

# **MALTA BUSINESS REGISTRY**

**REGISTRY OF COMPANIES**

**MALTA**

**Limited Liability Company**

**Extract from the Registered Documents**

**of**

**THE GENERAL SOFT DRINKS COMPANY LIMITED**

Registration No. C 1591

Registered on the 6th day of MAY 1969

Company No. ....C 1591.....

# ***MALTA BUSINESS REGISTRY***

## ***REGISTRY OF COMPANIES***

***MALTA***

I certify that the following and attached is a true copy of a document/s filed and registered in terms of the provisions of the Companies Act, 1995.



**MARIA CARUANA**

.....  
*f/Registrar*

*This .....16th..... day of .....September..... 2021...*

Form K

No. of Company C 1591

COMPANIES ACT, 1995

REGISTRY



Notification of changes among directors or company secretary or in the representation of a company

Pursuant to Section 146 (1)

CS

27 DEC 2017

Name of Company The General Soft Drinks Company Limited

Delivered by Maurice F Mizzi

To the Registrar of Companies:

(a) The General Soft Drinks Company Limited

hereby gives notice in accordance with Section 146 (1) of the Companies Act, 1995 that:-

Mr. Hugh Mercieca, holding Maltese Identity Card No. 342944M residing at 65, Tricia, Triq it-Tiben, Swieqi, SWQ 3037 has resigned as secretary of the company;

Mr. Kevin Caruana, holder of Maltese Identity Card No. 20073M residing at 18, Hedera, Triq id-Dawwara, Attard, ATD 2230 has been appointed as Secretary of the company.

Effective Date of Change 18<sup>th</sup> December 2017.

Signature .....

Maurice F. Mizzi  
Director

Dated this 18<sup>th</sup> day of December of the year 2017.

*This form must be completed in typed form.*

(a) State company name.

\* Delete as necessary.



THE GENERAL SOFT DRINKS  
CO LTD



C 1591/89  
BQ  
20 NOV 2017

Resolution in writing of the shareholders of the Company in terms of article 210 of the Companies Act.

The shareholders of the Company hereby resolve to amend clause 3 ("Objects") of the Memorandum of Association of the Company as follows:

1. Paragraph (b) of clause 3 shall be re-designated as paragraph (c);
2. Paragraph (c) of clause 3 shall be re-designated as paragraph (d);
3. Paragraph (d) of clause 3 shall be re-designated as paragraph (e);
4. Paragraph (e) of clause 3 shall be re-designated as paragraph (f);
5. Paragraph (a) of clause 3 shall be amended as follows:

"To produce, bottle, can and package any beverages, soft drinks, dietetic products and foodstuff in general "

- 6 Following paragraph (a), there shall be inserted the following new paragraph:

"(b) To sell, distribute and otherwise deal in goods referred to in sub-clause (a) above in so far as such goods are produced, bottled, canned and packaged by the Company "

- 7 Paragraph (e) of clause 3 re-designated as paragraph (f) shall be amended as follows:

"(f) In general to do such other things as may be necessary for and/or incidental to the attainment of the objects of the Company or any of them, including the acquisition directly or indirectly of shares of stock or interests in other enterprises."

8. Following paragraph (f), there shall be inserted the following new paragraph:

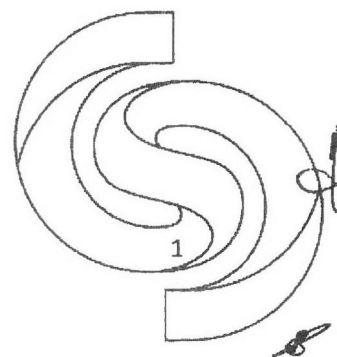
"(g) To enter into recycling schemes as may be necessary for the better attainment of the objects of the company (including but not limited to becoming a member or shareholder of GreenPak Co-op Society Limited)."

- 9 That the Memorandum and Articles of Association of the Company be replaced *in toto* with the ones attached hereto so as to *inter alia* give effect to the changes in (1) to (8) above.

10. That the Company Secretary be and is hereby authorised and instructed to file this resolution in writing with the Registrar of Companies.

Signed and dated 3/11/2017

The General Soft Drinks Co Ltd,  
Marsa Industrial Estate Marsa,  
Malta MRS 3000  
Re no C1591  
☎ +356 2229 1000  
🌐 gsd.com.mt  
✉ info@gsd.com.mt





THE GENERAL SOFT DRINKS  
CO LTD

Name: Mr Brian R Mizzi  
I.D. 942846M  
for Daragon Limited

Name: Mr Kenneth C Mizzi  
I.D. 807248M  
for Demoncada Holdings Limited

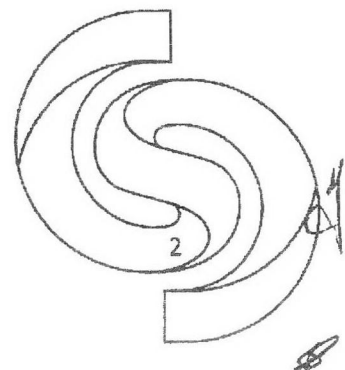
Name: Mr Maurice F Mizzi  
I.D. 84036M  
for Investors Limited

Name: Mr Maurice F Mizzi  
I.D. 84036M  
For Mizzi Organisation Limited

Name: Ms Angele Calleja  
I.D. 407357M  
for Demoncada Holdings Limited

Name: Mr Brian R Mizzi  
I.D. 942846M  
for Mizzi Organisation Limited

Name: Mr Kenneth C Mizzi  
I.D. 807248M  
for Mizzi Organisation Limited





**COMPANIES ACT 1995**  
**LIMITED LIABILITY COMPANY**  
**MEMORANDUM OF ASSOCIATION**  
**OF**

**THE GENERAL SOFT DRINKS COMPANY LIMITED**

1. **NAME**

The name of the Company shall be **THE GENERAL SOFT DRINKS COMPANY LIMITED.**

2. **REGISTERED OFFICE**

The Registered Office of the Company shall be at **MARSA INDUSTRIAL ESTATE, MARSA, MRS3000** or any other address in Malta as may be determined from time to time by the Board of Directors.

3 **OBJECTS**

The objects for which the Company is established are the following:-

- a) To produce, bottle, can and package any beverages, soft drinks, dietetic products and foodstuff in general.
- b) To sell, distribute and otherwise deal in goods referred to in sub-clause (a) above in so far as such goods are produced, bottled, canned and packaged by the Company.
- c) To purchase, take on lease or in exchange, hire sell or otherwise acquire or dispose of any immovable or movable property for the purpose of attaining the objects of the Company or any of them
- d) To borrow or raise money in such manner as the Company shall think fit in particular by the issue, of debentures, and to secure the repayment of any money so borrowed or raised by hypothecation, charge or lien upon the whole or any part of the Company's property or assets, whether present or future, including its uncalled capital; and to secure the performance by the Company of any debt liability or obligation it may undertake, and to guarantee the indebtedness, liabilities and obligations undertaken by third parties including securing such third party indebtedness, liability or obligation by way of hypothecation or charge over all or part of its assets.
- e) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading warrants, and other negotiable, transferable or mercantile instruments

J  
B

- f) In general to do such other things as may be necessary for and/or incidental to the attainment of the objects of the Company or any of them, including the acquisition directly or indirectly of shares of stock or interests in other enterprises.
- g) To enter into recycling schemes as may be necessary for the better attainment of the objects of the company (including but not limited to becoming a member or shareholder of GreenPak Co-op Society Limited).

#### 4. LIMITED LIABILITY

The liability of the members shall be limited to the amount unpaid, if any, on the share capital issued in their name;

#### 5. SHARE CAPITAL

##### a) Authorised

The Authorised Share Capital of the Company is one hundred sixteen thousand, four hundred sixty-eight Euro and sixty-five cents (€116,468.65) divided into 50,000 Ordinary Shares of two Euro and thirty two nine three seven three cents (€2.329373) each,

##### b) Issued

The Issued Share Capital is one hundred sixteen thousand, four hundred sixty-eight Euro and sixty-five cents (€116,468.65) divided into 50,000 Ordinary Shares of two Euro and thirty two nine three seven three cents (€2.329373) each. These Shares are fully paid up and Subscribed as follows.

**DEMONCADA HOLDINGS LIMITED – C3858**  
**MIZZI ORGANISATION CORPORATE OFFICE**  
**TESTAFERRATA STREET**  
**TA' XBIEX XBX 1407**  
 16,666 Ordinary Shares of €2.329373 each €38,821.33

**DARAGON LIMITED - C2562**  
**MIZZI ORGANISATION CORPORATE OFFICE**  
**TESTAFERRATA STREET**  
**TA' XBIEX XBX 1407**  
 16,666 Ordinary Shares of €2.329373 each €38,821.33

**INVESTORS LIMITED – C26602**  
**'RAS RIHANA'**  
**BIDNIJA, MOSTA**  
 16,666 Ordinary Shares of €2.329373 each €38,821.33

**MIZZI ORGANISATION LIMITED – C813**  
**MIZZI ORGANISATION CORPORATE OFFICE**  
**TESTAFERRATA STREET**  
**TA' XBIEX XBX 1407**  
 2 Ordinary Shares of €2.329373 each €4.66

*[Handwritten signature]*

6. **BOARD OF DIRECTORS**

The management and administration of the company's affairs is entrusted to a Board of Directors composed of not less than two (2) and not more than five (5) directors

The present directors are:-

**MR MAURICE F. MIZZI**  
**RAS RIHANA**  
**TRIQ TAL-MILORD**  
**IL-MOSTA**

**I. D. No. 84036(M)**

**MR BRIAN R. MIZZI**  
**1, PRINJOLA**  
**WIED IL-GHASRI**  
**L-GHASRI**

**I. D. No. 942846(M)**

**MR KENNETH MIZZI**  
**17, WESGHA TAL-MUZEW**  
**IR-RABAT (MALTA)**

**I. D. No. 807248(M)**

The appointment and removal of directors shall require the consent in writing of members holding not less than fifty one per cent (51%) of the issued paid up share capital of the company in accordance with section 140(1) of the Act:

7. **SECRETARY**

The secretary of the company shall be:-

**MR HUGH MERCIECA**  
**65, TRICIA**  
**TRIQ IT-TIBEN**  
**IS-SWIEQI**

**I. D. No. 342944(M)**

8. **PRIVATE COMPANY**

The Company is a private company:


9. **LEGAL & JUDICIAL REPRESENTATION**

Any two Directors shall have the legal and judicial representation of the Company; provided that without prejudice to the aforesaid, the Board may from time to time additionally appoint a person to appear for and on behalf of the Company in particular transactions or circumstances.

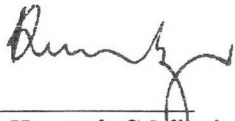




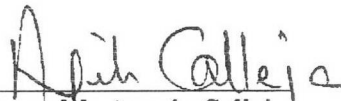
Signed and dated 3/1/17



Name: Mr Brian R Mizzi  
I.D. 942846M  
for and on behalf of  
**Daragon Limited**



Name: Mr Kenneth C Mizzi  
I.D. 807248M  
for and on behalf of  
**Demoncada Holdings Limited**




Name: Ms Angele Calleja  
I.D. 407357M  
for and on behalf of  
**Demoncada Holdings Limited**



Name: Mr Maurice F Mizzi  
I.D. 84036M  
for and on behalf of  
**Investors Limited**



Name: Mr Brian R Mizzi  
I.D. 942846M  
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Name: Mr Maurice F Mizzi  
I.D. 84036M  
for and on behalf of  
**Mizzi Organisation Limited**



Name: Mr Kenneth C Mizzi  
I.D. 807248M  
for and on behalf of  
**Mizzi Organisation Limited**



**COMPANIES ACT 1995**  
**LIMITED LIABILITY COMPANY**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**THE GENERAL SOFT DRINKS COMPANY LIMITED**

**1. PRELIMINARY**

"The Act" means the Companies Act 1995 or any amendment or re-enactment with or without amendments thereof

- 1.1 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles are registered
- 1.2 The regulations contained in Part 1 of the First Schedule to the Act shall apply to the Company unless they are modified or varied hereby.
- 1.3 The Company is established as a Private Company within the meaning of the Companies Act 1995 and accordingly:-
  - a) The right to transfer its share is restricted
  - b) The number of shareholders of the Company is limited to fifty (50) provided that where two or more persons hold one or more shares in the company jointly, they shall for the purpose of this regulation be treated as a single member.
  - c) The company shall not have the power to issue share warrants to bearer.
  - d) Any invitation to the public to subscribe for any shares or debentures in the company is prohibited.

Regulation 1 and 3 contained in Part II of the First Schedule to the Act shall not apply to the Company.

- 1.4 The Company shall have the status of an exempt company and accordingly -
  - a) The number of persons holding debentures of the company shall not be more than fifty,
  - b) No body corporate is a director of the company; and neither the company nor any of its directors is party to an arrangement whereby the policy of the company is capable of being determined by persons other than the directors, members or debenture holders thereof.

Provided that in case that an exempt company is the holder of shares in the company, the total number of persons holding shares, directly or indirectly, in the company shall not exceed fifty, as prescribed in Section 211(2) of the Companies Act.



## **2. SHARE CAPITAL AND SHARES**

- 2.1 Subject to any direction to the contrary given by the Company in General Meeting, the whole of any of the unissued share capital of the Company for the time being shall be under the control of the Board of Directors who may grant options over, allot or otherwise dispose of the same to such persons and on such terms and conditions and with such preferred, deferred or other special rights and privileges and subject to such restrictions whether in regard to dividend, voting, return of capital or otherwise and either at par or at a premium and at such time as the Board of Directors may think fit, provided that, in the case of any additional capital, the shares, before they are offered, or issued, are in the first place to be offered to the existing members of the Company who shall be entitled to take them up between them in proportion as nearly as may be to the number of shares held by them.
- 2.2 Unless otherwise provided in the terms of issue each share in the Company shall give the right to one (1) vote.

## **3. TRANSFER AND TRANSMISSION OF SHARES**

- 3.1 If any member (hereinafter referred to as the transferring member) wishes to transfer his shares or any of them, he shall inform the directors by a notice in writing (hereinafter referred to as the transfer notice) specifying the number of shares to be transferred, the name of the proposed transferee, if any, and his estimated valuation of each share. The transferring member shall not be entitled to revoke a transfer notice without the consent in writing of the Directors.
- 3.2 The receipt by the Directors of a transfer notice shall constitute an authority to them to offer for sale the shares specified therein at a fair valuation to be ascertained as follows:-
- a) at the member's estimated valuation, if considered by the Directors to be a fair one.
  - b) at a value placed on them by the auditors where the member's valuation is not considered by the Directors to be a fair one
  - c) at a valuation placed on them by any other person whom the Directors, with the consent in writing of the transferring member, shall appoint where for any reason the auditors shall not make the said valuation.
- 3.3 When a fair value of the shares has been determined in the manner prescribed in Clause 3.2, the Directors shall by notice in writing inform the transferring member and shall cause a notice to be sent to every other member of the Company stating the number and the fair value of the Shares for sale and inviting them to state, in writing within fourteen (14) days, what number of Shares, if any, they are willing to purchase.
- 3.4 On the expiration of the said 14 days, the Board of Directors shall allocate the said Shares to the members willing to purchase. If the requests for the shares exceed the number for sale, the directors shall apportion the shares in accordance with the purchasing members' existing shareholdings.
- 3.5 The transferring member shall complete and execute transfers of the said shares in accordance with the allocation by the Directors and shall surrender to the Company his share certificate.
- 3.6 If the Board of Directors shall be unable within one month of receipt of the notice referred to in clause 3.1, to find a purchaser or purchasers for all or any of the shares amongst the holders

of the existing shareholding, the Board of Directors may at its absolute discretion and without being required to give any reason therefor, refuse to register any proposed transfer.

- 3.7 Notwithstanding what is contained in the preceding articles, no restriction on the transfer shall apply:-

- a) where such transfer takes place whether *intervivos* or *causa mortis* to an ascendant or descendant of a transferring member or to the spouse of a member.
- b) where all shareholders unanimously approve, in writing, the proposed transfer.

#### 4. PROCEEDINGS AT GENERAL MEETING

- 4.1 No business shall be transacted at any General Meeting unless one or more of the shareholders holding between them at least sixty per cent (60%) of the issued share capital are present in person or by proxy.

Save as hereunder provided, if within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the following day at the same time and place or to such other day and at such other time and place as the directors may determine and if at the adjourned meeting a quorum as defined above is not present within half an hour from the time appointed for the meeting, the member shall constitute a quorum provided they hold not less than forty per cent (40%) of the issued paid up shares of the company.

Any alteration in the Memorandum and Articles of Association of the company, the issue and conversion of shares and the dissolution of the Company shall require the consent in General Meeting a member or members holding not less than seventy five per cent (75%) of the issued paid up shares of the Company.

- 4.2 Without prejudice to the regulations contained in section 210 of the Act, all general meetings shall be held in Malta.

#### 5. DIRECTORS

- 5.1 A director need not hold shares in the company.
- 5.2 The first directors of the company shall serve without retirement until death or until they shall retire or be removed in accordance with Section 140 of the Act of the provisions of the Memorandum of Association
- 5.3 Any director may by writing appoint any person who is approved by the other Directors for the time being to be an alternate Director in his place during his absence from Malta, either generally or on any particular occasion, and such appointment shall have effect and such appointee, whilst he holds Office as an alternate Director, shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly. A Director who is also an alternate Director shall be entitled, in addition to his vote, to a separate vote on behalf of the Director he is representing. An alternate Director shall ipso facto, vacate his office if and when the appointer vacates his office as a Director or removed the appointee from office, and any appointment and removal under this Article shall be effected by notice in writing to the Company under the hand of the Director making the same

6. **BORROWING POWERS**

- 6.1 The borrowing power of the company shall be unlimited and shall be exercised by the Board of Directors.

7. **POWERS AND DUTIES OF DIRECTORS**

- 7.1 Any two Directors shall have the legal and judicial representation of the Company; provided that without prejudice to the aforesaid the Board may from time to time additionally appoint a person to appear for and on behalf of the Company in particular transactions or circumstances.

8. **SECRETARY**

- 8.1 The directors may appoint a secretary for such term and upon such conditions as they may think fit.

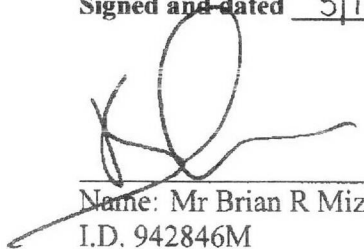
9. **PROCEEDINGS OF DIRECTORS**

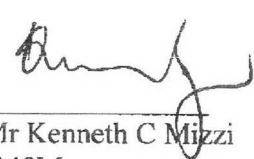
- 9.1 The quorum at a Directors' meeting shall be one.


10. **NOTICES**

- 10.1 Notice of shareholders' meetings shall be delivered by registered post to all shareholders whether their registered address is in Malta or not and shall be deemed not to have been duly convened unless at least fourteen (14) days' notice has been given in writing.

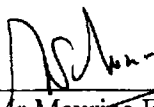
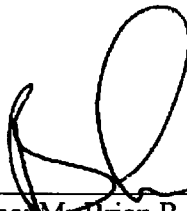
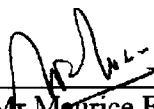
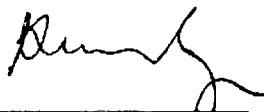
Signed and dated 3/11/17

  
Name: Mr Brian R Mizzi  
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I.D. 84076M  
for and on behalf of  
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