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# Blueprint

for the tokenization of shares of Swiss corporations  
using the distributed ledger technology

October 2018

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## Table of contents

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1.	Introduction.....	4
2.	Why tokenize shares? .....	4
3.	A few things to consider before tokenizing shares.....	5
§ 3.1	Issuing tokenized shares to the public has consequences for the issuer .....	5
§ 3.2	Issuers should seek professional advice before using this blueprint .....	5
§ 3.3	Compliance with foreign laws on the public offering of securities .....	5
4.	The tokenization process .....	6
§ 4.1	Adapting the issuer's constitutive documents .....	6
§ 4.2	Preparation of the smart contract.....	7
§ 4.3	Preparation of marketing materials .....	8
§ 4.4	Issuance of the shares .....	8
§ 4.5	Board resolution to tokenize shares .....	9
§ 4.6	Gathering of the tokenholders' blockchain addresses .....	9
§ 4.7	Going live – Deploying the smart contract for the tokens.....	9
§ 4.8	Allocation of the tokens to shareholders .....	10
5.	Reversal – Cancellation of tokens by the issuer.....	10
6.	Corporate actions .....	10
7.	Fees for blockchain transfers / smart contract interactions.....	11

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## Table of Appendices

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1.	Specimen of provisions for the issuer's articles of association for the suppression of the right to receive certificated shares .....	12
2.	Specimen of internal regulations .....	14
3.	Specimen of provision prohibiting the registration of nominees in the share register.....	19
4.	Main features of a smart contract for the tokenization of shares.....	21
5.	Minimum contents of an offering prospectus for new shares under Swiss law .....	23
6.	Outline of the process for the issuance of new shares under Swiss law.....	24
7.	Specimen of register of uncertificated securities .....	26
8.	Confirmations to be obtained from persons to whom tokenized shares must be allocated .....	27
9.	Board resolution to tokenize shares .....	28

## 1. INTRODUCTION

This document describes the process pursuant to which equity securities of Swiss corporations (*sociétés anonymes / Aktiengesellschaften*) can be "tokenized", *i.e.* incorporated into digital tokens recorded on a blockchain.

The legal aspects of the procedures described in this document are based on a legal opinion that Prof. Dr. Hans Caspar von der Crone from the law school of the University of Zurich provided to the Capital Markets and Technology Association ("**CMTA**") on 7 September 2018. The full text of the opinion is on file with the CMTA and is available to CMTA's members.

In this blueprint, the terms "equity securities" and "shares" are used indistinctly to designate both voting shares (*actions / Aktien*) and non-voting shares (*bons de participation / Partizipationsscheine*) issued by Swiss corporations. Unless specified otherwise, the principles outlined in this document apply to both types of securities. The corporation that issues the shares to be tokenized is referred to indistinctly as the "issuer" or the "company".

For the purpose of this blueprint, the tokenization process does not involve the issuance of shares in the form of tokens, in the sense that the shares and the tokens would be one and the same instrument. As a matter of Swiss corporate law, the issuance of shares involves various steps – in particular a registration in the commercial register – that are different from those involved in the issuance of tokens. Rather, this blueprint describes the *process through which shares that have already been issued pursuant to Swiss corporation law can be "wrapped" into digital tokens*, so that the tokens and the underlying shares are tied to each other in a manner that prevents the shares from being transferred without the corresponding tokens and vice-versa.

This blueprint addresses the tokenization of shares. It does not address the manner in which transactions involving tokenized shares can be tied with other transactions on a blockchain, *e.g.* the manner in which a transfer of tokenized shares can be tied to a payment in cryptocurrencies for these shares.

There may be ways to tokenize the shares of a Swiss corporation other than those described in this blueprint. Also, the tokenization process outlined herein can potentially be applied to tokens created on various types of blockchains, either public or private. In this document, it is however assumed that the tokens will be created using the public version of the Ethereum blockchain, as deployed on the date of this blueprint, or another blockchain that supports smart contracts.

The masculine form has been used throughout this document for ease of reading, but refers to any gender.

## 2. WHY TOKENIZE SHARES?

Shares of Swiss corporations are transferable securities. As such, they can be traded freely, unless the articles of association of the issuer restrict their transfer. However, absent tokenization, the transfer of shares involves certain formalities, which complicates trading in a digital world. Typically, the transfer of shares requires a written instrument (and sometimes the delivery of physical certificates), or the credit and debit of securities accounts kept by banks or other custodians. The current legal framework regarding digital signatures is ill-fitted for the securities markets.

Tokenizing shares makes it possible to transfer these securities by electronic means, without a signed document or the involvement of a bank or of another professional custodian being required. It simplifies the process through which securities can be sold to investors, and makes it possible for issuers to raise capital simply. Also, compared to the digital tokens that are issued in the context of traditional "initial coin offerings" (ICOs) and which incorporate bespoke contractual

claims against the issuer, tokenized shares have the advantage of representing financial instruments that are well known to investors, that are governed by a clear legal framework, and that investors can consequently understand without significant work.

This makes tokenized shares particularly suitable for public offerings. Tokenization makes it possible for issuers to take advantage of modern digital networks to reach a broad circle of potential investors. The distributed ledger technology also enables issuers to keep track of their investors in a simple and efficient manner. In addition, although the existing Swiss stock exchanges do currently not authorize the listing of tokenized shares, current Swiss legislation allows banks and other financial intermediaries to create trading facilities for such instruments.

The tokenization of shares consequently enables issuers to raise capital and have their shares traded in a quick, simple and efficient manner. As such, it constitutes an alternative to traditional initial public offerings (IPOs) or ICOs.

### **3. A FEW THINGS TO CONSIDER BEFORE TOKENIZING SHARES**

#### **§ 3.1 Issuing tokenized shares to the public has consequences for the issuer**

Tokenizing shares may be an efficient way to make these securities available to a large number of persons and to raise capital. It however has consequences. In particular, it may be more difficult to sell a company that has a large number of shareholders than a company owned by a small number of persons. Also, certain transactions – such as mergers or the issuance of new shares – may be more difficult to carry out in a company that has a large shareholder base.

These circumstances must be considered before a tokenization process is initiated. Certain issues – such as whether the shares to be tokenized should be voting or non-voting securities – should be assessed before action is taken.

#### **§ 3.2 Issuers should seek professional advice before using this blueprint**

This blueprint is published by the CMTA to serve its purpose, which is to facilitate the use of blockchain technology in capital markets. This blueprint was prepared on the basis of a legal opinion obtained from a reputable expert, and the CMTA believes the principles outlined herein to be sound and reasonable. The CMTA does however not provide consulting or other forms of advisory services, and this blueprint must not be construed as legal or any other form of advice on the tokenization of shares. The tokenization of shares involves many complex steps and issues. It also involves the use of computer codes that may cause serious damage to the issuers or investors involved in the event of errors or failures. Companies willing to raise capital through the distribution of tokenized shares should not act or rely on this blueprint without appropriate professional advice.

#### **§ 3.3 Compliance with foreign laws on the public offering of securities**

The process described in this blueprint may be used to sell shares to a large number of persons. It is however important to consider that, in Switzerland and in many foreign jurisdictions, the public offering of securities (and in particular of equity securities) involves obligations for the issuer, such as the publication of an offering prospectus. In certain foreign jurisdictions, the public offering of securities may also be subject to the prior approval of governmental or regulatory authorities. Violation of the relevant laws may have serious legal consequences, and may constitute a criminal offence. It is therefore of key importance that the distribution of tokenized shares be organized in a manner that makes it possible to comply not only with Swiss law, but also with applicable foreign laws.

## 4. THE TOKENIZATION PROCESS

This section describes the steps that need to be taken to tokenize shares of Swiss corporations.

### § 4.1 Adapting the issuer's constitutive documents

Tokenizing shares requires that the articles of association of the relevant issuer contain specific provisions and do not contain language that makes the process impossible. It also requires that the relevant issuer adopts internal regulations, which will formalize the manner in which the tokenized shares will be transferred on the blockchain.

#### 4.1.1 Ability to issue shares in uncertificated form

From a legal perspective, the simplest manner to tokenize shares is to have these securities issued in "uncertificated" form (meaning that the shares are not incorporated in physical certificates, and are issued in the form of so-called "*droits-valeurs*" or "*Wertrechte*" within the meaning of Article 973c of the Swiss Code of Obligations). Issuing shares in uncertificated form is generally permitted as a matter of Swiss law, unless the articles of association of the relevant issuer specifically require the creation of physical certificates. Any provision to that effect must consequently be removed.

To be sure, tokenizing certificated shares is possible. It however involves additional measures (such as the use of a suitable custodian for the certificates) without particular benefits.

#### 4.1.2 Exclusion of the right of shareholders to request the delivery of certificates

If the shares to be tokenized are issued in uncertificated form, the right of shareholders to request the delivery of physical share certificates must be excluded. This is necessary because once the shares have been wrapped into digital tokens, removing them from the tokens involves certain steps that the company will only want to take when it considers it appropriate, rather than when one of its shareholders decides that it wishes to receive a certificate. Excluding the right of shareholders to request the delivery of physical certificates requires the inclusion of a particular provision in the issuer's articles of association, similar to the one used by issuers whose shares are listed on a stock exchange. An example of such provision is set forth in [Appendix 1](#)

#### 4.1.3 Delegation to the board of directors of the responsibility to define the rules for the transfer of tokens and the exercise of voting rights

Because the only information publicly available about tokenholders is an identifier for the tokenholder's blockchain account (commonly referred to as a "blockchain address"), rather than personal information such as a name or an address, issuers of tokenized shares must identify these persons before they register them in their share register and allow them to exercise shareholder rights.

The manner in which such identification is to be carried out (e.g. the nature of the information that the tokenholders need to provide to the company) does not need to be specified in the articles of association of the issuer. A provision giving authority to the board of directors to define such criteria suffices.

It is also advisable that the board regulations that govern the identification of shareholders also cover other topics. Transfers of tokens on a blockchain can only be reversed under a limited set of circumstances, which are determined by the features of the smart contract that governs the tokens. Such transfers will consequently often be recognized and enforced even if their validity is subsequently challenged for reasons such as error or fraud. The validity of the transfers recorded on the blockchain can be upheld in such a case, because the parties who agree to trade tokenized shares, by doing so, implicitly waive their right to reverse transactions that have been executed

using the smart contract that governs the tokens. It is however advisable that the board of directors specifies in internal regulations the principles that govern the transfer of tokens on the blockchain.

An example of internal regulations addressing the various topics outlined above is set forth in Appendix 2.

#### **4.1.4 Prohibition of the right to register shares in the name of nominees**

Issuers may decide that they want to identify the beneficial owners of their tokenized shares, and not only their legal owners. To do so, they may introduce in their articles of association a provision that prohibits the registration of nominees as shareholders. An example of such provisions is set forth in Appendix 3.

### **§ 4.2 Preparation of the smart contract**

The tokenization process involves twinning shares with tokens, so that the transfer of the tokens necessarily triggers a transfer of the shares associated with them.

Because the tokens evidence the ownership of the shares, it is necessary that they behave like shares upon occurrence of corporate events such as capital increases, splits or mergers. To achieve this, the smart contract used to create and manage the tokens must have certain functions, some of which are detailed in Appendix 4. For example, Swiss company law does not permit the transfer of fractions of shares. The smart contract used to create and manage the tokens must consequently only make it possible to transfer whole numbers of tokens.

Also, while dividend payments and other cash distributions of the issuer will generally be carried out outside of the blockchain (*i.e.* through a transfer of fiat currencies from the issuer's bank account to the tokenholders' bank accounts), issuers may wish to carry out distributions in kind or corporate actions such as rights offerings on the blockchain. This can be achieved by adding specific functions (or the flexibility to later add specific functions) in the smart contract for the shares. It is also possible to handle such corporate actions through the use of one or several separate smart contracts. For example, in the case of a rights offering, the issuer can create a separate smart contract that will issue and allocate tokens representing rights to acquire shares to existing shareholders. The smart contract for the shares must consequently support such corporate actions, or at least not interfere with their implementation through the use of separate smart contracts.

The various functions of the smart contract can be coded using the Solidity computer language or another language supported by the relevant blockchain.

As part of the preparation of the smart contract, the company will need to create a blockchain address specific to the issuer. Appropriate security measures need to be taken to safeguard the private keys associated with that blockchain address. The management of such private keys is not addressed in further details in this blueprint. It is however an important topic that needs to be considered.

The development of the smart contract is a critical part of the tokenization process. Before the smart contract is used to create and manage tokenized shares, it is advisable to verify its proper functioning in a test environment. An independent review of the smart contract's code is also advisable.

### **§ 4.3 Preparation of marketing materials**

If new shares are being offered to the public (*i.e.* beyond a limited circle of persons), an *offering prospectus* must be produced and communicated to the persons to whom the shares are being

offered. Under current Swiss law, contrary to what is the case in other jurisdictions (and in particular in the U.S. and in the European Union), this document does not need to be submitted to or approved by a governmental or regulatory authority. This, however, will change under the Swiss Federal Act on Financial Services that was adopted in June 2018, and which is expected to become effective in 2020.

Offering prospectuses and marketing materials, however denominated (e.g. "white papers"), must be prepared with care, because any person who participated in the preparation or publication of such documents is personally liable towards investors for the damage caused to them as a result of inaccurate, misleading or incomplete statements therein. The minimum content of an issuance prospectus under current Swiss law is outlined in Appendix 5.

Exemptions from the duty to prepare a prospectus may be available under certain circumstances. However, even when the publication of a prospectus is not required by law, the disclosure of inaccurate or misleading information in marketing materials may be a source of liability. Intentional material omissions or misstatements in such materials can also give rise to accusations of fraud.

#### **§ 4.4 Issuance of the shares**

As mentioned in the introduction, the tokenization process contemplated in this blueprint involves the wrapping of existing shares into digital tokens. The first step of the process consequently consists in issuing the relevant shares. This can be achieved by either using shares already in issue, or by causing the company to issue new shares through a share capital increase.

No particular actions need to be taken in this respect if the shares to be tokenized are already in issue, *i.e.* if the tokenization process relates to the shares of existing shareholders exclusively.

Some specific actions are required, however, if the tokenization process relates to shares that are to be newly issued (for example in connection with a public offering). If new shares need to be issued, they must first be subscribed by someone – who can be either an individual or a company – paid for in accordance with the requirements of Swiss company law (generally by the transfer of the issuance price on a blocked bank account) and registered in the local commercial register. More information on the share issuance process can be found in Appendix 6.

Only after the shares have been validly issued can the tokenization process strictly speaking be initiated. To minimize the amount of cash that needs to be deposited to issue the new shares, it is possible for the company to issue these shares at par value. The difference between the par value and the price at which the tokens are subsequently sold to investors can generally be recorded as a capital contribution in the company's balance sheet, *i.e.* as capital reserves. The point must however be discussed with the company's auditors and tax advisors on a case-by-case basis.

As mentioned in Section 4.1.1 above, the simplest way to tokenize shares is to have the relevant securities issued in uncertificated form. To achieve this, the relevant shares must be recorded in a *register of uncertificated securities*, which must be kept by the company itself. A specimen of a register of uncertificated securities can be found in Appendix 7.

To procure that the transfer of the tokens on the blockchain gives rise to a valid transfer of the underlying shares from a Swiss corporate law perspective, the holders of the relevant shares must consent to the tokenization process. Form of appropriate consent can be found in Appendix 8. The consent of subsequent acquirers of tokenized shares can be inferred from their decision to acquire the tokens and the publicity given to the issuer's articles of association and related internal regulations.

#### **§ 4.5 Gathering of the tokenholders' blockchain addresses**

The actual allocation of the tokens to specific holders requires the company to gather their blockchain addresses. If the tokens are granted to existing shareholders of the company, the



relevant information may be readily available. If the tokenization is made with a view to the offering of shares to new investors, the information will need to be obtained from the relevant persons.

In theory, the process of collecting the tokenholders' blockchain addresses could be separated from the process of identifying the relevant shareholders. To avoid issues that may arise in connection with regulations against money laundering or sanctioned countries, it is however advisable to run the two processes simultaneously, and to avoid delivering tokens to persons who have not been adequately identified. Form of appropriate representations to be obtained from potential tokenholders can be found in Appendix 8.

### **§ 4.6 Board resolution to tokenize shares**

Absent provisions to the contrary in the company's articles of association, once the relevant shares have been validly issued, the decision to tokenize them is within the authority of the board of directors.

As a practical matter, the board resolution must cover both the tokenization of the shares strictly speaking – *i.e.* the decision to wrap certain specified shares into digital tokens – and the adoption of the internal regulations referred to in Section 4.1.3 above. Examples of the manner in which the relevant resolution can be drafted can be found in Appendix 9. An example of internal regulations is set forth in Appendix 2.

As a practical matter, it will often be convenient for issuers to tokenize all the shares of a particular class. This, however, is not mandatory. An issuer can, for example, decide to tokenize the new shares resulting from a share capital increase, while keeping the existing shares of the same class in certificated form.

### **§ 4.7 Going live – Deploying the smart contract for the tokens**

After gathering the blockchain addresses of the company's shareholders or new investors and adequate testing, the smart contract can be deployed on the blockchain.

The steps for the deployment of the smart contract on the Ethereum blockchain can be summarized as follows:

- The smart contract cannot be deployed in Solidity language. Rather, it must be compiled in bytecode, the computer code language in which instructions are executed on the Ethereum blockchain.
- On the Ethereum blockchain, the deployment of a smart contract is treated as a transaction. Such deployment must therefore be broadcast on that network. The transaction must be initiated from an existing blockchain address, controlled by the issuer.
- As this is the case of every transaction on the Ethereum blockchain, the deployment of the smart contract is subject to fees, which must be paid by the issuer in Ethers (see Section 7 below).
- The smart contract will be deployed once the transaction has been validated by the network and included in a block on the chain. When deployed, the smart contract is automatically allocated a blockchain address.

### **§ 4.8 Allocation of the tokens to shareholders**

Once it has gathered the blockchain addresses of the company's shareholders and deployed the smart contract that governs the tokens, the issuer can allocate the tokens to the shareholders' blockchain addresses.

The token allocation process can be automated, by means of a smart contract developed to that effect.

## **5. REVERSAL – CANCELLATION OF TOKENS BY THE ISSUER**

As mentioned above, the decision to use the distributed ledger technology to tokenize shares will generally be taken by the issuer's board of directors. The board can also reverse such a decision. Such an action may be necessary in the event of a temporary or permanent malfunction or unavailability of the blockchain or of the smart contract that governs the tokens (e.g. in the event of hacking, governmental restriction or network congestion).

The process to de-couple shares from the digital tokens with which they were associated is similar to the one by which the board cancels share certificates that have been surrendered to it, or withdraws shares that had been deposited with a custodian and were as a result traded pursuant to the Swiss rules on intermediated securities. In such a case, the company can either keep the relevant shares as uncertificated securities or, if permitted by the articles of association, wrap the shares into individual or global certificates. The company can also deposit the shares with a professional custodian and have them traded as intermediated securities.

From a technical perspective, on the Ethereum blockchain, the cancellation of tokens can be achieved by using the issuer-only "Killswitch" function of the smart contract (see Appendix 4). This function cancels existing tokens or performs actions to a similar effect, but does not affect the record of past transactions in the blockchain. Although the shares associated with the cancelled tokens can no longer be traded on the blockchain, the last entries recorded before the token was cancelled is evidence of the shareholders' legal title to the relevant shares. These entries can consequently be used to identify the persons entitled to the delivery of new tokens or share certificates, as applicable.

If the cancellation relates to some of the tokens only (and not to all of them), the operation can be carried out by using the "Cancel and Reissue on Replacement Address" and "Modify Total Supply" functions outlined in Appendix 4. In such a case, the tokens to be retired are first transferred to a dedicated blockchain address of the issuer before being cancelled.

## **6. CORPORATE ACTIONS**

Unless specific functions have been created to that effect in the smart contract that governs the tokens, corporate actions such as dividend payments, other distributions, splits, grant of subscription rights or mergers cannot be carried out automatically. Such actions require either a separate payment (e.g. a transfer from a cash or securities account of the company to a cash or securities account identified by the shareholders to that effect) or a cancellation of the existing tokens and the allocation of new tokens on the blockchain address of the former holders (see § 4.2 above).

## **7. FEES FOR BLOCKCHAIN TRANSFERS / SMART CONTRACT INTERACTIONS**

On the Ethereum blockchain, every operation of the smart contract is subject to a fee (so-called "gas"), which must be paid in Ethers. "Gas" fees are not only due in the event of transfer of tokens from one blockchain address to another but also for other operations, such as the deployment of the smart contract on the Ethereum blockchain or communications between tokenholders and the issuer (if such communications take place by means of the smart contract).

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The fees are generally levied on the party that initiates the operation. For the deployment of tokens and corporate actions carried out by means of the smart contract (e.g. corporate actions involving the cancellation of existing tokens and the issuance of new tokens), the fees will consequently be due by the issuer. For transfers of tokens, the fees will be levied on the transferor.

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## Appendix 1

### Specimen of provisions for the issuer's articles of association for the suppression of the right to receive certificated shares

Provision for the suppression of the right to receive certificated shares (*clause statutaire d'émission d'actions à impression supprimée / Statutarische aufgehobene Titeldruck Klausel*)

#### Article [●]: Types of shares

The company may issue its shares in certificated form (in the form of single or global certificates) or in uncertificated form. The company may, at any time and without the approval of shareholders, convert the shares it issued in one of these forms into shares issued in another of these forms. Shareholders have no right to request that shares issued in one of these forms be converted into another.

A shareholder registered in the company's share register may request from the company a statement of the shareholder's registered shares at any time. Shareholders have no right to the printing or delivery of share certificates. The company may, however, at its option, print and deliver share certificates at any time.

If the shares are issued in certificated form, they are numbered and signed by a member of the board of directors. The signature may be inserted as a facsimile. If the shares are issued in uncertificated form, they are recorded in a register of uncertificated securities, which must be signed by a member of the board of directors.

#### Article [●]: Types d'actions

La société peut émettre ses actions sous forme de papiers-valeurs (certificats individuels ou globaux) ou sous forme de droits-valeurs. La société peut, en tout temps et sans le consentement des actionnaires concernés, convertir les actions émises dans l'une de ces formes en actions émises dans une autre de ces formes. Les actionnaires n'ont pas de droit d'obtenir que les actions émises dans l'une de ces formes soient converties en actions émises dans une autre de ces formes.

Un actionnaire inscrit au registre des actions de la société peut demander en tout temps à ce que la société atteste du nombre d'actions inscrites à son nom au registre des actions. Les actionnaires n'ont pas le droit de demander l'établissement ou la remise de papiers-valeurs. La société peut toutefois décider en tout temps d'établir et de remettre de tels papiers-valeurs.

Si des actions sont émises sous forme de papiers-valeurs, ces derniers sont numérotés et signés par un membre du conseil d'administration. La signature peut être apposée en fac-simile. Si les actions sont émises sous forme de droits-valeurs, elles sont inscrites dans un registre des droits-valeurs signé par un membre du conseil d'administration.

Artikel [●]: Arten von Aktien

Die Gesellschaft kann ihre Aktien in Form von Wertpapieren (als Einzel- oder Globalurkunde) oder in Form von Wertrechten ausgeben. Die Gesellschaft kann jederzeit und ohne die Zustimmung der betroffenen Aktionäre die Aktien, welche in einer der genannten Formen ausgegeben wurde, in eine andere der genannten Formen umwandeln. Die Aktionäre haben keinen Anspruch darauf, dass die in einer der genannten Formen ausgegebenen Aktien in einer anderen Form ausgegeben werden.

Ein im Aktienbuch der Gesellschaft eingetragener Aktionär darf von der Gesellschaft jederzeit einen Auszug der im Aktienbuch auf seinen Namen eingetragenen Aktien verlangen. Die Aktionäre haben keinen Anspruch auf die Ausstellung oder Zustellung von Wertpapieren. Die Gesellschaft darf jedoch nach eigenem Ermessen jederzeit solche Wertpapiere aus- und zustellen.

In Form von Wertpapieren ausgegebene Aktien werden nummeriert und von einem Mitglied des Verwaltungsrats unterzeichnet. Die Unterschrift kann als Faksimile eingefügt werden. Werden die Aktien als Wertrechte ausgegeben, werden sie in ein Wertrechtbuch eingetragen, welches durch ein Mitglied des Verwaltungsrates unterzeichnet werden muss.

## Appendix 2

### Specimen of internal regulations

#### **Regulations of [name of the company] regarding the transfer of tokenized shares and the identification of tokenholders**

The board of directors of [name of the company] (the "**Company**") has adopted these regulations pursuant to Section [●] of the Company's articles of association.

These regulations determine (i) the process pursuant to which the ownership of the shares of the Company that have been associated with digital tokens can be transferred, (ii) the procedure pursuant to which tokenholders can be recorded in the Company's share register and (iii) the consequences of a non-registration of a tokenholder in the Company's share register.

#### **1. CREATION OF TOKENIZED SHARES**

The board of directors of the Company can decide that some or all of the shares issued in the form of uncertificated securities will be associated with digital tokens recorded and traded using the distributed ledger technology.

In such a case, the board of directors will identify the shares that are to be tokenized, and approve the smart contract establishing the tokens, including the distributed ledger on which the tokens will be recorded and traded (the "**Blockchain**").

#### **2. TRANSFER OF OWNERSHIP**

Tokenized shares are transferred through registration of the new tokenholder on the Blockchain exclusively. An assignment of tokenized shares is only valid if it is permanently recorded on the Blockchain.

The transfer of a private key associated with a Blockchain address to which tokenized shares are allocated does not give rise to a transfer of the corresponding tokenized shares. However, if the tokenholder transfers control over the private key to a third party, such tokenholder will no longer be deemed to hold the corresponding shares for its own account. It may as a result be de-registered from the Company's share register pursuant to Section [●] of the Company's articles of association.

The transfer of tokenized shares remains valid even if the agreement based on which the tokenized shares were transferred is invalidated, for example further to a material error of one of the parties or fraud.

If the invalidity of the agreement based on which the transfer of tokenized shares was effected is acknowledged in a final decision issued by a court of competent jurisdiction, the Company can decide to cancel the relevant token and allocate a new token to the person who has been identified as the rightful owner of the tokenized shares.

### **3. IDENTIFICATION OF TOKENHOLDERS AND REGISTRATION IN THE COMPANY'S SHARE REGISTER**

#### **3.1 Share register**

Pursuant to Section [●] of the Company's articles of association, the Company only recognizes as shareholders the persons recorded in the Company's share register.

With respect to tokenized shares, only the holders of the relevant tokens can be recorded in the share register as a shareholder. The registration takes place at the request of the relevant tokenholder.

#### **3.2 Registration request**

##### **3.2.1 Contents**

With respect to tokenized shares, a request for registration in the Company's share register must contain the following information:

- (i) Blockchain address to which the tokenized shares are allocated;
- (ii) first and last name (for individuals) or corporate name (for legal entities and unincorporated partnerships) of the tokenholder;
- (iii) place of residence (for individuals) or registered office (for legal entities and unincorporated partnerships) and valid postal address of the tokenholder;
- (iv) date of birth (for individuals) or date of constitution (for legal entities and unincorporated partnerships);
- (v) nationality(ies) (for individuals);
- (vi) email address;
- (vii) telephone number;
- (viii) total number of tokenized shares held on the Blockchain under the same Blockchain address and total number of tokenized shares held by the tokenholder (if different);
- (ix) the IBAN of a bank account opened in the name of the tokenholder with a bank established in Switzerland or in another member State of the Organization for Economic Co-operation and Development (OECD); and
- (x) the confirmation that the applicant holds the relevant tokens for its own account, and not as a nominee for one or more third parties.

The Company can, at any time, request a tokenholder to confirm that the information set forth in his or her previous registration request remains accurate and up to date.

##### **3.2.2 Form**

To be valid, the registration request must be made in writing or by electronic means approved by the Company. The Company can require that registration requests be submitted by specific electronic means, and reject registration requests submitted by other means.

### 3.2.3 Supporting information

The registration request must be supported by the evidence required under Part I of CMTA's "AML Standards for Digital Assets" of October 2018.

### 3.3 **Consequence of registration**

Once recorded in the Company's share register, a tokenholder is entitled to exercise all the financial and participation rights associated with the tokenized shares recorded under its name in the share register.

By contrast, a tokenholder who is not registered in the share register does not have any right as a shareholder of the Company. For example, the relevant tokenholder is not entitled to a portion of dividends paid by the Company or to vote during general meetings. In the event of a subsequent registration, the shareholder rights only arise and accrue for the period that follows the registration.

### 3.4 **De-registration**

Upon being informed or having otherwise knowledge of a transfer of one or several tokenized shares (*i.e.* because such transfer is permanently recorded on the Blockchain), the Company strikes off the tokenholder from the share register with respect to the transferred tokens.

## 4. **LOSS OR THEFT OF PRIVATE KEYS**

If a tokenholder loses access to his tokens, *e.g.* because the corresponding private key has been lost or stolen, the Company proceeds as indicated in this Section 4.

### 4.1 **Registered tokenholder**

If the tokenholder who claims to have lost access to the tokens (the "**Applicant**") was recorded in the Company's share register as the holder of such tokens, then:

- (i) After having identified itself in a manner satisfactory to the Company, the Applicant must notify the Company that he has lost access to certain tokens (the "**Lost Access Tokens**") and specify the Blockchain address to which the Applicant has lost access.
- (ii) The Company will, on three separate occasions, publish a notice on its website and in such other media as the Company may find appropriate, stating that it will cancel and reissue the Lost Access Tokens to a Blockchain address designated by the Applicant unless, within [30] days following the date of the first publication, a third party claims to own and provides *prima facie* evidence that such third party is the rightful owner of the Lost Access Tokens.
- (iii) The Company will also send a letter to the (postal) address of the Applicant (as evidenced by the share register), with a copy of the email sent by the Applicant to the Company and of the notice published on the Company's website.
- (iv) The Company will ask the Applicant to provide a Blockchain address to which the reissued tokens must be allocated, and to confirm that such Blockchain address is controlled by the Applicant exclusively.
- (v) Unless the Company has received a notice from a third party that includes *prima facie* evidence that such third party owns the Lost Access Tokens, the Company will cancel and reissue the Lost Access Tokens to the Blockchain address designated by the Applicant.



- (vi) If, before reissuing the Lost Access Tokens, the Company receives a notice from a third party that includes *prima facie* evidence that such third party owns the Lost Access Tokens, it will inform the Applicant of the fact and invite the Applicant to bring the matter to the competent courts.
- (vii) Upon receipt of a final decision from a Swiss court acknowledging the ownership of the Lost Access Tokens, the Company will cancel and reissue the Lost Access Tokens to the Blockchain address that will have been designated by the person identified as the rightful owner of the Lost Access Tokens.

#### **4.2 Unregistered tokenholder**

If the Applicant was not recorded as the owner of the Lost Access Tokens in the Company's share register, then:

- (i) The Applicant must demonstrate in a manner satisfactory to the Company that the Applicant is the rightful owner of the Lost Access Tokens.
- (ii) If the Applicant has provided evidence satisfactory to the Company that the Applicant is the rightful owner of the Lost Access Tokens then, prior to reissuing the Lost Access Tokens, the Company will, on three separate occasions, publish a notice on its website and in such other media as the Company may find appropriate, stating that it will cancel and reissue the Lost Access Tokens to a Blockchain address designated by the Applicant unless, within [30] days following the date of the first publication, a third party claims to own and provides *prima facie* evidence that such third party is the rightful owner of the Lost Access Tokens.
- (iii) The Company will ask the Applicant to provide a Blockchain address to which the reissued tokens can be allocated, and to confirm that such Blockchain address is controlled by the tokenholder only.
- (iv) The cancellation and re-issuance of the Lost Access Tokens will take place in the manner described in Section 4.1(v) to (vii) above.

### **5. SHARES NOT INCORPORATED INTO A TOKEN**

#### **5.1 Entry into the share register**

With respect to shares that are not incorporated into a token, a request for registration in the Company's share register must contain the following information:

- (i) first and last name (for individuals) or corporate name (for legal entities and unincorporated partnerships) of the shareholder;
- (ii) date of birth (for individuals) or date of constitution (for legal entities and unincorporated partnerships);
- (iii) evidence of the ownership of the shares with respect to which the registration is requested (if the shares have been issued in certificated form, the relevant share certificate);
- (iv) total number of shares (other than tokenized shares) with respect to which the registration is requested;
- (v) valid email address of the shareholder;
- (vi) place of residence (for individuals) or registered office (for legal entities and unincorporated partnerships) and valid postal address of the shareholder;

- (vii) the IBAN of a bank account opened in the name of the shareholder with a bank established in Switzerland or in another member State of the Organization for Economic Co-operation and Development (OECD); and
- (viii) the confirmation that the applicant holds the relevant shares for its own account, and not as a nominee for one or more third parties.

The Company can, at any time, request a shareholder to confirm that the information set forth in his or her previous registration request remains accurate and up to date.

## 5.2 Sale of shares

After having identified itself in a manner satisfactory to the Company, shareholders must notify the Company as soon as they sell any of the Company's shares.

The transfer of uncertificated shares that have not been incorporated into tokens is only valid if it has been notified to the Company.

Shareholders who have notified the Company that they have sold shares are struck off from the register with respect to the shares they have sold.

## 6. DECISIONS ON "HARD FORKS" AND SIMILAR EVENTS

Disagreement among stakeholders of the Blockchain may result in a split of a relevant Blockchain into two or more incompatible versions (such an event a "**Hard Fork**").

Hard Forks are expected to cause the tokens representing shares of the Company to be duplicated, *i.e.* one version of the tokens will remain on a specific version of the Blockchain, while the other version of the tokens will be traded on another version of the same Blockchain. In the event of a Hard Fork, the board of directors of the Company will decide which version of the Blockchain the Company supports. Only tokens traded on the version of the Blockchain supported by the Company will be recognized as representing shares of the Company. Until such a decision is made, the Company will support the version of the Blockchain that follows the rules and protocols of such Blockchain that were in force immediately prior to the Hard Fork (*i.e.* the "legacy" version of the relevant Blockchain). The Company can decide to freeze the execution of transactions on the Blockchain until a decision has been made on the version of the Blockchain that it supports.

## 7. EXEMPTIONS AND DELEGATION

The board of directors may grant exemptions from the requirements set forth in these regulations.

The board of directors may delegate the authority that is ascribed to it under these regulations. The delegation can be made in favour of the Company's executive management, another body of the Company, or to third parties.

### Appendix 3

#### Specimen of provision prohibiting the registration of nominees in the share register

##### Article [●]: Share register

The company shall keep a share register, which shall contain the names and addresses of the owners or usufructuaries of the shares, together with the other information required under these articles of association or by the board of directors.

The company recognizes as shareholders the persons who are recorded in the company's share register as the owners or usufructuaries of shares.

Persons having acquired shares of the company will be recorded in the company's share register as shareholders, provided that they confirm in the manner specified by the company that they are holding the shares so acquired in their own name and for their own account. The company may ask a shareholder to repeat that confirmation at any time.

After having heard the relevant person, the company may cancel the registration of a shareholder from the share register with retroactive effect with respect to some or all of such shareholder's shares if the registration in the share register turns out to have been made on the basis of inaccurate information provided by the shareholder or if the relevant shareholder refuses, upon request, to confirm that he holds the relevant shares in its own name or for its own account. The relevant shareholder is informed of the cancellation.

The board of directors may adopt regulations on the transfer of shares and their registration in the company's share register.

##### Article [●]: Registre des actions

La société tient un registre des actions, qui mentionne le nom et l'adresse des propriétaires et des usufruitiers d'actions, ainsi que les autres éléments requis par ces statuts ou par le conseil d'administration.

Est considéré comme actionnaire ou usufruitier à l'égard de la société celui qui est inscrit au registre des actions en qualité de propriétaire ou d'usufruitier d'actions.

Les acquéreurs d'actions sont inscrits au registre des actions de la société en qualité d'actionnaires s'ils confirment selon les modalités prévues par la société détenir les actions en leur propre nom et pour leur propre compte. La société peut en tout temps demander aux actionnaires de réitérer cette confirmation.

Après avoir entendu la personne concernée, la société peut radier avec effet rétroactif l'inscription d'un actionnaire au registre des actions pour tout ou partie des actions que ce dernier détient lorsque l'inscription a été faite sur la base d'informations fausses données par l'acquéreur ou que ce dernier refuse sur demande de confirmer détenir les actions en son propre nom et pour son propre compte. L'actionnaire est informé de sa radiation du registre des actions.

Le conseil d'administration peut préciser dans un règlement les modalités du transfert des actions et de l'inscription au registre des actions.

Artikel [●]: Aktienbuch

Die Gesellschaft führt ein Aktienbuch, das zusammen mit weiteren Informationen, welche unter den vorliegenden Statuten oder vom Verwaltungsrat benötigt werden, die Namen und Adressen der Eigentümer oder Nutzniesser der Aktien aufführt.

Gegenüber der Gesellschaft gelten diejenigen Personen als Eigentümer oder Nutzniesser, die im Aktienbuch eingetragen sind.

Erwerber von Aktien werden als Aktionäre in das Aktienbuch eingetragen, wenn sie gemäss den Vorschriften der Gesellschaft bestätigen, dass sie die so erworbenen Aktien im eigenen Namen und auf eigene Rechnung halten. Die Gesellschaft darf jederzeit von einem Aktionär verlangen, diese Bestätigung zu wiederholen.

Nach Anhörung der betroffenen Person darf die Gesellschaft den Eintrag eines Aktionärs im Aktienbuch für einen Teil oder die Gesamtheit der von diesem gehaltenen Aktien rückwirkend löschen, wenn der Eintrag aufgrund falscher Angaben des Erwerbers getätigt wurde oder wenn dieser sich weigert auf Anfrage zu bestätigen, dass er die Aktien im eigenen Namen und auf eigene Rechnung hält. Der betroffene Aktionär wird von der Löschung im Aktienbuch informiert.

Der Verwaltungsrat kann die Modalitäten der Aktienübertragung und der Eintragung in das Aktienbuch reglementieren.

## Appendix 4

### Main features of a smart contract for the tokenization of shares

A smart contract used for the tokenization of shares must at a minimum have the following characteristics, and determine the persons (issuer or tokenholders) who can perform the relevant operations. Functions labelled as being "issuer functions" must be accessible to the issuer only.

#### 1. BASIC ELEMENTS OF THE TOKEN

To facilitate the token's use on wallets and trading platforms, the token should contain:

- a **name** that has preferably not been used for another token or another publicly traded security; and
- a **ticker symbol**, *i.e.* an arrangement of characters representing the token.

#### 2. NO FRACTIONS

The smart contract must define the tokens so that they can only represent whole numbers (as opposed to real numbers). In the context of the Ethereum blockchain, tokens must have a decimal place set to zero (meaning that the transfer of a fraction of token is not possible).

#### 3. NO PARTIAL EXECUTION

Compound operations (*i.e.* operations that affect more than one token) must be executed as a single transaction, meaning that they must be documented in a single blockchain record.

#### 4. CREATE TOKENS / INCREASE TOTAL SUPPLY (ISSUER FUNCTION)

The issuer must be in a position to create new tokens by increasing the total supply of tokens allocated to the issuer's blockchain address.

This function is meant to be used under circumstances in which the total number of shares in issue increases, or when the issuer decides to tokenize shares previously issued in a different form (*e.g.* in the form of paper certificates).

#### 5. CANCEL TOKENS / DECREASE TOTAL SUPPLY (ISSUER FUNCTION)

The issuer must be in a position to reduce the total supply of tokens by cancelling existing tokens on a specified blockchain address.

This function is meant to be used under circumstances in which the total number of shares in issue changes (*i.e.* in case of cancellation of existing shares), or when the issuer decides to issue previously tokenized shares in a different form (*e.g.* in the form of paper certificates instead of tokens). Contrary to the "Killswitch" function outlined under 13 below, the decrease of the total supply only affects part of the tokens in issue.

To adequately document the circumstances under which tokens are being retired and identify the shares involved, it is advisable to have the relevant tokens transferred to one of the issuer's dedicated blockchain addresses (using the "Cancel and Reissue on Replacement Address" function outlined below) before the relevant tokens are cancelled.

**6. REPORT TOTAL SUPPLY (ISSUER FUNCTION)**

The issuer must be in a position to determine the total supply of (non-cancelled) tokens on the blockchain.

**7. ALLOCATE TO ADDRESSES (ISSUER FUNCTION)**

The issuer must be able to allocate tokens to specified blockchain addresses. Using a smart contract that makes it possible to store "identity hash" of the tokenholders (*i.e.* encrypted personal information about the tokenholders such as their name and address) is advisable.

**8. ADDRESS BALANCE (ISSUER FUNCTION)**

The issuer must be in a position to view the number of tokens associated with a specific address.

**9. TRANSFERS**

The smart contract must allow holders to transfer tokens from one blockchain address to another.

**10. MESSAGES TO ISSUER**

Tokenholders must be able to send messages to the issuer. This is necessary to allow tokenholders to identify themselves with the issuer and request their registration in the share register.

**11. CANCEL AND REISSUE ON REPLACEMENT ADDRESS (ISSUER FUNCTION)**

The issuer must be able to cancel a token associated with a particular blockchain address and to simultaneously re-issue a new token on a different blockchain address (without increasing the total supply of tokens).

This may be necessary when the issuer determines that the private key associated with a particular token has been lost or stolen. As mentioned above, this function may also be used in a preliminary step before using the Decrease Total Supply Function, in case the issuer intends to retire certain specific tokens while preserving the underlying shares (*e.g.* because the issuer wishes to issue the relevant shares in certificated form).

**12. FREEZE (ISSUER FUNCTION)**

The issuer must be able to "freeze" tokens, *i.e.* to prevent execution of transactions on the blockchain until the issuer puts an end to the freeze. This function can be used to block transactions in case of a "hard fork" of the blockchain, pending a decision of the issuer as to which version of the blockchain it will support.

**13. "KILLSWITCH" (ISSUER FUNCTION)**

The issuer must be able to "kill" its tokens. This can be done by forcing the transfer of the tokens to a blockchain address controlled by the issuer.

Contrary to the "Cancel Tokens/Decrease Total Supply" function referred to under 5 above, the "Killswitch" function applies to all the tokens in issue, and not only to some of them.

## Appendix 5

### Minimum contents of an offering prospectus for new shares under Swiss law

The Swiss Code of Obligations (Article 652a) requires that an offering prospectus be prepared where a Swiss corporation offers new shares for subscription beyond a limited circle of persons.

Such prospectus must include the following items:

1. the information recorded in the commercial register with respect to the company, other than information on the persons authorized to represent the company;
2. the amount and structure of the company's stated share capital, including the number and par value of the shares of each class and, if relevant, the preferential rights attached to the various classes of shares;
3. the terms of any authorization to issue new shares (either in the form of an authorized or conditional share capital);
4. the number of dividend right certificates (*bons de jouissance / Genussscheine*) in issue, if any, and the nature of the rights that these securities incorporate;
5. the most recent annual financial statements of the company (standalone and consolidated, if any), prepared in accordance with the rules of the Swiss Code of Obligations, as well as the related audit report(s); if the financial statements date back more than six months, interim financial statements must in principle also be produced;
6. the dividends paid by the company during the past five years; and
7. the shareholder or board resolution based on which the new shares are being issued.

The Swiss Code of Obligations (Article 752) provides that any person having participated in the preparation of an offering prospectus or similar marketing documents is liable to the acquirers of the relevant securities for the prejudice that they may have caused either wilfully or by negligence as a result of the insertion of inaccurate or misleading information in the relevant document or of the omission of certain information required by law.

The Federal Act on Financial Services of 2018, which is expected to enter into effect in 2020, will abrogate Articles 652a and 752 of the Swiss Code of Obligations and introduce in replacement a comprehensive new prospectus regime for the public offering of securities carried out in Switzerland.

## Appendix 6

### Outline of the process for the issuance of new shares under Swiss law

The issuance of new shares is a relatively complex process under Swiss law, the main elements of which are in summary the following:

#### 1. SHAREHOLDER RESOLUTION

Any issue of new shares requires a shareholder resolution under Swiss law. The shareholder resolution can be either passed on an ad hoc basis, or take the form of a delegation to the board of directors of the authority to issue a maximum number of new shares (so-called "authorized share capital") or instruments that grant to their holders the right to acquire a maximum number of new shares (so-called "conditional share capital").

The shareholder resolution must be recorded in a public deed, and passed at a general meeting on the occasion of which a notary public is present.

#### 2. DECISION OF THE BOARD OF DIRECTORS

Except when the decision to issue new shares is taken by the shareholders themselves or when new shares are being issued out of a conditional capital as a result of the exercise of acquisition or conversion rights granted to third parties, the decision to issue new shares must be passed by the board of directors. The board of directors must decide, among other things, of the number of shares to be issued, of the price at which the new shares are to be issued and of whether the new shares are to be issued for cash, against contributions in kind, by conversion of existing capital reserves or by set-off with existing liabilities of the company. The board of directors must also determine the dividend entitlement of the new shares and whether the right of existing shareholders to subscribe by preference for the new shares is to be restricted or excluded.

#### 3. OFFERING PROSPECTUS

The Swiss Code of Obligations (Article 652a) requires that an offering prospectus be prepared when a Swiss corporation offers new shares for subscription beyond a limited circle of persons. See [Appendix 5](#) in this respect.

#### 4. SUBSCRIPTION OF THE NEW SHARES

The person acquiring the new shares must execute an irrevocable and unconditional written undertaking to subscribe for the new shares and to make the required contribution to the company.

#### 5. CONTRIBUTION OF THE SUBSCRIPTION PRICE

If the new shares are being issued for cash, the amount of the issuance price must be transferred on an escrow account opened with a Swiss bank in the name of the company. The amount of the issuance price is released to the company when the share capital increase has been recorded in the local Swiss commercial register.

#### 6. CAPITAL INCREASE REPORT

The board of directors of the company must prepare a written report on the terms of the share capital increase and on the appropriateness of the contributions to be made for the new shares.



**7. AUDITORS' REPORT**

Unless the new shares are issued for cash and the right of existing shareholders to subscribe for the new shares by preference is preserved, licensed auditors (which can be the external auditors of the company) must opine on the accuracy and completeness of the board of directors' report on the capital increase.

**8. ACKNOWLEDGMENTS OF THE BOARD OF DIRECTORS AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Once the new shares have been subscribed and the relevant contributions have been made to the company, the board of directors must acknowledge the fact and amend the articles of association of the company accordingly. The board resolution must be passed in the form of a public deed established by a notary public.

**9. REGISTRATION OF THE NEW SHARES WITH THE COMMERCIAL REGISTER**

After having acknowledged the completion of the share capital increase, the board of directors must request the registration of the new shares and of the amended articles of association in the local commercial register. Unless they are issued out of the company's conditional capital, the new shares are only validly issued once so registered.

**10. REGISTRATION OF THE NEW SHARES IN A REGISTER OF UNCERTIFICATED SECURITIES**

If the shares are issued in uncertificated form, they must be recorded in a ledger kept by the company to qualify as *droits valeurs / Wertrechten*, as defined by the Swiss Code of Obligations (Article 973c). A specimen of register of uncertificated securities can be found in [Appendix 7](#).

Appendix 7

Specimen of register of uncertificated securities

**Register of uncertificated securities**

This document is the register of uncertificated securities (*registre des droits-valeurs/Wertrechtbuch*) established by [name of the company] pursuant to Article 973c para. 2 of the Swiss Code of Obligations with respect to the registered shares issued [pursuant to the capital increase carried out on [date]].

Type of security	Par value	Number	Initial holders	Comment
Registered shares	[•]	[•]	[Acquirer of the shares]	Shares issued [pursuant to the capital increase decided on [•]]
		[•]	[Acquirer of the shares]	
		[•]	[Acquirer of the shares]	
		[•]	[Acquirer of the shares]	
		[•]	[Acquirer of the shares]	

[Place], [date]

**[Name of the company]**

\_\_\_\_\_  
[Name of signatory]  
[Function]

## Appendix 8

### Confirmations to be obtained from persons to whom tokenized shares must be allocated

#### Confirmation for individuals:

[Name of the individual] hereby confirms to the company that he (i) agrees to holding the shares that he [owns/acquired] in the form of digital tokens traded on an Ethereum blockchain, (ii) understands that the process pursuant to which the ownership of such tokenized shares can be transferred, the procedure pursuant to which tokenholders can be recorded in the company's share register and the consequences of non-registration of a tokenholder in the company's share register are governed by internal regulations of the company, with which he agrees, (iii) provided the company with an accurate blockchain address for the delivery of the relevant digital tokens, (iv) understands and acknowledges that any error in the blockchain address given to the company may cause the digital tokens allocated to that address to be lost, (v) has exclusive access to the private key corresponding to such blockchain address and (vi) [holds/has acquired] the relevant shares for his own account and not as a nominee for a third party.

#### Confirmation for legal entities or unincorporated partnerships:

[Name of the entity or unincorporated partnership] hereby confirms to the company that it (i) agrees to holding the shares that it [owns/acquired] in the form of digital tokens traded on an Ethereum blockchain, (ii) understands that the process pursuant to which the ownership of such tokenized shares can be transferred, the procedure pursuant to which tokenholders can be recorded in the company's share register and the consequences of non-registration of a tokenholder in the company's share register are governed by internal regulations of the company, with which it agrees, (iii) provided the company with an accurate blockchain address for the delivery of the relevant digital tokens, (iv) understands and acknowledges that any error in the blockchain address given to the company may cause the digital tokens allocated to that address to be lost, (v) has exclusive access, through its authorized representatives, to the private key corresponding to such blockchain address and (vi) [holds/has acquired] the relevant shares for its own account and not as a nominee for a third party.

## Appendix 9

### Board resolution to tokenize shares

The resolution of the board of directors to tokenize shares can be drafted as follows:

The board of directors resolves what follows:

[...]

The company's [new] shares shall be represented by digital tokens traded on the Ethereum blockchain, using the smart contract that has been presented to the board of directors, and the main terms of which are set forth in [*identify the document specifying the terms of the smart contract*].

The company regulations<sup>1</sup> attached as appendix 1 to these resolutions regarding (i) the process pursuant to which the ownership of the shares that will be associated with digital tokens can be transferred, (ii) the procedure pursuant to which tokenholders can be recorded in the company's share register and (iii) the consequences of non-registration of a tokenholder in the company's share register, are hereby approved and adopted with immediate effect.

The board of directors takes note that all the [shareholders of the company/the persons having acquired new shares of the company] (i) have agreed to holding the shares that they [own/acquired] in the form of digital tokens traded on an Ethereum blockchain, (ii) understand that the process pursuant to which the ownership of such tokenized shares can be transferred, the procedure pursuant to which tokenholders can be recorded in the company's share register and the consequences of non-registration of a tokenholder in the company's share register are governed by the internal regulations of the company mentioned in the previous paragraph, with which they agree, (iii) have provided the company with a blockchain address for the delivery of the relevant digital tokens, (iv) have acknowledged having understood that any error in the blockchain address given to the company may cause the digital tokens allocated to that address to be lost, (v) confirmed having exclusive access to the private key corresponding to the blockchain address communicated to the company and (vi) confirmed [holding/having acquired] the relevant shares for their own account and not as a nominee for third parties.

The [executive management] of the company is hereby authorized and instructed to allocate digital tokens evidencing the [new] shares of the company to the holders of such shares, at the blockchain address that each of the relevant shareholders has communicated to the company. It is further resolved that, once this allocation will have been completed and that the relevant transactions will be visible on the Ethereum blockchain, each of the tokenholders will be recorded in the company's share register with respect to all the tokenized shares owned by them, and that as a result each of such tokenholders will be recognized as shareholders of the company and entitled to exercise all the rights attached to their shares.

Each member of [the executive management] is hereby authorized and instructed to take such actions and execute such documents as may be necessary or appropriate to give effect to these resolutions.

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<sup>1</sup> See [Appendix 2](#) to this blueprint.