

Explanation prepared for the purposes of Article 8(4) of Regulation (EU) 2023/1114 relating to the crypto-asset white paper for VERDANToken (VERDT) issued by APF AGRICULTURAL INVESTMENT LTD., using the template in Annex A to the joint EBA, EIOPA and ESMA Guidelines of 10 December 2024.

Information about the explanation	Date of submission of the explanation	3 October 2026
	Name of the (legal or natural) person(s) issuing this explanation	APF AGRICULTURAL INVESTMENT LTD. Private limited company incorporated under the laws of England and Wales Company number 13810721 Office Q, 35 Astbury Road, London, England, SE15 2NL, United Kingdom info@verdanteurope.com +420 734 154 897
	Point of contact of the (legal or natural) person(s) issuing this explanation (if different from the above)	Kostelecká 366, 796 01 Prostějov, Czech Republic Karel Mičulka, Executive Manager kmiculka@verdanteurope.com +420 734 154 897
	Confirmation that this explanation is issued for the purposes of Article 8(4) of the Markets in Crypto-assets Regulation	This explanation is submitted for the purposes of Article 8(4) of MiCA to set out the reasons why, under the model described, VERDT is neither a crypto-asset excluded under Article 2(4) of MiCA, an asset-referenced token nor an e-money token.
Information about the offeror(s), person(s) seeking admission to trading and/or operator(s) of trading platforms	Name(s) of the offeror(s), person(s) seeking admission to trading and/or operator(s) of trading platforms on whose behalf this explanation is issued	APF AGRICULTURAL INVESTMENT LTD. as the issuer, the offeror for its own offer and the person seeking admission of VERDT to trading. Identification details are provided in the appendix to this document.
	White paper to which this explanation refers (this should be the “final version” of the white paper submitted for the purposes of Article 8(1) of the Markets in Crypto-assets Regulation).	CRYPTO-ASSET WHITE PAPER FOR CRYPTO-ASSETS OTHER THAN ASSET-REFERENCED TOKENS OR E-MONEY TOKENS VERDANToken (VERDT)

		Issuer: APF AGRICULTURAL INVESTMENT LTD. This explanation relates to the Czech version of the white paper accompanying the notification dated 3 October 2026. At the time of submission, the actual contractual terms and rights attached to VERDT must correspond to the white paper. Publication of the white paper is planned for 1 November 2026. Sales and financing are planned from 1 January 2027 to 31 December 2029. The first listing on PancakeSwap has a target date of 1 January 2027; further listings are intentions and do not confirm that agreements have been concluded.
	Member State(s) in which the offer to the public or admission to trading will take place	Belgium Bulgaria Czech Republic Denmark Estonia Finland France Croatia Ireland Italy Cyprus Lithuania Latvia Luxembourg Hungary Malta Germany Netherlands Poland Portugal Austria Romania

		Greece Slovakia Slovenia Spain Sweden
Crypto-asset	Applicable law	MiCA and other directly applicable EU legislation. Under section G.18 of the white paper, contractual relationships concerning the offer and acquisition of VERDT are governed by Czech law, in particular Act No. 89/2012 Coll. and, to the extent applicable, Act No. 31/2025 Coll. Mandatory consumer protection under Article 6 of Regulation (EC) No. 593/2008 remains unaffected. The issuer's legal form and internal affairs are governed by the laws of England and Wales.
	Executive summary of the regulatory classification of the crypto-asset	Provided that the rights and operating model described are maintained, the issuer considers VERDT to be another crypto-asset subject to Title II of MiCA. It is not a utility token intended solely to provide access to a good or service supplied by its issuer under Article 3(1), point (9), of MiCA. The conclusion that MiCA applies also depends on excluding the categories under Article 2(4), as explained below.
	Detailed explanation that the digital representation to which the white paper relates is a crypto-asset within the meaning of Article 3(1), point (5), of the Markets in Crypto-assets Regulation	VERDANToken (VERDT) BNB Smart Chain, BEP-20 standard, 18 decimal places. Contract address: 0x2ea26d54ba80fe908621428ed7d4aa42ca9b81b5 Total project supply: 1,000,000,000 VERDT. Neither a DTI nor a fungible group

		identifier is available in the white paper. The issuer has not yet been assigned an LEI. VERDT is a digital representation of the value attributed to the token by buyers and other market participants. Balances and transfers are recorded electronically on BNB Smart Chain, and the token can be transferred between compatible addresses. It therefore meets the characteristics of a crypto-asset under Article 3(1), point (5), of MiCA. It is neither a non-transferable internal record nor a unique non-fungible token: units issued under the same contract are fungible.
	Detailed explanation that the crypto-asset to which the white paper relates is not an e-money token within the meaning of Article 3(1), point (7), of the Markets in Crypto-assets Regulation	Under Article 3(1), point (7), of MiCA, the defining feature of an e-money token is that it purports to maintain a stable value by referencing the value of one official currency. VERDT is not designed in this way. The issuer does not promise conversion at a fixed ratio to an official currency, preservation of nominal value or redemption for a currency equivalent. Its market price is determined by supply and demand. The planning price of USD 0.20, the comparative scenario of USD 0.10 and the possibility of paying for a purchase in EUR, CZK, USD or USDT do not constitute a stabilisation mechanism. The planned VERDT/USDT trading pair does not, in itself, link the value of

		VERDT to an official currency. See the summary, D.4, E.3 and Part G of the white paper.
	Detailed explanation that the crypto-asset to which the white paper relates is not an asset-referenced token within the meaning of Article 3(1), point (6), of the Markets in Crypto-assets Regulation	Under Article 3(1), point (6), of MiCA, the defining feature of an asset-referenced token is that it purports to maintain a stable value by referencing another value or right, or a combination thereof. For stabilisation purposes, VERDT does not reference agricultural land, company value, a basket of currencies or other assets or rights. Holders have no entitlement to settlement based on asset value or exchange for underlying assets. Using the proceeds for agricultural operations does not make the assets acquired a reserve for stabilising the token. The intended portfolio of approximately 935 hectares is not property already acquired by the issuer and does not constitute asset backing for VERDT. The assets are to be acquired and owned by APF Malta Real Estate Limited, the issuer's wholly owned subsidiary. Trading liquidity does not guarantee a price or an uninterrupted ability to sell. See D.4, D.10 and Part G.
	Detailed explanation that the crypto-asset does not fall within the following categories:	
	– financial instruments referred to in Article 2(4), point (a), of the Markets in Crypto-assets Regulation	The assessment under Article 2(4), point (a), of MiCA is based on Article 4(1), points (15), (17) and (44), and Annex I, Section C, of Directive 2014/65/EU (MiFID II), Act

		No. 256/2004 Coll. and the ESMA Guidelines on the qualification of crypto-assets as financial instruments, ESMA75453128700-1323. The substance of the rights and the economic arrangements are decisive; neither the token's label nor the technology used determines its classification. VERDT is fungible and transferable; the intended trading may fulfil the characteristic of negotiability. These properties alone, however, do not establish that it is a security. Under the summary and Parts D and G, the token does not confer an equity interest, voting rights in corporate bodies, dividends, a share of liquidation proceeds or rights equivalent to a share or another equity security. The token also does not create a debt owed by the issuer to the holder that is due on a specified date, interest, repayment of nominal value or a claim equivalent to a bond. It does not include a right to acquire or sell a security or cash settlement derived from the value of a security, currency, rate, yield, commodity or index. It has no agreed short-term maturity or the function of a treasury bill, certificate of deposit or commercial paper. The issuer therefore finds no rights establishing these categories of financial instruments.
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		Using proceeds from multiple buyers to acquire assets requires a specific assessment of collective investment. Relevant provisions include Article 4(1), point (a), of Directive 2011/61/EU, Article 1(2) of Directive 2009/65/EC, Act No. 240/2013 Coll. and the ESMA Guidelines on key concepts of the AIFMD, ESMA/2013/611. A statement that VERDT is not a participation interest is insufficient in itself. According to the white paper, the project involves agricultural operating activities, in which the issuer participates through its subsidiary both through ownership and personnel. Holders have no participation in a pooled return on invested funds, profits, income from land, net asset value or assets upon termination of the project. Profits belong to the operating companies. There is no automatic transfer of profits to repurchases or payments to holders and no fixed 50/50 profit split. These circumstances support the issuer's conclusion that VERDT is not a unit in a collective investment undertaking. The actual contracts, distribution and operations must correspond to this model; the absence of an entitlement to returns alone does not replace an assessment of the entire structure.
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		Under the terms described, VERDT is not an option, future, swap or other forward or contract for differences. It does not create a contractual future performance obligation or settlement derived from an underlying asset. The possibility of a change in the token's spot price does not itself constitute a derivatives arrangement. The token also does not represent an emission allowance under Directive 2003/87/EC or a right to emit greenhouse gases. See Annex I, Section C, points (4) to (11), of MiFID II.
	– deposits, including structured deposits, referred to in Article 2(4), point (b), of the Markets in Crypto-assets Regulation	The assessment is based on Article 2(1), point (3), of Directive 2014/49/EU, Article 4(1), point (43), of MiFID II and the applicable Czech banking legislation. The purchase price paid is neither a balance held in an account for the buyer nor funds subject to an obligation to repay principal on demand or at maturity. Holding the token does not create a deposit claim, including a structured deposit with a return derived from an asset or index. Statutory withdrawal rights or claims arising from defective performance do not alter the nature of the purchase. VERDT is not an insured bank deposit.
	– funds referred to in Article 2(4), point (c), of the Markets in Crypto-assets Regulation	Under Article 4, point (25), of Directive (EU) 2015/2366, funds include banknotes, coins, scriptural money and electronic money; electronic money is defined in Article 2, point (2), of Directive

		2009/110/EC. Act No. 370/2017 Coll. is relevant under Czech law. VERDT is neither legal tender, an account balance with a payment service provider nor a claim on an electronic money issuer issued on receipt of funds. It has no currency stabilisation or entitlement to exchange for a nominal monetary amount. Payment of the purchase price in money or USDT does not itself change the nature of VERDT.
	Brief explanation, unless a more detailed assessment is relevant, that the crypto-asset does not fall within the following categories:	
	– securitisation positions referred to in Article 2(4), point (d), of the Markets in Crypto-assets Regulation	VERDT is not an exposure to a tranche of a securitisation under Article 2, points (1) and (19), of Regulation (EU) 2017/2402. No credit risk tranches or holders' rights to payments from an underlying pool of receivables are defined.
	– non-life or life insurance products, reinsurance or retrocession contracts referred to in Article 2(4), point (e), of the Markets in Crypto-assets Regulation	The token is neither an insurance nor a reinsurance contract under Directive 2009/138/EC. It does not confer insurance risk coverage, insurance benefits or a claim under retrocession.
	– pension products referred to in Article 2(4), point (f), of the Markets in Crypto-assets Regulation	The token is not a product whose primary purpose is to provide retirement income within the scope of this exclusion. No pension benefit, retirement savings arrangement or entitlement to benefits at retirement age is agreed.
	– officially recognised occupational pension schemes referred to in Article	The token does not represent participation in an occupational pension scheme

	2(4), point (g), of the Markets in Crypto-assets Regulation	under Directive (EU) 2016/2341 or Directive 2009/138/EC. Holding it does not confer an occupational pension entitlement.
	– individual pension products referred to in Article 2(4), point (h), of the Markets in Crypto-assets Regulation	The token is not a product requiring an employer contribution where the employee cannot choose the product or provider. The purchase of VERDT does not have these characteristics.
	– pan-European Personal Pension Products referred to in Article 2(4), point (i), of the Markets in Crypto-assets Regulation	VERDT is not a pan-European Personal Pension Product under Regulation (EU) 2019/1238. It does not include a contractual PEPP pension arrangement or the relevant registration.
	– social security schemes referred to in Article 2(4), point (j), of the Markets in Crypto-assets Regulation	VERDT is not part of a social security scheme under Regulation (EC) No. 883/2004 or No. 987/2009. Holding it does not confer an entitlement to benefits from such a scheme.
Other relevant information		The Czech Republic, as selected in the white paper. The issuer has its registered office outside the EU and no branch in the EU; the Czech Republic is included in the planned first offer. The contact office in Prostějov is not a branch. The selection is assessed under Article 3(1), point (33), of MiCA. Of the treasury allocation of 650,000,000 VERDT, up to 600,000,000 VERDT is earmarked for financing and 50,000,000 VERDT for liquidity and reserves. The other allocations comprise 100,000,000 VERDT for the team, 100,000,000 for partners and 150,000,000 for

	marketing. According to the white paper, the promotional distribution of 500,000 VERDT through Coinscope forms part of the marketing allocation and is not a new issuance. The target allocation of resources is CZK 1.2 billion: CZK 700 million for land acquisitions by the subsidiary and CZK 500 million for operations, development and the token project. A separate future intention is for the issuer itself to acquire a 100% interest in APF VENTURE CAPITAL CR s.r.o. as part of its reorganisation. None of these intentions confers rights to the companies' assets or returns on VERDT holders. Mandatory statutory rights and contractual rights that have already arisen remain unaffected. VERDT may lose all or part of its value, be illiquid or difficult to transfer. It is not covered by investor compensation schemes under Directive 97/9/EC or deposit guarantee schemes under Directive 2014/49/EU. Holding and transferring it requires a compatible BEP-20 wallet or platform account, secure access and BNB funds for network fees. In the case of self-custody, the holder is responsible for the private keys. The network uses Proof of Staked Authority consensus. The supply is currently managed through MetaMask;
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	Safe multisignature wallets are planned and have not yet been created. The Cyberscope audit of 10 November 2025 is a technical audit within a specified scope, rather than confirmation of the legal classification, accounting or the entire business model. Environmental data and the limitations of the estimates used are set out in Part J of the white paper. Relevant areas of conflicts of interest include team and partner allocations, treasury and liquidity management, dealings with market makers, asset acquisitions and payment of related liabilities. The responsibilities and approval rules in the white paper must be followed. Quarterly reports are to be published at www.verdanteurope.com within 60 days after the end of each quarter; they do not calculate returns for holders. The intended additional distributors are APF GROUP EUROPE SICAV P.L.C. (SV 608), APF DIGITAL AGRIFUND CR s.r.o. (company ID 14265681) and APF Malta Real Estate Limited (C 110216). They are to sell in their own name and on their own account after written consent to use the white paper becomes effective. This explanation is not submitted on their behalf and does not authorise them to provide crypto-asset services.
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	VERDT may also be distributed through intermediaries, including call centres and commercial partners, for contractual remuneration paid by the issuer or distributor commissioning their services. The amount, calculation, entitlement and payment terms will be agreed contractually; specific intermediaries have not yet been selected. The issuer or distributor remains the seller responsible for settlement, delivery, complaints and refunds. Intermediaries' actual activities and any required MiCA authorisation will be assessed before cooperation begins. Remuneration is a seller's expense; the issuer's separate subscription fee remains 0. The rights attached to VERDT are unchanged. See E.3, E.24 and E.30 to E.36 of the white paper. Attachment to the submission: the VERDANToken White Paper corresponding to this explanation. The issuer bases this explanation on the model described in the notified white paper. A change in the actual rights, contracts, value stabilisation, repurchase policy or the way funds are pooled and used requires a new assessment and, where appropriate, an update to the white paper and this explanation. The conclusion cannot be secured merely by the contractual designation of
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	the token. 1. The VERDANToken (VERDT) White Paper of APF AGRICULTURAL INVESTMENT LTD., Czech version with a notification date of 3 October 2026; in particular the summary and Parts A, D, E, F, G, H, I and J. 2. Regulation (EU) 2023/1114, in particular Article 2(4), Article 3(1) and Article 8(4). Other relevant definitions and legislation are identified directly in the respective assessments in this document. 3. The joint EBA, EIOPA and ESMA Guidelines on templates for explanations and opinions and the standardised test for the classification of crypto-assets under MiCA, JC 2024 28, of 10 December 2024, in particular Annexes A and C; available on the ESMA website. 4. The ESMA Guidelines on the conditions and criteria for the qualification of crypto-assets as financial instruments, ESMA75453128700-1323, and the Guidelines on key concepts of the AIFMD, ESMA/2013/611; available on the ESMA website.
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APPENDIX TO THE TEMPLATE: INFORMATION ABOUT OFFERORS, PERSONS SEEKING
ADMISSION TO TRADING AND OPERATORS OF TRADING PLATFORMS

Name(s) of the offeror(s), person(s) seeking admission to trading and/or operator(s) of trading platforms on whose behalf this explanation is issued	Regulatory status (if any) of the offeror(s), person(s) seeking admission to trading or operator(s) of trading platforms (authorisation or registration to carry out financial services activities)	Legal Entity Identifier (LEI) (where applicable)	EEA / Member State of establishment, branch or registered office (where applicable)	Point of contact
APF AGRICULTURAL INVESTMENT LTD. Company number 13810721	Issuer of a crypto-asset other than an asset-referenced token or an e-money token, offeror for its own offer and person seeking admission to trading under MiCA. This explanation does not confirm authorisation to provide crypto-asset services.	No LEI has yet been assigned.	United Kingdom, outside the EEA. No branch in the EU. Home Member State according to the white paper: Czech Republic.	APF AGRICULTURAL INVESTMENT LTD. Office Q, 35 Astbury Road, London, England, SE15 2NL, United Kingdom Contact office: Kostelecká 366, 796 01 Prostějov Karel Mičulka kmiculka@verdanteurope.com info@verdanteurope.com +420 734 154 897

APF AGRICULTURAL INVESTMENT LTD.

Andrea Mičulková, Director

Date: 3 October 2026

Signature: _____