

Share Purchase and Transfer Deed

The undersigned,

Mr. Danyaal Hasan, a private individual, born on November 28, 1979 in Lahore, Pakistan with a registered address at 6 Aylmer Road, London, N2 0BX, United Kingdom and holding a British passport with number 127259483 (hereinafter: "**Mr. Hasan**")

and

Piyushkumar Parekh, a private individual, born on September 16, 1974 in Rajkot, India with a registered address at Villa 317-Mankhool, 317996461, 121669, Dubai, UEA and holding an Indian passport with number Z3581140 (hereinafter: "**Mr. Parekh**")

and

Manisha Arjankumar Nialchandani, a private individual, born on September 22, 1976 in Una Junagadh, Gujarat, India with a registered address at Apartment 2204, Dxb Tower, Sheikh Zayed Road, Dubai, UEA and holding an Indian passport with number Z5433024 (hereinafter: "**Ms. Nialchandani**")

and

Radhika Hasan, a private individual, born on April 16, 1978 in Kolkata, India with a registered address at 6 Aylmer Road, London, N2 0BX, United Kingdom and holding a British passport with number 127857814 (hereinafter: "**Mrs. Hasan**").

WHEREAS

- **One hundred (100) shares** with a par value of **USD 1** in the capital of **Raeen Exchange N.V.**, a *Limited Liability company incorporated and existing under the laws of the Curaçao*, having its registered address at Schottegatweg Oost 72A, Willemstad, Curaçao (hereinafter: "**Raeen**"), is held by Mr. Hasan;
- Mr. Hasan is the sole shareholder of the Company;
- The Company is looking to inject capital in the Company;
- It is expected that Mr. Parekh will be able to increase the total business volume to a minimum of USD 150,000,000 per month within 6 months. Expectation this to increase to USD 300,000,000 per month within the first 12 months.
- This increase in business will ensure that supplier fees owed by the Company will be covered.
- Considering the above mentioned Mr. Hasan wishes to sell and transfer 72 shares to Mr. Parekh, 9 shares to Ms. Nialchandani and 19 shares to Mrs. Hasan for the amount of USD 1 per share totaling USD 100 (hereinafter: "**the Purchase Price**") in combination with the terms as set out in

the MoU between the parties dated September 15, 2023.

- Mr. Parekh, Ms. Nialchandani and Mrs. Hasan wish to purchase the Shares, and accept the purchase terms as set out above, from Mr. Hasan;
- all the relevant provisions as stated in the Company's Articles of Incorporation have been met;

NOW AGREE AND ACCEPT THE FOLLOWING

- Mr. Hasan hereby sells and transfers 72 shares to Mr. Parekh who purchases and accepts 72 shares from Mr. Hasan;
- Mr. Hasan hereby sells and transfers 9 shares to Ms. Nialchandani who purchases and accepts 9 shares from Mr. Hasan;
- Mr. Hasan hereby sells and transfers 19 shares to Mrs. Hasan who purchases and accepts 19 shares from Mr. Hasan;
- Mr. Hasan herewith confirms receipt of the Purchase Price in cash from Mr. Parekh;
- Mr. Hasan herewith confirms receipt of the Purchase Price in cash from Ms. Nialchandani;
- Mr. Hasan herewith confirms receipt of the Purchase Price in cash from Mrs. Hasan;
- This transfer is effective as of September 19, 2023;
- Mr. Hasan warrants that the shares are free and clear of any liens or charges;
- The parties renounce any right they may have to demand the dissolution or cancellation of this agreement;
- Mr. Parekh, Ms. Nialchandani and Mrs. Hasan shall severally and jointly indemnify Mr. Hasan and the Company's Managing Director and hold Mr. Hasan and the Company's Managing Director harmless from all liabilities, costs, damages and expenses accruing or resulting from the obligation to pay up the shares.
- PearlTrust, in its capacity as Managing Director of the Company, recognizes and gives effect to this transfer by signing the acknowledgement for and on behalf of the Company and confirms to record this transfer into the Company's shareholders' register;
- This agreement will be governed by the laws of Curaçao;
- This agreement may be executed in two or more counterparts, each of which together shall be deemed an original, but all of which together shall constitute one and the same instrument.

Thus signed in counterparts in Curaçao and in London and Dubai on September 16th, 2023 with effect as of September 19th, 2023



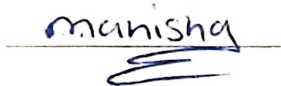
Danyaal Hasan



Piyushkumar Parekh



Manisha Arjankumar Nialchandani

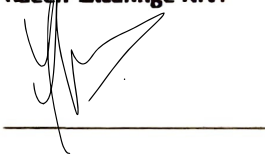


Radhika Hasan



For Acknowledgement

For and on behalf of
Raeen Exchange N.V.



By: Pearl Trust
Title: Managing Director