DUCORP
XTM

USA.UAE.MRU

XTM+

MEDIA CO.

XTM Mirror

MARKETING-RELATED
PRODUCTS & SERVICES

XTM HQ

BRAND INCUBATOR &
ACCELERATOR

DUCORP
A family investment co.

XTM HQ

BRAND INCUBATOR AND ACCELERATOR PROGRAM INFORMATION

XTM HQ

About This Document.

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Purpose

This document has been prepared to provide general information on the **Brand Incubator and Accelerator** program by Ducorp XTM under the brand of XTM HQ.

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XTM HQ

FOCUS ON BRAND 🔥 ❤️

The Internet is the world's commercial middleman and a truth machine. Today, product quality and price are arbitraged globally leading consumer choice to be driven by "brand".

I believe that a branding-first mindset and robust virtual presence is essential to thriving in commerce. Authentic communication through the right channels creates trust and builds audiences; essentially, building your brand. This creates a loyal audience who is more likely to buy from you because your brand resonates with them.

The first step is to make yourself visible. This costs time, energy money and requires skill, creativity, and persistence.

On the other hand, those seeking growth capital do so with the intent of spending significantly on marketing (and sales).

We built XTM HQ to address that root problem. Our program focuses on helping businesses brand themselves. We leverage our expertise and workforce in media and marketing and commit advertising spend in exchange for equity.

Ultimately, we aim to create trusted relationships with the people and businesses we invest in. Our common goal is to build brand, engage audiences, help others, and as a result, generate sales.

Lets Build
LEGACY TOGETHER

JAMES L. R. DUCHENNE
CHIEF EXECUTIVE OFFICER
DUCORP XTM

XTM HQ

Our style

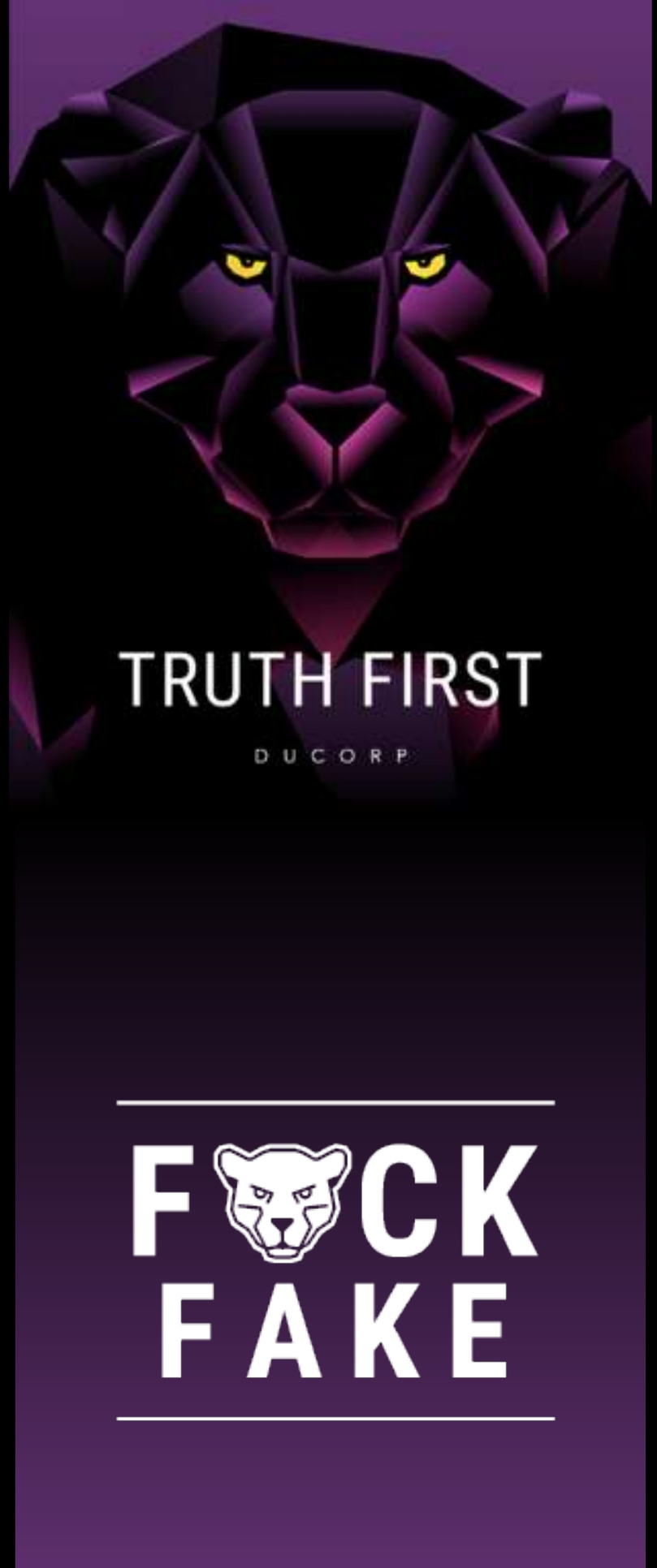
Each incubator and accelerator has a style; some have a specific industry focus. These programs are not created equal and you should pursue the program that best suits you.

“Truth First” is the core element that drives how we grow, share and act. We believe that authenticity leads to trusted relationship, happiness and successful commercial endeavors.

Our company culture is greatly influenced by the appreciation that we have for the Hip Hop genre and its rebellious undertones. We, too, are rebellious in what we offer and how we think… This is felt by our street-style version of “Truth First”, that is “F-ck Fake”.

In business, our main motivator is to help others solve their problems. Revenue is a result of being successful at that, not the reason for it. We appreciate the small innovations as much as the giant leaps forward.

Sounds like you? Let's talk.



XTM HQ

BLOCKCHAIN APP LIVE TESTING

XTM HQ, 2019.

XTM HQ

Program Benefits

1 Street-Styled Office Space in Mauritius

Although you can participate in our program virtually, if you are in Mauritius, you may also use our XTM HQ street-style office. In addition to being guided through the training stage, get access to amenities such as our studio, refreshments, music, and interact with cool people.

2 Business Coaching Advice

Bounce ideas off people that have run businesses, those that have failed, persisted and won. Details and inspiration matters.

3 Media, Marketing and Advertising

We plan out a 12 month brand and outreach building exercises together with you. We help you be present on digital media, market and advertise you, your business and your products.

4 Prepare for Capital Investments

At the conclusion of the program, depending on your suitability for capital raising or further financing, we help you prepare your investment deck.

Background
XTM HQ
Office

XTM HQ

XTM HUDDLE
TEAM MEETING
MAFH, 2019.

XTM HQ

Who and what we look for

1 of 2

1 Post-First Sales

We're not here to replace your monthly wage; we will not fund your dreams by taking all the risk. We exist to build real businesses with **bullfighting** entrepreneurs. You must show that you have a background of hustling for business or that you have a product that has achieved at least 1 real sale (sales to close friends and family don't count). The revenue size doesn't matter.

2 Sustainability

You must demonstrate that you can keep your effort in the business up for at least 12 months without seeking capital. Since we only fund your marketing/sales initiatives, you must be able to (a) have a bare minimum of sustainability and continuity, and (b) the confidence to sell your product or service over the time you are at XTM HQ.

3 Innovation-Driven

You must have a product and business model that differentiates yourself in the market. Don't worry if you don't see it from the marketing angle yet, we can work together to find your **unique** brand and sales path.

XTM HQ

Who and what we look for
2 of 2

4 Media Exposure

You must be willing to publish a variety of content about yourself and how your work is helping others. The content will then be distributed and advertised on the **XTM+** channels, and you will also be able to use it for future marketing across multiple platforms.

5 Social Media Management

You must be active (or prepared to be) on social platforms. This generates attention, is beneficial for search engine optimization and creates trust. Our team will not manage your social channels - this goes against our belief that you should be in charge of your communication with your audience. You shouldn't outsource your social media management this is not authentic.

WINK WINK!
We love businesses that leverage new technologies to help others.

Background
XTM HQ
Stage

XTM HQ

ALEXANDRE
PLAYTIME
XTM HQ, 2020.

XTM HQ

Cliff notes of our terms

1 of 4

Entities & Contracts Required

XTM HQ is backed by Ducorp Ltd (UAE) in collaboration with XTM Ltd (MRU) and Ducorp XTM, LLC (USA). The Program Participant is required to enter into a framework agreement with the above parties.

(a) The Program Participant contracts with XTM Ltd and Ducorp XTM, LLC (Service Provider) for the provision of Media, Marketing and Advertising services (the Work).

(b) Ducorp Ltd pays the Service Provider's fees and expenses for a period of ***12 months*** for the Work. This amount is Ducorp Ltd's investment in the Program Participant.

(c) Ducorp Ltd is the nominated entity to accede as a shareholder in the Program Participant.

XTM HQ

Cliff notes of our terms

2 of 4

Investment: Cliff, Vesting and Exit

Equity distribution to Ducorp Ltd is subject to a buy-back option over all of its equity (the Option) granted to the Program Participant valid for **11 months**.

At the execution of contracts, the Program Participant must transfer the total agreed-upon equity to Ducorp Ltd, and the latter will provide the Option. The Option shall be subject to:

(i) **Cliff**. Up to the end of the sixth (6) month, the Program Participant can exercise the Option over all of the equity held by Ducorp Ltd for a nominal value of USD10, except that:

1. The fees for the Work up till that date (as agreed prior to entering the arrangement) is paid back to Ducorp Ltd (or its assign) within **96 hours** of the option notice being given.

2. Failing the above, Ducorp Ltd will retain half of the agreed-upon equity in the Program Participant, and the remaining half shall be transferred back to the Program Participant.

3. The transfer is only deemed effective after **96 hours**.

(ii) **Vesting**. Following the Cliff, the Program Participant can only exercise the Option on: the last day of the 7th, 8th, 9th, 10th and 11th month. On the last day (GMT) of the 7th month, the exercise of Option shall be for 5/12th of the total agreed-upon Ducorp Ltd equity held. Subsequently, on 8th month, the exercise of Option shall be for 4/12th of equity, so on and so forth. This continues up to the beginning of the first day (GMT) of the 12th month on which day the Option shall expire.

(iii) **Exit**. If Ducorp Ltd. elects to terminate the agreement within six (6) months, the Program Participant can elect to exercise the Option without paying back to any fees for the Work.

XTM HQ

Cliff notes of our terms

3 of 4

Share Class & Distributions

(a) The Program Participant is to issue Class A, non-dilutable shares and all the equity to be received by Ducorp Ltd shall be such Class A shares.

(b) Class A shares shall give the right to Ducorp Ltd to nominate a non-executive director to the board of the Program Participant.

(c) The Program Participant is required to issue unaudited quarterly management account to Ducorp Ltd.

Where the company is profitable, the shareholder's agreement of the Program Participant must allocate quarterly profits as follows: (i) dividends of 30% pro-rata shareholders' stake in the Program Participant, (ii) 50% allocated to reinvestment, and (iii) 20% allocated to savings. Where additional reinvestment is required, the shareholders can do so by unanimous shareholder decision.

(d) Salaries of shareholder that are also salaried executives of the Program Participant must be reasonable and based on equivalent market comparison, allowing for regular revisions, and approved by simple shareholder majority. This is to prevent unduly reducing the profit of the company and the distribution to the shareholders.

XTM HQ

Cliff notes of our terms

4 of 4

Miscellaneous

(a) The XTM HQ program can be run remotely, anywhere. However, at present, in order to use the office, the Program Participant must be physically in the Republic of Mauritius.

(b) In some cases, the program can apply to products. In this event, the ownership stake shall be in the form of IP, as follows:

(i) Execution of an IP and royalty agreement;

(ii) Cliff, Vesting, and Exit apply over royalty rights (instead of equity);

(iii) All sales are to be received by the Program Participant and reported every quarter to Ducorp Ltd;

(iv)The Program Participant agrees that where a legal entity is created to carry on the sole business of sales of said product during the first 12 months of the program, then the usual terms of the equity program apply as if it had started from the date the Program participant first entered same. If the entity is created after the program ends, the entity shall be created with Ducorp Ltd. as a co-founder with the relevant agreed-upon stakeholdings.

(v) The Program Participant agrees that Ducorp or its assigns may use the product or service with the words “A Ducorp XTM Investment."

XTM HQ

XTM+ MAG
SHOWCASE
XTM HQ, 2020.

XTM HQ *Lite*

Is this you?

The passionate. You don't have a business and are not an entrepreneur but have a passion for a topic which you feel compelled to share with others. Your hope is that someday you could make a living out of this passion.

The learner. You have a business but you don't want to let go of equity and you are an expert in your field. You want to share that expertise to help others, and help them by showcasing what your product can do.

We created XTM HQ Lite just for you. Think of it as a crash course in brand building online.

We guide you down that practical process. You can use XTM HQ as your own HQ, we put equipment at your disposition and help curate and cut the content, and prepare it for distribution.

TERMS

1 Agree to co-distribution rights

You can release first on your site and we will wait a maximum of 7 days before distributing on XTM+ Channels. We may distribute in audio, video, photo, written form.

2 Embedded advertising

All of our shows may contain embedded advertising and you agree to work it in your content wherever applicable.

3 Minimum Commitment

We require you to have a commitment to 10 episodes or segments to be released over a 10 weeks period (once a week) or a maximum of 10 months (one a month).

COST

3-Month Enrollment: Rs40,000/month

5-Month Enrollment: Rs20,000/month

10-Month Enrollment: Rs10,000/month.

Embedded Advertising Split 50%.

XTM HQ

MODERN MEDIA, MARKETING & ADVERTISING FOR THE GROWTH OF YOUR BUSINESS.

Details matters.

+ MORE

XTM HQ

SHENANIGANS
POST-INTERVIEW
XTM HQ, 2020.

XTM HQ

How to apply

1

incubate@ducorp.co

2

Team Information
Business Deck
Financials

3

We'll get in touch. If you're around we'll meet for coffee.

We don't need to meet a quota of investments. We're prepared to wait for a good fit. We're **building legacy** not short term gains.

XTM HQ

PLANET EARTH

Our program is available globally.

incubate@ducorp.co