

DIGITAL FINANCIAL PLATFORM · SWISS REGULATORY ROADMAP · CONFIDENTIAL 2026

FairbanksPay

Swiss-Domiciled Digital Financial Platform – Customer-facing services delivered through licensed partner infrastructure (Phase 1), with FINMA EMI licence application targeted in Phase 2 (subject to regulatory approval).

~4 wks TARGET

LAUNCH*

40% INVESTOR EQUITY

€3M EQUITY

CONSIDERATION

Y2 BREAK-EVEN

Founder's Letter

— SEE APPENDIX · PAGE 45

**Subject to company formation, regulatory milestones, and partner activation. Confidential — Not for distribution.*

Businesses and individuals face massive friction, exclusion, and cost in traditional financial infrastructure.

01

Geographic Exclusion

Millions denied access to IBAN, SEPA, SWIFT, and card programs. **2.3B+ unbanked adults globally.**

UNDERBANKED

GLOBAL

02

Fragmented Cross-Border Banking

No single licensed platform combines payments, multi-currency accounts, and cards under one framework.

CROSS-BORDER

FRAGMENTED

03

Excessive Cost & Complexity

High fees, slow settlement, complex onboarding. **Average cross-border transfer costs 6.3%.**

HIGH COST

SLOW



Building from scratch: Min. 24 months, €3.0M–€5.0M+ investment, high execution risk.

Launch fast under licensed partner infrastructure (Phase 1), then build toward Swiss EMI independence (Phase 2).

PHASE 1 – PARTNER-BACKED LAUNCH

Immediate market entry under licensed partner infrastructure

- ✓ Licensed partner-backed immediate market entry
- ✓ Target ~4 weeks after company formation
- ✓ Revenue from day one via white-label EMI
- ✓ Regulated licence coverage pathway

CAPITAL EFFICIENT

LOW RISK

DAY-ONE REVENUE

PHASE 2 – ROADMAP TOWARD REGULATORY INDEPENDENCE

FINMA EMI licence application — subject to regulatory approval

- ✓ FINMA EMI licence application (target Year 2-3)
- ✓ Operational independence upon licence grant
- ✓ Digital asset module (Phase 2, subject to MiCA/FINMA framework)
- ✓ Long-term banking licence consideration (multi-year pathway)

SUBJECT TO LICENSING

GLOBAL SCALE

DIGITAL ASSETS ROADMAP

FairbanksPay is positioned at the intersection of three converging mega-trends.



\$1.2T

EUROPEAN NEOBANK & EMI MARKET

↑ 21% CAGR

47M+

EXPATS & CROSS-BORDER INDIVIDUALS IN EU

Underserved by banks

SAM

EU + MIDDLE EAST + GLOBAL

Licensed, multi-currency, cross-border

◆ Target segments: **SMEs** · **Cross-Border Individuals** · **Digital Nomads** · **Global Merchants**.

A six-family product portfolio — customer-facing services delivered through licensed partner infrastructure (Phase 1), broadening as the regulatory roadmap advances.

<p>01</p> <h3>Personal Account</h3> <p>EUR / GBP IBAN, debit card, SEPA & SWIFT, mobile app, KYC onboarding — issued via licensed partner EMI.</p> <p>IBAN SEPA PHASE 1</p>	<p>02</p> <h3>Premium / Investor</h3> <p>Multi-currency wallet, metal card, concierge service, FX desk access, dedicated relationship support.</p> <p>MULTI-FX CONCIERGE PHASE 1</p>	<p>03</p> <h3>Business Account</h3> <p>Corporate IBAN, KYB onboarding, employee cards, bulk payments, accounting integrations, multi-user access.</p> <p>KYB SME PHASE 1</p>
<p>04</p> <h3>Cross-Border & FX</h3> <p>SWIFT outbound & inbound, multi-currency conversion, spot FX, hedge desk access for SME / corporate clients.</p> <p>SWIFT FX PHASE 1</p>	<p>05</p> <h3>White-Label B2B</h3> <p>Embedded finance for partners: branded IBAN, cards, KYC/KYB — API + admin panel for fintechs and brands.</p> <p>API EMBEDDED PHASE 1</p>	<p>06</p> <h3>Digital Assets (Phase 2)</h3> <p>Crypto on/off-ramp, custody and stablecoin rails — launched only under MiCA / FINMA framework once licensed Phase 2 capability is in place. Not offered today.</p> <p>MICA FINMA PHASE 2</p>

A proven fintech playbook — start regulated under a licensed partner, then graduate to full independence with Swiss licensing.

PHASE 1 · MONTHS 1-18 — WHITE-LABEL EMI OPERATIONS

Operate under partner EMI — immediate market entry, revenue generation, and client base building

FairbanksPay operates under the license of an established, regulated Electronic Money Institution. This structure enables immediate market entry, revenue generation, and client base building — without the 24-month wait for a standalone license.

- ✓ Operate under partner EMI's existing license
- ✓ Target ~4 weeks post-formation to go-live
- ✓ Full product suite: IBAN, SEPA, SWIFT, cards
- ✓ KYC/KYB/KYT compliance built-in
- ✓ Generate revenue from day one
- ✓ Build client base & track record

Capital Efficient

Low Risk

Immediate Revenue

★ PHASE 2 · MONTHS 12-24 — ROADMAP TOWARD REGULATORY INDEPENDENCE

FINMA EMI licence application — subject to regulatory approval and successful Phase 1 execution

Using Phase 1 revenue, operational track record, and partner relationships, FairbanksPay intends to file a FINMA EMI licence application. Outcome, timing, and scope of any such licence remain subject to FINMA review and regulatory approval; no licence is held today.

- ✓ FINMA EMI licence filing (Year 2-3, subject to readiness)
- ✓ Operational independence — upon licence grant only
- ✓ Direct card & rails partnerships post-licence
- ✓ Digital asset module (subject to MiCA / FINMA framework)
- ✓ Improved margins as partner-fee dependency reduces
- ✓ Long-term banking licence consideration (multi-year)

Subject to Licensing

Global Scale

Improved Margins

Digital Assets Roadmap

Switzerland's regulatory environment, global reputation, and innovation frameworks make it the ideal jurisdiction for Phase 2 licensing.

01

FINMA — World's Most Respected Regulator

FINMA-supervised entities carry strong global credibility. A FINMA EMI licence (target Phase 2, subject to approval) is intended to open access across Europe, the Middle East, and Asia — reinforcing trust with regulated counterparties.

FINMA

GLOBAL TRUST

02

Swiss Fintech Hub — Innovation Leadership

Switzerland's fintech ecosystem provides a robust regulatory framework through FINMA. 1,000+ blockchain companies in Zug region. Clear, established frameworks for payment services and emerging digital asset capabilities.

ZUG · 1,000+

BLOCKCHAIN

03

Regulatory Convergence: MiCA + PSD3

EU MiCA Regulation (in force June 2023) in implementation phase. PSD3/PSR under trilogue negotiation, application est. 2028–2029. Swiss FINMA frameworks already established. FairbanksPay is preparing for these evolving frameworks.

MICA

PSD3

04

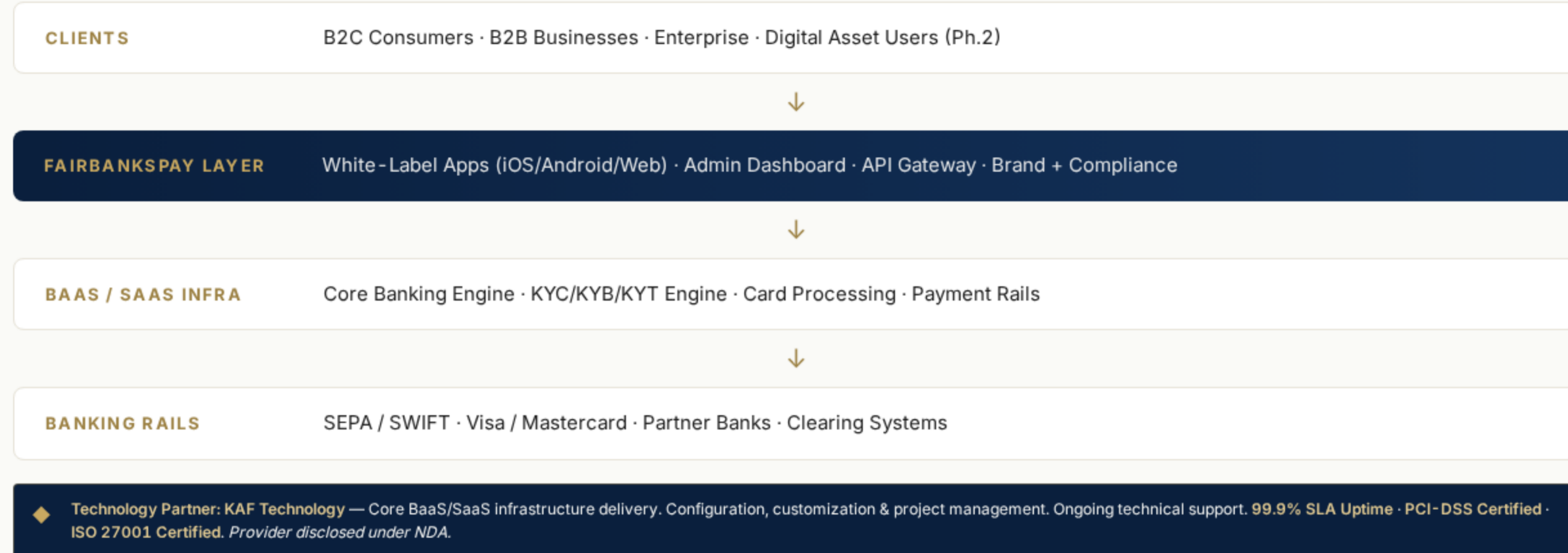
Long-Term Licensing Roadmap: EMI → Banking

Swiss-domiciled entities with sustained regulated activity may, over a multi-year horizon, consider an upgrade pathway from EMI to a full banking licence. Any such upgrade is a long-term option subject to FINMA approval, capital, and governance requirements — not committed to in current Phase 1/2 plan.

EMI

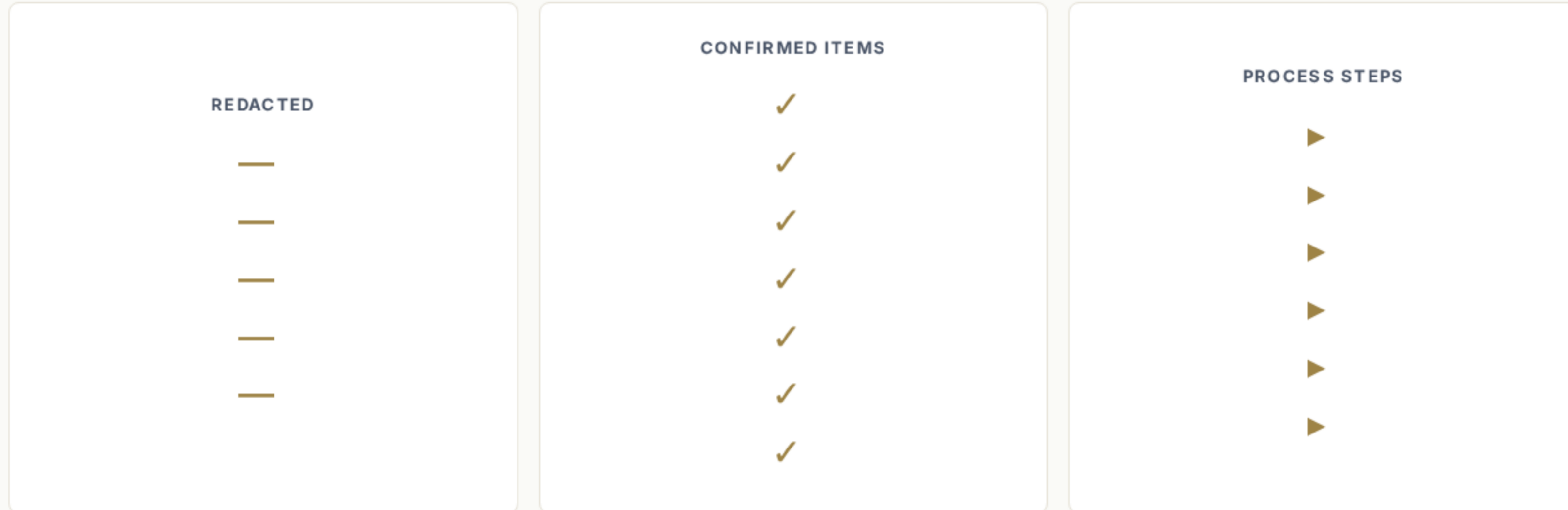
BANKING ↑

Powered by a regulated, PCI-DSS & ISO certified technology partner — infrastructure secured and configured before investment.



Controlled Disclosure — sensitive provider details available under NDA to qualified investors.

Sensitive provider and compliance details are intentionally redacted in this deck. Full disclosure is available under signed NDA to qualified investors, as illustrated by the placeholder pattern below.



Pattern mirrors the original Controlled Disclosure page: a visual map of what is redacted (left), what is already confirmed with partners (middle), and the staged disclosure workflow (right). Full contents released to qualified investors under NDA.

Multiple high-margin revenue channels ensure balanced growth with no single concentration risk.

<p>01</p> <h3>Monthly Platform Fees</h3> <p>Recurring SaaS subscription from B2C/B2B account holders.</p> <p>HIGH MARGIN RECURRING</p>	<p>02</p> <h3>Transaction Fees</h3> <p>Per-transaction revenue on SEPA, SWIFT, card payments, and settlements.</p> <p>VOLUME-BASED SCALABLE</p>	<p>03</p> <h3>Card Interchange</h3> <p>Interchange income, card issuance fees, and card management charges.</p> <p>PASSIVE GROWING</p>
<p>04</p> <h3>FX Margin</h3> <p>Foreign exchange spread on cross-border and multi-currency transactions.</p> <p>HIGH MARGIN CROSS-BORDER</p>	<p>05</p> <h3>Compliance & Onboarding</h3> <p>KYC/KYB verification fees, compliance service packages, and onboarding charges.</p> <p>PER-CLIENT RECURRING</p>	<p>06</p> <h3>Business Account Fees</h3> <p>Premium business account subscriptions, enterprise packages, and API access fees.</p> <p>B2B PREMIUM</p>
<p>07</p> <h3>Digital Asset Services (Phase 2)</h3> <p>Licensed digital asset infrastructure for future expansion: conversion, custody, and DeFi gateway.</p> <p>PHASE 2 OPTIONAL</p>		

Phase 2 Swiss licensing unlocks client onboarding from every non-sanctioned jurisdiction globally — a massive competitive advantage over EU-restricted competitors.

Phase 1 Focus



Europe
All 27 EU states



Switzerland
Premium tier



UK (Selected)
Post-Brexit
pathway



Turkey
Strategic market



Scandinavia
Premium tier

Phase 2 – Full Global Access



Middle East & Africa
UAE, Saudi, Gulf
states



Asia Pacific
Singapore, HK,
Japan

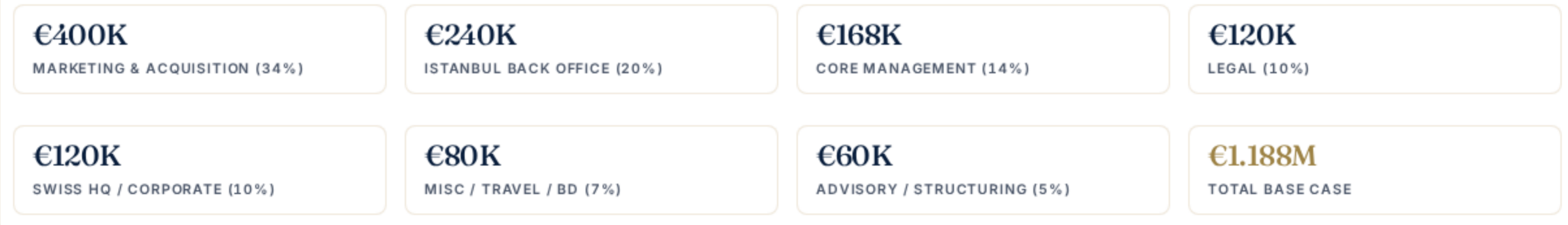
✗ Sanctioned Territories (Excluded): Russia, Iran, North Korea, Cuba, Syria, Myanmar, Belarus + OFAC/EU sanctioned entities.

◆ Swiss license = global client access from every non-sanctioned jurisdiction.

Controlled Year 1 operating loss, targeted break-even in Year 2, and stronger operational leverage in later phases.

METRIC	YEAR 1	YEAR 2	YEAR 3
B2C Clients	800	2,500	7,000
B2B Clients	80	250	700
Revenue	€880K	€2.8M	€8.5M
Costs	€1.188M	€2.1M	€3.5M
EBITDA	-€308K	+€700K	+€5.0M

Year 1 Cost Structure



◆ Y1 EBITDA: -€308K (base) / -€408K (growth). Opening liquidity €2.0M → remaining €1.692M (base) / €1.592M (growth). Scale-up model; break-even targeted Year 2.

Infrastructure is built, configured, and ready. Target launch readiness approximately four weeks after company formation.

1

 **WEEK 1-4 — PLATFORM GO-LIVE**

Contracts signed · Funds received

White-label platform live · First client onboarding · KYC/KYB activated.

2

 **MONTH 2-6 — MARKET PENETRATION**

Performance marketing launch

B2B sales pipeline · Affiliate partnerships · First 500 clients.

3

 **MONTH 6-12 — EUROPEAN EXPANSION**

Scandinavia premium tier

Enterprise B2B accounts · Revenue scale-up · Regulatory track record building.

4

 **MONTH 12-18 — SWISS INDEPENDENCE**

FINMA EMI application filing

Digital asset capability preparation · Continued revenue growth · Track record established.

* *Timeline subject to company formation, regulatory milestones, and partner activation steps.

Swiss-domiciled, multi-jurisdictional structure designed for operational efficiency and strategic market access.

Global Presence



Switzerland — Headquarters

Corporate domicile, regulatory anchor



Istanbul — Back Office

Operations and technical support



Dubai — Middle East Hub

Regional expansion and partnerships



Panama — Digital Assets

Crypto-friendly digital asset operations

Shareholding Structure (Founder 55% · Investor 40% · CEO 5%)

Founder (Cemil) — Permanent majority control

55%

Investor — Strategic equity participation

40%

CEO (Mevlut) — 4yr vesting, 12mo cliff

5%

A structured, founder-aligned investment opportunity with defined capital deployment and transparent governance.

40%

EQUITY OFFERED

€3,000,000

INVESTMENT AMOUNT

€1,000,000

CAPITAL INJECTION (COMPANY)

€1,000,000

FOUNDER REINVESTMENT

Resulting Operational Liquidity ≈ €2,000,000 — Use of Funds (illustrative, not bank capital)

The €2M is operational working capital for platform launch, growth, and Phase 2 licence preparation. It is **not** bank capital, CET1, LCR or any prudential capital adequacy buffer — those concepts apply only to fully licensed banks, which FairbanksPay is not.

Platform integration & partner setup fees	15%	Card programme onboarding (BIN, scheme, issuing)	10%
KYC / KYB / KYT & AML tooling	7%	Marketing & customer acquisition (Y1)	22%
B2B / white-label sales & partnerships	6%	Core team payroll (founder + key hires)	12%
Legal, compliance & corporate structuring	7%	FINMA EMI licence preparation (Phase 2)	8%
Audit, accounting & tax advisory	3%	Office, infra & SaaS tooling	3%
Cybersecurity & pen-test programme	2%	Contingency & operating reserve	5%

◆ **Governance Framework:** 1 board seat · Information rights · Reserved matters · Tag-along · Pro-rata · CFO/COO pathway. *Final transaction mechanics subject to definitive legal documentation. Use of Funds figures are illustrative — actuals depend on partner selection, regulatory timing, and market conditions.*

FairbanksPay's entry valuation offers investors significant upside potential and a compelling risk/reward profile.

Peer Benchmarks

European Digital Banks — Licensed digital banks with full banking capabilities — €50M – €500M

Neobanks — Mobile-first challenger banks with rapid growth — €10M – €100M

Payment Platforms — B2B and B2C payment processing platforms — €20M – €200M

Digital Payment Innovators — Cross-border and digital asset infrastructure — €15M – €150M

SCENARIO	EXIT VALUE	40% =
Conservative	€50M	€20M
Base Case	€100M	€40M
Optimistic	€250M	€100M

◆ Entry at €3M for 40%: 6.7x – 33x Return Potential. All projections and peer comparisons are indicative. Valuation mechanics subject to definitive legal documentation.

Market conditions create a defined window for capital-efficient entry into digital banking. Leadership structure prepared.

Infrastructure Costs Rising

Building from scratch now costs **Min. €3.0M–€5.0M+** and 24+ months. Partner-backed model offers material advantage.

Regulatory Clarity Increasing

EU MiCA in implementation phase. Swiss FINMA frameworks established. PSD3/PSR under development.

Long-Term Licensing Optionality

Multi-year pathway from EMI consideration toward broader banking licence — optional, subject to capital, governance, and FINMA approval.

Fintech Adoption Accelerating

Digital banking adoption across EU and Middle East growing double-digit. **Clear window for new entrants.**

Regulatory Window of Opportunity

Future EMI licensing expected to become more restricted. **Early establishment represents strategic market advantage.**

➡ → Delaying entry increases costs and reduces first-mover EMI advantage.

Key risks identified with structured mitigation strategies in place.

RISK	MITIGATION
Regulatory Dependency Operations depend on regulatory frameworks and partner licensing.	Clear SLA & Partner Commitments — Defined service level agreements ensure operational continuity.
Partner Dependency Core infrastructure relies on regulated technology provider.	Data Ownership & No Lock-In — Data ownership at FairbanksPay. Exit & data portability clauses.
Market Adoption Customer acquisition speed may vary from projections.	Scalable Go-To-Market — Multi-channel acquisition, partner network, multiple revenue streams.

◆ Founder reinvestment of €1,000,000 significantly reduces investor downside risk. Phase 1 operations generate revenue independently. Break-even targeted by Year 2.

Lean launch structure: internal control over strategy, finance, and risk — with externalized tech and compliance via partner model.

FairbanksPay: lean AND mean management + operation team.



FOUNDER & CHAIRMAN

Cemil

Strategic direction, capital structure, investor alignment, commercial framework.

20+ yrs Finance · International Structuring



CHIEF EXECUTIVE OFFICER

Mevlut

Operational leadership, executive governance, commercial execution, launch management.

€72K/yr + 5% equity · 4yr vest / 12mo cliff



CHIEF FINANCIAL OFFICER

Financial Control Lead

Financial oversight, treasury, reporting, capital allocation, investor relations.

€48K/yr · Financial Control



CHIEF COMPLIANCE & RISK

Compliance & Risk Lead

Compliance oversight, regulatory monitoring, risk governance, operational risk, KYC/AML, internal controls.

€48K/yr · Compliance + Risk

Operating Structure

Istanbul Back Office — Administrative coordination, customer operations support, daily processing. €20K/month (€240K/yr).

KAF Technology Partner — Technical infrastructure & compliance execution. PCI-DSS & ISO certified. Avoids heavy initial internal tech headcount.

◆ **Commercial Growth Channels:** Affiliate partners · Performance-driven advertising · Market-facing acquisition campaigns · B2C + B2B customer development. *Structure evolves from launch-phase execution into mature operational environment over time.*

Controlled Year 1 operating loss, break-even in Year 2. Phase 2 (Swiss EMI + digital assets) unlocks exponential upside from Year 3.

€880K

YEAR 1

EBITDA -€308K · €1.7M remaining

€2.8M

YEAR 2

Break-Even ✓ (+€700K)

€8.5M

YEAR 3

+ Digital Assets

METRIC	YEAR 1	YEAR 2	YEAR 3	YEAR 4
B2C Clients	800	2,500	7,000	15,000
B2B Clients	80	250	700	1,500
Revenue	€880K	€2.8M	€8.5M	€19M
Costs	€1.188M	€2.1M	€3.5M	€5M
EBITDA	-€308K	+€700K	+€5.0M	+€14M

◆ Revenue Breakdown Y1: Platform fees €240K (27%) · Tx fees €280K (32%) · Cards €120K (14%) · FX €180K (20%) · Other €60K (7%).

FairbanksPay is investment-ready. Infrastructure secured. Team in place. Regulatory pathway confirmed. Ready to execute.

Platform Highlights

White-label platform configured and tested

KAF Technology partner contracted

NDA and investor disclosure framework active

Full product suite ready: IBAN · SEPA · SWIFT · Cards · KYC/KYB

45 - slide investor presentation complete with full appendix

1

NDA Signed and Investor Access Granted

COMPLETE

2

Full Investor Presentation Reviewed

YOU ARE HERE

3

Commercial Due Diligence Completed

4

Legal Documentation Drafted

5

Investment Agreement Signed + Funds Released

6

Company Formation (Switzerland) + Platform Contracts

7

Platform Go-Live (~4 weeks post-formation)



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Master Appendix Index — structured deep-dive material for due-diligence review.

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Financial Overview & Assumptions

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

B2C ARPU

€25/mo → €250-300/yr projected per active client

B2B ARPU

€800/yr projected per B2B client

Transaction fee avg

€4-6 per transaction

FX margin avg

0.8-1.2% on converted volumes

Client growth

800 B2C + 80 B2B (Y1) — 2.5K + 250 (Y2) — 7K + 700 (Y3)

Interchange income

€10-15/yr per active card (growing)

- ◆ **Revenue model:** Platform - first + transaction - based. No single concentration. **Cost base:** Lean startup structure. Majority variable. **EBITDA trajectory:** Y1: -€308K · Y2: +€700K · Y3: +€5.0M. **Capital buffer:** ~€1.7M remaining after Y1 ops. **Break-even:** Y2 without additional funding required.

Year 1 Cost Structure — Detailed

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

Marketing & Acquisition — €400K	34%	Istanbul Back Office — €240K	20%
Core Management (CEO/CFO/CCO) — €168K	14%	Legal & Compliance — €120K	10%
Swiss HQ / Corporate Maintenance — €120K	10%	Misc / Travel / BD — €80K	7%
Advisory / Structuring — €60K	5%		

€1,188,000

TOTAL BASE CASE

€1,388,000

GROWTH SCENARIO (FULL MARKETING)

€2.0M

OPERATIONAL LIQUIDITY

€600–800K

Y1 BUFFER

◆ **Capital allocation note:** Total invested capital €3M. Founder reinvests €1M. Operational liquidity ≈ €2M. Y1 operating use ≈ €1.188M–€1.388M. Buffer: ≈€600K–€800K.

EBITDA & Cash Flow — Projected

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

METRIC	YEAR 1	YEAR 2	YEAR 3
Revenue	€880K	€2.8M	€8.5M
Operating Costs	€1,188K	€2,100K	€3,500K
EBITDA	-€308K	+€700K	+€5,000K
Cash Flow	Negative	Positive	Strong Positive
Cumulative Position	€1.692M	€2.392M	€7.392M

◆ **Cash flow notes:** No capex-heavy model. Revenue-share model under Phase 1. Incremental licensing costs build into Phase 2 budget. Dividend pathway available from Y2 if board decides. Y1 negative absorbed by raised capital.

Headcount & Team Model

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

Core Management (Internal — Phase 1 Launch)

CEO (Mevlut) — €72,000/yr — 5% equity / 4yr vest / 12mo cliff

CFO — €48,000/yr — Financial control

CCO/CRO — €48,000/yr — Compliance + risk

Core Management Annual Total: €168,000

External / Partner Model

KAF Technology — Infrastructure — SaaS/BaaS model

Legal advisors — Retainer model

Compliance consultants — Retainer / part-time

Istanbul Back Office (Month 1-12)

Operational coordination team — €20,000/month — €240,000/yr

Multi-function team: admin, customer support, client processing

Phase 2 Additions (Month 12-24)

Head of Compliance (full-time)

2× Additional Tech Roles

Sales/BD Manager (EU markets)

Swiss-based entity management

IT Operating Model – Technical Architecture Detail

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

CLIENT ACCESS LAYER Mobile (iOS/Android) · Web Application · API (B2B/Enterprise) · Admin Console



FAIRBANKSPAY PLATFORM White-Label UI/UX · Business Logic · Compliance Rules Engine · Reporting & Analytics



BAAS CORE (PROVIDER) Core Banking Ledger · KYC/KYB Engine · Card Processing · FX Engine · Payment Orchestration



BANKING RAILS SEPA · SWIFT · Visa · Mastercard · Domestic Rails · Partner Banks

✓ **Partner Infrastructure Includes:** Core banking engine (multi-currency) · KYC/KYB/KYT compliance engine · Card processing & tokenization · SEPA/SWIFT connectivity · API gateway & webhook management · 24/7 monitoring + 99.9% SLA uptime · PCI-DSS & ISO 27001 certified.

Provider Dependency & Risk Detail

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

Risk

Over-reliance on single BaaS provider.

Mitigation

Contractual data ownership + portability. No custom code lock-in. Alternative providers mapped. Data export rights enshrined in contract. Client data owned by FairbanksPay. Migration path pre-evaluated.

Provider Details

Disclosed under NDA. **KAF Technology** is delivery partner. Full provider name + contract summary available post-NDA to qualified investors.

SLA Commitments

99.9% uptime · Defined breach penalties · Technical escalation protocols · Disaster recovery plan included.

◆ Risk Rating: Moderate — Fully mitigated via contractual framework.

Data Ownership & Exit Framework

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

◆ Principle: FairbanksPay retains full ownership of all client data, transaction records, and operational data — regardless of provider relationship.

Key Contractual Protections

- Data portability clause — export at any time
- No vendor lock-in — standard formats only
- Exit notice period — defined in contract
- Client data never sub-licensed to provider
- Regulatory data compliance maintained by FairbanksPay

Exit Scenarios Covered

- Voluntary migration to new provider
- Provider insolvency — data recovery protocol
- Regulatory instruction — full cooperation framework
- M&A / acquisition scenario — data continuity assured

Continuity & Risk Control

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

Operational Continuity

- Disaster recovery plan: 4-hour RTO target
- Backup banking rails: secondary provider mapped
- Client funds: held in segregated accounts at licensed institution
- Regulatory reporting: automated + manual override available

Investor Control Framework

- Board seat reserved for investor
- Quarterly financial reporting
- Material decision reserved matters
- Tag-along rights on exit
- Pro-rata rights on future funding rounds
- CEO/COO appointment rights (CFO/COO pathway)

RISK AREA	LIKELIHOOD	IMPACT	MITIGATION
Regulatory change	Low	High	FINMA guidance + legal advisors
Partner failure	Low	High	Data ownership + alternative providers
Market adoption	Medium	Medium	Multi-channel GTM + B2B anchor clients
FX volatility	Low	Low	Hedging + multi-currency structure

Risk Management Framework

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

◆ **Risk Governance:** Board-level risk oversight. CCO/CRO responsible for execution. Quarterly risk review cycle. Incident escalation protocols defined.

Compliance Risk

AML/KYC monitoring — Real-time transaction monitoring. Sanctions screening — Automated OFAC/EU list checking. Regulatory reporting — Defined reporting calendar. Policy updates — Monitoring of FINMA/EU regulatory changes.

Financial Risk

FX exposure — Multi-currency hedging strategy. Revenue concentration — Multiple revenue streams, no single dependency. Cash burn — Controlled OpEx with quarterly review.

Operational Risk

System downtime — 99.9% SLA + DR plan. Key person risk — Succession planning in governance framework. Fraud risk — Real-time fraud detection via partner compliance engine. Data breach — ISO 27001 certified infrastructure.

Customer Journey Simulation

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

B2C Customer Journey

- 1 **Discovery**
Online ad / affiliate / referral
- 2 **Registration**
Email + mobile verification
- 3 **KYC**
ID document upload + liveness check (3–5 min)
- 4 **Account Activation**
IBAN assigned + card ordered
- 5 **First Transaction**
SEPA transfer or card payment
- 6 **Ongoing Use**
Mobile app dashboard, spending notifications
- 7 **Upgrade Path**
Business account / premium tier / referral rewards

B2B Customer Journey

- 1 **Inbound / BD Outreach**
Sales-led or inbound lead capture
- 2 **Business KYB**
Entity verification, beneficial ownership
- 3 **Account Setup**
Multi-currency, SWIFT enabled
- 4 **API Integration**
If required
- 5 **Operational Use**
Payroll, supplier payments, FX
- 6 **Account Management**
Dedicated support + reporting

Issue Resolution & Escalation

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

1

TIER 1 — SELF SERVICE (0-15 MIN)

FAQ / knowledge base · In-app support chatbot · Transaction dispute initiation

2

TIER 2 — SUPPORT TEAM (15 MIN – 4 HRS)

Istanbul back office team · Email + in-app ticket · Standard issue resolution

3

TIER 3 — SENIOR ESCALATION (4-24 HRS)

CCO/CRO involvement · Complex disputes, compliance issues · Client communication by senior officer

4

TIER 4 — REGULATORY / LEGAL (24-72 HRS)

External legal counsel · Regulatory reporting if required · Board notification on material issues

◆ SLA Commitments: Tier 1 — Instant · Tier 2 — <4 hrs · Tier 3 — <24 hrs · Tier 4 — <72 hrs.

Customer Control Summary

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

What Customers Control

- Their IBAN and account number
- Their transaction history (exportable)
- Their card controls (freeze/unfreeze, limits)
- Their KYC data (GDPR access rights)
- Their consent and marketing preferences
- Account closure and data deletion request

What FairbanksPay Controls

- Platform access and compliance enforcement
- Transaction monitoring and fraud controls
- AML/KYC compliance decisions
- Regulatory reporting obligations
- Partner and infrastructure management

◆ **Customer Protections:** GDPR compliant — EU data protection law. Segregated funds — Not mixed with operating funds. Dispute resolution — Defined process. Regulatory redress — Available through partner EMI framework.

Investor Q&A – Part I

Q1 Why hasn't this been done yet?

It has been done — but rarely with this combination: Swiss domicile + partner-EMI Phase 1 + clear Phase 2 license pathway. The timing window (regulatory clarity + BaaS maturity) is recent.

Q2 Why does the founder only retain 55%?

40% to investor ensures institutional-grade partnership and alignment. 5% CEO equity retains strong operational leadership. Founder maintains strategic majority.

Q3 What happens if the technology provider fails?

Data ownership clause in contract. Alternative providers pre-evaluated. Client data portable. Full migration plan exists. Provider details disclosed post-NDA.

Q4 Why Switzerland vs. UK or EU?

FINMA's globally respected supervisory standards (target Phase 2, subject to approval). Long-term EMI → banking licence optionality. Digital asset capability under MiCA / FINMA frameworks. Neutral jurisdiction with strong institutional credibility.

Q5 What is the exit strategy?

M&A by larger fintech / bank (primary). Strategic buyout. Secondary market / investor transfer. Achievement of FINMA EMI licence and any subsequent banking -licence consideration would represent material valuation milestones (subject to regulatory approval).

Investor Q&A – Part II

Q6 What is the legal structure of the investment?

Equity shareholding via Swiss holding company. Definitive investment agreement to be drafted by legal counsel. Terms outlined in this deck are indicative; binding only in signed agreement.

Q7 Is the €3M valuation justified?

Pre-revenue + configured infrastructure + regulatory pathway + team in place = fair for stage. Comparable peer entry valuations range €5M–€20M. 40% entry provides asymmetric upside.

Q8 How are funds protected post-investment?

Funds held in defined accounts. Deployment only per agreed capital deployment schedule. Board approval required for material expenditure. Investor has board seat and reserved matters control.

Q9 What is the NDA coverage?

Full provider identity, technical contracts, and detailed financial models are under NDA. This deck is itself a confidential document. Breach remedies defined in NDA.

Q10 What's the timeline to see returns?

Revenue from Month 1. Break-even targeted Y2. Exit / liquidity event targeted Y4–Y6 post-investment. Interim dividend possible from Y2 subject to board resolution.

Investor Q&A – Part III

Q11 What if regulatory approval takes longer?

Phase 1 operates under existing partner EMI license — no regulatory approval needed to launch. Revenue generation starts immediately. Phase 2 FINMA application is staged — delay does not stop operations.

Q12 What protects the investor if the founder exits?

Defined governance framework. CEO equity vesting (cliff + schedule). Board seat for investor. Reserved matters on key decisions. Contractual protections in shareholder agreement.

Q13 How does the investor exit?

Tag-along rights on any founder exit. Pro-rata on future rounds. Defined transfer rights in shareholder agreement. M&A process with investor consent required for any acquisition.

Q14 Is this model proven?

Phase 1 model (white-label EMI) is a proven fintech model used by 100+ successful neo-banks globally. FairbanksPay applies this model with Swiss domicile and Phase 2 upgrade path.

Q15 What is the minimum investment?

Offer structured as €3M for 40%. Not structured for partial tranches at this stage. Investor should seek legal/financial advice before committing.

Investor Protection & Comfort Framework

✉ **TO:** Prospective Investor
FROM: Founder, FairbanksPay
RE: Investor Protection & Comfort Framework

We understand that committing €3,000,000 to a pre-launch fintech venture requires a high degree of trust, transparency, and structural comfort. This memo outlines the specific measures in place to protect investor interests.

1. Capital Protection

Founder reinvests €1,000,000. Operational liquidity only ≈€2,000,000. Structured deployment schedule. No single-signature fund access.

3. Exit Protections

Tag-along. Pro-rata. Transfer restrictions (no dilution without consent). Defined exit process.

5. Operational Assurance

Revenue from Month 1 (Phase 1 live). Break-even Y2. CCO/CRO in place from launch. Risk and compliance framework active.

2. Governance Rights

Board seat. Reserved matters veto. Quarterly financial reporting. Material decision joint approval.

4. Transparency

Full NDA disclosure package available. Provider contract summary (post-NDA). Legal documentation by qualified counsel.

◆ This framework will be formalized in the definitive investment agreement.

Investment Case Summary

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

The Opportunity

€3M for 40% equity in a Swiss-domiciled digital financial platform — Phase 1 live in ~4 weeks under licensed partner infrastructure, with Phase 2 FINMA EMI licence application as the regulatory roadmap (subject to approval).

The Return

Conservative: €20M (40% of €50M exit). Base: €40M (40% of €100M exit). Optimistic: €100M (40% of €250M exit). **Entry multiple: 6.7x at base case.**

The Risks

Mitigated — regulatory (Phase 1 needs no standalone license). Mitigated — provider (data ownership + portability). Mitigated — market (multi-channel GTM + B2B anchors). Mitigated — capital (lean OpEx + buffer).

The Structure

Partner-EMI Phase 1 (immediate revenue, partner-licensed) → FINMA EMI application Phase 2 (subject to approval) → Long-term banking licence consideration (Year 3+, optional).

The Protections

Board seat + reserved matters. Tag-along + pro-rata. Quarterly reporting. Defined capital deployment. Founder €1M reinvestment.

◆ **One-sentence case:** A capital-efficient, Swiss-domiciled digital financial platform — customer-facing services delivered through licensed partner infrastructure today, with a Swiss regulatory roadmap toward independence (subject to FINMA approval) — offering immediate revenue, defined governance, asymmetric return potential, and structured investor protection at a compelling entry point.

Why Phase 1 Makes Sense Now

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

? **The Question:** Why operate under a partner EMI rather than building your own license from scratch?

	BUILDING FROM SCRATCH	FAIRBANKSPAY PHASE 1
Time to market	18–24 months	~4 weeks ✓
Capital required	€3M–€5M+	Included in €3M raise ✓
Revenue start	Month 18–24	Month 1 ✓
Regulatory risk	High	Low (partner licensed) ✓
Team size required	15–20 FTEs	3–4 core ✓
Investor risk	High	Significantly reduced ✓

◆ Partner EMI model is the globally accepted fintech launch playbook. Used by: **Revolut (early), Monzo (early), 100+ European neobanks**. FairbanksPay applies the same model with Swiss domicile and a clear independence roadmap. **Phase 1 is not a compromise — it is the smart strategy.**

Why Phase 2 Matters

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

Phase 2 is where the FairbanksPay model begins to move from launch efficiency toward structural value creation. The strategic significance spans five core dimensions.

01 · Greater Institutional Credibility

A stronger Swiss regulatory footprint improves market perception, operating credibility, and strategic positioning.

02 · Margin Expansion Potential

As the company moves away from an early partner-backed dependency model, the long-term economics may improve through stronger control and better structural margins.

03 · Wider Market Reach

A more mature Swiss platform structure may support broader international positioning and stronger access to higher-value customer segments.

04 · Strategic Optionality

Phase 2 also preserves optional expansion areas such as deeper infrastructure control, broader product layers, and digital asset capability where commercially and regulatorily appropriate.

05 · Valuation Uplift Logic

Investors typically value a business differently once it moves from an early operational story into a more institutionally credible, scalable, and strategically independent platform model.

◆ Phase 1 is about efficient market entry. Phase 2 is about structural value creation.

Phase 2 logic is a working draft. Subject to final operational, legal, and provider confirmations.

Founder-Investor Alignment

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

Founder-investor alignment is one of the strongest signals in any early-stage investment case. FairbanksPay is being structured to demonstrate alignment through founder commitment, investor protection, leadership incentives, and company capital allocation.

Alignment Signals

Founder majority retention · Founder reinvestment into the business · A defined investor equity position · Governance participation rights · CEO vesting rather than immediate unrestricted transfer · Capital directed into company growth rather than narrative alone.

This Structure Demonstrates That

The founder remains committed · The investor receives meaningful participation and protection · Leadership incentives remain long-term · Company capital supports real operating build-out.

◆ This is a stronger message than a simple equity sale, because it shows shared downside discipline and shared upside ambition.

Founder-investor alignment is a working draft. Subject to final operational, legal, and provider confirmations.

Why This Structure Is Investable

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

The FairbanksPay structure is investable not because it removes all risk, but because it is designed to make risk visible, manageable, and phase-appropriate.

Investor Appeal

A real market entry pathway · A defined capital structure · A founder-aligned commitment model · A lean but controlled operating setup · A partner-backed launch logic · A pathway to greater strategic independence · A credible break-even target · Upside preserved beyond the initial launch phase.

Managed-Risk Framework

Launch economics are modelled conservatively · Continuity and provider dependency are recognised explicitly · Legal and provider documentation are being structured for investor review · Risk, customer journey, and escalation logic are built into the operating model from the beginning.

◆ The company is not presenting itself as risk-free. Instead, it is being framed as a **managed-risk opportunity** — the kind of framing that typically creates stronger investor confidence than oversimplified 'high growth, low risk' storytelling.

Investability framework is a working draft. Subject to final operational, legal, and provider confirmations.

Executive Summary & Call to Action

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

FairbanksPay should be understood as a phase-based regulated financial services platform designed for efficient entry, disciplined scaling, and long-term strategic expansion. The investment proposition is based on the interaction of timing, structure, capital discipline, market need, controlled launch design, and future scalability.

Investment Proposition Foundations

The proposition is based not on a single claim, but on the interaction of: Timing · Structure · Capital discipline · Market need · Controlled launch design · Future scalability.

Core Attraction for Investors

Early operational readiness · Meaningful founder alignment · Controlled Year 1 burn · Targeted Year 2 break-even · Swiss strategic positioning · Preserved long-term upside through structural progression.

◆ This appendix should be read as a **support layer to the investor deck**: not a replacement for the pitch story, but the deeper explanation of why that story can be credible.

Executive summary conclusion is a working draft. Subject to final operational, legal, and provider confirmations.

Legal / Policy / Document Readiness

WORKING MODEL — APPENDIX — PENDING FINAL PROVIDER, LEGAL, AND PROCESS CONFIRMATIONS.

This section maps the current status of legal, compliance, and policy documentation required for regulated financial operations. It is structured as a readiness matrix — not fabricated legal documents — indicating preparation status, scope, and dependencies for each domain.

<p>1. Terms of Service / AGB Status: STRUCTURE DEFINED</p> <p>Standard terms of service for B2C and B2B platform usage, covering account access, transaction rules, liability limitations, and dispute procedures.</p> <p>AGB (Allgemeine Geschäftsbedingungen) framework aligned with Swiss law and EU consumer protection standards.</p> <p>Final drafting subject to legal counsel review post-incorporation.</p>	<p>2. Privacy / GDPR Framework</p> <p style="text-align: center;">Status: STRUCTURE DEFINED</p> <p>Data protection policy aligned with Swiss FADP and EU GDPR requirements. Covers data collection, processing, retention, deletion rights, and cross-border transfer safeguards.</p> <p>Data Processing Agreements (DPAs) required with all provider and sub-processor relationships.</p> <p>Privacy impact assessment to be completed prior to customer onboarding launch.</p>	<p>3. NDA / KYC Documentation Framework</p> <p style="text-align: center;">Status: OPERATIONAL</p> <p>KYC/KYB onboarding framework active: identity verification, document collection, AML screening, and risk scoring integrated into customer journey.</p> <p>NDA framework operational for investor communications, provider relationships, and confidential partnership materials.</p> <p>Continuous monitoring and periodic re-verification procedures defined within compliance workflow.</p>
<p>4. AML / Onboarding Policy Layer</p> <p style="text-align: center;">Status: STRUCTURE DEFINED</p> <p>Anti-Money Laundering policy framework covering customer due diligence (CDD), enhanced due diligence (EDD), transaction monitoring, and suspicious activity reporting.</p> <p>Sanctions screening integration planned via partner-supported compliance infrastructure.</p> <p>Policy finalization subject to regulatory jurisdiction confirmation and provider SLA activation.</p>	<p>5. Complaint Handling / Customer Protection</p> <p style="text-align: center;">Status: STRUCTURE DEFINED</p> <p>Customer complaint handling procedure covering acknowledgment, investigation, escalation, resolution, and documentation requirements.</p> <p>Consumer protection safeguards aligned with Swiss financial services regulations and EU PSD2 / PSD3 readiness.</p> <p>Escalation paths defined: front-line support, risk/compliance review, management escalation, and regulatory reporting.</p>	<p>6. Regulatory Mapping / Licence Status Status: IN PROGRESS</p> <p>Swiss FINMA regulatory pathway mapped: EMI licence target under Phase 2 roadmap. Phase 1 operates under partner-supported regulated framework.</p> <p>EU MICA readiness assessment initiated. PSD3/PSR monitoring for 2028-2029 regulatory cycle alignment.</p> <p>Multi-jurisdiction licence mapping for target expansion markets in progress. Subject to corporate structuring decisions.</p>
<p>7. Provider / Sublicence Contract Summary</p> <p style="text-align: center;">Status: PENDING CONFIRMATION</p> <p>Sublicence agreement framework covering platform access, service scope, SLA commitments, data handling, and transition provisions.</p> <p>Provider contract summary placeholder — key commercial terms, IP ownership clauses, portability rights, and termination protections to be documented.</p> <p>Investor-facing contract summary to be prepared following final legal review and provider agreement execution.</p>		

◆ This readiness mapping demonstrates that FairbanksPay is not operating without a legal framework — but is systematically building the documentation stack required for regulated financial operations. Remaining items are dependent on corporate structuring, provider finalisation, and legal counsel engagement.