

ISLE OF MAN
COMPANIES ACT 2006
MEMORANDUM OF ASSOCIATION OF
SIM HOLDING COMPANY LIMITED
A COMPANY LIMITED BY SHARES

1. **Name**

The name of the Company is SIM Holding Company Limited

2. **Type of Company**

The Company is incorporated as a company limited by shares.

3. **Registered Office**

The address of the first registered office of the Company is 2nd Floor, St. George's Court, Upper Church Street, Douglas, Isle of Man, IM1 1EE.

4. **Registered Agent**

The name of the first registered agent of the Company is Zedra Trust Company (Isle of Man) Limited of 2nd Floor, St. George's Court, Upper Church Street, Douglas, Isle of Man, IM1 1EE.

5. **Power and Capacity**

The Company has unlimited capacity to carry on or to undertake any business or activity, to do, or to be subject to, any act or to enter into any transaction.

6. **Subscribers**

Full Name and Residential of Business Address of subscriber(s)	Number of Shares Subscriber agrees to take	Description of Shares	Amount agreed to be paid by Subscribers for shares
Zedra Nominees (IOM) Limited 2 nd Floor St. George's Court Upper Church Street Douglas Isle of Man IM1 1EE	1	Ordinary	£1.00
Zedra International Nominees (IOM) Limited 2 nd Floor St. George's Court Upper Church Street Douglas Isle of Man IM1 1EE	1	Ordinary	£1.00

7. Agreement of each subscriber to take shares

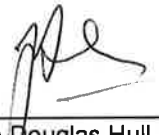
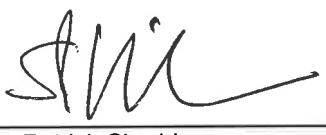
The Subscriber agrees to take the number of shares specified above upon incorporation of the Company and agrees to pay the amount specified above for each such share.

8. Amendment to Memorandum of Association or Articles of Association

- (a) Subject to paragraph 8(b) of this Memorandum of Association, the directors of the Company may, by resolution, amend the Memorandum of Association or Articles of Association of the Company.
- (b) The directors of the Company shall not have power to amend the Memorandum of Association or Articles of Association of the Company.
 - (i) to restrict the rights or powers of the shareholders to amend the Memorandum of Association or Articles of Association of the Company; or
 - (ii) to change the majority of the voting rights or shareholders required to be exercised in order to pass a resolution to amend the Memorandum of Association or Articles of Association of the Company; or
 - (iii) in circumstances where the Memorandum of Association or Articles of Association of the Company cannot be amended by the shareholders of the Company.

9. Signature and date

The Subscriber agrees to the terms of this Memorandum of Association and has signed the Memorandum of Association on the date specified against such subscriber's name below.

Subscriber	Date
 _____ Juan Douglas Hull Brown Director of ZEDRA NOMINEES (IOM) LIMITED	26/11/2025
 _____ Sean Patrick Sheridan Director of ZEDRA INTERNATIONAL NOMINEES (IOM) LIMITED	26/11/2025