



M E R J

**MERJ DEPOSITORY AND REGISTRY LIMITED
SECURITIES FACILITY
SCHEDULE OF FEES AND CHARGES**



Introduction

MERJ DEP provides several important services to Issuers of Approved Eligible Assets (e.g. Securities) including the following:

- Account services
- Custody and securities processing
- Underwriting services
- Primary market facilitation
- Regulatory news service
- Meeting and voting services
- Tax reporting services
- Issuer information portal

Billing

All fees are shown in US Dollars. Seychelles domestic issuers with accounts based in Seychelles rupees will be invoiced at the midrate published by the Central Bank of Seychelles on the date the invoice is generated. All fees are effective from 1 July 2023 unless otherwise indicated and are subject to change from time to time.

Underwriting eligibility fees must be paid with submission of an eligibility application prior to the application being processed. The “flat rate annual fees” are non-refundable, invoiced in advance based on a fiscal year from 1 July to 30 July and payable for the next year no later than 30 July each year. This fee will be prorated for the first year on a monthly basis based on the number of full months remaining in the fiscal year starting from the next month after the listing date (e.g. if the listing date is 15 February the fee would be $4 \text{ (full remaining months)} / 12 * \text{flat rate annual fee} = \833.33). Other fees are invoiced on an ad hoc basis at the timing of the event and payable within 30 days of the invoice date. Issuers may maintain a balance to simplify ongoing billing and reduce costs associated with bank transfers.

Unpaid invoices by the due date will be assessed a 1% penalty fee and 1% fee for each additional calendar month delinquent. Services may be terminated where invoices are more than 3 months delinquent.

MERJ DEP may at its sole discretion offer discounts on issuer set up fees and/or maintenance fees to issuers under a program scheme approved by a Market Operator whereby multiple securities are issued.

If you require further clarification, please contact finance@merj.exchange.

Account Fees

General (annual)¹

The following services and charges are applicable to all Issuers of Securities with a primary or secondary listing on a Market Operator.

Service	Number of HINs ²	Annual Flat Rate	Rate per HIN ³	Total Per Annum (capped at 1.2 basis points or 0.012% of the market cap of the class of securities and calculated based on holdings as of 30 July) ⁴	Effective Date
Fees for Corporate Issuers and Investment Entities – each class of Securities or MDIs over same held on a MERJ DEP Register/ Subregister	1 to 1,000	\$2,500	N/A	\$2,500	1 Jul 2023
	≥ 1,001	\$2,500	\$0.60	\$2,500 + \$0.60 for each HIN > 1,000	1 Jul 2023

Note: Issuers with a listing on MERJ's Upstream market will be assessed an additional \$2,500 per annum per security from the 2nd year. The additional fee covers unlimited Transmutations (i.e. between the Issuer's Principal Register and MERJ Subregister), an issuer portal, investor portal and associated technology fees.

Custody and Securities Processing

Corporate Actions

Allocation Fees

¹ Fees include maintenance of registers/sub-registers, entitlement tracking (i.e. corporate actions, offer events including dividends and rights issues), Holder record changes (e.g. name, address), issuer information page and MERJ holding statements.

² HIN stands for "Holder Identification Number" (e.g. MERJ ID or Upstream ID) of each Holder with a Holding in the Eligible Asset (e.g. shares or MDIs over same).

³ Annual rates. Fees calculated and charged on a fiscal year from 1 July to 30 June with first year prorated by each full month remaining in the first year from the listing date.

⁴ Only applicable where the fees contain a variable component. Example: 5,000 holders (HINs) and a total market cap for the class of \$200,000,000. Per HIN rate for the period would be 4,000 x \$0.60 = \$2,400. If the same issuer had 101,000 holders the per HIN rate for the quarterly billing period would be 100,000 * \$0.60 = \$60,000. However, the fee would be capped at \$24,000 since it exceeds the market cap x bps cap limit (i.e. \$200,000,000 x 0.012% = \$24,000).

The following services and charges are applicable to Securities with a primary or secondary listing on a Market Operator for services relating to corporate actions.

Service	Charge Basis	Number of Adjustments	Rate	Total Amount ⁵	Effective Date
Cash Dividend/Interest Allocation	Per request/ corporate action after 1 st annually	≤ 100	\$100	\$100	1 Jul 2023
		> 100	\$0.50	\$100 + \$0.50 each adjustment > 100	1 Jul 2023
Stock Dividend or Rights Issue Allocation	Per request/ corporate action	≤ 100	\$250	\$250	1 Jul 2023
		> 100	\$0.50	\$250 + \$0.50 each adjustment > 100	1 Jul 2023

Agent Fees

Service	Charge Basis	Rate	Effective Date
Split/Reverse Split (Holding Adjustment)	Per event	\$250	1 Jul 2023
Non-Standard Corporate Actions	Per event	Varies based on structure of the offer	1 Jul 2023

Custody Services

The following services and charges are applicable to FDIs listed or otherwise quoted on a Market Operator.

Service	Charge Basis	Fee	Effective Date
Custody fees (FDIs on underlying DLT Assets) ⁶	TBD as agreed with Market Operator	Pass through all or portion of third-party costs at cost plus MERJ DEP costs	1 Jul 2023
Custody Fees (underlying securities for FDIs)	TBD as agreed with Market Operator	Pass through all or portion of third-party costs at cost plus MERJ DEP costs	1 Jul 2023

⁵ Capped at \$10,000 per request/corporate action

⁶ E.g. BTC, ETH, etc. underlying a MERJ FDI.

Deposit Services

The following services and charges are applicable to FDIs listed or otherwise quoted on a Market Operator and chargeable to Holders. A Deposit includes any Transmutation of Principle Eligible Assets to Depository Interests whereby Title in the Principal Eligible Asset is vested in the Depository Nominee and the Holding is moved from the Principal Register to the MERJ DEP Subregister.

Service	Charge Basis	Fee	Effective Date
Deposit of Securities	Charged at the time of deposit of Principal Securities	No charge	1 Jul 2023
Deposit of DLT Assets	Charged at the time of deposit of the DLT Assets	No charge	1 Jul 2023

Reorganization Services

The following services and charges are chargeable to Holders.

Service	Charge Basis	Fee	Effective Date
Processing of dissent letter or shareholder demand	Per dissent letter or shareholder demand processed	\$400	1 Jul 2023

Withdrawal Services

The following services and charges are applicable to securities listed or otherwise quoted on a Market Operator and chargeable to Holders. A Withdrawal includes either a re-materialization or Transmutation of Depository Interests to Principal Eligible Assets whereby Title in the Principle Eligible Asset is transferred from the Depository Nominee to the Holder and the Holding is moved from the MERJ DEP Subregister to the Principal Register.

Service	Charge Basis	Fee	Effective Date
Withdrawal of Securities	Charged at the time of withdrawal of Principal Securities	\$5 plus any third-party costs (e.g. transfer agent fees)	1 Jul 2023
Withdrawal of DLT Assets	Charged at the time of deposit of the DLT Assets	\$5 plus any third-party costs (e.g. transfer agent fees and/or blockchain network gas fees)	1 Jul 2023

Underwriting Services

Eligibility Fees

The following services and charges are applicable for new issues and existing issues of securities listed, or in the process of being listed on a Market Operator and charged to Issuers.

Service	Charge Basis	Fee (excl. VAT)	Effective Date
Eligibility Review (existing issues applying for secondary listing on a Market Operator)	Upon request for Eligibility Review at time of submission of the relevant questionnaire and supporting documents	No Charge	1 Jul 2023
Eligibility Review (new and existing issues applying for a primary listing on a Market Operator)	Upon request for Eligibility Review at time of submission of the relevant questionnaire and supporting documents	\$750 ⁷	1 Jul 2023
Eligibility Review (new equities issues; same CUSIP/ISIN of existing listing)	Upon request for Eligibility Review at time of submission of the relevant questionnaire and supporting documents	\$500	
Eligibility Review (new debt securities; same CUSIP/ISIN of existing listing)	Per new issue (plus additional ISIN fees if applicable)	\$350	1 Jul 2023
Eligibility Fee (Digital Securities)	Per application for digital securities issued on any blockchain network not on the published list of approved blockchain networks or using a cap table management system not on the list of approved cap table management systems	\$5,000	1 Jul 2023

Late Surcharges

Applicable for new issues when either the required offering documents (if applicable) or the eligibility request is submitted and charged to Issuers.

One business day before closing	Per issue	\$2,500	1 Jul 2023
On the closing day	Per issue	\$5,000	1 Jul 2023

⁷ Assumes a legal opinion is provided by experienced securities counsel.

Primary Market Services

The following services and charges are applicable to Issuers of Securities with or approved for a primary or secondary listing on a Market Operator relating to facilitation of IPOs, FPOs and other capital raising activities.

Service	Charge Basis	Fixed Fee	Variable Rate	Total	Effective Date
DvP Settlement/ Misc. Payment	Per DvP settlement per HIN participating		\$1.00	\$1.00 per DvP settlement per HIN	1 Jul 2023
Primary Market Facilitation Service ⁸	Issue Value ≤ \$5m	\$5,000	N/A	\$5,000	1 Jul 2023
	Issue Value > \$5m	\$5,000	10 bps	\$5,000 + 10bps on value > \$5m	1 Jul 2023

Regulatory News Service

The following services and charges are applicable to Issuers of Securities with or approved for a primary or secondary listing on a Market Operator relating to publication of regulatory filings, mandatory disclosures and press releases.

Service	Charge Basis	Fee	Effective Date
Issuer Information Portal	Per equity issuer per annum	No charge	1 Jul 2023
Regular Reporting and Ad Hoc Reporting Obligations	Per submission for publication and distribution via MERJ Regulatory News Service	No charge	1 Jul 2023
Press Release	Per submission for publication and distribution via MERJ Regulatory News Service	No charge	1 Jul 2023
Press Release	Per publication distributed through various media partners and channels	Varies ⁹	1 Jul 2023
Subscriptions	Subscriptions to receive notices for private investors	No charge	1 Jul 2023

⁸ “Primary Market Facilitation Service” means where an Issuer that is listed on a market of a Market Operator applies for MERJ DEP to create and process Allocation Components of Offers of Securities quoted or approved for quotation on a market operated by the Market Operator.

⁹ Fees depend on the respective media distribution channels (e.g. new wires) and markets targeted and will be quoted in advance



Meetings and Voting Services

The following services and charges are applicable to all Issuers of Securities with a primary or secondary listing on a Market Operator.

Service	Charge Basis	Fee	Effective Date
Provision of Omnibus Proxy ¹⁰ by Depository Nominee	Per meeting if required on request from the Principal Issuer	\$300	1 Jul 2023
Proxy Voting	Per voting matter/resolution per meeting where the Depository Nominee is obligated to cast votes or MERJ DEP is otherwise requested by the Principal Issuer to assist with gathering and casting votes	\$500	1 Jul 2023

Other Costs and Excluded Costs

Issuers will be billed separately at cost for any out-of-pocket expenses such as postage, courier fees and similar.

MERJ DEP is able to provide a quote for any of these services on request which will be based on the estimated time of personnel required. Please contact finance@merj.exchange for a quote.

¹⁰ “Omnibus Proxy” means a list of Holders of MDIs and their respective Holdings provided to an Issuer from a Depository Nominee authorizing those Holders to vote their proxies directly.