



British Virgin Islands
BVI Business Companies Act, 2004

Amended and Restated Memorandum of Association
and
Articles of Association
of

Unicorn Tokenization Corp.

A COMPANY LIMITED BY SHARES

Incorporated the 25th day of April, 2019
Amended and Restated the 7th day of May, 2019
Amended and Restated the 23rd day of November, 2020
Amended and Restated the 22st day of December, 2020
Amended and Restated the 22st day of June, 2021

UNTITLED FIDUCIARY SERVICES LTD.

P.O. BOX 3133

Road Town, Tortola
British Virgin Islands

TERRITORY OF THE BRITISH VIRGIN ISLANDS

THE BVI BUSINESS COMPANIES ACT 2004

AMENDED AND RESTATED

MEMORANDUM OF ASSOCIATION

OF

Unicorn Tokenization Corp.

A COMPANY LIMITED BY SHARES

1. DEFINITIONS AND INTERPRETATION

- 1.1. In this Memorandum of Association and the attached Articles of Association, if not inconsistent with the subject or context:

“**Act**” means the BVI Business Companies Act (No. 16 of 2004) and any modification, extension, reenactment or renewal thereof, any amendments thereto and the BVI Business Companies Regulations, 2012 and any other regulations made thereunder;

“**Articles**” means the attached Articles of Association of the Company;

“**Chairman of the Board**” has the meaning specified in Regulation 12;

“**Distribution**” in relation to a distribution by the Company means:

- (i) the direct or indirect transfer of an asset, other than Shares, to or for the benefit of a Shareholder and/or a Non-Voting Common Stock Shareholder in relation to Shares, or
- (ii) the incurring of a debt to or for the benefit of a Shareholder and/or Non-Voting Common Stock Shareholder, or
- (iii) in relation to Shares held by a Shareholder and/or a Non-Voting Common Stock Shareholder, and whether by means of a purchase of an asset, the redemption or other acquisition of Shares, a distribution of indebtedness or otherwise, and includes a dividend.

“**Economic Interest**” means a substantial financial and/or equity interest the Company may have in another company (further defined as Underlying Asset) either directly or indirectly through other entity(ies);

“**Underlying Asset**” means a company, specified in this M&A or Resolution of Directors during the issuance of Company’s class of Non-Voting Common Stock, in which that class grants Economic Interest;

“**Eligible Person**” means individuals, corporations, trusts, the estates of deceased individuals, partnerships and unincorporated associations of persons;

“Non-Voting Common Stock” means any common stock referred to in the Sub-Section 6.2. of the present Memorandum of Association and which the Company have issued or may decide to issue from time to time by a resolution of Directors;

“Non-Voting Common Stock Shareholder” means an Eligible Person whose name is entered in the register of members of the Company as the holder of one or more Non-Voting Common Stock shares;

“Memorandum” means this Memorandum of Association of the Company;

“Resolution of Directors” means either:

- (a) a resolution approved at a duly convened and constituted meeting of directors of the Company or of a committee of directors of the Company by the affirmative vote of a majority of the directors present at the meeting who voted except that where a director is given more than one vote, he shall be counted by the number of votes he casts for the purpose of establishing a majority; or
- (b) a resolution consented to in writing either by such majority of the directors entitled to vote on the resolution or by all the directors or by all members of a committee of directors of the Company entitled to vote on the resolution, as the case may be;

“Resolution of Shareholders” means either:

- (a) a resolution approved at a duly convened and constituted meeting of the Shareholders of the Company by the affirmative vote of a majority of the votes of the Shares entitled to vote thereon which were present at the meeting and were voted; or
- (b) a resolution consented to in writing by a majority of the votes of Shares entitled to vote thereon;

“Seal” means any seal which has been duly adopted as the common seal of the Company;

“Securities” means Shares and debt obligations of every kind of the Company, and including without limitation options, warrants and rights to acquire shares or debt obligations;

“Shares” means the Voting Common Stock and the Non-Voting Common Stock of the Company;

“Shareholder” (or collectively **“Shareholders”**) means an Eligible Person whose name is entered in the register of members of the Company as the holder of one or more shares of Voting Common Stock;

“Treasury Share” means a Share that was previously issued but was repurchased, redeemed or otherwise acquired by the Company and not cancelled;

“Written” or any term of like import includes information generated, sent, received or stored by electronic, electrical, digital, magnetic, optical, electromagnetic, biometric or photonic means, including electronic data

interchange, electronic mail, telegram, telex or telecopy, and “**in writing**” shall be construed accordingly.

- 1.1. In the Memorandum and the Articles, unless the context otherwise requires a reference to:
 - (a) a “**Regulation**” is a reference to a regulation or sub-regulation of the Articles;
 - (b) a “**Clause**” is a reference to a clause of the Memorandum;
 - (c) voting by Shareholders is a reference to the casting of the votes attached to the Shares held by the Shareholder voting;
 - (d) the Act, the Memorandum or the Articles is a reference to the Act or those documents as amended or in the case of the Act any re-enactment; and
 - (e) the singular includes the plural and vice versa.
- 1.2. Any words or expressions defined in the Act, unless the context otherwise requires, bear the same meaning in the Memorandum and Articles unless otherwise defined herein.
- 1.3. Headings are inserted for convenience only and shall be disregarded in interpreting the Memorandum and Articles.

2. NAME

The name of the Company is Unicorn Tokenization Corp.

3. STATUS

The Company is a company limited by shares.

4. REGISTERED OFFICE AND REGISTERED AGENT

- 4.1. The first registered office of the Company will be situated at the offices of UNTITLED FIDUCIARY SERVICES LTD., Cane Garden Bay, Road Town, Tortola, British Virgin Islands.
- 4.2. The first registered agent of the Company is UNTITLED FIDUCIARY SERVICES LTD., P.O. Box 3133, Road Town, Tortola, British Virgin Islands.

5. CAPACITY AND POWERS

- 5.1. Subject to the Act and any other British Virgin Islands legislation, the Company has, irrespective of corporate benefit:
 - (a) full capacity to carry on or undertake any business or activity, including trading of any commodities or goods, do any act or enter into any transaction; and
 - (b) for the purposes of paragraph (a), full rights, powers and privileges.
- 5.2. For the purposes of section 9(4) of the Act, there are no limitations on the business that the Company may carry on.

6. NUMBER AND CLASSES OF SHARES

6.1. The Company is authorised to issue fifty (50) classes of stock, to be designated as:

- (1) “Voting Common Stock”;
- (2) “USPX Non-Voting Common Stock” (representing economic interest in Space Exploration Technologies Corp.);
- (3) “UAIR Non-Voting Common Stock” (representing economic interest in Airbnb, Inc.);
- (4) “URHD Non-Voting Common Stock” (representing economic interest in Robinhood Markets, Inc.);
- (5) “UDFO Non-Voting Common Stock” (representing economic interest in Diamond Foundry, Inc.);
- (6) “UKKN Non-Voting Common Stock” (representing economic interest in Kraken (Payward, Inc.);
- (7) “UINV Non-Voting Common Stock” (representing economic interest in InVisionApp, Inc.);
- (8) “UKNA Non-Voting Common Stock” (representing economic interest in Klarna Bank AB);
- (9) “UDIG Non-Voting Common Stock” (representing economic interest in DigitalOcean Holdings, Inc.);
- (10) “UTSH Non-Voting Common Stock” (representing economic interest in Tradeshift, Inc.);
- (11) “UBLD Non-Voting Common Stock” (representing economic interest in Blend Labs, Inc.);
- (12) “UBTR Non-Voting Common Stock” (representing economic interest in Better Holdco, Inc.);
- (13) “UDOT Non-Voting Common Stock” (representing economic interest in StoreDot Ltd);
- (14) “URIK Non-Voting Common Stock” (representing economic interest in Rubrik, Inc.);
- (15) “USTN Non-Voting Common Stock” (representing economic interest in Standard Cognition Corp.);
- (16) “UDIS Non-Voting Common Stock” (representing economic interest in Discord, Inc.);
- (17) “URVT Non-Voting Common Stock” (representing economic interest in Revolut Ltd);
- (18) “URED Non-Voting Common Stock” (representing economic interest in Reddit, Inc.);
- (19) “UNEU Non-Voting Common Stock” (representing economic interest in Neuralink Corporation);
- (20) “UTRO Non-Voting Common Stock” (representing economic interest in Turo, Inc.);
- (21) “UOAI Non-Voting Common Stock” (representing economic interest in Openai Holdings, L.P.);

-
- (22) “UMCY Non-Voting Common Stock” (representing economic interest in Mercury Technologies, Inc.);
 - (23) “UT01 Non-Voting Common Stock”;
 - (24) “UT02 Non-Voting Common Stock”;
 - (25) “UT03 Non-Voting Common Stock”;
 - (26) “UT04 Non-Voting Common Stock”;
 - (27) “UT05 Non-Voting Common Stock”;
 - (28) “UT06 Non-Voting Common Stock”;
 - (29) “UT07 Non-Voting Common Stock”;
 - (30) “UT08 Non-Voting Common Stock”;
 - (31) “UT09 Non-Voting Common Stock”;
 - (32) “UT10 Non-Voting Common Stock”;
 - (33) “UT11 Non-Voting Common Stock”;
 - (34) “UT12 Non-Voting Common Stock”;
 - (35) “UT13 Non-Voting Common Stock”;
 - (36) “UT14 Non-Voting Common Stock”;
 - (37) “UT15 Non-Voting Common Stock”;
 - (38) “UT16 Non-Voting Common Stock”;
 - (39) “UT17 Non-Voting Common Stock”;
 - (40) “UT18 Non-Voting Common Stock”;
 - (41) “UT19 Non-Voting Common Stock”;
 - (42) “UT20 Non-Voting Common Stock”;
 - (43) “UT21 Non-Voting Common Stock”;
 - (44) “UT22 Non-Voting Common Stock”;
 - (45) “UT23 Non-Voting Common Stock”;
 - (46) “UT24 Non-Voting Common Stock”;
 - (47) “UT25 Non-Voting Common Stock”;
 - (48) “UT26 Non-Voting Common Stock”;
 - (49) “UT27 Non-Voting Common Stock”;
 - (50) “UT28 Non-Voting Common Stock”.
- 6.2. The Company is authorised to issue up to a maximum of 2,451,000 shares of US\$ 1.00 par value divided as follows:
- (1) 1,000 of the “Voting Common Stock”;
 - (2) 50,000 of the “USPX Non-Voting Common Stock”;
 - (3) 50,000 of the “UAIR Non-Voting Common Stock”;
 - (4) 50,000 of the “URHD Non-Voting Common Stock”;
 - (5) 50,000 of the “UDFO Non-Voting Common Stock”;
 - (6) 50,000 of the “UKKN Non-Voting Common Stock”;
 - (7) 50,000 of the “UINV Non-Voting Common Stock”;
 - (8) 50,000 of the “UKNA Non-Voting Common Stock”;
 - (9) 50,000 of the “UDIG Non-Voting Common Stock”;
 - (10) 50,000 of the “UTSH Non-Voting Common Stock”;
 - (11) 50,000 of the “UBLD Non-Voting Common Stock”;
 - (12) 50,000 of the “UBTR Non-Voting Common Stock”;
 - (13) 50,000 of the “UDOT Non-Voting Common Stock”;

-
- (14) 50,000 of the “URIK Non-Voting Common Stock”;
 - (15) 50,000 of the “USTN Non-Voting Common Stock”;
 - (16) 50,000 of the “UDIS Non-Voting Common Stock”;
 - (17) 50,000 of the “URVT Non-Voting Common Stock”;
 - (18) 50,000 of the “URED Non-Voting Common Stock”;
 - (19) 50,000 of the “UNEU Non-Voting Common Stock”;
 - (20) 50,000 of the “UTRO Non-Voting Common Stock”;
 - (21) 50,000 of the “UOAI Non-Voting Common Stock”;
 - (22) 50,000 of the “UMCY Non-Voting Common Stock”;
 - (23) 50,000 of the “UT01 Non-Voting Common Stock”;
 - (24) 50,000 of the “UT02 Non-Voting Common Stock”;
 - (25) 50,000 of the “UT03 Non-Voting Common Stock”;
 - (26) 50,000 of the “UT04 Non-Voting Common Stock”;
 - (27) 50,000 of the “UT05 Non-Voting Common Stock”;
 - (28) 50,000 of the “UT06 Non-Voting Common Stock”;
 - (29) 50,000 of the “UT07 Non-Voting Common Stock”;
 - (30) 50,000 of the “UT08 Non-Voting Common Stock”;
 - (31) 50,000 of the “UT09 Non-Voting Common Stock”;
 - (32) 50,000 of the “UT10 Non-Voting Common Stock”;
 - (33) 50,000 of the “UT11 Non-Voting Common Stock”;
 - (34) 50,000 of the “UT12 Non-Voting Common Stock”;
 - (35) 50,000 of the “UT13 Non-Voting Common Stock”;
 - (36) 50,000 of the “UT14 Non-Voting Common Stock”;
 - (37) 50,000 of the “UT15 Non-Voting Common Stock”;
 - (38) 50,000 of the “UT16 Non-Voting Common Stock”;
 - (39) 50,000 of the “UT17 Non-Voting Common Stock”;
 - (40) 50,000 of the “UT18 Non-Voting Common Stock”;
 - (41) 50,000 of the “UT19 Non-Voting Common Stock”;
 - (42) 50,000 of the “UT20 Non-Voting Common Stock”;
 - (43) 50,000 of the “UT21 Non-Voting Common Stock”;
 - (44) 50,000 of the “UT22 Non-Voting Common Stock”;
 - (45) 50,000 of the “UT23 Non-Voting Common Stock”;
 - (46) 50,000 of the “UT24 Non-Voting Common Stock”;
 - (47) 50,000 of the “UT25 Non-Voting Common Stock”;
 - (48) 50,000 of the “UT26 Non-Voting Common Stock”;
 - (49) 50,000 of the “UT27 Non-Voting Common Stock”;
 - (50) 50,000 of the “UT28 Non-Voting Common Stock”.

6.3. The Company may issue fractional Shares. A fractional share has the corresponding fractional rights, obligations and liabilities of a whole share of the same class.

7. DESIGNATIONS, POWERS, PREFERENCES, ETC. OF SHARES

7.1. Each share of Voting Common Stock in the Company confers upon the Shareholder:

- (a) the right to one vote at a meeting of the Shareholders of the Company or on any Resolution of Shareholders;
- (b) the right to an equal share in any dividend paid by the Company, excluding dividends paid to Non-Voting Common Stock Shareholders; and
- (c) the right to an equal share in the distribution of the surplus assets of the Company on its liquidation.

7.2. Each share of Non-Voting Common Stock in the Company confers upon the Shareholder:

- (a) no voting rights; and
- (b) the right to an equal share in dividend of the Company which is (i) earned exclusively through the Economic Interest in the Underlying Asset corresponding to the class of share, (ii) approved by Resolution of Directors of the Company, (iii) payable either in U.S. Dollars or cryptocurrency.

7.3 The directors may at their discretion by Resolution of Directors redeem, purchase or otherwise acquire all or any of the Shares in the Company subject to Regulation 3 of the Articles.

8. VARIATION OF RIGHTS

The rights attached to the shares as specified in Clause 7 may only, whether or not the Company is being wound up, be varied with the consent in writing of or by a resolution passed at a meeting by the Shareholders of more than 50 per cent of the issued shares of Voting Common Stock.

9. RIGHTS NOT VARIED BY THE ISSUE OF SHARES PARI PASSU

The rights conferred upon the holders of any class of shares, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

10. REGISTERED SHARES

- 10.1. The Company shall issue registered shares only.
- 10.2. The Company is not authorised to issue bearer shares, convert registered shares to bearer shares or exchange registered shares for bearer shares.

11. TRANSFER OF SHARES

- 11.1. Shares of Voting Common Stock. The Company shall, on receipt of an instrument of transfer complying with Sub-Regulation 6.1 of the Articles, enter the name of the transferee of a share of Voting Common Stock in the register of members unless the directors resolve to refuse or delay the registration of the transfer for reasons that shall be specified in a Resolution of Directors.
- 11.2. Shares of Non-Voting Common Stock. Shares of Non-Voting Common Stock shall be represented by electronic records in the Register of Non-Voting Common Stock Shareholders stored in a public blockchain database as identified in the Sub-Regulation 2.7 of the Articles and therefore any transfer of these shares can

be made only in the form of electronic transaction in a public blockchain database. No other form of transfer will be valid in the case of this class of shares. The directors of the Company will ensure that the electronic transfer form will include the relevant information prescribed by the Act for the purposes of accepting a document as a “written instrument of transfer”. Also, the directors of the Company shall ensure that shares of Non-Voting Common Stock are not issued to the bearer, but rather on a registered form.

- 11.3. The directors may not resolve to refuse or delay the registration of a transfer of a Share unless the transferor thereof has failed to pay an amount due in respect of the Share.

12. AMENDMENT OF MEMORANDUM AND ARTICLES

The Company may amend its Memorandum or Articles by a Resolution of Shareholders or by a Resolution of Directors, save that no amendment may be made by a Resolution of Directors:

- (a) to restrict the rights or powers of the Shareholders to amend the Memorandum or Articles;
- (b) to change the percentage of Shareholders required to pass a Resolution of Shareholders to amend the Memorandum or Articles;
- (c) in circumstances where the Memorandum or Articles cannot be amended by the Shareholders; or
- (d) to Clauses 7, 8 or 9 or this Clause 12.

13. PRIVATE INVESTMENT FUND WARNING

The Company will be an “**PRIVATE INVESTMENT FUND**” within the meaning of the British Virgin Islands Securities and Investment Business (Amendment) Act, 2019 and the Private Investments Fund Regulations of 2019 (jointly referred to as the “Act”) on the basis that an invitation to subscribe for, or purchase, fund interests issued by the Company shall be made on a private basis only.

We, UNTITLED FIDUCIARY SERVICES., of Cane Garden Bay, P.O. Box 3133, Road Town, Tortola, British Virgin Islands for the purpose of incorporating a BVI Business Company under the laws of the British Virgin Islands hereby sign this Memorandum of Association.

Dated this 25th day of April, 2019

Incorporator

UNTITLED FIDUCIARY SERVICES LTD.

.....
Mrs. Agustina Cello Zambrano
Authorised Signatory

TERRITORY OF THE BRITISH VIRGIN ISLANDS

THE BVI BUSINESS COMPANIES ACT 2004

**AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF
Unicorn Tokenization Corp.**

A COMPANY LIMITED BY SHARES

1. REGISTERED SHARES

- 1.1. Every Shareholder and/or Non-Voting Common Stock Shareholder is entitled to a certificate signed by a director or officer of the Company or under the Seal specifying the number of Shares held by him and the signature of the director and the Seal may be facsimiles.
- 1.2. Any Shareholder and/or Non-Voting Common Stock Shareholder receiving a certificate shall indemnify and hold the Company and its directors and officers harmless from any loss or liability which it or they may incur by reason of any wrongful or fraudulent use or representation made by any person by virtue of the possession thereof. If a certificate for Shares is worn out or lost it may be renewed on production of the worn out certificate or on satisfactory proof of its loss together with such indemnity as may be required by a Resolution of Directors.
- 1.3. If several Eligible Persons are registered as joint tenants of any Shares, only the person who is listed first in the share certificate (and therefore whose name has been entered first in the Register of Members of the Company) may give an effectual receipt for any Distribution.

2. SHARES

- 2.1. Shares and other Securities may be issued at such times, to such Eligible Persons, for such consideration and on such terms as the directors may by Resolution of Directors determine.
- 2.2. Section 46 of the Act (*Pre-emptive rights*) does not apply to the Company.
- 2.3. A share of Voting Common Stock and/or Non-Voting Common Stock, may be issued for consideration in any form, including money, cryptocurrency, a promissory note or other written obligation to contribute money or property, real property, personal property (including goodwill and know-how), services rendered or a contract for future services.

-
- 2.4. No shares may be issued for a consideration other than money, unless a Resolution of Directors has been passed stating:
- (a) the amount to be credited for the issue of the shares;
 - (b) their determination of the reasonable present cash value of the non-money consideration for the issue; and
 - (c) that, in their opinion, the present cash value of the non-money consideration for the issue is not less than the amount to be credited for the issue of the shares.
- 2.5. The Company shall keep a register of members containing:
- (a) the names, mailing and e-mail addresses, and public blockchain database addresses, if applicable, of the Eligible Persons who hold shares;
 - (b) the number of each class and series of shares held by each Shareholder or Non-Voting Common Stock Shareholder;
 - (c) the date on which the name of each Shareholder or Non-Voting Common Stock Shareholder was entered in the appropriate register;
 - (d) transfer history; and
 - (e) the date on which any Eligible Person ceased to be a Shareholder or Non-Voting Common Stock Shareholder.
- 2.6. The Register of Members may be in any such form as the directors may approve, but if it is in magnetic, electronic or other data storage form, the Company must be able to produce legible evidence of its contents. Until the directors otherwise determine, the magnetic, electronic or other data storage form shall be the original register of members.
- 2.7. In addition to the Register of Members, the Company maintains a separate Register of Non-Voting Common Stock Shareholders, which is stored in a public blockchain database in the smart contract with the following addresses for each Non-Voting Common Stock respectively:
- (1) “Voting Common Stock” - not available as blockchain smart contract;
 - (2) “USPX Non-Voting Common Stock” -
0x61732bb7de2799e50d5259752c25e8193b346e01 (Celo public blockchain database);
 - (3) “UAIR Non-Voting Common Stock” -
0xe817d3617bcf220bc4d538e3fa87d877ce79dc53 (Celo public blockchain database);
 - (4) “URHD Non-Voting Common Stock” -
0x10c0afb3b2cb71b18b3c9156c45768a21f29e2e8 (Celo public blockchain database);
 - (5) “UDFO Non-Voting Common Stock” -
0x5aee1e065f159278ff8ee8dfb9345942351d286c (Celo public blockchain database);

-
- (6) “UKKN Non-Voting Common Stock” -
0x5f25b65813885f4b6e22d83df217412c240f0433 (Celo public blockchain database);
 - (7) “UINV Non-Voting Common Stock” -
0xa1e35f5a9e8454e7f2dd0e81e2a55036ed95d987 (Celo public blockchain database);
 - (8) “UKNA Non-Voting Common Stock” -
0x7f78573f3c1eb6ee660276f5f4dc10be8358b8e1 (Celo public blockchain database);
 - (9) “UDIG Non-Voting Common Stock” -
0xc7c335358faf6c454d3d6d767deb759ad239a795 (Celo public blockchain database);
 - (10) “UTSH Non-Voting Common Stock” -
0xc32f90b34b5e7ce747271217021bbb427bf5a32e (Celo public blockchain database);
 - (11) “UBLD Non-Voting Common Stock” -
0xc4229bd45c574bf22027936269bee9fa51f2632f (Celo public blockchain database);
 - (12) “UBTR Non-Voting Common Stock” -
0xf48c78853973360e2c86c5fbb335912e07a5a850 (Celo public blockchain database);
 - (13) “UDOT Non-Voting Common Stock” -
0xf18836375943951895d5ceaa098fea69d827f443 (Celo public blockchain database);
 - (14) “URIK Non-Voting Common Stock” -
0x3530dc7fbb791edeffd3ba8180d3c894739b38e5 (Celo public blockchain database);
 - (15) “USTN Non-Voting Common Stock” -
0x912d139ccbecelb848f5822520569de868d5a076 (Celo public blockchain database);
 - (16) “UDIS Non-Voting Common Stock” -
0x32041adce8a90486207bf8560dfc6522602510f2 (Celo public blockchain database);
 - (17) “URVT Non-Voting Common Stock” -
0x749cce980127f96408c45900a547962eec5e4ba6 (Celo public blockchain database);
 - (18) “URED Non-Voting Common Stock” -
0x29a634a162643b551a8ff5d528b671e2b2f164d5 (Celo public blockchain database);
 - (19) “UNEU Non-Voting Common Stock” -
0xd71e89bc2e0ab53042d7a0e20c15d34ccfd6dd18 (Celo public blockchain database);

-
- (20) “UTRO Non-Voting Common Stock” -
0xe10eb2a5cff9649b6ff74416430ed87f73647ee8 (Celo public blockchain
database);
 - (21) “UOAI Non-Voting Common Stock” -
0x78bd3e9e4165f524c8d43510d884da0bed000015 (Celo public blockchain
database);
 - (22) “UMCY Non-Voting Common Stock” -
0xf5d97028b263a21a19ab30f339855f1dc4dec603 (Celo public blockchain
database);
 - (23) “UT01 Non-Voting Common Stock” - to be defined by a Resolution of
Directors;
 - (24) “UT02 Non-Voting Common Stock” - to be defined by a Resolution of
Directors;
 - (25) “UT03 Non-Voting Common Stock” - to be defined by a Resolution of
Directors;
 - (26) “UT04 Non-Voting Common Stock” - to be defined by a Resolution of
Directors;
 - (27) “UT05 Non-Voting Common Stock” - to be defined by a Resolution of
Directors;
 - (28) “UT06 Non-Voting Common Stock” - to be defined by a Resolution of
Directors;
 - (29) “UT07 Non-Voting Common Stock” - to be defined by a Resolution of
Directors;
 - (30) “UT08 Non-Voting Common Stock” - to be defined by a Resolution of
Directors;
 - (31) “UT09 Non-Voting Common Stock” - to be defined by a Resolution of
Directors;
 - (32) “UT10 Non-Voting Common Stock” - to be defined by a Resolution of
Directors;
 - (33) “UT11 Non-Voting Common Stock” - to be defined by a Resolution of
Directors;
 - (34) “UT12 Non-Voting Common Stock” - to be defined by a Resolution of
Directors;
 - (35) “UT13 Non-Voting Common Stock” - to be defined by a Resolution of
Directors;
 - (36) “UT14 Non-Voting Common Stock” - to be defined by a Resolution of
Directors;
 - (37) “UT15 Non-Voting Common Stock” - to be defined by a Resolution of
Directors;
 - (38) “UT16 Non-Voting Common Stock” - to be defined by a Resolution of
Directors;
 - (39) “UT17 Non-Voting Common Stock” - to be defined by a Resolution of
Directors;

-
- (40) “UT18 Non-Voting Common Stock” - to be defined by a Resolution of Directors;
 - (41) “UT19 Non-Voting Common Stock” - to be defined by a Resolution of Directors;
 - (42) “UT20 Non-Voting Common Stock” - to be defined by a Resolution of Directors;
 - (43) “UT21 Non-Voting Common Stock” - to be defined by a Resolution of Directors;
 - (44) “UT22 Non-Voting Common Stock” - to be defined by a Resolution of Directors;
 - (45) “UT23 Non-Voting Common Stock” - to be defined by a Resolution of Directors;
 - (46) “UT24 Non-Voting Common Stock” - to be defined by a Resolution of Directors;
 - (47) “UT25 Non-Voting Common Stock” - to be defined by a Resolution of Directors;
 - (48) “UT26 Non-Voting Common Stock” - to be defined by a Resolution of Directors;
 - (49) “UT27 Non-Voting Common Stock” - to be defined by a Resolution of Directors;
 - (50) “UT28 Non-Voting Common Stock” - to be defined by a Resolution of Directors.

The Register of Non-Voting Common Stock Shareholders shall comply with the following additional requirements:

- (a) the register must be convertible into legible paper form within a reasonable time;
 - (b) the register must be open for inspection by Non-Voting Common Stock Shareholders either through a reasonably accessible electronic network, including public blockchain database, or be available during ordinary business hours at the registered office or the principal place of business;
 - (c) the register must be organized alphabetically by holder name, and
 - (d) the register must comply with record keeping requirements of the Electronic Transactions Act (No. 5 of 2001).
- 2.8. Shares in the Company are deemed to be issued when the name of the Shareholder, or the Non-Voting Common Stock Shareholder, is entered in the Register of Members.

3. REDEMPTION OF SHARES AND TREASURY SHARES

- 3.1. The Company may purchase, redeem or otherwise acquire and hold its own shares save that the Company may not purchase, redeem or otherwise acquire its own Shares without the consent of the Shareholders or the Non-Voting Common Stock Shareholders whose Shares are to be purchased, redeemed or otherwise acquired unless the Company is permitted by the Act or any other provision in

the Memorandum or Articles to purchase, redeem or otherwise acquire the Shares without their consent.

- 3.2. The Company may only offer to acquire Shares if at the relevant time the directors determine by Resolution of Directors that immediately after the acquisition the value of the Company's assets will exceed its liabilities and the Company will be able to pay its debts as they fall due.
- 3.3. Sections 60 (*Process for acquisition of own shares*), 61 (*Offer to one or more shareholders*) and 62 (*Shares redeemed otherwise than at the option of company*) of the Act shall not apply to the Company.
- 3.4. Shares that the Company purchases, redeems or otherwise acquires pursuant to this Regulation may be cancelled or held as Treasury Shares except to the extent that such Shares are in excess of 50 percent of the issued Shares in which case they shall be cancelled but they shall be available for reissue.
- 3.5. All rights and obligations attaching to a Treasury Share are suspended and shall not be exercised by the Company while it holds the Share as a Treasury Share.
- 3.6. Treasury Shares may be disposed of by the Company on such terms and conditions (not otherwise inconsistent with the Memorandum and Articles) as the Company may by Resolution of Directors determine.
- 3.7. Where Shares are held by another body corporate of which the Company holds, directly or indirectly, shares having more than 50 per cent of the votes in the election of directors of the other body corporate, all rights and obligations attaching to the Shares held by the other body corporate are suspended and shall not be exercised by the other body corporate.

4. MORTGAGES AND CHARGES OF SHARES

- 4.1. Shareholders, and Non-Voting Common Stock Shareholders, may only mortgage or charge their Shares with the prior approval by a Resolution of Directors.
- 4.2. There shall be entered in the register of members at the written request of the Shareholder:
 - (a) a statement that the Shares held by him are mortgaged or charged;
 - (b) the name of the mortgagee or chargee; and
 - (c) the date on which the particulars specified in subparagraphs (a) and (b) are entered in the register of members.
- 4.3. Where particulars of a mortgage or charge are entered in the register of members, such particulars may be cancelled:
 - (a) with the written consent of the named mortgagee or chargee or anyone authorised to act on his behalf; or

-
- (b) upon evidence satisfactory to the directors of the discharge of the liability secured by the mortgage or charge and the issue of such indemnities as the directors shall consider necessary or desirable.
 - 4.4. Whilst particulars of a mortgage or charge over Shares are entered in the register of members pursuant to this Regulation:
 - (a) no transfer of any Share the subject of those particulars shall be affected;
 - (b) the Company may not purchase, redeem or otherwise acquire any such Share; and
 - (c) no replacement certificate shall be issued in respect of such Shares, without the written consent of the named mortgagee or chargee.
 - 4.5. The directors may not resolve to refuse or delay the transfer of a Share pursuant to the enforcement of a valid security interest created over the Share.

5. FORFEITURE

- 5.1. Shares that are not fully paid on issue are subject to the forfeiture provisions set forth in this Regulation and for this purpose Shares issued for a promissory note or a contract for future services are deemed to be not fully paid.
- 5.2. A written notice of call specifying the date for payment to be made shall be served on the Shareholder; or the Non-Voting Common Stock Shareholder, who defaults in making payment in respect of the Shares.
- 5.3. The written notice of call referred to in Sub-Regulation 5.2 shall name a further date not earlier than the expiration of 14 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 contain a statement that in the event of non-payment at or before the time named in the notice the Shares, or any of them, in respect of which payment is not made will be liable to be forfeited.
- 5.4. Where a written notice of call has been issued pursuant to Sub-Regulation 5.3 and the requirements of the notice have not been complied with, the directors may, at any time before tender of payment, forfeit and cancel the Shares to which the notice relates.
- 5.5. The Company is under no obligation to refund any moneys to the Shareholder or the Non-Voting Common Stock Shareholder whose Shares have been cancelled pursuant to Sub-Regulation 5.4 and that Shareholder, or Non-Voting Common Stock Shareholder, shall be discharged from any further obligation to the Company.

6. TRANSFER OF SHARES

- 6.1. Shares of Voting Common Stock may be transferred by a written instrument of transfer signed by the transferor and containing the name and address of the transferee, which shall be sent to the Company at the office of its registered agent for registration. The instrument of transfer shall also be signed by the transferee

if registration as a holder of the share imposes a liability to the Company on the transferee.

- 6.2. Shares of Non-Voting Common Stock, which are represented by records in the Register of Non-Voting Common Stock Shareholders stored in a public blockchain database as identified in the sub-regulation 2.7 of the Articles, can only be transferred in the form of electronic transaction in a blockchain network. No other form of Non-Voting Common Stock shares transfer will be valid.
- 6.3. The transfer of a share is effective when the name of the transferee is entered on the Register of Members.
- 6.4. If the directors of the Company are satisfied that an instrument of transfer relating to Shares has been signed, or electronically executed in the case of the electronic transfer, but that the instrument has been lost or destroyed, they may resolve it by Resolution of Directors:
 - (a) to accept such evidence of the transfer of Shares as they consider appropriate; and
 - (b) that the transferee's name should be entered in the register notwithstanding the absence of the instrument of transfer.
- 6.5. Subject to the Memorandum, the personal representative of a deceased Shareholder or Non-Voting Common Stock Shareholder may transfer a Share even though the personal representative is not a Shareholder or a Non-Voting Common Stock Shareholder at the time of the transfer.
- 6.6. If the Company shall have only one Shareholder who is an individual and that Shareholder shall also be the sole director of the Company, that sole Shareholder/director may, by instrument in writing, nominate a person who is not disqualified from being a director of the Company under the Act as a reserve director of the Company to act in place of the sole director in the event of his death, PROVIDED THAT such person shall have consented in writing to be nominated as a reserve director.

7. MEETINGS AND CONSENTS OF SHAREHOLDERS

- 7.1. Any director of the Company may convene meetings of the Shareholders at such times and in such manner and places within or outside the British Virgin Islands as the director considers necessary or desirable.
- 7.2. Upon the written request of Shareholders entitled to exercise 30 per cent or more of the voting rights in respect of the matter for which the meeting is requested the directors shall convene a meeting of Shareholders.
- 7.3. The director convening a meeting shall give not less than 7 days' notice of a meeting of Shareholders to:
 - (a) those Shareholders whose names on the date the notice is given appear as Shareholders in the register of members of the Company and are entitled to vote at the meeting; and

- (b) the other directors.
- 7.4. The director convening a meeting of Shareholders may fix as the record date for determining those Shareholders that are entitled to vote at the meeting the date notice is given of the meeting, or such other date as may be specified in the notice, being a date not earlier than the date of the notice.
- 7.5. A meeting of Shareholders held in contravention of the requirement to give notice is valid if Shareholders holding at least 90 per cent of the total voting rights on all the matters to be considered at the meeting have waived notice of the meeting and, for this purpose, the presence of a Shareholder at the meeting shall constitute waiver in relation to all the Shares which that Shareholder holds.
- 7.6. The inadvertent failure of a director who convenes a meeting to give notice of a meeting to a Shareholder or another director, or the fact that a Shareholder or another director has not received notice, does not invalidate the meeting.
- 7.7. A Shareholder may be represented at a meeting of Shareholders by a proxy who may speak and vote on behalf of the Shareholder.
- 7.8. The instrument appointing a proxy shall be produced at the place designated for the meeting before the time for holding the meeting at which the person named in such instrument proposes to vote. The notice of the meeting may specify an alternative or additional place or time at which the proxy shall be presented.
- 7.9. The instrument appointing a proxy shall be in substantially the following form or such other form as the chairman of the meeting shall accept as properly evidencing the wishes of the Shareholder appointing the proxy.

[].

I/We being a Shareholder of the above Company HEREBY APPOINT
..... of or failing him
of to be my/our proxy to vote for me/us at the meeting
of Shareholders to be held on the day of, 20..... and at any
adjournment thereof.

(Any restrictions on voting to be inserted here.)

Signed this day of, 20.....

.....
Shareholder

- 7.10. The following applies where shares of Voting Common Stock are jointly owned:
- (a) if two or more persons hold shares of Voting Common Stock jointly, only the person who is listed first in the share certificate (and therefore whose name has been entered first in the Register of Members of the Company) may be present in

-
- person or by proxy at a meeting of Shareholders and may speak and vote as a Shareholder; and
- (b) the person(s) whose name(s) appear thereafter shall only benefit from the political and economic rights attached to those shares of Voting Common Stock once the person whose name appears first has died or, in the case of a corporate member, has ceased to exist.
- 7.11. A Shareholder shall be deemed to be present at a meeting of Shareholders if he participates by telephone or other electronic means and all Shareholders participating in the meeting are able to hear each other.
- 7.12. A meeting of Shareholders is duly constituted if, at the commencement of the meeting, there are present in person or by proxy not less than 50 per cent of the votes of the Shares or class or series of Shares entitled to vote on Resolutions of Shareholders to be considered at the meeting. A quorum may comprise a single Shareholder or proxy and then such person may pass a Resolution of Shareholders and a certificate signed by such person accompanied where such person be a proxy by a copy of the proxy instrument shall constitute a valid Resolution of Shareholders.
- 7.13. If within two hours from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved; in any other case it shall stand adjourned to the next business day in the jurisdiction in which the meeting was to have been held at the same time and place or to such other time and place as the directors may determine, and if at the adjourned meeting there are present within one hour from the time appointed for the meeting in person or by proxy not less than one third of the votes of the Shares or each class or series of Shares entitled to vote on the matters to be considered by the meeting, those present shall constitute a quorum but otherwise the meeting shall be dissolved.
- 7.14. At every meeting of Shareholders, the Chairman of the Board shall preside as chairman of the meeting. If there is no Chairman of the Board or if the Chairman of the Board is not present at the meeting, the Shareholders present shall choose one of their number to be the chairman. If the Shareholders are unable to choose a chairman for any reason, then the person representing the greatest number of voting Shares present in person or by proxy at the meeting shall preside as chairman failing which the oldest individual Shareholder or representative of a Shareholder present shall take the chair.
- 7.15. The chairman may, with the consent of the meeting, adjourn any 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.
- 7.16. At any meeting of the Shareholders the chairman is responsible for deciding in such manner as he considers appropriate whether any resolution proposed has been carried or not and the result of his decision shall be announced to the meeting

and recorded in the minutes of the meeting. If the chairman has any doubt as to the outcome of the vote on a proposed resolution, he shall cause a poll to be taken of all votes cast upon such resolution. If the chairman fails to take a poll then any Shareholder present in person or by proxy who disputes the announcement by the chairman of the result of any vote may immediately follow such announcement demand that a poll be taken and the chairman shall cause a poll to be taken. If a poll is taken at any meeting, the result shall be announced to the meeting and recorded in the minutes of the meeting.

- 7.17. Subject to the specific provisions contained in this Regulation for the appointment of representatives of Eligible Persons other than individuals the right of any individual to speak for or represent a Shareholder shall be determined by the law of the jurisdiction where, and by the documents by which, the Eligible Person is constituted or derives its existence. In case of doubt, the directors may in good faith seek legal advice from any qualified person and unless and until a court of competent jurisdiction shall otherwise rule, the directors may rely and act upon such advice without incurring any liability to any Shareholder or the Company.
- 7.18. Any Eligible Person other than an individual which is a Shareholder may by resolution of its directors or other governing body authorise such individual as it thinks fit to act as its representative at any meeting of Shareholders or of any class of Shareholders, and the individual so authorised shall be entitled to exercise the same rights on behalf of the Eligible Person which he represents as that Eligible Person could exercise if it were an individual.
- 7.19. The chairman of any meeting at which a vote is cast by proxy or on behalf of any Eligible Person other than an individual may call for a notarially certified copy of such proxy or authority which shall be produced within 7 days of being so requested or the votes cast by such proxy or on behalf of such Eligible Person shall be disregarded.
- 7.20. Directors of the Company may attend and speak at any meeting of Shareholders and at any separate meeting of the holders of any class or series of Shares.
- 7.21. An action that may be taken by the Shareholders at a meeting may also be taken by a Resolution of Shareholders consented to in writing, without the need for any notice, but if any Resolution of Shareholders is adopted otherwise than by the unanimous written consent of all Shareholders, a copy of such resolution shall forthwith be sent to all Shareholders not consenting to such resolution. The consent may be in the form of counterparts, each counterpart being signed by one or more Shareholders. If the consent is in one or more counterparts, and the counterparts bear different dates, then the resolution shall take effect on the earliest date upon which Eligible Persons holding a sufficient number of votes of Shares to constitute a Resolution of Shareholders have consented to the resolution by signed counterparts.

8. DIRECTORS

- 8.1. The first directors of the Company shall be appointed by the first registered agent within 6 months of the incorporation of the Company; and thereafter, the directors shall be elected by Resolution of Shareholders or by Resolutions of Directors.
- 8.2. If, before the Company has any members, the sole director or all of the directors appointed by the first registered agent, resign or die, or in the case of a director that is not an individual, ceases to exist, the first registered agent may appoint one or more further persons as directors of the Company.
- 8.3. No person shall be appointed as a director of the Company, an alternate director or nominated as a reserve director, unless he has consented in writing to act as a director, alternate director or to be nominated as a reserve director.
- 8.4. The minimum number of directors shall be 1 and the maximum number shall be 12.
- 8.5. Each director holds office for the term, if any, fixed by the Resolution of Shareholders or Resolution of Directors appointing him, or until his earlier death, resignation or removal. If no term is fixed on the appointment of a director, the director serves indefinitely until his earlier death, resignation or removal.
- 8.6. A director may be removed from office, with or without cause, by a Resolution of Shareholders passed at a meeting of Shareholders called for the purposes of removing the director or for purposes including the removal of the director or by a written resolution passed by the majority of the votes of the Shareholders of the Company entitled to vote on such matter.
- 8.7. A director may resign his office by giving written notice of his resignation to the Company and the resignation has effect from the date the notice is received by the Company at the office of its registered agent or from such later date as may be specified in the notice. A director shall resign forthwith as a director if he is, or becomes, disqualified from acting as a director under the Act.
- 8.8. The directors may at any time appoint any person to be a director either to fill a vacancy or as an addition to the existing directors. Where the directors appoint a person as director to fill a vacancy, the term shall not exceed the term that remained when the person who has ceased to be a director ceased to hold office.
- 8.9. A vacancy in relation to directors occurs if a director dies or otherwise ceases to hold office prior to the expiration of his term of office.
- 8.10. The Company shall keep a register of directors containing:
 - (a) the names and addresses of the persons who are directors of the Company or who have been nominated as reserve directors of the Company;
 - (b) the date on which each person whose name is entered in the register was appointed as a director of the Company or nominated as a reserve director;

-
- (c) the date on which each person named as a director ceased to be a director of the Company;
 - (d) the date on which the nomination of any person nominated as a reserve director ceased to have effect; and
 - (e) such other information as may be prescribed by the Act.

8.11. The register of directors may be kept in any such form as the directors may approve, but if it is in magnetic, electronic or other data storage form, the Company must be able to produce legible evidence of its contents. Until a Resolution of Directors determining otherwise is passed, the magnetic, electronic or other data storage shall be the original register of directors.

8.12. A director is not required to hold a Share as a qualification to office.

9. POWERS OF DIRECTORS

9.1. The business and affairs of the Company shall be managed by, or under the direction or supervision of, the directors of the Company. The directors of the Company have all the powers necessary for managing, and for directing and supervising, the business and affairs of the Company. The directors may pay all expenses incurred preliminary to and in connection with the incorporation of the Company and may exercise all such powers of the Company as are not by the Act or by the Memorandum or the Articles required to be exercised by the Shareholders.

9.2. Each director shall exercise his powers for a proper purpose and shall not act or agree to the Company acting in a manner that contravenes the Memorandum, the Articles or the Act. Each director, in exercising his powers or performing his duties, shall act honestly and in good faith in what the director believes to be the best interests of the Company.

9.3. If the Company is the wholly owned subsidiary of a holding company, a director of the Company may, when exercising powers or performing duties as a director, act in a manner which he believes is in the best interests of the holding company even though it may not be in the best interests of the Company.

9.4. Any director which is a body corporate may appoint any individual as its duly authorised representative for the purpose of representing it at meetings of the directors, with respect to the signing of consents or otherwise.

9.5. The continuing directors may act notwithstanding any vacancy in their body.

9.6. The directors may by Resolution of Directors exercise all the powers of the Company to incur indebtedness, liabilities or obligations and to secure indebtedness, liabilities or obligations whether of the Company or of any third party.

9.7. 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 shall from time to time be determined by Resolution of Directors.

- 9.8. For the purposes of Section 175 (*Disposition of assets*) of the Act, the directors may by Resolution of Directors determine that any sale, transfer, lease, exchange or other disposition is in the usual or regular course of the business carried on by the Company and such determination is, in the absence of fraud, conclusive.

10. PROCEEDINGS OF DIRECTORS

- 10.1. Any one director of the Company may call a meeting of the directors by sending a written notice to each other director.
- 10.2. The directors of the Company or any committee thereof may meet at such times and in such manner and places within or outside the British Virgin Islands as the directors may determine to be necessary or desirable.
- 10.3. A director is deemed to be present at a meeting of directors if he participates by telephone or other electronic means and all directors participating in the meeting are able to hear each other.
- 10.4. A director shall be given not less than 3 days' notice of meetings of directors, but a meeting of directors held without 3 days' notice having been given to all directors shall be valid if all the directors entitled to vote at the meeting who do not attend waive notice of the meeting, and for this purpose the presence of a director at a meeting shall constitute waiver by that director. The inadvertent failure to give notice of a meeting to a director, or the fact that a director has not received the notice, does not invalidate the meeting.
- 10.5. A director of the Company may appoint any other director or any other eligible person, not disqualified from an appointment as a director, as his alternate to exercise the appointing director's powers and carry out the appointing director's responsibilities.
- 10.6. An alternate director has the same rights as the appointing director in relation to any director's meeting and any written resolution circulated for written consent.
- 10.7. Subject to the Act and Regulation 14, an alternate director is liable for his own acts and omission as an alternate director whilst acting in that capacity.
- 10.8. The appointment and termination of an alternate director must be in writing and written notice of the appointment and termination must be given by the appointing director to the Company as soon as reasonably practicable.
- 10.9. The appointing director may, at any time, voluntarily terminate the alternate director's appointment which shall take effect from the time when the written notice of this termination is given to the Company.
- 10.10. The rights of an alternate director shall terminate upon the death of the appointing director or if the appointing director, otherwise, ceases to hold office.

-
- 10.11. A meeting of directors is duly constituted for all purposes if at the commencement of the meeting there are present in person or by alternate not less than one-half of the total number of directors, unless there are only 2 directors in which case the quorum is 2.
- 10.12. If the Company has only one director the provisions herein contained for meetings of directors do not apply and such sole director has full power to represent and act for the Company in all matters as are not by the Act, the Memorandum or the Articles required to be exercised by the Shareholders. In lieu of minutes of a meeting the sole director shall record in writing and sign a note or memorandum of all matters requiring a Resolution of Directors. Such a note or memorandum constitutes sufficient evidence of such resolution for all purposes.
- 10.13. At meetings of directors at which the Chairman of the Board is present, he shall preside as chairman of the meeting. If there is no Chairman of the Board or if the Chairman of the Board is not present, the directors present shall choose one of their number to be chairman of the meeting.
- 10.14. An action that may be taken by the directors or a committee of directors at a meeting may also be taken by a Resolution of Directors or a resolution of a committee of directors consented to in writing by all directors or by all members of the committee, as the case may be, without the need for any notice. The consent may be in the form of counterparts each counterpart being signed by one or more directors. If the consent is in one or more counterparts, and the counterparts bear different dates, then the resolution shall take effect on the date upon which the last director has consented to the resolution by signed counterparts.

11. COMMITTEES

- 11.1. The directors may, by Resolution of Directors, designate one or more committees, each consisting of one or more directors, and delegate one or more of their powers, including the power to affix the Seal, to the committee.
- 11.2. The directors have no power to delegate to a committee of directors any of the following powers:
- (a) to amend the Memorandum or the Articles;
 - (b) to designate committees of directors;
 - (c) to delegate powers to a committee of directors;
 - (d) to appoint or remove directors;
 - (e) to appoint or remove an agent;
 - (f) to approve a plan of merger, consolidation or arrangement;
 - (g) to make a declaration of solvency for the purposes of section 198(1) (a) of the Act or to approve a liquidation plan; or

-
- (h) to make a determination under section 57(1) of the Act that the Company will, immediately after the proposed distribution, satisfy the solvency test set out at Regulation 18.1.
- 11.3. Sub-Regulation 11.2(b) and (c) do not prevent a committee of directors, where authorised by the Resolution of Directors appointing such committee or by a subsequent Resolution of Directors, from appointing a sub-committee and delegating powers exercisable by the committee to the sub-committee.
- 11.4. The meetings and proceedings of each committee of directors consisting of 2 or more directors shall be governed *mutatis mutandis* by the provisions of the Articles regulating the proceedings of directors so far as the same are not superseded by any provisions in the Resolution of Directors establishing the committee.
- 11.5. Where the directors delegate their powers to a committee of directors they remain responsible for the exercise of that power by the committee, unless they believed on reasonable grounds at all times before the exercise of the power that the committee would exercise the power in conformity with the duties imposed on directors of the Company under the Act.

12. OFFICERS AND AGENTS

- 12.1. The Company may by Resolution of Directors appoint officers of the Company at such times as may be considered necessary or expedient. Such officers may consist of a Chairman of the Board of Directors, a president and one or more vice-presidents, secretaries and treasurers and such other officers as may from time to time be considered necessary or expedient. Any number of offices may be held by the same person.
- 12.2. The officers shall perform such duties as are prescribed at the time of their appointment subject to any modification in such duties as may be prescribed thereafter by Resolution of Directors. In the absence of any specific prescription of duties it shall be the responsibility of the Chairman of the Board to preside at meetings of directors and Shareholders, the president to manage the day to day affairs of the Company, the vice-presidents to act in order of seniority in the absence of the president but otherwise to perform such duties as may be delegated to them by the president, the secretaries to maintain the register of members, minute books and records (other than financial records) of the Company and to ensure compliance with all procedural requirements imposed on the Company by applicable law, and the treasurer to be responsible for the financial affairs of the Company.
- 12.3. The emoluments of all officers shall be fixed by Resolution of Directors.
- 12.4. The officers of the Company shall hold office until their successors are duly appointed, but any officer elected or appointed by the directors may be removed at any time, with or without cause, by Resolution of Directors. Any vacancy occurring in any office of the Company may be filled by Resolution of Directors.

-
- 12.5. The directors may, by a Resolution of Directors, appoint any person, including a person who is a director, to be an agent of the Company. An agent of the Company shall have such powers and authority of the directors, including the power and authority to affix the Seal, as are set forth in the Articles or in the Resolution of Directors appointing the agent, except that no agent has any power or authority with respect to the following:
- (a) to amend the Memorandum or these Articles;
 - (b) to change the registered office or the registered agent of the Company;
 - (c) to designate committees of directors;
 - (d) to delegate powers to a committee of directors;
 - (e) to appoint or remove directors;
 - (f) to appoint or remove an agent;
 - (g) to fix emoluments of directors;
 - (h) to approve a plan of merger, consolidation or arrangement;
 - (i) to make a declaration of solvency for the purposes of section 198(1) (a) of the Act or to approve a liquidation plan;
 - (j) to make a determination under section 57(1) of the Act that the company will, immediately after a proposed distribution, satisfy the solvency test set out at Regulation 18.1; or
 - (k) to authorise the Company to continue as a company incorporated under the laws of a jurisdiction outside the Virgin Islands, pursuant to Regulation 22.
- 12.6. The Resolution of Directors appointing an agent may authorise the agent to appoint one or more substitutes or delegates to exercise some or all of the powers conferred on the agent by the Company. The directors may remove an agent appointed by the Company and may revoke or vary a power conferred on him.
- 13. CONFLICT OF INTERESTS**
- 13.1. A director of the Company shall, forthwith after becoming aware of the fact that he is interested in a transaction entered into or to be entered into by the Company, disclose the interest to all other directors of the Company.
- 13.2. For the purposes of Sub-Regulation 13.1, a disclosure to all other directors to the effect that a director is a member, director or officer of another named entity or has a fiduciary relationship with respect to the entity or a named individual and is to be regarded as interested in any transaction which may, after the date of the entry or disclosure, be entered into with that entity or individual, is a sufficient disclosure of interest in relation to that transaction.
- 13.3. A director of the Company who is interested in a transaction entered into or to be entered into by the Company may:

-
- (a) vote on a matter relating to the transaction;
 - (b) attend a meeting of directors at which a matter relating to the transaction arises and be included among the directors present at the meeting for the purposes of a quorum; and
 - (c) sign a document on behalf of the Company, or do any other thing in his capacity as a director, that relates to the transaction,
- and, subject to compliance with the Act shall not, by reason of his office be accountable to the Company for any benefit which he derives from such transaction and no such transaction shall be liable to be avoided on the grounds of any such interest or benefit.

14. INDEMNIFICATION

- 14.1. Subject to the limitations hereinafter provided the Company shall indemnify against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings any person who:
 - (a) is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director of the Company; or
 - (b) is or was, at the request of the Company, serving as a director of, or in any other capacity is or was acting for, another body corporate or a partnership, joint venture, trust or other enterprise.
- 14.2. The indemnity in Sub-Regulation 14.1 only applies if the person acted honestly and in good faith with a view to the best interests of the Company and, in the case of criminal proceedings, the person had no reasonable cause to believe that their conduct was unlawful. For the purposes of this Sub-Regulation, a director acts in the best interests of the Company if he acts in the best interests of:
 - (a) the Company's holding company; or
 - (b) a Shareholder or Shareholders of the Company;

in either case, in the circumstances specified in Section 120 (2), (3) or (4) of the Act, as the case may be.
- 14.3. The decision of the directors as to whether the person acted honestly and in good faith and with a view to the best interests of the Company and as to whether the person had no reasonable cause to believe that his conduct was unlawful is, in the absence of fraud, sufficient for the purposes of the Articles, unless a question of law is involved.
- 14.4. The termination of any proceedings by any judgment, order, settlement, conviction or the entering of a *nolle prosequi* does not, by itself, create a presumption that the person did not act honestly and in good faith and with a view

to the best interests of the Company or that the person had reasonable cause to believe that his conduct was unlawful.

- 14.5. The Company may purchase and maintain insurance in relation to any person who is or was a director, officer or liquidator of the Company, or who at the request of the Company is or was serving as a director, officer or liquidator of, or in any other capacity is or was acting for, another company or a partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in that capacity, whether or not the Company has or would have had the power to indemnify the person against the liability as provided in the Articles.

15. RECORDS

- 15.1. The Company shall make available upon request the following documents at the office of its registered agent:

- (a) the Memorandum and the Articles;
- (b) the Register Members and the Register of Non-Voting Common Stock Shareholders, or a copy of each register;
- (c) the register of directors, or a copy of the register of directors; and
- (d) copies of all notices and other documents filed by the Company with the Registrar of Corporate Affairs in the previous 10 years.

- 15.2. If the Company maintains only a copy of the Register of Members, or a copy of the Register of Non-Voting Common Stock Shareholders, or a copy of the register of directors at the office of its registered agent, it shall:

- (a) within 15 days of any change in either register, notify the registered agent in writing of the change; and
- (b) provide the registered agent with a written record of the physical address of the place or places at which the original registers are kept.

- 15.3. The Company shall keep the following records at the office of its registered agent or at such other place or places, within or outside the British Virgin Islands, as the directors may determine:

- (a) minutes of meetings and Resolutions of Shareholders and classes of Shareholders;
- (b) minutes of meetings and Resolutions of Directors and committees of directors; and
- (c) an impression of the Seal, if any.

- 15.4. Where any original records referred to in this Regulation are maintained other than at the office of the registered agent of the Company, and the place at which the original records is changed, the Company shall provide the registered agent

with the physical address of the new location of the records of the Company within 14 days of the change of location.

- 15.5. The records kept by the Company under this Regulation shall be in written form or either wholly or partly as electronic records complying with the requirements of the Electronic Transactions Act (No. 5 of 2001).

16. REGISTERS OF CHARGES

The Company shall maintain at the office of its registered agent a register of charges in which there shall be entered the following particulars regarding each mortgage, charge and other encumbrance created by the Company:

- (a) the date of creation of the charge;
- (b) a short description of the liability secured by the charge;
- (c) a short description of the property charged;
- (d) the name and address of the trustee for the security or, if there is no such trustee, the name and address of the chargee;
- (e) unless the charge is a security to bearer, the name and address of the holder of the charge; and
- (f) details of any prohibition or restriction contained in the instrument creating the charge on the power of the Company to create any future charge ranking in priority to or equally with the charge;
- (g) details of any variation of the charge that has been registered;
- (h) details of any satisfaction or release of the charge that has been registered; and
- (i) details of the property that is no longer subject to the charge, whether whole or partial.

17. SEAL

The Company may have more than one Seal and references herein to the Seal shall be references to every Seal which shall have been duly adopted by Resolution of Directors. The directors shall provide for the safe custody of the Seal and for an imprint thereof to be kept at the registered office. Except as otherwise expressly provided herein the Seal when affixed to any written instrument shall be witnessed and attested to by the signature of any one director or other person so authorised from time to time by Resolution of Directors. Such authorisation may be before or after the Seal is affixed, may be general or specific and may refer to any number of sealings. The directors may provide for a facsimile of the Seal and of the signature of any director or authorised person which may be reproduced by printing or other means on any instrument and it shall have the same force and validity as if the Seal had been affixed to such instrument and the same had been attested to as hereinbefore described.

18. DISTRIBUTIONS BY WAY OF DIVIDEND

- 18.1. The directors of the Company may, by Resolution of Directors, authorise a distribution by way of dividend at a time and of an amount they think fit if they are satisfied, on reasonable grounds, that, immediately after the distribution, the value of the Company's assets will exceed its liabilities and the Company will be able to pay its debts as they fall due.
- 18.2. Dividends may be paid in money, shares, or other property, including cryptocurrency.
- 18.3. Notice of any dividend that may have been declared shall be given to each Shareholder and/or Non-Voting Common Stock Shareholder, if applicable, as specified in Sub-Regulation 20.1 and all dividends unclaimed for 3 years after having been declared may be forfeited by Resolution of Directors for the benefit of the Company.
- 18.4. No dividend shall bear interest as against the Company and no dividend shall be paid on Treasury Shares.

19. ACCOUNTS AND AUDIT

- 19.1. The Company shall keep records that are sufficient to show and explain the Company's transactions and that will, at any time, enable the financial position of the Company to be determined with reasonable accuracy.
- 19.2. The Company may by Resolution of Shareholders call for the directors to prepare periodically and make available a profit and loss account and a balance sheet. The profit and loss account and balance sheet shall be drawn up so as to give respectively a true and fair view of the profit and loss of the Company for a financial period and a true and fair view of the assets and liabilities of the Company as at the end of a financial period.
- 19.3. The Company may by Resolution of Shareholders call for the accounts to be examined by auditors.
- 19.4. The first auditors shall be appointed by Resolution of Directors; subsequent auditors shall be appointed by a Resolution of Shareholders.
- 19.5. The auditors may be Shareholders, but no director or other officer shall be eligible to be an auditor of the Company during their continuance in office.
- 19.6. The remuneration of the auditors of the Company:
 - (a) in the case of auditors appointed by the directors, may be fixed by Resolution of Directors; and
 - (b) subject to the foregoing, shall be fixed by Resolution of Shareholders or in such manner as the Company may by Resolution of Shareholders determine.
- 19.7. The auditors shall examine each profit and loss account and balance sheet required to be laid before a meeting of the Shareholders or otherwise given to Shareholders and shall state in a written report whether or not:

-
- (a) in their opinion the profit and loss account and balance sheet give a true and fair view respectively of the profit and loss for the period covered by the accounts, and of the assets and liabilities of the Company at the end of that period; and
 - (b) all the information and explanations required by the auditors have been obtained.
- 19.8. The report of the auditors shall be annexed to the accounts and shall be read at the meeting of Shareholders at which the accounts are laid before the Company or shall be otherwise given to the Shareholders.
- 19.9. Every auditor of the Company shall have a right of access at all times to the books of account and vouchers of the Company, and shall be entitled to require from the directors and officers of the Company such information and explanations as he thinks necessary for the performance of the duties of the auditors.
- 19.10. The auditors of the Company shall be entitled to receive notice of, and to attend any meetings of Shareholders at which the Company's profit and loss account and balance sheet are to be presented.

20. NOTICES

- 20.1. Any notice, information or written statement to be given by the Company to Shareholders and/or Non-Voting Common Stock Shareholders, if applicable, may be given by personal service, or by mail, or e-mail addressed to each Shareholder and/or Non-Voting Common Stock Shareholders at the address shown in the register.
- 20.2. Any summons, notice, order, document, process, information or written statement to be served on the Company may be served by leaving it, or by sending it by registered mail addressed to the Company, at its registered office, or by leaving it with, or by sending it by registered mail to, the registered agent of the Company.
- 20.3. Service of any summons, notice, order, document, process, information or written statement to be served on the Company may be proved by showing that the summons, notice, order, document, process, information or written statement was delivered to the registered office or the registered agent of the Company or that it was mailed in such time as to admit to its being delivered to the registered office or the registered agent of the Company in the normal course of delivery within the period prescribed for service and was correctly addressed and the postage was prepaid.

21. VOLUNTARY WINDING UP AND DISSOLUTION

The Company may, by a Resolution of Shareholders or by Resolutions of Directors, appoint a voluntary liquidator.

22. CONTINUATION

The Company may by Resolution of Shareholders or by a resolution passed unanimously by all directors of the Company continue as a company incorporated under the laws of a jurisdiction outside the British Virgin Islands in the manner provided under those laws.

We, UNTITLED FIDUCIARY SERVICES LTD., of Cane Garden Bay, P.O. Box 3133, Road Town, Tortola, British Virgin Islands for the purpose of incorporating a BVI Business Company under the laws of the British Virgin Islands hereby sign these Articles of Association.

Dated this 25th day of April, 2019

Incorporator

UNTITLED FIDUCIARY SERVICES LTD.

.....

Mrs. Agustina Cello Zambrano

Authorised Signatory