

MEMORANDUM OF UNDERSTANDING (MoU)

This Memorandum of Understanding ("MoU") is made and entered into on this March 10th, 2025, by and between:

Party 1:

Digital Hospitality Pvt. Ltd.

Represented by: Mr. Sean Howell

Hereinafter referred to as "Company".

Party 2:

Business Oxygen Pvt. Ltd.

Hereinafter referred to as "Advisor".

1. Purpose:

The purpose of this MoU is to outline the terms and scope of engagement between the Company and the Advisor for advisory and consultation services related to structuring foreign investment, tax planning, and compliance under Nepalese laws.

2. Scope of Work:

The Advisor agrees to provide advisory services on the following matters:

- Structuring foreign direct investment (FDI) efficiently.
- Issuance of different share classes and convertible instruments.
- Tax implications and compliance related to sweat equity and employee stock options.

3. Responsibilities of the Parties:

- The Company agrees to provide all necessary financial and legal documents required for the Advisor to conduct their advisory services.
- The Advisor shall provide professional advice and recommendations in a timely manner based on applicable laws and best practices.

4. Confidentiality:

Both parties agree to keep all information shared during this engagement strictly confidential and not disclose it to any third party without prior written consent.

5. Fees & Payment Terms:

- The fees will be NRs. 100,000.

6. Legal Status:

This MoU is a preliminary understanding and does not constitute a legally binding agreement except for clauses related to confidentiality and payment terms, unless otherwise specified in a separate contractual agreement.

7. Governing Law:

This MoU shall be governed by and interpreted in accordance with the laws of Nepal.

For Digital Hospitality Pvt. Ltd.:

Name: Sean Howell

Designation: Co-founder

Date: March 10th, 2025

For Business Oxygen:

Name: _____

Designation: _____

Date: _____