

# RELEVANT INFORMATION DOCUMENT



## USTBL

*UNDERLYING ISIN – IE00BGSFIX88*

*QUOTATION LABEL: \$USTBL*

*V.4.0 JANUARY 2026*

*NexBridge® is a licensed digital asset issuer in the Republic of El Salvador, authorized by the National Commission for Digital Assets (CNAD) under registration number EAD-0005.*

## 1. TABLE OF CONTENTS

1. TABLE OF CONTENTS .....	1
2. GLOSSARY .....	2
3. SUMMARY .....	9
4. PARTICIPANTS .....	14
5. ISSUER'S INTRODUCTION LETTER .....	16
6. AFFIDAVIT .....	18
7. CERTIFIER'S REPORT .....	19
8. ISSUER DESCRIPTION .....	20
9. CHARACTERISTICS OF THE PUBLIC OFFERING .....	32
10. SELLING RESTRICTIONS .....	44
11. DESTINATION OF THE FUNDS .....	46
12. FINANCIAL INSTITUTIONS AND DIGITAL PLATFORM .....	49
13. UNDERLYING TECHNOLOGY AND STANDARDS .....	56
14. ASSOCIATED RISKS AND RISK MANAGEMENT .....	60
15. TERMS AND CONDITIONS .....	73
16. INSOLVENCY, SEGREGATION OF PORTFOLIO ASSETS AND TOKEN HOLDERS' RIGHTS .....	78
17. GOVERNING LAW AND DISPUTE RESOLUTION .....	80
18. TAX REGIME .....	84
19. DISCLAIMER - IMPORTANT, PLEASE READ .....	85
20. APPENDICES .....	87



## 2. GLOSSARY

This glossary has been developed to provide a general understanding of terms used in the context of the Issuer's public issuances of digital assets. These definitions are not intended to serve as legal advice. For specific guidance or advice, it is recommended to consult a qualified financial advisor.

Interpretation – Capitalized terms used in this RID shall have the meanings given to them in this Glossary (or elsewhere in this RID), unless the context otherwise requires. In this RID, references to "Tokens" refer to the digital assets issued by the Issuer pursuant to the public offerings described herein. Headings are for convenience only and shall not affect interpretation.

**Advisor** - Consultants or firms that provide expert advice on the legal, regulatory, and strategic aspects of issuing digital assets, ensuring compliance with applicable laws and market expectations.

**Asset Allocation** - The strategic distribution of a portfolio's assets across different asset classes according to defined objectives, risk limits, and liquidity needs. In this RID, asset allocation refers specifically to the split between the underlying asset and liquidity balances in each Portfolio.

**Applicable Laws** – The laws, regulations and legal guidelines that govern the issuance, trading, and management of digital assets within a particular jurisdiction.

**Authorized Distributor(s)** - DASP duly authorized by the Issuer to distribute its digital assets on the primary market and facilitate transactions such as subscriptions and redemptions.

**Authorized Market Participant(s)** – DASP duly authorized by the Issuer, responsible for intermediating secondary-market trades, whether through orderbooks or over-the-counter execution.

**Bankruptcy** - A legal proceeding involving a person or business that is unable to repay outstanding debts.

**Best Execution** - A regulatory principle (and, where applicable, a legal duty) requiring an execution entity (e.g., an investment firm, broker, dealer or other intermediary) to take all sufficient steps to obtain the best possible result for its client when executing or transmitting orders, taking into account relevant factors such as price, costs, speed, likelihood of execution and settlement, size, nature and any other consideration relevant to the order, as described in its execution policy and subject to Applicable Law.

**Block Signers** - Entities or nodes within a blockchain network responsible for validating blocks before they are added to the blockchain, playing a crucial role in the security and integrity of decentralized digital ledgers.

**Blockchain** - A decentralized digital ledger technology that records transactions across multiple computers, preventing retroactive changes without consensus.

**Blockstream AMP (Asset Management Platform)** - A token-management platform built on the Liquid Network that enables issuers to create, manage, and control digital assets. Blockstream AMP supports features such as whitelisting, transfer restrictions, multisignature controls, and automated rule enforcement, helping issuers comply with regulatory requirements.

**Bonds** - Debt securities issued by entities such as governments or corporations to raise capital, with bondholders typically receiving periodic interest payments and the bond's face value at maturity.

**BTC (Bitcoin)** - A decentralized digital currency without a central bank or single administrator, sent from user to user on the peer-to-peer bitcoin network without intermediaries.



**Certifier of Digital Assets** – Legal entity that performs a financial, legal, technical and administrative analysis of the material and relevant information of the public offerings contained in the RID issues and submits a report on the Issuer's compliance with the formal and substantive obligations to the CNAD. The Certifier is also duly registered on the CNAD's related registry.

**CNAD (National Commission for Digital Assets):** - The regulatory authority overseeing the application of digital asset laws in El Salvador, responsible for the supervision, authorization, and oversight of digital asset issuances, issuers, and DASPs under the LEAD.

**Covenants** – Spending conditions on the Liquid Network that enforce how Tokens may be issued, transferred, or burned. They act as smart-contract-like rules by ensuring that transactions occur only when predefined compliance and operational conditions are met.

**Counterparty Default** - The event in which a counterparty (such as a Custodian Bank or DASP) fails to meet its financial or operational obligations under a contract, potentially resulting in losses or delays in the recovery or use of the Portfolio's assets.

**Cryptography** - The science of encrypting and decrypting information to protect it from unauthorized access, focusing on data security to ensure confidentiality, integrity, and authenticity during transmission or storage.

**Cryptographic Keys** - Tools used in cryptography, consisting of strings of data that help encrypt and decrypt messages, securing communications, data, and information systems.

**Custodian Bank** - The financial institution responsible for the custody and management of the Underlying Asset supporting the value of digital Tokens.

**Decentralized Ledger and Smart Contracts** - Technologies that support the secure, transparent, and autonomous execution of contracts on a blockchain, automating legally relevant events and actions according to predefined rules.

**Decentralized Market** - A market structure without a central governing body, where the exchange of assets, securities, or information occurs directly between participants or over a distributed network.

**Digital Asset** - A digital asset is a digital representation that can be stored and transferred electronically, using a Distributed Recording Technology system, or similar or analogous technology, in which the records are linked and encrypted to protect the security and privacy of transactions.

**Digital Assets Service Providers (DASPs)** - A natural or legal person whose ordinary line of business involves rendering one or more of the digital asset services detailed in Article 19 of the Law for Issuance of Digital Assets of the Republic of El Salvador:

- a) Exchange of digital assets for fiduciary money or equivalent or for other digital assets, either using their own capital or that of a third party.
- b) Operate a platform for the exchange or commercialization of digital assets or digital asset derivatives.
- c) Evaluation of risk and price, as well as subscription to digital asset issuances.
- d) Place digital assets on digital platforms or wallets.
- e) Promote, structure, and manage all types of investment products in digital assets.
- f) The following operations when carried out on behalf of and for the benefit of third parties:
  1. Transfer digital assets or the means to access or control them, between natural or legal persons or between different acquirers, electronic wallets, or accounts of digital assets.
  2. Safeguard, custody or manage digital assets or the means to access or control them.
  3. Receive and transmit orders to buy or sell digital assets or negotiate derivative digital assets.
  4. Execute orders to buy or sell derivative digital assets.



**Duration** - Duration is a measure used in finance to describe how long it takes for the total value of a bond's cash flow (like coupon payments and the return of principal) to be repaid to the investor. It's expressed in years and helps investors understand how long their money will be tied up and how sensitive the bond is to changes in interest rates. Essentially, a bond with a higher duration is more affected by interest rate changes, which can impact the bond's price significantly.

**Elastic Supply** - A demand-driven supply model in which the number of Tokens is not fixed in advance and may vary over time in accordance with subscription and redemption activity, subject to the acquisition, allocation and liquidity of the Underlying Asset as described in this RID.

**Encrypted** - The conversion of information or data into a code, especially to prevent unauthorized access, using cryptographic methods.

**ETF (Exchange-Traded Fund)** - An investment fund that passively replicates the performance of an index, a commodity, or a basket of assets like market indices or T-bills, traded on stock exchanges to maintain value close to the net value of the Underlying Asset.

**Factsheet** - A concise document providing key information about an investment fund or financial product. Factsheets are typically produced by fund managers or financial institutions and are designed to give investors a snapshot of the fund's performance, objectives, holdings, fees, and other relevant details.

**FED (Federal Reserve)** - The central banking system of the United States, which regulates the U.S. monetary and financial system.

**Fiat Money** – Traditional currency issued by governments, not backed by a physical commodity. The value of fiat money is derived from the relationship between supply and demand and the stability of the issuing government, rather than the worth of a commodity backing it. As example, USD, Euro, Yen, GBP, CHF, are all Fiat Money.

**Financial Instrument** - A real or virtual document representing a legal agreement involving any kind of monetary value, either equity-based (representing ownership of an asset) or debt-based (representing a loan made by an investor to the owner of the asset).

**Functionaries** - Federation members on the Liquid Network that operate specialized nodes responsible for block signing and custody of pegged-in Bitcoin. Functionaries are divided into Blocksigners, who propose and sign new blocks, and Watchmen, who safeguard the Bitcoin backing Liquid Bitcoin (L-BTC) through a multi-signature scheme.

**Funding Window** - The time period, communicated through the relevant Authorized Distributor as part of the applicable settlement instructions, during which the required settlement assets (for subscriptions) or Digital Assets (for redemptions) must be received, cleared and confirmed in the designated account(s)/wallet(s), together with any required reference data, in order for the request to be processed under the post-funding model described in this RID. If the relevant assets are not received in full within the Funding Window, the request may lapse or be cancelled, and any indicative quote (if any) may be deemed expired.

**Income Public Offering** – A type of public offering of digital assets that grants the purchaser the right to receive income or cash flows—whether in fiat currency or digital assets of any kind—including profits, earnings, or distributions of returns.

**Initial Subscription Period** - The period during which investors may subscribe to new Tokens at the issuance price, before secondary trading begins and before the first  $T_{NAV}$  is established.

**Insolvency** - The state of being unable to pay debts owed, where creditors may file a petition against a debtor to recover debts.



**Investment** - The allocation of resources in expectation of some future benefit, such as income or appreciation, involving the purchase of financial instruments or other assets in financial markets.

**Investor** - An individual or organization that allocates capital with the expectation of receiving financial returns, using various financial instruments to achieve financial goals.

**ISIN (International Securities Identification Number)** - A unique 12-character alphanumeric code used worldwide to identify a specific security or financial instrument (such as shares, bonds, funds, or structured products). The ISIN follows the ISO 6166 standard and enables consistent identification of instruments across markets, trading venues, clearing systems, and regulatory reporting. An ISIN is assigned by the relevant National Numbering Agency (NNA) for the instrument's jurisdiction and remains linked to that instrument for its lifetime.

**Issuance Price of the Token** - The predetermined price at which new digital Tokens are offered to investors during the Initial Subscription Period. This price is set by the Issuer (as disclosed in **Appendix I**).

**Issuer** - The regulated entity that creates, manages, and offers a digital asset to the public under the Digital Asset Issuance Law (LEAD). The Issuer is responsible for maintaining full compliance with applicable regulatory, operational, and disclosure requirements, and operates under the supervision of the CNAD.

**KYC (Know Your Customer)** - The process by which businesses identify and verify the identity, and source of funds of their clients to prevent fraud, money laundering, and other illegal activities, crucial for financial institutions and digital asset providers to ensure compliance with anti-money laundering regulations.

**Liquid Bitcoin (L-BTC)** - The native asset of the Liquid Network, representing Bitcoin that has been locked on the Bitcoin main chain and issued on the Liquid sidechain. L-BTC is used to pay transaction fees and settle transfers on the Liquid Network and can be converted back to Bitcoin through a peg-out process.

**Layer 2** - Technological solutions built "on top" of an existing blockchain (referred to as Layer 1), designed to improve the scalability and efficiency of transactions, handling transactions off the main chain but ensuring security through various mechanisms of anchoring to the primary blockchain.

**LEAD (Ley de Emisión de Activos Digitales)** – The Digital Assets Law of the Republic of El Salvador (enacted in January 2023), governing the issuance and offering of digital assets and defining issuer and digital assets service-provider (DASPs) obligations under CNAD oversight.

**Liquid Network** - A Bitcoin layer 2 chain designed for fast, secure, and confidential transactions, with a focus on the needs of the financial industry.

**Liquidity** - The measure of how quickly and easily an asset can be converted into cash without significantly affecting its market price, commonly used in financial contexts to describe fiat money, like USD.

**Market Close** - The end of trading activities on a platform or market for the day, marking the finalization of all transactions within that session.

**Market Maker(s)** – A person or entity that conducts Market Making activities, including by posting bids and offers and/or placing orders to buy and sell Tokens to support secondary-market liquidity.

**Market Making** - Activities by firms or entities committed to buying and selling a digital asset to maintain market liquidity and operational efficiency.



**Material Change** - Any change to this RID or to the characteristics of the Tokens that materially affects the risk profile, economic viability, or fundamental characteristics of the issuance, or the rights or economic position of Token Holders, as assessed in line with the criteria applied by the Certifier. For illustrative purposes only, a Material Change may include, among others, changes to the Underlying Asset, the asset allocation framework, the methodology used to calculate the NAV, the fees applicable to the Tokens, or the technological infrastructure supporting the issuance. Further details on the treatment and implementation of Material Changes are set out in **Section 15.8 – Amendments**.

**Net Asset Value (NAV)** – The net value of the assets backing an issuance at a given calculation time. NAV is determined by taking the fair value of all Portfolio assets and subtracting all liabilities, including accrued fees and other payables. NAV may be expressed as:

- **Portfolio NAV ( $P_{NAV}$ )**: the total net value of the Portfolio.
- **Token NAV ( $T_{NAV}$ )**:  $P_{NAV}$  divided by the number of Tokens in circulation, calculated to four decimal places.

In this RID,  $P_{NAV}$  and  $T_{NAV}$  serve as the basis for valuing the token after the Initial Subscription Period, determining additional subscriptions and redemptions, and providing ongoing transparency to investors.

**Over The Counter OTC** - A transaction conducted directly between two parties rather than through a centralized exchange order book. OTC trades are typically arranged bilaterally (often via a broker, dealer, or trading desk), with price, size, and settlement terms set privately.

**Orderbook** - An electronic ledger that lists all the buy and sell orders for a particular financial instrument, asset, or cryptocurrency, organized by price level, essential for trading markets to display market depth and facilitate the execution of orders at the best possible price.

**Passive Management** – A portfolio-management style that, unlike active management, does not employ strategies designed to beat a benchmark index; instead, it simply tracks that index or its reference assets.

**Peg-In / Peg-Out** - Peg-in is the process by which Bitcoin is locked on the Bitcoin blockchain and the corresponding amount of Liquid Bitcoin (L-BTC) is issued on the Liquid Network. Peg-out is the reverse process, whereby L-BTC is burned on the Liquid Network and the equivalent amount of Bitcoin is released back to the user on the Bitcoin blockchain.

**PRIIP KID** - Or Packaged Retail and Insurance-based Investment Products Key Information Document, is a standardized document required under the European Union's Packaged Retail and Insurance-based Investment Products (PRIIPs) It is required where the underlying asset is listed and aims to provide retail investors with clear and understandable information about the key features, risks, and costs associated with an investment product before they decide to invest. PRIIP KIDs are designed to enable investors to compare different investment products more easily and make more informed investment decisions.

**Portfolio** - The collection of assets held exclusively for a specific digital asset issuance. Each Portfolio is segregated and consists of the underlying traditional financial asset linked to the token; and limited liquidity balances in USD or USD-denominated stablecoins maintained solely for operational purposes, in accordance with the asset-allocation rules of this RID.

The Portfolio is managed according to predefined rules, including asset-allocation limits, pricing sources, and liquidity thresholds. In this RID, the Portfolio represents the assets backing the token and forms the basis for calculating  $P_{NAV}$  and  $T_{NAV}$ .



**Portfolio Net Asset Value (P<sub>NAV</sub>)** – The Net Asset Value of the entire Portfolio for a given issuance, calculated as the fair value of all Portfolio assets minus accrued fees and other payables. PNAV serves as the foundation for determining the Token Net Asset Value (T<sub>NAV</sub>).

**Prospectus** - A formal legal document that provides detailed information about a financial security or investment offering to potential investors. It is typically prepared by the security issuer, such as a company issuing a mutual fund offering shares to the public.

**Public Offering of Digital Asset** - It is a technical or commercial proposal of digital assets made to the public, on a massive basis, and with the purpose of selling digital assets.

**Real World Asset (RWA)** - A traditional financial or economic asset that exists off-chain in the conventional financial system and is represented on-chain by a digital token. In this RID, RWAs include the underlying listed financial instruments backing the digital assets.

**Redemption** - The process of exchanging Tokens for a pre-determined amount of currency or Underlying Asset under specific conditions.

**Relevant Information Document (RID)** - The RID provides investors with all material information regarding the Issuer, the characteristics of the digital asset, the rights and obligations of token holders, and the terms and conditions of the offering. Although defined within the Salvadoran regulatory framework, the RID serves a function comparable to an international Prospectus.

**Smart Contracts** - A computer program, which uses Distributed Registry Technology or a similar or analogous one, and which is implemented when certain predetermined conditions are met; and is typically used to automate the execution of an agreement so that all participants can be certain of the outcome, without the need for an intermediary. Depending on the agreement between the parties, such programs may be self-executing, judicially executed, or executed in combination. On the Liquid Network, smart-contract-like features are implemented via covenants rather than Turing-complete smart contracts

**Stablecoin** - A type of digital asset designed to maintain a stable market price by being pegged to a reserve asset, such as a fiat currency like the U.S. dollar (USD), combining the instant processing and security of cryptocurrency transactions with the stable value of traditional fiat currencies.

**Token** - It is a digital asset that is used as a unit of accounts in a network, based on the Distributed Registry Technology or a similar or analogous one.

**Token Holders** - Persons who hold the digital assets issued under this RID.

**Token Net Asset Value (T<sub>NAV</sub>)** - The value of one token, calculated by dividing the Portfolio Net Asset Value (PNAV) by the number of Tokens in circulation. T<sub>NAV</sub> is the reference price used for subscriptions and redemptions after the Initial Subscription Period and is published daily by the Issuer.

**Token Ticker** - A unique abbreviation or symbol used to identify a digital asset on trading platforms and financial communications.

**Token Unit** - The smallest denomination of a digital token, representing a proportional share of the Underlying Asset.

**Tokens Maturity** - The presence or absence of a defined expiration or maturity date for a token, influencing its trading and investment characteristics.

**Trading Currency** - The accepted currencies, both fiat and digital, used for transactions involving digital assets.



**Underlying Asset** - The assets or asset portfolios that underpin the value of a digital token, determining its market value and performance.

**USD Stablecoins** – Digital assets designed to maintain a stable value by being denominated and pegged to the U.S. dollar.

**Whitelisted Address** — A blockchain address that has been verified through KYC/AML procedures and authorized to receive, hold, or transfer tokens issued under this RID. Transfers to non-whitelisted addresses are blocked at protocol level through Liquid Network covenants and Blockstream AMP rules.



### 3. SUMMARY

#### 3.1 Introduction

**USTBL provides exposure to U.S. dollar-denominated short-term government bonds issued by the U.S. Treasury, through the *iShares \$ Treasury Bond 0-1yr UCITS ETF* (the “Underlying Asset”), a publicly listed ETF with ISIN IE00BGSFIX88.**

**As at 9 January 2026, according to the official Prospectus for the Underlying Asset, the Underlying Asset reports a weighted average yield to maturity (YTM) of 3.50% and an effective duration of 0.38 years. These figures are indicative, are subject to change over time, and do not represent a guarantee of the performance of the Tokens.**

The prospectus, PRIIP KID (where applicable) and updated Termsheet of the Underlying Asset are made publicly available by the underlying issuer through its official channels at the following address: [iShares \\$ Treasury Bond 0-1yr UCITS ETF](#).

This public digital asset offering provides investors with exposure to a publicly listed financial asset through a tokenized issuance structured as a digital tracker designed to provide ETF-like economic exposure. By holding a dedicated Portfolio composed primarily of the Underlying Asset and limited liquidity balances maintained strictly for operational purposes, USTBL delivers regulated, rule-based economic exposure while leveraging on-chain certainty and transferability.

This structure is further detailed in **Section 9 – CHARACTERISTICS OF THE PUBLIC OFFERING**.

From a technological perspective, USTBL is issued on Bitcoin-based infrastructure and recorded on the Liquid Network, which enables secure issuance, controlled transferability through whitelisted addresses, and efficient lifecycle management. The issuance framework is designed to support compliance with Applicable Laws and the Issuer’s internal compliance policies throughout the lifecycle of the Tokens.

This Relevant Information Document (RID) was written in January 2026 and is freely available on the Issuer’s website (<https://nexbridge.io>).

#### Preliminary regulatory considerations

For the purposes of this Relevant Information Document (the “RID”), NexBridge Digital Financial Solutions S.A. de C.V. (the “Issuer”) is a variable capital stock corporation incorporated under the laws of the Republic of El Salvador, duly registered in the Issuer Registry of the National Commission for Digital Assets (the “CNAD”) under registration number **EAD-0005**, and authorized to issue digital asset products. The Issuer operates commercially under the brand name “NexBridge®”. The Issuer is also registered with the CNAD as a Digital Asset Service Provider (“DASP”) under registration number **PSAD-0034**, which authorizes it to conduct over-the-counter (“OTC”) transactions and to place digital assets on regulated digital platforms and wallets.

The public issuance of USTBL (the “Digital Asset”) has been approved and registered in the CNAD Issue Registry under registration number **AD-00004**, as specified in the relevant section of the Issuer’s website and on the CNAD’s public issuance registry.

This public issuance of digital assets and the related Relevant Information Document (RID) have been certified by TR Capital S.A. de C.V., a certifier of digital asset issuances in the Republic of El Salvador authorized by the Comisión Nacional de Activos Digitales (CNAD) under registry number CERT-0003, including (i) the initial certification dated August 28th, 2024, and (ii) the subsequent bi-annual update certifications dated March 31st, 2025 and September 2nd, 2025, as required under the LEAD. For further details, please refer to **Section 7 - CERTIFIER’S REPORT**.

#### No Sponsor, Endorsement or Affiliation



USTBL is issued solely by the Issuer. The Underlying Asset of USTBL is an exchange-traded fund, which is issued, managed, administered and sponsored by third parties. No such third party (including, without limitation, the issuer of the underlying exchange-traded fund, its sponsor, manager or administrator, or any exchange or trading venue on which the underlying exchange-traded fund is listed or traded) has sponsored, endorsed, sold or promoted the Tokens, or has reviewed, approved or assumed any responsibility for this RID. Any trademarks, service marks or trade names used in this RID are the property of their respective owners and are used for identification purposes only.

## 3.2 Primary & Secondary Market

### 3.2.1 Primary market and authorized distributors

Primary issuance of USTBL may only occur through:

- (i) the Issuer; and
- (ii) third-party entities that are duly authorized to perform distribution activities in their respective jurisdictions (“Authorized Distributors”).

As at the date of this RID, the Issuer and Bitfinex Securities El Salvador S.A. de C.V. are Authorized Distributors for the purposes of primary-market subscriptions and redemptions, subject to their respective operational frameworks and terms and conditions. The Issuer may appoint additional Authorized Distributors from time to time.

### 3.2.2 Secondary market & authorized market participants

Secondary-market trading of the Tokens may occur through:

- (i) Authorized Market Participants; and
- (ii) peer-to-peer transfers between whitelisted wallet addresses.

### 3.2.3 Authorized DASPs eligibility and regulatory compliance requirements

In accordance with the Issuer’s commitment to regulatory integrity and international AML/CFT standards, all entities involved in the distribution or secondary-market facilitation of the digital assets issued under this RID — including Authorized Distributors and Authorized Market Participants — must operate within a regulatory framework that ensures:

- a recognized legal and supervisory regime within their jurisdiction;
- ongoing AML/CFT supervision by competent national authorities;
- adherence to the principles of the Financial Action Task Force (FATF), either directly or through regional bodies such as GAFILAT or MONEYVAL;
- cooperation with national Financial Intelligence Units (FIUs) that are part of the Egmont Group;
- effective KYC procedures, transaction monitoring, and suspicious-activity reporting mechanisms.

**The Issuer approves only those entities that demonstrate compliance with these standards, ensuring interoperability, legal consistency, and a high level of investor protection across jurisdictions.**

The list of Authorized Distributors and Authorized Market Participants is available on the Issuer’s website.

Additional Terms and Conditions may apply when interacting with Authorized Distributors and Authorized Market Participants, please refer to the relevant third party T&Cs.



### 3.3 Main Characteristics of the Public Issuances of Digital Assets

The table below contains the main characteristics of the Public Issuance of Digital Assets. For further details about the characteristics of the issuances, please refer to **Section 9 – CHARACTERISTICS OF THE PUBLIC OFFERING**.

Item	Description
Type of Public Offering of Digital Asset	Income Public offering
Decentralized ledger and smart contracts, or their equivalents, employed.	Liquid Network, Bitcoin's second-layer solution (exclusive) <a href="https://liquid.net">https://liquid.net</a> The Liquid Network uses covenant-based transaction controls, providing smart-contract-like functionality for whitelisted transferability, issuance control, and rules enforcement.
Token Ticker	USTBL
Portfolio (PTF)	<b>Underlying asset:</b> iShares \$ Treasury Bond 0-1yr UCITS ETF (ISIN IE00BGSFIX88)  <b>Liquidity balances:</b> Limited USD or USD-stablecoin balances may be maintained strictly for operational purposes.
Asset allocation	98% – 100%: underlying asset 0 – 2%: liquidity balances
Valuation currency	U.S. Dollar (USD)
Token unit	Each Token is divisible up to six (6) decimal places.
Rights of Token holders	Each Token represents a proportional share of the redemption value of the Portfolio, or Portfolio Net Asset Value ( $P_{NAV}$ ), represented as Token Net Asset Value ( $T_{NAV}$ ).
Tokens maturity	Tokens are linked to the performance of the Underlying Asset and operate as an open-ended instrument, meaning they do not have a fixed termination or maturity date.
Minimum issuance amount	30,000,000 tokens
Total number of tokens available	There is no predetermined limit to the number of tokens available for subscription under this RID. Tokens are issued on a continuous, demand-driven basis under an elastic supply model, solely in connection with the acquisition and allocation of the corresponding Underlying Asset.



<p>Distribution</p>	<p><b>Initial subscription</b></p> <p><u>Start and end dates:</u> The initial subscription started on the 19 November 2024 and ended on the 28 November 2024.</p> <p><u>Initial Token price:</u> USD\$ 1</p> <p><b>Additional subscriptions</b></p> <p><u>Start and end dates:</u> additional subscriptions will be enabled directly after the completion of the Initial subscription and will remain open on a continuous basis.</p> <p><u>Token price:</u> T<sub>NAV</sub></p> <p>Additional terms and conditions may apply when subscriptions are executed through Authorized Distributors (please refer to their respective Terms and Conditions).</p> <p>The list of Authorized Distributors is available on the Issuer’s website.</p>
<p>Redemptions</p>	<p>USTBL tokens became redeemable subject to the conditions described below and in accordance with the redemption mechanisms set out in this RID.</p> <p><b>Redemptions initiated by token holders</b></p> <p><u>Start and end date:</u> Tokens became redeemable by Token Holders as at 28 February 2025. Redemptions remain open on an ongoing basis, subject to the applicable operational modalities of the relevant Authorized Distributor.</p> <p><u>Token price:</u> T<sub>NAV</sub></p> <p>Additional terms and conditions may apply when redemptions are executed through Authorized Distributors (please refer to their respective Terms and Conditions).</p> <p>The list of Authorized Distributors is available on the Issuer’s website.</p> <p><b>Redemptions initiated by the Issuer</b></p> <ul style="list-style-type: none"> <li>• If the Underlying Asset cease to be available.</li> <li>• If the total amount of the issuance remains under the initial minimum amount for three consecutive months, at the Issuer’s discretion.</li> </ul>
<p>Subscription and Redemption currencies</p>	<p>U.S. Dollars (USD) or USD Stablecoins available through the Authorized Distributor(s).</p>
<p>Minimum Transaction Amount for Subscriptions and Redemptions</p>	<p>The minimum transaction amount for the initial subscription was set to USD 1.00.</p> <p>The minimum transaction amount for additional Subscriptions and Redemptions is set to USD 5,000.00, unless otherwise specified in <b>Appendix I</b>.</p> <p>Please refer to <b>Section 9.15.2- Exceptions</b> for exceptions to this minimum.</p>



<p>Digital Assets Exchangeability</p>	<p>Tokens may be exchanged on the secondary market through Authorized Market Participants, in accordance with the trading pairs, quote assets, cryptocurrencies, or other digital assets that each Authorized Market Participant may decide to make available at its own discretion, subject to its internal policies, regulatory permissions, and market conditions.</p> <p>The Issuer does not determine, control, guarantee, or commit to the availability of any specific trading pair, quote currency, or exchange mechanism on the secondary market.</p>
---	--

The Issuer is solely responsible for the content of this Relevant Information Document.

The digital assets that are the object of this offering are registered in the Public Registry of the CNAD. Their registration does not imply certification as to the quality of the security or the solvency of the Issuer.

It is the investor's responsibility to read all the information contained in this RID.

The investor, by subscribing to the token, is aware that digital assets may lose their value in whole or in part, may not always be tradable, may not be liquid, and that the issuance is only focused on a specific Underlying Asset and does not constitute an invitation for the sale of financial instruments.

**This offer does not constitute an offer available in any jurisdiction in which it would be considered illegal.**



## 4. PARTICIPANTS

Role	Name and company information
Issuer	<p><b>NexBridge Digital Financial Solutions S.A de C.V</b>            Av. Las Magnolias, 206. Edificio insigne, oficina no.1107,            San Salvador, El Salvador            +503 2273 4255  <a href="mailto:info@nexbridge.io">info@nexbridge.io</a>  <a href="https://nexbridge.io">https://nexbridge.io</a>            CNAD registry number: EAD-0005</p>
Authorized Distributors	<p><b>NexBridge Digital Financial Solutions S.A de C.V</b>            Av. Las Magnolias, 206. Edificio insigne, oficina no.1107,            San Salvador, El Salvador            +503 2273 4255  <a href="mailto:info@nexbridge.io">info@nexbridge.io</a>  <a href="https://nexbridge.io">https://nexbridge.io</a>            CNAD registry number: PSAD-0034</p> <p><b>Bitfinex Securities El Salvador S.A. de C.V.</b>            87 Avenida Norte, Torre Futura, Local 11-06 Colonia Escalón. San Salvador, El Salvador  <a href="https://www.bitfinex.com/securities">https://www.bitfinex.com/securities</a>            CNAD registry number: PSAD-0001</p> <p>The Issuer may subsequently authorize additional distributors, subject to applicable regulatory requirements and the Issuer's eligibility standards. The up-to-date list of Authorized Distributors is available on the Issuer's website.</p>
Authorized Market Participants	<p>The list of Authorized Market Participants where digital assets of this RID are listed and available for trading on the secondary market is available on the Issuer's website.</p>
Certifier of Digital Assets	<p><b>TR Capital S.A. de C.V.</b>            Calle Cuscatlán #4312 Col. Escalón, San Salvador, El Salvador            +503 2538 6360  <a href="mailto:info@trcapital.net">info@trcapital.net</a>  <a href="http://www.trcapital.net">www.trcapital.net</a>            CNAD registry number: CERT-0003</p>
Structuration advisor	<p><b>Digital Assets Solutions S.A. de C.V.</b>            Av. Las Magnolias. Edificio insigne, nivel 6 local 602, San Salvador, El Salvador            +503 7910 7770  <a href="mailto:info@tokenizationexpert.com">info@tokenizationexpert.com</a>  <a href="https://tokenizationexpert.com">https://tokenizationexpert.com</a>            CNAD registry number: CERT-0004</p>



<p>External Auditor</p>	<p><b>GT Auditoría, S.A. de C.V (Grant Thornton EL Salvador)</b>  Torre Futura, Nivel 12 local 002, Calle El Mirador y 87 Av. Norte,  Colonia Escalón, San Salvador, El Salvador.  +503 2267-7900  <a href="mailto:grantthornton@sv.gt.com">grantthornton@sv.gt.com</a>  <a href="https://www.grantthornton.com.sv">https://www.grantthornton.com.sv</a></p>
<p>Blockchain</p>	<p><b>Liquid Network</b>  <a href="https://liquid.net">https://liquid.net</a></p>
<p>Custodians for assets part of the Portfolios.</p>	<p><u>Custodian Bank(s):</u></p> <p><b>Capital Union Bank</b>  CUB Financial Center, Western Road, Lyford Cay, P.O. Box AP-59223, Nassau, Bahamas  +1-242-362-6880  <a href="mailto:info@capitalunionbank.com">info@capitalunionbank.com</a>  <a href="https://capitalunionbank.com">https://capitalunionbank.com</a></p> <p><u>Self-custody</u></p> <p><b>NexBridge Digital Financial Solutions S.A de C.V</b>  Av. Las Magnolias, 206. Edificio insigne, oficina no.1107, San Salvador, El Salvador.  +503 2273 4255  <a href="mailto:info@nexbridge.io">info@nexbridge.io</a>  <a href="https://nexbridge.io">https://nexbridge.io</a>  CNAD registry number: PSAD-0034</p> <p><u>Authorized Market Participants</u></p> <p>The Issuer may, where operationally necessary, use custody services provided by Authorized Market Participants for limited operational purposes.</p> <p>The list of Authorized Market Participants is available on the Issuer's website.</p>



## 5. ISSUER'S INTRODUCTION LETTER

Dear Investors,

As part of NexBridge's ongoing mission to develop regulated, blockchain-based digital assets inspired by established financial-market conventions, we present USTBL within our standardized framework for ETF-like digital asset issuances. Our objective is to provide rule-based economic exposure to selected financial instruments through a compliant digital-asset issuance structure, combining the discipline of traditional market practices with the operational efficiencies of Bitcoin-based infrastructure.

USTBL represented the Issuer's first public issuance of a regulated digital asset providing exposure to U.S. Treasury Bills under the Digital Asset Issuance Law (LEAD), and has since served as a reference issuance within the Issuer's broader framework of digital asset products.

USTBL has been structured as a digital tracker designed to reflect the economic performance of its underlying Portfolio, in accordance with clearly defined rules governing asset allocation, valuation, subscriptions, and redemptions. The issuance framework emphasizes transparency, segregation of assets, and consistency of disclosure, enabling investors to assess the characteristics and risks of the Digital Asset on the basis of the information presented in this Relevant Information Document.

Each digital asset issued by NexBridge is governed by standardized terms and methodologies, including clearly defined NAV calculation formulas, portfolio composition rules, and operational controls. These elements are intended to align the behavior of the Digital Asset with familiar financial-market structures, while leveraging blockchain-native features such as on-chain settlement, controlled transferability, and programmable lifecycle management.

Key features of NexBridge digital assets include:

**Regulated Issuance Framework** – Digital assets are issued under El Salvador's dedicated digital-asset legal framework and are subject to applicable regulatory oversight and certification requirements.

**ETF-Like Economic Exposure** – Each Digital Asset is designed to track the economic performance of a dedicated Portfolio composed of the underlying asset and limited liquidity balances, without constituting shares or units in any investment fund.

**Standardized Disclosures** – Relevant Information Documents follow established disclosure conventions, providing information on objectives, Underlying Asset, valuation methodologies, fees, redemption mechanisms, and associated risks.

**Operational Transparency** – Portfolio valuation, token supply, and key operational data are disclosed in accordance with the rules described in this RID and are subject to periodic independent verification.

**Technology and Custody Controls** – Digital Assets are issued on Bitcoin's Liquid Network using transfer-restricted, whitelist-based controls and multisignature mechanisms designed to support compliance-aligned custody and operational security.

USTBL, like all NexBridge digital assets, is made available exclusively through authorized distribution channels and in accordance with applicable laws and regulatory requirements. Prospective investors are encouraged to review this Relevant Information Document in its entirety in order to understand the characteristics, risks, and operational mechanisms of the Digital Asset.



Sincerely,



Michele Crivelli  
Legal Representative and CEO

NexBridge Digital Financial Solutions S.A de C.V

Please read carefully the risks associated with this issuance, detailed in **Section 14 – ASSOCIATED RISKS AND RISK MANAGEMENT**. This will help you make a more informed decision.



## 6. AFFIDAVIT

### **NexBridge Digital Financial Solutions S.A de C.V**

Av. Las Magnolias, 206. Edificio insigne, nivel 11, oficina no. 1107, San Salvador, El Salvador

08.01.2026

I, Michele Crivelli, in my capacity as Legal Representative and CEO of NexBridge Digital Financial Solutions S.A de C.V, hereby affirm and declare the following in connection with this issuance of digital assets and its Relevant Information Document (RID):

Issuer Identification: The Issuer is duly organized and validly existing under the laws of El Salvador and is registered with the CNAD under registration number EAD-0005.

Offering Details: The Issuer is offering digital assets in accordance with applicable laws and the regulatory framework administered by the CNAD.

Compliance and Disclosure: To the best of my knowledge and belief, having taken all reasonable care to ensure that such is the case, the Issuer has prepared this RID in accordance with Applicable Laws and the applicable CNAD requirements. The information contained in this RID is, as at the date hereof, accurate, fair and not misleading in any material respect, and does not omit material information required to be disclosed under Applicable Laws.

Use of Proceeds: The proceeds from this issuance will be used for the purchase of the Underlying Asset as described in **Section 11 - DESTINATION OF THE FUNDS**.

Risk Disclosure: This RID contains disclosure of the material risks known to the Issuer as at the date of this RID, as further described in the relevant risk factor sections.

Authority: I am duly authorized to make this declaration and to execute this affidavit on behalf of NexBridge Digital Financial Solutions S.A. de C.V.



Michele Crivelli  
Legal Representative and CEO

NexBridge Digital Financial Solutions S.A de C.V

## 7. CERTIFIER'S REPORT

### 7.1 Certifier

TR Capital S.A. de C.V. is a Salvadoran company authorized by the CNAD with registration number CERT-0003, incorporated on May the 13<sup>th</sup> 2017, and registered in the Companies Registry of the Commercial Registry at number 21 of Book 3736, with registration number 2017088178, and Tax Identification Number 0614-130517-102-0.

Please refer to **Appendix II** for the initial Certifier's Report and bi-annual reports, together with all its considerations regarding the Issuance of the Digital Asset.

### 7.2 Initial Certification Report

In accordance with the certification framework established under the LEAD and the applicable CNAD rules, the Tokens and the related issuance documentation and structure have been reviewed and assessed by the Certifier for compliance with the applicable regulatory requirements.

The initial certification covered, inter alia, the legal, financial, technical and operational aspects of the issuance, including the characteristics of the Tokens, the underlying asset structure, the issuance and redemption mechanisms, and the disclosure framework set out in this RID.

### 7.3 Bi-annual certification report(s)

Pursuant to the ongoing certification and disclosure requirements set out under the LEAD and the applicable CNAD rules, the Issuer is subject to periodic certification reviews following the initial certification.

In this context, the Tokens and the related issuance documentation have been subject to bi-annual certification reviews conducted by the Certifier in order to assess the continued compliance of the issuance with the applicable regulatory framework and the accuracy and completeness of the information disclosed in this Relevant Information Document.

The bi-annual certification reports were issued on:

- **31 March 2025;**
- **2 September 2025;** and
- **April 10, 2026.**

Each bi-annual certification review assessed, among other matters, the ongoing compliance of the issuance with the LEAD, the consistency of the issuance structure with the approved framework, and the absence of material deviations from the characteristics disclosed in this RID

The Initial Certification Report and the subsequent bi-annual Certification Reports are provided in **Appendix II**.



## 8. ISSUER DESCRIPTION

Issuer	<b>NexBridge Digital Financial Solutions S.A de C.V.</b> ( <a href="https://nexbridge.io">https://nexbridge.io</a> )
Registered Office	Av. Las Magnolias, 206. Edificio insigne, nivel 11, oficina no. 1107 San Salvador, El Salvador
CNAD registry number	EAD-0005
Legal representative	<b>Michele Crivelli</b>

The Issuer is also registered with CNAD as a DASP under the registry number PSAD-0034, to provide the following services:

- Exchange of digital assets for fiduciary money or equivalent or for other digital assets, either using their own capital or that of a third party.
- Evaluation of risk and price, as well as subscription to digital asset issuances.
- Place digital assets on digital platforms or wallets.
- Promote, structure, and manage all types of investment products in digital assets.

Such authorizations enable the Issuer to perform subscription, redemption and over-the-counter (OTC) transactions in connection with the Tokens, on an execution-only basis, as described in this RID.



## 8.1 Organizational Structure Overview

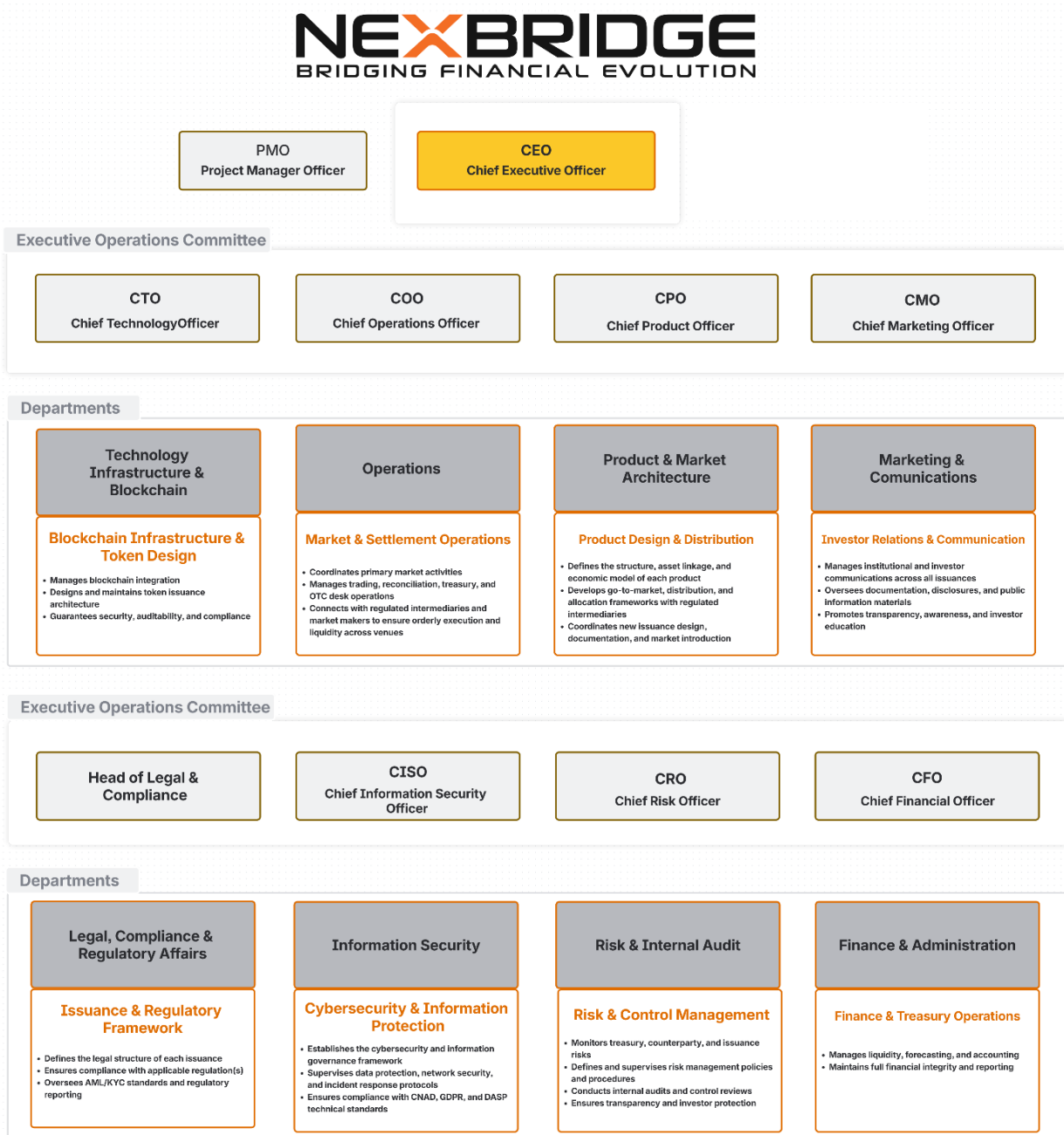
NexBridge adopts a governance and operational structure designed to ensure regulatory compliance, effective execution, and clear accountability across all business functions. As at the date of this RID, the organizational structure is composed of:

- The Legal Representative (LR) & Chief Executive Officer (CEO)
- The Executive Operations Committee (EOC)
- The Operational Departments, each led by a Department Head

This structure is intended to ensure appropriate oversight, internal coordination and compliance with Applicable Laws. The Issuer may adapt its internal organization from time to time in response to operational, regulatory or business requirements, without affecting its obligations under this RID.

### 8.1.1 Organizational Chart

The corporate structure at the time of issuance is as outlined in the chart below.



### **8.1.2 Legal Representative (LR) & CHIEF EXECUTIVE OFFICER (CEO)**

The Chief Executive Officer (CEO), who also serves as the Legal Representative (LR) of NexBridge, is appointed by the shareholders and reports directly to them. The CEO is responsible for defining the strategic direction of the company and ensuring alignment with the objectives of its shareholders.

The CEO's primary duties and responsibilities include:

- Defining and overseeing the organization's mission, vision, and long-term strategic direction.
- Acting in the best interests of the company and ensuring its financial integrity.
- Monitoring and evaluating overall organizational performance.
- Approving major initiatives, investments, and corporate decisions.
- Ensuring full compliance with applicable laws, regulations, and reporting obligations.
- Identifying and mitigating risks that could affect the company's operations or reputation.
- Representing NexBridge in dealings with shareholders, regulators, partners, and other stakeholders.

### **8.1.3 EXECUTIVE OPERATIONS COMMITTEE (EOC)**

The Executive Operations Committee (EOC) is appointed by the CEO and reports directly to him. Its purpose is to provide cross-functional leadership, oversee strategic initiatives, and ensure that the organization operates in line with NexBridge's mission, vision, and values.

The EOC is responsible for:

- Providing strategic guidance to all executive functions.
- Leveraging the collective expertise of its members to support informed decision-making.
- Reviewing and approving key initiatives, corporate plans, and major investments.
- Monitoring organizational performance against strategic goals and KPIs.
- Facilitating coordination and communication across departments and business units.
- Addressing operational challenges that require cross-departmental alignment.
- Supporting the CEO in executing strategic and operational priorities.

The EOC is composed of senior executives representing the core functional areas of the company: Chief Executive Officer (Committee Chair), Chief Operating Officer (COO), Chief Financial Officer (CFO), Chief Technology Officer (CTO), Chief Risk Officer (CRO), Chief Marketing Officer (CMO), Chief Compliance Officer (CCO), Chief Information Security Officer (CISO), and Chief Product Officer (CPO).

### **8.1.4 Risk, Legal and Compliance committee**

The Risk, Legal and Compliance Committee (RLCC) is appointed by the CEO and reports directly to him. Its primary purpose is to ensure that the organization operates in full compliance with applicable laws, regulations, and internal policies, while proactively identifying, assessing, and mitigating legal, regulatory, and operational risks that may affect the company's activities, stability, and strategic objectives.

Specifically, the RLCC will:

- Oversee the design, implementation, and ongoing effectiveness of the Anti-Money Laundering (AML) and Counter-Terrorism Financing (CFT) frameworks.
- Oversee the development, implementation, and maintenance of compliance programs, policies, and internal controls.
- Monitor regulatory and legal developments and ensure timely alignment with applicable laws, regulatory requirements, and supervisory expectations.
- Identify, assess, monitor, and prioritize risks across the organization, including legal, regulatory, operational, and reputational risks.
- Define and oversee the implementation of risk management strategies, mitigation measures, and control frameworks.
- Provide guidance, recommendations, and escalation to the executive leadership on risk, legal, and compliance-related matters.
- Promote a culture of compliance, integrity, and risk awareness throughout the organization.



The RLCC is composed of senior representatives from key control and governance functions. The committee includes: the Legal Representative and CEO (Committee Chair), the Chief Compliance Officer (CCO), and the Chief Risk Officer (CRO).

### 8.1.5 Operational Departments

NexBridge's business activities are carried out through specialized operational departments. Each department is led by a department head and is responsible for the execution of its functional mandate, team management, and compliance with internal procedures and external regulatory requirements. Each department reports to the CEO through the EOC, ensuring clarity of responsibilities and efficient internal coordination

## 8.2 Key Functional Roles for This Digital Asset Issuance



**LR** (Legal Representative), **CEO** (Chief Executive Officer) : [Michele Crivelli](#)  
**Years of experience: 10+**

Michele Crivelli is a finance professional with a strong background in traditional financial institutions, beginning his career at UBS and later working across several asset management firms. His academic foundation, complemented by an MBA, provides a solid grounding in capital markets and financial structuring. Since 2021, he has focused on bridging traditional finance with the digital asset ecosystem, developing scalable and compliant solutions for both issuers and investors. This trajectory led to the creation of NexBridge Digital Financial Solutions in 2023, where he serves as founder and CEO.

Michele also maintains ownership interests in multiple financial and technology companies, including specialized securitization and structuring firms that support regulated digital issuances. His combined expertise in traditional finance, entrepreneurship, and digital financial infrastructure is central to NexBridge's regulated operational framework and ongoing innovation.



**CTO** (Chief Technology Officer): [Adrian Tavella](#)  
**Years of experience: 10+**

Adrian Tavella is a distinguished technology leader with a track record of co-founding startups like Pipetech, Poseidon and Remotear, and serving as the Coordinator of Integrated Management Systems at ASAT (Asociación Argentina de Teletrabajo). With extensive experience in the tech industry and a focus on digital asset issuance, he is poised to excel as the CTO of NexBridge.

His expertise in systematizing processes, along with his visionary leadership in the development of innovative solutions, positions Adrian as a key figure in driving growth and innovation in the digital economy. Adrian's role as CTO will leverage his technical skills and strategic insight to shape the future of digital asset issuance, underscoring his commitment to excellence and innovation in the tech sector.



**Deputy CTO** (Deputy Chief Technology Officer): [Agustin Chermaz](#)  
**Years of experience: 10+**

Agustín Chermaz is a technology leader with over a decade of experience in software development and blockchain engineering. His career combines smart contract architecture, Web3 product development and the leadership of engineering teams in high-performance environments. He has held key roles such as Blockchain Architect at Tokn1 and Blockchain Engineer at Numio, where he designed and deployed ERC-20 tokens with advanced compliance logic, real-time trading engines,



lending integrations with AAVE, NFT systems, and Layer-2 scalability solutions on zkSync and StarkNet. Previously, as Software Leader at Fusap, he oversaw development teams for national financial institutions and contributed to the integration of Argentina's Blockchain Federal (BFA) network.

Agustín holds a degree in Software Engineering from UTN and has completed specialized training in DeFi, smart contracts and zero-knowledge proofs. His technical expertise and multidisciplinary leadership position him as an ideal Deputy CTO for driving scalable and innovative technology solutions.



**CISO** (Chief Information & Security Officer): *Roberto Mendoza*

**Years of experience: 15+**

Roberto Mendoza brings more than 15 years of experience in information technology management, cybersecurity, and financial crime prevention. His career spans institutional leadership, the deployment of mission-critical systems, and international collaboration in anti-money laundering, counter-terrorist financing, and digital asset oversight.

At the Office of the Attorney General of the Republic, he led the Information Technology Unit of the Financial Investigation Unit, overseeing the implementation of the goAML platform, the strengthening of the Information Security Management System (ISMS), and the development of forensic tools for cryptocurrency analysis. His expertise covers end-to-end technology infrastructure, IT security, application development, and digital forensics.

Roberto holds an MBA with a finance specialization, a degree in Computer Engineering, and is pursuing a Doctorate in Information and Communication Technology. He also holds international certifications in blockchain, digital forensics, cybersecurity, agile methodologies, and business intelligence. His strategic vision and technical depth position him as an effective CISO for high-impact innovation initiatives.



**CPO** (Chief Product Officer): *Neri Ihitz*

**Years of experience: 10+**

Neri is an experienced product executive with a strong background in finance, actuarial sciences, mathematics, and econometrics. His early roles at the New York Stock Exchange within Thomson Reuters, The Nielsen Company, and Visa built a solid analytical foundation across payments, quantitative modeling, and digital asset infrastructure. Since entering the crypto industry, he has focused on bridging traditional finance with blockchain-based systems, leading product strategy for DeFi protocols, stablecoin architectures, non-custodial wallets, and tokenization platforms.

At NexBridge, Neri oversees the full product strategy, designing tokenized asset rails, OTC infrastructure, and exchange-level systems that support compliant settlement, liquidity management, and institutional-grade trading. His work integrates smart contract architecture with advanced AI and LLM-driven automation, reinforcement-based decision models, and quantitative risk engines to enhance efficiency and unify user experience.

His approach combines financial logic, scalable engineering principles, and user-centric design to deliver secure and high-impact product innovation.





**COO** (Chief Operating Officer): *Phil Langfelder*  
**Years of experience: 20+**

With a solid track record in operations, traditional finance, and digital assets, Phil brings a unique perspective to the NexBridge ecosystem. He has held leadership positions at top-tier financial institutions, including Deutsche Bank and Credit Suisse, where he served as Director in hedge fund operations and middle office functions, building deep expertise in operations management and budget control.

He later broadened his expertise in asset management and trading as Director of Operations at Shenkman Capital Management, before shifting his career toward the digital asset sector. In this space, he worked as a Consultant at JST Capital and as Director of Business Development at Qredo, where he strengthened his knowledge of digital transformation, cryptocurrencies, and growth strategies. More recently, he served as CEO at LevelQ and currently leads the operations of NexPlace as Director of Operations.

The combination of experience in global financial institutions and in innovative digital asset firms enables Phil to bring a comprehensive strategic vision that is key for business development, product structuring, and the efficient execution of operations in both regulated and emerging markets.



**Head of Operations and Market Making:** *Xevi Font*  
**Years of experience: 10+**

Xevi Font is a trading and liquidity specialist with an international track record across financial markets, tokenization, and digital asset market structure. His experience bridges traditional institutions and blockchain platforms, with a focus on building efficient liquidity frameworks and managing institutional-grade trading operations.

He previously led financial and business operations at Qredo Institutional Custody, overseeing reconciliation systems, financial statement audits, and regulatory compliance within MPC-based decentralized custody environments. As Trading Operations Manager at Monetum Crypto Exchange, he implemented the fiat-crypto wallet architecture, liquidity mechanisms, KYC processes, and fraud-prevention controls. He also contributed to initiatives in market making and zero-knowledge-based oracle infrastructure.

Xevi holds a bachelor's degree in Political Science, International Relations, and Public Administration, complemented by postgraduate studies in Business Intelligence, Big Data, Information Security, and Governance, Risk and Compliance.

His multidisciplinary background enables him to integrate regulatory, technological, and trading perspectives, positioning him as an effective Head of Trading to optimize market structures and lead high-impact operations.



**CRO** (Chief Risk Officer): *Kévin Guillard*  
**Years of experience: 10+**

With substantial experience in traditional finance, technology, and Real World Assets (RWA) in the digital assets industry, Kévin is now poised to excel as the Chief Risk Officer (CRO) at NexBridge. He notably served as the inaugural head of the regulatory and supervision department at the CNAD (National Commission for Digital Assets), bringing a deep understanding of the digital assets ecosystem and proficiency in navigating complex and innovative environments. This expertise will be crucial in developing NexBridge's risk management strategies and overseeing digital assets issuances.



In his role as CRO, Kévin will leverage his technical skills and strategic insight to influence the direction of digital asset issuances, underscoring his commitment to excellence and innovation in the digital assets sector. Additionally, Kévin holds a Master's degree in Management Control and Organizational Audit from Université Paris 1 Panthéon-Sorbonne and is recognized as a risk monitoring expert, having honed his expertise through roles in audit, internal controls, and regulatory positions at prestigious organizations including the CNAD, PwC Luxembourg, and ICBC (Europe).



**Head of Internal Audit:** Zoltan Csonka

**Years of experience: 20+**

Zoltan Csonka brings over 20 years of international experience in internal audit, IT audit, risk management and compliance, with a career spanning fintech, securities brokerage and asset management. He has built audit functions from the ground up, implemented risk frameworks and led control plans across multiple jurisdictions.

He has held key roles at M2 Cryptocurrency Exchange, Finxflo and Phillip Securities, and has collaborated with institutions such as Nikko Asset Management and Sonepar. Zoltan has conducted audits in more than 14 countries, ensuring adherence to global standards including COBIT, COSO and SOX. His achievements include establishing internal audit capabilities in fintechs, strengthening cybersecurity and regulatory compliance programs, and enhancing transparency and operational discipline. He holds an MBA in Banking and Finance and a degree in Engineering, supported by certifications such as CIA, CISA, CISSP, CFA, PMP and CPA.

His global perspective and technical rigor position him as an effective Head of Internal Audit for strengthening governance and risk management at NexBridge.



**CCO (Chief Compliance Officer):** Carlos Eduardo Vigil Salinas

**Years of experience: 5+**

Carlos is an attorney of the Republic of El Salvador with specialized training in financial compliance and anti-money laundering frameworks. He holds a Law Degree from the Universidad Centroamericana “José Simeón Cañas” and is certified as an Anti-Money Laundering Certified Associate (AMLCA) by FIBA.

His professional background includes extensive experience in due-diligence processes and customer verification across multiple regulated sectors, including Digital Asset Service Providers. Carlos has conducted and overseen KYC, KYB and KYT reviews, ensuring adherence to domestic and international compliance standards while strengthening internal control environments.

He has served as Compliance Officer and AML Advisor for both private companies and non-profit organizations, where he developed risk-based policies, reporting procedures and operational guidelines for AML/CFT compliance.

Carlos combines legal training, practical regulatory experience and a strong command of verification protocols, positioning him as a key contributor to robust compliance operations within NexBridge.



**DCO (Deputy Chief Compliance Officer):** Osiris Zarahy Bojorquez de Linqui

**Years of experience: 5+**

Osiris Bojorquez is an attorney, holder of a law degree from the University of El Salvador, with specialized international certifications in compliance within the digital asset ecosystem, including



AMLCA from FIBA and Florida International University, as well as the TRM Crypto Fundamentals Certification (TRM-CFC) from TRM Labs. Her professional profile has been built on a strong focus on regulatory compliance, prevention of financial crime, and comprehensive risk management.

She has professional experience in fintech environments, virtual assets, the regulated financial sector, and other industries, performing functions related to risk analysis, fraud prevention, identity verification, and financial crime investigations. Throughout her career, she has participated in the analysis of money laundering alerts, the preparation of Suspicious Activity Reports (SARs), and the execution of Enhanced Due Diligence (EDD) processes for high-risk clients, developing a comprehensive understanding of compliance controls and risk mitigation.

She currently serves as Deputy Compliance Officer at Nexbridge, where she supports the implementation and oversight of the comprehensive compliance program, with a focus on AML/CFT, KYC/KYB, transaction monitoring, and regulatory risk management. In the performance of her duties, she actively participates in regulatory audit processes, helping ensure that the company's operations remain aligned with applicable regulatory frameworks and international best practices in compliance and the prevention of financial crime.



**DCO** (Deputy Chief Compliance Officer): José Alexander Ortiz Quevedo

**Years of experience: 5+**

Ortiz Quevedo is an attorney and notary with specialized experience in anti-money laundering and asset laundering prevention, counter-terrorist financing, corporate compliance, and financial regulation. His career has developed through positions of high technical and institutional responsibility, combining legal analysis, regulatory drafting, and strategic vision. He worked at El Salvador's Financial Investigation Unit, where he participated in the drafting of laws and regulations on AML/CFT matters, building a strong profile in compliance and risk management. His experience positions him as a leading legal professional capable of operating in complex, highly regulated, and international environments.

He has stood out for his participation in the drafting of laws, implementing regulations, and instruments related to international cooperation, contributing a comprehensive perspective on regulatory law and supervision. At the National Commission of Digital Assets, he promoted international cooperation efforts aimed at strengthening the regulatory understanding of digital assets in Latin America, as well as the design and implementation of controls, compliance standards, and entry barriers for granting registrations and licenses to Digital Asset Service Providers (DASPs).

His academic and technical background further reinforces a profile of excellence in the legal and compliance fields. He holds a Master's degree in Corporate Compliance from CEUPE, Madrid, Spain, and specialized certifications from internationally recognized institutions such as AMANS, FIBA, and TRM Labs, including Crypto Compliance Specialist and Crypto Fundamentals. His professional practice combines regulatory knowledge, an understanding of the digital asset ecosystem, and the ability to translate regulatory requirements into viable business solutions.

### 8.3 Key Service Providers

**External auditor:** GRANT THORNTON EL SALVADOR

Grant Thornton El Salvador is a member firm of the global Grant Thornton network, a leading organization in audit, tax, and advisory services. The firm provides a comprehensive range of services, including audit and financial advisory, tax consulting, and business strategy. They offer expertise in financial audits, tax compliance, and outsourcing of accounting and payroll functions. Additionally, Grant Thornton El Salvador supports businesses with technology solutions and digital transformation, helping them navigate complex financial and regulatory environments while enhancing operational efficiency. The firm combines local knowledge with global reach to deliver tailored solutions to clients of all sizes.



Grant Thornton provides external audits of financial statements, compliance audits, and certification of issuance balances for NexBridge.

## 8.4 Financial Statements

### 8.4.1 Financial statements 31.12.2024

The financial statements of NexBridge Digital Financial Solutions S.A. de C.V. for the year ended 31 December 2024 were audited by Grant Thornton El Salvador and are included in this RID as **Appendix III**.

#### Balance sheet

	31 dec 2024	31 dec 2023
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	390 574	2 100
Accounts receivable from related parties	71 070	-
Other accounts receivable	301	235
<b>Total current assets</b>	<b>461 945</b>	<b>2 335</b>
<b>Non-current assets</b>		
Property, plant, and equipment	42 547	-
Holdings in cryptocurrencies	586 006	-
Underlying assets from public offerings of digital assets	30 176 365	-
Security deposits	3 300	-
<b>Total non-current assets</b>	<b>30 808 218</b>	<b>-</b>
<b>Total assets</b>	<b>31 270 163</b>	<b>2 335</b>
<b>Liabilities</b>		
<b>Current liabilities</b>		
Trade accounts payable	25 175	-
Other accounts payable	3 566	175
Taxes payable	1 047	-
Liabilities from public offerings of digital assets	30 176 365	-
<b>Total current liabilities</b>	<b>30 206 153</b>	<b>175</b>
<b>Total liabilities</b>	<b>30 206 153</b>	<b>175</b>
<b>Equity</b>		
Share capital	1 525 100	25 000
Comprehensive income	380 533	-
Accumulated losses	- 841 623	22 840
<b>Total equity</b>	<b>1 064 010</b>	<b>2 160</b>
<b>Total liabilities and equity</b>	<b>31 270 163</b>	<b>2 335</b>



## Profit & Loss

	31 dec 2024	31 dec 2023
Financial income	48 863	
Financial expenses	- 44 953	
<b>Financial result</b>	<b>3 910</b>	
<b>Operating expenses</b>		
Administrative expenses	- 822 693	- 22 840
<b>Loss before income tax</b>	<b>- 818 783</b>	<b>- 22 840</b>
Income tax expense		
<b>Net loss</b>	<b>- 818 783</b>	<b>- 22 840</b>
<b>Other comprehensive income, net of tax:</b>		
Items that will not be reclassified subsequently to profit or loss:		
Remeasurement of holdings in cryptocurrencies and underlying assets	380 533	-
<b>Other comprehensive income for the year</b>	<b>380 533</b>	<b>-</b>
<b>Total comprehensive income for the year</b>	<b>- 438 250</b>	<b>- 22 840</b>

## Change in Equity

	Share capital	Comprehensive income	Accumulated losses	Total
<b>Balance as of January 1, 2024</b>	<b>25 000</b>	-	- 22 840	<b>2 160</b>
Increase in share capital	1 500 100	-	-	<b>1 500 100</b>
Net loss	-	-	818 783	<b>818 783</b>
Other comprehensive income	-	380 533	-	<b>380 533</b>
<b>Balance as of December 31, 2024</b>	<b>1 525 100</b>	<b>380 533</b>	<b>- 841 623</b>	<b>1 064 010</b>
<b>Balance as of August 25, 2023</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Share capital contribution	25 000	-	-	<b>25 000</b>
Net loss	-	-	22 840	<b>22 840</b>
<b>Balance as of December 31, 2023</b>	<b>25 000</b>	<b>-</b>	<b>- 22 840</b>	<b>2 160</b>

## Cash Flow Statements

	31 dec 2024	31 dec 2023
<b>Operating activities</b>		
Net loss	- 818 783 -	22 840
Adjustments for non-cash items:		
Depreciation of property, plant, and equipment	13 838	-
Remeasurement of holdings in cryptocurrencies and underlying assets	380 533	-
Net changes in assets and liabilities:		
Accounts receivable from related parties	- 71 070	-
Other accounts receivable	- 66 -	235
Holdings in cryptocurrencies	- 586 006	-
Underlying assets from public offerings of digital assets	- 30 176 365	-
Security deposits	- 3 300	-
Trade accounts payable	25 175	-
Other accounts payable	3 391	175
Taxes payable	1 047	-
Liabilities from public offerings of digital assets	30 176 365	-
<b>Net cash used in operating activities</b>	<b>- 1 055 245 -</b>	<b>22 900</b>
<b>Investing activities:</b>		
Acquisition of property, plant, and equipment	- 56 381	-
<b>Net cash used in investing activities</b>	<b>- 56 381</b>	<b>-</b>
<b>Financing activities:</b>		
Increase in share capital	1 500 100	-
<b>Net cash generated from financing activities</b>	<b>1 500 100</b>	<b>25 000</b>
<b>Net change in cash and cash equivalents</b>	<b>388 474</b>	<b>2 100</b>
Cash and cash equivalents at the beginning of the year	2 100	-
<b>Cash and cash equivalents at the end of the year</b>	<b>390 574</b>	<b>2 100</b>

### Subsequent events.

The Shareholder General Assembly of May 23rd 2025, approved a USD 2,000,880 capital increase, issuing 3,970 new shares at a nominal value of USD 504.



## 8.5 Reason for Public Offering and Objective of the Issue

The purpose of this public offering is to provide regulated, on-chain economic exposure to the underlying asset of the USTBL issuance through a tokenized digital instrument, while preserving the essential economic characteristics of the underlying exposure.

By leveraging the technological features of tokenization, the issuance framework is designed to replicate the economic behavior of the underlying asset within a compliant, blockchain-based structure, enabling fractionalization, interoperability, and efficient settlement while operating under a defined regulatory and disclosure framework.

This approach allows exposure to a traditional financial instrument to be represented on-chain through a regulated digital asset issuance, without altering the nature of the underlying exposure and while maintaining regulatory oversight, transparency, asset segregation, and operational integrity, in accordance with Applicable Laws.

## 8.6 Conflict of Interests

### 8.6.1 The issuer and the CNAD

At the date of the issuance, no conflict of interest exists between the Issuer and the CNAD.

### 8.6.2 The issuer and the digital asset certifier

At the date of the issuance, no conflict of interest exists between the Issuer and the Certifier of digital assets.

### 8.6.3 The issuer and authorized market participant(s)

#### Market making

The Issuer may provide market making activities to Authorized Market Participants to enhance liquidity in the secondary market.

#### Related parties

The Issuer and NexPlace S.A. de C.V., an Authorized Market Participant, share common ultimate beneficial owners.

Both companies are regulated under the laws and regulations of the Republic of El Salvador and adhere to strict policies on conflict of interest and ethical standards. All significant transactions and services between the two entities are conducted at arm's length and under market conditions to ensure transparency and fairness.

Services Provided by NexPlace to the Issuer:

- Listing of the Issuer's Digital Assets on the NexPlace platform.

Services Provided by the Issuer to NexPlace:

- Employment services agreement, including staff allocation.
- Loan agreements.



## 9. CHARACTERISTICS OF THE PUBLIC OFFERING

### 9.1 Type of Public Offering

Income Public offering.

### 9.2 Decentralized Ledger.

Decentralized ledger: Liquid Network (<https://liquid.net>)

Token management and compliance control: Blockstream AMP

For more information, refer to **Section 13 - UNDERLYING TECHNOLOGY AND STANDARDS USED** of this RID.

### 9.3 Portfolio

For the USTBL issuance, the Portfolio represents the segregated pool of assets backing the tokens. It consists of the underlying financial asset and limited liquidity balances in USD or USD-denominated stablecoins, managed in accordance with the asset-allocation rules set out in this Section and as further described in the Glossary (Portfolio).

#### 9.3.1 Underlying asset

The Underlying Asset of USTBL is a single traditional financial instrument identified by a dedicated ISIN code (IE00BGSFIX88). The Underlying Asset is listed and traded on regulated stock exchanges, with settlement executed in accordance with standard market practices.

#### 9.3.2 Liquidity balances

For operational purposes, the Issuer may maintain liquidity balances in U.S. dollars or USD-denominated stablecoins.

### 9.4 Asset Allocation

- 98% - 100%: underlying asset
- 0 – 2% liquidity balances

Asset allocation is expressed as an average range. These thresholds may be temporarily breached during operational processes, including the execution of trades, subscriptions, or redemptions.

### 9.5 Valuation Currency

The valuation currency is the **U.S. Dollar**.

### 9.6 Denomination

1 Token.

### 9.7 Token Unit

Tokens are divisible up to six (6) decimal places. Accordingly, in the secondary market, Tokens may be transferred and traded in fractional amounts, subject to the rules, minimums, and rounding conventions of the relevant Authorized Market Participants, where applicable.

### 9.8 Rights of Token Holders

Each Token represents a proportional share of the redemption value of the Portfolio. Such redemption value is expressed as the Token Net Asset Value ( $T_{NAV}$ ), derived from the Portfolio Net



Asset Value ( $P_{NAV}$ ), as defined in **Section 9.177 – Token Net Asset Value ( $T_{NAV}$ )**.

## 9.9 Maturity

Tokens do not have a fixed term or maturity date.

If the underlying asset ceases to exist, becomes unavailable, or is otherwise no longer eligible for the issuance, the Tokens will be redeemed.

Any such event will be communicated to investors in a timely manner as a key event of the respective issuance. Please refer to **Section 9.13.2 – Redemptions initiated by the Issuer** for further details.

## 9.10 Minimum Issuance Amount

The Minimum Issuance Amount is set at 30,000,000 (thirty million) tokens.

## 9.11 Total Number of Tokens Available

The Tokens are issued under an elastic supply model.

There is no predetermined maximum number of Tokens that may be issued. Tokens are issued on a continuous, demand-driven basis in response to subscription requests and solely in connection with the acquisition and allocation of the corresponding Underlying Asset to the relevant Portfolio, in accordance with the issuance and asset allocation mechanisms described in this RID.

Accordingly, the effective number of Tokens in circulation at any time is not subject to a fixed issuance cap, but is economically constrained by investor demand and by the availability, liquidity and market capacity of the Underlying Asset.

## 9.12 Distribution

The distribution of the Digital Asset is carried out exclusively by the Issuer and Authorized Distributors. Additional terms and conditions may apply when interacting with Authorized Distributors. Their respective T&C must be reviewed accordingly. The current list of Authorized Distributors is available on the Issuer's website.

### 9.12.1 Initial subscription

Start and End dates:

The initial subscription period for USTBL commenced on 19 November 2024 and closed on 28 November 2024.

Token Price:

USD 1.000

### 9.12.2 Additional subscriptions

Following the completion of the initial subscription period, additional subscriptions may be enabled.

Start and end dates:

The availability, timing, duration and operational modalities of additional subscriptions may vary depending on the relevant Authorized Distributor and the applicable subscription mechanism. Investors should refer to the Issuer's official website for up-to-date information on the availability and conditions of additional subscriptions.



#### Token price:

The token price for additional subscriptions is equal to the Token Net Asset Value ( $T_{NAV}$ ).

### **9.13 Redemptions**

USTBL Tokens became redeemable by Token Holders as of 28 February 2025, in accordance with the redemption mechanisms described in this RID. The availability, timing, duration and operational modalities of redemptions may vary depending on the relevant Authorized Distributor. Investors should refer to the Issuer's official website for up-to-date information on the applicable redemption conditions.

Additional terms and conditions may apply when interacting with Authorized Distributors. Please refer to the Authorized Distributors' Terms and Conditions.

The list of Authorized Distributors is available on the Issuer's website.

#### **9.13.1 Redemptions initiated by token holders**

To facilitate ongoing liquidity throughout the life cycle of the issuance, Token Holders may submit redemption requests in accordance with the applicable redemption mechanisms. The availability, timing, duration and operational modalities of such redemption mechanisms may vary depending on the relevant Authorized Distributor. Investors should refer to the Issuer's official website for up-to-date information on the applicable redemption conditions.

#### Start and end dates:

Tokens became redeemable by Token Holders as of 28 February 2025 and, thereafter, redemptions may be available on a continuous basis, subject to the applicable redemption mechanism described in this RID and the operational terms of the relevant Authorized Distributor.

#### Token price:

Redemptions are executed at the **Token Net Asset Value ( $T_{NAV}$ )**.

#### **9.13.2 Redemption initiated by the issuer**

##### Redemption Triggered by Unavailability of the Underlying Asset

If the Underlying Asset ceases to exist, becomes unavailable, or is otherwise ineligible, the Issuer will proceed to redeem all USTBL Tokens in circulation, in accordance with the applicable redemption procedures and subject to operational, market, and regulatory constraints.

##### Redemption Triggered by Breach of Minimum Issuance Amount

If the total number of USTBL Tokens in circulation remains below the applicable Minimum Issuance Amount for three consecutive months, the Issuer reserves the right to redeem the Tokens.

##### Form of Redemption Proceeds

In the case of any redemption pursuant to this **Section 9.13.2**, the Token Holder's position will be liquidated, and redemption proceeds will be paid in one or more of the redemption currencies, as defined in **Section 9.14 - Subscription and Redemption Currencies**.

The Issuer will determine, on a case-by-case basis and in accordance with applicable law, regulatory requirements, and operational constraints, which form of consideration among the redemption currencies defined in **Section 9.14 - Subscription and Redemptions Currencies** will be used for settlement.



## 9.14 Subscription and Redemptions Currencies

Tokens may be subscribed and redeemed in:

- **U.S. Dollars (USD)**
- **USD-denominated stablecoins** accepted by the Authorized Distributor(s)

in each case subject to the onboarding requirements, operational procedures, and settlement instructions applicable to the relevant Authorized Distributor.

Subscription and redemption currencies apply exclusively to primary-market transactions with the Issuer or Authorized Distributors and do not determine, limit, or affect the currencies, quote assets, or trading pairs that may be made available on the secondary market by Authorized Market Participants.

## 9.15 Minimum Transaction Amount for Subscriptions and Redemptions

### 9.15.1 Minimum Transaction Amount for the Initial Subscription

Initial Subscriptions shall be executed in whole Token units (i.e., no fractional Token units), and for a minimum transaction amount of USD 1.00.

### 9.15.2 Standard Minimum Transaction Amount

The minimum transaction amount for Subscriptions and Redemptions is set to USD 5,000.00.

### 9.15.3 Exceptions

#### Below-minimum orders

Non-exhaustive circumstances (market disruption, insufficient secondary market liquidity, operational constraints, risk management, compliance), or distribution arrangements with Authorized Distributors or Investors (e.g. periodic recurrent flows) may result, at the Issuer's discretion, in an exception to the standard minimum transaction amount, including the acceptance of below-minimum Subscription or Redemption requests.

#### Redemption initiated by the issuer

The minimum transaction amount does not apply to Redemptions initiated by the Issuer.

#### Authorized Distributors other than the Issuer

Authorized Distributors other than the Issuer may apply lower or higher minimum transaction amount for subscriptions and redemptions, in accordance with their own policies and onboarding frameworks.

## 9.16 Fees

### 9.16.1 Fees applicable to the portfolio

Operational fees (fixed fees): 0.35% per year

This fee covers the administration, operation and ongoing maintenance of the USTBL issuance, including portfolio administration, valuation, reporting, custody-related costs borne by the Issuer, and compliance and operational oversight. The Operational Fee is accrued daily and deducted from the Portfolio.

### 9.16.2 Fees applicable to investors

#### Third-Party Execution and Settlement Costs (Pass-Through)

Where applicable, transaction-based execution, conversion and settlement costs incurred in connection with subscriptions and/or redemptions (including, for example, brokerage or trading fees,



conversion fees, bank charges and network fees) are charged directly to the relevant investor on a passthrough basis outside the Portfolio (including, where applicable, as an additional amount payable or by deduction from subscription and redemption proceeds) and are not deducted from Portfolio assets. This structure is intended to avoid dilution for existing Token Holders.

### 9.17 Token Net Asset Value (T<sub>NAV</sub>)

#### **Calculation:**

##### Token Net Asset Value (T<sub>NAV</sub>)

The Token Net Asset Value (T<sub>NAV</sub>) represents the value of one single token and is defined with a precision of four decimal places (0.0000).

It is calculated as:

$$T\ NAV = \left( \frac{P\ NAV}{\text{Circulating tokens}} \right)$$

##### Portfolio Net Asset Value (P<sub>NAV</sub>)

The Portfolio Net Asset Value (P<sub>NAV</sub>) is the value of the Portfolio Market Value (P<sub>MV</sub>) after accounting for accrued operational fees (accF).

It is calculated as:

$$P\ NAV = P\ MV - accF$$

##### Portfolio Market Value (P<sub>MV</sub>)

The Portfolio Market Value (P<sub>MV</sub>) represents the total Market Value of the Portfolio, which includes liquidity accounts (L) and investment accounts (I).

$$P\ MV = L + I$$

##### Liquidity (L)

Liquidity (L) represents the portion of the Portfolio held in liquid form and consists of:

- L<sub>USD</sub>: Liquidity in USD held in segregated current accounts at the Custodian Bank for the issuance.
- L<sub>STABLE</sub>: Liquidity in USD-denominated stablecoin held in the segregated wallet for the issuance.

##### Investment (I)

Investment (I) corresponds to the value of the holdings in the underlying asset, maintained in segregated custodian accounts and valued at their daily closing market price.

$$I = Q_u \times P_u$$

##### Where:

- Q<sub>u</sub> (Quantity of the Underlying): Number of units/shares of the underlying asset held by the Portfolio.
- P<sub>u</sub> (Price of the Underlying): the official valuation price of the underlying asset, determined, as applicable, by the relevant regulated market (for exchange-listed securities) or by the relevant fund administrator, distributor, or banking counterparty (for non-exchange-listed instruments).

##### Accrued Fees (accF)



Accrued operational fees (accF) represent the cumulative fees for the period. Fees are accrued daily and paid monthly. The daily fee is computed as:

$$F_n = \left( \frac{PMV * F}{365} \right)$$

Where F represents the annualized operational fee rate, expressed as a percentage, which is applied daily to the Portfolio Market Value (PMV) on a pro-rata basis, as described in **Section 9.16 – Fees**.

Total accrued fees for the period are calculated as:

$$accF = F_1 + \dots + F_n$$

With  $F_1$  being the daily fee of the first day of the period, and  $F_n$  being the last daily fee of the ongoing period.

### **Daily T<sub>NAV</sub> publication**

The Issuer intends to publish the T<sub>NAV</sub> daily on its website when a reliable valuation can be determined; however, T<sub>NAV</sub> publication may be delayed, suspended, or made on the next available day, including (i) on days when relevant underlying markets are closed or subject to trading halts or other disruptions, (ii) where reliable valuation sources, reference prices, data feeds, or internal systems are unavailable or materially degraded, (iii) where operational security, risk-management or compliance measures are applied (including cooldown and/or staged execution), (iv) in the event of Force Majeure Events, and/or (v) as otherwise disclosed in this RID.

The published T<sub>NAV</sub> is calculated using the official valuation price of the Underlying Asset, determined, as applicable, by the relevant regulated stock exchange (end-of-day closing price for exchange-listed securities) or by the relevant custodian bank, fund administrator, or distributor (official end-of-day valuation or execution price for non-exchange-listed instruments).

The daily T<sub>NAV</sub> serves as a reference value for investors and prospective investors regarding the corresponding value of the Tokens

## **9.18 Dividends, Coupons and Voting Rights**

### **9.18.1 Dividends and coupons**

The Underlying Asset of USTBL is an exchange-traded fund with an accumulating structure. Accordingly, it does not distribute dividends or coupons. Any interest, income or other cash flows generated by the underlying fixed income instruments are reinvested at the level of the Underlying Asset and are economically reflected in its NAV. In line with the general framework applicable to NexBridge digital asset issuances, Token Holders do not receive any distributions; any such amounts, where applicable, are reflected in the P<sub>NAV</sub> and, accordingly, in the T<sub>NAV</sub>, in accordance with the valuation and portfolio management rules described in this RID.

### **9.18.2 Voting Rights**

The Tokens do not confer any voting rights on Token Holders. Where an Underlying Asset carries voting or similar rights, such rights are exercised exclusively by the relevant holder of record and are not passed through to Token Holders. This principle applies irrespective of the nature of the Underlying Asset.

Where and to the extent that the Underlying Asset carries voting or similar rights, such rights are exercised, if at all, exclusively by the Issuer in its capacity as holder of record and are not passed through to Token Holders.

In exercising any such voting rights, the Issuer shall act in accordance with a best-interest standard applicable to the issuance as a whole and shall not seek to derive any benefit unrelated to the economic interests of the issuance.



The Issuer will not exercise voting rights in circumstances where:

- the outcome of the vote would result in a direct financial benefit to the Issuer that is unrelated to the issuance;
- a potential or actual conflict of interest cannot be adequately mitigated; and/or
- the Issuer is in possession of material non-public information relating to the Underlying Asset.

Nothing in this RID shall be construed as an obligation on the Issuer to exercise voting rights, nor as granting any voting, governance or participation rights to Token Holders.

### 9.19 Contribution Recovery

The contribution recovery mechanism applied exclusively during the initial subscription period and prior to the issuance of the Tokens.

In the event that the Minimum Issuance Amount had not been reached at the end of the initial subscription period, subscription amounts would have been returned to investors in accordance with the applicable procedures and through the relevant Authorized Distributors.

As the Minimum Issuance Amount for USTBL was reached and the Tokens were duly issued, the contribution recovery mechanism is no longer applicable and has no effect on Token Holders.

### 9.20 Secondary Market

#### 9.20.1 Authorized market participants

Tokens may be bought and sold in the secondary market through Authorized Market Participants. Tokens trade at market prices rather than at  $T_{NAV}$ , meaning they may trade at a premium (above  $T_{NAV}$ ) or at a discount (below  $T_{NAV}$ ). Tokens may trade on the secondary market when the Underlying Asset markets are closed. During such periods, observable prices for the Underlying Asset may be stale or unavailable and secondary-market prices of the Tokens may be more volatile and may deviate materially from the most recently published  $T_{NAV}$ .

Investors may incur costs associated with the difference between the highest price a buyer is willing to pay (bid) and the lowest price a seller is willing to accept (ask), known as the bid-ask spread.

#### Eligibility and Regulatory Requirements for Authorized Market Participants

In line with the Issuer's commitment to regulatory integrity and international AML/CFT standards, all entities involved in the secondary-market facilitation of the digital assets issued under this RID — including Authorized Market Participants — must operate within a regulatory framework that ensures:

- a recognized legal and supervisory regime within their jurisdiction;
- ongoing AML/CFT supervision by competent national authorities;
- adherence to the principles of the Financial Action Task Force (FATF), either directly or through regional bodies such as GAFILAT or MONEYVAL;
- cooperation with national Financial Intelligence Units (FIUs) that are part of the Egmont Group;
- effective KYC procedures, transaction monitoring, and suspicious-activity reporting mechanisms.

The Issuer authorizes only those entities that demonstrate compliance with these standards, ensuring interoperability, legal consistency, and a high level of investor protection across jurisdictions.

Please refer to the Issuer's website for the list of Authorized Market Participants. Additional Terms and Conditions may apply when dealing with Authorized Market Participants; please refer to the relevant third-party T&C.



## 9.20.2 Peer to peer transactions

Tokens may also be bought and sold directly between Token Holders.

The transaction price is determined solely at the discretion of the parties involved and may differ from both the  $T_{NAV}$  and the prevailing market price on Authorized Market Participants' platforms.

Peer-to-Peer transactions may only be executed by investors who fully comply with applicable KYC, AML, and legal requirements.

## 9.21 Convertibility with other Digital Assets

Tokens may be traded or exchanged on the secondary market exclusively through Authorized Market Participants, in accordance with the trading pairs, quote assets, cryptocurrencies, or other digital assets that each Authorized Market Participant may decide to make available at its own discretion, subject to its internal policies, regulatory permissions, and prevailing market conditions.

The Issuer does not determine, control, guarantee, or commit to the availability of any specific trading pair, quote currency, or exchange mechanism on the secondary market.

## 9.22 Safeguard Mechanisms

### 9.22.1 Custody of digital assets

#### With Digital Assets Service Providers (DASPs)

When Tokens are available for trading on DASP platforms, the respective DASP is responsible for custody. DASPs that provide custody services offer mechanisms to help investors recover access to their digital assets in cases such as credential loss, subject to their internal policies.

#### Self-custody

Investors may choose to self-custody their digital assets. Self-custody requires the whitelisting of the investor's Liquid Network address to ensure it is authorized to receive and transfer Tokens. Investors who choose self-custody assume the risks associated with managing their own private keys.

### 9.22.2 Whitelisting of wallets

The use of the Liquid Network and Blockstream AMP enables transfer-restriction controls through whitelisting. Only addresses that have been verified and belong to entities that have passed KYC procedures are eligible for whitelisting. Transfers to non-verified or non-Whitelisted Addresses are not permitted.

### 9.22.3 Custody of assets forming part of the portfolio

Entities involved in the handling and custody of assets forming part of the Portfolio are identified in **Section 4 – PARTICIPANTS** and **Section 11.2 - Stakeholders Involved** of this RID and may include Custodian Banks, DASPs, and other regulated intermediaries.

#### Custody of the Underlying Asset

The custody of the Underlying Asset is entrusted to one or more Custodian Banks, which are regulated financial institutions responsible for the safekeeping and administration of the Underlying Asset in accordance with applicable laws, regulatory requirements, and market standards.

Such Custodian Banks are subject to prudential supervision by the relevant competent authorities in their respective jurisdictions and operate in accordance with internationally recognized accounting, auditing, and custody standards.

#### Custody of Stablecoins



The Issuer may maintain wallets with Authorized Market Participants for operational purposes. Stablecoin funds held through such platforms are kept in custody by the relevant DASP in accordance with applicable regulatory and contractual arrangements.

In addition, for the purpose of facilitating investment and redemption transactions in the Underlying Asset, the Issuer may maintain segregated wallets for USD-denominated stablecoins with one or more Custodian Banks.

#### Custody of Fiat Balances

As the Underlying Asset may be acquired and redeemed exclusively in USD, the Issuer maintains segregated USD accounts with one or more Custodian Banks for the execution of investment and redemption operations.

### 9.23 Smart Contract

Smart Contracts on the Liquid Network are referred to as “Covenants”. Covenants are rule-based spending conditions that ensure funds can only be moved when predefined criteria are met, without requiring intermediaries.

The Liquid Network operates as a federated sidechain of Bitcoin, where multiple independent entities (the *Functionaries*) collectively ensure the validity, ordering, and finality of transactions and blocks.

Covenants enable:

- the removal of single points of intermediary control,
- increased decentralization of the transaction-validation process,
- enhanced security through deterministic and auditable spending rules.

The Liquid Network inherits the security assurances of Bitcoin, as it is built on top of Bitcoin’s codebase and benefits from its battle-tested opcode execution model, enhanced and extended through the Liquid protocol.

#### Main covenants used for this issuance:

- **Issuance:** Ensures that Tokens can only be issued under specific conditions authorized by the Issuer.
- **Burning:** Ensures that Tokens can only be burned when predefined conditions are met and verified through the holder’s authorized signature.
- **Multisignature:** Requires multiple authorized signatures to approve a transaction, strengthening operational security.
- **Whitelist lock:** Ensures that Tokens may only be transferred to Whitelisted Addresses, enforcing KYC/AML compliance and preventing unauthorized transfers.

These covenants collectively ensure secure, compliant, and transparent issuance, burning, multisignature control, and whitelist-restricted transfers on the Liquid Network. For additional technical details, refer to the Liquid Smart Contracts documentation.

The covenants (or smart contracts) underlying the Tokens issued under this RID have been independently audited by UILA SV (<https://uila.io>). The audit concludes that the smart-contract architecture meets the security requirements for listing on a regulated digital-asset exchange. The full audit report is available in **Appendix IV**.



## 9.24 Objective and Strategy

The principal objective of USTBL is to provide regulated, ETF-like economic exposure to U.S. dollar-denominated short-term U.S. government debt through a tokenized digital instrument, by tracking the economic performance of a dedicated Portfolio primarily composed of the Underlying Asset.

USTBL is structured as a digital tracker designed to reflect, on an economic basis, the performance of the Underlying Asset, subject to the asset allocation, valuation and operational rules described in this RID. The strategy of the issuance is non-discretionary and does not involve active portfolio management, market timing, or the selection of individual securities beyond the acquisition and holding of the Underlying Asset in accordance with the subscription and redemption mechanisms.

For the avoidance of doubt, the Tokens are issued as digital assets and do not constitute exchange-traded funds (ETFs), shares or units in any investment fund, UCITS, or collective investment scheme, nor do they represent any direct or indirect ownership interest in any fund or managed vehicle. The Tokens are not sponsored, endorsed, issued, sold, or promoted by any issuer of the Underlying Asset, any fund manager, or any index provider. Any reference in this RID to “ETF-like” exposure is descriptive only and refers solely to economic tracking characteristics, portfolio transparency, and disclosure conventions, and does not imply that the Tokens are regulated or structured as ETFs or similar fund products.

The Issuer aims to expand investor access to high-quality digital market instruments and financial strategies, by leveraging regulated digital-asset issuance frameworks and blockchain-based infrastructure.

Investors can participate through multiple access channels:

- **Authorized Distributors** for primary-market subscriptions, and
- **Authorized Market Participants** for secondary-market trading.

The Issuer’s long-term strategy is to bridge traditional finance and digital infrastructure, offering a compliant, efficient, and accessible investment ecosystem that can evolve to accommodate new categories of tokenized assets as regulatory frameworks and market opportunities expand.

### 9.24.1 Principal features and advantages

- **ETF-Like Economic Tracking:** The USTBL Token is designed to mirror, on an economic basis, the performance of its underlying Portfolio—composed of the Underlying Asset and any liquidity balances—using standardized asset allocation and valuation methodologies.
- **Regulated Issuance Framework:** The Tokens are issued under El Salvador’s digital-asset legal framework (LEAD) and operate within a supervised regulatory environment, subject to certification, disclosure and ongoing compliance requirements.
- **Clear and Standardized Disclosures:** This RID follows established market conventions and provide detailed information on objectives, Underlying Asset, NAV methodology, fees, distributions, and associated risks.
- **Primary and Secondary Market Structure:** Primary-market subscriptions and redemptions may be facilitated through Authorized Distributors, while secondary-market trading may be available through Authorized Market Participants, in each case subject to applicable terms, conditions and market practices.
- **Liquidity Assurance:** Liquidity is supported by Authorized Market Participants and Market Makers maintaining orderbooks on the secondary market, with the Issuer providing primary-market subscriptions and redemptions.
- **Security and Compliance Through Liquid Network:** Tokens are issued on the Liquid Network using transfer-restricted, whitelist-based controls and multisignature security, ensuring compliance-aligned custody and reduced operational risk.
- **Transparency and Valuation Oversight:** Investors benefit from transparent valuation rules, clearly defined  $T_{NAV}$  and  $P_{NAV}$  formulas, and certified proof of reserves.



## 9.25 Financial Performance & Historical Context

### 9.25.1 Performance scenarios

The future evolution of financial markets is uncertain and cannot be predicted with precision. The performance scenarios presented are illustrative only and are based on the historical data of the underlying asset for a three-year period. Actual market developments may differ from the scenarios shown.

#### Key assumptions

- Returns are presented for an initial investment of **USD 10,000.00**.
- **Initial portfolio allocation: 98%** underlying asset, **2 %** liquidity.
- **Passive portfolio management:** the allocation is not rebalanced during the period unless liquidity exceeds 2 % or falls to zero.
- **Fees applied:**
  - Issuer Operational Fee: according to the fee schedule disclosed in **Section 9.16 – Fees**.
  - Other fees: considered marginal and excluded from the model

The performance figures shown include all product-level costs but do not include any fees that you may pay to your advisor, distributor, or trading platform. Such additional costs may reduce your actual returns. The scenarios also do not take into account your personal tax situation. The amount you ultimately receive from this product will depend on how the market performs in the future.

Below is the projection of the performance of USTBL tokens for an initial investment of \$ 10'000 across four scenarios.

Scenarios*	Week 2		Year 1		Year 3	
	Value	% var.	Value	% var.	Value	% var.
Stress	\$ 9,985	-0.15%	\$ 9,886	-1.14%	\$ 9,728	-0.85%
Unfavorable	\$ 9,985	-0.15%	\$ 9,886	-1.14%	\$ 9,817	-0.55%
Moderate	\$ 9,991	-0.09%	\$ 10,024	0.24%	\$ 10,211	0.75%
Favorable	\$ 10,010	0.10%	\$ 10,448	4.48%	\$ 10,486	1.65%

\* Scenarios are based on the performance scenario estimates disclosed in the PRIIP KID of the Underlying Asset. For more details, please refer to [iShares \\$ Treasury Bond 0-1yr UCITS ETF | IB01](#).

This table categorizes potential outcomes based on the investment exit timeframe and provides historical context for each scenario, thereby facilitating an understanding of the risks and returns associated with each period.

For additional information about the performance of the Underlying Asset, please refer to the official documentation provided in the Underlying Asset's factsheet [iShares \\$ Treasury Bond 0-1yr UCITS ETF | IB01](#).

Please refer to **Appendix VI – USTBL performance** for information related to the USTBL performance since its issuance.



### **9.25.2 Disclaimer**

Past performance is not a reliable indicator of future results. Historical data presented or used in the performance scenarios, while providing a record of previous outcomes, should not be taken as a guarantee or a precise predictor of future performance. Each investment carries inherent risks, and the financial outcomes may vary significantly over time due to changing market conditions, economic factors, and other variables. The Issuer shall not be liable for any differences between the tokens' actual performance and the illustrative performance scenarios. Prospective investors should carefully consider their financial situation and consult with a financial advisor to better understand these risks before making investment decisions.



## 10. SELLING RESTRICTIONS

The sale, distribution, subscription, acquisition, holding, and transfer of the USTBL tokens are subject to jurisdictional, regulatory, and platform-specific restrictions. The provisions of this **Section 10** constitute the exclusive selling and distribution restrictions applicable to the Tokens and apply in addition to any eligibility criteria set out elsewhere in this RID.

No offer, solicitation, or sale of the Tokens shall be made except in compliance with Applicable Laws, regulatory requirements, and the provisions of this **Section 10**.

### 10.1 Restrictions for Residents of El Salvador

The Tokens may be offered, sold, or otherwise distributed to persons resident in the Republic of El Salvador exclusively through Digital Asset Service Providers (DASPs) registered with the CNAD for the relevant regulated activity.

DASPs that are not registered with the CNAD are strictly prohibited from offering, selling, or otherwise distributing the Tokens to persons resident in El Salvador.

The Issuer shall not offer or sell the Tokens directly to persons resident in El Salvador other than through CNAD-registered DASPs acting within the scope of their authorization.

### 10.2 Restrictions for non-residents

The sale or distribution of Tokens to persons residing outside El Salvador may be conducted only

- (i) Through DASPs that hold a valid license or registration in their home jurisdiction as described in **Section 11.3.2 - Custody banks & DASP eligibility and regulatory compliance** where such license or registration permits the distribution of the Tokens, and that maintain AML/CTF controls aligned with FATF standards; and/or
- (ii) directly by the Issuer, solely on a passive, cross-border basis, in response to unsolicited requests from potential investors (**reverse solicitation**), and in circumstances where such sale or distribution may be lawfully conducted by the Issuer without requiring additional licensing, registration, or authorization in the relevant jurisdiction.

The Issuer does not target, market, or actively solicit investors in jurisdictions outside El Salvador where such activity would be unlawful or would require regulatory authorization not held by the Issuer.

### 10.3 Reverse solicitation

Where Digital Assets are acquired by persons residing outside El Salvador on a reverse-solicitation basis, such acquisition shall occur solely at the exclusive initiative of the investor, without any prior solicitation, marketing, or promotional activity by the Issuer or its affiliates in the relevant jurisdiction.

The Issuer may require reasonable evidence that the relationship was initiated by the investor and reserves the right to refuse any subscription or redemption request where it reasonably determines that the conditions for reverse solicitation are not satisfied or that compliance with Applicable Laws cannot be ensured.

### 10.4 Sanctions and prohibited persons

The Issuer's digital assets may not be offered, sold, transferred, or held (directly or indirectly) by any person or entity subject to international sanctions, including those listed by:

- **United Nations Security Council**
- **FATF** (*Financial Action Task Force*) *blacklist*
- **US Office of Foreign Assets Control** (OFAC).
- **European Union**



- **Swiss State Secretariat for Economic Affairs (SECO).**
- **United Kingdom (FCDO)**
- or any sanctions or prohibitions applicable under the laws of El Salvador

The Issuer reserves the right to reject any subscription, suspend any transfer, or freeze any redemption where it reasonably suspects that an investor is a sanctioned or prohibited person or is acting on behalf of one.

### 10.5 Platform specific and jurisdiction specific restrictions

Access to the USTBL tokens is determined exclusively by the regulatory perimeter applicable to each Authorized Distributor and Authorized Market Participant, as well as by the cross-border rules of the jurisdictions in which they operate.

Each platform determines — based on its own licences, registrations, and regulatory perimeter — the jurisdictions to which it may lawfully offer primary-market distribution or secondary-market trading access.

Accordingly:

- **Primary-market subscriptions** - Must be made exclusively through Authorized Distributors that are duly licensed or registered in the jurisdiction where the Distributor is established, and that are permitted under their regulatory framework to accept clients on a cross-border or reverse-solicitation basis, where applicable.
- **Secondary-market trading** - Must be made exclusively through Authorized Market Participants that are legally authorized to provide execution-only and market-access services from the jurisdiction in which they are established, including to investors located abroad where such access is permitted under local law.

In any case, Authorized Distributors or Authorized Market Participants shall only target or solicit investors in jurisdictions where they comply with applicable laws and regulatory requirements.

If none of the Authorized Distributors or Authorized Market Participants are permitted — whether due to regulatory requirements or platform-imposed access restrictions — to serve investors located in a given jurisdiction, either directly or on a reverse-solicitation basis, then persons in that jurisdiction will not be able to subscribe to or trade USTBL Tokens through any of the available platforms.

### 10.6 Compliance with applicable laws

Any acceptance of a subscription or redemption request is subject at all times to compliance with Applicable Laws and regulatory requirements applicable to the Issuer and/or the relevant Authorized Distributor or Authorized Market Participant.

Failure to satisfy such requirements may result in the rejection of a subscription request, the suspension of a transfer, or the refusal or freezing of a redemption, without liability to the Issuer to the extent permitted by Applicable Laws.



## 11. DESTINATION OF THE FUNDS

### 11.1 Use of Funds

The proceeds of each subscription are used exclusively to acquire the underlying financial asset corresponding to the specific digital asset described in this RID, in accordance with the Portfolio composition and asset-allocation rules set out in **Section 9 – CHARACTERISTICS OF THE PUBLIC OFFERING**. A minor portion of the funds may be held in cash or USD-denominated stablecoins for operational purposes.

No proceeds will be used for purposes other than those strictly necessary to maintain the Portfolio as described in this RID.

### 11.2 Stakeholders Involved

Role	Name and company information
Issuer	<p><b>NexBridge Digital Financial Solutions S.A de C.V</b> Av. Las Magnolias, 206. Edificio insigne, oficina no.1107, San Salvador, El Salvador +503 2273 4255 <a href="mailto:info@nexbridge.io">info@nexbridge.io</a> <a href="https://nexbridge.io">https://nexbridge.io</a> CNAD registry number: EAD-0005</p>
Authorized distributors	<p><u>Initial subscription &amp; Primary Market platforms:</u></p> <p><b>NexBridge Digital Financial Solutions S.A de C.V</b> Av. Las Magnolias, 206. Edificio insigne, oficina no.1107, San Salvador, El Salvador +503 2273 4255 <a href="mailto:info@nexbridge.io">info@nexbridge.io</a> <a href="https://nexbridge.io">https://nexbridge.io</a> CNAD registry number: PSAD-0034</p> <p><b>Bitfinex Securities El Salvador S.A. de C.V.</b> 87 Avenida Norte, Torre Futura, Local 11-06 Colonia Escalón. San Salvador, El Salvador <a href="https://www.bitfinex.com/securities/">https://www.bitfinex.com/securities/</a> CNAD registry number: PSAD-0001</p> <p>The Issuer may authorize additional distributors from time to time. The up-to-date list of Authorized Distributors is available on the Issuer's website</p>
Custodians for Underlying Financial Assets (ISIN-Listed Assets)	<p><b>Capital Union Bank</b> CUB Financial Center, Western Road, Lyford Cay, P.O. Box AP-59223, Nassau, Bahamas +1-242-362-6880 <a href="mailto:info@capitalunionbank.com">info@capitalunionbank.com</a> <a href="https://capitalunionbank.com">https://capitalunionbank.com</a></p> <p>Holds the underlying ISIN-listed assets of the Portfolios in segregated, issuance-dedicated custody accounts.</p> <p>Capital Union Bank Ltd is a licensed and regulated financial institution supervised by the Central Bank of The Bahamas and the Securities Commission of The Bahamas. The bank operates in a recognized international financial center, is subject to ongoing prudential supervision, and is audited by Deloitte in</p>



	<p>accordance with internationally recognized auditing and accounting standards.</p>
<p>Custodians for USD Liquidity</p>	<p><b>Capital Union Bank</b>  CUB Financial Center, Western Road, Lyford Cay, P.O. Box AP-59223, Nassau, Bahamas  +1-242-362-6880  <a href="mailto:info@capitalunionbank.com">info@capitalunionbank.com</a>  <a href="https://capitalunionbank.com">https://capitalunionbank.com</a>  Holds USD cash balances forming part of the Portfolio liquidity in segregated current accounts linked to the issuance-dedicated Portfolio.</p>
<p>Custodians for USD-Denominated Stablecoins</p>	<p><b>Capital Union Bank</b>  CUB Financial Center, Western Road, Lyford Cay, P.O. Box AP-59223, Nassau, Bahamas  +1-242-362-6880  <a href="mailto:info@capitalunionbank.com">info@capitalunionbank.com</a>  <a href="https://capitalunionbank.com">https://capitalunionbank.com</a></p> <p><b>NexBridge Digital Financial Solutions S.A de C.V</b>  Av. Las Magnolias, 206. Edificio insigne, oficina no.1107, San Salvador, El Salvador  +503 2273 4255  <a href="mailto:info@nexbridge.io">info@nexbridge.io</a>  <a href="https://nexbridge.io">https://nexbridge.io</a>  CNAD registry number: PSAD-0034</p> <p><b>Bitfinex Securities El Salvador S.A. de C.V.</b>  87 Avenida Norte, Torre Futura, Local 11-06 Colonia Escalón. San Salvador, El Salvador  <a href="https://www.bitfinex.com/securities/">https://www.bitfinex.com/securities/</a>  CNAD registry number: PSAD-0001</p> <p><b>Authorized Market Participants</b></p> <p>The Issuer may hold Portfolio-related stablecoins with Authorized Market Participants that provide digital-asset custody services. The up-to-date list of Authorized Market Participants is available on the Issuer's website.</p>

### 11.3 Supervision and Control Policy

#### 11.3.1 NexBridge internal AML policy

The Issuer maintains internal policies and procedures designed to prevent money laundering, terrorism financing, and the proliferation of weapons of mass destruction. These policies establish mandatory guidelines and control mechanisms applicable to all operations, customer interactions, and counterparties. They aim to identify and mitigate AML/CFT risks by ensuring enhanced due diligence on relevant counterparties; monitoring of transactions and operational flows and strict adherence to the legal and regulatory requirements applicable.

#### 11.3.2 Custody banks & DASP eligibility and regulatory compliance

In accordance with the Issuer's commitment to regulatory integrity and international AML/CFT standards, custody banks and DASPs involved in the custody, listing, distribution, or trading of the digital assets issued under this RID must demonstrate that they:

- Operate under a recognized legal and supervisory framework;
- Are subject to AML/CFT oversight by competent national authorities;



- Comply with FATF standards, either directly or through FATF-style regional bodies such as GAFILAT or MONEYVAL;
- Cooperate with Financial Intelligence Units (FIUs) that are members of the Egmont Group;
- Implement effective Know-Your-Customer (KYC), transaction monitoring (KYT), and suspicious activity reporting mechanisms.

**The Issuer approves only those entities that demonstrate compliance with these standards, ensuring interoperability, legal consistency, and a high level of investor protection across jurisdictions.**

### 11.3.3 NexBridge internal policy on the use of funds

The Issuer applies strict internal policies governing the use and movement of funds related to each digital asset issuance. These include:

- **Account-segregation policy** – Covers custody accounts, operating bank accounts, and digital wallets for all counterparties involved in the custody, transfer, and trading of Underlying Asset, fiat currency, stablecoin and digital assets.
- **Operations manual** – Defines the policies and procedures for transferring, controlling, and monitoring the portfolios associated with digital-asset and token issuances.
- **T<sub>NAV</sub> error-handling policy** – Sets out the treatment of T<sub>NAV</sub> errors exceeding 1 % to the detriment of investors and details the protocols for communicating material errors and compensating affected investors.

### 11.3.4 Control mechanisms for the optimal management of funds.

The Issuer applies a set of internal and external controls to ensure that the management of funds is secure, transparent, and compliant with the RID.

#### Internal controls:

- **Approval of transfers:** All transfers of funds or assets from issuance-related accounts are subject to internal approval procedures. Transfer authorizations are restricted to ensure operational integrity and compliance with the RID.
- **Daily reconciliation:** Daily reconciliation of Portfolio assets and Tokens in circulation—both in number and value—to ensure consistency and identify discrepancies. This includes monitoring compliance with the asset-allocation rules set out in **Section 9.4 – Asset Allocation**.
- **Daily review of transactions:** Daily verification that all transactions relating to issuances, asset movements, liquidity, and token supply comply with the RID and internal policies.
- **T<sub>NAV</sub> calculation and review:** Daily calculation and internal validation of T<sub>NAV</sub> to promptly detect and address potential calculation errors.
- **Weekly incident reporting:** Weekly assessment of operational incidents, including classification of significance and frequency, with escalation and remediation procedures where necessary.

#### External control:

- **Monthly external-auditor certification:** An independent external auditor issues monthly certification reports on each issuance, verifying Portfolio balances, custody positions, and Tokens in circulation. These certification reports are published on the Issuer's website for investor transparency.



## 12. FINANCIAL INSTITUTIONS AND DIGITAL PLATFORM

This Section describes the standard operational flows applicable to subscriptions and redemptions of the Digital Asset described in this RID. It is intended to provide transparency on (i) the movement of funds and Tokens, (ii) the roles of the Issuer, Authorized Distributors/DASPs, custodians and other service providers, and (iii) the interaction with custody and settlement infrastructures.

### 12.1 Investment and Fund Transfer Mechanisms

The mechanisms below reflect the standard and intended operational framework through which subscriptions and redemptions are executed. They are designed to ensure a clear understanding of the end-to-end process while preserving the investor-protection principles described in this RID.

While the economic substance, regulatory framework, asset-segregation principles, and investor-protection mechanisms remain unchanged, certain technical or operational steps may vary over time (including the specific financial institutions, settlement channels, and supporting infrastructures used), without affecting investor rights or the segregation of assets, and may evolve as a result of operational optimizations or changes in the service-provider stack.

For clarity purposes, the workflow illustrated in **Section 12.1.2 - Subscriptions** and **Section 12.1.3 - Redemptions** is based on the Issuer's OTC desk, and provides a faithful representation of how subscriptions and redemptions function in practice, while acknowledging that the client-facing steps, sequencing, and technical implementations may differ across Authorized Distributors without altering the nature or substance of the process. Any such activity may be performed under separate service terms and is subject to the applicable KYC/AML onboarding requirements and wallet/bank-account whitelisting requirements, in addition to the operational and investor-protection framework described in this RID.

#### 12.1.1 Subscriptions and Redemptions framework

The description is intended to provide a clear and faithful representation of how subscriptions and redemptions function in practice, while acknowledging that specific technical implementations (such as the choice of custody bank, settlement channels, or supporting infrastructure) may evolve without altering the nature or substance of the process.

##### Post funding model

For each subscription or redemption request, the applicable settlement instructions (including the required settlement asset, destination account/wallet, amount, reference data and any applicable deadline) are communicated through the relevant Authorized Distributor or other agreed channel (the "Funding Window"). Subscriptions and redemptions operate on a strict post-funding basis: no execution, pricing determination, allocation, issuance, redemption or settlement-related action will be performed unless and until the relevant settlement assets (for subscriptions) or Tokens (for redemptions) have been effectively received, cleared and confirmed. If the required assets are not received in full within the applicable Funding Window, the request may lapse or be cancelled, and any indicative quote (if any) shall be deemed expired. Any late, partial or erroneous transfer may be rejected and returned or accepted at the Issuer's discretion, and any direct third-party return costs may be borne by the relevant party, to the extent permitted by Applicable Law.

##### Execution outcome pass-through (no discretionary pricing)

Underlying purchases, sales, conversions and settlement operations relating to subscriptions and redemptions may be executed by third-party financial institutions, custodians, brokers, dealers, conversion providers or trading desks (each a "Third-Party Counterparty"), which apply their own execution policies and regulatory obligations (including, where applicable, best-execution requirements). The Issuer does not act as a broker, dealer, agent, portfolio manager or execution venue, and does not select trading venues, route orders or otherwise optimize execution prices on behalf of investors. Executed prices and quantities obtained by the Third-Party Counterparties (the "Execution Outcome") are used, in accordance with this RID, to update the  $T_{NAV}$  and to determine the



number of Tokens issued or redeemed, without discretionary adjustment by the Issuer, other than as expressly disclosed in this RID or in the relevant confirmation.”

#### Cooldowns and staged executions

As operational safeguards for risk-management and compliance measure, the Issuer may apply procedural delays (“cooldown”) and/or enhanced pre-execution review steps before processing certain subscriptions or redemptions, in order to verify instructions, detect anomalies or inconsistencies, and reduce the risks of AML/CTF non-compliance, fraud, operational errors, and unauthorized movement of funds. The Issuer may also apply staged execution or multi-tranche processing for transactions that, due to their size or nature, could materially affect Token supply, Portfolio liquidity, or orderly market access, including additional reconciliations and approvals prior to settlement.

#### Quote modifications, suspensions, or withdrawals

In the event that the market for the relevant Underlying Asset is closed, inactive, disrupted, or otherwise materially impaired, or where market conditions are materially degraded, the Issuer may modify, suspend, or withdraw any indicative quotes and/or suspend the execution or settlement of the relevant subscription or redemption.

#### Relationship with T&C / other documents

Where subscriptions or redemptions are requested or facilitated through an Authorized Distributor or, where applicable, the Issuer’s OTC desk, the contractual relationship and the detailed operational instructions for such service are governed by the applicable terms and conditions and the transaction confirmations issued for the relevant request. This RID prevails for the characteristics of the Tokens, and for the TNAV and pricing mechanics disclosed herein; the applicable terms and conditions govern the client relationship and service terms with the relevant intermediary.

### **12.1.2 Subscriptions**

Investors may subscribe using (i) USD-denominated stablecoins or (ii) USD fiat currency. While the economic workflow is the same in substance, some operational steps differ depending on the settlement asset, as described below. Certain Authorized Distributors/DASPs may support only a subset of the settlement assets described in this RID, in accordance with their onboarding and operational frameworks.

Prior to initiating any subscription request, the relevant onboarding requirements must be completed, including KYC/AML checks and wallet and/or bank-account whitelisting.

Subscriptions are processed on a post-funding basis as described in **Section 12.1.1 – Subscriptions and redemptions framework** above. A subscription becomes binding only upon issuance of the Trade Confirmation (or equivalent confirmation) for the relevant request.

#### Initial subscription

##### **Step 1 — Investors’ subscription request**

The investor submits a subscription request through an Authorized Distributor.

##### **Step 2 — Settlement instructions**

The relevant channel provides the applicable settlement instructions, including the settlement asset, destination account/wallet, required reference data, and the applicable Funding Window.

##### **Step 3 — Investor transfers subscription funds**

The investor sends the subscription amount to the Issuer, using one of the following:

- Dedicated Issuance Stablecoin Wallet — for subscriptions in USD stablecoins; or
- Dedicated Issuance USD Account — for subscriptions in USD fiat.



#### Step 4 — Validation of the minimum issuance amount

The Issuer consolidates the subscription amounts received and verifies whether the minimum issuance amount defined in **Section 9.10 – Minimum Issuance Amount** has been reached.

- If the minimum amount is not reached - the contributed funds are returned to each investor via the same channel and in the same currency used for the subscription.
- If the minimum amount is reached - the subscription proceeds are allocated to Portfolio construction as described below.

#### Step 5 — Currency handling

Depending on the currency used:

- Stablecoin subscriptions - Stablecoins may be transferred to the Custodian Bank and converted into USD, in accordance with custody and operational requirements.
- USD subscriptions - Funds are already received into the dedicated custodial account, and no conversion is required.

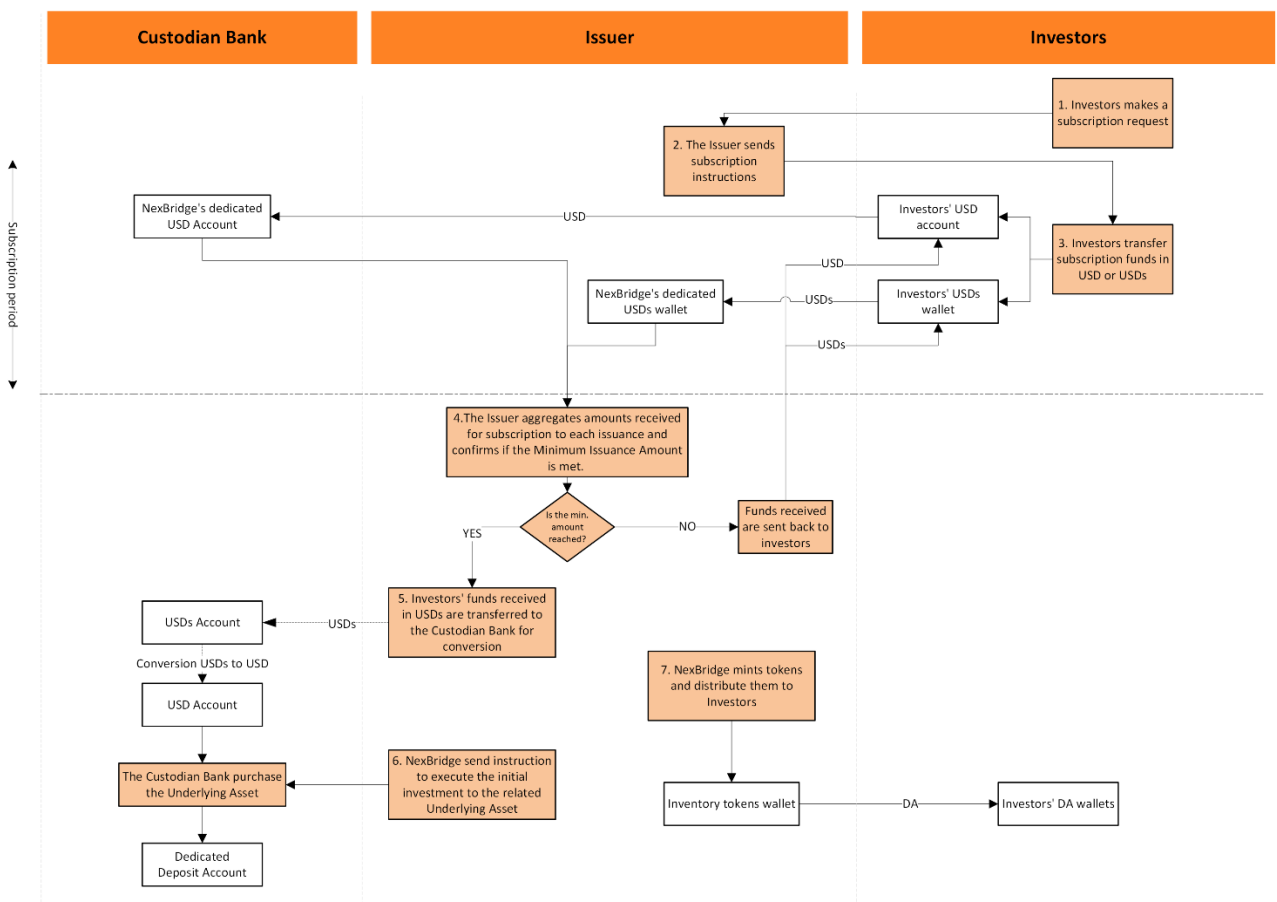
#### Step 6 — Purchase of the underlying asset

The Custodian Bank purchases the underlying asset corresponding to the specific digital-asset issuance. This forms the initial composition of the Portfolio defined in **Section 9.3- Portfolio**.

#### Step 7 — Token minting and distribution

Once the subscription funds have been fully allocated to the Portfolio, the Issuer mints the digital assets and transfers them to the respective investors' whitelisted wallets.

Below is a graphical representation of the initial subscription procedure. (for simplification purposes, USD stablecoins are represented as USDs).



### Additional subscriptions

Additional subscriptions follow the same operational workflow as described in the above Section, except that:

- no minimum issuance amount applies;
- subscriptions are executed on a **continuous basis**;
- newly issued tokens are minted at  **$T_{NAV}$**  in accordance with **Section 9.17 – Token Net Asset Value ( $T_{NAV}$ )**.

### **12.1.3 Redemptions**

Redemptions may occur under two distinct mechanisms:

- Redemption initiated by Token Holders, as described in **Section 9.13.1 – Redemptions initiated by token holders**.
- Redemption initiated by the Issuer, under the events described in **Section 9.13.2 - Redemptions initiated by the issuer**.

Each mechanism follows a different operational workflow.

#### Redemption initiated by token holders

Token holders may request the redemption of their digital assets at any time, in accordance with **Section 9.13.1 – Redemptions initiated by Token Holders**.

#### **Step 1 – Investor submits redemption request**

The investor submits a redemption request to the Issuer.

#### **Step 2 – Issuer provides redemption instructions**

The Issuer sends the investor redemption instructions, including the address of the dedicated redemption wallet for the Digital Assets to redeem.

#### **Step 3 – Investor transfers Tokens**

The investor transfers the digital assets to the Issuer's dedicated redemption wallet.

#### **Step 4 – Validation and liquidation request**

Upon confirming reception of the tokens, the Issuer instructs the Custodian Bank to liquidate the corresponding Underlying Asset.

#### **Step 5a – Sale of Underlying Asset**

The custodian bank sells the Underlying Asset during market trading hours.

#### **Step 5b – Conversion to stablecoin (if applicable)**

If the investor requested redemption in stablecoins, or if USD-denominated stablecoins are required for settlement, the custodian bank converts USD proceeds into stablecoins.

#### **Step 6 – Transfer of proceeds to the Issuer**

The custodian bank transfers the redemption proceeds to the Issuer's dedicated stablecoin wallet or USD custody account.

#### **Step 7 – Transfer of proceeds to the investor**

The Issuer transfers the redemption proceeds to the investor using:

- **USD**, sent to the investor's designated bank account; or
- **USD-denominated stablecoins**, sent to the investor's whitelisted wallet.

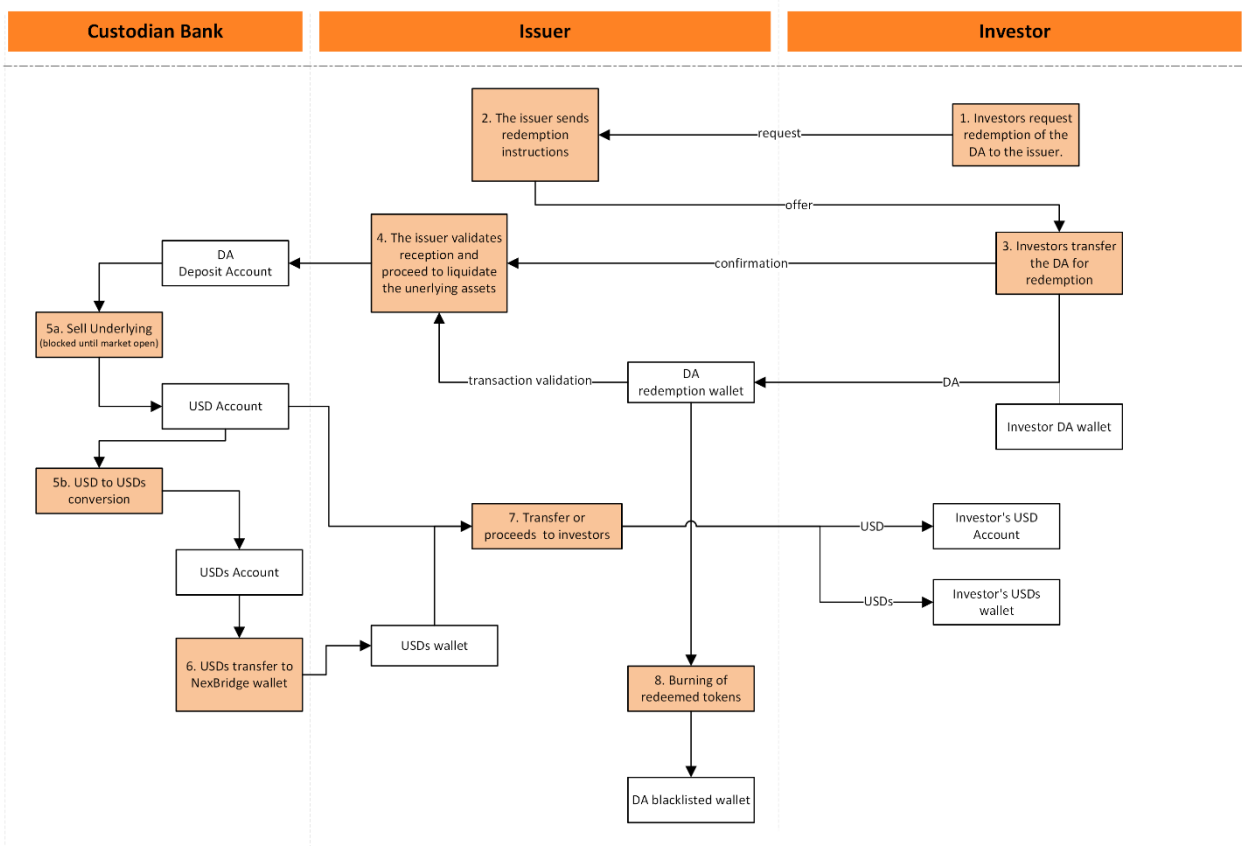
The settlement currency mirrors the investor's redemption preference and onboarding status.

#### **Step 8 – Burning of redeemed Tokens**

The redeemed tokens are permanently burned in the designated blacklist wallet of the issuance.



Below is a graphical representation of the dynamic redemption procedure (for simplification purposes, USD stablecoins are represented as USDs).



### Redemption initiated by the Issuer

If one or more of the events set out in **Section 9.13.2 - Redemptions initiated by the issuer** occur, the Issuer will proceed to redeem the affected digital assets.

#### **Step 1 – Investor notification and token transfer**

The Issuer notifies the affected Token Holders of the redemption and instruct them to transfer their Tokens to the Issuer’s dedicated redemption wallet by a specified date.

#### **Step 2 – Investors send their Digital Assets to the dedicated redemption wallet**

The investor transfers the digital assets to the Issuer’s dedicated redemption wallet by the specified date.

#### **Step 3 – Liquidation request of Underlying Asset**

Once the deadline is reached, the Issuer instructs the Custodian Bank to liquidate the Underlying Asset positions corresponding to the redeemed digital assets.

#### **Step 4a – Sale of Underlying Asset**

The Custodian Bank sells the Underlying Asset during market trading hours.

#### **Step 4b – Conversion to stablecoin (if applicable)**

If the investor requested redemption in stablecoins, or if USD-denominated stablecoins are required for settlement, the Custodian Bank converts USD proceeds into stablecoins.

#### **Step 5 – Transfer of proceeds to the Issuer**

The Custodian Bank transfers the redemption proceeds to the Issuer’s dedicated stablecoin wallet or USD custody account.



## Step 6 —Distribution of proceeds to investors

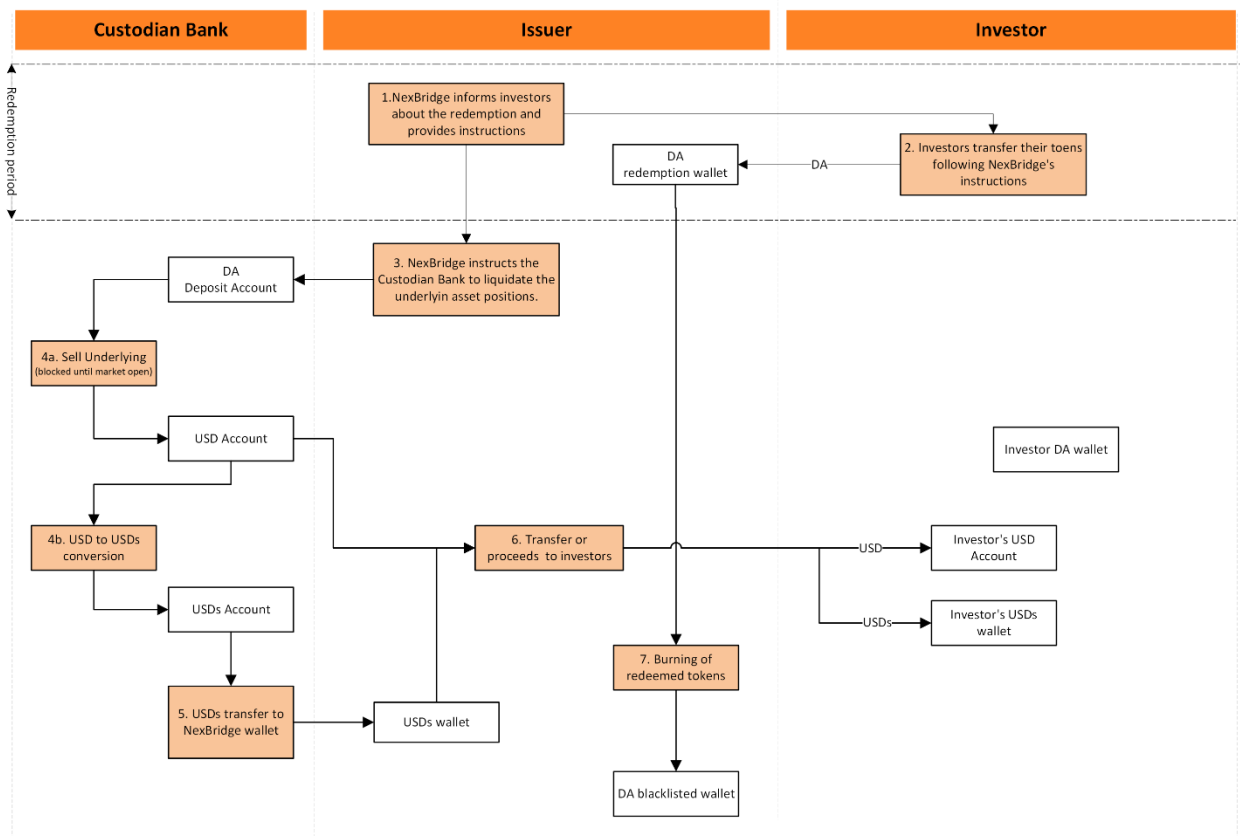
The Issuer transfers the redemption proceeds to the investors through:

- USD transfer, for investors who subscribed or request redemption via USD; or
- USD-denominated stablecoin transfer, for investors who subscribed or hold custody in stablecoins.

## Step 7 —Final burning of redeemed Tokens

Once settlement is completed, the redeemed Tokens are permanently burned in the designated blacklist wallet assigned to the issuance.

Below is a graphical representation of the redemption procedure (for simplification purposes, USD stablecoins are represented as USDs).



## 12.2 Proof of Ownership of Funds

### 12.2.1 Ownership of Fiat and Securities Accounts

The Issuer is the legal owner of all USD bank accounts, securities depository accounts, and issuance-dedicated USD custody accounts used for each digital-asset issuance. Ownership and control are established through bilateral agreements or the general terms and conditions governing the relationship with the Custodian Bank.

### 12.2.2 Ownership of Digital-asset Wallets

The Issuer is the legal owner of all issuance-dedicated digital-asset wallets that it controls and uses in connection with each digital-asset issuance, including wallets used for token issuance, redemption, burning, treasury operations, and other operational purposes carried out by the Issuer in its capacity as a licensed Digital Asset Service Provider. Such ownership is established through bilateral agreements or through the applicable terms and conditions governing the relevant operational arrangements.

For the avoidance of doubt, this Section does not apply to digital-asset wallets controlled by Token Holders or by custodial Digital Asset Service Providers or Authorized Market Participants acting on behalf of Token Holders. Ownership and control of such wallets are determined by the applicable custody arrangements and the corresponding terms and conditions governing the relationship between the Token Holder and the relevant custodian.

All wallets and accounts referenced above are segregated per issuance, ensuring the separation of assets and operational flows among different digital assets issued by the Issuer.

### **12.3 Proof of Right to Receive Funds**

The Issuer is officially registered in the CNAD Issuer Registry since 12 September 2024, with the approval letter number CNAD-CD-216-2024 and registration number EAD-0005, authorizing it to issue digital asset products.

This RID has been duly registered with and approved by the CNAD. The public issuance of USTBL described in this RID has been approved and registered in the CNAD Issue Registry under registration number AD-00004. The Issuer is authorized to receive and hold the settlement assets arising from this public offering through the dedicated accounts/wallets described above.

### **12.4 Custodian Bank Capacity**

The Custodian Banks used in connection with the Portfolio are regulated financial institutions subject to prudential supervision by the competent authorities in their respective jurisdictions. Such institutions are authorized to provide custody, safekeeping, and related banking services in accordance with applicable laws, regulatory requirements, and internationally recognized custody and financial standards.

Information regarding the Custodian Banks appointed by the Issuer, including any changes thereto, is disclosed through periodic updates of this RID and through the Issuer's periodic external audit reports.



## 13. UNDERLYING TECHNOLOGY AND STANDARDS

Blockchain	<b>Liquid Network, Bitcoin Layer 2</b> <a href="https://liquid.net">https://liquid.net</a>
Interoperability	Through counterparty platform supporting the Liquid Network

**The Issuer's digital assets are issued on the Liquid Network and are administered through Blockstream AMP, which provides issuance management and transfer-restriction capabilities.**

### 13.1 The Liquid Network briefly

- It is a sidechain-based, Bitcoin layer-2 settlement network. Liquid is an implementation of Elements (elementsproject.org), an open source, sidechain-capable blockchain platform, based on the Bitcoin codebase (***Whitepaper Elements***).
- Liquid operates as an independent blockchain and does not have its own utility token. Instead, it uses Liquid Bitcoin (L-BTC)—a pegged representation of BTC—to process fees and transactions. Liquid interacts with Bitcoin via Peg-In and Peg-Out mechanisms: users send BTC to a Peg-In address on the Bitcoin blockchain, after which the equivalent L-BTC is credited to the user's Liquid wallet; conversely, L-BTC sent to a Peg-Out address results in BTC being released back to the user's Bitcoin wallet. <https://docs.liquid.net/docs/technical-overview#peg-in-bitcoin-to-liquid>.
- The network is operated by a federation of entities that run the Elements software and support block production and validation. Transaction fees on the Liquid Network are paid in L-BTC to Blocksigners.
- Liquid uses a consensus model known as Strong Federations. Instead of Proof-of-Work, consensus is achieved through the coordinated actions of a group of mutually distrusting participants called Functionaries..
- Innovation with Blockstream AMP: Building on Elements and Bitcoin-based opcode extensions, Liquid integrates Blockstream AMP (Asset Management Platform), which provides issuer-level controls such as whitelisting, transfer restrictions, covenant logic, and granular asset-management capabilities tailored for regulated financial applications.

### 13.2 The purpose of the Liquid Network

The Liquid Network aims to provide a secure, high-speed settlement layer that leverages Bitcoin's foundation while adding features oriented toward financial and regulatory use cases. Sharing more than 80% of the Bitcoin codebase, Liquid maintains Bitcoin's security model while enabling faster settlement, enhanced confidentiality, and programmable issuer-level controls.

This architecture allows entities to issue, transfer, and custody digital assets in compliance with regulatory requirements, without relying on centralized authorities or intermediaries to enforce such rules.

### 13.3 Governance of the Liquid Network

#### 13.3.1 The Liquid federation

The Liquid Network is governed by a federation of over 80 independent and geographically distributed entities, preventing control from being concentrated in a few hands. This governance model closely mirrors structures used in traditional financial-market infrastructures—such as stock exchanges, clearing houses, and central securities depositories—where consensus is achieved collectively among qualified institutions.



### 13.3.2 New members

New members undergo a structured approval process to ensure that only qualified participants join the federation.

### 13.3.3 Aligned interest

The Liquid Network has no native cryptocurrency independent of Bitcoin. Members participate solely to support the network's objective of enabling high-value financial applications, including regulated digital asset issuance.

### 13.3.4 Decision making

Governance is divided into three boards, each composed of five members elected annually by the federation:

- *Membership Board*: oversees the approval of new participants.
- *Oversight Board*: makes decisions about protocol rules.
- *Technology Board*: decides on the technology roadmap.

Decisions require a majority vote, preventing unilateral control and reducing centralization risks.

## 13.4 How it works

### 13.4.1 Derived from Bitcoin code (Layer 2)

The Liquid Network is a Bitcoin-based Layer-2 solution built using the Elements platform, enabling the creation of sidechains with Bitcoin-compatible structure, scripting, and security models. Liquid operates as a technical extension of Bitcoin, inheriting its cryptography, transaction architecture, and security assumptions while introducing optimizations for financial applications.

The fundamental difference from Bitcoin lies in the consensus mechanism. While Bitcoin uses Proof-of-Work (PoW), which is slower and energy-intensive, Liquid uses Federated Consensus. More than 80 qualified and geographically distributed participants collectively sign blocks, enabling one-minute block intervals, predictable finality, and high operational reliability—similar to governance structures used in regulated financial-market infrastructures.

**The Liquid Network also provides enhanced block and transaction capacities compared to Bitcoin:**

As of the date of the issuance	Bitcoin	Liquid Network
Block Weight	4vMB	<b>4vMB</b>
Block Interval	10 minutes (average)	<b>1 minute (fixed)</b>
Blocks Per Hour	6	<b>60</b>
Transaction Finality	Cumulative	<b>Two blocks</b>
Typical Transaction Weight	250-450 vbytes	<b>1'625-2'500 vbytes</b>
Transactions per Block	2'000-4'000	<b>400-600</b>
Transactions per Hour	12'000-24'000	<b>24'000-36'000</b>

Source: <https://help.blockstream.com/hc/en-us/articles/900001390903-What-is-the-transaction-capacity-of-Liquid>

### 13.4.2 Relation with Bitcoin

- **Peg-In:** Users send Bitcoin to a multi-signature address controlled by the Liquid Federation. Once confirmed, Liquid Bitcoin (L-BTC) is issued on the Liquid Network.
- **Peg-Out:** Users can convert L-BTC back to Bitcoin by sending L-BTC to a specific address on Liquid. The federation then releases the equivalent amount of Bitcoin to the user's address on the Bitcoin blockchain.

Liquid maintains Bitcoin-grade security through its shared codebase and federated consensus



model. Blockstream AMP provides additional asset-management capabilities based on covenant logic and multisignature enforcement.

### 13.4.3 Elements project software (ledger, cryptography and transactions)

The Liquid Network operates using the Elements Project software, maintained by a federation of independent entities that support the functioning of the blockchain. Control over the Tokens is determined by control of the private cryptographic keys of the Liquid wallet in which the Tokens are held. Each wallet contains a pair of public and private keys used to sign and validate transactions.

Token Holders may hold Tokens either:

- in **self-custody**, in which case the Token Holder controls the relevant private keys and associated unblinding keys; or
- through a **custodial Authorized Market Participant**, in which case the relevant custodian controls the private keys and associated unblinding keys on behalf of the Token Holder, subject to the custodian's applicable terms and conditions and regulatory obligations.

Transactions on the Liquid Network are confidential by default. Transaction details, including asset type and amounts, may be revealed only to parties holding the relevant *unblinding keys* and through disclosures made by the Issuer in accordance with this RID, including periodic external auditor certifications.

### 13.4.4 Native multi signature

Liquid uses Bitcoin's native multi-signature structure to secure participation in its federated consensus, ensuring robust security backed by Bitcoin's proven infrastructure.

### 13.4.5 Federated consensus

Liquid employs a federated consensus mechanism involving qualified financial institutions and technical operators. Decisions require a majority vote within the governance boards, ensuring distributed control.

Members of the Liquid Federation who operate network nodes—called “Functionaries”—enhance decentralization, performance, and security. Functionaries are globally distributed and serve two principal roles:

- **Blocksigners:** propose and sign blocks, ensuring their validity and finality
- **Watchmen:** manage peg-in and peg-out reserves using multisignature systems to prevent unilateral control of funds

Together, they enable:

- **Decentralized Control:** similar to multi-member stock exchanges
- **Oversight and approval mechanisms:** requiring two-thirds supermajority for block signing
- **Security and Compliance:** Liquid employs multi-signature systems and collective decision-making for high security and reliability. As at the date of this RID, the Issuer is not aware of any publicly reported material compromise of the Liquid Network.

### 13.4.6 Blockstream asset management platform system (AMP)

Developed by Blockstream, AMP provides issuer-oriented tools for token administration, enabling transfer restrictions, wallet whitelisting, and automated compliance rules (e.g., KYC/AML). AMP supports granular rule-setting and enhances the security and regulatory alignment of digital asset management.

### 13.4.7 Tokens on the Liquid Network

Tokens on a distributed blockchain are simply record entries of a distributed ledger. They are transfer-restricted digital assets registered using the Blockstream AMP.



### 13.5 Conclusion

Using a federated consensus model and Bitcoin-derived security, the Liquid Network enables secure, confidential, and regulated issuance and transfer of digital assets. Block validation and signing are performed collectively by Functionaries, ensuring integrity, reliability, and operational resilience.

Further technical documentation is available at:

[Liquid technical overview](#)

[Liquid features](#)

<https://blockstream.com/liquid/>

<https://blockstream.com/amp/>

<https://docs.liquid.net/docs/swaps-and-smart-contracts>

<https://blog.blockstream.com/covenants-in-production-on-liquid/>



## 14. ASSOCIATED RISKS AND RISK MANAGEMENT

The risks outlined below are intended to disclose the potential risks associated with the Issuer's public issuances of digital assets. The mitigation strategies described have been implemented by the Issuer to reduce these inherent risks to acceptable levels. These strategies are applicable as of the date of the RID issuance and may evolve over the life of the digital assets to enhance their effectiveness as needed, as part of the Issuer's continuous operational improvements.

It is important to note that this risk assessment and the Issuer's mitigation strategies should not override the investors' own risk assessment and investment strategy, which should be based on their individual risk profile.

### 14.1 Risks Associated with the Issuer

#### 14.1.1 Financial risk

Financial risk encompasses the potential for financial losses and failures to meet payment obligations, which can lead to the cessation of the Issuer's activities.

##### Risk mitigation strategy and factors

Periodic financial reporting and planning procedures (including budgeting and forecasting) play a critical role in the ability of the Issuer to monitor its financial health, anticipate future trends and make informed decisions.

The Issuer's financial reporting and planning procedures comprehensively cover all aspects of its financial health, including income, costs, assets, liabilities, equity, and cash flows. Before the end of each year, the Issuer prepares its budget for the upcoming year, based on a thorough data collection that includes past performance, market conditions, and macroeconomic factors. This process leverages the Issuer's knowledge and expertise along with operational objectives to accurately compute the budget for the forthcoming year.

Additionally, at the end of the first half of the year, the budget is reassessed in light of actual performance to date, allowing adjustments to be made to ensure the budget for the second half of the year remains aligned with financial performance assessments.

Every month, at the close of the month, the actual financial data prepared by the accountant is meticulously compared against the budget and forecasts. This comparison serves to identify and explain any deviations, aiming to pinpoint potential risks and opportunities that may impact the organization's financial trajectory.

#### 14.1.2 Market risk

Market risk refers to the uncertainty due to fluctuations in market prices and rates. It is influenced by a variety of factors, including geopolitical events, economic forecasts, and shifts in market sentiment.

##### Risk mitigation strategy and factors

The Issuer only invests in digital assets and financial instruments for the sake of its issuances. Market risk is borne by the investor in the Issuer's digital assets.

#### 14.1.3 Operational risk

Operational risk refers to delays or inefficiencies in project management or unforeseen challenges, leading to increased costs, potential failure in executing the issuance or complying with its characteristics, or reduced investor confidence.



#### Risk mitigation strategy and factors

The Issuer has designed and implemented robust risk management strategies and strong internal controls to significantly reduce exposure to operational risks. This process includes bi-annual risk assessments and ensures that control mechanisms are both in place and effective. Controls related to the execution of the issuance consist of:

- **Daily reconciliation** of assets under management with the total supply of tokens, both in terms of quantity and value, to identify and address any significant discrepancies.
- **Daily review** of subscription and redemption transactions to pinpoint and rectify any significant discrepancies.
- **Weekly incident reports** to assess the significance and frequency of errors and to implement improvements when necessary.

#### **14.1.4 Cybersecurity risk**

Cybersecurity risk pertains to the potential for harm or loss resulting from vulnerabilities within digital systems and networks. This risk can manifest in various forms, such as data breaches, unauthorized access, malware infections, denial-of-service attacks, and other cyber incidents.

#### Risk mitigation strategy and factors

- **Monitoring access to its IT infrastructure:** This includes managing user access and preventing external attacks.
- **Data backup:** Ensuring data is backed up both locally and on the cloud.
- **Sensitive data management:** Identifying, classifying, and encrypting sensitive data.
- **Regular employee training:** Conducting regular cybersecurity training for employees.

These procedures are designed to prevent, identify, and respond to security breaches and system failures. They aim to reduce the likelihood and impact of data breaches or failures within the IT system, ensuring that the Issuer can always maintain operational effectiveness.

#### **14.1.5 Regulatory compliance risk**

Regulatory compliance risk highlights the challenges associated with adhering to regulatory requirements and the impact of potential changes in regulations.

#### Risk mitigation strategy and factors

The compliance department is responsible for monitoring all regulatory requirements to ensure that the Issuer and its digital asset issuances remain in full compliance with all relevant regulations. It conducts regular compliance assessments, regulatory business-intelligence analyses, and plans for regulatory training. These activities are designed to ensure that the Issuer not only remains compliant but is also well-prepared to adapt to both current and future regulatory changes.

#### **14.1.6 Legal risk**

Legal risk encompasses the challenges related to compliance with laws and the potential for legal disputes.

#### Risk mitigation strategy and factors

The Issuer benefits from its own legal team and advisors to ensure it stays ahead of legal risk and complies with applicable laws, as well as benefiting from expert advice in case of disputes.

#### **14.1.7 Conflict of interest risk**

Conflict of interest risk reflects the event when the Issuer, an employee, or a member of the board of directors has competing interests against the Issuer or investors in its digital assets, which could influence their judgment, objectivity, or decision-making in fulfilling their duties. These conflicts may



involve personal, financial, or professional relationships that could compromise, or appear to compromise, the integrity of actions or decisions.

#### Risk mitigation strategy and factors

The Issuer maintains a Code of Conduct and Ethics and a Conflicts of Interest Policy. Under these policies, the Issuer must identify its conflicts of interest, and its employees must declare all potential conflicts.

In addition, all identified conflicts of interest that may have an impact on this issuance are disclosed in **Section 8.6 - Conflicts of interests**.

Despite policies in place, it is not always possible for the risk of detriment to an investor in a given issuance to be entirely mitigated. Accordingly, for every transaction carried out in connection with an issuance, a residual risk of detriment to investors' interests may remain.

#### **14.1.8 Fraud risk**

Fraud risk refers to the potential occurrence of misuse of assets and external fraud.

#### Risk mitigation strategy and factors

The Issuer has implemented robust risk controls and stringent approval procedures to ensure that all key processes and transactions, especially those related to cash and assets, are thoroughly approved, reviewed, and documented before execution. Additionally, employees undergo specific training to identify and respond to instances of external fraud.

#### **14.1.9 Counterparty risk**

Counterparty risk underscores the potential for one party in a financial transaction to default on its contractual obligations, which can lead to financial losses for the other party involved. Specifically, for the Issuer, counterparty risks pertain to DASPs and the custody bank managing its financial assets.

#### Risk mitigation strategy and factors

The Issuer performs thorough due diligence to ensure strategic partners will be able to provide the expected services, and only enters into relationships with regulated entities, ensuring they comply with all requirements.

In addition, the Issuer monitors their performance related to the realization of their contractual obligations.

#### **14.1.10 Inflation risk**

Inflation risk refers to the potential exposure to loss of purchasing power due to fluctuations in the real-world asset value. Inflation may adversely affect real returns.

#### Risk mitigation strategy and factors

Certain assets may provide partial inflation protection in some environments, but this is not guaranteed and depends on market conditions.

Moreover, the Issuer engages external auditors that provide an independent assessment of financial health and operational integrity. This helps in identifying potential areas of risk and ensuring the accuracy of financial reports.

#### **14.1.11 Governance risk**

Governance risk highlights the potential lack of governance structure leading to unfavorable decisions and poor corporate management.



#### Risk mitigation strategy and factors

The Issuer implements robust governance procedures and oversight bodies, including an Executive Committee (EC) that advises the Legal Representative (LR) and external auditors. Additionally, the Issuer has various internal committees responsible for addressing key aspects of its business operations. For more details on the Issuer's corporate and organizational structure, please refer to **Section 8 – ISSUER DESCRIPTION**.

#### **14.1.12 Business continuity risk**

Unexpected and uncontrollable events such as natural disasters, epidemics, geopolitical conflicts, extended access interruption to technological infrastructure, or any other type of major event can significantly impact the Issuer's ability to continue its business.

#### Risk mitigation strategy and factors

The Issuer implements and maintains a business continuity plan and a recovery plan for such events, ensuring its strategic partners for issuance do the same, thus minimizing the impact of such risks.

#### **14.1.13 Reputation risk**

Issues and challenges that the Issuer may face might deteriorate its image and reputation, affecting its attractiveness to clients and investors.

#### Risk mitigation strategy and factors

The Issuer's reputation is one of its key assets. Maintaining proactive and transparent communication with its stakeholders is at the core of its values. Additionally, the Issuer implements internal procedures to prevent such scenarios and to act accordingly in case of such events.

#### **14.1.14 Innovation risk**

Innovation risk refers to the Issuer's capacity to innovate or respond to innovation in the market. A lack of innovation might deteriorate its ability to adapt and its market position.

#### Risk mitigation strategy and factors

Innovation is at the core of the Issuer's mission. The Issuer stays ahead of market and technology trends and ensures it assesses opportunities for change to adapt accordingly and quickly to relevant innovations.

#### **14.1.15 Key Employees risk**

The Issuer's team is composed of high-level professionals who are experts in their fields. The loss of these talents can hinder its capacity to operate as planned.

#### Risk mitigation strategy and factors

The Issuer maintains a retention plan that includes attractive compensation and perks, continuous training, and other advantages.

### **14.2 Risks Associated with the Issuance on Digital Asset Service Providers Platform**

#### **14.2.1 Market liquidity risk**

Market liquidity risk refers to the possibility of limited trading volume or the absence of market makers on the exchange platform where digital assets are available. A lack of liquidity could negatively affect the market price of the token on the specific DASP platform.

#### Risk mitigation strategy and factors

The Issuer deploys strategies to increase the number of DASPs where its digital assets are listed,



providing investors with multiple trading venues and improving access to liquidity.

Additionally, when compatible with the DASP, the Issuer implements subscription and redemption mechanisms and other structured processes, through regulated intermediaries and DASP functionalities, significantly reducing potential liquidity shortages.

For more details on redemption and subscription mechanisms, please refer to **Section 9 – CHARACTERISTICS OF THE PUBLIC OFFERING**.

A list of DASPs where USTBL tokens are available for trading, along with the redemption and subscription mechanisms they support, can be found on the Issuer's website.

#### **14.2.2 Operational risk**

Operational risk refers to delays in processes, inefficiencies, or unforeseen project management issues that impact the DASP's ability to provide services or maintain service quality.

##### Risk mitigation strategy and factors

The Issuer implements several key strategies towards the DASP platforms supporting its issuances:

- **Thorough Due Diligence:** The Issuer rigorously evaluates DASPs to ensure their operational integrity and effective risk management.
- **Selecting Licensed DASPs:** The Issuer collaborates exclusively with DASPs adhering to regulatory standards.
- **Monitoring Activities:** Ongoing monitoring of DASPs by the Issuer ensures continuous compliance and effective management of potential risks.

These measures are designed to ensure the security and compliance of digital asset services, encompassing operational effectiveness, anti-money laundering (AML) and countering the financing of terrorism (CFT), risk management, and cybersecurity. This includes the implementation of comprehensive contingency and recovery plans.

#### **14.2.3 Platform security risk**

This risk refers to vulnerabilities in DASP platforms to hacking or fraud which may compromise the integrity of their information technology system, adversely impacting their ability to operate, or leading to the partial or total loss of issuers' digital assets.

##### Risk mitigation strategy and factors

The Issuer applies the same due diligence, licensing, and monitoring framework described in **Section 14.2.2 - Operational risk**, with specific focus on DASPs' security protocols, custody frameworks, and incident-response capabilities.

#### **14.2.4 Custody risk**

This risk represents risks from depositing digital assets under the custody of a DASP platform, resulting in the partial or total loss of the digital assets under custody.

##### Risk mitigation strategy and factors

The Issuer applies the same framework described in **Sections 14.2.2 – Operational risk** and **14.2.3 – Platform security risk**, with emphasis on secure custody infrastructures, segregation of client assets, key-management procedures and verifiable internal controls of DASPs.

#### **14.2.5 Conflict of interest of the DASP platform risk**

DASPs may have commercial interests that do not align with Token Holders' interests. Since DASPs generate revenue from trading fees, they may incentivize excessive trading activity, which may not always be in the best interest of investors.

Additionally, DASPs or their affiliates may conduct their own transactions in digital asset markets,



potentially creating conflicts of interest.

#### Risk mitigation strategy and factors

The Issuer ensures that its digital assets are listed on ethical and compliant DASPs.

As part of its due diligence procedures, the Issuer verifies that DASPs comply with conflict-of-interest regulations in relevant jurisdictions.

However, conflicts of interest cannot be entirely eliminated, and the degree of risk may vary across different DASPs.

#### **14.2.6 Fees and commissions risk**

DASPs may update their fees and commissions. All applicable costs and fees will impact the profits generated when using their services.

#### Risk mitigation strategy and factors

The Issuer does not implement measures to mitigate DASP fee or commission risks. Investors should be aware that transaction costs may impact investment returns.

#### **14.2.7 Regulatory compliance risk of the DASP platform**

This risk refers to DASP compliance with local and international regulatory requirements, as well as potential changes in regulations that could impact their operations.

#### Risk mitigation strategy and factors

The Issuer implements several key strategies:

- **Thorough Due Diligence:** Evaluating DASP compliance with regulations.
- **Selecting Licensed DASPs:** The Issuer collaborates exclusively with licensed DASPs adhering to regulatory standards.
- **Monitoring Activities:** Ongoing monitoring of DASPs by the Issuer ensures continuous compliance and effective management of potential risks.

In addition, in accordance with the Issuer's commitment to regulatory integrity and international standards on Anti-Money Laundering (AML) and Countering the Financing of Terrorism (CFT), the digital products issued by the Issuer are listed exclusively on exchanges that:

- Operated under a recognized legal framework within their jurisdiction.
- Are subject to AML/CFT supervision by competent national authorities.
- Adhere to the core principles established by the Financial Action Task Force (FATF), either directly or via participation in FATF-style regional bodies such as GAFILAT or MONEYVAL.
- Maintain cooperation with national Financial Intelligence Units (FIUs) that are part of the Egmont Group.
- Implement effective Know-Your-Customer (KYC), transaction monitoring, and suspicious activity reporting mechanisms.

The Issuer reserves the right to approve only those exchanges that provide sufficient documentation and evidence of compliance with international regulatory norms. This framework ensures interoperability, security, and legal equivalence across jurisdictions, thus enhancing investor protection and systemic trust.

These measures are designed to ensure the security and compliance of digital asset services, encompassing operational effectiveness, AML/CFT, risk management, and cybersecurity, including the implementation of comprehensive contingency and recovery plans.



## 14.3 Risks Associated with Digital Assets

### 14.3.1 Regulatory compliance risk

Regulatory compliance risk involves the challenge of adhering to regulatory requirements and the potential impact of changes in regulations.

#### Risk mitigation strategy and factors

The compliance department is tasked with monitoring all regulatory requirements to ensure that the Issuer and its digital asset issuances remain compliant with all relevant regulations. It conducts regular compliance assessments, regulatory business-intelligence analyses, and plans for regulatory training to ensure the Issuer's ongoing compliance and adaptability to current and future regulations. Additionally, for each public issuance of digital assets, the Issuer engages with trusted participants through thorough due diligence. Furthermore, in accordance with El Salvador's laws and regulations, public issuances of digital assets must be certified by licensed certifiers who are responsible for reviewing the viability of the project and its compliance with El Salvador's laws and regulations.

### 14.3.2 Market risk

Market risk refers to the uncertainty caused by changes in market prices and rates, influenced by factors such as geopolitical events, economic forecasts, and changes in market sentiment.

#### Risk mitigation strategy and factors

The underlying asset of USTBL is a traditional financial asset, which limits the effects of volatility arising solely from the digital asset market. However, the digital assets remain exposed to the market risk of their respective Underlying Asset.

### 14.3.3 Liquidity risk

Liquidity risk pertains to the challenges associated with executing transactions without significantly affecting the digital asset's market price. In the nascent Real World Asset Digital Assets market, access to liquidity is limited, which can adversely affect digital assets prices.

#### Risk mitigation strategy and factors

Where permitted by applicable law and platform rules, the Issuer may, directly or through authorized intermediaries, make available digital assets previously issued by the Issuer and/or deploy its own liquidity for the purpose of supporting orderly secondary market trading of the digital assets on Digital Asset Service Provider platforms. Such activities are intended solely to enhance market liquidity and facilitate the ability of investors to buy or sell the digital assets and do not constitute price guarantees, market manipulation, or investment advice.

Any such activity shall be conducted in accordance with applicable conflict-of-interest policies, market rules, and disclosure requirements.

Furthermore, subscription and redemption mechanisms implemented through authorized distributors and DASPs are designed to ensure that token holders have the opportunity to liquidate or acquire tokens, subject to the limits of the issuance and in accordance with applicable regulations. Please refer to **Section 9 – CHARACTERISTICS OF THE PUBLIC OFFERING** for more information related to subscription and redemption mechanisms.

### 14.3.4 Interest rate risk

Interest rate risk is the potential for fluctuations in interest rates to impact the value of investments, especially fixed-income securities like bonds. This risk originates from the inverse relationship between the market value of fixed-income securities and changes in interest rates. Specifically, when interest rates rise, the value of existing bonds with lower interest rates tends to decrease, and



conversely, when rates fall, the value of these bonds increases. The USTBL issuance is exposed to interest rate risk through its underlying assets, which consist of shares in an ETF that includes U.S. Treasury bonds with maturities ranging from 0 to 12 months.

#### Risk mitigation strategy and factors

The composition of the USTBL's underlying assets is dynamic and directly influenced by the U.S. government's interest rate decisions, primarily dictated by the Federal Reserve (FED) interest rates, which fluctuate based on when the bonds are issued. As such, the performance of the ETF shares, and consequently of the USTBL tokens, are expected to vary in alignment with the changes in interest rates associated with the renewal of U.S. Treasury bonds with 0 to 12 months maturity that comprise the ETF's underlying assets.

The impact of these changes can be relatively anticipated since the FED's interest rate decisions are public. Furthermore, the characteristics of the open U.S. Treasury bonds available on the market are also public, allowing for a degree of predictability in managing this risk.

#### **14.3.5 Subscriptions and Redemptions settlement risk**

Underlying Asset's market closures, holidays, trading halts and extraordinary market disruptions may delay or prevent the execution and/or settlement of primary-market subscriptions and redemptions, or adversely impact the  $T_{NAV}$  to which subscriptions and redemptions are executed.

#### Risk mitigation strategy and factors

While such events are outside the Issuer's control and may adversely impact the Issuer's ability to execute subscriptions and redemptions, to mitigate their impact, the issuer carries out the following framework:

- Post-funding model: subscriptions and redemptions are processed on a strict post-funding basis and subject to the applicable Funding Window and expiry mechanics; where settlement assets (for subscriptions) or Tokens (for redemptions) are not received, cleared and confirmed within the applicable Funding Window, the request may lapse or be cancelled and any indicative quote may be deemed expired.
- Execution outcome pass-through (no discretionary pricing): once the relevant Underlying Asset markets reopen and execution can occur, executed prices and quantities obtained by Third-Party Counterparties (the "Execution Outcome") are used to update the  $T_{NAV}$  and determine the number of Tokens issued or redeemed, without discretionary adjustment by the Issuer other than as expressly disclosed in this RID or in the relevant confirmation.
- Cooldowns and staged executions: where reasonably necessary as operational safeguards for risk-management and compliance measure, the Issuer may apply cooldown periods and/or staged or multi-tranche execution prior to completion, which may result in delayed execution or settlement; the applicable timing and parameters are evidenced in the relevant confirmations.
- Quote modifications, suspensions or withdrawals: Where Underlying Asset markets are closed, inactive, or disrupted, where reference prices are unavailable, or where valuation sources are materially degraded, the Issuer may modify, suspend, or withdraw indicative quotes and/or suspend execution or settlement, in accordance with the applicable service terms and operational rules.
- Alternative liquidity (secondary market): investors seeking liquidity during periods when primary-market execution is delayed may have access to secondary-market trading through Authorized Market Participants; however, secondary-market prices may deviate materially from the most recently published  $T_{NAV}$  and liquidity is not guaranteed.

Despite the Issuer's efforts, this framework may prove insufficient in the case of extended periods of market closure, inactivity, or disruption affecting the Underlying Asset.



#### 14.3.6 Investor protection risk

Investor protection risk refers to the possibility of an investor's rights over digital assets being denied, disputed, or challenged, potentially affecting ownership and usage.

##### Risk mitigation strategy and factors

The issuance fully complies with Salvadoran laws and is duly approved by the CNAD. The rights of investors in publicly issued Digital Assets in El Salvador are established within the country's legal and regulatory framework.

In addition, the use of Blockstream AMP whitelists ensures only authorized investors have access to the Digital Assets.

#### 14.3.7 Currency exchange risk

Currency exchange risk is the risk that changes in exchange rates between two currencies will affect the investment value. The valuation currency of the digital assets issued under this RID is chosen to match the base currency of their respective underlying asset. For investors whose reference currency differs from the valuation currency, fluctuations between their local currency and the digital asset valuation currency can impact their returns.

##### Risk mitigation strategy and factors

The Issuer does not plan to implement measures to prevent adverse currency exchange events.

#### 14.3.8 Passive investment risk

Passive investment risk refers to the risk that funds are not actively managed, and market price declines may impact the portfolio valuation of the respective digital assets.

##### Risk mitigation strategy and factors

The Issuer does not plan to implement measures and procedures to protect against any market condition.

#### 14.3.9 Technological dependence risk

The technological dependence risk represents the risk arising from the dependence on the Liquid Network for token issuance and management. Network disruptions or inefficiencies could affect token integrity, transactions, and investor's trust.

##### Risk mitigation strategy and factors

The Issuer does not plan to implement mitigation strategies. Please refer to the **Section 13 13 – UNDERLYING TECHNOLOGY AND STANDARDS** for more information about the Liquid Network, and **Section 14.5 - Risks Associated with Technology Used** for risk associated to the use of this technology.

#### 14.3.10 Underlying asset risks

Due to their nature, digital assets of this RID are exposed to risks related to their underlying asset. As publicly traded instruments, the issuer of each underlying asset produces public documentation about the financial asset it issues, including risk description, financial performance and other significant information that allow stakeholders to understand and evaluate the risk related to this specific instrument. For more details, please refer to **Appendix I**.

##### Risk mitigation strategy and factors

The Issuer is not involved in the management of the underlying asset of its digital assets and does not plan any additional measures to mitigate risks from the underlying asset.



### 14.3.11 Stablecoin and Settlement Asset Risk.

Where subscriptions, redemptions and/or Portfolio liquidity balances involve USD-denominated stablecoins, investors are exposed to stablecoin-specific risks, including (i) de-pegging or loss of value relative to USD, (ii) liquidity constraints or impaired marketability, (iii) redemption suspensions, delays, or limitations imposed by the stablecoin issuer, reserve custodians, exchanges or other intermediaries, (iv) counterparty, insolvency and reserve-management risks affecting the stablecoin ecosystem, and (v) regulatory or enforcement actions (including blacklisting, freezing, or transfer restrictions) that may prevent transfers or affect value. Any of these events may result in delayed settlement, inability to deliver/receive stablecoins, and/or loss of all or part of the relevant amounts.

#### Risk mitigation strategy and factors

The Issuer's mitigation measures in respect of USD Stablecoins are limited and primarily operational. In particular, the Issuer seeks to mitigate settlement and liquidity risks by restricting stablecoin-based subscriptions and redemptions to a limited set of USD Stablecoins that it accepts from time to time for operational purposes. Such accepted stablecoins are selected, at the time of acceptance, based on internal eligibility criteria that focus on (i) market depth, liquidity and broad market adoption, (ii) operational usability across the Issuer's custody and settlement arrangements, and (iii) risk and compliance considerations (including transferability and the potential for restrictions or interruptions). The set of accepted USD Stablecoins may be reviewed and changed over time as market conditions, operational considerations or risk factors evolve.

The Issuer does not issue, sponsor, manage or control any third-party stablecoin, and the acceptance of any third-party stablecoin for settlement purposes does not constitute any endorsement or recommendation. The Issuer makes no representation or warranty as to any third-party stablecoin's value, liquidity, solvency or reserve adequacy, convertibility, or continued availability or transferability. The Issuer may suspend, delay, refuse or change stablecoin-based settlement where it reasonably determines that the relevant stablecoin's functionality, liquidity, convertibility or legal status is materially impaired or subject to restrictions.

If the Issuer (or any of its affiliates) issues and accepts a stablecoin for settlement purposes, the terms, disclosures and any representations applicable to such Issuer-issued stablecoin (if any) shall be set out in the relevant documentation and/or the applicable RID, and may differ from those applicable to third-party stablecoins.

## 14.4 Risks Associated with the Execution of the Project

### 14.4.1 Operational risk

Operational risk refers to delays or inefficiencies in project management or unforeseen challenges, leading to increased costs, potential failure in executing the issuance or complying with its characteristics, or reduced investor confidence.

#### Risk mitigation strategy and factors

The Issuer has designed and implemented robust risk management strategies and strong internal controls, as described in **Section 14.1.3 - Operational risk**, to significantly reduce exposure to operational risks during the execution of the project and its issuances. These controls include daily reconciliations, reviews of subscription and redemption transactions, and weekly incident reporting aimed at identifying discrepancies, assessing errors, and implementing improvements when necessary.

### 14.4.2 Adverse market conditions risk

Adverse market conditions risk refers to the uncertainty in demand for digital assets due to macroeconomic or market-specific factors. Economic downturns, regulatory changes, or shifts in investor sentiment could impact market liquidity, asset valuation, and overall subscriptions, potentially leading to increased volatility and reduced confidence in digital asset markets.



#### Risk mitigation strategy and factors

Macroeconomic and market-specific factors are beyond the Issuer's control.

#### **14.4.3 Stakeholder risk**

Stakeholder risk refers to misalignment between issuer and investor expectations, which may result in disputes, reputational damage, and reduced subscription rates.

#### Risk mitigation strategy and factors

The Issuer implements and maintains a Code of Conduct and Ethics to ensure compliance with regulations and best practices. In addition, the Issuer is committed to transparency ensuring investors have all the necessary information to make a well-informed decision.

#### **14.4.4 Scalability risk**

Scalability risk highlights the challenges arising from project operations as scale increases with growing subscriptions or additional issuances, which may translate into operational bottlenecks or inability to meet investors and market demand.

#### Risk mitigation strategy and factors

The Issuer implements risk management and planning procedures to establish appropriate measures, including resource allocation and process automation, while monitoring the expansion of operations.

#### **14.4.5 Counterparty risk**

Counterparty risk underscores the potential for one party in a financial transaction to default on its contractual obligations, which can lead to financial losses for the other party involved. Specifically, for the Issuer, counterparty risks pertain to DASPs and the custody bank managing its financial assets.

#### Risk mitigation strategy and factors

The Issuer applies the same due diligence and ongoing monitoring framework described in **Section 14.1.9 - Counterparty risk**, ensuring that only regulated entities are selected as strategic partners and that their performance is periodically assessed against contractual obligations.

#### **14.4.6 Regulatory compliance risk**

Regulatory compliance risk involves challenges in adhering to regulatory requirements and the potential impact of regulatory changes on digital asset issuances.

#### Risk mitigation strategy and factors

The Issuer applies the same regulatory compliance framework described in **Section 14.3.1 - Regulatory compliance risk**, including continuous monitoring of applicable regulations, periodic compliance assessments, regulatory training, due diligence on trusted participants, and certification of public digital asset issuances by licensed certifiers in accordance with El Salvador's laws and regulations.

### **14.5 Risks Associated with Technology Used**

The Issuer's public issuances of digital assets are carried out on the Liquid Network.

For more information about this technology, please refer to **Section 13 - UNDERLYING TECHNOLOGY AND STANDARDS**.

The Issuer does not implement additional strategies to mitigate the risks related to the use of this technology.



### **14.5.1 Centralization and misaligned incentive risk**

The centralization and misaligned incentive risk highlights the fact that the Liquid Network is not fully permissionless like Bitcoin and is instead maintained by a federation of around 80 globally distributed participating companies. While this makes Liquid more decentralized than many private and public blockchains, the potential for control to become overly concentrated among a few dominant members could theoretically compromise the network and transactions. This could potentially lead to trust issues, which undermine the decentralized nature of the network.

### **14.5.2 Governance and decision-making risk**

Governance and decision-making risks refer to potential issues arising from the way decisions are made within the Liquid Network. These risks include disagreements among members, such as diverging opinions on protocol upgrades, fee structures, and policy changes, which could lead to conflicts and delays in implementing necessary changes. This risk can affect the efficiency, effectiveness, and fairness of the governance process within the Liquid Network, potentially impacting its overall performance and reliability.

### **14.5.3 Security and technology vulnerability risk**

Security and technology vulnerability risks relate to anything that could undermine the network's integrity, reliability, and trustworthiness, which could, in turn, impact the security of digital asset transactions. These include the risk of member nodes being hacked or compromised, collusion among functionary operators to launch attacks such as double-spending or network disruption, and potential external cyber-attacks targeting the network's infrastructure.

### **14.5.4 Privacy risk**

Privacy risk refers to the potential exposure or misuse of users' confidential data within the Liquid Network. These risks include privacy breaches, unauthorized access to or disclosure of transaction details, sandwich attacks, investor front-running, and the improper use of confidential data by malicious actors or network participants.

### **14.5.5 Technological operational risk**

Technological operational risk refers to any technological failures, software bugs, or operational disruptions within the Liquid Federation that could temporarily or permanently impact the network's functionality and trustworthiness.

### **14.5.6 Loss of private keys or means to access the digital assets risk**

This risk refers to the loss of investors private keys or means to access their digital assets, potentially resulting in the loss of their investment.

### **14.5.7 Liquid Network scalability risk**

Liquid Network scalability risk refers to the challenges associated with managing increased transaction volumes as the project expands or as the Liquid Network integrates additional projects. This may lead to transaction delays, higher operational costs, network congestion, and reduced user satisfaction, ultimately affecting the platform's efficiency and reliability.

### **14.5.8 System interoperability risk**

Liquid Network interoperability risk refers to the challenges and potential failures in ensuring seamless integration between the Liquid Network and external blockchain ecosystems, financial institutions, or third-party applications. These risks may lead to transaction failures, inconsistencies in asset transfers, security vulnerabilities, or reduced operational efficiency, impacting overall user trust and adoption.



#### **14.5.9 Technology obsolescence risk**

Technology obsolescence risk refers to the potential for the Liquid Network's underlying infrastructure, protocols, or security mechanisms to become outdated or less effective over time. As newer blockchain technologies, consensus mechanisms, and cryptographic standards emerge, the network may face reduced efficiency, security vulnerabilities, integration challenges, and diminished competitiveness in the digital asset ecosystem.



## 15. TERMS AND CONDITIONS

### 15.1 Characteristics of the Public Offering

Token holders acknowledge and accept that USTBL tokens are issued in accordance with the characteristics disclosed in **Section 9 – CHARACTERISTICS OF THE PUBLIC OFFERING**.

### 15.2 Dispute Resolution

Token holders acknowledge and accept that any dispute arising from or relating to USTBL tokens will be resolved as set out in **Section 1717 – GOVERNING LAW AND DISPUTE RESOLUTION**.

### 15.3 Applicable Laws and Regulations; AML/CTF

The holding and use of the Tokens referred to in this RID, as well as any use of the services of the Issuer, are governed by the laws and regulations of the Republic of El Salvador.

This includes, without limitation, tax provisions, anti-money-laundering (“AML”) and counter-terrorism-financing (“CTF”) requirements, and applicable sanctions regimes.

The Issuer is committed to full compliance with all applicable AML and CTF legislation. These standards aim to prevent the Tokens it issues from being used for money laundering, terrorist financing, fraudulent activities, or any other illicit purpose. Regulatory compliance is treated as a matter of the highest importance, and The Issuer takes all necessary measures to mitigate financial-crime risks.

Any acceptance of a subscription or redemption request is subject to the applicable laws and regulations applicable to the Issuer or the relevant Authorized Distributor. Failure to comply with applicable legal and regulatory requirements will lead to the rejection of such request.

### 15.4 Eligible Investors and Jurisdictional Restrictions

USTBL Tokens are intended for investors who are legally permitted to acquire and hold such assets under the laws and regulations applicable to them.

Eligibility to subscribe to, acquire, hold, or trade the Tokens is subject at all times to the jurisdictional, regulatory, and platform-specific restrictions set out in **Section 10 – SELLING RESTRICTIONS**.

No person may subscribe to, acquire, or hold the Tokens if such activity would violate Applicable Laws, regulations, sanctions regimes, or regulatory requirements applicable to the Issuer, an Authorized Distributor, an Authorized Market Participant, or the investor.

Any acceptance of a subscription or redemption request remains subject to compliance with Applicable Laws and regulatory requirements, and requests may be rejected where such compliance cannot be ensured.

### 15.5 Investor Identification

Investors must complete the required onboarding process, which includes all Know-Your-Customer (KYC) and due-diligence procedures mandated by the relevant DASP platform. It is the investor’s sole responsibility to satisfy these requirements. The Issuer—and any other party involved in the offering—shall not be liable for any investor’s inability to complete onboarding or for any rejection by the DASP. Failure to comply with these requirements may limit an investor’s ability to trade or otherwise manage their Tokens.



## 15.6 Regulatory Freezes, Blocking of Transactions and Forced Redemptions

To comply with Applicable Laws, including without limitation anti-money laundering (“AML”) and counter-terrorist-financing (“CTF”) requirements and applicable sanctions regimes, the Issuer, its affiliates, and any Authorized Distributor, Authorized Market Participant or DASP involved in the lifecycle of the Tokens may, at their reasonable discretion and without prior notice, take one or more of the following actions in respect of any Token holder, Wallet, or transaction:

- block, delay, reject, suspend, or refuse to execute any subscription, redemption, transfer, exchange, or other transaction relating to the Tokens;
- freeze or restrict a Token holder’s ability to subscribe for, redeem, transfer, exchange, or otherwise deal with any Tokens;
- remove, suspend, or refuse to whitelist or re-whitelist any Wallet address, or require that Tokens be transferred only to a specific whitelisted Wallet;
- require the partial or total redemption of a Token holder’s position in the Tokens, and/or instruct the relevant Custodian Bank or DASP to credit the net redemption proceeds to a designated account or Wallet, which may remain blocked or subject to additional controls until all legal and regulatory requirements (including KYC/AML/CTF checks and sanctions screening) are satisfied; and/or
- take any other action that the Issuer reasonably considers necessary or appropriate to comply with Applicable Laws, an order or request of any competent authority, or the Issuer’s internal AML/CTF, sanctions, or risk-management policies.

Token Holders acknowledge and accept that the Tokens are issued on the Liquid Network and managed through Blockstream AMP with covenant-based, whitelist-restricted transfer controls, as further described in **Section 9 – CHARACTERISTICS OF THE PUBLIC OFFERING** and **Section 1313 – UNDERLYING TECHNOLOGY AND STANDARDS**. These technical features may be used to give effect to the measures described in this Section.

To the fullest extent permitted by the mandatory provisions of the laws of the Republic of El Salvador, neither the Issuer nor any of its affiliates, nor any Authorized Distributor or Authorized Market Participant, shall be liable (whether in contract, tort, statute, or otherwise) for any loss, damage, cost, or expense arising directly or indirectly from the implementation in good faith of the measures described in this Section, except in cases of fraud or gross negligence attributable to such party.

The Issuer’s rights under this section remain subject to its obligations under applicable laws and licenses.

The Issuer may, in accordance with its obligations under applicable laws and licenses, delay or refuse issuances or redemptions where it reasonably believes that a transaction is suspicious, may involve fraud or misconduct, violates applicable regulations, or breaches these Terms.

For the avoidance of doubt, any exercise of the rights described in this Section shall be carried out in a manner consistent with the segregation of Portfolio assets and the recognition of Token Holders’ contractual rights as described in **Section 16 17 – INSOLVENCY, SEGREGATION OF PORTFOLIO ASSETS AND TOKEN HOLDERS’ RIGHTS** and elsewhere in this RID.

## 15.7 Peer-to-Peer Transactions

Token Holders acknowledge and agree that any peer-to-peer transaction involving the Tokens (a “Peer-to-Peer Transaction”) is entered into directly and exclusively between the relevant Token Holders.

The terms, including price, timing, and settlement, are determined solely by the parties and may differ from the  $T_{NAV}$  or any prevailing market price.

Peer-to-Peer Transactions are undertaken entirely at the Token Holders’ own risk. The Issuer does not act—and shall not be deemed to act—as broker, dealer, intermediary, market maker, counterparty, agent, fiduciary, or adviser in relation to any Peer-to-Peer Transaction. The Issuer



assumes no duty to structure, arrange, review, verify, approve, or oversee any such transaction or its terms.

Each token holder is solely responsible for assessing and accepting all risks associated with any Peer-to-Peer Transaction, including, without limitation, the risk of loss of all or part of the amount invested; price volatility; illiquidity; fraud; misrepresentation; default or non-performance by any counterparty; operational or technological failures; and any tax, regulatory, reporting, foreign-exchange, or other legal consequences under the laws of any relevant jurisdiction.

Any disputes arising from or relating to a Peer-to-Peer Transaction shall be resolved exclusively between the Token Holders involved, without recourse to the Issuer. To the fullest extent permitted by the mandatory laws of the Republic of El Salvador, The Issuer shall have no responsibility or liability (whether in contract, tort, statute, or otherwise) for any Peer-to-Peer Transaction or any inability to effect, settle, or unwind such transaction.

## 15.8 Amendments

The Issuer may amend these Terms and this RID from time to time, subject to Applicable Laws and applicable regulatory requirements.

Any amendment that constitutes a **Material Change**, as defined in the Glossary and this section, shall be subject to the applicable review, notification, certification, and approval procedures of the relevant competent authority, including the CNAD, where required under Applicable Laws. Such amendments shall become effective only upon completion of the applicable regulatory process and publication on the Issuer's official website.

For the avoidance of doubt, amendments constituting a Material Change include, without limitation, amendments relating to changes to the Underlying Asset, the asset allocation framework, the methodology used to calculate the Net Asset Value (NAV), the fees or cost structure applicable to the Tokens, the technological infrastructure supporting the issuance, the financial condition of the Issuer, the existence or management of conflicts of interest, the associated risks or risk management framework, the destination or use of subscription proceeds, or issuance parameters that may affect the viability of the issuance or result in forced redemption. Amendments that do not constitute a Material Change may be implemented by the Issuer without prior regulatory approval, unless otherwise required under Applicable Laws. Such non-material amendments shall become effective upon publication on the Issuer's official website and shall be deemed accepted by Token Holders. They shall apply to all transactions initiated after the effective date. For the avoidance of doubt, non-material amendments may include, without limitation, editorial or formatting changes; clarifications or corrections; updates to descriptive or performance-related information relating to the Tokens or the Underlying Asset; enhancements to risk disclosures intended to improve investor protection; or amendments required to comply with changes in Applicable Laws, regulations, or regulatory guidance.

Without prejudice to the foregoing, the Issuer shall conduct periodic reviews of this RID and the issuance framework, in coordination with its Certifier and, where applicable, the CNAD, irrespective of whether any amendment is proposed, in order to ensure ongoing compliance with Applicable Laws and regulatory requirements.

To the fullest extent permitted by Applicable Laws, the Issuer shall not be liable for any losses arising solely from amendments required by Applicable Laws, a competent authority, or the CNAD, provided that such amendments are implemented in good faith and in accordance with the rights of Token Holders as described in this RID.

## 15.9 Token NAV Error (TNAV)

If a material error occurs in the calculation of the  $T_{NAV}$  and affects investors, the Issuer will compensate impacted investors based on the corrected TNAV:

- **Materiality:** An error is deemed material when it equals or exceeds 1 % of the corrected  $T_{NAV}$ .



- Adverse impact: An adverse impact occurs when a material error results in an overvaluation at subscription or an undervaluation at redemption.
- Communication: Once identified, the Issuer will publish details on its website and notify affected investors through their preferred communication channel
- Reimbursement: Compensation equals the absolute difference between the corrected  $T_{NAV}$  and the erroneous  $T_{NAV}$ . Payments will be made in stablecoins, using the same method as the original transaction when feasible, or another method designated by the investor.
- Exclusions: Token-to-token transactions between investors.

## 15.10 Commitments on the Use of Funds

### 15.10.1 Issuer undertakings:

To strengthen investor protection, The Issuer undertakes the following:

#### Investment integrity:

- Implement and maintain the segregation of the Portfolio Assets at both an operational and record-keeping level, ensuring that asset's part of each issuance Portfolio remain clearly identifiable and auditable at all times.
- Not use the Portfolio Assets for its own proprietary purposes and not to dispose of them other than in accordance with the redemption mechanisms described in this RID and the applicable Terms and Conditions.
- Maintain the asset allocation as described in **Section 9.4 – Asset Allocation** of this RID.
- Inform and indemnify investors for any adverse material  $T_{NAV}$  errors as defined in **Section 15.9 –  $T_{NAV}$  error**.

#### Transparency:

- Publish daily on its website the  $T_{NAV}$ ,  $P_{NAV}$ , and number of Tokens in circulation.
- Maintain and publish a periodic external-auditor certification of the issuance balances.
- Disclose any covenant breaches on the Issuer's website.

### 15.10.2 Waivers

#### Counterparty default:

The Investor acknowledges that The Issuer works with third parties whose potential insolvency or failure ("Counterparty Default") could impair the value or availability of the assets linked to this relationship.

Except in cases of fraud or gross negligence attributable to the Issuer, the Investor irrevocably waives any claim for damages, losses, or harm arising directly or indirectly from such a Default.

The Issuer does not guarantee the solvency or performance of its counterparties; it conducts reasonable due-diligence checks, which do not constitute a guarantee, warranty or surety.

In the event of a material Counterparty Default, The Issuer will notify the Investor within 30 business days of becoming aware of the event and will take commercially reasonable steps to safeguard or recover the affected assets.

The Issuer shall have no liability whatsoever for any Counterparty Default, nor for any loss or unavailability of assets resulting from the insolvency, failure, or malfunction of any custodian, bank, broker, technology provider, or other third party not directly controlled by the Issuer.

Liability shall arise only for losses directly caused by the Issuer's own fraud or gross negligence, as finally determined by a court of competent jurisdiction in the Republic of El Salvador. In such exceptional circumstances, the Issuer's total liability shall in no event exceed the total fees actually received by the Issuer in connection with the affected issuance during the twelve (12) months preceding the event.

Force majeure and fortuitous events – See **Section 15.11 - Force Majeure and fortuitous events**.



## 15.11 Force Majeure and Fortuitous Events

The Investor acknowledges that the performance of the obligations of The Issuer may be hindered by circumstances beyond its reasonable control ("Force Majeure Events").

Such circumstances include, but are not limited to, acts of government or terrorism, natural disasters (earthquakes, fires, floods), labor disputes, power outages, equipment failures, and disruptions to the Internet infrastructure.

Except in cases of willful misconduct or gross negligence by the Issuer the Investor irrevocably waives any claim for damages, losses, or harm resulting from any delay or failure to perform caused by a Force Majeure Event.

The Issuer does not guarantee the uninterrupted continuity of its services in the event of Force Majeure events, nor does it provide any warranty regarding the duration or impact of such events.

Upon becoming aware of a Force Majeure Event that materially affects operations, The Issuer shall notify the Investor within 30 business days and take commercially reasonable measures to mitigate its effects.

The Issuer shall have no liability whatsoever for any delay, failure, disruption, or impossibility of performance caused by Force Majeure Events, including failures affecting infrastructure, utilities, communication networks, custodians, marketplaces, service providers, or any external system not directly controlled by the Issuer.

Liability shall arise only for losses directly caused by the Issuer's own fraud or gross negligence, as finally determined by a court of competent jurisdiction in the Republic of El Salvador. In such exceptional circumstances, the Issuer's total liability shall in no event exceed the total fees actually received by the Issuer in connection with the affected issuance during the twelve (12) months preceding the event



## **16. INSOLVENCY, SEGREGATION OF PORTFOLIO ASSETS AND TOKEN HOLDERS' RIGHTS**

### **16.1 Segregation and Operational Structure of Portfolio Assets**

Such custody accounts and wallets are established, operated and monitored on a per-issuance basis and are not commingled with the Issuer's assets relating to other issuances. The segregation of the Portfolio Assets is implemented at both an operational and record-keeping level, ensuring that the assets relating to each issuance remain clearly identifiable and auditable at all times.

The Issuer undertakes, as a contractual obligation under this Relevant Information Document (the "RID"), not to use the Portfolio Assets for its own proprietary purposes and not to dispose of them other than in accordance with the redemption mechanisms described in this RID and the applicable Terms and Conditions.

### **16.2 Nature of Token Holders' Rights and Contractual Obligations**

The rights of the Token Holders in respect of the Tokens constitute contractual obligations of the Issuer, directly linked to the relevant Portfolio Assets and governed by this RID and the applicable Terms and Conditions.

The Portfolio Assets are economically and contractually allocated exclusively to the relevant issuance and are maintained for the sole purpose of satisfying the Token Holders' redemption rights, including redemption at the applicable Token Net Asset Value (TNAV), in accordance with the mechanisms described in this RID.

### **16.3 Insolvency and Applicable Legal Framework**

In the event of the Issuer's insolvency or liquidation, the treatment of the Portfolio Assets and the enforcement of the Token Holders' rights shall be governed by the general principles of Salvadoran civil and commercial law, together with the contractual framework established under this RID and the applicable Terms and Conditions, and subject to the procedures of the competent courts.

Each issuance has been structured so that the segregation, contractual allocation and documented purpose of the Portfolio Assets are clearly established and identifiable, and the Issuer has implemented structural, contractual and operational measures intended to support an orderly administration and realization of the Portfolio Assets in accordance with such contractual framework in an insolvency or liquidation scenario. However, the application and enforceability of such arrangements remain subject to Applicable Laws and the decisions, procedures and timelines of the competent authorities and courts.

In addition, as the Issuer is licensed and regulated as a Digital Asset Service Provider, the cessation or termination of its regulated activities is subject to the applicable administrative procedures of the CNAD under LEAD, including the submission of an orderly wind-down and liquidation plan addressing the return of digital assets and fiduciary funds held in custody, where applicable.

Such administrative procedures are complementary to, and do not replace, the application of the general civil and commercial law framework governing the liquidation of legal persons in the Republic of El Salvador.

Notwithstanding the segregation and wind-down framework described above, Token Holders should note the following legal limitations. For the avoidance of doubt, the Tokens constitute unsecured contractual obligations of the Issuer and do not confer on Token Holders any proprietary right in rem, security interest or beneficial ownership over the Portfolio Assets. The Portfolio Assets are held in the Issuer's name (including through issuance-dedicated accounts and wallets) and are segregated on an operational and record-keeping basis as described in this RID. These measures are designed to enhance investor protection and to support the orderly administration and realization of the Portfolio Assets; however, they are not intended to create a bankruptcy-remote structure.



Accordingly, in the event of the Issuer's insolvency or liquidation, Token Holders may be subject to insolvency proceedings, stays, clawback rules and competing creditor claims, and there can be no assurance that Token Holders will recover the full  $T_{NAV}$ .

#### **16.4 Insolvency Proceedings and Enforcement of Rights**

In any insolvency or liquidation proceeding of the Issuer, the administration and realization of the Portfolio Assets would be conducted by court-appointed liquidators or other duly authorized agents, in accordance with Applicable Laws and judicial procedures.

In such proceedings, the segregated nature, documented allocation and contractual purpose of the Portfolio Assets, as described in this RID are intended to be relevant elements for their administration and realization in accordance with the Applicable Laws and contractual framework. While the enforcement of the Token Holders' rights may be subject to procedural timelines, court processes or other measures applicable in insolvency proceedings, the Issuer has implemented the necessary structural, contractual and operational measures to support the orderly realization of the Portfolio Assets and the satisfaction of the Token Holders' redemption rights.



## 17. GOVERNING LAW AND DISPUTE RESOLUTION

### 17.1 Governing Law

This RID, the Tokens, the applicable Terms and Conditions and any non-contractual obligations arising out of or in connection therewith shall be governed by and construed in accordance with the laws of the Republic of El Salvador.

The governing law of the Tokens and of the Issuer's obligations under this RID shall not be affected by the distribution, marketing or trading of the Tokens in any other jurisdiction.

### 17.2 Cross-Border Distribution and Local Regulatory Requirements

The Tokens are issued under the legal and regulatory framework of the Republic of El Salvador. The offering, distribution, marketing and trading of the Tokens **outside El Salvador** may be subject to **additional local laws, regulatory requirements, investor protection rules, disclosure obligations or restrictions** applicable in the relevant jurisdiction.

Any such local requirements apply solely to the **offering, distribution, marketing and intermediation** of the Tokens **in the relevant jurisdiction** and **do not alter or replace**:

- the governing law of the Tokens,
- the rights and obligations of the Issuer and the Token Holders under this RID,
- the applicable Terms and Conditions,
- or the legal framework governing the Issuer and the Portfolio Assets.

Additional jurisdiction-specific disclosures, legends or supplements may be required in connection with any such distribution.

Where the Issuer, an Authorized Distributor or a Market Participant is authorized or licensed to distribute the Tokens in a jurisdiction outside El Salvador, such distribution shall be conducted **in compliance with the applicable local laws**, without affecting the legal character of the Tokens as digital assets issued under Salvadoran law.

### 17.3 Mandatory Resolution of Disputes Through Arbitration

Any Dispute (as defined below) shall be resolved by binding arbitration in accordance with this Section.

#### 17.3.1 Mandatory arbitration; scope

Except for the Excluded Claims set out in **Section 17.3.8- Excluded claims; interim or injunctive relief** below, any dispute, controversy, or claim arising out of or relating to this RID, the Tokens/Digital Assets, any applicable terms, conditions, notices, disclosures, or other documentation referenced herein, or the accuracy, completeness, interpretation, validity, formation, breach, termination, or enforceability of any of the foregoing (each a "Dispute"), including any non-contractual obligations arising out of or in connection therewith, shall be finally resolved by confidential, binding arbitration.

#### 17.3.2 Individual basis only; waiver of class, collective, representative, coordinated, and consolidated proceedings

Arbitration shall be conducted **only on an individual basis**. No Dispute may be brought, heard, administered, or resolved as a class, collective, representative, private attorney general, coordinated, or consolidated action or proceeding. The arbitral tribunal shall have **no authority** to:

- conduct any form of class, collective, representative, coordinated, or consolidated arbitration,
- join or consolidate the claims of more than one person,



- (iii) (preside over any proceeding involving more than one claimant, or
- (iv) award relief for or against any person who is not a named party to the arbitration.

If any portion of this subsection is found unenforceable as to a particular claim or request for relief, then that claim or request for relief shall be decided by a court of competent jurisdiction (and not by arbitration), and the parties agree that it shall be severed from the arbitration and stayed pending the outcome of the remaining arbitrable claims.

### **17.3.3 Pre-arbitration notice and informal resolution period**

Before commencing arbitration, the initiating party must send the other party a written notice of Dispute describing:

- (i) the nature and basis of the Dispute,
- (ii) the facts supporting the Dispute,
- (iii) the relief sought, and
- (iv) the initiating party's contact information.

The parties shall attempt in good faith to resolve the Dispute for at least thirty (30) days after receipt of the notice before any arbitration demand is filed.

### **17.3.4 Rules; administration; seat**

The arbitration shall be conducted under the **CPR International Non-Administered Arbitration Rules**, as in effect on the date the arbitration demand is submitted, except as modified by this Section 17.3. The **seat** (legal place) of arbitration shall be the **Republic of El Salvador**, and the arbitration shall be subject to the mandatory provisions of Salvadoran arbitration law applicable at the seat.

### **17.3.5 Language; translations**

The language of the arbitration shall be **Spanish**. Any material submission or documentary evidence originally prepared in a language other than Spanish may be required to be accompanied by a Spanish translation, unless the parties agree otherwise or the arbitrator determines that translation is unnecessary for fairness and efficiency.

### **17.3.6 Arbitrator; qualifications; appointment**

The arbitration shall be decided by a **sole arbitrator**. The parties shall attempt to jointly appoint the arbitrator within **thirty (30) days** following commencement of the arbitration. Failing agreement, the arbitrator shall be appointed in accordance with the CPR rules (or, if necessary, by a competent court at the seat).

The arbitrator shall be **resident and physically based in El Salvador** and shall have substantial experience in complex commercial disputes and/or financial markets and digital asset matters, and shall be independent and impartial.

### **17.3.7 Procedure; hearing format; discovery limitations; confidentiality**

Unless the parties and the arbitrator agree that an in-person hearing is required, hearings shall be conducted by videoconference or other remote means. Discovery shall be limited: no discovery shall be conducted except as authorized by the arbitrator upon a showing of need, and the arbitrator shall seek to minimize burden and cost. The arbitration (including filings, evidence, transcripts, and the award) shall be confidential, except to the extent disclosure is required to enforce an award, comply with applicable law or regulation, or respond to a lawful request by a competent authority.

### **17.3.8 Excluded claims; interim or injunctive relief**

"Excluded Claims" means claims seeking:



- (i) injunctive or equitable relief to prevent or stop actual or threatened misuse of confidential information, data, intellectual property, fraud, cyber misuse, unauthorized access, or circumvention of compliance, sanctions, AML/CTF, or transfer-control measures, or
- (ii) interim measures necessary to preserve the status quo, protect assets, or prevent irreparable harm.

A party may seek such relief in a court of competent jurisdiction without waiving arbitration for any other Dispute.

#### **17.3.9 Costs; fees; relief; award.**

The arbitrator may award any relief that a court of competent jurisdiction could award under applicable law, subject to the limitations in this RID and this Section 17.3. The arbitrator may allocate arbitration costs and, where permitted by applicable law, reasonable attorneys' fees, taking into account the circumstances of the case and the parties' conduct. Judgment on the award may be entered and enforced in any court of competent jurisdiction.

#### **17.3.10 Arbitrator authority; separability.**

The arbitrator shall have the power to determine the arbitrator's own jurisdiction and any objections with respect to the existence, scope, formation, or enforceability of the arbitration agreement in this Section 17.3. This arbitration agreement is severable from the remainder of the RID and shall survive termination or invalidity of any other provision to the maximum extent permitted by applicable law.

#### **17.3.11 Mass arbitration protocol (batching and bellwethers).**

For purposes of this Section 17.3, "Mass Arbitration" means twenty-five (25) or more arbitration demands asserting substantially similar claims arising out of or relating to this RID, the Tokens/Digital Assets, or the applicable terms and conditions, filed against the Issuer (or related parties) by individual claimants who are represented by the same counsel or by counsel acting in coordination.

Notwithstanding the requirement that all arbitrations be conducted on an individual basis (and without authorizing any class, collective, representative, coordinated, or consolidated proceeding), if a Mass Arbitration occurs, the parties agree to the following process to promote efficiency and good-faith resolution:

- a. Staging / batching (batch size = 25). The demands shall be processed in batches of twenty-five (25) cases. Only the first batch may proceed initially. All remaining demands are stayed pending completion of the steps below.
- b. Bellwether selection (non-precedential). From the first batch, the parties shall select three (3) cases to proceed first as bellwethers. If the parties cannot agree on the bellwethers within ten (10) days, the arbitrator (or appointing authority) shall select them. The bellwether awards shall be non-precedential and shall not bind any other claimant or proceeding.
- c. Mandatory settlement window. After final awards issue in the bellwether cases, the parties shall participate in a mandatory good-faith settlement conference or mediation for at least thirty (30) days regarding the stayed demands.
- d. Next batches. If the stayed demands are not resolved, the next batch of twenty-five (25) may proceed, repeating the bellwether + settlement-window steps.
- e. Tolling. Any applicable limitation periods shall be tolled for each stayed demand from the date that demand is submitted until the stay is lifted for that demand.
- f. No consolidation / no representative relief. Nothing in this subsection (k) authorizes class, collective, representative, coordinated, or consolidated proceedings; each arbitration remains individual.



#### 17.4 Jurisdiction of Courts

To the extent that arbitration is not applicable, is not available or is not enforceable in a particular circumstance, **the courts of justice of the Republic of El Salvador shall have exclusive jurisdiction** to settle any dispute, controversy or claim arising out of or in connection with this Relevant Information Document, the Tokens or the applicable Terms and Conditions.



## 18. TAX REGIME

This issuance benefits from Article 36 of the Digital Asset Issuance Law.

In accordance with Article 36 of the Digital Asset Issuance Law, certain tax exemptions may apply in El Salvador to the Issuer's public issuance of digital assets, as in force at the date of this RID and subject to change.

These benefits include:

### 18.1 Tax exemptions

Both the nominal value and any returns or income derived from digital assets are exempt from all forms of taxes, levies, fees, and contributions. This includes exemptions from Transfer Tax on Movable Goods and the Provision of Services, Income Tax, and Municipal Taxes, as well as all other forms of taxes, regardless of their nature. Furthermore, capital gains or ordinary income from the sale or transfer of digital assets, including debt forgiveness, are also exempt from taxation. Investors may be subject to taxes, reporting obligations and withholding in their jurisdiction of residence, citizenship, incorporation and/or where the Tokens are held or traded.

### 18.2 General fiscal advantages

Issuers, certifiers, and registered service providers of digital assets benefit from all aforementioned fiscal advantages, fostering a favorable environment for digital asset operations.

### 18.3 Disclaimer on tax advice

While this RID outlines the fiscal benefits associated with the digital assets issued by the Issuer under Article 36 of the Digital Asset Issuance Law, it is important for participants to understand that the Issuer does not provide tax advice. Participants are advised to consult their own tax professionals to fully understand the tax implications of purchasing, holding, or disposing of digital assets in accordance with their personal tax circumstances and laws applicable to them. The Issuer assumes no responsibility for any tax advice provided by third parties, nor for participants' compliance with tax laws.



## 19. DISCLAIMER - IMPORTANT, PLEASE READ

**This Relevant Information Document** (this “RID”) is published by NexBridge Digital Financial Solutions S.A. de C.V. (the “Issuer”) in connection with the public offering of the digital assets described herein (the “Tokens”) in the Republic of El Salvador, pursuant to the Ley de Emisión de Activos Digitales (“LEAD”) and the applicable rules, regulations and authorisations of the Comisión Nacional de Activos Digitales (“CNAD”).

**Outside the Republic of El Salvador, this RID is provided solely for informational purposes and does not constitute**, and shall not be construed as, **an offer to sell or a solicitation of an offer to buy** the Tokens in any jurisdiction where such offer, solicitation, sale or purchase would be unlawful or would require registration, licensing, approval or authorisation of the Issuer or any other person. The distribution of this RID, and the offering, sale, subscription, holding and transfer of the Tokens, are subject to **selling restrictions and investor eligibility requirements** described in this RID. This RID may be distributed **only in jurisdictions where such distribution is legally permitted**.

The Tokens may be subscribed, acquired or redeemed **exclusively through Authorized Distributors or other permitted channels described in this RID**, including, where applicable, the Issuer acting on an **execution-only, investor-initiated basis** and subject at all times to applicable laws, regulatory requirements, and AML/CTF controls. The Issuer does not target or actively solicit investors in any jurisdiction where it is not authorised or permitted to do so under Applicable Laws.

### 19.1 No Investment Advice

This RID **does not constitute investment advice, legal advice, tax advice or a recommendation** to acquire, hold or dispose of the Tokens. Each prospective investor must make its own independent assessment of the Tokens, the Issuer, the Underlying Asset, and the risks involved, and should consult its own professional advisers before making any investment decision.

### 19.2 Accuracy of Information and Responsibility

The Issuer is responsible for the information contained in this RID. **To the best of the Issuer’s knowledge and belief, having taken all reasonable care to ensure that such is the case**, the information contained herein is, as at the date of this RID, **accurate, fair and not misleading in all material respects**, and **does not omit material information required to be disclosed** under Applicable Laws.

Certain information contained in this RID is derived from **third-party sources**, including financial institutions, custodians, auditors, market data providers and publicly available information. Such information is believed by the Issuer to be reliable; however, **the Issuer does not independently verify all third-party information and no assurance can be given as to its continued accuracy or completeness**.

### 19.3 Forward-Looking Statements, Assumptions and Projections

This RID may contain **forward-looking statements**, estimates, projections, assumptions or expectations regarding, among other things, the performance of the Underlying Asset, valuation methodologies, liquidity mechanisms, market conditions, operational processes or regulatory developments. Such statements are based on **assumptions and information available to the Issuer at the date of this RID** and involve **known and unknown risks, uncertainties and other factors** that may cause actual results or outcomes to differ materially from those expressed or implied.

**No representation or assurance is given** that any assumptions, projections, forecasts or expectations will be realised, and investors should not place undue reliance on such forward-looking statements.



#### 19.4 Performance, Valuation and Liquidity Considerations

No assurance is given as to the performance, value or secondary-market trading price of the Tokens.

While the Issuer has established redemption and liquidity arrangements as described in this RID, the ability to process redemptions and provide liquidity is dependent on the continued tradability and liquidity of the Underlying Asset, the functioning of the relevant markets, and the performance of custodians, intermediaries and settlement systems.

Extraordinary events, including market disruptions, trading halts, delisting, suspension or insolvency of the issuer of an underlying asset, or other events affecting the underlying markets, may delay, restrict or prevent the liquidation of the Underlying Asset and, consequently, the timely processing of redemptions.

#### 19.5 Regulatory Classification and Cross-Border Treatment

The Tokens are issued as Digital Assets under the legal and regulatory framework of El Salvador. **The regulatory classification and treatment of the Tokens may differ in other jurisdictions**, including being treated as securities, derivatives, utility tokens or other regulated or unregulated instruments, depending on the applicable laws and regulatory interpretations. It is the sole responsibility of each investor to ensure that the acquisition, holding and disposal of the Tokens complies with the laws and regulations applicable to that investor. For the avoidance of doubt, the Tokens do not constitute exchange-traded funds (ETFs), shares in any fund, UCITS, or collective investment schemes, nor are they sponsored, endorsed, issued, sold, or promoted by any issuer of the Underlying Asset, any fund manager, or any index provider.

#### 19.6 Taxation

The tax treatment of the Tokens may vary depending on the investor's jurisdiction of residence, citizenship, incorporation or the place where the Tokens are held or traded. Any references in this RID to tax treatment under Salvadoran law are provided **for general informational purposes only** and **do not constitute tax advice**.

#### 19.7 Risk Factors

An investment in the Tokens involves a number of risks. Prospective investors should carefully consider **all risk factors described in Section 14 - ASSOCIATED RISKS AND RISK MANAGEMENT** before acquiring the Tokens. Not all risks can be foreseen or predicted, and additional risks may arise that are not currently known or considered material.



20. APPENDICES

