

Companies Act 1995
Limited Liability Company
Memorandum of Association
Of
Klikk Finance PLC

1. NAME

The name of the Company is Klikk Finance Plc.

2. REGISTERED OFFICE

The registered office of the Company shall be at Hal Mann, The Factory, Mosta Road, Lija LJA 9016, Malta, or at any other address in Malta which may be determined from time to time by the Board of Directors.

3. OBJECTS

a. to lend and advance money, give credit (on such terms as it may deem appropriate), grant or provide guarantees, hypothecs, privileges, charges, security interests or other security, exclusively to, or in favour of, companies or partnerships which form part of the same group of companies and partnerships as the Company (that is to the ultimate parent company and to companies and partnerships which have more than or at least fifty per cent of their share capital owned directly or indirectly by the same parent or ultimate parent company or partnership as the Company);

b. To subscribe for, issue, allot, purchase or otherwise acquire and hold, for the purpose of producing an income, any bonds, shares, stocks, debentures, securities or obligations of or in any other company or body (whether such shares are fully paid or not) where the so doing may be desirable in the interest of the company.

c. to borrow or raise money from time to time without limitations in such manner as the Company may think fit and in particular by the issue of bonds, debentures or other rights and to secure the repayment of any money borrowed or raised and interest thereon as may be considered fit, including hypothecation, charge or lien upon the whole or any part of the Company's property and assets; and also by a similar hypothecation, charge or lien, to secure and guarantee the performance of any debt, liability or obligation of the Company or any other party;

d. To develop, build or construct any immovable property for the company itself or to act as contractors for third parties.

e. To take over, amalgamate into partnership with any business whose objects are in keeping with the objects of this company.

f. To purchase, take on lease or emphyteusis, exchange, sell, hire or grant on emphyteusis or otherwise acquire or dispose of any immovable property for the purpose of commercial speculation or investment.

g. To provide to other commercial companies and commercial establishments advisory, consultative, administrative and management services.

h. To promote, finance, organise or deal with in any other matter, any project scheme, development or undertaking connected with industrial and immovable property, for the purpose of producing an income.

i. To manage, develop, sell, lease, hypothecate, grant licences or rights of, in or over, or otherwise turn to account property or assets of the company.

J. To carry on the business of importers, commission agents, commission merchants, and representatives of manufacturers, exporters, distributors, wholesalers, merchants and dealers in all kinds of goods, articles and things for this purpose set up, manage and administer shops and other appropriate outlets.

k. To borrow or raise money in such way as the company may think fit in particular by the issue of preference shares or debentures, and to secure the repayment of any money borrowed or raised by hypothecation, charge or lien upon the whole or part of the company's property or assets, whether present or future including its uncalled capital, and also by a similar hypothecation charge or lien to secure and guarantee a debt, liability or obligation of the company or of any third party.

l. To invest or otherwise deal with unemployed monies in such manner and upon such terms as may be thought fit, and to vary investments.

m. To pay for any property or assets acquired by the company by the issue of fully or partly paid up shares of the company, with or without any preferred or special right or privileges or by the issue of debentures or other securities, with or without special rights or privileges.

n. To sell or otherwise dispose of the undertaking or assets of the company or any part thereof for any consideration thought fit, and for shares, debentures and other securities of other companies.

o. To do all or any of the above things in any part of the world and either as principals, agents, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, subcontractors or otherwise.

p. To enter into any arrangements with any Governmental authority, and to do all such things as may be deemed ancillary, incidental or conducive to the attainment of the above objects or any one of them.

The objects set forth in each sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly or so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub clause or from the terms of any other sub-clause or by the name of the Company.

None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub clauses as if each sub-clause contained the objects of a separate company.

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

4. POWERS OF THE COMPANY

In attaining its objects, the Company shall have the following powers: -

- a) To appoint agents of the Company in any part of the world;
- b) To subcontract any of its work, engagements, contracts or instructions;
- c) To enter into partnership, joint venture or into any arrangement for sharing profits, union of interests, reciprocal concession, or co-operation 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 or engage in, and which is capable of being conducted so as directly or indirectly to benefit the Company, and to take or otherwise acquire and hold Shares or stock in or securities of any such Company and to subsidise or otherwise assist any such person or Company;
- d) To draw, make, accept, endorse, discount, renew, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures or other negotiable or transferable instruments.

5. PUBLIC COMPANY

The Company shall be a public company.

6. LIMITED LIABILITY

The liability of the members holding ordinary shares is limited to the unpaid capital subscribed to by them.

7. DIRECTORS

The management of the Company shall be entrusted to a Board of Directors of not less than three (3) and not more than seven (7) directors. The Directors of the Company are:

Mr Joseph Tabone
ID Card No. 0252869M
34, Riviera Mans, Apt 10, Triq il-Lampuka, Marsaskala, Malta

Mr Gordon Zammit
ID Card No. 0371777M
Chez L'Amour, Triq il-Labour, Iz-Zejtun, Malta

Dr Michael Costanzi Borg
ID Card No. 0087461M
93, FL 2, Samafra Crt, Old Railway Road, Hal Balzan, Malta

Mr. William Charles Van Buren
ID Card No. 0101190M
165, Zernieq, Vjal Kottoner, Il-Fgura FGR 1384, Malta

The Directors are empowered to appoint another person in their stead as an alternate Director by means of a written instrument and such persons so appointed shall enjoy all the powers and rights of the said Directors including the right to attend and vote at meetings of the Board of Directors. Such alternate Director shall have a vote or votes in addition to his own vote, if any. A written instrument shall also include an electronic transmission.

8. SECRETARIES

8.1 The Secretaries of the Company are:

Dr Andrew Muscat,
103, Palazzo Pietro Stiges,
Strait Street, Valletta, VLT 1436, Malta
Maltese ID Card No 132457(M)

Dr Mikiel Calleja,
103, Palazzo Pietro Stiges,
Strait Street, Valletta, VLT 1436, Malta
Maltese ID Card No 527383(M)

8.2 The Company secretaries may act jointly and / or severally.

9. SHARE CAPITAL

The Company's authorised share capital is five hundred thousand Euro (€ 500,000) divided into five hundred thousand (500,000) ordinary shares of a nominal value of one Euro (€ 1.00) each.

The Company's issued share capital is three hundred and fifty thousand Euro (EUR 350,000) divided into three hundred and fifty thousand (350,000) Ordinary Shares of a nominal value of one Euro (EUR 1) each, all of which are in issue, fully paid, and are held as follows:-

Hal Mann Vella Group p.l.c. The Factory, Mosta Road, Lija, LJA 9016 Malta, Company Reg. No 5067	43,750 shares
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Veronica Ciappara Theotokas, Sir Harry Luke Street, Mgarr, Malta Maltese ID Card No. 459170M	43,750 shares
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Miriam Schembri 43, Vanilja Street, Mgarr, Malta Maltese ID Card No. 790260M	43,750 shares
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Joseph Vella Ir-Razzett, Bingemma Road Mgarr, Malta Maltese ID Card No. 468258M	43,750 shares
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Mark Vella St. Mary, St. Mary's Street Mgarr, Malta Maltese ID Card No. 296963M	43,750 shares
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Martin Vella

Thuis, Triq iz- Zebbiegh
Mgarr, Malta
Maltese ID Card No. 525264M

43,750 shares

Paul Vella

Sentosa, Triq iz- Zebbiegh
Mgarr, Malta
Maltese ID Card No. 661359M

43,750 shares

Simon Vella

Fiorano, Triq iz- Zebbiegh
Mgarr, Malta
Maltese ID Card No. 240566M

43,750 shares

10. JUDICIAL AND LEGAL REPRESENTATION

The Judicial and Legal Representation of the Company is vested in :-

Mr Joseph Tabone

ID Card No. 252869M

34, Riviera Mansions, Apt 10, Triq il-Lampuki, Marsascala, Malta

Subject and pursuant to the above, the Company may appoint any person to be the Attorney of the Company and with such powers, authorities and discretion and for such period and subject to such conditions as it may deem fit.

This is a revised and updated copy of the
Memorandum of Association of Klikk Finance PLC
Company registration number C52833



Dr. Mikiel Calleja
Company Secretary
527383M