



THE COMPANIES LAW, CAP. 113

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

AND ARTICLES OF ASSOCIATION

OF

PREMIER ENERGY PLC
PREMIER ENERGY CYPRUS LIMITED
CHAPALACO LIMITED

2012

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PREMIER ENERGY CYPRUS LIMITED
CHAPALACO LIMITED

Name 1. The name of the Company is **CHAPALACO LIMITED**

Registered Office 2. The Registered Office of the Company will be situated in Cyprus.

Objects 3. The objects for which the Company is established are:

Business of a holding and an investment company (1) To carry on the business of a holding and an investment company with its own funds and for that purpose to acquire and hold either in the name of the Company or in that of any nominee, shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business, and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise whether or not fully paid up and subscribe for the same subject to such terms and conditions as may be thought fit and to undertake and promote the establishment of business in any part of the world and to promote to this effect, the creation of companies, partnerships, joint ventures, branches and in general, all forms of carrying on business.

Business Consultants (2) To carry on, in any part of the world, activities of business consultants and of management consultants, to industrial or commercial or any other enterprises in general, and to advise on methods of development and improving of such enterprises in the fields of technology, industry and commerce as well as on matters of personnel and administration, introduction of systems or processes of production, storage, distribution, marketing of products and systems of sales and sales' promotion and to undertake research and special studies on all abovementioned matters.

General Trade (3) To carry on either alone or in common with others in any part of the world, either in free zones or bonded areas or elsewhere, the business of commerce, general trade works or business, imports, exports, buying, selling, exchanging or in other way trading of goods, industrial products, agricultural



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

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| To acquire and provide services and employees | (4) To provide or secure from others the provision of all and any assistance, services, employment of any nature referring to the business sector which any person, firm, or company wishes in connection with any business exercised by them including the engagement, training and lease of professional, clerical, manual, technical and other personnel, workers and specialized personnel. |
| To acquire and lease property and equipment | (5) To acquire or possess either by purchase, lease, exchange or otherwise, offices or other property, lodgings, furniture, equipment, components and branches of the same or any objects for the purpose of leasing or renting them or to make them available for use or otherwise by any person, firm or company. |
| To carry on other business | (6) To carry on and undertake any other business or activity or do any act whatsoever which may seem to the Directors capable of being conveniently or advantageously carried on or done or undertaken in connection with any of the above objects or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business, property or rights and to undertake any work or business commenced or carried on or performed prior to incorporation and which the Company decides to take over or continue. |
| To acquire movable and immovable property | (7) To purchase, accept by way of gift, take on lease or sub-lease or in exchange, or otherwise acquire or possess and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, permits, licences, stock-in-trade, and movable and immovable property of any kind and description (whether mortgaged, charged or not) necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof or which may enhance the value of any other property of the Company. |
| To erect buildings etc. | (8) To erect, maintain, work, manage, construct, reconstruct, alter, enlarge, repair, improve, adapt, furnish, decorate, control, pull down, replace any shops, offices, flats, electric or water works, workshops, mills, plants, machinery, warehouses and any other works, buildings, plants, conveniences or structures whatsoever, which the Company may consider desirable for the purposes of its business and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof. |
| To deal with property of the | (9) To improve, manage, control, cultivate, develop, exploit, |

Company in general and to advertise

exchange, let on lease or otherwise grant, mortgage, charge, sell, dispose of, grant as gift, turn to account, grant rights and privileges in respect of the property assets and rights of the Company or in which the Company is interested or otherwise deal with all or any part of this property of the Company and to adopt such means of making known and advertising the business and products of the Company as may seem expedient.

To deal in movable property

(10)To manufacture, repair, import, buy, sell, export, let on hire and generally trade or deal in, any kind of accessories, articles, apparatus, plant, machinery, tools, goods, properties, property rights and rights or things of any description, which the Company judges as capable of being used or dealt with in connection with any of its objects.

To deal in immovable property

(11)To deal in, utilize for building or other purposes, let on lease or sublease or on hire, to assign or grant licence over, charge or mortgage, the whole or any part or parts of the immovable property belonging to the Company or any rights therein or in which the Company is interested on such terms as the Company may on each occasion determine.

To acquire other businesses

(12)To purchase or otherwise acquire all or any part of the business, assets, property and liabilities of any company, society, partnership or person, formed for all or any of the purposes within the objects of this Company, or constituted for the purpose of carrying on any business which this Company is authorized to carry on or which intend to carry on such business or which possess property suitable for the purposes of the Company and to undertake, conduct and carry on or liquidate and wind up any such business and in consideration for such acquisition to pay in cash, issue shares, undertake any liabilities or acquire any interest in the vendor's business.

To obtain patents etc.

(13)To apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, brevets d' invention, copyright or secret processes, which may be useful for the Company's objects and for this purpose, to grant licenses to use the same.

To pay preliminary and other expenses

(14)To pay all costs, charges and expenses incurred or sustained in or about the promotion, formation and establishment of the Company or which the Company shall consider to be in the nature of preliminary expenses or expenses incurred prior to incorporation and with a view to incorporation, including therein professional fees, the cost of advertising, taxes, commissions for underwriting, brokerage, printing and stationery, salaries to employees and other similar expenses and expenses attendant upon the formation and functioning of agencies, local boards or local administration or other bodies, or expenses relating to any business or work carried on or performed prior to incorporation, which the Company decides to take over or continue.

To pay underwriting commission

(15)Upon any issue of shares, debentures or other securities of the Company, to employ brokers, commission agents and



underwriters, and to provide for the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures or other securities of the Company, or by the granting of options to take the same, or in any other manner allowed by law.

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| To borrow or raise money | (16)To borrow, raise money or secure obligations (whether of the Company or any other person) in such manner and on such terms as may seem expedient, including the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages or any other securities, founded or based upon all or any of the property and rights of the Company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the Company may determine at its discretion on each occasion. |
| To lend and give credit and guarantees | (17)To give credit to lend or advance money to any person, firm or company, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person, firm or company, to secure or undertake in any way the repayment of money lent or advanced to any person, firm or company or the liabilities incurred by any such person, firm or company and otherwise to assist any person or company as the Company may think fit. |
| To draw, etc. negotiate instruments, loans etc. | (18)To issue, sign, accept, indorse, discount, trade in and otherwise negotiate bills of exchange, promissory notes, bills of lading and other negotiable or transferable instruments or securities. To advance and lend money upon such guarantee or security as the Company may think proper or without taking any such guarantee or security therefor. |
| To invest | (19)To invest the monies of the Company not immediately required in such investments, other than in the shares of this Company, as from time to time may be determined by the Directors. |
| To underwrite | (20)To issue or guarantee the issue of or the payment of interest on the issue of shares, debentures, debenture stock or other securities or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue. |
| To acquire shares in other companies | (21)To acquire by subscription, purchase or otherwise and to accept, take, hold, deal in, convert and sell any kind of shares, stock, debentures or other securities or interest in any other company, society or undertaking whatsoever. |
| To issue shares and securities and remunerate persons in consideration of property or services | (22)To issue and allot fully or partly paid shares in the capital of the Company or issue debentures or securities in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company and to remunerate in cash or otherwise any person, firm or company rendering services to the Company or grant donations to such persons. |

- To establish agencies (23) To establish anywhere in the world branch offices, regional offices, branches, agencies and local boards and for this purpose to regulate and to discontinue the same.
- To provide for officers, employees and their families (24) To provide for the welfare of persons in the employment of the Company (including its officers) or persons formerly in the employment of the Company or its predecessors in business including officers or employees of any subsidiary or associated or allied company of this Company, and the wives, widows, dependants and families of such persons, by grants of money, pensions or other payments, (including payments of insurance premia) and to form, subscribe to, or otherwise aid, any trust, fund or scheme for the benefit of such persons, and any benevolent, religious, scientific, national or other institution or object of any kind, which shall have any moral or other claims to support or aid by the Company by reason of the nature or the type of its operations or otherwise.
- To subscribe to charities (25) From time to time to subscribe or contribute to any charitable, benevolent, or useful object of a public character, the support of which will, in the opinion of the Company, tend to increase its reputation or popularity among its employees, its customers or the public.
- To amalgamate or work jointly (26) To enter into and carry into effect any arrangement for joint working in business, union of interests, limiting competition, partnership or for sharing of profits, or for amalgamation, with any other company, partnership or person, carrying on business within the objects of this Company.
- To promote companies (27) To establish, promote and otherwise assist, any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- To promote legislation and enter into arrangements with Governments (28) To apply for, promote, and achieve the passing of any Law, Order, Regulation, By-Law, Decree, Charter, concession, right, privilege, licence or permit for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest and to enter into and execute any arrangement with any Government or Authority, (supreme, municipal, local or otherwise) that may seem conducive to the Company's objects or any of them.
- To sell undertaking (29) To sell, dispose of, mortgage, charge, grant rights or options or transfer the business, property and undertakings of the Company, or any part or parts thereof, for any consideration which the Company may at its discretion accept.
- To accept shares in payment (30) To accept stock or shares in, or debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to it by the Company or debt owing to it from any



	such company.
To distribute assets in specie	(31)To distribute in specie, in cash or otherwise as may be resolved on each occasion any assets of the Company among its Members and particularly the shares, debentures or other securities of any other company belonging to this Company or which this Company may have the power of disposing.
To act as agents	(32)To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with other companies, firms or persons, either as factor, trustee, principal, sub-contractor or agent of other companies, firms or persons, or through any factors, trustees, sub-contractors or agents.
To register abroad and to act as secretary etc.	(33)To procure the Company to be registered or recognised in any country or place, to act as secretary, manager, director or treasurer of any other company.
General powers	(34)Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them.
Construction of Objects	The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest possible interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clauses or from the provisions of any other sub-clause or marginal title or the name of the Company. The said sub-clauses, the objects therein specified and the powers thereby conferred shall not be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause. The Company may exercise all or any of the powers conferred upon it by one or more of the said sub-clauses and to achieve or to endeavour to achieve all or any of the objects specified therein.
Liability	4. The liability of the Members is limited.
Capital	5. The share capital of the Company is EURO 1.200.- (one thousand two hundred Euro) divided into 1.200 shares of EURO 1.- each with power to issue any of the shares in the capital original, increased or subject to any preferential, special or qualified rights or conditions as regards dividends, repayment of capital, voting rights or otherwise.

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

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	Number of shares taken by each Subscriber
..... Cymanco Services Limited Private Company Limited by shares Registration number: 11316 12, Esperidon Street, 4 th floor 1087 Nicosia Cyprus	1.200 shares

Nicosia the 4th day of December 2012

Witness to the above signatures:

Name: Lucy Pavlou
Occupation: Private Employee
Address: 8 Eantos Street
Latsia 2221
Nicosia, Cyprus

TRANSLATED
TRUE COPY
Georgios Aritarides
FOR REGISTRAR OF COMPANIES
19/04/2024

**THE COMPANIES LAW CAP 113
OF THE LAWS OF THE REPUBLIC OF CYPRUS**

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

PREMIER ENERGY PLC

INTERPRETATION

1 Unless the context otherwise requires:

'Appropriate Charge'	means a reasonable charge as the Board of Directors may determine;
'Appropriate Interest'	means an interest per annum at the rate of 5% or such other rate as the Board of Directors thinks fit;
'Articles'	means these articles of association as altered or replaced from time to time in accordance with section 12 of the Law being the regulations for the management of the Company under sections 8, 10 and 11 of the Law
'Auditors'	means the auditors of the Company;
'Board of Directors' or 'Board'	means all the Directors or a quorum of them, assembled at any place in accordance with the Articles;
'Board Meeting'	means a meeting of Directors and the expression 'Board Meetings' shall be construed accordingly;
'Chairperson BD'	means the person presiding the Board of Directors;
'Chairperson GM'	means the person presiding a General Meeting;
'Committee'	has the meaning given in Regulation 84 and the word 'Committees' shall be construed accordingly;
'Committee Meeting'	means a meeting of Directors and persons who constitute a Committee and the expression 'Committee Meetings' shall be construed accordingly;
'Company'	means this company;

'Corporation'	includes any company or other body corporate with or without limited liability incorporated in any part of the world;
'Cyprus'	means the Republic of Cyprus;
'Days'	means the days comprised in a period excluding the day on which the notice is sent and the day on which the notice is deemed given;
'Debenture'	means in relation to the Company, a debenture as defined by section 2 of the Law, and the word 'Debentures' shall be construed accordingly;
' Director'	means director (as defined by section 2 of the Law) of the Company and the word 'Directors' shall be construed accordingly;
'Extraordinary Resolution'	means in relation to the Company, an extraordinary resolution as defined by section 135 of the Law;
'General Meeting'	means a general meeting (whether ordinary or extraordinary) of the Members holding Shares conferring the right to their Holders who are present to vote on the matters put to vote and which meeting is duly convened and held in accordance with the Law and the Articles and the expression 'General Meetings' shall be construed accordingly;
'Holder'	means in relation to one or more issued Shares, the Person registered in the Register as the holder thereof, and the word 'Holders' shall be construed accordingly;
'Joint Holder'	means in relation to one or more issued Shares, a Member who jointly holds the same with another Member or Members and the expression 'Joint Holders' means together each such Joint Holder;
'Law'	means the Companies Law, Chapter 113 of the laws of Cyprus;
'Member'	means a member (as defined by section 27 of the Law) of the Company and the word 'Members' shall be construed accordingly;
'Office'	means the registered office of the Company pursuant to section 102 of the Law;
'Person'	includes an individual, a firm, a partnership, a Corporation or other person or entity (whether or not incorporated) and the word 'Persons' shall be construed accordingly;
'Proxy'	means a Member's representative (proxy) duly appointed and authorised pursuant to the Articles and the word 'Proxies' shall be construed accordingly;
'Register'	means the register of Members required to be kept pursuant to section 105 of the Law;
'Seal'	means the common seal of the Company pursuant to section 15 of the Law;
'Secretary'	means the secretary of the Company pursuant to section 171 of the Law and any other Person appointed by the Board of Directors to perform any of the duties of the secretary, including a joint secretary, temporary secretary or assistant secretary;

“securities”	means and includes, without limitation, Shares, options, warrants, bonds, depositary receipts, interests of instruments, or other rights to subscribe for or acquire or convertible into Shares;
‘Section 59A Resolution’	means in relation to the Company a resolution of Members passed in accordance with the voting rules of section 59A of the Law;
‘Share’	means any share or share of any class in the share capital of the Company and the word ‘Shares’ shall be construed accordingly;
‘Share Rights’	means any rights or restrictions attached to issued Shares of any class or otherwise the respective rights or restrictions of any Member pursuant to the Shares of any class he holds;
‘Share Warrant’	means a share warrant to bearer as defined by section 81 (2) of the Law;
‘Simple Vote’	means vote at a General Meeting which is held on a show of hands;
‘Special Resolution’	means in relation to the Company, a special resolution as defined by section 135 of the Law, and the expression ‘Special Resolutions’ shall be construed accordingly;
‘Special Vote’	means vote at a General Meeting which is held on poll;
‘Unissued Shares’	means shares in the registered but not issued share capital of the Company; and
‘written’ or ‘in writing’	means in relation to any notice, notification or transmission, written or produced by any method of representing words in legible and permanent form including photocopy, printing or facsimile or other visual representation excluding electronic mail.

the Articles shall be read, interpreted and applied in accordance with the following principles of interpretation:

- (a) references to numbered Regulations relate to the numbered regulations of the Articles and references in the Regulations to numbered Paragraphs relate to the numbered paragraphs of the relevant Regulations;
- (b) references to a statute or statutory provision include references to that statute or statutory provision as amended or replaced from time to time;
- (c) words and expressions importing the singular include the plural and vice-versa;
- (d) words and expressions importing any gender include every gender;
- (e) words and expressions defined in the Law shall (unless defined otherwise in the Articles) bear the same meaning in the Articles; and
- (f) for the purposes of the Articles, a member of the board of directors or otherwise governing or management body of, or a duly authorised representative of, a Corporation which Corporation is a Member shall be deemed to be the Member he represents.

TABLE "A" EXCLUDED

- 2 The regulations contained in Table "A" in the First schedule to the Law shall not apply except so far as the same are repeated or contained in these Articles.

SHARE CAPITAL

- 3 Subject to section 57 of the Law and to the Share Rights, any Unissued Shares may be issued with or have attached to them such rights and/or restrictions, as the General Meeting may by Section 59A Resolution determine as well as may be issued as redeemable preference Shares which are to be redeemed

or are to be liable to be redeemed at the option of the Company and/or their Holders on such terms and in such manner and have attached to them such other rights and/or restrictions, as the General Meeting may by Section 59A Resolution determine.

- 4 Unissued Shares may be issued as Shares carrying or conferring such Share Rights as the General Meeting shall, with the sanction of a Section 59A Resolution, determine or authorise (in this Regulation 4, the GM Resolution) BUT NOT otherwise and shall be at the disposal of the Board of Directors, which may if so authorised by the GM Resolution allot them to such Persons, on such terms (other than on discount) and in such manner as it thinks fit unless otherwise directed by the GM Resolution.
- 5 Subject to Regulation 4 unissued shares may be issued to the public subject to the fulfilment of the regulatory requirements of the relevant Stock Exchange.
- 6 Existing shareholders must be given the right of first refusal during the issue of unissued shares, for cash consideration, pro-rata to the number of shares already held by each existing shareholder in accordance with and subject to the provisions of section 60B of the Law.
- 7 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) shall be equal and may, whether or not the company is being wound up, not be varied except with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a Section 59A 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 regulations 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.
- 8 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari-passu* therewith.
- 9 The Company may exercise the powers of paying commissions conferred by section 52 of the Law. Subject to section 52 of the Law such commissions may be satisfied by the payment of cash or by the allotment of fully or partly paid Shares or partly in one way and partly in the other.
- 10 Except as required by law, no Person shall be recognised by the Company as the legal and/or beneficial holder of Shares upon any trust and (except as otherwise provided by the Articles or by law) the Company shall not be bound by or recognise any interest in any Shares except an absolute right to the entirety thereof in their Holder.
- 10A 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 Article shall prohibit transactions mentioned in the proviso to section 53(1) of the Law

ALTERATION OF SHARE CAPITAL

- 11 The Share Rights to the Shares of any class may be varied or abrogated with the consent in writing of a Holder, or Holders together, representing not less than 75% in nominal value of the issued Shares of the class or with the sanction of an Extraordinary Resolution passed at a General Meeting of the Holders of Shares of the class, but not otherwise. For avoidance of doubt, the Share Rights to the Shares of any class shall not, unless they otherwise expressly provide, be deemed to be varied or abrogated by the creation or issue of further Shares ranking *pari passu* with the Shares of that class.
- 12 The General Meeting may in accordance with applicable law, by a Section 59A Resolution:
 - (a) increase the registered share capital of the Company by new Shares of any amount;
 - (b) consolidate and divide all or any of the Company's share capital into Shares of larger amount than its existing Shares;
 - (c) sub-divide the Shares, or any of them, into Shares of smaller amount and the resolution may determine that, as between the Shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and
 - (d) cancel Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any Person and diminish the amount of its registered share capital by the amount of

the Shares so cancelled.

- 13 Whenever as a result of a consolidation or subdivision of Shares any Members would become entitled to fractions of Shares, the Board of Directors may, on behalf of those Members, sell the Shares representing the fractions to any Person for the best price reasonably obtainable and distribute the net proceeds of sale in due proportion among those Members, and the Board may authorise some Person to execute an instrument of transfer of the Shares to, or in accordance with the directions of, the purchaser. The transferee 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 in or invalidity of the proceedings in reference to the sale.
- 14 Subject to the provisions of the Law (including sections 64, 57 (proviso (d)) and 55), the General Meeting may by Special Resolution in any manner reduce the issued share capital of the Company, any capital redemption reserve, and any share premium account, of the Company.

PURCHASE OF OWN SHARES

- 15 The Company may, to the extent permitted by, and subject to, sections 53 and 57A to 57E (inclusive) of the Law, purchase its own Shares (including any redeemable Shares) and make a payment in respect of them otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of Shares.

SECURITIES IN UNCERTIFICATED FORM

- 15A. (i) 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, where the Company's Shares or securities are listed for trading, having regard to their terms of issue, the Law, or any other applicable law or regulations of the regulated market or unregulated market to which the shares or securities of the Company are admitted for trading. 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 Shares or securities, 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; and
 - (c) a class of Shares must not be treated as two classes of shares simply because some of the Shares of that class are held in certificated form and others held in uncertificated form.
- (ii) The Board may:
 - (a) give notice in writing to any Member holding relevant Shares or securities in uncertificated form requiring a Member to change their holding of such Shares or securities from uncertificated to certificated form within a specified time period and then to hold such relevant shares or securities in certificated form until the issue of a withdrawal notice; and
 - (b) appoint any Person to take any steps, by instruction by means of an uncertificated system or otherwise, in the name of any holder of the relevant Shares or securities as may be required to change such shares or securities from uncertificated form into certificated form (and such steps shall be effective as if they had been taken by such holder).

SHARE CERTIFICATES

- 16 Every Person, upon becoming a Member and Holder of Shares, shall be entitled without payment to one certificate for all the Shares (and one for all the Shares of each class) held by him (and, upon transferring part of his holding of Shares, to a certificate for the balance of such holding) or several certificates each for one or more of his Shares upon payment for every certificate after the first an Appropriate Charge. Every certificate shall be sealed with the Seal, or in any other manner as may be required under applicable law or the rules of a regulated market to which the Company's Shares or securities may have been admitted to trading, and shall specify the number, class and distinguishing numbers (if any) of the Shares to which it relates and the amount or respective amounts the Shares are fully or partly paid up. The Company shall not be bound to issue more than one certificate for Shares held by Joint Holders and delivery of a certificate to one Joint Holder shall be a sufficient delivery to all of them in respect of those Shares. The provisions of this Articles shall not apply to in relation to a recognised clearing house or a nominee of a recognised clearing house or of a recognised investment house in respect of which the Company is not required by any applicable law to complete or have ready for delivery a certificate.

- 17 Share certificates which are defaced, worn-out, lost or destroyed, may be reissued on such conditions and terms (if any) as the Board of Directors may determine.

LIEN

- 18 The Company shall have a first and paramount lien on every Share (not being a fully paid Share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that Share. The Board of Directors may at any time declare one or more Shares to be wholly or in part exempt from this Regulation 18. The Company's lien on Shares shall extend to all distributions of dividends and other property attributable to them.
- 19 The Company may sell in such manner as the Board of Directors may determine any Shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within 14 Days after notice has been given to the Holder of the Share or to the Person entitled to it in consequence of the death or bankruptcy of its Holder, demanding payment and stating that if the notice is not complied with the Shares may be sold.
- 20 To give effect to said sale by the Company, the Board of Directors may authorise some Person, to execute an instrument of transfer of the Shares sold to the purchaser or another person nominated by the purchaser. The title of the transferee to the Shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
- 21 The net proceeds of said sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and the residue (if any) shall (upon surrender to the Company for cancellation of the certificate for the Shares sold and subject to a like lien for any moneys 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.

CALLS ON SHARES AND FORFEITURE

- 22 Subject to the terms of allotment, the Board of Directors may make calls upon the Members in respect of any moneys unpaid on the Shares they hold (whether in respect of nominal value or premium) and each Member shall (subject to receiving at least 14 Days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his Shares. The Board may require the payment of a call by instalments. The Board may revoke a call in whole or in part before the Company receives any sum under it, and it may also postpone the payment of a call in whole or in part. The Persons upon whom calls are made shall remain liable for the calls made upon them notwithstanding the subsequent transfer of the Shares in respect to which the calls were made.
- 23 A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising the call was passed.
- 24 The Joint Holders shall be jointly and severally liable to pay all calls in respect of their Shares.
- 25 A call which remains unpaid after it has become due and payable is subject to the Appropriate Interest on the amount unpaid from the day it became due and payable until it is paid but the Board of Directors may waive payment of the interest wholly or in part.
- 26 An amount payable in respect of one or more Shares on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not paid the provisions of the Articles shall apply as if that amount had become due and payable by virtue of a call.
- 27 Subject to the terms of allotment, the Board of Directors may make arrangements on the issue of Shares for a difference between the Holders in the amounts and times of payment of calls on their respective Shares.
- 28 When a call remains unpaid after it has become due and payable the Board of Directors may give to the Person from whom it is due not less than 14 Days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall specify the place where payment is to be made and shall state that if the notice is not complied with the Shares in respect of which the call was made will be liable to be forfeited.
- 29 If the notice referred to in Regulation 22 is not complied with the Shares in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the Board of Directors and the forfeiture shall include all distributions of dividend and other property attributable to them and not distributed before the forfeiture.
- 30 Forfeited Shares may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Board of Directors determines either to the Person who was before the forfeiture the Holder or to any

other Person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the Board thinks fit. Where for the purposes of disposal forfeited Shares are to be transferred to any one or more Persons the Board may authorise some Person to execute instruments of transfer of Shares to those Persons.

- 31 Persons whose Shares have been forfeited shall cease to be Members in respect of those Shares and shall surrender to the Company for cancellation the certificates for the Shares forfeited but shall respectively remain liable to the Company for all moneys which at the date of forfeiture were presently payable by them to the Company in respect of those Shares together with the payable Appropriate Interest from the date of forfeiture until payment but the Board of Directors may waive payment wholly or in part or enforce payment without any allowance for the value of the Shares at the time of forfeiture or for any consideration received on their disposal.
- 32 A statutory declaration by a Director or the Secretary that Shares have been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all Persons claiming to be entitled to the Shares and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the Shares and the Person to whom the Shares are disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the Shares be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the Shares.

TRANSFER OF SHARES

- 33 The instrument of transfer of Shares may be in any usual form or in any other form, including electronic form, which the Board of Directors may approve and shall be executed by or on behalf of the transferor and by or on behalf of the transferee. Nothing, however, in these Articles shall preclude transfers of shares or other securities of the Company in uncertificated form in accordance with the terms of Article 15A above, and any references contained in these Articles in relation to the execution of any instrument of transfer or the registration of any transfer of shares or other securities of the Company in uncertificated form shall be read in conjunction with Article 15A above.
- 34 The Board of Directors may refuse to register the transfer of any Shares (not being fully paid Shares) to a Person of whom they shall not approve and may also refuse to register the transfer of any Shares on which the Company has a lien. Where the Company is admitted for trading on a regulated market the powers conferred by this Regulation 34 shall be subject to, and only exercised in accordance with, the applicable rules of the market to which the Company is admitted to trading.
- 35 Subject to applicable law, and where the Company is admitted for trading on a regulated market, the provisions of Article 15A above and the applicable rules of the market to which the Company is admitted to trading, the Board of Directors may decline to recognise any instrument of transfer or otherwise the transfer of any Shares, unless:
- (a) the instrument of transfer is lodged at the Office or delivered to the Board and is accompanied by the relevant certificate or by such other evidence as the Board may reasonably require; and
 - (b) (in the event that there are classes in the Company's share capital) the transfer concerns only one class of Shares.
- 36 Subject to applicable law and any applicable order of a Court of competent jurisdiction, the registration of transfers of Shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the Board of Directors may determine. Where the Company is admitted for trading on a regulated market the powers conferred by this Regulation 36 shall also be subject to, and (to the extent not being contrary to applicable law or any applicable order of a Court of competent jurisdiction), exercised in accordance with, the applicable rules of the market to which the Company is admitted to trading, applicable law.
- 37 Any transfer or purported transfer of Shares made otherwise than in accordance with the Articles shall be void and of no effect as against the Company and the Company and the Board of Directors shall refuse to register the transfer.
- 38 The Company shall be entitled to retain any instrument of transfer and charge an Appropriate Charge for the registration of any transfer relating to or affecting the title to any Shares. If the Board of Directors refuses to register a transfer of any Shares, it shall, within 2 months after the date on which the instrument transfer was lodged with, or delivered to, the Company, send to the transferee notice of the said refusal together with the relevant instrument of transfer.

TRANSMISSION OF SHARES

- 39 If a Member dies the survivor or survivors where he was a Joint Holder, and the personal representatives of the Member where he was a sole Holder or the only survivor Joint Holder, shall be the only Persons recognised by the Company as having any title to the ownership to the Shares of the deceased; but

nothing in the Articles shall release the estate of a deceased Member from any liability in respect of the Shares which are jointly held by him.

- 40 A Person becoming entitled to Shares in consequence of the death or bankruptcy of a Member may, upon such evidence being produced as the Board of Directors may reasonably require, elect either to become the Holder of the Shares himself or to have some Person nominated by him to become such Holder. The Board shall, nevertheless have the right to decline or suspend the registration pursuant to the Articles.
- 41 If the Person entitled to Shares in consequence of the death or bankruptcy of a Member shall elect to be registered himself as the Holder of the Shares, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If such Person shall elect to have another Person registered he shall execute in favour of that Person an instrument of transfer of the Shares. All the provisions of the Articles relating to the transfer of Shares shall be applicable to the said notice or transfer as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by the Member.
- 42 A Person becoming entitled to Shares in consequence of the death or bankruptcy of a Member shall be entitled to same dividends and other advantages to which he would be entitled if he were the Holder of those Shares, except that he shall not, before becoming their Holder be entitled in respect of them to exercise any right conferred on the Members in relation to general meetings.

PROVIDED THAT the Board of Directors may at any time give notice requiring such Person to elect either to be registered himself or to transfer the Shares and if the notice is not complied with within 90 Days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of those Shares until the requirements of the notice have been complied with.

GENERAL MEETINGS

- 43 All general meetings other than the annual general meetings shall be called extraordinary general meetings.
- 44 The Board of Directors may convene general meetings and extraordinary general meetings shall be convened on such requisition, or, in default, may be convened by such requisitions, 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 2 Members may convene an extraordinary general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

- 45 An annual general meeting and an extraordinary general meeting called for the passing of a Special Resolution shall be called by at least 21 Days' notice. All other extraordinary general meetings shall be called by at least 14 Days' notice but (except for so long as the Company is listed in a regulated market) any general meeting may be called by shorter notice if it is so agreed:
- (a) in the case of an annual general meeting, by all the Members having the right to attend and vote thereat; and
 - (b) in the case of an extraordinary general meeting by a majority in number of the Members having the right to attend and vote thereat and the said majority together holds not less than 95% in nominal value of the Shares conferring that right.
- 46 The notice of a general meeting shall specify the where and when the meeting shall take place and the general nature of the business to be transacted thereat and, in the case of an annual general meeting, it shall specify the meeting as such. The notice shall also include a declaration that a Member who is entitled to attend and vote is also entitled to appoint one or more Proxies to attend and vote in his place and that such Proxy need not be a Member. The participation of any Member who is entitled to attend and vote at a General Meeting shall not be restricted nor shall any restriction be placed on the Member exercising all rights to which they are entitled. Where the Company is listed on a regulated market, the notice shall also contain the content specified by the section 127A of the Law, and where applicable, section 127B of the Law, and any other content as may be required under the applicable rules of that market. Nothing in these Articles shall preclude or prohibit supplying, publishing or sending notices or documents relating to general meetings in electronic form in accordance with the provisions of Articles 50 and 50A below, and any references contained in these Articles in relation to delivering a notice or a document relating to a general meeting shall be read in conjunction with the said Articles.
- 47 Subject to the provisions of the Articles and to the Share Rights, the notice shall be given to all the Members, the Persons entitled to Shares in consequence of the death or bankruptcy of a Member and to all the Directors and in the case of an annual general meeting or any other General Meeting at which the Auditors' reports are to be presented, such notice shall be given to the Auditors as well.

- 48 The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any Person entitled to receive the said notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 49 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 exception of: (a) declaring dividends, (b) the reports (i) on the financial statements; (ii) of the Directors; and (iii) of the Auditors (c) the election of Directors in the place of those retiring; and (d) the appointment of, and fixing of the remuneration of, the Auditors.
- 50 No business shall be transacted at any general meeting unless a quorum is present. At least 2 Members present in person or by Proxy and together they represent at least 50% of all the issued Shares which confer on their Holders the right to vote upon the business to be transacted at the general meeting, shall be a quorum. The Company may by decision of its Board of Directors permit participation at general meetings via electronic means, including a mechanism for casting votes either before or during the general meeting, and shall make such arrangements or regulations as it deems fit, in its absolute discretion, in relation to the giving of notices, notifications or other documents by electronic means for the purpose of convening or transacting business at any general meeting, to the extent permissible but otherwise subject only to such conditions and restrictions prescribed under the Law.
- 50A Subject to applicable law, and where the Company's Shares or Securities have been admitted to trading in a regulated or unregulated market, the rules or regulations of that market:
- (i) when the Company has given an electronic address in a notice calling a general meeting, it is deemed to have agreed that any document or information relating to the proceedings at the meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the notice). When the Company has given an electronic address (a) in an instrument or proxy sent out by the Company in relation to the general meeting, or (b) in an invitation to appoint a proxy issued by the Company in relation to the meeting, it will be deemed to have agreed that any document or information relating to proxies for the meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the notice).
- For the purpose of this Article, documents relating to proxies include (a) the appointment of a proxy in relation to a general meeting, (b) any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy and (c) notice of the termination of the authority of a proxy.
- (ii) Notwithstanding anything in these Articles to the contrary, any notice of other document to be given or sent to any Person by the Company is also to be treated as given or sent by the Company where the Company publishes the notice or other document required to be given or sent to that Person on its website and any such notice or other document shall be treated as being sent or given at the time of first publication on the Company's website.
 - (iii) Nothing in these Articles shall invalidate proceedings of the general meeting where the notice or other document is published for a party, but not all, of the period mentioned in Article 45 above, and the failure to publish the notice or other document throughout the period is wholly attributable to circumstances which it would not be reasonable to have expected the Company to avoid or prevent.
- 51 If a quorum is not present within half an hour from the time appointed for holding a general meeting, or if during a General Meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or otherwise as the Board of Directors may think fit. If at an adjourned general meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the Members (or their Proxies) present, and entitled to vote, at the meeting shall be a quorum.
- 52 The Chairperson BD, if any, or in his absence some other Director, if any, appointed by the Board shall act as the Chairperson GM, but if neither the Chairperson BD nor the said Director shall be present, and willing to act, within 15 minutes from the time appointed for holding the meeting the Directors present shall elect one of their number to act as Chairperson GM at the meeting and, if there is only one Director present and he is willing to act, he shall act as Chairperson GM at the meeting.
- 53 If no Director present at a General Meeting is willing to act as Chairperson GM within 15 minutes from the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to act as Chairperson GM at the meeting.
- 54 A Director, whether or not a Member, is entitled to attend and speak at General Meetings. Any professional, consultant, expert or financial analyst may participate in the General Meeting upon prior invitation from the Chairperson BD. Accredited journalists may also participate in the General Meeting,

unless the Chairperson BD decides otherwise.

- 55 The Chairperson GM may, with the consent of the General Meeting (and shall if so directed by the meeting), adjourn the meeting for another date and place, but no business shall be transacted at an adjourned meeting other than the business which would have been transacted at the General Meeting had the adjournment not taken place. When a General Meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given to all the Members entitled to vote thereat specifying the date, time and place of the adjourned meeting and the general nature of the business to be transacted thereat. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted thereat.
- 56 A matter put to the vote at a General Meeting shall be decided on a Simple Vote unless a Special Vote is duly demanded on, or before the declaration of the result of the Simple Vote. Notwithstanding section 131 of the Law, a Special Vote may be demanded:
- (a) by the Chairperson GM; or
 - (b) by at least 3 Members present and having the right to vote at the General Meeting; or
 - (c) by any Director present at the meeting.
- For avoidance of doubt, a demand for a Special Vote by a Proxy shall be deemed to be made by the Member he represents.
- 57 Unless a Special Vote is duly demanded a declaration by the Chairperson GM that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and it is recorded in the minutes of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 58 The demand for Special Vote may, before it is commenced, be withdrawn but only with the consent of the Chairperson GM. A demand so withdrawn shall not invalidate the result of a Simple Vote declared before the demand for Special Vote was made.
- 59 Subject to the provisions of the Articles a Special Vote shall be taken as the Chairperson GM directs who may appoint scrutineers (who need not be Members) and determine where and when the result of the vote shall be declared. The result of a Special Vote shall be deemed declared at the General Meeting at which the Special Vote was demanded.
- 60 In the case of an equality of votes, whether on a Simple Vote or a Special Vote, the Chairperson GM shall have a casting vote in addition to any other vote he may have as Member.
- 61 A Special Vote shall be taken immediately after it is duly demanded. If prior to the declaration of the result of a Simple Vote a Special Vote is demanded but duly withdrawn the General Meeting shall continue as if the demand was not made.
- 62 Subject to the Share Rights, the proceedings at separate general meetings of the Holders of any class Shares shall be held in accordance with the Regulations governing the proceedings of the general meetings of the Company so far as they are capable of applying but so that the necessary quorum shall be at least 2 Members or their Proxies together holding or representing at least 50% of the issued Shares which confer the right to vote upon the business to be transacted thereat.

VOTES OF MEMBERS

- 63 Subject to the Share Rights, every Member having the right to attend and vote at a General Meeting shall have, whether he is present in person or by Proxy, on a Simple Vote one vote and on a Special Vote one vote for every Share of which he is the Holder and which confers on him the right to attend and vote at the meeting. In the event of the Company being admitted to trading on a regulated market the Company may, notwithstanding any other provision of these Articles, by decision of its Board of Directors provide for electronic voting or voting by correspondence. In such case the notice convening the General Meeting shall set out the procedure to be followed, in accordance with and subject to the provisions of these Articles and the applicable rules of the market on which the Shares are listed, including in the case of voting by correspondence the specified date and time by which the Company must receive a vote given by correspondence, provided that such specified date and time shall not be more than 24 hours before the time that the voting shall end.
- 64 In the case of Joint Holders the vote of the most 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 seniority shall be determined by the order in which the names of the Joint Holders stand in the Register.
- 65 A Member in respect of whom an order has been made by any court (whether in Cyprus or elsewhere) in competent matters concerning mental disorder may vote, whether on a Simple Vote and on a Special

Vote, by his receiver, *curator bonis* or other Person authorised and appointed for that purpose by the said court, and the receiver, *curator bonis* or the other Person may vote by Proxy. Evidence to the satisfaction of the Board of Directors of the authority of the Person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 24 hours before the time appointed for holding the General Meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

66 A Member may not vote either in person or by Proxy in respect of any Shares held by him unless all moneys presently payable to the Company in respect of those Shares have been paid.

67 No objection as to the qualification of any voter to vote at and/or attend a general meeting shall be raised except at the General Meeting at which the said voter shall be present and every vote which is not disallowed at the meeting shall be valid. Every objection made in due time shall be referred to the Chairperson GM whose decision shall be final and conclusive.

68 A Member may appoint one or more Proxies to attend and vote at the general meetings.

69 The appointment of every proxy shall be made in writing and be executed by or behalf of the Person appointing him. For so long as the Company is listed on a regulated market, a proxy may also be appointed by electronic message addressed to the Company. The instrument or electronic message appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll or to consent in convening a meeting on shorter notice as provided in Article 45 above. Every appointment shall be made either by a power of attorney certified notarially or by an instrument as near as the circumstances permit to the following:

(1) Where it is desired to confer discretion to the proxy:

[____ PLC]

[I/ We], [____] of [____] a member/s of the above-named company, hereby appoint [____] of [____], or failing him, [____] of [____], as my/our proxy to vote in my/our name/s and on my [our] behalf at the annual [extraordinary] general meeting of the said company to be held on the (____) day of [____], [20__], and at any adjournment of the meeting.

Signed on the [____] day of [____], [20__].

(2) Where it is desired not to confer discretion to the proxy:

[____ PLC]

[I/ We], [____] of [____] a member/s of the above-named company, hereby appoint [____] of [____], or failing him, [____] of [____], as my/our proxy to vote in my/our name/s and on my/our behalf at the annual/extraordinary general meeting of the said company to be held on the _____ day of [____], [20__], and at any adjournment of the meeting.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for/against

Resolution No. 2 for / against.

** Strike out whichever is not desired.*

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on the [____] day of [____], [20__]

70 The appointment of a proxy and any authority under which the appointment is made in accordance with the provisions of the Articles or a copy of the authority certified notarially shall be delivered to the Chairperson GM' of the General Meeting at which the Proxy shall attend or shall be deposited at the Office or delivered to the Secretary or the Board of Directors, or where the appointment of a proxy is permitted to be made by an electronic message, in accordance with the provisions of these Articles, then such electronic message shall be sent to the Company's electronic address give for such purpose, 48 hours prior to the time appointed for holding the General Meeting at which the Proxy is to attend. In the case of a poll at a time other than the meeting at which a poll was demanded, the instrument or electronic message appointing a proxy shall be deposited at the place specified for the taking of the poll or sent to the Company's electronic address, as applicable and appropriate, at least 15 (fifteen) minutes prior to the time appointed for the taking of the poll. Any appointment of proxy which is not delivered or sent or deposited in the permitted manner aforesaid shall be invalid.

70A The contents of an electronic message appointing a proxy shall be as near as possible to the contents of an instrument specified in Article 69 above.

- 71 A vote given or Special Vote demanded by a person acting as Proxy shall be valid notwithstanding whether or not his appointment as Proxy has previously been terminated unless the Board of Directors or the Secretary is promptly notified in writing of the said termination prior to the said vote being tendered or to the said demand being made.
- 71A Subject to the provisions of the Law, a resolution in writing signed 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. Any such resolution may consist of several documents in the like form, each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a director or other authorised officer thereof or its duly appointed attorney.
- 71B For the purposes of these Articles, the simultaneous connection through telephone or other means of communication, including all and any electronic means, of a number of Members not fewer than the number required to constitute a quorum of a general meeting in accordance with these Articles, even if one or more members are present in the same place or not, whether in Cyprus or abroad, shall be deemed to constitute a general meeting of the Company, and all the provisions of these Articles and the Law which apply to general meetings of the Company shall apply to such meeting, mutatis mutandis, so long as the following conditions are complied with:
- (i) Subject to the provisions of these Articles, all Members who are entitled to receive notice of such meeting shall be entitled to have access and be connected to the means of conducting the general meeting; and
 - (j) Each Member participating in the general meeting must be able to hear each one of the other Members participating in the general meeting;

and the minutes of proceedings at such a meeting shall constitute sufficient evidence of such proceedings and the observance of all necessary formalities, if certified as true minutes by the Chairperson BD or the Company's secretary. The provisions of, inter alia, section 128B of the Law, shall apply for any meeting which is held by electronic means.

NUMBER OF DIRECTORS

- 72 The number of Directors shall be at least 2. There is no maximum number of Directors.

ALTERNATE DIRECTORS

- 73 Any Director (other than an alternate director) may appoint any Person (including a Director) willing to act, as an alternate director and at any time remove him from the office.
- 74 An alternate director shall be entitled, to receive notice (whether or not he is absent from Cyprus) of all Board Meetings and of all meetings of Committees of which the Director appointing him is a member, and to attend and vote at these meetings at which the Director appointing him is absent, and generally he may perform all the functions of the Director appointing him in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director.
- 75 An alternate director shall cease to hold the office if the Director appointing him ceases to be a Director; but, if the Director appointing him retires (pursuant to Regulation 85 or otherwise) but is reappointed or deemed to have been reappointed at the General Meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
- 76 The appointment or removal of an alternate director shall be made by notice addressed to the Board of Directors and the Company signed by the Director making or revoking the appointment and shall be delivered to the Board Meeting or deposited at the Office. An alternate director may resign at any time by written notice to the Company.
- 77 Save as otherwise provided in the Articles, an alternate director shall be deemed to be a Director and shall alone be responsible for his own acts, omissions and defaults and he shall not be deemed to be the agent of the Director appointing him.

POWERS OF DIRECTORS

- 78 No Director or alternate director nor any other Person shall have any authority (whether express or implied or ostensible) to bind the Company in any way nor to act on the Company's behalf nor to execute or sign any document or instrument on behalf of the Company unless expressly authorised by resolution of the Board of Directors.
- 79 Subject to the provisions of the Law, the memorandum of association of the Company, the Articles and

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to any directions given by a General Meeting by ordinary resolution, the business of the Company shall be managed by the Board of Directors which may exercise all the powers of the Company. No alteration of the memorandum of association or the Articles and no direction shall invalidate any prior act of the Board or any Director which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Regulation 79 shall not be limited by any special power given to the Directors by the Articles and a Board Meeting at which a quorum is present may exercise all powers exercisable by the Board of Directors.

- 80 Any branch or nature of business for which an express or implied authorisation is given to the Company by its memorandum of association or by the Articles to be undertaken by the Company may be undertaken by the Board of Directors at any time or may remain by the Directors in abeyance, irrespective of whether such branch or nature of business has actually commenced or not.
- 81 The Board of Directors may exercise all the powers of the Company to borrow, raise money, give guarantee and to mortgage, charge and encumber the undertaking, property, assets (fixed and current), rights, revenues and uncalled share capital, of the Company and to create or issue Debentures and other securities, whether as primary or collateral security for any debt, liability or obligation of the Company and/or any subsidiary or holding company of the Company or any other Person, and to issue notes, bonds and other promises and obligations of the Company, either for cash or as consideration for the acquisition of property other than cash.
- 82 Any agreement and/or instrument and/or other document on behalf of the Company, including but not limited to all cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in any such manner as the Board shall from time to time by resolution determine, provided, however, that any documents or instruments of any kind to be signed by the Company shall always require the signatures of at least two (2) Directors.
- 82A Notwithstanding the provisions of Regulation 82 and solely for the purposes of any initial public offering, admission to trading, registration of the Company's shares in the system of an authorised central securities depository, and transfer of the shareholders' registry to the central securities depository, the Board may authorise any director to legally represent the Company for those purposes and may authorise any Director to sign individually any document required to be signed by the Company.
- 83 The Board of Directors may, by power of attorney or otherwise, appoint any Person to be the attorney or agent of the Company for such purposes, on such terms and conditions and with such powers (not exceeding the powers vested in, or exercisable by, the Board under the Articles) as it determines, including the power that the said Person to delegate all or any part of the authority given to him.

DELEGATION OF DIRECTORS' POWERS

- 84 The Board of Directors may delegate any of its powers to any committee or committees, including but not limited to an audit committee or nomination committee, consisting of such person or Director as they think fit appointed by resolution of the Board of Directors (the "Committee"). The Board may also delegate to any managing Director or any Director holding any other executive office such of its powers as the Board shall determine. The said delegations may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of its own powers and may be revoked or altered by it. Subject to the aforesaid conditions and terms, the proceedings of a Committee with two or more members shall be governed by the Regulations regulating to the proceedings of the Directors so far as they are capable of applying. The duties of any audit Committee shall include a proposal to the Board of Directors as regards the appointment, termination and remuneration of the Auditors and keeping under continuous review the scope and results of the audit and its cost-effectiveness and the independence and objectivity of the Auditors. Without prejudice to the above, any Committee shall be allocated such additional duties as shall be mandatory for performance by the Committee under and in accordance with any applicable code of corporate governance or rules of the market to which the Company may be admitted for trading.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 85 The General Meeting may by ordinary resolution appoint one or more Persons willing to act as directors of the Company to the office of Director either to fill a vacancy or as additional Directors (provided that the appointments will not cause an increase of the number of the Directors to a number exceeding the maximum number of Directors permitted under the Articles).
- 86 The Board of Directors may appoint one or more Persons willing to act as directors of the Company to the office of Director, either to fill a vacancy or as additional Directors (provided that the appointments will not cause an increase of the number of the Directors to a number exceeding the maximum number

of Directors permitted under the Articles). Every Person appointed as Director under this Regulation 86 shall hold office only until the next following annual General Meeting whereby he shall retire.

- 87 A Director who retires at an annual General Meeting pursuant to Regulation 86 may if willing to act, be reappointed by the meeting. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
- 88 Subject to section 178 of the Law and to the Articles, the General Meeting may by ordinary resolution remove any Director from office.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 89 The office of Director shall be vacated if the Person who holds it:
- (a) becomes prohibited by law (including section 180 of the Law) from being a director or other officer of a company; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes, or may be, of unsound mind; or
 - (d) resigns his office by written notice to the Company left at the Office; or
 - (e) is removed under Regulation 88.

REMUNERATION OF DIRECTORS

- 90 Every Director shall be entitled for his services as such or for services outside the scope of the ordinary duties of a company director, to such remuneration as the General Meeting may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day. In the event of the Company being admitted to trading on a regulated market, the Board of Directors may implement a Remuneration Policy in accordance with any applicable code of corporate governance and any remuneration of Directors will be implemented in accordance with any such adopted Remuneration Policy.
- 91 Every Director shall be entitled to be paid by the Company all reasonable travelling, hotel, and other expenses properly incurred by him in connection with the discharge of his duties and obligations as a Director as well as his attendance to meetings of the Directors and general meetings of the Company including travelling expenses and accommodation (to hotels or elsewhere) and other expenses.

DIRECTORS' APPOINTMENTS AND INTERESTS

- 92 The Board of Directors may appoint one or more of the Directors to the office of managing Director or to any other executive office under the Company and may for this purpose cause the Company to enter into an agreement or arrangement with any Director for his employment or for the provision of any services to the Company outside the scope of the ordinary duties of a company director. Subject to Regulation 90, the said appointment, agreement or arrangement may be made upon such terms as the Board shall determine. The said appointment shall terminate (unless the terms of his appointment otherwise provide) when the Director so appointed ceases to be a Director.
- 93 Subject to section 191 of the Law, and provided that he has disclosed to the Board of Directors the nature and extent of his interest, a Director notwithstanding his office may:
- (a) become a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested; and
 - (b) become a director or other officer of, or be employed by, or become a party to any transaction or arrangement with, or otherwise be interested in, any Corporation promoted by the Company or in which the Company is otherwise interested;

and accordingly shall, not, by reason of his office, be accountable to the Company for any benefit which he may derive from any such office or employment or from any such transaction or arrangement or from any interest he may have in any such Corporation and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

- 93A A Director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does so his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration.
- 94 For the purposes of Regulation 93:
- (a) a general notice given to the Board of Directors that a Director is to be regarded as having an interest

of the nature and extent specified in the notice in any transaction or arrangement in which a specified Person or class of Persons is interested shall be deemed to be a disclosure that the Director has an interest in the said transaction or arrangement of the nature and extent so specified; and

- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' GRATUITIES AND PENSIONS

- 95 The Board of Directors may, with the consent of the General Meeting signified by ordinary resolution, provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any Director who ceases to hold any executive office or employment with the Company or with any Corporation which is or has been a subsidiary company of the Company or a predecessor in business of the Company or subsidiary company of the Company, and for any member of his family (including a spouse and a former spouse) or any individual who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

- 96 Subject to the provisions of the Articles, the Directors may regulate the proceedings of the Board of Directors as they think fit. A Director may, and the Secretary at the direction of a Director shall, call a Board Meeting. It shall be necessary to give notice of a Board Meeting to all the Directors whether or not they are absent from Cyprus. Every Director has one vote and questions arising at every Board Meeting shall be decided by a majority of votes of the Directors present at the meeting and entitled to vote. In the case of an equality of votes, the Chairperson BM shall have a casting vote. A Director who is also an alternate director shall, in addition to his own vote, be entitled, in the absence of the Director appointing him, to a separate vote on behalf of the Director appointing him.
- 97 A Director may, subject to disclosure being made in accordance with the Law and the Articles, vote as a Director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the required quorum when, that resolution or matter is put before the Board of Directors.
- 98 The required quorum for the transaction of the business of the Directors shall be at least the majority in number of the Directors. A Person who holds office only as an alternate director shall, if the Directors appointing him is absent, be counted in the quorum.
- 99 The Directors who are present at a Board Meeting at which there is no quorum or the quorum ceases to be present may act only for the purpose of calling a General Meeting.
- 100 The Board of Directors may appoint one Director as the Chairperson BD and may at any time remove him from that office. The Chairperson BD shall preside at every Board Meeting at which he is present. If no Chairperson BD is appointed, or if the Chairperson BD is unwilling to preside or is not present within 15 minutes from the time appointed for holding the Board Meeting, the Board may appoint one Director to preside the meeting.
- 101 Notwithstanding section 174 of the Law, all acts done by the Board of Directors and by the Committees shall, notwithstanding that it be discovered afterwards that there was some defect in the appointment of one or more Directors or that one or more Directors were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such Person had been duly appointed and was not disqualified and had continued to be a Director and had been entitled to vote.
- 102 A resolution in writing signed by all the Directors or in relation to a Committee by all its Directors, shall be as valid and effectual as if it is passed at a Board Meeting or (as the case may be) at a Committee Meeting duly convened, held and transacted; and it may consist of several documents in the like form each signed by one or more Directors (or their alternate directors); and, if a resolution, is signed by a Director who is also appointed an alternate director, it need not be signed by the alternate director in that capacity.
- 103 A Board Meeting and a Committee Meeting may consist of a conference between Directors some or all of whom are in different places provided that each Director who participates is able to hear each other participating Director addressing the relevant meeting and to address all of the other participating Directors simultaneously, whether directly, by conference telephone or by any other means of, or equipment for, communications or by a combination of the said means or equipment. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number of Directors required to form a quorum under Regulation 96 or (as the case may be) Regulation 80. A Board Meeting or Committee Meeting held in this way shall be deemed to take place where the largest group of participating Directors is assembled or, if no group is readily identifiable, at the place from where the

chairperson of the meeting shall participate.

SECRETARY

- 104 Subject to sections 171 and 172 of the Law, the Secretary shall be appointed by the Board of Directors for such term, at such remuneration and upon such terms as the Board shall determine; and any Secretary so appointed may at any time (without prejudice to any claim for damages he may have for breach of contract by the Company) be removed by the Board.
- 105 Any provision of the Law or the 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.

MINUTES

- 106 The Directors shall, in accordance with section 139 of the Law, cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the Directors; and
 - (b) of all resolutions and proceedings at General Meetings, Board Meetings and Committees Meetings, including the names of the Directors present at each such meeting and of the Members present at each meeting of the Company.

SEAL

- 107 The Seal shall only be used by the authority of the Board of Directors or of a Committee duly authorised by the Board. The Board may determine who shall sign the instrument or document to which the Seal is to be affixed and unless it determines otherwise it shall be signed by two Directors or by a Director and the Secretary.
- 108 The Company may exercise all the powers given by section 36 of the Law with regard to an official seal of the Company for use abroad, and such powers is vested in the Board of Directors.

DIVIDENDS

- 109 The General Meeting may by ordinary resolution declare dividends in accordance with the respective rights of the Members pursuant to the Shares they hold, but the distributions of dividends shall not exceed the amounts recommended by the Board of Directors.
- 110 Subject to the provisions of the Articles, the Board of Directors may distribute interim dividends if it appears to the Board that they are justified by the profits of the Company available for distribution. If the share capital of the Company is divided into different classes, the Board may distribute, interim dividends on Shares which confer with regard to dividend deferred or nonpreferred rights as well as on Shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on Shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividends are in arrears. The Board may also distribute at intervals settled by it any dividend payable at a fixed rate if it appears to the Board that the profits available for distribution justify its payment. Provided that the Board acts in good faith it shall not incur any liability to the Holders of Shares conferring preferred rights for any loss they may suffer by the lawful distribution of an interim dividend on Shares conferring deferred or non-preferred rights with regard to dividends.
- 110A. The Board of Directors may, before recommending any dividend, and shall where the Law so requires, 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 Board of Directors, be applicable for any purpose to which the profits may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than the Company's shares) as the Board of Directors may from time to time, think fit. The Board of Directors may also, without placing the same to the reserve, carry forward any profits which they may think prudent not to divide.
- 111 Subject to the Share Rights, all dividends shall be declared and distributed according to the amounts paid up on the Shares on which the dividend is to be distributed. All dividends shall be apportioned and distributed proportionately to the amounts paid up on the Shares during any portion or portions of the period in respect of which the dividend is paid; but, if any Shares are issued on terms providing that they shall rank for dividend as from a particular date or to a particular extent, those Shares shall rank for dividend accordingly.
- 112 A General Meeting declaring a dividend may, upon the recommendation of the Board of Directors, direct that the dividend shall be paid wholly or partly by the distribution of the Company's assets and, where

any difficulty arises in regard to the distribution, the Board may solve the difficulty and in particular may issue fractional certificates and fix the value for distribution of the assets and may determine that cash shall be paid to the Members upon the footing of the value so fixed in order to adjust the rights of Members and may vest any assets in trustees.

- 113 Any dividends or other moneys payable in respect of Shares may be paid by cheque sent by post in accordance with the Articles to the Person entitled or, if two or more Persons are the Holders of the said Shares or are jointly entitled to it by reason of the death or bankruptcy of Holder of the said Shares, to the Person whose name is first in the Register or to the Person who and at the address which the Persons entitled shall direct in writing. Every cheque shall be made payable to the order of the Person entitled or to such other Person as the Person entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Any Joint Holder or other Person jointly entitled to Shares as aforesaid may give receipts for any dividend or other moneys payable in respect of the said Share.
- 114 No dividend or other moneys payable in respect of Shares shall bear interest against the Company unless otherwise provided by the Share Rights of the said Shares. The Board of Directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- 115 Any dividend which has remained unclaimed for 5 years from the date when it became due for payment shall, if the Board of Directors so resolves, be forfeited and cease to remain owing by the Company.
- 116 No dividend shall be paid otherwise than out of profits and no dividend (interim or final) shall be declared and/or paid otherwise than in strict conformity with sections 169A to 169C (both inclusive) of the Law.

ACCOUNTS AND AUDIT

- 117 No Member shall (as such) have any right of inspecting any accounting records or other books or documents or records (whether financial or not) of the Company (including the Company's registers) except as conferred by the Law (including section 140 of the Law) or authorised by the Board of Directors or by ordinary resolution of the General Meeting.
- 118 The Directors shall comply with, and shall procure compliance by the Company of, the provisions of the Law relating to the financial statements and accounts (including sections 141, 142, 143, 149, 151, 152 and 152A of the Law) in so far as such provisions apply or relate to the Company.

CAPITALISATION OF PROFITS

- 119 The Board of Directors may, with the consent of the General Meeting signified by ordinary resolution,:
- (a) and subject to the provisions of the following Paragraphs and of sections 55(2) and 57(5) of the Law, capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the share premium account, or capital redemption reserve, of the Company;
 - (b) appropriate the sum resolved to be capitalised to the Members who would be entitled to it if it were distributed by way of dividend and in the same proportions apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any Shares held by them respectively, or in paying up in full unissued Shares or Debentures of a nominal amount equal to the said sum, and allot the Shares or Debentures credited as fully paid to those Members, or as the Board may direct, in those proportions, or partly in one way and partly in the other: but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this Regulation 118, only be applied in paying up unissued bonus Shares to be allotted to the said Members credited as fully paid;
 - (c) make such provision by the issue of fractional certificates and/or by payment in cash or otherwise as the Board determines in the case of Shares or Debentures becoming distributable under this Regulation 118 in fractions; and
 - (d) authorise any Person to enter on-behalf of all the Members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any Shares or Debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all the Members concerned.

NOTICES

- 120 Any notice to be given to or by any Person pursuant to the Articles shall be in writing and given either personally or sent by prepaid post or electronic mail or facsimile to the postal or electronic- address or fax number (respectively, according to the circumstances), of the addressee. In the case of Joint Holders all notices shall be given to the Joint Holder whose name stands first in the Register in respect of the joint Shares in which case it shall be sufficient notice to all the Joint Holders of those Shares.

- 121 A Member who is present either in person or by Proxy at any General Meeting shall be deemed to have duly received notice of the meeting and of the purposes for which it was called.
- 122 Every Person who becomes entitled to Shares shall be bound by any notice in respect of those Shares which, before his name is entered in the Register as their Holder, has been duly given to the Member from whom the said Person derives the title to the said Shares.
- 123 Any notice sent by facsimile, or electronic mail shall be deemed served 24 hours after despatched and any notice sent by prepaid post shall be deemed served 48 hours after posting. In proving the giving of a notice it shall be sufficient, in the case of posting, to prove that an envelope containing a notice was properly addressed, prepaid and posted, in the case of personally delivery that it was delivered or left at the address of the Person to which the notice is addressed and, in the case of a electronic mail or facsimile, that the electronic mail or fax containing the notice was duly despatched to the e-mail address or fax number of the Person to which the notice is addressed.
- 124 A notice may be given by the Company to the Persons entitled to Shares in consequence of the death or bankruptcy of a Member by sending or delivering the notice, in any manner authorised by the Articles, addressed to the said Persons by name, or by their capacity at the address (if any) supplied to the Company for that purpose by the said Persons. Until such an address is supplied to the Company, a notice may be given in the manner in which it may be given if the death or bankruptcy has not occurred.

WINDING UP

- 125 If the Company is wound up, the liquidator may, with the sanction of an Extraordinary Resolution and any other sanction required by the Law, divide among the Members either in kind or in cash the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the Members or their different classes. The liquidator may, with the sanction of an Extraordinary Resolution, vest the whole or any part of the assets of the Company in trustees upon such trusts for the benefit of the Members as he with the like sanction determines, but no Member shall be compelled to accept any assets upon which there is a liability or other encumbrance.

TRANSLATED
TRUE COPY
Georgios Trifarićes
FOR REGISTRAR OF COMPANIES
19/04/2024

Registration Number: HE 316455

THE COMPANIES LAW, CAP 113

CHAPALACO LIMITED
(the "Company")

By a Written Resolution of the Sole Member of the Company dated 29 March 2019 the following Ordinary Resolution was approved:

ORDINARY RESOLUTION

"That the Authorised Share Capital of the Company be increased from EUR 1.200 divided into 1.200 ordinary shares of nominal value EUR 1,00 each, to EUR 1.250 divided into 1.250 ordinary shares of nominal value EUR 1,00 each by the creation of 50 additional ordinary shares of nominal value EUR 1,00 each under the same terms and with the same rights in all respects as the existing shares."

The Sole Member
EMMA ALPHA HOLDING LTD

Certified true copy


.....
CYMANCO SERVICES LIMITED
Secretary



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TRUE COPY
Georgios Trifitarides
FOR REGISTRAR OF COMPANIES
19/04/2024

Company registration number **HE316455**

THE COMPANIES LAW, CAP. 113

CHAPALACO LIMITED
("the Company")

By a written resolution of the Sole Member of the Company passed in accordance with the provisions of the Articles of Association of the Company on 10th June 2020 the following special resolution was approved:

SPECIAL RESOLUTION

«That the name of the Company be changed from CHAPALACO LIMITED to
PREMIER ENERGY CYPRUS LIMITED »

The Sole Member

EMMA ALPHA HOLDING LTD

Certified Copy


Cymanco Services Limited
Secretary



**TRANSLATED
TRUE COPY**
George Trifanidis
FOR REGISTRAR OF COMPANIES
19/04/2021

Company registration number **HE316455**

THE COMPANIES LAW, CAP. 113

PREMIER ENERGY CYPRUS LIMITED


(the «**Company**»)


By a written resolution of the Sole Member of the Company **dated 26 January 2021** the following Ordinary Resolution was approved:

ORDINARY RESOLUTION

« THAT the authorised nominal capital of the Company be increased from 1,250 Euro divided into 1.250 ordinary shares of nominal value of €1,00 each to 100,000 Euro divided into 100.000 ordinary shares of nominal value of €1,00 each, by the creation of 98.750 additional ordinary shares of nominal value of €1,00 each, under the same conditions and rights (rank pari passu), as the existing ordinary shares of the Company in all respects ».

The Sole Shareholder
Emma Alpha Holding Ltd

CERTIFIED TRUE COPY

CYMANCO SERVICES LIMITED
Secretary



TRANSLATED
TRUE COPY
Georgios Trifanidis
FOR REGISTRAR OF COMPANIES
19/07/2024

Company registration number HE316455

THE COMPANIES LAW, CAP. 113

PREMIER ENERGY CYPRUS LIMITED

(the «Company»)

By a written resolution of all the Members of the Company passed in accordance with the provisions of the Articles of Association of the Company on **26 January 2021**, the following Special Resolution was **unanimously** approved:

SPECIAL RESOLUTION

« THAT the name of the Company be changed from PREMIER ENERGY CYPRUS LIMITED to PREMIER ENERGY PLC ».

The Members

EMMA ALPHA HOLDING LTD
Costas Christoforou
Arlene Nahikian
Elena Tenediou Chrysanthou
Andreas Panayiotou
Christina Avraam
Anna Kokkinos

CERTIFIED TRUE COPY

CYMANCO SERVICES LIMITED
Secretary



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TRUE COPY
Georgios Imitiades
FOR REGISTRAR OF COMPANIES
19/04/2021

Company registration number **HE316455**

THE COMPANIES LAW, CAP. 113

PREMIER ENERGY CYPRUS LIMITED

(the «**Company**»)

By a written resolution of all the Members of the Company passed in accordance with the provisions of the Articles of Association of the Company on **26 January 2021**, the following Special Resolution was **unanimously** approved:

SPECIAL RESOLUTION

« THAT the current version of the Articles of Association of the Company be and is hereby repealed, rendered redundant and replaced with the Articles of Association (attached as **Appendix A** to the present for reference purposes) hereby approved and adopted as the new Articles of Association of the Company, altering the relevant provisions in order to comply with the requirements of the applicable law for the conversion of the legal status of the Company from a private limited liability to that of a public company ».

The Members

EMMA ALPHA HOLDING LTD
Costas Christoforou
Arlene Nahikian
Elena Tenediou Chrysanthou
Andreas Panayiotou
Christina Avraam
Anna Kokkinos

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CYMANCO SERVICES LIMITED
Secretary


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TRUE COPY

FOR REGISTRY OF COMPANIES
19/04/2021

Company No: HE 316455

THE COMPANIES LAW, CAP 113

PREMIER ENERGY PLC
(the "Company")

By a written resolution of the Members of the Company dated 18th June 2021, the following ordinary resolution was approved:

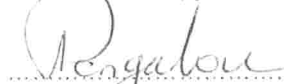
ORDINARY RESOLUTION

" THAT the Authorised Share Capital of the Company be increased from EUR 100,000 (One Hundred Thousand Euro) divided into 100,000 (One Hundred Thousand) Ordinary Shares of nominal value EUR 1.00 each to EUR 100,001(One Hundred Thousand One Euro) divided into 100,001 (One Hundred Thousand One) Ordinary Shares of nominal value EUR 1.00 each by the creation of 1 (one) additional Ordinary Share of nominal value EUR 1.00 under the same terms and with the same rights in all respects as the existing Ordinary Shares of the Company ".

The Members

Emma Alpha Holding Ltd
Costas Christoforou
Arlene Nahikian
Elena Tenediou Chrysanthou
Andreas Panayiotou
Christina Avraam
Anna Kokkinos

Certified true copy



CYMANCO SERVICES LIMITED

Secretary



TRANSLATED
TRUE COPY
Georgios Ziftarides
FOR REGISTRAR OF COMPANIES
19/04/2024

Company's No. HE 316455

THE COMPANIES LAW ACT, CAP. 113

PREMIER ENERGY PLC

(the "Company")

By a written resolution of all the Members of the Company, passed in accordance with the provisions of the Articles of Association of the Company, dated **5th April 2024**, the following Special Resolution was unanimously approved:

SPECIAL RESOLUTION

"THAT the Company's existing Articles of Association of the Company be abrogated in their entirety and replaced by the new Articles of Association attached hereto as Appendix 'A', with effect as from 5th April 2024".

The Members

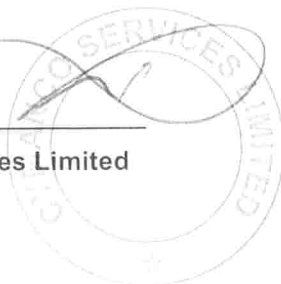
Emma Alpha Holding Ltd
Costas Christoforou
Andreas Panayiotou
Arlene Nahikian
Anna Kokkinos
Elena Tenediou Chrysanthou
Christina Avraam

TRUE COPY



Cymanco Services Limited

Secretary



TRANSLATED
TRUE COPY
Georgica Tritariou
FOR REGISTRAR OF COMPANIES
19/04/2024

THE COMPANIES LAW ACT, CAP. 113

PREMIER ENERGY PLC

(the "Company")

By a written resolution of all the Members of the Company, passed in accordance with the provisions of the Articles of Association of the Company, dated **9th April 2024**, the following Special Resolution was unanimously approved:

SPECIAL RESOLUTION

"**THAT** the Authorised Share Capital be increased from EUR 100,001 divided into 100,001 ordinary shares of EUR 1.00 each to EUR 140,001 divided into 140,001 ordinary shares of EUR 1.00 each by way of creation of 40,000 ordinary shares of EUR 1.00 each, ranking pari passu in all respects with the existing ordinary shares in the Company's share capital."

The Members

Emma Alpha Holding Ltd

Costas Christoforou

Andreas Panayiotou

Arlene Nahikian

Anna Kokkinos

Elena Tenediou Chrysanthou

Christina Avraam

TRUE COPY


Cymanco Services Limited

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TRUE COPY
George Trifariadis
FOR REGISTRAR OF COMPANIES
19/04/2024

THE COMPANIES LAW,
CAP. 113.

Appendix B

HE16

Company Reg. No.
HE 316455

Notice of Consolidation, Division, Sub-division,
Redemption or Cancellation of Shares, Conversion
of Shares and Re-Conversion into Shares of Stock.

Pursuant to Section 61

Name of the Company **PREMIER ENERGY PLC**

To the Registrar of Companies

This form notifies that on **April 9, 2024**, the following unanimous Special Resolution was approved with the consent of all shareholders of the Company:

That the authorized share capital of the Company which was 140,001 ordinary shares of EUR 1.00 each one, be subdivided so that each one of the 140,001 ordinary shares of the Company of EUR 1.00 each one, subdivided into one thousand shares of EUR 0.001 cent each one, whereby the total number of the shares which the above shares that will be subdivided to is 140,001,000 shares of EUR 0.001cent each one, which will be issued under the same terms and with the same rights as it was before their subdivision. The number of the shares which arise following the above subdivision of each one of the existing ordinary shares of the Company of EUR 0.001 cent each one, be renumbered in that way so that the shares which will arise from the above renumbering to be numbered from 1 to 140,001,000.

Following the above subdivision, the issued capital of the Company which was EUR 100,001 divided into 100,001 ordinary shares of EUR 1.00 each one, subdivided into 100,001,000 shares of EUR 0,001 each one and the current Members of the Company shall hold as follows:

Emma Alpha Holding Ltd	99,995,000 shares of EUR 0,001 each one
Costas Christoforou	1,000 shares of EUR 0,001 each one
Arlene Nahikjan	1,000 shares of EUR 0,001 each one
Elena Tenediou Chrysanthou	1,000 shares of EUR 0,001 each one
Andreas Panayiotou	1,000 shares of EUR 0,001 each one
Christina Avraam	1,000 shares of EUR 0,001 each one
Anna Kokkines	1,000 shares of EUR 0,001 each one

Signature



Secretary or Director

Date

10/4/2024

Name and address for Correspondence

Name	CYPROMAN SERVICES LIMITED		
Address	5 Esperidon Str., 4 th floor, Strovolos, Nicosia		
Postal code	2001	Telephone	22474840

TRANSLATED
TRUE COPY
Georgios Trifariou
FOR REGISTRATION OF COMPANIES