

Annex 1

Additional explanatory note to EGM agenda item 7

In addition to the above inclusion of a new Article 34B, a number of other ancillary changes and updates to the Memorandum of Association are also being proposed, as reflected in Annex 1 to this notice, being:

- i. an update to clause 3 of the Memorandum of Association in relation to the restrictions on the business and activities which may be conducted by the Company;
- ii. the updating of details set out in the Memorandum of Association for the purpose of reflecting information filed with the Malta Business Registry.

Previous wording	Proposed wording	Explanatory note
2. Status and Registered Office The Company is a public company. The registered office of the Company shall be at Camilleri Preziosi, Level 2, Valletta Buildings, South Street, Valletta VLT 11, or at any other place in Malta as may be designated from time to time by the Board of Directors.	2. Status and Registered Office The Company is a public company. The registered office of the Company shall be at Camilleri Preziosi, Level 2, Valletta Buildings, South Street, Valletta VLT 1103, Malta, or at any other place in Malta as may be designated from time to time by the Board of Directors. The email address of the Company is info@equinoxmalta.com .	This proposed update has been inserted in order to (i) reflect the registered office of the Company, as shown on the website of the Malta Business Registry; and (ii) reflect the email address of the Company, as previously provided to the Malta Business Registry, in light of recent legislative changes in Malta.
3. Objects The objects of the Company, which are limited to activities outside of Malta, except for the holding of shares in any company or companies and/or partnerships registered, incorporated or otherwise constituted in Malta, and to such other acts as are necessary for its operations from Malta, are: (i) to carry on the business of a holding company, owning, holding and managing in the most ample manner assets of any kind, movable or immovable, including shares, stock, bonds	3. Objects The objects of the Company, which are limited to activities outside of Malta, except for the holding of shares in any company or companies and/or partnerships registered, incorporated or otherwise constituted in Malta, and to such other acts as are necessary for its operations from Malta, are: (i) to carry on the business of a holding company, owning, holding and managing in the most ample manner assets of any kind, movable or immovable, including shares, stock, bonds	This wording serves as a stylistic update to the previous wording, providing for a restriction on the business and operations which the Company may carry out.

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	and debentures and other types of investments in other partnerships and entities;		and debentures and other types of investments in other partnerships and entities;	
(ii)	to invest and deal with monies of the Company in any manner deemed profitable by the Company;	(ii)	to invest and deal with monies of the Company in any manner deemed profitable by the Company;	
(iii)	to receive capital contributions in whatever form or manner as the directors of the Company may agree on;	(iii)	to receive capital contributions in whatever form or manner as the directors of the Company may agree on;	
(iv)	to participate in share issues of all kinds and to provide services relating to such issues;	(iv)	to participate in share issues of all kinds and to provide services relating to such issues;	
(v)	to purchase, take on lease, or acquire by any title including emphyteusis and sub-emphyteusis any immovable property, which may be required for the purpose of conducting its business;	(v)	to purchase, take on lease, or acquire by any title including emphyteusis and sub-emphyteusis any immovable property, which may be required for the purpose of conducting its business;	
(vi)	to sell, lease, hypothecate or otherwise dispose of the whole or any part of the property, assets and undertakings of the Company;	(vi)	to sell, lease, hypothecate or otherwise dispose of the whole or any part of the property, assets and undertakings of the Company;	
(vii)	to apply for and register as a company with any stock exchange and to list all or any part of its share capital on any such stock exchange subject to the rules and regulations governing the listing of shares applicable in the relevant jurisdiction;	(vii)	to apply for and register as a company with any stock exchange and to list all or any part of its share capital on any such stock exchange subject to the rules and regulations governing the listing of shares applicable in the relevant jurisdiction;	
(viii)	to receive from the investments and assets mentioned in the foregoing paragraphs dividends, capital gains, interests and any other income including income or gains on their disposal, rents, royalties	(viii)	to receive from the investments and assets mentioned in the foregoing paragraphs dividends, capital gains, interests and any other income including income or gains on their disposal, rents, royalties	

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<p>and similar income whether arising in or outside Malta and profits or gains attributable to a permanent establishment (including a branch) whether situated in or outside Malta;</p> <p>(ix) to do all such other things as are incidental or conducive to the attainment of the abovementioned objects;</p> <p>Provided that nothing in the foregoing shall be construed as enabling or empowering the Company to carry on the business of Financial Services as defined in the Banking Act 1994 (Cap.371 of the Laws of Malta), the Financial Institutions Act 1994 (Cap.376 of the Laws of Malta) and the Investment Services Act 1994 (Cap.370 of the Laws of Malta).</p> <p>Provided further that nothing in the foregoing objects of the Company shall be construed as enabling the Company to exercise investment discretion on behalf of another party; or to manage or give advice relating to any investment portfolio belonging to another party; or to buy, sell, hold, market, advertise, subscribe for, underwrite or otherwise handle any security or investment vehicle as agent; or to act in the capacity of an insurance agent or broker.</p>	<p>and similar income whether arising in or outside Malta and profits or gains attributable to a permanent establishment (including a branch) whether situated in or outside Malta;</p> <p>(ix) to do all such other things as are incidental or conducive to the attainment of the abovementioned objects;</p> <p>Provided that nothing in the foregoing shall be construed as enabling or empowering 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.</p> <p>Provided further that nothing in the foregoing objects of the Company shall be construed as enabling the Company to exercise investment discretion on behalf of another party; or to manage or give advice relating to any investment portfolio belonging to another party; or to buy, sell, hold, market, advertise, subscribe for, underwrite or otherwise handle any security or investment vehicle as agent; or to act in the capacity of an insurance agent or broker.</p>	
<p>5. Share Capital</p> <p>The authorized share capital of the Company is GBP1,000,000 divided into 1,600,000,000 ordinary shares of GBP0.000625 each. All ordinary shares in the company shall carry voting rights.</p> <p>The issued share capital of the Company shall thus be GBP 143,828.88 divided into two hundred thirty million, one hundred twenty-six thousand, two hundred (230,126,200) ordinary shares of a</p>	<p>5. Share Capital</p> <p>The authorized share capital of the Company is GBP1,000,000 divided into 1,600,000,000 ordinary shares of GBP0.000625 each. All ordinary shares in the company shall carry voting rights.</p> <p>The issued share capital of the Company shall thus be GBP 143,828.88 divided into two hundred thirty million, one hundred twenty-six thousand, two hundred (230,126,200) ordinary shares of a</p>	<p>This serves to update the names of the shareholders of the Company, to reflect the records of the Company at the Malta Business Registry in this regard.</p>

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nominal value of GBP0.000625 each, all of which have been subscribed for and allotted, and which have been paid up as follows:	nominal value of GBP0.000625 each, all of which have been subscribed for and allotted, and which have been paid up as follows:									
<table><tr><td>HSBC Global Custody Nominee (UK) Limited 228660 8, Canada Square, London, E14 5HQ United Kingdom</td><td>230,126,136 Ordinary Shares of GBP0.000625 each, fully paid up</td></tr><tr><td>Inga-Lundberg Swedish Passport Number 23675876 Flat 6 Kings Court, Kings Road, Wimbledon, London United Kingdom, SW19 0QP</td><td>64 Ordinary Shares of GBP0.000625 each, fully paid up</td></tr></table>	HSBC Global Custody Nominee (UK) Limited 228660 8, Canada Square, London, E14 5HQ United Kingdom	230,126,136 Ordinary Shares of GBP0.000625 each, fully paid up	Inga-Lundberg Swedish Passport Number 23675876 Flat 6 Kings Court, Kings Road, Wimbledon, London United Kingdom, SW19 0QP	64 Ordinary Shares of GBP0.000625 each, fully paid up	<table><tr><td>HSBC Global Custody Nominee (UK) Limited 228660 8, Canada Square, London, E14 5HQ United Kingdom</td><td>230,126,136 Ordinary Shares of GBP0.000625 each, fully paid up</td></tr><tr><td>Henrik Tjarnstrom Swedish Passport Number 93754669 Snackparken 3, Bromma 167 53, Sweden</td><td>64 Ordinary Shares of GBP0.000625 each, fully paid up</td></tr></table>	HSBC Global Custody Nominee (UK) Limited 228660 8, Canada Square, London, E14 5HQ United Kingdom	230,126,136 Ordinary Shares of GBP0.000625 each, fully paid up	Henrik Tjarnstrom Swedish Passport Number 93754669 Snackparken 3, Bromma 167 53, Sweden	64 Ordinary Shares of GBP0.000625 each, fully paid up	
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Henrik Tjarnstrom Swedish Passport Number 93754669 Snackparken 3, Bromma 167 53, Sweden	64 Ordinary Shares of GBP0.000625 each, fully paid up									
6. Board of directors The affairs of the Company shall be managed and administered by a Board of Directors consisting of not less than three (3) and not more than twelve (12) in number. The directors of the Company are: Anders Ström Swedish Passport number: 45786066 Flat H, 3 West Eaton Place, London SW1X 8LU Peter Boggs American Passport number: 712439181 Moulinard House, Tain, Ross Shire, IV19 1NF, Scotland Stefan Lundborg Swedish Passport number: 34728856 Öselvägen 3, Enskede Gård, SE-12047 Stockholm, Sweden	6. Board of directors The affairs of the Company shall be managed and administered by a Board of Directors consisting of not less than three (3) and not more than twelve (12) in number. The directors of the Company are: Cedric Boireau French Passport number: 21LA81808 2, Rue Vauvilliers, Paris 75001, France Evert Hakan Carlsson Swedish Passport number: 35363630 Solhojdsgatan 15, Frolunda 426 76 V:a, Sweden James H. Gemmel American Passport number: A00727243 25, Colombus Circle, NYC NY 10019, United States of America	This serves to update the names of the directors of the Company, to reflect the records of the Company at the Malta Business Registry in this regard.								

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<p>Anna Helene Elisabeth Barnekow Swedish Passport number: 92582219 Styrmansgatan 3, Stockholm SE- 114 54, Sweden</p> <p>Gunnel Ellinor Duveblad Swedish Passport Number: 90900525 Batsmansvagen 4, Danderyd SE- 182 33, Sweden</p> <p>Erik Forsberg Swedish Passport number: 91980656 Norevägen 38, 182 64 Djursholm, Sweden</p> <p>Carl Magnus Månsson Swedish Passport number: 95601262 Maria Skolgata 77 A, 118 53 Stockholm, Sweden</p>	<p>Jonas Anders Jansson Swedish Passport number: AA2900185 Kallarbacken, Stallarholmen 6 645 61, Sweden</p> <p>Andrew McCue British Passport Number: 124264420 Verona, Kerry Mount Avenue, Dublin D18R7Y0, Ireland</p> <p>Per Martin Save Randel Swedish Passport number: 36648619 Tegnergatan 48, Stockholm 11329, Sweden</p> <p>Kenneth Shea American Passport number: 584207583 8, Threshing Rock Road, Pound Ridge, New York NY 10576, United States of America</p> <p>Heidi Skogster Finnish Passport number: FP4264039 Forradsgatan 18, Solna 169 39, Sweden</p>	
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