

2,800,000 TWIM1 Preferred Shares Class A Convertible Class A at € 10 each

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TWIM 1 Ltd.

WHITEPAPER

TWIM1 LTD

A TAG BANKERS COMPANY

INTERNATIONAL HOUSE 12 CONSTANCE STREET, LONDON E16 2DQ UNITED KINGDOM

CONTACT:

+44 203 3185473, +44 745 2284216, +33 76 144 2277

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Executive Summary

A wide range of ‘peer-to-peer’ (P2P) financial platforms have emerged in the past few years, supporting personal loans (Zopa, Prosper, Lending Club), small business lending (First Circle, Kabbage), invoice discounting (The Receivables Exchange, Market Invoice) and foreign exchange transactions (Currency Cloud, Currency Fair, Transfer Wise). The volume of these activities has grown rapidly from a relatively low base. For example, P2P lending in the UK has doubled every year in the past four years with the stock of loans exceeding £1 billion in 2014 and £2 billion in 2015 (Peer-to-Peer Finance Association, 2015).

The birth of Fintech and the Blockchain Technology has begun to revolutionize and disrupt traditional lending and recently, this has become a trend in many countries. Since the beginning of 2016, a number of Blockchain and Fintech start-ups have received venture capital funding and attention from financial investors because of their business model of offering opportunities to average people to lend money without the red tape of big banks’ infrastructure and complicated lending policies when they do lend, which is more and more, less the case. Many established banks would rather invest their money in the capital markets than lend it to new and or existing young businesses. But where funds have been raised and loaned through various Fintech initiatives they all have one problem in common: lenders are stuck with their investments as there is no market for refinancing until such time as the company goes public or are acquired by others or the loans paid back over time. The biggest issue at hand is that all of these illiquid investments are making some investors reluctant to invest in new promising ventures and that is causing problems.

It is just the initial stage of regulation, and more is to be expected, but despite attempts to control crypto sphere, it gives people financial freedom never witnessed before. Holding tokens, as well as buying Tokens, is a quite stressful venture. High volatility, rapid changes on the market, fraudulent projects — there are a lot of things to worry about. Regulation is one of the most pressing questions regarding crypto-related projects and tokens in particular. Ideally, tokens must have separate specific regulations, as they are a new class of asset. But such regulations have not yet been implemented by all countries and thus claimed to be a risky investment for regulators.

Project Overview

TWIM1 has been created in order to regroup 'Fund Style' a series of businesses that have real assets for most coupled with high potential returns.

In order to raise money for these concerns located mainly in Europe, the UK and West Africa, TWIM1 has prepared a legal prospectus and registered with the US SEC.

Said prospectus contains all information about each business venture.

TWIM1 has also acquired CUSIP and ISIN Identifiers for its venture.

TWIM1 has issued Convertible Class A Preferred Shares in increments of 10 Euros each for a total of 2,800,000 Preferred Shares Class A.

As soon as the minimum capital raise of 6.5 Million Euros is reached, the 650,000 Preferred Shares Class A of TWIM1 will be converted into Preferred Shares of each company benefitting from the fund raise accompanied by a series of engagements to repay back their respective debts at pre-agreed dates. These are also accompanied by a series of profit participation agreements issued by each company benefitting from the funding and payable at pre-agreed time.

The converted preferred shares each give the right to one percent of total sales augmentation post and prior funding as well as a pari passu rank on all assets of each issuer.

All assets resulting from the conversions as identified herein above will each be identified by a ticker symbol and registered on our debt trading platform (www.twex.exchange) using hyper ledger, a blockchain technology.

Investors have the possibility to trade their investments on our debt trading platform and exit at a time and price of their choosing if they so desire.

TWEX enables each such investor to trade his or her investment positions as a whole or as a stripped investment on its proprietary platform.

TWEX enables investors to have a clear view of their investments with a fraud free environment based on block chain technologies such as hyper ledger.

Similarly, TWEX enables investors to invest in various types of companies or group of companies regrouped under one banner such as TWIM1 Ltd, chosen by its Board and where each has the potential to rapidly expand and earn profits.

Each investment is automatically allocated to each target company as chosen by investor and or as agreed if a Fund type structure is chosen such as TWIM1.

The objective of this project is to enable companies to raise funds for their development and expansion through an accredited investors lending & trading platform (AILTP) using a smart contract trading exchange platform that enable investors to invest their funds.

The TAG World Exchange gives its users the possibility among others to use its proprietary assets valuation and payment algorithm. This proprietary Algorithm has been developed

by our team in order to help patrons to price specific investments held and traded on our Exchange. Pricing of any specific investment is made based on two yearly audits made by our Accounting and Audit Department for each company listed on the Exchange and that used our services for fund raising only for now. Data collection will enable us to create a template of how well financially the company is and if with its present cash flow and receivables it will be able to pay its debts. Boasting over 35 financial data control points, ratios, and indexes coupled with probability and net present value accounting for current and up to date market rates our algorithm is able to price the investments and enable you to sell all or part of said investments at prices of your choosing. This helps to create liquidity for private investments using laws of supply and demand coupled with intelligent high benefits-oriented pricing.

Preference Shares issued by each company listed with us are registered on the Blockchain, holding no equity rights or voting rights. But holding profit participation rights. TPS or Tokenized Preferred Shares are preferred shares issued by a company - only difference is that they are registered on the block-chain with its inherent payment structure.

Similar to usual Preferred Shares, TPS holders too are entitled to receive their claims prior to the equity shareholders of the organization during the winding up of the company. They are ranked as senior and priority debts. Please note that as each TPS is individual and issued by the company benefitting from the funds following the fund disbursement schedule contained herein, there is no link and impact if one or more were unable to pay back a loan. The sole result being that the percentage affected to that company will momentarily not pay back its dues. Thus, the issued Preferred Shares will hold the following rights:

- Priority and seniority against all other debtors of the company– in case of bankruptcy holders are paid first,
- No voting rights,
- No equity rights,
- No convertibility rights

Capital payable on agreed upon timetable and represented by a series of Smart Contracts Capital (SCC) issued by each company listed on the Exchange and that benefitted from the initial investment

Gives the right to the owner to profit participation payable on agreed upon timetable and represented by a series of Smart Contracts Profits (SCP) issued by each company listed on the Exchange and that benefitted from the initial investment.

Each TPS issuer pays yearly 1 % net of their total sales augmentation post and prior funding to all TPS holders on a pro-rated basis.

Accepted Currencies: USD, EUROS, BRITISH POUNDS, ETC

All funds received are automatically are exchanged against a bunch of TPS and Smart contracts for capital repayment and profit participation issued directly by each company recipient of funds following schedule contained herein as soon as the minimum capital

raise is reached.

Modification of rights

The Provisions of the traded Contracts & Preferred Shares and the rights of the holders against the Issuer may from time to time be modified, abrogated or compromised in any respect with the sanction of a Special Resolution and with the written consent of the Issuer.

Cancellation of the Offer

The Issuer reserves the right, in its absolute discretion, to cancel the Offer and the issue of the Preferred Shares at any time prior to the end of the Offer Period. If such a cancellation event occurs, all subscription monies (without interest) for such Preferred Shares to each applicant at the applicant's risk by no later than 30 days after the date on which the Offer of the Preferred Shares is cancelled. Subscription monies will be returned by cheque mailed to the applicant's address (where provided by the applicant) or by interbank credit transfer back to the bank account from which such monies were first received or by any other method the Issuer deems appropriate.

Time and dates

The Issuer shall, at its discretion, be entitled to amend the dates when the Subscription Forms are to be dispatched or amended or extended, the latest date for acceptance under the Offer and all related dates and timings in this Prospectus.

Tag World Exchange Ltd. (TWEX) is a platform that allows anyone to buy and sell TWEX preferred shares and Smart Contracts for Capital repayment (SCC) and Smart Contracts for Profit Participation (SPP) in each company traded on the Platform. It also provides a wide range of services, which offers learning and informational environment about products, and lives of companies as well as more information about the people behind the products and companies. We at Tag World Exchange ("TWEX") have set our main goal as creating a unique ecosystem that will enable our users to buy, sell and/or trade their investments when they need it or wish it in a safe way. Our goal is to become the industry standard and one-stop solution for setting up a hustle free smart contracts and Preferred Shares and debts exchange. We provide transparency trading where all trading transactions are transparent and can be checked and audited by the users.

The TAG World Exchange is a worldwide platform that is non-inflationary and based on real-world economies and backed by real assets. Specifically, TWEX is a Smart Contracts Trading platform that helps to create liquidity and transparency for investors and funded

companies alike. A private investment by definition is illiquid. We at TWEX enable companies to pay back on a timing of their choosing and amounts that most correspond to their capacity to pay back.

Key approach

Create obligations and responsibilities from borrowers while offering potential means to creating liquidity for private investments.

Transparency

The use of proceeds of the funds raised and share in profits provides auditability and transparency to the investment process as well as to the results. This transparency means the investment funds won't be hidden for the investors, with reporting full of fine print. This much-needed transparency will substantially improve accountability of the investment managers.

Liquidity

We believe that TAG World Exchange Platform is a turnkey solution that will lead to further proliferation of the decentralized economy. Our platform will allow investors to liquidate part or all of their investments themselves if and when warranted because of life's unforeseen situation and offer their existing investors all the benefits of the blockchain that has been a buzzword among investment managers for several years.

Sustainability

Funds' legal structure will be reviewed and approved by our legal advisors to ensure they are compliant with existing laws and regulations. TWEX has vetted the proposed structure with several financial institutions and has received an indicative approval that it will pass internal procedures, enabling funds to be transferred from and into the crypto world. By sorting out these risks from the beginning, TWEX will improve investor confidence and provide necessary sustainability of the investment process.

Fees and Usability

Setting up the proper investment structure is a costly endeavor. TWEX believes that now is the right time to introduce industry standards for setting investment vehicles that can attract investments from private individuals and institutional investors of any kind. This will reduce or remove regulatory risk from investors at a minimal rate.

Principal Strategies

Active social media marketing in order to promote knowledge about our clients to potential investors. Comprehensive explanations about said companies, their products, and the people behind it all.

Each investor has the only access to their funds through their respective wallets. We do not store any keys of our investors and companies.

Valuation is based on the existing, future and or both assets valuation and potential of the companies. Then our proprietary algorithm will ensure that said price matches acquisitions, sales, offer and demands as given to us by the entities that enable sales.

Furtherance of sales of products via our own e-commerce platform at a later stage.

Direct calls/marketing to our 5,000 plus accredited and or qualified investors located the World over.

Dissemination of information among the 45,000 plus subscribers to our email newsletters.

Smart Contracts Trading Platform

The TWEX Smart Contracts Trading platform is innovative and different from other exchanges as it combines trading of capital and profit contracts via smart contracts when it matters most to these contract owners along with trading potential for funds recipient companies. A private investment by definition is illiquid. We at TWEX enable companies to pay back on a timing of their choosing and amounts that most correspond to their capacity to pay back.

The Preferred Shares, SCC and SCP are traded and the value changes as per the movement on the platform. This is connected with the performance of the SMART contracts. SMART contracts too are traded with movement guided by NPV (Net Present Value) of the SMART contract. A SMART contract NPV calculator has been provided to guide investors“ make the decision for BUY or SELL. A complete BUY-SELL-TRANSFER-SETTLEMENT process has been incorporated in the trading module.

Valuation is based on the existing, future and or both assets valuation and potential of the companies. Then Issuer's proprietary algorithm will ensure that said price matches acquisitions, sales, offer and demands as given to us by the entities that enable sales.

Smart Contracts

A Smart Contract serves a very similar function as a contract does in the real world. Contracts, in typical cases, involve two or more parties that agree on certain terms, sign the contract, and once these terms have been carried out and both parties are content, the contract is deemed fulfilled. Smart contracts employ the same principle but are able to operate automatically via an algorithm that has the terms of the contract embedded within it. The Smart contract — is a piece of code that is stored in the blockchain network (on each participant database). It defines the conditions to which all parties using contract agrees. So, if required conditions are met certain actions are executed. As the smart contract will be stored on every computer in the network, all the computers (miners) executing the code must come to the same result and reach a consensus. This way the users can be sure, that the outcome is correct.

The TWEX smart contract design follows a very modular contract structure making it easy to split functionalities to upgrade or reuse parts. The current implementation consists of over two main smart contracts describing all the process for investment, payments, period, capital and reimbursement between stakeholders. All of them will be written in Solidity Language. At the beginning of the venture, we will only offer to trade on Smart Contracts issued by all recipients of TWEX investments. Irrespective of the amount invested and the number of Preferred Shares issued, the investor will receive on a pro-rated basis, smart contracts from each company traded on TWEX platform at the time of

inception. Each contract will be independently traded on the TWEX platform and available for purchase and sale based on owner's timetable. The aim is to enable other smart contracts issued by other companies on other platforms to trade on TWEX in the future. Valuation of the smart contracts is based on an in-house algorithm developed by our team that incorporates Probability, Statistics, Net Present Value, Market Interest rates in Euros and Audits of companies issuing the targeted contract. Then irrespective of same, owner of the individual contract can independently price his or her contract based on the urgency to sell.

Investor eligibility

Tag World Exchange Ltd. is designed for:

Investor who can afford to tie their monies for three years or more

Investors who want to diversify their portfolio internationally.

Investors who want to invest in local communities around the World and thus enhance and embrace the globalization trend that has taken over the World.

Investors who are not limited by geographical and obscure views but that are rather opened to the World and attuned to the new ways of this ever growing, empowering and constantly changing World and work environment laced with humongous potential.

Investors who are forward thinkers and who have a global view of the World, its risks and its ever-growing potential.

Accredited Investors as per Securities Act of 1932 for US Investors only.

Qualified investors as per definition of the UK FCA.

Accredited & Qualified Investors as per definition of EU ESMA.

NOTE:

Investors from the UK and the USA have to self-certify that they are accredited, investors.

All investors have to read and accept all of the Risk factors detailed in our prospectus.

How to qualify to become an investor?

Please be advised that in order to be accepted as a valid participant to invest in our offerings you must first:

Create an account on the TWEX Platform

Submit a full KYC package on you plus Origination of funds for all amounts over 1,000 Euros

Proof of address

US buyers who are interested have to comply with US SEC Rules regarding definition and qualification as an accredited investor.

UK buyers who are interested have to comply with the FCA definition and qualification as a qualified investor.

EU Buyers who are interested have to comply with ESMA definition and qualification as a qualified investor.

All other buyers, please ensure that you qualify as per your country of residence guidelines.

If the said buyer falls under said category then and only then, under its own recognizance, it can acquire our offerings.

By continuing on to use our websites (www.twex.exchange www.twex.info www.twex.eu www.twexfr.fr www.twex.uk www.twex.ch and all other TWEX websites) you hereby warrant and represent that you have irrevocably and unconditionally accepted all of our terms and conditions without liability and or responsibility from us, our employees, associates and or any other affiliated or parent companies unless so confirmed in writing.

[Registration and Wallet opening](#)

One can enter the Tag World Exchange (TWEX) Platform by entering our website <https://twex.exchange/> and clicking the “REGISTER” Button on the home page.

If you are not a registered user, it will take you to the KYC “Investor Information Form” Screen which is a 3-step easy form. The investor must then open his Wallet.

[How to get listed on the TAG WORLD Exchange](#)

Any potential candidate for listing on our Exchange must fully comply with all of our terms and conditions.

[Terms and Conditions for Companies to be accepted on TWEX:](#)

Applicant has to prepare and present the following documents: Creation of a business plan. If you do not know how or are unable to do so, we can help you for a very small fee determined by the amount of work required;

Creation of an executive summary – derived from the business plan;

Letter by the Founders explaining about their company

The Offering: Amount required – capital repayment term and interest payment terms based on sales and profits before taxes solely.

Use of funds detailed explanations

Risk Factors

Disclosures

Management

Audit/Financials

Determination by our staff of eligibility – this can take up to one (1) month as long as applicant remits all documents mentioned hereinabove along with any other documents that might be requested timely.

Once declared eligible, and only then, will the authorization to trade be granted to the applicant. The balance of the fee will then be paid. In the event of your submission being refused, you will be reimbursed back of any unused funds in preparing your work paid out of the initial fee that was remitted to us.

After receipt of your paperwork as mentioned above, we reserve the right to take up to 15 days to process your request and answer you. Please be advised that once the response is in your possession, you have 10 days maximum to answer all questions (if any) that might be asked by our legal or accounting staff regarding your company.

There is no time limit for determining eligibility and unless our staff gets satisfactory answers to their questions your authorization to trade will be delayed.

Alone or in a Fund type structure we will, via our Legal Department, file with the US SEC and after acceptance of filing, we will apply and acquire CUSIP and ISIN numbers for identification purposes of each assets listed with us.

We will adapt and use our standard Smart Contracts for your capital and interests' repayments The Issuer does not guarantee that each Investor will satisfy all the conditions mentioned above.

TWEX aims to be a Smart Contracts Trading market application based on top of protocol achieves this goal by utilizing the innovative TAG investment technologies advancing their features with new solutions based on smart contract, Hardware Wallet, and oracles for scalable applications.

The TWEX core components consist mainly of using innovative technologies:

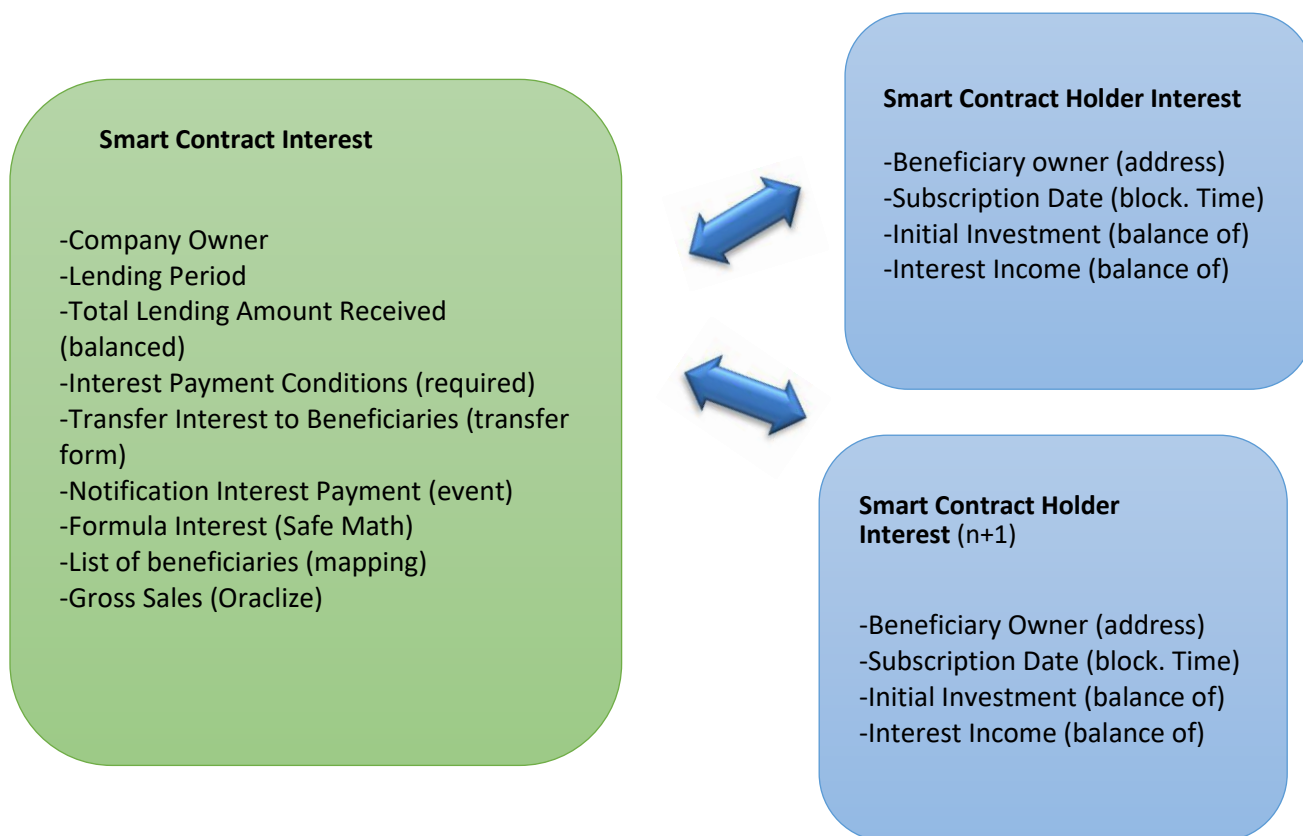
TWEX is a decentralized Smart Contracts Trading platform allowing lenders to split their investment and trade both part of it through smart contracts which represent Capital repayment and Profit Payment.

System Architecture

TWEX aims to be a Smart Contracts Trading market application based on top protocol and achieves this goal by utilizing the innovative TAG investment technologies advancing their features with new solutions based on the smart contracts, Hardware wallet and oracles for scalable applications.

Smart Contracts Architecture

A Smart Contract serves a very similar function as a contract does in the real world. Contracts, in typical cases, involve two or more parties that agree on certain terms, sign the contract, and once these terms have been carried out and both parties are content, the contract is deemed fulfilled. Smart contracts employ the same principle but are able to operate automatically via an algorithm that has the terms of the contract embedded within it. The Smart contract — is a piece of code which is stored in the blockchain network (on each participant database). It defines the conditions to which all parties using contract agrees. So, if required conditions are met certain actions are executed. As the smart contract will be stored on every computer in the network, all the computers (miners) executing the code must come to the same result and reach a consensus. This way the users can be sure, that the outcome is correct. Our proprietary algorithm developed in-house enables the pricing of smart contracts of each company based on various points of control on their finances.



Risk Analysis

The Issuer believes that there are numerous risks involved in the development, maintenance and running of the Company, many of which are beyond the control of the Issuer. Each Investor should peruse, comprehend and consider carefully the risks described below in addition to the other information stated herein before deciding to participate in the offering, the TWEX Preferred Shares lie in cyberspace only without physical presence and hence do not fall within or pertain to any specific jurisdiction. Participating in the offering shall be an action based on the prudent decision and will be deemed as the relevant Investor having been fully aware of and agreed to take all the risks below:

Security Weakness

Regardless of the Issuer's effort to keep the system secure, anyone may intentionally or unintentionally introduce weaknesses or bugs into the core infrastructural elements which the security measures adopted by the Issuer is unable to prevent or remedy. This may consequently result in the loss of assets held by an Investor.

Insufficient Information Availability

The Issuer is at the stage of development as of the date of this Prospectus and its philosophy; consensus mechanism, algorithm, code and other technical specifications and parameters could be updated and changed frequently and constantly. While the TWIM1 Whitepaper contains up-to-date key information of the Issuer, it is not absolutely complete and is subject to adjustments and updates that the Issuer might make from time to time for certain purposes. The Issuer is not in a position, nor obliged, to keep the Investors closely posted on every detail of the Company's development (including its progress and expected milestones whether rescheduled or not) and therefore will not necessarily provide the Investors with timely and full access to all the information relating to the Company that may emerge from time to time. The insufficiency of information disclosure is inevitable and reasonable. Similarly, the Company is not obligated to give any reports on the health of its main employees and management

Management Decisions

The functioning and performance of TWIM1 Ltd. depends on the management's decision-making ability and efficiency & skills of the technical personnel working on the platform. This factor thus plays a key role in generating revenue for our organization.

Difficult Predictions

Our revenues and expenses are difficult to predict and can vary significantly from period to

period, which could cause our share price to decline. The economic environment, pricing pressure, and decreased employee utilization rates could negatively impact our revenues and operating results.

Compliance with new and changing Corporate Governance

Compliance with new and changing corporate governance and public disclosure requirements adds uncertainty to our compliance policies and may increase our costs in the future.

Expansion of global business

Our company's strategies include expanding its business in markets outside the UK pursuing international growth opportunities. Increased investments may result in expenses growing at a faster rate than revenues.

Intellectual Property

While the Company seeks to protect its intellectual property, it may not be adequately protected in certain countries and areas. In addition, there are cases that the Company's products are developed, manufactured and sold by using licenses received from third parties. In such cases, there is the possibility that the company could not receive necessary licenses from third parties or could only receive licenses under terms and conditions less favorable than before. With regard to the intellectual property rights related to the company's products, it is possible that a third party might file a lawsuit against the Company or its customers claiming patent infringement, or the like, and that as a result the manufacture and sale of the affected products might not be possible in certain countries or regions.

Subject to Litigation

We may be the subject of litigation, which, if adversely determined, could harm our business and operating results. We may also be liable to our clients for damages caused by disclosure of confidential information, system failures, errors or unsatisfactory performance of services.

Additional Risks related to the Funded Companies

All investors must accept our risks factors entirely including risk factors of all companies listed with us. The return payable to the investor depends on the performance of the various funded companies listed on our platform. Thus, investors are also requested to refer to their risk factors mentioned in each company profile available on the "Project

Listing” tab on our website.

1. Paradise hotel – Port Gentil, Gabon

-- The explosion of tourism in Gabon will create a high demand for luxury rooms. The various forms of tax elimination and tax relief will attract big capital to Gabon in the luxury hotel sector. These investments are direct competitors to the Paradise Hotel. Profitability is the only condition for the realization of luxury hotel investment projects in Gabon.

--- Force majeure such as strike, conflict with residents, the disorder in the event of an election, natural disasters, etc. --- Political risks,

--- Etc. This is a non-exhaustive list that might or might not impact the business

2. Burger King Marseille, France.

-- High turnover of employees

-- Training of employees

-- Prime location subject to fierce competition

-- Etc. This is a non-exhaustive list that might or might not impact the business

3. The Gen and Co

The Takeover of a well-known restaurant named CHEZ QUAN (street name) SARL DAT ANH

-- Training of employees

-- Turnover of employees

-- Various types of Foods that are bound to attract more competition

-- Prime location subject to fierce competition

-- All problems associated with night parties and events

-- Etc. This is a non-exhaustive list that might or might not impact the business

4. Cara

-- Construction and building problems linked to material,

-- Labor and manpower problems,

- Quality control,
- Change of zoning,
- Other development(s) nearby that might unfavorably compete with the offering,
- Unqualified presales resulting in a lack of revenue at closing time,
- Etc. This is a non-exhaustive list that might or might not impact the business

5. TAG Real Estate Fund

The TAG Real Estate Fund is being created in order to raise money for homeowners.

- Borrowers fail to repay their debts entirely,
- Reserve funds are misused by bank holding it,
- Regulators impeding us from lending money,
- Change in regulations in the EU,
- Real Estate market crash that will result in an acute decrease in the value of the Fund, -- Force Majeure Act such as the COVID 19 resulting in many parties being unable to pay their dues timely,
- Adverse market conditions impacting the sale of units/tokens in the Fund,
- Etc. This is a non-exhaustive list that might or might not impact the business

6. Ramada Resort Dryanovo

Acquisition of a tourist village development and Transition to a 5 Star Ramada Resort Hotel in Central Bulgaria

- Sudden increase in Building costs
- Delays to opening
- Poor supply of local tradespeople
- Brexit
- Etc. This is a non-exhaustive list that might or might not impact the business

7. TWIM1 Hedge Protection

As part of funds raised are invested in Gold, BTC, ETH, EOS, XRP & BCH we are subject to market swings in each of these segments/investments.

This is a non-exhaustive list that might or might not impact the business.

As at the date of issue of this Executive Summary the following companies have satisfied the requirements of the TWEX EXCHANGE and are seeking funds for their respective businesses.

8. La Bastide

- Training of employees

- Turnover of employees

- Various types of Foods that are bound to attract more competition

- Etc. This is a non-exhaustive list that might or might not impact the business

Listed Companies

As at the date of issue of this Executive Summary the following companies have satisfied the requirements of the TWEX EXCHANGE and are seeking funds for their respective businesses:

1. Paradise Hotel at Port Gentil in Gabon. MINIMUM 2 000 000 Euros

Maximum 5 000 000 Euros

Funding required to complete the construction of a five- star hotel in the economic capital of Gabon.

The minimum amount ensures the completion and opening of the facility but does not give a full security on the property as there is an initial investor who holds rights to a virtual lien of 3,000,000 €. In order to avail of the full warranty and collateral offered by the property, the maximum amount of 5,000,000 € must be raised and invested.

EXECUTIVE SUMMARY

Paradise Hotel is designed to be a 5-star luxury hotel located in Port- Gentil, economic capital of Gabon. The ground floor and the 5 stories are partially completed. The owner is in need of funding in order to complete the hotel construction as well as the finishing touch. The promoter, Mr. Richard Chami, who has been residing continuously in Gabon for over 35 years, has decided to cater for the demand of big companies implanted in Gabon by providing a 5 Star hotel built according to European standards. Mr. Chami is a trained pharmacist and a prosperous businessman who has set up various business ventures in Gabon among which are 4 pharmacies, 3 photo labs, 1 pressing, 3 optical stores, and one jewelry shop branded Chopard. All these companies generate a huge amount of profit and are managed by professionals. Mr. Chami expects to receive an income not only from the sale of the luxurious rooms to the big local companies but also from the Gabonese state through tax advantages, customs facilities etc. granted to investors. The government has implemented a new tax policy exonerating investors during the first five years of operation following the end of construction of the project, as well as corporation tax (legal entity) or personal income tax (sole proprietorship). In the following five years, these enterprises are liable to corporation tax or personal income tax up to half of the taxable profit.

The Gabon Emergent Strategic Plan (PSGE) sets out the objective of positioning Gabon as a reference destination for sustainable tourism. The tourism sector plan is based on the following axes:

- Develop a global quality image around Green Gabon
- Develop tourism engineering and marketing skills
- Significantly increase investments in quality accommodation
- Increase the promotion of Gabon destination in the main business tourism and ecotourism markets

- Develop access to Gabon at the lowest cost through a competitive air travel offer and good reception services
- Training in tourism and catering occupations

Infrastructure tourism is being updated

The country has about forty airports/ airfields/ airstrips. At present, connections to the main tourist sites, especially to the national parks, are made by air or by rail (Transgabonese to the Parc de la Lopé and Franceville).

The government is investing heavily in transportation infrastructure, according to the national infrastructure master plan. The Transgabonese rail route and many roads are being renovated or even created. Thus, the International Airport of Libreville was renovated before the African Cup of Nations in 2012. The Port- Gentil airport is being renovated so that it can accommodate international traffic. The rail tracks of the TRANSGABONNAIS as well as numerous roads are either being renovated or created.

Cost of the Project

According to Mr. Massoko, who is an expert in evaluating the properties, the Paradise Hotel is estimated at 9,200,000 Euros. In order to complete the hotel, purchase the furniture and additional fittings which will be deemed fit as well as the layout, Mr. Chami needs an additional investment of 2,000,000 Euros

Mr. Richard Chami, the promoter, has already invested 4,700,000 euros. This amount has been used in the hotel construction. Richard Chami has invested the sum of 1,700,000 Euros in addition to which 500,000 Euros must be added for the plot of land, for a total of 2,200,000 Euros in equity. He has also contracted a debt of €3,000,000 for the construction of the hotel.

In order to finalize the Hotel Mr. Chami needs €2,000,000. He also needs an additional amount of €3,000,000 to buy back the loan contracted from another investor in order to get back a free and clear property.

The final cost of the hotel will be 7,200,000 Euros

SARL PARADISE HOTEL will issue PREFERENCE SHARES for an amount of up to 5 Million Euros necessary to complete the work and make the hotel operational.

The hotel manager has already been selected. His name is CLAUDE MICHEL. Mr. Claude Michel was the former hotel manager for the GROUP ACCOR. He has an experience of 32 years in hotel management.

Forecast for 5 years from 2020 to 2024

The Accounting firm SGPC – Association de gestion et de comptabilite – under the

signature of Mr. Jean Aubadie Ladrix has submitted a study based on a forecast for 5 years regarding the hotel from 2020 to 2024. The first financial exercise is only for 3 months.

CONCLUSION OF THE STUDY

Euros	2020 (3months)	2021	2022	2023	2024
Turnover	2 482 790	10 198 540	10 661 20	11 126 040	11 611 127
Charges	635 737	2 217 400	2 313 524	2 410 313	2 511 385
Gross Profit	1,939 553	8 073 640	8 440 175	8 808 227	9,192 242
Net Profit	1 847 053	7 981 140	8 347 675	8 715 727	9 099 742

The total Investment for this Project is 7,200,000 Euros of which Mr. Richard Chami contributed 2 200 000 Euros.

Marketing

In addition to the promotion by the state of Gabon Paradise Hotel will carry out its own marketing on-line with payment online using credit cards.

Paradise hotel will dispose of 56 Suites. As the demand with respect to this kind of luxurious room is high in Port Gentil, the occupancy rate is expected to be high. Demand will come from the big companies, local people and regular visitors.

SWOT ANALYSIS

Strengths

High added value service.

Professional management.

The tax advantages granted by the Gabonese State

The hotel is close to major companies such as Total, Shell, Woodgroup, Addax Petroleum, Petroleum Holding Integrated services for Oil and Gas, Haliburton, Bouygues, etc.

Paradise Hotel is built according to 5 Star European standards.

Huge Marketing made by the Gabonese State to promote Gabon as a destination for business tourists and others.

Besides, official studies have shown that almost 50% of visitors come for business purposes.

Weaknesses

The explosion of tourism in Gabon will create a high demand for luxury rooms. The various forms of tax elimination and tax relief will attract big capital to Gabon in the luxury hotel sector. These investments are direct competitors to Paradise Hotel. Profitability is the only condition for the realization of luxury hotel investment projects in Gabon

Opportunity

Opportunity: The government's strategy of doubling the number of rooms available as well as the various tax exemptions make this country very attractive for an investor.

Concerning tourism, the State provides for a regime of exemption from import duties and taxes for materials, machines and capital goods intended for hotel and tourism companies presenting an investment of XAF 800 million (1.22 M €).

A tax system for tourism businesses is also set up which exempts them during the first five years of operation following the end of construction of the project, from corporation tax (legal person) or income tax from individuals (sole proprietorship). For the next five years, these companies are liable to corporation tax or personal income tax on half of the taxable profit.

It is also a question of freely repatriating profits and capital.

Threats

Force majeure such as strike, conflict with residents, disorder in the event of election, natural disasters, etc.

2. Burger King Marseille, France

FUNDS REQUIRED 1 250 000 Euros

BURGER KING

PROJECT : Opening of 3 Burger kings in Marseilles --Vieux Port – Grand Littoral – Bonneveine

This project is spearheaded by Mr. HERITIANA JEANJ ACQUES who has a working experience of 27 years of which 12 years at McDonald's as a Managing Director Partner. He also worked as a Representative Director at Bouygues Telecom. He worked for 5 years at Burger king in Paris and since December1, 2019 he was named as a Franchisee on the Vieux Port of Marseille a burger king flagship. Getting a Burger King flagship is pretty exceptional as it is not readily given to all franchisees. It is rather a mark of confidence from the Burger King leadership. Vieux Port in Marseille is a central location. In order to bring several restaurants, you need a central one. The three locations will allow to cut down costs by pooling together expenses and also providing employees advancement opportunities in their career within the group.

Mr. Heritiana has managed multiple sites with turnover ranging from half a million Euros to 200 Million Euros with employees from 10 to 1500. The three restaurants will not be a problem for him to manage.

Places to be open in this franchise is THE GRAND LITTORAL where Jean Jacques Heritiana was a manager before. This place is in a shopping mall.

Bonneveine restaurant is a drive in and the turnover can be easily increased by some minor investments.

The capital necessary for this project is 1 250 000 Euros refundable in five instalments.

This is an investment opportunity for a well-known brand which is self-sustainable and profitable product which is sold in practically the whole world. In this particular case the units are located in the bustling city of Marseilles.

Brand Burger King is a profitable brand.

The following turnover and net profits are forecast for year 1. These are provisional numbers based on location and other factors relevant to this type of business.

	Turnover	Net profit in Euros
Bonneveine	3 500 000	88 942
Littoral	2 050 000	21 859
Sodevip	3 100 700	146 534

Over a five-year period, the forecasts for the three units on the same basis would be as follows.

	Year 1	Year 2	Year 3	Year 4	Year 5
Turnover	8 650 700	8 795 805	8 957 887	9 083 297	9 210 460
Repay cap	230 000	200 000	250 000	270000	300 000
date	31/12/20	31/12/21	31/12/22	31/12/23	31/12/24

Opportunity

The burger king units available now and under present conditions will not be available in two years' time in the Vieux Port of Marseille. This location is famous and there are always people around.

Competition

Competition from other brands will always exist. But brands like McDonald and Burger king have their own dedicated clientele. Besides the usual characteristics of these brands the difference comes from service. An experienced manager is a plus.

Conclusion

Having a brand like Burger King in Vieux Port of Marseille has all the elements of a successful venture.

SWOP ANALYSIS

Strengths Weaknesses

Location of units in areas with lot of foot traffic. Formation of employees

Experienced management

Good access

Weaknesses

High turnover of employees

Opportunity

Take advantage of good location available now in a central area of Marseille

Threats

Prime location subject to fierce competition

3. The Gen and Co

Business description

The project : The Takeover of a well-known restaurant named CHEZ QUAN (street name) SARL DAT ANH.

The restaurant is ideally located in the bustling city of Marseilles, France's first largest city after Paris. It has an opening on the Mediterranean sea. This place is very famous and welcomes people all year round. It offers ethnic food of Chinese and Vietnamese origin. We are planning to buyout 100% of the shares of SARL DAT ANH through a company to be specified later on. Our aim is to increase the profits generated by this venture.

In order to achieve this goal, we will need to convert the flat roof into a rooftop. This change will enable us to have a sea view from all angles as depicted in the video. As soon as the flat roof is modified, we will enhance our income through the organization of prestigious parties. This is going to be a year-round business.

Mission statement

We are expecting to attract other types of clientele. Up to now, we were only able to attract individuals as well as their friends and family. The additional space will also cater to corporate gatherings. We are planning to organize parties as well. The new style and furniture will definitely add a touch of prestige. These small changes will most definitely generate a considerable amount of profit and increase the restaurant's income. The restaurant is already famous in Marseilles for its quality of food. This new chic touch will turn it into one the most glamorous dining places in town with the added benefit of a superb sea view.

Overview

In order to achieve this goal, we will need to incorporate a SAS holding company (limited liability company) with a capital of 10 000 Euros to buy all the shares of the restaurant CHEZ QUAN which also happens to be a SAS with a capital of 10 000 Euros.

FINANCING OF PROJECT

Partners:	GENNA Aurelie	BENSOUSSAN Estelle	Total
Cash contribution	7 500	2 500 10 000	
Amount required	1 652 400 Euros		
USE OF FUNDS (Vat included)			
Start-up costs		26 400 Euros	
Shares of SARL DAT ANH (Acquisition)		1 370 000 Euros	
Furniture, fixtures and fittings		596 000 Euros	
Total		1 992 400 Euros	

Rounded to 2,000,000 Euros

Presentation of the target company

Restaurant chez quan

148 Avenue Pierre Mendes France, 13008 Marseille

<http://www.chezquan.fr>

This restaurant offers Chinese and Vietnamese food. The roof top will provide accommodation for additional clients and consequently more revenues in a pleasant cadre.

Legal Identity of the company

Corporate name	SARL DAT ANH
Restaurants sign	CHEZ QUAN
Address	Av. Pierre Mendes France 13008
Date of incorporation	01/06/2016
Number of employees	7 plus the Manager

The DAT-ANH restaurant has not yet created a franchise and as such does not have any branch, the turnover for 2018 was 942 294 Euros. The net profits after tax was 103 401 Euros which is 3.77% more than the previous year.

DAT-ANH has not been the subject of any legal proceedings.

Balance sheet Summary in Euros (€)

	2018	2017
Fixed Assets Net	338 647	321 559
-Intangible assets net	270 000	000
Tangible assets net	453	35 3 65
-Investments	16 194	16 194
(Depreciations)	16 726	9 614
Current assets net	141 670	153 734
-Inventory	1 983	2 732
-Prepaid	0	0
-Debtors net	8 518	50 998

-Cash and bank	131 169	100 004
Provisions	0	0
Total Assets	480 316	475,293
Equity and Liabilities		
Share Capital	213 944	109 643
Others	0	0
Provisions	0	0
Creditors	267 272	365 648
- Financial	188 429	235 772
Advance and pre-payment	0	0
- Accounts payable	21 366	25 507
-Taxes and social charges	57 477	104 369
-Other payables	0	0
Total Equity and liabilities	480 316	475 292

Profit and loss account

Turnover	952 466	1 284 429
Sales Revenue	942 294	1 264 727
Of which export	0	0
Operating expenses	809 489	1 146 887
Operating Income	142 977	137 542
Financial income	0	0
Financial expenses	5 338	10 900

Financial results	-5 338	-10 900
Net operating income before:	137 639	126 642
Exceptional profits	0	0
Exceptional loss	3 477	1 339
Exceptional result	-3 477	-1 339
Net income	103 401	99 643

The improvements of the premises will enable us to cater for 350 persons. The following forecast on a five-year period takes into account the additional forecast profits. It encompasses revenues derived from parties as well as from the enhancement of the seats.

Evaluation of the target company: SARL DAT ANH

The experts have chosen several methods to assess the value of this venture. In order to prepare this executive summary, we have lessened it to two methods and have come up with the following evaluation which is as follows:

Accrual basis based on the net assets revalued

Calculation of goodwill obtained indirectly from the profitability and directly the methods laid down by the European Accounting Boards and those laid down by the Anglo Saxons.

The evaluation determined hereunder is based upon the latest financial statements available to us and compiled with the authorities. It is based on a theoretical calculation using established methods.

The accounting periods were compiled respectively for the year 1918 and 1917

This evaluation is based on the normal rate of interest in force during the evaluation period plus a premium of 50% to cover any risk. This premium is an estimate.

Accrual method: Net Assets revalued

	1918	1917
Revaluation	215 814 Euros	112 825 Euros

Note : This revaluation takes into account the coefficient of monetary erosion as compiled with the fiscal authorities.

It is to be noted that there is a positive revaluation in 2018 based on a recoverable asset of 480 316 Euros which is higher than the debts of the company DAT- ANH by the amount of 267 272 Euros.

Based solely on the sales value independently from the components of the company DAT-

ANH, this transaction appears to be beneficial.

The advantage of this method is that we obtain a value rapidly based on certified numbers.

However, while calculating the revaluation of the components, it seems that the participants would not think in terms of liquidation of the company. In this specific case, only the accrual method takes into account the specific values having a quotation and is as such an inconclusive method as it does not take into account the intangibles, the human factor as well as the growth potential of the company.

These factors pertain to the determination of the goodwill.

The methods used for of determining the Goodwill

Goodwill is also known as being the mega profit of the company. It is calculated on the difference between the amount of profits generated on a yearly basis and the discounted capitalized profits derived from the Accrual method. Goodwill is thus complementary to the accrual method and the value varies in accordance with the method used.

The indirect methodology

This method underlies the net asset of a company and enables us to ascertain the portion owned by the owners from the portion derived from the enterprise. It is thus deducted by the amortization of the business compared to the state obligations majored by 50% of the net asset.

As for the DAT-ANH company, the indirect method underlines the following:

	2018	2017
Valuation	1 028 226 Euros	916 575 Euros

The valuation takes into account monetary erosion as defined by the Tax regulations authorities.

As for DAT-ANH, the indirect method gives us a hefty amount of 812 412 Euros for the goodwill during the year 2018. By calculating the yearend financial statement, it is obtained the amount of 137 639 Euros. After taking into account the rule of coefficient, it is established a margin error of 0.5 for the year 2016, and a margin error of 0.75 for the year 2017 and finally a margin error of 1 for the year 2018. It is henceforth calculated a margin error of 980 375 Euros for the said years.

The direct method. This method is commonly used in Europe. The direct methodology is calculated over a time period of ten years and gives us an accurate goodwill.

CONCLUSION

Method	2018	2017	Evaluation accepted
Accrual	215 814	112 825	215 814
Indirect	1 028 226	916 575	980 375

EU Expt	881 878	784 663	840 215
Anglo- Saxons	1 501 211	1 409 364	1 461 848
Mean	906 782	Euros	805 857 Euros

By excluding the accrual method as it is inappropriate in view of the type business involved

We reach the following valuation for DAT ANH

	2018	2017
Mean valuation	1 137 105	1 036 867

This value should be adjusted by a coefficient adaptable to this type of business and also take into account the additional covers on top of the additional activities. These methods of valuation are currently being used by the fiscal entity. Anyone interested in investing in this specific type of venture can assess the viability of their choice by using these methodologies. In fact, it enables the onlooker to assert the correct amount to be disbursed in such investment. The price agreed to by the parties is 1 170 000 Euros and this is consistent with regard to the multi –criteria evaluation of the SARL DAT –ANH

FORECAST BALANCE SHEET OVER A FIVE-YEAR PERIOD IN EUROS

	Year 1	Year 2	Year 3	Year 4	Year 5
PROJECTED TURNOVER	1 006 588	1 740 937	1 845 843	1 950 750	2 055 657
PROJECTED PROFIT	150 305	887 512	969 682	1 052 491	1 134 676
EXPENSES OVER 5 YEARS	634 570				
Average p.a.	126 914				

The restaurant CHEZ QUAN is already a profitable company. An upgraded version of this restaurant will most certainly contribute in generating an added value. The increase of space will enable the new owner to welcome more clients. It is a given fact that an increase in capacity together with the organization of parties will generate an additional income. Its current location is a true asset as people in the vicinity enjoy being near the ocean while enjoying a delectable meal. It is to be noted the superb quality of food already being served in this restaurant. Turning this place into a prestigious dining is easy with the help of an adequate funding. Locals enjoy a sea view while eating.

The forecast for the five years shown above take into account the repayment to investors

together with the interest due.

SWOT ANALYSIS

<p>STRENGTHS</p> <p>Location on elevated sea terrace</p> <p>Experienced local management</p> <p>Roof top with sea view</p> <p>Already serving quality and appreciated food</p> <p>Already operational and profitable</p> <p>Good access for patrons</p>	<p>WEAKNESSES</p> <p>Formation of employees</p> <p>Turnover of employees</p>
<p>OPPORTUNITY</p> <p>Take advantage of a profitable undercapitalized restaurant.</p> <p>The success of this kind of restaurant will bring investment , innovation and increasing its capacity.</p> <p>The increase of the turnover within two years of starting the business illustrates the existing demand.</p>	<p>THREATS</p> <p>Various types of Foods that is bound to attract more competition</p> <p>Prime location subject to fierce competition</p> <p>All problems associated with night parties and events</p>

ANNEX

CV of CEO Shareholders: Miss GENNA Aurelie owns 75% of the shares

:Miss BENOUSSAN Estelle owns 25% of the shares

Management: Managing director: Miss GENNA Aurelie

Name: GENNA

First name: Aurelie Nathalie

Reasons for starting this job

I handled several companies as a managing director. As such, it is adequate to pursue this task in this new business. I am indeed planning to work full time and not to suffice myself with a few shares.

Professional experience as a manager

Manager of the Brasserie l’Hermes located in Toulouse for a time frame of 5 years

My responsibilities included:

- Administrative management:

- Contacts with tax authorities and social administration
- Contacts with our business partners: Professional Accountant, bankers etc.

Personnel management

Recruitment,

Planning,

Termination of employment,

Coordination between kitchen staff and serving staff,

Management of the BRASSERIE

Customer reception,

Organization of events (private parties, baptism etc

Order and negotiation of prices with suppliers,

Management of inventory,

Management of cash and cashflow

Negotiation for the sale of brasserie at twice the purchasing price.

Manager of a SARL for the design and sales of children’s apparel. After the births of my two kids, I decided to create my own brand of clothing to be sold online.

This activity enabled me to highlight the following skills that I possess:

Creation and development of a new company, Designing,

Business sense and mastering of the emerging sales channels (online sales)

Training relevant to developing managerial skills

Basic training : BTS marketing (BAC +2)

This basic training in marketing has helped me in the various companies that I have managed.

Languages spoken English, Italian, Spanish and German

Mastery in 4 languages is a plus in my business where the clients have a tendency to internationalize.

Fiscal Regime: Corporation tax

Real simplified tax system

Area of activity : Holding companies 6429Z

Date commencement of activities November 2019 Tentative

CEO : Miss Aurelie GENNA- legal status of an employee, non-remunerated as she already receives a remuneration .

Capital raise and use of funds

The Minimum offering/Capital requirement and use of funds is as follows:

2,000,000 Euros for Gabon Paradise Hotel

1,250,000 Euros for Burger King

2,000,000 Euros for The Gen and Co

500,000 Euros for TAG Real Estate Fund

500,000 Euros for TAG Hedge Fund

250,000 Euros for marketing and costs to raise Maximum amount required.

Total: 6,500,000 Euros

The Maximum offering/Capital requirement and use of funds is as follows:

5,000,000 Euros for Gabon Paradise Hotel

1,250,000 Euros for Burger King

2,000,000 Euros for The Gen and Co

2,800,000 Euros for Cara

3,500,000 TAG Real Estate Fund

5,500,000 TAG Hedge Fund

5,000,000 Euros for Ramada (ABNL)

1,950,000 Euros for Bastide




1,000,000 Euros for marketing, fund raising, legal and others

Total: 28,000,000 Euros

Board Members

Our global leaders and visionaries form the TWIM1 Board of Directors. They provide direction and guidance to the organization. TWIM1 's experienced and globally-distributed senior management team has benefited from the superior leadership team of active board members.

 <p>Amal Sharma Director, Chief Executive Officer</p>	<p>A creator of businesses with more than 30 years’ experience in banking, finance and corporate funding.</p> <p>Educated at University Paris IX Dauphine in France. Writer with more than 5 books published. Bilingual (French and English)</p>
 <p>Tapan Das Chief Technology Officer</p>	<p>Senior-level Fin-tech professional with 26 years’ experience and proven track record of applying appropriate practical mix of technologies blended with subject matter expertise in Finance.</p> <p>An engineer in computer science, an MBA in marketing and an MBA in Financial Markets and a certified Design Thinking professional from MIT.</p> <p>Follows a process driven design thinking methodology with management and leadership initiatives that helps meet business needs while minimizing risks</p>
 <p>PIERRE BOULANGER Head of TWEX France</p>	<p>15 years of experience in wealth management .Extensive legal and tax knowledge He has decided to put all his knowledge and experiences in the exploitation of MND in the service of those who need a boost to realize their dream</p>

 <p>Chris Paget UK COO</p>	<p>An entrepreneurial business leader with over twenty years' experience in senior roles covering various business sectors. A specialist in business planning and project funding with a particular interest in sustainable development and IT.</p>
 <p>Gerard Van De Par Head of TWEX Holland</p>	<p>Gerard Van De Par has a good background in the Fintech industry with an IT background but no direct, discernable STOS experience. Gerard van De Par is a seasoned manager and strategy consultant in the financial sector and beyond. He is an influencer and speaker in topics for innovative entrepreneurship. At the moment Gerard is involved as advisor in several Fintech companies.</p> <p>Gerard holds a master's degree in technology complemented with many business and ICT curricula, amongst which is Banking Strategy. His areas of expertise are Technology, Marketing, Innovation and organization. Gerard is an active member of different Fintech organizations in Europe</p>
 <p>Mehmet Tanju Dirlik Head of TWEX Turkey</p>	<p>Forty years experienced in international project finance and international trade, documentary credits, alternative finance for local and international projects in energy, industry, transport, tourism, agriculture, banking, real estate developments.</p>



P.B. Stanton ESQ.

Crypto currency Lawyer
and Head of US Legal
Department

Highly experienced in Securities & Banking Law. Former US Marine JAG Officer. Expert in complex legal issues of regulatory compliance, valuation & management protocols & controls among other considerations.

Companies Listed

No matter if it's a great idea or a magnificent team of founders, we become invested with each of the businesses we work with right from the very start. Check out some of the great companies we've partnered with. Whether they manage a successful exit or pivot their ideas and goals, we're proud of each team we've worked with.

Please consult our everchanging portfolio of online (www.twex.eu and www.twex.ch) for more information and to keep updated with the offering. This is a non-exhaustive list that may change with new ventures added. Please consult our site for more information (www.twex.exchange www.twex.info www.twex.eu)

Termination

Termination Event

Notwithstanding anything to the contrary contained herein, the Issuer shall be entitled to terminate the offering if any of the following events occur:

The offering is held illegal or irregular under the applicable laws of any jurisdiction, is prohibited, banned or forced to cease by any government in any jurisdiction; and

The development of Issuer discontinues prior to the Launch as a result of any Force Majeure event and cannot be resumed within three (3) months.

For any cause the Issuer elects to terminate the offering prior to the close of the Payment Window by making an announcement on the Website;

The development of the Issuer is required by any applicable law to terminate

The Issuer shall have the full discretion to declare termination of the offering upon the occurrence of any of the above events while the Investors shall not be entitled to object to or deny the decision made by the Issuer.

AML Policy

It is the policy of the firm to prohibit and actively prevent money laundering and any activity that facilitates money laundering or the funding of terrorist or criminal activities by complying with all applicable requirements under the Bank Secrecy Act (BSA) and its implementing regulations.

Money laundering is generally defined as engaging in acts designed to conceal or disguise the true origins of criminally derived proceeds so that the proceeds appear to have derived from legitimate origins or constitute legitimate assets. Generally, money laundering occurs in three stages. Cash first enters the financial system at the "placement" stage, where the cash generated from criminal activities is converted into monetary instruments, such as money orders or traveler's checks, or deposited into accounts at financial institutions. At the "layering" stage, the funds are transferred or moved into other accounts or other financial institutions to further separate the money from its criminal origin. At the "integration" stage, the funds are reintroduced into the economy and used to purchase legitimate assets or to fund other criminal activities or legitimate businesses.

Terrorist financing may not involve the proceeds of criminal conduct, but rather an attempt to conceal either the origin of the funds or their intended use, which could be for criminal purposes. Legitimate sources of funds are a key difference between terrorist financiers and traditional criminal organizations. In addition to charitable donations, legitimate sources include foreign government sponsors, business ownership, and personal employment. Although the motivation differs between traditional money

launderers and terrorist financiers, the actual methods used to fund terrorist operations can be the same as or similar to methods used by other criminals to launder funds.

Funding for terrorist attacks does not always require large sums of money and the associated transactions may not be complex.

Our AML policies, procedures, and internal controls are designed to ensure compliance with all applicable BSA regulations and FCA rules and will be reviewed and updated on a regular basis to ensure appropriate policies, procedures, and internal controls are in place to account for both changes in regulations and changes in our business.

Forward-Looking Statements

This document contains forward-looking statements. In addition, from time to time, we or our representatives may make forward-looking statements orally or in writing. We base these forward-looking statements on our expectations and projections about future events, which we derive from the information currently available to us. Such forward-looking statements relate to past actions, actual and future events as disclosed by clients benefitting from funding and on whose behalf fund raising and or communication is being made and or carried out. We are not offering any types of investment advice. We are solely communicating about potential transactions as offered by our clients.

You can identify forward-looking statements by those that are not historical in nature, particularly those that use terminology such as “may,” “should,” “expects,” “anticipates,” “contemplates,” “estimates,” “believes,” “plans,” “projected,” “predicts,” “potential,” or “hopes” or the negative of these or similar terms. In evaluating these forward-looking statements, you should consider various factors, including: our ability to keep pace with new technology and changing market needs; and the competitive environment of our business and of our clients’ businesses. Forward-looking statements are only predictions. The forward-looking events discussed in this document and other statements made from time to time by us or our representatives, may not occur, and actual events and results may differ materially and are subject to risks, uncertainties and assumptions about us. We are not obligated to publicly update or revise any forward-looking statement, whether as a result of uncertainties and assumptions, the forward-looking events discussed in this document and other statements made from time to time by us or our representatives might not occur.

MEMORANDUM OF TERMS

This Memorandum of Terms summarizes the principal proposed terms of the Series A Preferred Stock to be issued in connection with a private placement by TWIM1 Ltd a London, UK corporation (the “Company”). Except with respect to provisions entitled “Confidentiality,” “Exclusive Negotiations” and “Expenses” this Memorandum of Terms represents only the current thinking of the parties with respect to certain of the major issues relating to the proposed private placement and does not constitute a legally binding agreement among the parties.

Offering

Security: Up to 2,800,000 shares of Series A Preferred Stock (the “Preferred”)

Valuation of the Company: 7,500,000 €

Price Per Share: 10 €

Aggregate Offering Price: Up to 28,000,000 €

Capitalization: The pre-financing capitalization and the pro forma capitalization of the Company following the proposed private placement are summarized.

Anticipated Closing Date: Initial closing on or before December 31, 2020; one or more additional closings within 60 days thereafter.

Consideration: Cash

Terms of the Preferred

Dividend Provisions:

- (1) Dividend rate: Variable – estimated at 12 %
- (2) Cumulation: noncumulative
- (3) Priority: pari passu with other series and senior to common.

(4) Participation: after preferred preferential dividends, preferred does not participate in further dividends once capital is repaid in full. One percent of sales augmentation post and prior funding is also paid.

Liquidation Preference:

(1) Amount: original purchase price plus accrued dividends

(2) Priority: pari passu with other preferred series and senior to common

(3) Participation: after preferred preferential liquidation proceeds, preferred does not participate in further liquidation proceeds

(4) A sale of all or substantially all of the assets of the Company or a merger or consolidation of the Company with or into any other company will be treated as a liquidation, dissolution or winding up of the Company.

Redemption: The outstanding shares of Preferred shall not be redeemable.

Conversion: Each holder of Preferred shares will be converted to preferred shares with similar terms and conditions issued by each company listed in the prospectus and recipient of funding. The conversion rate shall be 1:1 in each company benefitting from the investment on a prorated basis.

Automatic Conversion: Each share of Preferred shall automatically convert into preferred shares of companies benefitting from the funding, upon the earlier to occur of (i) the closing of the minimum offering for a total amount of 6,500,000 Euros, or (ii) the affirmative consent of the holders of at least 50% of the Preferred shareholders to wait for the full offering of 28,000,000 € to be filled before conversion.

Voting Rights: The holder of each share of Preferred shall have no voting rights even after conversion of the Preferred.

Protective Provisions: Consent of holders of 50% of the Preferred, voting as a class, shall be required for any action which (i) materially alters or changes the rights, preferences or privileges of the Preferred as a class it being understood that creation of a new series of Preferred Stock that is not senior to the Preferred in rights of liquidation, dividends or

redemption shall not be deemed adverse to the Preferred, (ii) increases the authorized number of shares of preferred stock, (iii) creates any new class or series of shares having rights, preferences or privileges senior to or on a parity with the Preferred, (iv) approves any merger, sale of assets or other corporate reorganization or acquisition, (v) approves the purchase, redemption or other acquisition of any common of the Company, other than repurchases pursuant to stock restriction agreements approved by the Board of Directors that grant to the Company a right of repurchase upon termination of the service or employment of a consultant, director or employee, (vi) authorizes the payment of a cash dividend to any holders of any class or series of capital stock, (vii) results in the transfer of material assets of the Company to any person other than a wholly-owned subsidiary of the Company, or (viii) approves the liquidation or dissolution of the Company.

Information Rights: So long as a holder of Preferred and or Common stocks holds at least 250,000 shares of capital stock of the Company, (i) the Company shall deliver to such holder audited annual financial statements within 120 days following year-end and unaudited quarterly financial statement within 45 days following quarter-end; (ii) the Company will furnish such holder with annual business plans showing monthly projected financials, plus monthly updates; and (iii) such holder shall be entitled to inspection. These rights shall terminate upon the initial public offering of the Common.

Registration Rights: The investors shall have the following registration rights:

(1) Demand Rights: Holders of at least 50% of the Preferred and common issued upon conversion of the Preferred (collectively, the “Registrable Securities”) shall be entitled to demand that the Company effect up to two (2) registrations of at least [100]% of the Registrable Securities (or such lesser number of shares as shall have an aggregate price to the public of at least []28 000 000 Euros at any time following the earlier of (i) three (3) years following the Closing Date, or (ii) six (6) months following the effective date of the Company’s initial public offering. The Company shall have the right to delay such registration under certain circumstances for up to two (2) periods not in excess of ninety (90) days each in any twelve (12) month period.

(2) Company Registration: The holders of Registrable Securities shall be entitled to “piggyback” registration rights on any registered offering proposed to be effected by the Company on its own behalf or on behalf of selling shareholders (other than an offering related solely to employee benefit plans or a Rule 145 transaction). In an underwritten offering, however, the managing underwriters shall have the right, in the event of marketing limitations, to limit the

number of shares included in the offering on behalf of holders of registrable securities. In the event of such marketing limitations, each holder of Registrable Securities shall have the right to include shares on a pro rata basis as among all such holders and to include shares in preference to any other holders of Common. No person shall be granted piggyback registration rights on parity with or superior to those of the investors without the consent of holders of at least 50% of the Registrable Securities.

(3) S-3 Rights: Holders of Registrable Securities shall be entitled to an unlimited number of demand registrations on Form S-3 (if available to the Company) so long as such registered offerings are each for common having an aggregate offering price of not less than [€100,000 Euros]; provided, however, that the Company shall not be required to file more than [two (2)] such Form S-3 registration statements in any twelve (12) month period. The Company may defer an S-3 filing for up to 90 days once during any 12-month period.

(4) Expenses: [The Company shall bear the registration expenses (exclusive of underwriting discounts and commissions) of all demands, piggybacks and S-3 registrations, provided that the Company shall not be required to pay the fees of more than one counsel to all holders of Registrable Securities.] [The Company shall bear the registration expenses (exclusive of underwriting discounts and commissions) of all demand and piggyback registrations. The Investors shall bear the expenses, pro-rata, of all S-3 registrations. The Company shall not be required to pay the fees of more than one counsel to all holders of Registrable Securities.]

(5) Transfer of Rights: Registration rights may be transferred by a holder of Registrable Securities to current and former partners and members, and affiliates of that holder and to other persons acquiring at least Ten Million shares of the Company's outstanding capital stock, provided the Company is given written notice thereof.

(6) Standoff Provision: Holders of Registrable Securities shall agree not to sell any of the Company's capital stock within one hundred eighty (180) days following the initial public offering by the Company, provided that all officers and directors (and related funds) of the Company are similarly bound [and that the Company uses all reasonable efforts to obtain a similar covenant from all holders of at least 1% of the Company's outstanding securities]

(7) Other Provisions: Such other provisions shall be contained in the Investor Rights Agreement with respect to registration rights as are customary, including cross-indemnification, underwriting arrangements and the period of time in which the Registration Statement shall be kept effective (which period shall be no less than [120] days or such shorter period during

which the distribution described in the registration statement shall have been completed). Registrable Securities shall not include shares held by any holder of less than 1% of the outstanding common stock of the Company if such shares are available for sale pursuant to Rule 144 (except to the extent the standoff provision limits the holder's rights to sell following the offering).

Other Matters

Vesting of Employee Shares: Subject to the discretion of the Board of Directors, shares issued to employees, directors and consultants pursuant to the Company's employee stock option plan shall be subject to four-year vesting, with 25% of the shares vested upon the first anniversary of the commencement of service and the remaining shares subject to monthly vesting thereafter. If the Board allows an option holder to exercise an option prior to full vesting, the unvested shares shall be subject to a repurchase option in favor of the Company which shall provide that upon termination of employment with or without cause, the Company may repurchase, at cost, any unvested shares held by such shareholder.

Board Representation: The holders of the Preferred shall be entitled to [0] representative(s) on the Board of Directors. The Company and its principal shareholders will enter into a voting agreement to elect to the Board of Directors such representatives of the Preferred plus [] representatives of holders of common stock and [] additional mutually agreed independent industry persons. The representatives of the Preferred shall be entitled to customary indemnification from the Company and reimbursement of reasonable costs of attendance at meetings of the Board. The reason for zero representation being the automatic conversion of all issued Preferred shares into preferred shares of the companies benefitting from the funds as described in the Prospectus.

Right to Maintain Proportionate Ownership: Each holder of common shares shall have a right of participation to purchase a share of any offering of new securities of the Company (other than securities issued to employees, directors or consultants or pursuant to acquisitions, equipment lease or secured debt financings, and other customary exceptions) equal to the proportion which the number of shares of the convertible Preferred or common held by such holder (on an as-converted basis) bears to the Company's fully-diluted capitalization (on an as-converted and as-exercised basis). Such right shall terminate immediately prior to closing of a Qualified Public Offering.

Co-Sale Agreement: The investors in the Preferred will have the right to participate on a pro rata basis (as among holders of Preferred) in any proposed transfers of shares by specified

members of management, other than transfers to affiliated persons and entities or gifts to members of the immediate family or family trusts, provided that the recipient agrees to be bound by the co-sale agreement with respect to subsequent transfers. This right will terminate on a Qualified Public Offering.

Right of First Refusal on Sales by Management: Key members of management shall enter into an agreement with the Company and the holders of the Preferred pursuant to which the Company (first) and holders of the Convertible Preferred (second) shall have a right of first refusal, with respect to any proposed transfer of capital stock of the Company by any such shareholder, to purchase the offered stock at the offered price (on a pro rata basis among the holders of the Preferred (if the Company does not elect to purchase all of the offered stock).

[Drag-Along Right: So long as the Investors own shares of Preferred Stock representing at least 25% of the Company's common stock on a fully-diluted basis, the Investors shall have drag-along rights with respect to securities of any of the key members of management in the event of a proposed sale of the Company to a third party (whether structured as a merger, reorganization, asset sale or otherwise). Such right will terminate at and upon a Qualified Public Offering.]

[Company Right of First Refusal on Investor Sales: The Company shall have a right of first refusal to acquire all securities proposed to be transferred or sold by an investor, subject to customary exclusions.]

Stock Restriction Agreements: Key members of management shall enter into agreements pursuant to which the Company will have an option to repurchase at cost the shares of common stock held by such person in the event that such shareholder's employment with, or consulting to, the Company is terminated prior to the expiration of four years from the date of purchase of the Preferred or the date of first employment or consulting, whichever date is later. Assuming the shareholder's continuous status as an employee or consultant does not terminate, the shares subject to the Company's repurchase option shall vest and be released from the repurchase option in accordance with the following schedule: (i) 25% of the shares shall vest on the anniversary of the closing of the sale of the Preferred, and (ii) 1/48th of the shares shall vest on the first day of each month, beginning on the first month following the anniversary of the closing of the sale of the Preferred.

Proprietary Information Agreements: Prior to closing, the Company will enter into Proprietary Information Agreements with all employees. The Proprietary Information Agreements will

contain provisions satisfactory to the Investor with respect to confidentiality, corporate ownership of inventions and innovations during employment, and noncompetition and nonsolicitation of employees and customers' covenants during and after employment.

Purchase Agreement: The investment shall be made pursuant to a Preferred Stock Purchase Agreement which shall contain, among other things, appropriate representations and warranties of the Company, covenants of the Company reflecting the provisions set forth herein, and appropriate conditions of closing, including an opinion of counsel for the Company. The Purchase Agreement shall provide that it may only be amended with the approval of the Company and holders of more than 50% of the Preferred (and common issued upon conversion of the Preferred).

Key Man Life Insurance: The Company shall have obtained and maintain a key man life insurance policy on each of the Directors in the amount of [€2,000,000], with proceeds payable to the Company.]

Exclusive Negotiations: From the date of this memorandum of terms until the earlier of (1) December 31, 2020 or (2) mutual termination of our negotiations, neither the Company nor any of its directors, officers, employees or representatives will solicit or participate in negotiations or discussions with any person or entity other than TAG Bankers Ltd with respect to any investment in, or acquisition of the Company.]

Finders: The Company and the investors each shall indemnify the other for any finder's fees for which they are respectively responsible.

Affiliated Parties: For purposes of determining rights pursuant to share thresholds, an investor shall be entitled to aggregate all shares held by affiliated funds and constituent partners and members.

Legal Fees and Expenses: Upon closing, the Company shall pay the reasonable fees and expenses of a single counsel to the investors up to a maximum of 1,000 €. Such fees will be payable at closing by wire transfer or payable upon demand if the Company elects not to proceed with this transaction.

Confidentiality: The existence and terms of this term sheet and the fact that negotiations may be ongoing with the Investors are strictly confidential and shall not be disclosed to any third party without the consent of the Company and the lead Investor, except that the Company and

the Investors may disclose the terms and conditions described in this term sheet including its existence to their respective officers, directors, employees, attorneys and other advisers, provided that such persons agree to the confidentiality restrictions contained herein.

Conditions Precedent: The investment contemplated under the proposed terms would be subject to customary closing conditions, including but not limited to, the following conditions:

(1) The business, assets, financial condition, operations, results of operations and prospect of the Company are substantially as have been represented to the investors and no change shall have occurred which, in our sole judgment, is or may be materially adverse to the Company.

(2) Successful completion of any and all due diligence which the investors believe appropriate.

(3) Negotiation and execution of a definitive agreement setting forth representations and warranties of the Company and shareholders, covenants and other provisions customary in transactions of this nature.

Contact Information

Address: 71-75 Shelton Street Covent Garden, London, WC2H 9JQ, United Kingdom

Website: www.twex.ch

Phone: +44 2030514822