

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

TWIM1 LTD

PROSPECTUS

relating to the proposed issue of up to
2,800,000 TWIM1 Preferred Shares Convertible Class A Class A at € 10 each

CUSIP NUMBER: 87310M 202
ISIN NUMBER: US87310M2026
ISSUE DESCRIPTION: PFD CONV CL A ACCD INV
RATE: Variable
MATURITY: 31 December 2026
DATED DATE: July 2020
ISO CFI: EFNRRAR
FISN: TWIM1 LTD/RED PFD SH CL A
ISSUER: TWIM1 LTD

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN ANY DOUBT IN RELATION TO THE CONTENTS OF THIS DOCUMENT OR WHAT TO DO IN RELATION TO THE CONTENTS, YOU SHOULD CONSULT WITH AN APPROPRIATELY QUALIFIED INDEPENDENT PROFESSIONAL, SUCH AS AN INDEPENDENT FINANCIAL ADVISER (IFA), ACCOUNTANT, SOLICITOR OR STOCKBROKER WHO IS APPROPRIATELY AUTHORISED AND REGULATED.

Important information

The content of this document, and any promotion it contains or refers to, has not been approved by an authorized person within the meaning of the Financial Services and Markets Act 2000. Reliance on this promotion for the purpose of engaging in any investment activity may expose an individual to a significant risk of losing all of the property or other assets invested.

Investors should not invest in the TWIM1 Preferred Shares Convertible Class A unless they are prepared to sustain the risk of a total loss of the money invested plus any issue and other transaction charges.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

Each of the directors of the Issuer and the Issuer are responsible for the information contained in this document, and to the best of their knowledge and belief, having taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts, and no material fact has been omitted. The directors of the Issuer have taken all reasonable care to ensure that every statement of fact or opinion included in the communication is true and not misleading given the form and context in which it appears.

Any person who is in any doubt about the investment to which this document relates should consult an authorized person specializing and advising on investments of the kind in question.

The directors of the Issuer have taken all reasonable care to ensure that any subscriber for TWIM1 Preferred Shares Convertible Class A (or their professional advisers) have access and can have access at all reasonable times to all information that they would reasonably require and reasonably expect to find for the purpose of making an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of the Issuer, and of the rights attaching to the TWIM1 Preferred Shares Convertible Class A, which are contained in this document, any accompanying subscription form or offer letter, and which are available from the directors. Any person considering subscribing for the TWIM1 Preferred Shares Convertible Class A should regard any such subscription as made primarily to assist the furtherance of the Issuer's objectives.

The communication to which this investment relates is exempt from the general restriction in Section 21 of the Financial Services and Markets Act 2000 ("FSMA") on making financial promotions where the promoter is not an authorized and regulated person for the purposes of the FSMA on the grounds that it will only be made to restricted categories of investors within the meaning of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (the "FPO"), namely:

- a) to persons falling within the definition of investment professional contained in article 19 of the FPO ("Investment professionals"), namely authorized persons; persons who are exempt in relation to the promotion of investments of this nature; persons whose ordinary activities involve them investing in unregulated schemes; governments; local authorities or international organizations; or a director, officer or employee acting for any of the entities listed in this paragraph (a) in relation to engaging in investment activity (provided that the communication is made to the director, officer or employee in this capacity and when acting in this capacity they are involved in the entities' participation in non-readily realizable securities);
- b) to persons falling within article 49 of the FPO ("High net worth companies, unincorporated associations etc."), namely bodies corporate with called up share capital or net assets of not

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

less than £5 million (except where the body corporate has more than 20 members in which case the share capital or net assets should be not less than £500,000); unincorporated associations or partnerships with net assets of not less than £5 million; trustees of high value trusts; or a director, officer or employee acting for any of the entities listed in this paragraph (c) in relation to engaging in investment activity (provided that the communication is made to the director, officer or employee in this capacity and when acting in this capacity they are involved in the entities' participation in non-readily realizable securities);

- c) to persons who fall within article 48 of the FPO ("certified high net worth individual"), namely a person who has signed, within the period of 12 months ending on the date on which this communication is made, a statement in the terms specified in Part 1 of schedule 5 of the FPO; d) to persons who fall within article 50 of the FPO ("certified sophisticated investor"), namely a person who (1) has a written certificate within the last 36 months by a firm confirming he has been assessed by the firm as sufficiently knowledgeable to understand the risks associated with engaging in activity relating to non-readily realizable securities and (2) who has signed within the period of 12 months ending on the date on which this communication is made, a statement in the terms specified in article 50 of the FPO;
- e) to persons who fall within article 50A of the FPO ("self-certified sophisticated investor"), namely a person who has signed, within the period of 12 months ending on the date on which this communication is made, a statement in the terms specified Part 2 of Schedule 5 of the FPO; and
- f) to any other person to whom the production may otherwise lawfully be made in accordance with the FPO or otherwise.

If you have not received this document directly from the Issuer, or via an Authorized Person, your receipt is unauthorized. Please either return this document to the Issuer (at its registered address shown on page 15) or destroy this document immediately if this is the case.

This document does not constitute an offer to sell or an invitation to subscribe for, or solicitation of an offer to subscribe for or buy, securities to any person in any jurisdiction to whom it is unlawful to make such offer, invitation or solicitation. In particular, this document must not be taken, transmitted, distributed or sent, directly or indirectly, in, or into, the United States of America, Canada, Australia, South Africa or Japan or transmitted, distributed or sent to, or by, any national, resident or citizen of such countries. Accordingly, the TWIM1 Preferred Shares Convertible Class A may not, subject to certain exceptions, be offered or sold, directly or indirectly, in, or into, the United States of America, Canada, Australia, South Africa or Japan or in any other country, territory or possession where to do

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

so may contravene local securities laws or regulations. The Preferred Shares Convertible Class A have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) or under the securities legislation of any state of the United States of America, Canada, Australia, South Africa or Japan and they may not be offered or sold, directly or indirectly, within the aforementioned jurisdictions or to or for the account or benefit of any national, citizen or resident of the aforementioned jurisdictions or to any US person (within the definition of Regulation S made under the United States Securities Act 1933 as amended). The distribution of this document outside the UK may be restricted by law. No action has been taken by the Issuer that would permit a public offer of securities in any jurisdiction outside the UK or possession of this document where action for that purpose is required. Persons outside the UK who come into possession of this document should inform themselves about the distribution of this document in their particular jurisdiction. Failure to comply with those restrictions may constitute a violation of the securities laws of such jurisdiction.

Accredited Investors in the United States of America are on the approved list of investors qualified to invest and to that effect relevant disclosures are filings have been made with the Securities Exchange Commission (www.sec.gov).

Investors should rely only on the information contained in this Prospectus. No person has been authorized to give any information or to make any representations other than those contained in this Prospectus in connection with the Issue and, if given or made, such information or representations must not be relied upon as having been authorized by or on behalf of the Issuer.

Potential investors should not treat the contents of this Prospectus as advice relating to legal, taxation, investment or any other matters. Potential investors should inform themselves as to (i) the legal requirements for the holding, transfer or other disposal of the Preferred Shares, (ii) any restrictions applicable to the holding, transfer or other disposal of the Preferred Shares Convertible Class A which they might encounter and (iii) the income and other tax consequences which may apply as a result of the holding, transfer or other disposal of the Preferred Shares. Potential investors must rely upon their own advisers as to legal, tax, investment or any other related matters concerning the Issuer and an investment in the Preferred Shares. Statements made in this Prospectus are based on the law and practice currently in force and are subject to changes therein.

TWIM1 Prospectus for Initial Preferred Shares Convertible

Class A Offering

The Preferred Shares Convertible Class A issued by the Issuer are designed to be held over the medium to long term and may not be suitable as short-term investments. A subscription for the Preferred Shares Convertible Class A should constitute part of a diversified investment portfolio and is only suitable for investors capable of evaluating the risks (including the potential risk of capital loss) and merits of such subscription and who have sufficient resources to bear any loss, which may result from such investment.

Forward-looking statements

The statements, including any forward-looking statements, contained in this Prospectus are made at the date of this Prospectus, unless some other time is specified in relation to them, and distribution of this Prospectus shall not give rise to any implication that there has been no change in the facts set out in this Prospectus since such date. This Prospectus includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "expects", "intends", "anticipates", "aims", "estimates", "may", "will", "would", "could" or "should" or other variations or comparable terminology or, in each case, their negative. They include statements regarding the intentions, beliefs or current expectations of the Issuer concerning, amongst other things, the investment performance, prospects and dividend policy of the Issuer and the markets in which it invests and the issuing of securities by the Issuer. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future and, accordingly, forward-looking statements may, and often do, differ materially from actual results. Investors should not place undue reliance on such forward-looking statements, and the Issuer does not undertake any obligation to update publicly or revise any forward-looking statements, save as required by any applicable law or regulation.

Euro references

All references to "€", "Euro" "cents" are to the Euros.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

TWIM 1 Offering Registered with the US SEC

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION

COMPANY: **TWIM1 LTD**

NUMBER OF DOCUMENTS: 1

ACCEPTED DATE: 11-Jun-2020 13:24

TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001813890-20-000001

FILE NUMBER(S): 1. 021-368746

REGISTRANT(S):

1. CIK: 0001813890

COMPANY: Twim1 LTD

FILE NUMBER(S): 1. 021-368746

STATE FILINGS: If you want to submit this filing to one or more U.S. states or territories, please visit the Electronic Filing Depository at: <https://efdnasaa.org>.

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Summary

The following overview provides a summary of certain provisions of the terms and conditions of the Preferred Shares Convertible Class A and the Offer.

TWIM1 Prospectus for Initial Preferred Shares Convertible

Class A Offering

Introduction

This summary should be read as an introduction to this Prospectus. Any decision to subscribe for Preferred Shares Convertible Class A should be based on consideration of the Prospectus as a whole by the investor.

A. The Issuer

1. Issuer

TWIM1 Ltd incorporated and registered in England and Wales on 31st January 2020 with company number 12435631.

2. Dependency

The Issuer is not dependent upon other entities.

3. Issuer's principal activities

Issuer is helping startups and others to raise funds and providing services to reach their full potential.

4. Owner/controller

The Issuer is wholly owned and controlled by a number of shareholders. A list of said shareholders is enclosed herein.

5. Overview of the program

TWIM1 Limited is a UK Based company that was incorporated to raise funding for a group of selected clients and deals.

The Issuer is offering to the investors TWIM1 Preferred Shares Convertible Class A which are remitted to investors solely at the time of the Initial Preferred Shares Convertible Class A Offering (hereinafter referred to as IPSO). Each Preferred Share holder thereof is entitled to:

- 1) a number of Preferred Shares Convertible Class A issued by each company that benefitted from the initial investment calculated on the investment made in each company divided by the par value of the preferred share at time of investment,
- 2) an equivalent number of capital repayment instruments issued by each company that benefitted from the initial investment as defined in 1) hereinabove,
- 3) an equivalent number of profit participation instruments issued by each company that benefitted from the initial investment as defined in 1) hereinabove
- 4) 10 % of net profits generated by TWIM1 Ltd.

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

There will be a maximum of 2,800,000 TWIM1 Convertible Preferred Shares Convertible Class A Class A issued at a par value of 10 Euros each.

6. Underlying assets

Each company that will benefit from the funding has issued a certain number of Preferred Shares Convertible Class A that give holder a first lien and priority on all of their assets in case of non-payment of debts and or winding up of the company.

7. Flow of funds

All companies benefitting from the investment pay 1 % of their gross sales to the TWIM1 Preferred Shares Convertible Class A Class A Owners.

B. The Preferred Shares Convertible Class A

1. The Preferred Shares Convertible Class A

The Preferred Shares Convertible Class A offered are in minimum denominations of 10 Euros (the “Preferred Shares”). Up to 2,800,000 Preferred Shares Convertible Class A Class A only.

The Preferred Shares Convertible Class A Class A are offered for subscription to Investors only during the Offer Period.

The Preferred Shares Convertible Class A Class A are issued from www.twex.ch website only. Title to the Preferred Shares Convertible Class A Class A is represented by credit made in favor of holder in their accounts opened with us. A paper copy of said ownership can also be given at owner’s exclusive request.

The Preferred Shares Convertible Class A Class A do not grant any rights on TWIM1’s assets.

The Preferred Shares Convertible Class A Class A will automatically be annulled as soon as the maximum investment required is reached.

Prior to its annulment, all issued and paid for Preferred Shares Convertible Class A Class A will be converted into Preferred Shares Convertible Class A issued by each company that benefitted from the initial investment. Said Preferred Shares Convertible Class A come with a series of capital repayment engagements and a bunch of profit participation contracts issued by each company that benefitted from the initial investment. The Preferred Shares Convertible Class A also give their owners’ rights to one percent (1 %) of the total sales augmentation post and prior funding or as stipulated by each individual company.

2. Currency

Euros (€)

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

3. Restrictions on transferability

The Preferred Shares Convertible Class A Class A are transferable. As the Preferred Shares Convertible Class A Class A will not be registered on a secondary market, the Preferred Shares Convertible Class A Class A may not be exchanged into liquid assets immediately. This constitutes a restriction on the transferability of the Preferred Shares Convertible Class A. This applies until such time that the total investment required is obtained. At such time, the Preferred Shares Convertible Class A will be totally converted into capital repayment and profit participation undertakings issued by each company benefitting from the funds and payable on specific dates and into Preferred Shares Convertible Class A giving rights to a *pari passu* rank on all assets of the company along with one percent of sales augmentation post and prior funding issued individually by each company benefitting from the funding on a pro-rated basis. The Preferred Shares Convertible Class A issued by TWIM1 will then cease to exist.

Shareholders that would like to transfer their Preferred Shares Convertible Class A to a third party are not required to request to do so to the Issuer.

The Issuer will confirm the transaction as long as the transfer is in line with the IPSO Conditions.

4. Rights attaching to the converted Preferred Shares Convertible Class A

Ranking

The Preferred Shares Convertible Class A issued by each company that benefitted from the initial investment will rank *pari passu* (i.e. equally) and without any preference between themselves. The payment obligations of the Issuer under the new Preferred Shares Convertible Class A shall, save for such exceptions as may be provided by applicable law, prevail.

Withholding tax

All payments of interest/profit share in respect of the Preferred Shares Convertible Class A(Class A and New) are made after deduction of withholding taxes of the United Kingdom required by law for TWIM1's Class A Preferred Shares Convertible Class A and by other national jurisdictions as applicable for each company that benefitted from the initial funding. No additional amounts will be paid to cover the amounts so deducted.

Events of Default

The Preferred Shares Convertible Class A (initial and converted) have the benefit of normal events of default.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

Notices

Notices will be sent to Preferred Shareholders at their email address on the Register and shall be deemed to have been given on the second weekday after the date of sending.

Governing Law

English Law .

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

5. Interest/Profit Share

In respect of each interest calculation period, Preferred Shares Convertible Class A will bear Floating interest rate represented by a percentage of profits before taxes of each company benefitting from the investment, 1% of gross sales of the company will be shared with the Preferred shareholders, payable in arrears on set dates.

6. Minimum denomination

10 Euros

7. Minimum subscription

1 Preferred Share

8. Accepted Currencies

EUROS, US DOLLARS, POUNDS STERLING, Etc...

This is a non exhaustive list. Please consult www.twex.ch, or www.ipso.us or www.88pso.com websites for more information the day the IPSO starts.

C. Risks

1. Key information on key risks specific to the Issuer The key risks to the Issuer are:

- **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;
- **Liquidity**
The TWIM1 Preferred Share is not a security issued by any individual, entity, central bank or national, supra-national or quasi-national organisation, nor does any hard assets or other credit back it. The circulation and trading of TWIM1 Preferred Shares Convertible Class A on the market are not what the Issuer is responsible for or pursues;
- **Lack of an Operating History**

As the TWIM1 company is a start-up there is no past base for an operative History.

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

1. Key information on key risks specific to the Preferred Shares

Convertible Class A

The key risks specific to the Preferred Shares Convertible Class

A are:

- Price volatility: Like illiquid assets in general, the value of a Preferred Share may be extremely volatile – vulnerable to dramatic changes.
- The Financial Services Compensation Scheme (the “FSCS”) does not apply to Investors.
- Investors’ capital is at risk. Investors may lose up to the entire value of their investment in the Preferred Shares Convertible Class A as a result of the occurrence of the insolvency (or bankruptcy, as applicable) of the Issuer and or of one or more of the companies that benefitted from the initial investment.

The Offer 1. Reasons for offer and use of proceeds

The net proceeds of the issue of the Preferred Shares Convertible Class A will be used by the Issuer to invest in the Companies for raising funds. This is in line with the investment objective to pay to Investors 1% of the sales of each company listed along with a percentage of their profits before taxes with capital reimbursement over a set period of time for each company.

2. Description of terms and conditions of the Offer

Refer our websites www.twex.ch, www.88pso.com, and www.ipso.us

TWIM1 Prospectus for Initial Preferred Shares Convertible

Class A Offering

Risk factors

An investment in the Preferred Shares Convertible Class A carries a degree of risk. The risks set out below are the risks which are considered material in addition to those set out in the Summary but are not the only risks relating to the Preferred Shares Convertible Class A or an investment in the Preferred Shares. There may be additional material risks that the Issuer does not currently consider to be material, or of which the Issuer is not currently aware.

The information below does not purport to be an exhaustive list of the risks which the Issuer may encounter and is not set out in any particular order of priority. Investors should consider carefully whether an investment in the Preferred Shares Convertible Class A is suitable for them in the light of the information in this document and the financial resources available to them.

Risks relating to the Issuer

The Issuer is a recently incorporated company and as such has no historical trading and financial information.

Financial Services Compensation Scheme

Subscribers will not be able to claim under the Financial Services Compensation Scheme ("FSCS") established by the Financial Conduct Authority in the event that the Issuer fails.

Government and legislative change

There may be changes in future government policy which may have an adverse effect on the Issuer's business. In such circumstances, there is a risk that the Issuer may incur time and costs and its business may be adversely affected in relation to any such claims.

No assurance of investment objectives being achieved

Neither the Issuer nor its Directors can make any representation as to future performance of the Issuer and no assurance can be given that the stated objectives of the Issuer will be achieved. Past performance of the Issuer or the individuals who run the Issuer is not a guide to the future performance of the Issuer.

Dependence on key executives and personnel

The Issuer's future success is substantially dependent on the continued services and performance of its Directors and key personnel. The loss of the services of the Directors or key personnel could damage the Issuer's business.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

Termination of the IPSO Campaign

The IPSO Campaign may be terminated pursuant to Chapter 13 “Termination”, in case of which an Investor may not be refunded with his/her payment as a result irrespective of the soft cap being attained or not.

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 TWIM1 Preferred Shares Convertible Class A or any other digital Preferred Shares Convertible Class A held by an Investor.

Unfavorable fluctuation of Euro and other currency value

The proceeds of the sale of TWIM1 Preferred Shares Convertible Class A will be denominated in EUROS. Any currency used for payment, US Dollars, Pounds, etc. will be converted into Euros on the date of receipt of the funds. The resulting value might differ from invested amount based on currency used for subscription and may, at Issuer discretion, be converted into other digital assets. If the value of the chosen digital assets and or currency fluctuates unfavourably during or after the Sale Period, the Issuer may not be able to invest in all prospects in the manner that it intended.

Digitalization of Assets

Digitalization is evolving and cannot guarantee absolute security at all times. Advances in digitalization, such as code cracking, or technical advances such as the development of quantum computers, could present risks to all digital based systems. This could result in the theft, loss, disappearance, destruction or devaluation of the TWIM1 Preferred Shares Convertible Class A held by any person. To a reasonable extent, the Issuer will be prepared to take proactive or remedial steps to update the protocol underlying the issuer in response to any advances in digitalization and to incorporate additional reasonable security measures where appropriate. The future of digitalization or security innovations is unpredictable while the Issuer will try its best to accommodate the continuing changes in the domains of digitalization and security.

Update of Source Code

The source code of the Issuer is open and could be updated, amended, altered or modified from time to time by any member of the Issuer. Nobody is able to foresee or guarantee the precise result of an update, amendment, alteration or modification. As a result, any update, amendment, alteration or modification could lead to an unexpected or unintended outcome that adversely affects the Issuer’s operation or TWIM1 Preferred Shares' value.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

Unauthorized Claim of TWIM1 Preferred Shares Convertible Class A for sale

Any person who gains access to the Investor's registered email or registered account by deciphering or cracking the Investor's password will be able to claim the purchased TWIM1 Preferred Shares Convertible Class A for sale in bad faith. As such, the relevant purchased TWIM1 Preferred Shares Convertible Class A for sale may be missing to that person, which sending is not revocable or reversible. Each Investor shall take care of the security of his/her registered email and registered account throughout by taking such actions as:

a. Using a highly secure password;

b. Refraining from opening or responding to any scam emails;

Insufficient Information Availability

While the TWIM1 Whitepaper has contained the then 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.

Liquidity

The TWIM1 Preferred Share is not a currency issued by any individual, entity, central bank or national, supra-national or quasi-national organisation, nor does any hard assets or other credit back it. The circulation and trading of TWIM1 Preferred Shares Convertible Class A on the market are not what the Issuer is responsible for or pursues. Trading of TWIM1 Preferred Shares Convertible Class A merely depends on the consensus on its value between the relevant market participants. Nobody is obliged to redeem or purchase any TWIM1 Preferred Shares Convertible Class A from any TWIM1 Preferred Shares Convertible Class A holder (including the Investors). Nor does anyone guarantee the liquidity or market price of TWIM1 Preferred Shares Convertible Class A to any extent at any time. To divest his/her TWIM1 Preferred Shares Convertible Class A portfolio, a TWIM1 Preferred Share holder would have to locate one or more willing buyers to purchase the same at a mutually agreed price, which attempt could be costly and time-consuming and does not necessarily bear fruit.

Lack of an Operating History

As the TWIM1 company is a start-up there is no past base for an operative History.

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

Theft of IPSO Proceeds

There may be attempts to steal the IPSO proceeds received by the Issuer. Such theft or attempted theft may impact the ability of the Issuer to fund the companies listed with itself and hinder the issuance of the TWIM1 Preferred Shares Convertible Class A and of the smart contracts issued by each company listed with us. While the Issuer will adopt cutting-edge technical solutions to keep the IPSO proceeds safe, certain cyber-thefts could be hardly unpreventable.

Regulatory Measures

Security Preferred Shares Convertible Class A are being, or may be, overseen by the regulatory authorities of various jurisdictions. The Issuer may receive queries, notices, warnings, requests or rulings from one or more regulatory authorities from time to time or may even be ordered to suspend or discontinue any action in connection with the IPSO, Issuer's development or the TWIM1 Preferred Shares Convertible Class A for sale.

The development, marketing, promotion or otherwise of the Issuer may be seriously affected, hindered or terminated as a result. And since regulatory policies could change from time to time, existing regulatory permission or tolerance on the Issuer or the Campaign in any jurisdiction could be just temporary.

TWIM1 Preferred Shares Convertible Class A could be defined from time to time as virtual commodity, digital asset or even securities or currency in various jurisdictions and therefore could be prohibited from being traded or held in certain jurisdictions pursuant to local regulatory requirements.

Expected timetable of principal events

Offer opens	6/07/2020
Offer closes	31/12/2020

Wallet will be open in respect of the Preferred Shares Convertible Class A expected to be by noon, Two-Three Working days after registration.

Each of the times and dates above is subject to change. All references to time are to London time.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

Illustrative issue statistics

Minimum nominal number of Preferred Shares Convertible Class A to be issued
670,000

Maximum nominal number of Preferred Shares Convertible Class A to be issued
2,800,000

Minimum gross proceeds of the Offer 6,500,000 Euros

Maximum gross proceeds of the Offer 28,000,000 Euros

Directors and Advisers

Directors: Mr. Amal Sharma
Mr. Chris Paget
Mr. Tapan Das

Attorney: Mr. P. B. Stanton Esq.

Auditor: To be appointed

Registered office: International House, 12 Constance Street London, E16 2DQ, United Kingdom

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

INTRODUCTION OF TWIM1

TWIM1 Ltd was created in order to regroup a series of investment possibilities located in Europe and Africa. From hospitality, food industry to construction, an extensive, carefully crafted and prepared offer has been designed by our team of experts for our potential investors.

Spreading and mitigating risks are the key words used to describe our approach to this venture.

We have issued a new class of Preferred Shares Convertible Class A– TWIM1 Preferred Shares Convertible Class A.

Each company listed with us and as shown on our websites (www.88pso.com , www.ipso.us , www.twex.ch) and who are the ultimate recipient of all funds raised by this sale of Preferred Shares, have issued their own Preferred Shares Convertible Class A that are backed by their respective assets in case of non-payment of debts and or winding up of one or more companies. These specific Preferred Shares Convertible Class A give the owner a priority rank.

Our TWIM1 Preferred Shares Convertible Class A will automatically be converted into the tokenized Preferred Shares Convertible Class A of each company benefitting from the investment following our enclosed disbursement plan. The number of digital assets given to investor will be based on the amount invested. For example, an investor investing 100,000 Euros will receive 10,000 TWIM1 Preferred Shares Convertible Class A.

Conversion will be carried out if solely minimum amount raised as follows:

Gabon: 30 % - 30,000 Euros (a)

Burger King: 20 % - 20,000 Euros (a)

The Gen & Co: 30 % - 30,000 Euros (a)

TAG Real Estate: 8 % - 8,000 Euros (a)

TAG Hedge: 8 % - 8,000 Euros (a)

Fees for marketing: 4 % - 4,000 Euros

(a) Amounts converted in a number Tokenized Preferred Shares Convertible Class A of issuer holding the right to 1 % of sales augmentation post and prior funding where applicable, along with corresponding number of smart contracts for capital repayment following repayment schedule set forth by issuer and an equivalent number of smart contracts for profit participation as set forth by corresponding issuers.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

Above referred to smart contracts for profit participation, capital repayment and tokenized Preferred Shares Convertible Class A will be traded on www.twex.exchange an EU regulated Exchange for digital assets. This shall enable private investors to create liquidity by trading their investments at a date, time and price of their choosing.

The TWEX Exchange has three major components:

- The Service Area
- The Preferred Share and Smart Contract Exchange Platform
- The secured Wallet service for Issuer's own Exchange Platform and also offered to other Exchanges around the World in a decentralized way that ensure a total protection of local data

I. The Service Area

The service area allows us to offer to visitors the possibility to have more information about each company:

- Registered Localization
- Financial situation
- The team members
- Real time company events
- The roadmap for the development of the project
- Contemplated development of the target company after a lending infusion. • New products line up as applicable

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.

User Profile

TWEX.EXCHANGE is designed for:

1. Investors who can afford to tie their monies for three years;
2. Investors who want to diversify their portfolio internationally.
3. 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.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

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

How to qualify to buy TWIM1 Preferred Shares Convertible Class A

Please be advised that in order to be accepted as a valid participant to acquire TWIM1 Preferred Shares Convertible Class A you must first:

1. Create an account on the TWEX Platform
2. Submit a full KYC package on you plus Origination of funds for all amounts over 3,000 Euros,
3. Proof of address,
4. US buyers who are interested in our Preferred Shares Convertible Class A have to comply with US SEC Rules regarding definition and qualification as an accredited investor. UK Investors have to comply with rules of the FCA as applicable for qualified investors. If said buyer falls under said category then and only then, under its own recognisance, it can acquire our Preferred Shares.

Investor Expenses

On Issuer's site, everything is free as long as the user is a registered user that enables the Issuer to do a KYC and has submitted all such documents to Issuer in advance.

Offer a comprehensive and interactive platform that will enable its users to learn more about existing and or new companies, new and or upcoming products offered by said companies and about the people behind it all.

II. Preferred Share Exchange Platform

By releasing Preferred Shares, Issuer invites all participants (traders, investors, forecasters, analysts, data scientists, mathematicians and the TWEX team) to become the creators of TWEX ecosystem. Each Preferred Share holder can obtain total access to TWEX's signals, services, information, and analytical products.

TWEX Exchange platform is innovative and different from other exchanges as it combines trading of capital and profit participation contracts via smart contracts when it matters most to these contract owners along with crowd lending potential for funds recipient companies.

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Once the TWEX Ecosystem blockchain is populated with sufficient activity data, the further role of TWEX is to facilitate trading of smart contracts among parties in the ecosystem.

- 1) TWEX has created / is creating a private crowd-funding platform – www.twex.exchange or www.twex.info and www.twex.eu for sale of Preferred Shares Convertible Class A.
- 2) Investments on said platform can be made using USD, Euros, Pounds or any other FIAT Currency. Any means used, will automatically be transformed into Euros. Both TWIM1 Preferred Shares Convertible Class A and or individual issuers Preferred Shares can be acquired in EUROS . Each TWIM1 Preferred Share is valued at 10 Euros per Preferred Share at inception until conversion into corresponding digital assets issued by each company benefitting from the investment.
- 3) As per 2) hereinabove, when conversion does take place it means that the minimum capital raise has been reached and that the TWIM1 Preferred Share Class A converted will cease entirely to exist without liability to issuer or users.
- 4) Each investor investing in the initial funding round will invest in companies chosen by TWIM1. All funds will be divided on a pro-rata basis among all such companies.
- 5) TWEX enables each such investor to trade his or her investment positions as a whole or as a stripped investment on its proprietary platform.
- 6) TWEX enables investors to have a clear view of their investments with a fraud free environment based on blockchain technologies combined with hyper ledger.
- 7) Similarly, TWEX enables investors to invest in various types of companies chosen by its Board and where each has the potential to rapidly expand and potentially earn profits.
- 8) Each investment is automatically allocated to each target company based on (fund required divided by total targeted amount) % multiplied by amount raised.
- 9) Each such investment generates capital and profit participation contracts that can be traded separately and are uniquely identifiable on our platform following an in-house referencing system that assign a specific symbol to each investment.
- 10) The total amount of Preferred Shares Convertible Class A will not exceed Twenty-Eight Million at inception and cannot be increased.
- 11) Each TWIM1 Preferred Share bears no voting rights but is fully convertible into Preferred Shares Convertible Class A of each company that benefitted from the investment as per terms and conditions contained herein.
- 12) TWIM1 Preferred Shares Convertible Class A are issued by TWIM1 Ltd registered and located in London, UK.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

Main Risk Factors for each company benefitting from the investment

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,
- 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
- 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
- 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,

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- Unqualified presales resulting in a lack of revenue at closing time,
- 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
- 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 and BTC we are subject to market swings in each of these segments/investments.

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

8. La Bastide

- Training of employees
- Turnover of employees
- Various types of Foods that are bound to attract more competition
- This is a non-exhaustive list that might or might not impact the business

TWIM1 Prospectus for Initial Preferred Shares Convertible

Class A Offering

Executive Summary of each company benefitting from the investment

1.Paradise Hotel at Port Gentil in Gabon.

Funds required: Minimum 2,000,000 Euros
Maximum 5,000,000 Euros

Business Description

Funding is 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 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, the 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 to 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

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

- 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 TRANSGABONAIS, 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 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 Euros for the construction of the hotel. In order to finalize the Hotel, Mr. Chami needs 2,000,000 Euros. He also needs an additional amount of 3,000,000 Euros 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 period is only for 3 months.

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CONCLUSION OF THE STUDY

Euros	2020 (3months)	2021	2022	2023	2024
Turnover	2 482 790	10 198 540	10 661 200	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 online with payment online using credit cards.

Paradise hotel will compose of 56 Suites. As the demand in regard 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 the Paradise Hotel. Profitability is the only condition for the realization of luxury hotel investment projects in Gabon

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 €).

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

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, a disorder in the event of an election, natural disasters, etc.

2. Burger King Marseille, France

Funds required: 1 250 000 Euros or

The opening of three Burger King restaurants in Marseilles --Vieux Port – Grand Littoral – Bonneveine.

This project is spearheaded by Mr. HERITIANA JEAN JACQUES 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 December 1, 2019, he was named as a Franchisee on the Vieux Port of Marseille, a Burger King flagship. Getting a Burger King flagship is really 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 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.

Locations to be open in this franchise are THE GRAND LITTORAL where Jean Jacques Heritiana was a manager before. This location is in a shopping mall. Bonneveine restaurant is a drive-thru 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 installments as follows: Dec 31 2020, Dec 31 2021, Dec 31 2022, Dec 31 2023, Dec 31 2024.

This is an investment opportunity for a well-known brand which is a 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.

Burger King is a profitable brand.

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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	9 210 464
Repay cap date	230 000 31/12/20	200 000 31/12/21	250 000 31/12/22	270 000 31/12/23	300 000 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.

SWOT Analysis

Strengths

Location of units in areas with a lot of foot traffic.

Experienced management

Good access

Weaknesses

High turnover of employees

Training of employees

Opportunity

TWIM1 Prospectus for Initial Preferred Shares Convertible

Class A Offering

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

Funds Required: 1,700,000 Euros

Business description

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 outlook over the Mediterranean Sea. This location 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 special purpose vehicle company (SPV). We believe we can grow the business and maximize profits generated by this venture.

In order to achieve this goal, we will need to convert the roof into a rooftop terrace. 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 allow us to cater to corporate gatherings as well as organizing parties and celebrations. The new style and furniture will definitely add a touch of prestige. These simple but effective changes will enable us to generate considerable income growth and increase the restaurant's profitability. The restaurant is already famous in Marseilles for its quality of food. This new chic touch will turn it into one of 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.

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FINANCING OF PROJECT

Partners:	GENNA Aurelie	BENSOUSSAN Estelle	Total
Cash contribution	7 500 Euros	2 500 Euros	10 000 Euros

The amount required 1 652 400 Euros

USE OF FUNDS (Vat included)

Start-up costs	26 400 Euros
Shares of SARL DAT ANH (Acquisition)	1 170 000 Euros
Furniture, fixtures, and fittings	<u>756 000 Euros</u>
Total	<u>1 952 400 Euros</u>

Rounded to 2,000,000 Euros

The Target Company Restaurant chez Quan

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

A) Legal Identity of the company

Corporate name	SARL DAT ANH
Restaurants sign	CHEZ QUAN
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 were 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	270 000
-Tangible assets net	52 453	35 3 65

TWIM1 Prospectus for Initial Preferred Shares Convertible
Class A Offering

-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 prepayment	0	0
- Accounts payable	21 366	25 507
-Taxes and social charges	57 477	104 369
-Other payables	0	0

TWIM1 Prospectus for Initial Preferred Shares Convertible
Class A Offering

Total liabilities	Equity and	480 316	475 292
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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 to 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

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

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:

- a) Accrual basis based on the net assets revalued
- b) 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 UK.

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 2017 and 2018

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.

1. Accrual method: Net Assets revalued

	2018	2017
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

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

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 goodwill.

2. The methods used for determining the Goodwill

Goodwill is also known as being the mega profit of the company. It is calculated on the difference between the 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.

a) 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 large amount of 812 412 Euros for the goodwill during the year 2018. By calculating the year-end financial statement, it 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. b) 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 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 of business involved We reach the following valuation for DAT ANH

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

	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 restaurant into a prestigious dining location will be greatly assisted with the addition of adequate funding.

The forecast for the five years shown above takes into account the repayment to investors together with the interest due.

TWIM1 Prospectus for Initial Preferred Shares Convertible
Class A Offering

SWOT ANALYSIS

<p>STRENGTHS</p> <p>Location on the elevated sea terrace</p> <p>Experienced local management</p> <p>Rooftop 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>Training 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 increase its capacity.</p> <p>The increase of turnover within two years of starting the business illustrates the existing demand.</p>	<p>THREATS</p> <p>Various types of Foods that are bound to attract more competition</p> <p>Prime location subject to fierce competition</p> <p>All problems associated with night parties and events</p>

The restaurant will be managed by

Management:

Managing director: Miss GENNA Aurelie

Name: GENNA

First name: Aurelie Nathalie

Reasons for starting this job

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I handled several companies as a managing director giving me the experience to undertake this task in this new business. I am indeed planning to work full time and not just be a shareholder.

Professional experience as a manager

Manager of the Brasserie l'Hermes located in Toulouse for a period of 5 years

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.

Basic training: BTS marketing (BAC +2)

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

Languages spoken are English, Italian, Spanish and German

Having mastered 4 languages is a plus in this business where the clients have a tendency to be multi-national.

Fiscal Regime: Corporation tax

Real simplified tax system

Area of activity: Holding companies 6429Z

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

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4. Cara

Funds Required: 2,800,000 Euros

The project of construction is named Eden and is located in Villefranche sur Mer.

The company in charge of this construction is named CARA. It is specialized in construction, renovation, earthworks and finishing works. It is henceforth a general construction company. It has been operating successfully for more than 20 years in the Paca and Midi Pyrenees region in South of France. Having to its credit a little more than 300 collective dwellings, constructions of big surfaces, as well as numerous rehabilitations, the Cara company is also participating in the construction of the Velodrome stadium of Marseille as well as individual houses.

The owner of this company is no other than Mr. CARA himself a well-known party in this line of work. His know-how in this sector is recognized officially as can be seen by his participation in the construction of the Marseilles Velodrome a 67,394 seats stadium that the Olympique of Marseilles football team calls home. Also, the fact that he has already pre-sold some apartments illustrate the quality of his works and the trust of buyers. He has a team of highly qualified and specialised technicians. The commitment, the performance and the quality of the constructions carried out made it possible to conquer and develop the loyalty of a clientele of investors. It is with high-performance products and competitive prices that Cara has been able to differentiate himself from his competitors. Today the Cara company has the opportunity to acquire a plot of land located at 7 avenue de Verdun in Villefranche sur Mer. It is a seaside resort in the AlpesMaritimes department. Villefranche is located between Nice and Monaco. This area on the French riviera is well known for its beauty, quality of life and its luxurious buildings. In order to compete with this type of luxurious dwellings and to attract high end customers, Mr Cara is planning to build a top-of-the-range real estate complex. The building permit is granted for the construction of 22 apartments with a total living area of 591 m² ranging from T1 to T5, gardens, cellars, and garages. This exceptional property has already attracted future buyers and reservations are already registered. The detail of the operating account shows the huge profitability of this project. The beginning of the work is scheduled for early June 2020 with a delivery planned 18 months later.

PROVISIONAL BALANCE SHEET

A projection for 5 years

Assets	31/12/2020	31/12/2021	31/12/2022	31/12/2023	31/12/2024
--------	------------	------------	------------	------------	------------

Fixed Assets					
--------------	--	--	--	--	--

Depreciation					
--------------	--	--	--	--	--

Net assets					
------------	--	--	--	--	--

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Class A Offering

Working capital

Inventory	1 974 560	1 974 560	1974 560	1 974 560	0
Debtors					
Cash	1,460 978	1 334 980	994 851	819 927	1 053 792
Total	3,435 538	3 309 540	2 969 411	2 794 487	1 053 792
Total assets	3,435 538	3 309 540	2 969 411	2 794 487	1 053 792
LIABILITIES	31/12/2020	31/12/2021	31/12/2022	31/12/2023	31/12/2024
Capital					
Initial	30 000	30 000	30 000	30 000	30 000
Profits c/Forward		84 150	184 269	300 283	639 208
Dividends					
Capital reserve	3 000	3 000	3 000	3 000	3 000
Profit	87 150	100 119	116 013	338 925	279 697
Equity	117 150	217 269	333 282	672 208	951 905
Medium term Liability					
Loan	3 291 380	3 060 219	2 597 896	1,997 358	0
Short term liability					
Corporation Tax	27 008	32 052	38 233	124 921	101 887
Total short-term liability					
	27 008	32 052	38 233	124 921	1 01 887
Total Equity and liability					
	3 435 538	3 309 540	2 969 411	2 794 487	1 053 792

PROFIT AND LOSS ACCOUNT

	31/12/2020	31/12/2021	31/12/2022	31/12/2023	31/12/2024
Cash sales	695 400	770 538	770 538	770 538	2 787 986
Total proceeds					
At bank	695 400	770 538	770 538	770 538	2 787 986
Less charges					
Purchase	1 974 560				
Inventory variation					
	-1974 560		1 974 560		
External charges					
	581 167	637 617	615 467	305 867	431 017

TWIM1 Prospectus for Initial Preferred Shares Convertible

Class A Offering

Taxes	75	750	825	825	825	
Total charges	581 242	638 367	616 292	306 692	2 406 402	
Profit	114 158	132 171	154 246	463 846	381 584	
Profit before tax.	114 158	132 171	154 246	463 846	381 584	
Tax	27 008	32 052				
Total Revenue	695 400	770 538	770 538	770 538	2 787 986	
Total Expenses	608 250	670 419	654 525	431 613	2 508 289	
Profit	87 150	100 119	116 013	338 925	279 697	
Note 1 Purchase of Plot of land in Villefranche allotted to the EDEN PROJECT						1 900 000
Fees Villefranche						74
560						
Total						1,974,560

Summary of the Project

Living area 591.62 Sq. M

Terrace and balcony 79.24 Sq. M

Private garden 66 Sq. M to be divided among 4 lots

Cellar and cave 35.56 Sq. M

The parking lots will exclusively be located on the underground level dedicated for this purpose

The construction will be divided into 22 lots of units varying from T1 to T5

Minimum price 191 0000 Euros excluding annexed areas

Maximum price 824 000 Euros excluding annexed areas

Different orientations will be proposed

Estimated cost of the project 4,647 404 Euros

Estimated proceeds of sale 5 795 0000 Euros

Estimated profit 1 147 596 Euros

Marketing analysis

Marketing has been done mostly by word of mouth as both builder and location are in demand. The builder has been in the construction business for the last 20 years and is well known in that region. Villefrance sur mer is a resort which is highly prized and in demand. The pre-sales are indicative of the demand in that area.

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Competition

Competition with other similar locations will always exist. However, as no two locations are the same it does not affect demand or price.

SWOT ANALYSIS

Strengths

The location in Villefranche between NICE and MONACO is high in demand. Pre-sales have already been registered. The builder is well known in that region as he has been working in this area for more than 20 years. He has been chosen as one of the participant builders for the construction of the VELODROME STADIUM in Marseille. The number of constructions, individual houses, a commercial center, etc. are illustrative of the demand for the quality of the construction and building his reputation

Weaknesses

In spite of using good material and highly skilled technicians there can always be a problem.

Necessary insurance policy takes care of that type of problem.

Faulty material is a possibility in spite of choosing traditional suppliers.

Slow economic growth after the effects of the COVID 19

Opportunity

This specific offer to the buyers is a cash business and payments are required to be affected as construction goes through. With the high demand for the exclusive offer and the limited number of apartments together with the projected profitability of the venture this is an opportunity to be taken seriously

Threats

This is a quiet region. There is always a possibility of delays in the delivery of materials. This will delay the timeline for the construction and consequently payment by the buyers. This is, however, quite remote.

Unforeseen economic effects of COVID 19

TWIM1 Prospectus for Initial Preferred Shares Convertible

Class A Offering

5 TAG Real Estate Fund

Funds Required: Minimum Requirement: 500,000 € Euros
Maximum Requirement: 100,000,000 € Euros

Business Description: A mortgage fund providing first charge interest only equity release loans.

The Business

Clients will be homeowners, with existing mortgages, who wish to release capital from the value of their property for personal use. Loans will be made up to a maximum of 80% of the market value. Thus, equity released will be the difference between the existing mortgage which will be replaced by the new loan and 80% of the value. We are going to study the client's capacity to both service monthly interest payments but and to redeem the loan also taking into account the capital amount of the client's or clients' life policy, (in the case of a couple). We will make a mortgage advance according to a formula agreed beforehand, by the client(s) and us.

Procedure

The client would pay the equivalent of an annual rate of 6.95% of the amount of the loan. This is a lifetime commitment because the client does not repay back the capital. On his death or that of his wife, the insurance company will pay back an amount equivalent to the market value of the property originally reported and accepted. The surviving spouse or the heirs will inherit the property free of any encumbrance.

6% will be used to pay the coupons attached to the mortgage bonds and the remaining 0.95% will be used to pay the maintenance costs of the FUND.

In order to avoid any problem with the supervisory authorities of France and Europe the following arrangements should be made:

1. Incorporation of an investment fund approved and regulated in Europe.
2. Creation of a "sales and marketing" structure in target EU country - could bear the same name as the Fund and thus claim official membership of a group
3. We will create either a local real estate holding company or a UK company for clients in order to integrate the real estate in the company against new shares. CLI's company will issue a bond secured by the "pledged" shares of the company – which are themselves based on the company's asset, real estate – the netbook value after taking into account the debt.
4. The fund will block one year's interest as a reserve to assist the client in the event of need and non-payment of monthly dues. Charges equivalent to an additional year's

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interest will be deducted from the amount raised. The balance from the amount raised equal to the client(s)'s ability to reimburse will be left for the client. Clearly, we cannot lend any client more than 30 to 35% of their monthly income.

5. On death and the pay out of the insurance or in the case of a sale of the real estate - an amount equivalent to the market value mutually accepted at the beginning would be paid to us – in case of sale the amount of the loan plus 2 years of interest would be paid.

Investment Fund

We believe this Investment will appeal to all types of Investors.

1. To invest in an Investment fund regulated by the European Union and guaranteed by real estate based in Europe evidenced by bonds issued by each local real estate holding company or LTD company together with the pledged shares issued by the local real estate holding company or the LTD company.
2. Invest in a fund that guarantees a lifetime return of 6% per annum, either paid monthly or reinvested in the fund: the possibilities of additional return paid whenever a client dies or buys back his property by paying the outstanding loan. In such case, the funds collected will reinject back the initial capital lent into the Fund to be reused once again and the difference (market value at inception less funds loaned to client) will be distributed among investors as extraordinary profits.
3. Invest in a fund guaranteed by a life insurance policy on the head of the borrower.
4. Invest in a fund where at any time on the investor's account there will either be funds in Euros equivalent to its initial deposit or the ownership percentage of the pool made up of insurance policies and the real estate pool via the bonds and stocks.

The shares will be purchased on the TWEX Exchange.

We shall ensure that the satisfactory protection of investors is taken. The shares will be issued by a regulated Fund acting on the premises that borrowers are not being put into any type of distress as the loan to income ratio will be a maximum of 33 %.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

6. Ramada Resort Dryanovo

Funds Required: 5,000,000 € Euros

Business Description

The acquisition of GeshaView Village and transition to Ramada Resort, Dryanovo, Bulgaria

ABNL plan to acquire Geshaview Village and complete it to a 5 Star brand standard and open as Ramada Resort Dryanovo on a 15-year license that will form the center of the World's first destination hub along with 5 other (Special Interest Group villages) that embrace the change towards responsible and sustainable tourism.

Set in a tranquil forest in Bulgaria's cultural center and strategically located equal distance from each of the country's 6 cities.

Set to become an 'on trend' destination through our specialized events and festival online platform delivering a unique hospitality and community offering across a breadth of activities including medical and wellbeing, cultural and rural recreational, alongside specialized conferencing and commercial activity, performing arts and festivals. This will provide a major online presence for existing and prospective visitors along with experts and enthusiasts throughout the world.

Differentiators

Recognized in 2012 as 'Best Resort in Bulgaria' industry award and has twice been awarded the 5-star Best Development in Bulgaria award at the International Property Awards.

Accredited by the World Health Organization sustainable villages' project the village has been designed and built to standards and specifications that exceed most recognized authorities.

The United Nations 17 sustainable development goals are embedded in the project commercialization.

A Location that enables 365 days a year peak season operation.

Set to become the largest employer, with 500 employees in the region offering a diversity of training to support a local enterprise regeneration program.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

Minimal impact build specification includes a 1500 seat classic theatre and a unique 'on trend' Climate Change Educational Centre of Excellence backed by the UN Institute for Research and Training.

International Dark-Sky status, producing minimal light pollution is projected to drive an estimated 30% uplift in visitor numbers.

OurPlan

Geshaview has officially been approved by the International Assessment Committee of Wyndham Worldwide Hotel Group to become a branded 5 Star Ramada Resort, Dryanovo, operated for us by Sophos International.

The immediate priorities are:

Acquisition of the village resort with payment of €3.1m to Unicredit Bulbank, + €620k VAT.

Complete, furnish, equip, open, and operate the village in an SPV company, ABNL BG EOOD.

Release the management to Ramada Resort brand and Sophos for opening Winter 2020.

Financial Requirements

The village is 95% complete, all major building work is finished at a cost of €8m of which €4.1m is the first charge of debt to Unicredit Bulbank (UCB).

We plan to acquire ownership by buying out this receivable debt from UCB, which is agreed upon.

Construction of entrance, car park and walkway is required along with furnishing, fittings and equipment to all properties at Ramada 5 Star Brand Standard will complete the transition.

This is nine months' work which, along with pre-opening, the cost requires €2.3m. With a VAT refund we require a loan of €5m.

The valuation of the property is c.€12m (See Evaluation Section Below). The costs for acquiring, completing and opening the resort are:

Constructional (exc VAT)	2,085,283
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TWIM1 Prospectus for Initial Preferred Shares Convertible

Class A Offering

Acquisition of village	3,720,000
Pre-Opening Services / Operating Costs	231,773
TOTAL	6,037,056
Less VAT Refund	-1,037,056
GRAND TOTAL REQUIRED	€ 5,000,000

Commercialization

The summary below is based on the hotel resort operating model supplied by Horwath and Wyndham Hotels/Sophos and along with our commercialization plan for hosting Performing Arts, Festivals, MICE and SIG events.

<i>Profit and Loss Statement</i>	<i>Year 1 €k</i>	<i>Year 2 €k</i>	<i>Year 3 €k</i>	<i>Year 4 €k</i>	<i>Year 5 €k</i>
Resort Income	996	8,355	12,062	16,050	21,290
Costs of Sales	(572)	(4,761)	(6,610)	(8,644)	(11,245)
Gross Margin	424	3,594	5,452	7,406	10,044
Overheads	435	1,700	2,900	3,953	5,357
Operating Profit	(110)	1,797	2,589	3,453	4,687
Non Op Costs	(366)	(330)	(257)	(217)	(187)
NET PROFIT/LOSS	(376)	1,467	2,332	3,235	4,500

Key Assumptions and Data Sources - Figures are founded and originated on full financial modeling created by Numatis:

- Wyndham Worldwide Hotels, New Jersey, USA / London / Istanbul.
- Sophos International Hotels, Luzerne, Switzerland.
- Horwarth HTL Hospitality consultancy.
- aMpuma Independent Valuers, Bulgaria.
- Unicredit Bulbank Sofia, BG
- SimpliBulgaria OOD – Due Diligence

Valuation: Startup - 3/5 Year Operational

Nationally recognized and approved property valuation company, aMpuma, were appointed by Unicredit Bullbank to value the development on their behalf.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

In June 2012 (prior to Ramada contract offer) the village was valued at €13,950,000. Of this approximately €2,000,000 of property were under contract to other owners giving a value of around €12,000,000. The asset value from the valuation carried out in 2015 was €12,097,000.

With Ramada/Sophos international branding in place, it is projected that the value of the resort will be automatically enhanced to around €18,000,000 upon opening which will develop further, as trade and commercialization takes place building a goodwill value over the first 3-5 years taking the valuation towards €22,500,000.

Summary of Asset to be Acquired

Set in over 25 acres of natural forestry land, at its village center is an iconic 1500 seat courtyard plaza and theatre. Included in the village resort are 72 residential houses and 32 hotel rooms in the central plaza courtyard providing accommodation for over 500 beds. In addition, 22 shops, 7 eateries, 9 rural conference or education spaces make up commercial space of 3,900 m².

A fully contained electrical infrastructure complete with 3 electrical substations together with a state-of-the-art greywater and biological sewage pumping station enables the resort to be fully sustainable, creating minimal impact ecologically.

Over 2 kms of rural roads and pathways connect the resort and make it a car-free destination.

Management Team

David Hollands – Managing Director/Shareholder

David is a visionary and entrepreneur specializing in creating sustainable, purposeful rural communities, Founding partner of Geshaview Village.

Chris Paget – Operations Director/Shareholder

Chris with his experience in business operation, funding, and development finance is the driving force in ensuring ABN obtain the appropriate growth funding partner and full commercialization of the business.

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

Robert Murphy – Finance Director

Robert has over 25 years of experience in Financial, Accounting, project financial modeling, forecasting, and fundraising.

Neil Phillipson – Technical Design Director

Neil joined the ABN team in 2010 as technical director of the Sky Village BG project and now fills the role of technical design director.

Julian Georgiev – Project Director – Construction, Bulgaria

Recognized as an expert in the field of investments and project management he has been invited four times as lecturer on the biggest annual investment forum in Bulgaria, “BalRec”. Founding partner and project manager of Geshaview Village.

Kevin Watkins - Business Development Director

30 years in Financial Services with FTSE 100 Executive Board level experience, Major Corporate Development & Non-Exec Director experience.

Clive Kirkham - Construction / Development Consultant

A designer and engineer at heart, Clive’s wisdom of the housing development marketplace over the past 25 years. Health Village landowner.

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

SWOT Analysis

<p>Strengths: Visionary Leading new industry thinking Emotionally engaging experience Old fashioned values Five Star Quality with Ramada Brand Strong Management Team with aligned values Outstanding value for money IoT Technology Scalable No seasonal influences</p>	<p>Weaknesses: Years ahead of today's thinking – tough Little or no competition Low awareness The need to borrow Working towards a trend not following a fashion</p>
<p>Opportunities: New emerging markets Exciting startup phase Flagship for Ramada Recognizing True Green Awareness Self-Wellness Purpose-built & designed to provide a 1st class experience for visitors, guests, and staff. Early trend-setting – leading the way</p>	<p>Threats: Brexit impact The sudden increase in Building costs Over-reliance on Julian and David Changes to Bank personnel and not supporting growth plans. Delays to openings Poor supply of local tradespeople</p>

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

7. TWIM1 Hedge Protection

Funding Required: Minimum Requirement: 500,000 € Euros
Maximum Requirement: 5,500,000 € Euros

In order to offset the wait that is generated before income is produced by the various company and acting as a hedge to the various investments made, part of the total raise will be invested as follows:

	Percentage	Minimum	Maximum
Amt Available	100%	€550 000	€5 000 000
Investments			
GOLD	60%	€330 000	€3 000 000
BITCOIN (BTC)	40%	€220 000	€2 000 000

This hedging system will ensure that profits are made while waiting for each company to start paying.

As soon as a percentage of potential profit will be reached in a given investment, we will ask owners of our token to vote if they want us to keep the investment or to sell and enable them to profit from the sale.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

8 Bastide

Funds Required: 1,950,000 Euros

Business Plan

Acquisition of 100% of the shares of SAS La Bastide du Cours located on the Cours Mirabeau avenue in Aix en Provence (13) by Mrs. Carole TORRES, aged 45, whose CV is attached hereto.

Planned activity

Acquisition of a hotel restaurant, currently in operation, in Aix en Provence.

It is a hotel comprising of 11 splendid rooms with private bathrooms. Some of these rooms have either Jacuzzis or saunas.

The restaurant is composed of indoor rooms and heated outdoor terraces. It also has allotted rooms for the organization of private events.

History

This building was bought and renovated by the current owner who has been managing this hotel and the restaurant for 16 years.

Reason for disposal

In the early months of 2019, the current owner acquired a new company involved in the production and bottling of spring water. As such, he was unable to handle both companies.

He realized almost immediately that the turnover of the hotel and restaurant had decreased tremendously. He therefore decided to sell the Bastide du Cours.

Site and Location of the hotel restaurant

The bastide du Cours is ideally located. It is generally considered that the Cours Mirabeau in Aix en Provence, is the equivalent of the avenue des Champs Elysée in Paris. Starting from the place Charles de Gaulle with its magnificent fountain, it stretches over about 500 meters with a width of more than 40 meters leaving enough space on both sides of its circulation area to accommodate the terraces of the cafés and restaurants that border the avenue on the southern side. Banks and insurance companies are located on the northern side. The latter have bought almost all the private hotels erected during the 18th century. The avenue was re zoned in 2002. Following extensive

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renovations, it was possible to connect to 14 squares and access roads. It is one of the busiest and liveliest squares in Aix-en-Provence.

Aix-en-Provence activities evolve around the thermal water spring and the university. The town comprises about 150 000 inhabitants. 80,000 students live in Aix en Provence and it is visited by more than 84,000 tourists annually.

Realization

Mrs. TORRES has offered to buy La Bastide du Cours from the current owner.

After an in-depth study of the site as well as of the financial elements, it was concluded:

- That it was an excellent investment both in terms of the cost and profitability.
- The restaurant and the hotel need to be updated in order to attract customers again.
- The implementation of complementary activities and compliance with up to date standards will attract customers accustomed to high standard hotel.
- The hotel and restaurant are nestled in the heart of an exquisite site which should be capitalized upon.

Acquisition

The forecast described below takes into account the costs of the works required, the profits emanating from the resumption of discontinued activities as well as the financial contribution generated by the creation of the complementary activities encompassed by the new purchaser, Mrs. Carole TORRES.

The Commercial Agreement concerning the sale is as follows:

- Acquisition of all the shares of the actual owner of SAS La Bastide for 304,000 € Euros (for a book value of 4,567,100 € Euros)
- Payment of the outgoing owner's partner's current account for an amount of 796,000 € Euros.
- Net existing fixed assets amount to 2,666,896 € euros.
- Receivables 575,670 € euros
- Suppliers 163,000 € Euros
- Works 600 000 € Euros

Legal

Mrs. Carole TORRES has decided to draw up articles of association within the framework of a Company referred to as SASU, the purpose of which is:

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- To acquire by all means shareholdings in companies in any form.
- To manage these holdings and provide administrative services, financial and training activities, in particular for its subsidiaries,
- To carry out all real estate, securities and financial transactions,
- And generally, to carry out all financial and commercial operations, industrial processes relating to the above-mentioned object or to any similar objects to promote its development.
- This object is similar to that of a holding company subject to corporate tax and other taxes governing commercial companies.
- The capital is set at 150,000 € Euros.
- The head office is located at avenue Montolivet in MARSEILLE (13).
- Mrs. Carole TORRES is the owner of these premises.
- Mrs. Carole TORRES is the president of SASU JACA.
- SASU JACA acquires 100% of all the shares of "La Bastide du Cours" held by its current owner.
- In order to establish the commercial links between SASU JACA and La Bastide du Cours, the contracts are drawn up as follows:
 - OMNIUM contract:

This is a contract by which members of a group of companies decide to centralize, within a company called PIVOT, the movements of cash flow for the group. The company PIVOT is therefore responsible for granting and receiving advances from other group entities. In other words, it becomes a borrower/lender.

- Contract for the provision of services

These contracts are created for the sole purpose of defining a legal, financial, accounting and tax framework for all the financial flows

President's CV

Name: TORRES

First name: Carole

Date of birth: 02 April 1975 (45 years old)

Residence: MARSEILLE

Profession: Manager and President of various companies

TWIM1 Prospectus for Initial Preferred Shares Convertible

Class A Offering

Diplomas: BTS Accounting Business Management, Bachelor's Degree in corporate law, (tax and employment law specializations), M.O. (Project Manager), Wealth: - Owner of her principal residence without a loan

- Majority manager of a limited liability company specializing in building since 1997
- Owner-manager of 2 SCIs including 1 building of apartments for rent (without credit)
- 1 garage (without credit)
- 3 condominium apartments -10 years old (without credit)
- 1 chalet of 220 m² including 3 apartments at the VARS ski resort 05560
- Owner-manager of a SASU in the consulting and engineering for business
- Partner in a real estate agency
- Consular mandates: - Administrator at the Chamber of Commerce and Industry of Marseille (CCI Marseille Provence)
- Director with the Chamber of Commerce and Industry of the Region (CCIR PACA)
- Current CAPEB mandates: - President of the Confederation of Craftworkers of the construction companies of the RDBs
- Vice President of the co-federation of the building companies PACA region p Director of CAPEB Nationale

Financials

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
Turnover	3,300,000	3,696,000	3,918,365	4,410,000	4,363,187
Net Profit	1,063,045	1,350,706	1,475,770	1,580,000.	1,690,281

The forecast above shows that the Bastide du Cours is a profitable project which is able to fulfill its obligations, both in terms of operations and borrowing repayment from profits to investors.

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

Capital raise and use of funds:

The Minimum offering/Capital requirement and use of funds are 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 the maximum amount required.
Total: 6,500,000 Euros

The Maximum offering/Capital requirement and use of funds are 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 EUROS for TAG Real Estate Fund
5,500,000 EUROS for TAG Hedge Fund
5,000,000 EUROS for Ramada Resort Dryanovo.
1,950,000 EUROS for Bastide
1,000,000 EUROS for marketing, fundraising, legal and others

Total: 28,000,000 Euros.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

1. Introduction

TWIM1 Ltd a start-up Company incorporated on 31st January 2020 in England and Wales with registered number *12435631*.

TWIM1 Ltd offers investors the possibility to invest in a selected number of companies located the World over. Investors can invest funds in the above enclosed list of companies using smart contracts powered by the Ethereum network. All investments will generate a series of tokenized Preferred Shares Convertible Class A holding a 1 % return based on sales augmentation post and prior funding, smart contracts for capital repayment and smart contracts for profit participation in all companies that benefitted from the funds.

The platform where the tokenized assets are traded (www.twexsec.com and www.twex.exchange) also offer all available information related to each company (their websites, their filings and any other pertinent information that will enable potential investors to learn about the contemplated offering)

2. Investment required

The Offer is in respect of up to 2,800,000 TWIM1 Convertible Class A Preferred Shares Convertible Class A at a price of 10 Euros per Preferred Share as a maximum offering. Minimum offering is 650,000 TWIM1 at 10 Euros each.

Minimum to purchase = 10 TWIM1 Convertible Class A Preferred Shares Convertible Class A

Maximum to purchase = no limit

Rate: price per TWIM1 Convertible Class A Preferred Share is 10 Euros

3. Use of Proceeds

We plan to use all of the proceeds for general corporate purposes and client companies funding requirement, including accounting, legal and marketing activities. In addition, we may use a portion of the net proceeds to acquire complementary technologies or businesses. However, we currently have no commitments or agreements and are not involved in any negotiations with respect to any such transactions.

4. Settlement

The Preferred Shares Convertible Class A will be issued from our website and will be held in wallet form.

5. To subscribe

To subscribe Investors should read the prospectus and fill in the investors form available on our websites www.twex.exchange, www.twexsec.com, www.twex.eu and www.tagbankers.com

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

Annex II – Preferred Share TWIM1 Preferred Share

The Preferred Shares Convertible Class A are issued on the terms and conditions set out in the TWIM1 Preferred Share in this Annex II.

1. Interpretation

1.1. a statutory provision includes a reference to a statutory provision as replaced, modified or re-enacted from time to time before or after the date of the TWIM1 Preferred Share and any subordinate legislation made under the statutory provision before or after the date of this TWIM1 Preferred Share;

1.2. The term "subsidiary" shall have the meaning given in section 1159 of the Companies Act 2006;

1.3. a "person" includes any individual, firm, company, corporation, government, state or agency of a state or any association, trust or partnership (whether or not having separate legal personality) or two or more of the foregoing;

1.4. This TWIM1 Preferred Share includes its schedules;

1.5. A clause, paragraph or schedule, unless the context otherwise requires, is a reference to a clause, paragraph or schedule to, this TWIM1 Preferred Share;

1.6. Clause and schedule headings are for ease of reference only and shall not affect the interpretation of this TWIM1 Preferred Share;

1.7. Words importing the singular include the plural and vice versa and words importing a gender include every gender, and

1.8. The "euro" shall be construed as a reference to the single currency of participating member states of the European Union.

2. Constitution of the Preferred Shares Convertible Class A

2.1. The Preferred Shares Convertible Class A shall be known as the TWIM1 Preferred Share.

2.2. The principal amount of the Preferred Shares Convertible Class A constituted by this TWIM1 Preferred Share is limited to 2,800,000.

2.3. The Preferred Shares Convertible Class A may be issued in amounts and integral multiples of 10 Euros.

2.4. The Issuer may, by resolution of the Board, issue the Preferred Shares Convertible Class A to such persons, at such times and on such terms and conditions as the Board may decide. The Issuer may from time to time (by resolution of the Board) cancel any Preferred Shares Convertible Class A created but not issued.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

2.5. Repayment of principal and profits due on the converted Preferred Shares Convertible Class A are not secured.

2.6 Each Preferred Share once issued and paid for and as long as the minimum offering amount of 6,500,000 € is raised will automatically be converted into corresponding preferred shares, capital repayment and profit participation contracts issued by each company that benefitted from the investment following schedule contained herein.

2.7 Each converted TWIM1 Preferred Share, once converted, will be automatically destroyed.

3. Redemption and Interest

3.1. On each Redemption Date, or, if earlier, as and when the converted Preferred Shares Convertible Class A (or any part of them) are due to be redeemed in accordance with this convertible TWIM1 Preferred Share and the Conditions, the Issuer shall pay to the Preferred Shareholder entitled thereto the principal amount of the Preferred Shares Convertible Class A to be redeemed at par together with all accrued profits to (and including) the date of redemption.

3.2. All payments under this converted TWIM1 Preferred Share, whether principal, interest or otherwise shall be made by the Issuer to the Preferred Shareholders entitled to such payments in accordance with their respective Conditions.

4. Acceleration

If, at any time and for any reason, an Event of Default has occurred, the Preferred Shareholders may by Special Resolution or by written notice to the Issuer (for the attention of the Board) from Preferred Shareholders holding more than 75% in nominal value of the Preferred Shares Convertible Class A then issued and outstanding, at any time while such Event of Default remains uncured and has not been waived by a Special Resolution, direct that the principal amount of all Preferred Shares, all unpaid accrued interest and any other sum then payable on such Preferred Shares Convertible Class A shall become due and payable immediately. If the Preferred Shareholders give such a direction under this clause, then the principal amount of all Preferred Shares, all unpaid accrued interest and any other sum then payable on such Preferred Shares Convertible Class A (in each case less any applicable taxes) shall be immediately due and payable by the Issuer and the Issuer shall immediately pay or repay such amounts to the Preferred Shareholders.

5. Remedies

5.1. Without prejudice to the generality of clause 6, if the Issuer fails to pay any principal or interest on any of the Preferred Shares Convertible Class A for a period of at least 9 consecutive months

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

after the due date for payment, the Preferred Shareholders may by Special Resolution or by written notice to the Issuer (for the attention of the Board) from Preferred Shareholders holding more than 75% in nominal value of the Preferred Shares Convertible Class A then issued and outstanding direct that the Administrator exercise any or all of its rights, remedies, powers or discretions under common law.

5.2. If any Preferred Shareholder wishes to disclaim their obligations under the TWIM1 Converted Preferred Share, they may do so in writing at any time, which shall also release the Issuer(s) from any obligation to the Preferred Shareholder under common law.

6. Benefit of TWIM1 Converted Preferred Share

This TWIM1 Converted Preferred Share will enure for the benefit of all Preferred Shareholders each of whom may sue for the performance or observance of the provisions of this TWIM1 Preferred Share so far as his/its holding of the Preferred Shares Convertible Class A is concerned, and the Issuer covenants with the Preferred Shareholders and each of them as a separate and independent covenant in each case that for so long as any Preferred Shares Convertible Class A are outstanding or any accrued interest is unpaid, it will duly perform and observe the obligations on its part contained in this TWIM1 Preferred Share.

7. Condition of issue

7.1 From the date of this TWIM1 Preferred Share and for so long as any amount is payable by the Issuer in respect of the Preferred Shares, the Issuer undertakes that it shall duly perform and observe the obligations on its part contained in this TWIM1 Preferred Share.

7.2. The Conditions and provisions contained in the schedules shall have effect as if they were each set out in this TWIM1 Preferred Share.

7.3. A memorandum of execution of any TWIM1 Preferred Share supplemental to this TWIM1 Preferred Share shall be endorsed by the Issuer on this TWIM1 Preferred Share.

7.4 Once conversion has taken place, all above mentioned liabilities of TWIM1 will cease to exist and will be replaced by similar and or different liabilities as contained in the provisions of each similar Preferred Shares Convertible Class A issued by the respective companies that benefitted from the investment.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

8. No setoff

No set off payments of amount under this TWIM1 Preferred Share shall be paid by the Issuer to the Preferred Shareholders without any deduction or withholding (whether in respect of any setoff, counterclaim, duties, taxes or otherwise whatsoever) unless the deduction or withholding is required by law.

9. Third party rights

The Issuer does not intend that any of the terms of this TWIM1 Preferred Share will be enforceable by value of the Contracts (Rights of Third Parties) Act 1999 by any person other than the Preferred Shareholders. This clause does not affect any right or remedy of any person which exists or is available otherwise than pursuant to that Act.

10. Law and jurisdiction

- TWIM1 Preferred Share shall be governed by and construed in accordance with UK, US and Europe Law and the law of UK will prevail in case of conflicts to settle any dispute which may arise in connection with this TWIM1 Preferred Share.
- To resolve any dispute, controversy or claim between them arising out of or relating to this Agreement, or the breach thereof, the Parties agree first to negotiate in good faith for a period of not less than sixty (60) days following written notification of such controversy or claim to the other Party.
- If the negotiations do not resolve the dispute, controversy or claim to the reasonable satisfaction of all Parties during such period, then the Parties irrevocably and unconditionally submit to the exclusive jurisdiction of the International Chamber of Commerce under the applicable law.

Procedures and Investment methodology on the TWEX Group Exchanges and on the TAG Bankers site.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

KYC

1. You can go directly into the www.twex.exchange and click on the menu-item “Investors – KYC”

Investor Know Your Client (KYC)

2. The KYC or the Know Your Client has the following fields to be entered

Sr. No.	Field Name	Field Type	Purpose
1.	Name	Text Edit Field	To enter investor Full Name
2.	First Name	Text Edit Field	To enter investor First Name
3.	Sex	List Field	You can choose your Sex. Current Options are male and female
4.	Amount to be invested	Numeric Edit Field	Numeric value to be inserted to give an understanding as to how much investor wishes to invest on portfolio listed in the exchange
5.	Date of birth	Date Picker	Please enter your DOB here
6.	Contact Reference	Text Edit Field	Name of the referral person through whom the investor came to know about the platform
7.	Passport Document	File Picker	One needs to give proof of passport in pdf or png format. Ideally this should be the first and last pages of the passport and not the complete passport. This is clearly for verification purpose
8.	Address Proof	File Picker	One needs to give proof of address in pdf or png format. Ideally this should be any one of power bill, rent agreement, society maintenance bill, etc. This is again for verification purpose.
9.	Email ID	Email formatted Edit Filed	This field capture the user email id in proper email format during the login. This field would be your User ID going forward and all communication would be done using this.
1.	Contact Number	Numeric Edit field with Country selection option	Here the user has to first select the country he is residing and then input his phone number including the region code. There are two contact number that the investor / user needs to input; one the prime

TWIM1 Prospectus for Initial Preferred Shares Convertible

Class A Offering

			number where he/ she would be contacted and other the alternate number.
2.	Password	Password protected (appears as *) Edit Field	The password field enables you to have a password for your login system. Your password should be strong enough to avoid any intrusion by hackers.
3.	Confirm Password	Password protected (appears as *) Edit Field	User has to input this to reconfirm the password he has entered. This check is essential to see that the password that would be used to login is set right.
Current Address & Corresponding Address Block			
4.	House/ Building	Text Edit Field	User needs to enter the house or building information where he/ she stays
5.	Street Name	Text Edit Field	User needs to enter the street name information where he/ she stays
6.	Town/ City	Text Edit Field	User needs to enter the town/ city name information where he/ she stays
7.	State	Text Edit Field	User needs to enter the State information where he/ she stays
8.	Postal Code	Numeric Edit field	User needs to enter the exact Postal/ Pin Code information where he/ she stays to locate on the GPS System
9.	Country	Country Picker	User needs to enter the Country information where he/ she stays
10.	Same as entered in Correspondence address	Checkbox	You can fill a totally different corresponding address if you wish to. If you want that your current address and corresponding address are the same, please check the "Same as entered" checkbox.

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

3. Once you have filled the KYC form and pressed the “Submit” button you will be asked as to whether “You Are Sure” with the data that has been filled.
4. On pressing OK the KYC information will be saved onto the system database and you will be notified that “You will receive an email after confirmation within 3 international banking days”.

KYC Verification Process

5. A Mail would be sent to your registered email ID stating “Thanks for registering on our platform <https://twex.exchange/>, Your account is pending verifications this may take up to 3 international banking days.”
6. Your details will be run in sanction list and government databases regarding crime, money laundering, etc. We use a major verification company that is used by major banks and even the Financial Conduct Authority (FCA) in the UK.
7. The Admin of the exchange will see a notification on his/ her screen to verify the KYC data and approve for the next step to open a wallet.
8. Once the Admin has approved your KYC you would get another mail stating of the approval as “Your username is xxx@yyy.com and password is *****”

Login Process

9. Once the KYC process is complete and you have received the approval mail, you can now login into the system by clicking onto the “login” menu item with your user id and password mentioned in the approval mail.
10. If your login is successful you will get the above message. 11. The second part of the form includes

Sr. No.	Field Name	Field Type	Purpose
1.	Currency Type	Dropdown list	Allows you to select the “currency of investment”. Currently one can purchase TWIM1 Preferred Shares
2.	Quantity	Numeric Edit Field	You can choose to enter the quantity of either TWEX Preferred Share the investor wishes to buy. If he has chosen Euro as currency the quantity of TWIM1 Preferred Share that would be purchased using Euros would be based on the conversion factor. For e.g. today the TWIM1 Preferred Share is equivalent to 10 Euros. So, the equivalent amount of Euro converted into TWIM1 Preferred Shares Convertible Class A would be calculated and displayed in the adjoining list view.

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

12. The rebate code will be provided by your reference.
13. If you don't have one, don't worry. You can still proceed opening your own wallet.

3.	Wallet Type	Dropdown List	Allows to select the wallet type as to whether it is for an individual investor or it is a company investment.
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14. Once you have selected the Wallet Type you are good to go and open your own wallet at real time by pressing the "Open Wallet" button.
15. If you have successfully opened your wallet it would give the following message: Wallet opened successfully.

Account Statement

16. Once the wallet is opened properly, one will get the Account Statement showing the investment done and the wallet status
17. It will show the Account holder name, wallet id and the currency that is used for transaction. For us all transactions would be in EUROS only.
18. The account statement would show the starting balance of the wallet when it was opened.
19. Note that while opening the wallet the account statement would show only "Credit" entry as we have just purchased the TWIM1 Preferred Shares.
20. Also, the status is set UNCONFIRMED as the transaction has to be verified to be completed by the bank holding the cash funds.
21. Once the transaction is confirmed status will be changed to "CONFIRMED".

Orders & Status (Executing New Orders)

22. One can choose to further execute new orders by clicking the "Order & Status" menu-item under investor or your Login credential on the RHS.
23. The screen of "Execute" order will come up.
24. Currently we are allowing only "buy" operation. Once the minimum offering has been reached of 6,500,000 EUROS sold or raised then conversion will start.
25. You can perform the "Buy" operation as much as you want to invest. Each "Buy" will insert a new record in the list view.
26. Once Done press the "Execute Order" to complete the transactions / orders. If not pressed the transactions would not be completed and reflected in the Account Statement.

Conditions

1. Interpretation
 - 1.1. Words and expressions defined in the TWIM1 Preferred Share shall have the same meanings when used in these Conditions and the Certificate on which they are endorsed unless the context otherwise requires.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

2. Interest

Each converted TWIM1 Preferred Share is entitled to a portion of the sale augmentation post and prior funding as agreed be each company benefitting from the investment.

3. Dealings

No application has been or will be made to any stock exchange for the Preferred Shares Convertible Class A to be listed, dealt in or otherwise publicly.

4. Modification of rights

The Provisions of the TWIM1 Preferred Share and the rights of the Preferred Shareholders 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.

5. Legal Charge

5.1. The Preferred Shareholder will have the benefit of the Legal Charge.

5.2. Any requirement or direction to act or refrain from taking any action under the Legal Charge shall be given by the Preferred Shareholders by Special Resolution.

6. Notices

6.1. A notice to be given to or by a Preferred Shareholder under the TWIM1 Preferred Share or the Conditions shall be in writing.

6.2. A notice or other document may be given to a Preferred Shareholder by the Issuer either personally or by sending it by first class post in a pre-paid envelope address to the Preferred Shareholder at his registered address, or by leaving it at that address (or at another address notified for the purpose) in an envelope addressed to the Preferred Shareholder.

6.3. In the case of joint holders of any Preferred Shares, a notice or other document shall be given to whichever of them is named first in the Register in respect of the joint holding and notice given in this way is sufficient to all joint holders.

6.4. If a Preferred Shareholder (or, in the case of joint holders, the person first named in the Register) has a registered address outside the United Kingdom but has notified the Issuer of an address in the United Kingdom at which notices or other documents may be given to him, he is entitled to have notices given to him at that address, but otherwise no such Preferred Shareholder or person is entitled to receive a notice or other document from the Issuer.

6.5. A notice or other document addressed to a Preferred Shareholder at his registered or address for service in the United Kingdom is, if sent by post, deemed to be given within 24 hours if pre-paid as first class post and within 48 hours if pre-paid as second class post after it has been posted, and in proving service, it is sufficient to prove that the

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

envelope containing the notice or document was properly addressed pre-paid and posted. A notice or document not sent by post but left at a registered address or address for service in the United Kingdom is deemed to be given on the day it is left.

- 6.6. A person who becomes entitled to a Preferred Share by transmission or otherwise is bound by a notice in respect of the Preferred Share, which, before his name is entered in the Register, has been properly served on a person from whom he derives his title.
- 6.7. Where a person is entitled by transmission to any Preferred Shares, the Issuer may give a notice or other document to that person as if he were the holder of such Preferred Shares Convertible Class A by addressing it to him by name or by the title of representative of the deceased or trustee of the bankrupt member (or by similar designation) at an address in the United Kingdom supplied for that purpose by the person claiming to be entitled by transmission. Until an address has been supplied, a notice or other document may be given in any manner in which it might have been given in the death or bankruptcy or other event had not occurred. The giving of notice in accordance with this Condition 10.7 is sufficient notice to all other persons interested in the relevant Preferred Shares.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

Annex III – The offer

1. The Preferred Shares Convertible Class A

The Offer is being made by the Issuer and gives Investors the opportunity to apply for, in aggregate 2,800,000 TWIM1 Preferred Shares Convertible Class A for 10 Euros each (the “Preferred Shares”).

2. Issue Price

Under the Offer, Qualifying Subscribers may apply for the Preferred Shares Convertible Class A at the fixed Issue Price of 10 Euros per Preferred Share.

3. Minimum offer size

A minimum of 650,000 Preferred Shares Convertible Class A in aggregate are available under the Offer.

The Proceeds of the Offer (being the aggregate Issue Price of all the Preferred Shares) are expected to be 6,500,000 Euros if the minimum number of Preferred Shares Convertible Class A is issued and the subscription price is paid, and the maximum amount will be equal to 28,000,000 if the subscription price is paid.

4. Minimum subscription size per Investor

The minimum subscription size per Investor is 10 Preferred Shares Convertible Class A

5. Expenses charged to Investor

Taxes in relation to the issuing of the Preferred Shares.

6. Offer Period

The Issuer offers Preferred Shares Convertible Class A from the date on which the Offer Period begins until 14.00 (London time) on the date on which the Offer Period ends or such earlier or later date as the Issuer may agree. Subscriptions received after the end of the Offer Period are not accepted. Preferred Shares Convertible Class A are issued to Investors as successful subscriptions are received and processed by the Issuer.

No Preferred Shares Convertible Class A are offered for subscription after the end of the Offer Period (subject to the Issuer’s above-mentioned discretion to extend or shorten the Offer Period). The Issuer may reject any subscription in respect of the Offer in its absolute discretion.

7. Cancellation of the Offer

The Issuer reserves the right, in its absolute discretion, to cancel the Offer and the issue of the Preferred Shares Convertible Class A 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

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

Convertible Class A 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 Convertible Class A 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.

8. Return to the Investors

Each converted TWIM1 Preferred Share is entitled to a portion of the sale augmentation post and prior funding as agreed be each company benefitting from the investment.

9. Procedure for subscription

Refer Schedule I

10. Effect of subscription

By completing and delivering a Subscription Form the applicant:

- a. represents and warrants to the Issuer that they have the right, power and authority and have taken all action necessary to make the subscription under the Offer and to execute, deliver and exercise their rights and perform their obligations under any contracts resulting there from and that they are not a person otherwise prevented by legal or regulatory restrictions from applying for such Preferred Shares Convertible Class A as they are or are otherwise treated as applying for or acting on behalf of any such person on a non- discretionary basis;
- b. agrees with the Issuer that all subscriptions under the Offer and any contracts or noncontractual obligations resulting there from shall be governed by, and construed in accordance with, the laws of England and Wales;
- c. confirms to the Issuer that in making the subscription they are not relying on any information or representation relating to the Issuer other than that contained in (or incorporated by reference in) this Prospectus, and the applicant accordingly
- d. agrees that no person responsible solely or jointly for this Prospectus or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this Prospectus, they will be deemed to have had notice of

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

all information in relation to the Issuer contained in this Prospectus (including information incorporated by reference);

- e. confirms to the Issuer that no person has been authorized to give any information or to make any representation concerning the Issuer or the Preferred Shares Convertible Class A (other than as contained in this Prospectus) and, if given or made, any such other information or representation should not be relied upon as having been authorized by the Issuer;

12. Money Laundering Regulations

To ensure compliance with the Money Laundering Regulations, the Administrator may require, at its absolute discretion, verification of the identity of the person by whom or on whose behalf the Subscription Form is lodged with payment (which requirements are referred to below as the “verification of identity requirements”).

The person lodging the Subscription Form with payment and in accordance with the other terms as described above (the “acceptor”), including any person who appears to the Administrator to be acting on behalf of some other person, accepts the Offer in respect of such nominal amount of Preferred Shares Convertible Class A referred to therein (for the purposes of this paragraph the “relevant Preferred Shares”) and shall thereby be deemed to agree to provide the Administrator with such information and other evidence as the Administrator may require to satisfy the verification of identity requirements. If the Issuer determines that the verification of identity requirements apply to any acceptor or subscription, the relevant Preferred Shares Convertible Class A (notwithstanding any other term of the Offer) will not be issued to the relevant acceptor unless and until the verification of identity requirements have been satisfied in respect of that acceptor or subscription. The Issuer is entitled, in its absolute discretion, to determine whether the verification of identity requirements apply to any acceptor or subscription and whether such requirements have been satisfied, and the Issuer will not be liable to any person for any loss or damage suffered or incurred (or alleged), directly or indirectly, as a result of the exercise of such discretion. If the verification of identity requirements apply failure to provide the necessary evidence of identity within a reasonable time may result in delays in the dispatch of Certificates in respect of Preferred Shares Convertible Class A taken up. If, within a reasonable time following a request for verification of identity, the Issuer has not received evidence satisfactory to it as aforesaid, the Issuer may, in its absolute discretion, treat the relevant subscription as invalid, in which event the monies payable on acceptance of the Offer will be returned (at the acceptor’s risk) without interest to the account of the bank or building society on which the relevant cheque or banker’s draft was drawn. This is without prejudice

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

to the right of the Issuer to take proceedings to recover any loss suffered by it as a result of failure to provide satisfactory evidence. Submission of a Subscription Form with the appropriate remittance will constitute a warranty to the Issuer from the applicant that the Money Laundering Regulations will not be breached by application of such remittance.

13. Times and dates

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

14. Taxation

Investors should seek their own independent legal or other advice in relation to their own tax position as a result of subscribing for Preferred Shares.

Annex IV – How to qualify to buy TWIM1 Preferred Shares Convertible Class A

1. Please be advised that in order to be accepted as a valid participant to acquire TWIM1 Preferred Shares Convertible Class A you must first:

- Create an account on the TWEX Platform
- Submit a full KYC package on you,
- Origination of funds for all amounts over 3,000 Euros,
- Proof of address,
- US buyers who are interested in our Preferred Shares Convertible Class A can only buy a convertible Preferred Share without voting rights but with the same conditions as the Preferred Share. We intend to convert them to TWIM1 Preferred Shares Convertible Class A as soon as we have finalized all our regulatory matters with the SEC.

2. Website information

For more information and regular updates of the Issuer, please visit the website

["www.twex.exchange"](http://www.twex.exchange) and www.twexsec.com – trading platforms

["www.twex.eu"](http://www.twex.eu) and ["www.twex.info"](http://www.twex.info) - Information Sites

www.ipso.us and www.88ps.com – Marketing and Promotion Sites

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

Annex V – Use of proceeds, Investment Criteria, policy and returns

1. Use of proceeds

We plan to use all of the proceeds for general corporate purposes and client companies funding requirement, including accounting, legal and marketing activities. In addition, we may use a portion of the net proceeds to acquire complementary technologies or businesses. However, we currently have no commitments or agreements and are not involved in any negotiations with respect to any such transactions.

Preferred Share Distribution Minimum Amount raised
Maximum Amount raised

	Percentage Allocation	Percentage	Allocation
Marketing, Others	4%	Marketing, Others	3.6%
Sale	%	Crowd-Sale	96,4%
	100.00%		100.00%

2. Payout Structure:

Each converted TWIM1 Preferred Share is entitled to a portion of the sale augmentation post and prior funding as agreed be each company benefitting from the investment.

TWIM1 Prospectus for Initial Preferred Shares Convertible

Class A Offering

Annex VI – Information on the Issuer

The Issuer accepts responsibility for the information contained in this Prospectus and declares that it has taken all reasonable care to ensure that the information given in the Prospectus is, to the best of the knowledge of the Issuer, in accordance with the facts and does not omit anything likely to affect the import of such information.

1. Incorporation and conduct of business

The Issuer was incorporated in England and Wales on 31/01/2020 as a Private liability Company under the Companies Act 2006 under the name TWIM1 Ltd.

The Issuer's registered office is at International House, 12 Constance Street, London, E16 2DQ, United Kingdom. The statutory records of the Issuer are kept at its registered office address.

The principal legislation under which the Issuer operates, and under which the Preferred Shares Convertible Class A will be issued, is the Companies Act 2006.

The objects of the Issuer are unrestricted. However, the principal activity is venture and development capital companies.

2. Share capital of the Issuer

The share capital of the Issuer on incorporation was 1 ordinary shares of 1 Pound.

The sole shareholder of the Issuer was Amal Sharma.

As at the date of this document, no options have been granted (or have been agreed to be granted) over any shares in the capital of the Issuer.

3. Articles of association

The Articles contain provisions, inter alia, to the following effect:

Income

Any profits which the Issuer may determine to distribute in respect of the financial year shall be distributed among the holders of the ordinary shares, pro rata according to the amounts paid up or credited as paid up on the ordinary shares held by them.

Capital

The capital and assets of the Issuer on a winding-up or other return of capital shall be applied in repaying the holders of the ordinary shares the amounts paid up or credited as paid up on such

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

shares and, subject thereto, shall belong to and be distributed according to the number of such shares held by them respectively.

Issue of shares

Subject to the provisions of the Companies Act, any shares may be issued on terms that they are, or are liable to be, redeemed at the option of the Issuer or the members on the terms and in the manner provided for in the Articles and with such preferred, deferred or other rights or subject to such restrictions, whether as regards dividend, return of capital, voting, conversion or otherwise, as the Issuer may from time to time determine by ordinary resolution.

Voting rights

Subject to any special rights or restrictions as to voting on which shares have been allotted or issued or in accordance with the Articles: (i) on a show of hands every member entitled to vote on the resolution who is present in person has one vote, and every proxy present who has been duly appointed by a member entitled to vote on the resolution has one vote; and (ii) on a poll every member who is present in person or by proxy and entitled to vote on the resolution has one vote for every share held by them.

Unless the Directors otherwise determine, no member shall be entitled in respect of any share held by them to attend, vote or speak at a general meeting (including a separate meeting of the holders of shares of a particular class) either personally or by proxy, or to exercise any other right conferred by membership in relation to such meetings of the Issuer, if any call or other sum presently payable by them to the Issuer in respect of such share remains unpaid. This restriction shall cease to apply when all amounts due (including interest) are paid, together with all costs, charges and expenses incurred by the Issuer by reason of the non- payment.

Transfer of shares

Transfer of shares may be effected in writing in usual common form or in any other form approved by the Directors. The TWIM1 Preferred Share of transfer shall be signed by or on behalf of the transferor (and the transferee where the share is not fully paid).

The Directors may decline to recognize the transfer of shares unless all of the following conditions are satisfied: (i) the TWIM1 Preferred Share of transfer is duly stamped (ii) it is accompanied by the relevant share certificate and such other evidence as the Directors may reasonably require and (iii) the TWIM1 Preferred Share of transfer may be retained by the Issuer.

The Board shall not register a transfer of any interest in a share if it is to a minor, an undischarged bankrupt, a trustee in bankruptcy or a person who (in the opinion of the Board) is of unsound mind or unless the transfer is made in accordance with the Articles.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

Pre-emption

Any unissued shares shall from time to time before they are issued be offered to all the members in proportion to the amount paid up on the shares held by them respectively (and such offer shall be made at the same price and on the same terms to each such member).

Alteration of share capital

The Issuer may by ordinary resolution increase, consolidate or sub-divide its share capital or cancel any shares which have not, at the date of the ordinary resolution, been taken or agreed to be taken by any person and diminish the amount of its authorized share capital by the amount of shares so cancelled.

Purchase of own shares

The Issuer may purchase its own shares in accordance with the Act.

Permitted interests of directors and voting

The Directors may authorize any matter or situation proposed to them by any Director which would, if not authorized by them, involve a Director breaching his duty to avoid conflicts of interest under section 175 of the Act. Any authorization may impose upon the Director such conditions as the Directors think fit.

A Director who is in any way, whether directly or indirectly, interested in a proposed or existing transaction or arrangement with the Issuer shall declare the nature and extent of his interest to the other Directors before the Issuer enters into the proposed transaction or arrangement or as soon as reasonably practicable in the case of an existing transaction or arrangement.

Provided a Director has declared his interest as detailed in the above paragraph, in relation to any transaction or arrangements in which the Issuer is otherwise (directly or indirectly) interested he:

- a. may be a party to, or otherwise interested in, any such transaction or arrangement with the Issuer;
- b. shall be entitled to vote at a meeting of Directors or participate in any unanimous decisions;
- c. may act by himself or his firm in a professional capacity for the Issuer (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director;

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

- d. may be a director or other officer of, or employed by, or a party to a transaction or arrangements with, or otherwise interested in, any body corporate; and
- e. Shall not, save as he may otherwise agree, be accountable to the Issuer for any benefit which he (or a person connected with him) derives.

4. Directors

The directors of the Issuer are:

- 1) Mr. Amal Sharma,
- 2) Mr. Tapan Das,
- 3) Mr. Chris Paget

The directors do have an interest in the share capital of the Issuer.

The directors have not, in the five years immediately preceding the date of this Prospectus:

- a. had any convictions in relation to fraudulent offences;
- b. been associated with any bankruptcies, receiverships or liquidations;
- c. been the subject of any official public incrimination and/or sanction by any statutory or regulatory authorities (including designated professional bodies); or
- d. Been disqualified by a court from acting as a member of an administrative, management or supervisory bodies or partners.

5. Substantial shareholder

As at 20/05/2020 (being the last practicable date prior to the publication of this Prospectus) The Directors are the major shareholders of TWIM1 Limited the Issuer, and the Issuer is not aware of any person who is directly or indirectly interested in the Issuer's share capital or voting rights.

The directors are aware of their fiduciary duties and their duties under law to act in the best interests of the Issuer. List of shareholders is attached hereto.

6. Corporate governance

The issuer complies with its obligations under the Companies Act. There is no applicable regime of corporate governance to which the Directors must adhere over and above the general fiduciary duties and duties of care, diligence and skill imposed on such directors under English law.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

7. Nature of financial information

Since the date of its incorporation, the Issuer has acted as a holding company and no financial statements have been made up as at the date of this document save for a management report that is herewith attached.

8. Financial reporting

The Issuer's financial statements will be maintained in Euros and prepared in accordance with UK generally accepted accounting principles on a yearly basis in accordance with the applicable provisions of the Companies Act 2006. Each set of financial statements will be prepared up to 31 December in each year.

9. Property

The Issuer does not have any tangible fixed assets, including leased properties.

10. Principal investments

No investments have been made by the Issuer in other undertakings for the period covered by the historical financial information to the date of this document.

The Issuer has not made any firm commitments concerning principal investments in progress or any future investments by the Issuer in the current financial year.

11. Number of employees

11 - 50 employees in European and Asian countries

12. Litigation

There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened so far as the Issuer is aware) during the 12 months immediately preceding the date of this Prospectus (nor are there any such proceedings at the date of this document) which may have, or have had in the recent past, a significant effect on the financial position or profitability of the Issuer.

13. Material adverse change

There has been no material adverse change in the financial position or prospects of the Issuer since 31/01/2020 (being the date of the Issuer's incorporation).

14. Documents available for inspection

Copies of the following documents are available for inspection at the Issuer's websites:

TWIM1 Prospectus for Initial Preferred Shares Convertible
Class A Offering

- a. the memorandum and articles of association of the Issuer;
- b. this document
- c. the Whitepaper
- d. the brochure
- e. the corporate presentation
- f. the unaudited financial statements of the Issuer, when published.

Potential investors may wish to obtain and consider carefully copies of the important documents referred to above and seek such independent advice on their terms as they consider appropriate, prior to making a decision to subscribe for the Preferred Shares.

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

Annex VII – United Kingdom Taxation

This summary is intended only as a general guide to certain aspects of UK tax law and HMRC published practice applicable at the date of this document. UK tax law and HMRC practice are subject to change at any time, potentially with retroactive effect. This section only addresses the position of prospective Investors who are individuals, resident solely in the United Kingdom, who are absolute beneficial owners of their Preferred Shares Convertible Class A and hold their Preferred Shares Convertible Class A as an investment. It does not deal with certain types of prospective Investors such as companies or other persons, subject to corporation tax, insurance companies, dealers in securities, clearing houses, trusts, collective investment schemes, persons who have (or are deemed to have) acquired their Preferred Shares Convertible Class A by reason of employment or persons connected with the Issuer.

The summary does not purport to be a complete analysis of all the potential tax consequences of acquiring, holding and disposing of the Preferred Shares.

Investors are strongly advised to seek their own independent legal/accounting advice.

1. Taxation of interest

Interest on the Preferred Shares Convertible Class A will generally be paid under deduction of income tax at the basic rate, subject to any direction to the contrary from HM Revenue & Customs in respect of such relief as may be available.

Interest may be paid without withholding or deduction on account of UK tax where interest on the Preferred Shares Convertible Class A is paid and when that interest is paid by the company which makes the payment reasonably believe that the person beneficially entitled to the interest is (a) a company resident in the United Kingdom or (b) a company not resident in the United Kingdom which carries on a trade in the United Kingdom through a permanent establishment and which brings into account the interest in computing its United Kingdom taxable profits or (c) a partnership each member of which is a company referred to in (a) or (b) above or a combination of companies referred to in (a) and (b) above, provided HM Revenue & Customs has not given a direction (in circumstances where it has reasonable grounds to believe that it is likely that the above exemption is not available in respect of such payment of interest at the time the payment is made) that the interest should be paid under deduction of tax.

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

2. Disposal

UK resident or ordinarily resident Preferred Shareholders may be subject to Capital Gains Tax (“CGT”) in the normal way on a disposal of the Preferred Shares. The rate of CGT is currently 18 per cent for basic rate taxpayers and 28 per cent for higher and additional rate taxpayers.

Stamp duty and Stamp Duty Reserve Tax (“SDRT”)

The issue of the Preferred Shares Convertible Class A will not be subject to Stamp Duty or SDRT.

Transfers in writing of Convertible Loan Preferred Shares Convertible Class A on sale will generally be liable to stamp duty at a rate of 0.5 per cent of the consideration provided in exchange therefore, rounded up to the nearest £5. No stamp duty should be chargeable to the extent the consideration provided, when aggregated with any consideration payable for any larger transaction or series of transactions of which the transfer forms part of, is less than or equal to £1,000 and a certificate of value in the prescribed form is included in the TWIM1 Preferred Share of transfer. **Investors are strongly advised to seek their own independent legal/accounting advice.**

TWIM1 Prospectus for Initial Preferred Shares Convertible
Class A Offering

Annex VIII

List of shareholders

Total Issued 185,000,000

Outstanding non-issued 815,000,000

Annex IX Management Financial report

Please contact us for more information

TWIM1 Prospectus for Initial Preferred Shares Convertible Class A Offering

TWIM1 Ltd

UNAUDITED BALANCE SHEET AS OF May 22, 2020

In Euros

ASSETS

Current Assets

LONG TERM ASSETS z

Copyright purchased from founder	note 1	150 000
Long Term Investment	note 2	7 500 000
Tokenized Pref. shares issued by clients (Note 3).		<u>28 000 000</u>
Total Assets		<u>35 650 000</u>

LIABILITIES AND EQUITY

LIABILITIES

Current Liabilities

Creditors	133 000
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Long term Liabilities

Deposits by Clients	Note 3	28 000 000
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EQUITY

Capital Reserve	7 500 000
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Issued share capital

170 000 000 shares at 0.0001 per share	<u>17 000</u>
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Total	<u>35 650 000</u>
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TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

Notes to the balance sheet of TWIM1 Ltd

Page 2 of 2 of Balance sheet

Note 1

According to an agreement between the founder and the company it was agreed that the company will buy all the work comprising the idea, the sites and the methodology to run the company at 150 000 Euros

Note 2

Shares sold against a guarantee of face value 10 Million Euros maturing in 5 years and booked in at 75 % of face value.

Note 3

The clients issued Preference shares which were tokenized for an amount of 28 000 000 representing the amount to be raised and backed by the assets of all the listed companies Annex

TWIM1 Prospectus for Initial Preferred Shares Convertible **Class A Offering**

X – Glossary of Terms and Definitions

“Bank”	Millenium BCP
“Board”	the board of directors of the Issuer (or any duly authorized committee thereof) from time to time;
“Business Day”	a day (excluding Saturdays, Sundays and public holidays) when banks in London are open for business;
“Companies Act”	the Companies Act 2006;
“Developer”	TWEX Ltd
“Directors”	the directors of the Issuer from time to time;
“Excluded Jurisdiction”	the Japan, South Korea and China;
“FSCS”	the Financial Services Compensation Scheme as created under FSMA and is the UK’s statutory fund of last resort for customers of authorized financial services firms;
“FSMA”	the Financial Services and Markets Act2000, as amended;
“HMRC”	HM Revenue & Customs;
“Interest”	the profit payable in respect of the Preferred Shares Convertible Class A at the Rate on the Issue Price accruing in the manner and payable on the terms set out in the Preferred Share;
“Investors”	prospective Preferred Shareholders;
“Issue”	the issue of Preferred Shares Convertible Class A pursuant to the terms of the Offer;
“Issue Price”	the issue price per Preferred Share being 10 Euros;
“Issuer”	TWIM1 Ltd
“Minimum Subscription Size”	1 Preferred Share per investor
“Offer”	the offer for the subscription for the Preferred Shares Convertible Class A on the terms set out in the TWEX Preferred Share and, where applicable, the Subscription Form;

TWIM1 Prospectus for Initial Preferred Shares Convertible

Class A Offering

“Offer Period”	the offer period for the subscription for the Preferred Shares Convertible Class A issued in respect of the Offer;
“Preferred Shareholders”	the registered holders of the Preferred Shares;
“Preferred Shares”	Preferred Shares Convertible Class A issued by the Issuer under the Offer;
“Proceeds”	the proceeds of the Offer, being an amount equal to the number of Preferred Shares Convertible Class A issued pursuant to the Offer multiplied by the Issue Price;
“Profit”	As payable after conversion by each company that benefitted from the investment and calculated by applying 1 % to the difference post and prior funding;
“Register”	the register of Preferred Shareholders;
“Security”	the Legal Charge;
“Term”	6 th July 2020 to 31 st December 2020
“UKGAAP”	UK generally accepted accounting practice; and
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland.