

# 11. VARIATION OF RIGHTS

The rights attached to shares as specified in Clause 10 above may only, whether or not the Company is being wound up, be varied with the consent in writing of or by a resolution passed at a meeting by the holders of more than 50 per cent of the issued shares of that class.

# 12. RIGHTS NOT VARIED BY THE ISSUE OF SHARES PARI PASSU

The rights conferred upon the holders 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 pari passu therewith.

# 13. REGISTERED SHARES

13.1. The Company shall issue registered shares only.

13.2. The Company is not authorised to issue bearer shares, convert registered shares to bearer shares or exchange registered shares for bearer shares.

# 14. AMENDMENT OF MEMORANDUM AND ARTICLES

Subject to Clause 11, the Company may amend its Memorandum or Articles by a resolution of shareholders or by a resolution of directors, save that no amendment may be made by a resolution of directors:

- (a) to restrict the rights or powers of the shareholders to amend the Memorandum or Articles;
- (b) to change the percentage of shareholders required to pass a resolution of shareholders to amend the Memorandum or Articles;
- (c) in circumstances where the Memorandum or Articles cannot be amended by the shareholders; or
- (d) to Clauses 10, 11, 12 or this Clause 14.

# 15. DEFINITIONS

Words used in this Memorandum and not defined herein shall have the meanings set out in the Articles.

We, **OVERSEAS MANAGEMENT COMPANY TRUST (B.V.I.) LTD.**, of OMC Chambers, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands, for the purpose of incorporating a BVI Business Company under the laws of the British Virgin Islands hereby sign this Memorandum of Association the 24th day of August, 2023:

Incorporator

*Sandra Vasquez*

Sandra Vasquez

Authorised Signatory

**OVERSEAS MANAGEMENT COMPANY TRUST (B.V.I.) LTD.**