$REYA MiCAR White Paper

IN ACCORDANCE WITH

TITLE II OF REGULATION (EU) 2023/1114

Table of Contents

- C.5 Registration Date
- C.6 Legal entity identifier of the operator of the trading platform
- C.7 Another identifier required pursuant to applicable national law
- C.8 Parent Company
- C.9 Reason for Crypto-Asset White Paper Preparation
- C.10 Members of the Management body
- C.11 Operator Business Activity
- C.12 Parent Company Business Activity
- C.13 Other persons drawing up the crypto- asset white paper according to Article 6(1), second subparagraph, of Regulation (EU) 2023/1114
- C.14 Reason for drawing the white paper by persons referred to in Article 6(1), second subparagraph, of Regulation (EU) 2023/1114

D. Information about the Crypto-Asset Project
- D.1 Crypto-asset project name
- D.2 Crypto-assets name
- D.3 Abbreviation
- D.4 Crypto-asset project description
- D.5 Details of all natural or legal persons involved in the implementation of the crypto-asset project
- D.6 Utility Token Classification
- D.7 Key Features of Goods/Services for Utility Token Projects
- D.8 Plans for the token
- D.9 Resource Allocation
- D.10 Planned Use of Collected Funds or Crypto-Assets

E. Information about the Admission to Trading
- E.1 Public Offering or Admission to trading
- E.2 Reasons for Public Offer or Admission to trading
- E.3 Fundraising Target
- E.4 Minimum Subscription Goals
- E.5 Maximum Subscription Goal
- E.6 Oversubscription Acceptance
- E.7 Oversubscription Allocation
- E.8 Issue Price
- E.9 Official currency or any other crypto- assets determining the issue price
- E.10 Subscription fee
- E.11 Offer Price Determination Method
- E.12 Total Number of Offered/Traded Crypto- Assets
- E.13 Targeted Holders
- E.14 Holder restrictions
- E.16 Refund Mechanism

E.17 Refund Timeline
E.18 Offer Phases
E.19 Early Purchase Discount
E.20 Time-limited offer
E.21 Subscription period beginning
E.22 Subscription period end
E.23 Safeguarding Arrangements for Offered Funds/Crypto-Assets
E.24 Payment Methods for Crypto-Asset Purchase
E.25 Value Transfer Methods for Reimbursement
E.26 Right of Withdrawal
E.27 Transfer of Purchased Crypto-Assets
E.28 Transfer Time Schedule
E.29 Purchaser's Technical Requirements
E.30 Crypto-asset service provider (CASP) name
E.31 CASP identifier
E.32 Placement form
E.33 Trading Platforms name
E.34 Trading Platforms Market Identifier Code (MIC)
E.35 Trading Platforms Access
E.36 Involved costs
E.37 Offer Expenses
E.38 Conflicts of Interest
E.39 Applicable law
E.40 Competent court

F. Information about the Crypto-Assets
F.1 Crypto-Asset Type
F.2 Crypto-Asset Functionality
F.3 Planned Application of Functionalities
F.4 Type of white paper
F.5 The type of submission
F.6 Crypto-Asset Characteristics
F.7 Commercial name or trading name
F.8 Website of the issuer
F.9 Starting date of offer to the public or admission to trading
F.10 Publication date
F.11 Any other services provided by the issuer
F.12 Language or languages of the white paper
F .13 Digital Token Identifier Code used to uniquely identify the crypto-asset or each of the several crypto assets to which the white paper relates, where available

- F.14 Functionally Fungible Group Digital Token Identifier, where available
- F.15 Voluntary data flag
- F.16 Personal data flag
- F.17 LEI eligibility
- F.18 Home Member State
- F.19 Host Member States

G. Information on the rights and obligations attached to the crypto-assets
- G.1 Purchaser Rights and Obligations
- G.2 Exercise of Rights and obligations
- G.3 Conditions for modifications of rights and obligations
- G.4 Future Public Offers
- G.5 Issuer Retained Crypto-Assets
- G.6 Utility Token Classification
- G.7 Key Features of Goods/Services of Utility Tokens
- G.8 Utility Tokens Redemption
- G.9 Non-Trading request
- G.10 Crypto-Assets purchase or sale modalities
- G.11 Crypto-Assets Transfer Restrictions
- G.12 Supply Adjustment Protocols
- G.13 Supply Adjustment Mechanisms
- G.14 Token Value Protection Schemes
- G.15 Token Value Protection Schemes Description
- G.16 Compensation Schemes
- G.17 Compensation Schemes Description
- G.18 Applicable law
- G.19 Competent court

H. Information on the Underlying Technology
- H.1 Distributed ledger technology
- H.2 Protocols and technical standards
- H.3 Technology Used
- H.4 Consensus Mechanism
- H.5 Incentive Mechanisms and Applicable Fees
- H.6 Use of Distributed Ledger Technology
- H.7 DLT Functionality Description
- H.8 Audit
- H.9 Audit outcome

I. Information on Risks
- I.1 Offer-Related Risks
- I.2 Issuer-Related Risks
- I.3 Crypto-Assets-related Risks

I.4 Project Implementation-Related Risks
I.5 Technology-Related Risks
I.6 Mitigation measures

J. Information on the sustainability indicators in relation to adverse impact on the climate and other environment-related adverse impacts
S.1 Name
S.2 Relevant legal entity identifier
S.3 Name of the crypto-asset
S.4 Consensus Mechanism
S.5 Incentive Mechanisms and Applicable Fees
S.6 Beginning of the period to which the disclosure relates
S.7 End of the period to which the disclosure relates
S.8 Energy consumption
S.9 Energy consumption sources and methodologies

01. Date of Notification: 2025-10-24

Regulatory Disclosures

02. Statement in accordance with Article 6(3) of Regulation (EU) 2023/1114:

This crypto-asset white paper has not been approved by any competent authority in any Member State of the European Union. The person seeking admission to trading of the crypto-asset is solely responsible for the content of this crypto-asset white paper.

03. Compliance statement in accordance with Article 6(6) of Regulation (EU) 2023/1114

This crypto-asset white paper complies with Title II of Regulation (EU) 2023/1114 and, to the best of the knowledge of the management body of Reya Group Holdings Ltd, the information presented in the crypto-asset white paper is fair, clear and not misleading and the crypto-asset white paper makes no omission likely to affect its import.

04. Statement in accordance with Article 6(5), points (a), (b), (c):

The crypto-asset referred to in this white paper may lose its value in part or in full, may not always be transferable and may not be liquid.

05. Statement in accordance with Article 6(5), point (d):

The utility token referred to in this white paper may not be exchangeable against the good or service promised in the crypto-asset white paper, especially in the case of a failure or discontinuation of the crypto-asset project.

06. Statement in accordance with Article 6(5), points (e) and (f):

The crypto-asset referred to in this white paper is not covered by the investor compensation schemes under Directive 97/9/EC of the European Parliament and of the Council. The crypto-asset referred to in this white paper is not covered by the deposit guarantee schemes under Directive 2014/49/EU of the European Parliament and of the Council.

Summary

07. Warning:

This summary should be read as an introduction to the crypto-asset white paper. The prospective holder should base any decision to purchase this crypto-asset on the content of the crypto-asset white paper as a whole and not on the summary alone. The offer to the public of this crypto-asset does not constitute an offer or solicitation to purchase financial instruments and any such offer or solicitation can be made only by means of a prospectus or other offer documents pursuant to the applicable national law. This crypto-asset white paper does not constitute a prospectus as referred to in Regulation (EU) 2017/1129 of the European Parliament and of the Council (36) or any other offer document pursuant to Union or national law.

08. Characteristics of the Crypto-Asset Purchasers of the REYA token acquire rights to participate in the Reya protocol's utility and governance functions, with no contractual obligations. Key rights include staking REYA to run a network execution node, or delegate execution responsibilities to an execution node operator of their choice, and staking it to receive benefits such as discounted trading fees and additional token rewards. The token also grants governance rights, allowing holders to vote on decisions affecting the protocol. Holding REYA does not confer any ownership, equity, or profit-sharing rights in the issuing company. These rights are exercised by staking the REYA token through the protocol's smart contracts. For example, utility benefits and governance rights are activated upon staking. Any modifications to the token's rights and obligations are determined by a community-led governance process. Changes must be proposed and approved by the token holders, meaning no single party can alter them unilaterally.

09. Utility Token Summary The REYA token is a utility and governance token for the Reya perpetual decentralized exchange (DEX). Its core functionality is staking, which provides access to several key services and benefits. Users can stake REYA tokens to run an execution node, or delegate execution responsibilities to an execution node operator of their choice, participating directly in the network's operation. In addition, staking REYA grants holders sREYA, which provides discounted trading fees, governance rights over the protocol, and additional REYA emissions as staking rewards. Transferability of the REYA token is restricted for a significant portion of the total supply. Specifically, 45% of tokens allocated to the development company, team, and investors are subject to a vesting schedule that includes a one-year cliff followed by a four-year total vesting period.

10. Key Information about the Admission to Trading

No public offer of REYA tokens is being made for fundraising purposes in connection with this disclosure. This document relates to the admission of the token to trading, and as such, there are no fundraising targets, issue prices, or subscription periods applicable. No crypto-asset service provider has been appointed to place the token.

Admission to trading for the REYA token is being sought on several trading platforms, including Coinbase, Bitvavo, and Kraken, in order to enhance its accessibility, liquidity, and utility.

A. Information about the Person Seeking Admission to Trading

A.1 Name: Reya Group Holdings Ltd

A.2 Legal Form: 6EH6

A.3 Registered address: Trinity Chambers, PO Box 4301, Road Town, Tortola, VG1110, VG

A.4 Head office: N/A

A.5 Registration Date: 2025-10-22

A.6 Legal entity identifier: N/A

A.7 Another identifier required pursuant to applicable national law: Reya Group Holdings Ltd is identified by its British Virgin Islands (BVI) Company Number: 2190811

A.8 Contact telephone number: N/A

A.9 E-mail address: wayne@horizonsglobal.io

A.10 Response Time (Days): N/A

A.11 Parent Company: The Reya Foundation (Cayman Islands) is the only shareholder of Reya Group Holdings Ltd

A.12 Members of the Management body:

Name	Business Function	Business Address
Reya Foundation	Director	Horizons Global Ltd, Suite OS25 Harbour Walk, 52a Edgewater Way, Grand Harbour, Cayman Islands

A.13 Business Activity: Reya Group Holdings Ltd is a fully owned subsidiary of the Reya Foundation. Reya Group Holdings Ltd is responsible for the creation and distribution of the $REYA token. The initial total supply is capped at 8 billion tokens, with allocations designated for community initiatives, ecosystem development, core contributors, early backers, and the Foundation.

A.14 Parent Company Business Activity: Reya Foundation is an independent organization dedicated to the mission of enshrining trading on Ethereum. The Reya Foundation will manage the development and governance of this Execution Layer and ecosystem - purpose-built to bring all trading onto the Ethereum blockchain and

enabling global access to capital markets. The Reya Foundation's immediate priority is establishing a robust and novel based rollup on the Ethereum blockchain.

A.15 Newly Established: false

A.17 Financial condition since registration:

At TGE, the Reya Foundation will be allocated up to 10% of the total REYA token supply, with which to capitalize the entity in the long-term. Initial capitalization will come from the most recent fundraising round of Reya Labs Limited in the form of a rolling credit agreement. All money is used for Foundation operations (to include the Issuing entity, Reya Group Holdings Ltd), technology development costs, and legal fees. The Foundation has no material outstanding liabilities, debts, or financial commitments and does not face any financial risks or uncertainties impacting its long-term sustainability.

B. Information about the issuer, if different from the offeror or person seeking admission to trading

B.1 Issuer Information: false, the offeror and entity are the same, so this section is not applicable

B.2 Name: N/A

B.3 Legal Form: N/A

B.4 Registered address: N/A

B.5 Head office: N/A

B.6 Registration Date: N/A

B.7 Legal entity identifier: N/A

B.8 Another identifier required pursuant to applicable national law: N/A

B.9 Parent Company: N/A

B.10 Members of the Management Body: N/A

B.11 Business Activity: N/A

B.12 Parent Company Business Activity: N/A

C. Information about the operator of the trading platform in cases where it draws up the crypto-asset white paper and information about other persons drawing the crypto-asset white paper pursuant to Article 6(1), second subparagraph, of Regulation (EU) 2023/1114

C.1 Name: N/A, This section is not applicable, as neither the operator of a trading platform nor any other person, apart from the issuer, has drawn up or contributed to the preparation of the crypto-asset white paper.

C.2 Legal Form: N/A

C.3 Registered address: N/A

C.4 Head office: N/A

C.5 Registration Date: N/A

C.6 Legal entity identifier of the operator of the trading platform: N/A

C.7 Another identifier required pursuant to applicable national law: N/A

C.8 Parent Company: N/A

C.9 Reason for Crypto-Asset White Paper Preparation: N/A

C.10 Members of the Management body: N/A

C.11 Operator Business Activity: N/A

C.12 Parent Company Business Activity: N/A

C.13 Other persons drawing up the crypto- asset white paper according to Article 6(1), second subparagraph, of Regulation (EU) 2023/1114: N/A

C.14 Reason for drawing the white paper by persons referred to in Article 6(1), second subparagraph, of Regulation (EU) 2023/1114: N/A

D. Information about the Crypto-Asset Project

D.1 Crypto-asset project name: Reya

D.2 Crypto-assets name: Reya

D.3 Abbreviation: REYA

D.4 Crypto-asset project description: Reya is a perpetual decentralized exchange (DEX) built as a ‘first of its kind’ based-rollup on Ethereum. This design effectively enshrines the DEX into the Ethereum L1, enabling millisecond-level trading speeds, full composability with the Ethereum DeFi ecosystem, and leveraging Ethereum's decentralization for superior liveness and censorship resistance. The project aims to shift the traditional DEX business model by making trading free for dApp users. Revenue is instead generated from programmatic traders and yield-bearing deposits. This approach addresses key pain points for users: dApp traders benefit from the removal of fees, while programmatic traders gain access to the high-speed infrastructure needed for higher-frequency strategies. For the broader Ethereum ecosystem, Reya aims to bring significant user activity and on-chain price discovery to the L1. The long-term vision for the Reya project is to facilitate the migration of Capital Markets on-chain by establishing itself as Ethereum's enshrined on-chain DEX.

D.5 Details of all natural or legal persons involved in the implementation of the crypto-asset project:

Name	Business Function	Business Address
Wayne Flanagan	Reya Foundation Director	Horizons Global Ltd, Suite OS25 Harbour Walk, 52a Edgewater Way, Grand Harbour, Cayman Islands

D.6 Utility Token Classification: true

D.7 Key Features of Goods/Services for Utility Token Projects:

Reya is developing a high-performance Decentralized Exchange (DEX) on Ethereum, structured as a first-of-its-kind 'based-rollup'. This architecture is designed to enshrine the DEX into the Ethereum L1, providing a unique suite of services and features for traders. Key features of the services offered include: 1. High-Speed Trading: The protocol offers millisecond-level trading speeds, aiming to be faster than existing decentralized exchanges. This feature is specifically designed to attract and serve programmatic and higher-frequency traders transitioning to DeFi. 2. Fee-Free dApp Trading: Reya utilizes a novel business model that makes trading free for standard dApp users. Revenue is instead generated from programmatic traders using a priority access path and from yield-bearing stablecoin deposits. 3. Ethereum Composability and Security: By building as a based-rollup, Reya leverages Ethereum's core

decentralization, providing strong liveness and censorship-resistance guarantees. This is achieved whilst removing the single sequencer risk associated with traditional L2s. Instead Reya has multiple rotating Execution Nodes, which are secured by REYA stakers. This design is more secure than traditional L2s and ensures composability with the broader Ethereum DeFi ecosystem.

D.8 Plans for the token:

The token will be launched in Q4 2025 and will be available for actors to use as a utility and governance token from launch. The REYA token is at the heart of the system; it is designed to coordinate security and governance whilst simultaneously accelerating trading and liquidity network effects.

Specifically in Q4 2025, holders will be able to stake REYA to receive:

1. Reya distributions
2. Trading fee discounts
3. Governance rights

In Q1 2026 stakers will start delegating stakes to Execution Node operators as the based-rollup migration prepares to complete.

In Q2 2026 Ethereum Validators will start restaking ETH to Execution Node operators as the based-rollup migration completes.

D.9 Resource Allocation:

Reya has secured significant financial backing, raising a total of US$12 million to support its development and strategic objectives. This funding was provided by a consortium of prominent investors, including Framework Ventures, Selini Capital, Leadblock Ventures, Wintermute, Amber, Brevan Howard Digital Assets, and Coinbase Ventures. These financial resources have been instrumental in assembling the core team. This team is led by founders with a proven track record, having previously built Voltz Protocol, which became the third-largest DEX in its category in 2023. The capital is being strategically deployed to further the development of the Reya based-rollup technology and expand the capabilities of its DEX. In addition to financial and human capital, the project leverages key support from members of the Ethereum community, ensuring a robust foundation for achieving its technical and ecosystem goals.

D.10 Planned Use of Collected Funds or Crypto-Assets: This section is not applicable because there will be no raising of funds or crypto-assets. The purpose of this whitepaper is solely to support the admission of the $REYA token to trading, not to conduct a public offering or fundraising activity.

E. Information about the Admission to Trading

E.1 Public Offering or Admission to trading: ATTR

E.2 Reasons for Admission to Trading: Reya Group Holdings Ltd is seeking the admission to trading of the REYA token to enhance its accessibility, liquidity, and overall utility within the European digital asset markets. This initiative is driven by several key objectives: 1. Increased Accessibility and Market Reach: With a significant portion of its community in Europe, admitting REYA to trading in the European Union will make the token more readily available to a wider user base. This geographical expansion of token holders is crucial for supporting the project's global vision and fostering participation in the Reya ecosystem. 2. Enhanced Liquidity and Market Efficiency: Listing REYA on regulated secondary markets is expected to improve its liquidity, leading to more efficient price discovery, reduced slippage, and more reliable trade execution for users. 3. Facilitating Utility and Governance: The REYA token functions as both a utility and governance token. Admission to trading will facilitate its acquisition by users who wish to stake REYA to run execution nodes, or delegate execution responsibilities to an execution node operator of their choice, or participate in the sREYA program, which offers benefits such as discounted trading fees, governance rights, and additional REYA distributions. This directly supports the functional demand and engagement within the Reya protocol. 4. Demonstrating Regulatory Alignment and Transparency: By undergoing the process for admission to trading and preparing a MiCAR-compliant whitepaper, Reya Group Holdings Ltd signals its commitment to transparency, robust disclosure standards, and alignment with the evolving regulatory framework in the European Union. This commitment aims to foster institutional confidence and reinforce a trustworthy trading environment. 5. Supporting Ecosystem Growth and Decentralization: Broader market access and an expanded holder base contribute to the further decentralization of the Reya ecosystem, aligning with its long-term vision to become Ethereum's enshrined Perp DEX and continue delivering on its innovative based-rollup architecture.

E.3 Fundraising Target: N/A

E.4 Minimum Subscription Goals: N/A

E.5 Maximum Subscription Goal: N/A

E.6 Oversubscription Acceptance: false

E.7 Oversubscription Allocation: N/A

E.8 Issue Price: N/A

E.9 Official currency or any other crypto- assets determining the issue price: N/A

E.10 Subscription fee: N/A

E.11 Offer Price Determination Method:

N/A

E.12 Total Number of Offered/Traded Crypto- Assets: N/A

E.13 Targeted Holders: ALL

E.14 Holder restrictions: KYC/AML to be adhered to based on the requirements of the trading platform on which the tokens are acquired. A Form D will be filed with the U.S. Securities and Exchange Commission (SEC) as we are conducting a private placement of securities under Regulation D exemptions. This will allow US persons to hold the token.

E.15 Reimbursement Conditions: N/A

E.16 Refund Mechanism: N/A

E.17 Refund Timeline: N/A

E.18 Offer Phases:

N/A

E.19 Early Purchase Discount:

N/A

E.20 Time-limited offer: N/A

E.21 Subscription period beginning: N/A

E.22 Subscription period end: N/A

E.23 Safeguarding Arrangements for Offered Funds/Crypto-Assets: N/A

E.24 Payment Methods for Crypto-Asset Purchase: N/A

E.25 Value Transfer Methods for Reimbursement: N/A

E.26 Right of Withdrawal: N/A

E.27 Transfer of Purchased Crypto-Assets: N/A

E.28 Transfer Time Schedule: N/A

E.29 Purchaser's Technical Requirements: N/A

E.30 Crypto-asset service provider (CASP) name: N/A

E.31 CASP identifier: N/A

E.32 Placement form: N/A

E.33 Trading Platforms name: Coinbase, Bitvavo, Kraken, OKX, Bybit Europe

E.34 Trading Platforms Market Identifier Code (MIC): VAVO, FREX, PGSL

E.35 Trading Platforms Access: With a trading platform account

E.36 Involved costs:

Accessing the trading platforms may involve the following costs, depending on the exchange:

- Trading fees: A maker/taker fee is typically charged on each transaction. For example, Bitvavo charges between 0.03% and 0.25%, depending on trading volume.

- Deposit and withdrawal fees:

    + Fiat deposits via SEPA are generally free or low-cost.

    + Crypto withdrawals may incur a fixed fee (e.g., 0.001 ETH), depending on network conditions.

- Network (gas) fees: When withdrawing tokens to an external wallet, users may need to pay blockchain transaction fees, particularly on Ethereum.

No account opening or subscription fees are typically required to access the platforms.

E.37 Offer Expenses: N/A

E.38 Conflicts of Interest: To the best knowledge of Reya Group Holdings Ltd, no potential conflicts of interest have been identified among its management body members or any other persons involved in the offer or admission to trading of the Reya token.

E.39 Applicable law: The $REYA crypto-assets are legally governed by the laws of the British Virgin Islands, including relevant company, contract, and common law principles. The technical functionality is defined by the Ethereum protocol and Layer 2 blockchain standards. When offered or traded within the European Union, $REYA tokens shall comply with Regulation (EU) 2023/1114 on Markets in Crypto-Assets (MiCAR), along with any applicable national laws of EU Member States in areas not fully harmonized, such as taxation, civil liability, and consumer protection. Where personal data is processed, GDPR compliance will be ensured. Where required, the issuer and its partners will also adhere to applicable AML/CTF regulations within the EU, including at a minimum the EU's 5AMLD.

E.40 Competent court: Any legal disputes arising in connection with the crypto-asset shall fall under the jurisdiction of the courts of the British Virgin Islands, unless otherwise required by overriding provisions of EU law.

F. Information about the Crypto-Assets

F.1 Crypto-Asset Type: The Reya token is classified as an Other Crypto-Asset under Regulation (EU) 2023/1114. It functions as a utility and governance token within the Reya ecosystem, requiring users to stake it to run an execution node. Staking also provides benefits such as discount fees, governance rights, and additional REYA emissions. The token is based on the ERC-20 standard.

F.2 Crypto-Asset Functionality:

The REYA token functions as both a utility and governance token within the Reya ecosystem. Its core functionalities are centered around staking. From a utility perspective, users must stake REYA tokens to run an execution node on the network. For users who do not wish to run a node, they can stake their REYA tokens and delegate execution responsibilities to an execution node operator of their choice. All stakers receive sREYA, which grants them the following benefits: - Discounted trading fees on the protocol. - Governance rights, allowing participation in decision-making processes. - Additional REYA emissions as staking rewards. These functionalities are designed to drive demand for the token by incentivizing users to acquire and stake REYA to participate in the network and receive benefits.

F.3 Planned Application of Functionalities:

REYA can be staked on Ethereum mainnet thereby delegating execution responsibilities to an execution node operator of their choice. They are incentivised through:

1. REYA distributionsTrading fee discounts
2. Governance rights proportional to their stake
3. Medium-term, the ability to use sREYA as trading collateral

It is important to note that the REYA stakers earn yield in REYA terms and their realized yield is a function of network activity as well as the TVL of the staking contract.

Reya is governed by sREYA holders. Through this process, governance sets the policies and parameters that keep the network safe, neutral, and sustainable, while remaining transparent and predictable for participants. Specifically, its scope includes the Insurance Fund policy, the Assistance Fund policy, issuance schedules, trading fee parameters, and risk parameter settings. In addition, governance approves or removes srUSD liquidity managers and configures the rollup slashing rules.

sREYA Additional Utility

Beyond the benefits described above, sREYA has a growing set of use-cases for everyday participants on Reya. Staking REYA to mint sREYA can lower trading costs through a tiered fee schedule, with tiers determined by the amount staked. In the medium-term, sREYA will also be recognized as collateral for trading on Reya meaning positions backed by sREYA follow the same liquidation framework as other collateral types.

.

F.4 Type of white paper: OTHR

F.5 The type of submission: NEWT

F.6 Crypto-Asset Characteristics:

The REYA token is classified as a utility token under MiCAR, serving as both a utility and governance instrument for the Reya protocol. It is a fungible, transferable crypto-asset based on the ERC-20 token standard. The primary characteristics of the REYA token are linked to its functions within the ecosystem: holders can stake REYA to run an execution node for the network, or delegate execution responsibilities to an execution node operator of their choice. In addition, staking REYA grants users benefits such as discounted fees, governance rights over the protocol, and additional REYA emissions as rewards.

F.7 Commercial name or trading name: Reya

F.8 Website of the issuer: reya.xyz

F.9 Starting date of offer: 2025-11-26

F.10 Publication date: 2025-11-26

F.11 Any other services provided by the issuer:

Not applicable. Any and all services are related to crypto-assets and are expected to be covered by the Regulation on Markets in Crypto-Assets (MiCAR).

F.12 Language or languages of the white paper: English

F.13 Digital Token Identifier Code used to uniquely identify the crypto-asset or each of the several crypto assets to which the white paper relates, where available: N/A

F.14 Functionally Fungible Group Digital Token Identifier, where available: N/A

F.15 Voluntary data flag: false

F.16 Personal data flag: false

F.17 LEI eligibility: true

F.18 Home Member State: IE

F.19 Host Member States: AT, BE, BG, HR, CY, CZ, DK, EE, FI, FR, DE, EL, HU, IS, IT, LI, LV, LT, LU, MT, NL, NO, PL, PT, RO, SK, SI, ES, SE

G. Information on the rights and obligations attached to the crypto-assets

G.1 Purchaser Rights and Obligations: Purchasers and holders of the REYA token are entitled to participate in the protocol's utility and governance functions. The primary rights associated with the token include: 1. Staking for Network Participation: Holders can stake REYA tokens to run an execution node. 2. Staking for Benefits (sREYA): By staking REYA, holders can receive sREYA, which provides access to several benefits, including discounted trading fees and additional REYA emissions. 3. Governance: The token confers governance rights, allowing holders to participate in decisions affecting the protocol. The REYA token does not represent ownership, equity, or any profit-sharing instrument in Reya Group Holdings Ltd or any other legal entity. Holding the token does not grant any rights to corporate dividends, voting rights in any legal entity, or any claim on the assets or revenues of the issuer. There are no contractual obligations imposed upon the purchasers or holders of the REYA token.

G.2 Exercise of Rights and obligations: The rights attached to the REYA token are exercised primarily through the act of staking within the protocol's smart contracts. Utility Rights: Holders can exercise utility rights in two main ways. Firstly, by staking REYA tokens, they meet the condition to run an execution node for the network. Secondly, holders can stake their tokens to receive various benefits, including discounted fees and additional REYA emissions. Governance Rights: Governance rights are also activated through staking. By staking their REYA tokens, holders are granted the ability to participate in the protocol's governance process and vote on relevant proposals.

G.3 Conditions for modifications of rights and obligations: The REYA token functions as the governance token for the Reya protocol. Consequently, any modifications to the rights and obligations associated with the token, or to the fundamental rules of the protocol that affect its utility, are subject to a governance process. This process empowers token holders to participate in key decisions regarding the future development and operational parameters of the network. No single party can unilaterally alter the core properties or functionalities of the token; such changes must be proposed and approved by the community of token holders through the established governance mechanisms.

G.4 Future Public Offers: The Issuer, Reya Group Holdings Ltd, plans future distributions of its crypto-asset, the REYA token, to the public through a series of community airdrops. A minimum of 45% of the 8 billion REYA token supply is designated for these airdrops, to be released progressively. An initial airdrop is anticipated to occur in conjunction with the Token Generation Event (TGE), which is currently scheduled for Q4 2025.

G.5 Issuer Retained Crypto-Assets: 0

G.6 Utility Token Classification: true

G.7 Key Features of Goods/Services of Utility Tokens: The Reya token functions as a utility token within the Reya ecosystem, granting users access to and benefits from its core services. Specifically, the utility tokens provide access to the following goods and services: 1. Participation in Network Infrastructure: Staking Reya tokens is a prerequisite for users who wish to run an execution node within Reya. This enables direct participation in the operation of Reya's high-performance Decentralized Exchange (DEX), which is designed to be millisecond-level fast, fully composable with Ethereum DeFi, and offers superior decentralization, liveness, and censorship resistance due to its novel based-rollup design. 2. Enhanced Staking Benefits (via sREYA): For users who stake their Reya tokens without running an execution node, they receive sREYA, which unlocks several key advantages: Discount Fees: Holders receive preferential rates through discounted trading fees on the Reya DEX. This complements the protocol's offering of free dApp trading, with discounts applying to priority access paths. Governance Rights: Token holders are empowered with governance rights, allowing them to engage in the decision-making processes and future development of the Reya ecosystem. Additional REYA Emissions: Stakers benefit from supplementary REYA token emissions, acting as a reward for their contribution and commitment to the network.

G.8 Utility Tokens Redemption: The REYA token's utility stems from staking, rather than direct redemption for goods or services. Users must stake REYA to operate an execution node. Additionally, staking REYA enables users to receive sREYA, which provides benefits such as discounted fees, governance rights, and additional REYA emissions. These mechanisms involve staking the token to gain access or benefits, not exchanging or spending it for goods or services.

G.9 Non-Trading request: true

G.10 Crypto-Assets purchase or sale modalities: Not applicable

G.11 Crypto-Assets Transfer Restrictions:

The Reya token, issued as an ERC-20 standard crypto-asset, is designed for transferability on the Ethereum blockchain, subject to the inherent network conditions such as transaction fees and block confirmation times. However, a significant portion of the total token supply is subject to restrictions on transferability through pre-defined vesting schedules. Specifically, 45% of the total supply, which is allocated to the partner technology company, Reya Labs Limited, (including investors, the development team, and future team members), is locked under a vesting contract that includes a 1-year cliff followed by a 4-year total vesting period from the Token Generation Event (TGE). This mechanism restricts the free transferability of these tokens until they are progressively unlocked. Furthermore, 5-10% of the total supply is held by the Reya Foundation as treasury, which is not in immediate public circulation or freely transferable by individual holders.

G.12 Supply Adjustment Protocols: true

G.13 Supply Adjustment Mechanisms:

REYA has a fixed supply of 8,000,000,000 tokens. However, in extreme scenarios governance could vote to emit more REYA to further incentivise actors on the network and maintain liveness. These events are not expected to occur, but from the perspective of the mechanism design these edge-case events need to be accounted for.

G.14 Token Value Protection Schemes: true

G.15 Token Value Protection Schemes Description:

The Insurance Fund serves as a risk reserve to maintain protocol solvency during adverse market conditions, with governance-defined rules for deployment and replenishment priorities. By protecting the underlying operations of the Reya protocol, the Insurance Fund serves to protect the value of the token itself. Specifically, if a trading liquidation results in an insolvency, i.e. losses have exceeded the margin coverage of a trading account, the Insurance Fund will automatically disburse the amount needed to cover the exceeded amount

This Insurance Fund is capitalised through a governance-set allocation from trading fees, liquidation fees and srUSD staking yield.

G.16 Compensation Schemes: true

G.17 Compensation Schemes Description:

The REYA token is embedded into the broader Reya architecture in order to satisfy the following objectives:

- Secure the network through sustainable incentive structures for the network of operators required to run Reya Execution Nodes
- Fuel economic activity on Reya
- Maintain accountable, Ethereum-native governance

REYA holders stake REYA on Ethereum mainnet thereby delegating execution responsibilities to an execution node operator of their choice. They are incentivised through:

1. REYA distributions
2. Trading fee discounts
3. Governance rights proportional to their stake
4. Medium-term, the ability to use sREYA as trading collateral

Of note, REYA stakers earn yield in REYA terms and their realized yield is a function of network activity as well as the TVL of the staking contract.

Ethereum validators need to re-stake their ETH to delegate sequencing to execution node operators according to the based lookahead schedule governing the execution node rotation rota. They are incentivised through:

1. REYA distributions and potential ETH distributions as required

Correlated penalties between Reya stakers and Ethereum validators are defined and enforced on Ethereum, reinforcing careful operator selection and neutral, reliable sequencing.

This design grounds Reya's security directly to Ethereum while ensuring that value created through trading and srUSD staking flows back into the Reya ecosystem.

G.18 Applicable law:

The $REYA crypto-assets are legally governed by the laws of the Cayman Islands, including applicable company, contract, and common law principles. Where the tokens are offered or traded in the European Union, the requirements of MiCAR shall apply.

G.19 Competent court: Legal matters relating to the use, custody, or transfer of the crypto-asset are governed by the laws of the Cayman Islands

H. Information on the Underlying Technology

H.1 Distributed ledger technology:

The Reya protocol is built on the Ethereum blockchain, a public and permissionless distributed ledger. The architecture utilizes a 'based-rollup' design, which enshrines a decentralized exchange (DEX) directly into the Ethereum Layer 1 (L1). This approach leverages Ethereum's decentralization, security, and composability. The protocol's token will be issued as an ERC-20 standard token on the Ethereum network.

H.2 Protocols and technical standards:

Reya is a based-rollup built on Ethereum, designed to function as a decentralized exchange (DEX) for perpetual contracts. This architecture effectively enshrines the DEX into the Ethereum Layer 1, allowing Reya to leverage Ethereum’s security and decentralization guarantees while achieving millisecond-level trading speeds and full composability with the Ethereum DeFi ecosystem. The REYA token itself will be issued on the Ethereum blockchain and will adhere to the ERC-20 standard to ensure broad compatibility.

H.3 Technology Used:

The technology is centered around a based-rollup architecture built on the Ethereum L1 blockchain. This design enables millisecond-level trading speeds and ensures composability with the broader Ethereum DeFi ecosystem, while leveraging Ethereum’s inherent decentralization and security. The token is a standard ERC-20 token, fully compatible with the Ethereum network.

H.4 Consensus Mechanism:

As a based-rollup built on Ethereum, the Reya protocol does not implement its own native consensus layer. Instead, it relies on and inherits the security guarantees of the Ethereum blockchain, which operates on a Proof-of-Stake (PoS) consensus mechanism. Consequently, all transactions and state transitions within the Reya protocol are ultimately secured and finalized by Ethereum's decentralized network of validators. While the protocol relies on Ethereum for consensus, it utilizes its own network of execution nodes. To operate an execution node within the Reya ecosystem, users are required to stake REYA tokens.

H.5 Incentive Mechanisms and Applicable Fees:

The Reya protocol's incentive structure is designed for both network security and token holder engagement. Users are required to stake REYA tokens to operate an execution node. For users who do not run a node, staking REYA tokens lets them delegate execution responsibilities to an execution node operator of their choice. All stakers receive additional benefits such as discounted trading fees, governance rights, and additional REYA emissions. The fee model is structured to attract different user types. Trading is free for dApp traders. Revenue is generated through trading fees from

programmatic traders, who are offered a priority access path of under one millisecond. Furthermore, the protocol monetizes yield-bearing stablecoin deposits, creating an additional revenue stream.

H.6 Use of Distributed Ledger Technology: true

H.7 DLT Functionality Description:

Reya operates as a 'based-rollup' that effectively enshrines a decentralized exchange (DEX) into the Ethereum Layer 1 (L1) blockchain. By being built on Ethereum, the DLT leverages the underlying security, decentralization, liveness, and censorship-resistance guarantees of the main Ethereum network. The functionality of the rollup is supported by a network of execution nodes. These nodes are operated by users who are required to stake the REYA token, creating a decentralized network of operators responsible for the functioning of the DEX. This architecture is designed to achieve millisecond-level trading speeds while maintaining composability with the broader Ethereum DeFi ecosystem and without having the security risk of a single sequencer, as is associated with a traditional L2.

H.8 Audit: true

H.9 Audit outcome:

Passed - https://docs.reya.xyz/technical-docs/audits

I. Information on Risks

I.1 Offer-Related Risks:

An investment in REYA tokens involves a high degree of risk. Prospective purchasers should carefully consider the risks described below, in addition to the other information in this whitepaper, before making any decision to purchase the tokens. The value of the REYA token can be volatile and could decline significantly, potentially resulting in the loss of the entire purchase amount.

1. Price Volatility and Lack of Prior Market:

The REYA token has no prior public trading history. The offer price may not be indicative of the market price of the token after it is listed on a trading platform. Once trading begins, the price of REYA may fluctuate significantly and rapidly due to various factors, including changes in market sentiment, overall cryptocurrency market trends, project-related announcements, regulatory developments, and macroeconomic conditions. There is no assurance that the market price of REYA will ever equal or exceed the initial offer price.

2. Future Token Sales and Inflationary Pressure:

The initial total supply of REYA tokens is fixed at 8,000,000,000. However, only a small portion of this total supply, estimated at 20%, will be in circulation at the Token Generation Event (TGE). A substantial number of tokens are allocated to various parties and are subject to release schedules, which will increase the circulating supply over time.Specifically:

Software Development Team and Investor Allocations:

45% of the total supply is allocated to Reya Labs, which includes the team and early investors. These tokens are subject to a one-year cliff followed by a linear vesting schedule over a total of four years. The expiration of the cliff and the subsequent vesting periods will introduce a significant number of new tokens into the market, which could exert downward pressure on the token's price if not met with a corresponding increase in demand.

Future Community Airdrops:

An additional 25-30% of the total supply is reserved for subsequent community airdrops beyond the initial one. The distribution of these tokens will further increase the circulating supply and could dilute the value of existing tokens.

Foundation Treasury:

The Reya Foundation will hold 5-10% of the total supply for operational and ecosystem development purposes. These tokens may be sold or distributed over time to fund activities, further contributing to the circulating supply.

Additionally, there is a mechanism to mint additional supply in the edge-case that additional supply is needed to reward those staking REYA to support the network.

3. Initial Airdrop Selling Pressure:
The initial circulating supply will consist primarily of tokens distributed to the community via an airdrop. Recipients of this airdrop may not have a long-term interest in the project and could decide to sell their tokens immediately upon receiving them on trading platforms. Such a large, coordinated sell-off could create significant initial selling pressure, leading to a sharp decline in the token's price shortly after the offer.

4. Liquidity Risks:
The viability of an investment in REYA depends on the existence of liquid markets. While plans may be in place for listing on trading platforms, there is no guarantee that a deep and liquid market will develop or be sustained. Low trading volume and liquidity can make it difficult for token holders to sell their tokens at a fair market price, or at all. This can result in significant price slippage when executing trades.

5. Market Conditions:
The success of this offer and the future value of the REYA token are subject to the broader conditions of the global crypto-asset markets. A downturn in the market, often referred to as a "bear market," could negatively impact the demand for and price of the REYA token, regardless of the project's fundamental progress and performance.

I.2 Issuer-Related Risks:
The issuer of the REYA token is Reya Group Holdings Ltd, a company incorporated and registered in the British Virgin Islands (BVI). As such, prospective purchasers of REYA tokens should consider the following risks specifically associated with the issuer.

Risks Associated with the Issuer's Jurisdiction
Reya Group Holdings Ltd is subject to the laws and regulations of the British Virgin Islands. The BVI is an offshore jurisdiction with a legal and regulatory framework that may differ substantially from that of a prospective purchaser's home jurisdiction. Changes in BVI laws, regulations, or their interpretation concerning crypto-assets, corporate governance, taxation, or international financial standards could adversely impact the issuer's operations, financial condition, and ability to execute its business plan. Furthermore, legal remedies and the enforcement of investor rights in the BVI may be more complex and less predictable than in other, more established onshore jurisdictions, potentially limiting recourse for token holders in the event of a dispute.

Limited Operating History and Early-Stage Operations
The issuer was incorporated on 22 October 2025, and therefore has a limited operating history upon which its performance and long-term prospects can be evaluated. The business is still in a relatively early stage of development. Key components of its technology, such as the full implementation of the based-rollup design, are being

developed in phases. The proposed business model, which involves making dApp trading free while generating revenue from programmatic traders and yield-bearing deposits, is innovative but largely unproven at scale. There is no assurance that this model will achieve widespread market adoption or generate sufficient revenue to sustain operations, which could negatively affect the issuer's financial stability and, consequently, the value and utility of the REYA token.

Dependence on Key Personnel and Concentrated Ownership

The issuer sources software development services from Reya Labs, a highly skilled group of 14 individuals. However, its success is highly dependent on that team, particularly its co-founders, Simon Jones (CEO) and Artur Begyan (CTO). The loss of one or both of these key individuals could have a material adverse effect on the project's development, strategic direction, and overall success.

Corporate Governance and Transparency Risks

As a private company registered in the BVI, Reya Group Holdings Ltd is not subject to the extensive corporate governance, financial reporting, and disclosure requirements that apply to publicly listed companies in major financial markets. While the company is in good legal standing according to its certificate of good standing, the level of transparency regarding its internal governance, financial accounts, and operational details may be limited. The Articles of Association grant broad powers to the directors, including the ability to set their own remuneration and manage potential conflicts of interest, which may not align with the standards expected in more regulated environments.

Regulatory Uncertainty and Business Model Scrutiny

The issuer operates in the decentralized finance (DeFi) sector, which is subject to a high degree of regulatory uncertainty globally. The business of operating a decentralized exchange (DEX) and offering products like yield-bearing deposits could attract scrutiny from financial regulators in various jurisdictions. Future legislative or regulatory actions could impose licensing requirements, operational restrictions, or other compliance burdens that could be costly or fundamentally alter the issuer's business model, thereby impacting its viability and the utility of the REYA token.

I.3 Crypto-Assets-related Risks:

An investment in REYA tokens involves a high degree of risk and is suitable only for sophisticated purchasers who are capable of evaluating and bearing the risks of the investment. Purchasers should be aware that they may lose all or part of their investment. The following is a summary of the material risks associated with the crypto-assets, the Reya protocol, and the Reya ecosystem.

Market and Volatility Risks

The value of the REYA token is expected to be highly volatile. The market for crypto-assets is characterized by significant price fluctuations driven by factors such as

speculative interest, market sentiment, regulatory news, technological developments, and macroeconomic trends. The REYA token's price will be influenced not only by the general crypto market but also by the performance, adoption, and trading volume on the Reya protocol. There is no guarantee that a secondary market for REYA tokens will develop or be sustained, which could result in a lack of liquidity. Low liquidity can make it difficult for holders to sell their tokens at a fair market price and may lead to significant price slippage. Furthermore, the decentralized finance (DeFi) sector is intensely competitive. The Reya protocol faces competition from established and emerging decentralized exchanges. Failure to compete effectively on technology, speed, fees, or user experience could adversely affect the protocol's market share and, consequently, the demand for and value of the REYA token.

Technology and Operational Risks

The Reya protocol is built upon complex and novel technology, including its implementation as a 'first of its kind' based-rollup on the Ethereum network. While this leverages Ethereum's security, the protocol is exposed to several technological risks:

Smart Contract Vulnerabilities:

The REYA token is an ERC-20 token, and its utility is deeply integrated with the protocol's smart contracts. Despite audits and testing, there is an inherent risk of flaws, bugs, or exploits in the underlying code that could be targeted by malicious actors, potentially leading to the loss of user funds or a compromise of the token's functionality.

Execution and Roadmap Risk:

The long-term value proposition of the REYA token is contingent upon the successful execution of the project's roadmap. This includes the phased development and delivery of the based-rollup architecture and the implementation of its unique business model. Any delays, failures, or pivots in this roadmap could undermine confidence and negatively impact the token's value.

Network Dependency:

The protocol's performance is dependent on the stability and security of the Ethereum network. While the based-rollup design aims to enhance performance, unforeseen issues with the Ethereum L1, such as network-wide attacks, major bugs, or contentious hard forks, could disrupt the Reya protocol's operations.

Legal and Regulatory Risks

The legal and regulatory landscape for crypto-assets is uncertain and rapidly evolving across different jurisdictions. The REYA token could be subject to future regulations that may restrict its utility, transferability, or classification. Changes in laws could adversely affect the operations of the Reya protocol and the value of the token. Reya Group Holdings Ltd is incorporated in the British Virgin Islands, and while the project aims for global reach, regulatory actions in key markets could impact the project significantly.

Governance and Tokenomics Risks

The REYA token functions as both a utility and governance token, which introduces specific risks:

Governance Centralization and Apathy:

Token holders have the right to participate in the governance of the protocol. There is a risk that voting power could become concentrated in the hands of a few large holders ('whales'), who may vote in their own self-interest rather than for the benefit of the ecosystem. Conversely, voter apathy could lead to low participation, making the governance process less effective or more susceptible to manipulation.

Token Supply and Inflation:

A substantial portion of the total token supply is allocated for community airdrops. While designed to encourage adoption, these large-scale distributions may create significant selling pressure on the market as recipients liquidate their tokens, potentially causing price depreciation. Additionally, token emissions distributed as staking rewards could lead to an increase in the circulating supply, which may have a dilutive effect on the token's value if not offset by corresponding growth in the protocol’s revenue and buyback mechanisms.

I.4 Project Implementation-Related Risks:

The implementation of the Reya protocol and the successful execution of its roadmap are subject to a number of risks inherent in developing and launching a complex, technologically novel protocol in the decentralized finance (DeFi) sector. Prospective purchasers of REYA tokens should carefully consider the following project implementation-related risks:

1. Technological Development and Novelty Risk:

The Reya protocol is built upon a 'based-rollup' architecture, described as a 'first of its kind' solution to be enshrined into the Ethereum L1. As with any pioneering technology, there is an inherent risk of unforeseen technical challenges, bugs, or security vulnerabilities that may arise during development or after deployment. The development is being conducted in phases, which means that the full functionality and vision of the protocol will not be available at launch. Delays in any phase, or complications in integrating subsequent phases, could postpone the achievement of key milestones and negatively impact the project's trajectory.

2. Roadmap Execution Risk:

The project has outlined an ambitious post-TGE roadmap that includes implementing a free trading model for dApp users and launching new tokenization features in partnership with other protocols. The successful execution of this roadmap is not guaranteed and is contingent upon the development team's ability to overcome technical hurdles, manage resources effectively, and adapt to changing market conditions. Any failure to deliver on these roadmap items in a timely manner, or at all,

could diminish user confidence and hinder the protocol’s growth.

3. Dependency on External Factors and Partnerships:
The project's development and success are partially reliant on support from the broader Ethereum community, as well as specific strategic partners. While this support is currently a strength, its continuity is not guaranteed. A shift in focus within the Ethereum ecosystem or the failure of a key partner to deliver on its commitments could create significant obstacles for the project's growth.

4. Competition Risk:
The perpetual decentralized exchange (Perp DEX) market is highly competitive, with established players like Hyperliquid. While the project aims to differentiate itself through superior speed, cost-efficiency, and security, there is no assurance that it will successfully capture and retain significant market share. Competitors may innovate more rapidly, offer more attractive incentives, or possess greater resources, which could impede the project's ability to achieve its user acquisition and volume targets.

5. Business Model Viability Risk:
The project plans to innovate on the traditional DEX business model by making dApp trading free and generating revenue primarily from programmatic traders seeking priority access and from yield-bearing deposits. This model's success is contingent on attracting a sufficient volume of high-frequency and programmatic traders willing to pay for premium access. If this user segment does not materialize as expected, or if the yields on deposits decline, the protocol’s revenue streams could be insufficient to ensure its long-term sustainability.

6. Key Personnel Risk:
The project is driven by a relatively small team. The continued success and implementation of the project are heavily dependent on the expertise, vision, and continued service of its key members. The departure of one or more key personnel could disrupt development, delay the execution of the roadmap, and adversely affect the project's operations and strategic direction.

I.5 Technology-Related Risks:
The technology underpinning Reya protocol, while innovative, is subject to a range of risks inherent in distributed ledger technology, smart contracts, and novel blockchain architectures. Prospective purchasers and users of the REYA token should carefully consider the following technology-related risks:

1. Smart Contract Vulnerabilities:
Core parts of the Reya protocol, including its staking mechanisms and token contracts, are built upon smart contracts. These contracts are complex pieces of software that are deployed on a public blockchain. Despite rigorous testing and third-party audits, the possibility of undiscovered vulnerabilities, bugs, or flaws in the code cannot be entirely eliminated. Such vulnerabilities could be exploited by malicious actors, potentially

leading to the irreversible loss of user funds, locked tokens, or a compromise of the protocol's intended functionality.

2. Risks of Novel 'Based-Rollup' Architecture:
Reya employs a 'first-of-its-kind' based-rollup design to achieve high throughput and low latency. As a novel and cutting-edge technology, this architecture may present unforeseen challenges and risks that are not present in more established Layer 2 solutions. Potential risks include undiscovered design flaws, implementation errors, or economic vulnerabilities that could affect network stability, security, and performance. The full security and operational implications of this new design may only become fully understood over time and under real-world stress conditions.

3. Dependency on the Ethereum Blockchain:
Reya operates as a rollup that leverages the Ethereum L1 for decentralization, liveness, and censorship resistance. Consequently, the Reya protocol is fundamentally dependent on the stability, security, and continued operation of the Ethereum blockchain. Any systemic issues with Ethereum, such as a 51% attack, consensus-level bugs, significant network congestion leading to prohibitively high data availability costs, or a contentious hard fork, could have a direct and adverse impact on the Reya protocol’s functionality, security, and finality of transactions.

4. Phased Development and Centralisation Risks:
The development and decentralisation of the based-rollup design are planned to occur in phases. During the initial phases, certain components of the network, such as the transaction sequencers or provers, may be operated by a limited set of parties. This creates risks associated with single points of failure, potential censorship, or operational downtime. While the long-term vision is to fully decentralise these components, users are exposed to these centralisation risks during the interim development stages.

5. Oracle and Data Feed Risks:
As a perpetuals DEX, the protocol relies heavily on external price data feeds, commonly known as oracles, to determine asset prices for marking positions, calculating funding rates, and triggering liquidations. The integrity and availability of these oracles are critical to the protocol’s proper functioning. A manipulation of, or malfunction in, these data feeds could lead to inaccurate pricing, causing unwarranted liquidations and significant financial losses for traders on the protocol.

6. Network Performance and Scalability Risks:
The protocol is designed for millisecond-level trading speeds. Achieving and maintaining this high level of performance, especially during periods of extreme market volatility or network congestion, is a significant technical challenge. There is a risk of performance degradation, increased latency, or system outages, which could impair the user experience and prevent traders from executing orders or managing their positions in a timely manner.

7. Risks of Composability and Systemic Integration:
Reya's design allows for composability with the broader Ethereum DeFi ecosystem, including integrations with protocols for its yield-bearing deposit functionalities. While this enhances utility, it also introduces systemic risk. A failure, exploit, or economic instability in a third-party protocol that Reya integrates with could have cascading negative effects on the Reya protocol, potentially leading to a loss of funds.

8. General Cybersecurity Threats:
Reya's infrastructure, including its off-chain components and user-facing applications, is susceptible to standard cybersecurity threats. These include, but are not limited to, denial-of-service (DoS) attacks, phishing attacks targeting users' private keys, and other hacking attempts. A successful cyberattack could disrupt services, compromise user data, or result in financial loss.

I.6 Mitigation measures:
The project acknowledges the inherent technological risks associated with operating a novel decentralized exchange protocol and has implemented a multi-layered strategy to mitigate these risks effectively.

1. Security and Smart Contract Integrity:
To address the risk of vulnerabilities within the protocol's smart contracts and underlying code, a rigorous security framework is in place. The core of this strategy involves subjecting all smart contracts to multiple comprehensive audits conducted by reputable, independent third-party security firms prior to deployment and after any significant upgrade. Furthermore, a continuous bug bounty program will be maintained to incentivize the global community of developers and security researchers to discover and responsibly disclose potential vulnerabilities. This proactive approach ensures ongoing scrutiny of the codebase.

2. Liveness, Decentralization, and Censorship Resistance:
The primary mitigation for risks related to centralization, such as transaction censorship or network downtime, is the protocol's fundamental architecture as a 'based-rollup'. By leveraging the underlying Ethereum Layer 1 for its sequencing, the protocol directly inherits Ethereum's robust decentralization, censorship resistance, and liveness guarantees. This design choice strategically avoids the single points of failure and control associated with centralized sequencers, a common vulnerability in other Layer 2 solutions. The active collaboration with members of the Ethereum community and Foundation during the phased development further ensures alignment with best practices and enhances the overall resilience of the network.

3. Operational and Performance Stability:
To mitigate performance risks and ensure a seamless user experience, the system is engineered for millisecond-level transaction speeds, addressing the latency issues prevalent on many decentralized exchanges. This is complemented by robust internal

testing, monitoring, and alerting systems to ensure high availability and rapid incident response. The protocol's design emphasizes deep composability with the broader Ethereum DeFi ecosystem, mitigating the risk of liquidity fragmentation and operational isolation.

4. Governance and Long-Term Viability:
Risks associated with the long-term maintenance and evolution of the technology are mitigated through a clear governance structure. The REYA token will empower its holders with governance rights, enabling the community to participate in key decisions regarding protocol upgrades, risk parameter adjustments, and the management of the assistance fund. This decentralized governance model ensures that the protocol can adapt to future challenges and opportunities in a transparent and community-driven manner.

J. Information on the sustainability indicators in relation to adverse impact on the climate and other environment-related adverse impacts

S.1 Name: Reya Group Holdings Ltd

S.2 Relevant legal entity identifier: N/A

S.3 Name of the crypto-asset: Reya

S.4 Consensus Mechanism:

As a based-rollup built on Ethereum, the Reya protocol does not implement its own native consensus layer. Instead, it relies on and inherits the security guarantees of the Ethereum blockchain, which operates on a Proof-of-Stake (PoS) consensus mechanism. Consequently, all transactions and state transitions within the Reya protocol are ultimately secured and finalized by Ethereum's decentralized network of validators. While the protocol relies on Ethereum for consensus, it utilizes its own network of execution nodes. To operate an execution node within the Reya ecosystem, users are required to stake REYA tokens.

S.5 Incentive Mechanisms and Applicable Fees:

The Reya protocol’s incentive structure is designed for both network security and token holder engagement. Users are required to stake REYA tokens to operate an execution node. For users who do not run a node, staking REYA tokens lets them delegate execution responsibilities to an execution node operator of their choice. All stakers receive benefits such as discounted trading fees, governance rights, and additional REYA emissions. The fee model is structured to attract different user types. Trading is free for dApp traders. Revenue is generated through trading fees from programmatic traders, who are offered a priority access path of under one millisecond. Furthermore, the protocol monetizes yield-bearing stablecoin deposits, creating an additional revenue stream.

S.6 Beginning of the period to which the disclosure relates: 2025-08-31

S.7 End of the period to which the disclosure relates: 2025-09-29

S.8 Energy consumption: 2000 kWh

S.9 Energy consumption sources and methodologies:

In accordance with Article 6(1)(j) of the Markets in Crypto-Assets Regulation (MiCA) and the Joint ESA Guidelines under Article 97(1), Reya Group Holdings Ltd discloses in this section the environmental impacts solely of the Reya protocol (a based roll-up on the Ethereum blockchain) that it operates directly.

The architecture also includes private or permissioned subnetworks independently deployed and managed by institutional participants; these fall outside the scope of this

disclosure, as Reya does not oversee their infrastructure or energy use. This operator-based reporting approach is consistent with the regulatory framework, which requires disclosures limited to systems directly controlled by the offeror.

The total energy consumption associated with transaction validation and maintaining the integrity of the Reya protocol is expressed in kilowatt-hours (kWh) per calendar year.

Phases of Operation

The Reya protocol operates on a dedicated cloud-based sequencer, running two nodes for redundancy and security. It will continue this infrastructure use in the based rollup design as well.

The following report is based on Reya's actual use.

Reporting Period: March 2, 2024 - October 17, 2025 (593 days / 1.625 years)

Total Annual Energy Consumption: 37,863 kWh/year

Infrastructure Breakdown:

Component	Count	Specs	Power Draw	Annual kWh	% Total
Sequencer Nodes	2	4 vCPU, 16GB RAM, 500GB	350W	3,365	8.9%
Archive Nodes	2	8 vCPU, 32GB RAM, 2.3TB	658W	6,332	16.7%
RPC Nodes	5	8 vCPU, 32GB RAM, 500GB	1,635W	15,738	41.6%
Validator Node	1	8 vCPU, 32GB RAM, 500GB	327W	3,148	8.3%
Batch Poster	1	8 vCPU, 32GB RAM, 500GB	327W	3,148	8.3%

K8s Workers (EKS)	4	m5.xlarge (4vCPU, 16GB)	440W	4,621	12.2%
Supporting (DAS/Feed)	~3	Misc services	150W	1,511	4.0%
TOTAL	18	Various	3,887W	37,863	100%

Actual Period Consumption: 61,528 kWh (March 2024 - Oct 2025)

Calculation Methodology

Power Model: Component-based estimation

CPU: 22W per vCPU (industry average, 60-70% utilization)

Memory: 4W per GB RAM (DDR4/DDR5 standard)

Storage: 2-5W per disk (SSD: 2-3W, large arrays: 4-5W)

Base System: 20W overhead (motherboard, network, fans)

PUE (Power Usage Effectiveness):

Google Cloud (GKE): 1.10 (industry-leading)

AWS (EKS): 1.20 (industry standard)

Supporting infrastructure: 1.15 (conservative estimate)

Formula: Annual kWh = (Total Watts × 8,760 hours) ÷ 1,000 × PUE

Key Dates

Start Date: March 2, 2024 (ReyaChain genesis block)

End Date: October 17, 2025 (reporting date)

Duration: 593 days (1.625 years)