



# AIRTIME

PARTECIPAZIONI SPA

## AIRTIME PARTECIPAZIONI S.P.A.

Admission to trading of ordinary shares without nominal value

Registered office: Via Affogalasio no. 105, 00148 Rome, Italy

### INFORMATION DOCUMENT

ADMISSION OF SHARES TO TRADING ON EURONEXT GROWTH PARIS FOLLOWING A PRIVATE PLACEMENT

September 20, 2021

The present Information Document does not constitute a prospectus within the meaning 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. The present Information Document has been drawn up under the responsibility of the Issuer. It has been reviewed by the Listing Sponsor and has been subject to an appropriate review of its completeness, consistency and comprehensibility by Euronext.

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Listing Sponsor

Euronext Growth is a market operated by Euronext. Companies on Euronext Growth are not subject to the same rules as companies on a Regulated Market (a main market). Instead they are subject to a less extensive set of rules and regulations adjusted to small growth companies. The risk in investing in a company on Euronext Growth may therefore be higher than investing in a company on a Regulated Market.

## GENERAL REMARKS

In this Information Document:

- ◆ the expressions “the Company” or “Airtime” refer to the company Airtime Partecipazioni S.p.A.

The Information Document describes the Company as it is on the date of the registration of the Information Document.

### Forward-looking statements

The Information Document contains forward-looking statements. The forward-looking statements include, but are not limited to, statements regarding the Company’s or the board of directors’ expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statement that refers to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words “anticipate”, “believe”, “continue”, “could”, “estimate”, “expect”, “intend”, “may”, “might”, “plan”, “possible”, “potential”, “predict”, “project”, “seek”, “should”, “would” and similar expressions, or in each case their negatives, may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

The information is not historical data and should not be interpreted as guarantees that the facts and data stated will occur. This information is based on data, assumptions and estimates considered as reasonable by the Company. They are subject to change or modification due to uncertainties related in particular to the technological, economic, financial, competitive and regulatory environment. This information is mentioned in various paragraphs of the Information Document and contains data relating to the Company’s intentions, estimates and objectives concerning, in particular, the markets, strategy, commercial deployment, growth, results, financial position and cash flow of the Company.

Any forward-looking statement made by the Company in the Information Document speaks only as at the date of the Information Document and is expressly qualified in its entirety by these cautionary statements. Factors or events that could cause the Company’s actual results to differ may emerge from time to time, and it is not possible for the Company to predict all of them. Except as required by law or the rules and regulations of any stock exchange on which its securities are listed, the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in the Information Document to reflect any change in its expectations or any change in events, conditions or circumstances on which any forward-looking statement contained in the Information Document is based.

The Company operates in an environment characterized by strong competition and constant technological and financial changes. It may therefore not be able to anticipate all the risks, uncertainties or other factors that may affect its business, their potential impact on its business or the extent to which the materialization of a risk or combination of risks could have results that are significantly different from those mentioned in any forward-looking information, it being recalled that none of these forward-looking information constitutes a guarantee of actual results.

### Market and competition information

The Information Document contains, in particular in Part I, Section 6, Paragraph “*Business Overview*”, information relating to the activity carried out by the Company and its competitive position. Given a particularly competitive technological and financial environment, the information contained in Section 6 may prove to be incorrect or outdated. As a result, the Company’s business

could evolve in a different way from that described in the Information Document. The Company does not undertake to publish updates of this information, except in accordance with any legislative or regulatory obligations applicable to it, and in particular Regulation (EU) no 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation).

### **Risk factors**

The investors are advised to read carefully the risk factors described in Part I, Section 4 “Risk Factors” of the Information Document before making any investment decision. This list of factors that may affect future performance and the accuracy of forward-looking statements is illustrative, but by no means exhaustive, and should be read in conjunction with other factors that are included in the Information Document. Should one or more of these risks materialize, or should any underlying assumptions prove to be incorrect, the Company’s actual financial condition, cash flows or results of operations could differ materially from what is described herein as anticipated, believed, estimated or expected. All forward-looking statements should be evaluated in light of their inherent uncertainty. In addition, other risks, not yet identified or considered immaterial by the Company at the date of the Information Document, could also have an adverse effect.

### **Numbers, currency and rounding of figures**

Numbers are presented in the English format whereby the point is used as decimal separator and the comma as separator of hundreds from thousands and thousands from million (for example 5,110,000.00 = five million one hundred and ten thousands). Otherwise, numbers may be presented as units, dozens or hundreds of million (for example 54.8 million = 54 million eight hundred thousands).

Monetary amounts are presented in Euro (€), except where otherwise expressly provided.

Some figures (including figures expressed in thousands or millions) and percentages presented in the Information Document have been rounded. Where applicable, the sums presented in the Information Document may differ slightly from those that would have been obtained by adding the exact (unrounded) values of these figures.

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## DEFINITIONS

A list of the main definitions and principal terms used in the Information Document is set out below. These terms and definitions have the meaning specified below, unless otherwise pointed out.

<b>Admission</b>	The admission to trading of the Shares on Euronext Growth.
<b>Admission Date</b>	The date on which the Shares will be tradable on Euronext Growth.
<b>Airtime Exchange or Platform</b>	The software platform for the exchange of VoIP and SMS traffic customized under the name “Airtime Exchange” as described in Part I, Section 6, Paragraph 1.4 of the Information Document, whose non-exclusive use has been granted to Airtime Ireland and the Group by Opt1mize under the software licence agreement illustrated at Part I, Section 21, Paragraph 1.2, of the Information Document.
<b>Airtime Chile</b>	Airtime Technologies Chile S.p.A. (formerly E-NewCarrier.com Chile S.p.A.), a Chilean company limited by shares with registered office in Paseo Phillips 40, Piso 4, Santiago, Region Metropolitana, registered in the Registro de Comercio del Conservador de Bienes Raices de Santiago at page 8014 under no. 6365, whose corporate capital was held at 51% by Airtime Ireland until March 2021.
<b>Airtime Ireland</b>	Airtime Technologies Ltd. (formerly Rubelite Investments Ltd.), an Irish company limited by shares with registered office in 2 Dublin Landings, North Dock, North Wall Quay, Dublin and registered in the Republic of Ireland under registration no. 601653, whose corporate capital is entirely held by the Company.
<b>Airtime PL</b>	Airtime Sp. Zo.o, a Polish limited liability company ( <i>spółka z ograniczoną odpowiedzialnością</i> ), having its registered office in Plac Powstańców Warszawy 2a, 00-030, Warsaw, Poland, registered in the Commercial Register held by the District Court for the City of Warsaw, XII Commercial Section of the National Register under no. 0000644151, PIN 5213748191, whose corporate capital was entirely held by Airtime Ireland until May 2021.
<b>Airtime RO</b>	Airtime Technologies S.R.L. (formerly Prime Exchange Technologies S.R.L.), a limited liability company ( <i>Societate cu răspundere limitată</i> ), having its registered office in Splaiul Uniri nr. 16, etaj 6, camera 607, biroul 1, sector 4, Bucarest, România, registered in Register Comertului (commercial register) under no. J40/4431 attributed on March 30, 2018, whose corporate capital was entirely held by Airtime Ireland and Orlando Taddeo until March 2021.

<b>Airtime U.S.A.</b>	Airtime Technologies U.S.A. Inc., a Florida profit corporation, having its registered office in Florida (U.S.A.), 2600 Douglas Road, Suite 510, Coral Gables 33134, registered with the Florida Department of State, Division of Corporations under no. P20000072185 attributed on September 9, 2020, whose corporate capital is entirely held by Airtime Ireland.
<b>Articles of Association</b>	The Articles of Association of the Company dated January 12, 2021 as subsequently amended and modified.
<b>Board of Directors</b>	The board of directors of the Company.
<b>Buying Order(s)</b>	Apitrage Ltd. - on top of the acquisition of a shareholding equal to 0.87% of Company' share capital - has undertaken in agreement with Company and its majority shareholder (Heritage Ventures) to place one or more buying orders in the open market for a total amount of € 100,000.00 to acquire Company's Shares at a price per share of € 10.00. Such a price is consistent with the Sworn Appraisal, the proper valuation of the Company according to the opinion of Board of Directors pursuant to Article 2343- <i>quater</i> of Italian Civil Code and the purchase price resulting from the most recent transactions concerning the Shares carried out by Performance S.r.l., Roberto Re and Apitrage Ltd.
<b>Company or Issuer or Airtime</b>	Airtime Partecipazioni S.p.A., an Italian joint-stock company ( <i>società per azioni</i> ) with registered office in Via di Affogalasio, 105, Rome, registered in the Companies' Register of Rome ( <i>Registro delle Imprese di Roma</i> ) under no. 15997541006, REA no. RM-1627922 and tax code no. 15997541006.
<b>Consolidated Financial Act</b>	Italian Legislative Decree no. 58/1998 as subsequently amended and supplemented which contains the corporate rules applicable to Italian listed companies.
<b>Date of the Information Document</b>	The date of publication of the Information Document by the Company, being September 20, 2021.
<b>Decree 231</b>	Italian Legislative Decree no. 231/2001 as subsequently amended and supplemented which defines the administrative liability upon companies in the event of offences committed in the interest of the company itself by senior managers and personnel under the supervision of the latter.
<b>Euronext Growth</b>	Euronext Growth Paris, a multilateral trading facility system organised and managed by Euronext Paris S.A.
<b>Euronext Growth Rules</b>	The Rules of Euronext Growth approved and published by Euronext Paris S.A., as subsequently amended and supplemented.

<b>Group</b>	The Company's group, including the Company itself, Airtime Ireland and Airtime U.S.A.
<b>Heritage Ventures</b>	Heritage Ventures Limited, an Irish private company limited by shares, having its registered office in 2 Dublin Landings, North Dock, North Wall Quay, Dublin 1, holding a stake equal to 77.66% of the share capital of the Issuer.
<b>Information Document</b>	This information document.
<b>International Accounting Standards or IFRS</b>	All the <i>International Accounting Standards</i> (IAS) and <i>International Financial Reporting Standards</i> (IFRS), as well as all the interpretations of the <i>International Financial Reporting Interpretations Committee</i> (IFRIC).
<b>Italian Civil Code</b>	Italian Royal Decree no. 262/1942, as subsequently amended and supplemented, which contains the main rules according to which an Italian joint stock company ( <i>Società per azioni</i> ) is incorporated and governed under Italian law.
<b>Listing Sponsor or Financial Services</b> <b>Aether</b>	Aether Financial Services S.A.S., a French simplified joint-stock company ( <i>Société par actions simplifiée</i> ) having its registered office in 36 rue de Monceau, 75008 Paris, France, registered with the Trade and Companies Register ( <i>Registre du Commerce et des Sociétés, R.C.S.</i> ) of Paris, France under no. 811 475 383.
<b>MAR</b>	Regulation (EU) 596/2014, as subsequently amended and supplemented, including delegated regulations concerning market abuse.
<b>Opt1mize</b>	Opt1mize Technologies Limited, an Irish private company limited by shares having its registered office at 2 Dublin Landings, North Dock, North Wall Quay, Dublin and registered in the Republic of Ireland under registration no. 604002, wholly owned subsidiary of Opt1mize Holdings. Opt1mize is the entity (i) providing the banking account facilities integrated in the Platform (see Part I, Section 6, Paragraph 1.4 of the Information Document) and (ii) in charge of the maintenance of both hardware and software of the Platform (See Part I, Section 8, Paragraph 2 of the Information Document).
<b>Opt1mize Holdings</b>	Opt1mize Technologies Holdings Limited, an Irish private company limited by shares having its registered office at 2 Dublin Landings, North Dock, North Wall Quay, Dublin and registered in the Republic of Ireland under registration no. 602480, parent company of Opt1mize. Opt1mize Holdings has become a Company's shareholder by virtue of the signing of the software license agreement illustrated at Part I, Section 21, Paragraph 1.2, of the Information Document whereby the assignment of Shares in favour of Opt1mize Holdings was provided as consideration for the relevant software license. In addition, Heritage Ventures, the majority stakeholder in the Company, owns an equity stake of 32% in Opt1mize Holdings.

<b>Private Placement</b>	The private placement, pursuant to Section 3.2.1, number (ii) of Euronext Growth Rules, concerning a maximum no. 634,240 Shares.
<b>Reference Price</b>	The price per share set as reference for the trading of the Shares on Euronext Growth Paris is € 4.82, in accordance with Euronext Growth Rules, on the basis of the valuation of the Company as at date of the Private Placement (June 30, 2020).
<b>Related Parties</b>	“ <i>Related parties</i> ” as defined by International Accounting Standard IAS 24 “ <i>Related Party Disclosures</i> ”.
<b>Shares or Ordinary Shares</b>	The ordinary shares of the Company equal to no. 5,700,000 Shares.
<b>Shareholders</b>	The shareholders of the Company.
<b>Subsidiaries</b>	The subsidiaries of the Company which, as at the Date of the Information Document, are Airtime Ireland and Airtime U.S.A.
<b>Sworn Appraisal</b>	<p>The appraisal, drafted pursuant to Article 2343-ter of Italian Civil Code by Gianpiero Mucci, an independent expert enrolled in the registry of accounting auditors, sworn in front of the public notary, Gerardo Santomauro, on January 8, 2021, in which the value of the contribution in kind made by the shareholders of Airtime Ireland - consisting in the entire share capital of Airtime Ireland and its subsidiaries - as at the date of November 30, 2020 has been evaluated in € 64,000,000.00.</p> <p>Please note that the Sworn Appraisal represents a compulsory requirement when incorporating an Italian company by means of contribution in kind.</p>
<b>Telco</b>	A telephone service provider or telecommunication operator company, namely a kind of communications service provider, more precisely a telecommunications service provider that provides telecommunications services such as telephony and data communications access.

## SUMMARY OF APPLICATION TERMS TO EURONEXT GROWTH PARIS

<b>Registration procedure</b>	Admission to trading of the Shares on Euronext Growth by way of private placement.
<b>Trade and Companies Registration Number</b>	15997541006
<b>CFI Code</b>	ESVUFR
<b>ISIN Code</b>	IT0005450819
<b>LEI Number</b>	984500YC3LE06F73D175
<b>Euronext Ticker</b>	ALAIR
<b>Valuation retained at the listing</b>	€ 27,500,000.00 for a price per share of €4.82
<b>Share capital</b>	€ 57,000,000.00
<b>Nominal value of the share</b>	The Issuer has issued shares without indication of the nominal value (the implicit nominal value is € 10.00)
<b>Number of shares forming the share capital</b>	5,700,000
<b>Percentage of securities listed</b>	100%
<b>Listing price per share (Reference Price)</b>	€ 4.82



**AIRTIME**  
PARTECIPAZIONI SPA

# Part I: Description of the Company

## SECTION 1: PERSONS IN CHARGE

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### Responsible of the Information Document

The persons below assume responsibility, limited to the parts of their respective competence, for the completeness and consistency with the facts of the data and information contained in the Information Document:

Person in charge	Qualification	Relevant parts of the Information Document
Airtime Partecipazioni S.p.A. Via di Affogalasio, 105, Rome	Issuer	Information Document

### Statement of responsibility

*“We declare that, to the best of our knowledge, the information provided in the Information Document is fair and accurate and that, to the best of our knowledge, the Information Document is not subject to any material omissions, and that all relevant information is included in the Information Document.”*

**Mr. Orlando Taddeo**

**Chief Executive Officer of Airtime Partecipazioni S.p.A.**

Via di Affogalasio, 105, Rome

E-mail: [otaddeo@airtimexchange.com](mailto:otaddeo@airtimexchange.com)

### Responsible of the financial information

The person below assumes responsibility for the completeness and truthfulness of the financial information:

**Mr. Orlando Taddeo**

**Chief Executive Officer of Airtime Partecipazioni S.p.A.**

E-mail: [otaddeo@airtimexchange.com](mailto:otaddeo@airtimexchange.com)

## SECTION 2: AUDITORS

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### Auditors

RB Audit Italia S.r.l., with registered office in Via Nairobi, 40, Rome, Italy, registered with the register of auditors pursuant to Legislative Decree no. 39/2010 under the no. 135061, is the company appointed for the auditing of the Issuer's accounts.

On January 12, 2021, upon the incorporation of the Company, the founder shareholders appointed the Auditors for a term expired upon the completion of the audit for the years 2021-2029.

The Company's fiscal year shall end on December 31, 2021 (*date de clôture de l'exercice social*).

### Substitute Auditors

None.

### Auditors who have resigned, been dismissed or not renewed

None.

## SECTION 3: SELECTED FINANCIAL INFORMATION

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### Introduction

This chapter provides selected financial information consisting in the consolidated financial data of Airtime Ireland and its subsidiaries as at December 31, 2019 and December 31, 2020, therefore including its former subsidiaries Airtime PL, Airtime RO and Airtime Chile whose shareholdings were assigned by Airtime Ireland in March and May 2021.

As a matter of facts, the Company, having been incorporated only in January 2021, has not any prior operating history and therefore has no historical financial information. However, in this connection, the description of the abovementioned financial information relating to Airtime Ireland and its subsidiaries may be considered, in the opinion of the Company, as an adequately accurate and fair representation of the Company and Group financial situation since Airtime Ireland entire share capital is owned by the Company and represents its main asset at the Date of the Information Document, considering that the Issuer is a pure holding company.

Furthermore, such a statement remains true even though, as anticipated above, Airtime Ireland disposed of its shareholdings in Airtime PL, Airtime RO and Airtime Chile in March and May 2021 and therefore, at the Date of the Information Document, Airtime Ireland's consolidated financial information provided in this section contains historical financial information of three companies that are no more part of the Group.

In fact, despite the mentioned disposal, Airtime Ireland still entertains significant contractual relationships with Airtime PL, Airtime RO and Airtime Chile (see Standard loan and receivables purchase agreements at Part I, Section 21, Paragraph 1.3 below) whereby Airtime Ireland is capable of engendering a stream of revenues strictly linked to the turnover of the former subsidiaries. Consequently, as explained more in detail below, based on Company's estimates, such stream of revenues, by ensuring the same turnover and profits as prior the mentioned disposal, will allow Airtime Ireland, and ultimately the Company, to neutralise the financial and economic effects of the disposal of Airtime PL, Airtime RO and Airtime Chile.

In this connection, in order to facilitate the understanding of the following data, please consider that:

- since during the year 2019 Airtime Ireland did not own any shareholdings, but only in the second quarter of 2020 it purchased the relevant shareholdings in its former subsidiaries, it wouldn't have been mandatory for Airtime Ireland to consolidate the balance sheet in 2019 and up to the first quarter of 2020 as the mentioned companies were not legally part of a group;
- nevertheless, in order to correctly and transparently report the results of all the entities belonging to the Group, the management of the Company has consolidated the results of Airtime Ireland and all its former subsidiaries. In detail, a sum was made of the individual balance sheet items of such companies, net of any eventual intra-group flows. For transparency and fairness towards investors, transactions between companies have been listed in the dedicated section of the Information Document (Part I, Section 19, Paragraph 1.3 below);
- such a Pro-forma Consolidation was prepared in order to simulate, according to valuation criteria consistent with historical data and compliant with the relevant legislation, the main effects of intragroup transactions on the Company's consolidated economic and equity situation if they were virtually a Group, in accordance with current regulations (Article 27 of Italian Legislative Decree no. 127/91 pursuant to current Italian legislation), as at December 31, 2020.

Therefore, the data reported in the following sections of the Information Document will refer to a sum of the results of the individual companies of the Group. In addition to the main operative company, Airtime Ireland - fully operational, the companies included in the aggregation scope at 31 December 2020 are:

- Airtime PL - fully operational;
- Airtime RO - fully operational;
- Airtime Chile - partially operative;
- Airtime U.S.A. - still not operative.

The Issuer prepares its financial statements, consolidated and statutory, in accordance with the provisions of the Italian Civil Code, interpreted and supplemented by the accounting standards issued by the Italian Accounting Organisation (“OIC”).

The selected financial information set out below should be read in conjunction with the documents referred to the Information Document.

The following tables present the main information of the Group’s consolidated pro-forma financial statements.

## Consolidated Income Statement

Income statement (€)	2019	2020
Production Value	148,463,426 €	134,076,282 €
Production Costs (no depreciation)	145,330,235 €	128,843,607 €
<b>EBITDA</b>	<b>3,226,681 €</b>	<b>5,321,880 €</b>
Amortizations & depreciations	93,491 €	89,205 €
<b>EBIT</b>	<b>3,133,190 €</b>	<b>5,232,675 €</b>
Financial income and expenses	420,580 €	317,578 €
Financial depreciations	185,804 €	0.00 €
<b>Profit before Tax</b>	<b>2,526,806 €</b>	<b>4,915,098 €</b>
Tax	532,670 €	968,663.17 €
<b>Net Profit</b>	<b>1,994,136 €</b>	<b>3,946,434 €</b>

The summary P&L statement shows a significant improvement in 2020 overall corporate performance and more specifically:

- despite a consolidated turnover decrease, connected to the consolidation of intra-group turnover, thanks to a process of cost efficiency there was a significant increase in margins, which recorded a + 65% compared to the 2019 figure;
- a slight decrease in depreciation of approximately - € 4,286;
- an EBIT growth of + 67%, equal to + € 2,099,485;
- a decrease in financial charges, mainly related to short term debt;
- a pre-tax profit that grew by about 95% which translates into a net profit that is € 2,388,291 higher than the 2019 figure.

As regards 2019 figures, it should be noted that such information reflects a situation where just two out of three companies of the Group were operative since Airtime RO started trading on June 2020.

As for the 2020 results, despite the global health emergency, it is shown that the business has gone through a process of expansion, although during the first six months of the year Airtime Ireland made greater efforts in the development and improvements of technologies to achieve massive growth in the 2<sup>nd</sup> half of the year.

## Consolidated Balance Sheet

Balance sheet (€)	2019	2020
Intangible assets	412,993 €	296,748 €
Tangible assets	0.00 €	0 €
Financial assets	2,115,000 €	2,119,396 €
Stocks	0.00 €	0.00 €
Accounts receivables	16,497,814 €	19,038,363 €
Cash & equivalents	59,223 €	4,458,454 €
Others	290,558 €	1,266,758 €
<b>Total Assets</b>	<b>19,375,588 €</b>	<b>27,179,727 €</b>
Total Equity	4,705,101 €	7,524,119 €
Provisions	0.00 €	0.00 €
Financial debt	0.00 €	8,200,442 €
Accounts payables	13,761,177 €	8,907,554 €
Others	909,309 €	2,547,608 €
<b>Total Liabilities &amp; Equity</b>	<b>19,375,588 €</b>	<b>27,179,727 €</b>

The summary balance sheet shows:

- a significant growth in managed volumes, as evidenced by receivables growth, mainly connected to a client base expansion;
- an increase in liquidity of more than € 4.39 million;
- total equity grown by about € 2.82 million;
- a financial debt increase, totally connected to factoring activities due to a significant business expansion during the year;
- a decrease of accounts payables of more than € 4.8 million.

All the specific items are better detailed in Part I, Section 9 of the Information Document.

## SECTION 4: RISK FACTORS

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*The investment in the Shares involves a high degree of risk and is intended for investors who are capable of assessing the specific characteristics of the business of the Company and the riskiness of the proposed investment. Consequently, before deciding to make an investment, potential investors are invited to carefully evaluate the risks described below, together with all the information set forth in the Information Document in order to make an accurate assessment of the investment. The materialisation of the circumstances described in any of the following risk factors may have an adverse effect on the business and the economic, asset and financial situation of the Company, its prospects and the price of the Shares, and the Shareholders could lose all or part of their investment. These adverse effects may also materialise if events occur of which the Company is not currently aware, of such a nature as to expose it to further risks or uncertainties, or if risk factors that are currently not considered material were to become material as a result of unforeseen supervening circumstances. In the Company's opinion, the risks set forth below are material for potential investors.*

*The investment in the Shares involves the elements of risk that are typically associated with an investment in financial instruments traded on a non-regulated market.*

*In order to make an accurate assessment of the investment and the financial instruments which the Information Document relates to, the investors are therefore invited to consider the specific risk factors related to the Company, the industry in which it operates, the financial instruments of the Company and the market. The risk factors described in this Section must be read in conjunction with the other information set forth in the Information Document. References to parts, sections, chapters and paragraphs refer to the parts, sections, chapters and paragraphs of the Information Document.*

*As at the Date of the Information Document, the Company is not aware of any material risks other than those presented in the Information Document. However, investors' attention is drawn to the fact that the list of risks and uncertainties described below is not exhaustive. In each subsection below, the risk factors are presented in descending order of importance according to the Company's assessment as at the Date of the Information Document in terms of financial implications. Each subsection does not necessarily follow the same order of decreasing importance. The occurrence of new facts, either internal to the Company or external, is therefore likely to change this order of importance in the future.*

*For ease of reference, the risk factors have been classified into 4 categories, with within each category, specific risks are themselves classified in order of their probability of occurrence:*

- *Risks factors related to the Issuer and its Group;*
- *Risk factors related to the activity of the Issuer and its Group;*
- *Risk factors related to the financial situation of the Issuer and its Group; and*
- *Risk factors related to the securities of the Issuer and to the market.*

*A summary table of the main risk factors is presented below in order to provide an overview of these risks and classifies them in a limited number of categories, according to their nature, with no hierarchy between them. However, within each category, the risk factors most likely to occur according to the Company's assessment are presented first according their level of probability of occurrence and, in case of equal level of probability of occurrence, the most significant ones are presented first. The level of significance is assessed by the Company based on its analysis of risk mapping, which, according to its judgment at the Date of the Information Document, implicitly*

takes into account the estimated impact of each risk should it occur, and the measures implemented to reduce the risk, if any. The level of probability of occurrence and significance of each risk factor is set out below, according to the following scale:

- low;
- medium;
- high.

Risks	Level of probability of occurrence	Level of significance
<b>Risk factors related to the Issuer and its Group</b>		
- Risks related to the implementation of the Group's business plan	High	High
- Risks related to the ability of its management in leading the Group's growth strategy	High	High
- Risks related to the tax proceeding involving the former Polish subsidiary Airtime PL	High	High
- Risks related to the attractiveness of the Group and its capacity to retain key personnel	Medium	High
- Risks related to the launch and run of the Platform	Medium	High
- Risks related to the functioning of the Platform engendered by contractual dependence on Optimize	Medium	Medium
- Risks related to the operation of IT systems	Medium	Medium
- Risks related to the Group's relationships with related Parties	Medium	Medium
- Risks related to the collection, storage and processing of personal data by the Group	Low	Medium
- Risks connected with inadequate implementation of the organization, management and control model pursuant to Decree 231	Low	Medium
- Risks related to the infringement of intellectual property rights	Low	Low
- Risks related to the defense and violation of the Group's intellectual property rights	Low	Low
<b>Risk factors related to the activity of the Issuer and its Group</b>		
- Risks related to market dynamics	High	High
- Risks related to the uncertainty of revenues and costs arising from commercial agreements entered into in the VoIP market	High	High
- Risks related to the regulation of the business sector in which the Group operates	Medium	High

- Risks related to market competition	Medium	Medium
- Risks related to technological development	Medium	Medium
- Risks related to negative developments in general economic environment	Low	Low
- Risks related to the Covid-19 pandemic	Low	Low

**Risk factors related to the financial situation of the Issuer and its group**

- Risks related to credit	Medium	Low
- Risks related to foreign exchange	Medium	Low
- Risks related to liquidity	Low	Low
- Risks related to the need of additional financing	Low	Low

**Risk factors related to the securities of the Issuer and to the market**

- Risks related to Buying Orders and effects on market price	High	High
- Risks related to trading on a multilateral trading facility, liquidity of the markets and the potential volatility of the price of the Issuer’s financial instruments	High	High
- Risks related to the non-contendibility of the Issuer	High	High
- Risks related to the lock-up commitments	Medium	Medium

## Risk factors related to the Issuer and its Group

### 1.1 Risks related to the implementation of the Group’s business plan

The Group ability to expand and improve its business depends, among others, upon the successful implementation of its business strategy.

The business plan of the Group, drawn up with the contribution of the Company’s management, is based on certain provisions, such as, among others, the expansion of the business, the increase of the brand “Airtime Exchange” awareness, broadening the client base, entering into new markets, increasing the Group’s profitability through, among others, the improvement of operating efficiency and pursuing further initiatives aimed at an overall improvement of the business performance in the medium and long-term.

Accordingly, the strategic objectives laid down in the business plan, though considered reasonable by the Company’s management, entail elements of uncertainty, with respect to both the occurrence of the events set forth in the business plan and/or the timing of their occurrence.

Considering the subjectivity of the general assumptions made in the business plan, if one or more of the underlying assumptions does not occur, occurs only in part or occurs under conditions that are different from those assumed, also due to events related to the market scenario or the business of the Company which cannot be predicted or quantified as at the Date of the Information Document, the provisions laid down and the trends forecasted in the plan could materially differ from those that will actually happen.

The actual and complete implementation of the business plan and the achievement of the results and targets planned therein may depend upon, among others, economic circumstances or events that are unpredictable and/or fall outside the Company's control. This could lead the Group to afford considerable and unexpected costs.

Therefore, failure to accomplish the targets set forth in the business plan, or their achievement by incurring unexpected costs, could have material adverse effect on the Group's business and on its financial, economic and asset situation.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a high probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of high significance.

For further information on the business plan see Part I, Section 6 of the Information Document.

## **1.2 Risks related to the ability of its management in leading the Group's growth strategy**

The Group intends to follow a growth strategy based on, among others, the international expansion of its business through the entrance into new markets, while strengthening its position in the markets where the Company already operates and which considers strategic as well as broadening its client base.

According to the Company's management, the Group's predicted growth strategy, together with the investments planned by the Group, could lead to an expansion of the current organizational structure. In this context, the Group will have to strengthen its organizational model and internal procedures, to lay down new working capital management policies more suitable to its new condition and to obtain adequate financial resources to cover the financial needs related to the growth and expansion strategy of the Group. If the Group proves to be unable to efficiently and appropriately manage the growth process, adapt its organizational model to the enlarged management complexity, also by hiring new senior figures where needed, and cover its financial needs, this could negatively impact the Group's business and its financial, economic and asset situation.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a high probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of high significance.

For further information on the Issuer's growth strategy see Part I, Section 6 of the Information Document.

## **1.3 Risks related to the tax proceeding involving the former Polish subsidiary Airtime PL**

Airtime PL, former subsidiary of Airtime Ireland and therefore indirectly controlled by the Company, is currently subject to an administrative tax proceeding under Polish law based on an alleged tax misconduct linked to suppliers' conducts. According to the reconstruction of the Polish National Revenue Administration, such a misconduct engendered, for the period from June 2019 to August 2020, an alleged fictitious tax liability of an estimated amount of over Polish złoty (PLN) 27 million (about € 6 million). As part of the administrative procedure, all the company's bank accounts were blocked and, at the Date of the Information Document, still they are.

Because of liquidity needs arising from the said blockage and, ultimately, in order to allow Airtime PL to maintain its business continuity, Airtime Ireland granted, in 2020, an advance of about € 1.5 million in favour of Airtime PL under the loan and receivables purchase agreement entered into by

such companies (see Part I, Section 21, Paragraph 1.3). Consequently, Airtime PL decided to create a risk provision in the 2020 balance sheet of € 1,273,612.00, considering such a sum in line with the risk assessments related to this type of procedure (see Part I, Section 9, Paragraphs “Profit and loss”). As at the Date of the Information Document, the Company is not aware of other developments of such a proceeding and of any other measures adopted by the relevant authorities on the basis of the alleged tax misconduct in question.

Even if Airtime PL, at the Date of the Information Document, is not anymore a subsidiary of Airtime Ireland and part of the Group, considering the sum already advanced under the loan and receivables purchase agreement by Airtime Ireland and the relevant financial flows generated by such an agreement, where the said bank accounts blockage continued in the following months and/or the relevant tax proceeding had a negative outcome for Airtime PL, this would negatively impact the Group’s business and its financial, economic and asset situation.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a high probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of high significance.

For further information on the tax proceeding involving Airtime PL see Part I, Section 6, Paragraph 9.

#### **1.4 Risks related to the attractiveness of the Group and its capacity to retain key personnel**

The business success of the Group depends to a substantial extent on its ability to attract, hire and retain experienced management and key personnel. The Group’s management team, consisting of the Company’s board of managing directors as well as its consultants, has substantial expertise and industry experience so that the loss of any of its key members could adversely affect the Company’s ability to implement its strategic objectives in relation to the Group.

The Group’s success in attracting and retaining key personnel depends on a variety of factors, including compensation and benefit programs, work environment, career development opportunities and public image. Competition for key personnel is intense and this may impact on the quality of personnel that the Group is able to hire.

There can be no assurance that the Group will succeed in retaining key personnel in the long term or, in the event of any loss of one or several key personnel, in recruiting suitable successors on reasonable terms or at all.

Any failure to recruit or retain experienced management and key personnel could have a negative impact on the Group’s business, financial, economic and asset situation.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a medium probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of high significance.

#### **1.5 Risks related to the launch and run of the Platform**

The results and targets of the business plan are largely based on the successful launch and run by Airtime Ireland of the Platform, namely an online fintech software platform for the exchange of telecommunication traffic. The use of the Platform, which already has a well-developed client base consisting of 70 Telco operators is granted to Airtime Ireland under a software licence agreement (see Part I, Section 21, Paragraph 1.2 below) entered into with Opt1mize Holdings and Opt1mize.

Indeed, considering the impact of the ongoing digital transformation on the telecommunication sector as a major opportunity, the Group has decided to move its operation to the Platform with the aim to reshape and enhance its business thanks to the competitive advantage engendered by the technical features of system. More in detail, the Platform, which is endowed with integrated accounts in the customer's name and know-your-customer function, allows end-to-end real time trading and settlement of telecommunication traffic, so that operators may safely and effectively exchange telecommunication traffic with the elimination of the credit risk arising from each transaction.

In this connection, real time trading represents the strength of the Platform since it renders the latter particularly appealing for Telco operators without a well-established network of commercial partners. Actually, with real time trading, transactions occur on the Platform on the basis of a pure bid-ask mechanism, allowing operators to enter into a number of commercial transactions potentially far greater than the number of transactions they would be able to enter outside the Platform.

Nevertheless, from a commercial standpoint, the success of the Platform is directly linked to the ability of the Group to attract and retain large telecommunication operators into the Platform. In fact, considering that (i) the client base of the Platform is mostly composed by Telco operators and (ii) a significant part of revenues for Telco operators derives from transactions with large telecommunication operators, the Group will be able to increase the client base of the Platform only if large operators will join and steadily remain in the Platform.

If the Group fails to attract and retain large telecommunication operators in the Platform or, in any case fails to increase its client base, this could negatively impact the Group's business and its financial, economic and asset situation.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a medium probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of high significance

## **1.6 Risks related to the functioning of the Platform engendered by contractual dependence on Opt1mize Holdings and Opt1mize**

Even in case of successful launch and run of the Platform by Airtime Ireland, the latter is in any case dependent on the contractual relationship with Opt1mize Holdings and Opt1mize (see Part I, Section 21, Paragraphs 1.2), as regards (i) the possibility to use the software on which is based the functioning of the Platform; (ii) ongoing support and maintenance services as well as security and updates of such software and (iii) banking account facilities and payment services integrated in the Platform.

Such dependence is increased by the extent and duration of the non-competition clause contained in the shareholders' agreement entered into by Heritage Ventures, Opt1mize Holdings (parent company of Opt1mize) and the other shareholders of the latter (see Part I, Section 21, Paragraph 3.1 of the Information Document).

Actually, pursuant to such a clause, Heritage Ventures may not, even indirectly and therefore through the Company or any other company of the Group, in particular, carry on or be employed or engaged or interested in any business in Ireland, U.K, Italy and U.S. in competition in any part of the business of the Opt1mize Holdings. Such obligation shall last until twelve months Heritage Ventures has ceased to be a shareholder of Opt1mize Holdings. As a consequence, none of the companies of the Group may legitimately in the mentioned countries, among others, develop or engage others to develop software solutions for the trading of telecommunications interconnections

with the result of increasing the level of dependency of the Group on the software licence agreement between Airtime Ireland, Op1mize Holdings and Opt1mize.

Therefore, where Opt1mize Holdings and/or Opt1mize fail to perform timely and correctly their contractual obligations pursuant to the referred software license agreement or legitimately terminate the mentioned agreement as a remedy against an Airtime Ireland's contractual breach, this could impair the functioning of the Platform or the possibility of Airtime Ireland to use it and, in turn, negatively impact the Group's business and its financial, economic and asset situation.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a medium probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of medium significance.

### **1.7 Risks related to the operation of IT systems**

The activity carried out by the Group entails a large use of IT systems, which are exposed to multiple operational risks, such as equipment failures, work interruptions or connectivity, programming errors, illicit conduct by third parties and/or exceptional events that could force the Group to suspend or interrupt its activity, with significant negative effects on the financial, economic and asset conditions of the Group.

Even if, as at the Date of the Information Document, the Group has not suffered any cyber-attack that led to data losses, nevertheless the Group cannot provide any guarantee that these measures are able to efficiently protect data held by the Group from any type of cyber-attacks or other criminal activities in the future.

Data losses could discourage clients from entering in commercial relations with the Group and could result in a reduction of demand of the Group's services, leading to possible significant disputes and with possible negative effects on the Group's financial, economic and asset situation.

It should be noted that in the last three years there have not been any significant episodes of service interruption, piracy or infiltration on its network that could compromise the normal operations of the Group.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a medium probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of medium significance.

### **1.8 Risks related to the Group's relationships with Related Parties**

The Group has entered into, maintain, and could continue to enter into and maintain, commercial and financial relations with Related Parties.

In the opinion of the Company's management, these relations were established under market terms and conditions reflecting the fair value of the goods and/or services subject to the specific transactions in questions. Nevertheless, there is no guarantee that, where these transactions were concluded between or with non-Related Parties, the latter would have negotiated and agreed the same terms and conditions. Indeed, Related Party transactions are thoroughly regulated and if the Company is found violating or to have violated any provision governing such transactions, such an occurrence could negatively impact the Company's business and its financial, economic and asset situation.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a medium probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of medium significance.

For further information on Related Party transactions see Part I, Section 19 of the Information Document.

### **1.9 Risks related to the collection, storage and processing of personal data by the Group**

As part of its business, the Group in many cases processes and collects personal data of clients in compliance with the applicable regulatory provisions. The processing of personal data, namely the collection, storage and the use of the data, until their cancellation, are regulated activities and protected by the relevant national authorities. By carrying out its own activity, the Group collects, stores and manages confidential information, including personal data of clients. As a result, Group operations are subject to data protection laws and privacy laws and industry standards. The data collected by the Group shall be collected, used, processed and stored in accordance with these laws and regulations.

If any company of the Group is held responsible for any cases of personal data breach, this could give rise to claims for damages as well as the administrative sanctions by the national authorities for the protection of personal data, with possible negative effects on the Issuer's image and on its financial, economic and asset situation.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a low probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of medium significance.

### **1.10 Risks connected with the inadequate implementation of the organisation, management and control model pursuant to Decree 231**

The Company is exposed to the risk of incurring sanctions resulting from an assessment of inadequacy of its organisation, management and control model provided for by Decree 231 or from the commission of an offence which provides for the administrative liability of the Issuer and the Group under Decree 231.

The occurrence of such risks, although considered by the Company to be of low probability, could have serious negative effects on the economic, financial and equity situation of the Company and the Group. The Company has approved and adopted the organisation, management and control model provided for by the provisions of Decree 231, appointing the supervisory body, which operates without interruption in its supervisory activities on the operation of and compliance with its organisation, management and control model, and which monitors and evaluates the status of implementation of the prevention measures, reporting periodically to the board of directors and the board of statutory auditors.

The adoption of organisation and management models does not in itself exclude the applicability of the sanctions provided for in Decree 231. The measures which the Company has adopted or may adopt in the future may in certain cases not be adequate, may not be followed, or may fail to identify or prevent violations of such regulations. It should also be noted that the Group's international business exposes it to the risk of non-compliance with the provisions applicable in the various jurisdictions in which it operates, with possible commercial and economic sanctions, bans and other restrictive measures imposed by the competent authorities and governments, and with

possible negative consequences on the Company's and the Group's business and prospects as well as on the Company's and the Group's economic and financial situation.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a low probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of medium significance.

### **1.11 Risks related to the infringement of intellectual property rights**

The companies belonging to the Group may infringe or may be alleged to infringe intellectual property rights that have been already granted to the companies of the Group or that may be granted in the future, which may result in costly litigation and in the Group having to pay substantial damages or limits its ability to commercialise or license its products and/or services.

In this connection, the Group may not be able to obtain any required licence on commercially reasonable terms or at all, due to an infringement on a third party's intellectual property. Moreover, even in case the Group is able to obtain a license, it could be non-exclusive, so that even its competitors might avail themselves of the same products and services licensed and it could require the Group to make substantial royalty payments or other licensing fees. The companies of the Group could also be required, including by court order to cease using and/or commercialising the infringing product, service or technology.

Any claim that a company of the Group has infringed the third party intellectual property as well as misappropriated the confidential information or trade secrets of third parties may also adversely affect the business of the Group as well as its financial, economic and asset situation.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a low probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of low significance.

### **1.12 Risks related to the defense and violation of the Group's intellectual property rights**

At the date of the Information Document, the Group owns domain names, a registered trademark and software relating to its business activity.

The Group may be forced to significantly increase the resources necessary to protect its intellectual property rights and request Optimize Holdings to adopt actions and acts necessary to protect the Platform's intellectual property rights. In any case, registration does not preclude that the Group's intellectual property rights may be challenged and/or claimed by third parties.

Therefore, it is not possible to exclude any disputes that could lead to legal actions concerning these rights, with possible negative effects on the economic and financial situation of the Group.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a low probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of low significance.

## Risk factors related to the activity of the Issuer and its Group

### 2.1 Risks related to market dynamics

The market in which the Group operates and in particular the VoIP (Voice over Internet Protocol) is a particular sector.

More in detail, in the VoIP market, the telecommunication traffic is exchanged between intermediary operators without their own telecommunication infrastructure that buy and sell “segments” of telephone connections, and large telecommunication operators endowed with their own telecommunication infrastructure.

In order to perform its activities, Telco operators have to be able to:

- acquire “segments” of telephone connections and to sell them to telecommunication operators;
- provide sufficient funding facilities in order to acquire the “segments” of telephone connections;
- access to online platform or other means in order to perform the acquisitions and sales;
- adapt its means and structures to the technological evolution of the market.

If the Group results to be unable to adapt to the market dynamics’ evolution, this could have material adverse effects on the Group’s business and on its financial, economic and asset situation.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a high probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of high significance.

### 2.2 Risks related to the uncertainty of revenues and costs arising from commercial agreements entered into in the VoIP market

In the VoIP (Voice over Internet Protocol) market, telecommunication operators exchange telecommunication traffic by means of commercial agreements whose consideration is based on the traffic effectively exchanged by the parties and therefore cannot be quantified before the execution of such agreements.

As regards Telco operators, the volume of their revenues is closely linked to the number of interconnection agreements entered into with commercial partners, e.g. commercial contracts between telecommunication operators with the aim of interconnecting networks and exchanging traffic. In this regard, the consideration for the services provided or received under interconnection agreements is based on the traffic effectively exchanged, *i.e.* segments of telephone connections provided or used by the parties, and is fixed according to a single global tariff. As a consequence, upon the conclusion of an interconnection agreement, the companies of the Group are not able to accurately predict the consideration that shall pay or receive from the counterparty.

Therefore, the capacity of the Group to carefully plan the conclusion of these commercial agreements, foresee as precisely as possible the revenues and/or costs arising from each of such agreements as well as to monitor their execution is pivotal for a successful management of the Group’s business.

If the Company and the Group fail to effectively deal with interconnection agreements, it may negatively impact the Group’s business, financial condition and results of operations.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a high probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of high significance.

### **2.3 Risks related to the regulation of the business sector in which the Group operates**

The Group's activity is subject to several national and supranational laws and regulations and to the obtainment and retention of licenses and authorization.

More in detail, the Company has subsidiaries in Ireland and U.S.A. and, in addition, the Group operates in the telecommunication sector whose regulatory framework is constantly evolving.

In such a context, any amendment setting out stricter requirements, also merely from an interpretative standpoint adopted by any competent court or authority, to the current applicable tax regulation and to the legislative and regulatory framework, applicable in particular to the provision of telecommunication networks and services, could have material adverse effect on the Group's business and on its financial, economic and asset situation.

If any changes were to occur in the authorization and/or licenses national and European regime or in its interpretation or application by any competent court or authority, the Group could be subject to the impossibility to operate on the market or to any restriction and/or limitations in performing business activities, which could, in turn, have material adverse effects on the Group's business and on its financial, economic and asset situation.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a medium probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of high significance.

### **2.4 Risks related to market competition**

The constant technological development, the growing interest in the sector in which the Group operates, as well as the forecast of its strategic growth also on international markets, could raise the level of competitiveness, namely by determining an increase in the number of the Issuer's competitors with new entrants or even an intensification of the level of competition of the current operators.

Considering the market in which the Group operates, the main players of the market are represented by large companies which are owners of the infrastructure: for such a reason, they benefit of a competitive advantage.

Although the Group believes it has the skills, organisational and structural capabilities to operate in the current competitive scenario, it cannot be excluded that the presence of competitors with greater financial resources, industrial capabilities and infrastructure may make it more difficult for the Group to achieve its objectives and estimates, with negative effects on its financial, economic and asset situation.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a medium probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of medium significance.

## **2.5 Risks related to technological development**

The Group may have to modify or reduce its objectives, or bear higher costs, if it is unable to update, acquire and adequately develop the technologies and assets needed to improve its operating performance.

The reference market of Company and Group is characterised by a constant evolution of the technology used for the transmission and diffusion of mobile telephony signals: (i) a constant development of skills suitable to quickly and fully understand the needs of its customers, in order to promptly evolve its service offer, with a view to presenting itself on the market as a valid operator and (ii) continuous training of its personnel.

The Group continuously develops its range of services, monitoring the technical evolution of the same through its own operational areas that interact in depth on the basis of their respective skills. Moreover, the Group constantly invests in the updating and training of its operating personnel located in the territory, who have the appropriate skills to manage the entire range of services offered by the Group. Nevertheless, the Company's growth could be jeopardized if it is unable to promptly identify the technical solutions destined to establish itself and to develop its internal capabilities in order to be able to adequately dispose of them, with negative effects on the Group's development plans. Such circumstances could have negative effects on the Group's activities and financial, economic and asset and situation.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a medium probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of medium significance.

## **2.6 Risks related to negative developments in general economic environment**

The Group's business is naturally influenced by geopolitical and macroeconomic developments in the markets in which it operates. Changes in economic conditions can adversely affect the demand for services, which could have a negative impact on the Group's business, financial condition and results of operations.

Economic conditions could become detrimental in the future and a severe economic downturn in these areas could pose a significant challenge to the Group's revenues. The general economic drivers that could negatively affect the Group are mainly the policies for the taxation of telecommunication consumption and the limitation of public investments in technological infrastructures with reference to the markets in which the group operates.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a low probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of low significance.

## **2.7 Risks related to the Covid-19 pandemic**

The crisis resulting from the Covid-19 pandemic, which has gradually spread throughout the world, has and will have major consequences on the world economy and on the ability of many companies to operate in countries where containment has been imposed and could, even though only partially and not significantly, affect the turnover, projections and operating income of the Company's shareholdings. The rapid spread of this virus is causing and has caused a significant deterioration in the economic and financial situation of many business sectors (significant slowdown or even

temporary halt in some cases) and a major disruption in the financial markets, which have seen their level of volatility increase sharply due to the growing uncertainties surrounding the development of this pandemic.

As a result of the economic and financial crisis linked to this pandemic and the resulting containment measures, many companies have seen and could see their activities severely constrained, which has or could have a significant negative impact on their turnover, prospects, results and cash position.

The Covid-19 crisis has also caused and may continue to cause sharp movements in the valuation of listed assets and it is likely that these movements will be accompanied by a decline in the valuation levels of certain unlisted assets.

As of the date of the Information Document, the containment and social distancing measures imposed by all countries at the international level limit a major number of activities and generate a significant impact on consumption, production difficulties, disruptions in supply chains and a slowdown in investment.

Nevertheless, it is worth highlighting that the business sector of telecommunications, in which the Group operates, has also significantly benefited from the containment and social distancing measures established almost worldwide which have driven demand for networking infrastructure and connectivity. More in detail, the ongoing shift to remote working as well as of domestic and global business travel cancellations have resulted in a sharp increase in the usage of electronic and remote means of communication, especially mobile communications.

In the light of such circumstance, it should be noted that, during 2020, the Group's business has gone through a process of expansion and, although during the first six months of the year it made efforts in the development and improvements of technologies, it has achieved a massive growth in the second half of the year (see Part I, Section 9 of the Information Document). In this connection, the 2020 Net Profit of the Group marked a growth by about 98% with respect to the previous year (see Part I, Section 9, Paragraph 1 "Profit and loss" of the Information Document).

The occurrence of the events subject to this risk factor is considered by the Issuer to have a low probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of low significance.

## Risk factors related to the financial situation of the Issuer and its Group

### 3.1 Risks related to credit

Credit risk is the risk of loss arising from a failure of a counterparty to meet the terms of any contract with the Company or its subsidiaries, or otherwise to fail to perform as agreed. In particular, as regards the Telco trading business, credit risk represents the main financial risk to which operators in this sector are subject and largely depends on the total number of interconnection agreements that might default and the amount of loss per occurrence.

Actually, credit risk in the Telco trading sector is typically hedged by entering into receivables purchase agreements ensuring the assignment without recourse to a third party of a great portion of the commercial credit boasted by a Telco operator.

With reference to the Group, interconnection agreements entered into by Airtime Ireland represent the main sources of credit risk together with the loan and receivables purchase agreements entered into by Airtime Ireland with Airtime RO, Airtime CL and Airtime PL (see Part I, Section 21, Paragraph 1.3). The failure of the counterparties involved in the mentioned agreements to timely and properly

fulfil their contractual obligations could have potential negative effects on the Group's activities and financial, economic and asset situation.

Nevertheless, it should be noted that the Group, via Airtime Ireland, entered into standard receivables purchase agreements with Voip4EX Limited, SwissTelco S.à.r.l. and Lenderwize Ltd. (see Part I, Section 21, Paragraph 1.1), which allow the Group itself to assign without recourse most of its receivables and therefore to substantially mitigate its exposure to credit risk. In this connection, it should be also considered that the Group is moving all its business activities on Airtime Exchange, a fintech platform which is endowed with an integrated real time settlement function for the exchange of telecommunications traffic and trade receivables ensuring almost the complete elimination of the credit risk arising from the mentioned transactions (see Part I, Section 6, Paragraph 1.4 of the Information Document).

The occurrence of the events subject to this risk factor is considered by the Issuer to have a medium probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of low significance.

### **3.2 Risks related to foreign exchange**

The Group carries out business transactions in currencies other than Euros and may make investments in countries where currencies other than Euros are legal tender. In the event of unfavourable changes in exchange rates, the companies of the Group may resell telephone traffic or disinvest at a value lower than the one expected, entailing potential negative effects on the Group's financial, economic and asset situation. Nevertheless, the Group is capable of hedging the exposure of investments made in a currency other than Euros when appropriate and practicable. Thus, such circumstance limits significantly the impact of exchange rate fluctuations on the financial, economic and asset situation of the Group.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a medium probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of low significance.

### **3.3 Risks related to liquidity**

Liquidity risk consists in the eventuality that the Company and the Group will not be able to meet their monetary needs from their financial resources, when the former arise. In this connection, financial resources include resources generated by the business and those available from third parties.

Liquidity risk is characterised by the existence of assets with a longer term than liabilities, and results in the inability to repay short-term debts if the Group is unable to mobilise its assets or to resort to new bank lines. In this connection, the Company believes that the Group has a very limited exposure to liquidity risk, given its overall financing structure, the level and structure of the Group's current assets and its indebtedness at the Date of the Information Document (See Part I, Section 9 and 10 of the Information Document). In this connection, it should be noted that Group's liquidity grew significantly in 2020 because of the use of prepaid invoices and the increase of margin levels compared to 2019 (See Part I, Section 10 of the Information Document).

The occurrence of the events subject to this risk factor is considered by the Issuer to have a low probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of low significance.

### **3.4 Risks related to the need of additional financing**

The Group's ability to raise additional funds to finance the development of its business will depend on financial, economic and market conditions, as well as other factors over which it has no or limited control.

Moreover, the Group cannot guarantee that additional funds will be made available to it when needed and, if so, that such funds will be available on acceptable terms. In addition, to the extent that the Company may raise capital by issuing new shares other financial instruments that may eventually give access to the Company's capital, its shareholders could be diluted.

In addition, debt financing, to the extent that it is possible, could be costly and subject the Group to restrictive covenants that could affect its business and its ability to raise future financing or pay dividends to its shareholders. The occurrence of one or more of these risks could have a negative impact on the Group's business, financial condition and results of operations.

Nevertheless, in this connection, it should be considered the overall financing structure of the Group and its ability to generate significant cash resources from its ordinary business activity, having built a high-cash generation business model (see Part I, Section 10 of the Information Document). Confirming this, at the Date of the Information Document the Group has no outstanding bank debt (see Part I, Section 9, Paragraph "*Balance Sheet*" and Section 10 of the Information Document)

The occurrence of the events subject to this risk factor is considered by the Issuer to have a low probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of low significance.

## **Risk factors related to the securities of the Issuer and to the market**

### **4.1 Risks related to the Buying Orders and effects on market price**

As per previous contractual agreements, the shareholder Apitrage Ltd. has committed to purchase a number of Shares at a price per share of € 10.00 by virtue of the open market purchase transactions so that the trading price of the Shares shall already reflect, starting from the first trading day, the value of the Company consistently with the Sworn Appraisal, the Board of Directors' opinion pursuant to Article 2343-*quater* of Italian Civil Code and the purchase price applied in the most recent transactions concerning the Shares carried out by Performance S.r.l., Roberto Re and Apitrage Ltd..

The mentioned conducts intended to be performed by Apitrage Ltd. do not fall under the scope of MAR considering the characteristics, circumstances and the precautions adopted.

For further information on the Buying Orders and the lawfulness of the conducts, see Part I, Section 26 of the Information Document.

It should be note that, considering the potential volatility of the price of the Issuer's financial instruments, it could not be excluded that an active trading market for the Shares may never develop or be sustained following Apitrage Ltd.'s purchases. In absence of such a market, existing shareholders may not be willing to sell their Shares at a price below the value of the Buying Orders.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a high probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of high significance.

#### **4.2 Risks related to trading on a multilateral trading facility, liquidity of the markets and the potential volatility of the price of the Issuer's financial instruments**

The Issuer's Shares will not be listed on a regulated market and, although they will be traded on Euronext Growth, it is not possible to guarantee that a liquid market will be formed or maintained, which therefore could give rise to common and generalized liquidity problems, regardless of the performance of the Issuer and their amount, since sales requests may not find adequate and timely buy offers.

In addition, following admission to trading on Euronext Growth, the market price of the Shares could fluctuate significantly in relation to a number of factors and events, some of which are beyond the control of the Issuer, and could, therefore, not reflect the Issuer's operating results or be lower than the offering price at the time of the initial trading on Euronext Growth. These factors and events include, but are not limited to, market liquidity, differences in actual operating and financial results compared to those expected by investors and analysts, changes in analysts' forecasts and recommendations, changes in the general economic situation or market conditions and significant market fluctuations. An investment in financial instruments traded on Euronext Growth could therefore imply a higher risk than an investment in financial instruments listed on a regulated market.

As regards the specific characteristics of Euronext Growth market, it should be noted that, pursuant to Euronext Growth Rules, Euronext Paris S.A. may order the revocation of the Issuer's financial instruments from trading on the occurrence of certain events or the Issuer itself may resolve upon the delisting of the Shares, thereby making more difficult the divestment from the Issuer's financial instruments.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a high probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of high significance.

#### **4.3 Risks related to the non-contendibility of the Issuer**

As at the Date of the Information Document, the Company is controlled by Heritage Ventures, which holds 77.66% of the Issuer's share capital.

Therefore, considering that Heritage Ventures may exercise legal control over the Issuer, its will may be determinant in the adoption of resolutions at shareholders' meetings, such as, for example, the approval of the annual financial statements, the distribution of dividends, the appointment and removal of the members of the administrative body, changes to the share capital and amendments to the Company's Articles of Association.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a high probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of high significance.

For further information on the above see Part I, Section 18 of the Information Document.

#### **4.4 Risks related to the lock-up commitments**

As at the Date of the Information Document, some of the Shareholders of the Company are bound for a certain period of time to respect lock-up commitments after the start of the trading of the Shares.

In particular, Giancarlo Agresti, Saverio Caldani, Riccardo Gabrielli, Renzo Menarini, Bimatics EOOD Performance S.r.l., Opt1mize Holdings and Roberto Re are subject to a lock-up period of 6 months after the start of the trading of the Shares. On the other hand, Paolo Bona, David De Filippis, Orlando Taddeo and Federico Germondani are subject to a lock-up period of 24 months after the mentioned date with a monthly release from lock-up of a portion of its shareholding equal to 20% of the same.

Eventually, Heritage Ventures is subject to a lock-up commitment towards the Listing Sponsor for a period of 12 months after the start of the trading of the Shares, structured as follows: covering a percentage of its stake in the Company equal to 85% for the first 6 months and a percentage of 75% for the following 6 months.

Upon the expiry of such lock-up commitments, there is no guarantee that the Shareholders will not sell the Shares with the consequent potential adverse effect on the price trend and with consequent potential negative fluctuations in the securities whether in the same period a significant number of Shares will be placed on the market.

The occurrence of the events subject to this risk factor is considered by the Issuer to have a medium probability of occurrence, and, in view of the above, the Issuer estimates that this risk factor is of medium significance.

For further information on the above see Part II, Section 1 of the Information Document.

## SECTION 5: INFORMATION ABOUT THE COMPANY

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### General information

#### 1.1 Company's legal name

The Company's legal name is "Airtime Partecipazioni S.p.A."

#### 1.2 Place of registration and registration number

The Company is registered in Italy under number 15997541006 before the Companies' Register of Rome (*Registro delle Imprese di Roma*).

#### 1.3 Date of registration and term of the Company

The Company is a joint stock company (*Società per azioni*) incorporated in Italy on January 12, 2021.

Pursuant to Article 4 of the Articles of Association, the term of the Company is established until December 31, 2050.

#### 1.4 Domicile and legal form of the Company, law governing the Company's business, country of establishment, address and telephone number of the registered office and financial years

The Company is established in Italy under the form of a joint stock company (*Società per azioni*) and it operates on the basis of Italian law.

The Company has its registered office at Via di Affogalasio, 105, Rome, Italy. The telephone number is +39 06 40060613 and the Company's website is [www.airtimepartecipazioni.com](http://www.airtimepartecipazioni.com).

The fiscal year begins on January 1 and ends on December 31 of each year.

### History and evolution of the Company

The Group has been managed by its founder, CEO of the Board of Directors of the Company, Orlando Taddeo.

The following events represent the milestones of the successful growth of the Company and the Group:

- Airtime Ireland was incorporated in Ireland by Heritage Ventures, as sole shareholder, on April 4, 2017 as a private company limited by shares under the name of Rubelite Investments Limited under registration no. 601653;
- on April 26, 2018, Airtime Ireland was granted the authorisation of providing electronic communications services (telecommunication license) by the Irish Commission for Communications Regulation (Commreg);

- on June 5, 2018, Airtime Ireland changed its name from Rubelite Investments Limited to Rubelite Technologies Limited by a special resolution of the Shareholder's Meeting of the company and with the approval of the Irish Registrar of Companies;
- on January 6, 2020, following a share subscription agreement, Orlando Taddeo, Federico Germondani, David De Filippis and Paolo Bona became shareholders of Airtime Ireland;
- on April 27, 2020, Airtime Ireland, through a share sale-purchase agreement, acquired, from Heritage Ventures, 99% of the share capital of Prime Exchange S.r.l. (now Airtime Technologies S.r.l.), company incorporated in Romania;
- on May 5, 2020, Airtime Ireland changed its name from Rubelite Technologies Limited to Airtime Technologies Limited by a special resolution of the Shareholder's Meeting of the company and with the approval of the Irish Registrar of Companies. Such a change of legal name is due to a Group's rebranding strategy aimed at rendering the companies of the Group identifiable under "Airtime" brand;
- on May 11, 2020, Airtime Ireland, through a share sale and purchase agreement, acquired, from Heritage Ventures, 100% of the share capital of Airtime Sp. Zo.o., company incorporated in Poland;
- on July 7, 2020, Airtime Ireland, through a share sale-purchase agreement, acquired, from Mr. Wilber Javier Bucardo González, 51% of the share capital of E-Newcarrier.com Chile S.p.A. (now Airtime Technologies S.p.A.), company incorporated in Chile;
- on September 9, 2020, Airtime Ireland incorporated in the State of Florida, U.S.A. Airtime Technologies U.S.A. Inc.;
- on October 23, 2020, following the signature of the license agreement, Opt1mize Holdings became shareholders of Airtime Ireland;
- on January 12, 2021, Heritage Ventures, Federico Germondani, David De Filippis, Paolo Bona and Opt1mize Holdings incorporated in Italy Airtime Partecipazioni S.p.A., conferring, as a contribution in kind, their shareholdings in Airtime Ireland representing the entire share capital of the latter at the value resulting from the Sworn Appraisal, equal to € 64,000,000.00 and divided into no. 6,400,000 Shares;
- on February 10, 2021, according to Article 2343-*quater* of Italian Civil Code, the Board of Directors of the Company resolved to reduce the value of the mentioned contributions in kind constituting the share capital of the Company from € 64,000,000.00 to € 57,000,000.00 in order to adjust the value of such contributions, as required under Italian law, in the light of the following significant corporate events:
  - the envisaged assignment by Airtime Ireland of the shareholdings in Airtime PL, Airtime RO and Airtime Chile (accounted for € 2,115,000);
  - the distribution of dividends by Airtime Ireland to its shareholders for a global amount of € 3,362,000 occurred at the end of 2020;
  - the distribution of dividends by the other subsidiaries for a global amount of € 1,000,000;
  - while foreseeing the optimal maintenance of EBITDA, in an even more prudential perspective, the management decided to consider, in addition to the aforementioned points, a potential slight decrease in the turnover of Airtime Ireland connected to the start-up of the new business model focused on Irish and American business;

- on March 16, 2021, the Extraordinary Shareholders' Meeting of the Company, following the mentioned resolution of the Board of Directors, resolved to reduce its share capital from € 64,000,000.00 to € 57,000,000.00, consequently amending the Company's Articles of Association, by way of annulment of no. 700,000 uncovered shares and a corresponding proportional reduction in the shareholdings of the individual shareholders. Therefore, as at the Date of the Information Document, the share capital of the Company is equal to € 57,000,000.00 divided into no. 5,700,000 Shares: this implies an implicit nominal value per Share equal to € 10.00 (given by amount of the share capital divided by the number of Shares);
- in March 2021 Heritage Ventures entered into a consulting agreement with the Italian company Performance S.r.l., concerning the provision of a consulting service in in the context of the admission to trading of the Shares of the Company on Euronext Growth and also consisting in the research of potential investors. As consideration for the service provided by Performance S.r.l., Heritage Ventures assigned to the former an amount of Shares representing 0.53% of the corporate capital of the Company, for a value of € 300,000;
- between March and May 2021 Airtime Ireland sold his whole stakes in Airtime PL, Airtime RO and Airtime Chile, at a price equal to their nominal value, in the scope of a plan of reorganization of the Group's subsidiaries. The Group continues to maintain relevant business relationships with such former subsidiaries mainly by virtue of loan and factoring agreements between Airtime Ireland and such companies (see Part I, Section 21, Paragraph 1.3);
- on June 16, 2021, Heritage Ventures entered into a sale and purchase agreement with Apitrage Ltd. whereby the latter acquired from Heritage Ventures a shareholding equal to 0.87% of the corporate capital of the Company based on a valuation of the latter of € 57,000,000. Pursuant to the mentioned agreement Apitrage Ltd. has undertaken to acquire a further amount of at least € 100,000 Shares of the Company directly on Euronext Growth Paris (so-called open market transaction) starting from the first day of the negotiation of the Shares of the Company on the mentioned market (*i.e.* Buying Order).

## SECTION 6: BUSINESS OVERVIEW

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### Business overview and description of the underlying sector

#### 1.1 Group's business overview

Airtime is the holding company of a group active in the telecommunications sector. More in detail, such companies are intermediary operators that sell “segments” of telephone connections, taking place between a “calling” user and a “called” user, to other Telco operator or mobile operators. As Telco operators, the volume of their revenues is closely linked to the number of interconnection agreements entered into with commercial partners, e.g. commercial contracts between telecom operators with the aim of interconnecting networks and exchanging services.

In this connection, Airtime Ireland, first-tier subsidiary of the Company, is a Telco operator active in the Telecom market in Ireland, which acts as a market maker for telecom services between operators (B2B services).

In addition, Airtime Ireland delivers fixed and low cost real time instant liquidity for its partners to trade in voice and SMS services secured against the receivables of its partners insured debtors.

More in detail, Airtime Ireland auctions the insured receivables from its debtors to investors in asset backed securities and liquidity providers, for the lowest cost funding source through Airtime Exchange, namely a licensed proprietary financial technology (See Paragraph 1.4 of this Section below).

This activity:

- creates an arbitrage margin for Airtime Ireland by virtue of the spread gained from advancing money in real time against the auction of its receivables;
- by mean of cash resources advanced, provides its subsidiaries and other business partners with a buying power allowing their sales teams to negotiate lower rates for monies advanced in real time to its vendors.

In other words, Airtime Ireland benefits from the arbitrage on the funding of its partners whilst these partners trade telecoms arbitrage.

Moreover, this asset-backed liquidity solution is integrated into other technologies, which combined facilitate Airtime Ireland to trade in telecom services with the major companies of the sector such as T-Mobile, Telecom Italia and Orange, etc. In fact, such a combination of technologic solutions does not only ensure that the funds advanced from the trading activities of its partners are backed by an asset at all times, but also provides a real time view of the receivables generated by the Group's partners.

In brief, Airtime Ireland gives the stage for its sales teams across all divisions to use the power of its customer and revenue base to negotiate the best possible rates in high revenue and high volume industries such as the telecommunications one, but still enacting an over-riding governance to ensure that the activities of the companies partners are monitored, in real time.

The Group has created an eco-system for its human resources where they are able to dynamically trade with the customers of the Group and vendors through the Platform, endowed with a web-based user interface accessible by any internet connected device such as smart phones, tablets, laptops and home computers (See Paragraph 1.4 of this Section below).

By developing its own brand of automations and efficiencies, the Group has been able to carry on its business activity at a reduced cost compared to the significant cost traditionally engendered by the running of IT and networking infrastructure for such telecom activities. By delivering this service to their own profitable brands as well as acquisitions of strategic Telco operators, the Group is able to extract maximum margin from its telecommunications divisions by turning them into lean technical operations. The telecom operators partner of the Group have been successfully invited to trade within the Platform thanks to the appeal of the FinTech solution integrated in the Platform itself, which provides instant liquidity delivered to bank accounts in the name of each user/operator.

## **1.2 Description of the activities**

The telecom market works on the premise, as most industries, that players sell services at high prices and buy it at low ones. The Group's ability, through Airtime Ireland, to provide on-demand liquidity for its subsidiary gives it the ability to negotiate among the lowest rates in the telecom market.

Combined with the buying power of its customers, the Group has streamlined the telecom-service business for its partners so that they can focus on trading, even in a post Covid-19 era, as long as each individual has access to an internet-enabled device as well as internet access, whilst ensuring that customers pay and vendors are being paid.

Each Telco operator is required to implement a number of different solutions to manage, monitor and monetize trading activity in this market. Airtime Exchange has this functionality as well as additional settlement tools that allow the Group to trade on two markets, namely the telecom market and receivables one, ensuring that all profitability is kept within the companies belonging to it.

In connection with its telecom business, since July 2019 the Group has moved its operations on Airtime Exchange, which is currently the main venue for the exchange of voice and SMS traffic for this company (see Paragraph 1.4 of this Section below).

## **1.3 Interconnection Agreements**

The volume of Group's revenues is closely linked to the number of interconnection agreements entered into with commercial partners. More in detail, by means of interconnection agreements, each party may route calls and/or different communication services to the other party's telecommunication system using VoIP technology.

Indeed, in the world of telecommunications, when a consumer makes an international phone call or receives a SMS from an app, from banks or from other subjects, these calls and messages are traded, in first place, in the market between telecommunication operators just like it happens for commodities or securities. These international calls are often referred to as "Voice Traffic" whilst such SMS is referred as "Application to Person (A2P) SMS Traffic".

Telecommunication operators aggregate Voice Traffic and A2P SMS using specialist switching and routing equipment known as Switches and Message Centers. Switches and Message Centers are used to interconnect telecommunication operators so that Voice Traffic and A2P SMS can be exchanged between one another.

These markets and their trading activities are driven by price and quality, which are managed by the specialist software the telecommunication operators have deployed in their networks. Thus

creating a dynamic trading environment, where a telecommunication operator can pay its supplier X and charge its customer Y for either Voice Traffic or A2P SMS.

The combined Voice and SMS markets represent USD 160 billion in global annual revenues for the telecommunications industry. Due to the technical nature and large revenues of the industry, telecommunication operators have often employed large teams of people to manage the technical, sales and finance departments of such trading activities.

In this regard, the companies of the Group use Airtime Exchange, namely a specialist software to manage the business and operation in order to provision, rate, route, bill and monitor the Voice Traffic and A2P SMS being traded with other telecommunication operators (see Paragraph 1.4 of this Section below).

Interconnections agreement entered into by the Group are market standard framework agreements without a fixed consideration, setting out technical standards, traffic balancing requirements and detailed regulation of the service provided, rates and payment terms.

The main feature of interconnection agreements is represented by the variable consideration for the services provided or received under such agreements, since it is based on the traffic effectively exchanged and on a global tariff. The cost of the purchased minutes is indicated in the costs of sales item which usually has an average purchase cost that generates a margin of 4%.

In the financial year 2019, Airtime Ireland generated a turnover of around € 49 million from interconnection agreements.

#### **1.4 Airtime Exchange**

On July 2019, the Group, through Airtime Ireland, launched Airtime Exchange having acquired a white label license of proprietary software used for the trading, operation, monitoring and settlement of telecommunications traffic.

Airtime Exchange is a revolutionary marketplace that enables Telco carriers to real time trade minutes and texts with no credit risk, thanks to a liquidity pool backed proprietary platform.

In other words, Airtime Exchange is a “all-in-one” software platform with managed switches and message centers, that simplify the user experience for telecommunication operators and industry professionals as regards provision, rates, routing, billing, monitoring and payment for their Voice Traffic and A2P SMS. With Airtime Exchange, a single person can trade Voice Traffic and A2P SMS with thousands of other telecommunication operators, seamlessly managing technical elements and financial processes, saving time to focus on sales and revenue generating activity. Actually, based on the current trends of the telecommunications sector the times characterized by the need of huge teams of people to manage Voice or SMS business are passed.

Airtime Exchange delivers many automations, making the ability to trade Voice Traffic and A2P SMS simple and accessible to any stakeholder in the telecommunications industry, regardless of discipline, profession or experience. Moreover, Airtime Platform removes the barriers of entry into this marketplace for any entrepreneur ready to monetize their relationships in this industry.

Airtime Exchange gives the Group a distinct competitive advantage of scaling the ongoing operation and management of the activities of their subsidiaries. Airtime Ireland invites all its suppliers to join the Platform so that those vendors can receive instant settlement on the supply they provide to the companies of the Group. Always ensuring the best possible quality product at the lowest price.

From a complex list of challenges...

			
<b>Hindering Competitive ADGE</b>	<b>Delays, Risk &amp; Lack of Innovation</b>	<b>Core Processes Not Automated</b>	<b>Lack of Synergy</b>
Old, complex and inefficient legacy IT systems hinder CSPs to compete against nimble digital rivals.	Legacy Finance and Treasury functions: <ul style="list-style-type: none"><li>• Increased delays on payment flow;</li><li>• Increased financial risk;</li><li>• Reduced ability to seize profitable opportunities.</li></ul>	Core routing processes yet to be fully automated.	Core network functions are still not in sync with IT and Finance.

...Airtime is able create to a smart set of solutions.

		
<b>Real Time Settlement</b>	<b>Revenue Assurance</b>	<b>Expand more Quickly</b>
Real Time settlement of routed network traffic i.e. Voice / SMS / Data / Roaming / Mobile money.	Automation & Reconciliation of finance and/or treasury system.	Implementation and quick deployment of trading innovations within constraints set by management, IT and finance.

Some of the main features of the Platform are:

- **Integrated accounts** in the customer’s name. The Platform allows creating integrated accounts in the customer’s name. Furthermore, the Platform provides an integrated online interface to manage funds, access bank statements. Such banking account facilities are made available on the Platform thanks to the services provided by Opt1mize by virtue of the software license agreement with Airtime Ireland (see Part I, Section 21, Paragraph 1.2 of the Information Document);

- **Know Your Customer (KYC)** function for the opening of integrated bank accounts in the customer's name. The Know Your Customer function allows to maximize security and compliance within the Platform;
- **End-to-end real time Trading.** The Platform allows the real time trading for the Telco operators through this simple interface and in a safe environment, providing an exchange function for both inbound and outbound traffic of Voice and SMS. Real time trading is available on the Platform for both existing relationships, entered into outside the Platform, on already agreed terms and for relationships between new customers and new suppliers entered into within the Platform. Real time trading may help curb uneven demand and in some situations might even drive up prices;
- **Peer-to-peer real time settlements.** The Platform has an integrated function of real time peer-to-peer settlement, which allows the elimination of the credit risk arising from each transaction. Actually, once a trade is agreed between two Telco operators, money flows from the buyer's bank account to seller's bank account as soon as traffic flows from the buyer to the seller. If a buying operator has no more funds in its account, the traffic is immediately blocked, and the selling operator has no exposure.

#### *Enhanced Features of the Platform*

Thanks to its unprecedented, liquidity pool backed, proprietary platform, Airtime Exchange allows for maximum financial safety and ultimate reliability through:

- certified carriers;
- peer-to-peer settlement & revenue assurance;
- smart contracts;
- liquidity pool.

In few words:

- one platform, complete control;
- accessing the whole minutes market only takes you a few minutes;
- the whole airtime market fitted on your screen;
- special routes require special rates;
- real time settlement, full-time peace of mind.

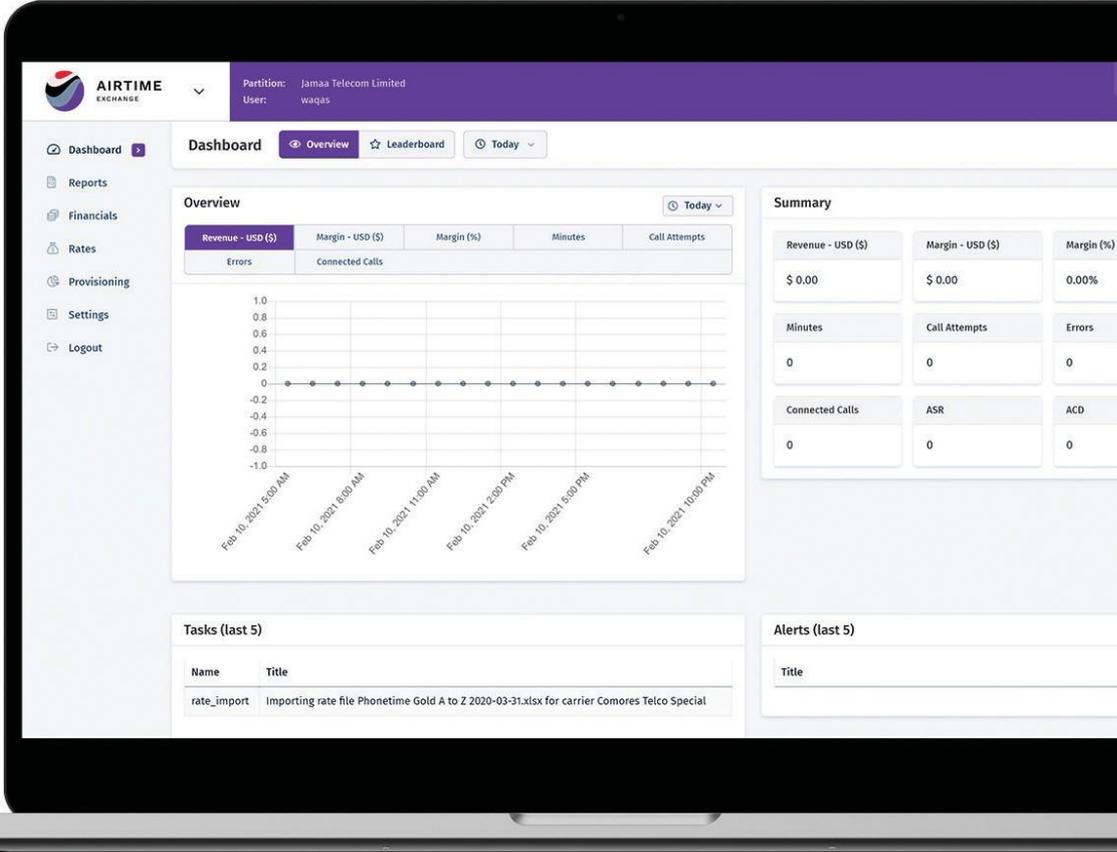
As anticipated, the Platform is an "all in one" trading platform endowed with:

- a Session Border Controller (SBC), that is a device regularly deployed in VoIP networks to exert control over the signalling and usually also the media streams involved in setting up, conducting, and tearing down telephone calls or other interactive media communications;
- Business Support System (BSS), namely an IT system that Telco operators use to run its business operations towards customers;
- Operational Support System (OSS), namely a system used by Telco operators for monitoring, controlling, analysing and managing a computer or telephone network system.

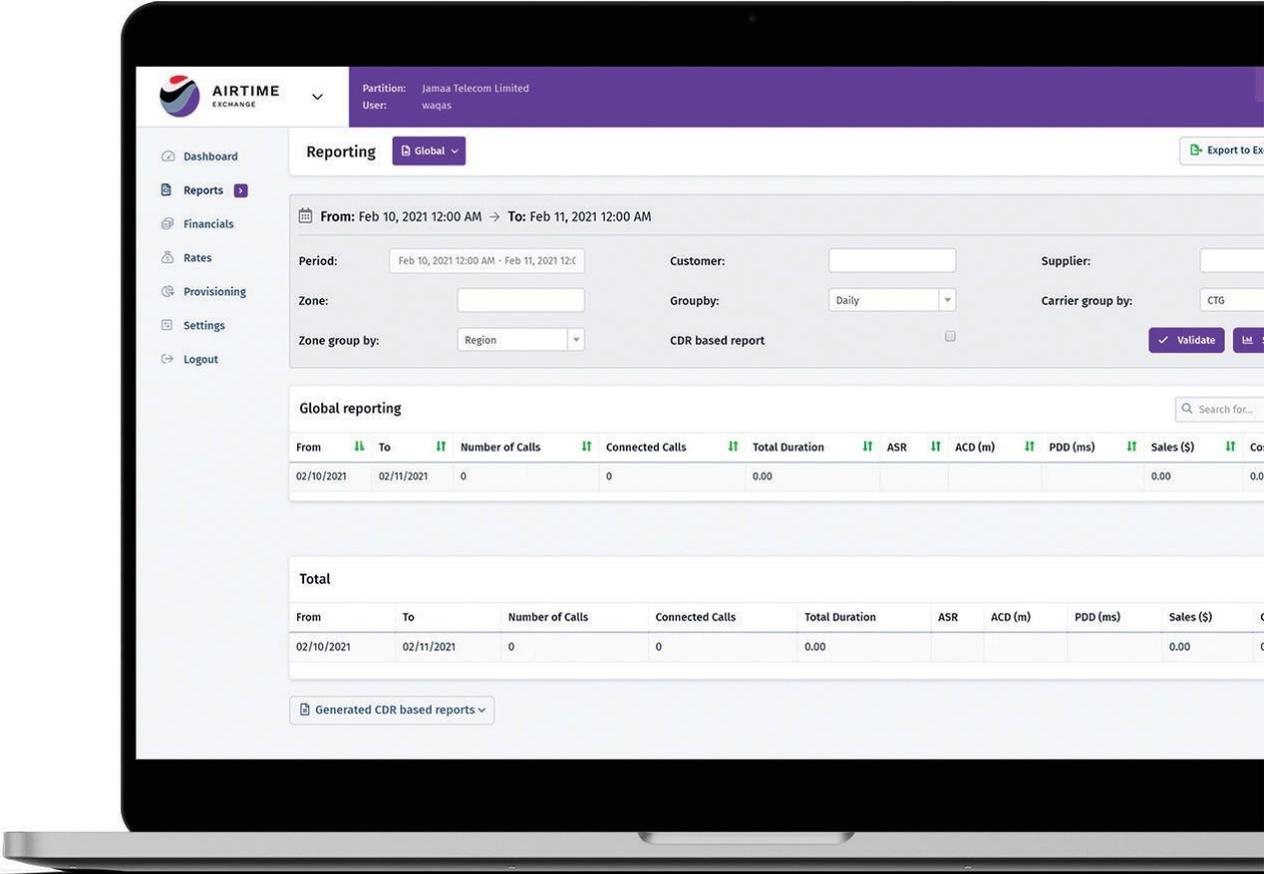
In addition, Airtime Exchange has integrated bank accounts denominated in Euros and US Dollars, in the name of each Telco operator. Furthermore, the Platform is characterised by the following enhanced features:

- **Online banking interface** to manage funds and access bank statements;
- **Provisioning.** Users of the Platform can manage their relationships with other Telco operators they are already interconnected with, via the Platform itself;
- **Indication of rates.** Users, for every Telco operator interconnected, can manage rates (destination price) to different destinations both on customer side and supplier side;
- **Routing options.** The Platform provides a list of Telco operators associated with respective regions where a user has options to manage the routing of the traffic. The Platform shows the routing prices set for each Telco operator in Euros and US Dollars according to the used exchange rate. Routing prices are set and remain the same until a supplier sends a new offer;
- **Reporting.** Users can access or download all the reports related to their activities on the Platform, including call detail record (CDR) based reports. The Platform offers different options in this section to generate reports on the trading activities and can be selected from the drop down menu;
- **Prepaid/postpaid billing solutions.** The Platform allows either an upfront payment solution or payment of a bill issued at the end of the month based on the effective usage;
- **Automated traffic management** for lean Telco operators divisions;
- **Zero Capital Expenditure (ZERO CAPEX) and “pay as you use” solution.** Users of the Platform are not charged with setup or management fees;
- **Group’s partner operators paid in real time;**
- **Tier 1 operators pay based on interconnection agreement terms.**

The image below shows the information available in the “Overview” section of the “Dashboard” of each user of the Platform.



The image below shows the information available in the “Reports” of each user of the Platform. Each report can have numerous types of filters and analysis time lapses.



**KYC process**

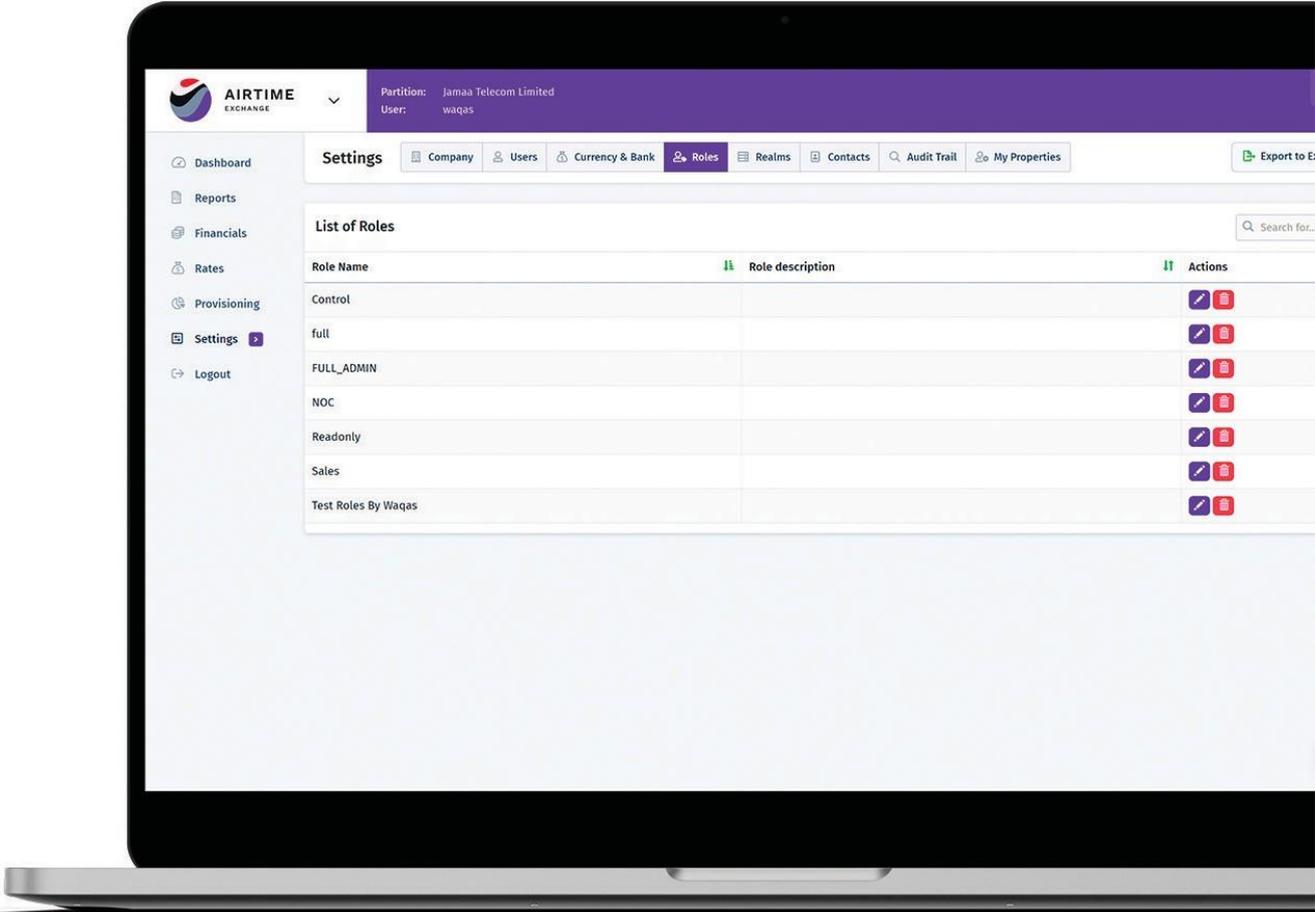
Once a telecommunication operator has been invited to Airtime Exchange, it will receive an email from admin@airtimexchange.com asking for confirmation of the user’s email. The operator will click the website link provided to confirm the email address.

Next step is to begin the “Know Your Customer (KYC)” process: user will navigate to Platform’s domain and will login using his confirmed email address and the password provided in the confirmation email.

In the “Settings” is it possible to find an area dedicated to the specific roles of the platform users. Once the operator has fully completed the KYC form, it will be presented with a “Request KYC” button.

This is the final action, but the operator has to ensure he has completed every section carefully and thoroughly. Once he hits “Request KYC” on his application, the technology will begin verifying the identities of individuals or corporations associated with his Telco. Once validated, the operator will receive an email from admin@airtimexchange.com welcoming him to Airtime Exchange and providing him with the access details of his Airtime Exchange partition.

The image below shows the information available in the “Settings” section of each user of the Platform.

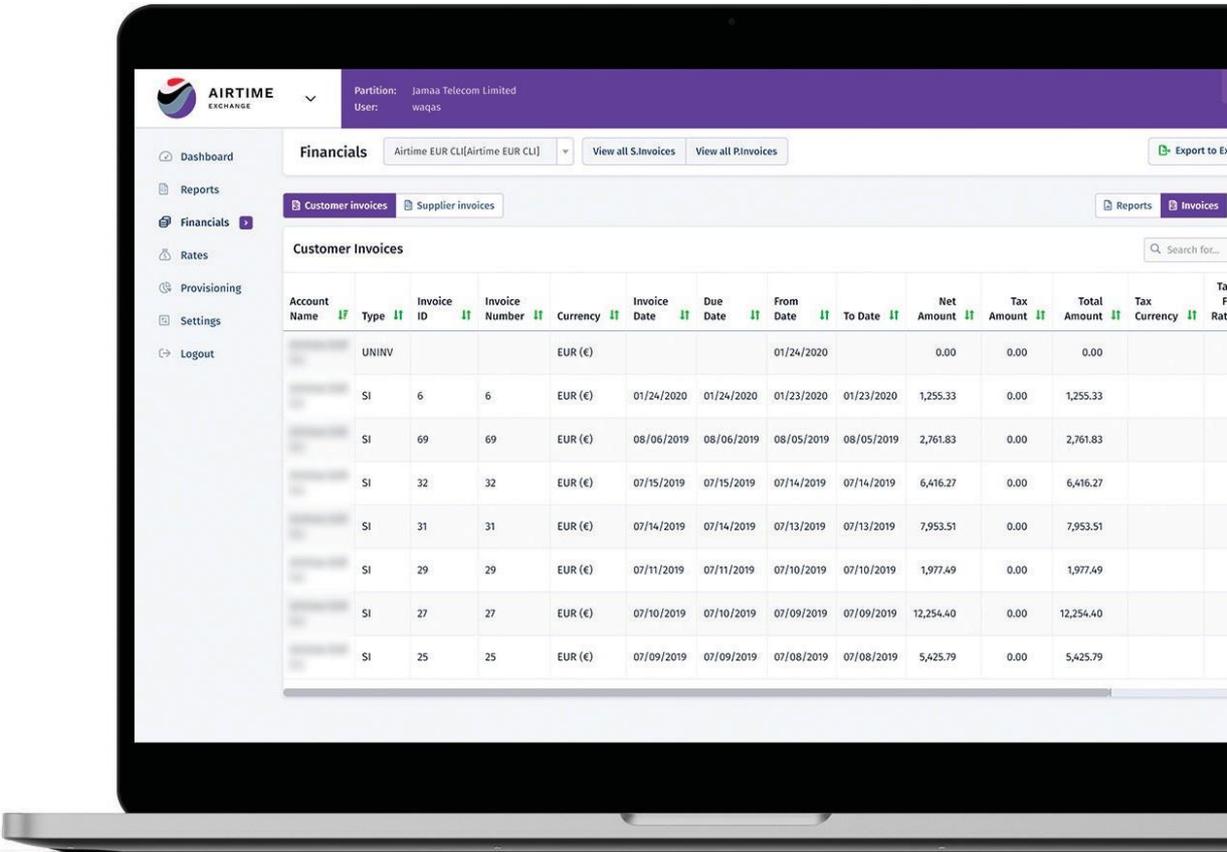


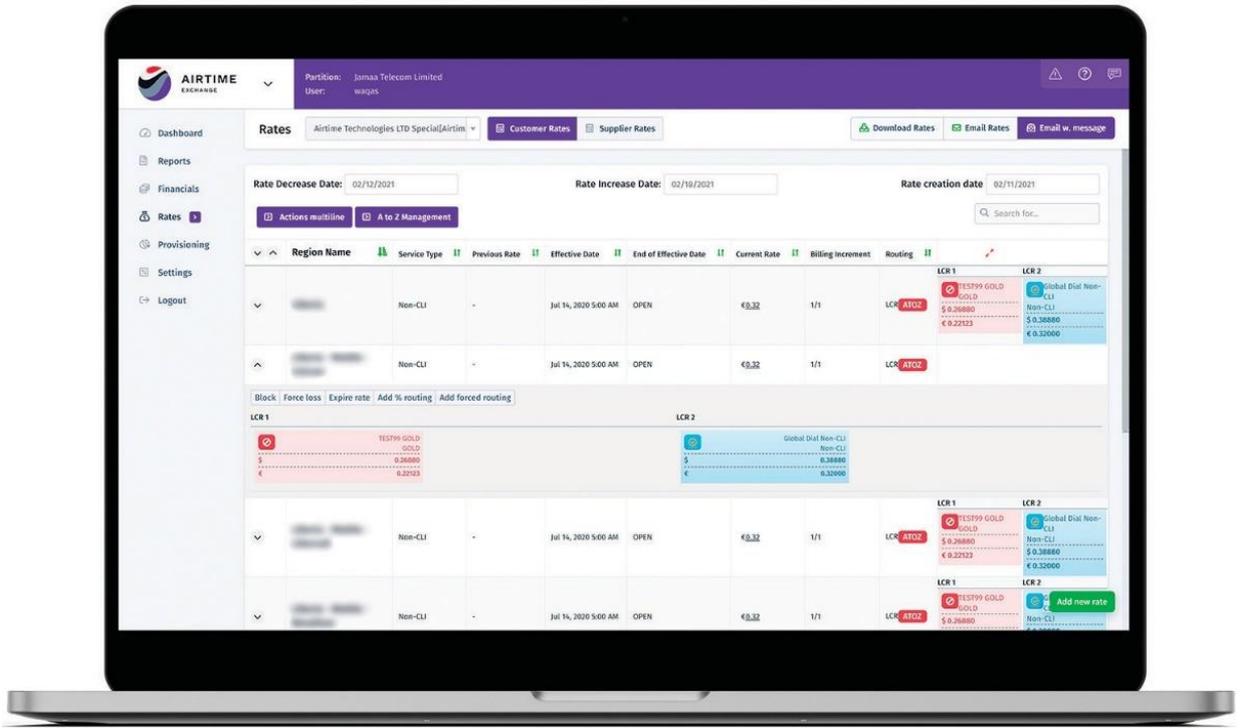
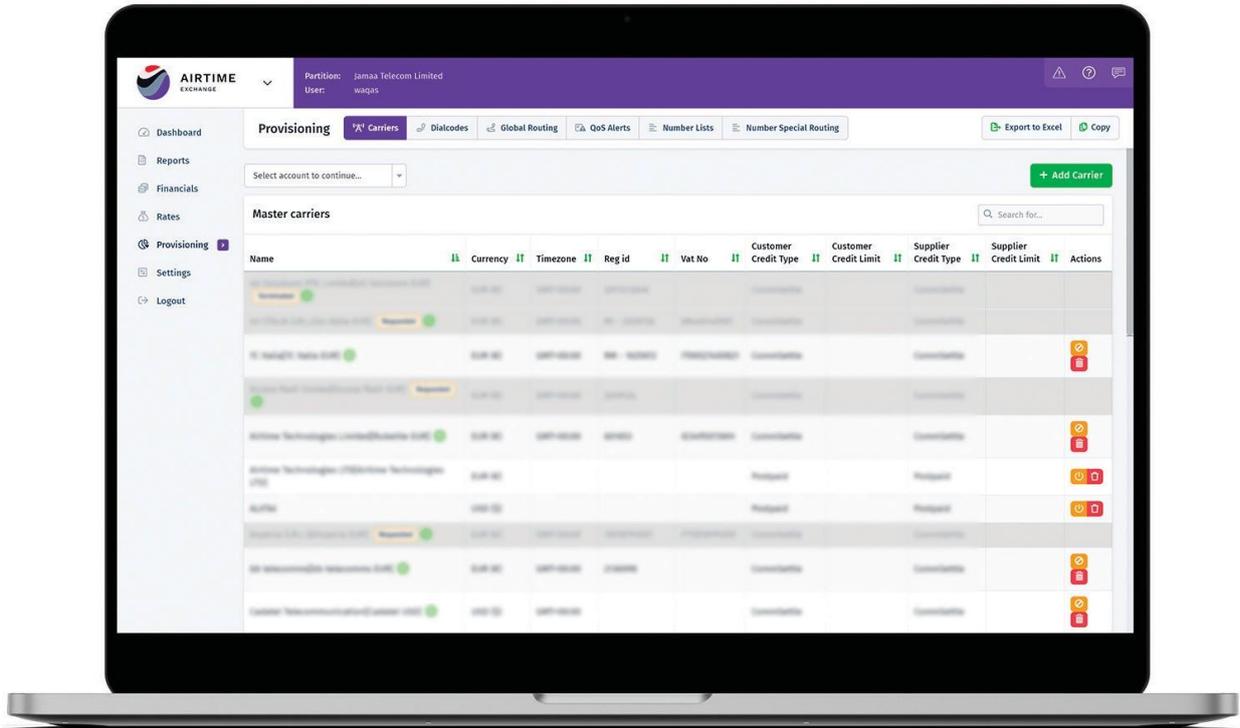
*Real time trading*

The Platform deploys an exchange function for both inbound and outbound traffic of voice and SMS allowing:

- the promotion of traffic and route opportunities to all Group’s partner operators;
- the automatic insertion of Tier1 A-Z rate decks across several tariffs into rate options to buy for all Group’s partner operators ;
- guaranteed payment on inbound traffic with the elimination of credit risk over every transaction;
- instant access to live market traffic of Group’s partner operators via single interconnection at Tier 1 level.

The images below show how it is structured the “Financials”, “Provisioning” and “Rates” sections of the Platform from which each user can analyse carriers, rates, make bids and start trading.





### *White Label Receivables Marketplace (FAST PAY)*

The Group, via Airtime Ireland, as part of the white label agreement (see Part I, Section 21, Paragraph 1.2 below), has the ability to auction the invoices belonging to the Group to investors willing to advance cash against the receivable of Group's customers (Debtors).

The FAST PAY solution will allow Airtime Ireland to act as a market maker, introducing liquidity to the voice and SMS trading being undertaken using "CommSettle" technology for its subsidiary, whereby Airtime Ireland is able to assign the receivable from its debtors dynamically using a smart contract technology integrated in the Platform, to any investor that wins the auction process.

As a technological market maker, Airtime Ireland can focus its attention on managing relationships with investors of receivables/liquidity providers, so that the investors are introduced to Airtime Exchange. Once the investors are approved for boarding compliance function, the investors will receive a "Welcome Email" with access details to their online banking account and user interface branded as "Airtime Exchange" integrated in the Platform where they can monitor their investment opportunities and bid on any upcoming receivables.

Receivables marketplace is an automated market making solution, whereby the Platform facilitates the interaction between the investor and the owner of receivables, such that the receivables are assigned from the owner to the investor, and the value of the transaction is exchanged between the online banking accounts integrated in the Platform, with Airtime Ireland acting as market maker.

## **1.5 Market features and trends**

With 5G on the horizon, with OTT (Over The Top) and the Internet of Things (IoT) a present and growing force, the telecommunications market is at a significant turning point. Digital transformation is impacting businesses and industries of all shapes and sizes, with faster connectivity and higher bandwidth services providing the crucial backbone.

The traditional business models are no longer working, and without adapting to change and adopting fresh approaches, telecommunications traditional operators will not succeed against new competition. These competitors have arrived in the form of digital service providers (DSPs), which are capitalising on consumers' appetite for data and the availability of cheap mobile data plans. The changing nature of the global workforce is adding to traditional deficiencies of the telecommunications sector; greater mobility and businesses' increasing reliance on OTT services are further reducing voice and SMS revenues.

However, the current telecommunications ecosystem also offers a great deal of opportunities. The growth of the IoT will see a huge amount of connected devices flooding the market, all requiring robust and reliable connectivity. In parallel to the decline in voice and SMS service use, in cloud communications are constantly growing, offering significant potential for Telco operators to tap into new markets and monetise new services.

Furthermore, Big Data accumulated over years represent a distinct advantage for traditional operators in the telecommunications market over emergent DSPs. New revenue streams can be generated through data analytics and business intelligence offerings, with operators able to provide more personalised services and tailored bundles.

In this connection, Telco operators have diversified their business to offer a range of managed data centre services, co-location space and global internet connections. These capabilities are being further enhanced with support for cloud, network function virtualisation and software defined networking. The type of services provided by Telco operators will continue to evolve from standard

IP transport towards new service enablement, including the concept of communications platform as a service (CPaaS).

Telco operators have been forced to evolve their business, in line with the growth in next generation network services and particularly the adoption of VoIP, which in the watershed year 2016 surpassed traditional traffic volumes for the first time. Telco operators have deployed global, end-to-end core IP networks, and are now using new platforms and technologies to develop and deliver services more efficiently and cost effectively. While much focus is on the delivery of enterprise communications services, there is also a renewed focus in support for retail telecoms, via a range of enabled capabilities.

A combination of network function virtualisation and cloud based applications has brought retail telecommunications service providers to have a reduced need for CAPEX investment and to the possibility to negotiate with Telco operators for a range of capabilities, including network access, data storage and server capacity, plus services and applications on demand using a CPaaS type service model. With an increasing process of automation in their activity, Telco operators are becoming more transparent and efficient in the way they can serve their retail or next generation communications customers.

In the light of the above, the telecommunications market is undoubtedly in a time of turmoil, but it is also at an important inflection point. Forward-looking players are exploring new avenues for revenue generation, and a business strategy based on collaboration is uniting the industry. Rather than battling it out with the competition, Telco operators and communications service providers (CSPs) are forced to look to collaborate with Digital Signal Processor (DSPs) if they want to maintain a relevant position in this industry. This will allow the industry to face forward together and ensure the success of the Company's vision for a connected world.

The next three years will represent a challenge for Telco operators, as revenues from voice services are predicted to continue to decline. Indeed, Telco operators have two options: either decide to exit the market altogether or transform their approach to embrace innovation and drive those additional revenue streams.

Below three key trends that could help Telco operators that choose the latter are examined: (i) use of online software platforms; (ii) online trading and (iii) use of blockchain.

#### *Telco means opportunities*

Telecommunication services technology has revolutionised telecommunications over the last 20 years, greatly reducing the cost of long distance communications for organisations and individuals alike.

Worth USD 20 billion in 2018, the telecommunication VoIP market is expected to reach USD 55 billion by 2025, hence a 12% CAGR (*source: Global Market Insights*).

Strong market growth is driven by ever faster broadband and mobile internet speeds as well as ever greater internet penetration worldwide. An estimated 4.1 billion people were using the internet in 2019, up 5.3% year-on-year and representing 53.6% of the world population (*Source: ITU - International Telecommunication Union*).

#### *Use of online software platforms*

A platform-based approach can allow companies to bring together a network of partners to develop innovative services and get closer to consumers by anticipating their needs in a frictionless way.

Communications platforms matched with online portals can create new transparency and visibility for customers and ultimately build trust. This will also allow customers to react to demand in real time, rapidly provisioning and monetizing new services.

As application programming interfaces (APIs) become more commonplace within the Telco industry, solutions like cyber security, Artificial Intelligence-based routing or even software-defined networking in a wide area network (SD-WAN) offerings can be integrated and provisioned within new platforms.

### *Online trading*

Adopting an online trading approach may help curb uneven demand and in some situations might even drive up prices. For those unsure about adopting an online trading system for fear of price decline, a halfway house-type approach, as that entailed by the Platform, might be adopted. Actually, the fact that Telco operators may join the Platform on invitation and Airtime Ireland acts as market maker in the exchanges between the investors and the owners of receivables makes Airtime Exchange a trading environment characterised by a less aggressive price competition than other kind of trading system.

### *Use of Blockchain*

Over the past twelve months, blockchain has received a significant amount of hype within the telecommunications sector, particularly with regards to IoT applications. The essential attributes of blockchain's shared ledger structure trust, provenance, immutability and anonymity - are obvious benefits for a sector increasingly dealing with transactions between multiple telecommunications companies. For Telco operators, the real debate around blockchain technology is whether these attributes warrant the hefty price tag and associated with extra energy costs that comes with it, especially in the face of shrinking revenues.

While increasing automation to reduce internal costs is beneficial for the Telco sector, there could be a rather high price associated with such a digital transformation. Telco operators need to make sure that the additional cost will be recouped within any potential business case. The solution would be through industry collaboration and adoption of blockchain technology in the Telco business.

It is probably too ambitious to expect operators to participate in a public blockchain environment like with Bitcoin transactions. But a consortium blockchain arrangement might be the answer for this sector.

In a consortium blockchain, different organisations work together and restrict access and usage as needed to maintain the integrity of the ledger, thus allowing a limited set of trusted nodes to execute transactions.

In light of market developments, the Group opted to transform the approach to business to embrace innovation and drive additional revenue streams.

## **1.6 Traction and Airtime's ecosystem**

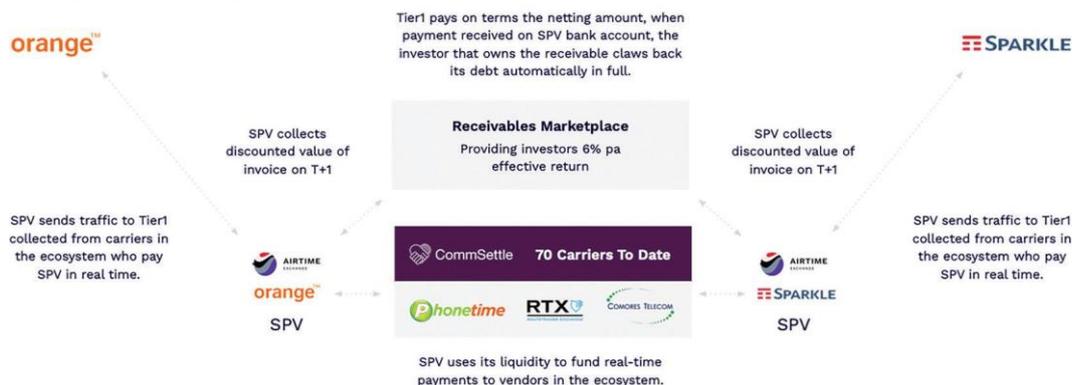
Thanks to the uniqueness of its technology, Airtime Exchange has already conquered a large number of leading companies and the customer portfolio expands annually: up to date 70 operators have accessed to the Platform.

Below is the current customers’ portfolio and a table describing the market positioning and the commercial relevance for the Group of the main customers.

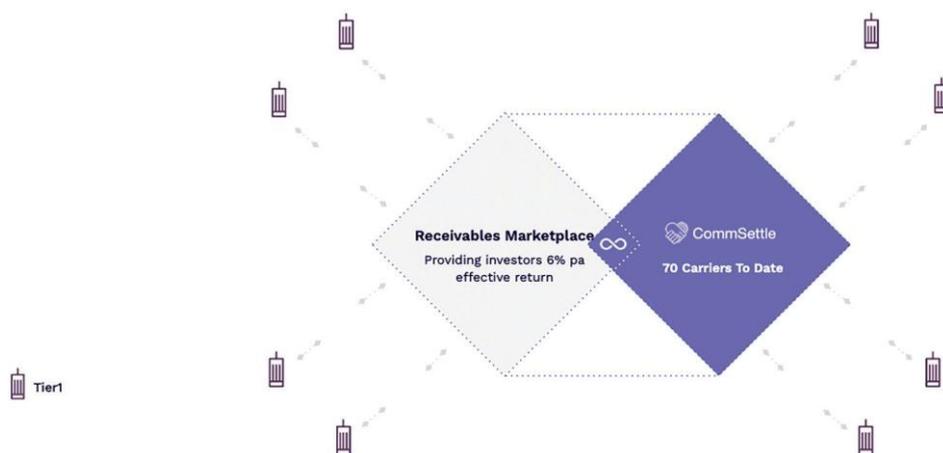


Customer	Market Positioning	Commercial Relevance for the Group
<b>Orange</b>	Main telecommunication operator in France	Key partner for reselling voice and SMS termination, through real time settlements, to wholesale and retail customers
<b>Sparkle</b>	Tier-1 telecommunication operator in Italy and key player in the international wholesale telecommunications market	Strategic provider for voice and SMS services. Sparkle is also a relevant customer for which Group’s investors are willing to provide funding in connection with the receivables marketplace
<b>Comores Telecom</b>	Main telecommunication operator in Comoros	Supplier for reselling direct voice termination
<b>Ooredoo</b>	Main telecommunication operator in Qatar also active in several other countries (Algeria, Indonesia, Oman, Kuwait).	Relevant partner for reselling voice and SMS termination, through real time settlements, to wholesale and retail customers. As a customer, Ooredoo relies on considerable funding limits provided by investors which are a key factor for the receivables marketplace
<b>Zain</b>	Main telecommunication operator in Kuwait active in several other countries (Morocco, Lebanon, Iraq, Saudi Arabia, Sudan and Egypt)	Strategic partner providing access to direct voice and SMS termination to the mentioned countries. The network reliability of Zain allows the Group to provide its customers with a flawless and competitive voice termination service
<b>Tofane</b>	Global carrier, leader in the wholesale market	Tofane has an extensive retail customer base and it is a key partner. The Group will assist and facilitate the integration of Tofane services within the Platform

The relationship with the carriers is managed through a network of SPVs that guarantee the business to proceed quickly and without risks.



For the next 12 months the Group has planned a significantly growing ecosystem which will have the following configuration. This business model will allow the company to scale its business with no limits.



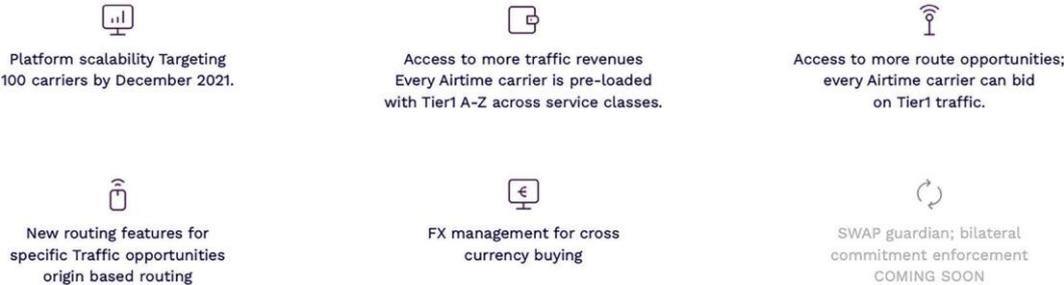
## Strategy and Objectives

### 2.1 Business strategy

The strengths of the Group in the telecommunications' field are:

- presence in multiple countries;
- telecommunications interconnections with important local operators in several countries that give the possibility to expand the business by interconnecting different routes;
- running of the Platform that creates business suites where business activities can be carried out safely.

The management identified the following growth opportunities for business development.

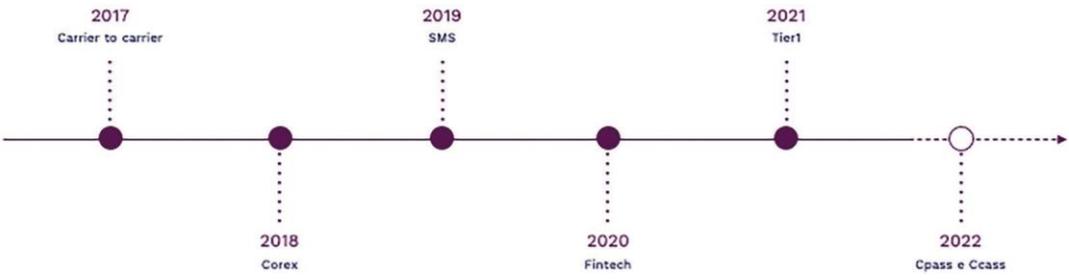


The continuous expansion policy, the solidity of its investors and the capabilities of its team will soon bring the Company to represent a Group with close to € 0.5 billion in revenues, serving over 300 operators, aiming to boost performance through economies of scale by:

- providing consolidation of the Telco operators’ back office platforms;
- enabling Airtime Ireland to deliver optimized Telco solutions;
- using its consolidated global reach to enter the Telco SMS market;
- using its consolidated global reach to acquire global numbering solutions;
- integrating its technologies across the Group with the Platform as a service (CPaaS) to enable enterprises to improve how they engage with their customers by delivering programmable APIs plugged into the Group’s network;
- focusing on the under-served South American operator market enabling local operators to distribute CPaaS to their customer bases;
- offering operators the ability to outsource their Telco operations to the Issuer enabling them to focus on marginality via CPaaS technologies.

The expansion towards new markets will take place thanks to the contacts the executive management team have in the relevant countries, the business development work of Group’s sales force, the integration of Group’s systems with the innovative partners through the agile and streamlined Platform and the acquisition of existing Telco operators.

Below is illustrated the Group’s technological development roadmap since its inception with a brief explanation of the latter.



- 2017: Trading as Carrier on Voice market.

Operating as a Carrier, Airtime Ireland starts with the interconnection using external tools.

- **2018: Platform development, being user as well as platform provider.**

The Group focuses on the development of the Platform on which trading VoIP traffic and, at the same time, providing other services to carrier partners, such as several kind of trade related services and facilities.

- **2019: Opening of the SMS line of business.**

The Group starts SMS trading in addition to the Voice service

- **2020: Technical financial integration.**

The financial services integrated in the Platform (*i.e.* banking account, real time peer-to-peer payment and settlement) allows to achieve the zero credit risk option for the Group itself and its customers (see Part I, Section 6, Paragraph 1.4 above).

- **2021: Orange, Telecom Italia and primary Tier1 Carriers get on board.**

Being placed in the market with a full service solution, the Group achieves the presence on the Platform of primary Telco operators.

- **2022: Platform and integration as a service.**

In the near future, the Platform will be developed as a service across the Group focused on improving customers' engagement.

## **2.2 Current operating countries and expansion objectives**

The Group is currently active in Ireland and U.S.A.

The Group operates directly through its subsidiaries incorporated in the mentioned countries.

The Group intends to reach its financial objectives in the mentioned countries by means of the inclusion within the Platform of its partner Telco operators, sales increment of its subsidiaries and new acquisitions of Telco operators.

It is the intention of Company's management to expand the number of operating countries over the next 12 months. In particular, next targeted countries are:

- Spain;
- Slovenia;
- UAE.

The expansion towards such new markets will take place thanks to already existing contacts that the Group have with potential partners in the mentioned countries and thanks to the business development work conducted on sales force. Such new expansion targets (Spain, Slovenia and the UAE) will therefore be pursued based on the rationale of business opportunities and could be effectively realised through business transactions not necessarily entailing the acquisition of shareholding by the Group.



Airtime Exchange  
Ireland | Usa |

## Planned investments

The Group has created the agile and streamlined Platform aimed at innovating the Telco ordinary course of business.

Now the Company wants to create a situation of advantage for its subsidiaries and for its partners by creating digital suits where they can carry out transactions online and in real time (Fast Pay) thus reducing staff costs, fraud risks and speeding up collections of payments to optimize and better manage cash flow.

The Group has planned to invest in the development of the Platform around € 1,000,000.00 and Hardware investments for the Platform of € 500,000.00 through the use of the liquidity produced during the year 2021.

## Market Competition

### 4.1 Competitive Landscape

The Group faces a highly competitive market scenario characterised by the presence of several market players that operates in the sector of telecommunications electronic termination services, both at national and international level.

Nevertheless, as a consequence of the current market trends illustrated in Paragraph 1.3 of Section 6 above, competition in telecommunications market has evolved. Partnering and co-operation between Telco operators, network operators, media and content companies and retail telecommunications service providers is a far more productive model, than a simple race to the bottom, based on price and capacity. Such an approach enables the delivery of end-to-end services, with streamlined quoting, order management, provisioning and delivery, thus shifting the perception not just about what Telco operators can deliver, but how they deliver it.

The Group - by launching Airtime Exchange, including its already existing commercial partners within it and attracting new ones - is actually following a strategy based on collaboration between telecommunication operators.

The picture below shows an overview of the Group’s competitive landscape.



\* The mentioned competitors have been classified as “large”, “medium” and “similar to Airtime” depending on the company size in terms of turnover.

The Company boasts a strong presence in international markets and its Platform is able to provide:

- Secure trading environment;
- KYC;
- Real Time settlements - Fast Pay;
- Elimination of credit risk;
- Full automation thus reducing staff costs.

Airtime Exchange is today revolutionizing Telco marketplace enabling carriers to real time trade minutes and texts with no credit risk, thanks to a liquidity pool backed proprietary platform. Furthermore, the Platform is completely carrier neutral.



As shown in the picture above, the Group benefits from a relevant competitive advantage with respect to other operators. Such a competitive advantage lies in the payment and settlement facilities integrated in the Platform and is represented by the elimination of the credit risk in connection with transactions carried out on the Platform thanks to the integrated real time peer-to-peer settlement function (see Part I, Section 6, Paragraph 1.4 above).

A list of the main competitive advantages generated by Airtime Exchange is reported below.



## Applicable regulations

As a listed company, the Company shall comply with the applicable Euronext market rules and especially Euronext Growth Rules and more generally with applicable law.

As a pure holding company, the Company provides only corporate services to its Subsidiaries without being active as a telecommunication operator. Consequently, the Company's business is only subject to Italian corporate law provisions, mostly contained in the Italian Civil Code.

On the other hand, the Subsidiaries, being active in the telecommunications sector, are subject to extensive regulation in every countries where they operate.

Below a brief description of the legislative and regulatory framework applicable to telecommunication services provided within the European Union, as well as the specific laws and regulations of the sector adopted by Ireland. Eventually, the legal and regulatory framework of telecommunication services applicable in Florida, U.S.A. will be also briefly illustrated.

## 5.1 The UE regulatory framework

In first place, at EU level, the framework on telecommunications regulation includes Directives, Regulations, Recommendations and Communications.

The telecommunication market started to be liberalized to competition in the early 90's and, in particular, the competition of public voice telephony and public network infrastructure began in 1998.

In this scenario, the previous regulatory framework has proved to be inadequate towards the new market needs and, therefore, a new set of Directives was adopted in 2002, regulating all forms of fixed and wireless telecommunications, data transmission and broadcasting:

- Framework Directive (Directive 2002/21/EC of the European Parliament and of the Council of 7 March 2002), adopted in order to establish a common regulatory framework for electronic communications networks and services. The Framework Directive obliges, among other things, National Regulatory Authorities to run market analyses before imposing appropriate obligations on individual operators having Significant Market Power (“SMP”), to ensure a competitive market;
- Authorization Directive (Directive 2002/20/EC of the European Parliament and of the Council of 7 March 2002) concerning authorizations for electronic communications networks and services. Such Directive sets out that the provision of electronic communications networks or the provision of electronic communications services may only be subject to a general authorization. As a consequence, authorized undertakings are entitled to (i) provide electronic communications networks and services and (ii) have their application for the necessary rights to install facilities considered. Furthermore, undertakings providing for electronic communication networks have the right to negotiate interconnection with, and where applicable obtain access to or interconnection from, other providers of publicly available communications networks and services covered by a general authorization anywhere in the Europe under the conditions of and in accordance with the Access Directive;
- Access Directive (Directive 2002/19/EC of the European Parliament and of the Council of 7 March 2002) concerning the access to and interconnection of electronic communications networks and associated facilities. In this regard, operators of public communications networks have a right and, when requested by other authorized undertakings, an obligation to negotiate interconnection with each other for the purpose of providing publicly available electronic communications services, in order to ensure provision and interoperability of services throughout the Community;
- Universal Service Directive (Directive 2002/22/EC of the European Parliament and of the Council of 7 March 2002) regulating the universal service and users’ rights relating to electronic communications networks and services;
- E-Privacy Directive (Directive 2002/58/EC of the European Parliament and of the Council of 12 July 2002) regarding the processing of personal data and the protection of privacy in the

electronic communications sector. Aim of such Directive is to ensure an equivalent level of protection of fundamental rights and freedoms, and in particular the right to privacy, with respect to the processing of personal data in the electronic communication sector and to ensure the free movement of such data and of electronic communication equipment and services in the Community.

Once again, the EU legal framework was revised in 2009, with the aim of defining a new European regulatory framework for the sector, adapting it to the constant evolving needs of the market. In particular the following Directives were adopted:

- Directive 2009/140/EC of the European Parliament and of the Council of 25 November 2009, which has partially amended the Framework Directives, the Access Directive and the Authorization Directive;
- Directive 2009/136/EC of the European Parliament and of the Council of 25 November 2009, which has partially amended the Universal Service Directive, the E-Privacy Directive and Regulation (EC) No 2006/2004 on cooperation between national authorities responsible for the enforcement of consumer protection laws.

## 5.2 Legislation in Ireland

The main legal sources for the regulation of the telecommunications sector in Ireland are the following:

- *the Telecommunications (Miscellaneous Provisions) Act, 1996, that made provision for the establishment of the office of Director of Telecommunications Regulation, for the transfer of functions from the Minister to the Director, for the imposition of a levy on providers of telecommunications services and for the regulation of tariffs for certain telecommunications services. In addition, the act amended the Postal and Telecommunications Services Act, 1983, and provided for related matters;*
- *the Communications Regulation Act, 2002 that provides for the establishment of a body to be known as the Commission for Communications Regulation, for the definition of its functions, for the dissolution of the office of the Director of Telecommunications Regulation, for the transfer of the functions of the Director of Telecommunications Regulation to the Commission for Communications Regulation. In addition, the act established further provisions in respect of the opening of public roads for electronic communications infrastructure, provided for the sharing of infrastructure, repealed certain enactments and provisions of enactments and provided for connected matters;*
- the Communications Regulation (Amendment) Act 2007 that amended (i) the Communications Regulation Act 2002 in order to confer additional functions on the Commission for Communications Regulation;
- the S.I. No. 333/2011 - European Communities (Electronic Communications Networks and Services) (Framework) Regulations 2011, giving effect to the Framework Directive, and the amendments to that Directive as introduced by Directive 2009/140/EC of the European Parliament and of the Council of 25 November 2009;
- *the S.I. No. 334/2011 - European Communities (Electronic Communications Networks and Services) (Access) Regulations 2011, giving effect to the Access Directive, and the amendments to that Directive as introduced by Directive 2009/140/EC of the European Parliament and of the Council of 25 November 2009;*

- the S.I. No. 335/2011 - European Communities (Electronic Communications Networks and Services) (Authorization) Regulations 2011, giving effect to the Authorization Directive, and the amendments to that Directive as introduced by Directive 2009/140/ EC of the European Parliament and of the Council of 25 November 2009;
- the S.I. No. 336/2011 - European Communities (Electronic Communications Networks and Services) (Privacy and Electronic Communications) Regulations 2011, giving effect to the E-Privacy Directive, and the amendments to that Directive as introduced by Directive 2009/136/EC of the European Parliament and of the Council of 25 November 2009.

Pursuant to the mentioned rules, Airtime Ireland was authorised to provide electronic communications services in Ireland by means of an authorisation granted by the Irish Commission for Communications Regulation on April 26, 2018.

### 5.3 Legislation in Florida, U.S.A.

Telecommunication operators in Florida are primarily regulated under Chapter 364, Florida Statutes and are subject to the supervisory powers of the Public Service Commission (“PSC”). With the approval of the “Regulatory Reform Act” (“Act”), effective July 1, 2011, most of the PSC retail oversight authority over the telecommunications wireline companies were eliminated, yet the Public Service Commission’s authority over Telco operators issues was maintained. The Act eliminated most of the retail regulation of local exchange telecommunications services by the PSC, including the elimination of rate caps on all retail telecommunications services; elimination of telecommunications-related consumer protection and assistance duties of the PSC; and elimination of the PSC’s remaining oversight of telecommunications service quality.

Incumbent local exchange companies and competitive local exchange companies enter into inter-operators contracts, which are generally called interconnection agreements. Parties to interconnection agreements are expected to negotiate rates, terms, and conditions wherever possible, and to petition the PSC in the event an agreement cannot be reached.

Pursuant to Florida Regulation and U.S.A. Federal regulation Airtime U.S.A. is entitled to freely carry out its telecommunication business without the need to obtain any authorization, license or certification.

## Facilities

The Company has its registered office at Via Affogalasio, 105, Rome, Italy.

## Information to the public and to shareholders

The Company will observe the applicable publication and disclosure requirements provided under Euronext Growth Rules for securities admitted to trading on Euronext Growth Paris.

In the case where the terms and structure of the proposed transaction may require under Italian corporate laws and regulations that an extraordinary general meeting of the shareholders be convened to vote on such terms, the Company will provide the Shareholders with:

- a detailed description of such transaction;
- any information required under applicable Italian laws and regulations; and
- any other information that the Board of Directors believes would be relevant in connection with such transaction.

## Periodic reporting and financial information

In compliance with Euronext Growth Rules as well as applicable laws and regulations and for so long as any of the Shares are admitted to trading on Euronext Growth Paris, the Company will publish on its website ([www.airtimepartecipazioni.com](http://www.airtimepartecipazioni.com)):

- within four (4) months from the end of each fiscal year, the annual financial report referred to in Article 4.2.1 of Euronext Growth Rules, including the consolidated annual financial statements as well as the management report and the auditor's report in respect of the annual report;
- within four (4) months from the end of the first six (6) months of each fiscal year, the half-yearly financial report referred to in Article 4.2.1 of Euronext Growth Rules, including the consolidated half-year financial statements and the operations report in respect of the half-year financial statement.

In this respect, in accordance with Article 4.2.3 of Euronext Growth Rules, the mentioned management report and operations report shall contain at least the related party transactions that occurred during the financial year and significantly influenced the Issuer's financial position or results during that period as well as any change affecting the related party transactions described in the last report that could significantly affect the Issuer's financial position or results during the current year.

The above-mentioned documents shall be published for the first time by the Company in connection with its fiscal year. The provisional financial calendar relating to the publication of the corresponding half-yearly and annual financial reports is available in Part I, Section 31 of the Information Document, whereas the precise financial calendar shall be disclosed by the Company once set.

Prospective investors are hereby informed that the Company does not intend to prepare and publish quarterly or interim financial information (*information financière trimestrielle ou intermédiaire*).

Furthermore, pursuant to Article 4.3.1 of Euronext Growth Rules, the Company shall make public within five (5) trading days of becoming aware, any situation where a person, acting alone or in concert, reaches, exceeds or falls below a major holding threshold of fifty percent (50%) or ninety percent (90%) of the capital or voting rights.

Eventually, the Company shall promptly make public notices for general meetings of shareholders and documents provided to the latter.

For further information on Euronext listing obligations please see Part I, Section 26, Paragraph "Ongoing listing obligations" of the Information Document.

## Legal proceedings

To the best of the Company's knowledge, there are no administrative, criminal, judicial or arbitration proceedings, including any proceedings of which the Company is aware, which are pending or of an imminent nature, likely to have or have had an adverse impact on the Company's business, revenue, financial position or results, as at the Date of the Information Document.

Nonetheless, Airtime PL, former subsidiary of the Company, is currently subject to an administrative tax proceeding under Polish law based on an alleged tax misconduct linked to suppliers' conducts. According to the reconstruction of the Polish National Revenue Administration, such a misconduct engendered, for the period from June 2019 to August 2020, an alleged fictitious tax liability of an estimated amount of over Polish złoty (PLN) 27 million (about € 6 million). As part of the administrative procedure, all the company's bank accounts were blocked and, at the Date of the Information Document, still they are.

As consequence of the account's blocking measure, Airtime PL has undertaken legal and accounting analyses aimed at monitoring the company's situation in terms of insolvency. For this reason, Airtime PL decided to create a risk provision in the 2020 balance sheet of € 1,273,612.00, considering such a sum in line with the risk assessments related to this type of procedure (see Part I, Section 9, Paragraphs "Profit and loss"). As at the Date of the Information Document, the Company is not aware of other developments of such a proceeding and of any other measures adopted by the relevant authorities on the basis of the alleged tax misconduct in question.

## SECTION 7: ORGANIZATIONAL STRUCTURE

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### Description of the Group and the Company's position

As at the Date of the Information Document, according to the results of the shareholders' ledger and other information available to the Company, the Company's share capital is held as follows.

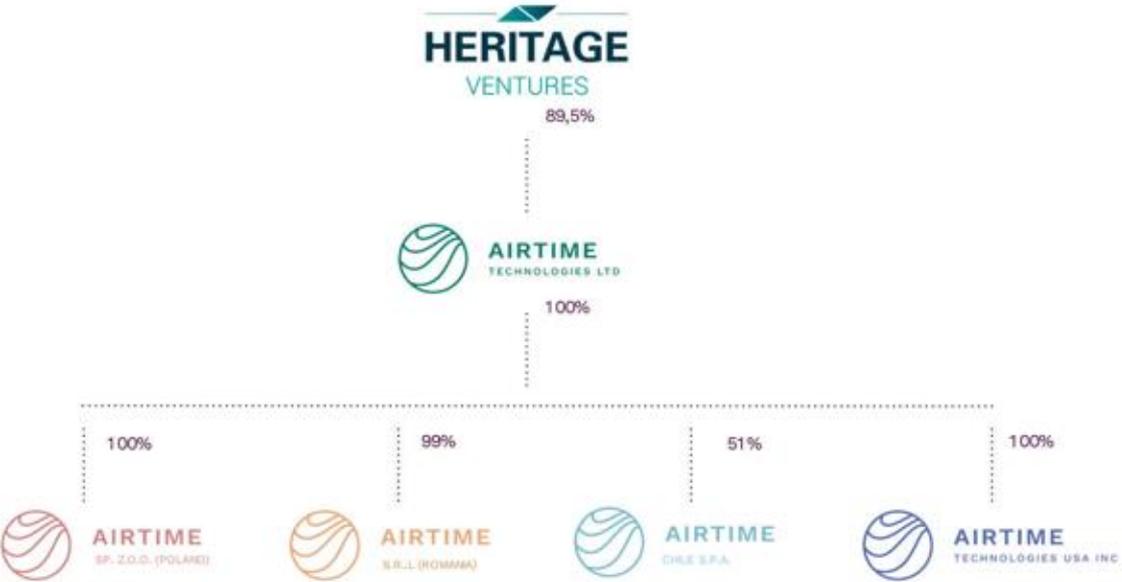
Shareholders	No. of Shares (no. and %)	Voting Rights (%)
Heritage Ventures	4,426,620 - 77.66%	77.66%
Federico Germondani	68,400 - 1.2%	1.2%
Paolo Bona	22,800 - 0.4%	0.4%
David De Filippis	68,400 - 1.2%	1.2%
Orlando Taddeo	296,400 - 5.2%	5.2%
Opt1mize Holdings	142,500 - 2.5%	2.5%
Renzo Menarini	206,910 - 3.63%	3.63%
Apitrage Ltd.	49,590 - 0.87%	0.87%
Bimatics EOOD	311,220 - 5.46%	5.46%
Saverio Caldani	31,350 - 0.55%	0.55%
Giancarlo Agresti	10,260 - 0.18%	0.18%
Riccardo Gabrielli	5,130 - 0.09%	0.09%
Performance S.r.l.	30,210 - 0.53%	0.53%
Roberto Re	30,210 - 0.53%	0.53%
<b>Total</b>	<b>5,700,000 - 100%</b>	

Therefore, as at the Date of the Information Document, the Company is controlled by Heritage Ventures, company owned by Orlando Taddeo.

The Group's organizational structure, as at the Date of the Information Document, is shown below.



Since corporate changes occurred at the beginning of 2021, it seems appropriate to indicate that, prior to the actual structure (as indicated above), the Group was structured as follows.



Actually, between March and May 2021, a centralization of all the activities carried out by the Airtime Ireland has been defined and the shareholdings in Airtime PL, Airtime Ro and Airtime Chile have been assigned to local partners while maintaining active the relevant interconnection agreements and loan and receivables purchase agreements (see Part I, Section 21, Paragraph 1.3).

The rationale for such a reorganization lies in the Group will to achieve a concentration of business costs and services in a single legal entity, namely Airtime Ireland, while maintaining commercial relations and collaborations with local partners in Poland, Romania and Chile, thus shifting to a more flexible and virtuous economic model.

Therefore, starting from March 2021, the Group’s operational structure is fully focused on Irish and U.S. activities since Airtime Ireland and Airtime U.S.A. remain the only two operative companies of the Group.

### Subsidiaries

As at the Date of the Information Document, the Company has no. 2 subsidiaries.

The following tables show the main information of the subsidiaries, both first-tier and second-tier subsidiaries, including their name, country of incorporation, the proportion of stakes and voting rights held by the Company.

*First-tier subsidiary*

Company name	Country of incorporation	Core business	Share Capital	Stake held	Voting rights held
<b>Airtime Ireland</b>	Ireland	Telecommunications	EUR 1,000	100%	100%

*Second-tier subsidiary*

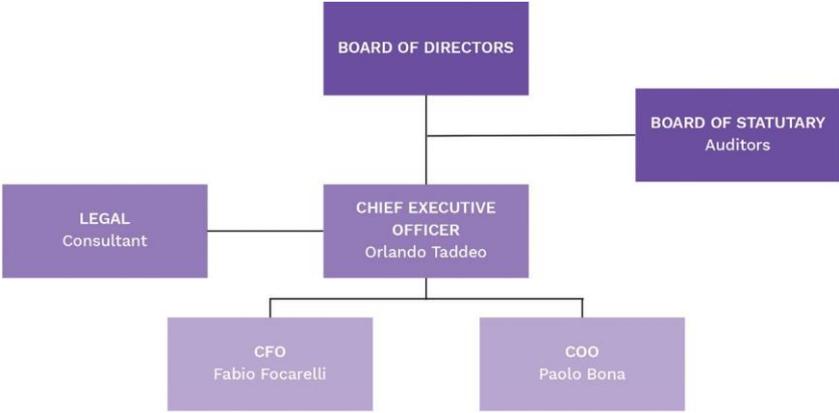
The shareholding in Airtime U.S.A. indicated in the table below is indirectly held by the Company through Airtime Ireland.

Company name	Country of incorporation	Core business	Share Capital	Stake held	Voting rights held
<b>Airtime U.S.A.</b>	Florida, U.S.A.	Telecommunications	USD 100	100%	100%

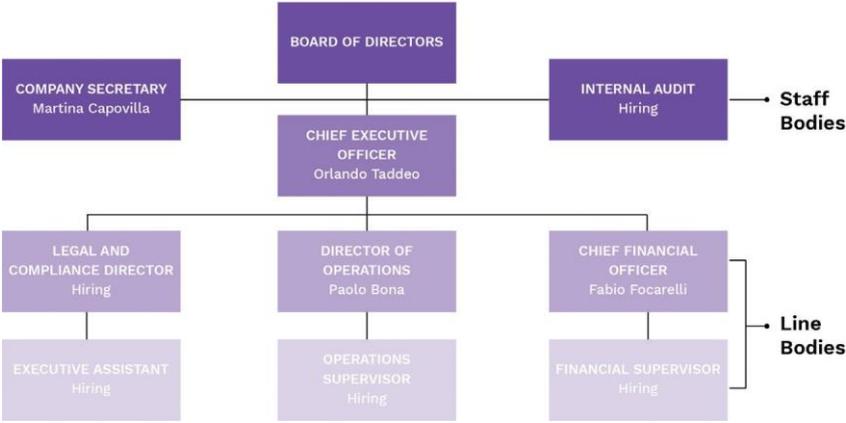
As at the Date of Information Document, the Issuer does not control or hold stakes in other companies.

# Organigram of the Company

At the Date of the Information Document the Company is organized as follows.



The organisational structure of Airtime Partecipazioni S.p.A. in its final form is shown below.



Further information on Administrative and Management Bodies and Senior Management of the Company can be found in Part I, Section 14 of the Information Document.

# SECTION 8: PROPERTY, PLANTS AND EQUIPMENT

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## Property

As at the Date of the Information Document, the Issuer and the other Group companies do not own any property.

As regards property in use, the following table shows the main property assets that the Company and the other companies belonging to the Group use as at the Date of the Information Document.

Company name	Location	Address	Destination
Company	Rome, Italy	Via Affogalasio, 105, Rome	Registered Office
Airtime Ireland	Dublin, Ireland	2 Dublin Landings, North Dock, North Wall Quay	Registered Office
Airtime U.S.A.	Florida, U.S.A.	2600 Douglas Road, Suite 510, Coral Gables 33134	Registered Office

### *The Company*

The Company enjoys of the right to use the premises located at Via Affogalasio, 105, Rome pursuant to a lease agreement entered into with the Italian limited liability company Red Gestioni S.r.l.

### *Airtime Ireland*

The Company enjoys of the right to use, free of any charge, the premises located at 2 Dublin Landings, North Dock, North Wall Quay pursuant to a sublease agreement entered into with Opt1mize.

### *Airtime U.S.A.*

Airtime U.S.A enjoys of the right to use, free of any charge, the premises located at 2600 Douglas Road, Suite 510, Coral Gables 33134 granted by its director.

## Plants and equipment

The Issuer and the other companies belonging to the Group do not own production plants or equipment necessary to carry out their business activities.

Other assets, such as office equipment, for example, do not have a material relevance as a whole.

IT equipment on which the functioning of Airtime Exchange Platform is based are owned by Opt1mize.

In this connection, Opt1mize is in charge of the maintenance of both hardware and software allowing the functioning of Airtime Exchange (see Part I, Section 21, Paragraph 1.2 of the Information Document).

More in detail, Opt1mize carries out the maintenance of the Platform by means of an automated system which alerts Opt1mize in case of any issues that may occur with respect to any aspect within the technology stack at the basis of the Platform.

Malfunctions within the Platform may occur only in the form of software bugs, namely errors which cause user interaction not to work in the way prescribed. However, thanks to the mentioned automated alert mechanism Opt1mize is always able to fix such errors before Airtime Ireland or any users may notice them. In any case, where Opt1mize might not be able to immediately fix such malfunctions, the only tangible consequence for users would be the consequent inability to perform some actions or visualize some information on the Platform.

Even if in charge of the maintenance of the Platform, Opt1mize has no liability toward Airtime Ireland in case of breakdown occurring to the Platform and for lack of compliance with its contractual duties in case of force majeure events, namely any event outside the reasonable control of Opt1mize.

## SECTION 9: REVIEW OF THE RESULTS AND THE FINANCIAL SITUATION

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Company's financial year starts on 1<sup>st</sup> January and end on 31<sup>st</sup> of December of each year.

The Issuer will prepare its financial statements in compliance with IFRS.

The following financial data concern Airtime Ireland and its subsidiaries as at December 31, 2019 and December 31, 2020 which may be considered, in the opinion of the Company, as an adequately accurate and fair representation of the Company and Group financial situation, lacking historical data related to the Company itself.

For further information, please refer to Part I, Section 3, Paragraph "*Introduction*" of the Information Document.

The following financial statements have been drawn up in compliance with the provisions of Italian law and the Italian Accounting Principles. Profits are allocated to the period in which they are realized. Losses are recognized in the year in which they are foreseeable.

The present section presents in deep detail the main information of the Group for the years 2019 and 2020.

In addition to the information provided in Part I, Section 3, Paragraph "*Introduction*" above, please consider that:

- for the financial year 2020, it shall be considered the full trading period for Airtime Ireland and Airtime PL as well as the half trading period for Airtime RO having started the trading on June 2020;
- the results of the 2020 consolidated financial statements show a reduction in volume as the turnover has been eliminated from the intercompany accounting items. This reduction did not lead to a decrease in margins, as the reduction in turnover was exactly proportional to a reduction in costs. In fact, during the year Airtime Ireland also redefined the contractual conditions relating to purchases and to traffic sales, obtaining better conditions with the existing carriers and negotiating more advantageous conditions with new carriers.

Please consider that the sums reported below are all expressed in Euros (€).

## Profit and loss

### Production Value

<b>A) Production Value:</b>	<b>31/12/2019</b>	<b>31/12/2020</b>
1. Revenues from sales and services;		
2. Changes in inventories of work in progress semi-finished and finished products	148,344,275	134,076,282
3. Changes in contract work in progress;		
4. Increases in fixed assets for internal works;		
5. Other income.		
5.1 other income	118,939	
5.2 operating grants	212	
<b>Total</b>	<b>148,463,426</b>	<b>134,076,282</b>

The item "Revenues from sales and services" includes:

<b>Revenues From Sales And Services</b>	<b>2019</b>	<b>2020</b>	<b>Δ</b>
Airtime Ireland	50,052,230.00	32,870,128.22	-17,182,101.78
Airtime PL	98,292,044.00	64,949,241.65	-33,342,802.35
Airtime RO	0.00	36,092,464.00	36,092,464.00
Airtime Chile	0.00	164,448.50	164,448.50
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>148,344,274.00</b>	<b>134,076,282.37</b>	<b>-14,267,991.63</b>

The items in question represent the revenue deriving from the trading of telephone traffic of the different companies of the Group. More in detail:

- the values of Airtime Ireland and Airtime PL were affected by numerous revenue items within the Group and therefore decreased compared to 2019. In addition, a Romanian client of Airtime Ireland, on 2020, requested to have interconnections agreement directly with the Romanian company of the Group, Airtime RO, affecting the decrease of the revenues of Airtime Ireland (and the shifting of them to Airtime RO);
- Airtime Chile started its activities in 2020, recording approximately € 164,449;
- Airtime U.S.A. will become fully operational in 2021 and it is expected to produce revenues

starting from Q4;

- Airtime RO, which invoices only to external customers, generated an increase in revenues of more than € 36.09 million - mainly due to the acquisition of the Airtime Ireland's Romanian client.

The main customers by country are shown below:

- Romania: Gts Telecom, Islandmore Consultancy, Blossom, Strongview;
- Poland: Global Dial, T-Mobile, Islandmore, Strongview, Nextmind;
- Ireland: Apitrage, Airtime RO, Airtime PL, Islandmore Consultancy, Strongview.

The item "Other income" includes:

Other Income	2019	2020	Δ
Airtime Ireland	0.00	0.00	0.00
Airtime PL	118,939.00	0.00	-118,939.00
Airtime RO	212.00	0.00	-212.00
Airtime Chile	0.00	0.00	0.00
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>119,151.00</b>	<b>0.00</b>	<b>-119,151.00</b>

The item relating to Airtime PL refers to the contingent asset for having closed some items with some suppliers. The most significant amounts relate to Nustar Communications Inc. (€ 9,971), UPI Telecom Inc. (€ 29,625), Atellio GmbH (€ 42,078).

*Production Costs*

<b>B) Production Costs:</b>	<b>31/12/2019</b>	<b>31/12/2020</b>
6. For raw materials, subsidiaries, consumables and goods	144,699,738	125,213,987
7. For services;	454,141	1,872,615
8. For the use of third party assets;	-	-
9. For the staff:		-
a. wages and payrolls;	35,469	82,040
b. social charges;	4,258	9,145
c. severance indemnity;	104	
d. retirement benefits and the like;	-	
e. other costs;	906	
	<b>40,737</b>	<b>91,185</b>
10. Depreciation and write-downs;		
a. amortization of intangible assets;	93,491	89,205
b. depreciation of tangible fixed assets;	-	
c. other write-downs of fixed assets;	-	
d. write-down of receivables included in current assets and cash equivalents;	-	
	<b>93,491</b>	<b>89,205</b>
11. Changes in inventories of raw materials, subsidiaries, consumables and goods;	-	
12. Provisions for risks	455	1,273,612
13. Oher provisions;	-	
14. Other management charges;	41,673	303,002
<b>Total</b>	<b>145,330,235</b>	<b>128,843,607</b>

The item for “Raw materials, subsidiaries, consumables and goods” includes:

For Raw Material, Subsidiaries, Consumables And Goods	2019	2020	Δ
Airtime Ireland	47,921,374.00	38,164,967.97	-9,756,406.03
Airtime PL	96,778,364.00	60,281,626.23	-36,496,737.77
Airtime RO	0.00	26,625,836.39	26,625,836.39
Airtime Chile	0.00	141,555.94	141,555.94
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>144,699,738.00</b>	<b>125,213,986.53</b>	<b>-19,485,751.47</b>

The items in question represent the cost deriving from the supply of telephone traffic by the various partners operating within the Platform.

The main suppliers by country are shown below:

- Romania: Blossom, Islandmore Consultancy, Pragmata Telecom S.r.l., Airtime Ireland, Phonetime;
- Poland: Phonetime, Global Dial, Ebuo, Zoeto, Strongview;
- Ireland: Strongview, Phonetime, Apitrage, Global Dial.

During 2020, Airtime Ireland and the companies of the Group were able to obtain excellent interconnection prices and balance the indirect costs through a careful expense policy and excellent commercial relations. Such actions and capabilities had as direct effects the reduction of the costs deriving from the supply of telephone traffic.

The “For services” item includes:

For services	2019	2020	Δ
Airtime Ireland	454,141.00	1,686,000.07	1,231,859.07
Airtime PL	0.00	117,490.47	117,490.47
Airtime RO	0.00	38,549.71	38,549.71
Airtime Chile	0.00	30,575.00	30,575.00
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>454,141.00</b>	<b>1,872,615.25</b>	<b>1,418,474.25</b>

The mentioned items represent the cost for the following ancillary activities: CRM & SAP, Fees Platform, Contract Management, Layers and Accountants, NOC (that deals with the creation of

interconnections on the telephone exchanges, tests on calls for the various routes, insertion and updating of the price lists of the various routes, etc.), Control Interconnection Service.

The “Staff” item includes:

For Staff	2019	2020	Δ
Airtime Ireland	38,690.00	91,185.48	52,495.48
Airtime PL	0.00	0.00	0.00
Airtime RO	2,047.00	0.00	-2,047.00
Airtime Chile	0.00	0.00	0.00
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>40,737.00</b>	<b>91,185.48</b>	<b>50,448.48</b>

In detail:

- Airtime Ireland had only one employee employed in 2019 and 2020;
- Airtime RO had only one employee employed in 2019;
- Airtime Chile had only one employee employed in 2020.

In detail, the above mentioned increase of personal cost and staff management services is justified on the following reason: in 2019, Airtime Ireland supported the costs only in the second half year while the management services were borne by the other companies of the Group; in 2020 Airtime Ireland supported all the costs related to the staff for the full year.

The item “Provisions for risks” includes:

Provisions For Risks	2019	2020	Δ
Airtime Ireland	0.00	0.00	0.00
Airtime PL	0.00	1,273,612.00	1,273,612.00
Airtime RO	455.00	0.00	-455.00
Airtime Chile	0.00	0.00	0.00
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>455.00</b>	<b>1,273,612.00</b>	<b>1,273,157.00</b>

The provision for penalties was created since Airtime PL is currently subject to tax proceeding under

Polish law initiated by the Polish National Revenue Administration. The sum of € 1,273,612.00 was considered to be in line with the risk assessments related to this type of procedure.

*The item “Other management charges” includes:*

<b>Other Management Charges</b>	<b>2019</b>	<b>2020</b>	<b>Δ</b>
Airtime Ireland	0.00	13,123.02	13,123.02
Airtime PL	17,919.00	272,412.35	254,493.35
Airtime RO	23,754.00	17,467.00	-6,287.00
Airtime Chile	0.00	0.00	0.00
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>41,673.00</b>	<b>303,002.37</b>	<b>261,329.37</b>

For the year 2020, the most significant amounts within the mentioned items concern Airtime PL and are the following: tax for € 32,645.00; contingent liabilities towards Exatel S.A. for € 57,261.00, contingent liabilities towards Derry City Traders Limited for € 19,267, contingent liabilities Phonetime Inc. € 158,820.00. It should be noted that Phonetime Inc. is an international carrier, Airtime PL, although not operating in the USA, has used its services considering its conditions better than those of other carriers.

*The consolidated “EBITDA” is made up of:*

<b>EBITDA</b>	<b>2019</b>	<b>2020</b>	<b>Δ</b>
Airtime Ireland	1,638,025.58	-7,085,148.32	-8,723,173.90
Airtime PL	1,614,700.00	3,004,100.58	1,389,400.58
Airtime RO	-26,044.49	9,410,610.46	9,436,654.94
Airtime Chile	0.00	-7,682.85	-7,682.85
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>3,226,681.09</b>	<b>5,321,879.87</b>	<b>2,095,198.78</b>

Despite a consolidate turnover decrease, connected to the consolidation of intra-group turnover, thanks to a process of cost efficiency there was a significant increase in margins, which recorded a +65% compared to the 2019 figure. In detail:

- Airtime Ireland generated an operating loss due to the significant intra-group eliminations required during the consolidation of the financial statements and to the support that the

Irish company had to give to its subsidiaries. In particular, Airtime Ireland supported the entire development of the Group’s business and also supported the subsidiary Airtime PL in a legal dispute in tax matters with the Polish National Revenue Administration (see Part I, Section 6, Paragraph “*Legal proceedings*”). Therefore, the figures of Airtime Ireland must be read in the light of the brilliant consolidated results of the Group, which were obtained with the decisive support of Airtime Ireland;

- Airtime PL improved its results thanks to sales with higher margins;
- Airtime RO started its business in 2020 and regularly conducted its activities;
- Airtime U.S.A. was incorporated in 2020 and it is not fully operative;
- Airtime Chile was only partially operative in 2020.

The item “*Depreciations and write-downs*” include:

Depreciations And Write Downs	2019	2020	Δ
Airtime Ireland	18,750.00	18,750.00	0.00
Airtime PL	74,741.00	69,804.00	-4,937.00
Airtime RO	0.00	651.00	651.00
Airtime Chile	0.00	0.00	0.00
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>93,491.00</b>	<b>89,205.00</b>	<b>-4,286.00</b>

The item in question is represented by the amortization rates of intangible fixed asset and contingent liabilities.

The consolidated “EBIT” is made up of:

<b>EBIT</b>	<b>2019</b>	<b>2020</b>	<b>Δ</b>
Airtime Ireland	1,619,275.58	-7,103,898.32	-8,723,173.90
Airtime PL	1,539,959.00	2,934,296.63	1,394,337.63
Airtime RO	-26,044.49	9,409,959.46	9,436,003.94
Airtime Chile	0.00	-7,682.85	-7,682.85
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>3,133,190.09</b>	<b>5,232,674.93</b>	<b>2,099,484.83</b>

The 2020 EBIT shows a significant increase in comparison with the 2019 one. A growth of + 67% is represented mainly connected to the positive results of the Airtime RO and Airtime PL.

As already specified, Airtime U.S.A. was incorporated in 2020 and it is not fully operative and Airtime Chile was only partially operative in 2020.

Airtime Ireland’s negative operating result is due to the significant intragroup eliminations required during the consolidation of the financial statements and the support that the Irish company had to give to its subsidiaries.

*Financial Income And Expenses*

<b>C) Financial Income And Expenses:</b>	<b>31/12/2019</b>	<b>31/12/2020</b>
15. Income from equity investments:	-	-
16. Other financial income:	-	-
a. from credits recorded in fixed assets;	-	-
b. from securities entered in fixed assets that do not constitute equity investments;	-	-
c. from securities entered in current assets that do not constitute equity investments	-	-
d. income other than the above:		
- from others (interest income on extension)	20,729	-
	20,729	0
17. Interests and other financial charges:		
- from subsidiaries;	-	-
- from associated companies;	-	-
- from parent companies;	-	-
- from others	441,309	180,019
	441,309	180,019
17-bis. Gains and losses on foreign exchange		-137,559
	441,309	317,578
<b>Total (15 + 16 - 17)</b>	<b>-420,580</b>	<b>-317,578</b>

The item “Other financials income” includes:

<b>Other Financials Income</b>	<b>2019</b>	<b>2020</b>	<b>Δ</b>
Airtime Ireland	0.00	0.00	0.00
Airtime PL	20,729.00	0.00	-20,729.00
Airtime RO	0.00	0.00	0.00
Airtime Chile	0.00	0.00	0.00
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>20,729.00</b>	<b>0.00</b>	<b>-20,729.00</b>

The item in question is represented by interest income relating to Airtime PL.

The item “Interests and other financial charges” includes:

<b>Interests And Other Financial Charges</b>	<b>2019</b>	<b>2020</b>	<b>Δ</b>
<b>- Gains &amp; Losses On Foreign Exchange</b>			
Airtime Ireland	441,251.00	17,588.08	-423,662.92
Airtime PL	58.00	262,050.56	261,992.56
Airtime RO	0.00	32,973.00	32,973.00
Airtime Chile	0.00	4,966.46	4,966.46
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>441,309.00</b>	<b>317,578.10</b>	<b>-123,730.90</b>

Airtime Ireland’s most significant items for the year 2019 are represented by interest expense towards Factor Carriox amounting to € 222,850, late payment fees towards Carriox for € 114,193 and exchange differences for € 63,074.

Airtime PL’s most relevant item for the year 2020 is represented by the netting of € 288,257 for currency exchange losses and € 150,698 for currency exchange revenues.

*Value Adjustments to Financial Assets*

D) Value Adjustments To Financial Assets	31/12/2019	31/12/2020
18) revaluations:	0	0
19) depreciations:	185,804	0
<b>Total adjustments ( 18 - 19 )</b>	<b>-185,804</b>	<b>0</b>

*The item "Depreciations" includes:*

Depreciations	2019	2020	Δ
Airtime Ireland	0.00	0.00	0.00
Airtime PL	185,804.00	0.00	-185,804.00
Airtime RO	0.00	0.00	0.00
Airtime Chile	0.00	0.00	0.00
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>185,804.00</b>	<b>0.00</b>	<b>-185,804.00</b>

"Depreciation" is made up of contingent liabilities and the most significant amounts are those concerning Wiztel USA for € 63,057, Telecom Access Group Inc. for € 15,031 and Phonesmith Inc. for € 35,114.

*Taxes*

*The consolidated "Profit before taxes" is made up of:*

Depreciations	2019	2020	Δ
Airtime Ireland	1,178,024.58	-7,121,486.40	-8,299,510.98
Airtime PL	1,374,826.00	2,672,246.07	1,297,420.07
Airtime RO	-26,044.49	9,376,986.46	9,403,030.94
Airtime Chile	0.00	-12,649.30	-12,649.30
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>2,526,806.09</b>	<b>4,915,096.83</b>	<b>2,388,290.73</b>

The 2020 Profit before taxes grew by about 95% which translates into an increase of € 2,388,290.73 despite the consolidation netting.

*Taxes*

20) Income taxes	31/12/2019	31/12/2020
- current taxes	532,670	968,663
- deferred taxes	0	0
- prepaid taxes	0	0
<b>Total adjustments ( 18 - 19 )</b>	<b>532,670</b>	<b>968,663</b>

*The item income taxes includes:*

Income Taxes	2019	2020	Δ
Airtime Ireland	149,753.00	480,586.60	330,833.60
Airtime PL	382,917.00	362,980.28	-19,936.72
Airtime RO	0.00	127,032.00	127,032.00
Airtime Chile	0.00	-1,935.71	-1,935.71
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>532,670.00</b>	<b>968,663.17</b>	<b>435,993.17</b>

Income taxes generated a value of € 968,663.17 for 2020, therefore € 435,993.17 higher than the 2019 figure.

The consolidated “Net Profit” is made up of:

<b>Net Profit</b>	<b>2019</b>	<b>2020</b>	<b>Δ</b>
Airtime Ireland	1,028,271.58	-7,602,073.00	-8,630,344.58
Airtime PL	991,908.00	2,309,265.81	1,317,357.81
Airtime RO	-26,044.49	9,249,954.46	9,275,998.94
Airtime Chile	0.00	-10,713.59	-10,713.59
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>1,994,135.09</b>	<b>3,946,433.67</b>	<b>1,952,298.58</b>

The 2020 Net Profit grew by about 98% during the last year, equal to € 1,952,298.58 in terms of figure. The present growth is mainly connected to the positive results of the Romanian and the Polish companies.

Airtime Ireland’s negative net result is due to the significant intragroup eliminations required during the consolidation of the financial statements and to the support that the Irish company had to give to its subsidiaries.

As already specified, Airtime U.S.A. was incorporated in 2020 and it is not fully operative and Airtime Chile was only partially operative in 2020.

## Balance sheet

### Assets:

A) Receivables from shareholders for payment still due:	31/12/2019	31/12/2020
		87
<b>Total</b>		<b>87</b>

B) Assets	31/12/2019	31/12/2020
I - Intangible Assets: II - Tangible Assets:	412,993	296,748
III - Investments:	2,115,000	2,119.396
<b>Total adjustments ( 18 - 19 )</b>	<b>2,527,993</b>	<b>2,416,144</b>

### The item "Intangible Assets" includes:

Intangible Assets		2019	2020	Δ
Airtime Ireland	<i>Deferred cost</i>	112,500.00	93,750.00	-18,750.00
Airtime PL	<i>(consultancy)</i>	298,964.00	202,129.00	-96,835.00
Airtime RO	<i>Platform</i>	1,529.00	869	-660
Airtime Chile	<i>Expenses</i>	0.00	0.00	0.00
Airtime U.S.A.	<i>SAP license</i>	0.00	0.00	0.00
<b>Total</b>		<b>412,993.00</b>	<b>296,748.00</b>	<b>116,245.00</b>

### In detail:

- the deferred cost (consultancy) was capitalized in the 2018 at a value of € 150,000 and amortized each year for € 18,750. It refers to services received from consulting firms capitalized, as required by national accounting standards, such as R&D expenses;
- the Platform expenses were capitalized in 2019 and amortized, generating an amortization fund of € 129,598 at December 31, 2020; they refer to the expenses of the Platform, used for trading telephone traffic;
- the SAP License was capitalized in the 2019 financial statements and amortized, generating

an amortization fund of € 1,085 at December 31, 2020; refers to the license of the SAP accounting management program. It is to specify that this item does not concern a recurring cost, but a customization of the SAP that makes this license a specific company asset;

- the amounts in the financial statements are shown net of the accumulated depreciations.

The main depreciation rates adopted are shown below:

- Romania: 33.3%;
- Poland: 12.5%;
- Ireland: 20.0%.

In 2019 and 2020, the “Tangible Assets” item is equal to zero since all the hardware equipment managed by Airtime Ireland and its subsidiaries are included, as a rent, in the service contract signed with E-Service S.r.l. and Combit.

The “Investments” item includes:

Investments		2019	2020	Δ
Airtime Ireland	Stake in Airtime PL	2,100,000.00	2,100,000.00	0.00
	Stake in Airtime RO	15,000.00	15,000.00	0.00
	Stake in Airtime Chile	0.00	4,396.00	4,396.00
Airtime PL		0.00	0.00	0.00
Airtime RO		0.00	0.00	0.00
Airtime Chile		0.00	0.00	0.00
Airtime U.S.A.		0.00	0.00	0.00
<b>Total</b>		<b>2,115,000.00</b>	<b>2,119,396.00</b>	<b>4,396.00</b>

In detail:

- the stake equal to 100% of the share capital of Airtime PL was purchased by Airtime Ireland on May 11, 2020 at a price equal to the nominal value of such shareholding. The value of the investment in Airtime PL was revalued for € 2,100,000 and the counter-entry is posted in the shareholders' equity among the Revaluation Reserves. The greatest enhancement arises from the choice of management to enhance Airtime PL as it emerged from an appraisal drawn up by RSM Italia. To carry out this revaluation, a classic revaluation accounting entry was made, placing the higher value in the equity items “Revaluation reserve”. In fact, this accounting operation is comparable to a purely statutory revaluation;

- the stake equal to 99% of the share capital of Airtime RO was purchased by Airtime Ireland on April 27, 2020 at a price equal to the nominal value of such shareholding;
- given that such purchases were made before the financial statements were drawn up and under Irish legislation the equity investments must already be included in the financial statements of the previous year, such equity investments have been represented in Airtime Ireland financial statements concerning financial year 2019;
- the stake equal to 51% of the share capital of Airtime Chile was purchased on July 7, 2020 equal to the nominal value of such shareholding.

*Current Assets*

<b>C) Current Assets</b>	<b>31/12/2019</b>	<b>31/12/2020</b>
II - Credits:		
1) Receivables from customers		
- amounts due within the next financial year	16,497,814	19,038,363
- amounts due beyond the next financial year		
	16,497,814	19,038,363
4-bis) Tax credits		
- amounts due within the next financial year	47,651	120,722
- amounts due beyond the next financial year		
	47,651	120,722
5) Receivables from others		
- amounts due within the next financial year	242,908	1,145,957
- amounts due beyond the next financial year		
	242,908	1,145,957
<b>Total</b>	<b>16,788,372</b>	<b>20,305,042</b>
IV- Cash and cash equivalents:		
<b>Total</b>	<b>59,223</b>	<b>4,458,454</b>
<b>Total current assets (C)</b>	<b>16,847,595</b>	<b>24,763,496</b>

The item “Receivables from customers” includes:

Receivables from customers	2019	2020	Δ
Airtime Ireland <i>Trade receivables</i> (within the year)	3,490,681.67	4,696,821.59	1,206,140.92
Airtime PL “ “	12,944,113.00	9,646,703.46	-3,297,409.54
Airtime RO “ “	63,019.83	4,649,156.72	4,586,136.17
Airtime Chile “ “	0.00	45,681.72	45,681.72
Airtime U.S.A. “ “	0.00	0.00	0.00
<b>Total</b>	<b>16,497,813.50</b>	<b>19,038,362.77</b>	<b>2,540,549.27</b>

The item “Receivable from customers” consists in credits deriving from the trading activity of telephone traffic. The credits indicated are due within the year.

The main customers of the companies of the Group based on receivables amounts are:

- Airtime Ireland:
  - Year 2019 - Nextmind Ltd. (€ 128,001), Infinity Call S.r.l. (€ 274,872), VTX Corporation (€ 2,971,716);
  - Year 2020 - Airtime PL (€ 1,438,019), Airtime RO (€ 2,231,420), Reload S.p.A. (€ 2,500,712);
- Airtime PL:
  - Year 2019: T-Mobile (€ 2,263,400), Blossom Entertainment (€ 3,093,098), Limecom Inc. (€ 5,743,921);
  - Year 2020 Blossom Entertainment Limited € 1,600,219, Limecom € 2,855,276, Islandmore Consulting € 4,121,339;
- Airtime RO:
  - Year 2019: Perfect Data Entry S.r.l. (€ 63,020);
  - Year 2020: Perfect Data Entry S.r.l. (€ 61,610), Global Dial (€ 117,451), GTS Telecom S.r.l. (€ 1,177,896);
- Airtime Chile:
  - Year 2020: IDT Domestic Telecom Inc. (€ 4,087), KT Corporation (€ 6,409), Message Bird B.V. (€ 11,222).

The “Tax Credits” item includes:

<b>Tax Credits</b>		<b>2019</b>	<b>2020</b>	<b>Δ</b>
Airtime Ireland	<i>VAT Credit</i>	36,950.00	101,618.00	64,668.00
Airtime PL	“ “	10,701.00	11,524.00	823.00
Airtime RO		0.00	0.00	0.00
Airtime Chile		0.00	7,580.16	7,580.16
Airtime U.S.A.		0.00	0.00	0.00
<b>Total</b>		<b>47,651.00</b>	<b>120,722.16</b>	<b>73,071.16</b>

Credits deriving from corporate tax / VAT.

The item “Receivables from others” includes:

<b>Investments</b>		<b>2019</b>	<b>2020</b>	<b>Δ</b>
Airtime Ireland	<i>Loan to Orlando Taddeo</i>	135,289.53	220,535.00	85,245.47
	<i>(within the year)</i>			
	<i>Factoring</i>	107,618.24	105,010.00	-2,608.24
	<i>Loan to Heritage Ventures</i>	0.00	820,412.00	820,412.00
	<i>(1-5 years)</i>			
Airtime PL		0.00	0.00	0.00
Airtime RO		0.00	0.00	0.00
Airtime Chile		0.00	0.00	0.00
Airtime U.S.A.		0.00	0.00	0.00
<b>Total</b>		<b>242,908.00</b>	<b>1,145,957.00</b>	<b>903,049.23</b>

Airtime Ireland, awaiting the distribution of dividends, advanced to Mr. Orlando Taddeo the sum of

€ 135,289.53 in 2019 and € 220,535.00 in 2020; this sum on January 10, 2021 was offset by the resolution to distribute profits.

The “Factoring” item refers to the receivable concerning the factoring company Carriox.

The loan in favour of Heritage Ventures refers to an agreement signed on December 16, 2020 for a maximum amount of US Dollars 1,300,000, carrying no interest, to be employed to increase the working capital of the latter, US Dollars 820,412.00 of which have been drawn down within financial year 2020. This will also generate important repercussions on the turnover of Airtime Ireland. The loan will be repaid in one bullet payment after one year from the signature date. For further information on such an agreement please see Part I, Section 19, Paragraph 2 of the Information Document.

“Cash and Cash equivalents” item includes:

Bank And Postal Deposits - Cash	2019	2020	Δ
Airtime Ireland	44,726.00	3,326,916.00	3,282,190.00
Airtime PL	14,314.00	1,096,387.00	1,082,073.00
Airtime RO	183.26	30,793.00	30,609.74
Airtime Chile	0.00	4,438.00	4,438.00
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>59,223.26</b>	<b>4,458,534.00</b>	<b>4,399,310.74</b>

As regards “Bank and postal deposits”:

- in connection to Airtime Ireland, the most relevant current account is held with AIB with a balance of € 3,311,229.
- in connection to Airtime PL, the most significant current account is held with Credit Agricole with a balance of € 1,064,511.

The bank account only indicates the value of the current account but the descriptive items are generically used as such in the description.

“Cash and valuables” item regards money in cash for minimum expenses of an ordinary character. It refers to the cash for small payments that the company has in the till.

## Net Assets

A) Net Assets	31/12/2019	31/12/2020
I - Share Capital	11,109	92,607
II - Share premium reserve		
III - Revaluation reserve	2,100,000	2,100,000
IV - Legal reserve	17,381	16,367
V - Statutory reserve		
VI - Reserve for treasury shares in portfolio		
VII - Other reserves		
- other reserves		
- rounding reserves	-1	0
VIII - Profit (loss) carried forward	582,478	1,449,277
IX - Profit (loss) for the year	1,994,135	3,946,435
X - Advance payments on dividends		-80,566
XI - Coverage of the loss for the year		
<b>Total</b>	<b>4,705,101</b>	<b>7,524,119</b>

The Share Capital of the Company has a value of € 57 million arising from the conferral of the entire share capital of Airtime Ireland and, indirectly, of its subsidiaries net of the write-down of the book value of Airtime Ireland itself made by the Board of Directors of the Company in a prudential way on March 16, 2021.

With regard to the “Revaluation reserve”, the item in question mainly relates to the acquisition of shares in Airtime PL by Airtime Ireland, which took place on May 11, 2020. Given that the purchase was made before the presentation of the financial statements, for Irish legislation the equity investments must already be included in the financial statements of the previous year. The greatest enhancement arises from the choice of management to enhance the company as it emerged from an appraisal drawn up by RSM Italia. To carry out this revaluation, a classic revaluation accounting entry was made, placing the higher value in the equity items “Revaluation reserve”. In fact, this accounting operation is comparable to a purely statutory revaluation.

With regard to the “Legal reserve”, the item in question is required in many legislations, it is paid as a percentage of share capital.

The item “Other reserves” is not significant.

The item “Profit (loss) carried forward” includes:

Profit (Loss) Carried Forward	2019	2020	Δ
Airtime Ireland	-1,552.00	-1,552.00	0.00
Airtime PL	526,827.00	1,418,412.00	891,585.00
Airtime RO	57,203.00	32,417.00	-24,786.00
Airtime Chile	0.00	0.00	0.00
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>582,478.00</b>	<b>1,449,277.00</b>	<b>866,799.00</b>

The mentioned item refers to transfer of profits and losses carried for the next financial year.

The item “Profit (loss) for the year” includes:

Profit (Loss) For The Year	2019	2020	Δ
Airtime Ireland	1,028,271.58	- 7,602,073.00	- 8,630,344.58
Airtime PL	991,908.00	2,309,265.81	1,317,357.81
Airtime RO	- 26,044.49	9,249,954.46	9,275,998.94
Airtime Chile	0.00	- 10,713.59	- 10,713.59
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>1,994,135.09</b>	<b>3,946,434.67</b>	<b>1,952,298.58</b>

In detail:

- Airtime Ireland closed with a loss generated by the significant intragroup eliminations required during the consolidation of the financial statements and by the support that the Irish company had to give to its subsidiaries. In particular, Airtime Ireland supported the entire development of the Group’s business and also supported Airtime PL in a legal dispute in tax matters with the Polish National Revenue Administration (see Part I, Section 6, Paragraph “*Legal proceedings*”). Therefore, the figures of Airtime Ireland must be read in the light of the brilliant consolidated results of the Group, which were obtained with the decisive support of Airtime Ireland itself;
- Airtime PL improved its results thanks to sales with higher margins;

- Airtime RO started its business in 2020 and regularly conducted its activities;
- Airtime U.S.A. was incorporated in 2020 and has not started any business yet;
- Airtime Chile was only partially operative in 2020;

The item “Advanced payments on dividends” includes:

Advanced Payments On Dividends	2019	2020	Δ
Airtime Ireland	0.00	0.00	0.00
Airtime PL	0.00	0.00	0.00
Airtime RO	0.00	0.00	0.00
Airtime Chile	0.00	- 80,566.43	-80,566.43
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>-80,566.43</b>	<b>-80,566.43</b>

This item is connected to a distribution of dividends by Airtime Chile which took place in 2020 for a value of € 80,566.

## Debts

D) Debts	31/12/2019	31/12/2020
4) bank debt		
- amounts due within the next financial year		
- amounts due beyond the next financial year		
5) debts to other lenders		
- amounts due within the next financial year		8,200,442
- amounts due beyond the next financial year		0
		8,200,442
7) trade payables		
- amounts due within the next financial year	13,761,177	8,907,554
- amounts due beyond the next financial year		
	13,761,177	8,907,554
12) other tributes		
- amounts due within the next financial year	742,397	1,266,282
- amounts due beyond the next financial year		
	742,397	1,266,282
13) payables to social security institutions		
- amounts due within the next financial year	16,669	3,362
- amounts due beyond the next financial year		
	16,669	3,362
14) other debts		
- amounts due within the next financial year	150,243	1,277,968
- amounts due beyond the next financial year		
	150,243	1,277,968
<b>Total</b>	<b>14,670,487</b>	<b>19,655,608</b>

The item “Banks debts” includes:

<b>Banks Debts</b>	<b>2019</b>	<b>2020</b>	<b>Δ</b>
Airtime Ireland	0.00	0.00	0.00
Airtime PL	0.00	0.00	0.00
Airtime RO	0.00	0.00	0.00
Airtime Chile	0.00	0.00	0.00
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

The companies of the Group have no bank debts.

The item “Debts to other lenders” includes:

<b>Debts to other lenders</b>		<b>2019</b>	<b>2020</b>	<b>Δ</b>
	<i>Debt towards Heritage Ventures</i>	2,100,000.00	15,000.00	15,000.00
Airtime Ireland	<i>Factoring</i>	15,000.00	7,882,050.00	7,882,050.00
	<i>Dividends</i>	0.00	-1,273,984.00	-1,273,984.00
	<i>Credit vs Airtime Sp. Zoo</i>	0.00	1,577,376.43	1,577,376.43
Airtime PL		0.00	0.00	0.00
Airtime RO		0.00	0.00	0.00
Airtime Chile		0.00	0.00	0.00
<b>Total</b>		<b>0.00</b>	<b>8,200,442.43</b>	<b>8,200,442.43</b>

In detail:

- “Debt towards Heritage Ventures” relates to the purchase of the shareholding in Airtime RO by Airtime Ireland;

- the “Factoring” item is represented by the payable owed to the factoring company Lenderwize Ltd.;
- the “Dividends” item refers to a receivable from Heritage Ventures for an advance on 2020 dividends;
- the item “Credit vs Airtime Sp. Zoo” represents a credit deriving from an advance granted by Airtime Ireland to Airtime PL pursuant to a loan and receivables purchase agreement entered into by such companies (see Part I, Section 21, Paragraph 1.3). Such an advance became necessary following the blockage of Airtime PL’s bank accounts ordered by the Polish National Revenue Administration in the context of a tax investigation (See Part I, Section 6, Paragraph “Legal Proceedings”).

The item “Trade payables” includes:

Receivables from customers	2019	2020	Δ
Airtime Ireland Trade receivables (within the year)	2,577,847.00	5,519,952.12	2,942,105.12
Airtime PL “ “	11,161,557.00	2,029,649.95	- 9,131,907.05
Airtime RO “ “	21,773.00	1,289,618.35	1,267,845.35
Airtime Chile “ “	0.00	68,333.18	68,333.18
Airtime U.S.A. “ “	0.00	0.00	0.00
<b>Total</b>	<b>13,761,177.00</b>	<b>8,907,553.60</b>	<b>-4,853,623.40</b>

The item “Trade Payables” consists in debts deriving from the trading activity of telephone traffic. The debts indicated are payable within the year.

The main creditors of the companies of the Group are the following:

- Airtime Ireland:
  - Year 2019 - Terra Telecomunicazioni S.r.l. (€ 76,988), LDI Networks Inc. (€ 1,033,684), Limecom Inc. (€ 1,284,657);
  - Year 2020 - Strongview Enterprises Ltd. (€ 922,190), Phonetime Inc. (€ 1,220,839);
- Airtime PL:
  - Year 2019 - Trendz Cons (€ 1,042,791), Metrotrading Limited (€ 2,235,015), Strongview Enterprises (€ 3,468,872);
  - Year 2020 - Trendz Cons (€ 973,519), Airtime Ireland (€ 1,444,482), Strongview Enterprises (€ 1,661,918);
- Airtime RO:
  - Year 2019 - Heritage Ventures (€ 10,000), Sc Italia S.r.l. (€ 4,200);

- Year 2020 - Strongview Enterprises Limited (€ 33,197), Airtime Sp Zoo (€ 475,178), Airtime Technologies Ltd (€ 2,232,003);
- Airtime Chile:
  - Hablaip S.p.A (€ 4,134), Routetrader Limited (€ 4,505), Juan Gomez (€ 9,187).

The item “Other tributes” includes:

Debts to other lenders	2019	2020	Δ
Airtime Ireland Corporation tax provisions	255,532.00	595,076.32	339,544.32
Airtime PL Tax payables (CIT)	486,865.00	318,219.49	-168,645.51
VAT debt		-9,994.07	-9,994.07
Income taxes for the year		362,980.28	362,980.28
Airtime RO	0.00	0.00	0.00
Airtime Chile	0.00	0.00	0.00
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>742,397.00</b>	<b>1,266,282.00</b>	<b>523,885.02</b>

The “Corporation Tax Provisions” item represents taxes on the profit for the year.

The item “Tax payables” is represented by the Corporate Income Tax.

The item “Income tax for the year” represents the taxes on the result for 2020.

The item “Payables to social security institutions” includes:

Payables To Social Security Institutions	2019	2020	Δ
Airtime Ireland	16,669.00	3,361.68	-13,307.00
Airtime PL	0.00	0.00	0.00
Airtime RO	0.00	0.00	0.00
Airtime Chile	0.00	0.00	0.00
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>16,669.00</b>	<b>3,361.68</b>	<b>-13,307.00</b>

The mentioned item is represented exclusively by the payable to social security institutions relating to the staff of Airtime Ireland.

The item “Other debts” includes:

Other Debts	2019	2020	Δ
Airtime Ireland			
- Debt towards Heritage Ventures	15,000.00	0.00	-15,000.00
- Debt towards Staff	4,351.00	4,356.00	5.00
- Dividends to Heritage Ventures	46,545.00	0,00	-46,545.00
Airtime PL			
- Debt vs Factoring	46,761.00	0,00	-46,761.00
- Debt towards affiliated companies	37,586.00	0.00	-37,586.00
- Provision of sanction	0.00	1,273,612.00	1,273,612.00
Airtime RO	0.00	0.00	0.00
Airtime Chile	0.00	0.00	0.00
Airtime U.S.A.	0.00	0.00	0.00
<b>Total</b>	<b>150,243.00</b>	<b>1,277,968.00</b>	<b>1,127,725.00</b>

In detail:

- “Debt to Heritage Ventures” relates to the purchase of the shares of Airtime RO by Airtime Ireland which took place on April 27, 2020;
- the payable owed by Airtime Ireland to Heritage Ventures for dividends is the residual not yet distributed concerning the years 2017 and 2018;
- “Debt vs Factoring” is the debt deriving from the relationship with the factor VoipCapital;
- “Debt towards affiliated companies” is represented by the loan obtained by Heritage Ventures.

In addition, the provision for the sanction equal to € 1,273,612.00 was created since Airtime PL is currently subject to tax proceedings arising from a customs and fiscal control carried out by the Polish National Revenue Administration (see Part I, Section 6, Paragraph “*Legal Proceedings*”). The sum of € 1,273,612.00 was considered to be in line with the risk assessments related to this type of procedure.

## SECTION 10: CASH AND CAPITAL RESOURCES

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### Information on the Company's capital, liquidity and sources of financing

An examination of the movements in terms of capital, liquidity and other sources of financing is shown below.

Please consider that the sums reported below are all expressed in Euros (€).

#### *Capital*

Until 2020, Airtime Ireland, as the main operating company of the Group, was financed by the Heritage Ventures not in the form of equity or debt financing, but in the form of business goodwill which Heritage Ventures transferred to the former. Heritage Ventures has made available to the Group an initial qualifying goodwill in a set of intangible assets that have allowed the business to start up profitably and quickly achieve full results. More in detail, Heritage Ventures made available to Airtime Ireland and its subsidiaries a strong know-how in the Telco and IT sectors, transferring relations with carriers previously managed directly by the Heritage Ventures itself and significant commercial agreements. As a result of these factors, Airtime Ireland and its subsidiaries enjoyed an extremely important commercial start, seeing the assignment of all Telco traffic management.

Furthermore, it must be said that the Group's business is able to finance itself through its own liquidity, having built a high-cash generation business model.

#### *Liquidity*

As of December 31, 2020, the Group showed a corporate liquidity of € 4,458,454 consisting of:

- bank and postal deposits for € 4,456,357 (€ 58,940 as of December 31, 2019);
- cash and valuables for € 2,097 (€ 283.00 as of December 31, 2019).

The corporate liquidity of the Group is mainly generated by Airtime Ireland and Airtime PL.

Looking at liquidity in a broader sense, please refer to the cash flow reported below.

It should be noted that liquidity grew significantly in 2020 because prepaid invoices were used, so this is a functional factor because it is connected to the business and its growth. Relations with credit institutions are solid. In addition, the business of the Group has increased margin levels compared to December 31, 2019, another factor that has generated a surge in liquidity.

## Cash flows

In order to better represent the corporate financial flows of the Group, a cash flow statement is shown below:

<b>CASH FLOW STATEMENT - IAS N.7</b>	<b>2019 (€)</b>	<b>2020 (€)</b>
Net Operating Margin (EBIT)	3,133,190	5,232,676
Taxation(-)	-532,670	-968,663
<b>NOPAT - Net Operating Profit After Tax</b>	<b>2,600,520</b>	<b>4,264,013</b>
Amortization and Depreciation (+)	93,491	89,205
<b>SELF-FINANCING - Gross Cash Flow from Operating Activities</b>	<b>2,694,011</b>	<b>4,353,218</b>
D short-term trade receivables (-)	-7,938,521	-2,540,549
D other short-term receivables and financial activities (-)	526,559	-976,121
D short-term trade payables (+)	8,544,447	-4,853,624
D Other debts (+)	-1,354,426	1,127,725
D tax and social security debts (+)	728,884	510,578
<b>Cash Flow Generated From Operating Activities</b>	<b>3,200,953</b>	<b>-2,378,774</b>
D intangible fixed assets (-)	-5,117	27,040
D financial fixed assets (-)	-2,115,000	-4,396
<b>Cash generated/absorbed by investing activities (+/-)</b>	<b>-2,120,117</b>	<b>22,644</b>
<b>CASH FLOW AFTER INVESTING ACTIVITIES</b>	<b>1,080,837</b>	<b>-2,356,130</b>
D other financial liabilities (+)	-1,887,376	8,200,442
D equity (+)	1,185,600	-1,127,418
Interests paid on financial debt (-)	-441,309	-180,019
Interests received (+)	20,729	-137,559
Financial depreciations	-185,804	0
<b>Cash generated/absorbed by financing activities</b>	<b>-1,308,161</b>	<b>6,755,360</b>
<b>CASH FLOW AFTER FINANCING ACTIVITIES</b>	<b>-227,324</b>	<b>4,399,230</b>
INITIAL SHORT-TERM NFP	286,548	59,223
FINAL SHORT-TERM NFP	59,224	4,458,454

It must be specified that the Net Financial Debt is obtained as an algebraic sum of the cash and the cash equivalents, current financial assets and long and short term financial liabilities (current and

non-current liabilities). The Net Financial Debt has been determined in accordance with the accounting standards in force.

More in detail, starting from EBIT, net of taxes and depreciation, there are the following:

- **Cash flow from operating activities.** It is mainly generated by:
  - trade receivables, which increased by over € 2.54 million in 2020, mainly due to significant growth in terms of receivables of Airtime Ireland (+ € 1.2 million compared to 2019 data) and of Airtime RO (+ € 4.5 million compared with 2019 data), while Airtime PL recorded a decrease in terms of receivables for the termination of an interconnection agreement with an important carrier partner;
  - other short-term receivables and financial activities increased in 2020 by over € 976,000;
  - trade payables, significantly reduced in 2020 by over € 4,853,624 because Airtime Ireland paid the debts towards its suppliers on schedule;
  - other debts, notably increased in 2020 by € 1,127,725. This is mainly connected to the already mentioned provision for risks. The present value is the patrimonial counterpart of the economical provision for the sanction created against the tax proceedings arising from an inspection carried out by the Polish National Revenue Agency as further illustrated in Part I, Section 6, Paragraph “*Legal Proceedings*”. The amount indicated should be congruous with regard to any loss during the judicial process;
  - tax debts, slightly increased by about € 510,000;
  - these financial movements, representative of a clear business expansion, induced a reduction of the operating working capital during the last two years;
- **Cash flow from investing activities.** It is mainly generated by:
  - intangible fixed assets, equal to about € 300,000 in 2020;
  - financials fixed assets, connected to the stakes in Airtime PL, Airtime RO, Airtime Chile and Airtime U.S.A. acquired in 2020 (Airtime PL and Airtime RO accounted for from the year 2019 onwards as explained in Part I, Section 9 above) and slightly expanded during 2020;
- **Cash flow after financing activities.** The cash flow of the Group after financing activities properly represents the important capability of the Group to generate financial flows to investors, mainly coming from normal business operations. More in detail:
  - other financial liabilities, connected to factoring activities, common for the specific type of business and increased by € 6,583,576 in 2020. The decrease recorded in 2019 is linked to the fact that in that year the contract with Carriox Services LLC was terminated and in 2020 a new one was opened with Lenderwize Ltd.;
  - equity (intended as net assets 2020 minus net assets 2019 minus profit 2020), grown because of the stakes in Airtime PL, Airtime RO, Airtime Chile and Airtime U.S.A. acquired in 2020 and profit carried forward by management and reinvested in development activities. Looking at the actual change in net assets, the latter grew by over € 2.8 million in 2020 thanks to a significant profit increase;
  - interests paid on financial debt, decreased by more than € 400,000 of 2019 to about € 180,000 of 2020;

- interests received, connected to gains and losses on foreign exchange, due to the international business of the Group.

All these flows, starting from an extremely positive NOPAT of over € 4.26 million, leads to positive cash flow of more than € 4.39 million. The 2020 situation generated a cash increase by virtue of a better overall liquidity situation attributable to a general business optimization. In fact, during the year Airtime Ireland also redefined the contractual conditions relating to purchases and to traffic sales, obtaining better conditions with the existing carriers and negotiating more advantageous conditions with new carriers.

## Information on borrowing conditions and financing structure

### *Factoring*

During the years 2019 and 2020 Airtime Ireland has resorted to two main factoring agreements:

- one with Carriox Services LLC (16192 Coastal Highway, Lewes, Delaware 19958, USA) in force from 2018 to 2019 and currently terminated;
- one with Lenderwize Ltd. (London, 1 Charterhouse Mews, EC1M6BB London, UK) entered into in 2020 and currently in force (see Part I, Section 21, Paragraph 1.1 of the Information Document).

The business of Airtime Ireland is connected to the volumes of transactions generated and the ability to guarantee that customers comply with the agreed payment conditions (on average 30 days). In order to guarantee sufficient liquidity to manage its activities in the short term, Airtime Ireland is supported by factoring contracts. At December 31, 2020 there are contracts in place for a value of € 6,583,576.

The two mentioned factoring companies guarantee a customized approach on each specific customer covering 90/95% on average of the generated traffic.

### *Bank debts & other debts*

At the date of the Information Document, the Group has no bank debts.

### *Off balance sheet items*

At the Date of the Information Document, there are no off balance sheet items and exposures related to the Group.

### *Financing structure*

As at the Date of the Information Document, the entire financing structure of the Group is based on the back-to-back factoring services provided by Lenderwize Ltd. (directly and indirectly through its subsidiaries) in favour of Airtime Ireland pursuant to the agreement described in Part I, Section 21, Paragraph 1.1 of the Information Document.

These factoring services indirectly allows Airtime Ireland to carry on and its subsidiary, Airtime U.S.A., to start-up its ordinary telecommunications traffic trading activity. Actually, the Group has implemented a two-tier financing structure, based on the sale and purchase of receivables of its

partners and subsidiaries once they will be fully operational. According to such a financing structure, Airtime Ireland, by providing centralized factoring services to its partners and its subsidiary, acts as point of connection, for the financial flows, between the former and Lenderwize Ltd.:

- **Tier one.** Airtime Ireland purchases, at a discounted price, all the receivables generated by its partners and its subsidiary in its telecommunications traffic trading activity (see Part I, Section 21, Paragraph 1.3 of the Information Document);
- **Tier two.** Airtime Ireland sells to Lenderwize Ltd., at a price that allows it to obtain a margin, all the receivables purchased from its partners and its subsidiary.

As regards the timing of the financial flows, it is specified that Lenderwize Ltd. pays in advance Airtime Ireland for the sale and purchase of the mentioned receivables providing the latter with the liquidity necessary to purchase the receivables from its partners and its subsidiary.

## Restriction on the use of capital

None.

## Sources of funding needed in the future

The Group intends to continue relying on the financing structure described in this section in the near future.

In the Company's opinion, it is not envisaged any special or extraordinary need of financing in the near future and it neither has planned nor it is been evaluating to carry out any transaction that may result in a special or extraordinary need of financing in the near future.

## SECTION 11: RESEARCH AND DEVELOPMENT, PATENTS, LICENSES, TRADEMARKS AND DOMAIN NAMES

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### Research and development

Research and development is not applicable to the Company and the Group.

### Patents

As at the Date of the Information Document, the Issuer does not own any patent.

### Licences

As at the Date of the Information Document, the Group, specifically by means of Airtime Ireland, does operate through the software licence agreement entered into with Opt1mize Holdings and Opt1mize.

Further information on such an agreement, see Part I, Section 21, Paragraph 1.2 of the Information Document.

### *ISO Certifications*

On November 26, 2020, Airtime Ireland obtained no. 3 ISO certifications from the Romanian company S.C. Premium Alpha Consulting S.R.L., representative of RS Cert - Romanian Certification System and accredited by IMAB, the International Management Accreditation Board. Such certifications concern the same business sector, which is fintech and trading, and they will expire on November 25, 2023.

In particular, it is certified that Airtime Ireland has implemented and maintains: (i) a Quality Management System in accordance with the requirements of ISO 9001:2015; (ii) an Environmental Management System in accordance with the requirements of ISO 14001:2015 and (iii) an Occupational Health and Safety Management System in accordance with the requirements of ISO 45001:2018.

### Trademarks

As at the Date of the Information Document, the Company is the owner of the figurative mark shown in the table in the following page.

Trademark	No. of Registration	Filing Date	Classes	Countries
	EUIPO - 018454427	April 16, 2021	9 and 36	European Union
	UK Intellectual property Office - UK00003641315	May 13, 2021	9 and 36	United Kingdom

Furthermore, the Company is finalizing the registration of the trademark in different jurisdictions, including USA.

## Domain names

As at the Date of the Information Document, the Group owns two domain names: one of which relates to its ordinary business activity ([www.airtimexchange.com](http://www.airtimexchange.com)) and the other is the corporate group web site ([www.airtimepartecipazioni.com](http://www.airtimepartecipazioni.com)).

## SECTION 12: TRENDS

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### Main trends since the beginning of the financial year

From the closing of the 2020 financial year to the Date of the Information Document, there have been no significant trends in production, or in the evolution of costs and sales prices, as well as in the trend of sales and inventories, capable of influencing, either positively or negatively, the Issuer's activity, nor have there been any significant changes in the Issuer's financial results.

### Prospects and objectives

As at the date of the Information Document, the Issuer is not aware of any particular information on trends, uncertainties, demands, commitments or known facts that might reasonably be expected to have significant effect on the prospects and objectives of the Issuer for at least the current financial year.

## SECTION 13: FORECASTS OR ESTIMATES OF RESULTS

The forecasts for the year ending December 31, 2021 and the objectives for the year ending December 31, 2023 are based on data, assumptions and estimates the Company considers reasonable as of the Date of the Information Document in light of its expectations for its future economic prospects.

The Group's forecasts and objectives result from, are driven by, and depend upon, the success of the Company strategy, as described in Part I, Section 6, Paragraph "Strategy and objectives" of the Information Document. The figures, data, assumptions, estimates and objectives set out below may change, evolve or be adjusted as a result of changes and uncertainties in the economic, financial, competitive, regulatory, or accounting environments, among others, as a result of other factors that are not under the Group's control, are unforeseeable or of which the Group was not aware of as of the Date of the Information Document.

In addition, the occurrence or materialization of one or more of the risks described in Part I, Section 4 of the Information Document could have a material adverse effect on the Group's business, results of operations, financial condition, market position, reputation, prospects or outlook, and could, therefore, affect its ability to achieve the forecasts and objectives described below.

The Group does not and cannot guarantee, and gives no assurance as to, the achievement, in whole or in part, of the forecasts and objectives described in this section.

### Forecasts for the year ending December 31, 2021

The forecasts presented below were prepared in accordance with the accounting principles and methods applied for the Company's financial statements for the year ending December 2020 and 2019.

The Group forecasts revenues between a range of € 100 and 110 million exclusively generated by Airtime Ireland; the decrease in turnover compared to FY 2020 is linked to the decision to focus in 2021 on profitability and not on volumes.

Despite this revenue decrease, the Group expects a consolidation of its EBITDA which should amount to c. € 6 million thanks to its ability to negotiate trading operations with better profitability.

As at the Date of the Information Document, the Group expects a first semester with the following main results.

AIRTIME KPI	I SEM 2021 F (€)
Sales	45,000,000.00
EBITDA	2,100,000.00

## Objectives for the year ending December 31, 2023

The Group aims to realize a turnover in a range of € 450 to € 500 million, notably thanks to:

- the significant expansion of the number of operators connected to the Platform (target of c.300 operators);
- the continuous development of the Platform as a service (CPaaS) technologies;
- the strong growth in the US which should represent more than 50% of the revenues, notably thanks to the acquisition of U.S. companies, some of which have already been identified.

The EBITDA should reach about € 10 million. The drop of the EBITDA margin is linked to this high growth strategy, underpinned by a more aggressive pricing policy, leading to market share gains which will position the Group as larger player in its industry.

# SECTION 14: ADMINISTRATIVE AND MANAGEMENT BODIES AND SENIOR MANAGEMENT

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## Representation of the Company

Pursuant to Article 21.1 of the Articles of Association, the Chairman of the Board of Directors represents the Company.

As at the Date of the Information Document, the Chairman of the Board of Director is David De Filippis.

## Board of Directors

### 2.1 Composition

Pursuant to Article 15.1 of the Articles of Association, the management of the Company is granted to a Board of Directors, consisting of at least 5 but no more than 7 members.

As at the Date of the Information Document, the Board of Directors in office is composed by no. 5 members appointed upon incorporation of the Company, on January 12, 2021. The directors will remain in charge for a period not exceeding 3 financial years and until the approval of the financial statements related to their last term of office.

The full names, nationalities and functions of the current directors are as follows.

Name	Position	Place and date of birth
Orlando Taddeo	Executive Director	Formia (LT), Italy, May 19, 1974
David De Filippis	President	Rome (RM), Italy, February 24, 1971
Giuseppe Gallo	Non-Executive Director	Genoa (GE), Italy, January 1, 1961
Antonio Pisanelli	Independent Director	Benevento (BN), Italy, September 23, 1956
Letizia Macrì	Independent Director	Cassino (FR), Italy, September 15, 1985

The directors Letizia Macrì and Antonio Pisanelli meet the independence requirements set forth in the Article 15.5 of the Articles of Association.

On February 10, 2021, the Shareholders' Meeting of the Company resolved, among others, to grant (i) each Director an annual remuneration of € 30,000.00, in addition to the reimbursement of out-of-pocket expenses incurred and (ii) Mr. David De Filippis, as Chairman of the Board of Directors, an annual remuneration of € 60,000.00, plus reimbursement of out-of-pocket expenses.

On the same date, the Board of Directors of the Company appointed Mr. Orlando Taddeo as Chief Executive Officer of the Company and conferred on the latter a set of powers and tasks, including, among others, the power to perform all acts within the corporate purpose to be exercised without prejudice to the limitations provided for by the law and Articles of Association. Moreover, with particular reference to the powers regarding the protection of health and safety at the workplace (as provided in Italian Legislative Decree 81/2008 and subsequent amendments and additions), Mr. Orlando Taddeo is entrusted with all powers and the title of “Employer” (*Datore di Lavoro*) and “Principal” (*Committente*) pursuant to the mentioned Italian Legislative Decree no. 81/2008.

As a remuneration for the activities to be carried out as Chief Executive Officer of the Company, the Board of Directors granted Mr. Orlando Taddeo a fee equal to € 70,000.00, gross per annum, to be considered additional to the remuneration approved by the Shareholders’ Meeting for each Director.

To the best of the Company’s knowledge, there are no family relationships between the members of the Board of Directors or between such persons and senior managers.

To the best of the Company’s knowledge, none of the members of the Board of Directors has, in the last five years, reported convictions in relation to fraudulent offences or bankruptcy, nor has been associated in the performance of its duties with any receivership, liquidation or companies put into administration proceedings. In addition, none of these persons has been officially indicted and/or sanctioned by statutory or regulatory authorities (including designated professional bodies) in the performance of their duties, nor has been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of the Company or from acting in the management or conduct of the affairs of any issuer in the last five years.

Below is a brief biography of the current members of the Board of Directors, setting out their relevant management expertise and experience in business management:

**Orlando Taddeo** - Orlando Taddeo was appointed as Chief Executive Officer of the Company on January 12, 2021. Prior to this office, Mr. Taddeo served Airtime Ireland as Director since the incorporation in 2016. He gained valuable management skills worldwide with over 15 years of experience in the telecommunications sector. He worked from October 2017 to May 2019 as Director and Board Member of Cuentas Inc., an innovative Florida based mobile banking, and subsidiary of Heritage Ventures, listed on a U.S. regulated market providing solutions for the unbanked, underbanked, underserved and emerging markets in the U.S.A. He is the Founder and Managing Director of Heritage Ventures, as well as Chief Executive Officer of Opt1mize since October 2016. He fluently speaks two languages: Italian (Native Speaker) and English (Full Professional). He is an entrepreneur with a considerable academic background who is always looking for new challenges and business opportunities.

**David De Filippis** - David de Filippis was appointed as Chairman of the Board of Directors of the Company on January 12, 2021. He got a degree in Business and Economics at the University of Cassino (Italy) and obtained the qualification as chartered accountant in 1996, following an examination held at the University of Rome “La Sapienza”. He is enrolled at the Italian Statutory Auditor Register and he is an expert in bookkeeping and accounting of public bodies, as well as in Organization, Management and Control Models according to Decree 231. He worked from January 2018 to October 2019 as Director of Heritage Ventures while he currently holds the position of chairman both in Nextrades and Colligo Call Center. He owns two firms in Italy, one in Rome and the other in Formia, where he provides accounting, administrative and tax consulting services. He is the auditor of the National Gallery of Modern and Contemporary Art in Rome and an effective member of the Board of Statutory Auditors of Base Nautica Flavio Gioia S.p.A.

**Giuseppe Gallo** - Giuseppe Gallo was appointed as member of the Board of Directors of the Company on January 12, 2021. He gained relevant skills and expertise in the activities of consultancy and commercial management in several fields of the industrial sector, including in the production and marketing of vehicles; urban hygiene installations; waste collection equipment production and plastics. In particular, since 2012 he has been consultant with commercial management tasks for the Italian company Ecoservice S.p.A. as well as promoting partner and vice president of the Italian company Helesi Italia S.r.l. part of the group headed by the Greek company Helesi S.A leading manufacturer of plastic injection-moulded products. He also boast several experiences in sales and finance in Italian commercial companies, such as Aie S.p.A., Insofin S.p.A., Perival S.r.l.

**Antonio Pisanelli** - Antonio Pisanelli was appointed as Independent Director of the Company on January 12, 2021. He got a law degree at the University of Naples (Italy) and a master’s degree in Company’s Management and several post-graduate courses at SDA Bocconi. He gained relevant skills and expertise in providing financial and legal advice in the field of corporate finance, subsidised finance, business advisory and assistance to public administrations, providing direct assistance to companies and entrepreneurs (AIM Italia market listings, issuance of debt securities, debt restructuring procedures and M&A transactions). He worked in the Legal and Corporate Affairs Department of various companies such as Lottomatica S.p.A., Azienda Comunale Centrale del Latte di Roma, Banca FIDEURAM S.p.A., Gruppo SME-IRI and Montedipe S.p.A.

**Letizia Macri** - Letizia Macri was appointed as Independent Director of the Company on January 12, 2021. She got a law degree at the University of Cassino (Italy) in 2009 and obtained an executive program in Compliance Management at the LUISS Business School and a master’s degree in Privacy Officer and Privacy Consultant, organized by Federprivacy. She worked in the Legal and Corporate Affairs Department of various companies such as WIND Telecomunicazioni S.p.A., Ariston Thermo S.p.A. and Safilo Group S.p.A. She currently holds the role of Deputy Head Legal Affairs - Corporate Compliance Manager in AVIO S.p.A. (a company listed on the Italian regulated market), dealing with corporate law as well as corporate compliance with special focus on privacy issues, Organization, Management and Control Models, health and safety in the workplace, risk management.

The following tables show the companies, other than the Issuer, in which the members of the Board of Directors are or have been members of the administrative, management or supervisory bodies, or shareholders, in the last five years, with an indication of their status as at the Date of the Information Document.

Name	Company	Position	Status
Orlando Taddeo	Airtime Ireland	Chief Executive Officer	Current
	Opt1mize Holdings	Shareholder (beneficial owner) and Chief Executive Officer	Current
	Heritage Ventures	Shareholder and Managing Director	Current
	Nextmind Ltd.	Shareholder and Managing Director	Current
	Exor Ventures Ltd.	Director	Current
	Minerva S.r.l.	Director	Current

First S.r.l. in liquidazione (in liquidation)	Liquidator	Current
Infinity Call S.r.l. in liquidazione (in liquidation)	Liquidator	Current
Schemi S.r.l.	Director	Current
Consorzio Moove	Director	Current
Patrimonio S.r.l. in liquidazione (in liquidation)	Liquidator	Current
First Value S.r.l. in liquidazione (in liquidation)	Liquidator	Current
Cuentas Inc.	Director	Ceased
Limecom S.r.l.	Director	Ceased

Name	Company	Position	Status
David De Filippis	Airtime Ireland	Director	Current
	Colligo Call Center	Chairman	Current
	Heritage Ventures	Chairman of the Board of Directors	Current
	Nextmind Ltd.	Chairman	Current
	Storage Srl	Director	Current
	DGD S.p.A.S (limited partnership) di De Filippis Domenico & C.	Member with unlimited liability	Current
	Myboat S.r.l.	Director	Current
	Join4job S.r.l.	Director	Current
	Base Nautica Flavio Gioia S.p.A.	Auditor	Current
	DGD Service S.r.l.	Director	Current
	Ormida S.r.l.	Director	Current
	Myhome S.r.l.	Director	Current
	Ambra S.r.l. in liquidazione (in liquidation)	Liquidator	Current
	Opt1mize Partecipazioni S.r.l.	Director	Current

	Airport Rome Transfers S.r.l.	Director	Current
	IMAC S.r.l.	Chairman of the Board of Directors	Current
	GSG S.r.l.	Chairman of the Board of Directors	Current
	E-Service S.r.l.	Director	Current
	Heritage Ventures	Director	Ceased

Name	Company	Position	Status
Giuseppe Gallo	Beartech S.r.l.	Shareholder and Sole Director	Current
	8&9 S.r.l.	Shareholder and Sole Director	Current
	FD S.r.l.	Shareholder and Sole Director	Current
	Auri S.r.l.	Sole Director	Current
	Insofin S.p.A.	Vice Chairman of the Board of Directors	Current
	Perival S.r.l.	Shareholder and Director	Ceased
	Helesi Italia S.r.l.	Vice Chairman of the Board of Directors	Ceased
	Helesi Italia S.r.l.	Shareholder and Vice Chairman	Ceased

Name	Company	Position	Status
Antonio Pisanelli	Iniziativa Advisors S.r.l.	Director	Ceased

Name	Company	Position	Status
Letizia Macri	Servizi Colleferro - Società Consortile per Azioni	Director	Current

## 2.2 Operating Rules

### *Appointment and replacement*

The members of the Board of Directors shall be appointed on the basis of lists, submitted by the outgoing Board of Directors or by the Shareholders. Such lists include a number of candidates not

less than 2 and not more than the number of directors to be appointed, each one indicated with a progressive number. Each list must contain and expressly indicate at least 2 directors who meet the independence requirements set forth by applicable law and the Corporate Governance Code of Borsa Italiana S.p.A. Moreover, lists containing a number of candidates equal to or greater than 3 may not be composed only of candidates belonging to the same gender (male or female); such lists must include a number of candidates of the least represented gender such as to ensure that the composition of the Board of Directors complies with the provisions of law and regulations, from time to time in force, regarding the balance between genders (male and female), it being understood that if the application of the criterion of gender distribution does not result in a whole number, this must be rounded up to the next higher unit.

As regards lists presented by Shareholders, only those Shareholders who, alone or together with other shareholders, hold at the time of the submission of the list, a shareholding at least equal to that determined by Consob according to Article 147-ter of the Consolidated Financial Act, *i.e.* 1/40 of the corporate capital of the Company, and in accordance with the provisions set out by the Consob Regulation no. 11971/1999 (the “**Issuers’ Regulation**”) will be entitled to submit the lists. The ownership of the minimum shareholding for the submission of the lists is determined with respect to the shares registered in favour of the shareholder on the day on which the lists are lodged in the Company.

Each shareholder may submit or participate in submitting one list only and each candidate may appear only on one list upon penalty of ineligibility. Any person entitled to vote will vote for one list only. The election’s procedure is structured as follows:

- from the list that obtains the majority of the votes expressed by those entitled (the “**Majority List**”) are taken, following the order in which they appear in the list, all the directors to be elected but 1;
- the remaining director is derived by the list that obtained the second highest number of votes and that is not connected in any way, directly or indirectly, with the Shareholders who submitted or voted the Majority List (the “**Minority List**”);
- in case list votes being equal, a new vote by the Shareholders’ Meeting will take place, and the candidate who obtains a simple majority of votes will be elected;
- if only one list is submitted, all the directors shall be chosen, in numerical order, only from the submitted list, provided that it obtains a majority of the votes. If no list has been submitted, the Shareholders’ Meeting shall resolve by simple majority of votes, without following the procedure related to list voting.

In the event of the cessation of the office, for whatever reason, of one or more directors, their replacement is carried out in accordance with the provisions of Article 2386 of the Italian Civil Code by co-optation and by resolution approved by the Board of Statutory Auditors, provided that the majority is always made up of directors appointed by the Shareholders’ Meeting. The Directors thus appointed remain in office until the next Shareholders’ Meeting.

If the majority of the Board of Directors ceases to hold office from time to time (by resignation or other cause), at the same time, neither co-optation nor the obligations set forth in Article 2386, paragraph 2, of the Italian Civil Code shall take place and the entire Board of Directors shall be deemed to have resigned at the same time and shall be required to convene the Shareholders’ Meeting without delay as soon as possible for the appointment of the new administrative body. The entire administrative body, including any directors who have resigned, will in any case remain in office until the Shareholders’ Meeting which will arrange for their replacement and will in the meantime be able to carry out only the acts of ordinary administration, thus derogating from the provisions of Article 2386, paragraph 5, of the Italian Civil Code.

### *Powers of the Board of Directors*

The Board of Directors is entrusted with the broadest powers for the ordinary and extraordinary management of the Company, with the power to perform all the acts deemed appropriate for the achievement of the corporate purpose, excluding only those reserved for the shareholders' meeting by law.

The Board of Directors may:

- when not provided by the Shareholders' Meeting, appoint the Chairman from among its members. It may also appoint from among its members a Vice-Chairman and determine his powers;
- delegate, within the limits of the law and Articles of Association, its own functions to one or more of its members, including the Chairman and the Vice-Chairman, and determine their powers;
- delegate its powers, in whole or in part, to executive committees composed of some of its members, determining the limits of the delegation and of the attributed powers, which may at any time be revoked or replaced by the Board of Directors;
- appoint general managers, attorney general as well for specific acts or acts categories;
- appoint one or more committees with consulting, proposal or control function, determining the assignments and faculties in accordance with applicable laws and regulations.

### *Meetings of the Board of Directors*

The Board of Directors is called by the Chairman whenever he deems necessary, or when a written request is made by at least 2 (two) of its members at the registered office or elsewhere, in Italy or abroad, for at least 4 times per year. The Board of Directors may also be convened by the Board of Statutory Auditors, or by each permanent statutory auditor.

The call is made by the Chairman or, in his absence or impediment, by the Deputy Chairman (if appointed), by written notice sent by e-mail or other electronic instruments with confirmation of receipt at least 5 days before the meeting and, in cases of urgency, at least 24 hours before the meeting. The call notice must contain at least the day, place and time when the meeting will take place and the agenda.

The Board of Directors is validly constituted if, even in the absence of a formal call, all the directors in office and all the statutory auditors are present. The meetings are chaired by the Chairman of the Board of Directors or, in case of his absence or impediment, by the Chief Executive Officer, or in their absence, by other director designated by the majority of the attending directors and are validly formed if at least the majority of the Directors in office intervene; the resolutions are passed with the favourable vote from the majority of those present at the meeting. In the event of a draw, the Chairman's vote shall prevail.

The Board of Directors - also from time to time - appoints the secretary of the Board, who can be also chosen outside of its components.

Each resolution of the Board of Directors must be recorded in minutes signed by the Chairman or the secretary.

### *Videoconferences and Teleconferences*

Meetings of the Board of Directors may be held by teleconference or videoconference, provided that: (i) the Chairman and the secretary of the meeting, if appointed, are present in the same place and will arrange to sign the minute, since the meeting is deemed to be held at that place; (ii) the Chairman is allowed to verify the identity of those present at the meeting, to moderate the course of the meeting, to establish and declare the results of the voting; (iii) the secretary may adequately follow the meeting events that need to be recorded; (iv) those present at the meeting are allowed to take part in the discussion and vote simultaneously on the agenda, as well as to view, receive or send documents.

### *Non-compete duties*

The members of the Board of Directors are bound by a general duty of non-compete towards the Company. This implies that the directors may not be partners with unlimited liability in companies, or undertake, directly or indirectly, activities in competition with the Company's business or be appointed directors or general manager in competing companies.

Shareholders' Meeting may authorize waiver of the non-competition clause under Article 2390 of the Italian Civil Code.

### *Board Regulation*

On February 10, 2021, the Board of Directors adopted the Board of Directors Regulation, namely an internal regulation aimed at furtherly specifying the rules on the role, powers and functioning of the Board of Directors contained in the Company's Articles of Association.

More in detail, the Board of Director Regulation contains provisions on: (i) the role and activities of the Board of Directors as whole and in relation to specific members such as the CEO and Independent Directors, including provisions concerning internal specialised subcommittees (see Part I, Section 15, Paragraph 3 below); (ii) the functioning of the Board of Directors, detailing the convocation of and participation at the meetings as well as the relevant decision-making process and (iii) the internal control and risk management system.

Pursuant to the Board of Directors Regulation the Board of Directors is entrusted with the performance of the following activities, among others:

- examination, approval and implementation monitoring of the strategic, industrial and financial plans of the Company and of the Group;
- definition of the nature and level of risk that is consistent with the strategic objectives of the Company;
- definition of the Company's system of corporate governance and the structure of the Group;
- definition of the guidelines and assessment of the adequacy of the internal control and risk as well as appointment of the Head of the Internal Audit Office.

In any case, in the performance of the relevant activities, the Board of Directors Regulation provides for a strong collaboration and coordination between the Board of Directors and the CEO, Independent Directors and specialised subcommittees.

### *Board Secretary*

The Board of Directors is supported by a secretary office headed by the General Secretary of the Board of Directors assigned with the provision of operational and organisational support services to the Chairman and the members of the Board of Directors in the implementation of institutional tasks.

In particular, the secretary office of the Board of Directors supervises the production of documents supporting the discussion of items on the agenda of meetings of the Board of Directors and is involved in the compilation, verification and certification of the minutes of meetings of the Board of Directors.

## Board of Statutory Auditors

### 3.1 Composition

Pursuant to Article 23.1 of the Articles of Association, the Board of Statutory Auditors is made up of 3 (three) Permanent Statutory Auditors and 2 (two) Substitute Statutory Auditors.

The Board of Statutory Auditors of the Issuer was appointed on January 12, 2021 and shall remain in office until the date of the Shareholders' Meeting called to approve the financial statements for the financial year ending on 31 December 2023.

As at the Date of the Information Document, the Issuer's Board of Statutory Auditors is as follows.

Name	Position	Place and date of birth
Stefano Bardari	Chairman	Benevento (BN), Italy, April, 12 1974
Ulderico Granata	Permanent Statutory Auditor	Rome (RM), Italy, September 3, 1964
Pierfrancesco Argentino	Permanent Statutory Auditor	Florence (FI), Italy, October 14, 1967
Antonio Rosiello	Substitute Statutory Auditor	Benevento (BN), Italy, August 11, 1985
Diego Rossi	Substitute Statutory Auditor	Rome (RM), Italy, September 4, 1974

All members of the Board of Statutory Auditors are domiciled for their office at the Company's registered office.

On January 12, 2021, upon incorporation of the Company, the founder shareholders established an annual remuneration of € 14,000.00 per annum for the Chairman of the Board of Statutory Auditors and € 10,000.00 per annum for the Permanent Auditors, for the entire duration of their office.

As far as the Company is aware, as at the Date of the Information Document, none of the members of the Board of Statutory Auditors is related to the other members of the Board of Statutory Auditors and the members of the Board of Directors.

The Statutory Auditors in office as at the Date of the Information Document are not in any of the situations of incompatibility provided for by the applicable legislation and possess the necessary requisites of eligibility, honourableness and professionalism.

Below is a brief biography of the current members of the Board of Statutory Auditors.

**Stefano Bardari** - Stefano Bardari was appointed as Chairman of the Board of Statutory Auditors of the Company on January 12, 2021. He got a degree in Economics and Business at the University of Salerno, Italy (1998) and after completing the Professional Internship he obtained the qualification to practice as a Chartered Accountant and Auditor in Italy. He has been a member of the Order of Chartered Accountants for the Benevento Court District since April 2002. Since May 2002, he has been the administrative manager of Fratelli Cardillo S.r.l., a company operating in the automotive sector. His experience and professional training has always been aimed at the management and organization of companies, as well as having acquired significant experience in the field of business crisis management. In particular, he has held all the roles related to the company crisis under Italian law, working as bankruptcy curator, judicial commissioner, liquidator, financial advisor and attorney. In this connection, he was bankruptcy curator of a group of companies operating in Desio (MB), Italy in the automotive sector.

**Ulderico Granata** - Ulderico Granata was appointed as Statutory Auditor of the Company in January 12, 2021. He is an experienced certified public accountant and auditor, graduated in Economics at University Guglielmo Marconi. Mr. Granata is founding partner of the U.F. Consulting S.a.s., an Italian business consulting company specialized in business economy and reorganization. Formerly, he was Administrative and Financial Director at the Italian headquarters of the French multinational Intermarché, a company operating in the large-scale retail sector. Until 1995, he was Administrative Director of Zanzi & Figli S.p.A., an Italian company active in the field of plant engineering, where he gained significant experience in M&A transactions, managing acquisitions of companies as well as participating in mergers and other extraordinary operations. From 2011 to 2013, he served as a member of the Corporate Law Commission of the Order of Chartered Accountants and Accounting Experts of Rome.

**Pierfrancesco Argentino** - Pierfrancesco Argentino was appointed as Statutory Auditor of the Company on January 12, 2021. He is a tax advisor and business consultant as well as founding partner of Studio Argentino, where he provides consultancy on tax issues concerning M&A transactions, VAT and litigation, as well as on direct taxes for companies and individuals. He is official auditor and technical advisor of the Civil Court of Rome. After graduating in Economics at University of Florence, he worked for Prada Fashion Group as Controller of the Technical Division. In 1998, he obtained a Tax Law specialization in Rome and started advising companies operating in the field of telecommunication, cinema production and wineries. During his career, Mr. Argentino gained considerable experience in legal and tax matters related to the gaming industry.

**Antonio Rosiello** - Antonio Rosiello was appointed as substitute Statutory Auditor of the Company on January 12, 2021. He is Chartered Accountant and Auditor, with his own professional studio in Benevento, Italy. He carries out the typical activities of an accountant, providing assistance to companies in the start-up phase, programming, planning and control, and providing advice on corporate and tax matters. Mr. Rosiello is currently a collaborator of the professional firm “Bardari Commercialisti e Avvocati” in Benevento and he was formerly provided his professional services for the professional firm “Catalano Dell’Aquila” in Benevento, gaining experience in bankruptcy proceedings with particular attention to the particular attention to the fulfilments of the insolvency administrator.

**Diego Rossi** - Diego Rossi was appointed as substitute Statutory Auditor of the Company on January 12, 2021. He got a degree in Aeronautical Engineering at University of Sapienza in Rome, Italy and in Economics and Business at university of Tuscia in Viterbo, Italy. Mr. Rossi is a Chartered

Accountant and Auditor since 2007 and he has provided his professional service for the professional firm “Bonato e Rossi” in Bracciano, Italy. During his professional career Mr. Rossi has served as Statutory Auditor for several Italian legal entities.

The table below shows the main partnerships and limited companies other than the Issuer of which each member of the Board of Statutory Auditors in office has been a member of the administrative, management or supervisory bodies, or partner, at any time during the five years preceding the Information Document, with an indication of their respective status as at that Date of the Information Document.

Name	Company	Position	Status
Stefano Bardari	AMTS S.p.A.	Chairman of the Board of Directors	Current
	Liderlat S.r.l. in liquidation	Judicial Commissioner	Current
	Il Poliziotto Notturmo Cooperative company (Società Cooperativa)	Substitute Statutory Auditor	Current
	Tommaselli Autoveicoli S.r.l. in liquidation	Insolvency Administrator	Current
	Conbas S.r.l. in liquidation	Insolvency Administrator	Current
	Ciemmer S.r.l.	Insolvency Administrator	Current
	Dual Box S.r.l.	Insolvency Administrator	Current
	Art Sannio Campania joint-stock consortium company (Società consortile per azioni) in liquidation	Insolvency Administrator	Current
	Multiservice A.S.I. S.r.l.	Sole External Auditor	Current
	Bruesse S.r.l.	Insolvency Administrator	Current
	Officine Meccaniche Carlo Berretta - B.C.D. S.p.A.	Insolvency Administrator	Current
	Berretta Carlo Italia S.r.l. in liquidation	Insolvency Administrator	Current
	Dibi Simplified limited liability company (S.r.l.s.)	Sole Shareholder and Sole Director	Current
	Bene Holding S.p.A.	External Auditor	Current
	Arsac S.r.l. in liquidation	Liquidator	Ceased
	Maniee S.r.l. in liquidation	Insolvency Administrator	Ceased
“Cerulo Impianti” of Giovanni Cerulo Individual	Insolvency Administrator	Ceased	

	enterprise		
	Raci S.r.l.	Substitute Statutory Auditor	Ceased
	Colligo S.p.A.	Statutory Auditor	Ceased
	Intesa SanPaolo Formazione S.p.A.	Statutory Auditor	Ceased

Name	Company	Position	Status
Ulderico Granata	Immobiliare Appia S.r.l.	External Auditor	Current
	Gastrotermica Laurentina S.p.A.	Chairman of the Board of Statutory Auditors	Current
	Linda S.r.l.	Chairman of the Board of Statutory Auditors	Current
	M.D. Immobil Petroli S.p.A.	Statutory Auditor	Current
	Bona Dea S.r.l.	Chairman of the Board of Statutory Auditors	Current
	Società Nazionale Appalti Manutenzioni Lazio Sud S.N.A.M. S.r.l.	Chairman of the Board of Statutory Auditors	Current
	Immobiliare 03 S.r.l.	External Auditor	Current
	Aurora S.A.S. Limited partnership of Basile Teresa in liquidation	Liquidator	Current
	CM S.p.A.	Statutory Auditor	Current
	All Market S.p.A. in liquidation	Statutory Auditor	Current
	Roma Union Security S.r.l.	Statutory Auditor	Current
	Sadima 91 S.r.l. in liquidation	Sole External Auditor	Current
	U.F. Consulting S.A.S. Limited partnership	Limited Shareholder	Current
	Maxoil S.p.A.	Chairman of the Board of Statutory Auditors	Current
	Risparmio Casa Invest S.r.l.	Statutory Auditor	Current
	Alba Service Cooperative company (Società Cooperativa)	External Auditor	Current
	Tecnologie Sanitarie S.p.A.	Statutory Auditor	Current

Capitale Lavoro S.p.A.	Sole Director	Current
Emis S.p.A.	Statutory Auditor	Current
Lazio Events S.r.l.	Chairman of the Board of Statutory Auditors	Current
Texoil S.r.l.	External Auditor	Current
Società Energia Montecelato S.r.l.	Statutory Auditor	Current
Trigoria Uno Limited liability consortium company	External Auditor	Current
Eve S.r.l.	Sole Director	Current
Pandora Green S.p.A.	Statutory Auditor	Current
Consult Serv S.r.l. in liquidation	Liquidator	Current
Greenfinity S.p.A.	Statutory Auditor	Current
Pandora Capital S.r.l.	Substitute Statutory Auditor	Current
Bitris S.p.A.	Statutory Auditor	Current
U.S. Salernitana 1919 S.r.l.	Chairman of the Board of Statutory Auditors	Current
Società Sportiva La Bari 1908 S.r.l.	Statutory Auditor	Ceased
WD Cash Recovery S.r.l. in liquidation	External Auditor	Ceased
C.M. Centro Mercato S.p.A.	Statutory Auditor	Ceased
Project Costruzioni S.C. a R.L. Limited liability Consortium company	Liquidator	Ceased
Zanzi Servizi S.r.l.	Substitute Statutory Auditor	Ceased
Luigi Bruno S.r.l. in liquidation	Substitute Statutory Auditor	Ceased
Azienda Territoriale per l'Edilizia Residenziale Pubblica del Comune di Roma (Italian economic public body)	Chairman of the External Auditors	Ceased
Sicurezza e Ambiente S.r.l.	Chairman of the Board of Statutory Auditors	Ceased
M3S S.p.A.	Chairman of the Board of Directors	Ceased

	RCH S.p.A.	Statutory Auditor	Ceased
	M3SC S.r.l.	Chairman of the Board of Directors	Ceased
	Cryptotronika S.r.l.	Sole Director	Ceased
	FCG Consulting S.r.l.	Chairman of the Board of Directors	Ceased

Name	Company	Position	Status
Pierfrancesco Argentino	Bwin Emh Holding S.p.A.	Statutory Auditor	Current
	Bwin Italia S.r.l.	Statutory Auditor	Current
	Eurobet Holding S.r.l.	Statutory Auditor	Current
	Eurobet Italia S.r.l.	Statutory Auditor	Current
	La Degustazione S.r.l.	Director	Current
	Mesco DWC-LLC	Partner	Current
	TopPlay S.r.l.	Liquidator	Ceased
	Veneta Servizi S.r.l.	Liquidator	Ceased

Name	Company	Position	Status
Antonio Rosiello	N/A	N/A	N/A

Name	Company	Position	Status
Diego Rossi	CCD S.r.l.	Director	Current
	Colligo S.p.A.	Chairman of the Board of Statutory Auditors	Current
	Saluspiù mutual benefit association ( <i>Società di mutuo soccorso</i> )	Statutory Auditor	Ceased
	Team S.p.A.	Statutory Auditor	Ceased
	Tecnodom S.r.l.	Substitute Statutory Auditor	Ceased

## 3.2 Operating Rules

### *Appointment*

The Statutory Auditors are appointed by the Shareholders' Meeting and remain in office for 3 (three) years, until the date of the Shareholders' Meeting called to approve the financial statements for the last year of their office and may be reappointed.

The Board of Auditors is appointed from the lists submitted by the shareholders and therefore according to a list vote mechanism, which is structured as follows:

- lists shall be composed of two sections: one section for the permanent statutory auditors, the other section for the substitute statutory auditors. The first candidate in each section shall be chosen among the legal auditors recorded in the proper register and that meet the requirements provided by the applicable law;
- only those shareholders who, alone or together with other shareholders, hold at the time of the submission of the list, a shareholding at least equal to that determined by Consob according to Article 147-ter of the Consolidated Financial Act, *i.e.* 1/40 of the corporate capital of the Company, and in accordance with the provisions set out by the Issuers Regulation will be entitled to submit the lists. The ownership of the minimum shareholding for the submission of the lists is determined with respect to the shares registered in favour of the shareholder on the day on which the lists are lodged in the Company;
- each shareholder may submit or participate in submitting one list only and each candidate may appear only on one list upon penalty of ineligibility. Any person entitled to vote will vote for one list only;
- the first two candidates on the list obtaining the highest number of votes ("**Majority List**") are elected as permanent auditors in addition to the first candidate of the second most voted list ("**Minority List**") and that has been submitted by shareholders who are not even indirectly connected with the shareholders who submitted or voted the Majority List, who will also be appointed as Chairman of the Board of Auditors;
- the first candidate from the Majority List and the first candidate of the Minority List are elected as substitute auditors.
- if list votes are equal, a new vote will take place, and the candidate who obtains a simple majority of votes will be elected.

### *Duties and powers*

According to Article 2403 of the Italian Civil Code, applicable to joint-stock company (*Società per azioni*), the Board of Statutory Auditors of the Company is vested with the duty to monitor the compliance of the Company with the law and the Articles of Association, with the principles of proper administration and, in particular, the adequacy of the organisational, administrative and accounting structure adopted by the Company and its concrete functioning.

In order to perform such duties, the Board of Statutory Auditors is vested with the power to carry out inspections and checks, demand to the Board of Directors information on the trend of Company's and Group's business as well as specific deals. Eventually, the Board of Statutory Auditors may exchange information with bodies of Company's subsidiaries with regard to the systems of administration and supervision as well as the general trend of the business of such companies

## Senior Management

The following table shows the holders of the role of Senior Manager, having adequate skills and experience for the management of the Company.

Name	Position	Place and date of birth
Paolo Bona	Director of Operations	Rome (RM), Italy, September 14, 1981
Fabio Focarelli	Chief Financial Officer	Catanzaro (CZ), Italy, March 8, 1979

Below is a brief biography of the current Senior Managers, setting out its relevant management expertise and experience in business management.

**Paolo Bona** - Paolo Bona was appointed as Director of Operations of the Company on January 12, 2020. He is a strong motivating manager committed to fulfilling set goals, with over 15 years of working experience in different companies and businesses. He obtained a Diploma of Technical, Commercial and Administrative Expert at “Charles Darwin” Technical Commercial Institute and later, in 2010, graduated in Foreign Languages and Cultures at University of Roma 3 (Italy). He is currently Directors of Operations in Heritage Ventures and Chief Executive Officer in Dotel Clar S.l. (Barcellona, Spain). Previously, from 2015 to 2017, he was Real Estate Team Member in UBISS S.p.A., where he was in charge of the administration activities for over 15 divisions in central and southern Italy and of the assistance in design constructions and maintenance standards, monitoring budget and cost. He fluently speaks 3 different languages: Italian (native speaker), Spanish (advanced level) and English (advanced level).

**Fabio Focarelli** - Fabio Focarelli was appointed as Chief Financial Officer of the Company on April 1, 2021. He boasts significant structured experience, as director and CFO, in the financial management of complex multinational groups of companies, with shareholdings both in Italy and abroad, and in starting up companies, especially in non-EU countries. He also has experience in real estate management with significant investments both in Italy and abroad (Brazil, Eastern Europe, USA), in-depth knowledge of Finance and Control at both academic and corporate level as well as advanced negotiation skills and management of relationships with Financial Stakeholders (primary institutes and private funds). He is registered in the order of Chartered Accountants and that of Auditors (ITA) and in the OAM (Agents and Brokers Organisation ITA) register as a financial agent and credit broker.

To the best of the Company’s knowledge, there are no family relationships between the senior managers or between such persons and the members of the Board of Directors.

To the best of the Company’s knowledge, except as represented below, the senior managers have, in the last five years, not reported convictions in relation to fraudulent offences or bankruptcy, nor have been associated in the performance of its duties with any receivership, liquidation or companies put into administration proceedings. In addition, none of these persons has been officially indicted and/or sanctioned by statutory or regulatory authorities (including designated professional bodies) in the performance of their duties, nor has been disqualified by a court from acting as a

member of the administrative, management or supervisory bodies of the Company or from acting in the management or conduct of the affairs of any issuer in the last five years.

The following table shows the companies, other than the Issuer, in which each senior manager is or has been member of the administrative, management or supervisory bodies, or shareholder, in the last five years, with an indication of its status as at the Date of the Information Document.

Name	Company	Position	Status
Paolo Bona	Elite One Partners UK Ltd.	Director	Current
	Elite One Partners S.I.	Director	Current
	Dotel Clar S.I.	CEO	Ceased
	UBISS S.p.A.	Member of management and development real estate team	Ceased

Name	Company	Position	Status
Fabio Focarelli	Abacall S.p.A.	Chairman of the Board of Directors	Current
	Abramo Holding S.p.A.	Chief Financial Officer and Director	Ceased
	Abramo Real Estate S.p.A.	Chief Executive Officer	Ceased
	Abramo Customer Care S.p.A.	Director	Ceased
	Teledico S.p.A:	Chief Executive Officer	Ceased

## Conflict of interest

As at the Date of Information Document, to the best of the Company's knowledge, except as represented below, there are no current or potential conflicts between the obligations towards the Company of the members of the administrative, management and supervisory bodies and senior managers and their private interests and/or their obligations towards third parties.

Mr. Orlando Taddeo, in addition to the Shares that he directly owns, holds equity interest in the majority shareholder of the Issuer, Heritage Ventures. For further information on Company's and Group's shareholders see Part I, Section 18 of the Information Document.

In addition, Mr. Orlando Taddeo:

- is the beneficial owner, through Heritage Ventures, of a 32.2% equity interest in Opt1mize Holdings, which is counterparty of Airtime Ireland in the significant software licence agreement, described in detail in Part I, Section 21, Paragraph 1.2 of the Information Document as well as parent company of Opt1mize and
- is member of the Board of Directors of Opt1mize, which is counterparty of Airtime Ireland in the significant software licence agreement, described in detail in Part I, Section 21, Paragraph 1.2 of the Information Document.

Eventually, some directors have direct or indirect commercial or financial relationships with the Subsidiaries or they hold equity interest or management position in legal entities having commercial or financial relationships with the Issuer.

For further information on such agreements, see Part I, Section 19 of the Information Document.

## SECTION 15: BOARD PRACTICES

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### Date of expiration of the current term of office of the members of the Board of Directors

The Board of Directors of the Company in office as at of the Date of Information Document was appointed upon incorporation of the Company on January 12, 2021 and will remain in office until the date of the Shareholders' Meeting convened to approve the financial statements for the year ended as at December 31, 2023.

The following table shows, for each director in office as at of the Date of Information Document, the office held and the date of first appointment.

Name	Position	Date of first appointment
Orlando Taddeo	Chief Executive Officer	January 12, 2021
David De Filippis	Chairman	January 12, 2021
Giuseppe Gallo	Non-Executive Director	January 12, 2021
Antonio Pisanelli	Independent Director	January 12, 2021
Letizia Macri	Independent Director	January 12, 2021

### Information on contracts between the corporate officers and the Company

With respect to the members of the Issuer's Board of Directors, there are no employment contracts in force or additional agreements that provide for severance indemnities or other remuneration.

### Board specialized committees of the Company

On February 10, 2021, the Board of Directors has established a number of subcommittees to be effective upon the admission to trading of Company's Shares on Euronext Growth - in order to deal with specific matters. In this connection, the Board of Directors established, with respect of each subcommittee, a gross annual remuneration of € 10,000 for the role of Chairman and € 5,000 for the other members.

Brief particulars of the mentioned subcommittees are set out below:

- **Control Risk and Sustainability Committee;**
- **Nominations Committee;**

- **Remuneration Committee;**
- **Related Party Transactions Committee.**

Minutes of the meetings of each Committee are taken by the Secretary of the Committee. All Committees have a propositional function and assist the Board of Directors in the preparatory work on matters falling within their respective areas of responsibility.

As at the Date of the Information Document, the Company has not established any other committees in addition to those indicated above.

#### *Control Risk and Sustainability Committee*

The Control Risk and Sustainability Committee is chaired by the Independent Director Letizia Macrì, and composed by the Independent Director Antonio Pisanelli and Director Giuseppe Gallo.

Pursuant to the Terms of Reference for Control Risk and Sustainability Committee, its members shall be appointed by the Board and shall be made up of at least 3 members, the majority of whom should be independent non-executive directors.

Formal meetings of such committee are summoned by the secretary upon request of the Chairman or any other member of the committee, statutory or external auditor. Outside of the formal meetings, the Chairman of the committee maintains a dialogue with key individuals' involved in the Company's governance.

The role of the Control Risk and Sustainability Committee is to assist the Board in the discharge of its responsibilities in relation to internal control and risk management framework of the Company. The committee's objective is also to consider the material environmental, social and governance issues relevant to the Group's business activities. Therefore, the role of the Control Risk and Sustainability Committee is to support the Board in understanding the expectations of Company's stakeholders, understanding how Company's ability to create value is impacted by environmental, social and governance issues and monitoring external environmental, social and governance trends.

#### *Nominations Committee*

The Nominations Committee, established is chaired by the Independent Director Antonio Pisanelli, and composed by the Independent Director Letizia Macrì and Director Giuseppe Gallo.

Pursuant to the Terms of Reference for Nominations Committee, its members shall be appointed by the Board and shall be made up of at least 3 members, the majority of whom should be independent non-executive directors.

The Nominations Committee is an executive committee of the Board of Directors of the Company and has consultative and propositional functions towards the Board of Directors. In particular, the Nominations Committee expresses opinions to the Board of Directors regarding the size and composition of the Board of Directors and makes recommendations regarding the professional figures whose presence within the Board is deemed appropriate.

More in detail, such committee:

- submits candidates for director offices in case of co-optation, in case the replacement of an independent director should be necessary;
- expresses opinions regarding the size and composition of the Board of Directors as well as the professional skills deemed necessary within the Board of Directors;

- expresses opinions with regard to the maximum number of offices as director or statutory auditors in other companies that may be considered compatible with and effective performance of a directors' duty;
- proposes to the Board of Directors a list of candidates of directors to be submitted by the outgoing Board of Directors.

#### *Remuneration Committee*

The Remuneration Committee is chaired by the Independent Director Antonio Pisanelli, and composed by the Independent Director Letizia Macrì and the Chairman of the Board of Directors David De Filippis.

Pursuant to the Terms of Reference of the Remuneration Committee, its members shall be appointed by the Board and shall be made up of at least 3 members, the majority of whom should be independent non-executive directors.

The Remuneration Committee is an executive committee of the Board of Directors of the Company and has consultative and propositional functions towards the Board of Directors. In particular, it recommends to the Board of Directors the remuneration policy concerning the directors and other officers with strategic responsibilities.

More in detail, such committee:

- gives advice on the general policy for the remuneration of executive directors, other directors who cover particular offices and key management personnel;
- assists the Board of Directors in the identification of the performance objectives related to the variable component of the remuneration of executive directors and other directors who cover particular offices;
- monitors the adequacy, overall consistency and the actual application/implementation of the general policy adopted for the remuneration of executive directors and other directors who covered particular offices verifying, in particular, the actual achievement of the identified performance objectives;
- gives advice on the remuneration of executive directors and other directors who cover particular offices, ensuring that they are consistent with the general remuneration policy adopted by the Company.

#### *Related Party Transactions Committee*

The Related Party Transactions Committee is chaired by the Independent Director Letizia Macrì, and composed by the Independent Director Antonio Pisanelli and Director Giuseppe Gallo.

The Committee for transactions with Related Party is composed of three non-executive directors, the majority of whom are independent, appointed by the Board of Directors. All members of the Committee remain in office until they resign, cease to hold office or lose their independence requirements.

All members of the committee shall have the right at any time to request information and to make observations to the responsible body, the executive directors and the persons responsible for the conduct of the negotiations of the related party transaction or gathering of information and to seek

assistance from one or more independent experts of their own choosing, at the expense of the Company.

## Measures of compliance with Italian law provisions on the prevention of administrative liability of legal entities

### *Model 231*

As at the Date of the Information Document, the Company has adopted an organisational, management and control model pursuant to Decree 231 (the “**Model 231**”), requiring the adoption and proper functioning of such a model by companies and other legal entities in order not to incur in criminal liability for offences committed in the interest of the company itself by senior managers and personnel under the supervision of the latter.

The Model 231 was drawn up by the Company on the basis of the identification of areas of potential risk in the Company’s and Group’s activities and aims to:

- ensure conditions of fairness and transparency in the conduct of business and corporate activities, to protect its position and image as well as the expectations of its employees and
- raise awareness of all those who work in the name and on behalf of the Issuer so that they follow, in the performance of their activities, correct and straightforward conduct, such as to prevent the risk of commission of the offences referred to in Decree 231.

### *Code of Ethics*

In connection with the Model 231, the Company adopted a Code of Ethics setting out the principles of conduct in business together with the commitments and responsibilities of Group’s employees, in order to ensure effective prevention and detection of violations of laws and regulatory directives applicable to its activities.

Such Code of Ethics applies to the Board of Directors, Board of Statutory Auditors, external auditors of the Company and its Subsidiaries, to all employees of the companies belonging to the Group, and to all other parties or companies who act in the name of or on behalf of one or more companies of the Group.

More specifically, the Code of Ethics recommends, promotes or prohibit certain behaviours, regardless of what is laid down by law, and provides for penalties proportionate to the seriousness of any infringements committed.

The Code of Ethics was drawn up based on the best standards of good corporate governance and is structured as follows:

- a section concerning business conduct policies requiring all its employees and other recipients to adapt their behaviour to the Group’s values of conduct in business, which are declined with respect to several areas or activities of potential risk such as, among the others, corporate governance, conflict of interests, confidentiality obligations, bribery and illicit payments, money laundering;
- a section dedicated to rights and duties of employees towards the Company or any of the Subsidiaries, aimed at promoting equal opportunities, maintaining a good working

environment, protecting the privacy of employees, encouraging proper use of Company's assets and prohibiting harassment or any kind of other undesired behaviour;

- a section concerning external relations of the Company and Group and their employees, with the purpose of maintaining and developing their own business relations with all categories of interested parties by acting in good faith, with loyalty, fairness, transparency and due respect for the fundamental values of the Group. Such section contains provisions as regards the relations with, *inter alia*, suppliers, customers, public authorities, trade unions, political parties and supervisory and control authorities;
- a section concerning health, safety and environment promoting behaviours capable of safeguarding the health and safety of its employees, as well as environmental protection in the workplace;
- a section on accounting and internal control containing provisions aimed at maintaining high standards of financial planning and control, and accounting systems consistent with and appropriate to the accounting principles applicable to Group's companies;
- a section on the implementation of the Code of Ethics setting out that the managers of Group's various lines of business activities and functions shall be responsible for ensuring the achievement of the highest standards of best practice relative to its moral, social and business management responsibilities towards interested parties.

### *Supervisory Body*

Together with the adoption of the Model 231, the Company set up a supervisory body pursuant to Article 6, paragraph 1, letter b) of Decree 231 (the "**Supervisory Body**") with the aim of supervising the operation of and compliance with Model 231 and ensure that latter is regularly and properly updated.

As at the date of the Information Document, the Supervisory Body, appointed in monocratic form by resolution of the Company's Board of Directors on 10 February, 2021, is composed of the external professional Rosario De Maio, in office until the date of the Shareholders' Meeting called to approve the financial statements for the financial year ending on 31 December 2023 and entitled to a fee of € 24,000.00, plus expenses, taxes and contributions provided by law. The Supervisory Body thus composed meets the requirements of autonomy, independence, professionalism and continuity of action required by law for such a body.

The Supervisory Body is entrusted, *inter alia*, with the following tasks:

- to supervise the actual application of the Model 231 and to ascertain the appropriateness of the disciplinary sanctions provided for by the Model 231;
- to verify the effectiveness of the Model 231, namely its actual suitability to prevent the commission of one of the offences set out in the special parts;
- to identify and propose to the Board of Directors updates and amendments to the Model 231 in relation to changing legislation and/or changing of Company's needs or conditions;
- to verify that the update and amendment proposals formulated by the Board of Directors have actually been implemented in the Model 231;
- to periodically check the map of the areas at risk of crime and the adequacy of the control points in order to propose changes in relation to changes in the activity and/or the Company's structure;

- to periodically carry out, on the basis of the activity plan of the Supervisory Body established in advance, targeted checks and inspections on specific operations or acts carried out in the areas at risk of offence;
- conducting internal investigations to ascertain alleged violations of the provisions of this Model 231 brought to the attention of the Supervisory Body by specific reports or which have come to light in the course of the Supervisory Board's supervisory activities.

The Supervisory Board meets periodically, examines the cases and the problems that have emerged, also with reference to the updating and/or amendment of the Model 231, takes minutes of its meetings and keeps the minutes in a special book at the Company's registered office.

The Supervisory Board reports annually to the Board of Directors and the Board of Statutory Auditors of the Company. If the seriousness of the alleged offence justifies it, the Supervisory Board shall immediately inform the Board of Directors and, where applicable, the Board of Statutory Auditors. The Board of Directors shall assign to the Supervisory Body the resources deemed appropriate for the performance of the task assigned.

## Statement on the corporate governance

The Company is organised according to the one-tier system of corporate governance set out in the Articles of Association, with the Shareholders' Meeting and the Board of Directors and it is firmly committed to the highest standards of corporate governance and maintaining an effective framework for the control and management of the business. The Board of Directors acknowledges that it is responsible for maintaining the Company's system of internal control and risk management process. Such a system is designed to identify, manage and mitigate financial, operational and compliance risks inherent to the Company and it is accountable to the Shareholders for financial performance.

Even if the Company is not obliged to adopt any corporate governance code, the same has decided, on a voluntary basis, to be binding to the following provisions:

- **Minority Director.** At least one (1) member of the Board of Directors is drawn from the Minority List that obtained the highest number of votes and is not connected in any way, neither indirectly, to the shareholders who submitted or voted the list that obtained the highest number of votes;
- **Independent Director.** At least one (1) member of the Board of Directors must meet the independence requirements provided by law and regulatory provisions. The independent director who, after appointment, loses the independence requirements, shall immediately notify the Board of Directors. The loss of the independence requirements results in removal from office, unless such requirements are still held by a minimum number of directors as established by the legislation from time to time in force;
- **Gender equality.** At least one (1) member of the Board of Directors, if made of five (5) members, must belong to the less represented gender. In presence of Board of Directors made by more than five (5) members, two (2) directors shall belong to the less represented gender;
- **Specialized Committees.** The Board of Directors has set up four (4) specialized committees (*i.e.* Control Risk and Sustainability Committee, Nominations Committee, Remuneration Committee and Related Party Transactions Committee) in order to delegate relevant powers and controlling activities to bodies made of a majority of independent directors.

In addition, the Company approved, in accordance with the principles of international best practice for listed companies, the updated version of the following documents: (i) a Policy for the execution of Related Party transactions; (ii) a Policy under the Regulation (EU) 596/2014 for the internal management and external disclosure of inside information (iii) and an Anti-corruption Policy.

## SECTION 16: CONSIDERATION AND ADVANTAGES

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### Consideration of corporate officers

#### *Board of Directors*

Since the Company has been incorporated on January 12, 2021, the Issuer has not granted any consideration or benefit in kind for the fiscal year ended December 31, 2020 to the members of the Board of Directors in office as at the Date of the Information Document.

However, the following table shows the consideration and benefits in kind (including any contingent or deferred compensation) of the members of the Board of Directors in office as at the Date of the Information Document for the fiscal year ended December 31, 2020, granted by the Subsidiaries.

Name	Position	Compensation by the Subsidiaries	Total
Orlando Taddeo	Chief Executive Officer	€ 240,000.00	€ 240,000.00
David De Filippis	Chairman	€ 14,144.00	€ 14,144.00
Giuseppe Gallo	Non - Executive Director	N/A	N/A
Antonio Pisanelli	Independent Director	N/A	N/A
Letizia Macrì	Independent Director	N/A	N/A

#### *Board of Statutory Auditors*

Since the Company was incorporated on January 12, 2021, the Issuer has not granted any consideration or benefit in kind for the fiscal year ended December 31, 2020 to the members of the Board of Statutory Auditors in office as at the Date of the Information Document.

None of the members of the Board of Statutory Auditors in office as at the Date of the Information Document received any consideration and benefits in kind (including any contingent or deferred compensation) by the Subsidiaries for the fiscal year ended December 31, 2020.

#### *Senior Managers*

Since the Company has been incorporated on January 12, 2021, the Issuer has not granted any consideration or benefit in kind for the fiscal year ended December 31, 2020 to the senior managers in office as at the Date of the Information Document.

The senior manager in office as at the Date of the Information Document has not received any consideration and benefits in kind (including any contingent or deferred compensation) by the Subsidiaries for the fiscal year ended December 31, 2020.

## Amounts provisioned by the Company for the payment of pensions, retirement and other benefits to corporate officers

Nor the Issuer nor any Subsidiary has paid any amount for the fiscal year ended at December 31, 2020 for the pensions, retirement and other benefits to members of the Board of Directors and senior managers in office as at the Date of the Information Document.

## Shareholdings and financial instruments of the corporate officers

The table below shows interests or shareholdings in the Company's share capital held by corporate officers of the Company at the Date of the Information Document.

Name	Shareholding (%)	Voting Rights (%)	Date of acquisition*
Orlando Taddeo**	296,400 - 5.2%	5.2%	January 12, 2021
David De Filippis	76,800 - 1.2%	1.2%	January 12, 2021
Giuseppe Gallo	N/A	N/A	N/A
Antonio Pisanelli	N/A	N/A	N/A
Letizia Macrì	N/A	N/A	N/A

\* For sake of clarity, the date of acquisition is the date of the incorporation of the Company.

\*\* In order to correctly represent the shareholdings held by the corporate officers, the stake of Orlando Taddeo illustrated in the table above represents only the stake he directly holds in the Company. However, as holder of the full share capital of Heritage Ventures, he indirectly owns 77.66% of the share capital of the Issuer.

## SECTION 17: EMPLOYEES

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### Number of employees and allocation by function

The following table summarizes the Issuer's employees and collaborators at the Date of the Information Document, by category.

Category	No.
Senior Executives	2
Employees	2
Collaborators	1
<b>Total</b>	<b>5</b>

In addition to the mentioned resources, Airtime Ireland hires the following employees and collaborators by category.

Category	No.
Senior Executives	1
Employees	1
Collaborators	2
<b>Total</b>	<b>4</b>

### Shareholding and stock options

The following table shows the interests or shareholdings in the Company's share capital held by employees of the Group at the Date of the Information Document.

Name	Shareholding (%)	Voting Rights (%)	Date of acquisition
Federico Germondani	1.2%	1.2%	January 12, 2021
Paolo Bona	0.4%	0.4%	January 12, 2021

## SECTION 18: MAIN SHAREHOLDERS

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### Shareholders holding financial instruments exceeding 3% of the company's share capital

As at the Date of the Information Document, on the basis of the results of the shareholders' ledger, the communications received pursuant to law and other information available to the Issuer, the Shareholders holding, directly or indirectly, more than 3% of the share capital of the Company are set out below.

Shareholders	Number of Shares	% of share capital
Heritage Ventures Ltd.	4,426,620	77.66%
Bimatics EOOD	311,220	5.46%
Orlando Taddeo	296,400	5.2%
Renzo Menarini	206,910	3.63%
Other	458,850	8.05%
<b>Total</b>	<b>5,700,000</b>	<b>100%</b>

### Specific voting rights of the main shareholders

As at the Date of the Information Document, the Company has issued only ordinary shares and no shares carrying voting rights other than ordinary shares have been issued. Therefore, all shareholders have the same voting rights.

### Information concerning the control of the Company

As at the Date of the Information Document, Orlando Taddeo, Chief Executive Officer of the Company, owns 100% of share capital of Heritage Venture, the majority shareholder of the Company.

For further information on the composition of the Issuer's share capital please see the Part I, Section 7, Paragraph 1 of the Information Document.

## Agreements whose implementation might result in a change in the Company's control structure after the publication of the Information Document

As at the Date of the Information Document, to the best to the Company's knowledge, there are no agreements in force whose implementation might result in a change in the relevant control structure.

## Statement of pledges

As at the Date of the Information Document, to the best to the Company's knowledge, there are no pledges on the Shares of the Company.

## SECTION 19: RELATED-PARTY TRANSACTIONS

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### Introduction

Subject to the admission on Euronext Growth Paris, the Board of Directors of the Issuer approved the “Procedure on Related Party Transactions” (the “RPT Procedure”), adopted in accordance with Article 2391-*bis* of the Italian Civil Code and Article 4, paragraphs 1 and 3 of the CONSOB Regulation on related party transactions adopted with resolution no. 17221 of 12 March 2010, as subsequently amended.

The RPT Procedure governs the rules relating to the identification, approval and execution of transactions with Related Parties entered into by the Issuer and the other companies of the Group, in order to ensure their transparency as well as their substantial and procedural correctness. The Issuer has adopted the RPT Procedure in order to identify and formalise the assumptions, objectives and contents of the solutions implemented and assess their effectiveness and efficiency so as to pursue the objectives of integrity and impartiality of the decision-making process with respect to the interests of Shareholders and creditors as a whole, the efficient functioning of the corporate bodies and its operations.

The RPT Procedure can be consulted on the Issuer’s website, at the address [www.airtimepartecipazioni.com](http://www.airtimepartecipazioni.com).

The Company has entered into, within the scope of its operations, and it could continue to enter into transactions primarily of commercial and financial nature with Related Parties, as defined by Accounting Standard IAS 24 “Related Party Disclosures”.

As at the Date of the Information Document, in the Company’s management opinion, supported by the favourable opinion of the Related Party Transactions Committee, the transactions entered into with Related Parties cannot be considered as either atypical or unusual, and they fall within the ordinary course of business of the Company, and the relevant conditions actually applied are consistent with current market conditions. Nevertheless, there is no assurance that if such transactions were concluded between, or with, third parties, they would have negotiated or entered into the relevant agreements, or carried out the transactions, on the same conditions and with the same terms.

The following persons, both natural and legal, have been identified as Related Parties:

#### *Legal Entities*

Heritage Ventures, Airtime U.S.A., Opt1mize Technologies Founders Ltd., Opt1mize Technologies Holdings Ltd., Opt1mize Technologies Ltd., Opt1mize Technologies LLC, Opt1mize Orange Ltd., Reload S.p.A., Nextmind Ltd., Imac S.r.l., 4U Italia S.r.l., Conbytes Limited, Minerva S.r.l., E-Service S.r.l. and Red Gestioni S.r.l.

#### *Individuals*

Orlando Taddeo, David De Filippis, Giuseppe Gallo, Letizia Macri, Antonio Pisanelli, Federico Germondani and Paolo Bona.

## Intra-group operations

It is reported below a table indicating details of each intra-group operations constituting a Related Party transaction entered into by the Company and Airtime Ireland as at the Date of the Information Document.

Related Parties	Transaction nature	Value	Reference Year
Company - Heritage Ventures	Share Purchase Agreement for the acquisition of 100 shares of Airtime PL	PLN 5,000.00	2020
	Share Purchase Agreement for the acquisition of 4,710 shares of Airtime RO	RON 47,100.00	2020
	Loan Agreement	US Dollar 1,300,000	2020
Company - Airtime U.S.A.	Loan and receivables purchase agreement	N/A	2020
Company - Airtime Ireland	Services Agreement	€ 1,000,000	2021

### Share Purchase Agreement with Heritage Ventures for the acquisition of 100 shares of Airtime PO

On May 6, 2020 Airtime Ireland, as buyer, entered into a share purchase agreement with Heritage Ventures, as seller, governed by Polish law, for the acquisition of 100 shares, with nominal value of PLN 50 each and total value of PLN 5,000.00, in the share capital of Airtime Poland.

The consideration for the transfer of the shares amounted to their global nominal value of PLN 5,000.00.

### Share Purchase Agreement with Heritage Ventures for the acquisition of 4,710 shares of Airtime RO

On April 27, 2020, Airtime Ireland, as buyer, entered into a share sale and purchase agreement with Heritage Ventures, as seller, governed by Romanian law, for the acquisition on 4,710 shares, with a nominal value of RON 10 each and a total value of RON 47,100.00, representing the 99% of the share capital of Airtime Romania.

The shares has been sold at their nominal value, therefore for a consideration of RON amounting to 47,100.00, payable by Airtime Ireland until December 31, 2020.

### Loan Agreement with Heritage Ventures

On December 16, 2020, Airtime Ireland, as lender, entered into a loan agreement with Heritage Ventures, as borrower, governed by Irish law, whereby Airtime Ireland agreed to make available to

Heritage Ventures a loan facility, carrying no interest, for a global maximum amount of USD 1,300,000 to be employed to increase the working capital of the latter. Pursuant to such an agreement Heritage Ventures may avail itself of such loan facility from time to time by making a drawdown request to Airtime Ireland.

The amount outstanding of such loan has to be repaid by Heritage Ventures in one bullet payment on the date of expiry, *i.e.* one year starting from the signature date. Moreover, such loan shall be immediately repayable on the occurrence of an event of default of Heritage Ventures, as defined within such an agreement. The amount outstanding of such a loan shall be reduced from time to time in respect of amounts owed by Airtime Ireland to Heritage Ventures or other companies controlled by the latter.

#### Loan and receivables purchase agreement with Airtime U.S.A.

On November 11, 2020, Airtime U.S.A., as seller and borrower, entered into a loan and receivables purchase agreements with Airtime Ireland, as purchaser and lender.

In particular, according to such agreement, the seller is entitled to offer to sell and assign the receivables generated by its telecommunications trading activity to the purchaser, which may agree to purchase, at a discounted price, and accept assignment of such receivables.

In addition, the seller may request from the purchaser a monthly advance, accruing a daily interest at 0.06%, for the entire duration of the agreement, provided that each previous advance has been fully repaid and, in any case, up to the maximum loan amount represented by the value of credit insurance available for the borrower's bank account.

The referred agreement is governed by the laws of Ireland and has a period of validity of three years from the signature date. Both the parties may terminate each of those agreements by giving written notice to the other party at least three months in advance.

In addition, the purchaser is entitled to terminate the agreement with immediate effect in case of:

- material breach by the seller of any of the terms and conditions of the agreement which is incapable of remedy, or if capable of remedy is not remedied within thirty days;
- any warranty or undertaking given by the seller is found to be untrue or misleading;
- the occurrence, in respect of the seller, of an event of insolvency;
- change of control of the seller during the term of the agreement, resulting in the purchaser's loss of any form of direct or indirect control over the seller itself.

#### Services Agreement with Airtime Ireland

On April 1, 2021, the Company entered into a services agreement with Airtime Ireland whereby, against a consideration of € 1,000,000 per year, the former undertakes to provide the latter with the following services:

- web marketing and communication,
- accounting data processing,
- management control support,
- IT licenses,
- GDPR system support and

- maintenance and certification quality system support.

## Related-Party operations

It is reported below a table indicating details of any Related Party transaction entered into by the Company and Airtime Ireland as at the Date of the Information Document due to its relevance for the Group.

Related Parties	Transaction nature	Value	Reference Year
Airtime Ireland - Minerva S.r.l.	Management and Consulting Agreement	€ 20,000.00 per month	2019
Airtime Ireland - E-service S.r.l.	Service Agreement	€ 588,000.00 per year	2020
Airtime Ireland - Orlando Taddeo, David De Filippis, Federico Germondani, Paolo Bona	Share subscription agreement	€ 20.00	2020
Company - Red Gestioni S.r.l.	Real Estate Lease Agreement	€ 42,000 annual	2021

### Management and Consultancy Agreement with Minerva S.r.l.

On August 1, 2019, Airtime Ireland and Minerva S.r.l. (“**Minerva**”) entered into a consultancy agreement whereby Minerva agreed to provide consultancy services in favour of Airtime Ireland through the person of Mr. Orlando Taddeo (the “**Consultant**”). Pursuant to such agreement:

- the Consultant shall: (i) serve as the Chairman of Airtime Ireland; (ii) serve as Chief Executive Officer of Airtime Ireland; (iii) provide any other business and professional services in the performance of his duties, consistent with the Consultant’s position and skills, as reasonably assigned by Airtime Ireland’s Board of Directors;
- Minerva is not entitled to provide the services through any person other than the Consultant without the prior written consent of Airtime Ireland;
- as a consideration for the consultancy service subject to this agreement, Airtime Ireland shall pay Minerva a monthly fee equal to € 20,000.00;
- Airtime Ireland shall reimburse Minerva for: (a) reasonable travel, entertainment or other expenses, (b) professional literature magazines, conferences and events, and (c) communication expenses (including internet and landline for the Consultant’s office and mobile phone) incurred by the Consultant;
- Minerva covenants with Airtime Ireland that it will not, and shall procure that the Consultant will not, directly or indirectly, on its or his own behalf or on behalf of or in conjunction with any firm, company or person for the term of the agreement and for 12 months following the

termination of the agreement enter into an agreement in competition with any business of Airtime Ireland;

- the agreement shall be effective from the signature date and shall continue until terminated by either party giving to the other not less than 90 days' notice in writings;
- Airtime Ireland may terminate the agreement at any time without notice and without payment in lieu of notice if the Consultant or the Consulting Company shall be guilty of an act or omission such as: (i) material breach of this Agreement that is not cured within thirty days of receipt of notice from Airtime Ireland, (ii) the Consultant is convicted of a criminal offence which carries moral turpitude; (iii) fraud or dishonesty in connection with the agreement; (iv) the Consultant or any other person on his behalf alleges that the Consultant is an employee of Airtime Ireland;
- the agreement is governed by Irish law.

#### Service agreement with E-Service S.r.l.

On May 2, 2020, Airtime Ireland entered into a service agreement with the Italian company IMAC S.r.l. - *Società a socio unico* ("IMAC") for the provision of the following services and activities, for the duration of five years from the signing date:

- web marketing and communication;
- accounting data processing;
- management control support;
- GDPR system support and
- maintenance and certification quality system support.

Such agreement has been transferred by IMAC to the Italian company E-service S.r.l. ("E-service") on August 28, 2020 as part of the transaction whereby IMAC transferred the business branch "Activities & Services" in favour of E-service.

Under the service agreement in question, E-service shall exclusively provide for such activities and services and cannot outsource them to third different parties.

The consideration for the services provided for by E-service is established at a fixed price in annual overall amount of € 588,000.00 to be paid by Airtime Ireland in twelve monthly advance instalment of € 49,000.00 each.

Each party may withdraw from such agreement by giving the other party notice, by certified mail or registered letter with acknowledgement of receipt, at least six months in advance and in any case following at least twelve months from its date of effect.

According to the service agreement, E-service has expressly relieved Airtime Ireland from any criminal and civil liability to third parties in relation to the activities and services entrusted.

Such an agreement is governed by Italian law and other specific laws and regulations while any dispute and/or controversy related to the agreement is submitted to the Court of Rome (Italy).

The parties have mutually terminated such an agreement.

Shares subscription agreement with Orlando Taddeo, David De Filippis, Federico Germondani and Paolo Bona

On January 6, 2020, Airtime Ireland entered into a share subscription agreement with Orlando Taddeo, David De Filippis, Federico Germondani and Paolo Bona as employees, whereby Airtime Ireland, in order to recognise the contribution of such persons to the business of Airtime Ireland, allotted and issued, fully paid-up, some of its shares to the mentioned persons in the following amounts: Orlando Taddeo n. 13 shares representing 5.2% of Airtime Ireland share capital, David De Filippis n. 3 shares representing 1.2% of Airtime Ireland share capital; Federico Germondani n. 3 shares representing 1.2% of Airtime Ireland share capital; Paolo Bona n. 1 share representing 0.4% of Airtime Ireland share capital.

In addition, such agreement contains some rules on the compulsory transfer of the assigned shares. More in detail:

- in the event that one of the assignees, except for Orlando Taddeo, leaves his employment in Airtime Ireland in circumstances where he is a “good leaver”, such assignee is obliged to immediately transfer the received shares. More in detail, Airtime Ireland (i) shall act as agent in the sale of such shares and their sale price shall be the market value thereof as calculated by an expert and (ii) shall have the first right to purchase the shares and if it is not in a position to so purchase or elects not to, the remaining shareholders shall have the right to purchase pro-rata to their existing shareholding;
- in the event that one of the assignees, except for Orlando Taddeo, leaves his employment in Airtime Ireland in circumstances where he is a “bad leaver”, such assignee is obliged to immediately transfer the received shares. More in detail, Airtime Ireland (i) shall act as agent in the sale of such shares and their sale price shall be their par value (ii) shall have the first right to purchase the such shares and if it is not in a position to so purchase or elects not to, Heritage Ventures shall have the right to purchase such shares at par value.
- where Heritage Ventures receives an offer for the sale of the entire issued share capital of Airtime Ireland to an unaffiliated third party, each assignee of the shares shall consent and sell his shares (including any warrants or options to require shares) to the proposed purchaser for the same price per share as Heritage Ventures is to receive (less, in the case of options or warrants, the exercise price for such options or warrants).

Such a subscription agreement is governed by Irish law and any dispute or claim concerning or arising out of such an agreement is submitted to the exclusive jurisdiction of the courts of the Republic of Ireland.

Real Estate Lease Agreement with Red Gestioni S.r.l.

On April 1, 2021, the Company, as tenant, entered into a real estate lease agreement, whose commencement date is fixed at June 1, 2021, with the Italian limited liability company Red Gestioni S.r.l., as landlord, concerning the lease of part of the real estate located in Rome, via Affogalasio n. 105, to be used as office of the Company, against a consideration of € 100,000 per year.

## SECTION 20: SUPPLEMENTARY INFORMATION

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### Share capital

#### 1.1 Subscribed and paid in share capital

As at the Date of the Information Document, the Company's share capital, fully subscribed and paid in, amounts to € 57,000,000.00, divided into no. 5,700,000 Shares.

#### 1.2 Shares not representing the share capital

As at the Date of the Information Document, there are no shares or other securities which do not represent the Company's capital.

#### 1.3 Treasury Shares

As at the Date of the Information Document, the Company does not own any treasury shares.

Nevertheless, on June 8, 2021, the Shareholders' Meeting of the Company resolved to authorise, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, the Board of Directors, at any time, to purchase, on one or more tranches, for a period of 18 months from the date of this resolution, ordinary treasury shares up to a maximum number that, taking into account the ordinary shares of Airtime Partecipazioni S.p.A. from time to time held in the portfolio by the Company or any of its subsidiaries, does not exceed the maximum limit established by the applicable *pro tempore* regulations.

Pursuant to the mentioned resolution, the purchases of treasury shares may be made at a unit price not higher than the maximum value of the reference price recorded in the session of the day preceding each individual purchase transaction. However: (i) the Company may use for the purchase of treasury shares up to a maximum of € 2,500,000.00; (ii) without prejudice to the provisions of Article 132 of the Consolidated Financial Act and Article 2357 of the Italian Civil Code, the purchases must be made in compliance with the applicable provisions of the law and regulations and, in particular, in accordance with the provisions of Article 132 of the Consolidated Financial Act and the applicable implementing regulations; (iii) the purchases may be made within the limits of the distributable profits and the available reserves resulting from the last duly approved financial statements (including interim financial statements) with the consequent constitution, pursuant to Article 2357-ter, paragraph 3, of the Italian Civil Code, of an unavailable reserve equal to the amount of the treasury shares purchased from time to time, in compliance with the law and the applicable accounting standards.

#### 1.4 Convertible, exchangeable bonds and share subscription warrants

As at the Date of the Information Document, there are no convertible, exchangeable or warrant bonds.

#### 1.5 Existence of purchase rights and/or obligations concerning capital that have been approved, but not issued or a commitment to increase capital

On June 8, 2021, the Extraordinary Shareholders' Meeting of the Company resolved to grant the Board of Directors, pursuant to Articles 2443 and 2420-ter of the Italian Civil Code, the power to increase the share capital up to a maximum amount of € 70 million including the share premium, also with the exclusion or limitation of the option right pursuant to Article 2441 of the Italian Civil Code, or free of charge, in one or more tranches, for a maximum period of 5 years from the date of the Shareholders' resolution.

According to the abovementioned resolution the capital increase in question is divisible, therefore at the end of the relevant subscription period the share capital will be considered (i) increased only by the amount of the subscription received within the said term and (ii) effective even if partially subscribed and, for the part that has been subscribed, from the moment of the relevant subscription.

As at the Date of the Information Document, there are no other rights and/or obligations to purchase authorized but unissued capital nor other commitments to increase the capital.

## Articles of Association

### 2.1 Corporate purpose and objectives of the Company

The Issuer's corporate purpose is defined under Article 3.1 of the Articles of Association.

The objects for which the Company is established are:

- to carry on the business of an investing company and holding of companies mainly operating in telecommunication, technologies, communication and telemarketing business;
- to undertake the management and control and supervision of the business or operations of any person or company and in particular, without limitation, to plan and effectively carry out the organisation of and to initiate and to carry out schemes for the promotion and expansion of any such business, to engage in research into all problems relating to investment, property, financial, portfolio, industrial and business management, to carry out all or any work of a clerical, secretarial, managerial or other like nature, to provide staff and services, to prepare and deal with accounts, returns, forms and all documents required to be prepared and furnished in relation to any such bodies, to direct and carry out all advertising and publicity for any such business, and generally to do all acts and things (including the receipt and payment of money) necessary to be done for the supervision of the day to day running of any such business and to enter into contracts with any such company for the carrying out of the works or provisions of any of the services which the Company is authorised to perform or provide;
- to purchase or otherwise acquire and carry on all or any part of the business or property and to undertake any liabilities of any person or company possessed of properly suitable for any of the purposes of the Company or carrying on or proposing to carry on any business, which the Company is authorised to carry on or which can be carried on in connection with the same or which is capable of being conducted so as, directly or indirectly, to benefit the Company;
- to purchase, take on lease, on licence, in exchange, upon option or otherwise acquire and hold any lands, buildings, property (whether leasehold or freehold) or any rights or interests therein or in respect thereof;
- to purchase, take on lease, on licence, in exchange, upon option, on hire or hire-purchase, or otherwise acquire and hold any personal property, rights or privileges which the Company

may think necessary or convenient for the purposes of its business or which may seem to the Company calculated, directly or indirectly, to benefit the Company including, without limitation, the subscription, taking or otherwise acquiring of securities in any company;

- to apply for, purchase or otherwise acquire and protect and renew any patents, patent rights, inventions, secret processes, recipes, receipts, prescriptions, formulae, trademarks, trade names, designs, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention or process which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company and to use, exercise, develop or grant licences in respect of, or otherwise turn to account, the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights;
- to sell, lease, mortgage or otherwise dispose of the business, property, assets or undertakings of the Company or improvement, management, development, exchange, licensing, management and modification of all or part of the Company's business, properties, assets and rights by accepting, without limitation, payment of part or all of the consideration, including through financial instruments;
- to do all such other things as may appear to the Company to be functional or convenient to the attainment of the above objects or any of them.

## **2.2 Rights, privileges and restrictions relating to each existing class of shares**

According to the Articles of Associations of the Company, each share confers the same rights to the shareholders. In particular, each share confers the right to one vote at all shareholders' meetings, as well as other administrative rights in accordance with the applicable provisions of law.

Furthermore, each share is an ordinary share with regular dividend entitlement. Pursuant to Article 7.4 of the Articles of Association, the extraordinary Shareholders' Meeting, within the limits established by law, and in compliance with the provisions of Articles 2348 and 2350 of the Italian Civil Code, may resolve to issue categories of preference shares, categories of shares with different rights, also with regard to the incidence of losses, or shares without voting rights, with multiple or limited voting rights or with voting rights subject to the occurrence of particular conditions that are not merely potestative.

Pursuant to Article 7.5 of the Articles of Association, the Extraordinary Shareholders' Meeting may resolve to issue financial instruments with proprietary or administrative rights, excluding the right to vote at the general meeting of shareholders.

According to Article 9.1 of the Company may issue bonds, including bonds convertible into shares or bonds with warrants or bonds with compulsory conversion, bearer bonds or registered bonds, in compliance with the provisions of the law.

## **2.3 Articles of Association provisions on the amendment of Shareholders' rights**

Pursuant to Article 8.1 of the Articles of Association, shareholders are entitled to withdraw in the events fixed by the Italian Civil Code. The right of withdrawal cannot be exercised by shareholders who did not contribute to the approval of the resolutions concerning:

- introduction, amendment and removal of the share circulation restriction and

- extension of the duration of the Company.

## **2.4 Description of any provisions of the Articles of Association which could have the effect of delaying, postponing or preventing a change in the Company's control structure**

Company's Articles of Association does not contain provisions which could have the effect of delaying, postponing or preventing a change in the Company's control structure. However, the Company's Articles of Association contains references to Italian mandatory tender offer rules which shall become applicable by voluntary reference.

Under the Consolidated Financial Act, a public tender offer must be made by any person who, by reason of purchases of shares for consideration or the increase of voting rights, directly or indirectly or acting in concert with other persons, holds more than 30% of the voting share capital and/or derivative instruments as provided for under Article 44-ter of Consob Regulation no. 11971/1999 (hereinafter, "Issuers' Regulation") of a company listed on an Italian regulated market.

The tender offer must cover all remaining outstanding securities of a company.

A mandatory tender offer must also be launched by any person who owns more than 30% of the voting share capital to be calculated (i) excluding any treasury shares held, directly or indirectly, by the company with certain exceptions and (ii) including certain derivative instruments, as provided by the Issuers' Regulation, without at the same time exercising majority voting rights at an ordinary shareholders' meeting and purchases or acquires, directly or indirectly, by way of acquisition or exercise of subscription or conversion rights during a 12-month period more than 5% of the share capital of such company.

The tender offer must be launched within 20 days of the date on which the relevant threshold was exceeded, at a price not lower than the highest price paid by the offeror for any purchase of the company's securities of the same class during the previous 12 months. If during the same period no purchase of securities takes place, the offer must be launched at the weighted average market price of the company's securities of the same class in the previous 12 months or, if the company's securities have been trading for less than 12 months, at the weighted average market price of such shorter period of time.

Under certain circumstances, notwithstanding the purchase of a company's securities in excess of the threshold amount, the Consolidated Financial Act and the Issuers' Regulation establish various exemptions from the duty to launch a tender offer. Italian law further provides that the acquisition of an interest in excess of the relevant thresholds of a company does not trigger the obligation to launch a tender offer, if the person concerned has exceeded the threshold as a result of a public tender or public exchange offer already launched.

The obligations set forth in article 106, paragraph 3, letter (b) of the Consolidated Financial Act do not apply until the date of the Shareholders' Meeting called to approve the financial statements for the 5<sup>th</sup> (fifth) financial year following to the listing.

Moreover, the Consolidated Financial Act provides that (i) anyone holding more than 90% of a class of voting securities of an Italian listed company must purchase all the remaining securities of such class upon the holder's request, unless it restores an adequate public float within 90 days so as to ensure proper trading and (ii) any person holding at least 95% of a class of voting securities of an Italian listed company as a result of a tender offer over 100% of the voting securities must purchase all of the remaining securities of that class upon the holders' request.

Any shareholder holding more than 95% of the ordinary share capital of a listed company pursuant to a tender offer involving all the voting securities issued by the company has the right to obtain title to the remaining voting shares within three months after the end of the tender offer, if it has stated its intention to make such an acquisition in the offer document, at a price determined as indicated in the above paragraph.

If the threshold of 30% is exceeded (also following a possible increase in voting rights) and is not accompanied by the communication to the Board of Directors and the presentation of a totalitarian public offer within the terms provided for by the aforementioned regulations, the right to vote on the excess participation shall be suspended, which may be ascertained at any time by the Board of Directors.

As set out in Article 10.6 of the Articles of Association, the described provisions shall apply only in cases where the takeover bid is not otherwise already subject (i) to the supervisory powers of CONSOB and/or falls within the provisions on the takeover bid and exchange provided for by the Consolidated Financial Act or (ii) to the supervisory powers of any other competent authority and/or falls within the consequent provisions on the subject as dictated, also to resolve conflicts of laws, by the different State in which the financial instruments subject of the takeover bid or exchange are subject to admission to listing.

## **2.5 Description of any provisions of the Articles of Association on the shareholding threshold above which the obligation to notify the public of a shareholding held applies**

Company's Articles of Association do not contain provisions on the shareholding threshold above which the obligation to notify the public of a shareholding held applies. However, pursuant to Article 7.7 of the Articles of Association, as long as the shares issued by the Company are negotiated on Euronext Growth, each shareholder shall give notice to the Company in the event that the number of its shares with voting rights achieves, exceeds or declines below the following thresholds 3%, 5%, 10%, 15%, 20%, 25%, 30%, 33.3%, 35%, 40%, 45%, 50%, 66.6%, 90% and 95% within 15 (fifteen) days of open market from the occurrence of the aforementioned events by registered letter with receipt of return or certified email.

## **2.6 Conditions provided by the Articles of Association for changes in the share capital, if such conditions are more restrictive than the conditions provided for by the law**

Not applicable.

## SECTION 21: SIGNIFICANT CONTRACTS

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The following is a summary of all significant contracts (contracts not being entered into in the ordinary course of business) which have been entered into by the companies of the Group within the two years immediately preceding the Date of the Information Document and which are or may be material to the Company.

### Significant contracts entered into by Airtime Ireland

#### 1.1 Standard receivables purchase agreements with Voip4EX Limited, SwissTelco S.à.r.l. and Lenderwize Ltd.

During 2020, Airtime Ireland entered into, as seller, three standard receivables purchase agreements respectively with Voip4Ex Limited (“Voip4EX”), SwissTelco S.à.r.l. (“SwissTelco”) and Lenderwize Ltd. (“Lenderwize”).

Such standard agreements contain almost the same provisions, whose most significant are identical. In particular, according to such agreements, the seller is entitled to sell and assign the receivables generated by its telecommunications trading activity to the purchaser, which may agree to purchase, at a discounted price, and accept assignment of such receivables.

More in detail, the seller may offer to sell its receivables by uploading documentation with respect to its receivables, including call detail records, invoices and other supporting documents, onto Lenderwize’ platform, namely a payment settlement system catering for Telco operators.

The referred agreements are governed by the laws of England and Wales, where concluded with Voip4Ex and Lenderwize and by Swiss law, where concluded with SwissTelco. Such agreements have no a fixed termination date. Both the parties may terminate each agreement by giving written notice to the other party at least three months in advance. In addition, the purchaser is entitled to terminate the agreement with immediate effect in case of:

- material breach by seller of any of the terms and conditions of the agreement which is incapable of remedy, or if capable of remedy is not remedied within thirty days;
- any warranty or undertaking given by the seller is found to be untrue or misleading;
- the occurrence, in respect of the seller, of an event of insolvency, including, among others, suspension or stop of all or material parts of its debts, starting of negotiations for any agreement for the deferral, rescheduling or other readjustment of its debts, commencement of a bankruptcy or insolvency proceeding.

Furthermore, pursuant to such agreements, the seller shall indemnify and hold the purchaser harmless, together with its affiliates, successors, assignors, officers, directors, shareholders, employees and agents for, among others:

- any breach of the agreements in question by Airtime Ireland;
- the payment of any tax related to such agreements; and
- any dispute arising in connection of the receivables purchased by the purchaser.

## 1.2 Software license agreement with Opt1mize Holdings and Opt1mize for the use, customization and maintenance of CommSettle software platform

On October 27, 2020, Airtime Ireland entered into a license agreement with Opt1mize Holdings and Opt1mize whereby Opt1mize Holdings granted to Airtime Ireland the non-exclusive license of use for fifteen years, for the normal business purpose of use and customisation of the “CommSettle platform” with integrated KYC and AML functions (the “Software”), whose use is at the basis of the functioning of the Platform as described in Part I, Section 6, Paragraph 1.4 of the Information Document.

Pursuant to such a license agreement:

- Airtime Ireland is entitled to the right to use and customize the Software under the name “Airtime Technologies”;
- as a compensation for the license of use and customization of the Software, Airtime Ireland owes a fee equal to € 2,000,000.00, to be paid in the form of a subscription right for shares at a price per share that is based on the valuation of Airtime Ireland as at the date of the licensing agreement, established for the sum of € 65,000,000.00;
- Opt1mize, as subsidiary of Opt1mize Holdings, is required to provide, during the term of the agreement, support service to the Software in favour of Airtime Ireland. Such services, shall be available, using commercially reasonable endeavours, 24 hours per day, seven days per week, except for planned maintenance and unscheduled maintenance performed outside normal business hours;
- Opt1mize Holdings, during the term of the agreement, is required to provide Airtime Ireland with any release which amends or upgrades the Software, without any additional cost or charge and with any new version of the Software on terms better than those on which they are generally made available to Opt1mize Holdings’ clients;
- Opt1mize, being an electronic money distribution agent authorized by the Financial Conduct Authority in United Kingdom, provides Airtime Ireland with certain payment services integrated in the Software whose use is at the basis of the functioning of the Platform consisting into (a) issue money in favour of Airtime Ireland upon receipt of money from Airtime Ireland itself or a third party on behalf of the latter; (b) store and redeem Airtime Ireland’s money on express instruction of Airtime Ireland and (c) provide Airtime Ireland with the banking account services;
- Opt1mize Holdings warrants that the Software will conform in all material respects to the characteristics specified in the agreement and be free from defects for a period of 2 years from delivery of the Software. During such period, if Airtime Ireland detects any defect or fault in the Software and notifies it to Opt1mize, the latter shall, at its own option, promptly repair or replace the Software;
- all intellectual property rights in the Software and any update amendment or new version thereof belong to Opt1mize Holdings;
- neither party shall have any liability for any losses or damages which may be suffered by the other party, except for direct financial loss;
- this licence agreement may be terminated by:
  - (i) Airtime Ireland at any time;
  - (ii) Opt1mize Holdings only if Airtime Ireland is in material or persistent breach of any of the conditions on the use of the Software and either that breach is incapable of

remedy or Airtime Ireland shall have failed to remedy that breach within 30 days after receiving written notice;

- the agreement is governed by Irish law and any dispute arising out of it is submitted to the exclusive jurisdiction of Irish courts.

### **1.3 Standard loan and receivables purchase agreements with Airtime RO, Airtime CL and Airtime PL**

On November 11, 2020, Airtime RO, Airtime CL and Airtime PL, as sellers and borrowers, entered into separate and identical standard loan and receivables purchase agreements with Airtime Ireland, as purchaser and lender.

In particular, according to such agreements, each seller is entitled to sell and assign the receivables generated by its telecommunications trading activity to the purchaser, which may agree to purchase, at a discounted price, and accept assignment of such receivables.

In addition, the seller may request from the purchaser a monthly advance, accruing a daily interest at 0.06%, for the entire duration of the agreement, provided that each previous advance has been fully repaid and, in any case, up to the maximum loan amount represented by the value of credit insurance available for the borrower's bank account.

The referred agreements are governed by the laws of Ireland and have a period of validity of three years from the signature date. Both the parties may terminate each of those agreements by giving written notice to the other party at least three months in advance. In addition, the purchaser is entitled to terminate the agreement with immediate effect in case of (i) material breach by the seller of any of the terms and conditions of the agreement which is incapable of remedy, or if capable of remedy is not remedied within thirty days; (ii) any warranty or undertaking given by the seller is found to be untrue or misleading and (iii) the occurrence, in respect of the seller, of an event of insolvency.

## **Significant contracts entered into by Airtime U.S.A.**

### **2.1 Revolving Loan Agreement with PhoneTime and Matchom Inc.**

On 14 January, 2021, Airtime U.S.A., as lender, and Phonetime Inc. and Matchcom Telecommunications Inc., as borrowers, entered into a revolving loan facility agreement whereby Airtime U.S.A. provides the borrowers with a loan in order to meet their ongoing working capital requirements (the "Revolving Loan Agreement"). The Revolving Loan Agreement is governed by the Laws of the State of Florida (USA) and concerns the granting of a US Dollar 3,000,000.00 revolving loan facility, set out as the monthly maximum amount which can be borrowed on each advance, on a cumulative basis, by the both the borrowers.

The repayment of each advance, including principal and interest, occurs monthly, based on one or more invoices, issued by Airtime U.S.A.

In case the borrowers fail to pay any sum due, Airtime U.S.A. may, at its own discretion, demand to be repaid by assignment of invoices or a call detail records, as defined into the Revolving Loan Agreement.

The Revolving Loan Agreement lasts 24 months from month in which the first advance is granted.

## Significant contract entered into by Heritage Ventures

### 3.1 Shareholders' Agreement with of Opt1mize Holdings and its other shareholders

On January 15, 2018, Heritage Ventures entered into a shareholders' agreement with Opt1mize Holdings and the other shareholders of Opt1mize Holdings, including Rahat Bashir, Dazy Holdings Limited, Abdelkader Allam and Mohammad Bashir, in order to regulate several corporate and business aspects of Opt1mize Holdings.

Such shareholders' agreement regulates, among others, the following matters concerning Opt1mize Holdings: objects of the company, the primary of which to carry on the business of selling telecommunications interconnections software solutions whether directly or by means of investments or involvement of its subsidiaries including Opt1mize; financing; dividend policy; composition, appointment rules, meetings and voting of the board of directors; meeting of the shareholders and relative voting; issue of new shares and pre-emption rights; transfer of shares and call options.

The agreement contains a non-competition clause binding each shareholder party to the agreement until it holds shares in Opt1mize Holdings and for twelve months after it ceases to be a shareholder of the same company. More in detail, each shareholder may not:

- carry on or be employed or engaged or interested in any business in Ireland, U.K, Italy and U.S.A. in competition in any part of the business of the Opt1mize Holdings;
- deal or seek the custom of any person that is or was, within the previous twelve months, a client or customer of Opt1mize Holdings;
- interfere or seek interfere with the continuance of supplies to Opt1mize Holdings or its subsidiaries of real property, materials, components, products, goods or services;
- solicit or offer employment to any person who has at any time been an employee, consultant, contractor, officer or manager of Opt1mize Holdings and/or its subsidiaries within the previous twelve months;
- enter into partnership with or appoint as an employee, consultant, contractor, officer or manager of Opt1mize Holdings and/or its subsidiaries within the previous twelve months;
- use or adopt the name, trademark or trade name of Opt1mize Holdings or its subsidiaries for any business other than for the benefit of Opt1mize Holdings;
- cause a harm to the reputation of Opt1mize Holdings and/or its subsidiaries or which may have an adverse effect on Opt1mize Holdings and/or its subsidiaries.

In addition, each shareholder may not perform any of the abovementioned either by alone, jointly or in conjunction with or behalf of or through the agency of any person and whether as principal, agent, partner, shareholder, director, manager, adviser, consultant, employee or otherwise whatsoever, whether directly or indirectly.

The agreement is governed by Irish law and it shall terminate in case of the shares of Opt1mize Holdings are transferred to only one the shareholders or in case of a resolution is passed for winding up Opt1mize Holdings and/or its subsidiaries.

### **3.2 Consultancy agreement with Performance S.r.l.**

In March 2021, Heritage Ventures entered into a consulting agreement with the Italian company Performance S.r.l., whereby the latter were entrusted with the assignment to provide a professional consulting service in favour of Heritage Ventures in the context of the admission to trading of the Shares of the Company on Euronext Growth Paris and also consisting in the research of potential investors. As consideration for the service provided under such an agreement, Heritage Ventures undertook to assign in favour of by Performance S.r.l., prior to the admission to trading of the Shares on Euronext Growth Paris, an amount of Shares of the Company corresponding to the value of € 300,000.

As part of such an agreement, Performance S.r.l. is subject to a lock-up commitment, whereby during the first 6 months from the commencement of trading of the Shares on Euronext Growth Paris, Performance S.r.l. is absolutely prohibited from transferring to third parties, either directly or indirectly, the Shares, including option and pre-emption rights, or pledging them.

SECTION 22: INFORMATION FROM THIRD PARTIES,  
DECLARATIONS BY EXPERTS AND DECLARATIONS OF  
INTEREST

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Not applicable.

## SECTION 23: DOCUMENTS ACCESSIBLE TO THE PUBLIC

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Copies of the Information Document are available, free of charge, at the registered office of the Company as well as Aether Financial Services' office. This document is also available in an electronic form on demand per email, as well as on Euronext's website ([www.euronext.com](http://www.euronext.com)) and the Company's website ([www.airtimepartecipazioni.com](http://www.airtimepartecipazioni.com)).

The Company's website ([www.airtimepartecipazioni.com](http://www.airtimepartecipazioni.com)) also contains all information about the Company which it is required to publish in accordance with the Euronext Growth Rules.

## SECTION 24: INFORMATION ON EQUITY INTERESTS

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The Company holds the following equity interests.

*First-tier subsidiary*

Company name	Country of incorporation	Core business	Share Capital	Stake held	Voting rights held
<b>Airtime Ireland</b>	Ireland	Telecommunications	EUR 1,000	100%	100%

*Second-tier subsidiary*

Company name	Country of incorporation	Core business	Share Capital	Stake held	Voting rights held
<b>Airtime U.S.A.</b>	Florida, U.S.A.	Telecommunications	USD 100	100%	100%

For further details on the equity interests, please see Part I, Section 7 of the Information Document.

## SECTION 25: OBJECTIVES OF THE ADMISSION

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The operation described in this Information Document as admission to trading on Euronext Growth is carried out by way of a private placement.

For the Issuer, the main listing objectives for such admission are:

- to increase the visibility of the Group in the target market in order to enlarge its clients base;
- to accelerate its internationalization process boosting its profile as a platform of choice for carriers internationally;
- to provide current Shareholders and the future investors with greater liquidity in their investment in the Company;
- to have the possibility to use the Shares as a currency in carrying out M&A transactions in the telecommunication sector;
- to introduce a strategic management share option plan.

## SECTION 26: ADMISSION TO TRADING ON EURONEXT GROWTH PARIS

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### Conditions of the admission

The Shares, which constitute the Company's entire share capital as at the Date of the Information Document, are subject to the Company's admission to trading of the Shares on Euronext Growth by way of a private placement. Prior to the Admission, there was no public market for the Shares.

The procedure for the Admission was approved by the shareholders' meeting of the Company on June 8, 2021.

### Private Placement

5 investors, in a total amount of € 2,725,000.00 through the sale of no. 564,870 Shares at a price of € 4.82 per Share (*i.e.* a valuation of € 27,500,000.00) (the "Private Placement").

More in detail, the Private Placement has been carried out, without any capital increase for the Company, by way of a sale and purchase agreement between Heritage Ventures and the mentioned investors, concerning existing Shares part of the stake held by Heritage Ventures.

### Reference Price and Buying Orders

On the basis of Euronext Growth Rules, the initial listing price of the Shares has been identified with the Reference Price, namely the price per share resulting from the Private Placement, € 4.82, regardless the circumstance that such transactions were carried out on June 30, 2020.

In particular, the Reference Price resulted from the sales by Heritage Ventures of no. 564,870 Shares at a price of € 4.82 per Share to 5 investors for a total consideration of € 2,725,000.00.

Following to the date of the Private Placement (*i.e.* June 30, 2020), as illustrated in this paragraph and in Part I, Section 5, Paragraph "*History and evolution of the Company*" of the Information Document, the valuation of the Company has been determined by an independent expert in compliance with Italian Civil Code concerning the incorporation of Italian company by contribution in kind: the value of the assets conferred by the shareholders - consisting in the entire share capital of Airtime Ireland and its subsidiaries - as at the date of November 30, 2020 has been evaluated in € 64,000,000.00 with the Sworn Appraisal. Pursuant to Italian laws, the Board of Directors of the Company has verified the value of the assets according to Article 2343-*quater* of Italian Civil Code and it resolved to reduce the value of the mentioned contributions in kind constituting the share capital of the Company from € 64,000,000.00 to € 57,000,000.00. Consequently, the Extraordinary Shareholders' Meeting of the Company resolved to reduce its share capital from € 64,000,000.00 to € 57,000,000.00 by way of annulment of no. 700,000 uncovered shares.

As at the Date of the Information Document, following to the Italian corporate procedure, the share capital of the Company is equal to € 57,000,000.00 divided into no. 5,700,000 Shares: this implies an implicit nominal value per Share equal to € 10.00 (given by amount of the share capital divided by the number of Shares).

Furthermore, such a price per share (*i.e.* € 10.00) has been applied in the last three purchase transactions involving Performance S.r.l., Roberto Re and Apitrage Ltd., which represent the most recent transactions concerning the Shares.

Considering the above, Apitrage Ltd., a shareholder of the Company, commits to place one or more Buying Orders in the open market for a total amount of € 100,000.00 to acquire Company's Shares at a price per share of € 10.00, which is consistent, as explained above, with the evaluation of the Company as at the Date of the information Document. Without the breach of its lock-up agreement, Heritage Ventures commits to sale a portion of its stake.

The mentioned conducts intended to be performed by Apitrage Ltd. do not fall under the scope of MAR considering the characteristics, circumstances and the precautions adopted.

In details, significant arguments leading to the lawfulness of such a conduct under a MAR perspective shall be identified:

- the conduct of Apitrage Ltd. **may not be deemed capable of setting the price of the shares of the Company at an abnormal or artificial value** from a substantive point of view since (i) the Reference Price is merely a technical price based on the transactions dated June 30, 2020 and not a real market price and (ii) the price per share of the Buying Order/s reflects closely the current valuation of the Company and it is the same price applied in the most recent sale and purchase transactions of Shares;
- a rational investor has the possibility to become aware in advance of Apitrage Ltd.'s action and therefore **the manipulative capability of the Apitrage Ltd.'s conduct appears significantly limited from an "ex ante" perspective**, given that the mechanisms of price determination and the Buying Order/s are duly disclosed in the Information Document, which is a publicly available document;
- the Buying Order/s and the agreement between Apitrage Ltd. and Heritage Ventures shall not be considered as fictitious or simulated transactions or having hidden profit reasons since **they have legitimate reasons** for both the parties clearly understandable from the Information Document. Such a circumstance voids the mentioned conduct of its deceptive capability since there is no dissimulation or concealment of significant information in the behaviour of Apitrage Ltd. and Heritage Ventures.

In any case, in order to furtherly reduce the grounds for an allegation of market manipulation, Apitrage Ltd. intends to adopt the following precautions:

- the **Buying Order/s should be placed far from the opening, closing or settlement time** of the trading session of Euronext Growth Paris;
- the Buying Order/s should actually be **several orders distributed along the trading day** in order to limit the possibility to create a peak in the price; and
- **Apitrage Ltd. should not immediately sell the Shares of the Company** purchased through the Buying Order/s in order to avoid to give the impression of a fictitious transaction.

### Ongoing listing obligations

In accordance with the Euronext Growth Rules and subject to compliance with applicable laws and regulations, the Company will be subject to the following ongoing obligations after the Admission:

- to make available on its own website and make it available to Euronext for posting on its website, at the same time as it is published in any other media, the following information

in French or in English, and to keep the following information online for five (5) years following the date of publication:

- at the latest on the day Euronext has made the scheduled Admission public by issuing a notice, the Information Document, prepared by the Company in relation to the Admission;
  - within four (4) months after the end of its financial year its annual report, which will comprise the annual consolidated financial statements, the group management discussion and analysis and the auditor’s report in respect of the annual financial statements;
  - within four (4) months after the end of the second quarter of its financial year, a semi-annual report, which will comprise the half-year consolidated financial statements and an operations report in respect of the half-year financial statements;
  - within five (5) trading days of becoming aware of any situation where a person, acting alone or in concert, reaches, exceeds or falls below a major holding threshold of fifty percent (50%) or ninety-five percent (95%) of the capital or voting rights;
  - within five (5) trading days of becoming aware of transactions in its Shares by any of its officers or directors;
  - promptly make public notices for (general) meetings of shareholders and documents provided to shareholders (please see Part I, Section 6, Paragraph “*Periodic reporting and financial information*” of the Information Document);
- to comply with the European regulations on money laundering and EU sanctions restrictions as well as any related regulations or national legislation applicable to the Company and
  - to permanently have a listing sponsor.

The aforementioned obligations are subject to amendments of the applicable regulations (in particular, the Euronext Growth Rules).

## SECTION 27: ESSENTIAL INFORMATION

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### **Working Capital Statement**

The Company certifies that, in its opinion, its net working capital is sufficient in relation to its current obligations over the next twelve months from the Date of the Information Document.

## SECTION 28: INFORMATION ON THE SHARES TO BE ADMITTED TO TRADING

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Please see below certain information in relation to the Shares to be listed on Euronext Growth Paris. For further details, please see Part I, Section 20 of the Information Document.

### Type and class of the shares to be admitted to trading on Euronext Growth Paris

The Shares for which admission to listing on Euronext Growth is requested are ordinary shares of the Company, without indication of the nominal value, having the same characteristics as the ordinary shares already in circulation as at the Date of the Information Document.

The subject of admission to trading is a maximum of no. 5,700,000 Shares, already issued, for a total maximum amount of € 57,000,000.00.

The Shares are subject to the dematerialization regime. Further information are summarized in the table below.

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ISIN CODE	IT0005450819
EURONEXT TICKER	ALAIR
VALUATION RETAINED AT THE LISTING	€ 27,500,000 for a price per share of € 4.82
SHARE CAPITAL	€ 57,000,000.00
NOMINAL VALUE OF THE SHARE	The Issuer has issued shares without indication of the nominal value (the implicit nominal value is € 10.00)
NUMBER OF SHARES FORMING THE SHARE CAPITAL	5,700,000
NUMBER OF SHARES TO BE LISTED	5,700,000
PERCENTAGE OF SECURITIES LISTED	100%
LISTING PRICE PER SHARE (REFERENCE PRICE)	€ 4.82
NATURE AND FORM OF THE SHARES	Ordinary registered shares
CURRENCY	Euro (€)

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## Timetable

Event	Date
Publication of the Information Document	September 20, 2021
Publication of the Euronext notice and Information Document	September 20, 2021
Admission to trading of the Shares on the Euronext Growth Paris market	September 22 2021

## Applicable law

The Shares, which are subject to admission to trading, are issued under Italian law.

## Transferability of Shares; lock-up agreements

The Shares for which admission to listing on Euronext Growth is requested are registered, indivisible and freely transferable.

Some of the Shareholders of the Company, namely Giancarlo Agresti, Saverio Caldani, Riccardo Gabrielli, Renzo Menarini, Bimatics EOOD, Performance S.r.l., Opt1mize Holdings and Roberto Re have undertaken a lock-up commitment for 6 months after the start of the trading of the Shares towards Heritage Ventures.

On the other hand, Paolo Bona, David De Filippis, Orlando Taddeo and Federico Germondani are subject to a lock-up period of 24 months after the mentioned date with a monthly release from lock-up of a portion of its shareholding equal to 20% of the same.

Eventually, Heritage Ventures is subject to a lock-up commitment towards the Listing Sponsor for a period of 12 months after the start of the trading of the Shares, structured as follows: covering a percentage of its stake in the Company equal to 85% for the first 6 months and a percentage of 75% for the following 6 months.

For further information on lock-up commitments, see Part II of the Information Document.

## Dividend and liquidation rights

The Shares subject to admission to trading are ordinary shares with regular dividend entitlement and have the same characteristics and rights as the Issuer's ordinary shares in circulation as at the Date of the Information Document.

Each Share confers the right to one vote at all Shareholders' Meetings, as well as other administrative rights in accordance with the applicable provisions of law and the Articles of Association.

The net profit reported is allocated to shareholders in proportion to the shares held, unless otherwise resolved by the Shareholders' Meeting. In any case, pursuant to Article 2430 of the Italian Civil Code, it is mandatory to annually allocate as legal reserve an amount of 5% of the annual net profit until the legal reserve will be equal to 20% of the share capital (*i.e.* € 11,400,000.00).

## SECTION 29: RISKS RELATED TO THE ADMISSION TO TRADING

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Please refer to Part I, Section 4, Paragraph 4 of the Information Document.

## SECTION 30: DILUTION RESULTING FROM THE PRIVATE PLACEMENT

### Impacts on shareholdings

The following table shows information relating to the Issuer's shareholding structure before and after the completion of the Private Placement.

Shareholders	No. of Shares before the Private Placement (no. and %)	No. of Shares after the Private Placement (no. and %)	Voting Rights before the Private Placement (%)	Voting Rights after the Private Placement (%)
Heritage Ventures	5,101,500 - 89.5%	4,536,630 - 79.59%	89.5%	79.59%
Federico Germondani	68,400 - 1.2%	68,400 - 1.2%	1.2%	1.2%
Paolo Bona	22,800 - 0.4%	22,800 - 0.4%	0.4%	0.4%
David De Filippis	68,400 - 1.2%	68,400 - 1.2%	1.2%	1.2%
Orlando Taddeo	296,400 - 5.2%	296,400 - 5.2%	5.2%	5.2%
Opt1mize Holdings	142,500 - 2.5%	142,500 - 2.5%	2.5%	2.5%
Renzo Menarini	0 - 0%	206,910 - 3.63%	0%	3.63%
Bimatics EOOD	0 - 0%	311,220 - 5.46%	0%	5.46%
Saverio Caldani	0 - 0%	31,350 - 0.55%	0%	0.55%
Giancarlo Agresti	0 - 0%	10,260 - 0.18%	0%	0.18%
Riccardo Gabrielli	0 - 0%	5,130 - 0.09%	0%	0.09%
<b>Total</b>	<b>5,700,000 - 100%</b>	<b>5,700,000 - 100%</b>		

The following table shows information relating to the Issuer's shareholding structure before and after the entrance in its corporate capital of Apitriage Ltd. occurred on June 16, 2021, namely the last transaction with an impact of the share capital of the Company carried out before the listing on Euronext Growth Paris. The transactions with investors Performance S.r.l., Roberto Re and Apitriage Ltd., current Shareholders, were all carried out at the price per share of € 10.00.

Shareholders	No. of Shares after the Private Placement (no. and %)	No. of Shares after the last transaction (no. and %)	Voting Rights before the last transaction (%)	Voting Rights after the last transaction (%)
Heritage Ventures	4,476,210 - 78.53%	4,426,620 - 77.66%	78.53%	77.66%
Federico Germondani	68,400 - 1.2%	68,400 - 1.2%	1.2%	1.2%
Paolo Bona	22,800 - 0.4%	22,800 - 0.4%	0.4%	0.4%
David De Filippis	68,400 - 1.2%	68,400 - 1.2%	1.2%	1.2%
Orlando Taddeo	296,400 - 5.2%	296,400 - 5.2%	5.2%	5.2%
Opt1mize Holdings	142,500 - 2.5%	142,500 - 2.5%	2.5%	2.5%
Renzo Menarini	206,910 - 3.63%	206,910 - 3.63%	3.63%	3.63%
Apitrage Ltd.	0 - 0%	49,590 - 0.87%	0%	0.87%
Bimatics EOOD	311,220 - 5.46%	311,220 - 5.46%	5.46%	5.46%
Saverio Caldani	31,350 - 0.55%	31,350 - 0.55%	0.55%	0.55%
Giancarlo Agresti	10,260 - 0.18%	10,260 - 0.18%	0.18%	0.18%
Riccardo Gabrielli	5,130 - 0.09%	5,130 - 0.09%	0.09%	0.09%
Performance S.r.l. *	30,210 - 0.53%	30,210 - 0.53%	0.53%	0.53%
Roberto Re*	30,210 - 0.53%	30,210 - 0.53%	0.53%	0.53%
<b>Total</b>	<b>5,700,000 - 100%</b>	<b>5,700,000 - 100%</b>		

\* Performance S.r.l. and Roberto Re acquired ownership of the shareholding in the Company respectively in March and June 2021, i.e. after the Private Placement and before the entry of Apitrage Ltd. in the share capital of the Company.

### **Impacts on equity per share**

Considering that the Private Placement, as well as the transactions involving Performance S.r.l., Roberto Re and Apitrage Ltd., were carried out through the assignment of part of Heritage Ventures' stake in the Company, without any capital increase by the latter, the Private Placement did not produce any impact on the equity per share of the Company.

## SECTION 31: DATE SCHEDULED FOR THE FIRST PUBLICATION OF RESULTS AFTER THE ADMISSION TO TRADING

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The Company will comply with the Euronext Growth Rules (see Part I, Section 26 above); in this respect, the Company will communicate an indicative calendar on its website ([www.airtimepartecipazioni.com](http://www.airtimepartecipazioni.com)) in its Investor Relations section.

For the purposes of this section, the calendar communicated on the Company's website is the following:

- **October 28, 2021:** Board of Directors' meeting convened for the approval of the half-yearly financial report (*rapport financier semestriel*) at June 30, 2021;
- **March 1, 2022:** Board of Directors' meeting convened for the approval of the annual financial report (*rapport financier annuel*) at December 31, 2021;
- **April 28, 2022:** Shareholders' Meeting convened for the approval of the annual financial report (*rapport financier annuel*) at December 31, 2021.

## SECTION 32: TAX REGIME APPLICABLE TO SHARES

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The following sections of the Information Document generally summarise the material Italian consequences of owning and disposing of Shares. The tax legislation of an investor's EU Member State of residence (or, in the case of an investor who is not tax resident in an EU Member State, that investor's third country jurisdiction of tax residence) and of the Company's jurisdiction of incorporation may have an impact on the income received from the Shares. The following summaries are based on the law on force on the Date of the Information Document and are subject to change. Such changes may apply retrospectively and could affect the treatment and consequences described below. Investors are advised to consult their professional advisers on their tax position before taking any action with respect to Shares.

*The following comments do not constitute tax advice and are intended only as a guide to Italian law and Revenue Commissioners' practice in Italy as at the Date of the Information Document. The comments relate only to certain limited aspects of the possible Italian taxation treatment of Shareholders and are intended to apply only to Shareholders who are the absolute beneficial owners of their Shares, and who hold, and will hold, them as investments (and not as securities to be realised in the course of a trade). The comments may not apply to certain shareholders, such as dealers in securities, close companies, insurance companies and collective investment schemes, shareholders who are exempt from taxation and shareholders who have (or are deemed to have) acquired their shares by virtue of an office or employment. Such persons may be subject to special rules. This section is not intended to be, and should not be construed to be, legal or taxation advice to any particular shareholder. All shareholders are advised to consult their professional advisors on their tax position, based on their own particular circumstances, before taking any action in respect of the Shares.*

### Dividend Withholding Tax

Under Italian law, a withholding agent must apply the correct withholding tax rate at the time of the payment of the dividend and is subject to penalties if it fails to do so.

Different withholding tax rates apply depending on whether (i) the Shareholder is resident in Italy or not, (ii) the investment is held privately or as part of the Shareholder's business activities and (iii) the investment is substantial.

#### 1.1 Rates applicable to individual Shareholders

##### *Individual Shareholders resident in Italy not carrying on business activities*

Dividends paid to individual Shareholders resident in Italy are subject to different tax treatment depending on the following circumstances: dividends paid on a substantial and a non-substantial participation not held in a business capacity are subject to a final withholding tax at a rate of 26%<sup>1</sup>.

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<sup>1</sup> Starting from January 1, 2018 - under provision set by Law dated December 27th, 2017 No. 205 article 1, from paragraph 999 to 1006 - also dividends paid on a substantial participation not held in a business capacity are subject to a final withholding tax at a rate of 26%. Please consider the transitional period of the new provision according to which dividends paid on a substantial participation not held in a business capacity and deliberated from January 1, 2018 to December 31, 2022 (but referred to profits earned before January 1, 2018), are subjected to previous tax treatment [i.e. 41.86% of dividends paid on a participation held in a business capacity].

A participation is considered to be “substantial” when it entitles the holder to (i) more than 2% of the voting rights or more than 5% of the capital in companies listed on regulated stock markets (according to Italian law), or (ii) more than 20% of the voting rights or more than 25% of the capital in other companies, including companies listed on non-regulated stock markets (according to Italian law).

#### *Individual Shareholders resident in Italy carrying on business activities*

Dividends paid to individual Shareholders resident in Italy on shares relating to the Company are not subject to any withholding or substitute tax provided that the holder, at the time of disbursement, declare that the profits collected relate to equity investments relating to the business activity.

The Ministerial Decree of 26<sup>th</sup> May 2017 redetermined this percentage to the extent of 58.14%. The same applies the amount of dividends formed with profits produced starting from the year after the current year at December 31, 2016.

#### *Individual Shareholders not resident in Italy*

Dividends paid to individual Shareholders not resident in Italy (who do not carry on business in Italy through a permanent establishment situated therein) are subject to a 26% final withholding tax as a general rule.

Alternatively, non-Italian resident individual Shareholders may claim a credit refund equal to the lower of 11/26<sup>th</sup> of the Italian withholding tax levied and the foreign tax actually paid on the dividend in their country of residence. However, this credit refund cannot be enjoyed where a Shareholder seeks relief from double taxation based on an applicable tax convention, *i.e.* the two forms of juridical double taxation relief are alternatives.

Special rules apply, among others, for dividends paid to European Union or European Economic Area “white listed” companies<sup>2</sup>, which are subject to a 1.2% withholding tax; in this case the 11/26<sup>th</sup> credit refund would not be applicable<sup>3</sup>.

## **1.2 Rates applicable to corporate Shareholders**

#### *Corporate Shareholders resident in Italy*

In general, 95% of dividends paid by the Company to corporate Shareholders resident in Italy should be exempted from tax (the same rules apply to companies adopting IAS/ IFRS, except for dividends paid on shareholdings classified as “held for trading” that are fully taxable).

No withholding tax is levied upon distribution.

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<sup>2</sup> “White listed” companies are those companies resident in jurisdictions which allow an adequate exchange of information with Italy.

<sup>3</sup> Furthermore, following the implementation of the 2011/96/EU European Union Parent-Subsidiary Directive (the “Directive”) of November 30, 2011 (as amended by 2015/121/EU Directive), a withholding exemption applies if the corporate shareholder meets the following requirements: (i) it is resident for tax purposes in an EU Member State; (ii) it is incorporated in one of the forms listed in the Annex to the Directive; (iii) it is subject to one of the taxes listed in the Annex to the Directive, without benefiting from an exemption, unless temporarily or territorially limited; and (iv) it holds at least 10% of the capital of the subsidiary for at least one uninterrupted year. The parent-subsidiary regime is not available in the case of transactions falling within the scope of the so called “abuse of law” rule, which is aimed at disowning non-economic transactions that carry undue tax advantages.

### *Corporate Shareholders not resident in Italy*

Dividends paid by the Company to a non-Italian resident corporate Shareholder (who do not carry on business in Italy through a permanent establishment situated therein) are subject to a 26% final withholding tax as a general rule. Subject to the provisions of any applicable double taxation convention, the rate of withholding tax may be reduced (*i.e.* an individual who is not resident or ordinarily resident in Ireland for tax purposes) and non-Italian tax resident companies not within the charge to Italian corporation tax. Alternatively non-Italian resident corporate Shareholders may claim a credit refund equal to the lower of 11/26<sup>th</sup> of the Italian withholding tax levied and the foreign tax actually paid on the dividend in their country of residence. However, this credit refund cannot be enjoyed where a Shareholder seeks relief from double taxation based on an applicable tax convention, *i.e.* the two forms of juridical double taxation relief are alternatives.

Special rules apply, among others, for dividends paid to European Union or European Economic Area “white listed” companies, which are subject to a 1.2% withholding tax; in this case the 11/26<sup>th</sup> credit refund would not be applicable.

### **Capital gains tax on a subsequent disposal of the shares**

For Italian tax purposes, capital gains on shares issued by Italian resident companies (such as the Company) are, as a general rule, deemed to be sourced in Italy and, consequently, taxable in Italy. For the purpose of computing the amount of capital gains which are taxable, all disposals of the Shares that occurred within 12-month period should be aggregated. The Italian Revenue Agency’s website contains a special section in English for non - resident taxpayers which provides general information.

According to Italian law, a participation is considered to be “substantial” if it entitles the holder to (i) more than 2% of the voting rights or more than 5% of the capital in companies listed on regulated stock markets, or (ii) more than 20% of the voting rights or more than 25% of the capital in other companies, including companies listed on non- regulated stock markets.

## **2.1 Rates applicable to individual Shareholders**

### *Individual Shareholders resident in Italy*

*Capital gains realized by individual Shareholders upon a disposal of the Shares for consideration (i.e. not as a gift) are subject to the following tax treatment:*

- capital gains realized through the sale of a non-substantial participation not held in a business capacity are fully (*i.e.* 100%) subject to a substitute tax of 26% on capital gains realized;
- 41.86% of capital gains realized through the sale of a participation (qualifying for the “Participation exemption” regime described in paragraph below) realized starting from January 1, 2018 held in a business capacity or of a substantial participation not held in a business capacity are exempt from tax. The remaining 58.14% of the capital gains are taxable at progressive rates which range from 23% (for income up to € 15,000) to 43% (for income exceeding € 75,000);
- capital gains realized through the sale of a participation (not qualifying for the “Participation exemption” regime described in paragraph below) held in a business capacity are fully (*i.e.* 100%) taxable at progressive rates (which range from 23% - for income up to € 15,000 - to 43% - for income exceeding € 75,000).

Starting from January 1, 2019 capital gains realized through the sale both of a substantial and a non-substantial participation not held in a business capacity are fully (*i.e.* 100%) subject to a substitute tax of 26%.

#### *Individual Shareholders not resident in Italy*

Capital gains realized by non-Italian resident individual Shareholders (who do not carry on business in Italy through a permanent establishment situated therein) on the sale of Shares are subject to the following tax treatment:

- capital gains realized through the sale of a non-substantial participation in Italian companies listed on non-regulated stock markets are fully (*i.e.* 100%) subject to a 26% substitute tax. In this case, the Shareholder is required to file a tax return in Italy. A full exemption applies to Shareholders resident in jurisdictions which allow the exchange of information with Italy;
- 41.86% of capital gains realized through the sale of a substantial participation starting from January 1st 2018 in all Italian companies *i.e.* not listed, listed on a non-regulated stock market or listed on a regulated stock market are exempt from tax. The remaining 58.14% of the capital gains are taxable at progressive rates (which range from 23% - for income up to € 15,000 - to 43% - for income exceeding € 75,000). In this case, the Shareholder is required to file a tax return in Italy;
- capital gains realized through the sale of a non-substantial participation in Italian companies listed on regulated stock markets are not regarded as Italian-sourced income (*i.e.* they are not subject to tax in Italy).

Starting from January 1, 2019 capital gains realized through the sale of a substantial participation not held in a business capacity are fully (*i.e.* 100%) subject to a substitute tax of 26%. In this case, the Shareholder is required to file a tax return in Italy. A full exemption applies to Shareholders resident in jurisdictions which allow the exchange of information with Italy.

## **2.2 Rates applicable to corporate Shareholders**

#### *Corporate Shareholders resident in Italy*

According to the “Participation exemption” regime, capital gains realized upon a disposal of Shares in an Italian joint stock company by a corporate Shareholder resident in Italy are 95% exempted, provided that the following requirements are met:

- the participation has been held continuously from the first day of the 12<sup>th</sup> month prior to that of the disposal;
- the participation was classified as a fixed financial asset in the first balance sheet closed after the acquisition (in the case of companies adopting IAS/IFRS, shareholdings are deemed to be fixed financial assets if they are not held for trading);
- the subsidiary is resident in a “white list” country; and
- the subsidiary carries on a commercial activity.

The last two conditions must have been met since the beginning of the third year preceding the year of the disposal and, in the case of shares held in a holding company, they should be tested with reference to its subsidiaries.

Where one of these conditions above is not met, capital gains are fully taxable at the ordinary rate of 24%.

The same tax regime applies to capital gains realized by a non-Italian resident corporate Shareholders upon a disposal of shares held through a permanent establishment in Italy (*i.e.* shares are effectively connected with the permanent establishment).

#### *Corporate Shareholders not resident in Italy*

Capital gains realized by non-Italian resident corporate Shareholders (who do not carry on business in Italy through a permanent establishment situated therein) on sales of shares are subject to the following tax treatment:

- capital gains realized through the sale of a non-substantial participation in Italian companies listed on non-regulated stock markets are fully (*i.e.* 100%) subject to a 26% substitute tax. In this case, the Shareholder is required to file a tax return in Italy. A full exemption applies to corporate Shareholders resident in jurisdictions which allow the exchange of information with Italy;
- 41.86% of capital gains realized through the sale of a substantial participation starting from January 1, 2018 in all Italian companies *i.e.* not listed, listed on a non-regulated stock market or listed on a regulated stock market are exempt from tax. The remaining 58.14% of the capital gains are taxable at the ordinary rate of 24%. In this case, the Shareholder is required to file a tax return in Italy;
- capital gains realized through the sale of a non-substantial participation in Italian companies listed on a regulated stock markets are not regarded as Italian-sourced income.

#### **Stamp duty on a transfer of Shares**

Article 13, paragraphs 2-*bis* and 2-*ter*, of the “Tariffa”, attached to the Decree of the President of the Republic 26 October 1972, No. 642, and the relative notes 3-*bis* and 3-*ter* set forth the applicable provisions of the generally proportional stamp duty (with the exception of certain exclusions/exceptions) to periodic communications sent by banks and from Italian financial intermediaries to its customers, in relation to financial products deposited with them, which also include Shares, even if not subject to deposit obligations, including deposits banking and postal services, even if represented by certificates.

Among others, reports and communications that Italian intermediaries send to subjects other than clients, as defined in the Provision of the Governor of the Bank of Italy of September 30, 2016 are not subject to stamp duty.

Stamp duty does not apply, among other things, for communications received from pension funds and health funds.

The paragraph 2-*ter* of the Article 13 of Tariffa provides that, where applicable, stamp duty is applied in the measure of 2% per year. There is no minimum measure. For subjects other than natural persons there is a maximum limit of € 14,000 per year.

The tax is levied by banks and other financial intermediaries and is related to the reporting period. Periodic communications to customers are presumed, in any case, to be sent at least once a year, even if the Italian intermediary is not required to prepare and send communications. In this case, stamp duty is applied according to the value, as identified above, of the financial products calculated on 31<sup>st</sup> December of each year and, in any case, at the end of the relationship with the customer.

Stamp duty is due and related to the reported period regardless of whether or not there is an obligation to send communications. Stamp duty is applied on the market value of the financial

instruments or, failing this, on the nominal or refund value, as resulting from the communication sent to the client. The tax applies to both resident and non-resident investor, for financial instruments held with Italian intermediaries.

### **Financial Transaction Tax (FTT) on transfer of Shares**

The transfer of the ownership of financial instruments (mainly shares and other participating financial instruments) issued by companies resident in Italy, wherever executed and regardless the residence of the parties involved in the deal, are subject to financial transaction tax (“FTT”).

The tax rates are equal to 0.10% for transfers of shares, other participating financial instruments issued by Italian resident companies and of securities representing equity investment, executed in regulated stock markets or through multilateral trading facilities and 0.20% for all other taxable transfers.

**THE DISCUSSION ABOVE IS A GENERAL SUMMARY. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE OF IMPORTANCE TO A PARTICULAR SHAREHOLDER. EACH SHAREHOLDER IS URGED TO CONSULT ITS OWN TAX ADVISOR ABOUT THE TAX CONSEQUENCES TO IT OF OWNERSHIP AND DISPOSITION OF SHARES IN LIGHT OF SUCH SHAREHOLDER’S OWN CIRCUMSTANCES.**



**AIRTIME**  
PARTECIPAZIONI SPA

## Part II: Lock-up

## SECTION 1: LOCK-UP

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### LOCK-UP AGREEMENTS

Some of the Shareholders of the Company, namely Giancarlo Agresti, Saverio Caldani, Riccardo Gabrielli, Renzo Menarini, Bimatics EOOD, Performance S.r.l., Opt1mize Holdings and Roberto Re have undertaken a lock-up commitment for 6 months after the start of the trading of the Shares towards Heritage Ventures.

On the other hand, Paolo Bona, David De Filippis, Orlando Taddeo and Federico Germondani are subject to a lock-up period of 24 months after the mentioned date with a monthly release from lock-up of a portion of its shareholding equal to 20% of the same.

Eventually, Heritage Ventures is subject to a lock-up commitment towards the Listing Sponsor for a period of 12 months after the start of the trading of the Shares, structured as follows: covering a percentage of its stake in the Company equal to 85% for the first 6 months and a percentage of 75% for the following 6 months.



**AIRTIME**  
PARTECIPAZIONI SPA

## **Part III: Technical information**

## SECTION 1: ADVISORS AND OTHER SPECIALISTS

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### Listing Sponsor

On March 23, 2020, Airtime Ireland and Aether Financial Services S.A.S., a French simplified joint-stock company (*Société par actions simplifiée*) having its registered office in 36 rue de Monceau, 75008 Paris, France, registered with the Trade and Companies Register (*Registre du Commerce et des Sociétés, R.C.S.*) of Paris, France under no. 811 475 383, entered into a mandate pursuant to which Aether Financial Services S.A.S. agreed to assist the Company as its listing sponsor in connection with the Admission.

On the Admission Date, the Company and Aether Financial Services will enter into a listing sponsor agreement, according to which Aether Financial Services shall assist the Company as its listing sponsor after the Admission and shall assist the Company with reporting and other post-listing obligations.

The corporate offices of Aether Financial Services are situated at 36 rue de Monceau, 75008 Paris, France and it can be contacted at [agency@aetherfs.com](mailto:agency@aetherfs.com).

In accordance with the Euronext Growth Rules and on the basis of the listing sponsor agreement, the ongoing obligations of the Listing Sponsor are:

- the Listing Sponsor shall advise the Company in respect of the legal and regulatory requirements and contractual obligations resulting from the first admission to trading, including, without limitation, disclosure obligations resulting from the Market Abuse Regulation and monitor that the Company, upon admission and thereafter, complies with the admission and ongoing requirements;
- the Listing Sponsor shall advise the Company in respect of the legal and regulatory requirements and contractual obligations resulting from the first admission to trading, including, without limitation, disclosure obligations in respect of price-sensitive information;
- the Listing Sponsor shall maintain regular contacts with the Company, to be aware of developments and changes regarding the Company and the Shares admitted to trading and shall notify Euronext in case of breach of the Euronext Growth Rules and/or national regulations by the Company as soon as it becomes aware of it;
- the Listing Sponsor shall do its utmost to advise and accompany the Company by organizing one investor meeting per year at the minimum;
- the Listing Sponsor shall contact and provide advice to the Company if the Company does not comply with the Euronext Growth Rules or with any other legal and regulatory requirements resulting from the first admission to trading in order to remedy the non-compliance.

Upon request, the listing sponsor shall provide Euronext with information in relation to the Company.

## Liquidity Provider

The Company has appointed Portzamparc BNP Paribas as liquidity provider in relation to the trading of the Shares listed on Euronext Growth.

More in detail, Portzamparc BNP Paribas, by means of cash or Shares available in the liquidity account opened on behalf of the Company, will be entitled to operate on the market to enhance the liquidity of the Shares, improve the regularity of trading, and avoid price swings that are not justified by the current market trends, in any case, in full respect of any applicable law or regulation both at European and national level.

The appointment of Portzamparc BNP Paribas will have a duration of one year and will be renewed automatically for further 12 months' terms unless terminated by a party.

## Coverage Agent

The Company has appointed Grayling France as coverage agent in relation to the trading of the Shares listed on Euronext Growth.

More in detail, on May 6, 2020 Heritage Ventures and Grayling France, operating under the trademarks "Citigate Dewe Rogerson" and "Grayling", entered into an agreement, amended on September 21, 2020, whereby Grayling France was appointed on an exclusive basis to provide advice and assistance to the Company based on a communications programme, which specifies the actions and services to be provided Grayling France, regarding the conception and distribution of information documents as well as the handling of related media and investor relations.



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