



The Autonomous Island of Anjouan
UNION OF COMOROS
OFFSHORE FINANCE AUTHORITY
Government Notice No. 005 OF 2005
INTERNATIONAL BANKING LICENSE

Company name	BRICS BANK SA
License number	L15793/BB
Company number	15793
Period of validity	Valid until the 6 th August 2025

THIS IS TO CERTIFY that the above-named company is this day authorized to conduct all type of banking activities in accordance with the Government Notice No. 005 of 2005 and the conditions specified on attached page 2.

Given under the Official Seal of the Director General of the Anjouan Offshore Finance Authority at Mutsamudu, the Autonomous Island of Anjouan, Union of Comoros this 7th August 2024




For and on behalf the Director General of the
Anjouan Offshore Finance Authority



CONDITIONS OF LICENSE

1. The validity of this Licence shall expire on the date specified overleaf or on the date the licensee ceases to remain incorporated in the Autonomous Island of Anjouan, Union of Comoros whichever is earlier, unless the licence is revoked earlier by the Anjouan Offshore Finance Authority.
2. This Licence is subject to any variations of the "Government Notice No 004 of 2005" or "The Government Notice No. 5 of 2005".
3. The objects and purposes of the Company is to offer different banking services for corporate, private banking for the general public and non-residents of the Autonomous Island of Anjouan, Union of Comoros; to carry on all or any of the business of a company and, without prejudice to the generality of the foregoing, to carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses:
 - 3.1 To accept cash deposits of any type (depository transactions).
 - 3.2 To provide loans and borrow funds (loan transactions).
 - 3.3 To carry out currency and exchange transactions.
 - 3.4 To issue securities and credit cards processing.
 - 3.5 To provide securities safekeeping, manage securities and accomplish securities purchase or sale.
 - 3.6 To act as intermediary in securities trading.
 - 3.7 To provide guarantees of any type (guarantee business).
 - 3.8 To effect payments (opening of accounts for legal entities and individuals).
 - 3.9 To hold assets, capital, precision metals, bonds, shares or another financial instruments for third parties.
 - 3.10 To undertake electronic commerce (e-commerce).
 - 3.11 To provide other financial services.
4. The Licence shall ipso facto and without any prior notice stand cancelled, if any of the following events take place:
 - (a) The Company shall not engage in any activity that is prohibited by or contrary to any enactment or rule of law for the time being in force in Autonomous Island of Anjouan, Union of Comoros.
 - (b) The Company is an International Company and accordingly shall not, except as may be permitted by its approved Constitution:
 - Carry on business in Autonomous Island of Anjouan, Union of Comoros (other than banking) or own an interest in immovable property situation in Autonomous Island of Anjouan, Union of Comoros other than a lease of premises from which to carry on its business;
 - Carry on insurance, sea or air transport, gambling, or other licenses business without a specific licence.
 - At any time have less than one Director or one member.
 - Make any invitation to the public to subscribe for any shares or debentures in the Company.
 - (c) For the purposes of subparagraph (2) (a) the Company shall not be treated as carrying a business in Anjouan by reason only that it:
 - Carries on business with another company incorporated under the Act or in furtherance of the business of the Company carried on outside Anjouan.

- Leases premises from which to carry on its business as permitted by the Act;
- Makes or maintains deposits with a person licensed to carry on banking business in Anjouan;
- Obtains professional services from its registered agent, counsel, attorneys, accountants, bookkeepers, trust companies, management companies, investment advisers, insurance brokers or agents or other similar persons carrying on business within the Autonomous Island of Anjouan, Union of Comoros;
- Prepares or maintains its books or records within the Autonomous Island of Anjouan, Union of Comoros.
- Holds meetings within the Autonomous Island of Anjouan, Union of Comoros of its directors or members.
- Holds shares, debt obligations or other securities, in a company incorporated under the Act;
- Issues shares, debt obligations or other securities in a company incorporated under the Act or under the Companies Act.
- If the renewal payment is not received on the due date the License and IBC will be revoked

5. The persons conducting the business of the Bank shall hold themselves personally, jointly and severally liable for all the acts or commissions, irregularities and violations committed by them after such cancellation.
6. The persons conducting the business of Bank shall produce at each anniversary of the date of incorporation from the police of the area in which the principal place of business of the Bank is situated, certificates of absence of their involvement in criminal proceedings.
7. If the renewal payment is not received on the due date the Company and the license will be suspended.
8. If there is any change in the company, including share capital, appointment or removal of Directors or Shareholders, this must be approved by the Anjouan Registrar of International Business companies
9. Accepting this Licenses confirms you have read and agreed to the terms and conditions of this Banking License.
10. Terms and Conditions can be amended at any time by the Registrar of International Business Companies



ILE AUTONOME D'ANJOUAN
THE REGISTRAR OF INTERNATIONAL BUSINESS COMPANIES

CERTIFICATE OF INCORPORATION
Company number 15793

The Registrar of International Business Companies of The Autonomous Island of Anjouan,
Union of Comoros.

BRICS BANK SA

Is incorporated under the International Business Companies Act 004 of 2005 as an International
Business Company limited by shares on 7th day of August 2024 and is valid till the 6th day of August 2025

Given under the official seal of the Registrar of
International Business Companies at Mutsamudu, Autonomous
Island of Anjouan, Union of Comoros

B. Halifa



For and on behalf of the registrar of
International Business Companies





ILE AUTONOME D'ANJOUAN
THE REGISTRAR OF INTERNATIONAL BUSINESS COMPANIES

CERTIFICATE OF GOOD STANDING

BRICS BANK SA
Registered Company No. 15793

**The Registrar of International Business Companies of The Autonomous Island
of Anjouan, Union of Comoros.**

HEREBY CERTIFIES that:

1. The above company was duly incorporated under provisions of the Government Notice N° 004 of 2005 of the International Business Companies Act, Company No.15793 on the register.
The company was registered on the 7th August 2024
The Registered office address is Hamchako, Mutsamudu, Autonomous Island of Anjouan, Union of Comoros.
2. The name of the Company is still on the register of International Business Companies and the company has paid all fees as at date.
3. The Company is not in the process of being wound up or dissolved.
4. No proceedings have been instituted to strike the name of the company off the said register.
5. In so far as is evidenced by the documents filed with me the company is in good legal standing.

**Given under my hand and the official seal of the Registrar of
International Business Companies at Mutsamudu, Autonomous
Island of Anjouan, Union of Comoros On the 7th August 2024**

B. Halifa



**For and on behalf of the Registrar of
International Business Companies**





**ILE AUTONOME D'ANJOUAN
THE REGISTRAR OF INTERNATIONAL BUSINESS COMPANIES
CERTIFICATE OF INCUMBENCY**

**BRICS BANK SA
Registered No: 15793**

**The Registrar of International business companies of The Autonomous
Island of Anjouan, Union of Comoros**

HEREBY CERTIFIES that;

1. The above company was duly incorporated under provisions of the Government notice no 004 of 2005 of the International Business Company Act, no 15793 on the register
2. The name of the company is still on the International Business Companies register, and has paid all fees to date
3. **The Shareholder of the company is:**
4. Dmitrijs Stals of 98 Octavia House, 213 Townmead Road, London, SW62FJ, UK
The Director of the company is:
Dmitrijs Stals of 98 Octavia House, 213 Townmead Road, London, SW62FJ, UK

**Given under my hand and the official seal of the Registrar of
International Business Companies at Mutsamudu, Autonomous
Island of Anjouan, Union of Comoros On the 7th day of August 2024.**

B. Halifa



**For and on behalf of the Registrar of
International Business Companies**





Certificate No. 1

Date: 7th Day of August 2024

Number of Shares 100,000

BRICS BANK SA

Incorporated under the Laws of the Autonomous Island of Anjouan Union of the Comoros – International Business Company No. 15793

SHARE CERTIFICATE

This is to certify that the under-mentioned is the Registered Holder of 10,000 (Ten Thousand) shares of €10,000.000 per share of BRICS BANK SA as stated below subject to the Memorandum and Articles of association of the Company.

Name of Member

Dmitrijs Stals

Given and executed by the

Company Acting by:

Director

No transfer of any of these shares comprised in this certificate will be registered unless the transfer and this certificate is lodged at the Company's Administrative Office

D. Stals

Secretary





**ILE AUTONOME D'ANJOUAN
THE REGISTRAR OF INTERNATIONAL BUSINESS
COMPANIES**

TAX EXEMPTION CERTIFICATE

BRICS BANK SA

Registered no: 15793

**The Registrar of International Business Companies of The Autonomous
Island of Anjouan, Union of Comoros**

HEREBY CERTIFIES that:

BRICS BANK SA, which is duly registered in Anjouan under registered number 15793 which operates in The Autonomous Island of Anjouan, Union of Comoros, under specific conditions under The Government notice number 004 of 2005 of the International Business Companies Act and is fully exempt from all taxation in The Autonomous Island of Anjouan, Union of Comoros, on its worldwide income and assets.

**Given under my hand and the official seal of the Registrar of
International Business Companies at Mutsamudu, Autonomous
Island of Anjouan, Union of Comoros On the 7th Day of August 2024**

B. Halifa



**For and on behalf of the Registrar of the
International Business Companies**





Government Notice No. 004 OF 2005
of the International Business Companies

Memorandum and Articles of
Association

ILE AUTONOME D'ANJOUAN

of

BRICS BANK SA

Hamchako, Mutsamudu, The Autonomous Island of Anjouan, Union of Comoros

A private company limited by shares
Incorporated in the State of Anjouan



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NAME

- 1. The name of the Company is **BRICS BANK SA**
- 2. The registered office of the Company is located at Hamchako, Mutsamudu, The Autonomous Island of Anjouan, Union of Comoros

REGISTERED AGENT

- 3. The first registered agent is Anjouan Corporate Services Ltd – Hamchako Mutsamudu – , The Autonomous Island of Anjouan, Union of Comoros

4. OBJECTS AND PURPOSES OF A GAMING LICENSE

The objects and purposes of the Company is to offer different banking services for corporate, and for the general public and non-residents of the Autonomous Island of Anjouan, Union of Comoros; to carry on all or any of the business of a company and, without prejudice to the generality of the foregoing, to carry on, in conjunction with each other or as separate and distinct undertakings and to carry on business as capitalists, financiers, promoters, and concessionaires and participate in, undertake, carry on and execute all kinds of financial, commercial, industrial, trading, exploitation, development, agency and other operations and to advance or provide money, with or without security, to concessionaires, inventors, patentees and others, for the purpose of improving and developing or assisting to improve and develop any concessions, lands or otherwise, or of experimenting, improving, testing or developing any invention, design or process industrial or otherwise.

The company has been issued with an International License Number 15793

RESTRICTIONS ON OPERATIONS

- 5. (1) The Company shall not engage in any activity that is prohibited by or contrary to any enactment or rule of law for the time being in force in , The Autonomous Island of Anjouan, Union of Comoros
- (2) The Company is an international Company and accordingly shall not, except as may be permitted by the Act:
 - 1. carry on business in , The Autonomous Island of Anjouan, Union of Comoros or own an interest in Immovable property situation in Anjouan other than a lease of premises from which to carry on its business;
 - 2. carry on any business other than banking without a specific license delivered by the Registrar;
 - 3. carry on company management business without a specific license delivered by the Registrar;
 - 4. at any time have less than one member;
 - 5. make any invitation to the public to subscribe for any shares or debentures in the Company.
- (3) For the purposes of subparagraph (2)(a) the Company shall not be treated as carrying on business in , The Autonomous Island of Anjouan, Union of Comoros by reason only that it:
 - (a) carries on business with another company incorporated under the Act or in furtherance of the business of the Company carried on outside, The Autonomous Island of Anjouan, Union of Comoros;
 - (b) leases premises from which to carry on its business as permitted by the Act;
 - (c) makes or maintains deposits with a person licensed to carry on banking business in , The Autonomous Island of Anjouan, Union of Comoros;

- (d) obtains professional services from its registered agent, counsel, attorneys, accountants, bookkeepers, trust companies, management companies, investment advisers, insurance brokers or agents or other similar persons carrying on business within , The Autonomous Island of Anjouan, Union of Comoros;
- (e) prepares or maintains its books or records within, The Autonomous Island of Anjouan, Union of Comoros;
- (f) holds meetings within Anjouan of its directors or members;
- (g) holds shares, debt obligations or other securities, in a company incorporated under the Act;
- (h) issues shares, debt obligations or other securities in a company incorporates under the Act or under the Companies Act.

TYPE OF COMPANY

6. The Company is limited by shares.

INTERPRETATION

7. (1) References in this Constitution to 'the Act' shall mean the Government Notice n° 004 of 2005 of the International Business Companies.
- (2) Unless the context, the singular shall include the plural and vice-versa, the masculine shall include the feminine and vice-versa.

AMENDMENT OF CONSTITUTION

6. The Company may from time to time by a resolution of members or a resolution of directors amend this Constitution.

COPIES OF CONSTITUTION

9. The Company shall, when requested by any member, send or provide to him a copy of this Constitution being in accordance with any amendments thereto subject to payment of such amount not exceeding \$50 as the directors may determine to be reasonably necessary to defray the costs of preparing and furnishing it.

CHANGE OF STATUS

10. (1) The Company may, as provided by the Act, change its status from being limited by shares to being limited by guarantee or being limited both by shares and guarantee in accordance with this paragraph and such change may be effected notwithstanding that at some earlier time the Company has been any other (or the same) type of company provided that:
- (a) the proposed changed is specifically authorized by a special resolution of the members of the Company and is given effect to within six months from the date of such resolution, and
 - (b) the directors make a statutory declaration in accordance with the Act which is lodged with the Registrar.
- (2) Where any member does not vote in favour of the members special resolution to change the status of the Company and the change of status may have the effect of increasing the liability of that member, then except in so far as that change was made in accordance with the rights of that member as are specified in this Constitution at the time that person became a member, that member may exercise the rights of a dissenter pursuant to Section 91 of the Act.

11. SHARE CAPITAL

The minimum Capital requirement is 10,000 shares at not less than €1 per share

RIGHTS ATTACHING TO SHARES

12. Unless otherwise specified in the issue of the share, each share has attached to it:

- (a) the right to one vote at any meeting of the Company (other than a meeting of a class of members of which the holder of the share is not a member);
- (b) the right to an equal share in dividends authorized by the directors in respect of its class or series;
- (c) the right to an equal share in the distribution of the capital and surplus assets of the Company.

TYPES OF SHARES

13. (1) The Company may issue on such terms and in such manner as the directors before or at the time of the issue of the shares may by resolution determine:
- (a) registered or bearer shares;
 - (b) shares having special, conditional, enhanced, limited or no voting rights;
 - (c) shares with or without par value;
 - (d) numbered or unnumbered shares;
 - (e) convertible common, ordinary, preferential or redeemable shares;
 - (f) shares that entitle participation only in certain assets;
 - (g) shares, the holders of which are entitled to forfeit them;
 - (h) shares in any one or more currencies;
 - (i) options, warrants or rights, or instruments of a similar nature, to acquire any securities of the Company
 - (j) securities that, at the option of the holder thereof or of the Company or upon the happening of a specified event, are convertible into, or exchangeable for, other securities in the Company or any property then owned or to be owned by the Company;
 - (k) shares that carry the right to suspend the voting rights of other shares;
- or any combination thereof.
- (2) Unless otherwise specified by the directors upon its issue, a registered share shall be transferable.

ALLOTMENT OF SHARES

14. Subject to the provisions of this Constitution, the unissued and treasury shares of the Company shall be at the disposal of the directors who may offer, allot, grant options over or otherwise disposal of them to such persons, at such times, for such consideration and upon such terms and conditions as the directors may by resolution determine.

DIVIDENDS

15. Subject to the provisions of the Act with regard to the solvency test, the Company may by a resolution of directors, declare and pay dividends in money, shares or other property in accordance with the respective rights of the members. Where a dividend is to be satisfied wholly or partly by the distribution of assets other than money, and where any difficulty arises with regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the basis of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.

INCREASE OR REDUCTION OF CAPITAL

16. (1) the capital of the Company may by resolution of directors, be:
- (a) increased; or
 - (b) subject to the provisions of the Act with regard to the solvency test, reduced by returning to members any amount received by the Company upon the issue of any of its shares or cancelling any capital that is lost or not represented by assets having a realizable value.
- (2) The Company may with the consent of the members affected, convert any amount of its capital to debt obligations owed by it to the holder of those shares (whether by repayment or by direct conversion to an instrument).

REGISTERED OFFICE AND REGISTERED AGENT

REGISTERED OFFICE AND AGENT

17. (1) The Company shall at all times have a registered office and registered agent in Anjouan .
- (2) The Directors may by resolution change the registered office or registered agent of the Company.

DIRECTORS AND OFFICERS

APPOINTMENT, TERM AND REMOVAL OF DIRECTORS

18. (1) The first director or directors shall and any subsequent directors may be appointed by the members for such term as they may determine.
- (2) A director shall cease to hold office on the expiry of his term or on his death, resignation or upon the vacation of his office pursuant to subparagraph (3) herein.
- (3) The office of director shall be vacated if:
 - (a) he is removed from office by a resolution of the members or of the directors of the Company;
 - (b) in the case of the corporate director, it enters liquidation, or it ceases to be a body corporate;
 - (c) in the case of individual, he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (d) he becomes of unsound mind or of such infirm health as to be incapable of managing his affairs; or
 - (e) he resigns his office by giving written notice to the Company, in which case the resignation shall take effect from the date the notice is received by the Company or from such later date as may be specified in the notice.
- (4) If a director shall cease to hold office before the expiry of his term of office, the remaining directors may by resolution appoint a new director in his place to complete his term. All new Directors will be subject to due diligence and charged a non-refundable fee by the registrar. No director may be appointed without the confirmation of the Registrar in writing.
- (5) A director shall not be required to hold shares in the Company, but nevertheless shall be entitled to attend and speak at any meeting of the members and at any separate meeting of the holders of any class of shares.

NUMBER OF DIRECTORS

19. The number of directors shall be not less than one or nor more than seven.

POWER OF DIRECTORS

20. Subject to any directors given by resolution of the members of the Company, the business of the business of the Company shall be managed by the directors who may exercise all the powers of the Company that are not reserved to the members by the Act or this Constitution.

EMOLUMENT AND EXPENSES OF DIRECTORS

21. The emoluments of any director in respect of services to be rendered by him as a director shall be determined by a resolution of directors.

COMMITTEES OF DIRECTORS

22. (1) The directors may, by resolution, designate one or more committees each consisting of one or more directors.

- (2) Each committee shall have such powers and authority as are set forth in the resolution establishing it except that no committee shall have power or authority to appoint or remove directors.
- (3) The directors may by resolution at any time revoke or amend the powers given to a committee pursuant to this paragraph.

NOTICE OF MEETING OF DIRECTORS

23. (1) Each director shall be given not less than 2 days notice of meetings of directors.
- (2) A meeting of directors held otherwise than in accordance with subparagraph (1) shall be valid if the majority of directors entitled to vote at the meeting have waived the notice of the meeting and for this purpose, the presence of a director at the meeting shall be deemed to constitute waiver on his part.
- (3) The inadvertent failure to give notice of a meeting to a director, or the fact that a director has not received the notice, shall not invalidate the meeting.

QUORUM FOR MEETINGS OF DIRECTORS

24. (1) The quorum for a meeting of directors may be fixed by the directors, but where no quorum is so fixed a meeting shall be properly constituted for all purposes if at the commencement of the meeting two directors are present in person or by alternate, provided that if the Company has only one director at the time, that director shall constitute a quorum.
- (2) A director shall be deemed to be present at a meeting if he participates by telephone or other real time electronic means of audio interactive communication and all directors participating in the meeting are able to hear each other and recognize each other's voice.
- (3) A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

STANDARD OF CARE

25. Every director, officer, and agent of the Company in performing his functions shall act in good faith and in the best interests of the Company and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

OFFICERS AND AGENTS

26. The directors may, by resolution, appoint any person, including a person who is a director, to be an officer or agent of the Company. The secretary of the Company, if appointed, shall be an officer of the Company for the purposes of this paragraph.

LIABILITY OF MEMBERS

PERSONAL LIABILITY

27. (1) The liability of a member of the Company is limited to the amount owed from time to time by the member to the Company, including any amount unpaid on any share held by him.
- (2) A member is not liable for any obligation of the Company by virtue only of his status as a member.
- (3) Nothing in this paragraph shall affect a member's liability to the Company on any contract (including a contract for the issue of shares) or for any tort or breach of fiduciary duty or other actionable wrong committed by him.
- (4) Save as may be specified by the Act or by contract, the members of the Company do not owe any duty, liability or obligation to the Company, any creditor of the Company or any other company related to the Company.

COMPANY ADMINISTRATION

MEETING OF MEMBERS

28. (1) The directors may convene meetings of the members at such times and in such manner and places within or outside , The Autonomous Island of Anjouan, Union of Comoros as the directors consider necessary or desirable.
- (2) A member shall be deemed to be present at a meeting of members if he participates by telephone or other real time electronic means of audio interactive communication and all members participating in the meeting are able to hear each other and recognize each other's voice.

NOTICE OF MEETING OF MEMBERS

29. The directors shall give not less than 7 days' notice of meetings of members to those persons whose names on the date the notice is given appear as members in the register of members and are entitled to vote at the meeting.

PROCEEDINGS AT MEETINGS OF MEMBERS

30. (1) No business shall be transacted at any meeting unless a quorum is present.
- (2) A meeting of members shall be quorate and properly constituted for all purposes if at the commencement of the meeting two members entitled to vote upon the business to be transacted are present in person or by proxy, provided that if the Company only has one member that member shall constitute a quorum.

REGISTER OF MEMBERS

31. As required by the Act:
- (1) The Company shall maintain one or more registers to be known as the register of members containing: At each change the registrar MUST be informed, with an updated register.
- (a) the names and addresses of the persons who hold registered shares in the Company;
- (b) the number of each class and series of registered shares held by each person;
- (c) the date on which the name of each person was entered in the register of members;
- (d) the date on which any person ceased to be a member;
- (e) in the case of shares issued to bearer, the total number of each class and series of shares issued to bearer;
- (f) with respect to each certificate for shares issued:
- (g) the identifying number of the certificate,
- (ii) the number of each class or series of shares issued specified therein, and
- (iii) the date of issue of the certificate;

provided that the Company may delete from the register of members information relating to shares issued that have been cancelled.

- (2) The register of members may be in such form as the directors may approve including magnetic, electronic or other data storage form, provided the Company is able to produce legible evidence of its contents within a reasonable time.
- (3) A copy of the register of members, commencing from the data of the incorporation of the Company, shall be kept at the registered office of the Company.

BOOKS AND RECORDS

32. (1) The Company shall keep such accounts and records as are necessary in order to reflect its financial position.
- (2) The Company shall keep minutes of all meetings of and copies of all resolutions consented to by directors, members, committees of directors and committees of members.
- (3) The minutes of meetings of directors or of committees of directors shall record the names of the directors present at each meeting.

INSPECTION OF BOOKS AND RECORDS

33. (1) Any member of the Company may, in person or by some other persons, inspect during normal business hours the register of members, minutes of all meetings of members and resolutions of members of the Company and make copies or extracts therefrom.
- (2) A person other than a member may only carry out an inspection under subparagraph (1) if he is authorized to do so by power of attorney granted to him by the member or some other form of written authority acceptable to the directors.

AUTHENTICATION OR ATTESTATION

34. A document requiring authentication or attestation by the Company may be signed by a director, a secretary or by an authorized officer or agent of the Company and need not be under seal.

CORPORATE REPRESENTATIVE AT MEETINGS

35. A body corporate being a director, member or creditor of the Company may act by a natural person who has been appointed for the purpose by a written resolution of the directors or other governing body of the body corporate.

CONTINUATION UNDER FOREIGN LAW

36. The Company may, by a resolution of directors or members, be continued as a company incorporated under the laws of a jurisdiction outside the current jurisdiction of the Company.

CONTINUATION AND WINDING UP

WINDING UP

37. If the Company shall be wound up, the Liquidator may, in accordance with a resolution of members, divide amongst the members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of the members.

ILE AUTONOME DIANJIQUAN

UNION DES COMMERES

ILE AUTONOME D'ANJOUAN
Registrar of International Business Companies



Government Notice No. 004 OF 2005
ON THE INTERNATIONAL BUSINESS COMPANIES

MEMORANDUM OF INCORPORATION OF A
SHARE COMPANY

1 Name: **BRICS BANK SA**
2 Date of Incorporation: **7th Day of August 2024**
3 Company Number: **15793**
4 Registered address: **Hamchako, Mutsamudu, Autonomous Island of**
Anjouan Union of Comoros
5 Post address: **Hamchako, Mutsamudu, Autonomous Island of**
Anjouan Union of Comoros
6 Director/s: **Dmitrijs Stals**
7 Company's Status: **Limited Share Company**
8 Share capital is; **10,000 shares of €10,000.000 each**

Subscriber(s) :

Name	Number of Shares	Value
Dmitrijs Stals	10,000	€10,000.000 each



REGISTER OF BRICS BANK SA DIRECTORS AND MANAGERS

(Pursuant to Government Notice No. 004 of 2005 on the International Business Companies Act)

Name and Correspondence address	Business occupation	Nationality	Date became a Director/secret	Date ceased To be Director/Secr
Dmitrijs Stals 98 Octavia House, 213 Townmead Road, London, SW62FJ, UK	Director	Latvian	7th Day of August 2024	

REGISTER OF BRICS BANK SA SHAREHOLDERS

(Pursuant to Government Notice No. 004 of 2005 on the International Business Companies)

Name and Correspondence address	Class of Shares	Allotment of transfer	Certificate Number	Total Number of Shares	Date became Shareholder	Date ceased To be Shareholder
Dmitrijs Stals 98 Octavia House, 213 Townmead Road, London, SW62FJ, UK	Ordinary	Allotment	1	10,000	7th Day of August 2024	

BRICS BANK SA

Hamchako, Mutsamudu, Anjouan Union of Comoros

APPOINTMENT OF DIRECTOR(S)

In accordance with the Law Number: 004 OF 2005 of the International Business Companies Act, the undersigned, Dmitrijs Stals being the sole subscribers of **BRICS BANK SA** does hereby set down the following on record:

To hereby appoint;

Dmitrijs Stals Date of Birth **18.03.1990** Passport Number **LV7003810**

1. Director of the Company to serve as such until a successor shall have been elected or until his recognition or removal, and such election to be effective immediately and without further qualification.
2. To hereby determine the number of directors to be not less than one and not more than seven.
3. To hereby resolved, that for the purpose of authorizing the company to do business in any state, territory or dependency of the Autonomous Island of Anjouan Union of Comoros or any foreign country in which it is necessary or expedient for this Company to transact business, the proper officers of this Company are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such a state, territory, dependency or country to authorize the Company to transact business therein, and, whenever, it is expedient for the Company to cease doing business therein and withdraw there from, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocation of appointment, or surrender of authority as may be necessary to terminate the authority of the Company to do business in any such state, territory, dependency or country.

BRICS BANK SA

Hamchako , Mutsamudu, Anjouan Union of Comoros

MINUTES OF A MEETING OF THE INCORPORATION OF THE COMPANY
HELD AT THE OFFICE OF ANJOUAN CORPORATE SERVICES LTD
HAMCHAKO, MUTSAMUDU ANJOUAN UNION OF COMOROS, ON THE
7th DAY OF AUGUST 2024

PRESENT: Anjouan Corporate Services Limited
By its authorised representative: Mr Mohamed Idrisse

INCORPORATION: IT WAS NOTED THAT the company has been incorporated in
the Autonomous Island of Anjouan, Union of Comoros as an
international business company under the Notice no: 004 of 2005

RESOLVED THAT the company commence business forthwith.

REGISTERED AGENT: IT WAS NOTED THAT the first Registered Agent appointed by
the Constitution was **Anjouan Corporate Services Ltd –
Hamchako, the Autonomous Island of Anjouan Union of
Comoros**

REGISTERED OFFICE: IT WAS NOTED THAT the first Registered Office named in the
Constitution is; **Hamchako, The Autonomous Island of
Anjouan, Union of Comoros**

SHARES: **RESOLVED THAT the following share
10,000 shares of €10,000.000 to be allotted to Dmitrijs Stals**

DIRECTORS: **RESOLVED Dmitrijs Stals is appointed director of the
Company.**

SEAL: RESOLVED THAT the seal, an impression of which is affixed
in the margin hereof, be and is hereby adopted as the seal of the
Company.

CLOSURE: There being no further business, the meeting closed.

Confirmed a correct record

BRICS BANK SA

Hamchako, Mutsamudu, Anjouan Union of Comoros

Dmitrijs Stals hereby consents to act as the Director of

BRICS BANK SA

from the date of approval of appointment by the Company.

7th Day of August 2024



Dmitrijs Stals