

SYNOPSIS - INVESTMENT FOR LARGE PROJECTS

LEDGER-TO-LEDGER TRANSFERS

Master-Common Banks Accounts

EXPLANATORY SUMMARY

(19N181125LB27LC)

A – EXPLANATORY INTRODUCTION

- Some of our partners are full owners of cash funds and money market assets under custody with the Deutsche Bank of Germany (and also other European banks).
- These assets that are of large amounts, mainly in the EURO Currency, are currently under Master-Common accounts of the bank for many years (more than 10 to 25 years).
- They wish to use these funds in true economic projects, and so wish meet strong operative partners able to sponsor them to receive large amounts in other banks to invest in real licit projects. They already have their own projects. But of course they can consider others that could be proposed.
- Of course, the proposed investments must be implemented in the most secure frame, in order that the invested funds will never be at risk.
- According to our partners, the bank holding the current assets is ready to do the necessary transfers under its customers orders for a first large amount.

B – WHAT IS WANTED

Worldwide creditworthy well known companies or group of companies. Governmental organizations or institutions or private-public organizations. These entities must be able to sponsor to implement large licit economic investments projects all around the world in a secure frame for the investor. Of course, consent or not on the geographical and activities areas will be given by the investor on the proposed projects.

Canada, the European area and other banking secure countries are favored for the location of the receiving entities and banks. London, being of course, one of their wished places. Switzerland must be considered but not really interesting for them. The South Asia area -Singapore and Hong Kong- are also very appreciated;

But, on the other hand, the projects can be located in any country if the entities of control are as wished.

Know that they currently have many projects to finance in the areas of Canada, Malaysia, Indonesia and also Africa.

As the assets are held under Master-Common accounts of the bank according a trustee-agreement between the customer and its bank, the transfers of the assets to be invested must be done between the Master-Common accounts of the involved banks.

So, the sponsor partner must be able to have the right relation and prior agreement of its bank to receive the transfers in the frame of the use of the "Nostro-Vostro" accounts of the involved banks.

- For this type of transfers, as the operations are done directly between ledger-to-ledger of each involved bank, each bank must hold a "Nostro-Vostro" account of the other bank in its books and conversely.
To be done without clearing house, this therefore implies that the accounting relations between the involved banks must be enough important to settle the operation. We also think possible, in certain cases, with an intermediary bank to be also involved and in agreement on the transaction.
And so, the full agreement of the bankers both sides must be obtained as they are the sole managers of their master accounts.
- These transfers that mandatory need a direct secure contact between the operating bank officers of the involved banks, could be settled by the accounting ledger-to-ledger in the frame of a server-to-server operation in live to implement and confirm the debit from the sending account and the credit to the receiving account. The exact way shall be agreed between the involved banks.

C – POSSIBLE PROCEDURE SYNOPSIS

- 1- The first step is to exchange between the mandates of each part (sender / investor – receiver / user sponsor) the main features of the possibilities on each side by generic explanations without the disclosing of precise data of each part to the other, in order to understand both sides if a business is possible.
- 2- Once ok on the understanding, a first Memorandum Of Understanding ("MOU") can be performed between the entities, describing in details the operations, the agreements to do and the disclosing of the data in the frame of a Non-Disclosure and Non-Circumvention Agreement ("NCNDA"). In this Table Top Meeting ("TTM") will be exchanged the necessary data and documents, in order that each part could perform its own Due Diligence ("DD") on the other, in order to satisfy to the Know Your Customer ("KYC") rules and to give its consent or not to enter in the contemplated business with the other part.
Of course, in addition to the conditions of the main goal (amounts, planning, proposal of investments, purposes, etc.) it must contain commitment on the intermediaries remuneration of each part by each part;

- 3- After positive "DD" each side, if any, final contracts can be signed between the parts and accepted and countersigned in a face-to-face frame in live with the agreement of appointed bank officers of each bank;
- 4- After this steps, the "DD" accepted from each side and also on the use of the funds, the accounting features settled (also tranches, amounts, planning, etc.), and the technical transfer process ledger-to-ledger agreed between the banks, the transfers operations will be performed between the appointed bank officers of each side;
- 5- In the package of understandings must be agreed by the receiving banks to open various bank relations with the opening of the suitable bank accounts with full banking services to:
 - the sending entity and / or other entities that could be designated by the investor, in order to receive its incomes for the planned investments and to perform its other usual businesses;
 - intermediaries would request it, in order to receive their remunerations, and to perform their other usual businesses;

D – AS EXAMPLE ALREADY AGREED WITH A GROUP

The below explanation is only for to have a good understanding of what they wish, among others, through a negotiation done with two strong banks of New-York. But for the moment they don't wish, rightly or wrongly, send to United States banks. Perhaps for reasons of commercial strategy, even political, they are not at all prone to make these transfers to this country. The description of this agreements that is only as example, can help in the understanding, and is summarized below:

- 50% of the transferred sums will be reinvested in economic operations that the group has already planned. Of course, these sums will not be reinvested overnight and meanwhile remain in the bank. As already told, they also can consider other projects that could be proposed;
- 40% could remain in the receiving bank for proposals to financial investments well secured;
- 10% will be used to pay the fees and commissions linked to the transfers themselves;
- Of this 10%, 4% will constitute the bank's fees and commissions, 2% of the commissions on the issuing bank group side. There will therefore remain 4% to be shared 50/50 between intermediaries, so 2% on each side;
- Of course, other agreements could also be done with the sponsoring entity which will have enabled these transfers to be implemented.

All other proposals may be considered.

And, of course, for the economic justification of transfers, ad hoc projects will of course be provided.

E – HIGH CONFIDENTIALITY

These transactions being very confidential, banks will not issue any documents outside the secured banking system.

A so-called "proxy" company is set up in the issuing bank, which will be responsible for ordering transfers for investor groups.

Receiving companies will be set up in the banks receiving the transfers, under the sponsorship of the company of the receiving bank.

Everything else should be exposed and discussed face-to-face and under non-disclosure commitments.

F – CONCLUSION

As well as any sensitive data will not be disclosed here, nor the large amounts, we can only told that a first transaction of 3 billion Euro is now fully ready to do immediatly.

Owing to the specificity and complexity of this type of business, this synopsis is only a short first summary of the wished partnership. That in no way constitutes any assets solicitation.

Of course, if you or one of your partners could be able and interested to do, we could give more explanations.

We think that you understood our needs and the necessity of the exposed procedures. However, if you have other suggestions to implement the transaction, we can discuss about.

We remain at your full disposal, even, of course, for a face-to-face meeting.

Best regards

Date: January 29, 2019

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