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Transimpex Job No. ST3640

German -> English Translation of Commercial Register
wm17 holding GmbH

I, Aleyois E. Silcott, Project Coordinator at Transimpex Translations do hereby certify that the translation herein was completed by a professional Transimpex translator who is fluent in both German and English and is qualified to translate in accordance with *the American Translators Association Code of Professional Conduct and Business Practices* and that to the best of my knowledge the translation into English herein provided is, in fact, a literal and true interpretation of the statements in the original language, German.

Signature
Aleyois E. Silcott

State of Missouri
County of Jackson

Subscribed and sworn to before me this 25th day of February in the year 2021.



ANNA CLAIRE VICTORIA BRADLEY
My Commission Expires
September 24, 2023
Jackson County
Commission #19401004

Signature of Notary Public

IN THE HEART OF AMERICA- YOUR LINK WITH THE WORLD

Identification Number CHE-115.493.623	Legal Status Limited liability company	Entry 10.03.2010	Cancelled	Carried CH-170.3.034.291-2 From: CH-170.3.034.291-2/a On:	1
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[Bar Code] All data

Registration ²	Cancellation ³	Business name	Ref	Legal seat
1	2	wm17 holding AG	1	Baar
1	2	(wm17 holding SA) (wm17 holding Ltd)		
2		wm17 holding GmbH		
2		(wm17 holding Sàrl) (wm17 holding LLC)		

Ref	Capital	In ⁴	Member of ⁵	Ca	Shares	Partner (see personal data)	In	Ca	Company Address
1	100,000.00	2	3	3m	1,000 x 100.00 1,000 x 100.00	wm15 holding AG (CHE-113.293.160) wm15 holding GmbH (CHE-113.293.160)	1		c/o KBT Treuhand AG Zug Neuhofstrasse 5A 6340 Baar

In	Ca	Purpose	In	Ca	Other addresses
1		Acquisition, administration/management, and disposal of shares in other domestic and foreign companies, development, production, sales and distribution of snus and similar products as well as the utilization/exploitation of corresponding licenses; complete description of purpose according to articles of incorporation/bylaws.			

In	Ca	Remarks	Ref	Date of the acts
1	2	According to the articles of incorporation/bylaws, the transferability of nominal shares/registered securities is limited.	1	1/03/2010
1	2	The stockholders shall be notified in writing (including fax or email) using the addresses listed in the stock register/register of shareholders.	1	9/03/2010
1		By a declaration dated March 1, 2010, the limited audit requirement was waived.	2	19/06/2019
2		Modalities of assignment of the ordinary shares in deviation from the law according to detailed description in the articles of incorporation/bylaws.		
2		The partners shall be notified in writing (including email, fax, or any other form of transmission that allows providing proof of transmission by text) subject to the proviso of deviating legal or statutory provisions.		

In	Ca	Qualified facts	Ref	Official publication
2		Transformation: According to a conversion plan of June 19, 2019 and the balance as of Dec. 31, 2018, with assets of CHF 185,509.00 and liabilities (borrowed money) of CHF 85,409.00, the company is being converted to a GmbH (limited liability company) ⁶ . The stockholder receives 1,000 nominal shares / equity shares of CHF 100.00 each.	1	SHAB (Schweizerisches Handelsamtsblatt) = Swiss Official Gazette of Commerce (SOGC)

Vis ⁷	Ref	Ledger	Date	SOGC	Date SOGC	Page/Id	Vis	Ref	Ledger	Date	SOGC	Date SOGC	Page/ Id
	1	18278	19/12/2018	249	24/12/2018	1004529256							
	2	8805	24/06/2019	122	27/06/2019	1004661243							
	3	12074	21/08/2019	163	26/08/2019	1004702346							

¹ Translator's Notes (General notes): Below please find the URL for a multilingual Swiss glossary from the Swiss commercial registries.

<https://www.zg.ch/behoerden/volkswirtschaftsdirektion/handelsregisteramt/gut-zu-wissen-2/glossar>

None of the dates were converted on this form. All dates are in the sequence DD/MM/YY. Please also note that Swiss 1'000 = 1000. 85'409.00 = 85,409.00

In some cases, we are providing two different terms separated by a slash, in some cases, one term is probably more used in commercial sense, the other more legally. Please note that there are a few awkward English words; they are from the English used in the original Swiss German copy. We did not try to correct the source copy English.

² Educated guess only

³ Educated guess only

⁴ Registrations

⁵ Wild guess, not enough context. And sorry, no idea what the "m" is in 3, although an even wilder guess could be "members"

⁶ Translator's Note re Swiss GmbH, which is not exactly equivalent to a US LLC:

<https://www.grant-thornton.ch/en/insights/overview-of-the-swiss-llc--gmbh/#:~:text=The%20Swiss%20%E2%80%9CGesellschaft%20mit%20beschr%C3%A4nkter,amount%20for%20the%20company%20capital.>

⁷ Sorry, we cannot even guess.

In	Mo	Ca	Personal Data	Function	Signature
1		2m	Baumer, Roland from Aeschi near Spiez, in Ruschlikon	President of the board of directors	Joint signature at two
1		2m	Furrer, Dr. Martin, from Zumikon, in Zumikon	Member of the board of directors	Joint signature at two
1		3m	Rinderknecht, Christian Urs, from Hedingen, in Thalwil	Having right to sign partner	Joint signature at two
2		3m	wm15 holding AG (CHE-113.293.160), in Baar	President of the management	Joint signature at two
	2	3	Baumer, Roland, from Aeschi near Spiez, in Ruschlikon	Manager	Joint signature at two
	2	3	Furrer, Dr. Martin Paul, from Zumikon, in Zumikon		
	3		wm15 holding GmbH (CHE-113.293.160), in Baar	Partner	
3			Cedano, Jhonny Oswaldo, American citizen, in Henrico, VA (US)	Manager	Single signature
	3		Rinderknecht, Christian Urs, from Hedingen, in Thalwil	Having right to sign	Single signature

Zug, 11/11/2019 20:13

The information above is given with no commitment and is in no way legally binding.

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All data

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1	100'000.00	2	3	3m	1'000 x 100.00 1'000 x 100.00	wm15 holding AG (CHE-113.293.160) wm15 holding GmbH (CHE-113.293.160)	1		c/o KBT Treuhand AG Zug Neuhofstrasse 5A 6340 Baar

In	Ca	Purpose	In	Ca	Other addresses
1		Erwerb, Verwaltung und Veräusserung von Beteiligungen an anderen Unternehmen im In- und Ausland. Entwicklung, Produktion und Vertrieb von Snus- und ähnlichen Produkten sowie die Verwertung von entsprechenden Lizenzen; vollständige Zweckumschreibung gemäss Statuten			

In	Ca	Remarks	Ref	Date of the acts
1	2	Die Übertragbarkeit der Namenaktien ist nach Massgabe der Statuten beschränkt.	1	01.03.2010
1	2	Die Mitteilungen an die Aktionäre erfolgen schriftlich (einschliesslich Telefax oder E-Mail) an die im Aktienbuch verzeichneten Adressen.	1	09.03.2010
1		Mit Erklärung vom 01.03.2010 wurde auf die eingeschränkte Revision verzichtet.	2	19.06.2019
2		Vom Gesetz abweichende Abtretungsmodalitäten der Stammanteile gemäss näherer Umschreibung in den Statuten.		
2		Mitteilungen an die Gesellschafter erfolgen schriftlich (einschliesslich E-Mail, Telefax oder in einer anderen Form der Übermittlung, die den Nachweis der Mitteilung durch Text ermöglicht) unter Vorbehalt abweichender gesetzlicher oder statutarischer Bestimmungen.		

In	Ca	Qualified facts	Ref	Official publication
2		Umwandlung: Die Gesellschaft wird gemäss Umwandlungsplan vom 19.06.2019 und Bilanz per 31.12.2018 mit Aktiven von CHF 185'509.00 und Passiven (Fremdkapital) von CHF 85'409.00 in eine Gesellschaft mit beschränkter Haftung umgewandelt. Die Aktionärin erhält 1'000 Stammanteile zu CHF 100.00.	1	SHAB

Vis	Ref	Journal	Date	SOGC	Date SOGC	Page / Id	Vis	Ref	Journal	Date	SOGC	Date SOGC	Page / Id
	1	18278	19.12.2018	249	24.12.2018	1004529256							
	2	8805	24.06.2019	122	27.06.2019	1004661243							
	3	12074	21.08.2019	163	26.08.2019	1004702346							

In	Mo	Ca	Personal Data	Function	Signature
1		2m	Baumer, Roland, von Aeschi bei Spiez, in Rüschiikon	president of the board of directors	joint signature at two
1		2m	Furrer, Dr. Martin, von Zumikon, in Zumikon	member of the board of directors	joint signature at two
1		3m	Rinderknecht, Christian Urs, von Hedingen, in Thalwil	having right to sign	joint signature at two
2		3m	wm15 holding AG (CHE-113.293.160), in Baar	partner	joint signature at two
2		3	Baumer, Roland, von Aeschi bei Spiez, in Rüschiikon	president of the management	joint signature at two
2		3	Furrer, Dr. Martin Paul, von Zumikon, in Zumikon	manager	joint signature at two
3		3	wm15 holding GmbH (CHE-113.293.160), in Baar	partner	joint signature at two
3		3	Cedeno, Jhonny Oswaldo, amerikanischer Staatsangehöriger, in Henrico, VA (US)	manager	single signature
3		3	Rinderknecht, Christian Urs, von Hedingen, in Thalwil	having right to sign	single signature