



## **NOVAIO OÜ is offering a NIU TOKEN**

### **Subscription period**

**20.01.2020 – 22.09.2020**

### **WHITEPAPER**

This Initial Coin Offering of NIU Tokens White Paper has been drawn up by NOVAIO OÜ (an Estonian private limited liability company, registered in the Estonian Commercial Register under register code 14873329, having its registered address at Harju maakond, Tallinn, Lasnamäe linnaosa, Lõõtsa tn 5, 11415 (the **Company**) in connection with the offering of NIU Tokens issued by the Company from the January 20<sup>th</sup> 2020 (00:00:00 CET) to September 22<sup>nd</sup> 2020 (00:00:00 CET) on the basis of this document (the **White Paper**)

The Company is offering 1 600 0000 of NIU Tokens (the **Offered Tokens**) to the Investors described in Section 5 (the **Offering**).

The Offered Tokens are offered for the price described in Section 5.5 (the Offer Price). The Offering may be subscribed from January 20<sup>th</sup> 2020 to September 22<sup>nd</sup> 2020 (the **Offering Period**) in accordance with the terms and conditions described in this White Paper.

The Company reserves the right to cancel the Offering or change the terms and conditions thereof as described in this White Paper

In case of a claim relating to the information contained in this White Paper is brought before a court, the plaintiff investor might, under the national legislation of the home Contracting State, or host Contracting State, have to bear the costs of translating the White Paper before the legal proceedings are initiated. Furthermore no civil liability shall attach to any person solely on the basis of the summary or the translation therefore, unless it is misleading, inaccurate or contradicting the other parts of the White Paper, or together with the other parts of the White Paper it does not convey the main information, which would help the investor decide on investment in tokens.

**Investing into the Tokens involves risks. While every care has been taken to ensure that this White Paper presents a fair and complete overview of the risks related to the Company, the operations of the Company and to the Offered Tokens, the value of any investment in the Offered Tokens may be**

adversely affected by circumstances that are either not evident at the date hereof or not reflected in this White Paper.

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## **1. THE OPENING**

### **1.1. Why real estates?**

Even the best of us often has a problem with the changing economy, which can sometimes really go crazy. That is why it is worth protecting yourself against such moments of uncertainty. Real estate is an ideal solution for such situations.

Buildings, residential and commercial premises, and above all those that are bought for rent, will always offer quite a good return in the long run, and at the same time their price will increase year by year, thanks to which capital is constantly growing. Although the real estate market has its crises, it is rising very quickly and showing new opportunities.

More and more people are deciding to invest in various types of buildings because they are aware that it is considered as a good security for them in the future. Some, with the right capital, can even create a source of income from real estate. The most profitable properties are intended for rent in large urban centers or in regions where the holiday season lasts the longest.

The building in which you plan to invest must be carefully analyzed in terms of its potential. The location of the property has the same importance as interior design and equipment.

The size of the city, the number of visitors during the season, the current accommodation base as well as routes running through the city and the surrounding area is important. Elements such as local attractions and the level of gastronomic infrastructure are also significant.

Investigating all above mention, as well as many other factors, is extremely important due to the fact that they shall mainly affect potential revenues.

### **1.2. What is Novaio?**

The Novaio project has been created in cooperation of two businessmen with many years of experience in construction, sales and rental of real estates. The project uses the opportunities offered by the real estate market by combining them with new technologies, namely blockchain technology and cryptography.

The Novaio project assumes the release of 1,600,000 tokens - NIU, giving its owners a chance to participate in the profits generated in the apartments, which will be purchased through funds collected during the issue and might be used as mean of payment during the rental contract. Planned investments for 2020 are the purchase of 20 apartments and retrofitting them to the appropriate standards.

### **1.3. Challenges**

Novaio has set itself the task of facing many challenges that exist in the real estate industry using blockchain technology and the "NIU" token. The key ones include the amount of investment that a person interested in making profits in the real estate industry must allocate to enter this business. Purchase of one property for rent in a good location in Poland is at least EUR 81 000 plus equipment and its ongoing maintenance. Most people can't afford such an investment, even with a loan which they would have to pay back over the next few decades. The Novaio project allows anyone, regardless of their funds, to invest in the real estate market and make a profit from it.

The next challenges that Novaio faces are:

- Lack of investor knowledge as to the choice of real estate and its location - The average person does not have adequate knowledge about real estate. The Novaio project helps potential investors to choose the best property that is worth investing. The experience of shareholders is of great importance here.
- High costs associated with bureaucracy - Making an investment often involves huge bureaucracy costs. Thanks to the Novaio project, costs are distributed among all investors, and therefore are virtually imperceptible.
- Management and administration of acquired real estate - Investors are often terrified by the management and administration of the purchased property. The Novaio project makes it possible to avoid these obligations with the simultaneous investment option.
- Acquiring guests, clients to rent real estate - Appropriate marketing is one of the most important things in any business. Therefore, the shareholders intend to allocate the overdue portion of the accumulated capital to marketing activities.
- Negotiations with developers - Negotiating with developers always requires appropriate substantive preparation. In order to achieve the most advantageous offer, negotiations must be conducted by experienced persons, such as shareholders.
- Service of customers - Customer service is often associated with numerous problematic situations that need to be faced. It is very important to remember that the customer must be always satisfied. Thanks to the many years of experience of the shareholders, customer service in the purchased apartments will be at the highest level.

#### **1.4. Solution**

Thanks to the new technology, in particular the "NIU" token, anyone with a small investment has the opportunity to participate in the huge real estate market. With our solution, the person who owns token NIU can receive a percentage of the profits generated by the property even if it is not able to purchase the entire building or apartment. The NIU project opens the industry to a completely new market for small investors, for whom it was previously out of reach.

The NIU project marks out its qualified team with specialist knowledge and many years of experiences on the real estate market. It guarantees a well thought-out and tested method of operation focused on maximizing profits and minimizing risk.

The management of decentralized rental properties consumes a lot of time and attention. Serving guests, taking care of their comfort and continuous improvement of service standards is a task for many people with appropriate predispositions. The Novaio project allows to own passive income from real estate without any responsibility for their guests.

Only real estate that is attractive and has a high occupancy rate is able to provide a satisfactory profit. Acquiring customers for rent is one of the key elements that every owner of this type of property must face. Novaio, thanks to the purchase of apartments in the best locations, a ready database of potential guests, a professionally prepared booking site, 24-hour service and cooperation with the largest and local reservation portals shall ensure the acquisition of guests not only during the season, holidays but also outside of it. Thanks to this, the profitability of the investment shall be at a high level.

## **2. INTRODUCTORY LEGAL INFORMATION**

### **2.1. Persons Responsible and Limitations of Liability**

The entity responsible for the information given in this White Paper is NOVAIO OÜ. The Company believes that the information contained in this White Paper is knowledge, in accordance with the facts, and contains no omission likely to affect its import.

All information contained in this White Paper may be updated or modified by Novaio OÜ at any time. Therefore, completeness and actual accuracy are not guaranteed and this information is subject to change without notice. Novaio OÜ makes no commitment or obligation to provide readers with notice of any changes to the information contained in this document.

No assurances or guarantees are provided as to the achievement of the intended objectives or the legitimacy of any future projections, estimates or perspectives. Investors should not interpret the content of this publication or any person's information as an assurance or warranty.

**NOVAIO OÜ**

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Damian Granek

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Andrzej Czech

### **2.2. Presentation of Information**

**Currencies.** In this White Paper, financial information is presented in euro (EUR), the official currency of the European Union Member States in the Eurozone and the country of issuer registration (Estonia).

**Date of Information.** This White Paper is drawn up based on information, which was valid as of January 15<sup>th</sup>2020. Where not expressly indicated otherwise, all information presented in this must be understood to refer to the state of affairs as of the aforementioned date. Where information is presented as of a date other than January 15<sup>th</sup> 2020. this is identified by either specifying the relevant date or by the use of expressions “the date of this White Paper”, “to date”, “until the date hereof” and all be construed to mean the date of this White Paper.

**Third Party Information and Market Information.** For portions of this White Paper, certain information may have been sourced from third parties. Such information is accurately reproduced and as far as the Company is aware and is able to ascertain from the information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading. Certain information with respect to the markets in which the Company and its subsidiaries operate is based on the best assessment made by the Management (as defined in Section “Glossary”). With respect industry in which the Company and its subsidiaries are active and certain jurisdictions in which they conduct their operations, reliable market information is often not available or is incomplete. While every reasonable care was taken to provide best possible assessments of the relevant market situation and the information on the relevant industry, such information may not be relied upon as final and conclusive. Ordering Party are encouraged to conduct their own investigation of the relevant markets or employ a professional consultant.

**Updates.** The Company will update the information contained in this White Paper only to such extent and at such intervals and by such means as required by the applicable law or considered necessary and appropriate by the Management. The Company is under no obligation to update or modify forward-looking statements included in this White Paper.

**Definitions of Terms.** In this White Paper, capitalised terms have the meaning ascribed to them in Section “Glossary”, with the exception of such cases where the context evidently requires to the contrary, whereas the singular shall include plural and vice versa. Other terms may be defined elsewhere in the White Paper.

### **2.3. Documents on Display**

In addition to this White Paper, the following documents are in the attachment of this White Paper

- (i) the Articles of Association;
- (ii) the extract from the Estonian register.

The extract is also available on the website at <https://ariregister.rik.ee/>

### **2.4. Use of White Paper**

This White Paper is prepared solely for the purposes of the Offering of the Offered Tokens listing and the admission to trading of the Tokens on cryptocurrency exchange, which is described in Section 10

of this White Paper. This White Paper may not be used for any other purpose than for making the decision of participating in the Offering or investing into the Tokens. You may not copy, reproduce (other than for private and non-commercial use) or disseminate this White Paper without express written permission from the Company.

### 3. SUMMARY

This Summary is a brief overview of the information disclosed in this White Paper. This summary is made up on the basis of the applicable disclosure requirements known as “Elements”. These Elements are numbered in the Sections A – E (A.1 – E.7). This Summary contains all Elements required to be included in a summary for this type of the Offered Tokens and the Company. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of the Offered Tokens and the Company, it is possible that no relevant information can be given regarding that Element. In this case, a short description of the Element is included in this Summary with the mention of “not applicable”.

#### Section A – Introduction and Warnings

Element	Title	Disclosure
A.1	Introduction and warnings	This Summary should be read as an introduction to the White Paper and any decision to invest in the Offered Tokens should be based on consideration of the White Paper as a whole by the Investor. Where a claim relating to the information contained in this White Paper is brought before a court, the plaintiff might, under Estonian legislation, have to bear the costs of translating the White Paper before the legal proceedings are initiated.
A.2	Use of White Paper for subsequent resale of Offered Tokens	Not applicable; the White Paper cannot be used for the resale of the Offered Tokens. The White Paper only contains the information about original Offer and can be only displayed to the other acquirers.

#### Section B – The Company

Element	Title	Disclosure
B.1	Legal name and Commercial name	NOVAIO OÜ

<b>B.2</b>	Domicile/ legal form/ legislation/ country of incorporation/additional information	The Company has been established and is currently operating under laws of the Republic of Estonia in the form of a private limited liability company. The share capital on the date of the White Paper is 2 500,00 EUR. Company was established without making a contribution, which has to be paid within next ten years.						
<b>B.3</b>	Description and key factors of current operations and principal activities, categories of products and/ or services	The Company currently does not carry out business activities. At present the Company only conducts marketing activities. What is more the Company is working on creating the website and the applications needed for the Offering. Currently, the Company has no financial statement.						
<b>B.4</b>	Persons, directly or indirectly having interest in the Company's capital or voting rights notifiable under Estonian law and the amount of such interest. Voting rights of major shareholder. Direct or indirect control of the Company.	The founders of the Company are: <ol style="list-style-type: none"> <li>1. Mr. Damian Stefan Granek, who holds, directly, altogether approximately 50% of all the Shares,</li> <li>2. Mr. Andrzej Czech, who holds, directly, altogether approximately 50% of all the Shares,</li> </ol> <table border="0" style="width: 100%;"> <tr> <td style="width: 70%;">Name of Shareholder</td> <td style="text-align: right;">Shares%</td> </tr> <tr> <td>Damian Granek</td> <td style="text-align: right;">50%</td> </tr> <tr> <td>Andrzej Czech</td> <td style="text-align: right;">50%</td> </tr> </table>	Name of Shareholder	Shares%	Damian Granek	50%	Andrzej Czech	50%
Name of Shareholder	Shares%							
Damian Granek	50%							
Andrzej Czech	50%							
<b>B.6</b>	Affiliated companies of the Shareholders	MULTIINVEST - CN CZECH, NOCEK SPÓŁKA JAWNA – the company affiliated with Andrzej Czech						

### Section C – Tokens

<b>Element</b>	<b>Title</b>	<b>Disclosure</b>
<b>C.1</b>	Basic information about the Offered Tokens	The Company has generated its own kind of token – NIU Token, which is an extension of the ERC20.
<b>C.2</b>	Currency of the Offered Tokens	The Offered Tokens are denominated in EUR.
<b>C.3</b>	Number of the Offered Tokens	There are altogether 1 600 000 Offered Tokens

<b>C.4</b>	Rights attached to the Tokens	Each Investor of the Offered Tokens shall be entitled to receive percentage of the profit obtained from rental of apartments which were bought for the raised capital. The Investor of the Offered Token has the right to own it and may dispose of it at his discretion.
<b>C.6</b>	Admission to trading	The Offered Token become tradeable afterward the settlement to the Investor.
<b>C.7</b>	Lack of auditor of the Company	<p>In accordance with Estonian law the Company does not have to appoint the auditor.</p> <p>The obligation of being fully audited in Republic of Estonia applies to entities in whose annual financial statements at least two of the indicators listed on the right exceed the following values:</p> <ul style="list-style-type: none"> <li>- sales revenue or income 4 000 000 EUR;</li> <li>- total assets as at the balance sheet date 2 000 000 EUR;</li> <li>- average number of employees 50.</li> </ul> <p>Furthermore, the obligation also applies to entities in whose annual financial statements at least one of the indicators listed on the right exceeds the following value:</p> <ul style="list-style-type: none"> <li>- sales revenue or income 12 000 000 EUR;</li> <li>- total assets as at the balance sheet date 6 000 000 EUR;</li> <li>- average number of employees 180.</li> </ul> <p>The obligation of being reviewed by an auditor in Republic of Estonia applies to entities in whose annual financial statements at least two of the indicators listed on the right exceed the following values:</p> <ul style="list-style-type: none"> <li>- sales revenue or income 1 600 000 EUR;</li> <li>- total assets as at the balance sheet date 800 000 EUR;</li> <li>- average number of employees 24.</li> </ul> <p>Furthermore, the obligation also applies to entities in whose annual financial statements at least one of the indicators listed on the right exceeds the following value:</p> <ul style="list-style-type: none"> <li>- sales revenue or income 4 800 000 EUR;</li> <li>- total assets as at the balance sheet date 2 40 000 EUR;</li> <li>- average number of employees 72.</li> </ul>

**Section D – Risks**

Element	Title	Disclosure
D.1	Key risks related to the Business	<p>Liquidity Risk – Liquidity risk related to the ability of the Company to meet its contractual obligations on time and it arises from differences between maturities of assets and liabilities.</p> <p>Operating Risk – Operating risk is a risk of potential loss caused by human, process or information system failures and flaws. In addition to human, process or information system failures and flaws, the operating risk embraces risk of corporate fraud and misconduct.</p> <p>Banking Systems Risk - Trading virtual currencies is not always well- perceived by the Banks. There is a possibility that the transfers associated with the token may be blocked by the banks.</p> <p>Personnel and management risks – There is a risk of management errors at the level of the Company. These may result in unforeseeable losses and costs which could adversely affect the results of the Company and lead to the insolvency of the Company.</p> <p>Competitive reactions – The risk exists that competitors to the Company may establish themselves in the market and that the Company may not be able to compete. This may have a material adverse effect on the Company's net assets, financial position and results of operations.</p> <p>Issue costs - The capital raised through the issue is also used to offset the costs associated with the Offering that is the object of the White Paper and is thus not available in its entirety for investment. The Company may incur higher costs if it becomes necessary.</p> <p>Changes in the tax environment - Future changes in tax laws and differing interpretations of laws by tax authorities and courts cannot be precluded. To this extent, adverse changes in tax law may have a negative impact on Company's activities and/or results of operations.</p>

		<p>No influence or participation rights - The Company will not be able to exert any influence on its business partners or their management as part of its planned business activities.</p> <p>Risk of criminal offences - Due to the system, token offerings are subject to increased susceptibility to fraud, money laundering and terrorist financing. Despite the Company's effort, it may have an impact on operations of the Company.</p> <p>Qualified advice - The information contained in this brochure does not replace any qualified advice that may be required from a third party. Otherwise, there is a risk that the investor may acquire an investment that is unsuitable for him.</p> <p>Failure to Obtain, Maintain or Renew Licenses and Permits - The Company may be legally required to obtain licenses and permits to lawfully carry out its activity in different jurisdictions. Such legal requirements may be subject to modifications and new legal requirements applicable to any of the Company's parties may arise in the future.</p> <p>Conflicts of Interest - Any party related to the Company, such as majority shareholders, companies controlled by the Company or in which the Company has an interest, and any other affiliates of any kind, can carry out and continue to carry out transactions with other related parties.</p>
<b>D.2</b>	Key risks related to the politic, economy and law	<p>Contractual Risks – The operations of the Company are materially dependent on the validity and enforceability of the transactions and agreements entered into by the Company.</p> <p>Exposure to Civil Liability – the Company operates in a legal and regulatory environment that exposes it to significant risk of claims, disputes and legal proceedings.</p> <p>Tax regime Risks – Tax regimes of the geographical markets where the Company operates are from time to time subject to change, some of which may be dictated by short- term political needs and may therefore be unexpected and unpredictable.</p>

		<p>Uncertain Regulatory Framework - There is great uncertainty surrounding the legal regulatory framework of cryptographic tokens, digital assets, and blockchain technology. In many jurisdictions, it has not yet been regulated, and it is difficult to forecast how such regulation will take place in the future. In others, there are regulations; however governmental authorities may decide to modify the existing laws and regulations that govern cryptographic tokens, digital assets, blockchain technology and its applications. Such modifications could have a negative impact upon the Tokens in several ways.</p> <p>Risk of freezing funds by state institutions / central supervision in the event of any legal investigation related to the Offered Tokens - it is possible that the Company will be subject to the control of relevant state authorities or supervisory authorities during which the company's funds will be temporarily blocked. In such a situation, the Company will be deprived of the opportunity to conduct business.</p>
<p><b>D.3</b></p>	<p>Key risks related to the Offered Tokens</p>	<p>Wallet and private key - The Client bears full responsibility regarding the decision on the correct (compatible) wallet. The Client alone is also responsible for the secure storage of the private key of its wallet necessary to receive and dispose of the Offered Tokens.</p> <p>Theft and loss Risk - The technology of issuing and distributing the Offered Tokens, despite maintaining the highest security standards by the Company, does not exclude the possibility of theft or loss of the Offered Tokens</p> <p>Dependency on Information Technology Systems Risk - The company maintains the highest standards for the construction and operation of IT systems, using the services of professional entities. However, it cannot avoid the risks associated with a hacker attack, system failure, disconnection of the Internet connection or physical damage to servers</p> <p>Attacks by “hackers” and sabotage - There is a risk of hacker attacks on the IT infrastructure used by the</p>

		<p>Company and essential networks and technologies. As a result, the Company may be partially, temporarily or even permanently prevented from carrying out its business activities. This may also have a negative impact on the Company's business activities.</p> <p>Risks associated with blockchain technology - Blockchain technology is a relatively young and little rehearsed and tested technology. The Company bears the risk that this technology may be subject to technical difficulties or that its functionality may be impaired by external influences.</p> <p>Blockchain Delay – The Investor hereby acknowledges that there is a possibility that the transaction is not included at the expected time, and, therefore, that Purchaser might not receive the Offered Tokens.</p> <p>Possible Ethereum Mining Attacks - Mining attacks may occur in blockchain included in the Tokens Smart Contracts. These attacks include, but are not limited to double-spend, majority mining, selfish-mining, and/or race condition.</p> <p>The possibility of Tokens becoming worthless – The Offered Tokens may become worthless.</p> <p>Highly Speculative Traded Price - In secondary markets, the value of the Offered Tokens tends to be obscure and subject to speculations. The Offered Tokens have no link to the assets of the Company; what is more, they are not backed by tangible assets. Prices can drop or increase unexpectedly.</p> <p>No-refund Policy of Tokens - The Company hereby states that it will not be in any way compelled or under any legal obligation to grant a refund, or any other type of compensation, related to the Offered Tokens, and does not promise any future action or price related thereto.</p>
<b>D.4</b>	Risk Relating to Project Development	<p>Unexpected events happened to the Company's shareholder – The Company hereby declares that success of the Offering relies on the experience of its shareholders and their personal commitment. Personal events, sickness and death of shareholders may have material adverse effect on the Company's operation, financial condition and results of operations.</p>

		<p>Partly or fully destruction of the bought apartments – The Company does not take responsibility for non-culpable destruction of the bought apartments which may prevent the Company from performing its business activities.</p> <p>Risk of lack of employees - The success of the project depends on the service of the apartments. In the absence of a sufficient number of employees, the company's operations may be significantly impeded, which may affect its profits as a result.</p> <p>Risk of rising real estate prices - The success of the Company's project depends on favorable real estate prices. An increase in property prices can have a negative impact on the success of the project and the company's profits.</p>
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#### Section E – Offer

Element	Title	Disclosure
<b>E.1</b>	Estimate of total expenses of the Offer	Estimate of total expenses of the Offer is around 25% of the raised funds, including 18% - marketing, 5% costs related to the Company and 2% wariness.
<b>E.2</b>	Reasons for offer, use of proceeds	The general purpose of the Offering is to purchase of luxury apartments in Ustroń in Poland.
<b>E.3</b>	Terms and conditions of the Offer	The Offering will be carried in Estonia and in other countries with exception described in Section 5.3.
<b>E.4</b>	Interest, material to Offer	According to the knowledge of the Management, there are no personal interests of the persons involved in the Offering material to the Offering. The Management is unaware of any conflicts of interests related to the Offering.
<b>E.5</b>	Name of persons or entity offering of Offered Tokens	The Offering is carried out by the Company. The Management Board is responsible for the Offering. The members of the Management Boards are listed and described in Section 10 of the White Paper

E.6	Estimated expenses charged to the Investor.	Not applicable; no expenses are charged to the investor by the Company.
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## 4. RISK FACTORS

### 4.1. Introduction

Investing into the Offered Tokens issued by the Company entails various risks. Each Investor who invests into Tokens should thoroughly consider all the information in this White Paper, including the risk factors described below. Any of the risk factors described below, or additional risks not currently known to the Management or not considered significant by the Management, could have a material adverse effect on the business, financial condition, operations or prospects of the Company. As a result, the Investor could lose a part or all of the value of their investments. The Management believes that the factors described below present the principal risks inherent in investing into the Tokens. The risk factors are not listed in any order of priority with regard to significance or probability.

**This White Paper is not, and does not purport to be, investment advice or an investment recommendation to acquire the Offered Tokens. The Investor in the Offered Tokens must determine, based on its own independent review and analysis and such professional advice as it deems necessary and appropriate, whether an investment into the Offered Tokens is consistent with its financial needs and investment objectives and whether such investment is consistent with any rules, requirements and restrictions as may be applicable to that the Investor, such as investment policies and guidelines, laws and regulations of the relevant authorities, etc.**

Acquiring Tokens entails risks. All potential Investors should carefully and closely examine the following information about the risks involved before finally deciding to carry out the purchase. Should any of these forecasted risks happen, the Platform, Protocol and value of Tokens could suffer negative consequences.

This document is non-exhaustive and only seeks to forecast some of the possible risks that arise from this business activity. There may be additional risks and uncertainties which may bring about negative consequences for the Project or the value of the Tokens that are not mentioned in this document. By purchasing Tokens, investors acknowledge and agree that there are risks associated with purchasing, owning, and using the Tokens, as disclosed and explained in this Offering Document. By purchasing Tokens, investors expressly acknowledge and assume these risks.

### 4.2. Business Risks

Liquidity Risk. Liquidity risk means the ability of the Company to meet its contractual obligations on time and it arises from differences between maturities of assets and liabilities. Management of the Company and its strategy is based on risk policies, resulting in various liquidity risk measures, limits and internal procedures. Such risk policies and internal procedures may, however, not be adequate or sufficient in order to ensure the Company's access to in order to ensure sufficient liquidity. The liquidity risk may have material adverse effect on the operations, financial condition and results of operations.

Operating Risk. Operating risk is a risk of potential loss caused by human, process or information system failures and flaws. In according to human, process or information system failures and flaws, the operating risk embraces risk of corporate fraud and misconduct. When completing transactions, transaction limits and competence systems are used to minimize potential loss. The Company is constantly monitoring the information systems and supervise its own operations. Thanks to these activities there is a possibility to identify risks of system failures, flaws or fraud and mitigate the operating risk. The information received from the monitoring of the information systems and operations of the Company is used to correct the flaws in information systems and avoid failures thereof.

Banking Systems Risk. Trading virtual currencies is a phenomenon usually reluctantly accepted by the Banks. There may be a risk of blocking the transfer associated with the token purchase process by the investor's bank. An additional risk may occur in the event of blocking or closing the Company bills.

Personnel and management risks. There is a risk of management errors at the level of the Company as its parent company. These may result in unforeseeable losses and costs which could adversely affect the results of the Company and lead to the insolvency of the Company. The economic success of the Company depends to a large extent on the abilities of the management of the Company. The loss of employees with appropriate key qualifications may result in the risk that expertise is no longer available. If the key personnel cannot be permanently replaced by qualified employees, this may have a significant adverse effect on the economic development of the company (so-called key personnel risk). The ongoing and dynamic changes in the market for crypto assets and blockchain technologies require the Company to make permanent adjustments to their structures - both in terms of personnel and technical infrastructure. This entails the risk of making wrong decisions in terms of organizational and personnel development. This also results in a strong dependency on the available personnel and their level of training. Intense competition on the personnel market for managers and skilled personnel exists, which can lead to higher personnel costs. Moreover, competitors may attempt to entice away managers or other skilled personnel.

Competitive reactions. The risk exists that competitors to Company may establish themselves in the market and that the Company may not be able to compete. This may have a material adverse effect on the Company's net assets, financial position and results of operations.

Issue costs. The capital raised through the issue is also used to offset the costs associated with the Offering that is the object of the White Paper (issue costs) and is thus not available in its entirety for investment. The Company may incur higher costs if it becomes necessary that the Company intensify

its sales activities. This would adversely affect the ratio of issue costs to issue proceeds. This also applies if the issue is closed prematurely or placed less than planned on the White Paper Date. As a result, there is a risk that the Company will not be able to carry out its planned business activities.

Changes in the tax environment. Future changes in tax laws and differing interpretations of laws by tax authorities and courts cannot be precluded. To this extent, adverse changes in tax law may have a negative impact on Company's business activities and/or results of operations. The Company will use different cryptocurrencies in the course of its intended business activities. The tax treatment of cryptocurrencies and transactions with such currencies has not yet been clarified. This brings about considerable risks regarding the tax treatment of the Company's business activities. Due to the unclarified tax treatment - in the case of a different valuation by the tax authorities and courts for the tax treatment of the Company - subsequent tax claims against the Company cannot be excluded.

No influence or participation rights. The Company will not be able to exert any influence on its business partners or their management as part of its planned business activities, meaning that legal transactions and measures can also be implemented against the will of the Company.

Risk of criminal offences. Due to the system, offerings are subject to increased susceptibility to fraud, money laundering and terrorist financing. This increases the investor's risk of losing the capital it has invested, also due to necessary measures taken by the authorities against the operators or other persons involved in such illegal transactions.

Qualified advice. The information contained in this brochure does not replace any qualified advice that may be required from a third party. An investment decision should not be made solely on the basis of the information in this section or White Paper, as the information contained herein cannot replace advice and information tailored to the needs, objectives, experience and knowledge and circumstances of the individual investor. Otherwise, there is a risk that the investor may acquire an investment that is unsuitable for him.

Failure to Obtain, Maintain or Renew Licenses and Permits - The Company may be legally required to obtain licenses and permits to lawfully carry out its activity in different jurisdictions. Such legal requirements may be subject to modifications and new legal requirements applicable to any of the Company's parties may arise in the future.

The successful execution of the Company and the Company's parties' business activities is reliant upon the continuation of the validity of said licenses and permits, as well as upon the compliance with the corresponding terms.

Conflicts of Interest - Any party related to the Company, such as majority shareholders, companies controlled by the Company or in which the Company has an interest, and any other affiliates of any kind, can carry out and continue to carry out transactions with other related parties.

If a conflict of interest comes about between any of the Company's affiliates and any party related to the Company, this could result in the conclusion of the transactions for reasons unrelated to market forces.

### 4.3. Political, Economic and Legal Risks

Contractual Risks. The operations of the Company are materially dependent on the validity and enforceability of the transactions and agreements entered into by the Company. These transactions and agreements may be subject to the laws of Estonia or to the laws of other countries where the Company operates. While due care is taken to ensure that the terms of these transactions and agreements are fully enforceable under the laws applicable to them, occasional contradictions and variations of interpretation may occur. Consequently, the Company may not be able to always enforce their contractual rights. Moreover, the legal environment where such transactions are effected and agreements are entered into, which is primarily that of the Baltic states, is subject to changes, both through the enactment of new laws and regulations and through changes in interpretation by the competent authorities and courts. Therefore, it cannot be fully excluded that certain terms of the transactions and agreements entered into by the Company turn out to be unenforceable, which in turn may have material adverse effect on the Company's operations.

Exposure to Civil Liability. The Company operates in a legal and regulatory environment that exposes it to significant risk of claims, disputes and legal proceedings. The results of such disputes are inherently difficult to predict and even the disputes themselves, not only unfavourable outcomes, may result in the Company incurring significant expenses and damages, and in negative effect which in turn may have material adverse effect on the Company's operation, financial condition and results of operations.

Tax Regime Risks. Tax regimes of the geographical markets where the Company operates are from time to time subject to change, some of which may be dictated by short-term political needs and may therefore be unexpected and unpredictable. Any changes in the tax regimes in the jurisdictions where the Company operates or in the interpretation of such tax laws, regulations or treaties may have material adverse effect on the Company's operations, financial condition and results of operations. Investment in the Offered Tokens shall be exclusive of all applicable taxes. Investors are responsible for determining what, if any, taxes apply to any purchase of Offered Tokens, including, for example, sales, use, value added, and similar taxes. It is the investor's responsibility to withhold, collect, report and remit the correct taxes to the appropriate tax authorities. The Company is not responsible for withholding, collecting, reporting, or remitting any sales, use, value added, or similar tax arising from any investor's purchase of Offered Tokens.

Uncertain Regulatory Framework - There is great uncertainty surrounding the legal regulatory framework of cryptographic tokens, digital assets, and blockchain technology. In many jurisdictions, it has not yet been regulated, and it is difficult to forecast how such regulation will take place in the future. In others, there are regulations; however governmental authorities may decide to modify the existing laws and regulations that govern cryptographic tokens, digital assets, blockchain technology and its applications. Such modifications could have a negative impact upon the Offered Tokens in several ways. For instance, governmental authorities may decide to set forth a new rule stating that the Tokens are regulated financial instruments that must be registered. The Company may decide to cease to distribute the Offered Tokens, interrupt operations, or halt the development of the project in

case the authorities of a certain jurisdiction decide it is unlawful or commercially troublesome to do so.

Risk of freezing funds by state institutions / central supervision in the event of any legal investigation related to the Offered Tokens - it is possible that the Company will be subject to the control of relevant state authorities or supervisory authorities during which the company's funds will be temporarily blocked. In such a situation, the Company will be deprived of the opportunity to conduct business.

#### **4.4 Risks Related to Tokens, Offering and Listing**

Wallet and private key. The wallet required by the Investor must be compatible with ethereum blockchain. If the Offered Tokens are transferred to an incompatible wallet, normally the Investor will no longer be able to access and dispose of the Offered Tokens. This will mean a total loss of its investment for the investor. The investor bears full responsibility regarding the decision on the correct (compatible) wallet. The investor alone is also responsible for the secure storage of the private key of its wallet necessary to receive and dispose of tokens. The loss or theft of the Private Key is equivalent to the loss of all tokens assigned to the wallet.

Theft and loss Risk. The technology of issuing and distributing tokens, despite maintaining the highest security standards by the Company, does not exclude the possibility of theft or loss of the Offered Tokens. The Company is not responsible for the Offered Tokens stored on third-party platforms, cold wallet and in cases resulting from the investor's failure to observe the precautions and safety rules generally accepted in the virtual currencies industry.

Dependency on Information Technology Systems Risk. The company maintains the highest standards for the construction and operation of IT systems, using the services of professional entities. However, it cannot avoid the risks associated with a hacker attack, system failure, disconnection of the Internet connection or physical damage to servers. The Investors should take care of their devices on their own.

Attacks by "hackers" and sabotage. There is a risk of hacker attacks on the IT infrastructure used by the Company and essential networks and technologies. As a result, the Company may be partially, temporarily or even permanently prevented from carrying out its business activities. In addition to hacker attacks, there is risk that employees of the Company or third parties may sabotage the IT systems, which may lead to the failure of hardware and/or software systems of the Company. This may also have a negative impact on the Company's business activities.

Blockchain Delay - Bitcoin and Ethereum blockchain block production can happen randomly, since they are regulated by proof of work (e.g. cryptocurrency might not be included for a distribution period if transferred at the end of a distribution period, whether at Token Presale or Sale.) The Investor hereby acknowledges that there is a possibility that the transaction is not included at the expected time, and, therefore, that Investor might not receive the Offered Tokens.

Possible Ethereum Mining Attacks - Mining attacks may occur in blockchain included in Tokens Smart Contracts. These attacks include, but are not limited to double-spend, majority mining, selfish-mining, and/or race condition. Should any attack be carried out successfully, there will be a hazard on the operation, functioning and sequencing of transactions pertaining the Offered Tokens, and of contract computations.

The possibility of Tokens becoming worthless – The Offered Tokens may become worthless. The Company does not ensure the liquidity of Tokens and waives all responsibility or liability that may arise in relation to the market value of the Offered Tokens, their price, selling, purchase, and/or the existence of any markets for the Offered Tokens.

Highly Speculative Traded Price - In secondary markets, the value of the Offered Tokens tends to be obscure and subject to speculations. Tokens have no link to the assets of the Company; what is more, they are not backed by tangible assets. Prices can drop or increase unexpectedly. The whole investment by an Investor could be lost, or, in extreme cases, Tokens could lose their entire value.

No-refund Policy of the Offered Tokens - The Company hereby states that it will not be in any way compelled or under any legal obligation to grant a refund, or any other type of compensation, related to the Offered Tokens, and does not promise any future action or price related thereto. It is hereby warned that the Investors might not be able to recover their investment, and that said investment might be subject to laws from a jurisdiction different from the private laws applicable to the holder.

#### **4.5. Risk Relating to Project Development**

Unexpected events happened to the Company's shareholder – The Company hereby declares that success of the Offering relies on the experience of its shareholders and their personal commitment. Personal events, sickness and death of shareholders may have material adverse effect on the Company's operation, financial condition and results of operations. As a result, there is a risk that the Company will not be able to carry out its planned business activities.

Risk of partly or fully destruction of the bought apartments – The Company does not take responsibility for non-culpable destruction of the bought apartments which may prevent the Company from performing its business activities. In such a situation, the Company may not achieve the assumed profit or not achieve it at all.

Risk of lack of employees - The success of the project depends on the service of the apartments. In the absence of a sufficient number of employees, the company's operations may be significantly impeded, which may affect its profits as a result.

Risk of rising real estate prices - The success of the Company's project depends on favorable real estate prices. An increase in property prices can have a negative impact on the success of the project and the company's profits. The Company does not take responsibility for the increase in real estate prices.

## **5. TERMS AND CONDITIONS OF THE OFFERING**

### **5.1. Offering**

The Tokens are being offered in Estonia and they may be offered outside Estonia with the restrictions described in Section 5.3. The Offering will involve the issue of Tokens in a volume corresponding to the number of the Offer Tokens subscribed for in the course of the Offering and allocated to Investors in accordance with the terms described in this Section "Terms and Conditions of Offering".

### **5.2. Participating in Offering**

The Offering is directed only to the Investors which are natural persons.

### **5.3. Restriction to the Offering**

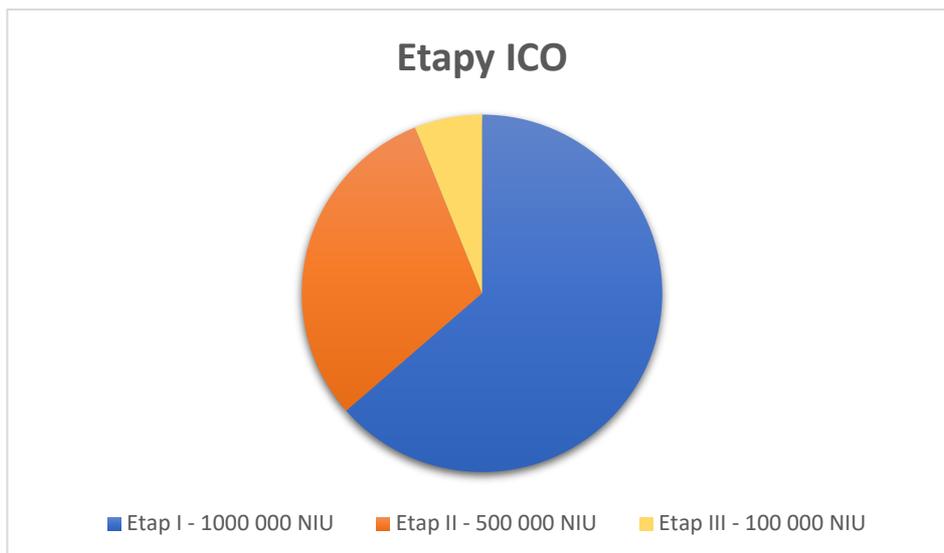
This White Paper does not constitute an offer in any jurisdiction in which such offer would be unlawful. The Offer does not apply to investors to whom U.S. or China tax laws apply. Persons who come into possession of this White Paper must comply with the distribution rules applicable in their respective country.

The Company prohibits investment from sanctioned countries, and countries which are high risk for money-laundering or terrorist financing and corruption. Investors from countries deemed high risk are subjected to enhanced due diligence.

### **5.4. Number of the Offered Tokens**

There shall be 1 600 000 altogether. In reference to the Section 5.6. the Offering Period shall be divided into three phases. The number of the Offered Tokens during each phase shall be as follows:

1. First Phase – 1 000 000 the Offered Tokens;
2. Second Phase – 500 000 the Offered Tokens;
3. Third Phase – 100 000 the Offered Tokens.



### 5.5. Offer Price

The purchase price for each Offered Token depends on the Offering Period in which the Offered Token is bought. The price is indicated as follows:

1. 20<sup>th</sup> of January 2020 – 20<sup>th</sup> of May 2020 – the price for one Offered Token is 1 EUR.
2. 21<sup>st</sup> of May 2020 – 21<sup>st</sup> of July 2020 – the price for one Offered Token is 2 EUR.
3. 22<sup>nd</sup> of July 2020 – 22<sup>nd</sup> of September 2020 – the price for one Offered Token is 5 EUR.

### 5.6. Offering Period

The Offering Period is the period during which the Investor has the right to participate in the Offering may submit Subscription Undertakings (please see Section "Subscription Undertakings" for further details) for the Offered Tokens. The Offering Period commences on January 20<sup>th</sup> 2020 and last on September 22<sup>nd</sup> 2020.

The Offering Period is divided into three periods as follows:

1. 20<sup>th</sup> of January 2020 – 20<sup>th</sup> of May 2020
2. 21<sup>st</sup> of May 2020 – 21<sup>st</sup> of July 2020
3. 22<sup>nd</sup> of July 2020 – 22<sup>nd</sup> of September 2020

### 5.7. Subscription Undertakings

In order to purchase the Offered Tokens, the Investor shall have its account on [kup.novaio.pl](http://kup.novaio.pl). To register on the website for the first time, the Investor shall go to [kup.novaio.pl](http://kup.novaio.pl) and then click the "Sign Up" button and afterwards follow the instructions. Once registration is complete, the Investor shall be able to receive a confirmation email on its registered email address. After confirming its account

through the sent mailer, the Investor shall be required to complete KYC procedure. To verify an identity, the Investor shall follow the steps in accordance with the instructions indicated on the website. Once the KYC procedure is completed, the Investor shall be ready to perform a transaction. In order to buy the Offered Token, the Investor shall click the “buy tab” and follow the instruction shown on the website.

### **5.8. Payment**

The Investor shall pay for the Offered Tokens only in crypto currencies: Bitcoin or Ethereum.

### **5.9. Settlement**

The Offered Tokens allocated to the Investors will be transferred to the indicated during the registration wallets after the completion of the last phase of the Offering Period.

### **5.10. Trade of the Offered Tokens**

The Offered Token become tradeable immediately afterward the settlement it to the Investor’ wallet. The Investor shall have the right to trade the Offered Token on terms and for the price at its own discretion.

### **5.11. Unsuccessful Offer**

The Offer is considered to an unsuccessful in the case of not raising more than 100 000, 00 EUR. Under these circumstances the Company is obligated to return the raised finds in accordance with the Section 5.12 of this White Paper.

### **5.12. Return of Funds**

The Company shall return raised funds which Investor has invested. The announcement in the matter of returning funds shall be published on the website of the Company. The Company shall return raised funds within 1 month from the occurrence of the cause of returning funds. The funds shall be returned in EUR.

### **5.13. Cancellation of Offering**

The Company has the right to cancel the Offering. In addition to other cancellation right, the Company has reserved the right to cancel the Offering in the part not subscribed for in the course of the Offering. Any cancellation of the Offering will be announced on the Website. All rights and obligations of the parties in relation to the cancelled part of the Offering shall be considered terminated at the moment when such announcement is made public.

### **5.14. Conflicts of Interests**

According to the knowledge of the Management, there are no personal interests of the persons involved in the Offering material to the Offering. The Management is unaware of any conflicts of interests related to the Offering.

## 6. REASONS FOR OFFERING AND USE OF PROCEEDS

The general purpose of the Offering is to purchase of luxury apartments in Ustroń in Poland. The Company aims to purchase high standard apartments with the total area from 32 m<sup>2</sup> to 60m<sup>2</sup>.

Estimate of total expenses of the Offer is around 25% of the raised funds, including 18% - marketing, 5% costs related to the Company and 2% wariness.



## 7. BENEFITS FOR THE INVESTOR

### 7.1. Discount

The Investor shall have the possibility to rent an apartment indicated on the website – [novaio.pl](http://novaio.pl) paying with the Offered Tokens.

The value of one Offered Token is converted based on its market price on the day of payment expressed in EUR.

In the above mentioned event the Investor shall get discount in the number of 35%. Mentioned discount depend on the period in which the Offered Token is held.

In the peak season which lasts from 20 December to the end of February and from 1st of June to 31st of October a 15% discount shall be granted.

## **7.2. Apartments free of charge**

The Investor who buys the Offered Tokens during the Offering Period for the price of minimum of 25 000,00 EUR shall be entitled to rent an apartment and the rental shall be free of charge. The rental cannot take place during the peak season.

The Investor is empowered to rent any apartment which is available on the website during the chosen period by the Investor. In this event the rental shall last up to 7 days.

The above mentioned privilege may be performed only once a year under the condition of possessing the Offered Tokens on wallet mentioned in Section 7.1.

## **8. GENERAL CORPORATE INFORMATION AND ARTICLES OF ASSOCIATION**

### **8.1. General Corporate Information**

The business name of the Company is NOVAIO OÜ. The Company was registered in the Estonian Commercial Register under the register code 14873329. The Company has been established and is currently operating under the laws of the Republic of Estonia in the form of a limited liability company and is established for an indefinite term. The Company does not hire any employees.

The contact details of the Company are the following:

Address: Under the agreement the Company has the right to use the address as the registered address - Harju maakond, Tallinn, Lasnamäe linnaosa, Lõotsa tn 5, 11415 – which is the an external office. Furthermore the Company is entitled to use the share office space.

E-mail: danekdg1989@gmail.com

### **8.2. Articles of Association**

The Articles of Association of the Company was adopted on 20 of December of 2020. The main terms of the Articles of Association of the Company are the following:

- (i) The amount of the share capital of the company is 2 500,00 EUR.
- (ii) Upon increasing the share capital the shares of the private limited company shall be paid for in monetary contribution only.
- (iii) One euro of each share of the private limited company shall give one vote at the shareholders' general meeting of the private limited company as well as in decision-making without convening the meeting;

- (iv) Upon transfer of a share of the company: the other shareholders have the right of pre-emption if the share is transferred to any third person;
- (v) A share of the company may be pledged;
- (vi) Company may issue, for a conditional increase of the share capital, bonds by a resolution of the shareholders, the holders of which have the right to convert their bonds to shares (convertible bond);
- (vii) Each member of the management board has the right to represent the company in all legal acts unless a different entry is made in the commercial register. A corresponding resolution of the shareholders shall be adopted under the procedure prescribed for amending the articles of association;
- (viii) The company shall have no supervisory board;
- (ix) The financial year of the company is from 01.01 to 31.12.

## 9. SHARE CAPITAL, SHARES AND OWNERSHIP STRUCTURE

### 9.1. Share Capital and Shares

The current registered capital of the Company is EUR 2 500,00 without making contribution which is divided into 2 500,00 ordinary shares of the Company (the Shares) with the nominal value of 1 EUR. The Shares are governed by the laws of the Republic of Estonia. The Shares are freely transferrable.

### 9.2. Shareholders of Company

As at the date of this White Paper, the Shareholders holding over 25 % of all Shares in the Company are the following:

Name of Shareholder	Proportion
Mr. Damian Stefan Granek	50%
Mr. Andrzej Czech	50%

The founders of the Company – Mr. Damian Stefan Granek and Mr. Andrzej Czech.

The Management is as at the date of this White Paper not aware of any arrangements or circumstances, which may at a subsequent date result in a change in control over the Company.

The major Shareholders of the Company do not have voting rights different than those described in Section “Rights of Shareholders” below.

### 9.3. Rights of Shareholders

Introductory Remarks. This Section “Rights of Shareholders” aims to provide rights of shareholders arising from Estonian law applicable in respect of the Shareholders of the Company.

Right to Participate in Corporate Governance. The shareholders of a limited liability company are entitled to take part in the corporate governance of such company through the general meeting of shareholders, where they can exercise their powers to decide on certain important corporate matters, such as the amendment of the articles of association, the increase and decrease of the share capital, the approval of annual reports and the distribution of profit, the dissolution, merger, division or transformation of the company, and certain other matters. The general meeting of shareholders is the highest governing body of a limited liability company.

The ordinary general meeting of shareholders must be held once a year pursuant to the procedure and at the time set forth by the law and the articles of association.

The notice of an upcoming general meeting of shareholders must be disclosed to shareholders three weeks in advance.

A resolution of the shareholders shall be adopted if 51% per cent of the votes of the participants in the shareholders’ meeting or of all the votes in the case of deciding without convening the meeting is given in favor unless otherwise provided for by law or the Articles of Association.

Only those shareholders are eligible to attend and vote at a general meeting of shareholders who were on the list of shareholders as of the date falling seven calendar days before the meeting.

As a rule, the resolutions of a general meeting of shareholders require the affirmative vote of the majority of the votes represented at the meeting. Certain resolutions, such as amending the articles of association, increasing or decreasing the share capital, resolutions relating to a merger or liquidation of the company, etc., require a qualified majority of 2/3 of the votes represented at the meeting of shareholders.

Right to Information. The shareholders of the company have the right to receive information on the activities of the company from the management board at the general meetings of shareholders. However, management board may refuse to give information if there is a reason to presume that this may cause significant damage to the interests of the company. In the event the management board refuses to give information, shareholders may require the general meeting of shareholders to decide on the legality of such refusal.

Right to Dividends. All shareholders of the Company have the right to participate in the distribution of profit of the company and have the right to receive dividends proportionally to their shareholding in the company. Resolving the distribution of profit and the payment of dividends is in the competence of the general meeting of shareholders. The resolution of the distribution of profit and the payment of dividends is adopted on the basis of the approved annual report for the preceding financial year, whereas the management board is under the obligation to make a proposal for the distribution of profit and the payment of dividends in the annual report or in a separate document accompanying the annual report.

## 9.4. Shareholders' Agreements

According to the Management's knowledge, there are no shareholders' agreements executed between the Shareholders in respect of their shareholdings in the Company.

## 10. MANAGEMENT

### 10.1. Management Structure

In accordance with the Estonian law, the operational management of the Company depends on the Management Board. On the day of the White Paper the Management Board contains two members. The address of operations of the Management Board is the registered address of the Company - Harju maakond, Tallinn, Lasnamäe linnaosa, Lõõtsa tn 5, 11415.

### 10.2. Management Board

Role. The Management Board of the Company is responsible for the day-to-day management of the Company's operations, the representation of the Company and for organising the its accounting. Further, it is the obligation of the Management Board to draft the annual reports. The Company is represented by two Members of the Management Board. Each board member can represent the Company separately. The members of the Management Board held a liability with its personal assets. The liability is practically unlimited.

Members of Management Board. According to the Articles of Association, the Management Board comprises of one to five members. Currently the Management Board contains two members:

<b>Mr. Damian Stefan Granek</b>
<b>Mr. Andrzej Czech</b>

### 10.3. Biographical notes about members of the Management Board

Mr. Damian Stefan Granek – he was born on 03.09.1989 in Sosnowiec. Mr. Granek is an entrepreneur who has several years of experience in running companies in many industries. He has been involved in the real estate industry for 10 years. At that time, he also created an international transport business, which at its peak managed a fleet of 30 trucks. Automotive and sport enthusiast. A person who is able to manage a company in a dynamic strategic and effective way.

Mr. Andrzej Czech – He was born on 10.07.1966 in Gliwice. In reference to his education, he studied at the Silesian University of Technology - the faculty of mechanical engineering. Mr. Czech is an entrepreneur with several dozen years of experience included the experience associated with the real estate industry. It is worth mention that at present he owns several million zlotys deposit in real

estates. Mr. Czech is considered as a developer who has performed his business activities in many cities of southern Poland. For many years he has been analyzing the situation of mountain resorts. He always says: "I am convinced that Ustroń is one of the most beautiful mountain cities where the season lasts almost all year, and through spas and beautiful nature is extremely attractive to tourists. It is a treasure with still unused potential. ". Additionally, Mr. Czech is truly a mountain lover and that's why he decided to combine his passion, knowledge and the latest technologies to give everyone a chance to profit from this potential, while contributing to the development of this city.

#### **10.4. Share Ownership**

On the day of the White Paper, 100% of all the Shares, the total number of 2 500,00 Shares are directly held by the members of the management body of the Company.

Mr. Damian Stefan Granek holds 50 % shares and Andrzej Czech holds 50% shares.

#### **10.5. Conflicts of Interests and Other Declarations**

According to the knowledge of the Management, there are no known actual or potential conflicts of interest between the duties of any of the members of the Management Board of the Company, and their private interests or other duties.

According to the knowledge of the Management, none of the members has ever been convicted in a criminal offence or been a member of a governing body of a legal entity subject to bankruptcy or liquidation proceedings at the time of initiating the relevant proceedings. Furthermore, none of the persons referred to in this Section has ever been disqualified by a competent court from acting as a member of administrative, supervisory or management body or conducting affairs of a legal entity.

#### **10.6. Statement of Compliance with Corporate Governance**

The Company complies with the corporate governance regime of the Republic of Estonia. Further to the compliance with the applicable laws and regulations, the Company has committed itself to adhere the highest standards of corporate governance.

### **11. LISTING AND ADMISION TO TRADING**

All Offered Tokens are altogether intended for trading. Tokens shall be freely transferable from moment of settlement on Investors' wallets. The company does not introduce any restrictions in this respect.

### **12. EXCHANGES**

The Offered Tokens shall be listed on exchange under the name – MASTBIT after termination of the Offering. The Company reserves the right to indicate other exchanges by posting the right statement in this matter on the Website.

### 13. FINANCIAL INFORMATION

At present the Company does not own the financial statements. The Company was registered on 20<sup>th</sup> of December 2019. On the day of the White Paper, the company's financial situation is described in the table below:

	20.12.2019 – 20.01.2020
<b>Operating expenses</b>	0 EUR
<b>Income</b>	0 EUR
<b>Liabilities</b>	0 EUR
<b>Equity</b>	- 2 500,00 EUR (Called up share capital)

### 14.GLOSSARY

Term	Definition
<b>Articles of Association</b>	Shall mean the Articles of Association of the Company effective as at the date of this White Paper
<b>Company</b>	Shall mean Novaio OÜ (an Estonian private limited liability company, registered in the Estonian Commercial Register under register code 14873329, having its registered address at Harju maakond, Tallinn, Lasnamäe linnaosa, Löötsa tn 5, 11415
<b>EUR</b>	shall mean the official currency of Eurozone countries, including Estonia, the euro.
<b>Management</b>	Shall mean the Management Board of the Company

<b>Investor</b>	Shall mean the person who bought the Offered Token
<b>Offer Price</b>	Shall mean the final price per each Offered Tokens, which shall be a fixed price of EUR
<b>Offering Period</b>	Shall mean the period during which the Offered Tokens are issued
<b>White Paper</b>	Shall mean this document
<b>Section</b>	Shall mean a section of this White Paper
<b>Offered Tokens</b>	Shall mean the Tokens issued by the Company.
<b>Shareholder</b>	Shall mean natural or legal person(s), holding the Share(s) of the Company at any relevant point of time
<b>Website</b>	Shall mean website of the Company – novaio.pl
<b>Summary</b>	Shall mean the Summary of this White Paper