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Synternet Limited
(in liquidation)

Liquidator's Preliminary Report

6 March 2026

Preliminary Report pursuant to s218 of the Insolvency Act 2011

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1. Brief History

1.1 Liquidator's appointment

On 12 January 2026, I was appointed Liquidator of Synternet Limited (“Synternet” or “the Company”), pursuant to section 146 of the Insolvency Act (“the Act”). I was appointed by the Members’ of the Company on grounds of insolvency as Synternet was unable to pay its creditors as and when they fell due and its total liabilities exceeded its total assets.

My appointment was advertised on 20 January 2026 in a local paper, on 22 January 2026 in the Gazette, and sent to all known creditors on 15 January 2026.

1.2 Statutory information

Synternet, formerly known as Noia Network Limited and Syntropy Network Limited, was incorporated on 28 February 2018 with incorporation number 117003. The directors of the Company are Kipras Kazlauskas and Isaac Abraham Massias, and the company secretary is Lewbel Secretaries Limited. Synternet’s registered office was at Suite 7, Hadfield House, Library Street, Gibraltar but since my appointment it is now at 327 Main Street, Gibraltar.

Synternet is a private company limited by shares with an authorised share capital of 2,000,000 ordinary shares split into 1,000,000 redeemable preference shares of £1 each and 1,000,000 nominal shares of £1 each. Out of this, 443,331 redeemable preference shares have been issued, and 97,928 nominal shares have been issued. The shareholders of the Company are:

Name of Shareholder	Number of shares held	Class of shares
Domantas Jaskunas	71,990	Redeemable Preference Shares
Domas Povilauskas	97,060	Redeemable Preference Shares
Kipras Kazlauskas	46,690	Redeemable Preference Shares
	97,928	Nominal Shares
Jonas Simanavicius	71,990	Redeemable Preference Shares
Danielius Dvareckas	29,900	Redeemable Preference Shares
Darius Rugevicius	18,400	Redeemable Preference Shares
Vytautas Jurenas	6,900	Redeemable Preference Shares

1. Brief History – continued

1.2 Statutory information – continued

Name of Shareholder	Number of shares held	Class of shares
Reeve Collins	1,000	Redeemable Preference Shares
Ramprate Inc.	29,134	Redeemable Preference Shares
Stichting Maven 11 Funds	5,111	Redeemable Preference Shares
Bill Norton	27,600	Redeemable Preference Shares
Brad Rotter	12,267	Redeemable Preference Shares
Armand Smith	1,000	Redeemable Preference Shares
Shawn Hakl	3,360	Redeemable Preference Shares
Kenneth Hertz	750	Redeemable Preference Shares
Evan Kittay	1,000	Redeemable Preference Shares
Dinas Lipinkas	1,200	Redeemable Preference Shares
Virginijus Magelinskas	4,800	Redeemable Preference Shares
Roman Pacewicz	2,920	Redeemable Preference Shares
Michael Terpin	1,000	Redeemable Preference Shares
Ryan Vanzo	2,400	Redeemable Preference Shares
Morgan Wandell	1,000	Redeemable Preference Shares
Joe Weinman	1,584	Redeemable Preference Shares
Phill Wiser	500	Redeemable Preference Shares
Mark Gillespie	275	Redeemable Preference Shares
Shiny Pony LLC	250	Redeemable Preference Shares
Eric Pulier	1,000	Redeemable Preference Shares
U.N. Venture Fund I LLC	250	Redeemable Preference Shares
Dean Greenberg	1,000	Redeemable Preference Shares
Ramadan Ameen	1,000	Redeemable Preference Shares
Total	541,259	

1. Brief History – continued

1.3 Preliminary investigation

Upon being appointed, I received a list of the debtors, assets, and creditors of Synternet from Kipras Kazlauskas. The assets of the Company mainly consisted of intellectual property assets which comprise of a portfolio of 16 patents registered with the United States Patent Trademark Office and the Synternet software source code. The total amount payable to creditors at the date of my appointment was £2,083,396.

I have also obtained the statutory books and accounting records from the Company. I have not asked the directors to prepare a statement of affairs as I have received all the information and explanations that I require.

1.4 What I have done so far

I advertised my appointment in both the Gibraltar Gazette and a local newspaper.

I have commenced my investigations into Synternet and have identified and reached out to all known creditors of the Company. Additionally, I have identified and engaged with prospective buyers for the Company's intellectual property. I have held discussions with several IP brokers, private investors, and shareholders of the Company in order to progress a sale of the intellectual property with a view to realising the assets.

1.5 Causes of failure

My current understanding is based on the information that has been made available to me as well as my discussions with the Synternet directors.

Synternet was a software development startup founded in 2018 under the NOIA Network Limited brand. The Company then rebranded to Syntropy Network Limited on the 2 March 2021 and then subsequently to Synternet Limited on the 22 May 2024.

1. Brief History – continued

1.5 Causes of failure – continued

Sytnetnet first started as a distributed ledger technology company, building an internet routing optimisation product. They focused on optimising internet routing under the "NOIA" and "Syntropy" brands before pivoting fully to blockchain data infrastructure.

The Company operated a utility token, \$SYNT (formerly \$NOIA). This token was used for governance and payment within their network. The Company never found its product market fit and relied on funding from investors (by selling equity and tokens) as well as loans from shareholders and third-party lenders.

The Company was unable to raise further funding from shareholders and potential investors, and as a result, the directors proposed to place the Company into liquidation on the grounds that they were insolvent, which was approved by the shareholders.

2. Financial information

2.1 Assets and liabilities

The directors provided us with the relevant financial information to reflect their view that the Company was insolvent. The table below summarises the financial position of the Company upon my appointment.

Assets	£
Cash at bank	18,793
Intellectual Property (Note 1)	100,000
Total	118,793

Liabilities	£
Loans	(1,434,110)
Contractors	(603,406)
Trade creditors	(45,880)
Total	(2,083,396)

Net liabilities	(1,964,603)
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Note 1

The value of the Company's Intellectual Property was highly subjective and the director provided me with an estimated range for the realisation of the assets. As detailed in Section 2.2 below, the above estimate was reasonable.

2. Financial information – continued

2.2 Recovery of assets

The following sections detail my work and progress on the recovery of assets of the Company.

Cash and cash equivalents

As at the date of my appointment, the Company's cash balance stood at £18,793. As stated above, the intellectual property of the assets comprised of a portfolio of 16 patents and the Synternet software source code. To keep the software source code live, we were required to pay approximately £12,100 (€14,000) to the server hosts i.e. Google Cloud. If a potential buyer was interested in acquiring the Synternet software on a live basis, it was essential that the servers remained live. Consequently, I made the decision to pay these costs so that I had more time to procure a sale.

The Company currently holds cash totalling £6,693. I have taken control of these funds and instructed the director to close all of the Company's bank accounts.

Intellectual Property

I have pursued several different avenues in order to realise the intellectual property.

When news first emerged that Synternet was going into liquidation, a number of shareholders approached me expressing interest in assisting with the sale of the assets. I met with these shareholders, who advised that they had various contacts in the tech industry who might be interested in acquiring Synternet's assets. However, they also noted that this process could be time consuming, as any potential buyer would require a clear and detailed explanation of the usability and commercial potential of the intellectual property.

In parallel, we engaged multiple patent brokers in the United States to help identify potential purchasers. Their preliminary assessments indicated a valuation range of approximately \$100,000 to \$400,000. They also advised that completing a transaction would likely require substantial time and resources, particularly for the preparation of marketing materials and outreach necessary to secure a willing buyer.

2. Financial information – continued

2.2 Recovery of assets – continued

Intellectual Property – continued

The director of Synternet, Kipras, was also assisting in facilitating a sale. He informed us that he had a potential buyer interested in acquiring both the patents and the software source code. Kipras' contact then approached us, and we met with him to discuss the proposed transaction. During that meeting, we asked about his background, his relationship with Synternet, and his plans for the assets.

A few days after our meeting, the potential buyer submitted an offer of \$85,000 to acquire the intellectual property. This was the first offer we had received. We then informed the existing shareholders and the patent brokers we had engaged of this bid and requested an update on their respective efforts. They both informed us that brokering a sale would take a minimum of 6 to 12 months.

I carefully weighed the risks and potential benefits of accepting the \$95,000 offer immediately versus waiting 6 to 12 months in the hope of securing a higher bid. Drawing on my experience as an Insolvency Practitioner in Gibraltar, and taking into account the views of the Creditors' Committee (further details can be found on section 4.2 of this report), I decided it was in the creditors' best interests to proceed with the current offer rather than delay the sale in hopes for a future sale which may never materialise.

I returned to the bidder and asked whether he would be prepared to increase his offer to \$105,000. Following negotiations, he agreed to purchase the intellectual property for \$95,000 (approximately £70,475). I also provided the existing shareholders and brokers with an opportunity to submit their own bids for the assets, but none of them chose to do so within the required timeframe.

We are in the process of completing the sale.

Summary

Based on my current best estimates, total expected assets available to the Liquidation are £77,168 as I do not expect to be able to realise any further assets.

3. Outcome for creditors

3.1 Secured creditors

The Company has no secured creditors.

3.2 Preferential creditors

Preferential creditors are those creditors whose claims take priority over the unsecured creditors and are determined by Schedule 1 of the Insolvency Rules 2014. The Company has no preferential creditors.

3.3 Unsecured creditors

To date, I have received unsecured creditor claims of £2,424,189. The majority of these claims relate to loans taken by Synternet from shareholders and other private investors. The Company also has balances payable to general trade creditors and contractors. **I am yet to adjudicate claims.**

4. Creditors' meeting

4.1 First Creditors' meeting

The Creditors' meeting was held on Thursday 29 January 2026 at 10am CET virtually via Microsoft Teams. Creditors were offered the option to vote by proxy if they were unable to attend the meeting.

The purpose of the First Meeting was:

- To update creditors on the Company's financial position;
- To outline potential outcomes;
- To ratify my appointment as liquidator; and
- To decide whether to form a Creditors' Committee

A vote was taken and it was agreed by the creditors that my appointment as liquidator of the Company be ratified. Furthermore, it was also agreed by the majority of creditors that a Creditors' Committee be formed.

The members of the Creditors' Committee are Kipras Kazlauskas, Daniel Haudenschild, and Joseph Von Cox.

4.2 Creditors' Committee meeting

I met with the Creditors' Committee on 12 February 2026 at 11:00am CET via a virtual Microsoft Teams meeting. I provided an update on the status of the liquidation, outlined the steps taken to pursue asset recoveries, and informed them of the offer received from a private investor for the Intellectual Property.

Firstly, I asked Kipras to clarify whether the current bidder had any connections with the Company. Kipras confirmed that the bidder was a long-standing holder of \$SYNT/\$NOIA tokens but was not, from a legal standpoint, an employee, shareholder or creditor of the Company.

The Committee expressed the view that I should accept the offer, noting that the prospective buyer is the only party to have submitted a proposal. They also recognised the theoretical upside presented by brokered sales or deals brokered by other interested parties but were conscious of the absence of binding offers and the associated timing, execution and funding risks.

5. Liquidator's costs

The total time in hours and costs of my team, including disbursements, up to 12 March 2026 are presented below:

Staff grade	Administration, planning and investigations		Creditors		Recovery of assets		Grand Total	
	Hours	Value (£)	Hours	Value (£)	Hours	Value (£)	Total Hours	Total Value (£)
Associate	24:15	3,152	54:30	7,085	22:00	2,860	100:45	13,097
Senior Associate	10:45	2,472	1:15	287	-	-	12:00	2,759
Manager	10:45	3,762	-	-	-	-	10:45	3,762
Senior Manager	11:00	5,060	2:30	1,150	1:15	575	14:45	6,785
Partner	14:00	9,520	10:45	7,310	17:15	11,730	42:00	28,560
Disbursements								294
Total	70:45	23,966	69:00	15,832	40:30	15,165	180:15	55,257

In accordance with the Insolvency Act, I will seek approval from the Creditors' Committee prior to billing these costs which will be paid from the assets of the Company.

In addition to the above, there are legal fees payable for the assistance in executing the sale of the assets, which are not expected to exceed £2,000.

6. Further enquiries

6.1 Matters relating to the insolvency of the Company

One of my duties is to look at the actions of anybody who has been a director or shadow director of the Company in the period before my appointment. I also have to decide whether any action should be taken against anyone to recover or contribute to the Company's assets. If you think that there is something that I should know about, please contact me by email gi_synternet@pwc.com.

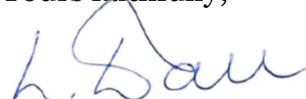
Please note that I will not be able to publish my findings and work in this area, but this will be filed with the Official Receiver in Gibraltar.

6.2 Future communications

Any future communications will be by email to the creditors who have filed a claim.

If you have any questions, please email gi_synternet@pwc.com. My team may not be able to answer every email, but we will ensure that any questions raised are addressed in our subsequent report.

Yours faithfully,



Luke Walsh
Liquidator

Luke Walsh of PricewaterhouseCoopers Limited ("PwC"), Gibraltar has been appointed Liquidator by the members of Synternet Limited (the "Company") to manage the affairs and property of the Company. The Liquidator acts as agent of the Company only and without personal liability. Luke Walsh is authorised to act as an insolvency practitioner by the Gibraltar Financial Services Commission (IP Licence Number FSCO982FSA).

The Liquidator may act as Data Controller of personal data as defined by the Data Protection Act, depending upon the specific processing activities undertaken. PwC may act as a data processor on the instructions of the Liquidator. Personal data will be kept secure and processed only for matters relating to the Liquidator's appointment.

Registered office: c/o PricewaterhouseCoopers Limited, 327 Main Street, Gibraltar.

For further information on the liquidation of the Company please contact us on gi_synternet@pwc.com.