



Bucharest, July 15th, 2022
OUR REF: STAS-CS-01-07152022

From: Mr. Florin Suciu
STAS, LLC
CEO, President
STAS, LLC Las Vegas

Attn: Board of Directors
Credit Suisse Bank

Dear Ladies/Sirs,

First, I want to thank you for the opportunity offered to present our “stas network financial platform” for money transfer, micro-payments, full e-government solutions for tax collections, the VAT collections, integration of the national Insurance for employees, and more integration, strategies and new projects than we can develop using our future electronic transactions gateway.

This letter will serve also as a letter of intent for our interest in getting a loan/credit for this project on behalf of our company and our partners from Europe and the USA. As we specify we are seeking for a **\$50,000,000 loan for a period of 5 years** with a potential of 1 year grace period that can be guaranteed by our Corporate Bonds we will issue on your behalf.

Each party can and may assign a third party to complete the future agreement and obligations based on the necessary project's requests or future clients-investors strategies.

1. TOPICS OF OFFERED SERVICES AND NEGOTIATION.

Our company and my partners agree to negotiate in good faith, to perform and have assist you with the following:

Establish a business relation in the intentions of developing our digital projects in Europe to be able to integrate the companies/country financial systems in The Global Internet of Things network based on our financial electronic transaction platform, we will be enabling STAS, LLC Las Vegas & Partners to develop the following:

- ❖ Establish business relations with representative commercial agents in regards of trading process for the project and us. This is necessary to be able to give all the necessary requested data regarding the project for/from our departments.
- ❖ Pay the consultancy fees for the agents based on our Agent Agreement with them.
- ❖ Do the full Due diligent for the project.
- ❖ Collect/Control and market data acquired through the unique position as Consultant for our clients needs.
- ❖ Support all costs of this future agreement and the pre-agreement process fees and expenses and transfer these costs direct to us after the financing is done.
- ❖ The discussions related to the LOI from our part need to be clarify on certain details after we will have the Non-disclosure and Non-circumvent Confidentiality Agreement signed and we'll get the requested info from you for our project preparation(identifications of the bank status, transfer of funds procedure, financial laws in place for taxes and trading and more).



Our partners from USA and Europe will assist us with the above tasks as well as in the following areas:

- ❖ Do the Due Diligent and Establish contact with the Managing departments of your bank and make the proposition on our behalf to you.
- ❖ Elaborate two strategies for this transaction to secure and build “the image” of the future financial transactions between us. These strategies will include ways for the financial arrangements.
- ❖ Secure a Project cost for this transaction at a value that will be agreed in the DEFINITIVE Agreement between us.
- ❖ Secure a Lock-Period for this transaction of maximum 3 month (15-30 days for Due Diligent and memorandum of Understanding signed, 15-30 days for developments, purchasing and trading strategy, 5-15 days for filling the requested papers and accounts opening, 5-15 days for signing all the documents and the DEFINITIVE Agreement).
- ❖ Initiate a business relation for all potentials future clients which choose to utilize the opportunities through your bank’s new services - thus including potential merchants to benefit by becoming a “Marketer and Partner” or a “Agent” of our company, The chamber of Commerce, Unions, Universities, Sports clubs and more. Details to be determined.
- ❖ Assist STAS, LLC Las Vegas and its Partners with implementing the future European “Client-Network” to secure the trading program in the future for our needs and our clients.

2. DEFINITIVE AGREEMENT.

The DEFINITIVE AGREEMENT between us would contain terms and conditions which are appropriate for a transaction of this kind, including, but not limited to:

- Representations and warranties from STAS, LLC Las Vegas for Obtaining of the rights to use our certain intellectual properties for internal implementation and marketing, publications, provisions concerning notice, force majeure, indemnification, liability, confidentiality, choice of law, termination, and other similar provisions.
- These refer but not limited to the materials and documents already I presented and send it to you and future more.

Execution of the DEFINITIVE AGREEMENT by each party is subject to all necessary consents and approvals, including, but not limited to, all required legal and corporate approvals of each party.

3. CONFIDENTIALITY CLAUSE.

“Confidential Information”, for the purposes of DEFINITIVE Agreement means:

Any business or technical information including but not limited to any information relating to STAS, LLC & Partners transactions plans, strategy designs, costs, prices and names, finances, marketing plans, business opportunities, personnel, research, development or know-how;

Any information that is designated by the disclosing party as "confidential" or "proprietary" or, if orally disclosed, reduced to writing by the disclosing party within thirty (90) days of the disclosure; and the terms and conditions of DEFINITIVE Agreement.

Exclusions. “Confidential Information” does not include information that:

Is developed by the receiving party independently and without use of or concerning the disclosing party's Confidential Information;



Is obtained by the receiving party from a third party without restriction on disclosure and without breach of a nondisclosure obligation;

Is in or enters the public domain other than through the fault or negligence of the receiving party and without breach of the DEFINITIVE Agreement;

4. NATURE OF AGREEMENT TO NEGOTIATE IN GOOD FAITH.

This LOI is not an agreement to agree nor does it commit either party to proceed with the transaction contemplated by the PARTIES.

Rather it is a contract as to the conduct of the good faith negotiations and the issues, upon which the parties will, in good faith, endeavor to negotiate and prepare the DEFINITIVE AGREEMENT regarding with the Final PROJECT approved by the parties.

STAS, LLC Las Vegas & Partners agree to negotiate in good faith, and exclusively for a period not to exceed 3 months, unless extended by mutual agreement by the parties.

It is not considered good faith bargaining to conduct parallel negotiations with third parties with respect to the transaction contemplated by this AGREEMENT, to fail to disclose information relating to the transaction, and to refuse to negotiate.

For the start of the Preliminary Project you have to agree that will not be any consultancy and integration fees or any Performance Bond that will be paid to you to STAS, LLC Las Vegas to be able to prepare the documents for this transaction. If both parties agreed on this LOI, we can move forward with the project and the Memorandum of Understanding.

Unfortunately without a full integration and development of the data-center and the “stas network” platform can't be done an Preliminary Project called – PILOT PROJECT- to include a measurable clauses and tasks that our part must comply(such as – checking the Data center, a demo-API, a presentation of the project, all of them based on getting an exclusive BIN from your bank at your choice where we can integrate and develop an pilot solution of our platform with your bank and even start issuing the money transfer cards, and more) all of these are now proves by our previous transactions.

If the parties fail to enter into a DEFINITIVE AGREEMENT within the said period then the parties have no further obligations to one another and neither is entitled to any compensation from the other party for any reason connected with the negotiations or their termination, or with respect to the contemplated transaction. STAS, LLC Las Vegas will have no obligation “to leave” any integration or investment done and the transactions will be stopped.

5. GOVERNING LAW.

The validity and interpretation of this AGREEMENT and the legal relation of the parties are under the laws of State of Nevada and Switzerland and under the rule of the International Arbitrage Chamber.

In consideration for the above-mentioned services both parties agree to be responsible for the nominal cost incurred by theirs staff with the accommodation, transport, air-fair, programming, integration and any additional costs incurred while implementing the above suggested project.

The DEFINITIVE Agreement will have the full information regarding this issue.

6. UNDERSTANDINGS ABOUT “STAS Network” PLATFORM SERVICES.

The “stas network” financial platform was developed on the core of the “ebsg” transnational platform in the USA and after the development and integration can be launch as a global turnkey solution if use our future data-center in the USA and develop “proxy servers “ in all the financial Institution abroad. The “stas network” platform after get our Exclusive BIN can be integrated with your bank and can offer the possibilities to issue cards (debit, co-branded, loyalty, ID etc.) and develop the merchant business either from our patented pPOS and I-swipe K financial KIOSKS or virtual terminal through e-commerce.



Our platform's main features is to offer a **money transfer solution in real time and with zero marginal costs per transactions between accounts** and if necessary the “stas” cards can be integrated also with PLUS, STAR, INTERLINK and VISA and with Master Card, CIRRUS and MAESTRO for an extra costs for the “Association”.

That's means the “stas” cards after the integration can be used at ANY ATM in the world and ANY POS where VISA and MasterCard cards works. As you realized, we are the **ONLY REAL COMPETITION WORLDWIDE** for The Association (VISA and MasterCard made this association in 2005) to control the worldwide electronic transactions) but All with **ZERO MARGINAL COSTS** excluding the usage of other banks ATM's for money withdraw.

The “stas” cards have the unique abilities to transfer money between cards account via internet, POS, ATM and mobile solution.

The main solutions of the “stas” platform offer the possibilities to have transactions between:

1- BUSINESS 2 BUSINESS

-Suppliers, merchandises, services

2-BUSINESS 2 PERSON

-Payroll, commissions, bonus

3-BUSINESS 2 GOVERNMENT

-VAT, taxes

4-GOVERNMENT 2 PERSON

-Retirement, children allocation, social support, military payroll

5-PERSON 2 BUSINESS

-Services, gas, water, electricity, donations

6-PERSON 2 PERSON

-Money transfer local and international

7-PERSON 2 GOVERNMENT

-Taxes, contributions

8-PERSONAL AND CORPORATE AGENTS FACILITIES

-loading, withdraws, transfers, cards sales

9-SUB-LICENSING FACILITIES FOR OTHER BANKS OR NFI

Trading, clearing, agents network development, tellers.

Based on this features WE developed the “European Electronic ID-CARD solution and for ”TAX-ID Card solution” and a lot of other “marketeer solutions” (which are proprietary cards programs for clients) develop for your/our future merchants. One of the main project was the full e- government project developed for the future NO CASH societies and the Integration in the Global IoT.

The main EU states started in 2009, the “Monnet Project” to developed a financial electronic platform but not finalized by Top 5 banks in EU to escape of VISA and MasterCard fees witch are billions in costs yearly for the EU countries).

The “stas Network” card solution can have all the look of the new Electronic ID-CARD with all the info required by the Administration law and with stripe, smart chip, contact-less and NFC solution:

1. For peoples the cards can have the following information's on it:

- personal data
- fingerprint
- medical history
- bank account
- retina scan
- insurance data
- driving tickets history
- driving data



- credit history
- Tax Id No.

2. For companies the cards can have the following information's on it:

- Company data
- Fiscal code
- Bank account – IBAN for European Clients
- Credit history
- Tax ID

You understand that the “stas” platform has the feature for electronic transactions and e-commerce solution with a very advanced security for electronic transactions and for e-voting solutions too. The solution for e-government project was presented to a couple Governments since 2010 but not installed because of the other party.

Based on only one BIN (Bank Identification Number) our “stas network” platform can develop till 999 solutions for 999,999 accounts and have a card attached to it for each account. This integration and development will be determined by us based on your banking and collections strategy and for the needs of the future merchants we will integrate.

The full “bank fees strategy” can be developing by request. Because we are the ONLY ONES to have ZERO MARGINAL COST PER TRANSACTION, we change the banking paradigm and we are collecting ONLY a Monthly fee per each account. The fees will be determined by your bank and this cost as monthly fee per each account will be paid based on each program, we will develop for you and for our future clients. You must understand that these fees will be split as a determined percentage between us and the bank and to cover the operational costs of our company. These percentages will be established in the Definitive Agreement.

As I presented the main four solutions will be integrate first as turn-key solutions developed for:

- money transfer
- donations
- travel cash
- micro payments (our solution can collect 1 cent)
- main internet client access to Micro-pod site

We will present you a detailed Project management development plan by steps, costs and tasks of the project. We will have the project included into the signed Definitive Agreement.

7. PREIMINARY “STAS Network” PROJECT DESCRIPTION.

Elements of the project – developed for the bank

1. Issuing the electronic cards, establish the fees and charges and their trading platform
2. Secure & Compliance
 - Patents for technologies used (issued in USA 6749114, 7299980, 7735121 and 7810735) as the only financial institution such debit card and comply with other Internet payment solution (VISA , MasterCard) owned by STAS, LLC Las Vegas and its partners.

Mission

To provide complete solutions to increase efficiency and security of the bank and to offer for state and the population to reduce costs and transfer payments while providing new features, mobility and greater functionality.

Electronic Payment Solutions

Types of electronic card payment possible fees and charges:

- G2P - government to person,
- P2G - persons to government,
- P2C - person to companies,
- C2P - companies to persons,



P2P - persons to persons and many more options.

Other fees and service possible

Payments to or for the population of the state and companies or financial institutions VAT

Employees pay wages and pay compensation

Pay sales commissions to people under or non-banked

Loyalty Payment Solutions, rewards, discounts

Payment reimbursement of expenses

Payment in disaster and emergency

Paying insurance rates and insurance reimbursements

Paying for healthcare and reimbursement of healthcare

Payment of government benefits

Compensation payments for state or non-governmental

Micro payments - Type 1 cent

The "stas Network" cards

A "stas Network" card can be used as an alternative to traditional payments for people with or without pre-existing bank accounts. By choosing to use a "stas" card, payment is made to an account for each financial entity open to a bank as "master" and are insured and guaranteed by the state according to International and European Financial laws.

This account can be linked to an account and a card, and the card can be used as a debit or pre-paid type of solution according to which it was issued. The solution was used before when our platform was integrated with an US bank and it worked worldwide as you can see from Cards accounts statements. For Europe will be adapted for the IBAN when we have the bank BIN for integration.

The "stas Network" cards can be personalized with photos and personal data and thus becoming electronic identity card will be debited or credited depending on the type of solution, with a 4 digits PIN.

The "stas Network" cards features may vary by payer and payees needs.

The "stas Network" platform can develop up to 999 marketer solutions each with 999,999 accounts in only one BIN.

Characteristics of the "stas Network" cards

The "stas Network" cards have ZERO Marginal Cost for transfer between accounts and electronic payments are made in real time. If necessary, a "commissions fees structure" can be developed by request for the financial institutions clients entities or future marketer clients.

This will reduce operational costs, payment and collection time for the clients and the bank.

A "green" solution that eliminates paper in processing and reports is ready for all the reports available in digital format. Could be freed and subsequent print payment receipts virtually eliminated the need to use paper in the first phase.

Ability to pay in real time leads to maximize use of funds by each beneficiary the money being made "instant".

Also, the possibility of integrating all village shops, small and medium enterprises and any counter will reduce the cost of "Cash" and the collection of the VAT and any other taxes by state and future merchants will be done instantly.

Cards can be integrated with any current payment or collection systems the state use and that will reduce the costs and the time to nearly zero and real time.

The "stas network" cards can be used at any POS or ATM where the card uses the other solutions on the market with the international assessment fees costs. By using other bank's ATMs, the transactions will be charged (as all transactions in this moment) with a 1% International assessment fee by VISA and MasterCard Association and the ATM costs and gateway used costs.

That's why is imperative to introduce and develop our own network of I-swipe K Financial Kiosks and pPOS with our proprietary equipment to cut all these costs from the process.



The “stas” cards and platform simplifies and reduces the time for re-conciliation bank account (Clearing is done instant).

Reduce costs and any lost cards at ATMs or internet fraud where "thieves" of Master Account has access to the client.

The recurring solution eliminates the need for repetitive single payment standard client accounts - type utilities, rates, fixed fees all of these can be done by a recurring system.

Enhances brand image and positioning of the private type labeling solutions are a viable too.

Payments access have the possibility of being develop till the level of bar-codes for kids' usage, food stamps cards or any other solutions by marketer requests.

Increase loyalty and confidence in using electronic payment instruments, which are only guaranteed by the State through their issuance by a state bank (Right now the “stas” card solutions are "identified" as the safest banking transaction option and electronic business secure and guaranteed on the market).

Costs and payment for the “stas” cards and charges

Based on our “zero marginal costs” solution the usual electronic transaction costs will be establishing by the bank and us.

- Set-up card solution – once per solution
- Custom Design – per marketer program
- Card issuance – direct, by mail, by agents
- Activation of the card – after receiving the PIN
- Add value to your card – direct, from any other account, cash at the agents, transfer from any another card
- Shipping - postal cost, agent's fees
- Marketeer Solution* is based on the minimum 10,000 cards issued per program” and has to be determined and paid by the marketer/ merchant.

The “stas” Card management features

- Issue no credit check - opening new account type "taxes".
- Without the existence of a bank account - the account is opened with instant card issuance bank account and for the European market for any IBAN.
- No overdraft fees – it may be granted instant credit by the bank to cover the payments for taxes based on an agreement with the state authorities and the client.
- No fee for cashing at our own ATMs.
- Funds are immediately AVAILABLE - in real time – for use or withdraw.
- The possibility of issuing a "Companion" card – for wife, children, any family member.
- Possibility instant checking account by phone, internet or directly to our agents.
- Cards and bank account insured under the legislation in force.
- E-mail or text alert on request.
- Traceability controls spending and real time account.
- Replace the card if lost or stolen-first for free.
- Monitoring and control of fraud.
- Access to our STAS network Financial kiosks and any other bank's ATMs worldwide where Visa or MasterCard logos appear.
- The purchasing power of tens of millions of retailers worldwide.
- Cash back at retailers or agents - pay, transfer and withdraw cash at ATM or agents
- 24/7/365 Customer Support in two languages (local and English) - more languages can be set up by request for extra costs.
- Internet banking and mobile access via telephone type – full mobile banking by Apps.
- Security enhanced with the possibility of an extra 3-4-digit code – viable for e-voting, e-tax, e-health



The “stas Network” cards FEES

To be analyze and subsequently agreed with your bank.

- ATM withdrawal – the issuer fees, International Assessment fees
- ATM withdrawal (international) - the issuer fees, International Assessment fees
- Investigation (ATM) - the issuer fees, International Assessment fees
- Investigation (Web & IVR) – can be set-up for a fee (the cost is Zero)
- Point of Sale (POS) – zero or can be set up for a fee
- Monthly Account Maintenance – set up a minimum (1 dollar per month/account) or per day
- Card 2 Card Transfer – zero costs for the processor. This will or can be set up as an income for the agents, bank, state based on the bank/government strategy.
- By bank transfer 2 Card Account – bank transfer fees
- ATM Checking account – zero or can be set up
- Currency Conversion – from local currency to USD, Euro or RMB can be set up
- Customer Service – can be set up

Note: You must understand that the fees will be based on the your bank strategy and policy and are based on current payments infrastructure integration and rapid consumer adoption in the solutions implemented to pay by cardholder.

To create a new proprietary platform based on STAS NETWORK™ platform that will use data centers "proxy data center servers" administered by each branch or "region" in the future and can be developed by request of the bank-client.

The "stas" Platform Presentation

Our electronic transaction platform and gateway is based on a proprietary series of programs based on managing and checking accounts, savings, current payments, fees and tax, debit, stored-value cards, Payroll, Gift cards, Loyalty cards, in a closed loop environment or open one depend of the Governmental project.

- The solution is a "turn-key" – and requires the integration with a bank to use an exclusive bank BIN.
- Secure SSL - based interface.
- Real-time processing.
- Achieving including design, printing and personalization of cards - in – house.
- 24/7/365 Customer Service Bilingual - minimum in English and local language.
- 24/7/365 Front office, Back office, Customer service and billing service.

Risk Management

- Fraud monitoring service in real time.
- For 1 exclusive bank BIN – we can develop individual 999 different programs with 999,999 accounts each.
- For 1 BIN - on level controls, settings, parameters, fee structure.
- Real-time identity authentication (iDEA - proprietary).
- Account / card / mobile products - open loop or closed loop combination.
- Account / card / credit - the activation solution type "tax credit".
- Account / card / debit - the account opening.
- Stock value - actual account value.
- Prepaid Card – can be purchased from Agents, stores, offices, tellers.
- Payroll account type – by order for each client / merchant.
- Gift account – card may be issued for any value, reloaded or one time used depending of the order.
- Loyalty Account – by order from the clients / merchants.
- Combination of identification on online cardholder terminal by card / pin or user / password
- Virtual account "companion"- by requests.
- Real-time control – 24/7/365



- Savings account – by requests.
- Deposit (CDs) - Deposit Account – by requests.
- Solution Customer - Type marketer - Vodafone customer type, super-markets chains, merchants, clubs.
- Solution – marketer program/ local / national / international
- Global solution – in place.
- Solution Limited – can be done by region, city, postal code, merchant type, mall, chain, product barcode
- Card with parental control solution for minors – blocked for using for cigarettes, alcohol, outside of the school's shops
- Private interfaces labeled – by order for client solutions
- Connectivity to external programs - VISA, MasterCard, etc. by request.
- Web-based online banking solutions – full.
- Interactive Voice Response (IVR) banking – in place.
- Mobile Phone and Java interfaces – also by apps.
- Issuing integrated platform – in place.
- Real time transactions – and clearing.
- Multi function Card – by requests. Not recommended for the government solutions.
- Account balance in real time - online, mobile, IVR.
- Details of the transaction - on- line, print on demand.
- Local transfers, international transfers – money transfers card to card.
- Product information- about cards, programs or agents
- Communications (the disputes if any)

Security

All interfaces at all levels of access are web based secure access.

- Secure Socket Layer (SSL) secured - Level VISA, MasterCard, Discover
- Username and password: user / password
- Two factor authentication levels (patented) – card number / pin
- Compliant with PCI, TG3 & TR39 audits, in addition to various platforms certified by third parties (First Data, Global Payments, TS data center YS, Card-works, etc.)
- Securing in accordance with legal requirements - as well as Visa and MasterCard
- CDD, possibility development solution "customer profile" for personal credit score development.
- Update the internal database daily.
- All accounts opened and can be validated monthly, daily and weekly.
- Front office and back office adaptable to the requirements of the legislation in force.
- Cards can be developed as "non- copied" using solution “MagTek - MagnePrint”
- Cards can be printed, embossed, 5 layers protections, with stripe, chip, NFC – by requests.

Budget

- The “stas Network” License and full set up of "Proxy servers" and connections – to be determined
- Project "pilot" - the use of "data center" of STAS, LLC & partners in the USA – to be determined
 - The STAS, LLC Las Vegas European Partners participation to set-up Project – to be determined
- The STAS, LLC Las Vegas participation to start-up – to be determined
- The STAS, LLC Las Vegas Project development services – to be determined
- The total budget will be based on the final project ordered by the government and will include also the STAS, LLC Las Vegas participation invested by our company and partners in this project.

The DEFINITIVE Contract we will negotiate will include also our maintenance services, software developments, commissions and future services and incomes from the monthly and set-up transactions fees.

Note: The budget does not include equipment for the collection and transfer of payments (cards, printers, offices, servers, PPOs Swipe sites and e-kiosks) and accommodation in Switzerland for our personnel team costs. This will be determined based on the local situations, the equipment's for local In



Proxy Center, the number of cards and programs, the Set-up Budget, Start-up Budget and a six-month Roll-over costs.

This Letter of Intent summarizes the terms of our earlier discussions we had with Mr. Petar Hristov and the presentations regarding this project by our team.

After the understanding of the procedures and the desired “project”, we will want to offer a solution to have this project done, that’s why we will give you (as participation in the final project budget) a discount from our part because we understand the importance of having this project done in Europe and offer a “tomorrow solution” for financial market and your needs , today.

Our motto is ***“We bring the future to you and help you build it!”***.

The Services and all the inventory both physical or intellectual we will bring in this project is 100% proprietary and will be adapted to the most advanced financial solutions on the international market.

After we receive your response and your Project specific needs by tasks, locations, programs, clients both for GOVERNMENT and Corporations and any other information you think we need to know we will have an evaluation and we will get back with our project proposal.

You can check it and together will determine the steps, stages, implications set-up, start-up, monthly roll-over, personnel needs, specialization, equipment’s, cards numbers, state locations, agents’ network in the country and more to work for the final participation in this project.

After your preliminary evaluation we will have a Memorandum of Understanding signed by both parties and we will prepare the first version of the DEFINITIVE AGREEMENT for STAS NETWORK Project development.

We promise you that working with your team we will set-up the future European’s standards in financial transactions and e-governments solutions.

Yours,

Florin C. Suci

President, CEO

Representative of

STAS, LLC Las Vegas

Date: July 15th, 2022

Florin C. Suci

(To be completed and returned to sender)

Representative of

Print Name: _____

Title: _____

Date: _____

Signature: _____

This letter of intent contains 10 (ten) pages only.