the Company's name be changed from ADS CRUDE CARRIERS LIMITED to ADS CRUDE CARRIERS PLC and THAT the Company's Memorandum and Articles of Association be modified accordingly.

TRUE COPY

THESSALIA PAPAIAKOVOU

Secretary





(the "Company") EXTRACTS OF THE MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY

During the Annual General Meeting of the Shareholders of the Company, held on 21/08/2019 the following resolutions were unanimously passed as Special Resolutions:

[...]

Special Resolution

It is resolved by special resolution that Article 56 of the Articles of Association shall be and is amended by replacing its full text with the following text:

"56. (a) An annual General Meeting and a General Meeting called for the passing of a Special Resolution shall be called by twenty-one (21) days' notice at least, and any other General Meeting of the Company shall be called by fourteen (14) days' notice at least. The notice shall be exclusive of the day on which it is given or served or deemed to be given or served and of the day for which it is given. The notice shall specify the place, the day and the hour of the General Meeting and, in case of a special business, the general nature of that business. Notwithstanding any provision to the contrary in the Articles regarding the service or dispatch of notices or other documents by the company to any member, a notice of a General Meeting may be given or served in the manner hereinafter mentioned or in such a way as permitted by the Law or by publication to the website of the company or in any other way, if any, as to be prescribed by the company at a General Meeting, to the persons entitled to receive such notices from the company by virtue of the regulations of the company.

Provided that a General Meeting of the company that it is called by shorter notice than that specified in the Articles, shall, be deemed to have been duly called if it is so agreed:

- (i) In the case of a General Meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat, or
- (ii) In the case of any other General Meeting, by a majority in number of the members having a right to attend and vote at the General Meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.
- (b) Provided further that for so long as the shares of the company are admitted for trading in an organized market:
- (i) Notwithstanding any provision to the contrary in the Articles and to the extent permitted by Law, any notice of a General Meeting or information in relation to a General Meeting to be given or to be served or to be sent by the company to any person entitled under the regulations of the company to receive such notice, shall be deemed to have been given or served or sent to such person where the company publishes such notice or information on its website, and any such notice or information will be deemed to have been served or given or sent at the next day of the day of publication of the notice or information for the first time at the company's website, and

(ii) Nothing in this present regulation will invalidate the procedures of a General Meeting for which the notice or other document or information in relation to it, has not been published throughout the period required by Law and the omission to publish is due to circumstances that the company would not reasonably be expected to prevent or avoid.

[...]

Special Resolution

It is resolved by special resolution that Article 156 of the Articles of Association shall be and is amended by replacing its full text with the following text:

- "156. (a) Any notice, document or other information may be given by the company to any member of the company, either by hand and/or courier and/or by post and/or by fax and/or by email and/or by means of a website.
- (b) Any notice, document or other information shall be deemed served on, or delivered to, any member of the company:
 - (i) if delivered by hand or courier, on signature of a delivery receipt or at the time the notice, document or other information is left at the address; or
 - (ii) if sent by fax, at the time of transmission; or
 - (iii) if sent by post to an address within the country from which it is sent, on the second working day after posting; or
 - (iv) if sent by post to an address outside the country from which it is sent, on the fourth working day after posting; or
 - (v) if sent or supplied by email, one hour after the notice, document or information was sent or supplied; or
 - (vi) if sent or supplied by means of a website, at the next day of the day where the material is first published to the website of the company.
- (c) if deemed receipt under this article 156 would occur outside business hours (meaning 8:30 am to 6.00 pm Monday to Friday on a day that is not a public holiday in the place of deemed receipt), at 8:30 am on the day when business next starts in the place of deemed receipt.
- (d) For the purposes of this article, all references to time are to local time in the place of deemed receipt.
- (e) To prove service, it is sufficient to prove that:
 - (i) if delivered by hand or by courier, the notice, document or other information was delivered to the correct address; or
 - (ii) if sent by fax, a transmission report was received confirming that the notice, document or other information was successfully transmitted to the correct fax number; or

- (iii) if sent by post, the envelope containing the notice, document or other information was properly addressed, paid for and posted; or
- (iv) if sent by email, the notice, document or other information was properly addressed and sent to the email address of the recipient.
- (f) This article does not apply to the service of any proceedings or other documents in any legal action or, where applicable, any arbitration or other method of dispute resolution.

[...]

TRUE COPY

Marios Demetriades Chairperson of Meeting Thessalia Papaiacovou Secretary





ADS CRUDE CARRIERS PLC

(the 'Company')

At the Extraordinary General Meeting of the Company's shareholders, held at the Company's registered office at Amathountos 22, OSM House, Agios Tychonas 4532, Limassol, Cyprus on the date 10/12/2020 the following resolution was adopted as a Special Resolution by the shareholders of the Company

SPECIAL RESOLUTION

"The name of the Company shall change from « ADS CRUDE CARRIERS PLC » to « ADS MARITIME HOLDING PLC »".

Thessalia Papaiakovou Secretary



Tenjinpio A



At the Extraordinary General Meeting of the Company's shareholders, held at the Company's registered office at Amathountos 22, OSM House, Agios Tychonas 4532, Limassol, Cyprus on the date 10/12/2020 the following resolution was adopted as an Ordinary Resolution by the shareholders of the Company

ORDINARY RESOLUTION

RESOLVED that the authorized share capital of the Company, consisting of 23,390,300 Ordinary Shares of nominal value \$0.20 each, be increased from \$4,678,060. - (four million, six hundred seventy-eight thousand and sixty United States Dollars) to \$1,000,000,000. - (one billion United States Dollars), by the creation of 4,976,609,700 Ordinary Shares, of nominal value \$0.20 each.

Thessalia Papaiakovou Secretary

TRANSLATED
TRUE COPY

Georgios Triftarides

FOR REGISTRAR OF COMPANIES
12/11/2021