

esto

Investor Presentation

October 2021



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Presenters



Mikk Metsa
CEO

Mikk is the founder and CEO of ESTO. Before establishing ESTO Mikk held various positions in private equity BaltCap, asset management Trigon Capital and investment banking Redgate Capital



Dziugas Syksta
CFO

Dziugas is the CFO of ESTO. Dziugas has extensive financial control and management experience. Prior to joining ESTO he was the CFO of ID Finance Spain and Prestamos Prima Group

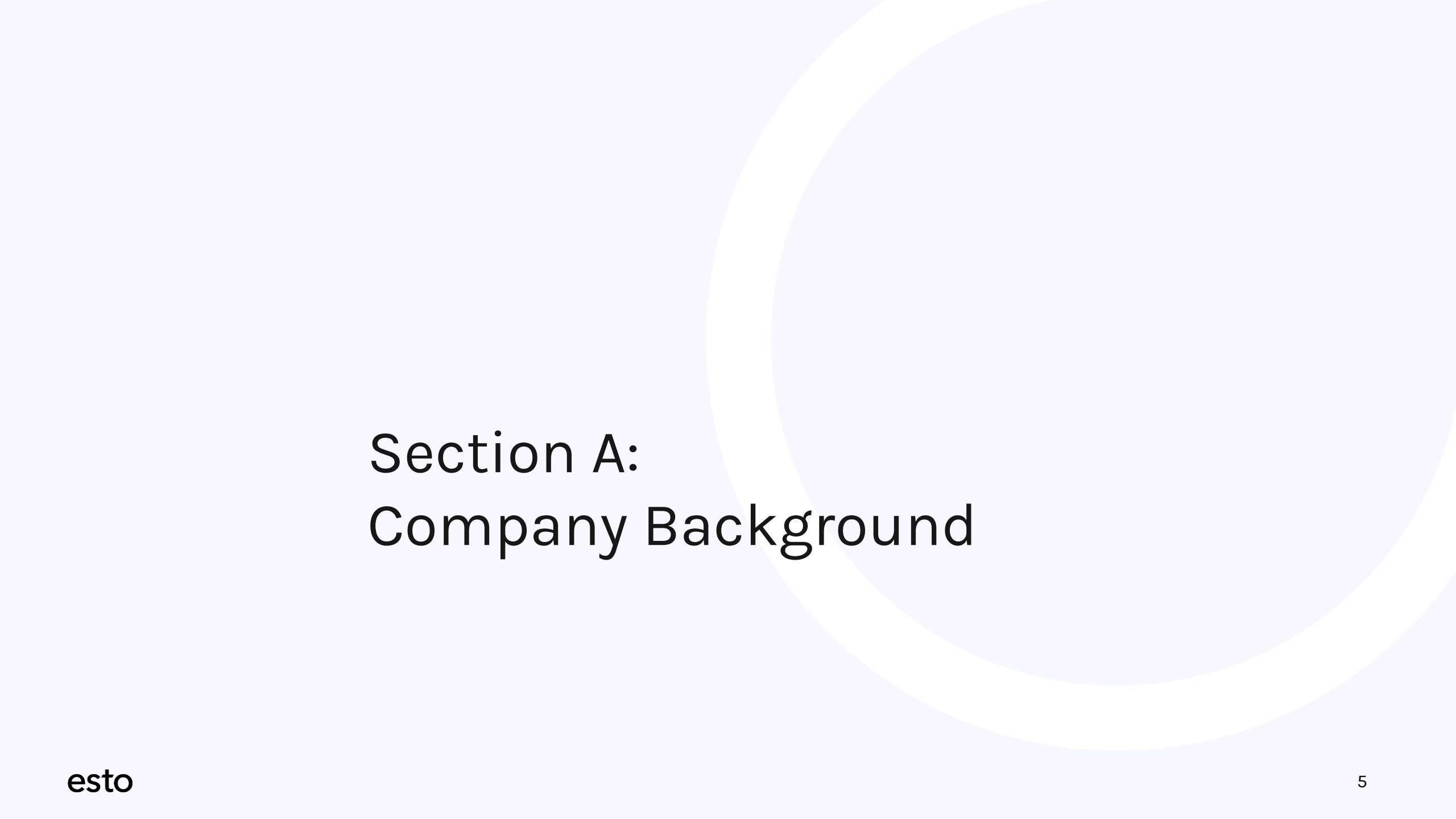


Kristjan Tiik
CMO

Kristjan joined ESTO as an early investor and holds the CMO position in ESTO. Kristjan has been active in Fintech sector for past 15 years. In 2006 he founded one of the first online credit companies in Baltics. In following years he has build and developed consumer credit companies in more than 10 different markets from EU to LATAM and ASIA

Agenda

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Section A: Company Background

ESTO at a glance

ESTO is a leading innovative payments technology company and provides shopping solutions for e-commerce merchants in the Baltics

ESTO was established in 2017, operates in the Baltics and is headquartered in Estonia with offices in Tallinn, Tartu, Vilnius and Kiev

ESTO is a technology company with a goal to build the best two-sided digital payments platform for the e-commerce industry

ESTO's business model is to facilitate payments between client and merchant in e-commerce by providing real time payments for the merchant and flexible payment options for the client

ESTO is unique in its onboarding approach - by offering a white label checkout technology solution to the merchant, the customer is acquired without any friction

ESTO engages the customer during purchasing and extends it to a longer standing partnership, by converting the client to ESTO's credit line account which can be used in various ways

ESTO acquires customers at much lower costs and with better underwriting performance than its competitors including commercial banks

With the newly launched ESTO pay, the customers are able to switch between different payment solutions, including payments via their bank accounts as well as other ESTO products

ESTO has more than 47,500 active users currently

KPIs

mEUR	2018	2019	2020	H1 2021	9M 2021
Loans issued	2.5	18.8	24.0	18.0	28.9
Net loan portfolio	0.5	12.3	19.0	25.0	25.8
Equity	1.7	3.5*	4.8*	6.5*	6.4*
Revenue	0.1	2.0	7.5	5.4	8.6
EBITDA	-0.1	1.1	3.3	2.8	4.4
Net Profit	-0.1	0.4	1.6	1.7	2.4
Cost/Income	-	36%	21%	22%	23%
Net Profit Margin	-	18%	21%	31%	28%
Net debt/ EBITDA	-	8.4	4.6	4.1	3.6

*includes subordinated debt (quasi-equity) of 3 EURm

Financial highlights (as of 9M 2021)

130m+ Total volume of transactions	133m+ Total number of API request from merchants	0.9% Payment default ratio	73% Portfolio growth (LTM)
74.4 EURm+ Loans issued since inception	25.8 EURm+ Net loan portfolio	23% Cost to income ratio	21% Equity ratio

Business model

The initial customer is B2B ...(Merchants' acquisition)

01

ESTO | checkout

- ESTO is a technology platform that provides payment solutions to the merchants' customers (check-out)
- Once the merchant has onboarded the "ESTO | checkout" platform, the merchant offers to its customers various check-out products, such as BNPL, hire purchases and instant payments

02

ESTO | account

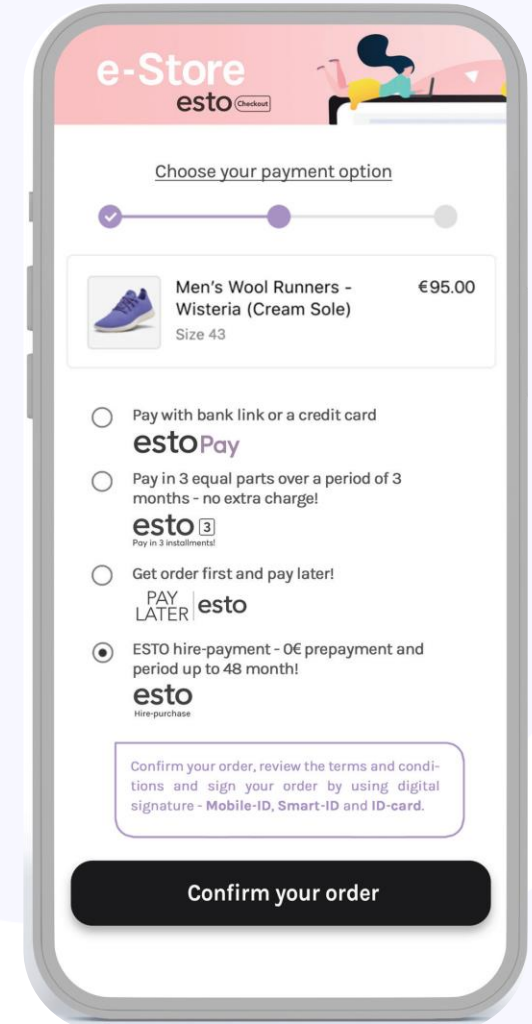
- Then via cross-selling, ESTO offers to merchants' customers a credit line
- In this way, ESTO does the customer acquisition at much lower costs than its competitors including commercial banks
- After that, a customer has a flexible credit line to withdraw cash and manage purchases from the ESTO network and elsewhere

Shopping Worldwide

- By having an ESTO account, the customer is also able to shop from any merchant worldwide
- The customer can manage all local and global purchases in one place and connect all of his payments and purchases under one account

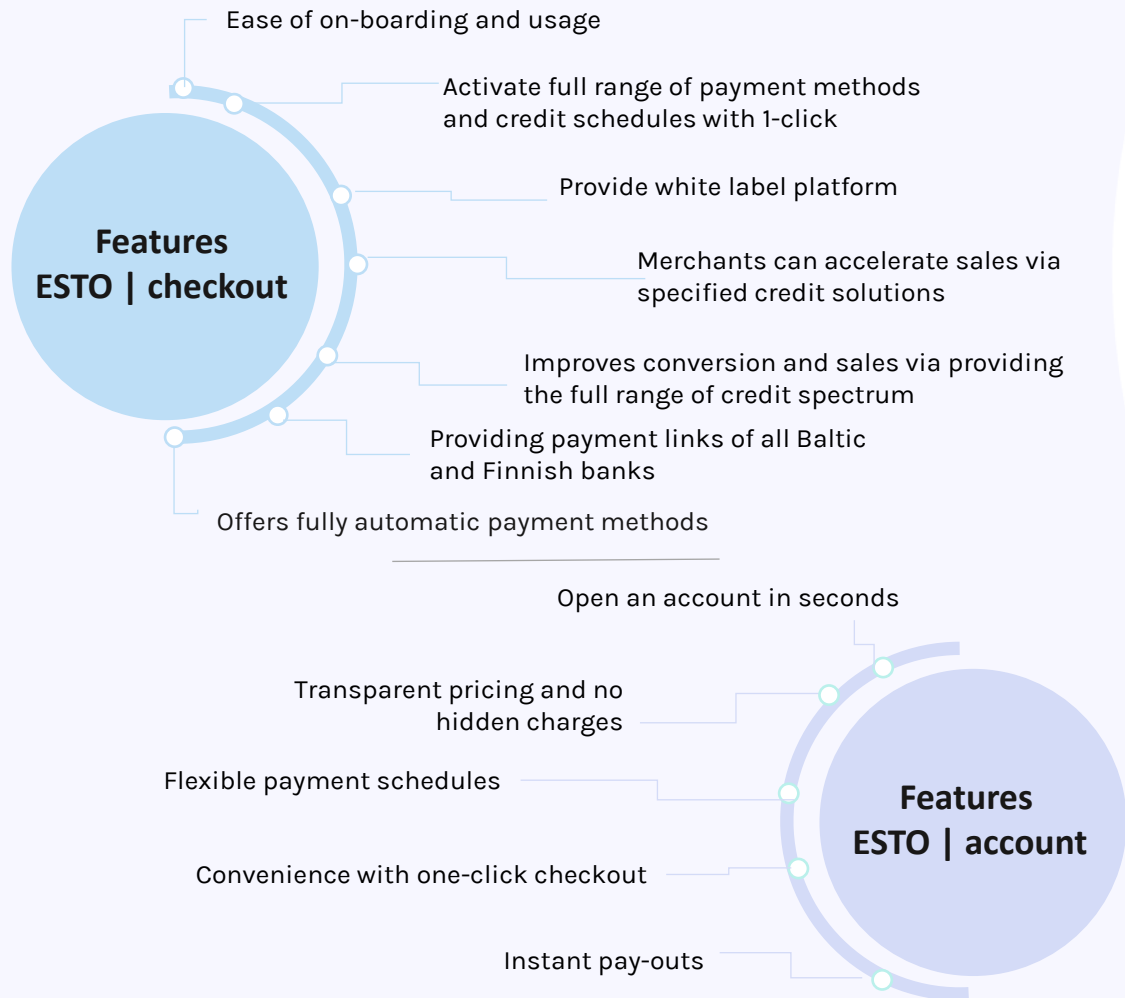


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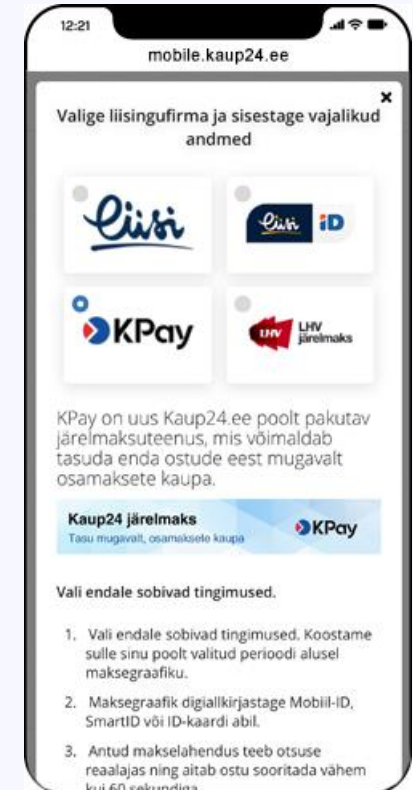
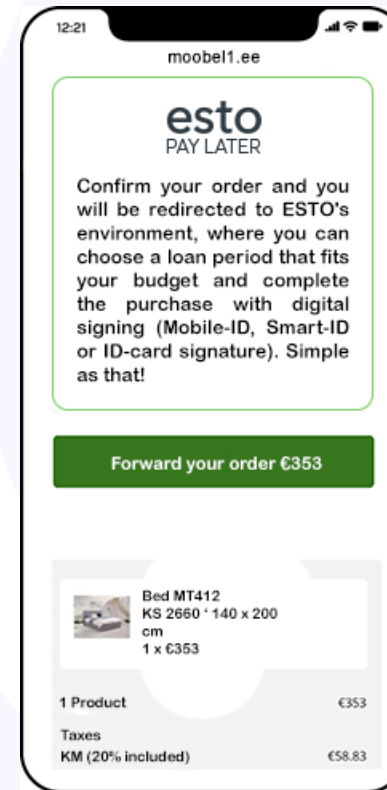


... which leads us to do B2C (Customers' acquisition)

Efficient and automated business approach

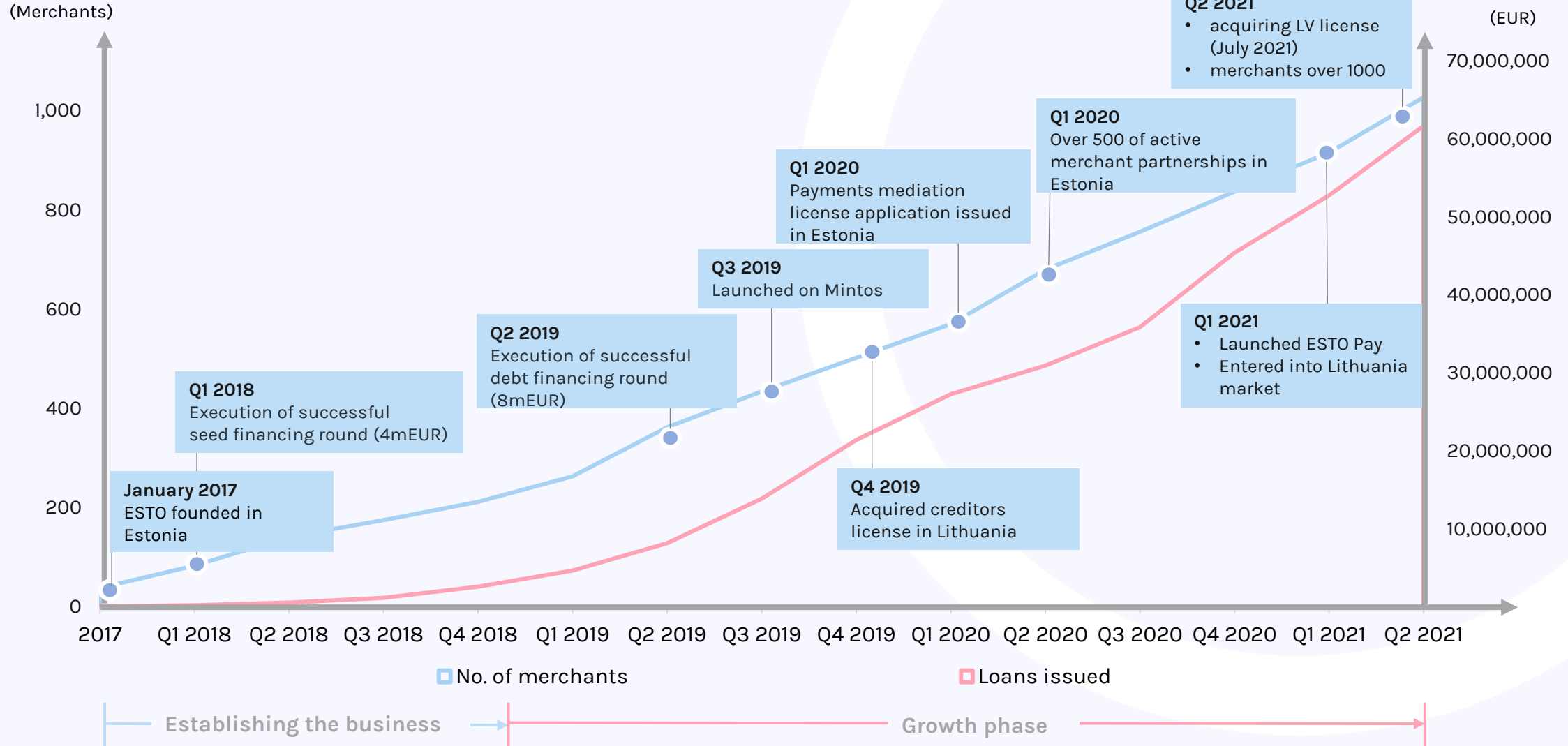



Ease for customers



On average, it takes just **45** seconds for a customer to confirm an order

History





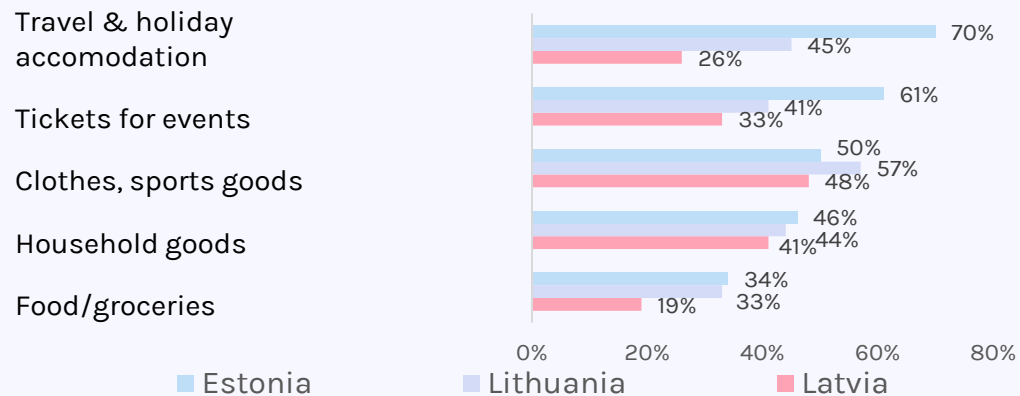
Section B: Market and Regulation

ESTO sees a total market of € 2.7 bln (2020)

E-Commerce is growing, and convenience is key

- E-commerce is expected to become the largest retail channel in the world by 2021
- E-commerce drives retail sales growth in EU
- In 2020, 72% of internet users in the EU shopped online
- The highest increase of EU online-shoppers over the last 10 years was in Estonia, with the share of online shoppers up 51 p.p. from 17% in 2009 to 68% in 2019
- Convenience topped the list of reasons for online shopping
- E-Commerce is benefiting from the underlying COVID-19 conditions, and social distancing accelerates the transmission from offline-to-online shopping

Popular online product categories in Estonia and Lithuania, 2019



Outlook of E-Commerce in Estonia

Expected Revenue (2020)
EUR **1.8** billion

Annual revenue growth (2021 - 2025)
3.8%

Users (2020)
1.0 m

User penetration (2021 - 2025)
55.6% -> 63.4%

Outlook of E-Commerce in Lithuania

Expected Revenue (2020)
EUR **0.7** billion
Users (2020)
1.4 m

Annual revenue growth (2021 - 2025)
5.1%
User penetration (2021 - 2025)
51.8% -> 54.7%

Outlook of E-Commerce in Latvia

Expected Revenue (2020)
EUR **0.2** billion

Annual revenue growth (2021 - 2025)
5.1%

Users (2020)
0.9 m

User penetration (2021 - 2025)
56.3% -> 62.8%

Regulatory environment

The Baltic States are among the most favourable places worldwide for doing business and establishing Fintech companies



Estonia

Ease of doing business worldwide ranking, 2020*

18

10th best place worldwide to start a Fintech company, 2020**

10

Key legal facts:

- Interest rate cap on consumer loans 61.3%
- Additional loan expense cap 0% per day
- Information to disclose APR% including all fees
- Responsible lending standards Procedures required
- Supervisory role Estonian Financial Supervision Authority



Lithuania

Ease of doing business worldwide ranking, 2020*

11

10th best place worldwide to start a Fintech company, 2020**

4

Key legal facts:

- Interest rate cap on consumer loans 75%
- Additional loan expense cap 0.04% per day
- Information to disclose APR% including all fees
- Responsible lending standards Debt service / Income <= 40%
- Supervisory role Bank of Lithuania



Latvia

Ease of doing business worldwide ranking, 2020*

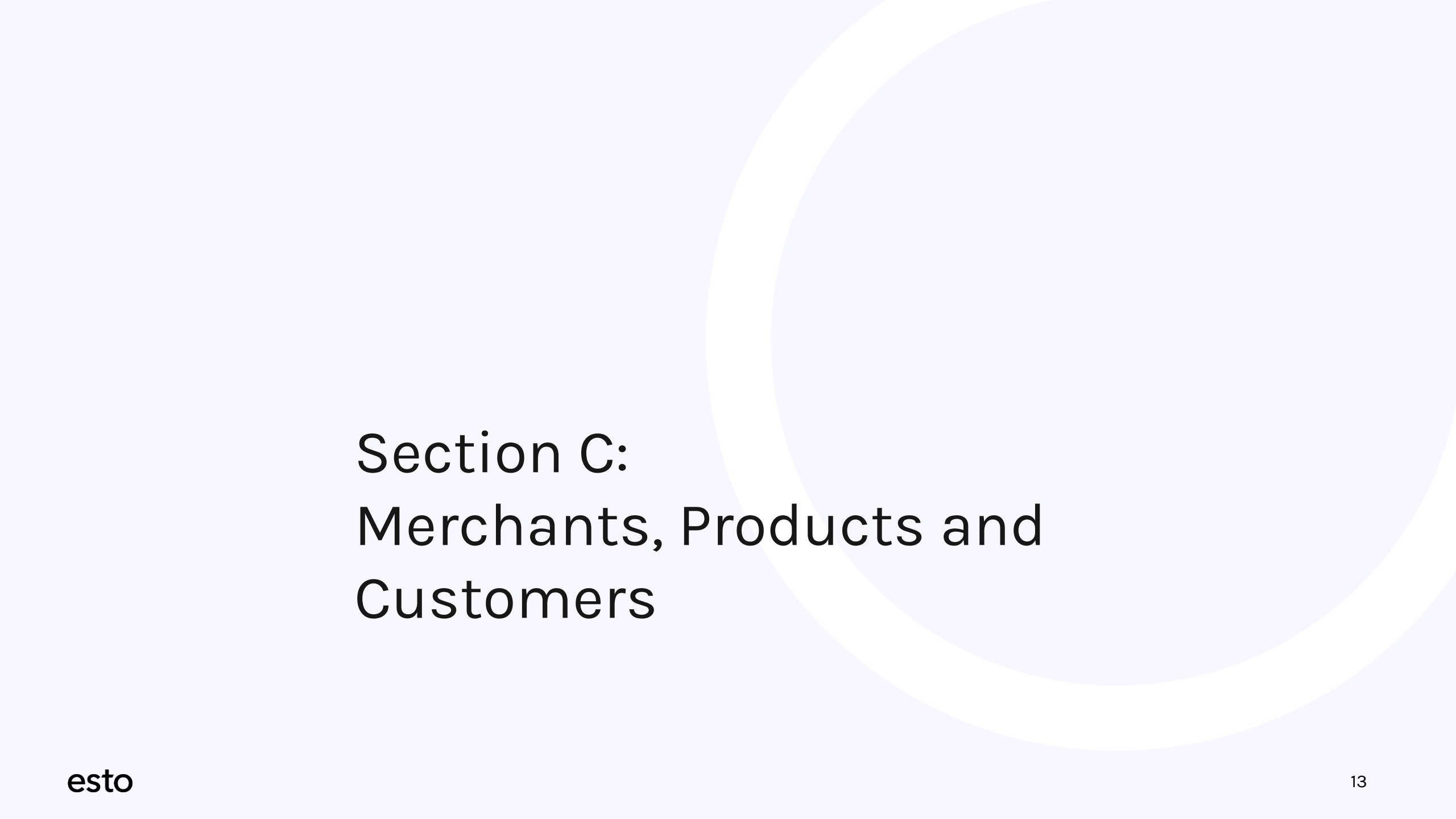
19

4th best place worldwide to start a Fintech company, 2020**

49

Key legal facts:

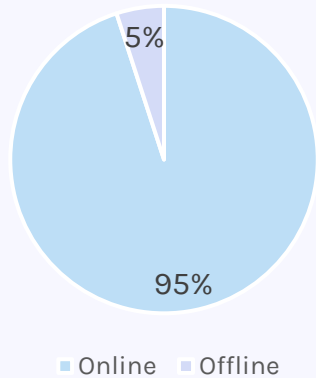
- Interest rate cap on consumer loans 52%
- Additional loan expense cap 0% per day
- Information to disclose APR% including all fees
- Responsible lending standards Debt service / Income <= 40%
- Supervisory role Consumer Rights Protection Centre



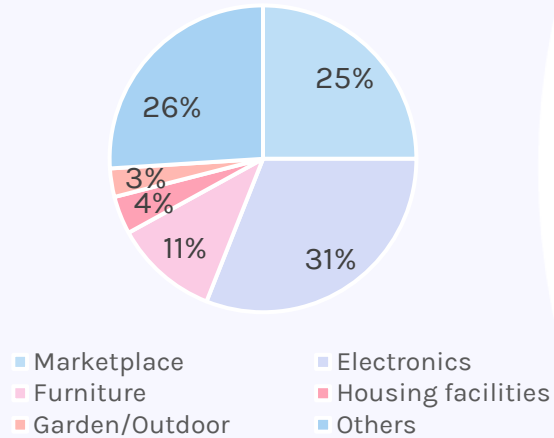
Section C: Merchants, Products and Customers

Merchant overview

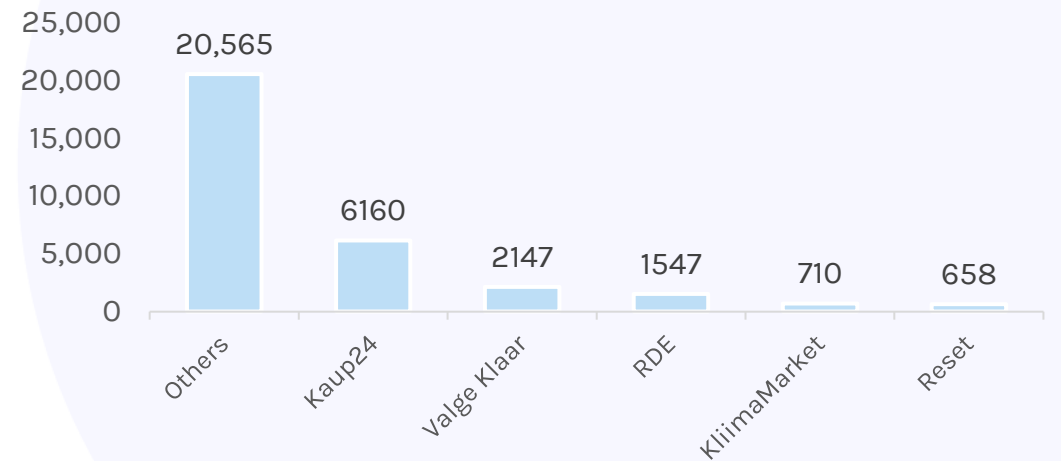
Merchants channel



Revenue by category



(kEUR) Customer revenue stream

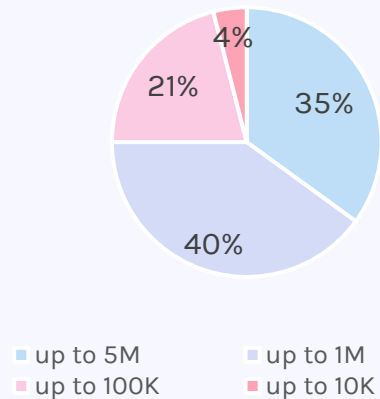


Active partnerships 1200+

Active integrations 1500+

Active pipeline 2000+

Merchants size by revenue



Lifestyle



Electronics



E-commerce



Impact on sales volume

SECTOR:
CONSUMER ELECTRONICS

+120%

Increase of the average ticket on part payments
It is referred to new sales which were not being converted before

SECTOR:
SPORTS

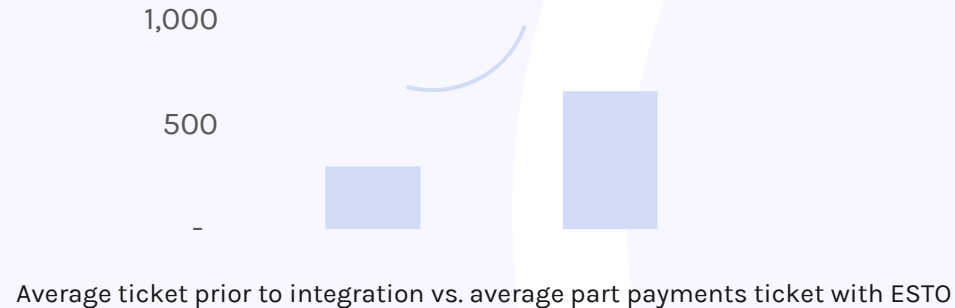
+20%

Increase of the average ticket

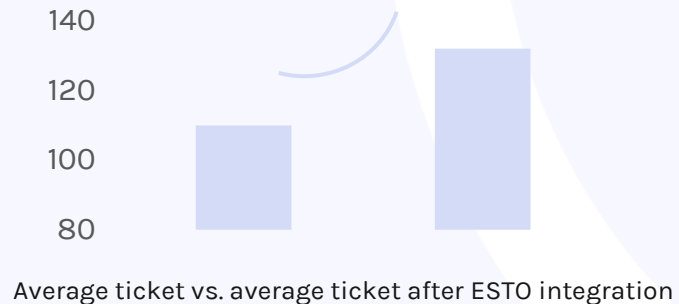
SECTOR:
RETAIL

+60%

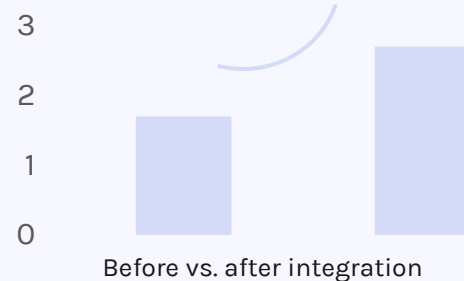
Increase of the number of products by order



Average ticket prior to integration vs. average part payments ticket with ESTO



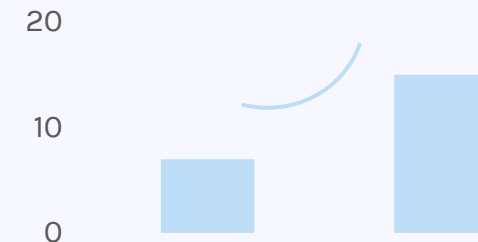
Average ticket vs. average ticket after ESTO integration



Before vs. after integration

AND IN ADDITION

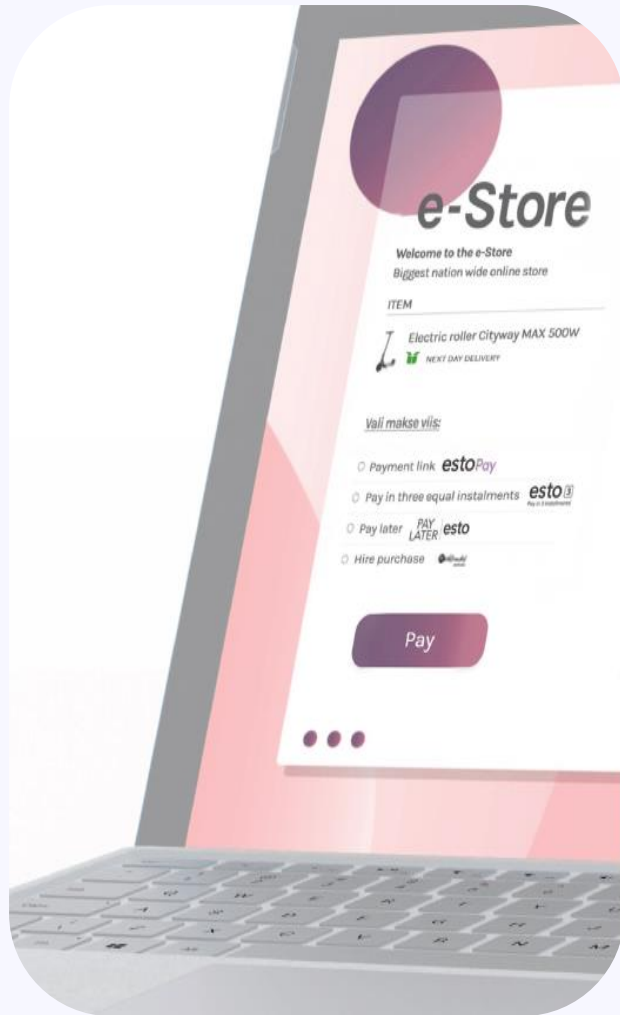
NEW CUSTOMERS ARE A
MAIN GOAL FOR US



+30%

On average, web shops claim to have experienced an increase as high as 30% of new customers on our payment methods compared to other payment methods at the checkout share

ESTO |checkout





esto

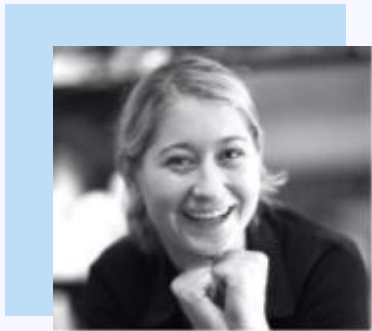
Product	ESTO checkout
Target group:	Merchants
Added value :	Platform that allows merchants' customers to check-out
<u>Features of ESTO checkout:</u>	
Instant payments	
ESTO Pay	The fastest, simplest and smartest way of providing payment links of all Baltic and Finnish banks. <ul style="list-style-type: none">• Fast: Fast, secure and familiar customer flow - confirming a purchase with just 5 clicks• Convenient : Simple and fast integration with all e-store platforms Payment links of all major Baltic banks
Deferred payments	
Pay later ESTO	The Buy now pay later (BNPL) payment method that allows the customer to decide how and when to pay. There is no risk for the partner, ESTO takes care of settlements with customers.
ESTO 3	The most popular payment method among customers, allowing to pay for an order in 3 equal instalments over a period of 3 months with no extra costs.
Hire purchase	With Merchants' store branding, fully automatic hire-purchase solution on the best terms for up to 48 months.

Partners         

Product offer - ESTO

Brand	ESTO checkout	ESTO account
Products	Hire purchase loans, ESTO Pay, ESTO Pay Later, ESTO 3	Consumer loans
% Portfolio	35%	65%
Loan size up to	10 000 EUR	5 000 EUR
Term	Up to 48 months	max. 60 months per transaction
Payment structure		Fixed monthly payments
IRR %	40% on average (including fees); product and risk-based pricing	45 % on average (including fees)
Countries		

Typical client



Krista*

Age: 30 years

Profession: Teacher

Family: Married, mother of two children

Location: Tallinn

Household income: 25,000 EUR

Interests: Family

Bio

Krista was born in Tallinn. She is married, mother of two children in pre-school age. She holds a bachelor degree of science.

Motivation

Krista's family has enough savings for their daily needs as well as additional purchases, such as electronics and holidays.

However, Krista likes the convenience of splitting higher-ticket purchases into smaller payments due to easier management of personal cashflow and less stress in that regard

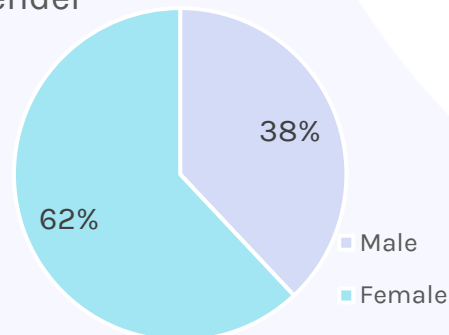
Drivers/Frustrations

- Typical bank services have not been satisfactory to Krista, due to high complexity and lower degree of automation
- She appreciates the fast process and wants to get the loan within a few minutes without any paper documents
- In addition to this, she has enjoyed using overdraft account that can be easily used at any merchant

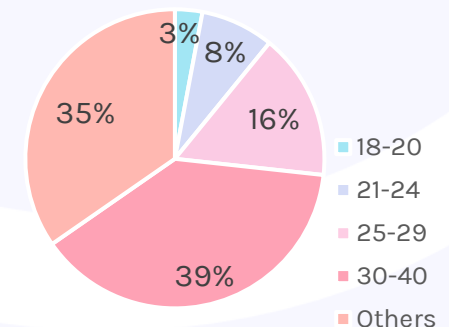
Most common customer characteristics:

- Has a bank account
- Good credit history
- Possesses regular monthly income
- Seeking for convenience

Gender



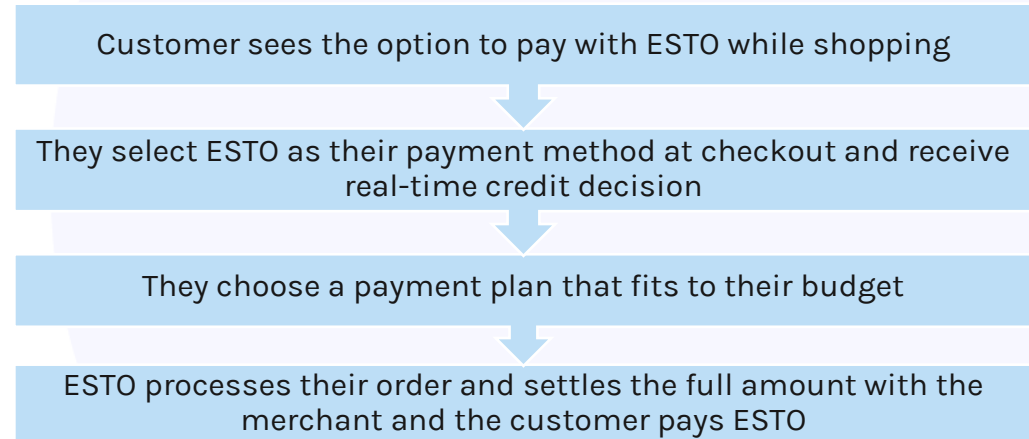
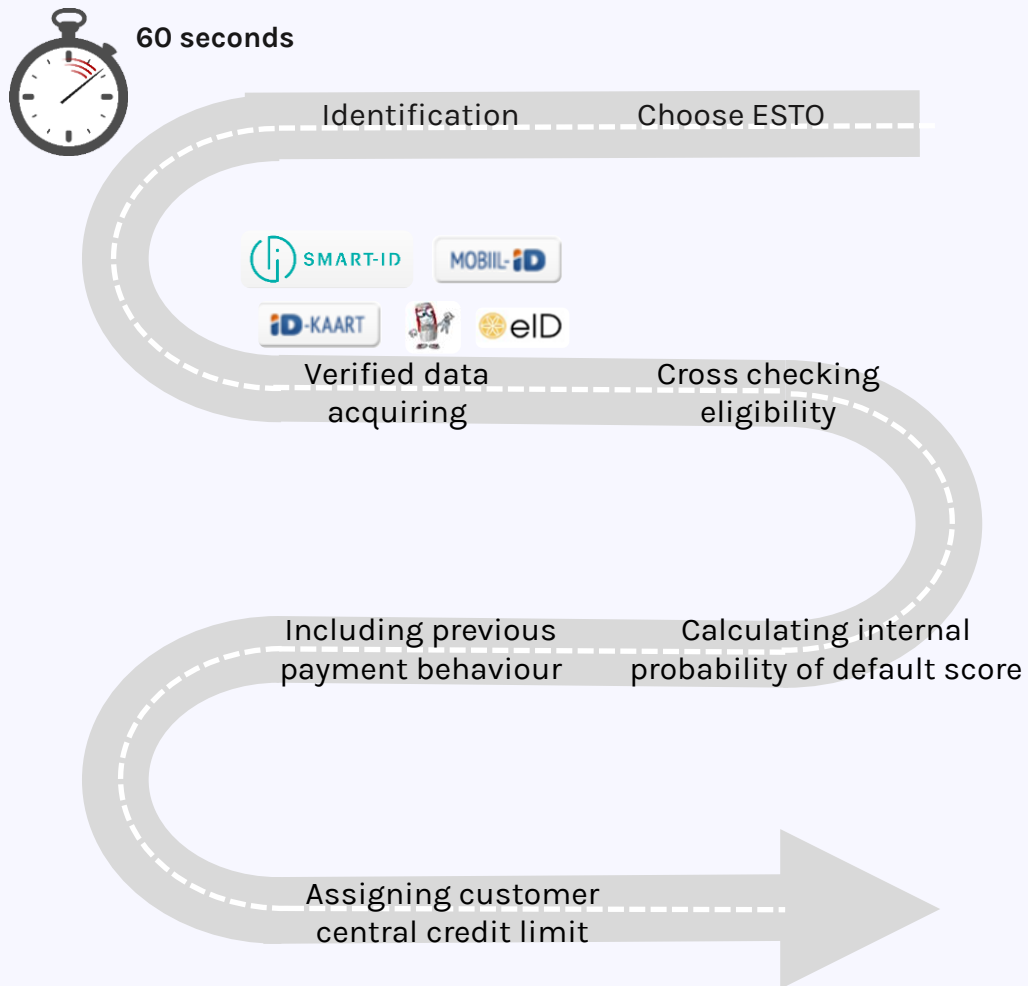
Age





Section D: Business Process Flow

Underwriting process



- One of the key competitive advantages for ESTO is the ability to offer a high-tech solution and a quick decision making process without compromising the quality of the loan portfolio
- ESTO assesses applications by analyzing only verified information via certified registries
- ESTO's scoring is largely built on the foundation of personal credit score, external and internal credit history, clients capacity to service the loan and the conditions of the credit

Customer care

Partnership manager

The strong merchant network of ESTO is supported by partnership managers. They facilitate strong cooperation between the merchants and ESTO

Key partnership manager activities

- Guiding the merchant through onboarding and integration process
- Providing support through the lifecycle of the merchant in regard to customer care, purchase returns, technical support etc.

Continues communication and strong commitment by partnership manager provides best possible services to the merchants and it allows ESTO to retain and growth our network



Customer service manager

ESTO provides customers 24/7 support during the lifecycle of the client

- During purchase and servicing of the loan agreement
- During reminders and debt collection

Internal debt collection procedures

In addition to calls from Customer Service agents, ESTO has automated emails and SMS reminders

ESTO performs collection in 2 stages and disposes portfolio to debt buyer as the last stage

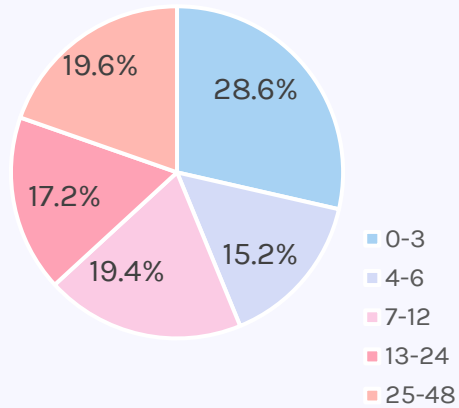
- Between 1-31 DPD (reminders)
- Between 31-74 DPD (active collection)



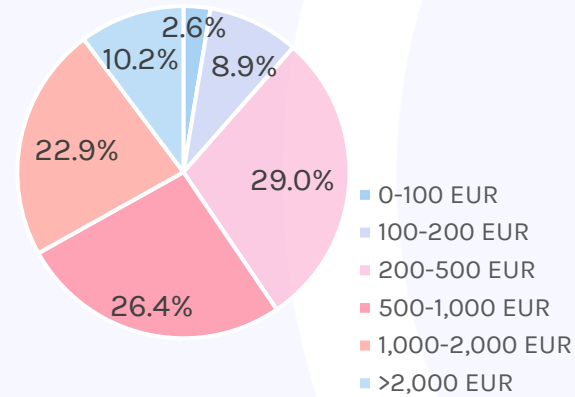
Section E: Portfolio and NPL Analysis

Portfolio analysis

Loan maturity (months)*

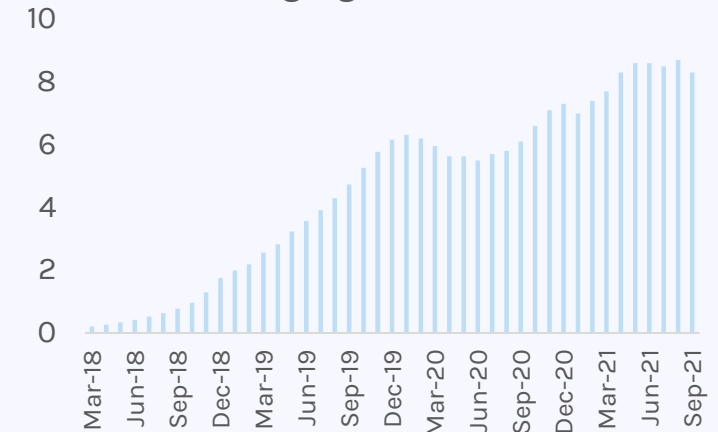


Loan size (units)*

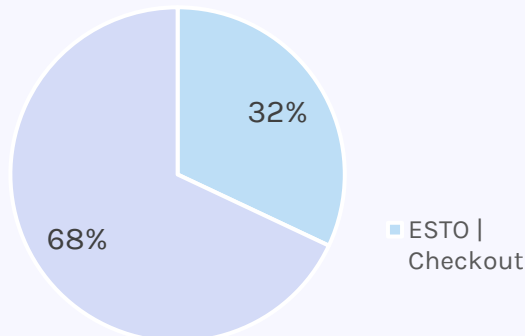


(mEUR)

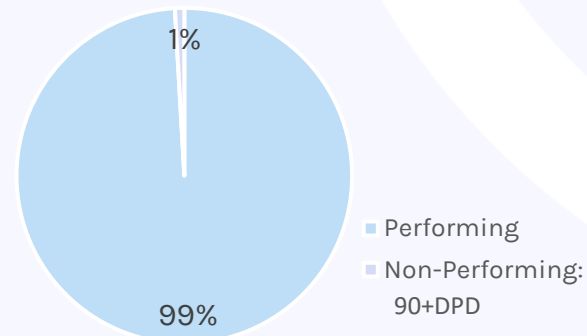
Loan aging**: ESTO | checkout



Loan type

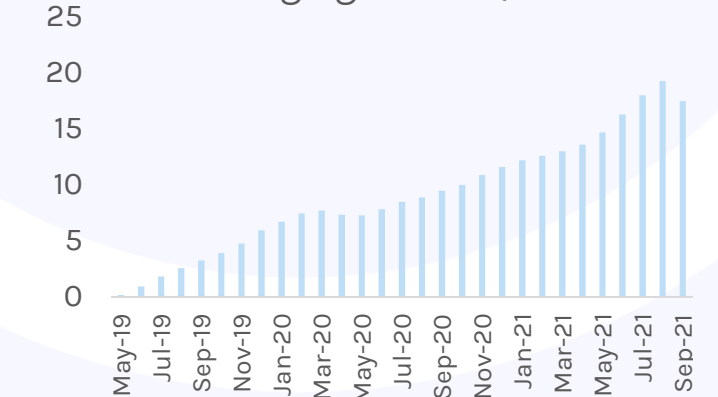


Loan status



(mEUR)

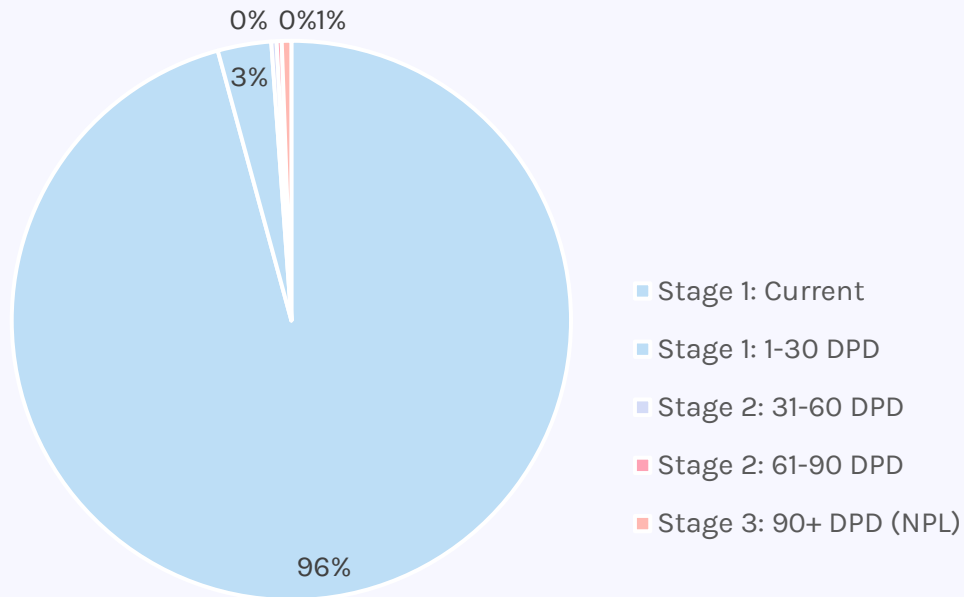
Loan aging**: ESTO | account



NPL and Provisioning *

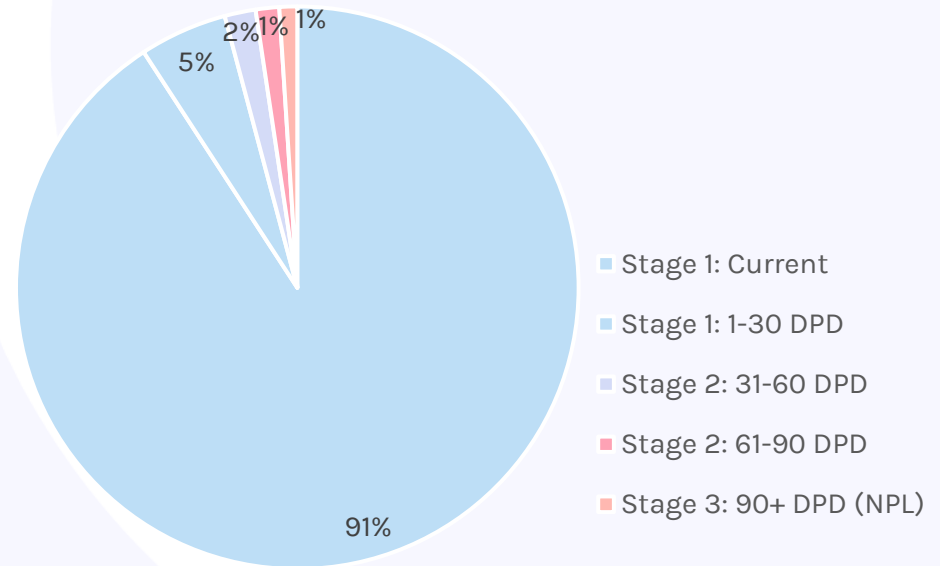
- Provision policy is based on historical portfolio depreciation and recovery data
- Provisions fully compliant with IFRS 9 standard

ESTO | checkout (8.3 mEUR)



- ESTO | checkout performing loan portfolio (“current” and “1-30 DPD”) accounts for 99%
- Prudent impairment policy, with effective impairment rate of 0.8% of gross loan portfolio

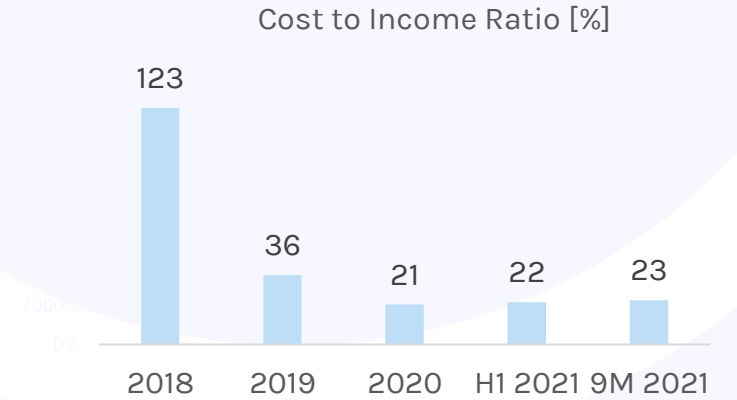
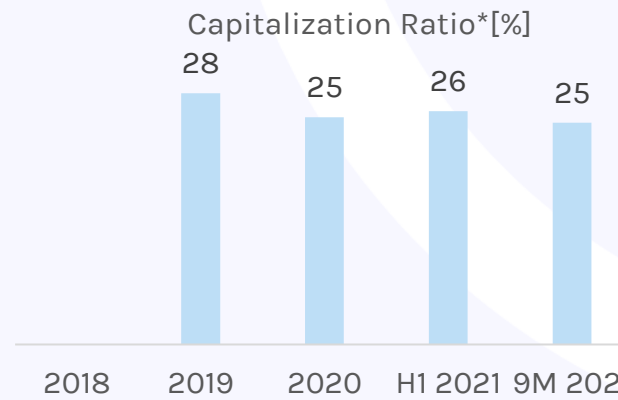
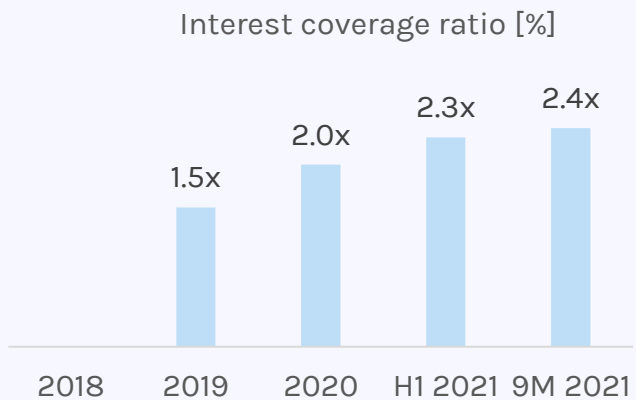
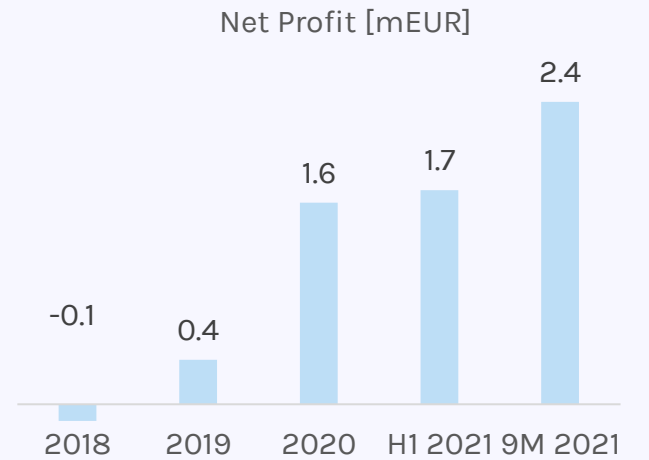
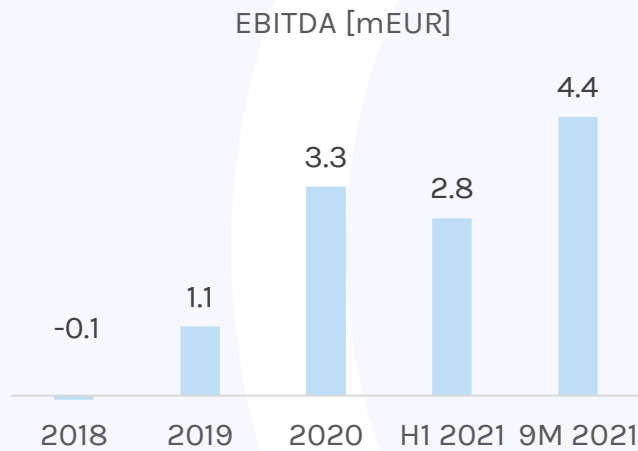
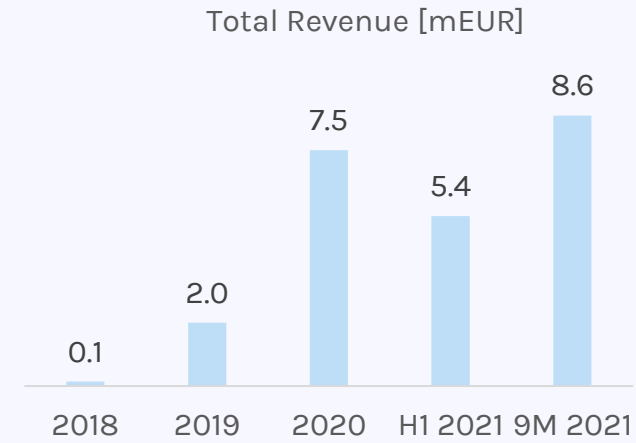
ESTO | account (17.5 mEUR)



- As for ESTO | account, the performing loan portfolio accounts for 96%
- The effective impairment rate of ESTO Account is 2.3% of gross loan portfolio

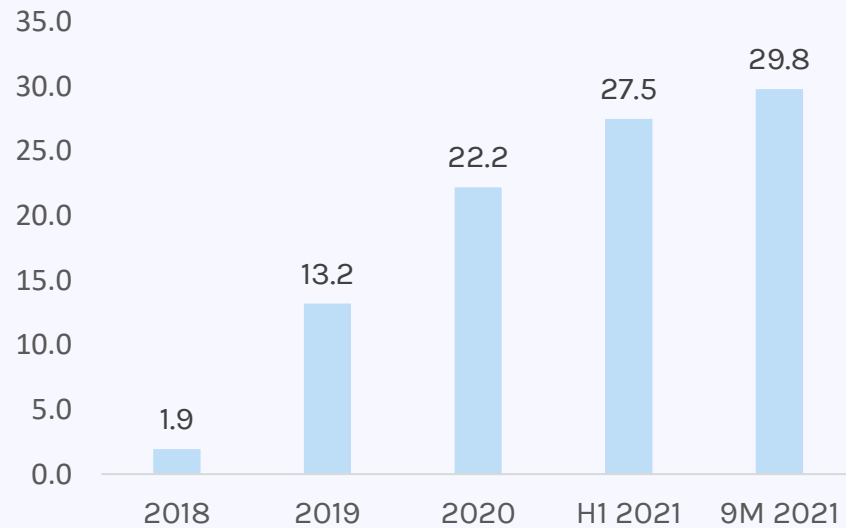
Section F: Financials

Financial Performance



Assets & liabilities

Assets in mEUR

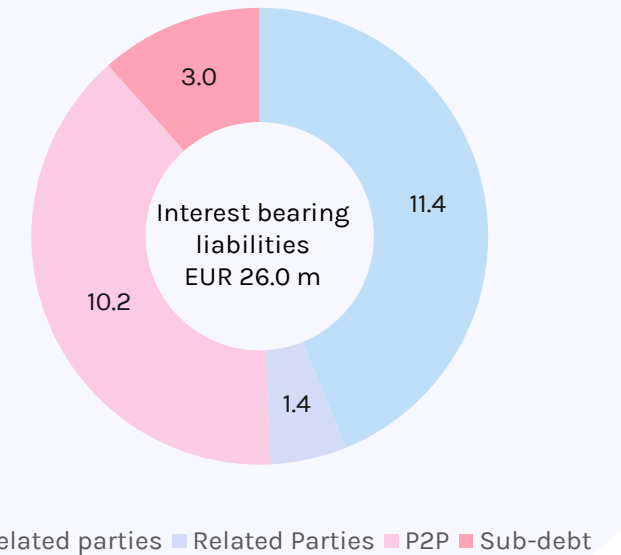


94% of assets consists of loan portfolios and cash

Simple and clear structured balance sheet

Stable equity ratio

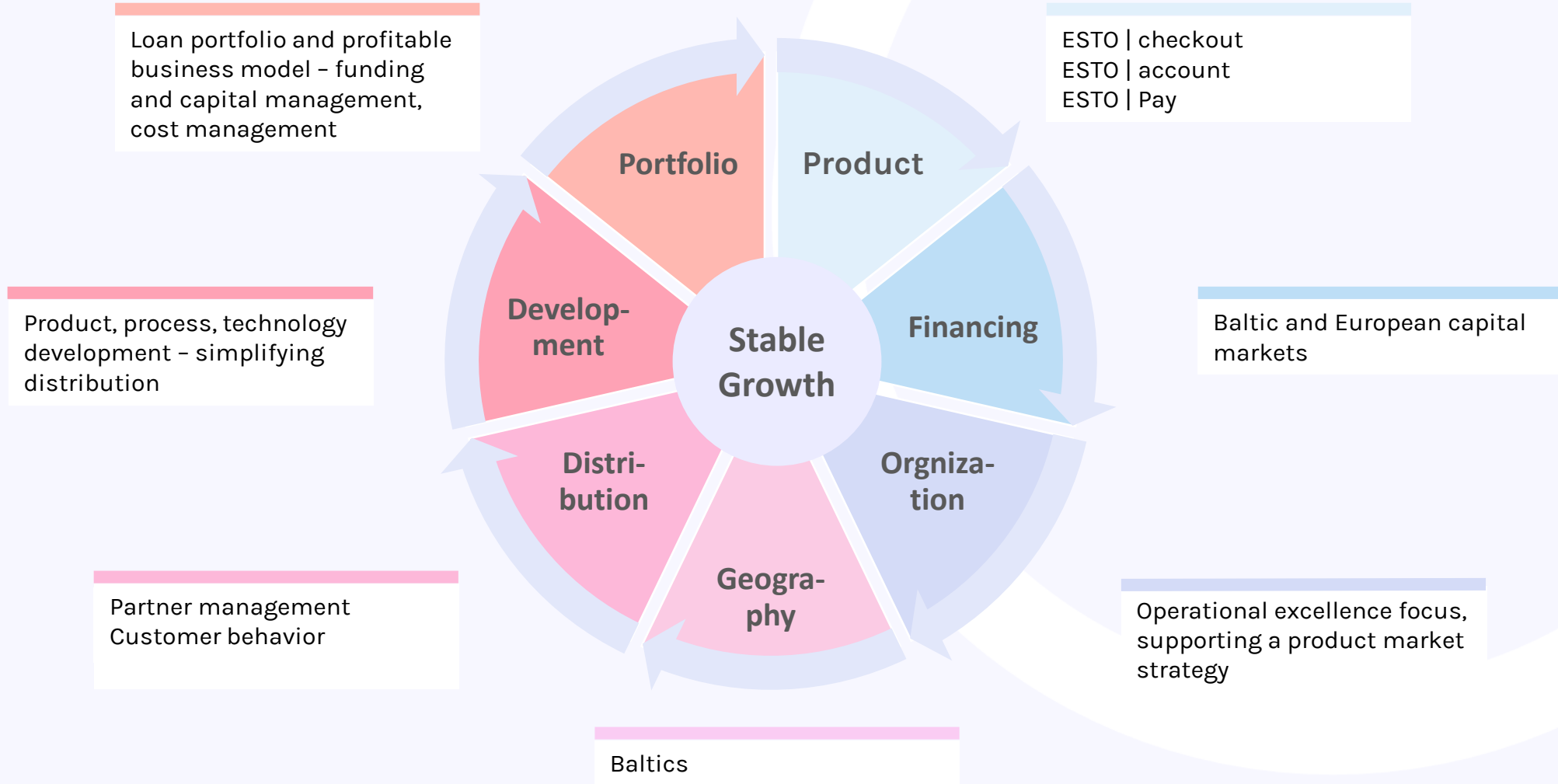
Liabilities in mEUR
as of 30.09.2021



	2018	2019	2020	H1 2021	9M 2021
Cap ratio	-	28.1%	25.1%	26.0%	24.7%
Return on Assets	-	2.7%	7.0%	6.1%	7.9%

Loans maturity profile	2022	2023
mEUR	11.6	14.4

Strategy





Section G: Bond issue

Term sheet

Issuer	ESTO Holding OÜ (Estonia)
Use of proceeds	Refinancing and general corporate purposes
Security type	Secured bonds
Collateral	Pledge on loan portfolio pool by ESTO AS (Estonian subsidiary) 1.2 times the total bond issue
Issue size	EUR 15,000,000 <i>(EUR 5,000,000 new funding + EUR 10,000,000 rollover of current secured lenders in bond form)</i>
Coupon rate	[8.0%-9.0%] p.a.
Coupon frequency	Quarterly
Maturity	3-year, bullet
Call Option	@102% after 1st year, @100.25% last 3 months before maturity
Denomination	EUR 1,000
Minimum subscription	EUR 100,000
Key Terms	<ul style="list-style-type: none">• Change of control (Put @102%)• Dividend cap of max 30% from quarterly Net Profit and 50% of paid dividends should be lent back to Group via Subordinated Loans• The total value of pledged loans and receivables of the Issuer shall exceed at least 1.2 times the secured bonds• To maintain the equity ratio $((\text{Total Equity} + \text{Subordinated Debt}) / (\text{Assets} - \text{Cash}))$ of at least 20%• To maintain the interest coverage ratio at least 2x times
Listing	Nasdaq Baltic First North (alternative market)
Legal adviser	TGS Baltic
Collateral Agent	Triniti Estonia

Risk factors - 1

BEFORE DECIDING TO PURCHASE THE NOTES, INVESTORS SHOULD CAREFULLY REVIEW AND CONSIDER THE FOLLOWING RISK FACTORS WHICH ARE NOT EXHAUSTIVE AND WHICH ARE DESCRIBED AS OF THE ISSUE DATE. SHOULD ONE OR MORE OF THE RISKS DESCRIBED BELOW MATERIALIZE, THIS MAY HAVE A MATERIAL ADVERSE EFFECT ON THE CASH FLOWS, RESULTS OF OPERATIONS, AND FINANCIAL CONDITION OF THE ISSUER. MOREOVER, IF ANY OF THESE RISKS MATERIALIZE, THE MARKET VALUE OF THE NOTES AND THE LIKELIHOOD THAT THE ISSUER WILL BE IN A POSITION TO FULFIL ITS PAYMENT OBLIGATIONS UNDER THE NOTES MAY DECREASE, IN WHICH CASE THE INVESTORS COULD LOSE ALL OR PART OF THEIR INVESTMENTS. THE ISSUER IS NOT OBLIGED TO UPDATE THE RISK FACTORS SHOULD THEY CHANGE OR SHOULD ANY ADDITIONAL RISK FACTORS EMERGE

Risk factors

The below description of the Group activities in general is subject to various risks that, either individually or in combination, may adversely affect the Group and each of its members and the value of investment into the Notes or affect the ability to realise the Notes. Any potential investor should carefully consider all of the information provided in the Terms of the Issue, including the risk factors described below.

It should be noted that the list of factors below is not intended as an exhaustive list of all risks to which the Group or any of its members is or may be exposed to or all those associated with an investment in the Group or any of its members. In particular, the Group's or any of its members' performance is likely to be affected by changes in market and/or economic conditions, political, judicial, and administrative factors and in legal, accounting, regulatory and tax requirements in the areas in which it operates and holds its major assets.

There may be additional risks and uncertainties that are not currently known to the Issuer or any of its Subsidiaries or which they currently do not consider to be material, but which may also have an adverse effect upon the Group or any of its members or affect the Group or any of its members or value of the Notes. If any of the risks referred to below materialise, the business, financial condition, turnover or future operations of the Group or any of its members could be materially adversely affected. In such case, the value of the Notes could decline and Investors may lose all or part of their investment.

1.1. Risk factors relating to the Issuer and its business

The risks indicated herein may reduce the Issuer's ability to fulfil its obligations and cause its insolvency in the worst-case scenario. This section may not feature all the potential risks, which may affect the Issuer.

The order in which the risks are presented does not reflect the likelihood of their occurrence or the magnitude of their potential impact on the Issuer. In addition, the Investors should be aware that the risks described herein may be cumulative and thus intensify one another. Additional risks and uncertainties, which are currently not known to the Issuer or which the Issuer currently believes are immaterial, could also impair the business, cash flows, results of operations and the financial standing of the Issuer.

1.1.1 Changes in regulatory enactments and policies

The Issuer is a holding company registered in Estonia. It is not engaged in active business itself, but it holds two operating companies and intends to also acquire the Material Subsidiary (subject to the Terms of the Issue).

The Material Subsidiary (the main operating company of the Group) is also registered and operates in Estonia. Accordingly, both, the Issuer and the Material Subsidiary, are subject to the laws and regulations in force in Estonia that regulate businesses matters in general, contractual relationships, obligations and taxation, as well as directly applicable regulations of the European Union.

One of the Subsidiaries is registered in Latvia and operates in Latvia, hence is subject to the laws and regulations in force in Latvia that regulate business matters in general, contractual relationships, obligations and taxation, as well as directly applicable regulations of the European Union.

One of the Subsidiaries is registered in Lithuania and operates in Lithuania, hence is subject to the laws and regulations in force in Lithuania that regulate business matters in general, contractual relationships, obligations and taxation, as well as directly applicable regulations of the European Union.

The core business of the of the Group is provision of consumer credits.

Accordingly, the Material Subsidiary is subject to and operates in accordance with the Estonian Creditors and Credit Intermediaries Act. It is also required to hold the license for the respective activity issued by the EFSA.

Although, according to publicly available information of the Parliament of the Republic of Estonia, no changes are planned in the Estonian Creditors and Credit Intermediaries Act, the Commercial Code or any other acts regulating the business of the Issuer and the Material Subsidiary which could materially impact the business operations of the Material Subsidiary, the consumer credit industry is developing quickly. Therefore, there is a possibility of changes in regulations in this regard. Changes in other legislation that regulates some specific processes of the business of the Issuer and the Material Subsidiary (for example, taxation, data protection, AML regulations etc.) may have significant effect on the business and/or the financial position of the Issuer and/or the Material Subsidiary affecting the ability of the Issuer to fulfill its obligations to the Investors.

The Subsidiary registered in Latvia is subject to the laws and regulations on consumer lending in force in Latvia. It is also required to hold the license for respective activity issued by the Costumer Rights Protection Centre of the Republic of Latvia.

The Subsidiary registered in Lithuania is subject to the laws and regulations on consumer lending in force in Lithuania. It is also required to hold the license for respective activity issued by Bank of Lithuania.

Risk factors - 2

1.1.2 Regulatory and licensing risk

The Material Subsidiary is licensed and supervised by the EFSA. The license is issued for an unlimited period of time. However, the license may be revoked and/or fines may be imposed in case of breach of legal norms regulating the business of the Material Subsidiary, noncompliance with the instructions of the EFSA, incorrect or misleading advertising, inability to fulfill contractual obligations, criminal liability of the Material Subsidiary or members of its management, and for other reasons listed in the Estonian Creditors and Credit Intermediaries Act.

One Subsidiary is licensed and supervised by the Costumer Rights Protection Centre Republic of Latvia. The license is issued for an unlimited period of time. However, the license may be revoked and/or fines imposed in case of breach of legal norms regulating the business of the Subsidiary, noncompliance with the instructions of the Costumer Rights Protection Centre Republic of Latvia, incorrect or misleading advertising, inability to fulfill the contractual obligations, criminal liability of the Subsidiary or members of its management, and for other reasons listed in the Consumer Rights Protection Law, Cabinet Regulation No. 245 'Regulations Regarding the Special Permit (Licence) for the Provision of Consumer Credit Services', Cabinet Regulation No. 691 'Regulations Regarding Consumer Credit'.

Another Subsidiary is licensed and supervised by the Bank of Lithuania. The license is issued for an unlimited period of time. However, license may be revoked and/or fines imposed in case of breach of legal norms regulating the business of the Subsidiary, noncompliance with the instructions of the Bank of Lithuania, incorrect or misleading advertising, inability to fulfill the contractual obligations, criminal liability of the Subsidiary or members of its management, and for other reasons listed in the Law on Consumer Credit of the Republic of Lithuania.

As the activities and compliance with the applicable laws and regulations by the Issuer are controlled by the team of experienced managers, the risk of occurrence of such a breach which could cause license revocation is low but cannot be entirely excluded.

1.1.3 Macroeconomic risk

The Group's business correlates with such macroeconomic indicators as GDP, employment, taxes, consumer spending. Increase of the disposable income of the population leads to higher consumer spending and consequently increase of revenue of the Issuer while its decrease would result in lower revenue of the Issuer and negatively affect the ability of the Issuer to fulfill its liabilities related to the Notes.

Although due to the Covid 19 pandemic, the economic situation in 2020 in Estonia was unfavorable for consumer spending, the GDP growth was negative (- 2,93%), unemployment rates were high and due to the restrictions on many consumer services, particularly tourism and entertainment, the excess income of the population was more diverted to savings than spending (according to Estonian Central Bank), the total revenue of the Material Subsidiary in 2020 was 3.6 times higher than the revenue of 2019 and the net revenue was 4.6 times higher than the net revenue of 2019.

In the first half of 2021 the economy in Estonia just like in all European Union is recovering and in many sectors has already exceeded the pre-pandemic levels (data of Estonian Central Bank). Some sectors which were more affected by the pandemic are still to recover soon due to the ease of pandemic restrictions and vaccination of the population. According to the forecasts of Estonian Central Bank, the economy, employment rate and accordingly the consumer spending are expected to grow considerably in the remaining quarters of 2021 and in the following years. Accordingly, GDP is expected to grow by 5,3 % to 8,2 % in total in 2021 and between 3.8 and 4.9 in 2022, unemployment is expected to decrease the total being from 5.7 % to 6.1 % in 2021 and 4.7% to 4.9% in 2022, consumer spending is expected to increase due to release of savings of the population which were accumulated unwillingly due to unavailability of such services as tourism and entertainment.

The economy in Latvia contracted by 1.8% in the first quarter of 2021 due to tightening of Covid-19 restriction measures from late 2020. Still, the results have been better than expected, as there was a rebound of economic activity in March coming from export growth. The economic activity in employment-intensive sectors remained subdued due to ongoing restrictions. The employment rate has continued to decline throughout the first five months of the year. However, it is expected that the employment measures will improve further on (8.4% and 7.1% unemployment rate in 2021 and 2022 respectively). Nevertheless, according to European Commission forecasts, the GDP growth is set to rebound in the third quarter and further in the year due to relaxed containment measures and reopening of contact-intensive services, increasing the consumer spending. Accordingly, GDP is forecast to grow by 3.8% in 2021. During 2022, GDP growth is expected to accelerate and reach 6.0% due to further growth in household consumption, exports and funds coming from the implementation of the Recovery and Resilience Plan.

The economy in Lithuania has contracted less than in Estonia and Latvia during 2020 with GDP growth of -0.9% and performed strongly in the first quarter of 2021. The most recent economic sentiment indicators point to further expansion for the year. Unemployment is predicted to decrease but remain above its pre-pandemic level (8.2% and 7.6% in 2021 and 2022 respectively). Accumulated savings by households, continued wage growth and falling unemployment are set to support a rebound in private consumption and consumer spending in the following year. A strong recovery in domestic demand should be the main driver of economic expansion and the GDP growth is forecast to grow by 3.8% in 2021 and 3.9% in 2022.

Considering that two heavy economic crises occurred within the last 13 years (the economic crisis of 2008 and the crisis of Covid-19 pandemic), the possibility of a new crisis affecting the macroeconomic situation in Estonia, Latvia and Lithuania cannot be excluded. Although the general interest and necessity of the public for crediting services during economically difficult situations increase, however, the ability of the customers to repay loans decreases which may also reflect on the ability of the Issuer to execute timely payments related to Notes.

1.1.4 Competition risk

The main competitors of the Material Subsidiary are non-bank credit providers as well as banks providing consumer credits. At the date of signing the Terms of Issue, in addition to banks and creditors associated with banks, there are more than 40 non-bank creditors licensed by the EFSA. Most of the competitors provide direct credits to their customers before the customer engages in the planned purchase. However, the Material Subsidiary utilizes a unique customer onboarding approach where the customers are acquired directly from the merchant by offering to the merchants a white label checkout technology solution which permits the customer to disperse the payments in installments or defer the payments at the moment of execution of the payment for the purchase. Due to its specific approach, the current competition risk of the Material Subsidiary (and thereby the Issuer) may be considered low, however, there is a risk that it can increase in the future which may result in increased costs of sales and marketing as well as decreased income reducing the ability of the Issuer to fulfill its obligations to the investors.

Risk factors - 3

The main competitors of the Latvian Subsidiary are non-bank credit providers as well as banks providing consumer credits. At the date of signing the Terms of Issue, there are more than 44 non-bank creditors licensed by the Consumer Rights Protection Centre Republic of Latvia. Most of the competitors provide direct credits to their customers before the customer engages in the planned purchase. However, the Subsidiary has planned to utilize a unique customer onboarding approach where the customers are acquired directly from the merchant by offering to the merchants a white label checkout technology solution which permits the customer to disperse the payments in installments or defer the payments at the moment of execution of the payment for the purchase. Due to its specific approach, the current competition risk of the Subsidiary (and thereby the Issuer) may be considered low, however, there is a risk that it can increase in the future which may result in increased costs of sales and marketing as well as decreased income reducing the ability of the Issuer to fulfill its obligations to the investors.

The main competitors of the Lithuanian Subsidiary are non-bank credit providers as well as banks providing consumer credits. At the date of signing the Terms of Issue, there are more than 56 non-bank creditors licensed by the Bank of Lithuania. Most of the competitors provide direct credits to their customers before the customer engages in the planned purchase. However, the Subsidiary utilizes a unique customer onboarding approach where the customers are acquired directly from the merchant by offering to the merchants a white label checkout technology solution which permits the customer to disperse the payments in installments or defer the payments at the moment of execution of the payment for the purchase. Due to its specific approach, the current competition risk of the Subsidiary (and thereby the Issuer) may be considered low, however, there is a risk that it can increase in the future which may result in increased costs of sales and marketing as well as decreased income reducing the ability of the Issuer to fulfill its obligations to the investors.

1.1.5 Counterparty credit risk

The main business activity of the Group companies is providing credit services (loans) to their customers. The Subsidiaries hold respective licenses as credit service providers issued by national competent authorities.

According to the current business model of the Subsidiaries, the customers are provided credit line services and options to execute instant online purchases by paying the respective fee in installments or at a later date. Accordingly, the liquidity and solvency of the customers is very important to ensure timely and efficient repayment of the loans.

The Subsidiaries apply several measures to reduce the likelihood that the loans are not repaid or cannot be recovered. The Subsidiaries apply creditworthiness assessment rules to verify the applicant's monthly income and expenses. The Subsidiaries verify information received from the applicant via internal and external sources, such as the Pensions Register of Estonia, State Revenue Service of Latvia to verify income, in addition analyzing the applicant's income under the guidelines issued by respective supervisory authority -and when necessary analysing bank account statement(s) via Accountscoring (Krediidiregister OÜ). The Subsidiaries verify the monthly expenses of the applicant based on bank account statement(s) and all material and financial debts via payment default registers (taust.ee and creditinfo.ee, database of AS "Kredīinformācijas Birojs"). In addition, the Material Subsidiary orders a credit score from relevant service providers per each applicant to assess the default probability.

1.1.6 Privacy and data protection breach risk

The Group companies are subject to respective Personal Data Protection Acts (GDPR as well as Estonian, Latvian and Lithuanian national laws). As due to their business particularities the Group companies (especially the Subsidiaries) constantly have access to a large amount of the personal data of their customers, the Group companies have a detailed and developed internal data protection policy ensuring compliance with the applicable laws and requirements.

The data collected by the Group companies is processed in the minimum extent possible and only in the extent of specified purpose and procedure. Personal data of the customers is protected by high-end technological safeguard measures. All employees connected to the data processing are under confidentiality obligations and all third parties the data is shared with are obliged to use the same safety measurements as the Group companies and are under contractual confidentiality obligation. Nevertheless, there is a risk that the measures utilized by the Group companies may not provide sufficient protection for the customers' data which may lead to sanctions or penalties which may harm the financial position of the Issuer and its reputation.

1.1.7 AML and Sanctions compliance risk

As a regulated and licensed entity, the Subsidiaries are required to scrupulously adhere to rigorous regulations regarding prevention of money laundering, terrorism financing and proliferation as well as implementation of the Sanctions.

The Material Subsidiary is subject to the Estonian Money Laundering and Terrorist Financing Prevention Act and Estonian International Sanctions Act. The Latvian Subsidiary is subject to Latvian Law on Prevention of Money Laundering and Terrorist Financing. The Lithuanian Subsidiary is subject to Lithuanian Law on Prevention of Money Laundering and Terrorist and Proliferation Financing.

The Subsidiaries have taken the steps required by law and apply the necessary measures to reduce the probability of dealing with customers under Sanctions or involved in any illegal activity. The Subsidiaries utilize the following tools for their KYC process:

- SMART-ID (<https://www.smart-id.com/>)
- MOBILE-ID (<https://e-estonia.com/solutions/e-identity/mobile-id/>)
- ID-Card (<https://e-estonia.com/solutions/e-identity/id-card/>)
- VERIFF (<https://www.veriff.com/>)
- Certification centre (<https://www.skidsolutions.eu/>)

Risk factors - 4

The Subsidiaries are prepared to provide hire-purchase for the purchase of goods or services from a merchant in the sum of up to EUR 10,000 per customer and the Subsidiaries are prepared to provide each customer with overdraft facility of up to EUR 10,000. The Subsidiaries do not issue loans when there is a reason to suspect that service provided to the customer may be used for money laundering, terrorist financing or fraud, and the Subsidiary is unable to dispel this suspicion. The Material Subsidiary and the Lithuanian Subsidiary do not issue loans to Politically Exposed Persons, unless it is a local politically exposed person. The Latvian Subsidiary, due to no distinction between the politically exposed persons, applies higher threshold of precautionary measures to each politically exposed person. The Subsidiaries do not provide cash services, e.g. do not accept credit repayment in cash. The Subsidiaries have identified the customer risk in the Risk Assessment as "lower than average", since the Subsidiaries only provide domestic services (Estonia, Latvia or Lithuania). Nevertheless, there is a risk that the measures applied by the Subsidiaries may be insufficient for prevention of money laundering and terrorism financing which may result in legal sanctions, penalties, financial losses or harm to the reputation of the Subsidiaries and Issuer. Such activities may also affect the financial position of the Issuer and its ability to cover the payments related to the Notes.

1.1.8 Liquidity risk

The Group companies rely on financing from third parties and Related Parties in order to service of their liquidity needs. In addition to loans issued to the Group companies, the Subsidiaries also assign claim rights arising from the credit agreements concluded with their customers via peer-to-peer lending platforms and investment firms to increase liquidity. Liquidity risk arises from the difference between the assets (credit provided to customers) and the liabilities of the Group companies. Realisation of the liquidity risk may have material adverse effect on the operations of the Group companies, financial standing and results of operations, and thereby on the Issuer's ability to cover the payments related to the Notes.

1.1.9 Key employee risk

As the Group companies provide modern fin-tech services, it is important for the Group companies to be able to contract and maintain long employment relationship with highly qualified and experienced employees, especially in three areas – information technology, compliance and finance. The competition for such employees, particularly in the mentioned areas, is strong in Estonia, Latvia and Lithuania. The loss of any of the current key employees or inability to contract new employees with the necessary qualifications may lead to wrong business decisions or recess of business development and consecutively to losses or decrease of revenue of the Group Companies and thereby the Issuer.

1.1.10 Risks related to customer complaints and disputes

The customers of the Subsidiaries may not be satisfied with the services of the Subsidiaries which may result in out-of-court settlements, litigation in court or supervisory proceedings by financial supervision authorities, consumer protection authorities, data protection agencies or other public authorities. Supervisory proceedings by public authorities may result in precepts, fines or even revocation of license to issue credit.

1.1.11 Interest rate risk

The operations of the Group companies are inherently exposed to interest rate risk. The Group companies issue credit a fixed interest rates. However, the amount of interest income actually received by the Group companies materially affects the revenues of the operations of the Issuer. There may be a mismatch between the interest income earned from the lending operations of the Group companies and the interest costs paid on the interest-bearing liabilities, which may have adverse effect on the Group companies' operations, financial standing and results of operations, and thereby Issuer and its ability to cover the payments related to the Notes.

1.1.12 Risk of business disruption

The Subsidiaries use a number of custom-made information technology systems and web solutions in carrying out everyday business operations and providing services to their customers. Therefore, the Group companies are open to risks over which it has no control, including system-wide failures of communication infrastructure, quality and reliability of equipment and software supplied by third parties and other similar risks. Failures of or disruptions to the information technology systems could prevent the Group Companies from conducting their operations. This may adversely affect the financial position of the Group Companies and thereby the Issuer's ability to cover the payments related to the Notes.

1.1.13 Taxation risk

Tax regimes are from time to time subject to change, some of which may be dictated by short-term political needs. Changes in the tax regimes or the interpretation of tax laws, regulations or treaties in the jurisdictions where the Group companies operate may affect the financial position of the Group Companies and thereby the Issuer's ability to cover the payments related to the Notes.

1.2. Risks factors related to Notes

1.2.1 Collateral risk

The Notes are secured with the Collateral of a pledge on the pool of loan receivables of the Material Subsidiary and/or the other Subsidiaries according to the Terms of the Issue. If the Issuer fails to make the payment of Coupon and / or the Nominal, the Collateral Agent shall enforce the Collateral to cover the payments of the Coupon and the Nominal to the Investors.

As the total value of the loan portfolios of the Material Subsidiary and/or the other Subsidiaries constantly changes and certain part of the loans is impossible to recover, there is the risk that the total value of the Collateral at the time of its enforcement may be lower than the total value of the liabilities of the Issuer towards the Investors or that the value of loans impossible to recover reduces the total amount of funds collected by the Collateral Agent. Accordingly, the funds recovered from the loans may be insufficient to fully satisfy the claims of the Investors.

Risk factors - 5

Pursuant to a mandatory provision of Estonian law, a public limited company (such as the Material Subsidiary) may not guarantee or provide security for a loan or any similar debt obligation (such as the Notes) taken by its shareholder. While the Issuer is not yet a shareholder of the Material Subsidiary, once the Issuer acquires the shares of the Material Subsidiary, this prohibition becomes relevant. The prohibition does not apply to guaranteeing or securing a debt taken by the parent undertaking if this does not harm the financial status of the subsidiary or the interests of creditors. Nevertheless, the Material Subsidiary may not guarantee or provide security for a debt taken by the Issuer for acquisition of the shares of the Material Subsidiary. Although a transaction violating said prohibitions is not void, the parent (i.e. the Issuer once it has acquired the Material Subsidiary) must compensate any damage caused to the Material Subsidiary by the provision of security. Also, in theory, the management board of the Material Subsidiary may be liable for providing the security. In case the Notes are also secured by collateral provided by the other Subsidiaries, financial assistance restrictions of relevant jurisdictions may also apply.

1.2.2 Notes redemption risk

The Notes are secured with the Collateral according to the Collateral Agreement. In case of insolvency of the Issuer, the rights of the Investors to receive their investments shall rank pari passu (equal to) with the other secured creditors of the Issuer and the other Investors under the Notes.

1.2.3 Liquidity risk

Neither the Issuer, nor the Arranger or any other person guarantees the minimum liquidity of the Notes. Accordingly, it may be difficult for the Investors to sell the Notes on the secondary market for their Fair Market Value or at all. The Issuer will apply for the listing of the Notes on First North, however, no assurance can be given that the Notes will be admitted to trading. Further, First North is substantially less liquid and more volatile than established markets. Its relatively small market capitalisation and low liquidity may impair the ability of the Investors to sell their Notes. The value of the Notes may fluctuate on the First North due to events and risks related to the Group companies, but also because of events outside the Group's control.

1.2.4 Delisting risk

The Issuer has undertaken to request admission to trading of the Notes on the alternative market First North, operated by Nasdaq Tallinn. However, there is the risk that the Notes may not be admitted for trading on First North or that Nasdaq Tallinn may delist the Notes from First North after the admission pursuant to guidance by EFSA or changes in Legal Acts, including Nasdaq Tallinn regulations.

1.2.5 Price risk

The price of the Notes on the secondary market may change significantly depending on the changes of interest rates, central bank policies, overall economic situation, demand for the Notes and other factors. Neither the Issuer, nor the Arranger or any other person undertakes to maintain a particular price level for the Notes. The Investors are exposed to the risk of unfavorable price development of the Notes on the secondary market in case the Investor sells the Notes before the Maturity Date. At the Maturity Date, the Notes shall be redeemed in accordance with the Terms of the Issue.

1.2.6 Foreign exchange risk

The Notes are denominated in EUR currency. If the Investor measures the payments related to the Notes in another currency, the Investor faces risk that the actual payments received may be lower than expected due to depreciation of EUR currency against the currency of the reference used by the Investor.

1.2.7 Repurchase or early redemption risk

The Issuer may execute the call option and redeem the notes before the Maturity Date by paying the Nominal amount of the Notes at increased price back to the Investors according to the Terms of the Issue. There is the risk that at the time the call option is executed by the Issuer, the redemption price of the Notes may be lower than the market price of the Notes on the secondary market. If the prevailing interest rates in the market at the time of the redemption are lower than the interest on the Notes, the Investors may not be able to reinvest the proceeds from the redeemed Notes in securities with comparable or higher interest rates than the interest rate on the Notes redeemed.

1.2.8 Tax risk

The laws regulating the taxation procedure and stating the tax rates in Estonia and / or countries of residence of the Investors may change. As a result, the Investors may receive smaller payments related to Notes. Neither the Issuer nor any other person will compensate for the increase in taxes to the Investors.

1.2.9 Resolutions of the Investors risk

The resolutions approved by majority of Investors are binding on all Investors. Accordingly, the Investor faces risk that certain rights in relation to the Notes may be amended, decreased, or cancelled without its consent or against its will.

Section H: Appendix

Key management



Mikk Metsa
CEO

- Mikk is the founder and CEO of ESTO.
- Before establishing ESTO Mikk held various positions in private equity BaltCap, asset management Trigon Capital and investment banking Redgate Capital



Dziugas Syksta
CFO

- Dziugas is the CFO of ESTO.
- Dziugas has extensive financial control and management experience.
- Prior to joining ESTO he was the CFO of ID Finance Spain and Prestamos Prima Group



Kristjan Tiik
CMO

- Kristjan joined ESTO as an early investor and holds the CMO position in ESTO.
- Kristjan has been active in Fintech sector for past 15 years. In 2006 he founded one of the first online credit companies in Baltics. In following years he has build and developed consumer credit companies in more than 10 different markets from EU to LATAM and ASIA



Mikk Mihkel
CTO

- Mikk is the co-founder and CTO of ESTO.
- Mikk Mihkel has been involved with programming and engineering from an early age. Before co-founding ESTO he studied physics and developed software systems for startups as a freelancer.



Bogdan Yatsyna
CRO

- Bogdan Yatsyna is the CRO of ESTO
- Before ESTO Bogdan held various leadership positions in the software development and telecom industry, with more than 15 years of experience with data, product, and risk.
- Leading roles held in top Ukrainian companies in various fields such as Kyivstar, Ukrtelecom, LIGA:ZAKON, Fondy.



Dmytro Kulish
Head of Data

- Dmytro is the Head of Data in ESTO.
- He has been working with Data for last 17 years in roles varying from Business or IT manager to a Consultant.
- Dmytro worked for a leading American DWH vendor managing projects CIS and in his last role he worked as the Head of Data for one of the biggest Telcos in Ukraine.



Joar Terjesen
COO

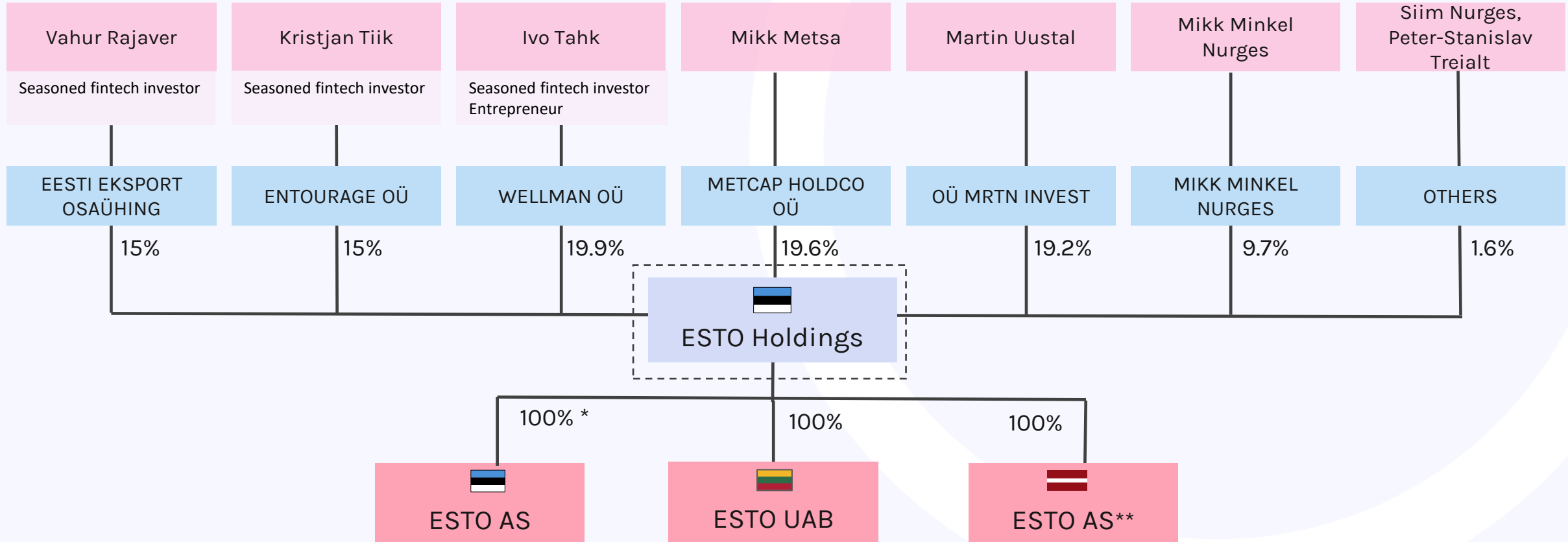
- Joar is the COO of ESTO.
- He brings over 20 years of operational experience working with international projects and project portfolios in corporations such as GE, Equinor and lately BLRT Group in Estonia.
- Joar holds an engineering degree, MBA and is the completion phase of his PhD in Management at Estonian Business School.



Sergey Kalinin
Head of Product

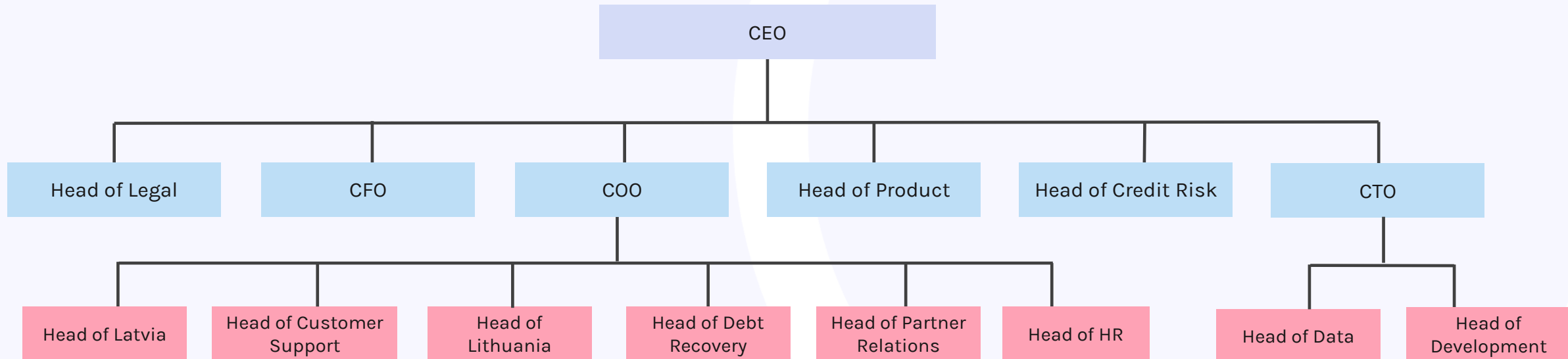
- Sergey is the Head of Product of ESTO.
- He has variable experience as Head of Products in various tech projects like Dfinance, Kuna Exchange, Legalblockbit, as well as a corporate executive in investment advisory firms like Conwert AG and Colliers International.

Legal structure

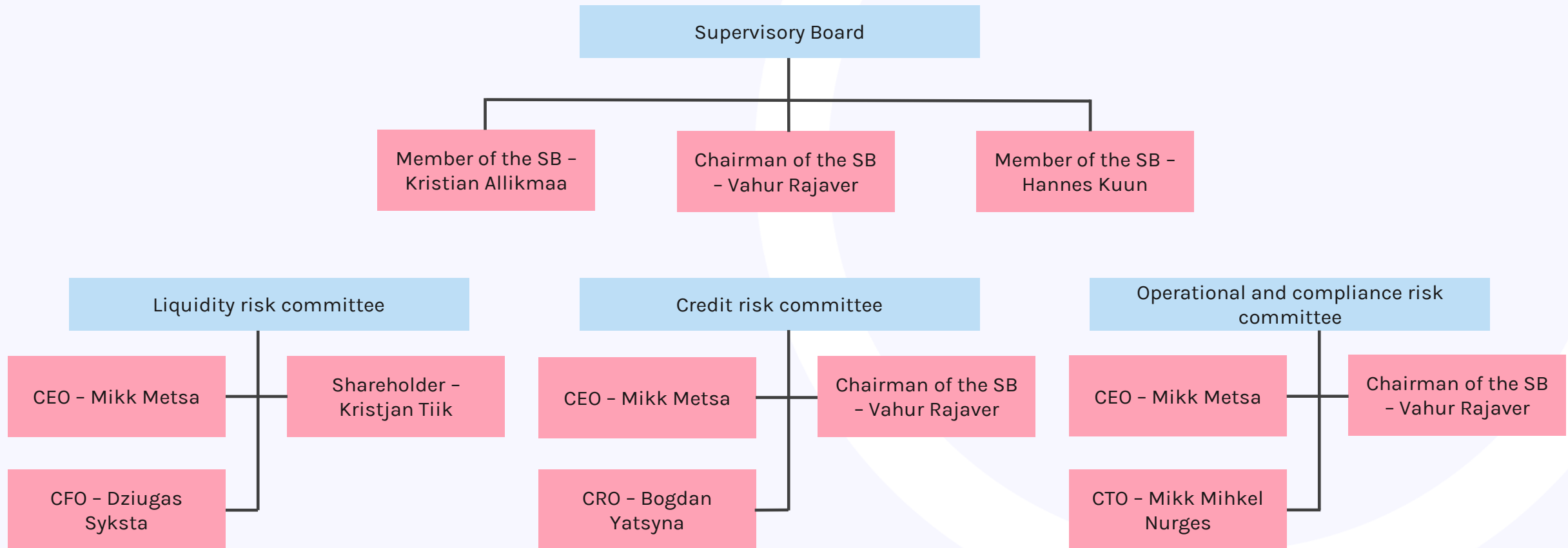


Organisation structure

21 employees as of 30.06.2021



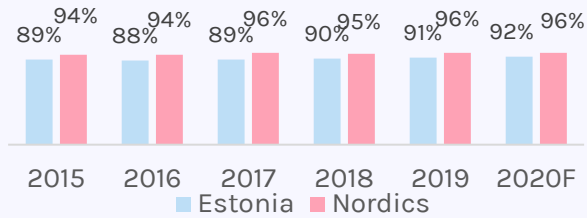
Oversight and Management



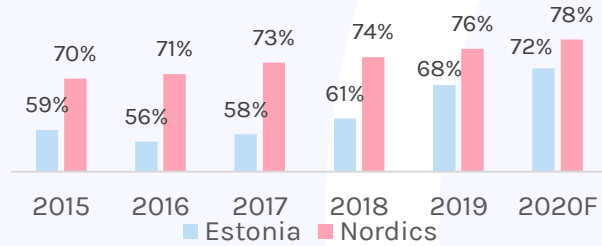
E-commerce insights

E-Commerce in Estonia

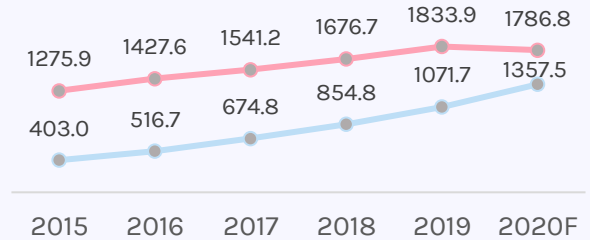
Internet Users*



E-shoppers*

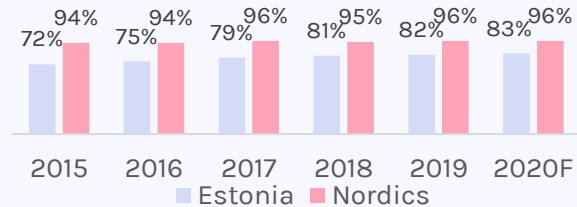


E-commerce Turnover per shopper (EUR)

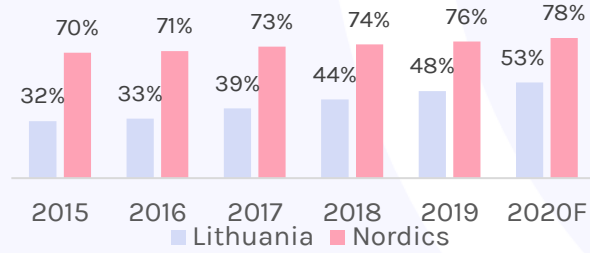


E-Commerce in Lithuania

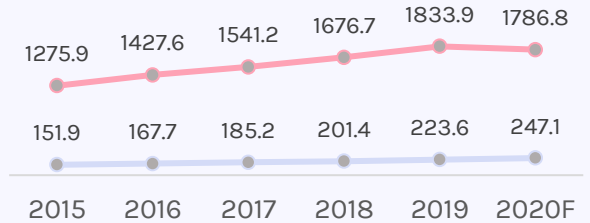
Internet Users*



E-shoppers*

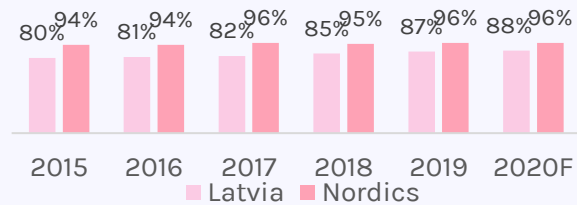


E-commerce Turnover per shopper (EUR)

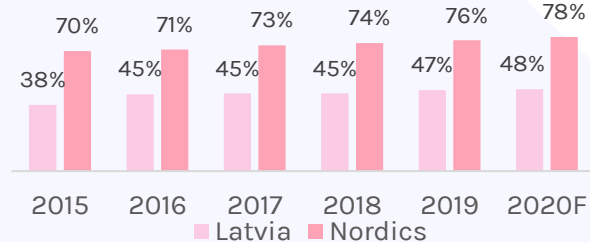


E-Commerce in Latvia

Internet Users*



E-shoppers*



E-commerce Turnover per shopper (EUR)



Merchant case study



KPay is a new installment service offered by Kaup24.ee, which allows you to pay for your purchases conveniently in installments.

Kaup24 järelmaks

Tasu mugavalt, osamaksete kaupa



Choose the conditions that suit you.

1. Choose the conditions that suit you. We will prepare a payment schedule for you based on the period you have selected.
2. Digitally sign the payment schedule using Mobile-ID, SmartID or ID-card.
3. This payment solution makes a decision in real time and helps you make a purchase in less than 60 seconds.

The standard KPay installment terms are as follows:

- There is no mandatory deposit;
- Interest from 0%;
- Contract fee from 0 euros;
- Period up to 4 years.

Kaup24 installment payment provider is ESTO AS (reg. Code 14180709).

Each installment is a financial obligation. Before concluding a hire purchase agreement, read the terms of the respective service and, if necessary, consult an expert. Every financial decision involves risks and obligations, so we ask you to think carefully about the need to consume loan products. For example, for a loan amount of 2049 euros with a fixed interest rate of 14% per annum for 12 months and a contract fee of 14.90 euros, the credit cost rate is 31.12%, the monthly payment is 197.14 euros and the total amount repayable by the consumer is 2365.69 euros. E-mail: info@esto.ee ; Phone: (+372) 622 52 52

ValgeKlaar

 Premium Service Provider

White Clause installment - do not want to pay the full amount at once? Pay in installments!

When paying for products or services, use Valge Klaar installment payment - the cheapest, most convenient and fastest installment payment link in Estonia!

Add suitable products to the shopping cart, confirm your order and select the White Clause installment link from the payment methods. When paying, select the appropriate period, the amount of the monthly installment and digitally sign conveniently using an ID card, Smart-ID or Mobile-ID.

Valge Klaar installment payment is an extremely fast and convenient payment solution that will help you to prepare a payment schedule for you based on the period you have chosen. This payment solution makes a decision in real time and helps you make a purchase in less than 60 seconds.

ATTENTION! Each installment is a financial obligation. Before concluding a hire purchase agreement, read the terms of the respective service and, if necessary, consult an expert.

Valge Klaar's installment payment provider is ESTO AS (reg. Code 14180709).

The standard terms of the White Clause installment are as follows:

- Interest from 0%
- Contract fee from 0 euros
- Period up to 4 years

All citizens of the Republic of Estonia aged 18-70 can apply for the White Clause installment. Valge Klaar installment payment can be made quickly and conveniently for a legal entity.

Income statement

in Thousands	2018	2019	2020	H1 2021	LTM 30/06/2021	9M 2021
Total revenue	135	2,014	7,513	5,394	9,713	8,577
Loan direct costs	(89)	(916)	(4,178)	(2,507)	(4,700)	(3,975)
Provision & write-off	(9)	(21)	(2,355)	(1,264)	(2,443)	(1,962)
Capital cost - interest	(61)	(712)	(1,713)	(1,131)	(2,077)	(1,829)
Capital cost - fees	(19)	(183)	(110)	(113)	(180)	(184)
Gross Profit	47	1,099	3,334	2,887	5,013	4,602
<i>Gross Profit %</i>	<i>34%</i>	<i>55%</i>	<i>44%</i>	<i>54%</i>	<i>52%</i>	<i>54%</i>
Operating costs	(170)	(724)	(1,556)	(1,168)	(2,075)	(1,987)
Other	(67)	(141)	(1,156)	(780)	(1,440)	(1,366)
Marketing	(102)	(584)	(400)	(388)	(634)	(621)
Operating Profit	(123)	374	1,779	1,719	2,938	2,615
Total non operating costs or income	(2)	(20)	(101)	(34)	(100)	(22)
EBITDA	(64)	1,067	3,335.6	2,816.1	4,859.6	4,421
Total Depreciation			(68)	(18)	(58)	(25)
Tax	0	0	(56)	0	(56)	(197)
Net Profit	(125)	354	1,555	1,667	2,725	2,371
<i>Net Profit %</i>	<i>-</i>	<i>18%</i>	<i>21%</i>	<i>31%</i>	<i>28%</i>	<i>28%</i>

Balance sheet

in Thousands	2018	2019	2020	H1 2021	9M 2021
ASSETS					
Current Assets	1,367	10,918	19,128	24,475	26,711
Cash and cash equivalents	63	489	1,592	646	2,070
Prepayments		212	418	449	467
Loans and advances to customers		10,199	16,666	22,081	22,842
Other assets	1,304	19	452	1,298	1,332
Fixed assets	577	2,285	3,105	3,019	3,125
Loans and advances to customers	446	2,007	2,548	2,913	2,996
Property and equipment	2	18	34	38	51
Intangible assets	128	260	523	67	77
ASSETS (total)	1,944	13,203	22,234	27,494	29,835
LIABILITIES & EQUITY					
Short-term liabilities	293	4,671	6,309	9,395	11,652
Debts	25	4,322	5,807	9,099	11,242
Other liabilities	268	349	502	296	410
Long-term liabilities	1,666	8,075	14,104	14,611	14,804
Debt	1,666	5,075	11,104	11,611	11,804
Quasi-equity (subordinated debt)		3,000	3,000	3,000	3,000
Equity	-15	457	1,821	3,488	3,379
Share capital	62	62	100	100	100
Share premium		48	154	154	154
Reserves and other	48	125	11	11	11
Running profit	-125	354	1,556	3,222	3,114
LIABILITIES & EQUITY (total)	1,944	13,203	22,234	27,494	29,835

Cash flow statement

in Thousands	2018	2019	2020	2021 H1
Profit before income tax	(132)	354	1,556	1,667
Adjustments	51	13	-	-
Interest received	-	(225)	(271)	(107)
Interest cost	17	85	65	328
Impairments	6	41	213	(12)
Proceeds from loan sales	12	59	(2,141)	(1,276)
Depreciation and amortization	9	21	67	52
Other adjustments	7	32	102	12
Change in assets receivables and prepayments	(3)	(93)	(1,407)	(690)
Change in trade creditors and other liabilities	55	100	155	252
Loans to clients issued	(2,197)	(17,984)	(4,102)	(4,576)
Loans from clients repaid	696	7,371	-	-
Cash flow from operating activities	(1,530)	(10,239)	(5,764)	(4,349)
Acquisition of tangible and intangible assets	(129)	(168)	(349)	400
Proceeds from investments		2	(155)	(100)
Cash flow from investing activities	(129)	(166)	(504)	300
Loans received	1,712	11,379	10,850	6,347
Loan repayments	(97)	(673)	(3,401)	(3,244)
Equity contribution	60	125	(78)	-
Cash flow from financing activities	1,675	10,831	7,371	3,103
Total cash flow	16	426	1,103	(946)



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