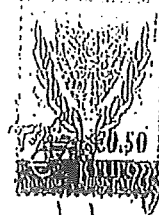


Exhibit "B"

THE COMPANIES LAW CAP. 113



17/11/15
D (signature)

PRIVATE COMPANY

LIMITED BY SHARES

MEMORANDUM

AND ARTICLES OF ASSOCIATION



OF

FREEDOM FINANCE EUROPE LTD

~~FINE INVESTMENTS LIMITED~~

~~FREEDOM FINANCE CYPRUS LTD~~

Incorporated on the day of 2013

Certificate of Incorporation

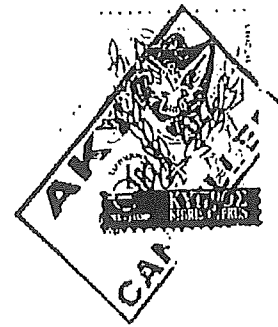
CERTIFICATE

It is hereby certified that the document Attached hereto marked "A" is a true and correct translation in English of the Greek Memorandum and Articles of Association of the above company.

Dated on the

Signed

EXHIBIT "B"



-2-

THE COMPANIES LAW CAP. 113
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

FFINEU INVESTMENTS LIMITED

1. The name of the company (hereinafter called the "Company") is:

FFINEU INVESTMENTS LIMITED

2. The registered office of the Company shall be situated in Cyprus.

3. The objects for which the Company is established are:

(1) To carry on the business of provision of financial services and to operate as a Cypriot Investment Firm ("CIF") within the meaning of the Investment Services and Activities and Regulated Markets Law of 2007 to 2014 (as it may be, amended from time to time and/or other legislation that would replace it) (the "Law").

(1) (A) To conduct operations and/or to carry out activities as an Electronic Money Institution, as defined and/or interpreted by the Electronic Money Law 81(I) of 2012 and 30(I) of 2018 and as they have been amended from time to time and which regulate the provision of electronic payment services and/or the operations of electronic payments and other relevant activities and to provide electronic payments in accordance with its license, provided that it will maintain this license from the Central Bank of Cyprus and/or from the relevant competent authority.

(B) To operate as a Payment Institution as to provide payment services in accordance with the Payment Service and Access to the Payment Systems Law of 2018 and 2019 as they have been amended from time to time and in accordance with the company's operation license, with the condition that the company will maintain its license from the Central Bank of Cyprus and/or for the relevant competent authority.

(2) To provide the investment and/or ancillary services and/or to perform the investment activities in relation to the financial instruments as these services and financial instruments are defined in the Law; provided the Company is entitled to provide those services and to perform those activities in relation to those financial instruments, as specified in the Company's authorisation granted by the Cyprus Securities and Exchange Commission (the "Commission"), always on the condition that the Company holds such authorisation from the Commission.

- (3) To carry on any other business, undertake any other activity or to do any other act of any nature if the Board of Directors may deem fit that is useful and easy the carrying or conduct or the purposeful undertaking in relation to the above objects or if these have as their purpose directly or indirectly to increase the value of any of the businesses, the property assets or the rights of the Company or to make any of those more productive.
- (4) To purchase or otherwise acquire or become a licensee of, letters patents, licenses, brevets d'invention, trademarks, copyrights, inventions, licenses and privileges, secret processes and know-how, designs and drawings, formulae and recipes, technology and data reports, technical know-how and expertise, subject to royalty or limited or any part interest therein, either alone or in common with others in any part of the world, and relating to the above to develop and advance in technology for the purposes mentioned above in paragraphs 3(1), 3(2) and 3(3).
- (5) To sell, let, license or sub-license or grant any patent rights, brevet d'invention, concessions, licenses, rights or privileges, secret processes and know-how, trademarks, copyrights, designs and drawings, formulas, recipes, technology and data reports, technical know-how and expertise, belonging to the Company, or which it may acquire or any interest in the same.
- (6) To register any patent or patents for any invention or inventions, trademarks, copyrights, or obtain privileges in respect of the same, in any part of the world, and to apply for exercise, use, or otherwise deal with or turn to account any patent rights, brevets d'invention, concessions, licences, monopolies, secret processes and know-how, designs and drawings, formulae and recipes, technology and data reports, technical know-how and expertise or other rights or privileges in any part of the world, and to engage in manufacturing of any kind and description.
- (7) To carry on commercial transactions and in particular trading in kinds and systems of electronic and telecommunication technology, to carry on the business relating to the programming of computers and development of computer programs.
- (8) To operate, monitor and control Internet Web Sites, provide, built, create and design Web Sites content, in different fields and in particular in the field of multimedia and the provision of any kind of information technology and telecommunication services and any kind of services know how and expertise with regard to financial management, computers, their operation and technology and the provision of services relating to internet (internet service provider and application service provider).
- (9) To supply, design, manufacture, trade, market, assemble or carry on or any other business, enterprise or activity in relation to computers of any kind, description or category, calculating apparatus or equipment and generally electronic apparatus of any kind or use and to improve, equip, maintain, repair, operate and programme any such computers or machinery of the nature of the aforesaid or similar thereto and to supply, deal with and install any parts, machinery, tools, apparatus or consumable articles or things in respect of the aforesaid and generally to carry on

any business having relation in any way with Physics, Electronics, Electrical, Microtechnological or other science or business.

- (10) To prepare, develop, analyse computer software, computer systems, programs and systems of graphic presentation and design and programs of electronic communication, to collect, process, reconstruct, research and analyse written, visual and audio-taped information, archives, notes as well as to carry on, process, program, modernize and perfect the input into computers of information in computers as well as the programming and operation of the such programs, computers, computer systems, programs and systems of graphic presentation and design and programs of electronic communication in relation to the aforesaid and to provide in any part of the world information services through computers, publications, designs, graphic presentations through telecommunications or through any other manner of transmitting information.
- (11) To create internet platforms and to function, operate and control such platforms and to supply, operate and design the content of Web Sites in different fields and to provide the capability to the specialists and users of internet of visual and audio contact and generally to provide other related services to the aforementioned.
- (12) To found, establish, operate and manage offices, representative offices branches, outlets, agencies within and outside Cyprus for the management and administration of operations carried out in Cyprus as well as internationally and to appoint managers, officials and agents and to operate the same with such authority and under such conditions as may be considered proper and to expand its business in any foreign countries and in other commercial and industrial sectors.
- (13) To build or otherwise acquire warehouses, wharfs, shipyards, canals, rail ways, telecommunications, roads and other passages as well as vehicles of any kind, machinery, engines and parts, devices, for any purpose and use and to operate and use them.
- (14) To carry on the business of a holding and an investment company with its own funds and for that purpose to acquire and hold either in the name of the Company or in that of any nominee, shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued and guaranteed by any Company whenever incorporated or carrying on business, and debentures, debenture stock, bonds and notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise whether or not fully paid up and subscribe for the same subject to such terms and conditions as may be thought fit and to undertake and promote the establishment of business in any part of the world and to promote to this effect, the creation of companies, partnerships, joint ventures, branches and in general, all forms of carrying on business.

- (15) The sale, mortgage, pledging or any other way the alienation, (but not the trade), of any shares, stock, debentures, debenture stock, bonds, securities, obligations and or guaranteed pledge (SECURITIES) or any other in nature or form movable property of the Company.
- (16) The assumption and performance of office or offices, authorities, discretions, duties and responsibilities of an official trustee (TRUSTEE), guardian trustee, (CUSTODIAN TRUSTEE), executor, administrator, manager, liquidator, representative, delegated person (NOMINEE), anywhere or whoever, or for the account of whoever individual or groups, physical persons, companies, organizations, establishments, groups, associations, alliances, clubs or others.
- (17) To attain with purchase, exchange, gift, rent, lease, submission, retraction, transfer, possession, license or with any other way any land, immovable, real estate assets, constructions, buildings, dwellings as well as movable assets, chattels and merchandise and in general movable and immovable property in Cyprus and in any other place, proprietary rights, prerogatives, easements, submissions or licenses on any movable or immovable property and to sell, transfer, submit, lease, gift, exchange, dispose, mortgage, burden or in any other way dispose or make available any immovable and movable property of the Company or other immovable and movable property onto which the Company has any rights or interests and also to give licenses, easements, submissions, prerogatives or privileges in relation with any immovable or movable property or rights or interests.
- (18) To carry on the business of consultants on financial, management, administrative and other matters connected with the establishment, execution, development or improvement of any enterprise or industry and to offer consultative, management and administrative services for the production, trade, handling, storing, distribution and sale of goods and merchandise and/or for the offering of services, to acquire and offer expertise and know how and/or services of any kind, to carry on research and experiments connected with financial matters as well as matters connected with staff and with the management of enterprises and industries and to offer facilities for any enterprise or activity or for the promotion, support and establishment of enterprises.
- (19) To buy or otherwise acquire the whole or any part of the business, assets or liabilities of any company, firm or person whose objects coincide in whole or in part with the objects or activities of the Company or any of them and to carry on, continue or liquidate any such undertaking.
- (20) To establish, acquire, manage, carry on or assist or participate directly or indirectly in the establishment, acquisition, management or carry out of any occupation, act or business of any nature and to carry out any trade, work or business which may be profitably carried out by the Company in relation to, in conjunction with, or as ancillary to any other objects or business or of the general business of the Company.

- (21) To carry on either alone or jointly with others in Cyprus or anywhere in the world the business of advisers or consultants, managers, analysts, controllers, examiners, researchers of or in relation to any kind of trading, real estate of industry or business of any nature, either in the private or in the public sector, as well as the business of finding and disposal of services and goods and generally of any marketable goods.
- (22) The provision and offer overseas of any type of services based on payment and/or commission and/or by any other legal consideration to other legal entities and/or physical persons, overseas, including the management and administration of movable and/or immovable property of them and/or the conduct of any transaction in favour and/or for the benefit of them.
- (23) To negotiate, buy, sell, administer, store, import, export, re-export, advertise, transport, of any kind of products, goods, materials, supplies or of any other objects of every kind.
- (24) To carry on the activities and business of a secretary, director, attorney, managing director, administrative director, trustee, nominee of shares, receiver, or agent of every company, public or private organization of every agency or other authority or imperium and generally of every private or legal person.
- (25) To construct, improve, convert, extend, equip, furnish, administer, operate, manage immovable property, buildings, structures or other installations, works, places or other structures and generally to develop, improve or manage property, belonging to or in the possession, control or management of the Company.
- (26) To establish, erect, acquire, possess, supply, administer, operate, let, hire, restore, or exploit factories, industries, workshops, metal workshops, offices, shops, approved or in-transit warehouses or other buildings.
- (27) To pay subscriptions or contributions for charitable, benevolent or other useful purposes of a public nature, the support of which may in the opinion of the Company contribute in the enhancement of the goodwill of the Company or its relations with its employees, customers or the public in general.
- (28) To contract, secure or grant loans, credits or other financial, economic or credit facilities with or without security in such a way as the Company may consider fit and to mortgage, pledge or charge its undertaking or any part thereof, assets, movable and immovable property, present or future, wherever situated, including the uncalled capital of the Company or any part thereof, to secure any loan or loans or facilities and to issue bonds, promissory notes, charges, debentures, bills, securities/"floating debentures or debentures payable at such time and manner as the Company may think proper.
- (29) To accept mortgages, bonds, debentures, charges or other securities or facilities and to assign, alter, substitute or release same.

- (30) To sign, execute, endorse, transfer, negotiate and discount promissory notes, bonds, bills, bills of lading and other negotiable or transferable documents, instruments or titles or other mercantile documents and do any other similar transactions excluding banking business.
- (31) To establish, promote or participate in the establishment of any company and to acquire by subscription, purchase or otherwise and to accept, take, hold, exchange, sell or otherwise dispose of, shares, stocks, debentures or other securities or interests in any company, body or undertaking.
- (32) To issue and allot fully or partly paid shares in the capital of the Company for the payment of any movable or immovable property purchased or otherwise acquired by the Company or for any service rendered to the Company and to pay in any other way for any property or service thus acquired or rendered.
- (33) To enter into any agreement or contract and do any act with any state, governmental, municipal or other authority body or organ or with any person as in the circumstances may be considered necessary or conducive to the attainment of the objects of the Company.
- (34) To amalgamate or enter and carry into effect any arrangement for joint working business, partnership, participation in profits, amalgamation or co-operation with any person carrying on or interested in carrying on any business work or activity which the Company may carry on or which may in the opinion of the directors be carried on in conjunction with the business of the Company or in a way serving directly or indirectly the objects of the Company.
- (35) To distribute in specie among the members any property of the Company or the proceeds of sale or disposition of such property on condition that if such distribution would result in reduction of capital this shall be done as may be provided by law from time to time.
- (36) To pay all costs, charges and expenses incurred or sustained in or about the promotion, formation and establishment of the Company or which the Company shall consider to be in the nature of preliminary expenses, including study, consultancy, printing and similar expenses.
- (37) To provide guarantees, securities, compensations and indemnities, to or in favour of any individual or other person with or without being a legal person for the payment or the guarantee of payment of money, loans, debts or the carrying out of agreements or any other obligations of any individual or other person with or without being a legal person and to ensure or in any way undertake the settlement of money, loans, credits or facilitations that they were granted or are granted or will be granted to any individual or other person with or without being a legal person and also to undertake the refunding or carrying out of obligations of all kinds that in any way burden any individual or other person with or without being a legal person and for any of the above mentioned purposes, to mortgage, pledge, assign, commit or in any other way allocate or burden with all kinds of surcharge its

movable or immovable property (included, but without restriction to the above mentioned generality of the Company capital that has not been called) as if it were for the undertaking or guarantee loans or obligations of the Company itself.

- (38) To grant, lend or advance money or to provide credits to any person or persons who are or are not shareholders of the Company, with or without interest by providing a guarantee, mortgage or indemnity for any reason and on the terms that the Company shall determine each time.
- (39) To mortgage, guarantee and burden the property of the Company to guarantee obligations and/or agreements of any individuals or legal persons.
- (40) To employ, remunerate, train the professional staff, manual laborers, technical staff and any other staff, whether specialist or not, or to use the services of all or any one of them for the purposes of the Company's activities, and with any means or methods to distribute or discern the above mentioned staff or services or to use or to manage those services for the benefit of the Company or for its benefit.
- (41) To establish, participate, finance and maintain or contribute to the establishment and maintenance of any pension, provident or other fund by contributions or otherwise for the welfare or assistance of any persons which are or at any time have been in the employment of the Company or in any other company which is a subsidiary, associated or allied to the Company or persons who have been directors or officers of the Company or of any subsidiary or associated company, or the spouses, widows, families or the dependents of any such persons and to pay or otherwise contribute to the granting to such persons of donations, bonuses, grants, contributions or other assistance.
- (42) To procure the Company to be registered or recognized in any country and to comply with any terms and conditions enabling the Company to carry on business and to establish in any such country any offices, branches or agencies in order to achieve the objects of the Company.
- (43) To carry out any of the above objects, business, acts or works in any place and either by the Company acting in its name and for its own account or as agent, broker, contractor, trustee or otherwise and either alone or in conjunction with others and either directly or through agents, contractors, subcontractors, nominees or otherwise.
- (44) To adopt, acknowledge, ratify and perform any contract, act or transaction entered into or made for account or on behalf of the Company before incorporation with or without modifications as the directors may think fit.
- (45) To undertake and carry out any other business, act or activity which in the opinion of the directors may be carried out usefully, incidentally or in parallel with any other object or business of the Company or which may enhance directly or indirectly the value, usefulness or productivity of any of the business, work, assets or rights of the Company.

- (46) Generally to do all such other things as may appear to the Company to be useful, incidental or conducive to the attainment of the objects (1), (2) and (3) above.

Provided that the Company is entitled to conduct any or all of the above acts and businesses which are referred to in the sub-paragraphs (4)- (46) of the above, only if, in the opinion of the Company those acts can lead to or contribute to the achievement of all or some of the objects which are referred to in the sub-paragraph (2) above.

4. The liability of the members is limited.
5. The share capital of the Company is EUR 250,000 (Two Hundred Fifty thousand euro) divided into 250.000 ordinary shares of EUR 1 each with power of the Company to increase or reduce same and with power to issue any of the shares in the capital, original or increased, with or subject to any preferential, special or defined rights or terms as to dividend, repayment of capital, surplus assets, voting rights or otherwise.

TRANSLATED
TRUE COPY

FOR REGISTRAR OF COMPANIES

ANNITA CHRISTODOULOU

12/9/2024

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Cyprus

This public document

2. has been signed by Annita Christodoulou

3. acting in the capacity for Registrar of Companies

4. bears the seal/stamp of Department of Registrar of Companies and Intellectual Property, Ministry of Energy, Commerce and Industry

Certified

5. at APOSTILLE - LIMASSOL MJPO OFFICE

6. the 13/09/2024


7. by Despo Xenofontos

8. No LIM MJPO-LIM 000471061/2024

9. Seal/stamp:

10. Signature:




For Permanent Secretary
Ministry of Justice and Public Order
14194450

Note: This apostille only certifies the signature, the capacity of the signer and the seal or stamp it bears. It does not certify the content of the document for which it was issued (Article 2 of the Hague Convention 1961).

(THE COMPANIES LAW, CAP. 113

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

FFINEU INVESTMENTS LIMITED

PRELIMINARY

1. The Company is a private company and accordingly:
 - (a) the right to transfer shares is restricted in the manner hereinafter prescribed;
 - (b) the number of members of the Company (excluding persons who having been formerly in the employment of the Company were, while in such employment and have continued after the determination of such employment, to be members of the Company) is limited to fifty. 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) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;
 - (d) the Company shall not have the power to issue share warrants to the bearer.
2. On the assumption that the company has only one member, Part III of Table A of the First Schedule of the Companies Law Cap. 113 shall be adopted.
3. Subject to the following regulations, the regulations contained in Part I of Table A of the First Schedule of the Companies Law (hereinafter called Table A) with the exception of regulations 24, 53, 60, 79, 89 to 94, 98, 99 and 106 shall apply to the Company but in case of doubt or inconsistency between Table A and these regulations the present regulations shall prevail. In regulation 1 of Table A between the words "regulations" and "the Law" the words "and in any articles adopting the same" shall be inserted.

SHARE CAPITAL AND VARIATION OF RIGHTS

4. The Company may from time to time by special resolution increase its share capital by such amount to be divided in shares of such amount and to be issued to such persons and under such terms as the resolution may prescribe.
5. The unissued shares in the original or increased capital of the Company, shall subject to any special resolution, first be offered to the members in proportion as nearly as possible to the nominal value of the shares held by them. Any such offer shall be opened for acceptance for a period of not less than 6 weeks from the dispatch thereof. Any shares not accepted within the said period shall be

at the disposal of the directors who may allot, offer or otherwise dispose of them to such persons at such times and on such terms as they may think proper.

6. Subject to these regulations the shares shall be at the disposal of the directors who shall have power to issue, allot, distribute or in general dispose of them to any persons at any time with or subject to any preferential, special, defined or deferred rights or terms as to dividends, repayment of capital, voting rights, participation in surplus assets or such other terms and conditions as they may deem appropriate.
7. The company recognizes the subscription and possession of shares by nominee shareholders on behalf of beneficiaries who (nominees) will hold the shares in trust for the beneficiaries. The nominees will be entitled to exercise on behalf of the beneficiaries all the rights afforded by these regulations to members.
8. In regulation 15 of Table A the words "provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one-month from the date fixed for the payment of the last preceding call" shall be omitted.

LIEN

9. In regulation 11 of Table A the words "not fully paid share and "other than fully paid shares" shall be omitted.
10. No member shall charge any share by way of pledge or security as security for any loan or obligation without the former consent in writing of the directors and the directors shall refuse to register or recognize any such lien or security given in contravention of this regulation. Any pledge or security given in contravention of this regulation shall be deemed void as against the Company.

TRANSFER AND TRANSMISSION OF SHARES

11. The directors may in their absolute discretion and without assigning any reason for their decision, decline to register a transfer of a share whether fully paid or not to a person which they do not approve and may also decline to register a transfer of a share on which the Company has a lien or a transfer the registration of which would cause the number of members to exceed the number permitted under regulation 1 of these Articles.
12. Regulations 22 and 23 of Table A shall be read and applied subject to the provisions of regulation 12 hereof.
13. For the purposes of this regulation where a person is entitled to be registered as the holder of any share in the Company he and not the registered holder of such share shall be deemed to be a member of the Company in respect of that share.
14. Subject as hereinafter provided no share shall be transferred to a person who is not a member unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
15. Every member who desires to transfer any share or shares (hereinafter called the vendor) shall give to the Company notice in writing of such desire (hereinafter called transfer notice). The transfer notice must state the amount

considered by the vendor as a reasonable price, and such transfer notice shall constitute the Company as the vendor's agent for the sale of the shares to any members of the Company (hereinafter called the buying members) at the price fixed as aforesaid or if the buyers so elect, at the reasonable price fixed by the Company's auditor (hereinafter called the "Auditor") under sub-paragraph (7) below. A transfer notice cannot be revoked except with the previous permission of the directors.

16. As soon as the price of the shares offered for sale is fixed, as provided in this regulation, the Company shall have the obligation to give notice in writing about it to all members which shall state the number and price of the shares offered for sale. This notice must also include an invitation by the Company to all its members to state in writing, within twenty eight days from such notice, whether they wish to buy any of the shares offered for sale and in case of an affirmative answer, the maximum number of shares they wish to buy.
17. Upon expiration of the aforesaid time limit of twenty eight days, the Company shall distribute the shares offered for sale to the members who have expressed their wish to buy them in accordance with the above provisions and in case such members are more than one, shall distribute the said shares as far as possible to the proportion of the shares that such members already hold. No member shall be obliged to buy more shares than the number he had specified.
18. After the distribution of the shares by the Company as aforesaid, the Company shall have the obligation to notify this to the vendor. Upon such notification and upon payment of the reasonable price determined under paragraph (3) or (7) of this regulation, the vendor shall be obliged to transfer the shares to the buyers.
19. In case of dispute between the vendor and the buying members or any of them, as to the reasonable price of any share, the Auditor shall, upon request submitted by any of the interested parties, certify in writing the amount which in his opinion represents the reasonable price and such amount shall be considered as the reasonable price of the shares. The Auditor in exercising the above power shall be considered as acting as an expert and not as an arbitrator and consequently the provisions of the Arbitration Law Cap. 4 shall not apply.
20. In case the vendor omits to transfer the shares which he is obliged to transfer under the above provisions, the Company shall proceed to collect the consideration for the shares and shall register in the Register of members the names of the buying members as beneficial holders. The consideration received as above shall be held by the Company as trustee for the vendor and a receipt by the Company of the consideration shall constitute a discharge of the buying members from the obligation to pay same. And upon the entry of their names on the Register of members under this regulation no dispute can be entertained as to the validity of this procedure by any person.
21. In case where the sale of all the shares offered for sale is not achieved in the manner above provided, the vendor shall be at liberty at any time within the period of 3 months after the expiration of the said period of 28 days, and subject to regulation 10, to sell and transfer any of the undisposed shares to any person and at any price.
22. The restrictions contained in Regulation 12 shall not apply, but subject nevertheless to the other provisions of these Regulations, to a transfer of shares:

- (a) approved by a unanimous resolution of the directors or special resolution of the Company;
 - (b) by a member to its spouse or a descendant or brother; or
 - (c) by a member to a company substantially controlled by it or in the case a member being a corporate body to its holding or subsidiary company.
23. Subject to the provisions of these articles no transfer shall be registered except upon delivery of a valid instrument of transfer in the common form or a form prescribed by the directors signed by both the transferor and the transferee or their authorized agents and accompanied by the certificate of the shares transferred and any other evidence as the directors may require to show the right of the transferor to make the transfer.
24. In regulation 29 of Table A, between the words "personal representatives" and "of the deceased" there shall be inserted the words "or, in the absence of such personal representatives, the heirs".

PROCEEDINGS AT GENERAL MEETINGS

25. No business shall be transacted at any general meeting unless there is a quorum when the meeting proceeds to business. Save as otherwise provided in these regulations any members present in person or by proxy and holding more than half of the shares issued for the time being shall constitute a quorum. Subject to the provisions of the Law, resolutions and questions arising at a general meeting shall be decided by a majority of votes.
26. In regulation 58 of Table A the words "at least 3 members" in sub-paragraph (b) shall be deleted and substituted by the words "any member" and sub-paragraphs "c" and "d" shall not apply.
27. Subject to any rights or restrictions for the time being attached to any share or class of shares every member present in person or by proxy shall have on a show of hands one vote and on a poll every such member shall have one vote for each share of which he is the holder.
28. Subject to the provisions of the Law a resolution in writing duly signed by or on behalf of all the members of the Company entitled to receive notice of and attend and vote at general meetings, or by their duly authorized representatives, shall be as valid and effective as if the same had been passed at a general meeting duly convened and held.

DIRECTORS

29. Unless and until otherwise determined by the Company at a general meeting the number of directors shall not be more than seven.
30. The first directors shall be appointed by the subscribers of the Memorandum of Association of the Company or the majority thereof and it shall not be necessary to convene a general meeting for that purpose.

BORROWING POWERS

31. The directors may raise and borrow money without any limit as to the amount borrowed or secure other credit or financial facilities and mortgage or charge all or any part of all the undertaking and property of the Company, present or future, including its uncalled capital or any part thereof and issue debentures, floating debentures, mortgage debentures, fixed charges, bonds, promissory notes or other securities payable to the bearer or otherwise and whether permanent or redeemable and either outright or as security for any loan, debt, liability or obligation of the Company or any third person. Such debentures, mortgage debentures, debentures stock, promissory notes, bonds or other securities may be issued at a discount, at a premium or otherwise and with such powers as to redemption, surrender, drawings, issue of shares or otherwise as the directors may think fit or proper.

POWERS AND DUTIES OF DIRECTORS

32. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply. Any director or any company or partnership of which a director is a shareholder, partner or director, may enter into any contract with the Company as if he was not a director and have any benefit or profit accrued to him through such contract. A director may vote on any matter relating to such contract or any other arrangement notwithstanding that he may be interested therein as well as on any matter relating to his appointment in any office or post in the Company on reward or on the settlement of the terms of such appointment and he may participate in the quorum at any meeting of the board of directors before which such matter shall come.
33. Any director who on the request of the Company or the board of directors offers any special or extra ordinary services or acts in his professional capacity for the Company or travels or resides at any place other than his usual residence for the purpose of performing his duties shall be paid such additional fees or remuneration (either by way of salary, lump sum, commission, participation in profits or otherwise) as the directors may decide.
34. The directors may, with the approval of a general meeting, grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow or dependents of any person in respect of services rendered by him to the Company whether as managing director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company, notwithstanding that he may be or may have been a director of the Company and may make payments towards insurance or trusts for such purposes in respect of such persons and may provide for rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

DISQUALIFICATION AND ROTATION OF DIRECTORS

35. In regulation 88 of Table A sub-paragraphs (a) and (f) shall be deleted and shall not apply.
36. In regulation 95 of Table A the words "shall not be taken into account in determining the directors who are to retire by rotation" shall be omitted.

MEETINGS OF DIRECTORS

37. The directors may meet together for the dispatch of business, to adjourn and generally to regulate their meetings as they may deem fit. Questions arising at any meeting shall be decided by a majority of votes. Any director may, and the Secretary shall at the requisition of any director, summon a meeting of the directors. Notice of the meeting shall be served to all directors or their alternates.
38. The quorum necessary for the transaction of business of the directors may be fixed by them by a unanimous decision and until so fixed all directors shall form a quorum. An alternate director shall be taken into account for the purpose of determining a quorum.
39. The meetings of the directors may be convened and held either in Cyprus or abroad and at such place as the directors may decide.
40. A resolution in writing signed or approved by letter by all the directors or their alternates shall be as valid and effective as if same had been passed at a meeting of the directors duly convened and held and when signed it may consist of several documents each one signed by one or more of the persons aforesaid.

ALTERNATE DIRECTORS

41. Each director shall have power from time to time to nominate any other director or any other person to act as his alternate and at his discretion to remove such alternate director. The appointment or removal of an alternate director shall be made by letter, cable telefax or telex to the Company.
42. An alternate director shall be subject in all respects to the terms existing with reference to directors (except as regards power to appoint an alternate and remuneration) and he shall be entitled to exercise all the powers and duties of the director who appointed him, to receive notice of the directors' meetings and to attend, speak and vote thereat. An alternate director shall be entitled to a separate vote for each director for whom he acts independently and in addition to his own vote if he is himself a director.
43. The appointment of an alternate director shall automatically come to an end in case the director who appointed him shall for any reason cease to be a director.
44. A director shall not be liable for the acts or defaults of any alternate director appointed by him.

MANAGING DIRECTOR AND MANAGER

45. The appointment of a managing director shall require the written consent of the majority of the shareholders and, without prejudice to any right to treat such termination as a breach of any agreement entered into, shall be deemed to be terminated if for any reason he ceases to be a director or in case the Company by ordinary resolution decides that such appointment be terminated.
46. The directors may from time to time appoint a person as manager and confer, entrust and assign to him any of their powers upon such terms, conditions or restrictions as they may think fit or impose and from time to time to revoke or vary such authorities.

INDEMNITY

47. Every director or other officer for the time being of the Company shall be indemnified out of the assets of the Company against any losses or liabilities which he may sustain or incur in or about the execution of his duties including liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 383 of the Law in which relief is granted to him by the Court and no director or officer of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

NOTICES

48. In regulation 134 paragraph (a) is deleted and substituted by the following "(a) all the members".
49. A notice or other documents to be served may be served by the Company to any member either personally or by post to him to the address shown in the Register of Members or any other address given by him for such purpose. A notice may also be served by telex or telefax to a number indicated by the member and in such case service shall be deemed to be effected at the time of dispatch. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting registered letter containing the notice and to have been effected, in the case of a notice of meeting, at the expiration of 24 hours after the letter containing the same is posted and in any other case at the date on which delivery takes place in the ordinary course of things.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS




Fuamari Nominees Limited
Company Number: HE 251703
Date of Incorporation: 29th of June 2009

Address: 165, Spyrou Araouzou, LORDOS WATERFRONT COURT, 2nd Floor,
Flat/office.201,3035, Limassol, Cyprus

Dated this 29th day of July.....2013

Witness to the above signatures:



.....
Eliana Philippou
Address: Spyrou Araouzou 165, Lordos Waterfront Court, 2nd floor, Flat 201 P.C.
3035, Limassol

I hereby certify that this Memorandum and these Articles of Association were drawn up
by me.

(Sgd)



.....
Eleftheria Petridou
Advocate,
Spyrou Araouzou 165,
Lordos Waterfront Court,
2nd floor, Flat 201,P.C.
3035, Limassol, Cyprus

**TRANSLATED
TRUE COPY**
FOR REGISTRAR OF COMPANIES

ANNITA CHRISTODOULOU

12/9/2024

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Cyprus

This public document

2. has been signed by Annita Christodoulou

3. acting in the capacity for Registrar of Companies

4. bears the seal/stamp of Department of Registrar of Companies and Intellectual Property, Ministry of Energy, Commerce and Industry

Certified

5. at APOSTILLE - LIMASSOL MJPO OFFICE

6. the 13/09/2024

7. by Despo Xenofontos

8. No LIM MJPO-LIM 000471062/2024

9. Seal/stamp:

10. Signature:



For Permanent Secretary
Ministry of Justice and Public Order

46189724

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Exhibit "D"



Company No.: 354220

FFINEU INVESTMENTS LIMITED
(the "Company")

**SPECIAL RESOLUTION
OF THE MEMBERS OF THE COMPANY
DATED 20th May 2015**

P 23/11/15

THE MEMBERS: Fuamari Nominees Limited



The Undersigned, being the Members of the Company, do hereby take the following Resolution, which Resolution shall be deemed to be passed and adopted as of the date hereof and to have the same force and effect as if such a Resolution was adopted by Company's Members at a duly convened meeting held for such purpose, all in accordance with the Articles of Association of the Company.

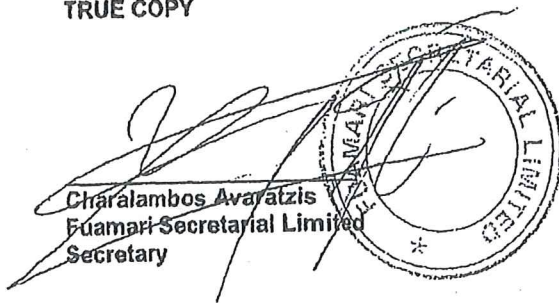
THE MEMBERS OF THE COMPANY RESOLVE THAT THE FOLLOWING RESOLUTION BE AND IT IS HEREBY APPROVED AS A SPECIAL RESOLUTION:

SPECIAL RESOLUTION:

1. That the Memorandum of Association of the Company be and is hereby replaced in its entirety with the attached Memorandum of Association appearing as Exhibit 1 hereto.

The undersigned Members have executed this written resolution today the 20th day of May, 2015.

TRUE COPY


Charalambos Avayatzis
Fuamari Secretarial Limited
Secretary

To the Registrar of Companies
Registrar's Office
Nicosia

TRANSLATED
TRUE COPY

FOR REGISTRAR OF COMPANIES
ANNITA CHRISTODOULOU

12/9/2020

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Cyprus

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Certified

5. at APOSTILLE - LIMASSOL MJPO OFFICE

6. the 13/09/2024

7. by Despo Xenofontos

8. No LIM MJPO-LIM 000471063/2024

9. Seal/stamp:

10. Signature:



For Permanent Secretary
Ministry of Justice and Public Order

10759294

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Company number HE 324220

COMPANY LAW CAP. 113

FFINEU INVESTMENTS LIMITED
(the "Company")

UNDER A WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER OF THE COMPANY DATED 21st of NOVEMBER 2016, THE FOLLOWING ORDINARY RESOLUTION IS RESOLVED:

ORDINARY RESOLUTION

"That the authorized share capital of the Company be increased from €250,000 (Two hundred fifty thousand Euros) divided into 250,000 (Two hundred fifty thousand) ordinary shares of a nominal value of €1,00 each To €300,000 (Three hundred thousand Euros) divided into 300,000 (Three hundred thousand) ordinary shares of a nominal value of €1,00 each by the issuance of 50,000 (Fifty thousand) additional ordinary shares of a nominal value €1,00 each under the same terms and with the same rights as the existing shares, in all aspects."

Sole Shareholder

Mr. Timur Turlov

True copy


FUAMARI SECRETARIAL LIMITED
Secretary



This is the exhibit "B".....
which is hereby attached to the
Affidavit of Panayiotis Ioannou
Dated: 29/11/2016.....



Registrar

TRANSLATED
TRUE COPY
FOR REGISTRAR OF COMPANIES
ANNITA CHRISTODOULOU

12/11/2024

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Cyprus

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3. acting in the capacity for Registrar of Companies

4. bears the seal/stamp of Department of Registrar of Companies and Intellectual Property, Ministry of Energy, Commerce and Industry

Certified

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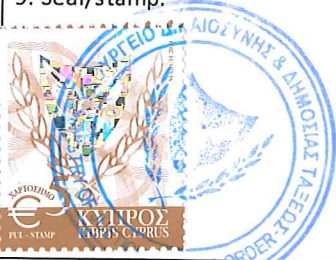
6. the 13/09/2024

7. by Despo Xenofontos

8. No LIM MJPO-LIM 000471064/2024

9. Seal/stamp:

10. Signature:



For Permanent Secretary
Ministry of Justice and Public Order

65328863

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COMPANY LAW CAP. 113

30 NOV. 2018

ΚΥΠΡΟΣ

FFINEU INVESTMENTS LIMITED (HE 324220)

With registered address:

Andrea Zappa 1, 4040, Limassol, Cyprus

(the «Company»)

By written resolution of the sole shareholder of the Company dated the 8th day of November 2018 and in accordance with the power granted by article 19(1) of the Cyprus Company law (CAP. 113), the following special resolution is passed:

SPECIAL RESOLUTION

«It is resolved that the name of the Company is changed and converted into «Freedom Finance Cyprus Limited» and that the newly approved name «Freedom Finance Cyprus Limited» replaces the previous one in the Memorandum and Articles of Association and that notification of the current change has been granted to all interested parties».

Today, the 8th of November, 2018.

Mr. Timur Turlov, on behalf of
FREEDOM HOLDING CORP.
Sole Shareholder of
FFINEU INVESTMENTS LIMITED

True Copy

FUAMARI SECRETARIAL LIMITED
Mrs. Luminita Polucciu



This is the exhibit "B.4".....
which is hereby attached to the
Affidavit of PANAYIOTIS...IOANNIDOU
Dated: 12.11.2018.....

Registrar

TRANSLATED
TRUE COPY

FOR REGISTRAR OF COMPANIES
ANNITA CHRISTODOULOU

12/19/2018

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Cyprus

This public document

2. has been signed by Annita Christodoulou

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Certified

5. at APOSTILLE - LIMASSOL MJPO OFFICE

6. the 13/09/2024

7. by Despo Xenofontos

8. No LIM MJPO-LIM 000471065/2024

9. Seal/stamp:

10. Signature:



For Permanent Secretary
Ministry of Justice and Public Order
87605979

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FOR REGISTRAR OF COMPANIES
ANNITA CHRISTODOULOU

"EXHIBIT B"




**EXTRAORDINARY GENERAL MEETING OF THE
SHAREHOLDERS OF THE COMPANY FREEDOM FINANCE
CYPRUS LTD (HE 324220)**

At the Extraordinary General Meeting of the Company FREEDOM FINANCE CYPRUS LTD which was held on 08/05/2020 the following decision was unanimously approved:

SPECIAL RESOLUTION


The name of the company FREEDOM FINANCE CYPRUS LTD to change to FREEDOM FINANCE EUROPE LTD and wherever the name FREEDOM FINANCE CYPRUS LTD is mentioned to be amended to FREEDOM FINANCE EUROPE LTD

The Directors


FANOS KONSTANTINIDIS


EVGENII TYAPKIN


DENIS MATAFONOV


TIMUR TURLOV


CHARALAMPOS ARAVATZIS

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TRUE COPY
FOR REGISTRAR OF COMPANIES
ANNITA CHRISTODOULOU

12/9/2024

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

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3. acting in the capacity for Registrar of Companies

4. bears the seal/stamp of Department of Registrar of Companies and Intellectual Property, Ministry of Energy, Commerce and Industry

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5. at APOSTILLE - LIMASSOL MJPO OFFICE

6. the 13/09/2024

7. by Despo Xenofontos

8. No LIM MJPO-LIM 000471066/2024

9. Seal/stamp:

10. Signature:



For Permanent Secretary
Ministry of Justice and Public Order

66901374

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EXHIBIT B

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
THE COMPANY FREEDOM FINANCE EUROPE LTD (HE 324220)



At the extraordinary meeting of the shareholders of the company FREEDOM FINANCE EUROPE LTD which was held at the registered office of the company on the 5th of May 2022 at 10:00 am it was unanimously decided that:

SPECIAL RESOLUTION

The memorandum of the company will be amended as follows:

With the addition of paragraph 3 (1) (A) and 3 (1) (B):

3.

(1) (A) To conduct operations and/or to carry out activities as an Electronic Money Institution, as defined and/or interpreted by the Electronic Money Law 81(I) of 2012 and 30(I) of 2018 and as they have been amended from time to time and which regulate the provision of electronic payment services and/or the operations of electronic payments and other relevant activities and to provide electronic payments in accordance with its license, provided that it will maintain this license from the Central Bank of Cyprus and/or from the relevant competent authority.

(1) (B) To operate as a Payment Institution as to provide payment services in accordance with the Payment Service and Access to the Payment Systems Law of 2018 and 2019 as they have been amended from time to time and in accordance with the company's operation license, with the condition that the company will maintain its license from the Central Bank of Cyprus and/or for the relevant competent authority.

Charalambos Avaratzis
Director

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TRUE COPY

FOR REGISTRAR OF COMPANIES

ANNITA CHRISTODOULOU

12/9/2024

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Cyprus

This public document

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3. acting in the capacity for Registrar of Companies

4. bears the seal/stamp of Department of Registrar of Companies and Intellectual Property, Ministry of Energy, Commerce and Industry

Certified

5. at APOSTILLE - LIMASSOL MJPO OFFICE

6. the 13/09/2024

7. by Despo Xenofontos

8. No LIM MJPO-LIM 000471067/2024

9. Seal/stamp:

10. Signature:



For Permanent Secretary
Ministry of Justice and Public Order

89178491

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Company number HE 324220

COMPANY LAW CAP. 113

FREEDOM FINANCE EUROPE LTD
(the "Company")

UNDER A WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER OF THE COMPANY DATED 7th of February 2024, THE FOLLOWING ORDINARY RESOLUTION IS RESOLVED:

ORDINARY RESOLUTION

"That the authorized share capital of the Company be increased from €300,000 (Three hundred thousand Euros) divided into 300,000 (Three hundred thousand) ordinary shares of a nominal value of €1,00 each To €350,000 (Three hundred fifty thousand Euros) divided into 350,000 (Three hundred fifty thousand) ordinary shares of a nominal value of €1,00 each by the issuance of 50,000 (Fifty thousand) additional ordinary shares of a nominal value €1,00 each under the same terms and with the same rights as the existing shares, in all aspects."

Sole Shareholder

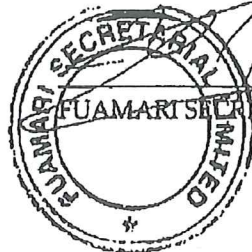
Mr. Timur Turlov
For and on behalf of
FREEDOM HOLDING CORP.

This is the exhibit "B"
which is hereby attached to the
Affidavit of Annita Christodoulou
Dated: 26/02/2024



Registrar

True copy



Secretary

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TRUE COPY

FOR REGISTRAR OF COMPANIES

ANNITA CHRISTODOULOU

12/9/2024

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

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Certified

5. at APOSTILLE - LIMASSOL MJPO OFFICE

6. the 13/09/2024

7. by Despo Xenofontos

8. No LIM MJPO-LIM 000471068/2024

9. Seal/stamp:

10. Signature:



For Permanent Secretary
Ministry of Justice and Public Order

23325298

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FOR REGISTRAR OF COMPANIES

ANNITA CHRISTODOULOU