

Q&A on the Group guarantee and the Group structure

Does the Group guarantee involve all the Group companies, including those not listed on the PeerBerry platform?

Yes, the Group guarantee provided by both the Aventus Group and the Gofingo Group involves all group-owned companies in both Groups, including those companies that are not listed on the PeerBerry platform.

What is the legal mechanism for the Group guarantee?

The Group guarantee model is based on the "All for one, one for all" principle. Cross-guarantee agreements have been concluded between all companies in the Group. These are internal documents with non-disclosure provisions between Aventus Group and Gofingo Group companies that both Groups have the right not to disclose.

Since Group guarantee contracts have non-disclosure provisions, how can investors be sure that such contracts are concluded between the companies of the Groups?

The Memorandum of the Aventus Group on the cross-corporate guarantee and the Memorandum of the Gofingo Group on the cross-corporate guarantee confirm that the Group's guarantee agreements are concluded between companies in both Groups. These documents are signed by the CEO of the Aventus Group and by the CEO of the Gofingo Group and are publicly available on the PeerBerry website.

Please note that a Group guarantee is not a mandatory service. Both Aventus Group and Gofingo Group undertake the obligation to provide a Group guarantee to investors at their own internal decision based on the cross-corporate guarantee internal agreements with the primary focus to ensure the quality and business stability of companies partnering with PeerBerry.

In the case of a Group guarantee, what would be the process? Which company in the Group would guarantee to another company in that particular case?

According to the Aventus Group and Gofingo Group cross-corporate guarantee model, all group companies are guarantors for all other group companies. In the case of a Group guarantee, the management of the group decides which companies specifically to involve in the particular case. The best possible solution would be made in the case of a Group guarantee - one, two, five, or even all companies in the Group can be involved to cover the liabilities depending on the particular case. The liabilities of the Group guarantee case company would be distributed within the Group so that no company would be significantly affected. All investors would be repaid in total, with accrued interests. It is a flexible solution inside the companies of the Group that 100% works in the favor of investors.

Does the Group guarantee apply in case of a force majeure event?

It depends on the force majeure event, the extent of the event, and the damage caused by the force majeure event to the Group companies' business. On the international level of the law, in the event of force majeure, the business takes no responsibility; however, after considering all the circumstances and being a highly responsible business, both Aventus Group and Gofingo Group may decide to apply/activate the Group guarantee to cover their obligations to investors.

What is the role of PeerBerry in terms of the Group guarantee?

PeerBerry's role is preventive - to take all possible precautionary measures to prevent such a situation (except for a force majeure event that is outside the ordinary business environment) where a Group guarantee would be needed to apply (debt level control, cash reserves control, etc.). PeerBerry's responsibility is to support investors in all matters related to PeerBerry's business partners and investments in the platform.

Why do both Aventus Group and Gofingo Group not provide consolidated financial statements for the whole group of companies?

Both the Aventus Group and the Gofingo Group operate according to the same business model, which is not subject to the obligation to prepare consolidated group financial statements. All companies in both Groups operate as separate legal entities that prepare separate financial statements under local laws and regulatory requirements.

Under Aventus Group and Gofingo Group's business models and laws, operational and financial consolidation is not mandatory for both Groups. Aventus Group and Gofingo Group companies do not issue bonds and do not participate in stock markets. Both Groups operate in the non-banking sector, so both Groups simply do not need it.

PeerBerry is required to provide investors with the financial statements of those loan originators that list the loans on the platform.

What is the Aventus Group? What is the legal base for Aventus Group to be positioned as a group of companies?

Aventus Group is a group of separate legal entities that operate under the Aventus Group name. Ownership of those companies makes them a group of companies.

Aventus Group companies are related by the ultimate beneficial owner (UBO) or direct sole shareholder and by the related persons to UBO/or direct sole shareholder. Related persons are also ultimate beneficial owners of some companies that operate under the Aventus Group name. Please be informed/reminded that related persons from legal and tax perspectives mean closest family members vertically and horizontally up to a fourth degree. UBO is a person who holds 25% of share capital (or more) directly in the company and indirectly in the subsidiary company.

If Aventus Group is a trademark (not a legal entity), why separate legal entities are positioned under the brand Aventus Group?

Aventus Group is a registered trademark that belongs to one of the group companies. Every legally related company has the right to use the Aventus Group trademark. Each lending company operates under its own local brand in the local country. Local brands define the nature of the services provided to customers. The Aventus Group brand is used to unite Group companies and to communicate a Group to the public.

If Aventus Group is a trademark (not a legal entity), why does Andrejus Trofimovas position himself as the CEO of Aventus Group?

Aventus Group is a registered trademark that belongs to one of the group companies. Every legally related company has the right to use the Aventus Group trademark. Each lending company operates under its own local brand in the local country. Local brands define the nature of the services provided to customers. The Aventus Group brand is used to unite companies and communicate a Group to the public.

As Andrejus Trofimovas is the main shareholder of companies that operate under the Aventus Group name, is he the right signatory to sign such a document as the Memorandum of Aventus Group on the cross-corporate guarantee? Shouldn't the CEOs of all related companies sign the Group guarantee?

Yes, Andrejus Trofimovas has the full right to sign such a document as the Memorandum of the Aventus Group on the cross-corporate guarantee. He is legally authorized by a power of attorney to represent all related companies operating under the Aventus Group brand. The shareholder has higher power than the CEO of the company. According to the companies' statutes, the CEOs are accountable to the shareholder (s). The shareholder (s) can hire/fire the CEO, motivate or impose penalties, and make business strategy-related and important decisions.

The internal cross-guarantee agreements, which are concluded between all companies in the Group, are signed by the CEOs of all related companies. Cross-guarantee agreements are internal documents with non-disclosure provisions between companies that operate under the Aventus Group brand, and these companies have the right not to disclose them.

The Memorandum of the Aventus Group on the cross-corporate guarantee, signed by the CEO of Aventus Group (the main shareholder and decision-maker in the Group), proves that internal cross-guarantee agreements are concluded between all companies in the Group.

What/who is the management of the Aventus Group companies?

The Aventus Group management is the shareholders and CEOs of the companies that operate under the Aventus Group brand. The main decision-maker in the Group is Andrejus Trofimovas, who has full rights to represent all legal entities that operate under the Aventus Group brand.

The base, the meaning, and the importance of the Group guarantee

A Memorandum of the group guarantee is not a legally binding document but represents legally binding repayment guarantees between companies that operate under the Aventus Group name and the Gofingo Group name – it is an additional layer of security for the investors. Repayment guarantees are internal business agreements that contain financial data and other commercial secret information. Due to this reason, repayment guarantees are not publicly disclosed.

Measures that PeerBerry, Aventus Group, and Gofingo Group apply to ensure business sustainability and investors' protection:

Each business with a long-term strategy mindset and competent people inside will first put all efforts to prevent the business and its clients from possible threats.

Please be informed and reminded that PeerBerry currently has triple-layer security for investors:

First:

All claims on the PeerBerry platform come with a buyback guarantee. According to the assignment agreement (automatically generated to every claim found under "My investments"), the Intermediary company is obliged to pay the buyback price of the claim with interest to the client/investor of PeerBerry.

PeerBerry and the Intermediary company are constantly monitoring the debt levels of the Loan originator company. Also, loan cash flow is segregated from the other assets of the Loan originator and Intermediary company.

Second:

As an additional layer of security, the Loan originator always undertakes to pledge all of its property rights with claims for present and future loans and receivables in the amount of the Loan, interest on the use of the Loan, penalties, and fines, if any, accrued under the Loan Agreement between the Loan originator and the Intermediary company.

Third:

There are repayment guarantees concluded by Loan originators (Debtors), Loan originators (Guarantors), and Intermediary companies (Creditors). It means that Guarantors guarantee the Intermediary companies (Creditors) for the liabilities of the Loan originators under the Loan agreements between the Loan originators and the Intermediary companies. Repayment guarantees are internal business agreements.

PeerBerry and business partners aim to avoid coming to the Group guarantee case (except for force majeure events). For this, together with our partners, we take/apply several preventive measures:

- PeerBerry partners borrow only up to 45% of their loan portfolio via P2P (the rest of the loans are issued using their own funds). PeerBerry controls partners' debt level so that it never exceeds the set limit.
- If the LO borrowing level reaches our set limit, the loans of that LO are not listed on the platform for some time (until the situation improves).
- PeerBerry partners constantly accumulate a 10% (and more) cash reserve of the loan portfolio. PeerBerry can use this reserve at any time to repay loans to investors.

- The default rate of PeerBerry business partners is 6-8% (depending on the loan type and the country). Buyback on the PeerBerry platform accounts for only about 1.5% (historically) of all loans listed on the platform (except war-affected loans - these loans are treated differently). There have been no defaulted loans on the platform since the beginning of PeerBerry operations.

In what cases/situations the Group guarantee would be applied?

In all cases, the company cannot implement the buyback to the investors after 60 days of the loan delay (force majeure cases may be treated differently).

How does the Group's guarantee step into action?

According to the Aventus Group and Gofingo Group cross-corporate guarantee model, all group companies are guarantors for all other group companies. In the case of a Group guarantee, the management of the group decides which companies(-ies) specifically to involve in the particular case. The best possible solution would be made in the case of a Group guarantee - one, two, five, or even all companies in the Group can be involved to cover the liabilities depending on the particular case.

In the Group guarantee case, the company's liabilities (Debtor) would be distributed within the Group so that no company would be significantly affected. All investors would be repaid in total, with accrued interests. It is a flexible solution inside the companies of the Group that 100% works in the favor of investors. Force majeure cases may be treated differently.

What steps should investors take if the Group guarantee is not respected?

The Assignment agreement(s) is the most important document to investors. According to the Assignment agreement(s), investors can directly enforce claims against Intermediary company(ies) and Loan originator(s). Loan originators are legally obliged to help each other cover the debts to the investors according to the internal cross-guarantee repayment agreements.

PeerBerry is responsible for supporting investors in all matters related to PeerBerry's business partners and investments in the platform.