

MARCH 2026

# CONSOLIDATED GOVERNANCE CONSTITUTION

DIJETS INC LIMITED

## CONSOLIDATED GOVERNANCE CONSTITUTION

Integrating Governance, Treasury, Staking & Token Allocation MARCH 2026 –  
Institutional Edition

### **Article I – Establishment & Authority**

The Dijets Advisory Council (the “Council”) is established as the primary governance and policy-forming body for protocol-level and on-chain matters of the Dijets Ecosystem.

The Council derives its authority from this Constitution and operates subject to the laws of England and Wales and the Advisory Council Conduct and Expectations Policy (the “Policy”).

Nothing herein creates employment, partnership, fiduciary or agency status unless separately agreed in writing with Dijets Inc Limited (the “Company”).

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### **Article IA – Reservation of Corporate Authority**

Nothing in this Constitution, any DIP, or any on-chain governance decision shall restrict, override, or replace the statutory duties, powers, or decision-making authority of the Director(s) of Dijets Inc Limited under the Companies Act 2006.

Protocol-level governance decisions are binding only within the Dijets technical ecosystem and do not bind the Company as a matter of corporate law unless and until formally adopted by the Director(s).

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### **Article IB – Interpretation**

In this Constitution:

- “Including” means including without limitation;

- Headings are for convenience only and do not affect interpretation;
- References to the Policy and Token Allocation Agreement are references to those documents as amended from time to time.
- “Launch Date” means the date on which the Dijets mainnet is activated and the initial Advisory Council validator set is recorded on-chain, irrespective of individual Member activation timing
- “Active Council Membership” means continuous satisfaction of staking, validator, CAP participation, voting, and governance participation requirements under this Constitution and the Policy.

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## **Article II – Composition**

The Council shall consist of seven (7) Advisory Council Members (each, a “Member”).

### **Each Member must:**

- Operate a validating Dijets Node;
- Stake 25,000 DJT in accordance with Article VII;
- Maintain required uptime and validator responsiveness, as specified in the Council Governance Framework;
- Maintain a registered Singleton Wallet for governance transparency.
- Each Member’s tenure shall commence on the Launch Date and shall continue for twelve (12) consecutive months. Tenure shall not be extended, paused, reset, or otherwise modified due to delay in staking, validator activation, or technical readiness.

- Each Member must satisfy staking and validator activation requirements within the activation window specified by the Company or governance framework. Failure to do so may result in suspension or removal in accordance with Article IX.

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### **Article III – Legislative Scope**

The Council may deliberate and vote on Dijets Improvement Proposals (“DIPs”) relating to:

- Protocol upgrades and architectural changes;
- Treasury allocations and ecosystem grants;
- Method standards and governance rules;
- Client APIs and technical specifications;
- Product, service and enterprise solution enhancements.

Approved DIPs shall form part of the Dijets protocol governance framework upon adoption, subject always to technical feasibility, regulatory compliance, and Article XI.

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### **Article IIIA – Progressive Decentralisation**

The governance framework described in this Constitution reflects the early stage operational requirements of the Dijets Ecosystem.

As the protocol matures and the network achieves sufficient validator distribution, technical stability, and regulatory clarity, governance responsibilities may progressively transition toward increased decentralised participation.

Such evolution may include, but is not limited to:

- Expanded validator governance participation
- On-chain proposal and voting mechanisms
- Community governance frameworks
- Adjustments to the composition or role of the Advisory Council

The Advisory Council structure is intended as an initial governance framework and may evolve into broader validator or community-based governance following sufficient network maturity.

Any such transition shall occur through approved Dijets Improvement Proposals (DIPs) and in a manner consistent with applicable law, regulatory obligations, and the continued stability and security of the protocol.

Nothing in this Article requires the Company to implement decentralised governance where doing so would create legal, regulatory, or operational risk.

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#### **Article IV – DIP Legislative Process**

- Submission by any Member.
- Mandatory review by the remaining Members.
- Structured deliberation period.
- Formal recorded vote (Approve / Reject).
- On-chain recording where feasible.
- Implementation subject to technical and regulatory compliance review.

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## **Article V – Voting & Quorum**

- Each Member holds one vote.
- Quorum requires participation of at least five (5) of the seven (7) Members, unless otherwise amended by DIP.
- Treasury withdrawals require approval of at least six (6) of the seven (7) Members, unless superseded by an approved DIP.

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## **Article VI – Treasury Governance**

The Council oversees ecosystem treasury resources.

Treasury transactions must:

- Be traceable and auditable;
- Be recorded on-chain where technically feasible;
- Align with approved DIPs.
- Members have no personal entitlement to treasury assets.

No treasury transaction shall be executed without compliance with applicable regulatory, AML/CTF, and sanctions obligations.

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## **Article VII – Staking & Validator Obligations**

Council Membership requires staking 25,000 DJT for twelve (12) months in accordance with the Policy and any applicable technical rules.

Members must maintain validator uptime and network integrity to standards set out in the Council Governance Framework.

Failure to maintain uptime or staking requirements may result in removal under Article IX and loss of related token-incentive rights as set out in the Policy and Token Allocation Agreement.

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### **Article VIII – Token Allocation Framework**

The Company may establish token allocation and governance incentive mechanisms for Advisory Council Members in accordance with this Constitution, the Policy, and the Token Allocation Agreement.

All token allocations are subject to applicable law, regulatory requirements, technical feasibility, and governance rules in force from time to time.

Nothing in this Article guarantees token value, financial return, or market performance.

#### **Conditional Allocation – 25,000 DJT**

A conditional allocation of 25,000 DJT may be granted to a Member, subject to:

- Completion of twelve (12) consecutive months of Active Council Membership measured from the Launch Date;
- Continuous compliance with staking, validator, CAP, and participation requirements;
- Compliance with this Constitution, the Policy, and the Token Allocation Agreement.

For the avoidance of doubt:

- The twelve (12) month period runs continuously from the Launch Date and shall not be extended, paused, reset, or deferred due to delay in staking, validator activation, inactivity, suspension, technical readiness, or removal;

- Failure to maintain Active Council Membership at any time during the twelve (12) month period may result in forfeiture or lapse of conditional allocation rights;
- No pro-rata entitlement shall arise unless expressly approved in writing by the Company;
- Vesting, unstaking, or transfer mechanics shall operate strictly in accordance with the Token Allocation Agreement and applicable protocol rules.

Conditional allocations do not constitute salary, wages, compensation for services, or contractual payment obligations.

### Goodwill Tokens (If Applicable)

The Company may, at its discretion, transfer goodwill tokens directly to a Member's designated wallet address.

Unless otherwise specified in writing:

- Goodwill tokens are not subject to clawback once transferred;
- They are not contingent on continued membership following transfer;
- They do not modify conditional allocation requirements.

Upon transfer to a Member's wallet, custody responsibility rests solely with the Member.

Governance incentives, including HAL or similar governance credits, may be issued based on participation, contribution, proposal quality, and governance consistency.

Incentives, if any, are discretionary unless otherwise specified in writing and are determined in accordance with the Policy and Token Allocation Agreement.

Governance incentives are designed to promote constructive collaboration and long-term ecosystem stability and are not structured as zero-sum compensation.

### HAL or similar governance credits:

- Are governance accounting mechanisms;
- Do not constitute securities, financial instruments, or investment products;
- Do not guarantee redemption value or financial return.

Participation in the Council, governance activity, CAP participation, or inclusion in any token allocation framework does not create any guaranteed entitlement, expectation of financial return, or legally enforceable right to receive tokens unless and until such tokens are formally vested and transferred in accordance with the Token Allocation Agreement.

Token allocations and governance incentives are conditional and subject to compliance with this Constitution, the Policy, applicable law, and regulatory requirements.

No Member may rely on informal communications, draft proposals, governance discussions, anticipated outcomes, or statements outside formally executed agreements as creating binding entitlement.

The Company reserves the right to amend token allocation mechanics where necessary to:

- Ensure regulatory compliance;
- Address legal risk;
- Reflect approved governance changes via DIP;
- Maintain technical integrity of the protocol.

Any such amendments shall not create retroactive vested rights unless expressly stated in writing.

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## Article IX – Removal & Forfeiture

A Member may be reviewed and removed from the Council where they:

- Fail to maintain staking requirements;
- Fail to maintain Active Council Membership (including persistent non-participation);
- Experience sustained validator downtime;
- Engage in conduct materially adverse to the Ecosystem or the Company.

Removal requires a formal Council vote (excluding the affected Member from voting) and documented justification. Where reasonably practicable, the Member shall be given prior written notice of the proposed removal and a reasonable opportunity to provide written representations, consistent with the process in the Policy.

Removal requires quorum of at least five (5) eligible Members (excluding the affected Member) and approval by at least five (5) of such eligible Members.

Removal may result in forfeiture or lapse of token-related rights as provided in the Policy and Token Allocation Agreement.

For clarity, removal from the Advisory Council governance body shall normally occur through the Council voting process set out in this Article.

The Company retains the right to terminate an advisory appointment where required for legal, regulatory, security, or operational reasons. In such circumstances, the Company will notify the Council and provide a summary of the reasons for the decision where reasonably practicable.

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## **Article X – Transparency & Accountability**

All votes, proposals and material governance actions shall be recorded where feasible, and on-chain where technically practical.

Members must act in good faith and consistently with this Constitution, the Policy, and the long-term interests of the Dijets Ecosystem and DJT holders, without thereby creating fiduciary duties.

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## **Article XA – Governance Integrity**

Members must exercise independent judgment in all governance decisions and act in good faith in the long-term interests of the Dijets Ecosystem.

Members must not:

- Enter into agreements intended to manipulate governance outcomes
- Exchange payments, tokens, or other consideration in return for governance votes
- Coordinate with external parties to improperly influence protocol governance decisions
- Participate in governance conduct reasonably likely to undermine the integrity or security of the protocol

Where credible evidence of such conduct arises, the Council may initiate a review under Article IX.

Nothing in this Article prevents lawful collaboration, discussion, or coalition-building among ecosystem participants where conducted transparently and in good faith.

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## **Article XI – Regulatory Safeguards**

Nothing in this Constitution constitutes:

- An offer of securities;
- Investment advice;
- A financial promotion.

The Company may delay, suspend or modify implementation of approved DIPs where required by law, regulation, or regulatory guidance, or where necessary to ensure compliance with applicable legal or regulatory obligations.

Nothing in this Constitution shall require the Company or any Director to act in breach of applicable law or regulatory obligation.

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## **Article XII – Amendments**

This Constitution may be amended only through an approved DIP passed by at least six (6) of the seven (7) Members and consistent with applicable law and regulation.

The governance framework may evolve over time as the Dijets Ecosystem matures. Future governance models, including expanded on-chain governance or broader community participation, may be introduced through approved DIPs where considered appropriate for the long-term sustainability and decentralisation of the protocol.

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## **Article XIIA – Protected Matters**

Certain core governance principles are designated as Protected Matters in order to preserve the long-term stability, legal compliance, and integrity of the Dijets Ecosystem.

Unless expressly approved by the Company and adopted through an approved DIP, no proposal may amend, override, or materially alter the following:

- The reservation of corporate authority under Article IA
- The regulatory safeguards under Article XI
- The governance role and composition of the Advisory Council during the initial governance phase
- The Company's ability to comply with applicable law, regulatory obligations, or enforcement actions
- Security mechanisms necessary to protect the protocol, validators, or ecosystem treasury

Any DIP seeking to modify a Protected Matter shall require:

- Approval of at least six (6) of the seven (7) Advisory Council Members; and Written confirmation from the Company that the proposed change does not create legal, regulatory, or security risk.

Nothing in this Article prevents the gradual decentralisation of governance where such transition is implemented through an approved DIP and is consistent with applicable law and the continued stability of the protocol.

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### **Article XIII – Governing Law**

This Constitution is governed by, and construed in accordance with, the laws of England and Wales.

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## **Article XIV – Severability**

If any provision of this Constitution is found to be invalid, unlawful, or unenforceable, it shall be deemed modified to the minimum extent necessary to make it valid and enforceable. If such modification is not possible, the provision shall be severed and the remainder of this Constitution shall remain in full force and effect.

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## **Article XV – No Partnership or Agency**

Nothing in this Constitution establishes a partnership, joint venture, or agency relationship between Members, or between any Member and the Company.

This Constitution constitutes the entire governance framework of the Council and supersedes any prior governance arrangements relating to its subject matter.

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## **Article XVI – Governance Layers**

The Dijets Ecosystem operates across two distinct governance layers:

**Corporate Governance Layer** – The legal governance of Dijets Inc Limited under the laws of England and Wales.

**Protocol Governance Layer** – The technical and ecosystem governance of the Dijets protocol, conducted through the Advisory Council and any future decentralised governance mechanisms.

Nothing in the protocol governance framework shall override or replace the statutory duties of the Company’s Director(s) under applicable law.

The Company will, where reasonably practicable, support the progressive decentralisation of protocol governance as the network matures.

