

TAF Transaction and Application Form Project Financing – MEZZANINE (DEBT-EQUITY)

ALL FIELDS MUST BE COMPLETED

V1_01.08.2025 NMP

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Please read the MEZZANINE Application Guidance / TERMS before applying AND completing this document. Make sure you are using the very last version of this Application File. Send us please a word format (not signed) and a PDF version (signed).

To be sent to IMCI+ Group International LLC/GmbH
pedro.brito@imci-group.com ZONE: AFRICA-APAC
pablo.jarabo@imci-group.com ZONE: AMERICAS (NORTH AND SOUTH)
andrea.pisoni@imci-group.com ZONE: EUROPE / GCC/ME

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Must be filled by the IMCI+ Alliance Member

Authorized IMCI+ Alliance member (only, not the project owner-CLIENT) Studio Lunanova -dott. Pantaleo Lunanova partnership: Mr. Livaic - Terramare d.o.o.	Member Email: studiolunanova@gmail.com	Member Mobile Phone: +39.3465981043
Country: ITALY	IMCI Financial Service Director: Andrea Pisoni	

PRE-QUALIFICATION FILE:

WAS YOUR PROJECT PRE-QUALIFIED AND SUBMITTED TO IMCI+? Yes, DATE, NO why not?
Please kindly attach the Pre-Qualification File to the main Application Set.

- Company Name / Project Owner / Client:
- Project Name:
- Project Size / Value / the loan size request in USD/Euros:
- Geographical Zone (APAC, EUROPE, LATAM, AFRICA, NORTH AMERICA, GCC-MID-EAST)
- Project Location / Country:
- Industry sector:
- Name of your main consultant:

Have you considered restructuring your business? If yes, please describe the reasons and the need.	
Do you consider assigning IMCI+ advisors and experts to support you in the setting of the application documentation and process? YES / NO Are you aware that IMCI+ can provide you with these services directly, including those related to your funding request? YES / NO	<input type="checkbox"/> Business Plan YES-NO <input type="checkbox"/> Feasibility Study YES-NO <input type="checkbox"/> Marketing Studies YES-NO <input type="checkbox"/> Financial Planning YES-NO <input type="checkbox"/> Risk Insurance YES-NO <input type="checkbox"/> General Advisory YES-NO <input type="checkbox"/> M&A YES-NO <input type="checkbox"/> Interim Management YES-NO <input type="checkbox"/> Project Management YES-NO <input type="checkbox"/> Legal YES-NO
What is the level of coverage in your current application documentation (insert a %. 0% for non-available and 100% for fully available.	<input type="checkbox"/> Business Plan % <input type="checkbox"/> Feasibility Study % <input type="checkbox"/> Marketing Studies % <input type="checkbox"/> Risk Insurance % <input type="checkbox"/> Bank Instruments % <input type="checkbox"/> ESG (Environmental Social Governance) %

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Are you aware that engaging IMCI+ advisory and DD services, which may include securing ICRA Ratings, TCG Transaction Cost Guarantees, local visit/travelling and addressing any required documentation or adjustments, typically involves an investment of approximately EUR 250,000 to EUR 400,000.	YES / NO
Do you consider expanding your business? If yes, please describe the reasons and the need.	YES / NO
Do you consider the TCG Transaction Costs Guarantee (Insurance)?	NO YES (if yes, the maximum value of the guarantee. Maximum Euros 500'000. Upto 1 Mio Euros on a case by case).
Do you need Bank Instruments / Risk Insurance / Performance Bond? As collateral, if you do not have sufficient collateral, this becomes obligatory and will be covered by IMCI+ Capital.	YES / NO
Are you aware that the ICRA Rating / Recommendation Services are obligatory?	YES / NO
Does the project company have debts?	NO YES (if, YES, how much? Causes?)
Do you know your current rating? If YES, send us the latest valuation (Bank, Credit Rating)	YES NO
What is your cash contribution readiness? Ideally 2.5 Mio Euros (Absolutely minimum 1 Mio Euros	
How much equity are you willing to allocate to the investor?	
What is your expectation regarding interest rates?	
What is your expectation regarding the tenure? Maximum 7-8 years, with a potential extension up to 2-3 years	
What is your expectation regarding the grace period? Maximum 1-2 years	
Do you have any Bank instrument (SBLC, BG) to be monetized?As part or the contribution margin.	

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<p>1. Complete Project Description Summary (please refer to the reference company or project company, applying for the funds to be invested), Be accurate on the history of the company, the strategy for the funding, the reasons and the scope, the targets (insert tables and figures).</p>
<p>2. Expected financial services or solutions (debt/equity finance, working capital, M&A, expansion, restructuring, business plan development...)</p>
<p>3. Did you approach banks or PE / VC investors for funding? If YES, Why did you not obtain financing for your project?</p>
<p>4. What is the reason your bank or investors won't fund your project(s)? Please write us a list of banks along with a rejection report(s) from each of them.</p>
<p>5. Has your project been rejected by any other financial institution? Please write a list of institutions along with rejection report(s) from each of them.</p>
<p>6. Do you have experience financing a project? What was your position in the deal? (e.g. Project Owner, Developer, Consultant, etc.)</p>
<p>7. For the project(s) you wish to provide us with, how much have you spent so far on the preparation of project documentation? Please provide a list of consulting companies that have prepared the documentation, along with contact information.</p>
<p>8. Regarding Advisors, any advisors you selected to assist in arranging to finance, if they have experience in project funding, please send us their LinkedIn page as well as the highest value of the project they have successfully funded (only the total value, not any specific project information).</p>
<p>9. What are your Assets? Does your company have accredited third-party assessments for these Assets? If your company has no assets, we need a clear understanding of the applicant's Assets.</p>

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10. If you are presenting project(s) as a broker, we need to see your contractual agreement with the signing principal of the project(s) and/or company. Do you hold a signed & sealed mandate to allocate funding for this/these project(s)?

KEY QUESTIONS: relevant for the valuation AND to be fully answered by the applicant (please insert the answer in the file)

1. Did you receive, read and understand the Mezzanine Fact Sheet and the Application Guidance / General Terms for the Mezzanine Solution? YES/NO
2. Did the IMCI+ Alliance Member and/or Financial Services Officer explain the application process and protocol? YES/NO
3. Did the IMCI+ Alliance Member and or the Financial Service Officer explain the Transaction Costs Guarantee (Insurance)? YES/NO
4. Did the IMCI+ Alliance Member and or the Financial Service Officer explain the subject of the Rating and Recommendation Services? YES/NO
5. Did the IMCI+ Alliance Member and or the Financial Service Officer explain the subject of the Contribution Margin (minimum 1 Million, ideally 2.5 Million Euros)? YES/NO
6. Do you understand the concept of the Mezzanine Investment Solution? YES/NO
7. Are you aware that you will have to provide a retainer payment by MT103 Swift for the Engagement Services of CHF 25'000?
8. Are you aware that the overall transaction costs, linked to the Pre-DD, DD, Advisory and professional services are in the range of ca. CHF 250'000 – 400'000? YES/NO
9. Are you aware that the ICRA rating is necessary and part of the application upon engagement of IMCI+? YES / NO
10. Are you aware that you must further provide flight and hospitality coverage for the visiting team to accomplish the visit and the Due Diligence? YES/NO
11. Are you aware of the expected timeline until the signing of the LOI / Terms Sheet (ca. 60 days) and the investment agreement (ca. 90 days), under ideal conditions of the application and up to 180 days depending on complexity (e.g., PPP deals, insurance subjects), until the loan may be materialized?
12. Can you please provide a POF covering such costs and payments (Engagement fee, Professional Services Fees (ICRA, Transaction Costs Guarantee, DD service fees, local audit, adjustments work)? YES/NO
13. Can you please provide a POF for the contribution margin of ideally 2.5 Mio Euros (Minimum 1 Mio Euros) or a related SBLC / BG? YES/ NO
14. Are you aware that IMCI is working on the success fees?

Indicative Success fees

- a. a)10 million – up to 99 million EUROS with fees of 6%
- b. b)100 million – up to 1 billion EUROS, 5%
- c. c)1 billion EUROS and over 4 – 2.5 %

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15. Are you aware that IMCI+ may request an equity success bonus?
16. Can you confirm if the IMCI+ associate or partner has any side compensation agreed with you directly, as he/she already receives a % from IMCI/respective from our Investor? YES / NO
17. Are you aware that IMCI+ will not communicate in advance and before the application, the name of our investor or banks, nor we will communicate any names of clients or references, except the public known? YES/NO
18. Are you aware, that we need a complete Business Plan? Executive Summary, Management, Commercial, Marketing, Operations, Finance, IT, HRM, Technology, IT, Environment, SWOT/Strategy)...YES/NO
19. Are you aware, that we need a complete Feasibility Study, Marketing Studies, ESG and Risk Management Framework? YES/NO
20. Are you aware of the following timelines around the funding process: YES/NO
 - Obtaining official pre-acceptance / expression of interest, after having received full set of application (1 week)
 - Engagement / Desk Valuation (1-2 weeks)
 - Pre-DD, Advisory and materializing of the documentation (3-4 weeks)
 - Audit / Physical visit location (1 week)
 - DD of the lending party / Investor before releasing the commercial LOI / Terms Sheet (2-3 weeks)
 - Final audit and legal compliance by the investor (1-2 weeks)
 - First Disbursement after signing of the final investment agreement (ca. 40-50 days)
21. Are you aware, that IMCI cannot give you any guarantee for the funding, and that the result of the funding process will depend mainly on the quality of your documentation, risk, the attractiveness of the project, the result of the Due Diligence and the legal and final compliance by the investor? YES/NO
22. Are you aware, that IMCI+ will request a board seat in the project company? (according to the company articles and jurisdiction) YES/NO
23. Are you aware, that IMCI+ may eventually request a fraction/marginal equity stake as part of the success compensation? YES/NO

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DOCUMENTATION TO BE FORWARDED TO IMCI+

PLEASE provide a full set of documents for this application

- TAF MEZZANINE Transaction Application File signed, completed
- NCNDA signed by you and IMCI+
- Board resolution / LOI (USE please the IMCI format Mezzanine, for engaging IMCI+ and expression of alignment in respecting procedures, inclusive paying contribution margin, Engagement Fee, Service Fee, expected interest rates and equity allocation, expected tenure and grace period, signed by TWO Sr Officers / Executive Directors / Majority Shareholder
- Detailed Business Plan, Financial Modelling, supported by Feasibility Studies, Marketing Studies, Risk Management
- Financial Overviews (Balance Sheets, Reports, Planning, Forecast, Worst, Best and Realistic Scenarios)
- Financial Modelling, presenting accurate and realistic cash flow forecasts, inclusive of the repayment of the loan and interest rates. We recommend using a minimum of 4% interest rate as a calculation base. Further, also calculate and consider an marginal equity allocation of 10-30% and relevant equity allocation between 30-75% (depending on how much contribution margin you can allocate).
- Audited balance sheets last three years
- Bank Extract Accounts
- Evidence of Guarantees
- Solvency Certificate
- Tax payment certificate
- Good standing certificate Sr Management and Company
- Mercantile register/companies house / governmental register of your company
- KYC - CLIENT INFORMATION SHEET with all related information
- CV of the Management and the Board of Directors, with pictures
- Copy of the passports of the Sr Management / Chairman / CEO
- POF for covering the Contribution Margin, Engagement and Service Fee / Due Diligence Services, in addition to the adjustments consultancy work

24. Are you aware that you should avoid, sending us an incomplete documentary set? This will cause unnecessary delays and costs and we will be unable to accept your application.

25. Are you aware of the parameters for being eligible?

Eligibility and Contribution Margin

To qualify, applicants must demonstrate:

- A minimum contribution margin of EUR 1 million (recommended: EUR 2.5 million)
- Alternatively, a monetizable SBLC or Bank Guarantee (BG)
- A business model with bankable returns and strategic fit within the consortium's investment framework
- Strong Project: (INDICATIVE)
 - o A Return on Investment (ROI) of 15% to 25% annually
 - o A Return on Equity (ROE) of at least 20% to 30%, depending on sector, capital structure, and market volatility
 - o A solid EBITDA margin, typically exceeding 25%, especially in capital-intensive or infrastructure-based projects

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PROJECT-RELATED QUESTIONS:	
1. Corporate Identification (the <u>reference or project company</u> that receives and invest the funds further)	
Code Name of the Project:	
Company Name:	
Name of Applicant (Project Owner, not consultant) or Project Company:	
Company Registration No.:	
Industry Sector:	
Registered Address:	
Holding Company (If Applicable):	
Tel: (Please include Country Code)	
Company Website:	
Project Location Address:	
Project GPS Coordinates:	
Town/City:	
Country:	
VAT Number / Company Registration Number:	

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2. Project Owner Contact (CEO, CFO, Chairman)	
Contact Name:	
Position:	
E-Mail:	
Mobile or Direct Line:	
CEO: Years experience in this role at the project company	
CEO: Years experience in this role in general	
CFO: Years experience in this role at the project company	
CFO: Years experience in this role in general	

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COO: Years experience in this role at the project company	
COO: Years experience in this role in general	

3. Shareholder Information (Please attach Abbreviated CV)		
Name:	Share%	CV Attached

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4. Board of Directors and Management Information (Please attach short CV) (CEO, CFO, COO, CT, CMO)	
Name:	CV Attached

5. Meeting & Video Conference Information: All participants in Meeting and Video Conference to provide details (FOR THE PITCH VIDEO CALL MUST BE PRESENT TO THE CEO/CFO/CHAIRMAN. IF A SIDE CONSULTANT IS EXPECTED TO PARTICIPATE, PLEASE INSERT HIS OR HER DATA ON THE TABLE BELOW:			
Name	Role	E-mail	Mobile

6. Investment Required (please avoid using local non-USD-Euros values)	
Value of the Investment Required (in USD/EUROS), Total, and according to the requested escrow portion/timeline:	
Amount of Equity Available & Contributed (including land):	
Applicant's Available Cash for covering the costs of the initial transaction (the Engagement and Professional Service Fee and DD fees, adjustments, consultancy work, hospitality/travel for physical DD, AND CONTRIBUTION MARGIN:	
Estimated Market Value of Applicant's free current assets:	

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PLEASE SPECIFY THE VALUES IN THE FILE – AVOID JUST REFERRING TO A SIDE DOCUMENTATION (BUSINESS PLAN OR FINANCIAL PLAN)

8. Company Financial History in EUROS or US\$				
Past four years	Last year	Y3	Y2	Y1
Sales / Turnover				
Net Profit / Loss				
EBITDA %				

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9. Project Schedule incl. Loan in EUROS or US\$	
Anticipated Start Date (LATEST WHEN YOU NEED THE FIRST DRAWDOWN)	
Anticipated Completion Date	
Estimated company value – current (EBIT x min 3, EBIT max 6)	
Estimated company value – Year 5 of the loan (EBIT x min 3, EBIT x max 6)	
Estimated company value – Year ending loan (EBIT x min 3, EBIT x max 6)	
Drawdown Requests (Maximum 3 years)	
Drawdown Year 1	
Drawdown Year 2	
Drawdown Year 3	
EBITDA Projections (PERCENTAGES) (optimistic-realistic-defensive -5-15% variation)	
EBITDA Year 1 (Percentage)	
EBITDA Year 2 (Percentage)	
EBITDA Year 3 (Percentage)	
EBITDA Year 4 (Percentage)	
EBITDA Year 5 (Percentage)	
Net Profit & Loss Projections (Figures Only) optimistic-realistic-defensive - 5-15 % various)	
Net Profit / Loss Year 1	
Net Profit / Loss Year 2	
Net Profit / Loss Year 3	
Net Profit / Loss Year 4	
Net Profit / Loss Year 5	
PROVIDE PLEASE THE FOLLOWING KEY INDICATORS	
1. Effective Tax Rate	
2. Current Inflation	
3. Expected Inflation in the next five years	
4. Expected Payment of Dividends yield(over years to exit) by years	
5. Expected Amortization in % by years	
6. Expected Return on Equity in % for the investor (after amortization, depreciation, interest rates and dividends) by years	
7. Expected Gross Margin by years	
8. Working Capital Ratios by years	
9. Quick Ratios by years	
10. Current Ratios by years	
11. Earnings per share by years	

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12. Debt – Equity Ratio by years	
13. EBITDA in your industry and country	
14. Return on Assets Ratio by years	
15. Operating Leverage by years	
16. Financial Leverage by years	
17. Total Leverage by years	

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10. Please provide details of your fiduciary / auditor / CPA			
Name	Company	Telephone	E-mail

11. Please provide details of broker, agent (If Any)			
Name	Company	Telephone	E-mail

12. Please provide details of your bank manager/contact person			
Name	Bank	Telephone	E-mail

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Legal Disclaimer

LEGAL DISCLAIMER – IMCI+ MEZZANINE INVESTMENT SOLUTION

This legal disclaimer outlines the terms, limitations, and conditions governing any engagement between the client (“Applicant”) and **IMCI+ Group International GmbH** (“IMCI+”) within the scope of the IMCI+ Mezzanine Investment Solution (the “Program”). By participating in this Program and submitting related documentation, the Applicant acknowledges and agrees to the following:

a) The Applicant confirms that they have received, read, and understood the full details of the IMCI+ Mezzanine Investment Solution, including its structure, process, timelines, and related requirements—either directly from IMCI+ or through a duly authorized representative of the IMCI+ Alliance.

b) The Applicant confirms receipt, acknowledgment, and acceptance of the official **IMCI+ Application Guidance and Engagement Terms**, which outline the procedures, deliverables, fees, and responsibilities required to initiate and complete the financing process.

c) The Applicant acknowledges that the final legally binding documents—**Terms Sheet, Letter of Commitment, and Loan Agreement**—will be issued directly by the investor or consortium partner, and these shall govern the actual investment relationship. IMCI+ is not the lender or guarantor of funds.

d) IMCI+ makes no guarantees or warranties regarding:

- The approval of an application,
- The issuance of a Terms Sheet or Commitment Letter,
- The disbursement of any funding or tranche.
-

All outcomes remain conditional upon investor decision, due diligence, and successful compliance at every stage.

e) IMCI+ shall only proceed with a formal engagement after:

- Full submission of a completed and qualified application package (incl. Business Plan, Financials, ESG, Risk Matrix, etc.),
- A preliminary desk valuation and pre-assessment,
- Engagement with the senior project team,
- Investor or syndicate pre-acceptance, and
- Signing of the **Financial / Fundraising Services Agreement (FSA)** by the Applicant.

f) The Applicant affirms that all documents and materials provided to IMCI+ shall be accurate, complete, and truthful. Any misleading, incomplete, or falsified information shall entitle IMCI+ to terminate the engagement unilaterally and without refund.

g) The Applicant understands that high-quality and comprehensive documentation is mandatory. Poor quality or incomplete files may result in rejection by the investor or delay in processing.

h) The Applicant agrees to provide an adequate **Contribution Margin**, in the form of cash or acceptable banking instruments (e.g., SBLC/BG), in accordance with the Application Guidance. This margin is a key condition to leverage the syndicated funding process.

i) IMCI+ is under no obligation to disclose private, fiscal, commercial, or banking data of its past or current clients, lenders, or investors. All investment-related communications and materials remain strictly confidential.

j) Should the funding process be discontinued—either by the investor or the Applicant—after issuance of a Letter of Commitment but prior to the execution of the final Loan Agreement or disbursement of funds, IMCI+ shall bear no liability or responsibility for the outcome.

k) IMCI+ reserves the right to withdraw or decline any application without obligation to provide reasons.

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l) No incomplete or unsigned application files will be processed or forwarded to the investment syndicate.

m) The final application will only be submitted to the investor consortium upon successful completion of:

- Internal due diligence,
- Applicant's pitch session,
- Positive outcome of the risk assessment and project valuation,
- Issuance of a Letter of Intent (LOI) by the investor, and
- Full execution of the Financial Services Agreement.

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n) The Applicant understands and agrees that the IMCI+ Mezzanine Investment Solution is an **alternative financing model** operating under an **underwriting and advisory framework**, not a direct investment by IMCI+. IMCI+ operates as a facilitator, structurer, and strategic advisor in collaboration with regulated financial institutions and investor partners.

o) IMCI+ cannot and does not guarantee any fixed timelines. Delays arising from the Applicant's responsiveness, documentation quality, third-party interactions, or investor-side decisions are not the responsibility of IMCI+.

This Legal Disclaimer is an integral part of the application and engagement process. Submission of an application shall constitute full and unconditional acceptance of the terms stated herein.

IMCI+ Group International GmbH

CHE-114.471.907 | Zürich, Switzerland

info@imci-group.com | www.imci-capital.ch

Final Declaration & Legal Engagement Disclaimer

IMPORTANT NOTICE: INCOMPLETE APPLICATIONS WILL NOT BE PROCESSED

This application shall be deemed **invalid** and **automatically rejected** under any of the following conditions:

- The form is not fully completed, or any questions remain unanswered.
- Required documentation has not been submitted in full and proper format.
- The application lacks the **authorized signatures** of both the **Client** and the designated **IMCI+ Alliance Member**.
- The application is submitted **without approval or bypassing** the legally mandated lead representative who introduced or structured the transaction.

IMCI+ operates under strict procedural integrity. Any circumvention of the designated IMCI+ Member or Lead Director shall constitute a **default** under this process and shall result in **immediate termination** of the application and business relationship.

GDPR & Data Protection

By signing this form, the Applicant affirms their full understanding and acceptance of the **General Data Protection Regulation (GDPR)** and IMCI+ Group's official **Privacy Policy**, available at:

<https://www.imci-group.com/contacts/terms.aspx>

The Applicant retains the right to object to data usage or submit clarifications in writing. However, if disagreement is expressed, IMCI+ may be required to suspend or terminate any further commercial engagement.

Legal Engagement by the Client

I hereby declare that all information provided herein is **true, complete, and correct** to the best of my knowledge and belief. The documents submitted in support of this application are **genuine, legally obtained**, and from the appropriate issuing authorities.

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I understand and agree to promptly notify IMCI+ of any material changes to the content or validity of this application. I further acknowledge that if any information is found to be **false, misleading, or misrepresented**, I may be held **legally liable**, and IMCI+ reserves the right to pursue any appropriate legal remedy, including withdrawal of the application and reporting of fraudulent activity.

Signature & Confirmation

Client Legal Representative:

Name:

Position:

Signature:

Date:

IMCI+ Alliance Member (Lead Director):

Name:

Authorized Role:

Signature:

Date:

Legal Engagement of the IMCI+ Alliance Member (If Applicable)

The undersigned confirms that they are an **authorized IMCI+ Alliance Member** and that they have either:

- Originated the project presented by the Applicant, or
- Have formally supported, supervised, or coordinated the submission process in alignment with IMCI+ Group International GmbH protocols.
-

By signing this form, the IMCI+ Alliance Member affirms that they have reviewed the application, verified its completeness, and endorse the Applicant's engagement for further evaluation within the IMCI+ Mezzanine Investment framework.

Furthermore, the undersigned confirms that no bypass of internal protocol has occurred and that the file is being submitted **through the appropriate legal channel** for processing by IMCI+.

Date: _____

Name: _____

(IMCI+ Alliance Member – Full Name)

Signature: _____

(Authorized Signature)

Title / Function: _____

(e.g., Executive Director, Regional Partner, etc.)

IMCI+ Region or Country: _____