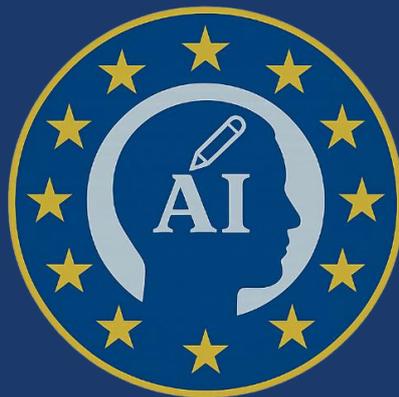




# INFORMATION MEMORANDUM

EUROPEAN SOVEREIGN AI INFRASTRUCTURE PARTNER OPPORTUNITY



EUROPEAN  
AI-GOVERNANCE  
ALLIANCE

# INFORMATION MEMORANDUM

## EUROPEAN SOVEREIGN AI INFRASTRUCTURE PARTNER OPPORTUNITY

### CONSTITUTIONAL MEMORY S.A.

BlackVault™ AI Governance Infrastructure · Valle Constitucional, Málaga

TOTAL AT-RISK <b>€228K–378K</b> 6-month option period	IP ACQUISITION <b>€2–3M</b> 100% of BlackVault™	10-YR REVENUE <b>€500M–1B</b> Partner projected	ROI PROJECTION <b>31–100×</b> On total investment
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Confidential · Stage 1 Disclosure (Pre-NDA) · February 2026

Prepared for: European Infrastructure & Technology Leaders · Strictly Private & Confidential

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# 1. The Opportunity in Summary

Constitutional Memory S.A. invites a single European infrastructure leader to take a dual position that is simultaneously an IP acquisition, an Alliance leadership role, and a category-defining market play.

<b>ROLE A</b> <b>Sovereign AI Infrastructure Partner</b> 6-month Option Agreement to acquire 100% of BlackVault™ IP. Co-fund MVP completion. Deploy, own and commercialise the sovereign AI memory layer.	<b>ROLE B</b> <b>Anchor Founding Member — European AI-Governance Alliance</b> Lead the SWIFT-model Alliance. Set European AI governance standards. First Guardian Council seat. 20–67× return on founding investment.
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*Both roles are available together to one partner only. The first to commit secures exclusivity. Subsequent candidates may join only as Alliance members.*

# 2. The Problem: Europe's AI Deadlock

European enterprises want the productivity gains that AI personalisation delivers. They cannot have them without surrendering data sovereignty — and they cannot surrender data sovereignty without violating the EU AI Act.

THE DEADLOCK	CONSEQUENCE
Use AI generically	Minimal productivity gains. Investment in AI tools delivers a fraction of potential value.
Use AI with personalisation	Data sovereignty surrendered. EU AI Act liability accumulates. Fines up to €35M or 7% of global revenues.
Use US Big Tech platforms	Vendor lock-in. Surveillance capitalism. European data leaves European jurisdiction. Strategic dependency grows.
Build in-house governance	18–24 months minimum. Significant capital. Core competency diversion. No guarantee of standards alignment.

**The EU AI Act is not coming. It is in force. From August 2025, compliance is a legal obligation for every enterprise deploying AI at scale in Europe. No deployed European-owned infrastructure layer currently resolves this deadlock.**

# 3. The Solution: BlackVault™

BlackVault™ is middleware infrastructure — a zero-transmission architecture that sits between an enterprise's users and any AI platform. It resolves the deadlock structurally: delivering full AI personalisation while guaranteeing that no personal data ever reaches the AI platform's servers.

### 3.1 Three Pillars

PILLAR	MECHANISM	OUTCOME
Hyper-Personalisation	User-controlled personality profiles and contextual chat history delivered to the AI via structured API context per session	62%+ improvement in AI response quality validated across 31 comparative tests
Zero-Transmission Sovereignty	AI platform receives structured context, never raw personal data. Data never leaves the customer's environment.	User sovereignty is absolute. Compliance liability eliminated. GDPR and EU AI Act compliant by design.
Constitutional Governance	Rules-based architecture with auditable limits on AI behaviour enforced at every session.	EU AI Act compliance embedded in infrastructure — not retrofitted. Audit trail available for regulators.

### 3.2 Technical Foundation

The platform is built. 1,250+ pages of production-ready enterprise code, assessed by Claude Opus 4 (Anthropic) and rated Exceptional – Enterprise Grade. This is not a concept or a prototype.

Layer	Technology	Assessment Verdict
Backend	FastAPI (Python 3.11+), SQLAlchemy 2.0, PostgreSQL 15+ with Row-Level Security	OUTSTANDING
Frontend	React 18, TypeScript, Next.js, TailwindCSS, shadcn/ui	EXCELLENT
Security	JWT/RSA, OAuth2, MFA (TOTP), rate limiting, encryption at rest and in transit	Zero critical vulnerabilities
Infrastructure	Docker, Kubernetes (Helm), GitHub Actions CI/CD, Prometheus/Grafana monitoring	EXCEPTIONAL
AI Integration	Claude API (Anthropic), OpenAI API — platform-agnostic middleware layer	Production-ready
Compliance	GDPR, CCPA, HIPAA frameworks embedded. EU AI Act compliance by design.	Approved for enterprise deployment

**Technical Assessment Summary (Stage 1) and full Report — 1,250+ pages (Stage 2, post-NDA) — are available to qualified partners.**

### 3.3 The SWIFT Analogy

SWIFT does not move money — it moves the messages that make money move securely. BlackVault™ does not generate AI responses — it manages the memory layer that makes AI responses trustworthy, personalised, and sovereign. Like SWIFT, it is infrastructure that every enterprise needs but no single enterprise should own.

## 4. The Dual-Role Proposition

The Sovereign AI Infrastructure Partner occupies two positions simultaneously — and it is precisely this combination that makes the opportunity unique.

### 4.1 What Each Role Delivers

	ROLE A — IP Partner	ROLE B — Alliance Anchor
Core position	Acquires 100% of BlackVault™ IP and Constitutional Memory S.A.	First seat on Guardian Council of European AI-Governance Alliance
Commercial upside	Commercialise IP across your enterprise base and via Alliance licensing	Profit distributions; 50% pricing discount on own deployment
Strategic position	Owner and operator of Europe's sovereign AI memory layer	Architect of European AI governance standards and regulatory framework
Regulatory value	EU AI Act compliance embedded in your product offering	Shape implementation standards 18 months ahead of competitors
Competitive moat	Zero-transmission architecture: 18–24 months to replicate	Alliance creates institutional lock-in that cannot be replicated

### 4.2 Why the Combination Is Greater Than the Sum

As IP owner alone, you have a product. As Anchor Founding Member alone, you have governance rights. Together, you have the standard — and the standard is worth orders of magnitude more than either role individually.

The Partner who holds both roles:

- Controls the technology and defines how it evolves
- Sets the governance standards all 10–14 Alliance members will adopt
- Leads Alliance recruitment, accelerating the network effect that drives value
- Becomes the reference point for EU regulators, governments, and enterprise buyers
- Occupies a leadership position no subsequent Alliance member can replicate

### 4.3 Interests Aligned — Not in Conflict

The Founder, the Partner, and all Alliance members share one interest: form the Alliance quickly, deploy broadly, and grow revenue. Earnouts, royalties, and Alliance returns are all tied to the same milestones. There is no scenario in which any party benefits from slowing the Alliance.

## 5. The Option Agreement

The Option Agreement is a six-month structured pathway that gives the Partner full control over the acquisition decision while providing the committed support needed to complete the MVP and demonstrate commercial viability.

## 5.1 Full Structure

PHASE 1 — OPTION PERIOD (MONTHS 1–6)	
Monthly retainer	€13,000/month (€78,000 total) — confirms commitment; covers Founder and Maricarmen Malpass full-time engagement throughout the Option Period
MVP co-funding	€150,000–300,000 — Partner funds MVP completion; delivered by BytePeaks (fractional CTO) or Partner’s own engineering team. Independent BytePeaks estimate available post-NDA.
Partner’s total at-risk	€228,000–378,000 — the only sum at risk if the Partner elects not to exercise the option at Month 6
Founder commitment	Greg Malpass (CEO) and Maricarmen Malpass (PR & Communications) full-time: Alliance outreach, TechPark introductions, government engagement, LinkedIn visibility campaign
PHASE 2 — ACQUISITION (MONTH 6)	
Acquisition price	€2–3M — less €78,000 retainer credited. Full acquisition of Constitutional Memory S.A. and all BlackVault™ IP
What transfers	100% of company equity · All IP, trademarks and code · All ecosystem relationships · Full documentation · Founder continued engagement via earnout
Pilot success criteria	50%+ AI enhancement demonstrated · Zero data sovereignty breaches · 75%+ user satisfaction · Enterprise MVP functional
PHASE 3 — EARNOUTS (YEARS 1–3)	
Alliance formation (5+ members)	€3–5M — incentivises joint Partner/Founder recruitment
€10M revenue milestone	€2–3M
€50M revenue milestone	€3–5M
PHASE 4 — ROYALTY (YEARS 2–10)	
Ongoing royalty	1% of Partner’s BlackVault™-related revenue — estimated €30–100M over Years 3–10

## 5.2 Partner Controls

The Partner decides	The Founder commits
MVP scope, timeline, and technical team (BytePeaks or own engineers)	Full-time engagement throughout: Greg (commercial/ecosystem) + Maricarmen (PR/communications)

Pilot deployment: which business unit, how many users, which success metrics	Complete IP and code access at Stage 3 — nothing withheld post-agreement
Whether to exercise the acquisition option at Month 6	Alliance Charter terms; all ecosystem relationships

### 5.3 Return Summary

<b>FOUNDER TOTAL RETURNS</b> <b>€10–16M cash + €30–100M royalties</b> €40–116M over 10 years	<b>PARTNER PROJECTED RETURNS</b> <b>€500M–1B revenue over 10 years</b> 31–100× ROI on total investment
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## 6. The European AI-Governance Alliance

The Alliance is the long-term vehicle through which BlackVault™ becomes a European standard rather than a single company’s product. The SWIFT analogy is precise: neutral, collectively-owned, institutionally-governed infrastructure that every enterprise must use.

### 6.1 Two-Entity Structure

Entity	Role
European AI-Governance Alliance (Non-profit)	Governance body owned by 10–14 Founding Members via Guardian Council. Cannot be acquired, sold, or merged. Holds the mission. Owns 100% of Operations Ltd.
Constitutional Memory Operations Ltd (For-profit subsidiary)	Deploys and commercialises BlackVault™. Generates revenue from member and commercial licensing. Distributes net profits to Founding Members.

### 6.2 Founding Member Economic Model

Return Mechanism	Structure	Illustrative Value
Cost avoidance (Immediate)	50% discount vs. commercial rates on internal deployment	250K employees: €45–75M/year saving — capital recovered Year 1–2
Profit distributions (Years 4+)	Pro-rata from Operations Ltd commercial revenue after reserves	€15–51M/year per member Years 4–5; €45–100M/year by Year 10
Governance rights (Ongoing)	One Guardian Council vote; input into standards affecting your entire sector	Regulatory leadership; EU AI Act head start; Big Tech protection
<b>10-year total return</b>	<b>€5–10M founding investment</b>	<b>20–67× on founding capital</b>

### 6.3 Priority Founding Member Candidates — 17 Identified

Spanning Spain, France, Germany, Netherlands, Switzerland, Ireland and Canada (EU operations), ranked by strategic alignment, EU sovereignty positioning, governance appetite, and engagement likelihood:

#	Company	HQ	Strategic Rationale
1	Telefónica	Spain	Spanish national champion; warm senior contacts via Málaga TechPark ecosystem
2	Indra / Minsait	Spain	Defence/government; data sovereignty credibility; Spanish ecosystem leadership
3	Thales	France	Defence/security; constitutional governance appetite; deep EU regulatory expertise
4	Airbus	Netherlands	Aerospace safety culture; multinational EU footprint; critical systems governance
5	Deutsche Telekom / T-Systems	Germany	Network infrastructure leader; sovereign cloud; 112Bn€ revenue base
6	Orange	France	Telecom + cloud; 43Bn€ revenue; active EU digital sovereignty positioning
7	OVHcloud	France	Europe's leading sovereign cloud provider; natural infrastructure alignment
8	Siemens	Germany	Industrial AI at scale; 311K employees; EU regulatory sophistication
9	Capgemini	France	Systems integration; enterprise customer base; deployment scale
10	SAP	Germany	Enterprise software keystone; 108K employees; 400K+ enterprise customer reach
11	IBM Europe	Switzerland	Neutral technologist; international standards leadership (ISO, IEEE, W3C)
12	Bosch	Germany	Industrial validation; proposed first Alliance Chair; pan-European credibility
13	Atos / Eviden	France	Digital sovereignty focus; government infrastructure contracts
14	Sopra Steria	France	European IT services; public sector depth; AI Act compliance consulting
15	CGI	Canada (EU)	Public sector digital transformation; European government relationships
16	Accenture	Ireland	Enterprise AI deployment at scale; global systems integration capability
17	ServiceNow	USA (EU ops)	Enterprise workflow platform; AI governance integration; EU data residency

## 7. Financial Projections

All projections are illustrative and based on adoption assumptions across the four BlackVault™ tiers and the Alliance capitalisation model. Independent modelling is encouraged and supported at Stage 2.

### 7.1 Market Opportunity by Tier

Tier	Pricing	Target (Year 5)	Revenue Range (Year 5)
ENTERPRISE	€25–55/seat/month	2M corporate users	€600M–1.32B ARR
PRO	€10–55/month	1M professionals	€120M–660M ARR
EDU	€1–6/student/month	2M students	€24M–144M ARR
SHIELD	€2–3.50/family	Long-term scale	Market development
<b>TOTAL</b>		<b>5M+ users</b>	<b>€740M–1.32B ARR (Enterprise + PRO)</b>

### 7.2 Partner Revenue Trajectory (IP Owner Scenario)

Year	Revenue Source	Revenue Range	Key Driver
1–2	Founding member deployments + early commercial pilots	€50–150M	Partner's own enterprise customers + 3–5 Alliance members live
3–4	Alliance members + commercial licensing open	€200–500M	8–14 Alliance members deployed; commercial market opens
5–7	Commercial scale + PRO tier	€500M–1B+	European standard established; PRO tier adds volume
8–10	Global expansion + EDU/SHIELD	€1B–2B+	International; full four-tier deployment

### 7.3 Alliance Capital Deployment (Years 1–3)

Year	Budget	Primary Allocation
Year 1	€20M	Platform MVP: €9M · Team (CTO, COO, 20 engineers): €6M · Pilot deployment: €3M · Legal: €2M
Year 2	€25M	Enterprise platform: €12M · PRO model: €6M · Geographic expansion: €4M · Operations: €3M
Year 3	€20M	EDU & SHIELD models: €10M · International expansion: €6M · Operations: €4M
<b>Total</b>	<b>~€65M</b>	<b>Funded from Founding Member capital (€60–140M target, 10–14 members)</b>

## 8. The Málaga Ecosystem

Constitutional Memory is not a solo operation. Valle Constitucional de Málaga is a positioned institutional ecosystem. The Partner acquires technology plus relationships that capital alone cannot buy.

Ecosystem Partner	Role & Strategic Value
Málaga TechPark	Co-founder. Industrial ecosystem gateway to Telefónica, Indra, IBM, Accenture, Vodafone, NTT Data. Physical infrastructure. Regional legitimacy.
Universidad de Málaga (UMA)	Co-founder. Academic validation. AI governance research. Talent pipeline. European institutional credibility.
Junta de Andalucía	Regional government alignment. Andalusian digital strategy integration. Political narrative. EU structural fund access.
AIR-Andalucía (EDIH)	European Digital Innovation Hub. Bridge to EU Commission DG CONNECT. Public sector deployment pathways.
BytePeaks (Fractional CTO)	MVP technical delivery partner. Available if Partner prefers not to use own engineers. Independent cost estimate available post-NDA.

*Freepik built a global AI platform from Málaga. Where Freepik generates infinite synthetic worlds, BlackVault™ protects the real one. The city has proven it can build global technology from first principles.*

## 9. The Founder

PROFILE	GREGORY MALPASS — FOUNDER & CEO
Experience	25+ years international business across 60+ countries. Former UK Trade & Investment Official Adviser. £10Bn+ in infrastructure advisory and transactions.
Education	MBA, London Business School / NYU Stern
Track record	Top 10% selection, Techstars NYC (January 2026). Six published books on personal sovereignty as the conceptual foundation for Constitutional Memory.
The build	Conceived, specified, and oversaw delivery of 1,250+ pages of production-ready enterprise code. Independently assessed as Exceptional – Enterprise Grade.
Family business	Maricarmen Malpass (Co-founder, PR) full-time during Option Period. Daughter Jamie Wright (AI Product Manager, ITV) and Matthew Wright (Software Engineer, BBC) positioned to join at scale.
Location	Based in Málaga, Spain. Architect of Valle Constitucional positioning and all institutional ecosystem relationships.

**The Founder is committed full-time throughout the Option Period, working alongside the Partner to complete the MVP and initiate Alliance formation.**

## 10. Why Act Now

Reason	The Case
Regulatory pressure is live	EU AI Act fines are active from August 2025. Enterprises face immediate, escalating compliance pressure. The infrastructure solution that arrives first captures the standard.
The technology is built	A partner is not funding a team to start from scratch. 1,250+ pages of production-ready code exist today. MVP completion is integration and deployment — months, not years.
The category window is open	The sovereign AI memory layer does not yet exist as a deployed European standard. A 12–18 month head start separates owning the standard from licensing it from someone who does.
Exclusivity expires	This dual-role proposition is available to one partner. Active dialogue with multiple candidates is underway. The first to commit secures both roles. The rest can only join as Alliance members.
Replication barrier is high	Zero-transmission architecture requires 18–24 months to replicate independently. Ecosystem relationships, institutional positioning, and the Alliance model cannot be replicated at any price.

**The future of AI will not belong to whoever builds the largest model.**

**It will belong to whoever builds the most secure memory.**

### Proposed Next Steps

<b>Step 1</b>	Exploratory conversation: Founder presents the dual-role proposition and answers questions from the Partner's leadership team
<b>Step 2</b>	NDA executed — Stage 2 materials released: full Technical Assessment Report (1,250+ pages) and BytePeaks independent MVP cost estimate
<b>Step 3</b>	Technical review by Partner's engineering team — full code access or via independent escrow
<b>Step 4</b>	Option Agreement terms negotiated and agreed
<b>Step 5</b>	Option Agreement signed — retainer begins at €13,000/month — MVP development commences immediately
<b>Step 6</b>	Month 6: pilot review against success criteria — acquisition decision — Alliance formation campaign begins

#### CONTACT THE FOUNDER

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Constitutional Valley, Málaga, Spain · February 2026



# Information Memorandum

Whatever you're  
thinking, think bigger.



## Socio Europeo de IA Soberana



**Alianza Europea para la  
Gobernanza de la IA**

Málaga, Spain  
Marzo 2026