

THE COMPANIES ACT
OF THE LAWS OF GIBRALTAR

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

“PCG Entertainment Public Limited Company”

1. The name of the company is **“PCG Entertainment Public Limited Company**
2. The registered office of the company will be situate in Gibraltar.
3. The objects for which the company is established are:
 - (A) To carry on the business of a holding and investment company and for that purpose to acquire hold sell and otherwise in any manner deal with either in the name of the company or in that of any nominee, shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any Government, sovereign ruler, commissioners, public body or authority supreme, dependent, municipal, local or otherwise in any part of the World.
 - (B) To carry on the business of acquiring by purchase or otherwise and holding as an investment, inventions, patents, trade marks, trade names, trade secrets, designs and the like.
 - (C) To guarantee support or secure, whether or not the company receives any consideration or advantage (direct or indirect) and whether by personal obligation or covenant or by mortgaging charging assigning pledging or granting liens over all or any part of the property undertaking assets and rights (present and future) and uncalled capital of the company or by any one or more of such methods, any liabilities of and the performance of any obligations or commitments and the payment of any monies (whether principal interest premiums dividends or without limitation otherwise) by any person firm unincorporated body or company, including but not limited to any company which is for the time being a holding

company or a subsidiary of the company or another subsidiary of any such holding company or otherwise associated with the company.

- (D) To carry on business and act as general merchants, commission agents, traders, wholesalers, retailers, and to import, export, buy, sell, manufacture, barter, exchange, pledge, hire, make advances upon or otherwise deal in all kinds of goods, produce, commodities, apparatus machinery, articles and merchandise and either as principals or agents.
- (E) To carry on business of managers, operators, charterers, agents, forwarding agents, warehousemen and owning, selling, repairing, building all types of ships, aircraft and road transport.
- (F) To carry on the business of an investment trust company and a property holding company and to undertake and transact all kinds of trust, management, consultancy, servicing, and agency business.
- (G) To carry on business as travel and tourist agents transport and haulage contractors, insurance and reinsurance brokers and agents, managers and consultants.
- (H) To carry on business as property owners, estate agents, property developers, civil construction, mechanical and electrical engineers and building and electrical contractors, architects, quantity surveyors, construction designers and project managers.
- (I) To carry on business as carriers by air, sea, road and otherwise.
- (J) To carry on business of forwarding agents and warehousemen and owners, operators and charterers of all types of vessels, aircraft and road transport.
- (K) To enter into any joint venture, partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any person, firm, or company and to subsidise or otherwise assist any person, firm or company.
- (L) To carry on any or all of the businesses of management, personnel and business consultants and advisers.
- (M) To employ, train and exploit the services of directors, executives, staff and personnel of all kinds.
- (N) To act as advisers and consultants in trade development, shipping and transportation, efficiency technique, business, office and works management studies, motor vehicle ownership, public and personnel advertising, marketing, sales promotion, and product design in relation to all types of commercial and manufacturing

undertakings and technical, economic and financial matters affecting commerce and industry.

- (O) To perform all duties of a secretarial nature, including direct mail services, typing, shorthand, duplicating, translating, instructing, and advising on all matters of office equipment and supplies, to carry on all types of schools and colleges and to provide training in all branches of secretarial work.
- (P) To carry on business as newspaper and magazine proprietors, printers, publishers, and operators and as advertising agents and as journalists.
- (Q) To carry on business as office system specialists, business system organisers, business transfer agents, publicity experts, consultants, agents and contractors, hire purchase financiers and consultants, industrial bankers, manufacturers, designers, repairers of and dealers in stationery, office equipment, machinery and appliances, materials and supplies every description.
- (R) To act as business managers, business contractors and representatives, rates adjusters, directors, registrars, auditors, accountants, secretaries, managers, officers, arbitrators, nominees, trustees, executors, settlors, administrators and sureties, commission and general agents; and to arrange business and professional partnerships.
- (S) To enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this company is a member or which are in any manner controlled by or connected with this company.
- (T) To carry on business as hotel, hostel, tavern, night club, restaurant and bar owners and operators and to carry on all types of catering business and to transact business as victuallers.
- (U) To carry on business in mining and quarrying and exploration for metals, minerals, fossil fuels and precious stone of all kinds and their preparation for sale or use.
- (V) To carry on business as bankers, capitalists and financiers in all their aspects.
- (W) To carry on the business or businesses whether together or separately of proprietors and operators of amusement parks, recording video films and other studios.

- (X) To carry on business as proprietors, promoters, organisers and managers of all kinds of entertainments, sports, recreations and amusements, whether indoor or outdoor, including funfairs, exhibitions, sideshows and games, competitions, tournaments, concerts, cinematograph, video and television performances, stage and variety shows, aquatic and equestrian events, pyrotechnic, aerial and spectacular displays, dancing, skating, circuses, and other forms and types of like enterprises generally.
- (Y) To carry on the business of an entertainment company in all its branches and to undertake the commercial exploitation of the name, reputation, talents and services of any person, persons or company in all parts of the world.
- (Z) To carry on in all their branches all or any of the businesses of representatives and promoters of and business managers for film stars, sportsmen, singers, writers, authors, composers, television radio and recording celebrities, journalists, sports writers, radio, stage, screen recording and entertainment personalities, commentators, publicists, and other person prominent in the world of entertainment, sport and literary circles.
- (AA) To acquire, undertake or carry on any other business which may seem to the company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the company's rights, undertakings or property or otherwise suitable for the purposes of the company and to undertake and transact all kinds of business which an ordinary individual may legally undertake.
- (BB) To purchase, take on lease or in exchange, hire or acquire any land, buildings, machinery, plant, inventions, rights, easements and licences or any other real or personal property including any business and rights or privileges.
- (CC) To erect, construct, pull down, alter, rebuild, improve, manage, develop or maintain any messuage, mills, works, factories, warehouses, wharves, roadways, tramways, railways, branches and sidings and other works, buildings and conveniences which may be deemed expedient for the purposes of the company and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
- (DD) To purchase, register, take in exchange or by any means acquire or otherwise deal with any patent rights, trade marks, brevets d'invention, licences, privileges, business, property and liabilities of any person or company whereby the objects and interests of the company may be further extended and carried out and to work or use any of the inventions or privileges so acquired.

- (EE) To indenture, engage or otherwise contract with handicraftsmen and other workmen skilled or unskilled.
- (FF) To promote any other company for the purpose of acquiring all or any of the property, rights and liabilities of this company or for any other purpose which may seem capable of advancing, directly or indirectly the objects or interest thereof and to take or otherwise acquire and hold shares in any such company and to guarantee the payment of any debentures or other securities issued by any such company, and to hire, let, sell, dispose of or grant rights over all or any property or undertaking of this company or any part thereof for such consideration as the company may think fit and in particular for shares, debentures or securities of any other company, having objects altogether or in part similar to those of this company.
- (GG) To amalgamate or unite and absorb into the company any other company or association or the members of any other company or association for objects similar, analogous or subsidiary to any of the objects of this company, or to carry on any business capable of being conducted so as directly or indirectly to benefit this company.
- (HH) To enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any company or person or with any employee of the company including in such case if thought fit the conferring of a participation in the management of its directorate, or with any company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the company and to give to any company or person special rights and privileges in connection with or control over this company and in particular the right to nominate one or more directors of this company and to lend money to guarantee the contract of, or otherwise assist any such company and to take or otherwise acquire shares or securities of any such company and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (II) To pay out of the funds of the company all expenses which the company may lawfully pay for or incident to the formation, registration and advertising of or raising money for the company and the issue of its capital, or assisting any issuing house or firm or person either issuing or purchasing with a view to issue all or any part of the company's capital in connection with the advertising or offering the same for sale or subscription including brokerage and commissions for obtaining applications for or taking, placing or undertaking or procuring the underwriting of shares, debentures or debenture stock and to apply at the cost of the company to government for any extension of the company's powers.
- (JJ) To sell, improve, manage, develop, lease, mortgage, charge, dispose of or otherwise deal with all or any of the lands, plant,

machinery, goodwill or any other property of the company and rights interest and privileges therein and to distribute or divide in specie or kind among the members of the company the whole or any portion of the assets or property of the company for the time being and in particular any shares, debentures, debenture stock or securities of other companies belonging to this company or of which the company may have the power of disposing.

- (KK) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise that may seem conducive to the company's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the company may think it desirable to obtain and to carry out, exercise and to comply with any such arrangements, rights, privileges and concessions.
- (LL) To invest the monies of the company not immediately required upon such securities and investments and in such manner as may from time to time be determined including the debentures of this company.
- (MM) To borrow money in any currency and without limit, either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage, charge, pledge or other security whatsoever on the undertaking or on all or any of the assets present or future of the company including uncalled capital.
- (NN) To enter into arrangements with others, in connection with or relating to borrowings by the company, to facilitate the matching of the company's income and liabilities, and to receive money on deposit and generally (but without limitation to the foregoing) to act as bankers.
- (OO) To receive money on deposit upon such terms as the company may approve.
- (PP) To secure or guarantee by mortgages charges or in any other manner whatsoever the performance discharge or payment of any contract obligation liability or moneys of the company or of any other person firm corporation or unincorporated body.
- (QQ) To lend or advance money to any person, persons, firm, or company with or without security.
- (RR) To draw, make or endorse, accept and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (SS) To establish, maintain and work branches or agencies in any part of the world in connection with the business of the company or any part thereof.

- (TT) To remunerate any person, firm or company rendering services to this company whether by cash payment or by the allotment to him or them of shares or securities of the company credited as paid up in full or in part.
- (UU) To purchase, subscribe for either absolutely or conditionally or otherwise acquire in any manner whatsoever and hold and deal with shares, stock, debentures, debenture stock or other securities in or of any company or undertaking.
- (VV) To establish and maintain or procure the establishment and maintenance of any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and to make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments whether in money or moneys worth to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company or who are or were at any time directors or officers of the company or of any such other company as aforesaid, or any persons in whose welfare the company or any such other company as aforesaid is or has been at any time interested, and the wives, husbands, widows, widowers, families and dependants of any such persons.
- (WW) To establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid.
- (XX) To subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (YY) To support or subscribe to any charitable or public object and to pay any institution, society or club which may be for the benefit of the company or its employees, or the employees of its predecessors in business or may be connected with any town or place where the company carries on business, to give pensions, gratuities or charitable aid to any person who may have served the company or its predecessors in business, or to the spouses, children or other relatives of such person, to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any person employed by the company or by its predecessors in

business and to subsidise or assist any association of employers or employees or any trade association.

- (ZZ) To give any property of the company (whether real or personal) to any person or persons firm corporation or unincorporated body as a gift and generally to gift any real or personal property of the company.
- (AAA) To take all necessary or proper steps in government with any executive or legislative council or with the authorities national, local, municipal or otherwise of any place in which the company may have interests and to carry on an negotiations or operations for the purpose of directly or indirectly carrying out the objects of the company, of effecting any modifications in the constitution of the company or furthering the interests of its members.
- (BBB) To oppose any such steps taken by any other company, firm or persons which may be considered likely, directly or indirectly, to prejudice the interests of the company or its members.
- (CCC) To establish, grant and take up agencies in any part of the world and to act as agents of companies carrying on all classes or kinds of insurance business.
- (DDD) To do all such other things as the company may deem conducive to the carrying on of the company's business, either as principals or agents and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the company may think fit.
- (EEE) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others and either directly or through agents or attorneys to procure the company to be registered or recognised in any country or place.
- (FFF) To distribute any of the property of the company in specie among the shareholders.
- (GGG) To amalgamate with any other company having objects altogether or in part similar to those of this company.
- (HHH) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (III) The company may do all such things as are lawful to be done by a company registered under the Companies Act subject only to any specified restrictions on that power contained in this Memorandum of Association.

And it is hereby declared that words denoting the singular number only shall include the plural number and vice versa and words denoting the masculine gender only shall include the feminine also and vice versa and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph be regarded as independent objects and in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the company.

4. The liability of the members is limited to the amount (if any) for the time being unpaid on the shares held by each of them respectively.
5. The authorised share capital of the company is GBP3,000,000 divided into 3,000,000,000 shares of GBP0.001 each with power to divide the shares in the capital for the time being into several classes and with power to increase the capital and to issue any of the shares in the capital, original or increased, and convert into any denomination and currency, with or subject to any preferential, special or qualified rights or conditions as regards dividends, repayment of capital voting or otherwise.