
Memorandum Of Understanding
(the **"MOU"**)

between:

EARTH NATURE CLIMATE INSTITUTE CORP.

a company established under the laws of Canada,
with corporation registration number 1523463-8,
having its address at 250 University Avenue, Suite 200, Toronto, M5H 3E5, ON, Canada,
(the **"ENCI"**)

– and –

GNOSIS MANAGEMENT CONSULTANTS LTD.

(owner of the **HELLENIC OBSERVATORY OF CORPORATE GOVERNANCE**)
a company established under the laws of the United Kingdom,
with company registration number 08150317,
having its address at 83 Rodney Court, 6-8 Maida Vale, London, W9 1TJ, England, UK
(the **"HOCG"**)

(each a **"Party"** and together the **"Parties"**)

December 15th, 2023

WHEREAS, the undersigned Parties desire to enter a working business relationship to the mutual and common benefit considering to cooperate and mutually conduct business (the "Cooperation");

1. PURPOSE

The purpose of this Memorandum is to set forth the basis of this Cooperation between the Parties that it is strategic alliance and partnership between ENCI and HOCG for the purposes of co-developing, co-organizing, co-delivering and promoting professional training, research, publications, events and other actions related to Sustainability, Corporate Governance and Finance practices and function, in such a way that will constitute development and progress to the professional world. More specifically:

The Parties will mutually work in the area of scientific and academic cooperation – indicatively and not restrictively - for the:

- (i) creation and delivery of courses and training for professionals globally;
- (ii) participation in seminars and conferences;
- (iii) initiation and execution of joint research projects;
- (iv) mutual preparation of publications;
- (v) mutual assistance and exchange of know-how in the fields of corporate governance, corporate finance, sustainability, sustainable finance and investing, and strategy.

2. CANCELLATION PERIOD

Either party has the right to cancel this MOU with 60 days written notice.

3. APPOINTED REPRESENTATIVES

ENCI will consider Dr. Dimitrios Koufopoulos as the coordinator in respect to ongoing liaison with HOCG unless otherwise notified in writing. Mr. Panos Alivizatos will be the point of contact with regard to the ENCI part on this MOU.

4. TERM

The term of this MOU shall be for three calendar years from the date of signing. The agreement is subject of reevaluation and, first time after first year then annually thereafter.

5. OWNERSHIP

All trademarks, names, lists and other materials are the property of the contributing

party and must only be used in accordance with the terms of MOU.

7. PUBLICITY

The Parties maintain the right to make any necessary announcements in the local or international media for this MOU or in any local government body or in any regulator or authority, as the laws and regulations of the respective countries where the Parties are incorporated require this.

8. JURISDICTION

The territory is to be International.

9. INTENTION OF THE PARTIES

The Parties hereto acknowledge that this MOU does contain all or the majority of matters upon which a Cooperation is to be consummated. Accordingly, this MOU is intended to be and does constitute the final terms for the consummation of the Cooperation. In the event that any of the Parties decides at its free discretion not to consummate the Cooperation this MOU shall terminate without any liability of either party to the other Party hereto and this MOU shall be void and of no effect.

This Memorandum of Understanding has been executed in two copies of which the Parties have taken one each.

ENCI

(Signature)

Panos Alivizatos - Director
(Name & Title)

Toronto, December 15th, 2023
(Place and date)

HOCG

(Signature)

Prof. Dimitrios N. Koufopoulos - Director
(Name & Title)

London, UK, December 15th, 2023
(Place and date)