

**AMENDED AND CODIFIED ARTICLES OF ASSOCIATION
OF THE SINGLE MEMBER SOCIÉTÉ ANONYME
UNDER THE CORPORATE NAME**

“ORFIUM GREECE SINGLE MEMBER SOCIÉTÉ ANONYME”

SHARE CAPITAL: EUR 60,000.00,

GENERAL ELECTRONIC COMMERCIAL REGISTRY (G.E.MI.) NUMBER: 155579901000

CHAPTER 1

**INCORPORATION – CORPORATE NAME – REGISTERED SEAT – PURPOSE
AND DURATION**

ARTICLE 1

INCORPORATION- CORPORATE NAME

Through these Articles of Association, the Single Member Société Anonyme under the name **“ORFIUM GREECE SINGLE MEMBER SOCIÉTÉ ANONYME”** and the distinctive title **“ORFIUM MUSIC RIGHTS GREECE.”** shall be incorporated. The name of the company in the English language shall be **“ORFIUM GREECE SINGLE MEMBER SOCIÉTÉ ANONYME”** and its distinctive title shall be **“ORFIUM GREECE SINGLE MEMBER S.A.”**.

The name of the company into other foreign languages shall be truly translated or transcribed by means of the Latin alphabet.

ARTICLE 2

REGISTERED SEAT

1. The company’s registered seat shall be the Municipality of Athens.
2. Upon decision made by the Board of Directors, the company may change its registered seat, establish branches, agencies or offices in other Greek or foreign cities.

ARTICLE 3

PURPOSE

The purpose of the company shall be:

To operate, upon decision made by the competent body of the Ministry of Culture and Sports and upon recommendation of the Board of Directors of the Hellenic Copyright Organization

(HCO) after the notification procedure provided for in article 4 para 8 of Law 4481/2017, as amended by para 2 of article 51 of Law 4761/2020 and as each time in force, has been complied with, as a for-profit entity for the management and protection of copyrights on musical works in the name of more than one rightholders for their collective benefit, without being directly or indirectly, fully or partly controlled by them, namely as an Independent Management Entity within the meaning of Article 3 para 1 (c) of Law 4481/2017 and article 3 (b) of the Directive 2014/26/EU of the European Parliament and of the Council on collective management of intellectual property and related rights and multi-territorial licensing of rights in musical works for online use in the internal market, under the terms and conditions of the aforementioned provisions as well as those of article 32 of Law 4481/2017 as amended by article 76 of Law 4761/2020 as each time in force. In order to achieve its purpose, the Company may engage, indicatively and not exhaustively, to the following activities:

- 1) The collective management and protection in the name of the Company, before a court or out of court, of copyright on musical works by virtue of a contractual agreement for the management and protection of copyrights with rightholders of any kind with respect to the categories of powers deriving from their economic right, the types of works and the territories selected by such rightholders under the terms and conditions of Law 4481/2017 and Law 2121/1993 as each time in force, irrespective of the Member-State of their nationality, place of residence or place of establishment, i.e. collective management of copyrights on musical works created by composers, lyricists, music or lyrics arrangers, translators, publishers or sub-publishers, entities or other legal persons holding intellectual property rights or being entitled pursuant to an agreement or by law to a share of revenue resulting from rights, or absolute successors or special assignees of all the aforementioned, alive or mortis causa (heirs) or a foundation or a trust established by the rightholder.
- 2) The collective management of all the aforementioned rights that have been assigned to the Company through fiduciary assignment of the economic powers selected by the rightholders or through a relevant power of attorney or through any other contractual arrangement, in particular within the meaning of determining the tariffs for each category of use, revenue collection on behalf of the rightholders deriving from the use and exploitation of the represented works, monitoring the use of the rights, distributing remuneration deriving from the use and exploitation to the rightholders, imposing deductions and management fees thereto in favor of the Company and, generally, protecting and imposing respective rights for the collective benefit of the rightholders.
- 3) The conclusion of reciprocal agreements, representation agreements and collaboration agreements with companies and organizations in Greece and abroad, such as, in particular, collective management organizations, independent management entities or publishers, for the management, collection and distribution of copyrights on musical works.
- 4) To license the aforementioned rights, by negotiating in good faith and exchanging every relevant necessary information pursuant to article 22 para 1 of Law 4481/2017, drawing

up and signing agreements and licenses for the exploitation of collectively managed rights and powers with any person or entity (music users), by which the terms of use and exploitation of the represented works and the remuneration due are determined.

- 5) To receive from users and rightholders all information necessary for the application of the tariffs, the calculation of remuneration and the collection and distribution of amounts collected from the rights.
- 6) In particular, pursuant to article 25 of Law 4481/2017, the provision of information to all rightholders to whom the Company has attributed the rights revenue for each year of use irrespective of whether the amounts attributed are paid or not, and in particular: (a) any contact details which the rightholders have authorized the Company to use in order to identify and locate them, (b) the rights revenue attributed to the rightholders, (c) the amounts paid by the Company to the rightholders per category of powers managed and per type of use, (d) the period during which the use took place, for which amounts were attributed and paid to the rightholders, unless objective reasons relating to reporting by users prevent the Company from providing this information, (e) deductions made for management fees, (f) deductions made for any purpose other than management fees, (g) any rights revenue attributed to the rightholders which is outstanding for any period.
- 7) The provision of information pursuant to article 27 of Law 4481/2017 upon a reasonable request by electronic means and without undue delay to any collective management organization or any independent management entity on whose behalf it manages rights under a representation agreement or to any rightholder or user including potential users, namely information pertaining to: (a) the works and the rights it manages, directly or under representation agreements, and the territories covered; or (b) where, due to the scope of activity of the Company, such works cannot be determined, the types of works it represents, the rights it manages and the territories covered.
- 8) To post in a machine-readable format on the Company's website and to update at least the following information: (a) its articles of association; (b) the terms under which it undertakes to manage the copyrights of the rightholders and the terms of termination of the agreement for the management of copyright, if these are not included in these articles of association; (c) standard licensing contracts and standard applicable tariffs, including discounts, if they exist; d) the method of distribution of the amounts due to rightholders and the regulation concerning the rights distribution per category of rightholders, in which the exact method of distribution is stipulated; (e) the management fees and the method for their calculation; (f) the deductions, other than those concerning the management fees, from rights revenue and from any income arising from the investment of rights revenue.
- 9) To carry out any administrative, court or out-of-court action for the legitimate protection of the rightholders' rights in accordance herewith, by exercising any legal remedy, and in particular by submitting applications for interim measures, bringing actions, by proceeding to appeals, by filing criminal complaints by bringing civil proceedings, by filing applications before the Committee for the Notification of Copyright and Related Rights

Infringement on the Internet (EDPPI), by seeking the prohibition of actions infringing copyright with regard to the powers conferred upon them and by requesting the seizure of unlawful copies or the judicial escrow in accordance with the legislation.

- 10) To carry out, in collaboration with the public authority and, in accordance with the provisions of the relevant legislation, the necessary inspections in shops selling, renting or lending copies or shops and spaces of any kind intended for the public performance of the works the Company protects, in order to ascertain whether such actions infringe the rightholders' rights or not.
- 11) To be able to establish, modify, dissolve legal entities of any kind or entities or associations of persons without legal personality, whether in Greece or abroad, and to participate in or secede from them.
- 12) To organize conferences related to issues of copyright, collective management and protection of copyright on musical works or issues of the industry pertaining to music culture/and or to the music industry and to participate in them.
- 13) Any other activity directly or indirectly related to the operation of the Company as an independent management entity under article 3 para 1 (c) of Law 4481/2017 and article 3 (b) of the Directive 2014/26/EU.

The fulfillment of the company's purpose may occur either by the Company itself or in cooperation with natural or legal persons of any legal form seeking the fulfillment of the same or similar purposes in Greece and/or abroad or by participating in businesses of any kind that have been or will be established aiming at fulfilling similar or relevant purposes, or through a merger with businesses or through an acquisition of business having the same or relevant activity.

Furthermore, in order to fulfill its purpose, the company may:

a) establish offices, industries, branches or agencies as well as other companies, whether domestic or foreign, in Greece and/or abroad; **b)** be funded based on the development laws of Greece and the investment or research programs of the EU or of Greece or abroad; **c)** provide guarantees for third parties it collaborates with; **d)** be converted into a company of any other legal form; **e)** represent other, whether Greek or foreign, companies or legal persons in Greece seeking to fulfill the same or relevant purposes and, in general, undertake on their behalf or on behalf of others activities of any kind; **f)** participate in, become member of or cooperate with collective management organizations or independent management entities and legal entities of any kind seeking to fulfill similar or relevant purposes in Greece or abroad.

ARTICLE 3A

Assignment and undertaking of rights management

1. The Company may, in accordance with its objects as set out in its Articles of Association, undertake the management of copyright upon contractual agreement for the

management of copyrights by any natural or legal person or entity which, pursuant to law or by virtue of absolute succession or a relevant agreement to transfer or grant rights, holds copyrights on musical works - compositions or which, by virtue of an agreement to exploit rights or by law, is entitled to a share of the rights revenue ("rightholder"), to the extent that at least one musical work on which the aforementioned natural or legal person or entity holds an economic right:

- a) has been publicly performed on the radio, television or in a concert and/or
 - b) has been made available to the public online or offline or has been made available to the public in a way that the members of the public may access the work from a place and at a time individually chosen by them or has been presented to the public by wire or wireless means or in any other manner relevant to those mentioned above which is known today or is expected to become known in the future, taking into account technological advances and/or
 - c) has been recorded in writing in order to be performed and such recording has been made available commercially and/or
 - d) has been recorded in order to be reproduced by mechanical means and the physical material has been made available to the public or has been incorporated into an audiovisual production.
2. The undertaking of rights management commences upon the signing of the agreement for the management of copyright between the Company and the rightholder and in principle it is exclusive and operates as a fiduciary assignment of the economic powers selected by the rightholder to the Company with respect to the entirety or a part of the works for the territories of the rightholder's choice, in order for the Company to manage and protect these works, always to the benefit of the rightholder. The Company may also manage copyrights upon a relevant power of attorney or an agreement for the exploitation of rights or any other contractual agreement between the rightholder and the Company to the extent that it is expressly provided for in that agreement.
 3. The agreement for the management of copyright shall be in writing, it shall always be of a definite term of up to three (3) years and it shall be extended automatically for an equal period of time unless the rightholder objects to such renewal by means of a written statement to the Company three (3) months prior to the completion of the contractual three-year period.
 4. The rightholder has the right to terminate in whole or in part the agreement for the management of copyright in respect of the rights or categories of powers of its choice for the territories of its choice or to revoke the agreement regarding the management and protection of any of the rights and categories of powers at any time, following a three-month written notice. The termination shall take effect three (3) months after the written notice has been given, and the licenses granted by the Company to the users prior to the termination shall continue to be valid until the end of their term.

ARTICLE 4

DURATION

1. The term of the company shall be indefinite.
2. Upon decision made, however, by the General Assembly with increased quorum and majority, the duration of the société anonyme may be changed from indefinite to fixed-term and vice versa in accordance to the provisions under the Law 4548/2018.

CHAPTER 2

SHARE CAPITAL – SHARES

ARTICLE 5

SHARE CAPITAL

1. The company's share capital shall amount to twenty-five thousand euros (EUR 25,000.00) and shall be divided into two thousand five hundred (2,500.00) nominal shares, each one thereof having a nominal value of ten euros (EUR 10.00).
1. On December 16, 2021, according to the signed minutes of the decision of the extraordinary General Assembly of the sole shareholder of the Company, on the basis of which, among other issues it was unanimously decided to increase the share capital of the company by the amount of thirty-five thousand euros (€ 35,000.00) via issuance of three thousand five hundred (3,500) new shares at par, with a nominal value of ten euros (€ 10.00) per share. Based on the above, the share capital of the company is set at sixty thousand euros (60,000.00 €), and is divided into six thousand (6,000) registered shares, each of which has a nominal value ten (€ 10.00) euros
2. In any event of a share capital increase, even in the cases such increase occurs through contributions in kind, as well as in case of bonds issued with the right to be converted into shares, a pre-emption right to the entire new share capital or bond loan shall be granted in favor of the existing shareholders at the issuance date, depending on their participation in the existing share capital. If the company has already issued shares of more classes, in which there are differences with respect to the rights in relation to voting or profit sharing or distribution of proceeds of liquidation, the share capital may be increased through the shares of only one of these classes. In this case, the pre-emption right shall be granted to the shareholders of other classes only when the shareholders of the share class to which the new shares belong, have not exercised such right.
3. The General Assembly may by simple quorum and majority, as provided for under paras 1 and 2 of Article 130 and para 1 of Article 132 of the Law 4548/2018, decide on the total or partial capital depreciation. The General Assembly's decision on capital depreciation shall be submitted to disclosure formalities. The depreciation shall not constitute a decrease of the share capital and shall be carried out by paying to the shareholders their

shares' total nominal value or part thereof. The depreciation shall only be allowed when using formed special reserves or making use of amounts that are allowed to be distributed under the requirements of Articles 159 and 160 of the Law 4548/2018. The depreciation may also be carried out by releasing the shareholders, in total or in part, from the obligation to pay the subscribed capital unpaid.

4. The capital may be increased by issuing redeemable shares under the provisions of Article 39 of the Law 4548/2018.

ARTICLE 6

SHARES

1. The Company's shares shall be registered and common shares with voting rights.
2. The Company may not issue equity securities. If equity securities haven't been issued, the shareholding capacity shall be proven by the information contained in the shareholders' book kept by the Company pursuant to Article 40 of the Law 4548/2018 or by any issued temporary securities or, in lack thereof, by the documents held by the shareholder.
3. The shares shall be undivided. In case a share is jointly owned, the joint owners' rights shall be exercised by a common agent. The share's joint owners shall be jointly and severally liable to fulfilling the obligation deriving therefrom.
4. The share capital may also be increased by issuing preference shares, with or without voting rights, convertible or non-convertible into common shares, the preference whereof shall be determined by the General Assembly in accordance with any applicable provisions.
5. The share capital may also be increased by issuing redeemable shares, which shall be issued either as common or as preference shares, with or without voting rights. Their redemption shall be made upon statement made by the Company in accordance with the terms and the procedure provided for under the decision made by the body competent to decide on such increase.
6. The company shall keep a shareholders' book in printed or digital format. This book shall contain the shareholders, providing their first and last names or their company name and their address or registered seat, as well as each shareholder's profession and nationality. In any case, the number and class of the shares owned by each shareholder are also included. Only those contained in this book are considered shareholders by the company.
7. In case of a usufruct or pledge on shares, the voting right at the General Assembly shall be exercised by the usufructuary or pledger. Any agreement contrary thereto shall be prohibited.
8. The separate transfer only of the right to the receipt of share profits shall be allowed for a period not exceeding five (5) years as of the transfer of this right.

CHAPTER C

BOARD OF DIRECTORS

ARTICLE 7

Election of the members of the Board of Directors

1. The Company shall be managed by a Board of Directors, which shall consist of at least three (3) up to fifteen (15) members, elected by the General Assembly. A legal person may also be elected as member of the Board of Directors. Provided that these Articles of Association determine a minimum and a maximum number of members of the Board of Directors, the exact number of the members shall be determined by the General Assembly. A legal person may also be elected as member of the Board of Directors. In such case, the legal person must appoint a natural person to exercise the legal person's powers as member of the Board of Directors. This appointment shall be made public, in accordance with Article 13 of the Law 4548/2018. The natural person shall be jointly and severally liable along with the legal person for the company management. Should the legal person omit to proceed to the appointment of a natural person for exercising the relevant powers within fifteen (15) days from the appointment of the legal person as member of the Board of Directors, this qualifies as resignation of the legal person from its position as a member of the Board. The term in office of the members of the Board of Directors shall be three years long, shall commence as of their election and shall be automatically extended until the end of the deadline, within which the next Ordinary General Assembly must be convened and until the related decision has been made.
2. The members of the Board of Directors may be appointed as executive and non-executive members in accordance with the relevant decisions made by the Board of Directors. The executive members shall be responsible for the daily management of the company affairs, whereas non-executive members shall be responsible for promoting all company matters.
3. The General Assembly may also elect alternate members of the Board of Directors, in order to replace the resigning and deceased members thereof or those members that lose their membership in any other way.
4. Given that the replacement of the missing members of the Board of Directors in accordance with what is mentioned heretofore cannot be made by alternate members that may have been elected by the General Assembly, the Board of Directors may by decision made by the remaining members thereof, provided that they are at least three (3) in number, appoint new members replacing the missing ones.
5. In all cases of missing members (resulting from resignation, death or loss of membership in any other way), the Board of Directors shall be entitled, should the number of the remaining members exceed half of the members as were prior to the membership loss event and in any way be no less than three (3) members, to carry on with the Company's management and representation, without proceeding to the replacement of the missing members in accordance to what is determined in the previous paragraph.

6. The remaining members of the Board of Directors, regardless of their number, may proceed to convening a General Assembly exclusively for the purpose of electing a new Board of Directors.

ARTICLE 8

Constitution of the Board of Directors

1. The Board of Directors shall elect from among its members the Chairperson and up to three Vice-Chairpersons.
2. Should the Chairperson be absent, unable to attend or not exist, their duties (as these are defined by provisions of the law or of the Articles of Association) shall be exercised by the first Vice-Chairperson. In case of the Vice-Chairperson's absence or inability to attend, the Chairperson's duties shall be exercised in order by the second or third Vice-Chairperson or a consultant appointed by the Board of Directors.

ARTICLE 9

Meeting of the Board of Directors

1. The Board of Directors may also meet through teleconference of some or all its members. The Board of Directors shall be convened by the Chairperson or deputy thereof, by an invitation sent to the members by email at least one (1) working day prior to the meeting (even if such meeting shall be carried out through teleconference) and at least five (5) working days, if the meeting is to be carried out at the company's registered seat.
2. The Chairperson of the Board of Directors shall preside over the meetings of the Board, who may also appoint a person as Secretary of the Board of Directors.
3. The Board of Directors shall be in quorum and validly meet, if 50% plus one of its members are present or represented at the meeting, with the exception of the decisions on matters of para 2 Article 10, for which the Board of Directors shall be in quorum, if all its members are present or represented thereat.
4. The decisions of the Board of Directors shall be validly made by a majority of 50% plus one of the present or represented members. In the event of split votes, the Board of Director's Chairperson shall have the casting vote.
5. The minutes of each Board of Directors meeting shall be signed by all the members present thereat. The Chairperson or any of the Vice-Chairpersons or the Company's Chief Executive Officer or the Board of Directors Secretary shall be entitled to issuing copies and extracts thereof.
6. The minutes drawn up and signed by all the members of the Board of Directors or their representatives shall have the same effect as a decision made by the Board of Directors, even if no meeting has taken place prior thereto. This arrangement shall also apply, even if the Directors or their representatives agree for a decision made by the majority thereof to be drawn up to the minutes without a meeting having taken place. The relevant

minutes shall be signed by all Directors. The signatures of the Directors or their representatives may be replaced by the exchange of emails or other electronic means.

ARTICLE 10

Responsibilities of the Board of Directors

1. The Board of Directors shall be responsible for making decisions on every action regarding the Company's administration, the management of its property and, in general, the fulfillment of its purpose, without any limitation (with exception to matters falling under the General Assembly's exclusive responsibility) and for representing the Company before any court or within the context of any out-of-court arrangement. Especially regarding the issuance of a bond loan, a decision made by the shareholders' General Assembly in quorum and a majority pursuant to Article 14 of these Articles of Association shall be required.
2. The Board of Directors may decide the establishment of an Executive Committee and the assignment of some of its powers or duties thereto. The Executive Committee may be comprised of members of the Company's Board of Directors and/or third natural or legal persons. In such case, the constitution, responsibilities, duties and decision-making process of the Executive Committee, as well as any other matter concerning its operation, shall be regulated by a Board of Directors decision related to its constitution (Article 87, para 4 of Law 4548/2018).
3. The Board of Directors may introduce and establish, upon decision made by it, committees or councils tasked with providing consultation, opinions, supervisory services or services of any kind related to the Company's operation and implementation of its purposes.

ARTICLE 10A

Appointment of Substitute Bodies

1. Upon its decision, the Company's Board of Directors may assign, pursuant to article 87 para 1 (a) of Law 4548/2018, the exercise of its management or/and representation powers to one or more natural or legal persons, whether members of the Board of Directors or third parties ("Substitute Bodies"). The Substitute Bodies may further assign, pursuant to article 87 para 2 of Law 4548/2018, the powers assigned to them or a part thereof to other members of the Board of Directors or third parties, natural or legal persons ("Further Substitute Bodies"), upon a relevant decision made by the Company's Board of Directors setting out the terms and conditions of further assignment. The persons to which the above powers are assigned bind the Company, as bodies thereof, in the whole extent of the powers assigned to them.
2. The fields of competence that may be assigned to "Substitute Bodies" and/or "Further Substitute Bodies", the allocation of competence of such bodies, the manner in which they will be organized internally and act and any other matter pertaining to their operation (e.g. the obligation to act individually or collectively) shall be set out by way of a decision made by the Company's Board of Directors.

ARTICLE 10B

Internal Audit and Supervision

1. The Company's Board of Directors may, upon decision made by it by virtue of article 87 para 1(b) of Law 4548/2018, delegate the internal audit of the company to one or more natural or legal persons, which cannot be members of the Board of Directors.
2. A decision made by the Company's Board of Directors may set out the details of the internal organization and any other matter pertaining to the operation of the committee or service competent to carry out the internal audit (e.g. the obligation to act individually or collectively and its responsibilities).
3. The responsibilities of the aforementioned committee or service may, indicatively and not exhaustively, extend to the exercise of supervision of individual functions and activities of the Company, the monitoring of continuous compliance with the Company's Articles of Association and Internal Rules of Operation in accordance with Article 10C hereof, the supervision and monitoring of compliance with the legislation governing the operation of the Company and particularly of Law 4548/2018 "on Sociétés Anonymes", Law 4481/2017 and Directive 2014/26/EU of the European Parliament and of the Council on collective management of copyright and related rights and multi-territorial licensing of rights in musical works for online use in the internal market, the carrying out of audits that ensure the compliant and effective operation of the Company, the detection of conflicts of interest and the suggestion of methods to resolve same, and the collaboration with the competent supervisory authorities.

ARTICLE 10C

Corporate Governance

1. The provisions of articles 3-8 of Law 3016/2002 on corporate governance may apply to the Company by way of analogy.
2. The terms and conditions of a part of or all provisions mentioned in paragraph 1 of the present article may be set out by a decision made by the Company's Board of Directors.
3. The Company's Board of Directors may, upon decision made by it, draw up the Company's Internal Rules of Operation. The Rules may include all or a part of the provisions of article 6 para 2 of Law 3016/2002, as well as more specific provisions, internal rules and arrangements for the operation of the company, the exact content of which shall be set out in a decision made by the Board of Directors.

CHAPTER D

GENERAL ASSEMBLY

ARTICLE 11

Convocation of the General ASSEMBLY

1. The invitation for the General Assembly shall be published by its registration to the

company's Section in the General Electronic Commercial Registry (G.E.MI.) at least twenty (20) full days prior to the meeting date.

2. By decision of the Board of Directors, the General Assembly may not be convened at a specific place, but may take place completely through the remote participation of the shareholders and the persons entitled to be present at the General Assembly according to the provisions of Article 127 of Law 4548/2018, using audiovisual or other electronic means, as provided for under Article 125 of Law 4548/2018.
3. The participation to the voting procedure can be done remotely, by post or by electronic means, taking place prior to the Assembly. The agenda items and ballots may be available and filled out electronically via the Internet or in printed format at the company's registered seat. The shareholders voting by post or by electronic means are taken into account for achieving the quorum and the majority, given that the related votes have been received by the company no later than twenty-four (24) hours prior to the commencement of the Assembly. For the application of this paragraph, the Board of Directors shall decide on the adoption of the procedures for the remote participation in the General Assembly, the identity validation of the participating person and the origin of the vote, as well as the security of the electronic or other connection.

Article 12

Meetings of the General Assembly

1. Shareholders may participate in the General Assembly either in person or by proxy. The appointment and recall or replacement of the shareholder's representative or proxy holder shall be made in writing or by email and shall be notified to the company no later than the General Assembly date.
2. During the meetings of the General Assembly, the Chairperson of the Board of Directors shall temporarily preside. The Chairperson shall also appoint the person acting temporarily as secretary.
3. The General Assembly shall elect by simple majority of the votes represented thereat the final board, which shall consist of the Chairperson and one or two secretaries undertaking also teller duties.
4. The minutes of the General Assembly shall be signed by the General Assembly's Chairperson and Secretary. Copies or extracts thereof shall be issued by those persons entitled to issuing copies and extracts of the Board of Directors Minutes.
5. The drawing up and signing of the minutes by all the shareholders or their proxies shall be valid upon decision made by the General Assembly. This arrangement shall also apply, even if the shareholders or their proxies agree for a decision made by the majority thereof to be recorded in the minutes without a meeting. The relevant minutes shall be signed by all shareholders with reference to any minority views. The signatures of the shareholders or their proxies may be replaced by the exchange of emails.

ARTICLE 13

Decision-making by voting without meeting

1. The General Assembly decisions, with exception to the decisions made on the Ordinary General Assembly agenda items, may be made by the shareholders without a meeting taking place, in accordance with the procedure and the terms outlined herein, in case the following conditions are met:
 - a) The shares of the company aren't traded in a regulated market.
 - b) All shareholders have communicated to the company their electronic contact details.
 - c) Minority vote of one fifth (1/5) of the share capital does not object to the decision-making procedure outlined in the present article. A statement related hereto must be sent to the Board of Directors within forty-eight (48) hours after the proposal made by the Board of Directors, in accordance with the paragraph 2 below.
2. Decisions of the shareholders without a prior meeting shall be made upon proposal of the Board of Directors to the shareholders for making a specific decision without a prior meeting and for the majority of the shareholders to accept the proposal, represented by a percentage of 50% plus one shares of the total contributed share capital corresponding to common shares. The provisions on quorum shall not apply and the majority shall be taken into account on the total number of the shares with voting rights. The persons with a shareholding capacity during the communication of the proposal by the Board of Directors with the total number of voting rights held at that time have the right to participate in the decision-making procedure without prior meeting.
3. The proposal of the Board of Directors introduced in paragraph 2 shall be notified to all shareholders to the email address they have provided to the company. The proposal must be sent to all shareholders on the same day. The proposal includes the full draft of the decision, the necessary explanations provided by the Board of Directors, the way the shareholders shall be entitled to state to the company whether they agree or disagree with this proposal and the shareholders' related response deadline, which may not be less than seven (7) or greater than thirty (30) days from the day the proposal was sent. The deadline shall apply to all shareholders. The proposal shall be accompanied by any other document or information required to be submitted to the shareholders by law.
4. A decision without prior meeting shall not be deemed to have been made before the deadline of forty-eight (48) hours set out in paragraph 1 herein passes, even if all shareholders' statements were received earlier by the company. A shareholder's statement received by the company after the provided for response deadline shall not be taken into account. The shareholders' statements shall be irrevocable. The burden of proof for the adoption or non-adoption of the proposal and the time thereof shall be borne by the company. The Board of Directors must notify without culpable delay all shareholders of the result of the procedure and to ensure that this procedure was fully followed.

5. The decision made based on this article shall be recorded in the minutes book.
6. Within three (3) days from the Board of Directors proposal under paragraph 2, the shareholders may request that the Board of Directors provides any clarifications or information on the company's affairs, to the extent such clarifications and information are useful to the actual evaluation of the draft of the decision made without prior meeting. This information shall be sent to the email address of all shareholders within two (2) days upon receipt of the request.

ARTICLE 14
Quorum-Majority

1. The General Assembly, with the exception of the decision-making Assemblies mentioned under paragraph 4 of the present Article 14, shall be in quorum and validly meet on the items of the agenda, when shareholders representing at least one fifth (1/5) of the contributed share capital are present in person or by proxy.
2. If such quorum is not accomplished, the General Assembly shall convene anew within twenty (20) days from the date of the cancelled meeting, following an invitation sent at least ten (10) full days prior thereto. During this repeat meeting, the General Assembly shall be in quorum and validly meet on the items of the initial agenda, regardless of the percentage of the contributed share capital represented at the Assembly. A new invitation shall not be required, if the initial invitation had already determined the place and time of the repeat meeting, provided that the repeat meeting takes place at least five (5) days after the cancelled meeting.
3. The General Assembly decisions, with the exception of the decisions mentioned in paragraph 4 of the present Article 14, shall be made by absolute majority of the votes represented thereat.
4. In relation to decisions concerning:
 - (a) changes to the Company's nationality following a transfer of its registered seat to a country outside the European Union;
 - (b) changes to the Company's purpose;
 - (c) increase of the Company shareholders' obligations;
 - (d) issuance of Additional Transferrable Securities (as defined under Article 9), with the exception of the issuance of (i) Additional Transferrable Securities offered to the shareholders by preference or upon admission to trading in an organized market of a part or the total number of the Company's shares or other financial instruments representing such shares, and (ii) new shares required by the law or regulations or following the capitalization of reserves;
 - (e) share capital decrease, with the exception of (i) a share capital decrease resulting from cancelling own shares or (ii) from capital return instead of dividends; (f) merger, demerger,

conversion into a company of different legal form, revival, extension of duration, dissolution or liquidation of the Company;

(g) cancellation or restriction of the Company's share preference rights; and

(h) provision of any loan, credit, guarantee or security on the Company's assets or in favor of any person in order to acquire Company shares;

(i) change to the duration of the société anonyme from indefinite to fixed-term and vice versa,

the General Assembly shall be in quorum and validly meet on the aforementioned items, when shareholders representing one half (1/2) of the contributed share capital are present in person or by proxy.

5. The decision mentioned under the previous paragraph of this Article shall be made by majority of at least two thirds (2/3) of the votes represented at the Assembly.

CHAPTER E

OTHER PROVISIONS

ARTICLE 15.

Fiscal period – Profit distribution

1. The fiscal period shall have a duration of twelve (12) months, commencing on 1 January and ending on 31 December of each year. Exceptionally, the first fiscal period shall commence from the date of the company's legal incorporation until 31 December of the same year.

2. The distribution of net profits remaining upon forming an ordinary reserve, shall be carried out in accordance with the provisions of the law and the applicable decision made by the General Assembly each time.

3. The General Assembly may decide for the members of the Board of Directors to receive remuneration by way of participation in the fiscal period's profits. The amount of the aforementioned remuneration shall be determined by decision of the General Assembly, which shall be made by simple quorum and majority.

CHAPTER F

TRANSITIONAL PROVISIONS

ARTICLE 16

First Board of Directors – Representation

1. The First Board of Directors managing the Company shall consist of four members, the term whereof shall commence from the date of the company's legal incorporation and end upon election of a new Board of Directors by the first Ordinary General Assembly convening after the end of the first fiscal period and shall consist of the following

persons:

- 1) **MICHAEL PETYCHAKIS, son of Nikolaos and Antigoni**, programmer, who was born in Athens on 27/10/1987 and is a resident of Halandri, Attica, at 5, Lefkon Oreon street, holder of the personal identity card under number X582147 issued on 9/10/2003 by the Police Department of Vrilissia, with a VAT Reg. no. 147164455 of the Tax Office of Holargos, as Chairperson and Chief Executive Officer;
- 2) **CHRISTOPHER GEORGE MOHONEY**, son of Michael Allen Mohoney and Susan Claire Morris, who was born in Wisconsin, USA, on 27/8/1987 and is a resident of the United States of America, holder of the American passport under number 566328904 issued on 21/8/2018 and is valid until 20/8/2028, American citizen, with VAT Reg. no. 176452405 of the Tax Office for Foreign Residents, as Member;
- 3) **ROBERT JAMES ALBERT WELLS**, son of Anthony Robert Wells and Lorraine Maria Cordell, who was born in Sidcup on 9/7/1970 and is a resident of the United Kingdom, holder of the British passport under number 504519814 issued on 4/2/2013 and is valid until 4/2/2023, British citizen, with VAT Reg. no. 176452430 of the Tax Office for Foreign Residents, as Member;
- 4) **DREW CONSTANTINE DELIS**, son of Dean Constantine Delis and Margaret Ann Wilson, who was born in California, USA, on 24/11/1987 and is a resident of the United States of America, holder of the American passport under number 545665894 issued on 26/4/2016 and is valid until 25/4/2026, American citizen, with VAT Reg. no. 176452417 of the Tax Office for Foreign Residents, as Member.

2. Each and every one of the members of the Board of Directors shall represent the Company, acting on their own, as follows:

1. shall supervise and verify all Company transactions with third parties, as well as the account transactions regarding the aforementioned transactions, shall specify and accept purchases of any kind, deciding at their discretion on the method of payment, either being in cash or on credit;
2. shall approve and sign beneath the company name all documents related to the transactions of the Company with third parties, including the Company correspondence;
3. shall represent the Company before any Public, Police, Administrative, Customs, Port, and Municipal Authorities, including Public Utility Companies (PPC, Greek Telecommunications Organization, etc.) and credit institutions, and shall take all necessary actions to defend the interests of the Company, accepting and signing for the above reason all required documents, and shall represent the Company in general in any civil, criminal, administrative, and tax Court, of any instance and jurisdiction, including the Hellenic Supreme Court, the Hellenic Council of the State, and the Hellenic Court of Audit, shall appoint lawyers and other attorneys to represent the Company at the Greek Courts and other Authorities, granting them the required judicial authorization, for a specific or indefinite period, and concerning some of the powers and competences assigned to him/her under the present, acting at his/her discretion, and shall decide on

any actions by which rights are acquired or assigned, or obligations are agreed;

4. shall agree on and sign all kinds of private agreements and notarial deeds, including employment agreements, on behalf and on the account of the Company, to achieve and in the context of its corporate purpose;
5. shall specify and verify all expenses related to the operation of the Company, and shall monitor and undertake the opening of and the execution of transactions of all Company accounts kept in Banks, shall collect money transferred or owed for any reason to the Company, shall receive bills of lading, signing for the issuance thereof any document required, shall conclude and terminate leases, and in general shall perform all management actions, where the above listing is indicative and not exhaustive;
6. shall receive money owed to the Company by the Greek State, either in the form of tax returns or return of interest, or for any other reason;
7. shall make all kinds of payments for the Company to repay its obligations and shall collect money owed to the Company by any natural or legal person, governed by Public or Private Law, and shall issue, sign and provide any receipt required;
8. shall issue and sign copies or extracts from the minutes of the Meetings of the Board of Directors and/or of the General Assemblies of the Company, intended to be used before the State and any other State or Municipal Authority, in Courts, Banks, before Notaries, etc;
9. shall open and make transactions to the Company bank accounts, by depositing and withdrawing money, shall sign cheques and issue, accept, and endorse bills of exchange and promissory notes, binding the Company by placing their signature under the company name.

The Company shall be managed and represented, indicatively, before any authority, body, organization, service, court, bank, credit institution and any other third party by any of the members of the Board of Directors, acting on behalf of the company, only by signing under the company name.

The Board of Directors may at any time proceed to a different capacity allocation among its members.

ARTICLE 17

Share Capital Coverage and Payment.

1. The company's share capital referred to under Article five (5) herein amounting to twenty-five thousand euros (EUR 25,000.00) and the two thousand five hundred (2,500) nominal shares, each one having a nominal value of ten euros (EUR 10.00), corresponding thereto, was borne by the sole founder of the company and shall be covered entirely by it, which will be paying up the amount of twenty-five thousand euros (EUR 25,000.00) and receiving two thousand five hundred (2,500) shares, each one having a nominal value of ten euros (EUR 10.00).

2. The sole founder must pay up to the company's special account kept at a credit institution lawfully operating in Greece or a country in the European Economic Area (EEA) the total amount of the shares received, which corresponds to the money contribution immediately after registering the founding act to the General Electronic Commercial Registry (G.E.MI.) along with the Articles of Association and the administrative decision for the company's incorporation and the approval of its Articles of Association, where necessary.

ARTICLE 18

AUDIT

The provisions of Law 4308/2014, as in force following the application of the Law 4548/2018, apply for the company's audit.

ARTICLE 19

AUTHORIZATION

The contracting party, in the capacity he appears in, grants the irrevocable special mandate and power of attorney to Panagiotis Zervas, son of Nikolaos and Olga, holder of a personal identity card under number X008118/24-10-2001 issued by the Police Department of Exarcheia, to submit these Articles of Association for approval by the competent supervisory authority and to represent him before it, with the more special mandate and power of attorney to draw up and sign as his proxy the relevant notarial document, with which omissions shall be recovered, mistakes shall be corrected, and the provisions of these Articles of Association shall be completed or amended or codified freely in his discretion.

ARTICLE 20

GENERAL PROVISIONS

For any matters not regulated by these Articles of Association, the provisions of Codified Law 2190/1920, as amended and in force following the application of Law 4548/2018, shall apply.

The total average amount of all expenses required for the company's incorporation and borne by it, shall amount to approximately two thousand euros (EUR 2,000.00).

Reference is made that in accordance with para 4 of Article 11 of the Emergency Law 148/1967, as amended by para 2 Article 7 of the Legislative Decree 34/1968 and interpreted by the single Article of the Legislative Decree 665/1970, these Articles of Association shall be exempted from stamp duties, levies or other charges in favor of the State or third parties and that for this agreement, according to para 2 of Article 7 of the Legislative Decree 34/1968, no levies in favor of the Lawyers' Fund or the Athens Lawyers' Welfare Fund shall be due without prejudice to the provisions of Article 18 of the Law "On determining the Value-Added Tax rate and regulating other matters".

IT IS NOTED THAT:

According to a statement of the contracting party, in the capacity he appears in, in accordance with Law 1599/1986, his permanent residence and the registered seat of the company he represents shall be the one mentioned in the beginning of this contract.

I, the Notary Public, reminded the person before me that these Articles of Association shall

be subject to the publication procedure pursuant to the provisions of the Law 3853/2010, as currently in force.

In witness whereof, this contract has been drawn up in fourteen (14) sheets. A stamp duty of six euros (EUR 6.00) has been affixed for the copies. For the fees for the present document to be drawn up, as well as for the fees for the issuance of three copies, five hundred eight euros (EUR 508.00) have been collected. On the collected fees, a VAT of one hundred twenty one euros and ninety-two cents (EUR 121.92) has been collected.

A 20% withholding tax has been applied to the fee of the notary public, i.e. one hundred one euros and sixty cents (EUR 101.60).

I read this contract loud and clear, for the contracting party to hear it, who in the capacities he appears before me certified its entire content and it was signed by him and by me, the notary public, as required by law.

True copy of the single codified text and new body of the articles of association, as formed and in force following the decision of the General Assembly of the Company's shareholders dated 6-10-2021.

The Chairperson of the Board of Directors and
Chief Executive Officer

Michael Petychakis