

**COMPANY LAW CAP. 113**

**PUBLIC COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**THEON INTERNATIONAL PLC**

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**INTERPRETATION**

1. In these present regulations:

**“Admitted Institution”** means the institution that has been admitted as such by Euroclear Nederland pursuant to the Dutch Act.

**“Applicable Law”** means, with respect to any person, all provisions of laws, statutes, directives, rules, regulations, decrees or orders of any governmental authority applicable to such a person.

**“Board of Directors”** or **“Board”** shall mean the Board of Directors of the Company.

**“Company”** means the above-named company.

**“Company Website”** means the website of the Company.

**“Cyprus”** shall mean the Republic of Cyprus.

**“Director”** shall mean any member of the Board of Directors of the Company.

**“Dutch Act”** means the Dutch Securities Giro Act, as amended from time to time.

**“Euroclear Agent”** means the Admitted Institution designated by the Company as the Company’s issuing, transfer and paying agent in respect of securities of the Company which have been included in the Euroclear System.

**“Euroclear Nederland”** means Nederlands Central Institute for Giro Securities Transactions within the meaning of the Dutch Act.

**“Euroclear System”** means the book-entry custody and settlement system operated by Euroclear Nederland.

**“Euronext Amsterdam”** means the regulated market operated by Euronext Amsterdam N.V.

**"In Writing"** shall mean any manner of imprinting or writing, whether in hardcopy or electronical, and includes, without being limited to, handwriting, printed document, photography, photocopy, telegram, teletype, fax, electronic transmission and any other manner through which words are produced, reproduced, transmitted or retransmitted in a visible form or written text.

**"Law"** shall mean the Companies Law, Cap. 113 or any Law substituting or amending the same.

**"Members"** or **"Shareholders"** shall mean the registered shareholders of Shares of the company from time to time and **"Member"** or **"Shareholder"** shall be any one of them.

**"Ordinary Shares B"** means the ordinary shares of a par value of EUR 0.01 each in the share capital of the Company, having the rights and being subject to the restrictions applicable to Ordinary Shares B set out in Regulation 9.

**"Ordinary Shares"** means the ordinary shares of a par value of EUR 0.01 each in the share capital of the Company, having the rights and being subject to the restrictions applicable to Ordinary Shares as set out in Regulation 9.

**"Person"** shall mean any natural or legal person.

**"Register of Members"** means the register of Members maintained in accordance with the Law.

**"Regulations"** shall mean these amended and restated articles of association of the Company.

**"Seal"** shall mean the common seal of the Company.

**"Secretary"** shall mean any person appointed to perform the duties of the secretary of the Company and includes the assistant secretary.

2. Except in cases where the text indicates an intention to the contrary, the term "in writing" may be construed to include printing, lithography, photography as well as the other manners in which words are represented or reproduced in visible form and will have the same meaning as that of the Law or any amendment thereof in force on the date that these Regulations become binding upon the Company.
3. Unless otherwise stated in the text, the words or terms contained in these Regulations shall have the meaning assigned to them by the Law, or any legislative amendment thereto in force on the date on which those Regulations become binding on the Company.
4. Words in the singular number include the *same in* plural and words in the masculine gender include the *same in* feminine and *vice versa*.

## TABLE "A" EXCLUDED

5. The Regulations contained in Table "A" of the First Schedule of Law shall not apply, unless contained in these Regulations.

## PRELIMINARY

6. Any sector or type of work for which there is either explicit or implied authorization from the Company's memorandum of association and certificate of registration or these present Regulations to be undertaken by the Company, may be undertaken by the Directors at such time or times as they deem appropriate, and in addition, it may remain outstanding by the Directors, whether this sector or type of work has actually commenced or not, so long as the Directors would consider it appropriate not to commence or continue this sector or type of work.
7. These Regulations are governed by the Law. Upon admission of the Company's shares to trading on a regulated market these Regulations will be supplemented and/or applied, as required, in conjunction with the applicable legal and regulatory framework of the country to the market of which their shares have been listed and are traded. In case of revocation of these Regulations and the rules of the above applicable legislative and regulatory framework, the strictest rules shall apply.

## SHARE CAPITAL AND VARIATION OF RIGHTS

8. At the time of adoption of these Regulations the issued share capital of the Company is EUR 600,000.10 divided into two classes of shares as follows:
  - (i) 60.000.000 Ordinary Shares of EUR 0.01 each
  - (ii) 10 Ordinary Shares B of EUR 0.01 each

The Ordinary Shares and Ordinary Shares B in the share capital of the Company shall each constitute separate classes of shares but shall rank between them *pari passu* in respect of dividends and other distributions and in all other respects, except as expressly stated in Regulation 9 hereinunder.

9. (1) The Ordinary Shares and the Ordinary Shares B shall confer on their respective holders the following rights:
  - (i) A right as to dividend, that is the right to always receive dividend upon any such declaration of the general meeting of the Company; and

- (ii) A right as to capital or other distributions, that is the right to always receive capital or other distributions upon any reduction, cancellation or other capital operation.
- (2) The Ordinary Shares shall further confer on their holders the right to receive notice of and to attend and vote at all general meetings of the Company.
- (3) The following apply to the Ordinary Shares B:
  - (i) No voting rights are conferred to the holders of Ordinary Shares B nor are they entitled to receive notice to attend the general meetings of the Company;
  - (ii) Ordinary Shares B shall not be transferred unless with the prior written approval of the Board. Notwithstanding the aforementioned, the Board shall refuse to register a transfer of any Ordinary Share B that would result in the number of Shareholders falling below ten (10) or the minimum statutory number prescribed by the Law, which ever is the largest ("**Minimum Number**"). Any transfer, shall not be valid and therefore not recorded in the Company's books to the extent that it results to the Minimum Number.
- 10. Subject to the rules of the Euroclear System and/or any other regulatory authority where applicable or otherwise under Applicable Law, and without prejudice to any special rights already granted to the holders of any current shares or class of shares, each share of the Company may be issued with such preferential rights, suspension or other special rights or with such restrictions concerning either the dividend or the voting right or the return of capital, or otherwise, as resolved and determined by the Board of Directors from time to time.
- 11. Unless the Company otherwise resolves pursuant to section 60B of the Law, all new shares and/or other securities that provide the right to purchase shares of the Company or are convertible into shares of the Company, will be offered to the Shareholders of the Company who hold the same class of shares prior to their issuance in proportion (pro-rata) of the participation of each Shareholder in the capital of the Company, on a specific date, which will be determined by the Board of Directors.
- 12. Any such offer being made by way of a written notice to the Shareholders who hold the same class of shares shall specify the class of shares, the number of shares and/or other securities which provide for the right to purchase shares in the Company or are convertible into shares of the Company, which the Shareholder is entitled to acquire and the time frame within in which the offer, if not accepted, will be considered rejected. If by the expiration of this time frame no notice is received from the Person to whom the offer is submitted or to whom the rights have been assigned, that they accept all or part of the offered shares or other securities that provide the right to purchase shares of the Company or are convertible into shares of the Company, the Board may dispose of them in such manner as they deem most beneficial to the Company.

13. If, due to an inequality between the number of shares to be issued or other securities that provide the right to purchase shares or that are convertible into shares of the Company and the number of shares held by Shareholders entitled to the said offer of new shares and/or other securities, the distribution of new shares and/or other securities among the Shareholders will be determined by a resolution of the Board of Directors.
14. Unless otherwise required by Law, no Person shall be recognized by the Company as a shareholder on the basis of any commission act or trust and the Company shall not be bound or in any way compelled or obliged to acknowledge (even if it has been notified of) any legal, interest or right under the rules of equity, conditional or partial interest conditional, future or partial, in any share or in any part of any or all (unless only as otherwise provided for by these Regulations or Law) any other rights over any share other than the absolute and complete right granted to the registered holder.

#### **REGISTER OF MEMBERS, DEMATERIALISED SHARES AND BOOK-ENTRY INTERESTS**

15. In case the Company's Shares or other securities or transferable securities are listed in a foreign market, the Company shall maintain or cause to be maintained the register of Members within or outside the Republic of Cyprus in accordance with the Law. The Directors may determine that the Company shall maintain one or more branch registers of Members in accordance with the Law. The Directors may also determine which register of Members shall constitute the principal register and which shall constitute the branch register or registers, and to vary such determination from time to time.
16. No provision of these Regulations may exclude any dematerialized share or share or other transferable security of the Company from being issued, held, registered, converted, transferred or otherwise be utilized in an uncertificated form, taking into account the terms of issue, the Law or other applicable law or regulations of any regulated or non-regulated market in which the shares or securities of the Company have been listed or are traded. In respect of any dematerialized share or share or other security which is in an uncertificated form, these Regulations shall apply subject to the following provisions:
  - (a) the Company will not be required to issue a certificate as proof of title to the dematerialized shares or stock or securities and all references in the Regulations to a certificate regarding any dematerialized shares or stock or securities held in uncertificated form will be deemed not to apply to such dematerialized shares or stock or securities which are in an uncertificated form;
  - (b) the registration of the title and the transfer of any shares or stocks or securities to an uncertificated form will be sufficient for these purposes and no written transfer document will be required;

- (c) at the time when the Company's Ordinary Shares are admitted for trading to the Euronext Amsterdam, all such shares will be dematerialized, and will be safekept in a book-entry form;
  - (d) in case of joint ownership, the shareholders of the share shall be fully responsible for the liabilities deriving therefrom.
17. Where the Company is entitled to dispose of, forfeit or enforce a lien over or otherwise procure the sale of any securities or fractions of a security which are held through interests in book-interest form, the Directors shall have the power to take such steps as may be required to effect such disposal, forfeiture, enforcement or sale. The Directors may from time to time take such actions and do such things as they may, in their absolute discretion, think fit in relation to the operation of such arrangements.

### **SHARE TRANSFER**

18. Subject to Regulation 9(3)(ii) above and, where applicable, the rules of the Euroclear System and/or any other competent regulatory authority or otherwise the Applicable Law, the shares and other securities of the Company are freely transferable unless to the extent that such transfer right is restricted pursuant to these Regulations, the rules of the Euroclear System and/or any other competent regulatory authority or the Applicable Law.
19. Save in respect of the Ordinary Shares or other security of the Company transferred to or from Euroclear Nederland, which shall be effected in accordance with the terms of the documentation from time to time required by Euroclear Nederland for admitting securities into the Euroclear System, transfers of shares can be achieved through instruments of transfer in such form, including electronic form, which may be approved by the Board of Directors. However, no provision in these Regulations will preclude the transfer of shares or other securities of the Company which are in uncertificated form in accordance with the terms of Regulation 16 above, and any references in these Regulations for the execution of any instrument/document of transfer of shares or the registration of any transfer of uncertificated shares or other transferable securities of the Company, shall be read in conjunction with Regulation 16 above.
20. Subject to the provisions of Regulations 16 and 19 above, the transfer document of any Share executed by or on behalf of the transferor and the Person accepting the transfer, and the transferor shall be deemed to remain its holder until the name of the Person to whom the share was transferred is entered in the Register of Members in relation to this Share.
21. Withdrawal of shares or other securities of the Company from the Euroclear System is only permitted in the circumstances in which the Dutch Act allows for (temporary) withdrawal.

22. Subject to Applicable Law, a Shareholder shall be entitled to a share certificate only if the Board resolves that share certificates shall be issued.

#### **PLEDGE**

23. No share can be given by a Shareholder as a lien or guarantee in respect of a loan, debt or liability without the prior approval of the Board of Directors.

#### **ALTERATION OF CAPITAL**

24. The Company is from time to time entitled to increase the capital of the Company by way of a resolution passed in accordance with the provisions of section 59A of the Law, by such an amount, divided into shares of such value, as will be determined by such resolution.
25. The Company may, by resolution adopted in accordance with the provisions of section 59A of the Law:
  - (a) consolidate and divide all or any part of its share capital into shares of a higher value than the existing shares, or
  - (b) subdivide existing shares, or any of them, into shares of a smaller value than that fixed by the Memorandum of Association, but subject to the provisions of section 60(1)(d) of the Law.
26. The Company may, by special resolution, reduce its share capital, or any capital redemption reserve fund or any share premium account in the manner and with the occurrence of any authorized event and subject to the approvals provided and required by Law.
27. The Company, under the terms and in accordance with the procedures and formalities provided under Law, may acquire its own shares either directly or through a Person acting in its own name but on behalf of the Company.

#### **GENERAL MEETINGS**

28. The Company shall, each year, hold its annual general meeting in addition to any other meetings possibly held in that year, and shall specify the meeting as such in the notices calling it. The time frame which may elapse between the date of convening an annual general meeting of the Company and the date of the next such meeting shall not exceed fifteen (15) months.

In case the Company convenes its first general meeting within eighteen (18) months from its incorporation, no convening of the annual general meeting is required within the year of its incorporation or the following year. The annual general meeting will be convened in place and time to be determined by the Board of Directors.

29. All meetings except for the annual general meetings, shall be called extraordinary general meetings.
30. The Board of Directors may, whenever they deem fit, call an extraordinary general meeting. Extraordinary general meetings shall also be convened by the Board of Directors on requisition upon submission of an application or in case the Board of Directors fails to act, by such requisitionists in accordance with the provisions of section 126 of the Law.
31. If at any time there is not a sufficient number of Board of Directors' members capable of forming a quorum, any one member of the Board of Directors or any one Shareholder who holds at least 10% of the voting rights in the Company may convene an extraordinary general meeting in the same manner or as close enough to the manner in which meetings are convened by the Directors.

#### **NOTICE OF GENERAL MEETINGS**

32. Subject to the Law, the annual general meeting and the meeting convened for the passing of a special resolution shall be convened by at least twenty-one (21) days' notice, and any other general meeting of the Company shall be convened by at least fourteen (14) days' notice. The notice shall be exclusive of the date on which it is served or deemed to be served and of the date specified for the holding of the meeting.

The notice shall specify the place, date and time of the general meeting and, in the event of special business, the general nature of such 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 meetings, to such Persons as are, under these Regulations, entitled to receive such notices from the Company.

The publication of the notice of the general meeting in the Company Website and in compliance with such additional requirements which may be provided by the market within which the shares or other securities of the Company have been admitted, shall absolve the Company from any obligation to serve notice for a general meeting pursuant to this Regulation and section 128 of the Law.

33. A general meeting of the Company convened with a shorter notice than the one specified in these Regulations shall be considered to have been duly called if it be 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 majority in number of the Members having a right to attend and vote at the general meeting being a majority together holding not less than 95% in nominal value of the shares giving that right.

34. Accidental omission to give notice of a general meeting to any Person entitled to receive notice or not to receive such notice from such Person shall not invalidate the procedure at the said meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

35. All work carried out during the extraordinary general meetings, as well as all those carried out during the annual general meeting, except for the approval of dividends, the consideration of annual financial statements and reports of the Board of Directors and auditors, the election of members of the Board of Directors in the position of those having *resigned or have been removed*, determination of the remuneration of the members of the Board of Directors, the appointment of auditors as well as the determination of their remuneration, are considered to constitute special business.
36. No work is carried out in any general meeting unless there is a quorum at the time of the commencement of the business of the Meeting. Unless otherwise provided in the Regulations, one or more Members holding at least 50% of the voting rights present in person or by proxy shall constitute a quorum.
37. If, within half an hour from the time designated for the general meeting, quorum is not present, the meeting, if convened upon the requisition of the Members, shall be dissolved. In any other case, it shall be adjourned to the same day of the next week at the same time and place, and if a quorum is not present at the adjourned meeting within half an hour from the time appointed for the meeting, the Members present shall constitute a quorum.
38. The chairman of the Board shall preside as chairman of the general meeting of the Company, or if there is no such chairman, or if he is not present at the meeting within fifteen minutes following the time specified for the convening of the meeting or is not willing to act, the members of the Board of Directors present shall elect one of them, or if there is no Director present, or if all Directors present decline chair, the Members present shall elect a Member present to chair the meeting.
39. The chairman may, with the consent of any meeting at which a quorum is present, but must do so if so instructed by the meeting, adjourn the meeting from time to time and from place to place, as the meeting resolves. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an

original meeting. Subject to the above, no Shareholder shall be entitled to any notice of postponement or of the business to be carried out at the general meeting to follow as a result of postponement. No other work will be conducted in any meeting due to postponement other than that which would be held in the general meeting that was postponed.

40. At any general meeting, any resolution put to the vote of the meeting shall be resolved by show of hands unless prior to the announcement of the result by show of hands or during same, a poll is requested by the Chairman or by at least one Person entitled to vote in the Meeting. If no poll is requested, a statement by the chairman of the general meeting that a resolution has been passed by show of hands or that it has been unanimously resolved or by a majority or voted against or not approved by a majority and a relevant entry in the Company minutes book, is conclusive evidence for the fact without need of proof of the number or proportion of votes to be recorded.
41. Should a poll be so demanded in the manner above, it shall be held at such time (within fourteen (14) days) and place and in such a manner as may be determined by the Chairman and the result of the poll shall be deemed to be the resolution of the meeting in which the poll was required. The demand for a poll may be withdrawn.
42. No poll may be required for the election of the Chairman of the Meeting or for any adjournment.
43. The demand of a poll does not prevent the Meeting from continuing to carry out any business other than the matters for which the poll was demanded.

#### **MEMBERS' VOTES AND PROXIES**

44. All Shareholders during voting shall have one vote for each Ordinary Share they hold.
45. A Shareholder of mental incapacity, or in respect of whom an order has been made by any Court being competent in matters of lunacy, may vote, either during voting on a show of hands or by a secret ballot, by the administrator of his property, his committee, receiver, curator bonis, or other person in the nature of an administrator, committee, receiver or curator bonis appointed by that Court, and these persons may vote in the event of a secret ballot and with an authorized representative.
46. No objection, as to the right to vote of any Person, may be raised except at the meeting or adjourned meeting during which the vote objected to during which the vote to which the objection has been raised is given or offered. The vote, which has not been prohibited during such meeting shall be considered valid for all purposes. Any such objection, which

has been timely raised, shall be referred to the Chairman of the Meeting whose decision shall be conclusive.

47. In case of secret ballot, the Shareholders can vote either in person or with their proxy representative.
48. The proxy shall bear the signature of the Shareholder who appoints him, or of his duly authorized representative, or, in the event that the Person appointing a representative is a legal person, either the stamp of that legal person or the signature of an official or of his duly authorized representative. The proxy does not need to be a Shareholder of the Company.
49. Details regarding the type of the proxy, the manner of its execution, as well as the procedure by which it should be submitted to the Company, shall be mentioned in detail in the convening of a general meeting.
50. Any proxy not filed or delivered in the manner and at the time specified in such notice in accordance with the above provisions shall not be considered valid.
51. The proxy of the representative will be prepared in accordance with the provisions of the notice to the general meeting, otherwise as common practice and as the circumstances allow.
52. The proxy shall be deemed to authorize him to request a secret ballot or to participate in the application for that purpose.
53. A vote given in accordance with the terms of a proxy will be considered valid even if the death or mental incapacity of the Member providing such authorization or the revocation of the proxy or of the authorization on the basis of which the proxy was issued or the transfer of the share, by virtue of which the proxy was issued, so long as the Company did not receive in its office a written notification of the above events, prior to the beginning of the meeting or from the postponement of the meeting, during which the proxy was used.
54. In compliance with the provisions of the Law, a written resolution bearing the signature of all Members who at that time have the right to be notified of the convening of general meetings to attend and vote thereto (or, in case of legal persons, the signature of their duly authorized representatives) is valid and has the same legal consequences as if it had been voted at a meeting of the Company that had been duly convened. This resolution may consist of several documents of the same type, each of which bears the signature of one or more Shareholders or their representatives, and in the case of legal entities Shareholders of the Company, the signature of a Member of the Board of Directors or other authorized official, or his duly appointed representative.

55. Subject to the provisions of the Law, these Regulations and the procedure specified in the notice calling a general meeting, the Shareholders can participate by distance in the general meeting and without any physical presence, at the place it is carried out, via audiovisual or other electronic means so that all general meetings of the Company (extraordinary and/or annual) may be held by telephone and/or video call or by any other means by which Persons participating in it can simultaneously listen and be heard by all other Persons participating in it. Following a resolution of the Board of Directors and in accordance with the legislation in force at any given time, and with the procedure specified in the invitation for the general meeting, the Shareholders can participate by distance in the general meeting's voting, either via postal correspondence or electronic means, prior to the carrying out of the general meeting.

It is provided that, Persons who participate in the general meeting, as stated above, shall be taken into account for the determination of a quorum and shall, for any other purpose, be considered as present at the general meeting, and the location of the general meeting shall be deemed to have been at the location of Person recording the minutes.

56. For so long as Euroclear Nederland is a Shareholder, instead of an appointment in writing on the terms specified in Regulations 48-50 (inclusive), Euroclear Nederland shall be entitled by operation of this Regulation to grant a proxy in favour of the Euroclear Agent to act as its representative at any or all general meetings of the Shareholders, subject to any restrictions or conditions imposed by Euroclear Nederland. The Euroclear Agent may itself appoint a proxy or proxies in favour of any person or persons in respect of any Share or Shares the subject of Euroclear Nederland's interest as a Member and to specify the number and, if applicable, class of Shares in respect of which the proxy is granted. Euroclear Nederland, or its proxy, may cast a split vote on the Shares on which it is registered holder in connection with any resolution submitted for approval to the holders of Shares or any other corporate action to be taken by the Company.

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

57. Legal persons being Shareholders of the Company may, by resolution of their Directors or any other body that manages them, authorize any Person they deem appropriate to act as their authorized representative at any Meeting of the Company or in relation to any class of Members of the Company, and the Person authorized in this way will be entitled to exercise, on behalf of the legal entity he represents, the same powers that this legal entity could exercise as if he were a Shareholder of the Company.

#### **SHAREHOLDERS' WRITTEN RESOLUTIONS**

58. Subject to the provisions of Law, a written resolution signed or approved by way of letter, telegram, radio telegram, telex, fax (telefax) or electronic communication or any other means of retransmission of writing, documents or texts (whether done by one or more

copies) by all Shareholders entitled to receive notice and attend and vote at general meetings at a specified time - or if they are organizations through their duly authorized representative - will be valid and effective as received at a general meeting of the Company convened and ordinarily called. The signature of such Shareholders as mentioned above, may be given on a single document or more than one document provided that such signature will be given below the text of the resolution that is intended to be approved.

#### **BOARD OF DIRECTORS - DIRECTORS**

59. The minimum number of the Company's Directors will be three (3) and the maximum nine (9). The members of the Board of Directors are elected by the general meeting and shall hold office for three (3) years. The said general meeting shall also set the specific number of the Directors. At the end of their tenure, the Directors shall resign. Any resigning Director is eligible for re-election.
60. The Company may fill a vacant position, in the meeting where the Director resigns as per the aforementioned manner, through the election of another Person, and in case of default the resigning Director shall be deemed to be re-elected if he offers himself for re-election, except in the case that in such meeting it is expressly decided for the said position to remain vacant, or if a poll for the re-election of the said Director presented at the meeting has been rejected.
61. No other Person, besides the resigning Director at the meeting, is eligible for re-election as a Director at the general meeting, unless a notice in writing is given to the Company's registered office and signed by a Shareholder having a right to attend and vote at the meeting, not less than three (3) and no longer than twenty (20) days prior to the date on which the meeting has been set, recommending a specific Person for election. A written notice signed by the Person recommended for election, for his intention to be elected, is also required to be submitted in support of the aforementioned notice.
62. The remuneration of the Directors shall from time to time be determined by the Board of Directors in accordance with applicable law and will be presented and approved at each annual general meeting.
63. A Company's Director may be or become a Director or other officer of, or otherwise have an interest in any company incorporated by the Company or in which the Company may have an interest as a shareholder or otherwise, and no Director will be accountable to the Company for any remuneration or other benefits he receives as a consultant or as an employee of such other company or from his interest in it, unless the Company otherwise determines. It is understood that the Director may be remunerated for the provision of any services on his behalf to the Company as agreed between the said Director and the Company.

64. The Board of Directors elects the chairman from among its members.
65. Copies or extracts of the minutes of the meetings of the Board of Directors shall be formally issued either by its Chairman or by the Secretary of the Board of Directors, without the need for further certification.

#### **BORROWING POWERS**

66. The Directors may issue loans or raise money for the purposes of the Company or provide security for the payment of such amounts as they deem necessary, and may provide security for the repayment of any such amounts by mortgage or charge on all or any property or any assets of the Company or by issuing bonds either at par or under par or otherwise, as they deem appropriate.

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

67. The operations of the Company are managed by the Directors, who can pay all the expenses incurred for the establishment and registration of the Company and to exercise all powers of the Company which, according to the Law or the Regulations, do not need to be exercised by the Company through a general meeting, subject to any articles of the Regulations, the provisions of the Law and other by-laws that are *not* contrary to the Regulations or the provisions that the Company may resolve through a general meeting. However, a resolution passed by the Company at a general meeting will not invalidate any previous act of the Directors, which would have been valid should such resolution not have been made.
68. The Board of Directors may in any case appoint by power-of-attorney any legal or natural person, company, firm or organization of Persons, directly or indirectly appointed by it, to act as attorney(s)-in-fact of the Company. The Board of Directors shall determine, at its sole discretion, the purposes for which this power of attorney is issued, the powers, including the discretionary powers, and the powers with which these attorneys are empowered in such manner (in no event can these powers exceed the powers which by these presents, the Board of Directors has or may exercise) as well as the time frame and the terms pursuant to which same is provided in the power of attorney. The Board of Directors may, at its sole discretion, include terms aiming to protect and facilitate Persons doing business with such attorneys, and in addition the Board of Directors may authorize an attorney appointed in such manner to delegate all or part of its powers with which it is empowered, including discretionary powers and authorizations.
69. The Company may exercise the powers provided by section 36 of the Law on the use of a Seal abroad and such powers are granted to the Directors.

70. The Company may exercise the powers provided by sections 114 to 117 of the Law, both included, regarding the maintenance of a Register of Members and the Directors may, subject to the provisions of those sections, adopt or amend such regulations as they deem appropriate by keeping any such Register.
71. A Director who is interested in any way, either directly or indirectly, in any contract or proposed contract, shall declare the nature of his interest in a meeting of the Directors, in accordance with the provisions of section 191 of the Law.
72. No Director shall have the right to vote in relation to any agreement or arrangement in which he has an interest, and if he votes, his vote shall not be counted, nor shall it be taken into account in calculating the quorum.

However, none of the prohibitions applies to:

- (a) Any arrangement for the granting to any Director of any security or indemnity in respect of money loaned by him to the Company or liabilities entered into by him for the benefit of the Company, or
- (b) Any arrangement for the granting of any security by the Company to a third party in respect of a debt or liability of the Company for which the Director is personally liable, in whole or in part, by warranty or indemnity or by the deposit of any security; or
- (c) Any agreement by a Director on the contribution of money or the guarantee for the disposal of shares or bonds of the Company; or
- (d) Any agreement or arrangement with any other company in which he has an interest only as an officer of the Company or as a holder of shares or other securities.

However, these prohibitions may at any time be suspended or relaxed to any degree, either in general or in connection with any special agreement, arrangement or transaction, by the Company at a general meeting.

73. A Director may exercise any other function and hold any profitable position in the Company (other than the capacity of the Auditor) in combination with his capacity as a Director, for such a period and on such terms (regarding the remuneration and others) as the Directors resolve. It is not prohibited to a Director or prospective Director to conclude agreements with the Company either in connection with the exercise of any other such office or holding a profitable position or as a seller, buyer, or otherwise, and is not subject to cancellation of any such agreement or any agreement or arrangement made by or on behalf of the Company in which any Director is in any way interested, nor shall any Director be held accountable in this way or is interested in any profit made as a result of such agreement or arrangement because that Director holds this office or because of the relationship of trust that is created in this way.

74. A Director, regardless of his interest, may be counted for the quorum at any Meeting in which either he or any other Director is appointed to hold such a position or a profitable position in the Company or where the terms of any such appointment are agreed and may vote for any such appointment or other arrangement or for his appointment or for the arrangement of the terms of his appointment.
75. A Director may act for the Company in person or through his firm in a professional capacity and he or his firm is entitled to remuneration for professional services as if he were not a Director. Considering that, none of what is dealt with herein authorizes a Director or his company to act as an Auditor of the Company.
76. All checks, promissory notes, bonds, payment orders, bills of exchange and other negotiable securities, and all receipts for money paid to the Company, are signed, executed, accepted, endorsed, or otherwise executed, as the case may be, in such a way that may be determined from time to time by decision of the Directors.
77. The Board of Directors keeps the minutes of the meetings in books provided for this purpose and specifically:
- (a) for all appointments of officers made by the Directors;
  - (b) the names of the Directors present at each meeting of the Directors and any committee of Directors.
  - (c) all resolutions and procedures at all meetings of the Company and the meetings of the Directors and the committees of the Directors.

#### **DISQUALIFICATION OF DIRECTORS**

78. The position of the Director will be vacant if the Director:
- (a) is declared bankrupt;
  - (b) is prevented from being a Director due to any order under section 180 of the Law;
  - (c) becomes mentally incompetent;
  - (d) resigns by giving written notice to the Company; or
  - (e) has been absent for more than six (6) months without the permission of the Directors of the meetings held during that period, and the Directors resolve that his office was vacant as a result of his absence.



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

79. The general meeting may, from time to time by ordinary resolution, increase or decrease the number of Directors in compliance with the provisions of the Law.
80. The Directors will be elected by ordinary resolution at the annual general meeting of the Company or at an extraordinary general meeting convened for this purpose.
81. The Company may, by ordinary resolution, for which a special notice has been served in accordance with section 136 of the Law, dismiss of any Director before the end of his term of office, regardless of any provision of the Regulations or any agreement between the Company and of this Director. This termination is without prejudice to any claim that the Director may have for damages for the breach of any service agreement between him and the Company.
82. The Company may, by ordinary resolution, appoint another *Director* to the position of the Director who has been dismissed, in accordance with the immediately preceding provision, and subject to the relevant powers of the Directors, the Company through its general meeting may appoint any person as Director either to pay any vacancy or as an additional Director. The term of office of the person appointed to the position of the Director dismissed or to fill such a vacancy, shall cease at the same time as if he were a Director on the day on which the Director was last elected as the Director in whose position he were appointed.

## **DIRECTORS' PROCEEDINGS**

83. The Directors may meet for the conduct of business and postpone or otherwise arrange their meetings, as they determine and as they deem appropriate and for this purpose a meeting of the Directors may be held by telephone or by any other means as the Law permits. All matters in the Meetings shall be resolved by majority. Any Director may, and the Secretary shall, at the request of a Director, convene a meeting of the Directors at any time.
84. The quorum required for the business of the Board of Directors is determined by at least three (3) Directors. A person who participates through a telephone meeting or as otherwise permitted by Law, will be considered to be present in person for quorum calculation purposes and will be entitled to vote ordinarily.
85. The Directors may elect a Chairperson and a Vice-Chairperson or Vice-Chairpersons for their meetings, to determine their term of office, but if neither the Chairperson nor a Vice-Chairperson are present at the meeting, the present Directors will be able to elect one of them as Chairperson of the meeting.

86. In the event of a tied vote, the President shall have an additional or casting vote.
87. The Directors may delegate any of their powers to committees composed of any member or members of the Board, as they deem appropriate. Any committee in the exercise of the powers to be delegated to it shall comply with the regulations and the terms determined by the Directors.
88. A Committee may elect the Chairperson of its meetings. In the event that no Chairperson is elected or that the Chairperson is not present at any meeting within five minutes of the time set for the commencement of the meeting, the present Directors may elect one of them to chair such meeting.
89. Each committee may convene and adjourn its meetings as it deems fit. Matters arising at the meetings shall be resolved by a majority of the members present, and in the event of a tied vote, the President shall be entitled to an additional or casting vote.
90. The continuing Directors may act independently from any vacancy on the Board of Directors but if and when the number of continuing Directors is reduced below the number defined as a necessary quorum of Directors in accordance with the Regulations, the continuing Directors or the continuing Director may act to increase the number of Directors to this number or to convene a general meeting of the Company but not for any other purpose.
91. All acts performed in good faith at the meetings of the Board of Directors or by a committee of Directors or by any Person acting as a Director, whether or not it is later revealed that there was a defect in the appointment of any Director or persons acting as mentioned above, or that they or some of them have lost the *capacity* of a Director, are valid as if each such person had been validly appointed and qualified to be a Director.
92. The Directors shall ensure the keeping of the minutes of all the general meetings of the Company as well as all the appointment of officials and the procedures of all the meetings of the Directors and committees and their attendance and any business in such meetings and any such minutes of any meeting if signed by the Chairman of the respective meeting, shall be conclusive evidence without any further requirement of proof for the events above.
93. A written resolution signed or approved by letter, telegram, radio telegram, telex, fax (telefax) or electronic communication or any other means of retransmission of writings, documents or texts (whether by one or more copies) by all Directors is as valid and effective for all purposes as a resolution passed at a meeting of the Board of Directors duly convened, constituted and conducted and any such resolution certified by the

Chairman or another Director and the Secretary constitutes conclusive *evidence* without any further requirement of proof for the events above.

#### **CEO**

94. The Directors may from time to time appoint one or more of the Board of Directors to the position of Chief Executive Officer for a term and under the terms of their discretion, and subject to the terms of any agreement made in any special case, may revoke such appointment.
95. The Directors may entrust and delegate to the Chief Executive Officer any powers that may be exercised by them, subject to terms, conditions and restrictions they may resolve, either in parallel with them exercising these powers or exclusively. The Directors may, from time to time, revoke, withdraw, modify, or alter all or any of the powers that have been assigned, entrusted to and assigned to the Chief Executive Officer.

#### **SECRETARY**

96. The Secretary is appointed by the Directors for a term of office, with remuneration and on terms to be resolved, and a Secretary appointed as mentioned above may be dismissed by them.
97. A provision of the Law or the Regulations requiring or authorizing the execution of an act by a Director and the Secretary, shall not be deemed satisfied if the act is executed by a person acting as a Director and as a Secretary or in their place.

#### **THE SEAL**

98. The Directors will take care of the safekeeping of the seal, which will be used only following authorization of the Directors.
99. The seal of the Company will be used only following authorization of the Directors and any document on which the seal will be placed will be signed by a Director and by the Secretary or by a second Director or by another person appointed by the Board of Directors for this purpose.
100. The Company may have an official Seal, in addition to the stamp mentioned above, which will be as provided in section 36(1) of the Law and will be used for the purposes mentioned in this Regulation.

#### **MEETINGS ABROAD**

101. Notwithstanding any provision contained in the Regulations applicable to the Company, the meetings of the Directors as well as the general meetings of the Company (ordinary

and extraordinary) may be convened and held either in Cyprus or abroad, in any city or place such as the majority of the Directors or Shareholders, as the case may be, request in writing.

#### **DIVIDENDS AND RESERVE**

102. The Company through a general meeting may declare dividends, but no dividend shall exceed the amount proposed by the Board of Directors.
103. The Board of Directors may from time to time pay to the Shareholders such interim dividends as it deems justified from the Company's profits.
104. No dividend shall be paid except out of the Company's profits.
105. The Board of Directors may, prior to submitting a proposal for dividend, deduct from the Company's profits amounts that it resolves to be a reserve or reserves, which may, at its discretion, be used for any purpose for which its profits could be used and until available can be placed in such investments (except in shares of the Company) as the Board of Directors from time to time deems appropriate. The Board of Directors may also, without placing amounts in the reserve or reserves, carry any profits forward to the next fiscal year which it does not consider appropriate to be distributed.
106. All dividends will be declared and paid on the basis of the amounts paid or credited as paid on the shares in which the dividend is paid. All dividends will be distributed and paid according to the amounts paid or credited as paid on the shares during the part or parts of the period in relation to which the dividend is paid. All dividends will be paid in accordance with the relevant resolution of the general meeting, which the Board of Directors will have to implement.
107. The general meeting that determines the dividend or dividend (bonus) may resolve to pay it in full or in part, by distributing special assets, mainly paid-in shares, bonds or debenture stock of any other company or in another way. The Board of Directors executes this resolution and in case of any difficulties regarding this distribution, the Board of Directors will settle it as it deems appropriate. More specifically, it may issue fractional certificates and determine the value for distribution of such special assets or any part thereof and may resolve that cash payments to any member will be made on the basis of the value thus determined in order to settle the rights of all parties. In addition, it may delegate any such special assets to trustees, as the Board of Directors would resolve at a time.
108. Subject to the provisions of Applicable Law and / or any regulations applicable in relation to a regulated or non-regulated market in which the Company's securities have been admitted and / or traded, dividends or other money made payable in cash relative to shares, may be

paid by electronic transfer to the account or by check or order sent by mail to the registered address of the holder or in the case of joint ownership of shares at the registered address of one of the joint Shareholders whose name appears first in the Register of Members or to the Person and address that the holder or joint owners will have indicated in writing or through the network of bank branches at the request of the Shareholder.

109. No dividend bears interest against the Company.

#### **ACCOUNTS - FINANCIAL STATEMENTS**

110. The Board of Directors will ensure that accounting books are well kept regarding:

(a) all amounts of money received and spent by the Company, as well as the details and supporting documents of receipts and expenses,

(b) all purchases and sales by the Company,

(c) the assets and liabilities of the Company.

Books shall not be considered well-kept if the required accounting books are not kept in order to give a faithful and true figure of the Company's situation as well as to provide explanations for its transactions.

111. The accounting books will be kept in the registered office of the Company or in accordance with the provisions of section 141(3) of the Law, in such other place or places, as the Directors deem and will always be at the disposal of the Directors for inspection.

112. The Board of Directors will from time to time resolve, if and to what extent and in what place and time and with what terms or regulations, the accounts and books of the Company, or which of them, will be at the disposal of the Shareholders who are not Directors for inspection. However, no Shareholder who is not a Director will have the right to inspect any account or book or document of the Company, unless this right is granted by Law or if this Shareholder is authorized for this purpose by the Board of Directors or by the Company in a general meeting.

113. (1) The Board of Directors will ensure, from time to time and in accordance with the relevant provisions of the Law, that the Annual Financial Statements are prepared and presented to the Shareholders of the Company at a general meeting.

(2) Copies of all financial statements, the report of the Board of Directors and the Report of the Auditors, where required by the Law, to be presented at a general meeting, will be available at least twenty-one (21) days before the date of the general meeting. Such copies are entitled to request and receive from the Company, without payment, either in electronic or printed form:

(a) any Shareholder of the Company, regardless of whether he is entitled to receive notices of general meetings of the Company;

(b) any holder of the Company's debit bonds, whether or not he is entitled to receive notice of the Company's general meetings;

(c) any person, other than the Shareholders or the holders of debit bonds of the Company, who is entitled to receive notifications of general meetings of the Company.

The above mentioned documents will be published in accordance with the provisions of any relevant legislation and copies of them will be available for distribution to those present at the annual general meeting of the Company's Shareholders.

(3) Reference as to the manner of disposal will be made in the notice for convening the general meeting in which the above-mentioned documents will be submitted, according to Law.

(4) A Shareholder of the Company, whether entitled to receive, in electronic or printed form, copies of the Company's balance sheets or not and a holder of debit bonds of the Company, whether he is entitled to it or not, is entitled upon request to receive a copy not subject to payment, in electronic or printed form, of the last balance sheet of the Company, including any copy to be attached to it required by Law, together with a copy of the Auditors' Report on the balance sheet, in electronic or printed form.

#### **PROFIT CAPITALIZATION**

114. *The Company through* a general meeting may, upon recommendation of the Board of Directors, resolve that it is desirable to capitalize any portion of the amount currently in the credit of any of the Company's reserve accounts or in the profit and loss account or otherwise available for distribution and as this amount shall be made available for distribution among the Shareholders who would be entitled to it if it was distributed as a dividend and in the same proportions, on the condition that the amount to be distributed is not to be paid in cash, but will be made available, or for full repayment of unissued shares or bonds of the Company which will be granted and distributed as fully paid, and among these Shareholders, in the proportion mentioned above or partly in one way and partly in the other, and the Board of Directors must implement this resolution. It is understood, however, that any reserve from issue of share premium and any reserve fund for redemption of capital, can, for the purposes of this article, be used only for the payment of unissued shares which will be granted to the Company's Shareholders free of charge as fully paid.

115. Once a resolution has been passed, as per the above, the Board of Directors must act on all deposits and transfers of retained earnings, the capitalization of which has been resolved, and all concessions and issues of any fully paid-up shares and bonds, and generally what is required for the execution of this resolution, with full authority of the Directors to implement such a provision by issuing fractional certificates or by payment in cash or as otherwise resolve to be appropriate in the case of shares or bonds distributed in fractions, and to authorize any Person to contract with the Company, on behalf of all the Shareholders entitled to it, regarding the concession of any further shares or bonds that have been credited as fully paid, to which they may be entitled to such capitalization or (as in each case required) the payment on their behalf by the Company of the amounts or any part of the amounts remaining unpaid in the existing shares, by distributing their respective proportions to the

profits resolved to be capitalized and any agreement made in accordance with this authorization, will be effective and binding on all Shareholders.

#### **ACCOUNTS AUDIT**

116. The Auditors will be appointed and their duties will be determined in accordance with sections 153 to 156 (both included) of the Law and in accordance with the provisions of the Auditors' Law.

#### **NOTICES**

117. Subject to the provisions of Applicable Law, and/or any regulations that are applicable in relation to a regulated or non-regulated market, in which the Company's securities are admitted and/or traded, a notice or any other documentation may be served by the Company to Members via one of the following ways:

(a) In person, to the registered address of the Shareholder as shown in the Register of Members and shall be deemed served upon delivery to the Shareholder; or

(b) By sending them by regular post and prepaid fee to the registered address of the Shareholder as shown in the Register of Members and will be deemed to have been served on the day of posting; or

(c) By fax to a number to be notified in writing by the Shareholder and deemed to have been served at the time it was sent; or

(d) By e-mail or other electronic method to an address or number or recipient to be notified or accepted in writing by the Shareholder and deemed to have been served at the time it was sent; or

(e) By posting on the Company's Website or on the website of one or more established (regulated or non-regulated) markets in which the Company's shares or other securities have been listed or on the website of the competent supervisory authority and will be deemed to have been served at the time the relevant material appeared on the internet;

(f) In any other way permitted by Applicable Law.

A notice or document sent or delivered as above shall be conclusive proof that it has been served to the Shareholder if it has been addressed to the correct address or number as above and if the required fee has been paid.

118. A Person whose address, as indicated in the Register of Members, is outside the region of Cyprus, is entitled to receive at such address any notice to which he is entitled in accordance with the provisions of these Regulations, unless such posting violates the law of the country in which the address of the Shareholder is and the Company has received relevant notice or notification that adequately sets out the provisions of such legislation.
119. A notice may be served by the Company on Persons jointly holding a share, upon service of the notice on the joint holder first named in the Register of Members, and any notice served in this manner shall constitute sufficient notice to the Shareholders of this share.

120. Notice may be served by the Company to the Persons having a right to a share due to the death or bankruptcy of a Shareholder, by sending same, as the provisions of the regulation mentioned above, to them under their name, or in their capacity as its representatives of the deceased Shareholder or the trustees of the insolvency estate to the address or fax number given for this purpose by the Persons mentioned above, or (until such address or number is given) by service of the notice in such a way that it should have been served had death or bankruptcy not occurred.

121. Notice for each general meeting is given in any of the manners mentioned above to:

(a) all the Shareholders, except the Shareholders who (while not having an address in Cyprus) did not give the Company an address within or out of Cyprus for the purpose of being notified,

(b) all Persons having acquired a right to a share due to their capacity as personal representatives or trustees in case of bankruptcy of a Shareholder, where the Shareholder, had he not died or gone bankrupt, would have been entitled to receive notice of the meeting

(c) the respective auditors of the Company.

No other Person is entitled to receive notifications for the Company's general meetings.

#### **ELECTRONIC COMMUNICATION**

122. (a) The Board of Directors may make such settlements or arrangements considered appropriate, from time to time, at its sole discretion, regarding the service of notices, notifications or other documents via electronic communication addressed to or from the Company and otherwise for the purpose of implementation and/or completion of provisions of this Regulation in relation to electronic communications and such arrangements and arrangements (as the case may be) shall be of the same application as if laid down in this Regulation.

(b) When the Company has made reference to an email address to a notice convening a meeting, it shall be deemed to have agreed that any document or information relating to the proceedings of the meeting may be electronically sent to that address (subject to any conditions or restrictions set out in the notice).

(c) In these Regulations: "email address" means any address or number used for the purpose of sending or receiving documents or information by electronic means; "document" means information recorded in any form, and references to the delivery of a document shall include the transferring, registration, dispatch, submission or filing of the document or (in case of notice) its delivery.

(d) Notwithstanding any provision to the contrary in these Regulations, any notice or other document given or sent to any Person by the Company shall also be deemed to have been given or sent where the Company publishes the notice or other document on its website, or on the website of one or more established (regulated or non-regulated) markets in which the Company's shares or other securities have been listed or on the website of the competent



supervisory authority and any such notice or other document shall be deemed to have been given or sent at the time of its publication for the first time on the Company's website.

#### **DISSOLUTION**

123. If the Company is dissolved, the liquidator may, following the passing of the Company's special resolution and after obtaining any other approval required by Law, distribute among the Members in cash or in kind all or any part of the Company's assets (whether it consists of property of the same kind or not) and may for this purpose determine such value for the property to be distributed as it deems fair and may resolve the manner in which distribution will be made among the Members or different classes of Members. The liquidator, by similar approval, may assign all or part of its assets to depositors with such commissions for the benefit of the contributors as it deems appropriate, but in a way that does not force any Shareholder to accept any shares or securities in relation to which there is any obligation.

#### **COMPENSATIONS/REMUNERATION**

124. Every Director, Chief Executive Officer, authorized agent, auditor, Secretary and any other employee of the Company shall be reimbursed from the Company's assets for any expenses incurred in defense of any proceedings, whether civil or criminal, in which a decision has been rendered in his favor, or in which he was acquitted or in connection with any application under section 383 of the Law.

#### **CONFIDENTIALITY**

125. Every Director, Chief Executive Officer, auditor, commissioner, committee member, Secretary, accountant, employee or other Person employed by the Company, must, prior to taking on his duties or office, make and sign a declaration of confidentiality through which it undertakes not to disclose or reveal any issues that may come to its knowledge in relation to the Company's affairs unless required to do so by a Court or by the Directors or by the general meeting of the Company.