


## FORM OF CONSTITUTION OF PRIVATE COMPANY LIMITED BY SHARES

### CONSTITUTION OF

[name of company as below]

1. The name of the company is : **SOUNDREEF LIMITED**
2. The company is a private company limited by shares, registered under Part 2 of the Companies Act 2014
3. The liability of the members is limited.
4. The share capital of the company is divided into shares of EUR 1 each.
5. Supplemental Regulations (if any)

We the several persons whose name and addresses are subscribed, wish to be formed into a company in pursuance of this constitution, and we agree to take the number of the shares in the capital of the company set opposite our respective names.


Name, Addresses and Descriptions of Subscribers	Shares taken by each Subscriber
Name: Soundreef SpA	Number: 100
Address: Via del Lauro 14, Milano (MI), 20121, Italy	Class: Ordinary
Description: Body Corporate Registered Abroad	
Signature 	
Total shares taken:	100

As appropriate: signatures in writing of the above subscribers, attested by witness as provided for below; or authentication in the manner referred to in section 888.

Dated the 8<sup>th</sup> day of FEBRUARY 2021

Witness to the above Signatures:

[IN BLOCK CAPITAL]

  
Name: ALESSIO DE BENEDETTI

Address: VIA CARDUCCI 10, ROME, ITALY

## CONSTITUCIÓN DE SOCIEDAD PRIVADA LIMITADA POR ACCIONES

### CONSTITUCIÓN DE

[Nombre de la sociedad tal y como figura a continuación]

1. El nombre de la sociedad es: **SOUNDREEF LIMITED**
2. La sociedad es una Sociedad privada limitada por acciones, registrada conforme al *Companies Act 2014*, Parte 2.
3. La responsabilidad de los miembros es limitada.
4. El capital social de la sociedad está dividido en acciones de € 1 cada una.
5. Normas complementarias (caso corresponda):

Nosotros, las personas cuyos nombres y direcciones figuran a continuación, deseamos tomar la forma de una sociedad de conformidad con la presentes constitución y aceptamos suscribir el número de acciones del capital social que se indica junto a nuestros respectivos nombres.

Nombre, dirección y descripción de los suscriptores		Acciones suscritas por cada suscriptor	
Nombre:	Soundreef SpA	Numero:	100
Dirección:	via del Lauro 14, Milán (MI), 20121, Italia	Clase:	Ordinaria
Descripción:	Persona jurídica registrada en el extranjero		
Firma	[Firma]		
Total de acciones adquiridas:			100

Según corresponda: firmas escritas de los suscriptores anteriores, certificadas por un testigo según lo dispuesto a continuación; o autenticación en la forma indicada en la Sección 888.

Fecha: 8 de febrero de 2021

Testigo de las firmas anteriores:  
[EN MAYÚSCULAS] [Firma]

Nombre: Alessio De Benedetti

Dirección: via Carducci 10, Roma, Italia

## Form A1 - New Company Incorporation

Companies Act 2014. Application to incorporate a company Section: 22(2)/24

Company Details	
Company Name	SOUNDREEF LIMITED
Registered Address	15 Harcourt Street, Dublin, DUBLIN, Ireland, D02 XY47
Submission Date	09/02/2021
Company Type	LTD - Private Company Limited by Shares
Company Email Address	COSECLondon@verfides.com
Section 137 Bond	No

Place(s) in the State where the company proposes to carry out the activity
15 Harcourt Street Dublin DO2 XY47 Ireland

Central Administration office
15 Harcourt Street Dublin DO2 XY47 Ireland

Appoint Director/Secretary Details	
<b>Appointing Officer : 1</b>	
Relationship Type	Secretary
Entity Type	Body Corporate Registered Abroad
Company Number	
Company Name	STATURA LTD
Address	17 Grosvenor Street London United Kingdom W1K 4QG

Individual who is signing on behalf of the firm	
Name	Paolo Mina

<b>Appointing Officer : 2</b>	
Relationship Type	Director
First Name	Francesco
Last Name	Danieli
Occupation	Company Director
Nationality	Italy
Date of Birth	03/03/1980

Address	78 Capel Road London United Kingdom E7 0JR
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The Director is NOT an EEA Resident

### Appointing Officer : 3

Relationship Type	Director
First Name	Adrian
Last Name	Berwick
Other First Name	Anthony
Occupation	Company Director
Nationality	United Kingdom
Date of Birth	14/02/1959
Address	Viale Cina 13 Formello Italy 00060

The Director is an EEA Resident

### Issued Capital Totals

Currency	Total
Euro(EUR)	100.00

### Issued Capital Breakdown

Currency	Class	Num of Shares	Value Per Share	Total
Euro(EUR)	Ordinary	100	1	100.00

### Subscribers to Memorandum

<b>Subscriber : 1</b>	<b>Subscriber</b>
<b>Subscriber Type</b>	Body Corporate Registered Abroad
<b>Name</b>	Davide Maria D'Atri
<b>Company Name</b>	Soundreef SpA
<b>Registered In</b>	Italy

### Submission Attachments

Type	Description
Constitution	Constitution.pdf

### Verification Details

<b>Signature Method</b>	Signature Page Upload
<b>Signature Type</b>	Director
<b>Person Name</b>	Francesco Danieli
<b>Signature Method</b>	Signature Page Upload
<b>Signature Type</b>	Director
<b>Person Name</b>	Adrian Berwick
<b>Signature Method</b>	Signature Page Upload
<b>Signature Type</b>	Secretary
<b>Company Name</b>	STATURA LTD

<b>Presenter Details</b>	
<b>Presenter Name</b>	dublinfinance@verfides.com(VERFIDES (IRELAND) LIMITED)
<b>Presenter Address</b>	
<b>Presenter Email</b>	dublinfinance@verfides.com

**Presenter:**  
VERFIDES (IRELAND) LIMITED

**Submission Reference Number:**

**Company Name:** SOUNDREEF LIMITED

**A1 - Declaration of compliance and section 24 declaration**

The declaration is an unsworn declaration of compliance with all the legal requirements relating to the incorporation. It is a criminal offence (category 2 offence) pursuant to section 876 of the Companies Act 2014 for a person to knowingly or recklessly deliver a document to the CRO which is false in a material particular.

I  
**Francesco Danieli**

of  
**78 Capel Road, London, E7 0JR**

do solemnly declare that I am a **Director** and that all the requirements of the Companies Acts in respect of the registration of the said company, and of matters precedent and incidental thereto have been complied with and that Form A1 has been completed in accordance with the Notes on Completion of Form A1.

I further declare that the purpose, or one of the purposes, for which the company is being formed is the carrying on by it of an activity in the State and it appears to me that the activity can be classified in accordance with the relevant classification system as follows:

**NACE Code 8299: Other business support service activities n.e.c.**

and that the general nature of the activity is :

I further declare that the place or places in the State where it is proposed to carry on the activity is/are  
**15 Harcourt Street Dublin D02 XY47 Ireland**

and that the place where the central administration of the company will normally be carried on will be  
**15 Harcourt Street Dublin D02 XY47 Ireland**

I further declare that this form has been fully and accurately completed.

Signature of declarant name as at top of page



\_\_\_\_\_ this 9th day of February 20 21.

EEB0A5D1AEB9E1E053B81473486405E2



Presenter:

Consent Page - These documents will be sent back if they are not signed and dated

**I hereby consent to act:**

As **Director** of the aforementioned company and I acknowledge that as Director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law.

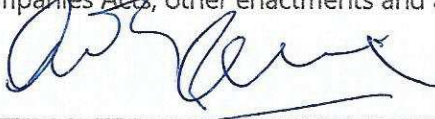


Date 08/02/2021

Signature of Francesco Danieli

**I hereby consent to act:**

As **Director** of the aforementioned company and I acknowledge that as Director I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law.



Date 8/2/2021

Signature of Adrian Berwick

**I hereby consent to act:**

As **Secretary** of the aforementioned company and I acknowledge that as Secretary I have legal duties and obligations imposed by the Companies Acts, other enactments and at common law.

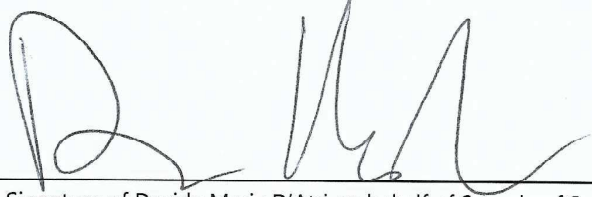


Date 04/02/2021

Signature of Paolo Mina on behalf of STATURA LTD

**Presenter:**

**Subscribers to Memorandum**

A handwritten signature in black ink, consisting of a large, stylized 'D' followed by 'M' and 'A' with a long, sweeping tail.

Subscriber

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Signature of Davide Maria D'Atri on behalf of Soundreef SpA

## SPECIAL RESOLUTION OF THE MEMBERS OF SOUNDREEF LIMITED

**Company Number:** 687983

**Registered office address:** 40 Dame Street, Dublin, D02VA44, Ireland

Dated this, 30 day of 10 2024

### RESOLUTION TO CHANGE THE COMPANY NAME PURSUANT TO SECTION 30 OF THE COMPANIES ACT 2014

#### BACKGROUND

WHEREAS it is deemed in the best interest of the Company and the Members to change the name of the Company from "**Soundreef Limited**" to "**Soundreef International Limited**".

#### RESOLUTION

IT IS HEREBY RESOLVED as a Special Resolution of the Members of **Soundreef Limited** (the "Company") that, pursuant to Section 30 of the Companies Act 2014, the following resolution be and is hereby adopted:

**1. Change of Company Name**

That the name of the Company be changed from "**Soundreef Limited**" to "**Soundreef International Limited**" and that the new name be adopted as the Company's registered name for all purposes, effective upon registration by the Companies Registration Office (CRO).

**2. Authority to Act**

That the Directors of the Company are hereby authorised and instructed to:

- Prepare, sign, and submit the necessary Form G1Q (or any other required documentation) to the Companies Registration Office, together with this Special Resolution, to formally effect the change of name.
- Update all company records, branding, legal documentation, and official communications to reflect the new registered name of the Company.
- Inform any relevant third parties, stakeholders, and authorities of the name change.

**3. Effective Date of Change**

This resolution shall be effective from the date of its passing by the Members, subject to and conditional upon confirmation of the name change by the Companies Registration Office. The change shall take effect from the date on which the CRO issues a new Certificate of Incorporation reflecting the Company's new name.

#### CONFIRMATION OF THE RESOLUTION

This resolution is passed as a Special Resolution in accordance with the provisions of Section 191 of the Companies Act 2014.

**CERTIFICATION**

I, the undersigned, being the Chairperson of the meeting of the Members of Soundreef Limited, hereby certify that the above is a true copy of the Special Resolution duly adopted at a meeting held on 24/10/24 by a majority of not less than 75% of the Members entitled to vote.



**Adrian Anthony Berwick**  
Chairperson of Soundreef Limited

I certify that I am satisfied that this document is an original, duly signed by the person who had lawful authority to sign same  
this 31<sup>st</sup> day of October 2024


Bernard Rea  
Bernard Rea - Notary Public  
Commissioned for Life  
47 Nutley Park, Donnybrook, Dublin 4.



Bernard Rea  
47 Nutley Park, De  
Dublin 4, Ireland.  
Notary Public  
Commissioned for

*Bernard Rea*



APOSTILLE (Convention de La Haye du 5 octobre 1961)			
1. Country: Pays/País:		IRELAND	
This public document Le présent acte public / El presente documento público			
2. has been signed by a été signé par ha sido firmado por		Bernard Rea	
3. acting in the capacity of agissant en qualité de quien actúa en calidad de		Notary Public	
4. bears the seal / stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de		Notary Public	
Certified Attesté / Certificado			
5. at à / en	Dublin	6. the le / el día	01/11/2024
7. by par / por	Department of Foreign Affairs		
8. No sous no bajo el número	3690092024		
9. Seal / stamp: Sceau / timbre: Sello / timbre:	10. Signature: Signature: Firma: 		
<small>This Apostille certifies only the authenticity of the signature, the capacity of the person who has signed the public document and the identity of the seal or stamp which the public document bears. N/A denotes inapplicable information on the document. This Apostille does not certify the content of the underlying document. This Apostille is not valid for use anywhere within Ireland. To verify this Apostille, see <a href="https://authentications.dfa.ie">https://authentications.dfa.ie</a></small>			539321

# Company Printout

CRO COMPANIES REGISTRATION OFFICE  
AN OIFIG UM CHLÁRÚ CUIDEACHTÁI

**Company Number** 687983  
**Company Name** SOUNDREEF INTERNATIONAL LIMITED  
**Company Type** LTD - Private Company Limited by Shares  
**Date Incorporated** 16/02/2021  
**Registered Office** 40 Dame Street  
Dublin  
Dublin 2  
Ireland  
D02 VA44  
**Designation** Normal  
**Date of Designation** 16/02/2021  
**Previous Name(s)** SOUNDREEF LIMITED  
**Last Annual Return** 16/08/2024

We hereby certify that the within has  
been compared with and is a true copy  
of the original

Dated 4th day of June 2025

Cathal N. Young O'Reilly & Co.  
Solicitors & Notaries Public  
1 - 2 Lower Leeson Street Dublin 2

**Next Annual Return** 16/08/2025

Register of Particulars of Charges Including Mortgages Pursuant to Sections 409, 411 and 413 of the Companies Act 2014 in Respect of the Above Named Company. Computerised information for charges may be truncated on this print-out, please refer to the company file or images for complete particulars on Charges. It should be noted that charge notifications that are not realised will be rejected and therefore can leave a gap in the sequential numbering of charges.

**Number of Registered Charges:** 0

**Number of Charge Notifications:** 0

**Cathal Young**  
1-2 Lower Leeson Street, Dublin 2  
Notary Public for the City & County of  
Dublin Ireland Ph: +353 1 6712773

Notary Public



Commissioned for Life

## Charge Details

No Charge Details available

## Directors Special Note

Please note that the information displayed on this printout as to the particulars of the directors and secretary of this company may not be complete or up to date, as there may be unregistered documents which affect the position. Please refer to the list of Documents below, and if necessary, consult the company file or images for full, up-to-date particulars as to the company's officers. If this printout is blank as to officer details, please consult the images of the registered New Company documents

Adrian Berwick Director

Viale Cina 13  
Formello  
Italy  
00060

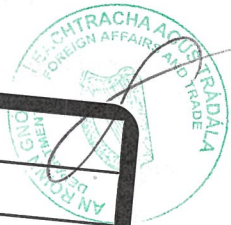
Lucian Matteo Beierling Director



We hereby certify that the within has been compared with and is a true copy of the original

Dated this 5th day of

Cathal N. Young O'Reilly & Co  
Solicitors & Notaries Public  
1 - 2 Lower Leeson Street Dublin 2



APOSTILLE (Convention de La Haye du 5 octobre 1961)			
1. Country: Pays/País:		IRELAND	
This public document Le présent acte public / El presente documento público			
2. has been signed by a été signé par ha sido firmado por		Cathal Young	
3. acting in the capacity of agissant en qualité de quien actúa en calidad de		Notary Public	
4. bears the seal / stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de		Notary Public	
Certified Attesté / Certificado			
5. at à / en		Dublin	6. the le / el día
7. by par / por		05/06/2025	
8. No sous no bajo el número		Department of Foreign Affairs 7623892025	
9. Seal / stamp: Sceau / timbre Sello / timbre:		10. Signature: Signature: Firma:	
<small>This Apostille certifies only the authenticity of the signature, the capacity of the person who has signed the public document, and the identity of the seal or stamp which the public document bears. N/A denotes inapplicable information on the document. This Apostille does not certify the content of the underlying document. This Apostille is not valid for use anywhere within Ireland. To verify this Apostille, see <a href="https://authentications.dfa.ie">https://authentications.dfa.ie</a></small>			544972

Via San Giacomo 14  
Bergamo  
Italy  
24129

Paolo Cassiano Director

Viale delle Pratoline 14  
Anzio  
Italy  
00042

Luigi Iuliano Director

Piazza Piero Puricelli 34  
Rome  
Italy  
00149

**Company Secretary**

STATURA LTD Secretary

17 Grosvenor Street  
London  
United Kingdom  
W1K 4QG

Documents				Date	Date	Date
Status	Scan	Number	Submission	Effective	Received	Registered
Registered	*	SR4612989	Form B10 - Change Director or Secretary Details	21/01/2025	29/01/2025	31/01/2025
Registered	*	SR4612921	Form B10 - Change Director or Secretary Details	21/01/2025	29/01/2025	31/01/2025
Registered	*	SR4612804	Form B10 - Change Director or Secretary Details	21/01/2025	30/01/2025	03/02/2025
Registered	*	SR4320905	Form B10 - Change Director or Secretary Details	20/12/2024	31/12/2024	02/01/2025
Registered	*	SR3894699	Form G1Q: Special Resolution to Change the Company Name	31/10/2024	06/11/2024	07/11/2024
Registered	*	SR3509020	Form B1C - Annual Return General	16/08/2024	20/09/2024	01/10/2024
Registered	*	SR2042116	Form G1 Special Resolution - General	24/10/2023	26/10/2023	15/05/2024
Registered	*	SR1958299	Form B1C - Annual Return General	16/08/2023	21/09/2023	03/10/2023
Registered	*	SR1883453	Form B2: Change of Company Registered Office Address	01/08/2023	07/09/2023	11/09/2023
Registered	*	SR1364575	Form B1C - Annual Return General	16/08/2022	07/10/2022	17/10/2022

Registered	*	SR1034314	Form G1 Special Resolution - General	24/02/2022	28/02/2022	11/10/2022
Registered	*	SR557355	Form B1 - First Annual Return	16/08/2021	30/09/2021	20/10/2021
Registered	*	SR95818	Form A1 - New Company Incorporation	16/02/2021	09/02/2021	16/02/2021

\* Indicates documents have been scanned for the submission

**Submission Status Explanations**

CERTP	CERTIFICATE PRINTED
CERTS	CERTIFICATE SCANNED
DATA	DATA ENTERED
REC	RECEIVED
RECOR	RECORDED
REG	REGISTERED
RETAM	RETURNED AMENDED
SCAN	SCANNED

**End of Particulars**