



NYM Technologies SA

("NYM Technologies" or the "Issuer")

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Prospectus under Swiss law dated January 10, 2022 (the "**Prospectus**") relating to the issuance of 75'000'000 NYM tokens (the "**NYM Token(s)**") representing utility tokens put up for sale in one series by this issuance's prospectus (the "**Offer**")

by

NYM Technologies SA

Place Numa-Droz 2
2000 Neuchâtel
Switzerland

This Prospectus dated January 10, 2022 was approved by BX Swiss AG (the supervisory body for prospectuses authorized by FINMA) on January 17, 2022

SELLING RESTRICTIONS

A. General

Potential investors should note that participation in the NYM Token Offer is subject to limitations imposed by securities laws, applicable in different jurisdictions. The information presented in this Prospectus does not constitute an offer to sell or the solicitation of an offer to buy in any jurisdiction where it is unlawful to make such an offer or solicitation prior to registration, registration exception or qualification under the securities laws of that jurisdiction. This Prospectus and this Offer are intended primarily for natural and legal persons whose residence and registered office are located in Switzerland. It is the sole responsibility of other potential investors to ensure that they are permitted to receive information about the Offer, including, in particular, this Prospectus, and to subscribe to it, under the applicable laws in their respective jurisdictions.

This Prospectus and any other related documentation are not intended for dissemination or publication in any jurisdiction where such Prospectus or the contemplated Offer is unlawful, nor do they constitute or form part of an offer or solicitation to buy in any jurisdiction where such offer or solicitation is unlawful.

No action permitting or intended to permit a public Offer of the NYM Tokens or the possession or distribution of this Prospectus or any other documentation relating to the Offer in any country or jurisdiction other than Switzerland, requiring any action to that effect has been or will be taken by the Issuer. Persons who have received this Prospectus are requested by the Issuer to comply with all applicable laws and regulations in each country or jurisdiction where they buy, offer, sell or provide NYM Tokens or have in their possession, distribute or publish this Prospectus or any other documentation relating to the Offer with respect to the NYM Tokens, in any case at their expense and in addition to any other requirement set forth in this Prospectus. Each potential investor must comply with all applicable laws and regulations in any jurisdiction where it buys, offers or sells NYM Tokens or owns or distributes this Prospectus and must obtain any required consent, approval or authorization to buy, offer or sell NYM Tokens under the laws and regulations in force in any jurisdiction to which it belongs or in which it makes such purchases, offers or sales, and the Issuer will decline all responsibility in this regard.



B. List of prohibited jurisdictions

Individuals domiciled or entities with their registered office or place of administration in the following jurisdictions/countries are not permitted to subscribe to NYM Tokens:

- Natural persons domiciled or entities having their registered office or place of administration in a country (i) on the Financial Action Task Force (FATF) list of countries with strategic deficiencies in the fight against money laundering ("AMLA") or against the financing of terrorism (CFT) for which the FATF has developed an action plan and considered by the FATF to be not making sufficient progress, (ii) subject to sanctions by the Swiss Secretary of State for Economic Affairs (SECO), the *US Office of Foreign Asset Control (OFAC)* or other international sanctions, or (iii) for which AMLA alerts from local authorities (including regulatory authorities or equivalent) have been issued (including the French TRACFIN or equivalent);
- Belarus, North Korea, Cuba, Iran, Sudan, Syria, Crimea and Sevastopol.

The Issuer is free to complete this list at any time, without having to modify this Prospectus.

C. No approval except verification of the Prospectus

NYM Technologies SA is neither a bank, nor a stock exchange or a multilateral trading facility, nor an investment company or a securities firm, nor a collective investment scheme (fund), nor a manager of collective investment schemes, nor a financial intermediary, nor an asset manager, nor a financial institution, nor is it authorized to act as such or controlled by any supervisory authority of the financial markets, including the Swiss Financial Market Supervisory Authority ("**FINMA**"). **Pursuant to Art. 51 FinSA, this Prospectus has been submitted to a supervisory body prior to its publication, which has verified its completeness, consistency and clarity. Other documents such as any other information material relating to the Issuer and the NYM Tokens have not been and will not be filed with or approved by any Swiss or foreign regulatory authority.** The NYM Tokens and their issuance are not and will not be subject to any supervision and/or authorization by FINMA and investors will not benefit from any protection or supervision by FINMA.

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- I. Copy of the extract from the commercial register of NYM Technologies SA as of January 10, 2022
- II. Copy of the articles of association of NYM Technologies SA dated April 29, 2021
- III. Revised financial statements of NYM Technologies SA as of 31 December 2019
- IV. Revised financial statements of NYM Technologies SA as of 31 December 2020
- V. Intermediary financial statements of NYM Technologies SA as of 30 November 2021

SUMMARY - MAIN INDICATIONS RELATING TO THE OFFER

Important information	<p>The summary should be understood as an introduction presentation of the main indications relating to the Offer. Investors must base their investment decision (investment decision) on the information provided in the Prospectus (in its entirety) and not exclusively on the summary.</p> <p>Liability for the summary is limited to cases where it contains false, inaccurate or inconsistent information when read together with other parts of the Prospectus.</p>
Issuer	NYM Technologies SA.
Headquarters of the Issuer	Place Numa-Droz 2, 2000 Neuchâtel, Switzerland.
Legal form of the Issuer	Company Limited by Shares (<i>société anonyme</i>).
Offer	The Offer consists of a public offer. Details of the Offer and the Offer Process are set out in Section IV below.
Tokens	Utility tokens (the " NYM Tokens "). The NYM Token allows you to use the NYM platform.
CoinList	SLA Services Ltd., an entity formed under the laws of the British Virgin Islands, or one of its affiliates.
ISIN	Not applicable.
Form of NYM Tokens	NYM Tokens will be issued as registered digital tokens that can be transferred exclusively on one or more blockchain. The Issuer will keep a record of the NYM Tokens sold under the framework of this prospectus. No physical delivery will be made. Therefore, Tokens holders (the " Token Holders ") will not have the right to request their physical delivery. NYM Tokens are considered as ledger-based securities (<i>droits-valeurs inscrits</i>), in accordance with Art. 973d of the Swiss Code of Obligations (" CO "). See section IV B 3 below.
Number of Tokens offered	75'000'000 NYM Tokens divided between two options. Option 1 has 50'000'000 NYM Tokens available, Option 2 has 25'000'000 NYM Tokens available at the subscription.
Price	<p>Option 1: USD 0,50 per Token. Tokens are released on/around 60 days after the sale date.</p> <p>Option 2: USD 0,25 per Token. Tokens are released quarterly over two years starting on/around the end of the sale date.</p>
Period of the Offer	The Offer Period begins on 17 January 2022 and ends on 16 January 2023.
Subscription	Exclusively via https://coinlist.co/ (the " Issuer Website ") and subject to the Coinlist Know Your Customer (" KYC ")/AML process.

Voting and dividend rights	<p>NYM Tokens do not confer any voting or dividend rights with respect to the Issuer.</p> <p>The functionalities of the NYM Tokens are described in Section 4 A 1 below.</p>
Interest	<p>NYM Tokens and/or the Issuer do not pay any interest to the Token Holders and the latter do not have the right to request the Issuer to redeem their NYM Tokens.</p>
Use of the proceeds	<p>The Issuer intends to use the net proceeds of the Offer to continue the creation of the NYM platform and its applications, as well as to develop its commercial activities in accordance with its business plan. For more details, see Section V "Activities and use of the proceeds" below.</p>
Communication	<p>By e-mail. Any notice containing or announcing a change to the terms of the Offer or this Prospectus will be posted on the Issuer's Website (https://nymtech.net) (see Section IV B 9 below).</p>
Guarantor	<p>None.</p>
Warranty	<p>None.</p>
Applicable law	<p>Swiss law.</p>
Jurisdiction	<p>Neuchâtel, Switzerland.</p>
Auditor	<p>NYM Technologies SA has no auditor; however for regulatory purposes, NYM Technologies SA's financial statements which are appendices of this prospectus have been revised.</p>
Prospectus	<p>This Prospectus of January 10, 2022 was approved by BX Swiss AG (supervisory body for prospectuses authorized by FINMA) on January 17, 2022.</p>

Copies of this Prospectus and its annexes may be requested free of charge from the Issuer (NYM Technologies SA, Place Numa-Droz 2, 2000 Neuchâtel, Switzerland, by ordinary mail or e-mail: info@nymtech.net).

I. Preamble

A. General

This Prospectus has been prepared by NYM Technologies for use by subscribers who meet certain requirements described herein (the "**Subscribers**") and to whom NYM Technologies offers the opportunity to purchase NYM Tokens (the "**Offer**").

Potential investors are expressly advised that investing in NYM Tokens carries various risks, including, without limitation, risks related to (a) the lack of development of any prior market for NYM Tokens and any active trading market and (b) the possible instability of the price of NYM Tokens. Potential investors should therefore carefully consider the entire content of this Prospectus. See Section VI "Risk Factors" for a description of a number of other risks.

The distribution of this Prospectus and the Offer of NYM Tokens in certain jurisdictions is limited by law. Persons who, if any, are provided with this Prospectus by the Issuer are required to inform themselves of the applicable laws and regulations and to observe and comply with such restrictions under their full responsibility.

This Prospectus may not, under any circumstances, be used for or in connection with any offer to or solicitation by any person in any jurisdiction or under any circumstance where such offer or solicitation is unlawful or prohibited (see the "Selling Restrictions" applicable on pages 1 *et seq.*). In making an investment decision, potential investors should rely on their own review of the Issuer, the terms and conditions of the Offer described in this Prospectus, including the benefits and risks involved. Nothing contained in this Prospectus should be construed as legal, commercial or tax advice by potential investors. Each potential investor should consult with their own advisors, if necessary, to make their investment decision and determine whether they are legally entitled to purchase the NYM Tokens under applicable laws and regulations.

No one (other than the Issuer) has been authorized to provide any information or make any statements other than those contained in this Prospectus and, if such information or statements have been provided or made, they should not be deemed to have been authorized by or on behalf of the Issuer.

Neither the delivery of this Prospectus nor the sale of NYM Tokens in any way suggests that the information provided herein or the Issuer's business has not changed since the date of this Prospectus.

NYM Tokens are financial instruments that may not be suitable for all acquirers. Each potential acquirer must (i) have sufficient knowledge and experience to make a meaningful assessment of the NYM Tokens, the benefits and risks of purchasing NYM Tokens and the information provided in the stipulations of the NYM Tokens; (ii) have access to and know the appropriate analytical tools to assess, in the context of the acquirer's particular financial situation, an investment in the NYM Tokens and the impact they will have on the acquirer's overall portfolio; (iii) have sufficient financial resources and liquidity to bear all the risks associated with the purchase of the NYM Tokens and (iv) be able to assess (alone or with the assistance of a financial advisor) possible scenarios regarding economic factors, interest rates if any, and other factors that may affect the acquirer's purchase and the acquirer's ability to bear the risks in question.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy in any jurisdiction where such an offer or solicitation is unlawful.

B. No advice

This Prospectus and any document relating to the Offer do not constitute investment advice, recommendation or invitation to buy, hold or sell any NYM Token. In particular, they are not deemed to provide (and shall not be required to provide) advice relating to any decision to buy, hold or sell NYM Tokens and should not be considered to provide complete information regarding such a decision.

This Prospectus has been prepared for the purpose of providing certain information relating to an investment in the NYM Tokens and is to be used by the person to whom it was given, solely in connection with the review of the purchase of the NYM Tokens described herein. All recipients agree to use this Prospectus for the sole purpose of evaluating a potential investment in the NYM Tokens, acknowledge and agree that this Prospectus does not purport to provide all the necessary information, allowing an investor to make an investment decision. Potential investors should read this document in its entirety and, in particular, the section entitled "**Risk Factors**" (see Section VI "Risk Factors") which describes some (but not all) of the risks associated with an investment in NYM Tokens to be issued by NYM Technologies.

The contents of this Prospectus should not be construed as legal, commercial, tax, regulatory, financial, accounting, investment or other advice by potential investors. Each potential investor should consult with their own advisors regarding the legal, commercial, tax, regulatory, accounting, financial and other consequences of their investment in the NYM Tokens. No one, in connection with this Offer, has been authorized to provide any information or make any representations other than those contained in this Prospectus. Any statement or information not provided herein should not be deemed to have been authorized by NYM Technologies or any of its directors, officers, employees, officers, subsidiaries or agents.

The delivery of this Prospectus does not imply that the information it provides will be accurate at any time after the date hereafter. At any time after the date of this Prospectus, information, including information regarding NYM Technologies' business, financial position, results of operations and prospects, will be subject to change. Neither the delivery of this Prospectus nor the sale of NYM Tokens in any way suggest that NYM Technologies' business has not changed since the date of this Prospectus. The content of the NYM Technologies website, including the websites accessible from the hyperlinks contained therein, is not part of this document.

Before purchasing the NYM Tokens, each potential acquirer must have understood the Prospectus and have a good knowledge of it as well as the Issuer.

II. Information relating to the Issuer

1. Risks

The main risks concerning the Issuer and its sector of activity are described in Section VI of this Prospectus to which it is expressly referred.

2. General information about the Issuer

Name

NYM Technologies SA.

Legal form

Company Limited by Shares (*société anonyme*).

Identification number in the commercial register

IDE CHE- 367.426.629.

Head office

Place Numa-Droz 2, 2000 Neuchâtel, Switzerland.

Date of registration

29 June 2015.

Location of the main administration

The administration is carried out from the company's registered office.

Date of articles of association (and any amendments)

29 April 2021.

Statutory purpose

In accordance with Article 4 of the articles of association of the Issuer, the statutory purpose of the Issuer is the following:

“The company aims: the provision of services, promotion and development of new technologies and applications, in particular in the field of new open and decentralized software architectures enhancing privacy; mainly - but not exclusively - the development, management and promotion of a platform based on a decentralized and secure technology (distributed ledger technology or blockchain) and corresponding technologies. The company can carry out any commercial or financial transaction, directly or indirectly linked to its purpose. It can register branches and subsidiaries in Switzerland and abroad. The company can grant loans or any other form of financing to companies of the same group, as well as give guarantees of any kind, for the direct or indirect benefit. companies of the same group (or third parties), in particular in the form of guarantees, pledges or sureties on the assets of the company. The company may provide loans or any other form of funding to academic institutions, non-profit corporations, trusts and Universities which are in accordance with the purpose of the supported entity”.

Share capital

CHF 100'000.- fully paid.

Authorized or contingent capital

None.

Communication to Token Holders

Communication to Token Holders is via email.

Issuer Publications

Swiss Official Gazette of Commerce (SOGC).

3. Information concerning the Board of Directors and other bodies of the Issuer

3.1 Composition

3.1.1 Composition of the Board of Directors

Chairman of the Board of Directors

Mr. Harry Halpin, Chairman of the Board of Directors

Function and activities within NYM Technologies: Chief Executive Officer.

Main activities carried out outside the organization of NYM Technologies: Visiting Professor at Katholieke Universiteit Leuven, Visiting Executive at American University of Beirut, Connection Science Fellow at Massachusetts Institute of Technology, and President of the Board of Kryptik PBC.

Professional address: NYM Technologies SA, Place Numa-Droz 2, 2000 Neuchâtel, Switzerland.

Member of the Board of Directors

Mr. Alexis Roussel, member of the Board of Directors

Function and activities within NYM Technologies: Chief Operating Officer.

Main activities carried out outside the organization of NYM Technologies: President of the Board of Bity SA, President of the Board of Relai AG, Council member of Swarm Foundation.

Professional address: NYM Technologies SA, Place Numa-Droz 2, 2000 Neuchâtel, Switzerland.

3.1.2 Composition of Management

The Board of Directors of NYM Technologies does not delegate the management of the company to a management.

3.1.3 Founders

The founders of the Issuer in 2015 were Mr. Maxim Markert, Mrs. Jennifer Weinkopf and Mr. Reto Baschera.

3.2 Functions and Activities

With regard to the functions and activities of the persons referred to in section 4.1 above, reference is expressly made to section 4.1.1 above.

3.3 Prosecutions and convictions

3.3.1 Concerning the members of the Board of Directors

The board members of NYM Technologies have not been the subject of any major or minor convictions related to financial crime in the past five years, nor have they been prosecuted by competent or regulatory authorities, including professional associations.

A proceeding is currently existing between some NYM Technologies shareholders and a former Director who has been accused of forging documents and stealing an amount of CHF 9'531.-. This proceeding has no specific impact on NYM Technologies.

3.3.2 Regarding the Issuer

There is a current labor law proceeding between the same former Director and NYM Technologies. The claims against NYM Technologies are limited to a maximum indemnity of CHF 62'500.-.

3.4 Securities and option rights held by the members of the Board of Directors

Mr. Harry Halpin bought 40'000'000 Tokens at a price of CHF 0,001 per Token vested over a period of two years.

Mr. Alexis Roussel bought 10'000'000 Tokens at a price of CHF 0,001 per Token vested over a period of two years.

3.5 No auditor

The Issuer has renounced to the limited audit in accordance with Article 727a paragraph 2 CO; however for regulatory purposes, the Issuer's financial statements which are appendices of this prospectus have been revised.

3.6 Material changes since the last annual financial statements

Since the last annual financial statements as of December 31, 2020, there have been no material changes, except that pre-sales have occurred for total proceeds of CHF 16 mios. For further indications related to the last financial statements of the Issuer, please refer to Appendix V (Intermediary financial statements of NYM Technologies SA as of 30 November 2021).

4. Business activities and commercial perspectives

NYM Technologies is active in the provision of services, promotion and development of new technologies and applications, in particular in the field of new open and decentralized privacy enhancing software architectures.

Information concerning the investments decided respectively the activities and the business prospects of the Issuer is available in section V. below.

5. Investments

Information concerning the decided investments, respectively the activities and the business prospects of the Issuer are available in Section V. A below (Activities and use of the proceeds).

In addition to the main investments (expenses) made, the entire proceeds of the Offer will be invested in accordance with Section V. A below.

6. Loan and Participation Certificates

At the time of issuance of this Prospectus, the Issuer has taken three convertible loans of respectively CHF 100'000.- from Polychain Global Ltd, CHF 80'000.- from CNK II Investments Ltd. and CHF 9'794.55 from DCG International Investments Ltd. All three loans shall convert into new NYM's shares in the context of the seed round or into an allocation of Tokens equivalent. The Issuer has not taken out any other loans or issued bonds (or similar instruments) or certificates of participation.

7. Exercise

The Issuer's financial year ends on December 31.

8. Financial information

The Issuer published revised financial statements of NYM Technologies SA as of 31 December 2019 which are Appendix III to this Prospectus.

The Issuer published revised financial statements of NYM Technologies SA as of 31 December 2020 which are Appendix IV to this Prospectus.

The Issuer published intermediary financial statements of NYM Technologies SA as of 30 November 2021 which are Appendix V to this Prospectus.

9. No dividends distributed

The Issuer has been incorporated on June 29, 2015 and has not distributed any dividends as of the date of this Prospectus. Holders of NYM Tokens are not entitled to a dividend from the Issuer as they are utility tokens. More information about the NYM Token is available in Section IV below.

III. Description of the capital structure of the Issuer

Below you will find certain information concerning the Issuer's share capital as well as a brief description of certain additional provisions of the Issuer's Articles of Association (Statuts), the Swiss Code of Obligations and other Swiss laws and regulations. This description does not purport to be complete and should be read in its entirety with reference to the Articles of Association, the Swiss Code of Obligations and other laws and regulations in force as of the date of this Prospectus.

A. Capital structure

Share capital

CHF 100'000.- as of January 10, 2022.

Paid-up share capital

CHF 100'000.- fully paid as of January 10, 2022.

Composition of share capital

10'000 registered shares (*actions nominatives liées*) with a nominal value of CHF 10.- each.

The shareholders of NYM Technologies exercise their voting rights in proportion to the par value of all the shares belonging to them. In the event of a decision by the general meeting of shareholders to pay a dividend, it shall be paid in proportion to the nominal value of the shareholders.

The shares of NYM Technologies do not grant any preferential rights or other similar benefits.

Authorized or contingent capital

None as of January 10, 2022.

Participation capital

None as of January 10, 2022.

Own equity securities

NYM Technologies holds 200 treasury shares (*actions propres*).

No prospective collateral or security provider or their agents hold shares of NYM Technologies directly or through any other company in which they hold the majority of the shares.

B. Duration and liquidation

The articles of association of NYM Technologies do not limit the duration of the latter.

NYM Technologies can be dissolved:

1. In accordance with the articles of association;
2. By resolution of the general meeting, to be recorded in a public deed;
3. By the commencement of insolvency proceedings;
4. By court judgment if shareholders together representing at least ten per cent of the share capital request its dissolution for good cause. The court may order a different solution if appropriate and conscionable for the interested parties;
5. In the other cases envisaged by law.

IV. NYM Tokens and Offer

A. NYM Token Information

1. Description of NYM Tokens

In management's view, the widespread use of blockchain and its adoption by various financial players and jurisdictions could result in significant savings in the way capital is invested.

NYM Technologies defines NYM Tokens as follows:

1. **NYM Tokens are utility tokens** that allow anyone to join the Nym network which enables data to be sent with higher privacy than the normal internet and rewards given in NYM Tokens enable a sustainable economic model for the nodes in the network. NYM Tokens can be transformed into cryptographic private credentials that are issued and validated in a decentralized manner. These credentials prove technically users have control of the NYM Tokens needed for the "right to use" services integrated with the Nym network.

The NYM Tokens are not intended to represent rights relating to equity securities or claims or any other right comparable to a guarantee instrument.

2. **NYM Tokens are blockchain-based digital assets.** The Tokens will be created on a Cosmos blockchain, which is called the Nym Chain, using its native library and smart contract functionality. The Token will be standardized for cross-chain communication, to allow Token transfer on multiple blockchains, such as the Bitcoin Liquid sidechain and Ethereum.

The NYM Token serves as a counterparty for access to and use of the platform's services. Once used, the Tokens will be collected by NYM Technologies, which may put them back into circulation in order to allow other users to access the services of the platform. This recovery of the Tokens is carried out without any consideration, respectively without any service, pecuniary or not, on the part of NYM Technologies apart from access to and use of the services.

2. NYM project goals

The Nym network is a decentralized and incentivized infrastructure to support privacy. Nym is based on a decentralized mixnet that protects network traffic metadata, providing superior privacy than VPNs. Nodes in the mixnet are rewarded via a novel proof of mixing scheme that proves mix nodes are providing a high quality of service.

3. Key features of the service to be developed

Nym provides an infrastructure capable of supporting privacy for applications and their users. The Nym network is composed of a decentralized network of mix nodes (a mixnet) and a privacy-enhanced credential system (based on a blockchain) that enables the use of tokens to access the mixnet while maintaining user privacy. The mixnet routes traffic in a way that makes it untraceable towards even powerful global adversaries who can observe the entire network. This is in contrast to VPNs or Tor, which are designed to protect against weaker adversaries. The credentials allow users with NYM Tokens to privately prove their "right of use" when accessing services inside the mixnet. A blockchain maintained by permissionless validators decentralizes the operations of the entire Nym network, including the validation of credentials and membership in the mixnet. In order to make the Nym network fully permissionless, the NYM Token enables anyone to have a stake in the network by running a mix node or validator. The NYM Token rewards mix nodes that provision a high quality of

service via a novel proof of work scheme that proves a mix node has been adequately routing the traffic of network users.

4. Price and volume of the issue

The issue of the Tokens covered by this Offer relates to a series of 75'000'000 Tokens.

The 75'000'000 NYM Tokens divided between two options. Option 1 has 50'000'000 NYM Tokens available, Option 2 has 25'000'000 NYM Tokens available at the subscription.

The price per NYM Token for Option 1 is USD 0,50. Tokens are released on/around 60 days after the sale date.

The price per NYM Token for Option 2 is USD 0,25. Tokens are released quarterly over two years starting on/around the end of the sale date.

NYM Tokens issued as part of the Offer will be subscribed in USD.

For Option 1, the minimum contribution is USD 100.- or its equivalent in BTC, USDC or ETH, the maximum contribution is USD 500.-.

For Option 2, the minimum contribution is USD 100.- or its equivalent in BTC, USDC or ETH, the maximum contribution is USD 1'000.-.

5. Risks

The risks relating to this Offer are described in Section VI of this Prospectus to which it is expressly referred.

6. Legal basis

The Tokens will be issued on the basis of a decision of the Board of Directors of the Issuer dated March 30, 2020.

7. Rights granted to NYM Tokens

The NYM Token will have the following functionalities and characteristics, and give the following rights to the Token Holder:

- (i) First, the NYM Token enables users to have an interest in the growth of the Nym network, by instituting an incentive for operators who act as mix nodes and validators of credentials. Nodes are rewarded for their work in a similar way to the awards provided for mining in the Bitcoin system, while ensuring that they are incentivized to provide high quality service and honest work.

Thus, any user who enables the proper functioning of the Nym network by providing services as a mix node or validator is rewarded with NYM Tokens for its work, namely the intensive but necessary calculation of mix nodes to “route the packets” (transmit messages/information) on behalf of other users confidentially or sign transactions to build blocks as validator. As the number of NYM Tokens is limited, the first to make themselves available as nodes will be more rewarded more.

- (ii) Second, the NYM Token can also be exchanged for into private identity credentials capable of integrating arbitrary information needed by services. Credentials provide a technical means for NYM Tokens to be used to access the network without violating user privacy and while fulfilling any identity requirements of service providers.
- (iii) Third, users can use NYM tokens to allow privacy-enhanced access to services integrated into the Nym network via displaying a credential that proves their possession of the required NYM Token. More specifically, NYM tokens gives the right to access to private internet communication for a unit of time.
- (iv) Fourth, the NYM Token can be used as a means of payment, enabling payment of transaction fees within the Nym network. Indeed, when the volume of applications and network users will increase, the transaction costs will exceed the rewards for the mixing work. We do not envision Nym being used as a general purpose cryptocurrency like Bitcoin, but is instead to be used within the Nym network.

If applicable, if the NYM Token is listed, the Token Holder may also sell their Token on an exchange. The Token Holder may also sell their token over-the-counter (*de gré-à-gré*).

8. Restrictions on NYM Tokens

8.1 General

The NYM Tokens do not confer the right to be invited, to participate or to vote at the general meetings of the Shareholders of the Issuer or any right to a dividend from the Issuer. NYM Tokens and/or the Issuer do not pay any interest to the Token Holders and **the latter do not have the right to request the Issuer to redeem their NYM Tokens.**

The NYM Tokens do not confer the right to liquidate or be a shareholder of NYM Technologies and, more generally, any rights that the rules of the articles of association have provided for shareholders.

They are not intended to represent rights relating to equity securities or claims or any other right comparable to a guarantee instrument.

8.2 Restrictions on transferability

Only the person providing proof that he holds the Token(s) based on the blockchain used by the Issuer is granted the rights arising from the Token(s) concerned. Therefore, each Token Holder waives all rights to which he could claim, if he is unable to provide proof that he holds the relevant Token(s), based on the blockchain used by the Issuer.

If the NYM Token is listed, the Token Holder may also sell its Token on a platform in exchange for cryptocurrency or fiat currency. The Token Holder may also sell its token over the counter to another Token Holder or to a third party.

At the time of issuance of this Prospectus, there is no evidence to support the manner in which the assignment of the NYM Tokens will be treated under Swiss law. The transfer of the Issuer's Tokens to the investor and the investor to another of these peers may be invalid under Swiss law. The Token Holder expressly accepts these risks when subscribing to the NYM Token (see also section VI below regarding such risk).

9. Tokens sold during a pre-sale (*Pre-Sale*)

The Issuer has already offered the subscription of 365'128'571 NYM Tokens during a *pre-sale (Pre-Sale)*. More precisely, 40'000'000 NYM Tokens in an Initial seed round were sold for a price of CHF 0,0125, then 71'428'571 NYM Tokens in an Pre-seed round were sold for a price of CHF 0,035, then 150'000'000 NYM Tokens in a Seed round were sold for a price of CHF 0,04, then 100'000'000 NYM Tokens in an Second Seed round were sold for a price of CHF 0,10 and finally 3'700'000 NYM Tokens in a Validator round were sold for a price of CHF 0,25.

All *Pre-Sale* Tokens i.e. 365'128'571 NYM Tokens, have been sold. 200'000'000 NYM Tokens are reserved, sold or granted to the Team.

10. Publication

The publication of notices concerning the NYM Tokens and the Issuer will be on the Issuer's website, namely under <https://nymtech.net>.

11. Paying, calculation and exercise agent

Not applicable; there is no paying and calculation agent. Further there is no exercise agent. The NYM Token is a utility token (and not a bond).

12. Applicable law and place of jurisdiction

The NYM Tokens respectively this Prospectus and the rights and obligations arising therefrom are subject to Swiss law, to the exclusion of any foreign law and any international treaties.

The exclusive place of jurisdiction for any dispute in connection with the NYM Tokens respectively this Prospectus is 2000 Neuchâtel (Switzerland).

B. Offer Information

1. General

The Offer resulting from this Prospectus consists of the issuance of 75'000'000 NYM Tokens by NYM Technologies in the form of utility tokens.

The Offer is subject to the restrictions set for in the first pages of this Prospectus.

NYM Tokens will be sold to investors by NYM Technologies. Coinlist will receive the funds in respect of contributions in USDC, BTC or ETH.

The Prospectus constitutes the final Offer Prospectus.

2. Offer period

The Offer Period begins on 17 January 2022 and ends on 16 January 2023.

Upon sale, NYM Technologies will publish on its website (<https://nymtech.net>.) the total amount of outstanding contributions until the end of the Offer Period. The amount of current contributions will be updated at least once a week by the Issuer.

The Issuer reserves the right to terminate the Offer, without notice, at any time and for any reason.

3. Form of NYM Tokens

3.1 Legal form

NYM Tokens will be issued as registered digital utility Tokens that can be transferred exclusively on a blockchain. NYM Tokens will be issued as ledger-based securities (*droits-valeurs inscrits*) within the meaning of Article 973d CO. In accordance with Article 973d CO, the Issuer must ensure that the securities ledger (*registre de droits-valeurs*) is organized in accordance with its intended purpose. In particular, the Issuer must ensure that the ledger operates in accordance with the registration agreement at all times. Investors are not allowed to request the physical delivery of the Tokens.

The securities ledger – as well as the main register of the issue concerned – is kept by Mr. Harry Halpin for NYM Technologies.

3.2 Technical form

NYM Tokens will be based on the Nym chain, which currently uses the Cosmos Protocol. As needed, it will have bridges to the Liquid Bitcoin Sidechain and the Ethereum Protocol.

4. Assignment of NYM Tokens

The Tokens will be sold to investors at the sole discretion of the Board of Directors. Tokens will be put up for sale until they run out.

The Tokens will be allocated to investors by a probabilistic process defined by Coinlist, based on the "time of payment" and the proper completion of the "standard KYC/AML procedure". The *Know Your Customer KYC* process is described in Section IV B 6 below.

If the number of contributions exceeds the availability of the Tokens, the Issuer will inform the investor by Offer a purchase in the next series at the price of the next series.

During the entire offer period, the payment of contributions paid in USDC, BTC or ETH is deemed to have been made at the moment of the transfer of cryptocurrencies.

The purchase of a fraction of a token is not possible during this sale (Sale).

Quantity of Tokens: 1'000'000'000.

Tokens issued distributed as follows:

- 1. Team 200'000'000
- 2. Public Sale 75'000'000
- 3. Testnet rewards 10'000'000
- 4. Pre-Sale 365'128'571
- 5. Mix-Mining 250'000'000
- 6. Advisors 7'250'000

7. Reserve 92'621'429 (whose 30'000'000 Tokens can be made available immediately for liquidity to encourage use of the Nym network and to prevent speculation from adversely affecting the initial purchasers of the Tokens)

5. Subscription process

To participate in the Offer, Subscribers will be required to follow a subscription process that includes the provision of information regarding the participating entity or person and follow the specific assignment instructions set out on the Coinlist's website.

Subscribers will be required to provide certain information to comply with the Issuer's Know Your Customer and Anti-Money Laundering (AML) procedures. These procedures will be implemented by third parties and the instructions will be communicated to investors electronically.

6. Know Your Customer and Anti-Money Laundering Process

Each investor will be subject to a KYC/AML procedure regardless of the amount of money he wishes to invest in the NYM Token Offer (the "**KYC/AML Procedure**"). The KYC/AML Procedure consists of providing basic information relating to personal identities and specific information relating to anti-money laundering regulations applicable to Coinlist.

The following rules apply in connection with the KYC/AML Procedure on the subscription portal depending on the amount of the investment and the quality (natural person/legal person) of the investor:

Individual customers are requested, prior to opening an account, to provide the following information:

- Full legal name;
- Date of birth;
- Home address (not a P.O. Box);
- Occupation;
- Email address;
- Mobile phone number;
- Social Security Number ("SSN") or any comparable identification number issued by government;
- Proof of identity (e.g., driver's license, passport or government-issued ID);
- Additional information or documentation at the discretion of our Compliance Team.

The full processing of the KYC/AML Procedure will be described on Coinlist's website (<https://coinlist.co/legal>) no later than the time of issuance of this Prospectus.

Any investor who has not successfully completed the standard KYC/AML Procedure will not be allowed to purchase the NYM Tokens and payments will be rejected Coinlist.

Coinlist may seek further clarification from each investor, in accordance with its own internal policies and relevant anti-money laundering regulations.

The KYC/AML Procedure will be conducted by Coinlist.

7. Payment methods

After completion of the KYC/AML Procedure (see Section IV B 6 above), the investor will be able to subscribe in USD and pay the price in ETH, BTC or USDC.

Payment in cryptocurrencies (BTC, USDC or ETH) is accepted by the Coinlist.

8. Delivery of Tokens

Tokens purchased with Option 1 are released on/around 60 days after the sale date.

Tokens purchased with Option 2 are released quarterly over two years starting on/around the end of the sale date.

9. Modifications

The Issuer may adapt the structure of its business, the Offer and/or this Prospectus to any changes that may occur in national and international laws, including, but not limited to, legal, regulatory or tax aspects, that would affect the Issuer or the Offer.

Issuer reserves the right, at any time, in its sole discretion and for any reason, to change the Offer Period, the number of NYM Tokens offered in the series, the total number of NYM Tokens and the price of the NYM Tokens.

Any notice containing or announcing a change to the terms of the Offer or this Prospectus will be announced on the Issuer's website. The changes thus notified shall be deemed to constitute a modification of or a supplement to this Prospectus.

V. Activities and use of the proceeds

A. Use of proceeds from the sale of Tokens

The estimated net proceeds of the issue are approximately USD 31'250'000.-.

The Issuer intends to use the net proceeds of the issuance to further create the NYM network and its applications, and to develop its business activities.

The Issuer intends to use the proceeds of the funds raised at the time of issuance over a period of four years as follows:

- Marketing and partnerships: USD 1'000'000.- per year
- Employees and Contractors: USD 2'500'000.- per year
- Overhead Costs: USD 500'000.- per year
- Grants and community support: USD 3'500'000.- per year

Such use of funds is approximate and reflects the projections of NYM Technologies' Board of Directors.

B. Issue addressed by NYM Technologies

Nym is a next generation privacy infrastructure. The aim is to defeat surveillance in the age of machine learning algorithms and powerful network wide monitoring.

C. Existing solutions

The most broadly used network level privacy solutions are VPNs (virtual private networks). Although VPNs provide the ability to hide the precise IP address of a user, they are often misconfigured. More importantly, VPN providers can fully observe all network traffic between their users and the public internet, knowing exactly what services its users are accessing at any given time!

Tor tries to solve this surveillance problem by providing a 'circuit' of three node relays which provides better privacy than single-node VPNs. Also, Tor encrypts traffic between each relay so that only the final Tor node can decrypt the package. However, Tor's anonymity properties can be defeated by an entity that is capable of monitoring the entire network's 'entry' and 'exit' nodes. While Tor encrypts traffic, it does not add timing obfuscation or use decoy traffic to obfuscate the traffic patterns, which can be used to deanonymize users.

D. Objectives of NYM Technologies

The Nym mixnet is decentralized and so does not require a trusted provider like a VPN. More importantly, Nym provides superior privacy: Nym's cutting-edge mixnet design guarantees network anonymity and resistance to surveillance even in the face of systems capable of passively monitoring the entire network. Unlike Tor, the Nym mixnet provides strong network-level anonymity by adding decoy traffic and timing obfuscation. Rather than a centralized directory authority, Nym uses blockchain technology and economic incentives to decentralize its network. Unlike volunteer run Tor nodes, Node operators are incentivized to run nodes and provide good quality of service and uptime. Software updates are governed through community adoption as the mixnet is run by the mix node operators and token holders.

E. Business Strategy – Success Factors

The NYM Token enables:

Privacy

Use NYM tokens to access the mixnet for privacy.

Run a Nym node

Pledge NYM as an initial reputation score in order to run a mix node in the Nym mixnet and be rewarded.

Delegated Staking

Delegate NYM to mix nodes that provide good quality of service and earn a share of the rewards.

Fees

NYM tokens are also used to pay for transaction fees on the blockchain to keep the network-wide map of mix nodes and their reputation in NYM up to date.

Note: The content of this section that expresses the current views of the NYM Technologies Board of Directors is changeable at any time without notice. NYM Technologies, which operates in a rapidly changing market environment, is therefore exposed to unknown risks, uncertainties and other factors that may cause the Board of Directors to adapt its business strategy to its liking.

F. Intellectual property rights

NYM Technologies owns one provisional patent filed in the US on February 2021 for defensive purposes. NYM Technologies also has a wordmark registered in the EU and in the USA on the secondary register.

G. Fundraising forecast

The Board of Directors intends to raise the following funds upon sale of the NYM Tokens that are the subject of this Prospectus. This is an estimate, subject to change at management's discretion.

Year	2022
Approximate funds raised (in USD million)	31'250'000.-

H. Revenue forecast

The Board of Directors of NYM Technologies anticipates the following revenues. This is an estimate, subject to change at the discretion of the Board of Directors.

Year	2022	2023
Approximate revenue (in USD)	0.-	0.-

NYM Technologies believes it will require at least two years of community development before NYM Technologies can engage in building new for-profit services on top of the Nym network. Instead, during the first two years third-party services, not controlled by NYM Technologies, are envisioned to be running on top of the network. NYM technologies reserves the right to develop independent services if third-parties do not materialize as currently expected.

This Prospectus contains forecasts, projections, objectives, plans and other forward-looking statements regarding NYM Technologies' financial results and other data. These forward-looking statements, which are based on NYM Technologies' assumptions, estimates, prospects and other opinions, based on information available at the time of preparation, involve known and unknown risks and uncertainties. As a result, plans, objectives and other statements may not be realized as described and actual financial results, success, failure or progress of development and other projections may differ materially from those set forth herein. NYM Technologies disclaims any obligation to update or revise this Prospectus, even when subsequent changes in conditions or other circumstances make it preferable to update or revise any forward-looking forecasts, plans or other forward-looking statements.

I. Staffing forecast

The Board of Directors of NYM Technologies anticipates the following staffing. This is an estimate subject to change at the discretion of the Board of Directors.

Year	2022	2023
Staff	35	50

VI. Risk factors

This Section VI provides a list of known risks related to the acquisition, possession and use of the Tokens. Please note that other unknown and unpredictable risks cannot be excluded. Risks and uncertainties not currently known to NYM Technologies could have a material negative effect on NYM Technologies and its business operations as well as on the Tokens and have an adverse effect on NYM Technologies. NYM Technologies disclaims all liability for damages caused by risks unknown or unforeseeable to NYM Technologies.

The occurrence of an individual or cumulative interaction of various risk factors could have significant negative effects on NYM Technologies and the Tokens.

The presentation of risk factors below does not replace the necessary expert advice provided by a competent advisor of the Subscriber's choice. The order in which the following risks are listed does not indicate the likelihood of their occurrence and/or the extent of their potential (economic) effects. At the same time, the selection and content of risk factors are based on assumptions that may later prove to be incorrect.

A. General risks

Important notice:

Tokens are long-term entrepreneurial risks. The Token Holder must be aware that the subscription amount is used for the Issuer's entrepreneurial purposes. Despite the commercial diligence, it could be that the evolution of the investments made with the amount of the subscription is negative. Subscription to the Tokens is related to substantial risks and could result in the total loss of the amount invested. The Token Holder must be able to cope with such a loss, at all times.

The Issuer does not guarantee the possibility of recovery or the positive performance of the investments made with the amount of the subscription. The Token Holder is not a shareholder of the Issuer and its assets; nor is there an option or right to convert to such participation.

NYM Technologies is free to use the amount of the subscription to pursue its own entrepreneurial objectives. The Tokens do not give any guarantee.

Investments in startups, including NYM Technologies, involve a high level of risk, including the eventual loss of the total amount of the Subscriber's subscription without any return. Participation in Token sales, including the sale of NYM Tokens, may involve an even higher level of risk. Startups face significant financial and operational risks: NYM Technologies is no exception to the rule. The startup market that NYM Technologies competes with is highly competitive and the percentage of companies that survive and thrive there is low.

Startups often encounter unexpected problems in the areas of product development, marketing, financing, and general management, among others, which are frequently difficult to solve. In addition, startups could require substantial amounts of funding, which may not be available through institutional private placements, public markets or others. NYM Technologies may be compelled to cease operations or take actions that would result in its dissolution (such as (a) a voluntary cessation of its business, (b) a general assignment to its creditors, or (c) any other bankruptcy, dissolution or liquidation of NYM Technologies, whether voluntary or involuntary). It could be that, for a number of reasons, including, but not limited to, an adverse fluctuation in the value of cryptocurrencies and fiat currencies, the inability of NYM Technologies to deploy its platform, the failure of business relationships or intellectual property issues, NYM Technologies is no longer viable and proceeds with its own dissolution or take the necessary steps to that end.

The holder of this Prospectus and the Token Holders are reminded that the documents transmitted electronically may be transformed or modified during the transmission process and, therefore, no member of the Issuer, its subsidiaries and their respective board members, officers, employees, representatives and agents, or any other person controlling the Issuer or any of its relevant subsidiaries, will not accept any responsibility for any discrepancies between the document distributed to you in electronic format and the printed version. If permitted by law, we will provide you with a paper version upon request.

B. Tax treatment

The tax characterization of NYM Tokens is uncertain, and each Subscriber must seek their own tax advice as part of a Token subscription. A Token subscription in accordance with the subscription Agreement (Token Purchase Agreement) and its annexes may result in adverse tax consequences for Subscribers, including withholding taxes, income taxes and tax reporting obligations. Each Subscriber shall consult and rely on the advice of its own professional tax advisors with respect to the tax treatment of a Token subscription.

C. Regulatory regime

Token regulations (including NYM Tokens) and token-related issues such as this Offer, cryptocurrencies, blockchain technologies and cryptocurrency exchanges are currently underdeveloped and likely to evolve rapidly, vary widely across international jurisdictions and are characterized by great uncertainty. Under Swiss regulations and legislation and at the time of publication of this Prospectus, the issuance by NYM Technologies of the NYM Tokens is not subject to any Swiss financial law or registration other than the Financial Services Act of June 15th, 2018 (“**FinSA**”) with regard to the preparation of this Prospectus. In particular, the issuance by NYM Technologies of the NYM Tokens is not subject to the Federal Act on Banks and Savings Banks of 8th November 1934 (“**BA**”), the Financial Institutions Act of June 15th, 2018 (“**FinIA**”), the Federal Financial Market Infrastructure Act of 19th June 2015 (“**FMIA**”) and the Federal Collective Investment Schemes Act of 23rd June 2006 (“**CISA**”).

In the United States and other countries, various legislative and executive bodies have adopted and/or may, in the future, adopt laws, regulations, guidelines or other measures that may have a serious impact on the development and growth of NYM Technologies. NYM Technologies' failure to comply with laws, rules and regulations, some of which may not yet exist or are subject to interpretation and subject to change, could result in a variety of adverse consequences, including civil penalties and fines.

Regulation on the non-monetary use of blockchain assets is also uncertain. In the United States, the U.S. Commodity Futures Trading Commission has publicly taken a position of considering certain blockchain assets as commodities, and the SEC has released a public report stating that federal securities laws require certain blockchain assets to be considered securities. To the extent that a national government or paragonovernmental agency exercises regulatory authority over a blockchain asset, NYM Tokens could be significantly and adversely affected. Tokens also face an uncertain regulatory environment in many international jurisdictions such as the European Union, China, and Russia. Various foreign jurisdictions may, in the near future, adopt laws, regulations or guidelines affecting NYM Tokens. These laws, regulations or guidelines may conflict with those of Switzerland or have a direct negative impact on our business. The effect of any future regulatory change is impossible to predict, but such a change could be substantial and significantly detrimental to the development and growth of NYM Technologies.

New or evolving laws and regulations or interpretations of existing laws and regulations in various jurisdictions could have a significant adverse impact on the value of the currency in which the Tokens could be exchanged, the liquidity of the Tokens, the ability to access the markets or exchanges on which to trade the Tokens and the structure, the rights and transferability of the Tokens.

D. Prosecution

NYM Technologies cannot exclude being involved in legal proceedings. The outcome of such lawsuits and lawsuits cannot be predicted with certainty and, regardless of the outcome, lawsuits could have a negative impact on NYM Technologies' business due to costs related to the defense and resolution of a dispute, misappropriation of resources and other factors.

NYM Technologies could be subject to patent infringement lawsuits, usually brought by so-called non-economic entities (called patent trolls). While these lawsuits must be taken seriously and NYM Technologies intends to vigorously defend itself in patent infringement lawsuits, lawsuits involving entities with no economic activity often involve non-material monetary settlements.

E. Blockchain risks

Exchange rates between cryptocurrencies and fiat currencies are subject to sharp fluctuations. These fluctuations could influence the profitability of NYM Tokens. A total and permanent collapse of one or more cryptocurrencies cannot be ruled out. The withdrawal and deposit policies of fiat currencies relating to the exchanges of blockchain assets during which tokens can be traded and liquidity during such exchanges should be considered as blockchain risks. Government monetary policies, trade restrictions, currency devaluations and revaluations could have repercussions on cryptocurrency trading practices.

The global demand for blockchain assets, which can be influenced by the increased acceptance by merchants and trading companies of blockchain assets, such as cryptocurrencies for the payment of goods and services, the security of online blockchain asset exchanges, and digital wallets that hold blockchain assets, the perception that the use and holding of blockchain assets are safe and secure and the regulatory restrictions on their use, must be equated with the risks associated with the blockchain.

Major blockchain asset exchanges, during which Tokens are likely to be traded, could face service interruptions or failures.

F. Blockchain

The Issuer uses smart contracts and libraries based on Cosmos on the Nym blockchain, a new technology used in recent years only. This issuance may then be bridged to other blockchains as needed. The Issuer cannot exclude future changes to any blockchain protocol used to store NYM tokens or risks related to unforeseen problems, which may affect the use of smart contracts. The Issuer does not yet have enough experience with a particular blockchain to ensure its proper functioning. Therefore, the malfunction of any blockchain and the impossibility of generating digital tokens in accordance with this Prospectus cannot be excluded. This could also result in erroneous attribution of Tokens and loss of Token Holders' cryptocurrency.

G. Hacker attacks

The Issuer uses smart contracts to execute the Token Offer and allocate the NYM Tokens. The use of smart contracts is based on a new technology, which has only been used in recent years. The Issuer cannot exclude the risk of a cyberattack on smart contracts and its own website. This could result in erroneous of NYM Tokens and loss of Token Holders' cryptocurrency.

H. Malfunction of smart contracts

The use of smart contracts is based on a new technology, which has only been used in recent years. Therefore, the use of smart contracts could present a risk of unforeseen problems. The malfunction of smart contracts and the impossibility of generating digital tokens in accordance with this Prospectus cannot be excluded. This could result in erroneous attribution of Tokens and loss of Token Holders' cryptocurrency.

I. Tax risks

Token Offers are a brand-new legal concept whose tax treatment is far from being established and can therefore vary. It is strongly recommended that Token holders regularly consult with a personal and professional tax advisor who can assist them in properly evaluating the Tokens.

J. Negotiability

The negotiability of the NYM Token requires that it can be traded on an appropriate online platform. As a precautionary measure, it is specified in this case that virtual currencies or tokens are generally subject to considerable fluctuations in value and price and that NYM Tokens may therefore also exhibit increased or high instability. This concerns the future development of NYM Tokens and the exchange rate at which they could possibly be traded in other currencies and/or tokens in the future. No prediction of the future performance of the NYM Tokens or market liquidity is therefore indicated. In particular, no statement can be made as to the current or future development of a secondary liquid market for NYM Tokens. The offer or sale of NYM Tokens by the Subscriber to a third party (secondary market) is the sole responsibility of the parties concerned who are also required to comply with the legal framework conditions.

K. Private key

A wallet and the tokens contained in the wallet are only accessible using the private key assigned to that wallet. Token Holders are solely responsible for the secure storage and administration of the private key of the wallet in which the NYM Tokens are held as well as the protection of the private key and wallet from unauthorized access by third parties. Misplacing the private key can result in the irretrievable loss of tokens contained in the wallet, including NYM Tokens. There is generally no recovery mechanism for private keys that have been misplaced. We recommend that you seek professional advice on how to manage private keys securely.

L. Amendment of laws or regulations

Future changes in domestic and international laws and other regulations could affect the Issuer's operating results and value.

In Switzerland, the Issuer is subject in particular to federal, cantonal and communal regulations, laws and directives on taxation, the fight against money laundering and securities legislation. In addition, it cannot be excluded that changes in the regulatory framework (such as anti-money laundering legislation, collective investment schemes, securities trading, cryptocurrencies and/or blockchain technology) will not adversely affect the Issuer's business activities. In particular, more unified pricing regulation across countries could have a negative impact on the core of the Issuer's software solutions.

The Issuer has institutionalized internal processes to ensure compliance with laws and regulations. If, despite these precautions, violations of legal or regulatory provisions occur, this could have a detrimental impact on the Issuer's business activities and/or the price of the NYM Tokens.

M. Risk factors for NYM Tokens

NYM Tokens are unsecured.

The information regarding the NYM Tokens in accordance with this Prospectus does not limit the amount of debt that the Issuer may create, contract, assume or guarantee.

There is no basis for stating whether and to what extent the rights incorporated in the NYM Tokens will be accounted for as debts in the event of insolvency or bankruptcy.

It is unclear whether and to what extent the transfer of the NYM Tokens will be treated under Swiss law. Therefore, the transfer of the Issuer's NYM Tokens to the investor and the investor to a third party could be invalid under Swiss law.

Prior to the Token Offer, there was no public market for NYM Tokens. Requests may be made for the purpose of listing NYM Tokens on a trading platform (Exchange). The Issuer cannot guarantee the development of an active and liquid trading market for the NYM Tokens, nor can it guarantee that the market price of the NYM Tokens will not decrease. The liquidity of any market will depend on the number of buyers and sellers, the existing market for similar products and other factors.

The price at which NYM Tokens are to be traded depends on a number of factors, some of which are beyond the Issuer's control. These factors include, but are not limited to: market expectations of the Issuer's performance or financial position; fluctuations in the Issuer's financial position or results of operations; general market and economic conditions; the Issuer's announcements and developments concerning its activities, its customers and suppliers and the markets in which it competes; changes to the Issuer's management; and the factors listed under "Risk factors".

In addition, markets based on blockchain companies in general often experience significant price and volume fluctuations. Such fluctuations as well as the economic situation of the financial markets as a whole could have a significant negative effect on the market price of the NYM Tokens, regardless of the results of operations and the financial situation of the Issuer. Fluctuations in the market price of cryptocurrencies (especially Ether) can have a negative impact on the market price of NYM Tokens.

In addition, developments and changes in financial analysts' recommendations regarding the Issuer's industrial segments could also affect the price volatility of NYM Tokens in the market. Such market fluctuations could negatively affect the trading price of NYM Tokens.

N. Additional KYC and AML controls

In the future, NYM Technologies may require additional KYC and AML checks on Token Holders. Such controls may be necessary, in particular, in the event of the transfer of Tokens from existing

investors to new investors not registered with NYM Technologies. Additional KYC and AML controls may also be required for other reasons that have not yet been considered by NYM Technologies.

If additional KYC and AML checks are required, NYM Technologies or the third-party KYC provider reserves the right to charge Token Holders the cost of such checks.

VII. Liability for the Prospectus

NYM Technologies SA, Place Numa-Droz 2, 2000 Neuchâtel, Switzerland, assumes responsibility for this Prospectus and its contents, unless otherwise provided in this Prospectus.

The Issuer confirms at the date of the Prospectus that the information provided in this Prospectus is, to the best of its knowledge, accurate and that no material fact or circumstance has been omitted; the statements contained therein concerning the Issuer are, in all respects, true and accurate and are not false in any important respect; the opinions and intentions in this Prospectus with respect to the Issuer are expressed honestly, have been established after considering all relevant circumstances and are based on reasonable assumptions; there are no other fact regarding the Issuer or the NYM Tokens whose omission, in the context of the issuance and Offer of the NYM Tokens, would render false any statement made in this Prospectus, in all respects; and the Issuer has conducted all reasonable investigations to verify such facts and to ensure the accuracy of all such information and statements. The Issuer accepts its responsibility accordingly.

However, the legal concept of NYM Tokens is brand new, far from being established and is based more on assumptions. Therefore, no statement can be made as to the precision and accuracy of the information, given the legal concept and tax treatment of the NYM Tokens, the Offer and related matters.

Neuchâtel, January 10, 2022

NYM Technologies SA

Harry Halpin

Alexis Roussel