

No. \_\_\_\_\_

**TERRITORY OF THE BRITISH VIRGIN ISLANDS**

**THE PARTNERSHIP ACT (NO.5 OF 1996)**



**MEMORANDUM OF LIMITED PARTNERSHIP  
OF**

**GRIFINDAIL L.P.**

**Registered the 28th day of December, 2012**

**TERRITORY OF THE BRITISH VIRGIN ISLANDS**  
**THE PARTNERSHIP ACT (No. 5 of 1996)**

**MEMORANDUM OF PARTNERSHIP**  
**OF**  
**GRIFINDAIL L.P.**

**CERTIFIED A TRUE COPY**

  
**FINANCIAL SERVICES COMMISSION**

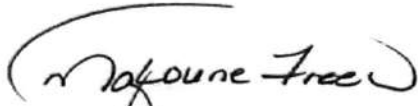
**DATE:** 10th August 2021

1. The name of the partnership is GRIFINDAIL L.P. (the "Partnership").
2. The Registered Office of the Partnership will be located at the offices of Trident Trust Company (B.V.I.) Limited, Trident Chambers, P.O. Box 146, Road Town, Road Town, Tortola, British Virgin Islands.
3. The Registered Agent of the Partnership will be Trident Trust Company (B.V.I.) Limited of Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands.
4. The Partnership is established to engage in any act or activity that is not prohibited under any law for the time being in force in the Territory of the British Virgin Islands (the "Territory").
5. The Partnership shall have all such powers as are permitted by law for the time being in force in the Territory to perform all acts and engage in all activities necessary or conducive to the conduct, promotion or attainment of the objects of the Partnership.
6. The Partnership may not:
  - (a) carry on banking business;
  - (b) carry on trust business;
  - (c) carry on the business of insurance, reinsurance, insurance agent, insurance adjuster or insurance broker or any other kind of insurance business;
  - (d) carry on the business of company management unless it is licensed or is exempt from being licensed under the Company Management Act.
  - (e) carry on business with persons resident in the Territory;
  - (f) own an interest in real property situate in the Territory other than a lease referred to in paragraph (e) of Clause 7.

7. For the purposes of paragraph (e) Clause 6, the Partnership shall not be treated as carrying on business with persons resident in the Territory by reason only that
- (a) it transacts banking business in the Territory with or through a bank licensed under the Banks and Trust Companies Act;
  - (b) it makes or maintains professional contact with solicitors, barristers, accountants, book-keepers, trust companies, administration companies, investment advisers or other similar person carrying on business within the Territory;
  - (c) it prepares or maintains books and records within the Territory;
  - (d) it holds meetings of its partners within the Territory;
  - (e) it holds a lease of property for use as an office from which to communicate with partners or where books and records of the partnership are prepared or maintained;
  - (f) it holds shares, debt obligations or other securities in a company incorporated under the Companies Act or the International Business Act;
  - (g) any person resident in the British Virgin Island or any company registered under the Companies Act or incorporated under the International Business Companies Act is one of its partners.
8. The name of each general partner and its address is:
- Slarens Trading Limited  
Trident Chambers  
PO Box 146  
Road Town  
Tortola  
British Virgin Islands
9. Every partner not named in this Memorandum of Partnership is a limited partner.
10. The Partnership is an International Limited Partnership.

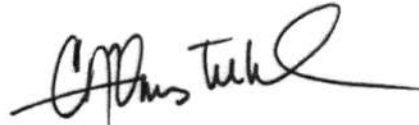
We, Trident Trust Company (B.V.I.) Limited, of Road Town, Tortola, British Virgin Islands for the purpose of establishing an International Limited Partnership under the Partnership Act (No.5 of 1996) hereby subscribe our names to this Memorandum of Partnership the 28th day of December, 2012 in the presence of:

NAME AND ADDRESS  
OF WITNESS



Mayjounne Freeman  
c/o P.O. Box 146,  
Road Town, Tortola,  
British Virgin Islands.

SUBSCRIBER



Trident Trust Company (B.V.I.) Limited,  
P.O. Box 146,  
Wickhams Cay 1,  
Road Town, Tortola,  
British Virgin Islands.

