

**DIRECTORATE: GENERAL COMMERCIAL REGISTRY, PRIVATE COMPANY, GENERAL
PARTNERSHIP,
OTHER LIABLE AND O.S.C.**

DEPARTMENT: INDIVIDUAL, FOREIGN BRANCH AND OTHER LIABLE

Athens, July 6th, 2023

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NOTIFICATION OF

Registration in the General Commercial Registry (G.E.M.I.) and publication on the website of the G.E.M.I., particulars of the Non-profit Civil Company under the name of **"ORGANIZATION FOR THE PROFESSIONAL EMPOWERMENT OF WOMEN, NON-PROFIT CIVIL COMPANY"**, with the distinctive title **"WOMEN ON TOP"** and G.E.M.I. number **146970701000**.

On **July 5th, 2023**, the **27/06/2023 Minutes of the General Meeting of Amendment** of the partners of the Non-profit Civil Company under the name **"ORGANIZATION FOR THE PROFESSIONAL EMPOWERMENT OF WOMEN, NON-PROFIT CIVIL COMPANY"**, with the distinctive title **"WOMEN ON TOP"** and G.E.M.I. number **146970701000** were registered in the General Commercial Registry (G.E.M.I.), under Registration Number **3681499**, in accordance with the provisions of L. 4072/2012 and 4919/2022 as in force, **where it was decided to transfer the registered office of the above Company with simultaneous amendment of Article 2 and renumbering / codification of its Articles of Association.**

On the same date, the entire new text of the Articles of Association together with its amendments was registered in the General Commercial Registry. The new document of the Articles is attached and forms an integral part of this notification.

The Head of the Directorate
[Place of signature and official round stamp]
DIONYSIA GARIOU

The authenticity of this document can be verified at <https://www.businessregistry.gr/> under "Publication".

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E/O.GD.110.03-02

**Private Agreement for the Amendment and Codification of the Articles of Association
of the Non-profit Civil Company under the name of**

"Organization for the Professional Empowerment of Women, Inc."

GEMI 146970701000

In Athens, today on 06-27-2023, the following parties:

1. **Penelope Theodorakakou** of Kyriakos and Panagiota, resident of Athens, 27 Myllerou Street, born in Athens in 1981, ID: AP 541249, Tax ID number: 115741508,
2. **Galini Iliopoulou** of Ioannis and Erasmia, resident of Nea Smyrni, Attica, 45 Sevastia Street, born in Athens in 1978, ID: AI 797575, Tax ID number: 115757936, and
3. **Stella - Georgia Kasdagli** of Christoforos and Vasiliki, resident of Halandri, Attica, 22 Makedonia Street, ID: AM 042273, Tax ID number 103649541, Tax Office of Halandri,

Considering that:

- By virtue of the Private Agreement of 07-12-2018, which was registered at the General Commercial Registry (GEMI) with Entry Code Number 1423512 on 07-13-2018, the first and the second of the contracting parties established a Non-profit Company under the name "Organization for the Professional Empowerment of Women Non-Profit Civil Partnership" and the distinctive title "Women On Top", which received the GEMI number 146970701000.
- By virtue of the Private Amendment Agreement of 10.03.2020 of the aforementioned Non-profit Civil Company, which was registered at GEMI with Entry Code Number 2105486 at 03-13-2020, the aforementioned parties decided a) to admit the third party to the company by increasing the company's capital by an amount equal to the share of each of the partners plus 00.06 for rounding purposes, i.e. by an amount of EUR 300.06, which was paid by the third of the parties as a new partner to the company's fund and consequently the amendment of Article 5 (Capital - Corporate Contribution), b) the change of the persons managing and representing the above company and consequently the amendment of Article 7 (Management - Representation) of the Articles of Association, and c) the codification of the Articles of Association of the above non-profit making civil law partnership.

- By virtue of the private agreement of 06-15-2022 of modification and codification, which was registered at GEMI with Entry Code Number 2893695, the aforementioned parties have decided that after the dissolution of the aforementioned civil non-profit company and the end of the liquidation, any remaining assets will be made available to a charitable foundation or other non-profit organization in Greece or abroad, active in similar sectors.
- Following the above, Articles 5, 7 and 15 have already been amended today
- The decision of 06-27-2023 of the General Assembly for the change of the registered office, the amendment of article 2 of the Articles of Association & the subsequent codification

They agree, enter into and decide as follows:

a. The transfer of the company's headquarters to the Municipality of Papagos - Cholargos and the subsequent amendment of Article 2 of the Articles of Association, which is amended and amended as follows:

Article 2 Headquarters

The company's registered office is the Municipality of Papagos - Cholargos, Attica. The company may establish branches or offices in other areas of Greece.

Subsequently, the aforementioned parties shall codify the Articles of Association, which shall read as follows:

Article 1. Establishment - Name

A civil non-profit company is established under Articles 741 et seq. of the Civil Code, with the name "Organization for the Professional Empowerment of Women Non-Profit Civil Partnership" (hereinafter referred to herein as "Company" for short), and the distinctive title "Women On Top".

The name will be translated into English as follows: "Non-Profit Organization for The Professional Empowerment of Women."

Article 2. Headquarters

The company's registered office is the Municipality of Papagos - Cholargos, Attica.

The company may establish branches or offices in other areas of Greece.

Article 3. Purpose

3.1. The purpose of the company is:

a. The professional development of women, employed, unemployed, self-employed and entrepreneurs.

b. Promoting equal participation of women in the labor market and in decision-making centers.

c. The promotion of principles, policies, and structures for reconciling the professional and personal lives of employees in companies and organizations.

3.2. In order to achieve the objectives referred to in the preceding paragraph, as well as to carry out its activities, the company may, directly or indirectly:

a. organize information presentations;

b. organize seminars, conferences and events;

c. develop, organize and implement educational programs;

d. publish by any means, electronic or printed, information material, scientific articles, writings, etc. on the above topics;

e. carry out scientific research related to the above topics, collect information, carry out studies and present the relevant results;

f. participate in national and international networks of legal entities with similar objectives;

g. design and develop mentoring programs by volunteer mentors;

h. provide consultancy, training and communication services to businesses and organizations wishing to contribute to the promotion of the values of equality, diversity and work/life balance at work;

i. conduct seminars and training activities for individuals and professionals involved in the vocational guidance of adolescents and young adults, as well as for young people themselves who are in a period of decision making about their studies and future careers;

j. design and implement communication campaigns aimed at raising awareness among the public and the competent authorities on women's employment, gender equality at work and work/life balance.

Article 4. Duration

The duration of the Company is set at five years, starting from the date of publication of these Articles of Association in the General Commercial Register (GEMI) until the corresponding date of the year 2023.

If the Company continues its operations after the above date, it shall be deemed to have been extended for an equal period each time.

Article 5. Capital - Corporate Contribution

a. The share capital is set at 900.00 euros and is contributed by the partners as follows:

Penelope Theodorakakou contributes 33.33 % of the capital, i.e., EUR 299.97

Galini Iliopoulou contributes 33.33% of the capital, i.e., EUR 299.97, and

Stella - Georgia Kasdagli contributes 33.34% of the capital, i.e., EUR 300.06.

b. In addition to the above amounts, the partners will also contribute to the company with their personal work, as follows:

Penelope Theodorakakou will contribute to the company by providing communication services,

Galini Iliopoulou will contribute to the company by providing strategic planning services, and

Stella - Georgia Kasdagli will contribute to the company by providing documentation services and research.

c. This corporate contribution (*affectio societatis*) of the partners consists of the unpaid provision of their services to the company for at least 3 hours each per week and constitutes their minimum compulsory contribution to the company, and each partner may, at his discretion, provide unpaid services in excess of the above minimum limits.

Article 6. Resources of the company

1. Apart from the above contributions, the company's resources are:

(a) the net income to be derived from the activity of the company in accordance with the purposes of the company;

(b) any extraordinary contributions from the partners;

(c) the contributions of the new entrant partners;

d) contributions, donations, endowments, sponsorships, and grants, national or community or other subsidies from Partners, third parties, natural or legal persons or the State, legacies or bequests, income from the distribution of printed material, the organization of lectures, conferences, and other events.

2. The purpose of the company is not for profit and therefore there is no distribution of profits between the partners.

Article 7. Management bodies

The bodies that manage and administer the affairs of the company are:

1. The General Assembly of Partners (GA)

2. The Board of Directors (BoD)

Article 8. The General Assembly of the Partners

The General Assembly is the supreme body of the company and is composed of the present contracting parties, the partners.

The Meeting of the partners shall meet at the registered office of the company or anywhere else in Greece and abroad, either spontaneously or at the invitation of one of them.

In the case of an involuntary meeting, a quorum of all the partners is required for the meeting to be valid.

If the meeting is convened by invitation, the invitation must be in writing and must be communicated to all partners at least 5 days before the date of the meeting and must specify the items on the agenda. For the notification of the invitation, it is sufficient to send it by email.

Decisions shall be taken by absolute majority.

Exceptionally, a unanimous decision of the Partners will be required in the following cases:

- a) For the signature of contracts with a financial scope exceeding twenty thousand (20,000.00) euros;
- b) for the withdrawal or transfer of amounts exceeding twenty thousand (20,000.00) euros from the company's bank accounts;
- c) for the issue, acceptance and endorsement of checks with a nominal value of more than twenty thousand (20,000.00) euros;
- (d) for the provision of security over movable property.

The Shareholders' Meeting is the only one competent to decide on any amendment of the Articles of Association, on the dissolution of the company, on the increase of the company's capital, on the discharge of the members of the Board of Directors from any liability and on any matter that does not fall within the competence of the Board of Directors. The Assembly of Partners may dismiss the Board of Directors either in whole or in part. It also elects the replacement of a member of the Board, who has resigned in any way.

Minutes shall be kept for the decisions taken, which shall then be signed and entered in the relevant book of Minutes of the General Assembly.

Article 9. Board of Directors

The Board of Directors implements the decisions of the General Meeting of the partners, informs, recommends to the General Meeting, and manages the company.

The Board of Directors is elected by the General Assembly of the Partners and consists of five (5) members, with a three-year term of office.

The elected members of the Board of Directors within ten (10) days of their election, shall meet in a special meeting, spontaneously or at the invitation of the eldest of the elected members, and shall be constituted as a body and elect the President.

The Board of Directors shall hold extraordinary meetings whenever necessary, convened by its President. The Board of Directors is quorate and meets validly when at least three (3) members are present or represented. Board members may be represented only by another member of the Board, only with written authorization.

Decisions of the Board of Directors shall be taken by a majority of the members present or represented, except for matters where the Statutes provide for a qualified majority.

The Board of Directors decides on any matter within the corporate purpose, which does not belong to the exclusive competence of the General Meeting.

Each member of the Board of Directors of the company has an obligation to contribute to the company's objectives and interests and to obey its decisions.

The members of the Board of Directors are not remunerated for their work, but they may receive compensation for specific work for the company, the amount of the compensation is determined by the General Meeting, as well as for the collection of all expenses (travel or other expenses and daily allowance for their travel) incurred for the purposes of the company, which are determined by a decision of the Board of Directors.

Article 10. Chairman of the Board of Directors

The Chairman of the Board of Directors is elected by open ballot and simple majority for a three-year term of office by the new Board of Directors, elected by the General Assembly of the partners, as defined above.

The President of the Board of Directors elected in this way will represent the company before all authorities and all third parties and will bind the company by his/her signature.

If the President authorizes a third party to act in legal or material matters or affairs within the scope of the company's purpose, such authorization must be given in writing.

Article 11. Partner's entry

The entry of a partner is permitted by unanimous decision of the partners upon written request of the candidate partner.

Article 12. Partner's exit

The withdrawal of partners is made by written declaration to the other partners.

The partners, acting jointly and by unanimous decision, may remove a partner for good cause. Indicatively and not restrictively, a good reason is the violation of the company's objectives and the terms of the Articles of Association, of the company's principles, after a prior written summons to provide explanations. An important reason for deletion is the long-term non-participation of a partner in the activities of the company and in particular the absence of the partner from 3 meetings of the partners without reasonable cause and without justification.

The partner to be deleted does not participate in the decision on deletion.

In the event of death, withdrawal of a partner, his or her being placed under legal representation or bankruptcy of a partner, the company is not dissolved and continues among the remaining partners.

A partner who withdraws or is deleted is entitled to receive from the Company only the amount of his/her initial contribution with a corresponding reduction of the share capital, provided that it has not been used up due to losses or expenses.

Article 13. Rights and Obligations of Partners

1. The partners are entitled to participate equally in all activities/actions of the Company.
2. The partners are obliged to provide their services to the Company and to comply with the terms of the Articles of Association.

Article 14. Company Relations with Partners

1. Members of the company may be employees of the company, in a dependent or independent service relationship, be paid for the work or service provided and have the rights and obligations arising from labor legislation, under the following terms and conditions:

- a. The selection and approval of the contract or partnership and of the person to be selected requires a decision of the General Assembly, while the person or persons nominated will not participate in the vote to be taken.
- b. The decision is taken by a majority of its members and rejects or accepts a member's request to work with the Company.

- c. The General Assembly shall exercise control and supervision over the work or task to be delivered by the person, without the person's participation in the specific work of the General Assembly.
- d. The contract should not violate the affectio societatis (intention of partnership) of the division, i.e., the responsibilities and obligations of the partner-member should not be identical to the obligations undertaken by the latter under this partnership contract.
- e. The work to be provided under the contract of employment or project or independent service provision pursuant to paragraph 1 of this Article shall not be included in the corporate contribution to be contributed and shall not be contrary to the provisions of the articles of association of the company.

Any person (partner or third party) may provide voluntary work to the company only if he/she is registered in the relevant register of volunteers kept by the company and his/her voluntary activity does not generate direct income for the company.

The provision of services to serve the purposes of the company by its members, who are not in an employment relationship with the company, is done pursuant to articles 713 et seq. of the Civil Code, as applicable to the unpaid mandate subject to the present and provided that no other provision of law is violated.

Article 15. Keeping company books

The Company keeps documents and books in accordance with the applicable provisions.

Article 16. Company termination

The termination of the Company by a partner does not result in its dissolution but is considered as a request by the partner for withdrawal as defined in Article 12 of the present.

Article 17. Dissolution and liquidation of a company

1. The Company shall be dissolved in accordance with the provisions of Article 4 of the Articles of Association or following a unanimous decision of the partners and shall be liquidated. All the partners are appointed as liquidators for the liquidation of the company's assets after the dissolution.
2. During the liquidation, an inventory of the company's assets is taken, any claims of the company are collected, and all its obligations are paid. Any remaining assets will be donated to a charitable foundation or other non-profit organization in Greece or abroad active in similar fields.

Article 18. Settlement of other matters - Mediation clause

Any disagreement or dispute between the partners, both during the operation of the company and during the liquidation stage, shall be resolved by mediation under Art. 3898/2010 conducted by an accredited mediator of the relevant public panel held by the competent Service of the Ministry of Justice, Transparency and Human Rights.

To the credit of the above, the present statutes were drawn up in five (5) identical originals, in order for one to be filed with the competent GEMI department, one with the competent tax office for endorsement and to receive one from each partner as was done.

THE CONTRACTING PARTIES

Penelope THEODORAKAKOU	Galini ILIOPOULOU	Stella - Georgia KASDAGLI
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CERTIFICATION OF ACCURACY

DATE OF TRANSLATION	20/07/2023
SOURCE DOCUMENT(S)	ΑΝΑΚΟΙΝΩΣΗ ΑΜΚΕ WOMEN ON TOP ΓΣ 27.6.2023 (3)
TRANSLATED DOCUMENT(S)	en_ ΑΝΑΚΟΙΝΩΣΗ ΑΜΚΕ WOMEN ON TOP ΓΣ 27.6.2023 (3)
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SOURCE LANGUAGE	Greek
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