

# **MALTA BUSINESS REGISTRY**

REGISTRY OF COMPANIES

MALTA

Limited Liability Company

**Extract from the Registered Documents**

**of**

**GSD MARKETING LIMITED**

Registration No. C 3774

Registered on the 5th day of SEPTEMBER 1977

Company No. ....C 3774.....

# ***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...*

C3974/74

**Form K**

No. of Company C 3774

**COMPANIES ACT, 1995**

**AS**

**20 DEC 2017**



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

Pursuant to Section 146 (1)

Name of Company **GSD Marketing Limited**

Delivered by **Maurice F Mizzi**

To the *Registrar of Companies*

(a) **GSD Marketing 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



GSD Marketing Ltd



AA  
- 9 MAY 2017  
C 3774/72.

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 (n) of clause 3 shall be re-designated as paragraph (o);
2. Following paragraph (m) of clause 3, there shall be inserted the following new paragraph:

"(n) 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).

3. 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 (2) above
4. That the Company Secretary be and is hereby authorised and instructed to file this resolution in writing with the Registrar of Companies.

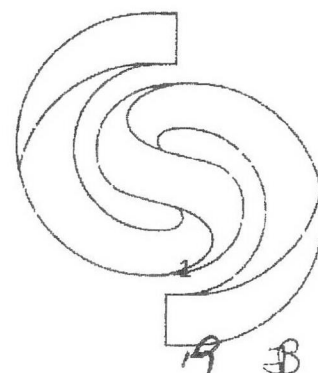
Signed and dated 23/3/2017

Name: Mr Brian R Mizzi  
I.D. 942847M  
for Daragon Limited

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

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

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



Memorandum and Articles of Association of  
GSD Marketing Limited



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**GSD Marketing Limited**

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**Memorandum and Articles of  
Association**

Companies Act  
(Cap386 of the Laws of Malta)

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**CAMILLERI PREZIOSI**  
ADVOCATES

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**MEMORANDUM OF ASSOCIATION  
OF  
GSD MARKETING LIMITED**

**1. Name**

The name of the company is GSD Marketing Limited ("the Company").

**2. Registered Office**

The registered office of the Company shall be at Marsa Industrial Estate, Marsa, MRS 3000, Malta.

**3. Objects**

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

- (a) to carry on business of importers and distributors of alcoholic spirits, non-alcoholic beverages, wines, table and mineral waters, cigars, cigarettes and tobacco merchants.
- (b) To provide equipment and services relating to transport and distribution of all types of merchandise including all kind of beverages, edible and consumable items including handling of the said goods and merchandise both for the local market and overseas.
- (c) To carry on the business of hotel, restaurant, café, roadhouse, club auto-court, motel and holiday camp; to fix up and furnish any property or properties for the purpose of letting, hiring or selling the same whether furnished or unfurnished to visitors, guests, tenants or purchasers (whether as single rooms, double rooms, suites, chalets, villas, houses, bungalows or otherwise) and to provide all things necessary for their entertainment and enjoyment both on land and at sea; to buy and sell to any person, import, export, produce, manufacture or otherwise deal in food, food products, meat, groceries, fish, fruits, confectionary, wines and spirts, beer alcoholic and non-alcoholic beverages, tobacco, druggist supplies, cosmetics, linen, clothing, furniture and furnishings and all other articles required in the said business or businesses.
- (d) To carry on the business of proprietors, organisers, managers and operators of restaurants, night clubs, bars, refreshments and tea-rooms, cafes and snack bars and other places of refreshments and/or entertainment, licensed victuallers and purveyors of and caterers for all kinds of refreshments, licenses suppliers and purveyors of all kinds of alcoholic and non-alcoholic beverages and licensed caterers for public amusement, whether by the provision of dance or other music, cabaret shows or otherwise.
- (e) To build, construct, maintain, alter, enlarge, pull down, improve, decorate, furnish and remove or replace any of the Company's immovable property or accessories there to in general.
- (f) To acquire any such shares, stocks, debenture stocks, bonds, obligations and other securities by original subscription, syndicate participation, tender, purchase, exchange or otherwise and to guarantee the subscription thereof.

- (g) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or which can be carried on in conjunction therewith.
- (h) To purchase, take on lease, or otherwise acquire by emphyteusis, or under any title valid at law and deal in any movable and immovable property.
- (i) To sell, transfer, grant by title of emphyteusis, hypothecate, charge or otherwise dispose under any title valid at law any movable and immovable property.
- (j) To lend and advance or give credit to such person, firms or partnerships and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such person, firms or partnerships.
- (k) To receive money on deposit or loan and to borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purpose of or in connection with the borrowing or raising of money by the Company; to issue debentures or other securities or rights and to secure the repayment of any money borrowed, raised or owing by hypothecation, charge or lien upon the whole or part of the movable or immovable property of the Company, including its uncalled capital.
- (l) To draw, make, accept, endorse, discount, execute, and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments
- (m) To distribute among the members in specie any property of the Company, or any process of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction for the time being required by law.
- (n) 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).
- (o) To do all such other things as may be deemed incidental or conducive on the attainment of the above objects or any of them.

#### **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

The Authorised Share Capital of the Company is twenty three thousand, two hundred ninety three euros and seventy three cents (€23,293.73) divided in ten thousand (10,000) ordinary shares of €2.329373 each.

The Issued Share Capital of the Company is two thousand, three hundred thirty-four euros and three cents (€2,334.03) divided into one thousand and two (1,002) Shares of €2.329373 each, which have all been subscribed, allotted, taken up and fully paid up, as follows:

Daragon Limited C 2562 Mizzi Organisation Corporate Office Testaferrata Street Ta'Xbiex XBX 1407, Malta	334 Ordinary Shares of €2.329373 each (fully paid up)
Demoncada Limited C 2577 Mizzi Organisation Corporate Office Testaferrata Street Ta'Xbiex XBX 1407, Malta	334 Ordinary Shares of €2 329373 each (fully paid up)
Maurice Mizzi Investments Limited C 36640 'Ras Rihana' Bidnija, Mosta Malta	334 Ordinary Shares of €2 329373 each (fully paid up)

The liability of the members is limited in the case of each member to the amount (if any) unpaid of the share(s) held by him. At a General Meeting of the Company each share is entitled to one vote.

## 6. Board of Directors

The management and administration of the company's affairs is entrusted to a Board of Directors consisting of not less than one (1) and not more than five (5) directors. The present directors are:

Maurice Mizzi  
(Maltese ID Card No. 84036M)  
'Ras Rihana'  
Triq tal-Milord, Bidnija  
Mosta, MST 5051  
Malta



Memorandum and Articles of Association of  
GSD Marketing Limited

Brian Mizzi  
(Maltese ID Card No. 942846M)  
1, Prinjola  
Triq Wied l-Ghasri  
Ghasri, GSR 1130  
Gozo

Kenneth Mizzi  
(Maltese ID Card No. 807248M)  
19, Museum Esplanade  
Rabat RBT 1202

The appointment and removal of directors shall require the consent in writing of members holding no 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. Company Secretary**

The secretary of the Company shall be:

Hugh Mercieca  
(Maltese ID Card No. 342944M)  
65, 'Tricia'  
Triq it-Tiben  
Swieqi SWQ 3037  
Malta

**8. Private Company**

The company is a private company

**9. Legal and Judicial Representation**

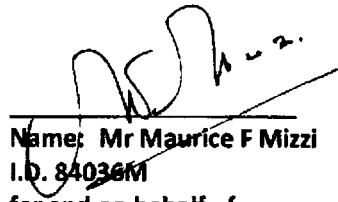
Any one (1) director shall have the legal and judicial representation of the Company, provided that without prejudice to the aforesaid the Board may from time to time additionally appoint a person or persons to appear for and on behalf of the company in particular transactions or circumstances.

Signed and dated 03/3/2017

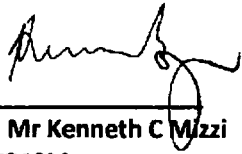
Memorandum and Articles of Association of  
GSD Marketing Limited



Name: Mr Brian R Mizzi  
I.D. 942847M  
for and on behalf of  
Daragon Limited



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



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



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

**ARTICLES OF ASSOCIATION  
OF  
GSD MARKETING LIMITED**

**1. PRELIMINARY**

- 1.1. Hereinafter the Companies Act of 1995 shall be referred to as "the Act".
- 1.2. The regulations contained in Part 1 of the First Schedule of the Act (such schedule being hereinafter referred to as "the First Schedule") shall apply to the Company save in so far as they are excluded or varied hereby
- 1.3. The Company is a private limited liability company and Part II of the First Schedule to the Act shall also apply to the Company with the exceptions of Regulations 1 and 3 thereof.
  - a) the right to transfer shares is restricted in the manner hereinafter stipulated;
  - b) the number of shareholders of the Company is limited to fifty (50) provided that were two or more persons hold one or more share in the company jointly, they shall for the purposes of this regulation be treated as a single member;
  - c) any invitation to the public to subscribe for any shares or debentures of the company is prohibited;
  - d) the company shall not have power to issue share warrants to bearer; and
- 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 the 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.

**2. Share Capital and Share Rights**

- 2.1. The shares in the original or in any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions, whether in regard to voting, dividend, return or

capital or otherwise as the Company in General Meeting may from time to time determine by Extraordinary Resolution carried in accordance with these Articles.

- 2.2. Any unissued shares of the company shall be at the disposal of the General Meeting which may by Extraordinary Resolution allot, grant options over or otherwise dispose of them to such persons, at such time and for such consideration and upon such terms and conditions as may be determined: provided that, all unissued shares of a given class, before issue, be offered to the holders for the time being of shares of that class in proportion to the number of shares of that class held by them.
- 2.3. Unless otherwise provided in the terms of issue each share in the Company shall give right to one (1) vote.
- 2.4. When a shareholder is a minor, bankrupt, interdicted or incapacitated, the rights of a shareholder in the company shall vest in and be exercised by his tutor, curator or other legal representative.

### **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. Whereas 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 members 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 descendent 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 six per cent (66%) 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 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 members present shall constitute a quorum providing 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 the shares and the dissolution of the company shall require the consent in General Meeting of 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 present 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 or the provisions of the Memorandum of Association.

5.3. A Director may appoint any other person to act as his alternate.

**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 Director and without prejudice to the aforesaid Clause 9 of the Memorandum, any other person duly authorised by the Board may represent the company in judicial proceedings, and in any agreement or obligation with third parties.

**8. SECRETARY**

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

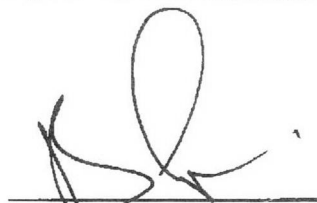
**9. PROCEEDINGS OF DIRECTORS**

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 23/3/2017

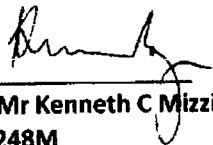


Name: Mr Brian R Mizzi  
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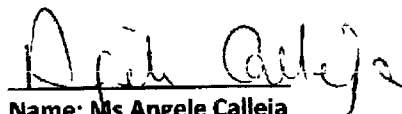


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Maurice Mizzi Investments Limited

Memorandum and Articles of Association of  
GSD Marketing Limited



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