



*EXEMPTED Company Registered and
filed as No. 359457 On 24-Jan-2020*

A handwritten signature in black ink, appearing to read "J. H. ...", positioned above the title of the Assistant Registrar.

Assistant Registrar

THE COMPANIES LAW (AS REVISED)

MEMORANDUM AND

ARTICLES OF ASSOCIATION

OF

STAKER SERVICES LTD.



EXEMPTED Company Registered and
filed as No. 359457 On 24-Jan-2020

A handwritten signature in black ink, appearing to read "W. J. ...", positioned above the title "Assistant Registrar".

Assistant Registrar

THE COMPANIES LAW (AS REVISED)

MEMORANDUM OF ASSOCIATION

OF

STAKER SERVICES LTD.

1. The name of the Company is Staker Services Ltd. (the "**Company**").
2. The registered office will be situated at the offices of **The Harbour Trust Co. Ltd., Windward 1, Regatta Office Park, PO Box 897 Grand Cayman KY1-1103** or at such other place in the Cayman Islands as the Directors may from time to time decide.
3. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object that is not prohibited by any law of the Cayman Islands.
4. The Company shall have and be capable of exercising all the powers of a natural person of full capacity as provided by law.
5. The liability of the Members is limited to the amount, if any, unpaid on their shares.
6. The authorised share capital of the Company is US\$1,000.00, divided into:
 - (a) 1,000,000 Class A Shares of US\$0.0001 par value each; and
 - (b) 9,000,000 Class B Shares of US\$0.0001 par value each,each having the rights set forth in the articles of association of the Company as amended and restated from time to time.
7. The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to apply for deregistration in the Cayman Islands.
8. Capitalised terms that are not defined herein bear the same meaning given to them in the Articles of Association of the Company.



The undersigned, whose name, address and description are set out below, wishes the Company to be incorporated as a company in the Cayman Islands in accordance with this Memorandum of Association and agrees to take the number of shares in the capital of the Company as set out opposite the undersigned's name.

STAMPED Company Registered and
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[Signature]
Assistant Registrar

Name, Address and Description of Subscriber

Number of Shares Taken by Subscriber

HTC HOLDINGS LTD.
Corporate
PO Box 897
Grand Cayman KY1-1103
Cayman Islands

ONE SHARE

[Signatures]

William E.J. Walmsley and Tamara Corbin
HTC Holdings Ltd.

Dated: January 21, 2020

[Signature]

Signature of Witness

Name: Diane Whittaker
Address: PO Box 897
Grand Cayman KY-1103
Cayman Islands
Occupation: Corporate Officer