

RISK DISCLOSURE

GENERAL

Before making any investment, it is essential to understand the risks involved.

Any kind of investment involves various risks related to, inter alia, the securities we are offering via our crowdfunding page as well as our business. Below, we have described the main risks that must be taken into consideration before making an investment decision. The list of risk factors outlined on this page is not in any way comprehensive. You should always bear in mind that other risks related to the performance of the investment or our business may exist and should be taken into consideration when making an investment decision.

Investing into early stage companies may entail high levels of risk. This means that in case we do not succeed in extending our business, you could lose most or even all of the funds placed as an investment in our business. To be entirely clear, your investment is not in any way guaranteed or collateralised by us or any third parties. Therefore, the performance of the investment depends solely on the potential success of this company and business.

Any information provided on this page or elsewhere on our webpage cannot be regarded as investment advice or recommendation to participate in our offering. We do not provide any investment, tax or legal advice. Before making an investment decision, in particular if the amounts are significant for you, we would highly recommend you to consult with a professional legal, financial or tax advisor for relevant advice.

Any capitalised terms used in this risk disclosure have the meaning given to them in the investment agreement which can be found here: <https://prepayway.com/legal/investmentAgreement>

Forward looking statements

Some statements on this webpage or in the investment agreement may in essence constitute forward-looking statements. Such forward-looking statements about future events are based on our beliefs and assumptions. The forward-looking statements may be identified under words such as, inter alia, "will", "plan", "intend", "estimate", "believe", "anticipate", "aim", "may", "would", "could", "expect" and are subject to risks, uncertainties, and assumptions about the future.

The accuracy of the forward-looking statements may be affected by any of the risk factors described below as well as other factors, including potential changes in laws (either in the European Union or on the national level in any of the countries where we operate), any changes in the trends of the market (due to politics, economic conditions, technological developments etc), or any IT-related problems. Our actual future actions may differ from the current expectations if any unexpected or unforeseen events occur. We are under no obligation to update or amend the forward-looking statements we have disclosed.

Loss of investment

As we are an early stage company, any investment into our business carries a possibility of high reward but at the same time entails high-level risks. We must stress that there is a possibility that you lose your investment or part thereof. You should never invest funds which you cannot afford to lose.

You must consider the risk that we may not be able to execute our business plan within the estimated timeline or may not reach the target sale amount or target amount of services provided. It is possible that we fail to attract new investments in which case we will be unable to redeem your investment. We are not in any way obliged to redeem the investment if our business fails.

To lessen your investment risks, you should diversify your investment portfolio. Diversification does not reduce all risks related to making investments and the risk of losing your investments will in principle remain. For the avoidance of doubt, this does not constitute investment advice. To get a better

understanding of investment products suitable to you and matching your financial position, do contact a professional financial advisor.

No dividends

Return from your investment is directly connected to profit distribution. It is common for early stage companies to reinvest profit (if any) into the business to fuel further growth. As we will most likely not be able to distribute any profit in the coming years, it is unlikely that you will see any return from your investment in the near or mid-term, unless you are able to sell your investment at a profit.

Liquidity risk

You must consider the risk that the Exit Transaction does not take place in the near future or not at all, in which case the only way to wholly or at least partially redeem your investment is to find a new investor who would be willing to buy the rights related to your investment from you. We are not obliged to provide you any assistance with finding a third-party investor.

We cannot assure that you will be able to sell your Investment to third parties prior to the Exit Transaction (as defined in the investment agreement). The investments are not currently listed nor admitted to trading on any platform and they are not easily transferrable. For most of the investors, investments are made via our webpage and any further transaction can only be made via our platform, until other solutions have been implemented for that purpose. To sell or otherwise dispose of the rights related to the investment, you must first inform us and the Nominee (as defined in the investment agreement). Only after we have given you a confirmation for the transaction will we make changes in our list of investors and transfer the relevant rights to their new owner who must also have a user account opened via our webpage.

Legal risks

We are an Estonian company and our offering has been conducted under the Estonian laws and in compliance with the laws of the European Union. If you are not a resident of Estonia, you must take into account that you are making an investment into a company subject to a foreign legal regime. Additional tax liabilities may apply (double taxation), depending on tax treaties between Estonia and your country of residence. There is also a risk of alterations in the tax regime applicable to you which could affect your dividend income (if any). We will not compensate any losses related to changes in relevant tax regimes.

The offering is conducted under the Estonian laws. Investment may not be made in or into any jurisdiction where such distribution would require any prospectus, registration, or additional similar measures to be taken. We have not obtained any licences nor registered the offering in any jurisdiction. Nothing on this webpage constitutes an offer of bonds to be sold in the United States or any other jurisdiction where it is unlawful to do so. Bonds have not been and will not be registered under the U.S. Securities Act of 1933 (as amended from time to time), or the securities laws of any state of the U.S. and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons. Before making an investment, please make sure that we can accept investments from your jurisdiction. Otherwise, if we cannot accept your investment, we would have to return any monetary funds you have transferred to us. This may lead to loss of funds due to fluctuation of the exchange rates of relevant currencies or due to applicable transaction fees.

In addition, we are legally obligated to conduct KYC proceedings for each and every Investor, which means that we must collect additional data on you and the origin of your assets used for making the Investment. Any failure to provide accurate and complete information required by us or any third-party service provider conducting KYC proceedings on our behalf may result in delays, losses, costs, non-delivery of refunds or other problems.

It is possible that the rights connected to an investment cannot be sold to third parties from certain jurisdictions. Please consider contacting a professional legal or financial advisor before making any transactions regarding your rights connected to your investment. Resale of rights connected to your investment can be prohibited in certain jurisdictions.

What is more, there is a risk that any amendments in legal acts or the implementation of new legal acts in Estonia, the European Union or any other country where we conduct our business activities may have a severe impact on our business model. In any such case, it is possible that we have to re-evaluate our planned activities, which may create additional expenses. This may have an effect on our ability to distribute profit or find additional funding.

Exchange risk

Due to currency fluctuations, the value of your investment in currencies other than EUR can be affected by currency fluctuations.

Please always consult with us before making investments in cryptocurrencies. There are additional risks connected to the use of cryptocurrencies when making an investment. Cryptocurrencies must always be sent to us from a wallet registered in your own name. Otherwise we cannot connect the investment with you, fulfil our KYC obligations, and eventually we may not be able to transfer the funds back to you.

Risk of dilution

Your investment may be subject to dilution in the future when the company increases its share capital. Dilution means increasing by us of the share capital through the issuance of new shares. As a result, the nominal value of the shareholding corresponding to your investment will in comparison with the total nominal value of our share capital decrease. To avoid decrease of the value of your investment during the dilution, you may be able to use your pre-emptive rights. The terms of use of the pre-emptive rights are provided for in the investment agreement.

No security

Your investment is not secured nor collateralised in any way. In case on an insolvency event, it is not guaranteed that you can get any of your investment back.

Limited rights regarding the shares

The shares purchased with the investment are held by the Nominee on your behalf which means that the Nominee, as the registered owner of the shareholding, will under the applicable law have the right to use and dispose of the shareholding. Your rights connected to the shareholding purchased with your investment are limited strictly to those described in the investment agreement.

In case we become insolvent, you cannot directly participate in any relevant insolvency proceedings or directly submit claims. The Nominee has the right to make decision on behalf of the investors. The Nominee may ask for the advice of the investors in which case other investors may not be of the same opinion as you about any further steps to be taken. The Nominee is only obliged to follow your orders if such obligations derive from the investment agreement.

Related persons

We and the Nominee are two subsidiaries of the same company, Prepayway AG, Switzerland. Although the Nominee must always consider the interests of the investors rather than the interests of us or our parent company, there is a risk that the decisions of the Nominee can be somewhat affected by our parent company. Some limitations to the Nominee's rights are provided for in the investment agreement.

Technical risks

You can maintain and keep track of your investment via our webpage. Our webpage is offered on a "as-is" and "where-available" basis. The services provided via our webpage are offered online so there may be occasional disruptions and outages.

Language

The official language of the investment agreement and all related and relevant materials is English. Information about the offering is published mainly in English, although some information regarding the

offering can be published in other languages. In case of any differences in the given information, the English version shall prevail.

Date of information

The information provided by us in connection with the offering on our webpage and elsewhere is based on the ideas and information as current at the date of disclosing such information. Information on our webpage may be supplemented from time to time before or after the offering in which case the relevant date or the amendments will be marked on any such part of the webpage.

Some information disclosed on our webpage may be outsourced from third parties. In this case, the information is presented together with a reference to the source. To our knowledge, information sourced from third parties has been accurately reproduced. It is often not possible to go back to the origins of information provided regarding the relevant market. Therefore, such information may not be fully relied on, as the information can be incomplete.