



VOPY AB (PUBL)

NEW SHARE ISSUE

OCTOBER - NOVEMBER, 2022

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The new share issue ("Offering" or "Issue") in Vopy in accordance with the terms of the information memorandum ("Information Memorandum") is only directed to existing shareholders in Vopy and to other members of the public within the EU, England, and Norway. In the Offering, "Vopy" and "the Company", depending on the context, refer to Vopy AB (publ) or the group where Vopy AB (publ) is the parent company. The new share issue is not directed to persons domiciled in the United States, Canada, Japan, Australia, Hong Kong, New Zealand, Switzerland, Singapore, South Africa, or in any other country, where participation in the new share issue would require a prospectus, registration or other measures than those required by Swedish law or would be contrary to the regulations of such country. Accordingly, the Information Memorandum, subscription forms, and other documents related to the new share issue may not be distributed in or into the above-mentioned countries or other jurisdictions, where such distribution or participation in the

new share issue would require a prospectus, registration, or other measures.

No shares or other securities issued by Vopy have been or will be registered under the United States Securities Act of 1933, or under the securities laws of any state of the United States or any provincial law of Canada. Therefore, no shares or other securities issued by Vopy may be transferred or offered for sale in the United States or Canada other than in such cases that do not require registration. Subscription of shares in violation of the above may be considered invalid and disregarded.

By signing the subscription form in the Issue, the investor has confirmed that he/she has read the Information Memorandum and understood the risks associated with an investment in the financial instruments.

EXECUTIVE SUMMARY

| | | | | |
|--------------------------------|--------------------------------------|---|---|---|
| <p>Founded 2017</p> | <p>2022 Revenue start</p> | <p>2023 Volume shipments</p> | <p>HQ in Stockholm With presence in Norway, Canada, and Pakistan</p> | <p>MSEK 105 Seed invested up to date</p> |
|--------------------------------|--------------------------------------|---|---|---|

IN SHORT

Vopy is a Swedish fintech company with the goal to become a world leader in embedded finance.

Vopy’s cloud-based B2B2C solutions **enable any company** to offer **plug-and-play-ready financial services** such as digital wallets, real-time payments, credits, and payment cards embedded on their platform - directly to it’s user base under the customer’s own brand.

We provide our **customers** with a tool to **lower their churn** while **increasing revenues** and user value, **without the need** for our customers to acquire a banking license, and build up complex technology or expertise for providing financial services.

SALES WITH HIGH POTENTIAL

- A large and rapidly growing market, expected market value in 2030 is 7.2 trillion USD
- Global sales with a focus on Europe and Asia
- High customer demand with a solid sales pipeline
- Aims to reach some 70 million active users within 5 years
- An initial gross margin of 70% (startup costs in 2022-23 excluded), expected to increase during the next 2-3 years with a goal of +75%.
- Attractive financial potential due to substantial growth of revenues, over time decreasing COGS/revenues, and a significant slower increase in OPEX than for revenue, paving the way for high EBITDA margins.



Vopy provides Embedded finance

Embedded finance is when a non-financial company or brand includes, or adds financial services – such as banking, lending, or payments - into their offering.

A LETTER FROM OUR CEO

Several new business opportunities have materialized as we have taken up and intensified previous dialogues with several companies in our sales pipeline. I am impressed by our dedicated employees and their energy in creating new solutions and driving our business forward.

The most prominent opportunity is the segment of Remit Home, where we, together with several customers, are now creating a competitive solution for transferring money between Europe and India, Bangladesh, Singapore, and Nepal. These countries have large populations; our customers have large user volumes readily available for rapid onboarding. We have solved the technical and regulatory challenges, and now intensive work remains to get the solution in place where we expect the first customer to start at the beginning of next year.

We see great opportunities both with already signed customers as well as the customer in our sales pipeline soon ready to sign. We have established new areas of applications such as Remit Home and Platform as a Service, and received more evidence that our platform contains unique features that are in demand by major players in the market.

The pilot with our large MNO customer is well underway, and we have started generating revenue based on performed credit scoring of selected MNO user groups. We are together with the customer now planning for phase two, which includes more services and a broader rollout.

We also see an interest in our technology platform, including from various neobanks in Asia, where our multi-tenancy journal enables various B2B2C solutions required for embedded finance. We now offer our Platform as a Service to fintech-related companies. The revenue per user is slightly lower than other opportunities, but the volumes are large, which makes this an exciting opportunity where we expect initial revenue in Q1 next year.

Our burn rate during the year's first half has been approximately SEK 5 million per month. To strengthen our financial sustainability, we have efficiently lowered our base burn rate to a level of SEK 2.2 million per month for the second half of 2022.

To ensure the Company's continued financing and be able to drive the Company to a "post-revenue" position stably, we are now carrying out a new share issue of maximum SEK 25.35 million with a minimum subscription of SEK 15,000 at SEK 0.75 per share. The Issue is structured as Units where each Unit includes 40 shares and 25 warrants (exercise price of SEK 1 and an exercise period just over a year from the registration date of the Issue).

With this offering, we would like to invite all shareholders to participate while also welcoming new shareholders.

Kim Forssell, CEO



PRODUCTS AND SERVICES

VOPY PROVIDES EMBEDDED FINANCE

Vopy - a fintech software company - enables any company to on their platform offer plug-and-play-ready financial services directly to their customer base under their own brand - without the need to acquire a banking license, and build up complex technology or expertise for providing these financial services.

Vopy can, due to proprietary and patented techniques manage a large volume of complex transactions faster, safer and at a lower cost than traditional banks.

BROAD RANGE OF SERVICES

Vopy offers a broad range of financial products and services with a high focus on user value and user experience. Customers can combine modules to fit their needs. New features and offerings are continuously produced. As a full-service provider, Vopy has the potential to become a leading tech platform in mobile-first embedded finance.

| | |
|-------------------------------------|--|
| <i>Digital wallets</i> | <i>International remittance</i> |
| <i>Payment card & methods</i> | <i>P2P Instant free money transfer</i> |
| <i>Credits, buy now - pay later</i> | <i>Regtech/onboarding**</i> |
| <i>Loyalty programs, Ads*</i> | <i>Licensing & compliance</i> |
| <i>Market Place services*</i> | <i>Savings & salary accounts*</i> |

* Planned for 2023.

** Regtech/onboarding is both software and services needed to perform necessary compliance measures when onboarding new users.

We run a **cloud-based proprietary tech platform** with high scalability, using high-end security standards based on Visa Security Framework with transactions stamped in a blockchain ledger. AI is an important parameter on the platform and Vopy's solution includes a strong database engine.

All solutions can be embedded in customers' existing apps and infrastructure through our **API** (application programming interface), or purchased as ready-to-use apps – **white-labeled** with customers' logo and skin.

Our white-labeled apps are written with a mobile-first mindset. The end-user typically uses our products and services on their mobile or tablet.

PRODUCT LINES

Services are offered in 3 main product lines where **Embedded Finance** is our full offering with all integrated services included.

Platform as a Service (PaaS) contains our core services (wallets, transactions abilities, and ledger technology), but without banking services or banking licenses. Instead, these financial services are provided by the partner we deliver to.

Remit Home is a dedicated solution aimed mainly at Asian citizens working in Europe that need to send money back home fast, securely, and at a low cost.

BUILT WITH PARTNERS

Vopy strengthens its position in the market and towards customers in partnership with suppliers. Vopy develops and owns the software that ties all parts together, development is produced in-house as well as by external consultants/partners depending on current workload and needs.

We also rely on partners for services like banking, compliance, and card transactions. These partners vary depending on what country we address, and they are an important part of our combined offering to our customers.

INTELLECTUAL PROPERTY

Vopy holds three patents that cover important solutions within IoT localization, Secured Zone-based transactions, and branched stemmed blockchains that allow high-speed, high-capacity blockchain transactions (see also on <https://patents.google.com/?assignee=vopy&oq=v>)

BENEFITS FOR OUR CUSTOMERS

Vopy's offering is designed for consumer brands, tech providers, community platforms, and others. Customers can achieve:

- 1 Reduced churn**
Increased relevance for the end-user brings higher engagement, retention, and lowers user acquisition costs
- 2 Increased revenue**
Open new revenue streams by offering new and relevant financial services
- 3 Return on excess liquidity**
Customers' surplus liquidity can be lent to end-users through our lending platform.
- 4 Competitive advantage**
Keep up with evolving customer needs and preferences, and attract new users

BENEFITS FOR OUR CUSTOMER'S USER

The end-user, Vopys' customer's customer, is at our center. Each feature and function must add value to end-users.

- 1 Savings and control**
Save time and money by having better control of costs, spending and by using automated saving
- 2 Convenience**
Having seamless access to a one-stop-shop for core and added financial services
- 3 Financial freedom**
Manage all your financials from your mobile. Transfer of funds abroad - instant, free and secure.
- 4 Financial flexibility**
Receive instant short-term and hassle-free credits to cover unexpected costs.

COMPLIANCE AND ESSENTIAL PARTNERS

REGULATORY SERVICES

Vopy provides its customers with a complete set of software, know-how, and regulatory services that are compliant with each market's financial regulations.

Our banking partners and card issuers are compliant with the financial regulations that apply in different markets. When entering new regions, we will team up with new banking partners and/or card issuers for the respective region.

We connect our own ecosystem of services (darker areas in the graph below) with the traditional banking system through partners (lighter areas in the graph below) for various purposes. Vopy has a coordinating function in compliance matters with its partners.



BANKING PARTNER

Vopy integrates its platform with banking partners in the respective regulatory market.

For the European market, we use a European-based banking partner that supplies us with services such as **SEPA** (Single Euro Payments Area) transactions as well as full **KYC** (Know Your Customer), **AML** (Anti-Money Laundering), and **PEP** (Politically Exposed Person) control when onboarding new users. Our banking partner monitors all account transactions in real-time to prevent and avoid fraud and money laundering. It also connects each Vopy wallet to an **IBAN** account.

Our European banking partner also makes a broad offering of banking services available to our European users which considerably shortens our Time to market.

Future expansion of banking services provided by our European banking partner includes salary accounts, transfers to accounts, various savings products and loans, and payment of bills to European end-users.

CARD ISSUER (BIN SPONSOR)

The card issuers are responsible for KYC/AML/PEP checks when customers apply for cards, They monitor all card transactions in real-time to prevent and avoid fraud, and money laundering.

Our card issuers produce card numbers, virtual and physical cards of different types (prepaid, credit, or debit).

PROCESSOR

All card transactions pass a processor, which is a company that handles the technical integration between Vopy, Mastercard, Card Issuers, and the international payment rails.

While card issuers can vary depending on the region of the world, Vopy uses the same transaction processor globally.

STRONG TEAM

Vopy presents highly **experienced team members** from industries like **fintech, banking, telecom and gaming** with strong competence in customer success, compliance, fintech development, and sales.

Vopy has recruited key employees and management that have the experience, past track record, and know-how to make Vopy a fast-growing company in a fast-growing sector of the financial industry. Some of their past experience include:

- Built financial services companies that catered to over 25M end users.
- Founded and scaled SaaS and financial services companies through IPO and successful exits
- Established businesses in over 30 countries

- Chairman and board member in "The IPO of the year" in 2019 in Sweden
- Established Best in Class transactional platforms for millions of users

Vopy has 18 FTE (full-time equivalents, both employees and consultants), and the number is forecasted to rise to 35 FTE at the end of 2023 and 110 FTE at the end of 2024. Our HQ is situated in Stockholm and we have a presence in Norway, Canada, and Pakistan.

The R&D department continuously develops and maintains innovative software. Sales & Marketing is dimensioned for fast expansion and Customer success is ramping up to meet customer demand for implementation, software know-how, and support.

MANAGEMENT TEAM



KIM FORSELL, CEO

Kim is a serial entrepreneur with over 25 years of expertise in startup and scaleup of companies globally. Kim holds two advanced degrees in MSc in Industrial and Systems Engineering and an MBA.



LUIS IZGUIERDO, CTO

Luis has over 20 years of experience in leading global teams to building award-winning, customer-centric cloud enterprise solutions. MSc. In Computer Science from the University of Victoria, Canada.



JOAKIM KEDBRANT, COO

Joakim is an experienced leader with over 25 years of local and international experience, from start-ups to large corporations in challenging and competitive environments.



STEIN ERIK NORDMO, CCO

Stein Erik has over 20 years of experience in the telecom and financial service industry. A member of the founding team of Telenor Financial Services that serves more than 20 million customers in unbanked markets in Southeast Asia.

BOARD OF DIRECTORS



SVEN HATTENHAUER, CHAIRMAN

Entrepreneur and team builder with extensive experience in building companies within the software industry. Known for getting things done and finding new ways to create better solutions. Passionate in leadership helping teams and leaders to do the same.



HELLEN WOHLIN LIDGARD

Focused the last 20 years on developing fast-growing profitable companies, primarily in the IT sector. Highly respected in the Swedish business community with extensive experience in financial transactions, and IPO's as well as from various CEO/board positions.



TOMMY SUNESSON

Has successfully during 40 years, started, built, and sold companies in various sizes and constellations. Has accumulated an enormous amount of knowledge and experience. Now successfully working as an investor and advisor for more than 10 years.



GUNNAR BYLUND

Combines technical knowledge based on a highly-skilled software developer background with a strong interest in business and people. This unique combination has enabled him to build organizations and lead teams of developers and consultants since 2008.

FAST GROWING GLOBAL MARKET

Embedded financial services (payments, lending, insurance) is a fast-growing market that is expected to alter the financial landscape and be a dominating global market within a few years.

US market alone is expected to grow x10, from 22B USD in 2020 to 230B USD in 2025*, replacing cards with digital wallets, driving the growth as a prime way of payment.

The global market is expected to reach 7.2 trillion USD in 2030**. As a comparison, the market cap of the top 30 global banks and insurance companies was 3.6 trillion USD in 2020**.

GROWTH DRIVERS

A number of general growth drivers facilitate the growth of Vopy's financial services. In adding Vopy's financial services to business models, for instance, mature trusted brands can facilitate revenue and profit increases.

Globalization and digitalization of financial services is at full speed, structural changes are putting pressure on traditional banks and financial institutions. Increased globalization brings increased demand for instant, safe, cost-efficient, and global financial transactions.

Increased price pressure and competition in mature sectors put pressure on revenues and margins, for instance, telcos foresee even shrinking revenue streams on some of their current core activities. Business model innovation is quickly copied by competitors resulting in increased margin-pressure. A need for complementing their business models arises.

Mature sectors often experience **low customer retention rates**. Large investments are made to improve retention and increase customer loyalty. Many mature trusted brands are often over-capitalized and face a **low ROI on excess liquidity**.

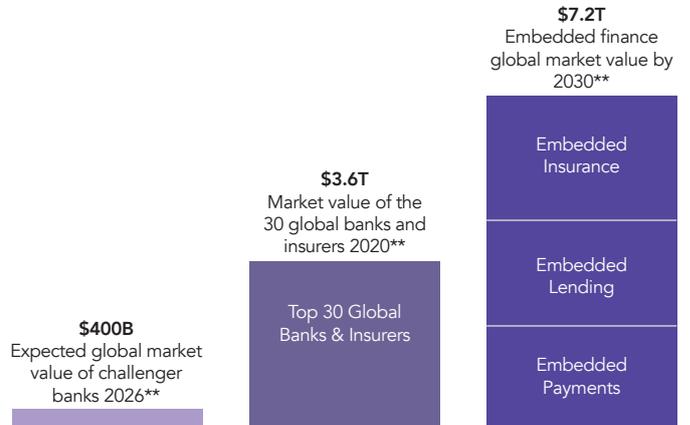
WHY NOW

Several simultaneous driving forces occur in the market, they provide a strong foundation for Vopy's business case. Furthermore, the competitive situation is favorable in the short term, where there is an "open window" for Vopy to act and reach large volumes and position the Company in the market to become Category Captain within embedded finance. As far as we know, no suppliers offer the full B2B2C service that our customers ask for and we deliver. The main driving forces are:

OLD SCHOOL BANKS LOSE COMPETITIVE EDGE

In the light of the above-mentioned globalization and digitalization of financial services, there is clearly a demand for new financial services. New ways of marketing, selling, and distributing financial services present a golden opportunity for companies like Vopy, offering broad embedded financial services.

The Neobank trend is an obvious sign showing this. But their business models have flaws since their customer acquisition costs are far too high while Vopy has very low customer/end-user acquisition costs..



A NEW FINANCIAL DIGITAL GENERATION GROWS FAST

A multitude of specific payment solutions is introduced rapidly. In-app payments and buy-now-pay-later are already here. A new digital generation of services including tokenization and Metaverse services are expected to take a larger and larger place in our everyday lives. Vopy's offerings will logically include embedded services also for these new environments.

NEW REGULATIONS FACILITATE NEW SOLUTIONS

Open banking (PSD2) and other changing bank regulations enable a new type of banking solutions, where integrating with existing structures nowadays is more beneficial for non-financial companies (Vopy's main target customers) seeking to add financial services, than building everything from scratch on their own.

Vopy offers a full B2B2C turn-key service package, mainly targeting customers that are non-financial companies.

TRUSTED BRANDS FORESEE DECLINING PROFITS

Many trusted brands, like telcos, utility companies, and department stores, struggle in a competitive environment showing a need for enhancing their business models. Revenues and profits have lately been under pressure and, for instance, telcos foresee shrinking revenue streams in some of their current core activities.

Vopy's embedded financial services showing clear end-user and customer benefits are a perfect match for these companies - with already large customer bases and a high level of trust - in seeking additional revenue streams.

Vopy reaches the market, among others, through trusted consumer brands, eliminating the problem of high customer acquisition costs. In reaching the market through trusted consumer brands, Vopy eliminates the problem of high customer acquisition costs.

* <https://www.statista.com/statistics/1272191/embedded-finance-market-size-usa/>
 ** August 2020, <https://www.fintechfutures.com/2020/08/embedded-finance-a-game-changing-opportunity-for-incumbents/>

BRANDS NEED NEW WAYS TO LOWER CHURN

Mature sectors, such as trusted brands in telecom, retail, and among utility companies, often experience too low customer retention rates in a competitive environment. Large investments are made to increase customer loyalty and these companies need new ways to improve their customer loyalty even further.

Vopy’s embedded financial services are a perfect match for these companies presenting a new way to offer additional end-user benefits in order to increase customer loyalty and reduce customer acquisition costs.

FINANCIAL INCLUSION OF THE UNBANKED

Some 1.8B adults globally are unbanked, despite the fact that most of them work and earn money. Often they don’t fit into the customer templates of ordinary banks, or they lack confidence in ordinary banks. Since they are excluded from the banking infrastructure, they face obstacles in moving money, saving money, or taking up credit.

In emerging markets, unbanked people also are the “mobile-first” generation, and almost all of them have a smartphone. They have income, use cash, and do not see the benefit of old-fashioned bank services. Most of the unbanked people live in Africa, Asia, South America, and also in Eastern Europe and former USSR.

Instead, they place trust in their mobile network operator (MNO), giving their MNO a perfect way to attract customers with financial services, preferably supplied by Vopy.

COMPETITORS

Vopy has no direct competitors today. This will change, which is why our **Time to volume** strategy is our number one priority.

The competition initially comes from startups since existing players (banks) normally lack the software and the ability to change business models.

Apart from traditional banks and financial institutions, our competition covers three main sectors:

- **B2C** - basically most of the neobanks offer services directly to end users. Since they often want to establish their own brands, these companies are less inclined to offer their services to existing brands - and they lack the technical base to do so.
- **B2B** - a variety of tech startups offering banking as a service (BaaS) to financial institutions starting up or seeking a more modern platform. Non-financial brands on the other hand, normally face huge investments if they want to offer financial services since they normally do not have the organization and knowledge needed.
- **B2B2C** - offering financial solutions to other companies’ customers, in cooperation with the companies and often under the company’s brand. For non-financial brands, a B2B2C solution is a perfect fit since it is delivered to non-financial brands as a turn-key service. But it is also very demanding for the delivering party to produce from both a technical as well as a compliance perspective.

As far as we know, today no suppliers offer the full B2B2C service that our customers ask for and we deliver. Consequently, there is a great window of opportunity now for Vopy but it will not last forever, which is why our Time to volume strategy is so important in reaching our market fast and efficiently.

MAIN MARKET SEGMENTS

| | |
|--|---|
| <p>Digital growth companies</p> | <p>Fast user growth demands competitive solutions. These companies normally look for a smooth way to extend their offering and strengthen their customer relations with a layer of financial services. They represent great growth potential for Vopy. Our white-label products and API provide a solution with a quick startup phase.</p> |
| <p>Trusted consumer brands</p> | <p>Trusted consumer brands (telcos, utility companies, etc) struggle to keep customer retention at high levels. Many trusted brands also experience fierce competition. Telcos, for instance, foresee shrinking revenues in some of their core revenue streams, where embedded finance can provide a huge opportunity. By adding a layer of financial services, brands can improve their user experience, lower their churn, increase their revenue/user, and activate liquidity surplus.</p> |
| <p>Neobanks and Financial service companies</p> | <p>Sending money “back home” comes with risk, cost and delay for millions of people working outside their native country. We give our customers - mainly larger service providers in cooperation with national banks in emerging countries - a tool to offer their users remittance that is instant, free, and secure. Neobanks that seek to extend their offer into embedded finance, often need to add a multi-tenancy level to their platform - we call it Platform as a Service (PaaS).</p> |

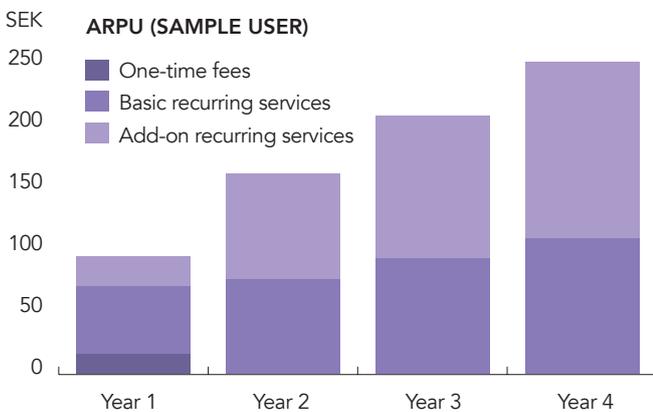
BUSINESS MODEL

REVENUE MODEL

BASIC FEES AND REVENUE SHARING

Vopy’s revenues include one-time fees, basic recurring revenues, and add-on recurring services. Both basic recurring revenues and add-on recurring services are expected to considerably contribute to Vopy’s revenues (see also graph below).

Vopy charges a monthly basic fee per user depending on the type and level of services activated by the user. Apart from that, Vopy shares revenues from transactions and interest on loans with its customers based on varying sharing ratios.



One-time fees are generated from KYC/AML/PEP, consulting services, and starting fees when implementing a new customer.

We charge a monthly fee for our **basic recurring services** regardless of volume or number of users. We also charge customers per active user/month for wallets, cards, transactions, and payments.

Add-on recurring services generate considerably higher margins since they generate added revenues without significant added costs. As add-on services we count all credit- and lending products, ads, and sales of various third-party products. We expect that a large part of add-on services will be based on revenue sharing.

CREDITS

Vopy has agreements with partner banks for lending, the bank lends from its own book and has the credit risk. Customers can choose to lend money to the bank, which then lends the money to the customers’ users. The **interest surplus is shared** between the bank, the customer, and Vopy.

HIGHLY SCALABLE BUSINESS MODEL

Several important factors contribute to expected high economies of scale for Vopy, the main ones being:

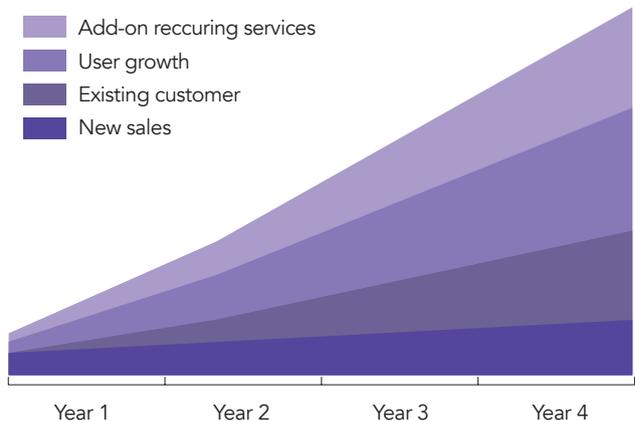
- **Shared revenue SaaS business model** for high-margin rapid growth.

- Customers gain from increasing transaction volumes as well as an increasing number of users. **Vopy gains from user increase**, charging a monthly amount per active user as well as from increased user transaction volumes.
- **High economies of scale** where the relation COGS/ revenues are expected to decrease over time as revenues increase and OPEX - after an initial establishing phase - is expected to increase significantly slower than revenues.
- **B2B2C** = Vopy ships to companies, and their customers use our services resulting in very low user acquisition costs for Vopy.

GROWTH POTENTIAL

The growth potential for Vopy is high. There are four main parameters underscoring that assumption.

- High demand creates **new sales** from rapid customer growth.
- Generated revenues from existing customers **increase accumulatively**.
- Growth companies **grow in user count**, and Vopy grows with them. Consumer brands increase their conversion rate over time.
- Users are offered **add-on services** like loans, short-term credits, insurances, etc within our Market Place.



BILLING

According to our signed contracts and our business model, we invoice our customers monthly based on the previous month’s user number and accumulated revenues in our revenue-sharing arrangements.

Normally, only active users are billed, meaning the user has to apply for a Vopy wallet to become an active user. For our Remittance solution, we sometimes bill our banking partner directly, earning a volume-based fee as well as an FX (foreign exchange) markup, regardless of if a Vopy wallet is active or not.

CUSTOMER SEGMENTS

We address different segments of customers with different products and services that are cost-efficient for our customers. Vopy primarily targets telcos, utility companies, retail companies, digital growth companies, and social media platforms that often have strong brands and a large or fast-growing customer base. Vopy also targets neobanks and remittance suppliers.

Pricing levels and structures vary. While Trusted consumer brands, Neo banks, and Digital growth companies normally

generate a monthly revenue per user, they can also generate transaction-based revenues from lending services.

Revenues from Remit Home are mainly transaction-based, meaning that our revenues increase as the total remitted amount increases. Finally, pricing of the Core Platform services (PaaS) is normally a mix of a monthly SaaS fee combined with an additional monthly fee per end-user.

TRUSTED CONSUMER BRANDS

- Include telcos (MNOs), utility companies, and retail companies
- One of **Europe's leading MNOs** with +20 million mobile subscribers in 7 countries (Head office in Austria with operations across Eastern Europe) has signed an agreement with Vopy
- Vopy is now executing a Proof of Concept, enabling credit scoring of the MNO's customers in order to scale payments and digital small loan offerings (buy now, pay later) across the MNO Group through the MNO consumer app as well as Vopy's other range of services

DIGITAL GROWTH COMPANIES

- A Scandinavian **digital marketplace for students**, helping millions of students abroad to apply for and carry out studies in Europe has signed an agreement with Vopy. The digital marketplace plans to provide financial services as part of its services to its customers - based on Vopy's white-label app.
- Previously already contracted customers **Skape** and **Spotlite** are facing internal resource challenges in their technical development. Our assessment is that Vopy will start shipping at the earliest in H2, 2023. They are not a part of our forecast at the moment.

REMITTANCE SUPPLIERS

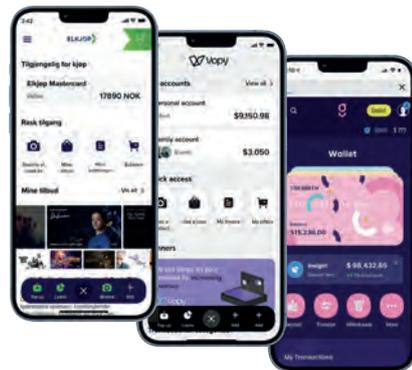
- We are in a agreement process with 4 major Asian remittance suppliers, with very large customer bases with the potential of generating very large volumes over time.
- Vopy will act as their European gateway, enabling their customers to send money from Europe to their home country.
- Remitted money is **accessible** at the receiver account **within minutes**, in a secure way at an end-user cost that is fractions of other alternatives.

NEOBANKS

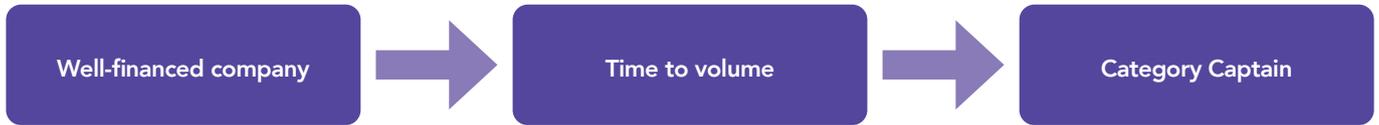
- Vopy has signed an agreement with **Geni Financial Services Limited** in the UK. Geni will develop a Vopy-based "Neobank", its users have large amounts of indemnities adjudged with the bank's assistance.
- Instead of having to wait up to 6 months for the claims to be paid to the claimants as is normal today, a Vopy-enabled Geni account can be automatically created for the claimants whereafter the claims can be paid immediately to the claimants' Geni account. Vopy plans to include additional Vopy financial services on the Geni accounts.

CORE PLATFORM

- We offer our **Platform as a Service (PaaS)** including the wallet tech stack and ledger technology, but without any banking licenses or banking services. Instead, these services will be provided by the partner.
- Typical customers are other software suppliers and in some cases, neobanks that seek to expand their capabilities. PaaS allows customers to build their own financial service offering using our platform in combination with their own services.
- One customer is already contracted while we are in final negotiations with several others.



STRATEGY



CATEGORY CAPTAIN

Our long-term goal is to own the strategically important position as **Category Captain** of embedded finance and to be perceived as the global market leader of embedded finance.

TIME TO VOLUME

Our most important short-term priority is **Time to market** and **Time to volume** securing long-term substantial growth.

We have a great opportunity to dominate the embedded finance arena worldwide. The strategy to accomplish this includes three major steps:

- **Step 1 - Pre-launch.** Both technical and compliance aspects are completed, and one last integration is planned to be ready in Q4 2022. With several signed contracts we are maintaining a healthy sales pipeline.
- **Step 2 - Launch.** Signed customers are waiting for us right now. After go-live in Q4 2022, we anticipate a few months of evaluation and quality assurance before we see rapidly growing user volumes.
- **Step 3 - Expansion.** This phase of fast growth in customers and end-users is expected to start early 2024. It requires very large recruitments to manage demand in the roll-out phase visavi a large number of customers, including customer success, i.e. in short to help customers launch their offer of Vopy's financial services to their customers including support, and future development.

KEY STRATEGIC FACTORS

A **well-financed company** is an absolute precondition to reach our Time to volume targets. Limited financial capacity is currently the major factor limiting our speed of growth.

Other key strategic factors for success are scalability and a strong focus on volume, compliance competence, a broad product/service offering, and highly skilled customer success.

GO TO MARKET STRATEGY

1

LEAD GENERATION

We use automated inbound marketing combined with social media specialists for generating qualified leads.

2

SKILLED SALES

Short and rapid sales cycles. Closing is highly dependent of our selling skills, which is why we focus on hiring only top sales reps with a proven track record in similar businesses.

3

INSTANT ONBOARDING

We are committed to supplying our customers with tools that can be up and running quickly, days instead of months. Customers' internal processes often require more time than our integration does.

4

CUSTOMER SUCCESS

We depend on our customers' success in getting their users to utilize our services. Our Customer Success manager's task is to help our customers expand rapidly and successfully in delivering to their end-user base.

OPERATIVE OBJECTIVES

| Year end | ARPU (SEK) | Users (M) |
|----------|------------|-----------|
| 2023 | 203 | 0.9 |
| 2024 | 207 | 3.9 |

Annual ARPU (Average Revenue Per User) will be based on agreements, be **SEK 203** at launch in Q4 2022. Future contracts with higher prices and increased activation of our modules are expected to generate an increasing ARPU, we expect the annual ARPU to **exceed SEK 360** within 5 years.

The ARPU is affected by our mix of customers, and how fast the respective customer segments are growing.

+75%
Gross margin

SEK +360
Annual ARPU

15%
Conversion rate

Conversion rate is the share of each customer’s user base that activates our services, reduced with an assumed user share that ends their subscriptions. Our customers generally expect that 25-45% of their users will convert to a Vopy-based wallet. We have sharply reduced our customers’ assumptions on conversion rates for their customers (=end-users). Our estimated conversion rate is 15% which is expected to increase slightly over time, and is somewhat higher than our previous assumptions of 12% due to changes in our customer mix and customer assumptions.

The **gross margin** according to agreements **starts at 70%** (startup costs in 2022-23 excluded) and is expected to increase with increasing volumes, increased efficiency, and increasing economies of scale. Our gross margin goal is **+75%**.

The expected gross margin is based on a contracted customer mix and in addition not yet contracted assumed future customer mix.

Vopy aims to become a global top brand within embedded finance - to be **Category Captain**.

With a large user base, we can change the way financial transactions are carried out in a broad perspective and include millions of people, many of whom are unbanked, into the global financial system.

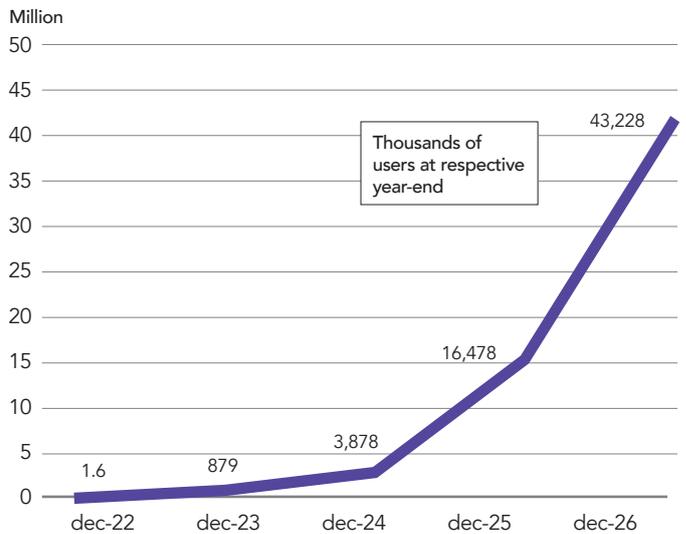
Based on our current sales pipe and expected future increase of customers, the user count is anticipated to grow significantly during the next 5 years, bringing our active user base to levels around **70 million users**.

We expect rapid growth of users due to a forecast growing number of customers, a growing number of end-users of our customers, as well as a growing portion of their end-users using our platform (increasing conversion rate).

As a consequence of the two main revenue drivers (rising ARPU and number of end-users), and economies of scale, **EBITDA margin is expected to increase** significantly during the coming 5 years and reach a potential level of some **70%**.

However, in practice, future EBITDA margin is expected to be somewhat lower, while maintaining a very healthy level, due to substantial future efforts and costs to grow fast and become Category Captain.

FORECASTED USER GROWTH



Vopy has chosen a zero-cost transaction model including a monthly fee based on the number of active users and chosen palette of services and for some services revenue sharing. It is cost-efficient for customers and gives Vopy a good balance in revenues and reduces risk. Revenue sharing and a sharply increasing expected number of end-users, add plenty of potential to Vopy’s revenue mix.

LONG-TERM KEY OBJECTIVES

+70 million
active users

New global instant
payment standard

Drive financial
inclusion of the
unbanked

Offer a zero-cost
transaction model

Category Captain of
embedded finance

SALES, ROLLOUT, AND USER GROWTH

- 6 customers and 2 partners/resellers signed and ready for delivery.
- MOU signed with 4 companies in agreement finalization phase.
- 20 quotes delivered - 15 cases have agreed on terms.
- 40 active leads based on reactive sales only.

SALES PIPELINE

We experience substantial demand globally. We forecast 3.9M active users within 24 months from rollout, i.e. in Q4 2024. A very strong sales pipeline facilitates future growth and we expect our pipeline to grow rapidly. Our geographical sales scope is global with a focus on Europe and Asia.

Most cases in our sales pipeline are large companies with large customer bases, presenting a huge potential user base for Vopy. If contracted customers and the cases in our pipeline close a deal with Vopy and convert 15% of their users, we would have the potential to reach a level of some 70 million users within 5 years, not counting all the customers outside our pipeline.

Outbound sales and proactive sales and marketing efforts have started in Q2, 2022.

The Scoping & agreement phase is where we define the scope of the customer project, and what is to be delivered to the end-user once we go live.



FORECAST BACKGROUND

The forecasted user numbers and levels of ARPU form the basis for the calculation of revenues. We chose to build our forecasts for user increase and levels for ARPU in a moderate way.

The contracted MNO with +20 million mobile subscribers in 7 countries, will according to plans start generating revenues in Q1, 2023, and larger volumes of users are expected in Q3, 2023.

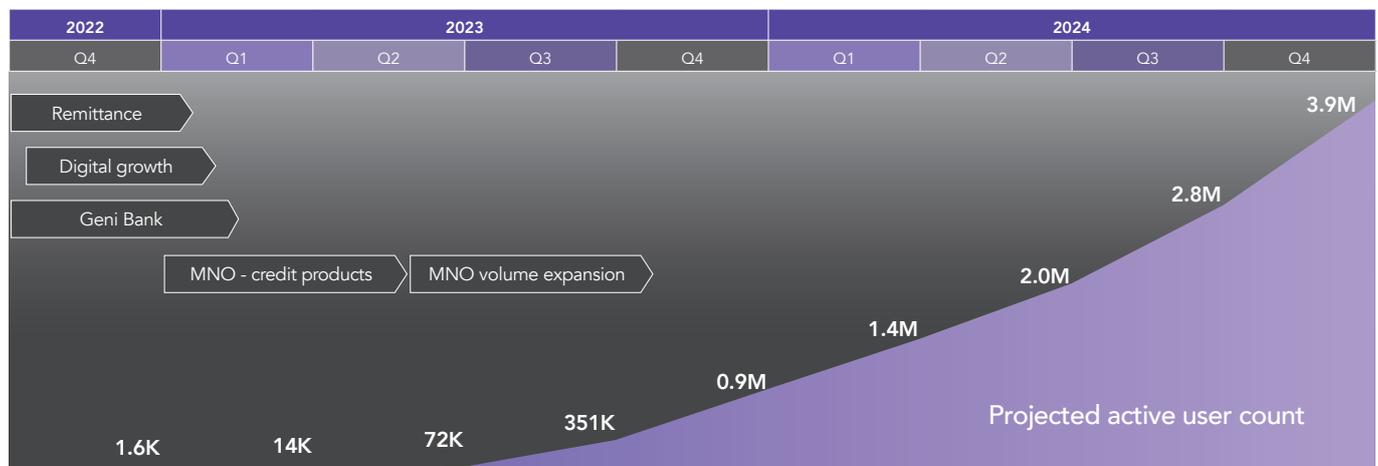
Invoicing to contracted customers in Neobanks and Digital growth is planned to start in small numbers during Q4, 2022. We don't expect high user numbers in the first year.

Invoicing to our potential customers in Remittance is expected to start in Q1, 2023. We have chosen a very moderate view on the potential in this invoicing which can easily tenfold if the customers succeed with their plans.

Our assessment is that Vopy will start shipping to our contracted customers Skape and Spotlite at the earliest in H2, 2023. Shipments have been postponed due to internal resource challenges in their technology development.

We expect ARPU to amount to SEK 203 in 2023, and increase to SEK 207 towards the end of 2024 and SEK 324 towards the end of 2025 and reach SEK+360 within 5 years. The currently forecasted increased ARPU is based on a more favorable customer mix over time and expected increased activation of our financial services by the end-users.

ROLLOUT PLAN AND EXPECTED USER GROWTH



The first roll-outs are planned to take place at the end of Q4, 2022 and the beginning of Q1, 2023, delivery volumes are expected to increase rapidly from Q1, 2023. User count is expected to

grow from 1,600 by the end of 2022, to 0.9M at the end of 2023 and 3.9M users at the end of 2024. The growth rate is expected to increase rapidly in the coming years. Roll-out is currently expected for another 3-4 customers during 2023.

FINANCIALS

The forecasted P/L and cash flow statement are based on the six contracted customers described on page 10 and our existing sales pipeline. Our forecasts are on the conservative side.

OPEX/revenues and COGS/revenues relations are expected to decrease, creating the potential for high margins. OPEX is reduced due to activated R&D (see cash flow statements).

The gross margin according to agreements starts at 70% (startup costs in 2022-2023 excluded) and is expected to increase with increasing volumes, increasing efficiency, and increasing economies of scale where our goal is +75%. The expected startup costs in 2022-23 in COGS are forecasted to generate gross margins below our goal of +75%.

As a consequence of the two main revenue drivers (rising ARPU and number of end-users), and economies of scale, EBITDA margin is expected to increase significantly during the coming 5 years and reach a potential level of some 70%. However, while maintaining a very healthy level, the future EBITDA margin is expected to be somewhat lower, due to substantial future efforts and costs to grow fast. The forecast EBITDA margin for 2022 is expected to be negative, positive in 2023 and turn to a good 51% in 2024 (EBITDA of SEK 487M).

We expect to reach break-even on a monthly basis at the end of 2023 with regard to EBITDA and cash flow from operations. Tie-up of capital in the working capital is assumed to be zero due to planned payment models. Amortization will increase during 2023-2024 in pace with increased shipment of new software. Amortization amounted to SEK 21.9M in 2021.

Financing in the tables to the right, includes the ongoing issue of SEK 25.3M, a planned directed share issue of equal size early 2023, and full exercise of warrants in 2023 including warrants of the ongoing new share issue (SEK 21.12M) and planned warrants of the new share issue planned for the beginning of 2023 (roughly SEK 20M).

The Company has no interest-bearing loans, all funding has been implemented through share issues. Vopy has no intention to finance the Company before break-even by raising interest-bearing loans. No interest-bearing loans are included in our forecasts. The ongoing share issue is preceded by a bridge loan of SEK 8.25M that results in a temporary debt which will be converted to shares as a part of the ongoing share issue. Interest cost of SEK 8,25M will be reported in H2, 2022, and will be set off against issued new shares outside of the Issue.

We aim to position Vopy in a secure manner. We maintain a flexible organization with extensive use of consultants. This gives us the option to adapt the organization to current circumstances increasing or decreasing the number of consultants without reducing quality. The burn rate in H1 2022 was approximately SEK 5M per month, which we have reduced to a level of SEK 2.2M per month in base burn rate for the remaining part of 2022 as part of a cost cutting program.

In H1 2022 no revenues were recorded and EBITDA amounted to SEK -25.5M after R&D activation of SEK -5.2M.

BALANCE SHEET PER 2022-06-30 (KSEK)

| ASSETS | |
|---------------------------------------|----------------|
| Fixed assets | 129,991 |
| Current assets excl. Cash and bank | 2,554 |
| Cash and bank | 5,598 |
| TOTAL ASSETS | 138,143 |
| CURRENT LIABILITIES | |
| | 4,166 |
| EQUITY | |
| Share capital | 20,118 |
| Other restricted equity | 5,090 |
| Premium funds and retained earnings | 139,506 |
| Earnings current period | -30,737 |
| TOTAL EQUITY | 133,977 |
| TOTAL LIABILITIES & EQUITY | 138,143 |

FORECAST 2022 TO 2024 (KSEK)

| PROFIT AND LOSS | 2022 | 2023 | 2024 |
|--------------------|---------|---------|----------|
| Operating Revenues | 1,276 | 121,402 | 954,864 |
| COGS | -1,459 | -38,144 | -239,821 |
| Gross result | -183 | 83,259 | 715,043 |
| OPEX | -39,369 | -71,162 | -227,530 |
| EBITDA | -39,553 | 12,097 | 487,513 |

| CASH FLOW STATEMENT | 2022 | 2023 | 2024 |
|------------------------------|---------|--------|---------|
| EBITDA | -39,553 | 12,097 | 487,513 |
| Activated R&D | -6,612 | -8,694 | -24,339 |
| Cash-flow from operations | -46,165 | 3,403 | 463,174 |
| Investments, tangibles | 0 | 0 | 0 |
| Financing | 31,459 | 66,125 | 0 |
| Yearly cash flow excl. taxes | -14,706 | 69,528 | 463,174 |
| Opening cash balance | 19,067 | 4,392 | 73,889 |
| Closing cash balance | 4,362 | 73,889 | 537,063 |

| FINANCIAL RATIOS | 2022 | 2023 | 2024 |
|-------------------------|-------|-------|-------|
| Gross margin | -14% | 69% | 75% |
| EBITDA margin | - | 10% | 51% |
| Headcount (FTE) | 18 | 35 | 110 |
| Active users (millions) | 0.016 | 0.879 | 3.878 |

NEW SHARE ISSUE

BACKGROUND, USE OF PROCEEDS

Vopy plans to start generating revenues based on customers' usage of Vopy's platform in Q4, 2022. At that time, demand for our capacity will rise, as will our costs. To meet the increased costs and to finance the Company to a proven delivery with some months of traction, we now carry out a new share issue of maximum SEK 25.35M.

The proceeds will be used to finance the existing organization and expand with recruitments and added consultants. As new customers are added, Vopy must provide customer rollout capacity including customer success, customer support, and secure development capacity to respond to added customer demand. We also have fixed partner fees that occur as shipments start and increase when volumes increase.

We focus on carrying out a successful launch and bringing the Company to a position where we show a reliable increase in user volume.

PROGRESS SINCE THE LAST SHARE ISSUE, Q4 2021

- Signed agreement with one of Europe's leading MNOs (+20M users), a total of 6 customer contracts signed.
- 4 new customer cases (MOUs) are in the agreement finalization phase.
- Signed favorable deal with new banking partner with substantially improved delivery capacity for Vopy.
- Re-written APIs and front-end app, and improved back-end that went live in February

WAY FORWARD

| Forecast | Sales (MSEK) | Users, year end (M) |
|----------|--------------|---------------------|
| 2023 | 121 | 0.9 |
| 2024 | 955 | 3.9 |

- Based on mainly six contracted customers and our sales pipeline, we forecast **3.9 million active users** at the end of Q4 2024, **2 years after launch**.
- After the completion of the ongoing new share issue, we plan to start invoicing 3 customers in Q1 2023, and 1 customer in Q2 2023.
- Roll-out is expected for another 3-4 customers in 2023.
- The initial **ARPU** according to signed agreements will be **SEK 203** (2022-23), which is expected to grow to **SEK 207** by year-end 2024, to **SEK 324** by year-end 2025 and to **SEK +360** within the coming 5 years as users activate more of our services, increasing conversion rates, and due to a more favorable customer mix.
- We expect to reach a **positive EBITDA** and **cash flow from operations** on a monthly basis at the end of 2023.

FUTURE CAPITALIZATION AND EXIT

We also plan a new share issue of Units in early 2023 of some SEK 25M with planned warrants of some SEK 20M, directed to a handful of larger investors who seek a larger position in the Company. The use of proceeds includes investments in growth as well as organizational growth to handle the increased number of customers and users. The warrants are to a large part significant in an accelerated expansion in a fast growing market, where Vopy aims at a position as category captain.

In addition to the ongoing new share issue of maximum SEK 25.35M and the new share issue of some SEK 25M planned for early 2023, full exercise of the warrants included in the offered Units in the ongoing new share issue, and full exercise of planned warrants included in the new share issue planned for the beginning of 2023, will provide funds of roughly SEK 41M (fully exercised warrants of SEK 21.12M from ongoing share issue and of some SEK 20M from the planned share issue early 2023).

All in all, the raised some SEK 91M before costs for new share issues in combination with cash flow generated in operations, are sufficient with a certain margin of safety to get the Company to a position where it will generate a positive cash flow from operations on a monthly basis which is expected at the end of 2023.

Vopy's cash position at the end of September amounted to SEK 5.1M. The ongoing new share issue structured as a Unit adds some SEK 15.3M after deduction of the bridge loan of SEK 8.25M and issue costs. Fully exercised warrants of the Issue add some SEK 19.9M in late 2023 after issue costs.

If Vopy doesn't raise the above some SEK 91M or only parts of it, other financing must be arranged, and/or Vopy will have to change its growth strategy and/or reduce costs for the period leading to the end of 2023.

To accelerate our expansion phase within the Time to volume strategy, we plan for an IPO in 2024 in combination with a new share issue whose size is not defined yet.

To deliver our Time to volume strategy during 2024, we need to expand our team as our user count increases. We expect the team to include approximately 110 FTE at the end of 2024.

The main uses of proceeds in the new share issue at the time of the IPO will be:

- Customer success (including our capability to guide our customers to successfully launch and manage our platform visavi their users)
- Product development
- Global sales/compliance readiness
- Branding & positioning
- HR & organizational capacity

TERMS OF NEW SHARE ISSUE

On September 27, 2022, the Board of Directors of the Company resolved, with the support of authorization from the Annual General Meeting on June 15, 2022, to carry out a new share issue directed to existing shareholders and to other members of the public within the EU, England, and Norway.

The new share issue will be carried out with deviation from the shareholders' preferential rights due to the objective of Vopy to also attract some new larger shareholders.

The Offering is structured in Units where **each Unit contains 40 shares and 25 free warrants**. Allotment of Units is carried out as signed application forms are received by Vopy. The Board of Directors may extend the subscription period.

| | |
|---|-------------|
| New share issue, SEK, maximum | 25,350,000 |
| Subscription price per share, SEK | 0.75 |
| Subscription price per Unit, SEK | 30.00 |
| Number of shares pre-issue | 201,179,963 |
| Number of issued shares, maximum | 33,800,000 |
| Pre-money valuation, SEK | 150,884,972 |
| Minimum subscription volume (number of Units) | 500 |
| Minimum subscription, SEK | 15,000 |
| Subscription period until | 15 Nov 2022 |

WARRANTS

Each warrant entitles to the purchase of one share. All warrants can be exercised during a strike period of approximately one month a little more than 12 months after the registration of the ongoing new share issue, at a strike price of SEK 1.00.

The Issue of maximum SEK 25.35M will, if it is fully subscribed for, add 21,125,000 warrants to the existing 22,675,380 warrants (1 warrant = 1 share) giving a total of 43,800,380 warrants.

BRIDGE FUNDING

A bridge loan of SEK 8.25M has been arranged based on signed agreements. The loan will be converted to 275,000 Units (11,000,000 shares) equalling SEK 8.25M as part of the ongoing new share issue. The interest will be set off against 275,000 Units, issued outside of the ongoing new share issue, according to the signed agreements.

| Name | Loan amount (SEK) |
|-----------------------|-------------------|
| Treveta Investment AB | 3,000,000 |
| Alpcot | 1,200,000 |
| Enåks AB | 1,050,000 |
| Front Ventures AB | 3,000,000 |
| In total | 8,250,000 |



REASONS TO INVEST IN VOPY

SIGNIFICANT SCALABILITY EFFECTS

- Gross margin of 70% at the start (excl. startup costs 2022-23), increasing with higher volumes, our goal is +75%.
- OPEX/revenue and COGS/revenue relations are expected to decrease with higher volumes, creating the potential for a high EBITDA margin
- Positive EBITDA and cash flow from operations on a monthly basis are expected at the end of 2023

UNIQUE POSITION

- First mover B2B2C fintech company with a scalable full-service offer using a revenue-share model combined with a fixed monthly price/user model regardless of transaction volumes.
- A smoother, easier, and more cost-effective alternative to traditional banking services for large end-user volumes

EXPONENTIAL GROWTH IN REVENUE

- Very strong sales pipeline with great potential, and long-term (within 5 years) potential of some 70M users
- Estimated 0.9M users end of 2023, 3.9M users end of 2024, and 16.5M users at the end of 2025
- Expected sharply rising ARPU from an initial SEK 203 to SEK 324 at the end of 2025 and within 5 years SEK +360
- Estimated revenues SEK 121M 2023, SEK 955M 2024, and a future much higher potential

SUBSTANTIAL MARKET WINDOW

- Multiple factors within markets, techniques, and regulations fuel rapid growth in the fintech market
- The global embedded finance market is expected to increase rapidly according to external forecasts in the coming 8 years

SHAREHOLDERS

| MAJOR SHAREHOLDERS* | %, VOTES/CAPITAL |
|----------------------------|------------------|
| Front Ventures AB | 13.24 |
| Julo AS | 12.55 |
| Marlene Julo | 9.13 |
| Toman Invest AS | 8.97 |
| Sven Hattenhauer | 3.52 |
| Abelco Investment Group AB | 2.75 |
| Per Öberg | 2.75 |
| Dawood Family Trust | 2.58 |
| Tom Olsen Invest AS | 2.51 |
| Alpcot AB | 1.93 |
| TOTAL | 59.93 |

*As of 29 July 2022, appr. 540 shareholders, a total of 201,179,963 shares

| BOARD MEMBERS | SHARES | WARRANTS |
|-----------------------|------------------|------------------|
| Sven Hattenhauer | 7,081,420 | 1,000,000 |
| Hellen Wohlin Lidgard | 659,400 | 1,000,000 |
| Tommy Sunesson | 1,266,485 | 1,000,000 |
| Gunnar Bylund | 81,034 | 1,000,000 |
| TOTAL | 9,088,339 | 4,000,000 |

| MANAGEMENT | SHARES | WARRANTS |
|-------------------|------------------|------------------|
| Kim Forssell | 1,440,000 | 3,000,000 |
| Joakim Kedbrant | 250,000 | 1,500,000 |
| Luis Izquierdo | 0 | 1,500,000 |
| Stein Erik Nordmo | 149,400 | 1,500,000 |
| TOTAL | 1,839,400 | 7,500,000 |

SHARE ISSUE HISTORY

A total of SEK 105 million has been invested mainly in software development since the Company was founded in 2017.

| RECENT ISSUES | AMOUNT (MSEK) | PRICE (SEK) | VALUATION* (MSEK) |
|--|---------------|-------------|-------------------|
| Autumn 2020, issue as Conax Group AB** | 20 | 1.50 | 116 |
| March 2021, purchase of Vopy AB*** | 130 | 1.50 | 260 |
| May 2021 | 28 | 2.50 | 453 |
| Jan 2022 | 20 | 2.95 | 572 |

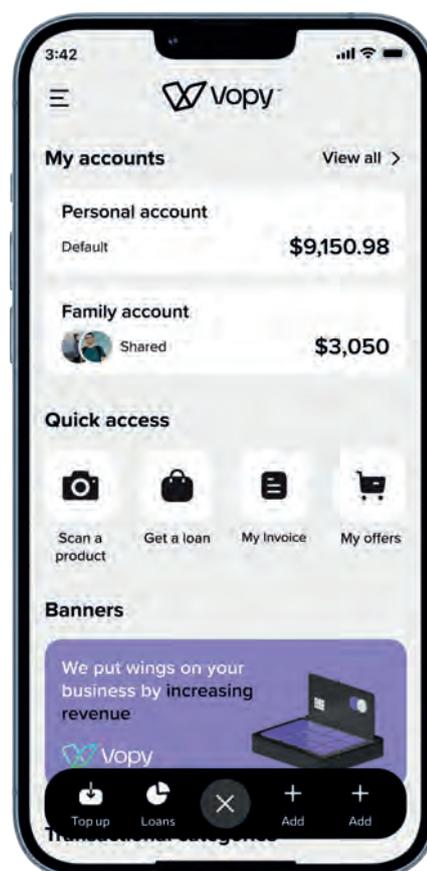
*Valuations are pre-money except for the purchase of Vopy which is post-money.

**Conax Group included at that time, before the purchase of Vopy in 2021, only a technical platform and IPR regarding fintech.

***When Conax purchased Vopy, both companies were valued on an equal level. Conax held the software platform and IPR, while Vopy held the front end and the market with all customer relations.

| NUMBER OF SHARES/WARRANTS | |
|------------------------------|--------------------|
| Shares in total | 201,179,963 |
| Previously issued warrants* | 16,075,380 |
| Qualified employee warrants* | 6,600,000 |
| TOTAL | 217,255,343 |

*Each warrant equals one share



RISK FACTORS

An investment in Vopy is associated with risks. The risk factors presented below are limited to such risks that are specific and material to the Company and its securities, in the Company's judgment. The risks are presented in a limited number of categories. For each category, the most material risks are identified in the Company's assessment, considering the adverse effects on the Company and the likelihood of them materializing. The risk factors include an assessment of the likelihood of the risk occurring on a low, medium, and high scale and an assessment of the extent of the risk's negative impact on the Company.

INDUSTRY AND OPERATIONAL RISKS

Risks related to the development of Vopy's platform and the Company's product development

Vopy offers a financial service platform including, but not limited to financial services and digital solutions for onboarding, customer due diligence, and ID verification in real-time to companies in regulated industries where customer verification and compliance are of utmost importance. To maintain a competitive standard, the platform requires continuous technical development and the Company focuses on developing a wide range of standardized solutions for financial services related to digital payments tailored for companies and their customers. Vopy has launched a financial service platform and SaaS services in 2022. The work with technical development is resource-intensive and there is a risk that the Company may need to allocate more resources than planned to achieve the planned development results, or that the Company doesn't achieve necessary results in its R&D. There is also a risk of new requirements in the future which may add to the development and integration costs, as well as cause delays. Furthermore, delays in development work may lead to reduced competitiveness may affect the Company's ability to retain existing customers, increase sales to existing customers and attract new customers. In the event that the above risks occur, the Company's growth, net sales, and earnings may be adversely affected.

Vopy assesses the probability of the risk occurring as low. The Company assesses that the risk if it materializes, would have a medium impact on the Company.

Risks related to operational disruptions and cybersecurity

The Company's operations depend on the efficient and uninterrupted operation of the platform. Extensive disruptions, both internal and external, may affect the ability to conduct business and deliver the full functionality of the Company's services to customers. The Company is also highly dependent on various third-party services to maintain the operations of their respective services. There is also a risk of external cyber-attacks against the Company or against third-party services that may result in the Company's services going offline and not being accessible for customers. In the event that the Company fails in its delivery to customers and end-users, the Company may get dissatisfied customers and a bad reputation, and may be forced to take increased costs. In the event that the above risks occur, the Company's growth, net sales and earnings may be adversely affected.

Vopy assesses the probability of the risk occurring as low. The Company assesses that the risk if it materializes, would have a high impact on the Company.

Risks linked to Vopy's partner strategy

A cornerstone of Vopy's growth strategy is to strengthen its combined offering to customers and its position on the market in general through partnering with companies on the supplier side regarding R&D and essential services in banking, compliance and card transactions. The partners are to an essential part strategically important. The growth strategy includes cooperation with also future additional partners. There is a risk that the Company's partner strategy will not have the desired outcome. Risks include difficulties in identifying partners meeting Vopy's criteria. Once a partner has been identified, there is a risk that it is not possible to initiate cooperation with the partner on favorable terms. In addition, there is a risk that partners Vopy cooperates with don't meet the Company's quality and/or volume criteria and/or deliver too late and/or at too high costs which for Vopy may result in lost revenues, higher costs and/or an impaired reputation. Partners may also decide to leave the cooperation with Vopy which may lead to lost revenues and/or higher cost as well as loss of pace and furthermore a time and cost consuming process to varying degrees in finding a new partner. If the above risks materialize, this may adversely affect the Company's net sales, earnings and financial position.

Vopy assesses the probability of the risk occurring as medium. The Company assesses that the risk if it materializes, would have a medium impact on the Company.

Risks linked to competitors

For Vopy to succeed with its growth and expansion plans, the Company is dependent on being able to handle increased competition that may lead to price pressure and increased development costs. If the Company fails to handle increased competition, this may reduce the Company's market shares and thus negatively affect the Company's net sales and earnings.

Vopy assesses the probability of the risk occurring as medium. The Company assesses that the risk if it materializes, would have a medium impact on the Company.

Risks linked to expansion into new markets

Vopy plans to expand in the coming years, not least by introducing its financial services in new geographical markets and new market segments. Expansion into new countries, regions, and market segments can lead to problems and risks that are difficult to predict. Furthermore, expansion can be delayed and thus lead to a loss of revenue. Expanding into new markets can increase the market potential and may at the same time require additional resources from the Company. Vopy may also be less successful in the introductory phase in a new market, and thereafter, which may have a negative impact on the Company's operations and earnings. Rapid growth in new markets can also cause problems at the organizational level and the Company may have to increase the number of employees. It can be difficult to recruit the right staff and there may be difficulties in successfully integrating new staff into the organization. The above-mentioned risks may have a negative impact on net sales and earnings.

Vopy assesses the probability of the risk occurring as a medium. The Company assesses that the risk if it materializes, would have a medium impact on the Company.

Risks linked to employees and key personnel

The Company is dependent on work effort, management, knowledge, experience, and commitment among both key personnel and other employees. The Company is sensitive to the loss of key personnel, especially senior executives. It is important that the Company is able to recruit and retain qualified personnel with the right experience and skills. There is a risk that the Company will not succeed in recruiting qualified personnel on time or to the extent required. Furthermore, recruitment can be more costly than expected. In addition, the Company's operations may suffer from delays or interruptions if any of the Company's current or future key employees

should leave the Company or for other reasons be unable to work, or if the Company fails to recruit new employees as the need arises. If the Company were to lose one or more key employees, it would have a negative impact on the Company's competitiveness. The above-mentioned risks may have a negative impact on net sales and earnings.

Vopy assesses the probability of the risk occurring as a medium. The Company assesses that the risk if it materializes, would have a medium impact on the Company.

LEGAL AND REGULATORY RISKS

Risks linked to the handling of personal data

The Company collects and processes personal data in its operations through various KYC and verification methods. When processing personal data, it is of great importance that this is done in accordance with applicable personal data legislation. Vopy has set procedures, which meet the requirements set by current legislation and regulations. For example, it is required that the data subject is informed about the processing of personal data and that it takes place in a way that is not incompatible with the purpose that applied when the personal data was collected. If the Company fails in its personal data processing or if the Company is subject to infringement or otherwise by mistake violates the law, the Company risks, among other things, claims for liabilities for the damage and violation that arise therefrom. The General Data Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and of the Council) ("GDPR") is directly applicable in Sweden and the other EU Member States. The GDPR imposes strict requirements on companies that process personal data. Companies that do not act in accordance with the GDPR may be subject to administrative fees of up to EUR 20 million or 4 percent of their global annual turnover by the supervisory authority. There is a risk that the measures that the Company takes, and has taken, to ensure and maintain confidentiality and integrity regarding personal data, will prove to be insufficient or otherwise not in accordance with applicable legislation. There is also a risk that the measures taken by the Company to ensure compliance with applicable legislation are insufficient, which may entail significant costs for the Company. There is also a risk of tougher requirements from responsible supervisory authorities, which in turn can result in higher costs and require more resources from Company management. The above risks may have a negative impact on net sales and earnings.

Vopy assesses the probability of the risk occurring as low. The Company assesses that the risk if it materializes, would have a low impact on the Company.

FINANCIAL RISKS

Risks related to future capital needs

The development of the Company's services and platform as well as its expansion are resource-intensive. Thus, the Company may need to raise additional capital in the future. There is a risk that the Company cannot raise capital when the need arises or that it cannot be raised on favorable terms for the Company, which may adversely affect the Company's financial position, expansion, net sales, earnings, and operations as a whole.

Vopy assesses the probability of the risk occurring as medium. The Company assesses that the risk if it materializes, would have a medium impact on the Company.

RISKS RELATED TO THE SECURITIES AND THE OFFERING

Risks that Vopy's shares will not be listed and that the price of the currently unlisted shares may be volatile

Since an equity investment may both increase and decrease in value, there is a risk that investors will not get back the invested capital. An investment decision in Vopy's shares should therefore be preceded by careful analysis.

The development of the Company's share price depends on several factors, such as the development of the Company's operations as a whole and service offering as well as technical level, changes in the Company's earnings and financial position, changes in market expectations for earnings, future dividends, supply and demand for the Company's shares and general economic conditions.

Vopy's shares are not listed. However, there is a "grey" market for the shares. The frequency of transactions and the trading volumes fluctuate over time, and are of course lower than they would have been in a listed environment, and there is an obvious risk that the liquidity of the Company's shares is not maintained and sometimes very low or even non-existent. Consequently, there is a risk that there will be no buyers if investors wish to sell shares of the Company at a given time or that a sale will need to take place at a lower price than expected.

The price of the Company's shares may be volatile and the share price may fall significantly without the Company announcing any news and consequently, investors may lose large values. Since the outbreak of Covid-19, the commencement of interest rate increases, and the invasion of Ukraine, the stock market has been highly volatile and share prices of several companies have fallen sharply. Thus, there is a risk that the price of Vopy's share will follow the general market volatility, regardless of the Company's sales, earnings and performance, etc., and decrease in value. New share issues may also be carried out at a discounted price compared to the market price of the Company's shares, which may have a negative impact on the development of the market price.

Vopy plans to list its shares in 2024. There is a risk that this plan changes due to internal parameters of the Company, external conditions in Vopy's market, general economic conditions, and conditions in the capital market.

Vopy assesses the probability of the risk occurring as medium.

Risk of dilution in future new issues

The Company plans to grow fast having a strong customer pipeline with the aim of becoming Category Captain and also strengthening its product offering. Such expansion may mean that the Company in the future carries out new issues of shares and equity-related instruments to raise capital from both existing owners and new investors in order to accelerate or facilitate the expansion. If issues are carried out to investors other than existing owners, their proportional ownership, voting power in the Company, and earnings per share are diluted. If the issues are carried out at a low subscription price, for example, due to unfavorable market conditions, or amount to large amounts, such dilution may be significant.

Vopy assesses the probability of the risk occurring as medium.

Nonsecured subscription commitments

The Company has from investors obtained subscription undertakings of SEK 6M, as part of a signed agreement on a bridge loan of SEK 8.25M, which corresponds to 25.7% of the Offering. The Company has not received or requested collateral from the parties that have undertaken to subscribe for shares in the Offering on the basis of subscription undertakings. These subscription commitments constitute legally binding obligations to the Company but are not secured by a bank guarantee, pledge, deposit, or any similar arrangement. There is therefore a risk that parties who have entered into subscription commitments will not fulfill their obligations to the Company.

Vopy assesses the probability of the risk occurring as low.

LEGAL AND OTHER INFORMATION

The Board of Directors of Vopy AB - Chairman of the Board Sven Hattenhauer and Board members Hellen Wohlin Lidgard, Tommy Sunesson and Gunnar Bylund - is responsible for the information in the Information Memorandum. To the board's knowledge, the information given in the Information Memorandum is consistent with the facts and no information likely to affect its meaning has been omitted.

Company information and legal group structure

Vopy AB is a Swedish public limited liability company, formed in Sweden under Swedish law and, whose operations are conducted in accordance with Swedish law, including the Swedish Companies Act (2005:551). The company name is Vopy AB (publ), its organization number is 559211-2600 and its identification code for legal entities, LEI code, is 894500SYUQJMU0V9N239. Vopy was formed in Sweden on April 16, 2019 and registered with the Swedish Companies Registration Office on July 2, 2019. The board has its seat in Stockholm municipality. The address of Vopy's head office is Kungsgatan 3, 111 43 Stockholm, Sweden, its website is <https://vopy.com>. On the date of the Information Memorandum, Vopy AB is the parent company of a group, comprising the wholly owned Swedish subsidiary Vopy Services AB with organization number 559229-3830, which also includes the wholly owned Norwegian subsidiary Vopy Technology A/S with organization number NO 914 824 001.

General information about shares and share capital

According to Vopy's articles of association the share capital shall not be less than SEK 10,000,000 and not more than SEK 40,000,000, and the number of shares shall not be less than 100,000,000 and not more than 400,000,000 shares. As of July 31, 2022 the share capital amounted to SEK 20,117,996.30, allocated on 201,179,963 shares (193,796,440 shares on December 31, 2021). There are 17,952,000 warrants outstanding (1 warrant = 1 share). They are subject to recalculation.

The shares are denominated in SEK and fully paid and each share has a quota value of SEK 0.1. The shares have been issued in accordance with Swedish law, including the Swedish Companies Act (2005:551). All issued shares are freely negotiable. Vopy has only class A shares (ordinary shares).

Each share entitles the holder to one vote at the general meeting, where each person entitled to vote may vote for all shares held by the shareholder. All shares give equal rights to dividends as well as to Vopy's assets and any surpluses in the event of liquidation.

The shares in Vopy are registered in a reconciliation register maintained by Euroclear Sweden AB.

On June 15, 2022, the Annual General Meeting resolved to authorize the Board of Directors to, on one or more occasions during the period until the next Annual General Meeting, resolve on a new issue of shares, warrants or convertibles.

To the best of the Board of Directors' knowledge, there are no shareholder agreements, shareholder associations or other agreements between Vopy's shareholders, which are aimed at joint influence over Vopy. Vopy's Board of Directors is also not aware of any agreements or equivalent understandings that could lead to a change in control of Vopy.

Operations licenses and permits

A permit is often required to operate in the financial sector. Vopy complies with laws and regulations, permits, and licenses applicable to its operations. The permits and licenses - which Vopy needs in order for its customers to offer financial services based on the technical software platform provided by Vopy - are provided by the banking partners of Vopy and not Vopy itself being a software company.

Intellectual property rights

Vopy holds three patents as reported on page 7. Vopy markets itself under the brand name Vopy with its associated logo. Vopy is the proprietor of the registered EU trade mark "Vopy" and the domain name vopy.com. No intellectual property rights in Vopy are subject to any pledge or other type of encumbrance. Vopy has no knowledge of any infringement, restriction or similar circumstance, which could affect any material intellectual property right, nor has Vopy received any claims regarding infringement of third-party rights.

Insurance

Vopy has customary corporate insurance for the industry, which covers risks related to Vopy's business as well as the responsibilities of the directors and the chief executive officer. Vopy considers that the insurance cover is sufficient in terms of the nature and scope of its operations and in line with market practice.

Interests and conflicts of interest

There are no conflicts of interest or potential conflicts of interest between directors' and senior executives' commitments to Vopy. There are also no conflicts of interest or potential conflicts of interest, whereby the private interests of directors and senior executives and/or other commitments or assignments would be contrary to Vopy's interests. A number of directors and senior executives have financial interests in Vopy through the direct or indirect holding of shares in Vopy. No director or senior executive has been elected or appointed as a result of arrangements or agreements with shareholders, customers, suppliers, or other parties.

Disputes

Vopy is not, and has not, in the past twelve months been involved in any governmental, legal, or arbitration proceedings (including pending cases or those that Vopy is aware may arise), which have recently had or could have a significant impact on Vopy's financial condition or profitability. Vopy and its Board of Directors are also not aware that any such governmental, judicial, or arbitration procedure could arise.

Material agreements

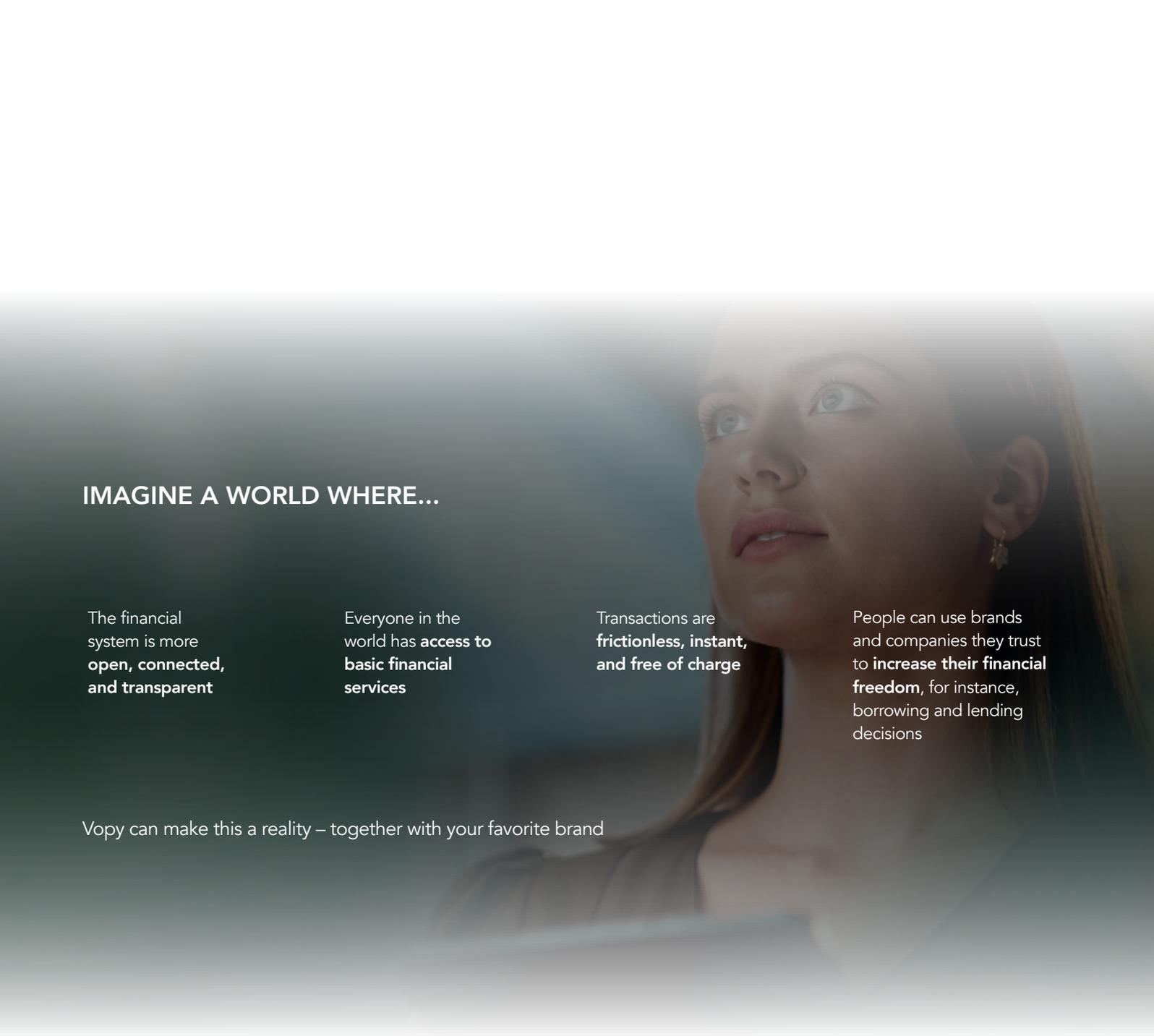
Vopy has not entered into any material agreements outside the scope of operating activities. Vopy's agreements are drawn up on market terms.

Related party transactions

Transactions with related parties have amounted to SEK 1,050k in 2022. They refer to consulting fees to Chairman Sven Hattenhauer in his capacity as Executive Chairman of the Board during the first six months of the year, with responsibilities in fundraising, investor relations, and the financial/audit area, in addition to customary board work. Transactions with related parties in 2021 amounted to SEK 1,982k, of which SEK 600k related to a set-off issue and SEK 1,382k to consulting fees. All related party transactions are conducted on market terms.

Industry and market information

The Information Memorandum contains some historical market information. In the event that information has been obtained from third parties, Vopy is responsible for ensuring that the information has been reproduced correctly. To Vopy's knowledge, no information has been omitted in a way that would make the information inaccurate or misleading in relation to the original sources. The Company has not made any independent verification of the information provided by third parties, which is why the completeness or accuracy of the information presented in the Information Memorandum cannot be guaranteed. No third party as described above has, to the best of Vopy's knowledge, a material interest in Vopy.



IMAGINE A WORLD WHERE...

The financial system is more **open, connected, and transparent**

Everyone in the world has **access to basic financial services**

Transactions are **frictionless, instant, and free of charge**

People can use brands and companies they trust to **increase their financial freedom**, for instance, borrowing and lending decisions

Vopy can make this a reality – together with your favorite brand

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