
From: MKennedy@perkinscoie.com [MKennedy@perkinscoie.com]
Sent: 12/5/2017 12:57:16 AM
To: Stuart Hoegner [stu@bitfinex.com]
CC: Marc Asch [marc@noblegrp.com]; John Betts [john@noblegrp.com]; Giancarlo Bitfinex [giancarlo@bitfinex.com]; Philip POTTER [phil@bitfinex.com]; Dang, Kha (Perkins Coie) [KDang@perkinscoie.com]; Olsson, Alexander (Perkins Coie) [AOlsson@perkinscoie.com]
Subject: [EXTERNAL] RE: Noble - Series A1 Preferred Unit purchase confirmation

Hello Mr. Hoegner,

Pursuant to Philip Potter's request, attached please find copies of the following Series A documents:

- 1) Series A Stock Purchase Agreement;
- 2) Amended and Restated Investor's Rights Agreement;
- 3) Amended and Restated Right of First Refusal and CoSale Agreement;
- 4) Amended and Restated Voting Agreement; and
- 5) Fourth Amended and Restated Operating Agreement.

Please review these documents and if you have any questions, please feel free to contact us. If these documents meet with your approval, please arrange for the attached signature page package to be signed and returned to me via email.

Also, for your reference, below is the Company's wire instructions:

Noble Talents
Citibank, 399 Park Avenue, New York, NY, 10022
Acct # [REDACTED]
ABA [REDACTED]
SWIFT: [REDACTED]

Regards,
Marty Kennedy

Marty Kennedy | Perkins Coie LLP
Senior Corporate Paralegal
D. +1.650.838.4434
F. +1.650.838.4390

From: Philip POTTER [mailto:phil@bitfinex.com]
Sent: Monday, December 04, 2017 10:04 AM
To: Olsson, Alexander (PAO)
Cc: Marc Asch; John Betts; Kennedy, John M. (Marty) (PAO); Dang, Kha (SEA); Giancarlo Bitfinex; Stuart Hoegner
Subject: Re: Noble - Series A1 Preferred Unit purchase confirmation

Per my discussion with John today, we are back on for a \$2 million investment in the Series A round. Our GC, Stu Hoegner, is cc'd - Please send sub docs to him - we will be doing the investment in the name of Digifinex Inc.

Thanks,

Phil

[REDACTED]

[REDACTED]

Philip G. Potter, CFA
Chief Strategy Officer

BITFINEX 

UTC -5 | Skype: food4phil | Telegram: @philpotter

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On Thu, Nov 16, 2017 at 3:57 PM, Olsson, Alexander (Perkins Coie) <AOlsson@perkinscoie.com> wrote:

Hi Phil,

Hope your week is going well.

We're preparing a draft of purchase agreement for the "Digitex Inc".

Could you please help us confirm the full entity name and signature block information (signatory name and title, address, and email) for "Digitex Inc".

Once we've confirmed this information, we can send the finalized purchase agreement for you to distribute to Digitex. Please let me know if you have any questions about this process.

Thanks,
Zander

Alexander Olsson | Perkins Coie LLP

Associate
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From: John Betts [/O=EXCHANGELABS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=B8AE13ABF8FA48C78AF1C06A1A9096D7-JOHN]
Sent: 12/8/2017 7:44:24 PM
To: Giancarlo Bitfinex [giancarlo@bitfinex.com]; Philip G. Potter [phil@bitfinex.com]; Stuart Hoegner [stu@bitfinex.com]
Subject: Strategy Call (Time sensitive)

Giancarlo, Phil, stu,

First of all, I'd like to welcome you personally to the Noble family with your recent investment.

I know it has been a tough period for you with everything going on, and in the spirit of partnership, I'd like to get on a call with you, today if possible, to discuss the Tether situation, and how we can work together to get ahead of the issue.

The recent articles have come to the attention of our board, and there is a concern if it is not managed correctly, that it can cause blowback on Noble, and could negatively affect our relationship with BNY Mellon.

I have been instructed to get ahead of the curve on this, and we are now engaging our own crisis management firm to navigate this issue, as well as our outside counsel.

Speaking with our advisors, there are some things that can be done to frame all the good things can have been done, for us, and yourselves with some tweaking of strategy.

Because of the time sensitive nature of this, I'd really appreciate a call, today or over the weekend.

In addition can also meet you in Europe next week, though because of a visa renewal on my old English residency - I can't travel to London right now, though could meet you anywhere else in Europe, if you feel that would work with your management meetings next week.

Best regards,
JB