Company Presentation

February, 2025





Important Legal Information

This document (the "Document") has been drawn up and made public solely for the purposes of listing the securities of AS Mapon, registration number 40003800531. legal address at Oiāra Vācieša iela 6B. Rīga, LV-1004, Latvia (the "Issuer") and admitting them to trading in multilateral trading facility First North operated by Nasdag Riga AS. This Document is not and should not be construed as an offer to sell or solicitation of an offer to buy any securities. The Issuer has made all reasonable efforts to ensure that this Document provides an accurate overview of the Issuer's business activities. financial standing, and the Notes issue. The information contained in this Document is published for the assistance of recipients but is not to be relied upon as authoritative or taken in substitution for the exercise of iudgement by any recipient.

Issuer, its founders and its associated companies and/or their officers, directors or employees may own or have positions in any securities or investments mentioned herein, and may from time to time add to or dispose of any such securities or investments. This Document should not be used for advertising, broadcast or as product endorsement purposes or exploit the information available in this Document to any third parties in any manner without the written consent of Issuer.

Investing into debt securities involves risks. While every care has been taken to ensure that this Document presents a fair and complete overview of the risks related to the Issuer, the operations of the Issuer and its subsidiaries, and to the notes mentioned in this Document (the "Notes"), the value of any investment in the Notes may be adversely affected by circumstances that are either not evident at the date hereof or not reflected in this Document.

Investors are advised to carefully read the information contained in this Document, including the risk factors, before making a decision to purchase the Notes. Each potential investor should make his or her own analysis, and should consult his or her own financial, legal, business or tax advisers to fully understand the benefits and risks associated with the purchase of the Notes. The responsibility of the investment decision lies on each individual investor, and the Issuer and its shareholders accept no liability for any direct or consequential loss arising from the use of this Document or its contents. This Document is not directed to, or intended for distribution to or use by, any person or entity that is a citizen or resident or located in any locality, state, country or other jurisdiction where such distribution, publication, availability or use would be contrary to law or regulation or which would require any registration or licensing within such jurisdiction.

Responsibility Statement

The Issuer and its Management Board are responsible for the information contained in this Company Description and Offering Memorandum signed on 4 March 2024.

Hereby we, Chairman of the Management Board of AS Mapon, Edmunds Riekstiņš, and Member of the Management Board, Aleksei Avanessov, certify that, by paying sufficient attention to this purpose, the information included in the Company Description and Offering Memorandum is true, in accordance with the facts, and no information which may affect its meaning is concealed therein.

Edmunds Riekstiņš Chairman of the Management Board

Aleksei Avanessov Member of the Management Board



Company Overview

We Help Businesses to Manage Their Fleets

Mapon is one of the leading fleet management and asset tracking solution providers in Northern Europe and one of the largest SaaS (Software as a Service) companies in Latvia.



Mapon: Fleet Management Software



White Label





Tachogram

Mapon Expert

Key Highlights





180+ Employees **19+ years** Experience 400+ Global Partners

A



Ċb

300 000+

Connected Units





Compatible device models

Mapon headquarters

4

HQ in Riga, Latvia

• Mapon branches

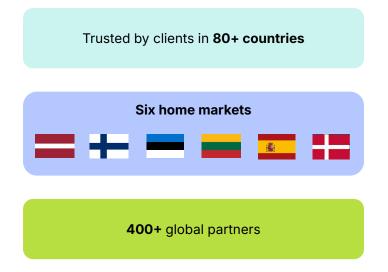
Presence Across the Globe

Mapon is an international company, trusted by clients across 80+ countries. With branches in Europe and partners worldwide, it ensures high-quality services across the globe.

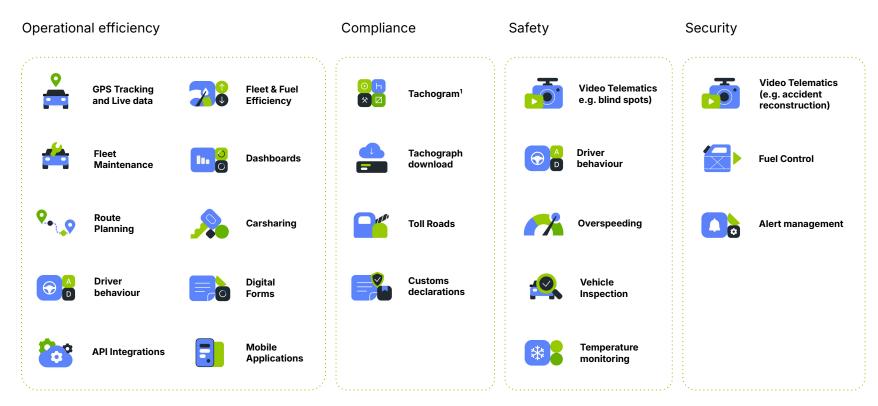
The majority of Mapon's revenue comes from export activities, while operations in Latvia contribute ~20%.

Global distribution network with **400+ partners** enables cost-efficient wide reach for products

- Successful long term cooperation with white-label partners dating back to the first years of Mapon operations
- White-label partners play a crucial role in marketing the platform to end customers, providing installation, support, and maintenance services in the local language
- The strategic partnership framework ensures not only rapid trend identification but also swift responsiveness to industry developments, leveraging a collaborative network for enhanced agility

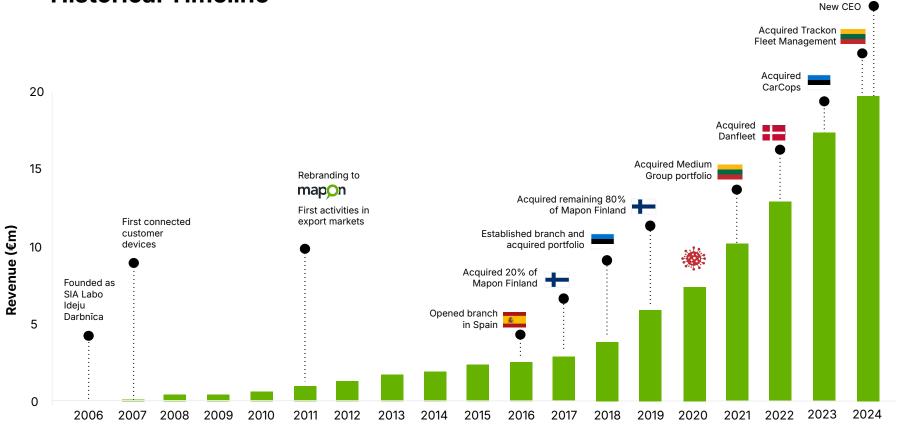


Mapon Solutions



Notes: 1 Tachogram is a complete solution for managing digital tachograph data

Historical Timeline



Industry consolidator. Since 2019 performed 5 M&A transactions

Note:

Business Strategy & Key Focus Areas

Mapon's goal is to become the **#1 preference** for **businesses operating mixed fleets** in terms of brands, types, and energy sources. The historical performance of the company shows that this goal is underway – its revenue has increased 3 times since 2019, providing a solid base for further expansion.

The company plans to achieve the desired goal based on three growth pillars:

Organic growth	Product focus	M&A activities
Focus on the speed of client onboarding	Move towards one-stop shop solution	Mapon is open to various types of M&A:
Scaling client base with main focus on:	Support several mega-trends in the transport industry:	 Add-on to existing footprint Expanding geographic reach and strengthening position in
 Software only solutions Digital marketing & self-serve options Automating HW installations Technician team across 	 Energy transition & environmental aspect Regulation & compliance General efficiency, automation and cost saving 	and strengthening position in current markets 3. Acquiring new & supplementary technologies or applications
Europe	needs for business	

European Market Overview

While the first basic telematics systems emerged in the 1970s, the market experienced a significant boost in the last two decades, driven by the revolutionary impact of GPS tracking technology on operations

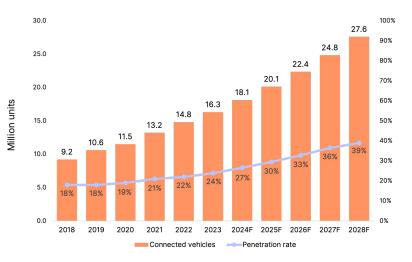
Mapon's addressable **European market** is still highly underpenetrated and it is expected to grow from **€7.7bn** in 2025 to **€13.6bn** by 2030, anticipating a **CAGR** of **11.90%** (according to Mordor Intelligence research (2024)

Fleet management system volume is expected to grow from **16.3m** units in the end of 2023 to **27.6m** by 2028 (CAGR 11.1%) according to Berg Insight research (2024)

Favorable market regulations, coupled with a growing emphasis on operational efficiency, are driving the growth of fleet management in the European region

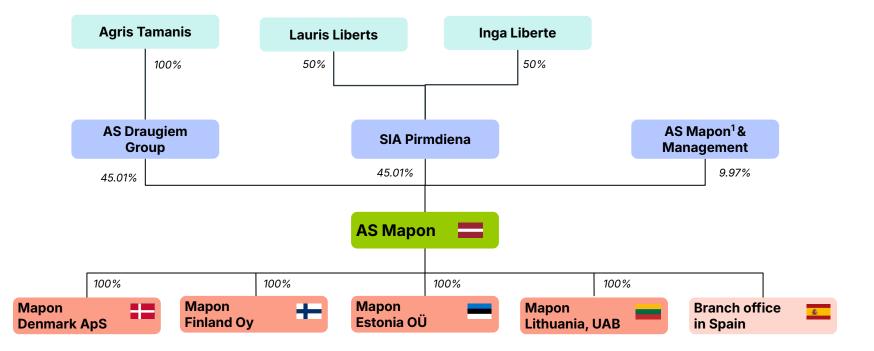
- With only a quarter of commercial vehicles currently utilizing fleet telemetry, the projected **increase to 38.5%** by 2028 is one of the main growth drivers
- Companies prioritize total cost of mobility over ownership, reducing operational costs and increasing demand
- Vendors are adopting partnerships, mergers, and acquisitions for better solutions and deeper insights

European fleet management market forecast



Team & Organisation

Company Ownership Chart



Notes: 1 AS Mapon-owned shares to be granted to the employees and members of the Management Board and the Supervisory Board of AS Mapon in the future

Management Board



Dāvis Siksnāns CEO, Member of the Board 0.74% of Issuer's shares

Served as Member of the board between 2016 and 2018, rejoined in 2022. Co-Founder and ex-CEO of Printful, the first Latvian unicorn company. Holds a BSc in Economics from the University of Latvia. Was appointed Mapon CEO in late 2024.



Ingus Rūķis Chief Technology Officer, Member or the Board 2.90% of Issuer's shares

Joined Mapon in 2014. Responsible for product & technology; Ingus has over 20 years of extensive development and product experience, including software and hardware aspects. Previously held various positions in Draugiem Group. Holds an MSc in Computer Science from the University of Latvia.



Andris Dzudzilo Chief Sales Officer, Member or the Board 2.73% of Issuer's shares

Joined Mapon in 2010 as one of the first employees in Sales. Responsible for the commercial operations of the business with over 15 years of sales experience. Holds a BSc in Business Administration from the University of Latvia.



Aleksei Avanessov CFO, Member of the Board 0.17% of Issuer's shares

Joined Mapon in 2020 and the Company's Board in 2022. A strategic-minded generalist CFO with over 20 years of extensive financial experience including M&A consulting, production, wholesale trade, and real estate.

Previously worked as the CFO of Polipaks Group. Holds a BSc in Economics and Business from the Stockholm School of Economics in Riga.



Edmunds Riekstiņš Chairman of the Board 0.32% of Issuer's shares

Chairman of the Board since 2011. Board Member and Council Member in over 10 other Draugiem Group companies. 17-year experience in finance. Holds a BSc in International Economic Relations from the University of Latvia.

Supervisory Board



Agris Tamanis Chairperson of the Council 45.01% of Issuer's shares

Serial entrepreneur, philanthropist, and avid tech enthusiast with an extensive background across many tech-related fields. In 2004, co-founded draugiem.lv, a Latvian social network that reached 1 million active users in only three years. Over the years he has launched many business ideas under Draugiem Group, including Printful, Latvia's first unicorn start-up.



Lauris Liberts Deputy Chairperson of the Council 22.505% of Issuer's shares

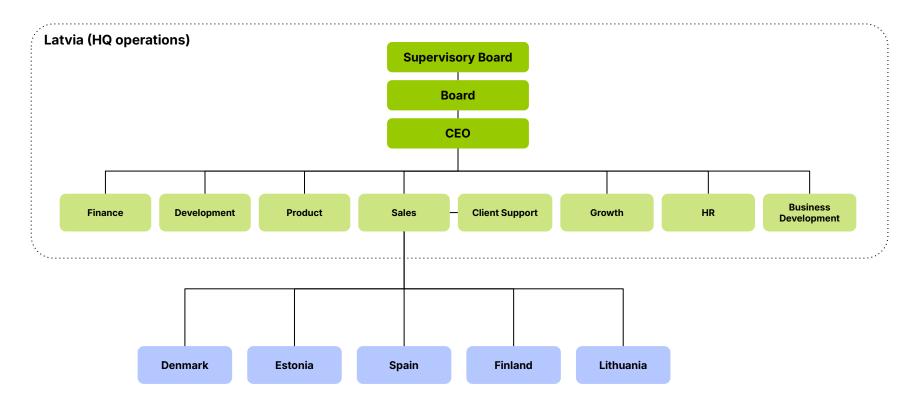
One of the best-known and most successful entrepreneurs in the Latvian IT industry. In 2004, he co-founded draugiem.lv, and in 2013, he introduced the groundbreaking idea of Printful. As a co-founder of Draugiem Group, he has played a pivotal role in shaping the company's direction & contributing to its success.



Inga Liberte Member of the Council 22.505% of Issuer's shares

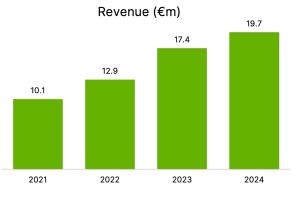
Played an integral part in the early development of Printful, Latvia's first unicorn company. Co-owner of multiple Draugiem Group companies, showcasing her enduring commitment to entrepreneurial endeavors.

Company Structure



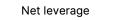
Key Financials

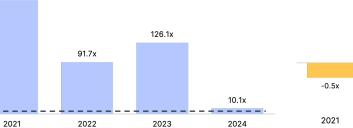
Key Financial Highlights

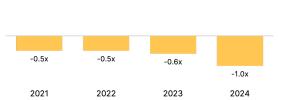


Interest coverage ratio





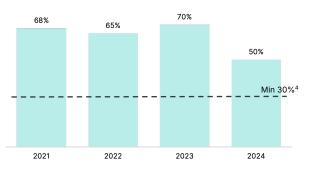












Notes:

201.0x

Min 2x²

1 Unaudited consolidated results for 2024 2 Financial covenant - To maintain ICR (EBITDA / Interest) of at least 2x 3 Financial covenant - Maximum Net Debt² / EBITDA ratio of 4.0x 4 Financial covenant - Minimum Adjusted Equity¹ / Assets ratio of 30%

Max 4.0x³

Historical Income Statement

€'000	2021	2022	2023	2024
Revenue	10,148	12,943	17,361	19,711
Cost of goods sold	-5,981	-7,928	-10,251	-8,126
Gross profit	4,166	5,015	7,110	11,585
Gross profit margin	41%	39%	41%	59%
Selling expenses	-2,133	-3,030	-3,232	-3,902
Administrative expenses	-1,083	-1,563	-2,303	-3,372
R&D expenses				-3,005
Other operating income	26	50	54	76
Other operating expenses	-25	-78	-109	-322
EBIT	950	394	1,520	1,060
Interest expense	-7	-12	-21	-233
Interest income	0	0	4	77
Profit before tax	943	382	1,502	905
Income tax	20	-24	-158	-216
Profit for the period	963	358	1,344	688
Profit margin	9%	3%	8%	3%
Depreciation & amortization	509	553	-1126	-1,278
EBITDA	1,459	947	2,645	2,339
EBITDA margin	14.4%	7.3%	15.2%	11.9%

Historical Balance Sheet

€'000	2021	2022	2023	2024
Intangible assets	696	983	1,143	1,247
Goodwill	795	1,436	1,982	2,327
Property, plant and equipment	592	723	1,075	1,187
Other financial assets	0	5	-	-
Total non-current assets	2,083	3,147	4,201	4,761
Inventory	772	1,168	803	1,402
Trade and other receivables	1,436	1,710	2,533	2,754
Other financial assets	0	10	10	10
Cash	896	689	1,829	5,489
Total current assets	3,104	3,576	5,175	9,655
Total assets	5,187	6,723	9,376	14,417
Share capital	200	225	231	231
Share premium	549	1,045	1,889	1,889
Retained earnings	2,779	3,063	4,407	5,097
Total equity	3,529	4,333	6,527	7,217
Borrowings				3,000
Long-term leasing portion	17	86	192	186
Trade and other payables	17	18	33	5
Deferred income	202	194	178	1,188
Total non-current liabilities	235	298	403	4,379
Borrowings from banks	97	0	0	0
Short-term leasing portion	16	44	133	1
Trade and other payables	353	642	484	773
Taxes and social insurance payments	359	552	788	912
Deferred income	97	152	301	334
Other liabilities	502	702	739	801
Current liabilities	1,423	2,093	2,446	2,821
Total liabilities and equity	5,187	6,723	9,376	14,417

Transaction Overview

Bond Term Sheet

Issuer	AS Mapon
ISIN	LV0000860161
Type of notes	Senior secured notes
Collateral	Commercial pledge on shares of AS Mapon (to maintain 51% share control)
Seniority of notes	SNDB - Senior Debt
Issue size	EUR 5,000,000
First tranche	EUR 3,000,000
Annual coupon & frequency	5.0% + 3M EURIBOR, (7.772% for the coupon period ending March 2025) paid quarterly, on the last day of each calendar quarter
Maturity	8 March 2027, bullet repayment
Nominal value	EUR 1,000
Call Option	@103% – Year 2; @102% – Year 3; @100.5% 3 months before maturity
Put Option	Change of Control event, De-listing or Listing Failure @101%
Financial covenants	Minimum Adjusted Equity ¹ / Assets ratio of 30% Maximum Net Debt ² / EBITDA ratio of 4.0x Minimum consolidated interest coverage ratio of 2.0x
Arranger & Certified Adviser	Signet Bank AS
Legal counsel	ZAB COBALT
Admission to trading	Nasdag Baltic First North Bond list

Use of proceeds

Funds that will be raised as a result of the Notes issue will be used to for general corporate purposes, including financing acquisitions and/or the Group's expansion to other markets

Certified Adviser

Signet Bank AS acts as the First North Certified Adviser for AS Mapon

Official name: Signet Bank AS

Registration number: 40003043232 Main field of activity: Banking services Address: Antonijas iela 3, Riga, LV-1010, Latvia Web page: https://www.signetbank.com/

Representative: Edmunds Antufjevs

E-mail: Edmunds.Antufjevs@signetbank.com Phone: +371 67 081 058

间 SIGNET BANK

Signet Bank AS is advising AS Mapon with the preparation of admission documents. The agreement is valid from the day of submitting the application for admission to trading on First North to Nasdaq Riga until the actual first trading day of the Notes on First North platform.

Certified Adviser and employees of the Certified Adviser do not have any direct or indirect shareholdings in the Issuer and are not represented in Board of the Issuer.

Investor Rights

Any Noteholder has the right to receive Coupon and Nominal Value payments in accordance with Clauses 11. "Coupon" and 12. "Repayment of the Notes", as well as exercise other rights fixed in the Offering Memorandum and Applicable Laws of the Republic of Latvia.

Status of the Notes: The Notes are secured obligations of the Issuer. In case of the Insolvency Proceedings of the Issuer, the Noteholders will be entitled to recover their investment on the same terms as other secured creditors according to the Applicable Laws, taking into account, that if the Collateral would be enforced, the Noteholders would receive payment of their claims in respect to Notes only to the extent that the enforcement proceeds of the sale of the Collateral are sufficient to pay the costs of enforcement of the Collateral and satisfaction of the fees, costs, expenses, damages and claims of the Collateral Agent in accordance with these Terms and Conditions. Save for mandatory provisions of the Applicable Laws, there are no contracts or other transaction documents that would subordinate the claims of the Noteholders to other secured liabilities of the Issuer.

Early Redemption: The Noteholders shall have a right to early redemption of the Notes (put option) upon Change of Control (Clause 12.3) De-listing Event or Listing Failure (Clause 12.4).

Restrictions on free circulation of the Notes: The Notes are freely transferable debt securities and can be pledged. However, the Notes cannot be offered, sold, transferred or delivered in such countries or jurisdictions or otherwise in such circumstances in which it would be unlawful or require measures other than those required under the Applicable Laws.

Representation of the Noteholders: The Collateral Agent holds the Collateral on behalf of the new and existing Noteholders and is authorized to act with the Collateral in favour of all the Noteholders in accordance with these Terms of the Notes Issue and the Collateral Agent Agreement. Noteholders have no rights to act with the Collateral directly, yet at the same time there are no restrictions set for Noteholders' right to create and/or authorize an organization/person that represents the legal interests of all Noteholders or part thereof. In case of the insolvency of the Issuer, Noteholders have the right to represent their own interests in creditors' meetings. The Noteholders will have equal rights for satisfaction of their claims with other creditors in the same claims' group.

Significant investor rights if Issuer breaches its obligations*: If an Event of Default occurs and is continuing, the Noteholders representing at least 10% (ten percent) of the principal amount of the outstanding Notes may by written notice to the Issuer declare the Notes and accrued Coupon to be prematurely due and payable (declare the occurrence of Event of Default). If the Issuer confirms that an Event of Default in accordance with this Clause has occurred or does not provide any information within 20 (twenty) Business Days, then the Issuer shall pay all Noteholders the Nominal Value of the Notes along with the accrued Coupon and default interest in accordance with Clause 16. (Default Interest) within 20 (twenty) Business Days from the occurrence of any of the aforementioned events, i.e., confirmation or non-response. If the Issuer is unable to pay, the Noteholders may act in accordance with Clause 20.5 (Enforcement of the Collateral).

Each of the events or circumstances set out in below shall constitute an event of default: Non-payment (Clause 15.3.a, Breach of financial covenants (Clause 15.3.b), Breach of undertakings (Clause 15.3.c), Cross default (Clause 15.3.d) and Insolvency (Clause 15.3.e).

* For full overview of investor rights, please refer to the Offering Memorandum

Transactions with Related Parties

As per the latest unaudited report for the year ended 31 December 2024, below is a summary of material transactions between the Issuer and related parties.

Related party transaction – a transfer of resources, services, or obligations between a reporting entity and a related party, regardless of whether a price is charged.

Revenue, EUR '000			
Provision of services			
Subsidiaries	2023	2024	
Mapon Denmark ApS	190	371	
Mapon Finland Oy	1'273	1'402	
Branch			
AS MAPON SUCURSAL EN ESPANA	251	440	
Sale of Goods and fixed assets			
Subsidiaries	2023	2024	
Mapon Denmark ApS	361	382	
Mapon Finland Oy	843	950	
Branch	2023	2024	
AS MAPON SUCURSAL EN ESPANA	660	527	

Loans to related parties, EUR '000		
Subsidiaries	31.12.2023	31.12.2024
Loan to Mapon Denmark ApS	540	86

Costs, EUR '000		
Purchase of services		
Related parties	2023	2024
Idea Bits Latvia A/S	621	675

The loan to Mapon Denmark ApS investment matures on 31 December 2025. The loans are not secured by collaterals and bear interest.

Other Statements

Legal proceedings and arbitrage: At the date of this Company Description, the Issuer is not involved in any lawsuits or arbitration proceedings that may significantly affect or have significantly affected the financial situation or profitability of the Issuer.

Substantial changes in financial situation of the Issuer: Since 31 December 2024 there have been no substantial changes in the financial situation of the Issuer.

Material contracts: The Issuer is not aware of any material contracts that have been entered into by the Issuer outside the ordinary course of its business that could result in any obligation or entitlement that is material to the ability of the Issuer to meet obligations in respect of the Notes being issued.

Significant recent and known trends: At the date of the Company Description, the Issuer has no information at its disposal regarding any known trends that have negatively affected the Issuer or its activities.

Employee share options: To retain and motivate its employees, the Group offers an employee share option program for senior management personnel. Share options are granted as potential shares in Mapon AS, regardless of the specific group company in which the employee works. The allocation is based on tenure and the achievement of company goals.

Risk Factors

Risks related to the economic and regulatory environment

The Group is exposed to changes in macroeconomic and political conditions

Geo-political risk related to Russian invasion of Ukraine

Global pandemic risk

The Group is subject to strict IT security and data processing regulatory requirements, breach of which could lead to substantial regulatory fines or data subject claims

The Group may be exposed to cyber risk

Changes in laws, regulations and enforcement activities may adversely affect the Group's products and services and the markets in which it operates

The local tax regime may change

Risks related to the Group's business and the industry

The Group operates in a highly fragmented and competitive market with low to medium barriers to entry, particularly in the fleet management and SaaS solutions sector

Industry horizontal and vertical consolidation presents a significant risk for the Group, potentially intensifying competition and leading to customer loss or revenue reduction

Decline in vehicle sales of the Group's markets could result in reduced demand for the Group's solutions and have an adverse effect on its business and financial condition

An increase in factory-fitted or embedded telematics technology in new vehicles in the Group's markets could result in reduced demand fleet telemetry, which could have an adverse effect on the Group's revenue

Risks related to the Group's business and the industry (cont.)

The Group contemplates expansion through acquisitions or investments in other companies, potentially diverting its management's attention, causing dilution to shareholders, and consuming essential resources for sustaining the business

The Group may fail to utilize the anticipated benefits of acquisitions it has completed or may undertake in the future, and it may encounter difficulties in trying to integrate such acquisitions and incur significant expenses or charges as a result of an acquisition

The Group may not be able to successfully execute its acquisition strategy

The international expansion of the Group's business may expose it to unique business risks and challenges

The Group may not be able to increase sales of its solutions, which could have material and adverse effects on its business, operational results, and financial condition

The Group may face challenges in maintaining its subscription-based relationships with existing customers, posing a potential material and adverse impact on its business, results of operations, and financial condition

Changes in the Group's subscription or pricing models could have adverse effects on its business, financial condition, and results of operations

The Group may not be able to implement its growth strategy within expected timeframe

The Group may require additional capital to fund its business and support our growth, and any inability to generate or obtain such capital may adversely affect its business and financial condition

If the Group fails to attain and maintain a level of liquidity deemed sufficient to support its operations and meet obligations, it could experience adverse effects on its business, financial condition, and operational results

Risk Factors

Risks related to the Group's business and the industry (cont.)

The loss of one or more key personnel members of the Group could have an adverse effect on its business

Failure to attract qualified personnel may affect the profitability of the Group's operations

The Group is exposed to operational risks

The Group's capacity to adapt to swift technological advancements in its industry and related sectors is critical for maintaining competitiveness and avoiding adverse impacts on its results of operations

The Group may experience software defects, system errors, and development delays, which could damage customer relationships, decrease its profitability and expose it to liability

The Group relies on certain key suppliers to manufacture its hardware, and an interruption in the supply of hardware could materially and adversely affect the Group's business, results of operations, and financial condition

The Group's solutions integrate with third-party technologies, and if the solutions become incompatible with these technologies, they would lose functionality and flexibility, adversely affecting customer acquisition and retention

The Group relies on third-party software and other intellectual property to develop and provide its solutions, and significant increases in licensing costs or defects in third-party software could harm its business

The Group relies on cellular network providers for the transmission of data from installed in-vehicle devices to its data centers, and significant costs would be incurred if the services of these network providers became unavailable

The Group's dependence on the 2G network and roaming services exposes it to potential costs in the event of network and roaming unavailability

The Group's solutions rely on global navigation satellite system (GNSS) networks, and any disruption, failure, or increase in costs could impede its profitability and harm its financial results

Risks related to the Group's business and the industry (cont.)

The Group's exposure to risks associated with the use of intellectual property may be increased as a result of acquisitions

The Group may become involved in disputes or litigations in the future, which could lead to adverse effects on the Group's business, financial condition, and operational results

Adverse impacts on the Group's results of operations may arise from negative publicity

The Group does not have insurance coverage and would be obligated to self-fund any incurred risks with own financial resources

Risks related to the Notes

The Group may be unable to repay or repurchase the Notes at maturity

The Issuer may incur significant additional debt or grant additional security

There is no established trading market for the Notes. If an actual trading market does not develop for the Notes, the Investor may not be able to resell them quickly, for the price that the Investor paid or at all

There is a risk that Nasdaq Riga will not accept the Notes to be admitted to trading on First North or order that the Notes are delisted from First North before maturity after admission to trading has taken place

The price of the Notes may be volatile and the market price of the Notes may drop below the initial price a Potential Investor paid for the Notes

The Group may choose to repurchase or redeem the Notes when prevailing interest rates are relatively low, including in open market purchases

Changes in tax rates may impact net payments related to the Notes

Risk Factors

Risks related to the Notes (cont.)

Decisions of the Majority Noteholders may affect individual rights of the Noteholders Risk that some Noteholders might have more preferential terms than others The Issuer is dependent on and may be adversely affected by its Subsidiaries

Risks related to the Collateral

Risks associated with the Collateral Agent Agreement

Risks associated with the value of the Collateral

Risks associated with a replacement of the Collateral

Risks associated with Parallel Debt

The enforcement of the Collateral will be subject to the procedures and limitations set out in the Collateral Agent Agreement, the Terms and Conditions, the Collateral Agreement and the Articles of Association of the Issuer

Risks related to amendments to laws and regulations

The rights of the Noteholders depend on the Collateral Agent's actions and financial standing

Appendix

Offering Memorandum signed on 4 March 2024

Investor Relations Contact



Aleksei Avanessov

CFO, Member of the Board IR@mapon.com aleksei.avanessov@mapon.com



Thank you!



