

LONDON DE COLOMBIA
BRANCH S.A.S



CONSTITUTIVE ACT

Name	Identification	Domicile
DIANAMARIA MONTENEGRO DAZA	CC. 1.020.781.373	Bogotá, Colombia

Prior to the establishment and signature of these bylaws, it is hereby declared that a simplified joint-stock company has been incorporated under the name **LONDON DE COLOMBIA BRANCH S.A.S.**, to carry out any lawful civil or commercial activity, for an indefinite term of duration, with an authorised capital of COP \$200,000,000 (two hundred million pesos), divided into 20,000 ordinary shares with a nominal value of COP \$10,000 each, and a subscribed and paid-in capital of COP \$10,000,000 (ten million pesos), divided into 1,000 ordinary shares with a nominal value of COP \$10,000 each, which have been fully paid prior to delivery of the subscription amount to the appointed legal representative. The company shall have a single management and representation body, which shall be the legal representative appointed herein.

Having made the foregoing declaration, the undersigned has likewise established the bylaws of the simplified joint-stock company hereby created

BYLAWS OF THE SIMPLIFIED JOINT-STOCK COMPANY
Chapter I – General Provisions

Article 1 – Form.

The company created by this document is a simplified joint-stock company, of a commercial nature, to be known as **LONDON DE COLOMBIA BRANCH S.A.S.**, governed by the clauses contained in these bylaws, Law 1258 of 2008, and other relevant legal provisions.

In all acts and documents issued by the company intended for third parties, the name shall always be followed by the words “*simplified joint-stock company*” or the initials “*S.A.S.*”.

Article 2 – Corporate Purpose.

The company’s principal purpose shall be the design, creation, invention, production, manufacture, maquila, purchase, sale, import, export, distribution, commission sales and general trade of all types of goods permitted by law, especially but not limited to all kinds of jewellery articles, accessories, products and objects, including costume jewellery. Likewise, it may carry out any other lawful economic activity both in Colombia and abroad.

The company may, in general, carry out all operations of any nature related to the aforementioned purpose, as well as similar, related or complementary activities, or those that facilitate or develop the company’s trade or industry.

Article 3 – Domicile.

The principal domicile of the company shall be Bogotá, at Av. Jiménez #7-25, office 1015, which shall also be the address for judicial notifications. The company may establish branches, agencies or offices in



other places in Colombia or abroad, by resolution of the General Assembly of Shareholders.

Article 4 – Term of Duration.

The company shall have an indefinite duration.

Chapter II – Rules on Capital and Shares

Article 5 – Authorised Capital.

The authorised capital of the company is COP \$200,000,000, divided into 20,000 shares with a nominal value of COP \$10,000 each.

Article 6 – Subscribed Capital.

The initial subscribed capital of the company is COP \$10,000,000, divided into 1,000 ordinary shares with a nominal value of COP \$10,000 each.

Article 7 – Paid-in Capital.

The paid-in capital of the company is COP \$10,000,000, divided into 1,000 ordinary shares with a nominal value of COP \$10,000 each.

Shareholder	Number of Shares Subscribed	Value of Shares Paid	TOTAL
DIANAMARIA MONTENEGRO DAZA	1.000	\$10.000.000,00	100%
TOTAL	1.000	\$10.000.000,00	100%

Article 8 – Rights Conferred by the Shares.

At the time of incorporation of the company, all capital stock issued shall belong to the same class of ordinary shares. Each share shall entitle its holder to one vote in the decisions of the General Assembly of Shareholders.

The rights and obligations conferred by each share upon its holder shall be transferred to any person acquiring them, once the transfer has been duly effected under any title.

Ownership of a share implies adherence to these bylaws and to the collective decisions of the shareholders.

Article 9 – Nature of the Shares.

Shares shall be registered (nominative) and must be recorded in the company’s shareholders’ register in accordance with the law. While the right of pre-emption and other restrictions on their transfer remain in force, shares may only be traded in accordance with the provisions set forth in these bylaws.

Article 10 – Increase of Subscribed Capital.

The subscribed capital may be increased successively by any means and under the conditions provided in these bylaws and by law. Ordinary shares not subscribed at the time of incorporation may be issued by decision of the legal representative, who shall approve the corresponding regulations and make the offer under the terms established therein.

Article 11 – Pre-emptive Right.

Unless otherwise decided by the General Assembly of Shareholders, approved by a vote of one or more shareholders representing at least seventy per cent (70%) of the shares present at the respective meeting, the placement regulations shall provide that shares be offered subject to the pre-emptive right, so that each shareholder may subscribe a number of shares proportional to those held at the date of the offer notice.

The pre-emptive right shall also apply to the issuance of any other type of securities, including bonds,

bonds mandatorily convertible into shares, shares with preferential dividend and without voting rights, shares with fixed annual dividend, and privileged shares.

Paragraph One. The pre-emptive right referred to in this article shall also apply in cases of universal transfer of assets, such as liquidation, merger and demerger in any of their forms. Likewise, there shall be a pre-emptive right for the transfer of fractions at the time of subscription and for the transfer of the pre-emptive subscription right.

Paragraph Two. There shall be no right of withdrawal (*derecho de retracto*) in favour of the company.

Article 12 – Classes and Series of Shares.

By resolution of the General Assembly of Shareholders, adopted by one or more shareholders representing the entirety of the subscribed shares, the issuance of shares with preferential dividend and without voting rights, with fixed annual dividend, payment shares, or any other type of shares decided by the shareholders may be ordered, provided they are compatible with applicable legal provisions.

Once authorised by the General Assembly of Shareholders, the legal representative shall approve the corresponding regulations, establishing the rights conferred by the shares issued, the terms and conditions under which they may be subscribed, and whether shareholders shall enjoy the pre-emptive right for their subscription.

Paragraph. To issue privileged shares, the respective privileges must be approved by the General Assembly with the favourable vote of shareholders representing at least seventy-five per cent (75%) of the subscribed shares. The placement regulations for privileged shares, approved by the General Assembly, shall govern the pre-emptive right in favour of all shareholders, so that they may subscribe them in proportion to the number of shares each holds at the date of the offer notice.

Article 13 – Multiple Voting.

Unless otherwise decided by the General Assembly of Shareholders with the approval of one hundred per cent (100%) of the subscribed shares, no shares with multiple voting rights shall be issued. Should such shares be issued, the Assembly shall approve, in addition to their issuance, the amendment of the provisions on quorum and voting majorities necessary to give effect to the multiple voting rights established.

Article 14 – Payment Shares.

In the event that payment shares are issued, the value represented by the shares issued in favour of the company's employees shall not exceed the percentages provided for in current labour regulations.

Payment shares may be issued without being subject to the pre-emptive right, provided the General Assembly of Shareholders so determines.

Article 15 – Transfer of Shares to a Trust.

Shareholders may transfer their shares to a trust (*fiducia mercantil*), provided that the shareholders' register identifies the fiduciary company as well as the beneficiaries of the autonomous estate together with their corresponding percentages in the trust.

Article 16 – Restrictions on the Negotiation of Shares.

For a period of five years from the date of registration of this document in the commercial register, shares may not be transferred to third parties, unless expressly authorised by resolution of the General Assembly adopted by shareholders representing one hundred per cent (100%) of the subscribed shares. This restriction shall cease to apply in the event of a transformation, merger, demerger or any other operation by virtue of which the company is transformed or otherwise migrates to another corporate form.

The transfer of shares may be effected subject to the restrictions provided in these bylaws, which were stipulated by the founders with the intention of maintaining cohesion among the company's shareholders.



Article 17 – Change of Control.

With respect to all shareholders who at the time of incorporation of the company or thereafter are or become corporate entities, the rules relating to change of control set forth in Article 16 of Law 1258 of 2008 shall apply.

Aquí tienes la traducción al inglés británico del fragmento que compartiste (Capítulo III, Artículos 18 a 24), manteniendo el tono jurídico y corporativo:

Chapter III – Corporate Bodies

Article 18 – Corporate Bodies.

The company shall have a governing body known as the General Assembly of Shareholders, a legal representative (Manager). A statutory auditor shall only be appointed insofar as required by applicable legal provisions.

Article 19 – Sole Shareholder Company.

The company may be multi-shareholder or sole-shareholder. While the company remains a sole-shareholder entity, the sole shareholder shall exercise all powers conferred by law and these bylaws upon the various corporate bodies, including legal representation, unless appointing another person to exercise such role.

Resolutions adopted by the sole shareholder in its capacity as governing body shall be recorded in minutes duly entered in the company's book of minutes.

Article 20 – Composition.

The General Assembly of Shareholders is the supreme authority of the company and is composed of all shareholders registered in the Shareholders' Register or their delegates, meeting with the quorum and conditions set forth in these bylaws. Its decisions shall bind all shareholders, including absentees or dissenters.

Article 21 – Integration and Rules of Procedure of the General Assembly of Shareholders.

Without prejudice to the foregoing article, the General Assembly of Shareholders shall be constituted, convened and shall deliberate and decide on all matters within its competence in strict compliance with these bylaws and applicable law. Any resolution not in compliance shall be deemed ineffective

Article 22 – Chairman and Secretary.

Meetings of the General Assembly of Shareholders shall be chaired by the Manager of the company. The Secretary of the meetings shall be the person appointed ad hoc by the Assembly for that purpose.

Article 23 – Minutes.

All meetings, deliberations, resolutions and acts of the General Assembly of Shareholders shall be recorded in the book of minutes registered with the Chamber of Commerce of the company's domicile. Minutes shall be signed by the chairman and secretary of the meeting and, if possible, approved by the Assembly before the meeting concludes, or by persons designated for such purpose.

Article 24 – Types of Meetings and Notice.

Meetings of the General Assembly of Shareholders may be ordinary or extraordinary. Notice of meetings shall be given by the Manager of the company, the Chairman of the Board of Directors, the Statutory Auditor, or a group of shareholders representing at least forty per cent (40%) of the outstanding shares.

Notice shall be sent by letter, fax or email to the shareholder's registered address, fax number or email, and shall include the agenda.

Notice for ordinary meetings and meetings to approve year-end accounts or corporate transformations,



mergers or demergers shall be given at least five (5) business days in advance. Notice for extraordinary meetings shall be given at least five (5) calendar days in advance. For the calculation of such periods, neither the day of notice nor the day of the meeting shall be counted.

Paragraph I.

Shareholders may waive their right to be summoned to a specific meeting of the Assembly by means of a written communication sent to the legal representative of the company before, during or after the relevant session. Likewise, shareholders may waive their right of inspection with respect to meetings in which year-end accounts or corporate transformations, mergers or demergers of the company are to be approved.

Paragraph II.

Even if they have not been summoned to the meeting, shareholders attending the meeting shall be deemed to have waived their right to notice, unless they express their objection to the lack of notice before the meeting takes place.

Article 25 – Ordinary Meeting.

Each year, at the company's principal domicile or elsewhere, on the date set by the Board of Directors, which must be within three (3) months following the end of the fiscal year, the General Assembly of Shareholders shall meet in ordinary session. The purpose of the ordinary meeting shall be to examine the company's situation, appoint administrators, determine its guidelines, consider accounts and year-end balances, resolve on the distribution of profits, and adopt measures necessary for the development of the corporate purpose.

Article 26 – Meeting by Operation of Law.

If the General Assembly of Shareholders is not convened for an ordinary meeting in accordance with the preceding article, it shall meet by operation of law without need of notice, on the first business day of April at 10:00 a.m. at the offices where the company's administration operates at its principal domicile. In such case, it shall deliberate and decide validly with a plural number of shareholders, regardless of the number of shares represented, unless a special majority is required by these bylaws, in which case the corresponding percentage shall apply to the total shares represented.

Article 27 – Extraordinary Meetings.

Extraordinary meetings of the General Assembly of Shareholders may be held at any time and place, and shall be convened to deal with unforeseen or urgent matters requiring Assembly consideration.

Article 28 – Second Call Meeting.

If a convened General Assembly of Shareholders cannot be held due to lack of quorum, the Manager of the company shall be obliged to call a new meeting, which must take place no earlier than ten (10) business days and no later than thirty (30) business days from the date set for the first meeting.

Paragraph. The first notice of a meeting of the General Assembly of Shareholders may also include the date on which a second meeting shall be held in case the first cannot take place due to lack of quorum. The second meeting shall not be scheduled earlier than ten (10) business days after the first meeting, nor later than thirty (30) business days thereafter.

Article 29 – Quorum for Deliberation and Decision.

At meetings of the General Assembly of Shareholders, deliberation shall take place with the presence of a plural number of delegates representing at least seventy per cent (70%) of the outstanding shares. Decisions shall be adopted by the favourable vote of one or more delegates representing at least half plus



one of the shares represented at the meeting, unless a higher majority is required by these bylaws.

Article 30 – Functions.

The functions of the General Assembly of Shareholders are:

1. To decide which reserves shall be made, in addition to legal and statutory ones.
 2. To fix the amount of the dividend, as well as the form and deadlines for payment.
 3. To appoint principal and alternate members of the Board of Directors.
 4. To appoint the Statutory Auditor, principal and alternate.
 5. To order actions against administrators and senior officers.
 6. To decide that a given share issue be placed without being subject to the pre-emptive right.
- To adopt measures required in the interest of the company.
1. To exercise other powers conferred by law or these bylaws.

Article 31 – Manager.

The company shall have a Manager, who shall have an alternate, both appointed by the General Assembly of Shareholders for an indefinite term. The legal representation of the company, the management of its business and its administration shall be the responsibility of the Manager, and in case of absolute, temporary or accidental absence, of the alternate.

Article 32 – Functions of the Manager.

The Manager is the legal representative of the company, judicially and extra-judicially, and is responsible for the general direction of its business. Accordingly, the legal representative may enter into or execute all acts and contracts within the corporate purpose, or directly related to the existence and operation of the company, and in particular the following:

Administer the company.

1. To administer the company.
2. To convene the General Assembly of Shareholders to ordinary or extraordinary meetings.
3. To authorise with his/her signature the general-purpose year-end financial statements to be submitted to the General Assembly of Shareholders, as well as any document, act or contract containing obligations in favour of or against the company.
4. To present to the General Assembly of Shareholders the general-purpose year-end financial statements, together with the statutory auditor's report, the management report and the proposal for distribution of distributable profits. The management report shall provide a faithful account of the evolution of the business and the legal, economic and administrative situation of the company, and shall also include significant events occurring after the financial year, the foreseeable development of the company, and transactions carried out between the company, its shareholders or administrators. These documents shall be submitted for approval by the General Assembly of Shareholders at its ordinary meeting.
5. To appoint attorneys to represent the company judicially or extra-judicially in litigation or claims brought by or against it, or for specific business, and to vest them with the powers necessary to defend the company's interests or the proposed purposes.
6. Subject to the limitations set forth in these bylaws, to enter into acts or contracts within the corporate purpose, to acquire and dispose of, hold and possess, under any title, all types of assets, to encumber them and limit their ownership or deliver them on a precarious basis, to alter the form of real estate by nature or purpose, to carry out all types of transactions involving securities, and to enter into loan agreements with or without interest, all within the corporate purpose of the company.



7. To appear in proceedings concerning the ownership of the company's assets, to withdraw, appeal, settle, conciliate and compromise in matters of any nature.
8. To authorise share certificates with his/her signature.
9. To represent the company before political, administrative, national, departmental and municipal authorities, as well as before judicial authorities and the Public Prosecutor's Office
10. To comply with and enforce the agreements and resolutions of the General Assembly of Shareholders and the Board of Directors, as well as the functions expressly delegated by such bodies on a temporary basis or for special cases.
11. To perform any other functions imposed by law and/or these bylaws by virtue of the nature of the position, and, in general, to enter into all acts or contracts necessary and conducive to achieving the company's purposes.

Paragraph I – Powers.

Subject to the limitations set forth in these bylaws, the Manager, as the legal representative of the company, judicially and extra-judicially, shall have authority to execute or enter into all acts or contracts within the corporate purpose or of a preparatory, ancillary or complementary nature for the achievement of the company's objectives, and those directly related to its existence and operation. The Manager shall be vested with special powers to settle, arbitrate and compromise corporate matters; to promote and support judicial, administrative or contentious-administrative actions in which the company has an interest and to lodge all remedies available under law; to withdraw actions or remedies filed; to novate obligations or credits; to give or receive assets in payment; to appoint judicial or extra-judicial attorneys, delegate powers, revoke mandates and substitute them.

Chapter IV – Miscellaneous Provisions

Article 33 – Global Disposal of Assets.

A global disposal of assets shall be deemed to exist when the company intends to dispose of assets and liabilities representing fifty per cent (50%) or more of the company's net equity at the date of disposal. Such disposal shall require approval of the Assembly, granted by the favourable vote of one or more shareholders representing at least half plus one of the shares present at the meeting. This operation shall give rise to the right of withdrawal in favour of absent and dissenting shareholders in the event of patrimonial impairment.

Article 34 – Financial Year.

Each financial year shall last one year, beginning on 1 January and ending on 31 December. In any case, the first financial year shall commence on the date of registration of the company's incorporation deed in the Commercial Register.

Article 35 – Annual Accounts.

After the year-end closing, the legal representative of the company shall submit to the General Assembly of Shareholders the year-end financial statements, duly audited by an independent accountant, in accordance with Article 28 of Law 1258 of 2008. If a statutory auditor is appointed, the audit shall be carried out by the person holding that position.

Article 36 – Legal Reserve.

The company shall establish a legal reserve amounting to at least fifty per cent (50%) of the subscribed capital, formed with ten per cent (10%) of the net profits of each financial year. Once this reserve reaches the aforementioned fifty per cent, the company shall no longer be obliged to continue appropriating ten per cent of net profits to this account. However, if the reserve decreases, the company shall resume appropriating ten per cent of net profits until the reserve again reaches the



fixed limit.

Article 37 – Profits.

Profits shall be distributed on the basis of the year-end financial statements, subject to determination by the General Assembly of Shareholders. Profits shall be distributed in proportion to the number of subscribed shares held by each shareholder.

Article 38 – Dispute Resolution.

All disputes arising between shareholders by reason of the corporate contract, except for legal exceptions, shall be resolved by the Superintendence of Companies, except for actions challenging decisions of the General Assembly of Shareholders, which shall be submitted to arbitration, under the terms provided in Article 36 of these bylaws.

Article 39 – Arbitration Clause.

Challenges to resolutions adopted by the General Assembly of Shareholders shall be brought before an Arbitral Tribunal composed of a sole arbitrator, appointed by agreement of the parties, or failing that, by the Centre for Arbitration and Commercial Conciliation of the Chamber of Commerce of Tunja. The appointed arbitrator shall be a registered lawyer, shall decide in law, and shall be subject to the fees established by the said Centre. The Arbitral Tribunal shall be seated at the Centre for Arbitration and Commercial Conciliation of the Chamber of Commerce of Tunja, shall be governed by Colombian law and by the regulations of the said Centre.

Article 40 – Applicable Law.

The interpretation and application of these bylaws shall be subject to the provisions of Law 1258 of 2008 and other applicable regulations.

Chapter V – Dissolution and Liquidation

Article 41 – Dissolution.

The company shall be dissolved:

1. Upon expiry of the term provided in the bylaws, if any, unless extended by document registered in the Commercial Register prior to its expiration.
2. Due to impossibility of carrying out the activities provided in its corporate purpose.
3. Upon commencement of judicial liquidation proceedings.
4. By will of the shareholders adopted in the Assembly or by decision of the sole shareholder.
5. By order of a competent authority.
6. Due to losses reducing the company's net equity below fifty per cent (50%) of the subscribed capital.

Paragraph One. In the case provided in item 1 above, dissolution shall occur by operation of law as from the expiry date of the term of duration, without need of special formalities. In other cases, dissolution shall occur as from the date of registration of the relevant private document or from the final decision of the competent authority.

Article 42 – Remediating Dissolution Causes.

Dissolution may be avoided by adopting appropriate measures according to the cause, provided that the remedy occurs within six months following the date on which the Assembly acknowledges its occurrence. However, this period shall be eighteen months in the case of the cause provided in item 6 of the preceding article.

Article 43 – Liquidation.

Liquidation of the assets shall be carried out in accordance with the procedure established for the liquidation of limited liability companies. The liquidator shall be the legal representative or the



person appointed by the Assembly of Shareholders. v

During the liquidation period, shareholders shall be convened to the General Assembly of Shareholders under the terms and conditions provided in the bylaws and by law. Shareholders shall adopt all decisions incumbent upon the Assembly, under the quorum and majority rules in force prior to dissolution.

Determinations Relating to the Incorporation of the Company

1. Legal Representation.

The shareholders of the company hereby created have appointed, in this constitutive act, **Dianamaria Montenegro Daza**, identified with identity document CC No. 1.020.781.373, as legal representative of **LONDON DE COLOMBIA BRANCH S.A.S.**, for an indefinite term.

Dianamaria Montenegro Daza participates in this constitutive act to record her acceptance of the position to which she has been appointed, and to declare that there are no incompatibilities or restrictions that could affect her appointment as legal representative of **LONDON DE COLOMBIA BRANCH S.A.S.**

2. Acts Carried Out on Behalf of the Company in Formation.

As from registration of this document in the Commercial Register, **LONDON DE COLOMBIA BRANCH S.A.S.** shall assume all rights and obligations arising from the following acts and legal transactions carried out on behalf of the company during its formation process.

3. Legal Personality of the Company.

Upon registration of this document in the Commercial Register, **LONDON DE COLOMBIA BRANCH S.A.S.** shall constitute a legal person distinct from its shareholders, in accordance with Article 2 of Law 1258 of 2008.

These bylaws were read and approved on 10 October 2023 in the city of Bogotá, and in witness thereof are signed:

Dianamaria Montenegro Daza

CC. 1.020.781.373

Legal Representative and Shareholder