



Summary of professional experience from Eugene Dvekutsky

e-mail: dvektlawconsult@abv.bg shpilierfund@onet.pl

Viber, Telegram, Signal, WhatsApp: + 359 87 816 45 26 \ +38 066 079 25 45;

Skype: Eugene Dvekutsky

Location: Ukraine;

Education: University degree, Yuriy Fedkovych Chernivtsi National University, Law Faculty, 1993-1998;

I can provide professional portfolios concerning to legal advice and documentation in the field of “Securities Law of Switzerland (Schweiz), European Union, Malta, Singapore, United Kingdom, legal framework tokenization of equity securities, debt instruments, Assets and DLT legal regulation regarding to DLT-securities”;

My Professional portfolios concerning to **WEB 3 BUSINESS & CRYPTO-ASSETS TRANSACTIONS** as well as “**WEB 3 BUSINESS & CRYPTO-ASSETS TRANSACTIONS LEGAL CONSULTING & PARTNERSHIP PROPOSAL**” (**WEB 3.B.C.A.T.L.C.P.P.**), can be provided, **with a brief content (or with a detailed content** - for those who are really interested in such consultations and in legal documentation of cases and projects), to the address (email, Viber, Telegram, WhatsApp Skype), specified by the interested person (the volume is about 120 A4 pages);

Since 2014, I have been providing an array of professional legal advice & consulting services and legal documentation pursuant the laws (legislation) & legal framework of **Switzerland (Schweiz), European Union, Malta, Singapore, United Kingdom** in a field of Securities Law, securitization, tokenization as well as in a field of turnover, transaction & transfer of **securities tokens** & Distributed ledger technology securities (DLT securities or DLT-Effekten);

TARGET GROUP OR CLIENTS OF HEREBY SUMMARY AND MY LEGAL CONSULTING PROPOSAL and also my Legal Documents - Legal Treatments, Legal Clarifications and Memorandums:

I provide legal advice, support and documentation to individuals persons, investors, entities, issuers and related parties, affiliated companies and associated persons, etc.

I have summarized the needs of clients, based on my legal advice and documentation, which was provided to the clients and so, designed the SECURITIES TRANSACTION LEGAL MATRIX \ RECHTLICHE MATRIXSTRUKTUREN ODER RECHTLICHE MATRIXORGANISATION FÜR WERTRECHTENGESCHÄFTE ODER REGISTERWERTRECHTENGESCHÄFTE:

Securities taxonomy	Underlying asset	Legal framework	Securities Workspace	Documents for confirmation title ownership	Title ownership confirmation Procedures	Transfer title confirmation Procedures
Taxonomie für Effekten	Basiswert	Rechtliche Grundlagen	Register oder Arbeitsbereich für Wertrechten oder Bucheffekten «Wertrechte buch» oder «Wertrechtregister»	uncertificated securities, ledger-based securities, intermediated securities Eigentumsdokumente Der Eigentumsnachweis an Wertrechten, Registerwertrechten und Bucheffekten	Eigentumsnachweis Verfahren	Eigentumsübertragung Verfahren





I have identified, determined and know demanded (required) by clients - directions of advisory as well as demand and needs, tasks and challenges and know what the following clients and investors need:

- + issuers of certificated securities (**Wertpapiere**), uncertificated securities (**Wertrechten**), Ledger-Based Securities (**Registerwertrechten**), intermediated securities (**Bucheffekten**), **DLT securities: securities in the form of Ledger-based securities (pursuant Art. 973d CO); or other uncertificated securities;**
- + Depositories, Custodians (Verwahrungsstellen) and crypto-asset service providers;
- + **Companies engaging in tokenised securities-related activities;**
- + companies limited by shares ("Aktiengesellschaft" "AG") as issuers of crypto-assets;
- + companies implementing **blockchain and Web3** technology and to company which creating and deploying digital assets by **procedures ICO & STO;**
- + companies whose activities, range across and are carried out within entire spectrum functioning of **digital assets ecosystem;**
- + foreign blockchain / crypto companies & **Web3 businesses**, which entering to the market of southeast Asia, Europe and the Mediterranean by using tax planning strategies of **Switzerland (Schweiz)**, **S'por (Singapore)** and **Malta** as low tax jurisdiction;
- + startups, investors, exchanges, technology founders and startups founders;
- + established crypto companies launching **blockchain & Web3 projects;**

I Ensured Development of a legal structure and procedures for defining, documentation and incorporation of legal provisions, terms and conditions:

which concerning to physical embodiment of defined, due and appropriate rights and claims in the instrument (financial instrument);

- under which **rights can be structured as securities** (Ausgestaltung von Rechten als Effekten);
- which concerning to securitisation (securitization) procedures as documentation and incorporation of functions of negotiable securities:

- + **proof of entitlement and confirmation title ownership;**
- + **Transfer title ownership and Transfer of possession of instrument;**
- + protection of transactions;

I suggest considering the possibilities indicated in **my Documents of LEGAL CONSULTING & PARTNERSHIP PROPOSAL, Legal Treatments, Legal Clarifications and Memorandums:**

Legal Summary concerning to: "SECURITIES LAW AND DLT LAW, LEGAL FRAMEWORK TOKENIZATION OF EQUITY SECURITIES, DEBT INSTRUMENTS, ASSETS AND DLT LEGAL REGULATION REGARDING TO DLT-SECURITIES of SWITZERLAND (SCHWEIZ), European Union, Malta, Singapore, United Kingdom" and in

"WEB 3 BUSINESS & CRYPTO-ASSETS TRANSACTIONS LEGAL CONSULTING & PARTNERSHIP PROPOSAL"

Allow to introduce You the overview of my legal advising services, **DUE DILIGENCE** and **AUDIT PROCEDURES** as well as skills, which You can harness for Your own aims and needs, and which may be enclosed to You in stages:

- ✗ in brief content of my **"WEB 3 BUSINESS & CRYPTO-ASSETS TRANSACTIONS LEGAL CONSULTING & PARTNERSHIP PROPOSAL"**, - **"Summary of demanded (required) by clients directions of advisory as well as legal focus key directions of our consulting"**;
- ✗ part of my **"WEB 3.B.C.A.T.L.C.P.P."**, - **"Conditions and events: "What Can Go Wrong" in transactions with crypto-assets"**;
- ✗ part of my **"WEB 3.B.C.A.T.L.C.P.P."**, - **"What the clients and investors need in activities and Web3 business related to crypto-assets"**;





- ✘ part of my “**WEB 3.B.C.A.T.L.C.P.P.**”, - “**AUDIT PROCEDURES & DUE DILIGENCE PROCEDURES INVOLVING TRANSACTIONS OF CRYPTOASSETS**”;
also in my Legal Treatments, Legal Clarifications and Memorandums:
«which Detailed in a separate document»:
- ✘ Detailed contents of my “**WEB 3.B.C.A.T.L.C.P.P.**”;
- ✘ “Legal advice & support to Issuer (Issuer agents) regarding to interaction with T2S Graphical User Interface of TARGET2-Securities (T2S GUI) as a browser-based application for communication with T2S in User-to-Application (U2A) mode:
(only subject to the condition obtained “Full DCP” or “GUI DCP” status and access to T2S (with IT Support Specialist));
- ✘ “Legal opinions and legal clarifications regarding the legal status (nature) of the crypto asset and the digital asset ecosystem (d.a.e.)”;
- ✘ “Legal support, advising and legal opinions pursuant Common Law or Case Law”;
- ✘ “**Documentation.C.T.O. (confirms of the title ownership)**”;
- ✘ Developed and provided legal documents, that **confirms of the transfer of title ownership (C.T.T.O.)** (title ownership or right of ownership) on **digital crypto-assets**;
- ✘ Developed and provided legal documents, that **confirms of the transfer of title ownership (C.T.T.O.)** (title ownership or right of ownership) on **securities tokens**;

RELEVANT SKILLS ALSO APPROACHES, METHODS, IMPACT MEASURES AND MEASURES TO ACHIEVE SUCCESS REGARDING TO CLIENT'S TASKS:

1. I know how to Provide, according to the client's task:

- ✘ searching; extracting; researching; review;
- ✘ legal analysis and due diligence of company legal documents which are extracted accordingly, or in accordance with **ISIN, CUSIP, SEDOL, WKN** from the **register of book-entry securities or intermediated securities**;

2. I know how to Interaction with the commercial register of Switzerland, UK and Malta which is a public database managed by the Cantons, in order to:

- ✘ searching; extracting; researching; review;
- ✘ legal analysis and due diligence of company legal documents:
- ✘ Articles of Associations and Memorandum of Association (Registry Certified);
- ✘ Certificate of Good Standing (Registry Certified);
- ✘ Certificate of Incorporation (Registry Certified);

2.1.Extracts from commercial register of Switzerland

<https://www.zefix.ch/en/search/entity/welcome>

2.2.Extracts from commercial register of Malta

https://register.mbr.mt/app/query/search_for_company;

2.3.Extracts from commercial register of United Kingdom from GOV.UK Companies House

<https://find-and-update.company-information.service.gov.uk/>

- 3.** Understanding the **Securities Registers Workspaces** oder Arbeitsbereich für Wertrechten oder Bucheffekten «Wertrechtbuch» oder «Wertrechtregister» (pursuant Art. 973d Abs. 2 OR);
- 4.** I know how to confirm ownership on ledger-based securities in the "Securities Ledger" or «Wertrechtregister»;
- 5.** I know how to confirm ownership on intermediated securities in transactions between **Depositor or Corporate investor or individual investor** and -- **Custodian Bank**;
- 6.** I have knowledge and understanding of the client's business concerning to issue of securities;
- 7.** I have knowledge and understanding, what the clients and investors need in activities related to Web3 business & crypto assets;
- 8.** **know and be able to ensure conducting**, advice, drafting & documentation of regulatory treatments, accounting treatments, legal clarifications, legal opinions relating to:
 - due diligence procedures involving transactions of crypto-assets;
 - audit procedures involving transactions of crypto-assets;
 - approaches of accounting of crypto-assets according to the applicable IAS & IFRSs standards;





9. **I know how differentiate and distinguish between:**
digital and digitized assets from a legal and technological point of view
10. **I have understanding and legal know how to confirm**
- **title ownership transfer (right of ownership)** and - **title ownership** on:
a **book-entry securities, intermediated securities, DLT-securities: securities in the form of Ledger-based securities;**
11. I understand and know how to apply of UK Legislation, Acts, Subsidiary Legislation as well as Precedent Cases of Common Law, regulating the activities, transactions and transfer with book-entry securities or intermediated securities, Ledger-Based Securities, including the transfer of title ownership on book-entry securities, uncertificated securities, intermediated securities, Ledger-Based Securities;
12. I understand and know how to apply of Singapore legislation & Subsidiary Legislation and Precedent Cases, of Common Law, in a field of activities & transaction of book-entry securities or intermediated securities, **Ledger-Based Securities;**
13. I understanding and know how to apply **Maltese Acts and Subsidiary Legislation** in a field of transaction of **book-entry securities or intermediated securities, Ledger-Based Securities;**
14. I **be able and know how to development and drafting** legal opinions, legal treatments and legal clarifications of the jurisdictional issues of the digital asset ecosystem;
15. **Communication with clients, related to their Web3 business, as well as related to their transactions and activities involving crypto assets, with**
16. **understanding of client's challenges |tasks| pain points concerning to their Web3 business, transactions and activities involving crypto assets;**
17. **be able and know how to development and drafting:**
 - ✚ all Legal documents for ICO & STO;
 - ✚ legal documents, that confirms of the transfer of title ownership (C.T.T.O.) (right of ownership) on digital crypto assets;
 - ✚ for clients' needs of the legal opinions, legal assessments, legal justifications, legal reasoning and precedential legal reasoning;
18. **I know how to provide of real-time & historical crypto-assets transactions data extraction** from digital asset ecosystem (d.a.e.) (or distributed transaction ledger (d.t.l.)), for tokens Standards - ERC20, ENS, ERC223, ERC-721, ERC-777, ERC-1155, ERC-3643, ERC-6960;
 - ✘ **be able and know how to development and draft to the client of a legal extract from the blockchain ledger (LEBL) or legal extract from distributed transaction ledger (LEDTL);**
 - ✘ know how to develop legal documents for STO, such as **“White paper”, “TERMS OF USE”, Terms of sale for security tokens; legal extract from the blockchain ledger (LEBL); (i.e. from the digital asset ecosystem, (or from digital transaction ledger) (LEDAE or LEDTL)) or legal certificate of confirmation of title ownership on crypto assets from the digital asset ecosystem (L.C.C.T.O.C.A.),** which include the necessary legal clauses, provisions and procedures, in order to identity management to confirmation the transfer of title ownership on securities tokens in the digital asset ecosystem, pursuant Singapore's, Maltese's, Panama's, EU's and UK's governing law;
 - ✘ **be able and know how to providing** of audit procedures of tracking or traceability relating to transactions details of crypto assets;
 - ✘ **be able and know how to provide** associated person audit procedures;
 - ✘ **be able and know how to provide** of development and drafting of documents, or in fact – account source documents (A.C.D.), accounting records — The records of initial accounting entries and supporting records, regarding to transactions of crypto assets, for clients;
19. **I have identified, determined and know:**
 - ✘ what are **the challenges |tasks| pain points of client, company or investor, according to which, - legal solutions are provided;** «Detailed in a separate document»
 - ✘ demanded (required) directions of advisory, which interested of clients and investors;
 - ✘ what the clients and investors need in activities involving of crypto-assets;
 - ✘ what are the goals and objectives for consulting, which interested of clients and investors;
 - ✘ approaches for conducting **due diligence and audit procedures** involving transactions of crypto-assets;
 - ✘ conditions and events: **“What Can Go Wrong”** in transactions with crypto-assets;



SOME RELEVANT SKILLS PURSUANT TO AUDIT PROCEDURES & DUE DILIGENCE PROCEDURES INVOLVING TRANSACTIONS OF CRYPTO-ASSETS:

- ✂ **know and be able to ensure conducting audit procedures & due diligence procedures involving transactions of cryptoassets;**
- ✂ In the fields of audit procedures & due diligence procedures involving transactions of cryptoassets, **know and be able to IDENTIFIED, DETERMINED AND KNOW:**
 - A. Key areas of legal due diligence on businesses that deal with crypto assets;
 - B. Has been compiled and framed-up a crypto issues matrix;
 - C. Know-How to Identify and Assessing Risks of material misstatement in cryptoassets transactions and balances;
- ✂ **know and be able to** identified conditions and events “What can go wrong” in transactions with crypto assets regarding of Assertions to Which a Possible Misstatement May Relate;

PROFESSIONAL SUMMARY

I draft and provide all legal documents, specified below, in English, Bulgarian, Ukrainian and Russian;

Provided legal advice & support as:

- ✂ crypto-assets transactions Legal adviser;
- ✂ Legal adviser in a field of **Switzerland (Schweiz), Malta, EU, Singapore, UK Securities Law and DLT Law;**
- ✂ Web3 - blockchain business Legal Regulatory Counsel;
- ✂ Web3 Product legal counsel;
- ✂ Legal Consultant IP Law and Blockchain Regulations;

I provided legal advice, support and documentation to individuals, investors and related parties, affiliated companies and associated persons, etc.

In consequence of the fact that I signed a “**Non-disclosure agreement**”, I can't disclose confidential information relating to the Company Name and location of clients - individual persons and companies.

But I will point out:

COMPLETED LEGAL ADVICE, SUPPORT AND DOCUMENTATION ACCORDING TO SOME CUSTOMERS CASES CONCERNING TO THE CLIENT'S TASKS AND CONCERNING TO:

THE TARGET FINANCIAL INSTRUMENTS,

THE TARGET SECURITY TOKENS OR

THE TARGET CRYPTO-ASSETS,

WHICH WAS LEGAL CONSULTED AND LEGAL SUPPORTED, IN LINE WITH THE FOLLOWING DIRECTIONS:

DIRECTION 1

- ✂ **MY DRAFTED & DESIGNED LEGAL DOCUMENTS (DOCUMENTATION) CONCERNING TO ISSUING AND ISSUED FINANCIAL INSTRUMENTS, SECURITIES and SECURITY TOKENS;**

A.8. L.A.S.S.T.O. Provided legal support, advice and legal opinions regarding to procedures to launch an Security Token Offering (“STO”) as the process of issuing of Security Tokens on a blockchain, in digital asset ecosystem or on the platforms Ethereum, Hyperledger Fabric, Hedera Hashgraph, Neo, Stellar by a choice of Company-Issuer;





DIRECTION 2

- ⌘ THE DIRECTIONS OF COMMERCIAL USE OF BLOCKCHAIN such as **TOKENISATION OF ASSETS AND CRYPTO-LANDING PLATFORMS;**

DIRECTION 3

- ⌘ TRANSACTION OF FINANCIAL INSTRUMENTS, SECURITIES, **SECURITY TOKENS AND CRYPTO-ASSETS;**

DIRECTION 4

- ⌘ CONFIRMATION OF TITLE OWNERSHIP ON FINANCIAL INSTRUMENTS, SECURITIES, **SECURITY TOKENS AND CRYPTO-ASSETS;**

DIRECTION 5

- ⌘ **TRANSFER** OF TITLE OWNERSHIP ON **SECURITIES, SECURITY TOKENS AND CRYPTO-ASSETS;**

and further, - **also I will point out:**

PROVIDED AND COMPLETED LEGAL ADVICE & SUPPORT ACCORDING TO **DEMANDED (REQUIRED) BY CLIENTS DIRECTIONS OF ADVISORY** AS WELL AS ACCORDING TO **LEGAL FOCUS KEY DIRECTIONS (KEY TAKEAWAY) OF MY CONSULTING;**

Provided legal advice, drawn up of legal opinions & documentation in a field of legal regulation of:

- ⌘ **uncertificated securities (Wertrechten);**
- ⌘ **DLT securities: securities in the form of Ledger-Based Securities (Registerwertrechten) (pursuant Art. 973d CO);**
- ⌘ as well as **Securities held with an Intermediary or INTERMEDIATED SECURITIES (Bucheffekten);**

pursuant Legislation, Laws and Legal Framework of:

European Union;

Switzerland;

Malta;

Singapore;

United Kingdom;

Ensured legal advice & support concerning to Framework Service Level: Depositor or Corporate investor or individual investor -- Custodian Bank – Transfer Order or account holder's instructions (to disposal or acquisition of intermediated securities) -- confirmation of title ownership on securities -- transfer of title ownership on securities;

Ensured legal advice, legal opinions & documentation as well as drafting of legal opinions for shareholders and associated person as well as for Issuers, also issuing agents an institution that acts on behalf of the issuer of securities in distributing the securities and in realizing the proceeds thereof for the benefit of the Issuer.

Provided Searching, Match, selection comparison, juxtaposition & pick of securities, for shareholders and associated person, concerning to client's or investor's Investment Goal as well as according to the client's or



investor's task and according to the list of prospectus and companies, that received from the client or investor,
through by:

ISIN - International Securities Identification Number;

SEDOL - Stock Exchange Daily Official List; SEDOL codes are used in the United Kingdom and Ireland to identify debt and equity securities;

CUSIP - Derived from the Committee on Uniform Security Identification Procedures, CUSIPs, that capture an issue's important differentiating characteristics for issuers and their financial instruments in the U.S. and Canada;

WKN - Wertpapierkennnummer, (is a German securities identification code - WKN, WPKN, WPK or simply Wert);

LEI - Legal Entity Identifier, that tied to a single company or corporate body-entity;

Ensure of Interaction with the Commercial register of Switzerland, S'por (Singapore), UK and Malta which is a public database, in order to:

- ✘ **searching;**
- ✘ **extracting;**
- ✘ **researching;**
- ✘ **review;**
- ✘ **legal analysis and**
- ✘ **Conducting a legal due diligence of company legal documents, Prospectus and financial documents of the company;**

Ensured legal advice & support as well as drafting of legal opinions for Issuer regarding to Procedures: "admission of securities to official stock exchange listing"

as well as regarding to **"admission to trading of financial instruments of issuers on the regulated market";**

Provided legal advice & support as well as drafting of legal opinions in a field of activities of Issuer concerning to: allocation & eligibility of ISIN, Common code;

Provided legal advice regarding to Issuer's Documentation flow in order to ISIN allocation and eligibility for 'equity securities';

Ensured legal advice & support Concerning to CSD's Issuer Acceptance Procedure:

Ensured legal advice & support as well as drafting of legal opinions for Issuer regarding to Procedures:

- ✘ Initial recording of securities in a book-entry system ('notary service');
- ✘ uncertificated securities or intermediated securities of Issuer in the Clearstream Banking S.A. (CBL) system;
- ✘ the right of Issuer to arrange for its securities admitted to trading on regulated markets or MTFs or traded on trading venues to be recorded in any CSD established in any Member State;

C.2.6. Ensured legal advice & support concerning to providing by Issuer:

New Issues Draft documentation as well as
New issues Final documentation to the CSD:
Clearstream Banking S.A. (CBL) ICSD;
Clearstream Banking AG (CBF) CSD;
LuxCSD S.A.

SOME APPROACHES, METHODS AND SKILLS PURSUANT TO AUDIT PROCEDURES & DUE DILIGENCE PROCEDURES INVOLVING TRANSACTIONS OF CRYPTOASSETS;





Summary of my professional activities in Securities Law and Crypto-asset Law, securities transactions, including securities tokens, and crypto-asset transactions can be presented in the following directions:

BRIEF CONTENT OF MY PROFESSIONAL SUMMARY “A”

A.1. Provided legal advice, legal opinions & documentation in a field of legal regulation of:

- ⌘ **uncertificated securities (Wertrechten);**
- ⌘ **DLT securities: securities in the form of Ledger-Based Securities (Registerwertrechten) (pursuant Art. 973d CO);**
- ⌘ **as well as Securities held with an Intermediary or INTERMEDIATED SECURITIES (Bucheffekten);**

pursuant Laws and Legislation of:

European Union;

Switzerland;

Malta;

United Kingdom;

A.2. Provide legal advice and support as well as drafting of legal opinions

pursuant:

- ⌘ **UNIDROIT CONVENTION ON SUBSTANTIVE RULES FOR INTERMEDIATED SECURITIES;**
- ⌘ **UNIDROIT Legislative Guide on Intermediated Securities;**

BRIEF CONTENT OF MY PROFESSIONAL SUMMARY “B”

B. Ensured legal advice as well as Development, draft and documentation of legal opinions and legal documents

for Depositors, corporate investors or individual investors as individual persons and entity (legal persons)

regarding to:

SECURITIES TRANSACTION LEGAL MATRIX (STLM)

including but not limited to all other things specified in the (STLM):

B.1. Provided Transfer title confirmation Procedures & Title ownership confirmation Procedures;

B.2. Ensured legal advice & support concerning to Framework Service Level: Depositor or Corporate investor or individual investor -- Custodian Bank –

Transfer Order or account holder's instructions

(to disposal or acquisition of intermediated securities) -- confirmation of title ownership on securities -- transfer of title ownership on securities;

BRIEF CONTENT OF MY PROFESSIONAL SUMMARY “C”

C. Ensured legal advice, legal opinions & documentation as well as drafting of legal opinions

for Issuers, also issuing agents an institution that acts on behalf of the issuer of securities in distributing the securities and in realizing the proceeds thereof for the benefit of the Issuer.

regarding to:

- ⌘ **Draft and final documentation concerning to New Issue;**
- ⌘ **allocation & eligibility of ISIN, Common code;**
- ⌘ **“admission of securities to official stock exchange listing”;**
- ⌘ **“admission to trading of financial instruments of issuers on the regulated market”;**
- ⌘ **Initial recording of securities in a book-entry system (‘notary service’);**



<p>⌘ CONVENTION ON THE LAW APPLICABLE TO CERTAIN RIGHTS IN RESPECT OF SECURITIES HELD WITH AN INTERMEDIARY;</p>	<p>B.3. Provided legal advice & support regarding to:</p> <ul style="list-style-type: none">⌘ Art. 15 “Instructions” or “Weisung” of SR 957.1 FISA;⌘ Provisions of Agreement (contract) between Custodian and Securities account holder, such as: CUSTODY AGREEMENT \ VERWAHRUNGSVERTRAG) or Custody Account Agreement;⌘ Legal bank documents, that contractual relationship between the Bank and the Client is governed and pursuant which the Bank provides Services for Securities and other investment products to its Clients, such as: -General Terms and Conditions; - Securities and Investment Funds Custody; - Trading Terms and Conditions; - TERMS AND CONDITIONS OF BUSINESS;<p><u>«Detailed in a separate document»</u></p>	<p>+ request for recording (for registration) securities in a CSD; namely –</p> <p>“Request for admission to collective safe custody (CSC) Shares (equities)</p> <p>through by:</p> <ul style="list-style-type: none">⌘ Clearstream Banking AG, Frankfurt am Main (“CBF”) CSD;⌘ LuxCSD S.A. CSD; <p>including but not limited:</p> <p>Ensure searching, extracting, researching, review Procedures;</p> <p>due diligence Procedures of company legal documents, Prospectus and financial documents which are extracted in accordance with ISIN, CUSIP, SEDOL, WKN, LEI and also from the registers of book-entry securities or intermediated securities as well as extracting from securities registries of Custodian banks</p> <p>and also extracting from commercial registers of Switzerland, Malta, UK, Singapore;</p> <p><u>«Detailed in a separate document»</u></p>
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MY PROFESSIONAL EXPERIENCE AND ACCOMPLISHMENTS

Detailed content of my Professional Summary:

A. 1. Providing legal advice, legal opinions & documentation in a field of legal regulation of:

- ⌘ **uncertificated securities (Wertrechten);**
- ⌘ **DLT securities: securities in the form of Ledger-Based Securities (Registerwertrechten) (pursuant Art. 973d CO);**
- ⌘ as well as **Securities held with an Intermediary or INTERMEDIATED SECURITIES (Bucheffekten);**

pursuant Laws and Legislation of:

European Union;

Switzerland;

Singapore;

Malta;

United Kingdom;

A. 1.1. Provide legal advice & support as well as drafting of legal opinions regarding to transfer of intermediated securities in the field of Switzerland Securities Law:

220 Federal Act on the Amendment of the Swiss Civil Code (Part Five: The Code of Obligations) oder Bundesgesetz betreffend die Ergänzung des Schweizerischen Zivilgesetzbuches (Fünfter Teil: Obligationenrecht);
Ensure legal advice & support concerning to five types of authorisation: - licensing, - recognition, - authorisation, - approval, - registration, that **FINMA** grants, pursuant **SR 958.1 - Financial Market Infrastructure Act, (FinMIA).**

Ensured legal advice & support to Issuer concerning to **recognised representation** pursuant SIX Exchange Regulation, namely pursuant Basis: Art. 43 and 58a of Listing Rules and Directive Recognised Representation, DRR;

SR 950.1 Federal Act of 15 June 2018 on Financial Services (Financial Services Act, FinSA);

SR 950.11 Ordinance of 6 November 2019 on Financial Services (Financial Services Ordinance, FINSO);

SR 957.1 Federal Act of 3 October 2008 on Intermediated Securities (Federal Intermediated Securities Act, FISA);

954.1 Federal Act on Financial Institutions (Financial Institutions Act, FinIA);

954.11 Ordinance on Financial Institutions (Financial Institutions Ordinance, FinIO);

SR 958.1 Federal Act of 19 June 2015 on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (Financial Market Infrastructure Act, FinMIA);

SR 958.11 Ordinance of 25 November 2015 on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (Financial Market Infrastructure Ordinance, FinMIO);

AS 2021 33 Bundesgesetz zur Anpassung des Bundesrechts an Entwicklungen der Technik verteilter elektronischer Register;

BBI 2020 233 Botschaft zum Bundesgesetz zur Anpassung des Bundesrechts an Entwicklungen der Technik verteilter elektronischer Register;

A. 1.2. Ensure an array of professional legal advice & support, pursuant the **Securities law (legislation) & legal framework of Switzerland in a field of securitization, tokenization as well as turnover transaction & transfer of:**

- ⌘ **uncertificated securities “Wertrechte”** in accordance with Article 973c of the Code of Obligations (CO);





- ⌘ **intermediated securities “Bucheffekten”** in accordance with **Art. 3 “Intermediated securities” of Federal Intermediated Securities Act, FISA;**
- ⌘ **ledger-based securities “Registerwertrechte”** in accordance with Article 973d of the CO;
- ⌘ **DLT securities «DLT-Effekten» - securities in the form of: Ledger-based securities** in accordance with **para. b bis. Art. 2 “Definitions” of 958.1** Financial Market Infrastructure Act, FinMIA);

Provide legal advice & support as well as drafting of legal opinions in the field of European Union Securities Law as well as relating to financial instruments, pursuant:

Regulation (EU) 2017/1129 (the “Prospectus Regulation”) which of the 21st of July 2019, entered fully into effect and is directly applicable in all EU member states.

MiFIR Regulation (EU) No 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No 648/2012;

(MiFID II) Directive 2014/65/EU of the European Parliament and of the Council of 15th May 2014 on markets in financial instruments (MIFID II);

CSDR Central Securities Depositories Regulation (EU) No 909/2014 of the European Parliament and of the Council of 23 July 2014;

DIRECTIVE 98/26/EC OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 19 May 1998 **on settlement finality in payment and securities settlement systems;**

DIRECTIVE 2001/34/EC OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 28 May 2001;

Commission Delegated Regulation (EU) 2017/392 of 11 November 2016 supplementing Regulation (EU) No 909/2014 of the European Parliament and of the Council with regard to regulatory technical standards on authorisation, supervisory and operational requirements for central securities depositories;

Regulation (EU) 2022/858 of the European Parliament and of the Council of 30 May 2022 **on a pilot regime for market infrastructures based on distributed ledger technology**, and amending Regulations (EU) No 600/2014 and (EU) No 909/2014 and Directive 2014/65/EU;

- **“International Securities” Operational Market Practice Book;**

A.2. Provide legal advice and support as well as drafting of legal opinions

pursuant:

- ⌘ **UNIDROIT CONVENTION ON SUBSTANTIVE RULES FOR INTERMEDIATED SECURITIES;**
- ⌘ **UNIDROIT Legislative Guide on Intermediated Securities;**
- ⌘ **CONVENTION ON THE LAW APPLICABLE TO CERTAIN RIGHTS IN RESPECT OF SECURITIES HELD WITH AN INTERMEDIARY;**

A.3. PROVIDED LEGAL ADVICE & SUPPORT AND DOCUMENTATION FOR PROSEDURES CONVERSION (UMWANDLUNG) SECURITIES PURSUANT:

A.3.1. CONVERSION (UMWANDLUNG) G.1. 220 The Code of Obligations Art. 622 para. 2ter, concerning to convert the existing bearer shares into registered shares or organise them as intermediated securities;





A.3.1.1. 220 The Code of Obligations Art. 622 para. 3.

Provided Legal advice & support and documentation concerning to conversion Registered shares into bearer shares and bearer shares into registered shares;

“The General Meeting of Shareholders may at any time convert registered shares into bearer shares or bearer shares into registered shares.”

(excerpt from my drafted Articles of Association);

“Within the limits of the law the Company is free to convert the registered shares issued in one of those forms into adifferent form at any time and without the approval of the Shareholders.”

(excerpt from my drafted Articles of Association);

“The Meeting of Shareholders may at any time convert registered shares into bearer shares or bearer shares into registered shares”;

A resolution of the General Meeting shall require at least two thirds of the votes represented and the majority of the par value of the shares represented for the cases specified in Art. 704(1) CO and for the conversion of registered shares into bearer shares.

The Shareholder has no claim for conversion of registered shares issued in one form into a different form.

(excerpt from my drafted Articles of Association);

A.3.1.2. CONVERSION (UMWANDLUNG) 220 The Code of Obligations Art. 656a para. 5. and Art. 704 para. 6.

Provided Legal advice & support and documentation concerning to conversion of shares into participation certificates and conversion of participation certificates into shares;

“A resolution of the general meeting passed with a majority of at least two thirds of the votes represented and the absolute majority of the nominal values of shares represented shall be required for conversion of participation certificates to shares;”

A.3.1.3. CONVERSION (UMWANDLUNG) 220 The Code of Obligations Art. 704a.

Provided Legal advice & support and documentation concerning to Conversion of bearer shares into registered shares and visa-versa;

“By a resolution of the General Meeting, existing bearer shares can be converted at any time into registered shares or registered shares into bearer shares.”

(excerpt from my drafted Articles of Association);

“If existing bearer shares are converted into registered shares, each shareholder is entitled to exchange his shares for registered shares and to have himself entered in the register of shareholders as a shareholder with voting rights; this does not require the consent of the Board of Directors.”

(excerpt from my drafted Articles of Association);

A.3.1.4. CONVERSION (UMWANDLUNG) 220 The Code of Obligations Art. 973b

Provided Legal advice & support and documentation concerning to Conversion (or to replace) two or more fungible negotiable securities (Wertpapiere) entrusted to a single bailee with a global certificate;
Ensured of appropriate legal provisions in the Company's Articles of Association and in the Prospektus, Terms;

A.3.1.5. CONVERSION (UMWANDLUNG) G.5. 220 The Code of Obligations Art. 973c

Provided Legal advice & support and documentation concerning to Conversion (or to replace) fungible negotiable securities or global certificates that have been entrusted to a single bailee with uncertificated securities;





Unless otherwise provided in the Conditions of the Securities, Issuer may **convert the Uncertificated Securities into Ledger-Based Securities**, physical securities and/or Intermediated Securities at any time and without consent of the holders of the respective Securities.

(excerption from my drafted Articles of Association);

A.3.1.6. 957.1 Federal Act on Intermediated Securities (Federal Intermediated Securities Act, FISA) Bundesgesetz über Bucheffekten (Bucheffektengesetz, BEG) Art. 7 “Conversion”;

Provided Legal advice & support and documentation concerning to convert certificated securities or global certificates or uncertificated securities into intermediated securities;

A.4. Ensured documentation regarding to conversion of The Company's registered shares into intermediated securities;

Unless otherwise provided in the Conditions of the Securities, the Issuer may convert Swiss Global Securities (constituting the basis of Intermediated Securities) into Uncertificated Securities or Ledger-Based Securities (each constituting the basis of Intermediated Securities) and vice versa or Uncertificated Securities (constituting the basis of Intermediated Securities) into Ledger-Based Securities (constituting the basis of Intermediated Securities) and vice versa at any time and without consent of the holders of the respective Securities.

(excerption from my drafted Articles of Association);

The Company may issue its registered shares as uncertificated securities pursuant to Article 973c or 973d of the Swiss Code of Obligations, as intermediated securities within the meaning of the Intermediated Securities Act, or as individual or global certificates. The Company is free, within the limits of the law, to convert its registered shares issued in one of these forms into another form at any time and without the consent of the shareholders.

“The Corporation may issue its registered shares as uncertificated securities pursuant to article 973c or 973d of the Swiss Code of Obligations, as intermediated securities in the sense of the Federal Act on Intermediated Securities, or in the form of single or global certificates.

Subject to applicable law, the Corporation may convert its registered shares from one form into another form at any time and without the approval of the shareholders.”

(excerption from my drafted Articles of Association)

“The Corporation shall bear the cost associated with any such conversion.”

“Shares, share certificates and intermediated securities of The Company may issue its registered shares as uncertificated securities pursuant to Article 973c or 973d of the Swiss Code of Obligations, as intermediated securities within the meaning of the Intermediated Securities Act, or as individual or global certificates. The Company is free, within the limits of the law, to convert its registered shares issued in one of these forms into another form at any time and without the consent of the shareholders. The Company shall bear the costs thereof.”

(excerption from my drafted Articles of Association)

A.5. Provided legal advising concerning to securitisation as a procedures of physical embodiment of a right in an instrument, regarding to Articles of Association; Prospectus for Securities; Base prospectus (for debt instruments); Key Information Document for Financial Instruments;





A.6. SOME CUSTOMERS CASE STUDIES OF MY LEGAL CONSULTING AND PROVIDED LEGAL ADVICE & SUPPORT AS WELL AS MY DRAFTED & DESIGNED LEGAL DOCUMENTS (DOCUMENTATION) CONCERNING TO ISSUING AND ISSUED FINANCIAL INSTRUMENTS, SECURITIES and SECURITY TOKENS:

Incorporation of Amendment in the Articles of Association \ Anpassung der Statuten \ Внесение изменений в устав

Ensured Securities Issuance Legal documentation.1.

A.6. 1.1. Ensured Issuance Legal documentation for securities which was issued In Form of standardised certificated securities (Wertpapiere) pursuant to 958.1 Financial Market Infrastructure Act, FinMIA) para b.4, which having been registered in the share register, and which issue of a Company as **a certificates for registered shares; or as ordinary registered dematerialised shares with voting rights;**

A.6. 1.2. Ensured Issuance Legal documentation for securities which was issued As rights that structured in the form of shares may be either **registered or bearer shares** (Effekten in Form von Aktien) which has different legal and financial effects depending on the agreement;

“The Company may issue its registered shares in the form of single certificates, global certificates, uncertificated securities”;

(extract from my drafted Articles of Association).

«The Company may issue registered shares in the form of certificated securities or global certificates»

(excerpt from my drafted Articles of Association).

Ensured Securities Issuance Legal documentation.2.

A.6. 2.1. Ensured Issuance Legal documentation for securities which was issued As **rights which structured as shares also as registered securities or certificates in the form of uncertificated securities** (pursuant to **Art. 973c** of the Swiss Code of Obligations (hereinafter “CO” or OR))

(Deutsche Sprache) «Ausgestaltung von Rechten als Aktien zudem als Namenpapiere oder Zertifikate in der Form von Wertrechten (gemäss Art. 973c Schweizerisches Obligationenrecht (hereinafter “CO” or OR))

(Excerpt from my drafted Articles of Association);

Ensured Securities Issuance Legal documentation.3.

A.6. 3.1. Ensured Issuance Legal documentation for securities which was issued As a rights which securitized as **ledger-based securities** (als Registerwertrechte) (gemäss Art. 973d OR);

(Deutsche Sprache)

«**Ausgestaltung von Rechten** als Aktien in der Form von auch als **Registerwertrechte** (Art. 973d OR) ausgegeben werden»

(Excerpt from my drafted Articles of Association);

«Die Gesellschaft gibt Aktien in der Form von Wertrechten (Art. 973c OR) aus. Mit Beschluss des Verwaltungsrates können Aktien zudem als Namenpapiere oder Zertifikate, oder auch **als Registerwertrechte** (Art. 973d OR) ausgegeben werden.»

(Excerpt from my drafted Articles of Association);

«The offered share is a security in the form of **a registered participation certificate** pursuant to Art. 656a et seq. OR issued as **tokenized ledger-based securities (Tokens) pursuant to Art. 973d et seq. OR.**»

(Excerpt from my drafted Articles of Association);

Ensured Securities Issuance Legal documentation.4.

Ensured Issuance Legal documentation for securities **which structured** and which was issued **as a rights that securitized in Form Intermediated securities (Bucheffekten)**

Aktien als Bucheffekten





pursuant to Art. 957.1 Federal Intermediated Securities Act, FISA)
(gemäß 957.1 Bundesgesetz über Bucheffekten (Bucheffectengesetz, BEG);

«The Company **may issue its Shares** as uncertificated securities within the meaning of the Swiss Code of Obligations **and as intermediated securities within the meaning of the Intermediated Securities Act.**»
(Excerpt from my drafted Articles of Association);

«The Company shall issue its registered shares as uncertificated securities or **as ledger-based securities** pursuant to Art. 973c or 973d CO, or **as intermediated securities** in the sense of the Federal Act on Intermediated Securities, or in the form of individual or collective certificates.»
(Excerpt from my drafted Articles of Association);

Ensured Securities Issuance Legal documentation.5.

Ensured Issuance Legal documentation for securities which was issued **as rights that structured in Form Distributed Ledger Technology-Effekten (DLT-Effekten):**

Effekten in der Form von Registerwertrechten (gemäß Art. 973d OR);

Provided development and drafting of Securities Issuance Legal documentation 6.

Ensured incorporation of the provisions of laws, into **Securities Issuance Legal documentation** as well as into company legal documents as well as a development of the following legal documents:

Developed, drafted (drawn up a legal documents) a documents where securities are offered to the public in accordance with the rules of the multilateral trading facility;

A.6.1. DRAFTED & DESIGNED FOLLOWING LEGAL DOCUMENTS (DOCUMENTATION) CONCERNING TO ISSUING AND ISSUED FINANCIAL INSTRUMENTS OR SECURITIES:

<p><u>Legal clause concerning to my Ensured Legal advising & documentation for crypto & Security Token Offering (“STO”)</u></p>	<p>Provided legal support, advice and legal opinions regarding to procedures to launch an Security Token Offering (“STO”) as the process of issuing of Security Tokens on a blockchain, in digital asset ecosystem or on the platforms: Ethereum, Hyperledger Fabric, Hedera Hashgraph, Neo, Stellar by a choice of Company-Issuer;</p>
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- ✘ Articles of Association of the issuer “Emittent”;
- ✘ Prospectus for Securities;
- ✘ SUMMARY OF THE PROSPECTUS;
- ✘ Registration document;
- ✘ universal registration document;
- ✘ Prospectus to be published when securities are offered to the public or admitted to trading consists of 3 documents:
 1. The prospectus summary;
 2. Registration document;
 3. Securities Offering Document or “Offering Document”
- ✘ Base prospectus (for debt instruments);
- ✘ Key Information Document for Financial Instruments;
- ✘ Public offers to purchase or exchange shares, participation certificates, profit-sharing certificates or other participation rights (equity securities) which are made publicly to the holders of shares or other equity securities;
- ✘ **BROKERAGE SERVICES AGREEMENT;**





- ✘ Terms and Conditions of Issuance of Profit Participation Certificates;
- ✘ Terms sheet;
- ✘ Public Offer/ Final Terms;
- ✘ Terms of issue;
- ✘ Offer terms (with conditions of issue);
- ✘ Final Terms;
- ✘ Tokenreglement der Emittenten AG;
I developed this document in English and German only;
- ✘ Anlagereglement \ Investment Regulations;
I developed this document in English and German only;
- ✘ AG SHARE TOKEN TERMS;

I developed this document in English and German only;

I can develop and draft an any documents in Bulgarian and English on client's request;

according to the client's task;

- ✘ REGISTRATION AGREEMENT;

For securities In Form: Ledger-based securities as defined **in article 973d** of the Swiss Code of Obligations ("CO");

I developed this document in English and German only;

according to the client's task

- ✘ BEDINGUNGEN FÜR DAS ANGEBOT VON ASSET-TOKEN;
I developed this document in English and German only;
- ✘ TOKENIZATION AND REGISTRATION REGULATIONS OF AG;
- ✘ Angebotsunterlagen Bis zu XXXXX tokenbasierte Schuldverschreibungen zu einem Nennwert von je EUR X;

I developed this document in English and German only;

I can develop and draft an any documents in Bulgarian and English on client's request;

according to the client's task

I provided legal advice on:

- ✘ **GENERAL TERMS & CONDITIONS APPLICABLE TO AGREEMENTS FOR THE PROVISION OF INVESTMENT SERVICES AND ACTIVITIES TO THE CLIENTS OF BANK AD;**
- ✘ **BROKERAGE SERVICES AGREEMENT;**

I can develop and draft an any documents in Bulgarian and English on client's request;

according to the client's task





CHAPTER A.7. PROVIDED AND COMPLETED LEGAL ADVICE, SUPPORT AND DOCUMENTATION ACCORDING TO SOME CUSTOMERS CASES

CONCERNING TO THE CLIENT'S TASKS AND REGARDING TO THE TARGET FINANCIAL INSTRUMENTS, THE TARGET SECURITY TOKENS AND THE TARGET CRYPTO-ASSETS, WHICH WAS LEGAL CONSULTED AND LEGAL SUPPORTED, IN LINE WITH THE FOLLOWING DIRECTIONS:

- ✂ **MY DRAFTED & DESIGNED LEGAL DOCUMENTS (DOCUMENTATION) CONCERNING TO ISSUING AND ISSUED FINANCIAL INSTRUMENTS, SECURITIES and SECURITY TOKENS;**
- ✂ **COMMERCIAL USE OF BLOCKCHAIN AND CRYPTO-ASSETS AS SECURITY TOKENS**

A.7.1. Provided Legal advice, support & documentation of STO procedures pursuant with the laws Malta;

Provided:

assess of client's DLT asset in order to classifies as in accordance with Maltese legislation for Client - Issuer who want to launch his STO from Malta and register their Whitepaper with the Maltese competent authority (MFSA- Malta Financial Services Authority);

the target crypto assets, which was legal consulted and legal supported –

security tokens or Digital Financial Instruments in the form of DLT assets which fall under the definition of “financial instruments”, as defined in Section C of Annex I of MiFID.

A.7.2. Ensured legal advices & support to Client-User regarding to conducting (undergoing) the Financial Instrument Test (FIT) in order to determine whether a particular client's DLT asset classifies as a financial instrument or otherwise;

A.7.3. Developed, drafted and provided:

Prospectus for issue and public offer of up 8 000 000 tokens which issuing by entity incorporated as a joint stock company under the laws of Malta;
ISIN MT1111111111;

the target crypto asset:

which was determined by associated clients, **as a structured financial product –** as securities created for securitization and transfer the credit risk associated with a pool of financial assets. This entitles the holder to receive regular payments that depend on the cash flow from the underlying assets;

the target crypto asset - is a structured notes, instrument with partial capital protection

The ZZZ Tokens are digital tokens which each represent an interest in a structured Note.

The ZZZ Tokens are issued in the form of book-entry securities.

A.7.4. Developed, drafted and provided:

Prospectus

by XXX p.l.c., which was incorporated as a public limited liability company registered under the laws of Malta with company registration number Z XXXXX and having its registered office at Tower Business Centre, ZZZZ, Malta

Intermediaries Offer of 6,850,000 XXX Tokens.

the target crypto asset:

The **XXX** Tokens are digital token which represent as ordinary shares having a nominal value of EUR1,50.





A.7.5. In the field of Decentralised Finance or “DeFi”.

Provided legal advice, Documentation & support for crypto lending platform:

A.7.5.1. Ensured compliance with Singapore's regulatory requirements in relation to rights and obligations:

- + lenders;
- + crypto lending platform as a legal entity;
- + borrowers;

A.7.5.2. Ensured compliance with regulatory regime of Singapore, which governs if and how it is able to make crypto loans;

A.7.5.3. Ensured legal compliance with interests Lenders and borrowers with the legislation of Singapore;

A.7.5.4. Ensured compliance of rights and obligations between lenders and borrowers;

A.7.5.5. Ensured legal support & advice for Borrowers - persons who borrow fiat currencies (against own crypto assets) using own crypto assets as collateral to secure a loan of money, **regarding to:**

- + legal nature a crypto lending (a crypto backed loan) as secured loans using cryptocurrency as collateral;
- + customizing (the adjustment) of the loan in accordance (to fit) with his financial needs of borrower;

A.7.5.6. Provided legal advice to the borrowers **regarding to:**

- + loan approval (How fast will loan be approved for borrower?);
- + supported crypto assets and crypto currencies;
- + Payment schedule;

A.7.5.7. Provided legal advice to lenders regarding:

- + Considering the liquidity of collateral in crypto assets for lenders;

A.7.6. Ensured Legal development & documentation for crypto lending platform:

Developed and provided the following documents in English, Bulgarian, Ukrainian, Russian:

I can develop and draft an any documents in Bulgarian and English on client's request;

I have provided a full package of legal documents for the incorporation of the crypto lending as a Private Company Limited by Shares as a tax resident in Singapore jurisdiction;

Developed and drafted:

- + USER TERMS AND CONDITIONS;
- + RISK DISCLOSURE POLICY;
- + ANTI MONEY LAUNDERING & KNOW YOUR CUSTOMER POLICY;
- + Using Platform and Protocol App Agreement (for clients);
- + PRIVACY POLICY;
- + TERMS OF USE;

A.7.7. For two crypto lending platforms - as a tax residents in Singapore jurisdiction - Private Company Limited by Shares, (XXXXXX Pte. Ltd.), -

provided a full package of legal documents was made with a **LEGAL NOTICE OR LEGAL DISCLAIMERS THAT GOVERN THE RULES OF CONDUCT**, pursuant Singapore's legislation:

"the DPT borrowing and lending services provided by the Company are not regulated by the MAS under the Payment Services Act 2019."





<p><u>Legal clause concerning to my Ensured Legal advising & documentation for crypto lending platform in Singapore's jurisdiction:</u></p>	<p>As of June 2023, in Singapore's jurisdiction, so far, there are no regulations specifically regulating DeFi platforms that match borrowers and lenders of digital assets.</p> <p>However, to crypto-lending platforms (C.L.P.) general laws on the conduct of lending as a business will apply (such as the Moneylenders Act and the Banking Act).</p> <p>Besides, should be prepared for new legal provisions, within the law of Singapore's jurisdiction, relating to crypto assets</p> <p>and have proper legal advisory support, respectively, regarding to these new legal provisions for the financial sector, were set by the Singapore's “FINANCIAL SERVICES AND MARKETS ACT of 2022”, which, as part of the first phase, had come into force on April 28, 2023, and which regulate digital token services.</p> <p>In this connection:</p> <p>Provide Legal advice & support pursuant “FINANCIAL SERVICES AND MARKETS ACT of 2022”, which had come into force on April 28, 2023 as part of the first phase, - what is a necessity for this legal field;</p>
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and further, -

A.8. L.A.S.S.T.O. Provided legal support, advice and legal opinions regarding to procedures to launch an Security Token Offering (“STO”) as the process of issuing of Security Tokens on a blockchain, in digital asset ecosystem or on the platforms Ethereum, Hyperledger Fabric, Hedera Hashgraph, Neo, Stellar by a choice of Company-Issuer;

B. Ensure legal advice as well as Development, draft and documentation of legal opinions and legal documents for Depositors, corporate investors or individual investors as individual persons and entity (legal persons) regarding to: SECURITIES TRANSACTION LEGAL MATRIX (STLM) (as presented above)

B.1. Provided Transfer title confirmation Procedures & Title ownership confirmation Procedures;

1. Provided legal support for the **procedures of obtain of legal documents (documentation procedures), that confirms of the transfer of title ownership (C.T.T.O.) (right of ownership) on Ledger-Based Securities (Registerwertrechten), intermediated securities (Bucheffekten), DLT securities: securities in the form of Ledger-based securities (pursuant Art. 973d CO);**

2. Provided legal support for the **documentation procedure** that confirmation or provided legal evidence (as well as validation) (legal proof) regarding to:

⌘ title ownership of a **book-entry securities, uncertificated securities, intermediated securities, Ledger-Based Securities;**

⌘ transfer of title ownership (right of ownership) on a **book-entry securities or intermediated securities;**

3. Provided Transfer title confirmation Procedures on **uncertificated, intermediated securities, ledger-based securities;**

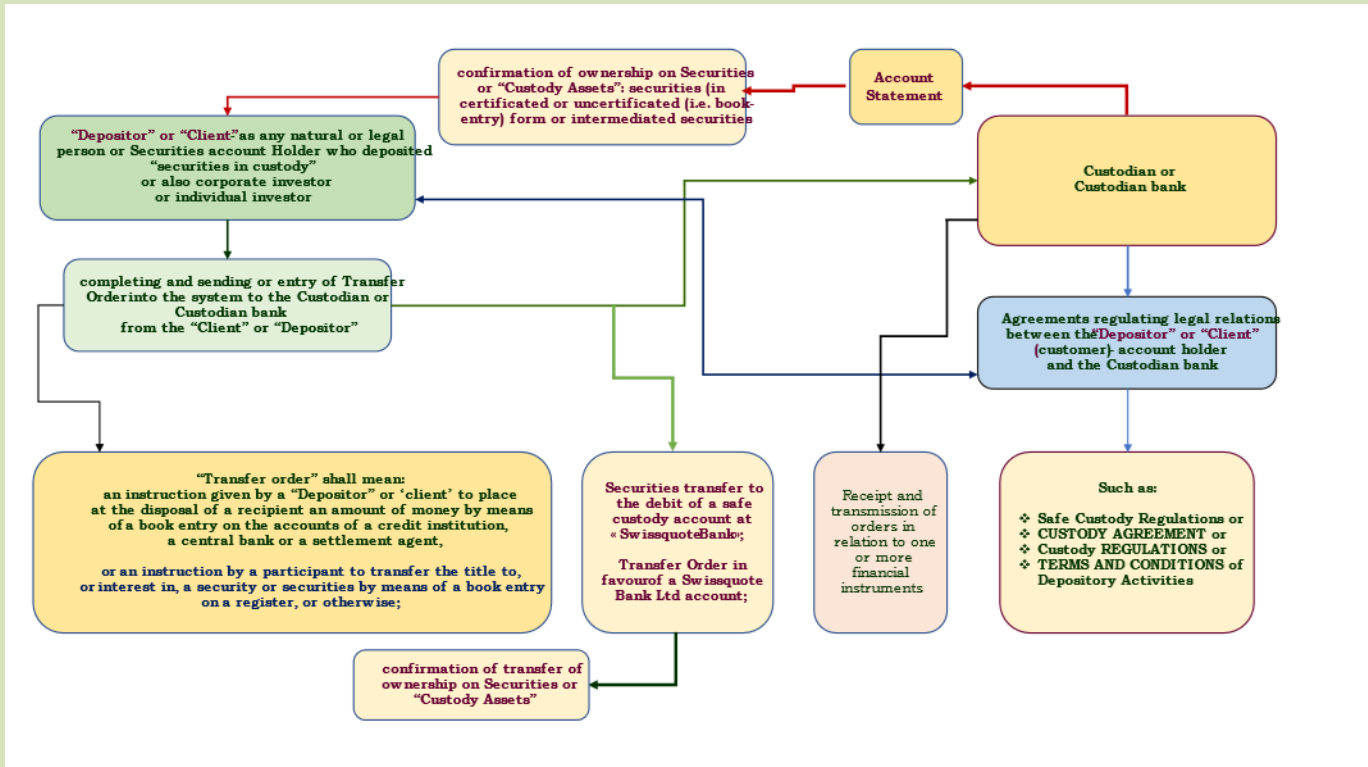
4. Provided Title ownership confirmation Procedures on **uncertificated, intermediated securities, ledger-based securities;**

5. Provided the execution of procedures related to obtaining documents which confirmation of **title ownership** on securities held with an intermediary;





B.2. Ensured legal advice & support concerning to Framework Service Level: Depositor or Corporate investor or individual investor -- Custodian Bank – Transfer Order or account holder's instructions (to disposal or acquisition of intermediated securities) -- confirmation of title ownership on securities -- transfer of title ownership on securities;



- ⌘ **Custodian (Bank)**, - that means a legal entity pursuing custody activities by virtue of a relevant license;
- ⌘ **Securities account Holder**, - that means a person indicated in the accounting records (records on the personal account or depo account) as the owner of the book-entry securities

1. Provide procedures regarding to requesting of any information from **Custodian Bank**:

1.1. Completion of all forms of requesting on:

- ⌘ Cash Account Statements;
- ⌘ Statements of Securities Accounts;

1.2. Ensured of Interaction via messengers and e-mail (through by Relationship Officer) with:

BNP Paribas (Suisse) SA 2, Place de Hollande 1211 Genève 11 Switzerland
Swissquote Bank SA 33, Chemin de la Crétaux 1196 Gland Switzerland

2. Provided to Completing a Transfer Order Procedures with the aim make the confirmation of transfer of ownership: Ausfüllen aller Formulare \ Completion of all forms of Transfer Order:

- ⌘ Securities transfer to the debit of a **safe custody** account at Swissquote Bank;
- ⌘ Provide legal advice & support concerning to "Safe custody services";
- ⌘ **Transfer Order** in favour of a Swissquote Bank Ltd account;





3. Provided to Completing a request form online for Accounts statements in order to get proof of order execution that adequately established by the record of the transaction in the statement of account, with the aim of: - **make the confirmation of ownership on Securities or “Custody Assets”:**

- ⌘ **securities in certificated form;**
- ⌘ **or uncertificated (i.e. book-entry) form;**
- ⌘ **or intermediated securities;**
- ⌘ **or securities represented by digital tokens;**

4. Ensured Procedures In accordance to **Art. 21. General rules for Client order execution of “General Terms and Conditions”** – “Proof of **order** execution is adequately established by the transaction’s record in the **statement of account.**”

5. Ensured Transfer title confirmation Procedures & Title ownership confirmation Procedures on Intermediated Securities which depositing (in a case of Global Certificates), entering (in a case of Uncertificated Securities) or transferring (in a case the Ledger-Based Securities) to a FISA Depository and booking into a securities account at a FISA Depository and which are transferred and otherwise disposed of in accordance with the provisions of the FISA within the "Uncertificated Securities Register") (das "Wertrechtbuch")
(detailed in separate document);

6. Ensured Transfer title confirmation Procedures & Title ownership confirmation Procedures on Ledger-Based Securities, which are registered in a **Securities Ledger** (Wertrechtregister)
(detailed in separate document);

B.3. Provided legal advice & support regarding to:

- ⌘ Art. 15 “Instructions” or “Weisung” of **SR 957.1 FISA**;
- ⌘ Provisions of Agreement (contract) between Custodian and Securities account holder, such as: CUSTODY AGREEMENT \ VERWAHRUNGSVERTRAG) or Custody Account Agreement;
- ⌘ Legal bank documents, that contractual relationship between the Bank and the Client is governed and pursuant which the Bank provides Services for Securities and other investment products to its Clients, such as:

- General Terms and Conditions;
- Securities and Investment Funds Custody;
- Trading Terms and Conditions;
- TERMS AND CONDITIONS OF BUSINESS;

B.3.1. Also provided legal advice & support regarding to:

- ⌘ **“Securities”** with which the Bank provides Securities Services, Transactions and other investment products to the Clients and which shall include, but shall not be limited to - securities, non-securitized rights, book-entry securities, financial instruments and intermediated securities;
- ⌘ Execution of securities Transfer orders and Services provided by the Bank.
- ⌘ “Transfer Order” which includes a Payment Transfer Order or a Securities Transfer Order.
- ⌘ Transfer of intermediated securities \ Übertragung von Bucheffekten;
- ⌘ Gutschrift der Bucheffekten im Effektenkonto des Erwerbers (**gemäß Art. 24 Abs. 1 BEG**) \ Crediting the intermediated securities to the acquirer's securities account (**pursuant to Art. 24 para. 1 FISA**);





C. Ensure legal advice, legal opinions & documentation as well as drafting of legal opinions for shareholders and associated person as well as for Issuers, also issuing agents an institution that acts on behalf of the issuer of securities in distributing the securities and in realizing the proceeds thereof for the benefit of the Issuer.

C.1. Provide Searching, Match, selection comparison, juxtaposition & pick of securities, for shareholders and associated person, concerning to client's or investor's Investment Goal as well as according to the client's or investor's task and according to the list of prospectus and companies, that received from the client or investor, **through by:**

ISIN - International Securities Identification Number;

SEDOL - Stock Exchange Daily Official List; SEDOL codes are used in the United Kingdom and Ireland to identify debt and equity securities;

CUSIP - Derived from the Committee on Uniform Security Identification Procedures, CUSIPs, that capture an issue's important differentiating characteristics for issuers and their financial instruments in the U.S. and Canada;

WKN - Wertpapierkennnummer, (is a German securities identification code - WKN, WPKN, WPK or simply Wert);

LEI - Legal Entity Identifier, that tied to a single company or corporate body-entity, -

Provided, according to the client's task:

✘ searching; extracting; researching; review Procedures ;

✘ legal analysis and due diligence of company legal documents which are extracted in accordance with **ISIN**, **CUSIP**, **SEDOL**, **WKN**, **LEI**;

from the **registers of book-entry securities or intermediated securities**;

THE PROCEDURE OF ACTIONS:

✘ the client provides me with **ISIN** or **CUSIP** or **SEDOL** or **WKN** of **ASSET CLASS** or financial instrument;

I use the following securities registries of Custodian banks and others Database Services, (including but not limited):

<https://www.bnpparibas-am.com/en-ch/private-investor/fundexplorer/>

<https://im.bnymellon.com/us/en/individual.html>

<https://www.boerse-frankfurt.de/global-search/>

[https://www.isin.org/isin-database/;](https://www.isin.org/isin-database/)

[https://isinnet.wpengine.com/isin-directory/;](https://isinnet.wpengine.com/isin-directory/)

<https://am.jpmorgan.com/us/en/asset-management/adv/products/fund-explorer/mutual-fund>

<https://www.bankaustria.at/en/markets-research-global-securities-finder.jsp>

<https://www.londonstockexchange.com/search?searchtype=instruments&page=1&q=>

<https://www.six-group.com/en/products-services/the-swiss-stock-exchange/market-data/shares/share-explorer;>

https://cbonds.com/stocks/?emittents_country_id=3-13ydj4&selected_fields=0-hrwidc.1-5mgw.2-13ydj4.3-8vncwg.5-sg.7-1s.9-35s&

<https://www.swissquote.ch/trading-platform/#scanner>

I'm extracting:

Company Name;

legal documents of Company:

Articles of Associations and Memorandum of Association **(with notarial certification)**;

Certificate of Good Standing (Registry Certified);

Certificate of Incorporation (Registry Certified);

Prospectus;

Fastsheet;





Summary Prospectus;

financial documents of the company:

SAI;

Annual Report;

Semi Annual Report;

1Q Fiscal Holdings;

3Q Fiscal Holdings;

Ensure and fulfil due diligence procedures regarding the Company documents:

Prospectus and financial instrument, according to the client's task;

Ensure of Interaction with the commercial register of Switzerland (public database managed by the Cantons), UK, Singapore and Malta which is a public database managed, in order to:

- ✘ **searching;**
- ✘ **extracting;**
- ✘ **researching;**
- ✘ **review;**
- ✘ **legal analysis and**
- ✘ **Conducting a legal due diligence of company legal documents, Prospectus and financial documents of the company;**

Extracts from commercial register of Switzerland

<https://www.zefix.ch/en/search/entity/welcome>

Ensure of Interaction with Register the Prospectuses of Switzerland, UK, Singapore and Malta

Interaction with Register the Prospectuses of **Switzerland** and **Malta** or The Prospectus Review Office which publishes a list of all approved prospectuses and supplements:

Switzerland

<https://www.regservices.ch/en/published-prospectuses/>

Malta

<https://www.mfsa.mt/prospectuses/>

<https://www.prospectus.com/?s=sew>





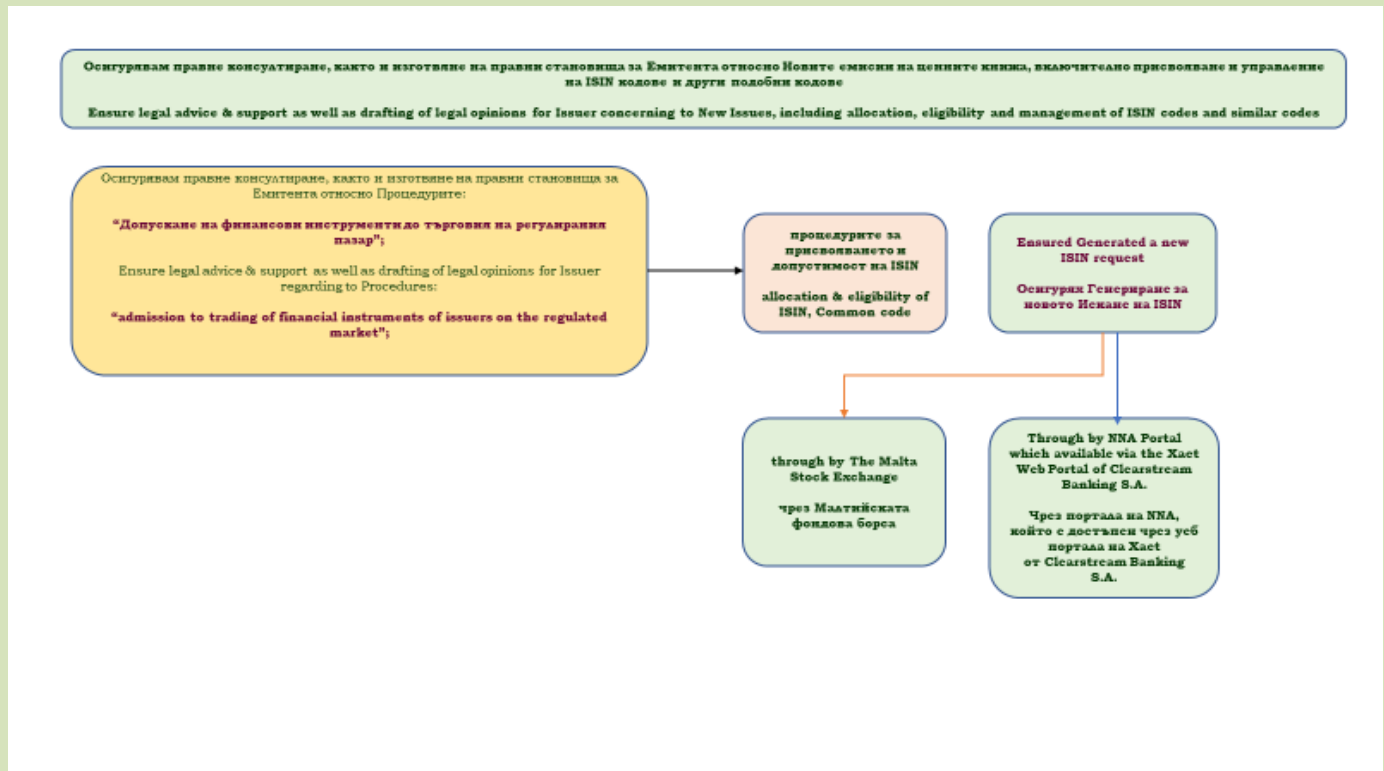
C.2. Ensured legal advice & support as well as drafting of legal opinions for Issuer concerning to New Issues

C.2.1. Ensured legal advice & support as well as drafting of legal opinions for Issuer regarding to Procedures:

“admission of securities to official stock exchange listing”

as well as regarding to

“admission to trading of financial instruments of issuers on the regulated market”;



Ensured legal advice & support as well as drafting of legal opinions pursuant to:

- Requirements for the issuer and its securities concerning to admission of securities to official listing which shall be subject to the conditions set out in Articles 42 to 51 of **DIRECTIVE 2001/34/EC OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 28 May 2001**

- ✘ relating to Conditions to companies for the shares of which admission to official listing is sought;
- ✘ relating to Conditions to shares for which admission is sought;

- Requirements for “**admission to trading of financial instruments of issuers to trading on the regulated market**” pursuant to Article 51 “Admission of financial instruments to trading” of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments;

C.2.2. Provided legal advice & support as well as drafting of legal opinions in a field of activities of Issuer concerning to: allocation & eligibility of ISIN, Common code

- ✘ in a field of activities of **issuing agent**;
- ✘ in a field of activities of Issuer as **T2S User of CSD**



Viber Tel. : + 38 066 079 25 45
dvekutlawconsult@abv.bg



Viber : + 38 099 431 81 38



Viber : + 359 87 816 45 26



Skype : Eugen Dvekutsky

CSD: Clearstream Banking S.A. (CBL) ICSD;
Clearstream Banking AG (CBF) CSD;
LuxCSD S.A. (**in this case**)

(international securities identification code)\ SEDOL \ Common codes;

via Clearstream, as National Numbering Agency (NNA) for Luxembourg Clearstream Banking S.A.

Since 1 January 2021 via:

- through by NNA Portal

(only subject to the condition of access to NNA Portal and only on condition that NNA Portal login)

<https://xact.clearstream.com/>, which being a dedicated web-based application covering the NNA services linked to Clearstream's role as NNA;

Ensured Filling out **NNA Portal "Application form for customers of Clearstream Banking S.A."**;

Provided legal advice & support regarding to Appendix 3: **NNA Portal Agreement**;

Ensured Generated a new ISIN request, subject to availability of access to NNA Portal which available via the Xact Web Portal once setup at NNA Participant level;

- through by The Malta Stock Exchange that is a member of the "Association of National Numbering Agencies"

<https://www.borzamalta.com.mt/nna>

Ensured Filling out Application For ISIN

"Request for ISIN – Equity";

Additionally, application was accompanied by a copy of the final prospectus of Issuer.

Approved of competent authority - concerning to Prospectus;

notarized certified copy - concerning to Articles of Associations;

C.2.3. Provided legal advice regarding to Issuer's Documentation flow in order to ISIN allocation and eligibility for 'equity securities';

Provided advice on which documents the issuer or the issuer's agent is required to send to the relevant National Registration Service (NNA) in order **to conduct a due diligence procedures and Know Your Customer procedures** for both the issuer and the applicant/sender of the request, as well as information about the financial instrument;

Prepared the following mandatory legal documents in order to be sent or uploaded:

- to NNA Portal;

- as well as to Malta Stock Exchange which is recognised national numbering agency (NNA), for Malta,

<https://www.borzamalta.com.mt/nna>

according to the framework:

+ securities issue documentation:

- Prospectus or Offering Circular, Placement Memorandum or Offering Memorandum or Information Memorandum;

- Private Placement Memorandum or the legal T&C for private placement issues;

+ documentation (information) concerning the securities offered to the public

or to be admitted to trading on a regulated market or **SECURITIES NOTE**;

+ Business/company incorporation documents:





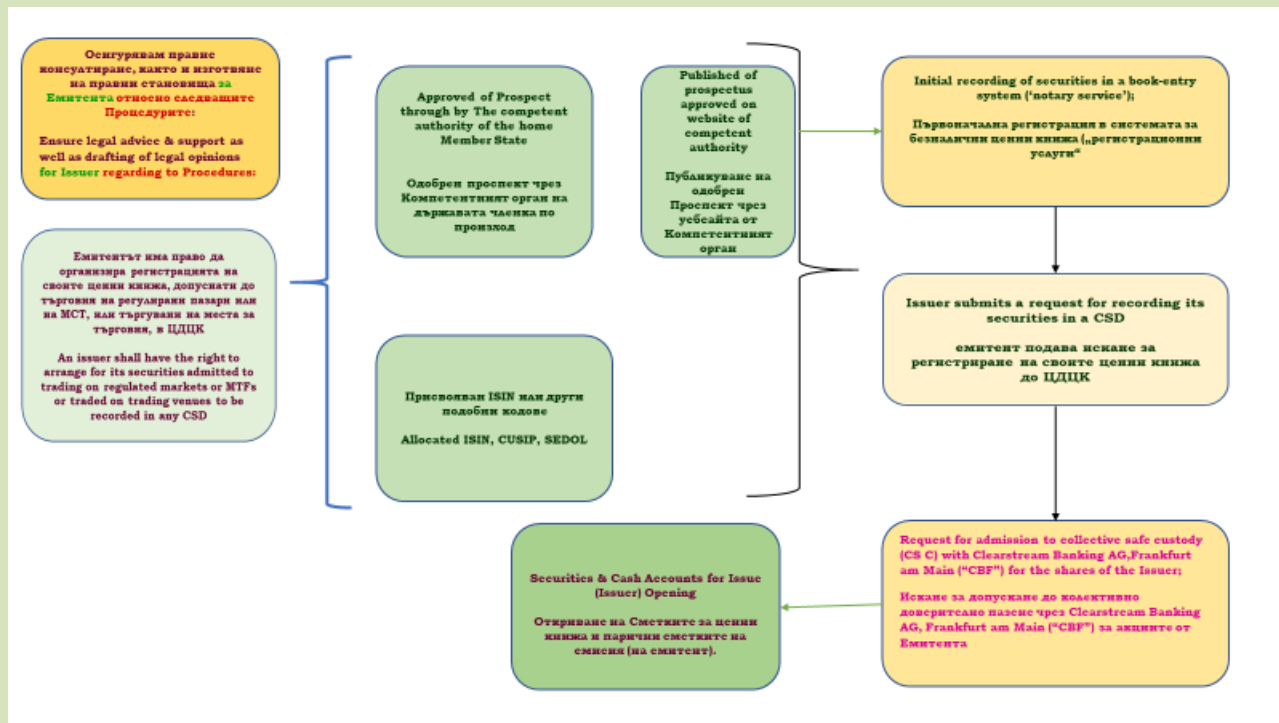
- Memorandum of Association, Articles of Association;
- Company certificate of incorporation;
- Statement of issued share capital;

Legal documents for securities tokens;

C.2.4. Ensure legal advice & support Concerning to CSD’s Issuer Acceptance Procedure:

Ensured legal advice & support concerning to grant access of Issuers to Clearstream **pursuant:**

- CHAPTER III “Access to CSDs” Section 1 “Access of issuers to CSDs” Article 49 of the CSDR;
- Regulation (EU) No 909/2014 of the European Parliament and of the Council of 23 July 2014;
- Chapter XIII of the RTS 2017/392;
- Chapter 1.5 “Access to CBL” and
- Chapter 7 “Custody business operations - New Issues” of Client Handbook for clients of Clearstream Banking S.A
- General Terms and Conditions (Luxembourg);
- Clearstream Compliance Client and Access Acceptance Policy;
- Client Handbook for clients of Clearstream Banking S.A.;
- Client Handbook For clients of Clearstream Banking AG;
- LuxCSD Client Handbook;
- “International Securities” Operational Market Practice Book; , issued by the two International Central Securities Depositories (ICSDs), Euroclear Bank and Clearstream Banking;



C.2.5. Ensure legal advice & support as well as drafting of legal opinions for Issuer regarding to Procedures:

- ✗ Initial recording of securities in a book-entry system (‘notary service’);
- ✗ uncertificated securities or intermediated securities of Issuer in the Clearstream Banking S.A. (CBL) system;





the right of Issuer to arrange for its securities admitted to trading on regulated markets or MTFs or traded on trading venues to be recorded in any CSD established in any Member State;

C.2.6. Ensure legal advice & support concerning to providing by Issuer:

New Issues Draft documentation as well as
 New issues Final documentation to the CSD:
 Clearstream Banking S.A. (CBL) ICSD;
 Clearstream Banking AG (CBF) CSD;
 LuxCSD S.A.

C.2.7. Ensured submitting to Relationship Officers of Clearstream Banking S.A. (CBL) and LuxCSD S.A for Documents which are considered as ‘final’:

- for legal documents;
- for operational documents, -

pursuant:

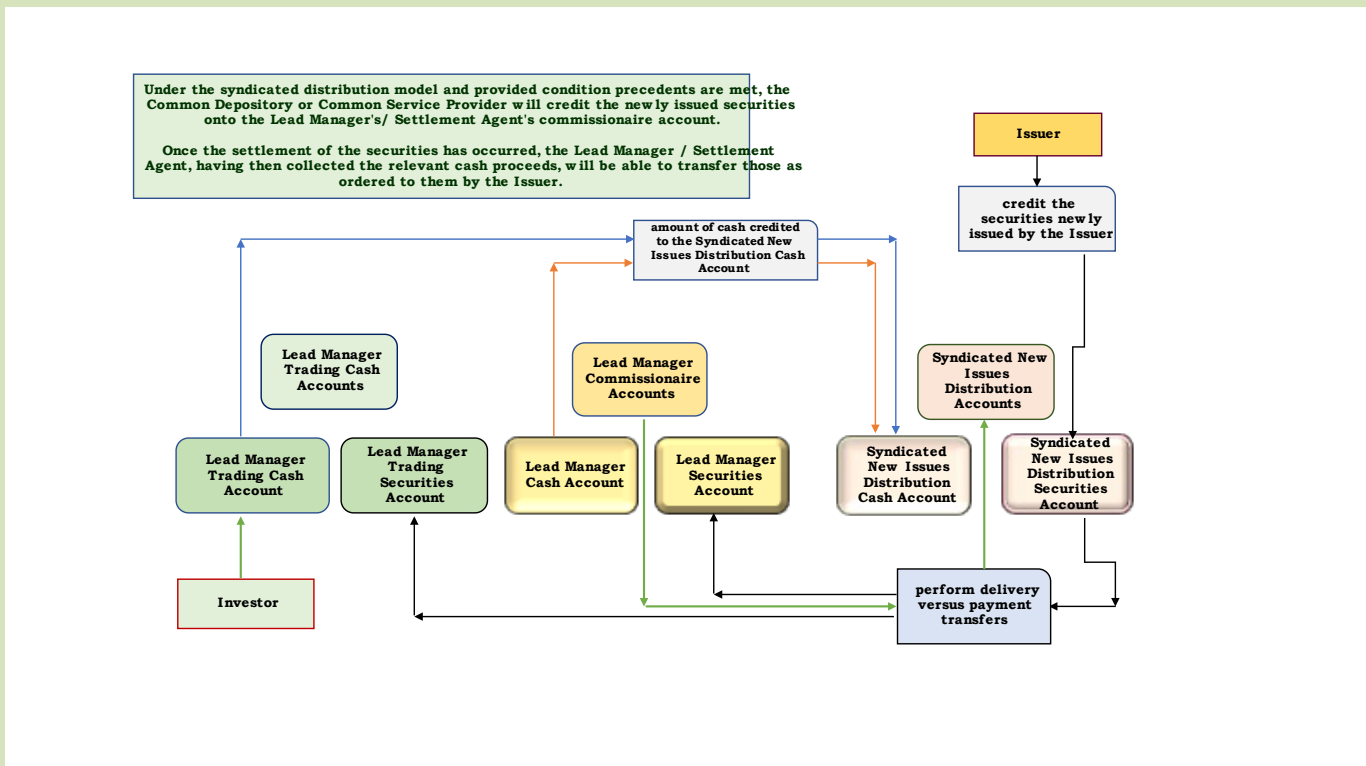
- Annex I, ANNEX II, ANNEX III of REGULATION (EU) 2017/1129 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 14 June 2017;

- **“International Securities” Operational Market Practice Book;**

C.2.8. Request for admission to collective safe custody (CSC) with Clearstream Banking AG, Frankfurt am Main (“CBF”) for the shares of the following issuer;

to fill (completion) “eMISSION Order form”;

C.2.9. Provided legal advice in relation to legal entities – agents who service New Issues;



Issuer Agents (such as):
 Issuing Agents and Paying Agents,





Principal Paying Agents,
Lead Managers / Settlement Agents;

C.2.10. Securities & Cash Accounts for Issue (Issuer) Opening in Clearstream Banking S.A.

Provided legal advice & support to Issuer regarding to:

Commissionaire accounts opening and maintenance:

C.2.10.1. Provided legal advice & support to Issuer concerning to fill:

“Commissionaire Account Form for Lead Managers”;

“Commissionaire Account Form for Settlement Agents serving Lead Managers”;

SOME APPROACHES, METHODS AND SKILLS PURSUANT TO AUDIT PROCEDURES & DUE DILIGENCE PROCEDURES INVOLVING TRANSACTIONS OF CRYPTOASSETS:

Designing and performing about 14 types of audit procedures involving crypto-assets;

«Detailed in a separate document»

Skill pursuant to audit procedures & due diligence procedures 1.

Providing **audit procedures** & **due diligence procedures** involving transactions of crypto-assets, issuers of crypto assets, service providers of crypto assets;

Skill pursuant to audit procedures & due diligence procedures 2.

Know how to provide audit procedures and methods of **associated (associated entity procedures) a crypto asset** located at a specific address in the ecosystem **with a wallet and with the legal data of an entity or individual person, such that:**

- + **associated entity procedures;**
- + **associated address procedures;**
- + **associated crypto assets procedures;**

Skill pursuant to audit procedures & due diligence procedures 2.1.

Know how to provide reciprocal audit procedures

- + Ensure **procedures of associated (associated procedures)** of the entity (or individual) according to the address in the blockchain;
- + Ensure **associated procedures** of address according to the entity (or individual);

Skill pursuant to audit procedures & due diligence procedures 3.

Development (designing) and performing of audit procedures in order to make (to form) **existence assertion regarding to crypto assets;**

Skill pursuant to audit procedures & due diligence procedures regarding to the private key 4.

Skill pursuant to audit procedures & due diligence procedures regarding to the private key 4.1.

Ensuring auditing procedures to verify an persons of ‘management body’ and others persons to access **to the private key** and control over the related crypto assets.

Skill pursuant to audit procedures & due diligence procedures regarding to the private key 4.2.

Provide legal and regulatory treatment relating to the «private key»;

Designing and performing audit procedures related on aim to protect the entity’s **private key** from **unauthorized access through the Internet;**



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«Detailed in a separate document»