

**THE DRAFT TERMS OF CROSS-BORDER CONVERSION
IN RELATION TO THE CROSS-BORDER CONVERSION OF
MSD INNOVA GADGETS LIMITED
FROM MALTA TO POLAND**

Dated 31st of March, 2026

DRAFT TERMS OF CROSS-BORDER CONVERSION OF:

MSD INNOVA GADGETS LIMITED, a limited liability company incorporated in Malta bearing company registration number C 62247 and having its registered office at Suite 10, 189 Marina Suites, Marina Street, Pieta, PTA 9041, Malta (the “**Company**”).

WHEREAS:

- A. It is proposed that the Company be relocated from Malta to Poland (the “**Cross-Border Conversion**”) in accordance with Part I of the Cross-Border Conversions of Limited Liability Companies Regulations (S.L. 386.27) (the “**Regulations**”).
- B. Following the Cross-Border Conversion, the Company shall be called **MSD spółka z ograniczoną odpowiedzialnością** and shall be a limited liability company registered under the laws of Poland having its corporate seat in Tychy, Poland, address: ul. Fabryczna 5, 43-110 Tychy, Poland (the “**Converted Company**”).

1. The information to be provided pursuant to Regulation 6 of the Regulations is as follows:

- a) **The legal form and name of the Company and the location of its registered office in the departure jurisdiction.**

The Company's name is **MSD INNOVA GADGETS LIMITED**. It is a private limited liability company registered under the laws of Malta with the Maltese Registrar of Companies (the “**Registrar**”), bearing company registration C 62247 and having its registered office at Suite 10, 189 Marina Suites, Marina Street, Pieta, PTA 9041, Malta.

- b) **The legal form and name proposed for the converted company in destination jurisdiction and the proposed location of its registered office in the said jurisdiction.**

The Converted Company shall be a limited liability company (in Polish: *spółka z ograniczoną odpowiedzialnością*) following its conversion validly existing under the laws of Poland, to be registered under the name **MSD spółka z ograniczoną odpowiedzialnością**, having its registered address at ul. Fabryczna 5, 43-110 Tychy, Poland.

- c) **The instrument of constitution of the company in the destination jurisdiction, where applicable, and the statutes if they are contained in a separate instrument.**

As part of the Cross-Border Conversion, a revised version of the Articles of Association, prepared in accordance with Polish law will be adopted and will become effective upon the completion of the Cross-Border Conversion, and which will substitute the current Memorandum & Articles of Association in order to reflect the requirements of Polish law. A draft of the revised Articles of Association is attached to these Draft Terms of Cross-Border Conversion, marked as Annex I (the “**Revised M&As**”).

d) The proposed indicative timetable for the Cross-Border Conversion.

The proposed indicative timeline for the completion of the Cross-Border Conversion is as follows:

- (i) The Company shall file these Draft Terms of Cross-Border Conversion (the “**Draft Terms**”) with the Registrar soon after their adoption by the board of directors of the Company. Together with the Draft Terms, the Company shall also submit to the Registrar all other relevant documentation required by Regulation 10(1)(b) and Regulation 10(1)(c) of the Regulations. Upon being satisfied that the requirements of Regulations 6 and 10 have been complied with, the Registrar will register such documentation, and cause without delay a statement to be published in accordance with Regulation 10(2) and a notice in accordance with Regulation 10(6) of the Regulations.
- (ii) Upon the lapse of one (1) month from the publication of the statement referred to in para. (d)(i) above, the shareholder of the Company shall by means of an extraordinary resolution decide whether to approve the Cross-Border Conversion and these Draft Terms and whether to adopt the Revised M&As.
- (iii) If these Draft Terms are approved and the Revised M&As adopted in accordance with Regulation 11 of the Regulations, the extraordinary resolutions shall, within a period of 14 days from the date thereof be delivered for registration to the Registrar, who, upon being satisfied that the requirements of Regulation 11 of the Regulations have been complied with, shall register the same and cause without delay a statement to be published in accordance with the provisions of Regulation 14 of the Regulations.
- (iv) Upon the lapse of one (1) month from the publication referred to in para. (d)(iii) above and provided that no contestation by any interested party is made in terms of Regulation 15 of the Regulations, the Company shall submit to the Registrar an application in the prescribed form to obtain a pre-conversion certificate together with such other documentation as is required by Regulation 17(2) of the Regulations.
- (v) Upon receipt of the application referred to in para. (d)(iv) above, the Registrar shall proceed to examine such documentation and information received in accordance with the provisions of Regulation 18 of the Regulations and shall, saving the exceptions set out in the Regulations, complete such review and issue the pre-conversion certificate within a period of three (3) months from the date of receipt of such application. Provided, however, that no such certificate shall be issued prior to the lapse of three (3) months from the date of publication referred to in para. (d)(i) above.
- (vi) Following the issuance of the pre-conversion certificate by the Registrar, the Company shall proceed to satisfy all formalities required under the laws of Poland for the registration of the Company in the said jurisdiction, based on the provisions of the Act of 15 September 2000 Commercial Companies Code (the “**CCC**”) which consist of:
 1. submission of the application to register the Converted Company as a result of the Cross-Border Conversion accompanied by (1) the pre-conversion certificate issued by the Registrar; (2) the Draft Terms; (3) the Company shareholder’s extraordinary resolution on approval of the Cross-Border Conversion, the Draft Terms and the Revised M&As; (4) other corporate documents, which are required under Polish law to register a limited liability

company – Art. 580¹⁴ in connection with Art. 555 § 1 in connection with Art. 577 and Art. 580¹ of the CCC and

2. registration of the Converted Company by the Polish National Court Register (in Polish: *Krajowy Rejestr Sądowy*) – Art. 552 in connection with Art. 577 and Art. 580¹ of the CCC and
3. submission of the application to announce the Cross-Border Conversion in the official gazette for publishing of information for the Polish companies (in Polish: *Monitor Sądowy i Gospodarczy*) – Art. 570 in connection with Art. 577 in connection with Art. 580¹ of the CCC and
4. announcement of the Cross-Border Conversion by the official gazette for publishing of information for the Polish companies – Art. 570 in connection with Art. 577 and Art. 580¹ of the CCC.

(vii) Immediately upon the Converted Company being registered in Poland, the Registrar shall be notified by the Polish National Court Register of the effective date of the Cross-Border Conversion and shall cause without delay a notice to be published in accordance with Regulation 20 of the Regulations indicating that the Cross-Border Conversion has been completed and that the Company shall be struck-off the register in Malta.

e) The rights conferred by the converted company on members enjoying special rights or on holders of securities other than shares representing the company capital, or the proposed measures concerning them.

The Company has no members enjoying special rights or holders of securities other than shares representing the capital of the Company. Thus, there will be no rights or proposed measures conferred by the Converted Company.

It is expected that the sole shareholder of the Company will continue, based on the Polish law, to enjoy the same rights once the Cross-Border Conversion becomes effective.

f) Any safeguards offered to creditors, such as guarantees or pledges

The Company will not provide any safeguards such as guarantees or pledges since it currently does not have any creditors other than its professional service providers.

g) Any special advantages granted to members of the administrative, management, supervisory or controlling bodies of the Company.

There are no special advantages being granted to members of the administrative, management, supervisory or controlling bodies of the Company.

h) Whether the Company received any incentives, or subsidies in Malta, as the departure jurisdiction, in the preceding five (5) years.

The Company did not receive incentives or subsidies in Malta during the five (5) years preceding this Cross-Border Conversion.

i) Details of the offer of cash compensation for members in accordance with regulation 12 of the Regulations.

Since the Company is a single-member company, there is no circumstance where cash compensation might be required in accordance with regulation 12 of the Regulations. For this reason, no offer of cash compensation, nor any cash compensation, is being made.

- j) **The electronic address intended to be used by members for the purposes of exercising their right in the departure jurisdiction in accordance with regulation 12(2).**

In the light of the reasoning provided in section (i) above, an electronic address will not be required for the purposes of regulation 12(2) of the Regulations.

- k) **The likely repercussions of the cross-border conversion on employment.**

The Cross-Border Conversion will not have any effect on employment as the Company does not have any employees, and shall not employ any persons prior to the completion of the Cross-Border Conversion.

The Cross-Border Conversion will also not impact the employment of individuals engaged by the Company's subsidiaries. Following the conversion, the Converted Company shall ensure that all necessary actions and formalities in each jurisdiction, if applicable, in which its subsidiaries operate are duly satisfied.

- l) **Where appropriate, information on the procedures by which arrangements for the involvement of employees in the definition of their rights to participation in the converted company are determined.**

Since the Company has no employees, no employee participation arrangements as referred to in regulation 6(1)(l) of the Regulations are required.

2. Other Matters

A Directors' report, in terms of Regulation 7(5) of the Regulations, will be prepared by the Company for the purposes of the Cross-Border Conversion.

The examination of the Draft Terms by the independent expert, or an independent expert report in terms of Regulation 9 of the Regulations, will not be required since the Company is a single member company.

The terms and conditions governing the rights of creditors, employees, and shareholder can be obtained free of charge using following website: <https://www.rrobotics.co>.

3. Annexes

Annexes form an integral part of these Draft Terms.

4. Effective Date of Cross-Border Conversion

The effective date of the Cross-Border Conversion shall be such date as notified by the Polish National Court Register to the Maltese Registrar.

In view of the foregoing, and provided that all the formalities in terms of the Regulations as well as under the laws of Poland as the destination jurisdiction are satisfied, the Company shall by virtue of a Cross-Border Conversion be converted into the Converted Company, without being dissolved, wound-up or liquidated and shall, with effect from the effective date of the Cross-Border Conversion, be struck off the company register in Malta in accordance with the provisions of regulation 20 of the Regulations.

5. Applicable Law

These Draft Terms are governed by the Laws of Malta.

These Draft Terms of Cross-Border Conversion are signed by the Company's sole director on the 31st of March, 2026.

A handwritten signature in blue ink, consisting of several overlapping loops and curves, positioned above a horizontal line.

Mr Matthew Paris
Director

Annex 1
Revised M&As

ARTICLES OF ASSOCIATION OF A LIMITED LIABILITY COMPANY

§ 1.

Establishment of the Company

The party appearing on behalf of the represented foundation establishes a limited liability company, hereinafter referred to as "**Company**" as a result of the cross-border conversion of MSD INNOVA GADGETS LIMITED, a limited liability company with its registered office at Suite 10, 189 Marina Suites Marina Street, Pieta' PTA 9041, Malta, registered in the Maltese business register under number C 62247.

§ 2.

Name and registered office

1. The company operates under the name: **MSD spółka z ograniczoną odpowiedzialnością.**
2. The Company may use the abbreviated designation: **MSD sp. z o.o. or MSD spółka z o.o.**
3. The registered office of the Company will be Tychy.

§ 3.

Term of the Company

The term of the Company will be indefinite.

§ 4.

Objects of the Company

1. The objects of the Company will be any profit-oriented business activities, in Poland and abroad, conducted on own account and on an agency basis, pertaining to the following according to the PKD 2025 classification:
 - 1) PKD 70.10.A – Activities of head offices;
 - 2) PKD 70.10.B – Activities of shared service centres;
 - 3) PKD 68.11.Z – Purchase and sale of real estate on own account;
 - 4) PKD 68.20.Z – Rental and management of own or leased real estate;
 - 5) PKD 55.90.Z – Other accommodation;
 - 6) PKD 68.31.Z – Real estate brokerage;
 - 7) PKD 68.32.A – Activities related to property valuation;
 - 8) PKD 68.32.B – Activities related to property management performed on commission;
 - 9) PKD 68.32.C – Other activities related to real estate services performed on commission, not classified elsewhere;
 - 10) PKD 64.22.Z – Activities of companies obtaining financing for other entities;
 - 11) PKD 64.92.B – Other forms of lending, not classified elsewhere;
 - 12) PKD 64.99.Z – Other financial service activities, except insurance and pension funding, not classified elsewhere;
 - 13) PKD 70.20.Z – Business and other management consultancy activities;
 - 14) PKD 74.99.Z – All other professional, scientific and technical activities not classified elsewhere;
 - 15) PKD 85.59.B – Courses and training related to acquiring knowledge, skills and professional qualifications in non-school forms;
 - 16) PKD 85.59.D – Other out-of-school forms of education, not classified elsewhere;
 - 17) PKD 63.92.Z – Other information service activities;
 - 18) PKD 82.99.B – Business support activities not classified elsewhere.
- The Company imports and exports goods and services in the above-mentioned extent.

2. Whenever any of the above types of activities requires a notification, permission, consent, concession, licence, confirmation, entry, registration or decision in any form from an appropriate state administrative body or the fulfilment of any requirements stipulated by law, the Company will undertake such activities only after such decision has been obtained or after such requirements have been fulfilled.
3. The Company will operate in the Republic of Poland and abroad.
4. Within the scope mentioned in sec. 1 above, the Company may open and operate in the Republic of Poland and abroad its branches, agencies and representative offices as well as other organisational units.
5. The Company may hold shares in other business entities and establish and join any business organisations operating in the Republic of Poland and abroad.

§ 5. Share capital

1. The Company's share capital amounts to PLN [5,000] ([five thousand zlotys 00/100]) and is divided into [100] ([one hundred]) equal and indivisible shares with a nominal value of PLN 50 (fifty zlotys) each.
2. The shareholders may hold more than one share. Each share entitles one vote at a Shareholders Meeting.
3. The shares in the Company's share capital, as a result of a cross-border conversion of MSD INNOVA GADGETS LIMITED limited liability company with its registered office at Suite 10, 189 Marina Suites Marina Street, Pietà' PTA 9041, Malta, registered in the Maltese business register under number C 62247, were subscribed by **Garda Foundation**, a foundation operated under Liechtenstein law, registered under number FL-0002.737.731-1, with its registered office in c/o FIRST ADVISORY TRUST REG., Wuhrstrasse 6, 9490 Vaduz, Liechtenstein, sole shareholder of the company being converted and covered in full by the assets of the above mentioned converted company.
4. The share capital of the Company may be increased by raising the nominal value of the existing shares as well as by creating new ones.
5. The newly created shares may be covered by contributions in cash or in kind.
6. The shareholders may, by adopting a resolution to amend the Articles of Association, increase the share capital by appropriating for this purpose funds from the supplementary capital or reserve capitals (funds) created from the Company's profits (increase in share capital from the Company's funds). In such a case the new shares will belong to shareholders in proportion to their existing shares and will not be subject to acquisition.
7. The share capital may be increased by virtue of an appropriate resolution of the Shareholders Meeting.
8. The share capital of the Company may be increased up to PLN 15,000,000 (fifteen million zlotys 00/100) by virtue of an appropriate resolution of shareholders within the period ending on 31 December 2031 without any amendment of the Articles of Association.

§ 6. Loans and additional payments

1. The Company may raise loans from its shareholders.
2. The Shareholders Meeting may oblige shareholders to contribute additional payments to the Company totaling no more than 100,000 (one hundred thousand) times the value of shares at the time of adoption of the resolution regarding making of additional payments.
3. The amounts of and dates for the additional payments to be contributed will be determined each time by a resolution of a Shareholders Meeting.
4. The rules and dates for refunds of additional payments will be determined by a resolution of a Shareholders Meeting adopted in accordance with the Commercial Companies Code.

§ 7.
Redemption of shares

1. The shares in the share capital of the Company may be redeemed from the share capital or from net profit without decreasing the share capital. The Company may acquire its own shares for the purposes of redemption.
2. The redemption of shares is decided by the appropriate resolution of a Shareholders Meeting.
3. The shares may be redeemed without compensation, subject to shareholder's consent.

§ 8.
Profit distribution

1. The net profit of the Company may be wholly or partially excluded from distribution among shareholders and appropriated for purposes determined in a resolution of a Shareholders Meeting.
2. The Shareholders Meeting may establish and liquidate reserve capitals (funds).
3. The Shareholders Meeting may make decisions regarding supplementation of reserve capitals (funds).
4. The Management Board may pay shareholders an advance payment on account of anticipated dividend for the financial year, if the Company has sufficient funds for the payment.

§ 9.
Governing bodies of the Company

The governing bodies of the Company are:

- the Shareholders Meeting and
- the Management Board.

§ 10.
Shareholders Meeting

1. The Shareholders Meetings are held at the registered office of the Company or, with the written consent of all the shareholders, at other locations in the Republic of Poland.
2. The Shareholders Meeting may be ordinary or extraordinary.
3. The Management Board calls an ordinary Shareholders Meeting within six months following the end of each financial year.
4. The following matters will require resolutions of Shareholders Meetings or, when allowed by provisions of law, resolutions of Shareholders without a meeting:
 - a) amendment of the Articles of Association, merger, division and transformation of the Company;
 - b) examination and approval of the Management Board's activity report on the operations of the Company, financial statements for the past financial year and acceptance of the performance of duties within the financial year by members of the Management Board;
 - c) distribution of profit, retaining profit within the Company and covering losses;
 - d) taking decisions relating to claims for repair of damage caused by the establishment of the Company, its management or supervision;
 - e) selling or leasing of the Company's enterprise or its organised part and creation of the limited property rights in rem thereon;
 - f) increase or decrease of the share capital;
 - g) setting up, supplementing or liquidating reserve capitals (funds);
 - h) appointment and dismissal of an auditor to review the Company's financial statements;

- i) appointment and recall of members of the Management Board (except for members of the first Management Board appointed by the Company's sole Shareholder) and determination of their remuneration;
 - j) appointment and recall of a proxy to represent the Company in agreements and disputes between the Company and Management Board members;
 - k) making additional payments and reimbursement of additional payments;
 - l) decisions on redemptions of shares and on conditions of such redemptions;
 - m) dissolution or liquidation of the Company or transfer of its registered office abroad;
 - n) entering by the Company, before two years have expired from the registration of the Company, into any contract for acquisition of real estate, interest or fixed assets for a price exceeding one fourth of the share capital, but not less than PLN 50,000 (fifty thousand zlotys);
 - o) all matters reserved by these Articles of Association or by provisions of law to a Shareholders Meeting.
5. Resolutions of Shareholders Meetings are not required for:
- a) disposing of a right or contracting an obligation to make a performance of a value in excess of twice the share capital and therefore the provisions of Article 230 of the Commercial Companies Code are not applicable, with the reservation of point 4 letter n) of this paragraph;
 - b) acquisition and transfer of real estate, perpetual usufruct or share in real estate or perpetual usufruct and therefore the provisions of Article 228 point 4 of the Commercial Companies Code are not applicable, with the reservation of point 4 letter n) of this paragraph.

§ 11. Adoption of resolutions

1. The Shareholders Meeting is able to adopt binding resolutions, provided that all the Shareholders were properly informed and where at least 50% of the share capital of the Company is represented at the Meeting.
2. Unless the Commercial Companies Code provides more stringent conditions, the resolutions will be adopted by an absolute majority of votes cast.
3. Where the entire share capital is represented at the Shareholders Meeting, the Meeting will be entitled to make binding resolutions even if the Meeting was not formally convened, unless those present at the Meeting have objected to the meeting being held or the inclusion of certain matters on the agenda.
4. Resolutions of shareholders may be adopted without convening a Shareholders Meeting if all the shareholders consent in writing to the resolution to be adopted or to voting in writing, unless otherwise provided in the Commercial Companies Code.

§ 12. Management Board

1. The Management Board conducts the affairs of the Company and represents the Company.
2. A Management Board member's right to represent the Company encompasses all court and out-of-court actions of the Company.
3. The Management Board will consist of one or more members appointed and recalled by a Shareholders Meeting, where the first Management Board Members are appointed by the sole shareholder of the Company. Each member of the Management Board will be appointed for an indefinite period of time. The application of Article 202 § 1, 2 and 6 of the Commercial Companies Code is excluded.
4. In the resolution, the Shareholders Meeting may indicate the member of the Management Board who is to serve as the Chairman of the Management Board.
5. The Shareholders Meeting will have a right to recall or suspend any Management Board members at any time.

6. Each member of the Company's Management Board has a right to represent the Company solely.
7. Management Board may adopt resolutions also without meeting, in the circulation way.

§ 13.

Accounts of the Company

1. The registers, account books and documents of the Company will be maintained in accordance with the rules and requirements provided in Polish law and with requirements of professional activity.
2. The financial year of the Company is the same as the calendar year.
3. The first financial year of the Company will end on 31 December 2026.
4. Each year, by the end of three months following the end of the financial year, the Management Board will prepare the annual financial statements to be signed by all members of the Management Board. Absence of any signature will require justification.

§ 14.

Liquidation, miscellaneous

1. The Company will be dissolved following liquidation proceedings.
2. If the Company is subject to liquidation, the liquidation proceedings will be conducted by a liquidator. Unless otherwise provided in a resolution of a Shareholders Meeting, the liquidator will be a member of the Management Board.
3. After creditors have been satisfied or secured, the remaining property will be distributed among shareholders in proportion to their shares.
4. Provisions of the Commercial Companies Code will apply to matters not specifically provided for in this Act.