
Torrero Platform N.V.

Business Plan

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Confidentiality Statement

This Business Plan and its contents are confidential and remain the sole property of Torrero Platform N.V., with a registered office at TRIAS Building Hanchi Snoa 19, Willemstad, Curaçao (hereinafter as “the Company”). Its use is strictly limited to those readers authorised by the Company. The reproduction or divulgence of the content of this Business Plan without written consent of the Company is strictly prohibited.

1. Background and Company Structure

1.1 Company Background and Corporate Structure

Torrero Platform N.V. is a limited liability company incorporated under the laws of Curaçao and it currently holds a sub-license for the non-exclusive right to exploit Games of Chance and Wagering Activities on the international market via service lines within the insular territory or Curaçao (hereinafter as the “sub-license”), issued by the company Gaming Services Provider, N.V., a company incorporated and domiciled at 9 Abraham de Veerstraat, P.O. Box 3421, Willemstad, Curaçao (hereinafter as the “LH” or “License Holder”). . The Company is a subsidiary company of a group of companies providing various solutions and services in the iGaming industry. For the detailed group structure overview, please see Annex 1.

With a proven track record of providing innovative gaming solutions and unparalleled customer experiences, the Company is eager to bring its expertise and cutting-edge technology to the dynamic landscape of the Curaçao iGaming industry. The decision to enter the Curaçao market as a B2B iGaming platform provider and games aggregator stems from a strategic vision to diversify the business portfolio and tap into new opportunities for growth and expansion. The Curaçao market presents an ideal environment for the Company’s B2B offerings.

The target clients in the Curaçao market include established and new coming online casinos, sportsbooks, and gaming operators seeking to enhance their product offerings, optimise operational efficiency, and drive revenue growth.

The projections forecast that according to the base scenario, the Company should reach profitability by 12 months, after receiving the licence from Curaçao Gaming Control Board (hereinafter as the “GCB”).

The Company will present itself on the market with the website torrero.com and the visual brand ‘**TORRERO**’ as shown below:



1.2 Market Growth Strategy and Operations

To capture the market share and expand the Company’s presence in the Curaçao market, the Company has devised a multifaceted growth strategy. The primary objective in entering the Curaçao B2B market is to establish a strong presence and capture a significant share of this market. To achieve this goal, the Company has devised a comprehensive growth strategy that focuses on the key areas such as Product Innovation, Strategic Partnerships and Customer-Centric Approach. Additionally, the Company will leverage data analytics and market research to identify emerging trends and opportunities, allowing it to adapt and stay ahead in this dynamic industry.

The Company specialises in providing a comprehensive suite of iGaming solutions to other online operators. These offerings primarily focus on online gaming products aggregation, including casino

games and sportsbook products. Subsequently, the Company plans to diversify its portfolio to include white-label casino platforms, regulatory compliance services, and marketing tools tailored to enhance operator profitability and efficiency.

The Company operates from strategically located offices to ensure efficient management and delivery of its services. The workforce is distributed across Curacao, Malta and Estonia: Curacao registered office covers corporate affairs and general licence compliance and advisory, Maltese office provides services covering AML and Compliance, while the Estonian office supports different operational functions and provides localised customer and technical support. The number of employees in each location varies based on the specific needs and requirements of the operations. Operational functions such as compliance, marketing and technical support may be assigned to specific locations to optimise efficiency and effectiveness.

2. Management & Operations – *Business Areas & Functions*

2.1 Management Team & Key Officials

The board of directors provides strategic oversight and governance, ensuring that the Company's activities align with its long-term goals and regulatory requirements. The current board consists of experienced professionals with diverse backgrounds in finance, technology, and the gaming industry. Senior management is accountable to the board and presents regular updates on performance, compliance, and risk management.

Certain critical decisions, such as mergers, acquisitions, and significant financial commitments, are reserved for the board and UBO. In the event of a deadlock, the company's governance documents provide mechanisms for resolution, ensuring that business operations are not adversely affected.

Additionally, Legal support and advice are provided by an external local law firm with expertise in the gambling sector. This ensures that all decisions and operations comply with applicable laws and regulations.

In regards to the board meeting, UBO and directors will be invited to board meetings as needed.

The Company has appointed the following officers:

Denis Shadlov – CEO, CCO & CFO

Responsible for:

Overall business performance

Implementation of the strategy

Leading negotiations with game providers and payment service providers

Public figure of Torrero Platform N.V.

Recruit and appoint necessary staff

Determine the opportunities and align strategy

Ensure that conducts its business in a way that will comply with all statutory requirements and financial targets

Boy Hendriks – Director of Ecorpp Management N.V.

Responsible for:

Corporate affairs, including Company maintenance, administration and necessary registrations

General Licence compliance and advisory

A point of contact to the Curaçao Gaming Control Board and other relevant Curacao authorities

Ensuring that the Company continues to comply with its licence obligations within the applicable guidelines, policies and related compliance procedures

Anatoly Zhupanov - CTO and CIO

Chief Information & Tech Officer, Anatoly Zhupanov, is an experienced IT professional with a demonstrated history of working in the information technology and services industry. He is skilled in Mobile VAS, Communication, Payment Solutions, E-money, Betting & Gambling.

Corporate Services Provider

Ecorpp Management N.V. is a Company's CSP.

<https://www.ecorpp.com/>

2.2 Contingency Plans

Decisions about the business and its operations are ultimately made by the CEO in consultation with the Management team, taking into account input from relevant departments and key stakeholders.

Internally, decision-makers communicate decisions through established channels, such as departmental meetings, email communications, and project management tools. Once a decision has been made, it is communicated to relevant stakeholders in a timely manner, and implementation plans are developed and executed by the responsible teams.

2.3 Operations Plan

The Vision of the Company is to build a world class iGaming aggregator platform that can compete with the leading international brands by providing the best online customer experience.

Game aggregation and player protection are central to the Company's core values, ensuring that all games it offers comply with Curaçao laws and GCB policies. To achieve this, the Company meticulously identifies and onboards reputable iGaming content providers to expand its portfolio of offerings and develops robust integration processes to efficiently aggregate and distribute iGaming content to its clients. This approach upholds the Company's commitment to regulatory compliance and provides a safe and enjoyable iGaming experience for players.

The Company has a mixed business model, sources of the Company's profit are both online sports betting and online casino. The Company offers a wide range of popular and certified online casino games from top providers, such as roulette, slots, live casino games, table games, blackjack and baccarat, among others. The Company will serve as a game aggregator after obtaining the licence from GCB and will be reselling the games duly certified to comply with GCB licence requirements. The Company aims to provide its partners and end customers the best iGaming experience by adding as many certified games as possible.

The Company also offers a variety of sports bets on the following types of events: football, volleyball, tennis, hockey, basketball, MMA among others. In addition, the Company accepts bets on e-sports such as: Dota 2, Counter Strike, League of Legends, as well as it offers a section with virtual sports betting.

2.3.1 Advertising & Marketing Strategy

The Company has developed a marketing plan in order to attract new visitors to the website and to further convert them into loyal partners. The main instruments include: partnerships, collaborations, SEO, SMS & e-mail communication.

It is expected that the above-mentioned activities will bring a considerable number of visitors to the web site and consequently it is expected that this will optimise the marketing efforts to drive business growth and success.

Growth will be based on marketing in a four-phased approach:

- **Phase 1 –SEO**

Attention will be focused on driving the direct traffic to site performance by becoming market leaders in SEO (Search Engine Optimisation) utilising great experience in content delivery and using said content to drive the search engine positioning.

- **Phase 2 – Social Marketing**

The Company will market and advertise its products utilising also the existing brand presence on social media..

- **Phase 3 - +Brand ATL and Direct Marketing**

As the market share will grow, the Company will move into the fourth phase of its marketing strategy by investing in brand building campaigns with the potential to go above the line with direct offers to consumers. This will likely be 18 months to 36 months post-launch.

2.4 Regulatory Compliance

Governed by a group of professionals in the iGaming industry, Torrero Platform N.V. will continually work to put in place processes to build the capability within the organisation to chart its own evolutionary purpose and fully adhere to regulatory requirements. The senior management along

with all employees will ensure that the Company's systems and controls ensure consistency with the key objectives outlined by the GCB.

The Company has implemented various measures to minimise gambling-related harm. This includes rigorous product testing to evaluate structural game characteristics and environments for potential risks, as well as the reference of safer gambling websites. The Company has also established a thorough process for deciding which operators are supported on the platform. This process includes stringent due diligence procedures to assess the regulatory compliance. Contractual agreements are then established with operators, which include requirements for compliance with applicable gambling regulations.

The Company endeavours to instil a compliance culture, where compliance is everybody's business. The Company policies and procedures are not static and are updated on a regular basis. Policies and procedures are prepared internally and are added, revised or withdrawn accordingly as the business grows and changes and are continuously reviewed to ensure business continuity and adherence to regulations. The Company conducts internal audits and business risk assessments to identify and assess potential risks associated with its B2B operations. Based on these assessments, it has developed a risk management plan that outlines strategies for mitigating and managing identified risks, including regulatory compliance risks, financial risks, and reputational risks. The Compliance Team ensures all employees are aware of the obligations with mandatory training which is carried out at least once a year as outlined within the Company's AML/CFT Policy.

The Company has an Anti-Money Laundering and Countering the Financing of Terrorism Manual which outlines the steps in place to mitigate this risk. The Company adopts a risk-based approach which involves a number of discrete steps in assessing the most proportionate way to manage and mitigate the money laundering and terrorist financing risks faced.

The Company has also conducted market research and legal analysis to assess regulatory requirements and risks associated with operating in specific jurisdictions. Based on this analysis, it has established clear guidelines and restrictions for the use of its software/platform, ensuring compliance with applicable laws and regulations while safeguarding the business interests and reputation.

The Company is committed to present its internal policies to GCB upon request. All policies are prepared internally by the Compliance Team under the supervision and oversight of the Compliance Officer whose personal checks and professional background satisfy the Board that the policies are prepared in a qualified, competent and not conflicted manner.

2.5 Technology / Back End

The Sportsbook and Casino system of the Company is also branded as 'Torrero'. The Company aims to develop quality and stable products for both sports betting and casino gambling. The admin system is following strict security policies to limit access there and assign permissions to the staff depending on their role. The aim is to produce high quality software that meets customer expectations and gambling authorities' requirements. Identified roles in the change management procedures ensures that all new or improved functionalities are properly tested and developed. The Company has its own Proprietary platform\backend.

Torrero Application system overview is schematically presented in Annex 2.

The main 'Torrero' module consists of the further sub-modules (see Annex 3). It allows a tailor-made set-up to each possible customer website (product instance), including websites owned by group companies.

Apart from user's management, the main module allows users to do the following:

- Edit main casino properties (categories, providers, types etc)
- Edit casino games properties (visibility, restrictions, promotions availability, categories etc)
- Setup main sportsbook properties (matches, markets, teams, tournaments etc)
- Review all user's actions within all games/sports bets

Depending on the permissions of the admin panel's user it is possible to:

- Block/unblock user's access to site, set specific restrictions (i.e. maximum bet amounts);
- Subscribe/unsubscribe from marketing communications;
- Set verification status;
- Review user's editing history;
- See user's promotions participation status & history;
- See user's sports bets history;
- See user's casino bets history;
- See user's payment history;

The Company provides gaming products that are available on mobile devices, tablets and desktop computers.

2.6 Key suppliers and material dependencies

Hosting

The Company's infrastructure is hosted with those hosting providers:

- Cloudflare (proxy) - World
- Digitalocean cloud (proxy) - Germany and UK
- Ovh cloud (primary) - France
- Ovh cloud (backup) - France
- All clients get to us via proxy servers all the time (never directly).
- After getting through the proxy server, clients get to server web01/web02 in the local nginx. Afterwards, they get to the backend or frontend launched in kubernetes. Websockets, as the API goes through the local server.

Software

- The software was developed internally by the team of Torrero managed by Anatoly Zhupanov (CTO and CIO). The software is duly licensed to Torrero Platform N.V.
- In some components of the system, integrations with third-party providers are used.

The services developed internally include the following components:

- Web application
- Backend
- Frontend

- Back-office
- Set of content, technical support and risk management tools for the web application.
- Services that use integrations with third-party providers include the following components:

Sports and Casino Data providers:

- Sportradar
- Payment systems integrations:
 - o Accentpay, APPEX, Astropay, Ecopayz, Zimpler, acquiring.com, iWallet, MuchBetter, Pay4Fun, Paydoo, Paysafe, Sticpay, Venus Point, YaarPay, Rupee
- Casino Data providers via the Torrero platform:
 - o Yggdrasil, Pocket Games soft, Evolution, Pragmatic Play, VGT (Golden Race), FBMDs, Triple Cherry, Spadegaming, BGaming, RubyPlay, Netgaming, Wazdan (VOLT), Play'n GO, Vagi (Barabarang), Vagi (Winfinity), Endorphina, Urgent Games, Vagi (Mancala Gaming), Platipus, Copacabana, PGM (PGSoft), Aviatix, GameArt, SmartSoft, Tornado, CT Interactive, Amatic, Oddin, SpinTech (Swintt), Caleta, N2 Digital

Services

- Frontend/Backend works on worker-nodes in the kubernetes;
- Websockets land into betmanager launched in the kubernetes.

Hardware

- Infrastructure Hardware Specification
- Proxy hardware
- Qty 2
- Proxy software Servers
- Qty 2
- 1 vCPU
- 1 GB of RAM
- 30GB SSD

Web & Application Servers

- Qty 4
- 8 vCPU
- 32 GB of RAM
- 1TB SSD

Web & Application Servers (Standby)

- Qty 4
- 8 vCPU
- 64 GB of RAM
- 1TB SSD

Postgresql Replication Backup

- Qty 1
- 4vCPU
- 16GB RAM
- Raid1 2TB HDD

Gaming Infrastructure & Data Recovery

- The Company's gambling platform data, including but not limited to player registration, game data, bets, financial transactions history, login data will be backed up accordingly.
- Games and the sportsbook are provided by B2B providers in compliance with the licence and hosted on B2B providers' side.
- The backup reports for the safekeeping of data will occur at least daily.
- Information will be held for six years unless otherwise directed by an appropriate authority

3. Financials & Projections

The foundation of the Company's financing approach involves profits that were generated in the previous year and guarantees from our intra-group entity Rozert OÜ. For details see Annex 4.

3.1 Initial Financing

To meet these initial financial needs, the plan incorporates a combination of profits generated from the existing operations and additional funding sources, structured as follows:

Profits: Torrero Platform N.V. intends to invest the profits generated in the previous year (as detailed in the Financial Statement 2023) into the business venture, upon receiving a licence from the GCB. This investment will provide a solid foundation, covering essential initial expenses such as licence fee, marketing, and early-stage operational costs.

Guarantees from Rozert OÜ: Rozert OÜ will provide guarantees to secure loans or lines of credit if necessary. This guarantee will be provided by the group company or a third-party guarantor, offering a safety net to cover unforeseen expenses or cash flow shortages. Rozert OÜ (previously Reinvent Baltics OÜ) is a service and software development company, primarily providing services to its intra-group companies in the iGaming industry. Rozert OÜ develops the proprietary online betting and gambling platform and offers technical support and updates for it.

3.2 Business forecasts

Business forecasts for the next three years are outlined in Annex 4, detailing revenue forecasts, expense projections, and profitability estimates. These projections are based on thorough market research, industry trends, and historical performance data, with underlying assumptions including customer acquisition rates, retention metrics, and regulatory compliance costs.

The initial month of operation requires a comprehensive financial plan to cover various essential costs, including:

- Fixed GCB License Fee: €18,500
- Licence Monthly Fee: €3,600

- Management Fee: €1,050
- Outsourced Functions (Compliance officer): €250
- Technical and CRM Services: €12,740
- Legal: €2,000
- Accounting: €500

Based on estimates, a total investment of EUR 38,640 is required for the first month of operation. Torrero Platform N.V. plans to fund this through profits generated in previous months and a guarantee from our intra-group company. Additionally, a 3rd party game provider fees are based on average 10% of the GGR from the operator.

3.3 Core KPIs & Success Criteria

Torrero Platform N.V. is a data driven company and will be using machine learning to drive customer experience and measure business performance. Some of the core KPIs it will be looking at to monitor include the following:

- Integration Requests: Number of integration requests received from online gambling operators seeking access to the gaming content aggregation platform.
- New Partnerships: Number of new partnerships established with gaming content providers and online gambling operators.
- Platform Usage: Usage metrics indicating the frequency and volume of gaming content accessed and distributed through the platform.
- Revenue Generated: Revenue generated from platform usage fees, licensing agreements, and other sources of revenue.
- Customer Satisfaction: Feedback and satisfaction ratings from B2B clients regarding the quality of the services and support.
- Retention Rate: Percentage of B2B clients that renew their contracts with the Company after the initial term.
- Platform Uptime: Percentage of time that the platform is operational and accessible to B2B clients without unscheduled interruptions.
- Technical Support Response Time: Average response time to resolve technical issues and inquiries from B2B clients.
- Market Expansion: Number of new territories or markets penetrated by the platform through partnerships with B2B clients.
- Product Innovation: Number of new features, tools, or services introduced to enhance the functionality and value of the platform for B2B clients.
- Customer Acquisition Cost: Cost incurred to acquire new B2B clients, including sales and marketing expenses.
- Profit Margins: Net profit margins derived from the B2B operations, indicating the efficiency and profitability of the business model.

Success will be measured by the achievement of the core KPIs and the outcomes of a four-phase marketing approach.

Annexes:

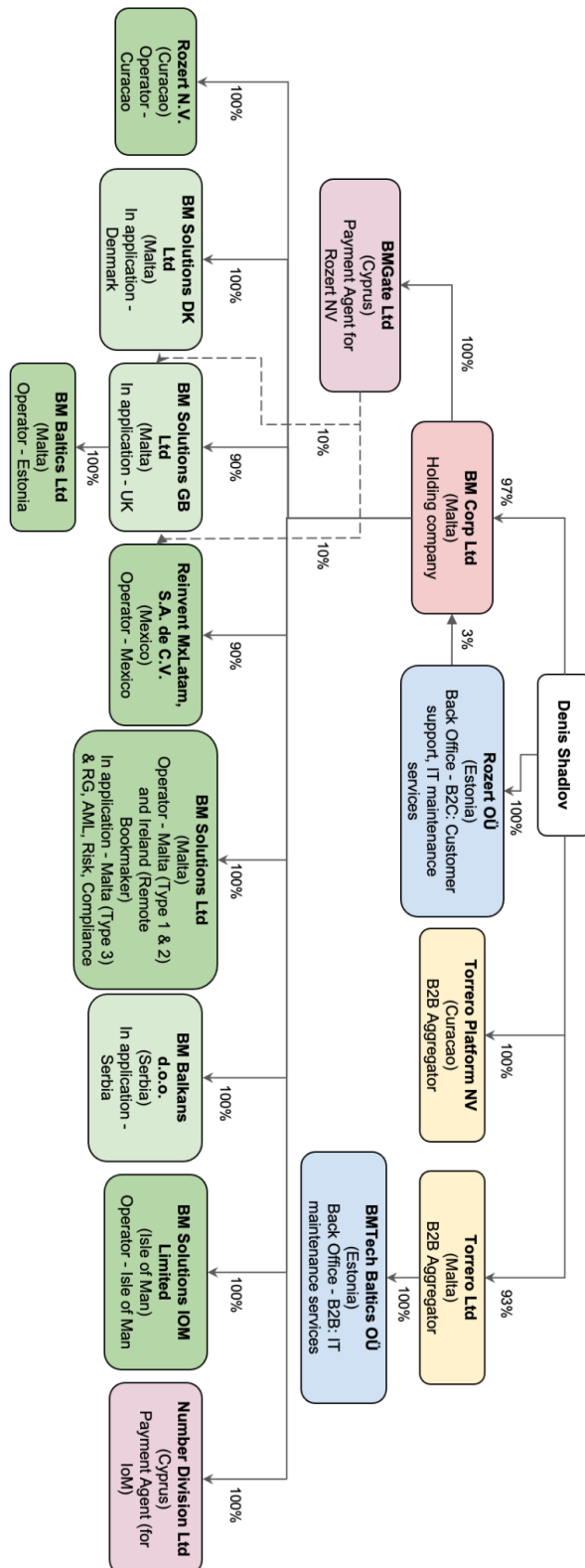
Annex 1 - Detailed group structure overview

Annex 2 - Torrero Application system overview

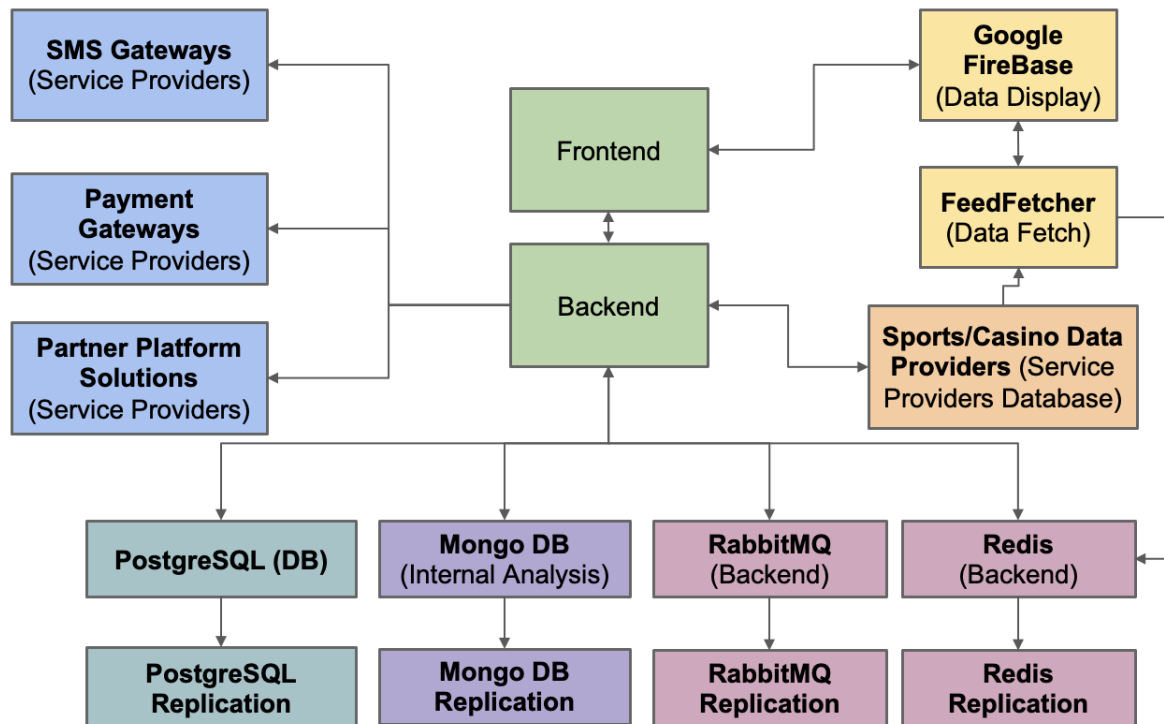
Annex 3 - Main 'Torrero' module and its sub-modules

Annex 4 - Torrero Platform N.V. 3-year financial forecast (*attached as a separate xlsx file*)

Annex 1 - Detailed group structure overview



Annex 2 - Torrero Application system overview



Annex 3 - Main 'Torrero' module and its sub-modules

FAVORITES	
Users	★
Payment transactions	★
Payment Transactions (Cards only)	★
Casino games	★
Config	★
Payment systems cards deposit routing rules	★
Payment systems cards withdraw routing rules	★
Payment systems rules	★
Payment systems rules by domain group	★
Groups	★
Agreement versions	★
Db custom credential rules	★
AGREEMENTS	▼
AUTHENTICATION AND AUTHORIZATION	▼
BASE	▼
BLURBS	▼
CASINO	▼
CHALLENGES	▼
CONSTANCE	▼
CONSTANCE AUXILIARY	▼
DATA_EXTRACTION	▼
DEFENDER	▼
FEED	▼
FOREIGNS	▼
MARKETING	▼
PARTNER_PROGRAM	▼
PARTNER_PROMOTIONS	▼
PAYMENT	▼
PAYMENT FEES	▼
REWARDS	▼
SEO TEXTS	▼

Annex 4 - Torrero Platform N.V. 3-year financial forecast (attached as a separate xlsx file)