

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM537790

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Merryvale Limited		07/18/2019	Corporation: BELIZE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Merryvale Limited		
<b>Street Address:</b>	Kingsway House, Havilland Street		
<b>City:</b>	Saint Peter Port		
<b>State/Country:</b>	GUERNSEY		
<b>Postal Code:</b>	GY1 2QE		
<b>Entity Type:</b>	Corporation: GUERNSEY		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3393148	BETWAY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7036106200		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	7036106100		
<b>Email:</b>	BoxIP@hoganlovells.com		
<b>Correspondent Name:</b>	Timothy J. Lyden		
<b>Address Line 1:</b>	Attn: Box Intellectual Property		
<b>Address Line 2:</b>	8350 Broad Street, 17th Floor		
<b>Address Line 4:</b>	Tysons, VIRGINIA 22102		
<b>ATTORNEY DOCKET NUMBER:</b>	1Y2744-45		
<b>NAME OF SUBMITTER:</b>	Timothy J. Lyden		
<b>SIGNATURE:</b>	/Timothy J. Lyden/		
<b>DATE SIGNED:</b>	08/22/2019		
<b>Total Attachments: 9</b>			
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## MERRYVALE LIMITED

The undersigned, being the sole shareholder of the above-named company, an international business company with registered number 50,954 existing and operating under the laws of Belize (the "**Company**"), does hereby adopt the following resolutions:

### BE IT RESOLVED:

1. Pursuant to section 62(3)(b) of the International Business Companies Act (Cap. 270) (as amended), to ratify, approve and confirm the entry into the approval of the proposed corporate migration of the Company by the directors of the Company pursuant to a set of board resolutions passed on 31 May 2019, noting the directors' declared interests in respect of the proposed migration.
2. To transfer the jurisdiction of registration of the Company to Guernsey.
3. To keep the name MERRYVALE LIMITED once the jurisdiction of registration has been transferred.
4. To abide by the laws of Guernsey and to effect any changes as may be necessary to the Company's constitutional documents to reflect the said compliance.
5. To adopt the enclosed forms of memorandum of incorporation and articles of incorporation with effect from re-registration in Guernsey under the Companies (Guernsey) Law, 2008 (as amended).
6. To discontinue the Company's registration in Belize once the domicile has been transferred.
7. To appoint Bellerive Trust Limited as the resident agent of the Company and that the registered office of the Company be located at Kingsway House, Havilland Street, St. Peter Port, Guernsey, GY1 2QE.
8. That Bellerive Trust Limited be and are hereby appointed as resident agent of the Company with authority to prepare and register on behalf of the Company, articles of incorporation and to execute, by way of its authorised signatories for the time being, any other documents as may be required, necessary or desirable for the said continuation of the Company in compliance with the Companies (Guernsey) Law, 2008 (as amended) and any ancillary related issues.

Adopted and signed this 4th day of June 2019

Signed by:



Authorised signatories for and on behalf of **BETWAY GROUP LIMITED**

Encs.

Merryvale Limited  
(registered number 50,954)  
(the "Company")

Minutes of a meeting of the board of directors of the Company held at La Corvee  
House, La Corvee, Alderney, GY9 3TQ on 31 May 2019 at 2.00 p.m.

PRESENT:	Whitfield Management Limited (represented by Matt Burnham) Richard Akitt (by telephone from Argentina) Ricky Serfontain (by telephone from Argentina)
IN ATTENDANCE:	Anne Oliver Kit Hobbs (by telephone from Guernsey)
APOLOGIES:	Bob Dutnall
ABSENT:	-

1. Quorum & Chairman

1.1. IT WAS NOTED that a quorum of directors of the Company ("Directors") was present and that all persons entitled to attend and vote at the meeting had been provided with the requisite notice so that the meeting had been properly constituted in accordance with the Company's latest articles of association (the "Articles"). IT WAS ALSO NOTED that as the Company had two (2) Directors, the quorum under article 10(3) of the Articles was set at two (2).

1.2. Matt Burnham was appointed to act as chairman of the meeting ("Chairman").

2. Directors' interests

2.1. IT WAS NOTED that under section 62 of the International Business Companies Act (Cap. 270) (as amended) (the "Act") it was the duty of every Director who was interested, or subsequently became aware of his interest, in a transaction or proposed transaction with the Company to immediately declare the nature, extent and value (if quantifiable) of such interest to the board of directors of the Company (the "Board").

2.2. Every Director who was in any way, directly or indirectly, interested in the transactions or arrangements detailed in these minutes declared the nature, extent and value (if quantifiable) of that interest to the Board.

2.3. IT WAS NOTED that:

2.3.1. Whitfield Management Limited was interested in the transaction forming the subject matter of these resolutions by virtue of:

2.3.1.1. its group relationship with the Company's intended administrator and resident agent under the Law in Guernsey, Bellerive Trust Limited; and

2.3.1.2. being a service provider the Company's sole shareholder, Betway Group Limited ("BGL"); and

2.3.2. Richard Akitt was interested in the transaction forming the subject matter of these resolutions by virtue of also being a director of BGL; and

2.3.3. Ricky Serfontein was interested in the transaction forming the subject matter of these resolutions by virtue of also being a director of BGL.

2.4. IT WAS FURTHER NOTED that, notwithstanding such interests, and the provisions of sub-section 62(4) of the Act and the lack of applicable limitations in the Articles, each of the Directors present was entitled to be counted in the quorum and to vote on the matters to be discussed at the meeting. IT WAS ADDITIONALLY NOTED that the confirmation of the sole shareholder of the Company would be sought to the Migration and its approval by the Directors (after declaring their interests) by way of a resolution in ratification, approval and confirmation of such decision in the Resolutions (as defined below).

2.5. The Chairman declared the meeting open for business.

2.6. Noting also the destination jurisdiction of the Company pursuant to the Migration (as defined below) as Guernsey, IT WAS ALSO DECIDED to make reference to the applicable company legislation in Guernsey, namely the Companies (Guernsey) Law, 2008 (as amended) (the "Law"). The Directors had also considered the application of section 162 of the Law to the subject matter of these resolutions.

### 3. Purpose of the meeting

The purpose of the meeting was to consider and, if thought fit, approve the entry into by the Company of the proposed migration of its jurisdiction of corporate registration from Belize to Guernsey (the "Migration") and to carry out certain connected ancillary items.

### 4. Tabling of documents

The following documents were tabled to the meeting:

- 4.1. a new draft memorandum of incorporation for the Company under the Law (the "New Memorandum");
- 4.2. new draft articles of incorporation for the Company under the Law (the "New Articles");
- 4.3. draft shareholder resolutions to be circulated to the sole shareholder of the Company (the "Resolutions");
- 4.4. a draft certificate of solvency (the "Certificate");
- 4.5. a draft declaration of compliance (migration) to be signed by the director of the Company under the Law (the "Declaration");
- 4.6. a draft affidavit in respect of the Company to be given once the Company had been registered under the Law in Guernsey (the "Affidavit"); and

4.7. a draft checklist for the migration in to Guernsey of a company from outside Guernsey to be given in respect of the Company by its Guernsey-based corporate service provider under the Law (the "Checklist"),

together the "Documents" and each a "Document".

The following documents were also made available for reference to the meeting:

4.8. a copy of the Articles;

4.9. a copy of the Act;

4.10. a copy of the Law; and

4.11. a copy of the non-statutory unaudited financial statements of the Company for the period ended 31 December 2018 (the "Accounts"),

together the "Reference Documents".

#### 5. Consideration of the Migration

5.1. The Board carefully considered and discussed the terms of the Documents in detail and noted the contents of the relevant part of the Reference Documents.

5.2. In particular, IT WAS NOTED that entering into and completing the Migration would cause the Company to cease being registered in Belize and governed by the Act and instead become registered in Guernsey and governed by the Law.

5.3. Specifically, IT WAS NOTED that the Accounts, covering the period to 31 December 2018, were to be used as evidence in the giving of the Certificate. IT WAS FURTHER NOTED that the Directors were not aware of there being substantial deviations in respect of the financial position of the Company in being able to pass the solvency test since 31 December 2018.

5.4. IT WAS ALSO NOTED that Whitfield Management Limited, acting through representatives of Bellerive Trust Limited, would liaise on behalf of the Company with:

5.4.1. ICS, as existing Belize-based corporate service provider to the Company, which would also provide liaison with the Belize Registry;

5.4.2. Courtenay Coxe, as Belize counsel to the Company in respect of the Migration;

5.4.3. the Guernsey Registry, as destination corporate registry for the Company pursuant to the Migration;

5.4.4. the Company's accountants, whose responsibility it would be to advise the Directors of any material changes to the Accounts since 31 December 2018; and

5.4.5. BGL, as the Company's shareholder, to approve the Resolutions and give any other necessary consents.

5.5. IT WAS GENERALLY NOTED that (i) keeping the Company registered in Belize was causing difficulties with the bankers and payment service providers to the Company, resulting in

unnecessary delays and costs to various transactions, and (ii) following the successful completion of the Migration and de-registration of the Company in Belize would provide the Company with a much easier path to on-going provision by third parties to the Company of banking and payment services.

- 5.6. IT WAS ADDITIONALLY NOTED that the Directors could use the Accounts, dating from 2018, to assess the current financial position of the Company and that they were not aware of any major deviations in the Company's ability to satisfy the applicable limbs of the solvency test under the Law in the interim; IT WAS ALSO NOTED, however, that the Accounts should provide satisfactory evidence of the financial position of the Company as at the date of these resolutions and that all the applicable limbs of the solvency test under the Law should be passed by the Company as at today's date as if the Law applied to the Company in advance of the Migration.
- 5.7. IT WAS SPECIFICALLY NOTED that the Migration could cause disruption to the various powers of attorney given by the Company during its corporate registration in Belize in favour of various law firms globally and that the Company (and its London-based counsel) should review the situation relating thereto following the completion of the Migration and the Company's eventual de-registration from the Belize IBC Registry.
- 5.8. IT WAS FINALLY NOTED that the shareholder and the composition of the Board would not change as a result of the proposed migration and that all existing Directors either (a) held valid director registration numbers at the Guernsey Registry or (b) had been advised to apply for and obtain the same in time for the Migration application to be submitted and processed.

## 6. Resolutions

After due and careful consideration of the Documents and the transaction, IT WAS RESOLVED that:

- 6.1. the Migration would be of commercial benefit to and was in the best interests of the Company;
- 6.2. the entry into the transaction be approved;
- 6.3. subject to there being no material change to the financial status of the Company since the end of the accounting period of the Accounts, the Company would remain solvent in accordance with the solvency test set out in section 527 of the Law as a result of and immediately following the Migration;
- 6.4. the terms of each Document be approved in the form produced to the meeting or with such amendments as any authorised signatories (as approved below) may in their absolute discretion approve, such approval to be shown by the due execution of the amended Document by such authorised signatories;
- 6.5. subject to completing the date in paragraph 1 thereof, the Resolutions (and their respective wording) be authorised for circulation to BGL in its capacity as the sole shareholder of the Company for consideration and, if thought fit, approval;

- 6.6. subject to the passing of the Resolutions and conditionally upon there being no material deviation from the existing accounting position regarding satisfaction of the applicable solvency tests, any two (2) authorised signatories of the corporate director of the Company be authorised to sign the Certificate and the Declaration on behalf of the Company;
- 6.7. subject to the initiation of the Migration with the Guernsey Registry, any two (2) authorised signatories of Bellerive Trust Limited be authorised to execute and deliver the Checklist;
- 6.8. subject to the registration of the Company under the Law in Guernsey and the issuance by the Guernsey Registry of a certificate of re-registration (or document of like effect), any one (1) authorised signatory of Whitfield Management Limited, as a director of the Company, be authorised to execute the Affidavit in the presence of a notary in Guernsey;
- 6.9. any one (1) Director or one (1) authorised signatory of a corporate director of the Company be authorised to sign any other documents or to take any other steps reasonably necessary or desirable to effect the transaction;
- 6.10. Bellerive Trust Limited's administration team be authorised to liaise with the relevant counterparties to carry out the transaction as proposed above, noting the counterparties set out at paragraph 5.4 above, including acknowledging and negotiating the terms and conditions for and on behalf of the Company with its Belize legal counsel; and
- 6.11. these resolutions were authorised to be executed in counterpart.

7. Filing

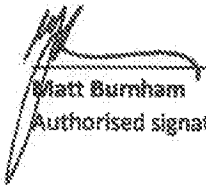
The Company's administration team was instructed to make any and all necessary and appropriate entries in the books and registers of the Company in accordance with the resolutions passed at the meeting and to make any and all necessary filings and to pay any and all applicable fees and charges with external authorities, including the Guernsey Registry, the Belize Registry, ICS (as the Company's Belize-based corporate administrator), Bellerive Trust Limited (as the Company's intended Guernsey-based future corporate administrator) and Courtenay Coye (as the issuers of a Belize-law legal opinion in respect of the Company relating to its Migration).

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8. Closing

There being no further business, at 2.15 p.m. the Chairman declared the meeting closed.



Matt Burnham

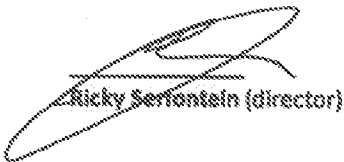


Anne Oliver

Authorised signatories for and on behalf of Whitfield Management Limited (corporate director)



Richard Akitt (director)



Ricky Serfontein (director)

BELIZE

THE INTERNATIONAL BUSINESS COMPANIES ACT,  
Chapter 270 of Laws of Belize, Revised Edition 2000

## Certificate of Discontinuance

*The undersigned, Registrar of International Business Companies, HEREBY CERTIFIES,  
that pursuant to Section 96 (4) of the Amendment, all requirements in respect to  
discontinuance have been complied with.*

**Merryvale Limited**

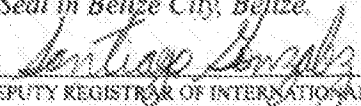
**50,954**

No.

*is discontinued in Belize City, Belize as an International Business Company*

this **29th** day of **July** **2019**

*GIVEN under my hand and Seal in Belize City, Belize.*

  
DEPUTY REGISTRAR OF INTERNATIONAL  
BUSINESS COMPANIES

TRADEMARK

REEL: 006727 FRAME: 0375



# Guernsey Registry

Guernsey Registry

## Certificate of Registration

Market Building  
PO Box 451, Fountain Street  
St. Peter Port, Guernsey,  
GY1 3GX  
Tel: +44 1481 743800  
Fax: +44 1481 743801  
Email: enquiries@guernseyregistry.com  
www.guernseyregistry.com

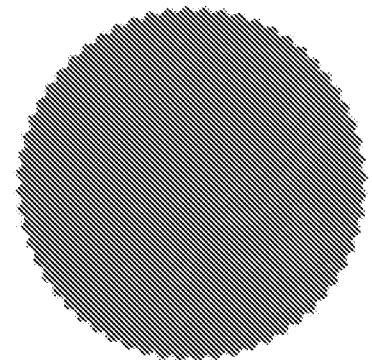
I hereby certify that the pursuant to section 85 of the Companies  
(Guernsey) Law 2008 that

**Company Name:** Merryvale Limited  
**Registration Number:** 66614  
was registered on: Thursday, July 18, 2019

**Signature:**

Mat Desloges  
Registrar

Thursday, July 18, 2019



*Cutting edge technology with historic integrity*

18-062019 12:54:31