

Common Draft Terms

for a cross-border merger without consideration between

BSG EuroHoldings Limited

Malta Reg. No. C 101667
Tower Business Centre, 2nd Floor Tower Street,
Swatar, Birkirkara BKR4013, Malta
(as the acquiring company)

and

Patriarch AS

Norwegian Reg. No. 923832157
Midttunveien 3
1177 Oslo, Norway
(as the company being acquired)

Signed by the Board of Directors of BSG EuroHoldings Limited and Patriarch AS on the 2nd of December 2024 for approval in their respective extraordinary general meetings.

1. Parties

This Common Draft Terms of Cross-Border Merger (hereinafter referred to as the “**Common Draft Terms of Cross-Border Merger**”) is entered into on the 2nd of December 2024, between:

BSG EuroHoldings Limited, a limited liability company incorporated under the laws of Malta with company registration number C 101667 and having its registered office situated at Tower Business Centre, 2nd Floor Tower Street, Swatar, Birkirkara BKR 4013, Malta, having a share capital of one thousand two hundred (1,200) ordinary shares having nominal value of one Euro (€1.00) each, twenty per cent (20%) paid up (hereinafter referred to as “**BSG EuroHoldings Limited**”) as the Acquiring Company; and

Patriarch AS, a limited liability company incorporated under the laws of Norway with company registration number 923832157 and having its registered office situated at Midttunveien 3, 1177 Oslo, Norway, having a share capital of forty thousand (40,000) ordinary shares having nominal value of one Norwegian Krone (NOK 1.00) each, fully paid up (hereinafter referred to as “**Patriarch AS**”) as the Company Being Acquired.

Hereinafter collectively referred to as the “**Merging Companies**”.

2. Rationale for the Merger

Patriarch AS and BSG EuroHoldings Limited are merging to simplify the Owner’s (as defined hereunder) administrative burden of owning two holding companies following the discontinuation of operations in Patriarch AS’s subsidiary, Borderless Software Group AS, a limited liability company incorporated under the laws of Norway with company registration number 923997822 and having its registered office situated at Midttunveien 3, 1177 Oslo, Norway (hereinafter referred to as the “**Subsidiary**”).

Both Merging Companies are wholly owned by Mr Marius Sonvoll Haugen, holder of Norwegian Passport No. CFC283299 (hereinafter referred to as the “**Owner**”), and it is considered appropriate to consolidate the activities of the two companies. This will lead to a more efficient operation of the business. Therefore, as of the date of these Common Draft Terms of Cross-Border Merger:

- One hundred percent (100%) of the issued share capital of Patriarch AS is owned by the Owner; and
- One hundred percent (100%) of the issued share capital of BSG EuroHoldings Limited is owned by the Owner.

Accordingly, the cross-border merger is taking place pursuant to Regulation 3(d) of the Cross-Border Merger of Limited Liability Companies Regulations, (Subsidiary Legislation 386.28).

Moreover, Regulation 27 of the Cross-Border Merger of Limited Liability Companies Regulations, (Subsidiary Legislation 386.28) applies to this cross-border merger.

By virtue of the cross-border merger as described herein, Patriarch AS will be merged by acquisition into BSG EuroHoldings Limited, as a result of which:

- Patriarch AS will cease to exist as a legal entity; and
- BSG EuroHoldings Limited will absorb all assets and assume all liabilities and other legal relationships of Patriarch AS by way of universal transfer by operation of law.

Upon effectiveness of the cross-border merger, BSG EuroHoldings Limited will maintain its current legal form, name and registered office and will therefore continue to be subject to the laws of Malta.

The Merging Companies have not been dissolved or declared bankrupt, nor has a suspension of payment been declared with respect to the Merging Companies.

3. Compliance with Regulations for Cross-Border Mergers

The merger is carried out as a cross-border merger pursuant to the European Parliament and Council Directive (EU) 2017/1132 of 14 June 2017 on certain aspects of company law (formerly Directive 2005/56/EC on cross-border mergers of limited liability companies), specifically Articles 118 to 134, as well as applicable implementing legislation in Norway and Malta.

The cross-border merger follows the provisions of Chapter 13 of the Norwegian Companies Act (aksjeloven), particularly §§ 13-24 to 13-27, cf. the provisions included in §§13-25 to 13-36 of the Norwegian Public Limited Liability Act (allmennaksjeloven), and the relevant provisions of the Maltese Companies Act (Chapter 386 of the Laws of Malta), and the provisions of the Cross-Border Merger of Limited Liability Companies Regulations, (Subsidiary Legislation 386.28), which implement the directive, and the Employee Involvement (Cross-Border Mergers of Limited Liability Companies) Regulations (Subsidiary Legislation 452.103).

The Merging Companies have drawn up the following draft terms of merger in accordance with and for the purposes of Regulation 6 of the Cross-Border Merger of Limited Liability Companies Regulations, (Subsidiary Legislation 386.28) and Chapter 13 of the Norwegian Companies Act (aksjeloven).

4. By-Laws of the Acquiring Company

The Memorandum and Articles of Association of BSG EuroHoldings Limited in force on the date of this Common Draft Terms of Cross-Border Merger as they currently, and shall remain to, read are attached herewith.

Since the Merging Companies have the same shareholder, i.e. the Owner, no electronic email address is being listed in these Common Draft Terms of Cross-Border Merger for the purposes of Regulation 6(1)(o) of the Maltese Regulations.

5. Expected Effects of the Cross-Border Merger on Employment

In accordance with EU Directive 2017/1132, Articles 124, 126c and 133, and national legislation, the Merging Companies are obliged to safeguard employees' rights to information and consultation in connection with the cross-border merger.

Patriarch AS has no employees. Therefore, there are no requirements for information or consultation of employees in Norway. Since the Subsidiary is being discontinued, no factors set out in this Common Draft Terms of Cross-Border Merger should affect it.

BSG EuroHoldings Limited has no employees. In view of the cross-border merger, and for the purposes of Regulation 6(1)(d) and Regulation 6(1)(j) of the Cross-Border Merger of Limited Liability Companies Regulations (Subsidiary Legislation 386.28), there are no personnel employed by BSG EuroHoldings Limited and therefore there shall be no employment transfer procedures or repercussions as a result of this cross-border merger. Thus, there are no procedures by which arrangements for the involvement of employees in the definition of their rights to participate in BSG EuroHoldings Limited are determined.

According to Maltese law, specifically Regulation 7 of the Cross-Border Merger of Limited Liability Companies Regulations (Subsidiary Legislation 386.28), there is normally a requirement to prepare a directors' report explaining the implications of the cross-border merger for employees. However, pursuant to Regulation 7(8) and per EU Directive 2017/1132, Article 124(8), since the Merging Companies have no employees, it is not necessary to prepare such report.

6. Share Exchange Ratio and Absence of Cash Compensation

The cross-border merger between BSG EuroHoldings Limited as the acquiring company and Patriarch AS as the company being acquired will take place by way of acquisition and is carried out as a cross-border merger without consideration between companies wholly owned by the same shareholder, i.e. the Owner. The share capital of BSG EuroHoldings Limited is fully owned by the Owner and the share capital of Patriarch AS is fully owned by the Owner, so the cross-border merger will be executed through the acquisition by BSG EuroHoldings Limited of all the assets and liabilities of Patriarch AS and Patriarch AS ceasing to exist.

In accordance with the Norwegian Companies Act (aksjeloven) Chapter 13, specifically § 13-24, and Regulation 27(a) of the Maltese Cross-Border Merger of Limited Liability Companies Regulations, (Subsidiary Legislation 386.28), there is no need to issue new shares or pay cash consideration in connection with the cross-border merger when the Merging Companies are

wholly owned by the same shareholder, i.e. the Owner. Therefore, no offer of cash compensation is envisaged for the purposes of this cross-border merger.

The shares in Patriarch AS will be cancelled without consideration upon completion of the cross-border merger, and the Owner will continue as the sole shareholder of BSG EuroHoldings Limited, in accordance with § 13-25 of the Norwegian Companies Act. BSG EuroHoldings Limited will not resolve upon any capital increase in connection with the cross-border merger since it is based on the simplified procedure.

No contingent or additional consideration will be issued, consistent with § 13-2 of the Norwegian Companies Act (aksjeloven) and the Norwegian Accounting Standard NRS 9 (Fusjon) guidelines.

7. Benefits, if any, granted to Board Members

No special advantages shall be granted to members of the administrative, management, supervisory or controlling bodies of the Merging Companies or to any other person in connection with the Cross-Border Merger or as a consequence thereof. Moreover, no benefit will be granted to any member of the controlling bodies or to any statutory auditor of the Merging Companies.

8. Notification to Shareholders and Filing with the Authorities

This Common Draft Terms of Cross-Border Merger, with attachments, is presented to the general meetings of both Merging Companies for final approval no later than two (2) weeks before their respective general meetings to consider the draft terms, cf. the Norwegian Companies Act (aksjeloven) § 13-12 second paragraph. The Common Draft Terms of Cross-Border Merger will be approved by the required majority at each Merging Company's general meeting.

In compliance with EU Directive 2017/1132, Articles 122–124, all necessary cross-border merger documents and notices will be filed and published with the Registrar of Companies in Malta and the Norwegian Register of Business Enterprises (Foretaksregisteret). This ensures transparency and compliance with EU standards for cross-border mergers.

8.1. Filing with Norwegian Authorities

Immediately after the Merging Companies have made a valid decision to merge according to this Common Draft Terms of Cross-Border Merger, the cross-border merger decision shall be filed with the Norwegian Register of Business Enterprises (Foretaksregisteret) by the board of Patriarch AS in accordance with the Norwegian Companies Act (aksjeloven) § 13-13.

The creditor notice period is six (6) weeks. Including approximately four (4) weeks of processing time, it will take about two and a half (2.5) months from the submission of the cross-border merger decision to the Register of Business Enterprises until the final completion of the cross-border merger can be registered. Patriarch AS will be deleted simultaneously with the final registration of the completed cross-border merger. The Norwegian Register of Business Enterprises (Foretaksregisteret) will initiate its deletion of Patriarch AS following the notification from the Registrar of Companies in Malta that the cross-border merger has been duly completed, in accordance with the Norwegian Public Limited Liability Act (allmennaksjeloven) § 13-32 (3).

8.2. Filing with Maltese Authorities

The Common Draft Terms of Cross-Border Merger, with attachments, will be filed with the Maltese Registrar of Companies in accordance with the Maltese Companies Act (Chapter 386 of the Laws of Malta) and Regulation 10 of the Cross-Border Merger of Limited Liability Companies Regulations (Subsidiary Legislation 386.28), which outline the requirements for filing and publication.

This includes submission to the Registrar of Companies in Malta and publication in accordance with legal requirements. All necessary documents will be submitted, and applicable deadlines will be met to ensure a lawful implementation of the cross-border merger in Malta.

9. Legal Entry into Force of the Cross-Border Merger

The cross-border merger shall take legal effect simultaneously in both Norway and Malta upon the completion of all required legal formalities in each jurisdiction. The cross-border merger becomes effective when the Registrar of Companies in Malta certifies the cross-border merger as complete in its notice to the Norwegian Register of Business Enterprises (Foretaksregisteret) (hereinafter referred to as the “**Effective Date**”).

Under Norwegian law, specifically § 13-17 of the Norwegian Companies Act (aksjeloven), the cross-border merger becomes effective when it is registered with the Norwegian Register of Business Enterprises (Foretaksregisteret) after receiving a statement from the Registrar of Companies in Malta, confirming the implementation of the cross-border merger, in accordance with the Norwegian Public Limited Liability Act (allmennaksjeloven) § 13-32 (3).

Under Maltese law, in accordance with Regulation 20(4) of the Cross-Border Merger of Limited Liability Companies Regulations (Subsidiary Legislation 386.28), the cross-border merger takes effect on the date the Registrar of Companies in Malta issues the certificate conclusively attesting to the completion of the cross-border merger.

The Merging Companies have coordinated their cross-border merger procedures to ensure that the Effective Date of the cross-border merger occurs simultaneously in both jurisdictions, subject to the timely completion of all necessary procedures, creditor notice periods, and registrations.

Upon the legal entry into force of the cross-border merger on the Effective Date, the following effects shall occur:

- **Transfer of Assets and Obligations:** All assets, rights, and obligations of Patriarch AS shall be transferred to BSG EuroHoldings Limited by universal succession, in accordance with § 13-17 of the Norwegian Companies Act (aksjeloven) and Regulation 22(1)(a) of the Maltese Cross-Border Merger of Limited Liability Companies Regulations (Subsidiary Legislation 386.28);
- **Asset and Liability Valuation:** All assets, rights, and obligations of Patriarch AS will transfer to BSG EuroHoldings Limited at their existing book values, current at the time of the cross-border merger, in line with the continuity method as defined in NRS 9 (Fusjon). This treatment maintains the Merging Companies' current tax and accounting positions, supporting the cross-border merger's tax-neutral status under Skatteloven Chapter 11;
- **Dissolution of Patriarch AS:** Patriarch AS shall be dissolved without going into liquidation and struck off the Norwegian Register of Business Enterprises (Foretaksregisteret), as per § 13-17(2) of the Norwegian Companies Act (aksjeloven) and Regulation 22(1)(c) of the Maltese Cross-Border Merger of Limited Liability Companies Regulations (Subsidiary Legislation 386.28);
- **Continuation of Shareholding:** The Owner shall continue as the sole shareholder of BSG EuroHoldings Limited, with no new shares issued or cash consideration paid, in accordance with § 13-24 of the Norwegian Companies Act (aksjeloven) and Regulation 22(1)(b) of the Maltese Cross-Border Merger Regulations.
- **Legal Succession:** BSG EuroHoldings Limited shall assume all rights and obligations of Patriarch AS, including any legal proceedings, as provided by § 13-18 of the Norwegian Companies Act (aksjeloven) and Regulation 22(1)(a) of the Maltese Cross-Border Merger Regulations (Subsidiary Legislation 386.28).
- **Legal Succession in Accordance with EU Standards:** This Common Draft Terms of Cross-Border Merger ensures that all assets, rights, and obligations transferred to BSG EuroHoldings Limited on the Effective Date, meet the legal succession requirements of EU Directive 2017/1132.

The boards of both Merging Companies commit to fulfilling all legal requirements and coordinating with the respective authorities in Norway and Malta to ensure the cross-border merger's timely and efficient implementation.

10. Approval of the Corporate Resolutions to Enter into the Cross-Border Merger

The following are recommended for extraordinary resolution by the general meeting of Patriarch AS:

- The approval of the Common Draft Terms of Cross-Border Merger for the cross-border merger between BSG EuroHoldings Limited and Patriarch AS, dated 2 December 2024.
- Patriarch AS is dissolved upon the entry into force of the adopted cross-border merger.

The extraordinary resolution of BSG EuroHoldings Limited to merge, required in terms of Regulation 11(1) of the Maltese Regulations, is not required since this cross-border merger qualifies for the simplified formalities exemptions in terms of Regulation 27 of the Maltese Regulations, as the Cross-Border Merger is being carried out by a person, i.e. the Owner, who holds directly or indirectly all the shares in the acquiring company and in the company or companies being acquired.

11. Date of the Merging Companies' Accounts used to Determine the Terms of the Cross-Border Merger

The date of the Merging Companies' accounts used to establish the conditions of the cross-border merger in terms of Regulation 6(1)(l) of the Maltese Regulations shall be the 31st of December, 2023.

12. Accounting and Tax Implementation of the Merger

For accounting and tax purposes, in terms of Regulation 6(1)(f) of the Maltese Regulations, the accounting effective date of the cross-border merger is the 1st of January, 2025. From this date, all transactions carried out in Patriarch AS are considered to be made on behalf of BSG EuroHoldings Limited. The cross-border merger is accounted for using the continuity method, which means that the accounting values of Patriarch AS's assets, rights, and obligations are continued in BSG EuroHoldings Limited's balance sheet.

The cross-border merger is implemented with tax effect from the Effective Date, in accordance with the Norwegian Companies Act (aksjeloven) § 13-16. The cross-border merger is carried out under the rules for tax continuity. This means that BSG EuroHoldings Limited takes over all tax positions of Patriarch AS related to assets, rights, and obligations. The cross-border merger thus does not trigger any immediate tax consequences. Under Maltese law, specifically the Income Tax Act (Chapter 123 of the Laws of Malta) and the Duty on Documents and

Transfers Act (Chapter 364 of the Laws of Malta), the cross-border merger is treated as a tax-neutral transaction, and no immediate tax consequences arise.

12.1. Accounting Methodology

The cross-border merger will be accounted for using the continuity method (kontinuitetsmetoden) in compliance with Norwegian Accounting Standards, NRS 9 (Fusjon), as the Merging Companies involved are wholly owned by the same shareholder, i.e. the Owner. This approach maintains the existing book values of all assets and liabilities, ensuring a smooth continuation of accounting values without fair value adjustments. As a result, all assets and liabilities of Patriarch AS will be measured at their book value.

12.2. Note Disclosures

In line with Norwegian Accounting Standards, NRS 9 (Fusjon), the financial statements of Patriarch AS will include specific note disclosures, including:

- Details of the Merging Companies and their ownership structures;
- Confirmation of the continuity method's use and rationale; and
- Assurance that there is no contingent consideration or adjustments to book values. This information will provide transparency to stakeholders and meet reporting standards for mergers under the continuity method.

13. Commitments

Patriarch AS undertakes not to carry out share issues, capital distributions, or enter into significant business agreements from the time these Common Draft Terms of Cross-Border Merger are signed, without the agreement being approved by BSG EuroHoldings Limited.

Similarly, BSG EuroHoldings Limited undertakes not to carry out share issues, capital distributions, or enter into significant business agreements from the time these Common Draft Terms of Cross-Border Merger are signed until the cross-border merger is completed, without the agreement being approved by Patriarch AS.

14. Special Rights and Preferential Treatment, if any, for Special Categories of Shareholders or Holders of Securities other than Quotas or Shares and Profit Sharing

The agreement assumes that there are no subscription rights, options, or other special rights attached to the shares in Patriarch AS. Such rights will not be granted through the cross-border merger.

In terms of Regulation 6(1)(g) of the Maltese Regulations, no rights shall be conferred by BSG EuroHoldings Limited on members enjoying special rights or on holders of securities other than shares representing the company capital, or the measures proposed concerning them.

15. Creditors' Rights and Protection

As a result of the Cross-Border Merger, all assets and liabilities of Patriarch AS will be automatically transferred to and assumed by BSG EuroHoldings Limited. The creditors of Patriarch AS will become creditors of BSG EuroHoldings Limited. The rights of creditors are safeguarded in connection with the cross-border merger in accordance with both Norwegian and Maltese law as well as under EU Directive 2017/1132, Article 126b.

Any creditor of Patriarch AS whose debt existed prior to the publication referred to in Regulation 10 of the Maltese Regulations may, within the period of three (3) months from the said publication, by application, contest the cross-border merger in terms of Regulation 15 of the Maltese Regulations.

For the purposes of Regulation 6(1)(n) of the Maltese Regulations, no guarantees or pledges are being offered to creditors.

15.1. Under Norwegian Law

In accordance with § 13-15 of the Norwegian Companies Act (aksjeloven), the rights of creditors are fully safeguarded in connection with the cross-border merger. The following measures are or will be implemented to ensure that creditors do not suffer losses as a result of the merger:

Creditor Notice:

- After the cross-border merger decision, the cross-border merger will be notified to the Register of Business Enterprises (Foretaksregisteret), and a creditor notice will be published in accordance with legal requirements.
- Creditors will have a period of six (6) weeks from the date of publication to submit any claims or objections.

Securing Claims:

- If creditors within the deadline request adequate security for undisputed and due claims, BSG EuroHoldings Limited will ensure that such security is provided before the cross-border merger is implemented.
- No creditors are expected to suffer losses due to the cross-border merger, as Patriarch AS has no known debts or obligations beyond ordinary operations.

Information to Creditors:

- Creditors will be informed about the cross border- merger and their rights under the Companies Act (aksjeloven).

- Any inquiries from creditors will be handled without undue delay.

15.2. Under Maltese Law

In accordance with the Maltese Companies Act (Chapter 386 of the Laws of Malta) and Regulations 6(1)(n), 10(1)(c) and 15(2) of the Cross-Border Merger of Limited Liability Companies Regulations (Subsidiary Legislation 386.28), regarding creditor protection, the following measures will be implemented:

Creditor Protection:

- For the purposes of Regulation 6(1)(n) of the Cross-Border Merger of Limited Liability Companies Regulations (Subsidiary Legislation 386.28), as a safeguard, any creditor of BSG EuroHoldings Limited whose debt existed prior to the publication referred to in Regulation 10 of the Maltese Regulations may, within the period of three (3) months from the said publication, by application, contest the Cross-Border Merger in terms of Regulation 15 of the Cross-Border Merger of Limited Liability Companies Regulations (Subsidiary Legislation 386.28).

16. Practical Matters

All expenses associated with the cross-border merger are covered by Patriarch AS. All cross-border merger-related costs will be recognised as operational expenses in accordance with NRS 9 (Fusjon) and Regnskapsloven § 5-14. This approach aligns with Norwegian accounting standards by treating merger costs as ordinary expenses rather than equity adjustments.

To the extent permissible by law, the exclusive place of jurisdiction for all claims arising from or in connection with these Common Draft Terms of Cross-Border Merger shall be the law of Malta, being the place of registration of the acquiring company.

17. Conditions for the Agreement

The specified timelines in these Common Draft Terms of Cross-Border Merger may be adjusted for practical reasons. The cross-border merger must be registered with the Norwegian Register of Business Enterprises (Foretaksregisteret) no later than 30 June 2025 for the merger to be valid.

Implementation of the cross-border merger is conditional upon:

- Adherence to the rules for tax-free mergers in Chapter 11 of the Norwegian Tax Act (skatteloven);
- Approval of the Common Draft Terms of Cross-Border Merger by the general meetings of both Merging Companies; and
- Fulfilment of all statutory conditions, including creditor notice periods and necessary registrations in Norway and Malta.

18. Amendments to the Common Draft Terms of Cross-Border Merger

Any amendments to the Common Draft Terms of Cross-Border Merger shall be made in writing. The boards of the Merging Companies are jointly authorized to make minor changes to the Common Draft Terms of Cross-Border Merger on behalf of the general meetings of the Merging Companies. The changes shall not be detrimental to the shareholders of any of the Merging Companies.

Should any provision of the Common Draft Terms of Cross-Border Merger be or become invalid, ineffective, impracticable or unenforceable, this will not affect the validity, effectiveness, practicability and enforceability of the remaining provisions of the Common Draft Terms of Cross-Border Merger. The Merging Companies hereby undertake to replace such invalid, ineffective, impracticable or unenforceable provision with a valid, effective, practicable or enforceable provision which reflects, as closely as possible, the objective of the invalid, ineffective, impracticable or unenforceable provision. The same shall apply to any omissions.

19. Exemption from Requirement for Independent Expert's Report and Directors' Report

According to Maltese law, specifically Regulations 7 and 9 of the Cross-Border Merger of Limited Liability Companies Regulations (Subsidiary Legislation 386.28), there is normally a requirement to prepare an independent expert's report and a directors' report explaining the legal and economic aspects of the cross-border merger. However, pursuant to Regulations 7(4) and Regulation 9(6) and per EU Directive 2017/1132, Articles 124(4) and 125(4), since the cross-border merger involves companies wholly owned by the same shareholder, i.e. the Owner, who has consented to waive these requirements, it is not necessary to prepare such reports.

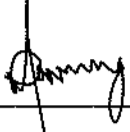
20. Attachments to the Common Draft Terms of Cross-Border Merger

These Common Draft Terms of Cross-Border Merger have the following attachments, which are considered part of the Common Draft Terms of Cross-Border Merger:

- Latest annual accounts, annual reports, and audit reports for BSG EuroHoldings Limited and Patriarch AS; and
- Memorandum and Articles of Association for BSG EuroHoldings Limited.

These Common Draft Terms of Cross-Border Merger are issued in two (2) copies, one for each party.

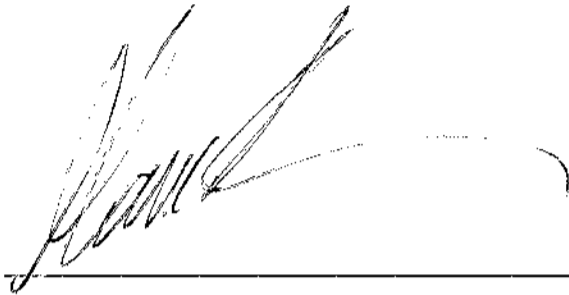
Approved today, the 2nd of December 2024



Sacha J. Farrugia

Director

Duly authorised F/Obo **BSG EuroHoldings Limited**



Marius Sonvoll Haugen

Director

Duly authorised F/Obo **Patriarch AS**