DATED THIS **DAY OF** 20 OCT 2026 **2026**

BETWEEN

FINOVA TRADE LIMITED
("FINOVA")

AND

GREGORY YUSRAN & ASSOCIATES
("Legal Counsel")

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MEMORANDUM OF UNDERSTANDING

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MESSRS GREGORY YUSRAN & ASSOCIATES
Advocates & Solicitors
No. 2-3A, Jalan PJU 5/9, Kota Damansara,
47810 Petaling Jaya, Selangor Darul Ehsan
Tel: 03–6150 6777 / Fax: 03–6151 2999
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(Ref: GYA/MOU/3049/26/G/Ram)

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING ("MOU") is entered into this ____ day of 20 OCT 2026, 2026 by and between:

1. **FINOVA TRADE LIMITED** of **Mandar House, 3rd Floor, P.O. Box 2196, Johnson's Ghut Tortola, Zip: VG1110 Virgin Islands, British** (together with its subsidiaries and affiliates, hereinafter referred to as **"FINOVA"**), a digital asset technology company; and

2. **GREGORY YUSRAN & ASSOCIATES** of **No. 2-3A, Jalan PJU 5/9, Kota Damansara, 47810 Petaling Jaya, Selangor, Malaysia** (hereinafter referred to as the **"Legal Counsel"**), a professional legal services firm.

FINOVA and the Legal Counsel are collectively referred to as the "Parties" and individually as a "Party."

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1. PURPOSE & LONG-TERM OBJECTIVE

The primary purpose of this MOU is to establish the framework for a comprehensive, strategic professional relationship between the Parties. The long-term objective of this engagement is to build and fortify FINOVA into a well-governed, legally compliant, and sustainable digital asset technology business, establishing proper operational safeguards for both the company and its members globally.

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2. SCOPE OF LEGAL ADVISORY SERVICES

The Legal Counsel will provide ongoing strategic legal counsel regarding FINOVA's international corporate architecture and business models. This includes, but is not limited to:

- **Jurisdictional & Entity Mapping:** Advising on optimal corporate structuring across target markets to minimize regulatory friction and establish localized compliance nodes.

- **Asset & Operations Classification:** Delivering legal analysis on digital asset swap protocols, smart contract execution, and token mechanics under cross-border regulatory frameworks (e.g., MiCA, MAS, FinCEN).

- **Commercial Agreement Engineering:** Drafting, reviewing, and standardizing FINOVA's global Terms of Service, Privacy Policies, Member Onboarding Agreements, and vendor contracts.

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3. SCOPE OF OPERATIONAL & TECHNOLOGY REVIEWS

To ensure complete transparency and regulatory alignment, the Legal Counsel will conduct a comprehensive audit of FINOVA's existing operational workflows:

- **Member Fund Flow Auditing:** Reviewing the legal mechanics of how member funds are received, routed, and safeguarded (fiat, stablecoin, and crypto assets).
- **Yield & Reward Structures:** Assessing the marketing, contractual presentation, and financial engineering of member rewards to mitigate risk regarding securities laws or unauthorized deposit-taking classifications.
- **Technology Stack Review:** Partnering with FINOVA's technical teams to audit user interface disclosures, smart contract logic, and withdrawal mechanisms against consumer protection standards.

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4. COMPLIANCE RESPONSIBILITIES & FRAMEWORKS

The Parties will collaborate to design and deploy institutional-grade corporate compliance architectures:

- **KYC / AML Program Deployment:** Designing and monitoring robust **Know-Your-Customer (KYC)** and **Anti-Money Laundering (AML)** policies, including Sanctions Screening and Transaction Monitoring protocols.
- **Data Protection Compliance:** Developing comprehensive data privacy strategies aligned with global frameworks such as the **General Data Protection Regulation (GDPR)** and local data protection privacy acts.

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5. ONGOING PROFESSIONAL SUPPORT & SERVICE LEVEL

- **Outside General Counsel (OGC) Model:** The Legal Counsel will act as an extension of FINOVA's management team, attending regular corporate governance meetings and strategic planning sessions.
- **Regulatory Horizon Scanning:** Delivering monthly regulatory updates and risk alerts detailing shifting digital asset rules in jurisdictions relevant to FINOVA's roadmap.
- **Ad-hoc Advisory:** Providing priority access for general corporate counseling, emergency regulatory responses, and contract negotiations.

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6. CONFIDENTIALITY & ATTORNEY-CLIENT PRIVILEGE

- **Absolute Privilege:** The Parties explicitly acknowledge that all reviews, disclosures, internal audits, and communications made under this framework are intended to be, and shall remain, subject to strict **Attorney-Client Privilege** and **Work-Product Doctrine**, to the maximum extent permitted by law.

- **Non-Disclosure:** Both Parties agree to maintain strict confidentiality regarding all proprietary technologies, member data, and corporate strategies shared during this engagement.

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7. NON-BINDING NATURE & DEFINTIVE AGREEMENT

With the exception of Section 6 (Confidentiality) and Section 8 (Governing Law), this MOU defines the intentional framework of the professional relationship and is non-binding. The detailed financial retainers, specific billing milestones, and detailed operational timelines will be governed by a subsequent, binding **Definitive Legal Engagement Agreement**.

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8. GOVERNING LAW & JURISDICTION

This MOU shall be governed by, and construed in accordance with, the laws of **Malaysia**, without regard to its conflict of law principles.

IN WITNESS WHEREOF, the Parties hereto have executed this MOU as of the date written above.

First Party:
FINOVA TRADE LIMITED

FINOVA TRADE LIMITED

Signature

Name Ethan

Title CEO

Date 20/10/2026

Second Party
GREGORY YUSRAN & ASSOCIATES

GREGORY YUSRAN & ASSOC.

Signature

Prof. Dr. GREGORY SANTIAGO
ADVOCATES & SOLICITORS
PETALING JAYA
BC / L / 1155

Name

Title

M/S GREGORY, YUSRAN & ASSOCIATES
ADVOCATES & SOLICITORS
2-3A, JALAN PJU 5/9,
KOTA DAMANSARA, 47810 PETALING JAYA,
SELANGOR DARUL EHSAN.
TEL: 03-6150 5777 FAX: 03-6151 2925

Date