

Number

EUROPEAN COMPANY

NEW

STATUTES

(Adopted by Special Resolution  
passed on 2005  
in substitution for and to the exclusion  
of all existing Statutes)

- of -

**RPG Industries SE**



**ANDREAS NEOCLEOUS & CO.**  
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**Cyprus**

EUROPEAN COMPANY

NEW STATUTES

OF

**RPG Industries SE**

("the Company")

INTERPRETATION

1. In these Statutes:

the following words and expressions have the following meanings:

1.1 "address" in relation to an electronic communication includes any number or address used for the purposes of such communication.

"administrative organ" means the body responsible for the management of the Company, and in these Statutes such term is used interchangeably with, and should be construed synonymously with, the term "members", meaning the members or any of them acting as the administrative organ of the Company. In addition, a reference in the Law to the board of directors or the directors shall be construed as a reference to the administrative organ or the members, respectively.

"auditors" means the auditors of the Company.

"Cyprus" means the Republic of Cyprus.

"electronic communication" means facsimile transmission or e-mail.

"executed" includes any mode of execution.

"the Law" means the Companies Law, Cap.113 including any statutory modification or re-enactment thereof for the time being in force.

"member" means, except where the context otherwise requires, a member of the administrative organ of the Company, as such term is used in the Rules and "members" shall be construed accordingly.

"office" means the registered office of the Company.

"RPGP member" means the member nominated in writing by RPG Partners Limited (incorporated in Cyprus with registration number 165208), from time to time, who shall, pursuant to Statute 95, be appointed to and hold office as a

member and, unless otherwise stated, shall include his duly appointed alternate”.

“the Rules” shall collectively mean Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE), Council Directive 2001/86/EC of 8 October 2001 supplementing the Statute for a European Company with regard to the involvement of employees and The European Public Limited – Liability Company Regulations 2004 (Statutory Instrument 2004 No.2326).

“seal” the common seal of the Company and, as appropriate, any official seal kept by the Company by virtue of section 36 of the Law.

“shareholder” in relation to shares means the shareholder whose name is entered in the register of shareholders as the holder of the shares.

“the Statutes” means the Statutes of the Company, wherein are set forth, the rules for the operation of the Company. In addition, a reference in the Law to “articles of association” shall be construed as a reference to the Statutes.

- 1.2 Powers of delegation shall not be restrictively construed but the widest interpretation shall be given to them.
- 1.3 No power of delegation shall be limited by the existence or, except where expressly provided by the terms of delegation, the exercise of that or any other power of delegation.
- 1.4 Except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by any other body or person who is for the time being authorised to exercise it under the Statutes or under another delegation of the power.
- 1.5 Unless the context otherwise requires, words or expressions contained in these Statutes bear the same meaning as in the Law or in the Rules as the case may be but excluding any statutory modification thereof not in force when these Statutes become binding on the Company.
- 1.6 References to a document being executed include references to its being executed under hand or under seal or by any other method.
- 1.7 Unless the context otherwise requires, any reference to “writing” or “written” shall include any method of reproducing words or text in a legible and non-transitory form and for the avoidance of doubt shall include e-mail.
- 1.8 Save where specifically required or indicated otherwise words importing one gender shall be treated as importing any gender, words importing individuals shall be treated as importing corporations and vice versa, words importing the

singular shall be treated as importing the plural and vice versa, and words importing the whole shall be treated as including a reference to any part thereof.

- 1.9 Statute and paragraph headings are inserted for ease of reference only and shall not affect construction.

#### TABLE "A" EXCLUDED

2. The Regulations contained in Table "A" in the First Schedule to the Law shall not apply except so far as the same are repeated or contained in these Statutes.

#### EUROPEAN COMPANY

- 2A. These Statutes shall be read, construed and applied on the basis that the same are designed for a European public limited – liability company (Societas Europaea or SE) within the meaning of the Law and the Rules and accordingly if any of the provisions hereof is inconsistent with the Rules such provision shall be modified accordingly or shall be deemed to be deleted from these Statutes.

#### BUSINESS

3. The Company shall pay all preliminary and other expenses and carry into effect and take over or continue (with such modifications, if any, as the contracting parties shall agree and the members shall approve), any agreement or business or work reached or carried on (as the case might be) prior to its incorporation.

#### SHARE CAPITAL AND VARIATION OF RIGHTS

4. The shares shall be at the disposal of the Company which may by ordinary resolution allot or otherwise dispose of them subject to Statute 5, to such persons at such times and generally on such terms and conditions as the Company thinks proper, and provided that no shares shall be issued at a discount, except as provided by section 56 of the Law.
5. Unless otherwise determined by the Company in general meeting any original shares for the time being unissued and not allotted and any new shares from time to time to be created shall, before they are issued, be offered to the shareholders in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the company may, subject to these Statutes, dispose of the same in such manner as it thinks most beneficial to the company. The Company may, in like manner, dispose of any such new or original shares as aforesaid, which, by

reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the opinion of the Company be conveniently offered in manner hereinbefore provided.

6. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any shares in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine.

6A. At the date of the adoption of these Statutes the authorised share capital of the Company is Euro 135,960 divided into 27,192 ordinary shares of Euro 5.00 each (the "Ordinary Shares"), all of which Ordinary Shares have been issued and are credited as fully paid up.

6B. The rights attaching to the Ordinary Shares are as follows:

As to Voting:

to receive notice of and attend and vote at all general meetings of the Company voting being on the basis of a single vote per share.

As to Income and Capital:

Subject to the rights of holders of preference shares, if any, to receive such dividends as the members or the Company may from time to time declare and on a return of capital whether on a liquidation or otherwise to receive (1) the amounts paid up on such shares (2) any premium paid thereon and (3) to participate in any surplus available to shareholders. No dividends and no return of capital shall be paid in respect of any Ordinary Shares until all redeemable preference shares, if any, have been redeemed and all sums due to holders thereof paid in full. All ordinary shares shall rank *pari passu* in all respects.

7. Subject to the provisions of section 57 of the Law, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed (out of cash or other assets lawfully available for that purpose) on such terms and in such manner as the Company before the issue of the shares may by ordinary resolution determine. The shareholders may on the issue of preference shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

8. If at any time the share capital is divided into different classes of shares, the rights attached to any class subject to the provisions of the Company's Memorandum of Association (unless otherwise provided by the terms of issue of shares of the class) may, whether or not the Company is being wound up, be

varied or abrogated with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting of such holders and such writing or resolution shall be binding upon all holders of that class and such variation or abrogation shall be effective unless disallowed by the court on an application being presented to the court by the dissentient holders of the issued shares of the affected class pursuant to the provisions of s.70 of the Law.

To every such separate general meeting the provisions of these Statutes relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

9. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
10. The Company may exercise the powers of paying commissions conferred by section 52 of the Law, provided that the rate per cent of the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of 10 per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.
11. Except as required by law, no person shall be recognised by the Company as holding any shares upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
12. Every person whose name is entered as a shareholder in the register of shareholders shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of 25 cents for every certificate after the first or such less sum as the directors shall from time to time determine. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the Company shall not be bound

to issue more than one certificate, and delivery of a certificate for a share to one or several joint holders shall be sufficient delivery to all such holders.

13. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of a fee of 25 cents, or such less sum and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company of investigating evidence as the directors think fit.
14. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this regulation shall prohibit transactions mentioned in the proviso to section 53 (1) of the Law.

#### LIEN

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

presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

#### CALLS ON SHARES

19. The members may from time to time make calls upon the shareholders in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, and each shareholder shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified, the amount called on his shares. A call may be revoked or postponed as the members may determine.
20. A call shall be deemed to have been made at the time when the resolution of the members authorising the call was passed, and may be required to be paid by installments.
21. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
22. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment, at such rate not exceeding 8 per cent per annum as the members may determine, but the members shall be at liberty to waive payment of such interest wholly or in part.
23. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Statutes 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 Statutes 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.
24. The members may, if they think fit, receive from any holder willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) 5 per cent per annum, as may be agreed upon between the members and the shareholder paying such sum in advance.

## TRANSFER OF SHARES

25. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of shareholders in respect thereof.
26. Subject to such of the restrictions of these Statutes as may be applicable, any shareholder may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the members may approve.
27. The members shall not refuse to register any transfer of a share which is made pursuant to or permitted under these Statutes but may decline to register any transfer of any share which would otherwise be permitted hereunder if it is a transfer:
  - (a) of a share on which the Company has a lien;
  - (b) of a share (not being a fully paid share) to a person of whom they shall not approve not being already a shareholder of the Company.
28. The members may decline to recognise any transfer unless:-
  - (a) a fee of 25 cents, or such lesser sum as the members may from time to time require is paid to the Company in respect thereof;
  - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the members may reasonably require to show the right of the transferor to make the transfer; and
  - (c) the instrument of transfer is in respect of only one class of share.
29. If the members refuse to register an instrument of transfer of a share, they shall within 30 days after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.
30. The Company shall be entitled to charge a fee not exceeding 25 cents on the registration of every probate, letters of administration, certificates of death or marriage, power of attorney, or other instrument.

## TRANSMISSION OF SHARES

- 31.1 In case of the death of a shareholder, the survivor or survivors, where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein

contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

- 31.2 Any person becoming entitled to a share in consequence of the death or bankruptcy of a shareholder may, upon such evidence being produced, as may from time to time properly be required by the members, and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the members shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that shareholder before his death or bankruptcy, as the case may be.
- 31.3 If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Statutes relating to the right to transfer and the registration of transfer as aforesaid shall apply as if the death or bankruptcy of the shareholder had not occurred and the notice of transfer was a transfer signed by that shareholder.
32. A person becoming entitled to a share in consequence of the merger or consolidation of any shareholder being a corporation may, upon such evidence being produced as the members may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder, he shall give notice to the Company to that effect. If he elects to have another person registered, he shall execute an instrument of transfer of the share to that person.
33. A person becoming entitled to a share by reason of the death or bankruptcy of a shareholder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a shareholder in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

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

34. A person becoming entitled to a share in consequence of the merger or consolidation of any shareholder being a corporation shall have the rights to which he would be entitled if he were the holder of the share, except that he shall

not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the Company or at any separate meeting of the holders of any class of shares in the Company.

#### FORFEITURE OF SHARES

35. If a shareholder fails to pay any call or instalment of a call on the day appointed for payment thereof, the members may at any time thereafter during such times as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
36. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.
37. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the members to that effect.
38. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the members think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the members think fit.
39. A person whose shares have been forfeited shall cease to be a shareholder in respect of the forfeited shares, but shall notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.
40. A statutory declaration in writing that the declarant is a member or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof, and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

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

#### CONVERSION OF SHARES INTO STOCK

42. The Company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.
43. 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 shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and the members 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 shares from which the stock arose.
44. 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 shares 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 on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
45. Such of the Statutes of the Company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

#### ALTERATION OF CAPITAL

46. Subject to the provisions of these Statutes and the Law, the Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
47. The Company may by ordinary resolution (subject to the provisions of the Statutes and the Law):-
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (b) subdivide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association, subject, nevertheless, to the provisions of section 60 (1) (d) of the Law;

- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
- 48.1 The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorised, and consent required, by Law and the Statutes.
- 48.2 Subject to the provisions of the Law, the Company may purchase its own shares.

### GENERAL MEETINGS

- 49. The Company shall hold a general meeting at least once every calendar year, subject to the provisions of the Law and the Rules, within six months of the end of its financial year, as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the members shall appoint.
- 50. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 51.1 The members may, whenever they think fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 126 of the Law. If at any time there are not sufficient members capable of acting to form a quorum, any member or any two shareholders 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 members. General meetings shall be held wherever the members consider appropriate within or outside Cyprus.
- 51.2 Shareholders of the Company holding at the date of the deposit of a relevant requisition not less than one-tenth of such of the subscribed capital of the Company as at that date carries the right of voting at general meetings of the Company shall be entitled to require that one or more additional items be put on the agenda of any general meeting.

### NOTICE OF GENERAL MEETINGS

- 52. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a

meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the date on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, together with copies of any documents to be tabled at the meeting or appropriate details thereof (all such notices and documents shall be provided with an English translation (if not in English)) and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are, under the Statutes of the Company, entitled to receive such notices from the Company;

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

- (a) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.
53. The accidental omission to give notice of a meeting to, or the non-receipt of notice of meeting by, any person entitled to receive notice, shall not invalidate the proceedings at that meeting.
- 53A. All general meetings of the Company shall be conducted in English, and materials prepared with an English translation (if not in English). The minutes of each general meeting shall be prepared in English.

#### PROCEEDINGS AT GENERAL MEETINGS

54. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the financial statements and the reports, of the members and auditors, the election of members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
55. No business shall be transacted at any general meeting unless a quorum of shareholders is present at the time when the meeting proceeds to business; save as herein otherwise provided, three shareholders holding at least 2/3 of the Company's voting capital present in person or by proxy shall be a quorum.

56. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of shareholders, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the shareholders present shall be a quorum.
57. The chairman, if any, of the administrative organ shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to be chairman of the meeting.
58. If at any meeting no member is willing to act as chairman or if no member is present within fifteen minutes after the time appointed for holding the meeting the shareholders present shall choose one of their number to be chairman of the meeting.
59. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
60. At any general meeting, a resolution put to the vote of the meeting, shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the chairman; or
  - (b) by at least two shareholders present in person or by proxy; or
  - (c) by any shareholder or shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
  - (d) by a shareholder or shareholders holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously,

or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

61. Except as provided in Statute 63, 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.
62. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall not be entitled to a second or casting vote.
63. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

#### VOTES OF SHAREHOLDERS

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

meeting whose decision shall be final and conclusive.

69. On a poll, votes may be given either personally or by proxy.
70. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
71. The instrument appointing 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 be deposited at the registered office of the Company or at such other place within or outside Cyprus, as is specified for that purpose in the notice convening the meeting, at any time before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, at any time before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.
72. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

" SE I/We , of  
being a shareholder/shareholders of the above-named Company, hereby  
appoint of or failing him of  
, as my/our proxy to vote for me/us or my/our behalf at the (annual  
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 20 "

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

" SE I/We, , of  
, being a shareholder/shareholders 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 20 ".

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

-----  
\* Strike out whichever is not desired.

74. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
75. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid, shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
76. Subject to the provisions of the Law, a resolution in writing signed by all the shareholders for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one or more of the shareholders or their attorneys, and signature in the case of a corporate body which is a shareholder shall be sufficient if made by a director or other authorised officer thereof or its duly appointed attorney.

#### CORPORATION ACTING BY REPRESENTATIVES AT MEETINGS

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

#### MEMBERS

78. Unless otherwise determined by ordinary resolution of the general meeting of the Company, the number of members shall be six.
79. The remuneration of the members shall, from time to time, be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The members may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the members or any committee of the members or general meetings of the Company or in connection with the business of the Company.
80. The shareholding qualification for members may be fixed by the Company in

general meeting, and unless and until so fixed, no qualification shall be required.

81. A member of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as a shareholder or otherwise, and no such member shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs.

#### BORROWING POWERS

82. The members may exercise all the powers of the Company to borrow money, and to charge or mortgage its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### POWERS AND DUTIES OF MEMBERS

83. The Company shall operate under a one-tier system as prescribed by the Rules. Subject to the provisions of the Rules, the Law and the Statutes, the business of the Company shall be managed by the members who may exercise all the powers of the Company and the following transactions shall require an express decision of the administrative organ:
- (a) the disposal of the whole of the Company's undertaking or property or a substantial part thereof;
  - (b) the acquisition of the whole or any substantial part of the undertaking, assets or business of any other company or any firm or person or the entry into of any joint venture or partnership with any other person; and
  - (c) the exercise of any of the powers referred to in Statute 82.
84. No alternation of the Statutes and no such direction shall invalidate any prior act of the members which would have been valid if that alternation had not been made or that direction had not been given.
85. The members shall be under a duty, even after they have ceased to hold office, not to divulge any information which they have concerning the Company the disclosure of which might be prejudicial to the Company's interests, except where such disclosure is required or permitted under law or is in the public interest.
86. The members may, from time to time, and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the members, to be the attorney or attorneys of the

Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the members under these Statutes) and for such period 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 members may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

87. The Company may exercise the powers conferred by section 36 of the Law with regard to having an official seal for use abroad, and such powers shall be vested in the members.
88. The Company may exercise the powers conferred upon the Company by sections 114 to 117 (both inclusive) of the Law with regard to the keeping of a dominion register, and the members may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.
89.
  - (a) A member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, shall declare the nature of his interest at a meeting of the administrative organ in accordance with section 191 of the Law. A general disclosure that a member shall be treated as interested in contracts with any organization shall be sufficient notice of such fact.
  - (b) A member may vote in respect of any contract or proposed contract or arrangement, notwithstanding that he may be interested therein, and if he does so, his vote shall be counted and he may be counted in the quorum at any meeting of the administrative organ at which any such contract or proposed contract or arrangement shall come before the meeting for consideration.
  - (c) A member may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of member for such period and on such terms (as to remuneration and otherwise) as the administrative organ may determine, and no member or intending member shall be disqualified by his office by contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any member is any way interested, be liable to be avoided, nor shall any member so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such member holding that office or of the fiduciary relation thereby established.
  - (d) Any member may act by himself or his firm in a professional capacity for

the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a member; provided that nothing herein contained shall authorise a director or his firm to act as auditor to the Company.

90. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the members shall from time to time determine.
91. The members shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the members and of any remuneration fixed by the members;
  - (b) of the names of the members present at each meeting of the administrative organ and of any committee of the members;
  - (c) of all resolutions and proceedings at all meetings of the Company, and of the members, and of committees of members.
- 91A. All such minutes shall be maintained in the English language and copies thereof distributed to the shareholders and the members as soon as reasonably practicable after the meeting shall have been held. Any member may also require, at his sole discretion, that any document relating to the Company be translated into the English language at the cost of the Company.
- 91B. Any such minutes as aforesaid, if purporting to be signed by the chairman of the meeting or by the chairman of the next succeeding meeting of the Company, or class of shareholders of the Company, or members or committee (as the case may be), shall be sufficient evidence without any further proof of the facts therein stated.

## PENSIONS

92. The members may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or persons in respect of services rendered by him or them to the Company whether as managing directors or in any other office or employment under the Company or indirectly as officers or employees of any subsidiary, associated or allied company of the Company, notwithstanding that he or they may have been directors of the company and the Company may make payments towards insurance, trusts, schemes or funds for such purposes in respect of such person or persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person or persons.

## DISQUALIFICATION OF MEMBERS

93. The office of a member shall be vacated if the member:-
- (a) ceases to be a member by virtue of section 176 of the Law; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) becomes prohibited from being a member by reason of any order made under section 180 of the Law; or
  - (d) becomes of unsound mind; or
  - (e) resigns his office by notice in writing to the Company.

## APPOINTMENT AND REMOVAL OF MEMBERS

94. The first members of the administrative organ, who shall be appointed by and upon the adoption of these Statutes, shall be Rodoula Malikkidou, Maria Georgiou, Eleni Charalampous, Daniel Hallgarten and Jiri Radoch.
95. Save for the first members referred to in Statute 94, all members shall be appointed by ordinary resolution of the general meeting of the Company of which one member shall be the RPGP member. All members, be they the first members or otherwise, shall hold office only until the next following annual general meeting and shall then be eligible for re-election although no member shall be appointed to office for a period longer than that prescribed by the Law, the Statutes or the Rules. The majority of the members from time to time appointed shall reside in Cyprus.
96. All members, be they the first members or otherwise, shall hold office for a period of three years and then be eligible for re-election. A member may be removed prior to the expiration of the term of their appointment by ordinary resolution of the Company.

## PROCEEDINGS OF MEMBERS

97. The members may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. The members shall meet at least once every three months to discuss the progress and foreseeable development of the Company. Questions arising at any meeting shall be decided by a majority of votes validly cast. The chairman of the meeting shall not be entitled to a casting vote in addition to any other vote he may have. A member may, and the secretary on the requisition of a member (or of any such shareholder as may otherwise be agreed) shall, at any time, summon a meeting

of the members. Unless otherwise agreed, at least five business days' notice of each members' meeting must be given, and may be given in writing or by telephone (if followed by written notice). A notice must be accompanied by an agenda and a board paper setting out in such reasonable details as may be practicable in the circumstances the subject matter of the meeting. All meetings of the administrative organ and all committee meetings shall take place in Cyprus unless the administrative organ or the members of the Committee meeting decide otherwise for any particular meeting. Any member of the administrative organ or a member of a committee of the members may participate in a meeting of the administrative organ or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. Such a meeting shall be deemed to take place where it is convened to be held or where the chairman of the meeting is. The word "meeting" in the Statutes shall be construed accordingly.

98. Each member is entitled to require the administrative organ to provide to him all information submitted to the administrative organ.
99. Save as provided otherwise in these Statutes, the quorum necessary for the transaction of the business of the members may be fixed by the members but shall not be less than three members or their alternates, and unless so fixed shall be at least half of the number of the members from time to time or their alternates. Notwithstanding the foregoing, the quorum necessary for a meeting of the members must include the RPGP member (or his alternate) unless such member has delivered written notice to the Company waiving his right to be present. Any member participating in a meeting by way of telephone or other communication equipment that allows all persons participating in the meeting to hear each other shall be deemed to be present in person and shall count towards the quorum.
100. The continuing members may act notwithstanding any vacancy in their body, but, if the number is reduced below the number fixed by or pursuant to the Statutes of the Company as the necessary quorum of members, the continuing members or member may act only for the purpose of summoning a general meeting of the Company.
101. The members shall appoint one of the RPG members to be the chairman of the administrative organ and determine the period for which he is to hold office; but if there is no member holding such office, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
102. The members may delegate any of their powers to a committee or committees consisting of such member or members of their body as they think fit; 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 administrative organ, as to its powers, constitution, proceedings, quorum or otherwise.

103. A committee may elect a chairman of its meetings; if there is no member holding such office, or if, at any meeting, the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
104. Subject to any regulations imposed on it by the administrative organ, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present.
105. All acts done by any meeting of the members or of a committee of the members or by any person acting as a member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member.
106. A resolution in writing signed or approved by letter, facsimile or e-mail by each member or his alternate shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held and when signed may consist of several documents each signed by one or more of the persons aforesaid.

#### ALTERNATE MEMBERS

107. (a) Each member shall have power, from time to time, to nominate another member or any person, not being a member, to act as his alternate member and at his discretion to remove such alternate member.
- (b) An alternate member shall (except as regards power to appoint an alternate member and remuneration) be subject in all respects to the terms and conditions existing with reference to the other members, and shall be entitled to receive notice of all meetings of the members and to attend, speak and vote at any such meeting at which his appointer is not present.
- (c) One person may act as alternate member to more than one member and while he is so acting, shall be entitled to a separate vote for each member he is representing and, if he is himself a member, his vote or votes as an alternate member shall be in addition to his own vote.
- (d) Any appointment or removal of an alternate member may be made by letter, facsimile or electronic communication (e-mail) or in any other manner approved by the member. Any facsimile or electronic

communication (e-mail) shall be confirmed, as soon as possible, by letter, but may be acted upon by the Company meanwhile.

- (e) If a member making any such appointment, as aforesaid, shall cease to be a member otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate member.
- (f) A member shall not be liable for the acts and defaults of any alternate member appointed by him.
- (g) An alternate member shall not be taken into account in reckoning the minimum or maximum number of members allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the administrative organ attended by him at which he is entitled to vote.

#### MANAGING DIRECTOR

- 108. The members may, from time to time appoint one or more of their body to the office of managing director, for such period and on such terms, as they think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A member so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of members, but his appointment shall be automatically determined if he ceases, from any cause, to be a member.
- 109. A managing director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another), as the members may determine.
- 110. The members may entrust 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 either collaterally with or the exclusion of their own powers, and may, from time to time revoke, withdraw, alter or vary all or any of such powers.

#### SECRETARY

- 111. The secretary shall be appointed by the members for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
- 112. The members shall provide for the safe custody of the seal, which shall only be used by the authority of the members or of a committee of the members authorised by the members in that behalf, and every instrument to which the seal

shall be affixed shall be signed by a member and shall be countersigned by the secretary or by a second member or by some other person appointed by the members for the purpose.

#### DIVIDENDS AND RESERVE

113. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the members.
114. The members may, from time to time, pay to the shareholders such interim dividends as appear to the members to be justified by the profits of the Company.
115. No dividend shall be paid otherwise than out of profits. This is without prejudice to the Company's right to make capital returns with the approval of the court.
116. The members may, before recommending any dividend, set aside out of the profit of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the members, 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 shares of the Company) as the members may from time to time, think fit. The members may also, without placing the same to the reserve, carry forward any profits which they may think prudent not to divide.
117. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares 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.
118. If from time to time it shall be found necessary or desirable for the Company to revalue all or any of its property or assets (including its shares in its subsidiary companies), the Company shall have power to do so, and any profits arising on or from such revaluation shall be dealt with as profits available for the payment of dividends or payment of the capital and any premium on bonus shares unless such payments shall be prohibited under applicable law or applicable accountancy standards.
119. The members may deduct from any dividend payable to any shareholder all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

120. Any general meeting declaring a dividend or bonus, may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares (whether issued at par or at premium), debentures or debenture stock of any other company or in any one or more of such ways, and the members shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the members may settle the same as they think expedient, and in particular, may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any shareholders upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the members.
121. Any dividend interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the shareholder or, in the case of joint shareholders, to the registered address of one of the joint shareholders who is first named on the register of shareholders or to such person and to such address as the shareholder or joint shareholders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint shareholders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint shareholders.
122. No dividend shall bear interest against the Company.

#### FINANCIAL STATEMENTS

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

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

124. The books of account shall be kept at the registered office of the Company, or subject to section 141 (3) of the Law, at such other place or places as the members think fit, and shall always be open to the inspection of the members.
125. The members shall, from time to time, determine whether and to what extent and

at what times 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 shareholders not being members, and no shareholder (not being a member) shall have any right of inspecting any account or book or document of the Company except as conferred by statutory enactments or the Rules or authorised by the members or by the Company in general meeting.

126. The members shall, from time to time, in accordance with section 141 and 142 of the Law, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets group accounts (if any) and reports and statements as are referred to in those sections.
127. Copies of the documents referred to in section 152(1) of the Law which are to be laid before the Company in general meeting, shall, not less than twenty-one days before the date of the meeting, be sent to every shareholder of, and every holder of debentures of the Company and to every person registered under Statute 34 and 35. Provided that this Statute shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

#### CAPITALISATION OF PROFITS

128. The Company in general meeting may upon the recommendation of the members resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sum be set free for distribution, amongst the shareholders who would have been entitled thereto if distributed by way of dividend and in the same proportion, 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 shareholders respectively or paying up in full (whether at par or at a premium) unissued shares or debentures of the Company to be allotted, and distributed credited as fully paid up to and amongst such shareholders in the proportion aforesaid, or partly in the one way and partly in the other, and the members shall give effect to such resolution.

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Statute, only be applied in the paying up of unissued shares to be issued to shareholders of the Company as fully paid bonus shares whether at par or at a premium.

129. Whenever such a resolution, as aforesaid, shall have been passed the members shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the members to make such provisions by the issue of fractional certificates or by payment in cash or otherwise, as they think

fit, for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the shareholders entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the Company, on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such shareholders.

#### AUDIT

130. Auditors shall be appointed and their duties regulated in accordance with sections 153 to 156 (both inclusive) of the Law.

#### NOTICES

131. A notice may be given by the Company to any shareholder, either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Cyprus) to the address, if any, within Cyprus or in any other country supplied by him to the Company for the giving of notice to him. In addition, notice may be given by electronic communication to a shareholders' address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter 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. The service of a notice by electronic communication shall be deemed effected on the day of its successful transmission.
132. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of shareholders in respect of the share.
133. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like descriptions, at the address, if any, within Cyprus supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
134. Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every shareholder except those shareholders who (having no registered address within Cyprus) have not supplied to the Company a current postal or electronic address for the giving of notices to them;
- (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a shareholder where the shareholder but his death or bankruptcy would be entitled to receive notice of the meeting ;
- (d) the auditor for the time being of the Company; and
- (e) the members of the administrative organ of the Company (if not shareholders).

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

134A. A shareholder present, either in person or by proxy at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite of the purposes of which it was called.

#### WINDING UP

135. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Law, divide amongst the shareholders in specie or kind, the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid , and may determine how such division shall be carried out as between the shareholders or different classes of shareholders. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees, upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit , but so that no shareholder shall be compelled to accept any shares or other securities whereon there is any liability.

#### INDEMNITY

136. Every member or other officer for the time being of the Company, shall be indemnified out of the assets of the Company against any damage or liability which he may sustain or incur in or about the execution of his duties including liability incurred by him in defending any proceeding whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 383 of the Law in which relief is granted to him by the Court; and no member or other officer of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this

Statute shall only have effect in so far as its provisions are not avoided by section 197 of the Law.

Kocián Šolc Baláščík  
advokátní kancelář  
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