ENGEL&VÖLKERS
DIGITAL INVEST

Prospectus
dated 14 April 2022

for the public offering in the Federal Republic of Germany

of

450,000 newly issued ordinary bearer shares with no par value (*auf den Inhaber lautende Stückaktien*)
from a capital increase against cash contributions with exclusion of the subscription rights of the existing shareholders resolved by an extraordinary shareholders' meeting

and

45,000 existing ordinary bearer shares with no par value (*auf den Inhaber lautende Stückaktien*)
from the holdings of Versorgungswerk der Zahnärztekammer Berlin K.d.ö.R., Berlin, Federal Republic of Germany, in connection with a possible over-allotment

– each such share with a notional value of EUR 1.00 in the share capital and full dividend rights as from 1 January 2022 –

of

EV Digital Invest AG

Berlin, Federal Republic of Germany

Price Range: EUR 13.50 – EUR 14.50

International Securities Identification Number (ISIN): DE000A3DD6W5
German Securities Code (Wertpapier-Kenn-Nummer (WKN)): A3DD6W
Ticker Symbol: ENGL

Sole Global Coordinator and Sole Bookrunner
Hauck Aufhäuser Lampe

Warning regarding the validity of the prospectus

The validity of this prospectus will expire at the end of the closing of the offer period which is expected to occur on 27 April 2022. The obligation to supplement this prospectus in the event of significant new factors, material mistakes or material inaccuracies does not apply when this prospectus is no longer valid.

CONTENTS

I. SUMMARY OF THE PROSPECTUS

Section a) Introduction, containing warnings

Description of the securities – This prospectus ("**Prospectus**") relates to the public offering ("**Public Offering**") in the Federal Republic of Germany ("**Germany**") of 495,000 ordinary bearer shares with no par value (*auf den Inhaber lautende Stückaktien*) of EV Digital Invest AG ("**Company**" and, together with its sole subsidiary, EV Digital Invest Strukturierungs-GmbH, Berlin, Germany ("**EVDIS**"), "**EVDI**"), each such share with a notional value of EUR 1.00 in the Company's share capital and full dividend rights as from 1 January 2022 ("**Offer Shares**"), comprising:

- 450,000 newly issued Offer Shares from a capital increase against cash contributions with exclusion of the subscription rights of the Company's existing shareholders resolved by an extraordinary shareholders' meeting of the Company ("**IPO Capital Increase**") ("**New Shares**");
- 45,000 existing Offer Shares from the holdings of Versorgungswerk der Zahnärztekammer Berlin K.d.ö.R., Berlin, Germany ("**VZB**" or "**Lending Shareholder**"), in connection with a possible over-allotment ("**Over-Allotment Shares**"). The total number of Over-Allotment Shares will not exceed 10% of the final number of New Shares placed in the Offering (as defined below).

The offerors of the Offer Shares are the Company and Hauck Aufhäuser Lampe Privatbank AG, a German stock corporation (*Aktiengesellschaft*), having its registered seat in Frankfurt am Main, Germany, registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Frankfurt am Main, Germany, under the registration number HRB 108617, with business address at Kaiserstraße 24, 60311 Frankfurt am Main, Germany, and Legal entity identifier ("**LEI**") 529900OOZP78CYPYF471 (telephone: +49 (0) 69 21610; website: https://www.hal-privatbank.com/) ("**Sole Global Coordinator**"). The Company – as issuer and offeror – and the Sole Global Coordinator – as further offeror – assume responsibility for the contents of the Prospectus.

The Company's existing ordinary bearer shares with no par value (*auf den Inhaber lautende Stückaktien*) ("**Existing Shares**" and together with the New Shares, "**Shares**") and the New Shares placed in the Offering (as defined below) shall be included to trading in the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Basic Board) with simultaneous inclusion in the Scale segment of the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) ("**Listing**").

The International Securities Identification Number ("**ISIN**") of the Shares is DE000A3DD6W5.

Identity and contact details of the issuer – EV Digital Invest AG, Joachimsthaler Straße 12, 10719 Berlin, Germany (LEI 894500I5AVB9R40O7H42; telephone: +49 (0) 30 403 691 500; website: https://www.ev-digitalinvest.de/).

Identity and contact details of the competent authority approving the Prospectus – Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* – "**BaFin**"), Marie-Curie-Straße 24-28, 60439 Frankfurt am Main, Germany (telephone: +49 (0) 228 41080, website: https://www.bafin.de/).

Information on the aforementioned websites and information accessible via these websites is neither part of, nor incorporated by reference into, the Prospectus, and such information has not been scrutinized or approved by BaFin.

Date of approval of the Prospectus – 14 April 2022

Warnings:

(1) The summary should be read as an introduction to the Prospectus.

(2) Any decision to invest in the Offer Shares should be based on a consideration of the Prospectus as a whole by the investor.

(3) The investor could lose all or part of the invested capital.

(4) Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated.

(5) Civil liability attaches only to those persons who have tabled this summary including any translation thereof, but only where this summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Offer Shares.

Section b) Key information on the issuer

Who is the issuer of the securities?

The issuer of the Offer Shares is EV Digital Invest AG having its registered office in Berlin, Germany. The Company is a stock corporation (*Aktiengesellschaft*) incorporated and existing under German law and registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Charlottenburg (Berlin), Germany ("**Commercial Register**"), under the registration number HRB 239815 B. The Company was founded in 2015 under the company name "EVC Crowdinvest GmbH" and was renamed "EV Digital Invest GmbH" in 2020. The Company's LEI is 894500I5AVB9R40O7H42.

The Company's management board (*Vorstand*) ("**Management Board**") consists of Marc Laubenheimer and Tobias Barten.

The Company's auditor is KPMG AG Wirtschaftsprüfungsgesellschaft having its registered office in Berlin, Germany, Office Hamburg, Fuhlentwiete 5, 20355 Hamburg, Germany ("**KPMG**").

EVDI is active in the field of real estate financing, addressing capital seeking real estate companies ("**Real Estate Companies**"), and private investors, who can – via the Company's online investment platform – provide the financial capital for the financing of the real estate projects of the real estate companies. For this purpose, the Company operates an online investment platform in the sense of a credit marketplace for subordinated loans on its website https://www.ev-digitalinvest.de/. EVDI's goal is to provide properly selected and attractive investment opportunities on a userfriendly and innovative online investment platform, in a way, that even small investors can invest in large real estate projects, with a minimum investment of EUR 100. Via the online investment platform, online investors ("**Online Investors**") can grant qualified subordinated loans to Real Estate Companies for a specific project within an individually defined period of time announced on the online investment platform. As a full-service financier, EVDI accompanies Real Estate Companies on request through all phases of the project. Also, EVDI provides pre- and co-financing to the projects. If a pre-financing is agreed on, the Real Estate Company receives a subordinated loan by the Company's sole subsidiary EVDIS which will be repaid to the extent the online investment platform financing is successful ("**Pre-Financing**"). In the most cases of a co-financing ("**Co-Financing**"), EVDI through EVDIS invests in parallel to the Online Investors in the project with a certain amount (in the past around 10%, for the future planned around 5% for smaller projects and 2-3% for bigger projects). The Pre-Financing or Co-Financing will be disbursed in the form of (qualified) subordinated loans to the Real Esate Companies. The Company gets paid by the real estate company by up front fees (e.g. brokerage fees or structuring fees) and periodic fees (currently so called "service fee"). The operational business activities of EVDI are carried out by the two existing group companies, the Company and EVDIS as the Company's sole subsidiary. The Company operates the online investment platform. EVDIS supports the Company's online investing platform "Engel & Völkers Digital Invest".

As of the date of this Prospectus, 93.3% of the Existing Shares are owned by VZB, who therefore controls the Company. The remaining Existing Shares are directly and/or indirectly held by the members of the management team of the Company: Marc Laubenheimer holds 0.6% of the Existing Shares directly and further 2.2% of the Existing Shares indirectly through Manticore Investments UG (haftungsbeschränkt). Tobias Barten holds 0.6% of the Existing Shares directly and further 2.2% of the Existing Shares indirectly through Barten Beteiligungen UG (haftungsbeschränkt). 1.1% of the Existing Share are held by other members of the Company's management team. VZB has granted call options for (i) 22.4% of the Existing Shares to FOX Beteiligungen GmbH (wholly owned and controlled by Jörn Reinecke) and (ii) 22.4% of the Existing Shares to Frenzel Beteiligungen GmbH (wholly owned and controlled by Robin Frenzel).

KPMG audited the audited unconsolidated financial statements of the Company (prior to its change in legal form: EVC Crowdinvest GmbH and later – after its name change – EV Digital Invest GmbH) as of and for the financial years ended 31 December 2021, 31 December 2020 and 31 December 2019, in accordance with Section 317 of the German Commercial Code (*Handelsgesetzbuch* – "**HGB**") ("**Audited Financial Statements**") and in compliance with the German generally accepted standards for financial statement audits promulgated by the Institute of Public Auditors in Germany (*Institut der Wirtschaftsprüfer in Deutschland e.V.*) and issued German language unqualified independent auditor's reports (*Bestätigungsvermerke des unabhängigen Abschlussprüfers*) thereon. The Audited Financial Statements have been prepared in accordance with the German generally accepted accounting principles of the HGB. KPMG is a member of the Chamber of Public Accountants (*Wirtschaftsprüferkammer*), Rauchstraße 26, 10787 Berlin, Germany.

What is the key financial information regarding the issuer?

The key financial information following hereinafter is taken or derived from the Audited Financial Statements. Financial information presented in parentheses denotes the negative of such number presented.

Selected items of the income statement in kEUR, HGB	**1 January 2021 – 31 December 2021 (audited, unless stated otherwise)**	**1 January 2020 – 31 December 2020 (audited, unless stated otherwise)**	**1 January 2019 – 31 December 2019 (audited, unless stated otherwise)**
Revenue	4,369.40	3,122.19	1,726.42
EBITDA [1,2,3]	49.41	(992.01)	(1,043.07)
Net profit /net loss for the financial year	35.77	(1,196.32)	(1,225.32)
Selected items of the balance sheet in kEUR, HGB	**31 December 2021 (audited)**	**31 December 2020 (audited)**	**31 December 2019 (audited)**
Total assets[4]	5,393.83	1,030.87	2,961.76
Total equity[5]	4,489.20	453.43	(2,446.20)
Selected items of the cash flow statement in kEUR, HGB	**1 January 2021 – 31 December 2021 (audited)**	**1 January 2020 – 31 December 2020 (audited)**	**1 January 2019 – 31 December 2019 (audited)**
Cash flows from operating activities	(207.18)	(1,281.42)	(629.66)
Cash flows from investing activities	(21.18)	(87.10)	(195.81)
Cash flows from financing activities	3,999.98	1,499.97	958.00

1 Abbreviation for Earnings Before Interests, Taxes, Depreciation and Amortisation - defined as revenue for the period plus other operating income less cost of materials consisting of the cost of purchased services, the personnel expenses, consisting of wages and salaries as well as social security, pension and other benefit costs, and other operating expenses.

2 Unaudited.

3 Alternative performance measures as defined in the guidelines issued by the European Securities and Markets Authority on 5 October 2015 on Alternative Performance Measures.

4 The item "Total assets" corresponds to the total amount of the „Assets" of the balance sheet stated in the Audited Financial Statements. The item includes prepaid expenses in the amount of of kEUR 25.56 (2021), kEUR 5.73 (2020) and kEUR 11.54 (2019) and a deficit not covered by equity in the amount of kEUR 0 (2021), kEUR 0 (2020) and kEUR 2,446.20 (2019).

5 For the financial years 2020 and 2021, the item "Total equity" corresponds to the item "Book equity" stated in the Audited Financial Statements. For the financial year 2019, the item "Total equity" corresponds to the "Accumulated deficit not covered by equity", which is displayed in the "Assets" side of the balance sheet.

What are the key risks that are specific to the issuer?

- Digitalized real estate finance is not yet firmly established in the market. Unless EVDI attracts a loyal customer base of capital seeking real estate companies and investors for its business model, EVDI cannot reliably predict the long-term profitability and sustainability of its business model.
- EVDI depends for its business on the use of the trademark "ENGEL & VÖLKERS" and there are limitations to this such as termination rights of the underlying license agreement.

- Due to the financing guarantee provided by EVDI, a lack of financing obtained from Online Investors can result in EVDI having to finance a larger share of a project than intended, which would expose EVDI to higher risks for the specific project and could limit its ability to commit itself to new projects.
- EVDI has experienced substantial growth, but has been profitable only in the financial year 2021. EVDI's growth could slow down going forward and there is no guarantee that EVDI remains profitable in the future.
- EVDI may not be able to manage its growth effectively.
- EVDI may not be able to secure additional debt or equity and equity-like financing on attractive terms or at all.
- Negative developments in global economic conditions in real estate and real estate investment markets, including the COVID-19 pandemic, could reduce the demand for real estate and real estate financing.
- Negative developments in local economic conditions in real estate investment markets could reduce the demand for real estate and real estate financing.
- EVDI is exposed to significant competition for new real estate financing projects as well as for potential Online Investors and Real Estate Companies.
- Qualified subordination clauses in loan documents used by EVDI may be invalid, which might result in fines or reputational damage.
- EVDI may fail to comply with the applicable laws and required licenses to run its business may not available, lost, or not granted, or difficulties may arise in obtaining licenses, identifying licensing requirements, or renewing existing licenses.

Section c) Key information on the securities

What are the main features of the securities?

This Prospectus relates to the initial Public Offering of 495,000 Offer Shares, comprising:

- 450,000 New Shares from the IPO Capital Increase; and
- 45,000 Over-Allotment Shares from the holdings of the Lending Shareholder.

The total number of Over-Allotment Shares will not exceed 10% of the final number of New Shares placed in the Offering (as defined below).

As of the date of the Prospectus, the Company's share capital amounts to EUR 4,000,000.00 and is divided into 4,000,000 Existing Shares. The Company's share capital has been fully paid up. All Shares are ordinary bearer shares with no par value (*auf den Inhaber lautende Stückaktien*). Each Share represents a notional value of EUR 1.00 in the Company's share capital. The ISIN of the Shares is DE000A3DD6W5. The German Securities Code (*Wertpapier-Kenn-Nummer (WKN)*) of the Shares is A3DD6W. The trading symbol of the Shares is ENGL. The Shares, including the Offer Shares, are denominated in Euros (EUR). The Offer Shares carry full dividend rights as of 1 January 2022. In the event of a liquidation of the Company, any proceeds will be distributed to the holders of the Shares in proportion to their interest. The Shares are subordinated to all other securities and claims in case of an insolvency of the Company. Each Share carries one vote at the shareholders' meeting of the Company. The Shares are freely transferable in accordance with the legal requirements for bearer shares (*Inhaberaktien*). There are no restrictions on voting rights. There are no restrictions on the free tradability of the Offer Shares other than certain lock-up agreements entered into between the Company, the Sole Global Coordinator, the Company's existing shareholders and the members of the Management Board.

The Company has not distributed any dividends during the period covered by the historical financial information. The Company currently intends to retain all available funds and any future earnings to support its operations and to finance the growth and development of its business. The Company currently does not intend to pay dividends for the foreseeable future. Any future decision to pay dividends will be made in accordance with applicable laws and will depend upon, among other things, the Company's results of operations, financial condition, contractual restrictions and capital requirements. The Company is not in a position to make any statements on the amount of future retained earnings or on whether retained earnings will exist at all in the future. The Company, therefore, is unable to guarantee that dividends will be paid in future years.

Where will the securities be traded?

The Company will, together with the Sole Global Coordinator, apply for the Listing, i.e. the inclusion of the Shares to trading in the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Basic Board) with simultaneous inclusion in the Scale segment of the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*).

What are the key risks that are specific to the securities?

- Following this Offering, the Company's main shareholder will retain a significant influence over the Company and its interests may conflict with those of the Company and its other shareholders.
- The Shares have not been publicly traded, and there can be no assurance that an active and liquid trading market will develop.
- Future issuances of debt or equity securities by the Company may adversely affect the market price of the Shares, and future issuances of shares could lead to a dilution of existing shareholdings.

Section d) Key information on the offer of securities to the public

Under which conditions and timetable can I invest in this security?

The offering consists of the initial Public Offering of the Offer Shares in Germany and private placements of the Offer Shares in certain jurisdictions outside Germany ("**Private Placement**" and, together with the Public Offering, "**Offering**"). The Offer Shares will be offered and sold only in "offshore transactions" in accordance and compliance with the exemptions under Regulation S of the U.S. Securities Act 1933, as amended ("**Securities Act**"). The Offer Shares have not been, and will not be, registered under the Securities Act.

Offer period and subscription – The period during which investors may submit purchase orders for the Offer Shares is expected to commence on 19 April 2022 and to expire on 27 April 2022 ("**Offer Period**"). On the last day of the Offer Period, offers to purchase Offer Shares may be submitted (i) until 12:00 hrs Central European Summer Time ("**CEST**") by retail investors (investors which are not qualified investors ("**Qualified Investors**") as defined in Article 2 lit. e) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended ("**Retail Investors**")) and (ii) until 14:00 hrs CEST by Qualified Investors. Qualified Investors may place purchase orders directly with the Sole Global Coordinator during the Offer Period. Retail Investors may make purchase orders in the Public Offering one day after the commencement of the Offer Period, i.e. beginning on 20 April 2022, through the subscription functionality (*Zeichnungsfunktionalität*) DirectPlace© of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) ("**DirectPlace©**").

Offer price and price range – The offer price for the Offering ("**Offer Price**") has not yet been fixed as of the date of the Prospectus and is expected to be determined by the Company, after consultation with the Sole Global Coordinator, on 27 April 2022. The Offer Price will be set on the basis of purchase orders submitted by investors during the Offer Period that have been collected in the order book during the bookbuilding process. These orders will be evaluated according to the prices offered and the expected investment horizons of the respective investors. This method of setting the Offer Price is, in principle, aimed at achieving the highest Offer Price.

The price range ("**Price Range**") for the Offer Price is EUR 13.50 to EUR 14.50 per Offer Share.

Greenshoe option – The Company granted the Sole Global Coordinator an option to subscribe up to 45,000 newly issued ordinary bearer shares with no par value (*auf den Inhaber lautende Stückaktien*) of the Company issued from the authorized capital of the Company ("**Greenshoe Shares**") at the Offer Price (less agreed commissions) ("**Greenshoe Option**") for the sole purpose of enabling the Sole Global Coordinator to perform its redelivery obligation under the securities loan from the Lending Shareholder.

Plan for distribution – The allotment of Offer Shares to Retail Investors and Qualified Investors will be decided by the Company after consultation with the Sole Global Coordinator. With respect to the purchase orders of Retail Investors via DirectPlace©, the Company and the Sole Global Coordinator will adhere to the “Principles for the Allotment of Share Issues to Private Investors” (*Grundsätze für die Zuteilung von Aktienemissionen an Privatanleger*) issued on 7 June 2000 by the German Commission of Stock Exchange Experts (*Börsensachverständigenkommission*).

Timetable – The following is the expected timetable of the Offering, which may be extended or shortened:

14 April 2022	Approval of the Prospectus by BaFin;
	Publication of the approved Prospectus on the Company’s website (https://www.ev-digitalinvest.de/) under the “Investor Relations” section;
	Application for the Listing
19 April 2022	Commencement of the Offer Period
20 April 2022	Commencement of subscription through DirectPlace©
27 April 2022	Expiry of the Offer Period
	Determination of the final Offer Price and the final number of Offer Shares placed in the Offering
	Publication of the Offer Price and the final number of Offer Shares in the form of an ad-hoc release on an electronic information dissemination system and on the Company’s website (https://www.ev-digitalinvest.de/) under the “Investor Relations” section
	Allotment of Offer Shares to investors
29 April 2022	Registration of the consummation of the IPO Capital Increase with the Commercial Register
2 May 2022	Decision of Deutsche Börse Aktiengesellschaft, Frankfurt am Main, Germany, on the Listing
3 May 2022	Commencement of trading in the Shares in the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Basic Board) and simultaneously in the Scale segment of the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*)
	Book-entry delivery of the Offer Shares placed in the Offering against payment of the Offer Price (settlement and closing)

Dilution of existing shareholders – 11.0% (assuming (i) an Offer Price at the mid-point of the Price Range, (ii) placement of the maximum number of New Shares (iii) full exercise of the Greenshoe Option and (iv) the payment of the discretionary fee in full and assuming, that (v) the existing shareholders do not subscribe for any Offer Shares).

Total expenses – EUR 1.31 million (assuming (i) an Offer Price at the mid-point of the Price Range, (ii) placement of the maximum number of Offer Shares, (iii) full exercise of the Greenshoe Option and (iv) the payment of the discretionary fee in full).

Expenses charged to investors – Only customary transaction and handling fees will be charged by the investors' brokers.

Who is the offeror and/or the person asking for admission to trading?

Offeror – In addition to the Company, the Offer Shares are being offered by the Sole Global Coordinator.

Inclusion to trading – The Company, together with the Sole Global Coordinator, will apply for the Listing, i.e. the inclusion of the Shares to trading in the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Basic Board) with simultaneous inclusion in the Scale segment of the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*).

Why is this Prospectus being produced?

Reasons for the Offering – The Company intends to pursue the Offering to receive the net proceeds resulting from the sale of the New Shares and the potential sale of the Greenshoe Shares. The Lending Shareholder intends to pursue the Offering to facilitate stabilization measures.

Estimated net proceeds – Approximately EUR 5.62 million attributable to the Company (assuming (i) completion of the Offering at the mid-point of the Price Range, (ii) placement of the maximum number of New Shares, (iii) full exercise of the Greenshoe Option and (iv) payment of the discretionary fee in full).

Use of proceeds – The Company currently intends to use its estimated net proceeds from the Offering of the New Shares:

- to invest into its technology backbone and online investment platform (approximately 10% - 20% of the net proceeds),
- to accelerate its marketing initiatives and sales activities (approximately 15% - 25% of the net proceeds),
- to expand its regional footprint in the Spanish market and potentially enter the Austrian market (approximately 5% - 10% of the net proceeds),
- to invest into recruitment initiatives and to grow its staff capacities (approximately 25% - 35% of the net proceeds) and
- to pursue its inorganic growth activities (approximately 25% - 35% of the net proceeds).

Until the respective proceeds will be used for the aforementioned purposes they shall be used as pre- and co-financing deposits and thereby to generate interest. In the event that full placement does not occur, priority will be given on a pro rata basis

Underwriting agreement – On 13 April 2022, the Company, the Lending Shareholder and the Sole Global Coordinator entered into an underwriting agreement pursuant to which the Sole Global Coordinator has undertaken to acquire the Offer Shares with a view to offering them to investors in the Offering, subject to certain conditions, in particular the execution of a volume and pricing agreement.

Most material conflicts of interests – There are no conflicts of interest with respect to the Offering.

II. GERMAN TRANSLATION OF THE SUMMARY OF THE PROSPECTUS (*ZUSAMMENFASSUNG DES PROSPEKTS*)

Abschnitt a) Einleitung mit Warnhinweisen

Beschreibung der Wertpapiere – Dieser Prospekt („**Prospekt**") bezieht sich auf das öffentliche Angebot („**Öffentliches Angebot**") in der Bundesrepublik Deutschland („**Deutschland**") von 495.000 auf den Inhaber lautenden Stückaktien der EV Digital Invest AG („**Gesellschaft**" und, zusammen mit ihrer einzigen Tochtergesellschaft, EV Digital Invest Strukturierungs-GmbH, Berlin, Deutschland („**EVDIS**"), „**EVDI**"), jeweils mit einem anteiligen Betrag am Grundkapital der Gesellschaft von EUR 1,00 und voller Dividendenberechtigung ab dem 1. Januar 2022 („**Angebotsaktien**"), bestehend aus:

- 450.000 neu ausgegebenen Angebotsaktien aus einer von einer außerordentlichen Hauptversammlung der Gesellschaft beschlossenen Kapitalerhöhung gegen Bareinlagen unter Ausschluss des Bezugsrechts der Altaktionäre der Gesellschaft („**IPO-Kapitalerhöhung**") („**Neue Aktien**"); und
- 45.000 bestehenden Angebotsaktien aus dem Bestand vom Versorgungswerk der Zahnärztekammer Berlin K.d.ö.R., Berlin, Deutschland („**VZB**" oder „**Leihaktionär**"), im Zusammenhang mit einer möglichen Mehrzuteilung („**Mehrzuteilungsaktien**"). Die Gesamtzahl der Mehrzuteilungsaktien wird 10 % der endgültigen Anzahl der im Rahmen des Angebots (wie nachstehend definiert) platzierten Neuen Aktien nicht überschreiten.

Anbieter der Angebotsaktien sind die Gesellschaft und die Hauck Aufhäuser Lampe Privatbank AG, eine deutsche Aktiengesellschaft mit Sitz in Frankfurt am Main, Deutschland, eingetragen im Handelsregister des Amtsgesrichts Frankfurt am Main unter der Registernummer HRB 108617, mit Geschäftsanschrift Kaiserstraße 24, 60311 Frankfurt am Main, Deutschland, und Rechtsträgerkennung („**LEI**") 529900OOZP78CYPYF471 (Telefon: +49 (0) 69 21610; Website: https://www.hal-privatbank.com/) („**Sole Global Coordinator**"). Die Gesellschaft – als Emittentin und Anbieterin – und der Sole Global Coordinator – als weiterer Anbieter – übernehmen die Verantwortung für den Inhalt des Prospekts.

Die bestehenden auf den Inhaber lautenden Stückaktien der Gesellschaft („**Bestehende Aktien**" und, zusammen mit den Neuen Aktien, „**Aktien**") und die im Rahmen des Angebots (wie nachstehend definiert) platzierten Neuen Aktien sollen in den Handel im Freiverkehr der Frankfurter Wertpapierbörse (Basic Board) und gleichzeitig in das Scale Segment des Freiverkehrs der Frankfurter Wertpapierbörse einbezogen werden („**Listing**").

Die International Securities Identification Number („**ISIN**") der Aktien lautet DE000A3DD6W5.

Identität und Kontaktdaten der Emittentin – EV Digital Invest AG, Joachimsthaler Straße 12, 10719 Berlin, Deutschland (LEI 894500I5AVB9R40O7H42; Telefon: +49 (0) 30 403 691 500; Website: https://www.ev-digitalinvest.de/).

Identität und Kontaktdaten der zuständigen Behörde, die den Prospekt billigt – Bundesanstalt für Finanzdienstleistungsaufsicht („**BaFin**"), Marie-Curie-Straße 24-28, 60439 Frankfurt am Main, Deutschland (Telefon: +49 (0) 228 41080, Website: https://www.bafin.de/).

Die Angaben auf den vorgenannten Websites sowie die über diese Websites zugänglichen Informationen sind weder Teil des Prospekts noch wurden sie mittels Verweises in den Prospekt einbezogen und wurden von der BaFin weder geprüft noch gebilligt.

Datum der Billigung des Prospekts – 14. April 2022

Warnhinweise:

(1) Diese Zusammenfassung sollte als Prospekteinleitung verstanden werden.

(2) Der Anleger sollte sich bei der Entscheidung, in die Angebotsaktien zu investieren, auf den Prospekt als Ganzes stützen.

(3) Der Anleger könnte das gesamte angelegte Kapital oder einen Teil davon verlieren.

(4) Für den Fall, dass vor einem Gericht Ansprüche aufgrund der im Prospekt enthaltenen Informationen geltend gemacht werden, könnte der als Kläger auftretende Anleger nach nationalem Recht die Kosten für die Übersetzung des Prospekts vor Prozessbeginn zu tragen haben.

(5) Zivilrechtlich haften nur diejenigen Personen, die diese Zusammenfassung samt etwaiger Übersetzungen vorgelegt und übermittelt haben, und dies auch nur für den Fall, dass die Zusammenfassung, wenn sie zusammen mit den anderen Teilen des Prospekts gelesen wird, irreführend, unrichtig oder widersprüchlich ist oder dass sie, wenn sie zusammen mit den anderen Teilen des Prospekts gelesen wird, nicht die Basisinformationen vermittelt, die in Bezug auf Anlagen in die Angebotsaktien für die Anleger eine Entscheidungshilfe darstellen würden.

Abschnitt b) Basisinformationen über die Emittentin

Wer ist Emittentin der Wertpapiere?

Emittentin der Angebotsaktien ist die EV Digital Invest AG mit Sitz in Berlin, Deutschland. Die Gesellschaft ist eine nach deutschem Recht gegründete und bestehende Aktiengesellschaft und im Handelsregister des Amtsgerichts Charlottenburg (Berlin), Deutschland („**Handelsregister**“), unter der Registernummer HRB 239815 B eingetragen. Die Gesellschaft wurde im Jahr 2015 unter der Firma „EVC Crowdinvest GmbH“ gegründet und 2020 umfirmiert zu „EV Digital Invest GmbH“. Die LEI der Gesellschaft lautet 894500I5AVB9R40O7H42.

Der Vorstand der Gesellschaft („**Vorstand**“) besteht aus Marc Laubenheimer und Tobias Barten.

Der Abschlussprüfer der Gesellschaft ist KPMG AG Wirtschaftsprüfungsgesellschaft mit Sitz in Berlin, Deutschland, Niederlassung Hamburg, Fuhlentwiete 5, 20355 Hamburg, Deutschland („**KPMG**“).

EVDI ist im Bereich der Immobilienfinanzierung tätig und vermittelt kapitalsuchende Immobiliengesellschaften („**Immobiliengesellschaften**“) und private Investoren, die über die Online-Investitions-Plattform der Gesellschaft das Kapital für die Finanzierung der Immobilienprojekte der Immobiliengesellschaften bereitstellen können. Zu diesem Zweck betreibt die Gesellschaft auf ihrer Website https://www.ev-digitalinvest.de/ eine Online-Investitions-Plattform im Sinne eines Kreditmarktplatzes für Nachrangdarlehen. Ziel von EVDI ist es, auf einer benutzerfreundlichen und innovativen Online-Investitions-Plattform ausgewählte und attraktive Investitionsmöglichkeiten so anzubieten, dass auch Kleinanleger mit einer Mindestinvestition von EUR 100 in große Immobilienprojekte investieren können. Über die Online-Investitions-Plattform können Online-Investoren („**Online-Investoren**“) qualifizierte Nachrangdarlehen an Immobilienunternehmen für ein bestimmtes Projekt innerhalb eines individuell definierten und auf der Online-Investitions-Plattform bekannt gegebenen Zeitraums vergeben. Als Full-Service-Finanzierer begleitet EVDI die Immobiliengesellschaften auf Wunsch durch alle Phasen des Projekts. Darüber hinaus stellt EVDI Vorfinanzierungen und Co-Finanzierungen für die Projekte bereit. Wird eine Vorfinanzierung vereinbart, erhält die Immobiliengesellschaft von der einzigen Tochtergesellschaft der Gesellschaft, der EVDIS, ein Nachrangdarlehen, das in dem Maße zurückgezahlt wird, wie die Online-Investitions-Plattform-Finanzierung erfolgreich ist („**Vorfinanzierung**“). In den meisten Fällen einer Co-Finanzierung („**Co-Finanzierung**“) investiert die Gesellschaft über die EVDIS parallel zu den Online-Investoren mit einem bestimmten Betrag (in der Vergangenheit ca. 10 %, für die Zukunft geplant ca. 5 % bei kleineren Projekten und 2-3 % bei größeren Projekten) in das Projekt. Die Vorfinanzierung bzw. Co-Finanzierung wird in Form von (qualifizierten) Nachrangdarlehen an die Immobiliengesellschaften ausbezahlt. Die Gesellschaft wird von den Immobiliengesellschaften durch Vorauszahlungen (z. B. Maklergebühren oder Strukturierungsgebühren) und regelmäßige Gebühren (derzeit so genannte "Servicegebühr") entlohnt. Die operative Geschäftstätigkeit von EVDI wird von den beiden bestehenden Konzerngesellschaften, der Gesellschaft und der EVDIS als einziger Tochtergesellschaft der Gesellschaft, ausgeübt. Die Gesellschaft betreibt die Online-Investitions-Plattform. Die EVDIS unterstützt die Online-Investitions-Plattform „Engel & Völkers Digital Invest“ der Gesellschaft.

Zum Datum dieses Prospekts gehören dem VZB 93,3 % der Bestehenden Aktien VZB, das somit die Gesellschaft kontrolliert. Die übrigen Bestehenden Aktien werden direkt und/oder indirekt von den Mitgliedern des Teams der Geschäftsleitung gehalten: Marc Laubenheimer hält direkt 0,6 % der Bestehenden Aktien und indirekt weitere 2,2 % der Bestehenden Aktien über die Manticore Investments UG (haftungsbeschränkt). Tobias Barten hält direkt 0,6 % der Bestehenden Aktien und indirekt weitere 2,2 % der

Bestehenden Aktien über die Barten Beteiligungen UG (haftungsbeschränkt). 1,1 % der Bestehenden Aktien werden von weiteren Mitgliedern der Geschäftsleitung gehalten. VZB hat (i) der FOX Beteiligungen GmbH (zu 100 % im Besitz und unter Kontrolle von Jörn Reinecke) eine Call-Option auf 22,4 % der Bestehenden Aktien und (ii) der Frenzel Beteiligungen GmbH (zu 100 % im Besitz und unter Kontrolle von Robin Frenzel) eine Call-Option auf 22,4 % der Bestehenden Aktien eingeräumt.

KPMG hat die geprüften Einzelabschlüsse der Gesellschaft (vor ihrer Rechtsformänderung: EVC Crowdinvest GmbH und – nach Umfirmierung – EV Digital Invest GmbH) zum und für die am 31. Dezember 2021, 31. Dezember 2020 und 31. Dezember 2019 endenden Geschäftsjahre, in Übereinstimmung mit § 317 des Handelsgesetzbuches („**HGB**") („**Geprüfte Jahresabschlüsse**") und unter Beachtung der vom Institut der Wirtschaftsprüfer in Deutschland e.V. (IDW) festgestellten Grundsätze ordnungsgemäßer Abschlussprüfung geprüft und mit uneingeschränkten Bestätigungsvermerk des unabhängigen Abschlussprüfers in deutscher Sprache versehen. Die Geprüften Jahresabschlüsse wurden unter Beachtung der Grundsätze ordnungsgemäßer Buchführung nach dem HGB erstellt. KPMG ist Mitglied der deutschen Wirtschaftsprüferkammer, Rauchstraße 26, 10787 Berlin, Deutschland.

Welches sind die wesentlichen Finanzinformationen über die Emittentin?

Die nachfolgend aufgeführten wesentlichen Finanzinformationen sind den geprüften Jahresabschlüssen entnommen oder aus diesen abgeleitet. Die in Klammern gesetzten Finanzinformationen kennzeichnen negative Zahlenangaben.

Ausgewählte Posten der Gewinn- und Verlustrechnung in TEUR, HGB	**1. Januar 2021 – 31. Dezember 2021 (geprüft, soweit nicht anders ausgewiesen)**	**1. Januar 2020 – 31. Dezember 2020 (geprüft, soweit nicht anders ausgewiesen)**	**1. Januar 2019 – 31. Dezember 2019 (geprüft, soweit nicht anders ausgewiesen)**
Umsatzerlöse	4.369,40	3.122,19	1.726,42
EBITDA[1, 2, 3]	49,41	(992,01)	(1.043,07)
Jahresüberschuss/Jahresfehlbetrag	35,77	(1.196,32)	(1.225,32)
Ausgewählte Posten der Bilanz in TEUR, HGB	**31. Dezember 2021 (geprüft)**	**31. Dezember 2020 (geprüft)**	**31. Dezember 2019 (geprüft)**
Vermögensgegenstände insgesamt[4]	5.393,83	1.030,87	2.961,76
Eigenkapital insgesamt[5]	4.489,20	453,43	(2.446,20)
Ausgewählte Posten der Kapitalflussrechnung in TEUR, HGB	**1. Januar 2021 – 31. Dezember 2021 (geprüft)**	**1. Januar 2020 – 31. Dezember 2020 (geprüft)**	**1. Januar 2019 – 31. Dezember 2019 (geprüft)**
Cashflow aus der laufenden Geschäftstätigkeit	(207,18)	(1.281,42)	(629,66)
Cashflow aus Investitionstätigkeiten	(21,18)	(87,10)	(195,81)
Cashflow aus Finanzierungstätigkeiten	3.999,98	1.499,97	958,00

1 Abkürzung für Earnings Before Interests, Taxes, Depreciation and Amortisation (Ergebnis vor Zinsen, Steuern und Abschreibungen) – definiert als Umsatzerlöse der Periode plus sonstige betriebliche Erträge abzüglich Materialaufwand, der sich aus Aufwand für bezogene Leistungen zusammensetzt, Personalaufwand, der sich aus Löhnen und Gehältern sowie Sozialabgaben, Aufwendungen für Altersversorgung und sonstige Leistungen zusammensetzt, und der sonstigen betrieblichen Aufwendungen.

2 Ungeprüft.

3 Alternative Leistungskennzahlen gemäß der Definition in den Leitlinien Alternative Leistungskennzahlen (APM) der Europäische Wertpapier- und Marktaufsichtsbehörde ESMA vom 5. Oktober 2015.

4 Der Posten „Vermögensgegenstände insgesamt" entspricht dem in der Bilanz der geprüften Jahresabschlüsse ausgewiesenen Gesamtbetrag der "Assets (Aktiva)". Der Posten enthält aktive Rechnungsabgrenzungsposten in Höhe von TEUR 25,56 (2021), TEUR 5,73 (2020) und TEUR 11,54 (2019) sowie einen nicht durch Eigenkapital gedeckten Fehlbetrag in Höhe von TEUR 0 (2021), TEUR 0 (2020) and TEUR 2.446,20 (2019).

5 Für die Geschäftsjahre 2020 und 2021 entspricht der Posten "Eigenkapital" dem Posten "book equity (Buchmäßiges Eigenkapital)" der Geprüften Jahresabschlüsse.

Welches sind die zentralen Risiken, die für die Emittentin spezifisch sind?

- Die digitalisierte Immobilienfinanzierung ist noch nicht fest auf dem Markt etabliert. Solange EVDI keinen loyalen Kundenstamm von kapitalnachfragenden Immobilienunternehmen und Investoren für ihr Geschäftsmodell gewinnt, kann EVDI die langfristige Rentabilität und Nachhaltigkeit ihres Geschäftsmodells nicht zuverlässig vorhersagen.

- EVDI ist für ihr operatives Geschäft auf die Nutzung der Marke „ENGEL & VÖLKERS“ angewiesen und unterliegt dabei den Beschränkungen wie z.B. den Kündigungsrechten des zugrundeliegenden Lizenzvertrages.
- Aufgrund der von EVDI gewährten Finanzierungsgarantie kann ein Mangel an Finanzierungen durch Online-Investoren dazu führen, dass EVDI einen größeren Anteil an einem Projekt als vorgesehen finanzieren muss, was EVDI höheren Risiken für das jeweilige Projekt aussetzt und seine Fähigkeit einschränken könnte, sich an neuen Projekten zu beteiligen.
- EVDI hat ein erhebliches Wachstum verzeichnet, ist aber erst im Geschäftsjahr 2021 profitabel geworden. Das Wachstum von EVDI könnte sich in Zukunft verlangsamen und es gibt keine Garantie dafür, dass EVDI auch in Zukunft profitabel bleibt.
- EVDI ist möglicherweise nicht in der Lage, sein Wachstum effektiv zu steuern.
- EVDI ist möglicherweise nicht in der Lage sein, zusätzliches Fremd- oder Eigenkapital und eigenkapitalähnliche Finanzierungen generell oder zu attraktiven Bedingungen zu erhalten.
- Negative Entwicklungen der globalen wirtschaftlichen Bedingungen auf den Immobilien- und Immobilieninvestitionsmärkten, einschließlich der COVID-19-Pandemie, könnten die Nachfrage nach Immobilien und Immobilienfinanzierungen verringern.
- Negative Entwicklungen der lokalen wirtschaftlichen Bedingungen auf den Immobilieninvestitionsmärkten könnten die Nachfrage nach Immobilien und Immobilienfinanzierungen verringern.
- EVDI ist einem erheblichen Wettbewerb um neue Immobilienfinanzierungsprojekte sowie um potenzielle Online-Investoren und Immobiliengesellschaften ausgesetzt.
- Risiko der Ungültigkeit von qualifizierten Nachrangigkeitserklärungen in den von den Unternehmen von EVDI verwendeten Darlehensunterlagen, was zu Geldbußen oder Reputationsschäden führen kann.
- EVDI könnte es versäumen, die geltenden Gesetze einzuhalten, und die für die Ausübung ihrer Geschäftstätigkeit erforderlichen Lizenzen könnten nicht verfügbar sein, verloren gehen oder nicht erteilt werden, oder es könnten Schwierigkeiten bei der Erlangung von Lizenzen, der Ermittlung von Lizenzanforderungen oder der Erneuerung bestehender Lizenzen auftreten.

Abschnitt c) Basisinformationen über die Wertpapiere

Welches sind die wichtigsten Merkmale der Wertpapiere?

Dieser Prospekt bezieht sich auf das erstmalige Öffentliche Angebot von 495.000 Angebotsaktien, bestehend aus:

- 450.000 Neuen Aktien aus der IPO-Kapitalerhöhung; und
- 45.000 Mehrzuteilungsaktien aus dem Bestand des Leihaktionärs.

Die Gesamtzahl der Mehrzuteilungsaktien wird 10 % der endgültigen Anzahl der im Rahmen des Angebots (wie nachfolgend definiert) platzierten Neuen Aktien nicht überschreiten.

Zum Datum dieses Prospekts beträgt das Grundkapital der Gesellschaft EUR 4.000.000,00 und ist eingeteilt in 4.000.000 Bestehende Aktien. Das Grundkapital der Gesellschaft ist voll eingezahlt. Sämtliche Aktien sind auf den Inhaber lautende Stückaktien mit einem anteiligen Betrag am Grundkapital von je EUR 1,00. Die ISIN der Aktien lautet DE000A3DD6W5. Die Wertpapier-Kenn-Nummer (WKN) der Aktien lautet A3DD6W. Das Börsenkürzel der Aktien lautet ENGL. Die Aktien, einschließlich der Angebotsaktien, lauten auf Euro (EUR). Die Angebotsaktien sind ab dem 1. Januar 2022 voll dividendenberechtigt. Im Falle einer Liquidation der Gesellschaft wird ein etwaiger Erlös an die Inhaber der Aktien der Gesellschaft im Verhältnis zu ihrer Beteiligung ausgeschüttet. Die Aktien sind im Falle einer Insolvenz der Gesellschaft gegenüber allen anderen Wertpapieren und Forderungen nachrangig. Jede Aktie gewährt eine Stimme in der Hauptversammlung der Gesellschaft. Die Aktien sind in Übereinstimmung mit den gesetzlichen Bestimmungen für Inhaberaktien frei übertragbar. Es bestehen keine Beschränkungen der Stimmrechte. Mit Ausnahme bestimmter Lock-up-Vereinbarungen zwischen der Gesellschaft, dem Sole Global Coordinator, den bestehenden Aktionären der Gesellschaft und den Mitgliedern des Vorstands bestehen keine Beschränkungen hinsichtlich der freien Handelbarkeit der Angebotsaktien.

Die Gesellschaft hat während des Zeitraums, der von den historischen Finanzinformationen abgedeckt wird, keine Dividenden ausgeschüttet. Die Gesellschaft beabsichtigt derzeit, alle verfügbaren Mittel und alle künftigen Gewinne einzubehalten, um ihre

Geschäftstätigkeit zu unterstützen und das Wachstum und die Enwticklung des Geschäfts zu finanzieren. Die Gesellschaft beabsichtigt derzeit nicht, in absehbarer Zukunft Dividenden auszuschütten. Jede künftige Entscheidung über die Ausschüttung von Dividenden wird in Übereinstimmung mit den geltenden Gesetzen getroffen und hängt unter anderem von den Betriebsergebnissen, der Finanzlage, vertraglichen Einschränkungen und dem Kapitalbedarf der Gesellschaft ab. Die Gesellschaft ist nicht in der Lage, Aussagen über die Höhe zukünftiger einbehaltener Gewinne zu machen oder darüber, ob es in Zukunft überhaupt einbehaltene Gewinne geben wird. Die Gesellschaft kann daher nicht garantieren, dass in künftigen Jahren Dividenden ausgeschüttet werden.

Wo werden die Wertpapiere gehandelt?
Die Gesellschaft wird gemeinsam mit dem Sole Global Coordinator das Listing beantragen, d.h. die Einbeziehung der Aktien in den Handel im Freiverkehr der Frankfurter Wertpapierbörse (Basic Board) mit gleichzeitiger Einbeziehung in das Scale Segment des Freiverkehrs der Frankfurter Wertpapierbörse.

Welches sind die zentralen Risiken, die für die Wertpapiere spezifisch sind?

- Nach diesem Angebot wird der Hauptaktionär der Gesellschaft einen erheblichen Einfluss auf die Gesellschaft behalten, und seine Interessen können mit denen der Gesellschaft und ihrer anderen Aktionäre in Konflikt geraten.
- Die Aktien wurden bisher nicht öffentlich gehandelt, und es kann nicht garantiert werden, dass sich ein aktiver und liquider Handelsmarkt entwickeln wird.
- Künftige Emissionen von Schuld- oder Eigenkapitaltiteln durch die Gesellschaft können sich negativ auf den Marktpreis der Anteile auswirken, und künftige Emissionen von Anteilen könnten zu einer Verwässerung des bestehenden Anteilsbesitzes führen.

Abschnitt d) Basisinformationen über das öffentliche Angebot von Wertpapieren

Zu welchen Konditionen und nach welchem Zeitplan kann ich in dieses Wertpapier investieren?
Das Angebot besteht aus dem erstmaligen Öffentlichen Angebot der Angebotsaktien in Deutschland und einer Privatplatzierung der Angebotsaktien in bestimmten Jurisdiktionen außerhalb Deutschlands („**Privatplatzierung**" und zusammen mit dem Öffentlichen Angebot, „**Angebot**"). Die Angebotsaktien werden ausschließlich im Wege von Offshore-Transaktionen (*offshore transactions*) in Übereinstimmung mit den Ausnahmeregelungen der Regulation S des U.S. Securities Act 1933 in der jeweils gültigen Fassung („**Securities Act**") angeboten und verkauft werden. Die Angebotsaktien wurden und werden nicht nach dem Securities Act registriert.

Angebotsfrist und Zeichnung – Der Zeitraum, in dem Anleger Kaufangebote für die Angebotsaktien einreichen können, beginnt voraussichtlich am 19. April 2022 und endet am 27. April 2022 („**Angebotszeitraum**"). Am letzten Tag des Angebotszeitraums können Angebote zum Kauf von Angebotsaktien (i) bis 12:00 Uhr mitteleuropäischer Sommerzeit („**MESZ**") von Privatanlegern (Anleger, die keine Qualifizierten Anleger („**Qualifizierte Anleger**") im Sinne von Artikel 2 lit. e) der Prospektverordnung in der jeweilgs gültigen Fassung („**Privatanleger**") sind) und (ii) bis 14:00 Uhr (MESZ) von Qualifizierten Anlegern eingereicht werden. Qualifizierte Anleger können während des Angebotszeitraums Kaufaufträge direkt an den Sole Global Coordinator erteilen. Privatanleger können Kaufaufträge im Rahmen des Öffentlichen Angebots einen Tag nach Beginn des Angebotszeitraums, d.h. ab dem 20. April 2022, über die Zeichnungsfunktionalität DirectPlace© der Frankfurter Wertpapierbörse („**DirectPlace©**") erteilen.

Angebotspreis und Preisspanne – Der Angebotspreis für das Angebot („**Angebotspreis**") steht zum Datum des Prospekts noch nicht fest und wird voraussichtlich am 27. April 2022 von der Gesellschaft nach Rücksprache mit dem Sole Global Coordinator festgelegt. Der Angebotspreis wird auf der Grundlage von Kaufaufträgen festgelegt, die von Anlegern während des Angebotszeitraums eingereicht und im Rahmen des Bookbuilding-Verfahrens im Orderbuch gesammelt wurden. Diese Aufträge werden nach den angebotenen Preisen und den erwarteten Anlagehorizonten der jeweiligen Anleger bewertet. Diese Methode der Festlegung des Angebotspreises zielt grundsätzlich darauf ab, den höchsten Angebotspreis zu erzielen.

Die Preisspanne („**Preisspanne**") für den Angebotspreis beträgt EUR 13,50 bis EUR 14,50 je Angebotsaktie.

Greenshoe-Option – Die Gesellschaft hat dem Sole Global Coordinator eine Option zur Zeichnung von bis zu 45.000 neu ausgegebenen auf den Inhaber lautende Stückaktien der Gesellschaft aus dem Genehmigten Kapital der Gesellschaft („**Greenshoe-Aktien**“) zum Angebotspreis (abzüglich vereinbarter Provisionen) eingeräumt („**Greenshoe-Option**“), die ausschließlich dem Zweck dient, den Sole Global Coordinator in die Lage zu versetzen, seine Rücklieferungsverpflichtung aus der Wertpapierleihe des Leihaktionärs zu erfüllen.

Plan für den Vertrieb – Die Zuteilung der Angebotsaktien an Privatanleger und Qualifizierte Anleger wird von der Gesellschaft nach Rücksprache mit dem Sole Global Coordinator entschieden. Bei den Kaufaufträgen von Privatanlegern über DirectPlace© werden sich die Gesellschaft und der Sole Global Coordinator an die von der Börsensachverständigenkommission am 7. Juni 2000 herausgegebenen „Grundsätze für die Zuteilung von Aktienemissionen an Privatanleger“ halten.

Zeitplan – Nachfolgend wird der voraussichtliche Zeitplan des Angebots dargestellt, der verlängert oder verkürzt werden kann:

14. April 2022	Billigung des Prospekts durch die BaFin
	Veröffentlichung des gebilligten Prospekts auf der Internetseite der Gesellschaft (https://www.ev-digitalinvest.de/) unter der Rubrik „Investor Relations“
	Antrag für das Listing
19. April 2022	Beginn des Angebotszeitraums
20. April 2022	Beginn von Zeichnungen über DirectPlace©
27. April 2022	Ende des Angebotszeitraums
	Bestimmung des endgültigen Angebotspreises und der endgültigen Anzahl der im Rahmen des Angebots platzierten Angebotsaktien
	Veröffentlichung des Angebotspreises und der endgültigen Anzahl der im Rahmen des Angebots platzierten Angebotsaktien in Form einer Ad hoc-Mitteilung über ein elektronisches Informationsverbreitungssystem und auf der Internetseite der Gesellschaft (https://www.ev-digitalinvest.de/) unter der Rubrik „Investor Relations“
	Zuteilung der Angebotsaktien an die Investoren
29. April 2022	Eintragung der Durchführung der IPO-Kapitalerhöhung bezüglich der Neuen Aktien im Handelsregister
2. Mai 2022	Entscheidung der Deutsche Börse Aktiengesellschaft, Frankfurt am Main, Deutschland, über das Listing
3. Mai 2022	Aufnahme des Handels der Aktien im Freiverkehr der Frankfurter Wertpapierbörse (Basic Board) und gleichzeitig in das Scale Segment des Freiverkehrs der Frankfurter Wertpapierbörse
	Buchmäßige Lieferung der im Rahmen des Angebots platzierten Angebotsaktien gegen Zahlung des Angebotspreises (Abwicklung und Vollzug)

Verwässerung der gegenwärtigen Aktionäre – 11,0 % (unter der Annahme, dass (i) der Angebotspreis in der Mitte der Preisspanne liegt, (ii) die maximale Anzahl von Neuen Aktien platziert wird, (iii) die Greenshoe-Option vollständig ausgeübt wird und (iv) die Ermessensgebühr in voller Höhe gezahlt wird und unter der Annahme, dass (v) die Altaktionäre keine Angebotsaktien zeichnen).

Gesamtkosten – EUR 1,31 Mio. (unter der Annahme, dass (i) der Angebotspreis in der Mitte der Preisspanne liegt, (ii) die maximale Anzahl der Angebotsaktien platziert wird und (iii) die Greenshoe-Option vollständig ausgeübt wird und (iv) die Ermessensgebühr in voller Höhe gezahlt wird).

Kosten, die den Anlegern in Rechnung gestellt werden – Von den Brokern der Anleger werden lediglich die üblichen Transaktions- und Bearbeitungsgebühren erhoben.

Wer ist der Anbieter und/oder die Person, die die Zulassung zum Handel beantragt?

Anbieter – Neben der Gesellschaft werden die Angebotsaktien durch den Sole Global Coordinator angeboten.

Einbeziehung in den Handel – Die Gesellschaft wird gemeinsam mit dem Sole Global Coordinator das Listing beantragen, d.h. die Einbeziehung der Aktien in den Handel im Freiverkehr der Frankfurter Wertpapierbörse (Basic Board) mit gleichzeitiger Einbeziehung in das Scale Segment des Freiverkehrs der Frankfurter Börse.

Weshalb wird dieser Prospekt erstellt?

Gründe für das Angebot – Die Gesellschaft beabsichtigt, das Angebot durchzuführen, um den Nettoerlös aus dem Verkauf der Neuen Aktien und dem möglichen Verkauf der Greenshoe-Aktien zu erhalten. Der Leihaktionär beabsichtigt, das Angebot durchzuführen, um Stabilisierungsmaßnahmen zu ermöglichen.

Geschätzter Nettoerlös – Rund EUR 5,62 Mio., die der Gesellschaft zuzurechnen sind (unter der Annahme, dass (i) das Angebot in der Mitte der Preisspanne abgeschlossen wird, (ii) die maximale Anzahl von Neuen Aktien platziert wird, (iii) die Greenshoe-Option vollständig ausgeübt wird und (iv) die Ermessensgebühr in voller Höhe gezahlt wird).

Verwendung des Erlöses – Die Gesellschaft beabsichtigt derzeit, den geschätzten Nettoerlös aus dem Angebot der Neuen Aktien zu verwenden um:

- In seine technologische Basis und seine Online-Investitionsplattform zu investieren (ca. 10 % - 20 % des Nettoerlöses),
- Ihre Marketinginitiativen und Vertriebsaktivitäten zu beschleunigen (ca. 15 % - 25 % des Nettoerlöses),
- Ihre regionale Präsenz im spanischen Markt zu erweitern und ggf. in den österreichischen Markt einzutreten (ca. 5 % - 10 % des Nettoerlöses),
- In Personalbeschaffung und den Ausbau der Mitarbeiterkapazitäten zu investieren (ca. 25 % - 35 % des Nettoerlöses) und
- Anorganische Wachstumsaktivitäten zu verfolgen (ca. 25% - 35 % des Nettoerlöses);

Bis die jeweiligen Erlöse für die oben genannten Zwecke verwendet werden, sollen sie als Vor- und Kofinanzierungseinlagen dienen und damit Zinsen erwirtschaften. Sollte es nicht zu einer vollständigen Platzierung kommen, wird die Priorität anteilig vergeben.

Übernahmevertrag – Am 13. April 2022 schlossen die Gesellschaft, der Leihaktionär und der Sole Global Coordinator einen Übernahmevertrag ab, in der sich der Sole Global Coordinator verpflichtet hat, vorbehaltlich bestimmter Bedingungen, insbesondere dem Abschluss einer Volumen- und Preisfestsetzungsvereinbarung, die Angebotsaktien zu erwerben, um sie Investoren im Rahmen des Angebots anzubieten.

Wesentliche Interessenkonflikte – Es bestehen keine Interessenkonflikte in Bezug auf das Angebot.

III. RISK FACTORS

*This prospectus (“**Prospectus**”) relates to an initial public offering in the Federal Republic of Germany (“**Germany**”) of new and existing ordinary bearer shares with no par value (auf den Inhaber lautende Stückaktien) of EV Digital Invest AG, Berlin, Germany (“**Company**” and, together with its sole subsidiary, EV Digital Invest Strukturierungs-GmbH (“**EVDIS**”), “**EVDI**”). The new ordinary bearer shares with no par value of the Company placed in the Offering (as defined below) and the existing ordinary bearer shares with no par value of the Company (together “**Shares**”) shall be included to trading on the Regulated Unofficial Market (Freiverkehr) of the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse) (Basic Board) with simultaneous inclusion in the Scale segment of the Regulated Unofficial Market (Freiverkehr) of the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse) (“**Listing**”).*

An investment in the Shares is subject to risks. According to Article 16 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC, as amended, the risk factors featured in a prospectus must be limited to risks which are specific to the Company and/or to the securities and which are material for an informed investment decision. Therefore, the following risks are only those risks that are specific to EVDI as well as to the Shares and based on the Company’s current assessment are material for making an informed investment decision regarding the Shares.

The following risk factors are categorized into the categories “1. Risk Factors related to the operating business activities of EVDI”, “2. Risks related to the markets”, “3. Risks related to regulatory, legal and tax matters” and “4. Risks specific to the Shares” and within the categories “1. Risk Factors related to the operating business activities of EVDI” and “4. Risks specific to the Shares” into subcategories based on their respective nature. Within each such category or in case a category is divided into subcategories within each such subcategory, the order of risk factors is based on the Company’s current assessment with respect to the probability of occurrence and expected magnitude of the adverse impact of such risk factors, with at least the two most material risk factors (i.e., those the Company believes are most likely to have a material adverse impact) mentioned at the beginning of each category respectively subcategory.

1. Risk Factors related to the operating business activities of EVDI

a) Risks related to the operating business activities of EVDI in general

Digitalized real estate finance is not yet firmly established in the market. Unless EVDI attracts a loyal customer base of capital seeking real estate companies and investors for its business model, EVDI cannot reliably predict the long-term profitability and sustainability of its business model.

To date, real estate financing remains largely non-digital. Established real estate investors such as investment or mortgage banks and brokers, which is financing most of the larger real estate development projects and have built up a solid and loyal customer base in this respect, still rely on non-digital processes. In recent years, online investment platforms have emerged in the real estate sector. They offer digital real estate funding, typically in the form of mezzanine financing, but are primarily aimed at small project developers or real estate investors and private, non-professional investors. Since 2017, investors can invest via EVDI's online investment platform "Engel & Völkers Digital Invest" (until 2020 operated by the Company under the company name "Engel & Völkers Capital") in selected real estate projects. EVDI's main activity as an online investment platform operator is the connection of real estate companies (mainly project developers but also property holders/portfolio manager) as borrowers ("**Real Estate Companies**") and (in most cases private) investors, as lenders ("**Online Investors**"). For each project, there are different options for the financing structured by EVDI, comprising so-called a pre-, co- and crowd-financing. If a pre-financing is agreed on, the Real Estate Company receives a subordinated loan by the Company's sole subsidiary EVDIS which will be repaid to the extend the Online Investors have invested in the respective real estate project ("**Pre-Financing**"). In the most cases of a co-financing ("**Co-Financing**"), EVDI through EVDIS invests in parallel to the Online Investors in the project with a certain amount (in the past around 5-10%, for the future planned around 5% for smaller projects and 2-3% for bigger projects). The Pre-Financing or Co-Financing will be disbursed in the form of (qualified) subordinated loans to the Real Estate Companies. EVDIS refinances its capital requirements for Pre-Financing and Co-Financing through a shareholder loan granted by its minority shareholder Versorgungswerk der Zahnärztekammer Berlin K.d.ö.R., Berlin, Germany ("**VZB**" or "**Lending Shareholder**") as lender, making available to EVDIS a loan facility of EUR 37.5 million as of the date of the prospectus. VZB holds 93.3% of the Company's existing ordinary bearer shares with no par value (*auf den Inhaber lautende Stückaktien*) ("**Existing Shares**") and holds 10.1% of EVDIS's shares.

EVDI's business and in particular the intended expansion of its business depend on its ability to find both, Online Investors for funding the projects as well as potentially additional investors for Pre- and Co-Financing. The success of this depends on a number of factors, including market-driven factors that are outside EVDI's control. For example, qualified investors and Online Investors may choose to invest in assets other than real estate or in other real estate projects than EVDI's. Poor performance of projects financed through EVDI's online investment platform may also make it more difficult for EVDI to increase the number of of Online Investors and money invested. EVDI's ability to find Online Investors for new projects may similarly be hampered if the general appeal of alternative investments, such as real estate, were to decline. Alternative investments may fall into disfavor as a result of concerns about liquidity and short-term performance. If EVDI fails to offer sufficiently attractive investment projects on its online investment platform or if the investment process is considered inconvenient, EVDI's online investment platform may not be appealing to Online Investors. If EVDI fails to attract a sufficient number of Online Investors and Real Estate Companies with projects, that meet the investment criteria of EVDI, for example due to more successful online investment platforms of competitors, the relevance of EVDI's online investment platform for Real Estate Companies could decline and EVDI could lose new investment opportunities, which may have a material adverse effect on the successful implementation of EVDI's growth strategy and thus the achievement of EVDI's business plan.

EVDI depends for its business on the use of the trademark "ENGEL & VÖLKERS" and there are limitations to this such as termination rights of the underlying license agreement.

EVDI operates its business under the name and trademark "Engel & Völkers". "Engel & Völkers" is the trademark of a group of companies (of which the Company is not part) specialised on the brokering of premium real estate which is in the opinion of the Company a well-known brand in Germany with broad brand awareness. The use of this trademark (as well as similar trademarks) and the "look-and-feel" of the Company's website like the other "Engel & Völkers" websites is key for the marketing of the Company's business. The use of this trademark is licensed to the Company by a trademark license agreement with Engel & Völkers Marken GmbH & Co. KG ("**License Agreement**"). The term of the License Agreement is 30 years and there is no ordinary right to terminate the License Agreement. However, pursuant to mandatory law there are extraordinatory termination rights for Engel & Völkers Marken GmbH & Co. KG in case the Company violates its obligations under the License Agreement materially, e.g. using the trademark in ways not permitted, not paying the license fee etc. Further, the License Agreement might terminate in case of insolvency of Engel & Völkers Marken GmbH & Co. KG.

Amongst further rights for termination for cause (*Kündigung aus wichtigem Grund*), Engel & Völkers Marken GmbH & Co. KG may also terminate the License Agreement, if a certain kind of competitor of the Engel & Völkers group of companies acquires a direct or indirect participation in the Company.

In case VZB no longer holds at least 50% of the shares and/or controlling interests in the licensee, according to the License Agreement the Company has to implement a risk management system and maintain such system. Risk controls have to be executed, then. If the Company fails to execute such risk management system this would result in a termination right of Engel & Völkers Marken GmbH & Co. KG. In this context it should be noted, that VZB has granted call options to Fox Beteiligungen GmbH and Frenzel Beteiligungen GmbH, each with respect to 22.4% of Existing Shares. In event of the exercise of both call options, VZB would hold less than 50% of the Shares. If the Company in such case the Company failed to implement a risk management system in the aforementioned sense, the License Agreement could be terminated by Engel & Völkers Marken GmbH & Co. KG for good cause after an unsuccessful reminder with reasonable time limit has been sent.

The trademark could be attacked by third parties with older rights and this could lead to claims for permanent injunction and damages of such third parties. It could further lead to the cancellation of the contractual trademark. In case of termination of the License Agreement or cancellation of the trademark, the Company could no longer operate its online investment platform under the "Engel & Völkers" brand which would materially damage its existing and potential new base of Online Investors and Real Estate Companies and might even result in the Company's business losing its ability for profitability. On the other hand, if the Company's business is not successful, the Company is, however, bound to the License Agreement and obliged to pay the higher of 3% on all direct and indirect revenues of the Company through the use of the contractual trademark and a yearly minimum license fee of EUR 75,000 per year from 2023 on.

The License Agreement entitles the Company to use the trademark in the field of crowdfinancing only. Crowdfinancing in the meaning of the License Agreement comprises the provision of services exclusively in direct connection with the initiation, conception, launch, distribution, management and liquidation of self-structured capital investment products and loans for the financing of real estate and real estate projects exclusively in connection with the brokerage to a large number of investors via an electronic platform. Other areas such as „Capital" or „Finance" are licensed to third parties. The licensed territory is limited to Germany, Austria, Switzerland, Liechtenstein and Luxembourg. The place of performance of the licensed activity is decisive for the assignment to the contractual territory, which is determined in particular on the basis of the domain of the electronic platform and the regulatory provisions applicable in the individual case. Thus, EVDI is limited in its ability with its business to these territories and may not expand it to other areas than crowdfinancing (as defined in the License Agreement) as long as operating under the trademark “Engel & Völkers” only.

Further, Engel & Völkers Marken GmbH & Co. KG licensed the trademark to other companies active in similar fields to crowdfinancing, namely “Capital” and “Finance”. The Engel & Völkers group of companies offers in particular real estate financing. In addition, Engel & Völkers Capital AG, a company in which VZB, the majority shareholder of the Company, holds a majority participation, offers mezzanine financing for real estate projects in Germany, Australia and Spain and thus is active in an area of financing which in part overlaps with the business of EVDI. Due to the use of the trademark by different parties in similar areas of business, there is a risk of competition for the Company by those other entities active under the trademark Engel & Völkers. Moreover, the market could be confused by who is entitled to the use of the trademarks. This could lead to a reluctance of market participants to engage in the business of EVDI.

The License Agreement does not entitle the Company to use the contractual trademarks as company name. It is possible that third parties assert rights in respect of the company name of the Company and request the cease and desist from using its company name or parts thereof. This could lead to confusion in the market and could damage EVDI’s reputation, diminish the value of its brands, undermine the trust and credibility it has established, have a negative impact on its ability to attract new or retain existing customers and require it to spend significant time and money to rebuild its position and reputation in the market.

EVDI has experienced substantial growth, but has been profitable only in the financial year 2021. EVDI’s growth could slow down going forward and there is no guarantee that EVDI remains profitable in the future.

EVDI currently generates its revenues and finance income from (i) a combination of a structuring fee, a brokerage fee and a periodic service fee according to the respective agreements EVDI concludes on an individual basis with each Real Estate Company as well as (ii) interests on the subordinated loans granted for the Pre- and Co-Financing, all off which depend on the number and volume of EVDI’s financing projects as well as on the terms agreed for granting and receiving of financing. However, the number of attractive real estate projects is limited. In case EVDI does not manage to secure sufficient projects meeting its criteria, there can be no assurance that EVDI will be able to further implement its growth strategy.

The Company experienced significant growth in the volume of financed projects, growing from EUR 29.61 million in the financial year 2019 by 58.6%, to EUR 46.98 million in the financial year 2020, and again by 18.1% to EUR 55.49 million in the financial year 2021 (reference date: 31 December 2021). In 2021, the Company had a net profit for the financial year for the first time with kEUR 35.77 against a net loss for the financial year of EUR 1.20 million in the financial year 2020 and of EUR 1.23 million in

2019. However, there can be no assurance that EVDI's growth will be sustainable and that it will continue to experience above-market growth or any growth at all. In addition, EVDI anticipates that its growth rate will decline over time as it achieves higher market penetration rates in all markets in which it operates. To the extent EVDI's growth rate slows, EVDI's business performance will become increasingly dependent on its ability to, inter alia, use its operating leverage, increase its fulfilment efficiencies and decrease marketing costs in relation to its revenues. EVDI has and continues to optimize its online investment platform, expand its staff and perform marketing, mainly through online channels. However, there is no assurance that these efforts will be sufficient to grow EVDI's revenues or business in total or in relation to the costs it incurs, which may have a material adverse effect on the successful implementation of its business strategy. Additionally, EVDI's current performance and growth has been dependent on about 6,000 Online Investors (unaudited figure from the Company as of the date of the Prospectus). In order to further grow, EVDI depends on its ability to significantly broaden its investor base. Any failure to do so may result in a stagnation of EVDI's growth and thus have an adverse effect on its future business and prospects.

EVDI may not be able to manage its growth effectively.

EVDI's continued success depends on its ability to grow its business effectively. For example, EVDI will need to continue to upgrade its infrastructure to deal with greater scale. An expansion of its online investment platform, including its IT infrastructure, an increase in the number of investment projects and a growing workforce will make EVDI's operations more complex and challenging. There is no guarantee that EVDI will be able to meet such challenges and the risk of disruptions and compliance violations may increase. The anticipated growth may also place significant demands on EVDI's management and key employees, which will need to increase their productivity. However, EVDI's existing team may not be adequately staffed to handle an increase in the workload or its workforce management may prove insufficient for its expanding business and growth plans. EVDI's ability to hire a sufficient number of new employees, especially IT experts, to manage its expanding operations in a timely manner depends on the overall availability of qualified employees and EVDI's ability to offer them sufficiently attractive employment terms compared to other employers. There is no guarantee that EVDI will be able to hire the required number of employees in a timely manner and on acceptable terms.

EVDI's business depends on its reputation as trustworthy online investment platform, which it might not be able to maintain or enhance.

Maintaining and enhancing its reputation is key in the real estate financing sector as this segment involves significant investment decisions which require a high level of trust not only in the specific project but also in the agent presenting the project. Consequently, the recognition and reputation of EVDI's online investment platform, "Engel & Völkers Digital Invest", among existing and potential Real Estate Companies and Online Investors are critical for the growth and continued success of its business as well as for EVDI's competitiveness in its target markets. Any failure to secure investment opportunities with attractive risk / return profiles, provide a quality customer experience and customer service and comply with applicable laws and regulations could damage EVDI's reputation and brand and result in the loss of customers. Further, any negative publicity regarding EVDI or its competitors, even if factually incorrect or based on isolated incidents, could damage EVDI's reputation, diminish the value of its brands, undermine the trust and credibility EVDI has established, have a negative impact on its ability to attract new or retain existing customers and require EVDI to spend significant time and money to address such negative publicity. Any negative publicity may be accelerated through social media (e.g., Facebook, LinkedIn, Instagram and Twitter) due to its immediacy and accessibility as a means of communication. Social media and websites immediately publish posts from users, often without filters or checks on the accuracy of the content posted. New and existing customers value readily available information concerning digital offerings and often act on such posts without further investigation or authentication. Allegations against EVDI may be posted on social media, in Internet chat rooms or on blogs or websites by anyone on an anonymous basis. In addition, EVDI may be the target of harassment or other detrimental conduct by third parties, including from its competitors. Any negative publicity, even if factually incorrect or based on isolated incidents, could damage EVDI's reputation, diminish the value of its brands, undermine the trust and credibility EVDI has established, have a negative impact on its ability to attract new or retain existing customers and require EVDI to spend significant time and money to address such negative publicity.

EVDI is dependent on the reputation of the brand "Engel & Völkers" and good reputation of the entire crowdfunding branche.

As EVDI is using the trademark "Engel & Völkers" which has a certain awareness base in the entire area of real estate EVDI and its reputation is partly dependant on the good reputation of this brand. Any negative publicity in connection with "Engel & Völkers" could lead to a negative reputation for EVDI's brand "Engel & Völkers Digital Invest" as a "sub brand".

In addition, EVDI conducts its business activities in the crowdfunding segment. EVDI's own reputation is, therefore, dependent on the crowdfunding segment's reputation as negative publicity on one market participant or the entire market branch could negatively affect EVDI's reputation by affecting the entire business segment EVDI is active in. Negative publicity especially due to the quality of real estate projects brokered by a competitor could have a negative effect on the brand image for the entire crowdfunding segment if Real Estate Companies and Online Investors would be leaded to deem all market participants in this sector as not trustworthy.

EVDI's investments to increase brand awareness, to generate platform visitors and to build and retain a loyal base of Real Estate Companies and Online Investors may not be effective.

The success of EVDI's business largely depends on maintaining and enhancing its brand awareness, acquiring new customers online and offline, and increasing the number of customer visits to its website as well as the number and quality of transactions. To this end, EVDI has made, and will continue to make, necessary investments in its marketing efforts. The allocation of its marketing investments is driven by analyzing the data EVDI collects from relevant traffic to its website as well as investments made by its customers. EVDI may, however, not be able to accurately measure the effectiveness of its marketing expenses. Consequently, there can be no assurance that its assumptions regarding required customer acquisition costs and resulting revenues as well as the marketing needed to secure and expeditiously offer an attractive investment portfolio will prove to be correct and achieve the desired results. In addition, EVDI cannot guarantee that its current marketing channels will continue to be effective, permissible and generally available to EVDI in the future as its customers may turn away from, or new regulation, e.g. on data protection or the use of social media, may adversely affect EVDI's use of, these channels. EVDI also relies on third-party marketing services, search engines and social media, all of which might fail to deliver sufficient visits or impressions. In particular, the popularity of social media channels tends to fluctuate, making it difficult to predict which channels are best suited to reach the audience relevant for EVDI. In order to reach its ambitious growth targets EVDI will, however, need to drive its customer acquisition at a much larger scale, which might increase its customer acquisition costs and negatively affect its unit economics and profitability. Additionally, if the third parties EVDI relies on for its marketing were to increase the fees they charge for classified advertisements or prevent EVDI from listing on their websites (e.g., to prevent EVDI from establishing a competing consumer offering), EVDI's marketing costs may increase as well and adversely affect its ability to successfully market its "Engel & Völkers Digital Invest" offering to a large number of customers. Furthermore, visitors to EVDI's online investment platform may not make the anticipated investments.

Entering into new geographic markets and business segments or the offering of new products poses various risks, challenges and uncertainties for EVDI's business.

EVDI intends to grow its business and expand into new geographic markets and business segments in the real estate industry in which EVDI has little or no experience. In particular, the Company plans to offer Crowd Financing not through subordinated loans but through tokenized securities in the near future. Further, for the next few years, EVDI's strategy comprises an expansion of its business into several new European markets, such as Spain and Austria, in order to attract Online Investors there and to be able to enter into strategic partnerships with local partners. The expansion beyond Germany, Austria, Switzerland, Liechtenstein and Luxembourg is not covered by the License Agreement with Engel & Völkers Marken GmbH & Co. KG. Thus, a new or extended trademark license agreement would need to be agreed on, which requires Engel & Völkers Marken GmbH & Co. KG's consent. Further, for each new jurisdiction the legal framework for operating a crowdinvesting platform must be evaluated and complied with. There is in particular no joint regime in the European Economic Area for EVDI's current business model. Thus, there might be high initial costs for setting up an online investment platform targeting investors in further jurisdictions and/or higher ongoing costs or the model as operated now might not be feasible for other jurisdictions at all.

If building up business in such new markets is not successful, this could not only affect EVDI's revenues and financial condition but also its reputation. To the extent that EVDI makes (strategic) investments in new geographic markets or enters into joint ventures or other (strategic) initiatives, EVDI may face numerous risks and uncertainties including, but not limited to, the required investment of capital and other resources and the possibility that it may have insufficient expertise to engage in such activities profitably or without incurring inappropriate amounts of risks.

EVDI may from time to time pursue acquisitions, any of which could result in significant additional expenses, fail to achieve anticipated benefits, or fail to be properly integrated.

Part of EVDI's business strategy is to engage into acquisitions of other companies, businesses or assets. This may be to broaden the scope of services offered, to integrate third party services into

EVDI or to expand into other European countries in particular to the markets in Spain and Austria. Acquisitions involve numerous risks, any of which could harm EVDI's business, including (i) the diversion of financial and management resources from existing operations or alternative acquisition opportunities, (ii) a failure to realize the anticipated benefits or synergies of a transaction, (iii) a failure to identify all of the problems, liabilities or other shortcomings or challenges of an acquired company or technology, including issues related to intellectual property, regulatory compliance, accounting practices or employee or customer issues, (iv) the risks of entering new markets in which EVDI has limited or no experience, (v) a potential loss of key employees, customers and suppliers from either EVDI's current business or an acquired company's business, (vi) the inability to generate sufficient net revenue to offset acquisition costs, (vii) any additional costs or equity dilution associated with funding the acquisition and (viii) the potential write-offs or impairment charges relating to acquired businesses. In the context of any future acquisition, EVDI may fail to properly assess the merits of the acquisition target, incur costs that later prove to be unjustified, fail to integrate the acquisition into its business properly and in a cost-efficient manner, or incur liabilities that prove to be larger than anticipated. Acquisitions involve numerous risks, any of which could harm EVDI's business, including (i) the diversion of financial and management resources from existing operations or alternative acquisition opportunities, (ii) a failure to realize the anticipated benefits or synergies of a transaction, (iii) a failure to identify all of the problems, liabilities or other shortcomings or challenges of an acquired company or technology, including issues related to intellectual property, regulatory compliance, accounting practices or employee or customer issues, (iv) the risks of entering new markets in which EVDI has limited or no experience, (v) a potential loss of key employees, customers and suppliers from either EVDI's current business or an acquired company's business, (vi) the inability to generate sufficient net revenue to offset acquisition costs, (vii) any additional costs or equity dilution associated with funding the acquisition and (viii) the potential write-offs or impairment charges relating to acquired businesses. In the context of any future acquisition, EVDI may fail to properly assess the merits of the acquisition target, incur costs that later prove to be unjustified, fail to integrate the acquisition into its business properly and in a cost-efficient manner, or incur liabilities that prove to be larger than anticipated impairment charges relating to acquired businesses. In the context of any future acquisition, EVDI may fail to properly assess the merits of the acquisition target, incur costs that later prove to be unjustified, fail to integrate the acquisition into its business properly and in a cost-efficient manner, or incur liabilities that prove to be larger than anticipated.

EVDI may not be able to identify and secure a sufficient number of Real Estate Companies with aspired real estate projects on attractive terms or at all.

EVDI frequently seeks to identify and secure Real Estate Companies with aspired attractive new real estate projects. However, EVDI may not be able to regularly secure such Real Estate Companies with aspired attractive new real estate projects at the most suitable time or on attractive terms or at all. EVDI's ability to do so depends on various factors such as the availability of suitable projects, financing and options for syndication, demand for rental space, the competitive situation, but also certain public legal matters such as the issuance of required permits. In fact, the number of Real Estate Companies with aspired attractive real estate projects is limited and among Real Estate Companies there is fierce competition for investment opportunities, especially since EVDI relies on independent Real Estate Companies as larger Real Estate Companies often have their own access to the capital market or large-scale financing. If EVDI is unable to secure a sufficient number of Real Estate Companies with attractive financing projects on a regular basis, its online investment platform could become less attractive for Online Investors which could have a material adverse effect on EVDI's revenue streams as well as the future success of its business.

The due diligence process that EVDI and its partners undertake on financing projects may not reveal all relevant facts which may increase the credit default risk.

Before the decision to commit the financing of a new real estate project, EVDI conducts an internal due diligence. In the due diligence process, each real estate project is analyzed in a concept developed by EVDI specifically for project financing of construction projects and land. Depending on the project, the projects are analyzed according to various aspects. These include construction costs, incidental acquisition and financing costs, construction time, sales and marketing costs, sales prices, the respective market and location, as well as Real Estate Companies themselves. In each category, the investment projects receive a score between 0 and 800, whereby the individual project characteristics are also taken into account. With the help of this scoring, EVDI estimates the risk of lending capital and sets the interest rate accordingly (the higher the risk associated with an investment, the higher the interest rate). EVDI doesn't offer projects that score less than 250 points in the analysis on its online investment platform due to the very high risks. In addition an external due diligence is conducted based on the expertise of established partners such as the real estate valuation company bulwiengesa appraisal GmbH, the consulting firm CBRE GmbH ("**CBRE**") as well as the auditing firm Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft. When conducting due diligence, EVDI and the cooperating parties evaluate complex business, financial, tax, accounting, environmental, technical and legal issues. The aforementioned external consultants, legal advisors or accountants are involved in the external due diligence process to varying degrees depending on the type and volume of the relevant investment.

When conducting an internal or external due diligence and making an assessment regarding an investment, EVDI and the cooperating parties rely on the resources available to them, including information provided by the Real Estate Company and third-party service providers, which may be incorrect or incomplete. Therefore, the due diligence investigation may not reveal all relevant facts that may be necessary or helpful in evaluating the investment. In some cases, EVDI and the cooperating parties may only be able to conduct a limited due diligence investigation and, accordingly, may not be able to identify all risks associated with the investment opportunities EVDI secures. Such risks typically include the credibility of the Real Estate Company, structural, technical and environmental defects of the development project as well as the validity of required permits to implement the envisaged project. Based on the information received during the due diligence process, EVDI assigns the above described score to each project, which also contains an implicit statement about the credit default risk of the respective project. Therefore, on the basis of incomplete facts a higher project score could be assumed by EVDI, which does not correspond to the real conditions of the project. If not all relevant facts are revealed in the due diligence process the credit default risk could be higher than assumed. This could lead to a credit default despite a positive project rating and corresponding losses for Online Investors regarding interest payments on subordinated loans or a loss regarding repayments for subordinated loans for the Online Investors.

EVDI might be subject to claims for damages by Online Investors due to false or misleading presentation of a project on the website, in an expose or in contracting etc. or due to incorrect assessment of project risks or due to payment delays or defaults and errors in the execution of a project by Real Estate Companies.

Before the decision to commit the financing of a new real estate project, EVDI conducts an internal due diligence for each potential project. Due to these due diligence processes EVDI is exposed to liability risks vis-à-vis the Online Investors due to the numerous checks it carries out itself in connection with the acceptance of a project for financing. In addition, EVDI uses third parties to perform an external due diligence, whose liability could be attributed to EVDI. By performing its own due diligence, EVDI may claim the confidence of the investors by "approving" the project, for example, on the basis of the assurance that the conditions for disbursement of a subordinated loan have been met. The due diligence conducted by EVDI or by third parties commissioned by EVDI may also give Online Investors the impression that EVDI is assuming its own guarantee for the undisturbed execution of the project by the respective Real Estate Company and an assurance of interest payments and repayments on the subordinated loans. In the event of errors in project execution by the Real Estate Company or a payment default or delays in payments by the respective Real Estate Company to the Online Investors, EVDI may be liable for claims for damages regarding payment delays or defaults on the part of the Real Estate Company if EVDI or third parties working for EVDI have incorrectly assessed risks relating to the project or the Real Estate Company.

There is also a risk that the real estate projects acquired by EVDI are presented with false, incomplete or misleading information on the website, in corresponding exposés, in contractual documents or other related documents. This can lead to Online Investors making incorrect investment decisions based on this information, as a result of which EVDI may be liable for claims for damages.

EVDI may misjudge the attractiveness and profitability of certain real estate projects.

As a provider of real estate financing services with partial own financing by way of the Pre-Financing and Co-Financing, EVDI is exposed to the risks from the real estate projects, in particular potential negative changes in the value of the real estate projects. Due to the illiquid nature of real estate, the valuation of real estate is inherently subjective and thus subject to uncertainty. A property's reported valuation depends on the factors considered during the valuation and on the valuation method used. In addition to considering expected rental income in relation to a particular property, the property's condition as well as its historical vacancy level, a property appraiser may consider other factors such as real estate tax rates, operating expenses, potential claims for environmental liabilities and the risks associated with certain construction materials. All such property valuations are made on the basis of assumptions which may not be correct. An adverse change in one of the assumptions used or factors considered can considerably decrease the assessed value of the property. Moreover, a change in the factors considered may cause valuation results to differ significantly. There is no guarantee that the valuations as well as the internal and external due diligence performed by EVDI and its partners will reflect actual sale or market prices (even where any such sales occur shortly after the relevant valuation date) or that the estimated rental yield and annual rental income of any property will actually be attained by the responsible Real Estate Company. During times of limited transactions in the real estate market in general or in particular market segments thereof, market prices for properties may be especially difficult to assess. These factors could result in the values ascribed to certain properties to be higher than the amounts that could be obtained through a sale of such property by the responsible Real Estate Company or in case of the liquidation of those properties. In addition, property values may decline over time and assumptions for their valuation may change. Any misjudgments of property values could therefore lead to lower than expected, delayed or defaulted returns by the responsible Real Estate Company. To the extend EVDI granted subordinated loans by way of Pre-Financing or Co-Financing, this would directly result in lower than expected profits or in losses for EVDI.

EVDI depends on the members of its management team.

EVDI depends on the relationships, skills, expertise and experience in the real estate markets of the members of its management team, in particular on the members of the Company's management board (*Vorstand*) ("**Management Board**"). The current members of the Management Board are Mr. Laubenheimer and Mr. Barten. The loss of their services or its inability to attract and retain additional key personnel could impair EVDI's operations and growth. EVDI's management team is responsible, among other things, for the sourcing and implementation of projects and the execution of its strategies. Therefore, EVDI's future success will depend to a significant extent on the continued service of the members of its management team and EVDI's ability to attract and retain experienced key personnel. Competition for such personnel is intense and EVDI may not be able to successfully attract and retain such personnel. The loss of any of its key personnel may limit EVDI's ability to successfully execute its business strategy and may prevent EVDI from sustaining the level of performance its previous projects have achieved, which may adversely affect EVDI's ability to retain existing Online Investors and attract new Online Investors and thus EVDI's business and growth strategy.

Any failure of EVDI to operate, maintain, integrate and scale its network and IT-infrastructure and its other technology could result in customer dissatisfaction, loss of revenues or subject EVDI to claims for damages or regulatory fines.

As provider of a digital real estate financing platform "Engel & Völkers Digital Invest", EVDI is dependent on the reliable functioning of its financial, accounting, information and other data processing systems, especially its internet and IT-infrastructure. The operation of its IT system is expensive and complex and could result in operational failures. There is a risk that systems are undersized and functionally maladjusted. Any interruptions in, failures of or damage to EVDI's IT systems or IT systems of external partners that EVDI depends on (such as Amazon Web Services) based on e.g. malfunction, incorrect use, attacks from unauthorized persons or otherwise could lead to delays or interruptions to its business processes. EVDI cannot guarantee that malfunctions or security deficits can be avoided by preventive security measures in every case. Delays and interruptions to its IT systems could lead to increased costs and may result in lost revenues. Additionally, if, e.g., due to security breaches, cyber-attacks from unauthorized persons or similar, malfunctions of EVDI's systems result in the disclosure of private data or trade secrets of EVDI's clients to unauthorized individuals or even to the public, this could, besides causing substantial reputational damage, subject EVDI to significant claims for damages and regulatory fines.

EVDI is exposed to the risk of security breaches, including cyber-attacks, and unauthorized use of its website, databases, online security systems or computerized logistics management systems.

Given that the digital offering of real estate financing is at the core of EVDI's business, it depends on the efficient and uninterrupted operation of its "Engel & Völkers Digital Invest" online investment platform, its app and other IT systems. The same is true for other key functions such as marketing, logistics, forecasting and accounting. EVDI also stores data in its data centers (e.g., proprietary information regarding investments and customer behavior). Such data is essential to its business and its ability to connect investors with suitable investment opportunities. Moreover, EVDI gains access to private data of Online Investors and Real Estate Companies through the registration process on its online investment platform. Online Investors are required to register on the Company's website, and enter their personal data and complete the required verification process. In addition, EVDI transfers payment data to Secupay AG that is responsible for the capital transactions as payment service provider and manages the capital as trustee. EVDI also employs third party service providers that store, process and transmit such information on its behalf. Furthermore, EVDI relies on encryption and authentication technology licensed from third parties to securely transmit sensitive and confidential information. While EVDI takes steps to protect the security, integrity and confidentiality of sensitive and confidential information (e.g., password policies and firewalls), EVDI's security practices may be insufficient and third parties may breach its systems (e.g., through Trojans, spyware, ransomware or other malware attacks, or breaches by its employees or third party service providers), which may result in unauthorized use or disclosure of information. Such attacks might lead to blackmailing attempts, forcing EVDI to pay substantial amounts to release its captured data or resulting in the unauthorized release of such data. Given that techniques used in these attacks change frequently and often are not recognized until launched against a target, it may be impossible to properly secure EVDI's systems. In addition, technical advances or a continued expansion and increased complexity of EVDI's online investment platform could increase the likelihood of security breaches. Any leakage of sensitive information could lead to a misuse of data. Inefficient management of administrator and user accounts may increase the risk of fraud and malfunctions. In addition, any such breach could violate applicable privacy, data security and other laws, and cause significant legal and financial risks, negative publicity, subject EVDI to fines or damages and adversely affect its business and reputation. As a result, EVDI's relevant insurance coverage may be inadequate or become unavailable to it. EVDI may need to devote significant resources to protect itself against security breaches or to address such breaches and there is no guarantee that EVDI's resources will be sufficient to do so. Furthermore, EVDI provides certain information to third party service providers who help EVDI assess the performance of its business. Consequently, EVDI only has limited control over the protection of such information by the relevant third-party service providers and may be adversely affected by breaches and disruptions of their IT systems. Security breaches and disruptions could have a material adverse effect on EVDI's business, financial condition, cash flows, results of operations and prospects.

Ineffective protection of confidential information might materially weaken EVDI's market position.

EVDI's key employees and officers have access to sensitive confidential information relating to its business, especially relating to the functioning of "Engel & Völkers Digital Invest" online investment platform and the analysis of projects prior to the presentation on its online investment platform. In particular each real estate project is analyzed in a concept developed by EVDI specifically for project financing of construction projects and land, according to various aspects. With the help of this scoring outcome, EVDI estimates the risk of lending capital and sets the interest rate accordingly (the higher the risk associated with an investment, the higher the interest rate). The internal information on how the aforementioned analysis and scoring system operates is essential to EVDI. While EVDI has confidentiality agreements in place it cannot assure that third parties or the general public never gain access to such information. Any ineffective protection of such information relating to its business might materially weaken EVDI's market position.

Risks related to the planned use of blockchain technology and tokenization.

As part of its business strategy EVDI plans to make use of blockchain based tokenization of projects, so-called smart contracts. Following the strategy of implementing these technologies, EVDI could become subject to the risks relating to blockchain technologies and smart contracts. For example the (future) regulatory status of tokens is still unclear in many countries. Therefore, the acquisition, holding and disposition of future generated tokens could be impacted by a number of regulatory initiatives, including those relating to privacy and consumer protection, data protection, cybersecurity, intellectual property rights and protection, and other new categories of laws and regulations. Such regulatory initiatives and developments could result in limited transferability of tokens for investors or in high administrative burdens associated with acquiring and holding tokens in the future. This could have a negative impact on the attractiveness of tokens in general and thus on the success of EVDI's planned future business activities. The software underlying cryptocurrencies and the entire blockchain technology are being further developed by various developers around the world. There is a risk that among developers technical or ideological disputes will arise about the future of cryptocurrencies in general and the underlying technology. These could lead to changes becoming necessary and EVDI being able to implement them only with delays or not at all. The insufficient implementation of further technical developments could have a negative impact on EVDI's business activities and result in EVDI not (anymore) being able to operate its planned business strategy at attractive conditions. Furthermore, this could lead to a loss of market share and acceptance in the market. Fundamental technological changes, such as the development and use of completely new IT services, the increased use of new types of digital financing and other innovations due to technological progress, could cause the overall demand for tokenization of assets, especially in the area of real estate financing, to decline. This would have a negative impact on the future demand for EVDI's services as well as EVDI's business activities and thus also its investors. Technology relating to blockchain, including smart contracts and tokens, is still at an early stage and best practices are still to be determined and implemented. These technologies are likely to undergo significant changes in the future. Technological advances in cryptography, code breaking or quantum computing etc. may pose a risk to its security. The functioning of a blockchain relies on open-source software. Developers of such open-source software may introduce weaknesses and programming errors into the open-source software or may stop developing the open-source software (potentially at a critical stage where a security update is required), keeping smart contracts and tokens exposed to weaknesses, programming errors and threats of fraud, theft and cyber-attacks. There is no central body (e.g., a government agency) overseeing the development of technology relating to the blockchain technology and it's functioning. Further improvements of such functioning (e.g., ability to increase number of transactions, reduce processing time, reduce transaction fees, implementing security updates), rely on the collaboration and consensus of various stakeholders, among others, developers enhancing the open-source software related to smart contracts and cryptocurrencies or so-called "miners" facilitating the processing of blockchain transactions. There is a risk that the existing legal regulations may be amended and/or new legal regulations could be introduced by the government. Any forthcoming regulatory actions may result in the illegality of certain blockchain transactions or the implementation of controls relating to the trading (and therefore liquidity) of certain or even all tokens recorded and traded on a blockchain. EVDI's intended business activities may be restricted or could become impossible. In addition, control mechanisms may increase transaction fees significantly. By acquiring tokenized assets and using blockchain technology, the investor bears the risk related to the uncertainty as to the legal, regulatory and fiscal characterization of cryptocurrencies and/or transactions on tokens. Governance mechanisms could also impact the business of EVDI, and in the worst case, users of a blockchain could be barred from using the blockchain.

Furthermore the governance of the blockchain could also be susceptible to fraud. The person or entity, who has more than 50% of of the decentralized network nodes under his control, could be able to manipulate the content of the respective blockchains. This risk is the gerater, the smaller the number of network nodes in the respective blockchain is. Some small cryptocurrencies e.g. have already suffered such fraudulent attacks. Depending on the Blockchain EVDI might use in the future it might be subject to such fraudulent actions which might result in financial losses.

Risk of service providers contracted by EVDI failing or experiencing technical disruptions or discontinuing working with EVDI.

EVDI currently uses a number of various external service providers (e.g. payment service providers, external consultants for the due diligence, identification service for anti money laundering purposes, IT service providers for cloud services, providers of app stores for EVDI's app, etc.). Due to its intended expansion of its business into the field of financing instead of through subordinated loans through blockchain based electronic securities additional third parties shall be engaged by EVDI, in particular for providing a license for security brokerage (so-called liability rooftop (*Haftungsdach*)). IT services in particular are performed by external providers which require technical preparations to work with by EVDI. These service providers may experience technical disruptions or provide poor quality services and there may also be complete failures or contract terminations by the service providers all of which might result in a disruption or lack of quality of EVDI's services. In case of discontinuation of co-operation with a service providers the search for, entering into agreements with and technical preparations required for new suitable providers can by time consuming and there is a risk that a new provider offers its service at a lower quality or at less favourable more cost-intensive conditions. In particular, when the group changes provider, it may also have to make technical changes to its IT systems, which could be time-consuming and cost-effective. For its app, EVDI depends on the admittance to and workability of Apple App Store and Google Play App store. These factors could all cause customer support to suffer and this customer dissatisfaction could reflect negatively on EVDI and weaken its market position. Further, in particular required technical preparations might result in a disruption of the online investment platforms services for weeks or months.

b) Risks related to the financing of the operating business activities of EVDI

Due to the financing guarantee provided by EVDI, a lack of financing obtained from Online Investors can result in EVDI having to finance a larger share of a project than intended, which would expose EVDI to higher risks for the specific project and could limit its ability to commit itself to new projects.

The majority of the projects offered on EVDI's platform feature a so-called "financing guarantee", meaning that after the positive conclusion of the internal and external due diligence of the project, the agreed project financing volume will be disbursed to the Real Estate Company by EVDIS, even if not enough Online Investors can be attracted to raise money. Therefore, EVDI could be obliged to provide the agreed financing to the Real Estate Company due to this financing guarantee and thus finance a larger share of a project than intended or even the whole project which would expose EVDIS to higher risks for the specific project and could limit its ability to commit itself to new projects and to make further investments due to a lack of available capital. EVDI may therefore not be able to secure the number of projects EVDI plans to implement.

EVDI may not be able to secure additional debt or equity and equity-like financing on attractive terms or at all.

EVDI is seeking to continuously grow its business and to firmly establish its brand in the business segment of real estate financing and online-investment. To this end, EVDI is constantly working on improving its online investment platform and its services, establishing new products, broadening its customer base and the online investment platform managed by EVDI. In order to pursue such or similar measures in the future according to its growth strategy, debt or additional equity and equity-like capital may be necessary. As of the date of this Prospectus, EVDI only receives the necessary funds to pre- and co-finance the selected real estate projects for Real Estate Companies through a framework loan agreement with its main shareholder VZB. According to its medium-term business strategy EVDI plans within the next two years to partly conduct its financing through additional measures as financing its business through own funds or funds of external third parties. Obtaining funds from external third parties would according to EVDI's current planning most likely be conducted through additional debt financing. If EVDI choses to raise additional capital through debt financing, such debt financing may require EVDI to provide collateral in favor of the relevant lenders or impose other restrictions on its business and financial position (e.g., in the form of covenants). Such restrictions may adversely affect EVDI's operations and ability to grow its business as intended.

A breach of the relevant covenants or other contractual obligations contained in EVDI's aspired external financing agreements may trigger immediate prepayment obligations or may lead the relevant lenders to seize collateral posted by EVDI, all of which may adversely affect its business. Concerning equity or equity-like financing, EVDI might seek to raise capital through offerings of convertible bonds or warrant bonds or additional equity securities of the Company. The raising of funds through equity and equity-like financing carries the respective risks in connection with equity and equity-like capital measures, such as that timing and nature of any future equity and equity-like based financing measure would depend on market conditions. It would, therefore, not be possible to predict or estimate the amount, timing, or nature of such future financing measures, if any. In addition, if EVDI raises capital through equity and equity-like or debt financing on unfavorable terms, this could adversely affect EVDI's operational flexibility and profitability. An inability to obtain capital on economically acceptable terms, or at all, could prevent EVDI from a successful implementation of its business and growth strategy, have a material adverse effect on EVDI's business, financial condition, cash flows, results of operations and prospects.

EVDI may not be able to maintain its current margin creating interest rate structure and project related fee structure as a result of poor project performance, general industry trends or changes in its business mix.

In order for EVDI to be able to pay the costs, including costs for customer service, online investment platform, marketing measures as well as transaction costs, etc., EVDI receives remuneration from the Real Estate Companies. The fees charged by EVDI depend on the project and are agreed individually with EVDI in particular depending on size of the financing, risk profile and quality of collateral. For a number of reasons, including project returns and market developments, EVDI may not be able to maintain its current margins creating interest rate structure and project related fee structure. Investors typically consider the fees charged by EVDI in the context of the historical return on its projects. In case any financing project does not perform as anticipated, it is possible that, with regard to future projects, EVDI will not be able to maintain its current margin creating interest rate structure and project related fee structure. Downward pressure especially on interest rates and fees may result from general industry trends such as the growth and evolution of alternatives to EVDI's financing offers or financing offerings with lower interest for Real Estate Companies offered for instance because of investment pressure of other offerors of financing. Additionally, EVDI's business mix may change in the future to include a higher proportion of industry segments in which interest rates or fees are generally lower. Moreover, the interest rates that Online Investors receive might rise due to higher investment risks according to a rising volatility in the real estate market. As a result of any of these factors, EVDI may be unable to maintain its current margin creating interest rate structure and project related fee structure and may be forced to reduce its interest rates or fees charged to the Real Estate Companies or increase interest rates for the money that is lent by the Online Investors in order to remain attractive for both, Real Estate Companies and Online Investors. Interest rate or fee reductions or interest increases for existing and future projects would adversely affect EVDI's revenues from these projects and thereby its financial results.

Real Estate Companies may not pay interest on or repay the financing by/through EVDI in time or at all.

After internal and external due diligence of the respective real estate project, a subordinated loan is disbursed by EVDIS to a Real Estate Company independently of the crowdfunding by way of Pre-Financing or Co-Financing to the extend this was agreed. To the extend not enough can be raised through Online Investors, a Pre-Financing continues to be an obligation of the Real Estate Company through the term of the financing. EVDI could be (fully) dependent on the repayment by the respective Real Estate Company or realizing the collaterals agreed on. If the real estate projects do not perform as expected, the risk of default would affect the respective Real Estate Company and its ability to repay the financing. Even though EVDI performs a thorough due diligence and follow-on process with regard to Real Estate Companies and the projects they seek funding for, there can be no assurance that there will be no delays or defaults in the future. Real Estate Companies face significantly higher risk compared to owners and operators of real estate portfolios and projects may stagnate or be delayed for various reasons. The period from the start of development to completion can extend over several years for complex projects. However, the income from a property can generally be obtained only after completion. Volatility in the markets or other unforeseeable events or circumstances that occur or become known during the development phase can affect the expected return of the respective Real Estate Company. These include unknown environmental risks, soil discoveries of all types that delay construction progress or errors in planning. The risks associated with the further development of projects also arise from possible disputes with building authorities and delayed and defective performance by the general and subcontractors commissioned, or their insolvency, as well as from unplanned increases in construction costs, or a resulting delay in initial sale or leasing. Additionally, project developments may be subject to forces of nature (e.g., pandemics or floods) that could cause damages to supply lines, IT infrastructure or building damages. In the case of construction activities that involve the design of a property, under certain circumstances, architects could apply for injunctions against the respective Real Estate Company or third parties commissioned for the construction activities, to assert their copyright and thereby hinder or prevent construction. Any of these obstacles could lead to delays in the realization of projects or to their complete failure. As a result, Real Estate Companies may be late or default in their repayments to EVDI. If a default on interest occurred EVDI would lose its margin in this respect. Further, in case of a payment default on interest and/or repayment, the right of VZB for the mirrored obligation of EVDIS under the refinancing agreement with VZB would not exist. In such case, VZB might for the future not grant financing as it does now to EVDIS and it might be difficult for EVDIS to attract alternative investors as an alternative refinancing option. This might have a negative impact on EVDIs' ability to grow its business or even result in downsizing or discontinuation of its current business concept.

Further, as part of its strategy, EVDI intends to use the proceeds from the offering, which is subject matter of the Prospectus, inter alia for funding of its Pre- and Co-Financing business to expand this business. To the extend those funds are used instead of funds obtained from the refinancing agreement with VZB (or a potential other institutional investor) EVDI bears the risk not to only lose its margin but the loaned principal amount as well.

Collateral for Pre-Financing or Co-Financing repayment obligations granted by Real Estate Companies is not enforceable in case the Real Estate Company is or would become insolvent and collateral granted by shareholders of a Real Estate Company may not be sufficient in part or at all in particular because this collateral is sub-ordinated itself.

Although the subordinated loan repayment claims of EVDI against the respective Real Estate Company are secured by certain subordinated loan collateral, there is the risk that these are insufficient or that a payment cannot be obtained even from the respective collateral provider. The respective subordinated loan collaterals to be provided in case of disbursement of the subordinated loan are determined on the basis of a due diligence performed in advance. Potential collateral in the business practice of EVDI for this purpose is the creation of a land charge on the property acquired for the project development, the provision of directly enforceable guarantees by the shareholders of the respective project company, the assignment of purchase price and rent receivables from the respective project, a pledge of the shares in the project company carrying out the project development, the issuance of a hard letter of comfort by the shareholders of the respective project company, the issuance of an additional funding obligation by the shareholders of the respective project company, the assurance of a tax advisor or auditor regarding the existence of sufficient equity in the opinion of EVDI, and/or the signing of an intercreditor agreement and an agreement with a so-called senior lender regarding the granting of a so-called senior loan. The type of collateral issued for a specific project is agreed with the respective Real Estate Company on a case-by-case basis. Despite the collateral granted, in the event of a liquidity weakness or the insolvency of the respective Real Estate Company and/or its shareholders the collateral might not be sufficient to protect EVDIs claims resulting from Pre-Financing or Co-Financing. The collateral is subordinated, i.e. it cannot be enforced to the extent it will result in insolvency of the collateral grantor – only after all other creditors of the collateral grantor are satisfied the collateral may be enforced. If Real Estate Companies are in default, any collateral granted by it is likely not to be enforceable at all. Thus, in such a scenario potentially only collateral granted by a shareholder of a Real Estate Company will be of additional economic value to the extent such shareholder is in a position to satisfy claims from the collateral despite the subordination provision.

The current direct and indirect shareholders of the Company might cease to support EVDI with financing and their network to get access to Real Estate Companies.

Currently, the Company receives financial support from its main shareholder VZB regarding its financing and has access to the contacts of a large number of Real Estate Companies on the market through the network of the indirect shareholders (including Real Estate Companies in which VZB holds a (direct or indirect) participation) and Management Board members Marc Laubenheimer and Tobias Barten who are established in the real estate industry. The current direct and indirect shareholders might cease to support EVDI with financing and their network to get access to Real Estate Companies. If the financial support ceases, EVDI would lose an important pillar of its financing. Should this occur, EVDI would have to look for alternative financing opportunities. There is no guarantee that EVDI will be able to obtain financing on the same terms and with a comparable loan facility as granted by VZB or at all. If the members of the Management Board were to withdraw EVDI's access to their network, EVDI would have to seek alternative ways to get access to Real Estate Companies. There can be no guarantee that EVDI will be able to attract supporters with a network of comparable reach or at all. If EVDI does not succeed in attracting financial support to a comparable extent or only at worse conditions or not at all, this would increase the costs of EVDI for the financing of its business activities and thus have a negative impact on the ability of EVDI to arrange financing on its online investment platform. If EVDI is not able to attract partners with a comparable network with access to Real Estate Companies, this could result in EVDI not being able to offer attractive projects of real estate companies seeking capital on its website, or only to a lesser extent. The loss of financial support on economically acceptable terms, or at all, and the loss of access to the network in the real estate industry could therefore prevent EVDI from a successful implementation of its business and growth strategy, have a material adverse effect on EVDI's business, financial condition, cash flows, results of operations and prospects.

c) Risks related to the Company's risk management and internal control

The Company may not be able to adapt its internal controls as well as its reporting and risk management procedures to the requirements of a public company.

The Company must adapt its internal controls and its reporting and risk management procedures to the requirements of a public listed company. Under German corporate law, the management of a stock company (*Aktiengesellschaft*) is responsible for maintaining adequate internal controls, among other things, over financial reporting. In line with this requirement, a functioning risk management and reporting program is needed to enable the Company to identify and manage disproportionate material and legal risks at an early stage and to avoid escalation as far as possible. However, the Company's risk management and reporting policies and procedures may not be able to meet the increased risk monitoring requirements within an appropriate timeframe or may not always function properly or efficiently. The Company may also not be able to identify all risks associated with a particular operation; management may also misinterpret the results of the risk management and reporting system. In addition, the Company's internal control policies and procedures may not be adequate to detect electronic fraud attempts via viruses etc. This could result in the presentation of false financial information as well as legal, regulatory and civil costs or penalties. The realization of any of these risks could have a very adverse effect on EVDI.

This also applies to the additional requirements for the publication of insider information (adherence of the ad-hoc publishing requirements), the maintenance of insider, the disclosure of transactions for the own accounts of managers (Directors' Dealings), or other disclosures. If the Company violates certain notification and other obligations, for example by not fulfilling them or not fulfilling them in a timely manner, fines could also be imposed on the Company. Section 120 of the German Securities Trading Act (*Wertpapierhandelsgesetz* – "**WpHG**"), for example, sets out a comprehensive catalog of fines for companies who are subject to the publication requirements of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, as amended ("**MAR**"). For example, the untimely publication of a notice pursuant to Article 17 para. 1 sentence 1 MAR is subject to a fine. Late publication of financial statements could also result in fines imposed by the Federal Ministry of Justice. Non-compliance with applicable laws and regulations may harm the Company's reputation and ability of the Company to compete and lead to legal action, criminal and civil sanctions or fines and administrative penalties (e.g., loss of business licenses or permits) against the Company, its officers and its employees. They may also lead to claims for damages by third parties or other adverse effects (e.g., class actions and enforcement actions by national and international regulatory authorities resulting in restrictions on business activities).

The members of the Management Board have limited experience managing a public company, so their ability to manage the day-to-day operations of the Company may be impaired.

The Listing will result in the Company being for the first time subject to the post inclusion obligations (*Einbeziehungsfolgepflichten*) implemented by the "General Terms and Conditions of Deutsche Börse

AG for the Regulated Unofficial Market on Frankfurter Wertpapierbörse" (*Allgemeine Geschäftsbedingungen der Deutsche Börse AG für den Freiverkehr an der Frankfurter Wertpapierbörse*). The Company's management team has only limited experience in managing a public company, interacting with public investors and complying with the increasingly complex laws pertaining to public companies (e.g., reporting obligations, public disclosure requirements, corporate governance and accounting standards). The Company's costs of complying with legal and financial requirements are increasing, some activities are becoming more difficult and time-consuming, and it requires significant attention from management and could divert resources from the Company's day-to-day operations. The Company's management team may not be successful or sufficiently efficient in managing the Company's transition to a company listed on the Regulated Unofficial Market (*Freiverkehr*) that is subject to significant regulatory oversight and extensive reporting requirements under applicable laws and regulations. This relates in particular to the area of finance, including financial planning, accounting and controlling. If financial statements are initially published incorrectly and a correction is subsequently necessary, this could lead to reputational damage for the Company. If financial statements are initially published incorrectly and a correction is subsequently necessary, this could lead to reputational damage for the Company. There can be no assurance that the Company will be able to comply fully with all applicable requirements, and its current human resources may prove insufficient to ensure compliance. Any non-compliance could result in significant fines or other sanctions. To ensure compliance, it may be necessary to hire additional staff or acquire outside services, which in turn may affect the Company's current organizational structure and increase its costs.

In addition, the implementation of these new requirements will require considerable attention on the part of the members of the Management Board, which in turn could result in a lack of the necessary resources for the operating business. Intensive involvement of the members of the Management Board in the implementation and monitoring of the new requirements could result in fewer crowdfunding transactions on the Company's online investment platform "Engel & Völkers Digital Invest" being able to be implemented and therefore less revenue and/or earnings being generated. It may therefore be necessary to hire additional employees specifically for these areas or to increasingly seek external advice. This could lead to an increase in the costs incurred by the Company for legal and financial compliance.

If EVDI's techniques for managing operational or compliance risks are ineffective, EVDI may be exposed to material unanticipated losses of revenues, litigation, sanctions or fines.

In order to manage the risks inherent to its business, EVDI maintains policies, procedures and systems that enable it to identify, monitor and control its exposure to operational, compliance, legal and reputational risks. This includes in particular policies, procedures and systems to ensure compliance with the provisions applicable to the marketing of financial products, as the Financial Investment Brokerage Regulation (*Finanzanlagenvermittlungsverordnung* – "**FinVermV**") and the German Investment Act (*Vermögensanlagengesetz* – "**VermAnlG**"). If EVDI's risk management efforts are ineffective due to their design or implementation, or as a result of the lack of adequate, accurate or timely information or otherwise, EVDI may suffer significant losses. Additionally, EVDI may be subject to litigation, particularly from its Online Investors, and sanctions or fines from regulators if its risk management system is deemed to be insufficient. EVDI's procedures for managing risks may not fully mitigate its risk exposure in all economic or market environments, or against all types of risk, including risks that EVDI might fail to identify or anticipate. In such events, EVDI may be exposed to material unanticipated operational losses and severe reputational damage, potentially resulting in Real Estate Companies or crowdfunding lenders refraining from its online investment platform.

2. Risks related to the markets

Negative developments in global economic conditions in real estate and real estate investment markets, including the COVID-19 pandemic, could reduce the demand for real estate and real estate financing.

EVDI provides real estate financing to Real Estate Companies. The real estate projects range from residential to office, logistics, retail and operator-managed properties with a focus on Germany. Private and institutional investors can invest via EVDI's online investment platform in selected real estate projects. EVDI's main activity as an online investment platform operator is to bring investors and borrowers together. Its focus is to provide properly selected investment opportunities on a user-friendly and innovative online investment platform. This online investment platform allows everyone to invest fully digitally in real estate opportunities. Revenues and finance income are generated from a combination of transaction fees payable by the borrower and interest on participation in the individual financing projects. Therefore, the success of the business ultimately depends on the demand for financing of real estate project development and real estate investments. This demand and the liquidity of the real estate market are affected by local and global economic conditions, most of which have been subject to varying degrees of volatility in recent years. These conditions include supply and demand for real estate, as well as special factors in the local markets, general economic trends, especially the level of interest rates for the financing of real estate acquisitions, availability of potential real estate investors and their financial resources, changes in tax laws and laws in general, cyclical fluctuations of the real estate market, global crises, and demographic developments. Any change in these factors can adversely affect the demand for new financing projects and thus the offering of EVDI. Furthermore, they can impact existing financing projects and thus the investments of EVDI and Online Investors. For example, Real Estate Companies may not be able to make repayments in time or at all. Any changes in the aforementioned local and global economic conditions could therefore have a material adverse effect on EVDI's results of operations, business activities and prospects. In addition to these, the reputation of the real estate and crowdinvestment industry may also have an adverse effect on the Company if individual companies attract negative attention.

Moreover, the ongoing worldwide pandemic triggered by the Severe Acute Respiratory Syndrome Coronavirus 2 (SARS-CoV-2) ("**COVID-19**") as well as the intensified governmental counter-measures, including so-called "lock-downs", and lasting changes in work or shopping patterns could depress the demand for real estate. While EVDI had an increase in growth at the start of the COVID-19 pandemic it cannot rule out that there will be downturns in the future. For example, further significant COVID-19-related travel restrictions, imposition of quarantines, shutdowns of "non-essential" businesses or other social distancing measures as well as a shift from office work to work-from-home could reduce the demand for hotels, office space and retail properties and thus for EVDI's financing services and have a negative effect on the demand of real estate projects.

Negative developments in local economic conditions in real estate investment markets could reduce the demand for real estate and real estate financing.

EVDI's focuses on the German real estate market. German real estate prices have risen significantly in recent years with growth in sales prices significantly exceeding rental increases. The German real estate market has been supported in recent years by the strength of the overall German economy and the favorable interest rate environment. The German residential real estate market also benefits from demographic and socioeconomic trends that have contributed to demand for residential real estate in key metropolitan regions. Housing prices in these key metropolitan regions have increased significantly as a result of population growth and a general trend towards urbanization. It is not certain that this trend will continue or that the current price level is sustainable. Any slowdown or reversal of this trend or a sudden drop in real estate prices could negatively affect the demand for or attractiveness of real estate and real estate financing, which could result in lower margins and/or loss of market share, thus jeopardizing EVDI's growth strategy, cash flows and results of operations.

As in many other countries, the gross domestic product in Germany significantly declined in 2020 as a result of the COVID-19 pandemic and the measures taken to combat its spread. These measures have resulted in a substantial slowdown in the above-mentioned favorable economic activity and may continue further into 2022 and beyond. In addition to short-term risks, which could result in negative demographic and socioeconomic developments with a significant impact on demand especially for commercial real estate in medium- to long-term, influencing the type, functionality and locations that are likely to be popular. Furthermore, political initiatives or developments such as the introduction of rent caps (*Mietobergrenzen*), limitations on rent increases (*Mietpreisbremse*), increased quotas for subsidized housing and higher government subsidies for rural areas at the expense of metropolitan regions could also reduce demand for residential real estate in Germany's key metropolitan regions.

EVDI is exposed to intense competition for new real estate financing projects as well as for potential Online Investors and Real Estate Companies.

The real estate investment market is highly competitive, fragmented, rapidly changing and non-transparent for both Real Estate Companies seeking financing and investors seeking investment opportunities with attractive returns amid a low-interest macro-economic environment. When searching for new investments or potential Online Investors, EVDI faces intense competition from local and global players. In particular, EVDI competes with local and international investment and mortgage banks, institutional real estate investment funds or other institutional real estate investors such as insurance companies as well as with private investors and online-investing companies. Also, the crowdinvesting market in Germany is dominated by the four major online investment platforms (one of those being the Company's online investment platform, the other Exporo, Bergfürst and Zinsbaustein) holding 68.4% of the market together and the largest participant Exporo more than 50% of the market in 2020.[1] This means that competition between those four online investment platforms is potentially tight in particular by the largest

[1] Source: www.crowdinvest.de/Crowdinvest_Marktreport_2020_Deutschland_crowdinvest.de.pdf (only available in German). Based on crowdinvest market definition.

competition Exporo who might attract more business simply due to its market share. In addition, competition for Online Investors includes providers of other alternative investments, such as hedge funds or private equity funds.

Competitors may be better known to Online Investors or Real Estate Companies, might have a broader customer base, a larger or more diversified development project portfolio, substantially greater financial, technical and marketing resources or better access to new investments. These competitors might increase their market presence through greater use of advertising or by making more attractive offers to Real Estate Companies and potential Online Investors. In the future, other significant competitors for relevant financing projects and co-investors, which may have greater financial, technical and/or marketing resources as well, could enter the market. Any inability to secure a sufficient number of financing projects could have a highly adverse effect on the successful implementation of EVDI's growth strategy and thus EVDI's future business and prospects.

The competition to which EVDI is currently exposed and the potential future increase of competition, especially in the digital real estate financing market, may lead to a substantial increase of financing costs or force EVDI to reduce its interest rates, any of which could result in lower margins and/or loss of market share, thus jeopardizing EVDI's growth strategy, cash flows and results of operations.

Increases in interest rates and higher capital requirements for European credit institutions may have a negative impact on the real estate market and the financing costs and financing options of EVDI and its investors.

The real estate investment market has benefited from comparatively low interest rates for a long time. On the one hand, the low interest rate level means that capital investments in real estate appear more attractive than interest-linked forms of investment. On the other hand, the low interest rate level favors credit-financed real estate acquisition and construction, as credit costs are low and real estate financing is therefore more favorable. This affects the financing of projects by EVDI.

If the interest rate level increases, this may lead to an increase in the financing costs of EVDI's current (variable and/or not yet fully financed) and future project developments. In the event of a significant increase in interest rates, future acquisitions may not be financed or may only be financed on significantly less favorable terms. Furthermore, due to increased financing costs, the number of potential investors may decrease if interest rates rise.

As a result of increasing banking regulations in response to the sovereign debt and financial crisis, in particular the Basel II to Basel IV requirements and the uncertainties due to the COVID-19 pandemic, financing or refinancing via banks has become more difficult. In particular, the Basel II and Basel III requirements have led many banks to adopt a very restrictive approach to lending. The market expects this to become even more stringent in the future against the backdrop of Basel IV regulation. As a result of the so-called Basel IV requirements, European banks will have to meet higher capital requirements from 2023. As a result, banks may in some cases refrain from granting loans, or companies will have to pay a significantly higher interest rate. As a result, financing costs may increase, especially for smaller investors; in particular, loans in the real estate sector are expected to become more expensive. There is also a risk for EVDI that in the future it will only receive loans for its Pre- and Co-Financing at higher financing costs or that lending will be rejected altogether.

EVDI's business model is focused on real estate investment projects in a specific segment and any decrease in the demand for such projects or economic downturns affecting the projects could severely jeopardize its business model.

As part of its business model, EVDI targets Real Estate Companies with real estate projects within a financing range for mezzanine capital from EUR 1 million to EUR 50 million (of which currently up to EUR 6 million can be financed through EVDI and for excess demand not covered by other means of the Real Estate Company, EVDI can involve partners) or a total financing volume of up to EUR 300 million. Furthermore, the respective real estate project ought to be residential and commercial real estate, special real estate in metropolitan areas, preferably in Germany. The limited diversification in terms of the investment size in this segment and reliance on a limited number of asset classes means that EVDI is dependent on demand for these specific assets and any decrease in the demand for such projects would negatively affect the demand for its services and its business model may no longer be viable. Every location is exposed to individual regional risks that EVDI cannot influence and that are beyond its control.

Additionally, smaller cities outside the major metropolitan areas often heavily depend on a few companies for their economic growth. The insolvency, closure or relocation of one of these companies could have a significant adverse impact on the economic growth of the relevant location. Such factors are present at all locations in various forms and could each have adverse consequences for EVDI's financing projects. An economic downturn could reduce the value of financed projects and thus returns for Real Estate Companies, potentially resulting in delayed or defaulted repayments to EVDI.

3. Risks related to regulatory, legal and tax matters

Qualified subordination clauses in loan documents used by EVDI may be invalid, which might result in fines or reputational damage.

EVDI grants subordinated loans (Pre- or Co-Financing) or broker such loans (Crowd Financing). The granting of a subordinated loan does not qualify as lending business under the German Banking Act (*Kreditwesengesetz* – "**KWG**") as long as the qualified subordination clause is valid. The subordinated clauses used by EVDI in general qualify as general terms and conditions and are therefore subject to a legal assessment by courts based on the requirements for the validity of general terms and conditions from time to time. In recent years, courts decided that several clauses used in the market are not in compliance with the legal provisions on general terms and conditions and thus invalid. Courts may decide that subordinated clauses used by EVDI or that subordinated clauses similar to the ones used by EVDI are invalid or are not sufficient for a qualification of the respective loan as not regulated subordinated loans. In both cases, the relevant loans might have to be withdrawn and EVDI might have conducted lending business without the required license. This might result in fines to be imposed on EVDI. Further, the Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* – "**BaFin**") as the responsible German regulator might publish a (potential) non-compliance of EVDI with the respective provisions or the imposement of a fine which might seriously damage EVDI's reputation in the market.

EVDI may fail to comply with the applicable laws and required licenses to run its business may not available, lost, or not granted, or difficulties may arise in obtaining licenses, identifying licensing requirements, or renewing existing licenses.

EVDI may not be able to successfully manage all or any of the regulatory requirements that apply to it (which includes inter alia, but not limited to, licensing requirements under the German Trade Regulation Act (*Gewerbeordnung* – "**GewO**") or other laws, provisions under the FinVermV or the VermAnlG as well as inspection obligation of commercial operators), or compliance with them may require EVDI to incur significant time and expense. They may be adversely affected by any failure to comply with the aforementioned or other laws and regulations or by changes in the interpretation or enforcement of such laws and regulations. Challenges associated with interpreting laws or regulations may exist in this context. In particular, violation of applicable laws or regulations could result in fines, the temporary or permanent prohibition of certain activities, reputation harm and related client losses, suspension of employees or revocation of licenses, or other sanctions. There is a risk that issued licenses may be revoked, restricted or otherwise modified, for example, due to non-compliance with existing or new regulatory requirements. There is also the risk that there are currently additional licensing requirements for EVDI entities' business activities and that EVDI entities do not recognize this requirement or assesses it differently than the supervisory authorities and, as a result, operate without the necessary licenses or are unable to fulfill the requirements for the granting of a license. Furthermore, it is not certain that EVDI entities will be granted all necessary permits for future business activities. Any failure to obtain required permits and any restriction or revocation of EVDI entities' existing permits could limit or render impossible EVDI entities' existing or future business activities. If there are any delays in the issuance of licenses or other problems in this regard, this could lead to delays in business operations or even to EVDI entities having to cease its business operations entirely.

Risks in relation with the envisaged tied agent activities

EVDI is planning to extent its business strategy after the IPO. It is envisaged to commence business activities as a tied agent in order to brokerage electronic securities within the meaning of the German Electronic Securities Act. In the absence of a corresponding license under the German Securities Institutions Act (*Wertpapierinstitutsgesetz* – "**WpIG**"), securities services can be provided under the liability umbrella of a company that has the necessary licenses from BaFin. "Liability umbrella" describes the regulatory exception regulated in Section 3 para. 2 sentence 1 WpIG or respectively Section 2 para. 10 sentence 1 KWG, according to which an undertaking, which does not conduct any banking business in the meaning of Section 1 para. 1 sentence 2 KWG and provides investment services that comprise only investment broking, placement business or investment advice solely for the account and under the liability of a depository credit institution or an investment firm (tied agent), shall not be deemed to be an investment firm and thus require a permit from BaFin; but rather a financial undertaking if this is reported to BaFin by the investment firm as the liable undertaking. In this case, the activities of the tied agent are attributed to the liable company (under civil law). Currently, there is no contractual relationship with a liability umbrella. Without a liability umbrella, no entity of EVDI may perform the aforementioned investment services with regard to electronic securities without prior authorization from BaFin. In particular, the envisaged activities cannot be based on the existing authorization under Section 34f GewO. The provision of activities requiring permission without authorization from BaFin may lead to legal action, criminal and civil sanctions or fines and administrative penalties and may have adverse effects on the reputation of EVDI. In addition, even in the event of a future contractual engagement of a liability umbrella, there is a risk that the future cooperation partners may terminate the cooperation and fail to find economic alternatives or that additional licensing obligations or otherwise increased regulatory obligations must be complied with, for example due to changes in the law, case law or administrative practice of the relevant supervisory authorities.

In addition, the liability umbrella of a tied agent must also ensure that the tied agent is reliable and professionally suitable, complies with the legal requirements when providing the investment service, informs customers of its status as a tied agent prior to entering into the business relationship and immediately notifies customers of any termination of or changes to this status. The relevant information must be recorded and maintained in a tied agents' register maintained by BaFin. BaFin may also instruct the liability umbrella to maintain the register with respect to its tied agent pursuant to Section 3 para. 2 sentence 6 WpIG. If the liability umbrella has not properly selected or monitored its tied agents (e.g., in the case of insufficient reliability or professional suitability) or has violated the duties assigned to it in connection with the maintenance of the register, there is a risk that BaFin may prohibit the use of the tied agent. If BaFin prohibits the use of an EVDI entity acting as tied agent, there is a risk that EVDI will not be able to provide the envisaged activities with regard to the issuance and distribution of electronic securities.

Risks in relation with cooperation partners regarding the issuance and distribution of electronic securities

On 10 June 2021, the German Electronic Securities Act (*Gesetz über elektronische Wertpapiere* – "**eWpG**") entered into force introducing electronic securities. Under the eWpG it is possible to issue bearer bonds, mortgage bonds and certain fund units in electronic form. While the eWpG does not address registered bonds, registered securities or negotiable instruments, in principle any bearer commitment can be the subject of an electronic security. There are two types of electronic securities: crypto securities pursuant to Section 4 para. 3 eWpG and central register securities pursuant to Section 4 para. 2 eWpG. Central register securities are issued via central registers, which may be maintained by a custodian (depository bank) or by securities clearing and deposit banks (central securities depositories such as Clearstream) pursuant to Section 12 para. 2 eWpG. Crypto securities, on the other hand, are issued via a crypto securities register pursuant to Section 16 para. 1 eWpG. With regard to the crypto securities register a new licensing requirement under the KWG was also introduced. Maintaining a crypto securities register is now considered a financial service pursuant to Section 1 para. 1a sentence 2 no. 8 KWG and requires a license from BaFin pursuant to Section 32 KWG. In addition, crypto securities are considered equivalent to securities within the meaning of the German Securities Deposit Act (*Depotgesetz*), so that the custody and administration of crypto securities constitutes a custody business requiring a license pursuant to Section 1 para. 1 sentence 2 no. 5 KWG or Section 2 para. 3 no. 1 WpIG.

Against the background that currently none of EVDI entities possesses any of the aforementioned licenses, it will be necessary to engage in cooperation with strategic partners, which possess the necessary regulatory licenses. However, if EVDI's cooperation partners do not have the relevant licenses or if they lose such licenses, there is a risk that BaFin will order the discontinuation of the business and the settlement of transactions that have already been carried out as part of the tied agent activities. This may have a negative impact on the performance of EVDI's businesses.

Potential Risks in relation with the introduction of the Regulation on Markets in Crypto-assets ("MiCA")

In September 2020, the European Commission presented a draft for MiCA, which, as a regulation, will be direct applicable in all member states of the European Union and is supposed to regulate crypto assets by providing differentiated and detailed rules for e.g. Bitcoin, Ethereum, stable coins like Libra and Tether as well as utility tokens. Even though tokenized debt securities as security token which qualify as tradable securities are currently not subject to MiCA, Therefore, it cannot be ruled out that the scope of MiCA will be extended to security tokens by the time it comes into force. This could lead to group entities being subject to new regulatory requirements under MiCA in particular regarding the running of a crowdinvesting platform for tokenized debt securities, which could have a negative impact on the Group's business model.

EVDI may be adversely affected by changes in laws and regulations, in particular those governing crowd finance platforms or financial investment brokers.

Regulatory reforms currently considered may continue to increase the extend of regulation for especially but not limited to running a crowdfunding platform and providing services as an investment broker and impose additional compliance obligations and costs on EVDI entities involved with those industries. It is expected that the level of regulatory scrutiny to which EVDI is subject will continue to increase.

Another example is a planned subjection of financial investment brokers to the supervision of BaFin and incorporation of the corresponding regulatory requirements into the KWG via the so-called "*Gesetz zur Übertragung der Aufsicht über Finanzanlagenvermittler auf die Bundesanstalt für Finanzdienstleistungsaufsicht*" has not been passed. Nevertheless, it cannot be ruled out that such a change will occur in the future and cause, inter alia, additional requirements the entities of EVDI have to meet. Nevertheless, it cannot be ruled out that such a change will occur in the future and cause, inter alia, additional requirements the entities of EVDI have to meet.

In addition, obligations under national and international Anti Money Laundering laws are continuously increasing, which could have a negative effect on the ability of EVDI to attract new Online Investors to its online investing platform due to a more cumbersome initiation process.

EVDI may be subject to changes in the interpretations of regulatory laws.

Changes in the regulatory and legal framework are not limited to regulatory reforms, but can also arise from the evolving interpretations of the regulatory laws by regulators and supervisory authorities (e.g., the European Banking Authority (*EBA*), BaFin or the European Central Bank (*ECB*), commercial offices (*Gewerbeämter*) or the chambers of industry and commerce (*Industrie- und Handelskammern*)). In particular, BaFin may deviate from its previous administrative practice that subordinated loans are to be qualified as unconditionally repayable. In this case, EVDI might be obliged to perform activities that require prior authorisation from BaFin under the European Crowdfunding Service Provider Regulation (EU) 2020/1503. In addition to the fact that EVDI would have to go through a licensing procedure, BaFin could also order the immediate cessation of business activities and the immediate winding up of the business activities currently being conducted. Further, the granting of Co- and Pre-Financing through EVDIS would no longer be permitted.

4. Risks specific to the Shares

a) Risks related to the Company's shareholder structure

Following the Offering, VZB will retain a significant influence over the Company and its interests may conflict with those of the Company and its other shareholders.

Following the successful completion of the Offering, VZB will continue to own at least 73.2% of the Company's share capital and voting rights (assuming placement of all New Shares and full exercise of the greenshoe option). Consequently, VZB will retain a significant influence over the Company following the Offering. The interests of VZB may deviate from the Company's interests or those of other shareholders of the Company.

In light of expected attendance at the Company's shareholders' meeting, the size of VZB's stake may result in a position of VZB to pass shareholder resolutions, e.g. to determine the allocation of profit and therefore the Company's dividend policy and also adopt certain resolutions on other significant matters, such as amendments to the Company's articles of association or capital measures. The remaining stake of VZB may have the effect of making certain transactions more difficult or impossible without his support and may have the effect of delaying, postponing or preventing certain major corporate actions, including a change of control in the Company, and could thus prevent mergers, consolidations, acquisitions or other forms of combination that might be advantageous for investors.

However, in this context it should be noted, that VZB has granted two call options to Fox Beteiligungen GmbH and Frenzel Beteiligungen GmbH with respect to a total of 44.8% of Existing Shares. In the event of an exercise of both call options, VZB will hold less than 50% of the Shares any and the influence of VZB would decrease.

Future sales by VZB or other major shareholders of the Company, or the perception that such sales occur, could have a negative impact on the share price of the Shares.

Sales of a substantial number of Shares by VZB, which currently holds 93.3% of the share capital and voting rights of the Company, or other major shareholders of the Company in the public market following the Listing, or the perception that such sales might occur, could depress the market price of the Shares and could impair the Company's ability to raise capital through the sale of additional equity securities.

b) Risks related to the Shares

Future issuances of debt or equity securities by the Company may adversely affect the market price of the Shares, and future issuances of shares could lead to a dilution of existing shareholdings.

In the future, EVDI might require additional capital to finance its business operations and planned growth or to fulfill regulatory requirements. Therefore, it might seek to raise such capital through issuances of debt securities (possibly including convertible debt securities) or additional equity securities of the Company or by implementing future stock option or employee participation programs. An issuance of additional equity securities or securities with a right to convert into equity, such as convertible bonds or warrant bonds, could adversely affect the market price of the Shares and would dilute the economic and voting interests of existing shareholders if made without granting subscription rights to existing shareholders.

Because the timing and nature of any future offering would depend on market conditions, it is not possible to predict or estimate the amount, timing, or nature of such future offerings, if any. If such offerings are made without granting subscription rights to the Company's existing shareholders, this could substantially dilute the economic and voting rights of such existing shareholders and reduce the value of their interests in the Company. Such dilution may also arise from the acquisition of, or investments in, companies in exchange for newly issued shares of the Company.

In addition, the acquisition of other companies or investments in companies in exchange for newly issued shares of the Company, as well as the exercise of stock options by employees in the context of possible future stock option programs or the issuance of shares to employees in the context of possible future employee stock participation programs, could lead to a dilution of the economic and voting interests of existing shareholders. Furthermore, a proposal to the shareholders' meeting to take any of the abovementioned measures, with dilutive effects on the existing shareholdings, or any other announcement thereof, could adversely affect the market price of the Shares.

Claims of holders of Shares are subordinated to claims by all other third parties, including creditors, employees and debt investors, so that shareholders may not be able to recover parts or all of their investments in case of an insolvency of the Company.

In case of an insolvency of the Company, investments in the Shares are not secured by collateral and the claims of shareholders are subordinated to claims by all other third parties, including creditors, employees and debt investors. This means that only after the claims of other third parties have been paid, any remaining assets may be distributed to shareholders. Accordingly, in case of an insolvency of the Company it is to a high extent likely that investors would lose a significant part or all of their investment.

The Company may not be able to or may decide not to pay dividends and the size of any dividend payments may fluctuate.

The Company has not yet paid any dividends to its shareholders and does currently not intend to pay dividends for the foreseeable future. The Company's shareholders' meeting will decide matters relating to the payment of future dividends. These decisions will be based on the particular situation of EVDI at the time of such decision. The Company's ability to pay dividends depends upon, among other things, results of operations, financing and investment requirements, as well as the availability of distributable profit (*Bilanzgewinn*). Certain reserves must be established by law and must be deducted when calculating the distributable profit (*Bilanzgewinn*). In addition, future debt financing agreements may contain covenants which impose restrictions on the business of EVDI, and future debt financing arrangements may also contain covenants which limit the Company's ability to pay dividends under certain circumstances. Any of these factors, individually or in combination, could restrict the Company's ability to pay dividends. Given that the Company's shares are, and any dividends to be paid in respect of them will be, denominated in Euro, an investment in the Company's shares by an investor whose principal currency is not the Euro exposes the investor to an additional foreign currency exchange rate risk.

c) Risks related to the Offering

The Company may invest or spend the proceeds of the Offering in ways with which shareholders may not agree or in ways which may not yield a return or enhance the price of the Shares.

The Company may decide to use the net proceeds the Company receives from the Offering differently from its intention as of the date of the Prospectus. The Company's management will have considerable discretion in the application of the net proceeds, and shareholders will not have the opportunity, as part of their investment decision, to assess whether the proceeds are being used appropriately.

d) Risks related to the Listing

The Shares have not been publicly traded, and there can be no assurance that an active and liquid trading market will develop.

Prior to the Listing, there has been no public trading in the Shares and they have never been offered to the public. The offer price will be determined by way of a book building process. There is no guarantee that the offer price determined and established in this manner will correspond to the price at which the Shares will be traded on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) after the Offering, or that, following the Listing, an active trading in the Shares will develop or be maintained. The failure to develop or maintain an active trading may have a material adverse effect on the liquidity of the Shares and it cannot be assured that the market price of the Shares will not decline below the offer price following the Offering. Consequently, investors may not be in a position to sell their Shares quickly or at or above the relevant offer price.

The share price of the Shares could fluctuate significantly, and investors could lose all or part of their investment.

Following the Listing, the trading volume and share price of the Shares may fluctuate significantly. The Share price will be affected primarily by the supply and demand for its shares and could fluctuate significantly in response to numerous factors, many of which are beyond the Company's control. These factors include, among other things, fluctuations in actual or projected results of operations, changes in projected earnings or failure to meet securities analysts' earnings expectations, the absence of analyst coverage on the Shares, changes in trading volumes in the Shares, the activities of EVDI's competitors, changes in the market valuations of similar companies, changes in investor and analyst perception of the industry relevant for the Company changes in the statutory framework in which the Company operates, changes in macroeconomic conditions, including general stock market plunges, such as several times in 2021 as a reaction to new developments in relation to the COVID-19 pandemic, and other factors. Stock prices of many companies, including companies in the real estate investment industry, have experienced price and volume fluctuations in a manner often unrelated to the operating performance of such companies.

If the Share price or the trading volume in its Shares declines as a result of the realization of any or all of these events, investors could lose part or all of their investment in the Shares. This also applies in the event of an insolvency of the Company since the Shares are subordinated to all other securities and claims.

The Listing involves a lower level of transparency and no protection under German takeover law as this would be the case with a listing on the Regulated Market (*regulierter Markt*).

The Shares will only be included in the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Basic Board) with simultaneous inclusion in the Scale segment of the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*). Consequently, certain provisions of the WpHG do not apply. This results in a lower degree of transparency of shareholdings, because only a shareholding exceeding 25% of the Shares must be disclosed. In addition, the German Securities Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz* – "**WpÜG**") does not apply to the Company, as no market segment on which the Shares shall be traded following the Listing is an organized market (*organisierter Markt*) within the meaning of Section 1 para. 1 WpÜG. Therefore, even if a shareholder of the Company gains control of the Company, i.e. at least 30% of the Company's voting rights pursuant to Section 29 para. 2 WpÜG, such shareholder will neither be required to publish this fact nor to make a mandatory takeover offer (*Pflichtangebot*) to the other shareholders of the Company pursuant to Section 35 WpÜG. In the event of a public (takeover) offer for the Shares, the provisions of the WpÜG are not applicable. Consequently, the bidder is neither obliged to treat all shareholders equally nor are the Management Board and the Company's Supervisory Board prevented from taking any action that could prevent the success of the public offer.

IV. GENERAL INFORMATION

1. Responsibility Statement

EV Digital Invest AG, Berlin, Germany, – as issuer and offeror – and Hauck Aufhäuser Lampe Privatbank AG, Frankfurt am Main, Germany ("**Hauck Aufhäuser Lampe**" or "**Sole Global Coordinator**"), – as further offeror – assume responsibility for the content of this Prospectus pursuant to Section 8 of the German Securities Prospectus Act (*Wertpapierprospektgesetz* – "**WpPG**") and Article 11 para. 1 sentence 2 of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended ("**Prospectus Regulation**"). They declare that, to the best of their knowledge, the information contained in the Prospectus is, as of the date of the Prospectus, in accordance with the facts and that the Prospectus makes no omission likely to affect its import.

2. General Disclaimers

If any claims are asserted before a court of law based on the information contained in this Prospectus is brought before a court, the investor appearing as plaintiff may have to bear the costs of translating the Prospectus prior to the commencement of the court proceedings pursuant to the national legislation of the member states of the European Economic Area ("**EEA**").

The information contained in the Prospectus will not be supplemented subsequent to the date hereof, except for any significant new factor, material mistake or material inaccuracy relating to the information included in the Prospectus which may affect the assessment of the Company's shares and which arises or is noted between the time when this Prospectus is approved and the closing of the offer period, which will be disclosed in a supplement to this Prospectus pursuant to Article 23 of the Prospectus Regulation without undue delay. The obligation to supplement the Prospectus pursuant to Article 23 of the Prospectus Regulation will no longer apply following the end of the date of the closing of the offer period which is expected to occur on 27 April 2022.

Information on the Company's website and information accessible via this website as well as any website mentioned in this Prospectus is neither part of, nor incorporated by reference into, this Prospectus, and such information has not been scrutinized or approved by the Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* – "**BaFin**"), Marie-Curie-Straße 24-28, 60439 Frankfurt am Main, Germany (telephone: +49 (0) 228 4108 0; website: https://www.bafin.de/).

3. Competent Authority Approval

It is stated that

- the Prospectus has been approved by BaFin as competent authority under the Prospectus Regulation;
- BaFin only approves the Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation;

- such approval should not be considered as an endorsement of the Company that is the subject of this Prospectus;
- such approval should not be considered as an endorsement of the quality of the Company's shares that are the subject of this Prospectus;
- investors should make their own assessment as to the suitability of investing in the Company's shares.

4. Purpose of the Prospectus

This Prospectus relates to the public offering in Germany of 495,000 ordinary bearer shares with no par value (*auf den Inhaber lautende Stückaktien*) of the Company, each such share with a notional value of EUR 1.00 in the Company's share capital and full dividend rights as of 1 January 2022 ("**Offer Shares**"), ("**Public Offering**") comprising:

- 450,000 newly issued Offer Shares from a capital increase against cash contributions with exclusion of the subscription rights of the Company's existing shareholders resolved by an extraordinary shareholders' meeting of the Company ("**IPO Capital Increase**") ("**New Shares**", and, together with the existing ordinary bearer shares with no par value (*auf den Inhaber lautende Stückaktien*) of the Company ("**Existing Shares**"), "**Shares**");
- 45,000 existing Offer Shares from the holdings of the Lending Shareholder in connection with a possible over-allotment ("**Over-Allotment Shares**").

The total number of Over-Allotment Shares will not exceed 10% of the final number of New Shares placed in the Offering (as defined below). For additional information, see Section "*V. 10. Stabilization Measures, Over-Allotments and Greenshoe Option*".

The offering consists of the initial Public Offering (IPO) in Germany and private placements in certain jurisdictions outside Germany ("**Private Placement**" and, together with the Public Offering, "**Offering**"). The Offer Shares will be offered and sold only in offshore transactions in compliance with the exemptions under Regulation S of the U.S. Securities Act 1933, as amended ("**Securities Act**").

The Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any shares offered by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation. For further information on certain selling restrictions with respect to the Offer Shares, see Section "*V. 14. Selling Restrictions*".

Neither the United States Securities and Exchange Commission nor any securities regulatory authority of any state of the United States has approved the shares of the Company or passed upon the adequacy or accuracy of this Prospectus. Any representation to the contrary is a criminal offence in the United States.

The Existing Shares and the New Shares placed in the Offering shall be included to trading on the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Basic Board) with simultaneous inclusion in the Scale segment of the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) ("**Listing**").

5. Forward-looking Statements

This Prospectus contains forward-looking statements. A forward-looking statement is any statement that does not relate to historical facts or events or to facts or events as of the date of this Prospectus. This applies, in particular, to statements in this Prospectus containing information on the Company's future earnings capacity, plans and expectations regarding its business growth and profitability, and the general economic conditions to which EVDI is exposed. In some cases, forward-looking statements can be identified by the use of forward-looking terminology or subjective assessments, which may include words such as "anticipate", "believe", "contemplate", "continue", "could", "expect", "intend", "plan", "potential", "predict", "project", "should", "target" and "would" or the negative of these words or other similar terms or expressions.

The forward-looking statements contained in this Prospectus are based on estimates and assessments made to the best of the Company's knowledge as oft the date of this Prospectus. These forward-looking statements are based on assumptions, uncertainties and other factors, the occurrence or non-occurrence of which could cause EVDI's actual results, including its financial condition and profitability, to differ materially from those expressed or implied in the forward-looking statements. These expressions can be found, in several sections of this Prospectus, particularly in the sections of the Prospectus describing markets and competition, EVDI's business and recent developments and outlook, and wherever information is contained in this Prospectus regarding the Company's plans, intentions, beliefs, or current expectations relating to EVDI's future financial condition and results of operations, plans, liquidity, business prospects, growth, strategy and profitability, investments and capital expenditure requirements, future growth in demand as well as the economic and regulatory environment which EVDI is subject to Forward-looking statements should not be relied upon as predictions of future events.

In light of the aforementioned uncertainties and assumptions, future events mentioned in this Prospectus may not occur. In addition, the forward-looking estimates and forecasts reproduced in this Prospectus from third-party sources could prove to be inaccurate (for further information on the third-party sources used in this Prospectus, see Section "*IV. 6. Source of Market Data"*).

Forward-looking statements included in the Prospectus speak only as of the date of the Prospectus and neither the Company nor the Sole Global Coordinator assume any obligation, except as required by law, to update any forward-looking statement or to conform any such statement to actual events or developments. The Company may not actually achieve the plans, intentions or expectations disclosed in the forward-looking statements. These forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments.

6. Source of Market Data

Unless otherwise specified, the information contained in the Prospectus on the market environment, market developments, growth rates, market trends and competition in the markets in which EVDI operates are based on the Company's assessments and estimates, using underlying data from independent third parties. The Company obtained market data and certain industry forecasts used in the Prospectus from reports and studies, where appropriate, as well as market research, publicly available information and industry publications or commissioned reports, including reports, publications and data compiled by:

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- Bundesverband crowdfunding, Pressemitteilung des Bundesverbandes Crowdfunding eV "400 Millionen Euro Crowdinvesting im Jahr 2020 – Mehr als 100 Millionen EUR Crowdinvesting im ersten Quartal 2021 – Bundesverband Crowdfunding eV betont langfristiges Wachstum des deutschen Crowdinvesting-Marktes", 1. April 2021 (https://www.bundesverband-crowdfunding.de/2021/04/pressemitteilung-marktdaten-2020/);

- Capgemini, World Wealth Report 2021 (https://worldwealthreport.com/wp-content/uploads/sites/7/2021/07/World-Wealth-Report-2021.pdf);

- CBRE, Rekordvolumen am Immobilieninvestmentmarkt Deutschland zeichnet sich für 2021 ab, 6.Juli 2021 (https://news.cbre.de/rekordvolumen-am-immobilieninvestmentmarkt-deutschland-zeichnet-sich-fuer-2021-ab/);

- CFIN Research Center for Financial Services, Private Debt im Portfoliokontext, April 2018 (https://c-fin.de/wp-content/uploads/2019/05/CFin-Private-Debt-im-Portfoliokontext.pdf);

- Companisto, Crowdinvesting international – Wie die Crowd die Finanzwelt verändert, (https://www.companisto.com/de/academy/anlageformen-und-strategien/crowdinvesting-international-wie-die-crowd-die-finanzwelt-veraendert);

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- Crowdinvest, Crowdinvest Marktreport 2020 (https://www.crowdinvest.de/Crowdinvest_Marktreport_2020_Deutschland_crowdinvest.de.pdf);

- Crowdinvest, Entwicklung Crowdinvestments, Deutschland, 2011 – 2020 (https://www.crowdinvest.de/markt);

- Crowdinvest, Monitor: Immobilien Crowdinvesting (https://www.crowdinvest.de/immobilien);

- Dpn, Defensive Fonds dominieren den Markt bei Real Estate Private Debt, 14. April 2021 (https://www.dpn-online.com/private-debt/defensive-fonds-dominieren-den-markt-bei-real-estate-private-debt-97184/);

- Ebase, Studie zeigt: Deutsche werden mehr und mehr von Sparen zu Investoren, 16. November 2021 (https://www.ebase.com/ueber-uns/presse/artikel/zahl-der-investoren-in-deutschland-2021-deutlich-gestiegen-interesse-an-wertpapierinvestments-nimmt-weiter-zu/);

- Empirica ag, Wohnungsmarktprognose 2021/22, Regionalisierte Prognose in drei Varianten mit Ausblick bis 2030, August 2020 (https://www.empirica-institut.de/fileadmin/Redaktion/Publikationen_Referenzen/PDFs/empi256rb.pdf);

- Europäische Zentralbank, Geldpolitische Beschlüsse vom 10. März 2016 (https://www.ecb.europa.eu/press/pr/date/2016/html/pr160310.de.html);

- Facts and Factors (2020) (https://www.fnfresearch.com/news/real-estate-crowdfunding-market-revenue-projected-around-usd);

- Gower crowd, 2021 Real Estate Crowdfunding Statistics And Trends (https://gowercrowd.com/real-estate-insights/real-estate-crowdfunding-statistics-trends);

- Ifo Institut, Pressemitteilung vom 14. Dezember 2021 (https://www.ifo.de/node/67014);

- Immobilienreport, Update: Offene Immobilienfonds im Portfolio, 10. Juni 2021 (https://www.helaba.de/blueprint/servlet/resource/blob/docs/556662/907f34054812e93220878c3ec6f6b581/immobilienreport-20210610-data.pdf);

- International Monetary Fund, World Economic Outlook Update, Fault Lines Widen in the Global Recovery, July 2021 (https://www.imf.org/en/Publications/WEO/Issues/2021/07/27/world-economic-outlook-update-july-2021);

- JLL, Pressemitteilung vom 6. Juli 2021, Positive Erwartung schlägt aktuelle Lage (https://www.jll.de/de/presse/positive-erwartung-schlaegt-aktuelle-lage);

- McKinsey Digital (2019) (https://www.mckinsey.com/business-functions/mckinsey-digital/our-insights/the-right-digital-platform-strategy);

- MSCI (2021). Real Estate Market Size 2020/21 (https://www.msci.com/documents/10199/a4535e8e-3b0d-f34d-4a0b-dc73058f7469);

- PwC, Emerging Trends in Real Estate®: Europe 2022 – An uncertain impact (https://www.pwc.com/gx/en/industries/financial-services/asset-management/emerging-trends-real-estate/europe-2021.html);

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- Sachverständigenrat, Konjunkturprognose 2021 und 2022, 17. März 2021 (https://www.sachverstaendigenrat-wirtschaft.de/konjunkturprognose-2021.html);

- Savills Research, Market in Minutes, Investmentmarkt Deutschland, 6. Januar 2021 (https://www.savills.de/research_articles/260049/323505-0);

- Scope, Offene Immobilienfonds – Renditen und Ratings weiter unter Druck, 9. Juni 2021 (https://www.scopeexplorer.com/news/offene-immobilienfonds-renditen-und-ratings-weiter-unter-druck/167729);

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- Statistisches Bundesamt, Pressemitteilung Nr. 020 vom 14. Januar 2021 (https://www.destatis.de/DE/Presse/Pressemitteilungen/2021/01/PD21_020_811.html);

- Statistisches Bundesamt, Pressemitteilung Nr. 524 vom 16. November 2021 (https://www.destatis.de/DE/Presse/Pressemitteilungen/2021/11/PD21_524_13.html);

- Statistisches Bundesamt, Pressemitteilung Nr. 532 vom 25. November 2021 (https://www.destatis.de/DE/Presse/Pressemitteilungen/2021/11/PD21_532_811.html);

- Statistisches Bundesamt, Pressemitteilung Nr. 588 vom 20. Dezember 2021 (https://www.destatis.de/DE/Presse/Pressemitteilungen/2021/12/PD21_588_45213.html);

- Statistisches Bundesamt, Pressemitteilung Nr. 593 vom 22. Dezember 2021 (https://www.destatis.de/DE/Presse/Pressemitteilungen/2021/12/PD21_593_61262.html);

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- VdpResearch, Immobilienindex 10. November 2021 (https://www.vdpresearch.de/bueroimmobilienpreise-mit-leichtem-aufwind);

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- Welt, Im Schwarm zur Rendite, 11. Februar 2017 (https://www.welt.de/print/die_welt/finanzen/article161998781/Im-Schwarm-zur-Rendite.html).

Information on the aforementioned websites and information accessible via these websites is neither part of, nor incorporated by reference into, the Prospectus, and such information has not been scrutinized or approved by BaFin.

It should be noted, in particular, that reference has been made in the Prospectus to information concerning markets and market trends. Such information was obtained from the aforementioned sources. Where information has been sourced from a third party, the Company has accurately reproduced any such information and, as far as the Company is aware and is able to ascertain from information published by such third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Prospective investors are, nevertheless, advised to consider this data with caution. For example, market studies are often based on information or assumptions that may not be accurate or appropriate, and their methodology is inherently predictive and speculative. The fact that information from the aforementioned third-party sources has been included in this Prospectus should not be considered as a recommendation by the relevant third parties to invest in, purchase, or take any other action with respect to the Shares.

In addition, certain sources of market data included in the Prospectus were prepared before the worldwide pandemic triggered by COVID-19 and have not been updated for the potential effects of the COVID-19 pandemic. The Company is not able to determine whether the third parties who have prepared such sources will revise their estimates and projections due to the potential impact of the COVID-19 pandemic on the future market environment, market developments, growth rates, market trends and competition in the markets.

Irrespective of the assumption of responsibility for the content of this Prospectus by the Company and the Sole Global Coordinator (see above "*IV. 1. Responsibility Statement*"), neither the Company nor the Sole Global Coordinator have independently verified the figures, market data or other information on which third parties have based their studies. Accordingly, the Company and the Sole Global Coordinator make no representation or warranty as to the accuracy of any such information from third-party studies included in this Prospectus. In addition, prospective investors should note that the Company's own estimates and statements of opinion and belief are not always based on studies of third parties. None of the Company or the Sole Global Coordinator, or any of their respective affiliates, is making any representation to any offeree or purchaser of any Shares regarding the legality of an investment in the Shares by such offeree or purchaser.

7. Presentation of certain Financial Information

The financial information included in the Prospectus has been taken or derived from (i) the audited unconsolidated financial statements of the Company (prior to its change in legal form: EVC Crowdinvest GmbH and later – after its name change – EV Digital Invest GmbH) as of and for the financial years ended 31 December 2019, 31 December 2020 and 31 December 2021 ("**Audited Financial Statements**") and (ii) the Company's accounting records or internal reporting systems.

Where financial information is labelled "audited" in the Prospectus, it has been taken from the Audited Financial Statements. The label "unaudited" in the Prospectus indicates financial information that has been taken or derived from (i) the Company's accounting records or internal reporting systems or (ii) has been calculated based on financial information from the aforementioned sources or from the Audited Financial Statements.

Unless indicated otherwise, all financial information presented in the text and tables in the Prospectus is shown in thousands of Euro (in EUR thousand). Certain financial information, including percentages, has been rounded according to established commercial standards. As a result, rounded figures in the tables included in the Prospectus may not add up to the aggregate amounts in such tables (sum totals or subtotals), which are calculated based on unrounded figures.

To compare figures over more than two periods, a compound annual growth rate ("**CAGR**") may be shown, which indicate the annual mean rate of growth for each year of the relevant period.

Financial information presented in parentheses denotes the negative of such number presented. A dash ("–") signifies that the relevant figure is not available, while a zero ("0.0") signifies that the relevant figure is available but has been rounded to or equals zero.

8. Auditor

KPMG AG Wirtschaftsprüfungsgesellschaft having its registered office in Berlin, Germany, Office Hamburg, Fuhlentwiete 5, 20355 Hamburg, Germany ("**KPMG**"), audited the Audited Financial Statements in accordance with Section 317 HGB and in compliance with the German generally accepted standards for financial statement audits promulgated by the Institute of Public Auditors in Germany (*Institut der Wirtschaftsprüfer in Deutschland e.V.*) and issued German language unqualified independent auditor's reports (*Bestätigungsvermerke des unabhängigen Abschlussprüfers*) thereon. The Audited Financial Statements have been prepared in accordance with the German generally accepted accounting principles of the German Commercial Code (*Handelsgesetzbuch* – "**HGB**").

KPMG is a member of the Chamber of Public Accountants (*Wirtschaftsprüferkammer*), Rauchstraße 26, 10787 Berlin, Germany.

9. Currency Presentation

In the Prospectus,

- "**EUR**", "**Euro**" and "**kEUR**" for the currency information in thousands of Euro refer to the single European currency adopted by certain participating member states of the European Union ("**EU**"), including Germany; and
- "**USD**" refers to the legal currency of the United States (so-called "United States dollar").

10. Alternative performance measures

Throughout this Prospectus, the Company presents financial information and operating data that is not prepared in accordance with HGB or any other internationally accepted accounting principles, including earnings before interest, taxes, depreciation and amortization ("**EBITDA**") (adjusted), net profit (adjusted), earnings before interest and taxes ("**EBIT**"), total income, growth rate revenue and growth rate total income, CAGR, COGS, gross profit, gross margin (together "**Alternative Performance Measures**"). These Alternative Performance Measures are alternative performance measures as defined in the guidelines issued by the European Securities and Markets Authority (ESMA) on alternative performance measures published on 5 October 2015.

The Company presents these Alternative Performance Measures because it uses them to measure EVDI's operating performance and as a basis for its strategic planning, and because the Company believes that such Alternative Performance Measures will be used by investors and analysts to assess EVDI's performance.

Such Alternative Performance Measures should not be considered as alternatives or substitutes for profit or other data from the Company's financial statements, such as the balance sheets, income statements and cashflow statements, prepared in accordance with HGB, or as measures of profitability or liquidity. The Alternative Performance Measures do not necessarily indicate whether cash flows will be sufficient for EVDI's cash requirements and may not be indicative of its future results. Furthermore, the Alternative Performance Measures are not recognized under HGB, should not be considered as substitutes for an analysis of EVDI's operating results prepared in accordance with HGB, and may not be comparable to similarly titled information published by other companies.

For further information such as a definition and a reconciliation of the Alternativ Performance Measures, see Section "*X. 5. Alternative Performance Measures*".

11. Documents available for inspection

For the duration of validity of this Prospectus, the following documents may be inspected on the Company's website (https://www.ev-digitalinvest.de/) under the "Investor Relations" section:

(i) The articles of association of the Company ("**Articles of Association**");

(ii) This Prospectus;

(iii) The audited financial statements 2019;

(iv) The audited financial statements 2020; and

(v) The audited financial statements 2021.

Information on the Company's website (https://www.ev-digitalinvest.de/) and information accessible via this website is neither part of, nor incorporated by reference into, this Prospectus.

The Audited Financial Statements are included in the section "*Financial Information*" beginning on page F-1.

The Company's future (unconsolidated and/or consolidated) financial statements and (unconsolidated and/or consolidated) interim financial statements will be available on its website (https://www.ev-digital-invest.de/). The Company's (unconsolidated and/or consolidated) financial statements will also be published in the Federal Gazette (*Bundesanzeiger*).

V. THE OFFERING

1. Subject matter of the Offering

This Offering relates to the sale of 495,000 Offer Shares, i.e. ordinary bearer shares with no par value (*auf den Inhaber lautende Stückaktien*) of the Company, each such Offer Share with a notional value of EUR 1.00 in the Company's share capital and full dividend rights as of 1 January 2022, comprising:

- 450,000 New Shares from the IPO Capital Increase; and
- 45,000 Over-Allotment Shares from the holdings of the Lending Shareholder in connection with a possible over-allotment. The total number of Over-Allotment Shares will not exceed 10% of the final number of New Shares placed in the Offering.

The Offering consists of the initial Public Offering (IPO) in Germany and Private Placements in certain jurisdictions outside Germany. The Offer Shares will be offered and sold only in offshore transactions in compliance with the exemptions under Regulation S of the Securities Act ("**Regulation S**").

The Offer Shares have not been and will not be registered under the Securities Act. The Offer Shares are being offered and sold only outside the United States pursuant to Regulation S. For a description of restrictions on resale and transfer of the Offer Shares, see below under "*V.14. Selling Restrictions*".

In connection with the Offering, the Company will, together with the Sole Global Coordinator, apply for inclusion of

- up to 450,000 New Shares and
- 4,000,000 Existing Shares

to trading on the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Basic Board) with simultaneous inclusion in the Scale segment of the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) ("**Listing**"). Pursuant to Section 17 para. 1 lit. b) of the "General Terms and Conditions of Deutsche Börse AG for the Regulated Unofficial Market on Frankfurter Wertpapierbörse" (*Allgemeine Geschäftsbedingungen der Deutsche Börse AG für den Freiverkehr an der Frankfurter Wertpapierbörse*) ("**DBAG General Terms and Conditions**"), the submission of the Prospectus with Deutsche Börse Aktiengesellschaft, Frankfurt am Main, Germany ("**DBAG**"), is a requirement for the Listing since the Offer Shares are offered to the public requiring the preparation and publication of a prospectus.

Hauck Aufhäuser Lampe is acting as Sole Global Coordinator and Sole Bookrunner. Hauck Aufhäuser Lampe Privatbank AG with its legal seat in Frankfurt am Main, Germany, and its registered business address at Kaiserstraße 24, 60311 Frankfurt am Main, Germany and with Legal Entitiy Identifier ("**LEI**") 529900OOZP78CYPYF471, is a stock corporation (*Aktiengesellschaft*) established under German law registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Frankfurt am Main, Germany, under the registration number HRB 108617.

To the Company's best knowledge, none of the existing shareholders, the members of the Company's management board (*Vorstand*) ("**Management Board**") and/or the members of the Company's supervisory board (*Aufsichtsrat*) ("**Supervisory Board**") intent to buy any Offer Shares in the Offering. As of the date of the Prospectus, the Company is not aware that other persons intend to subscribe for more than 5% of the Offer Shares in the course of the Offering.

2. Terms of the Offering

a) Price Range

The price range for the Offering within which purchase orders may be placed is EUR 13.50 to EUR 14.50 per Offer Share ("**Price Range**").

b) Offer Period

The period during which investors may submit purchase orders for the Offer Shares is expected to begin on 19 April 2022 and is expected to end on 27 April 2022 ("**Offer Period**"). On the last day of the Offer Period, purchase orders may be submitted (i) until 12:00 hrs Central European Summer Time ("**CEST**") by retail investors (investors which are not qualified investors ("**Qualified Investors**") as defined in Article 2 lit. e) of the Prospectus Regulation ("**Retail Investors**")) and (ii) until 14:00 hrs CEST by Qualified Investors.

Qualified Investors may place purchase orders directly with the Sole Global Coordinator during the Offer Period.

Retail Investors can place purchase orders in the Public Offering in Germany one day after the beginning of the Offer Period, i.e. beginning on 20 April 2022, through the subscription functionality (*Zeichnungsfunktionalität*) DirectPlace© of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) in the exchange electronic trading system of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) ("**XETRA**") trading system for the collection and settlement of subscription offers ("**DirectPlace©**").

Investors who want to submit purchase orders for the Offer Shares through DirectPlace© must submit them to their respective depositary bank between 20 April 2022 and 27 April 2022, at 12:00 hrs CEST. This requires that the depositary bank (i) has been admitted as a trading participant to the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) or has access to trading on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) via an accredited trading participant; (ii) is connected to XETRA, and (iii) is authorized and able to use DirectPlace© according to the "Terms of use for the subscription functionality" (*Nutzungsbedingungen der Deutsche Börse AG für die Xetra-Zeichnungsfunktionalität*) (such depositary bank, a "**Trading Participant**").

The Trading Participant issues purchase orders for the investor at the investor's request through DirectPlace©. Purchase orders can have price limits (in 10 Euro cent increments) within the Price Range. In its function as Order Book Manager, Wolfgang Steubing AG Wertpapierdienstleister, Frankfurt am Main, Germany ("**Order Book Manager**"), records DirectPlace© of all subscription requests of the Trading Participant in a central order book and will, at the end of the subscription period and after instruction by the Sole Bookrunner, accept these in full or in part or not accept these as part of the allocation in consideration of any limits. By accepting of the purchase orders, the Order Book Manager concludes a sale and purchase agreement for the respective number of Offer Shares. It is subject to the condition precedent that the Offer Shares have not been created on the value date or have not been provided.

Purchase orders have to be made for at least seven (7) Offer Shares and the selected offer price has to be provided in full euro amounts and in 10 Euro cent increments for each Offer Share. Multiple purchase orders by investors are allowed. Purchase orders can be freely revoked until the end of the Offer Period, unless otherwise agreed individually. It is possible to withdraw from a properly made purchase order until the end of the Offer Period. Usually, even in the event of a partial or full withdrawal or reduction in a purchase order, it will not be necessary to reimburse overpaid amounts, since the allocation of the Offer Shares shall take place after the end of the Offer Period by way of payment against delivery and investors therefore do not pay the Offer Price in advance. If, in individual cases, an investor already paid the amounts and then withdraws its purchase order in full or in part, or reduces its purchase order, the paid amount will be reimbursed to the investor without undue delay (*unverzüglich*) to the bank account used for the deposit.

c) Changes of the terms of the Offering

Subject to the publication of a supplement to the Prospectus, if required, the Company and the Sole Global Coordinator reserve the right to reduce or increase the number of Offer Shares, to reduce or increase the upper and lower limits of the Price Range and/or to extend or shorten the Offer Period. Reductions in the number of Offer Shares, changes to the Price Range or an extension or shortening of the Offer Period will not invalidate any offers to purchase Offer Shares that have already been submitted. If such changes require the publication of a supplement to this Prospectus, investors who submitted purchase orders prior to the publication of the supplement have the right to withdraw these offers to purchase within three working days following the publication of such supplement pursuant to Article 23 para. 1 of the Prospectus Regulation in conjunction with Article 21 para. 2 of the Prospectus Regulation, provided that the significant new factor, material mistake or material inaccuracy requiring the publication of a supplement to this Prospectus arose or was noted before the closing of the Offer Period or the delivery of the Offer Shares. Instead of withdrawing their offers to purchase placed prior to the publication of the supplement, investors may change their orders or place new limited or unlimited offers to purchase within two working days following the publication of the supplement.

Any changes to the terms of the Offering will be published by means of electronic media such as Reuters or Bloomberg, and, if required, by Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, as amended ("**MAR**"), the WpPG or the German Securities Trading Act (*Wertpapierhandelsgesetz* – "**WpHG**"), as an ad-hoc release via an electronic information dissemination system, on the Company's website (https://www.ev-digitalinvest.de/) under the "Investor Relations" section and as a supplement to the Prospectus.

Investors who have submitted purchase orders will not be notified individually. Under certain conditions, the Sole Global Coordinator may terminate the underwriting agreement, entered into between the Company, the Sole Global Coordinator and the Lending Shareholder on 13 April 2022 ("**Underwriting Agreement**"), even after commencement of trading (*Aufnahme des Handels*) of the Shares on the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (see Section "*V. 12. Underwriting*"). If the Underwriting Agreement is terminated, the Offering will not take place, in which case any allotments already made to investors will be invalidated and investors will have no claim for delivery. Claims with respect to subscription fees already paid and costs incurred by an investor in connection with the subscription will be governed solely by the legal relationship between the investor and the financial intermediary to which the investor submitted its purchase order. Investors who engage in short-selling bear the risk of being unable to satisfy their delivery obligations.

d) Determination of the Offer Price and the final Number of Offer Shares

After expiry of the Offer Period, the Offer Price and the final number of the Offer Shares will be determined at the end of the bookbuilding process by the Company after consultation with the Sole Global Coordinator. This is expected to take place on or about 27 April 2022. The Offer Price and the final number of the Offer Shares will be set on the basis of the purchase orders submitted by investors during the Offer Period that have been collated in the order book prepared during a book building process. These orders will be evaluated according to the prices offered and the expected investment horizons of the respective investors. This method of setting the Offer Price is, in principle, aimed at achieving the highest possible Offer Price. Consideration will also be given to whether the Offer Price and the number of Offer Shares to be placed allow for the reasonable expectation that the share price will demonstrate a steady performance in the secondary market given the demand for the Shares as reflected in the order book. Attention will be paid not only to the prices offered by investors and the number of investors interested in purchasing shares at a particular price, but also to the composition of the Company's shareholder structure that would result at a given price, and expected investor behavior. The Company will not specifically charge any expenses and taxes related to the Offering to investors.

The Offer Price and the final number of Offer Shares (i.e., the results of the Offering) are expected to be published on or about 27 April 2022, by means of an ad-hoc release on an electronic information dissemination system and on the Company's website (https://www.ev-digitalinvest.de/) under the "Investor Relations" section. After the Offer Price has been set, the Offer Shares will be allotted to investors on the basis of the purchase orders then available. Investors who have placed orders to purchase Offer Shares with the Sole Global Coordinator can obtain information from the Sole Global Coordinator about the Offer Price and the number of Offer Shares allotted to them on the business day following the determination of the Offer Price. Book-entry delivery of the allotted Offer Shares against payment of the Offer Price is expected to take place one business day after commencement of trading of the Shares on the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Basic Board) and simultaneously in the Scale segment of the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*). Should the placement volume prove insufficient to satisfy all orders placed at the Offer Price, the Sole Global Coordinator reserves the right to reject orders, or to only accept them in part.

Investors will not be charged expenses by the Company or the Sole Global Coordinator in connection with the Offering. Investors will have to bear customary transaction and handling fees charged by their brokers through which they hold their securities.

3. Expected Timetable for the Offering

The following is the expected timetable of the Offering, which may be extended or shortened:

14 April 2022	Approval of the Prospectus by BaFin
	Publication of the approved Prospectus on the Company's website (https://www.ev-digitalinvest.de/) under the "Investor Relations" section
	Application for the Listing
19 April 2022	Commencement of the Offer Period
20 April 2022	Commencement of DirectPlace©
27 April 2022	Expiry of the Offer Period
	Determination of the final Offer Price and the final number of Offer Shares placed in the Offering
	Publication of the Offer Price and the final number of Offer Shares in the form of an ad-hoc release on an electronic information dissemination system and on the Company's website (https://www.ev-digitalinvest.de/) under the "Investor Relations" section
	Allotment of Offer Shares to investors
29 April 2022	Registration of the consummation of the IPO Capital Increase with the Commercial Register
2 May 2022	Decision of DBAG on the Listing
3 May 2022	Commencement of trading in the Shares in the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Basic Board) and simultaneously in the Scale segment of the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*)
	Book-entry delivery of the Offer Shares placed in the Offering against payment of the Offer Price (settlement and closing)

This Prospectus and any supplements thereto (if any) will be published on the Company's website (https://www.ev-digitalinvest.de/) under the "Investor Relations" section.

4. Information on the Shares

a) Share capital of the Company and governing law

As of the date of the Prospectus, the Company's share capital amounts to EUR 4,000,000.00 and is divided into 4,000,000 Existing Shares. The Existing Shares are ordinary bearer shares with no par value (*auf den Inhaber lautende Stückaktien*) of the Company, each such Existing Share with a notional value of EUR 1.00 in the Company's share capital and full dividend rights as of 1 January 2022. The Company's share capital has been fully paid up.

The Existing Shares were and the New Shares will be created pursuant to the laws applicable to a German stock corporation (A*ktiengesellschaft*), in particular the German Stock Corporation Act (*Aktiengesetz* – "**AktG**").

As part of the IPO Capital Increase, up to 450,000 New Shares will be issued from a capital increase against contributions in cash. Upon registration of the IPO Capital Increase, the Company's share capital will be increased from EUR 4,000,000.00 by up to EUR 450,000.00 to up to EUR 4,450,000.00. The consummation of the IPO Capital Increase is expected to be registered with the Commercial Register on or about 29 April 2022.

b) Voting rights

Each Share carries one vote at the Company's shareholders' meeting (*Hauptversammlung*) ("**Shareholders' Meeting**"). All Shares confer the same voting rights. There are no restrictions on voting rights. Major shareholders do not have different voting rights.

c) Dividend and liquidation rights

Each Share carries full dividend rights as of 1 January 2022.

The paying agent of the Company is Hauck Aufhäuser Lampe, Kaiserstraße 24, 60311 Frankfurt am Main, Germany.

In the event of the Company's liquidation, any proceeds will be distributed to the holders of the Shares in proportion to their interest in the Company's share capital.

d) Form and certification of the Shares

All Shares are ordinary bearer shares with no par value (*auf den Inhaber lautende Stückaktien*), each such Share with a notional value of EUR 1.00 in the Company's share capital. The Existing Shares are represented by a global share certificate, deposited with Clearstream Banking Aktiengesellschaft, Mergenthalerallee 61, 65760 Eschborn, Germany ("**Clearstream**"). The global share certificate for the New Shares is expected to be deposited with Clearstream on or about 3 May 2022.

Section 5 para. 2 of the Articles of Association excludes the right of the shareholders to receive individual share certificates.

All Shares provide holders thereof with the same rights and no shares provide any additional rights or advantages.

e) Currency

The Shares are denominated in Euros.

f) ISIN/WKN/Trading symbol

International Securities Identification Number (ISIN): DE000A3DD6W5
German Securities Code (*Wertpapier-Kenn-Nummer (WKN)*): A3DD6W
Trading symbol: ENGL

g) Delivery and settlement

The book-entry delivery of the allotted Offer Shares against payment of the Offer Price is expected to take place on 3 May 2022. The Offer Shares will be made available to investors as co-ownership interests (*Miteigentumsanteile*) in a global certificate deposited in collective safe custody with Clearstream.

The Offer Shares purchased in the Offering will be credited to a securities deposit account maintained by a German bank with Clearstream.

h) Transferability of the Shares

The Shares are freely transferable in accordance with the legal requirements for bearer shares (*Inhaberaktien*). Except for the restrictions set forth in the Prospectus under Section "V.13. *Lock-Up-Commitments*" and Section "V.14. *Selling Restrictions*", there are no prohibitions on disposals or restrictions with respect to the transferability of the Shares.

5. Allotment and Allotment Criteria

The allotment of Offer Shares to retail investors and institutional investors will be determined by the Company after consultation with the Sole Global Coordinator. The decision ultimately rests with the Company. There are no agreements in place among the Company and the Sole Global Coordinator as to the allotment procedure.

Allotments will be made on the basis of the quality of the individual investors (including with respect to expected holding strategy and order size), as well as other important allotment criteria to be determined by the Company after consultation with the Sole Global Coordinator. With respect to the purchase orders via DirectPlace©, the Company and the Sole Global Coordinator will adhere to the "Principles for the

Allotment of Share Issues to Private Investors" (*Grundsätze für die Zuteilung von Aktienemissionen an Privatanleger*) issued on 7 June 2000 by the German Commission of Stock Exchange Experts (*Börsensachverständigenkommission*) of the German Federal Ministry of Finance (*Bundesministerium der Finanzen*). The details of the allotment procedure with respect to purchase orders via DirectPlace© will be stipulated after expiration of the Offer Period and published in accordance with the above-mentioned allotment principles.

6. Expenses Charged to Investors

Investors will not be charged any expenses in connection with the Offering by the Company or the Sole Global Coordinator. However, investors will have to bear customary transaction and handling fees charged by their brokers or other financial institutions through which they hold their securities, the amount of which is determined by the respective broker or other financial institution.

7. Identification of the Target Market

Solely for the purpose of fulfilling the product governance requirements set forth in

- Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, as amended ("**MiFID II**");
- Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 of 7 April 2016 supplementing MiFID II; and
- German implementing measures (together, "**MiFID II Requirements**"), and disclaiming any and all liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Requirements) may otherwise have with respect thereto, the Offer Shares have been subject to a product approval process.

As a result of such process, the Sole Global Coordinator has determined that the Offer Shares are:

- Compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and
- Eligible for distribution through all distribution channels as are permitted by MiFID II ("**Target Market Assessment**").

Notwithstanding the Target Market Assessment, the price of the Offer Shares may decline and investors could lose all or part of their investment. The Offer Shares offer no guaranteed income and no capital protection, and an investment in the Offer Shares is suitable only for investors who:

- Do not need a guaranteed income or capital protection;
- Either alone or together with an appropriate financial of other adviser, are capable of evaluating the merits and risks of such an investment; and
- Have sufficient resources to be able to bear any losses that may result from such investment, including up to the total amount invested.

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering and does not constitute:

- An assessment of suitability or appropriateness for the purposes of MiFID II; or

- A recommendation to any investor or group of investors to invest in, or purchase, sell or take any other action whatsoever with respect to the Offer Shares.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Offer Shares and determining appropriate distribution channels.

8. Listing and commencement of trading

The Company, together with the Sole Global Coordinator, expects to apply for the Listing on or about 14 April 2022. Hauck Aufhäuser Lampe is acting as so-called “Capital Market Partner” of the Company pursuant to the DBAG General Terms and Conditions. The decision of DBAG on the Listing pursuant to § 9 para. 1 of the DBAG General Terms and Conditions is expected to be granted and announced on or about 2 May 2022. The decision on the Listing will be made solely by DBAG at its sole discretion. Trading in the Shares on the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Basic Board) and simultaneously in the Scale segment of the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) is expected to commence on or about 3 May 2022.

9. Designated Sponsor

Hauck Aufhäuser Lampe has been mandated as designated sponsor of the Shares traded on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*). Pursuant to the designated sponsor agreement expected to be entered into between Hauck Aufhäuser Lampe and the Company, Hauck Aufhäuser Lampe will, among other things, place limited buy and sell orders for the Shares in the electronic trading system of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) during regular trading hours. This is intended to achieve greater liquidity in the market for the Shares.

10. Stabilization Measures, Over Allotments and Greenshoe Option

In connection with the placement of the Offer Shares and to the extent permitted by Article 5 para. 4 MAR in conjunction with the regulatory technical standards issued, Hauck Aufhäuser Lampe will act as stabilization manager and may, as stabilization manager (“**Stabilization Manager**”), make over-allotments and take stabilization measures in accordance with Article 5 paras. 4 and 5 of the MAR in conjunction with Articles 5 through 8 of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing the MAR.

Stabilizations measures may be taken on any trading venue where the Shares are traded. Such measures aim at supporting the market price of the Shares during the Stabilization Period (as defined below), thereby alleviating selling pressure generated by short-term investors and maintaining an orderly market in the Shares. These measures may result in the market price of the Shares being higher than would otherwise have been the case. Moreover, the market price may temporarily be at an unsustainable level. Stabilization measures shall not be executed above the Offer Price.

The Stabilization Manager must record each stabilization order and transaction pursuant to applicable regulations. In addition, details of all stabilization transactions must be reported to the competent authorities of each trading venue on which the securities are admitted to trading or traded, as well as the competent authority of each trading venue where transactions in associated instruments for the stabilization of securities are carried out (if any).

The Stabilization Manager is under no obligation to take any stabilization measures. Therefore, no assurance can be provided that any stabilization measures will be taken. Where stabilization measures are taken, these may be terminated at any time without notice. Such measures may start from the date the Shares commence trading on the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Basic Board) and simultaneously in the Scale segment of the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) and must end no later than 30 calendar days thereafter ("**Stabilization Period**"). In case the trading of the Shares commences on 3 May 2022, as currently expected, the Stabilization Period would start on 3 May 2022 and end on 3 June 2022.

Under the possible stabilization measures, investors may, in addition to the New Shares, be allocated up to 45,000 Over-Allotment Shares as part of the allocation of the Offer Shares ("**Over-Allotment**"). For the purpose of such potential Over-Allotment, the Stabilization Manager will be provided with up to 45,000 Over-Allotment Shares from the holdings of the Lending Shareholder in the form of a securities loan (*Wertpapierdarlehen*). The total number of Over-Allotment Shares will not exceed 10% of the sum of New Shares placed in the Offering. If and to the extent the Over-Allotment has been made, the Stabilization Manager will redeliver the borrowed Over-Allotment Shares by using (i) shares the Stabilization Manager has acquired in connection with stabilization measures within the Stabilisation Period, and /or (ii) the Greenshoe Shares (as defined below) from a separate Greenshoe Capital Increase (as defined below). In the latter case, the Stabilization Manager has agreed that the share loan will be extended until the Greenshoe Capital Increase from authorized capital is implemented and registered and the Greenshoe Shares have come into existence.

The Company has agreed to issue – by utilizing its authorized capital (such capital increase from authorized capital, "**Greenshoe Capital Increase**") – the number of new ordinary bearer shares with no par value of the Company that equals the number of Over-Allotment Shares the Stabilization Manager has placed with investors in connection with the Over-Allotment minus the number of Shares the Stabilization Manager has acquired in the context of stabilisation measures (such new ordinary bearer shares with no par value of the Company, "**Greenshoe Shares**"). The Stabilization Manager has undertaken to subscribe for the Greenshoe Shares at the Offer Price per share less agreed fees and commissions. The Stabilization Manager will notify the Company within two business days following expiry of the Stabilisation Period, if and to what extent stabilisation measures were taken and how many shares the Stabilization Manager has acquired in this connection and thereby request the Company to effect the Greenshoe Capital Increase ("**Greenshoe Option**"). However, the Stabilization Manager may decide and notify the Company to execute the Greenshoe Option in whole or in part at any time prior to the expiry of the Stabilisation Period. The Management Board and Supervisory Board will resolve upon the utilisation of the authorised capital for the Greenshoe Capital Increase within two business days following such notification. Once issued, the Greenshoe Shares shall be delivered to the Lending Shareholder (together with any Shares purchased in the market) and then included in the Listing as soon as practicable and feasible.The Greenshoe Option may only be exercised during the Stabilization Period.

The Stabilization Manager may exercise the Greenshoe Option to the extent Over-Allotment Shares were allocated to investors in the Offering. The number of Over-Allotment Shares acquired under the Greenshoe Option is to be reduced by any Shares held by the Stabilization Manager when the Greenshoe Option is exercised, if such Shares were acquired by the Stabilization Manager in the context of stabilization measures. Public announcements regarding stabilization measures will be made (i) prior to the start of the Offering, (ii) by the end of the seventh daily market session following the date any stabilization measures were taken, and (iii) within one week after the end of the Stabilization Period.

Within one week after the end of the Stabilization Period, the Stabilization Manager will ensure publish an announcement in various media outlets distributed across the entire EEA (*Medienbündel*) as to (i) whether stabilization measures were taken, (ii) the date on which stabilization measures started and last occurred, (iii) the price range within which stabilization measures were carried out, for each of the dates during which stabilization measures were carried out and (iv) the trading venue(s) on which the stabilization measures were carried out, where applicable.

The exercise of the Greenshoe Option, if any, will be disclosed to the public promptly, together with all appropriate details, including the date of exercise of the Greenshoe Option and the number and nature of Over-Allotment Shares involved, in accordance with Article 8 lit. f of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing the MAR.

11. Interests of parties participating in the Offering

In connection with the Offering, Hauck Aufhäuser Lampe entered into the Underwriting Agreement with the Company and the Lending Shareholder. Hauck Aufhäuser Lampe has been appointed by the Company as Sole Global Coordinator and Sole Bookrunner as well as “Applying Capital Market Partner” within the meaning of the DBAG General Terms and Conditions. Hauck Aufhäuser Lampe is acting for the Company on the Offering and on coordinating the structuring and execution of the Offering. Upon successful completion of the Offering, Hauck Aufhäuser Lampe will receive a commission and the size of the commission depends on the results of the Offering. Hauck Aufhäuser Lampe therefore has a financial interest in the success of the Offering on the best possible terms.

Hauck Aufhäuser Lampe has been appointed to act as designated sponsor. Hauck Aufhäuser Lampe will receive a commission for its activities upon successful completion of the Offering.

Hauck Aufhäuser Lampe and any of its affiliates, acting as investors for their own account, may acquire Offer Shares in the Offering and in that capacity may retain, purchase or sell for their own account such Offer Shares or related investments and may offer or sell such Offer Shares or other investments otherwise than in connection with the Offering. In addition, Hauck Aufhäuser Lampe or its affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which Hauck Aufhäuser Lampe or its affiliates may, from time to time, acquire, hold or dispose of Shares. Hauck Aufhäuser Lampe does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

Hauck Aufhäuser Lampe or its affiliates may from time to time in the future have business relations with the Company, EVDI and the Company's existing shareholders, including lending activities or investment banking activities, or may perform services for EVDI or the Company's existing shareholders in the ordinary course of business.

The Company will receive the proceeds from the sale of the New Shares and the potential sale of the Greenshoe Shares (after deduction of fees and commissions). Accordingly, the Company has an interest in the success of the Offering on the best possible terms.

None of the aforementioned interests in the Offering constitute a conflict of interests or a potential conflict of interests. Consequently, there are no conflicts of interests with respect to the Offering.

12. Underwriting

a) General

The Company, the Sole Global Coordinator and the Lending Shareholder entered into the underwriting agreement on 13 April 2022 with respect to the Offering and the Listing ("**Underwriting Agreement**").

In the Underwriting Agreement, the Sole Global Coordinator agreed to offer, on a best effort basis, the Offer Shares for sale in the Offering, subject to certain conditions, including the execution of a pricing agreement to determine the Offer Price.

The Sole Global Coordinator agreed to remit the Offer Price multiplied by the final number of New Shares sold in the Offering, less agreed commissions, fees and expenses, to the Company at the time the New Shares are delivered to investors.

For purposes of a potential Over-Allotment, the Stabilization Manager will be provided with up to 45,000 Over-Allotment Shares from the holdings of the Lending Shareholder in the form of a securities loan. The Company has granted the Stabilization Manager an option to acquire a number of Greenshoe Shares equal to the number of Over-Allotment Shares at the Offer Price, less agreed commissions.

The obligations of the Sole Global Coordinator under the Underwriting Agreement are subject to various conditions, including:

- The agreement of the Sole Global Coordinator and the Company on the Offer Price and the final number of Offer Shares to be purchased by the Sole Global Coordinator;
- The absence of a material adverse event (see Section "V. *12. Underwriting*");
- Receipt of certain customary deliverables (e.g., legal opinions and disclosure letters); and

- The Listing.

The Sole Global Coordinator and its affiliates may in the future provide services to EVDI in the ordinary course of business and may extend credit to, and have regular business dealings with EVDI in its capacity as financial institution. For a more detailed description of the interests of the Sole Global Coordinator in the Offering, see Section "*V. 11. Interests of parties participating in the Offering*".

b) Commissions

The Sole Global Coordinator will offer the Offer Shares at the Offer Price. In return, the Sole Global Coordinator will receive a fixed underwriting commission calculated as a percentage of the gross proceeds from the Offering. In addition, the Company may in their sole discretion decide to pay the Sole Global Coordinator a discretionary fee, which is calculated as a percentage of the gross proceeds from the sale of the New Shares and Over-Allotment Shares, respectively.

The Company will bear any fees in connection with the sale of the New Shares, while the Lending Shareholder will bear any fees in connection with the Over-Allotment Shares. Assuming (i) an Offer Price at the mid-point of the Price Range, (ii) placement of the maximum number of Offer Shares, (iii) full exercise of the Greenshoe Option and (iv) payment of the discretionary fee in full, the Company estimates that the Sole Global Coordinator would receive approximately EUR 209,300.00 in commissions in connection with the Offering.

The Sole Global Coordinator will withhold the fixed underwriting commission from the gross proceeds from the sale of the Offer Shares. The Company will decide on granting and allocation of the discretionary fee within fifteen banking days after the Listing.

c) Greenshoe Option and securities loan

To cover a potential Over-Allotment, the Lending Shareholder will provide the Stabilization Manager with up to 45,000 Over-Allotment Shares free of charge in the form of a securities loan. The total number of Over-Allotment Shares will not exceed 10% of the final number of New Shares placed in the Offering. In addition, the Company granted the Stabilization Manager the Greenshoe Option to acquire up to 45,000 Greenshoe Shares at the Offer Price less agreed commissions.

The Stabilization Manager may exercise the Greenshoe Option provided by the Company to the extent Over-Allotments were initially made. The number of Greenshoe Shares that can be acquired under the Greenshoe Option is reduced by the number of Shares held by the Stabilization Manager on the date when the Greenshoe Option is exercised and that were acquired by the Stabilization Manager in the context of stabilization measures, if any. The Greenshoe Option will terminate 30 calendar days after commencement of stock exchange trading of the Shares on the Regulated Unofficial Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*).

d) Termination and indemnification

Under certain circumstances, the Sole Global Coordinator may terminate the Underwriting Agreement, including after the Offer Shares have been allocated and the Listing, up to closing of the Offering, in particular, in the following cases:

- a material adverse change in the economic position or the business of the Company; and
- an event that has material adverse effects on the financial markets.

If the Underwriting Agreement is terminated, the Offering will not take place, in which case any allotments already made to investors will be invalidated, and investors will have no claim for delivery. Claims with respect to security commissions already paid and costs incurred by an investor in connection with the subscription will be governed solely by the legal relationship between the investor and the financial institution to which the investor submitted its purchase order. Investors who engage in short selling bear the risk of being unable to satisfy their delivery obligations.

The Company has further agreed in the Underwriting Agreement to indemnify the Sole Global Coordinator against certain liabilities, including liabilities under applicable securities laws that may arise in connection with the Offering.

13. Lock-Up-Commitments

a) Company

In the Underwriting Agreement, the Company has agreed that it will not (i) for a period of six (6) months after the Listing (which is currently expected to take place on 3 May 2022) and (ii) without the prior written consent of the Sole Global Coordinator, which consent may not be unreasonably withheld or delayed, for a further period of six (6) months thereafter:

- announce or effect an increase of its share capital; or
- submit a proposal for a capital increase to any meeting of the shareholders for resolution; or
- announce to issue, effect or submit a proposal for the issuance of any securities convertible into shares of the Company, with option rights for shares of the Company; or
- enter into a transaction or perform any action economically similar to those described above.

The foregoing restrictions shall not apply to a capital increase from the authorized capital in the amount of up to 10% of the share capital of the Company, which is carried out after the expiry of a minimum of 3 months after the first day of trading of the Shares on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*). Furthermore, the Company may, however, (i) issue or sell any Shares or other securities, including actual or virtual options, under management participation plans to former and future employees, supporters, former, current and future members of executive bodies, service providers and business partners of the Company or its Subsidiaries or their respective investment vehicles, and (ii) pursue any corporate actions undertaken by the Company for the purpose of entering into any agreement regarding, or resolution upon, the entering into any joint venture or the acquisition of any companies, provided that the parties to the joint venture or acquiring entity to which such shares are issued, agree towards the Sole Global Coordinator to be bound by the same lock-up undertaking as the Company. In addition, the foregoing restrictions shall not apply to the Greenshoe Capital Increase.

b) Lending Shareholder

In the Underwriting Agreement, the Lending Shareholder has agreed towards the Sole Global Coordinator that, (i) for a period of six (6) months after the the Listing (which is currently expected to take place on 3 May 2022) and (ii) without the prior written consent of the Sole Global Coordinator, which consent may not be unreasonably withheld or delayed, for a further period of six (6) months thereafter it will neither directly nor indirectly:

- offer, pledge, allot, distribute, sell, contract to sell, sell any op-tion or contract to purchase, purchase any option to sell, grant any option, right or warrant to purchase, transfer or otherwise dispose of any Shares or other securities of the Company, in-cluding securities convertible into or exercisable or exchange-able for Shares;
- cause or approve the announcement, execution or implemen-tation of any increase in the share capital of the Company or a direct or indirect placement of Shares;
- propose any increase in the share capital of the Company to any meeting of the shareholders for resolution, or vote in favor of such a proposed increase;
- cause or approve the announcement, execution or proposal of any issuance of financial instruments constituting options or warrants convertible into Shares;
- enter into any swap or other arrangement that transfers to another, in whole or in part, the economic risk of ownership of Shares, whether any such transaction described in the frist bulletpoint above or this bulletpoint is to be settled by delivery of Shares or such other securities, in cash or otherwise; or
- enter into a transaction or perform any action economically similar to those described above.

The foregoing restrictions shall not apply to the IPO Capital Increase and the Over-Allotment Shares. In addition, the foregoing shall not apply to (i) transfers to affiliates and certain other related persons of the Lending Shareholder, (ii) pledges, charges or any other security inter-est granted to the Sole Global Coordinator or its Affiliates, (iii) any transfers of Shares pursuant to enforcement of any pledge entered into in accordance with (ii), and (iv) any transfers of Shares received by the Sole Global Coordinator or its affiliates in accordance with (iii) and this (iv), provided in each case that such transferee(s) agree(s) towards the Sole Global Coordinator to be bound by the same lock-up undertaking.

c) Members of the Management Board

The members of the Management Board, i.e. Mr. Laubenheimer and Mr. Barten, each have agreed in their own name, towards the Sole Global Coordinator, that during the period commencing on 13 April 2022 and ending twelve (12) months after the Listing (which is currently expected to take place on 3 May 2022), they will neither directly nor indirectly (in the case of the last six (6) months of the period, without the prior written consent of the Sole Global Coordinator, which consent may not be unreasonably withheld or delayed):

- offer, pledge, allot, sell, contract to sell, sell any option or contract to purchase, purchase any option to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of any Shares or any other securities of the Company, including securities convertible into or exercisable or exchangeable for Shares;
- cause or approve the announcement, execution or implementation of any increase in the share capital of the Company or a direct or indirect placement of Shares;
- propose any increase in the share capital of the Company to any meeting of the shareholders for resolution, or vote in favor of such a proposed increase;
- cause or approve the announcement, execution or proposal of any issuance of financial instruments constituting options or warrants convertible into Shares;
- enter into any swap or other arrangement that transfers to another, in whole or in part, the economic risk of ownership of Shares, whether any such transaction described in the frist bulletpoint above or this bulletpoint is to be settled by delivery of Shares or such other securities, in cash or otherwise;
- enter into a transaction or perform any action economically similar to those described in above.

The foregoing restrictions shall not apply to (i) the IPO Capital Increase (ii) the Greenshoe Capital Increase and (iii) a capital increase from the authorized capital in the amount of up to 10% of the share capital of the Company, which is carried out after the expiry of a minimum of 3 months after the first day of trading of the Shares on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*). In addition, the foregoing shall not apply to (i) transfers to Affiliates of the undersigned, (ii) pledges, charges or any other security interest granted to the Sole Global Coordinator or its Affiliates, (iii) any transfers of Shares pursuant to enforcement of any pledge entered into in accordance with (ii), and (iv) any transfers of Shares received by the Sole Global Coordinator or its Affiliates in accordance with (iii) and this (iv), provided in each case that such transferee(s) agree(s) towards the Sole Global Coordinator to be bound by the same lock-up undertaking. The foregoing further shall not apply if tax liabilities incur in connection with claims of the Shareholders under incentive programs or arisen in connection with any (allowed) disposal of Shares, but only insofar as the sale of Shares is necessary to pay such tax liabilities. The foregoing shall further not apply to the tender, sale and transfer of Shares in a public offer for the Shares regardless of whether the public offer is subject to the provisions of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) or not.

If, in the course of the Offering and taking into account the Existing Shares not subject to a lock-up commitment, the proportion of the free float in the share capital of the Company after completion of the Offering does not reach at least 10%, the Sole Global Coordinator may waive the lock-up obligation under this Letter vis-à-vis the members of the Management Board and the Company's shareholders (the latter excluding the Lending Shareholder and the members of the Management Board) to the extent necessary to ensure a free float of 10%. A corresponding waiver shall be declared to the members of the Management Board and the Company's shareholders (the latter excluding the Lending Shareholder and the members of the Management Board) on a pro rata basis in accordance with their respective shareholding in the Company at the time of the waiver.

d) Company's remaining existing shareholders

The Company's remaining existing shareholders, i.e. the members of the management team with exception of Mr. Laubenheimer and Mr. Barten, each agreed in their own name, towards the Sole Global Coordinator that during the period commencing on the date of their respective declarations and ending twelve (12) months after the Listing, they will neither directly nor indirectly (in the case of the last six (6) months of the period, without the prior written consent of the Sole Global Coordinator, which consent may not be unreasonably withheld or delayed):

- offer, pledge, allot, sell, contract to sell, sell any option or contract to purchase, purchase any option to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of any Shares or any other securities of the Company, including securities convertible into or exercisable or exchangeable for Shares;
- cause or approve the announcement, execution or implementation of any increase in the share capital of the Company or a direct or indirect placement of Shares;
- propose any increase in the share capital of the Company to any meeting of the shareholders for resolution, or vote in favor of such a proposed increase;
- cause or approve the announcement, execution or proposal of any issuance of financial instruments constituting options or warrants convertible into Shares;
- enter into any swap or other arrangement that transfers to another, in whole or in part, the economic risk of ownership of Shares, whether any such transaction described in the frist bulletpoint above or this bulletpoint is to be settled by delivery of Shares or such other securities, in cash or otherwise;
- enter into a transaction or perform any action economically similar to those described above.

The foregoing restrictions shall not apply to any capital increases in connection with the IPO. In addition, the foregoing shall not apply to (i) transfers to affiliates (as defined in Rule 501(b) of Regulation D under the U.S. Securities Act of 1933, as amended, of the undersigned (ii) pledges, charges or any other security interest granted to the Sole Global Coordinator or its affiliates, (iii) any transfers of Shares pursuant to enforcement of any pledge entered into in accordance with (ii), and (iv) any transfers of Shares received by the Sole Global Coordinator or its affiliates in accordance with (iii) and this (iv), provided in each case that such transferee(s) agree(s) towards the Sole Global Coordinator to be bound by the same lock-up undertaking. The foregoing shall further not apply to the tender, sale and transfer of Shares in a public offer for the Shares regardless of whether the public offer is subject to the provisions of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) or not.

If, in the course of the Offering and taking into account the Existing Shares not subject to a lock-up commitment, the proportion of the free float in the share capital of the Company after completion of the Offering does not reach at least 10%, the Sole Global Coordinator may waive the lock-up obligation under this Letter vis-à-vis the members of the Management Board and the Company's shareholders (the latter excluding the Lending Shareholder and the members of the Management Board) to the extent necessary to ensure a free float of 10%. A corresponding waiver shall be declared to the members of the Management Board and the Company's shareholders (the latter excluding the Lending Shareholder and the members of the Management Board) on a pro rata basis in accordance with their respective shareholding in the Company at the time of the waiver.

14. Selling Restrictions

a) General

The distribution of the Prospectus and the sale of the Offer Shares may be restricted by law in certain jurisdictions. No action has been or will be taken by the Company or the Sole Global Coordinator to permit a public offering of the Offer Shares anywhere other than in Germany or the transmission or distribution of the Prospectus into any other jurisdiction, where additional actions for that purpose may be required.

Accordingly, neither the Prospectus nor any advertisement or any other offering material may be distributed or published in any jurisdiction other than in Germany, except in compliance with any applicable laws and regulations. Persons into whose possession the Prospectus comes are required to inform themselves about and observe any such restrictions, including those set out in the following paragraphs. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

b) United States

The Company does not intend to register either the Offering or any portion of the Offering in the United States, or to conduct a public offering of Shares in the United States. The Offer Shares are not and will not be registered pursuant to the provisions of the Securities Act or with securities regulators of individual states of the United States. The Offer Shares may not be offered, sold or delivered, directly or indirectly, in or into the United States. There will be no public offer of the Offer Shares in the United States. The Offer Shares may at no time be offered, sold, exercised, pledged, transferred or delivered directly or indirectly, to or within the United States. The Offer Shares will be offered and sold only in "offshore transactions" in accordance and compliance with the exemptions under Regulation S. The Offer Shares have not been, and will not be, registered under the Securities Act.

c) EEA

In the member states of the EEA, no offer of Offer Shares to the public has been or will be made, except for (i) the Public Offering in Germany and (ii) any offers of Offer Shares in any member state of the EEA in accordance with the following exceptions under the Prospectus Regulation:

- to any legal entity which is a "qualified investor" as defined in Article 2 lit. e) of the Prospectus Regulation; or
- to fewer than 150 natural or legal persons per member state of the EEA (other than "qualified investors" as defined in Article 2 lit. e) of the Prospectus Regulation), subject to obtaining the prior consent of the Sole Global Coordinator for any such offer; or
- in any other circumstances falling within Article 1 para. 4 of the Prospectus Regulation.

For the purposes of the Prospectus, the expression "offer to the public" in relation to any Offer Shares in any member state of the EEA means a communication to persons in any form and by any means, presenting sufficient information on the terms of the Offering and the Offer Shares, so as to enable an investor to decide to purchase or subscribe to Offer Shares, including any placing of Offer Shares through financial intermediaries.

d) United Kingdom

In the United Kingdom, no offer of Offer Shares to the public has been or will be made, except:

- to qualified investors as defined under Article 2 of the UK Prospectus Regulation; or
- to fewer than 150 natural or legal persons (other than qualified investors as defined in Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the Joint Global Coordinators for any such offer; or
- in any other circumstances falling within section 86 of the Financial Services and Markets Act 2000, as amended ("**FSMA**"),

provided that no such offer of the Offer Shares shall require the Company or the Sole Global Bookrunner to publish a prospectus pursuant to Section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this paragraph, the expression "offer of Offer Shares to the public" in relation to the United Kingdom means a communication to persons in any form and by any means of sufficient information on the terms of the Offering and any Offer Shares, so as to enable an investor to decide to purchase or subscribe to Offer Shares, including any placing of Offer Shares through financial intermediaries and the expression "**UK Prospectus Regulation**" means the Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

In the United Kingdom, this Prospectus is only addressed and directed to:

- investors who have professional experience in matters relating to investments falling within Article 19 para.5 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended ("**Order**");
- investors who are high net worth entities falling within Article 49 para. 2 lit. a) through d) of the Order; and
- other persons to whom it may otherwise lawfully be communicated

(all such persons together being referred to as "**Relevant Persons**").

In the United Kingdom, the Offer Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire Offer Shares in the United Kingdom will only be engaged in with, Relevant Persons. Any person in the United Kingdom who is not a Relevant Person should not act or rely on this Prospectus or any of its contents.

15. Dilution

Immediately prior to the Offering, VZB and the management team of the Company hold 100% of the Existing Shares and voting rights in the Company. Following completion of the Offering and assuming (i) full placement of the maximum number of New Shares, (ii) full exercise of the Greenshoe Option (i.e. the execution of the Greenshoe Capital Increase for all 45,000 Greenshoe Shares) and (iii) assuming, that the existing shareholders do not subscribe for any Offer Shares, the shareholding and thus also the voting rights of the current shareholders of the Company will be reduced by 11.0% to 89.0%.

As of 31 December 2021, the net book value of the Company (equity i.e., total assets less total provisions and total liabilities) amounted to EUR 4,489,202.07, and would amount to EUR 1.12 per Existing Shares based on 4,000,000.00 outstanding Existing Shares immediately prior to the Offering.

The dilutive effect of the Offering is illustrated in the table below, demonstrating the amount by which the Offer Price exceeds the net book value per share after completion of the Offering and assuming the Offering had been completed on 31 December 2021. In this respect, the net book value as of 31 December 2021 is adjusted for the effects of the successful completion of the Offering, assuming (i) the execution of the IPO Capital Increase for the maximum number of New Shares, i.e. 450,000 New Shares, (ii) the execution of the Greenshoe Capital Increase for all 45,000 Greenshoe Shares as well as (iii) an increase in the net book value by EUR 5.62 million (assuming placement of all New Shares at the mid-point of the Price Range and not taking into account any tax effects).

The adjusted net book value is expressed as a per share figure, assuming 4,495,000 Shares outstanding upon completion of the Offering (this per share figure being referred to as "**Post-IPO Equity**"):

	As of 31 December 2021 (unaudited) (in EUR, unless stated otherwise)
Net book value per share[1]	1.12
Gross proceeds from the Offering (in EUR million)	6.93
Estimated total costs of the Offering (in EUR million)[2]	1.31
Net proceeds from the Offering (in EUR million)	5.62
Post-IPO- Equity (in EUR million)	10.11
Post-IPO-Equity per share	2.25
Amount by which the offer price exceeds the Post-IPO Equity per share (immediate dilution of new shareholders of the Company)	11.75
Percentage by which the offer price exceeds the Post-IPO Equity per share (in %)	83.9
Amount by which the Post-IPO Equity per share exceeds the net book value per share immediately prior to the Offering (immediate accretion to the existing shareholders of the Company)	1.13
Percentage by which the Post-IPO- Equity per share exceeds the net book value per share immediately prior to the Offering (in %)	100.9

1 Based on 4.000.000 outstanding Existing Shares immediately prior to the Offering and a net book value of the Company in an amount of EUR 4,489,202.07 as of 31 December 2021, shown as total equity in the audited financial statements of the Company as of 31 December 2021.

2 Including underwriting and placement commissions payable to the Sole Global Coordinator and assuming payment of the discretionary fee in full.

VI. GENERAL INFORMATION ON THE COMPANY

1. Registered Office, Financial Year, duration of the Company, Corporate Purpose

The Company is a stock corporation (*Aktiengesellschaft*) under German law which has been incorporated in Germany and is subject to the laws of Germany. Thus, the AktG as well as other laws applicable to a German stock corporation (*Aktiengesellschaft*), in particular the German Transformation Act (*Umwandlungsgesetz* – "**UmwG**") and the HGB, apply to the Company. Since the Shares will not be admitted to trading on a regulated market (*regulierter Markt*), the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz* –"**WpÜG**") and material parts of the WpHG do not apply to the Company.

The Company's registered office is located in Berlin, Germany. The Company's registered business address is Joachimsthaler Straße 12, 10719 Berlin, Germany. The Company is registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Charlottenburg (Berlin), Germany, under the registration number HRB 239815 B and has the LEI 894500I5AVB9R40O7H42. The Company can be contacted via phone at +49 (0) 30 403 691 500. The Company's website is https://www.ev-digitalinvest.de/. Information contained on the Company's website is not incorporated by reference in this Prospectus and is not part of this Prospectus.

The Company's legal name is "EV Digital Invest AG". The Company operates on the market under the commercial name "ENGEL&VÖLKERS DIGITAL INVEST".

The financial year corresponds to the calendar year. The duration of the Company is not limited to any predetermined period.

According to the Articles of Association, the Company's notices are published in the German Federal Gazette (*Bundesanzeiger*).

Notices in connection with the approval of the Prospectus or any supplements thereto will be published in accordance with the Prospectus Regulation, in the manner of publication provided for in the Prospectus, that is, through publication on the Company's website.

According to Section 2 of the Articles of Association, the object of the Company is any form of financing and investments, in particular in connection with real estate. This may also include the offering of financing or investments in other assets. This includes the operation, further development, marketing and distribution of an internet-based ecosystem in the segment of platform financing and investments as well as the participation in real estate projects and real estate companies. This includes, in particular, the direct and indirect investment in corporations or partnerships that own real estate or plan to acquire real estate. In addition, the management of the Company's own assets, including the establishment, assumption and acquisition of shares in companies as well as the management of participations entered into, shall be the object of the Company's business. The Company shall be entitled to engage in any kind of business and to take any measures which are related to the purpose of the Company or which appear to be directly or indirectly beneficial to it. This may include, among other things, the assumption and performance of services for other companies, including project management and consulting tasks. The Company may realize the object of the Company itself, through subsidiaries and associated companies or through other enterprises. It may also establish branches and permanent establishments in Germany and abroad. Activities which require a financial supervisory or insurance supervisory permit, approval, authorization or similar (collectively “**Permit**”) shall not be the object of the Company, unless a corresponding Permit has been granted. The Company may limit itself to fulfilling the object of the Company only in part.

2. The Creation and Historical Development of the Company

The Company was founded by articles of association (*Gesellschaftsvertrag*) dated 5 May 2015 under the company name “EVC Crowdinvest GmbH” as a German limited liability company (*Gesellschaft mit beschränkter Haftung*) and registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Pinneberg, Germany, under registration number HRB 11885 PI with its registered office in Quickborn, Germany.

Following a transfer of the registered office to Berlin, Germany, the Company was registered with the Commercial Register under registration number HRB 188794 on 7 August 2017.

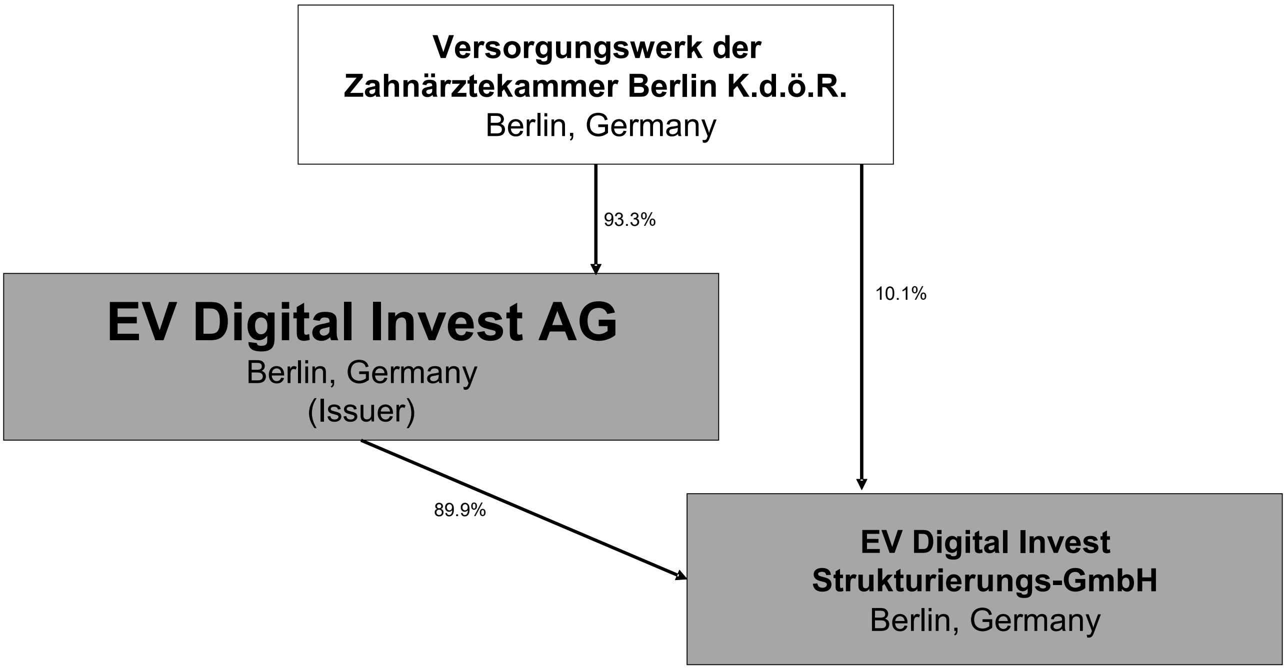
By resolution of the Company’s shareholders’ meeting (in its former legal form as German limited liability company (*Gesellschaft mit beschränkter Haftung*)) (*Gesellschafterversammlung*) of 10 June 2020 the name of the Company was changed to “EV Digital Invest GmbH”. The name change was registered with the Commercial Register on 15 June 2020.

On the basis of a resolution of the Company’s shareholders’ meeting (in its former legal form as German limited liability company (*Gesellschaft mit beschränkter Haftung*)) (*Gesellschafterversammlung*) on 16 February 2022, the Company’s share capital was increased from EUR 25,000.00 by EUR 3,975,000.00 to EUR 4,000,000.00 by converting a partial amount of EUR 3,975,000.00 of the capital reserve reported in the Company’s financial statements as of 31 December 2021 into share capital (*Kapitalerhöhung aus Gesellschaftsmitteln*) (“**Company Funds Capital Increase**”). The implementation of the Company Funds Capital Increase was registered with the Commercial Register on 23 February 2022.

On 28 February 2022, the shareholders' meeting of the Company (in its former legal form as German limited liability company (*Gesellschaft mit beschränkter Haftung*)) (*Gesellschafterversammlung*) resolved upon the change of the legal form (*Formwechsel*) of the Company from a German limited liability company (*Gesellschaft mit beschränkter Haftung*) into a German stock corporation (*Aktiengesellschaft*) (“**Transformation**”). The Transformation to “EV Digital Invest AG” was registered with the Commercial Register under the registration number HRB 239815 B on 15 March 2022.

3. Group Structure

The Company is the parent company of EVDI, consisting of the Company and EVDIS as its sole subsidiary. As of the date of the Prospectus, the Company holds 89.9% and VZB holds 10.1% of the share capital and voting rights of EVDIS. VZB as a major shareholder of the Company and holds 93.3% of the share capital and voting rights of the Company.



EVDIS is a German limited liability company (*Gesellschaft mit beschränkter Haftung*) under German law having its registered office in Berlin, Germany, and is registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Charlottenburg (Berlin), Germany, under the registration number HRB 203141 B. EVDIS's registered business address is Joachimsthaler Straße 12, 10719 Berlin, Germany.

EVDIS was registered with the initial company name "EVC Crodwinvest Strukturierungs-GmbH" with the Commercial Register under registration number HRB 203141 on 22 January 2019. The financial year of EVDIS corresponds to the calendar year. The duration of EVDIS is not limited to any predetermined period.

EVDIS provides subordinated loans for the Pre-Financing and Co-Financing. A revolving credit facility agreement dated 29 January 2019 exists between EVDIS and VZB (for further details see Section "*VII. 4. lit. b) Revolving credit facility agreement with VZB*").

VII. BUSINESS

1. Principal Activities

a) Overview

The vision of EVDI is being the quality-leader platform in the field of digital real estate investing.

As operator of EVDI's online investment platform "Engel & Völkers Digital Invest", EVDI is active in the field of real estate financing, addressing two different customer groups: capital seeking real estate companies, who are seeking financing for their real estate projects, and private investors, who are seeking investment opportunities in real estate projects and who can – via EVDI's online investment platform provide the financial capital for the financing of the real estate projects of the real estate companies. For this purpose, the Company operates an online investment platform in the sense of a credit marketplace for subordinated loans on its website https://www.ev-digitalinvest.de.[2]

As a full-service financier, EVDI accompanies Real Estate Companies on request through all phases of the project, from securing the land – even before planning permission is granted – to refurbishment. This includes both classic project development and existing properties. In financial year 2021, 75% of the volume which the Company financed were project developments (unaudited figure from the Company's internal reporting as of 31 December 2021). Accordinmg to its current planning the Company intends in medium to long term to increase the volume of portfolio holdings approximately to the same proportion as the project developments, i.e. to approximately 40% each and to be active in the senior loan and/or whole loan segment with an additional 21%. Depending on the needs, they support in individual phases or accompany throughout the entire project period. Real Estate Companies remain flexible in their choice of broker partners, as they can either use their own brokers or EVDI's broker network.

EVDI is seeking to connect online Investors and Real Estate Companies on its online investment platform. Online Investors have access to this online investment platform through EVDI's website or through the free app available in the Appstores, which EVDI has developed itself. By this the traditionally B2B (business-to-business) financing market (financing institutions grant financing to Real Estate Companies) is extended to a B2C (business-to-consumer) market (Online Investors provide financing directly to Real Estate Companies). In the Company's opinion, investing in real estate has shown lucrative in the past for investors and currently still is. However, the Company observes that the real estate industry lacks transparency. High minimum investments and high fees make it (hardly) impossible for private investors to invest in single real estate projects. In the Company's opinion the industry's complex laws, regulations, and taxes lead to a high barrier of entry for private investors, further solidifying the dependence on these intermediaries and creating an inaccessible market. Therefore, private investors can hardly access this asset class directly. That is the reason, EVDI simplifies the way investors can participate in real estate projects. EVDI's goal is to provide properly selected and attractive investment opportunities on a user-friendly and innovative online investment platform, in a way, that even small investor can invest in large real estate projects, with a minimum investment of EUR 100.

2 Information contained on the Company's website is not incorporated by reference in this Prospectus and is not part of this Prospectus.

Via the online investment platform, Online Investors can grant qualified subordinated loans to capital seeking companies for a specific project within an individually defined period of time announced on the online investment platform. Each investment opportunity is presented as part of a campaign and has an individually determined maximum amount, so-called investment limit, which may not be exceeded as the total amount of the individual investments of all Online Investors within the campaign. As part of its business model, EVDI targets Real Estate Companies with real estate projects within a financing range for mezzanine capital from EUR 1 million to EUR 50 million. Currently up to EUR 6 million can be financed through EVDI per debtor and per year and for excess demand not covered by other means of the Real Estate Company, EVDI can involve partners. In the years 2017 – 2021, financing in the range of up to 12 million was provided by EVDIS together with its cooperation partner Engel & Völkers Capital. Giving the usual portion of mezzanine capital in real esate projects, project volumes of up to EUR 300 million can be represented. The loan is a subordinated loan with a so-called qualification clause, meaning that the subordinated loan is treated similar to equity in case of (threatening) insolvency. In the event of insolvency end also before insolvency, lenders of subordinated loans are serviced only after other debtors (such as banks). As compensation for the higher risk, those subordinated investors receive a higher interest rate for the same project than senior debt investors. Depending on the individual risk class of the project, investors receive interest rates between 4.0% and 7.0% p.a. in the current market condition on EVDI's online investment platform, while Real Estate Companies on the other hand pay between 8.0% and 14.0% interest p.a.

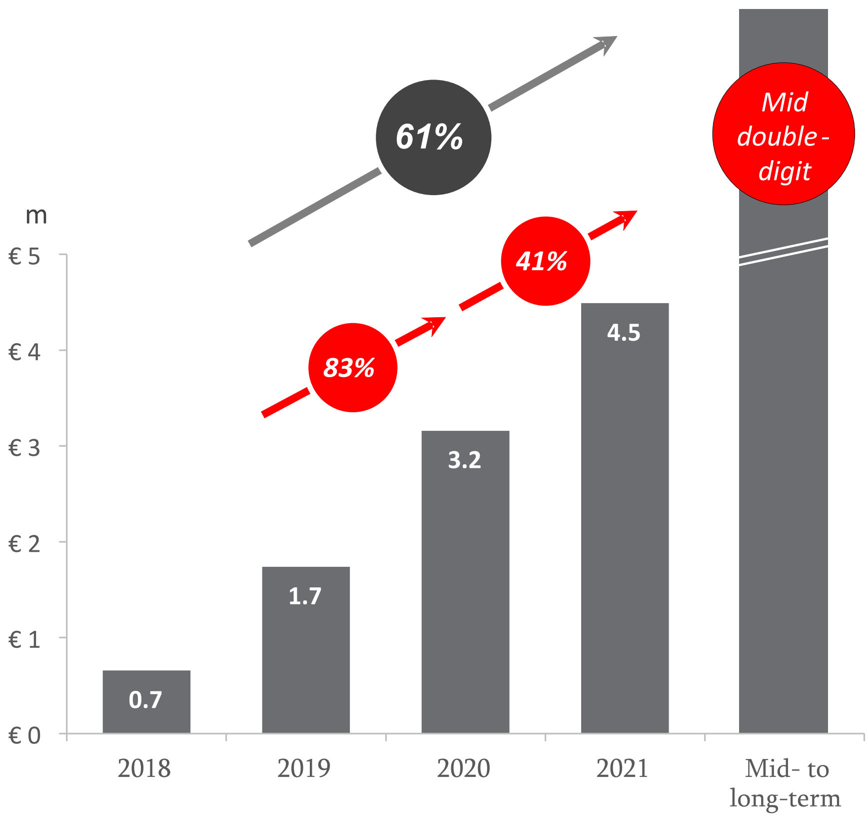
The subordinated loans brokered via the online investment platform qualify legally as debt capital for the Real Estate Company. The subordinated loans do not comprise a participation of the Online Investors in the capital seekers share capital. Rather, the Online Investors are entitled to a final repayment claim in the amount of the subordinated loan granted as well as interest on the subordinated loan amount in accordance with and subject to the terms of the respective subordinated loan agreement.

As of the date of the Prospectus, the operational business activities of EVDI are carried out by the two existing group companies: the Company and EVDIS, the Company's sole subsidiary. The Company holds 89.9% of the shares in EVDIS, 10.1% are held by VZB, the main shareholder of the Company, holding 93.3% in the Company's share capital and voting rights. The Company operates the crowdinvesting platform "Engel & Völkers Digital Invest". EVDIS supports the online investment platform by grating the subordinated loans for the Pre-Financing and Co-Financing and refinancing itself for this, currently through an agreement with VZB. Apart from this business activity, EVDIS has no further operational business.

As of 31 December 2021 EVDI had financed around 151.65 million project volume in 64 projects; of these, 32 projects had already been repaid, five even ahead of schedule (unaudited figures from the accounting departmend of the Company). In the course of its business activities EVDI through these project financing generated a total income of EUR 4.49[3] million in total in the financial year 2021, with a growth of revenue of 41% in the financial year 2021.

3 The total income corresponds to the sum of revenue and other operative income in the audited unconsolidated financial statements of the Company as of and for the financial year ended 31 December 2021.

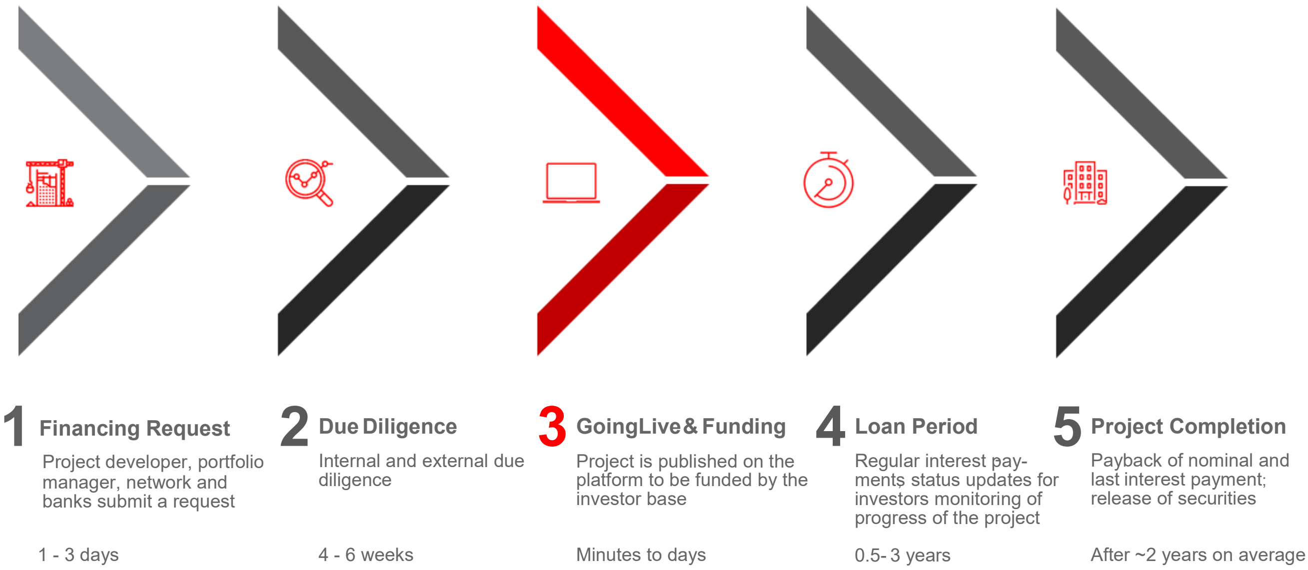
The following chart shows the historical development of the Company's total income and the development of the Company's total income expected by the Company in mid- to long-term. The total income is derived from the Audited Financial Statements and is equal to the sum of the positions „Revenue" and „Other operating Income" in the respective income statements of the Audited Financial Statements (see in this context chapter "*IV. 10. Alternative performance measures*" and chapter "*X. 5. Alternative Performance Measures*"). The development is displayed in absolute figures as well as in relative terms by yearly growth rates for the years 2019, 2020, and 2021 and by the CAGR[4] from 2019 to 2021 (as defined in chapter "*IV. 7. Presentation of certain Financial Information*"; also see in this context chapter "*IV. 10. Alternative performance measures*" and chapter "*X. 5. Alternative Performance Measures*"). The yearly total income increased from year to year (2018: EUR 0.7 million; 2019: EUR 1.7 million; 2020: EUR 3.2 million; 2021: EUR 4.5 million). From 2019 to 2020 the increase of total income was 83% and from 2020 to 2021 41% (both figures in the red circles), which leads to a CAGR from 2018 to 2021 of 90% and from 2019 to 2021 of 61% (figure in the dark grey circle). The Company's ambition is to continue the growth path by achieving year to year mid double digit growths rates of in average between 25% and 75%.



4 Alternative performance measures as defined in the guidelines issued by the European Securities and Markets Authority on 5 October 2015 on Alternative Performance Measures.

b) Stages of projects

A financing project of EVDI consists of several workstreams which are described below.



1) Financing Request

In a first step capital seeking real estate companies or financial brokers directly contact the Company's sales team or register online on the Company's website. This stage usually takes one to three days. Those leads can be the result of cold calling or already established relationships of the sales team, EVDI management or EVDI network (including its current shareholders) or generated via various marketing activities or word-of-mouth recommendation or outbound sales. In order to start the project cycle, a financing request can be submitted by project developers, portfolio managers and banks directly to the responsible sales agent or online via the Company's website using an internet form, giving first basic information about the real estate project the interested Real Estate Company is seeking to finance. The internet form will be directed to a respective sales agent in order to review the information. The sales agent works as a first filter in the multi-stage selection process EVDI runs to decide whether a project will be financed.

The project should fulfil these basic requirements:

- Financing of project development or acquisition of real estate;
- Residential or commercial real estate or special real estate in metropolitan areas like storage parks or serviced apartments;
- Preferably German locations;
- Financing volume: EUR 1 million to EUR 50 million;
- Project volume: up to EUR 300 million;
- Term: six to 36 months.

In the case, the request fulfills the basic requirements and the sales agent initiates the evaluation process by requesting the required documentation for reviewing the economic viability of the project.

2) Due Diligence

In the course of the subsequent internal and external due diligence each project is analyzed in a concept developed by EVDI specifically for project financing and investment properties. The due diligence stage usually takes four to six weeks.

All criteria are being evaluated by EVDI itself and as a second independent opinion by external industry leading experts. The internal analysis by EVDI utilizes the know-how from EVDI, such as the comprehensive research material of EVDI and contacts of the Engel & Völkers network. Afterwards a project assessment is carried out by external experts. Thus, EVDI does not rely solely on its own know-how in the decision-making process, but also draws on the expertise of independent, specialized partners.

The analysis covers four categories profitability of the project, the market and location of the respective real estate object, the planning and execution of the construction as well as a background check of the capital seeking company. In each category, the investment projects receive a score between 0 and 800.

With the help of this scoring, EVDI estimates the risk of capital allocation and determines the amount of interest accordingly (the higher the risk associated with an investment, the higher the interest). The Company does not market financing for projects that score less than 250 points in the analysis due to the very high risk.

The following table provides an overview of the different scores a project can reach:

Resulting overall score	**Range of the scores in points**	**Average investor yield**	**Number of projects financed**[1]
AA	800-700	around 4.0-5.0%	12
A	699-550	around 5.0-6.0%	49
B	549-400	around 6.0-6.5%	3
C	399-250	around 6.5-7.0%	0

[1] Company information as of 31 December 2021.

The overall presentation of the analysis is exemplary, i.e. it explains procedures only by way of example and is not conclusive. The analysis is individually tailored to each project and may differ from the procedures and contents shown hereinafter.

In particular the following subareas are examined in detail externally as a basis for EVDIs scoring decisions:

- Market and location analysis by the real estate valuation and market research company bulwiengesa appraisal GmbH ("**bulwiengesa**");
- Technical project analysis especially regarding planning and execution of the construction by the consulting firm CBRE and

- Analysis of the Real Estate Company by the auditing firm Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft (“**Mazars**”).

Details of the evaluation process

(i) Economic viability

For the question whether a project will be profitable, the costs on the one hand and the sales prices on the other hand are decisive. The Real Estate Company considers its project to be profitable, otherwise it would not want to implement it. For EVDI, it is a matter of finding out whether the Real Estate Company’s calculation is realistic or whether it has been planned too optimistically. To obtain a realistic calculation of the profitability of a project, the costs must not be underestimated and the achievable revenues must not be overestimated. In addition, time spans must be forecast realistically, since costs – for example, for service providers – typically increase the longer their service is required.

Findings in the three areas of market and location, construction projects and Real Estate Companies have an influence on costs and revenues, which are therefore not only explicitly examined by EVDI, but also with sub-assessments by specialized partners. Their results are incorporated into EVDI’s assessment of the profitability of each project.

EVDI’s assessment, based on an analysis of bulwiengesa includes:

- Construction costs;
- Incidental acquisition costs (land transfer tax, notary fees, broker commissions);
- Financing costs;
- Sales and marketing costs;
- Construction time;
- Sales prices and
- Relevant factors in the areas of market and location, construction project and Real Estate Company, which can have an influence on costs and revenues;
- Liquidity and project calculation.

(ii) Market and location

The supply of and demand for real estate projects at the respective location are decisive for the revenues that can be generated by project development. In order to be able to make a statement about this, the developments on the corresponding real estate market and on the micro and macro location must be analyzed. The criteria in connection with the macro location are the potential project being situated in a metropolitan region, a big city or another – in the view of the Company - promising location. The micro location criterium is a positive development scenario. Further location criterium is the project status, which includes procurement of building permits or approval phase as well as whether it is a plot with a started project or the phase of construction planning. In addition to the current assessment of the situation, it is often not easy to forecast how the relevant factors are likely to develop in the coming years.

EVDI's assessment, based on an analysis of bulwiengesa includes:

Sociodemographic framework conditions, e.g.:

- Population status/development (age, marital status, etc.);
- Household number;
- Income situation;
- Employment rate;

Infrastructure conditions, e.g.:

- Location character;
- Traffic connections / parking facilities;
- Retail and service offerings;
- Day care centers/schools;

Detailed real estate market analysis, e.g.:

- New construction;
- Stock;
- Housing prices;
- Vacancy rate;
- Investment market;

(iii) Construction project – planning and execution

The aim here is to examine the costs of the construction project from a technical point of view. For example, it is examined whether the building may be constructed on the site as planned, whether the construction and ancillary construction costs have been calculated correctly, and whether the projected timeframe for the construction of the project development is realistic. The calculated construction and ancillary construction costs can increase significantly if, for example, manufacturing costs (for cubature, facade, roof, etc.) have not been calculated correctly or the planning does not take into account all building code requirements (e.g. fire protection).

EVDI's assessment, based on an analysis of CBRE includes:

- Property (e.g. land register excerpt, site plan, soil survey, contracts, etc.);
- Building object (including floor plans, building description, area calculations, etc.) and
- Building application / permits.

(iv) Real Estate Company

For the success of a real estate project the know-how of the respective Real Estate Company is crucial. This ranges from the qualifications of the responsible persons to the track record of the company.

EVDI's assessment, based on an analysis of Mazars includes:

- Experience & track record of the Real Estate Company: Which projects (of the same asset class) have been carried out so far and how successfully?;
- Quality of management: How qualified and experienced are the responsible persons, especially in companies that have not yet carried out any or many projects?;
- Financial situation/creditworthiness of the respective Real Estate Company;
- Tax risks and
- Quality of controlling and documentation.

3) Going Live & Funding

After EVDI makes the final decision to finance a project and legal documentation is finalised, the project is published on the online investment platform for crowdfunding and presented to the Online Investors in a campaign. The going live & funding stage usually takes minutes to days. The campaign will provide the Online Investors with detailed information about the project, such as type of the real estate object (e.g., residential building, office), its rental status, micro and macro location of the real estate object, infrastructure, analysis of the project and financing as well as the Real Estate Company including reference projects and contact persons. In addition, the project is presented to Online Investors in a video. The information presented on the project page aims to give the Online Investors a comprehensive view on the relevant aspects of the project.
Potentially there are different financing options for a project, depending on the individual situation and requirements at the project. In most cases, a combination of Pre-, Co- and Crowd-financing is agreed on with the Real Estate Company, in a significant number of cases also without Pre-Financing. However, an important part of EVDI's concept is to offer only projects on its online investment platform to Online Investors for which no minimum financing amount obtained from Online Investors is required. This is either achieved through Pre-Financing which only needs to be repaid by the Real Estate Company at the end of the crowd funding to the extend funds were obtained from Online Investors (and any remaining portion continues for the term of the financing of the Online Investors) or because other financing means are available to the Real Estate Company for this project as a backup / alternative.

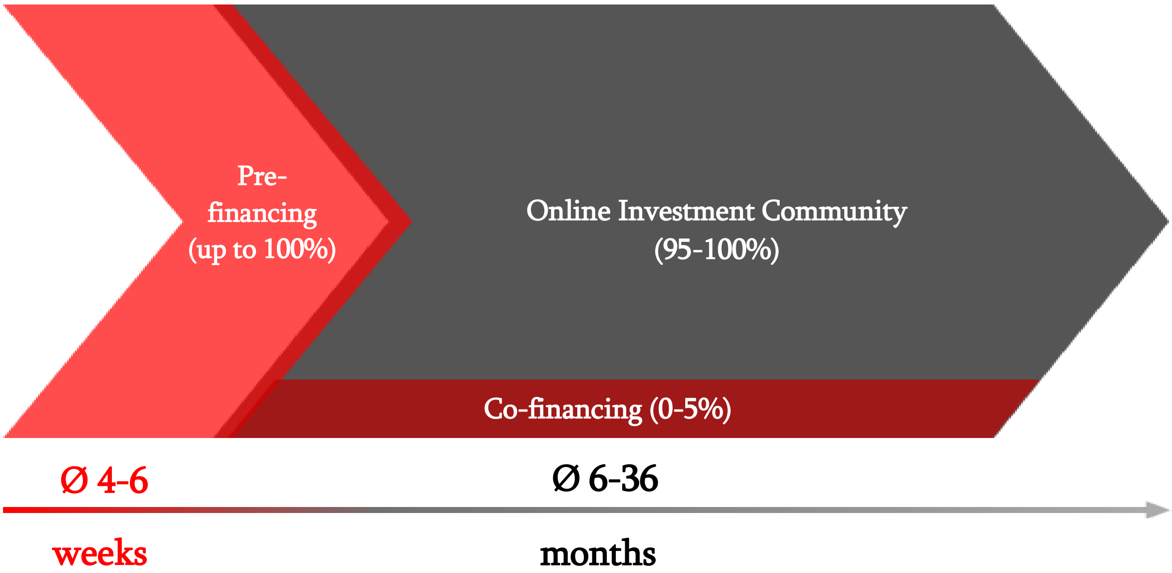
EVDI shows its own commitment to the project success by investing side by side with the investors. There are two possible ways for the side by side instrument:

1) Direct investment into the project through EVDIS parallel to the Online Investors with a certain amount which will be disbursed in the form of subordinated loans. The Co-Financing volume was around 10% of the total financing amount of the Online Investors. As the instrument was mainly an instrument to attract Online Investors to invest into online investment platform projects, and due to the fact, that investment demand of Online Investors is very high, the Company decided in 2021 to reduce the Co-Financing amount. From mid 2021 on, the amount is in general around 5%. According to the current plans of the Company, in the future the proportion of Co-Financing is planned to continue to decrease to approximately 2-3% due to increasing project volumes and demand for investment opportunities from the Online Investors.

2) Indirect participation in the online investment platform projects by shareholders - either by participation in the capital seeker's shareholder structure or by financing the project out of a shareholder's investment company (such as the Company's network partner Engel & Völkers Capital).

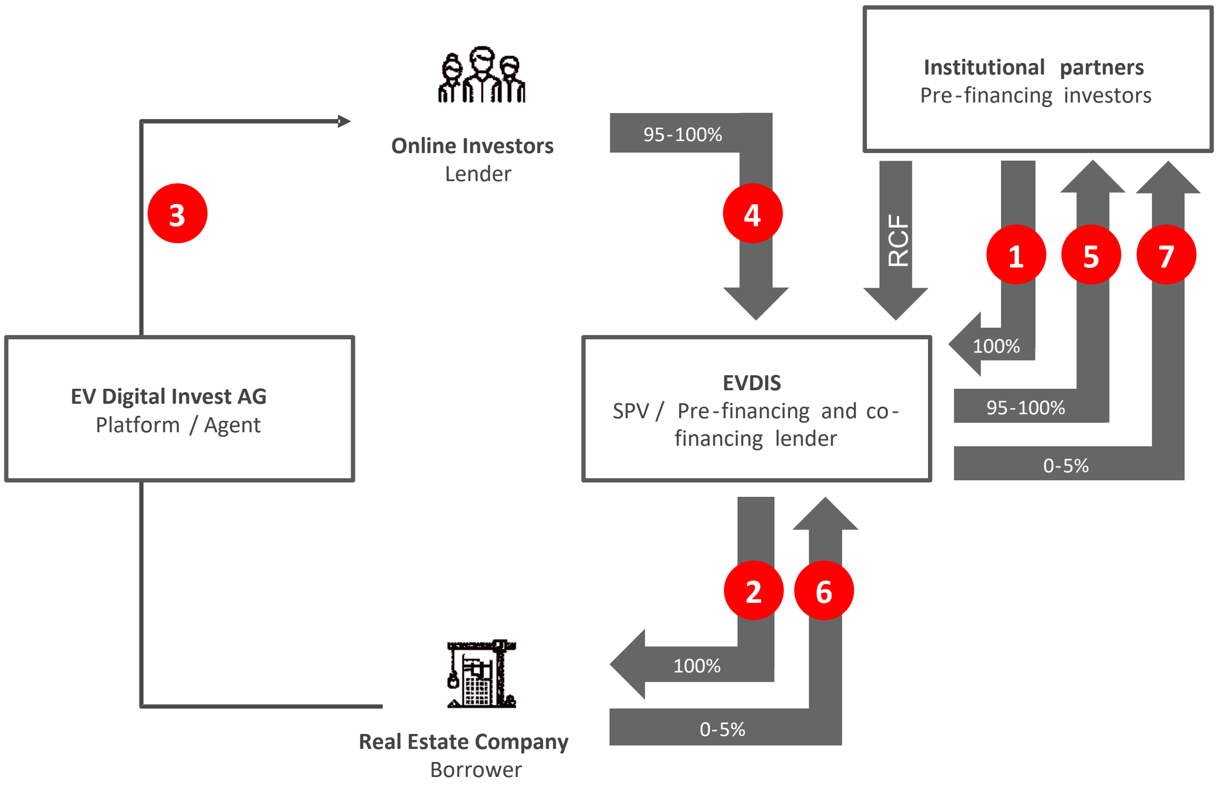
EVDIS provides the subordinated loans for Pre- and Co-Financing purposes. EVDIS as borrower is a party to a revolving credit facility agreement (*Rahmendarlehensvertrag*) with VZB as lender. Under this facility agreement the lender VZB makes available to EVDIS as borrower a loan facility for pre-funding the projects (for further details on the facility agreement see Section "*VII. 4. lit. b) Revolving credit facility agreement with VZB*").

Structure of Pre- and Co-Financing:



After an average of 4-6 weeks Pre-Financing is replaced by Online Investors-funding (to the extend Online Investors-funding is successful).

Capital flow during pre-, co- and Online Investors-financing



The following phases are carried out during an investment with regard to pre-, co- and Online Investors-financing as outlined in the chart above:

(1) Payment of the financing amount (up to 100%) for Pre-Financing and Co-Financing to EVDIS upon capital call.

(2) Financing amount received in step (1) is disbursed to the borrower by EVDIS.

(3) The Company subsequently organizes Online Investors-funding via its online investment platform.

(4) This is followed by the replacement of the Pre-Financing with funds from Online Investors-financing (to the extend the success of the crowdfunding is sufficient).

(5) To the extend (4) occurred, subordinated loans for the Pre-Financing granted by institutional investor (currently VZB) to EVDIS will be repaid.

(6) Repayment of Co-Financing by Real Estate Company at the end of its term

(7) After (6), repayment of loan amount used to finance Co-Financing by EVDI GmbH to institutional investor (currently VZB).

Payment services in connection with the subordinated loans are rendered by a third party payment service provider with the required license pursuant to the German Payment Services Supervision Law (*Zahlungsdiensteaufsichtsgesetz* – "**ZAG**"). The payment service provider is responsible for the capital transactions and manages the capital received form Online Investors as trustee until disbursement to the Real Estate Company. Secupay does not transfer the capital to the Real Estate Company until the contractually agreed conditions for disbursement have been met such as signed security contracts, proof of capital injections. Repayment is executed in the same way: the capital is transferred from the project sponsor to the payment service provider who in term distributes the funds to the Online Investors. Thus, the Company does not have access to the capital of the Online Investors at any time.

The public online financing phase lasts a maximum of 45 days or ends as soon as the financing volume has been reached. Private investors can invest between EUR 100 and a maximum of EUR 25,000 per borrower. If the financing volume has not been reached by the online investment community within 45 days, the Online Investors funding can be prolonged or the funding can be replenished accordingly by EVDIS and institutional partners, if so agreed on. All investors – even those who invested on the last day of the campaign – have a 14-day right of withdrawal. So it is not until 14 days after the end of the campaign that the exact composition of the financing structure is known. In order to be able to process a potential revocation on the last possible day and prepare the disbursement, another two days of processing time follow. Accordingly, the Real Estate Company usually cannot retrieve his subordinated loan from the payment account until 16 days after the end of the campaign.

The financing structured by EVDI typically comprises collateral in favour of Online Investors and for the Pre- and Co-Financing. Potential collateral in the business practice of EVDI for this purpose is the creation of a land charge on the property acquired for the project development, the provision of directly enforceable guarantees by the shareholders of the respective project company, the assignment of purchase price and rent receivables from the respective project, a pledge of the shares in the project company carrying out the project development, the issuance of a hard letter of comfort by the shareholders of the respective project company, the issuance of an additional funding obligation by the shareholders of the respective project company, the assurance of a tax advisor or auditor regarding the existence of sufficient equity in the opinion of EVDI, and/or the signing of an intercreditor agreement and an agreement with a so-called senior lender regarding the granting of a so-called senior loan. The type of collateral issued for a specific project is agreed with the respective Real Estate Company on a case-by-case basis. The collateral is subordinated, i.e. it cannot be enforced to the extent it will result in insolvency of the collateral grantor – only after all other creditors of the collateral grantor are satisfied the collateral may be enforced.

4) Loan Period

Until the agreed end of the term of the subordinated loan Online Investors grant the Real Estate Companies the agreed loan, to be repaid at the end of its term (subject to the subordination). The Real Estate Companies may however repay earlier in part or full. Online Investors receive (subject to the subordination) regular interest payments and updates on the project status monitored by the Company. The Real Estate Company is contractually obliged to digitally hand in controlling reports on a regular basis, which are analysed by the Company's controlling team. The Loan Period usually takes six months to three years.

5) Project Completion

At the end of the agreed term, the payback of the nominal and the last interest payment take place and the securities are released. Project Completion is usually reached after approximately 2 years on average.

d) Fees

The Company gets paid only by the Real Estate Company. There are two general revenues streams:

1. Upfront fees
2. Periodic fees

The upfront fees split up into three fee categories:

1. The structuring fee is charged for the service of financially and legally structuring the whole deal.

2. As soon as the borrower receives the loan amount from EVDIS GmbH (in case of a Pre- / Co-Financing) or otherwise the Online Investors, a brokerage fee is charged to the borrower.

3. Before that, after signing the initial term sheet, also a mandating fee is charged to cover the external project related costs such as external project due diligence, video production and visualization. The mandating fee is deducted from the brokerage fee in the moment the project is finally closed.

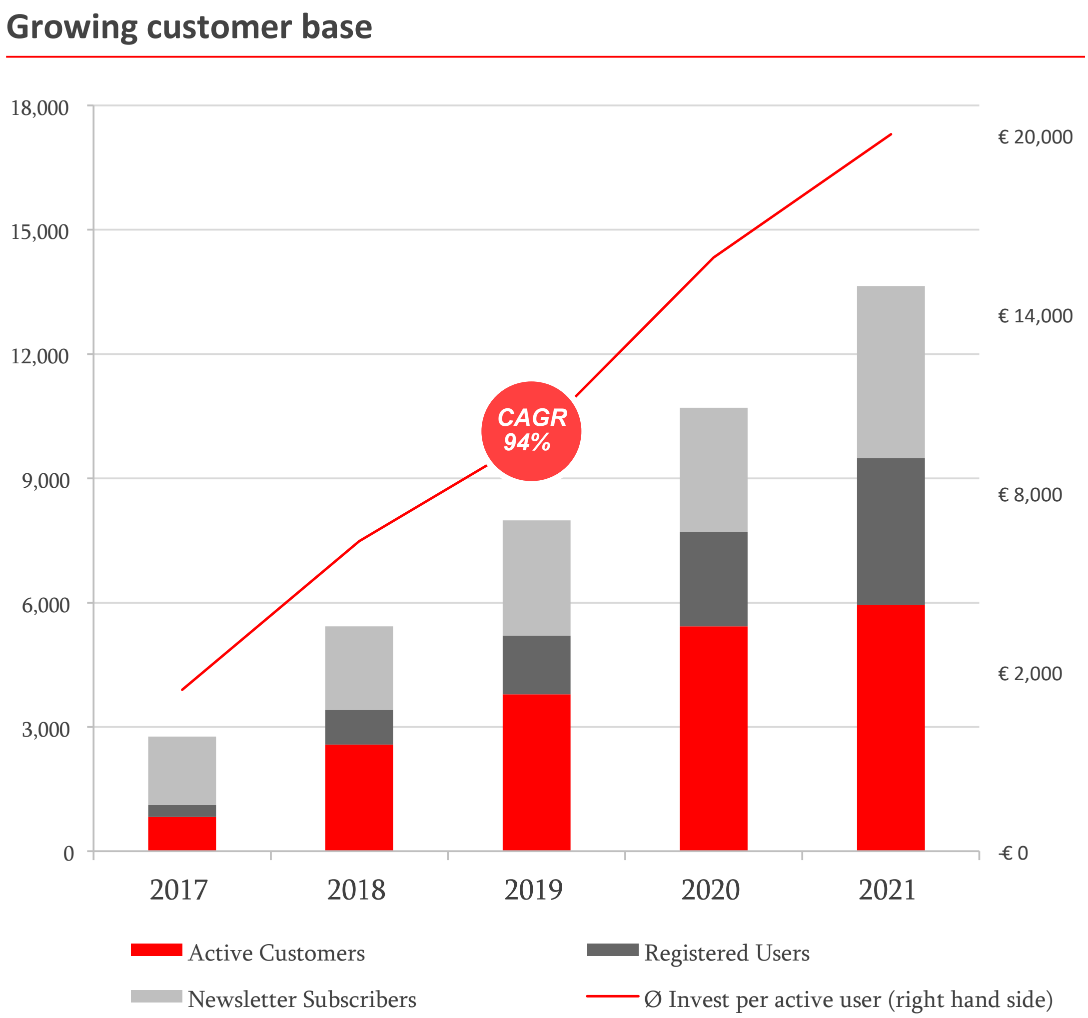
The periodic fee, called service fee, spreads periodically (quarterly) over the duration of a project. The service fee covers expanses especially for customer service, operation of the IT platform, controlling, accounting activities. The service fees guarantee a steady income stream for the Company over the project duration.

e) Investors

Investors register on the Company's website with their personal data and complete the required verification process. Once verified, an investor can choose from a variety of real estate projects, which have been chosen through an evaluation process. Each real estate property will form a stand-alone project. Registration and investments via the Company's online investment platform are basically free of charge, both for registered private investors and for institutional investors.

In collaboration with an established national media house the Company's the Online Investor structure was analyzed in October 2020. The Online Investors are in general mid age to older private individuals. They are especially brand-orientated. Usually, the Online Investors have a high or very high income. The Company distinguishes between active and inactive Online Investors. Active Online Investor are investors who invest on the online investment platform. The number of these active Online Investors is around 6,000 (unaudited figure from the Company's internal reporting as of 31 December 2021), which also shows the high average investment amount per investor. The investor structure is U-shaped: There is a large number of Online Investors investing no more than EUR 500 per project, but also a large number of Online Investors investing significant investment volumes. The latter ones have a significant higher share in the total investment amount per project. According to the company's observation on average, every active customer[5] is making eight investments, while the average amount per investment increased by 34% in 2021.

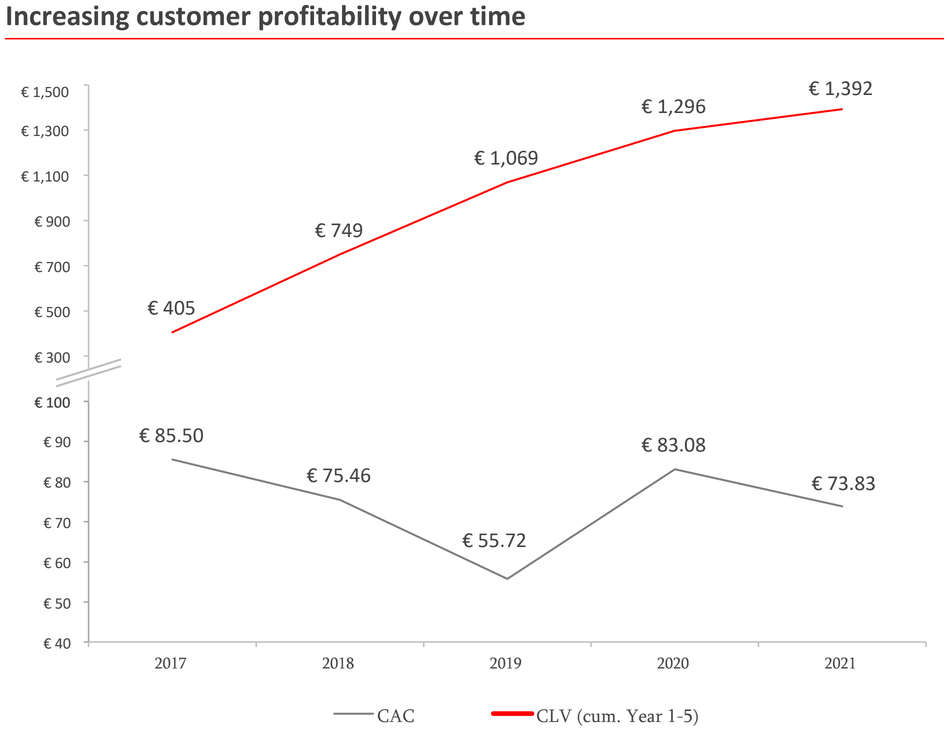
The following chart shows the continuing growth of EVDI's customer base in absolute numbers (split in active customers, registered users, and newsletter subscribers) and in terms of average investment per active user as well as in terms of CAGR (as defined in chapter "*IV. 7. Presentation of certain Financial Information*") of the development of the average investment per user from 2017 to 2021.



Source: Figures from the internal controlling of the Company

The following chart shows the acquisition costs per registered user for each year ("**CAC**") and the accumulated gross margin per user for each year on EVDI's online investment platform ("**CLV**").

[5] Active customer: fully registered user with at least one investment.



Source: Figures from the internal controlling of the Company

Anyone who registers with EVDI in accordance with the Terms of Use of the Engel & Völkers Digital Invest online investment platform (GTC) can invest money subject to the anti money laundering and other compliance checks of EVDI. Investors who are subject to United States tax regime or are not situated in the EEA area, Switzerland or the United Kingdom are not permitted for investment by EVDI as well. The private investor can invest between EUR 100 and a maximum of EUR 25,000 per investor. Investors in form of a German limited liability company (*Gesellschaft mit beschränkter Haftung*) or a German limited liability partnership with a German limited liability company as general partner (*GmbH & Co. KG*), which limited partners are also shareholders of the general partner can also make investments higher than of EUR 25,000.

The investment process starts after investors inserted their desired investment amount in the online form and accepted the corresponding contract. After that there are three options to pay:

- Online bank transfer directly on the online investment platform afterwards.
- Transfer the amount afterwards independently from EVDI to the specified bank account.
- Authorization a direct debit.

2. Regulatory Framework

In connection with running or operating of a online investment platform and the granting of (subordinated) loans, licensing obligations under the German Banking Act (*Kreditwesengesetz* – "**KWG**"), the

ZAG, the German Investment Code (*Kapitalanlagegesetzbuch* – "**KAGB**"), the German Trade Regulation Act (*Gewerbeordnung* – "**GewO**"), the German Securities Institutions Act (*Wertpapierinstitutsgesetz* – "**WpIG**"), the European Crowdfunding Service Provider Regulation (EU) 2020/1503 ("**ECSPR**") and other obligations for example under the Prospectus Regulation may come into consideration. As a general rule, the offer of asset investments (*Vermögensanlagen*) are subject to a prospectus requirement pursuant to Section 6 of the German Investment Act (*Vermögensanlagengesetz* – "**VermAnlG**"). Crowd financings up to a total value of EUR 6 million are not subject to this regulation. Investments of this type are exempt from the prospectus requirement according to Section 2a VermAnlG. However, a corresponding asset investment information sheet (*Vermögensanlageninformationsblatt*) has to be published.

The Company has a license as a financial investment broker (*Finanzanlagenvermittler*) according to Section 34f para. 1 no. 1-3 GewO to provide investment brokerage services (*Anlagevermittlung*) within the meaning of Section 1 para. 1a no. 1 KWG and investment advice (*Anlageberatung*) within the meaning of Section 1 para. 1a no. 1a KWG within the scope of the scope exemption of Section 2 para. 6 sentence 1 no. 8 KWG since March 2017. It is registered in the broker register (*Vermittlerregister*) according to Section 11a para. 1 GewO under the registration number D-F-140-B3J7-14. EVDIS, the sole subsidiary of the Company, which provides the prefinancing in the form of subordinated loans, is not licensed as financial investment broker.

EVDI is subject to different regulatory regimes in connection with its activities as financial investment broker (*Finanzanlagenvermittler*). Since EVDIS grants loans only as subordinated loans, EVIDS is not subject to the regulatory requirements for the lending business pursuant to Section 1 para. 1 no. 2 KWG according to the current administrative practice of BaFin.

Regulatory framework for security token

Security token are subject to requirements of the MiFiD, as they qualify as financial instruments in this regard and are further currently regulated within the scope of KWG, WpIG and WpHG. Tokenized financial investments are to be qualified as securities sui generis and are to be assessed according to the WpPG, which may, inter alia, result in the requirement to publish a securities prospectus. However, these regulatory requirements mainly apply to the company of security tokens and not the entities that, ultimately, only provide services related to the issuance of security tokens.

Regulatory framework for electronic securities

In June 2021, the German legislator introduced a new law that is intended to lead to further digitalization of the securities sector. The German Electronic Securities Act (*Gesetz über elektronische Wertpapiere* – "**eWpG**") enables the issuance of bearer bonds, mortgage bonds and certain fund units in digital form. While the eWpG does not address registered bonds, registered securities or negotiable instruments, in principle, any bearer commitment can be the subject of an electronic security. However, tokenized debt securities are covered by the eWpG.

There are two types of electronic securities: crypto securities pursuant to Section 4 para. 3 eWpG and central register securities pursuant to Section 4 para. 2 eWpG. Central register securities are issued via central registers, which may be maintained by a custodian (depository bank) or by securities clearing and deposit banks (central securities depositories such as Clearstream) pursuant to Section 12 para. 2 eWpG. Crypto securities, on the other hand, are issued via a crypto securities register pursuant to Section 16 para. 1 eWpG. With regard to the crypto securities register a new licensing requirement under the KWG was also introduced. Prior written permission from BaFin will be required for the maintenance of a crypto securities register.

In addition, crypto securities are considered equivalent to securities within the meaning of the German Securities Deposit Act (*Depotgesetz*), so that the custody and administration of crypto securities constitutes a custody business requiring a license pursuant to Section 1 para. 1 sentence 2 no. 5 KWG or Section 2 para. 3 no. 1 WpIG.

Regulatory framework for financial investment brokers

Since 1 January 2013, financial investment broker require a license under trade law to provide advice on or broker financial investments such as units or shares in domestic open-ended investment funds, open-ended EU investment funds or foreign open-ended investment funds, units or shares in domestic closed-ended investment funds, closed-ended EU investment funds or foreign closed-ended investment funds operated in accordance with the KAGB or investments within the meaning of the VermAnlG in accordance with Section 34f GewO. A license pursuant to Section 34f GewO is required for the professional brokerage and provision of advice regarding to the extent of the exemptions regulated in Section 3 para. 1 sentence 1 no. 11 WpiG or Section 2 para. 6 sentence 1 no. 8 KWG. The license to act as a financial investment broker authorizes both, investment brokerage and investment advisory services. Requirements for a license are, inter alia, reliability, orderly financial circumstances, proof of professional liability insurance and proof of the necessary expertise. Financial investment brokers are required to be registered with the register of brokers (*Vermittlerregister*) pursuant to Section 11a GewO immediately after commencing their activities.

Financial investment brokers have to comply with the provisions of the applicable version of the Financial Investment Brokerage Regulation (*Finanzanlagenvermittlungsverordnung* – "**FinVermV**"), such as, inter alia, general conduct requirements, status-related information requirements, information requirements to investors on compensation, benefits, risks, costs, incidental costs and conflicts of interest, advertising requirements, information sheet requirements and other organizational and disclosure requirements. They are supervised by commercial offices (*Gewerbeämter*) or the chambers of industry and commerce (*Industrie- und Handelskammern*).

Regulatory Framework for Investments under the VermAnlG

As a general rule, the offer of asset investments (*Vermögensanlagen*) are subject to a prospectus requirement pursuant to Section 6 VermAnlG. The VermAnlG provides an exemption from the prospectus requirement for crowd financings up to a total value of EUR 6 million within twelve months. Such investments are exempt from the prospectus requirement according to Section 2a VermAnlG. However, a corresponding asset investment information sheet (*Vermögensanlageninformationsblatt*) has to be published. The asset investment information sheet may only be published after the German Federal Financial Supervisory Authority has agreed to its publication.

Investments which are subject to that exemption may only be distributed in form of investment advice or investment brokering on an online investment platform which is obliged to control that the total investment amount of an investor in investments of the same company may not exceed (i) EUR 1,000, (ii) EUR 10,000 in case that the investor has investments in cash deposits or financial instruments of at least EUR 100,000 or (iii) the amount equal to twice its monthly net-income according to its own statement, but limited in any case to EUR 25,000.

Regulatory Framework for Crowdfunding

Crowdfunding services within the European Union are further regulated by the ECSPR, which has been directly applicable in the EU since 10 November 2021 with an interim period of one year.

The ECSPR sets out uniform rules and minimum requirements for the provision of investment-based and lending-based crowdfunding services related to business financing via crowdfunding platforms. Crowdfunding platforms are defined under the ECSPR as publicly accessible internet-based information systems operated or managed by a crowdfunding service provider. Specifically, the ECSPR establishes common supervision, information (including requirements for the key investment information sheet) and transparency requirements, specific requirements with respect to non-sophisticated investors as well as an independent licensing requirement, which takes precedence over the licensing requirements under Section 34f GewO and Section 15 WpIG for the services regulated therein. Regulatory supervision of crowdfunding providers will be carried out by BaFin. Crowdfunding services subject to the licensing requirement under the ECSPR include the brokerage of loans or placements without firm underwriting obligations, as well as the acceptance and transmission of customer orders of transferable securities and instruments eligible for crowdfunding purposes. Pursuant to Article 2 para. 1 lit. b ECSPR loans are defined, among other things, as unconditionally repayable. According to BaFin's current administrative practice, subordinated loans are not considered to be unconditionally repayable, since subordinated loans are distinguished by their equity-like liability function. Against the background that this rationale will also be transferable to the ECSPR, the brokerage of subordinated loans via crowdfunding platforms will probably not fall under the scope of the ECSPR will continue to be subject to the provisions of the VermAnlG as well as Section 34f GewO and the FinVermV. In contrast, subordinated loans that are securitized within the meaning of Article 2 para. 1 lit. m ECSPR in conjunction with Article 4 para. 1 no. 44 MiFID II (e.g., through tokenization) will fall under the scope of the ECSPR.

However, the ECSPR does not apply to crowdfunding offers with an equivalent value of more than EUR 5,000,000. The threshold is calculated on a period of twelve months. Against this background, EVDI would be subject to the requirements of the ECSPR if it brings together the business financing interests of investors and a project owner by brokering loans or placing without a firm underwriting commitment as well as the acceptance and transmission of customer orders of transferable securities and instruments eligible for crowdfunding purposes and the respective investment amount of the project does not exceed EUR 5,000,000. Since EVDI currently brokers unsecuritized subordinated loans, it is not likely to fall under the scope of ECSPR.

In addition, within the framework of Directive (EU) 2020/1504, an extension of the exemption provision of Article 2 para. 1 MiFID II, which requires implementation into national law, is made, according to which crowdfunding services shall no longer be included in the scope of MiFID II. Moreover, the German legislator has introduced a law accompanying the implementation of ECSPR and implementing the requirements provided by the Directive EU 2020/1504 on European crowdfunding service providers which provides provisions both for liability of the project owner and the crowdfunding operator for missing or false or misleading and inaccurate information provided in the key investment information sheet (c.f. Section 32c and Section 32d WpHG) and for the imposition of fees for violations of the ECSPR requirements.

Regulatory framework for tied agents

A tied agent is any entity, which does not conduct any banking business within the meaning of Section 1 para. 1 sentence 2 KWG and provides investment services that comprise only investment broking, placement business or investment advice solely for the account and under the liability of a CRR credit institution or an investment firm domiciled in Germany or operating in Germany in accordance with Section 70 para.1, 71 para. 4 WpIG or Section 53b para. 1 sentence 1 or subsection 7 KWG. Tied agents are permitted to provide investment brokerage and advice as well as operate placement business for account and under the liability of a CRR credit institution or an investment firm if they are registered with BaFin by their respective CRR institution or investment firm, Section 3 para. 2 WpIG or Section 2 para. 10 KWG. They generally do not require a permit as financial investment broker pursuant to Section 34f para. 3 no. 4 GewO or a license pursuant to Section 32 KWG as they do not qualify as investment firm (*Wertpapierinstitut*) under the WpIG or as financial services institution (Finanzdienstleistungsinstitut) under the KWG.

BaFin maintains a public register in which tied agents are identified as such as soon as a notification to BaFin has been made. Under the scope of the WpIG, BaFin may also instruct the company assuming liability for the tied agent to maintain the register with respect to its tied agent, Section 3 para. 2 sentence 6 WpIG.

Tied agents are not subject to ongoing supervision by BaFin, but are subject to institutional supervision. The liable entity has to bear the responsibility for the activities of any tied agent. According, inter alia, to Section 28 WpIG or Section 25e KWG the liable entity has, as part of its organizational duties, to make sure that its tied agents are reliable and professionally suitable, comply with legal requirements when providing financial services, and inform its customers of its status before entering into the business relationship or, in the event of termination of the status, inform the customer thereof without delay. The liable entity is required to keep the necessary evidence of the fulfilment of its obligations at least until the expiry of five years after the end of the status of the tied agent.

Possible regulatory changes

Over the past several years German and EU legislators have i.e. increased their focus in inter alia the regulation of financial investment brokers. Regulatory reforms currently considered may continue to increase the extend of regulation for running a crowdinvesting platform and providing services as an investment broker and impose additional compliance obligations and costs on EVDI involved with those industries. It is expected that the level of regulatory scrutiny to which EVDI is subject will continue to increase. A number of regulatory reforms that have been recently introduced or proposed may require EVDI to alter their businesses or operating activities, which could be time-consuming and costly and may impede EVDI's growth. Some of the new measures are proposals that are under discussion and that are subject to revision and interpretation.

The German legislator has incorporated the Directive (EU) 2019/2034 on the prudential supervision of investment firms and amending Directives 2002/87/EC, 2009/65/EC, 2011/61/EU, 2013/36/EU, 2014/59/EU and 2014/65/EU ("**IFD**") into German law via the introduction of the WpIG. Since the exemption of Section 3 para. 1 no. 11 WpIG corresponding to the provision of Section 2 para. 6 sentence 1 no. 8 KWG does apply with regard to EV Digital Invest AG as long as the services and products provided by EVDI are within the scope of these exemptions, EVDI is not subject to the regulatory requirements of the WpIG.

Furthermore in September 2020 the European Commission presented a draft for comprehensive regulation of the markets in crypto assets ("**MiCA**"), which, as a regulation, will be direct applicable in all member states of the European Union and is supposed to regulate crypto assets by providing differentiated and detailed rules for e.g. Bitcoin, Ethereum, stable coins like Libra and Tether as well as utility tokens. In addition it includes a proposal for a pilot regime in distributed ledger technology market infrastructures, a proposal for digital operational resilience and a proposal to clarify or amend certain related EU financial services rules. However, under the current version of the regulation, Security tokens will not covered by MiCA. In the context of MiCA, crypto assets are defined as digital representation of value or rights which may be transferred and stored electronically, using distributed ledger technology or similar technology.

MiCA establishes minimum disclosure requirements for the issuance and admission to trading of crypto assets, the authorization and supervision of crypto-asset service providers, the custody and administration of crypto-assets on behalf of third parties, the operation of a trading platform for crypto-assets, the exchange of crypto-assets for fiat currency that is legal tender, the exchange of crypto-assets for other crypto-assets, the execution of orders for crypto-assets on behalf of third parties, placing of crypto-assets, the reception and transmission of orders for crypto-assets on behalf of third parties and providing advice on crypto-assets, and issuers of asset-referenced tokens and issuers of electronic money tokens, the operation, organization and governance of issuers of asset-referenced tokens, issuers of electronic money tokens and crypto-asset service providers, consumer protection rules for the issuance, trading, exchange and custody of crypto-assets and measures to prevent market abuse to ensure the integrity of crypto-asset markets. Even though tokenized debt securities as security token qualify as tradable securities and therefore are currently not subject to MiCA, MiCA is still at a drafting stage. Therefore, it cannot be ruled out that the scope of MiCA will be extended to security tokens by the time it comes into force. This could lead to group entities being subject to new regulatory requirements under MiCA in particular regarding the running of a crowdinvesting platform for tokenized debt securities. It is expected that MiCA will enter into force in 2022 with a transitional period of 18 months. Regulatory supervision shall be carried out by the competent national supervisory authorities, which would be BaFin for Germany, or the European Banking Authority (*EBA*).

In addition the German legislator has planned to subject financial investment brokers to the supervision of BaFin and to incorporate the corresponding regulatory requirements into the KWG so-called "*Gesetz zur Übertragung der Aufsicht über Finanzanlagenvermittler auf die Bundesanstalt für Finanzdienstleistungsaufsicht*". It was planned that this change in connection with the draft law would take place successively from 1 January 2021. However, the law has not been passed. Nevertheless, it cannot be ruled out that such a change will occur in the future.

Changes in the regulatory and legal framework are not limited to regulatory reforms, but can also arise from the evolving interpretations of the regulatory laws by regulators and supervisory authorities (e.g. the European Banking Authority (*EBA*), BaFin or the European Central Bank (*ECB*), commercial offices (*Gewerbeämter*) or the chambers of industry and commerce (*Industrie- und Handelskammern*)). The evolving interpretation can change the way how regulatory requirements are applied which can have negative effects on EVDI.

3. Corporate Strategy

a) Further strengthening "Engel & Völkers Digital Invest" as a brand in digital finance market

EVDI positions itself in market sectors real estate, alternative finance, and platform economy, in order to deliberately position itself diversely. The - in the opinion of the Company - strong "Engel & Völkers" brand gives the Company an advantage in terms of trust for Online Investors and the real estate industry, which means that it can provide optimum support for the growth course that the Company is aiming for. This is already reflected in the online investment community. In Germany alone, high-volume projects are financed in the shortest possible time (millions of EUR regularly in minutes), so that the framework conditions are in place to expand the in the targeted manner and to affirm and expand its market position in the market for online investment platforms in the field of digital real estate investing.

b) Expanding the market reach with real estate companies and growing online investment community to scale EVDI's business model

The number of financings, real estate companies as clients and Online Investors shall be expanded through a combination of measures like new products, new technology, internalization, inorganic growth, and new marketing channels. While EVDI had in the past a very strong focus on cost efficient performance marketing channels it now plans to expand use of other marketing channels like print, out-of-home events, and potentially TV in the next years while at the same time continuing and even increasing the marketing spend for performance marketing channels, i.e. especially search engine advertising and social media marketing. This shall provide overall more financing projects as well as a growth of the online investment community. A larger online investment community will allow EVDI to realize a higher number of projects at the same time as well as higher financing amounts per financing which will increase economies of scale as the majority of EVDI's costs per financing are independent from the financing volume and have rather a fixed cost character.

c) Acceleration of growth

EVDI intends to accelerate its growth by implementing a three pillar strategy, based on the following three pillars:

New products to broaden EVDI's portfolio

EVDI is already working on technical as well as organizational measures which will allow a wider product range with a lower risk structure than loans with qualified subordination. EVDI plans to increase the financing volume per financing and to add more asset classes within real estate sector. Therefor EVDI will change the contractual design of the financings for the real estate to enable it to fully finance real estate projects (e.g. through whole loans) and to provide more financing products and alternatives to real estate companies (e.g. senior- and junior loans). It is planned that this includes the utilisation of the new German eWpG-legislation, which allows issuance of fully digital securities, as well as utilisation of product structures enabled by ECSPR. Therefore, EVDI is currently planning to apply for a ECSPR license in the future. On the side of the Online Investors EVDI is planning to add products along the investment processes on the platform, e.g. an automatic (re-) investment application in new financings based on preselected criteria or a secondary market, which allows the Online Investors to trade their investments/assets between each other.

New technology of innovative financial products for early positioning in a market with great growth prospects

In terms of technology EVDI is already working on a solution for a blockchain-based tokenization of real estate financing projects jointly with different service providers. The token-based securities are planned to be held in the wallets of an independent, renowned custodian provider for the investors. In combination with smart contracts this creates a digital, globally accessible custody account – independent of traditional custodian that increases projects to a maximum of EUR 8 million. Investors can trade their digital securities with other investors directly, thus more easily. Direct trading avoids the ongoing fees of other third parties. There are also plans to implement a system that allows an automatic reinvestment of funds in new projects, to improve the micro services for quicker and safer IT development implementations and to work with artificial intelligence and to further enhance mobile applications for Online Investors which is intended to especially increase market reach in a younger target audience.

More exposure in the Spanish market and other markets for a wider reach of EVDI's services

While the current regional focus of EVDI is majorly in Germany with some selected financings for real estate objects in Spain, it is planned over the next years to expand its regional footprint in the Spanish market and potentially as well into the Austrian market. EVDI can draw on the expertise and the international network of “Engel & Völkers” in this context and enhanced regulatory setups of EVDI may support that expansion in the future. It is planned to intensify the market presence in Spain by strategic partnerships and/or local representatives in the region. For its future internationalization, the Company will benefit from a European Crowdfunding License (ECSP license), which is planned to work towards to in near future.

d) Inorganic growth to accelerate EVDI’s planned measures

To realize the strategy, it might be opportunistic to potentially acquire a small number of relevant target companies to broaden the product offering and increasing the integration of EVDI’s value chain. This can support the expansion of the online investment community as well as EVDI’S network of customers within the real estate industry. Inorganic growth can add complementary technology to EVDI’s online investment platform and may realize obtaining necessary (regulatory) licenses for relevant markets or innovative products.

4. Material Agreements

a) Trademark License Agreement with Engel & Völkers Marken GmbH & Co. KG

The Company is licensee under the License Agreement dated 5 March 2020 regarding the following trademark registrations:

- Union trademark No. 018134058 „ENGEL & VÖLKERS“, applied for on 8 October 2019, registered on 22.05.2020 for services in classes 35, 36, 38, and 43;

- IR trademark registration No. 1515313 „ENGEL & VÖLKERS“, applied for and registered on 6 November 2019, based on the above Union trademark for Switzerland and Liechtenstein for services in classes 35, 36, 38, and 43.

The trademark license entitles the Company to use these trademarks in the field of crowdfinancing, only. “Crowdfinancing according to the License Agreement comprises the provision of services exclusively in direct connection with the initiation, conception, launch, distribution, management and liquidation of self-structured capital investment products and loans for the financing of real estate and real estate projects exclusively in connection with the brokerage to a large number of investors (so called swarm or online investment community) via an electronic platform. This includes, in particular, the right to appear in business transactions using the contractual trademarks.

Other areas like „Capital“ or „Finance“ are licensed to third parties. The licensed territory is limited to Germany, Austria, Switzerland, Liechtenstein and Luxembourg. The license is limited to the term of the License Agreement. The place of performance of the licensed activity is decisive for the assignment to the contractual territory, which is determined in particular on the basis of the domain of the electronic platform and the regulatory provisions applicable in the individual case.

The term of the License Agreement is 30 years. It automatically renews for one year terms each, in case not terminated six months prior to the expiry of the then pending term. Amongst other rights for termination for good cause Engel & Völkers Marken GmbH & Co. KG may terminate the License Agreement for good cause, if a certain kind of competitor of Licensor as defined in the license agreement, acquires a direct or indirect participation in the Company.

License fees of 3% on all direct and indirect revenues of the Company through the use of the contractual trademarks has to be paid. In 2020, the minimum license fee was EUR 25,000, in 2021 the minimum license fee was EUR 40,000, in 2022 the minimum license fee will be EUR 60,000 and in 2023 and the following years the minimum license fee is EUR 75,000, all plus VAT, if applicable.

In case VZB no longer holds at least 50% of the shares and/or controlling interests in the licensee, the Company has to implement a risk management system and maintain such system. Risk controls have to be executed, then. If the Company fails to execute the required risk management system, the contract would be terminable.

The Company agrees not to compete with Engel & Völkers Marken GmbH & Co. or its affiliates. Competition in this respect means direct own or indirect activity outside the crowdfinancing sector for a company affiliated with Engel & Völkers Marken GmbH & Co. KG or for a company affiliated with a company of the Engel & Völkers group of companies within the meaning of Sections 15 et seq. AktG, for a company of the Engel & Völkers group of companies affiliated with Engel & Völkers Marken GmbH & Co. KG or its licensees or franchisees, whether independently or dependent, directly or indirectly, for its own account or for the account of a third party, occasionally or commercially, in the case of direct activity, e.g. through its own company or in the form of a participation or sub-participation, dormant partnership or in a comparable manner. In case of investments in companies in the form of securities traded on the stock exchange or acquired for the purpose of capital investment, this applies as soon as this shareholding exceeds 1% in such companies.

b) Revolving credit facility agreement with VZB

EVDIS as borrower is a party to a revolving credit facility agreement (*Rahmendarlehensvertrag*) with VZB as lender ("**Facility Agreement**"). The Facility Agreement is originally dated 29 January 2019 and was last amended on 16 March 2022. Under the Facility Agreement, VZB (who is a minority shareholder of EVDIS and the main shareholder of the Company) makes available to EVDIS a loan facility of EUR 37.5 million as of the date of the prospectus. On 30 April 2022 the loan facility will contractually be reduced to 34.5 million. The loan facility may be used to pre-fund crowdfunding projects. It may be drawn in tranches of EUR 200,000.00 at minimum. There is no draw-down obligation.

Draw-down requests must be accompanied by information on the findings of a due-diligence review of the project that is to be funded. The Lender has an investment committee that finally decides whether or not a craw-down request is accepted.

The Facility Agreement provides for a commitment fee of 4% p.a. on all amounts not drawn. Drawn amounts bear interest at a rate specified in the relevant draw-down request, which generally matches the interest rate offered to Online Investors but is at 4% p.a. at minimum. In case of default, the interest rate is increased by 5 percentage points. Commitment fees and interest are payable quarterly in arrears.

The term of the Facility Agreement is until 27 May 2022, and the Facility Agreement is conditional on VZB remaining a shareholder of EVDIS. The Facility Agreement may potentially be prolonged by the parties in the future and may also be amended in the future from time to time as it has already been amended several times in the past. If the Facility Agreement will be prolonged it is currently planned to reduce loan facility amount. The term of individual loans made available under the Facility Agreement is as specified in the relevant draw-down request; voluntary prepayment is permitted in minimum amounts of EUR 200,000.00.

The Facility Agreement provides for customary events of default.

5. Material Investments

The Company has – except for new office equipment and the reconstruction of the office space during the renovation of the offices in 2020 that increased the balance sheet position “Other equipment, operating and office equipment” as of 31 December 2020 by EUR 62,711.00 to a total of EUR 76,214.00 compared to the previous year – made no material investments since the financial year 2019 up to the date of this Prospectus. There are no material investments of the Company that are in progress or for which firm commitments have already been made.

6. Governmental, legal and arbitration proceedings

From time to time, EVDI is affected by claims and lawsuits in connection with its ordinary business activities. The Company is, however, not aware of any governmental, legal or arbitration proceedings (whether pending or threatened) which may have, or have had, a significant effect on EVDI’s financial position or profitability during the past twelve months.

7. Employees

As of the date of the Prospectus, EVDI employs 46 people thereof seven in the area of sales, nine in the area of risk analysis, nine in the area of IT, seven in the area of marketing/campaign management and twelve in the area of operations/service functions) as well as two members of the Management Board.

In the period covered by the historical financial information, EVDI employed the following number of people on an annual average and as of the respective 31 December[6]:

[6] Employee calculation according to respective accounting standard and therefore incl. full-time employees, part-time employees, working students and interns.

Financial year 2019:
19 employees annual average (all in Germany), and 27 employees as of 31 December (thereof five in the area of sales, seven in the area of risk analysis, four in the area of IT, four in the area of marketing/campaign management and seven in the area of operations/service functions) as well as two members of the Management Board;

Financial year 2020:
28 employees annual average (all in Germany), and 29 employees as of 31 December (thereof five in the area of sales, five in the area of risk analysis, five in the area of IT, six in the area of marketing/campaign management and eight in the area of operations/service functions) as well as two members of the Management Board;

Financial year 2021:
37 employees annual average (all in Germany), and 42 employees as of 31 December (thereof seven in the area of sales, nine in the area of risk analysis, nine in the area of IT, six in the area of marketing/campaign management and eleven in the area of operations/service functions) as well as two members of the Management Board.

8. Research and Development, Intellectual Property, Domains

a) Research and Development

Since the business model of EVDI does not require any research and development activities as it can mainly operate adopting commonly used best practices in its core business areas, there are no current research and development activities of EVDI.

b) Trademarks and Licenses

EVDI does not own any trademarks. The Company is a licensee to the License Agreement with Engel & Völkers GmbH & Co. KG as described in "*VII. 4. Material Agreements*“.

c) Domains

As of the date of the Prospectus, the Company is the legal and beneficial owner of various domains, including the following domains which it regards as material to the business of EVDI:

- www.ev-digitalinvest.de; and
- www.ev-capital.de.

9. Insurance coverage

The Company has taken out a number of insurance policies that are customary in its industry such as a professional liability insurance for the performance of the activity as a financial investment broker and cover all entities of EVDI. These insurance policies contain market-standard exclusions and deductibles.

The Company regularly reviews the adequacy of EVDI's insurance coverage and considers its insurance coverage market standard customary in its industry. There is, however, no guarantee that EVDI will not suffer any losses for which no insurance coverage is available or that the losses will not exceed the amount of insurance coverage under existing insurance policies.

The Company has also taken out a directors and officers ("**D&O**") insurance policy that covers the current and future members of the Management Board and Supervisory Board, with a market standard coverage including various sub-limits depending on the specific nature of claims. The D&O insurance provides for a deductible for all members of the Management Board in line with the AktG.

VIII. MARKET AND COMPETITION

1. Principal Markets and Market Factors

Macroeconomic situation

Based on the observation of the Company, the COVID-19 pandemic continues to have a tangible impact on almost all economy sectors and severely curtailed both manufacturing industry as well as services sector. Increasing vaccination rates in the major industrialized nations and additional economic stimulus programs are expected to contribute to an economic stabilization. According to the IMF, access to vaccines is the most important means of counteracting the spread of the virus and thus stabilizing the national economy. New mutations can rapidly aggravate financial conditions, for example by reassessing monetary policy prospects.[7]

As stated by current forecasts, global gross domestic product ("**GDP**") is expected to have already grown by appr. 6% in 2021 compared to the previous year. For 2022, global economic growth is forecasted at around 4.9% compared to the previous year.[8] [9] The German Council of Economic Experts predicts that GDP in Europe, will increase by 4.1% in 2022.[10] The GDP of Germany, the Company´s focus market, is expected to increase by 4% in 2022.[11]

After the COVID-19 crisis led to a renewed decline in economic output at the beginning of 2021, the German economy recovered again in the second as well as in the third quarter of 2021. This was mainly due to higher private and government consumer spending.[12]

The COVID-19 pandemic marked the end of the 14-year rise in employment figures Above all, the extended regulations on short-time work are likely to have prevented redundancies.[13] Although the employment figures are still below pre-covid level there is a significant positive trend.[14]

Overall, the Company therefore does not expect relevant declines in the investment activities of private investors, one of the main customer groups of EVDI.

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7 Source: International Monetary Fund, World Economic Outlook Update, Fault Lines Widen in the Global Recovery, July 2021, https://www.imf.org/en/Publications/WEO/Issues/2021/07/27/world-economic-outlook-update-july-2021

8 Sources for both sentences: Statista, Wachstum des weltweiten realen Bruttoinlandsprodukts (BIP) von 1980 bis 2023, https://de.statista.com/statistik/daten/studie/197039/umfrage/veraenderung-des-weltweiten-bruttoinlandsprodukts/

9 Source for both sentences: International Monetary Fund, World Economic Outlook Update, Fault Lines Widen in the Global Recovery, July 2021, https://www.imf.org/en/Publications/WEO/Issues/2021/07/27/world-economic-outlook-update-july-2021

10 Source: Sachverständigenrat, Konjunkturprognose 2021 und 2022, 17. März 2021, https://www.sachverstaendigenrat-wirtschaft.de/konjunkturprognose-2021.html

11 Source: Sachverständigenrat, Konjunkturprognose 2021 und 2022, 17. März 2021, https://www.sachverstaendigenrat-wirtschaft.de/konjunkturprognose-2021.html

12 Source for the whole paragraph: Statistisches Bundesamt, Pressemitteilung Nr. 532 vom 25. November 2021, https://www.destatis.de/DE/Presse/Pressemitteilungen/2021/11/PD21_532_811.html

13 Source for the whole paragraph: Statistisches Bundesamt, Pressemitteilung vom 14. Januar 2021 020/21 https://www.destatis.de/DE/Presse/Pressemitteilungen/2021/01/PD21_020_811.html

14 Source: Statistisches Bundesamt, Pressemitteilung Nr. 532 vom 25. November 2021, https://www.destatis.de/DE/Presse/Pressemitteilungen/2021/11/PD21_532_811.html¸ Statistisches Bundesamt, Pressemitteilung Nr. 524 vom 16. November 2021 https://www.destatis.de/DE/Presse/Pressemitteilungen/2021/11/PD21_524_13.html

Real estate investment market

The real estate investment market is defined as the aggregation of real estate assets that is held as investment for the purpose of delivering a mix of income and returns, financed by a mix of equity and debt. Typically, the real estate assets are professionally managed and are structured within portfolios.[15]

According to the MSCI market report of 2021, the real estate investment market continues to grow despite the COVID-19 pandemic.[16] Whereas multiple branches were affected negatively through the pandemic this market proved to be stable and increased its size to USD 10.5 trillion worldwide.[17] The German market grew steady over the last couple of years and holds a market size of USD 684 billion in 2020, becoming the fourth largest real estate market behind the United States, Japan and the United Kingdom.[18]

This trend continued and reached a new record in 2021 with EUR 110.6 billion invested in the German real estate market. EUR 58.8 billion were invested in commercial properties, EUR 51.8 billion in residential real estate. Residential real estate is the top priority for investors. In the current interest-rate environment this asset class is regarded as lucrative alternative to bonds. Last year alone, 89% of the invested capital came from existing real estate – which represents the highest number since 2015, but also project developments are in the focus of investors with around EUR 5.6 billion invested in 2021.[19]

The real estate market growth in Germany can be found in several areas. According to studies and opinions of experts in the industry such as CBRE, PricewaterhouseCoopers ("**PwC**") or BNP Paribas Reals Estate, growth course especially in premium locations such as Berlin, Munich, Frankfurt, Stuttgart, Rhine-Ruhr and Hamburg will continue dynamically.[20]

EVDI diversifies its project types. Thus according to the Company, as of 31 December 2021 8% of its projects belonged to the asset class Commercial, 11% to the asset class Hotel/Tourism, 11% to the asset class Logistics, 17% to the asset class Office and 53% to the asset class Residential.

The Empirica housing market forecast study also highlights the continuous annual demand for apartments in these premium locations. Experts currently expect demand for new apartments to reach 300

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15 Source: MSCI (2021). Real Estate Market size: 2020/21 https://www.msci.com/documents/10199/a4535e8e-3b0d-f34d-4a0b-dc73058f7469, p. 27

16 Source: MSCI (2021). Real Estate Market size: 2020/21 https://www.msci.com/documents/10199/a4535e8e-3b0d-f34d-4a0b-dc73058f7469, p. 3

17 Source: MSCI (2021). Real Estate Market size: 2020/21 https://www.msci.com/documents/10199/a4535e8e-3b0d-f34d-4a0b-dc73058f7469

18 Source: MSCI (2021). Real Estate Market size: 2020/21 https://www.msci.com/documents/10199/a4535e8e-3b0d-f34d-4a0b-dc73058f7469

19 Source for the whole paragraph Savills Research, Market in Minutes, Investmentmarkt Deutschland, 6. Januar 2021, https://www.savills.de/research_articles/260049/323505-0

20 Source for the whole paragraph: BNP Paribas Real Estate, At a Glance Q4 2021, Investmentmarkt Deutschland, 31. Dezember 2021, https://www.realestate.bnpparibas.de/marktberichte/investmentmarkt/deutschland-at-a-glance; PwC, Emerging Trends in Real Estate®: Europe 2022, https://www.pwc.de/de/real-estate/emerging-trends-in-real-estate.html; CBRE, Rekordvolumen am Immobilieninvestmentmarkt Deutschland zeichnet sich für 2021 ab, 6.Juli 2021, https://news.cbre.de/rekordvolumen-am-immobilieninvestmentmarkt-deutschland-zeichnet-sich-fuer-2021-ab/

to 400,000 apartments per year. However, only 293,000 new apartments were completed in 2019. Demand for apartments will continue accordingly.[21]

If this demand is not met, there will be a shortage of living space, which lead to an increase in rental prices in the past. Based on this, it can be assumed that the market for real estates and project developments will continue to grow continuously for the next years.[22]

In addition to the rising commercial real estate market, the market for office properties has stabilized. According to the office market overview report of Jones Lang LaSalle a regained willingness to invest in office properties has been noticed. Although the quota for vacant office space is expected to increase from 4.5% in Q3 2021 to more than 5% in 2022, revenues and prices for office spaces in the top 7 locations in Germany stayed stable and even increased partly. Depending on the further development of the Covid-19 pandemic, it is expected that the demand for office properties increased by 9% in these locations comparing 2020 to 2021.[23]

In addition to the office and residential property market, another asset class is enjoying strong demand – the logistics property market. In 2021 the volume of investment in this sector increased by 24% compared with the previous year. A total of EUR 9.9 billion was invested in almost 300 transactions.[24]

The real estate market is also driven by the general market environment. Whereas the economic growth in Germany was around 2.5% in 2021, the market growth is expected to grow 2022 by approx. (+3.7%).[25]

As already described, the real estate market is growing continuously, which also results in an increased demand for real estate financing. This trend is reflected in a CAGR (as defined in chapter "*IV. 7. Presentation of certain Financial Information*") of 6.1% of global invertible capital over the period 2013-2019 Combined with the 6.3% increase in global financial assets, investment capital is expected to continue to grow in the coming years.[26]

According to the MSCI real estate market report of 2021, in 2020 capital for long term real estate investments grew in Germany by 3.1% making Germany fourth place of the MSCI annual global annual property index. The combination of significant capital growth, the increase in permanent investment and an overall asset value growth of 3.3% for Germany in 2020 underlines that the demand for investment opportunities will continue to grow in the future.[27]

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21 Source for the whole paragraph: empirica ag, Wohnungsmarktprognose 2021/22, Regionalisierte Prognose in drei Varianten mit Ausblick bis 2030, August 2020, https://www.empirica-institut.de/fileadmin/Redaktion/Publikationen_Referenzen/PDFs/empi256rb.pdf, pp. 3-6

22Source: Statistisches Bundesamt, Pressemitteilung Nr. 593 vom 22. Dezember 2021, https://www.destatis.de/DE/Presse/Pressemitteilungen/2021/12/PD21_593_61262.html

23 Source for the whole paragraph: See JLL (2021). Büromarktüberblick: Positive Erwartung schlägt aktuelle Lage. In Bueromarktueberblick-JLL-Deutschland.pdf, pp. 2-5

24 Savills Research, Market in Minutes, Investmentmarkt Deutschland, 6. Januar 2021, https://www.savills.de/research_articles/260049/323505-0

25 Source: ifo Institut, Pressemitteilung vom 14. Dezember 2021 https://www.ifo.de/node/67014

26 Source for the whole paragraph: Capgemini, World Wealth Report 2021, https://worldwealthreport.com/wp-content/uploads/sites/7/2021/07/World-Wealth-Report-2021.pdf, p. 6.

27 Source for the whole paragraph: MSCI (2021). Real Estate Market size: 2020/21, https://www.msci.com/documents/10199/a4535e8e-3b0d-f34d-4a0b-dc73058f7469, p. 19

German real estate financing market

Generally, the real estate financing market, the core market of the Company, is fragmented and non-transparent for both real estate companies seeking financing and for investors seeking investment opportunities with attractive returns in a low-interest environment. The dominant players in the real estate financing market are banks and insurance companies, with a share of more than 90% in Germany.[28] These rather risk-averse incumbents tightened their investment activities due to the COVID-19 crisis, which led to an increase of requests from alternative lenders as own business observations have concluded. In combination with decreasing investment opportunities in the real estate equity funds field and highly liquid private debt financing, market participants with a solid track record in times of crisis were able to create trust for capital seekers and investors.[29] In particular, banks and some larger loan funds, which currently still account for the majority of all real estate financing in Germany[30] as per observations of the Company still offer their financing services in a non-digitalized form and thus make them hardly scalable and reduces their flexibility.

For this reason, according to PwC, banks share in real estate financing will decrease as a long-term trend.[31] Alternative providers within the real estate financing market are debt and mezzanine funds, such as Pegasus Capital Partners, Empira and Helvetic Financial Services (HFS). These financiers usually focus on institutional investors, such as pensions funds, insurance companies, high net worth individuals or asset managers. The average margin on subordinated debt is around 13% and up to 20% according to CFIN research center for financial services.[32] Target margin for institutional investors investing in mezzanine funds is around 8%.[33] In the niche between private debt funds and traditional market participants EVDI positions itself as an online investment platform for digital investment products for private investors.

For an average private investor there is a limited offering of fixed interest asset classes such as fixed term deposits or open real estate funds. These investments promise in general no average interest rates above 3%.[34] The average interests for investment in open real estate funds even declined from 3.2% in 2019 to 1.5% in 2021 making it even less attractive for private investors as deducted from the analysis of 15 funds by Scope Analysis GmbH.[35] Yet the German open retail real estate funds market has 357x the size of the German digital real estate investing market.[36] Reasons for the decrease in average

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28 Source: Corestate Capital Group, Private Debt und Immobilienfinanzierungen – eine gewinnende Anlageklasse in unsicheren Zeiten, https://corestate-capital.com/de/real-estate-debt-studie/

29 Source: Corestate Capital Group, Private Debt und Immobilienfinanzierungen – eine gewinnende Anlageklasse in unsicheren Zeiten, https://corestate-capital.com/de/real-estate-debt-studie/

30 Source: Welt, Im Schwarm zur Rendite, 11 February 2017, https://www.welt.de/print/die_welt/finanzen/article161998781/Im-Schwarm-zur-Rendite.html

31 Source: PwC, Emerging Trends in Real Estate®: Europe 2022 (https://www.pwc.de/de/real-estate/emerging-trends-in-real-estate.html);

32 Source: CFIN Research Center for Financial Services, Private Debt im Portfoliokontext, April 2018, https://c-fin.de/wp-content/uploads/2019/05/CFin-Private-Debt-im-Portfoliokontext.pdf

33 Source: dpn, Defensive Fonds dominieren den Markt bei Real Estate Private Debt, 14 April 2021, https://www.dpn-online.com/private-debt/defensive-fonds-dominieren-den-markt-bei-real-estate-private-debt-97184/

34 Source: Own analysis of the Issuer

35 Source: Scope, Offene Immobilienfonds – Renditen und Ratings weiter unter Druck, 9 June 2021, https://www.scopeexplorer.com/news/offene-immobilienfonds-renditen-und-ratings-weiter-unter-druck/167729

36 Source: Scope, Offene Immobilienfonds – Renditen und Ratings weiter unter Druck, 9 June 2021, https://www.scopeexplorer.com/news/offene-immobilienfonds-renditen-und-ratings-weiter-unter-druck/167729

interests can be attributed to the COVID-19 pandemic in which the real estate equity field in general faced financial bottlenecks whereas private debt financing stayed a stable market with an extremely high liquidity.[37] Investors react to falling interest rates and increasingly turn to other investment opportunities.[38] In this field the crowdinvesting niche has proven to be a relatively reliable alternative for private investors. The online investment platform also enables private investors to invest their money in projects that are otherwise only accessible to professional market participants.

Globally, crowdfunding continues to grow in popularity. The global crowdfunding market size was EUR 74 billion in 2019 and is expected to have reached EUR 100 billion in 2021.[39] If the trend continues, there will be more than EUR 750 billion raised for projects through this type of financing in 2028.[40] Studies estimated that the global crowdfunding market for real estate will reach EUR 12 billion by 2027 compared to USD 7.3 billion in 2020.[41] The global real estate crowdfunding market registered is anticipated to grow with a CAGR (as defined in chapter "*IV. 7. Presentation of certain Financial Information*") of 33.4% during the forecast period, i.e. 2020-2028.[42] According to the report, the global real estate crowdfunding market is predicted to be valued at approximately USD 13,207 million in 2018 and is expected to reach a value of around USD 868,982 million by 2027, at a CAGR (as defined in chapter "*IV. 7. Presentation of certain Financial Information*") of around 58.3% between 2019 and 2027.

As crowdfunding campaigns begin to enter the mainstream, more people are expected to use online investment platforms to raise money for their projects.[43] The high demand for real estate crowdinvesting is in the Company's observation also related to the growing number of construction activities mentioned above.

Based on region, the global real estate crowdfunding market can be segmented into North America, Latin America, Europe, Asia Pacific, and the Middle East & Africa, out of which the market in North America was projected to hold the second largest share of close to 30% by the end of 2021.[44] Globally, crowdinvesting is most popular in Asia Pacific, followed by North America and Europe.[45]

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37 Source: Corestate Capital Group, Private Debt und Immobilienfinanzierungen – eine gewinnende Anlageklasse in unsicheren Zeiten, https://corestate-capital.com/de/real-estate-debt-studie/

38 Source: Ebase, Studie zeigt: Deutsche werden mehr und mehr von Sparen zu Investoren, 16 November 2021, https://www.ebase.com/ueber-uns/presse/artikel/zahl-der-investoren-in-deutschland-2021-deutlich-gestiegen-interesse-an-wertpapierinvestments-nimmt-weiter-zu/

39 Source: Gower crowd, 2021 Real Estate Crowdfunding Statistics And Trends, https://gowercrowd.com/real-estate-insights/real-estate-crowdfunding-statistics-trends

40 Source: Real Estate Crowdfunding Market Segmentation by Investors (Individual, and Institutional); by Model (Lending, and Equity); by Real Estate Sector (Residential, and Commercial) – Global Demand Analysis & Opportunity Outlook 2019-2028, https://www.researchnester.com/reports/real-estate-crowdfunding-market/2874

41 Source: Gower crowd, 2021 Real Estate Crowdfunding Statistics And Trends, https://gowercrowd.com/real-estate-insights/real-estate-crowdfunding-statistics-trends

42 Source: Real Estate Crowdfunding Market Segmentation by Investors (Individual, and Institutional); by Model (Lending, and Equity); by Real Estate Sector (Residential, and Commercial) – Global Demand Analysis & Opportunity Outlook 2019-2028, https://www.researchnester.com/reports/real-estate-crowdfunding-market/2874

43 Source: Gower crowd, 2021 Real Estate Crowdfunding Statistics And Trends, https://gowercrowd.com/real-estate-insights/real-estate-crowdfunding-statistics-trends

44 Source: Real Estate Crowdfunding Market Segmentation by Investors (Individual, and Institutional); by Model (Lending, and Equity); by Real Estate Sector (Residential, and Commercial) – Global Demand Analysis & Opportunity Outlook 2019-2028, https://www.researchnester.com/reports/real-estate-crowdfunding-market/2874

45 Source: Real Estate Crowdfunding Market Segmentation by Investors (Individual, and Institutional); by Model (Lending, and Equity); by Real Estate Sector (Residential, and Commercial) – Global Demand Analysis & Opportunity Outlook 2019-2028, https://www.researchnester.com/reports/real-estate-crowdfunding-market/2874

The pioneer of this type of investment in Europe is the United Kingdom. There, crowdinvesting is the sector with the second-highest growth rates in alternative financial investments after crowdlending. The first projects were offered for investment there in 2013. A total of around EUR 32 million was raised that year. Just under two years later, the figure was already EUR 390 million in 2015. EUR 110 million of this was in real estate. In 2019, the share of real estate already accounted for 41.5% of the total crowdfunding volume of EUR 570 million in UK.[46]

In addition to the UK, crowdinvesting is also popular in other countries, such as France, Sweden. Austria, Spain and Italy. Here, too, there has been a significant increase in financing volumes in recent years.[47]

In Germany, the real estate crowdinvesting subniche has proven to be an attractive alternative for private investors and is by far the biggest growth crowdinvesting segment with a share of 77.8% by the end of 2020.[48] More than EUR 400 million were financed via crowdinvesting platforms in 2020.[49] In Germany the volume financed via crowdinvesting platforms increased over the past three years until 2020 by 97.4% and holds in total 16 active competitors.[50]

If you compare the figures in the Crowdinvest report with the figures published in the Helaba Report for the market for open-ended real estate funds, it becomes clear what potential is hidden here. The capital financed in Germany in the field of crowdinvesting currently accounts for 0.3% of the money invested in open-ended real estate funds.[51]

Although 2020 was the first year with a decline in market volume and some large online investment platforms showed performance deficits, EVDI was able to increase its financing volume and expand market share. The crowdinvesting market in Germany is dominated by the four major online investment platforms Bergfürst, Exporo, EVDI and Zinsbaustein holding a calculated 85.6% of the market share.[52] Thus, the online investment platforms Bergfürst (operated by Bergfürst AG), Exporo (operated by EPH Investment GmbH / Exporo AG), and Zinsbaustein (operated by Zinsbaustein GmbH) are the main competitors of EVDI, followed by Linus (operated by Linus Digital Finance AG), HOME ROCKET (operated by HOME ROCKET Deutschland GmbH) and EstateGuru, which also operate their investment platforms with an increased level of digitalization. According to own market observation EVDI held 2.8% of the German market share in 2017 and has increased its share to 21.7% in 2021.[53]

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46 Source for the whole paragraph: Companisto, Crowdinvesting international – Wie die Crowd die Finanzwelt verändert, https://www.companisto.com/de/academy/anlageformen-und-strategien/crowdinvesting-international-wie-die-crowd-die-finanzwelt-veraendert

47 Source: CrowdfundingHub, Current State of Alternative Finance in Europe 2021, https://www.crowdfundinghub.eu/current-state-of-crowdfunding-in-europe-2021-page/

48 Source: Crowdinvest, Crowdinvest Marktreport 2020, https://www.crowdinvest.de/Crowdinvest_Marktreport_2020_Deutschland_crowdinvest.de.pdf

49 Source: bundesverband crowdfunding, Pressemitteilung des Bundesverbandes Crowdfunding eV “400 Million Euro Crowdinvesting im Jahr 2020 – Mehr als 100 Millionen EUR Crowdinvesting im ersten Quartal 2021 – Bundesverband Crowdfunding eV betont langfristiges Wachstum des deutschen Crowdinvesting-Marktes”, 1 April 2021, https://www.bundesverband-crowdfunding.de/2021/04/pressemitteilung-marktdaten-2020/

50 Source: Crowdinvest, Monitor: Immobilien Crowdinvesting, https://www.crowdinvest.de/immobilien

51 Source: Immobilienreport, Update: Offene Immobilienfonds im Portfolio, 10 June 2021, https://www.helaba.de/blueprint/servlet/resource/blob/docs/556662/907f34054812e93220878c3ec6f6b581/immobilienreport-20210610-data.pdf; Crowdinvest, Entwicklung Crowdinvestments, Deutschland, 2011 – 2020, https://www.crowdinvest.de/markt

52 Source: Crowdinvest, Crowdinvest Marktreport 2020, https://www.crowdinvest.de/Crowdinvest_Marktreport_2020_Deutschland_crowdinvest.de.pdf

53 Company analysis of major German competitors

As discussed before, one of the main reasons for the steady market growth over the past years is the higher average interest rate compared to to other real estate investment opportunities. In particular, EVDI offers its Online Investors a fixed interest between 4% and 7% with the current effective interest rate being at 5.9% *(Source: own analysis of EVDI).* Compared to most of its direct crowdinvesting competitors EVDI stands out by offering project financings that have no defaults for investors due to its two-tier assessment process and higher ticket sizes per project funding, which result in a higher attractiveness for investors *(Source: own analysis of EVDI).*

The higher interest rates as well as the high investing demand is the reason why EVDI sees itself in a good position to attract both Online Investors as well as financers as online investment platform customer groups. The interest for private investors is higher, compared to alternative fixed interest asset classes. However, the target margin is lower than for institutional investors investing in mezzanine funds. That is why EVDI can either offer more competitive interests to capital seekers compared to banks and open real estate funds or increase the profit margin for private investors and – in case of Pre- or Co-Financing – its own margin. Furthermore, Online Investors receive their interests on a project base. On the contrary, private debt funds offer promised profit margins for investors. These can only be realized, when financed real estate projects match the financing capacity needed to achieve the promised profit margins. Therefore, if the demand for financiers decline, private debt funds have to cover the difference themselves, leading to decreasing interests for investors. As a result, according to Helaba, other financing opportunities such as private debt will become more relevant as the investor demand seeking for stable and regular income will increase, which in long-term cannot be served by real estate equity funds.[54]

2. Competitive Strengths

The Company believes that its competitive strengths lie in the following areas:

Well known brand and network

In the opinion of the Company the well known brand „Engel & Völkers“ offers brand awareness and a positive image in the market of digital real estate investments. In the opinion of the Company Engel & Völkers brand enjoys a high degree of brand recognition in many countries and the Company enjoys therefore several advantages as a result. The brand Engel & Völkers has - in the opinion of the Company - already a large number of loyal customers in the context of different real estate services who could potentially also get involved in in digital investments in real estate via EVDI’s online investment platform.

The brand also enables lower customer acquisition costs based on its recognition and trust building image and offers therefore major growth potential and – according the Company’s assessment – high margins. Additionally, the Company can draw internally on the broad international Engel & Völkers network, which – in the opinion of the Company – provides easy access to various helpful resources like e.g., local market knowledge in various locations and asset classes which therefore makes the planned

54 Source: Corestate Capital Group, Private Debt und Immobilienfinanzierungen – eine gewinnende Anlageklasse in unsicheren Zeiten, https://corestate-capital.com/de/real-estate-debt-studie/

expansion much easier. Furthermore in the opinion of the Company, the Engel & Völkers network facilitates both, inbound and outbound leads to potential capital seekers/ project developers.

Loyal investor base

The Company was able to increase continuously its online investment community (Crowd), since its inception. In the opinion of the Company the existing investor base is loyal which is largely attributable to the positive identification with the brand and the quality of funded projects. On a scale from -100 to 100, the Company reaches a net promoter score (NPS) of 52, representing the high rate of user likelihood to recommend the Company[55]. Furthermore, in 2021, an increase of average investments of 33.9% could be observed among already existing investors. The engagement of the investors is reflected in how quickly the projects are funded by investors. In 2021 all project financings were cumulatively realized in around 12 hours. Thereof according to the Company's assessment record-breaking fundings in the German-speaking crowdfunding market were performed, e.g. EUR 2 million were funded by investors in 119 seconds and EUR 1.25 million were funded in 90 seconds.

Solid track record and thorough due diligence process

Since its start in 2017 until the date of this Prospectus, the Company has established a track record as with EUR 170.85 million financing volume without any default of financings so far, which is according to the assessment of the Company enabled by high quality real estate expertise, a skilled team and a thorough due diligence process that, is being carried out by external advisers with expertise in the real estate sector. Each real estate project goes through internal and external review steps before a financing is contractually agreed. The most important review criteria are the profitability of the project, the market and location of the respective real estate object, the planning and execution of the construction as well as a background check of the real estate company which is capital seeking. The Company is evaluating all criteria internally in a first step and, only if the outcome is positive, it gets evaluated in a second step by independent external industry leading experts.

EVDI's team has developed an internal review process tailored for project financings and investment properties for the selection of its financing projects and to reduce its financial and reputational risks. For each investment project a score between 0 and 800 is calculated based on an internally developed assessment matrix, whereby the individual project characteristics are also taken into account. Based on the resulting score an internal rating of the investment projects is determined and the interest offered to the online investment community is defined. The team consist of many skilled experts in their respective

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55 The value was determined by an internal customer survey conducted by EVDI with 500 investors and 88 responses as of 28 January 2022. The Net Promoter Score (NPS) is a key figure that measures the extent to which consumers would recommend a service to others. To determine it, a representative group of customers is asked exclusively how likely they are to recommend a service. Responses are measured on a scale from 0 (unlikely) to 10 (extremely likely). Customers who answer with 9 or 10 are referred to as „Promoters". „Detractors", on the other hand, are those who answer with 0 to 6. Customers who answer with 7 or 8 are considered "Indifferents". The Net Promoter Score is calculated using the following formula:

NPS = Promoters (in % of all respondents) - Detractors (in % of all respondents).
The value range of the NPS is thus between plus 100 and minus 100. An NPS of 52 means: 52% of the investors recommend the EVDI platform in the aforementioned sense.

areas of expertise who previously have served in – according to the Company's assessment - industry leading enterprises e.g., in the fields of real estate, financial services, start-ups, consulting, and auditing.

Market Positioning

In its opinion, the Company is positioned in the top up-and-coming market sectors real estate, alternative finance, and online investment platform economy. This amplifies future growth opportunities within various addressable markets. Alternative finance is currently on the rise. Since 2017 the market volume for real estate crowdfunding in Germany, which is part of alternative finance, has risen almost doubled.[56] In 2018, the global real estate crowdfunding market is predicted to be valued at approximately USD 13 billion with an average growth forecasted at a rate of 58.3%, which means a total volume of USD 869 billion in 2027.[57] The Company is also positioning itself in the future market of the online investment platform economy. The evaluation of data showed that companies with an online investment platform business model are generally said to grow about five times faster in terms of sales than companies without an online investment platform business model.[58] The Company is therefore well positioned for future growth in promising market segments.

High margin business model

In the opinion of the Company, the business model of the Company provides a relatively high margin, especially compared with other real estate financing options.[59] Regularly capital seekers pay an interest rate on their financing with the Company of in average around 8-14% p.a. On the other side investors on the online investment platform usually receive an interest rate of 4-7% p.a. This in general results in a gross margin off in average around 4-6% p.a. In addition, the Company has demonstrated a sustainable growth of revenues with a Compound Annual Growth Rate of approximately 182.9% from 2017 to 2021. Also, the Company experiences a constant growth of the average financing amount per financing since its start, which is expected to continue. As the majority of the Company's costs per financing are independent from the financing volume and have rather a fixed cost character, the Company benefits with higher financing amount per financing from significant economies of scale in terms of cost per financing volume. This again positively impacts the profitability of the Company's business.

Clear agenda on new products, technology, and new markets

The Company is continuously improving and further developing its business model on all levels. The Company has defined a clear agenda to accelerate future growth by broadening the product offering, developing and utilizing even more cutting-edge technology and entering into new markets. As part of those initiatives the Company also considers to potentially hold additional regulatory licenses in the future.

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[56] Source: Crowdinvest, Crowdinvest Marktreport 2020 https://www.crowdinvest.de/Crowdinvest_Marktreport_2020_Deutschland_crowdinvest.de.pdf

[57] Source: Facts and Factors (2020) https://www.fnfresearch.com/news/real-estate-crowdfunding-market-revenue-projected-around-usd

[58] See: McKinsey, Digital (2019): https://www.mckinsey.com/business-functions/mckinsey-digital/our-insights/the-right-digital-platform-strategy

[59] Source: Scope, Offene Immobilienfonds – Renditen und Ratings weiter unter Druck, 9. Juni 2021, https://www.scopeexplorer.com/news/offene-immobilienfonds-renditen-und-ratings-weiter-unter-druck/167729

In the opinion of the Company unique offering of pre- and co-financing as well as funding guarantee to investors and real estate companies provide planning reliability

The Company demonstrates, that it believes in the success of the financing projects by regularly investing side by side with the Online Investors in a co-financing tranche parallel to the Online Investors. This makes sure interests of the Company and Online Investors are always aligned. Furthermore, the Company regularly offers a funding guarantee, if a project has been approved after conducting the internal and external due diligence process. Online Investors and the real estate companies profit from the guaranteed funding alike. Both parties can rely on the certainty that the agreed financing will be realised, independent of the amount which Online Investors contribute to the investment amount through the online investment platform. Potential funding gaps can be covered by the Company through increased co-financing if necessary.

Additionally, the Company offers regularly pre-financing capacities to the real estate companies, whereas part of the financing volume for the realization of the real estate project is received upfront, before the Online Investors have made their investments. This reduces the time required to provide capital to real estate companies, increases timewise planning certainty and therefore provides a competitive advantage for real estate companies in the competition to source the best projects by secured funding.

IX. CAPITAL RESOURCES

Liquidity management is critical for the Company and is carefully monitored on a regular basis. The Company's financing policy is to secure sufficient liquidity to satisfy its operating and strategic financial needs at any point in time.

As of 31 December 2021 the Company does not have debt capital, i.e. bank loans, shareholder loans, external borrowing or equivalents. All investments of the Company are paid by equity capital. As of 31 December 2019 the Company had borrowed capital amounting to kEUR 2,416.25 granted by the shareholder. The shareholder loan was repaid in 2020. Since then, the Company did not raise debt capital. However, the Company's sole subsidiary EVDIS as borrower is a party to a revolving credit facility agreement (*Rahmendarlehensvertrag*) with VZB as lender. Under this facility agreement the lender makes available to EVDIS a loan facility of kEUR 7,500.00 as of 31 December 2019, of kEUR 13,000.00 as of 31 December 2020 and of kEUR 13,000.00 as of 31 December 2021 for Pre- and Co-Funding the projects (for further details on the facility agreement see Section "*VII. 4. lit. b) Revolving credit facility agreement with VZB*").

Assuming placement of the maximum number of New Shares (without exercise of the Greenshoe Option) at the mid point of the Price Range and payment of the discretionary fee in full, the Company would receive gross proceeds of approximately EUR 6.93 million from the Offering as a further contribution to the equity. This contribution to the equity should enable further growth by using the proceeds as stated in Section XVI.

According to its current planning the Company does not plan to use debt financing instruments in the future. Therefore, the Company has no borrowing requirements. The funding requirements of the Company comprise funding solely from equity. EVDIS plans to maintain its level of equity financing but to increase its borrowing. The latter shall be accomplished by the Company partially using the net proceeds from the Offering for granting a loan to EVDIS in order to extend EVDIS's Pre- and Co-Financing capabilities. For details including the potential amount see Section "*XVI. 3. Use of Proceeds*". Thus, the funding structure of EVDIS will comprise the existing credit facility agreement (*Rahmendarlehensvertrag*) with VZB (potentially with a reduced loan facility in the future) as well as any loan granted to EVDIS by the Company in the future. Also, EVDIS may take additional loans from other lenders in the future for EVDIS's Pre- and Co-Financing capabilities. There are no restrictions on the use of capital resources that have materially affected, or could materially affect, directly or indirectly, the Company's or EVDIS' operations.

For an explanation of the sources and amounts of and a narrative description of the Company's cash flows see Section "*XI. 3. c) Cashflows*".

There are no material investments of the Company that are in progress or for which firm commitments have already been made (see Section "*VII. 5. Material Investments*").

X. CAPITALIZATION AND INDEBTEDNESS; STATEMENT ON WORKING CAPITAL

The following tables set forth the actual capitalization and indebtedness of the Company (i) as of 31 January 2022 derived from the accounting records of the Company prior to the implementation of the Company Funds Capital Increase (see Section "VI. 2. The Creation and Historical Development of the Company") and the Offering, (ii) as adjusted for the effects of the Company Funds Capital Increase and (iii) as adjusted for the effects of the Offering (no and full exercise of the Greenshoe Option). The adjustments in (ii) and (iii) are based on the assumption that the Company Funds Capital Increase and the Offering had been completed on 31 January 2022 at the mid-point of the Price Range and there were no tax effects.

Investors should read the following tables in conjunction with Sections XI., F-Pages, and additional financial information contained elsewhere in the Prospectus.

1. Capitalization

	Actual as of 31 January 2022	As adjusted for the Company Funds Capital Increase	As adjusted for the Offering	
	(i)	(ii)	(iii)	
			(No exercise of Greenshoe Option)	(Full exercise of Greenshoe Option)
	Prior to the implementation of the Offering		Upon completion of the Offering (assuming an Offer Price at the mid-point of the Price Range)	
	(unaudited) (in kEUR)			
Total current debt (including current portion of non-current debt) [1]	**1,125.86**	**1,125.86**	**584.37**	**584.37**
Guaranteed	-	-	-	-
Secured	-	-	-	-
Unguaranteed / unsecured	1,125.86	1,125.86	584.37	584.37
Total non-current debt (excluding current portion of non-current debt) [2]	**13.58**	**13.58**	**13.58**	**13.58**
Guaranteed	-	-	-	-
Secured	-	-	-	-
Unguaranteed / unsecured	13.58	13.58	13.58	13.58
Shareholder Equity [3]	4,176.95	4,176.95	9,715.25	10,338.95
Share capital [4]	25,00	4,000.00	4,450.00	4,495.00
Legal reserve(s) [5]	8,095.96	4,120.96	9,970.96	10,555.96
Other reserves [6]	(3,944.01)	(3,944.01)	(4,705.71)	(4,712.01)

Total [7]	**5,316.38**	**5,316.38**	**10,313.19**	**10,936.89**

[1] "Total current debt" reflects provisions for taxes and other provisions (except for provision for obligatory retention of business data and documents) included in "Provisions", liabilities due within one year included in "Liabilities" and "Deferred income" as referred to the audited balance sheet as of 31 December 2021.

[2] "Total non-current debt" reflects the provision obligatory retention of business data and documents included in "Provisions" and liabilities due after more than one year included in "Liabilities" as referred to the audited balance sheet as of 31 December 2021.

[3] "Shareholder equity" reflects "Equity", as referred to the audited balance sheet as of 31 December 2021.

[4] "Share capital" reflects "Subscribed capital", as referred to the audited balance sheet as of 31 December 2021

[5]"Legal reserves" reflects "Capital reserve", as referred to audited balance sheet as of 31 December 2021.

[6] "Other reserves" reflects "Loss carried forward" and "Net profit for the financial year" referred in the audited balance sheet as of 31 December 2021.

[7] "Total" reflects the sum of "Total current debt", "Total non-current debt" and "Shareholder equity".

2. Indebtedness

		Actual as of 31 January 2022	As adjusted for the Company Funds Capital Increase	As adjusted for the Offering	
		(i)	(ii)	(iii)	
		Prior to the implementation of the Offering		(No exercise of Greenshoe Option)	(Full exercise of Greenshoe Option)
				Upon completion of the Offering (assuming an Offer Price at the mid-point of the Price Range)	
		(unaudited) (in kEUR)			
A	Cash[1]	4,069.16	4,069.16	9,065.97	9,689.67
B	Cash equivalents	-	-	-	-
C	Other current financial assets	-	-	-	-
D	**Liquidity (A + B + C)**	**4,069.16**	**4,069.16**	**9,065.97**	**9,689.67**
E	Current financial debt (including debt instruments, but excluding current portion of non-current financial debt)	-	-	-	-
F	Current portion of non-current financial debt	-	-	-	-
G	**Current financial indebtedness** (E + F)	**0.00**	**0.00**	**0.00**	**0.00**
H	**Net current financial indebtedness** (G - D)	**(4,069.16)**	**(4,069.16)**	**(9,065.97)**	**(9,689.67)**
I	Non-current financial debt (excluding current portion and debt instruments)	-	-	-	-
J	Debt instruments	-	-	-	-

K	Non-current trade and other payables[2]	1.80	1.80	1.80	1.80
L	**Non-current financial indebtedness** (I + J + K)	**1.80**	**1.80**	**1.80**	**1.80**
M	**Total financial indebtedness** (H + L)	**(4,067.36)**	**(4,067.36)**	**(9,064.17)**	**(9,687.87)**

[1] "Cash" reflects "Bank balances" as referred to the audited balance sheet as of 31 December 2021.
[2] "Non-current trade and other payables" reflects liabilities due after more than one year included in "Liabilities" as referred to audited balance sheet as of 31 December 2021.

3. Indirect and contingent indebtedness

In addition to the obligations included in the liabilities presented in the balance sheet as of 31 January 2022 the Company has the following contractual obligations that have not been accounted for in the financial statements under German GAAP.

- lease liabilities not recognized to the balance sheet: kEUR 793.22 over remaining lease term

- contractual obligation to pay annual fees within the framework of dual study programs for employees: kEUR 56.64 over remaining contract term

- contractual obligation arising from a long-term license agreement amounting to 3% of the respective revenues arising from the business rendered under us of the licensed trademark. The minimum fee amounts to: kEUR 62.00 - kEUR 250.00 until 31 January 2023. The remaining contract term lasts 27 years and 11 months.

- contractual obligation arising from a virtual employee participation program according to which, in the event of a change of at least 50% of the shares in the Company to one or more new shareholders in one or more related transactions, or in the event of liquidation of the Company, or in the event of a distribution of profits in cash to the shareholders due to the sale of at least 50% of the Company's assets (each an "exit event"), the Company has to make a payment depending on the purchase price achieved for the shares, the liquidation proceeds or the distribution of profits. According to the agreement, a payment obligation of the Company results in the event of the occurrence of such an "exit event" in the amount of 9.5% of the purchase price achieved for the shares, the liquidation proceeds or the distribution of profits, minus a so-called strike price of EUR 10 million for 3.5% and EUR 20 million for 6.0%. In the event of a stock market listing, the Company is also entitled to deliver own shares of the same value in lieu of payment. The aforementioned agreement for virtual employee participation was terminated in full in February 2022 so that no more future payment obligations may occur. The termination of the agreement was achieved by a transfer of existing shares from the majority shareholder VZB to the board members Mr. Laubenheimer and Mr. Barten directly and indirectly through transfer of existing shares from VZB to the investments vehicles of the management board members Manticore Investments UG (haftungsbeschränkt) and Barten Beteiligungen UG (haftungsbeschränkt). In the context of the share transfer the Company agreed in return for the termination of the contractual obligations arising from a virtual employee participation program to bear any payroll tax implications which may result from the transfer of the shares. The Company therefore expects one-off costs in February 2022, with payment due in March 2022.

- contractual obligation arising from a virtual employee shareholdings, according to which, in the event of a transfer of at least 75% of the shares in the Company to one or more new shareholders in one or more related transactions, or in the event of liquidation of the Company or in the event of a distribution of profits in cash to the shareholders due to the sale of at least 75% of the Company's assets (each an "Exit Event2"), the employee will receive a payment from the Company depending on the purchase price achieved for the shares, the liquidation proceeds or the distribution of profits. Under the agreement, the Company has a payment obligation in the event of such an "exit event2" amounting to 0.3% of the purchase price achieved for the shares or the liquidation proceeds or the profit distribution, in each case less a strike price of EUR 20 million. Due to the unlikeliness of the exit events conditions the Company does not expect any payments arising from this contractual obligation.

4. Working Capital Statement

In the Company's opinion, the working capital of EVDI, excluding the net proceeds from the Offering attributable to the Company, is sufficient to meet EVDI's present requirements over at least the next twelve months from the date of the Prospectus.

5. Alternative Performance Measures

The Alternative Performance Measures used by the Company are EBITDA (adjusted), net profit (adjusted), EBIT, total income, CAGR, COGS, gross profit, gross margin and growth rate (see Section "*IV. 10. Alternative performance measures*").

Total Income, EBITDA (adjusted) and net profit (adjusted)

The following table provides the calculation of the total income, EBITDA, EBITDA (adjusted), EBIT, net profit, and net profit (adjusted) for the periods indicated:

	Financial year ended 31 December					
	2021		**2020**		**2019**	
	kEUR	**In %**[60]	**kEUR**	**In %**	**kEUR**	**In %**
	(unaudited, unless otherwise indicated)					
Revenue[1]	4,369.40		3,122.19		1,726.42	
+ Other operating income[2]	122.88		68.14		14.01	
= Total Income	**4,492.28**		**3,190.33**		**1,740.43**	
- Cost of Goods Sold (COGS)[3]	766.51	17.1	1,016.18	31.9	753.69	43.3
- Operational Expenses[3]	3,676.36	81.8	3,166.16	99.2	2,029.80	116.6
= EBITDA[4]	**49.41**	**1.1**	**(992.01)**	**(31.1)**	**(1,043.07)**	**(59.9)**
= EBITDA (adjusted)[5]	**297.02**	**6.6**	**(992.01)**	**(31.1)**	**(1,043.07)**	**(59.9)**
- Depreciation and amortization[6]	23.18	0.5	24.40	0.8	17.98	1.0

60 Percentages show the relation of the item to the total Income

= EBIT[7]	**26.24**	**0.6**	**(1,016.41)**	**(31.9)**	**(1,061.05)**	**(61.0)**
+/- Net interest income/expenses[8]	9.53	0.2	(179.91)	(5.6)	(164.28)	(9.4)
Net profit[9]	**35.77**	**0.8**	**(1,196.32)**	**(37.5)**	**(1,225.33)**	**(70.4)**
Net profit (adjusted)[10]	**283.38**	**6.3**	**(1,196.32)**	**(37.5)**	**(1,225.33)**	**(70.4)**

1 Audited
2 Audited
3 Detailed elaboration of items is shown in subsequent tables in this chapter.
4 EBITDA is the abbreviation for “earnings before interest, taxes, depreciation and amortization”, and constitutes an alternative performance measure that describes a company’s operating performance before deduction of capital expenditure, thus it reflects the profitability of companies. In order to calculate EBITDA, firstly, the revenue and other operating income are summed up. Subsequently, the cost of goods sold, the personnel expenses, marketing expenses, infrastructure expenses, and other operating expenses are subtracted.
5 "EBITDA adjusted” reflects the EBITDA excluding one off costs, to display the operative performance of the Company
6 Audited. “Depreciation and amortization” reflects item “5. Depreciation, amortisation and write-downs on property, plant and equipment” in the Income Statement.
7 “EBIT” including one off costs.
8 “Net interest income/expenses” displays the net result of item “7. Other interest and similar income” and of item “8. Interest and similar expenses” in the Income statement.
9 Audited. Net profit reflects item Net income/loss after tax in the Income statement.
10 Net profit (adjusted) reflects Net income/loss after tax in the Income statement excluding one off costs.

Gross profit, gross margin, growth rate and CAGR

The following table provides the calculation of the gross profit, gross margin and growth rate of revenue and growth rate of total income for the periods indicated:

	Financial year ended 31 December		
	2021	**2020**	**2019**
	(in kEUR) (unaudited, unless otherwise indicated)		
Revenue[1]	4,369.40	3,122.19	1,726.42
+ Other operating income[2]	122.88	68.14	14.01
= Total income	4,492.28	3,190.33	1,740.43
- Cost of Goods Sold (COGS)[3]	766.51	1,1016.18	753.69
= gross profit	**3,725.77**	**2,174.15**	**986.74**
/ Revenue			
= gross margin (in %)[4]	**82.9**	**68.1**	**56.7**
Revenue of the previous period	3,122.19	1,726.42	656.76
= growth rate of revenue (in %)[5]	**39.9**	**80.8**	**162.9**
Total income of the previous period	3,190.33	1,740.43	658.60
= growth rate of total income (in %)[6]	**40.8**	**83.3**	**164.3**

1 Audited.
2 Audited.
3 Cost of Goods Sold (COGS) as described in the detailed table “Cost of Goods Sold (COGS)”
4 Gross margin is the gross profit divided by the total income. Gross Profit is an alternative performance measure that represents the difference between revenue as well as other operating income and the COGS and serves as a measure for the efficiency of the value creation of companies. Gross profit is calculated by first creating the sum of revenue and other operating income and then subtracting the COGS.
5 Growth rate of revenue is the current revenue subtracted by the previous revenue and then divided by the previous revenue.
6 Growth rate of total income is the current total income subtracted by the previous total income and then divided by the previous total income.

The compound annual growth rate (CAGR) of total income is the annualized average rate of total income growth between two given years. The goal of this metric is to smooth the annual gains in total income over the respective years. The formular to calculate the CAGR is the following:

CAGR (Beginning Year, Ending Year) = Ending Value / Beginning Value ^ (1/ number of periods) - 1

The Company wants to highlight the CAGR of the total income for 2019 to 2021. The inclusion of the real values leads to the following formular and CAGR:

CAGR of total income (2019, 2021) = kEUR 4,492.28[1] / kEUR 1,740.43[1] ^ (1/2) - 1 = 60.7%

1 "Total income" reflects the sum of the Income Statement items "Revenue" and "Other operating income".

The Company furthermore wants to highlight the CAGR of the total income for 2018 to 2021. The inclusion of the real values leads to the following formular and CAGR:

CAGR of total Income (2018, 2021) = kEUR 4,492.28[1] / kEUR 658.60[1] ^ (1/3) - 1 = 89.6%

1 "Total income" reflects the sum of the Income Statement items "Revenue" and "Other operating income".

Cost of Goods Sold (COGS)

The following table provides a reconciliation of Cost of Goods Sold ("**COGS**"). COGS comprises items from "3 Cost of purchased services" and "6 Other operating expenses" in the Income Statement and shows the relevant variable cost items linked to the projects financed on the Company's online platform. This means other cost items such as fixed costs are not included. Furthermore, expenses for the sub-leased premise are not included, although the income from the subleased premise is part of the revenue.

	Financial year ended 31 December		
	2021	**2020**	**2019**
	(in kEUR) (unaudited)		
Due Diligence	281.93	502.53	347.84
+ Other	484.58	513.65	405.86
- of which video production[1]	71.37	71.22	55.60
- of which cost of pre financing organization[2]	144.75	110.87	198.13
- of which Online Investor interest[3]	78.36	163.12	59.30
- of which franchise royalties[4]	126.85	93.41	50.62
- of which banking services Secupay[5]	56.55	68.43	35.60
- of which online payment processing (FinTec)[6]	6.70	6.60	6.60
COGS	**766.51**	**1,016.18**	**753.69**

1 "Video production" is part of the Income Statement item "3 Cost of purchased services" shown in chapter XI.
2 "Cost of pre financing organization" is part of the Income Statement item "6 Other operating expenses" and therein of "g) Miscellaneous operating costs" shown in chapter XI.
3 "Online investor

4 interest" is part of the Income Statement item "6 Other operating expenses" and therein of "g) Miscellaneous operating costs" shown in chapter XI.

5 "Franchise royalties" is part of the Income Statement item "6 Other operating expenses" and therein of "g) Miscellaneous operating costs" shown in chapter XI.

6 "Banking services Secupay" is part of the Income Statement item "6 Other operating expenses" and therein of "g) Miscellaneous operating costs" shown in chapter XI.

7 "Online payment processing (FinTec)" is part of the Income Statement item "6 Other operating expenses" and therein of "g) Miscellaneous operating costs" shown in chapter XI.

Operational Expenses

The following table provides the calculation of the operational expenses, personnel expenses (adjusted), marketing, infrastructure, and other expenses.

	Financial year ended 31 December		
	2021	**2020**	**2019**
	(in kEUR) (unaudited, unless otherwise indicated)		
Personnel expenses (adjusted)[1]	**2,454.46**	**2,064.40**	**1,468.30**
- of which personnel expenses[2]	2,334.90	2,010.50	1,388.42
- of which hiring[3]	119.55	53.90	79.89
Marketing	**176.36**	**255.80**	**158.76**
- of which advertising and travel expenses[4]	46.60	60.08	59.48
- of which selling and distribution expenses[5]	40.64	27.67	13.39
- of which search engine advertising (SEA)[6]	69.06	122.96	58.99
- of which other online Marketing[7]	20.07	45.09	26.89
Infrastructure	**340.51**	**507.43**	**193.97**
- of which cost of premises[8]	276.25	455.23	121.28
- of which cost of third-part repairs and maintance[9]	1.53	0.89	16.19
- of which hosting[10]	31.07	28.50	39.16
- of which expansions for licences, concessions [11]	31.66	22.81	17.33
Other	**705.03**	**338.54**	**208.78**
- of which insurance premiums, fees and contributions[12]	27.43	44.91	23.31
- of which vehicle fleet expenses[13]	0.33	-	0.14
- of which miscellaneous operating costs (adjusted)[14]	399.32	203.78	159.73
- of which losses on write-downs or on disposal of current assets and transfers to valuation allowances on receivables[15]	108.52	55.79	-
- of which miscellaneous other operating expenses[16]	10.23	7.63	1.09
- of which miscellaneous expenses from costs of purchased services[17]	159.20	26.42	24.50

Operational Expenses	**3,676.36**	**3,166.16**	**2,029.80**

1 "Adjusted", as the item does not exactly correspond to the item "4. Personnel expenses" in the Income Statement.

2 Audited. "Personnel expenses" reflects item "4. Personal expenses" in the Income Statement

3 "Hiring" is part of the Income Statement item "6 Other operating expenses" and therein of "g) Miscellaneous operating costs" in the Income Statement

4 "Advertising and travel expenses" reflects item "e) Advertising and travel expenses" shown in chapter XI. The item is part of "6 Other operating expenses" in the Income Statement.

5 "Selling and distribution expenses" reflects item "f) Selling and distribution expenses" shown in chapter XI. The item is part of "6 Other operating expenses" in the Income Statement.

6 "Search engine advertising (SEA)" is part of the Income Statement item "6 Other operating expenses" and therein of "g) Miscellaneous operating costs" shown in Chapter XI.

7 "Other online Marketing" is part of the Income Statement item "3 Cost of purchased services" shown in Chapter XI.

8 "Cost of premises" reflects item "a) Cost of premises" shown in chapter XI. The item is part of "6 Other operating expenses" in the Income Statement.

9 "Cost of third-part repairs and maintenance" reflects item "b) Cost of third-part repairs and maintenance" shown in chapter XI. The item is part of "6 Other operating expenses" in the Income Statement.

10 "Hosting" is part of the Income Statement item "6 Other operating expenses" and therein of "g) Miscellaneous operating costs" shown in Chapter XI.

11 "Expansions for licences, concessions" is part of the Income Statement item "6 Other operating expenses" and therein of "g) Miscellaneous operating costs" shown in Chapter XI.

12 "Insurance premiums, fees and contributions" reflects item "c) Insurance premiums, fees and contributions" shown in chapter XI. The item is part of "6 Other operating expenses" in the Income Statement.

13 "Vehicle fleet expenses" reflects item "d) Vehicle fleet expenses" shown in chapter XI. The item is part of "6 Other operating expenses" in the Income Statement.

14 "Miscellaneous operating costs (adjusted)" reflects item "g) Miscellaneous operating costs" shown in chapter XI subtracted by the rearranged items afford mentioned: "cost of pre financing organization", "Online Investor interest", "search engine advertising (SEA)", "franchise royalties", "banking services Secupay", "Online payment processing (FinTec)", "Hiring", "Hosting", "expenses for licences". "g) Miscellaneous operating costs" is part of "6 Other operating expenses" in the Income Statement.

15 "Losses on write-downs or on disposal of current assets and transfers to valuation allowances on receivables" reflects item "h) Losses on write-downs or on disposal of current assets and transfers to valuation allowances on receivables" shown in chapter XI. The item is part of "6 Other operating expenses" in the Income Statement.

16 "Miscellaneous other operating expenses" reflects item "i) Miscellaneous other operating expenses" shown in chapter XI. The item is part of "6 Other operating expenses" in the Income Statement.

17 "Miscellaneous expenses from costs of purchased services" comprises miscellaneous expenses which are part of the item "3 cost of purchased services" in the Income Statement: "Purchased services", "Purchased services without VAT", "Other services EU 7%/5% input tax/VAT", "Cash disc.rcvd serv 13b UStG, 19% tx/VAT", "Cash disc.rcvd serv 13b UStG, 16% tx/VAT", "Rent sub leasing". These expenses are not directly linked to the projects financed on the Company's online platform.

XI. MANAGEMENT'S DISCUSSION AND ANALYSIS OF NET ASSETS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS

1. Key Factors Affecting the Results of Operations

The key factors discussed below have significantly affected the Company‘s result of operations during the periods for which financial information is included in the Prospectus and the Company believes that these factors will continue to affect the Company in the future. The key factors directly or indirectly impact variables such as all in interest for the borrower, the interest for the Online Investors, the average volume of loans brokered, the number of loans brokered and the project duration. The interest for borrowers and Online Investors directly effects the gross margin. The higher the loans brokered, the higher the income given a steady fee income or the negotiation margin as the project related costs stay the same independently from the deal size. The income also increases with a higher number of loans brokered. Furthermore, the duration of a loan brokered ensures a reliable future income stream, as the periodic fee spreads over the whole project duration.

a) Engel & Völkers network

The Company operates its business under the name and trademark “Engel & Völkers” on the basis of a license agreement. The use of the “Engel & Völkers” brand is key for the marketing of the Company’s business. That is in the Company’s opinion why especially the customer acquisitions costs for Online Investors of approximately EUR 65 are low compared to competitors (information in this sentence based on internal information from the Company’s own research). This has an immediate impact on the cost base of the Company.

b) Demand for real estate financing

The demand for real estate financing impacts the project volumes and the number of projects financed as well as the interest for the borrower. The Company focusses on mezzanine financing. That means that capital seekers are not looking for classical debt financing (especially senior loan), when reaching out to EVDI, but instead a financing with higher risks tolerance more similar to and often as replacement of its equity. The financing demand is linked to the overall real estate market development. The real estate market, except for assets classes such as hotels[61] proved to be stable, especially during the Covid crisis.[62] Basically, the general trend of the German real estate market continues, supported by the low interest rate environment, among other things.[63]

The property price index of the Association of German Pfandbrief Banks shows an overall 6% increase in property prices based on an analysis of transactions. The analysis is based on transaction data from more than 700 credit institutions. Thus, the real estate market shows resilience to the Corona crisis. In

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[61] Sources, Destatis, Pressemitteilung Nr. 588 vom 20. Dezember 2021, https://www.destatis.de/DE/Presse/Pressemitteilungen/2021/12/PD21_588_45213.html;jsessionid=ED1E773A5CB6FA9F4A7D40C100FEA48C.live712

[62] Source, Destatis, Pressemitteilung Nr. 593 vom 22.Dezember 2021, https://www.destatis.de/DE/Presse/Pressemitteilungen/2021/12/PD21_593_61262.html

[63] Source, vdpResearch, Immobilienindex 10. November 2021, https://www.vdpresearch.de/bueroimmobilienpreise-mit-leichtem-aufwind

this context, however, the Covid crisis is impacting residential to commercial real estate differently. Prices for commercial properties increased by only 0.6% in 2020, with retail properties in particular falling by around 2%. The demand for residential property, with a price increase of 7.5%, cannot be met in 2020 either. The main reasons for this are the limited construction industry capacities, the continuing lack of building land in the context of urbanisation and the insufficient capacities of the building authorities. [64]

Furthermore, in March 2016, the European Central Bank lowered the interest rate on its main refinancing operations from 0.05% to 0.0%.[65] The interest rate is currently still unchanged at 0.0%. [66]

In general, low interest rates usually correspond to higher real estate values and higher real estate financing demand. Simultaneously, many financially strong, international investors face liquidity and investment pressure and are willing to accept lower returns on their investments. These large investors thus act as direct competitors to EVDI. All of these factors can have an impact on real estate financing demand and thus affecting the demand for mezzanine financing.

c) Political and regulatory environment

As a financial service company the Company is highly impacted by a complex regulatory environment. Currently the Company operates as a financial investment broker in accordance with Section 34 f GewO and underlies the VermAnlG. Swarm financing up to a total value of kEUR 6,000, such as the capital investments offered by the Company, are exempt from the obligation to publish a prospectus pursuant to Section 2a VermAnlG. A banking license (*KWG-Lizenz*) is not needed to offer and process EVDI's services as structured at the date of the Prospectus. Changes of the regulation might have beneficial or harming impact on the business. EU regulation currently aims to harmonize EU-wide swarm financing regulation under the umbrella of the European Crowdfunding Service Provider Regulation. These policies have direct or indirect impact on the income of the Company. Otherwise tighter regulation leads to increased efforts in achieving the required compliance standards. Entities of the EVDI may not be able to successfully manage all or any of the regulatory requirements that apply to it (which includes inter alia, but not limited to, licensing requirements as well as inspection obligation of commercial operators), or compliance with them may require the entities of the EVDI to incur significant time and expense.

d) Sourcing new projects

New financing projects are the commercial backbone of the Company's business. That is why the Company focusses on attracting potential new real estate companies as well as on developing strong relationships with existing real estate companies. This is realized by a client centric product offering, including aspects such as the individual structuring of the deal, possibilities of pre-financing before publishing the project on the Company's platform, securing pay outs of agreed funding volumes even in case the Online Investors do not fully fund a project, and a public campaign under the Engel & Völkers brand.

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[64] Source for the whole paragraph, VDP Immobilienpreisindex, Q3.2021, https://www.pfandbrief.de/site/dam/jcr:d2819358-20a3-4e45-8cb7-4616ccff9df3/vdp_Index_Q3_2021_DE.pdf

[65] Source, Europäische Zentralbank, Geldpolitische Beschlüsse vom 10. März 2016, https://www.ecb.europa.eu/press/pr/date/2016/html/pr160310.de.html

[66] Source, Tagesschau, 28.10.2021, https://www.tagesschau.de/wirtschaft/konjunktur/ezb-leitzins-entscheidung-101.html

The Company was able to attract even well-known market participants such as CENTRUM or MAGNA. To attract new capital seekers, the Company collaborates with a pool of financial brokers and valuable network partners such as EV Capital AG. EV Capital AG offers mezzanine financing especially for large project volumes. Hence joint offerings, especially together with E&V Capital AG, potentially attract a broader range of real estate companies and increases the potential customer base.

e) Due diligence of real estate projects

The selection of projects offered to Online Investors on the Company's platform is key to maintain the track record, potentially impacting among other things the crowd loyalty, positive brand awareness, and reliable income stream of periodic fees. That is why the Company implemented a two-step comprehensive due diligence process, combining inhouse real estate expertise and an assessment by external partners.

f) Quality of investor base

A strong and loyal investor base is essential for the Company's business model. Having a strong and loyal investor base, potentially enables the Company to finance 1) more projects and 2) also financing with a higher funding volume. An investor base, which proofs to fund high volume projects, has especially two positive effects: Firstly, it enables the Company to reach out to capital seekers, pursuing offerings with a higher financing volume. Secondly, the number of projects financed can be increased. With the Company's existing Online Investors, some projects with financing volumes of several million euros were funded within minutes.

g) Management & team expertise

The Company considers a strong expertise of its management team and employees as another key factor for its business. Within the current recruiting market environment employees with in-depth knowledge of the real estate market in general and due diligence expertise are key to insure the high-quality project selection. Furthermore, a highly skilled IT team is essential, ensuring state of the art software development, a stable operating platform and compliant IT security.

h) Effective Marketing

To attract new active platform customers – capital seekers as well as Online Investors – in an effective way, the right marketing activities are crucial. Using performance marketing to continuously evaluate the success of different marketing strategies is the base for effective marketing. As the demand for loans brokered grows, the number of active investors has to grow, respectively. This leads to a constant re-valuation of marketing strategies and their effectiveness.

i) Pre- and Co-financing volume

EVDI offers Pre-Financing and Co-Financing to the Real Estate Companies. These offerings are for positive impacts on both customer groups. The Pre-Financing offerings potentially attract capital seekers, as they can plan with an agreed and reliable date to a fixed financing volume. The Co-Financing aims to convince Online Investors by shows commitment of EVDI by being engaged in the financing projects.

j) Expansion and diversification of service offering

EVDI's service offering is continuously expanded and diversified in order to attract further growth in both platform customer groups. In 2020 and 2021, several product innovations for capital seekers were implemented, such as financing existing properties *(Bestandsfinanzierung)*, structuring whole loans, and offering partial pre-financing. Online Investors have been offered to register and invest via mobile application, to facilitate the registration and investment process to increase the conversion rate of active Online Investors.

2. Business performance and results of operations of the Company

Influenced by the ongoing Covid-19 pandemic, the Company had to adjust its strategic financial planning, but was nevertheless able to continue its growth path in the years 2020 and 2021. As intended, the Company increased the number of projects, the number of employees and the volume of loans brokered. The volume of loans brokered increased in 2019 from kEUR 29,610.00 to kEUR 46,976.51 in 2020, to kEUR 55,490.00. This means a growth of the financing volume by 58.7% from 2019 to 2020 and by 18.1% to 2021.

The following table shows financial information taken from the Company´s Income Statement for the financial years ended 31 December 2021, 31 December 2020 and 31 December 2019:

	For the financial year ended 31 December		
	2021	**2020**	**2019**
		(audited) **(in kEUR)**	
1. Revenue	4,369.40	3,122.19	1,726.42
2. Other operating income	122.88	68.14	14.01
3. Cost of purchased services	532.57	645.27	454.83
4. Personnel expenses	2,334.90	2,010.50	1,388.42
5. Depreciation, amortisation and write-downs on property, plant and equipment	23.18	24.40	17.98
6. Other operating expenses	1,575.39	1,526.58	940.25
7. Other interest and similar income	9.55	0.05	0.04
8. Interest and similar expenses	0.02	179.96	164.32
9. Income Taxes	0.00	0.00	(0.00)

10. Net income/loss after tax	**35.77**	**(1,196.32)**	**(1,225.32)**
11. Net income/loss for the financial year	35.77	(1,196.32)	(1,225.32)

Changes in revenue:

The Company generates generally revenue from two sources:

- Upfront fees
- Periodic fees

Fees are generated from agreements with the real estate companies in connection with the services offered by the Company. The upfront fees split up into three fee categories. 1) The structuring fee is charged for the service of financially and legally structuring the (more complex) financings. The structuring fee is a fixed amount ranging historically from kEUR 10.00 to kEUR 100.00. 2) As soon as the borrower receives money, typically a brokerage fee is earned. The brokerage fee is calculated as a relative share (%) of the loan brokered (sum of crowd and Co-Financing tranche). 3) After signing the initial term sheet, a mandating fee is charged to cover the external project related costs such as external project due diligence, video production, visualization. The mandating fee is typically deducted from the brokerage fee when the funded amount is paid out to the real estate company. The mandating fee is not a real revenue driver, but should be rather understood as a neutral flat rate to charge the capital seeker a share of the external costs.

The periodic fee, called service fee, spreads periodically until repayment of the subordinated loans granted by Online Investors. The service fee is charged for covering expenses especially for customer service, controlling, accounting activities. The periodic fee is calculated as a relative share (%) of the loan brokered (sum of crowd and Co-Financing tranche).

Despite of the Corona pandemic the revenue increased from kEUR 1,726.42 in 2019 to kEUR 3,122.19 in 2020 (+80.8%) to kEUR 4,369.40 in 2021 (+39.9%). The Company did not have to change the elaborated due diligence process facing the risks from the pandemic. While some competitors such as banks tightened their financing activities, the Company continued financing real estate projects. The stability in times of crisis increased attraction for both customers groups. In general revenue for the period increased as the number of projects (2019: 15; 2020: 18; 2021: 20) as well as the average project volume (2019: kEUR 1,974.00; 2020: kEUR 2,609.78; 2021: kEUR 2,774.50) of the projects increased. Furthermore, the periodic fees from previous financial periods increase revenue in later financial periods, as the project durations are usually more than 12 months. Depending on the project duration, the periodic fee income may spread into the next periods. As the periodic fees can be up to ~3.0% p.a. on the loan brokered (based on historical data), the income effect in the next periods can be significant. Part of the revenue are in 2021 for the first time rent income from subleased office space amounting to kEUR 145.05. EVDI AG moved to a new office, the new place of business of the Company, but the rental agreement for the old office is still running, therefore EVDI AG subleased this premise. The rental incomes are part of the revenue item whereas the corresponding rental payments are mainly shown in the line item cost of purchased services (kEUR 142.70).

Changes of cost of purchased services:

Cost of purchased services mainly comprises project related costs such as costs for due diligences by external partners or video production for the campaign videos on the platform, standing for 88.7% in

2019, 88.9% in 2020 and 66.3% in 2021 of the total amount of cost of purchased services. Hence, as the business grew, the cost of purchased services also increased from kEUR 454.83 in 2019 to kEUR 645.27 (+41.9%) in 2020 and decreased to kEUR 532.57 (-17.5%) in 2021. This increase from 2019 to 2020 is significantly lower than the increase in revenue for the period. From 2020 to 2021 the cost of purchased services even decreased, although the revenue increased. One main reason is that the average volume of brokered loans increased (2019: kEUR 1,974.00; 2020: kEUR 2,609.78; 2021: kEUR 2,774.50), whereas the project related costs stayed in general the same for any project. Furthermore, there were seven follow-up projects financed in 2021. These projects require reduced costs for external due diligences and video production. Both reasons lead to a higher gross margin. Also, periodic fees from previous years increased the revenue with only limited effect of the variable costs of the Company. Whereas expenses for due diligences and video production decreased, expenses for the old, subleased office space came into account, contributing to 26.8% or kEUR 142.70 to the cost of purchased services.

Changes in personnel expenses:

Despite of the project related costs, the personnel expenses are a major cost driver. They account for around half of the total expenses (2019: 46.8%; 2020 45.8%; 2021: 52.3%). Personnel expenses increased from kEUR 1,388.42 in 2019 to kEUR 2,010.50 (+44.8%) in 2020 and to kEUR 2,334.90 (+16.1%) in 2021. The increase is a result from the increase in the average number of employees employed during the financial year from 19 employees in 2019 to 28 in 2020 (+47.4%) to 37 in 2021 (+ 32.1%). The headcount growth is directly linked to the growth strategy of the Company. The share of personnel expense compared to revenue is decreasing from 2019 (80.4%), to 2020 (64.4%) to 2021 (53.4%). The reasons are economies of scale (higher utilization of teams) and efficiency gains of the staff and processes.

Changes in other operating expenses:

	For the financial year ended 31 December		
	2021	**2020**	**2019**
	(unaudited, as otherwise indicated) (in kEUR)		
Other operating expenses*	1,575.39	1,526.58	940.25
a) Cost of premises	276.25	455.23	121.28
- of which office rent	208.57	328.45	88.99
- of which maintenance	0.00	113.24	0.00
b) Insurance premiums, fees and contributions	27.43	44.91	23.31
c) Cost of third-party repairs and maintenance	1.53	0.89	16.19
d) Vehicle fleet expenses	0.33	0.00	0.14
e) Advertising and travel expenses	46.60	60.08	59.48
f) Selling and distribution expenses	40.64	27.67	13.39
g) Miscellaneous operating costs	1,063.87	874.39	705.36
- of which cost of pre financing organization	144.75	110.87	198.13

- of which Online Investor interest	78.36	163.12	59.30
- of which search engine advertising (SEA)	69.06	122.96	58.99
- of which franchise royalties	126.85	93.41	50.62
- of which hiring	119.55	53.90	79.89
- of which legal and other advice	59.73	58.04	55.28
- of which banking services Secupay	56.55	68.43	
- of which online payment processing (FinTec)	6.70	6.60	6.60
- of which Expensions for licences, concessions	31.66	22.81	17.33
- of which public listing transaction costs	247.61	-	-
h) Losses on write-downs or on disposal of current assets and transfers to valuation allowances on receivables	108.52	55.79	-
i) Miscellaneous other operating expenses	10.23	7.63	1.09

**audited*

Other operating expenses increased from kEUR 940.25 in 2019 to kEUR 1,526.58 in 2020 by kEUR 586.33 (+62.4%) to kEUR 1,575.39 (+3.2%) in 2021. The significant cost increase from 2019 to 2020 is mainly driven by the increase of the two largest positions within other operating expenses – cost of premises (2019: kEUR 121.28; 2020: kEUR 455.23 – increase of kEUR 333.95) and miscellaneous operating expenses (2019: kEUR 705.36; 2020: kEUR 874.39 – increase of kEUR 169.02). In the financial years 2019 through 2021 these positions account for the following share of other operating expenses: cost of premises (2019: 12.9%; 2020: 29.8%; 2021: 17.5%); miscellaneous operating costs (2019: 75.0%; 2020: 57.3%; 2021: 67.5%).

The miscellaneous operating costs increased from kEUR 705.36 in 2019 to kEUR 874.39 (+24.0% or kEUR 333.95) in 2020 to kEUR 1,063.87 (+21.7% or kEUR 189.48) in 2021. The increase mainly results from changes in the following positions:

Cost of Pre-Financing organization decreased from 2019 (kEUR 198.13) to 2020 (kEUR 110.87) by kEUR 87.26 or 44.0%. From 2020 to 2021 the cost of Pre-Financing organization increased to kEUR 144.75. The Company reimburses the commitment interest *(Bereitstellungszins)* paid by EVDIS to Versorgungswerk der Zahnärzte Berlin (VZB) on the loan commitment by group internal settlement. Furthermore, EVDI AG pays transaction fees for Pre- and Co-financing payments to EVDIS of kEUR 0.5 per payment. As the business grew from 2019 to 2020, the demand for Pre-Financing and Co-Financing services increased. The non-called capital from the VZB credit facility and respectively the commitment interest for the not drawn part of the credit facility decreased. In 2021 the option of partially pre-financing projects was introduced to borrowers. Instead of the total financing amount, the borrower receives only a part of the amount. That is why the utilization of the pre-financing and co-financing pool decreased. Furthermore, the co-financing share per project was reduced from ~10% to ~5% also resulting in a declining utilization of the pool. This position “Cost of Pre-Financing organization” is part of other operating expenses due to the fact, that the actual financial commitment for the offered credit line is paid by EVDIS and reimbursed by EVDI.

Interest paid during the funding periods increased from kEUR 59.3 in 2019 to kEUR 163.12 in 2020 by kEUR 103.82 or 175.1%. In 2021 the position decreased by kEUR 84.76 or 52.0% to kEUR 78.36. For the Online Investor, the interest on his loan contractually starts once his investment amount is credited on the account of the payment provider where the investor has to transfer his money to. However, the Online Investor has a legally guaranteed withdrawal period in which he can withdraw from the contract. The crowd funds are not paid out to the borrower until the withdrawal period for at least a majority of the Online Investors has expired. Nevertheless, the real estate companies contractually owe the Online Investors the interest from the point in time the payment is received by the payment provider on the trustee account. The longer the time period between receiving date of the investment and the pay out of the crowd funds gets, the higher becomes the Online Investors interest. The Company contractually agreed with the real estate company to bear these funding period interest instead of the real estate company to make the investment more attractive to investors on the one hand side (who receives interest from the first day of his investment) as well as to enhance the attractivity of the financing for the real estate companies on the other side (who only pays interest after having received the loan disbursements to their availability). In 2020 8 projects were funded after 10 days or later of the publishing on the platform, which increased the mentioned time range between receiving date and paid out of the crowd fund and therefore the Online Investor interest covered by EVDI AG. In contrast, in 2021 all projects were funded on the same day, so the Online Investor interest decreased significantly compared to 2020. As those costs are not connected with the Company`s own financing activities they are presented as other operating costs.

Costs for search engine advertising (SEA) increased from kEUR 58.99 in 2019 to kEUR 122.96 in 2020 and decreased to kEUR 69.06 in 2021. SEA is mainly used to advertise platform projects on the Company's platform. In 2019 and 2020 SEA was essential to attract new Online Investors and therefore a relevant driver for the platform growth. In 2021, however, the projects were immediately funded without the necessity of comparable expenses for SEA necessary.

Franchise royalties to Engel & Völkers Marken GmbH & Co. KG increased from 2019 to 2021 (2019: kEUR 50.62; 2020: kEUR 93.41; 2021: kEUR 126.85). The position is linked to the Company's revenue (3% of the revenue). As the revenue increased, the expenses for franchise royalties also went up.

Cost of premises counts for 12.9% (kEUR 121.28) in 2019, 29.8% (kEUR 455.23) in 2020 and 17.5% (kEUR 276.25) in 2021 of the total other operating expenses. The relevant drivers are office rent (2019: kEUR 88.99; 2020: kEUR 328.45; 2021: kEUR 208.57) and maintenance costs respectively costs for reconstruction the new office space (2019: kEUR 0; 2020: kEUR 113.24; 2021: kEUR 0). From 2021 on, those rental payments are shown in “cost of purchased services”, because the space is currently subleased to another tenant. That is why the costs for office rent decreased from 2020 to 2021.The increase from 2019 to 2020 mainly results from moving into and investing in a new office space. In the time of the development of the office space in 2020, both, the new and the old space had to be paid. That is why both positions have increased from 2019 to 2020. In 2021, however, the maintenance costs significantly decreased, as the entire reconstruction of the office space took place in 2020. Furthermore in 2020 the rental payments for the old office space (no longer used by EVDI AG) were part of the line item “cost of premises”.

Public listing transaction costs occurred for the first time in 2021 at kEUR 247.61 because preparations for the public listing started in 2021.

Losses on write-downs or on disposal of current assets and transfers to valuation allowances on receivables increased from kEUR 0.00 in 2019, to kEUR 55.79 in 2020 to kEUR 108.52 in 2021. The increase results from a conservative evaluation of the trade receivables. The position mainly comprises depreciation on mandating fees. Until 2020 the mandating fees were not paid upfront, i.e. before starting the external due diligence. In 2020 the contractual design was changed to an upfront payment of the mandating fees to address the risk of outstanding mandating fees.

Changes in interest and similar expenses:

Interest and similar expenses changed from kEUR 164.32 in 2019 to kEUR 179.96 in 2020 to kEUR 0.02 in 2021. The relevant part of the position were the interests on shareholder loans given to the Company until 2020 (2019: 99.1%; 2020: 99.9%; 2021 0.0%). In 2020 the shareholder loans were paid back by the Company after capital was injected by the shareholders. This led to a significant decrease of the position in 2021.

Changes in net income/loss for the financial year:

Net loss for the financial years 2019/2020 decreased from kEUR 1,225.32 in 2019 to kEUR 1,196.32 in 2020 by kEUR 29.00 or 2.4%. Although still in a significant growth process, the Company managed to increase the revenue by 80.8% from 2019 to 2020 - disproportional higher than the total costs[67] by 47.9% (2019: kEUR 2,965.80; 2020: kEUR 4,386.70). In 2021, however, the Company had a net income of kEUR 35.77 for the first time, while achieving a significant growth in revenue of 39.9% from 2020 to 2021. The total costs almost stayed the same in 2021 (kEUR 4,466.07 - an increase of kEUR 79.36 or 1.8% compared to 2020).

Overall, the growth of the Company can be considered as planned and positive and reflects the strategic financial planning.

3. Balance Sheet of the Company

a) Assets

	For the financial year ended 31 December		
	2021	**2020**	**2019**
		(audited) **(in kEUR)**	
A. Fixed Assets	**249.93**	**251.84**	**189.13**
I. Property, plant & equipment	74.31	76.21	13.50
II. Financial assets	175.63	175.63	175.63
1. Shares in affiliated companies	22.48	22.48	22.48

[67] "Total costs" comprises all expense items in the income statement.

2. Other loans	153.15	153.15	153.15
B. Current assets	**5,118.33**	**773.30**	**314.88**
I. Inventories	0.00	3.11	7.80
II. Receivables and other assets	992.77	416.24	84.58
1. Trade receivables	783.86	342.91	38.87
2.Receivables from affiliated companies	80.00	0.00	0.00
3. Other assets	128.90	73.33	45.71
III. Bank balances	4,125.57	353.95	222.50
C. Prepaid expenses	**25.56**	**5.73**	**11.54**
D. Accumulated deficit not covered by equity	**-**	**-**	**2,446.20**
Total	**5,393.83**	**1,030.87**	**2,961.76**

Changes in fixed assets

Property, plant & equipment increased from kEUR 13.50 as of 31 December 2019 by kEUR 62.71 to kEUR 76.21 as of 31 December 2020. This is because of the Company's expansion of office space (renting a second office space) and related development work and acquisitions for office equipment. As of 31 December 2021 the position is with kEUR 249.93 almost constant.

The financial assets comprise shares in an affiliated company as well as other loans. The Company holds a 89.9% share in EV Digital Invest Strukturierungs-GmbH. As of 31 December 2019 the book value of the shareholding is kEUR 22.48. The other 10.1% is held by the Versorgungswerk der Zahnärztekammer Berlin (VZB). As the book values stays constant over the years, the position does not change from 31 December 2019 to 31 December 2021. Other loans amounting to kEUR 153.15 as of 31 December 2019 are rent deposits *(Kautionszahlungen)* for the rented office spaces. The rent deposits remain unchanged for the reported financial years.

Changes in current assets

Current assets increased by kEUR 458.42 or 145.6% from kEUR 314.88 as of 31 December 2019 to kEUR 773.30 as of 31 December 2020 and by kEUR 4,345.03 or 561.9% to kEUR 5,118.33 as of 31 December 2021. Most relevant driver for the significant increase of the position as of 31 December 2021 is the change in bank balances (as of 31 December 2019: kEUR 222.50; as of 31 December 2020: kEUR 353.95; as of 31 December 2021: kEUR 4.125.57). The main reason is that the Company received two payments into its capital reserve of in total kEUR 4,000.00 from its shareholder VZB in the fiscal year 2021. In addition, the break-even in 2021 and the related cash flows contributed positively to the current assets position. Additionally, the receivables and other assets increased over the years (as of 31 December 2019: kEUR 84.58; as of 31 December 2020: kEUR 416.24; as of 31 December 2021: kEUR 992.77). This is mainly due to the increase of trade receivables as a result of the growth in revenue for periodic fees (as of 31 December 2019: kEUR 38.87; as of 31 December 2020: kEUR 342.91; as of 31 December 2021: kEUR 783.86). Those periodic fees are always due at the last day of each quarter. As the quarters ends on the balance sheet date, outstanding payments from real estate companies are accounted as trade receivables. As of 31 December 2021, there are some additional effects, such as outstanding payments for structuring and brokerage fees for three projects and deferred payments for two projects. Receivables from affiliated companies occur as of 31 December 2021 for the first time.

This position comprises contractual penalties raised by EVDIS against clients. Although the contractual penalties are charged by EVDIS, the actual efforts with regards to claiming and dealing with the contractual penalties are within the EVDI AG. That is why EVDI AG charges EVDIS to an amount similar to the claims raised by EVDIS. To simplify the process and to appropriately apply to the state of facts, the lates contracts were changed, so that the contractual penalties are directly raised by the EVDI AG against the respective clients.

b) Equity and Liabilities

The following table provides an overview of the Company's equity, provisions and liabilities as of 31 December 2021, 31 December 2020, and 31 December 2019.

	For the financial year ended 31 December		
	2021	**2020**	**2019**
		(audited)	
		(in kEUR)	
A. Equity	**4,489.20**	**453.43**	**0.00**
I. Subscribed capital	25.00	25.00	25.00
II. Capital reserve	8,095.96	4,095.96	0.00
III. Loss carried forward	(3,667.53)	(2,471.20)	(1,245.88)
IV. Net profit / loss for the financial year	35.77	(1,196.32)	(1,225.32)
Accumulated deficit not covered by equity	**-**	-	2,446.20
B. Provisions	**453.51**	**162.37**	**107.36**
1. Tax provisions	4.75	4.75	6.20
2. Other provisions	448.76	157.62	101.16
C. Liabilities	**358.18**	**393.84**	**2,854.41**
1. Liabilities to banks	0.01	0.00	0.00
2. Trade payables	98.66	299.05	288.87
3. Liabilities to affiliated companies	16.46	0.42	19.01
4. Other liabilities	243.04	94.36	2,546.53
thereof shareholder loans	0.00	0.00	2,416.25
D. Deferred income	**92.94**	**21.23**	**0.00**
Total	**5,393.83**	**1,030.87**	**2,961.76**

<u>**Changes in equity**</u>

The equity is kEUR 4,489.20 as of 31 December 2021, kEUR 453.43 as of 31 December 2020 and as of 31 December 2019: kEUR 2,446.20 as accumulated deficit not covered by equity. The subscribed capital is unchanged as of 31 December 2019, 31 December 2020 and 31 December 2021 amounting to kEUR 25.00. As of 31 December 2021, the Company has a capital reserve of kEUR 8,095.96, due to further contributions to the capital reserve of in total kEUR 4,000.00 during 2021. As of 31 December 2020 the capital reserve amounts to kEUR 4,095.96 (as of December 2019: kEUR 0.00). The increase is due to contributions to the capital reserve in the financial year 2020 in the amount of kEUR 4,095.96. These contributions to the capital reserve netted the accumulated deficit not covered by equity as of 31 December 2020.

Changes in Provisions

Provisions increased from kEUR 107.36 as of 31 December 2019 to kEUR 162.37 as of 31 December 2020 to kEUR 453.51, as of 31 December 2021. The relevant drivers are provisions for personnel costs, such as bonuses and for accrued holiday entitlements for employees. These positions grow along the general growth in head count. As of 31 December 2021 first costs related to IPO preparations were added to the provisions and mainly caused the increase by 179.3% or kEUR 291.14.

Changes in Liabilities

Liabilities decreased from kEUR 2,854.41 as of 31 December 2019 to kEUR 393.84 as of 31 December 2020 by kEUR 2,460.57. This is mainly due to the repayment of other liabilities, in particular shareholder loans of kEUR 2,416.25. As of 31 December 2021, the liabilities were kEUR 358.18, i.e. a reduction by kEUR 35.66 or 9.1% to the previous period. Main factors for the further decrease is a change of the cost structure and an improved creditor management with respect to the year end accounting activities.

c) Cashflow

The following table shows the Company´s cashflow statements for the financial years ended 31 December 2021, 31 December 2020 and 31 December 20219, each included as appendix 1 in the notes to the financial statements of each year.

	For the financial year ended 31 December		
	2021	**2020**	**2019**
		(audited) **(in kEUR)**	
Result for the period	35.77	(1,196.32)	(1,225.32)
+ Depreciation and amortisation of fixed assets	23.18	24.40	17.98
+ Increase in provisions	291.14	55.01	74.46
-/+ Increase/decrease in inventories, trade receivables and other assets not allocated to investing or financing activities	(583.78)	(321.15)	62.68
+/- Increase/decrease in trade payables and other liabilities not allocated to investing or financing activities	36.06	(23.27)	276.26
-/+ Interest expense/income	(9.53)	179.91	164.28
+/- Income tax income/expense	0.00	0.00	(0.00)
+ Income tax payments	0.00	0.00	0.00
= Cash flows from operating activities	**(207.18)**	**(1,281.42)**	**(629.66)**
- Payments for investments in property, plant and equipment	(21.27)	(87.11)	(20.22)
+ Payments received from the disposal of financial assets	0.00	0.00	2.53

- Payments for investments in financial assets	0.00	0.00	(178.15)
+ Interest received	0.08	0.01	0.04
= Cash flows from investing activities	**(21.18)**	**(87.10)**	**(195.81)**
+ Contributions to capital reserve	4,000.00	4,095.96	0.00
+ Payments received from issuing bonds and raising (financial) loans	0.00	527.00	1,200.00
- Payments from the redemption of bonds and (financial) loans	0.00	(2,877.00)	(100.00)
- Interest paid	(0.02)	(245.99)	(142.00)
= Cash flows from financing activities	**3,999.98**	**1,499.97**	**958.00**
Changes in cash and cash equivalents	**3,771.61**	**131.45**	**132.53**
+ Cash and cash equivalents at the beginning of the period	353.95	222.50	89.97
= Cash and cash equivalents at the end of the period	**4,125.57**	**353.95**	**222.50**

Changes in cash flows from operating activities

Cash flows from operating activities decreased from kEUR -629.66 in 2019 to kEUR -1,281.42 in 2020 and increased to kEUR -207.18 in 2021. The major driver for the changes between the years is the increase in business activities, respectively revenue (2019: kEUR 1,726.42; 2020: kEUR 3,122.19; 2021: kEUR 4,369.40) and total costs (2019: kEUR 2,965.80; 2020: kEUR 4,386.70; 2021: kEUR 4,466.07) from 2019 to 2021. That is why the results for the period in 2019 of kEUR -1,196.32 and in 2020 of kEUR -1,225.32 are negative and counter positive cash flows from operating activities. Furthermore increasing business activities result in an increase of trade receivables (increase of kEUR 304.04 from 31 December 2019 to 31 December 2020 and increase of kEUR 440.96 from as of 31 December 2020 to as of 31 December 2021). That is why the "increase/decrease in inventories, trade receivables and other assets not allocated to investing or financing activities" (2019: kEUR 62.68; 2020: kEUR -321.15; 2021 kEUR -583.78), especially in 2020 and 2021 significantly counters positive cash flows from operating activities. Another factor is the change in "increase/decrease in trade payables and other liabilities not allocated to investing or financing activities" (2019: increase of kEUR 276.26; 2020: decrease of kEUR -23.27; 2021: increase of kEUR 36.06).

Changes in cash flows from investing activities

Cash flows from investing activities increased from kEUR -195.81 in 2019 to kEUR -87.10 in 2020 and to kEUR -21.18 in 2021. In 2019 major investments are related to payments for investments in financial assets of kEUR -178.15, which refer to kEUR -153.15 for rent deposits *(Kautionszahlungen)* and the provision of subscribed capital for EVDIS amounting to kEUR -25.00. In 2020 and 2021 the only relevant investments are related to payments for investments in property, plant and equipment. This is mainly linked to the investments in the reconstruction and office equipment with regards to moving into a new office space.

Changes in cash flows from financing activities

Cash flows from financing activities increased from kEUR 958.00 in 2019 to kEUR 1,499.97 in 2020, to kEUR 3,999.98 in 2021. The large increase in 2021 is caused by the contribution to the capital reserve of kEUR 4,000.00 without relevant outflows of cash. In 2020, the change mainly results from two incidences with opposite impact on the cash flows from financing activities. The cash flow from financing activities mainly increased as a result of a contribution to the capital reserve amounting to kEUR 4,095.96. This cash was to a significant part used in 2020 to pay back the shareholder loan.

Changes in cash and cash equivalents at the end of the period

Cash and cash equivalents at the end of the period increased from kEUR 222.50 as of 31 December 2019 to kEUR 353.95 as of 31 December 2020, to kEUR 4,125.57 as of 31 December 2021. This is because of the changes in cash and cash equivalents within the period[68] are positive (2019: kEUR 132.53; 2020: kEUR 131.45; 2021: kEUR 3,771.61). These add to the positive cash and cash equivalents at the beginning of the period (as of 31 December 2019: kEUR 89.97; as of 31 December 2020: kEUR 225.50; as of 31 December 2021: kEUR 353.95).

4. EVDIS

EVDIS is a majority subsidiary of the Company. It provides the subordinated loans for Pre- and Co-Financing purposes. EVDIS has no employees. EVDIS as borrower is a party to a revolving credit facility agreement (*Rahmendarlehensvertrag*) with VZB as lender. Under this facility agreement the lender makes available to EVDIS a credit line for Pre-Funding the projects (for further details on the facility agreement see Section "*VII. 7. lit. b) Revolving credit facility agreement with VZB*"). The balance sheet total as of 31 December 2019 is kEUR 7,941.24, as of 31 December 2020 is kEUR 12,763.67 and as of 31 December 2021 is 10,848.03. Assets are fully driven by subordinated loans granted either as Pre- and Co-Financing for real estate companies that received financing via EVDI (as of 31 December 2019: 100.0%, as of 31 December 2020: 100%, as of 31 December 2021: 100%). As EVDIS is refinancing itself based on the revolving credit facility agreement with the VZB the liabilities almost exactly mirroring the subordinated loans granted to the real estate companies (as of 31 December 2019: kEUR 7,941.24 (99.6% of subordinated loans); as of 31 December 2020: kEUR 12,716.06 (99.6%); as of 31 December 2021: kEUR 10,777.11 (99.3%)). Equity as of 31 December 2019 was kEUR 13,65, as of 31 December 2020 kEUR 30.67, as of 31 December 2021 kEUR 36.40. The subscribed capital is kEUR 25.00 over the reporting periods. The reduced equity in 2019 results from a net loss for the financial year of kEUR 9.09 and a loss carried forward before used of kEUR 2.27. The increase in equity in 2020 is the result of a net income for the financial year of kEUR 17.02 minus the loss carried forward before used of 11.35 kEUR. The increase of equity as of 31 December 2021 is caused by the net income of kEUR 5.73 in 2021. Provisions changed from kEUR 17.18 as of 31 December 2019 to kEUR 16.94 as of 31 December 2020 to kEUR 34.52 as of 31 December 2021.

EVDI AG reimburses the commitment interest *(Bereitstellungszins)* paid by EVDIS to Versorgungswerk der Zahnärzte Berlin (VZB) on the loan commitment of up to EUR 15 million based on a group internal serve agreement. Furthermore, EVDI AG pays transaction fees for Pre- and Co-financing payments to

[68] Sum of cash flows from operating activities, cash flows from investing activities and cash flows from financing activities.

the EVDIS of kEUR 0.5 per financing paid out. That is why income, mainly driven by the interests received and internal settlement transactions (2019: kEUR 399.87; 2020: kEUR 755.17; 2021: kEUR 1,007.01) rises over time. Income is a sum of revenue and other operating income. In 2019 all income was post to the revenue position. From 2019 to 2020 transfers of equity or debts were posted to other operating income, as a result of a regulatory accounting requirement. In revenue remains especially transaction fees from interest payments from borrowers transferred to VZB. Hence revenue declined (as of December 2019: kEUR 399.87; as of 31 December kEUR 6.89) and slightly increased as of 31 December 2021 (kEUR 7.75). On the contrary, the item other operating income increased significantly as the item is shown as of 31 December 2020 for the first time (as of 31 December 2019: kEUR 0.00; as of 31 December 2020: kEUR 748.28; as of 31 December 2021: kEUR 999.26) As the redemption and interest payments for Pre- and Co-Financing from the borrowers are transferred to VZB, the income is almost netted by the other operating expenses (as of 31 December 2019: kEUR 398.61; as of December 2020: kEUR 744.33; as of 31 December 2021: kEUR 998.56).

All figures in this section “EVDIS” are derived from the internal accounting department of EVDIS and are unaudited.

XII. DIVIDEND POLICY

1. General Rules on Allocation of Profits and Dividend Payments

Shareholders have a share in the Company's profits determined in proportion to their interest in the Company's share capital. The participation of new shares in the profits may be determined in a different manner.

Distributions of dividends on shares for a given financial year are, under German law for a stock corporation (*Aktiengesellschaft*), such as the Company, generally resolved by the annual Shareholders' Meeting in the subsequent financial year. The Management Board and the Supervisory Board submit a proposal for the distribution of dividends to the annual Shareholders' Meeting to be held within the first eight months of the subsequent financial year. The Shareholders' Meeting then adopts a resolution on such distribution with simple majority of the votes cast without being bound by the proposal of the Management Board and Supervisory Board.

Dividends may only be distributed from the Company's distributable profit (*Bilanzgewinn*). The net retained profits are calculated based on the Company's unconsolidated annual financial statements prepared in accordance with generally accepted accounting principles of the HGB.

When determining the distributable profit (*Bilanzgewinn*), the net profit or loss for the financial year (*Jahresüberschuss/-fehlbetrag*) is adjusted for profits or losses carried forward from the previous financial year (*Gewinn-/Verlustvorträge*), as well as for withdrawals from and transfers to reserves. Certain reserves are required to be set up by law and amounts mandatorily allocated to these reserves in the given financial year must be deducted when calculating the distributable profit (*Bilanzgewinn*). Subject to certain statutory restrictions, the Shareholders' Meeting is entitled to transfer additional amounts to the reserves or carry them forward. The Management Board must prepare unconsolidated annual financial statements (balance sheet, income statement and notes to the unconsolidated annual financial statements) and a management report for the previous financial year by the statutory deadline and present these to the Supervisory Board and the auditors immediately after preparation. At the same time, the Management Board must present to the Supervisory Board a proposal for the allocation of the Company's distributable profits (*Bilanzgewinn*) pursuant to Section 170 para. 2 AktG. The Supervisory Board must review the unconsolidated annual financial statements, the Management Board's management report and the proposal for the allocation of the distributable profit (*Bilanzgewinn*) and report to the Shareholders' Meeting in writing on the results. If the Management Board and the Supervisory Board approve the unconsolidated financial statements, they may, pursuant to Section 58 para. 2 AktG, transfer 50% of the profit for the financial year remaining after deducting any transfers to statutory reserves and any losses carried forward to non-statutory reserves. The portion transferred to non-statutory reserves may not exceed 50% of the net income to the extent the non-statutory reserves exceed, or would exceed following such transfer, 50% of the registered share capital of the Company. Pursuant to the Articles of Association and subject to applicable statutory law, the Shareholders' Meeting may resolve to pay dividends in kind (*Sachdividende*) in accordance with Section 58 para. 5 AktG in addition to or in lieu of a cash distribution.

Dividends resolved by the shareholders' meeting are due and payable on the third business day following the relevant shareholders' meeting, unless a later payment has been resolved in the dividend resolution or the Articles of Association, in compliance with the rules of the respective clearing system. The Articles of Association do not provide for a later payment. Since all of the Company's dividend entitlements are evidenced by one or more global share certificates deposited with Clearstream, Clearstream will transfer the dividends to the shareholders' custodian banks for crediting to their accounts. German custodian banks are under an obligation to distribute the funds to their customers. Shareholders using a custodian bank located outside Germany must inquire at their respective custodian bank regarding the terms and conditions applicable in their case. To the extent dividends can be distributed by the Company in accordance with HGB and corresponding decisions are taken, there are no restrictions on shareholder rights to receive such dividends.

Under German law, the right to dividend payments is generally time-barred after three years for the benefit of the Company. If dividend payment claims expire, the Company becomes the beneficiary of the dividends.

The Offer Shares will be entitled to profit participation as from 1 January 2022, which means for the full financial year 2022 and for all subsequent financial years. The dividends will be paid out in accordance with the rules of the clearing system of Clearstream. Details on dividend payments and the respective paying agent will be published in the German Federal Gazette (*Bundesanzeiger*) after the Shareholders' Meeting. To the extent dividends can be distributed by the Company in accordance with the HGB and corresponding decisions are taken, there are no restrictions on shareholders' rights to receive dividends. Neither German law nor the Articles of Association provide for a special procedure for the exercise of dividend rights by shareholders not resident in Germany.

Besides requirements of mandatory German law, the Company's ability to distribute dividends may be limited by the availability of distributable funds.

Generally, withholding tax (*Kapitalertragsteuer*) is withheld from dividends paid.

2. Dividends per Share and Dividend Policy

The Company has not distributed any dividends during the period covered by the historical financial information. The Company currently intends to retain all available funds and any future earnings to support its operations and to finance the growth and development of its business. The Company currently does not intend to pay dividends for the foreseeable future.

Any future decision to pay dividends will be made in accordance with applicable laws and will depend upon, among other things, the Company's results of operations, financial condition, contractual restrictions and capital requirements. The Company is not in a position to make any statements on the amount of future retained earnings or on whether retained earnings will exist at all in the future. The Company, therefore, is unable to guarantee that dividends will be paid in future years.

XIII. GOVERNING BODIES

1. Management Board

a) Overview

Under the Articles of Association, the Management Board consists of one or more members. The Supervisory Board appoints and dismisses the members of the Management Board and determines the exact number of the members of the Management Board. The Supervisory Board has set the current size of the Management Board of two members. If the Management Board consists of several persons, the Supervisory Board may appoint one member of the Management Board as chair and further appoint one member as deputy chair, speaker or deputy speaker of the Management Board. The members of the Management Board shall be appointed by the Supervisory Board for a maximum term of five years. Reappointments or extensions, each for a maximum term of up to five years, are permissible. The Supervisory Board may revoke the appointment of a member of the Management Board prior to the expiration of the relevant member's term for good cause (*wichtiger Grund*) (e.g., a gross breach of fiduciary duties, inability to properly manage the Company or if the Company's shareholders' meeting has passed a vote of no confidence with respect to such member, unless the vote of no confidence was clearly passed for arbitrary reasons).

According to the internal rules of procedure (*Geschäftsordnung*) of the Management Board, resolutions of the Management Board shall be adopted unanimously if possible. If Management Board consists of more than two members and unanimity cannot be achieved, the resolutions of the Management Board shall be adopted by a simple majority of the votes of the members participating in the adoption of the resolution. If the Management Board consists of two members, unanimity must be achieved. In the event of a tie, the resolution shall be deemed not to have been adopted. If a resolution is not passed due to a tie, each member of the Management Board is entitled to submit the subject of the resolution to the Supervisory Board with a request for an opinion. Insofar as the Supervisory Board has appointed a chairman of the Management Board, this chairman may object to management measures taken by members of the Management Board and to resolutions of the full Management Board. If the chairman of the Management Board exercises this right of objection, the management measure or the execution of the resolution must cease.

If only one member of the Management Board is appointed, she/he acts individually on behalf of the Company. If several members of the Management Board are appointed, the Company is represented vis-à-vis third parties and in court proceedings by two members of the Management Board or a member of the Management Board jointly with any authorized representative (*Prokurist*). The Supervisory Board may grant individual or all members of the Management Board the power of sole representation and exempt individual or all members of the Management Board from the prohibition of multiple representation pursuant to Section 181, second case of the German Civil Code (*Bürgerliches Gesetzbuch* – "**BGB**"). The power of sole representation and/or the exemption from the prohibition of multiple of multiple representation pursuant to Section 181, second case BGB may be revoked at any time.

The Supervisory Board may issue, amend or cancel rules of procedure (*Geschäftsordnung*) for the Management Board at any time.

Additional provisions regarding, the duties of its members, the overall responsibility of the Management Board and the Management Board's internal organization are set forth in the rules of procedure (*Geschäftsordnung*) of the Management Board, which were adopted by the Supervisory Board on 28 February 2022.

b) Current Members

The following table sets forth the current members of the Management Board (who are currently acting as CO-CEOs), their respective age and responsibilities and the duration of their remaining terms:

Name	Age	First appointed	Appointed until	Responsibilities
Marc Laubenheimer	36	28 Feb 2022	28 Feb 2025	Finance & legal, Risk, Technology, HR & Operations
Tobias Barten	40	28 Feb 2022	28 Feb 2025	Sales, Campaign Management, Relationship Management Engel & Völkers Network, Research

Marc Laubenheimer (*15 September 1985)

Mr. Laubenheimer studied at the Catholic University of Eichstätt-Ingolstadt and the University of Stellenbosch from 2006 to 2011 and graduated with a Bachelor of Science and a Master of Science in Business Administration with a focus on Finance. From 2011 to 2016, Mr. Laubenheimer held various positions at Deutsche Bank in Frankfurt, Germany, and London, United Kingdom. Among other things, he reported as Vice President directly to Members of the Deutsche Bank group's management board and worked majorly in the areas of Strategy, Transaction Banking, Postbank and Asset Management. From 2016 to 2017, he worked for Deutsche Asset Management (now DWS) as COO Regulatory Affairs, Controls in Coverage EMEA. There the focus of Mr. Laubenheimer's work was on the analysis and implementation of regulatory requirements. Since the foundation of the Company (formerly "EV Digital Invest GmbH" and "EVC Crowdinvest GmbH") in 2017, Mr. Laubenheimer has been a member of the Management Board (and managing director before the Transformation).

Alongside his office as a member of the Management Board, Mr. Laubenheimer is, or was within the last five years, a member of the administrative, management or supervisory bodies of and/or a partner in the following companies and partnerships outside EVDI:

Company	Function	From - to
Manticore Investments UG (haftungsbeschränkt)	managing director	Since January 2020 to date

Other than listed above, Mr. Laubenheimer is not, and within the last five years was not, a member of the administrative, management or supervisory bodies of and/or a partner in any companies or partnerships outside EVDI.

Tobias Barten (*4 November 1981)

Mr. Barten studied at the Frankfurt School of Finance & Management and Griffith University Gold Coast from 2005 to 2009 and graduated with a Bachelor of Science in Business Administration with a focus on Finance and Management. After his training as a banker, Mr. Barten worked for SEB Bank in Frankfurt am Main, Germany, from 2005 to 2011, where he worked in portfolio management and securities product management, among other things. From 2011 to 2013, he worked in Hamburg, Germany, for Engel & Völkers Capital AG, where he was responsible for building up the sales network. Mr. Barten then moved to Oaklet GmbH in 2013, where he was employed as Director of Alternative Investments until mid-2015. The focus of Mr. Barten's activities was on the securitization of tangible assets such as real estate and container portfolios. From 2015 to 2017, Mr. Barten was employed by Deutsche Apotheker- und Ärztebank in Munich and Berlin, Germany, where he worked as a sales specialist in the area of capital investment real estate. Since the foundation of the Company (formerly EV Digital Invest GmbH and EVC Crowdinvest GmbH) in 2017, Mr. Barten has been a member of the Management Board (and managing director before the Transformation).

Alongside his office as a member of the Management Board, Mr. Barten is, or was within the last five years, a member of the administrative, management or supervisory bodies of and/or a partner in the following companies and partnerships outside EVDI:

Company	Function	From - to
EV Digital Invest Technology AG	member of the management board	Since December 2021 to March 2022
Barten Beteiligungen UG (haftungsbeschränkt)	managing director	Since January 2022 to date

Other than listed above, Mr. Barten is not, and within the last five years was not, a member of the administrative, management or supervisory bodies of and/or a partner in any companies or partnerships outside EVDI.

c) Management Service Agreements and Remuneration

The termination dates of the management service agreements for each of the members of the Management Board correspond with their respective terms in office.

Each of the members of the Management Bord receives a fixed salary amounting to EUR 190,000.00 p.a. gross and a performance-related remuneration (2022: up to EUR 60,000.00) depending on the achievement of targets to be determined prior to the start of each financial year.

The Company has also taken out a D&O insurance policy that covers the current and future members of the Management Board and Supervisory Board, with a market standard coverage including various sub-limits depending on the specific nature of claims. The D&O insurance provides for a deductible for all members of the Management Board in line with the AktG.

Neither the Company nor any of its subsidiaries have formed the reserves to provide pensions, retirement or similar benefits to the members of the Management Board.

d) Shareholdings

Each of the members of Management Board holds 111.360 Existing Shares, corresponding to 2.8% of the Company's share capital and voting rights. Marc Laubenheimer holds 0.6% of the Existing Shares directly and further 2.2% of the Existing Shares indirectly as sole shareholder through Manticore Investments UG (haftungsbeschränkt). Tobias Barten directly holds 0.6% of the Existing Shares directly and further 2.2% of the Existing Shares indirectly as sole shareholder through Barten Beteiligungen UG (haftungsbeschränkt).

2. Supervisory Board

a) Overview

The Supervisory Board consists of four members. The members of the Supervisory Board are elected by the Shareholders' Meeting and represent the shareholders. Pursuant to Section 100 para. 5 AktG, the members of the Supervisory Board as a whole must be familiar with the industry in which the Company conducts its business.

According to the Articles of Association, members of the Supervisory Board may be elected for a maximum term lasting until the end of the Shareholders' Meeting, which resolves on the discharge (*Entlastung*) of the relevant members of the Supervisory Board for the fourth financial year after the commencement of the term of office. The financial year in which the term of office commenced is not counted towards the aforementioned number of four years.

If a member of the Supervisory Board is elected to replace a member who withdraws before the end of his term, his office shall continue for the remainder of the term of office of the withdrawing member, unless the Shareholders' Meeting resolves a different term. Reelections of members of the Supervisory Board are permissible.

Each member of the Supervisory Board and each substitute member may resign from office with or without cause by giving written one months' notice to the chairman of the Supervisory Board, or, in case of a resignation by the chairman, to the deputy chairman or to the Management Board. The chairman of the Supervisory Board or, in case of a resignation of the chairman, the deputy chairman, may shorten or waive the notice period. The right to resign for good cause remains unaffected.

The Supervisory Board elects a chairman and a deputy chairman from among its members.

The Supervisory Board shall be convened by the chairman or his deputy, stating an agenda, as often as required by law or business; the Supervisory Board shall meet at least four times during a financial year. The meeting shall be chaired by the chairman of the Supervisory Board or his deputy.

The Supervisory Board constitutes a quorum if half of its members, but at least three members participate in the adoption of the resolution. A member may also participate in the adoption of a resolution if he or she abstains from voting by having other members of the Supervisory Board submit written votes.

Resolutions of the Supervisory Board may also be passed without convening a meeting by way of written, electronic (fax, mail) or telephone or video or a combination of these voting methods if no member of the Supervisory Board objects to this procedure.

Resolutions of the Supervisory Board are adopted by a simple majority of votes cast. In case of a tie, the vote of the chairman of the Supervisory Board shall be decisive. In case the chairman is not participating, the vote of the deputy chairman shall not be decisive.

According to the Articles of Association, the Supervisory Board shall be entitled to adopt internal rules of procedure (*Geschäftsordnung*). The Supervisory Board adopted internal rules of procedure (*Geschäftsordnung*). The internal rules of procedure provide, inter alia, additional provisions regarding, the duties of its members and formal procedures for meetings and resolutions.

The Supervisory Board formed no committees.

b) Current Members

The following table sets forth the current members of the Supervisory Board and their main occupation outside EVDI:

Name	First appointed	Appointed until	Main occupation outside EVDI
Ralf Wohltmann (chairman)	28 February 2022	The day of the annual Shareholders' Meeting that resolves on the discharge of the Supervisory Board for the fourth fiscal year after the appointment.	director of VZB
Tim Otto (deputy chairman)	28 February 2022	The day of the annual Shareholders' Meeting that resolves on the discharge of the Supervisory Board for the fourth fiscal year after the appointment.	investment manager at FOX Beteiligungen GmbH
Ingo Rellermeier (member of the Supervisory Board)	28 February 2022	The day of the annual Shareholders' Meeting that resolves on the discharge of the Supervisory Board for the fourth fiscal year after the appointment.	dentist; chairman of the administrative committee of VZB
Adrian Lösche (member of the Supervisory Board)	28 February 2022	The day of the annual Shareholders' Meeting that resolves on the discharge of the Supervisory Board for the fourth fiscal year after the appointment.	managing partner of CapitalWave GmbH

Ralf Wohltmann (*23 June 1967)

Mr. Wohltmann studied social security law with a focus on pension law in Berlin, Germany. After his studies and a short period of work at the Deutsche Rentenversicherung Bund, Mr. Wohltmann joined the Versorgungswerk der Landeszahnärztekammer Thüringen, where he was a member of the management board from its foundation in 1992. In 2000, Mr. Wohltmann assumed his current position as director of VZB. Among other things, he was involved in the restructuring of the institution.

Alongside his office as a member and chairman of the Supervisory Board, Mr. Wohltmann is, or was within the last five years, a member of the administrative, management or supervisory bodies of and/or a partner in the following companies and partnerships outside EVDI:

Company	Function	From - to
VZB Vermögensverwaltungsgesellschaft mbH	managing director	Since January 2017 to date
12.18. Investment Management GmbH	managing director	Since May 2020 to date
Fleesensee Feriendorf GmbH	managing director	Since August 2020 to date
Fleesensee Schloßhotel GmbH	managing director	Since August 2020 to date
Fleesensee Holding GmbH	managing director	Since February 2020 to date
Brauhausquartier GmbH	managing director	Since April 2020 to date
central berlin wohnen GmbH	managing director	Since December 2019 to October 2020
Ollenhauerstr. 135 UG	managing director	Since September 2020 to date
Marktplatz Fleesensee GmbH	managing director	Since May 2020 to date
RF Fininvest GmbH	managing director	Since August 2020 to date
Studentkompanie Betriebs-GmbH	managing director	Since January 2020 to date
Studentkompanie Projektentwicklung GmbH	managing director	Since March 2019 to date
VZB-Magna GmbH	managing director	Since December 2017 to date
Plönzeile 27/29 GmbH	managing director	Since July 2019 to date
EV Venture Management AG	member of the management board	Since June 2021 to date
Studentkompanie Projekt 1 GmbH	managing director	Since December 2021 to date
Brauhausstraße 5 GmbH	managing director	Since December 2021 to date
Hammer Straße 2 GmbH	managing director	Since December 2021 to date

WoMa Beteiligungen GmbH	managing director	Since December 2021 to date
VZB-Lux_GP S.a.r.L.	managing director	Since September 2020 to date
VZB-Lux-MLP S.a.r.L.	managing director	Since September 2020 to date
rPlanetEarth LLC	co-chairman board of directors	Since August 2015 to date
Magna Asset Management AG	chairman of Supervisory Board	Since August 2016 to date
7ORCA Asset Management AG	chairman of Supervisory Board	Since March 2017 to date
Kapilendo AG	vice chairman of Supervisory Board	Since March 2017 to May 2021
Engel & Völkers Capital AG	vice chairman of Supervisory Board	Since February 2018 to date
Element Insurance AG	member of Supervisory Board (chairman since 2021)	Since August 2019 to date
Engel & Völkers AG	member of Supervisory Board	Since October 2019 to December 2021
New Age Alpha	Board of Directors	Since March 2019 to date
Aves One AG	chairman of Supervisory Board	Since March 2017 to January 2022

Other than listed above, Mr. Wohltmann is not, and within the last five years was not, a member of the administrative, management or supervisory bodies of and/or a partner in any companies or partnerships outside EVDI.

Tim Otto (*20 March 1987)

Mr. Otto studied at the University of Bayreuth, Universidad Complutense Madrid and Universidade Nova SBE in Lisbon from 2007 to 2013 and graduated with a Bachelor of Science in Business Administration and a Master of Science in Finance. From 2013 to 2016, Mr. Otto worked as a consultant for financial services companies for BDO AG Wirtschaftsprüfungsgesellschaft in Hamburg, Germany. His responsibilities included advising on capital market transactions as well as on acquisitions and sales of companies. From 2016 to 2019, he worked for Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft in Hamburg, Germany, and London, United Kingdom, where he acted as an advisor to private equity companies and large corporations from various industries on company acquisitions and sales. The focus of Mr. Otto's work was on financial due diligence, purchase price determination and negotiation support. Since

2019, Mr. Otto has been employed as an investment manager at the private investment firm FOX Beteiligungen GmbH. The focus of his activities is the management of existing investments as well as the identification of new investment opportunities in the areas of real estate, logistics, renewable energies and FinTech as well as PropTech.

Mr. Otto is, or was within the last five years, a member of the administrative, management or supervisory bodies of and/or a partner in the following companies and partnerships outside EVDI:

Company	Function	From - to
EV Digital Invest Technology AG	member of the Supervisory Board	Since December 2021 to March 2022

Other than listed above, Mr. Otto is not, and within the last five years was not, a member of the administrative, management or supervisory bodies of and/or a partner in any companies or partnerships outside EVDI.

Dr. Ingo Rellermeier (* 30 May 1970)

Dr. Rellermeier has been a dentist in private practice in Berlin, Germany, since 1998. Since 2004, Dr. Rellermeier has also been a member of the administrative committee of VZB. In 2007, he was elected vice-chairman and since 2013 he has led the administrative committee of the VZB as chairman.

Dr. Rellermeier is, or was within the last five years, a member of the administrative, management or supervisory bodies of and/or a partner in the following companies and partnerships outside EVDI:

Company	Function	From - to
VZB	member of the management committee	Since February 2004 to date (Vice chairman since May 2007; chairman since April 2013)
MAGNA Asset Management AG	member of the Supervisory Board	Since August 2017 to date
Engel & Völkers Capital AG	member of the Supervisory Board	Since March 2017 to date
Magna Real Estate AG	member of the Supervisory Board	Since March 2017 to date
Kapilendo AG	member of the Supervisory Board	Since May 2021 to date
EV Venture Management AG	member of the Supervisory Board	Since August 2019 to date
Rellermeier Beteiligungsgesellschaft mbH	managing director	Since July 2017 to date
Rellermeier Beteiligungsgesellschaft mbH & Co. KG	managing director	Since July 2018 to date

Rellermeier Heegewaldt Beteiligungsgesellschaft mbH	managing director	Since July 2019 to date
Rellermeier Heegewaldt Immobilien Beteiligungsgesellschaft mbH & Co. KG	managing director	Since August 2019 to date

Other than listed above, Dr. Rellermeier is not, and within the last five years was not, a member of the administrative, management or supervisory bodies of and/or a partner in any companies or partnerships outside EVDI.

Adrian Lösche (*16 June 1989)

Mr. Lösche studied at the University of Hamburg and the University of Technology Lappeenranta from 2010 to 2016 and graduated with a Bachelor of Science in Economics and a Master of Science in Business Administration with a focus on Finance and Insurance as well as Applied Econometrics. From 2012 to 2020, Mr. Lösche held various positions at Engel & Völkers Capital AG. His responsibilities included the fund and asset management of the real estate fund companies as well as institutional individual mandates and investment vehicles and the conception, restructuring and optimization of new products (business development). Another area of responsibility was the management of (strategic) investments and subsidiaries. Since 2020, Mr. Lösche is managing partner of CapitalWave GmbH, a transaction and portfolio manager, specialized in the holistic management of investment portfolios of high net worth individuals, entrepreneurs and professional pension funds.

Alongside his office as a member of the Supervisory Board, Mr. Lösche is, or was within the last five years, a member of the administrative, management or supervisory bodies of and/or a partner in the following companies and partnerships outside EVDI:

Company	Function	From - to
15Null4 UG (haftungsbeschränkt)	managing director	Since January 2020 to date
CapitalWave GmbH	managing director	Since April 2020 to date
CapWave Beteiligungen UG (haftungsbeschränkt)	managing director	Since May 2021 to date
FLGS Beteiligungen GmbH	managing director	Since May 2021 to date
Beteiligungsgesellschaft Fachhochschule Lüdenscheid GmbH	managing director	From December 2016 to September 2018
Private Placement Fachhochschule Lüdenscheid Verwaltungs GmbH	managing director	From December 2016 to September 2018
Wohnfonds Düsseldorf-Himmelgeist Verwaltungs GmbH	managing director	From December 2016 to September 2018
EVCAP Geschäftsführungs GmbH	managing director	From December 2016 to September 2018

NOVITAS Immo Verwaltungs GmbH	managing director	From December 2016 to September 2018
EVC Immobilieninvest Verwaltungs GmbH	managing director	From December 2016 to December 2019
EVC Management GmbH	managing director	From December 2016 to December 2019
Geschäftsführung DWF Deutscher Wohnfonds GmbH	managing director	From December/2016 to February 2020
Verwaltung DWF Deutscher Wohnfonds GmbH	managing director	From December/2016 to February 2020
EVC Projektgesellschaft mbH	managing director	From December/2016 to February 2020
EV Digital Invest Technology AG	member of the Supervisory Board	Since December 2021 to March 2022

Other than listed above, Mr. Lösche is not, and within the last five years was not, a member of the administrative, management or supervisory bodies of and/or a partner in any companies or partnerships outside EVDI.

c) Remuneration

Pursuant to Section 12 of the Articles of Association, the Shareholders' Meeting resolves upon the amount of the remuneration of the members of the Supervisory Board. The Shareholders' Meeting in 2022 resolved on a remuneration of EUR 2,500.00 per member and per meeting of the Supervisory Board. The remuneration is due after the end of the Shareholders' Meeting which receives the annual financial statements for the financial year for which the remuneration is paid or decides on their approval.

If a person is a member of the Supervisory Board only for part of a financial year or for an abbreviated financial year (*Rumpfgeschäftsjahr*), remuneration is determined for a proportionate period of time (pro rata temporis). The Company shall also bear the cost of appropriate directors & officers' insurance policies for the members of the Supervisory Board. In addition, every member of the Supervisory Board is entitled to reimbursement for expenses incurred in performing the duties of its office as well as the amount of value added tax that may be due on the Supervisory Board compensation, insofar as they are entitled to bill the Company separately for VAT and exercise this right.

d) Shareholdings

The members of the Supervisory Board do not hold any Existing Shares. There are no stock options.

3. Shareholders' Meeting

a) Shareholders' Rights to Participate in Shareholders' Meetings

The Shareholders' Meeting is the body in which the shareholders of the Company can exercise their rights within the Company.

Pursuant to the Articles of Association, all shareholders are entitled to attend the Shareholders' Meeting and exercise their voting rights if they have registered prior to the Shareholders' Meeting. The registration must be received by the Company or the offices otherwise designated in the invitation in text form in German or English at least six days before the Shareholders' Meeting.

Shareholders must also provide evidence of their entitlement to attend the Shareholders' Meeting and to exercise their voting rights. For this purpose, proof of share ownership in text form by the ultimate intermediary pursuant to Section 67c para. 3 AktG shall be sufficient. The proof must refer to a date to be specified in the invitation in accordance with the statutory requirements for listed companies and must be received by the Company or one of the other bodies specified in the invitation at least six days before the Shareholders' Meeting. The provisions of this paragraph shall only apply if the shares of the Company are held in collective custody.

Each Share grants one vote in the Shareholders' Meeting. Voting rights may be exercised by proxy. The granting of the proxy, its revocation and the evidence of authorization to be provided to the Company must be submitted in writing (*Textform*), unless the Company requires the shareholders to grant the proxy in another form. Details on the granting of proxy, its revocation and the evidence provided to the Company are provided together with the convening of the Shareholders' Meeting or shall be made available in a manner announced in the invitation to the Shareholders' Meeting.

The Management Board is authorized to provide that shareholders may participate in the Shareholders' Meeting and exercise all or some of their rights in whole or in part by means of electronic communication (online participation) even without being present or represented on site, and to make provisions regarding the scope and procedure of such participation and exercise of rights. The provisions shall be announced when the Shareholders' Meeting is convened.

The Management Board is also authorized to provide that shareholders may cast their votes in writing or by means of electronic communication without attending the Shareholders' Meeting (postal vote) and to make provisions regarding the procedure. The provisions shall be published together with the notice convening the Shareholders' Meeting.

b) Resolutions

Pursuant to Section 18 para. 2 of the Articles of Association, resolutions of the Shareholders' Meeting shall be adopted by a simple majority of the votes cast and, where the law requires a capital majority in addition to a voting majority, by a simple majority of the capital stock represented at the time the resolution is adopted, unless mandatory statutory provisions or the provisions of these Articles of Association provide otherwise. Abstentions are regarded as votes not cast. In the event of a tie, a motion shall be deemed rejected.

Neither the AktG nor the Articles of Association provide for a minimum participation to maintain the Shareholders' Meeting's quorum.

According to the AktG, resolutions importance (*grundlegende Bedeutung*) mandatorily require a majority of at least 75% of the share capital represented at the vote in addition to the simple majority of the valid votes cast. Resolutions of fundamental importance include, i.a.:

- Approval to conclude, amend or terminate corporate agreements (*Unternehmensverträge*);
- Exclusion of subscription rights as part of a capital increase by the Shareholders' Meeting or in the context of an issuance of, or authorization to issue, convertible and profit sharing certificates and other profit sharing rights;
- Capital reductions;
- Amendments to the corporate purpose of the Company;
- Creation of conditional or authorized capital;
- Authorization on the use of treasury shares;
- Liquidation of the Company or a subsequent continuation of the liquidated Company;
- Changing of the Company's legal form;
- Approval of contracts within the meaning of Section 179a AktG (transfer of the entire assets of the Company) and management actions of special significance that require the approval of the Shareholders' Meeting; of the Company in compliance with legal precedents;
- Integration of the Company into another corporation; and
- Any actions within the meaning of the UmwG.
- Neither German law nor the Articles of Association limits the rights of foreign shareholders or shareholders not domiciled in Germany to hold shares or exercise voting rights associated therewith.

c) Convening of Shareholders' Meetings

Pursuant to Section 175 para. 1 sentence 2 AktG and Section 13 para. 1 of the Articles of Associaten, the annual Shareholders' Meeting must be held within the first eight months of each financial year. In addition, extraordinary Shareholders' Meetings can be convened. If the wellbeing of the Company requires it or if it appears necessary, the Management Board or the Supervisory Board must convene an extraordinary Shareholders' Meeting.

Pursuant to section 14 para. 1 of the Articles of Association the Shareholders' Meeting must be held at the Company's registered seat or at the registered seat of a German stock exchange or in a German city with a population of at least 100,000 or within a radius of 50 km from the registered seat of the Company.

The Shareholders' Meeting is generally convened by the Management Board. Notice must be issued in the German Federal Gazette (*Bundesanzeiger*) at least 30 days before the day of the Shareholders' Meeting. The day of the meeting and the day of the publication of the convocation in the German Federal Gazette (*Bundesanzeiger*) are not taken into account when calculating this 30 day period. This period is extended for the period for registration by the shareholders.

The Shareholders' Meeting may also be convened by the Supervisory Board in the cases prescribed by law. In addition, shareholders whose aggregate shareholdings amount to at least 5% of the Company's share capital or a pro rata share of EUR 500,000.00 in the Company's share capital may request that a Shareholders' Meeting be held. Shareholders or shareholder associations may solicit other shareholders to submit such request, jointly or by proxy, in the shareholders' forum of the German Federal Gazette (*Bundesanzeiger*), which is also accessible via the website of the German Company Register (*Unternehmensregister*). If, following a request submitted by shareholders whose aggregate shareholdings amount to at least 5% of the Company's share capital or a pro rata share of EUR 500,000.00 in the Company's share capital, a Shareholders' Meeting is not held in a timely manner, the competent local court (*Amtsgericht*) may authorize the shareholders who have requested such meeting or their representatives to convene a Shareholders' Meeting.

Once the respective shares have been acquired in compliance with the applicable legal provisions, and subject to ongoing compliance with such applicable legal provisions, including for example merger control and foreign investment regulations, neither German law nor the Articles of Association restrict the rights of shareholders who are not resident in Germany or who are not German citizens to hold shares or to exercise the voting rights associated therewith.

d) Conduct of Shareholders' Meetings

The Shareholders' Meeting is chaired by the chairman of the Supervisory Board or, if he is prevented or if the chairman of the Supervisory Board is unable to perform his duties for other reasons, by his Deputy. If both are prevented or do not perform their duties for other reasons, the Supervisory Board may appoint a chairman by a resolution adopted before or during the Shareholders' Meeting. If the Supervisory Board does not make use of this option, individual Supervisory Board members may also appoint a chairman. If several Supervisory Board members make use of this option, the appointment shall be made by the oldest Supervisory Board member in terms of age. If an individual member of the Supervisory Board does not appoint a chairman, the chairman shall be elected from among the shareholders at the Shareholders' Meeting under the chairmanship of the shareholder present who represents the most votes.

The chairman of the Shareholders' Meeting chairs the proceedings of the meeting and directs the course of the proceedings. In particular, the chairman may exercise rules of order and make use of assistants. The chairman determines the sequence of speakers and the consideration of the items on the agenda as well as the form, procedure and further details of voting. The chairman may also set a reasonable limit on the time allowed to speak or to ask questions, or on the combined time to speak and ask questions in accordance with the further provisions of the Articles of Association. The chairman may also determine at 10:30 p.m. on the day of the Shareholders' Meeting, order the close of debates and begin voting on the items on the agenda.

4. Certain Information on the Members of the Management Board and the Supervisory Board

In the last five years, no member of the Management Board or the Supervisory Board has been:

- Convicted of fraudulent offenses; or
- Associated with any bankruptcy, receivership, liquidation or companies put into administration, acting in its capacity as a member of any administrative, management or supervisory body; or
- The subject of any official public incriminations and/or sanctions have been pending or imposed by statutory or legal authorities, including designated professional bodies; or
- Disqualified from acting as a member of the administrative, management, or supervisory body of a Company or from acting in the management or conduct of the affairs of any Company.

Each of the members of the Management Board holds Existing Shares. Therefore, they have a financial and economic interest separately from their position in the Management Board, that may diverge from the Company's interests and, thus, may result in a conflict of interest. Alongside his office as member of the Supervisory Board, Dr. Ingo Rellermeier is member of the member of the management committee of VZB, the main shareholder of the Company and the minority shareholder of EVDIS. To the extent the interests of VZB diverge from those of the Company, this may result in a conflict of interests for Dr. Ingo Rellermeier. Except as disclosed above, there are no conflicts of interest or potential conflicts of interest between the members of the Management Board and Supervisory Board with respect to their duties to the Company on the one hand and their private interests, membership in governing bodies of companies, or other obligations on the other.

Neither the members of the Management Board nor the members of the Supervisory Board have entered into a service agreement with the Company that provides for benefits upon termination of employment or office. Neither the Company nor any of its subsidiaries have formed reserves to provide pensions, retirement or similar benefits to the members of the Management Board and the Supervisory Board.

There are no family relationships between the members of the Management Board and the Supervisory Board, either amongst themselves or in relation to the members of the other body.

The members of the Management Board and the Supervisory Board can be contacted under the Company's business address at Joachimsthaler Straße 12, 10719 Berlin, Germany.

5. Corporate Governance

Following the Listing, the Company will not become subject to the obligation to declare compliance with the recommendations of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex* – "**Code**") pursuant to Section 161 para. 1 AktG. Such obligation requires a listing in a regulated market in Germany. However, the Company intends to voluntarily issue declarations of compliance (*Entsprechenserklärungen*) with the recommendations of the Code, because the Management Board and the Supervisory Board consider a good corporate governance as important for the Company. The current declaration of compliance (*Entsprechenserklärung*) reads as follows:

"DECLARATION OF COMPLIANCE OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD OF EV DIGITAL INVEST AG WITH THE RECOMMENDATIONS OF THE "GOVERNMENT COMMISSION ON THE GERMAN CORPORATE GOVERNANCE CODE" PURSUANT TO SECTION 161 AKTG

*On 20 March 2020, the German Corporate Governance Code as amended on 16 December 2019 was published in the official section of the Federal Gazette ("**Code 2020**"). The Management Board and Supervisory Board of EV Digital Invest AG hereby declare pursuant to Section 161 AktG that the Company will comply with the recommendations of the Code 2020 in the future with the following exceptions:*

A.1 When making appointments to executive positions, the Management Boards shall consider diversity.

When filling management positions, the Management Board primarily focuses - irrespective of gender - on the professional and personal competence of potential candidates, paying particular attention to the company-specific requirements, in particular due to the size of the company, so that the managers have the knowledge, skills and professional experience required to perform their tasks.

A.2 The Management Board shall institute an appropriate compliance management system reflecting the enterprise's risk situation, and disclose the main features of this system. Employees shall be given the opportunity to report, in a protected manner, suspected breaches of the law within the enterprise; third parties should also be given this opportunity.

*EV Digital Invest AG has set up a compliance management system, which is designed in particular to detect violations of the German Money Laundering Act (Geldwäschegesetz – "**GWG**") and data protection violations. An "employee reporting system" (Mitarbeiter-Meldesystem (MMS)) has been established for this purpose. The Supervisory Board, in particular Mr. Lösche, is available to third parties at any time for the anonymous forwarding of corresponding information on legal violations.*

B.1 When appointing Management Board members, the Supervisory Board shall take diversity into account.

The diversity recommendation is currently not complied with. The Management Board is currently staffed and no changes are intended. Appointments were made solely on the basis of qualitative criteria, such as industry knowledge or required qualifications.

B.2 Together with the Management Board, the Supervisory Board shall ensure that there is long-term succession planning. The approach shall be described in the Corporate Governance Statement.

So far, the Supervisory Board has not developed a concept for long-term succession planning together with the Management Board, as no concrete planning need is currently apparent in view of the current composition of the Management Board. As an unlisted company within the meaning of Section 3 para. 2 AktG, the Company does not issue a corporate governance statement describing a corresponding approach.

B.5 ***An age limit shall be specified for members of the Management Board and disclosed in the Corporate Governance Statement.***

So far, no age limit has been set for Management Board members, as no need for this was seen due to the current young average age of the Management Board. As an unlisted company within the meaning of Section 3 para. 2 AktG, the Company also does not issue a corporate governance statement in which a corresponding limit is to be specified.

C.1 ***The Supervisory Board shall determine specific objectives regarding its composition, and shall prepare a profile of skills and expertise for the entire Supervisory Board while taking the principle of diversity into account. Proposals by the Supervisory Board to the Shareholders' Meeting shall take these objectives into account, while simultaneously aiming at fulfilling the overall profile of required skills and expertise of the Supervisory Board. The implementation status shall be published in the corporate governance statement. This statement shall also provide information about what the shareholder representatives on the Supervisory Board regard as the appropriate number of independent Supervisory Board members representing shareholders, and the names of these members.***

When proposing candidates for election to the Shareholders' Meeting, the Supervisory Board shall primarily - irrespective of gender - consider the professional and personal competence of potential candidates, paying particular attention to the company-specific requirements, so that the members of the Supervisory Board as a whole have the knowledge, skills and professional experience required to perform their duties if the proposed candidates are elected. The preparation of a competence profile shall be dispensed with. The Supervisory Board is composed of suitable members who have extensive experience that is valuable to the Company. In assessing competence, the Supervisory Board also takes into account potential conflicts of interest and the aspect of diversity. A standard limit for the length of membership of the Supervisory Board has not been set, as EV Digital Invest AG should in principle also have the expertise of experienced Supervisory Board members at its disposal. Furthermore, as an unlisted company within the meaning of Section 3 para. 2 AktG, the Company does not issue a corporate governance statement.

C.2 ***An age limit shall be specified for members of the Supervisory Board and disclosed in the corporate governance statement.***

No age limit has been set for the length of membership of the Supervisory Board, as EV Digital Invest AG should in principle also have the expertise of experienced industry experts at its disposal. Regardless of age, the professional and personal competence of potential candidates is at the forefront of the appointment process, with particular attention to company-specific requirements (cf. explanations to C.1). As a non-listed company within the meaning of Section 3 para. 2 AktG, the Company also does not issue a declaration on corporate governance in which a corresponding limit is to be specified.

C.6 The Supervisory Board shall include an appropriate number of independent members on the shareholder side according to their assessment; the ownership structure shall be taken into account.

The chairman of the Supervisory Board of EV Digital Invest AG is also a director and another member of the Supervisory Board is also chairman of the administrative committee of VZB, which is the major shareholder of the Company with a shareholding of around 93 %. Irrespective of the shareholding, the focus is on the professional and personal competence of potential candidates, with particular attention to the company-specific requirements (cf. explanations to C.1).

C. 7 More than half of the shareholder representatives shall be independent from the Company and the Management Board.

Half of the members of the Supervisory Board are independent of the Company, its Management Board and the controlling shareholder (cf. explanations to C. 6). Since VZB is not only a major shareholder but also a strategic partner, the Supervisory Board considers the current composition with two members who also hold decision-making functions at VZB to be appropriate.

D.2 Depending on the specific circumstances of the enterprise and the number of Supervisory Board members, the Supervisory Board shall form committees of members with relevant specialist expertise. The respective committee members and the committee chairs shall be provided in the corporate governance statement.

The Supervisory Board of EV Digital Invest AG has only four members, so there is no need to form various committees. All topics are dealt with by the Supervisory Board.

D.3 The Supervisory Board shall establish an audit committee that – provided no other committee or the plenary meeting of the Supervisory Board has been entrusted with this work – addresses in particular the review of the accounting, the monitoring of the accounting process, the effectiveness of the internal control system, the risk management system, the internal audit system, the audit of the financial statements and compliance. The accounting particularly comprises the consolidated financial statements and the group management report (including CSR reporting), interim financial information and the single-entity financial statements in accordance with HGB.

The Supervisory Board of EV Digital Invest AG has not formed an audit committee. There is no legal obligation to do so, as the Company is not a listed company within the meaning of Section 3 para. 2. The Supervisory Board of EV Digital Invest AG comprises only four members. All topics are dealt with by the Supervisory Board. For accounting, cf. explanations on F.2.

D.4 The chair of the audit committee shall have specific knowledge and experience in applying accounting principles and internal control procedures, shall be familiar with audits, and shall be independent. The chairman of the Supervisory Board shall not chair the audit committee.

The Supervisory Board of EV Digital Invest AG has not formed an audit committee (cf. explanations to D.3), so that comments on the qualifications of the chairman of the audit committee are unnecessary.

D.5 ***The Supervisory Board shall form a nomination committee, composed exclusively of shareholder representatives, which names suitable candidates to the Supervisory Board for its proposals to the Shareholders' Meeting.***

The Supervisory Board of EV Digital Invest AG comprises only four members, therefore there is no need to form a nomination committee. Proposals to the Shareholders' Meeting for the election of Supervisory Board members are made by the Supervisory Board as a whole.

D.11 ***The audit committee shall conduct an evaluation of the quality of the audit on a regular basis.***

The Supervisory Board of EV Digital Invest AG has not formed an audit committee (cf. explanations to D.3), so that comments on the assessment of the quality of the audit are not necessary.

D.13 ***The Supervisory Board shall assess, at regular intervals, how effective the Supervisory Board as a whole and its committees fulfil their tasks. The Supervisory Board shall report in the corporate governance statement if (and how) the self-assessment was conducted.***

Due to the small size of the Supervisory Board (only four members), the recommendation to form committees was not followed (cf. explanations to D.3). All topics were dealt with by the Supervisory Board. Furthermore, as an unlisted company within the meaning of Section 3 para. 2 AktG, the company does not issue a corporate governance statement.

F.2 ***The consolidated financial statements and the group management report shall be made publicly accessible within 90 days from the end of the financial year, while mandatory interim financial information shall be made publicly accessible within 45 days from the end of the reporting period.***

EV Digital Invest AG is not required to be consolidated. The Management Board and Supervisory Board of EV Digital Invest AG are of the opinion that the legal requirements as well as the requirements for over-the-counter trading on the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse) are sufficient. Accordingly, EV Digital Invest AG publishes audited annual financial statements within six months of the end of each financial year and condensed financial statements (half-year financial statements) during the year for the first six months of each financial year no later than four months after the end of the reporting period.

F.5 ***The Company shall keep previous corporate governance statements and declarations of compliance regarding the recommendations of the Code available on its website for a period of at least five years.***

As an unlisted company within the meaning of Section 3 para. 2 AktG, the Company does not issue a declaration on corporate governance. Declarations of compliance with the recommendations of the Code have not yet been made available on the website. However, this is intended for the future.

G.1 to G.18

The recommendations on the remuneration of the Management Board and Supervisory Board of listed companies are not relevant for the Company as an unlisted company within the meaning of Section 3 para. 2 AktG and are therefore not currently taken into account in the assessment of the remuneration of the Management Board and Supervisory Board.

Berlin, in April 2022

The Supervisory Board *The Management Board*”

XIV. MAJOR SHAREHOLDERS, RELATED PARTY TRANSACTIONS

1. Major Shareholders

As far as the Company knows, at the date of the Prospectus the following shareholders hold interests or voting rights in the Company's capital:

Shareholder	Number of Existing Shares	in %	Upon completion of the Offering[1]			
			No exercise of Greenshoe Option		Full exercise of Greenshoe Option	
			Number of Shares	in %	Number of Shares	in %
VZB[2]	3,731,520	93.3	3,731,520	83.9	3,731,520	83.0
Marc Laubenheimer[3, 4]	111,360	2.8	111,360	2.5	111,360	2.5
Tobias Barten[3, 5]	111,360	2.8	111,360	2.5	111,360	2.5
Other[6]	45,760	1.1	495,760	11.1	540,760	12.0
Total	**4,000,000**	**100.00**	**4,450,000**	**100.00**	**4,495,000**	**100.00**

[1] Assuming placement of all New Shares at the mid-point of the Price Range.
[2] VZB has granted a call option in 22.4% of the Existing Shares to FOX Beteiligungen GmbH (whollyowned and controlled by Jörn Reinecke) and in 22.4% of the Existing Shares to Frenzel Beteiligungen GmbH (wholly-owned and controlled by Robin Frenzel). The call options can be exercised until 30 June 2024.
[3] Member of the Management Board.
[4] Mr. Laubenheimer owns 0.6% of the Existing Shares directly and 2.2% of the Existing Shares indirectly as sole shareholder through Manticore Investments UG (haftungsbeschränkt).
[5] Mr. Barten owns 0.6% of the Existing Shares directly and 2.2% of the Existing Shares indirectly as sole shareholder through Barten Beteiligungen UG (haftungsbeschränkt).
[6] As of the date of the Prospectus, this refers to members of the management team. As of the date of the Prospectus it is not yet known by the Company which further "other" shareholders will be holding Shares upon completion of the Offering.

The Company's shareholders do not have different voting rights. VZB controls the Company with its shareholding and will continue so after completion of the Offering. The Company assumes that the regulations of the German corporate law, in particular the stock corporation law and the capital market law are sufficient to prevent abuse of the control. Special measures in regard to the Company were not taken.

VZB has granted a call option in 22.4% of the Existing Shares to FOX Beteiligungen GmbH (whollyowned and controlled by Jörn Reinecke) and in 22.4% of the Existing Shares to Frenzel Beteiligungen GmbH (whollyowned and controlled by Robin Frenzel). The call options can be exercised until 30 June 2024.

Apart from these call options, the Company is currently not aware of any agreements that could, at a later date, lead to a change in control of the Company.

2. Related Party Transactions

a) Revolving credit facility agreement with VZB

EVDIS entered into a facility agreement with VZB on 29 January 2019 that was last amended on 16 March 2022. As borrower EVDIS is a party to a revolving credit facility agreement (*Rahmendarlehensvertrag*) with the Company's shareholder VZB (for further details on the Facility Agreement see Section "*VII. 4. lit. b) Revolving credit facility agreement with VZB*").

b) Cooperation agreement with Engel & Völkers Capital

On 6 December 2018, the Company entered into a cooperation agreement with Engel & Völkers Capital AG. The Company's shareholder VZB holds 51% of the shares of Engel & Völkers Capital AG. Therefore, the cooperation agreement is a related party transaction. The cooperation includes, in particular, mutual information on real estate, real estate projects, real estate project opportunities, syndication opportunities, other cooperation opportunities as well as an ongoing exchange on projects in the review and structuring phase and ongoing monitoring. The cooperation within the scope of the cooperation agreement is free of charge. The costs of the cooperation agreement shall be paid by each partner itself. The agreement is valid for an indefinite period. Either party may terminate the cooperation agreement with three months' notice.

c) Service agreements with Kapilendo AG

On 4 March 2019, the Company entered into a service agreement with Kapilendo AG. The addendum to the agreement is dated 27 March 2019. The Company's shareholder VZB holds 55.1% of the shares of Kapilendo AG. Thus the service agreement is a related party transaction. Kapilendo AG sold its shares in the Company by agreement dated 4 February 2019. In the course of the sale, the Company's IT infrastructure was completely separated from Kapilendo AG's IT Infrastructure. Irrespective of the corporate integration, the service agreement governed the cooperation between the Company and Kapilendo AG with regard to IT issues. Depending on the service, the remuneration is between EUR 160 and EUR 100 per hour. The agreement ended on 31 December 2019 and was not renewed. No services were used or invoiced during the term. No payments were therefore made on the basis of this service agreement.

In addition, the Company entered into a new service agreement with Kapilendo AG on 20 February 2022. According to agreement Kapilendo AG supports the Company as part of a joint project with other service providers as a technical and professional advisor in the context of the implementation of investment opportunities for token-based securities and asset investments on the Company's online investment platform. Kapilendo AG receives a fixed remuneration in the amount of EUR 50,000.00 plus VAT. The agreement is terminated at the point at which the Company for the first time presents an investment project for the acquisition of token-based securities or asset investments on its online investment platform. The ordinary termination right is excluded for both parties.The agreement may only be terminated for good cause.

d) Service agreement with Studentkompanie Projekt 1 GmbH

On 28 December 2021, the Company entered into a service agreement for subordinated loan brokerage with Studentkompanie Projekt 1 GmbH. Studentkompanie Projekt 1 GmbH is a 100% subsidiary of Studentenkompanie Projektentwicklung GmbH, which is a 50% subsidiary of the VZB. Pursuant to the service agreement, the Company arranged qualified subordinated loans from Online Investors for the borrower for the project in the amount of EUR 4,100,000.00 as part of a swarm financing campaign via the online investment platform. EVDI has not received any fees under this agreement in 2021 and is expected to receive fees in the amount of EUR 216,787.50 in 2022. The term of this service agreement ends with the complete fulfilment of all claims of the Online Investors arising from the qualified subordinated loan agreements concluded with the borrower under the campaign.

XV. INFORMATION ABOUT THE COMPANY'S SHARE CAPITAL AND APPLICABLE REGULATIONS

1. Current Share Capital

As of the date of this Prospectus, the Company's share capital amounts to EUR 4,000,000.00. It is divided into 4,000,000 Existing Shares, i.e. ordinary bearer shares with no par value (*auf den Inhaber lautende Stückaktien*), each such Existing Share representing a notional value in the Company's share capital of EUR 1.00. All Existing Shares were created and have been fully paid up in accordance with the provisions of the AktG.

The Existing Shares carry full dividend rights as from 1 January 2022.

Each Existing Share grants the holder one vote in the Shareholders' Meeting. There are no restrictions on the voting rights. In the event of the dissolution of the Company, any assets remaining after the discharge of the Company's liabilities shall be distributed among the Shares in proportion to the share of each Share in the share capital.

2. Development of the Share Capital

The Company was founded under the company name "EVC Crowdinvest GmbH" as a German limited liability company (*Gesellschaft mit beschränkter Haftung*) with a share capital of EUR 25,000.00.

On 16 February 2022, the Company's shareholders' meeting (in the former legal form of a German limited liability company (*Gesellschaft mit beschränkter Haftung*)) (*Gesellschafterversammlung*) resolved upon the Company Funds Capital Increase which was registered with the Commercial Register on 23 February 2022 (for additional information, see Section "*VI. 2. The Creation and Historical Development of the Company*"). In course of the Company Funds Capital Increase, the Company's share capital was increased from EUR 25,000.00 by EUR 3,975,000.00 to EUR 4,000,000.00.

On 28 February 2022, the Company's shareholders' meeting (in the former legal form of a German limited liability company *(Gesellschaft mit beschränkter Haftung)) (Gesellschafterversammlung)* resolved upon the Transformation (for additional information, see Section "*VI. 2. The Creation and Historical Development of the Company*"). After the completion of the Transformation, the Company's share capital amounted to EUR 4,000,000.00 and was divided into 4,000,000 Existing Shares.

The Shareholders' Meeting resolved upon the IPO Capital Increase i.e. to increase the Company's share capital from EUR 4,000,000.00 by up to EUR 450,000.00 to up to EUR 4,450,000.00 by issuing up to 450,000 New Shares. The New Shares are subject of the Offering and the Prospectus (for additional information, see Section "*IV. 4. Purpose of the Prospectus*"). The consummation (*Durchführung*) of the IPO Capital Increase is expected to be registered with the Commercial Register on or about 22 April 2022.

3. Authorized Capital

By resolution of the Shareholders' Meeting on 23 March 2022 and pursuant to Section 3 para. 3 of the Articles of Association, the Management Board is authorized, with the consent of the Supervisory Board, to increase the Company's share capital on one or more occasions on or prior to 22 March 2027 by up to EUR 2,000,000.00 against contributions in cash and/or in kind by issuing new no-par-value bearer shares (Authorized Capital 2022). As of the date of the Prospectus, the Company has not made use of the Authorized Capital 2022.

As a rule, shareholders must be granted preemptive rights to the new shares. Such preemptive rights may also be granted by way of indirect preemptive rights within the meaning of Section 186 para. 5 sentence 1 AktG, i.e. in such a way that the new shares are taken over by a credit institution or a company operating in accordance with Section 53 para. 1 sentence 1 KWG or Section 53b para. 1 sentence 1 or para. 7 KWG, which assumes these shares subject to an obligation to offer them to the shareholders for subscription.

The Management Board is, however, authorized, with the consent of the Supervisory Board, to fully or partially exclude shareholders' preemptive rights:

- Pursuant to Sections 203 para. 1 and 2, 186 para. 3 sentence 4 AktG with respect to capital increases against cash contributions, if the issue price of the new shares is not substantially below the stock exchange price and the shares that are issued when this authorization is used in total do not exceed 10% of the registered share capital, neither at the time this authorization became effective nor at the time it is used.
  New and existing shares of the Company that are issued or sold during the term of this authorization on the basis of a different authorization with exclusion of preemptive rights by direct or analogous application of Section 186 para. 3 sentence 4 AktG, are to be taken into account (to the extent that such deduction is legally required) when calculating the aforementioned 10% threshold. Furthermore, shares of the Company that are or still can be issued for the purpose of fulfilling conversion or option rights or fulfilling conversion or option obligations attached to convertible and/or option bonds or convertible participation rights are to be taken into account, to the extent that the bonds or participation rights are issued during the term of this authorization on the basis of a different authorization with exclusion of preemptive rights by direct or analogous application of Section 186 para. 3 sentence 4 AktG. For the purposes of the authorization, the issue amount or issue price in the event of a subscription of the new shares by a credit institution or a company operating in accordance with Section 53 para. 1 sentence 1 KWG with a simultaneous obligation on the part of the such intermediary to offer the new shares for purchase to one or more third parties determined by the Company shall be the amount to be paid by the third party or third parties;
- To grant new shares in exchange for contributions in kind, in particular to acquire companies, parts of companies or shareholdings in companies, in the context of joint ventures and mergers and/or for the purpose of acquiring other assets, including rights and claims, in particular patents or similar rights or licenses or a pool of assets which constitutes a business;

- To the extent this is required in order to grant holders or creditors, respectively, of conversion or option rights attached to convertible and/or option bonds or convertible profit participation rights, that are or were issued by the Company or a national or foreign subsidiary in which the Company directly or indirectly holds a majority in terms of voting rights and capital, or, in case of a conversion right of the Company, to holders or creditors, respectively, being obligated thereby, preemptive rights, to the extent they would be entitled to after exercising their conversion or option rights or after fulfilling a conversion or option obligation, respectively (protection against dilution);
- Insofar as this is required to avoid fractional amounts;
- If the Authorized Capital 2022 is utilized in order to be able to fulfill an option to acquire additional new shares (greenshoe option) at the time of the Company's IPO. This shall only apply if the underwriters in such an IPO are provided with existing shares from existing shareholders in the form of a securities loan as part of any over-allotment of shares, but the underwriters do not acquire sufficient shares on the market in connection with stabilization measures to be able to repay these securities loans. In the context of such a utilization of Authorized Capital 2022, the issue price shall correspond to the placement price of the shares in the IPO (with respect to the Greenshoe Option in the course of the IPO see Section "*V. 10. Stabilization Measures, Over Allotments and Greenshoe Option*").

In accordance with Section 186 para. 5 AktG, the new shares may also be subscribed by a credit institution or a company operating in accordance with Section 53 para. 1 sentence 1 or Section 53b para. 1 sentence 1 or para. 7 KWG with the obligation to offer them to the shareholders for subscription (indirect subscription right).

The Management Board is authorized to determine, with the consent of the Supervisory Board, the further details of the respective capital increase from authorized capital, the shareholders' rights and the terms and conditions for the new stock issuance. Profit participation rights of new shares may be determined in deviation from Section 60 para. 2 AktG; in particular, the new shares may carry profit participation rights from the beginning of the fiscal year preceding their issuance, provided that the Shareholders' Meeting has not already resolved on the appropriation of profits for such fiscal year when the new shares are issued.

4. Contingent Capital

a) Authorization to issue bonds with warrants and convertible bonds and to exclude preemptive rights

By resolution of the Shareholders' Meeting on 23 March 2022, the Management Board was authorized, with the consent of the Supervisory Board, to issue bearer and/or registered option bonds and/or convertible bonds with a total nominal amount of up to EUR 35,000,000 with a limited or unlimited term on one or more occasions during the period from 23 March 2022 to 22 March 2027, and to grant to the holders or creditors of such bonds conversion rights or obligations for new bearer shares of the Company corresponding to a pro rata amount of the share capital of up to EUR 1,600,000.00 in accordance with the terms and conditions of the respective bonds, unless cash compensation is granted in each case or treasury shares or shares in a listed company are used for servicing purposes.

The authorization of the Shareholders' Meeting of 23 March 2022 includes additional provisions on the issuance and terms of the bonds issued on basis of the aforementioned resolution of the Shareholders' Meeting on 23 March 2022. When such bonds are issued, the shareholders are generally entitled to statutory preemptive rights. The Management Board is, however, authorized, with the consent of the Supervisory Board, to exclude shareholders' preemptive rights in whole or in part if certain conditions are met (e.g., to avoid fractional amounts, to grant holders or creditors of previously issued bonds a subscription right to new shares to the extent to which they would be entitled as shareholders after exercising their option or conversion rights or obligations or for limited (within the 10% threshold of Section 186 para. 3 sentence 4 AktG) against cash payments.

b) Contingent Capital 2022/I

On 23 March 2022, the Shareholders Meeting resolved to conditionally increase the Company's share capital by up to EUR 1,600,000.00 (Contingent Capital 2022/I) to serve conversion rights or obligations or option rights under the bonds issued on basis of the aforementioned resolution of the Shareholders' Meeting on 23 March 2022. The new shares shall be issued at the option or conversion price to be determined in each case in accordance with the aforementioned authorization resolution. The new shares shall participate in profits from the beginning of the financial year in which they are created. To the extent legally permissible, the Management Board may, with the consent of the Supervisory Board, determine the profit participation of new shares in deviation from Section 60 para. 2 AktG. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the Contingent Capital 2022/I.

c) Authorization to issue stock options to employees and members of the Management Board

By resolution of the Shareholders' Meeting on 23 March 2022, the Management Board was authorized, with the consent of the Supervisory Board, to issue on one or more occasions up to a total of 400,000 options to current and future employees and members of the Management Board of the Company and to members of the management bodies and employees of current or future affiliated companies, which entitle the beneficiary to acquire new no-par value bearer shares in the Company in accordance with the option conditions (Stock Option Plan 2022). Insofar as options are to be issued to members of the Management Board of the Company, only the Supervisory Board is authorized to issue them.

d) Contingent Capital 2022/II

On 23 March 2022, the Shareholders Meeting resolved to conditionally increase the Company's share capital by up to EUR 400,000.00 (Contingent Capital 2022/II) to serve option rights granted until 22 March 2027 on the basis of the aforementioned authorization of the Shareholders Meeting on 23 March 2022. The new shares shall be issued at the option price to be determined in each case in accordance with the aforementioned authorization resolution. The new shares shall participate in profits from the beginning of the financial year in which they are created.

5. Authorization to Purchase and Sell Treasury Shares

As of the date of this Prospectus, the Company holds no treasury shares, nor does a third party hold any Existing Shares on behalf of, or for the account of, the Company.

The Company may not acquire its own shares unless authorized by the Shareholders' Meeting or in other very limited circumstances as set out in the AktG. Shareholders may not grant a share repurchase authorization that is valid for more than five years. The rules of the AktG generally limit repurchases to 10% of the share capital and re-sales must generally be made either on a stock exchange, in a manner that treats all shareholders equally or in accordance with the rules that apply to subscription rights relating to a capital increase.

On 23 March 2022, the Shareholders' Meeting authorized the Company to acquire treasury shares amounting to 10% of the Company's share capital at the time of the annual Shareholders’ Meeting.

The Management Board is authorized, with the consent of the Supervisory Board, to acquire treasury shares of the Company on or prior to 22 March 2027 in an amount of up to 10% of the Company’s share capital existing at the time of the granting of the authorization or – if this value is lower – at the time of its exercise. The authorization can be exercised individually or jointly, by the Company or also by one of its subordinated EVDI companies, or by third parties on behalf of the Company or on behalf of its subordinated EVDI companies. The authorization to acquire and use own shares can be exercised in whole or in part, once or multiple times. The Shares acquired on the basis of this authorization, together with any other treasury shares held by the Company or attributable to it in accordance with Section 71a et seq. AktG, may at no time exceed 10% of the existing share capital of the Company.

The acquisition shall be made at the discretion of the Management Board and within the limits resulting from the principles of stock corporation law, in compliance with the principle of equal treatment (Section 53a AktG), either on or off the stock exchange, the latter in particular by means of a public purchase offer and also excluding shareholders' subscription rights. In the case of a public purchase offer, the Company may specify either a price or a price range for the acquisition.

The Management Board is authorized, with the consent of the Supervisory Board and in compliance with the principle of equal treatment (Section 53a AktG), to resell treasury shares held for purposes other than trading in treasury shares.

The Management Board is further authorized to offer treasury shares to shareholders for subscription on the basis of an offer made to all shareholders in compliance with the principle of equal treatment (Section 53a AktG). In this case, the Management Board may, with the consent of the Supervisory Board, exclude the subscription right for fractional amounts.

The Management Board is also authorized, with the consent of the Supervisory Board, to redeem the treasury shares without any further resolution by the shareholders' meeting. The redemption will result in a reduction of capital in principle. By way of exception, the Management Board can stipulate that the share capital remains unchanged and instead the redemption will result in an increase of the remaining shares' proportion of the share capital under Section 8 para. 3 AktG. In this case, the Management Board is authorized to change the definition of the number of shares in the Articles of Association.

Subject to the provisions of the authorizing resolution, the Company may also utilize derivatives in connection with the acquisition of treasury shares.

In each case, the Management Board must inform the Shareholders' Meeting about the utilization of the above authorizations, in particular about the reasons for and the purpose of the acquisition of treasury shares, the number of treasury shares acquired and the amount of the share capital attributable to them, the portion of the share capital represented by them and the equivalent value of the shares.

6. General Provisions Governing a Change in the Share Capital

Pursuant to the AktG, the Company requires a resolution of the Shareholders' Meeting passed by a majority of at least 75% of the share capital represented at the vote to increase the share capital and change the Articles of Association accordingly. Yet pursuant to the Articles of Association, capital increases may be resolved by the Shareholders' Meeting with a simple majority of the share capital represented at the vote. Insofar as the law requires a capital majority in addition to a majority of votes for resolutions of the Shareholders' Meeting, a simple majority of the share capital represented shall be sufficient to the extent legally permissible. Accordingly, certain capital measures that do not mandatorily require a majority of at least 75% of the share capital represented at the vote, such as capital increases from the Company's own funds, may be adopted by a simple majority.

The Shareholders' Meeting may also create authorized capital. This requires a resolution passed by a majority of at least 75% of the share capital represented at the vote, authorizing the Management Board, subject to the approval of the Supervisory Board, to issue a specific number of shares within a period of no more than five years. The aggregate nominal amount of the new shares may not exceed 50% of the share capital existing at the time the authorization is granted (i.e., at the time the authorized capital is registered with the Commercial Register).

In addition, the Shareholders' Meeting can create contingent capital through a resolution passed with a majority of at least 75% of the share capital represented at the vote, for the purposes of (i) granting exchange or subscription rights to holders of convertible bonds or other securities granting a right to subscribe for shares; (ii) preparing for a merger with other companies; or (iii) granting subscription rights to managers and employees of the Company or an affiliated company by way of an approval resolution or authorization resolution. The nominal amount of contingent capital may not exceed 10% of the share capital at the time the resolution is passed in cases where it is created to grant subscription rights to managers and employees, and may not exceed 50% in all other cases.

Resolutions to reduce the Company's share capital require a majority of at least 75% of the share capital represented at the vote.

7. General Provisions relating to Subscription Rights

Pursuant to Section 186 AktG, all shareholders generally have the right to subscribe for new shares of the Company issued in case of a capital increase, which correspond to their existing proportionate participation in the Company's share capital. The same applies to convertible bonds, bonds with warrants, profit participation rights and participating bonds. Subscription rights are freely transferable and may be traded on German stock exchanges for a prescribed period before the deadline for subscription expires. Yet shareholders do not have the right to demand admission to trading for subscription rights. The Shareholders' Meeting may resolve to exclude shareholders' subscription rights with a vote of 75% or more of the share capital represented at the vote. The exclusion of shareholders' subscription rights, in full or in part, also requires a report from the Management Board to the Shareholders' Meeting that justifies the exclusion and demonstrates that the Company's interest in excluding subscription rights outweighs the interests of the shareholders to be granted subscription rights. An exclusion of shareholders' subscription rights with respect to the issuance of new shares is, in particular, permissible if (i) the Company increases its share capital against cash contributions, (ii) the amount of the capital increase under exclusion of subscription rights does not exceed 10% of the outstanding share capital, both at the time when the authorization takes effect and at the time when it is exercised, and (iii) the price at which the new shares are issued is not materially lower than the stock exchange price of the Shares.

8. General Provisions Governing a Liquidation of the Company

Apart from a liquidation as a result of insolvency proceedings, the Company may only be liquidated by a resolution of the Shareholders' Meeting passed by a majority of at least 75% of the share capital represented at the vote. Furthermore, the commencement of insolvency proceedings regarding the assets of the Company, the rejection of insolvency proceedings for insufficient assets to cover the costs of the proceedings, a cancellation of the Company for lack of funds or the imposition of a final decision of the registry court about a material defect in the Articles of Association could lead to a cancellation of the Company. In the event of the Company's liquidation, the assets remaining after all Company liabilities have been satisfied are distributed among the shareholders in proportion to their interest in the Company's share capital. The AktG provides certain protections for creditors in the event of a liquidation of the Company.

9. Squeeze-Out of Minority Shareholders

Squeeze-Out under Stock Corporation Law

Pursuant to Section 327a et seq. AktG, which govern the so-called "squeeze-out under stock corporation law", upon request of a shareholder holding 95% or more of the Company's share capital, the Shareholders' Meeting may resolve to transfer the Shares of minority shareholders to such majority shareholder against payment of an adequate compensation in cash. The amount of the cash compensation offered to minority shareholders must reflect "the circumstances of the Company" at the time the

Shareholders' Meeting passes the resolution. The amount of the cash compensation is based on the full value of the Company, which is generally determined using the capitalized earnings method (*Ertragswertverfahren*). Minority shareholders are entitled to file for a valuation proceeding (*Spruchverfahren*), wherein the court will review the fairness (*Angemessenheit*) of the cash compensation.

<u>Squeeze-Out under Reorganization Law</u>

Pursuant to Section 62 para. 5 sentence 1 UmwG, a majority shareholder holding at least 90% of the Company's share capital may require the Shareholders' Meeting to resolve to transfer the Shares of the minority shareholders to such majority shareholder against payment of an adequate compensation in cash, provided that (i) the majority shareholder is a stock corporation (*Aktiengesellschaft*), a partnership limited by shares (*Kommanditgesellschaft auf Aktien*), or a European company (*Societas Europaea (SE)*) having its seat in Germany; and (ii) the squeeze-out is performed to facilitate a merger under the UmwG between the majority shareholder and the Company. The Shareholders' Meeting held to approve the squeeze-out must take place within three months of the conclusion of the merger agreement.

The procedure for a squeeze-out under the UmwG is essentially identical to the "squeeze-out under stock corporation law" described above, including the minority shareholders' right to judicial review of the appropriateness of the cash compensation.

10. Integration

Pursuant to Section 319 et seq. AktG, the Shareholders' Meeting may vote for an integration (*Eingliederung*) into another stock corporation that has its registered offices in Germany, provided the prospective parent company holds at least 95% of the Shares. The former shareholders of the Company are entitled to adequate compensation, which generally must be provided in the form of shares in the parent company. In such case, Section 305 para. 3 sentence 1 AktG stipulates that the amount of compensation is to be determined by the so-called merger value ratio (*Verschmelzungswertrelation*) between the companies, i.e., the exchange ratio, which would have to be considered adequate in the event of a merger of the two companies. Fractional amounts may be paid out in cash.

11. Managers' transactions

A person discharging managerial responsibilities within the meaning of Article 3 para. 1 no. 25 MAR (i.e., the members of the Management Board and the Supervisory Board), must notify the Company and BaFin of transactions undertaken for their own account relating to the Shares or to financial instruments based on the Shares (subject to a EUR 20,000 *de-minimis* exception per calendar year for all such transactions). This also applies to persons closely associated with a person discharging managerial responsibilities within the meaning of Article 3 para. 1 no. 26 MAR. Such notifications shall be made promptly and no later than three business days after the date of the relevant transaction. Such notifications are made public promptly and no later than three business days after the date of the relevant transaction. The Company must ensure that such notifications are made public within two business days after receipt by the Company.

During a closed period of 30 calendar days before the announcement of an interim financial report or a year-end report which the Company is required to make public according to (i) the rules of the trading venue where the Shares are admitted to trading or (ii) national law, persons discharging managerial responsibilities are prohibited from conducting for their own account or for the account of a third party any transactions directly or indirectly relating to shares or debt instruments of the Company, or to derivatives or other financial instruments linked to such securities.

12. Shareholder notification requirements

As the Shares are not admitted to trading on the regulated market (*regulierter Markt*), the Company will not be subject to WpHG provisions governing, among other things, disclosure requirements for significant shareholdings. However, the following provisions of the AktG governing shareholder notifications of significant shareholdings are applicable to the Company as a German stock corporation (*Aktiengesellschaft*):

As soon as more than one quarter of the Shares belong to an enterprise (*Unternehmen*), the Company must be notified of this fact in writing without undue delay pursuant to Section 20 para. 1 AktG. For purposes of this notification obligation, the Shares belonging to the enterprise include also Shares (i) regarding which the enterprise, an enterprise under its control, or some other party acting for the account of the enterprise, or for the account of an enterprise under its control, may demand that title to such Shares be transferred; and (ii) that the enterprise, an enterprise under its control, or some other party acting for the account of the enterprise, or for the account of an enterprise under its control, is obliged to purchase.

In addition, as soon as the enterprise holds a majority interest in the Company, the Company must also be notified of this fact with-out undue delay and in writing.

If the enterprise is a corporation (*Kapitalgesellschaft*), it must, as soon as it owns more than one-fourth of the Shares, also notify the Company thereof in writing without undue delay.

If the aforementioned shareholding no longer exists in the aforementioned amounts, the Company must also be notified in writing without delay.

The Company has to publish the existence and non-existence of a participation notified to it in the German Federal Gazette (*Bundesanzeiger*) without undue delay.

13. EU Short Selling Regulation

Pursuant to Regulation (EU) No. 236/2012 of the European Parliament and of the Council of 14 March 2012 on short selling and certain aspects of credit default swaps, as amended ("**Short Selling Regulation**"), the European Commission's delegated regulation for the purposes of detailing the Short Selling Regulation, and the German EU Short Selling Implementation Act (*EU-Leerverkaufs-*

Ausführungsgesetz) of 15 November 2012, the short-selling of the Shares is only permitted under certain conditions. In addition, under the provisions of the Short Selling Regulation, significant net-short selling positions in the Shares must be reported to BaFin and published if they exceed a specific percentage. The reporting and publication process is detailed in the German Regulation on Net-Short Positions (*Netto-Leerverkaufspositionsverordnung*) of 17 December 2012. The net short-selling positions are calculated by offsetting the short positions of a natural person or legal entity in the Shares with its long positions in such shares. The details are regulated in the Short Selling Regulation and the other regulations the European Commission enacted on short-selling. In certain situations described in the Short Selling Regulation, BaFin may restrict short-selling and comparable transactions.

14. Disclosure requirements

As a result of the Listing, the Company will be subject to, inter alia, the following "follow-up inclusion obligations" pursuant to Section 21 of the DBAG General Terms and Conditions:

- The submission and publication of the annual financial statements and, to the extend applicable, the management report;
- The submission and publication of the half-yearly interim financial statements and, to the extend applicable, the interim management report;
- The provision of information to the research provider;
- The update and submission of the Company's corporate calendar;
- The conduct of an information event for analysts and investors;
- The commissioning of a Capital Market Partner; and
- The notification on and submission of changes with regard to the Company or the Shares.

15. Non-applicability of the WpÜG; statement on public takeover offers

The WpÜG does not apply to the Company, as no market segment on which the Shares shall be traded following the Listing is an organized market (*organisierter Markt*) within the meaning of Section 1 para. 1 WpÜG. Therefore, even if a shareholder of the Company gains control of the Company, i.e., at least 30% of the Company's voting rights pursuant to Section 29 para. 2 WpÜG, such shareholder will neither be required to publish this fact nor to make a mandatory takeover offer (*Pflichtangebot*) to the other shareholders of the Company pursuant to Section 35 WpÜG.

During the last financial year and the current financial year of the Company, no public takeover offers have been made in respect of the Company's equity.

XVI. REASONS FOR THE OFFERING; PROCEEDS AND COSTS OF THE OFFERING; USE OF PROCEEDS

1. Reasons for the Offering

The Company intends to pursue the Offering to receive the net proceeds from the sale of the New Shares and the potential sale of the Greenshoe Shares.

The Lending Shareholder intends to pursue the Offering to facilitate stabilization measures.

2. Proceeds and Costs of the Offering and the Listing

The Company will only receive the proceeds from the sale of the New Shares and the potential sale of the Greenshoe Shares (the latter to the extent that the Greenshoe Option is exercised).

Assuming placement of the maximum number of New Shares and full exercise of the Greenshoe Option, the Company estimates that at the mid point of the Price Range, gross proceeds attributable to the Company would amount to approximately EUR 6.93 million.

Assuming an Offer Price at the mid point of the Price Range, placement of the maximum number of Offer Shares, full exercise of the Greenshoe Option and payment of the discretionary fee in full, the costs of the Offering and the Listing, including underwriting and placement commissions payable to the Sole Global Coordinator, are expected to total approximately EUR 1.31 million.

Assuming an Offer Price at the mid point of the Price Range, placement of the maximum number of Offer Shares, full exercise of the Greenshoe Option and payment of the discretionary fee in full, the net proceeds attributable to the Company would therefore amount to approximately EUR 5.62 million.

3. Use of Proceeds

Assuming placement of the maximum number of New Shares and full exercise of the Greenshoe Option (assuming that the Greenshoe Capital Increase covers all 45,000 Over-Allotment Shares) at the mid point of the Price Range and payment of the discretionary fee in full, the Company would receive net proceeds of approximately EUR 5.62 million from the Offering.

The Company currently intends to use its estimated net proceeds from the Offering of the New Shares:

- to invest into its technology backbone and online investment platform (approximately 10% - 20% of the net proceeds),
- to accelerate its marketing initiatives and sales activities (approximately 15% - 25% of the net proceeds),
- to expand its regional footprint in the Spanish market and potentially enter the Austrian market (approximately 5% - 10% of the net proceeds),
- to invest into recruitment initiatives and to grow its staff capacities (approximately 25% - 35% of the net proceeds) and
- to pursue its inorganic growth activities (approximately 25% - 35% of the net proceeds).

Until the respective proceeds will be used for the aforementioned purposes they shall be used as pre- and co-financing deposits and thereby to generate interest. In the event that full placement does not occur, priority will be given on a pro rata basis.

XVII. RECENT DEVELOPMENTS AND TREND INFORMATION

1. Recent Developments

On 16 February 2022, the Company's shareholders' meeting (in the former legal form of a German limited liability company (*Gesellschaft mit beschränkter Haftung*)) (*Gesellschafterversammlung*) resolved upon the Company Funds Capital Increase which was registered with the Commercial Register on 23 February 2022 (for additional information, see Section "*VI. 2. The Creation and Historical Development of the Company*"). In course of the Company Funds Capital Increase, the Company's share capital was increased from EUR 25,000.00 by EUR 3,975,000.00 to EUR 4,000,000.00.

On 28 February 2022, the Company's shareholders' meeting (in the former legal form of a German limited liability company (*Gesellschaft mit beschränkter Haftung*)) (*Gesellschafterversammlung*) resolved upon the Transformation which was registered with the Commercial Register on 15 March 2022 (for additional information, see Section "*VI. 2. The Creation and Historical Development of the Company*").

The Shareholders' Meeting in 2022 resolved upon the IPO Capital Increase (for additional information, see Section "*IV. 4. Purpose of the Prospectus*"), i.e. to increase the Company's share capital from EUR 4,000,000.00 by up to EUR 450,000.00 to up to EUR 4,450,000.00 by issuing up to 450,000 New Shares. The New Shares are subject of the Offering and the Prospectus. The consummation (*Durchführung*) of the IPO Capital Increase is expected to be registered with the Commercial Register on or about 22 April 2022.

Except as described above, there have been no significant changes to the Company's financial position, financial performance, cash flows or trading position between 31 December 2021 and the date of the Prospectus.

2. Trend Information

In addition to Real Estate Companies who want to realize new real estate constructions, there are many real estate portfolio holders. The Company will therefore be expanding its product range in future and offering other financing structures such as senior and whole loans. The Company is known for risk-adequate and high-yield forms of financing, which is why senior loan complements the product range. By offering the Whole Loan, the Company presents itself as a strategic financing partner for Real Estate Companies because it results in an efficient and simplified appraisal process. These expansions are intended, among other things, to focus more closely on the property owners mentioned above, because they often need fresh liquidity for new projects. In order to realize this, the Company has already begun to reorganize its internal sales and auditing activities and will continue to intensify this in the future.

The process of implementing blockchain-based tokenization of real estate projects is in an advanced stage. The Company is working on creating a setup so that fundings for Company's under the eWpG can be offered and the securities can be distributed digitally to the Online Investors. The Company is analyzing the regulatory setup to ensuring overall compliance. In addition, the technical setup is worked on, as the basis of the product. Furthermore, the contracts with service providers and customers are prepared. In addition, the commercial strategy is developed and executed.

The Company has already started to convert its own IT software to microservices. Microservices create a stable and resilient network as well as facilitating the development of new features for the online investment platform. The conversion that has been started will be intensified in the future.

Until 2023 crowd financing platforms have to apply for the ECSP license. The European Crowdfunding Service Provider aims to harmonize crowd funding business to a certain extend in Europe. The application is being prepared by commercially and with regards to compliance requirements.

The Company continuously improves the online investment platform. In this context the Online Investor dashboard is updated, first for the desktop version, afterwards for the mobile application.

The Company expects that major growth drivers in the near future will be sales funnel initiatives and the hiring of new employees. Other growth drivers are expected to be the introduction of new products, the increase in average project volume, and the development of interest rates.

The Company in mid- to long-term targets a revenue growth in the mid double-digit area. Furthermore the Company aims to reach a 20% EBITDA margin and a 75% Gross profit margin.

There are no additional significant recent trends in production, sales and inventory, and costs and selling prices since the end of the last financial year i.e. 31 December 2021 and the date of the Prospectus.

To the Company's knowledge, there are no additional trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company’s prospects for at least the current financial year.

XVIII. TAX WARNING

The tax legislation of the investor's member state and of the Company's country of incorporation (i.e. Germany) may have an impact on the income received from the Offer Shares.

FINANCIAL INFORMATION

[1] including cash flow statement and statement of changes in equity
[2] including cash flow statement and statement of changes in equity
[3] including cash flow statement and statement of changes in equity

A.

Annual financial statements of EV Digital Invest GmbH as of and for the financial year ended 31 December 2021, Berlin

BALANCE SHEET as at 31 December 2021
EV Digital Invest GmbH, Berlin

ASSETS

	Euro	Financial Year Euro	Prior Year Euro
A. Fixed assets			
I. Property, plant and equipment			
1. Other equipment, operating and office equipment		74,305.00	76,214.00
II. Financial assets			
1. Shares in affiliated companies	22,475.00		22,475.00
2. Other loans	153,154.83	175,629.83	153,154.83
B. Current assets			
I. Inventories			
1. Advance payments		0.00	3,111.01
II. Receivables and other assets			
1. Trade receivables	783,862.96		342,906.57
2. Receivables from affiliated companies	80,000.00		0.00
3. Other assets	128,904.95	992,767.91	73,330.57
III. Bank balances		4,125,566.03	353,952.65
C. Prepaid expenses		25,560.59	5,725.21
		5,393,829.36	**1,030,869.84**

EQUITY AND LIABILITIES

	Euro	Financial Year Euro	Prior Year Euro
A. Equity			
I. Subscribed capital		25,000.00	25,000.00
II. Capital reserve		8,095,958.35	4,095,958.35
III. Loss carried forward		-3,667,525.01	-2,471,203.96
IV. Net income (prior year loss) for the financial year		35,768.73	-1,196,321.05
Book equity		4,489,202.07	453,433.34
B. Provisions			
1. Tax provisions	4,750.00		4,750.00
2. Other provisions	448,755.99	453,505.99	157,620.31
C. Liabilities			
1. Liabilities to financial institutions - of which due within one year Euro 12.07 (Euro 0.00)	12.07		0.00
2. Trade payables - of which due within one year Euro 98,664.46 (Euro 299,051.21)	98,664.46		299,051.21
3. Liabilities to affiliated companies - of which due within one year Euro 16,455.97 (Euro 420.15)	16,455.97		420.15
4. Other liabilities - of which taxes Euro 225,060.25 (Euro 55,041.89) - of which social security Euro 2,608.93 (Euro 1,070.19) - of which due within one year Euro 241,242.43 (Euro 92,561.95) - of which due more than one year Euro 1,802.22 (Euro 1,802.22)	243,044.65	358,177.15	94,364.17
D. Deferred income		92,944.15	21,230.66
		5,393,829.36	**1,030,869.84**

II. Income statement from 1 January 2021 to 31 December 2021

INCOME STATEMENT from 01/01/2021 to 31/12/2021

EV Digital Invest GmbH, Berlin

	Financial Year Euro	Prior Year Euro
1. Revenue	4,369,404.28	3,122,186.40
2. Other operating income - of which currency translation gains Euro 11.55 (Euro 0.00)	122,877.07	68,142.45
3. Cost of materials		
a) Cost of purchased services	532,571.99	645,267.23
4. Personnel expenses		
a) Wages and salaries	1,959,023.27	1,694,530.51
b) Social security, post-employment and other employee benefit costs	375,880.84	315,964.63
	2,334,904.11	2,010,495.14
5. Depreciation, amortization and write-downs		
a) of property, plant and equipment	23,175.84	24,399.35
6. Other operating expenses - of which currency translation losses Euro 99.46 (Euro 0.00)	1,575,393.40	1,526,577.58
7. Other interest and similar income	9,553.81	52.75
8. Interest and similar expenses	21.09	179,963.35
9. Net income/loss after tax	**35,768.73**	**-1,196,321.05**
10. Net income (prior year loss) for the financial year	**35,768.73**	**-1,196,321.05**

III. Notes to the financial statements as of 31 December 2021

General information about the annual accounts

The annual accounts have been prepared in accordance with the provisions of Sections 242 et seq. of the German Commercial Code (HGB).

The company is a small corporation in accordance with Section 267 HGB. The size-related reliefs according to Sections 264, 288 HGB have been applied in part.

The company has voluntarily expanded its notes to the annual financial statements to include a statement of changes in equity (DRS 22) and a cash flow statement (DRS 21). These are attached as Appendices 1 and 2 to the notes. The cash and cash equivalents presented in the cash flow statement exclusively contain cash at banks.

Information about identification of the company according to the court of registration

Company name:	EV Digital Invest GmbH
Registered office:	Berlin
Court of registration:	Berlin (Charlottenburg)
Register no.:	188794

Information about accounting and valuation methods

Accounting and valuation principles

Property, plant and equipment was recognised at historical costs and, to the extent that it is depreciable, reduced by scheduled depreciation.

The scheduled depreciations were carried out on a straight-line basis according to the expected useful life of the assets. So-called low-value assets for tax purposes are immediately written off in full at the time of receipt.

Financial assets were recognised and valued as follows:

- Shares in affiliated companies at acquisition costs, in the event of a likely permanent impairment loss on the balance sheet date, minus unscheduled depreciation.

Loans at historical costs corresponding to the nominal value, impairment losses were recognized if the impairment was expected to be permanent as of the balance sheet date.

Inventories were recognised at cost. If the fair values were lower on the balance sheet date, those were recognized.

Receivables and other assets were reported at historical costs corresponding to the nominal value or at the lower market value, taking into account all identifiable risks.

Bank balances were set at nominal value.

Other provisions were created for uncertain liabilities and recognised at the settlement amount required in accordance with prudent business judgement. All identifiable risks were taken into account in this context.

For provisions, future price and cost increases in the amount of the general rate of inflation are taken into account, and provisions with a remaining term of more than one year were discounted on the balance sheet date. The discount rates used are the average market interest rates of the past seven financial years corresponding to the remaining maturities of the provisions, as determined and announced on a monthly basis by the Deutsche Bundesbank (German Federal Bank) in accordance with the Provision Discount Regulation.

The Company has two programs for virtual employee participation which, in the event of the occurrence of certain events/transactions (exit events, exercise events), establishes a payment obligation of the company, to an amount which is determined by the underlying company value at the time of the exit event. On the basis of the court decision BFH I 11/R15 of the German Federal Fiscal Court on 15 March 2017, creation of provisions before the exercise event occurs is not permitted. Consequently, no provisions were recognised for the employee participation programme.

Trade payables denominated in foreign currency were converted at the average spot exchange rate on the closing date.

Liabilities were recognised at the settlement amount.

The accounting and valuation methods used previously were adopted for the annual financial accounts.

Balance sheet information

The statement of changes in fixed assets is attached as Appendix 3 to the notes.

Information about the income statement

The income statement was structured according to the nature of expense method (total expenditure accounting).

Revenue includes income from the subletting of rented premises in the amount of EUR 145,047.32.

Other operating expenses include an expense of EUR 108,523.80 for specific and general bad debt allowances.

Other information

Average number of employees employed during the financial year

The average number of employees employed by the company during the financial year was 37.

Other financial obligations Section 285 no.3a HGB

	1 - 5 years
long-term-leases	EUR 827,200.05
Long-term contracts for fees within the framework of dual study programs	EUR 58,002.00

Other financial obligations arising from licence agreements

The company is a licensee under a long-term contract. The licence fee is determined for each calendar year depending on the actual revenue generated, with provision for a minimum amount. Based on the revenue expected for the coming financial year, the licence agreement results in an expected charge of approximately EUR 60k-250k for the next financial year. The remaining term of the licence agreement at the balance sheet date is 28 years. With correspondingly higher sales revenues, a higher licence fee may also result. Similarly, lower revenue leads to a lower licence fee. In addition to a revenue-based remuneration, the contract includes a minimum remuneration, which will successively increase to EUR 75k p.a. by calendar year 2023.

Other financial obligations arising from VSOP

On the balance sheet date, there was an agreement on virtual employee participation program, according to which, in the event of a change of at least 50% of the shares in the company to one or more new shareholders in one or more related transactions, or in the event of liquidation of the company, or in the event of a distribution of profits in cash to the shareholders due to the sale of

at least 50% of the company's assets (each an "exit event"), the company has to make a payment depending on the purchase price achieved for the shares, the liquidation proceeds or the distribution of profits. According to the agreement, a payment obligation of the company results in the event of the occurrence of such an "exit event" in the amount of 9.5% of the purchase price achieved for the shares, the liquidation proceeds or the distribution of profits, minus a so-called strike price of EUR 10 million for 3.5% and EUR 20 million for 6.0%. In the event of astock market listing, the company is also entitled to deliver treasury shares of the same value in lieu of payment. The aforementioned agreement for virtual employee participation was terminated in full after the reporting date in 2022.

Furthermore, as of the balance sheet date, there was an agreement on virtual employee shareholdings, according to which, in the event of a transfer of at least 75% of the shares in the company to one or more new shareholders in one or more related transactions, or in the event of liquidation of the company or in the event of a distribution of profits in cash to the shareholders due to the sale of at least 75% of the company's assets (each an "Exit Event2"), the employee will receive a payment from the company depending on the purchase price achieved for the shares,the liquidation proceeds or the distribution of profits. Under the agreement, the company has a payment obligation in the event of such an "exit event2" amounting to 0.28% of the purchase price achieved for the shares or the liquidation proceeds or the profit distribution, in each case less a strike price of EUR 20 million.

The company can no longer be materially claimed under the two obligations still existing at the reporting date. Both obligations were not recognized in the statement of financial position as liabilities subject to a condition precedent with reference to the ruling by the Federal Fiscal Court (Bundesfinanzhof, BFH) in 2017 due to the dependence on a future event.

Signature of the Management

Berlin, 14/02/2022	Marc Laubenheimer, Tobias Barten
Place, Date	Signatures

APPENDIX 1 TO THE NOTES: CASH FLOW STATEMENT for the Financial Year 2021
EV Digital Invest GmbH, Berlin

		Financial year Euro	Prior Year Euro
	Result for the period	35,768.73	-1,196,321.05
+	Depreciation and amortisation of fixed assets	23,175.84	24,399.35
+	Increase in provisions	291,135.68	55,014.20
-	Increase in inventories, trade receivables and other assets not allocated to investing or financing activities	-583,784.64	-321,147.56
+/-	Increase/decrease in trade payables and other liabilities not allocated to investing or financing activities	36,055.11	-23,273.47
+/-	Interest expense/income	-9,532.72	179,910.60
=	**Cash flows from operating activities**	**-207,182.00**	**-1,281,417.93**
-	Payments for investments in property, plant and equipment	-21,266.84	-87,110.35
+	Interest received	83.31	10.75
=	**Cash flows from investing activities**	**-21,183.53**	**-87,099.60**
+	Contributions to the capital reserve	4,000,000.00	4,095,958.35
+	Payments received from issuing bonds and raising (financial) loans	0.00	527,000.00
-	Payments from the redemption of bonds and (financial) loans	0.00	-2,877,000.00
-	Interest paid	-21.09	-245,988.35
=	**Cash flows from financing activities**	**3,999,978.91**	**1,499,970.00**
	Changes in cash and cash equivalents	3,771,613.38	131,452.47
+	Cash and cash equivalents at the beginning of the period	353,952.65	222,500.18
=	**Cash and cash equivalents at the end of the period**	**4,125,566.03**	**353,952.65**

APPENDIX 2 TO THE NOTES: STATEMENT OF CHANGES IN EQUITY for the Financial Year 2021

EV Digital Invest GmbH, Berlin

	Subscribed capital	Capital reserve*	Profit brought forward (+) / Loss brought forward (-)	Net income (+) / Net loss (-) of the financial year	Equity (+) / Accumulated deficit not covered by equity (-)
01/01/2021	25,000.00	4,095,958.35	-2,471,203.96	-1,196,321.05	453,433.34
Appropriation of net income / net loss	0.00	0.00	-1,196,321.05	1,196,321.05	0.00
01/01/2021 after appropriation of net income / net loss	25,000.00	4,095,958.35	-3,667,525.01	0.00	453,433.34
Payment into capital reserve	0.00	4,000,000.00	0.00	0.00	4,000,000.00
Net income for the financial year	0.00	0.00	0.00	35,768.73	35,768.73
31/12/2021	**25,000.00**	**8,095,958.35**	**-3,667,525.01**	**35,768.73**	**4,489,202.07**

* Capital reserve pursuant to Sec. 272 (2) No. 4 HGB

APPENDIX 3 TO THE NOTES: STATEMENT OF CHANGES IN FIXED ASSETS for the Financial Year 2021
EV Digital Invest GmbH, Berlin

	Acquisition and production costs					Depreciations					Reversals	Book	
	values												
	Status 01/01/2021 Euro	Additions Euro	Transfers Euro	Disposals Euro	Status 31/12/2021 Euro	Status 01/01/2021 Euro	Financial year Euro	Transfers Euro	Disposals Euro	Status 31/12/2021 Euro	Financial year Euro	Status 31/12/2021 Euro	Status 31/12/2020 Euro
Fixed assets													
I. Property, plant and equipment													
Other equipment, operating and office equipment	137,340.81	21,266.84	0.00	0.00	158,607.65	61,126.81	23,175.84	0.00	0.00	84,302.65	0.00	74,305.00	76,214.00
Total property, plant and equipment	137,340.81	21,266.84	0.00	0.00	158,607.65	61,126.81	23,175.84	0.00	0.00	84,302.65	0.00	74,305.00	76,214.00
I. Financial assets													
1. Shares in affiliated companies	22,475.00	0.00	0.00	0.00	22,475.00	0.00	0.00	0.00	0.00	0.00	0.00	22,475.00	22,475.00
2. Other loans	153,154.83	0.00	0.00	0.00	153,154.83	0.00	0.00	0.00	0.00	0.00	0.00	153,154.83	153,154.83
Total financial assets	175,629.83	0.00	0.00	0.00	175,629.83	0.00	0.00	0.00	0.00	0.00	0.00	175,629.83	175,629.83
Total fixed assets	312,970.64	21,266.84	0.00	0.00	334,237.48	61,126.81	23,175.84	0.00	0.00	84,302.65	0.00	249,934.83	251,843.83

IV. Independent auditor’s report 2021

“The following auditor's report, prepared in accordance with § 322 HGB ["Handelsgesetzbuch": "German Commercial Code"], refers to the complete financial statements, comprising the balance sheet as of December 31, 2021, the income statement and notes to the financial statements, including the recognition and measurement policies presented therein. The above-mentioned auditor‘s report and the financial statements are both translations of the respective German-language documents.

Independent Auditor’s Report

To EV Digital Invest GmbH, Berlin

Opinion

We have audited the annual financial statements of EV Digital Invest GmbH (formerly EVD Crowdinvest GmbH), Berlin, which comprise the balance sheet as of December 31, 2021, the income statement for the financial year from January 1 to December 31, 2021, and notes to the financial statements, including the recognition and measurement policies presented therein.

In our opinion, on the basis of the knowledge obtained in the audit the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as of December 31, 2021 and of its financial performance for the financial year from January 1 to December 31, 2021, in accordance with German Legally Required Accounting Principles.

Pursuant to Section 322 (3) sentence 1 HGB *[Handelsgesetzbuch: German Commercial Code]*, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements.

Basis for the Opinion

We conducted our audit of the annual financial statements in accordance with Section 317 HGB and the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer *[Institute of Public Auditors in Germany]* (IDW). Our responsibilities under those requirements and principles are further described in the „Auditor’s Responsibilities for the Audit of the Annual Financial Statements“ section of our auditor’s report. We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the annual financial statements.

Responsibilities of Management for the Annual Financial Statements

Management is responsible for the preparation of annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, management is responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, management is responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Auditor's Responsibilities for the Audit of the Annual Financial Statements

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, as well as to issue an auditor's report that includes our opinion on the annual financial statements.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and in compliance with the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements.

We exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal control relevant to the audit of the annual financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of these systems.
- Evaluate the appropriateness of accounting policies used by management and the reasonableness of estimates made by management and related disclosures.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements or, if such disclosures are inadequate, to modify our respective opinion. Our conclusions are based on the audit evidence

obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.

- Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Hamburg, 14 February 2022

KPMG AG

Wirtschaftsprüfungsgesellschaft

[Original German version signed by:]

Olschewski	Brandt
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]

B.

Annual financial statements of EV Digital Invest GmbH as of and for the financial year ended 31 December 2020, Berlin

BALANCE SHEET as at 31 December 2020

EV Digital Invest GmbH, (until 15/06/2020 EVC Crowdinvest GmbH), Berlin

ASSETS

	Euro	Financial year Euro	Prior year Euro
A. Fixed assets			
I. Property, plant and equipment			
1. Other equipment, operating and office equipment		76,214.00	13,503.00
II. Financial assets			
1. Shares in affiliated companies	22,475.00		22,475.00
2. Other loans	153,154.83	175,629.83	153,154.83
B. Current assets			
I. Inventories			
1. Advance payments		3,111.01	7,801.60
II. Receivables and other assets			
1. Trade receivables	342,906.57		38,868.47
2. Other assets	73,330.57	416,237.14	45,711.89
- of which due after more than one year Euro 0.00 (Euro 1,042.00)			
III. Bank balances		353,952.65	222,500.18
C. Prepaid expenses		5,725.21	11,543.84
D. Accumulated deficit not covered by equity		0.00	2,446,203.96

Equity and liabilities

	Euro	Financial year Euro	Prior year Euro
A. Equity			
I. Subscribed capital		25,000.00	25,000.00
II. Capital reserve		4,095,958.35	0.00
III. Loss carried forward		-2,471,203.96	-1,245,879.44
IV. Net loss for the financial year		-1,196,321.05	-1,225,324.52
Accumulated deficit not covered by equity		0.00	2,446,203.96
Book equity		453,433.34	0.00
B. Provisions			
1. Tax provisions	4,750.00		6,200.19
2. Other provisions	157,620.31	162,370.31	101,155.92
C. Liabilities			
1. Trade payables	299,051.21		288,873.20
- of which due within one year Euro 299,051.21 (Euro 288,873.20)			
2. Liabilities to affiliated companies	420.15		19,005.77
- of which due within one year Euro 420.15 (Euro 19,005.77)			
3. Other liabilities	94,364.17	393,835.53	2,546,527.69
- of which to shareholders Euro 0.00 (Euro 2,416,250.00)			
- of which taxes Euro 55,041.89 (Euro 118,305.57)			
- of which social security Euro 1,070.19 (Euro 2,528.75)			

BALANCE SHEET as at 31 December 2020

EV Digital Invest GmbH, (until 15/06/2020 EVC Crowdinvest GmbH), Berlin

ASSETS	Euro	Financial year Euro	Prior year Euro	Equity and liabilities	Euro	Financial year Euro	Prior year Euro
				- of which due within one year Euro 92,561.95 (Euro 1,233,833.25) - of which due after more than one year Euro 1,802.22 (Euro 1,312,694.44)			
				D. Deferred income		21,230.66	0.00
		1,030,869.84	2,961,762.77			1,030,869.84	2,961,762.77

II. Income statement from 1 January 2020 to 31 December 2020

INCOME STATEMENT from 01/01/2020 to 31/12/2020

EV Digital Invest GmbH, (until 15/06/2020 EVC Crowdinvest GmbH), Berlin

	Financial year Euro	Prior year Euro
1. Revenue	3,122,186.40	1,726,419.63
2. Other operating income		
Miscellaneous other operating income	68,142.45	14,010.64
- of which currency translation gains Euro 0.00 (Euro 0.71)		
3. Cost of materials		
Cost of purchased services	645,267.23	454,828.24
4. Personnel expenses		
a) Wages and salaries	1,694,530.51	1,167,671.32
b) Social security, post-employment and other employee benefit costs	315,964.63	220,746.91
	2,010,495.14	1,388,418.23
5. Depreciation, amortisation and write-downs of property, plant and equipment	24,399.35	17,980.00
6. Other operating expenses		
- of which currency translation losses Euro 0.00 (Euro 0.50)	1,526,577.58	940,251.88
7. Other interest and similar income	52.75	42.00
8. Interest and similar expenses	179,963.35	164,319.44
9. Income Taxes	0.00	-1.00
10. Net income/loss after tax	-1,196,321.05	-1,225,324.52
11. Net loss for the financial year	1,196,321.05	1,225,324.52

III. Notes to the financial statements as of 31 December 2020

NOTES for the Financial Year 2020

EV Digital Invest GmbH, (until 15/06/2020 EVC Crowdinvest GmbH), Berlin

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Notes for the Financial Year 2020

General information about the annual accounts

The annual accounts have been prepared in accordance with the provisions of Sections 242 et seq. of the German Commercial Code (HGB).

The company is a small corporation in accordance with Section 267 HGB. The size-related reliefs according to Sections 264, 288 HGB have been applied in part.

The company has voluntarily expanded its notes to the annual financial statements to include a statement of changes in equity (DRS 22) and a cash flow statement (DRS 21). These are attached as Appendices 1 and 2 to the notes. The cash and cash equivalents presented in the cash flow statement exclusively contain cash at banks.

Information about identification of the company according to the court of registration

Company name according to the court of registration:	EV Digital Invest GmbH (formerly EVC Crowdinvest GmbH9
Registered office according to the court of registration:	Berlin
Register entry:	Companies Register Note: Change of entity name to EV Digital Invest GmbH was entered in the Companies Register on 15/06/2020.
Court of registration:	Berlin (Charlottenburg)
Register no.:	188794

Information about accounting and valuation methods

Accounting and valuation principles

Property, plant and equipment was recognised at historical costs and, to the extent that it is depreciable, reduced by scheduled depreciation.

The scheduled depreciations were carried out on a straight-line basis according to the expected useful life of the assets. So-called low-value assets for tax purposes are immediately written off in full at the time of receipt.

Financial assets were recognised and valued as follows:

- Shares in affiliated companies at acquisition costs, in the event of a likely permanent impairment loss on the balance sheet date, minus unscheduled depreciation.

- Loans at nominal value, impairment losses were recognized if the impairment was expected to be permanent as of the balance sheet date.

Inventories were recognised at cost. If the daily values were lower on the balance sheet date, those were recognized.

Receivables and other assets were reported at face value, taking into account all identifiable risks.

Bank balances were set at face value.

Other provisions were created for all other uncertain liabilities and recognised at the expected settlement amount. All identifiable risks were taken into account in this context.

For provisions with a remaining term of more than one year, future price and cost increases in the amount of the general rate of inflation are taken into account and the provisions were discounted on the balance sheet date. The discount rates used are the average market interest rates of the past seven financial years corresponding to the remaining maturities of the provisions, as determined and announced on a monthly basis by the Deutsche Bundesbank (German Federal Bank) in accordance with the Provision Discount Regulation.

The company has a programme for virtual employee participation which, in the event of the occurrence of certain events/transactions (exit events, exercise events), establishes a payment obligation of the company, to an amount which is determined by the underlying company value at the time of the exit event. On the basis of the court decision BFH I 11/R15 of the German Federal Fiscal Court on 15 March 2017, creation of provisions before the exercise event occurs is not permitted. Consequently, no provisions were recognised for the employee participation programme.

Trade payables denominated in foreign currency were converted at the average spot exchange rate.

Liabilities were recognised at the settlement amount.

The accounting and valuation methods used previously were adopted for the annual financial accounts.

Balance sheet information

The statement of changes in fixed assets is attached as Appendix 3 to the notes.

Details of liabilities to shareholders

	2020	**2019**
Remaining term up to 1 year	EUR 0,00	EUR 1.103.555,56
Remaining term 1 - 5 years	EUR 0,00	EUR 1.312.694,44

Information about the income statement

The income statement was structured according to the nature of expense method (total expenditure accounting).

Other information

Average number of employees employed during the financial year

The average number of employees employed by the company during the financial year was 28.

<u>Management</u>

Surname, First name	**Job title**
Laubenheimer, Marc	Managing Director
Barten, Tobias	Managing Director

<u>Other financial obligations Section 285 no.3a HGB:</u>

	1 - 5 years
Long-term leases	EUR 1.208,605,01

<u>Other financial obligations arising from licence agreements:</u>

The company is a licensee under a long-term contract. The licence fee is determined for each calendar year depending on the actual revenue generated, with provision for a minimum amount. Based on the revenue expected for the coming financial year, the licence agreement results in an expected charge of approximately EUR 130k for the next financial year. The remaining term of the licence agreement at the balance sheet date is 29 years. With correspondingly higher sales revenues, a higher licence fee may also result. Similarly, lower revenue leads to a lower licence fee. In addition to a revenue-based remuneration, the contract includes a minimum remuneration, which will successively increase to EUR 75k by calendar year 2023.

Other financial obligations arising from VSOP:

On the balance sheet date, there was an agreement on virtual employee participation program, according to which, in the event of a change of at least 75% of the shares in the company to one or more new shareholders in one or more related transactions, or in the event of liquidation of the company, or in the event of a distribution of profits in cash to the shareholders due to the sale of at least 75% of the company's assets (each an "exit event"), the company was to make a payment depending on the purchase price achieved for the shares, the liquidation proceeds or the distribution of profits. According to the agreement, a payment obligation of the company results in the event of the occurrence of such an "exit event" in the amount of 3.784% of the purchase price achieved for the shares, the liquidation proceeds or the distribution of profits, minus a so-called strike price of EUR 10 million for 3.504% and EUR 20 million for 0.28%. The obligation was not included in the balance sheet as a suspensive obligation with reference to the court decision of the Federal Fiscal Court in 2017 due to its dependence on a future event. The agreement for the virtual employee participation was terminated after the reporting date in 2021 with the exception of a remaining balance of 0.28% and replaced by a new employee participation programme, so that no significant use of the obligation still existing at the balance sheet date is to be expected on the part of the company.

Signature of the Management

Berlin, 14.01.2022	Marc Laubenheimer, Tobias Barten
Place, Date	Signatures

APPENDIX 1 TO THE NOTES for the Financial Year 2020

EV Digital Invest GmbH, (until 15/06/2020 EVC Crowdinvest GmbH), Berlin

	CASHFLOW STATEMENT	Financial year Euro	Prior year Euro
	Result for the period	-1,196,321.05	-1,225,324.52
+	Depreciation and amortisation of fixed assets	24,399.35	17,980.00
+	Increase in provisions	55,014.20	74,455.45
-/+	Increase/decrease in inventories, trade receivables and other assets not allocated to investing or financing activities	-321,147.56	62,684.49
+/-	Increase/decrease in trade payables and other liabilities not allocated to investing or financing activities	-23,273.47	276,264.87
+/-	Interest expense/income	179,910.60	164,277.44
+/-	Income tax expense/income	0.00	-1.00
+	Income tax payments	0.00	1.00
=	**Cash flows from operating activities**	**-1,281,417.93**	**-629,662.27**
-	Payments for investments in property, plant and equipment	-87,110.35	-20,221.00
+	Payments received from the disposal of financial assets	0.00	2,525.00
-	Payments for investments in financial assets	0.00	-178,154.83
+	Interest received	10.75	42.00
=	**Cash flows from investing activities**	**-87,099.60**	**-195,808.83**
+	Contributions to the capital reserve	4,095,958.35	0.00
+	Payments received from issuing bonds and raising (financial) loans	527,000.00	1,200,000.00
-	Payments from the redemption of bonds and (financial) loans	-2,877,000.00	-100,000.00
-	Interest paid	-245,988.35	-142,000.00
=	**Cash flows from financing activities**	**1,499,970.00**	**958,000.00**
	Changes in cash and cash equivalents	131,452.47	132,528.90
+	Cash and cash equivalents at the beginning of the period	222,500.18	89,971.28
=	**Cash and cash equivalents at the end of the period**	**353,952.65**	**222,500.18**

APPENDIX 2 TO THE NOTES for the Financial Year 2020

EV Digital Invest GmbH, (until 15/06/2020 EVC Crowdinvest GmbH), Berlin

STATEMENT OF CHANGES IN EQUITY	Subscribed capital	Capital reserve	Profit brought forward (+) / Loss brought forward (-)	Net income (+) / Net loss (-) of the financial year	Equity (+) / Accumulated deficit not covered by equity (-)
01/01/2020	25,000.00	0.00	-1,245,879.44	-1,225,324.52	**-2.446.203,96**
Appropriation of net income / net loss	0.00	0.00	-1,225,324.52	1,225,324.52	**0.00**
01/01/2020 after appropriation of net income / net loss	25,000.00	0.00	-2,471,203.96	0.00	**-2.446.203,96**
Contributions to the capital reserve	0.00	4,095,958.35	0.00	0.00	**4,095,958.35**
Net loss of the financial year	0.00	0.00	0.00	-1,196,321.05	**-1,196,321.05**
31/12/2020	25,000.00	4,095,958.35	-2,471,203.96	-1,196,321.05	**453,433.34**

APPENDIX 3 TO THE NOTES for the Financial Year 2020

STATEMENT OF CHANGES IN FIXED ASSETS as at 31 December 2020

EV Digital Invest GmbH, (until 15/06/2020 EVC Crowdinvest GmbH), Berlin

	Cost/Production costs					Depreciations					Reversals in financial year	Carrying amount	
	01/01/2020 Euro	Additions Euro	Transfers Euro	Disposals Euro	31/12/2020 Euro	01/01/2020 Euro	financial year Euro	Transfers Euro	Disposals Euro	31/12/2020 Euro	Euro	31/12/2020 Euro	31/12/2019 Euro
Fixed assets													
I. Property, plant and equipment													
Other equipment, operating and office equipment	50,230.46	87,110.35	0.00	0.00	137,340.81	36,727.46	24,399.35	0.00	0.00	61,126.81	0.00	76,214.00	13,503.00
Total Property, plant and equipment	50,230.46	87,110.35	0.00	0.00	137,340.81	36,727.46	24,399.35	0.00	0.00	61,126.81	0.00	76,214.00	13,503.00
II. Financial assets													
1. Shares in affiliated companies	22,475.00	0.00	0.00	0.00	22,475.00	0.00	0.00	0.00	0.00	0.00	0.00	22,475.00	22,475.00
2. Other loans	153,154.83	0.00	0.00	0.00	153,154.83	0.00	0.00	0.00	0.00	0.00	0.00	153,154.83	153,154.83
Total financial assets	175,629.83	0.00	0.00	0.00	175,629.83	0.00	0.00	0.00	0.00	0.00	0.00	175,629.83	175,629.83
Total fixed assets	225,860.29	87,110.35	0.00	0.00	312,970.64	36,727.46	24,399.35	0.00	0.00	61,126.81	0.00	251,843.83	189,132.83

IV. Independent auditor's report 2020

"The following auditor's report, prepared in accordance with § 322 HGB ["Handelsgesetzbuch": "German Commercial Code"], refers to the complete financial statements, comprising the balance sheet as of December 31, 2020, the income statement and notes to the financial statements, including the recognition and measurement policies presented therein. The above-mentioned auditor's report and the financial statements are both translations of the respective German-language documents.

Independent Auditor's Report

To EV Digital Invest GmbH, Berlin

Opinion

We have audited the annual financial statements of EV Digital Invest GmbH (formerly EVD Crowdinvest GmbH), Berlin, which comprise the balance sheet as of December 31, 2020, the income statement for the financial year from January 1 to December 31, 2020, and notes to the financial statements, including the recognition and measurement policies presented therein.

In our opinion, on the basis of the knowledge obtained in the audit the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as of December 31, 2020 and of its financial performance for the financial year from January 1 to December 31, 2020, in accordance with German Legally Required Accounting Principles.
Pursuant to Section 322 (3) sentence 1 HGB *[Handelsgesetzbuch: German Commercial Code]*, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements.

Basis for the Opinion

We conducted our audit of the annual financial statements in accordance with Section 317 HGB and the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer *[Institute of Public Auditors in Germany]* (IDW). Our responsibilities under those requirements and principles are further described in the „Auditor's Responsibilities for the Audit of the Annual Financial Statements" section of our auditor's report. We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the annual financial statements.

Responsibilities of Management for the Annual Financial Statements

Management is responsible for the preparation of annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, management is responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, management is responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Auditor's Responsibilities for the Audit of the Annual Financial Statements

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, as well as to issue an auditor's report that includes our opinion on the annual financial statements. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and in compliance with the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements.

We exercise professional judgement and maintain professional scepticism throughout the audit. We also:

– Identify and assess the risks of material misstatement of the annual financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

- Obtain an understanding of internal control relevant to the audit of the annual financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of these systems.
- Evaluate the appropriateness of accounting policies used by management and the reasonableness of estimates made by management and related disclosures.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements or, if such disclosures are inadequate, to modify our respective opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Hamburg, 14 January 2022

KPMG AG
Wirtschaftsprüfungsgesellschaft
[Original German version signed by:]

Olschewski	Brandt
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]

C.

Annual financial statements of EV Digital Invest GmbH

as of and for the financial year ended

31 December 2019, Berlin

I. Balance sheet as at 31 December 2019

BALANCE SHEET as at 31 December 2019

EV Digital Invest GmbH, (until 15/06/2020 EVC Crowdinvest GmbH), Berlin

ASSETS

	Euro	Financial year Euro	Prior year Euro
A. Fixed assets			
I. Property, plant and equipment			
1. Other equipment, operating and office equipment		13,503.00	11,262.00
II. Financial assets			
1. Shares in affiliated companies	22,475.00		25,000.00
2. Other loans	153,154.83	175,629.83	0.00
B. Current assets			
I. Inventories			
1. Advance Payments		7,801.60	0.00
II. Receivables and other assets			
1. Trade receivables	38,868.47		65,830.13
2. Other assets - of which due after more than one year Euro 1,042.00 (Euro 0.00)	45,711.89	84,580.36	96,716.55
III. Bank balances		222,500.18	89,971.28
C. Prepaid expenses		11,543.84	4,063.61
D. Accumulated deficit not covered by equity		2,446,203.96	1,220,879.44

Equity and liabilities

	Euro	Financial year Euro	Prior year Euro
A. Equity			
I. Subscribed capital		25,000.00	25,000.00
II. Loss carried forward		-1,245,879.44	-428,695.55
III. Net loss for the financial year		-1,225,324.52	-817,183.89
Accumulated deficit not covered by equity		2,446,203.96	1,220,879.44
Book equity		0.00	0.00
B. Provisions			
1. Tax provisions	6,200.19		10,510.69
2. Other provisions	101,155.92	107,356.11	22,389.97
C. Liabilities			
1. Trade payables - of which due within one year Euro 288,873.20 (Euro 103,311.58)	288,873.20		103,311.58
2. Liabilities to affiliated companies - of which due within one year Euro 19,005.77 (Euro 25,000.00)	19,005.77		25,000.00
3. Other liabilities - of which to shareholders Euro 2,416,250.00 (Euro 1,241,430.56) - of which taxes Euro 118,305.57 (Euro 48,478.72) - of which social security Euro 2,528.75 (Euro 804.07)	2,546,527.69	2,854,406.66	1,352,510.77

BALANCE SHEET as at 31 December 2019

EV Digital Invest GmbH, (until 15/06/2020 EVC Crowdinvest GmbH), Berlin

ASSETS	Euro	Financial year Euro	Prior year Euro	Equity and liabilities	Euro	Financial year Euro	Prior year Euro
				- of which due within one year Euro 1,233,833.25 (Euro 163,580.21) - of which due after more than one year Euro 1,312,694.44 (Euro 1,188,930.56)			
		2,961,762.77	1,513,723.01			2,961,762.77	1,513,723.01

II. Income statement from 1 January 2019 to 31 December 2019

INCOME STATEMENT from 01/01/2019 to 31/12/2019
EV Digital Invest GmbH, (until 15/06/2020 EVC Crowdinvest GmbH), Berlin

		Financial year Euro	Prior year Euro
1.	Revenue	1,726,419.63	656,763.34
2.	Other operating income		
	Miscellaneous other operating income	14,010.64	1,835.14
	- of which currency translation gains Euro 0.71 (Euro 2.24)		
3.	Cost of materials		
	Cost of purchased services	454,828.24	208,974.23
4.	Personnel expenses		
a)	Wages and salaries	1,167,671.32	510,724.83
b)	Social security, post-employment and other employee benefit costs	220,746.91	89,071.68
		1,388,418.23	599,796.51
5.	Depreciation, amortisation and write-downs of property, plant and equipment	17,980.00	17,533.28
6.	Other operating expenses		
	- of which currency translation losses Euro 0.50 (Euro 0.04)	940,251.88	531,908.74
7.	Other interest and similar income	42.00	0.20
8.	Interest and similar expenses	164,319.44	117,569.81
9.	Income Taxes	-1.00	0.00
10.	Net income/loss after tax	-1,225,324.52	-817,183.89
11.	Net loss for the financial year	1,225,324.52	817,183.89

III. Notes to the financial statements as of 31 December 2019
Notes for the Financial Year 2019

General information about the annual accounts

The annual accounts have been prepared in accordance with the provisions of Sections 242 et seq. of the German Commercial Code (HGB).
The company is a small corporation in accordance with Section 267 HGB. The size-related reliefs according to Sections 264, 288 HGB have been applied in part.
The company has voluntarily expanded its notes to the annual financial statements to include a statement of changes in equity (DRS 22) and a cash flow statement (DRS 21). These are attached as Appendices 1 and 2 to the notes. The cash and cash equivalents presented in the cash flow statement exclusively contain cash at banks.

Information about identification of the company according to the court of registration

Company name according to the court of registration:	EV Digital Invest GmbH (formerly EVC Crowdinvest GmbH)
Registered office according to the court of registration:	Berlin
Register entry:	Companies Register Note: Change of entity name to EV Digital Invest GmbH was entered in the Companies Register on 15.06.2020.
Court of registration:	Berlin (Charlottenburg)
Register no.:	188794

Information about accounting and valuation methods

Accounting and valuation principles

Property, plant and equipment was recognised at historical costs and, to the extent that it is depreciable, reduced by scheduled depreciations.

The scheduled depreciations were carried out on a straight-line basis according to the expected useful life of the assets. So-called low-value assets for tax purposes are immediately written off in full at the time of receipt.

Financial assets were recognised and valued as follows:

- Shares in affiliated companies at acquisition costs, in the event of a likely permanent impairment loss on the balance sheet date, minus unscheduled depreciation.

- Loans at nominal value, impairment losses were recognized if the impairment was expected to be permanent as of the balance sheet date

Inventories were recognised at cost. If the daily values were lower on the balance sheet date, those were recognized.

Receivables and other assets were reported at face value, taking into account all identifiable risks.

Bank balances were presented at face value.

Other provisions were created for all other uncertain liabilities and recognised at the expected settlement amount. All identifiable risks were taken into account in this context.

For provisions with a remaining term of more than one year, future price and cost increases in the amount of the general rate of inflation are taken into account and the provisions were discounted on the balance sheet date. The discount rates used are the average market interest rates of the past seven financial years corresponding to the remaining maturities of the provisions, as determined and announced on a monthly basis by the Deutsche Bundesbank (German Federal Bank) in accordance with the Provision Discount Regulation.

The company has a programme for virtual employee participation which, in the event of the occurrence of certain events/transactions (exit events, exercise events), establishes a payment obligation of the company to an amount which is determined by the underlying company value at the time of the exit event. On the basis of the court decision BFH I 11/R15 of the German Federal Fiscal Court on 15 March 2017, creation of provisions before the exercise event occurs is not permitted. Consequently, no provisions were recognised for the employee participation programme.

Trade payables denominated in foreign currency were converted at the average spot exchange rate.

Liabilities were recognised at the settlement amount.

Accounting and valuation methods that differ from the previous year

No use was made of the size-related relief according to § 266(1) sentence 3 HGB for the presentation of the balance sheet and §276 sentence 1 HGB for the presentation of the profit and loss account in comparison to the annual financial accounts of 31 December 2018, in order to achieve a more transparent presentation of the net assets, financial position and operating results.

Balance sheet information

The statement of changes in fixed assets is attached as Appendix 3 to the notes.

Information on equity

As of December 31, 2019, the company had a net loss not covered by equity in the amount of EUR 2,446k. This has been remediated as of December 31, 2020 by a capital increase in the financial year 2020.

Details of liabilities to shareholders

	2019	**2018**
Remaining term up to 1 year	EUR 1.103.555,56	EUR 52.500,00
Remaining term 1 - 5 years	EUR 1.312.694,44	EUR 1.188.930,56

The liabilities to the shareholder are unsecured.

Information about the income statement

The income statement was structured according to the nature of expense method (total expenditure accounting).

Other information

Average number of employees employed during the financial year

The average number of employees employed by the company during the financial year was 19.

Management

Surname, First name	**Job title**
Laubenheimer, Marc	Managing Director
Barten, Tobias	Managing Director

Other financial obligations Section 285 no.3a HGB:

	1 - 5 years
Long-term leases	EUR 1,502,151.43

Other financial obligations arising from licence agreements:

The company is a licensee under a long-term contract. The licence fee is determined for each calendar year depending on the actual revenue generated. Based on the revenue expected for the coming financial year, the licence agreement results in an expected charge of approximately EUR 93k for the coming financial year. The remaining term of the licence agreement at the balance sheet date is up to 25 years. With correspondingly higher sales revenues, a higher licence fee may also result. Similarly, lower revenue leads to a lower licence fee. After the balance sheet date, the contract was amended to the effect that a minimum remuneration was agreed in addition to revenue-related remuneration, which will successively increase to EUR 75k by calendar year 2023.

Other financial obligations arising from VSOP:

On the balance sheet date, there was an agreement on virtual employee participation program, according to which, in the event of a change of at least 75% of the shares in the company to one or more new shareholders in one or more related transactions, or in the event of liquidation of the company, or in the event of a distribution of profits in cash to the shareholders due to the sale of at least 75% of the company's assets (each an "exit event"), the company was to make a payment depending on the purchase price achieved for the shares, the liquidation proceeds or the distribution of profits. According to the agreement, a payment obligation of the company results in the event of the occurrence of such an "exit event" in the amount of 4.304% of the purchase price achieved for the shares, the liquidation proceeds or the distribution of profits, minus a so-called strike price of EUR 10 million for 3.504% and EUR 20 million for 0.8%. The obligation was not included in the balance sheet as a suspensive obligation with reference to the court decision of the Federal Fiscal Court in 2017 due to its dependence on a future event. The agreement for the virtual employee participation was terminated after the reporting date in 2021 with the exception of a remaining balance of 0.28% and replaced by a new employee participation programme, so that no significant use of the obligation still existing at the balance sheet date is to be expected on the part of the company.

Signature of the Management

Berlin, 11.01.2022	Marc Laubenheimer, Tobias Barten
Place, Date	Signatures

APPENDIX 1 TO THE NOTES for the Financial Year 2019

EV Digital Invest GmbH, (until 15/06/2020 EVC Crowdinvest GmbH), Berlin

	CASHFLOW STATEMENT	Financial year Euro	Prior year Euro
	Result for the period	-1,225,324.52	-817,183.89
+	Depreciation and amortisation of fixed assets	17,980.00	17,533.28
+	Increase in provisions	74,455.45	29,400.66
-/+	Increase/decrease in inventories, trade receivables and other assets not allocated to investing or financing activities	62,684.49	-163,323.19
+	Increase in trade payables and other liabilities not allocated to investing or financing activities	276,264.87	39,170.14
+/-	Interest expense/income	164,277.44	117,569.61
+/-	Income tax expense/income	-1.00	0.00
+	Income tax payments	1.00	0.00
=	**Cash flows from operating activities**	**-629,662.27**	**-776,833.39**
-	Payments for investments in property, plant and equipment	-20,221.00	-19,996.13
+	Payments received from the disposal of financial assets	2,525.00	0.00
-	Payments for investments in financial assets	-178,154.83	0.00
+	Interest received	42.00	0.20
=	**Cash flows from investing activities**	**-195,808.83**	**-19,995.93**
+	Payments received from issuing bonds and raising (financial) loans	1,200,000.00	900,000.00
-	Payments from the redemption of bonds and (financial) loans	-100,000.00	0.00
-	Interest paid	-142,000.00	-79,567.73
=	**Cash flows from financing activities**	**958,000.00**	**820,432.27**
	Changes in cash and cash equivalents	132,528.90	23,602.95
+	Cash and cash equivalents at the beginning of the period	89,971.28	66,368.33
=	**Cash and cash equivalents at the end of the period**	**222,500.18**	**89,971.28**

APPENDIX 2 TO THE NOTES for the Financial Year 2019

EV Digital Invest GmbH, (until 15/06/2020 EVC Crowdinvest GmbH), Berlin

STATEMENT OF CHANGES IN EQUITY	Subscribed capital	Profit brought forward (+) / Loss brought forward (-)	Net income (+) / Net loss (-) of the financial year	Equity (+) / Accumulated deficit not covered by equity (-)
01/01/2019	25,000.00	-428,695.55	-817,183.89	**-1,220,879.44**
Appropriation of net income / net loss	0.00	-817,183.89	817,183.89	**0.00**
01/01/2019 after appropriation of net income / net loss	25,000.00	-1,245,879.44	0.00	**-1,220,879.44**
Net loss of the financial year	0.00	0.00	-1,225,324.52	**-1,225,324.52**
31/12/2019	**25,000.00**	**-1,245,879.44**	**-1,225,324.52**	**-2,446,203.96**

APPENDIX 3 TO THE NOTES for the Financial Year 2019

STATEMENT OF CHANGES IN FIXED ASSETS from 01/01/2019 to 31/12/2019

EV Digital Invest GmbH, (until 15/06/2020 EVC Crowdinvest GmbH), Berlin

	Cost/Production costs					Depreciations					Reversals in financial year	Carrying amount	
	01/01/2019 Euro	Additions Euro	Transfers Euro	Disposals Euro	31/12/2019 Euro	01/01/2019 Euro	financial year Euro	Transfers Euro	Disposals Euro	31/12/2019 Euro	Euro	31/12/2019 Euro	31/12/2018 Euro
Fixed assets													
I. Property, plant and equipment													
Other equipment, operating and office equipment	30,072.83	20,221.00	0.00	63.37	50,230.46	18,810.83	17,980.00	0.00	63.37	36,727.46	0.00	13,503.00	11,262.00
Total Property, plant and equipment	30,072.83	20,221.00	0.00	63.37	50,230.46	18,810.83	17,980.00	0.00	63.37	36,727.46	0.00	13,503.00	11,262.00
II. Financial assets													
1. Shares in affiliated companies	25,000.00	0.00	0.00	2,525.00	22,475.00	0.00	0.00	0.00	0.00	0.00	0.00	22,475.00	25,000.00
2. Other loans	0.00	153,154.83	0.00	0.00	153,154.83	0.00	0.00	0.00	0.00	0.00	0.00	153,154.83	0.00
Total financial assets	25,000.00	153,154.83	0.00	2,525.00	175,629.83	0.00	0.00	0.00	0.00	0.00	0.00	175,629.83	25,000.00
Total fixed assets	55,072.83	173,375.83	0.00	2,588.37	225,860.29	18,810.83	17,980.00	0.00	63.37	36,727.46	0.00	189,132.83	36,262.00

IV. Independent auditor's report 2019

"The following auditor's report, prepared in accordance with § 322 HGB ["Handelsgesetzbuch": "German Commercial Code"], refers to the complete financial statements, comprising the balance sheet as of December 31, 2019, the income statement and notes to the financial statements, including the recognition and measurement policies presented therein. The above-mentioned auditor's report and the financial statements are both translations of the respective German-language documents.

Independent Auditor's Report

To EV Digital Invest GmbH, Berlin

Opinion

We have audited the annual financial statements of EV Digital Invest GmbH (formerly EVD Crowdinvest GmbH), Berlin, which comprise the balance sheet as of December 31, 2019, the income statement for the financial year from January 1 to December 31, 2019, and notes to the financial statements, including the recognition and measurement policies presented therein.

In our opinion, on the basis of the knowledge obtained in the audit the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as of December 31, 2019 and of its financial performance for the financial year from January 1 to December 31, 2019, in accordance with German Legally Required Accounting Principles.

Pursuant to Section 322 (3) sentence 1 HGB *[Handelsgesetzbuch: German Commercial Code]*, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements.

Basis for the Opinion

We conducted our audit of the annual financial statements in accordance with Section 317 HGB and the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer *[Institute of Public Auditors in Germany]* (IDW). Our responsibilities under those requirements and principles are further described in the „Auditor's Responsibilities for the Audit of the Annual Financial Statements" section of our auditor's report. We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the annual financial statements.

Responsibilities of Management for the Annual Financial Statements

Management is responsible for the preparation of annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles. In addition, management is responsible for such internal control as they, in accordance with German Legally Required Accounting Principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, management is responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Auditor's Responsibilities for the Audit of the Annual Financial Statements

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, as well as to issue an auditor's report that includes our opinion on the annual financial statements. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and in compliance with the German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements.

We exercise professional judgement and maintain professional scepticism throughout the audit. We also:

– Identify and assess the risks of material misstatement of the annual financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

– Obtain an understanding of internal control relevant to the audit of the annual financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of these systems.

– Evaluate the appropriateness of accounting policies used by management and the reasonableness of estimates made by management and related disclosures.

– Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements or, if such disclosures are inadequate, to modify our respective opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.

– Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Hamburg, 11 January 2022

KPMG AG
Wirtschaftsprüfungsgesellschaft
[Original German version signed by:]

Olschewski	Brandt
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]