

Business Plan

Carletta N.V.

Registration Number: 142346

Address: Dr. Henri Fergusonweg 1, Curaçao

Phone number: +447458197085

Trade name: PIN-UP

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Table of Contents

1. EXECUTIVE OVERVIEW
2. COMPANY MANAGEMENT STRUCTURE
3. BUSINESS FORECASTS FOR 3 YEARS
4. FINANCIAL AND MARKETING PLANS
5. SUPPLIERS AND PARTNERS
6. RISK EVALUATION AND MANAGEMENT
7. LEGAL AND GOVERNANCE FRAMEWORK
8. TARGET KPIs AND BUSINESS OBJECTIVES FOR ONLINE CASINO
9. POLICIES AND PROCEDURES

1. EXECUTIVE OVERVIEW

CARLETTA N.V. (Hereinafter “The Company”) is registered in Curacao and is a licensed online casino business. The Company was incorporated on 29.12.2016 under Registered number: 142346 and have Registered Address Dr. Henri Fergusonweg 1, Curaçao.

The Trade name of the Company is PIN-UP.

Under the Gambling License the company operates on three websites pin-up.bet, pin-up.casino and pin-up.world.

The Company offers its products and services to its customers European Union (where it is not prohibited), Latin America (Peru, other countries), India, and Uzbekistan while ensuring it conforms to the laws of Curacao.

The Company’s team has been involved in the gaming industry for more than 7 years.

The company was careful to assemble a team of industry experts from technical, marketing and acquisition and experienced operations.

The UBO of the company, Valentina Nedelco, possesses extensive experience in the gambling industry and project management. This expertise has been the driving force behind the development and growth of the company, focusing on innovative and effective delivery of gambling services.

At the moment, the company is operating successfully and the business is financed from operating profits.

The company plans to leverage its unique position to gain competitive edge in the market by offering a wide range of games and services, tailored to various regional requirements and preferences. Its strategic expansion into numerous markets, including emerging and underexplored territories, reflects the company's ambitious plans and commitment to innovation in the gambling world.

With a comprehensive understanding of the market and deep expertise in gambling, the company is poised to offer new and exciting opportunities for players, all the while maintaining high standards of fairness and security in compliance with Curaçao's legislation.

2. COMPANY MANAGEMENT STRUCTURE

Chief Executive Officer: Ms. Valentina Nedelco please refer to Annex 1)

Chief Financial Officer: Ms. Valentina Nedelco (please refer to Annex 1)

Chief Technical Officer: We are looking for a suitable candidate for this position. A candidate should be found in the next few months.

Chief Commercial Officer: We are looking for a suitable candidate for this position. A candidate should be found in the next few months.

Compliance Officer: We are looking for a suitable candidate for this position. A candidate should be found in the next few months.

Planned Reporting Lines:

All key executives report directly to the CEO. In turn, the CEO is accountable to the Board of Directors. Interdepartmental interactions are facilitated through established communication lines, ensuring efficiency and synergy in operations.

This management structure was developed to ensure clarity and effectiveness in decision-making, as well as compliance with key regulatory requirements, which are critical for the successful acquisition and maintenance of a gambling license in Curaçao.

3. BUSINESS FORECASTS FOR 3 YEARS

In the forthcoming years, we anticipate a steady and consistent increase in income, projected to grow by approximately 20%. Concurrently, our expenses are expected to rise proportionally in line with this income growth. In formulating these projections, we meticulously evaluated various scenarios, basing our calculations on the most probable outcomes. This involved considering a spectrum of possibilities, ranging from optimistic to pessimistic, ensuring a robust and realistic forecast.

It's important to note that our financial planning does not include detailed cash flow (CF) and balance sheet (BS) projections due to the inherent volatility of our balances. However, we maintain a strong liquidity ratio, and for management reporting purposes, we factor in balances available for settlement from payment agents, ensuring a comprehensive understanding of our financial position.

For a detailed breakdown of our projected income and expenses, please refer to Annex 2, where our profit and loss (PL) forecast is provided. This document outlines our anticipated revenue streams and associated costs, offering insights into our financial performance expectations over the specified period.

4. FINANCIAL AND MARKETING PLANS

Our strategy for business growth and market share expansion centers on a multi-faceted approach aimed at leveraging our position in Curacao to penetrate key markets worldwide, including Europe, the Commonwealth of Independent States (CIS), and Latin America. To achieve this, we will focus on three primary pillars: innovative product development, targeted marketing initiatives, and strategic partnerships. Firstly, we will invest in enhancing our gambling platforms by introducing new features, games, and user experiences to attract and retain players. This will include the integration of cutting-edge technologies such as machine learning (ML) and artificial intelligence (AI) to create immersive gaming environments.

In tandem with product development, our marketing strategy will prioritize targeted campaigns tailored to specific geographic regions and demographic segments. By leveraging data analytics and customer insights, we will refine our marketing efforts to resonate with the preferences and behaviors of our target audience. This will encompass a mix of digital marketing channels, including social media, search engine optimization (SEO), and targeted advertising, to maximize reach and engagement. Additionally, we will establish strategic partnerships with local affiliates, influencers, and media outlets to amplify our brand presence and drive customer acquisition. Financially, we have budgeted significant resources towards marketing activities, with a clear focus on return on investment (ROI) metrics to ensure cost-effectiveness and efficiency. While pursuing aggressive growth, we have identified certain excluded markets where regulatory restrictions or market saturation pose challenges. By strategically allocating resources and focusing on high-growth markets, we aim to achieve sustainable growth and maintain a competitive edge in the global gambling industry.

5. SUPPLIERS AND PARTNERS

Below is the list of suppliers and partners Carletta N.V. will partner or cooperate with as service or solution providers.

Online Gaming Platform Providers:

We collaborate with leading online gambling software developers, offering advanced and innovative gaming solutions, including slots and various virtual games. Seeking providers with a broad portfolio of games that ensure a high-quality and secure gaming experience. For example, 3Oaks, 1spin4win, PGSoft, Amusnet, Pragmatic Play, Endorphina, Playson, Amatic, Wazdan, Spinomenal etc.

Online Payment Processing Systems:

Aim to partner with a range of payment systems for secure and convenient deposit and withdrawal methods, including e-wallets, bank transfers, and credit cards. Emphasis on complying with financial regulations and protecting user data. For example, Cirxus Pay, Advanced Payment Solution Canada INC., Acquiring Platform Canada Ltd etc.

IT Infrastructure and Security Providers:

We are working with companies offering server hosting services, cybersecurity, and network infrastructure. We implement advanced security technologies to protect data and prevent cyber threats.

Regulatory Compliance and Advisory Services:

The company has strong partnerships with legal and regulatory experts to ensure ongoing compliance with all online gambling regulations. For example, our partners SoftGaming.

Marketing and Advertising Partners:

Collaborate with agencies specializing in digital marketing and contextual advertising to effectively target the audience and strengthen the brand. For example, Genius Sports, Matching Visions, Cyan Blue Odds Limited.

Risk Management and Dependency Strategies:

Supplier Diversification Strategy:

Avoid dependence on a single supplier by establishing relationships with multiple vendors in key areas like software and payment systems.

Risk Assessment and Contingency Planning:

Developing strategies to minimize risks associated with the loss of suppliers or interruptions in their services.

Contractual Agreements and Service Level Agreements (SLAs):

Intending to negotiate clear contracts with key suppliers, ensuring reliability and accountability.

6. RISK EVALUATION AND MANAGEMENT

In the fast-paced environment of the gambling industry, rigorous risk evaluation and management processes are paramount to ensure operational stability and regulatory adherence. Our approach

begins with a comprehensive analysis of both internal and external factors that could potentially impact our business, spanning regulatory changes, cybersecurity vulnerabilities, financial uncertainties, and reputational risks. This entails collaboration with legal advisors, cybersecurity specialists, and regulatory consultants to gain a nuanced understanding of these risks and develop effective mitigation strategies. Additionally, we employ sophisticated risk registers to systematically document and track identified risks, enabling continuous monitoring and proactive management.

To swiftly respond to emerging threats, we leverage advanced automated systems designed to detect and react to fraud patterns in real-time. Through the utilization of triggers and scoring engines, we ensure agile risk management across three critical areas: gaming fraud, financial fraud, and abuse of weaknesses. These systems enable us to swiftly identify suspicious activities and take prompt action to mitigate potential losses and protect the integrity of our operations. Internal audits conducted by dedicated teams further validate the adequacy of our internal controls and ensure compliance with established policies and procedures.

Furthermore, oversight teams comprising anti-fraud professionals, key stakeholders, and subject matter experts provide essential governance and accountability in our risk management processes. These teams meticulously review risk registers, oversee risk management activities, and ensure alignment with regulatory requirements. Regular reporting mechanisms are established to keep stakeholders abreast of emerging risks and mitigation efforts, fostering a culture of risk awareness and accountability throughout our organization. By continuously refining our risk management strategies and embracing technological advancements, we fortify our resilience against evolving threats and uphold our commitment to integrity and trust within the gambling industry.

7. LEGAL AND GOVERNANCE FRAMEROCK

Director Oversight:

Our company is managed by a single Executive Director who is responsible for day-to-day management and strategic planning. The Director regularly reports to the company's owners, ensuring transparency and efficiency in management.

Interaction with Daily Management:

The Executive Director actively participates in daily activities and makes key operational decisions. To enhance the team approach, the Director regularly conducts meetings with department heads, ensuring smooth coordination and effective task execution.

Director's Authority:

The Director has the authority to make decisions on a wide range of issues, but significant strategic and financial decisions require coordination with the owners. This includes major investments, changes in the capital structure, and strategic partnerships.

Mechanisms to Prevent Operational Deadlocks:

In case of conflicts or disagreements between the Director and the owners, a mediation and arbitration mechanism are provided to ensure the continuation of effective company operations.

Legal Support:

The company engages external legal consultants to ensure compliance with the law and to provide legal advice in complex situations, ensuring a high level of legal protection.

Participants in Board Meetings:

In addition to the Director, key department heads and invited experts may attend board meetings, facilitating a more comprehensive review of issues and making balanced decisions.

Ensuring Agile and Responsive Leadership:

This governance structure is designed to be agile and responsive to the dynamic needs of our business, ensuring quick and well-founded decision-making. We aim to maintain a balance between effective leadership and accountability to our stakeholders.

8. TARGET KPIs AND BUSINESS OBJECTIVES FOR ONLINE CASINO

The success of our business is typically measured through a combination of Key Performance Indicators (KPIs) and overarching business objectives tailored to the industry's dynamics. Firstly, customer acquisition and retention metrics play a pivotal role. KPIs such as player lifetime value (LTV), customer acquisition cost (CAC), and churn rate provide insights into the effectiveness of marketing strategies and the ability to attract and retain players. By tracking these metrics, we can assess the efficiency of their marketing campaigns, identify areas for improvement, and optimize player engagement tactics to maximize profitability.

Secondly, revenue-related KPIs are paramount indicators of success in our sector. Metrics like average revenue per user (ARPU), gross gaming revenue (GGR), and return on investment (ROI) help assess the financial performance of the business. ARPU reveals the average spending of each player, while GGR reflects the total revenue generated from wagering activities. ROI provides a broader perspective by evaluating the profitability of investments made in marketing, technology, and other operational aspects. By setting targets for these KPIs and monitoring performance against them, online casinos can gauge their revenue growth and overall financial health.

Lastly, compliance and regulatory adherence are critical components of success in the industry. KPIs related to compliance measures, such as adherence to licensing requirements, responsible gaming practices, and regulatory compliance, ensure that the business operates within legal frameworks and maintains a positive reputation. By prioritizing these KPIs and aligning business objectives with regulatory standards, we can establish ourselves as reputable and trustworthy entities in the highly competitive gambling market.

9. POLICIES AND PROCEDURES**Development of Policies and Procedures:**

All our policies and procedures are developed internally by our specialists, with the involvement of external consultants, to ensure compliance with industry standards and legislation. This includes policies on responsible gaming, financial reporting, user data processing, and security.

Timelines and Commitments to the GCB (Gaming Control Board):

We aim to regularly update our policies and procedures to stay in line with current GCB requirements. Our goal is to provide quarterly updates to the GCB and to immediately inform them of any significant changes or improvements in our procedures.

Qualifications and Competence of Policy Developers:

We are confident that our team and the consultants involved in developing policies and procedures are highly qualified and competent. All specialists undergo a rigorous selection process and have

experience in the online gambling industry. A thorough selection process and continuous training ensure no conflict of interest and a high level of professionalism.

Audit and Review of Policies:

In accordance with GCB requirements, our policies and procedures will undergo regular audits and reviews. We welcome this process as an important element in ensuring transparency and compliance with high industry standards.

Core Accomplishments

- As a member of consultant's team developed the management strategy and structure for the financial consulting business units in alignment with organization guidelines, standards and procedures. Including the specific area as gambling, online casino and forex.
- Successfully established detailed administrative and procedural processes to improve accuracy and efficiency based on well-defined documented operating and compliance procedures.
- Successfully established effective systems for record retention by creating database for clear internal managerial reporting.
- Managing and coordinating monthly reporting, budgeting and reforecast processes.

Skill Highlights

- Highly proactive and responsible.
- Strong organizational skills and attention to detail.
- Effective verbal and written communication.
- Familiarity with human resources policies and practices.
- Pedantry and thoroughness with all procedures and matters.

Experience

Name of Employer: Carletta N.V. (PIN_UP)

Dates of employment: March 2022 – Current

Position held: Chief
Executive Officer (CEO), CFO
(Chief Financial Officer)

Responsibilities:

- Strategic and operational management.
- Staffmanagement.
- Development of partnerships.
- Control and management of financial flows.
- Improvement and control of the business processes.

- Negotiations.
- Achievement of planned financial results.

Name of Employer: Limited Liability Company Provectus IT

Dates of employment: March 2022 – Current

Position held: Chief
Sustainability Officer (CSO)

Responsibilities:

- Strategy development – defining goals includes the development, development and implementation of a corporate development strategy, increasing the efficiency of resource use.
- Risk management. - assessment of the potential impact of sustainability risks on the company's activities
- Building organizational capabilities - identify gaps and adopt appropriate educational initiatives for upskilling and/or sourcing the missing capabilities. Identify innovative ways to scale the new capabilities
- Embedding sustainability into processes and decision making. Revise key processes and related criteria/metrics/tools for decisions. Coach decision makers to manage complex trade-offs.
- Facilitate sustainability projects by overseeing employee performance and provide clear direction for the goals of sustainability projects.
- Monitor, report, and evaluate effectiveness of sustainability program implementations.
- Connect with different channels of communication and media for marketing initiatives.

Name of Employer: LiquiTrade Limited (George Town, Cayman Islands)

Dates of employment: April 2021 – February 2022

Position held: GENERAL

DIRECTOR Responsibilities:

- Develop and implement strategic plans that meet business goals and objectives created in partnership with the Board of Directors
- Recruit and develop a team of senior leaders to manage critical business functions
- Ensure commitment to and compliance with all applicable laws and regulations across the organization
- Create a culture of transparency and communication throughout the organization
- Develop positive relationships with key stakeholders, including shareholders and government agencies
- Proactively address challenges in the internal and external environment to protect business interests
- Oversee day-to-day operations, assigning weekly performance goals and assuring their completion, while accomplishing your own goals
- Recruit, onboard, and train high-performing employees to achieve sales, profitability, market share, and business plan objectives
- Develop, implement, and maintain budgetary and resource allocation plans
- Maintain project timelines to ensure tasks are accomplished on time

- Delegate responsibilities to the best employees to perform them while enforcing all policies, procedures, standards, specifications, guidelines, training programs, and cultural values
- Resolve internal staff conflicts efficiently and to the mutual benefit of those involved

Dates of employment: March 2020 – March 2021

Nature of duties: Projects Participation

Position held: Consultant of Commercial

Department **Responsibilities:**

- Meet with clients to take detailed ordering briefs and clarify specific requirements of each project
- Manage the relationship with the clients in touch of the gambling representatives
- Create and maintain comprehensive project documentation
- Automation of accounting, working out the process of transferring postings to ERP. Internal audit of AR/AP, cash balances with clients and providers.
- Develop comprehensive project plans to be shared with clients as well as other staff members
- Meet budgetary objectives and make adjustments to projects based on financial analysis
- Develop comprehensive project plans to be shared with clients and partners in gambling field
- Ensure that all projects are delivered on-time, within scope and within budget
- Assist in the definition of project scope and objectives, involving all relevant clients and ensuring technical feasibility
- Attend conferences and training as required to maintain proficiency

Name of Employer: H.K.O. „DACREDITARE” SRL, IDNO (Chisinau, MD)

Dates of employment: January 2015 – November 2019

Nature of duties: Financial

Consulting **Position held:**

Account Manager

Responsibilities:

- Researching suitable investment opportunities for clients.
- Developing financial plans to help clients achieve their long-term and short-term
- Communicating with accountants and other professionals to verify information.
- Soliciting new clients through cold-calling, emailing, advertising, and seminar-hosting.
- Advising clients on and insurance decisions, depending on their financial goals.
- Monitoring financial markets and economic conditions in such areas as gambling, online casino, forex.

Name of Employer: S.R.L Consulting (Floresti, MD)

Dates of employment: October 2009 – November 2014

Nature of duties:

Management Consulting

Position held: Client

Manager **Responsibilities:**

- Attend training as required to maintain proficiency
- Consideration clients claims via corporate standards
- Manage the relationship with the clients
- Financial testing tasks, preparation of reports.
- Create and maintain com project documentation.

Education

2017-2017

Common School of Business: Business classes of Commercial and planning
(Moscow, RU) Speciality: Business administrative in private projects

2014-2014

Humanitarian Institute of Odintsovo (Moscow, RU) Course
of lectures Speciality: Economist, Finance and Credit

2004-2009

Commercial University of Humanitarian Learning of Republic of Moldova
(Chisinau, MD) Speciality: Bachelor of accounting and audit

ANNEX 2

Profit and Loss Forecast till 2026

	2020 fact	2021 fact	2022 fact	2023 draft	2024 plan	2025 plan	2026 plan
Op income	762,093	8,496,287	10,772,164	25,662,769	30,795,323	36,923,593	44,234,464
admin expenses	-59,567	-2,588,815	-3,242,841	-7,151,031	-8,652,748	-10,469,825	-12,553,320
payouts	-659,496	-5,522,587	-7,235,846	-17,957,488	-21,423,283	-25,557,977	-30,567,341
service fees	-11,431	-127,444	-176,604	-418,224	-501,869	-602,243	-722,692
tax							
profit	31,599	257,441	116,873	136,025	217,423	293,547	391,111