

# THE COMPANIES LAW, CAP.113

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## COMPANY LIMITED BY SHARES

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### ARTICLES OF ASSOCIATION

#### OF

### Blueberry Crush Ltd

#### INTERPRETATION

1. In these Articles:-

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

“the seal” means the common seal of the company.

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

“person” means both natural and legal person.

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

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

#### PRELIMINARY

2. The company is a private company and consequently:-

- (a) The right to transfer shares is restricted in the manner hereinafter prescribed,
- (b) The number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company were, while in such employment and have continued after the determination of such employment to be Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Article be treated as a single member.
- (c) Part III of Table A of the Law is adopted and in case the Company has or might have in the future one and sole member, the Company’s sole member will practice all the rights of the general meeting under the Law, always considering that the decisions which will be taken by this member in the general meetings will be recorded in minutes or made out in writing.
- (d) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
- (e) The company shall not have power to issue share warrants to bearer.

3. Any branch or form of business for which there is express or implied, by the Memorandum of Association of the company or by these Articles, authorization to be undertaken by the company may be undertaken by the Directors at such time or times as they would deem fit and, furthermore, may remain by the Directors in abeyance, irrespective of whether such branch or nature of business has actually started or not, if the Directors would deem fit not to start or not to continue with such branch or form of business.

#### **SHARE CAPITAL AND VARIATION OF RIGHTS**

4. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may from time to time by ordinary resolution determine.
5. Subject to the provisions of section 57 of the Law, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.
6. If at any time the share capital of the company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of the issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of shares of the class. To every such separate general meeting the provisions of these Articles relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. The provisions of Article 88 regarding the passing of resolutions in writing by the members shall apply mutatis mutandis.
7. 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.
8. The company may exercise the powers of paying commissions conferred by section 52 of the Law, provided that the percentage rate or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of 10 per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent of such price (as the case may be). Such commission may be satisfied by the payment in cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The company may also on any issue of shares pay such brokerage as may be lawful.
9. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except where it is otherwise provided by these Articles or by law or by an order of a court of competent jurisdiction) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

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

10. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within two months after the allotment or lodgment of the transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of 20 cent for every certificate after the first, or such less sum as the directors shall from time to time determine. Every certificate shall be under

the seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the company shall not be found to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

11. If a share certificate is defaced, lost or destroyed, it may be renewed upon payment of a fee of 20 cents or such less sum and on such terms (if any) as to evidence and indemnity and the payment of any out-of-pocket expenses of the company for investigating the evidence adduced, as the directors think fit.
12. The company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, provision of any security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the company or in its holding company nor shall the company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this regulation shall prohibit transactions mentioned in the proviso to section 53 (1) of the Law.

#### **LIEN**

13. The company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a first and paramount lien on all shares standing registered in the name of a single person for all moneys for any reason and for any cause whatsoever presently payable by him or his estate to the company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The company's lien, if any, on a share shall extend to all dividends payable thereon as well as on any capital or other monies which may at any time be payable by the company to such person.
14. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.
15. To give effect to any such sale the directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
16. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

#### **ISSUE OF SHARES**

17. All additional shares approved to be issued shall be offered to the members in proportion to the number of shares already held by them and such offer shall be made by notice fixing the number of shares which each member is entitled to be allotted and restricting the time in which the offer if not accepted, shall be deemed as having been declined and after which time or on receipt of a declaration by the member to whom such a notice is given that he declines to accept the shares offered, the directors may allot or otherwise dispose the same to such persons and under such conditions as they would deem fit.

#### **CALLS ON SHARES**

18. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one – fourth of the nominal value of the share or be payable at less than one month from the date fixed for the

- payment of the last preceding call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the directors may determine.
19. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed and may be required to be paid by installments.
  20. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
  21. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 9 per cent per annum as the directors may determine, but the directors shall be at liberty to waive payment of such interest wholly or in part.
  22. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
  23. The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
  24. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the company in general meeting shall, subject always to the provisions of any law in force at the time, otherwise direct) 9 per cent per annum, as may be agreed upon between the directors and the member paying such sum in advance.

#### **TRANSFER OF SHARES**

25. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
26. Subject to such restrictions in these Articles as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the directors may approve.
27. The directors may, independently of any other provision of the Articles, and in addition to their rights under Article 28 hereinbelow, in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share to a person of whom they shall not approve, and they may also decline to register the transfer of any share on which the company has a lien.
28. The directors may also decline to recognize any instrument of transfer unless:-
  - (a) a fee of 20 cents or such lesser sum as the directors may from time to time require is paid to the company in respect thereof;
  - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and
  - (c) the instrument of transfer is in respect of only one class of shares.
29. If the directors refuse to register a transfer they shall, within two months after the date on which the transfer was lodged with the company, send to the transferee notice of the refusal.

30. The registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.
31. The company shall be entitled to charge a fee not exceeding 20 cents on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, or other instrument.
32. Notwithstanding any other provision in these Articles, the following transfers of shares to members of the company or not and either by sale, exchange, gift, transmission by law or otherwise are freely permitted and the directors shall forthwith approve any such transfer and shall proceed to the registration of the same in the Register of Members of the company:-
- (a) Transfer to father, mother, spouse, child, grandson or granddaughter of the transferor (in these Articles called "members of the family").
  - (b) If the member is one or more trustees, transfer to another trustee or trustees if any previous one or ones were replaced or in case additional trustees are appointed.
  - (c) Transfer by an individual member to a company controlled either together or separately by such member and/or by any members of his family and/or by a company controlled by them or by any of them. For the purposes of this paragraph a company is deemed to be controlled if the controlling person, physical or legal, holds therein more than 50% of the votes.
  - (d) Transfer by a company member to an individual or to another company holding in the transferor company more than 25% of the votes.
  - (e) Transfer by a company member to another company which is a subsidiary or holding of the transferor company or to another company controlled by such subsidiary or holding company. For the purposes of this paragraph the words "subsidiary" and "holding company" have the usual meaning and the words "controlled company" mean having in such company more than 50% of the votes.

Provided that the free transfer of shares as above provided shall not be allowed if by such transfer there would result, directly or indirectly, the transformation of this company to a non exempt one, if it is already an exempt company or to a public company, except if the directors would otherwise resolve unanimously, in which case such transfer would be freely allowed and without the exercise of the rights of option, as provided hereinbelow.

#### **PRE-EMPTION RIGHTS**

33. No transfer of shares to any member of the company or not, which is not provided by these Articles to be freely allowed, may be effected so long as any member wishes to buy such shares at their fair value which shall be fixed as hereinbelow provided and the pre-emption rights hereinafter set forth shall have been exhausted:-
34. Every member who desires to transfer any share or shares (hereinafter called the "vendor") shall give to the company notice in writing of such desire (hereinafter called "transfer notice"). No transfer notice shall relate to more than one class of shares. Subject as hereinafter mentioned, a transfer notice shall constitute the company the vendor's agent for the sale of the share or shares specified therein (hereinafter called "the said shares") in one or more lots, at the discretion of the directors, to the members other than the vendor, at a price which the company's auditors for the time being, shall in writing under their hand, certify to be in their opinion the fair value thereof, as between a willing seller and a willing buyer. On receipt of the auditors' certificate as aforesaid the company shall furnish a certified copy thereof to the vendor and the vendor shall be entitled, by notice in writing given to the company within ten days of the service upon him of the said certified copy, to cancel the company's authority to sell the said shares; the cost of obtaining the certificate shall be borne by the company unless the vendor shall give notice of cancellation as aforesaid in which case he shall bear the said cost.

35. Upon the price being fixed as aforesaid and provided the vendor shall not give notice of cancellation as aforesaid the company shall forthwith, by notice in writing, inform each member of the company other than the vendor, of the number and price of the said shares and invite each such member to apply in writing to the company within twenty-one days of the date of dispatch of the notice (which date shall be specified therein) for such maximum number of the said shares (being all or any thereof) as he shall specify in such application.
36. If the said members shall within the said period of twenty-one days apply for all or any of the said shares, the company shall allocate the said shares (or so many of them as shall be applied for as aforesaid) first, to and amongst the applicants who are registered or unconditionally entitled to be registered in respect of shares of the same class, in case where there are more than one class of shares, (and in case of competition, pro rata according to the number of shares of such class of which they are registered or unconditionally entitled to be registered as holders) and secondly (if any of the said shares shall remain after such applicants have been satisfied in full), to and amongst the remaining applicants (and in case of competition, pro rata according to the number of shares in the company in respect of which they are registered or unconditionally entitled to be registered as holders) provided that no applicant shall be obliged to take more than the maximum number of shares specified by him as aforesaid.
37. The vendor shall be bound to transfer the shares comprised in an allocation notice to the purchasers named therein at the time and place therein specified; and if he shall fail to do so, the directors of the company or some other person appointed by the directors shall be deemed to have been appointed attorney of the vendor with full power to execute, complete and deliver, in the name and on behalf of the vendor, transfers of the shares to the purchasers thereof against payment of the price to the company. On payment of the price to the company the purchaser shall be deemed to have obtained a good quitance for such payment and on execution and delivery of the transfer the purchaser shall be entitled to insist upon his name being entered in the register of members as the holder by transfer of the shares. The company shall forthwith pay the price into a separate bank account in the company's name and shall hold such price in trust for the vendor and when so requested by the vendor the company shall pay the entire price to him.
38. During the six months following the expiry of the said period of twenty-one days referred to in Article 35, the vendor shall be at liberty, subject nevertheless to the provisions of regulation 27, to transfer to any persons and at any price any share not allocated and sold by the company as a result of a notice of sale by application of the procedure herein above set forth. It is to be understood that in case the vendor has given notice of cancellation in accordance with the provisions of Reg. 34 above he shall not be entitled to proceed with the sale of shares unless the entire procedure is followed from the beginning.

#### **PLEDGE**

39. Notwithstanding any other provisions of the Articles, no share shall be given by a member as a pledge or as security for a loan, debt or obligation without the sanction of the directors, and the directors shall decline to register or recognize any such pledge or security given in contravention of this Article, which pledge or security shall not be valid towards the company, save as otherwise provided by law.

#### **TRANSISSION OF SHARES**

40. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
41. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time be properly required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.

42. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.
43. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other benefits to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it, to exercise any right conferred by membership in relation to meetings or resolutions in writing by the members of the company:

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

### **FORFEITURE OF SHARES**

44. If a member fails to pay any call or installment of a call on the day appointed for payment thereof, the directors may, at any time thereafter and during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
45. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
46. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.
47. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.
48. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares.
49. A statutory declaration in writing that the declarant is a director or the secretary of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration, if any, given for the share of any sale or disposition thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
50. The provisions of these Regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

### **CONVERSION OF SHARES INTO STOCK**

51. The Company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.
52. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which, the shares from which the stock arose might, before conversion, have been transferred, or as near thereto as circumstances admit: and the Directors may from time to time fix the minimum amount of stock transferable but such minimum amount shall not exceed the nominal amount of the shares from which the stock arose.
53. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
54. Such of the Regulations of the Company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

#### **ALTERATION OF CAPITAL**

55. The Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
56. The Company may by ordinary resolution:
  - (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (b) subdivide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless, to the provisions of section 60(1)(d) of the Law;
  - (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
57. The company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorization and consent required by law.

#### **GENERAL MEETINGS**

58. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.
59. All general meetings other than annual general meetings shall be called extraordinary general meetings.
60. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitioners, as provided by section 126 of the Law. If at any time there are not within Cyprus sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

## NOTICE OF GENERAL MEETINGS

61. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business, and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are, under the regulations of the company, entitled to receive such notices from the company:

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

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat, and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.
62. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

## PROCEEDINGS AT GENERAL MEETINGS

63. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring, if any, and the appointment of, and the fixing of the remuneration of, the auditors.
64. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum. It is understood that in the case that the Company has only one shareholder his presence in private or through a representative shall be a quorum.
65. If within half an hour from the time appointed for the meeting quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
66. All notices and other communications relating to a general meeting, which each member is entitled to receive, shall also be given to the auditors of the company.
67. The chairman, if any, of the board of directors, shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.
68. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
69. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which

the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

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

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or rejected and an entry to that effect in the book containing the minutes of the proceedings of the company, shall be conclusive evidence of the fact, without the need for evidence about the number or proportion of the votes recorded in favor of or against such resolution.

The demand for a poll may be withdrawn.

71. Except as provided in Article 73, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
72. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

#### **VOTES OF MEMBERS**

73. Subject to any rights or restrictions for the time being attached to any class or classes of shares and subject also to any special provisions contained in these Articles, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.
74. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
75. A member of unsound mind, or in respect of whom an order has been made by Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by the administrator of his property, his trustee, receiver, curator bonis, or other person in the nature of an administrator, trustee, receiver or curator bonis appointed by that Court, and any such administrator, trustee, receiver, curator bonis or other person may, on a poll, vote by proxy.
76. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
77. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
78. On a poll, votes may be given either personally or by proxy.
79. Each member shall be entitled to appoint one or more proxies to attend on the same occasion, on condition however that such appointment shall be made in one single instrument. Provided that the attendance, on any occasion, of the person first mentioned in the instrument of proxy, shall preclude any other person named therein from attending and so on.

80. The instrument appointing a proxy shall be in writing signed by the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.
81. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company not less than two working days before the time specified for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or be delivered at the place specified for that purpose in the notice convening the meeting in such manner and at such time as may be specified in such notice. In case a poll is to be taken at a time other than during the meeting at which such poll was demanded the instrument of proxy shall be deposited at the place specified for taking the poll at least fifteen minutes before the time appointed for taking the same. Any instrument of proxy not deposited or delivered in the manner and at the time herein or in accordance with the above provisions prescribed shall not be treated as valid.
82. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-
- “ Limited
- I/We, ....., of ....., being a member/members of the above-named company, hereby appoint ....., of ....., or failing him ....., of ....., as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the company, to be held on the .... day of ..... 20..... and at any adjournment thereof.
- Signed this ..... day of ....., 20.....”
83. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-
- “..... Limited.
- I/We, ....., of ....., being a member/ members of the above-named company, hereby appoint ..... of ....., or failing him, ....., of ....., as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the company, to be held on the .... day of ....., 20....., and any adjournment thereof.
- Signed this ..... day of ....., 2007.
- This form is to be used in favour of\*/against the resolution.
- \*Strike out whichever is not desired.”
84. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll or to agree to a meeting being called by shorter notice as provided in Article 61 above.
85. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
86. The Chairman of a general meeting has no second or casting vote.

## **CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

87. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

#### **RESOLUTIONS IN WRITING BY THE MEMBERS**

88. Subject to the provisions of the Law, a resolution in writing signed, or approved by letter, telex, telegram, facsimile or other mode of transmission of text, 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 authorized representatives – shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held. The signature of such members as aforesaid may be given on one and the same document or on more than one document provided that such signature is given under the text of the resolution proposed to be passed.

#### **DIRECTORS**

89. (a) The number of the directors shall be from one to seven and may be increased or reduced by an ordinary resolution of the company.
- (b) The number of the first directors within the aforesaid limits and their names shall be determined by the subscribers to the Memorandum of Association of the company.
- (c) Save as provided in Article 110, all directors shall hold office until they are removed or resign or cease for any reason to be directors.
90. The remuneration of the directors shall from time to time be determined by the company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors may also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meeting of the company or in connection with the business of the company.
91. It shall not be necessary for a director to be registered holder of shares in the company in order to be a director, and in such case he shall be entitled to receive notice and attend all the general meetings of the company.
92. A director of the company may be or become a director or other officer of, or otherwise interested in, any company promoted by the company or in which the company may be interested as shareholder or otherwise, and no such director shall be accountable to the company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the company otherwise directs.

#### **BORROWING POWERS**

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

#### **POWERS AND DUTIES OF DIRECTORS**

94. The business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not, by Law or by these Articles, required to be exercised by the company in general meeting, subject, nevertheless, to any of these Articles, to the provisions of the Law and to such regulations, being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the company in general

meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the directors which could have been valid if that regulation had not been made.

95. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body or persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
96. The company may exercise the powers conferred by section 36 of the Law with regard to having an official seal for use abroad, and such powers shall be vested in the directors.
97. The company may exercise the powers conferred upon the company by sections 114 to 117 (both inclusive) of the Law with regard to the keeping of a dominion register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.
98. A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with section 191 of the Law.
99. Each director may vote as director in respect of any contract or arrangement in which he is personally interested or in respect of any other matter referred to in section 191 of the Companies Law and if he does so vote his vote shall be counted and shall, also, be counted in a quorum present at the meeting when considering such contract or arrangement.
100. A director may hold any other office or place of profit under the company (other than the office of auditor) in conjunction with his office of director for such period on such terms (as to remuneration and otherwise) as the directors may determine and no director or intending director shall be disqualified by his office from contracting with the company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the company for any profit realized by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established.
101. Any director may act by himself or his firm in a professional capacity for the company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director, provided that nothing herein contained shall authorize a director or his firm to act as auditor to the company.
102. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
103. The directors shall cause minutes to be made in books provided for the purpose-
  - (a) of all appointments of officers made by the directors;
  - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
  - (c) of all resolutions and proceedings at all meetings of the company or the directors, and of the committees of directors;

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

104. The directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow of or dependants of any person in respect of services rendered by him to the company whether as director or director in any executive office or in any other office or employment under the company or indirectly as an officer or employee of any subsidiary company of the company, notwithstanding that he may be or may have been a director of the company and the company may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms or engagement of any such person, without being precluded from granting such retirement pensions or annuities or other gratuities or allowances of death not as a part and independently of the terms of any engagement but upon the retirement, resignation or death of any such person as the Board of Directors may decide.
105. Each director may at any time and from time to time by an instrument signed by him appoint any person, director or not, to be an alternate director in his place and for any period of time he may fix, and such alternate director shall, during such period, be entitled to attend and vote in any meeting of the directors and he shall generally have and exercise all rights, powers and duties of the director appointing him, provided always that the appointor director may at any time revoke such appointment and in case of death or disability of the appointor director or in case in which the later ceases for any reason to be a director the appointment shall be terminated ipso facto and shall be of no effect.
- If an alternate director is already a director of the company, he shall have a separate vote, as alternate director and shall be counted separately for the purposes of constituting a quorum.
106. Any person acting as alternate director shall be deemed to be an officer of the company and he shall be personally liable to it for his acts and omissions and his remuneration shall be paid out of the remuneration of the director appointing him and shall consist of such part of such remuneration as it may be agreed between the appointor director and his alternate.
107. The directors may at any time require from any person, whose name is registered in the register of members of the company, to furnish them with any information supported – if the directors so require – by a statutory declaration, which they may consider necessary for the purpose of enabling them to determine whether or not the company is an exempt private company within the meaning of paragraph 4 of section 123 of the Law.

#### **DISQUALIFICATION OF DIRECTORS**

108. The office of director shall be vacated if the director -
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally or
  - (b) is prohibited from being a director by reason of any order made under section 180 of the Law or
  - (c) becomes of unsound mind or
  - (d) resigns his office by notice in writing to the company or
  - (e) shall for more than six months have been absent, without permission of the directors, from at least three consecutive meetings of the directors duly convened and held during that period.

#### **APPOINTMENT AND REMOVAL OF DIRECTORS**

109. The company may from time to time by ordinary resolution increase or reduce the number of directors.
110. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed by or in accordance with these Articles. Any director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

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

#### **PROCEEDINGS OF DIRECTORS**

113. The directors may meet together for the dispatch of their business, adjourn and otherwise regulate their meetings as they deem fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall not have a second or casting vote. A director may and the secretary, on the requisition of a director, shall, at any time, summon a meeting of the directors.
114. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two. Provided however that so long as the company, pursuant to the provisions of these Articles, has only one director a resolution in writing signed by such director in accordance with the provisions of Article 121 hereunder shall be deemed in all respects as a resolution of the directors passed at a meeting of the directors at which a quorum was present.
115. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.
116. The directors may elect a chairman of their meetings and determine the period for which he is to hold office but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
117. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.
118. A committee may elect a chairman of its meetings if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
119. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall not have a second or casting vote.
120. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

#### **RESOLUTIONS IN WRITING OR OTHERWISE BY THE DIRECTORS**

121. (a) A resolution in writing, signed or approved by letter, cable, radiogram, telex, telefax or by any other means of transmission of documents by all the directors, or the alternative directors, shall be as valid and effective for all purposes as if the same had been passed at a meeting of the directors duly convened and

held and whenever the same is signed or approved in the manner above specified may consist of several papers each of which shall be signed or approved as above by one or more of the aforesaid persons.

- (b) For the purpose of these Articles the contemporaneous linking together by telephone or other means of communication of a number of the directors not less than a quorum, whether or not any one or more of the directors is out of Cyprus, shall be deemed to constitute a meeting of the directors and all the provisions in these articles as to meetings of the directors shall apply to such meetings so long as the following conditions are met.
- (i) all the directors for the time being entitled to receive notice of a meeting of the directors shall be entitled to notice of a meeting by telephone or other means of communication and to be linked by telephone or such other means for the purpose of such meeting. Notice of any such meeting may be given by telephone or other means of communication;
  - (ii) each of the directors taking part in the meeting must be able to hear each of the other directors taking part at the commencement of the meeting;

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

#### **MANAGING DIRECTOR**

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

#### **SECRETARY**

125. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit. The directors may, if they so wish, appoint one or more persons to act as assistant secretary; and any secretary or assistant secretary so appointed may be removed by them.

#### **THE SEAL**

126. (a) The Seal of the company shall only be used under the authority of the directors and every instrument to which the seal shall be affixed shall be signed by one director or alternate director, or by the secretary.
- (b) The company may have an official seal, in addition to the aforesaid common seal, which shall be as provided by s. 36(1) of the Law and for the use as therein provided.

#### **MEETINGS ABROAD**

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

#### **DIVIDENDS AND RESERVE**

128. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.
129. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.
130. No dividend shall be paid otherwise than out of profits.
131. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.
132. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, or in case a unanimous decision of all the members of the company to that effect is passed, such share shall rank for dividend accordingly.
133. The directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the company on account of calls or otherwise in relation to the shares of the company and they may also deduct from any such dividends any other sums presently payable by him to the company for any reason.
134. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular, but without prejudice to the generality of the foregoing, of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors.
135. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.
136. No dividend shall bear interest against the company.

#### **ACCOUNTS**

137. The directors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place
  - (b) all sales and purchases of goods by the company and
  - (c) the assets and liabilities of the company.
- Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.
138. The books of account shall be kept at the registered office of the company, or, subject to section 141(3) of the Law, at such other place as the directors think fit, and shall always be open to the inspection of the directors.
139. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorized by the directors or by the company in general meeting.
140. The directors shall from time to time, in accordance with sections 142 and 151 of the Law, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
141. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting, together with a copy of the auditors' report, shall not less than twenty –one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company and to every person registered under Article 42. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware of, or to more than one of the joint holders of any shares or debentures.

#### **CAPITALISATION OF PROFITS**

142. The company in general meeting may, upon the recommendation of the directors, resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if it was distributed by way of dividend and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid of any shares held by such members respectively or paying up in full unissued shares or debentures of the company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way the partly in the other, and the directors shall give effect to such resolution.

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.

143. Whenever such a resolution as aforesaid shall have been passed, the directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the company on their behalf,

by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or of their respective proportions of the profits resolved to be capitalized, or the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

## AUDIT

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

## NOTICES

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

No other person shall be entitled to receive notices of general meetings.

## WINDING UP

149. If the company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Law, divide amongst the members in specie or in kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like

sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### **INDEMNITY**

150. The Directors, Managing Directors, Managers, Agents, Auditors, Secretary and other Officers or servants for the time being of the company, and the Trustees (if any) for the time being acting in relation to any of the affairs of the company and every of them, and every of their heirs and executors, shall be indemnified and secured harmless out of the assets and profits of the company from and against all actions, costs, charges, losses, damages, and expenses, which they or any of them, their or any of their heirs or executors, shall or may incur or sustain by reason of any contract entered into or any act done, concurred in, or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own willful act, neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects, or defaults, of the other or others of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the company shall or may be lodged or deposited for safe custody, or for any bankers, brokers, or other persons into whose hands any money or assets of the company may come, or for any insufficiency or deficiency of or defect of title of the company to any security upon which any moneys of or belonging to the company shall be placed out or invested, or for any loss, misfortune or damage resulting from any such cause as aforesaid, or which may happen in the execution of their respective offices or trusts, or in relation thereto, except where the same shall happen by or through their own willful act or default.

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#### **NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

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**John Gregson**  
**Αρ. Διαβατηρίου: 25056578 (Ην. Βασίλειο)**  
**The Drive**  
**Hythe**  
**Kent**  
**CT21 1JG**

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**Witness to the above signature**

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**Ronis Varlaam  
Ammohostou Street  
4620 Episkopi  
Limassol**

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**Dated the 1<sup>st</sup> day of January 2012**

**I confirm that the Memorandum and  
Articles of Association of the Company  
were drawn up by me**

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