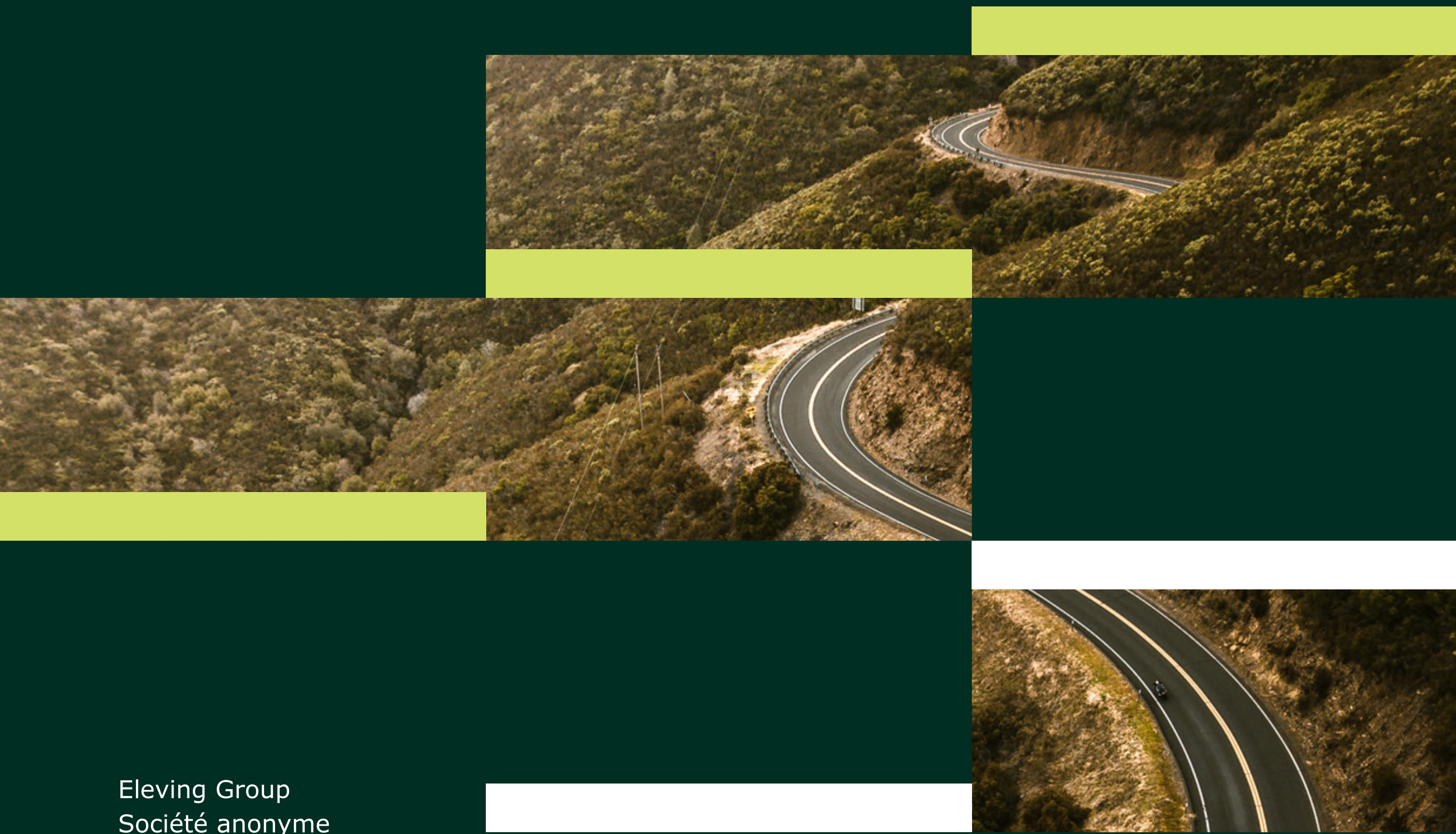

Eleving Group
Société anonyme

Annual accounts for the financial year ended 31 December 2022

(with the report of the réviseur d'enterprises agréé)

Registered office:
8-10 Avenue de la Gare
L-1610, Luxembourg
Luxembourg Trade and Companies Register number: B 174.457

Eleving Group
Société anonyme

Table of contents

Management report

25 April 2023

The Directors of the Company present the report on the annual accounts for the year ended 2022. All the figures are presented in EUR (euro).

General information

Eleving Group S.A. (hereinafter referred to as – the Company) and its subsidiaries (hereinafter together referred to as – the Group) is an international and fast-growing Financial Technology company with a vast global reach. Operating on three continents, the Group`s companies recognize the niche underserved by conventional lenders and provide financial inclusion by disruptively changing the used car and consumer financing industry. Founded in 2012 in Latvia, the Group revolutionized how people acquire used cars. Having expanded to the Baltic region within a year after its launch, the Group continued its further expansion, operating in 12 active markets as of the end of 2022. Eleving Group has disrupted the used vehicle market and how a person's social mobility can be elevated through access to convenient and responsible lending. Group's main car financing products are financial leasing, where customers use the Group's services to acquire the vehicles, and leaseback financing, where the customer sells their vehicle and leases it back to Eleving. The Group`s consumer finance business offers flexible financial products starting with a credit line and ending with an installment loan with a focus on providing accessibility to a substantial amount of money in the most convenient way. Innovative financial solutions, the transparency provided by the presence in the international capital markets, and a talented team of more than 2 600 people make the Group one of the top fastest-growing companies in the industry.

Operations and Financial Results

2022 was a turbulent year with high uncertainty in the capital markets and geopolitical stage. It was a test for the organization, but Eleving Group proved that a well-balanced and well-diversified business model is the key to overcoming unprecedented events. Due to geopolitical reasons, economic turmoil, and uncertainty in the capital markets, the Group had to reevaluate the business in some markets, re-adjust the growth plans, and focus more on the portfolio quality. It also meant that the Company had to become more efficient in its operations, reduce administrative costs, manage the capital wisely, and take a slightly more cautious approach towards new projects.

Total assets of the Company reduced to 184.7 million euro (-6.8% decrease, compared to 198.2 million EUR in 2021).

Despite all the headwinds, Eleving Group successfully navigated the year, as the Company's strategy proved its effectiveness, as a result of which the Group successfully diversified business risks across all the markets and varied its funding structure. Now the Company finds itself fairly comfortable with multiple funding avenues that it has built over the years. The Group maintained growth in nearly all the markets irrespective of the product segment. The most mature markets and products continued to perform at their current levels. Car rental and car subscription services now play an increasing role in the Group’s portfolio, as does the motorcycle-taxi financing business in Kenya and Uganda. In the second part of year 2022, Eleving Group took a more conservative approach, and it streamlined the existing products while maintaining a high quality of service. The demand for Group’s products remained strong across the markets. In 2022, the Group tightened its underwriting policy to better prepare for potential future challenges. All that resulted in a continuously improving portfolio quality from one quarter to the next one. So far, no direct effect on the portfolio from the potential economic slowdown has been observed, but even if so, the Group is fully prepared to cope with that. In previous years, Eleving Group shifted its business focus - it transitioned from a services-based approach to one aimed at creating a positive long-term impact on society and economics. In 2021, Eleving Group broadened its product range to become an international multi-brand Group, striving to empower diverse communities worldwide through financial inclusion. In 2022, the Group continued in this direction and strengthened its position.

In 2022 the Group continued to cooperate with continental Europe’s leading peer-to-peer lending marketplace Mintos (www.mintos.com). Currently, the Group has one of the largest loan portfolios listed in the platform, and it offers investors to invest in Group’s loans originated in twelve operational entities.

During 2022 the Group managed to retain its B- issuer as well as senior secured bond rating by Fitch.

See Note 27 to the annual accounts for details on events after the balance sheet date.

In 2022 the Company had no research and development activities and did not acquire any of its own shares.
The Company does not have any branches and does not intend to establish any in the nearest future.

Financial risks

The Company's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk, and liquidity risk. The Company's overall risk management focuses on financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Company uses derivative financial instruments to hedge certain risk exposures, which are carried out by the central treasury department (Company's treasury).

Liquidity risk

The Group controls its liquidity by managing the amount of funding it attracts through peer-to-peer marketplace platforms for loans, which provides the management with greater flexibility to manage the level of borrowings and available cash balances. Also, the Group manages its longer-term liquidity needs by obtaining funding from international capital markets, in particular by issuing the Bonds and the AS 'mogo' Notes.

Credit risks

The Group is exposed to credit risk through its finance lease receivables, loans, and advances, as well as cash and cash equivalents. The key areas of credit risk policy cover the lease and loan granting process (including solvency check of the lessee or the borrower), monitoring methods, as well as decision-making principles. The Group uses financed vehicles as collateral to significantly reduce the credit risk.

The Group operates by applying a clear set of finance lease and loan granting criteria. These criteria include assessing the credit history of the customer, means of lease and loan repayment and understanding the lease object. The Group takes into consideration both quantitative and qualitative factors when assessing the creditworthiness of the customer. Based on this analysis, the Group sets the credit limit for each customer. When the lease agreement has been signed, the Group monitors the lease object and the customer's solvency. The Group has developed a lease monitoring process that helps quickly spot any possible non-compliance with the provisions of the agreement. The receivable balances are monitored on an ongoing basis to ensure that the Group's exposure to bad debts is minimized and, where appropriate, sufficient provisions are made. The Group does not have a significant credit risk exposure to any single counterparty but is exposed to risks to the group of counterparties having similar characteristics.

Market risk

The Group takes on exposure to market risks, which are the risks that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks arise from open positions in the interest rate and currency products, all of which are exposed to general and specific market movements and changes in the level of volatility or market rates or prices, such as interest rates and foreign exchange rates.

Currency risk

Currency risk is defined as the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Group is exposed to the effects of fluctuations in the prevailing foreign currency exchange rates on its financial position and cash flows. The most significant foreign currency exposure comes from Georgia, Armenia, Uzbekistan, Kenya, Uganda, and Moldova. In most of the markets with exception of Kenya and Uganda the Group has evaluated potential hedging options but, due to the costs associated with it, has decided not to pursue a hedging strategy for now and assume potential short to mid-term currency fluctuations with retaining potential upside from strengthening of the mentioned currencies. Nevertheless, the Group has a practice of pricing in the currency risk within the cost of its products in the most volatile markets from a foreign currency perspective. In addition, the Group is making substantial progress in issuing as many loans as possible in EUR and USD currencies. Having now a significant portfolio of USD loans and leases, mainly linked to Belarus, Kenya, and Uganda, the Group has started to proactively manage the foreign currency exposure risk towards USD. The proactive management of USD exposure can be observed by forward contract purchases that have started already in 2020 and continued since then.

Interest rate risk

The Company is exposed to interest rate risk through its issued subordinated bond, which carries a coupon of 12% plus a 6-month Euribor. However, due to its relatively low size in terms of total borrowings (10.9% from total borrowings as at the end of 2022), which in turn are fixed rate, the Company believes its revenue will be sufficient to cover the increased borrowings costs from subordinated bonds.

Future outlook

The strategy for upcoming years is to drive organic growth in core segments across all existing markets. Eleving Group will constantly monitor product and portfolio performance across existing markets for the best capital allocation. The Group will also evaluate and explore possible growth opportunities through the portfolio, business acquisitions, or new market launches.

Group's capital management strategy focuses on maintaining and strengthening its financial covenants, particularly the interest coverage ratio, net leverage ratio, and capitalization ratio. Since the local bond in Latvia is maturing in 2024, the company will closely monitor developments in the financial markets to address the potential refinancing in the most efficient way. Another strategic goal is to increase the debt financing raised in local currencies in Kenya and Uganda to have a natural hedge and to facilitate further growth in the respective markets. The company will pursue different avenues to achieve that, such as local bank financing, bond programs, and potentially attracting impact investors.

Going into 2023 the Company and its subsidiaries intend to:

Maintain organic growth in the existing markets

Launch and scale-up of near-prime car leasing product in Lithuania and Estonia

Promote an e-boda financing product in Kenya

Focus on organic growth in the East Africa region

Scale-up of electric car-sharing service in Latvia

Maintain sufficient and comfortable headroom for financial covenants: Interest Coverage ratio (ICR), Net Leverage ratio and Capitalization ratio

Focus on efficient capital allocation between the existing markets and products. Evaluate possible growth opportunities through portfolio or business acquisitions or new market launches

Analyse opportunities for further growth in new markets

Corporate Governance Statement

Eleving Group S.A. Corporate Governance Statement has been included in the Management report included in the Eleving Group S.A. consolidated annual report for the year ended 31 December 2022, and it is also available to the public electronically on the Eleving Group S.A. webpage www.eleving.com.

Signed on behalf of the Company on 25 April 2023 by:

Māris Kreics	Attila Senig
Type A director	Type B director

Tel. +352 45 123-1
www.bdo.lu

1, rue Jean Piret
Boîte Postale 351
L-2013 Luxembourg

REPORT OF THE REVISEUR D'ENTREPRISES AGREE

To the Shareholders of
Eleving Group
Société anonyme
8-10, Avenue de la Gare
L - 1610 Luxembourg

Report on the audit of the annual accounts

Opinion

We have audited the annual accounts of Eleving Group (the "Company"), which comprise the balance sheet as at 31 December 2022, and the profit and loss account for the year then ended, and notes to the annual accounts, including a summary of significant accounting policies.

In our opinion, the accompanying annual accounts give a true and fair view of the financial position of the Company as at 31 December 2022, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

Basis for opinion

We conducted our audit in accordance with the Law of 23 July 2016 on the audit profession (Law of 23 July 2016) and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the "*Commission de Surveillance du Secteur Financier*" (CSSF). Our responsibilities under the law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the "Responsibilities of the "*réviseur d'entreprises agréé*" for the audit of the annual accounts" section of our report. We are also independent of the Company in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the annual accounts and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information stated in the management report but does not include the annual accounts and our report of "*réviseur d'entreprises agréé*" thereon.

Our opinion on the annual accounts does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the annual accounts, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the annual accounts or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors and Those Charged with Governance for the annual accounts

The Board of Directors is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts, and for such internal control as the Board of Directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Responsibilities of the "*réviseur d'entreprises agréé*" for the audit of the annual accounts

Our objectives are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the "*réviseur d'entreprises agréé*" that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Law dated 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts.

As part of an audit in accordance with the Law dated 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of the "*réviseur d'entreprises agréé*" to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of the "*réviseur d'entreprises agréé*". However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Report on Other Legal and Regulatory Requirements

The management report is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

Luxembourg, 27 April 2023

BDO Audit
Cabinet de révision agréé
represented by

Anke Schelling

BDO Audit, Société Anonyme
R.C.S. Luxembourg B 147.570
TVA LU 23425810
BDO Audit, a *société anonyme* incorporated in Luxembourg, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms. BDO is the brand name for the BDO network and for each of the BDO Member Firms.

Annual Accounts Helpdesk :

Tel. : (+352) 247 88 494
Email : centralebilans@statec.etat.lu

RCSL Nr. : B174457	Matricule : 2012 2226 019
	eCDF entry date :

BALANCE SHEET

Financial year from 01 01/01/2022 **to** 02 31/12/2022 *(in* 03 EUR *)*

Eleving Group

8-10, Avenue de la Gare
L-1610 Luxembourg

ASSETS

	Reference(s)		Current year		Previous year
A. Subscribed capital unpaid	1101	101		102	
I. Subscribed capital not called	1103	103		104	
II. Subscribed capital called but unpaid	1105	105		106	
B. Formation expenses	1107	107		108	
C. Fixed assets	1109	109	159.960.227,00	110	133.118.034,00
I. Intangible assets	1111	111		112	
1. Costs of development	1113	113		114	
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	1115	115		116	
a) acquired for valuable consideration and need not be shown under C.I.3	1117	117		118	
b) created by the undertaking itself	1119	119		120	
3. Goodwill, to the extent that it was acquired for valuable consideration	1121	121		122	
4. Payments on account and intangible assets under development	1123	123		124	
II. Tangible assets	1125	125		126	
1. Land and buildings	1127	127		128	
2. Plant and machinery	1129	129		130	

RCSL Nr. : B174457	Matricule : 2012 2226 019

		Reference(s)		Current year		Previous year
3. Other fixtures and fittings, tools and equipment	1131		131		132	
4. Payments on account and tangible assets in the course of construction	1133		133		134	
III. Financial assets	1135		135	159.960.227,00	136	133.118.034,00
1. Shares in affiliated undertakings	1137	4	137	13.118.842,00	138	12.468.662,00
2. Loans to affiliated undertakings	1139	5	139	143.727.155,00	140	117.545.088,00
3. Participating interests	1141		141		142	
4. Loans to undertakings with which the undertaking is linked by virtue of participating interests	1143		143		144	
5. Investments held as fixed assets	1145		145		146	
6. Other loans	1147	6	147	3.114.230,00	148	3.104.284,00
D. Current assets	1151		151	20.174.112,00	152	60.360.262,00
I. Stocks	1153		153		154	
1. Raw materials and consumables	1155		155		156	
2. Work in progress	1157		157		158	
3. Finished goods and goods for resale	1159		159		160	
4. Payments on account	1161		161		162	
II. Debtors	1163		163	17.701.026,00	164	60.037.062,00
1. Trade debtors	1165		165		166	
a) becoming due and payable within one year	1167		167		168	
b) becoming due and payable after more than one year	1169		169		170	
2. Amounts owed by affiliated undertakings	1171	7	171	17.591.848,00	172	56.079.142,00
a) becoming due and payable within one year	1173		173	17.591.848,00	174	6.079.142,00
b) becoming due and payable after more than one year	1175		175		176	50.000.000,00
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1177		177		178	
a) becoming due and payable within one year	1179		179		180	
b) becoming due and payable after more than one year	1181		181		182	
4. Other debtors	1183	8	183	109.178,00	184	3.957.920,00
a) becoming due and payable within one year	1185		185	109.178,00	186	3.957.920,00
b) becoming due and payable after more than one year	1187		187		188	

RCSL Nr. : B174457	Matricule : 2012 2226 019

		Reference(s)		Current year		Previous year
III. Investments	1189		189		190	
1. Shares in affiliated undertakings	1191		191		192	
2. Own shares	1209		209		210	
3. Other investments	1195		195		196	
IV. Cash at bank and in hand	1197		197	2.473.086,00	198	323.200,00
E. Prepayments	1199	9	199	4.528.500,00	200	4.743.743,00
TOTAL (ASSETS)			201	184.662.839,00	202	198.222.039,00

CAPITAL, RESERVES AND LIABILITIES

		Reference(s)		Current year		Previous year
A. Capital and reserves	1301		301	10.806.460,00	302	11.065.090,00
I. Subscribed capital	1303	10	303	1.000.500,00	304	1.000.000,00
II. Share premium account	1305		305		306	
III. Revaluation reserve	1307		307		308	
IV. Reserves	1309		309	100.000,00	310	25.290,00
1. Legal reserve	1311	10	311	100.000,00	312	25.290,00
2. Reserve for own shares	1313		313		314	
3. Reserves provided for by the articles of association	1315		315		316	
4. Other reserves, including the fair value reserve	1429		429		430	
a) other available reserves	1431		431		432	
b) other non available reserves	1433		433		434	
V. Profit or loss brought forward	1319		319	9.965.090,00	320	115.736,00
VI. Profit or loss for the financial year	1321		321	-259.130,00	322	9.924.064,00
VII. Interim dividends	1323		323		324	
VIII. Capital investment subsidies	1325		325		326	
B. Provisions	1331	11	331	45.783,00	332	144.513,00
1. Provisions for pensions and similar obligations	1333		333		334	
2. Provisions for taxation	1335		335		336	
3. Other provisions	1337		337	45.783,00	338	144.513,00
C. Creditors	1435		435	173.810.596,00	436	187.012.436,00
1. Debenture loans	1437		437	171.566.892,00	438	144.988.127,00
a) Convertible loans	1439		439		440	
i) becoming due and payable within one year	1441		441		442	
ii) becoming due and payable after more than one year	1443		443		444	
b) Non convertible loans	1445	12	445	171.566.892,00	446	144.988.127,00
i) becoming due and payable within one year	1447		447	2.930.892,00	448	2.747.127,00
ii) becoming due and payable after more than one year	1449		449	168.636.000,00	450	142.241.000,00
2. Amounts owed to credit institutions	1355		355		356	
a) becoming due and payable within one year	1357		357		358	
b) becoming due and payable after more than one year	1359		359		360	

RCSL Nr. : B174457 | Matricule : 2012 2226 019

	Reference(s)		Current year		Previous year
3. Payments received on account of orders in so far as they are not shown separately as deductions from stocks	1361	361		362	
a) becoming due and payable within one year	1363	363		364	
b) becoming due and payable after more than one year	1365	365		366	
4. Trade creditors	1367	367	8.618,00	368	152.572,00
a) becoming due and payable within one year	1369	369	8.618,00	370	152.572,00
b) becoming due and payable after more than one year	1371	371		372	
5. Bills of exchange payable	1373	373		374	
a) becoming due and payable within one year	1375	375		376	
b) becoming due and payable after more than one year	1377	377		378	
6. Amounts owed to affiliated undertakings	1379 13	379	2.145.280,00	380	24.028.762,00
a) becoming due and payable within one year	1381	381	289.879,00	382	2.365.616,00
b) becoming due and payable after more than one year	1383	383	1.855.401,00	384	21.663.146,00
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests	1385	385		386	
a) becoming due and payable within one year	1387	387		388	
b) becoming due and payable after more than one year	1389	389		390	
8. Other creditors	1451 14	451	89.806,00	452	17.842.975,00
a) Tax authorities	1393	393		394	
b) Social security authorities	1395	395		396	
c) Other creditors	1397	397	89.806,00	398	17.842.975,00
i) becoming due and payable within one year	1399	399	89.806,00	400	542.734,00
ii) becoming due and payable after more than one year	1401	401	0,00	402	17.300.241,00
D. Deferred income	1403	403		404	
TOTAL (CAPITAL, RESERVES AND LIABILITIES)		405	184.662.839,00	406	198.222.039,00

Annual Accounts Helpdesk :

Tel. : (+352) 247 88 494
Email : centralebilans@statec.etat.lu

RCSL Nr. : B174457	Matricule : 2012 2226 019
	eCDF entry date :

PROFIT AND LOSS ACCOUNT

Financial year from 01 01/01/2022 **to** 02 31/12/2022 *(in* 03 EUR)

Eleving Group

8-10, Avenue de la Gare
L-1610 Luxembourg

	Reference(s)		Current year		Previous year
1. Net turnover	1701	701		702	
2. Variation in stocks of finished goods and in work in progress	1703	703		704	
3. Work performed by the undertaking for its own purposes and capitalised	1705	705		706	
4. Other operating income	1713	713		714	
5. Raw materials and consumables and other external expenses	1671	671	-1.764.946,00	672	-2.639.934,00
a) Raw materials and consumables	1601	601		602	
b) Other external expenses	1603 15	603	-1.764.946,00	604	-2.639.934,00
6. Staff costs	1605	605	-8.288,00	606	-5.555,00
a) Wages and salaries	1607 16	607	-8.288,00	608	-5.555,00
b) Social security costs	1609	609		610	
i) relating to pensions	1653	653		654	
ii) other social security costs	1655	655		656	
c) Other staff costs	1613	613		614	
7. Value adjustments	1657	657		658	
a) in respect of formation expenses and of tangible and intangible fixed assets	1659	659		660	
b) in respect of current assets	1661	661		662	
8. Other operating expenses	1621 17	621	-57.775,00	622	-94.910,00

RCSL Nr. : B174457	Matricule : 2012 2226 019

		Reference(s)		Current year		Previous year
9. Income from participating interests	1715	18	715	2.016.951,00	716	38.221.571,00
a) derived from affiliated undertakings	1717		717	2.016.951,00	718	38.221.571,00
b) other income from participating interests	1719		719		720	
10. Income from other investments and loans forming part of the fixed assets	1721	19	721	20.242.167,00	722	11.844.529,00
a) derived from affiliated undertakings	1723		723	20.242.167,00	724	11.844.529,00
b) other income not included under a)	1725		725		726	
11. Other interest receivable and similar income	1727	20	727	373.816,00	728	1.500.702,00
a) derived from affiliated undertakings	1729		729		730	
b) other interest and similar income	1731		731	373.816,00	732	1.500.702,00
12. Share of profit or loss of undertakings accounted for under the equity method	1663		663		664	
13. Value adjustments in respect of financial assets and of investments held as current assets	1665	21	665	-289.666,00	666	-16.484.461,00
14. Interest payable and similar expenses	1627	22	627	-19.327.829,00	628	-21.769.804,00
a) concerning affiliated undertakings	1629		629	-1.957.447,00	630	-4.843.200,00
b) other interest and similar expenses	1631		631	-17.370.382,00	632	-16.926.604,00
15. Tax on profit or loss	1635	23	635	-1.438.745,00	636	-643.252,00
16. Profit or loss after taxation	1667		667	-254.315,00	668	9.928.886,00
17. Other taxes not shown under items 1 to 16	1637		637	-4.815,00	638	-4.822,00
18. Profit or loss for the financial year	1669		669	-259.130,00	670	9.924.064,00

Note 1 - General information

Eleving Group S.A., (hereinafter the "Company"), was incorporated on 18 December 2012 as a société anonyme for an unlimited period. The Company is organised under the laws of Luxembourg, in particular the law of 10 August 1915 on commercial companies, as amended. As part of the major rebranding of the whole group the Company's name was changed in 2021 from Mogo Finance S.A. to Eleving Group S.A.

The registered office of the Company is established in Avenue de la Gare 8-10, Luxembourg 1610 and is registered at the Trade and Companies register in Luxembourg under the number B174457.

The financial year of the Company starts on 1 January and ends on 31 December of each year.

The principal activity of the Company is to invest, acquire and take participations and interests, in any form whatsoever, in Luxembourg or foreign companies or entities having a purpose similar to the purpose of the Company and to acquire through participations, contributions, purchases, options or in any other way any securities, rights, interests, patents, trademarks and licenses or other property as the Company shall deem fit, and generally to hold, manage, develop, encumber, sell or dispose of the same, in whole or in part, for such consideration that is in the corporate interest of the Company.

The Company may also enter into any financial, commercial or other transactions and grant to any company or entity that forms part of the same group of companies as the Company or is affiliated in any way with the Company, including companies or entities in which the Company has a direct or indirect financial or other kind of interest, any assistance, loan, advance or grant in favor of third parties any security or guarantee to secure the obligations of the same, as well as borrow and raise money in any manner and secure by any means the repayment of any money borrowed.

Finally the Company may take any action and perform any operation which is, directly related to its purpose in order to facilitate the accomplishment of such purpose.

In accordance with the legal requirements of title II of the law 19 December 2002 as amended, these annual accounts have been drawn up on a standalone basis and subject to approval of the Meeting of the Board of Directors scheduled for 25 April 2023.

In application of section XVI of the law of 10 August 1915 as amended, the Company represents the ultimate parent of a group of undertakings and also prepares consolidated financial statements which are prepared under IFRS as adopted by the EU and which are lodged with the Luxembourg trade register and are available for inspection on Company’s corporate address. The consolidated financial statements of the Company are available as well on its corporate website.

Comparability of Prior Year figures

The accounting policies adopted are consistent with those of the previous financial year.

Note 2 - Summary of significant accounting policies

Basis of preparation

These annual accounts have been prepared in accordance with Luxembourg legal and regulatory requirements under the historical cost convention. Figures are rounded to whole amounts.

Accounting policies and valuation rules are, besides the ones laid down by the law of 19 December, 2002, determined and applied by the Board of Directors.

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Board of Directors to exercise its judgement in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed. Company's Board of Directors believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Going concern

These annual accounts are prepared on a going concern basis. In the light of events related to the war in Ukraine and gradually increasing interest rate environment, the Company's management has assessed the impacts on the Company's and the Group's as a whole ability to continue as a going concern.

The Group is following the situation in Ukraine very closely and greatly regrets the current development. With less than 1% of the total net portfolio of the Group's EBITDA, Eleving Group has a limited presence in Ukraine. Already in the pre-war in Ukraine period, the Group had significantly curtailed new issuances and stopped them completely as of 24 February 2022. Collections from the portfolio declined significantly, although considerable payments are still being made by customers daily. Given the digital-only business in Ukraine, the scale back of the local portfolio is not exposed to any material risks. The Group is not planning any new loan issues for the foreseeable future and will focus on collection activities while maintaining a lean cost structure. Eleving Group is focused on supporting its employees and their family members in Ukraine. There is no direct impact from the war in Ukraine on the Company itself as it has not provided any capital to the subsidiary in Ukraine.

Although the business activity in Belarus historically shows the greatest resilience of the operating countries against crises of various kinds, Eleving Group has decided to stop issuances in Belarus as of 24 February 2022 and focus on reducing the existing exposure. The net loan portfolio in Belarus accounts for 5% of the Group's total net loan portfolio and 7% of the Group's adjusted EBITDA as of 31 December 2022. The Group is optimizing its costs structure in Belarus and is putting full focus on collection activities. At this point, collections are unaffected, and the Group is receiving a significant amount of positive cashflows, with a focus on developing several secure ways to transfer foreign currency out of Belarus. Excess cash is being repatriated to EU countries. Apart from loan facility provided to the Belarus subsidiary there is no other impact on the Company, given successful repatriation of loan on a regular basis, the Company believes the recoverable amount of the loan facility provide is not affected.

Eleving Group itself is not a sanctions target and does not maintain business relations with Russian banks. A subsidiary company of Eleving Group S.A. in Russia was closed in 2022 and the Group has no direct or indirect business relationships with any Russian companies and/or businesses. The proactively initiated contingency management to ensure business continuity includes real-time assessment of the situation in the affected countries of operation, liquidity management, and securing foreign exchange transfers outside the borders of sanctioned countries.

Eleving Group has been growing issuances and portfolio at a significant pace over last several years in Kenya. Launch and successful expansion of motorcycle financing as well as countrywide expansion of car financing product both were important growth drivers. Consequently, Kenya became the largest entity in the Group's portfolio making up 18% of total Group net portfolio.

A smooth transition of power following the August presidential elections demonstrated Kenya's increasing institutional strength and confirmed its reputation as the most politically stable democracy in the region. It also removed a significant risk facto from investors' equation setting path for long term investments that might have been hesitant to pull the trigger in anticipation of the election results.

In management's view the Company will have sufficient resources to continue its existence for a period of at least 12 months from the approval date of the annual accounts. The Company does not expect a substantial adverse effect form overall economic uncertainty on its markets of operations or the potential effects are too ambiguous to be reliably estimated as the preparation of financial statements. Management concluded that the range of possible outcomes considered at arriving at this judgment does not give rise to material uncertainties related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

The Group monitors its liquidity ratios on an ongoing basis. The main liquidity ratios for the Group are capitalization ratio, interest coverage ratio and net leverage. As at 31 December 2022, the Group's capitalization ratio, interest coverage ratio and net leverage were accordingly 26.2%, 2.5 and 3.4 (31 December 2021: 20.7%, 2.3 and 4.0), indicating stable liquidity situation of the Group. The Group has maintained a strong funding and liquidity position with its robust diversified funding base.
As at 31 of December 2022 the Group is compliant with all financial covenants.

The Group controls its liquidity by managing the amount of funding it attracts through P2P platform Mintos and other sources. P2P platform Mintos provides management greater flexibility to manage the level of borrowings and available cash balances. Despite the current uncertainty in the global economy, the amount of loans funded through Mintos have remained stable as at date of approval of these consolidated financial statements, demonstrating that investors trust in the Group, and they continue to invest in Eleving loans.

The Company itself has positive equity as its financial assets together with current assets exceed the total amount due to creditors. Additionally during the year 2023 the Company expects to receive dividends from its subsidiaries on top of regular interest income, that is expected to further strengthen Company's financial position, hence the Company is expected to operate further on going concern basis.

Significant accounting policies and valuation rules

The main valuation rules applied by the Company are the following:

Financial assets

Shares in affiliated undertakings and investments held as fixed assets as well as loans to affiliated undertakings and other loans are valued respectively at purchase price / nominal value (loans and claims) including the expenses incidental thereto. In the case of durable depreciation in value according to the opinion of the Board of Directors, value adjustments are made in respect of financial fixed assets, so that they are valued at the lower figure to be attributed to them at the balance sheet date. These value adjustments are not continued if the reasons for which value adjustments were made have ceased to apply.

Currency exchange derivatives are recognized at cost. Liabilities are recognized if the fair value of derivatives decreases below nil.

Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which value adjustments were made have ceased to apply.

Foreign currency translation

The Company maintains its books and records in EUR.

Transactions expressed in currencies other than EUR are translated into EUR at the exchange rate effective at the time of the transaction. Formation expenses and long-term assets expressed in currencies other than EUR are translated into EUR at the exchange rate effective at the time of the transaction. At the balance sheet date, these assets remain translated at historical exchange rates. Cash at bank is translated at the exchange rate effective at the balance sheet date. Exchange losses and realized gains are recorded in the profit and loss account of the year.

Other assets and liabilities are translated separately respectively at the lower between the value converted at the historical exchange rate or the value determined on the basis of the exchange rates effective at the balance sheet date. Solely the unrealised exchange losses are recorded in the profit and loss account. The exchange gains are recorded in the profit and loss account at the moment of their realisation.

Prepayments

This asset item includes expenditures incurred during the financial year but relating to subsequent financial years.

Provisions

Provisions are intended to cover losses or debts, the nature of which is clearly defined and which, at the date of the balance sheet are either likely to be incurred or certain to be incurred but uncertain as to their amount or the date on which they will arise.

Provisions may also be created to cover charges that have originated in the financial year under review or in a previous financial year, the nature of which is clearly defined and which at the date of the balance sheet are either likely to be incurred or certain to be incurred but uncertain as to their amount or the date on which they will arise.

Provisions for pensions and similar obligations

The Company does not offer its employees a defined benefit plan and/or a defined contribution plan.

Creditors

Creditors are recorded at their reimbursement value. Where the amount repayable on account is greater than the amount received, the difference is shown as an asset and is written off over the period of the debt based on a linear/actuarial method.

Employee share options

Employees of the Company's subsidiaries have entered share option agreements with the Company or the Company’s shareholders. Under the agreements respective employees obtain rights to acquire Company’s or certain subsidiaries’ shares under several graded vesting scenarios. The respective option would be classified as an equity-settled share-based payment transaction in the Company’s annual accounts.

The Company's Board of Directors has estimated that the value of the options, due to the specifics of the share option agreements, would not be materially different than zero. If it were, the Company would have to record expenses related to this transaction and recognize a respective component of equity.

In estimating the value for the share options the most appropriate valuation model would depend on the terms and conditions of the grant.

The Board of Directors has considered that the particular features mentioned in the option agreements, such as buy-back options, dividend policy of the Company and related pledges posed upon the borrowings effectively indicate that the value of the employee options would not materially different than zero.

Contingencies

Contingent liabilities are recognized in the annual accounts only if the related outflows is deemed probable. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognized in the annual accounts but is disclosed when an inflow of economic benefits is probable.

Related parties

The parties are considered related when one party has a possibility to control the other one or has significant influence over the other party in making financial and operating decisions. Related parties of the Company are shareholders who could control or who have significant influence over the Company in accepting operating business decisions, key management personnel of the Company and close family members of any above-mentioned persons, as well as entities over which those persons have a control or significant influence, including subsidiaries and asscociates.

Note 3 - Significant accounting judgments, estimates and assumptions

The preparation of the annual accounts requires the Board of Directors to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses, and disclosure of contingencies. The significant areas of estimation used in the preparation of the annual accounts relate to fair value of employee share options and measurement of contingent consideration. Although these estimates are based on the Board of Director's best knowledge of current events and actions, the actual results may ultimately differ from those estimates.

In the process of applying the Company's accounting policies, the Board of Directors has made the following judgements, which have the most significant effect on the amounts recognized in the annual accounts:

Valuation of financial assets

The carrying amounts of the Company's financial assets are reviewed at each reporting date by the Company's Board of Directors to determine whether there is a durable depreciation in value and value adjustments need to be made in respect of the financial assets.

Note 4 - Shares in affiliated undertakings

a) The movements for the year are as follows:

	Shares in affiliated undertakings / Participating interests **EUR**	**Total 2022** **EUR**
Gross book value - opening balance	**24 062 294**	**24 062 294**
Additions for the year*	9 700 244	9 700 244
Disposals for the year**	(5 080 216)	(5 080 216)
Gross book value - closing balance	**28 682 322**	**28 682 322**
Value adjustments - opening balance	(11 593 632)	(11 593 632)
Allocations for the year/period	(7 200 000)	(7 200 000)
Reversals for the year/period	3 230 152	3 230 152
Value adjustments	**(15 563 480)**	**(15 563 480)**
Net book value - closing balance	**13 118 842**	**13 118 842**
Net book value - opening balance	12 468 662	12 468 662

* Additions for the year consisted of new investments in the following subsidiaries and other affiliated undertakings:

Name of undertaking (legal form)	Percentage of investment in shares	2022 EUR
Mogo Balkans and Central Asia AS	100%	7 200 000
Eleving Vehicle Finance AS	99.98%	2 500 193
Eleving Stella AS	0.1285%	51
Total		**9 700 244**

** Disposals for the year consisted of sale of shares in following subsidiaries:

Name of undertaking (legal form)	Percentage of investment in shares	2022 EUR
Mogo Albania SHA	100%	4 030 153
Eleving Consumer Finance AS	78.62%	1 000 000
Mogo LT UAB	100%	28 960
EL Investments OOO	100%	18 098
Mogo Finance Iberia	100%	3 000
OCN SEBO CREDIT SRL	0.0002%	5
Total		**5 080 216**

Mogo Albania SHA has been disposed out of the Group. The company incurred a loss of EUR 102 773 due to the disposal.

Mogo LT UAB has been sold within the Group and the control within the Group is maintained.

EL Investments OOO and Mogo Finance Ibera have been liquidated during the year.

The share capital for Eleving Consumer Finance AS and OCN SEBO CREDIT SRL has been reduced in 2022. Control over the subsidiaries are maintained with it being unchanged.

b) Undertakings in which the Company holds at least 20% of the share capital or in which it is a general partner are as follows:

Name of undertaking (legal form)	Ownership as at 31 December 2022 %	Last balance sheet date	Net equity at the balance sheet date of the company concerned EUR	Profit or loss for the last financial year EUR	Net book value 2022 EUR	Net book value 2021 EUR
Mogo Balkans and Central Asia AS	100%	31.12.2022	(2 848 421)	(940 952)	15 563 480	8 363 480
Eleving Vehicle Finance AS	99.98%	31.12.2022	8 540 693	(2 241 596)	10 631 769	8 131 576
Eleving Consumer Finance AS	78.62%	31.12.2022	2 534 366	949 866	2 487 000	3 487 000
Eleving Stella AS	0.1285%	31.12.2022	2 593 030	3 424 557	51	-
OCN SE Finance S.R.L.	0.0333%	31.12.2022	56 977	6 922	22	22
OCN SEBO CREDIT SRL	0.0002%	31.12.2022	8 303 360	2 957 109	-	5
Mogo Albania SHA	-	-	-	-	-	4 030 153
Mogo LT UAB	-	-	-	-	-	28 960
EL Investments OOO	-	-	-	-	-	18 098
Mogo Finance S.L.	-	-	-	-	-	3 000
Value adjustments - Mogo Albania SHA					-	(3 230 152)
Value adjustments - Mogo Balkans and Central Asia AS*					(15 563 480)	(8 363 480)
Total					13 118 842	**12 468 662**

The figures of net equity at the balance sheet date and profit or loss for the last financial year are based on the preliminary financial information extracted from the consolidation table that the Company has used to prepare its consolidated financial statements for the year ended 31 December 2022.

* - subsidiary in Latvia - Mogo Balkans and Central Asia AS has made a decision to stop economic activities of its subsidiaries and the holding company itself. As the subsidiary and its further subsidiaries have historically accumulated large negative retained losses the Company considers that the investment in this subsidiary is fully unrecoverable therefore has recognized value adjustment in full value of the investment.

c) Latest approved financial results of the undertakings in which the Company holds at least 20% of the share capital or in which it is a general partner as at 31 December 2022:

Name of undertaking (legal form)	Ownership as at 31 December 2021 %	Last balance sheet date	Net equity at the balance sheet date of the company concerned (audited) EUR	Profit or loss for the financial year (audited) EUR
Mogo Balkans and Central Asia AS	100%	31.12.2021	1 377 113	(6 507 585)
Eleving Vehicle Finance AS	99.98%	31.12.2021	8 246 824	235 759
Eleving Consumer Finance AS	78.62%	31.12.2021	4 514 263	892 547

Note 5 - Loans to affiliated undertakings

Loans to affiliated undertakings are detailed as follows:

Name	Interest rate	Maturity	Net book value 2022 EUR	Net book value 2021 EUR
Mogo Auto Limited - loan	15%	15.02.2024	35 605 937	29 720 500
Eleving Vehicle Finance AS - loan	9%	31.12.2026	32 111 000	-
Primero Finance OU - loan	11%	31.12.2024	17 286 191	-
Eleving Solis UAB (formerly: Mogo Africa UAB) - loan	10%	01.07.2028	15 163 500	13 126 500
Eleving Solis UAB (formerly: Mogo Africa UAB) - loan	10%	15.02.2024	429 500	1 694 500
Mogo LT UAB - loan	13%	31.12.2025	8 627 488	16 348 143
Eleving Consumer Finance Holding AS - loan	13%	30.09.2026	6 953 103	1 556 000
Mogo Kredit OOO - loan	14.5%	19.03.2028	6 919 000	5 849 000
Eleving Stella AS - loan	12%	31.12.2025	5 170 000	-
Kredo Finance Shpk - loan	13%	06.10.2025	5 100 000	7 000 000
MOGO LOANS SMC LIMITED - loan	13%	15.02.2024	4 823 000	1 200 000
Eleving Consumer Finance AS - loan	12%	08.06.2025	3 538 792	2 053 000
Mogo Balkans and Central Asia AS - loan	12%	01.04.2025	1 761 700	2 117 700
Mogo Balkans and Central Asia AS - value adjustment			(1 761 700)	(2 117 700)
Spaceship SIA - loan	5%	15.09.2029	812 087	-
Mogo Kenya Limited - loan	13%	29.03.2024	625 557	965 507
Mogo loans SRL - loan	13%	31.12.2025	400 000	6 819 000
Mogo Oy - loan	13%	25.05.2027	110 000	-
Rentiplus OU - loan	13%	10.04.2027	52 000	-
Longo LLC - loan			-	95 000
Eleving Solis AS - loan			-	10 825 331
Mogo Poland Sp. z o.o. - loan			-	7 110 508
Mogo Poland Sp. z o.o. - value adjustment			-	(7 110 508)
Instafinance LLC - loan			-	6 327 607
Eleving Consumer Finance Holding AS - loan			-	4 750 000
Mogo Lend OOO - loan			-	4 635 000
Tigo Finance Dooel - loan			-	2 250 000
Mogo LLC - loan			-	1 475 000
Mogo UCO - loan			-	805 000
Mogo Albania SHA - loan			-	50 000
Total			**143 727 155**	**117 545 088**

Note 6 - Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests

Name	Type	Interest rate	Maturity	Net book value 2022 (EUR)	Net book value 2021 (EUR)
Alppes capital SIA	Loan	10.5%	2027	3 163 957	3 197 903
Value adjustment for loan receivables				(49 727)	(93 619)
Total				**3 114 230**	**3 104 284**

Note 7 - Amounts owed by affiliated undertakings

Amounts owed by affiliated undertakings are detailed as follows:

Name			Net book value 2022 EUR	Net book value 2021 EUR
Becoming due and payable after more than one year				
Eleving Vehicle Finance*			-	50 000 000
Total			**-**	**50 000 000**
Becoming due and payable within one year				
Mogo Lend OOO - loan	13%	05.09.2023	5 886 000	-
Eleving Vehicle Finance AS - accrued interest			2 958 535	-
Eleving Luna AS - loan	12%	31.07.2023	2 597 000	-
Mogo Africa UAB - accrued interest			1 096 502	1 149 148
Mogo Kredit OOO - accrued interest			982 155	64 097
Mogo Auto Limited - accrued interest			936 239	1 528 200
Mogo Poland Sp. z o.o. - accrued interest			930 759	461 689
Mogo Poland Sp. z o.o. - value adjustment			(930 759)	(461 689)
Mogo Balkans and Central Asia AS - accrued interest			879 631	656 207
Mogo Balkans and Central Asia AS - value adjustment			(879 631)	(656 207)
Mogo Loans SMC Limited - accrued interest			667 877	4 117
Mogo Kenya Limited - accrued interest			658 355	619 043
Mogo Lend OOO - accrued interest			486 148	1 455 125
Mogo UCO - loan	12%	22.11.2023	450 000	-
Mogo D.o.o. Sarajevo - loan	12%	03.09.2023	200 000	-
Mogo LT UAB - accrued interest			138 355	177 353
Eleving Stella AS - accrued interest			112 845	-
Tigo Finance Dooel - accrued interest			110 118	26 882
Instafinance LLC - accrued interest			97 372	59 811
Longo LLC - loan	12%	27.11.2023	95 000	-
Kredo Finance Shpk - accrued interest			40 624	78 159
Longo LLC - accrued interest			40 568	29 010
Primero Finance OU - accrued interest			15 558	-
Mogo D.o.o. Sarajevo - accrued interest			11 933	90 698
Mogo D.o.o. Sarajevo - value adjustment			(11 933)	(90 698)
Mogo Oy - accrued interest			8 694	-
Spaceship SIA - accrued interest			3 384	-
Rentiplus OU - accrued interest			4 920	-
Mogo UCO - accrued interest			4 117	-
Eleving Finance AS - accrued interest			1 482	-
Mogo Africa AS - accrued interest			-	531 145
Eleving Consumer Finance Holding AS - accrued interest			-	320 179
Eleving Consumer Finance AS - accrued interest			-	20 488
Mogo LLC - accrued interest			-	16 385
Total			**17 591 848**	**6 079 142**

* - On 31 December 2021 the Company sold its subsidiary Eleving Luna AS to its another subsidiary Eleving Vehicle Finance AS. The sales price was agreed to be 50 million EUR, but with a potential adjustment in price if certain finanacial results of subsidiaries of Eleving Luna AS materially change from initial budgets. As a result of the sale a receivable of 50 million EUR has been recognized with 0% interest rate. On 25 February 2022, the receivable has been converted to loan with maturity date of end of 2026 and interest rate of 8.5%. The Company generated a profit of 32.5 million EUR from this sale in 2021.

Note 8 - Other debtors

Name	Type	Interest rate	Maturity	Net book value 2022 (EUR)	Net book value 2021 (EUR)
Other debtors	VAT overpayment			109 073	94 170
Other debtors	Investment in FX platform*			105	-
Alppes Capital SIA	Short-term balance of loan			-	1 129 592
Mogo Kazakhstan TOO	Short-term balance of loan			-	1 128 533
Avole Holdings AS	Short-term balance of loan			-	376 650
KM Invest AS	Short-term balance of loan			-	376 633
Novo Holding AS	Short-term balance of loan			-	376 429
Mogo SH.P.K	Short-term balance of loan			-	267 662
FD Mogo krediti DOOEL	Short-term balance of loan			-	108 090
Mogo DOOEL	Short-term balance of loan			-	70 566
Other debtors	Accrued interest on other loans			-	23 398
Other debtors	Other debtors			-	7 350
Value adjustment for loan receivables				-	(1 153)
Total				**109 178**	**3 957 920**

* - The amount represents the margin account balance (including both initial and variable margin) that needs to be held within FX hedging partner account to ensure deals enrolled in remain open until their maturity.

Note 9 - Prepayments

Name	Type	Net book value 2022 (EUR)	Net book value 2021 (EUR)
Prepaid expenses	Deferred bonds acquisition costs	4 504 038	4 719 554
Prepaid expenses	Prepaid expenses other	24 462	24 189
Total		**4 528 500**	**4 743 743**

Note 10 - Capital and reserves

Subscribed capital and share premium account

The subscribed capital of the Company amounts to EUR 1 000 500 and is divided into 1 shares fully paid.

The movements on the "Subscribed capital " caption during the year 2022 are as follows:

	Share capital EUR	Number of ordinary Shares	Number of class A preferred hares	Number of class B preferred hares	Total number of Shares
Opening balance	**1 000 000**	**100 000 000**	**-**	**-**	**100 000 000**
Subscriptions for the year/period	500	50 000	-	-	50 000
Convertion of shares	-	(2)	1	1	-
Redemptions for the year/period	-	-	-	-	-
Closing balance	**1 000 500**	**100 049 998**	**1**	**1**	**100 050 000**

As of and for the years ended 31 December 2022 and 31 December 2021, the Company does not hold any of its own shares.

On 20 September 2022, the shareholders of the Company decided to create two additional new share classes, class A preferred share and class B preferred share with a nominal value of EUR 0,01 by converting 99,999,998 shares of the Company to ordinary shares and two shares into 1 Class A Preferred share and 1 Class B Preferred share. In addition, the shareholders decided to increase the share capital by EUR 500,00 by issuing 50,000 new ordinary shares with a nominal value of EUR 0,01. The newly created shares were fully paid.

The Company's corporate capital may be increased from its present amount by up to one hundred twenty thousand Euros (EUR 120,000) (the "Authorised Capital") by the creation and issue of shares, each having a nominal value of one cent (EUR 0.01) and/or convertible bonds, incorporating a right of conversion to shares and/or preferred shares, each having a nominal value of one cent (EUR 0.01).

Note 10 - Capital and reserves (continued)

The movements on the "Subscribed capital " caption during the year 2021 are as follows:

	Share capital EUR	Number of ordinary Shares	Total number of Shares
Opening balance	**1 000 000**	**100 000 000**	**100 000 000**
Subscriptions for the year/period	-	-	-
Redemptions for the year/period	-	-	-
Closing balance	**1 000 000**	**100 000 000**	**100 000 000**

Legal reserve

Luxembourg companies are required to allocate to a legal reserve a minimum of 5% of its annual net profit until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

The movements on the "Legal reserve" caption during the year 2022 are as follows:

	EUR
Opening balance	**25 290**
Additional reserve recognised	74 710
Closing balance	**100 000**

Note 11 - Other provisions

Name	Type	Net book value as at 31.12.2022 EUR	Net book value as at 31.12.2021 EUR
George Makaridze	Current contingent consideration liability	45 783	144 513
Total		**45 783**	**144 513**

On 16 January 2020, the Group acquired an additional 2% interest in the shares of Mogo LLC (Georgia), increasing its ownership interest to 100%. As part of the purchase agreement with the previous non-controlling interest holder of Mogo LLC (Georgia), a contingent consideration has been agreed. There will be additional cash payments to the previous non-controlling interest holder of:

1) 2% of the net profit earned by Mogo LLC for the years 2019 through 2021;

2) Aditional annual amounts of GEL 82 836 for the years 2019-2021.

Note 12 - Debenture loans

Non-convertible loans Name	Maturity date	Interest rate	Borrowing/ (reimbursement)	Net book value as at 31.12.2022 EUR	Net book value as at 31.12.2021 EUR
Becoming due and payable within one year					
Accrued interest			183 765	2 930 892	2 747 127
Becoming due and payble after more than one year					
Eurobond holders[1)]	October 2026	9.5%	7 439 000	149 680 000	142 241 000
Subordinated bond holders[2)]	December 2031	12%+6m Euribor	18 956 000	18 956 000	-
			26 395 000	**168 636 000**	**142 241 000**

1) On 11 July 2018, Mogo Finance successfully issued a 4-year corporate bond (XS1831877755), listed on the Open Market of the Frankfurt Stock Exchange for EUR 50 million at par with an annual interest rate of 9.5%, followed on 16 November 2018 by a EUR 25 million tap at par and 13 November 2019 by another EUR 25 million. After both tap issues, the total amount outstanding of Mogo Finance's 9.50% corporate bonds 2018/2022 (XS1831877755) amounts to EUR 100 million. On 30 November 2018, the corporate bond 2018/2022 (XS1831877755) was uplisted to the regulated market (General Standard) of the Frankfurt Stock Exchange. On 18 October 2021 the bond was refinanced and amount increased totaling the new bond amount of EUR 150 million (ISIN: XS2393240887). The Bond is listed in open market while the Group is in process of listing it on regulated market.
A waiver is obtained by the Group for the listing of the bond in regulated market by December 2023. The bond will mature in October 2026.

Starting from 14 October 2021 Eleving Group as Issuer and certain of its Subsidiaries (including Mogo JSC) as Guarantors have entered into a guaranteee agreement dated 14 October 2021 (as amended and restated from time to time) according to which the guarantors unconditionally and irrevocably guaranteed by way of an independent payment obligation to each holder of the Eleving Group bonds (ISIN: XS2393240887) the due and punctual payment of principal of, and interest on, and any other amounts payable under the Eleving Group bonds (ISIN: XS2393240887) offering memorandum.

2) On 29 December 2021 Eleving Group S.A. registered with the Latvian Central Depository a bond facility through which it can raise up to EUR 25 million (XS2427362491). The notes are issued at par, have a maturity at 29 of December 2031 and carry a coupon of 12% + 6 month Euribor per annum, paid monthly in arrears. On 7 March 2022 the bonds were listed on the First North unregulated bond market of NASDAQ OMX Baltic.

Note 13 - Amounts owed to affiliated undertakings

Name	Maturity date	Interest rate	Borrowing/ (reimbursement)	Net book value as at 31.12.2022 EUR	Net book value as at 31.12.2021 EUR
Becoming due and payable within one year					
Primero Finance OU - accrued interest			199 486	199 486	-
Eleving Vehicle Finance AS - trade payables			85 159	85 159	-
Eleving Finance AS - accrued interest			(187 941)	5 034	192 975
Tigo Finance Dooel Skopje - accrued interest			(56 133)	200	56 333
Eleving Finance AS - accrued interest			(1 791 000)	-	1 791 000
Eleving Luna AS - accrued interest			(304 170)	-	304 170
Kredo Finance Shpk - accrued interest			(21 138)	-	21 138
			(2 075 737)	**289 879**	**2 365 616**
Becoming due and payble after more than one year					
Eleving Consumer Finance AS	24.11.2025	12%	995 000	995 000	-
Primero Finance OU	12.09.2026	12.75%	(7 703 999)	560 401	8 264 400
Tigo Finance Dooel Skopje	06.10.2025	12%	300 000	300 000	-
Eleving Luna AS			(12 673 746)	-	12 673 746
Mogo AS			(700 000)	-	700 000
AS Eleving Finance (ex AS YC Group)			(25 000)	-	25 000
Eleving Finance AS			-	-	-
			(19 807 745)	**1 855 401**	**21 663 146**

Note 14 - Other creditors

Name	Maturity date	Interest rate	Borrowing/ (reimbursement)	Net book value as at 31.12.2022 EUR	Net book value as at 31.12.2021 EUR
Becoming due and payable within one year					
Advances received for sale of subsidiary in Albania			(400 000)	-	400 000
Other payables			(52 929)	89 805	142 734
			(452 929)	**89 805**	**542 734**
Becoming due and payble after more than one year					
*Subordinated loans**					
Alpes Capital AS			(11 862 846)	-	11 862 846
Novo Holdings AS			(1 813 212)	-	1 813 212
Avole Holdings AS			(1 813 177)	-	1 813 177
ZS Invest Holdings AS			(1 811 006)	-	1 811 006
			(17 300 241)	**-**	**17 300 241**

* During 2022 Eleving Group S.A. has fully repaid its subordinated loans.

Note 15 - Other external expenses

	2022 EUR	2021 EUR
Brokerage fees	1 108 230	2 156 543
Professional services	377 164	385 654
Subsidiary acquisition expenses	207 378	-
Bank fees	33 766	57 484
Other administrative expenses	38 408	40 253
Total	**1 764 946**	**2 639 934**

<u>*Audit fees*</u>

Fees paid by the Company in relation to the statutory audit of the consolidated financial statements as at 31 December 2022 as well as the statutory audit of the annual accounts as at 31 December 2022 amount to EUR 76 600.

Fees for permitted other assurance services billed to the Company by BDO Luxembourg during the year amount to EUR 12 600 relating to review of 11 months financial data and issuance of a report on the interim dividend distribution in January 2023.

Amounts are included in 'the Professional services' line.

Note 16 - Staff costs and number of employees

The Company has one administrative employee. All economic activities are performed by outsourced personnel authorized to represent the Company. Board and Council Members did not receive any renumeration for the financial year 2022 and no loans and commitments were granted to the Board and Council Members.

	2022 EUR	2021 EUR
Staff expenses	8 288	5 555
Total	**8 288**	**5 555**

Note 17 - Other operating expenses

	2022 EUR	2021 EUR
Other operating expenses	57 776	94 910
Total	**57 776**	**94 910**

Note 18 - Income from other investments and loans forming part of the fixed assets derived from affiliated undertakings

	2022 EUR	2021 EUR
Interest income on loans issued to related parties	20 242 167	11 844 529
Total	**20 242 167**	**11 844 529**

Note 19 - Income from participating interests

	2022 EUR	2021 EUR
Dividends income	1 592 911	5 690 866
Income from sale of shares of subsidiaries	424 040	32 530 705
Total	**2 016 951**	**38 221 571**

The Company has generated a income in 2022 from sale of shares of subsidiary as a result of sale of a subsidiary Mogo LT UAB which was sold to another company of the Group - Eleving Stella AS.

Note 20 - Other interest receivable and similar income

	2022 EUR	2021 EUR
Interest income on loans issued to non related parties	356 406	997 762
Refundable VAT from previous years	14 908	64 722
Income from surplus investments	2 466	1 905
Income from transactions with bonds	-	370 921
Realised forex gain from currency exposure	-	65 392
Total	**373 780**	**1 500 702**

Note 21 - Value adjustment in respect of financial assets and of investment held as current assets

	2022 EUR	2021 EUR
Value adjustment on investments in affiliated undertakings	7 457 730	11 593 632
Value adjustment on loans issued and accrued interest to affiliated undertakings	(7 110 508)	3 274 249
Value adjustment on loans issued to non related parties	(57 556)	1 616 580
Total	**289 666**	**16 484 461**

Note 22 - Interest payable and similar expenses

	2022 EUR	2021 EUR
Interest payable and similar expenses concerning affiliated undertakings		
Interest expenses on loans from related parties	1 957 447	4 843 200
Total	**1 957 447**	**4 843 200**
Other interest and similar expenses		
Interest expenses on bonds	16 706 853	9 538 906
Interest expenses on loans from non related parties	433 938	1 719 043
Net (gain)/loss of foreign currency operations	(37)	725
Realised forex loss from currency exposure	229 591	-
Expenses incurred due to refinancing of Eurobonds*	-	5 667 930
Total	**17 370 345**	**16 926 604**

* During October 2021 the Company performed premature refinancing of 100 million Eurobonds liabilities (ISIN: XS1831877755) by issuing new Eurobonds for 150 million EUR (ISIN: XS2393240887). The original maturity of the refinanced bonds was July of 2022. Due to this process the Company incurred additional expenses. The Company had to use the call option for the premature refinancing with an exercise price of EUR 2 375 000. The remaining part of expenses was caused by the amortization of the initial bond issuance costs. Initially a premature refinancing of these bonds was not planned, but the Company decided to exercise this option due to favourable financial market conditions and the opportunity to ensure long term financial stability.

Note 23 - Taxation

The Company is subject to the taxation pursuant to the Luxembroug law, being Corporate Income Tax, Social Tax, Net Wealth and Municipal Business tax payer.

Note 24 - Related party disclosures

Related parties are all shareholders of the Company and all subsidiaries of the Group. All shareholders have equal rights in making decisions proportional to their share value.

Receivables and payables incurred are not secured with any kind of pledge.

The Board of Directors of the Company considers all transactions with related parties to be according to arm's length principal.

Please refer to to notes 4, 5, 6, 7, 13, 18, 19, 21 and 22 for more details on transactions with related parties.

Note 25 - Share-based payments

The Company may grant share options of Subsidiaries to its employees. Share options are generally awarded on the first day of employment. The share options vest within four years time with front loaded vesting of 25% of the granted shares after one year of employment. The maximum term of options granted is 4 years.

The fair value of share options granted is estimated at the date of the grant. The Company's Board of Directors has assessed that the fair value of the respective share options, due to reasons described in Note 3 is not material. Accordingly, no expense and liability arising from these equity-settled share-based payment transactions is recognized.

The exercise price of the share options under typical circumstances is equal to the nominal price of the underlying shares. The contractual maximum term of the share options are till 2023. There are cash settlement alternatives. Given absence of an ongoing sale of subsidiaries or Eleving Group S.A. or any listing process initiated and any other relevant cash settlement events, cash settlement is considered not to be probable. The Company does not have a past practice of cash settlement for these awards and does not have a present obligation to settle in cash.

The following table illustrates the number and weighted average exercise prices of General Employee share option plan involving shares of Company's direct and indirect subsidiaries:

		2022		2021
	Number	Weighted average exercise price, EUR	Number	Weighted average exercise price, EUR
Outstanding at 1 January	**85**	**0.1**	**79**	**0.1**
Granted during the year	27	0.1	25	0.1
Fully vested during the year	-30	0.1	-9	0.1
Terminated during the year	-16	-	-10	-
Outstanding at 31 December	**66**	**0.1**	**85**	**0.1**
Exercisable at the end of the period	-	-	-	-

Several employee share options have been exercised, expired and/or forfeited in accordance with the terms and conditions of the General Share Option plan, while a several other employee share options remain outstanding and may be exercised, expired and/or forfeited in the future. The table above does not include employee share options that have been granted during the year and exercised during the year or shares provided to the employees.

The exercise price for options outstanding at the end of the year was 0.1 EUR (2021: 0.1 EUR). The weighted average remaining contractual life for the share options outstanding as at 31 December 2022 is 1 year (2021: 2).

The main purpose of both share option plans is to attract and retain highly experienced employees for extensive period of time and build strong management team.

Note 26 - Guarantees

The Company has issued guarantees to peer-to-peer lending platform Mintos in respect of the credit facilities of subsidiaries of the Company.
As at year end the Company is exposed to EUR 67.6 million.

On 26 January 2021, Eleving Group S,A. signed a guarantee whereby Eleving Group S.A. undertook to guarantee the fulfilment of AS mogo obligations towards its creditors under AS mogo Bonds (ISIN: LV0000802452) and their Terms and Conditions.

On 15 April 2019 Eleving Group S,A. as the guarantor and the subsidiary in Armenia - Mogo UCO LLC entered into a surety agreement with Ardshinbank CJSC, in order to secure Mogo UCO LLC obligations towards Ardshinbank CJSC deriving from credit contract dated 2 November 2017.

On 23 November 2021, Eleving Group S.A., as the garantor entered into a guarantee agreement with AS Citadele Banka in order to secure AS mogo, mogo OU and UAB Mogo LT obligations towards AS Citadele Banka deriving from Credit Line Agreement No.659-08/19-51 dated 8 July 2019.

Note 27 - Subsequent events

Since the last day of the reporting year several other significant events took place:
1) On 17 January the Company paid out interim dividends in amount of EUR 5 147 691.
2) On 14 March the Company has reduced share capital in its subsidiary Eleving Vehicle Finance AS for EUR 2 500 000.
3) During first quarter of 2023 the Company has reduced its total loan receivables against subsidiaries for total amount of EUR 11 350 000.
4) During first quarter of 2023 the Company has reduced its total borrowings from its subsidiaries for total amount of EUR 1 855 000.

As of the last day of the reporting year until the date of signing these annual accounts there have been no other events requiring adjustment of or disclosure in the annual accounts or Notes thereto.

Māris Kreics
Director type A

Attila Senig
Director type B