

BUSINESS PLAN

CAECUS N.V.

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1. Company Structure

The operational responsibilities of Caecus N.V.'s managing director are undertaken by Capital Trust Corporation N.V.

Capital Trust Corporation N.V. fulfills the role of a regional representative for Caecus N.V. within Curacao, leveraging its considerable administrative expertise in supervising legal entities.

At the helm of the company stands Mr. Ihor Hniedash, serving as its CEO. Mr. Ihor Hniedash is dedicated to steering the company towards growth, enhancing profitability, and elevating stock values, while also maintaining a comprehensive oversight of daily organizational operations.

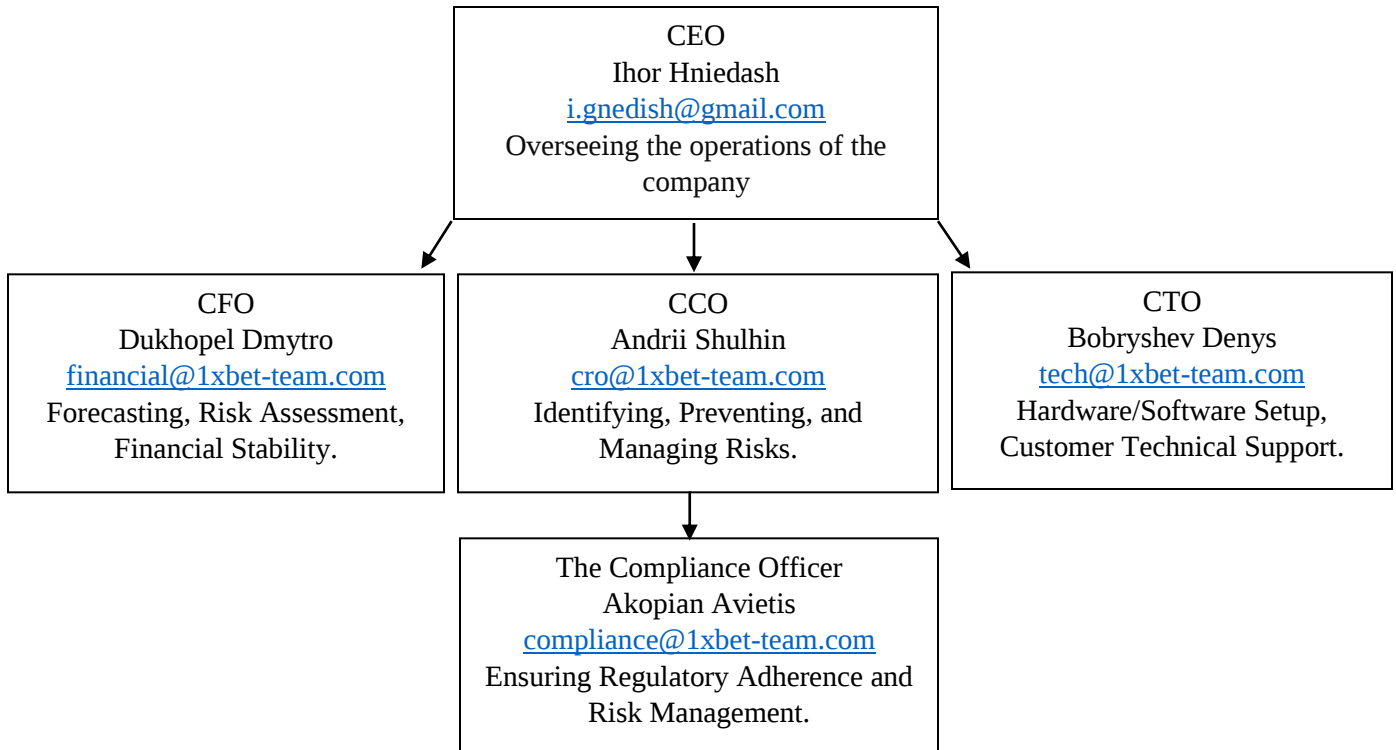
Andrii Shulhin serves as the Chief Compliance Officer within the company, entrusted with ensuring adherence to governmental regulations across organizational procedures. His role encompasses a spectrum of tasks, ranging from advising management to conducting comprehensive risk assessments. His primary focus lies in the identification, prevention, monitoring, detection, and resolution of potential risks encountered by the company. Moreover, he offers strategic advice on minimizing and effectively managing these risks.

Dmytro Dukhopel serves as the company's Chief Financial Officer (CFO). His primary focus is on developing forecasting models, assessing investment risks, and ensuring adherence to accounting procedures. Ultimately, his efforts contribute to maintaining the financial stability of the business and enhancing profitability.

Avietis Akopian assumes the role of Compliance Officer, responsible for ensuring compliance with governmental regulations and organizational procedures. His duties range from providing guidance to management to conducting thorough risk assessments. He plays a vital role in identifying, preventing, monitoring, and resolving potential risks, offering valuable insights on risk mitigation strategies.

Denys Bobryshev holds the role of Chief Technology Officer (CTO) within the company. His responsibilities encompass the setup, modification, and maintenance of computer hardware and software. Additionally, he assists customers with technical issues and inquiries, ensuring a thorough understanding of their individual circumstances.

Key individuals Structure



2. Legal and Governance Framework

Unless the company chooses differently at a General Meeting, the Board of the company may consist of a single person and its membership count not be capped.

Members of the Board of directors are elected by shareholders. Main functions of the board are to set strategy, oversee management, and protect the interests of shareholder (s) of our company. A company's board of directors is in charge of guiding and supervising operations to ensure optimal performance.

Important matters concerning the company, its shareholders, its workers are deliberated by the board of directors. It participates in:

- Assisting a company in defining its long-term goals, primary objectives, and direction;
- Making operational decisions;
- Senior executives and high management's recruitment and dismissal;
- Establishing executive compensation;
- Establishing a procedure and timetable for its communications with the CEO and UBO of the company. The CEO guides the company in accordance with the directives of the board;
- Providing executives planning and decision-making advice;
- keeping an eye on budgets and guaranteeing adequate funds when crucial resources are needed;
- Keeping an eye on accounting and financial operations and making the required adjustments to protect company funds and assets;
- Approving important policies;

- Making important choices;
- Monitoring our company's performance
- Directing the management of emergencies;
- Establishing and upholding a powerful, enduring, and favorable brand identity for the public and the business.

Boards function most effectively when they focus on high-level and forward-thinking matters, yet at times, they must delve into day-to-day decision-making alongside senior management. When the board notices unfavorable outcomes, it should delve deeper into management concerns to rectify the company's course and fulfill its obligations to stakeholders and shareholders.

Our company's board takes a proactive stance in major decisions, particularly those with potential negative impacts or significant financial ramifications. Prioritizing long-term goals, the board forecasts the company's trajectory for up to five years. Key decisions such as facility operations, expansions, or major investments aligned with long-term strategic objectives are within the board's purview.

This proactive approach also entails the board's oversight of various matters, including governance, legal issues, conflict resolution, community engagement, executive compensation, and CEO performance evaluation. Management provides comprehensive information to aid the board in making well-informed decisions, including thorough analyses and recommendations.

Regular performance evaluations enable the board to gauge growth benchmarks and identify positive or negative trends. The board determines the necessity of its involvement after reviewing trends spanning a minimum of three consecutive reporting periods.

Before taking action, the board consults with management to understand their approach to resolving issues and their capability to reverse unfavorable trends. While maintaining accountability, the board empowers management to handle specific cases.

The board supports the Ultimate Beneficial Owner (UBO) and CEO in executing board decisions, including contract management and termination. Occasionally, the CEO may seek the board's assistance or intervention to enhance performance. Utilizing their networks, the board may assist the CEO/UBO in achieving company goals.

In cases where a decision lacks sufficient approval from directors or shareholders, or a deadlock arises due to tied votes, resolution methods include the chairman's decisive vote, collaborative efforts to reach a solution, or external mediation, arbitration, or expert determination.

Management must promptly report significant issues to the board, especially if approached by legal or governmental authorities.

The Chief Compliance Officer plays a pivotal role within the management team, providing crucial guidance and direction for routine company decisions. Advising the board on legal matters related to fiduciary duties, the CCO collaborates closely with executive leadership to uphold the company's integrity and compliance standards. The CCO's involvement in board meetings ensures alignment between management and the board members.

3. Overview of Third-Party Services Utilized by the Company

In order to enhance our operations and provide a comprehensive gaming experience, our company has entered into agreements with various third-party service providers.

Platform Services: We have partnered with Highflir B.V., a registered company in Curacao (registration number: 149996), to utilize their advanced platform. This platform encompasses the Sportsbook, modules for security and data protection, anti-fraud and risk management tools, as well as analytics capabilities.

Gaming Software Providers: Collaborating with Highflir B.V., a renowned gaming software producer, allows us to develop a diverse and thrilling gaming portfolio.

Sportsbook Software: Our utilization of cutting-edge sportsbook software ensures seamless bet placement, extensive coverage of sporting events, and real-time odds updates for our sports betting enthusiasts. The platform provider supplies these gaming options.

Payment Service Providers: We work in partnership with trusted payment service providers to facilitate secure and hassle-free transactions. Our players have access to a range of secure deposit and withdrawal methods, including renowned providers like Skrill and Jeton.

Identity Verification Services: Maintaining a safe gaming environment is of utmost importance to us. To verify player identities and comply with regulatory standards, we use internal identity verification services and will soon implement third-party services.

Anti-Money Laundering (AML) Tools: Regulatory compliance is paramount to us. We employ cutting-edge AML tools to detect and prevent any suspicious financial activities.

Customer Support Software: Our dedicated customer support team utilizes state-of-the-art tools to provide players with timely and round-the-clock assistance. This ensures that our players receive the support they need whenever they need it.

4. Overview of Business Products, Services/Brands, and Proprietary Intellectual Property

Established on May 16, 2023, Caecus N.V. embarked on a mission to revolutionize the gambling industry, striving to deliver an unparalleled gaming experience. From its inception, the company has been driven by an unwavering commitment to integrating cutting-edge technology solutions and prioritizing customer satisfaction, leading to rapid growth, expanded market presence, and enhanced reputation within the sector.

Under the astute leadership of Ihor Hniedash, our ultimate beneficial owner, Caecus N.V. has evolved from a promising startup into a leading player in the online gaming realm. Our journey has been marked by continuous innovation and an unyielding pursuit of excellence. Embracing new technologies and staying agile in response to market dynamics have been pivotal in setting us apart from competitors.

Strategic diversification has been a cornerstone of our growth strategy, with Caecus N.V. offering a comprehensive suite of gambling products and services tailored to diverse customer preferences. From sports

betting to cutting-edge digital gaming experiences and traditional casino games, our extensive product portfolio, coupled with user-friendly platforms, ensures a seamless and engaging client experience.

Central to our success is our customer-centric approach. Caecus N.V. is committed to delivering personalized services, understanding and addressing evolving client needs, and fostering a responsible and secure gaming environment. Integrity and ethical conduct underpin every aspect of our operations.

Beyond business expansion, our company is dedicated to making a positive impact on both the industry and the community. We actively promote responsible gaming, engage in community initiatives, and uphold high standards of corporate social responsibility.

To gain a competitive edge and cater to key consumer segments, the company has identified six core competencies essential for meeting client needs and fostering business differentiation:

Market Expertise

Multichannel Access

Multilanguage Capabilities

Regional Market Insights

Personalized Customer Engagement

Commitment to Innovation

5. Target KPI's and business objectives

Revenue and profit

The most visible measures of our company's success are revenue and profit, which reflect the amount of money we make from sales and the amount you keep after we cover our costs. Depending on our business objectives, revenue and profit might be calculated on a monthly, quarterly, or annual basis. To assess how we are performing in relation to our goals and rivals, we also compare our revenue and profit to prior quarters, our budget, or industry benchmarks.

Customer satisfaction

Another key indicator of our company's performance is customer satisfaction, which shows how pleased our clients are with our offerings and how likely they are to make additional deposits, recommend us to others, or write favourable reviews. Numerous techniques, including surveys, feedback forms, testimonials, ratings, and loyalty programs, can be used to gauge customer satisfaction. To measure our customers' attitudes and experiences, we can also employ customer satisfaction measures like net promoter score (NPS), customer satisfaction score (CSAT), or customer effort score (CES).

Employee engagement

Employee engagement is a gauge of our workers' commitment, drive, and productivity as well as their satisfaction with their jobs at our company. The performance of the company can be impacted by employee involvement in a variety of ways, including decreased attrition, better customer service, increased creativity,

and increased morale. Utilizing surveys, interviews, performance reviews, or recognition initiatives, one can gauge employee engagement. To assess the attitudes and actions of your staff, we can also utilize employee engagement indicators, such as employee engagement index (EEI), employee satisfaction score (ESAT), or employee net promoter score (eNPS).

Growth potential

The ability of our company to increase its market share, clientele, line of products, or sources of income in the future is measured by its growth potential. Growth potential can provide insight into our competitive advantages, business possibilities, and strengths and how we can use them to further our long-term objectives. Numerous techniques, including scenario planning, SWOT analysis, market research, and forecasting, can be used to assess growth potential. In order to calculate our business potential and profitability, we also employ growth potential parameters like customer acquisition cost, customer lifetime value, market penetration rate, and market growth rate.

Long-term business objectives

We have outlined most common (and best) long-term business objectives that have the strongest impact on the success of growing our business as follows:

1. Increase sales

Growth from year to year is one of the most important indicators of whether we are prospering or failing. By this time next year, we hope to have more clients than we do now. We also want to increase our profitability.

2. Build brand recognition

Maintaining a continuous social media presence, frequently taking part in community events and activities, and having a distinctive company logo all contribute to our objective of creating a memorable brand that will endure for years to come.

3. Create a stellar reputation

Our strategy for establishing a stellar reputation is to provide each and every client with exceptional service.

4. Open a new location

For our company, growing is a worthwhile long-term objective. Our objective is to take our business global. We develop a strong consumer base to get there, and accomplishing these other long-term objectives can assist us in doing so.

5. Launch a new product

We contemplate growing our company by introducing a new good or service. We can find new goods or services that our company might eventually offer by conducting a market gap study and talking to our current clientele.

6. Financial Considerations

Our business is strategically poised for growth within the Online Game of Chance sector, with a comprehensive financial plan designed to drive expansion and maintain or increase market share. The plan encompasses six key components: sales forecast, expenses analysis, statement of financial position, cash flow forecasting, break-even point analysis, and operations planning.

Sales Forecast: Our annual sales projections are carefully crafted, taking into account various factors such as competitive landscapes, local and international events, economic conditions, and socio-political unrest. We aim to achieve a two to five percent increase in revenue compared to the previous year.

Expenses Analysis: Our budgeting process includes both regular operational expenses and anticipated future costs. This encompasses ongoing expenses like rent, utilities, and salaries, as well as projected costs such as maintenance, minimum wage hikes, and tax rate adjustments. Additionally, provisions are made for unforeseen expenses to ensure financial resilience. Accurate assessment and evaluation of associated expenses enable effective growth management and financial sustainability.

Statement of Financial Position: Regular assessments of assets such as real estate, machinery, and inventory form the basis of our company's balance sheet, providing a comprehensive view of our financial health beyond just cash flow or profit statements.

Cash Flow Forecasting: Annual cash flow forecasts enable proactive management of financial challenges and identification of potential cash flow issues before they impact operations adversely. Optimal payment arrangements with contractors facilitate budgeting for expansions and investments, ensuring prudent financial management.

Break-even Point Analysis: Through this analysis, we compare the profit generated from each additional unit sold against fixed costs, ensuring competitiveness while maintaining a margin for expenses.

Operations Planning: Our operations planning focuses on maximizing profitability and understanding the operational requirements at different production volumes. This includes assessing workforce capacity, supply chain expenses, and production efficiency to inform strategic decision-making for expansion and efficiency optimization.

Overall, our company boasts remarkable financial stability and sufficient liquid assets to meet player winnings promptly. With the growing market for online games of chance, our strategic plans are poised to meet the evolving needs of our business and capitalize on emerging opportunities.

Debt Investments: Transactions recorded as assets on the balance sheet fall under this category of investment. An instance of this would involve acquiring a loan or accounts receivable from another entity, with the expectation of generating future revenue.

Equity Investments: The company has the option to engage in various forms of private equity transactions, including leveraged buyouts, mergers and acquisitions, and venture capital investments, as means of raising capital in the future.

Combination Investments: These investments integrate aspects of both debt and equity. For example, mezzanine debt involves lending funds to another entity in exchange for equity. Additionally, the company may consider investing in intangible assets like patents or brands, which, depending on the strategy, may also be categorized as investments.

7. SWOT Analysis

Strengths:

- Highly skilled staff with comprehensive knowledge of available products.
- Strong customer relations and interactions.
- A sizable and loyal client base provides a sturdy foundation for expansion.
- Effective collaboration with suppliers.
- Efficient internal communication channels.
- Successful implementation of marketing strategies.
- Innovative and visually appealing website design.
- Flexibility in decision-making processes.
- Enhanced operational protocols.
- Reputation for innovation within the industry.
- Strong brand recognition, facilitating differentiation and fostering customer loyalty.

Weaknesses:

- High monthly rental costs.

Opportunities:

- Expanding market: The industry in which our company operates is growing, offering opportunities for increased market share.
- E-commerce: Leveraging online platforms can broaden our reach to a wider audience.
- Capitalizing on loyal customer base.
- Introducing incentive programs such as loyalty schemes.
- Benefiting from profitable trends and favorable market conditions.

Threats:

- Competition from rival companies offering similar products.
- Economic downturns impacting consumer spending.
- Regulatory changes affecting business operations.
- Economic and geopolitical instability.
- Environmental concerns such as climate change.
- Potential mimicry of advertising campaigns by competitors.

8. Financial Plan.

The company's projections for the following three years are included in this business plan. Forecasts are provided for both the optimistic and pessimistic alternative scenarios. The predicted actions of the corporation are expected to yield the following financial outcomes.

Optimistic scenario

Year	Total Earnings	Total Expenses	Net Outcome
First year	39,500,000	17,550,000	21,950,000
Second year	50,500,000	23,500,000	27,000,000
Third year	90,500,000	35,500,000	55,000,000

Optimistic scenario

Year	Total Investments	Earnings margin (%)
First year	13,160,000	6
Second year	19,400,000	7
Third year	37,700,000	9

Pessimistic scenario

Year	Total Earnings	Total Expenses	Net Outcome
First year	26,500,000	12,550,000	13,950,000
Second year	35,500,000	15,500,000	20,000,000
Third year	50,500,000	25,500,000	25,000,000

Pessimistic scenario

Year	Total Investments	Earnings margin (%)
First year	8,860,000	5
Second year	13,650,000	6
Third year	21,000,000	8

9. Risk evaluation and management

Before evaluating risks, it's crucial to understand their significance and potential impact. We utilize a Qualitative Risk Assessment approach to assess risks.

Qualitative risks are characterized by unforeseeable events with varying degrees of consequences, ranging from minor to major. These risks are typically categorized as high, medium, or low. A risk matrix is commonly used in qualitative risk assessment to prioritize identified risk factors. This matrix maps risks based on their probability of occurrence and potential impact. Essentially, it provides a visual representation of how likely something is compared to how severe it could be.

By enhancing our understanding of the risk landscape, a risk matrix aids in proactively managing and mitigating risks.

Our company utilizes a risk matrix to prioritize risks and develop appropriate mitigation strategies. These risks may span financial, operational, strategic, external, or internal domains.

Severity/Likelihood	Negligible	Minor	Moderate	Significant	Severe
Very Likely	Low	Medium	Medium	Red	Red
Likely	Low	Low	Medium	Medium	Red
Possible	Low	Low	Medium	Medium	Medium
Unlikely	Low	Low	Medium	Medium	Medium
Very Unlikely	Low	Low	Low	Medium	Medium

Very Likely: Risks in this category are highly probable and almost certain to occur, typically with a likelihood of 91 percent or higher.

Likely: These risks have a probability of occurrence between 61 and 90 percent, requiring ongoing attention and mitigation efforts.

Possible: Risks in this category have a 41–60 percent chance of occurring and should be addressed accordingly.

Unlikely: Risks in this category have a relatively low chance of occurrence, ranging from 11 to 40 percent.

Very Unlikely: These risks have a minimal chance of happening.

An illustration of a risk matrix in use: Let's say a company discovers a potential data breach. Following assessment, the impact is deemed "Major" due to potential financial losses and reputational harm, and the possibility is deemed "Possible." This risk would be represented on the matrix in the relevant "Possible" and "Major" cells. It is most likely classified as a "High" risk, meaning that mitigation plans need to be created and put into action.

The risk assessment matrix helps experts create a focused plan for handling high-risk occurrences by ranking the most immediate risks. Since these risks might result in the largest value losses, it is beneficial to our entire business strategy to concentrate our focus and resources on the highest risk areas.

A project's success will be ensured by appropriately preparing for expense risk resulting from factors like scope creep. The risk matrix makes it much simpler to prepare for Murphy's law.

We recognize that the risk environment is ever-changing, and to reflect this, we update our risk assessment matrix several times a year, or at least once a year.

Even though emergent risks are by definition unknown, our company can use improved enterprise risk management procedures to pinpoint significant areas of susceptibility. Our company can sustain business continuity in an increasingly complicated and dynamic risk landscape by keeping an eye out for early warning indicators or trigger events that suggest something is off.

We also are categorizing risks according to the following criteria:

- Strategic Risk: the dangers posed by poor business assessments.
- Operational Risk: dangers resulting from malfunctions in internal protocols or processes.
- Financial Risk: the dangers of suffering a financial setback.
- External Risk: dangers originating from outside sources.

Another tool that our company employs to personalize or modify risk scoring is called "weighting." If certain hazards are linked to a particular project or department, for example, they may be given more weight in the risk assessment.

In the last phase, we rank the risks according to their likelihood and impact and develop a plan for risk assessment and mitigation.

10. Policies and Procedures

Policies and procedures are fundamental elements of our company's operations. They collaborate to establish a framework for daily activities, ensuring compliance with legal and regulatory standards, guiding decision-making, and streamlining internal processes. However, implementing policies extends beyond mere task enforcement; it empowers employees to contribute to the company's strength and efficiency by utilizing time and resources effectively.

Emphasizing the importance of adhering to policies and procedures is crucial for our staff. Compliance ensures smooth operations, facilitates functional team and management structures, and enables prompt identification and rectification of procedural errors and glitches.

We are committed to adhering to current and forthcoming legislation in Curacao, particularly regarding our obligation to keep the Gaming Control Board (GCB) informed.

The board of directors ensures that individuals/entities responsible for implementing policies and procedures are qualified, competent, and free from conflicts of interest through comprehensive training programs. Regular training sessions enhance compliance with our policies and procedures, reducing the likelihood of errors. By fostering a culture of continuous learning, we transform potential negatives into positives, minimizing the stigma associated with noncompliance.

11. Other

Due to a short deadline, the company was regrettably unable to provide more extensive details at this time. However, we are more than willing to furnish additional information upon request. Please feel free to reach out to us with any inquiries or clarification needs, and we will be delighted to assist you further.