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AX GROUP **AS**

15 FEB 2021

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THE FOLLOWING IS AN EXTRACT OF A WRITTEN RESOLUTION OF THE BOARD OF DIRECTORS OF AX GROUP P.L.C. (THE "COMPANY") DATED 27TH JANUARY 2021.

QUOTE:

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IT IS NOTED THAT the Company is in the process of changing the details of its registered office.

IT IS ALSO NOTED THAT the matter has been notified to the Listing Authority which has granted its consent to the aforesaid change and the updating of the Company's memorandum of association to reflect the amendment to the address of the registered office

IT IS RESOLVED THAT the Company changes its registered office to AX Group, AX Business Centre, Triq id-Difiza Ċivili, Mosta, MST1741, Malta;


IT IS RESOLVED THAT any one (1) director of the Company be appointed as the Company's true and lawful attorney and is hereby authorized and empowered to sign, execute and deliver any such forms, other documents (including but not limited to bank documents), notices, confirmations, side letters and communications or take any other action required and to do all such acts and things as may be necessary, expedient or desirable to give effect to the aforementioned resolution or which might otherwise be desirable in connection therewith;

IT IS FURTHER RESOLVED THAT the company secretary shall submit an updated memorandum of association and articles of association of the Company to include the aforementioned resolution.

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UNQUOTE

This is a certified true extract of the written resolution of the Board of Directors of the Company dated 27th January 2021.


Dr. Edmond Zammit Laferla
Company Secretary

Date: 28th January 2021

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AX HOTELS

AX CONSTRUCTION

AX DEVELOPMENT

AX CARE

**MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
AX GROUP P.L.C.**

AX GROUP P.L.C.

MEMORANDUM OF ASSOCIATION

Name

1. The name of the Company is AX Group p.l.c.

Public Company

2. The Company is a public limited liability company.

Registered office

3. The registered office of the Company is at AX Group, AX Business Centre, Triq id-Difiza Ċivili, Mosta, MST1741, Malta or at such place as the Board of Directors may from time to time determine.

Objects

- 4.1 The objects for which the Company is constituted are:
 - a) To invest the capital and other moneys of the Company in the purchase or subscription of any stocks, shares, debentures, bonds or other securities;
 - b) To acquire, hold and dispose of, by any title valid at law, immovable or movable property, whether for commercial or other purposes. The consideration for any acquisition or disposal can be by credit, in cash or in kind, including the allotment of shares or debt securities of the Company, paid up in full or in part as needs be;
 - c) To purchase, take on lease, exchange, or otherwise acquire immovable or movable property by any title including emphyteusis and sub-emphyteusis for the purposes of its business;
 - d) To contract loans, advances or banking facilities, or otherwise raise money for the purpose of its business up to any extent and in such manner as may be necessary;
 - e) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;

- f). To issue debt securities, commercial paper or other instruments creating or acknowledging indebtedness and the sale or offer thereof to the public;
- g) To secure in such manner as may be necessary the repayment of any financial facilities acquired by the Company or by any other corporate person or body of persons, in particular by way of hypothecation, charge, pledge or lien on the whole or any part of the immovable or movable assets or property of the Company present and future;
- h) To guarantee the payment of moneys whether due by the Company, any company forming part of the group of which the Company forms part, or by any third party, or to guarantee the performance of any contract or obligation in which the Company or any company forming part of the group of which the Company forms part may be interested, even by hypothecation of the Company's property present and future;
- i) To sell or otherwise dispose of the whole or any part of the business, property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares or debentures of any other company purchasing the same;
- j) To lease, hire, grant or in any other way employ, improve, manage, operate, utilise or develop the whole or any part of the property, assets or undertaking of the Company in such manner as the Board of Directors may from time to time determine;
- k) To furnish managerial services and undertake the conduct, management, agency or administration on behalf of any other person, body of persons, firm, company or partnership carrying on a business of any nature;
- l) To apply for, register, purchase or otherwise acquire, manage and in any way dispose of any patents, patent rights, brevet d'invention, licences, trade marks, designs, protections, and any other intellectual property and property rights or concessions conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company;
- m) 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;
- n) To enter into any agreement and 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;

- o) To carry on any other trade or business whatsoever which can be advantageously carried on by the Company in conjunction with or ancillary to any of the above business of the Company;
- p) To do all such other things or to carry out such other transactions which are incidental or conducive to the attainment of the above objects or of any of them.

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

4.3 It is hereby declared that the objects of the Company shall not be restrictively construed and the widest interpretation shall be given thereto. None of the above-described objects shall be deemed to be subsidiary or ancillary to any other object. The Company shall have full authority to achieve or to endeavour to achieve all or any of the Company's objects. In the interpretation of this objects clause the powers conferred on the Company by any paragraph shall not be restricted by reference to any other paragraph or to the name of the Company or by the juxtaposition of two or more objects and that, in the event of any ambiguity, this clause and every paragraph hereof shall be construed in such a way as to widen and not restrict the powers of the Company. The foregoing objects shall be construed consistently with and subject to the provisions of the Companies Act (Chapter 386 of the laws of Malta).

Capital

5.1 The Authorised Share Capital of the Company is three hundred million Euro (€300,000,000) divided into three hundred million ordinary shares of One Euro (€1) each.

5.2 The Issued Share Capital of the Company is one million, one hundred and sixty-four thousand and six hundred and eighty-eight Euro (€1,164,688) divided into one million, one hundred and sixty-four thousand and six hundred and eighty-eight ordinary shares of a nominal value of One Euro (€1), fully paid up, and at present held by:

<p>Mr Richard Xuereb (I.D. No. 295275M) Verdala Mansions, Hompesh 42, Triq Inguanez, Rabat RBT2418 Malta</p>	<p>174,703 ordinary shares of a nominal value of One Euro (€1), fully paid up.</p>
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The Lotus Co. Ltd (Company registration number C 81360) AX House, Mosta Road, Lija, Malta	174,703 ordinary shares of a nominal value of One Euro (€1), fully paid up.
DX Holdings Ltd (Company registration number C 81361) AX House, Mosta Road, Lija, Malta	174,703 ordinary shares of a nominal value of One Euro (€1), fully paid up.
Mr Angelo Xuereb (I.D. No 494652M) Villa Vistana, Vjal Millbrae, Mosta, Malta	640,579 ordinary shares of a nominal value of One Euro (€1), fully paid up.

Board of Directors

6. The Board of Directors of the Company shall consist of not less than seven (7) and not more than nine (9) Directors.

The present Directors of the Company are:

Mr Angelo Xuereb (I.D. No 494652M) Villa Vistana, Vjal Millbrae, Mosta, Malta
Mr Michael Warrington (I.D. No 180462M) 'Sunland', Selmun Road, Selmun, Mellieħa, Malta
Ms Claire Zammit Xuereb (I.D. No 225777M) 'Buxa', Birguma Street l/o Birguma, Naxxar, Malta

<p>Ms Denise Micallef Xuereb (I.D. No 127186M) 'White Dove', Milord Street, l/o Bidnija, Mosta, Malta</p>
<p>Mr Christopher Paris (I.D. No 86454M) 'Il-Kantra Res', Flat 12, Level 1, Triq it-Torri, Xlendi, Munxar, Gozo</p>
<p>Mr John Soler (I.D. No 951349M) 15, Flat 4, Howard Street, Sliema, Malta</p>
<p>Mr Josef Formosa Gauci (I.D. No 68368M) 236/7, Tower Road, Sliema, Malta</p>

Mr Angelo Xuereb shall act as the Chairman of the Board of Directors of the Company.

Liability

- 7 The liability of the Members is limited to the amount (if any) unpaid on the shares respectively held by them.

Representation

- 8.1 The legal and judicial representation of the Company shall be vested in any two (2) Directors, or without prejudice to the said representation, by any person or persons deputed or authorised for this purpose by the Board of Directors.

Provided that legal representation in relation to public deeds and/or private writings of whatsoever nature engaging and/or purporting to bind the Company's immovable property and any and all rights thereto shall in all cases be vested in the Chairman and one (1) other Director, or without prejudice to the powers of the Chairman, by any person or persons deputed and authorised for this purpose by the Chairman and such other Director.

- 8.2 Without prejudice to the provisions of clause 8.1, the Directors shall have the power to appoint any person to be an attorney of the Company for such purposes and with such powers (including the legal and/or judicial representation of the Company), authorities and discretions (not exceeding those vested in them) and for such periods and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may deem fit, and may also authorise any such attorney to delegate all or any of his powers, authorities and discretions vested in him.

Company Secretary

9. The Secretary of the Company is Dr Edmond Zammit Laferla of 103, Strait Street, Valletta, VLT 1436, Malta.

Term

10. The Company is constituted for an indefinite term.

*This is a revised and updated copy of the
Memorandum of Association
of AX Group plc
dated 27th January 2021.*



Edmond Zammit Laferla
Company Secretary

This 28th January 2021.

AX GROUP P.L.C.

ARTICLES OF ASSOCIATION

Preliminary

1. The following regulations shall be the sole Articles of Association of the Company, and Part I of the First Schedule of the Act shall not apply to the Company.

Definitions

2. In these Articles, unless there is something in the subject or context inconsistent therewith:
 - a) “**Act**” means the Companies Act, Chapter 386 of the Laws of Malta;
 - b) “**Approved Candidate**” means nominations of individuals for candidates to be appointed as Directors which have been duly approved by the Nominations Committee in accordance with the process set out in these articles as meeting the requirements of applicable law, regulation and the Company’s policies for the appointment of such individual to the office of Director;
 - c) “**Articles**” means these Articles of Association as currently applicable or as may from time to time be in force;
 - d) “**Board**” means the Board of Directors of the Company;
 - e) The “**Company**” means this company and the word "company" includes any commercial partnership;
 - f) “**Debt Securities**” means debentures, including debenture stock, loan stock, bonds and other instruments creating or otherwise acknowledging indebtedness, but excluding such instruments that are issued as debt securities but have an option or right to be converted into the share capital of the Company;
 - g) “**Directors**” means the Directors of the Company from time to time;
 - h) “**Equity Securities**” means ordinary shares of the Company or a right to subscribe for ordinary shares in the Company, or a right to convert securities into ordinary shares in the Company;
 - i) “**Exchange**” means the Malta Stock Exchange p.l.c. as the regulated market in terms of the Financial Markets Act, Chapter 345 of the laws of Malta;
 - j) “**Extraordinary Resolution**” shall have the meaning attributed to it by Article 135 of the Act;

- k) “**Listed Shares**” means Equity Securities in the Company quoted and listed on the Exchange;
- l) “**Listing Authority**” means the Listing Authority defined in terms of the Financial Markets Act, Chapter 345 of the Laws of Malta;
- m) “**Listing Rules**” means the rules promulgated by the Listing Authority as may be in force from time to time;
- n) “**Malta**” has the same meaning as assigned to it by Article 124 (1) of the Constitution of Malta;
- o) “**Member**” means any shareholder of the Company whose name is registered in the register of Members;
- p) “**Nominations Committee**” means the committee consisting of Directors as provided in Article 84 of these Articles;
- q) “**Office**” means the registered office of the Company;
- r) “**Ordinary Resolution**” shall have the meaning attributed to it by article 135 of the Act;
- s) “**person**” means any person whether natural or juridical and whether, corporate or unincorporate, that may according to law be the subject of rights and obligations. Provided that, unless an intention to the contrary appears, words importing the masculine gender comprise also the female and genders and words in the singular number include the plural, while words in the plural number include the singular;
- t) “**Record Date**” is the day falling thirty (30) days immediately preceding the date set for the general meeting to which it relates or such other dates as the directors may determine; and
- u) “**Unlisted Shares**” means Equity Securities in the Company which are not quoted and listed on the Exchange.

Defined terms may be used in the singular or plural as required by the context.

Share Capital and Rights

3. Without prejudice to any special rights previously conferred on the holders of any existing Equity Securities or class thereof, any Equity Security 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 Board of Directors may from time to time determine, as hereinafter provided, as long as any such issue of Equity Securities falls within the authorised share capital of the Company.

4. Subject to the provisions of the Act, these Articles and any relevant resolution of the Company, all Equity Securities from time to time unissued, shall be at the disposal of the Directors and they may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper.
5. The Directors may, by Ordinary Resolution, be authorised to issue shares up to the amount specified as the authorised share capital of the Company. Such authorisation shall be for a maximum of five (5) years, and shall be renewable for further periods of five (5) years each.
6. The Directors may if they so deem fit, cause any of the Equity Securities or Debt Securities of the Company, irrespective of their class, whether issued or to be issued pursuant to these Articles, to be listed on the Exchange.
7. Subject to the provisions 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, may by ordinary resolution determine.
8. The Company may exercise the power of paying commissions or of making discounts or allowances provided it complies with the requirements of the Act. Such commissions may be satisfied by the payment of cash or the allotment of shares, whether partly or fully paid up, or a combination of both.
9. In respect of an Equity Security held jointly by several persons, the joint holders may nominate one of them as their representative and his name will be entered in the register of Members. Such person shall for all intents and purposes be deemed, vis-à-vis the Company, to be the registered holder of the Equity Security so held. In the absence of such nomination, and until such nomination is made, the Person first named on the register in respect of such shares shall for all intents and purposes be deemed to be the registered holder of the Equity Securities so held.
10. In respect of a Debt Security held jointly by several persons, the joint holders may nominate one of them as their representative and his name will be entered in the register of Debt Securities. Such person shall for all intents and purposes be deemed, vis-à-vis the Company, to be the registered holder of the Debt Security so held. In the absence of such nomination, and until such nomination is made, the person first name on the register in respect of such Debt Securities shall for all intents and purposes be deemed to be the registered holder of the Debt Securities so held.
11. Subject to the provisions of this Article and unless the Members in general meeting approve otherwise, the Company in issuing and allotting new Equity Securities:
 - (a) shall not allot any of them on any terms to any person unless an offer has first been made to each existing Member to allot to him at least

- on the same terms, a proportion of those securities which is as nearly as practicable equal to the proportion in nominal value held by him of the aggregate of shares in the Company, and
- (b) shall not allot any of them to any person, unless the Members in general meeting otherwise determine, upon the expiration of any period of offer made to existing Members in terms of Article 11(a), or upon a negative or positive reply from all such holders in terms thereof. Any such Equity Securities not subscribed for by the existing Members in terms of their pre-emptive right, may be offered for subscription to the general public under the same or other conditions which however cannot be more favourable than an offer made under Article 11(a).
12. Article 11 shall not apply to a particular allotment of Equity Securities if these are, or are to be, wholly or partly paid up otherwise than in cash.
13. A Member shall have the right to assign in favour of third parties the right competent to him to accept an offer made to him pursuant to the provisions of Article 11. Any assignee of such a right shall for the purposes of this Article be considered as an existing Member in accepting an offer made in terms of Article 11.
14. Unless the prior approval of the Members is obtained in the general meeting, no Equity Securities shall be issued or allotted as a result of which a substantial interest in the Company would be diluted.
15. Unless the Members approve in general meeting, or as otherwise permitted under the Listing Rules, no Director shall be eligible to participate in an issue or allotment of new Equity Securities offered to the employees of the Company.
16. Whenever there are preference shares in issue, the holders thereof, shall, subject to the provisions of article 17, have the same rights as holders of Equity Securities in receiving notices, reports, financial statements and in attending general meetings.
17. Without prejudice to any rights that may be granted to preference shareholders in the relative terms of issue, preference shareholders shall not have the right to vote at general meetings except on a resolution:
- (a) for the purpose of reducing the capital of the Company; or
 - (b) for the purpose of winding up of the Company; or
 - (c) for the purpose of any proposal submitted to the general meeting which directly affects their rights and privileges; or
 - (d) for the purpose of affecting the dividend on preference shares when the dividend on their shares is in arrears for more than six (6) months.
18. Unless otherwise provided in the terms of issue of preference shares, on any resolution where, in terms of the provisions Article 17, preference

shareholders are entitled to vote, each preference share shall carry one (1) vote.

Share Certificates

19. With the exception of Listed Equity Securities and Listed Debt Securities of the Company, every person whose name is entered as a Member in the register of Members shall be entitled to receive free of payment, within two (2) months after allotment or lodgement of a transfer duly stamped, or within such other period as the terms and conditions of issue may provide, a certificate for all his shares, or several certificates, each for one or more shares upon payment of eleven Euro sixty five cents (€11.65) for every certificate after the first or such lesser sum as the Directors shall from time to time determine.

Provided that in the event of a Member transferring part of the Equity Securities represented by the same share certificate in his name, a new certificate in respect of the balance thereof shall be issued in his name without payment. In the event of joint holders, the Company shall not be bound to issue more than one certificate, and delivery of one certificate for a share to any one of the several joint holders thereof shall be sufficient delivery to all.

Every certificate shall be signed by the secretary or some other person nominated by the Directors for the purpose and shall specify and denote the number of shares, to which it relates and the nominal value thereof.

20. The provisions of Article 19 shall *mutatis mutandis* apply to certificates required to be issued by the Act or other applicable law in connection with other securities issued by the Company.
21. In the event that any certificate shall be worn out, defaced, destroyed or lost, it may be renewed on such evidence being produced and such indemnity (if any) being given as the Directors shall require, and in the case of wearing out, or defacement, or change of address of the Member, on delivery of the old share certificate, and in the case destruction or loss, on the execution of such indemnity as is considered necessary, if at all by the Directors, and in any case upon the payment of eleven Euro sixty five cents (€11.65). In case of destruction or loss, the person to whom such renewed certificate is given shall also bear and pay to the Company all expenses incidental to the investigation by the Company of the evidence of such destruction or loss and to such indemnity.
22. For Listed Debt Securities or Equity Securities of the Company, the holder thereof shall be entitled to receive from the Central Securities Depository of the Exchange, a document evidencing his registration as a Member or the holder of Debt Securities of the Company in the number of Equity Securities or Debt Securities held, or such other evidence as may from time to time be prescribed by or under any applicable rules or regulations.

Acquisition by Company of its Equity Securities

23. Subject to the provisions of the Act, the Company may acquire its own Equity Securities.

Variation of Rights

24. If at any time, the share capital is divided into different classes of Equity Securities, the change of any Equity Securities from one class into another or the variation of the rights attached to any class (unless otherwise expressly provided by the terms of issue of the Equity Securities of that class which is to be changed or the rights attached to which are to be varied, according to the case) may, whether or not the Company is being wound up, be made with the consent in writing of the holders of three-fourths (3/4) of the issued Equity Securities of that class, and the holders of three-fourths (3/4) of the issued Equity Securities of any other class affected thereby. Such change or variation may also be made with the sanction of an Extraordinary Resolution passed at a separate general meeting of the holders of the issued Equity Securities of that class and of any Extraordinary Resolution passed at a separate general meeting of the holders of the issued Equity Securities of any other class affected thereby. To every such separate general meeting the provisions of these Articles relating to general meetings shall apply.
25. The rights attached to any class of Equity Securities shall (unless otherwise expressly provided by the terms of issue of the Equity Securities of that class or by the terms upon which such Equity Securities are for the time being held) be deemed not to be varied by the creation or issue of further shares ranking *pari passu* therewith.

Calls on Equity Securities

26. The Directors may from time to time make calls upon the Members in respect of any monies unpaid of their Equity Securities and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall be payable at less than one month from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the time/s and place for payment) pay to the Company at such times and place so specified, the amount called on his Equity Securities.
27. 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 be required to be paid by instalments.
28. The joint holders of an Equity Security shall be jointly and severally liable for the payment of calls on their Equity Securities.

29. If a sum called in respect of an Equity Security is not paid before or on the date appointed for the payment thereof, the person from whom the sum called is still due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding the maximum rate allowed by law, as the Directors may from time to time determine. The Directors may however be at liberty to waive, whether in whole or in part, the payment of such interest.
30. Any sum which by the terms of issue of an Equity Security becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, it shall for the purposes of these Articles 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, all the relevant provisions of these Articles 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.
31. The Directors may not differentiate between the holders of Equity Securities as to the amount of calls to be paid and the times of payment.
32. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any Equity Security held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such annual rate not exceeding the maximum rate allowed by law, as may be agreed upon between the Directors and the Members paying such sum in advance.
33. The entitlement to receive any dividend and/or the right to exercise any privilege as a Member including the right to vote at general meetings, shall be suspended until the said Member shall have paid all calls for the time being due and payable on every share held by him, together with interests and expenses, if any.

Transfer of Shares

34. Unless otherwise provided in the terms and conditions of the issue thereof, the Equity Securities in the Company shall be freely transferable provided that in no case may a part of an Equity Security constitute the object of a transfer.
35. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine and either generally or in respect of any class of Equity Securities, provided that:
 - (a) in the case of Listed Shares, the suspension and duration thereof shall be subject to the provisions of the Listing Rules regulating suspension of trading;

- (b) in the case of Listed Shares, the registration of transfers may not be suspended at any time between the Record Date and the general meeting to which the Record Date applies; and
 - (c) in the case of Unlisted Shares, such registration shall not be suspended for more than three (3) business days at any one time and not more than thirty (30) days in any one calendar year.
36. If the Directors refuse to register a transfer, they shall within two (2) months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal and (except in the case of fraud) return to him the instrument of transfer. All instruments of transfer which are registered may be retained by the Company.

Listed Shares

37. All transmission of Listed Shares shall be subject to the rules, regulations and Bye-laws of the Exchange and, notwithstanding anything contained in these Articles, shall be eligible for electronic trading and settlement in accordance with the applicable rules and practices of the Exchange.
38. Subject to the provisions of the law and of these Articles, the Listed Shares in the Company shall:
- (a) be freely transferable, provided that in no case may a part of a Listed Share constitute the object of a transfer;
 - (b) entitle the holder thereof to receive notice, attend and vote at general meetings;
 - (c) entitle the holder thereof to representation on and participation in the appointment and election of the Board of Directors;
 - (d) entitle the holder thereof to participate in the distribution of the dividends subject to the rights of preference shareholders.

Unlisted Shares

39. Should a holder of the Unlisted Shares in the Company elect to transfer by any title, any of his Unlisted Shares, he shall first offer his Unlisted Shares to his direct ascendants, descendants and / or the existing holders of the Unlisted Shares in the Company by an instrument in writing.
40. All transfers of Unlisted Shares shall be effected by an instrument in writing in any usual or common form or any other form which the Directors may approve or in electronic form where allowed by law.
41. The instrument of transfer of any Unlisted Share shall be executed by or on behalf of the transferor and the transferee, and the transferor shall be deemed

to remain a holder of the Unlisted Share until the name of the transferee is entered in the register of Members in respect thereof.

42. The parameters of recognition of the instruments of transfer shall be determined by the Board of Directors from time to time.
43. The Directors may in their absolute discretion without assigning any reason therefor, refuse to register any transfer of any Unlisted Share which is not a fully paid Unlisted Share.
44. The Directors may decline to recognise any instrument of transfer and refuse to register such transfer if:
 - (a) the instrument of transfer is not stamped and/or is left at the Office or at such other place as the Directors may from time to time determine, to be registered and/or is not accompanied by certificates of the Unlisted 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, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); or
 - (b) the instrument of transfer is not in respect to any one class of Unlisted Shares; or
 - (c) the instrument of transfer is in respect of Unlisted Shares pledged to another person under a pledge agreement duly notified to the Company.

Transmission of Equity Securities

45. In the case of death of a Member, his Equity Securities shall devolve upon his successors by will or by operation of law as the case may be, but nothing herein contained shall release the person or persons to whom the Equity Securities shall devolve, whether sole or joint, from any liability in respect of any share solely or jointly held by him.

Listed Shares

46. All transmission of Listed Shares shall be regulated by law and by the by-laws of the Exchange and the Listing Rules which relate to such transmission and accordingly Articles 47 to 50 of these Articles shall be applicable to such transmission only in so far as the said Articles are not inconsistent therewith.
47. Any person becoming entitled to Listed Shares in consequence of the death of a Member shall, upon producing such evidence of his title, as the Exchange may from time to time require, have the right to be registered himself as the holder of the Listed Share, or to have a person nominated by him registered as the holder thereof.

48. If the person becoming entitled to a Listed Share in terms of the preceding article 47 elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
49. If the person becoming entitled to a Listed Share in terms of article 47 shall elect to have another person registered, he shall testify his election by executing to that person a transfer of the Listed Share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of Listed Shares shall be applicable.
50. A person becoming entitled to a Listed Share by reason of the death of the holder shall, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the Equity Security, be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Equity Security, except that he shall not, before being registered as a Member in respect of the Equity Security, be entitled in respect of it to exercise any right conferred by the 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 (90) days, the Directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.

Unlisted Shares

51. Any Unlisted Shares may be transmitted *causa-mortis* only in favour of: (i) any other holder of Unlisted Shares in the Company, or (ii) in favour of the spouse of the deceased Member and/or (iii) in favour of any descendant or ascendant in the direct line of the deceased Member, or of any descendant or ascendant in the direct line of the surviving spouse when the Unlisted Shares formed part of the Community of Acquests.
52. Any person becoming entitled to an Unlisted Share in consequence of a death of a Member shall, upon producing such evidence of his title as the Directors may from time to time require, have the right to be registered himself as the holder of the Unlisted Share or to make such transfer thereof as the deceased Member would have himself been entitled.
53. In the case of Unlisted Shares, if a 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 provisions relating to the transfer of shares in these Articles shall be applicable to such transfer.

54. A person becoming entitled to Unlisted Shares by reason of the death of the holder shall, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the Unlisted Share, be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Unlisted Share, except that he shall not, before being registered as a Member in respect of the Unlisted Share, be entitled in respect of it to exercise any right conferred by the membership in relation to meetings of the Company:

Provided that the Directors in the case of Unlisted Shares, may at any time give notice requiring any such person to elect either to be registered himself, or to transfer the Unlisted Share, and if the notice is not complied with within ninety (90) days, the Directors may thereafter withhold payments of all dividends, bonuses or other moneys payable in respect of the Unlisted Share until the requirements of the notice have been complied with.

Forfeiture of Equity Securities

55. 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 call or part thereof remains unpaid, require payment of so much of the call or instalment as is unpaid, together with any interests which may have accrued, by means of a notice which shall also name a further day (not earlier than the expiration of fourteen (14) 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 Equity Securities in respect of which the call was made will be liable to forfeiture.
56. If the requirements of 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. The Member shall however retain the right to all dividends declared before the call was made and which have not been paid, as well as the right to dividends declared after the call but before the date of forfeiture in which latter case however, his right shall only extend proportionately up to the amount actually paid by him. This without prejudice to any subtraction, from such dividend/s due to him, of all sums of money payable by him, to the Company on account of calls or otherwise in relation to shares of the Company as provided in these Articles.
57. An Equity Security so forfeited shall be deemed to be the property of the Company, and may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and the Company may receive the consideration, if any, given for the Equity Security on any sale or disposal thereof and may execute a transfer in favour of the person to whom the share is sold or disposed of, who shall thereupon be registered as a holder of the Equity Security. At any time before a sale or disposal, the forfeiture may be cancelled on such terms as the Directors may deem fit.

Provided that while forfeited Equity Securities remain with, or under the control of, the Company they shall carry no voting rights, and shall be subject to the provisions of article 109 of the Act.

58. A person whose Equity Securities have been forfeited shall cease to be a Member in respect of the forfeited Equity Securities, but shall, notwithstanding, remain liable to pay to the Company all the moneys which, at the date of the forfeiture were due and payable by him to the Company in respect of the Equity Securities. His liability shall however cease if and when the Company shall have received payment in full of all such moneys in respect of the Equity Securities. The Directors may, if they shall think fit, waive the payment of such interest or any part thereof.

Nominee Ownership of Shares

59. The Company shall not be bound by or required to recognise, even when having notice thereof, any trust, nominee, equitable, contingent, future or particular representative interest, in any Equity Security, other than an absolute right to the entirety thereof in the registered holder. The indication by a registered holder that he holds any Equity Security in any such capacity shall not be regarded as a recognition by the Company of any such underlying interests.

Shares held subject to Usufruct

60. In respect of Equity Securities held subject to usufruct, the names of the bare owner and the usufructuary shall, after due verification by the Company Secretary, be entered in the register. The usufructuary shall for all intents and purposes be deemed vis-à-vis the Company to be the registered holder of the Equity Securities so held and shall be entitled to all the rights and advantages conferred by membership of the Company including the right to receive dividends and to attend and vote at meetings of the Company but shall not have the right to dispose of the Equity Securities so held without the consent of the bare owner. If there is more than one usufructuary, the provisions of Article 9 of these Articles shall *mutatis mutandis* apply.

Conversion of Equity Securities into Stock

61. The Company may by ordinary resolution convert any of its fully paid -up Equity Securities into stock, and reconvert such stock into fully paid-up Equity Securities of any denomination, provided that in the case of Listed Shares it shall comply with the rules, regulations and Bye-Laws of the Exchange as in force from time to time in making any such conversion or reconversion.
62. The holders of stock may transfer the same, or any part thereof, in the same manner and subject to the same regulations, as and subject to which the Equity Securities from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances permit; and the

Directors may from time to time fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the Equity Securities from which the stock arose.

63. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at Meetings of the Company and other matters as if they held the Equity Securities from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets upon a winding up) shall be conferred by any amount of stock which would not, if existing in Equity Securities have conferred that privilege or advantage.
64. Such of the Articles as are applicable to paid-up Equity Securities shall apply to stock, and the terms "Equity Security" and "Member" therein, shall include "stock" and "stockholder".

Pledging of Equity Securities and Debt Securities

65. Subject to the provisions of the Act and to the applicable terms of issue, any Equity Securities and/or Debt Securities of the Company may be pledged by the registered holder thereof in favour of any person as security for any obligation. Provided that any terms of issue of Equity Securities and/or Debt Securities may provide that the securities issued pursuant thereto may not be the subject of a pledge.

Alteration of Capital

66. The Company may by ordinary resolution:-
 - (a) consolidate and divide all or any of its share capital into Equity Securities of larger amount than its existing Equity Securities;
 - (b) sub-divide its Equity Securities, or any of them, into Equity Securities of smaller amount than is fixed by the Memorandum of Association:

Provided that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced Equity Security shall be the same as it was in the case of the Equity Security from which the reduced share is derived.

67. Subject to any direction by the Company in general meeting, whenever as a result of any consolidation and division or sub-division of Equity Securities Members of the Company are entitled to any issued Equity Securities of the Company in fractions, the Directors may deal with such fractions as they shall determine and in particular may sell the Equity Securities to which Members are so entitled in fractions for the best price reasonably obtainable and pay and distribute to and amongst the Members entitled to such Equity Securities in due proportions the net proceeds of the

sale thereof. For the purpose of giving effect to any such sale the Directors may nominate some person to execute a transfer of the Equity Securities sold on behalf of the Members so entitled to the purchaser thereof and may cause the name of the purchaser to be entered in the Register as the holder of the Equity Securities 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.

68. Subject to the provisions of the Act, the Company may by Extraordinary Resolution reduce its share capital

Register of Members

69. The register of Members for Listed Shares of the Company or any other register for Equity Securities and /or Debt Securities listed and quoted on the Exchange shall be kept at the Central Securities Depository of the Exchange at the official address of the Exchange or subject to the Act, the Financial Markets Act (Chapter 345 of the Laws of Malta), or other applicable rules and regulations, at such other place where the Directors may consider appropriate.
70. The register of Members for Unlisted Shares not falling under Article 69 above or any other register for Equity Securities and/or Debt Securities to which Article 69 above does not apply, shall be kept at the Office.
71. Any register referred to in Articles 69 and 70 shall be available for inspection in terms of law.

General Meetings

72. Subject to the provisions of the Act, the annual general meeting of the Company shall be held at such time and place as the Board shall appoint.
73. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
74. The Board may, whenever it thinks fit, convene an extraordinary general meeting. If at any time there are not in Malta sufficient Directors capable of acting to form a quorum of the Board, the Directors in Malta capable of acting, or if there are no Directors capable and willing to act, any Member or Members of the Company holding in aggregate not less than five per cent (5%) of the Equity Securities conferring a right to attend and vote at general meetings 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

- 75.1 A general meeting of the Company shall be deemed not to have been duly convened unless at least twenty-one (21) clear days' notice has been given in writing to all those Members and any other person entitled to receive such notice in terms of these Articles, the Act or the applicable Listing Rules. 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 was given, and shall specify such information as may be required by applicable law or regulation to be specified therein, including the place, date and time of commencement of the general meeting, and in case of extraordinary business, the general nature of that business and shall be accompanied by a statement regarding the effect and scope of any proposed resolution in respect of such extraordinary business.
- 75.2 The notice period referred to in Article 75.1 shall be reduced to fourteen (14) clear days provided the following conditions are satisfied:
- (a) the general meeting in respect of which notice is given is not an annual general meeting;
 - (b) the Company offers the facility to Members to vote by electronic mail or through any other electronic means in accordance with the provisions of these Articles; and
 - (c) a resolution reducing the period of notice to not less than fourteen (14) days has been duly passed by Members holding not less than two-thirds (2/3) of the Equity Securities having voting rights or the issued share capital represented at the meeting. Such resolution shall be valid until the next annual general meeting.
- 75.3 Notice of every general meeting shall be given to:
- (a) every person whose name is entered in the register of Members at the last known registered address provided to the Company by such registered Member, provided that such registered Member is registered on the Record Date, and any change to an entry of the register of members after the Record Date shall be disregarded in determining the right of any person to attend and vote at the General Meeting. The registered Members on the Record Date shall be entitled to receive notice of the General Meeting, to participate in and vote at the General Meeting, be paid dividends and/or other benefits declared by the General Meeting, and appoint Directors or vote at the election of Directors pursuant to the provisions of these Articles;
 - (b) the Directors;
 - (c) the auditor or auditors for the time being of the Company; and
 - (d) such other person as may be entitled to receive notice by any applicable law, rule or regulation.
- 75.4 The accidental omission to give notice of a meeting to any Member or in cases where instruments of proxy are sent out with the notice, the accidental

.omission to send such instrument of proxy to, or the non-receipt of notice of a meeting or such instrument of proxy by any person entitled to receive notice, shall not invalidate the proceedings of a meeting.

- 75.5 A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 75.1, be deemed to have been duly called if it is so agreed by all the Members entitled to attend and vote thereat.
- 75.6 In every notice calling a meeting there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint one proxy to attend and to vote instead of him and that a proxy need not also be a Member and such statement shall comply with the provisions of the Act as to informing Members of their right to appoint proxies.
- 75.7 Any Member or Members holding in aggregate not less than five per cent (5%) of the voting issued share capital of the Company may:
- (a) request the Company to include items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft resolution to be adopted at the annual general meeting; and
 - (b) table draft resolutions for items included in the agenda of a general meeting.

The request to put items on the agenda of the general meeting or the tabling of draft resolutions to be adopted at the general meeting shall be submitted to the Company (in hard copy or in electronic form to an email address provided by the Company for the purpose) at least forty six (46) days before the date set for the general meeting to which it relates and shall be authenticated by the person or persons making it. Furthermore, where the right to request items to be put on the agenda of the general meeting or to table draft resolutions to be adopted at the general meeting requires a modification of the agenda for the general meeting that has already been communicated to Members, there shall be made available a revised agenda in the same manner as the previous agenda in advance of the applicable record date or, if no such record date applies, sufficiently in advance of the date of the general meeting so as to enable other Members to appoint a Proxy or, where applicable, to vote by correspondence.

Proceedings at General Meetings

- 76.1 All business shall be deemed to be 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, consideration of the accounts, balance sheets and the reports of the Directors and the auditors, the election of Directors, the appointment of auditors and the fixing of remuneration of Directors and auditors.
- 76.2 Without prejudice to the provisions of Article 76.4 related to adjourned meetings, no business shall be transacted at any general meeting unless a

quorum of Members is present, in person or by proxy, at the time when the meeting proceeds to business; save as herein otherwise provided Members holding in the aggregate not less than fifty-two per cent (52%) of the nominal value of the share capital of the Company entitled to attend and vote at the meeting, shall constitute a quorum.

- 76.3 A person shall be entitled to participate in and vote at a general meeting if such person is a Member on the Record Date and any change to any entry on the said register after the Record Date shall be disregarded in determining the right of any person to attend and vote at the meeting.
- 76.4 If within half an hour from the time appointed for the commencement of the meeting, a quorum is not present, the meeting, if convened by or upon the requisition of Members, shall be dissolved. In any other case, the meeting, howsoever called, shall stand adjourned to such time (being not less than fourteen days nor more than twenty-eight days thence) and place as the Chairman shall appoint. No new item shall be put on the agenda of an adjourned meeting. If at such adjourned meeting a quorum be not present within thirty (30) minutes from the time appointed therefor, Members present in person or by proxy not being less than two (2) present in person and entitled to vote shall form a quorum. The Company shall give not less than ten (10) clear days' notice of any meeting adjourned for want of a quorum and the notice shall state that Members present as aforesaid shall form a quorum.
- 77.1 The Chairman 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 twenty (20) minutes from the time appointed for the commencement of the meeting, or is unwilling to act, the Directors present shall elect one of their number, to be chairman of the meeting.
- 77.2 At the commencement of any general meeting, whether annual or extraordinary, the chairman may lay down to the meeting the procedure which shall be adopted for the proceedings of that meeting. Such procedure shall be binding on the meeting.
- 77.3 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 the commencement of the meeting, the Members shall choose one of their number to be chairman of the meeting.
- 77.4 The Chairman may with the consent of any meeting at which 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 unattached or unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not

be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

77.5 At any general meeting a resolution put to the vote shall be determined and decided by a show of hands, unless a poll is demanded, before or on the declaration of the result of the show of hands, by:

- (a) the Chairman; or
- (b) by at least five (5) Members present in person or by proxy; or
- (c) any Member or Members present in person or by proxy and representing not less than one-tenth (1/10) of the total voting power of all Members having the right to vote at that Meeting; or
- (d) a Member or Members present in person or by proxy holding Equity Securities in the Company conferring a right to vote at the meeting, being Equity Securities on which an aggregate sum has been paid equal to not less than one-tenth (1/10) of the total sum paid up on all the Equity Securities conferring that right.

77.6 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 minute book is made, it shall be conclusive evidence of the fact without need for the proof of the number or proportion of the votes recorded in favour of or against such resolution.

Provided that when a resolution requires a particular majority in value, the resolution shall not be deemed to have been passed on a show of hands by the required majority unless there be present at that meeting, whether in person or by proxy, a number of Members holding in the aggregate the required majority as aforesaid.

78.1 The demand for a poll may be withdrawn.

78.2 Except as provided in Article 78.4 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.

78.3 In the case of equality of votes, whether on show of hands or on a poll, the chairman of the meeting shall have a second or casting vote.

78.4 A poll demanded on the election of the 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.

Right to ask questions

- 79.1 Every Member shall have the right to ask questions which are pertinent and related to items on the agenda of a general meeting and to have such questions answered by the Directors or such person as the Directors may delegate for that purpose subject to any reasonable measures that the Company may take to ensure the identification of the Member. The said right shall also be enjoyed by a proxy holder appointed by the Member.
- 79.2 The Company may provide one overall answer to questions having the same content.
- 79.3 An answer to a question is not required where:
- (a) to give an answer would interfere unduly with the preparation for the meeting, involve the disclosure of confidential information or cause prejudice to the business interests of the Company;
 - (b) the answer has already been given on the Company's website in the form of an answer to a question;
 - (c) it is not in the interests of good order of the meeting that the question be answered; or
 - (d) the Company is unable to provide an immediate reply, provided that such reply is subsequently posted on the website of the Company.

Votes of Members

- 80.1 Subject to any rights or restrictions for the time being attached to any class or classes of Equity Securities, on a show of hands every Member present in person shall have one vote, and on a poll every Member shall have one vote for each share carrying voting rights of which he is the holder.
- 80.2 On a poll, votes may be given either personally or by proxy and a Member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.
- 80.3 No Member shall be entitled, in respect of any Equity Security held by him, to vote on any question, either in person or by proxy, at any general meeting, or upon any poll, or to be reckoned in a quorum, or to exercise any other right or privilege conferred by membership in relation to meetings of the Company if any call or other sum presently payable by him to the Company in respect of such Equity Security remains unpaid.
- 80.4 No objection shall be raised to the qualifications 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.

80.5 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 otherwise, to act as proxyholder to attend and vote at a general meeting instead of him, and a proxyholder so appointed shall enjoy the same rights as the Member to participate in the general meeting as those to which the Member thus represented would be entitled. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a person other than a natural person, the hand of an officer or attorney duly authorised. The signature on such instrument need not be witnessed. A Member holding shares for and on behalf of third parties is entitled to grant a proxy to each of his clients or to any third party designated by a client. Such Member shall be entitled to cast votes attaching to some of the Equity Securities differently from the others. Proxy forms shall be designed by the Company to allow such split voting.

80.6 An instrument appointing a proxy shall be in the following form, a form as near thereto as circumstances permit, or in such other form as may be determined by the Directors:

AX Group p.l.c.

“I/We....., of residing at 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 or Extraordinary, as the case may be) General Meeting of the Company, to be held on the day of.....20, and at any adjournment thereof.

Signed this.....day of 20XX

This form is to be used in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.”

80.7 Where a Member holds shares for and on behalf of third parties, the instrument appointing the proxies shall be in the following form or in a form as near thereto as circumstances permit:

AX Group p.l.c.

“I/We....., of residing at being a Member/Members of the above named Company, hereby appoint:

(a) of in respect ofshares out of a total of..... or failing him of.....as my/our proxy to vote for me/us on my/our behalf at the (Annual or

.Extraordinary, as the case may be) General Meeting of the Company, to be held on the day of.....20, and at any adjournment thereof; and

This form is to be used in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.”

(b) of in respect ofshares out of a total of or failing him of.....as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) General Meeting of the Company, to be held on the day of.....20, and at any adjournment thereof.

This form is to be used in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.”

Signed this.....day of 20XX

- 80.8 An instrument of proxy shall be in such form as would allow the Member appointing a proxy to indicate how he would like his proxy to vote in relation to each resolution.
- 81.1 A proxy need not be a Member of the Company. Except in the case contemplated in Article 80.7, a Member may not appoint more than one proxy to attend on the same occasion. Deposit of an instrument of proxy shall not preclude a Member from revoking the proxy and attending and voting in person at the meeting or any adjournment thereof.
- 81.2 An instrument appointing or revoking a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall either: (i) be deposited at the Office or at such other place (if any) in Malta as is specified for that purpose in or by way of note to the notice convening the meeting, or (ii) be transmitted electronically to an electronic address as is specified for that purpose in or by way of note to the notice convening the meeting, in each case not less than forty-eight (48) hours before the time for holding the meeting or, if the meeting be adjourned, not less than twenty four (24) hours (or such lesser period as the chairman who adjourned the meeting may in his discretion determine) before the time for holding the adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll at which it is to be used, and in default the instrument of proxy shall not be treated as valid.
- 81.3 An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting to which it relates. No instrument of proxy shall be valid after the expiration of twelve (12) months from the date of its execution except at an adjourned meeting or on a poll

- demanding at a Meeting or adjourned meeting in cases where the meeting was originally held within twelve (12) months from that date.
- 81.4 The instrument appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll. Provided that the appointed proxy attends the meeting or any adjournment thereof.
- 81.5 Where a Member specifies in the proxy form how his proxy is to vote, the proxy form itself shall constitute the vote. Provided that the appointed proxy attends the meeting or any adjournment thereof.
- 81.6 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or interdiction 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, interdiction, revocation or transfer shall have been received by the Company at the Office or such other place (if any) as is specified for depositing the instrument of proxy an hour at least before the commencement of the Meeting or adjourned meeting or the holding of a poll subsequently thereto at which such vote is given.
- 81.7 In accordance with the Act, any person, which is not a natural person and which is a Member, may by resolution of its directors or other governing body authorise such person or persons as it thinks fit to act as its representative or representative at any meeting of the Company, and the person or persons so authorised shall be entitled to exercise the same powers on behalf of the Member which he represents as that Member could exercise if it were an individual Member of the Company. A director, the secretary or other person authorised for the purpose by the secretary may require a representative to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers.

Voting Results

- 82.1 Where a poll is taken at a general meeting of the Company and a request is made by a Member for a full account of the poll, the Company shall publish the following information on its website by not later than fifteen (15) days after the day of the general meeting at which the voting result was obtained:
- (a) the date of the Meeting;
 - (b) the text of the resolution or, as the case may be, a description of the subject matter of the poll;
 - (c) the number of Equity Securities for which votes have been validly cast;
 - (d) the proportion of the Company's issued share capital at close of business on the day before the meeting represented by those votes;
 - (e) the total number of votes validly cast; and
 - (f) the number of votes cast in favour of and against each resolution and, if counted, the number of abstentions.

- 82.2 Where no Member requests a full account of the voting at a general meeting, it shall be sufficient for the Company to establish the voting results only to the extent necessary to ensure that the required majority is reached for each resolution.
- 82.3 Where voting on a particular item or resolution is conducted by a show of hands rather than by a poll, it shall not be necessary in the case where a Member requests a full account of the voting at a general meeting for the Company to publish the information required by the Listing Rules and it shall be sufficient for the chairman of the meeting to publish a statement indicating:
- (a) the total number of Members entitled to vote present at the Meeting;
 - (b) that upon a show of hands at the Meeting it appeared that the resolution had either been carried or rejected.

Directors

- 83.1 The administration and management of the Company shall be conducted by a Board of Directors, as specified in Article 6 of the Memorandum of Association of the Company, and the Directors may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, provided that no resolution taken by the Company in general meeting shall invalidate or curtail any prior act of the Board of Directors which would have been valid but for such resolution.
- 83.2 All Directors of the Company shall be natural persons.
- 84.1 The aggregate emoluments of all Directors in any one financial year, and any increases thereto, shall be such amount as may from time to time be determined by the Company in general meeting, and any notice convening the general meeting during which an increase in the maximum limit of such aggregate emoluments shall be proposed, shall contain a reference to such fact.
- 84.2 The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of Directors or other committee appointed under Article 98.1 below, or general meetings of the Company or in connection with the business of the Company.
- 84.3 If any Director, being willing, shall be called upon to sit on any committee or working group of the Company or to perform other services related to the operations of the Company but which fall outside the scope of the ordinary duties of a Director, the Company may remunerate, as determined by the Directors, such Director, in addition to or in substitution of his remuneration as Director. The Directors of the Company may hold such other office with

the Company apart from the office of Director and be remunerated therefor, as the Directors may from time to time determine.

- 84.4 The Directors may exercise all the powers of the Company to give or award pensions, annuities, gratuities and superannuation or other allowances to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any company which is a subsidiary company of or associated with the Company or any such sub-subsidiary and to the wives, widows, children and other relatives and dependants of any such persons and may establish, maintain, support, subscribe to and contribute to all kinds of schemes, and funds (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them, and so that any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance (whether under any such fund or scheme or otherwise).
- 84.5 The Directors may make such arrangements as they think fit for the management and transaction of the Company's affairs in Malta and elsewhere and may from time to time and at any time establish any local boards or agencies for managing any of the affairs of the Company in any specified locality, and may appoint any persons to be members of such local board, or any managers or agents, and may fix their remuneration. The Directors from time to time, and at any time, may delegate to any person so appointed any of the powers, authorities, and discretions for the time being vested in the Directors (other than the powers of borrowing and of making calls), with power to sub-delegate, and may authorise the Members for the time being of any such local board, or any of them, to fill up any vacancies therein, and to notwithstanding vacancies; and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and the Directors may at any time remove any person so appointed, and may annul or vary any such delegation.
- 84.6 Subject to the provisions of the Act and of the Listing Rules, a Director may hold any other office or place of profit under the Company, except that of Auditor, in conjunction with the office of Director and may act by himself or through his firm in a professional capacity for the Company, and in any such case on such terms as to remuneration and otherwise as the Directors may arrange.

Appointment, Election and Removal of Directors

- 85.. Directors are appointed or elected by the holders of Equity Securities in accordance with the following provisions of these Articles.
- 86.1 Every Member holding twelve per cent (12%) or more of the Equity Securities of the Company having voting rights shall be entitled to appoint one Director for each and every twelve per cent (12%) of the Equity Securities of the Company having voting rights owned by such Member, and such Member may remove, withdraw or replace such Director/s at any time. Any appointment, removal, withdrawal or replacement of a Director

to or from the Board of Directors in accordance with this Article shall take effect upon receipt by the Board of Directors or the Company Secretary of a notice in writing to that effect (including a scanned copy transmitted by email) from such Member. Any Equity Securities of the Company having voting rights held by such Member not utilised for appointment of Directors in the manner specified in this Article 86.1 may be used in the election of Directors as provided in Article 86.9 below at a general meeting of the Company.

- 86.2 Any Member or number of Members, and who in aggregate hold not less than fifteen thousand Euros (€15,000) in nominal value of Equity Securities having voting rights in the Company shall be entitled to recommend a fit and proper person for appointment as a Director of the Company to the Nominations Committee, but no person shall be or become entitled to act or take office as a Director unless approved by the Nominations Committee, and the Nominations Committee shall be empowered to reject any recommendation made in accordance with these Articles if in its considered opinion the appointment of the person so recommended as a Director could be detrimental to the Company's interests or if such person is not considered as fit and proper to occupy that position.
- 86.3 In addition to the recommendations that may be made by the Members pursuant to the provisions of Article 86.2, the Directors themselves or the Nominations Committee may make recommendations and nominations of fit and proper persons to the Members for the appointment of Directors at the general meeting at which the election of Directors is to take place
- 86.4 For the purpose of enabling Members to make recommendations in accordance with the provisions of Article 86.2, the Company shall grant a period of at least fourteen (14) days to its Members to nominate candidates for appointment as Directors. Such notice may be given by the publication of an advertisement in at least two (2) daily newspapers. All such nominations, including the candidate's acceptance to be nominated as Director, shall, on pain of nullity, be made on the form prescribed by the Electoral Commission from time to time and shall be deposited at the Office of the Company not later than fourteen (14) days after the publication of the said notice (the "**Submission Date**"); provided that the Submission Date shall not be less than ten (10) weeks prior to the date of the meeting appointed for such election. Nominations to be made by the Directors or the Nominations Committee shall also be made by not later than the date established for the closure of nominations to Members pursuant to this Article 86
- 86.5 All Approved Candidates shall be proposed to the Members for election.
- 86.6 In the event that the number of Approved Candidates recommended to Members pursuant to the provisions of Article 86.5 is equal to or less than the number of vacancies on the Board of Directors, no election shall take place and all the candidates approved by the Nominations Committee shall take office as Directors. Where the number of Approved Candidates is more

than the number of vacancies on the Board of Directors, then an election shall take place in accordance with the provisions of Articles 86.7 and 86.8.

- 86.7 Whenever in terms of these Articles an election amongst the Approved Candidates is necessary, such election shall be conducted in the manner prescribed by these Articles or in such manner as close as practicably possible thereto as the Directors may consider equitable in the circumstances.
- 86.8 At an election of Directors all holders of Equity Securities of the Company having voting rights not utilised for appointing Directors as hereabove specified in Article 86.1 shall be entitled to vote to fill the remaining unfilled posts of Directors at the general meeting at which the election of Directors is to take place. Such election shall be conducted in accordance with the following rules:
- i. At an election of Directors, voting rights attaching to Equity Securities of the Company having voting rights are indivisible. Accordingly, a Member may cast the vote attaching to a particular Equity Security of the Company having voting rights for one Approved Candidate only.
 - ii. One vote shall pertain to each Equity Security of the Company having voting rights entitled to vote at this election.
 - iii. The voting shall be conducted and supervised by an Electoral Commission composed of the Company Secretary and representatives of the legal advisors and auditors of the Company.
- 86.9 At the general meeting at which the election of Directors is to take place the Electoral Commission shall provide the Members with a ballot paper containing a list of names of the Approved Candidates in alphabetical order according to their surname, which list shall be signed by the Chairman and the Company Secretary for verification purposes. Each Member shall be required to vote on the ballot paper provided to him by the Company at the general meeting by putting such number of votes against the name or names of the preferred nominee as such Member may determine, provided that in aggregate the number of votes cast cannot exceed the number of such Member's Equity Securities having voting rights and available for voting in that election and provided further that any remaining fractions will be disregarded
- 86.10 A retiring Director shall be eligible for re-election and in lieu of a recommendation made by a Member or number of Members who in aggregate hold not less than fifteen thousand Euros (€15,000) as aforesaid such retiring Director shall deposit at the Office of the Company a notice in writing signed by himself indicating his intention to stand for election.
- 86.11 All Directors appointed under the provisions of Article 86.1 shall retire from office at least once every three years, whereas all Directors elected under the provisions of Article 86.9 shall retire from office at the first annual general meeting of the Company following their election. At the annual general meeting in every subsequent year, one of the Directors elected under the provisions of Article 86.9 shall retire from office. The Director to retire

in every year shall be he who has been longest in office since their last election, but as between persons who became Directors on the same day, the one to retire shall (unless they otherwise agree among themselves) be determined by lot. A Director retiring from office at an annual general meeting shall retain office until the dissolution of such meeting.

- 86.12 The Company may by ordinary resolution, of which special notice has been given in accordance with the provisions of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or contained in any agreement between the Company and such Director. The Company may by ordinary resolution appoint another person in place of a Director removed from office under this Article 86.5, where such Director had been appointed in terms of article 86.9. If the Director so removed is one appointed under Article 86.1, the provisions of Article 86.1 shall apply in relation to the appointment of a replacement. In either case the removal of a Director 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.
87. The Chairman shall be appointed by the Directors at their first meeting following the annual general meeting in each year, save for the first Chairman who is appointed by the subscribers of this Memorandum and Articles and who shall retain the post of Chairman until such time as he resigns or is earlier removed in accordance with the provisions of these articles regulating the removal of Directors.

Provided that in the event that if any one Member entitled to appoint Directors in terms of Article 86.1 does not hold fifty per cent (50%) of the issued ordinary share capital of the Company, the Chairman shall be appointed from amongst the Directors elected by the Members in terms of Article 86.9.

- 88.1 Without prejudice to the provisions of the Act, the office of Director shall *ipso facto* be vacated if:
- (a) such Director is legally interdicted or incapacitated, convicted of any crime of a voluntary nature punishable with imprisonment or involving public trust, or is declared bankrupt during his term of office; or
 - (b) he is prohibited by law or by the competent authority from being a Director; or
 - (c) by written notice to the Company, resigns from his office of Director;
 - (d) he absents himself from the Board meetings for a continuous period of three (3) calendar months without leave of absence from the Directors and the Directors pass a resolution that he has, by reason of such absence, vacated office, or

- (e) if he violates the declaration of secrecy required of him under these Articles, and the Directors after obtaining evidence of such violation, pass a resolution that he has so violated the declaration of secrecy.

A resolution of the Directors declaring a Director to have vacated office as aforesaid shall be conclusive as to the fact and the grounds of vacation stated in the resolution.

- 88.2 Any vacancy among the Directors may filled by the co-option made by the Board of Directors of another person to fill such vacancy. Any vacancy filled aforesaid, shall be valid until the next annual general meeting, when an election for the appointment of a Director to the vacated post shall be held. Any person who may have casually filled such vacancy may be elected at the said general meeting.
- 88.3 In the event that at any time and for any reason the number of Directors falls below the minimum number established by the Memorandum and Articles of Association, notwithstanding the provision regulating quorum, the remaining Directors may continue to act notwithstanding any vacancy in their body, provided that they shall with all convenient speed and under no circumstances later than three (3) months from the date upon which the number of Directors has fallen below the minimum, convene a general meeting for the sole purpose of appointing / electing the Directors.

The Nominations Committee

- 89.1 The Board of Directors shall appoint a Nominations Committee (in this Article 84 referred to as the “**Committee**”) consisting of a minimum of three (3) Directors, with the majority of Directors sitting on the Committee being non-executive directors, at least one of whom shall be independent. The Committee shall be chaired by the Chairman of the Board.
- 89.2 The Board of Directors shall set out the terms of reference of the Committee and shall keep the same under review from time to time.
- 89.3 The Committee shall have all such powers, authorities as may be necessary or desirable for the Committee to be able to undertake its role and function as set out in the terms of reference of the Committee from time to time, including the power to engage consultants to assist and advise it on the proper performance of its role and function in accordance with these Articles and applicable law.
- 89.4 In the exercise of its functions the Committee shall ensure that appointments to the board are made on merit and against objective criteria; and that persons whose candidacy is approved and recommended to Members are in a position to dedicate sufficient time and resources to the job.

- 89.5 The Committee should strive to achieve consensus on the recommendations it makes to Members, however where such consensus cannot be achieved, decisions shall be made by a majority vote. In the event that a member or members of the Committee dissent(s) with the majority view on any particular matter, that member or member(s) (as the case may be) shall be entitled to make a dissenting report to the board setting out the reasons as to why they dissent from the majority opinion expressed in the Committee's recommendations. In such circumstances, the Board shall be empowered to reverse a majority decision of the Committee.
- 89.6 No member of the Committee shall be present while his nomination as a director of the Company is discussed at a meeting of such Committee.
- 89.7 The Committee shall periodically assess the skills, knowledge and experience of individual directors necessary for the board to have the appropriate level of skill, competence and experience that would endow the board with the requisite collective knowledge and skill necessary for the proper functioning of the Company and its oversight by the Board of Directors, and shall report and make its recommendations on this to the board. If in the opinion of the Committee the then current compliment of the board provides the Board with the appropriate skills, knowledge and experience and that there would be no value for the Company to change the then current composition of the Board, the Committee may determine that any retiring directors shall be eligible for re-appointment to their office.
- 89.8 The Committee shall, without prejudice to its own role of identifying appropriate persons who are fit and proper to occupy the office of director of the Company, periodically assess the structure, size, composition and performance of the Board. The Committee shall, from time to time, make recommendations to the Board for approval policies and procedures to ensure that they meet the requirements that the Nominations Committee may consider appropriate for the proper and effective oversight of the Company's business.
- 89.9 The Committee shall when it considers it appropriate so to do with a view to seek individual directors of the right calibre, skill and knowledge required at the board, issue a request for persons with the right qualifications, skills, knowledge and experience to express their interest in acting as non-executive directors on the board. Any expressions of interest so received shall be evaluated by the Committee in accordance with the provisions of these Articles.

Borrowing Powers

90. The Board may exercise all the powers of the Company to borrow money and to guarantee the obligations of any third party and, for such purpose, to hypothecate or charge or grant any other security interest on its undertaking, property or assets, whether present or future, including its uncalled capital or any part thereof including as security for its obligations or for those of any third party, and to issue debentures and other securities or rights,

whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Proceedings of Directors

- 91.1. The Directors shall meet together for the dispatch of business, adjourn or otherwise regulate their meetings as them deem fit.
- 91.2. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman (or Vice-Chairman or the presiding Director appointed in terms of Article 91.7) shall have an additional or casting vote.
- 91.3. The Chairman may at any time summon a meeting of the Directors. The Company Secretary shall on the written request of not less than two (2) Directors, summon a meeting of the Directors.
- 91.4. The quorum necessary for the transaction of business shall be such number of Directors as constitutes for the time being a majority of the Members appointed on the board, present in person or by their alternate.
- 91.5. Notice of every meeting of the Board of Directors shall be given to all Directors of the Company and, save as hereinafter provided, shall in no case be of less than three (3) days.
- 91.6. Notice of meetings of Directors shall be given to each Director by letter, email or any other means of readable communication. Notice shall be deemed to be duly given to a Director if it is given to him in person or it is sent to him at his last known address, email address or to any other address, number or email address given by him to the Company for this purpose. Provided that the requirement of such notice may be waived by a decision of all Directors entitled to receive notice and vote at a meeting of the Directors. A Director may give his consent to such waiver of notice, by way of fax, e-mail, or other means of readable communication.
- 91.7. If at any time the Chairman is not present within thirty (30) minutes, after the time appointed for the meeting, the Vice-Chairman shall chair the meeting, but, if the Vice-Chairman is not present, the Directors may choose one of their number to chair the meeting. No person holding a senior executive post in the Company may be elected Chairman.
- 92.1. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period, not exceeding such Director's term of office as a director, and on such terms and conditions as they deem fit, and subject to any agreement entered into in any particular case, may revoke such appointment. The appointment of a Managing Director shall be automatically terminated if he ceases for any cause to be a Director.

- 92.2 The salary or remuneration of any such Managing Director/s or a Director or Directors holding an executive office or offices in the Company shall, subject as provided in any contract, be such as the Directors may from time to time determine.
- 92.3 The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions, as they may think fit and may from time to time revoke, withdraw, alter or vary all or any of such powers.
93. All acts done by 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 or continuance in office of any such Director or person acting as aforesaid, or that they or any of them were or was disqualified from holding office or not entitled to vote, or had in any way vacated their or his office, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified and had continued to be a Director, and was entitled to vote.
94. 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 valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Directors.
- 95.1 A Director may by letter to the Chairman appoint an alternate Director to act instead of him at one or more meetings of the Directors, and may at any time by letter addressed to the Chairman remove such alternate Director.
- Provided that the appointing Member, where the Director is appointed in terms of Article 86.1, may by letter to the Chairman appoint an alternate Director to act at one or more meetings of the Directors instead of the appointed Director where he is unable to perform his duties as Director, and may at any time by letter addressed to the Chairman remove such alternate Director.
- 95.2 The alternate Director need not be a serving Director of the Company.
- 95.3 An existing Director may be appointed as an alternate to another Director in which case his rights as alternate, including the right to vote, shall be additional to his right as Director, and for the purpose of determining the quorum he shall be counted in both his said capacities.
- 95.4 In any such cases the following provisions shall apply:
- (a) Every Alternate Director shall, while he holds such appointment, be entitled to attend and to exercise all the rights and privileges of the Director he is substituting at all such Board of Director meetings at which such Director is not personally present.

- 95.5 Every appointment of an Alternate Director made in terms of Article 95.1 shall *ipso facto* lapse if and when the Director or Member appointing him, or the Director which he has been appointed to act in his stead at one or more meetings of the Directors by the appointing Member pursuant to the proviso to Article 95.1, ceases for any reason to be a Director or Member or such Director withdraws the appointment of such Alternate Director by notice in writing under his hand and deposited at the Company's registered office.
- 95.6 No Alternate Director shall be entitled as such to receive any remuneration from the Company.
96. Without prejudice to Article 94, a resolution of the Directors, including Alternate Directors, or of a Committee of the Directors, may be taken by means of a conference telephone (or by means of any other communication equipment) which allows all persons participating to hear each of the other at all material times and meetings of the board of directors and of Committees of Directors may be held in the same way. Any decision so arrived at will be deemed a decision of a meeting of the Board of Directors, or a Committee of the Directors (as appropriate), and all of the provisions of these Articles relating to meetings of the Board of directors will apply, *mutatis mutandis*. A Director or Alternate Director participating in such a decision will be deemed to be present in person, and will be entitled to vote or be counted in a quorum accordingly. Such a decision will be deemed to have been arrived at where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the proceedings was at the time.
97. The Directors may invite any executive or executives of the Company to attend Board of Directors meetings or any part thereof. Any such executive or executives shall have no right to vote.
- 98.1 The Directors may delegate any such powers, authorities and discretion to committees or working groups, composed of persons of their body or other persons appointed by them, to deal with any matter which the Directors may deem fit. In appointing such committees and/or working groups the Directors may give specific or general terms of reference as they deem fit to enable that committee or working group attain the aims for which it has been duly constituted.
- 98.2 Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Directors, and no act or omission of such Committee shall invalidate or supersede any function or power of the Board of Directors.
99. A Director shall not be required to have a shareholding qualification. A Director who is not a Member shall be entitled to attend and speak at general meetings of the Company, but except as provided for in these Articles, he shall not be entitled to vote.

100. Unless the Members approve in general meeting, no Director shall participate in an issue or allotment of shares to employees.
101. The Directors shall exercise their powers subject to any of these Articles, the Act and the Listing Rules and to such regulations, not inconsistent with the aforesaid Articles and laws, 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 that regulation had not been made.
- 102.1 A Director who is in any way, whether directly or indirectly, interested in a contract or a proposed contract or in a transaction or arrangement (whether or not constituting a contract) with the Company shall declare the nature of his interest at a meeting of the Directors pursuant to the provisions of the Act. Without prejudice to any provision of law or regulation, a Director shall be deemed to have a conflict of interest that is to be disclosed in accordance with the provisions of this Article in any event where a Director or a Related Party to that Director has a material interest in the matter. For the purposes of these Articles “**Related Party**” shall mean: the spouse, or immediate descendant or ascendant of a Director; or any company or undertaking in which a Director or the spouse or immediate descendant or ascendant of a Director has a controlling interest.
- 102.2 A Director shall not vote at a Board meeting in respect of any contract or arrangement in which he has a material interest, or a deemed conflict of interest in accordance with the provisions of Article 102.1 above, either directly or indirectly. A Director shall nevertheless be counted in the quorum at a Meeting in relation to any resolution on which he is debarred from voting.
- 102.3 A Director, shall not vote or be counted in the quorum on any resolution concerning his own appointment as the holder of any office or place of profit with the Company or any company in which the Company is interested including fixing or varying the terms of his appointment or the termination thereof.
- 102.4 Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately and in such cases each of the Directors concerned (if not debarred from voting under this Article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.
- 102.5 If any question shall arise at any Meeting as to the materiality of a Director’s interest or as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the Chairman of the Meeting and his ruling in

relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned have not been fairly disclosed.

- 102.6 Subject to the provisions of the law, the Company may at any time by Ordinary Resolution suspend or relax the provisions of Article 102 to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.
103. The Directors may exercise or procure the exercise of the voting rights conferred by the shares in any other company held or owned by the Company, and may exercise any voting rights to which they are entitled as Directors of such other company, in such manner as they shall in their absolute discretion think fit, including the exercise thereof in favour of any resolution appointing themselves or any of them as directors, officers or servants of such other company, and fixing their remuneration as such, and may vote as Directors of this Company in connection with any of the matters aforesaid.
104. The Directors shall cause minutes to be kept in books provided for the purpose:
- (a) of all appointments of officers, made by the Directors;
 - (b) of the names of the Directors present at each Board meeting and of any Board committees;
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Board and of the Board committees;
105. It shall not be necessary for Directors present at any meeting of Directors or Committee of Directors to sign their names in the minute book or other book kept for recording attendance. Any such minute as aforesaid, 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 or by any two of the Directors, shall be receivable as prima facie evidence of the matters stated in such minutes without any further proof.

Chief Executive

- 106.1 The Directors may from time to time appoint any person to the office of Chief Executive of the Company for such period and on such terms, including remuneration as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment.
- 106.2 The Chief Executive may be asked to attend meetings of the Board of Directors or general meetings of the Company provided that he shall have no right to vote thereat.

106.3 The Directors may entrust to and confer upon a Chief Executive any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

106.4 If the person appointed to the office of Chief Executive is a Director of the Company he shall be considered to be the Managing Director. In such case such person shall have the right to attend and vote at meetings of the Board of Directors qua Director of the Company.

Company Secretary

107.1 Without prejudice to the provisions of the Act, the Listing Rules or other applicable regulatory or legislative provisions, regulating the appointment and functions of the Company Secretary, the Board shall determine the appointment, removal or replacement of the Company Secretary and the conditions of holding such office, provided that no person who is a Director of the Company shall be appointed or hold office as Company Secretary.

Should the post of Company Secretary become vacant, the Board shall within fourteen (14) days from the date when the post becomes vacant, appoint another individual to fill the post for such term, at such remuneration and upon such conditions as it may think fit.

107.2 The Company Secretary shall be responsible *inter alia* for:

- keeping the minutes of general meetings of the Company;
- keeping the minutes of meetings of the Board;
- keeping the register of Members;
- keeping the register of Debt Securities;
- keeping such other registers and records as the Company Secretary maybe required to keep, by the Board of Directors;
- ensuring that proper notices are given of all meetings;
- ensuring that all returns and other documents of the Company are prepared and delivered in accordance with the requirements of the relevant legislation; and
- advising the Board through the Chairman on corporate governance matters.

Reserves

108. Without prejudice to the relevant provisions of the Act, the Directors may, before recommending any dividend, 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 any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Equity Securities of the Company) as the Directors think fit. The Directors may divide the reserve into such special funds as they think fit, and may

consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided as they think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

Dividends

109. The Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board of Directors.
110. The Board of Directors may from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company.
111. No dividend shall be paid otherwise than out of the profits of the Company available for distribution.
112. Subject to any rights of persons, if any, entitled to Equity Securities with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Equity Securities in respect whereof the dividend is paid but no amount paid or credited as paid on the Equity Securities in advance of calls shall be treated for the purpose of this Article as paid on the Equity Securities. All dividends shall be apportioned to the amounts and paid proportionately or credited as paid on the Equity Securities during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.
113. The Board of Directors may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the Equity Securities of the Company.
- 114.1 The Company shall pay any dividend or other moneys payable in respect of an Equity Security by SEPA direct transfer to the savings or current account designated by the Member named in the Register of Member entitled to receive such payment, provided that: when the account number of the Member is not known, payment shall be made by cheque, sent to the registered address named in the Register of Members; when the account number of the Member is not known and when a valid address of a Member is also not known, the dividend is to be kept by the Company for collection by the Member entitled to such dividend or for remittance when the address of the said Member is made known to the Company.
- 114.2 Where an Equity Security is held jointly by more than one person, the first named joint Member appearing on the Register of Members shall be deemed to be the person entitled to receive the payment and to designate an account for payment. The payment of dividend or other moneys payable in respect of a Listed Share to any account designated by one of the joint holders shall

be deemed to be a good discharge to the Company, provided that in the case of a share held by joint holders, any one of such holders may give an effective and valid receipt for all dividends and payments on account of dividends and payments in respect of such share. The payment of dividend to any account of one of the joint holders shall be deemed to be a good discharge to the Company.

- 114.3 Nothing in this article 114 shall preclude the Company from offering to pay dividends to its Members by any other means, including bonus share issue option and scrip dividend option.
115. Dividends shall be declared and paid equally on all Equity Securities.
- 116.1 No dividend or part thereof shall bear interest against the Company.
- 116.2 Any amount paid up in advance of calls on any Equity Security may carry interest but will not entitle the holder of the Equity Security to participate in respect of such amount in any dividend.

Annual Report and Accounts

117. The Directors shall cause accounting records to be kept in accordance with the law.
118. The accounting records shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Directors think fit.
119. The Board of Directors shall from time to time determine whether and to what extent, time and places and under what conditions or regulations the accounts and books 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 accounts or book or document of the Company except as conferred by law or authorised by the Directors or by the Company in general meeting.
120. The Directors shall make available to the Members an electronic copy of the profit and loss account and balance sheet, together with any Directors' and auditors' reports attached thereto, either on the Company's website or otherwise, at the time of issuance of a notice calling an annual general meeting, and inform the Members accordingly. Provided that a printed copy of the aforesaid shall be made available to any Member upon written request.

Capitalisation of Profits

121. Without prejudice to the relevant provisions of the Act, the Company in general meeting may upon the recommendation of the Board of Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit 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, distributed and credited as fully paid up to and amongst such Members in the proportion aforesaid, and the Directors shall give effect to such resolution;

Provided that for the purposes of this Article a share premium account and a capital redemption reserve fund may only be applied in the paying up of Equity Securities to be issued to members of the Company as fully paid up Equity Securities;

Provided further that the Directors may in giving effect to such resolution make such provision by payment in cash or otherwise as they deem fit.

122. Whenever a capitalisation is to be effected, the Directors may do all acts and things which they may consider necessary or expedient to give effect thereto, with full power to the Directors to make such provision as they think fit for the case of shares or debentures becoming distributable in fractions (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned) and also to authorise any person to enter on behalf of all Members concerned into an agreement with the Company providing for any such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

Audit

123. Auditors shall be appointed and their duties regulated in accordance with the law.

Notice

- 124.1 A notice may be given by the Company to any Member either personally or by sending it by post to his registered address in Malta, or if he has no registered address in Malta, to the address, if any, supplied by him to the Company to receive notice thereat. Where a notice is sent by post, service of the notice is deemed to be effected properly at the expiration of twenty-four (24) hours after the latter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Unless otherwise instructed in writing, in the case of joint Members, proper notice to all such joint Members is deemed to have been given if one notice to all the said joint Members is sent to the address of the first named joint Member appearing on the Register of Members.

- 124.2 A notice may be given by the Company to the persons entitled to Equity Securities 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 estate of the deceased, or of the bankrupt, or by any like description at the address, if any, within Malta 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.
125. Any notice required to be given by the Company to the Members or any of them, and not expressly provided for by these Articles, shall be sufficiently given if given by advertisement.
126. Any notice required to be, or which may be, given by advertisement shall be advertised once only in two daily local newspapers, one in the Maltese and one in the English language.
127. If, owing to any factor affecting the postal services in Malta, the Company is unable to give effective notice by post of a general meeting, notice of that general meeting may be given by advertisement as provided in these Articles and shall be deemed to have been given on the day of publication therein mentioned. In such event the Company shall as soon as practicable (and if able to do so prior to the date of the general meeting) send a notice by post to all Members entitled to receive notice.
128. Signature(s) to any notice given by the Company may be written or printed.

Secrecy

129. Without prejudice to the provisions of the Professional Secrecy Act, Chapter 377 of the Laws of Malta, every Director, Company Secretary, auditor and employee of the Company shall observe strict secrecy with regard to all dealings, transactions and other matters of a confidential nature of and concerning the Company and with regard to all transactions of the Company with its customers, the state of their accounts and matters relating thereto, except when required or authorised to disclose particulars thereof by the Directors, the person to whom such matters relate, or by law and except in so far as may be necessary in order to comply with any provisions of these Articles; and every Director, Company Secretary, auditor or employee shall sign a declaration to the above effect in such form as the Directors may from time to time prescribe.

Indemnity

130. The Company shall indemnify against all expenses, including legal fees, and against all judgements, fines and amounts paid in settlement or reasonably incurred in connection with legal, administrative or other proceedings any person who:

- a) is or was a party, or is threatened to be made a party to any proceedings, and has acted, by reason of the fact that the person is or was a Director, a Company Secretary, and generally an officer, employee, or a liquidator of the Company, or
- b) is or was, at the request of the Company, serving as a Director, a Company Secretary, and generally an officer, employee, or a liquidator of the Company.

Provided that that person has acted honestly and in good faith in the best interests of the Company.

For the above purpose, the Company may take up a Professional Indemnity Insurance with a reputable insurance company.

Winding Up

- 131. All holders of ordinary Shares shall rank "*pari passu*" upon any distribution of assets in a winding up. The holders of preference shares of the Company shall at all times rank prior to the holders of ordinary shares upon any distribution of assets in a winding up. As between the holders of different issues of preference shares they shall rank in accordance with the relative terms of issue of those preference shares.
- 132. On the voluntary liquidation of the Company, no commission or fees shall be paid to a liquidator unless it shall have been approved by the Members in general meeting. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered.

Untraceable Members

- 133. The Company shall be entitled to sell at the best price reasonably obtainable any Equity Security or stock of a Member or any Equity Security or stock to which a person is entitled by transmission if and provided that:-
 - (a) for a period of twelve (12) years no cheque or warrant sent by the Company through the post in a prepaid letter addressed to the Member or to the person entitled by transmission to the share or stock at his address on the register of Members or other the last known address given by the Member or the person entitled by transmission to which cheques and warrants are to be sent has been cashed and no communication has been received by the Company from the Member or the person entitled by transmission:

Provided that in any period of twelve (12) years at least three (3) dividends whether interim or final on or in respect of the Equity Security or stock in question have become payable and no such dividend during that period has been claimed; and

- (b) the Company has at the expiration of the said period of twelve (12) years by advertisement in at least two (2) daily newspapers given notice of its intention to sell such Equity Security or stock; and
 - (c) the Company has not during the further period of three (3) months after the date of the advertisement and prior to the exercise of the power of sale received any communication from the Member or person entitled by transmission; and
 - (d) the Company has first given notice in writing to the Exchange of its intention to sell such Equity Securities or stock.
134. To give effect to any such sale the Company may appoint any person to execute as transferor an instrument of transfer of the said Equity Security or stock and such instrument of transfer shall be as effective as if it had been executed by the registered holder of or person entitled by transmission to such Equity Security or stock and the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings relating thereto. The net proceeds of sale shall belong to the Company which shall be obliged to account to the former Member or other person previously entitled as aforesaid for an amount equal to such proceeds and shall enter the name of such former Member or other person in the books of the Company as a permanent creditor for such amount. No interest shall be payable in respect of the same and the Company shall not be required to account for any money earned on the net proceeds, which may be employed in the business of the Company or invested in such investments as the Directors may from time to time think fit.

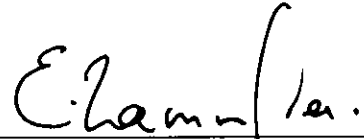
General

135. The above Articles are subject to the overriding provisions of the Act, the Listing Rules and the rules of the Exchange, except in so far as any provisions contained in any one of these laws permits otherwise; and the generality of any of the above provisions shall, in its interpretation, be restricted as is necessary to be read in conformity with any and all of the provisions of any of these laws.

Alteration to Memorandum and Articles

136. No resolution to amend, alter or revoke the Memorandum and Articles of the Company or to add thereto shall be deemed to have been validly carried unless agreed to by a number of Members entitled to vote on such resolution who are present in person or by proxy and whose combined holdings represent at least seventy-five per cent (75%) of the issued share capital of the Company eligible to vote on the said resolution and, in the event that any of the Company's Equity Securities or Debt Securities are admitted to listing on the Exchange, unless prior written approval has been sought and obtained from the Listing Authority for such amendment, alteration, revocation or addition.

*This is a revised and updated copy of the
Articles of Association
of AX Group plc
dated 27th January 2021.*



Edmond Zammit Laferla
Company Secretary

This 28th January 2021.