

In accordance with  
Section 1046 of the  
Companies Act 2006 &  
Regulation 4(1) of the  
Overseas Companies  
Regulations 2009.

**OS IN01**

## Registration of an overseas company opening a UK establishment



Companies House

A fee is payable with this form  
Please see 'How to pay' on the last page.

TUESDAY



\*A9YG75HD\*

ACO

16/02/2021

#1

COMPANIES HOUSE

refer to our guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

✓ **What this form is for**  
You may use this form to register a  
UK establishment.

✗ **What this form is NOT for**  
You cannot use this form to change  
the details of an existing company,  
officer or establishment.

### Part 1 Overseas company details (Name)

for official use  
F1038033

#### A1 Corporate name of overseas company

Corporate name<sup>①</sup>

EC3 BROKERS EUROPE LIMITED

Do you propose to carry on business in the UK under the corporate name as  
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to Section A3.
- To register using an alternative name, go to Section A2.

→ **Filling in this form**  
Please complete in typescript (10pt  
or above), or in bold black capitals

All fields are mandatory unless  
specified or indicated by \*

① This must be the corporate name in  
the home state or country in which  
the company is incorporated.

#### A2 Alternative name of overseas company \*

Alternative name  
(if applicable) ②

Please show the alternative name that the company will use to do business  
in the UK.

EC3 BROKERS EUROPE LIMITED - UK BRANCH

② A company may register an  
alternative name under which it  
proposes to carry on business in the  
United Kingdom under Section 1048  
of the Companies Act 2006. Once  
registered it is treated as being its  
corporate name for the purposes of  
law in the UK.

#### A3 Overseas company name restrictions<sup>③</sup>

Please tick the box only if the proposed company name contains sensitive or  
restricted words or expressions that require you to seek comments of a  
government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or  
restricted words or expressions and that approval, where appropriate,  
has been sought of a government department or other specified body  
and I attach a copy of their response.

③ **Overseas company name  
restrictions**  
A list of sensitive or restricted words  
or expressions that require consent  
can be found in guidance available  
on our website:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**OS IN01**

Registration of an overseas company opening a UK establishment

**Part 2 Overseas company details****B1 Particulars previously delivered**

Have particulars about this company been previously delivered in respect of another UK establishment? ❶

→ No Go to Section B2.

→ Yes Please enter the registration number below and then go to Part 5 of the form. Please note the original UK establishment particulars must be filed up to date.

❶ The particulars are: legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.

UK establishment  
registration numberB R        **B2 Credit or financial institution**

Is the company a credit or financial institution? ❶

☐ Yes☒ No

❶ Please tick one box.

**B3 Company details**

If the company is registered in its country of incorporation, please enter the details below.

Legal form ❶

SINGLE MEMBER PRIVATE EXEMPT LTD LIABILITY COMPANY

Country of  
incorporation \*

MALTA

Identity of register  
in which it is  
registered ❶

MALTA BUSINESS REGISTRY

Registration number in  
that registerC 9 7 2 3 5    

❶ Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.

❶ This will be the registry where the company is registered in its parent country.

**B4 Governing law and accounting requirements**

Please give the law under which the company is incorporated.

Governing law ❶

COMPANIES ACT, CHAPTER 386 OF THE LAWS OF MALTA

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below.

→ No Go to Part 3.

Please give the period for which the company is required to prepare accounts by parent law.

From

d d m m

To

d d m m

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period.

Months

 

❶ This means the relevant rules or legislation which regulates the incorporation of companies in that state.

## OS IN01

### Registration of an overseas company opening a UK establishment

B5

#### Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation.<sup>①</sup>

☐ Yes.

Please indicate what documents have been disclosed.

☐ Please tick this box if you have enclosed a copy of the accounts.

☐ Please tick this box if you have enclosed a certified translation of the accounts.

☒ Please tick this box if no accounts have been disclosed.

<sup>①</sup> Please tick the appropriate box(es).

# OS IN01

## Registration of an overseas company opening a UK establishment

### Part 3 Constitution

#### C1 Constitution of company

The following documents must be delivered with this application.

- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below.

- ☒ I have enclosed a certified copy of the company's constitution. ①
- ☐ I enclose a certified translation, if applicable. ②

① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

#### C2 Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

→ Yes Go to Part 4 'Officers of the company'

→ No If any of the above details are not included in the constitutional documents, please enter them in Section C3.

The information is not required if it is contained within the constitutional documents accompanying this registration.

#### C3 Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation. ①

① This address will appear on the public record.

② Please give a brief description of the company's business.

③ Please specify the amount of shares issued and the value.

Building name/number	SUITE 4, LEVEL 2
Street	PARKLANE BUSINESS CENTRE
	MOUNTBATTEN STREET
Post town	HAMRUN
County/Region	MALTA
Postcode	1 5 5 6
Country	MALTA
	Please give the objects of the company and the amount of issued share capital.
Objects of the company ②	INSURANCE INTERMEDIARY
Amount of issued share capital ③	1200 SHARES AT EURO 1 EACH

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 4

## Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- Yes Please ensure you entered the registration number in Section B1 and then go to Part 5 of this form.  
→ No Complete the officer details.

For a secretary who is an individual, go to Section D1; for a corporate secretary, go to Section E1; for a director who is an individual, go to Section F1; or for a corporate director, go to Section G1.

### Continuation pages

Please use a continuation page if you need to enter more officer details.

## Secretary

### D1

### Secretary details<sup>①</sup>

Use this section to list all the secretaries of the company. Please complete Sections D1-D3. For a corporate secretary, complete Sections E1-E5. Please use a continuation page if necessary.

Full forename(s)

ADRIAN

Surname

CUTAJAR

Former name(s)<sup>②</sup>

### ① Corporate details

Please use Sections E1-E5 to enter corporate secretary details.

### ② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

### D2

### Secretary's service address<sup>③</sup>

Building name/number

3RD FLOOR CUTLERS COURT

Street

115 HOUNDSDITCH

Post town

LONDON

County/Region

Postcode

E C 3 A 7 B R

Country

UNITED KINGDOM

### ③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

### D3

### Secretary's authority

Please enter the extent of your authority as secretary. Please tick one box.

Extent of authority

- ☐ Limited<sup>④</sup>  
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

- ☐ Alone  
☒ Jointly<sup>⑤</sup>

If applicable, name(s) of person(s) with whom you are acting jointly

Can only act jointly with Simon Harvey or Daniel Driscoll

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

**OS IN01****Registration of an overseas company opening a UK establishment****Corporate secretary**

<b>E1 Corporate secretary details</b>	
Use this section to list all the corporate secretaries of the company. Please complete Sections E1-E3. Please use a continuation page if necessary.	
Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
<b>E2 Legal details</b>	
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered	
If applicable, the registration number	
<b>E3 Corporate secretary's authority</b>	
Please enter the extent of your authority as corporate secretary. Please tick one box.	
Extent of authority	<input type="checkbox"/> Limited <input type="checkbox"/> Unlimited
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input type="checkbox"/> Jointly
If applicable, name(s) of person(s) with whom you are acting jointly	

① Registered or principal address  
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address) or DX number.

② Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

③ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

④ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

# OS IN01

## Registration of an overseas company opening a UK establishment

### Director

<b>F1</b>	<b>Director details</b> <sup>①</sup>	
Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G3. Please use a continuation page if necessary.		<b>① Corporate details</b> Please use Sections G1-G3 to enter corporate director details.
Full forename(s)	DANIEL	<b>② Former name(s)</b> Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.
Surname	DRISCOLL	<b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section F5.
Former name(s) <sup>②</sup>		<b>④ Month and year of birth</b> Please provide month and year only. Provide full date of birth in section F4.
Country/State of residence <sup>③</sup>	UNITED KINGDOM	<b>⑤ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.
Nationality	BRITISH	
Month/year of birth <sup>④</sup>	X X 0 3 1 9 7 3	
Business occupation (if any) <sup>⑤</sup>	COMPANY DIRECTOR	

<b>F2</b>	<b>Director's service address</b> <sup>①</sup>	
Building name/number	3RD FLOOR CUTLERS COURT	<b>② Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.
Street	115 HOUNDSDITCH	If you provide your residential address here it will appear on the public record.
Post town	LONDON	
County/Region		
Postcode	E C 3 A 7 B R	
Country		

<b>F3</b>	<b>Director's authority</b>	
Please enter the extent of your authority as director. Please tick one box.		<b>① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.</b>
Extent of authority	<input type="checkbox"/> Limited <sup>②</sup> <input checked="" type="checkbox"/> Unlimited	<b>③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.</b>
Description of limited authority, if applicable		
Are you authorised to act alone or jointly? Please tick one box.		
<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly <sup>④</sup>		
If applicable, name(s) of person(s) with whom you are acting jointly		

# OS IN01 - continuation page

## Registration of an overseas company opening a UK establishment

### Director

**F1**

#### Director details ●

Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G3. Please use a continuation page if necessary.

Full forename(s)	SIMON										
Surname	HARVEY										
Former name(s) ●											
Country/State of residence ●	UNITED KINGDOM										
Nationality	BRITISH										
Month/year of birth ●	X	X			0	9		1	5	7	3
Business occupation (if any) ●	CHARTERED ACCOUNTANT										

#### ● Corporate details

Please use Sections G1-G3 to enter corporate director details.

#### ● Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

#### ● Country/State of residence

This is in respect of your usual residential address as stated in Section F5.

#### ● Month and year of birth

Please provide month and year only. Provide full date of birth in section F4.

#### ● Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

**F2**

#### Director's service address ●

Building name/number	3RD FLOOR CUTLERS COURT									
Street	115 HOUNDSDITCH									
Post town	LONDON									
County/Region										
Postcode	E	C	3	A		7	B	R		
Country										

#### ● Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

**F3**

#### Director's authority

Please enter the extent of your authority as director. Please tick one box.

Extent of authority	<input type="checkbox"/> Limited ● <input checked="" type="checkbox"/> Unlimited
Description of limited authority, if applicable	
	Are you authorised to act alone or jointly? Please tick one box.
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ●
If applicable, name(s) of person(s) with whom you are acting jointly	

● If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

● If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.



# OS IN01

## Registration of an overseas company opening a UK establishment

### Corporate director

#### G1 Corporate director details <sup>①</sup>

Use this section to list all the corporate directors of the company.  
Please complete G1-G3. Please use a continuation page if necessary.

Name of corporate  
body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Registered or principal address**  
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address) or DX number.

#### G2 Legal details

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the  
corporate body  
or firm

Governing law

If applicable, where  
the company/firm is  
registered <sup>②</sup>

If applicable, the  
registration number

**② Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register**

#### G3 Corporate director's authority

Please enter the extent of your authority as corporate director.  
Please tick one box.

Extent of authority

- ☐ Limited <sup>①</sup>  
☐ Unlimited

Description of limited  
authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

- ☐ Alone  
☐ Jointly <sup>②</sup>

If applicable, name(s)  
of person(s) with  
whom you are  
acting jointly

**① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.**

**② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.**

**OS IN01**

Registration of an overseas company opening a UK establishment

**Part 5****UK establishment details****H1****Documents previously delivered - constitution**

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

→ No Go to Section H3.

→ Yes Please enter the UK establishment number below and then go to Section H2.

UK establishment  
registration numberB R      **H2****Documents previously delivered – accounting documents**

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

→ No Go to Section H3.

→ Yes Please enter the UK establishment number below and then go to Section H3.

UK establishment  
registration numberB R      **H3****Delivery of accounts and reports**

This section must be completed. Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. ①

☒ In respect of this establishment. Please go to Section H4.☐ In respect of another UK establishment. Please give the registration number below, then go to Section H4.

① Please tick the appropriate box.

UK establishment  
registration numberB R      **H4****Particulars of UK establishment ①**

You must enter the name and address of the UK establishment.

Name of establishment EC3 BROKERS EUROPE LIMITED - UK BRANCH

Building name/number 3RD FLOOR CUTLERS COURT

Street 115 HOUNDSDITCH

Post town LONDON

County/Region

Postcode E C 3 A  7 B R

Country

Please give the date the establishment was opened and the business of the establishment.

Date establishment  
opened 3 6 1 1 2 6 2 6Business carried on at  
the UK establishment INSURANCE INTERMEDIARY

① Address

This is the address that will appear on the public record.

**OS IN01**

Registration of an overseas company opening a UK establishment

**Part 6 Permanent representative**

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

**J1 Permanent representative's details**

Please use this section to list all the permanent representatives of the company. Please complete Sections J1-J4.

**Continuation pages**  
Please use a continuation page if you need to enter more details.

Full forename(s) SIMON

Surname HARVEY

**J2 Permanent representative's service address ①**

Building name/number 3RD FLOOR CUTLERS COURT

Street 115 HOUNSDITCH

Post town LONDON

County/Region

Postcode E C 3 A 7 B R

Country

**① Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

**J3 Permanent representative's authority**

Please enter the extent of your authority as permanent representative. Please tick one box.

Extent of authority

☐ Limited ②☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

☒ Alone☐ Jointly ③

If applicable, name(s) of person(s) with whom you are acting jointly

② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 7

### Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ Yes Please enter the name and service address of every person(s) authorised below.

→ No Tick the box below then go to Part 8 'Signature'.

☐ If there is no such person, please tick this box.

#### K1

### Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below. Please complete Sections K1-K2.

#### Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

SIMON

Surname

HARVEY

#### K2

### Service address of person authorised to accept service ①

Building name/number

3RD FLOOR CUTLERS COURT

Street

115 HOUNDSDITCH

Post town

LONDON

County/Region

Postcode

E C 3 A 7 B R

Country

UNITED KINGDOM

#### ① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

**OS IN01**

Registration of an overseas company opening a UK establishment

**Part 8**

**Signature**

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X 

X

This form may be signed by:  
Director, Secretary, Permanent representative.

# OS IN01

## Registration of an overseas company opening a UK establishment

### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **SIMON HARVEY**

Company name **EC3 BROKERS LIMITED**

Address **3RD FLOOR CUTLERS COURT**

**115 HOUNDSDITCH**

Post town **LONDON**

Country/Region

Postcode 

E	C	3	A		7	B	R
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Country **UK**

DX

Telephone **07507 551244**

### Checklist

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☐ The overseas corporate name on the form matches the constitutional documents exactly.
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate.
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate.
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment.
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address) DX number.
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.

### Important information

**Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.**

### How to pay

**A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House.'**

### Where to send

**You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:**

#### **England and Wales:**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

#### **Scotland:**

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1.

#### **Northern Ireland:**

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.

#### **Higher protection**

**If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:**

The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE.

### Further information

**For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)**

**This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

**MEMORANDUM AND ARTICLES OF ASSOCIATION  
OF  
EC3 BROKERS EUROPE LTD**

I CERTIFY THAT THIS IS A TRUE AND ACCURATE  
COPY OF THE COMPANY'S MEMORANDUM AND ARTICLES OF  
ASSOCIATION

*OT Harvey*

SIMON HARVEY  
SECRETARY OF THE COMPANY

12th DECEMBER 2020

**MEMORANDUM OF ASSOCIATION  
OF  
EC3 Brokers Europe Ltd**

**1. NAME**

- 1.1 The name of the Company is EC3 Brokers Europe Ltd (hereinafter in this Memorandum and in the Attached Articles of Association referred to as the "Company").

**2. PRIVATE COMPANY**

- 2.1 The Company is established as a single member private exempt limited liability company and accordingly:

(a) the right to transfer shares is restricted in the manner hereinafter prescribed;

(b) the number of members of the Company is limited to fifty (50); provided that where two (2) or more persons hold one (1) or more shares in the Company jointly they shall for the purpose of this Clause be treated as a single member;

(c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;

(d) the number of persons holding debentures of the Company shall not be more than fifty (50); and

(e) no body corporate is a director of the Company, and neither the Company nor any of the directors is party to an arrangement whereby the policy of the Company is capable of being determined by persons other than the directors, members or debenture holders thereof.

**3. REGISTERED OFFICE**

- 3.1 The registered office of the Company shall be situated at Suite 4, Level 2, Parklane Business Centre, Mountbatten Street, Hamrun, HMR 1556,



Malta or at such other place in Malta as the Directors shall from time to time determine.

#### **4. OBJECTS**

##### **4.1 The objects of the Company shall be the following:**

- a) to subscribe to, acquire and hold, buy and/or sell shares, membership interests, rights, stocks, bonds, debentures or securities of or in any company, partnership or body of persons (whether such shares, interests or other securities be fully paid or not) where the so doing may seem desirable in the interests of the Company in such manner as may from time to time be determined;

For the purposes of Article 212(1) of the Companies Act, it is hereby declared that this shall be the main activity of the Company and the business of the Company shall consist principally of this activity.

- b) to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with its business and calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- c) to acquire, participate and take over the whole or part of the business of any person, firm or partnership actually carrying on or proposing to carry on any business within the objects of the Company.
- d) to enter into agreements for and accept the contribution of capital by shareholders of the Company or third parties, subject to applicable law and regulation.
- e) to borrow, or in any manner raise money without any limit for the purposes of or in connection with the Company's business, to secure the repayment of any monies borrowed by hypothecation, charge or lien upon the whole or part of the moveable and immovable property or assets of the Company present and future.
- f) to enter into partnership or into any agreement or make any arrangement for sharing profits, union of interests, co-operation, joint venture, amalgamations, reciprocal concessions or otherwise

with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on.

- g) to enter into agreement or make any arrangements with any Government Department or other Authority, Corporation, Company or persons, which in the opinion of the Board of Directors shall be deemed to be in the interest of the Company, and likewise to obtain from such Government or other Authority, Government Department, corporation, company or persons, any contract, rights, charters, grants, privileges or concessions in connection with all or any of the objects of the Company.
- h) to do all such other things as may be deemed incidental or conducive to the attainment of the abovementioned objects.

The exercise by the Company of the foregoing objects and powers is subject to such prohibitions and restrictions as are provided by and under the mandatory provisions of any law in force for the time being including the Companies Act (Cap. 386) and the Insurance Business Act (Cap. 403) and the Insurance Distribution Act (Cap. 487) and of any regulations or insurance rules or insurance distribution rules issued thereunder and any amendment, modification or substitution of any such laws, regulations or rules.

The objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall not be limited or restricted by reference to or inference from the terms of any other object clause

- 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.

**5. SHARE CAPITAL**

- 5.1 The Authorised Share Capital of the Company is one thousand one hundred and sixty-five euro (€1,165) divided into one thousand one hundred and sixty-five (1,165) Ordinary Shares of a nominal value of one Euro (€1) each;
- 5.2 The Issued Share Capital of the Company is one thousand one hundred and sixty-five euro (€1,165) divided into sixty thousand one thousand one hundred and sixty-five euro (1,165) Ordinary Shares of a nominal value of one Euro (€1) each, fully paid up and subscribed to as follows:

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<b>NAMES AND ADDRESSES OF MEMBERS</b>	<b>NUMBER AND CLASS OF SHARES TAKEN BY EACH MEMBER</b>
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EC3 Brokers Europe Holdings Ltd of Suite 4, Level 2, Parklane Business Centre, Mountbatten Street, Hamrun, HMR 1556, Malta	one thousand one hundred and sixty-five (1,165) Ordinary Shares of a nominal value of one Euro (€1) each, fully paid up.
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Company Registration no. C 91409

**6. LIABILITY OF MEMBERS**

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

**7. MANAGEMENT AND ADMINISTRATION**

- 7.1 The management and administration of the Company shall be entrusted to a Board of Directors consisting of not less than three (3) and not more than five (5) directors. The Directors of the Company shall be appointed in the manner set out in the Articles of Association of the Company.

**7.2 The 'A' directors of the Company shall be:**

**Mr Daniel Jon Driscoll**

[REDACTED]  
[REDACTED]  
[REDACTED]

**Mr Simon John Harvey**

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

**7.3 The 'B' Directors of the Company are:**

**Mr John Tortell**

[REDACTED]  
[REDACTED]  
[REDACTED]

**8. REPRESENTATION**

**8.1** Deeds of whatever nature engaging the Company and all other documents purporting to bind the Company, including bank documents, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, on behalf of the Company by any two (2) directors acting jointly.

**8.2** The Company shall be represented in judicial proceedings by any one director.

**8.3** Without prejudice to the provisions of clauses 8.1 and 8.2 above, the Directors shall have the power to appoint any person or persons to be the attorney/ies of the Company for such purposes and with such powers authorities and discretions (not exceeding those vested in them) and for such periods and subject to such conditions as they may think fit.

**9. COMPANY SECRETARY**

9.1 The first Company secretary shall be:

Dr Adrian Cutajar

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

9.2 Where the Company has more than one company secretary, the company secretaries may act individually or jointly.

10. DURATION

10.1 The Company is incorporated for an indefinite term.

Signed: SIMON HARVEY

SHarvey

*Name of authorized signatory*

for and on behalf of

**EC3 Brokers Europe Holdings Ltd**

Suite 4, Level 2, Parklane Business Centre,

Mountbatten Street, Hamrun, HMR 1556, Malta.

Company Registration no. C 91409

<p style="text-align: center;"><b>ARTICLES OF ASSOCIATION OF EC3 Brokers Europe Ltd</b></p>
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**First Schedule to the Companies Act**

1. The Regulations contained in the First Schedule to the Companies Act, 1995 (hereinafter referred to as the "Act") shall not apply to the Company.

**Interpretation**

2. In these Regulations the word "person" is deemed to include any corporate body, firm, partnership, or other body of persons, whether corporate or unincorporate, unless the context otherwise requires or unless such interpretation is contrary to law.

**Preliminary Expenses**

3. The Preliminary Expenses shall be payable by the Company and, subject to any restrictions under the applicable law, the amount so payable may be carried forward in the accounts of the Company and amortised in such manner and over such period as the Directors may determine and the Directors may at any time and from time to time determine to lengthen or shorten such period.

**Share capital – rights and restrictions**

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

**Preference Shares**

5. Subject to the provisions of Article 115 of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by extraordinary resolution determine.

#### **Classes of shares and variation of rights**

6. If at any time the share capital is divided into different classes of shares, the change of any shares from one class into another or the variation of the rights attached to any class (unless otherwise provided by the terms of issue of the shares 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 of the issued shares of that class, and the holders of three-fourths of the issued shares 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 shares of that class and of an extraordinary resolution passed at a separate general meeting of the holders of the issued shares of any other class affected thereby. To every such separate general meeting the provisions of these Regulations relating to general meetings shall apply.

#### **Commissions, discounts and allowances**

7. The Company may exercise the power of paying commissions or of making discounts or allowances provided it complies with the requirements of Article 113 of the Act. 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.

#### **Share certificates**

8. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive one certificate for all his shares or several certificates each for one or more of his shares. If a share certificate be defaced, lost or destroyed, it may be renewed on such terms, if any, as to evidence and indemnity and the payment of out-of-pocket expenses of the Company on investigating evidence as the directors think fit.

#### **Calls on Shares**

9. The directors may from time to time make calls upon the members 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, provided no

call shall exceed one-fourth of the nominal value of the share or 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 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 directors may determine.

10. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
11. If a sum called in respect of a share is not paid before or on the date appointed for payment thereof, the person from whom the sum is due shall pay annual interest thereon from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per cent (8%) as the directors may determine, but the directors shall be at liberty to waive payment of such interest wholly or in part.
12. 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 Regulations 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 Regulations 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.
13. The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
14. 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 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 annual interest at such rate not exceeding eight per cent (8%), as may be agreed upon between the directors and the members paying such sum in advance.

#### **Transfer and transmission of shares**

15. Any member (hereinafter referred to as the "Transferor") proposing to transfer shares in the Company to any person, shall notify the Board of



Directors by registered letter (hereinafter referred to as the "Transfer Notice") of his intentions giving all the details and conditions of the proposed transfer, including the price and the name of the proposed transferee. Once a Transfer Notice is given as herein contemplated, the Transferor shall not have the right to revoke it.

16. The Board of Directors shall, within fifteen (15) days of the receipt of the Transfer Notice, inform all the other members of the proposed transfer by registered mail. Such notice will provide the members with all the relative details and conditions, including the price and the name of the proposed Transferee. The members shall have twenty (20) days within which to declare whether they wish to purchase any of the shares offered. Upon the expiration of the said period of twenty (20) days, the Board shall allocate the shares to members who shall have expressed their willingness to purchase and as far as may be *pro rata* between them;

Provided that no member shall be obliged to take more than the maximum number of shares notified by him as aforementioned.

Provided further that any offer for sale of shares of one or more particular classes shall first be made to the holders of shares of that/those class/es and if the Board of Directors are unable within twenty (20) days of receipt of the Transfer Notice to find a purchaser or purchasers for all or any of the shares amongst the holders of shares of that/those class/es according to the procedure set out herein, they shall offer, using the same procedure, the available shares to the holders of the shares of the other classes.

17. The Board shall inform the Transferor of the number of shares allocated to existing members, if at all, within the period of sixty (60) days from receipt of the Transfer Notice, and if no member applies for any of the offered shares, the Transferor shall have the right to either withdraw the Transfer Notice or to proceed with the intended transfer to the persons mentioned in the Transfer Notice.
18. The right of the Transferor to transfer his shares to the proposed transferee shall lapse if the transfer is not finalised and the transfer instrument (or a certified copy thereof) is not received by the Board within ninety (90) days from the date of receipt of the Transfer Notice contemplated in Regulation 15 hereof.

19. Notwithstanding the provisions of the Articles set out above, no restriction on the transfer of shares shall apply:

(a) where shares are transferred, whether "inter-vivos" or "causa mortis", to:

- (i) an ascendant or a lineal descendant of a shareholder; or
- (ii) the wife, husband, widow or widower of a shareholder, as the case may be; or
- (iii) any Affiliated Company of a shareholder;

or

(b) where all the Shareholders unanimously approve the proposed transfer in writing.

For the purposes of this Regulation, the term "Affiliated Company" shall, in respect of any shareholder, mean

- (i) any company or companies controlled by such shareholder; or
- (ii) any company or companies controlling such shareholder; or
- (iii) any company or companies controlling, or controlled by, any company or companies specified in (i) or (ii) above.

As used above, the term "controlling" or "controlled by" shall denote (i) direct or indirect ownership of more than 50% of the outstanding issued shares entitled to vote for the election of directors; or (ii) direct or indirect control over the management of the personnel, financial or business operation, of another company.

20. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
21. Subject to such of the restrictions of these Regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing.
22. The registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine, provided

always that such registration shall not be suspended for more than thirty (30) days in any year.

23. Any person becoming entitled to a share in consequence of the winding-up, merger or division of a corporate member, or in consequence of the death of a member who is a physical person may, upon such evidence being produced as may from time to time properly be required by the directors 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 directors 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 member before the winding-up, merger, division or death, as the case may be.
24. 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.
25. All the limitations, restrictions and provisions of these Regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the winding-up, merger division or death of the member had not occurred and the notice or transfer were a transfer signed by that member.
26. A person becoming entitled to a share by reason of the winding-up, merger, division or death of the holder 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 member 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.
27. Notwithstanding the provisions of Regulation 24, the directors may at any time give notice requiring any person referred to in that Regulation 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 moneys payable in respect of the share until the requirements of the notice have been complied with.

#### **Forfeiture or surrender of shares**

28. 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 part of the call or instalment remains unpaid, require payment of so much of the call or instalment as is unpaid, together with any interest 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 shares in respect of which the call was made will be liable to be forfeited.
29. If the requirements specified in 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 directors to that effect, or otherwise be surrendered in favour of the Company by the member to whom the said notice is addressed, if the directors of the Company accept such surrender.
30. A forfeited or a surrendered share 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 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, who shall thereupon be registered as the holder of the share. At any time before a sale or disposition the forfeiture or surrender may be cancelled on such terms as the directors think fit.
31. A person whose shares have been forfeited or who has surrendered his shares to the Company, shall cease to be a member in respect of the forfeited or surrendered shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of the forfeiture or surrender, 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.

#### **Purchase of own shares**

32. The Company may, subject to the provisions of the Act, acquire any of its own shares.

### **Pledging of Shares**

33. No member of the Company may pledge any of the shares he holds in the Company in favour of any person as security for any obligation unless the pledging of the share/s is unanimously approved by all the existing members of the Company.

### **General Meetings**

34. Subject to the provisions of the Act the annual general meetings shall be held at such time and place as the directors shall appoint.
35. The directors may, whenever they think fit, convene an extraordinary general meeting.
- 35.1 The directors of the Company shall, on the requisition of a member or members of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid up share capital of the Company as at the date of the deposit carried the right of voting at general meetings of the Company, forthwith proceed to duly convene an extraordinary general meeting of the Company.
- 35.2 The requisition shall state the objects of the meeting and shall be signed by the requisitionist or requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by the requisitionist, or if there is more than one requisitionist in any one document by all of them.
- 35.3 If the directors do not within twenty-one (21) days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionist or requisitionists may convene a meeting in the same manner, as nearly as possible, as that in which meetings are to be convened by the directors, but a meeting so convened shall not be held after the expiration of three months from the date of the deposit of the requisition.
- 35.4 Any reasonable expense incurred by the requisitionist or requisitionists by reason of the failure of the directors to duly convene a meeting shall be repaid to the requisitionist or requisitionists by the company, and any sum so paid shall be due personally by the directors who were in default and may be retained by the Company out of any sums due or to become due

from the company by way of fees or other remuneration in respect of their services to such of the directors as were in default.

36. If at any time there are not in Malta sufficient directors capable of acting to form a quorum, any director or any member 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**

37. A general meeting of the Company shall be called by fourteen (14) days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner prescribed in Regulation 104 to such persons as are, by the Act and under the Regulations 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 regulation, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote thereat.

#### **Proceedings at general meeting**

38. 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 annual accounts and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
39. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, a member or members present in person or by proxy holding in aggregate not less than ten per cent (10%) of the paid up share capital of the Company carrying the right to attend and vote at general meetings of the Company at the date of the holding of the meeting, shall be a quorum.

40. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened by the requisition of members, 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 directors 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 member or members present shall be a quorum.
41. The Chairman, if any, of the Board of Directors 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 (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.
42. If at any meeting no director is willing to act as chairman or if no director is present within fifteen (15) minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
43. 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 (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 such meeting.
44. 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 any member present in person or by proxy.

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:

Provided that where a resolution requires a particular majority in value, the resolution shall not be deemed to have been carried 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.

The demand for a poll may be withdrawn.

45. Except as provided in Regulation 44, 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.
46. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
47. 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 members**

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one (1) vote, and on a poll every member shall have one (1) vote for each share of which he is the holder. On a poll, votes may be given either personally or by proxy.
49. No member 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.
50. 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.

51. The instrument appointing a proxy shall be deposited at the registered office of the Company or at the place where the meeting is to be held or shall be transmitted by fax or email to the Company Secretary before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
52. A proxy need not be a member of the Company.
53. In no case may a member appoint more than one (1) proxy.
54. An instrument appointing a proxy or a representative in accordance with Regulation 51, Regulation 55 and Regulation 56 hereof shall be in the following form or a form as near thereto as circumstances permit:

*EC3 Brokers Europe Ltd*

*"I/We.....*

*of ..... being a member/members of the above-named Company, hereby appoint .....of..... or falling 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*

#### **Corporations Acting by Representatives at Meetings**

55. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class

of members 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 itself exercise.

56. A copy of the resolution in terms of Regulation 55 shall be deposited at the registered office of the Company or at the place where the meeting is to be held or shall be transmitted by fax or email to the Company Secretary before the time appointed for holding the meeting or adjourned meeting at which the person named in the resolution proposes to vote, and in default the authorisation shall not be treated as valid.

#### **Ordinary Resolutions**

57. An ordinary resolution shall be passed by a member or members having the right to attend and vote holding in the aggregate more than fifty per cent (50%) in nominal value of the shares represented and entitled to vote at the meeting.

#### **Extraordinary Resolutions**

58. A resolution shall be an extraordinary resolution where -
- (a) it has been taken at a general meeting of which notice specifying the intention to propose the text of the resolution as an extraordinary resolution and the principal purpose thereof has been duly given; and
  - (b) it has been passed by a number of members having the right to attend and vote at such meeting holding in the aggregate not less than fifty-one per cent (51%) in nominal value of the shares conferring that right.

#### **Resolutions in Writing – meetings held by conference call**

59. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at the general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Several distinct copies, including faxed copies or scanned copies transmitted by email, of a resolution signed by the members separately and received by the Company Secretary, shall be deemed to constitute a valid and effective resolution for the purpose of this Regulation. Annual general meetings of the Company may be held in accordance with this Regulation; provided that a resolution in writing as aforesaid shall be void if it purports

to remove a director or an auditor before the expiration of his term of office, or otherwise purports to deprive the auditors of the right granted to them by virtue of the provisions of Article 155 of the Act.

60. A general meeting, whether annual or extraordinary, may be held by means of a conference telephone or video call (or by means of any other communication equipment) which allows all persons participating to hear each of the others at all material times. Any resolution, whether ordinary or extraordinary, passed at such meeting will be deemed a resolution of the general meeting and all of the provisions of these Articles relating to general meetings will apply, *mutatis mutandis*.

#### **Powers of General Meeting**

61. Without prejudice to any provisions of the Act, decisions upon the following matters shall be taken by means of an extraordinary resolution of the Company:
- (a) amendments to the Company's Memorandum and Articles of Association;
  - (b) a reduction in the issued share capital of the Company;
  - (c) a change of currency to the Company's share capital;
  - (d) the restriction or withdrawal of any pre-emption rights;
  - (e) the conversion of the Company into another type of commercial partnership;
  - (f) the amalgamation of the Company with other companies; and
  - (g) a division of the Company.
  - (h) the dissolution and winding up of the Company;
62. Save as may be expressly provided otherwise herein or in terms of law, decisions upon the following matters shall be taken by an ordinary resolution of the Company in general meeting:
- a. appointment and removal of directors;

- b. approval of annual accounts, directors' report and auditors' report;
- c. declaration of dividends;
- d. appointment and removal of auditors;
- e. fixing of the remuneration payable to the directors and to the auditors of the Company; and
- f. in general, decisions on all matters which in terms of the Act or of these Articles are reserved to the general meeting of the Company or which the Board of Directors may from time to time place before it.

#### **Directors**

- 63. The remuneration of the directors 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 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 the directors or general meetings of the Company or in connection with the business of the Company.
- 64. No shareholding qualification for directors shall be required.

#### **Power and duties of directors**

- 65. The directors shall exercise their powers subject to these Regulations, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, 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.
- 66. The directors shall have power to appoint any person or persons to be the attorney/ies of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the directors under these Regulations) 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/ies as the directors may think fit,

and may also authorise any such attorney/ies to delegate all or any of the powers, authorities and discretions vested in him.

67. A director shall not vote at a meeting of the directors in respect of any contract or arrangement in which he is conflicted, and if he shall do so, his vote shall not be counted, nor shall he be counted in the quorum present at the meeting.

Provided that this prohibition may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction by the company in general meeting.

68. The directors shall cause minutes to be made 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 meeting of the directors and of any committee of the directors;

(c) of all resolutions and proceedings at all meetings of the Company, and of the directors, and of committees of directors.

69. The directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director who has held any other salaried office or place of profit with the Company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

#### **Appointment of Directors**

70. Any appointment, replacement or withdrawal of a director to or from the Board of Directors in accordance with this Regulation 70 shall take effect upon receipt by the Board of Directors or the Company Secretary of a notice in writing to that effect (including a fax or scanned copy transmitted by email) from the holder of the Ordinary Shares.
71. A director shall hold office until he resigns, is replaced or withdrawn, or until such time as he is removed in accordance with Article 140 of the Act.

#### **Chairman of the Board**

72. The directors may elect one (1) of their number to be the chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, the directors present may choose one (1) of their number to be the chairman of that particular meeting.

#### **Proceedings of directors**

73. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit.
74. Questions arising at any meeting shall be decided by a majority of votes.
75. A director may, and the secretary on a written requisition of a director shall, at any time summon a meeting of the directors.
76. Notice of meetings of directors shall be given at least three (3) days before the date of the meeting to all the directors. Such notice shall be given by means of a registered letter, fax or e mail at such address or number as the director shall have furnished to the Company. It shall not be necessary to give notice of an adjourned meeting.
77. A meeting of the directors shall, notwithstanding the fact that it has not been convened as aforesaid, be deemed to have been validly convened if so agreed by all the directors entitled to attend and vote thereat.
78. Meetings of the board of directors, including alternate directors or of a committee of directors may be held, and any resolution may be taken, by means of a telephone conference or video call (or by means of any other communication equipment) which allows all persons participating to hear each of the others at all material times. Any decision so arrived at will be deemed a decision of a meeting of the directors, or a committee of the directors (as appropriate), and all of the provisions of these Articles relating to meetings 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.

79. The quorum necessary for the transaction of the business of the directors shall be any two (2) directors of the Company one of whom must always be an 'A' Director.
80. If within half an hour appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the director or directors present shall be a quorum.
81. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Memorandum and Articles of Association of the Company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
82. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Several distinct copies, including faxed copies or scanned copies transmitted by email, of a resolution signed by directors separately and received by the Company Secretary, shall be deemed to constitute a valid and effective resolution for the purpose of this Regulation

#### **Alternate Directors**

83. Any director (other than an alternate director) may appoint any other director, or any other person willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
84. Alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate director.

85. An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director, retires at an annual general meeting but is re-appointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
86. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.
87. Save as otherwise provided in these articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

#### **Delegation of directors' powers**

88. The directors may from time to time appoint a managing director or a director or directors holding any other executive office or offices from amongst themselves delegating to him or them any of the powers provided in Regulation 92.
89. Each such appointment shall be for such period and on such terms as the directors think fit, and, subject to the terms of any agreement entered into in any particular case, the directors may revoke such appointment. Such appointment shall also be automatically determined if he ceases for any reason to be a director.
90. A managing director or director holding any other executive office shall receive such remuneration as the directors, subject to the approval of the Company in general meeting, may from time to time determine.
91. The directors may delegate to any managing director, or to any director holding any other executive office, 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 or vary any of such powers.
92. The Board may assign to individual directors such specific duties as may be agreed from time to time.



93. The directors may also appoint committees consisting of one (1) or more persons selected from among themselves and/or third parties, delegating to them any of their powers. Any such delegation may be made subject to any condition or requirement as the directors may impose and may be made either collaterally with or to the exclusion of their own powers, and the directors may from time to time revoke, withdraw, alter or vary all or any of such powers. Any such committees shall, subject to any of the said conditions or requirements, regulate their own proceedings, in so far as possible in like manner as if their meetings were meetings of the directors.

#### **Company Secretary**

94. Without prejudice to the provisions of the Act regulating the appointment and functions of the Company Secretary, the appointment or replacement of the Company Secretary or Company Secretaries and the conditions of holding office shall be determined by the directors. The Company Secretary or Company Secretaries shall be responsible for keeping:

- the minute book of general meetings of the Company;
- the minute book of meetings of the Board of Directors;
- the register of members;
- the register of debentures; and
- such other registers and records as the Company Secretary may be required to keep by the Board of Directors

The Company Secretary shall:

- ensure that proper notices are given of all meetings; and
- ensure that all returns and other documents of the Company are prepared and delivered in accordance with the requirements of the Act.

#### **Dividends and reserve**

95. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.
96. The 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.

97. 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 shares of the company, as the directors may from time to time think fit. The directors may also, without placing the same to reserve, carry forward any profits which they think prudent not to divide.
98. In respect of shares entitled to receive dividends, 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.
99. The 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 shares of the Company.
100. No dividend shall bear interest against the Company

#### **Accounts**

101. Subject to the provisions of Article 180 of the Act, the directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the annual accounts and accounting records of the Company or any of them shall be open to the inspection of members not being directors, and no member, not being a director, shall have any right of inspecting any such account or record or other document of the Company except as conferred by law or authorised by the directors or by the Company in general meeting.

#### **Capitalisation of profits**

102. The Company in general meeting may upon the recommendation of the directors 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 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 and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution:

Provided that a share premium account and a capital redemption reserve may, for the purposes of this Regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares:

Provided further that the directors may in giving effect to such resolution make such provision by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions.

#### **Notice**

103. A notice may be given by the Company to any member either personally or by electronic mail or by sending it by registered post to his registered address. Where a notice is submitted personally to the member, service shall be deemed to be effected upon personal delivery to the member to be notified. Where a notice is sent by electronic mail, service of the notice shall be made on the latest electronic mail address supplied by him to the Company and service shall be deemed to be effected on the next business day after the date it is sent. Where a notice is sent by registered mail, service shall be deemed to have been effected on the fourteenth day following that on which it was posted, and in proving such service it shall be sufficient to prove that the notice was properly addressed and posted.
104. Notice of every general meeting shall be given in the manner hereinbefore authorised to -
  - (a) every registered member;
  - (b) each director of the Company; and

(c) the auditor for the time being of the Company.

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

**Indemnity**

105. Every Chairman, managing director, director holding any other executive office, director and Company Secretary and in general any officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted.

Signed:

SIMON HARVEY

SJ Harvey

*Name of authorized signatory*

for and on behalf of

**EC3 Brokers Europe Holdings Ltd**

Suite 4, Level 2, Parklane Business Centre,

Mountbatten Street, Hamrun, HMR 1556, Malta.

Company Registration no. C 91409



**FILE COPY**

**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company Number FC038033

UK Establishment No. BR023125

The Registrar of Companies hereby certifies that

**EC3 BROKERS EUROPE LIMITED - UK BRANCH**

has this day been registered under the Companies Act 2006 as having established a UK Establishment in the United Kingdom.

Given at Companies House on **17th February 2021**.