ENRY'S ISLAND S.P.A. SOCIETÀ BENEFIT

(THE "COMPANY" OR THE "ISSUER" OR "ENRY'S ISLAND")

LISTING OF

«N.4,996 ORDINARY SHARES OF ENRY'S ISLAND FOR A CORRESPONDING SHARE CAPITAL OF EUR 120,831.00

ISIN CODE IT0005504458

31 March 2023

INFORMATION MEMORANDUM

FOR THE PURPOSES OF THE ADMISSION OF THE ORDINARY SHARES TO TRADING ON THE VIENNA MTF OF THE VIENNA STOCK EXCHANGE

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Section 1 - General Information on the Issuer

Incorporation and Status

The Issuer is a joint stock company ("Società per Azioni") incorporated under the laws of Italy on 4 October 2016, registered on the Companies' Register under the company number 02171970680 - R.E.A. FG324060.

The Issuer has the registered office at 6 Traversa delle Prigioni Isole Tremiti (FG) 71040 - Italy.

For additional information, please refer to Section 4 (*Object of Business*) below.

Contact Details

Mr. Gabriele Vedani, Investor Relations.

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Phone no.: +39 (0) 8711870706 - +39 335 6625055

Website: https://www.enrysisland.com/

Email: info@enrysisland.com

Share Capital

As at the date of this Information Memorandum, the Issuer's share capital is equal to EUR 120,831.00 and it is represented by No. 120,831 shares without nominal value. On the 30th of May 2022 the Company has transformed its legal form in joint stock company (i.e. "Società per Azioni").

Ownership Structure

The share capital is divided, according to the by-laws of the Issuer, in Special Shares ("**SS**", i.e. 3 voting rights) and Ordinary Shares ("**OS**", i.e. 1 voting right). As at the date of this Information Memorandum, the share capital of the Issuer is held as follows.

ID	Shareholders	Cap. Soc.	%	# of Shares	Share type
1	**LUIGI VALERIO RINALDI**	**110,044.00**	**91.07%**	**110,044**	Special Shares
2	**EMMANUELLE DEBA**	**5,791.00**	**4.79%**	**5,791**	Special Shares
3	**KEY CAPITAL**	**2,939.00**	**2.43%**	**2,939**	Ordinary Shares
4	**SPORT BUSINESS CONSULTING**	**816.00**	**0.68%**	**816**	Ordinary Shares
5	**GABRIELE DADO'**	**402.00**	**0.33%**	**402**	Ordinary Shares
6	**DANIELE QUINZI**	**8.00**	**0.01%**	**8**	Ordinary Shares
8	**GIOVANNI CASSONE**	**92.34**	**0.08%**	**92**	Ordinary Shares
9	**ALPHAOMEGA SRL**	**153.89**	**0.13%**	**154**	Ordinary Shares
10	**LEONARDO CACCETTA**	**153.89**	**0.13%**	**154**	Ordinary Shares
11	**Fafa Trust**	**153.89**	**0.13%**	**154**	Ordinary Shares
12	**Luca Nardi**	**277.01**	**0.23%**	**277**	Ordinary Shares
		120,831	**100.00%**	**120,831**	

Share categories	
Special Shares	115.835
Ordinary Shares	4.996
Total Shares	120.831

The owners of the Special Shares, according to the by-laws of the Company, intend to convert No. 46,334 of such shares in Ordinary Shares (the “Converted Shares”) once the latter are listed.

Please note that the Company shall request the admission of the Converted Shares on the Vienna MTF of the Vienna Stock Exchange, according to the listing of the Ordinary Shares. Consequently, the cap table of the Company after the above shall be as follows:

ID	Shareholders	Nominal Value (EUR)	%	# of Shares	Share type
1	**LUIGI VALERIO RINALDI**	**110,044.00**	**91.07%**	**110,044**	Total Shares
		66.026,00	**54.64%**	**66,026**	Special Shares
		44,018.00	**36.43%**	**44,018**	Ordinary Shares
2	**EMMANUELLE DEBA**	**5,791.00**	**4.79%**	**5,791**	Total Shares
		2,046.00	**1.69%**	**2,046**	Special Shares
		3,645.00	**3.10%**	**3,745**	Ordinary Shares

3	**KEY CAPITAL**	**2,939.00**	**2.43%**	**2,939**	Ordinary Shares
4	**SPORT BUSINESS CONSULTING**	**816.00**	**0.68%**	**816**	Ordinary Shares
5	**GABRIELE DADO'**	**402.00**	**0.33%**	**402**	Ordinary Shares
6	**DANIELE QUINZI**	**8.00**	**0.01%**	**8**	Ordinary Shares
8	**GIOVANNI CASSONE**	**92.34**	**0,08%**	**92**	Ordinary Shares
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12	**Luca Nardi**	**277.01**	**0,23%**	**277**	Ordinary Shares

Share categories	
Special Shares	68.072
Ordinary Shares	52.759
Total Shares	120.831

Brief summary on main shareholders of the Issuer

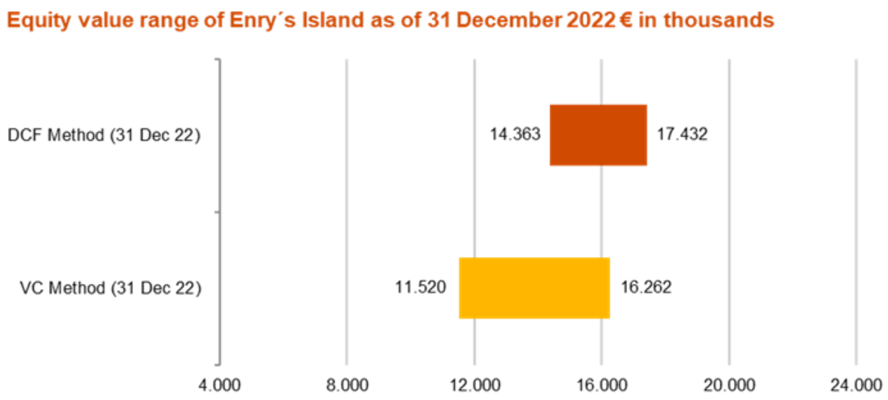
Mr. Luigi Valerio Rinaldi is an Italian citizen and entrepreneur with over 15 years of international experience in corporate management. Furthermore, he received a MBA degree at the Guido Carli Luiss business school in Rome. In addition to general management skills, he has developed a deep knowledge in the ICT field, which allows him to master the technological and economic implications of the digital economy. He is the founder and chairman of the world’s first metaverse for business incubation and acceleration. His background has led him to support over 100 start-ups and corporate clients. His focus on start-ups, led him to establish the Issuer, which has by now over 200 active stakeholders including employees, partners, consultants and investors around the world. Mr. Rinaldi has designed, developed and validated an innovative model of economic-financial management of businesses, called “Enry's Model”, based on higher university and managerial training courses and publications (a MacGraw-Hill handbook has now been published).

Ms. Emmanuelle Deba is a French citizen and she is member of the Board of Directors, with over 15 years of experience in AFC (administration, finance and control)., She earned a master’s degree in Corporate Finance at the Sole24Ore Business School (Milan, Italy), supported over 50 companies (start-ups, scaleup) in the planning and management of administrative, financial and management control aspects, during the entire company life cycle (from incorporation in Italy, UK, US, Africa, France, etc.). She specializes on the preparation of reporting and intelligence systems, processes and tools (with a deep knowledge of the ICT sector), and special operations (M&A etc).

Key Capital S.r.l. is an Italian venture capital incubator focused on turning high-potential digital start-ups into successful businesses for new entrepreneurs. The company was founded in 2012 and has a strong track record in the selection of start-ups belonging to sectors such as digital and tech via an accurate analysis of the growth capacity and the validity of the entrepreneurial idea. The process is managed by a team of professionals led by Mr. Luca Nardi and Mr. Davide Maggi - Investment manager with several years of experience in start-ups. They are supported by a team of experts with strong relationships with investors, advisors and entrepreneurs.

Section 2 – Enterprise Value

The Board of Directors of the Issuer applied the Discounted Cash Flows ("DCF") and the Venture Capital ("VC") method to determine an equity value range between €11.5m and €17.4m.



As the total number of outstanding shares is 120,831, the resulting price per share is in the range of EUR 95.34 to EUR 144.27; therefore, the management determined EUR 124.14 per share (based on an equity value of €15.0m) as the appropriate reference price for the admission of the Shares on Vienna MTF.

The value assessment is presented in detail in a separate value assessment report.

Section 3 – Company Structure

Description of the Issuer and its shareholder Group

THE ISSUER AND ITS INVESTEES

Enry's Island is a unique, professional incubator & accelerator providing support and infrastructure to help contain the business risk of start-up founders and the investment risk of investors in different countries. The Company supports start-ups to develop and scale up through custom incubation & acceleration programs.

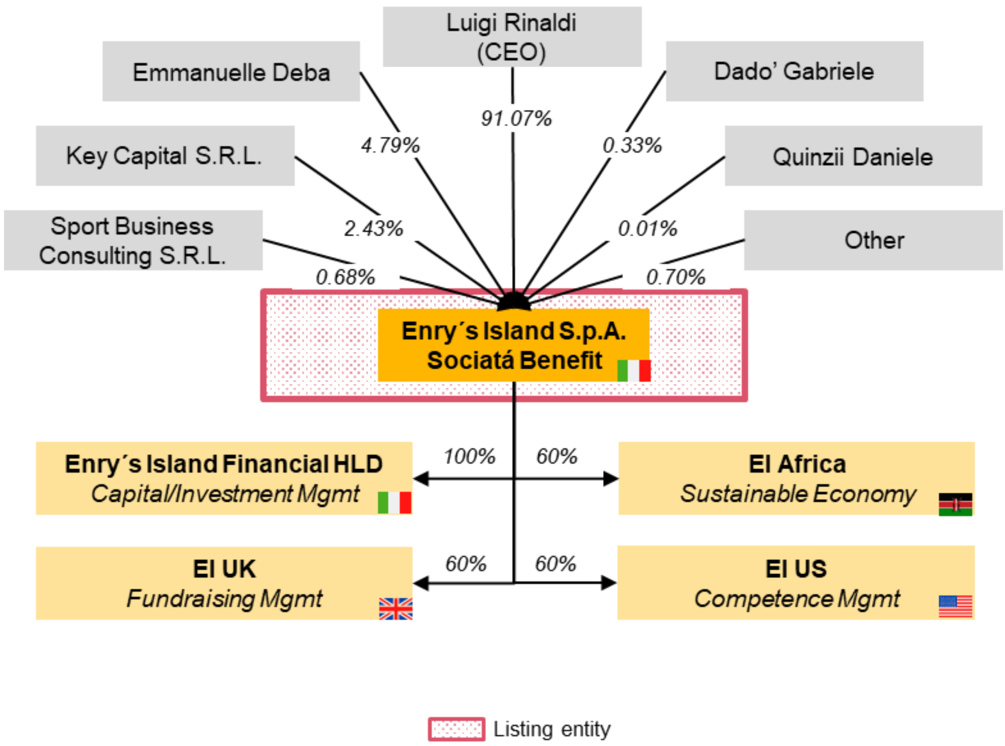
Start-ups are often incorporated and launched on the market by people who initially have poor management skills which results in a higher risk of failure. Enry's Island provides the organizational, administrative and business support they need in this early stage through a wide range of services and practices.

The role of the Issuer is not just a simple incubator and accelerator, the business model is built to provide the start- ups with a common working environment. Being part of Enry's Island further provides start-ups access to different services in the fields of Finance, Corporate management, Accounting, Tax, and Business development and provides ICT and R&D support.

Furthermore, Enry´s Island is a founding partner of “Coopera”, which brings together Italy´s most influential incubators & accelerators to facilitate the investment process of their most promising start-ups by channeling them into a dedicated Venture Capital Fund.

It is worth noting that Crunchbase Inc. - one of the larger and trustable databases and marketplaces for accelerators and incubators - in December 2022 ranked the Issuer as the first incubator and accelerator in Italy and the sixth in Europe and the forty-eighth Worldwide.

As at the date of this Information Memorandum, the group structure is as follows (showing only subsidiaries where the Issuer has a majority shareholding – for interests in start-up companies see further below):



As of today, the Issuer owns participation of up to 70% in the below listed start-up companies resulting from providing services to those start-ups.

	Company	Date of Incorporation	Type of Business/Industry	% Share Capital held by the Issuer	Mr. Luigi Valerio Rinaldi (LVR) and Ms. Emmanuelle Deba (ED) roles held	
					LVR	ED
1	HUI S.r.l.	Jan-2020	SaaS, ERP, APP for management of large organizations in the ICT/SaaS industry	20,00%	CEO	
2	Wastebox S.r.l.	Sep-2019	B2B marketplace for waste management	35,00%		
3	Foxrent S.r.l.	Sep-2019	B2B & B2C marketplace for rent of commercial vehicles with blockchain technology	18,00%		
4	Rinascimento 5 - Holding S.r.l.	Nov-2021	Real estate, smart working services, interior design and refurbishment	55,00%	CEO	
5	Rinascimento 5 Air S.r.l.	Apr-2022	B2C Booking platform for remote and smart working	70,00%	CEO	
6	Expace Design S.r.l.	Nov-2021	Design and build of interior design products and furniture for physical and virtual space (metaverse)	40,00%		
7	Oxabyo S.r.l.	Nov-2021	Social gaming platform blockchain based	35,00%		
8	Moodword S.r.l.	Nov-2021	Social network with advertising engine based on emotional data	10,00%		
9	Etsa S.r.l.	Nov-2021	B2B e B2C marketplace based on a game changer auction system	40,00%	CEO	
10	BLK Global Ltd	Jun-2018	Trading in commodities through a marketplace owned platform	10,00%	Board Member	
11	BOS5 S.r.l.	Apr-2022	SaaS, EPR, B2B Marketplace for import/export	25,00%		
12	Decidoio S.r.l.	Mar-2017	B2C buyers integrated platform for utilities through a owned software	13,51%		
13	Brandkloud Ltd	Apr-2022	Social Shopping platform	30,00%		CEO
14	TheLiquidJournal S.r.l.	Oct-2021	Crowdsourcing publishing platform based on a owned software and crypto assets.	60,00%		
15	Oly S.r.l.	Apr-2022	B2B and B2C healthcare software	25,00%		
16	Pods S.r.l.	Dec-2022	Social platform for over 50-year-old dating	9,00%		

17	Barter S.r.l.	Dec-2022	App for circular economy and bartering, with a proprietary crypto coin	25,00%		
18	Tuk & Go ltd	Oct-2022	Web and mobile platform for mobility and travel	9,00%		
19	Metavibe S.r.l.	Dec-2022	Music gear effects using AI, blockchain and metaverse features	30,00%		

All the above-mentioned start-ups are running a business in an innovative sector or in a traditional business with an innovative approach. Enry's Island Financial Holding S.r.l. (see Org chart above) has been incorporated with the purpose of creating a sub-holding to concentrate the participations in start-up companies which are granted for the provision of services to those companies into a single company/sub holding.; furthermore, the company will provide corporate services for the whole EI ecosystem. EI UK ltd manages all the fundraising activities for all the legal entities (EISPA, LCs and all EI portfolio companies) of the EI ecosystem; EI US Llc manages the scouting and recruiting of talents, on a global scale, for all the legal entities of the EI ecosystem and EI Africa ltd manages the ESG-oriented startups.

ADMINISTRATION, MANAGEMENT AND SUPERVISORY BODIES

Administrative Body

As at the date of this Information Memorandum, the Issuer is managed by a board of directors of three members.

NAME, SURNAME AND NATIONALITY	POSITION	DATE OF APPOINTMENT	PLACE OF BIRTH	DATE OF BIRTH
LUIGI VALERIO RINALDI **ITALIAN CITIZEN**	**CHAIRMAN AND CEO**	**30 MAY 2022**	**FOGGIA (ITALY)**	**22 May 1981**
EMMANUELLE DEBA, **FRENCH CITIZEN**	**BOARD MEMBER**	**30 MAY 2022**	**PARIS (FRANCE)**	**14 JULY 1984**
LUCA NARDI, **ITALIAN CITIZEN**	**BOARD MEMBER**	**13 December 2022**	**ROME (ITALY)**	**04 MAY 1967**

For a brief summary of Mr. Rinaldi's and Ms. Deba's CVs please refer to section 1.

Mr. Nardi has a proven track record as Executive Senior Manager and solid background as Entrepreneur and Shareholder with a wide international vision above all to innovation and strategic development. He specialized in industrial management of Sport Media. Mr. Nardi's main characteristic is found in a strategic vision of the context with a modern management approach, determination and strong orientation to innovation policies. In FY18, he performed the IPO procedure and admission of Portobello Spa, to Borsa Italiana (Italian Stock Exchange).

Board of Statutory Auditors

As at the date of this Information Memorandum, the Issuer appointed as board of statutory auditors three effective members and two substitutes that shall remain in office until the approval of the financial statements for the year ending the 31 December 2025.

NAME, SURNAME AND NATIONALITY	POSITION	DATE OF APPOINTMENT	PLACE OF BIRTH	DATE OF BIRTH
EDUARDO ZANFARDINO **ITALIAN CITIZEN**	**MEMBER - CHAIRMAN**	**26 JUNE 2022**	**NAPOLI (ITALY)**	**10 October 1972**
LUIGI PALMA, **ITALIAN CITIZEN**	**MEMBER**	**26 JUNE 2022**	**NAPOLI (ITALY)**	**16 NOVEMBER 1978**
RAFFAELE FABOZZI, **ITALIAN CITIZEN**	**MEMBER**	**26 JUNE 2022**	**CASERTA (ITALY)**	**3 APRIL 1973**
ANTONIO REGINA **ITALIAN CITIZEN**	**SUBSTITUTE MEMBER**	**26 JUNE 2022**	**TRICARICO (ITALY)**	**11 AUGUST 1986**
ANTONIO SCLAFANI **ITALIAN CITIZEN**	**SUBSTITUTE MEMBER**	**26 JUNE 2022**	**SCIACCA (ITALY)**	**2 APRIL 1974**

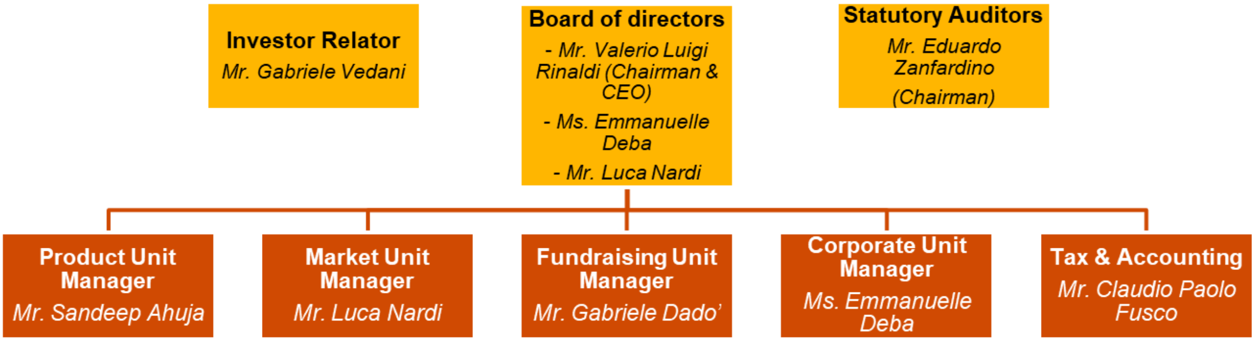
As at the date of this Information Memorandum, the Board of Auditors (i.e. "Collegio Sindacale") is entitled to exercise the functions of the Statutory auditors, under Italian Law (Codice Civile Art. 2409 bis). An external statutory auditor is yet to be appointed by the board.

External accountant

The Issuer appointed Claudio Paolo Fusco Accountancy, Audit and Tax Firm- ITALY VAT Number: 08232821218 – Chartered Accountants as external accountant.

Operating and administrative team

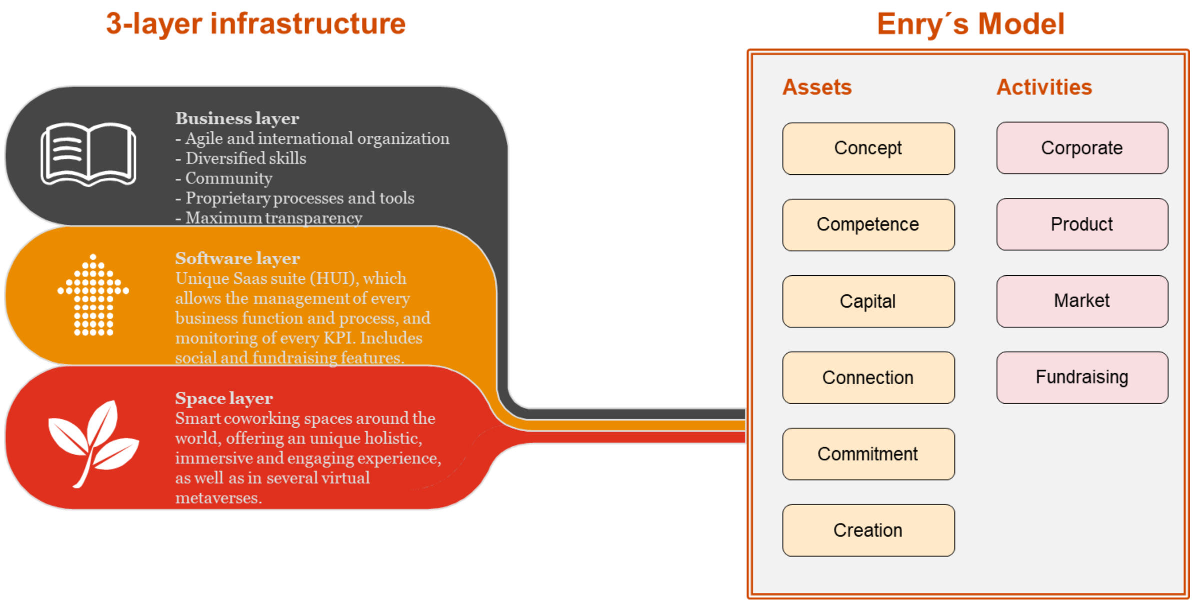
As at the date of this Information Memorandum, the Company's operating and administrative team structure is illustrated in the chart below.



Section 4 – Object of Business

Business model

Enry's Model is a set of best practices, which organizes the management of Assets and Activities that contribute to the industrial and financial value creation of corporations. The model is based on a 3-layer infrastructure (Business/Software/Space), which provides the basic framework for the EI network. The Business layer (mapped and engineered corporate processes and skills in management and corporate control) and the Software layer (software HUI which is an integrated SaaS suite which allows the management all business functions and processes as well as transparent KPI monitoring) are EI's key competitive advantages. In addition, via a partnership with a specialized provider, the Issuer offers workspaces located in different geographical and virtual areas to start-ups. EI is structured into local companies (LCs) whereby each LC is the "owner" of an asset and/or activity (according to Enry´s Model), which means it performs these functions for the benefit of EI Group and the EI ecosystem.



Based on its business model, the Issuer has established itself as the first international distributed Incubation & Acceleration platform within the metaverse.

All activities are managed through "HUI", an Innovative ERP system in which any of the start-ups being part of Enry's Island model, as well as other stakeholders (e.g. professional advisors and other businesses) develop their business relations. It serves as an exchange platform for information and knowledge and enables the Company to have constant control over its investments. The application of Enry's business model together with the HUI platform showed over the years a significant decrease of the failure in start-ups. Through HUI, start-ups can also launch and manage their fundraising campaign, including crowdfunding projects with the support of a regulated partner under the Italian and US/Canadian capital market authorities (i.e. Consob/Banca di Italia for Italy and Securities and Exchange commission for US/Canada). HUI furthermore serves as an integrated ERP system with its own accounting and controlling environment enhancing the capacity of monitoring the life cycle of individual projects of start-up companies thus guaranteeing efficient use and allocation of capital.

The Issuer and Mr. Luigi Valerio Rinaldi (CEO and founder) invested into the development of the Software ERP HUI, which is owned by the legal entity HUI S.r.l. The Issuer has a minority interest equal to the 20% of the share capital, Mr. Rinaldi owns the 80% of the share capital.

The Issuer and its subsidiary entered into an agreement on the 21st of April 2020 for the use of HUI by Enry's Island for 20 years. The importance of the HUI platform for the Issuer's business model requires a strong focus on growth investments in further developments and software features that will enable the Issuer to implement more services, attracting further investments and operating a whole range of services in different countries and across different jurisdictions.

Revenue channels

As an incubator and accelerator, EI gathers most of its revenues through providing various services to start-ups. The compensation is partly fixed, but the greater part is dependent on milestones and success based. EI establishes a contract with each new founder / start-up, agreeing on rights and obligations for both parties. This agreement is called the Incubation & Acceleration Plan (the "Agreement") and has an initial term of 12 months. The Agreement with the start-up defines the following revenue streams for EI.

[1] Retainer fee: After signing the Agreement, EI receives a monthly fee for the next 12 months. This fee is guaranteed to be paid to EI, regardless of the performance of the start-up. The retainer fee normally does not cover the total costs of EI for providing the services. The value of the residual costs is typically converted in shareholdings in the start-up.

[2] Market fee: A success fee, which is based on the commercial performance of the start-up. A defined percentage of revenues of the start-up is to be paid to EI.

[3] Fundraising fee: Another success fee, which is calculated as a defined percentage of equity and debt a start-up collects. The fee will be paid out to EI.

[4] Exit: EI might decide to sell its shares in one of the portfolio companies generating additional revenues through the sale of shares.

After the determined term, an extension of the Agreement with a start-up is highly likely. The extension is highly customizable, meaning that depending on the individual needs and the status of the start-up, fees can be determined in a different way.

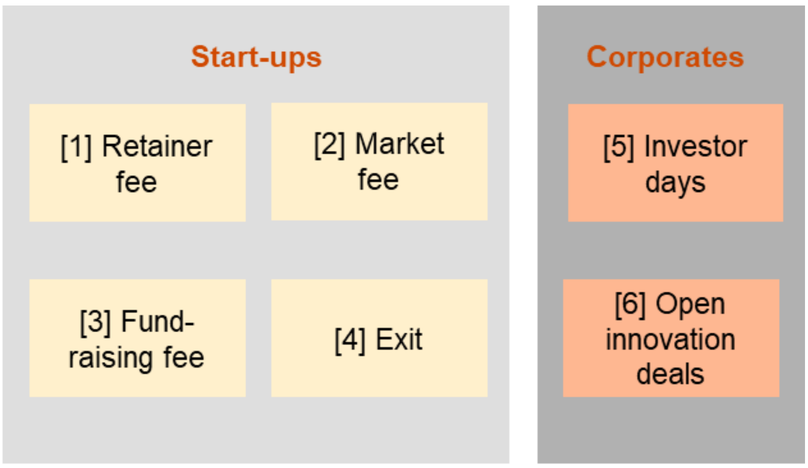
The selection process for the acquisition of start-ups takes place in 2 ways, proactive application by a start-up and the so called "Call4Ideas" program initiated by EI. In FY22, the Issuer received 153 applications through proactive applications and consequently did not make a Call4Ideas program in this year. In addition, Enry's Island has developed a strong positioning as an incubator/accelerator or more specifically of a "venture builder" in the web3/Metaverse environment. For this reason, the Company receives many applications from start-ups in this area.

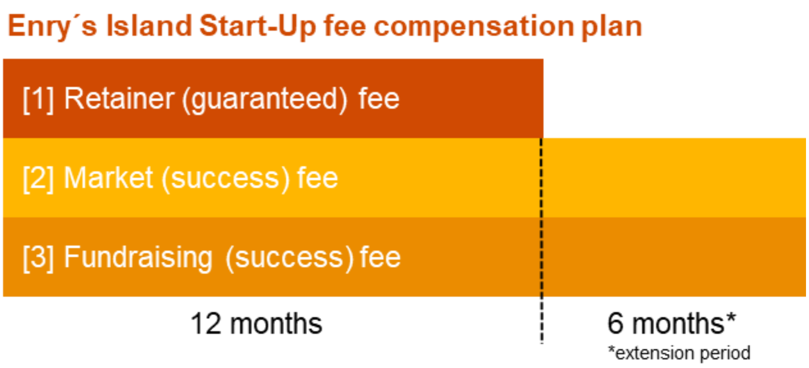
The whole acquisition process takes place through a dedicated employee, the "concept analyst", who manages all the applications from the reception to the final output with a positive or negative outcome to add them in the portfolio of Enry's Island. The selection takes place using the Company's model to proceed with the assessment and evaluation of each start-up according to their assets (concept, competence, commitment, capital, connect, creation) and action (product, market, fundraising, corporate). To make the selection process more efficient, the Issuer has automated this part through the creation of a form on the HUI website to be completed by the start-ups. Finally, it is analysed by the concept analyst.

Thanks to the numerous competitive advantages of the Issuer Enry's Island was historically capable of increasing the success rate of its investments significantly compared to the market average of other incubators and accelerator revenues from corporates:

[5] Investor days: Corporate companies outside of EI network act as sponsors in organizing Investor days. They pay EI to organize Investor days, in order to potentially find new investment opportunities and new business partners.

[6] Open innovation deals: Corporates in need of a new business solution or a new technology hire EI to find start-ups with the required product/solution.





Section 5 – Unaudited Financial Figures FY20-22

Income Statement - Enry´s Island

	€ in thousands	FY20 Act	FY21 Act	FY22 Prelim	CAGR FY20-22	Var. % FY21-22
[1]	**Net sales**	**149**	**238**	**597**	99.8%	150.3%
[2]	Material expenses & services	(54)	(91)	(341)	150.7%	276.4%
	Gross profit	**95**	**148**	**256**	**63.9%**	**73.0%**
[3]	Other operating income	55	33	6	(67.7%)	(83.1%)
[4]	Personnel expenses	(35)	(76)	(141)	99.6%	85.1%
[5]	Other operating expenses	(34)	(53)	(20)	(24.2%)	(63.2%)
	EBITDA	**80**	**52**	**101**	**12.1%**	**93.3%**
	Depreciation	(63)	(35)	-	(100.0%)	(100.0%)
	EBIT	**17**	**17**	**101**	**142.5%**	**498.3%**
	Financial income	-	0	0	n/a	(81.8%)
[6]	Financial expenses	(0)	(1)	(30)	902.7%	5126.3%
[7]	Exchange gains/losses	-	(2)	(1)	n/a	(67.9%)
	EBT	**17**	**14**	**70**	**103.9%**	**386.6%**
	Income taxes	(9)	(10)	-	(100.0%)	(100.0%)
	Net income	**8**	**4**	**70**	**196.5%**	**1503.0%**
	KPIs					
	As % of net sales					
	Gross profit	63.7%	62.0%	42.8%		
	Other operating income	36.5%	14.0%	1.0%		
	Personnel expenses	(23.6%)	(31.9%)	(23.6%)		
	Other operating expenses	(22.7%)	(22.2%)	(3.3%)		
	EBITDA	53.8%	22.0%	17.0%		
	EBIT	11.5%	7.1%	17.0%		
	Year-end FTEs	**5**	**5**	**9**	**38.4%**	**91.7%**
	Personnel exp./FTE (in €k)	(7)	(16)	(15)	44.1%	(3.4%)

General

The reported net sales increased from €0.2m in FY21 to €0.6m in FY22, due to the growth of the customer portfolio to 26 start-ups (EI holds shares in 19 already established & incorporated start-ups and for further 7, for which Incubation & Acceleration plans have been signed, the incorporation has not yet been finalized). From a commercial perspective, considering the circumstances and environment in which an accelerator & incubator is operating, the reported net sales so far may be considered as deflated, because EI is offering services to start-up companies for a stake in the company which represents a future revenue stream when exits will be realized (no exits realized to date). Despite the start-up phase with increasing personnel and other expenses to scale-up the operations, the Company achieved already positive EBITDAs.

Income statement

[1] Net sales increase (CAGR of 99.8%) is due to an increase in portfolio volume and the value of acquired start-ups, driven by an increased geographical distribution and higher investments by EI. The Company has a well-diversified company portfolio with 26 start-ups in the portfolio. To date, the

revenue was entirely generated through monthly retainer fees invoiced to start-ups. The offered plans to start-ups increased in both, volume, and value.

[2] Material expenses & services include the costs for skills from inside (LCs or other members) and outside (externally sourced expertise) the EI Group, mainly for advertisement (€0.1m in FY22), management services including the CEO & supervisory board remuneration (€126k) and IT services (€83k). The increase by +276.4% in FY22 resulted in a decreasing GP margin from 62.0% to 42.8% in FY21-22.

[3] Other operating income in FY20 and FY21 mainly includes incomes from not collected payables and incomes from other accounting periods.

[4] Personnel expenses increased from €76k to €141k (+85.1%) in FY21-22, which is driven by top-line development. The number of employees increased by 4 in FY22.

[5] Other operating expenses mainly relate to the lease of real estate and cars (€12k in FY22) from management, as well as other expenses (€7k).

[6] Financial expenses in FY22 relate to non-deductible interests and penalties due to the delay of tax settlements However, there are no overdue or delayed tax payables to date.

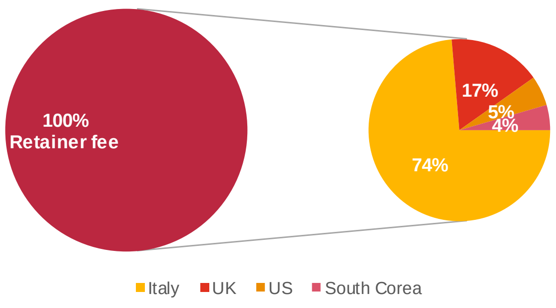
Sales & portfolio overview

Portfolio

Start-up	Current stage	Stake	Investment (€k)
OLY	Product & market	25.0%	200
HUI (HUI) (EI)	Market & fundraising	20.0%	180
Rinascimento 5 Holding (R5H)	Market & fundraising	55.0%	150
Wastebox (WB)	Product & market	35.0%	131
Tuk & Go	Seed	9.0%	101
BLK GLOBAL (BLK)	Market & fundraising	10.0%	100
Etsa (ET) (EI)	Market & fundraising	40.0%	100
Expace (EXP)	Market	40.0%	100
Oxabyo (OX)	Market & fundraising	35.0%	92
Brandkloud (BK) (EI)	Market & fundraising	30.0%	90
Barter	Product & market	25.0%	90
MoodWord (MW)	Market	10.0%	84
Bos5 (B5)	Market & fundraising	25.0%	80
Pods	Product & market	9.0%	77
Foxrent (FR)	Product & market	18.0%	60
Decidolo (DI) (EI)	Product	13.5%	60
The Liquid Journal (TLJ)	Market & fundraising	60.0%	50
Metavibe	Seed	30.0%	48
Rinascimento 5 - Air (R5Air)	Product & market	70.0%	30
First Market (*)	Seed	n.a.	189
Street Food Italia (EI) (*)	Product & market	55.0%	120
Campus Roots (*)	Product & market	8.0%	115
CoynPay (CP) (*)	Product	20.0%	91
Wasteup (WU) (*)	Seed / product	20.0%	86
Kurumi (KM) (*)	Seed	10.0%	85
Veektor (EI) (*)	Product	80.0%	50
Total investment in portfolio			**2 560**

(*) to be incorporated
(**) Package value offered to start-up (incl. stake, fees & services)

Sales by type & country FY22



The key pillars for revenue/cash generation are the acquisition of participations in start-ups (long-term) as well as recurring fees (short-term) in the exchange for services provided by EI. To date, all revenue is generated via recurring short-term fees from start-ups, but the more significant income stream will be the exit from start-up investments in the longer term. As EI is currently still in the expansion phase (volume & value), first incomes from exits are planned only from FY24 onwards.

Balance sheet

Net assets - Enry´s Island

	€ in thousands	31Dec20 Act	31Dec21 Act	31Dec22 Prelim
[1]	Intangible assets	45	99	199
[2]	Tangible assets	-	13	13
[3]	Financial assets	-	12	148
	Fixed assets	**45**	**124**	**360**
	Trade receivables	77	162	692
	Trade payables	-	(48)	(235)
	Trade working capital (TWC)	**77**	**114**	**457**
	Other receivables	-	-	0
	Prepaid expenses	-	0	100
	Provisions for risks	-	(7)	(7)
	Tax payables	-	(100)	(238)
	Social security liabilities	-	(50)	(55)
	Other payables	-	(9)	(21)
	Liabilities FY20	(112)	-	-
	Other working capital (OWC)	**(112)**	**(166)**	**(221)**
[4]	**Reported net working capital (NWC)**	**(35)**	**(52)**	**235**
	Cash & cash equivalents	45	89	23
	Severance	(4)	-	-
	Bank liabilities	-	(25)	(23)
[5]	**Reported net financial cash (debt)**	**42**	**64**	**(0)**
	Net assets	**51**	**137**	**595**
	KPIs			
	Total assets	167	376	1,175
	Equity ratio	30.5%	36.4%	50.6%

[1] Intangible assets mainly relate to capitalized costs in relation to the envisaged listing at the stock exchange (€0.1m at Dec22), as well as the company websites of EI IT and the LCs, internet domains and logos, social accounts, Enry´s Model, HUI licenses for 100 "islands" over 20 years and a parcel in the metaverse acquired in Dec21.

[2] Tangible assets mainly relate to hardware devices.

[3] Financial assets include the investment in the fund "Coopera" and the LCs, additional to the investments into the portfolio start-ups. Note that the financial assets (stakes in portfolio companies) are valued at cost of acquisition and do not take into account a value growth of the start-ups and its potential increase in shareholder value.

[4] Reported net working capital (NWC) The NWC is mainly driven by an increase in trade receivables and trade payables in line with the increase in business activities and top-line.

[5] Reported net financial cash (debt) - Mainly relates to cash & cash equivalents and bank liabilities.

Cashflow

Cash flow statement - Enry´s Island

€ in thousands	31Dec21 Act	31Dec22 Prelim
EBIT	17	101
Income taxes	(10)	-
NOPAT	**7**	**101**
Depreciation	35	-
Δ TWC	(37)	(342)
Δ OWC	54	55
Δ NWC	17	(287)
Operating cash flow	**59**	**(186)**
Intangible assets	(55)	(100)
Tangible assets	(13)	(0)
Depreciation (P&L)	(35)	-
Financial assets	(12)	(136)
Investing cash flow	**(115)**	**(236)**
Severance	(4)	-
Bank liabilities	25	(2)
Financial result	(2)	(31)
Dividends	-	-
Share capital	0	111
Share premium	80	304
Payments on account of capital increase	2	(27)
Financing cash flow	**100**	**355**
Variation in cash	**44**	**(67)**
BoP	45	89
Variation in cash	44	(67)
EoP	89	23

Section 5 – Business Plan

General

The business plan has been prepared bottom-up by the Issuer’s management initially in June 2022 and confirmed in January 2023 based on the preliminary FY22 actual results and current expectations with respect to future business developments of the Company. The figures are based on a stand-alone Enry’s Island S.p.A. perspective and are not consolidated at Group level. Performance of the subsidiaries of the Company are considered based on Local Company Agreements (LCA), which governs fees paid and received by the Issuer to and from subsidiaries. Potential losses are covered by these fees, potential profits gained from business outside Enry’s Island Group are not projected and not included in the business plan figures.

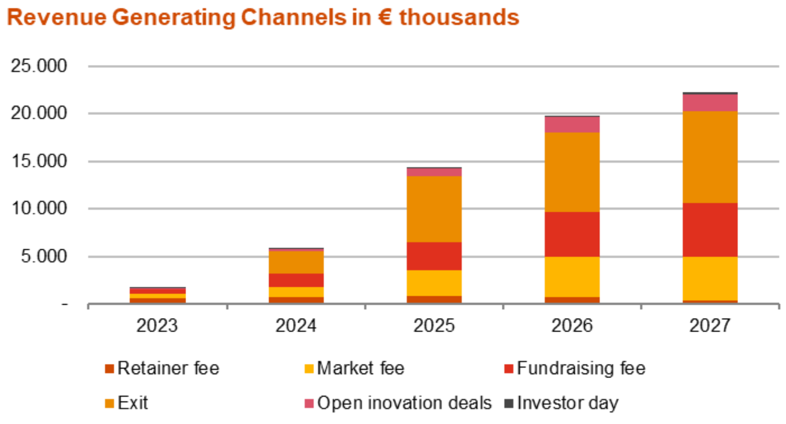
Income statement

Income statement - Enry´s Island

€ in thousands	FY22 Prelim	FY22 FC	FY23 Plan	FY24 Plan	FY25 Plan	FY26 Plan	FY27 Plan	FY22 Prelim-27
[1] **Net sales**	**597**	**528**	**1,612**	**5,889**	**14,380**	**19,785**	**22,213**	**106,1%**
[2] Material expenses & services	(341)	(156)	(475)	(2.240)	(7.700)	(7.700)	(7.700)	86,5%
Gross profit	**256**	**372**	**1.137**	**3.649**	**6.680**	**12.085**	**14.513**	**124,3%**
Other operating income	6	-	-	-	-	-	-	(100,0%)
[3] Personnel expenses	(141)	(160)	(641)	(968)	(1.577)	(1.824)	(1.824)	66,9%
[4] Other operating expenses	(20)	(140)	(560)	(620)	(670)	(860)	(1.260)	130,1%
EBITDA	**101**	**46**	**(145)**	**1.767**	**3.714**	**8.412**	**10.318**	**152,2%**
[5] Depreciation	-	(26)	(90)	(154)	(174)	(214)	(254)	n/a
EBIT	**101**	**20**	**(235)**	**1.613**	**3.540**	**8.198**	**10.064**	**150,9%**
Financial result	(31)	-	-	-	-	-	-	(100,0%)
EBT	**70**	**20**	**(235)**	**1.613**	**3.540**	**8.198**	**10.064**	**169,9%**
Income taxes	-	(5)	-	(419)	(920)	(2.131)	(2.617)	n/a
Net income	**70**	**15**	**(235)**	**1.194**	**2.620**	**6.067**	**7.447**	**154,1%**

KPIs							
As % of net sales							
Gross profit	42,8%	70,5%	70,5%	62,0%	46,5%	61,1%	65,3%
Other operating income	(1,0%)	0,0%	0,0%	0,0%	0,0%	0,0%	0,0%
Personnel expenses	23,6%	30,3%	39,8%	16,4%	11,0%	9,2%	8,2%
Other operating expenses	3,3%	26,5%	34,7%	10,5%	4,7%	4,3%	5,7%
EBITDA	17,0%	8,7%	(9,0%)	30,0%	25,8%	42,5%	46,5%
EBIT	17,0%	3,8%	(14,6%)	27,4%	24,6%	41,4%	45,3%
Year-end FTEs	**9**	**15**	**24**	**24**	**24**	**24**	**24**
Personnel exp./FTE (in €k)	(15)	(11)	(27)	(40)	(66)	(76)	(76)

[1] Planned net sales include both revenue streams from start-ups and from Corporates with focus on innovations. They are expected to increase with the shift of the focus to more stable companies with developed business models, rather than early-stage start-ups. Up to 2022 revenues are generated by retainer fees from start-ups, while in subsequent years the Company expects to generate more revenues from market and fundraising fees as well as exits and open innovation deals with Corporates (see below).



Net sales are planned based on a price / quantity structure and are based on the following revenue streams and underlying assumptions:

Revenues from start-ups

Retainer fee includes 12 monthly payments of around €5k, depending on the Agreement with the start-up. Thus, the Issuer expects to generate on average €60k of revenue per portfolio company in the first year of service through retainer fees (FY23-FY27).

Market fee, as described in section 4, is based on the revenue generation of start-ups. The business plan consists of market fees ranging from 8% to 12% of monthly sales of the start-up. The plan is to increase revenue from this stream from €420k in FY23 to €4m in FY27.

Fundraising fee in the business plan are calculated as a flat rate of 5% of the collected equity and debt throughout the planning period.

Retainer, market and fundraising fees are contractually agreed with each portfolio company based on a standardized contract template.

Once the portfolio companies develop into more advanced and stable companies, selling shares in a start-up **(Exit)** is expected to become the largest source of revenue for the Issuer, with planned €9.7m of revenue in FY27.

Revenues from Corporates

Investor day revenues projected in the business plan include an average of €15k to €20k for sponsorships per investor. The total revenue source is planned to increase from €45k to about €239k by the end of the planning period.

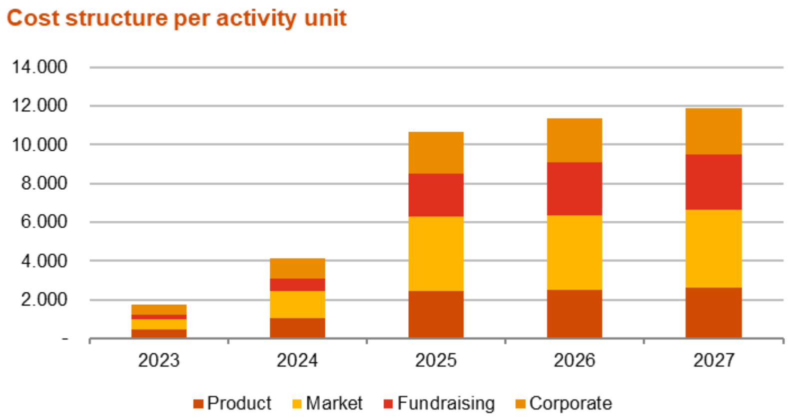
Open innovation deals revenues are planned to increase from €100k in FY23 to €1.7m in FY27.

[2] Similarly as with net sales, the Issuer expects material expenses to rise, with market expenses becoming the most significant part until FY27.

[3] The projected growth in personnel expenses is due to an increase in the number of employees from 9 in FY22 to 24 in FY24. The increase of employees is in line with the increase of local companies and considers the employment of new managers and specialists to steer the local companies. After FY25 expenses are planned to increase slower, since there will be no new local companies created and the planned increase in personnel expenses only reflects regular salary increases.

[4] Other operating expenses include marketing and commercial costs, as well as IT and office expenses. All the expenses are expected to increase, due to planned business growth of Enry's Island and the shift towards services for corporates.

Enry's Island plans the total expenses based on different categories rather than according to the provided P&L structure. Thus, expenses can be divided into 4 groups of activities performed by the Issuer:



Product – development activities which transform a concept into a product. These activities include market analysis, positioning strategy and brand identity (final naming, logo design, preparation of various presentations).

Market – activities focused on business development strategy. The activities include all sorts of promotion and marketing efforts, including optimization of the start-up´s website, sponsored campaigns on AdWords, direct e-mail marketing, optimizing adds on social media and digital PR towards influencers.

Fundraising – all activities related to raising funds for a start-up. This includes scouting, networking, relationship and negotiation activities with equity investors, business angels, family offices, corporate venture capital, venture capital and private equity funds, as well as scouting for opportunities to access public finance. Additionally, analysis, design and management of crowdfunding campaigns are offered.

Corporate – activities related to administrative, financial and controlling support. These activities include HR function, legal support and providing HUI accounts and IT tools.

All four categories of expenses are planned to grow significantly until FY25, after which the growth is relatively stable, with market activities showing the highest average yearly growth. At this point in time, Enry's Island expects that it has positioned itself as an investor rather than an incubator.

[5] Depreciation mainly relates to investments of the Company in the Metaverse and the HUI platform. The required future planned investments in these intangible assets drive depreciation in the business plan.

Balance sheet

Net assets - Enry's Island

	€ in thousands	31Dec22 Prelim	31Dec22 FC	31Dec23 Plan	31Dec24 Plan	31Dec25 Plan	31Dec26 Plan	31Dec27 Plan
[1]	Intangible assets	199	90	346	512	439	425	371
[2]	Tangible assets	13	13	13	13	13	13	13
[3]	Financial assets	148	115	115	115	115	115	115
	Fixed assets	**360**	**218**	**474**	**640**	**567**	**553**	**499**
	Trade receivables	692	44	134	491	1 198	1 649	1 851
	Trade payables	(235)	(80)	(146)	(344)	(889)	(948)	(991)
[4]	**Trade working capital (TWC)**	**457**	**(36)**	**(12)**	**147**	**309**	**701**	**860**
[5]	**Other working capital (OWC)**	**(221)**	**147**	**(425)**	**321**	**735**	**948**	**1 393**
	Reported net working capital (NWC)	**235**	**111**	**(437)**	**468**	**1 044**	**1 649**	**2 253**
	Cash & cash equivalents	23	51	93	570	3 602	10 502	18 330
	Severance	-						
	Bank liabilities	(23)	-	-	(354)	(1 270)	(2 695)	(3 625)
[6]	**Reported net financial cash (debt)**	**-**	**51**	**93**	**216**	**2 332**	**7 807**	**14 705**
[7]	**Net assets**	**595**	**380**	**130**	**1 324**	**3 943**	**10 009**	**17 457**

[1] The projected development of the intangible assets reflects the business strategy of the Company. The increase will eventually slow down, as the company shifts towards an investor role. The planned increase of intangible assets can be attributed to the expected growth of local companies and the required investment in associated IP. After FY25 there will be no new local companies founded. Therefore, intangible assets decline after this year. Other intangible assets which are expected to appreciate are the company websites of EI IT and of local companies, internet domains and logos, social accounts, Enry´s Model, HUI licenses for 100 "islands" over 20 years and a parcel in the metaverse acquired in Dec21.

[2] There are no major investments in tangible assets planned.

[3] The investment in the fund Coopera and the local subsidiaries is planned to remain constant. Only the initial investments in portfolio companies are included, without additional investments in the portfolio companies. This reflects a simplified assumption, considering the uncertainty regarding the value of new investments, and the Issuer also plans to exit mature shareholding as new investments are planned to be exercised.

[4] Trade receivables are projected to develop in line with sales. A similar movement, although slower, characterizes trade payables.

[5] The largest part of other working capital is prepaid expenses, which, similarly as sales, start increasing from 31Dec24 onwards.

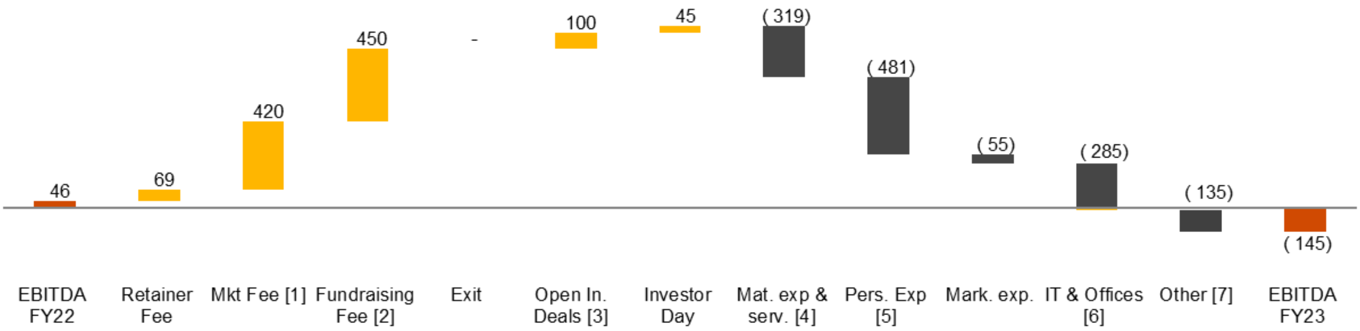
[6] The net cash position is expected to significantly increase from 31Dec26 onwards, due to expected profits from the portfolio companies. Dividend payments are not considered in the cash position.

[7] Due to the expected loss in FY23, net assets (equity) are planned to decrease as of 31Dec23 but are planned to increase significantly afterwards.

YoY EBITDA-Bridges

Since the Issuer is still a high growth company, the following EBITDA-Bridges explain the assumptions underlying the development for FY23, FY24 and FY27. Please note that the starting point in the EBITDA Bridge FY22 – FY23 represents the forecasted EBITDA, not the preliminary EBITDA of €101k. This is because the required details for bridge were only available for the FY22 FC figures.

EBITDA Bridge FY22 FC - FY23 € in thousands



In FY21 revenue was generated from only one revenue channel (i.e. retainer fee). However, it is expected that EI will generate revenues from 5 different revenue channels in FY23. This will be the last year without planned exits. The two most significant sources of revenues are Market and Fundraising fees.

[1] It is expected that 7 start-ups will be contributing €500k of sales on average in FY23. From this total €3.5m the Company plans to charge 12% in Market fees. As of today, there is a high level of probability that at least 3 start-ups will achieve the revenue goals that trigger Market fees. Based on the currently expected revenues of the start-ups and the charged fees, around €300k of revenues is very likely to be achieved in FY23 in form of Market fees.

[2] The Issuer plans to have 9 start-ups paying Fundraising fee in FY23, with average gathered funds of €1m per start-up, on which a 5% Fundraising fee is planned to be charged. Currently there are 6

start-ups which are in an advanced stage of raising around €3m of equity in total, which would generate €300k of revenue through Fundraising Fee for Enry's Island.

[3] From the corporate revenue generating channels, the Company plans to have 1 client paying for services amounting to €100k. Enry's Island successfully concluded an Open Innovation plan as early as 2021, with a large operator in the energy sector. As of now the Issuer has excellent chances for a series of deals with some multinationals in the Advertising sector.

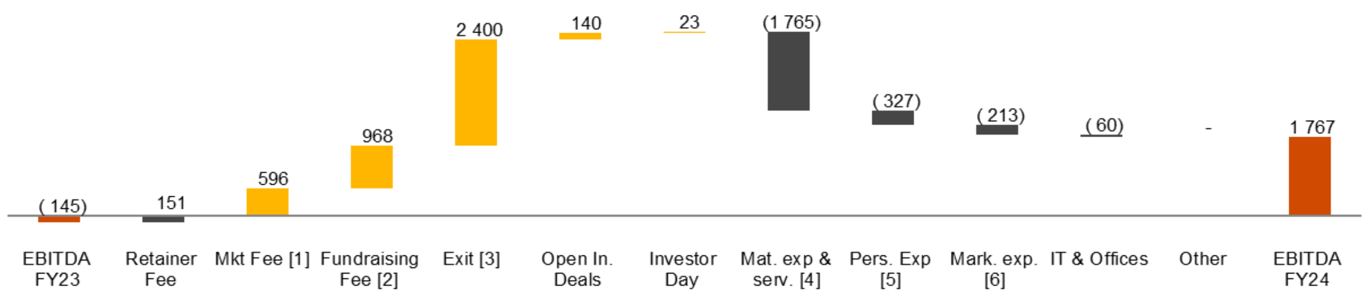
[4] Material expenses and services are expected to increase by €319k in FY23. The planned growth of material expenses is mainly based on the planned increase of service charges from local companies due to the growth of qualified employees and capacity of local companies.

[5] The number of employees in the Company is expected to increase in line with the growth of the local companies. The Issuers staff mainly comprises managers and specialists that manage the local companies based on Enry's Island organizational model (assets and activities).

[6] The spending for IT and offices is expected to increase as well, due to an increase in the office spaces of Enry's Island that corresponds to the growth in portfolio companies and the services (software and space layer) rendered to them.

[7] Certain components of other expenses are expected to increase, due to setup costs of local companies, costs of merchandise of local companies, which serve as a promotion tool, as well as the purchase and distribution of other branding material.

EBITDA Bridge FY23 - FY24 € in thousands



The Company's operating profit is expected to increase strongly in FY24 and reach €1.8m.

[1] Market Fee is planned to increase by almost €600k, due to the assumption of 15 Start-ups paying Market fee in FY24. The Company expects payments of market fees for at least 70% of these start-ups, based on their current stage to be highly probable as of now.

[2] A significant increase of Fundraising Fee is also expected. The plan is to have 19 Start-ups paying 5% on the funds that they raise. Similarly, as with Market fee, the Issuer expects payments of fundraising fees for at least 70% of these start-ups, based on their current stage to be highly probable

as of now.

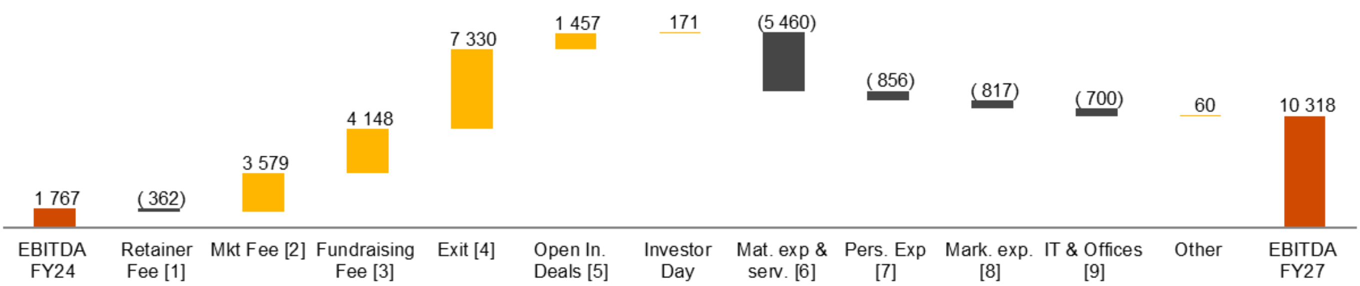
[3] Once realized, the exits will represent the single highest revenue source. The Issuer is confident that important exits can be performed even earlier than expected. HUI is already the subject of concrete and advanced interests by a potential strategic investor and Azimut VC. In addition, a German VC fund, specialized in the SaaS (Software as a service) industry, is carrying out a due diligence to evaluate the acquisition of shares in HUI. This means that at least one exit in FY24 can be considered as highly probable.

[4] Corresponding to the overall revenue improvement, the Company expects to face extensive increases in material and service expenses in FY24 i.e., over 5-times increase compared to FY23. The planned increase is based on a similar reasoning as for the increase between FY22 and FY23 (the increase in services from local companies.)

[5] The number of employees is expected to further increase by 9 new managers and specialists.

[6] Marketing expenses in total are envisaged to increase by €213k in FY24. The main drivers of this increase are costs for the promotion of local and portfolio companies.

EBITDA Bridge FY24 - FY27 € in thousands



Within the period FY24-FY27, the Company's profits are envisaged to exponentially increase and reach €10.3m, which is attributed to an improvement in both, revenues and expenses.

[1] Retainer Fee is planned to slightly decrease due to the shift towards a venture capital model, in which there will be a smaller focus on Retainer Fee and more focus on Market and Fundraising fee.

[2] [3] Foreseen improvement in Marketing fee amounts to €3.6m and in Fundraising Fee to €4.1m. This is mainly due to the development of the portfolio companies from start-ups to more mature companies with a proven business model and the capability to generate a certain level of revenues and attract investors.

[4] EI plans to have 3 exits per year in the given period. This indicates once again the plan of the company to shift towards a role of a venture capital investor. Selling companies is supposed to become the most significant source of revenue. The term "exit" can refer to partial exit (therefore, the sale of a

part of the Companies participations) and total exit, and that the partial exits are easier and more likely to carry out. Therefore, the "monetization" strategy of the investments provides that the Issuer in the short term first exit minor shareholdings and then create increasingly best practices, which will lead to an increase in quantity and quality of the exit.

The number of exits expected in mid-term is consistent with the very low failure rate of the companies in the portfolio that the Issuer has historically managed to maintain. This failure rate (which is approximately 10%) derives from the positive invasiveness of the processes and tools of Enry’s Island within its start-ups. It should also be considered that the incubation and acceleration model of the Issuer is close to a venture building model, and that venture building allows a greater quantity and quality of exits than pure incubation and acceleration. given that it allows the venture builder to gain a greater knowledge of the sector of each start-up and therefore an easier interlocution with operators (industrial and financial and to propose possible acquisitions.

[5] Services for corporate client are planned in the future as well. Therefore, an increase in this revenue generating channel is noticeable.

[6] The largest increase in expenses will be contributed to Materials and services, representing the main variable costs component. Material costs continue its growth until FY25, after which there will be no more local companies created, meaning there will be nor further increases in expenses for new managers and specialists for local companies.

[7] Through the entire, period salaries of employees are expected to increase However, after FY25 the growth will only represent the expected salary increase.

[8] €817k growth in Marketing expenses corresponds to continuous expense increases, as a proof of efforts to invest in entertainment costs, such as travel and similar. The Issuer wants to guarantee the development and consolidation of excellent relationships with internal and external stakeholders, also through investments in the Metaverse, where presence is planned to grow.

[9] €700k rise in IT & Office costs relates to IT costs linked to the supply and customization of greater quantities and quality of software tools to be offered a greater number of stakeholders (given the growing number of local companies and Portfolio companies). In addition, Office costs will be driven by similar reasons but linked to the supply of budget (for employees and start-ups) for booking physical and virtual spaces (for the smart/full remote working) and consolidating the best practices of Enry’s Island.

Plausibility check and risk assessment

The Issuer can be considered a high growth company due to the early stage and the expected above-average revenue growth rate. The projection of the financial cash flows is subject to considerable uncertainty in such cases and particular attention should be paid to the assessment of risk.

Past performance as indicator of future results – an analysis of past data to test the reasonableness of projections of the future development of the business is generally not appropriate in cases of high growth companies. Enry’s Island can currently not provide a proven track record with respect to all included revenue streams and has yet to demonstrate an economic proof of concept. However, the business model of the Company is not new to the addressed market but, structured in an innovative way. Furthermore, revenue streams (except Exits) are agreed on in contractual form and are therefore legally pursuable.

Start-up risks – the Issuer services start-ups and is therefore exposed to their intrinsic risk of default. However, as the portfolio companies develop into more matured businesses this risk becomes lower and the probability of the expected revenues and returns from the start-ups will increase.

Competitor analysis –the peer group analysis shows historic revenue growth rates of the competitors, when they were in a similar stage below the rates expected in the financial planning of the Issuer. In addition, the average annual historic number of Exits achieved by the peer group companies was below the average number expected by Enry’s Island. Although, the publicly available information on Exits might not be complete and fully accurate, the assumptions made by the Issuer do not completely reflect the performance of peer group companies. However, Enry’s Island’s business model is considered more innovative than that of competitors with the potential to outperform the peer group companies.

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Section 6 – Purpose of the listing of the Ordinary Shares

PURPOSE OF THE LISTING OF THE ORDINARY SHARES

The purpose of the listing at the Vienna MTF exchange is to drive the continuous professionalization of the company and to conduct further capital increases via the issuance of new shares in the future. In order to finance the immediate expansion of Enry's business model and the accompanied services, Enry's S.p.A. signed a put option agreement with LDA Capital Limited relating to the subscription of up to 100% of newly issued ordinary shares by LDA Capital Limited for a price of up to €20,000k. The execution of this put option agreement is subject to the prior successful listing of Enry's Island at the MTF market of the Vienna Stock Exchange until 31Mar23. The Company is in discussion with LDA Capital Limited to extend the deadline and Management is convinced that this extension can be achieved as the formal listing application will be submitted prior 31 March 2023.

Section 7 – Description of Risks

This section provides an overview of the material risks factors relating to the Issuer, the relevant markets and the Shares.

If any of the following events or circumstances arise, the business, the financial condition and/or results of operations of the Issuer could be materially adversely affected. Additional risks and uncertainties not presently known, or presently deemed immaterial, may also have an adverse effect on the business of the Issuer and the risks below do not necessarily comprise all the risks associated with an investment in the Shares.

The Issuer believes that the following factors may affect its ability to fulfil its obligations. Most of these factors are contingencies that may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring. Factors which are material for the purpose of assessing the market risks associated with the Shares are also described below.

The Issuer believes that the factors described below represent the principal risks inherent in investing in the Shares.

Prospective investors should also read the detailed information set out elsewhere in this Information Memorandum (including the information incorporated by reference therein) and consider carefully whether an investment in the Issuer is suitable for them in the light of the information in this Information Memorandum and their personal circumstances, based upon their own judgment and upon advice from such financial, accounting, legal, tax and other professional advisers as they deem necessary.

Words and expressions defined elsewhere in this Information Memorandum have the same meaning in this section.

COMPANY-SPECIFIC RISKS

Issuer risk

The Shares are subject to the general risk that the Issuer may not be able to maintain the going-concern and lead to insolvency.

Risk related to the recent incorporation of the Issuer

Considering the Company's rather recent incorporation, investors should not completely rely on past economic or financial performance and therefore, as at the date of this Information Memorandum, business, operating results and financial conditions of the Issuer may be difficult to predict and could fall below the expectations. Moreover, an investor should not place undue reliance on the limited financial information presented in this Information Memorandum and in the business plan prepared by the Issuer.

Should the assumptions and/or estimates included in the Information Memorandum and/or the business plan prove to be incorrect (in whole or in part) or should other unexpected event or circumstance having a material negative effect on the Issuer materialize, they may have a material adverse effect on (i) the business, financial condition and results of operations of the Issuer and, in turn, (ii) the Company's ability to pay interest at the set interest payment dates and/or reimburse the principal amount under the Bonds upon maturity.

Risks related to the omitted or delayed realization of Issuer's industrial strategy

The Issuer's future financial performance and success largely depends on the ability to implement its business strategies. The Issuer's may not be able to successfully implement its business strategies, due to, *inter alia*, factors beyond the control of the Company or which cannot be predicted at this time. These factors may include but are not limited to: changes in or increased levels of competition, including the entry of additional competitors and increased success by existing competitors; changes in general economic conditions; increases in operating costs, including costs of supplies, personnel and equipment.

Moreover, the business strategies of the Issuer may not sustain or improve the Issuer's results of operations or justify their costs. Any failure to develop, revise or implement the Issuer's business strategies in a timely and effective manner may have a material adverse effect on the Issuer's business, financial condition and results of operations.

Risk related to the reliance on external financing or existing investments for cash flow requirements

The Issuer has currently still low revenues and, as such, is largely reliant on external financing or the realization of existing investments for cash flow requirements. No assurance is given that external finance will always be available to the Issuer on attractive terms or at all. Any failure to obtain satisfactory external financing or an adequate return on investments could impair the Issuer's liquidity and consequently have a material adverse effect on its business, financial condition and results of operations.

This, in turn, may have a material adverse effect on the Company's ability to pay interest at the set interest payment dates and/or reimburse the principal amount upon maturity.

Risk related to the dependence on third party service providers or professionals

The Issuer is reliant upon third party service providers and professionals for its businesses. Any interruption or deterioration in the performance of these third party service providers or professionals could impair the timing and quality of the Issuer's services or damage the value of its investments. In addition, if the contracts with any of these third party service providers or professionals are terminated, the Issuer may not find alternatives on a timely basis or on equivalent terms. The occurrence of any of these events could impact upon the Issuer's reputation and have a material adverse effect on the financial condition, results or operations of the Issuer.

Risk related to key personnel

The Issuer's future success is substantially dependent on the continued services and continuing contributions of its directors and senior management, the loss of any of which may have a material adverse effect on the Issuer's business. The Company's future success is also substantially dependent on its ability to continue to attract, retain and motivate highly skilled and qualified personnel. There can be no guarantee that the Issuer will be able to continue to attract and retain such qualified employees, and failure to do so could result in a reduction in the Company's business and trading results.

Risk of Litigation

Legal proceedings may arise from time to time in the course of the Company's businesses.
In particular, the Issuer (i) is exposed to possible litigation risks including, but not limited to, regulatory intervention and third party claims; (ii) may be involved in disputes with other parties in the future which may result in litigation; (iii) may be involved in disputes if the Issuer and/or its employees or agents are found not to have met the appropriate standard of care or exercised their discretion or authority in a prudent or appropriate manner in accordance with accepted standards.

The professionals employed by the Company and/or the Company itself may be sued for malpractice.

The Company's directors cannot preclude that litigation may be brought against the Issuer and that such litigation may have a material adverse effect on reputation of the Issuer or its business, financial condition and results of operations.

So far as the directors of the companies of the Issuer are aware, however, there is no current, pending or threatened in which the Issuer is directly or indirectly concerned, which would have a material adverse effect on the Issuer's reputation, business, financial condition and results of operations.

Liquidity risk

Liquidity risk is the risk that new financial resources may not be available (funding liquidity risk) or that the Issuer may be unable to convert produced goods into cash, meaning that the Issuer may not be able to meet its payment commitments. This may adversely affect the business, financial condition and results of operations of the Issuer, should the latter be obliged to incur extra costs to meet the financial commitments or, in extreme cases, threaten the Issuer's future as a going concern and lead to insolvency. The Issuer's policies aim at diversifying the due dates of debt and funding sources and rely on liquidity buffer to meet unexpected commitments.

Risks related to intellectual property

The Issuer is entitled to operate or owns different brands. Products' development and differentiation in the industries in which the Issuer is active require the protection of intellectual property rights. In this regard, it cannot be excluded that third parties may challenge the validity of the intellectual property rights relating to the brands operated or owned by the Issuer. These challenges, if proven successful or if not promptly rejected by the competent Courts, may have a material adverse effect on the Issuers' business, financial condition and results of operations.

Moreover, the Issuer may not be able to efficiently and successfully protect its intellectual property rights (also in terms of validity vis-à-vis third parties) and its technology, with the consequence that competitors or other third parties may infringe, appropriate and exploit intellectual property rights and/or technology of the Issuer.

These events may also have a material adverse effect on the Issuer's business, financial condition and results of operations.

<u>Risks related to cyber-frauds</u>

The Issuer may incur into liabilities, and may suffer damages, including those of reputational nature, in relation to digital payments and credit cards' frauds.

Such frauds may include the sale of forged and counterfeited goods, "scam" transactions, phishing, malware, hacking of credit and debit cards', spam emails, etc.

Should such events materialize, they may have a material adverse effect on the business, financial condition and results of operations of the Issuer.

<u>Risks related to data protection</u>

In the context of its business, the Issuer processes personal data, including that of its customers and clients, and therefore is required to comply with data protection laws and regulation across different jurisdictions.

Pursuant to the abovementioned legal and regulatory framework, the Issuer is responsible in the event of inappropriate use of and/or loss of and/or non-authorized access to such personal data.

As a result, non-compliance with and/or breaches of such laws and regulations, may expose the Issuer to reputational as well as monetary damages with consequent material adverse effect on (i) the business, financial condition and results of operations of the Issuer.

<u>Operational risks</u>

The Company is potentially subject to various operational risks – including the risk of fraud by employees of other persons, unauthorized transactions by employees or operational errors, including due to malfunctions in production machines and equipment – which may negatively affect its business, financial condition and results of operations.

In particular, given the business of the Issuer, risks relating to system reliability (*e.g.* downtime of websites, etc.) are of particular relevance and may have significant negative effects on the Issuer's business, financial condition and results of operations.

Risk of change in tax regimes

The Issuer is subject to risks that countries in which the Issuer operates, or will operate in the future, may impose additional withholding taxes, income taxes or other taxes, as well as changing tax levels from those in force at the date of the respective projects or the date hereof.

Any future adverse changes in general to tax regimes applicable to the Issuer may have an adverse impact on its business, financial condition and results of operations.

MARKET-SPECIFIC RISKS

Risks related to the different industries

The Issuer will mainly operate in a number of sectors that have recently developed, including the market of professional psychological assistance services, digital support for mental illness and technology-based counselling (tele-therapy).

Each sector is characterized by specific and peculiar risks ranging from regulation, demand, supply, data protection, cyber-frauds, etc.

The Issuer invests significant resources in order to control and mitigate such risks but it cannot be excluded that any of these risks may occur. The occurrence of any of those risks may expose the Issuer to damages, including those of reputational nature with consequent adverse impacts on the Issuer's business, financial position and results of operations.

Risks related to the competitiveness of the Issuer

The Issuer competes in certain segments with other large national and European companies, all of which may have greater operational and financial resources than the Issuer itself.

If the Issuer is unable to defend its market position by offering competitive services or reducing its cost bases, the price pressure exerted by these competitors could cause the loss of important clients.

In addition, if the Issuer is unable to anticipate and respond as effectively as its competitors to changing business conditions, including new technologies and business models, it could lose market share.

Moreover, the Issuer's existing and potential competitors may have (i) longer operating histories, (ii) access to a lower cost of funding, (iii) more efficient and less expensive technology; (iv) more efficient cost structures; (v) privileged access to skilled personnel, (vi) preferred access to research and development partners; and (vii) significantly greater technical resources than the Issuer.

As a result, the Issuer could face some difficulties in successfully compete against its competitors. The failure to successfully compete against other market players may have a material adverse effect on the Company's business, financial position and results of operations.

Risks related to regulatory requirements

The industries in which the Issuer operates are subject or may be subject to significant level of regulation. In particular, the digital market and the on-line provision of professional services is subject to data protection, advertising, cyber-security, and marketing regulations.

Similarly, the provision of professional psychological assistance services is subject to regulatory provisions and rules of professional ethics and conduct, ethical principles and behaviors.

The Issuer devotes significant resources to ensure compliance with the abovementioned regulation, but it cannot be exclude that breaches thereof may occur.

These events may have a material adverse effect on the business, financial condition and results of operations of the Issuer.

Risks arising from uncertainty in worldwide and regional economic, political and market conditions

The Issuer's future prospects are in part linked to the global economy and volatility in the stock market. Macroeconomic factors outside of the Issuer's control can greatly affect its clients and hence the Issuer's own performance and financial position. Reductions in the number and size of public offerings and mergers and acquisitions and reduced securities trading activities, due to changes in economic, political or market conditions could cause the value of the Issuer's investments to decline materially.

European monetary union breakup risks relating to the industries where the Issuer operates

The possibility that one or more countries that adopted the Euro as their national currency might decide, in the long term, to adopt an alternative currency or prolonged periods of uncertainty connected to these eventualities could have significant negative impacts on international markets.

At the date of this Information Memorandum there is no legal procedure or practice aimed at facilitating the exit of a Member State from the Euro, the consequences of these decisions are exacerbated by the uncertainty regarding the methods through which a Member State could manage its current assets and liabilities denominated in Euros and the exchange rate between the newly adopted currency and the Euro.

In addition, a collapse of the Eurozone could be accompanied by the deterioration of the economic and financial situation of the European Union and could have a significant negative effect on the entire financial sector, creating new difficulties in the granting of sovereign loans and loans to businesses and involving considerable changes to financial activities both at market and retail level.

These events may have a material adverse effect on the Company's business, financial position and results of operations.

RISKS RELATING TO THE SHARES

Vienna MTF

The Company's Shares will be listed on Vienna MTF of the Vienna Stock Exchange. Vienna MTF is an MTF (multilateral trading facility), *i.e.* not an EU/MiFID regulated marketplace. Companies with securities listed on Vienna MTF are not obliged or forced to comply with the same rules as companies with shares traded on a regulated marketplace, but to less extensive rules and regulations. Such rules and regulations are preferably adapted for smaller and growth companies, why an investment in a company listed on Vienna MTF may imply more risk than an investment in a company with securities traded on a regulated marketplace.

Risks connected to a deterioration of the Issuer's creditworthiness

After subscription, the price of the Shares may be subject to negative variations in cases of deterioration of the Issuer's financial situation or of its creditworthiness. This may have an impact on the price of the Shares on the secondary market.

Risk of change in tax regimes

Any future adverse changes in general to tax regimes applicable to the Issuer would have an adverse impact on its future results of operations and cash flows.

Changes in law may adversely affect returns to holders of the Shares

The Shares will be governed by English law. No assurance can be given as to the impact of any possible change to English law. Any change in the Issuer's tax status or taxation legislation or practice could affect the Issuer's ability to provide returns to the shareholders or alter post tax returns to the shareholders.