Nelson & Partners Consulting

PROCEDURE PRIVATE PLACEMENT PROGRAM (P.P.P)

PREAMBULE:

The investor may be a natural person or a legal person. By international convention, the investor will have to outline the projects he wants to finance. The amount allocated to its projects must be 70% of the amount of the collected returns, the remaining 30% will be free of use.

The investor must have a sum of money available for a minimum of €100 million, in a bank account of a Top-Bank (Top 50). It will have to provide certain documents mentioned below.

The investor's funds must be held in his account for the duration of the Trade. The latter usually takes place over 40 banking weeks (i.e. one calendar year). It is possible, depending on the opportunities, that it can be previously instructed by a "SPOT". In this situation, the duration can be up to 14 calendar months.

At the end of the Trade, the investor's funds are released, free of charge or «clutter».

UNDERSTANDING THE RULES OF A TRADE PROGRAM:

- *None of the usual standards and practices that apply to*

  *In the case of PPPs, investments and traditional financing are carried out. It is a **PRIVILEGE** to be invited to participate in a private placement transaction program and not a **RIGHT.***
- *Directors and sales managers have an almost infinite number of financially competent candidates. As such, **they will favour the applicant who provides the best documents.***
- *An applicant must never underestimate the knowledge of commercial entities about him or her. The absence of full disclosure will disqualify this act of non transparency.*
- *The applicant must first prove that they are "qualified" and not the other way around. As long as the Compliance Department, Traders, and Trading Banks do not accept the client, no investment can take place.*
- *The US Patriot Act (Law of Congress of 26 Oct. 2001) created mandatory compliance procedures. Face-to-face discussions with compliance officials and program management are sometimes required. Any arrogant or demanding personality will be guaranteed to be rejected.*
- *Only the owner of the funds is required as a signatory. Companies must authorize an officer, director or proxy to sign exclusively using a corporate resolution.*

- *Funds must be deposited in an acceptable bank and jurisdiction. It is fraudulent to submit counterfeit, altered or distorted documents or financial instruments. These documents may be subject to prosecution.*
- *Practices, procedures and rules are determined by the federal regulatory authorities of the United States. They have the sovereignty to accept or dismiss the approved traders, the negotiating banks, as well as to reject the management of the program of the central banks of Western Europe.*
- *The terms of the contract, the performance of the schedules, etc.... are designed to meet their needs and not the "whims" of the applicants.*
- *This "market" is highly regulated and strictly confidential, and the absolute confidentiality of the applicant is a key element of each contract. An applicant who violates this principle will precipitate the instant cancellation of his application.*
- *An applicant is called to the greatest exclusivity. If of adventures, it candidate to several Platform, its approach will be known and therefore will not be accepted by any of it.*

THE STEPS:

1) The documents to be provided:

a) AN ACT (Solicitation Letter),

i) Personal legal contact information,

ii) Name and Country of the bank holding the funds,

iii) Amount to be put in Trade and type of currency (€, $),

iiii) Description of the project to be funded by program returns,

b) A CIS (Client Information Sheet) with a passport,

c) Tear sheet or screenshot (e-banking),

Upon receipt the PTF (Platform) will inform on:

- *If a Trade Programme (PPP) is "open" is if one or more Spots are offered,*
- *What returns are envisaged by the PTF, after DD (Due Diligence) validated.*

2) Documentation & Contracts prerequisites:

a) The KYC (Know Your Customer) must be provided in its entirety, and will be reviewed by the compliance officer – A template may be provided. This document must include the copy of the business cards of the two Banking Officers in charge of the investor's account (with all the necessary information: Names of banking officers, PIN codes, securities in the bank, direct phones, direct emails),

b) The proof of funds made by the investor's bank and signed by the two blue ink banking officers. (Tear-sheet, BCL less than 72 H). A copy of this document will be inserted into the KYC,

If the PTF gives a favourable opinion to the investor's request, for a
Trade, here are the documents that will be signed between the investor and the facilitator:

- **Joint Venture Agreement (JVA**). This contract will indicate the conditions (duration, yield) and stipulate that the facilitator is solicited by the investor to "facilitate" the Trade,
- **PSA (Profit Sharing Agreement for Private Placement Program) which is a NCNDA / IMFPA (Non-circumvention Non-disclosure Agreement / Irrevocable Master Fee Protection Agreement),**

In JVA & PSA only the introducer (investor side) and facilitator (platform side) are indicated. In order to guarantee the remuneration of intermediaries, a Letter/Contract will be signed by the "PTF Facilitator" and the intermediaries. Each intermediary will have a copy. An approved Paymaster will be in charge of making the payment to each of them, upon issue of an invoice.

<u>3) Approvals & Agreements:</u>

a) The file is therefore complete when it contains:
   - KYC + POF (Proof Of Funds of less than 72H) + integrated copies of the business cards of the Banking Officers,
   - JVA + PSA.
b) A DD (Due Diligence) will be performed by the PTF, in order to confirm and authenticate the elements provided by the investor,
c) One of the two Banking Officers of the investor will be contacted (Bank to Bank) to confirm the blocking of said funds,
d) The PTF will contact the investor directly to hear him verbally certify his request - *It happens that this POL (Proof Of Life) is done by a video made by the client himself-*

If the PTF Compliance Officer gives a favourable opinion on this SOM, the PTF will transmit the Trade contract to the investor:

- *Either the signatory returns the signed contract by internet and mail,*
- *Either the signatory moves in the bank of the PTF (Usually in London).*

e) As soon as the contract is signed, the Trade starts in compliance with the commitments signed by the parties,
f) The payment of commissions & fees of intermediaries is done by an approved Paymaster (whose contact details are indicated in the JVA).

<u>4) End of contract:</u>

At the end of the period indicated in the contract, the Trade will end and the blocked funds will be released to the investor.

USUAL CONVENTIONAL DISTRIBUTION (TBC):

- The investor will receive directly by the PTF 60% of the net return. Either on his current bank (issuer of the POF) or on another account of his choice. This return will be made on an ongoing basis for each period of the Trade,
- The Trade periods are 5 to 10 banking days for the Spots, and 4 banking weeks for PPPs; the investor is therefore paid each month,
- The remaining 40%, the TFP will retain 15%, the balance 25% will be divided into two equivalent groups (12.5% +12.5%) maximum (Facilitator + Introducer).
- The paymaster in charge of settling the intermediaries will receive 1% of the fees of the intermediaries,
- Intermediaries will be paid at the same rate as the investor.

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