

MALTA BUSINESS REGISTRY

REGISTRY OF COMPANIES

MALTA

Limited Liability Company

Extract from the Registered Documents

of

MIZZI ORGANISATION LIMITED

Registration No. C 813

Registered on the 7th day of APRIL 1967

Company No.C 813.....

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.



DAMIAN BORG

.....
f/Registrar

This16th..... day ofSeptember..... 2021...

C 813 / 89

Form K

No. of Company C 813

COMPANIES ACT, 1995

REGISTRY
RECEIVED
- 6 JUL 2018
CASH OFFICE

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

Pursuant to Section 146 (1)

AS

- 6 JUL 2018

Name of Company **Mizzi Organisation Limited**

Delivered by **Kevin Caruana**

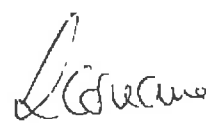
To the Registrar of Companies:

(a) **Mizzi Organisation Limited**

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

Veronica Mizzi of identity card number 317852(M), residing at Girma, Sta Maria taz-Zellieqa, Gharghur, GHR 1262, **Ms. Angela Calleja** of identity card number 407357M residing at Panorama Court, Flat 6, Triq il- Kbira, Sannat, **Ian Mizzi** of identity card number 287560(M), residing at Moncada, Triq il- Madliena, Madliena, Swieqi and **Christopher Mizzi** of identity card number 307564(M), residing at 135, La Spinola Court, Flat7, Triq Spinola, Paceville, San Giljan, STJ 3011, have been appointed as Directors of the company, with legal and judicial representation with effect from 1st July 2018.

Effective Date of Change 1st July 2018.

Signature 
Kevin Caruana
Company Secretary

Dated this 3rd day of July of the year 2018.

This form must be completed in typed form.

(a) State company name.

* Delete as necessary.

C813 / 86.

Form K

No of Company C 813

COMPANIES ACT, 1995

REGISTRY
RECEIVED
19 DEC 2017
OF COMPANIES

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

AS
21 DEC 2017

Pursuant to Section 146 (1)

Name of Company **Mizzi Organisation Limited**

Delivered by **Maurice F Mizzi**

To the Registrar of Companies.

(a) **Mizzi Organisation 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 18th December 2017.

Signature
Maurice F. Mizzi
Director

Dated this 18th day of December of the year 2017

This form must be completed in typed form

(a) State company name.

* Delete as necessary

REGISTRY
OF COMPANIES
MIZZI HOLDINGS LIMITED
E258598207
18 APR 2017

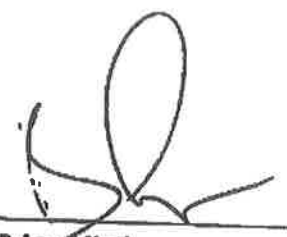
C 813/85.


AS
24 APR 2017

Shareholders Resolution

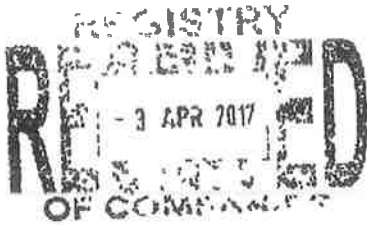
At a Board Meeting of the Company held on 22nd February 2017, it was decided and agreed that the Company name be changed from **Mizzi Holdings Limited** to **Mizzi Organisation Ltd** and the Memorandum and Articles of the Company be replaced in their entirety with the attached new set of Memorandum and Articles.


Mr Maurice Mizzi
Id 20073M


Brian Mizzi
On behalf of Daragon Ltd


Mr Kenneth Mizzi
On behalf of Demoncada Ltd


Ms Veronique Mizzi
On behalf of Demoncada Ltd



COMPANIES ACT 1995
LIMITED LIABILITY COMPANY
MEMORANDUM OF ASSOCIATION OF
MIZZI ORGANISATION LIMITED

1. NAME

The name of the Company shall be **MIZZI ORGANISATION LIMITED**

2. REGISTERED OFFICE

The Registered Office of the Company shall be at 'MIZZI ORGANISATION CORPORATE OFFICE TESTAFERRATA STREET TA' XBIEX MALTA', or any other address in Malta as may be determined from time to time by the Board of Directors

3. OBJECTS

3.1 The objects for which the Company is established are the following.

- (a) To purchase or otherwise acquire, hold and deal, solely for and on behalf of the Company, in any shares, debentures, stocks, bonds, scrip, or other securities not involving unlimited liability issued by any company or association or any supreme, municipal, local or other authority, whether in Malta or any overseas country or place
- (b) To arrange, solely for and on behalf of the Company, some or all of the investments of the Company in convenient or selected units or groups to sell or otherwise turn to account any interest or interests in any such units or groups upon such terms and conditions as shall be thought fit, to enter into, execute and carry into effect any trust deed, or trust deeds, either revocable or irrevocable and to arrange and do all acts, deeds and things necessary for or convenient for rendering any certificates or other documents of title issued by the Company marketable on any Stock Exchange and obtaining official quotations therefor
- (c) To subscribe and pay for, on such terms and conditions as may be thought fit, any such shares, debentures, bonds, scrip or other securities.
- (d) To act as practitioners in advertising, public relations consultants and marketing consultants for and on behalf of any local or foreign firms, company, industry, government and/or any other undertaking.
- (e) To buy or sell advertising space and time to and from any advertising media in Malta and/or elsewhere,
- (f) To produce layouts, artwork, drawings, photographs, sign-writing and any other such things for advertising purposes

(g) To act as contractors for display materials, building of Trade Fair stands and other similar things.

(h) To act as a market research company

(i) To market, sell and generally deal in advertising aid giveaways, materials and any other commodities associated with advertising.

(j) To act as print buyers and printers.

(k) To receive from any assets which the Company is entitled to own, dividends, capital gains, interest and any other income derived from investments including income or gains on their disposal, rents, royalties and similar income whether arising in or outside Malta, and profits or gains attributable to a permanent establishment (including a branch) of the Company;

3.2 To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.

3.3 To purchase, take on lease, hire or otherwise acquire and hold any lands, buildings, plant, machinery, goods chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.

3.4 To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.

3.5 To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.

3.6 To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and for such purpose to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.

3.7 To manage, develop, sell, lease, mortgage, grant licences or rights of, in or over, or otherwise turn to account, any property or assets of the Company.

3.8 To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise) mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.

- 3.9 To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- 3.10 To give guarantees as security for obligations of third parties. This power to guarantee is to be exercisable by the Board of Directors or its delegate (s) who are authorised to sign on behalf of the Company in this respect.
- 3.11 To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- 3.12 To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company and provided that this activity is carried out solely for and on behalf of the Company.
- 3.13 To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading warrants, and other negotiable, transferable, or mercantile instruments.
- 3.14 To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire or place, or assist in so doing, the whole or part of the Shares or securities of such Company.
- 3.15 To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- 3.16 To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- 3.17 To act as or through trustees, agents, secretaries, managers, brokers or subcontractors, and to perform the duties of any office undertaken by the Company.
- 3.18 To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies
- 3.19 To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- 3.20 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- 3.21 The objects set forth in any sub-clause of this clause shall not except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires, be deemed to be main objects of the Company

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 two million three hundred twenty nine thousand three hundred seventy three euro and forty cents (€2,329,373.40) divided as follows: -

1,000,000 Ordinary Shares of (€2.329373) each;

b) Issued

The Issued Share Capital is One million five hundred ninety seven thousand and eighteen euros thirteen cents (€ 1,597,018.13) divided into: -

685,600 Ordinary Shares of €2.329373 each;

These Shares are all fully paid up and subscribed as follows:-

MR MAURICE F. MIZZI	(I.D. No 84036-M
RAS RIHANA	
BIDNIJA	
228,533 shares of €2.329373 each	€ 532,338.60
DARAGON LIMITED	C2562
MIZZI ORGANISATION	
CORPORATE OFFICE	
TESTAFERRATA STREET	
TA'XBIEX XBX 1407	
228,533 shares of €2.329373 each	€ 532,338.60
DEMONCADA LIMITED	C2577
MIZZI ORGANISATION	
CORPORATE OFFICE	
TESTAFERRATA STREET	
TA'XBIEX XBX 1407	
228,534 shares of €2.329373 each	€ 532,340.93

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 composed of not less than two (2) and not more than ten (10) directors.

The present directors are: -

MR MAURICE F. MIZZI RAS RIHANA BIDNIJA L/O MOSTA MST 5051	(I.D NO 84036M)
MR BRIAN R. MIZZI NO 1 PRINJOLA WIED IN-GHASRI GHASRI GOZO GSR 1130	(I.D NO 942846M)
MR KENNETH C. MIZZI MUSEUM ESPLANADE RABAT RBT 1202 MALTA	(I.D NO 807247M)

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 SWIEQI SWQ 3037 MALTA	(I.D NO 342944M)
--	------------------


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.


SUBSCRIBERS



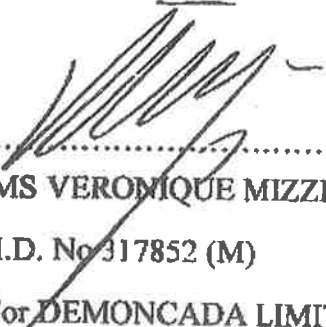
.....
MR BRIAN R. MIZZI
I.D No 942846(M)
For DARAGON LIMITED



.....
MR MAURICE F. MIZZI
I.D No 84036(M)

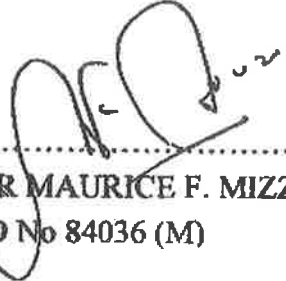


.....
MR KENNETH C. MIZZI
I.D No 807248 (M)
For DEMONCADA LIMITED



.....
MS VERONIQUE MIZZI
I.D. No 317852 (M)
For DEMONCADA LIMITED

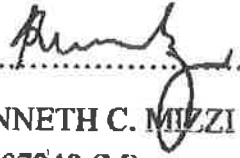
DIRECTORS



.....
MR MAURICE F. MIZZI
I.D No 84036 (M)



.....
MR BRIAN R. MIZZI
I.D No 942846 (M)



.....
MR KENNETH C. MIZZI
I.D No.807248 (M)

COMPANIES ACT 1995
LIMITED LIABILITY COMPANY
ARTICLES OF ASSOCIATION OF
MIZZI ORGANISATION 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 I 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 company and Part H 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 its shares is restricted in the manner hereinafter stipulated
- 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 purposes of this regulation be treated as a single member.
- c) any invitation to the public to subscribe for any shares or debentures in the company is prohibited

1.4 The Company shall have the status of an exempt company and accordingly: -

- a) the number of persons holding debenture of the company shall not be more than fifty (50).
- 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 the shares in the company, the total number of persons holding shares, directly or indirectly, in the company shall not exceed fifty (50), as prescribed in section 211(3) of the Companies Act

2. TRANSFER AND TRANSMISSION OF SHARES

2.1 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 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.

2.2 The receipt by the Directors of a transfer notice shall constitute an authority to them to offer for sale the shares specified therein at '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.

2.3 When a fair value of the shares has been determined in the manner prescribed in Clause 2.2, 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 days, what number of shares, if any, they are willing to purchase.

2.4 On the expiration of the said 14 days, the Board of Directors shall allocate the said shares to members willing to purchase. If the requests for shares exceed the number for sale, the directors shall apportion the shares in accordance with the purchasing members' existing shareholdings.

2.5 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.

2.6 If the Board of Directors shall be unable, within one month of receipt of the said notice referred to in Clause 2.1, to find the purchaser for all or any of the shares amongst the holders of the existing shareholding, the transferring member shall be entitled to sell to the person named in the transfer notice at the price specified therein.

2.7 No restriction on the transfer of shares shall apply where such transfers take place whether *inter vivos* or *causa mortis* to an ascendant, linear descendant of the grandfather of a transferring member or to the wife, husband, widow or widower

3. SHARE CAPITAL AND SHARES

3.1 Subject to any direction to the contrary given by the Company in General Meeting, the whole or 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 regards to dividend, voting, return of capital or otherwise and either at par or at a premium and

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 member 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.

3.2 Unless otherwise provided in the terms of issue each share in the Company shall give the right to one vote.

4. PROCEEDINGS AT GENERAL MEETING

4.1 Every notice convening in a General Meeting shall comply with the Act as to the giving of information to members regarding their rights to appoint proxies.

4.2 A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company shall be deemed to be as valid and effective as if the same had been passed at a General Meeting of the Company, duly convened and held.

4.3 Unless and until otherwise determined by the Company in General Meetings no shareholding qualification shall be required for Directors.

5. DIRECTORS

5.1 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 as a Director or removes 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.

5.2 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a Meeting of the Directors, shall be as valid and effective as if it had been passed at a Meeting of the Directors duly convened and held.

6. BORROWING POWERS

6.1 The borrowing powers 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 and without prejudice to the aforesaid Clause 9 of the Memorandum, any other person may represent the company in judicial proceedings, and

provided he is duly authorised by the Board, shall have full power to represent the company 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.

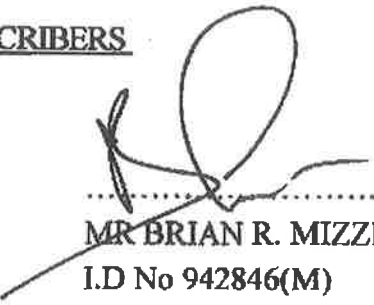
9. PROCEEDINGS OF DIRECTORS

9.1 The quorum at a Directors' meeting shall be two.

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.

SUBSCRIBERS



.....
MR BRIAN R. MIZZI

I.D No 942846(M)

For DARAGON LIMITED



.....
MR KENNETH C. MIZZI

I.D No 807248(M)

For DEMONCADA LIMITED



.....
MR MARUICE F. MIZZI

I.D No 84036(M)

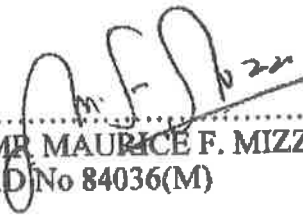


.....
MS VERONIQUE MIZZI

ID No 317852 (M)

For DEMONCADA LIMITED

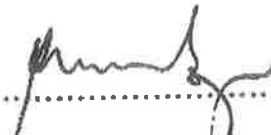
DIRECTORS



.....
MR MAURICE F. MIZZI
I.D No 84036(M)



.....
MR BRIAN R. MIZZI
I.D No 942846(M)



.....
MR KENNETH C. MIZZI
I.D No.807248(M)