

Investment Chart

for the Seed Stage of



Kiro'o Corp

Unite, Dare and Grow

TO YOUR ATTENTION

If you are reading this document, it's because you intend to take shares in KIROO CORP. This document has been written to explain what this would mean to you and how you can proceed to achieve this goal.

First of all, we must make **some important notes**:

- **Note 1:** KIROO CORP is currently *an unlisted company*. As such, you should be aware that investing in unlisted companies represents risks of illiquidity, total or partial loss of the invested capital. In addition, all financial simulations contained in our documents are objectives and not guarantees.
- **Note 2:** The transaction you are about to undertake by taking part in our capital is an investment transaction, not a loan. As such, you will not be entitled to a refund if things go wrong, just as you will be entitled to dividends if we achieve our goals as long as you hold shares in the company.
- **Note 3:** This document is intended for strictly private use. It contains strategic information of the studio Kiro'o Games. **Don't share it with third parties without the exclusive permission of the founders.**
- **Note 4:** We recommend that you specifically read sections 3-6 and 5 on the investors syndicate

DATA SHEET

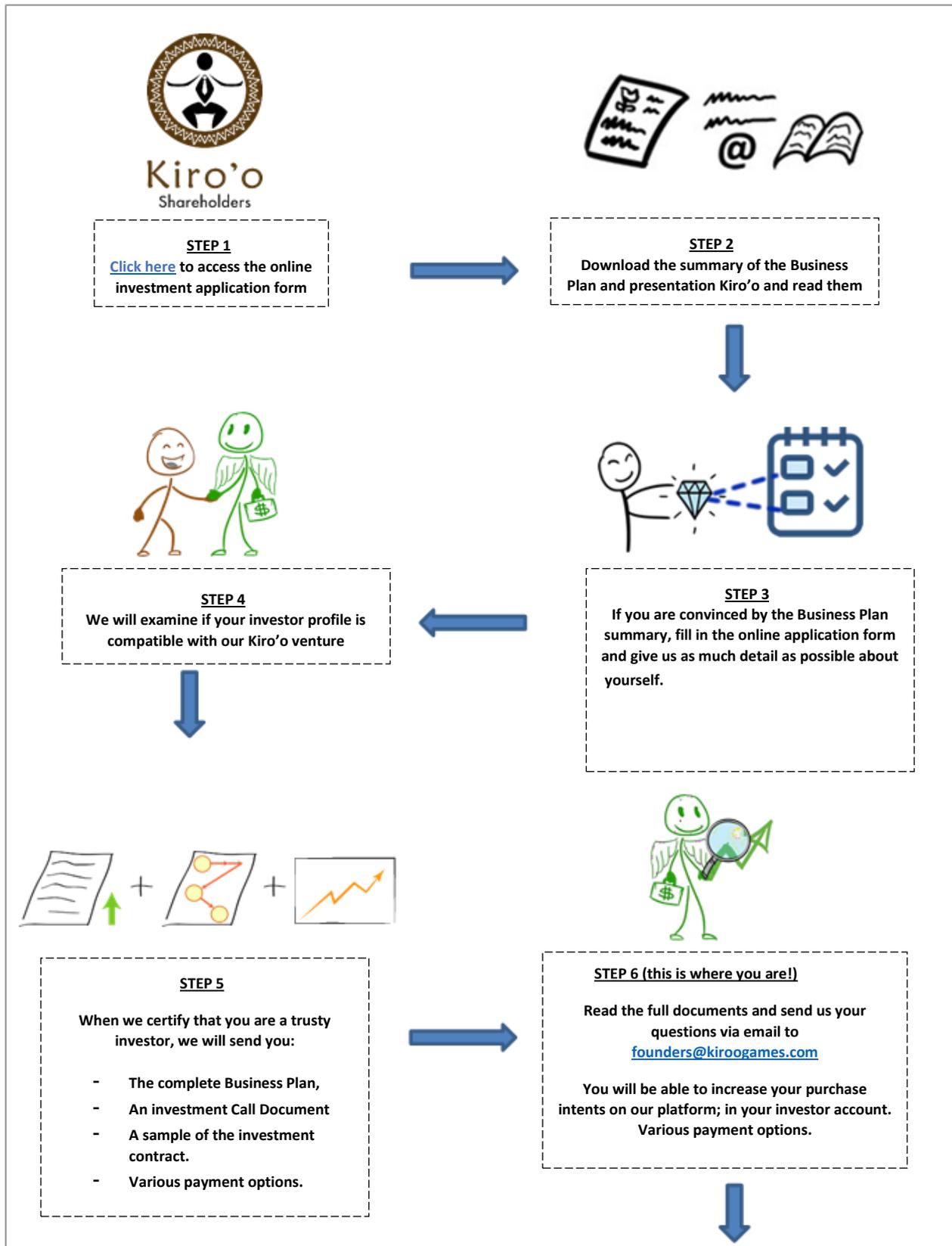
- **Project Location:**
 - o **Technical and administrative head office:** Yaoundé, Cameroon
 - o **Fundraising headquarters:** Delaware USA
- **Sector:** Entertainment
- **Targets:** USA, Canada, Europa
- **Business model:** B2C.
- **Site web:** www.kiroocorp.com ; www.kiroogames.com ; www.kirooworld.com
- **Contact:** founders@kiroogames.com
- **Amount to be raised:** 1 000 000 USD per opening of the capital (Equity)

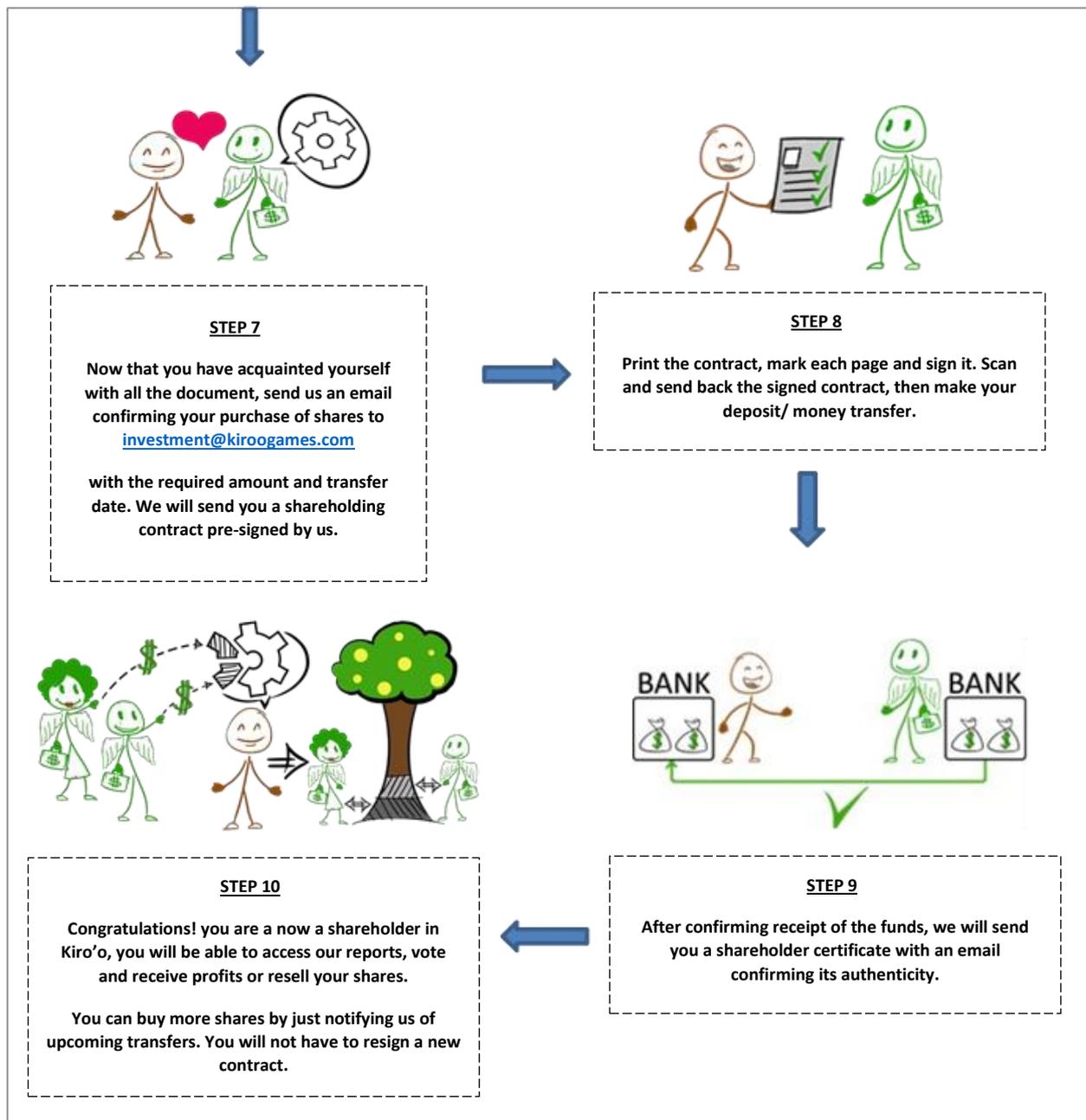
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1. INVESTMENT PROCESS REVIEW

Below are the steps to acquire shares in Kiro'o Games:





- During each stage, Kiro'o team will guide you on the next step to take and we will be available to answer your questions via email founders@kiroogames.com
- We will wait till the fund raising is over and the final Article of Association is approved (through votes) before taking a single joint action with the notaries. In the meantime, the investment contracts will be binding.
- We have successfully completed this operation by raising funds between 2013 and 2015 before legally opening Kiro'o Games in a combined operation.

2. KIRO'O GROUP'S VISION

2.1. A message from the Team



Gaming has changed

Over the past 13 years, between 2003 and 2016, we have realized a teenager's dream: opening a video game studio in Cameroon. This story could have simply continued on the path of making more games, becoming a publisher, making movies for our games, getting rich, living our peaceful lives, etc.

But along the way, something was born in the hearts of every man and woman who joined our team: **We believe it is our duty to do more than just entertain.**

Yes, we created the first African-Fantasy video game. But most of what Kiro'o has achieved and built above all, are the foundation stones for a new system: **We have demonstrated how possible it is to bring together local skills in our generation, in order to achieve international standards.**

Imagine the strength of a group of collaborative companies that share this culture and a generation of workers motivated to build this vision across varied sectors; from video games to agriculture. Imagine how profitable it will be to stand as the base of such an ecosystem of interconnected financial assets; not to mention the social, psychological and economic impact it will have on African children looking up to us.

We have a duty and responsibility to make this system a reality for all those who need of it, we have a duty to embody and show to the world a strong representation of « Succeeding Together ».

You may be wondering « What are the guarantees of achieving something so huge in such a complex environment? ». Our response is given with all pragmatism.

You are not investing in a team that will succeed in everything, but in a team that will always be evolving regardless of the obstacles it faces.

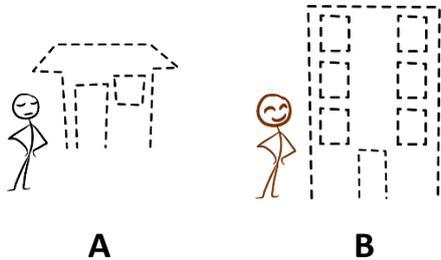
In the long-run you will bank a lot of money through us and also obtain the additional luxury of making History.

That is the promise we make to you which we have never broken.

Because we are the WallBreakers

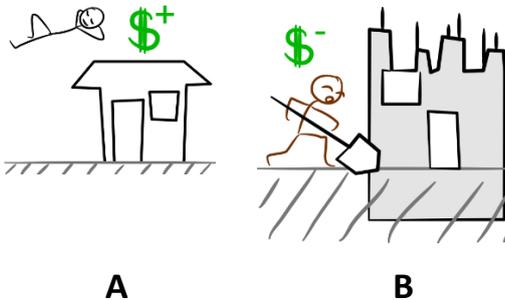
2.2. Understand our paradigm before investing

The relationship between an entrepreneur and his shareholders is as important as that of a marriage. Aside from money, we must ensure that our objectives and work methods are compatible. The following parable illustrates how we do business :



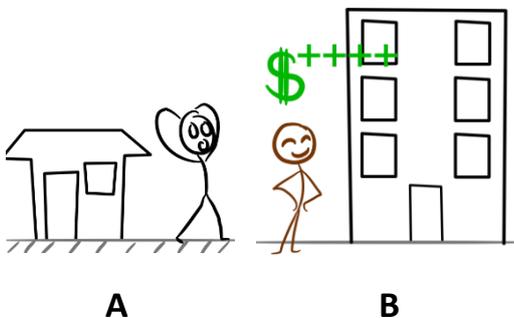
Two people have to build a hotel:

- Person A: Narrowly plans to make a home with the hopes of upgrading it later.
- Person B: Thinks big about building a multi floor hotel.



Perceived short-term defeat:

- Person A: lays a simple foundation and gets faster and more visible results. He has his existing clients. And uses his income to live in comfort.
- Person B: lays a stronger foundation and stays longer on his construction site.



Overwhelming long-term victory:

- Person A: Due to his weak foundation, he can't add more floors without completely damaging his building; he then gets stuck.
- Person B: Finishes his ground floor and gets his first customers, while exploiting the rental fee to start the upper floors. He gets more customers and dominates the market.

As you may have rightly guessed, Kiroo's goal is to be person B

This short parable is intended to make you understand that if you want to become a shareholder in Kiroo's Games, you will have to adopt the following philosophy:

- **Anticipate using a tree approach:** Decisions that secure the most opportunities long-term, will be prioritized
- **Focus on achievement:** Focus and organize execution one step at a time
- **Be flexible:** The world is changing rapidly, a company that does not know how to adapt efficiently dies.

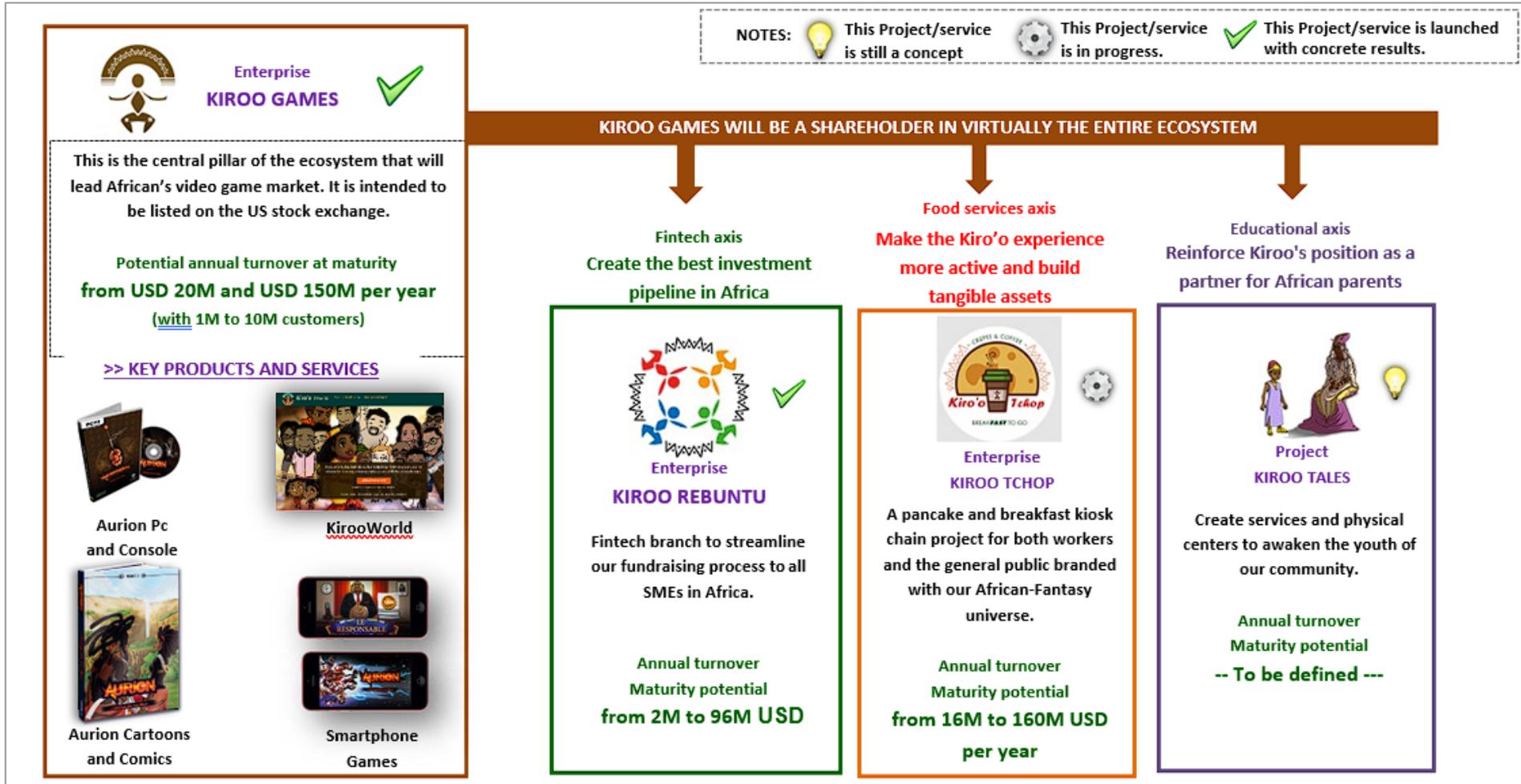
- **Trust and Transparency:** Maintain as much trust and legitimacy as possible between ourselves, our employees and our shareholders.
- **Build-up the right team:** Be it employees, shareholders or partners, we will make sure that we are surrounded by people with a constructive mind-set.

We all know of companies that have succeeded using this approach (Google, Amazon, Huawei, Disney, etc.) and others that have lost their leadership largely because of too rigid corporate cultures (Kodak, eBay, Sega, Yahoo, Nokia, Express Union, etc.).

We orient ourselves from our foundations to be among the companies who will always conserve their leadership.

2.3. We aim to build the Kiroo Group Phase by phase for the next 20 years

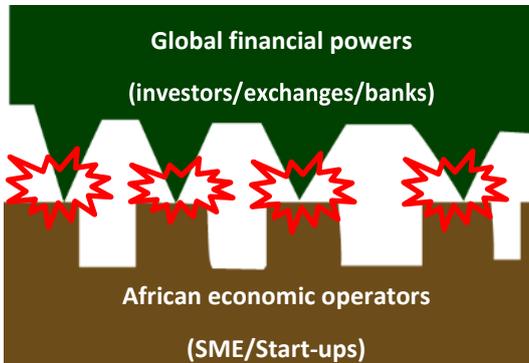
Between 2016 and 2036, Kiro'o is setting up an ecosystem of highly profitable multi-sector companies over a period of 20 years; presented in the sketch below. We have already laid the groundwork for several elements between 2017-2018. **A more complete scheme is available only for confirmed shareholders.**



By becoming a shareholder of Kiro'o Games, you become a potential indirect shareholder of the entire ecosystem that will result from it.

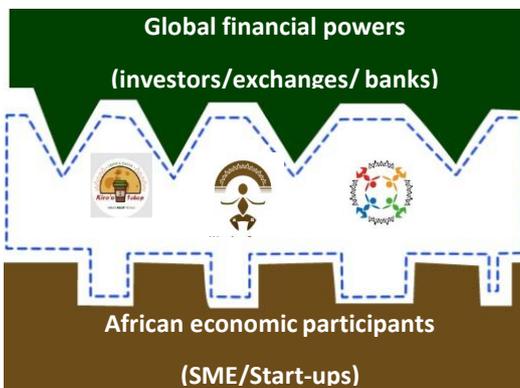
2.4. The Why and How of Building an Extremely Profitable Interconnected Network

Africa is a virgin territory full of opportunities in varied sectors, however, it has unique conditions:



The impossible African development equation:

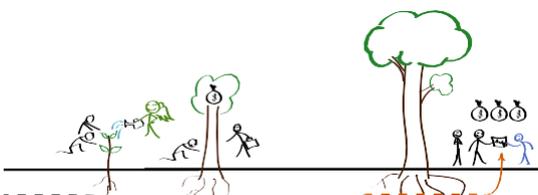
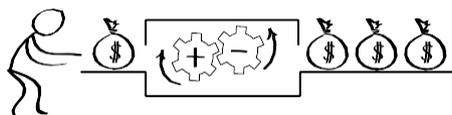
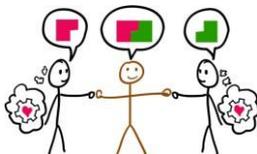
- Investors generally don't understand the practical local solutions/projects developed for Africa by Africans, to suit our social realities, thus they don't finance these projects.
- As a result, those who support the continent's economy (SMEs) do not have the needed financial support to boost their performance.



This is a golden opportunity for "Middle-Men»:

If a business group can position itself as the missing link in the African economy between financial power and SMEs, it will have a huge profitability potential on the continent. It will also benefit from the social and branding impact of unlocking untapped market segments. A group of companies that uses technology as an accelerator of collaboration and synchronization.

We believe that this is a genuine opportunity for Kiro'o Group.



Kiro'o Group's expansion and profitability strategy:

- Kiro'o Games will become a leader of the African video gaming market and go public on the NASDAQ/NYSE to be connected to the flow of active capital.
- Through our industry and Kiro'o Rebutu's technology, we will identify project leaders with the same mindset and potential as ourselves, then provide technical and financial support to make them leaders in their own sectors (per region, country, etc.).
- Kiro'o Games will therefore invest directly or indirectly in the seed stage of different industry leaders in Africa.
- Their successes will allow us to boost our stock market valuation.
- This will enable us to provide even more technical and financial support for their expansion.
- The socio-economic explosion generated will render our games even more profitable on the continent.

This strategy is not applicable to most Western video game studios because all sectors are saturated and going to war against established competitors in other fields is not so beneficial. Africa is different because we are the generation that will establish lobbies in all sectors by bringing together the most talented people around us.

This strategy has been adopted by companies like Tencent in China or the UBA Bank of Nigeria via the Tony Elumelu Foundation.

3. KIROO CORP CAPITALIZATION PLAN

3.1. Incorporation strategy in the USA and relationship between KIRO'O GAMES and KIROO CORP

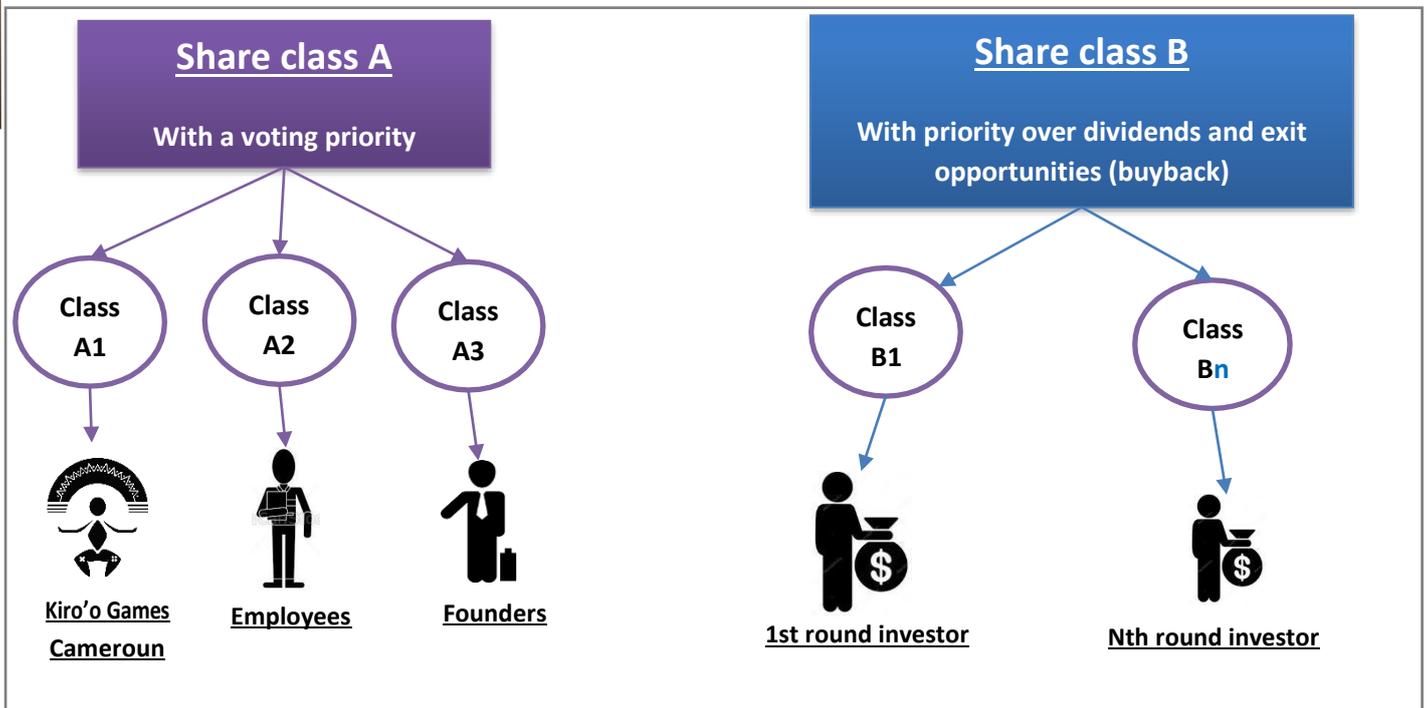
Kiroo Games has been registered since 2015 as a Cameroonian company « Kiroo Games SARL ». In 2018, in order to keep up with our evolution we decided to restructure our capitalization headquarters in the United States:



The current fundraising is for Kiroo Games USA.

3.2. Share classification system

There are two types of shares in the capital of Kiro'o Games USA:



- Characteristics applicable to all share classes combined:

- **Priority:** Priority refers to the fact that a share receives dividends or is entitled to be sold before another. On this basis and in general, two levels of priority can be distinguished:
 - Class B shares have priority over Class A shares
 - The subclass index gives the order of priority. For example, a subclass B1 share will have priority over a subclass B2 share, which in turn has priority over a subclass B3 share, and so on.
- **Voting rights:** Each subclass of shares gives a more or less important voting right as per its definition (details in the following section).

- Features applicable only to Class B shares:

- **The Preferential Multiplier (PM):** This is the multiplier to determine your **preferential income** in relation to your initial investment. If you have a MP of 3X, this means that Kiro'o will have to give you at least 3 times your amount of dividend investment.

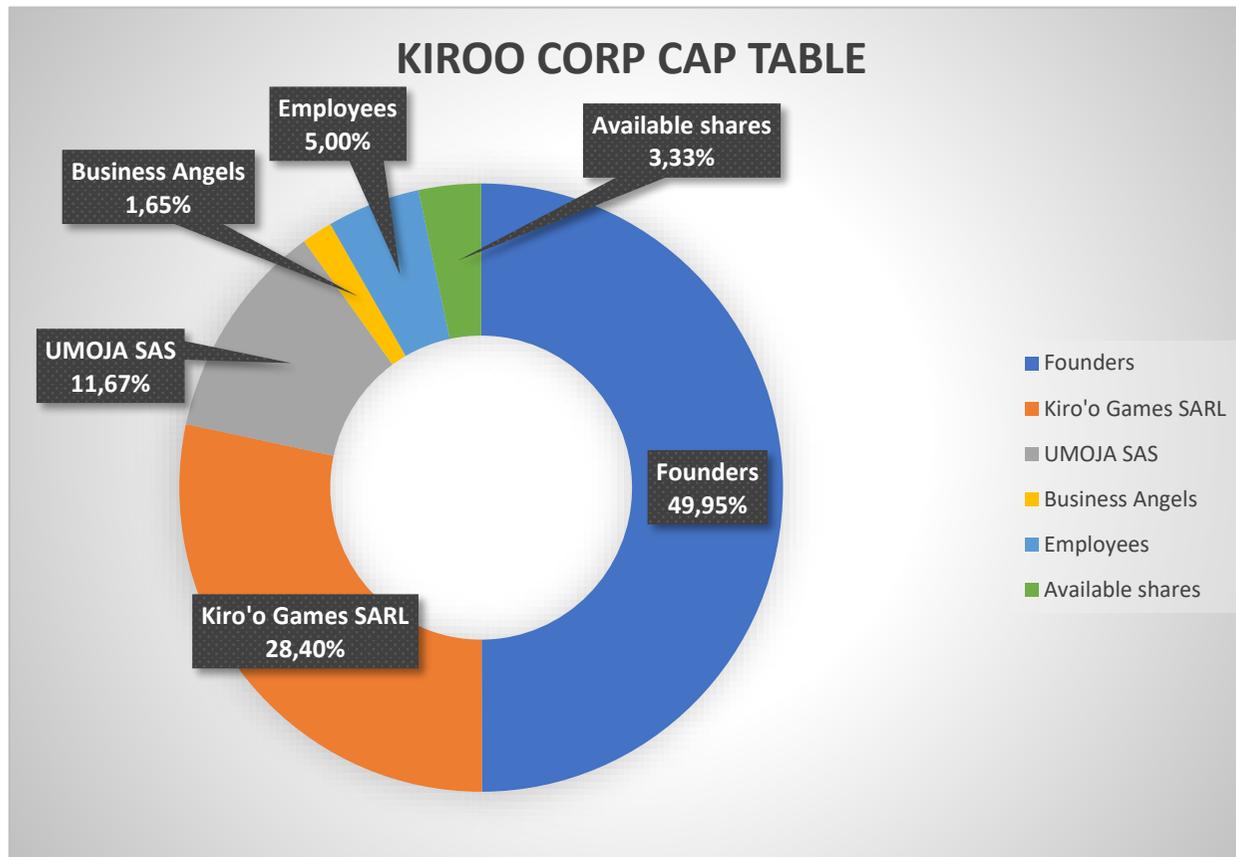
The preferential period: As long as you have not received your preferential income, the founders give you a priority of their dividend until you reach the income in question.

3.3. Current Kiroo Corp Capital table

The following table shows the breakdown of Kiroo Corp's share

Holders	Class of shares	Number of share	Percentage of capital	Voting Rights		Dividends right		
				Ratio	%	MP	MRP	%
FOUNDERS	A ₃	4,995,145	49.95%	4	78.40%	1	0.39	19.68%
Actives Founders	A ₃	4,132,778	41.33%	4	64.86%	1	0.39	16.29%
MADIBA Guillaume Olivier	A ₃	2,174,790	21.75%	4	34.13%	1	0.39	8.57%
BASSANGNA Jean Yves	A ₃	1,151,758	11.52%	4	18.08%	1	0.39	4.54%
NDJEBAYI MATIKE Jacques Oscar	A ₃	806,231	8.06%	4	12.65%	1	0.39	3.18%
Inactives Founders	A ₃	862,367	8.62%	4	13.54%	1	0.39	3.40%
YAKAN BRAND Dominique	A ₃	474,253	4.74%	4	7.44%	1	0.39	1.87%
MADIA SARL	A ₃	149,051	1.49%	4	2.34%	1	0.39	0.59%
NONO WOUAFO Hugues Gérald	A ₃	150,019	1.50%	4	2.35%	1	0.39	0.59%
MELI Patrick Hervé	A ₃	37,747	0.38%	4	0.59%	1	0.39	0.15%
Kiro'o Games Employees Association	A ₃	37,747	0.38%	4	0.59%	1	0.39	0.15%
TCHEKOULONG Delphin Junior	A ₃	6,775	0.07%	4	0.11%	1	0.39	0.03%
TONYE DIPENDE Donatien	A ₃	6,775	0.07%	4	0.11%	1	0.39	0.03%
Kiro'o Games (syndicating for 1st investors)	A ₁	2,840,000	28.40%	1	11.14%	1	1	28.40%
Kiro'o Games Employees	A ₂	500,000	5.00%	2	3.92%	1	0.39	1.97%
UMOJA SAS	B ₁	1,166,934	11.67%	1	4.58%	3	3	35.01%
Business Angels	B ₂	164,855	1.65%	1	0.65%	3	3	4.95%
Available shares	B ₁ /B ₂	333,066	3.33%	1	1.31%	3	3	9.99%
TOTAL :		10,000,000	100.00%		100.00%			100.00%

- We give investors more rights over dividends and resale opportunities, but we retain control by having a higher voting ratio
- The founders who are seated in Kiro'o USA, have no voting rights or dividends at the level of KG Cameroon on KG USA table
- The shares you buy will be registered in a syndicate called UMOJA SAS, which will invest 500K USD based on our estimates
- **Definitions of the criteria for dividend entitlement:**
 - o **Preferential Multiplier (MP):** If this ratio is 3, it means that you have priority to the dividend until Kiro'o has paid you 3 times your investment
 - o **Preferential Income Multiplier (MRP):** If this ratio is at 3 for instance, it means that for each dividend distribution where you have priority, your percentage of capital is multiplied by 3 to define your maximum share of the annual dividends. The surplus is deducted from the founders' dividends



3.4. Vesting and justification of actions

The Vesting method consists of allocating shares in exchange for the achievement of a specific task or objective. Therefore, on the basis of the tasks already carried out within Kiro'o Games SARL, the founders who have remained active to date will be allocated a certain number of shares definitively, and on the basis of the "vesting" method, will be allocated additional shares as they meet required goals.

The founders will enjoy all the rights related to the shares in "vesting" as long as they are in office. If a Founder leaves office or dies, only the shares acquired definitively are granted to him.

The shares he held in "vesting" are transferred back to his successor. If a founder does not achieve an objective specified in his terms and conditions of employment, the Board of Directors or any other management body of the Company vested with this power must deliberate on the following options:

- Transfer the responsibility to a third party, in this case another Founder, an employee or a shareholder who wishes to take charge of it. The transmission of responsibility results in the passing on of the associated vesting actions.
- Cancel the responsibility, in this case they can either put the associated shares up for sale subject to the shareholders' right of first purchase, or cancel them. In the event of a sale of the shares to a third party, the proceeds of the sale shall be paid to the Company.

The table below summarizes the procedure and expectations for each of Kiro'o USA's shareholding groups (in green the percentage permanently acquired and in blue the percentage in "vesting"):

Names and shares	Rights and duties
 <p>MADIBA Guillaume Olivier 21.75% (7.23%/14.52%)</p>	<p><u>What he has accomplished:</u></p> <ul style="list-style-type: none"> - Main founder of the Studio since 2003. - Author of the Aurion and universe scenario. - Designed and also coded the game Aurion. - Raised 95% of the start-up funds. - Managed the Marketing and Communication division. - Initiator of the company's largest B2B contracts - Has not left the company during difficulty 2016-2017. - Designer of the expansion vision seed stage (technical and financial) - Wrote the Rebuntu Program based on the methodology used in Kiro'o. <p><u>What is expected of him:</u></p> <ul style="list-style-type: none"> - Lead Kiro'o to the stock market as CEO (if this objective is validated). - Design and adapt the vision and expansion strategy (based on the results of the seed stage or market evolution). - Recruit and train the Business Development division - Recruit and train the technology and development division. - Recruit and train the narrative and design division. - Recruit and train the Game design division. - Recruit and train the Gamedev division. - Recruit and train the Marketing and Communication Division. - Complete the writing of Aurion universe. - Design Core Games based on the Aurion universe (2 is already planned). - Will be the public image of the Studio (will have to sacrifice his privacy). - Extend Kiroo's portfolio to other projects related to our core business (parks, toys, etc.). <p><u>Train the next generation of technical leader of the studio:</u></p> <ul style="list-style-type: none"> - Complete the writing of the Aurion universe. - Recruit and train the 2D & 3D creation division - Recruit and train the 2D & 3D animation division - Recruit and train the Game design division - Recruit and train the comic book division - Work on extending the Kiro'o portfolio to other projects parallel to our core business (parks, Merchandising, etc.)

Names and shares	Rights and duties
 <p data-bbox="199 846 533 969"> BASSANGNA Jean Yves 11.52% (4.74%/6.78%) </p>	<p data-bbox="687 257 995 286"><u>What he has accomplished:</u></p> <ul data-bbox="668 293 1406 869" style="list-style-type: none"> - Co-founder of the Studio since 2012 (working since 2010). - Managed the logistics, installation, layout and equipment of the Studio. - Designed all the administrative, legal and financial procedures of the Studio still in use. - Author, composer and designer of the entire soundtrack of the Aurion game - Director of the sound effects and ambiances of the game Aurion - Designed and managed the entire legal and administrative part of the start-up fundraising - Designed and managed Aurion's distribution chain in Cameroon - Author of all B2B and other Studio contracts - Designed the procedures of the Rebuntu Mentoring Program. - Designed and managed the CRM of Kiro'o Games and Kiro'o Rebuntu. - Supported the company in the difficult period 2016-2017. - Contributor to the design of the seed stage expansion vision (technical and financial) <p data-bbox="687 909 968 938"><u>What is expected of him:</u></p> <ul data-bbox="659 945 1382 1296" style="list-style-type: none"> - Lead Kiro'o to the stock market as Administrative and Financial Lead (if this objective is validated). - Design and manage the administrative, financial and legal procedures for the Studio's expansion. - Recruit and train the HR division. - Recruit and train the Administrative and Tax Division and Legal Division. - Recruit and train the Economic Analysis Division and the Sound Design Division. - Design and manage all administrative, financial and legal procedures for Kiro'o extensions (park, toys, etc.).

Names and shares	Rights and duties
 <p>NDJEBAYI MATIKE Jacques Oscar 8.06% (3.22%/4.84%)</p>	<p><u>What he has accomplished:</u></p> <ul style="list-style-type: none"> - Co-founder of the Studio since 2016 (has been working since 2008). - Designed and built all Kiro'o websites. - Managed all Kiro'o sites and servers. - Designed all Aurion game interfaces. - Worked on the Studio's B2B development projects. - Managed the Aurion game support service. - Designed and managed the Studio's intranet. - Managed the installation of computer equipment in 2013 and 2017. - Designer of the Kiro'o Rebuntu website. - Worked on the production of the Studio's videos, including the making of the Aurion game. - Supported the company in the difficult periods 2016-2017. - Contributor to the design of the seed stage expansion vision (vision and strategy). <p><u>What is expected of him:</u></p> <ul style="list-style-type: none"> - Lead Kiro'o into the stock market as a Webdev Lead (if this objective is validated). - Design and build the Studio's intranet in line with its expansion. - Recruit and train the Webdev division. - Recruit and train the IU division. - Recruit and train the Hardware and Cyber Security division. - Work on extending the Kiro'o portfolio to other projects parallel to our core business (parks, toys, etc.).
<p>PRESEED STAGE INVESTORS B₁ (You)</p>	<p><u>What is expected of them:</u></p> <ul style="list-style-type: none"> - Invest at least USD 1M in seed stage. - Help to incorporate Kiro'o Games USA in the USA. - Network and realize Series A (based on seed stage performances). - Mentoring and coaching of the Founders on the challenges of expansion. - Network and manage potential acquisitions. - Network and clear the way for an initial public offering (IPO). - Network and help expand the studio (parks, toys, etc.)

Names and shares	Rights and duties
 <p data-bbox="188 667 523 712">Kiro'o Games</p> <p data-bbox="260 739 451 763"><i>Games Spirit Design</i></p> <p data-bbox="231 842 502 871">KIROO GAMES SARL</p>	<ul style="list-style-type: none"> - Networked and help expand the studio (parks, toys, etc.) - Founded and financed the start-up phase of Kiro'o Games since 2013. - Incubated the seed stage phase since 2016. - Mentors of the founders. - Assist the founders in the development of their network. - Advice from the founders. - Transfer IP, contracts and resources to Kiro'o Games USA. - Remains the technical representation of Kiro'o Games USA in Cameroon. <p>Represent the interests of inactive organisations and founders within Kiro'o USA</p>
<p data-bbox="180 965 552 994">EMPLOYEE STOCK OPTIONS</p>	<p>Our Human Resources is the key to the success of our studio. Including him/her in the capital of the structure will help motivate them to achieve long-term objectives, while ensuring their loyalty during difficult times.</p> <p>This will also make us more appealing to the best professionals across the continent.</p>

3.5. Dilution risk management

Talk about the entry of a new shareholder or new fundraising in series A and more, is also talk about the problem of the dilution of the founders and their involvement in the destiny of Kiroo Corp.

Being aware of this constraint, the founders want to specify that the most important thing for them is to keep control of the company through the decision-making process in order to have a hand on the vision and the execution of it.

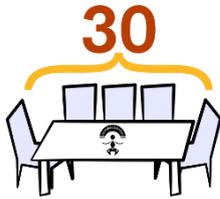
That's why, as you will note in the capitalization table below, the shares held by the founders have a voting rights multiplier of 4, which minimizes the impact of dilution on their control of the company. As an example, *although they have a capitalization of 45.43% on the current capitalization table, they have a voting right of 75.46% at this stage.*

Using this principle, the table below simulates dilution before the entry of a new shareholder:

Holders	Class of shares	Number of share	Percentage of capital	Voting Rights		Dividends right		
				Ratio	%	MP	MRP	%
FOUNDERS	A ₃	4,995,145	45,43%	4	75.46%	1	0.73	33.09%
Actives Founders	A ₃	4,132,778	37.59%	4	62.43%	1	0.73	27.38%
MADIBA Guillaume Olivier	A ₃	2,174,790	19.78%	4	32.85%	1	0.73	14.41%
BASSANGNA Jean Yves	A ₃	1,151,758	10.48%	4	17.40%	1	0.73	7.63%
NDJEBAYI MATIKE Jacques Oscar	A ₃	806,231	7.33%	4	12.18%	1	0.73	5.34%
Inactives Founders	A ₃	862,367	7.84%	4	13.03%	1	0.73	5.71%
YAKAN BRAND Dominique	A ₃	474,253	4.31%	4	7.16%	1	0.73	3.14%
MADIA SARL	A ₃	149,051	1.36%	4	2.25%	1	0.73	0.99%
NONO WOUAFO Hugues Gérald	A ₃	150,019	1.36%	4	2.27%	1	0.73	0.99%
MELI Patrick Hervé	A ₃	37,747	0.34%	4	0.57%	1	0.73	0.25%
Kiro'o Games Employees Association	A ₃	37,747	0.34%	4	0.57%	1	0.73	0.15%
TCHEKOULONG Delphin Junior	A ₃	6,775	0.06%	4	0.10%	1	0.73	0.04%
TONYE DIPENDE Donatien	A ₃	6,775	0.06%	4	0.10%	1	0.73	0.04%
Kiro'o Games (syndicating for 1st investors)	A ₁	2,840,000	25.83%	1	10.73%	1	1	25.83%
Kiro'o Games Employees	A ₂	500,000	4.55%	2	3.78%	1	0,73	3.31%
UMOJA SAS	B ₁	1,166,934	10.61%	1	4.41%	1	1	10,61%
Business Angels	B ₂	164,855	1.50%	1	0.62%	2	2	3,00%
Available shares	B ₃	1,327,682	12.08%	1	5.01%	2	2	24,15%
TOTAL :		10,994,616	100.00%		100.00%			100.00%

3.6. Why “UMOJA SAS”?

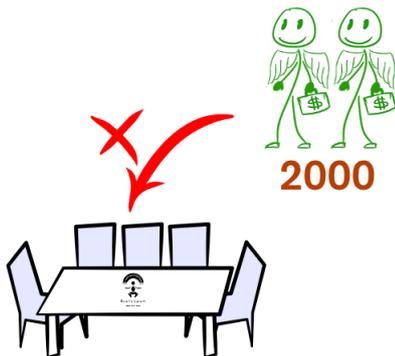
You, as investors, will be united in a business angel’s syndicate called UMOJA (meaning Union) which will be a simplified joint stock company (SAS) in Cameroon. Here is why:



Kiro'o USA has a limited number of shareholders i.e. 30:

Kiro'o USA is incorporated as a Closed Corporation for the time being. We cannot therefore exceed 30 shareholders (individual or legal entities) in the capital under US law.

When we go public for a stock exchange, we will then change our status



The current fundraising can generate 2000 shareholders

We permitted all private investors with a minimum of USD 500 to become shareholders, in order to raise USD 1M. In that light, we can end up with about 2000 shareholders. Not all of them can therefore be registered directly in Kiro'o USA (limited to 30 places).

That's why we're bringing you together in a syndicate.

We are therefore creating a SAS in Cameroon (with no shareholder limit) which will manage the investments and be the legal entity shareholder in KIROO CORP. Your voting and dividend capacity is not impaired (See section 5-3)

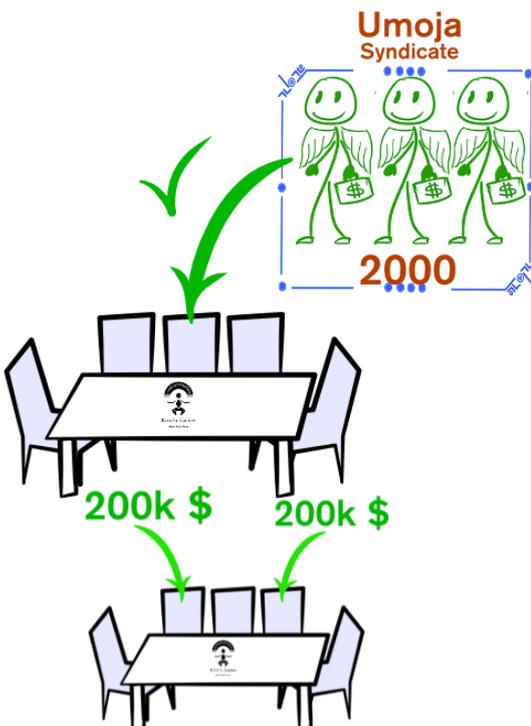
Who will manage the syndicate?

In the short-run, the syndicate will be managed by the founders of Kiro'o. We will be responsible for the shares in the syndicate's reserves without dividend or voting rights. This gives us the right to buy and sell shares between KIROO CORP and UMOJA; thus, acting as middle men.

We will organize elections for you in the midterm to enable you appoint people who will manage you. You will be able to dedicate a % of your dividends to hiring a management firm.

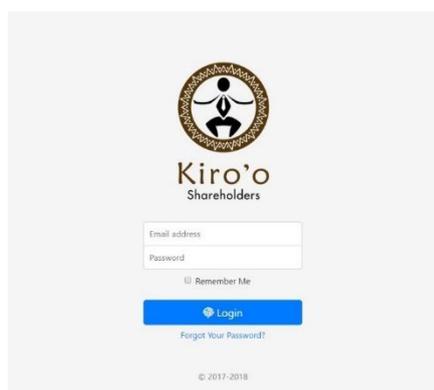
200K USD to have an individual place in KG USA

We have dedicated 5 possible places in this round to raise 1M USD. So, any person or group wishing to be registered as an independent person must invest at least 50K USD.



Section 5 of this document sets out the union's operation charter

3.7. Online platform for shareholders: Kiro'o ShareHolders



Login page for Kiro'o shareholders

To facilitate the management of our entire shareholder ecosystem, we are developing an online platform: Kiro'o ShareHolders. This is a site that allows a shareholder to:

- Have an account anonymously (just the shareholders number is displayed). He may decide to be visible.
- Review and comment on the reports of companies in which he/she is a direct or indirect shareholder.
- Vote for decisions of companies in which he/she is a direct or indirect shareholder.
- Comment on votes and reports.
- Report your desire to buy or sell your shares in the Kiro'o ecosystem
- Create forums and groups with other shareholders who think alike to further develop Kiro'o. In this way, we enable you to be active according to your desire to be more involved in the ecosystem.

The smartphone application version of Kiro'o ShareHolder is currently under development.

4. EXPECTED RETURN ON INVESTMENT

4.1. Dividend distribution policy

As you will have gathered from our vision to create a group, Kiro'o will apply the following dividend policy to ensure high long-term profitability by sacrificing short and medium-term profitability:

- While waiting for our business model to mature:
 - o Most of our profits will be reinvested to accelerate our growth and reach the critical mass of stable revenues that generate between \$500K and \$1M in monthly profits.
 - o 2/3 of profits will be reinvested and 1/3 will be distributed to shareholders.
 - o We estimate that it will take us until 2030 to reach this result
- Once the maturity is reached:
 - o 50% of the profits will be distributed as dividends to shareholders
 - o 50% will be reinvested in the company or ecosystem.
 - o Our projections expect us to get there after 2030.

Obviously, depending on the performance and forecasts of each year, we will make profit sharing proposals that might benefit shareholders in the short term as well.

4.2. Exit strategy

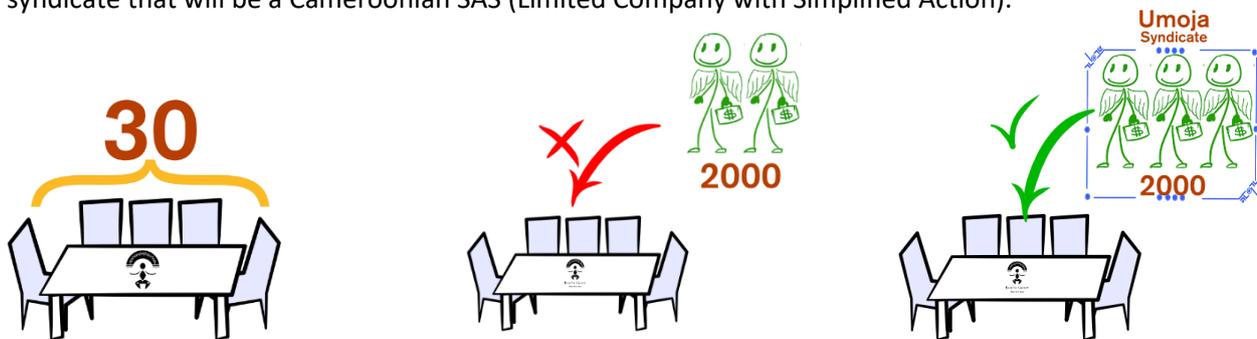
If we reach our goals by 2030, you have several options for making more profit:

- **Keeping your shares:** this would allow you to continue receiving dividends
- **Resell your shares in the following cases:**
 - **Merger and Acquisition:** Several video game majors will want to enter our capital to have market shares in Africa (Sony, Ubisoft, Tencent, etc.)
 - **Series A:** Depending on our growth or diversification ambitions, we may raise a larger amount of money to exit at this level
 - **Share buyback:** Kiroo could buy back its shares at a bargain after 2030

5. INVESTOR UNION CHARTER « UMOJA SAS »

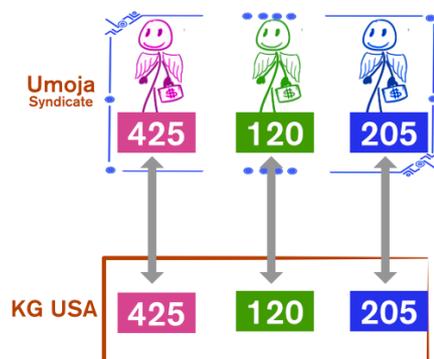
5.1. Reminder of the syndicate principle

As explained in section C-6, Kiro'o USA may not have more than 30 shareholders (individuals or legal entities). This is why we are bringing together all the business angels of the current round in a syndicate that will be a Cameroonian SAS (Limited Company with Simplified Action).



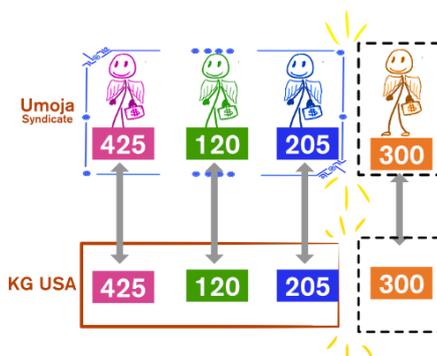
The SAS will be managed by the founders of Kiro'o in the short term to ensure the joint purchase and sale of shares between Kiro'o USA and UMOJA SAS. The union will be able to propose and vote on a better internal management system later on.

5.2. Relationship between UMOJA SAS and KIROO CORP



Equivalence of UMOJA SAS and KIROO CORP shares

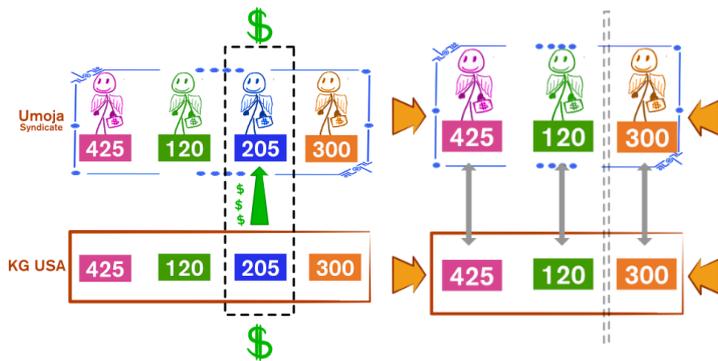
To facilitate management, we will establish a strict equivalence between the number of shares you buy in KIROO CORP and those you will have in UMOJA SAS.



When other Business Angel buy shares

When a new shareholder buys X shares of KIROO CORP, an increase of X shares of UMOJA SAS is made to maintain equivalence. This action has no influence on your shares in KIROO CORP.

To avoid unnecessary costs at a notary office, we will carry out joint registration procedures in the articles of association at the end of the fundraising.



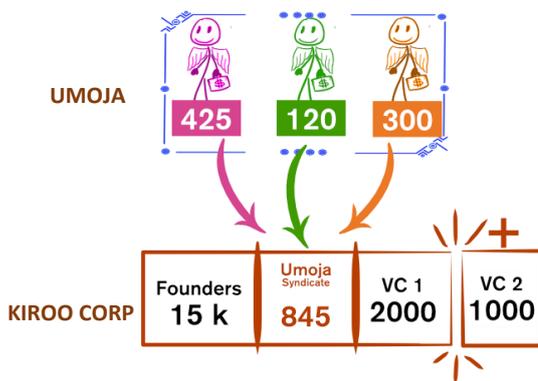
If a business Angels wants to sell-off his or her X shares of KIROO CORP

UMOJA SAS sells-off the shares at KIROO CORP and the money is given to the vendor in the syndicate. The corresponding UMOJA SAS shares are then destroyed, to maintain the equivalence of the remaining ones.

When KIROO CORP performs a horizontal dilution

Horizontal dilution is when a company increases its number of shares to raise funds. When Kiro'o USA increases its shares:

- The number of shares held by UMOJA will not change.
- So your actions will not change and the equivalence will be maintained.
- In general, the value of the shares will increase.
- But the percentage of UMOJA's capital will decrease in KG USA, which will influence voting powers for instance.

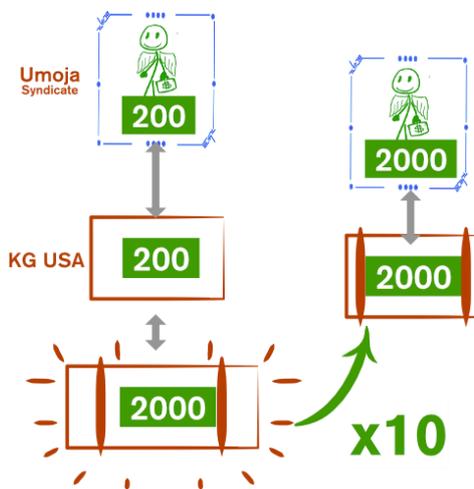


When KIROO CORP performs a vertical dilution

A vertical dilution is when a company splits its existing shares. For example, we go from 10M shares to 100M shares by dividing each current share into 100 smaller ones.

When KIROO CORP performs a vertical dilution:

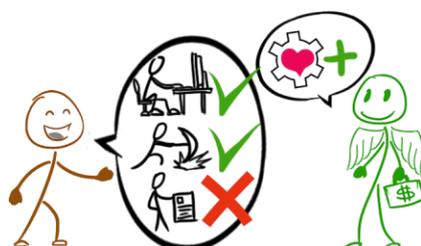
- We will have the choice to do the same division in UMOJA to maintain strict equivalence.
- Here we will establish a simple mathematical correspondence.
- You will vote whatever suits you when the time comes.



Activity reporting policy

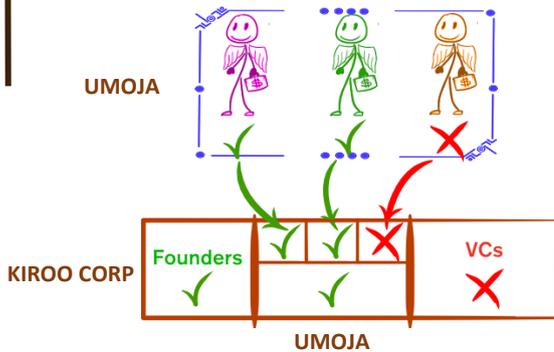
You will have access to Kiro'o USA's reports will be able to comment on them directly on the platform.

The team will produce semi-annual and annual reports; we will also produce newsletters to keep you informed as much as possible.



5.3. Voting and reporting in the UMOJA syndicate

Below is the voting process for the UMOJA SAS syndicate:



You vote for decisions in KIROO CORP under the cover of UMOJA SAS

When a vote is held in KIROO CORP, you will have access to it on our Kiro'o Shareholders platform. The result of UMOJA's internal vote will be reflected as the UMOJA SAS vote in KIROO CORP.

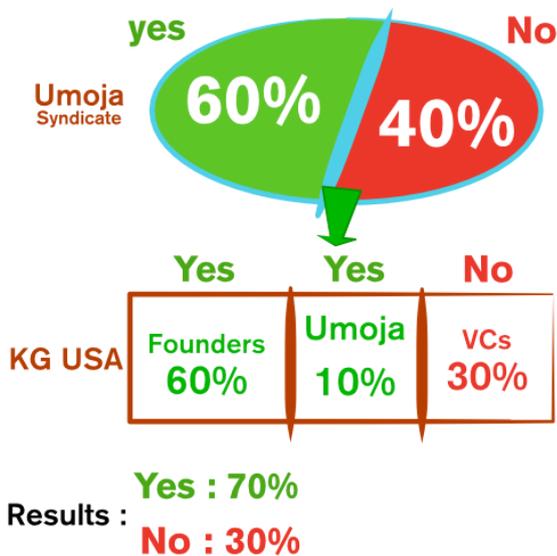
On the other hand, if a decision concerns only the union (for example, voting representatives), the vote will only be visible to union members and the result will only be visible at that level.

Legal vote and legitimacy voting in KIROO CORP

We are required by law to declare the votes of UMOJA SAS as a single corporate voice in a vote of KIROO CORP, in the published minutes.

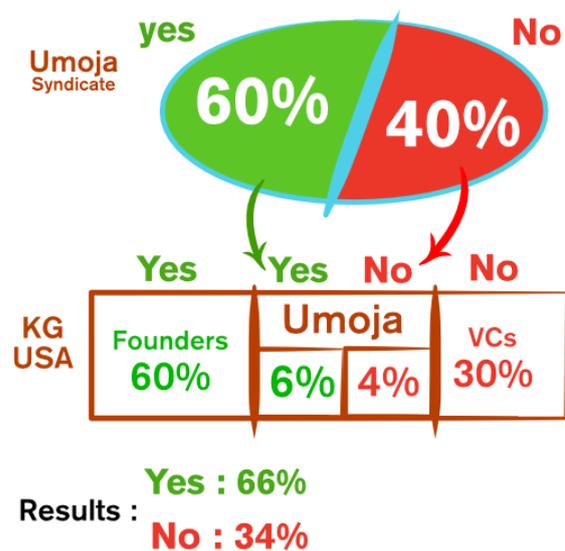
However, thanks to our Kiro'o Shareholders platform we will also be able to show the results of legitimacy. This is a result that simulates as though everyone is sitting at KIROO CORP individually.

The legitimacy voting is an indicator taken into account by the Kiro'o executive team to validate a decision and maintain shareholder confidence.



Result of the legal vote

UMOJA's Vote is considered as a single voice at the KIROO CORP table



Result of legitimacy vote

The impact of each individual vote of UMOJA shareholders is shown

5.4. « Reference shareholders » in UMOJA SAS

Though we will try to be as simple as possible, our reports and voting procedures will often require some technical expertise to be well understood by shareholders.

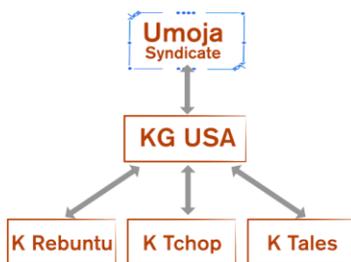
A number of you have reference CVs in the IT, financial, administrative and legal fields, etc. We will identify them on the platform so that their opinions and votes on certain issues, can reassure or guide other shareholders on the effect of our decisions on your interests.

The procedures for being declared a "reference shareholder" include:

- Declare an interest in being a "reference shareholder".
- Be prepared to drop anonymity on the platform so that others can see your references online (LinkedIn, etc.).
- Have a total of at least 0.15% KGUSA, which is obtained in 2 ways:
 - o Have invested at least 10K USD yourself.
 - o Or have been recommended technically by other shareholders who have this combined weight.

5.5. UMOJA SAS and Kiroo's ecosystem

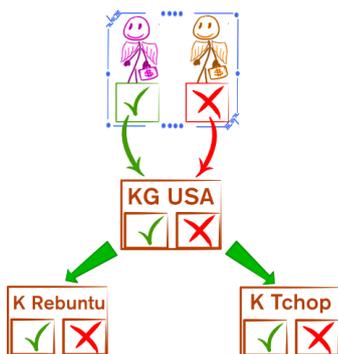
What is the relationship between your UMOJA syndicate and all the members of the Kiro'o Group?



Indirect ownership of the bulk of the ecosystem under the cover of KIROO CORP

KIROO CORP will be a shareholder in almost all parts of the ecosystem to strengthen its stock market valuation.

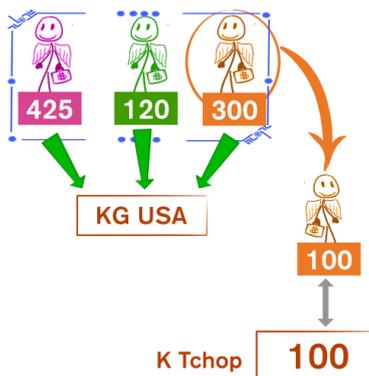
So since UMOJA SAS is a shareholder of KIROO CORP, you will be indirect shareholders of almost the entire ecosystem.



Voting in the ecosystem by indirect shareholdership

As a shareholder of KIROO CORP, you will have access to the reports, votes of all the companies within the Kiro'o group and you will be able to vote under the cover of UMOJA SAS.

Your legal and legitimate vote will be reflected in the ecosystem.



Acquiring shares in other Kiro'o companies

You may buy shares and sell shares of other Kiro'o companies as you go along, or purchase more shares at different rounds. The Kiro'o Shareholder system will give you the corresponding voting rights and access.

6. RISK MANAGEMENT OF THE PROJECT

6.1. Risk list or frequently asked questions and our alternative solutions

Problem or Frequently Asked Questions	Partial/Complete Solution and Answers
<p>What do you guys smoke in Kiro'o to have such gigantic plans in a hard country like Cameroon? This question is asked quite frequently.</p>	<p>No member of Kiro'o uses drugs or narcotics. We are perfectly sane and for the most part, in very good mental health. Our goals are just fueled by ambition.</p>
<p>Most mobile game studios believe that it takes a catalogue of several games to be sure of success. Why do you start with the intention of making few games?</p>	<p>Game stores are saturated with inconsistent mini-games because of this approach. The excess supply ultimately weakens the target's interest.</p> <p>We work with a Design Thinking principle for each of our smartphone games, it is a method that emphasizes the social research on the target before validating a game idea.</p> <p>In addition, we produce several versions internally which are tested by our community to ensure that we create a game with high buzz potential as soon as it is released.</p> <p>This is the working methodology of most studios; for instance, the producers of Clash of Clan or Fortnite.</p>
<p>There is no training school for video game studios in Cameroon, how will you ensure team development and turnover?</p>	<ul style="list-style-type: none"> - We have established an in-house training program over 3 months to transform an illustrator or coder into a video game professional. - Old members help to train new members. - We keep a waiting list of interesting profiles. - We also plan to set up medium-term programs to ensure the development of talent in local schools
<p>How will you handle the administrative management between KIROO CORP, KIRO'O GAMES and the SAS union? Won't it be heavy for your team?</p>	<ul style="list-style-type: none"> - We are one of the few African SMEs to manage over 100 shareholders since 2013. - We have also created our online shareholder website via Kiro'o Shareholders to facilitate management. - Most of our former and new shareholders have the experience and can mentor us on how to perfect the administrative structure.
<p>How do the founders of Kiro'o ensure that they do not lose control and vision of the company because of potential "bad investors" in the future?</p>	<ul style="list-style-type: none"> - We have secured a multiplier of our votes so as not to be diluted quickly. - Moreover, as you will notice, we do not take money from just anyone. We do everything to work with people who are compatible with our vision.

	<ul style="list-style-type: none"> - The strength of a video game studio is based on the legitimacy of the managers on the team in place. The battle between Ubisoft and Vivendi, for instance, shows how an investor who is not appreciated by the team cannot make the creative team to give in their best.
<p>How will we manage if corrupted government agents see our success and engage in tax harassment?</p>	<ul style="list-style-type: none"> - For now, we are staying away from political conflicts to mitigate this kind of problems. - Also, we have been working since 2016 to establish certain lobbying groups in our government to be protected from issues like this.
<p>Why did you put KIROO CORP under the Closed Corporation? Why didn't you choose an open corporation from the beginning?</p>	<p>Unlimited shareholder forms are subject to higher taxes. In addition, large investment funds do not like investing in companies with numerous shareholders on their table, which can greatly limit our ability to raise funds for future rounds.</p>
<p>How will Kiro'o react to sudden changes in technology? Several new VR and Augmented Reality or Cloud Gaming (Google Stadia) technologies are coming. How does Kiro'o position itself in the face of these changes?</p>	<ul style="list-style-type: none"> - We constantly monitor technical developments to keep abreast of the latest practices in the sector. - Our internal culture also requires employees to constantly upgrade to meet the industry's upcoming shifts. - Until 2021 we want to first create a solid team on current technology and from there settle for cutting-edge technologies, including the Gaming Cloud

6.2. List of the challenges faced by the studio and how we have progressed

To reassure you about our ability to adapt to apparent unexpected events and failures, here is our résumé of a few instances when things didn't go as planned and when we nonetheless made progress.

Failure or difficult situation	What was Kiroo's reaction?
<p>Failure to obtain grants for Kiro'o Games in 2013 In early 2013 we wanted 20K USD in subsidies to make an amateur video game that would be a demo of the "real" Aurion. Our file was rejected everywhere.</p>	<p>This is when we decided to open up our capital and manage our own fundraising instead of relying on grants. We were therefore able to finance the creation of the 1st PC game.</p>
<p>Loss of the voluntary drawing team in September 2013 When we had just been funded, we had a strike by almost all the artists who wanted to double their expected salary. With 1 month to go before the opening of Kiro'o Games, we no longer had a team.</p>	<ul style="list-style-type: none"> - We organized an urgent recruitment by acting as if we just wanted to hire reservists to avoid panic from the project's fans. - The team we found was the right one to make Aurion.
<p>Unplanned power cuts in February and March 2014 That year, the city of Yaoundé experienced a record wave of power cuts that interfered with our planning.</p>	<p>We decided to use this time to hold brainstorming meetings on how to improve the scenario and game design of Aurion.</p>
<p>" Translation Gate " at the release of Aurion in April 2016 The game had been poorly translated into English by</p>	<p>We coded a game translation interface in our engine and the whole team organized to correct the translation and formatting ourselves for 1 week after</p>

our publisher's partner and we no longer had a budget to hire an external firm.	the game was released.
Failure of the Kiro'o Rebuntu conferences in January 2017 Originally the Rebuntu project was to be initiated as a series of subsidized conferences where we were to explain our equity crowdfunding method to 10K young entrepreneurs. Despite our track record, no one wanted to sponsor the event.	We decided to launch Kiro'o Rebuntu as an online web service and to adapt all our know-how in an illustrated E-book not downloadable on the platform.
Slow fundraising 2019 - 2021 We wanted to raise 1M USD in 2019, but we only raised 500K USD from 2019 to 2021.	<ul style="list-style-type: none"> - The slow investment raising forced us to adapt: - We focused on products that require the least amount of communication budget (mobile games for young adults) - We also focused on creating our own customer management infrastructure and team with the right mindset.
Failure of our Aurion comic sales targets In your initial 2019 forecast, Kiroo hoped to sell 50K copies of its Aurion comic but in the end you only sold 2K.	<ul style="list-style-type: none"> - Our advertising strategy was based on a communication on the diaspora via Facebook. - However, we did not anticipate the " Bots clicks" which consumed 70% of our communication budgets. - We slowed down on the communication of the comic book through social networks, - So we decided to network to make an animated series by 2025 that will boost the fame of the comic. - We also plan to include a free B&W version of the comic in the Aurion smartphone game to convert our players more easily.
Covid-19 Management How did Kiroo absorbed the Covid-19 crisis?	<ul style="list-style-type: none"> - We prioritized the health of our teams by quarantining ourselves for 1 month at the peak of the pandemic. - Then we had to learn to organize ourselves with barrier measures. - We periodically organize Covid screening sessions and make our employees aware of the vaccines.

This is a non-exhaustive list of several battles where we have had to innovate and move forward despite difficult conditions.

7. CONCLUSION



After reading this document, we hope:

- You understand that more than just a company, you will invest in the seed of a group.
- More than entertainment, we want to be the missing link in the continent's economy.
- The current round concerns KIROO CORP, which is the group's new capitalization headquarters.
- You will be syndicated in a SAS called UMOJA to buy shares in KIROO CORP.
- Kiro'o is a great revenue opportunity for shareholders in the medium and long term.

We hope we have been clear and informative enough, to make it easier for you to understand Kiro'o and stir you to invest in us even more.

Thanks for believing in our team.