



INVERSION (VIA EQUITY) EN BIOCROSS THROUGH CRB TOKEN HEALTH S.L.

What is the objective?

Invest in Biocross through CRB TOKEN HEALTH S.L., an SPV dedicated to the tokenization of assets, created exclusively for this investment.

What is tokenization?

It consists of the digital representation of real assets, both tangible and intangible, through blockchain. In short, the economic right over the asset is linked with the digital token, allowing its fractional registration and immediate online transmission with full legal security.

What are the advantages?

It has the following substantial advantages: a) Possibility of automating processes, b) accessibility, c) efficiency and liquidity, and d) security.

Can tokens be bought and sold?

To buy and sell tokens, the investor must complete the proper identification process (KYC – Know Your Client), which will be validated by an external certifying entity. Once the process is validated, CRB TOKEN HEALTH will allow investor access.

At all times, the identity of registered investors in each transaction is known, thus complying with the legal requirements for anti-money laundering (AML), data protection, and other aspects of current legislation.

The tokens issued on a blockchain network will initially be in the issuer's wallet: CRB TOKEN HEALTH (the original owner of the shares).

When are the tokens issued?

When the issuer has sufficient demand to reach the pre-established minimum, the issuance of Tokens will begin, which can be acquired in two ways:

1. a) On-chain payment (Automatic)
Buyers send the desired amount in stable coins (USDC) from the digital wallet to a specified address of a smart contract that is the issuer's account. Once the minimum target is reached, the contract will send the tokens to the final investor.
2. b) Off-chain payment (Manual)
If payments in euros to a personal bank account are accepted, the issuer will upload the payment receipt issued by the bank as an "off-chain report," and the investor will follow the same previous process to claim their tokens from a pre-established current account by the issuer.

Does the investor have economic rights?

Investors who buy tokens acquire the economic right in proportion to the percentage of tokens acquired. In case of partial sale of tokens, the seller retains the remaining tokens, and the buyer becomes an additional investor.



Additionally, investors can sell their tokens to third parties (P2P), provided that the new acquirer agrees to the terms and conditions of tokenization, in accordance with the company's bylaws and the rules established in the Capital Companies Act (Right of First Refusal).

How are dividends distributed?

The distribution of profits, or dividends, will be carried out through the same tokenization platform, where with a single transaction, the money will be deposited into the issuer's account and all investors will be notified to withdraw their earnings.

Is there legal security?

The tokens are backed by smart contracts that guarantee the investors' rights and establish the issuer's obligations. The entire process is supported by Blockchain technology, providing a transparent and immutable record of all transactions, complying with legal and compliance requirements.

The identity verification of all participants in the process, both in the primary phase and in subsequent transmissions, is certified by an internationally recognized external agent, Sumsub, which guarantees compliance with Anti-Money Laundering (AML) and the suitability of the origin of potential investors' funds.

Sumsub is a leading online verification company based in London, with partners like SalesForce and clients including Binance, a world leader in trading volume within the digital assets sector, ByBit, Capital.com, Kaizen Gaming, and the Bank of London.

How will the investment in Biocross be made through CRB Token Health?

1. Creation of a limited company as a special vehicle (SPV) to issue tokens. This company, named "CRB Token Health S.L.," will have appropriate bylaws to regulate the possibility of carrying out corporate management through a blockchain system and will regulate the role of tokenization and other matters.
2. The board of directors of CRB Token Health S.L. will agree on a capital increase to be subscribed and paid by investors wishing to buy the tokens issued by it, at a minimum price of €500/token.
3. CRB Token Health S.L. can offer the subscription and payment of its shares freely to third-party investors, as Article 2 of the Securities Market Act identifies negotiable securities that require supervisor authorization to be publicly offered, which do not include the shares of an S.L. that are not listed in that enumeration. Additionally, the Capital Companies Act expressly indicates that shares are not considered securities.

Furthermore, the Law 35/2003 of IIC does not apply as long as the vehicle (SPV) has the sole purpose of grouping a plurality of partners for the holding of shares in another company (Biocross).

How are tokens transferred to third parties?

- Using a simple digital corporate management platform, informing the rest of the partners of the preemptive right and whether they waive it or not. The cost is very low, and it will be done at a later time after the round.
- The partners' register will be updated each time there is a new transfer, and the company administrator will issue a certificate accrediting that the new partner who acquired their shares privately is the valid partner (STS of April 14, 2021 – RJ2011/3591).

System validated with notarial colleges. However, there is an obligation to settle model 600 with the AEAT for each transfer, even if exempt. It can be informed on the technological platform to the partners that this obligation exists. Any management company, or the partner themselves, can submit the aforementioned model.

What is the subscription and disbursement process?

- The potential investor, informed by the technological platform, analyzes the investment opportunity on the website of: a) CRB TOKEN HEALTH, b) Biocross, or c) a subdomain of BRICKKEN created especially for this round.
- If the potential investor decides to invest, they must pass a KYC, which is a control approved for these types of platforms: name, surname, ID, etc., or a copy of the deed and real ownership certificate for legal entities, and other data for investor control and compliance with SEPBLAC requirements.

This information is checked against sanction lists and other international lists, and the result is classified as: AML risk or no AML risk. If there is a risk, it will be analyzed whether more information is requested or, on the contrary, the investor will not be accepted.

If the KYC is passed, the investor signs the corresponding contracts and disburses their participation, providing an email for the corresponding corporate communications.

- CRB Token Health, S.L. will assign the new investor a new token representing their shares.

What is the exchange ratio between Biocross and CRB Token Health?

CRB Token Health S.L. will invest in Biocross by disbursing €25.75 per share, corresponding to the price accepted by unrelated third parties (CDTI) in the latest capital increase.

Who are the actors in the process?

- CRB Token Health S.L.
- Brickken (technological provider of the project <https://www.brickken.com/es/sobre-nosotros>).
- Jaume Taberner (Consultant coordinating the tokenization process)
- Aledra Legal (<https://www.aledralelegal.com/>) through Javier Pascual, lawyer, partner at Aledra Legal and responsible for the project.
- Sumsb Verification Platform <https://www.sumsb.com>