

**THE COMPANIES LAW CAP. 113**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION  
OF**

**N-MINING LIMITED**

**INTERPRETATION**

1. In these Regulations, except where inconsistent with the subject or context hereof, the terms used in the Companies Law, Cap. 113, as such Law will apply after any possible amendments, at the date on which these Regulations shall come into force, will bear the meaning given to them in the said Law. The words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, that is -

**WORDS**

**MEANING**

The Company	<b>N-MINING LIMITED</b>
The Law	The Companies Law, Cap. 113 and any Law amending or substituted for the same.
These Regulations	These Articles of Association and any modifications or amendments which take place by virtue of a special resolution
The office	The registered office for the time being of the Company in Cyprus
Seal	The common seal of the Company
Cyprus	The Republic of Cyprus

The Directors	The Directors for the time being of the Company or the Directors who are present at a meeting of the Board of Directors which has been duly called and in which there is a quorum.
The Board of Directors	The Board of Directors of the Company
Member	Member of the Company
Month	Calendar Month
Register	The Register of Members of the Company
In Writing	In writing or in any substitute way or partly in one way and partly in the other way and includes typing, printing, lithography, photography, photocopying or any other mode or modes of reproducing words in a visible form.
Paid up	Paid up or credited as paid up.
Poll	Voting on a Poll
Proxy	Proxy
Family Company of a member	Company controlled by the member and/or its spouse and/or its relatives up to and including the second degree of kinship or by one or more of the above.

Words importing the singular only shall include the plural number and vice-versa, and

Words importing the masculine gender only shall include the feminine gender, and

Words referring to persons shall include companies, bodies corporate, with limited liability or not or other legal persons and the terms "debenture" and "debenture holder" shall include debenture stock and holders of titles of debenture stock and the term "Secretary" shall include a temporary or an assistant Secretary and any person appointed by the Directors in order to execute secretarial duties.

Any reference in these Regulations to any provision of the Law, where this accords with the text, shall be interpreted as a reference to a provision of the Law as such Law stands for the time being after any possible amendments.

2. Part I of Table A in the First Schedule of the Companies Law shall not apply to the Company except where this is repeated and incorporated in these Regulations.
3. The Company is a private company and accordingly:
  - (a) the right to transfer shares is restricted in manner hereinafter prescribed;
  - (b) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the termination 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 power to issue shares or share warrants to bearer.
4. Provided that in the event the company has only one member, part III of table A of first schedule will be adopted, except from Regulation 79 of Part I of Table A in the First Schedule of the Companies Law.
5. The Regulations set below must be read, interpreted and applied on the basis that this Company is private and therefore any provisions that are inconsistent with the nature of the Company as a private company shall be adapted accordingly or shall be deemed as non-existent and will be ignored.

#### **SHARES**

6. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Regulations otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder, except only after a Court order by a competent Court.
7. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company from time to time may by ordinary resolution determine.

8. Subject to the provisions of Regulations 47(2) and 48(1) of these Regulations, the shares shall be at the disposal of the Directors who may issue, allot, distribute and generally dispose of them to such persons at such time and under such terms, preconditions or restrictions as they may think fit.
9. Subject to the provisions of Section 57 of the Law, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable to be, redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.
10. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 70 of the Law, and whether or not the Company is being wound up, be varied or abolished with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Regulations relating to general meetings shall apply, but so that the necessary quorum shall be two persons holding or representing by proxy one third of the issued shares of the class and so that any holder of shares of the class present in person or by proxy may demand a poll, and so that if at any adjourned meeting of these holders there is no quorum the shareholders that are present shall constitute a quorum.
11. The rights attached to any class of shares (unless otherwise provided by the terms of issue of the shares of that class) shall not be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
12. Every person whose name is entered as a member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of such amount as the Directors shall from time to time determine, for every certificate after the first. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
13. When a member has sold a part of his shares that are registered in his name, he shall be entitled to receive, without payment, a certificate for the rest of his shares.
14. If a share certificate shall be worn out, defaced, destroyed or lost, it may be replaced with a new one on payment of a fee (if any) and under such terms (if any) as to the evidence and indemnity and the payment of the

out-of-pocket expenses of the Company relating to the investigation of the evidence, as the Directors shall determine.

15. The Company may, subject to the provisions of Section 53 of the Law, give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding Company and the Company may make a loan for any purpose whatsoever on the security of its shares or those of its holding Company.

#### **LIEN ON SHARES**

16. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all the shares registered in the name of a single person for all moneys presently payable by such person or his estate or his beneficiaries to the Company; but the Directors may, at any time, declare any share to be wholly or partly exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all the dividends payable thereon.
17. The Company may sell in such manner as the Directors think fit, any shares on which the Company has a lien, but no such sale shall take place unless a sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing has been given to the registered holder for the time being of that share or to the person entitled to that share by reason of the death or bankruptcy of that holder; such written notice shall state the amount presently payable and demand the payment thereof.
18. To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
19. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

#### **CALLS ON SHARES**

20. The Directors may from time to time make such calls upon the members in

respect of any unpaid sums on their shares (either on account of the nominal value of the shares or by way of premium) and which, according to the terms of issue, are not payable at fixed dates; and every member (provided that he receives at least fourteen days notice specifying the date or dates and the place of payment) shall pay the Company, at the date or dates and place so specified, the sum called on his shares. A call shall be subject to revocation or postponement as the Directors may think fit.

21. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed and may provide for payment by instalments.
22. The joint holders of a share shall be jointly liable to pay all calls in respect thereof.
23. If a sum called in respect of a share is not paid, before or on the day appointed for the payment thereof, the person from whom the sum is due shall pay interest on such sum from the day appointed for payment thereof to the time of actual payment, at such rate as the Directors may, from time to time, determine, but the Directors shall have power to waive payment of such interest wholly or in part.
24. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, either on account of the nominal value of the share or by way of premium, shall, for the purposes of these Regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment the provisions of these Regulations as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.
25. The Directors may, on the issue of shares, differentiate between the holders of shares as to the number of calls to be made, as to the amount that has to be paid on every call and as to the time of payment of such calls.
26. The Directors may, if they think fit, receive from any shareholder willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced the Directors may (until the same would, but for such advance, become payable) pay interest at such rate as may be agreed between the Directors and the member paying such sum in advance.

#### **TRANSFER OF SHARES**

27. The member who transfers a share will be considered to remain its holder until the name of the transferee is entered in the Register of Members.
28. Subject to such of the restrictions of these Regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in the following form or in any usual or common form or any other form which the Directors shall approve. Except where it is permitted that the instrument of transfer is only signed by or on behalf of the transferor, the same shall be

signed by or on behalf of the transferor and, also, by or on behalf of the transferee:

"I, A.B. of ..... in consideration of the sum of Euro ..... paid to me by C.D. of ..... (hereinafter called "the said transferee") hereby transfer to the said transferee the share(s) numbered ..... in the undertaking called the ....., so that the said transferee, his executors, administrators, and assigns, shall hold the same subject to the same terms as I held the same at the time of the execution of this transfer. And I, the said transferee hereby agree to take the said share(s) subject to the conditions aforesaid.

Made and signed the ..... day of ..... 20..

Witness to the signature of.....".

29. Subject to the provisions of Regulations 8 and 31(1) (i) and (j) of these Regulations, the Directors may in their absolute discretion and without assigning any reason therefore refuse to register the transfer of any share or shares, whether or not it is a fully paid share. They may also refuse to register any transfer of any share on which the Company has a lien, as well as to register any transfer of any share if by any such transfer the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the termination of such employment to be members of the Company) exceeds fifty.
30. No share shall be given by any member of the Company as pledge or security for any loan, debt or obligation without a permit in writing first obtained from the Directors and the Directors shall refuse to register or recognise any pledge or security made in contravention of the provisions of this Regulation. Any pledge or security given or made in contravention of this Regulation shall be void as against the Company.
31. (1) (a) Except as hereinafter provided, no shares in the Company shall be transferred to a non-member unless and until the rights of pre-emption, hereinafter conferred shall have been exhausted.
  - (b) Every member who desires to transfer any shares (hereinafter called "the proposing transferor") shall give to the Company notice in writing of such desire (hereinafter called "transfer notice"). A transfer notice shall necessarily mention the price which the proposed transferor determines to be the fair value, and this notice shall constitute the Company his agent for the sale of the shares to any members of the Company who desire to purchase the offered shares (hereinafter called "the buying members") at the price determined as above, or if any one of the buying members so chooses, at the fair value so certified by the auditor of the Company (hereinafter called the "Auditor") in accordance with sub-clause (f) below. A notice of transfer

which has been given cannot be revoked unless by previous permission of the Directors.

- (c) Upon the price of the shares offered for sale being fixed, as provided under this Regulation, the Company shall be obliged to give written notice to all its members in which the number and price of the shares offered for sale shall be mentioned. In this notice, there shall also be an invitation by the Company for the members to declare in writing within twenty-eight days of the notice whether they wish to purchase any of the shares offered for sale and in case of an answer in the affirmative, the maximum number of the shares they wish to purchase.
- (d) Upon the expiration of the said twenty-eight day time limit, the Company shall allocate the shares offered for sale to the members who have expressed their desire to purchase them according to the above provisions and in case there are more than one such members, the Company shall allocate them pro rata as nearly as may be according to the number of shares in the Company which they already hold. And in case any of the buying members express the desire to purchase fewer than the shares allocated to them, but there are other members who are willing to purchase the resulting difference, the Company shall make an appropriate re-allocation of the shares offered for sale among the buying members. Provided that no member shall be obliged to take more than the maximum number of shares specified by him.
- (e) After the allocation of the shares by the Company as above, the Company shall be obliged to give notice of such allocation to the proposing transferor. He shall then be bound, upon payment to him of the fair value as determined in accordance with paragraph (b) or (f) of this Regulation, to transfer the shares to the buying members.
- (f) In case of difference between the proposing transferor and the buying members or any of them, as to the fair value of any share, the Auditor, upon an application made by any one of the interested parties, shall certify in writing the price which in his opinion constitutes the fair value and the amount so determined shall be considered to be the fair value of the shares. The Auditor, in the exercise of such power, shall be deemed to be acting as an expert and not as an arbitrator, and consequently the provisions of the Arbitration Law, CAP.4 shall not apply.
- (g) In case the proposing transferor fails to transfer the shares which he is bound by the above provisions to transfer, the Company shall proceed with the receipt of the sale price and the registration in the Register of Members of the names of the buying members as the persons entitled to the shares; the amount so received, shall be held by the Company as trustee for the proposing transferor and the receipt given by the



Company for its receipt shall discharge the members completely of their obligation to pay such price; and after the entry in the Register of Members of the names of the members who bought shares under this Regulation, no dispute as to the validity of this procedure by any person shall be entertained.

- (h) In the event that the sale of all the shares offered for sale by the proposing transferor is not achieved as provided above, the proposing transferor shall be at liberty at any time during the three months following the expiry of the said period of twenty-eight days, subject to the provisions of Regulation 29, to sell and transfer any of his shares, not allocated, to any person and at any price.
  - (i) Notwithstanding any of the above provisions of this paragraph, shares may be freely transferred by a member to the spouse, child or remoter issue, parent, brother, sister, son or brother in law, daughter or sister in law of that member or to a family company of the member and the shares of a deceased member may be transferred by his heirs or his personal representatives to the widow or widower, child or remoter issue, parent, brother, sister, son or brother in law, daughter or sister in law or family company of such deceased member. Shares may also be freely transferred if the member transferring them secures and delivers to the Company the written consent of the other members or their written declaration that they are not interested themselves in purchasing or acquiring the shares that the member proposes to transfer.
  - (j) Notwithstanding any provisions in these Regulations to the contrary, in the case of a transfer of shares from a member to a member or from a member to a person or persons to whom the transfer of shares is freely allowed pursuant to sub-paragraph (i) above, the approval of the transfer by the Directors of the Company shall be deemed to have been given and therefore the registration of such transfer will automatically be made without any resolution of the Directors of the Company being necessary.
- (2) Subject to the provisions of paragraph 1(g) above, no transfer of shares shall be registered except upon the previous production to the Company of a valid instrument of transfer which ought to be accompanied by the share certificate of the shares transferred as well

as by such other evidence as the Directors may demand as proof of the transferor's right to transfer such shares.

32. In addition to any right of the Directors to refuse registering any share, they may also refuse to recognise any instrument of transfer if:
- (a) the fee which the Directors may from time to time determine is not paid to the Company in respect thereof;

- (b) the instrument of transfer is not accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and
  - (c) the instrument of transfer is in respect of more than one class of shares.
33. If the Directors refuse to register a transfer they shall within two months from the date on which the transfer was lodged with the Company, send to the transferee notice of their refusal.
  34. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.
  35. The Company shall be entitled to charge such fee as the Directors may from time to time determine for the registration of any probate, letters of administration, certificate of death, power of attorney, or other instrument.

#### **TRANSMISSION OF SHARES**

36. In case of the death or dissolution of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives or in the absence of such legal representatives the heirs of the deceased where he was a sole holder, or the successor or successors, in the case of a dissolved legal person, shall be the only persons recognized by the Company as having any title to or interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
37. Any person becoming entitled to a share in consequence of the death, or bankruptcy, or dissolution, of a member may upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy or dissolution, as the case may be.
38. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death, or bankruptcy, or dissolution, of the member had not occurred and the notice or transfer were a transfer signed by that member.

39. A person becoming entitled to a share by reason of the death, or bankruptcy, or dissolution of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

### FORFEITURE OF SHARES

40. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter, during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with the accrued interest and any expenses incurred by the Company.
41. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
42. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture will include all the dividends declared in respect of the shares which have been forfeited and which have not been paid up until forfeiture.
43. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit and, at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors think fit.
44. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with interest on these sums from the date on which these became payable until payment, at such rate as the Directors may determine; but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares together with the interest provided above.
45. A statutory declaration in writing that the declarant is a Director or the

Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

46. The provisions of these Regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of the share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified.

#### ALTERATION OF CAPITAL

47. (1) The Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
- (2) The Company may, whenever it proceeds with the increase of capital, by ordinary resolution determine the method in which these new shares, or any of them, shall be provided at par, or at a premium or (subject to the provisions of Section 56 of the Law) at a discount.
48. (1) Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of capital, according to the provisions of paragraph (2) of Regulation 47, all unissued shares of the Company (whether unissued shares within the limit of the already authorised share capital or new shares in consequence of the increase of the authorised share capital) shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notice from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to have been rejected, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company. Furthermore, the Directors may so dispose of any new shares which, by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares, cannot, in the opinion of the Directors, be conveniently offered under this Regulation.
- (2) The new shares shall be subject to the same provisions with reference

to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.

49. The Company may by ordinary resolution:

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) subdivide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of Section 60(1)(d) of the Law;
- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

And by special resolution:

- (d) reduce its share capital, or any capital redemption reserve fund, or any share premium account in the manner and with, and subject to, any incident authorised, and consent required, by the Law.

#### **GENERAL MEETINGS**

- 50. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Directors shall appoint.
- 51. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 52. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by Section 126 of the Law. If at any time there are not enough Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

#### **NOTICE OF GENERAL MEETINGS**

- 53. An annual general meeting and a meeting called for the passing of a special

resolution shall be called by twenty-one days' prior notice at the least and a meeting of the Company, other than an annual general meeting or a meeting for the passing of a special resolution, shall be called by fourteen days' notice at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Regulations of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Regulation, be deemed to have been duly called if it so agreed:

- (a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at such meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.
54. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
55. Each notice calling for a general meeting of the Company shall include, in a noticeable place thereof, a declaration that a member who is entitled to attend and vote he is also entitled to appoint one or more proxies to attend and vote in his place and that such proxy need not be a member.

#### **PROCEEDINGS AT GENERAL MEETINGS**

56. All business shall be deemed special that is transacted at an extraordinary general meeting and also that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
57. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided one member present in person or by proxy shall be a quorum.
58. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other

time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

59. The chairman, if any, of the Board of Directors, shall preside as chairman at every general meeting of the Company or, if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, then the vice-chairman of the Board, if any, shall preside in his place. If there is no vice-chairman, or if he is also not present within the time-limit prescribed above for the chairman, or if he is unwilling to act, then, the Directors present, if any, shall elect one of their number to be chairman of the meeting; and in case where the Directors refuse to make such election, or in case where none of the Directors present is willing to preside or in case where no Director is present within fifteen minutes after the time appointed for the holding of the meeting then, the members present shall elect one of their number to be chairman of the meeting.
60. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as provided above, it shall not be necessary to give any notice for an adjournment or for the business to be transacted at an adjourned meeting.
61. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the Chairman; or
  - (b) by at least three members present in person or by proxy; or
  - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
  - (d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence

of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

62. Except as provided in Regulation 66, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
63. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
64. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
65. Subject to the provisions of the Law, 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 (or being corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

#### **VOTES OF MEMBERS**

66. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every member present in person or by proxy shall have one vote and on a poll every member shall have one vote for each share of which he is the holder.
67. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion, of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
68. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by the administrator of his property, his committee, receiver, curator bonis or other person in the nature of an administrator, committee, receiver or curator bonis appointed by the Court, and any such administrator, committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
69. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
70. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all



purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

71. On a poll votes may be given either personally or by proxy.
72. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, either under seal or under the hand of the officer or attorney duly authorised. A proxy need not be a member of the Company but shall have the same right to speak at the general meeting as his appointer.
73. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarized certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within Cyprus as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
74. The instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

**"N-MINING LIMITED"**

I/We,....., of ..... being a member/members of the above-named Company, hereby appoint..... of....., or failing him ..... of....., as my/our proxy to vote for me/us on my/our behalf at the annual\*/ extraordinary\* (\*delete whichever is not applicable) general meeting of the Company, to be held on the ..... day of ..... 20..., and at any adjournment thereof.

Signed this ..... day of ..... 20...."

75. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

**"N-MINING LIMITED"**

I/We,....., of ..... being a member/members of the above-named Company, hereby appoint ..... of ..... , or failing him ..... of ..... , as my/our proxy to vote for me, us on my/our behalf at the annual\*/ extraordinary\* (\*delete whichever is not applicable) general meeting of the Company, to be held on the ..... day of ..... 20..., and at any adjournment thereof.

Signed this ..... day of ..... 20...."

This form is to be used in favour of\*/against\* the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit (\*Delete whichever is not desired).

76. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
77. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

78. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

#### **DIRECTORS**

79. Unless and until otherwise determined by the Company at a general meeting, the number of Directors shall be one (1) to seven (7). The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them. Until the appointment of the first Directors the subscribers of the Memorandum of Association shall exercise all the powers of the Directors.
80. (1) The remuneration if any, of the Directors shall be determined from time to time by the Company at a general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or which have been incurred by them in any other way in connection with the business of the Company.  
  
(2) Any Director who at the Company's request provides special services to the Company or it is necessary to travel or to remain abroad for the Company's purposes, will receive from the Company such additional remuneration by way of salary, benefit, real expenses or in any other way as the Board will decide.
81. The shareholding qualification for Directors may be fixed by the Company in general meeting and, unless and until so fixed, no qualification shall be required.

82. (1) A Director of the Company may be or become a Director or other officer of, or otherwise interested in, any Company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other Company unless the Company otherwise directs.
- (2) The Directors are entitled to exercise the voting rights which are conferred on the Company by any shares which the Company has or holds in any other company or the rights which are exercised by them as Directors of such other company in such manner as regards all matters, as the Directors will deem fit (including the exercise of the voting right in favour of any resolution which appoints themselves, or some of them as Directors, or officers of such other company) and each Director will have the right to vote in favour of the exercise of such voting rights in manner aforesaid, even if it is likely or about to happen that such Director will be appointed as a Director or officer of such other company in which event he will or is likely to have an interest in the exercise of such voting rights in manner aforesaid.

#### **BORROWING POWERS**

83. (1) The Directors may exercise all the powers of the Company to borrow, the giving of guarantees and the charge or mortgage (in such manner and on such terms as the Directors may from time to time deem fit or expedient) the whole or part of the undertaking, movable and immovable property of the Company, present or future, including all or part of the uncalled capital of the Company, and to issue floating charges, debentures, mortgage debentures, debenture stock, promissory notes, bonds and other securities payable to bearer or otherwise and whether perpetual or redeemable or repayable and whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- (2) Any such floating charges, debentures, mortgage debentures, debenture stock, bonds, promissory notes or other securities may be issued at a discount, at a premium or otherwise and with such powers as to redemption, surrender, drawings, allotment of shares or other as the Directors shall think fit or expedient.

#### **POWERS AND DUTIES OF DIRECTORS**

84. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not by the Law or by these Regulations required to be exercised by the Company in general meeting, subject, nevertheless, to these Regulations, to the provisions of the Law and to such regulations, not being inconsistent with these Regulations

or the provisions of the Law, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been passed.

85. The Directors shall duly comply with the provisions of the Law and particularly with the provisions requiring the registration of particulars, mortgages and charges affecting the property of the Company or created by the Company, the keeping of a Register of Directors and Secretary, the sending to the Registrar of Companies of an annual report, notice of consolidation or increase of the share capital, copies of special and extraordinary resolutions as well as a copy of the Register of Directors and notifications of any changes therein.
86. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
87. The Company may exercise the powers conferred by Section 36 of the Law and which concern the right of the Company to have an official seal for its use abroad, and such powers shall be exercised by the Directors.
88. (1) A Director which in any way, directly or indirectly, has an interest in a contract or a proposed contract with the Company, shall declare the nature of his interest at a meeting of the Directors according to section 191 of the Law.  
  
(2) Any Director or any company or firm of which a Director is a shareholder, partner or director, may contract and participate in the profits of any contract or arrangement with the Company as if he were not a Director and may retain for his own use any profits or benefits made by him under any such contract. Every Director shall also be entitled to vote on any matter concerning any such contract or arrangement notwithstanding any interest he may have therein as well as on any matter concerning his appointment with remuneration to any office or place of profit under the Company or on the regulation of the terms thereof and shall be entitled to be counted in the quorum of the Board of Directors at any meeting at which any such matter is considered.  
  
(3) The Directors may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with the office of Director, for such period and on such terms (as to

remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such office or other place of profit or as a salesman or a purchaser or in any other way, and neither any such contract, or any contract or any arrangement which has been concluded by or on behalf of the Company, to which such Director has some interest will be voidable, nor any Director who will conclude any such contract, or who will have any such interest will be under an obligation to account to the Company for any profit which he will make from any such contract, or arrangement, solely due to the fact that such Director holds the office of Director or due to the confidential nature of this office.

- (4) The Directors may act by themselves or their firm in a professional capacity for the Company, so that the Director who acts in such a way or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company.
89. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
90. The Directors shall cause minutes to be made in books provided for this purpose with regard to the proceedings at all meetings of the Company, and of the Directors and of the Committees of Directors.
91. The Directors may, on behalf of the Company, pay a gratuity pension or other allowance on retirement to any Director who held a salaried office or place of profit with the Company or to his widow or his dependants and may contribute to any fund or pay an additional reward for the purchase or provision of any such gratuity, pension or allowance.

#### ALTERNATE DIRECTORS

92. (1) Each Director may, at any time and from time to time, appoint any person approved by the Directors to act as Alternate Director in his place. Subject to the terms and conditions existing with reference to the other Directors and Alternate Directors, an Alternate Director shall exercise and discharge all the powers and duties of the Director he represents. Any Director of the Company who is appointed an Alternate Director shall be entitled to vote at any meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, but shall only be considered as one Director for the purpose of making a quorum of Directors.
- (2) Every appointment, of an Alternate Director made under this

Regulation shall be subject to revocation at any time by the appointing Director. Any appointment or revocation of appointment of an Alternate Director may be made by cable, telegram, radiogram, telex, telefax or in any other similar way but shall be confirmed as soon as possible by letter, but shall be effective immediately (that is even before receipt of the letter). Provided that the relevant instrument of appointment shall be forwarded to the office on time so that it is received not later than 48 hours before the first meeting of the Board is to take place at which the Alternate Director will be present. The presence of the Director who appointed the Alternate Director in any meeting of the Board, will automatically suspend, with regard to such meeting, the appointment of the Alternate Director who shall not be entitled to be present at and attend such meeting.

- (3) Any instrument appointing an Alternate Director shall, as nearly as circumstances will admit, be in the following form or to the effect following:

**"N-MINING LIMITED"**

I.....a Director of **N-MINING LIMITED**, in pursuance of the powers on that behalf contained in Regulation 93 of the Articles of Association of the Company, do hereby nominate and appoint ..... of ..... to act as Alternate Director in my place and on my behalf at any meeting of the Directors which I am unable to attend and to exercise and discharge all my powers and duties as a Director of the Company.

Such appointment shall be valid for the meeting of the Directors to be convened on .....20 \*/for a period of ..... days\*/until it is revoked by me by my notification to the Company.\*

(\*Delete whichever is not applicable)

In ..... this ..... day of ..... 20...

(Signed) .....  
Director"

- (4) The Director who appointed the Alternate Director will not be responsible for the acts or omissions of the Alternate Director he appointed unless, and to the degree that, he has authorised or approved the same.

**DISQUALIFICATION OF DIRECTORS**

93. The office of Director shall be vacated if the Director -

- (a) becomes bankrupt or makes any arrangement or composition

with his creditors generally; or

- (b) becomes prohibited from being a Director by reason of any order made under section 180 of the Law; or
- (c) becomes of unsound mind; or
- (d) resigns his office by notice in writing to the Company.

### ROTATION OF DIRECTORS

- 94. Subject to the provisions of these Regulations, at the first annual general meeting all the Directors shall retire from office and at each subsequent annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.
- 95. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 96. A retiring Director shall be eligible for re-election.
- 97. The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.
- 98. No person other than a Director retiring at the meeting shall unless recommended by the Directors be eligible for election to the office of Director at any general meeting, unless neither less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the registered office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
- 99. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine the way of rotation and may increase or reduce the number of Directors to retire in such way.
- 100. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Regulations. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to

retire by rotation at such meeting.

101. The Company may by ordinary resolution of which special notice will have been given in accordance with Section 136 of the Law, remove any Director before the expiration of his period of office, notwithstanding, any provisions in these Regulations or any agreement between the Company and such Director. Such removal however shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
102. The Company may by ordinary resolution appoint another person in place of a Director from office under the immediately preceding Regulation, and, without prejudice to the powers of the Directors under Regulation 101, the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### **PROCEEDINGS OF DIRECTORS**

103. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Except as otherwise provided in these Regulations questions arising at any meeting at which a quorum is present shall be decided by a majority of the Directors taking part in the vote. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It will not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Cyprus.
104. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors on each occasion and unless so fixed it shall be one Director.
105. The continuing Directors may act at any time notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the permitted minimum number of Directors which according to the provisions of these Regulations constitute a quorum for the meetings of the Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that minimum number or of summoning a general meeting of the Company, but for no other purpose.
106. The Directors may elect a chairman and vice-chairman for the meetings and may determine the period of time for which each one of them shall hold such office; but if no chairman or vice-chairman is elected or if at any meeting of the Directors neither the chairman nor the vice-chairman is present within ten minutes after the time appointed for holding the meeting then the Directors present, may choose one of their number to be chairman of such meeting.



107. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they may think fit; a committee so formed shall in the exercise of the powers so delegated to it, conform to any regulations which may be imposed on it by the Directors.
108. The committees may elect a chairman of their meetings; if no such chairman is appointed, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their numbers to be Chairman of the meeting.
109. The committees may meet and adjourn their meetings as they may think fit. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
110. All acts done at any meeting of the Directors or of a committee of the Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them, were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
111. A resolution in writing signed or approved by letter, telegram, radiotelegram, telex, telefax or other similar means by all the Directors or their Alternates, shall be as valid and binding, as it would have been if it had been passed at a meeting of the Directors which had been duly convened and held. And if it is signed as provided above, it may consist of various documents each one of which must be signed by one or more of the persons referred to above. The Directors may participate in any meeting of the Directors or any duly authorised committee by means of telephone conference or conference by similar communications equipment by means of which all persons participating in the conference can hear each other, and the participation by such means shall constitute presence in person at such meeting for which an appropriate minute shall be made.

### **MANAGING DIRECTOR**

112. The Directors may at any time and from time to time appoint one or more of their body to the office of Managing Director or Managing Directors or any other person or persons to the office of Manager or Managers for such a period and under such terms as they may think fit. A Director so appointed shall not, while holding that office, be subject to retirement by rotation, nor shall he be taken into account in determining the Directors who retire by rotation. However, the appointment of a Director as a Managing Director, shall be subject to determination ipso facto if he ceases for any cause to be a Director or, subject to the terms of any agreement he may enter into with the Company, if the Company at a general meeting resolves that his tenure of the office of a Managing Director be determined.
113. A Managing Director shall be entitled to receive such remuneration (whether

by way of salary or commission or participation in profits or partly in one way and partly in another) as the Directors may from time to time determine. The remuneration to be fixed for a Director appointed to the office of Managing Director shall be independent of and in addition to that which may be fixed under Regulation 80 of these Regulations.

114. The Directors may from time to time entrust to and confer upon the Managing Directors all or any of the powers of the Directors as they may think fit, but the exercise of any of the powers by one Managing Director shall be subject to such regulations and/or restrictions and/or limits as the Directors may from time to time make or impose, and the said powers may at any time be revoked or varied.

### **SECRETARY**

115. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
116. No person shall be appointed or hold office as Secretary who is:
- (a) the sole Director of the Company; or
  - (b) a corporation the sole Director of which is the sole Director of the Company; or
  - (c) the sole Director of a corporation which is the sole Director of the Company.
117. A provision of the Law or these Regulations requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

### **THE SEAL**

118. The Directors shall provide for the safe custody of the seal which shall not be affixed to any instrument except pursuant to prior approval of the Directors given by their respective decision. In such a case, the seal shall be affixed in the presence of at least two Directors or of one Director and of the Secretary or of one Director and one other person as the Directors may appoint for the purpose. Provided that where there shall be only one Director, the seal may be affixed in the presence of that Director only. The Directors referred to above, or the Director and the Secretary or the person appointed by the Directors, or the only Director or the Managing Director, as the case may be, shall sign every instrument to which the seal of the Company is so affixed in their presence.

### **DIVIDENDS AND RESERVES**

119. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.
120. The Directors may from time to time pay to the members interim dividends (including the fixed dividends which are payable at fixed times) on any preferential shares or other shares as appear to the Directors to be justified by the profits of the Company.
121. No dividend shall be paid otherwise than out of profits.
122. The Directors may set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for purposes to which the profits of the Company may be lawfully applied, and pending such application, may, at the like discretion of the Directors, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time determine. The Directors may also, without placing the same to reserve, carry forward any profits as they may think fit to the following year instead of distributing them.
123. Subject to the rights of any persons, if any, who are entitled to shares with special rights as to dividends, all dividends shall be declared and paid on the basis of the amounts paid or credited as paid on the shares in respect whereof the dividend is paid; but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Regulation as paid on the share. All dividends shall be apportioned and paid in proportion to the amounts paid or credited as paid on the shares during the part or parts of the period in respect of which the dividend is paid; but if a share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
124. The Directors may deduct from any dividend payable to any member, all sums of money (if any) presently payable by such member to the Company with regard to the shares of the Company.
125. Notice for a dividend that has been declared will be given in the way hereinafter mentioned, to the persons entitled to participate in that dividend.
126. Every general meeting at which a dividend or bonus is declared may direct that the payment of such dividend or bonus may be made wholly or partly by the distribution of specific assets of the Company and in particular of fully paid up shares, debentures or debenture stock of another company or in any one or more of such ways, and the Directors will give effect to such direction; and where any difficulty is encountered on any such distribution, the Directors may settle the same in any way they think fit, and in particular they may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members on the basis of the value so fixed for the adjustment of the rights of all the members, and may transfer any such specific assets in trustees in the way the Directors shall think fit.

127. The dividends, interests or other moneys which are payable in cash in respect of shares, may be paid by cheque or warrant sent through the post to the registered address of the holder or in the case of joint holders, to the registered address of that one of the joint holders whose name appears first on the Register or to such person and at such address as the holder or joint holders may indicate in writing. Every such cheque or warrant shall be payable to the order of the person to whom it is sent. Any one of two or more joint holders may give valid receipts for any dividends, bonuses or other moneys paid in respect of the shares held by them jointly.
128. No dividend shall bear interest as against the Company.
129. A dividend not claimed for a period exceeding twelve years from the day it was declared, shall be subject, at any time after the expiration of this time limit, to forfeiture pursuant to a decision of the Directors.

### ACCOUNTS

130. The Directors shall cause proper books of account to be kept with respect to:
  - (a) all the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Company; and
  - (c) the assets and liabilities of the Company.

Proper books of account shall not be deemed to be kept by the Company if such books of accounts are not kept as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
131. The books of account shall be kept at the Registered Office of the Company, or, subject to Section 141 (3) of the Law, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
132. The Directors may from time to time determine whether and to what extent and at what times or places and under what conditions or regulations the accounts and books of the Company, or some of them, shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Law or authorised by the Directors or by the Company in general meeting.
133. The Directors shall from time to time, in accordance with sections 142 and 151 of the Law, cause to be prepared and be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (where necessary) and reports as referred to in those sections.
134. A copy of every balance sheet (including every document required by Law to

be annexed thereto) which is to be laid before the Company in general meeting together with a copy of the auditor's report shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company, and to every person who is registered according to Regulation 38. Provided that this Regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures of the Company.

### **CAPITALISATION OF PROFITS**

135. The company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution:

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Regulation, be applied only in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.

136. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

### **AUDIT**

137. Auditors shall be appointed and their duties regulated in accordance with

sections 153 to 156 (both inclusive) of the Law.

## NOTICES

138. A notice may be given by the Company to any member either by delivering it personally or by sending it by post to him or to his registered address, or (if he has no registered address within Cyprus) to the address, if any, within Cyprus supplied by him to the Company for the giving of notice to him or by fax or by special overnight courier or by dispatch by computer (e-mail) or by other similar means. Where a notice is sent by post, service of the notice shall be presumed to have been effected in the case of a notice of a general meeting at the expiration of twenty four hours after the posting of the letter containing the notice, and in every other case at the time at which the letter would be delivered in the ordinary course of post after proof that the letter containing the notice has been duly addressed to the addressee. In case the notice is sent by fax or by special overnight courier or by computer (e-mail) or by other similar means, service of it shall be deemed to have been effected at the expiration of 24 hours after it is sent.
139. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder, first named in the Register of members in respect of the share.
140. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address, if any, within Cyprus supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
141. Notice of every general meeting shall be given in any manner hereinbefore authorised to -
- (a) every member except those members who (having no registered address within Cyprus) have not supplied to the Company an address within Cyprus for the giving of notices to them;
  - (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
  - (c) The auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

## WINDING UP

**APOSTILLE**

(Convention de La Haye du 5 octobre 1961)

1. Country: CYPRUS

This public document

2. has been signed by ..... IRENE ATHANASIADOU .....

3. acting in the capacity of Registrar of Companies

4. bears the seal/stamp of Registrar of Companies

Certified

5. at Limassol

6. the ..... 28 NOV 2017 .....

7. by ..... PANAGIOTA KOUDOUNA .....

8. Lm MJPO No. .... 118563/10 .....

9. Seal/stamp:

10. Signature:



[Handwritten Signature]  
.....

For/Permanent Secretary  
Ministry of Justice and Public Order

TRANSLATED  
TRUE COPY

FOR REGISTRAR OF COMPANIES