

REGISTRY
RECEIVED
24 JAN 2024

RE-SUBMITTED
12 MAR 2024
REGISTRY

RE-SUBMITTED
- 8 APR 2024
REGISTRY

C49521/52

OF COMPANIES
C49521 REGG Ltd. ESO R1538510
97, ARCHBISHOP STREET
VALLETTA VLT 1446
(the "Company")

AS
18 APR 2024

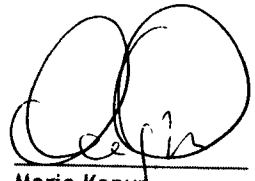
RESOLUTION IN WRITING SIGNED BY THE SHAREHOLDERS OF THE COMPANY BEING ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND VOTE AT GENERAL MEETINGS OF THE COMPANY IN TERMS OF ARTICLE 210 OF THE COMPANIES ACT, CHAPTER 386 OF THE LAWS OF MALTA.


It is hereby resolved to change the name of the company from Regg Ltd to:

Change of name of the company **ViewCon360 Ltd.**

Substitution of Memorandum and Articles of Association It is further resolved that the company's Memorandum and Articles of Association be deleted in their entirety and substituted with the attached.

Date 22nd January 2024.


Mario Kapur
Shareholder


Jeanline Giglio
f/AssetOne Holding Ltd
Shareholder

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COMPANIES ACT 1995

LIMITED LIABILITY
COMPANY

MEMORANDUM OF ASSOCIATION

OF

ViewCon360 Ltd.

**Memorandum of Association
of
ViewCon360 Ltd.**

1. Name

The name of the Company is **ViewCon360 Ltd.**

2. Registered Office and Email Address

The registered office of the Company shall be at 97, Archbishop Street, Valletta VLT 1446, Malta or any other address in Malta as the Board of Directors of the Company may from time to time determine.

The email address of the Company is admin@viewcon360.com

3. Objects

The objects for which the company is established and the powers of the company are as follows:-

- a. To engage in the trading business of retail, wholesale, importation, exportation, promotion, production and manufacture of a variety of merchandise, goods, products and commodities.
- b. To subscribe for, purchase or otherwise acquire, take, hold, dispose of or otherwise deal in all kinds of securities including shares, stocks, debentures, debenture stock, bonds, notes, options, and interests in all kinds of companies, corporations, entities, partnerships or other body of persons as the Board of Directors may determine, and to manage and administer any of the afore-mentioned property or any other property permitted by law;
- c. To receive from the assets of the company dividends, capital gains, interest, and any other income derived from investments including income or gains on their disposal, rents, royalties and similar income whether arising in or outside Malta, and profits or gains attributable to a permanent establishment (including a branch) whether situated in or outside Malta.

- d. To acquire and dispose of, by any title valid at law, movable or immovable property, whether for commercial or other purposes and to hold the property so acquired, and the consideration for any acquisition or disposal can be by credit or in cash or in kind, including the allotment of shares or debentures of the company, credited as paid up in full or in part as needs be;
- e. To invest, lease, hire, grant by way of emphyteutical concession or in any other manner employ, improve, manage or develop any of its assets as may from time to time be determined;
- f. To give loans, advances and credit facilities to third parties and to invest or lend any of the monies of the Company in relation to its business in such a manner as the Board of Directors may determine;
- g. To enter into any agreement or make any arrangement in connection with the Company's business, with any government department or other authority, corporation, company or person which is in the interest of the Company;
- h. To borrow and raise money in such manner as the Company shall think fit, for the purpose of, or in connection with, the Company's business and to secure the repayment of the money borrowed by hypothecation or other charge upon the whole or part of the movable and immovable assets or property of the Company present and future and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- i. To guarantee the payment of monies or the performance of any contract or obligation in which the Company may be interested even by the hypothecation of the Company's property, present or future;
- j. To act as surety for and to guarantee the payment of monies or the performance of any contract or obligation of any third party even by the hypothecation of the Company's property, present or future;
- k. To receive and grant royalty, rental rights, license or similar property of any kind and to enter into arrangements for this purpose;
- l. To promote any other Company or Companies for the purpose of its or their acquiring all or any property and rights and

undertaking any business of this Company and to pay all the expenses of and incidental to such promotion;

- m. To sell, lease or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company;
- n. To carry on any other business or businesses whatever, within the objects of the company and which may be conveniently carried on or which may be calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property rights or to utilise skills and knowledge available to the Company;
- o. To do all such other things which are incidental or conducive to the attainment of the above objects or of any of them.

It is hereby declared that, except only if and so far, as otherwise provided in any paragraph, each paragraph of this clause shall be construed independently of the other paragraphs thereof and accordingly shall in no case be limited by reference to any other paragraph, and that in the event of any ambiguity this clause shall be construed in such a way as to widen and not to restrict the powers of the Company. It is further expressly declared that wherever the context so permits this clause shall be so construed as to permit the Company to exercise its power without territorial restriction.

Nothing in the foregoing shall be construed as empowering or enabling the Company to carry out any activity or service which requires a license or other authorization under any Law in force in Malta without such a license or other appropriate authorization from the relevant competent authority and the provisions of Article 77(3) of the Companies Act shall apply.

4. Status of Company

The Company is a private limited liability Company.

5. Capital

a. Authorised

The authorised share capital of the Company is thirty-five thousand Euros (€35,000) divided into thirty-five thousand (35,000) ordinary shares of one Euro (€1) each.

b. Issued

The issued share capital of the Company is thirty-five thousand Euros (€35,000) divided into thirty-four thousand nine-hundred and ninety-nine (34,999) ordinary Class 'A' shares of one Euro (€1) each and one (1) ordinary class 'B' share of one Euro (€1), which have all been subscribed, allotted and taken up fully paid up, as follows:

Asset One Holding Ltd.
97, Archbishop Street,
Valletta Vlt 1446
Malta
Registration No: C 49485

Thirty-four thousand nine hundred and ninety-nine (34,999) Ordinary class 'A' shares of one Euro (€1) each

Mario Kapun
3ET BO A030,
MEMMO CENTER BLOC A, 4,
AVENUE DES GUELFES,
MONACO 98000
MONACO
Austrian Passport P 7540556

One (1) Ordinary class 'B' share of one Euro (€1)

The Company is authorised to issue preference shares, with whatever denomination used and any redemption of such shares shall take place at par with no fixed date for redemption in accordance with the provisions of the Companies Act, 1995 and subject to any specific conditions which may be included in any extraordinary resolution approving such redemption of shares. The said preference shares shall carry no voting rights.

6. **Rights attaching to shares**

The Ordinary "B" shares shall not carry a right to receive dividends but in all other matters shall rank pari passu with the Ordinary "A" shares.

7. **Liability of Members**

The liability of the members is limited in the case of each member to the amount, if any, unpaid on the shares which such member holds in the Company.

8. **Management and Administration**

The business and affairs of the Company shall be managed and administered by a Board of Directors consisting of not less than one (1) and not more than three (3) directors.

The director of the Company is:

Lexpractis Limited

97,
Archbishop Street,
Valletta Vlt 1446
Malta
Registration No: C 77594

Legal and Judicial representation of the company is vested in any one (1) of its directors or in addition and without prejudice to the aforesaid, in any person or persons authorised by the Board from time to time, for this purpose.

9. **Company Secretary**

The secretary of the Company is:

Jeannine Giglio
97,
Archbishop Street,
Valletta Vlt 1446, Malta
ID 58547M

CERTIFIED TRUE COPY



Jeannine Giglio
F/LexPractis Limited
Company Secretary

**Articles of Association
of
ViewCon360 Ltd.**

PRELIMINARY

1. The Regulations contained in Part I and Part II of the First Schedule to the Act shall apply to the Company save insofar as they are excluded or modified hereby.
2. The Company is a private company and accordingly:
 - i. the right to transfer shares is restricted in the manner hereinafter prescribed;
 - ii. the number of members of the Company is limited to fifty (50), provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this Article be treated as a single member;
 - iii. any invitation to the public to subscribe for any shares or debentures of the Company is prohibited; and

ISSUE OF SHARES

3. 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 may from time to time by ordinary resolution determine.
4. Subject to the provisions of Article 115 of the Act, 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 extraordinary resolution determine.

5. The Board shall not have the authority to issue shares unless the maximum amount to be issued and the terms of the issue are authorised by an extraordinary resolution of the members and the Board shall not have the authority to restrict or withdraw the right of pre-emption unless authorised by the said extraordinary resolution.
6. The rights conferred upon the holder/s of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally therewith.

TRANSFER AND TRANSMISSION OF SHARES

7. The right to transfer shares in the Company is restricted in the manner and to the extent prescribed in these Articles. In particular:
 - I. If any member (hereinafter the 'Transferring Member') wishes to transfer his shares or any one of them he shall inform the Board by a notice in writing (hereinafter the 'Transfer Notice') specifying the number of shares to be transferred (hereinafter the 'Transfer Shares'), the name of the proposed transferee and an estimated valuation of each share. The Transferring Member shall not be entitled to revoke a Transfer Notice without the consent in writing of the Board.
 - II. The receipt by the Board of a Transfer Notice shall constitute an authority to the Board to offer for sale the Transfer Shares at a fair valuation to be ascertained as follows:
 - (a) at the Transferring Member's estimated valuation, if considered by the Board to be a fair one; or
 - (b) at a value placed on them by the auditors of the Company where the Transferring Member's valuation is not considered by the Board to be a fair one; or
 - (c) at a valuation placed on them by any other person whom the Board, with the consent in writing of the Transferring Member, shall appoint where for any reason the auditors of the Company cannot or shall not make the said valuation.

- III. When a fair value of the shares has been determined in the manner prescribed in sub-Article (ii) of this Article, the Board shall, by notice in writing, inform the Transferring Member and shall cause a notice to be sent to every other member of the Company stating the number and the fair value of the Transfer Shares and inviting them to state, in writing within fourteen (14) days, what number of shares, if any, they are willing to purchase.
 - IV. On the expiration of the period of fourteen (14) days referred to in sub-Article (iii) of this Article, the Board shall allocate the Transfer Shares to members willing to purchase provided the existing members are willing to purchase all the Transfer Shares on offer. If the requests for shares exceeds the number of Transfer Shares for sale, the Board shall apportion the said shares to the members in proportion to the purchasing members' existing ordinary shareholdings.
 - V. The Transferring Member shall complete and execute transfers of the Transfer Shares in accordance with the allocation by the Board and shall surrender to the Company his share certificate/s issued in respect of the Transfer Shares.
 - VI. If the Board shall be unable, within one (1) month of receipt by the members of the notice referred to in sub-Article (iii) of this Article, to find a purchaser for all of the shares amongst the holders of the existing shareholding, the Transferring Member shall be entitled to sell all the said shares to the person named in the transfer notice at the price specified therein.
8. Notwithstanding the provisions of Article 7 of these Articles, no restriction shall apply in the context of a transfer of shares should all the members of the Company unanimously agree thereto or otherwise where such transfer takes place either inter-vivos or causa mortis to a spouse or direct descendant of a transferring member or to a body corporate 95% owned by such member .
 9. The Board shall not register an inter vivos transfer of shares in the Company unless a proper instrument of transfer or an authentic copy thereof has been delivered to the Company, which instrument shall be

in writing in any usual or common form or any other form which the Board may approve.

The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

10. The Board may in its absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share. Should the Board refuse to register a transfer of shares, the Board shall, within two (2) months after the date on which the transfer was lodged with the Company, send to the transferee notice of refusal together with a copy of the relevant resolution of the Board declining the approval of the registration of such share transfer. If no such communication is made by the Board to the transferee within the two (2) month period as aforesaid it shall be deemed that there is no objection to the registration of the share transfer, which shall then become effective.

Provided that, in the cases contemplated in these Articles, where no restriction applies to the transfer of shares, the Board may not decline to register such transfer

The names, addresses of members and a statement of the shares held by each of them, the amount paid up, and the date at which each person became and ceased to be a member shall be entered in a register to be kept at the registered office of the Company and certificates of shares held by each shareholder shall be issued by the Board.

11. The Company shall not recognise any nominee relationship or trust in respect of any security issued by it and the Company shall not recognise, even when having notice thereof, any interest or other right in such security, but shall only recognise the registered holder thereof.

Provided that no restriction shall apply, if a member wishes to change the name of the registered holder of his shares or any of them to a person whose nominee he was at the time when the shares were issued or allotted and whose nominee he has been at all times since.

12. Should any shareholder leave by way of legacy shares in usufruct then the voting rights on such shares shall be vested in the usufructuary.

COMPANY SHARES

13. The Company may not acquire any of its own shares except as permitted in terms of Article 107 of the Act.
14. The members of the Company may enter into any agreement relating to the pledging of their shares or the creation of any rights in connection with the said shares for any reason they may deem fit and with such third parties as they deem appropriate.
15. Upon the Board being notified of such a pledge agreement, the Board shall record that fact in the Company's register of members and the Company shall recognise all rights validly granted to any third parties and shall act according to and consistently with the terms of such agreement in all matters.
16. Insofar as and to the extent that such a pledge agreement validly vests third parties with rights pertaining to the shares normally exercisable by the members of the Company, such rights shall be exercisable by the third parties as though they were the members of the Company to the exclusion of the member or members or holder or holders of the relevant securities.

GENERAL MEETINGS

17. The Company shall hold a general meeting once in every year 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.

All general meetings other than annual general meetings shall be extraordinary general meetings.

18. Subject to the provisions of the Act, the general meetings shall be held at such time and place as the Board shall appoint.
19. A general meeting of the company shall be called by fourteen (14) days' notice in writing at 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, by the Act and under these Articles 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 Article, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote thereat.

20. 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.
21. Notice of every general meeting shall be given in the manner hereinbefore authorised to -
 - I. every registered member of the Company; and
 - II. every director of the Company; and
 - III. the auditor for the time being of the Company.

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

22. No business shall be transacted at any general meeting unless a quorum of members is present when the meeting proceeds to business. The quorum necessary for the transaction of business at a general meeting shall be fifty one per cent (51%) of the voting rights attached to shares represented and entitled to vote at the meeting
23. Any member entitled to attend and vote at a meeting of the Company or at a meeting of any class of members of the Company shall be entitled to appoint another person, whether a member or not, as his proxy to attend and vote instead of him, and a proxy so

appointed shall have the same rights as the member to speak at the meeting and to demand a poll.

Provided that in no case may a member of the Company appoint more than one proxy.

24. The instrument appointing a proxy shall be in writing and shall be deposited at the registered office of the Company within twenty four (24) hours before the time for holding the meeting, at which the person named in the instrument proposes to vote.
25. The chairman, if any, of the Board 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 thirty (30) minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.
26. If at any meeting no director is willing to act as chairman or if no director is present, within thirty (30) minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
27. In the event 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.

ORDINARY AND EXTRAORDINARY RESOLUTIONS

28. An ordinary resolution shall be passed by a member or members having the right to attend and vote holding in the aggregate shares entitling the holder/s thereof to more than fifty per cent (50%) of the voting rights attached to shares represented and entitled to vote at the meeting.
29. A resolution shall be an extraordinary resolution where:
 - i. it has been taken at a general meeting of which notice specifying the intention to propose a text of the resolution as an

extraordinary resolution and the principal purpose thereof has been duly given; and

- II. it has been passed by a number of members having the right to attend and vote at any such meeting holding in the aggregate not less than fifty one per cent (51%) in nominal value of the shares conferring that right.
30. Extraordinary resolutions in connection with amendments, alterations and/or revocations of any of the provisions in the Memorandum and Articles of Association of the Company and any additions thereto, the authorisation of the Board to issue shares or to restrict or withdraw the right of pre-emption as regulated by these Articles the conversion of shares the reduction of capital as well as the dissolution of the Company shall be deemed to have been validly carried at a General Meeting if consented to by a number of members of the Company representing at least eighty five per centum (85%) in paid up value of the share capital having voting rights of the Company.
 31. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at the general meetings of the Company shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Such a resolution in writing may consist of several instruments in the like form each executed by or on behalf of one or more members being entitled to receive notice of and to attend and vote at the general meetings of the Company as aforesaid.

Annual general meetings of the Company may be held in accordance with this Article.

Provided that a resolution in writing as aforesaid shall be void if it purports to remove a director or an auditor before the expiration of his term of office, or otherwise purports to deprive the auditors of the right granted to them by virtue of the provisions of Article 155 of the Act.

DIRECTORS AND THE BOARD

32. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting of the Board shall be decided by a majority of votes. In

case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the company secretary on the requisition of a director shall, at any time summon a meeting of the Board.

Without prejudice to the aforesaid, the Board may meet in any appropriate form or forum and including, without limitation, by means of telephone or video conferencing or by such other similar means of communication allowing, in either case, all the directors participating in the meeting to hear and speak to each other. Where meetings of the Board are held by telephone or video conference or by such other similar means of communication as aforesaid such that the Directors are not present together in the same place, the chairman of the meeting shall, in such cases, first verify the identity of the participating directors, and shall make a record of such verification once he is satisfied of the identity thereof.

33. Saving the provisions of Article 33 of these Articles, a meeting of the Board shall be deemed not to be duly convened unless at least two (2) days' notice thereof has been given. Such notice may be given by telefax, telephone, registered or unregistered mail, electronically or by any other form of communication equipment (whether currently in use or otherwise).

Provided that a meeting of the Board shall notwithstanding that it is called by a shorter notice or by no notice, be deemed to have been duly convened if it is so agreed by all the directors or alternate directors entitled to attend and vote thereat.

Every Director of the Board shall specify, where applicable, his telefax or telephone number and residential and email address in Malta.

34. The accidental omission to give notice of a meeting of the Board, or the non-receipt of notice of a meeting of the Board by any person entitled to receive such notice shall not invalidate the proceedings at that meeting.
35. No business shall be transacted at any meeting of the Board unless a quorum of directors is present when the meeting proceeds to business. The quorum necessary for the transaction of business shall be one (1) director for so long as the Board is composed of one (1) director. If the

directors are two (2) or more in number then the quorum shall be two (2).

36. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within thirty (30) minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
37. A director may appoint any other person to act as his alternate to attend and vote for him in his absence at any meeting of the Board.
38. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
39. It shall be the duty of any director of the Company who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company to declare the nature of his interest to the other directors either at the meeting of the Board at which the question of entering into the contract is first taken into consideration, or, if the director was not at the date of the meeting interested in the contract or proposed contract, at the next meeting of the Board held after he became so interested.
40. Subject to the provisions of Article 180 of the Act, the Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the annual accounts and accounting records of the Company or any 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 such account or record or other document of the company except as conferred by law or authorised by the Board or by the Company in general meeting.
41. Regulations 57 to 61 (both provisions included) of the First Schedule shall not apply to the Company.

MINUTES OF PROCEEDINGS

42. The Company shall cause minutes of all proceedings of general meetings and all proceedings at meetings of the Board to be entered in books kept for that purpose.
43. The directors shall cause minutes to be made in books provided for the purpose:
 - I. of all appointments of officers made by the Board;
 - II. of the names of the directors present at each meeting of the Board and of any committee of the Board;
 - III. of all resolutions and proceedings at all meetings of the Company, and of the Board, and of committees of Board.
44. Any such minutes, if purporting to be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting, shall be evidence of the proceedings.
45. The books containing the minutes of proceedings of any general meeting of the Company shall be kept at the registered office of the Company, and shall during business hours, subject to such reasonable restrictions as the Company may by these Articles or in general meeting impose, be open to the inspection of any member of the Company without charge.

SECRETARY

46. Without prejudice to the provisions of the Act regulating the appointment and functions of the company secretary, the appointment or replacement of the company secretary and the conditions of holding office shall be determined by the directors. The company secretary shall be responsible for keeping:
 - I. the minute book of general meetings of the Company; and
 - II. the minute book of meetings of the Board; and
 - III. the register of members; and

- IV. the register of debentures; and
- V. such other registers and records as the company secretary may be required to keep by the Board.

The company secretary shall:

- I. ensure that proper notices are given of all meetings; and
 - II. ensure that all returns and other documents of the Company are prepared and delivered in accordance with the requirements of the Act.
47. Anything required or authorised to be done by or to the company secretary may, if the office is vacant, or if there is for any other reason no company secretary capable of acting, be done by or to any officer of the Company authorised generally or specifically in that behalf by the Board.
48. The Board shall have the power to remove the company secretary provided that the Board shall appoint another individual instead within fourteen (14) days from the date of such removal.
33. Notice of every General Meeting shall only be given, in the manner hereinbefore authorised, to:
- (a) every Director;
 - (b) every registered member entitled to attend and vote at the Meeting, who has specified an address to the Company for this purpose; and
 - (c) the auditor for the time being of the Company.
34. Regulations 81 and 82 of Part I of the First Schedule shall not apply to the Company.

CERTIFIED TRUE COPY



Jeannine Giglio
F/LexPractis Limited
Company Secretary