

**MAX WELBES**  
NOTAIRE

**CERTIFICATE OF INCORPORATION**

The Undersigned, Maître Max WELBES, notary residing in Echternach, Grand Duchy of Luxembourg,

HEREBY ATTEST AND CERTIFY WHAT FOLLOWS:

1.- The Luxembourg company **Integer Wealth Global S.A.**, a public company limited by shares (*société anonyme*), with registered office at 35, avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg (hereafter the “**Company**”), was incorporated on 17 September 2021 pursuant to a deed drawn up by the undersigned notary, in process of registration with the Luxembourg Trade and Companies Register (*R.C.S. Luxembourg*).

2.- The subscribed capital of the Company is set at thirty thousand euro (EUR 30,000), represented by thirty thousand (30,000) shares in registered form, having a nominal value of one euro (EUR 1) each.

3.- The corporate object of the Company is as follows:

**“ 3. Corporate object**

3.1. *The Company’s object is the acquisition of participations, in Luxembourg or abroad, in any company or enterprise in any form whatsoever, and the management of those participations. The Company may in particular acquire, by subscription, purchase and exchange or in any other manner, any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and, more generally, any securities and financial instruments issued by any public or private entity. It may participate in the creation, development, management and control of any company or enterprise. Further, it may invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.*

3.2. *The Company may borrow in any form. It may issue notes, bonds and any kind of debt and equity securities. It may lend funds, including, without limitation, the proceeds of any borrowings, to its subsidiaries, affiliated companies and any other companies. It may also give guarantees and pledge, transfer, encumber or otherwise create and grant security over some or all of its assets to guarantee its own obligations and those of any other company, and, generally, for its own benefit and that of any other company or person. For the avoidance of doubt, the Company may not carry out any regulated financial sector activities without having obtained the requisite authorisation.*

3.3. *The Company may use any techniques, legal means and instruments to manage its investments efficiently and protect itself against credit risks, currency exchange exposure, interest rate risks and other risks.*

3.4. *The Company may carry out any commercial, financial or industrial operation and any transaction with respect to real estate or movable property, which directly or indirectly, favours or relates to its corporate object.”.*



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4. The following persons have been appointed as directors of the Company for a period of six (6) years:

- Marc Branco Bandemer, with professional address at Suite/Unit B1-08, The Enterprise Centre, University Of Reading, Earley Gate, Reading RG6 6BU, Berkshire, United Kingdom, class A director
- Jean-Pascal Caruso, with professional address at 35, avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg, class B director
- Hida Ozveren, with professional address at 35, avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg, class B director

5. Pursuant to the laws of the Grand Duchy of Luxembourg and the Articles, the Company is represented vis-à-vis third parties as follows:

*"Article 7.4. Representation*

*(a) The Company shall be bound towards third parties in all matters by the sole signature of the class A director and/or by the joint signature of any class A director and any class B director.*

*(b) The Company shall also be bound towards third parties by the joint or single signature of any person(s) to whom special signatory powers have been delegated by the Board."*

6. The directors of the Company have not been dismissed to date.

7. The Company and its Articles are in conformity with the Luxembourg form and substance rules concerning commercial companies.

Pursuant to the Luxembourg legal provisions, the Company has, as legal entity, a legal status separate from those of the shareholders since the incorporation deed here above-mentioned. As a consequence, the Company can validly take any commitment and make any transaction which directly or indirectly, favours or relates to its corporate object.

Echternach, 22 September 2021

Notary Max WELBES



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