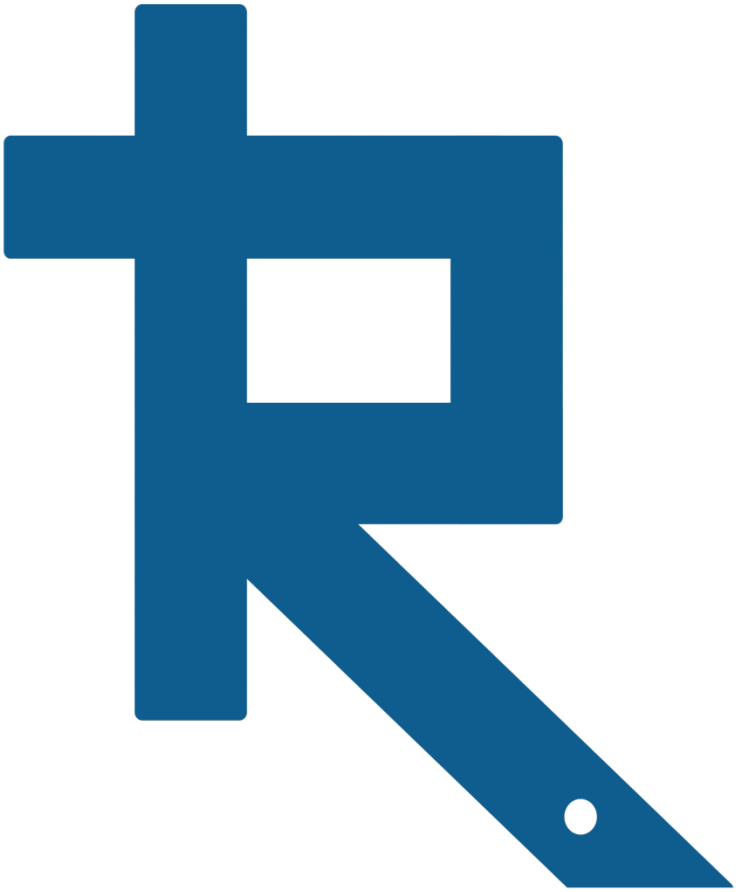

Corporate Governance Code
Redesigning our Monetary system
- Project standard -

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List of Abbreviations

ROM	Redesigning our Monetary system
AML	Anti-money laundering
SIA	Social impact assessment
KYC	Know Your Client
CGC	Corporate Governance Code
ROI	Return on investment
APY	Annual Percentage Yield
C-Level	Corporate-Level
FMI	Financial market Infrastructure
LP	Liquidity pool
CPSS	The committee on Payment and Settlement Systems
DAO	Decentralized Autonomous Organization

The Corporate Governance Code is a “vivid document” because nationally and internationally accepted and proclaimed rules and regulations, as well as best practices will be immediately transparently assessed and implemented. While carefully designing the future for financial guidelines, ROM considers the “digital transformation and global legislation.” ROM is prepared and provides guidelines for unexpected market fluctuations regarding climate, macroeconomic, technical tax, and financial cases. All aspects of the blockchain have been set up to match the short-term goals and serve the vision. With an emphasis on long-term targets, NeuroAD will function as the underwriter and communication firm for ROM.

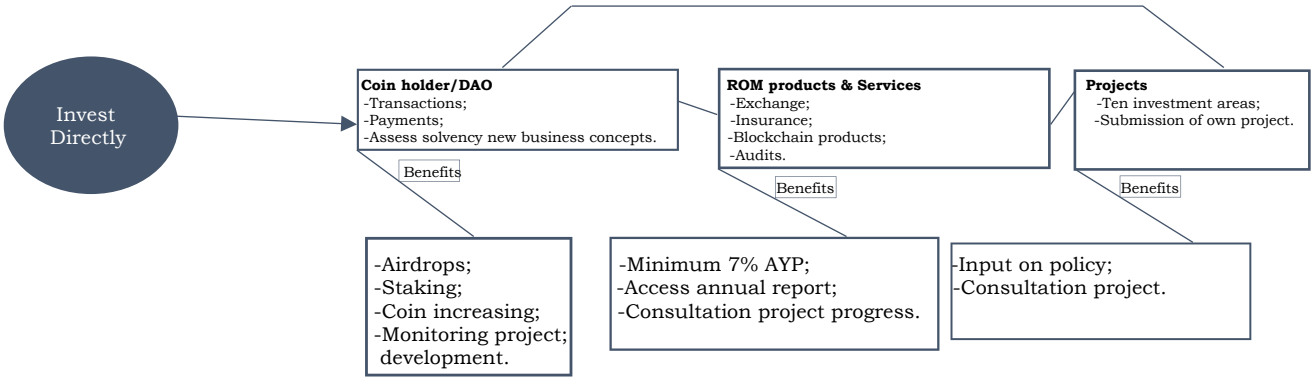
Preface

ROM is an organization that specializes in the management and execution of projects and financial blockchain products. But at the same time, it also provides funding -total or partially- for all these projects. Some of these projects are the backing of the ROM coin, as described in the whitepaper. The projects we carry out have a strict risk procedure for all participating parties described in this CGC.

Investment and Products

ROM has different types of products and services that can be subject to financial regulations. There are various ways customers can allocate their money to ROM.

1. Invest solely in the ROM-coin, a coin holder;
2. Invest in ROM products: on and off the Blockchain;
3. Invest directly in the projects.



Design 1

Legal form

A robust legal basis for an FMI's activities in all relevant jurisdictions is critical to an FMI's overall soundness, as stated by the CPSS.
Agapewings N.V. is a limited liability company based in Suriname with a director / Major shareholder structure, TZ. The two other major shareholders are RG and LB. This team is ultimately responsible for all final decisions and contractual obligations for and on behalf of AgapeWings N.V. and the two companies in the AgapeWings structure; NeuroAD and ROM. The research and communication branch are NeuroAD, located in Suriname and the Netherlands, while ROM, the financial and blockchain department, is solely in Suriname.

Due to the previously disclosed products we are about to launch, ROM is in the process of cooperating with exchanges and banks for transfers to the Netherlands. We also adhere to the judicial system in each country, for instance the tax structure. Should need be, ROM will obtain legal opinions to comply with local laws and regulations in the Netherlands. Furthermore, ROM confirms that in every jurisdiction it shall operate in the future, compliance with laws and regulations and international best practices will adhere.

Timothy Zuiverloon has a track record of investing in various successful companies and specializes in strategic and financial communication and frontend development. Leroy Bakker is a data engineer with more than ten years of experience in creating complex data structures. Randhir Gulraj is a seasoned full stack software engineer for over 25 years, and has built many Web applications and blockchain products.

The organizational chart for the internal stakeholders of the ROM consortium at the policy-making level and management board are:

- AV

Monitors and evaluates all business processes related to day-to-day operations and whether they comply with the governance code.

- RK

Conducts the entire communication of the ROM ecosystem.

- SW

Contributes to the technical encryption on the blockchain.

The entire ROM team has gained considerable experience both in Suriname and abroad in the field of

-Software engineering; -Blockchain;
-Finance; -Investments;
-Data analytics.

Our variety of expertise with the associated advisors makes us a unique consortium to properly allocate investments for ROM's new financial products with a safe ROI prognosis.

Governance

The committee on Payment and Settlement Systems defines governance as a set of relationships between an FMI's owners, board of directors (or equivalent), management, and other relevant parties, including participants, authorities, and other stakeholders (such as participants' customers, other interdependent FMIs, and the broader market).

The ROM governance structure is different from a standard governance structure because we partly operate in the regulated and not regulated markets (via the blockchain principles). Our governance structure has sustainable and ethical guidelines and strict financial compliance structures that guarantee the safety of the money flow and cover the risks for the relevant parties. ROM's code clarifies the obligations to the internal and external stakeholders.

Internal Stakeholders

ROM has identified the following internal stakeholders
The Supervisory Board supervises the department of executors, who are directly involved in implementing the projects and adhering to ethical legislation. The internal stakeholders -the management board- are accountable for managing the entire operations of ROM, all products, and projects.

ROM's internal stakeholders will exhibit accountability and transparent management style and live up to the financial and project standard we highly uphold. The external compliance officer will evaluate Rom's code of conduct each year.

Before any investments in the ROM ecosystem, the external complaint and risk officers and an external lawyer will assess every project and product with the risk accounting standards with the "true and fair view" principle. The internal and external stakeholders must comply with the rules of ethical corporate management. If they violate the ROM code based on transparency and accountability, they are liable to the company for damages.

Advisors

The Advisors internal stakeholder committee consists of:

-Lawyer;
-Accountant;
-Emeritus bank director;
-Whitehead coder;
-Econometric;
-Tax advisor.

We keep their identity under all circumstances private unless the need -which must first be proved urgently- lends itself to making them known. We do this because of:

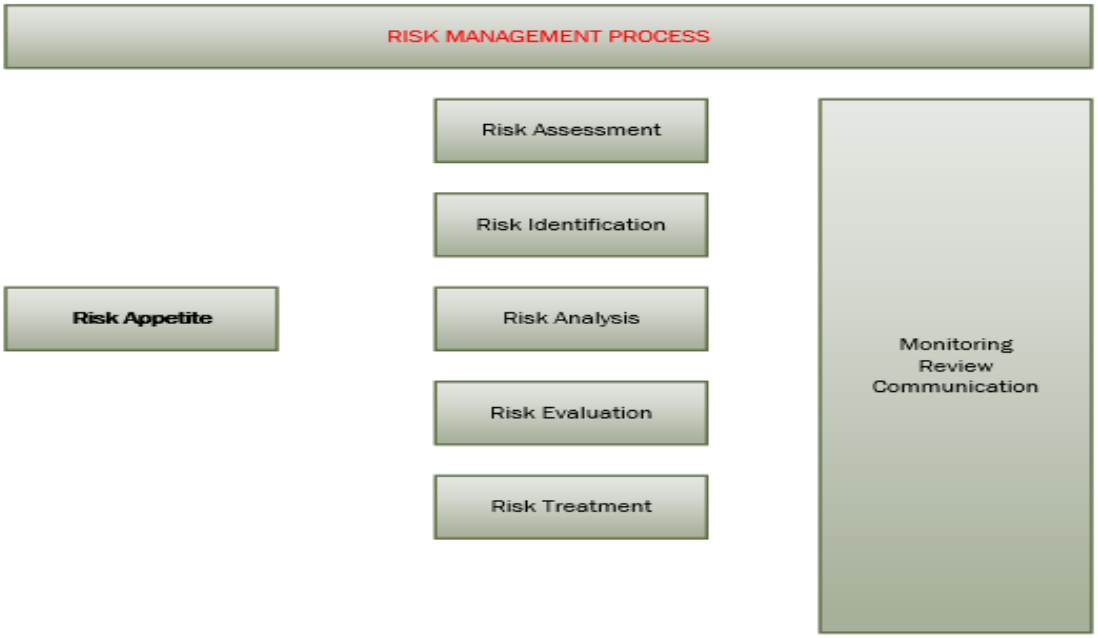
-Safety;
-Corruption susceptibility;
-Objectivity;
-Cyber-security;
-Balanced Assessment Projects.

An external auditor assesses all their decisions and findings.

Risk management

Our company engages a sound risk management framework wherein various best practices regarding risk management are embedded. Stress tests will be performed within all environments of ROM to ensure that the protocols are executed. The external compliance officer evaluates all processes and safeguards from our Rom governance code. All echelons within the ROM organization will be subject to these procedures at the executive and policy-making levels. We know that the macroeconomic factors and political influences in Suriname affect the capital market hence our strict enforcement.

The risk management framework focuses on four big items, which will be outlined in the risk management policy.



Operational risk

Operational risk is the risk that deficiencies in information systems, internal processes and personnel or disruptions from external events will result in the reduction, deterioration, or breakdown of services provided by an FMI.

ROM has a sound risk management framework where the risk management policy, the risk management process, and risk taxonomy are described.

Business risk

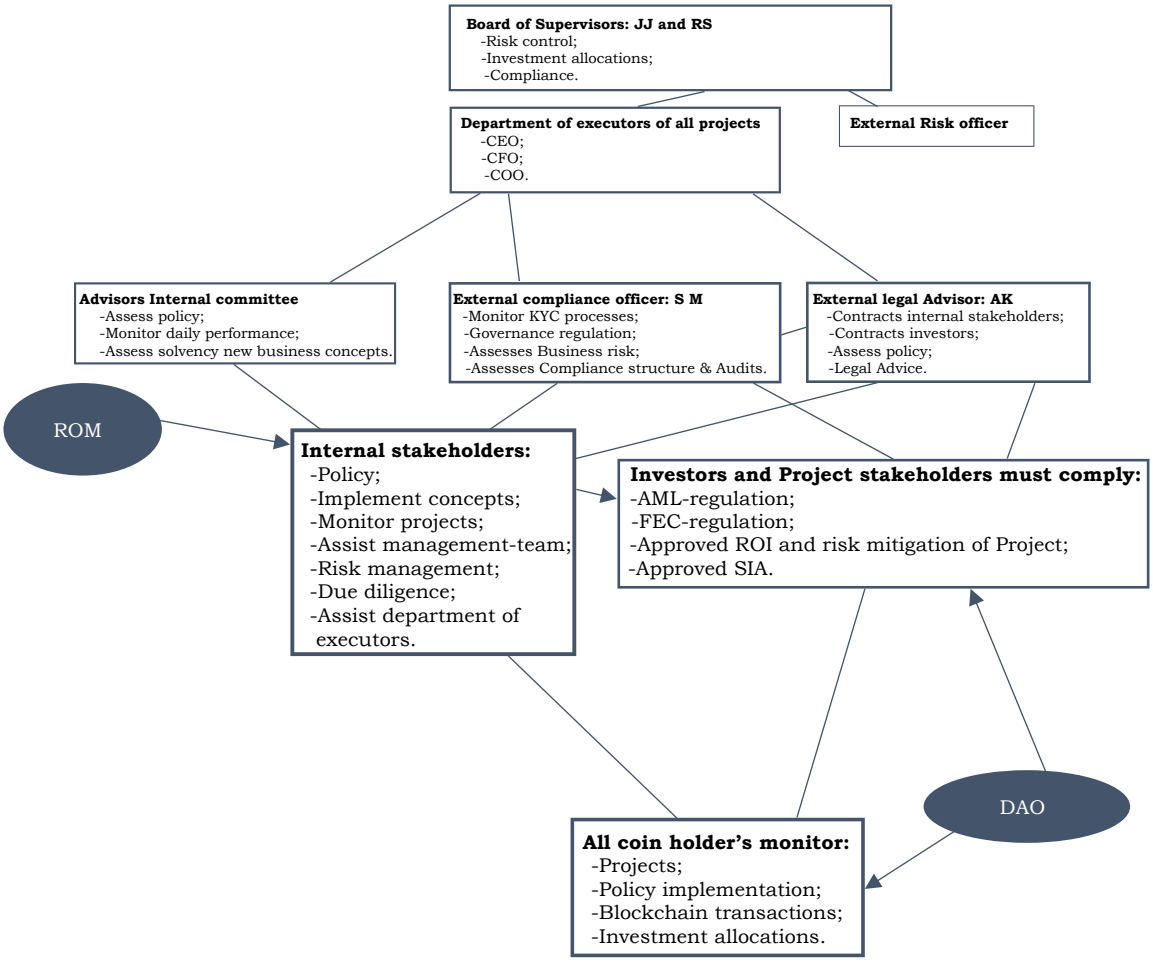
The Principles for Financial market Infrastructure list General business risk as the risks and potential losses arising from an FMI's administration and operation as a business enterprise that are neither related to participant default nor separately covered by financial resources under the credit or liquidity risk principles.

ROM's structure has multiple cash flows that ensure we have a right to exist and that all objectives, management, and ROI are guaranteed. We hold real estate but also have a cash reserve and an LP for the Blockchain. Both the conventional economy and the blockchain products generate profits. Before investors enter the ROM ecosystem, we analyze the risk profile of all projects, calculate the balance between cash injection and budget allocation per project, and ensure a healthy ratio between tangible and intangible products. The external compliance officer and accountant evaluate this process.

ROM will – should the need be – supply the different scenarios that they envision regarding business risk in a later stage.

Legal
Our products and finances are partly on the blockchain, partly in fiat, and backed by projects. Suriname currently has no legislation to which ROM has to adhere. However, we are presently monitoring the Central Bank website for possible updates on this topic. Furthermore, we are in the process of cooperating with exchanges and banks for transfers to the Netherlands. We also include the taxes of both countries in our cost structure.

ROM's governance and risk structure are shown schematically in design 2:



Design 2

FINANCIAL AND LIABILITY STATEMENT

All external and internal stakeholders and advisors are bound by the ROM's best interests and may not pursue personal interests in their decisions or use business opportunities intended for ROM for themselves.

ROM meets all requirements for operating within the financial market. Therefore, all participants declare this liability statement for themselves and ROM:

- ROM IS NOT THE SUBJECT OF BANKRUPTCY PROCEEDINGS;
- NO PAYMENTS TO ROM HAVE EVER BEEN SUSPENDED ON THE BASIS OF ANY JUDICIAL RULING OR PRONOUNCEMENT OF BANKRUPTCY, WHICH IN ACCORDANCE WITH DOMESTIC LAW WOULD RESULT IN PARTIAL OR COMPLETE DISSOLUTION OF CONTROL OF AND ACCESS TO ASSETS;
- NO LEGAL PROCEEDINGS HAVE EVER BEEN INITIATED AGAINST ROM, WHICH WOULD INVOLVE AN ORDER SUSPENDING PAYMENTS AND WHICH IN ACCORDANCE WITH DOMESTIC LAW, COULD LEAD TO A DECLARATION OF BANKRUPTCY OR TO ANOTHER STATE OF AFFAIRS RESULTING IN PARTIAL DISSOLUTION OF CONTROL OF AND ACCESS TO ASSETS;
- ROM HAS NEVER IN ANY FINAL JUDICIAL RULINGS BEEN FOUND GUILTY OF ANY CRIME WHILE PRACTICING ITS PROFESSION, NOR OF ANY BREACH OF THE CODE OF CONDUCT OF THE PROFESSION;
- ROM HAS NEVER BEEN GUILTY OF PROVIDING INACCURATE DATA TO PARTICIPATE IN CALLS FOR TENDERS;
- ROM IS REGISTERED WITH THE CHAMBERS OF COMMERCE OF SURINAME (KKF-68438);
- ROM HAS NEVER BEEN GUILTY OF BREACH OF CONTRACT WITH ANY PREVIOUS CLIENTS.

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Note: This document is solely for the public; the official CGC with all the names and structures will be presented to investors on request.