



Document No.: EN 012-2025

SOSNA GEMS INVESTMENTS INC.

7901 4th St N, Ste 300, St. Petersburg, FL, 33702, USA

EIN: 32-0763482

Legal Form: Corporation (Incorporated under the laws of the State of Florida)

Document No.: EN 012/2025

Title: Terms and Conditions for Equity Investment in SOSNA GEMS INVESTMENTS INC.

Date of Issue: February 15, 2025

Effective From: February 15, 2025

Prepared by: Legal and Compliance Department

1. INTRODUCTORY PROVISIONS

This document outlines the official legal framework governing all equity investment transactions into **SOSNA GEMS INVESTMENTS INC.** (“the Company”), including shareholder entry, compliance policies, transfer rights, governance, and rights arising from share ownership.

This policy is issued in accordance with U.S. federal law, the **Securities Act of 1933**, and specifically under the exemptions provided by **SEC Regulation D Rule 506(c)** and **Regulation S**, as well as under the jurisdiction of the State of Florida and applicable U.S. Blue Sky Laws.

2. OFFER STRUCTURE AND REGULATORY FRAMEWORK

2.1 Investment Requirements

- **Minimum Investment:** 5,000 shares (SGI Series B or C)
- **Maximum Investment:** Not limited unless otherwise restricted by the Board of Directors due to legal, strategic, or compliance reasons

2.2 Authorized Capital Structure

Total number of authorized shares: **500,000,000**, categorized as follows:

- SGI Series A – Founders' Stock: 255,000,000 shares
- SGI Series B – Common Stock: 25,000,000 shares
- SGI Series C – Common Stock (Premium Class): 200,000,000 shares
- SGI Series D – Tokenized Stock (Digital Class): 20,000,000 shares

2.3 Applicable SEC Regulation

- **U.S. Investors:** Offerings are made exclusively to accredited investors in accordance with **SEC Regulation D Rule 506(c)** and investor verification per Rule 501(a).
 - **Non-U.S. Investors:** Offerings are made under **SEC Regulation S**, with no active solicitation or offering within the U.S. territory.
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3. SHARE TYPES AND INVESTOR RIGHTS

3.1 Share Class Overview

Class	Type	Volume	Price/Share	Voting Rights	Transfer & Compliance Status
SGI A	Founders' Shares	255,000,000	Nominal	1 vote per share	Non-public, transferable only with unanimous founder consent
SGI B	Common Stock	25,000,000	\$1.00	1 vote per share	Tradable after Rule 144 holding period, Reg D/Reg S compliant
SGI C	Common Stock (Premium)	200,000,000	\$10.00	1 vote per share	Tradable after holding period, higher yield potential
SGI D	Tokenized Stock	20,000,000	\$10.00	1 vote per share	Issued on blockchain with vesting and smart contract compliance

3.2 Investor Returns

- Capital gains based on the increase in share value
 - Dividend payments (if declared by the Board)
 - Potential exit via secondary trading or share buyback
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4. SHARE TRANSFER, SECONDARY MARKET, BUYBACK

4.1 Share Transfers

- All transfers are subject to prior approval and must comply with **SEC Rule 144**
- Tokenized shares are governed by smart contracts and may only be transferred through authorized exchanges or protocols

4.2 Secondary Market

- SGI B, C, and D shares may be eligible for listing on centralized or decentralized platforms
- SGI A shares are non-tradable and reserved exclusively for founders

4.3 Share Buyback

- The Company may offer to buy back shares at market-based valuations
 - Buyback requests must be submitted in writing and may be denied at the Company's discretion based on liquidity, risk, or regulatory constraints
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5. COMPLIANCE RESTRICTIONS AND ENFORCEMENT

5.1 Compliance Restrictions

- No share transfers are allowed within 10 calendar days prior to any General Meeting of Shareholders
- All transfers must be recorded in the Company's designated registry (e.g., Ekvista or blockchain ledger)

5.2 Sanctions

- Unauthorized transfer: penalty of 10% of share value
 - Suspension of voting rights for improperly transferred shares
 - Loss of repurchase rights for compliance violations
 - Legal enforcement measures to protect corporate interest
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6. LEGAL JURISDICTION AND DISPUTE RESOLUTION

- Governing law: **State of Florida, USA**
 - All disputes are subject to **binding arbitration under the American Arbitration Association (AAA)**
 - Foreign legal systems shall not apply under any circumstances
 - Disputes related to subsidiaries shall follow the jurisdiction of their place of registration
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7. FINAL PROVISIONS

- The Company reserves the right to revise this document in response to changes in SEC, FinCEN, or other applicable regulatory requirements
 - Investors confirm by participating that they have reviewed and accepted all provisions of this document
 - Investment in the Company is intended solely for sophisticated, qualified, and verified investors
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Approved on behalf of the Company:

Date: February 15, 2025

Martin Sosna

Chief Executive Officer (CEO) and Chairman of the Board

SOSNA GEMS INVESTMENTS INC.