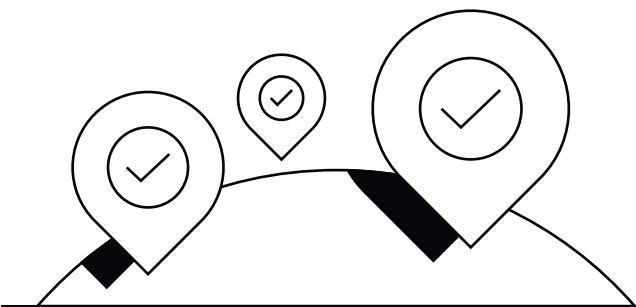
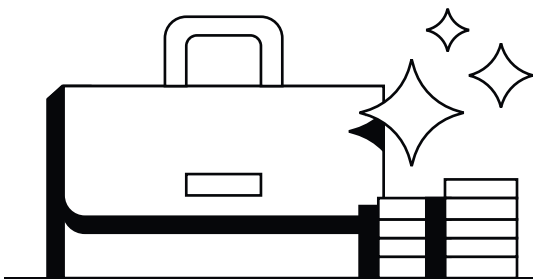


# Ondo USDY is an institutional-grade debt token that brings low risk dollar yield to global retail and institutional investors.



## Broadly Accessible

Tokenized loan that can trade globally in secondary markets to self-certified non-US investors



## Secured by Quality Collateral

Secured by a portfolio of short-term US Treasuries and high quality bank deposits under control agreements



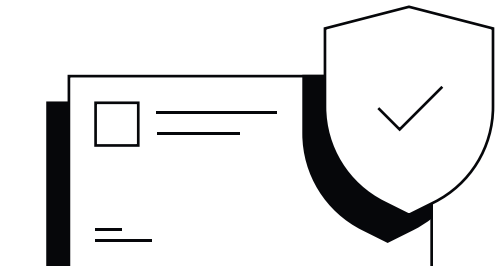
## Compliant with Regulations

Issued under a continuous Reg S offering to offshore investors with best practices KYC/AML/CFT procedures



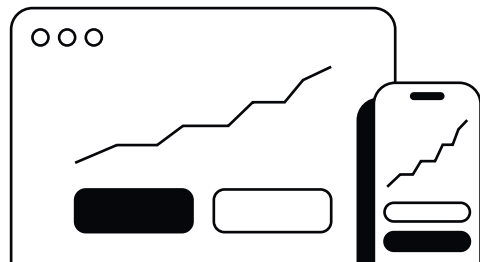
## Yield-Bearing

Accrues a variable interest rate, adjusted monthly by Ondo, in the form of a redemption value that increases over time



## Bankruptcy-Remote

Assets backing USDY are designed to be ring-fenced from a hypothetical Ondo bankruptcy



## Daily Liquidity

Non-US investors can both mint and redeem USDY on a daily basis

## Issuer Structure

USDY represents senior secured debt (and the only debt) of Ondo USDY LLC, a bankruptcy-remote, wholly-owned subsidiary of Ondo Finance Inc., domiciled in Delaware, US. Ondo USDY LLC can only hold high quality demand deposits and short-term US Treasuries. Ondo USDY LLC includes a junior equity buffer targeting 3% of its total assets.

## Debt Terms

USDY earns a variable interest rate that is set by Ondo monthly in advance. USDY can be minted and redeemed on a daily basis for USD at an exchange rate that increases over time based on the variable interest rate (i.e. interest is compounded into principal). The target APY at launch is 5%. USDY is secured by the issuer's deposit accounts and US Treasuries through control agreements with third-party banks and custodians.

## Offering Structure

USDY is being issued in a continuous Reg S debt placement to non-US lenders, who can transfer it after 40 days to any transferee on a secondary transfer allowlist. Potential holders of USDY can add themselves to the secondary transfer allowlist by attesting that they are non-US persons.

## Third-Party Verification

Ankura Trust Company will act as Verification Agent and Collateral Agent. In accordance with the governing documents, Ankura will be responsible for daily reporting to investors, monitoring that the collateral remains in compliance with eligibility criteria, and accelerating repayment if the borrower is in non-compliance.



NEITHER THIS DOCUMENT, NOR ANY RELATED DISCUSSIONS, NOR ANY PORTION HEREOF OR THEREOF CONSTITUTES ANY OFFER TO SELL, OR ANY SOLICITATION OF AN OFFER TO BUY, ANY SECURITIES, INCLUDING BUT NOT LIMITED TO USDY TOKENS.

THE USDY TOKENS DESCRIBED HEREIN HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), THE SECURITIES LAWS OF ANY STATE WITHIN THE UNITED STATES, OR THE SECURITIES LAWS OF ANY JURISDICTION OUTSIDE OF THE UNITED STATES.

ANY OFFER, SALE, RESALE, PLEDGE, HYPOTHECATION OR OTHER TRANSFER OF ANY USDY TOKENS IS PROHIBITED, EXCEPT WHEN MADE: (I) IN ACCORDANCE WITH THE PROVISIONS OF REGULATION S UNDER THE SECURITIES ACT, PURSUANT TO AN REGISTRATION STATEMENT UNDER THE SECURITIES ACT, OR PURSUANT TO AN AVAILABLE EXEMPTION FROM REGISTRATION; (II) IN ACCORDANCE WITH APPLICABLE LAWS, RULES AND REGULATIONS; AND (III) IN ACCORDANCE WITH THE REQUIREMENTS AND CONDITIONS SET FORTH IN THE AGREEMENTS BETWEEN THE ISSUER AND HOLDER OF THE USDY TOKENS.

ACCORDINGLY, THE USDY TOKENS MAY NOT OFFERED OR SOLD IN OR TO THE UNITED STATES OR TO “U.S. PERSONS” WITHIN THE MEANING OF RULE 902 OF REGULATION S UNDER THE SECURITIES ACT, UNLESS SUCH TOKENS ARE REGISTERED UNDER THE SECURITIES ACT OR AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT IS AVAILABLE.

ALL TERMS DESCRIBED HEREIN ARE SUBJECT TO FINAL REVIEW AND NEGOTIATIONS BY ONDO USDY LLC AND ITS PROPOSED COUNTERPARTIES. NEITHER THIS DOCUMENT, NOR ANY RELATED DISCUSSIONS, NOR ANY PORTION HEREOF OR THEREOF CONSTITUTES ANY REPRESENTATION, WARRANTY OR COVENANT ON THE PART OF ONDO FINANCE INC., ONDO USDY LLC OR ANY OTHER PERSON.