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Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "FORWARD GLOBAL US, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2024, AT 6:08 O`CLOCK P.M.

Jeffrey W. Bullock, Secretary of State

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SR# 20244099905

Authentication: 204779321
Date: 11-01-24

You may verify this certificate online at corp.delaware.gov/authver.shtml

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State of Delaware
Secretary of State
Division of Corporations
Delivered 06:08 PM 10/31/2024
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SR 20244099905 - File Number 7633990

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF FORWARD GLOBAL US, INC.

(Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware)

It is hereby certified that:

1. The present name of the Corporation is Forward Global US, Inc. (the "**Corporation**"). The Corporation was originally incorporated in Delaware on September 30, 2019, under the name Avisa Partners US, Inc. The Certificate of Incorporation of the Corporation was amended on July 26, 2023 by filing a Certificate of Amendment in Delaware.

2. This Amended and Restated Certificate of Incorporation of the Corporation (this "**A&R CoI**") adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "**DGCL**"), further amends and restates the Certificate of Incorporation of the Corporation in its entirety.

3. This A&R CoI was approved by the holders of the requisite number of shares of the Corporation in accordance with Section 228 of the DGCL.

4. This A&R CoI shall become effective upon the filing hereof with the Secretary of State of the State of Delaware and shall read as follows:

FORWARD GLOBAL US, INC.

(A DELAWARE PUBLIC BENEFIT CORPORATION)

FIRST: The name of the corporation is Forward Global US, Inc.

SECOND: The registered office of the Corporation in the State of Delaware and New Castle County is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The registered agent at such address shall be The Corporation Trust Company.

THIRD: Purpose. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL, which includes operating in a responsible and sustainable manner. The general interest to be promoted by the Corporation is to design and deliver services and technologies that helps individuals and institutions manage digital, economic, and information risks.

FOURTH: Mission. The Corporation's mission is to generate a positive and significant social, societal and environmental impact when exercising its activities. In this context, the Corporation wishes to focus on feeding strategic thinking, participating in strengthening the trust that exists between economic actors and civil society, contributing to strengthening integrity within the framework of the rule of law, and, more generally, participating in the protection of institutions and citizens, public or private organizations and their clients, by helping them to develop in a virtuous and sustainable manner, to better communicate and interact harmoniously with their ecosystems, to control their risks and to manage the crises to which they are exposed. Still, within the framework of this approach, the managers and all of the decision-making bodies of the Corporation undertake to take into consideration: (i) the social, societal and environmental

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consequences of their decisions on all of the Corporation's stakeholders, and (ii) the consequences of their decisions on the environment.

FIFTH: Social and Environmental Objectives.

(a) In line with its purpose, the Corporation has defined social and environmental objectives that it is committed to pursuing as part of its activities, with goals integrated into its model for sustainable and profitable growth.

(b) In terms of governance, the Corporation is dedicated to fulfilling its Corporate Social Responsibility (CSR) commitments by promoting responsible conduct in its operations, in accordance with an ethical code.

(c) Socially, the Corporation is committed to actively supporting the professional development of its employees and fostering a balance between work and personal life.

(d) Environmentally, the Corporation is committed to addressing major public interest issues and reducing the environmental impact of its activities.

SIXTH: The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares of common stock and the par value of each of such shares is one cent $0.01.

SEVENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appoint for this Corporation under the provisions of Section 279 of the DGCL order a meeting of the creditors or class of creditors, and/or the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

EIGHTH: 1. Indemnity for Third Party Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was an officer or director of the Corporation, or is or was serving at the request of the Corporation as a director, officer, member, manager, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement (collectively, "**Losses**") actually and reasonably incurred by such person in connection with such action, suit or proceeding to the maximum extent authorized by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), or by other applicable law as then in effect, if the person acted in good faith and in a manner the person reasonably believed to be, in or not opposed to, the best interests of the Corporation

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and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed, to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

2. Indemnity for Action by or in right of Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was an officer or director of the Corporation, or is or was serving at the request of the Corporation as a director, officer, member, manager. employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against Losses actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner reasonably believed to be within the scope of the authority conferred on such person by the Corporation or such other entity, and to be in, or not opposed to, the best interests of the Corporation, and except that no such indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of Delaware or the court in which such suit or action was brought determines upon application that, despite the adjudication of liability but in consideration of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

3. Employees. The Corporation may, to the extent deemed advisable by the Board of Directors of the Corporation (the "**Board**"), indemnify any person who is or was an employee or agent (other than an officer or director) of the Corporation if such person would be entitled to such indemnity under the provisions of Section 1 or 2 of this Article EIGHTH if such person had been an officer or director of the Corporation.

4. Procedure for Indemnity. Any indemnification to be provided under Section 1, 2 or 3 of this Article EIGHTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, member, manager, employee or agent, as applicable, is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article EIGHTH. Such determination shall be made (1) by a majority vote of directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (3) by the stockholders.

5. Expenses. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding unless otherwise determined by the Board in the specific case, upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article EIGHTH. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board deems appropriate.

6. Article Not Exclusive. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article EIGHTH shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, by-law, agreement, vote of stockholders or disinterested directors or otherwise. both as to action in such

person's official capacity and as to action in another capacity while holding such office, and shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

7. Insurance. The Corporation may purchase and maintain insurance on its own behalf and on behalf of any person who was or is a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, member, manager, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article EIGHTH or of the DGCL.

8. Contract Rights. The provisions of this Article EIGHTH shall be deemed to be a contract right between the Corporation and each officer or director who serves in any such capacity at any time while this Article EIGHTH, and the relevant provisions of the DGCL or other applicable law are in effect, and any repeal or modification of this Article EIGHTH, or any such law shall not affect any rights or obligations then existing with respect to any state of facts or proceedings then existing.

9. References to "the Corporation". For the purposes of this Article EIGHTH, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger and the Corporation which, if its separate existence had continued, would have had power and authority to (or in fact did) indemnify its directors, officers, employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article EIGHTH with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

10. Savings Clause. If this Article EIGHTH or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify as to any expenses (including attorneys' fees), judgments, fines and amounts paid in settlement in connection with any action, suit, proceeding or investigation, whether civil, criminal or administrative, including an action by or in the right of the Corporation, to the fullest extent permitted by any applicable portion of this Article EIGHTH that shall not have been invalidated and to the fullest extent permitted by applicable law.

NINTH: The Board shall have the power to adopt, amend or repeal the by-laws of the Corporation.

TENTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board. The election of the directors of the Corporation need not be by written ballot unless the by-laws of the Corporation shall so provide.

ELEVENTH: The Corporation expressly elects not to be governed by Section 203 of the DGCL.

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IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be executed by the undersigned, its duly authorized officer this 31st day of October, 2024 and the foregoing facts stated herein are true and correct.

FORWARD GLOBAL US, INC.

DocuSigned by:

By: John Procter
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Name: John Procter
Title: President and CEO

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EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date	Printed Name	Signature
5/26/2025	JOHN PROCTER	John Procter