

SEAGULL MARITIME LIMITED (C 54665)

Registration Number

C 54665

Registration Date

09-12-2011

Registered Address

64, EXCALIBUR, B. BONTADINI STREET,

BIRKIRKARA

BKR 1737

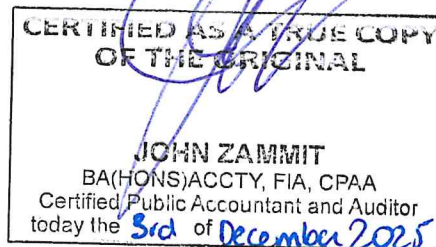
Malta

Full Name

SEAGULL MARITIME LIMITED

State

Active



John Zammit  
Certified Public Accountant  
Registered Auditor  
Excalibur, 64  
B. Bontadini Street.  
B'Kara BKR 1737  
Warrant no AB22/86  
Mobile no 99490357

1164



# Income Tax Services

Logout MTCA Website

ZAMMIT JOHN [441662M] as Private Practitioner

Obv: SEAGULL MARITIME LIMITED [995733117]

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## Income Tax

### Electronic Contact Details

Contact details should not be those of the tax practitioner. Please include contact details of the officer, administrator or manager of the company, body corporate, foundation, trust, trading or commercial undertaking as applicable; such details being those of a natural person who actually oversees the affairs of the undertaking.

E-Mail Address \* jeremy@jzammit.com

Mobile Number \* 79430603

### Direct Credit Payment Details

Account Holder Name (Name and Surname Format)

International Bank Account Number (IBAN)

Bank Identifier Code (BIC)

\* Required Fields

Save Details

Use Income Tax details for VAT

## VAT (MT20638914)

### Electronic Contact Details

E-Mail Address \* jeremy@jzammit.com

Mobile Number \* 79430603

### Direct Credit Payment Details

Account Holder Name (Name and Surname Format)

International Bank Account Number (IBAN)

Bank Identifier Code (BIC)

*[Handwritten Signature]*

CERTIFIED AS A TRUE COPY  
OF THE ORIGINAL

JOHN ZAMMIT  
BA(HONS)ACCTY, FIA, CPAA  
Certified Public Accountant and Auditor  
today the 3 of December 2025

John Zammit  
Certified Public Accountant  
Registered Auditor  
Excalibur, 64  
B. Bontadini Street,  
B'Kara BKR 1737  
Warrant no AB22/86  
Mobile no 99490357

*(1163)*

**MEMORANDUM OF ASSOCIATION  
OF  
SEAGULL MARITIME LIMITED**

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**1. NAME**

The name of the Company is SEAGULL MARITIME LIMITED.

**2. REGISTERED OFFICE**

The registered office of the Company shall be at 64, 'Excalibur' B.Bontadini street, Birkirkara BKR 1737 Malta or at any other address in Malta which may be determined from time to time by the Board of Directors. The company's email address is **secretary@seagullsecurity.com**

**3. NATURE**

The Company is constituted as a private limited liability company.

**4. OBJECTS**

**The main object is:**

- (a) To provide security services for the protection of all types of ships and other marine crafts (Including but not Limited, All type of Cargo Vessels, Bulk Carriers, Tankers, Container vessels, RoRo-Ro-Lo, Oil & chemical tankers, LNG/LPG Carriers, Yachts, Tugboats, Oil Support Vessels etc), against piracy and other Unlawful acts, including the provision of private ship security guards (armed/unarmed) with special security equipment, if required, within the meaning of articles 101, 102, 103 of the United nations Convention on the Law of the sea or of the legislation of the country in which such services will be provided. The services mentioned in this paragraph shall at all times be carried out legitimately and in accordance with the required approvals, authorisations, permits or licenses required by the competent authorities of Malta and any other interested Flag State and in full compliance with Maltese, International and other State's laws and regulations which may be applicable to the Company's services.

**Other objects:**

- (b) To render technical services, assistance and management services of all kinds and in all fields;
- (c) To export, trans-ship, buy, acquire, barter, sell, distribute, or deal in any other way in raw materials, commodities, consumer products, goods and merchandise of any kind without restriction of any manner;

- (d) To provide assistance and other services of any kind to third parties including but not limited to the services of broker, commission agent, negotiator, advisor and similar services;
- (e) To establish acquire, conduct, improve, develop, purchase, take on lease, maintain and operate offices, buildings, garages, warehouses and other accommodation or facilities for and in connection with the Company's business.
- (f) To promote, market, sub-contract, license, manage and otherwise handle, licenses, patents, rights, data, new business ventures and projects, and to carry out all other activities of a related nature;
- (g) To act as marketing and representative agents for third parties;
- (h) To receive and grant intellectual property rights of whatever nature and by whatsoever name called, and to enter into agreements for this purpose;
- (i) To acquire and undertake the whole or any part of the business and assets of any person, firm or partnership carrying on all or any of the businesses which the company is authorized to carry on;
- (j) To borrow or raise money from time to time, without limitations, in such manner as the company may think fit and in particular by the issue of debentures or any other rights and to secure the repayment of any money borrowed or raised and interest thereon as may be considered fit, including hypothecation, charge or lien upon the whole or any part of the company's property and assets; including the pledging on the company shares and also by a similar hypothecation, charge or lien, to secure and guarantee the performance of any debt, liability or obligation of the company or any other party;
- (k) To guarantee the repayment of indebtedness of any person although not in furtherance of its corporate purpose or for its benefit, and to secure such guarantee by means of a hypothec, privilege, lien and/or mortgage over the assets of the Company;
- (l) To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (m) To invest and deal with monies of the company in any shares, securities, commodities, derivatives and funds and in such manner as may from time to time be determined;
- (n) To subscribe for, take, purchase or otherwise acquire, hold, sell or dispose of shares or other interest in or securities of any other company;
- (o) To do all such other things as may be considered conducive to the foregoing objects or any of them.

Nothing in the foregoing shall be construed as empowering or enabling the company to carry out any activity or service which requires a notification, licence or other authorisation under any law in force

in Malta without such notification, licence or other appropriate authorisation from the relevant competent authority and the provisions of Article 77(3) of the Companies Act shall apply.

## **5. POWERS OF THE COMPANY**

In attaining its objects, the Company shall have the following powers:

- (a) To purchase, and acquire and to sell and transfer, take on or grant on lease, exchange any asset and to carry out such amelioration, upgrading or reconstruction work on such assets as may be necessary or deemed appropriate for the development of the Company;
- (b) To sell, manage, improve, process, manufacture, exchange, insure, grant on lease or otherwise, mortgage, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the company for such consideration as the Company may think fit;
- (c) To appoint agents of the Company in any part of the world;
- (d) To obtain loans, overdrafts, credits and other financial and monetary facilities without limit and otherwise borrow or raise money in such manner as the Company shall think fit, whether as sole borrower or jointly with other persons, and to provide by way of security for the repayment of the principal and interest thereon and the fulfillment of any of the Company's obligations, a hypothec, pledge, privilege, lien and/or mortgage over the assets of the Company including a hypothec, pledge, lien and/or mortgage over the company's shares ;
- (e) To grant loans and to guarantee the repayment of indebtedness of any person although not in furtherance of its corporate purpose, and whether or not the Company receives any consideration or derives any direct or indirect benefit therefrom, and to secure such guarantee by means of a hypothec, pledge, privilege, lien and/or mortgage over the assets of the Company;
- (f) To employ any number of workers for the purposes for which the Company is established and to remunerate any person, firm or company rendering services to the Company;
- (g) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company;
- (h) To enter into partnership, joint venture or into any arrangement for sharing profits, union of interests, reciprocal concession, or co-operation with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in, and to take or otherwise acquire and hold shares of stock in or securities of any such company, and to subsidise or otherwise assist any such person or company;

- (i) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorized to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, and to hold and retain or sell, mortgage and deal with any shares, debentures or debenture stock or securities so received;
- (j) To promote any other company for the purpose of acquiring all or any of the property or undertaking any of the liabilities of this company, or of undertaking any business or operations which may appear likely to assist or benefit this company or to enhance the value of any property or business of this company, and to subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;
- (k) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit;
- (l) To procure the Company to be registered or recognized in any part of the world;
- (m) To do all such other things as may be considered conducive to the foregoing objects or any of them.

## **6. LIABILITY**

The liability of the members is limited to the amount, if any, unpaid on the shares respectively held by them.

## **7. SECRETARY**

The Company Secretary is:

Ms. Olga Darda,  
35,Pochain st.,Apt 24,  
Podilskyi District,  
City of Kyiv  
Ukraine.  
Passport no: GE012698

## 8. DIRECTORS

The Management and administration of the Company shall be entrusted to a Board of Directors of not less than one (1) and not more than five (5) Directors. The Director is:

Ms. Olga Darda,  
35,Pochain st.,Apt 24,  
Podilskyi District,  
City of Kyiv  
Ukraine.  
Passport no: GE012698

## 9. SHARE CAPITAL

The Authorised Share Capital of the Company shall be of One Thousand two hundred Euro (€1,200) divided into One Thousand two hundred (1,200) Ordinary shares of one Euro (€1.00) each.

The issued Share Capital of the Company shall be of One Thousand two hundred Euro (€1,200) divided into One Thousand one hundred and ninety nine (1,199) Ordinary "A" shares and one (1) Ordinary "B" share having a nominal value of one Euro (€1.00) each, fully subscribed and 100% paid up as follows.

## 10. SHAREHOLDERS

The current shareholders of the Company are:

Seagull Maritime FZCO  
Dubai Silicon Oasis  
DDP, building A 1,  
Dubai, United Arab Emirates  
Company Registration No. 17513

One thousand one hundred and ninety-nine (1,199) Ordinary "A" shares of One Euro (€1.00) each, 100% paid up.

Seagull Maritime FZCO  
Dubai Silicon Oasis  
DDP, Building A 1,  
Dubai, United Arab Emirates  
Company Registration No. 17513

One (1) Ordinary "B" share of One Euro (€1.00) each, 100% paid up.


## 11. CLASS RIGHTS

All Ordinary shares in the Company, irrespective of the letter by which they are denominated, shall rank equally in all respects subject to the following exceptions:

- (a) the holder/s of the Ordinary "A" Shares shall be entitled to one (1) vote in general meetings for each of such shares held, whilst the holder/s of the Ordinary "B" Shares shall not be entitled to any vote in respect of those shares.
- (b) the holder/s of Ordinary "B" Shares shall not carry any dividend entitlement;
- (c) the holder/s of the Ordinary "A" Shares shall be entitled to any surplus assets of the Company on a winding up whilst the holder/s of the Ordinary "B" Shares shall not be entitled to any surplus assets of the Company on a winding up but shall have a prior claim over the holder/s of the Ordinary "A" Shares for the return of the nominal value of the said Ordinary "B" Shares.

## 12. JUDICIAL AND LEGAL REPRESENTATION

The Judicial and Legal Representation of the Company is vested in any one Director of the Company and, in addition and without prejudice to the powers of the aforesaid, in any other person or persons appointed by the Board. Subject and pursuant to the above the Company may appoint any person to be the Attorney of the Company and with such powers, and discretion and for such period and subject to such conditions as it may deem fit.



Ms Olga Darda  
Passport no: GE012698

Secretary

**CERTIFIED TRUE COPY**

**ARTICLES OF ASSOCIATION  
OF  
SEAGULL MARITIME LIMITED**

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**1. REGULATIONS FOR MANAGEMENT OF A PRIVATE COMPANY**

The regulations contained in Part I of the First Schedule to the Companies Act, 1995 (such Schedule being hereinafter called the "First Schedule") shall apply to the company unless they are excluded or varied hereby.

The Company is established as a private exempt company and accordingly:

- (i) the right to transfer shares is restricted in the manner hereinafter prescribed;
- (ii) the number of shareholders of the company are limited to fifty provided that where two or more persons hold one or more shares in the company jointly, they shall for the purpose of this regulation be treated as a single member;
- (iii) any invitation to the public to subscribe to shares or debentures of this company is prohibited;
- (iv) that the number of persons holding debentures of the company is not more than fifty;
- (v) Section 211 of the Companies' Act 1995 shall apply and accordingly no body corporate is a director of the company, and neither the company nor any of the directors is party to an arrangement whereby the policy of the company is capable of being determined by persons other than the directors, members or debenture holders thereof.

Regulations 57-61 on the Rotation of Directors are hereby excluded.

**2. RESOLUTIONS**

A resolution in writing signed by:

- (a) all the members of the time being entitled to receive notice of and to attend and vote at any general meeting of the company, or
- (b) all the Directors, or if there is only one, the Sole Director, appearing as directors of the company at the registry of Commercial Partnerships, shall be valid and effectual as if it had been passed at a meeting of the relevant body duly convened and held. Several distinct copies of the same document or resolution signed by each of the members or directors shall when placed together constitute one writing for the purposes of this regulation.

Several distinct copies (including fax copies) of the same document or resolution signed by each of the members or directors shall when placed together constitute one writing for the purposes of this regulation.

### **3. EXTRAORDINARY RESOLUTIONS**

A resolution shall be extraordinary resolution where: -

- (a) it has been taken at a general meeting of which notice rectifying the intention to propose the test of the resolution as an extraordinary resolution and the principal purpose thereof has been duly given; and
- (b) it has been passed by a member or members having the right to vote at the meeting holding in the aggregate not less than sixty per cent in nominal value of the total shares.

An extraordinary resolution shall be required for:

- (i) any changes to the Company Memorandum of Articles of Association;
- (ii) any increase or reduction of the issued capital of the company;
- (iii) the winding up of the company.

### **4. GENERAL MEETINGS**

- (a) The Annual General Meeting of the company shall be held at such time and at such place as the Directors shall appoint.
- (b) All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- (c) i. The directors may convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 129 of the Act.  
ii. Members holding at least 60% of the shares having voting rights in the company may at any time and without notice to the directors convene an extraordinary general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the directors.
- (d) A person is entitled to participate at a meeting of the Board of Directors or at any General Meeting of the Company by means of video conferences, telephone links or other similar means, provided the other members or directors agree to such participation. The chairman of the meeting shall in such cases sign on behalf of the person/s participating in such manner, record the fact that all persons present or participating at the meeting have agreed to such participation and shall also record the manner of such participation.

### **5. NOTICES OF GENERAL MEETINGS**

- (a) Notice of any general meeting shall be given to all company members and directors, and to the secretary if any, and to the auditors of the Company.
- (b) A general meeting shall be called by four days' notice in writing at the least, and shall specify the place, date and time and the general nature of that business. Provided that a meeting shall, notwithstanding that it is called by shorter notice be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote thereat.

## **6. NOTICES**

Any notice must be served by registered post or fax and shall be deemed to have been served in the case of registered post on the day immediately following that on which it was posted and in the case of a fax on the day of transmission, and it shall be sufficient to prove that the notice was addressed properly and posted or transmitted to such fax number as may be notified by the shareholders and directors to the company.

## **7. PROCEEDINGS AT GENERAL MEETING**

- (a) All business shall be deemed special that is transacted at any extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of:
  - (i) Reports of directors and auditors and declaring a dividend,
  - (ii) Consolidation of the annual accounts and balance sheets,
  - (iii) Election of directors replacing those resigning or being removed,
  - (iv) Appointment and fixing of the remuneration of the auditors.
- (b) No business shall be transacted at a General Meeting of the company unless a quorum of members is present at the time the meeting proceeds to business.
- (c) Any member, present in person or by proxy holding at least 51% of the shares holding voting rights in the company, shall form a quorum.
- (d) At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, and in the case of an equality of votes, the meeting chairman shall be entitled to a second or casting vote.

## **8. THE BOARD OF DIRECTORS**

The directors shall have the powers mentioned in the Memorandum of Association and as further defined hereunder: -

- (i) The director shall have power to appoint any person as attorney for the company.
- (ii) The directors shall hold office until they resign or are otherwise removed.
- (iii) Provided that no regulation made by the company in general meeting shall invalidate any prior act of a director when there is more than one director which would have been valid if that regulation had not been made.

## **9. PROCEEDINGS AT THE BOARD OF DIRECTORS**

- (a) The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes, the chairman shall have a second or casting vote. A director may, and the company secretary on the requisition of a director, shall at any time summon a meeting of the directors.
- (b) The quorum necessary for the transaction of the business of the directors, shall be any director, or any number representing more than half of the company's directors where there are three or more directors.
- (c) The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not

present within five minutes after the time appointed for holding same, the directors present may choose one of their number to be chairman of the meeting.

#### **10. COMPANY SECRETARY**

- i. The appointment or replacement of the company secretary and the conditions of holding office shall be determined by the directors.
- ii. The Company secretary shall be responsible for keeping:
  - (a) the minute book of general meetings of the company;
  - (b) the minute book of meetings of the board of directors;
  - (c) the register of members and debentures;
  - (d) such other registers and records as the company secretary may be required to keep by the board of directors.

#### **11. PLEDGING OF SECURITIES**

- (a) The members may enter into any agreement relating to the pledging of their shares or the creation of any rights in connection with the said shares for any reason they may deem fit and with such third parties as they deem appropriate.
- (b) The holders of other securities issued by the Company may enter into any agreement relating to the pledging of their securities or the creation of any rights in connection with the said securities for any reason they may deem fit and with such third parties as they deem appropriate.
- (c) Upon the Company being notified of such a pledge agreement, the Company shall record that fact in its register of members or debentures and the Company shall recognize all rights validly granted to any third parties and shall act according to and consistently with the terms of such agreement in all matters.
- (d) Insofar as and to the extent that such a pledge agreement validly vests third parties with rights pertaining to the shares or debentures normally exercisable respectively by the members or the debenture holders of the Company, such rights shall be exercisable by the third parties as though they were the members or debenture holders of the Company to the exclusion of the member or members or holder or holders of the relevant securities.

#### **12. TRANSFER OF SHARES**

- (a) The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- (b) Any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Board may approve.

### **13. SHARE CAPITAL AND VARIATION OF RIGHTS**

- (a) Without prejudice to any special rights previously conferred on the holders of any existing shares or class thereof, any share may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return or capital or otherwise as the company may by ordinary resolution determine.
- (b) Subject to the provisions of section 115, any preference shares may, with the sanction of any ordinary resolution, be issued on the terms that they are, or at the option of the company, are liable to be redeemed on such terms and in such manner as the company (before the issue of the shares) may by extraordinary resolution determine.
- (c) Every person whose name is entered as a member in the register of members shall be entitled without payment to receive one certificate for all his shares or several certificates each for one or more of his shares. If a certificate be defaced, lost or destroyed, it may be renewed on application of the member of such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the company for investigating evidence as the directors think fit.
- (d) In accordance with the provisions of section 122 of the Act, shares and other securities in the company may, by means of an instrument in writing entered into between the pledgor and the pledgee and forwarded to the company and to the registrar of companies within fourteen days from the date of signature thereof, be pledged by the holder thereof in favour of any person as security for any obligation.

### **14. DIVIDENDS AND RESERVES**

- (a) The company in general meeting may declare dividends, but no dividends shall exceed the amount recommended by the Directors.
- (b) The directors may from time to time, pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.

### **15. INDEMNITY**

Every company officer, or auditor and in general any officer for the time being of the company shall be indemnified of the assets of the company against any liability incurred by him in defending any proceedings in which judgment is given in his favor or in which he is acquitted.



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Ms. Olga Darda

Passport no: GE012698

**CERTIFIED TRUE COPY**

# Digital Signatures

Authorised User Signature:  
Signer: SABRINA FARRUGIA  
Date:01/12/2025

ROC Representative Signature:  
Signer: Antonella Grech  
Date:02/12/2025  
C 54665 / 48.0