Level 5, Quantum House 75 Abate, Rigord Street Ta' Xbiex XBX1120, Malta contact@whpartners.eu www.whpartners.eu



18 March 2024

Palasino Holdings Limited Cricket Square, Hutchins Drive P.O. Box 2681 Grand Cavman KY1-1111 Cayman Islands

Guotai Junan Capital Limited

27/F, Low Block Grand Millennium Plaza 181 Queen's Road Central Hong Kong

Guotai Junan Securities (Hong Kong) Limited

27/F, Low Block Grand Millennium Plaza 181 Queen's Road Central Hong Kong

(for itself and on behalf of the Hong Kong Underwriters (as defined in the prospectus of Palasino Holdings Limited dated & March 2024))

STRICTLY CONFIDENTIAL AND LEGALLY PRIVILEGED

Palasino Holdings Limited 百樂皇宮控股有限公司, Guotai Junan Capital Limited To:

("Sponsor"), THE OVERALL COORDINATORS AND THE UNDERWRITERS OF THE

SUBSIDIARY COMPANY (together, the "Relevant Parties") WH Partners

From:

Subject:

Legal opinion related to Maltese law in relation to the Subsidiary Company (as defined

below)

Date:

1. **Background and Scope**

- We act as legal counsel to Palasino Holdings Limited (the "Company", as defined in the 1.1. Prospectus, defined below), acting as our clients, and have been requested to issue a legal opinion to you and for your benefit in connection with the findings of our full legal due diligence on Palasino Malta Limited, a private limited liability company registered in Malta with company registration number C 99645 and having its registered office address at 170 Pater House, Level 1 (Suite A285), Psaila Street, Birkirkara BKR 9077, Malta (the "Subsidiary Company"), to be delivered pursuant to the prospectus issued by the Company in connection with the proposed listing (the "Proposed Listing") of shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited, as further defined in and on and subject to the terms and conditions described in the prospectus issued by the Company ("Prospectus") and as further described therein.
- Capitalized terms not defined herein shall, unless otherwise stated herein, have the meaning 1.2. ascribed to such terms in the Prospectus.
- In connection with this opinion, we have conducted due diligence on the Subsidiary Company 1.3. based on:



- 1.3.1. those documents provided to us by the Subsidiary Company as at 6 March 2024 (and unless otherwise stated, this opinion does not reflect any events or circumstances arising after such date) governed by Maltese law, which are listed in Annex A to this legal opinion (the "Reviewed Documents");
- 1.3.2.the statutory forms and filings filed by the Subsidiary Company with the Malta Business Registry in terms of the Companies Act (Chapter 386 of the Laws of Malta) ("Companies Act") as they appear in the results of our searches carried out in respect of the Company on the online public database of the Malta Business Registry carried out on 6 March 2024;
- 1.3.3.the certificates of good standing and incumbency issued in respect of the Subsidiary Company by the Malta Business Registry on 7 February 2024 and 1 February 2024 respectively (copies of both certificates are enclosed in Annex B);
- 1.3.4. The without prejudice compliance certificate issued in respect of the Subsidiary Company by the Office of the Commissioner for Revenue on 6 March 2024 (a copy is enclosed in Annex C);
- 1.3.5. the results of our searches carried out in respect of the Subsidiary Company in the Registry of the Courts of the Republic of Malta carried out on 6 March 2024 (findings enclosed and marked as Annex D);
- 1.3.6.the results of our searches carried out in respect of the Subsidiary Company on the online public database of the Malta Insolvency Register carried out on 6 March 2024;
- 1.3.7.the email response received on 6 March 2024 from the Malta Gaming Authority ("MGA") to an email enquiry made to the MGA on 6 March 2024 (a copy of this correspondence is enclosed as Annex E);
- 1.3.8.the results of our searches carried out in respect of the Subsidiary Company, its directors and its sole shareholder respectively on the online public register of the Malta Intellectual Property Office ("Malta IP Register") carried out on 6 March 2024 (together, the results and certificates referred to in paragraphs 1.3.2 to 1.3.8 are the "Searches");

2. Limitations and Disclaimer

- 2.1. We accept no responsibility or liability for any interpretation, decision or assessment provided by any court or national competent authority, which may affect the proposed activities as summarised below or which may be contrary to the content of this legal opinion.
- 2.2. We are lawyers qualified to practice in Malta, and to advise on the laws of the European Union (EU). We do not express or purport to express any legal opinion on the laws of any other jurisdiction. Where we express views on the laws of a jurisdiction in which we are not qualified to practice, you should not rely on those views without having previously verified the applicable position at law, with a lawyer suitably qualified in that jurisdiction. Accordingly, any views expressed in this opinion in relation to matters related to on the laws of any other jurisdiction are a mere expression of research and are to be used for general information purposes only.



- 2.3. This legal opinion and our assumptions are based solely on information provided to us by or on behalf of the Company.
- 2.4. This legal opinion is strictly limited to the matters stated herein and may not be read as extending by implication to any matters not specifically referred to herein.
- 2.5. We assume no obligation to revise or supplement this opinion or to notify you should the law, the facts, or both, change, or should any of our assumptions prove to be incorrect.
- 2.6. Our review of the Reviewed Documents is subject to the following limitations and assumptions:
 - 2.6.1 all information relayed, supplied to or examined, by us in connection with the preparation of this legal opinion, whether such information was provided orally or in writing, or from which this legal opinion has been complied, including the Reviewed Documents, is and remains true, accurate and complete and is not misleading in any way;
 - 2.6.2 the signatures on the Reviewed Documents are authentic and have been made by persons legally authorised to represent the respective entity;
 - 2.6.3 the copies of the Reviewed Documents conform to the originals;
 - 2.6.4 the content of all excerpts from entries in the registry and other commercial registers and other public registers reviewed by us are true, accurate, complete and not misleading in any way;
 - 2.6.5 each of the Reviewed Documents is in full force and effect, incorporates on its face all amendments which have been made to date and, unless evidence to the contrary is provided, has not been terminated; and
 - 2.6.6 each party to each agreement reviewed has the capacity, power and authority and has taken all action necessary to execute and deliver, and to exercise its rights and perform its obligations under the relevant agreement.
- 2.7. Our review of the Reviewed Documents are limited to matters under Maltese law only. Any information, comment or view provided which may be construed to be our view or opinion on a matter which is not one of Maltese law is provided for general information purposes only and all liability for any such information is expressly excluded. We do not purport to advise on the laws of any other country other than Malta. Where we refer to documents governed by a law other than the laws of Malta our reference is for descriptive purposes only and the advice of lawyer(s) suitably qualified in the relevant jurisdiction(s) should be sought.

3. Opinion

3.1. Based on, and subject to and in reliance upon the assumptions set forth herein, subject to the qualifications made in this opinion, and subject to any factual matters not disclosed or accurately disclosed to us, based solely on our review of the Reviewed Documents and Searches, to the extent that they constitute summaries of matters of Maltese law, regulation or legal conclusions, it is our considered opinion that, as at the date hereof:



- 3.1.1.The Subsidiary Company was duly incorporated on 8 July 2021 ("Registration Date") with company registration number C 99645 and is validly existing as a private limited liability company registered under the Companies Act;
- 3.1.2.The Subsidiary Company has duly completed all required regulatory filings within the statutory timeframe, including all filings of annual returns and accounts as required under the Companies Act;
- 3.1.3.The memorandum and articles of association of the Subsidiary Company registered with the Malta Business Registry on the 3 August 2022 comply with the requirements of the laws of Malta and the laws, regulations and directives of the EU;
- 3.1.4. The Subsidiary Company's capital structure is constituted as follows:
 - 3.1.4.1. Authorised share capital: one hundred thousand Euros (€100,000), divided into one hundred thousand (100,000) ordinary shares of one Euro (€1) each.
 - 3.1.4.2. Issued share capital: one hundred thousand Euros (€100,000), divided into one hundred thousand (100,000) ordinary shares of one Euro (€1) each, all fully paid up and subscribed and held by the Subsidiary Company's sole shareholder Palasino Group a.s., a company registered in Czech Republic with registration number 64358267 and having its registered office at Ceska Kubice 64, Ceska Kubice 345 32, Czech Republic ("Sole Shareholder").
- 3.1.5.To the best of our knowledge, all legal and beneficial interest in the shares in the Subsidiary Company are held by the Sole Shareholder and there are no shares or equity interests in the Subsidiary Company that are held by nominees on behalf of their beneficial owners;
- 3.1.6. There have not been any transfers of shares in the Subsidiary Company from the Registration Date to date;
- 3.1.7. There are no shareholders' agreements or other relevant agreements governing shareholders' interests in the Subsidiary Company;
- 3.1.8.There are no outstanding rights, warrants or options to acquire, or instruments convertible into or exchangeable for, or any agreements or other obligations to issue or other rights to convert any obligation into, any equity interest in the Subsidiary Company;
- 3.1.9.The Subsidiary Company was incorporated on the Registration Date with an initial authorised share capital of one thousand, two hundred Euro (€1,200) divided into one thousand two hundred (1,200) ordinary shares of one Euro (€1 each), all of which were fully subscribed and paid up by the Sole Shareholder;
- 3.1.10. The authorised and issued share capital of the Subsidiary Company was increased to one hundred thousand Euros (€100,000), divided into one hundred thousand (100,000) ordinary shares of one Euro (€1) each pursuant to a resolution in writing of the Subsidiary Company adopted by the Sole Shareholder on 14 July 2022 pursuant to Section 210 of the Companies Act, which increase was carried out in accordance with all applicable laws



and is valid. All the newly issued shares were allotted to the Sole Shareholder on the same date. The same resolution approved the amendment of the memorandum and articles of association of the Subsidiary Company to reflect the increase in authorised and issued share capital described in this paragraph;

- 3.1.11. The directors of the Subsidiary Company are:
 - 3.1.11.1. Colin Chapman Stewart, holder of British passport number 523609961 and residing at 254/20 Nova Oblekovicika Znojmo 67181 Czech Republic;
 - 3.1.11.2. Pavel Marsik, holder of Czech passport number 46197013, and residing at Ke Stromeckum 1510, Hostivice 25301 Czech Republic; and
 - 3.1.11.3. Stephen Thornton, holder of Maltese identification card number 28502A and residing at 3 Triq Betta, Tarxien Malta.

Since the Registration Date, there have not been any changes to the directors of the Subsidiary Company.

- 3.1.12. Based on our searches as described in paragraph 1.3.2, there are no pledges recorded on the shares in the Subsidiary Company;
- 3.1.13. To the best of our knowledge, based on the Reviewed Documents and discussions with representatives of the Subsidiary Company, the Subsidiary Company leases the premises described below:
 - 3.1.13.1. By virtue of an office lease agreement dated 15 September 2021 and entered into between Emfasis Services Malta Ltd (as lessor) and the Subsidiary Company as lessee, the Subsidiary Company holds on title of lease to the office unit referred to as number 16 situated at level 8, which is the topmost level of the block of buildings that have a common independent entrance bearing the official number 11 and is named Melfar Buildings, in Triq C de Brocktorff, formerly Saint Louis Street, Msida, Malta, which premises we understand is used by the Subsidiary Company as its main business office in Malta. The ground floor area of the premises in question is 300 square metres. The rent payable in respect of the leased premises is as follows:

Year 1: EUR 51,000

Year 2: EUR 54,000

Year 3: EUR 56,160

Year 4: EUR 58,406

Year 5: EUR 60,742

This lease was made for a term of five years starting from 1 November 2021, with an initial fixed term of two years and three subsequent one-year fixed terms. The lease agreement must be extended by means of entry into a new agreement after the lapse of the fifth year. The lease is terminable with three



months' notice preceding the end of each term, after the lapse of the initial twoyear period.

- 3.1.13.2. By virtue of an addendum dated 2 June 2023 to the lease agreement referred to in paragraph 3.1.13.1, the Subsidiary Company holds on title of lease three car parking spaces located in Casa Agius, on the opposite side of the office premises in Triq C De Brocktorff. The ground floor area of the car parking spaces in question is circa 43.2 square meters in aggregate. The rent payable is EUR 150 monthly for each parking space, excluding VAT. The term of the lease commenced from 1 July 2023 and will expire on 31 October 2026, being the same date as the termination of the office lease referred to in paragraph 3.1.13.1.
- 3.1.14. From our searches at the Malta IP Register, as described in paragraph 1.3.8, the Subsidiary Company does not own any registered intellectual property in Malta, nor has it applied for the registration of any intellectual property in Malta.
- 3.1.15. The material agreements identified in Annex F are legally binding, valid and enforceable.
- 3.1.16. The Subsidiary Company holds a gaming services licence issued by the MGA on the 14 November 2022, under licence number MGA/B2C/920/2021 and covers type 1 games¹, which licence is the licence required under the laws applicable to the Subsidiary Company in Malta for the purpose of providing gaming services in compliance with the Gaming Act (Chapter 583 of the Laws of Malta) and all regulations and rules made thereunder, being the law applicable to online gambling business operating in or from Malta. A gaming services licence issued by the MGA is valid for a period of 10 years.
 - 3.1.16.1. We are able to verify from the gaming licence dynamic seal published by the MGA² as of 6 March 2024 that the Subsidiary Company may offer games from Yggdrasil Gaming Limited and may use the gaming system provided by iGamingCloud Limited.
 - 3.1.16.2. We are aware that the Subsidiary Company does not intend to use the agreement with Hub88 Limited for now. However, representatives of the Subsidiary Company have informed us that it is the intention to offer the games from Hub88 Limited once these are integrated to the gaming system provided by iGaming Cloud Limited. Therefore, the Subsidiary Company is required under the licence conditions to inform the MGA of any changes in the approved

² The dynamic seal is accessible at: <u>authorisation.mga.org.mt/verification.aspx?lang=EN&company=5eccc850-2905-4374-b1ac-00fa8b9e4d06&details=1</u> (last accessed as at 6 March 2024).

¹ Type 1 games are games of chance played against the house, the outcome of which is determined by a random generator, and include casino-type games, including roulette, blackjack, baccarat, poker played against the house, lotteries, secondary lotteries and virtual sports games.



providers within 5 days of such change through the MGA Portal. In the event that the Subsidiary Company defaults in submitting the notification of changes in the approved providers, warnings or administrative penalties may be imposed by the MGA. We are of the opinion that there is no material adverse impact on the gaming licence.

- 3.1.17. Other than the judicial letter filed by the Subsidiary Company in the First Hall Civil Court of Malta against Pragmatic Solutions MT Limited for the purpose of enforcing a debt owed to the Subsidiary Company, based on the results of our searches described in paragraphs 1.3.5 and 1.3.6 neither the Subsidiary Company nor its directors are involved in any actual or threatened litigation or winding-up proceedings in Malta.
- 3.1.18. Based on searches conducted on the Court Registry, a reply to the judicial letter described in paragraph 3.1.17 was filed by Pragmatic Solutions MT Limited against the Subsidiary Company on 17 October 2023.
- 3.1.19. Based on the certificates described in paragraphs 1.3.3 and 1.3.4, we are able to confirm that as at the date of the respective certificates, the Subsidiary Company is not subject to any investigation or disciplinary action by the Malta Business Registry and the Office of the Commissioner for Revenue.
- 3.1.20. As revealed by the results of the enquiry described in paragraph 1.3.7 and as at the date thereof, the Subsidiary Company has not been subject to any administrative sanctions issued against it by the MGA and there are no pending investigations being conducted against it by the MGA.
- 3.1.21. Based on a loan agreement between Sole Shareholder and the Subsidiary Company dated 1 August 2021, as amended by three amendments thereto, Sole Shareholder agreed to lend to the Subsidiary Company a loan in total amount of EUR 3,500,000, of which EUR 3,000,000 has been lent already. The interest accrues on the borrowed amount at a rate of 3% per annum.
- 3.1.22. Although there is no mandatory requirement under the laws applicable to gaming licensees or employers in Malta to hold insurance coverage, the Subsidiary Company holds management liability insurance coverage in respect of a worldwide territorial scope, providing it with coverage in respect of directors and officers liability, entity cover, employment practices liability, cyber and privacy, and crime.
- 3.1.23. The changes resulting to the corporate structure and ownership of the Subsidiary Company as a result of the Spin-Off and the Proposed Listing (the "Reorganization") have been initially notified to the MGA within three business days from the date of effect of such change, with full information to be provided to the MGA within thirty calendar days of the change.
- 3.1.24. Other than the notification to be made to the MGA as described in paragraph 3.1.23, there are no approvals or consents required to be obtained in Malta or from Maltese



authorities and third parties in accordance with Maltese law in connection with the Spin-Off and the Global Offering (including the Reorganization), and the Global Offering, which will be made outside of Malta and relating to the shares or securities of the Company (incorporated outside of Malta) will not be subject to approval or filing requirements in Malta. The Reorganization, insofar as it relates to the Subsidiary Company, complies with the relevant laws and regulations in Malta.

- 3.1.25. No approvals or consents from any authorities in Malta are required for remittance of dividends declared by the Subsidiary Company out of Malta.
- 3.1.26. The Subsidiary Company is registered in Malta for income tax purposes with registration number 970846726 and for value added tax ("VAT") purposes under article 10 of the Value Added Tax Act, Chapter 406 of the Laws of Malta ("VAT Act"), with VAT number MT28463330.
- 3.1.27. The Subsidiary Company is registered as an employer in Malta with Permission to Employee number (known as PE number) 163714 in accordance with the rules applicable to employers in Malta.
- 3.1.28. A tax compliance certificate was issued in respect of the Subsidiary Company by the Malta Tax and Customs Administration ("MTCA") as described further above in par. 1.3.4. showing that the Subsidiary Company has complied with all of its tax-related obligations in Malta from the Registration Date until 31 March 2023 (the "Period Under Review") and has no outstanding payments in relation to income tax and VAT, and has made up any required statutory contributions that should be contributed by an employer as regulated by the laws and regulations applicable to employers in Malta, in particular under the Financial Settlement System (FSS) Rules (Subsidiary Legislation 372.14) in respect of the Period Under Review.
- 3.1.29. The VAT ledger statement generated on 2 February 2024 and the VAT return acknowledgements which were included among the Reviewed Documents also confirm that the Subsidiary Company is in good standing in relation to VAT filings with the MTCA.
- 3.1.30. On the basis of the audited financial statements, income tax return and income tax computations which were included among the Reviewed Documents in respect of financial period ending 31 March 2023, we understand that the Subsidiary Company did not generate any income from the Registration Date until end of March 2023. As such, there should not be any Malta income tax liability arising at the level of the Subsidiary Company during the Period Under Review.
- 3.1.31. Malta does not levy any inheritance tax or gift tax. It imposes a duty upon the death of individuals on transfers of immovable property in Malta and certain securities previously owned by them to their prospective heirs. It also imposes duty on the transfer inter vivos of immovable property in Malta and securities of Malta companies. Based on our understanding of facts, estate duty/ inheritance tax would not be applicable.



- 3.1.32. The statements and disclosures made in the Prospectus under the heading "Overview Of Regulatory Framework Of Gaming Operations In Malta" to the extent they relate to Maltese law and to the extent they deal with and constitute summaries of matters of Maltese law, regulation or legal conclusions, fairly summarise the matters described therein in all material respects.
- 3.1.33. The statements and disclosures made in the Prospectus under the captions "Overview Of Regulatory Framework Of Gaming Operations In Malta" in relation to Malta laws are true, accurate and not misleading.
- 3.2. Overall, based on, and subject to and in reliance upon the assumptions set forth herein, subject to the qualifications made in this opinion, the matters and findings described in greater detail in paragraph 3.1 and subject to any factual matters not disclosed or accurately disclosed to us, based solely on our review of the Reviewed Documents and Searches, to the extent that they constitute summaries of matters of Maltese law, regulation or legal conclusions, it is our considered opinion that, as at the date hereof, the Subsidiary Company is in compliance with Maltese law in all material respects and the statements and disclosures made in the Prospectus relating to the Proposed Listing, solely to the extent that they relate to matters relevant to Maltese legal matters, do not breach Maltese law.

4. Assumptions

- 4.1. In rendering this opinion, we have also assumed without further enquiry:
 - 4.1.1.that there are no provisions under the laws of any jurisdiction other than Malta which would have any implications on our opinion;
 - 4.1.2.that there is no other fact, matter or document which would, or might, affect this opinion and which was not revealed or disclosed by the Reviewed Documents or the Searches made:
 - 4.1.3.that the information revealed or disclosed by the Searches and through our review of the Reviewed Documents is true, accurate, complete and up-to-date in all respects, and that any such information has not changed from the relevant dates on which we have conducted our Searches and performed our reviews of the Reviewed Documents; and
 - 4.1.4.that the Prospectus signed by the parties thereto and registered with the Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong in connection with the Global Offering and made available to the public at the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and the Company's website is in the same or substantially the same form as the draft preliminary copy of the Prospectus which was made available to us as at 2 February 2024.

5. Qualifications



- 5.1. This opinion is subject to the qualifications outlined below:
 - 5.1.1.It is given solely on the basis of examination of the Reviewed Documents and the Searches and is subject to the matters set out under the headings herein dealing with "Limitations and Disclaimer", "Assumptions" and the "Qualifications" stated herein;
 - 5.1.2. It is limited to the laws of Malta as in force as at the date hereof;
 - 5.1.3. We do not assume any obligation to you or to any other person to advise on changes in law or practice following the date hereof;
 - 5.1.4. We express no views on any laws other than those of Malta;
 - 5.1.5.It is limited strictly to the matters stated herein and is not to be understood as extending by implication to any other matters in connection with the transactions contemplated by the Prospectus.

6. Reliance

- 6.1. The undersigned has been duly admitted by warrant granted under the public seal of Malta to practice the profession of advocate in Malta. This opinion is limited to the law of Malta as at the date hereof and is given on the basis of our knowledge of that law as of that date. We do not assume any obligation to advise any person entitled to rely on this opinion of any subsequent change in, or in the interpretation of, the law of Malta. We express no opinion on the law of any jurisdiction other than Malta.
- 6.2. This opinion is given for the sole benefit of the persons to whom it is addressed in which they are specified as addressees. It may not be disclosed to, or relied upon by, any other person or be quoted in any public document or otherwise or made public in any way without our prior written consent save that it may be disclosed (on a strictly non-reliance basis) without our consent to the extent required by any applicable law or regulation:
 - 6.2.1. To any regulatory authority having jurisdiction over the opinion addressees;
 - 6.2.2.In connection with any actual or potential dispute or claim to which the opinion addressees are a party relating to the Proposed Listing or the Spin-Off,
 - In each case for the purposes of information only on the strict understanding that we do not assume any duty or liability whatsoever to any such recipient as a result or otherwise.
- 6.3. Except in the cases of fraud, wilful misconduct or gross negligence on our part, the aggregate liability of WH Partners and its partners, lawyers, agents and employees of any of them (together referred to as the "Firm") or any damages or losses shall be limited to the extent of the Professional Indemnity insurance cover of the Law-firm practising under the name of WH Partners. No recourse can be taken against individual partners, lawyers, agents and employees of WH Partners.

For the purposes of this opinion, damages and losses shall mean the aggregate of all losses or damages (including interest thereon, if any) and costs suffered or incurred by you in connection



with this opinion (as the same may be amended or varied), including as a result of breach of contract, breach of statutory duty, tort (including negligence), fault or other act or omission by the Firm but excluding any such losses, damages or costs in respect of liabilities which cannot lawfully be limited or excluded. In order to limit the personal liability and exposure to litigation of our partners, lawyers, employees and agents, this opinion is addressed to you on the basis that you or any other party will not bring any claim for damages resulting from or in relation to this opinion against any of such persons personally.

6.4. This opinion and any non-contractual obligations arising out of or in connection with it are governed by Maltese law. Should any dispute relating to this opinion, or as to its interpretation, validity or effect, arise, the Firm and yourselves shall make every reasonable effort to resolve the dispute by conducting negotiations in good faith at the highest level.

Dr James Scicluna Managing Partner



ANNEX A

REVIEWED DOCUMENTS

ı		
	10.PML iGaming (shared with WH Partners) – Malta Legal DD – 1. Corporate informations	Apostilled documents August 2022
	10.PML iGaming (shared with WH Partners) – Malta Legal DD – 1. Corporate informations	COI – Palasino Malta Limited
	10.PML iGaming (shared with WH Partners) – Malta Legal DD – 1. Corporate informations	Combined Register 08072021
	10.PML iGaming (shared with WH Partners) – Malta Legal DD – 1. Corporate informations	Palasino Malta Limited – MA_June252021
	10.PML iGaming (shared with WH Partners) – Malta Legal DD – 1. Corporate informations	PML Departments Org Chart – July 2023
	10.PML iGaming (shared with WH Partners) – Malta Legal DD – 1. Corporate informations	Scan_20210915131232_0001.tif
	10.PML iGaming (shared with WH Partners) – Malta Legal DD – 1. Corporate informations	Smlouva SML-21-0043
	10.PML iGaming (shared with WH Partners) – Malta Legal DD – 1. Corporate informations	Subscription Agreement_executed 2023.02.10
	10.PML iGaming (shared with WH Partners) Malta Legal DD 2. Contractual arrangements	Addendum for Palasino 1
	10.PML iGaming (shared with WH Partners) – Malta Legal DD – 2. Contractual arrangements	ECogra_PML
	10.PML iGaming (shared with WH Partners) – Malta Legal DD – 2. Contractual arrangements	FastTrack CRM agreement
	10.PML iGaming (shared with WH Partners) – Malta Legal DD – 2. Contractual arrangements	Hub 88 Ltd – Palasino – DPA - 310723
	10.PML iGaming (shared with WH Partners) – Malta Legal DD – 2. Contractual arrangements	Hub88 Ltd – PMLSoftware Agreement_signed
	10.PML iGaming (shared with WH Partners) – Malta Legal DD – 2. Contractual arrangements	Hub88_PML
	10.PML iGaming (shared with WH Partners) – Malta Legal DD – 2. Contractual arrangements	Palasino System Audit LOE – v2 – signed
	10.PML iGaming (shared with WH Partners) – Malta Legal DD – 2. Contractual arrangements	Summary Yggdrasil
	10.PML iGaming (shared with WH Partners) – Malta Legal DD – 2. Contractual arrangements	Yggdrasil_Palasino_SWLA_MGA_(clean_final)_20122021.docx

WHPARTNERS



10.PML iGaming (shared with WH Partners) - Malta Legal DD - 3. Financing 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 3. Financing 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 3. Financing 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 3. Financing 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 3. Financing - 3.2 Loan 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 3. Financing - 3.2 Loan 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 3. Financing - 3.2 Loan 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 3. Financing - 3.2 Loan 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 3. Financing - 3.2 Loan 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 3. Financing - 3.2 Loan 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 3. Financing - 3.3 Loan Workings 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 4. Intelectual property 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 4. Intelectual property 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 4. Intelectual property 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 4. Intelectual property 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 4. Intelectual property 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 4. Intelectual property 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 4. Intelectual property 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 4. Intelectual property 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 5. Litigations and disputes 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 5. Litigations and disputes 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 6.

Loan Agreement Part 3 PML TWHEa

Scan_20210915131232_0001.tif

SDevelop_2221111815110

TWHE - PML LOAN AGREEMENT

TWHE - PML LOAN AGREEMENT amendment I. 04032022

TWHE - PML LOAN AGREEMENT amendment II. 26102022

TWHE - PML LOAN AGREEMENT amendment III. 09052023

TWHE - PML Loan agreement 13082021 signed

TWHE - PML Master Service Agreement - 01.10.2021

TWHE PM_Declaration_CTC-09.02.2022

PMLxTWHE 29.08.2023

FormReceipt_306279085

FormReceipt_306279094

FormReceipt_306279102

Registration Confirmation_PALASINO trademark_018325812

Registration Confirmation_PALASINO trademark_018325814

Registration Confirmation_PALASINO trademark_018325816

TWHE_prehled OZ_20230226 detail all en-GB

TWHE_prehled OZ_20230226 en-GB

20230718-IU Palasino English Translation

Official Judicial letter 20230727

iTalent PLUS Palasino Malta Ltd - signed 1

WHPARTNERS

Employment matters



10.PML iGaming (shared with WH Partners) - Malta Legal DD - 6. **Employment matters** 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 6. Employment matters 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 6. **Employment matters** 10.PML iGaming (shared with WH Partners) - Maita Legal DD - 6. **Employment matters** 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 6. **Employment matters** 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 6. **Employment matters** 10.PML iGaming (shared with WH Partners) – Malta Legal DD – 6. **Employment matters** 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 7. Regulatory matters 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 7. Regulatory matters 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 7. Regulatory matters 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 7. Regulatory matters 10.PML iGaming (shared with WH Partners) – Malta Legal DD – 7. Regulatory matters 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 8. Real property 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 8. Real property 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 9. Tax matters - 9.1Income TaxReturn&Submission 31.03.2022 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 9. Tax matters - 9.2 Audited FS 31.03.2022 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 9. Tax matters - 9.3 Tax Computation 31.03.2022 10,PML iGaming (shared with WH Partners) - Malta Legal DD - 9. Tax matters - 9.8 VAT Certificate 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 9. Tax matters - 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 - 2021 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 9. Tax matters - 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 - 2022 - Q1 2022 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 9. Tax

KPMG LOE - Palasino - Final

Nordic_Jobs_-_Agreement PML countersigned

Palasino Betting Connections TOB signed

Recruitment Service Terms and Conditions - PALASINO MALTA LIMITED - signed

Signed_Transient_Contract_Hyatt Regency Malta_PALASINO

Terms of Business Talent Kingz - Palasino Online Malta - signed

Total number of employees under PML

10.02.01 PML - AML Policy v 1.0 03052022

10.02.02 PML - Customer Acceptance Policy v 1.0 11052022

Palasino – system audit July 2023

Palasino - system audit July 2023 - additional

PalasinoMalta Ltd. Gaming Service License with Annex AB C_

Garage Lease

Office Lease

CompanySubmissionRef578861.pd

Palasino Malta Limited - Financial statements - IFRS FINAL - Signed

PML TR 970846726 YA2023

Palasino Malta Ltd - Vat certificate

PALASI~1

PALASI~2

Palasino Limited - VAT Return working Q1 2022

WHPARTNERS

matters - 9.9-9.11 VAT Ret & Ack &



Workings till 03.2023 - 2022 - Q1 10.PML iGaming (shared with WH PML VAT Refund - Q1 2022 Partners) - Malta Legal DD - 9. Tax matters - 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 - 2022 - Q1 2022 10.PML iGaming (shared with WH VAT Q1 - 2022 Partners) – Malta Legal DD – 9. Tax matters - 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 - 2022 - Q1 10.PML iGaming (shared with WH VAT Return Q1 2022 Partners) - Malta Legal DD - 9. Tax matters - 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 - 2022 - Q1 PALASI-1 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 9. Tax matters - 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 - 2022 - Q2 Palasino Malta - workings Q2 2022 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 9. Tax matters - 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 - 2022 - Q2 2022 PML VAT Refund - Q2 2022 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 9. Tax matters - 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 - 2022 - Q2 2022 VAT Refund Q3 2022 - EUR9,448.82 - 17.04.2023 10.PML iGaming (shared with WH Partners) – Malta Legal DD – 9. Tax matters - 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 - 2022 - Q3 2022 10.PML iGaming (shared with WH VAT Return Q3 2022 workings_updated Partners) - Malta Legal DD - 9. Tax matters - 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 – 2022 – Q3 2022 VAT Return Submission period Q3 2022 10.PML iGaming (shared with WH Partners) - Maita Legal DD - 9. Tax matters - 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 - 2022 - Q3 VATRET~1 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 9. Tax matters - 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 - 2022 - Q3 2022 PALASI~1 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 9. Tax matters - 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 - 2022 - Q4

PALASI~3

Palasino Malta Limited - VAT Return Q4 2022

VAT Refund Q4-2022 - 17.07.2023

WHPARTNERS

2022

2022

10.PML iGaming (shared with WH Partners) – Malta Legal DD – 9. Tax matters – 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 – 2022 – Q4

10.PML iGaming (shared with WH Partners) – Malta Legal DD – 9. Tax matters – 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 – 2022 – Q4 2022

10.PML iGaming (shared with WH

Partners) - Malta Legal DD - 9. Tax



matters - 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 - 2022 - Q4 2022 10.PML iGaming (shared with WH PALASI~1 Partners) - Malta Legal DD - 9. Tax matters - 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 - 2023 - Q1 PALASI~3 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 9. Tax matters - 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 - 2023 - Q1 10.PML iGaming (shared with WH Palasino Malta Limited - VAT Return Q1 2023 Partners) - Malta Legal DD - 9. Tax matters - 9.9-9.11 VAT Ret & Ack & Workings till 03.2023 - 2023 - Q1 2023 10.PML iGaming (shared with WH PML VAT Ledger Statement - 04.07.2023 Partners) - Malta Legal DD - 9. Tax matters - 9.10 VAT Ledger Statements DDT10 Submission Acknowledgement_970846726 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 9. Tax matters - 9.17 DDT10 PML_ABCPolicy_V1.0_09032023_POL_CMP_0007 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 10. Data protection matters -Compliance PML_Anti-MoneyLaunderingProcedures_v1.0_06092021_PRO_AML_0008 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 10. Data protection matters -Compliance PML_DataProtectionPolicy_V1.0_30012023_POL_CMP_0006 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 10. Data protection matters -Compliance PML_FinancialAccounting_V1.2_03062022_PRO_CMP_0003 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 10. Data protection matters -Compliance PML FundsManagement_V1.0_14042023 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 10. Data protection matters -Compliance PML_FundsManagement_V1.1_25072021_PRO_CMP_0002 10.PML iGaming (shared with WH Partners) – Malta Legal DD – 10. Data protection matters -Compliance PML_HRRoles&Responsibilities_V1.1_05112021_POL_HR_172022 10.PML iGaming (shared with WH Partners) – Malta Legal DD – 10. Data protection matters -Compliance PML_Outsourcing_V1.1_25072021_POL_CMP_0001 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 10. Data protection matters -Compliance PML_Outsourcing_V1.2_17042023_POL_CMP_0001 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 10. Data protection matters -Compliance PML_PlayerRegistration&KYCProcedures_v1.1_14042023_PRO_AML_0007 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 10. Data protection matters -Compliance PML_WhistleblowingGuideline_V1.0_17112022_GL_CMP0005 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 10.

WHPARTNERS



Data protection matters -Compliance 10.PML iGaming (shared with WH PML WhistleBlowingPolicy V1.0 23112022_POL_CMP_0004 Partners) - Malta Legal DD - 10. Data protection matters -Compliance 10.PML iGaming (shared with WH PML_Backup_V1.1_08112021_PRO_IT_0006 Partners) – Malta Legal DD – 10. Data protection matters - IT 10.PML iGaming (shared with WH PML ChangeManagement_V1.0_14092021_PRO_IT_0004 Partners) - Malta Legal DD - 10. Data protection matters - IT PML_Incident Response_V1.1_16072021_POL_IT_0002 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 10. Data protection matters - IT 10.PML iGaming (shared with WH PML Information Security_V1.2_12052023_POL_IT_0001 Partners) – Malta Legal DD – 10. Data protection matters - IT 10.PML iGaming (shared with WH PML SystemAccess_V1.0_14092021_PRO_IT_0003 Partners) - Malta Legal DD - 10. Data protection matters - IT 10.PML iGaming (shared with WH PML_Advertising_V1.1_25072021_POL_MKTG_0001 Partners) - Malta Legal DD - 10. Data protection matters - Marketing PML_PalasinoPartnersAdvertisingGuideline_V1.0_06042022_GL_MKTG_0002 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 10. Data protection matters - Marketing 10.PML iGaming (shared with WH 9. Specifications of the Gaming System v1.2 Partners) - Malta Legal DD - 10. Data protection matters - Operations PML SpecificationsoftheGamingSystem_V1.1_09092021_POL_OPS_0001 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 10. Data protection matters - Operations 10.02.01 PML - AML Policy v1.0 03052022 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 10. Data protection matters 10.02.02 PML - Customer Acceptance Policy v 1.0 11052022 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 10. Data protection matters 20230726 POLICY DOM0139719320 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 12. Insurance Palasino Malta - Renewal Invite DOL0039588026 2023-2024_signed 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 12. Insurance extension of license suspension email 08062023 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 13. Voluntary License Suspension 10.PML iGaming (shared with WH PML Official VLS request final Partners) - Malta Legal DD - 13. Voluntary License Suspension RE FW_Palasino Malta Ltd | MGA_B2C_920_2021 | INQUIRY RE GO LIVE PERIOD 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 13. Voluntary License Suspension Re_FW_Palasino Malta Ltd | MGA_B2C_920_2021 | INQUIRY RE GO LIVE PERIOD (2) 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 13. Voluntary License Suspension Voluntary Suspension Approval Letter 10.PML iGaming (shared with WH Partners) – Malta Legal DD – 13. Voluntary License Suspension CCS Key Function Certificate 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 14. KFA FDJ MGA Key Function Certificate 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 14.

KFA



10.PML iGaming (shared with WH JF Key Function Certificate Partners) - Malta Legal DD - 14. **KFA** 10.PML iGaming (shared with WH JM Key Function Certificate Partners) - Malta Legal DD - 14. 10.PML iGaming (shared with WH Partners) – Malta Legal DD – 14. KF Cert and Annex B S.Thornton LOA_CCS 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 14. KFA LOA_FDJ 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 14. 10.PML iGaming (shared with WH LOA_JF Partners) - Malta Legal DD - 14. 10.PML iGaming (shared with WH LOA_JM Partners) - Malta Legal DD - 14. LOA_ST 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 14. PML_MGA_B2C_920_2021_Key Functions List 10.PML iGaming (shared with WH Partners) - Malta Legal DD - 14. 20230821_Project Venice_DDQ_WH FINAL 10.PML iGaming (shared with WH Partners) - Malta Legal DD N/A - Document received by email 2023 06 16 Addendum for 3 parking spaces

dated 22 January 2024

Annex B



7th February, 2024

To Whom It May Concern:

This is to certify that the company PALASINO MALTA LIMITED (Registration No.: C 99645) of 170, PATER HOUSE, LEVEL 1 (SUITE A285), PSAILA STREET, BIRKIRKARA, BKR 9077, MALTA was registered under the Laws of Malta on the 8th July, 2021 and is still so registered.

According to our records the present shareholder of the company is:

Shareholder	Number of Shares
MC7FCH REPLIEUC Company Registration No	100,000 ORDINARY shares of EUR 1.00 each

According to our records the present director of the company is:

PAVEL MARSIK

(PASSPORT No.: 46197013 issued by CZECH REPUBLIC)

COLIN CHAPMAN STEWART

(PASSPORT No.: 523609961 issued by UNITED KINGDOM OF GREAT BRITAIN AND

NORTHERN IRELAND)

STEPHEN THORNTON

(IDENTITY CARD No.: 28502A issued by MALTA)

According to our records the present secretary of the company is:

PHILIPPE WARZEE

(IDENTITY CARD No.: 28471A issued by MALTA)

This information is provided on the basis of the documents registered in respect of the company.

CHARLENE SAID

f/Registrar of Companies

hardene Said



Annex B

1st February 2024

To Whom It May Concern

This is to certify that the company PALASINO MALTA LIMITED (Registration No.: C 99645) of 170, PATER HOUSE, LEVEL 1 (SUITE A285), PSAILA STREET, BIRKIRKARA, BKR 9077, MALTA was registered under the Laws of Malta on the 8th July 2021 and is still so registered.

According to our records, as at the date hereof, this office has received no notice that proceedings have been commenced by or against the above-mentioned company for its dissolution, winding up or striking off or that any application has been filed with the Court for bankruptcy procedures against the company.

Damian Borg George

f/Registrar of Companies



Annex C

Wednesday, March 6, 2024

Without Prejudice

Compliance Certificate

PALASINO MALTA LIMITED is registered for tax purposes under registration number 970846726, PE number/s: 163714, VAT Number/s: MT28463330.

To-date, the tax position of this taxpayer is as shown in table below:

Income Tax (970846726):	Taxpayer has submitted all returns and has no pending liabilities.
PE (163714):	Taxpayer has submitted all returns and has no pending liabilities.
VAT Number (MT28463330):	Taxpayer has submitted all returns and has no pending liabilities.

Kummissarju tat-Taxxi Commissioner for Revenue Level 5, Quantum House 75 Abate, Rigord Street Ta' Xbiex XBX1120, Malta contact@whpartners.eu www.whpartners.eu



SEARCHES IN COURT REGISTRY

PERSON / ENTITY

Palasino Malta Limited with company registration number C 99645 and address at 170, Pater House, Level 1 (Suite A285), Psaila Street, Birkirkara, BKR 9077, Malta.

SEARCHES

Online searches were conducted within the Courts of Malta Registry and using its official online search engine 'eCourts'.

The following are screenshots of the search engine results when "Palasino" / "Palasino Malta" were inputted in the system to check whether any Acts, Warrants, Civil Cases were filed on such name, and whether such names resulted as being insolvent.



ACTS

A judicial letter was filed by Palasino Malta Limited against Pragmatic Solutions MT Limited on the 20th of July 2023 whilst a judicial letter was filed against Palasino Malta Limited by Solutions MT Limited on the 17th of October 2023.

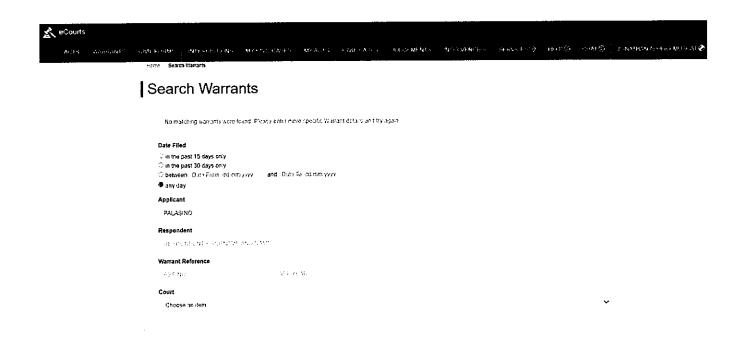


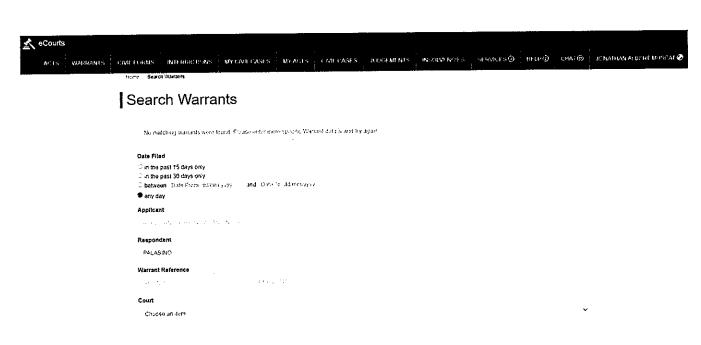




WARRANTS

No Warrants were found to be filed by or against "Palasino" or "Palasino Malta".

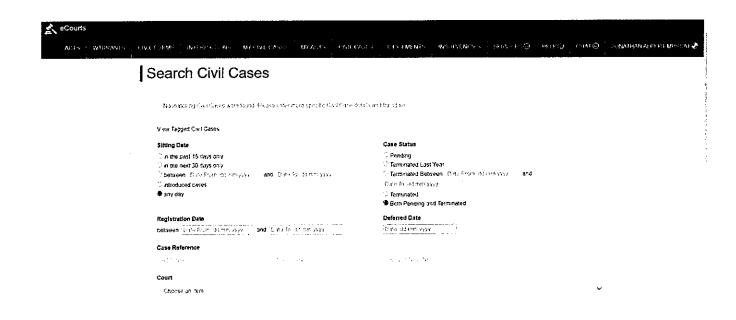






CIVIL CASES

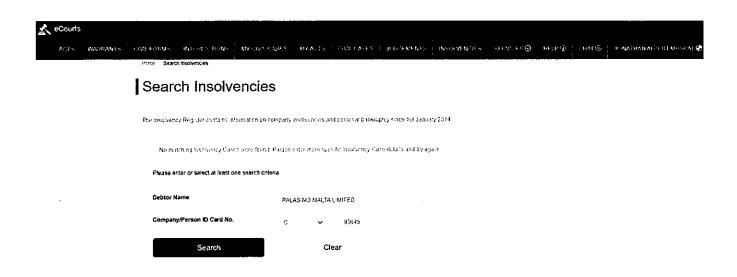
No Civil Cases have been instituted by or against "Palasino" or "Palasino Malta".





INSOLVENCIES

"Palasino" or "Palasino Malta" did not result as being insolvent.



Seen and verified by the undersigned on the 6th March 2024.

Dr. Jonathan Muscat LL.D.

Advocate

Level 5, Quantum House 75 Abate, Rigord Street Ta' Xbiex XBX1120, Malta contact@whpartners.eu www.whpartners.eu



SEARCHES IN COURT REGISTRY

PERSON / ENTITY

Palasino Group A.S. with company registration number 64358267 and address at Ceska Kubice 64, Ceska Kubice 345 32, Czech Republic.

SEARCHES

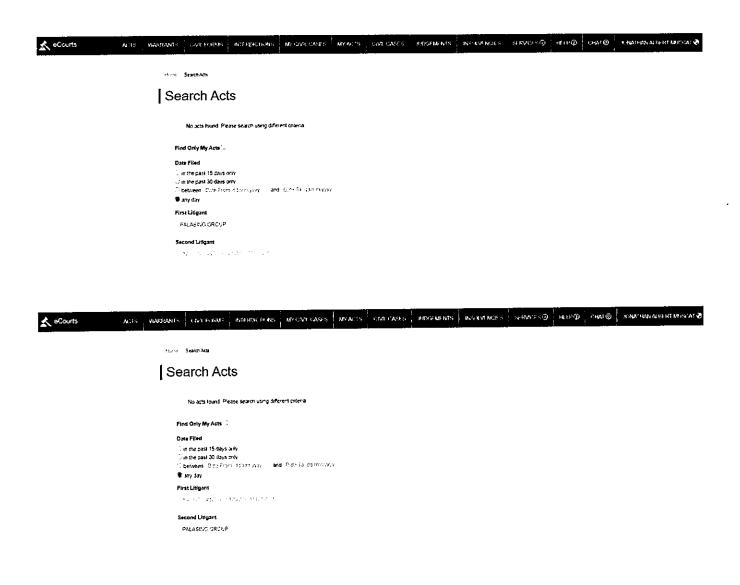
Online searches were conducted within the Courts of Malta Registry and using its official online search engine 'eCourts'.

The following are screenshots of the search engine results when "Palasino Group" / "Palasino Group A.S." were inputted in the system to check whether any Acts, Warrants, Civil Cases were filed on such name, and whether such names resulted as being insolvent.



ACTS

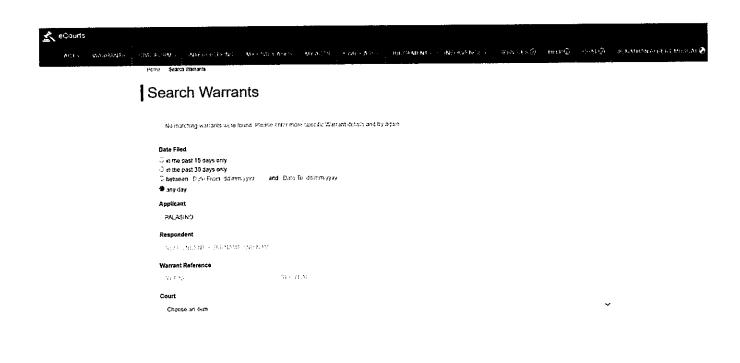
No Judicial Acts were found to be filed by or against "Palasino Group" or "Palasino Group A.S."





WARRANTS

No Warrants were found to be filed by or against "Palasino Group" or "Palasino Group A.S.".





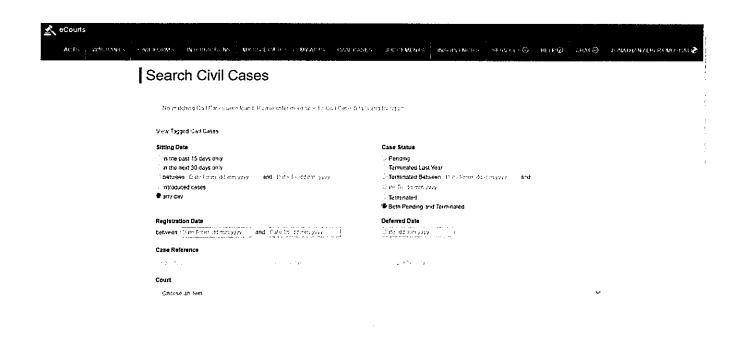
Warrant Reference

Choose an item



CIVIL CASES

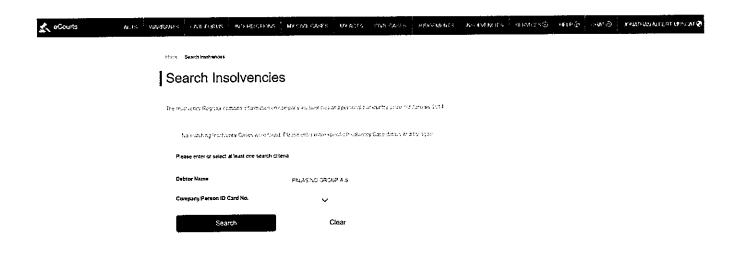
No Civil Cases have been instituted by or against "Palasino Group" or "Palasino Group A.S.".





INSOLVENCIES

"Palasino Group" or "Palasino Group A.S." did not result as being insolvent.



Seen and verified by the undersigned on the 6th March 2024.

Dr. Jonathan Muscat LL.D. Advocate

Level 5, Quantum House 75 Abate, Rigord Street Ta' Xbiex XBX1120, Malta contact@whpartners.eu www.whpartners.eu



SEARCHES IN COURT REGISTRY

PERSON / ENTITY

Stephen Thornton with Maltese ID card with number 28502A and address at 3, Triq Betta, Tarxien, Malta.

SEARCHES

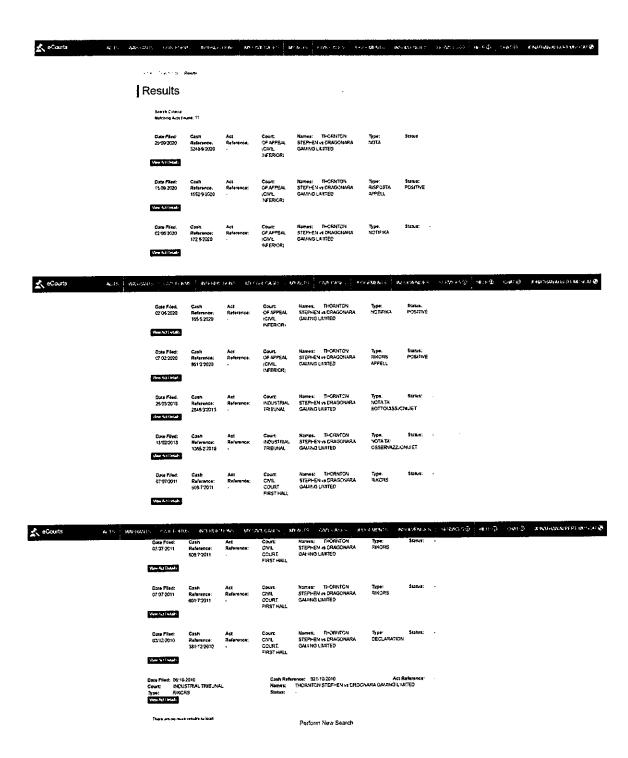
Online searches were conducted within the Courts of Malta Registry and using its official online search engine 'eCourts'.

The following are screenshots of the search engine results when "Thornton" / "Stephen Thornton" were inputted in the system to check whether any Acts, Warrants, Civil Cases were filed on such name, and whether such names resulted as being insolvent and/or interdicted.



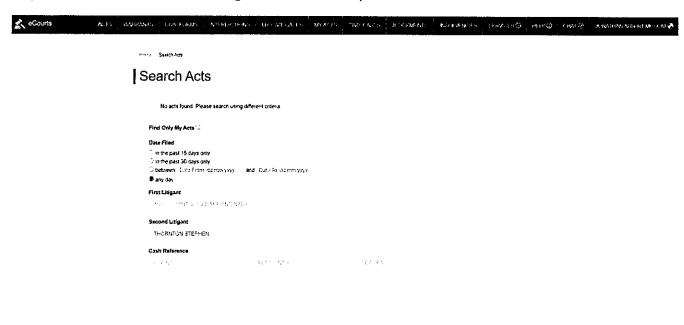
ACTS

Eleven (11) Acts matching Stephen Thornton as applicant were found. All acts seem to be against the same defendant i.e. Dragonara Gaming Limited, commence on the 6th of October 2010 and end on the 29th of September 2020.





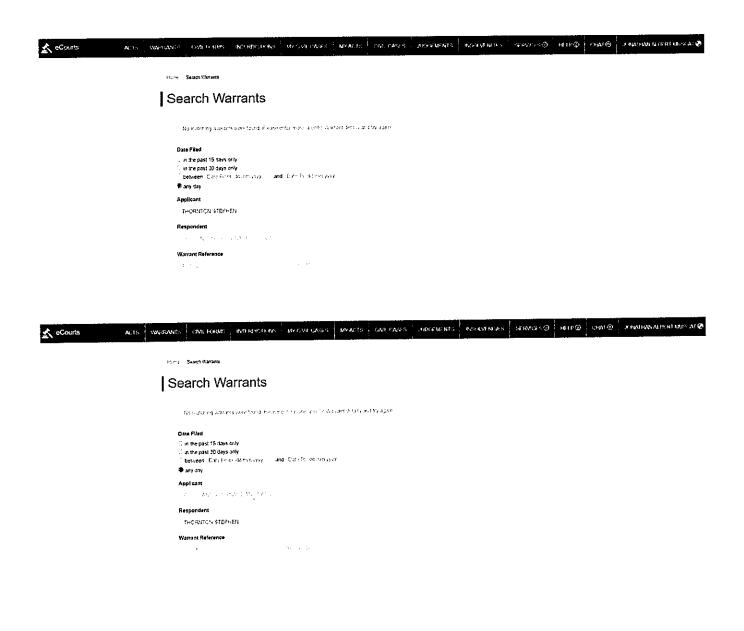
No judicial acts were found to be filed against "Thornton"/"Stephen Thornton".





WARRANTS

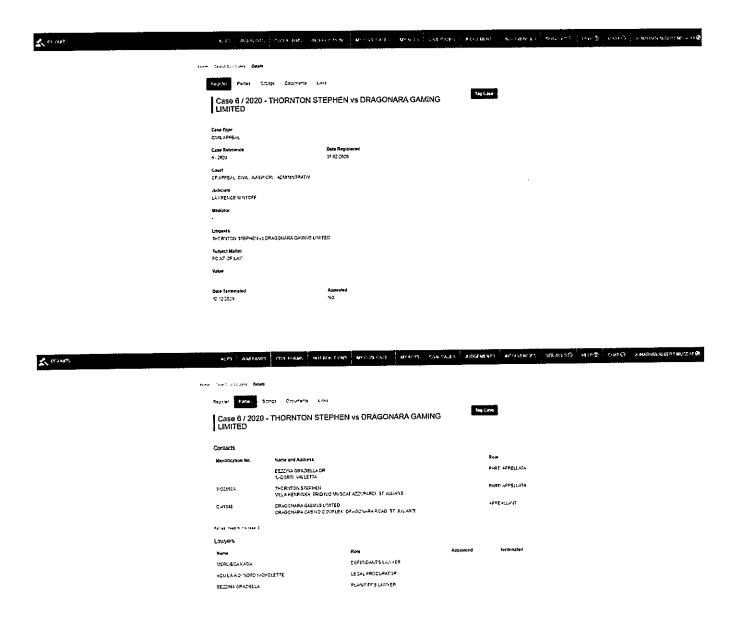
No Warrants were found to be filed by or against "Thornton" / "Stephen Thornton".





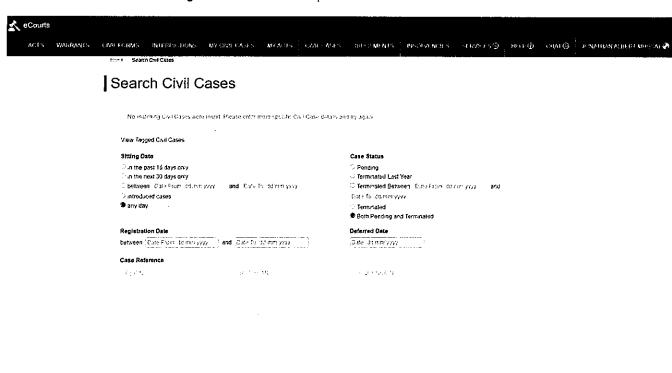
CIVIL CASES

A Civil Case was instituted by "Stephen Thornton" against Dragonara Gaming Limited of which judgment was delivered on the 2nd of December 2020.





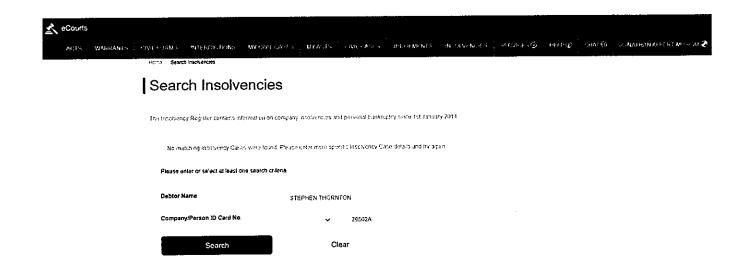
No Civil Cases were instituted against "Thornton" / "Stephen Thornton".





INSOLVENCIES

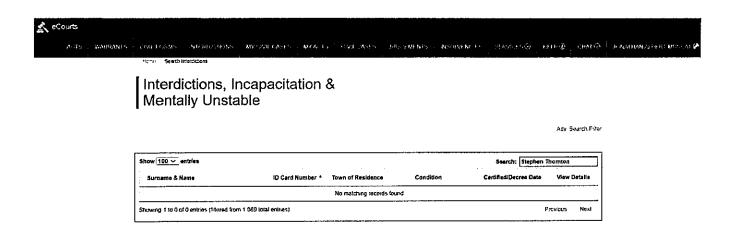
"Thornton" / "Stephen Thornton" did not result as being insolvent.





INTERDICTIONS

"Thornton" / "Stephen Thornton" did not result as being interdicted.



Seen and verified by the undersigned on the 6th of March 2024.

Dr. Jonathan Muscat LL.D. Advocate Level 5, Quantum House 75 Abate, Rigord Street Ta' Xbiex XBX1120, Malta contact@whpartners.eu www.whpartners.eu



SEARCHES IN COURT REGISTRY

PERSON / ENTITY

Colin Chapman Stewart with British passport number 523609961 and address at 254/20, Nova Oblekovicika, Znojmo, 67181, Czech Republic.

SEARCHES

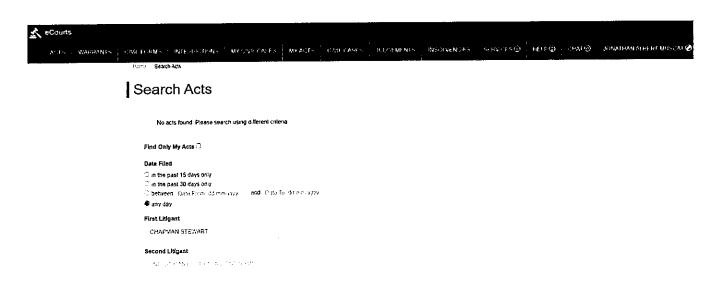
Online searches were conducted within the Courts of Malta Registry and using its official online search engine 'eCourts'.

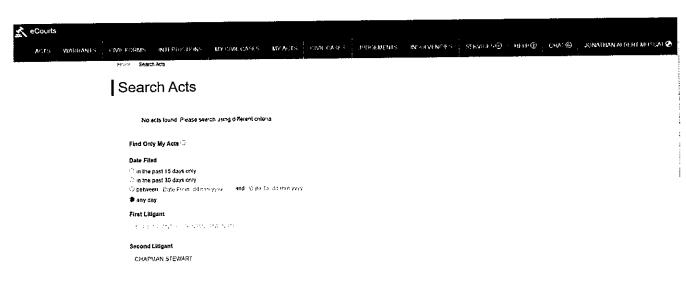
The following are screenshots of the search engine results when "Chapman Stewart" / "Colin Chapman Stewart" were inputted in the system to check whether any Acts, Warrants, Civil Cases were filed on such name, and whether such names resulted as being insolvent and/or interdicted.



ACTS

No Acts were found to be filed by or against "Chapman Stewart" or "Colin Chapman Stewart".

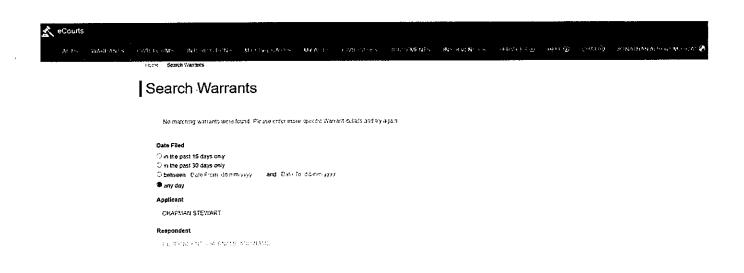






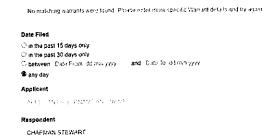
WARRANTS

No Warrants were found to be filed by or against "Chapman Stewart" or "Colin Chapman Stewart".





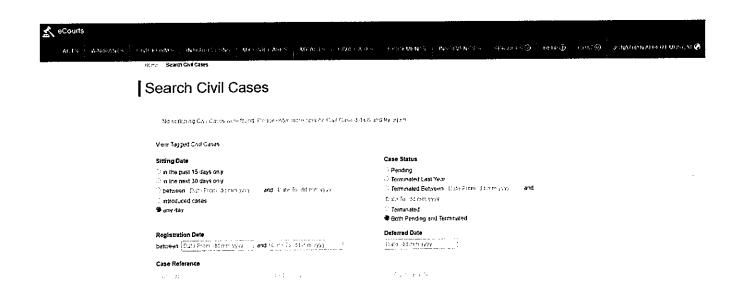
Search Warrants





CIVIL CASES

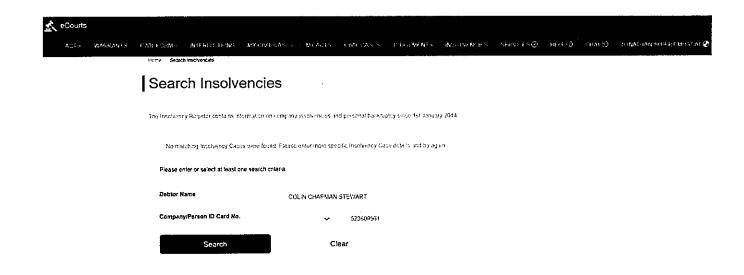
No Civil Cases have been instituted by or against "Chapman Stewart" or "Colin Chapman Stewart".





INSOLVENCIES

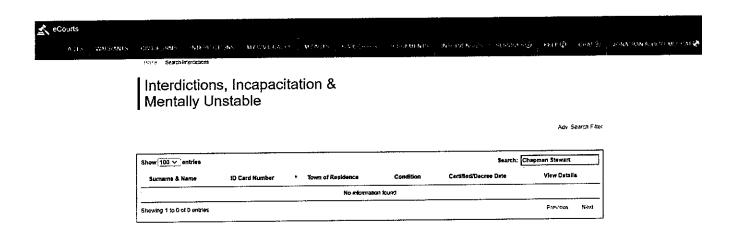
"Chapman Stewart" or "Colin Chapman Stewart" did not result as being insolvent.





INTERDICTIONS

"Chapman Stewart" or "Colin Chapman Stewart" did not result as being interdicted.



Seen and verified by the undersigned on the 6th March 2024.

Dr. Jonathan Muscat LL.D. Advocate

Level 5, Quantum House 75 Abate, Rigord Street Ta' Xbiex XBX1120, Malta contact@whpartners.eu www.whpartners.eu



SEARCHES IN COURT REGISTRY

PERSON / ENTITY

Pavel Marsik with Czech passport number 46197013 and address at Ke Stromeckum, 1510, Hostivice, 25301, Czech Republic.

SEARCHES

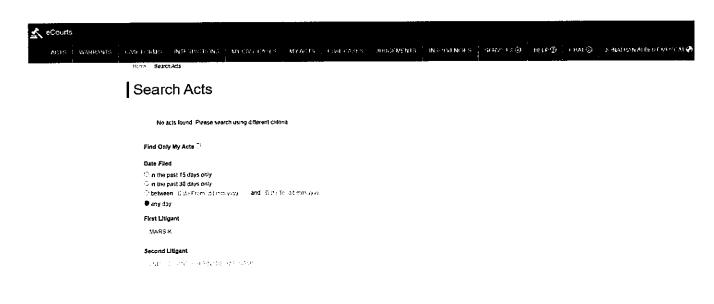
Online searches were conducted within the Courts of Malta Registry and using its official online search engine 'eCourts'.

The following are screenshots of the search engine results when "Marsik" / "Pavel Marsik" were inputted in the system to check whether any Acts, Warrants, Civil Cases were filed on such name, and whether such names resulted as being insolvent and/or interdicted.



ACTS

No Acts were found to be filed by or against "Marsik". / "Pavel Marsik".

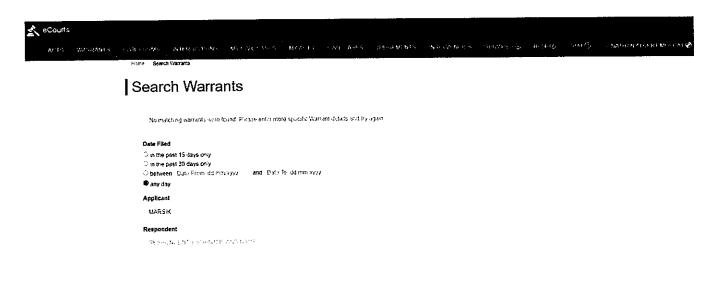




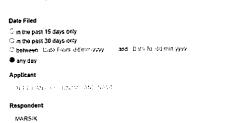


WARRANTS

No Warrants were found to be filed by or against "Marsik" / "Pavel Marsik".



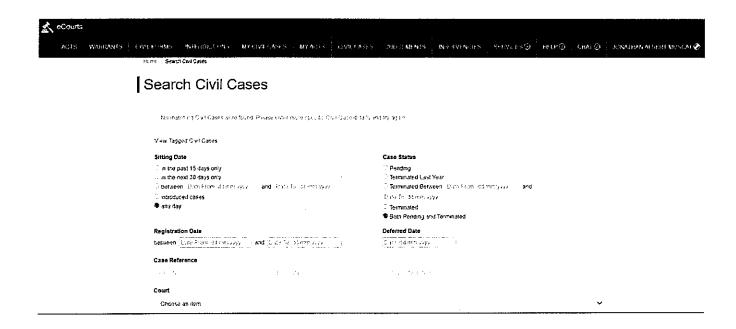






CIVIL CASES

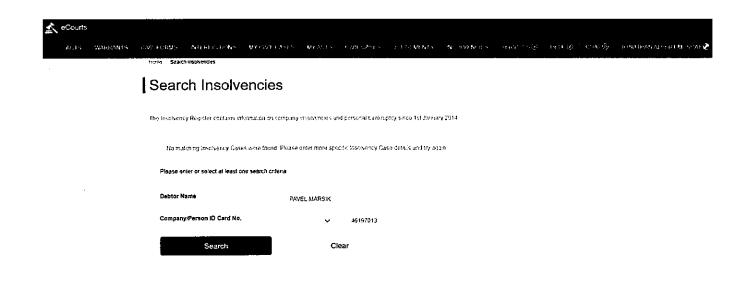
No Civil Cases have been instituted by or against "Marsik" / "Pavel Marsik".





INSOLVENCIES

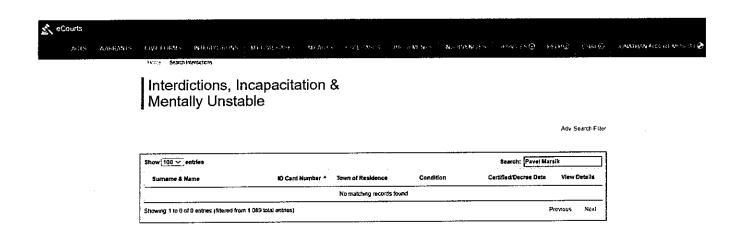
"Marsik" / "Pavel Marsik" did not result as being insolvent.





INTERDICTIONS

"Marsik" / "Pavel Marsik" did not result as being interdicted.



Seen and verified by the undersigned on the 6th March 2024.

Dr. Jonathan Muscat LL.D. Advocate

Annex E

From:

Enriquez Isaac A at MGA

Subject:

RE: Palasino Malta Limited

Date:

Wednesday, March 6, 2024 16:39:49

Thank you for your feedback.

In this respect, I can confirm that as of today, no administrative sanctions and/or pending investigations are being conducted against Palasino Malta Limited.

Thanks and regards,

Isaac Enriquez

Senior Executive - Compliance

+356 25469000

Building SCM 02-03, Level 4, SmartCity Malta, Ricasoli, SCM1001, Malta

isaac.a.enriquez@mga.org.mt

Please consider your environmental responsibility before printing this email.

Email Disclaimer: The information in this email and any of its attachments is strictly confidential and intended solely for the person or organisation to whom it is addressed. Access to this email by anyone else is unauthorised. If you are not the intended recipient, you must not copy or distribute it or take action in reliance on it. If you have received this email in error, please notify the sender as soon as possible. Communication via email over the internet is not secure and messages may be read, manipulated, or otherwise compromised by third parties. In this eventuality, MGA does not accept any responsibility.



ANNEX F MATERIAL AGREEMENTS

Name of supplier	eCogra Limited
Type of services	Alternative Dispute Resolution Services
Date of entry into the agreement	19 August 2021
Term & Termination	Indefinite. Either party may terminate the agreement by immediate written notice in the event of the other party's insolvency or material breach of the terms of this agreement, or otherwise by giving the other 30 days written notice.

Name of supplier	Fast Track Solutions Limited
Type of services	Customer relationship management
Date of entry into the agreement	2 July 2021
Term & Termination	Upon launch date, the agreement shall continue to be in force for a period of 24 months ("Initial Period"). During this period, either party may terminate the agreement by providing at least 6 months' written notice, with such termination to take effect at the end of the Initial Period. Following the lapse of the Initial Period, the Agreement shall be automatically renewed for further periods of 24 months (each a "Renewal Period"). Either Party can terminate the agreement by giving at least 6 months' written notice to the other party, with such termination to take effect at the end of the Renewal Period.

Name of supplier	Yggdrasil Gaming Limited
Type of services	Gaming platform
Date of entry into the agreement	1 May 2022
Term & Termination	The agreement shall be valid for an initial period of 3 years. Upon expiry of the initial 3 year period, the agreement will automatically extend for successive 1 year periods unless either party gives notice to the other in writing of its intention to terminate the agreement, at least 90 days in advance.

Name of supplier	iGamingCloud Limited
Type of services	Gaming platform, front-end services, KYCP Portal
Date of entry into the agreement	4 July 2023



Term & Termination	This agreement shall be in effect for a period of 5 years from go-live date ("Initial Term"). The Agreement shall then automatically be renewed for 12 month periods.
	Without prejudice to specific exemptions in the agreement, neither party can terminate the Agreement in the Initial Term. Either party may give the other party notice of non-renewal at least 6 months prior to the end of the then current period

Name of supplier	Hub88 Ltd
Type of services	Gaming platform
Date of entry into the agreement	N/A
Term & Termination	The agreement shall commence on the date when integration has been completed and games switched on with payment obligations started and shall remain valid for 1 year from such date. Upon of the initial 1-year period, the agreement shall continue until either party gives notice to the other in writing, of its intention to terminate the agreement, at least 30 days in advance.