

**AMENDMENT OF THE ARTICLES OF ASSOCIATION OF THE
NON-PROFIT CIVIL COMPANY UNDER THE CORPORATE NAME**

"BETTER DAYS FOR GREECE – NON-PROFIT CIVIL COMPANY".

(article 2 amendment)

In Mytilene, on this day of 15 January 2020, between the contracting parties:

a) Elena Moustaka of Nikitas, holder of the passport no. E 231283/12-07-2006 issued by the Cypriot Authorities, a resident of Mytilene, holder of the Taxpayer's Registration Number 129699687/Mytilene Public Revenue Office;

b) Andrew-Joseph Foley of Richard, holder of the passport no. PC 3214461/13.01.2010 issued by the Irish Authorities, a resident of Mytilene, holder of the Taxpayer's Registration Number 167374646/Mytilene Public Revenue Office,
the following were agreed and accepted:

1. By an agreement, dated 21-01-2016, between the first contracting party, Elena Moustaka of Nikitas, and Anrika Velychko of Valerij, a non-profit civil company had been founded under the corporate name "BETTER DAYS FOR MORIA – NON-PROFIT CIVIL COMPANY" and the distinctive title "BETTER DAYS FOR MORIA OF LESVOS", with the Mytilene municipal unit (m.u.) as its seat and a non-profit objective, as stated in the above agreement. The company was agreed to be of an indefinite term. Both said founding partners were appointed as managers, representatives and treasurers of the company, having to jointly execute any act of management or representation, with the right to authorize a third party, acceptable by both or either of the two, to perform specific actions in case of impediment.

This Non-Profit Civil Company (N.P.C.C.) was registered in the General Commercial Registry (GEMI, in Greek) on 22-01-2016 (no. 621/2016), under Registration Code Number (K.A.K., in Greek) 541523 and was given the G.E.MI. no. 137626342000 and the Taxpayer's Registration Number 997256772/Mytilene Public Revenue Office.

2. Thereafter, by a private agreement for the amendment of articles of association, dated 30.05.2016, which was likewise registered in GEMI on 13-06-2016 (no. 3775/2016) under Registration Code Number (K.A.K.) 667735, the above articles of association were amended, more specifically, in respect of:

a) art. 1 regarding the company's corporate name, which was thereafter re-named to "BETTER DAYS FOR GREECE - NON-PROFIT CIVIL COMPANY" and with the distinctive title "BETTER DAYS GREECE",

b) art. 7 regarding administration of the company, whereby it was decided that the company's administrators and representatives shall represent the company either jointly or separately, maintaining the right to appoint as administrator a third, mutually acceptable, party with regard to specific acts of administration.

3. Thereafter, by a private agreement for the amendment of articles of association, dated 24.10.2017, which was likewise registered in GEMI on 1-11-2017 (no. 1076949/2017) under Registration Code Number (K.A.K.) 1237929, the above articles of association were amended; more specifically:

a) it was decided for the second contracting party Andrew-Joseph Foley of Richard, to be registered in the company and for Anrika Velychko of Valerij to withdraw from the company. Following this, the company is comprised of the two contracting parties to the present and sole partners.

b) articles 4, 5, 6, 7, 8, 9 and 10 were renumbered to 3, 4, 5, 6, 7, 8 and 9, respectively, due to there, inadvertently, not being an article 3 in the original articles of association.

c) former art. 7, already renumbered to art. 6, regarding administration was amended and, aside from the general rule of the company's administration and representation, either jointly or separately, it was provided that, in respect of an exhaustive list of acts of administration stated thereat, the signature of both partners-administrators shall be required.

Finally, by a private agreement for the amendment of articles of association, dated 18.03.2019, which was likewise registered in GEMI on 29.03.2019 (no. 15305151/2019) under Registration Code Number (K.A.K.) 1713028, article 2 of the articles of association was amended, more specifically, a second indent regarding the possibility of establishing company branches anywhere within the Greek territory was added.

Already, by the present, the contracting parties and sole partners have decided the following:

a) they add the following article regarding the company's liquidation, which has as follows:

"9: COMPANY LIQUIDATION

1. Dissolution of the company is followed by its liquidation. The administrators and representatives of the company at the time of its dissolution, are appointed as its liquidators; however, a single partner or a third party can be appointed by an agreement between the partners.

2. The liquidators are under an obligation to conduct an inventory of the company assets and to pay the company's debts to its creditors. Thereafter, provided all objectives are fulfilled and there is disposable money from donations, this shall be given either to the donors, or to other non-profit civil companies, or to the State".

b) they renumber article 9, headed "AMENDMENTS" into article 10, due to the insertion of article 9 above regarding liquidation.

The original agreement applies in all other respects.

They also decide to amend and codify the company's articles of association, which in their codified form, now more have as follows:

**"ARTICLES OF ASSOCIATION OF THE
NON-PROFIT CIVIL COMPANY UNDER THE CORPORATE NAME
'BETTER DAYS FOR GREECE –NON-PROFIT CIVIL COMPANY'.**

Between the partners: a) Elena Moustaka of Nikitas, holder of the passport no. E 231283/12-07-2006 issued by the Cypriot Authorities, a resident of Mytilene, holder of the Taxpayer's Registration Number 129699687/Mytilene Public Revenue Office and b) Andrew-Joseph Foley of Richard, holder of the passport no. PC 3214461/13.01.2010 issued by the Irish Authorities, a resident of Mytilene, holder of the Taxpayer's Registration Number 167374646/Mytilene Public Revenue, exists and operates a Non-Profit Civil Company that has been registered in GEMI and has been given the G.E.MI. no. 137626342000 and Taxpayer's Registration Number 997256772/Mytilene Public Revenue Office, which is governed by the following terms:

1. CORPORATE NAME: The corporate name of the company is defined and comprised of the phrases 'BETTER DAYS GREECE - NON-PROFIT CIVIL COMPANY' and the distinctive title 'BETTER DAYS GREECE'.

2. REGISTERED SEAT: The seat of the company shall be the Mytilene Municipality (former Lesvos Municipality) and, more specifically, the Mytilene Municipal Unit.

The company shall be able to establish branches-locations, offices and warehouses or agencies anywhere within the Greek territory.

3. TERM: The term of the company is set for an indefinite period of time, which has commenced since the signature of the founding articles of association and exists for as long as the company can fulfil its objective and has the necessary funds and means for that purpose. The partners shall decide on the company's dissolution by majority.

4. RESOURCES: The contracting parties-partners further agree by the present document that they shall contribute to the promotion and attainment of the common, non-profit, objective of the company by their personal work and that an effort shall be made to find resources through any kind of donations, subsidies and funding.

5. It is specifically stated by the present that the company's objective is clearly a non-profit one, (and) per the meaning of the law and for that reason, the company's assets consist in the partners'

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contributions and ordinary or extraordinary assistance and sponsorships from them or third parties (individuals or legal entities). Furthermore, the contracting parties may, inter alia and principally, receive on behalf of the company, for the achievement, promotion and attainment of its objective, money and other subsidies, allowances and aid, of any nature, type and amount, by state or any other form of institutions, especially organizations, societies, associations and bodies.

6. ADMINISTRATORS: Both partners are appointed as administrators, representatives and treasurers of the company; they shall manage the company affairs and represent the company, either jointly or separately. Each of them shall be able to perform any act of administration for the fulfilment of the company objective and to bind the company vis-a-vis any third party (be it an individual or a legal entity), before Courts and any authority in general, except for the following exhaustive list of acts of administrations, in respect of which and only the signature of both partners-administrators shall be required; more specifically, in respect of: a) Issuance and payment of cheques, b) Withdrawal of cash, money instruments, dividends, coupons. It is clarified that an electronic transfer of money from company accounts to those of third parties can be done by either partner, too. c) Issuance, acceptance, endorsement, discount of bills of exchange or promissory notes, d) Loan and credit agreements, e) Receiving loans and making use of credit, f) Granting security interests in movable assets and taking any pledged, g) Granting security interests in immovable property, h) Issuance of letters of guarantee in favor of the company and release from such, i) Conclusion of lease and employment contracts, as well as work contracts, and termination or conclusion of agreements for the termination of the above contracts.

It is expressly agreed that the first of the administrators, Elena Moustaka, alone, even without the consent of the second of the administrators, Andrew-Joseph Foley, shall be able to authorize, either by a private authorization statement, with her signature authenticated by a public authority, or by a notarial power-of-attorney, a third party of her own choice to conclude and sign some or all of the above acts, except for the aforementioned exhaustively listed acts of administrations, where the

signature of one of the co-administrators, Elena Moustaka or Andrew-Joseph Foley, shall be required in addition to that of the third party.



7. NEW MEMBERS: An amendment of the articles of association shall be required in order for a new member to be admitted to the company, on the contracting parties' consensus. Proven assiduity to the company's objective shall be a necessary precondition for a new member's admission to the company.

8. PARTNER'S EXIT:

1. A partner's demise or placement under judicial support shall not cause the company's dissolution, but the partner's exit from the company.

2. Any partner may exit the company by a written statement thereof to the company and the other partners.

3. In case that upon a partner's withdrawal a single partner is left, the company is dissolved if no admission of a new partner is published within a period of two (2) months.

9: COMPANY LIQUIDATION

1. Dissolution of the company is followed by its liquidation. The administrators and representatives of the company at the time of its dissolution, are appointed as its liquidators; however, a single partner or a third party can be appointed by an agreement between the partners.

2. The liquidators are under an obligation to conduct an inventory of the company assets and to pay the company's debts to its creditors. Thereafter, provided all objectives are fulfilled and there are disposable money from donations, this shall be given either to the donors, or to other non-profit civil companies, or to the State.

10. AMENDMENTS: The articles of association are amended only when the partners decide so. Any amendment shall be in writing and shall be vested with the publicity formalities".

In witness of the above, the present was drawn up and is signed as follows:

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THE CONTRACTING PARTIES

Andrew Foley

Elena Moustaka

Accurate translation into English from the Greek language of the attached and legally validated document, which I am legally issuing, confirming that I have sufficient knowledge of the language from and to which I translate, in accordance with Article 36 (2) (b) and (c) of the new Code on Lawyers (Law 4194/2013).

Mytilene, 28/01/2020

The translator lawyer

(Handwritten Signature)
ΝΙΚΟΛΑΟΣ ΔΗΜΗΤΡΙΟΣ Π. ΣΑΒΒΑΣ
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Validated the authenticity of the signature of the Lawyer and member of the law Bar Association of Mytilene ΝΙΚΟΛΑΟΣ ΔΗΜΗΤΡΙΟΣ ΣΑΒΒΑΣ
with number 332

ΜΥΤΙΛΗΝΗ 28-1-2020
The President
(Handwritten Signature)
ΔΗΜΗΤΡΙΟΣ ΒΑΣΙΛΟΥΔΗΣ
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