

TOKENIZATION AND REGISTRATION REGULATIONS OF BOSS INFO AG

V2.0 – 2022-05-24

The board of directors (the "**Board**") of Boss Info AG (the "**Company**") has established the following regulations (the "**Regulations**"), which (i) provide the information that the Company is required to provide under article 973i para. 1 of the Swiss Code of Obligations, (ii) set forth the tokenization terms ("*Registrierungsvereinbarung*", "*convention d'inscription*") in relation to those shares of the Company that have been or will be issued from time to time in the form of ledger-based securities (*Registerwertrechte/droits-valeurs inscrits*) within the meaning of Articles 973d *et seq.* of the Swiss Code of Obligations (the "**Tokenized Shares**") and (iii) set forth the modalities pursuant to which acquirers of the Company's shares can be recognized as shareholders of the Company and recorded in the Company's share register, as contemplated by Article 6 of the Company's articles of association.

These Regulations amend and restate the previous registration agreement dated 23 August 2021 (ref. V.1.3 – 2021-08-23).

1. GENERAL INFORMATION

System	Ethereum Mainnet, see ethereum.org for further information
Issuer	Boss Info AG, Farnern, Switzerland, CHE-105.004.543,
Issued instrument	Registered shares (Namenaktien) of the issuer (the " Shares ")
Register	Contract 0x2e880962a9609aa3eab4def919fe9e917e99073b (the " Token Contract "), named "Boss Info AG" with symbol "BOSS"
Source code	Bridge protocol security token. https://developers.mtpelerin.com/
Additional source of information	bossinfo.ch/token (the " Website ")
Number of Shares outstanding and their nominal value	See the commercial registry (zefix.ch) or the Website.
Number of Share Tokens in circulation	See the Token Contract or the Website.
Transfer restrictions (Vinkulierung)	None

2. INFORMATION REGARDING THE TOKENIZED SHARES, THE DISTRIBUTED LEDGER AND THE SMART CONTRACT

2.1 Rights associated with the Tokenized Shares

The Board has resolved to tokenize and may in the future resolve to tokenize from time to time some or all of the Company's registered shares pursuant to Articles 973d *et seq.* of the Swiss Code of Obligations and these Regulations.

The rights associated with the Tokenized Shares are set forth in the articles of association of the Company and Swiss law, in particular Articles 620 *et seq.* of the Swiss Code of Obligations.

2.2 Functioning of the distributed ledger and smart contract

The Board has resolved that the Tokenized Shares will be associated with digital tokens created by means of the Mt Pelerin Bridge Protocol Version 2 (the "**Bridge Protocol**", *see* Section 2.2.3) and recorded in the Ethereum distributed ledger (*see* Section 2.2.2).

2.2.1 The distributed ledger technology

Ethereum is a distributed ledger. The distributed ledger technology is a technology that allows the operation of a distributed ledger, *i.e.* a ledger that is not kept by a trusted intermediary but by a community of independent participants.

The distributed ledger technology, as implemented on the Ethereum distributed ledger is based on complex mathematical and cryptography concepts, which are described in this document at a high level only. The technology makes it possible to keep records of data relating to persons whose identity is protected by asymmetric cryptographic methods. Such methods are based on the interplay between a public key and a private key, which are two numbers that are mathematically related. The public key (often referred to as the "**distributed ledger address**") is available to all ledger participants, while the private key must remain secret. The holder of the private key can generate "signature" messages that can be identified as authentic (*i.e.* as having been generated with the private key) by the ledger participants. Such signature messages can be used to initiate "transactions", *i.e.* new entries in the ledger. In a distributed ledger that functions as a "blockchain", the participants validate transactions in blocks, by adding a new set of data (or "block") to a chain pre-existing blocks.

Each ledger participant maintains its own copy of the ledger, and updates such copy when a participant includes a new "block" in a manner consistent with the chain's protocol. This regime aims to ensure the transparency and immutability of the transactions recorded in the ledger.

2.2.2 Functioning of the Ethereum distributed ledger

The Board has resolved that the tokens associated with the Tokenized Shares will be recorded in the Ethereum blockchain (the "**distributed ledger**").

The distributed ledger has two functions.

The first is related to Ether (or ETH). Ether is a cryptocurrency (or digital currency) that is recorded and traded on the distributed ledger. Users of the distributed ledger can trade Ethers on the distributed ledger and use such Ethers as a means of payment.

The second is the use of "smart contracts". The distributed ledger allows for the creation of computer codes called "smart contracts", which can perform a large number of functions, including creating a record of digital tokens on distributed ledger addresses.

A "token" is an entry in a register that is maintained by means of the smart contract. Each token is attributed to a particular distributed ledger address. The fact that the register maintained through the smart contract contains a corresponding entry is evidence that a token is attributed to the relevant distributed ledger address.

Entries in the distributed ledger are validated by a large number of participants. Any person or entity may act as validator and validate transactions in the distributed ledger, subject to technical requirements unrelated to the identity of the person or entity (*e.g.* technical infrastructure requirements and/or minimum amount of Ethers "staked" (*i.e.* locked on a distributed ledger address for a certain period of time)).

2.2.3 The smart contracts framework

The Tokenized Shares are created and managed by means of smart contracts based on the Bridge Protocol, an open source, multi-chain, non-custodial framework to issue asset tokens and manage their compliance on public blockchains. These smart contracts define the manner in which the tokens are issued, transferred and cancelled. The smart contracts also serve to record the ownership of the tokens.

Tokens deployed in accordance with the Bridge Protocol take the form of what is a "proxy" smart contract combined with a "logic" smart contract. The "proxy" smart contract contains the data that is specific to the token but does not contain the full logic and functions needed to operate the tokens on a stand-alone basis. The "proxy" smart contract however "calls" these functions from a separate smart contract (referred to as the "logic" smart contract).

In the context of the Tokenized Shares, the Token Contract acts as the "proxy" smart contract.

The Solidity source code and the distributed ledger address of the Token Contract (proxy) are published at <https://etherscan.io/address/0x2e880962a9609aa3eab4def919fe9e917e99073b>

The Solidity source code and the distributed ledger address of the "logic" smart contract are published at <https://etherscan.io/address/0xa8124db0a8ff6772f35923349e388d092522f712#code>.

Both "proxy" and "logic" smart contracts have been submitted by the CMTA's Expert Committee and deemed to comply with the CMTA Tokenized shares standard.

3. TOKENIZATION TERMS

3.1 Definitions

In these Regulations:

"**Company**" has the meaning set forth in the preamble to these Regulations.

"**Distributed ledger**" has the meaning set forth in Section 2.2.2.

"**Distributed ledger address**" has the meaning set forth in Section 2.2.1.

"**Hard fork**" means a disagreement among participants of the distributed ledger resulting in a split into two or more incompatible versions of such distributed ledger, and which results in the tokens recorded in the distributed ledger being duplicated (one version of the tokens remaining on each version of the distributed ledger).

"**Transaction**" has the meaning set forth in Section 3.2.

"**Token**" means the account unit created by means of the Token Contract.

"**Token Contract**" has the meaning set forth in Section 1.

"**Token holder**" means any person with *de facto* control over the private key associated with the distributed ledger address on which one or more tokens are recorded.

"**Tokenized Shares**" has the meaning set forth in the preamble to these Regulations.

3.2 Transactions in Tokenized Shares

Unless applicable law provides otherwise (*e.g.* in the event of universal succession further to the death or merger of the token holder, or if the transfer or encumbrance is carried out pursuant to the Federal Act on Intermediated Securities), the transfer of legal title to a Tokenized Share, and the creation of a security or other interest on such Tokenized Share (such as a pledge or usufruct) (each such transfer or creation of interest a "**Transaction**"), requires the transfer of the relevant token to a distributed ledger address controlled by the acquirer in accordance with the rules and procedures of the distributed ledger and the functions of the smart contract.

There are no transfer restrictions (*Vinkulierung*). Further, the Company has deactivated the "white listing" function of the Token Contract and instead implemented requirements for shareholders to identify both the legal and beneficial owner of the relevant token before being able to exercise shareholder rights (see Section 4 below).

A transfer of a Token will be deemed to have been recorded in the distributed ledger when 30 blocks or more have been validated after the one relating to the Transaction.

Once a Transaction has been recorded in the distributed ledger, the Transaction will remain valid if the agreement based on which the Transaction was carried out is invalidated, for example further to a material error of one of the parties or of a fraud. In such a case, unwinding the Transaction will require a return of the relevant token to a distributed ledger address controlled by the transferor.

3.3 Hard forks

In the event of a hard fork or under similar circumstances that may endanger the reliability of the distributed ledger, the Company may activate the "pause" function of the Token Contract to prevent Transactions on both versions of the distributed ledger pending its decision on which version it will support and the communication of such decision to the shareholders.

If the Company decides to support the version of the distributed ledger that follows the rules and protocols of such distributed ledger that were in force immediately prior to the occurrence of the hard fork (*i.e.* the "legacy" version of the relevant distributed ledger), all Transactions on "forked" versions of the distributed ledger will be invalid, and any token existing on a forked version of the distributed ledger will not be associated with Tokenized Shares.

If the Company decides to support a forked version of the distributed ledger, all Transactions on the "legacy" version of the relevant distributed ledger will be invalid, and any token existing on the "legacy" version of the distributed ledger will not be associated with Tokenized Shares.

3.4 Cancellation of lost or stolen tokens

If a token holder initiates proceedings to have one or more tokens cancelled pursuant to Article 973h CO, the number of public notices required pursuant to Article 973h para. 2 will be one, and the deadline imposed on token holders to produce the relevant private keys will be one month.

The Company will cancel and re-issue a token upon delivery of an enforceable (*vollstreckbar, exécutoire*) court decision ordering such cancellation and re-issue.

4. RECOGNITION OF ACQUIRERS OF SHARES AS SHAREHOLDERS

4.1 Share register

According to Article 6 of the Company's articles of association, the Company recognizes as shareholders the persons who are recorded in the Company's share register as the owners or usufructuaries of Shares. Shareholders can only exercise or claim their shareholder rights (including their dividend and other financial shareholder rights) upon their registration in the Company's share register. Rights to dividends and other financial shareholder rights that arise before the registration of a shareholder in the Company's share register are forfeited to the Company. Persons having acquired Shares will be recorded in the Company's share register as shareholders only if they have followed the rules and procedures set forth in this Section 4. These requirements apply to the acquirers and holders of the Company's Shares irrespective of whether such shares have been issued as ledger-based securities or otherwise.

The rules and procedures set forth in this Section 4 do not limit the powers and rights of the Company and its board of directors under applicable law and the Company's articles of association.

4.2 Registration request

The Company will register in its share register acquirers of Shares who have submitted a duly completed registration request in the manner contemplated in this Section 4. The Company may, at its discretion, register acquirers of Shares in its share register if it has otherwise satisfied itself that such acquirer satisfies the relevant requirements of the Company's articles of association and applicable law. The Company will also not require shareholders registered in the share register as of the date hereof to re-register.

4.2.1 Form of the registration request

Registration requests must be made in writing at the following address:

Boss Info AG

Attn. Share register

Tannackerstrasse 3

4539 Farnern

or electronically, by email to info@bossinfo.ch or through the Company's dedicated portal at www.bossinfo.com/kontakt/

4.2.2 Content of the request – Shares acquired by the beneficial owner

All acquirers of Shares must provide the following information:

- (i) first and last name (for individuals) or corporate name (for legal entities and unincorporated partnerships) of the applicant;
- (ii) details of the applicant:
 - place of residence (for individuals) or registered office (for legal entities and unincorporated partnerships) and valid postal address;
 - date of birth (for individuals) or date of constitution (for legal entities and unincorporated partnerships);
 - nationality(ies) (for individuals);
 - email address;
 - telephone number;
 - copy of a document used to verify the identity;
- (iii) confirmation that the applicant holds the Shares for its own account and not as a fiduciary for a third party;
- (iv) total number of Shares acquired by the applicant, if applicable split by the form of the Shares (ledger-based securities, share certificates, etc.); and
- (v) IBAN of a bank account opened in the name of the shareholder with a bank established in Switzerland or in another member State of the Organization for Economic Co-operation and Development (OECD).

Acquirers of Tokenized Shares who hold their Tokenized Shares on distributed ledger addresses that they control (*e.g.* through a wallet that they control) must provide the following additional information:

- (vi) distributed ledger address(es) on which the Tokenized Shares are recorded;
- (vii) confirmation that the applicant has sole control over the distributed ledger address(es) referred to under (vi) above; and
- (viii) total number of Tokenized Shares held on each distributed ledger address referred to under (vi) above.

Acquirers of Tokenized Shares who hold their Tokenized Shares through professional custodians within the meaning of the Federal Act on Intermediated Securities (*e.g.* banks, securities firms or DLT-based trading facilities within the meaning of the Financial Market Infrastructure Act) must provide the following additional information:

- (ix) name and address of the professional custodian; and
- (x) total number of Shares acquired through the professional custodian, if applicable split by the form of the Shares (ledger-based securities, share certificates, etc.).

4.2.3 Content of the request – Shares acquired through a fiduciary

All persons and entities who have acquired Shares through a third party (fiduciary) must themselves or through the fiduciary provide the following information:

- (i) first and last name (for individuals) or corporate name (for legal entities and unincorporated partnerships) of the beneficial owner;
- (ii) details of the beneficial owner:
 - place of residence (for individuals) or registered office (for legal entities and unincorporated partnerships) and valid postal address;
 - date of birth (for individuals) or date of constitution (for legal entities and unincorporated partnerships);

- nationality(ies) (for individuals);
 - email address;
 - telephone number;
 - copy of a document used to verify the identity;
- (iii) name and address of the fiduciary;
- (iv) confirmation from the fiduciary that the identified beneficial owner beneficially owns the respective Shares;
- (v) total number of shares acquired by the fiduciary, split by the form of the Shares (ledger-based securities, Share certificates, etc.); and
- (vi) IBAN of a bank account opened in the name of the fiduciary with a bank established in Switzerland or in another member State of the Organization for Economic Co-operation and Development (OECD).

All persons and entities who have acquired shares through a fiduciary who itself holds the Tokenized Shares on distributed ledger addresses that the fiduciary controls (*e.g.* through a wallet that the fiduciary controls) must themselves or through the fiduciary provide the following additional information:

- (vii) distributed ledger address(es) on which the Tokenized Shares are recorded;
- (viii) total number of Tokenized Shares held on each distributed ledger address referred to under (vii) above; and
- (ix) confirmation from the fiduciary that the fiduciary controls the ledger address(es) referred to under (vii) above.

Professional custodians within the meaning of the Federal Act on Intermediated Securities (*e.g.* banks, securities firms or DLT-based trading facilities within the meaning of the Financial Market Infrastructure Act) may request to be recorded as nominees in the share register by providing solely the information contemplated under (iii), (v) and (vii) to (ix) above.

4.2.4 Supporting evidence

The Company may request supporting evidence in relation to a registration.

If the shares are held in tokenized form, the Company may, in particular, request that a beneficial owner or fiduciary acting on behalf of a beneficial owner performs a so-called "satoshi test", *i.e.* makes a small transaction from the distributed ledger address purported to be the applicant's, or otherwise request that the respective beneficial owner or fiduciary demonstrates that it has control over the distributed ledger address on which the Tokens are recorded.

4.2.5 New confirmation

The Company can, at any time, request a shareholder to confirm that the information provided in a previous registration request remains accurate and up to date.

4.2.6 Disclosure of beneficial ownership

Shareholders who reach or cross a relevant threshold for the disclosure of the beneficial ownership of the Shares must, in addition, comply with applicable legal requirements.

4.2.7 Consequences of registration

Once recorded in the Company's share register, a shareholder is entitled to exercise all the membership and financial rights associated with the Shares recorded under its name in the share register.

By contrast, as per the Company's articles of association, an owner of Tokenized Shares who is not registered in the share register does not have any right as a shareholder of the Company. Such owner of Tokenized Shares is in particular not entitled to dividends or other distributions made by the Company, to attend general meetings or to vote on the occasion of such general meetings. In the event of a subsequent registration in the share register, shareholder rights will only arise and accrue for the period that follows the registration. Rights to dividends and other financial shareholder rights that arise before the registration of the shareholder in the Company's share register will be forfeited to the Company.

4.2.8 De-registration

Upon being informed or otherwise having obtained knowledge of a transfer of Shares by a shareholder, the Company will strike off the corresponding entry from the share register.

In any case, Article 6 of the Company's articles of association applies with respect to the de-registration from the share register.

5. **AMENDMENTS**

The Company may amend these Regulations at any time and without prior notice. Amendments to these Regulations will be validly made and binding upon all shareholders upon being published in accordance with the Company's articles of association or otherwise communicated to shareholders, including through a publication on the Company's website. Amendments to these terms will only affect the acquisition, encumbrance or disposal of Shares (including Transactions) entered into after the amendments became effective and will not affect such transactions (including Transactions) previously completed (in the case of ledger-based securities, recorded in the distributed ledger).

6. **APPLICABLE LAW AND JURISDICTION**

These Regulations are governed by and must be construed in accordance with the laws of Switzerland, excluding the rules on conflict of laws thereof.

Any dispute, controversy or claim arising out of or in relation to these terms, including the validity, invalidity, breach or termination thereof, will be subject to the exclusive jurisdiction of the ordinary courts of Bern, Switzerland.

Farnern, 24.5.2022



Simon Boss

08.06.2022



QES **Qualifizierte elektronische Signatur - Schweizer Recht**
Signiert auf Skribble.com

Simon Boss
Chairman Boss Info AG