

Bufete Meléndez & Bonilla

Licda. Marielos Meléndez Hernández

Abogada y Notaria Pública

NUMBER TWO HUNDRED TWENTY-NINE:

Before me, Marielos Meléndez Hernández, Public Notary with an office in San José, Tenth Avenue, streets Thirty Three and Thirty Five, appeared: ALCIDES FERNANDEZ PORTUGUEZ, of legal age, single, office worker, resident of Moravia, 100 meters South of the Clínica Jeruzalen, ID number one - five zero nine - eight nine nine, and FRANCISCO JAVIER GARCÍA, with a single surname due to his Nicaraguan nationality, of legal age, married, security officer, resident of San José, la Uruca, two hundred meters south of the bus terminal, residence card number one five five eight zero five eight one four seven one five, and they say:

THAT THEY CONSTITUTE AN LIMITED RESPONSIBILITY SOCIETY that will be governed by the Commercial Trade Law and with the following clauses:

FIRST: the society will be denominated: **KYOTO LONDON NEXUS SOCIEDAD DE RESPONSABILIDAD LIMITADA**, which can also be abbreviated as S.R.L, with a Spanish translation of Kioto Londres Nexus Sociedad de Responsabilidad Limitada, and the name is an invented name.

SECOND: The location of the society will be 3335 10th Avenue, Catedral District, San José City, San José, Costa Rica, with the right to establish branches and agencies in the rest of the country or outside of it.

THIRD: The life of the Company will be one hundred years starting from the twenty-fourth of February, two thousand and twenty-five.

FOURTH: The purpose of the company will be the provision and offering of services of all kinds, participation in commercial transactions, undertake and execute all types of business activities necessary and convenient for the purposes of the company, and also engage in all types of commercial activities, industrial, agricultural, imports and exports, marketing activities, advertising, internet commercial activities, entertainment, and in general all legal activities. Also, to conduct monetary acts, it can buy, lease, pledge, sell, encumber, and in any other form to own and dispose of all kinds of goods and properties, real or personal, rights, holding of credits and values, factory marks, and of trade marks. It will be able to represent and to be part of another or other societies, national or foreign. It will be able to surrender deposits and any guarantee class in partners' favor or to third parties, when it perceives an economic retribution. It will be able to form trusteeships, to receive goods in trust, and to be the beneficiary of trusts. It will also be able to make contracts with the State and their Institutions, to obtain concessions, and to execute them in all their parts.

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FIFTH: The Social Capital will be TEN THOUSAND COLONS represented by one hundred quotas or inscribed titles of one hundred colons value for each one and they will be signed by the Manager. The certificates representing said quotas, which may cover one or more quotas, must be signed by the Manager and it shall be stated therein that they are not transferable by endorsement. The quotas are completely subscribed and paid in this form: the grantor Fernández Portuguese subscribes and he pays fifty quotas of one hundred colons each, and to cover his contribution he signs a Letter of Credit for the sum of five thousand colons. The grantor Garcia subscribes and he pays fifty quotas of one hundred colons each, and to cover his contribution he signs a Letter of Credit for the sum of five thousand colons. The formers state that the Letters of Credit for the amounts aforementioned were signed and endorsed properly in favor of the society that is constituted by this instrument, and are in the possession of the Manager of the society.

SIXTH: The society will be administered by a Manager who can be a holder of a quota or not a holder of a quota, who will be the judicial and extra-judicial representation of the society, having Total Power without limit to amount, as is specified in article one thousand two hundred fifty three of the Civil Code, and who will be able to grant, or to substitute his powers, in everything or in part, to revoke, grant, or substitute, and to make others again, this power being reserved if it is exercised or not exercised, and to be able to grant all types of powers for the good handling of the society. The Manager is authorized to carry out all operations and to assume any other representations without prejudice of those of this society. Also, he can make checks and manage national and foreign bank accounts. His position will be for the entire social term. The appointment and repeal of the Manager will take place with a simple majority of the partners' votes in the General Assembly, computed according to the amount of their social quotas.

SEVENTH: If needed, in accordance with a decision of the shareholders, there will be performed an inventory and balance and in this accounting there will be used the values of the assets based on the price on the accounting day, and the credits for their probable value. They won't include in the assets any irretrievable credits.

EIGHTH: The partners will hold an annual meeting within three months after the conclusion of the fiscal year, to consider the commercial results of the year, to recognize the inventory and balance accounting, and to take whatever agreements are necessary for the good conduct of the society.

NINTH: The profits and losses will be distributed in proportion to each partner's quotas.

TENTH: Concerning the earning for each business year, five percent will be dedicated to the formation of a legal reserve fund, until such fund reaches twenty percent of the capital. The dividends will be paid on realized and liquid earnings.

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ELEVENTH: The social quotas cannot be passed over to other people without the previous agreement and the express permission of the shareholders that represent at least three-fourths of the capital stock. In the event that the transfer is rejected the partners then will have an option for eight business days to acquire the quotas in equal conditions that were offered originally and in proportion to the number of quotas that they are holding. In the event of a shareholder's death the heirs judicially declare that they will enter, with full rights, to form part of the society.

TWELFTH: The liquidation of the society, and allotment of the balances, will be made by means of a liquidator named by the majority of the partners, or in their absence, by the Judge of the civil court of the society's jurisdiction. This will account for the final inventory, balance, and distribution of all funds, partial or full, and it will have the abilities, responsibilities and duties that are required under the law.

THIRTEEN: In accordance with Article Eighteen, Section Thirteen, of the Commerce Code, a resident agent, who is a lawyer, will be named with an office in San José, where she will assist in the judicial and administrative notifications in the name of the society.

FOURTEEN: Any discord or difficulty that is raised among the partners concerning the execution of this contract will be solved by a referee, a noted arbitrator, chosen by common agreement by the partners, or in their absence by a Judge of a civil court in the jurisdiction of the society.

FIFTEEN: The Assembly of the Shareholders will be summoned by the Managers with at least eight business days of anticipation, and by any accreditable means, such as fax, e-mail, or registered letter. The announcement may be dispensed with when all of the shareholders are present and agree, and such circumstance is recorded in the respective minutes. The shareholder's meetings will be held at the registered office, or at the location of any of the shareholders, or in any other place if so agreed to by all of the shareholders.

SIXTEEN: The celebration of virtual sessions. Both the Assembly of Partners and the sessions of the governing body may be validly held using electronic means, such as videoconference, which allow the participants to fully exercise their voice and voting rights in a secure and verifiable manner. Said assemblies must comply with the principles of integrity, interactivity and simultaneity in such a way that the participation and information rights of all participants are guaranteed and appropriate, verifiable, and documented records are kept.

APPOINTMENTS: For the whole social term will be MANAGER: COLIN EDWARD (names) BAGGOTT (surname), with a single surname due to his New Zealand nationality, of legal age, divorced one time, businessman, resident of eighty-three Gray Ave, Mangere East, Auckland, New Zealand two zero two four, with passport of his country number one four one four eight zero nine one..

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RESIDENT AGENT: Named as resident agent is Marielos Meléndez Hernández, of legal age, married once, Lawyer, resident of San José, with office in San José, from the Casa Matute six hundred meters east number three three three five, identification six - two two seven - six nine eight.

All of the above-mentioned people being present, except for the Manager, who accepts via a letter sent to the Society and is in their possession, accept their positions and they enter immediately into possession of the same.

The undersigned request the legal identification certificate to be issued and to issue the legalization number of the company books.

This is the complete document. I gave the first legal copy to the interested parties.

I read aloud what is written here to the parties, and they manifest that they approve it and they all sign this in San José, at the hour of eight A.M., of February twenty-fourth, of the year two thousand and twenty-five.

The above is a true and exact copy of document number two hundred and twenty-nine, visible in folio one hundred and ninety-four back, of volume seven of the protocol of the undersigned Notary.

Viewed with the original and found to be in accordance, I issue this as the first testimony in the act of the execution of the original.