

Grab2Go public offering of Shares

In the course of the Offer, the Issuer offers up to 992,000 Offer Shares at a price of 1.21 euros per Offer Share



GRAB2GO AS

COMPANY DESCRIPTION

for the public offering of Shares and admission to trading on the First North multilateral trading facility

ABSTRACT

This company description has been prepared for the public offer ("**Offer**") of new Shares to be issued by Grab2Go AS (a public limited company registered in Estonia, registry code 16014547, "**Grab2Go**" or "**Issuer**") ("**Offer Share(s)**"), and for admission of all Issuer's shares to trading on First North, a multilateral trading facility operated by Nasdaq Tallinn AS ("**Exchange**"). This company description has been prepared in accordance with the rules and regulations established by the Exchange for the First North multilateral trading facility ("**Rules**"). This company description must not be used for any other purpose without the prior consent of the Issuer.

Grab2Go is a company created as a private limited company (*osaühing*) on July 22nd 2020, converted into a public limited company (*aktsiaselts*) on August 3rd 2022 based on shareholders' decision and registered in the Estonian Business Register as a public limited company on September 22nd 2022, engaged in the development and manufacture of smart, autonomous, unmanned and robotic convenience store and pharmacy technologies.

Public offer of the Issuer's shares will only be conducted in Estonia, pursuant to Article 3(2) of Regulation (EU) 2017/1129 of the European Parliament and of the Council ("**Prospectus Regulation**"), § 15(1) and (6) of the Securities Market Act ("**SMA**"), and § 1(2) and Subsections 2 and 3 of § 1(3) of the 21.02.2022 Regulation No. 7 of the Ministry of Finance, "Requirements for securities offer information documents" ("**Regulation**"), according to which disclosure of the prospectus of a public offer nor the information document specified in the Regulation is not required, if the total consideration of the public offer of securities does not exceed 5,000,000 euros for all contracting states for a total period of one year and information has been published according to the rules for preparing and publishing information when a trading venue offers securities or admits securities for trading, as specified in § 3(1) of the SMA. This company description is not a prospectus within the meaning of the Prospectus Regulation or the SMA, nor an information document within the meaning of the Regulation. The information provided in the company description has not been verified or approved by the Financial Supervision Authority or by any other national supervisory authority.

The Offer is aimed at Estonian retail and institutional investors who are qualified investors as defined in Article 2(e) of the Prospectus Regulation. The Offer takes place only in Estonia and Offer Shares will not be offered in any other jurisdiction. In addition to the Offer, Issuer has the right to offer the Offer Shares to institutional investors outside of Estonia provided that such investors qualify as professional investors within the meaning of Article 2(e) of the Prospectus Regulation.

In the course of the Offer, the Issuer offers up to 992,000 Offer Shares at a price of 1.21 euros per Offer Share. If interest in the Offer is high and investor demand exceeds the number of Offer Shares, Issuer may increase the number of Offer Shares by up to 10%, i.e. to a maximum of 1,091,200 Offer Shares.

The offer period of Offer Shares starts on May 8th 2023 at 10.00 and ends on June 6th 2023 at 16.00 ("**Offer period**").



The Issuer has filed an application with the Exchange to admit all shares of the Issuer ("**Shares**"), including the Offer Shares, for trading in the Exchange's First North multilateral trading facility. Trading of the Shares in the Exchange's First North multilateral trading facility is expected to start on June 13th 2023 or on an adjacent date.

Warning regarding risks associated with the Offer

There are risks associated with participating in the Offer and subscribing to Shares and investing in the Shares on the secondary market. Potential investors should read the entire company description before making an investment decision. In particular, chapter 8 "Risk Factors" should be read, which covers the factors which should be taken into account when investing in the Shares. By participating in the Offer, the investor acknowledges the risks set out in this company description, including the risk that Shares may lose some or all of their value. Although the Issuer has made all reasonable efforts to provide a correct and adequate overview of the Issuer, its activities and the Offer Shares in this company description, the value of the investor's investment in Offer Shares may be materially affected by circumstances not evident by the date of this company description or not included in this company description. The information presented in this company description must not be construed as legal, financial or tax advice. This company description is not investment advice nor a recommendation to subscribe for Offer Shares. The suitability of the Shares for potential investors based on their level of experience and knowledge has not been assessed. Each potential investor must decide independently, or with the assistance of a professional legal, financial or tax advisor if necessary, whether investing in the Offer Shares corresponds to the financial capabilities and investment objectives of the investor, and whether such investment complies with all the rules, requirements and restrictions that may apply to the investor.

Restriction on publication

The information contained in this company description is not intended for publication, distribution or transmission, in whole or in part, directly or indirectly, in the United States, Australia, Canada, Hong Kong, Japan, Singapore, South Africa or any other country in which, or under circumstances under which publication, distribution or transmission would be unlawful, or to any persons under financial sanctions imposed by competent authorities. The Offer Shares are being publicly offered only in Estonia, and no sale or offer of Offer Shares will take place in any jurisdiction where such offer, solicitation or sale would be unlawful, regulatory exceptions or special terms notwithstanding, or to any persons under financial sanctions imposed by competent authorities.



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1. INTRODUCTORY REMARKS

1.1. Applicable law

This company description has been prepared in accordance with the laws of the Republic of Estonia and is governed by the law of the Republic of Estonia. Any disputes arising from and related to this company description will be resolved in the Harju County Court as the court of first instance.

First North is a multilateral trading facility as defined in § 3(3) of the SMA, is operated by the Exchange and is not a regulated market as defined in the SMA or other legislation.

1.2. Responsible persons

The Grab2Go Management Board is responsible for the information provided in this company description. The Management Board hereby confirms that, to the best of its knowledge, the information contained in the company description is true and accurate and contains no omissions likely to affect the import of the company description. Information about the Management Board is provided in Section 6.2.

The Grab2Go Management Board is responsible for the truthfulness and accuracy of the information provided in this company description as of the date of this company description, April 6th 2023.

1.3. Terminology and rounding

The capitalised terms in this company description have the meaning specified in Section 10 or elsewhere in the company description.

The figures and quantitative values contained in the company description (e.g., monetary value, percentage value, etc.) are presented with an accuracy which the Issuer considers reasonably sufficient and adequate without excessive detail. In some cases, quantitative values have been rounded to the nearest decimal or integer value. Due to this, percentage values may not always add up to 100%. The financial data are provided in Euros.

1.4. Forward-looking statements

This company description includes statements referring to the future, and growth forecasts. These statements are not guarantees of future performance, and should not be excessively relied upon. Forward-looking statements involve known and unknown risks and uncertainties which may cause the actual performance and financial results of future periods to materially differ from those expressed or presumed in forward-looking statements.

Accuracy of forward-looking statements can not be guaranteed because actual performance and future events may materially differ from projections. The Issuer is not responsible for updating forward-looking statements when circumstances, assessments or opinions change, except in cases where required by securities regulations, including Rules.

1.5. Auditor

The auditor of Grab2Go is Finance Art OÜ (registry code 11896264). Finance Art OÜ is a member of the Estonian Association of Auditors. Grab2Go's audited financial reports for 22.07.2020-31.12.2021 and 01.01.2022-31.12.2022 are attached to this company description.



In relation to admitting its shares to trading at First North and due to its activities becoming more complex, the Management Board has decided to change the Issuer's auditor and present the new more suitable auditor and auditing office to be approved by the general meeting of the shareholders from the auditing of the Issuers annual accounts for 2023.

1.6. Advisor

Grab2Go's advisor is Ellex Raidla Advokaadibüroo OÜ (registry code 10344152, <https://ellex.legal>), whose main field of activity is legal representation and practice of law. The Advisor's representative advising the Issuer is Gerli Kivisoo (e-mail gerli.kivisoo@ellex.legal). A contract of indefinite duration has been signed with the Advisor.

Neither the Advisor nor the Advisor's representative hold any shares of the Issuer as of the date of this company description.

1.7. Conditions for amending the company description

If the Issuer becomes aware of any material facts, errors or inaccuracies relating to the information contained in this company description, which may affect the valuation of the Shares and which become apparent after the publication of this company description but before the end of the Offer Period or the commencement of trading, the Issuer will prepare an annex to the company description and, if necessary, supplement the abstract and/or translations of the company description. The annex to the company description and the supplements to the abstract and/or translations will be disclosed in the same way as the company description. Any annex to the company description is an integral part of the company description.

1.8. Accessibility of information

This company description is available on the website of the Exchange (<https://www.nasdaqbaltic.com/>) and on the website of Grab2Go (<https://www.grab2go.eu/investors>).



2. INTRODUCTION OF THE COMPANY

2.1. Short introduction

Grab2Go (www.grab2go.eu) is an Estonian company founded in 2020. Grab2Go develops and manufactures autonomous, unmanned robotic convenience store and pharmacy technologies. Grab2Go technology and solutions provide significant efficiency gains, resource savings and improved consumer experience for operators of convenience stores, pharmacies and other similar points of sale. The novelty of Grab2Go technology lies in the fact that it is a total solution for corporate clients – on the one hand there is the modular hardware and on the other hand the software, the quality of which is critical according to client feedback, and which is currently available nowhere else at a similar level of functionality. Competitive edges of Grab2Go include the integrality and novelty of the technological solution. Grab2Go has no manufacturing of its own, but uses the manufacturing and development resources of vendors.

The goal of Grab2Go is to modernize the operating and managing of pharmacies and convenience stores, making it more efficient and economical. To this end, Grab2Go has developed an autonomous, unmanned robotic store and pharmacy technology. An important part of the Grab2Go technology is the point of sale hardware, enabling consumers to do their shopping quickly and without human contact, and with no labour required. The customer chooses the products they want on a touchscreen, and the robot prepares the order and issues the goods to the customer. The Grab2Go hardware solution enables convenience store services 24-7, with no holidays.

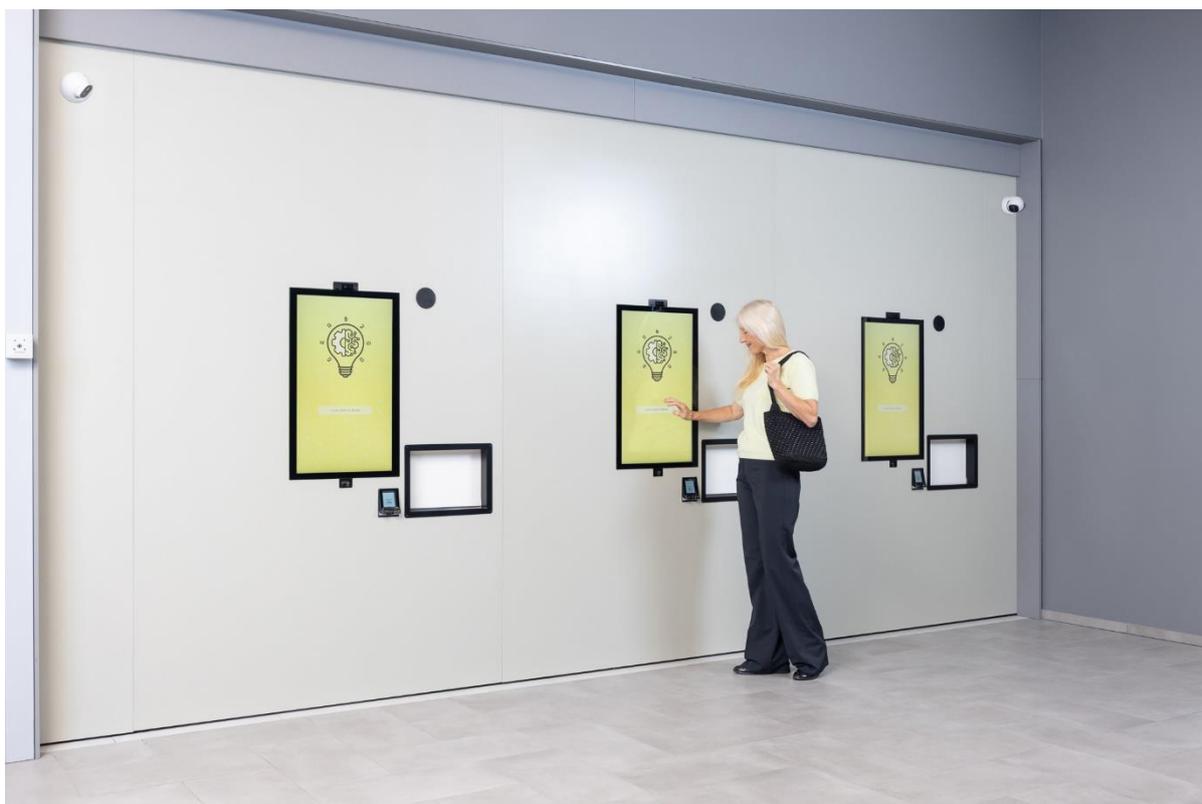


Figure 1. Grab2Go integrated convenience store.



Currently, Crab2Go has designed concepts for three different points of sale – an integrated indoor solution, an outdoor solution, and a MINI solution with a single point of sale.



Figure 2. Grab2Go stand-alone convenience store.



Figure 3. Grab2Go MINI stand-alone convenience store.



Figure 4. Outdoor version of the Grab2Go convenience store.



Figure 5. Concept of an outdoor Grab2Go self-service store.



The second part of the Grab2Go solution is an IoT-based (Internet of Things) real-time cloud platform for managing convenience stores and pharmacies. All order handling business logic, product catalogue, product stocks, rules for restricted products (country-specific rules for the sale of alcohol, tobacco, medicinal products or other restricted products), video calling services and everything associated with authentication, payments and other services are stored on the Grab2Go cloud platform. This approach enables the integration of latest AI-based technologies with the Grab2Go vending unit hardware, continuously upgrading the solution. This will enable future optimisations of vending unit logistics and selection of goods, even lower operating costs, and much more. A client portal provides a real-time overview of vending unit operations. For example, the client portal lets clients change convenience store operating hours, receive video calls (in the case of pharmacies for example), view placed orders and remotely accept or amend them as needed, and much more. Future functionalities will enable clients to fully monitor all processes in their vending units. All functionality is also provided via application programming interfaces (APIs), helping clients easily integrate it with their existing systems. The architecture of the Grab2Go platform enables pushing of remote UI updates to the point-of-sale touchscreens according to each client's current needs or for technical updates as the solution is improved. Changes to product descriptions, prices and availability are applied remotely, in real time.



Figure 6. User interface: making a purchase at a convenience store.



Figure 7. User interface: purchasing medicinal products at a self-service pharmacy.

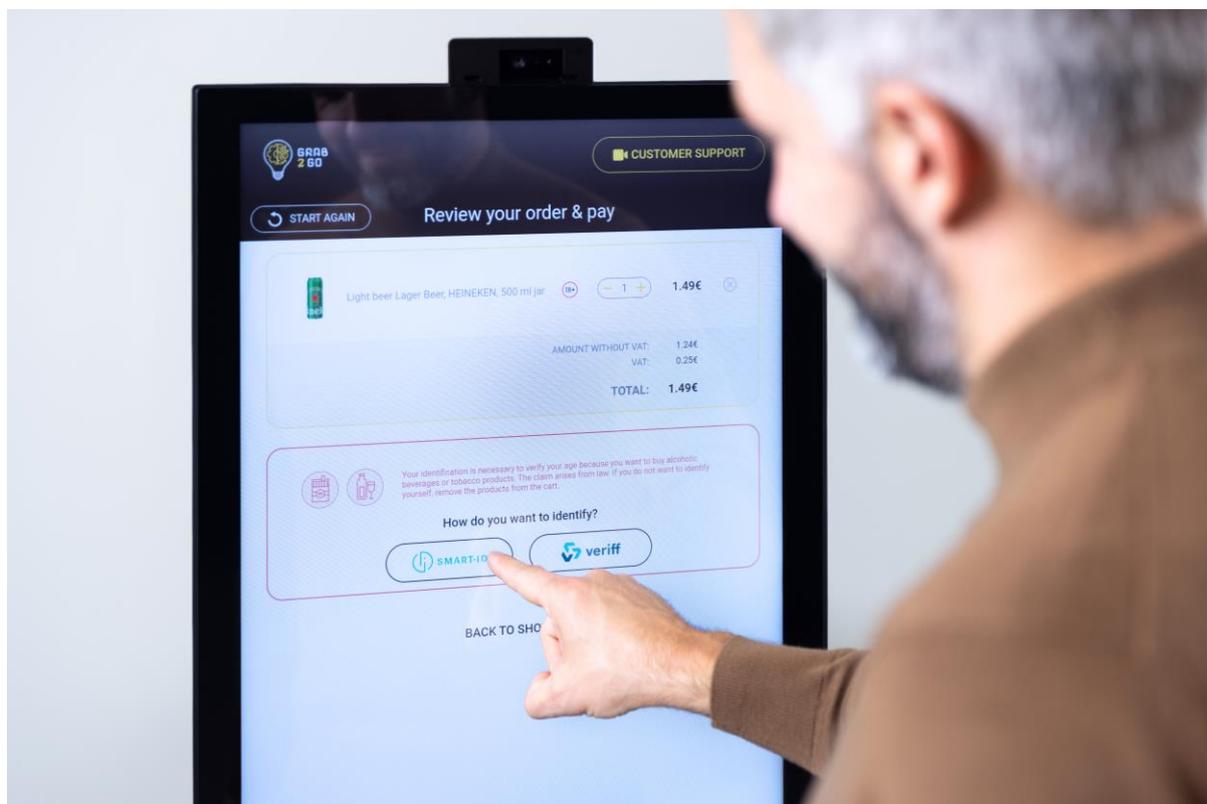


Figure 8. User interface: purchasing restricted goods, e.g. tobacco or alcohol.



The Grab2Go convenience store hardware solutions are flexible and suitable for the sale of various packaged goods. Due to demand and current challenges present on the market and the specifics of goods, Grab2Go has primarily targeted the convenience store and pharmacy sector of the wider FMCG market (Fast Moving Consumer Goods).

Globally, the FMCG market is segmented based on product type, marketing channel and area. The product type segments include food and beverage, personal hygiene (skincare, cosmetics, hair care, etc.), healthcare (over-the-counter drugs, vitamins and supplements, oral care, hygiene products, etc.), home goods, and others. Convenience stores focus on well-known brands in order to avoid costs associated with introducing new brands to consumers. Convenience store or kiosk customers value quick and smooth shopping and store availability, or location and service hours.

Generally, convenience stores are smaller kiosk- or corner-store type establishments with a limited selection of goods primarily focused on fast moving consumer goods.

Thanks to identity and age verification support, Grab2Go technology can be used to sell alcohol, energy drinks and tobacco products and other goods restricted by law, requiring age or identity verification.

These features make the Grab2Go solution usable in the pharmacy sector, turning a regular pharmacy into a 24-7, or out-of-hours pharmacy, thereby significantly improving availability of medicinal products without compromising safety. In addition to over-the-counter drugs, pharmacy cosmetics and food supplements, prescription drugs will be available for sale in the future. A single pharmacist may attend several self-service pharmacies on a first-come first-served basis.

For pharmacies, the goal of Grab2Go is to ensure quality and integrity of pharmacy services, highlighting the importance of safety in addition to availability of medicinal products. The option to consult a pharmacist is important. The Grab2Go solution enables swift and convenient purchases using point-of-sale touchscreens. A Cartesian robot (a multi-axis picking robot) prepares the order and issues the goods via a special outlet after receiving payment. Furthermore, the solution allows patients to consult a pharmacist regarding specific medicinal products, and the pharmacist is able to instruct the patient on safely using the product via video call.

A total of 1.3 million euros has been raised to realise this idea. The first 0.25 million euro financing round held in summer of 2021 was led by Madis Mür, joined by several other prominent Estonian angel investors, including Jaak Roosaare. In February 2022, an additional 0.75 million euros were raised, with investors of Pipedrive and Wise renown joining the investors of Grab2Go and DTL Baltic OÜ contributing a major sum. In early 2023, a 0.3 million euro financing round led by the EstBAN syndicate of angel investors was completed. Lead investor Mait Sooaru is a member of the EstBAN management board.

The first Grab2Go pilot self-service pharmacy was supplied to Tamro Eesti OÜ and is operated by Kotka Tervisemaja Apteek HA2. The pilot pharmacy operates in the Rapla Prisma supermarket under the BENU brand. Shoppers are able to conveniently and quickly buy various pharmacy goods and over-the-counter medications. To ensure a high-quality, safe and secure pharmacy service, the Estonian State Agency of Medicines has been involved in the development, and authorised Grab2Go to initiate the six-month pilot project on March 21st 2023.



2.2. Future plans

Revenue sources of Grab2Go include hardware (machinery) sales (lump sum revenue), hardware (machinery) maintenance (periodic revenue) and software licensing (periodic revenue) and software development (according to individual agreements). Currently, Grab2Go has initiated cooperation with Estonian clients who also have international sales networks, opening up potential new markets.

The Issuer's plans for the next four years primarily involve product development and increasing sales. Therefore the Issuer is not planning to pay dividends for the next four years (2023-2026).

The main goal of the sales strategy is to develop client relationships in four segments – pharmacy, convenience stores, filling station chains and small-format retail store chains. Focus will primarily be on European clients with potential for larger-volume orders later on.

In terms of product development, the software platform functionality will be developed focusing on the pharmacy and convenience store segment, and new machine-learning based services will be added.

- In the pharmacy sector we are planning to complete the development of services needed to sell prescription drugs, add more pharmacist tools to the client portal, and create an integration solution to support national regulatory specificities. Part of the prescription drug sales functionality has already been developed and integrations are operational via the API interface, but implementation requires the solving of additional regulatory issues which differ by country. We are targeting Q4 2024 for completing the solution.
- In the convenience store sector we are planning to integrate a fully automatic espresso machine with the point of sale, and improve the process of purchasing fresh coffee. We are planning to complete development by late Q3 or early Q4 of 2023.
- An important goal in both focus sectors (pharmacy and convenience store) is the planned development of data- and AI-based services. For example, automated optimal restocking, product range analysis and recommended improvements based on vending unit (convenience store or pharmacy) location and other external factors, optimised logistics between vending units, and services associated with automated service timing.
- In the future, Grab2Go would like to install convenience stores or pharmacies outdoors in cooperation with our clients. This would enable unlimited access any time regardless of store or other facility hours, and would provide pharmacy or convenience store operators with a cost-effective solution for opening new stores or pharmacies, including out-of-hours pharmacies. Development of an outdoor solution for both focus sectors (pharmacy and convenience stores) is planned. Development will focus on weatherproof technology, so that clients could set up their points of sale away from supermarkets, commercial buildings and other similar buildings. The main requirements for the outside casing and the components and hardware are: temperature range $-35...+55$ °C, protected against water and dust ingress, and durability of materials guaranteed for 8-10 years. The development will result in a first prototype of the outdoors solution. We are aiming to install the first operational outdoor solution in Q4 2023.
- In a more distant future, presumably in 2025, we will further focus on developing smaller indoors solutions, primarily for convenience stores. Prototype of the indoor MINI version of Grab2Go hardware will be developed based on the MINI concept and client expectations. The development path has already been laid out by the development of our existing technology.



2.3. Corporate information

Grab2Go AS is a corporation registered as a private limited company in Estonia on July 22nd 2020 and reorganised as a public limited company based on shareholders' decision on August 3rd 2022. The reorganisation was entered into the Estonian Business Register on September 22nd 2022. Grab2Go AS has no subsidiaries. Main information of Grab2Go AS:

- registry code: 16014547;
- LEI code: 984500C802EF97DLEF71;
- address: Veskiposti 2-1002, Kesklinn, 10138, Tallinn, Harju county;
- website: <https://www.grab2go.eu>;
- e-mail: info@grab2go.eu;
- telephone: +372 51 18 079, +372 53 053 173;
- primary economic activity: Other information technology and computer-related activities. 62091 (EMTAK 2008).

The Grab2Go management board has three members: Mart Viilipus, Lauri Kiivit and Ago Mölder. The Grab2Go supervisory board has four members: Andres Pukspuu, Peter Wörnbring, Mait Sooar and Kalev Koppel.

Grab2Go's Articles of Association are appended to this company description as Annex 1.



3. TERMS AND CONDITIONS OF THE OFFER

3.1. Offer

The Issuer will issue and offer publicly up to 992,000 Offer Shares in Estonia. The Shares are freely transferable and there are no restrictions on their disposal.

If interest in the Offer is high and the demand among investors exceeds the number of Offer Shares, the Issuer may increase the number of Offer Shares by up to 10%, i.e. to a maximum of 1,091,200 Offer Shares. The price of each Offer Share is 1,21 euros, and therefore the total monetary value of the Offer is 1,200,320 euros (up to 1,320,352 euros in case of oversubscription).

All Shares are of the same class. The Shares are listed in the Estonian Securities Register (**Nasdaq CSD**) maintained by the Estonian branch of Nasdaq CSD SE (Latvian registry code 400003242879) and any Shares emitted in the future will also be registered there.

Provided that all 992,000 (1,091,200 in case of oversubscription) Offer Shares are subscribed by investors, immediately after issue of these new Shares the registered share capital of Grab2Go will amount to 883,428.10 euros (893,348.10 euros in case of oversubscription) and the total number of Shares will be 8,843,281 (8,933,481 in case of oversubscription). Provided that investors subscribe to all Offer Shares, Offer Shares will make up 11.2% of total Grab2Go share capital (12.2% in case of oversubscription). Previously, Grab2Go has issued 7,842,281 Shares, and therefore, based on the price set in this public Offer, the estimated value of Grab2Go is approximately 9,489,160 euros.

Holders of Offer Shares will be entitled to Grab2Go dividends (if any are paid) starting from the financial year beginning on January 1st 2023.

The Offer is fully unguaranteed and money received from investors is not secured.

3.2. Persons eligible to participate in the Offer

Estonian legal and natural persons who hold a securities account opened through a Nasdaq CSD account manager (bank) are entitled to participate in the Offer.

3.3. Offer price

The price per Offer Share is 1.21 euros, of which 0.10 euros is nominal value and 1.11 euros is share premium.



3.4. Offer period

Offer period is the period during which investors eligible to take part in the offer can submit a subscription order for Offer Shares. Offer period starts on May 8th 2023 at 10.00 and ends on June 6th 2023 at 16.00 (Estonian time).

Preliminary timeline of the offer:

Start of offer period:	May 8 th 2023 at 10.00
End of offer period:	June 6 th 2023 at 16.00
Determination and disclosure of Offer outcomes and the allocation of Offer Shares:	June 8 th 2023
Offer settlement:	June 12 th 2023
First day of trading on First North:	June 13 th 2023
Increase of share capital in Commercial Register:	June 21 st 2023 or an adjacent date
Presumable start-of-trading date for additional Shares:	June 26 st 2023 or an adjacent date

3.5. Submitting subscription orders

It is the responsibility of each investor to ensure that the information contained in their subscription order is true, complete and legible. Incompletely, incorrectly or illegibly filled subscription orders or subscription orders submitted outside the Offer Period or subscription orders otherwise not compliant with the terms of this company description may be rejected.

Subscription orders can be submitted only during the Offer Period. An investor participating in the Offer can subscribe to Offer Shares only at the Offer price. If one investor submits several subscription orders, these are merged into a single order for the purpose of determining Share allocation. All investors participating in the Offer may submit subscription orders only in euros. Subscription orders may only be submitted for an integer number of Shares. For retail and institutional investors, the minimum subscribable amount is one Share. Each investor shall pay all costs and fees payable in connection with submitting, cancelling and/or amending their subscription order in accordance with the price list of the Nasdaq CSD account administrator which accepts the subscription order. In order to subscribe for Offer Shares, the investor must have a securities account with a Nasdaq CSD account administrator. Submitted subscription orders will be registered by the Nasdaq CSD registrar.

An investor wishing to subscribe for Offer Shares must contact the account manager that manages their Nasdaq CSD securities account and submit a subscription order for the purchase of Offer Shares on the below form during the Offer Period. An investor may use any method provided by the account manager to submit a subscription order (e.g., physically at the account manager's office, via internet bank, etc.). The subscription order must be submitted to the account manager by the end of the Offer Period at the latest.



A subscription order must contain the following information.

Owner of the securities account:	[name of the investor]
Securities account:	[number of the investor's securities account]
Custodian:	[name of the investor's custodian]
Security:	GRAB2GO AKTSIA
ISIN code:	EE3100107194
Amount of securities:	[number of shares for which the investor wishes to subscribe]
Price (per one share):	1 euro and 21 cents
Transaction amount:	[the number of shares for which the investor wishes to subscribe multiplied by the price of the share]
Counterparty:	Swedbank AS
Securities account of the counterparty:	99111914384
Custodian of the counterparty:	Swedbank AS
Type of transaction:	Subscription
Type of settlement:	delivery versus payment (DVP)

An investor may submit a subscription order through a nominee account only if the investor authorises the nominee account holder to disclose the investor's identity to the Nasdaq CSD registrar in writing. Subscription orders submitted through nominee accounts will be taken into consideration in the allocation only if the nominee account holder has actually disclosed the identity of the investor to the Nasdaq CSD registrar. Among other information it is required to disclose the permanent address and personal identification code in case of a natural person or the registered address in case of a legal entity. An investor may submit a subscription order either personally or through a nominee whom the investor has authorised (in the form required by law) to submit the subscription order.

A subscription order is deemed submitted when the Nasdaq CSD registrar receives a duly completed transaction order from the investor's account manager.

By submitting a subscription order, the investor:

- confirms that they have read and understood this company description and that they accept the terms of the offer set forth herein;
- confirms that they are located in Estonia and are not subject to the laws and regulations of any other jurisdiction which would prohibit them from submitting the subscription order;
- accepts that subscription order submission does not in itself entitle them to acquire Offer Shares nor entail the conclusion of a contract of sale of Offer Shares;
- accepts that the number of Offer Shares indicated by the investor in the subscription order is the maximum number of Offer Shares that the investor wishes to acquire, and acknowledges



that the investor may receive fewer Offer Shares than indicated in the subscription order, but no more shares;

- undertakes to acquire the number of Offer Shares allocated to them, not exceeding the number of Offer Shares indicated in the subscription order, and to pay for them in accordance with the terms and conditions set forth herein;
- confirms that they are aware of the investment risks associated with equity investments, including the risk of losing all or part of the amount invested;
- accepts and agrees that the Issuer has the right to receive daily information on submitted subscription orders from the registrar of the Estonian Register of Securities;
- authorises and instructs the account operator to forward the subscription order as registered to the Nasdaq CSD;
- authorises the Issuer, the account manager and any other financial institution the services of which were used to submit the subscription order, and the Nasdaq CSD to process the investor's personal data (including contact information) to the extent necessary for participation in the Offer;
- authorises the account manager or financial institution managing the Investor's securities account, or the relevant Nasdaq CSD, to amend the information provided in the investor's subscription order, including (a) to specify the value date of the transaction, and (b) to specify the number of Offer Shares to be purchased by the investor and the total value of the transaction, which is calculated by multiplying the Offer Price by the number of Offer Shares allocated to the respective investor.

The investor may amend or cancel the subscription order at any time before the end of the Offer Period. For this, the investor must contact the Nasdaq CSD account manager through which the subscription order was submitted, and take steps required by the account manager to amend or cancel the subscription order (account managers and financial institutions may have different processes). The amendment or cancellation takes effect from the moment of amendment or withdrawal of the transaction order by the account manager.

No investor or group of investors has a pre-emptive right to subscribe for Shares. The Grab2Go shareholders' decision of March 7th 2023 excluded pre-emptive subscription rights for existing Grab2Go shareholders; however, Grab2Go is entitled to prefer certain groups of investors when allocating Shares in case of oversubscription, see Section 3.7 for more information.

3.6. Payment for Shares

Payment for Shares is accepted only in euros and Offer proceeds are in euros.

The investor may submit a subscription order only if the bank account linked to the corresponding Nasdaq CSD securities account has sufficient funds to cover the total transaction value specified in the subscription order.

By submitting a subscription order, the investor authorizes their Nasdaq CSD account manager, or other institution managing the bank account linked to the investor's securities account, to immediately reserve the total amount of the transaction on the bank account of the investor until settlement is completed or



the funds are released. The amount to be reserved equals offer price multiplied by the number of Offer Shares specified in the subscription order.

If it is not possible to pay for the Offer Shares because of insufficient funds in the investor's bank account, the subscription order submitted via the securities account linked to the bank account shall not be accepted and the investor loses all rights to the Offer Shares specified in their subscription order.

3.7. Rules of allocation

Grab2Go will decide on the allocation of the Offer Shares at its own discretion after the end of the Offer Period but not later than June 8th 2023 or an adjacent date. In the allocation, all investors will be treated equally under identical circumstances, with Grab2Go reserving the right to give preference to Grab2Go management, employees and/or existing investors. Grab2Go is entitled to apply different allocation policies to retail and institutional investors.

In addition to the Offer, Grab2Go is entitled, at its own discretion, to allocate Offer Shares to institutional investors outside of Estonia, provided that such investors are qualified investors within the meaning of Article 2(e) of the Prospectus Regulation. No percentage rate for institutional allocation is pre-applied and such orders are reviewed separately.

If the total volume of the Offer is not subscribed for, Grab2Go has the rights set out in Section 3.10 and the right to allocate all the subscribed Shares to all investors who participated in the Offer.

3.8. Offer settlement

In order to ensure that investors are able to trade their Shares as soon as possible after Offer settlement, Shares held by Mart Viilipus, a major shareholder of Grab2Go, will be used to settle the Offer. Offer settlement will be conducted by Swedbank AS as an agent. Mart Viilipus will lend a number of Shares equal to the number of Offer Shares to Swedbank AS, which will use these Shares for settlement.

Grab2Go's Articles of Association include a temporary right of the Supervisory Board to increase Grab2Go's share capital to a limited extent. On March 7th 2023, Grab2Go shareholders decided to authorise Grab2Go supervisory board to increase Grab2Go share capital. The supervisory board's decision to issue new Shares to Swedbank AS in order to return the borrowed Shares after the settlement of the Offer will be adopted once the final number of Offer Shares is determined. For avoidance of any doubt: this share borrowing scheme will not change the number of Shares owned by Mart Viilipus. (Mart Viilipus's ownership share will be diluted proportionally to the Offer volume: prior to the Offer, Mart Viilipus's ownership share in Grab2Go is 24.69%; presuming that investors subscribe to all Offer Shares and Mart Viilipus himself does not subscribe to Offer Shares, Mart Viilipus's ownership share in Grab2Go will be reduced to 21.91% (21.67% in case of oversubscription)). The increase of share capital will presumably be registered in the Commercial Register on June 21st 2023 or an adjacent date (the date is subject to change).

Offer Shares will presumably be transferred into the investor's securities account on June 26th 2023 or an adjacent date. The transfer will take place according to the "delivery versus payment" procedure simultaneously with transfer of the subscription amount from the investor's bank account to Swedbank AS's account.



3.9. Release of funds

If the Offer or part of it is cancelled or if the investor's subscription order or part of it rejected or if the number of allocated Offer Shares differs from the number of the Offer Shares subscribed to, the corresponding account manager will release all or part of the funds reserved in the investor's bank account (the amount exceeding the payment made for the Offer Shares) in accordance with the terms and conditions of the account manager, but presumably within one business day. Issuer is not responsible for the release of funds nor for the payment of interest on the released funds for the period during which they were reserved.

3.10. Cancelling the Offer or amending its terms and conditions

Grab2Go may cancel the Offer in full or in part or alter the terms and conditions and dates thereof at any time before the publishing of the allocation of Offer Shares. Grab2Go may cancel the Offer in part or in full, extend the Offer Period or amend the terms and conditions if the total amount of the Offer is not fully subscribed for, but also in other cases.

Information on amendments to the terms and conditions of the Offer or the cancellation of the Offer shall be disclosed on the Grab2Go website and as a corporate event through the information system of the Exchange.

All of Grab2Go's rights and obligations arising from the cancelled part of the Offer will end at the moment of publishing this disclosure.

3.11. Accepting Shares to trading

Grab2Go has submitted a request to the Exchange to admit Grab2Go Shares, including Offer Shares, for trading in the Exchange's First North multilateral trading facility, and presumably trading in Shares in the Exchange's First North list will commence on June 13th 2023 or an adjacent date (June 26th 2023 for the new Shares issued to Swedbank AS for facilitating settlement).

If admission of Shares for trading is not carried out according to the planned schedule or if the Exchange decides, for any reason, not to admit the Shares for trading, the investor will not be entitled to request the Issuer to repurchase the issued Shares or make any other claims against Grab2Go based on this.



4. REASONS FOR THE OFFER AND LISTING, AND USE OF PROCEEDS FROM THE OFFER

The Offer is targeted to all Estonian natural and legal persons. Grab2Go plans to use proceeds from the Offer primarily to support its current operations – manufacture of pilot hardware – but also to expand its team in order to reduce dependence on external service providers and increase its client base.

The expected proceeds for Grab2Go from the Offer is approximately 1,200,000 euros, or 1,320,000 euros in case of oversubscription. For the expenses associated with the Offer, including remuneration for persons engaged to organize the Offer, Grab2Go has allotted approximately 50,000 euros, resulting in net proceeds of 1,150,000 euros from the Offer, or 1,270,000 euros in case of oversubscription.

The proposed distribution of the proceeds of the Offer by area of activity is as follows:

Category	Priority	Cost	Description
Product development	1	243,000 €	In product development, this year and next year Grab2Go will primarily focus on developing products for internal use. An autonomous coffee vending solution will be developed. Furthermore, product scalability will be improved and we will focus more on productization in order to offer our solution to clients in Estonia as well as abroad. Planned long-term software improvements include capability for vending units to automatically keep track of product stocks and, using machine learning, forecast future sales and autonomously reorder goods from a central warehouse or nearby vending units.
	2	140,000 €	In order to improve its manufacturing capability, Grab2Go still considers it necessary to engage external software developers to supplement its own software engineering team in order to speed up product development and productization. Besides engaging new software development service providers, Grab2Go is planning to improve its purchase management capability in order to enhance its product assembly capability and profitability.
Team	1	56,000 €	In developing its team, Grab2Go prioritizes creating and growing the team who will be engaged in hardware servicing and productization. While the Grab2Go product and hardware solutions are created with business client and consumer convenience in mind, these are still complicated software and hardware systems, requiring training to operate, and susceptible to various faults and issues during their lifetime. In order to provide excellent service to clients, we need a professional and trained service team with intricate knowledge of the hardware.



	2	102,000 €	The second crucial aim of team development is creating a Grab2Go software development team and improving our development capability. Until now, Grab2Go has primarily engaged external service providers to ensure the necessary agility and efficiency in our earliest phase. However, as we add clients to our portfolio, Grab2Go foresees a need to have an internal software development team to centralise Grab2Go software know-how and focus on developing new solutions and supporting existing solutions.
Improving manufacturing and sales capabilities	1	609,000 €	In the coming years, Grab2Go is planning to rapidly expand from Estonia to other markets in North and Central Europe by undertaking pilot projects. The second priority for Grab2Go over the next two years, in addition to improving manufacturing capabilities, is therefore to establish new client relationships both domestically and abroad.

In case of undersubscription, expenditure on planned activities will be reduced according to their priorities and the actual amount of funds raised. This means that expenditure on first priority activities will be reduced to a lesser degree, and expenditure on second and third priority activities will accordingly be more significantly reduced or postponed. In the event of an oversubscription, expenditure intended for the activities will be increased proportionately.

Grab2Go is applying for its shares to be listed on First North, in order to increase the transparency and credibility of the Grab2Go brand for investors, shareholders, clients and other stakeholders. Importantly for Grab2Go, the listing will enable all investors to share in the growth of Grab2Go.



5. BUSINESS OVERVIEW

5.1. History, development, activities and outlook of the Issuer

Grab2Go (www.grab2go.eu) is an Estonian company founded in 2020. Grab2Go develops and manufactures autonomous, unmanned and robotic convenience store and pharmacy technologies. The Grab2Go technology and solutions enable operators of convenience stores, pharmacies and other similar points of sale to significantly improve their performance, efficiency and consumer experience.

5.1.1. History and development

The Grab2Go idea emerged in spring 2020 from the complicated shopping experience due to the COVID-19 crisis and resulting restrictions – limited attendance numbers and hours, and need for disinfectants and face masks. The importance of contactless and safe customer service was highlighted. With the added factors of long-term labour shortage, inefficiency of restocking work, and logistical challenges associated with changing warehousing and product range, Grab2Go founders realised there is an impending revolution in this field, and a turnkey solution for a modern convenience store could prove to be a competitive advantage to the company, as well as an important innovation in the sector. As a solution, Grab2Go came up with the idea for a smart convenience store, providing greater consumer convenience and more efficient product range selection and daily store operations. The Grab2Go founders have a vision of new modern convenience stores – quick, truly convenient, contactless and resource-efficient.

In order to turn the idea into reality, Grab2Go was founded as a private limited company in the summer of 2020, and has raised a total of 1.3 million euros in three funding rounds. In 2021, in cooperation with partners, Grab2Go founders developed the base software for smart convenience stores, and the first working prototype was developed and assembled by the end of the year.

2022 was spent actively improving and expanding the product, and in spring 2023 an automatic self-service pharmacy was installed in the new Risti Commercial Center in Rapla, constituting a proof of concept. Carrying the BENU brand and operated by Kotka Tervisemaja Apteek HA2 pharmacy, the self-service pharmacy lets customers purchase over-the-counter drugs and other pharmacy goods during pharmacy hours. Our video consultation functionality is crucial for providing pharmacy services. The prescription drug purchasing functionality is partially developed, but there are additional regulative challenges to be resolved before implementation, due to national differences and primarily the novelty of the technology.

Because of the strict regulation present in the pharmaceutical sector, approval for opening the self-service pharmacy was requested from the Estonian State Agency of Medicines, which issued an authorisation on March 21st 2023 to the pharmacy operator to conduct the self-service pharmacy pilot project between March 22nd 2023 and September 22nd 2023. Goals of the pilot project include, but are not limited to determining:

1. whether the technical solution developed provides customers with a pharmacy service equivalent to conventional pharmacies;
2. if there are any additional risks associated with the new technology, and what are they;
3. what are the additional privacy concerns arising during use, and how these could be solved;
4. are the customers prepared to use the vending machine;



5. whether the solution is reliable and suitable to be used as an out-of-hours pharmacy in the future, to improve the 24-7 availability of medicinal products.

In this pilot project the self-service pharmacy is not yet an independent pharmacy, but a part of the Kotka Tervisemaja Apteek HA2, and provides certain over-the-counter drugs and other pharmacy goods (not medicinal products) only during opening hours of the Kotka Tervisemaja Apteek HA2 pharmacy branch. The self-service pharmacy does not sell prescription drugs during the pilot project. The product range also does not include temperature-sensitive over-the-counter drugs or security-tagged over-the-counter drugs. In this pilot project, pharmacy service (including pharmaceutical advice) is provided to vending machine users only by pharmacists of the Kotka Tervisemaja Apteek HA2. Pharmaceutical advice by pharmacists of the Kotka Tervisemaja Apteek HA2 is always part of purchasing over-the-counter drugs from the vending machine. This means that the customer is always able to consult a pharmacist via video call when purchasing over-the-counter drugs. The vending machine does not let customers purchase over-the-counter drugs without receiving pharmaceutical advice. Only nutritional supplements and other pharmacy goods (excluding medicinal products) are available from the vending machine without prior consultation, but even in this case the client is always able to request consultation.

The State Agency of Medicines certifies that they have fully reviewed the pilot project documentation, studied the pharmacy device and its operating process, and evaluated the risks associated with providing pharmacy service via a vending machine. Based on data submitted, the license holder has sufficiently assessed the risks associated with providing pharmacy service via a vending machine, and has controlled the risks. In their decision to authorise the pilot project, the State Agency of Medicines emphasized its nature as a pilot project which will result in an analysis prior to the final development of the new service in 2023, and further assessment of any additional risks identified. After the pilot project is completed, continued and permanent implementation of vending machines would require amendments to legislation regulating handling of medicinal products.

The pharmaceutical field is highly regulated, and obviously the legislators who developed these regulations in Estonia and other countries could not have foreseen all future developments. Therefore, current regulations do not address the potential to use vending machines, and introduction of such solutions would require regulative amendments in Estonia as well as in other markets. This legal uncertainty entails some risks for the Issuer, which are described in more detail in Chapter 8 "Risk factors" of this company description.

Additional pilot projects are being prepared in the convenience store sector, with the first pilot to be made public in 2023. In this pilot we are planning to launch the first professional fully automated coffee vending solution in cooperation with Schaerer AG – a crucial component of convenience stores. Grab2Go signed a cooperation agreement with Schaerer for developing the coffee vending solution because both companies share a similar vision of the future of convenience stores, and their technological solutions complement and support each other. Schaerer AG manufactures fully automated espresso machines for private and professional use. They are headquartered in Switzerland near Solothurn. The company is among the three largest manufacturers of fully automated espresso machines.



5.1.2. Grab2Go products and services

5.1.2.1. Overview

Grab2Go's core product is its automated convenience store technology suitable for use in points of sale and self-service pharmacies, the hardware and software of which Grab2Go developed in cooperation with service providers. Grab2Go points of sale do not provide entrance for customers - the entire purchasing process takes place on a touch-screen and the order is prepared by a robot. Self-service pharmacies operate similarly. This autonomous, unmanned, robotic solution will underly a new effective and integral retail solution for various goods.

Grab2Go's software solution along with the proprietary hardware enables reduced labour expenses, significantly more precise stock planning and management (reducing costs on supply chain and day-to-day administration and the waste of goods due to expiry) and ultimately ensure a stable high level of customer experience and service. The total solution developed by Grab2Go includes all steps and processes of convenience store and pharmacy operation, solving current challenges with smart technological solutions. The technology developed by the company is flexible and the hardware and software can be adapted to sell various types of goods, and therefore the Grab2Go hardware can be installed in pharmacies and other specialty retail establishments in addition to conventional kiosk-type convenience stores. The availability of medicinal products is currently geographically limited. With the potential for Grab2Go technology to solve this challenge, the company is focusing on the pharmacy sector and pharmacy goods.

The Grab2Go hardware and software platform was created to provide clients in the Fast Moving Consumer Goods (FMCG) sector with a complete solution in the form of a fully autonomous 24-7 convenience store or self-service pharmacy, and do so significantly more efficiently compared to current business models. The platform integrates all the main features of a conventional e-shop with a fully autonomous robotic convenience store.

The Grab2Go client portal provides the store or pharmacy operator with an overview of vending unit operations. For example, the client portal lets clients change convenience store hours, receive video calls (in the case of pharmacies, for example), review orders and confirm them remotely, etc.

For consumers, the Grab2Go solution provides exceptional convenience: all they need to do is approach the point of sale or self-service pharmacy, choose their desired products on the touch-screen and use the payment terminal. The ordered products will be issued from an outlet in the wall of the point of sale or self-service pharmacy. Restricted products, such as alcohol, energy drinks, tobacco or medicinal products will also be available for purchase. For this, the purchaser will have to undergo authentication specified by the Grab2Go client - either simple age verification (SmartID) or identity and age verification via 2-step authentication (SmartID, Veriff)¹.

Revenue sources of Grab2Go include hardware (machinery) sales (lump sum revenue), hardware (machinery) maintenance (periodic revenue) and software licensing (periodic revenue) and software development (according to individual agreements).

Currently Grab2Go has initiated cooperation with Estonian clients who also have international sales networks, opening up potential new markets. The Grab2Go activity and revenue model may vary by market according to local circumstances and regulatory requirements. Grab2Go is rapidly innovating

¹ Certain products have country-specific sales restrictions and identification requirements, and therefore entry into new geographic markets will need to be preceded by a review of local legislation and development of solutions compliant with local requirements.



convenience store solutions and there is no certainty as to the actual developments in this market; the caveats of Chapter 8 "Risk factors" of this company description strictly apply.

5.1.2.2. Key advantages of the Grab2Go product and IT solution

- **Labour optimisation.** One of the main advantages of the technology developed by Grab2Go is the potential for optimising the labour required to operate a point of sale or a pharmacy. The convenience store or pharmacy will be fully autonomous: shopping and purchasing will take place on a self-service touch-screen, and the goods will be picked and issued by a robot. The vending unit will automatically monitor product stocks and reorder products before stock is depleted. In the pharmacy configuration, the Grab2Go solution enables a single pharmacist to attend 6-8 self-service pharmacies, consulting customers via video call, helping them with their purchases and remotely confirming drug purchases to ensure safe handling of medicinal products. This would significantly reduce the operating overhead and expense per location, compared to current pharmacies and convenience stores.
- **Product range management.** The hardware developed by Grab2Go and the software in development will enable points of sale (convenience stores and pharmacies) to swiftly and flexibly adjust their product range to the actual demand both in long and short term. We are developing capability for adjusting stock amounts according to demand and promptly responding to demand dynamics. Demand in each point of sale is influenced by location, weather, day of week and holidays, among other factors. The Grab2Go software solution will take into account all these factors as well as real-time data, and will promptly adjust product range and quantities in stock. The product range of each point of sale will dynamically adjust to demand in a predefined period - both the variety as well as total and individual quantities will be adjusted.
- **Supply chain and logistics.** We are developing a supply chain accounting system which is needed for the overall efficiency of the business model. The system will continually monitor demand dynamics in each vending unit and correlate it to the central warehouse balance, the resupply schedule and the stock levels of other nearby units. The computational models developed will enable each unit to independently reorder goods, choose the supply channel and determine the supply schedule. In addition to the conventional fixed supply schedule, Grab2Go introduces a novel "floating" supply schedule which operates between points of sale with each point of sale making autonomous decisions based on its actual demand. The primary goal is to ensure availability of all listed products at all times. For example: unit A identifies that the quantity of product Y is critical or at the resupply limit. However, before submitting the resupply order, it consults the stock levels of other nearby units (B, C, D, E, etc.), the fixed resupply schedule and sales dynamics (historic sales, current demand and projected future demand). Unit A submits an optimal order and the unit which receives the order (D, for example) confirms the order and engages a courier to pick up product Y from unit D and deliver it to unit A.
- **Excellent customer experience.** Due to the complete hardware and software solution, the Grab2Go system will be able to ensure an excellent customer experience, unlike conventional convenience stores. With the Grab2Go solution, product range management will be based on exact product sales data, ensuring that the circumstances of each point of sale are accounted for and products are always in stock. The Grab2Go IT system will minimise the risk of a point of sale running out of stock. Functionality is being developed to check product availability and secure supplies on multiple levels using both fixed and floating supply schedules. Additionally, Grab2Go will be able to ensure a high level of service because of the absence of a conventional store attendant - the purchasing process is fully automated and contactless and directly dependent on the customer's choices (identity verification using Smart ID or Veriff face recognition technology required to purchase tobacco alcohol or medicinal products).



We are also developing the additional feature of making preorders to be picked up at the chosen location.

- **Developing and integrating latest technologies.** Grab2Go has created and is commercialising technology to significantly improve efficiency and competitiveness in the sector and thereby contribute to its sustainability in the everchanging world. Thanks to the improved competitiveness, Grab2Go clients will become profitable more quickly and with a smaller resource footprint - the Grab2Go solution reduces waste in all business processes.

5.1.2.3. Grab2Go software

The Grab2Go solution is based on modern IoT (Internet of Things) and cloud platform architecture principles. The entire business logic, product range management, stock management, user authentication, notifications, payments services, restricted product rules, etc. are located in the cloud. Services are modular and developed based on the microservices development principles. All this provides the flexibility to make agile changes and develop software in parallel with hardware, taking into account client, sector and country specifics in terms of functionality, integrations and regulatory requirements. A client portal provides overview of vending unit operations. The portal's feature-set is constantly evolving, but there are already capabilities for clients to amend convenience store open hours, receive client video calls in the self-service pharmacy, see orders placed, etc. All features are provided via APIs (Application Programming Interface), enabling clients to easily integrate them with existing systems.

Automated continuous integration and continuous delivery (CI/CD) solutions have been created to update the software remotely and automatically without onsite technical support. Segmentation for various client platforms has also been performed. Development of the Grab2Go IT solutions and the entire architecture has always prioritised IT security, and platform development has always followed the highest standards of security.

Software has been developed in cooperation with partners led by Grab2Go. Only the necessary development resource (software developers) has been outsourced. This has enabled and will continue to enable Grab2Go to flexibly and efficiently meet dynamic development needs by engaging more or fewer resources. Development is led by Grab2Go.

All service providers have signed agreements stating that all intellectual property associated with hardware and IT developments and systems belongs to Grab2Go to the maximum extent permitted by law. Personal copyrights have been granted to Grab2Go based on an exclusive global transferable license. The entire IT solution architecture, development principles, selected technologies and software source code is defined by Grab2Go and development takes place in environments controlled by Grab2Go. The hardware integration solution is based on industrial standards, ensuring scalability and flexibility – hardware components can be swapped out without major changes in software.

In order to provide even greater development flexibility and capability in the future, Grab2Go is planning to establish an internal software development and management team in addition to the external service providers.

The above principles have also been applied for developing firmware for Grab2Go hardware in cooperation with the selected hardware partner.



5.1.2.4. Grab2Go hardware or point of sale device

Designed and developed by the Grab2Go team and partners, the hardware, or convenience store / pharmacy vending unit is created specifically for particular needs of the FMCG sector. The convenience store or pharmacy contains a system of shelf modules, enabling storage of goods both at room temperature as well as cooled (+2...+8 °C). The shelves operate like a conveyor belt. Order picking is conducted by a Cartesian coordinate robot (a multi-axis pick-and-place robot) which is able to gather up purchased products from shelves and transport these to the outlet for retrieval by the customer. User interface is provided by large touch-screens and lets customers choose products, read product information and confirm the order. Every point of sale includes both an outlet as well as a payment terminal. Cameras are used for customer authentication and video calling.

The Grab2Go machine can also be integrated with other solutions. Integration with a fully autonomous espresso machine is being planned for convenience stores, and the coffee vending process is in development. This will enable vending of fresh hot beverages, in addition to packaged goods. Importantly, the coffee will be brewed by a professional espresso machine using freshly ground beans, and milk, syrups and other fresh condiments will be available - exceeding client expectations and confidently meeting industry standards. For the coffee vending solution it is important to consider aspects associated with espresso machine maintenance - for example adding fresh milk, coffee beans and water, monitoring milk expiry and taking care of machine cleaning notifications. Besides hygiene and client safety, this is an integral part of the entire business process.



Figure 9. Grab2Go vending unit user interface.

A core element of our hardware design philosophy was to use standard industrial components to the maximum degree possible. This is to avoid reliance on specific manufacturers and suppliers in the manufacture of our vending units. In addition to standard industrial automatics and IT components from major global brands, the Grab2Go device also includes tailor-made machined components. These make up a minor part of the Grab2Go machine and are easy to manufacture. In essence, the entire



Grab2Go machine can be manufactured in any mechanical engineering company, of which there are many in Estonia. Most of the components for assembly can be ordered from known brands' catalogues, and others can be ordered from any reasonably capable industrial manufacturing company in the world based on blueprints.

In the current stage of development, Grab2Go has engaged a hardware development and prototyping partner for product hardware development, but Grab2Go retains the capability to direct next levels of hardware manufacture according to current needs. As Grab2Go is a technology company, there are no plans to establish manufacturing capability in the near future, but rather to engage companies with the capabilities required to assemble Grab2Go products, and order completed products from them based on specifications.

An important area of focus is hardware productization or DFM (Design for Manufacturing) - designing parts, components or products so that they would be easy to manufacture and assemble, resulting in a product with minimal costs. This is done by simplifying, optimizing and improving the design. An optimal manufacturing process must be chosen for each component or product. Grab2Go wants to avoid processes with large capital expenditure when the same components can be manufactured using a more reasonable method. Determination of manufacturing process is based on the amount of components needed, the material to be used, surface complexity, required tolerances and whether finishing is needed.

Grab2Go pays a lot of attention to integrity of design, starting from the smallest features. Component drawings are drafted in strict compliance with best practices of the selected manufacturing process. If necessary, manufacturers will be consulted for input, and the original design will be adjusted according to the input. This is a time-intensive process with the goal of perfecting the product.

Product development includes a special focus on the materials used, to ensure that the product will withstand its environment and the ambient conditions. All products will meet the applicable safety and quality standards. These may also include industry standards, third party standards and Grab2Go's own standards once developed.

A general description of the Grab2Go product is provided in Annex 3



5.1.3. The Grab2Go story

- May 2020 – Inception of the idea of smart convenience stores, inspired by the COVID-19 crisis.
- July 2020 – Grab2Go AS incorporated (as a private limited company until September 2022).
- Winter/spring 2021 – Reio Orasmäe and Ago Mölder joined as co-founders.
- Summer 2021 – 250,000 € raised from angel investors in the first funding round.
- December 2021 – First working prototype completed using the capital raised in the first funding round.
- January 2022 – In the second funding round, 750,000 euros was raised from angel investors, with the number of investors increasing to 32.
- February 2022 – Due to the need to raise additional capital and a desire to engage more investors and share the Grab2Go growth story, a decision was made to make a public offer and apply for listing Grab2Go shares in the First North trading facility.
- Spring/summer 2022 – Preparations for the public offer and listing application.
- September 2022 – The first self-service pharmacy was installed at the Rapla Prisma supermarket as a vending machine managed by the Kotka Tervisemaja Apteek HA2 pharmacy, letting customers conveniently and safely purchase over-the-counter drugs and other pharmacy goods.

Grab2Go reorganised as a public limited company.
- November 2022 – Convertible loan from the EstBAN syndicate of investors in the sum of 300,003 €.
- March 2023 – Opening of the first self-service pharmacy in the Rapla Prisma Benu pharmacy premises. Operated by Kotka Tervisemaja Apteek HA2 under license.

5.1.4. Future plans for Grab2Go

- **Software (focusing on pharmacies and convenience stores)**

We are planning to further develop the functionality of our software platform. For the pharmacy sector, we will complete the development of prescription drug sales services and the user interface to support these, as well as back-end services and integrations (i.e. parts of the application or computer program necessary for its operation but not accessible to users). User interface improvements mostly have to do with meeting regulatory requirements (supplying mandatory notices and advice to customers) and improving the purchase process for both the customer as well as the pharmacist. Other features to be improved include those required by pharmacists to



meet the regulatory requirements for monitoring and fully controlling the sales of prescription drugs remotely via video call.

There are plans to improve the client portal for merchants to see more information about vending units, manage the product range, categories and prices, create promotions, monitor stocks, receive automatic resupply notifications, designate shelves for each product, download video call logs, view temperatures, temperature logs and other unit parameters, etc.

- **Services based on data and AI**

A major area of development is that of data- and AI-based services. Focus is primarily on the service of ordering resupplies to each vending unit. The goal is to dynamically identify when stocks get low and automatically order a resupply at the optimal time in order to ensure that customers always have all items available to them while avoiding excessive stocks in each vending unit.

An additional data-based service is the analysis of each vending unit's product range based on location and other external factors, as well as dynamic product range management and recommended adjustments thereof. This functionality will provide each vendor with recommendations on best-selling products in each location and vending unit, as well as products which could be replaced due to their low turnaround in the vending unit, so that the shelf space could be freed up for better-performing products. Ultimately this will be a powerful tool to improve sales based on specific locations. This is especially important if there is a large number of vending units - currently this is done manually, requiring excessive time and effort.

The data-based services also include plans to develop functionality for optimising merchandise logistics between existing vending units. This would enable monitoring of stock levels across several vending units and logistically optimal planning of resupplies, but also balancing of stocks held in different vending units to avoid resupplies from the central warehouse unless really necessary.

We are planning to develop functionality to analyse consumer behaviour in a specific point of sale while considering external factors. This may help vendors offer additional promotions - for example, the system may recommend a promotion for soft drinks at a beachside point of sale if sunny weather is forecast.

Another area of focus is the development of solutions for automatically identifying vending units in need of service.

- **Product pre-ordering functionality**

We are planning to develop a solution to pre-order products from the vendor's online shop. Consumers could pick up their orders from the point of sale by scanning the QR code received at the time of placing the order.

- **Outdoor solution**

Development of an outdoor solution is planned for both focus sectors: pharmacies and convenience stores. Development is focused on weatherproof technology, as clients may wish to install points of sale away from supermarkets, commercial buildings and other such establishments. The main requirements for the external casing and components and hardware are: temperature range – 35...+55 °C, waterproof, durability of materials guaranteed for 8-10 years. The design process will be according to general standards of design management, and we will augment our internal



resources and recruiting efforts with support from companies with relevant competencies if necessary to keep up pace. Our goal is to install the first outdoor solution in Q4 2023.

- **A smaller indoor solution**

In a more distant future, presumably in 2025, we would like to develop smaller indoors solutions primarily for the convenience store sector. Prototype of the indoor MINI version of Grab2Go hardware will be developed based on the MINI concept and client expectations. The development path has already been laid out by the development of our existing technology.



5.2. Markets and competition

5.2.1. Market – fast moving consumer goods or FMCG

According to the nature of these markets, Grab2Go is mainly focused on two areas: pharmacy and retail. Both are part of the FMCG sector.

A Grab2Go pilot self-service pharmacy was installed in the Rapla Prisma supermarket in late September 2022 and was opened for clients in late March 2023. The self-service pharmacy is operated under the BENU trademark.



Figure 10. Grab2Go's first pilot - an integrated self-service pharmacy in cooperation with Tamro Eesti OÜ under the BENU trademark.

Recognised all over Europe, the BENU trademark is owned by one of the largest pharmaceutical retailers in the Baltics and Scandinavia, Tamro, which is itself a part of the international Phoenix Group². Therefore Grab2Go already has clients with global reach. Above all, however, Grab2Go focuses on European markets. In the distant future Grab2Go would like to expand to the US market, but will not look beyond the European market for the next two years due to the significant investments associated with expanding to third countries with different hardware certification standards. For the next two years, Grab2Go will more specifically focus on the Baltic, Scandinavian and Central European markets.

² For more information visit: <https://www.phoenixgroup.eu/en>.

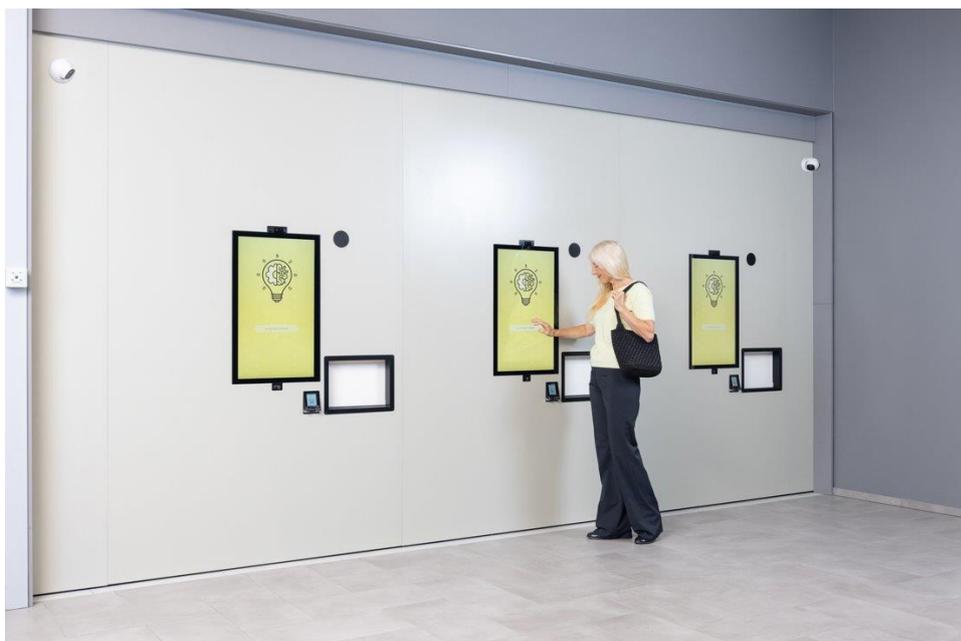


Figure 11. Grab2Go integrate convenience store.

5.2.1.1. What is the fast moving consumer goods (FMCG) sector?

Overview

The FMCG sector, also known as CPG (Consumer Packaged Goods), is highly competitive and growing fast. In fact, it has one of the highest rates of growth in all of retail. Nearly all residents of developed and developing countries buy some FMCG products every day.

FMCG products are goods sold quickly and at relatively low cost, for example non-perishables, such as packaged foods, beverages, hygiene supplies, candy, cosmetics, over-the-counter drugs, dry goods and other consumer goods.

The main FMCG product categories include food, soft drinks, pastries, hygiene products, over-the-counter drugs and some household supplies. However, the distribution of categories differs by point of sale and is dynamic. A common feature of FMCG products is that the selling period is short- for newspapers this may range from a single day to a week. Therefore sales dynamics play a key role for suppliers as well as retailers, in order to minimise unsold inventory and loss of profit.

FMCG products are characterised by a high turnover rate and are very different from perishables (such as fresh fruit and vegetables) which also have a short shelf-life, but a higher carrying cost. For this reason, many retailers focus only on FMCG products. For example, smaller convenience stores (corner shops) mainly carry fast-moving goods due to limited shelf space.



Main characteristics of FMCG products

For the consumer:

- Bought often
- Low brand consciousness (minimal or low effort put into selection)
- Relatively high prices
- Short expiry dates
- Consumed quickly

For the merchant:

- Large volumes
- Low margins
- Wide distribution
- High turnover

5.2.1.2. Trends in FMCG

The FMCG sector develops exceptionally rapidly due to constantly changing consumer preferences and lifestyles. Therefore, companies in this sector need to keep up with technological developments and consumer attitudes. However, this no longer concerns just the products, because consumer choice is increasingly dictated by factors such as type of packaging, perceived healthiness, location of purchase and purchase process.

In 2022, the global market for small retail shops was estimated to be 4.9 trillion US dollars, and it is expected to grow at a compounding rate of 5.6% per year between 2022 and 2028. The growth in this market is fuelled by economic growth in developing markets, increasing population density in urban areas, expanding investment in retail in developing countries, and the growing popularity of franchising³.

5.2.1.3. Point of sale format

Typical FMCG shops which would significantly benefit from the Grab2Go solution in terms of their management and upkeep can be categorised as follows based on their scope and format.

- **Kiosks and corner shops**

This format is usually small, up to 100 square meters, and meant for quick convenience buying in areas with high-density residence or a lot of foot traffic, such as downtown bus stops, railway stations, etc. These usually carry fast-moving goods found in traditional kiosks, such as tobacco, beverages, snacks and pastries. Such shops have minimal or no parking space. Store hours depend on the location and the operator's capabilities - as an example, shops located in major transport hubs tend to have significantly longer hours compared to mall kiosks. Typical clientele includes travellers, commuters on the way to work, home, gym, etc., as well as nearby residents. In Estonia, such shops are represented by the R-Kiosk brand, but some filling station chains have also opened kiosk-type points of sale without refuelling options, such as in downtown Tallinn and Tartu.

- **Filling station convenience stores**

Typically operated by filling station chains, similar in size to kiosks and located in filling stations or in their immediate vicinity. The product range differs from conventional kiosks mainly by its focus

³ See www.statista.com/statistics/311334/sales-of-convenience-and-forecourt-stores-worldwide.



on drivers. In addition to food and beverages to go, these carry basic automotive goods, firewood, bottled gas, etc. Usually these shops are open 24-7, 7 days a week.

- **General stores**

Usually larger than kiosks, these express-type neighbourhood shops are usually operated by retail chains. Compared to kiosks and corner shops these have a wider selection of goods, typically including a limited selection of all food and non-food staples. While in larger settlements this store type primarily acts as a neighbourhood shop for everyday goods, in rural settlements a shop of similar size and product range may be the only shop. Store hours are typically similar to those of larger supermarkets and hypermarkets. In Estonia, stores of this type are mainly operated by the Selver ABC, Grossi, Rimi Mini, A&O and Meie brands.

5.2.1.4. Pharmacies

Pharmacies are included in FMCG. In 2020, the estimated worldwide pharmacy retail market was estimated at 575.12 billion US dollars. With the increased global prevalence of chronic disease and intense competition, the market for medicinal product retail is expected to grow at a rapid pace. It is expected that pharmaceutical retail will be boosted by morbidity dynamics, innovative marketing strategies, introduction of new business models and the increasing number of hospital-based pharmacies and health shops. The increasing prevalence of chronic diseases requiring long-term treatment, such as hypertension, diabetes, cardiovascular disease and cancer, should further increase the speed of pharmaceutical retail growth in the foreseeable future.⁴

The growth of state funding for healthcare has made medicinal products more accessible, thereby growing the retail pharmacy market, especially in rural areas and small towns. In North America, as well as globally, there are several factors supporting growth of the pharmaceutical retail market, including increased availability of over-the-counter drugs, increased prevalence of chronic disease, increased consumer spending on healthcare, increased demand for e-commerce sites, increasing annual incomes of the population, aging population and favourable regulation. In the Asian region, growth in the pharmaceutical retail market will presumably peak in 2021-2026. The rapid growth is caused by unmet medical needs.

The COVID-19 pandemic has sped up the growth of both traditional pharmacies as well as online pharmacies. Pharmacies were categorised as essential services globally, but due to the virus fear online pharmacies became the most dynamic channel for purchasing medicinal products and medical devices. The COVID-19 crisis has resulted in increased orders for medical devices, personal protective equipment, supplements and common drugs from online pharmacies.⁵

In Europe, the number of pharmacists should reach 472,970 by 2026 compared to 46,240 in 2021 at an average yearly rate of 0.4%. Since 2017, the number of pharmacists has grown at a yearly rate of 1.1%, reaching 460,240. In the 27 EU member states, on average there are 32 pharmacies per 100,000 people, and there approximately 143,000 pharmacies in total in the EU.⁶

⁴ See Global Pharmacy Retail Market Report 2021-2026: Focus on Customized Support & e-Pharmacies.

⁵ See Global Pharmacy Retail Market – Analysis By Type (Prescription Drugs, OTC Drugs), Distribution Channel, By Region, By Country (2021 Edition): Market Insights and Forecast with Impact of Covid-19 (2021-2026), ReportLinker.

⁶See ABDA statistics, Pharmaceutical Group of the European Union (PGEU), national pharmacists', European Commission (EC), available here: <https://www.abda.de/en/pharmacies-in-europe/density-of-pharmacies-in-the-eu>.

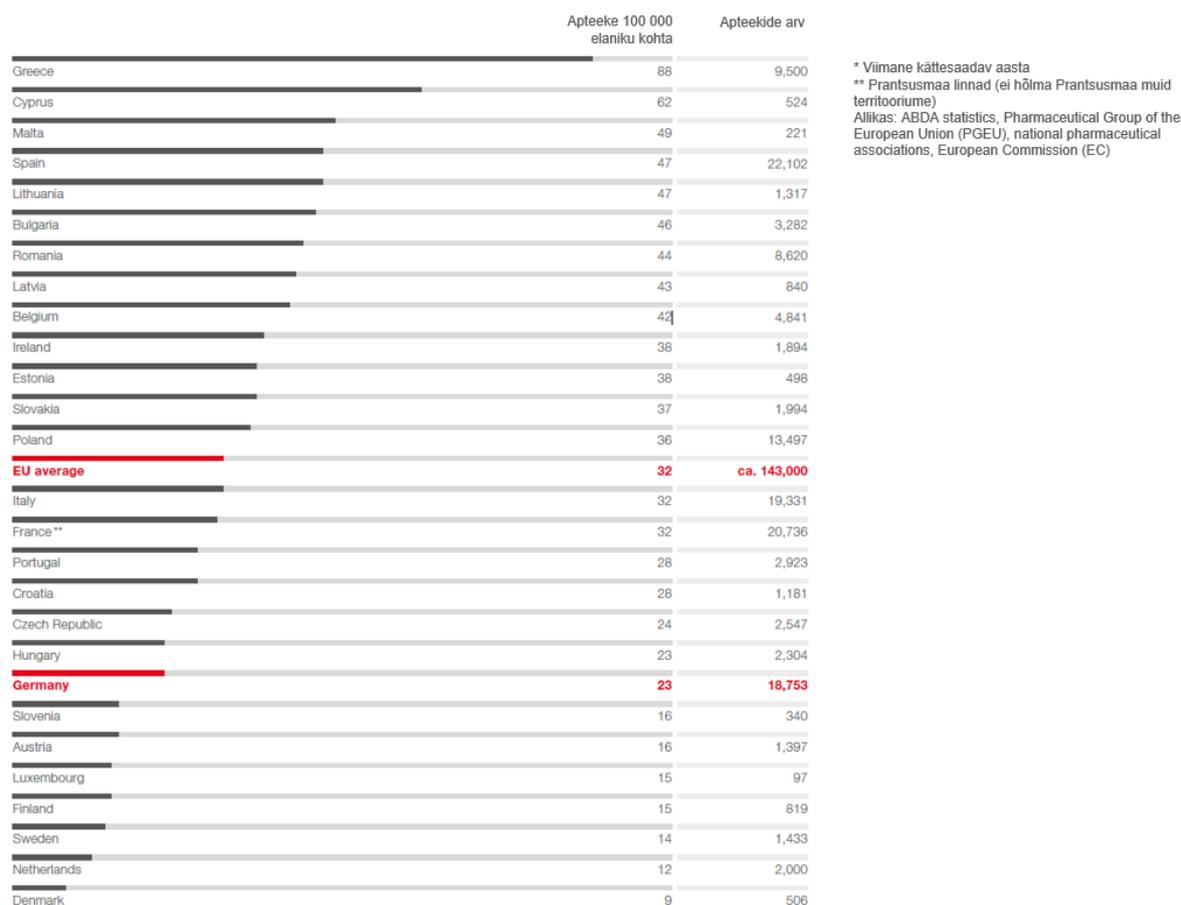


Figure 12. Number of pharmacies per 100,000 people in the European Union.

5.2.1.5. Major challenges for the pharmaceutical sector in the coming years

- Burnout. The shortage of trained workforce has raised the level of work-related stress and burnouts to new heights. While these are a risk for workers in all sectors, healthcare professionals face elevated challenges in this field. In addition to common work-related issues, the pandemic has significantly increased work stress, evidenced by the increasing number of healthcare professionals and pharmacists experiencing burnout.
- Increasing demand. The pandemic and aging population have increased the demand for pharmacists and pharmacies. This has resulted in increased responsibility and workload for pharmacists, and therefore demand for pharmacists, especially experienced pharmacies.
- A candidate's job market. Due to the increasing demand and shortage of qualified professionals, the job market for pharmacists has become highly favourable for candidates in many countries. Pharmacy operators need to be highly competitive to find, attract and engage top talent.
- Supply chain difficulties. The increased demand for pharmaceutical products has resulted in supply issues due to manufacturing not keeping up with demand.

Grab2Go does not foresee a sudden transition to automated convenience stores and self-service pharmacies, but rather a transitional phase of hybrid shops which have the Grab2Go solution or some other technological alternative, but also have human attendants and a "traditional" store section. Due



to technological limitations, the sale of certain goods, such as deli food or fast food, will continue to involve human attendants in the foreseeable future.

5.2.2. Clients

Currently, Grab2Go has launched a pilot project in cooperation with Tamro Eesti OÜ of Phoenix Group, involving the installation of a pharmacy vending machine in the Rapla Prisma BENU pharmacy premises. The self-service pharmacy is operated by Kotka Tervisemaja Apteek HA2. Customers are able to purchase pharmacy goods and over-the-counter drugs from the self-service pharmacy, and have a video call with a pharmacist in order to ensure professional advice to the customer and a safe purchase. Sale of prescription drugs is not yet supported, but the technological solutions required are partially or completely prepared, and the regulatory aspects are being discussed with the State Agency of Medicines. The Phoenix Group corporate headquarters in Germany is actively engaged in the pilot.

Another important client with whom a pilot has been initiated is Reitan Convenience Estonia AS (a Reitan Group company) which operates R-Kiosks in Estonia. Reitan Convenience group has a strong position on the convenience store market, with several managed brands: Narvesen in Norway, Latvia and Lithuania, Pressbyrå in Sweden, 7-Eleven in Norway, Sweden and Denmark, YX 7-Eleven in Norway, R-Kioski in Finland, R-Kiosk in Estonia, Lietuvos Spauda in Lithuania, Northland in Norway and Caffeine in Latvia, Estonia, Lithuania, Norway and Denmark. A letter of intent has been signed with the client to install and test the machine.

There are ongoing negotiations with representatives of several international convenience store, filling station and general store chain representatives, and we are hoping to set up the next pilots by late 2023 or early 2024. A more specific schedule will be determined in the course of the projects.

Based on our sales strategy, we only offer the pilot option to international clients with potential for major orders in the future. A successful but limited-time pilot project is often followed by negotiations to create additional points of sale, resulting in orders for Grab2Go. For the first year, the volume of orders from a new client is expected to be low due to sluggish integration rates of large international chains, and this is accounted for in revenue forecasts.

Based on features of the Grab2Go product, hardware exports will be impacted by safety standards normally applied to electronic devices. The product itself does not yet carry the relevant certificate, but components used are certified in European Union and other markets. In the near future, Grab2Go is planning to certify the product as a whole, in order to facilitate sales and export abroad.

In addition to technological certifications, the usability of Grab2Go products is subject to legal restrictions on tobacco, alcohol and pharmaceuticals which vary by country. In certain countries there are no barriers to using the Grab2Go solution, but there are countries where a Grab2Go client would be limited in their product range (non-alcoholic beverages, over-the-counter drugs, etc.).

Each new market must be analysed before selling the machines, to identify any restrictions applicable to the market.

5.2.3. Competition

Grab2Go is not aware of a similarly capable point of sale solution integrating convenience store software with vending machine hardware in the focus markets (European countries). Accordingly, Grab2Go mainly has indirect competitors who offer either similar hardware or software solutions, but not both. The main competitors providing partially similar products include:



- Neovendis - under the Ximiti brand. Develops and sells automated convenience store concept in France and abroad. More information: www.ximiti.eu
- Mago - develops and sells products for retail establishments and warehouses. Headquartered in Poland. According to current information, the automated shop technology exists on a concept level, with nothing physically launched. More information: www.mago.com
- Knapp AG - Knapp/Apostore. Develops and manufactures solutions for retail, pharmacy and warehousing. Their automated shop technology is based on warehouse automatics, primarily pharmaceutical goods managements, and the software platform is unknown. Headquartered in Austria. More information: www.knapp.com
- Aifi - develops the Oasis autonomous open shop technology and software platform. The software integrates infrastructure and services for autonomous shops. More information: www.aifi.com
- BDRowa - develops technology and automated solutions for various sectors, such as retail and warehousing, including pharmacy. More information: www.rowa.de
- Magex - builds and develops novel high-tech vending machines primarily based on the conventional vending machine concept. More information: www.magex.it
- CPS Solutions, LLC - focuses on the pharmacy sector. CPS applies a patent-centric approach to provide patients and institutions with high-quality virtual pharmacy services and other remote healthcare solutions. Instead of physical product they provide a virtual pharmacy service. More information: www.cps.com
- PickPoint - a pharmacy technology company specialising in automated pharmacy workflow solutions and prescription systems. They do not provide a fully autonomous pharmacy solution. More information: www.pickpoint.com
- MedAvail - the company is developing an autonomous pharmacy similar in concept to the technology developed by Grab2Go, but due to significant limitations their product is unable to provide full-fledged autonomous pharmacy service. Their main focus is on prescription drugs. More information: www.medavail.com
- Parata - main focus on pharmaceutical manufacturing and quality control solutions, e.g. automated drug packaging and quality verification, in-pharmacy drug preparation, drug sorting and labelling, pharmacy stock management and monitoring. They lack an autonomous pharmacy service as well as a full pharmacy service platform. More information: www.parata.com

5.2.3.1. Hardware

In the hardware area, Grab2Go's competition to a certain extent could include all various self-service kiosks and vending machines, including coffee vending machines. An advantage Grab2Go has compared to conventional vending machines, however, is the integration of hardware and software - on the one hand, flexible product handling hardware which could be used in various sectors, and on the other hand a highly developed IT solution, including smart and efficient restocking. Furthermore, Grab2Go machines are equipped with a camera, enabling identity and age verification for restricted products using a solution provided by Grab2Go's partner Veriff. Grab2Go's solution can be used to



essentially eliminate the risk of selling restricted products to ineligible customers. Unlike conventional shops, it is impossible for minors to persuade a machine to sell alcohol.

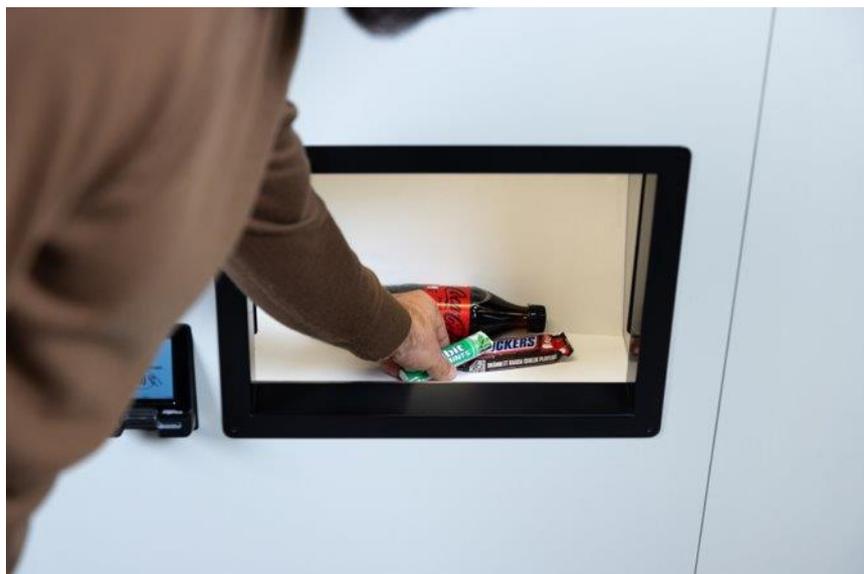


Figure 13. Grab2Go order outlet.

While currently common only in the US, to an extent Grab2Go's competition includes Amazon GO and other cashierless shops which customers are finding very convenient. However, compared to Grab2Go the cost of technology and upkeep for such stores is significantly higher, as the sales floor must be kept clean and the shelves must be restocked and tidied. All this is labour-intensive for the merchant, not unlike a conventional shop with self-service checkout.

Grab2Go, on the other hand, provides a closed solution - the customer is not able to enter the store itself and is not able to view or handle the products prior to purchase. This format provides greater safety for convenience stores, filling stations, retail chains and pharmacies, but also avoids messy shelves and the need to have employees tasked with organising or restocking shelves. This helps clients save on labour costs and operate several locations with fewer employees. In the pharmacy sector, the closed solution ensures security and safe handling of medicinal products, which is not possible with a conventional sales floor.

5.2.3.2. Software

On the software side, Grab2Go's perceived competition primarily includes e-commerce platforms, warehousing solutions and resupply optimisation solutions. However, Grab2Go's value proposition differs significantly from theirs. The goal of Grab2Go is not to replace online shops where customers are able to order goods for delivery or pickup. While the Grab2Go solution does enable preorders, its focus is on providing an efficient sales solution for convenience stores and pharmacies.

Various warehousing and resupply management solutions have some overlap with what Grab2Go offers, but are still largely dependent on the human factor, as customer service representatives have to manually enter product stock information. Furthermore, the analytics and data they provide are not easily accessible and actionable - merchants are still having to resort to manual entry or limited software solutions.

The market lacks an integral service which would integrate all these components and analyse the entire dataset, resulting in superior management efficiency and profitability. A truly effective solution must



enable immediate decision-making and actioning based on data gathered. With the Grab2Go solution, the robotic vending units are linked with data- and machine learning-based services - data-based decisions can be automatically executed by a robot. We are not aware of any current similarly integrated solutions in the Grab2Go focus sectors.

Grab2Go offers a unique solution composed of robotic hardware and machine learning capable software, helping make various store formats autonomous and more efficient.

5.3. Material contracts

Currently, Grab2Go's primary client is Tamro Eesti OÜ, based on a letter of intent signed in July 2021 and its February 2022 addendum. The letter of intent confirms Tamro Eesti OÜ's non-binding interest and the parties' good-faith intent to sign a cooperation agreement on the pilot in 2022. The letter of intent describes the terms and conditions based on which the pilot would be set up. Grab2Go undertakes to provide Tamro Eesti OÜ with product development information and other details the other party may have a clear interest in for the planning of future lease or purchase of the Grab2Go solution. As an addendum to the protocol, parties have agreed on specific conditions applicable to the pilot. According to this, the client will not be charged for the first 90 days of testing, but the client will bear the costs of installation, transport, setup and marketing, including machine branding, such costs not being specified yet. After the 90-day testing period the pilot will either continue, in which case Tamro Eesti OÜ undertakes to purchase the hardware from Grab2Go for a one-time sum to be agreed and pay for the software license and maintenance on a monthly subscription basis, or be discontinued, in which case the machine will be returned to Grab2Go with costs associated with disassembly, transportation and the location to be borne by Tamro Eesti OÜ.

Furthermore, a letter of intent was signed in December 2021 for cooperation with AS R-Kiosk Estonia, according to which Grab2Go undertakes to provide AS R-Kiosk Estonia with product development information and other details the other party may have a clear interest in for the planning of future lease or purchase of the Grab2Go solution. If the parties decide to have the solution operated by Grab2Go, Grab2Go undertakes to set up a maintenance and support service. Specifics will be agreed by the parties on a case-by-case basis. In the letter of intent, the parties undertake to negotiate the minimum specifications required by AS R-Kiosk Estonia to implement the Grab2Go solution. Grab2Go will prepare a more specific draft agreement after the prototype is successfully presented.

Grab2Go has signed a product development and prototyping agreement with Astore SIA which manufactured the first prototype. Grab2Go signed a product design agreement with Ten Twelve OÜ in summer 2021; the company developed the basic design solution for the Grab2Go convenience store. Grab2Go has signed a service contract with an IT development company, in cooperation with whom the Grab2Go IT platform and firmware was developed in stages. Currently, Grab2Go's main IT development partner is AS Helmes, contracted based on an IT services framework agreement signed in March 2022. Each development project is ordered separately and priced based on the Helmes hourly price or listed price per specific project. For developing Grab2Go machine software, Grab2Go signed an agreement with the Finnish company Mectalent OY in February 2022. The total value of the agreement is approximately 180,000 euros.

Grab2Go has no long-term contracts with partners. All cooperation is order-based with ad hoc agreements. There are plenty of companies on the market capable of supplying the Grab2Go product - suppliers can be changed quickly if needed.

In July 2022, Grab2Go signed a letter of intent and confidentiality agreement with SCHAERER AG, enabling Grab2Go to integrate a fully automatic espresso machine in its points of sale and improve the



freshly brewed coffee vending process. Grab2Go purchased one of SCHAERER AG espresso machines to test it in Grab2Go machines and identify its capabilities and potential for use.

Grab2Go has also signed a confidentiality agreement with Veriff OÜ to facilitate negotiations regarding further cooperation between Grab2Go and Veriff OÜ, but there is no binding cooperation agreement yet.

5.4. Material assets

Due to Grab2Go's specific field of activity, Grab2Go's main assets include its software platform and the convenience store hardware solution. As IT solutions, these are primarily protected by copyright. Grab2Go has contracted various vendors for development. All vendors have relinquished their transferable copyrights to web assets, the platform and other IT solutions to Grab2Go, and have issued Grab2Go a global transferable license for non-transferable individual rights.

The Grab2Go trademark is registered in the relevant classes based on registration certificate No. 60930 issued by the Estonian Patent Office. The trademark is further registered in the European Union Intellectual Property Office based on trademark certificate No. 018714141. The Grab2Go hardware solutions, or the points of sale, are registered in the European Union Intellectual Property Office as a design solution. Three different designs are registered in relevant classes with certificate numbers 008855647-0001, 008855647-0002 and 008855647-0003.

Grab2Go has also applied for a US patent for its machine, which is currently under review with serial number 29849076. The application was submitted on August 8th 2022, and the United States Patent and Trademark Office's estimated time for a preliminary examination result is approximately 24 hours from submission.

5.5. Transactions with related parties

Grab2Go has, on prevalent market conditions, signed contracts with its management board members and an employment contract with a key shareholder.

Current Grab2Go shareholders have signed a shareholder agreement which will end at the time of publicly listing Grab2Go shares. In addition to the shareholder agreement, core shareholders have signed an agreement with Grab2Go, according to which Mart Viilipus, Ago Mõlder, Lauri Kiivit and Reio Orasmäe undertake to not dispose of their Shares within 24 months after signing the agreement. The agreement does not contain any covenant or condition that might harm the rights of a shareholder who is not a party to the agreement.

5.6. Proceedings

Grab2Go is currently not involved, and has not been involved in any court proceedings, tax or other disputes in previous reporting periods. No bankruptcy petitions have been filed against and no bankruptcy proceedings initiated with regard to any Grab2Go members.



6. TEAM

6.1. Managing team

Grab2Go has a two-level management structure. The Management Board is responsible for the day-to-day operations and management of Grab2Go and has the right to represent Grab2Go under the law and the Articles of Association. Grab2Go has a three-member management board.

The supervisory board of Grab2Go is responsible for the strategic planning of the company's business activities and supervises the activities of the management board. Grab2Go has a four-member supervisory board.

The highest governing body of Grab2Go is the general meeting of shareholders. Shareholders are able to participate in the management of Grab2Go through a general meeting of shareholders, which is competent to make decisions on corporate events, such as amendment of Articles of Association, increase and decrease of share capital, issue of convertible debentures, election and recall of members of the supervisory board, appointment of an auditor, appointment of special audit, approval of the annual report and distribution of profits, dissolution, merger, division and transformation of Grab2Go, concluding transactions with supervisory board members, determining the terms and conditions of a transaction, deciding on holding a legal dispute and the appointment of Grab2Go's representative in the transaction or dispute, and other matters provided for by law or in Grab2Go's Articles of Association.

6.2. Management Board

Grab2Go management board members are Mart Viilipus, Lauri Kiivit and Ago Mõlder.

Mart Viilipus was born in 1985. Mart received a master's degree from the Estonian University of Life Sciences in food technologies and food manufacturing. Besides his academic background, Mart has experience in an international company engaged in food production, manufacturing materials and machinery, an Estonian manufacturing company as well as foreign-owned international manufacturing companies and a retail distribution company. Mart was a project manager in Promens AS, one of the largest plastics manufacturers in Estonia. Between 2017 and 2021, Mart was a sales and marketing manager at D.T.L. Consumer Products Eesti AS, where he acquired extensive experience with sales processes of fast-moving consumer goods.

Work in the manufacturing supplies and equipment company provided Mart excellent experience with product development and production line management in nearly all major Estonian food manufacturers, from meat to pastries. Furthermore, Mart has participated in various international trainings with European manufacturing supplies and equipment providers. Working as a project manager in a plastic injection moulding industry provided him with a good overview in a different manufacturing area as well as the functioning and management systems in various industries, and an opportunity to integrate different manufacturing areas and better notice connections between them. Mart has extensive experience with international project management, including product development and production deployment depending on the specific project. This experience supports development of the Grab2Go convenience store concept, project planning and testing as well as implementation.

Having been a management board member in various companies, Mart has been involved in all business processes. Prior experience in manufacturing, food and plastics industry have provided Mart with excellent insight into sales and manufacturing of consumer goods, the ability to notice new opportunities and trends, and to develop ideas with potential to transform an industry.



To a great degree, the impetus, idea and solution for Grab2Go are a logical conclusion of all previous experience and the current state of market - there is no single complete solution ensuring consumer experience and solving business challenges. Mart has contributed all his experience and expertise in the ideas and implementation of Grab2Go.

Mart holds approximately 24.69% of all Grab2Go shares.

In addition to Grab2Go, Mart is a member of the management board of the A. Vabbe tn 8, Tartu apartment association.

Lauri Kiivit was born in 1976. Lauri graduated from Tartu University in the area of journalism. In his career, Lauri has been engaged with financial forecasting, financial accounting, as well as understanding and developing the ways companies create value. Early in his career, Lauri analysed credit customers' financial data and prepared draft credit resolutions at the credit department of SEB Bank. This experience helps him decide whether a project is feasible or not, and understand the success factors of projects.

Having spent a large part of his career at a company called Promens, Lauri is familiar with long-term monitoring, goal-setting and control in a large enterprise. A shorter period as the financial manager of a food producer gave him a good overview of the area of food retail.

For nearly all of his career, Lauri has held team leadership positions. Since April 2020 he is a management board member at a manufacturing company with 220 employees, and is also engaged in general management of the company, including client, supplier and employee negotiations in addition to process management.

In the Grab2Go team, Lauri is responsible for preparing reliable forecasts and future scenarios, determining financing needs and developing a financing plan and business model.

Lauri holds approximately 13.7% of all Grab2Go shares.

In addition to Grab2Go, Lauri is a management board member at Promens Holding OÜ, Promens AS.

Ago Mölder was born in 1984. Ago holds a PhD in electronics and machine vision from Taltech. He is an Enterprise IT architect and has tackled complex hardware and software developments, as well as the creation of large-scale IT architecture and turnkey solutions.

For the first years of his career, Ago designed telecommunications networks at a leading Estonian telecom company, Starman AS. The experience from these intricate projects augmented the basics learned in college and in his bachelor's and master's studies, laying groundwork for the complex projects he has completed in the field of communication systems.

Concurrently with his PhD studies, Ago focused on the software development field, joining the Estonian team of leading electronics manufacturer Ericsson as an embedded software developer. Ago faced growing responsibilities in the area of functional test development and participated in several trainings at the Ericsson corporate headquarters. All this naturally culminated in him leading the global software and hardware architecture and development team of the testing platform.

In association with growth of Industry 4.0 and automation projects at Ericsson's Estonian plant, Ago decided to continue his career there as the head architect for Industry 4.0 and IoT projects. As the next logical step, Ago accepted the challenge to join the company's global Enterprise IT architecture team. For the last 2.5 years he was responsible for the IT architecture and Industry 4.0 implementation in all



Ericsson plants, including integration of mobile private networks, IT security review of IoT and automation projects, implementing new edge cloud platforms and integrating cyber-physical manufacturing lines with the company's other IT systems.

His decision to join the Grab2Go team was motivated by the opportunity to contribute his extensive experience and expertise into the development of a novel retail solution's IT architecture and its hardware and software platform, which will presumably revolutionise the entire retail trade market, providing greater customer convenience and solving current challenges in conventional retail.

Ago holds approximately 18.5% of all Grab2Go shares.

6.3. Supervisory Board

Grab2Go has a four-member supervisory board. The members are Andres Pukspuu, Peter Wärnbring, Mait Sooaru and Kalev Koppel.

Andres Pukspuu was born in 1963. Andres graduated from the Tallinn University of Technology in the field of automatics and telemechanics, and Tartu University in the field of business management. As a management board member at D.T.L Consumer Products Estonia AS since 1995, Andres has extensive experience with sales and marketing of fast-moving consumer goods. Andres Pukspuu's company DTL Baltic holds approximately 1% of Grab2Go shares. In addition to the Grab2Go supervisory board, Andres Pukspuu is a management board member at DTL Baltic OÜ and AS D.T.L. Consumer Products Eesti.

Peter Wärnbring was born in 1980. Peter graduated from the Jönköping University in the field of mechanical engineering and project management. Between 2004 and 2008, Peter worked as a CAD engineer at BXB Industrial Fittings AB, and between 2008 and 2011 he led a unit of the same company. During the following years Peter has held management positions in various Swedish companies. Since 2021 he is the managing director of Ragnars Inredningar AB and Morgana AB, both of which are part of the Lamnhults Design Group listed on the Nasdaq stock exchange. Peter does not hold Grab2Go shares. In addition to the Grab2Go supervisory board, Peter Wärnbring is the managing director of Ragnars Inredningar AB and Morgana AB.

Mait Sooaru was born in 1972. Mait graduated from Tallinn University of Technology in the field of infotechnology and earned a master's degree in business management from Estonian Business School. Mait has over 20 years of experience managing IT-based companies. 1998-2011 Mait was the managing director of Itella Information AS, 2012-2015 he was a management board member at Omniva and 2016-2021 he was the CEO of Fitek. Since 2021, Mait is the CEO North-East Europe of Unifiedpost. Mait's company KMS Konsult holds approximately 2.2% of Grab2Go shares. In addition to the Grab2Go supervisory board, Mait is a management board member at OÜ Financial Automation Solutions, MTÜ Eesti Äriinglite Assotsiatsioon, KMS Konsult OÜ and EstBAN Angels Adrastea OÜ, and a supervisory board member at Unifiedpost AS. Furthermore, Mait mentors startups at the Tehnopol incubator.

Kalev Koppel was born in 1979. Kalev studied history and geoinformatics at Tartu University. Since June 2019, Kalev has managed the data science and machine learning company STACC OÜ and has more than 17 years of experience managing software projects and teams. Kalev has served as an independent expert of the European Commission's Horizon 2020 research projects in the field of infotechnology. Kalev has wide-ranging expertise about the practical use of machine learning and AI for developing data-based software. Kalev Koppel does not hold any Grab2Go shares. In addition to the Grab2Go supervisory board, Kalev Koppel is a management board member at STACC OÜ and Triskelion OÜ.



6.4. Management board statement

To the knowledge of the management board, no member of the management board or supervisory board or any other executive of Grab2Go has been criminally punished or convicted of fraud or embezzlement in the previous five years. Also, to the knowledge of the management board, no member of the management board or supervisory board or any other key employee has been a member of the management body of any legal person at the time of initiation of bankruptcy, reorganisation or dissolution proceedings of such legal person in the previous five years. The management board confirms that there are no ongoing or unresolved judicial, tax or other proceedings or disputes involving Grab2Go initiated during this or previous reporting periods. No bankruptcy petitions have been filed against and no bankruptcy proceedings initiated with regard to any Grab2Go members.

6.5. Other key persons

In addition to the management and supervisory board members, Grab2Go has a strong team of core shareholders dedicated to realising the Grab2Go vision. In addition to the management board members, Grab2Go has one employee and is planning to grow its team by recruiting new software and hardware developers. The Grab2Go team is making an effort every day to improve the operation and administration of convenience stores, pharmacies and other points of sale to make them more efficient and customer-friendly.

Reio Orasmäe was born in 1984. Reio holds a bachelor's and master's degree in international business management from Estonian Business School, and spent a year as an exchange student at Copenhagen Business School.

International sales and marketing has been a main area of focus for Reio for over 15 years now. He started his career in 2005 as the advertising project manager of the Äripäev business newspaper and developed his sales skills through years of training in cooperation with Vain SMD. Until 2010, Reio Orasmäe was also a project leader for several professional publications, mostly targeted to Estonia, but also some neighbouring countries.

Between 2010 and 2015 Reio acquired some export experience by leading the direct sales and sales team at the Baltic and Scandinavian printing unit of Brand Factory Estonia. The leadership and sales experience gathered over these years helped Reio join the Cleveron AS team as a sales manager. Between 2016 and 2021 he was a sales and partnership manager at Cleveron, fulfilling leadership roles in global sales, marketing and partnerships at various times. His everyday work required communication with clients as well as partners from North America and Europe to Japan and Australia. The successful experience with a hardware sales company will help him grow Grab2Go's operations globally, quickly and scaleably.

For more than 10 years, Reio has managed sales teams of varying size, where he had to handle yearly revenue budgeting and management, analyse sales potential and opportunities and develop pricing models and partnership agreements to enhance sales.

Mart Viilipus invited Reio to join the Grab2Go team in order to increase its competence in sales, marketing and service. Reio has been in charge of developing and managing client relationships and looking for export opportunities by building resale networks.

Reio has also consulted for Bercman Technologies and mentored many early start-ups in various acceleration programs, such as Prototron.

Reio Orasmäe holds approximately 13.55% of all Grab2Go shares.



7.SHARE CAPITAL, SHARES AND SHAREHOLDERS

7.1. Share capital and Shares

The share capital of Grab2Go is 784,228.10 euros. Grab2Go has so far issued 7,842,281 Shares of one type with a nominal value of 0.10 euros. The Issuer's management board certifies that all Shares are registered in the Estonian Central Register of Securities maintained by the Estonian branch of Nasdaq CSD SE, and the Offer Shares will also be registered there.

7.2. Shareholders

The following shareholders have a holding of more than 5% in Grab2Go.

Shareholder	Ownership share	Number of Shares	Beneficiary/beneficiaries
Lauri Kiivit	13.72%	1,075,860	Lauri Kiivit
Mart Viilipus	24.69%	1,935,994	Mart Viilipus
Ago Mõlder	18.52%	1,451,995	Ago Mõlder
Reio Orasmäe	13.55%	1,062,861	Reio Orasmäe

7.3. Shareholder rights

In summary, each shareholder has the following rights:

- to buy, sell, pledge or otherwise dispose of Shares;
- to participate in the distribution of the profits of the Issuer in accordance with the decision of the general meeting of the shareholders and the number of Shares held, if Grab2Go decides to distribute profits, and subject to withholding of Estonian income tax on dividends according to the Income Tax Act. If it is decided to pay dividends to shareholders or distribute profits, the Issuer will withhold income tax on the profit distributions in accordance with Estonian law;
- to participate and vote at the general meeting of the shareholders in accordance with the provisions of the Articles of Association of Grab2Go, based on the number of Shares owned by the shareholder;
- to obtain information about the activities of the Issuer to the extent stipulated by and pursuant to law;
- to nominate candidates for members of the supervisory board;
- to participate in the distribution of the assets remaining after dissolution of the Issuer.



7.4. Options programme

Grab2Go has implemented an options programme in order to motivate management and key stakeholders and to align the team's interests and goals with those of Grab2Go. Grab2Go wants the team to be motivated by being able to share in Grab2Go's growth.

On March 7th 2023, Grab2Go shareholders decided to approve an options programme for the Grab2Go management and key stakeholders, with the following main terms.

- Total amount: 518,846 Shares.
- Option exercise deadline: 3 years from signing the option agreement.
- The option recipients and option pricing policy are determined by the Issuer's supervisory board.
- The option agreements will be signed by the Issuer's management board on the above conditions, and the management board by set additional terms in addition to the above.



8. RISK FACTORS

8.1. Introductory remarks

Investing in the Offer Shares and the activities of Grab2Go are subject to various risks, which may, either individually or in combination, adversely affect Grab2Go and the value of the investment made by Grab2Go's shareholders or affect their ability to subsequently sell the Shares. Any potential investor should thoroughly consider all the information presented in the company description, including the following risk factors. In addition to the following, there may be risks that are not currently known to Grab2Go or that Grab2Go currently considers to be insignificant, but which may also affect Grab2Go or the price of the Shares. As a result of the materialisation of risks, investors may lose all or part of the value of their investment.

In the opinion of the management board, the following reflects the most important risks associated with investing in the Offer Shares.

8.2. Risks related to Issuer's business

8.2.1. Risk due to technology and hardware

Grab2Go has developed its technology (hardware and software) with its focus sectors in mind, or on the principle of One Fits All. This means that the base technology must be universal to a large degree, in order to fit all focus sectors. Following of this principle provides opportunities for increased efficiency in daily development activities and integrations; on the other hand there is the risk that Grab2Go will be unable to develop a technological solution to meet these expectations. For managing this risk, Grab2Go has engaged clients in its development work as early as possible, to familiarize them with the technology and help manage client expectations. However, our aim is to clearly separate any client-specific development from the Grab2Go base technology, which needs to remain generic to provide ease of integration.

The aspect of client-specificity and the need to ensure adoption capability always brings certain limitations and challenges for technology companies. The main challenges are reflected in existing ERP (Enterprise Resource Planning) software solutions. In the retail sector this is compounded by client-specific loyalty programs, card payment systems, product information management systems, age-restricted goods management, e-commerce, etc. All of the above is critical for many retail companies. There is reluctance to adopt new systems, in order to avoid making existing systems more complicated and slower and increasing business process risks. All this has led Grab2Go to concentrate on the universality of the base software platform, to enable integration with reasonable cost and no complicated development work by the client. Software integrations always tend to be a roadblock and may hinder client success.

On the other hand, part of the Grab2Go product is hardware, which is primarily associated with physical handling of goods and their specifics. Both pharmacies and convenience stores carry a very wide array of goods and the hardware must meet the requirements of both traditional storage management and the store concept. Grab2Go has created a universal, modular, easily configurable robotic solution capable of handling a wide selection of goods.

When it comes to technology and hardware, there are also legal risks. These risks vary by market, but tend to be similar on the European Union single market. Main technological challenges have to do with restricted products, such as alcohol, tobacco and medicinal products. More specifically this involves regulatory requirements - customer age restrictions, standards set on retail locations and sales



processes and requirements for the customer age verification method. The pharmacy sector involves additional restrictions and requirements and resulting technological intricacies.

All regulatory requirements may not have a technologically feasible solution. Novel technologies and innovations may require amendments to the entire relevant legal framework, not just minor amendments to specific laws. The speed of these processes is beyond Grab2Go's control and may preclude entry into certain markets. Client launches on certain markets may slow down or reach a phase during pilot testing where work has to be stopped for a while. To manage these risks, Grab2Go engages international clients who are well aware of legal requirements, restrictions and challenges in all countries where they operate.

8.2.2. Short operating history of the Issuer

The Issuer was founded on July 22nd 2020 and therefore the Issuer does not have a lot of business and financial history. Due to the Issuer's recent founding it may be difficult to accurately evaluate the Issuer's business risks and their likelihood.

The Issuer does not have any binding client agreements yet. The only agreement for sale of Issuer's products is a pilot agreement which provides a free testing period, after which the client is not obligated to continue using the Issuer's services on a paid basis. Therefore the Issuer does not have any paying customers yet and the Issuer's products are in the testing phase. While there is interest in the Issuer's products, there has been no actual entry into the market, and therefore no certainty as to its success, or whether there is an actual market for the Issuer's products, and if and when the Issuer's product and service sales might turn a profit.

8.2.3. Grab2Go's activity and financial results depend on contractors and vendors and their ability to meet the agreed-upon terms

Grab2Go is engaged in the development and design of IT solutions and platforms for managing convenience stores and pharmacies. Grab2Go itself does not implement these IT solutions or manufacture the physical products - the smart convenience stores and pharmacies. For agility and quick scalability, Grab2Go engages vendors to develop the platform and manufacture the products. This exposes Grab2Go to various vendor-related risks, including vendors' inability to perform contracts or unwillingness to enter into new contracts in the future. Difficulties or inability to receive the expected amount and quality of services or products from vendors may hinder Grab2Go's development of its IT solution or impair Grab2Go's capability of meeting client orders for convenience store or pharmacy hardware. This may have a negative impact on Grab2Go's profitability and financial results, and therefore the price of Grab2Go shares.

Grab2Go is taking measures to reduce the above risk. Primarily, Grab2Go only engages respectable vendors with a good reputation. Grab2Go further notes that the smart convenience store and pharmacy concept is unique and the hardware has been designed to use standard commercially available components as much as feasible, significantly reducing reliance on a single manufacturer or supplier. What is more, the hardware on its own, without special software, is not a usable product for clients. This way Grab2Go is not tied to a single vendor for product assembly, but is able to contract various mechanical engineering companies for product assembly. There are a number of suitable service providers in Estonia.



8.2.4. Supply chain risks may adversely affect supply and manufacturing contract prices and vendors' capability to perform their contracts

A global supply and raw materials crisis following the COVID-19 crisis may impact the availability and price of raw materials required for the manufacture of the convenience store hardware solutions. The unstable security situation in Eastern Europe could also adversely affect raw material availability and prices. Supply issues may cause manufacturing and supply stoppages or unexpectedly impact the price of manufacturing Grab2Go's products and therefore Grab2Go's revenue and/or profitability.

For Grab2Go, the raw material availability risk is reduced by the fact that most of the components used in Grab2Go inventory production are commercially available industry-standard components with many manufacturers worldwide. The entire technology is designed with component interchangeability in mind. This reduces the risk of supply issues associated with products or components needed to assemble the Grab2Go convenience store hardware.

8.2.5. Financing risk

There is no guarantee that the Issuer will be able to raise capital to the extent necessary to finance the company's growth and future operations. For the near future, Grab2Go foresees growth of sales and revenue, and is planning on offering the product in neighbouring countries. However, Grab2Go views the option of financing growth from business revenue as inefficient, and may need to raise more capital in the near future. There are several factors which could impact Grab2Go's ability to secure funding, such as the general economic climate and market conditions, factors associated with financial service providers, bank policies, etc.

In order to manage these risks, Grab2Go is actively and pre-emptively evaluating its funding needs and making efforts to source the necessary funding at the most favourable terms possible, considering all options: crowdfunding, bank loans, equity investments, etc.

8.2.6. Labour shortage risks

Having been primarily developed by management board members and core shareholders based on relevant agency or service contracts, Grab2Go currently has a single employee. However, Grab2Go does need qualified labour for developing its products and services. Above all, Grab2Go requires highly qualified engineers for developing and launching new products. Due to current economic and labour-related developments, demand exceeds offer in certain areas, and securing the necessary workforce may prove complicated. Grab2Go is making efforts to find new employees and provide good incentives, but labour shortage could still hinder Grab2Go's plans.

8.2.7. Regulatory risk

Self-service pharmacies make up a significant part of the Issuer's planned product range. In Estonia, opening a self-service pharmacy would require an authorisation from the State Agency of Medicines to be applied for by the pharmacy operator, but the regulation differs by country. Furthermore, legislative changes would be necessary to enable additional functionality (including sale of prescription drugs). Therefore the Issuer's ability to market its products is influenced by regulatory rules out of the Issuer's control. There is no certainty that the Issuer's potential clients would be able to secure the regulatory approvals to operate self-service pharmacies, or that the legislative changes required to sell prescription drugs and other restricted goods in a self-service shop will be enacted in a time-frame suitable for the Issuer, or at all. Materialisation of these regulatory risks may adversely affect the Issuer's ability to sell its products at the scale envisioned, and therefore the Issuer's revenue and profitability.



8.3. Legal risks and risks associated with the economy

8.3.1. Legislative changes

Grab2Go is a company operating under Estonian law and the legislation of the Republic of Estonia applies to Grab2Go Share. Relevant legislation may change if new acts are adopted or current acts are amended or if interpretative practices change. Legislative changes could adversely affect Grab2Go's business, financial standing, performance and/or prospects. Changes in tax legislation may increase the tax burden of shareholders and affect the return on investment of the Shares. This may adversely affect Share price.

8.3.2. Unfavourable economic developments

The regional and global economic environment has a significant effect on Grab2Go's development and financial performance. Following the COVID-19 health crisis, the materials and supply crisis and rapidly rising energy prices continue to affect the global and regional economy, the magnitude and trend of that effect being hard to determine. While the global number of COVID-19 cases decreased during the first half of 2022 and the effect of the virus on the global economy started to recede, emergence of new strains in the near future can not be ruled out, which may have an unforeseeable effect on the global and regional economy.

For the last year, however, both Estonian and worldwide economy is significantly influenced by the Russian military aggression and the tides of war. The global economy, still reeling from the COVID crisis, has suffered a heavy blow from the war-related supply issues, a sharp increase in raw material prices and increased uncertainty. This is the third significant disturbance in international trade within the last five years - the 2018 trade dispute between China and the United States forced companies to significantly change their usual supply chains, raised prices and limited growth opportunities. Because Grab2Go is a technology company with an integrated software and hardware product, the Issuer's operations are and will be affected by any changes in the international manufacturing supply chain, raw materials availability, price changes, order completion times, etc. In the current market situation it is common for suppliers to postpone confirmed orders after just a few weeks. All this requires several temporal redundancies to be built into the manufacturing process, to be able to quote a realistic supply time to clients.

The global economy saw rapid 5.9% growth in 2021. In early 2022 the rapid growth continued despite the ongoing shipping difficulties and the rapid increase of energy and raw materials prices. The rate of growth of global trade remained high. Countries were starting to relieve the restrictions renewed in response to the Omicron strain, with some countries removing nearly all restrictions. The renewed confidence was especially evident in the services sector: new orders were on the increase and companies were actively recruiting. However, anxiety on the global financial markets grew as early as January 2022, as investors believed that central banks would tighten their monetary policy in response to inflation which was more rapid and persistent than expected. As war broke out between Russia and Ukraine, volatility and uncertainty on stock markets grew and resulted in the sharpest downturn of stock indices seen in several months. In China, strict COVID restrictions persisted until the end of last year. The West, however, is plagued by high inflation and broken supply chains due to ongoing war in Ukraine. The US and Europe may be on the cusp of the next major trade dispute.

The long- and medium-term economic consequences of these factors are difficult to forecast due to their inherent volatility.

The global financial crisis that began in 2008 led to an economic downturn, higher unemployment rates and a decrease in the value of assets in Estonia. The economic downturn caused difficulties for



companies in all fields on the Estonian market. A similar economic downturn could have a negative impact on Grab2Go's business, primarily due to reduced demand and higher input prices, and would be exceedingly difficult to forecast in the complex situation impacted by security, health and energy crises. Grab2Go constantly monitors developments on both the domestic and international markets. However, it is not possible to accurately predict economic and political processes and their extent and effects on Grab2Go's business, especially considering the recent unexpected and swift developments in international security and the unstable economic environment impacted by high inflation.

8.3.3. Contractual risks

The Issuer's activities depend on the validity and enforceability of transactions and agreements concluded by the Issuer, which may be partially affected by foreign law.

8.4. Risks related to Shares, their offer and admission to trading

8.4.1. Market risk

Grab2Go has submitted an application to admit the Shares for trading on the First North trading facility. After listing on First North, Grab2Go Share price will be determined based on their supply and demand in the First North multilateral trading facility. Grab2Go will have no facility or right to directly influence Share price on First North, and while Grab2Go will make every effort to remain a profitable and growing concern, unexpected events related to the market, economy or Grab2Go's business may significantly affect Share price and cause the Share price to fall as low as to zero.

8.4.2. Payment of dividends is not guaranteed

Grab2Go has no obligation to pay dividends. Grab2Go cannot guarantee regular payment of dividends in the future. Grab2Go's future plans include reinvestment of profit and there are no plans to pay dividends to shareholders in the near future. The management board may recommend distribution of profit based on financial results, the need for working capital, the need for investments, and strategic considerations. They may not coincide with the short-term interests of all shareholders. The payment of dividends and the amount thereof will be determined at a general meeting of shareholders.

8.4.3. New issues and dilution

In the future, Grab2Go may issue new Shares for a variety of reasons, including financing the company's development or reducing debt. If existing shareholders decide not to subscribe for additional Shares in the issue of new Shares, it may result in the dilution of existing shareholders' ownership share. This may reduce the shareholders' relative ownership share and voting power in Grab2Go.

8.4.4. Offer cancellation and undersubscription

Although Grab2Go makes every effort to ensure the success of the Offer, Grab2Go cannot guarantee the success of the Offer or that investors will receive the Offer Shares they subscribe for. Grab2Go has the right to cancel the Offer until the allocation is determined. The Offer may also be cancelled in respect to the unsubscribed part of the Offer. In the event of undersubscription and partial cancellation of the Offer, Grab2Go needs to find alternative sources to finance the planned growth strategy disclosed in the company description or to make the growth strategy more conservative, reduce the volume of investments, or extend the investment schedule.



8.4.5. Risk related to admission to trading

Grab2Go has requested the admission of Shares to trading on First North and is taking all the relevant measures in accordance with the Rules and the applicable law to ensure that the Exchange accepts Grab2Go's request. Regardless, Grab2Go cannot guarantee that Shares will be admitted to trading on First North.

8.4.6. Liquidity risk

The First North multilateral trading facility is more volatile and less liquid compared to the regulated market. The Issuer cannot guarantee that an active secondary market for the Shares will develop on First North after admission to trading. Therefore, the liquidity of Shares on First North may be limited or insufficient. Relatively low market capitalisation and liquidity may restrict the investors' ability to sell or buy the Shares on First North and may increase Share price volatility. Due to the low level of investor activity on the market, the impact of individual transactions may have a significant impact on the market price of securities and the purchase and sale price spread may be greater than usual.



9. SELECTED FINANCIAL INFORMATION

9.1. Financial information

9.1.1. Grab2Go AS balance sheet⁷

ASSETS	31.12.2021	31.12.2022	31.03.2023
Current assets			
Cash and bank accounts	8,547	172,924	34 015
Receivables and prepayments	51,678	6,664	12 085
Inventories	0	67,000	67 000
Total current assets	60,225	246,588	113 100
Non-current assets			
Investments in subsidiaries and affiliates	0	0	0
Property, plant and equipment	249,208	142,105	134 672
Intangible assets	426	549,443	584 257
Total non-current assets	249,634	691,548	718 929
TOTAL ASSETS	309,859	938,136	832 029
LIABILITIES AND EQUITY			
Liabilities			
Current liabilities			
Loan liabilities	0	300,003	0
Payables and prepayments received	70,284	58,380	58 657
Total current liabilities	70,284	358,383	58 657
Non-current liabilities			
Non-current credit liabilities	0	0	0
Total non-current liabilities	0	0	0
Total liabilities	70,284	358,383	58 657
Equity capital			
Nominal share/equity capital	3,467	752,270	784 228
Share premium	249,582	262,872	540 270
Retained earnings (loss)	0	-13,474	- 435 389
Earnings (loss) for the accounting period	-13,474	-421,915	-115 737
Total equity capital	239,575	579,753	773 372
TOTAL LIABILITIES AND EQUITY CAPITAL	309,859	938,136	832 029

⁷⁷ In the Q1 2023 the company has converted the convertible loans taken on November 2022 (included in balance sheet 2022) and January 2023 to share capital. The company issued 319 583 new shares at price of 0,968 Euros per share. Please note the Appendix 17 (Annex 2) of Grab2Go audited financial report of fiscal year 2022 and balance sheet of 31st of March 2023. For the clarity please note that the Appendix 17 of statutory report of the year 2022 of the company has inaccurate reference to 15th of March 2022. It is typographical error meant to mean 15th of March 2023. As same sentence references to year 2023 it is not considered significant error that could significantly mislead the readers of the report.



9.1.2. Grab2Go AS income statement ⁸

	22.07.2020 - 31.12.2021	01.01.2022 - 31.12.2022	01.01.2023- 31.03.2023
Revenue	0	8,870	0
Other income	35,000	0	0
Goods, raw materials, supplies and services	-11,210	-3,396	-573
Other operating expense	-5,602	-90,519	-34 144
Labour expense	-28,742	-221,288	-69 244
Depreciation and amortisation	-142	-20,835	-7 848
Significant amortisation of current assets	0	-89,026	0
Other expense	-2,778	-910	-917
Total operating profit (loss)	-13,474	-417,104	-112 725
Interest received	0	0	26
Interest paid	0	-1,315	-3 038
Other financial revenue (cost)	0	-3,496	0
Profit (loss) before tax	-13,474	-421,915	-115 737
Earnings (loss) for the accounting period	-13,474	-421,915	-115 737

The presented Grab2Go selected financial information has been audited by Finance Art OÜ except the balance sheet 31.03.2023 and income statement for period 01.01.2023-31.03.2023 which have not been audited and have been added to Company Description for additional information of events happened in 1st quarter after fiscal year 2022.

More thorough financial information is provided in Annex 2. Hereby we point out the elevated risk level associated with the Offer due to the Issuer's short operating history. The nature of the risk is described in more detail in Section 8.2.2 above.

9.2. Financial forecast

The management board's forecast for the next four years is as follows:

	2023	2024	2025	2026
Revenue	84,000- 160,000	2,000,000- 2,500,000	4,700,000- 5,100,000	11,500,000- 12,600,000
Total operating profit (loss)	-675,000 to - 750,000	-1,400,000 to - 1,520,000	-1,000,000 to -1,120,000	400,000-640,000
Machines sold	1-2	15-17	32-35	75-82

⁸ The income statements presented in the table refer to different periods and, thus, the numbers are not directly comparable



The forecasted revenue includes machine sales, servicing fees for sold machines and software, and machine installation fees. The sales plan is based on the realistic capability of Grab2Go and clients to install and integrate new machines. These growth numbers are based on six new clients per year between 2024 and 2026 and these clients making both initial orders as well as continuation orders. Grab2Go is planning to install 2 new machines in 2023 and to increase the installation volume year-on-year between 2024 and 2026 to reach installation of over 80 machines in 2026.

The main expense for Grab2Go is the cost of purchasing machines assembled by vendors. There are additional expenses associated with IT infrastructure development and administration, but most of the costs of base IT solution development have already been borne and future costs will only include addition of features and administration of the existing system. The residual income after material costs will increase year-by-year due to machine efficiency improvements and rising purchasing power, and the cumulative growth of revenue from hardware and software maintenance. Grab2Go forecasts a moderate growth of operating costs in the next few years, primarily due to recruiting new employees. Other operating costs include office, travel and legal expenses, etc.

The rising labour costs are due to recruitment and growth of the Grab2Go team, which will result in growth of internal competencies. This year we plan to recruit up to 3 new employees, including 2 software developers and 1 hardware developer. In 2024 we are planning to recruit another 5 software developers to reduce the need for outsourcing, as well as 2 machine service technicians, 3 sales representatives and 1 hardware purchase assistant. In 2025 we will add 1 accountant and 2 more machine service technicians according to growing maintenance needs.

The business expenses forecast by Grab2Go includes expenses for additional fundraising rounds, as Grab2Go estimates that the funds to be raised in this Offer will finance Grab2Go's growth until mid-2024, after which time additional Shares will need to be issued or some other source of funding secured. Any continuation orders will be accepted and completed based on prepayment to offset the company's future need for capital.



10. DEFINITIONS

Shares	Grab2Go shares
API	Application Programming Interface
Exchange	Nasdaq Tallinn AS
Issuer	Grab2Go
Financial statements	Grab2Go audited report for 22.07.2020-31.12.2021 and 01.01.2022-31.12.2022
Grab2Go	Grab2Go AS, a public limited company registered in Estonia, registry code 16014547
IoT	Internet of Things
Regulation	February 21 st 2022 regulation No. 7 by the Minister of Finance on the requirements for an information document for a securities offer
Nasdaq CSD	Estonian register of securities, the registrar of which is Nasdaq CSD SE (Latvian registry code 400003242879)
Offer	Public offer of Offer Shares
Offer Share(s)	Grab2Go shares offered to the public in this Offer
Offer Period	Period from May 2 nd 2023 at 10:00 to June 6 th 2023 at 16:00 during which Offer Shares are offered publicly
Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and the Council
Rules	Rules of the First North Multilateral Trading Facility
SMA	Securities Market Act



11. APPENDICES

Annex 1 - Grab2Go AS articles of association - available [here](#).

Annex 2 - Grab2Go AS audited financial report for 22.07.2020-31.12.2021 - available [here](#) (independent sworn auditor's report [here](#)). For 01.01.2022-31.12.2022 - available [here](#) (independent sworn auditor's report [here](#)).

Annex 3 - Product brochure - available [here](#)