

# TWIN

## TAG WORLD INDIA EXCHANGE

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**WHITEPAPER**

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**TWEX LTD.**

A TAG BANKER COMPANY

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## Executive Summary

Tag World Exchange (TWEX) is a Smart Contracts Trading Platform that enables investors to invest their funds through smart contracts. The TWEX Platform addresses the main issues of the current investment vehicles, such as lack of diversification, non-compliance with existing and foreseen regulation and lack of standardization. The platform solves these issues by the introduction of the TWIN Tokenized Preferred Shares (TPS). TWIN TPS are issued by all companies registered on the Exchange and gives certain payment rights to the owner. They can also be independently traded on the Exchange. The TWIN TPS are proposed to be raised in India as a Utility Product.

### TWIN Tokenized Preferred Shares (TWIN TPS)

The TWIN Tokenized Preferred Shares are software products (digital resources), created by the website owner as a proof of membership of the holders in the TWEX ecosystem. It gives them the right to use the Exchange and all of its proprietary tools.

The TWIN Tokenized Preferred Shares gives its owners the possibility among others to use its proprietary assets valuation and payment algorithm. This proprietary Algorithm has been developed by our team in order to help patrons to price specific investments held and traded on our Exchange. Pricing of any specific investment is made based on two yearly audits made by our Accounting and Audit Department for each company listed on the Platform. Pricing of any specific investment is made based on two yearly audits made by our Accounting and Audit Department for each company listed on the Exchange. Data collection will enable us to create a template of how well financially the company is and if with its present cash flow and receivables it will be able to pay its debts. Boasting over 25 financial data control points, ratios, and indexes coupled with probability and net present value accounting for current and up to date market rates our algorithm is able to price the investments and enable you to sell all or part of said investments at prices of your choosing. This helps to create liquidity for private investments using laws of supply and demand coupled with intelligent high benefits-oriented pricing.

Powered by the Ethereum network the TWIN TPS issued are not considered as securities, but instead, have a Utility function as they solely give access to the company's product or service, i.e. have a practical use. This helps to create liquidity for private investments using laws of supply and demand coupled with intelligent high benefits-oriented pricing. But under no circumstances whatsoever can you be considered as a shareholder of TWEX Ltd – the company TWIN TPS are not and shall not be considered as securities as there are no monetary rights attached to them.

Preference Shares issued by TWEX are registered on the BLOCKCHAIN, holding no equity rights or voting rights. But holding profit participation rights. TWIN TPS or the TWIN Tokenized Preferred Shares are preferred shares issued by a company - only difference we are registering it on the block-chain with its inherent payment structure. As there is no equity involved we do not have to register with anybody except within the companies' charter ratified by its Board.

Similar to usual Preferred Shares, TWIN TPS holders too are entitled to receive their claims prior to the equity shareholders of the organization during the winding up of the company. They are ranked as senior and priority debts.

Please note that the TWIN TPS is in no way impacted by non-payments of individual loans as each company trading on the Exchange and benefitting from the initial investment issues its own engagement to pay directly in favor of holders.

Thus, the issued Preferred Shares will hold the following rights:

1. Priority and seniority against all other debtors of the company– in case of bankruptcy holders are paid first
2. No voting rights
3. No equity rights
4. No convertibility rights
5. Capital payable on agreed upon timetable and represented by a series of Smart Contracts Capital (SCC) issued by each company listed on the Exchange and that benefitted from the initial investment
6. Gives the right to the owner to profit participation payable on agreed upon timetable and represented by a series of Smart Contracts Profits (SCP) issued by each company listed on the Exchange and that benefitted from the initial investment.

## The Offering

### **The Issue of 49,000,000 TWIN Tokenized Preferred Shares at the rate of 0.10 Euro cents each**

For every 0.10 Euro cents invested investor gets 1 TWIN TPS + SCC + SCP issued by all companies registered in India listed on Exchange and that benefitted from the investment

**Date of Issue:** 23<sup>rd</sup> July 2018

**Closing Date:** 4<sup>th</sup> August 2018

**Accepted Currencies: All FIAT Currencies like USD, EUROS, BRITISH POUNDS, etc**

(This is a non-exhaustive list and may change. Please consult [www.twex.exchange](http://www.twex.exchange) website for more information)

**Lock-in period:** Lock up period for the TPS lasts until 15 days after the end of period unless the IPSO's (Initial Preferred Shares Offering) date is extended at management sole discretion.

The total supply of TWIN Tokenized Preferred Shares (TPS) is 49,000,000

We are reserving all TPS to investors only.

#### **Investors get:**

- a) 1 TWIN TPS
- b) % of SCC of each company traded
- c) % of SCP of each company traded

The TWIN Tokenized Preferred Shares are non-inflationary & based on real-world economies. They act as a proof of membership of their holders in the TWEX Ecosystem. However, under no circumstances, TWIN Preferred Shareholders can be considered as shareholders of the TAG World Exchange, TWEX Ltd., TAG Investment Bankers Ltd, TWEX Ltd Portugal branch and/or any of their associated companies. By releasing the TPS, we invite all participants to become the creators of TWEX ecosystem. Each TWIN holder can obtain total access to TWEX's signals, services, information, and analytical products. No TWIN TPS holder will be authorized to the right to vote at any company meeting. Dividends on the shares will be paid as per the "Profit Generation" clause below and solely via SCP.

### Profit Generation

Up to 49,000,000 TWIN TPS are being offered for sale at an initial price of 0.10 Euro cents each. Each TWIN TPS bears rights to 30 % of all profits generated by the Exchange and 1 % of total sales of all companies listed and benefitting from this funding. Buyers are also remitted ownership on a pro-rated basis to various Smart Contracts for Capital Repayments (SCC) and

Profit Participation (SCP) issued by all companies listed on the Exchange and benefitting from this funding. The smart contracts are the proof of their holders' role as lender to the issuer of the contracts and to their inherent rights to payback of capital and profit following specifics of each smart contract issuer. The TWIN TPS – Tokenized Preferred Shares provide their holders a right to receive 1/49000000 per Preferred Share held, of all amounts paid by companies that received the initial funding raised for their projects. Each of these companies is obligated to pay to TWEX Ltd 1.5 % of their gross sales. 1 % of said gross sales will be deposited in escrow and distributed to TWEX holders:

Thus, the investors return involves:-

- d) 1% of the total sales of all companies paid to our ecosystem and redistributed to all TWIN owners by the TPS only
- e) 30% of profit generated from TWEX platform – profits generated via 0.5 % of sales of each company, trading fees charged by TWEX for sale and trading of SCC and SPPs, fundraising activity – commission, licensing and sale of our hardware device the TWAL along with all of its future implementation and development and others as applicable in the future.

### Impact

All such TWIN Tokenized Preferred Shares are going to be deposited in a Trust Account held by TWEX Ltd in favor of such investors. They can only benefit from it if the TWIN TPS are converted into cash and at the then prevailing market value – lock-in-period of 3 years. Payments after the sale of said TPS elected collegially by all such investors will then be distributed less a management fee of 10 % after sale and conversion in FIAT currency and distributed as an additional income. We also reserve the rights to buy back said TWIN TPS at market value less a discount to be agreed to and partly or entirely burn said TPS afterward.

### Dealings

You may purchase the TWIN TPS within either the period of the initial preferred share offering set out herein and after on different exchanges or during the now on our private exchange. No application has been or will be made to any stock exchange for the TWIN TPS to be listed, dealt in or otherwise publicly traded.

### Modification of rights

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

### **Cancellation of the Offer**

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

### **Time and dates**

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

### **Address for receiving payments**

- ✓ The addresses to receive payments for the TWIN Preferred Shares will be determined and announced by the Issuer. Each Investor shall make payment to such addresses as indicated by the Issuer through which he/she intends to participate in the offering.
- ✓ The addresses mentioned above will be the only valid addresses for receiving payments for the TWIN Preferred Shares. Sending to any other address will neither be recognized by the Issuer as a valid payment hereunder nor entitle the sending person to claim any TWIN Preferred Shares.

## **Introduction to the Exchange**

Tag World Exchange Ltd. is a company incorporated as on 25th July 2017 in the United Kingdom with registered number 10881833. The company's registered office is situated at 71-75 Shelton Street Covent Garden, London, WC2H 9JQ, United Kingdom and falls under the jurisdiction of England and Wales.

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

a hustle free smart contracts and TWIN Tokenized Preferred Shares and debts exchange. We provide transparency trading where all trading transactions are transparent and can be checked and audited by the users.

The TAG World Exchange or TWEX is a worldwide platform. Specifically, TWEX is a Smart Contracts Trading platform that helps to create liquidity and transparency for investors and funded companies alike. A private investment by definition is illiquid. We at TWEX enable companies to pay back on a timing of their choosing and amounts that most correspond to their capacity to pay back.

### **Key approach**

#### **Transparency**

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

#### **Liquidity**

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

#### **Sustainability**

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

#### **Fees and Usability**

Setting up the proper investment structure is a costly endeavor. Not all trading platforms set up a proper structure, which leads to greater regulatory risk. TWEX believes that now is the right time to introduce industry standards for setting investment vehicles that can attract investments from private individuals and institutional investors of any kind. This will reduce or remove regulatory risk from investors at a minimal rate.



## Principal Strategies

1. Active social media marketing in order to promote knowledge about our clients to potential 10 investors.
2. Comprehensive explanations about said companies, their products, and the people behind it all.
3. Each investor has the only access to their funds through their respective wallet. We do not store any keys of our investors and companies.
4. Valuation is based on the existing, future and or both assets valuation and potential of the companies. Then our proprietary algorithm will ensure that said price matches acquisitions, sales, offer and demands as given to us by the entities that enable sales.
5. Furtherance of sales of products via our own e-commerce platform at a later stage.

## 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. The proportions in which the proceeds are to be used are to be distributed in the manner stated below:

### **70% for Client Companies**

Utilizing the amount of Client Companies fundraising

### **10% for Research & Development**

1. Redesign and improvements to UI/UX
2. Development for new features post TWEX Platform launch
3. The cost to hire and maintain a team of expert advisors, researchers, and coders for continuous development and safeguard of the system

### **5% for the Contingency fund**

The contingency fund is a reserve to potentially deal with severe and unexpected events, for example, network hacking, customers' data breach, and lawsuits.

**5% for Partnership**

This part of the fund will be utilized in development of strategic partnership in order to bring close technological (university/labs), regulatory and business collaboration. It will also enable us to negotiate with outsiders and pay their fees in order for the TWIN Tokenized Preferred Shares to be traded outside of our Platform and on third party Platforms.

**10 % for Marketing**

Promote Issuer's technology by increasing awareness and knowledge of the TWEX platform and Issuer's Hardware wallet to help all the future stakeholders to figure out what can be built with it. These are approximate proportions. Variations may occur according to the platform requirements.

## THE TWEX Platform

### Components

The system we are developing has **three major components**:

- ✓ Service Area
- ✓ Smart Contracts Trading platform
- ✓ Hardware Wallet designed to be used with our own Trading Platform and compatible in the future with other exchange services

### 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

### Smart Contracts

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

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

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

### **Smart Contracts Trading Platform**

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

#### **The trading module on the platform allows trading of**

- ✓ TWIN Tokenized Preferred Shares
- ✓ SMART contracts

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

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

### **Secured Hardware-Wallet**

The wallet is essentially a software program which stores graphic keys and interacts with BLOCKCHAIN for users trading as well as checking their balances. Unlike a traditional wallet in your pocket, this wallet doesn't store currency, but instead stores all the private keys associated with the generated wallet addresses. Those private keys are utilized to unlock the funds in your wallet and sign off the ownership.

The TWEX Hardware Wallet is designed to ensure a total protection of your data & TWIN TPS. The TWEX Hardware Wallet provides the latest security biometric technology; it is based on cognitive algorithm that is coupled with facial recognition and thumbprint recognition.

Moreover, a smartcard will be implemented to store private keys and prevent any theft of customer's data keys. There are 4 parts to the device:

1. Fingerprint scan plate
2. Face scan with camera
3. Display to show the status of a transaction/scan
4. Charging point to charge device.



The TWEX Hardware Wallet will be also offered to other Platforms, Banks, etc. on Lease around the World in a decentralized way that ensures a total protection of local data.

A hardware wallet is a special type of wallet which stores the user's private keys in a secure hardware device. The hardware creates an isolated environment which keeps your private keys safe on a secure chip. This is an important feature because you use private keys to sign your transactions as well as to recover your address. These hardware wallets are also considered cold wallets because they isolate your private keys even when they are connected to the internet. They have major advantages over standard software wallets. Hardware wallets are immune to computer viruses that steal from software wallets. The private keys are stored in a protected area of a microcontroller, and cannot be transferred out of the device in plain text.

**There are several advantages to hardware wallets:**

- ✓ Private keys are never exposed to your computer.
- ✓ Your hardware requires you to confirm a transaction on your device (not the app on your computer) before any shares can be spent.
- ✓ Most hardware's are encrypted with pin #'s, like your debit card, which adds another layer security.

The hardware company's software is usually open source which allows users to validate the entire operation of the device.

### **Investor eligibility**

Tag World Exchange Ltd. is designed for:

- ✓ Investor who can afford to tie their monies for three years or more
- ✓ Investors who want to diversify their portfolio internationally.

- ✓ Investors who want to invest in local communities around the World and thus enhance and embrace the globalization trend that has taken over the World.
- ✓ Investors who are not limited by geographical and obscure views but that are rather opened to the World and attuned to the new ways of this ever growing, empowering and constantly changing World and work environment laced with humongous potential.
- ✓ Investors who are forward thinkers and who have a global view of the World, its risks and its ever-growing potential.

**NOTE:**

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

**How to qualify to buy TWIN TPS?**

Please be advised that in order to be accepted as a valid participant to acquire TWIN Preferred Shares you must first:

- ✓ Create an account on the TWEX Platform
- ✓ Submit a full KYC package on you plus Origination of funds for all amounts over 3,000 Euros
- ✓ Proof of address

By continuing on to use our website you hereby warrant and represent that you have irrevocably and accepted all of our terms and conditions without liability and or responsibility from us, our employees, associates and or any other affiliated or parent companies unless so confirmed in writing.

**How to get listed on Tag World Exchange**

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

Terms and Conditions for Companies to be accepted on TWEX:

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

- ✓ Creation of an executive summary – derived from the business plan;
- ✓ Letter by the Founders explaining about their company

- ✓ The Offering: Amount required – capital repayment term and interest payment terms based on sales and profits before taxes solely.
- ✓ Use of funds detailed explanations
- ✓ Risk Factors
- ✓ Disclosures
- ✓ Management
- ✓ Audit/Financials

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

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

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

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

**F.** We will adapt and use our standard Smart Contracts for your capital and interests repayments. The Issuer does not guarantee that each Investor will satisfy all the conditions mentioned above. Each Investor shall only claim his/her purchased TWIN TPS for sale from the relevant platform through which he/she has participated in the IPSO. The Issuer will not directly deliver any TWIN TPS for sale to any Investor. Each Investor shall be responsible for keeping TWEX WALLET (including hardware wallet) intact and secured at any time. The Issuer shall not be held liable for the TWEX WALLET of any Investor being hacked, stolen or lost, in which case the delivery of purchased TWIN Tokenized Preferred Shares for sale could fail, become impossible or be miss-sent.

## **System Architecture**

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

### **Smart Contracts Architecture**

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



## **Risk Analysis**

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

### **Security Weakness**

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

### **Blockchain Technology**

BLOCKCHAIN is evolving and cannot guarantee absolute security at all times. Advances in the technology, such as code cracking, or technical advances such as the development of quantum computers, could present risks to all BLOCKCHAIN-based systems. This could result in the theft, loss, disappearance, destruction or devaluation of the TWIN TPS 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 BLOCKCHAIN and to incorporate additional reasonable security measures where appropriate. The future of BLOCKCHAIN or security innovations is unpredictable while the Issuer will try its best to accommodate the continuing changes in the domains of BLOCKCHAIN and security.

### **Insufficient Information Availability**

The Issuer is at the stage of development as of the date of this Prospectus and its philosophy; consensus mechanism, algorithm, code and other technical specifications and parameters could be updated and changed frequently and constantly. While the TWEX Whitepaper contains up-to-date key information of the Issuer, it is not absolutely complete and is subject to adjustments and updates that the Issuer might make from time to time for certain purposes. The Issuer is not in a position, nor obliged, to keep the Investors closely posted on every detail of the Company's development (including its progress and expected milestones whether rescheduled or not) and therefore will not necessarily provide the Investors with

timely and full access to all the information relating to the Company that may emerge from time to time. The insufficiency of information disclosure is inevitable and reasonable. Similarly, the Company is not obligated to give any reports on the health of its main employees and management

### **Development Failure or Abortion**

The Issuer is still in the process of development for its hardware wallet even if it is ready to launch. Due to any complexity of the Issuer's system, the Issuer could be faced with unforeseeable and/or insurmountable difficulties from time to time. Accordingly, the development of the issuer could fail or abort at any time for any cause (including insufficiency of funds). Although the hardware wallet will be licensed and registered, the development failure, theft of idea or abortion would result in a huge loss to the Issuer.

### **Unfavorable fluctuation of currency value**

The proceeds of the sale of TWIN TPS will be denominated in Euros and may, at Issuer discretion, be converted into other currency denominations. If the value of other currencies fluctuates unfavorably during or after the Sale Period, the Issuer may not be able to fund development, or may not be able to maintain the Platform in the manner that is intended.

### **Management Decisions**

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

### **Difficult Predictions**

Our revenues and expenses are difficult to predict and can vary significantly from period to period, which could cause our share price to decline. The economic environment, pricing pressure, and decreased employee utilization rates could negatively impact our revenues and operating results.

### **Compliance with new and changing Corporate Governance**

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

**Expansion of global business**

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

**Intellectual Property**

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

**Subject to Litigation**

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




**Additional Risks related to the Funded Companies**

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

## Team Members




### Board Members


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

 <p><b>Amal Sharma</b> Director, Chief Executive Officer</p>	<p>A creator of businesses with more than 25 years' experience in banking, finance and corporate funding.</p> <p>Educated at University Paris IX Dauphine in France. Writer with more than 5 books published. Bilingual (French and English)</p>
 <p><b>Tapan Das</b> Chief Technology Officer</p>	<p>Senior-level Fin-tech professional with 26 years' experience and proven track record of applying appropriate practical mix of technologies blended with subject matter expertise in Finance.</p> <p>An engineer in computer science, an MBA in marketing and an MBA in Financial Markets and a certified Design Thinking professional from MIT.</p> <p>Follows a process driven design thinking methodology with management and leadership initiatives that helps meet business needs while minimizing risks</p>
 <p><b>Drs. Ajay Sharma</b> Manager</p>	<p>An accomplished Board member, international speaker, social entrepreneur, Impact investor and executive for business development in European, Asian and Middle-East markets.</p>

### Companies Listed

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

	<p style="text-align: center;"><b>Alpen Design Studio Ltd.</b></p> <p>The Company is engaged in multi-line businesses in the animation-related industry, with the primary focus on production, distribution of animation movies, films, clips, advertisements with both features of audio and video and motion pictures also dubbing, design, programming of animation clips and providing other services including marketing, web developing, legal etc. in countries like UK, Andorra and India. The Company is seeking 4,500,000 Euros.</p>
	<p style="text-align: center;"><b>Joy Hotel &amp; Resorts Private Limited</b></p> <p>The Company was incorporated as a Public Limited Company .The Name of the Company was changed from Blue Coast Hotels and Resorts Ltd. to Blue Coast Hotels Ltd. with effect from 29th October, 2009. BCHL forayed into the Hospitality sector in 1996 with an acquisition of a 45 acre parcel of land in Goa where it built its flagship property 'Park Hyatt Resort &amp; Spa'. At present the company owns Park Hyatt Goa Resort &amp; Spa, a 5 Star Deluxe Beach Resort at Arossim Beach, Goa; MGM Grand New Delhi and Sheraton Chandigarh. Company seeking: 22,000,000 €</p>
	<p style="text-align: center;"><b>Technovaa Plastic Industries Pvt. Ltd</b></p> <p>TPIPL was set up in FY 2011. It is located in Gujarat, 50 KM from the city of Ahmedabad. TPIPL is a leader in the Cast Polypropylene (CPP) and Stretch film industry. The company is seeking: € 20,000,000.</p>

	<p style="text-align: center;"><b>FundTonic Service Private Limited</b></p> <p>FundTonic Co-Working Spaces and Incubation Centres: Started May 2017 onwards. Mumbai Centre: Started our first centre in Mumbai of 150 seats under 10,000 sq. in May 2017. We are the first co-working space to have achieved break-even within 6 months of operations and increase an over capacity i.e. 175 seats occupancy within 10 months of operations. The company is seeking € 2,500,000.</p>
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This is a non-exhaustive list that may change with new ventures added. Please consult our site for more information [www.twex.in](http://www.twex.in)

## Termination

### **Termination Event**

Not with standing anything to the contrary contained herein, the Issuer shall be entitled to terminate the offering if any of the following events occur:

1. The offering is held illegal or irregular under the applicable laws of any jurisdiction, is prohibited, banned or forced to cease by any government in any jurisdiction; and
2. The development of Issuer discontinues prior to the Launch as a result of any Force Majeure event and cannot be resumed within three (3) months.
3. For any cause the Issuer elects to terminate the offering prior to the close of the Payment Window by making an announcement on the Website;
4. The development of the Issuer is required by any applicable law to terminate

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

## AML Policy

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

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

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

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

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



## Terms & Conditions

1. These terms are a legally binding agreement between you, the user, on one part, and the website owner, on the other part, also individually referred to as a “party” and collectively as the “Parties”.
2. These terms define basic mutual rights and obligations of the website owner and the users, either registered or just visiting certain pages of the website, during their use of the website, including but without limitation, for the purpose of buying the TPS.
3. By using the website, the users accept these terms in full and agree to be bound thereby and comply therewith.
4. These terms are effective at the time the users begin using the website. The users may withdraw from their obligation under the terms at any time by discontinuing the use of the Website
5. The user acknowledges and accepts that: - these terms are subject to change, modifications, amendments, alterations or supplements at any time without prior written notice, at website owner’s sole discretion, by updating this posting at the “last updated” section; the user’s continued use of the website after the amendments etc. Shall constitute the user’s consent here to and acceptance hereof; - the website owner reserves the right, at its own and complete discretion, to modify or to temporarily or permanently suspend or eliminate the website, and/or disable any access to the website.
6. By using this website, you covenant, represent, and warrant that: - you are of an age of majority to enter into this agreement, meet all other eligibility and residency requirements and are fully able and legally competent to enter into the terms, conditions, obligations, affirmations, representations, and warranties set forth herein and to abide by and comply herewith; - you are aware of all the merits, risks and any restrictions associated and BLOCKCHAIN-based systems, as well as you know how to manage them, and you are solely responsible for any evaluations based on such your knowledge; - you have necessary and relevant experience and knowledge to deal with BLOCKCHAIN-based systems, as well as you have full understanding of their framework.
7. You shall not use the website if you are prohibited under the applicable law from using it. In particular, should any limitation or prohibition as to your purchase or use of any amount of the TPS exist under the applicable law, we persistently recommend you not to use this website.
8. The pages of the website may contain links to third-party websites and services. Such links are provided for your convenience, but their presence does not mean that they are recommended by TWEX LTD. In addition, TWEX does not guarantee their safety and conformity with any user expectations. Furthermore, we are not responsible for maintaining any materials referenced from another site and makes no warranties for that site or this service in such context.

9. TWEX Ltd. assumes no obligations in the event of any damage or loss, or any other impact, directly or indirectly resulting from the use of any content, goods or services available on or through any such third-party websites and resources.

### **Contact Information**

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