

REGULATIONS OF (BY LAWS)
Terrapin Foundation

By Law NO. 1, _____ (date)

The undersigned, Hugh Karp on behalf of **Nexus Mutual Ltd.**, duly registered company in England and Wales, recorded at File No. 10917763, all with full legal capacity and who from now on will be denominated **THE FOUNDATION COUNCIL**, based on the Founding Act of **Terrapin Foundation**, duly registered private foundation, recorded at File No. _____ of the Public Registry of the Republic of Panama, on 21st of February of 2022 (hereinafter "**THE FOUNDATION**") hereby issues the following Regulations for the Foundation:

PURPOSE OF THE REGULATIONS

The Foundation's regulations have a dual purpose, 1. Complementing and expanding the conditions contained in the Founding Act; 2. Comply with Law No. 25 of June 12, 1995, on the Regulations of the Panamanian Foundations of Private Interest.

FIRST: PATRIMONY OF THE FOUNDATION

The initial capital of the Foundation is TEN THOUSAND DOLLARS (US \$ 10,000.00), or equivalent, plus all those funds and / or securities, real or personal property, shares, bonds, deposits in banks, digital assets, and any negotiable documents that are validly transferred to the Foundation By **THE FOUNDER**, **THE FOUNDATION COUNCIL** or third parties.

Future Contributions

The Foundation's initial patrimony and assets may be increased from time to time by **THE FOUNDATION COUNCIL** at the discretion of the Principal Beneficiaries or other persons through future donations of real estate property, shares, bonds, deposits in banks, funds and / or securities, real or personal property, digital assets, and / or any negotiable documents transferred in accordance with the law.

Patrimony may also be increased by financial revenues of all kinds, such as interest, credits, products, dividends, commissions, income and financial income of any other nature, which in the future derive from the management of the Patrimony.

SECOND: REGIME OF RESPONSIBILITIES

The Foundation Council is obligated to manage the Foundations Patrimony in accordance with the provisions and conditions of the Founding Act and of this Regulation, with the diligence of a good parent. The Foundation and the Foundation Council will have no discretion with respect to the Foundation's assets and the Foundation Patrimony except in winding down the Foundation at the request of the Principal Beneficiaries. Specifically, the Foundation and the Foundation Council

cannot take any action with respect to the Foundation's purpose, assets, or Foundation Patrimony unless directed by the Principal Beneficiaries. The Principal Beneficiaries will have the immediate right and access to their share of the Foundation's assets and income at any time.

THIRD: FACULTIES OF THE FOUNDATION COUNCIL

The Foundation Council will only take measures deemed appropriate by the Principal Beneficiaries for the custody of the Foundation's assets and for the investment of the Founding Patrimony. The Foundation Council is not authorized to make any investments unless instructed to do so by Principal Beneficiaries. These actions may include making investments in fixed-term deposits and / or certificates of deposit, purchase of bonds or shares, digital assets and, or any other type of investment that, in the opinion of the Foundation Council, carries an acceptable risk for the Foundation, always acting on the basis of a good parent.

The Foundation Council shall have, at the discretion of the Principal Beneficiaries and without prejudice to the generality of the foregoing, the following powers and duties:

- A. To administer the assets of the Foundation in accordance with the Founding Act and the Regulations.
- B. To execute and celebrate contracts or legal transactions that result convenient or necessary to fulfill the objectives of the Foundation, which are not contrary to law, morality, good customs and public order.
- C. To deliver to the Principal and Final Beneficiaries of THE FOUNDATION, the assets and economic benefits derived from the Founding Patrimony that have been established in their favor in the Founding Act or in the Regulations.
- D. Perform all acts allowed in accordance with the Law 25 of June 12, 1995, Executive Decree No. 417 of August 8, 1995, and any other applicable legal or regulatory provisions, as well as the Founding Act.

For the fulfillment of their obligations, the Foundation Council shall, at the discretion of the Principal Beneficiaries and without prejudice to the generality of the foregoing, have the following attributions:

- 1. **Investment in Securities and Property of any Kind:** Conserve, acquire, invest, sell or dispose of securities or other movable or real estate property or property of any nature, tangible or intangible, including life insurance policies and digital assets.
- 2. **Cash Deposits:** Place money in deposits in any currency, with banking, financial and brokerage institutions, in any country of the world.

3. **Granting of Loans:** Receiving and granting loans, with or without guarantee, and with or without interest, in any terms and, or for any person, including any Principal, Substitute or Final Beneficiary, or any company whose shares forms part of the Foundations Patrimony.
4. **Payments to minors and/or persons with disabilities:** Apply the capital or interest in favor to any Beneficiary, as established in these Regulations. Payments for a minor or disabled person may be made to any parent or legal guardian, and the Foundation Council shall not be responsible for overseeing the manner in which the money is used, unless is expressly set out in the Regulation.
5. **Income and Disbursements:** Decide if any income or disbursement constitutes capital or interest, and dispose of it in favor of the Beneficiary(s), in accordance with the provisions of these Regulations.
6. **Custody of Property:** Preserve the Foundations Patrimony or deposit it in an institution, without being responsible for any loss that may result, according to what is provided in this Regulation.
7. **Payment of Taxes and Fees:** To pay in name of the Foundation Patrimony any taxes if any, contributions, and any other tax rates, even if this is not in favor of any Beneficiary.
8. **Use of Companies:** Establish, acquire, operate, represent the Foundation at Shareholder Meetings, or control one or more companies in any country and provide or contract the necessary management services; And transfer assets of the Foundations Patrimony to such companies.
9. **Agents:** Employing managers, advisers (including investment advisers) and agents under the usual terms and conditions, and on behalf of the Foundation Patrimony, even if they are not affiliated with the Foundation Council.
10. **Advice:** Hire financial consulting services and legal advice on behalf to the Foundation and the Foundation Patrimony, but without any obligation to act according to opinions and consults received.

FOURTH: BENEFICIARIES

A. PRINCIPAL BENEFICIARIES

1. **Name and General Information:** The Principal Beneficiaries shall be members of the decentralized autonomous organization (a "DAO") that is Nexus Mutual DAO and enter into the DAO Member Agreement as a member.

The Principal Beneficiaries have existing access to all assets at any time on a collective basis. The Foundation and Foundation Council act solely at the discretion of the Principal Beneficiaries. The Principal Beneficiaries will have the immediate right and access to their share of the Foundation's assets and income at any time.

FIFTH: DISTRIBUTION OF BENEFITS AND DISBURSEMENTS.

The Foundation Council may arrange THE FOUNDATION PATRIMONY, as follows:

- A. **DISTRIBUTION OF INTEREST AND PROFIT.** The Foundation Council, shall pay to the Principal Beneficiaries throughout their lives all interest, dividends and any other benefit generated by the FOUNDATIONS PATRIMONY. The Principal Beneficiaries may request that all or part of the profits be accumulated to the capital of the FOUNDATIONS PATRIMONY.

In case of death or loss of legal incapacity of the Principal Beneficiaries, the interest and profits will correspond to the Final Beneficiary. The Final Beneficiary may request that all or part of the profits be accumulated to the capital of the FOUNDATIONS PATRIMONY.

The Foundation Council will use the distribution method that deems most convenient to fully comply with the purpose of THE FOUNDATION expressed herein.

SIXTH: AMENDMENTS TO THE REGULATION

The Founding Council may amend these Regulations and the Founding Act only at the request of the Principal Beneficiaries.

SEVEN: RESIGNATION OF THE FOUNDATION COUNCIL.

The Foundation Council may resign from its position, giving notice at least sixty (60) days in advance, without having to give any explanation to do so. The replacement of the Foundation Council shall be in accordance with what is established in the Founding Act and / or these Regulations.

NINTH: DOMICILE OF THE FOUNDATION

The Foundation's address is at #6, 61 street, Obarrio, Panamá, Republic of Panama.

TENTH: DISSOLUTION AND LIQUIDATION

The Foundation has, in principle, a perpetual duration. However, it may be extinguished in consideration of the following paragraphs.

The purpose of the Foundation is those set forth in the Founding Act, as well as the purposes of disposing of the FOUNDATION PATRIMONY in accordance with the instructions, terms and conditions of these Regulations, so it is understood that the Foundation should be extinguished once the Foundation Council has fully fulfilled the purposes of the Foundation and once the Final Beneficiary (s) have received the FOUNDATION PATRIMONY unless it expresses its desire to leave the Foundation in force. The foundation shall not be wound down for at least one calendar year and a day.

Upon the dissolution of the Foundation, the Foundation Council would be in charge of liquidation or may appoint one or more liquidators, for the purpose of arranging their affairs, collecting their credits, paying their debts, and dividing or distributing capital and interest of the FOUNDATIONS PATRIMONY to among the Beneficiaries.

ELEVENTH: LEGAL DISPOSITIONS.

Legal relationships arising from the application of this Regulation shall be subject to the Law 25 of June 12, 1995, Executive Decree No. 417 of August 8, 1995, and any other applicable legal or regulatory provisions, as well as the Founding Act.

In the city of London, England, on the 21st of February, two thousand and twenty two (2022).

NEXUS Mutual LTD.

FOUNDATION COUNCIL