



ALEPH FINANCE GROUP PLC

1st FLOOR, 12 OLD BOND STREET, LONDON, W1S 4PW

UNITED KINGDOM

Share capital: GBP 52.647

Companies House registration no. 06469680

REGISTRATION OF SHARES FOR NEGOTIATIONS ON EURONEXT ACCESS+ PARIS THROUGH
TECHNICAL ADMISSION

LISTING SPONSOR: INTEGRÆ SIM S.p.A.



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The present Information Document does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71.

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DEFINITIONS

"Act"	the Companies Act 2006, as amended and supplemented from time to time;
"Aleph" or the "Issuer" or the "Company"	Aleph Finance Group PLC, a public limited company incorporated under the laws of England and Wales, with registered office at 1st Floor, 12 Old Bond Street, London, W1S 4PW, United Kingdom, registered within the Companies House under no. 06469680;
"Articles" or "Articles of Association"	the articles of association of the Issuer in force as at the date of the Information Document, as last amended on 18 July 2019;
"Auditors"	Perrys Accountants Limited Chartered Accountants, a private limited company incorporated under the laws of England and Wales, with registered office at 1st Floor, 12 Old Bond Street, London, W1S 4PW, United Kingdom, registered within the Companies House under no. 07745523;
"B Securitisation"	B Securitisation S.A., a securitisation company within the meaning set forth by law of 22 March 2004 on securitisation of the Grand Duchy of Luxembourg, incorporated under the laws of the Grand Duchy of Luxembourg as a public limited company (<i>société anonyme</i>), with registered office in 2 Place de Strasbourg, L-2562 Luxembourg, registered within the Luxembourg Trade and Company Register under no. B217903;
"BA Insurances"	BA Insurances AG, an insurance company, incorporated under Swiss Law as a public limited company (<i>aktiengesellschaft</i>), with registered office in Libellenrain 21, 6004 – Lucerna (CH), registered within the Lucerna Company Register under no. CHE-182.529.661;
"Board", "Board of Directors" or "Directors"	the directors of the Issuer, whose names are set out in this Information Document;
"Bonds"	The Convertible Bonds 2020, the Convertible Bonds 2021, and the Non-Convertible Bonds;
"Bridge Insurance Services"	Bridge Insurance Services S.r.l., an authorized insurance broker, incorporated under the laws of the Republic of Italy as a limited liability company (<i>società a responsabilità limitata</i>), with registered office in via Conservatorio no. 17 – 20123 Milan (MI), Italy, registered within the Companies

	Register of Milan under no. 07959920963, REA MI-1993573
"Business Day"	a day other than Saturday or Sunday or a public holiday in England and Wales;
"Companies House"	the register of companies for England and Wales;
"Convertible Bonds 2020"	the convertible bond instrument dated 10 January 2019, denominated " <i>EUR 10,000,000.00 2.5% Fixed Rate Convertible Bonds due 31 December 2020</i> ";
"Convertible Bonds 2021"	the convertible bond instrument dated 31 July 2019, denominated " <i>EUR 10,000,000.00 2.5% Fixed Rate Convertible Bonds due 31 December 2021</i> ";
"CONSOB"	the Italian Authority for the supervision of financial markets (<i>Commissione Nazionale per le Società e la Borsa</i>), with registered office in Rome (RM), via G.B. Martini no. 3 – 00198, Italy;
"CONSOB Regulation on Online Crowdfunding Platforms"	the regulation approved by CONSOB with its resolution no. 18592 of 26 June 2013, as subsequently amended and in force as at the date of this Information Document, on the raising of capital through online crowdfunding platforms (<i>Regolamento sulla raccolta di capitali tramite portali on-line</i>);
"Corporate Governance Code"	the UK Corporate Governance Code as published by the Financial Reporting Council from time to time;
"EU" or "European Union"	the European Union;
"Euronext"	Euronext Paris SA;
"Euronext Access"	the commercial name under which the MTF operated by Euronext is run;
"Euronext Access+"	a dedicated segment within Euronext Access in which the admission to trading of the Shares is requested by the Issuer with the present Information Document;
"Euronext Access Rule Book"	the rule book titled "Euronext Access Rule Book", applicable to the MTF operated by Euronext, as in force as at the date of this Information Document;
"European Monetary Union" or "Eurozone"	the economic region formed by those member States of the European Union that have adopted the euro currency;
"FCA"	the Financial Conduct Authority;
"Fiduciaria Digitale"	Fiduciaria Digitale S.r.l., an authorized trust company (<i>società fiduciaria</i>), incorporated under the laws of the Republic of Italy as a limited liability company (<i>società a responsabilità limitata</i>), with registered office in via A. Piatti, no. 17 – 24125 Bergamo (BG), Italy, registered

	within the Companies' Register of Bergamo under no. 04177950161, REA – BG441955;
"FSMA"	the Financial Services and Markets Act 2000, as amended and supplemented from time to time;
"Group"	the Issuer together with its Subsidiaries and Investees;
"Information Document"	the present document and its contents and annexes;
"Investees"	the entities Opstart, Fiduciaria Digitale and Bridge Insurance Services, collectively;
"Listing Sponsor"	Integræ SIM S.p.A., a company limited by shares incorporated under the laws of the Republic of Italy, with registered office in via Meravigli, 13 – 20123 Milan (MI), Italy, registered within the Companies' Register of Milan under no. 02931180364, REA – MI 1909324;
"Listing Price"	EUR 2.10 (two point ten) per Share;
"MAR" or "Market Abuse Regulation"	EU Regulation 596/2014 of the European Parliament and the Council of 16 April 2014, as amended and supplemented from time to time;
"MTF" or "Multilateral Trading Facility"	any multilateral trading facility within the scope of article 4(1)(15) of directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014, as amended and supplemented from time to time;
"Non-Convertible Bonds"	the bond instrument dated 27 March 2019, denominated " <i>EUR 10,000,000.00 6.5% Fixed Rate Bonds due 27 September 2024</i> " (ISIN: GB00BGMHJV47);
"Opstart"	Opstart S.r.l., a limited liability company, incorporated under the laws of the Republic of Italy, with registered office in Largo Adua, no. 1 – 24128 Bergamo (BG), Italy, registered within the Companies' Register of Bergamo under no. 04067590168, REA – BG - 432364, authorized by CONSOB pursuant to the CONSOB Regulation on Online Crowdfunding Platforms to manage the crowdfunding platform available on the website www.opstart.it ;
"Pairstech"	Pairstech Capital Management LLP, a limited liability partnership incorporated under the laws of England and Wales, authorized to conduct its activities by the Financial Conduct Authority, authorisation no. 477155, with registered office in 1/1a Telegraph Street, London, EC2R 7AR, United Kingdom, registered within the Companies House under no. OC333807;

"Persons Discharging Managerial Responsibility"	as defined in MAR, as amended and supplemented from time to time, refers to any person fulfilling such function for the Issuer or any of its subsidiaries from time to time and as at the date of this Information Document;
"Regulated Market"	any regulated market for financial instruments within the scope Article 4(1)(14) Directive 2004/39/EC;
SGS & CO ACCOUNTANTS	SGS & CO ACCOUNTANTS & BUSINESS CONSULTANTS LIMITED, a private limited company incorporated under the laws of England and Wales, with registered office in 72 Spitfire Road, Southam, England, CV47 1AD, registered within the Companies House under no. 10091929;
"Shares"	the no. 10,529,477 (ten million five hundred twenty-nine thousand four hundred seventy-seven) shares representing the entire share capital of the Company;
"Shareholders"	the persons who are registered as the holders of the Shares from time to time;
"Sofias"	Sofias S.r.l., a limited liability company incorporated under the laws of the Republic of Italy, with registered office in via Soperga, 13 – 20127 Milan (MI), Italy, registered within the Companies' Register of Milan under no. 10627210965, REA MI-2546687;
"Subsidiaries"	the entities Pairstech, B Securitisation, BA Insurances and Sofias, collectively;
"Technical Admission"	admission of the Shares on Euronext Access+, in accordance with the Euronext Access Rule Book;
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland;
"US", "USA" or "United States"	the United States of America;
"US Securities Act"	the United States Securities Act of 1933, as amended and supplemented from time to time.
"ViteSicure"	The trademark under which Bridge Insurance Services markets its services.

1. RESPONSIBLE PERSONS

1.1 PERSON RESPONSIBLE FOR THE INFORMATION DOCUMENT

Aleph Finance Group PLC, a public limited company incorporated under the laws of England and Wales, with registered office at 1st Floor, 12 Old Bond Street, London, W1S 4PW, United Kingdom, registered within the Companies House under no. 06469680, is duly represented by Mr. Enrico Danieleto, Chief Executive Officer and legal representative of the Issuer, who is also the person responsible for the present Information Document.

1.2 LIABILITY STATEMENT

Pursuant to as provided for by the Euronext Access Rule Book, Aleph's Board of Directors declare the following:

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

A handwritten signature in blue ink, appearing to read 'Enrico Danieleto', is written over a horizontal line.

Enrico Danieleto – Chief Executive Officer of Aleph Finance Group PLC

2. AUDIT OF THE ISSUER

2.1 AUDITOR OF THE ISSUER

According to Section 489 of the Act, the Company "*must appoint an auditor for each financial year, unless the Directors reasonably resolve otherwise on the ground that audited accounts are unlikely to be required*". Once appointed, the auditor must make a report to the Company's members on all annual accounts of the Company.

The auditor's report, according to Section 495 of the Act, must state clearly whether, in the auditor's opinion, the annual accounts:

- give a true and fair view – in the case of group accounts, as is for the Company – of the state of affairs as at the end of the financial year and of the profit or loss for the financial year of the undertakings included in the consolidation as a whole;
- have been properly prepared in accordance with the relevant financial reporting framework (*i.e.* the United Kingdom General Accepted Accounting Practice); and
- have been prepared in accordance with the requirements of the Act.

2.2 INFORMATION ON THE RELATIONSHIP WITH THE AUDITOR

The Company has appointed as independent Auditor, on an on-going basis, the company Perrys Accountants Limited Chartered Accountants, a private limited company with registered office at 1st Floor, 12 Old Bond Street, London, W1S 4PW, United Kingdom, registered within the Companies House under no. 07745523.

The last annual report released by the Auditor covered the Company's annual accounts for the year closed on 31 December 2019. The Auditor audited the annual accounts of the Company in accordance with the International Standards on Auditing (UK) (ISAs (UK)) and the applicable law and, as a result of the audit, issued the opinion that the abovementioned financial statements:

- (i) gave a true and fair view of the state of the group's and the Company's affairs as at 31 December 2019 and of the Subsidiaries' profits for the period then ended;
- (ii) had been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- (iii) had been prepared in accordance with the requirements of the Act.

3. KEY FINANCIAL INFORMATION

3.1 Selected financial information

The individual financial statements of the Company (the "**Company's Financial Statements**") and the consolidated financial statements of the group (the "**Group Consolidated Financial Statements**") for the financial years ended on 31 December 2018 and 31 December 2019 have been prepared in accordance with the International Financial Reporting Standards as issued by the International Accounting Standards Board and as adopted by the European Union ("IFRS") and have been audited by the Auditor, which have issued an unqualified auditor's report with respect to the Company's Financial Statements.

The Group Consolidated Financial Statements have been prepared considering that, as at 31 December 2018 and 31 December 2019, Aleph consolidated an interest equal to 89.5% of Pairstech. Therefore, in this Section 3, the term "**group**" is referred to the Company and Pairstech.

As a preliminary note please note that, as better explained below, the investments made by the Issuer and the issue of the Bonds during the 2019 financial year, resulted in a series of non-recurrent expenses (including, for example, legal, placement activities and arranging fees) compared to the previous financial year that have affected Aleph and the group both on profitability as well as its balance sheet level.

The following table illustrates the Company's Financial Statements and the Group Consolidated Financial Statements:

TABLE 1: PROFIT AND LOSS ACCOUNT

COMPANY INCOME STATEMENT		CONSOLIDATED INCOME STATEMENT		
2018	2019	2018	2019	
Turnover	205,981	2,319	5,742,601	6,175,803
Cost of Sales	(196,741)	0	(4,618,515)	(5,489,995)
Gross Profit	9,240	2,319	1,124,086	685,808
Administrative Expenses	(90,830)	(796,127)	(1,120,897)	(1,291,735)
Operating Loss/Profit	(81,590)	(793,808)	3,189	(605,927)
Interest Receivable and similar income	-	11860	3,427	21,789
Interest payable and similar expenses	17,656	(130730)	(22,421)	(142,283)
Amount written off investment	349,600	67,810	349,600	67,810
Loss/profit before tax	250,354	(844,868)	333,795	(658,611)
Tax on loss/Profit	(47,596)	47,596	(47,596)	47,596
Loss/profit for the financial year	202,758	(797,272)	286,199	(611,015)

3.2 Information on the group's comprehensive income

The following table presents the comprehensive reclassified income statement for the periods indicated:

TABLE 2: RECLASSIFIED INCOME STATEMENT WITH EBITDA ADJUSTMENT

(GBP)	COMPANY INCOME STATEMENT		CONSOLIDATED INCOME STATEMENT	
	2018	2019	2018	2019
Turnover	205,981	2,319	5,742,601	6,175,803
Cost of Sales	(196,741)	0	(4,618,515)	(5,489,995)
Gross Profit	9,240	2,319	1,124,086	685,808
Administrative Expenses	(90,830)	(228,190)	(1,101,509)	(473,738)
Adjusted EBITDA	(81,590)	(225,871)	22,577	212,070
D&A			(19,388)	(19,326)
Non recurrent expenses extraordinary*		(567,937)	0	(798,671)
EBIT	(81,590)	(793,808)	3,189	(605,927)
Interest Receivable and similar income	-	11,860	3,427	21,789
Interest payable and similar expenses	(17,656)	(130,730)	(22,421)	(142,283)
Amount written off investment	349,600	67,810	349,600	67,810
EBT	250,354	(844,868)	333,795	(658,611)
tax on loss profit	(47,596)	47,596	(47,596)	47,596
Loss/profit for the financial year	202,758	(797,272)	286,199	(611,015)

3.2.1 Consolidated Turnover

The following table presents a breakdown of the revenues of the group for the financial years ended on 31 December 2018 and 31 December 2019. Since Aleph – as holding company – does not directly produce any revenues, the turnover is calculated on the basis of the Group Consolidated Financial Statements. In particular, for the considered period, all revenues have been generated by Pairstech.

(GBP 000)	2018	%	2019	%	Delta
Management Fees	2,596	45.22%	2,783	45.06%	+7.2%
Arranging Fees	449	7.83%	476	7.71%	+5.9%
Distribution Fees	2,351	40.94%	2,591	41.96%	+10.2%
Advisory Fees	345	6.01%	324	5.26%	(5.92%)
Total revenues	5,742	100%	6,175	100%	+7.5%

Moreover, it shall be noted that:

- for both years, given the nature of the business of the group, the main source of revenues has derived from management and distribution fees, which represent more than 85% of the total revenues;
- with the exception of the "*revenues from advisory services*" which, depending on projects commissioned and carried out during the year, shown a 5.92% decrease as at 31 December 2019 as opposed to financial year ended on 31 December 2018, all other source of revenues for the group businesses showed a sustained growth between 2018 and 2019, with particular reference to the revenues from distribution activities.

3.2.2 Costs

With regard to the 2019 financial year, costs of sales – at consolidated level – has increased in absolute terms by 18.87% (£5,489,995) as opposed to the financial year ended on 31 December 2018 (£4,618,515), while revenues increased by 7.54%. It means that the cost/revenue ratio for 2019, equal to 88.9%, has increased by 8.47% compared to the ratio for 2018 (80.43%). In order to understand these figures, it's important to highlight that during the 2019 financial year, Aleph has not recorded any individual cost of sales and/or turnover; as a result it is necessary to compare Pairstech's cost of sales/revenue ratios for 2019 vs 2018: this is equal to 83.90% for 2019 vis-à-vis 79.86% for 2018 with an increase of 4% that in numerical values equals £264,118, mainly due to the decrease in wages for £121,608 which was partially offset by an increase of consultancy fees that have been recorded as cost of sales and for another part, by a decrease of administrative expenses, always at Pairstech's level.

During the financial year ended on 31 December 2019, administrative cost at consolidated level increased by 15.24% (£1,291,735.00) compared to the financial year ended on 31 December 2018 (£1,120,897). Administrative expenses have increased, mainly due to the costs related to the issuance, placement and listing (with regard to the Non-Convertible Bonds) of the Bonds (£798,671 of non-recurrent expenses).

The variable costs at consolidated level are mainly represented by the purchase of external services such as third-party professional services relating to product development, marketing and distribution costs of financial products.

Other recurrent fixed costs at consolidated level are associated with staff cost. The total consolidated amount of staff costs for 2019 was equal to £249,126 of which £34,588 for expenses reimbursement.

3.2.3 Operating result (EBITDA)

The group's operating result (EBITDA) was adjusted for the year ended on 31 December 2019 reaching a result of £330,019 at consolidated level and a loss of £174,546 at individual level as of 31 December 2019.

EBITDA, or earnings before interest, taxes, depreciation, and amortization, is a measure of a company's overall financial performance and profitability and it is used as an alternative to net income in some circumstances. This metric also excludes expenses associated with debt by adding back interest expense and taxes to earnings. Nonetheless, it is a more precise measure of corporate performance since it is able to show earnings before the influence of accounting and financial deductions.

The adjusted EBITDA removes non-recurring and/or one-off time items.

EBITDA adjustments also include:

- Unrealized gains or losses
- Litigation expenses
- Gains or losses on foreign exchange
- Goodwill impairments
- Non-operating income
- Share-based compensation
- Restructuring charges inclusive of severance pay and factory closings
- Asset impairment charges or write-offs
- Management fees to private equity owners
- Losses from early retirement of debt
- M&A or divestiture-related expenses
- Losses from the sale of assets
- Charges stemming from changes in accounting policy

In 2019, the group's EBITDA was adjusted for an amount of non-recurrent extraordinary expenses of £567,937 at individual level and of £798,671 at Group level.

NON recurrent expenses extraordinary* (GBP)	Individual account		Consolidated account	
	2018	2019	2018	2019
Placement		394,000		394,000
Legal and professional		61,937		292,671
Arranging		112,000		112,000
Total		567,937		798,671

These expenses were primarily associated to the issuance of the Bonds by the Company bonds and mainly related to:

- placement cost : £394,000 both at Aleph and group's level;
- legal fees and other professionals' fees and costs: £61,937 for Aleph and £292,671 at group's level;
- arrangement cost: £112,000 both at Aleph and group's level.

Therefore, as shown in Table 2 of Paragraph 3.2, in the 2019 financial year a total amount of £473,738 of administrative expenses were considered for the calculation of the adjusted EBITDA at consolidated level and £228,190 at individual level.

3.2.4 Profit for the year

Net income on consolidated basis decreased from a profit of £286,199 as of 31 December 2018 to a loss before tax of £611,015 as of 31 December 2019. As described above, such result has been affected by the increase of non-recurrent extraordinary expenses for £567,937 at individual level and for £798,671 at group level, due to the Bonds issuance.

3.3 Information on the group's financial position

The following table presents the Company and group's balance sheet for the financial years ended on 31 December 2019 and 31 December 2018.

GBP	COMPANY BALANCE SHEET		CONSOLIDATED BALANCE SHEET	
	2018	2019	2018	2019
CURRENT ASSETS				
Cash and cash equivalents	1,709	821,486	162,434	972,210
Other current assets	43,979	723,485	555,258	1,207,893
Debtors	4,956	807,949	922,021	2,096,982
TOTAL CURRENT ASSETS	50,644	2,352,920	1,639,713	4,277,085
NON-CURRENT ASSETS				
Plant, property and equipment	696,212	696,212	381	256
Intangible assets			140,808	121,607
Financial assets				
TOTAL NON-CURRENT ASSETS	696,212	696,212	141,189	121,863
TOTAL ASSETS	746,856	3,049,132	1,780,902	4,398,948

GBP	COMPANY BALANCE SHEET		CONSOLIDATED BALANCE SHEET	
	2018	2019	2018	2019
CURRENT LIABILITIES	657,967	395,281	1,403,979	1,270,803
FINANCIAL LIABILITIES	-	3,359,587		3,359,587
SHAREHOLDERS EQUITY	88,889	(705,736)	376,926	(231,442)
TOTAL LIABILITIES	746,856	3,049,132	1,780,905	4,398,948

As at 31 December 2019, the group's current assets have shown a substantial increase, following the successful completion of several equity investments and the increase of cash reserves originated by the placement of the Bonds for a total amount of £972,210.

On a consolidated level, debtors as at 31 December 2019 amounted to £2,096,982 with an increase by £1,174,961 compared to the previous financial year, mostly due to a large increase in Other debtors for a total amount of £958,016 related to extraordinary events and almost entirely returned in 2020. The remaining part was due to prepayments and accrued incomes for £168,161 related to services carried out by the group.

Non-current assets both at individual and consolidated level remained almost stable between the 2019 and 2018 financial years.

At consolidated level, current liabilities amounted to £1,270,803 as at 31 December 2019, decreasing by £133,176 from the previous financial year due to a reduction of other creditors at consolidated level (£-218,090).

As of 31 December 2019, trade creditors at consolidated level amounted to £515,990 showing an increase of £45,131. The higher amount of accounts payable as at 31 December 2019, was related to operational costs with suppliers related with the group's new business strategy.

Financial liabilities amounted to £3,359,587 as at 31 December 2019. This relevant increase was caused by the issuance of the Bonds during the 2019 financial year.

3.3.1 Net financial indebtedness

The net financial position, both at individual and consolidated level, as at 31 December 2019 and 31 December 2018 is represented in the table below:

GBP	INDIVIDUAL ACCOUNT		CONSOLIDATED ACCOUNT		
	2018	2019		2018	2019
Short term borrowings	-	15,732	Short term borrowings	-	15,732
Long term borrowings	-	3,359,587	Long term borrowings	-	3,359,587
Cash	1,709	821,486	Cash	(1,709)	972,210
Result	1,709	2,553,833	Result	(1,709)	2,403,109
Results with the bond conversion	-	(805,754)	Results with the bond conversion	(1,709)	(956,478)

The group's net cash position decreased from £1,709 as at 31 December 2018 to £-2,403,109 as at 31 December 2019. The decrease is mainly driven by the issuance of the Bonds during the 2019 financial year. These funds have been used by the group to fund certain investments in the financial and insurance sectors as better specified in Paragraph 5.2.1 (*Main investments made by the Issuer over the last two financial years*) below.

However, the aim of the group is to reduce the financial indebtedness in the near future by funding its grow strategy mainly through the use of equity capital, with limited recourse to financial debt and borrowing.

It's important to consider that due to (i) the conversion into equity of the Convertible Bonds 2020 and Convertible Bonds 2021 and (ii) the possible exercise of the share settlement option of the Issuer under the Non-Convertible Bonds by which the Issuer may elect to repay such bonds by way of assigning Aleph's shares, the net cash position of the group will be improved for more than £3 million upon maturity of the Bonds

3.3.2 Equity

On the basis of the financial information and the financial statements:

- Consolidated total equity decreased from £88,889 as at 31 December 2018 to £-705,736 as at 31 December 2019; this is the result of the consolidated net loss (£611,015) of the financial year ended on 31 December 2019;

- share capital for the Group amounted to £52,647 as at 31 December 2019 and consisted of 10,606,423 shares that were issued and not fully paid up.

3.4 Information on the Group's cash flow

The following table presents cash flow, both at individual and consolidated level, for the periods considered:

	INDIVIDUAL CASHFLOW STATEMENT		CONSOLIDATED CASHFLOW STATEMENT	
GBP	2018	2019	2018	2019
Cash and cash equivalent at beginning of the year	49,931	1,709	372,383	162,434
Net cash generated from operating activities	36,689	(1,433,451)	(120,820)	(1,480,252)
Net cash used in investing activities	(43,527)	(1,094,656)	(47,745)	(1,057,856)
Net cash generated from financing activities	(41,384)	3,332,152	(41,384)	3,332,152
Cash and cash equivalent at end of year	1,709	805,754	162,434	956,478

The increase of cash and cash equivalent at group level for the year ended on 31 December 2019 (£794,044) is mainly driven by the liquidity reserves generated by the issuance of the Bonds. These resources will be used in the near future by the group for strategic acquisitions.

4. RISK FACTORS

This section provides an overview of the material risks factors relating to the Issuer, its Group and an investment into the Shares.

Prospective investors should carefully review and consider the following risks as well as other information contained in this Information Document.

An investment in the Shares presents the typical risk factors of an investment in shares of companies admitted to trading on a non-regulated market such as Euronext Access that is a Multilateral Trading Facility.

In order to properly evaluate their investment, investors should be aware of the specific risk factors relating (i) to the Issuer and its Group, (ii) the industries and markets in which the Issuer and its Group operate and (iii) the financial instruments themselves, as well as all the information contained in the Information Document.

Circumstances described in any of the following risk factors – despite being based on assumptions that may prove to be incorrect – may materialize individually or cumulatively and could have an adverse effect on (a) the Issuer and its Group's business, economic, financial, cash-flow and asset situation and conditions and/or (b) the price of the Shares; as a result, investors could lose all or part of their investments. Such adverse effects on the Issuer, its Group and the Shares could also occur (i) if other events not currently known to the Issuer materialize, thus exposing the Issuer and its Group to other risks or uncertainties, or (ii) if risk factors currently considered negligible become significant.

The order in which the following risks are presented is not an indication of the likelihood of such risks actually materializing, their potential significance or the scope of their potential harm to Issuer and the Group's business, economic, financial, cash-flow and asset situation and conditions as well as to the price of the Shares.

The Issuer considers that as at the date of this Information Document, there are no significant risk factors other than those presented in this section. Investors should note, however, that the list of risk factors and uncertainties described below is not exhaustive. Risks or uncertainties that, as at the date of this Information Document, are unknown or whose realization is not considered likely to have a material adverse effect on (i) the Issuer and its Group, (ii) their business, economic, financial, cash-flow and asset situation and conditions and/or (iii) the price of the Shares, may exist or become significant and have such a material adverse effect.

Investing in the Issuer's Shares involves a high level of risk, and the Issuer believes that the risks described below are important for potential investors. Accordingly, before deciding to invest in the Shares, potential investors are advised to carefully evaluate the risk factors described below, as well as all of the information contained in the Information Document.

4.1 RISKS RELATED TO THE ISSUER

4.1.1 Risk related to our status of holding company

The Issuer is a holding company whose activity consists in the holding of equity and economic interests in its Subsidiaries and Investees.

Therefore, the results of operations and the financial and economic position of the Issuer are dependent on the performance of its Subsidiaries and Investees and, in particular, have always been and are heavily influenced by the results of operations and the performance of Pairstech.

In light of the above, material negative performance and/or material negative results of operations of its Subsidiaries and/or Investees may have a material adverse effect (i) on Issuer's results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

4.1.2 Risk related to our reliance and dependence on Pairstech's performance

The Issuer's most relevant revenue-generating activity consists in the holding of an economic interest in Pairstech in its capacity as general partner to the latter. Therefore, the Issuer's results of operations, financial and economic position and profits materially depend on the performance of Pairstech and on its ability to generate and transfer to the Issuer cash flows in the form of distributable profits, dividends and other financial resources.

Accordingly, any significant deterioration in the financial and economic conditions or results of operations of Pairstech may have material adverse effects on the Issuer. Furthermore, as Pairstech is a distinct limited liability partnership, under certain circumstances, legal and contractual restrictions may limit the Issuer's rights and ability to receive cash flows from Pairstech. In particular, Pairstech may not be able to, or may be restricted by the terms of, *inter alia*, its existing or future indebtedness, or by the applicable provisions of law and regulation, to, make distributions to the Issuer.

Pairstech is not legally required to, and the Company cannot procure and guarantee that Pairstech shall, make any funds available to it, whether by way of distributions of dividends or profits, debt repayments, loans or otherwise.

Any such inability or failure by Pairstech for whatever reason to make funds available to the Company will have a material adverse effect on the Issuer's results of operations as well as its financial and economic position and profits. Notwithstanding Company's expectations that it will receive dividends and profits' distributions from Pairstech in the future, there can be no assurance in this regard. Therefore, in the event that the Issuer does not receive distributions of profits, dividends and/or other financial resources from Pairstech, such circumstance may have a material adverse effect (i) on Issuer's results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

4.1.3 Risks related to Pairstech's business

Pairstech's business is exposed to a variety of risks including those of macroeconomic, structural, market, operational and regulatory nature.

In particular, given its status of licenced investment firm duly authorised and regulated by the FCA, Pairstech is required to comply with a variety of regulatory provisions and obligations, including those relating to the so-called regulatory capital and the calculation and management of the different risks to which it is exposed (e.g. credit risk, operational risk, concentration risk, strategic risk, counterparty risk, etc.).

Pairstech has developed and has in place an administrative and organisational structure (including the set-up of appropriate control functions such as an internal compliance function and a risk management function) as well as internal policies and procedures to identify, monitor, manage and mitigate the abovementioned risks. Nevertheless, such structure, policies and procedures may prove to be inadequate or ineffective (in full or in part) to identify, monitor, manage and mitigate the abovementioned risks or other risks that may be material for Pairstech and its business.

Moreover, being a limited liability partnership regulated by the laws of England and Wales, Pairstech is subject, to a certain extent, to the uncertainties relating to the effects of the exit of the United Kingdom from the European Union (so-called Brexit) on the economy, both locally and globally, and its specific and direct impacts on Pairstech's industry and operations.

In order to mitigate the potential negative consequences that may derive from Brexit, Pairstech has already established a branch in a Member State of the European Union and is evaluating additional further measures. Nevertheless, there can be no assurance that such measures will be successful in mitigating the unpredictable events and negative consequences that may derive from Brexit.

In addition, the possibility that one or more countries that adopted the Euro as their national currency might decide to adopt an alternative currency or prolonged periods of uncertainty connected to these eventualities could have significant negative impacts on international markets. A collapse of the Eurozone could be accompanied by the deterioration of the economic and financial situation of the European Union, and could have a significant negative effect on the entire financial sector.

Should the abovementioned risks and events materialise, they may create a significant negative impact on the results of operations, financial and economic position and profits of Pairstech that, in turn, may have a material adverse effect (i) on Issuer's results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

4.1.4 Risks related to the regulatory framework applicable to the Subsidiaries and Investees

Several of Company's Subsidiaries and Investees (*i.e.* Pairstech, Opstart, Sofias, BA Insurances and Bridge Insurance Services) operate in regulated markets.

Regulatory risks concerning the Subsidiaries and Investees and, in particular Pairstech, may have material negative impacts on the Issuer.

In particular, (i) the occurrence of any event resulting in the suspension, withdrawal, decadence or revocation of the authorisations, licenses and permissions granted to Pairstech and the other Investees operating in regulated industries and/or (ii) changes in the applicable regulatory framework, may restrict or jeopardize their current business or create additional burdens for their operations, thus resulting in material negative effects on the ability of Pairstech and the other "regulated" Investees to generate revenues from their core business.

The abovementioned events, in turn, may have a material adverse effect (i) on Issuer's results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

4.1.5 Risk related to the Issuer's expansion and growth

The Issuer has experienced, and intend to continue to pursue, a rapid growth also implementing an expansion strategy.

Such a strategy will place additional demand on the Company and Group's management as well as on the financial and operational resources. To support and manage any future growth effectively, The Group must continue to improve its IT and financial infrastructures, operating and administrative systems, and its ability to manage workforce, capital and internal processes in an efficient and effective manner. As the Group continues to grow, so does the size of its clients. The increased resources required to service these relatively large clients may cause the Group to divert resources away from its existing clients, which may have an adverse impact on its ability to maintain existing clients and results of operations.

The Company's and the whole Group's organizational structure is also becoming more complex as operational, financial and management infrastructure is growing and the Company must continue to improve its internal controls as well as reporting systems and procedures. The Company intends to invest to expand its business, hiring additional personnel, improving internal controls, reporting systems and procedures, and upgrading infrastructure. These investments will require significant capital expenditures and the allocation of management resources, and any investments the Company makes will occur in advance of experiencing the benefits from such investments, making it difficult to determine in a timely manner if the Company is efficiently allocating its resources.

If the Issuer is unable to manage its growth effectively and efficiently and/or the Issuer does not achieve the benefits anticipated from these investments and/or or if the achievement of these benefits is delayed, the Group's results of operations and financial and economic conditions may be adversely affected.

Moreover, the Issuer's capacity to achieve its growth targets and increase its revenues and profits depends, to a large extent, on its capacity to implement business plan and strategy and to achieve a high level of efficiency and effectiveness in its operations. If the Company is not able to successfully implement its business strategy, or if such implementation is delayed (for any reason), or if the assumptions as well as targets of its business strategy and plan prove to be incorrect or not achievable (also in part), the Group's results of operations and financial and economic conditions may be adversely affected

Moreover, the Issuer's ability to forecast future results of operations is subject to a number of uncertainties. Any predictions about the Group's future revenues and expenses may not be as accurate as expected.

If management assumptions regarding these risks and uncertainties, which the Company uses to plan and operate business, are incorrect or change, or if the Company does not address these risks successfully, results of operations could differ materially from expectations, growth rates may slow, and business would suffer.

Should any of the negative events above materialise and in case the Company is not able to address such negative events and mitigate the negative consequences thereof quickly and effectively, they may have a material adverse effect (i) on Issuer's results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

4.1.6 Risks related to joint ventures, partnerships and future acquisitions

The Issuer may establish partnerships or joint ventures or make acquisitions to develop and implement its growth strategy or strengthen its core business. However, the possible benefits or expected returns from such joint ventures, partnerships and acquisitions may be difficult to achieve or may prove to be less valuable than the Issuer estimates. Furthermore, joint ventures, partnerships and acquisitions bear the risk of difficulties that may arise when integrating people, operations, technologies and products. This may have a material adverse effect on the Group's business, financial and economic condition and results of operations.

In addition, the success of acquisitions depends in part on the Company's ability to identify successfully and acquire suitable companies and other assets on acceptable terms and, once they are acquired, on the successful integration into the Group's operations, as well as its ability to identify suitable strategic partners and conclude suitable terms with them. Any inability to implement an acquisition strategy or a failure in any particular implementation of this strategy may have a material adverse effect (i) on Issuers' results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

4.1.7 Risk related to the failure to meet the expectations of investors

The Issuer and Group's past results should not be relied upon as indicative measure of future performance. In fact, the Company may not be able to accurately predict future performance, revenues and results of operations.

If the Company's performance, revenues or results of operations fall below the expectations of the investors in a particular year, or below any guidance or forecast that the Company may communicate to the public and the market, the market price of the Shares may decline.

4.1.8 Currency risk

A significant amount of revenues generated by the Group is denominated in Euro while a significant amount of fixed costs in Sterling. Moreover, the Group does not currently undertake foreign currency hedging transactions to mitigate potential foreign currency exposure but may decide to do so in the future.

Therefore, a negative fluctuation of the exchange rates between Sterling and Euro may have a material adverse effect (i) on the Issuer's results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

4.1.9 Liquidity and funding risks

The Company is exposed to potential liquidity risks that may also arise from circumstances outside its control such as a credit crisis or severe economic conditions. Moreover, there can be no assurance that the Issuer will be able to (i) receive cash flows from its Subsidiaries and Investees (and Pairstech in particular) and/or (ii) borrow from banks or raise financial resource in the capital markets to meet its payment obligations and/or to refinance exposure.

The occurrence of any of the above-mentioned events and the consequent inability to ensure sufficient liquidity may have a material adverse effect (i) on Issuer's results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

4.1.10 Operational risks

The Group is potentially subject to various operational risks – including the risk of fraud by employees of other persons, unauthorized transactions by employees or operational errors, including due to malfunctions in production machines and equipment – which may negatively affect its business, financial and economic condition and results of operations.

The occurrence of any of the above-mentioned events, in turn, may have a material adverse effect (i) on Issuer's results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

4.1.11 Risk of changes in tax regimes

The Issuer is subject to the risk that countries in which it and its Subsidiaries and Investees operate, or will operate in the future, may impose additional withholding taxes, income taxes or other taxes, as well as changing tax levels from those in force at the date of the respective projects or the date hereof.

Any future adverse changes concerning tax regimes generally applicable to the Company and/or its Subsidiaries and Investees may have a material adverse effect (i) on Issuer's results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

4.1.12 Risk of litigation

Legal proceedings may arise from time to time in the course of the Company and Group's businesses.

In particular, the Issuer and its Subsidiaries and Investees (and in particular Pairstech) (i) are exposed to possible litigation risks including, but not limited to, regulatory interventions and proceedings as well as third party claims and (ii) may be involved in disputes if, for example, (a) the appropriate standard of care and/or the applicable conduct rules are not satisfied in the performance of financial and insurance services vis-à-vis the clients and/or (b) any power, authority or discretion is not exercised in a prudent or appropriate manner in accordance with accepted standard of practice.

The Issuer cannot exclude that litigation may be brought against the Group and that such litigation may have a material adverse effect on its financial conditions and results of operations.

As far as the Company is aware, however, there is no current, pending or threatened litigation in which the Group is directly or indirectly concerned, which may have a material adverse effect on its reputation, business, financial conditions and results of operations.

Should any of the events above materialise, they may have a material adverse effect (i) on Issuer's results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

4.1.13 Risk related to the breach of the Group's security measures

Unauthorized access to, or other security breaches of (including malware attacks), systems or networks used by the Company or its Subsidiaries and Investees (and, in particular, Pairstech) – including those of their contractors, or those with which they have strategic relationships – could result in the loss or corruption of data, loss of business, reputational damage vis-à-vis affected clients, regulatory investigations and orders, litigation, indemnity obligations, damages for contract breach, penalties for violation of applicable laws or regulations, significant costs for remediation and other liabilities.

The occurrence of any of the above-mentioned events may have a material adverse effect (i) on Issuer's results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

4.1.14 Risk related to the Issuer's inability to retain key persons

The Issuer believes that its success depends on the continuous contribution from the Issuer and Pairstech's directors, management and other key persons. In particular, Mr. Enrico Danieletto, Mr. Mauro Grandinetti, Mr. Ralph Snedden and Mr. Andrea Sprizzi, members of the board of directors of the Company (see Paragraph 8.1.1 (*Board of Directors*)), are to be considered as key persons: they are the leading figures in charge of the Issuer's business strategy and they also seat in some of the Group's companies boards of directors in order to implement and pursue the Issuer's business strategies. In addition, since the Company's future success is dependent on its ability to continue to enhance its existing services and introduce new services, the Company is heavily dependent on the ability to attract and retain qualified personnel with the requisite education, background, and industry experience. In particular, as the Company expands its business, its success will also depend, in part, on the ability to attract and retain qualified personnel capable of supporting a larger and more diverse customer base.

The termination of the employment relationships with a significant number of key persons could be disruptive. In addition, if any of the key persons joins a competitor or decides to otherwise compete with the Company or Pairstech, the Issuer may experience a material disruption of operations and business strategy, which may result in a loss of clients, in an increase in operating expenses and in a diversion of personnel's focus.

The occurrence of any of the above-mentioned events may have a material adverse effect (i) on Issuer's results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

4.1.15 Risk related to the limited experience of Company's management in managing a listed company

Members of the Company's management team have limited or no experience in managing a listed company, interacting with investors, and complying with the increasingly complex laws and regulations pertaining to listed companies. Therefore, the Company's management team may not be able to successfully, or efficiently, manage the transition to a listed company status that is subject to significant regulatory oversight and reporting obligations as set forth under the applicable securities laws and the continuous scrutiny of investors. These new obligations will require significant attention from the Company's senior management and could divert their attention away from the day-to-day management of business, which could harm the Company and the Group's business, financial and economic conditions and results of operations.

4.1.16 Risk related to potential conflicts of interest

As at the date of the Information Document, certain members of the Board of Directors of the Issuer may have interests of their own or of third parties in certain transactions of the Issuer and/or the Group, as they hold, directly or indirectly, interests in the Issuer's share capital and/or in the Investees' capital and sit in the Issuer's or the Investees' Boards of Directors. More specifically:

- Enrico Danieletto holds 82.75% of the Issuer's share capital and is the Chief Executive Officer thereof;
- Enrico Danieletto holds an interest equal to 10.3% of Pairstech and is a General Partner and the Chief Executive Officer thereof;
- Mauro Grandinetti holds, indirectly, an interest equal to 0.10% of Pairstech and is a Partner thereof.

4.1.17 Risk related to related party transactions

The Issuer and its Subsidiaries and Investees regularly enter into agreements and/or transactions with related parties.

The Company believes that such agreements and transactions are entered into and executed at arms' length and present terms and conditions in line with market standard.

However, related party transactions present the typical risks of transactions executed by legal entities part of the same Group or, in any case, linked by shareholding and/or business relationships that may jeopardize the fairness of the relevant terms and conditions.

In fact, there can be no assurance that such transactions and agreements if executed and entered into with independent third parties would have been executed and entered into at the same terms and conditions applicable to the related party transactions.

4.2 RISKS RELATED TO THE MARKET IN WHICH THE GROUP OPERATES

4.2.1 Risk related to the macroeconomic framework

In recent years, the macroeconomic framework has been characterised by a high degree of uncertainty due to the crisis of the main financial institutions and the sovereign debt crisis of certain European countries.

The United Kingdom's approval of its exit from the European Union (known as Brexit) have raised and continues to raise concerns about the long-term sustainability of the Economic and Monetary Union and, in the extreme, the resilience of the European Union itself. In this context, several countries of the Economic and Monetary Union have requested and obtained financial assistance from the European authorities and the International Monetary Fund and are currently carrying out structural reform programmes.

At the date of this Information Document there is no legal procedure or practice aimed at facilitating the exit of a Member State from the Euro and the consequences of these decisions are exacerbated by the uncertainty regarding the methods through which a Member State could manage its current assets and liabilities denominated in Euros and the exchange rate between the newly adopted currency and the Euro.

In addition, a collapse of the Eurozone could be accompanied by the deterioration of the economic and financial situation of the European Union and could have a significant negative effect on the entire financial sector, creating new difficulties in the granting of sovereign loans and loans to businesses and involving considerable changes to financial activities both at market and retail level.

Increased tensions on financial markets could have a negative impact on financing costs and the economic outlook for some Eurozone countries.

The occurrence of any of the abovementioned events may have a significant negative impact on the Issuer, with negative implications for the economic, financial and asset situation of the Group.

4.2.2 Risks related to Brexit

Regardless of the time scale and the term of the United Kingdom's exit from the European Union, the result of the referendum in June 2016 has created significant uncertainties with regard to the political and economic prospects of the United Kingdom and the European Union. The situation is very uncertain since:

- (i) on 13 March 2019 the UK Parliament approved a motion rejecting the possibility of withdrawing from the EU without an agreement (so-called No Deal);
- (ii) between 27 March 2019 and 1 April 2020 the UK Parliament carried out a series of indicative votes on alternative options to the Brexit Deal and on 11 April 2019, the European Council adopted the decision to further extend the Brexit term to 31 October 2019;
- (iii) on 31 January 2020, the United Kingdom unilaterally left the European Union without an agreement (so-called no deal Brexit);
- (iv) as at date of this Information Document, no agreement has been reached between the European Union and the United Kingdom as to the legal regime that shall apply after the transitional period comes to an end (*i.e.* 31 December 2020).

The exit of the United Kingdom from the European Union; the possible exit of Scotland, Wales or Northern Ireland from the United Kingdom; the possibility that other European Union countries could hold similar referendums to the one held in the United Kingdom and/or call into question their membership of the European Union, could include further falls in stock exchange indices, a fall in the value of the Sterling and/or the Euro, an increase in exchange rates between the Sterling and the Euro and/or greater volatility of markets in general due to the increased uncertainty, with possible negative consequences on capital markets.

These events may have a material adverse effect (i) on Issuer's results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

4.2.3 Risk related to competition

The markets where the Group operates are highly and increasingly competitive. A significant number of companies (including investment firms and insurance companies) have developed, or are developing, services that currently or in the future may compete with those of the Group or be of better quality. This competition could result in decreased revenue, increased pricing pressure, increased sales and marketing expenses and loss of market shares, any of which could adversely affect the Company's business and results of operations.

Many of the Group's competitors and potential competitors are larger and have greater brand and/or name recognition, longer operating histories, larger marketing budgets and established client relationships, access to larger client bases, and significantly greater resources for the development of their solutions. In addition, the Group faces potential competition from participants in adjacent markets that may enter the markets or providing alternative approaches to provide similar results. The Group may also face competition from companies entering the market, including companies that could expand their offerings or acquire one of the Group's competitors. They may have significantly greater financial resources and longer operating histories than the Group does. As a result, competitors and potential competitors may be able to respond more quickly and effectively than the Group can to new or changing opportunities, technologies or clients requirements.

Further, some potential clients, particularly large corporates, may elect to develop their own internal solutions. The ability to compete is also subject to the risk of future disruptive technologies. If new technologies emerge that are able to deliver similar or better solutions at lower prices, more efficiently, or more conveniently, such technologies could adversely affect the Group's ability to compete. With the introduction of new technologies and market entrants, competition is expected to intensify in the future.

If the Issuer is unable to keep up with these developments, (i) Issuer's results of operations, financial and economic position and profits in the future and consequently (ii) the market price of the Shares, may be negatively affected.

4.2.4 Risk related to regulatory changes affecting the industries in which the Group operates

Some of the Issuer's Subsidiaries and Investees operate in highly-regulated industries and markets, which impose severe regulatory burdens and compliance obligations as well as an on-going supervision by the relevant competent Authorities.

Moreover, such industries and markets are subject to frequent legal and regulatory changes that require amendments and changes to internal policies and procedures as well as to the business model of the relevant regulated entities.

Compliance with such regulatory requirements and obligations as well as potential regulatory proceedings by the competent Authorities may require the expenditure of significant financial resources by the Group and may cause the Group's management to devote significant time to compliance activities thus diverting resources away from the Group's business activities.

In addition, regulatory changes may have a material negative effect on the business of the Group by restricting or imposing additional conditions to the activities and services that the Group currently carries out. Similarly, the suspension, withdrawal, revocation of the authorisations, licenses and permissions granted to Pairstech and the other Investees operating in regulated industries may result in material negative effects on the Group's business.

The occurrence of any of the above-mentioned events may have a material adverse effect (i) on Issuer's results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

4.2.5 Risks relating to COVID-19

China, Southern Asia, Europe and the United States of America have all been affected by the pandemic called COVID-19.

As at the date of this Information Document, no vaccine is available to the public against this disease.

The effects and impacts that such disease may have on the global economy are still uncertain even if financial and economic experts predict that the virus may result in a long-lasting worldwide economic and financial crisis and recession.

As far as the Group's activities are concerned, digital financial and insurance services are likely to profit from the current situation whereas "traditional" business models are likely to be heavily affected. Indeed, thanks to investments in technology and into digital services, the Issuer's business has become less

dependent from physical presence, with the almost complete ability to run the business remotely. The Group is able to develop its technology internally or with the support of a large network of external partners. Notwithstanding the fact that the Group has invested and intends to continue to invest on technology and digital solutions for the performance of its services and activities, given the huge and still unknown and foreseeable implication of the current outbreak of the COVID-19 epidemic crisis, it cannot be excluded that such crisis may have a material adverse effect (i) on Issuer's results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

4.3 RISK RELATED TO THE LISTING OF SHARES

4.3.1 Risk related to the creation and continuous presence of an active trading market for the Shares

The Issuer has applied to list its Shares on Euronext Access+.

Prior to the admission to trading on Euronext Access+, there has been no public market for the Shares and, after the Listing, there can be no guarantee that an active trading market will develop or, if such market develops, that it will persist. The Listing Price has been determined on the basis of an evaluation report prepared by SGS & CO ACCOUNTANTS and is not an indication of the market price of the Shares following their admission to trading on Euronext Access+, which may vary substantially from such price.

If a liquid trading market does not develop or, if developed, is not maintained, the liquidity and price of the Shares may be adversely affected.

The Company's management is not able to predict at what price the Shares will trade and there can be no assurance that an active trading market will develop after the Listing or, if developed, that such a market will be sustained at the price level of the Listing. The Company is not in the position to guarantee to the investors that the market price of its Shares will trade at or above the price level of the Listing. Accordingly, an investment in the Shares is suitable solely for investors able to bear risk.

4.3.2 Risk related to the Shares' volatility

The market price of the Shares may be affected by high level of volatility. In fact, market price for newly listed shares, as the Shares, is often volatile for a period subsequent to the Listing. The share market in general, and for smaller companies in particular, may be subject to significant price and volume fluctuations, which are not possible to predict out of the companies developments or disclosed results.

As a result of this potential volatility, Shareholders may not be able to sell their Shares at or above the initial Listing Price. The market price of the Shares may fluctuate significantly in response to several factors, many of which are beyond the Company's control, including, among others:

- actual or anticipated fluctuations in the Company or Group's revenues and results of operations;
- announcements by the Company or its competitors of significant technical innovations, acquisitions, strategic partnerships, joint ventures, or capital commitments;
- the standalone and/or consolidated financial projections that the Company may provide to the public, any changes in these projections, or the Company or the Group's failure to meet these projections;
- failure of securities analysts to initiate or maintain coverage of the Company and the Group, changes in ratings and financial estimates and the publication of other news by any securities analysts who

follow the Company and its Group, or the Company and/or Group's failure to meet these estimates or the expectations of investors;

- the size of the Issuer's free-float;
- price and volume fluctuations in the trading of the Shares and in the overall stock market, including as a result of trends in the economy as a whole;
- new laws or regulations or new interpretations of existing laws or regulations applicable to the Group's business or industry, including data privacy, data protection, and information security;
- lawsuits threatened or filed against the Company and its Group;
- changes in the Company's Board of Directors or key management;
- other events or factors, including changes in general economic, industry, and market conditions, and trends, as well as any natural disasters, which may affect the Company and the Group's operations.

4.3.3 Risk related to increased costs following Listing of the Shares

As a listed company, the Issuer will be subject to rules and regulations that listed companies have to be in compliance with. In order to be compliant, the Issuer may need to establish certain procedures as well as adopt certain policies, which may result in significant compliance costs for the Issuer.

Such increased costs may adversely affect the Issuer's business, financial and economic positions and results of operations.

4.3.4 Risk of existing Shareholders selling their shares

Even if the majority of Shares are held by Mr. Enrico Danieleto, who is not bounded by any lock-up agreement and is not planning to sell them on the market, the sale of a substantial number of Shares by existing Shareholders in the public market could occur at any time. If Shareholders sell, or the market perceives that Shareholders intend to sell, substantial amounts of Shares in the public market following the Listing, the market price of Shares could decline.

4.3.5 Risk related to the issuance of new shares and to the acquisition of additional financing

The Company may seek to raise financing to fund future acquisitions or other growth opportunities by issuing additional equity or convertible equity securities. As part of its business strategy, the Company may acquire or make investments in companies, products or technologies and issue equity or convertible securities to pay for any such acquisition or investment.

Any such issuances of additional Shares may cause Shareholders to experience significant dilution of their ownership interests and the per-share value of Shares to decline.

The Company may also raise capital through equity financings in the future. Any additional capital raised through the sale of equity or convertible securities may dilute the then existing Shareholders' ownership in the Company and Shareholders could be asked in the future to approve the creation of new equity securities which could have rights, preferences and privileges superior to those of the holders of the Shares.

Conversely, capital raised through debt financing would require the Company (and the Group) to make periodic interest payments and may impose restrictive covenants on the conduct of the business. Furthermore, additional financings may not be available on terms favourable to the Company (and its

Group), or at all. A failure to obtain additional funding could prevent the Issuer from making expenditures that may be required to implement its growth strategy and grow or maintain its operations.

4.3.6 Risk related to the payment of dividends

The Company's ability to pay dividends on Shares may be restricted by the terms of any future debt incurred or preferred securities issued by the Company or law. Payments of future dividends, if any, may be proposed after taking into account various factors, including Aleph's business, financial conditions, results of operations, current and anticipated cash needs, plans for expansion and any legal or contractual limitation on the Company's ability to pay dividends. There can be no assurance that, in the future, the Company will be in a position to make dividend payments.

4.3.7 Risk related to majority Shareholders with significant influence

The Issuer is controlled by its majority Shareholder, Mr. Enrico Danieletto (who is also the Chief Executive Officer of the Issuer) holding no. 8,713,639 Shares, amounting to approximately 82.75% of the Issuer's share capital.

As a result, Mr. Danieletto can exercise a significant influence over certain matters to be resolved upon by General Meetings of Shareholders and, in any case, may exercise a significant influence by participating to the meetings of the Board of Directors.

In addition, the presence of a majority Shareholder may prevent or make it difficult for the Issuer to be acquired through a public take-over bid. The concentration of ownership may also be negative for other Shareholders, which may have interests different from those of the majority Shareholder.

4.3.8 Risk related to the status of Shareholder of the Issuer

Shareholders of the Issuer are subject to the general risk associated with such position (*i.e.* risk directly related to the performance of the Issuer, of the Issuer's Investees; residual claim on the Issuer's assets).

4.3.9 Risk related to the suitability of an investment in the Shares

Investments in the Shares may not be suitable for all recipients of this Information Document. Accordingly, investors are advised to consult an appropriate person authorised under FSMA, or its equivalent in another jurisdiction, before making their decision.

4.3.10 Tax risk

By purchasing and holding the Shares, investors should take their own tax advice as to the consequences of owning such Shares as well as receiving returns from them. In particular, investors should be aware that ownership of the Shares could be treated in different ways in different jurisdictions.

4.3.11 Changes in law adversely affecting the Shareholders

The Issuer is a company incorporated under the laws of England and Wales. The laws and regulations of England and Wales may be amended from time to time on matters affecting the rights of Shareholders or other circumstances regarding the Shareholder status.

5. INFORMATION ON THE ISSUER

5.1 HISTORY AND DEVELOPMENT OF THE ISSUER'S ACTIVITY

5.1.1 Company legal name

The Company's legal name is Aleph Finance Group PLC.

5.1.2 Company's business register, registration number and LEI Code

The Issuer is registered within the Companies House under no. 06469680.

The LEI Code of the Company is 2138003XT726JZK5HD07.

5.1.3 Company's legal form and date of incorporation

Aleph is currently a public limited company and was incorporated under the laws of England and Wales on 10 January 2008 as a limited liability company under the Companies Act 1985.

5.1.4 Registered office and contacts

Aleph's registered office is at 1st Floor, 12 Old Bond Street, London, W1S 4PW, United Kingdom. The Company's headquarters are located in London, at the above-mentioned address.

The contact details of the Company are the following:

- telephone no: +44 (0)208 175 9300;
- fax no: +44 (0)20 7900 6568 ;
- website: <https://www.alephgroup.io>;
- email address: info@alephgroup.io.

Please note that the information contained on the Issuer's website has not to be considered as part of this Information Document, unless otherwise provided herein.

5.1.5 Development of the Issuer's activity

History of the Company's

The Issuer was incorporated in 2008 with the legal name of Pairstech Limited and, until 2015, was dormant. As of 3 June 2015, Pairstech Limited changed its legal name to Pairstech CM Ltd and, as of 16 April 2018, Pairstech CM Ltd changed its name to Aleph Finance Group Ltd.

In March 2016, Aleph increased its interest in Pairstech (incorporated on 22 December 2007) in order to support its development.

In 2017, the reporting dates of Aleph have changed from 30 April to 31 December, in order to align them with those of its Investees.

During 2019, the Issuer issued (i) the Convertible Bonds 2020; (ii) the Convertible Bonds 2021; and (iii) the Non-Convertible Bonds. As of 27 March 2019, the Non-Convertible Bonds were admitted to trading on the Vienna MTF, a Multilateral Trading Facility operated by the Wiener Börse AG (the Vienna Stock Exchange).

By way of a written resolution of the Shareholders of the Issuer adopted on 18 July 2019, Aleph was transformed into a public limited company. On the same day, the Issuer executed a stock split with the

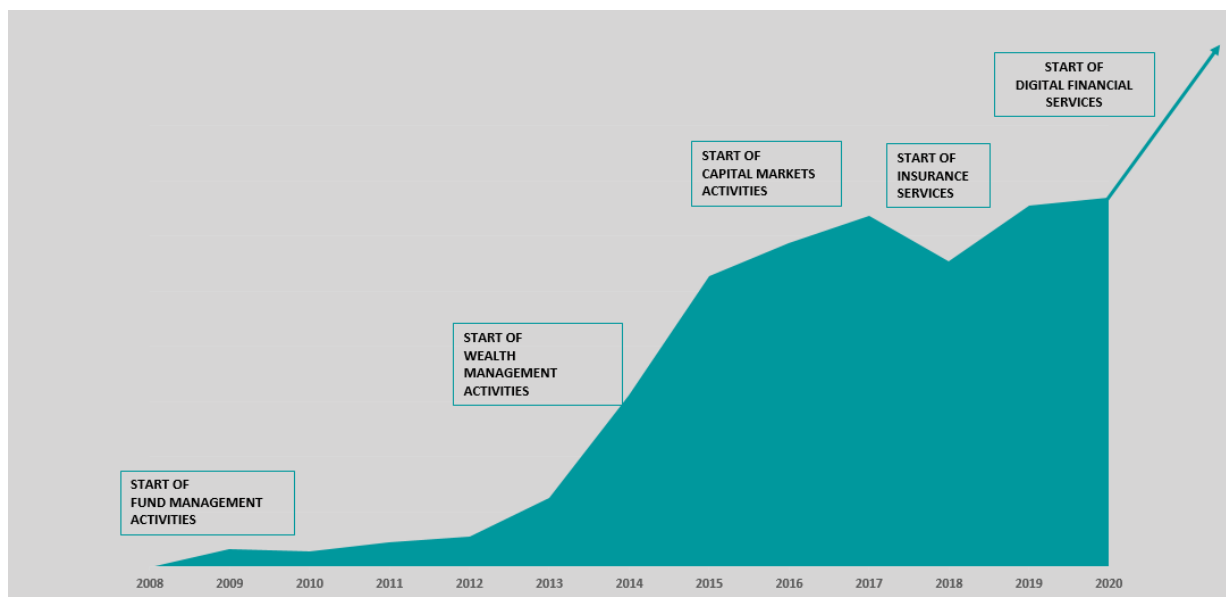
division of the previous no. 50,000 (fifty thousand) ordinary shares denominated in GBP having a nominal value of GBP 1 (one) each into no. 10,000,000.00 (ten million) ordinary Shares having a nominal value of GBP 0.005 (zero point zero zero five) each.

As better explained in Paragraph 13.1.4 (*Amount of convertible bonds, exchangeable bonds or bonds with warrants attached*) of this Information Document, on 23 October 2019, no. 1,101 (one thousand one hundred and one) Convertible Bonds 2020 previously issued have been converted into no. 529,477 (five hundred twenty-nine thousand four hundred seventy-seven) ordinary Shares, increasing the share capital from a nominal amount of Euro 50,000.00 (fifty thousand) to a nominal amount Euro 52,647.00 (fifty two thousand and six hundred forty seven).

Development of the Company's activities

Aleph Finance Group is a financial company headquartered in London, acting as holding company of its Group that is active in managing investments, providing advisory services and insurance solutions to high net worth individuals, family offices and companies throughout Europe.

The chart below shows the historical evolution of the Company and its Group's business and activities.



5.2 MAIN INVESTMENTS

5.2.1 Main investments made by the Issuer over the last two financial years

The Issuer is a holding company whose main asset is, as the date of this Information Document, an economic interest in Pairstech (see Paragraph 7.2.1 (*Pairstech*) below). Therefore, the Issuer's principal activities are (i) developing corporate strategy in favour of its Investees and (ii) managing equity stakes in other companies operating in the fund management, wealth management, capital markets, financial services, fintech and insurance industries. As a result of its role as a holding company, Aleph receives a stream of revenues, originated from different types of fees earned, by the different entities part of its Group, along the process of performing services and activities aimed at supporting clients in strategic planning, target scouting, deals origination and execution.

As better described in the following sections of this Information Document, Aleph holds the following equity/economic interests:

- (i) 89.5% (eighty nine point five per cent.) of Pairstech;
- (ii) 100% (one hundred per cent.) of the share capital of B Securitisation;
- (iii) 3.004% (three point zero zero four per cent.) of the share capital of Opstart;
- (iv) 5% (five per cent.) of the share capital of Fiduciaria Digitale;
- (v) 60% (sixty per cent.) of the share capital of Sofias;
- (vi) 100% (one hundred per cent.) of the share capital of BA Insurances;
- (viii) 21% (twenty one per cent.) of the share capital of Bridge Insurance Services.

5.2.2 Future investments

Currently, Aleph's management is committed on developing the investments carried out by the Company during the financial year ended on 31 December 2019 and, therefore, no new acquisitions are planned in the short-medium term. However, Aleph is always open to evaluate new investment opportunities both in asset management and insurance services industries.

Indeed, Aleph's strategy in the next following years is to evaluate the acquisition of:

- insurance-related companies in order to increase both the network (density and geography) and the product offering; and
- alternative investment companies with the aim to reach a total amount of approximately 1-1.5 Billions Euros AUM in order to: (i) consolidate its presence in the European market; and (ii) increase the turnover.

6. DESCRIPTION OF ACTIVITIES

6.1 RESUME

6.1.1 Introduction

As at the date of this Information Document, the Issuer is the holding company of its Group, which operates in both the asset management and insurance brokerage industries.

6.1.2 Mission, philosophy and value proposition

The Issuer's and its Group's mission is to develop an innovative and integrated "*insurwealth*" platform, both with on-line and traditional off-line services, able to provide investment, advisory and insurance solutions to its clients across Europe.

The 3 key strategic pillars of the Group's philosophy and business approach are as follows:

- *scouting of investment opportunities*: the Group is active in the scouting and selection process of international and innovative investment opportunities to be offered to existing and prospective clients;
- *value creation through a thorough risk-management approach*: the Group focuses on creating value for its clients, through a diligent and thorough risk management and risk mitigation approach;
- *monitoring and attention to changes*: the Group dedicates significant resources to the monitoring and analysis of market's trends and changes.

As better described in the following Paragraphs of the Information Document, the above described 3 pillars are heavily embedded in the strategic vision and in the business model of the Company and its Group.

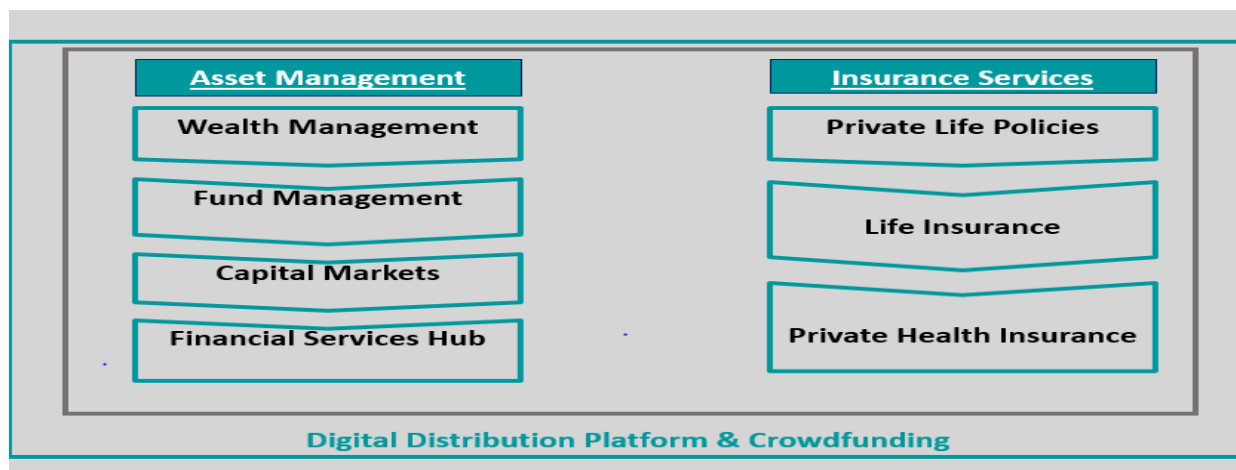
The Group's value proposition to its existing and prospective clients is based on the following 4 elements that will be analysed in the following Sections and Paragraphs of this Information Document.



6.1.3 Goods and Services

Introduction

Aleph and its Group are mainly active in the asset management and insurance brokerage industries. Each "business-line" is then divided into different sub-lines, making of Aleph and its Group a real pan-European financial player able to serve clients with a "360-degree" approach.



Geographical presence

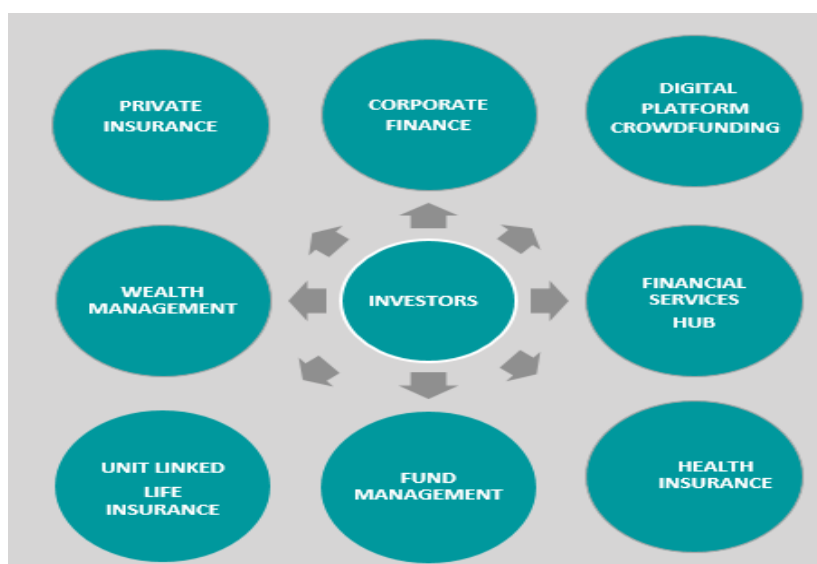
The Group provides its services mainly in the United Kingdom, Ireland, Switzerland, Italy, Spain and Luxembourg.

The chart below illustrates the presence of the Group's in the abovementioned different jurisdictions.



The geographical presence of the Group's companies is described in Paragraph 7.2 (*Subsidiaries and interests of the Issuer*) of this Information Document.

Areas of business and services offered



As anticipated above, the Group's business can be divided into 2 main "business lines": asset management services and insurance services.

Asset Management's business line

Aleph's main activities in this business line are: (i) the development of corporate strategy in favour of its Subsidiaries and Investees and (ii) the management of equity interests in other companies operating in the fund management, wealth management, capital markets and financial services industries.

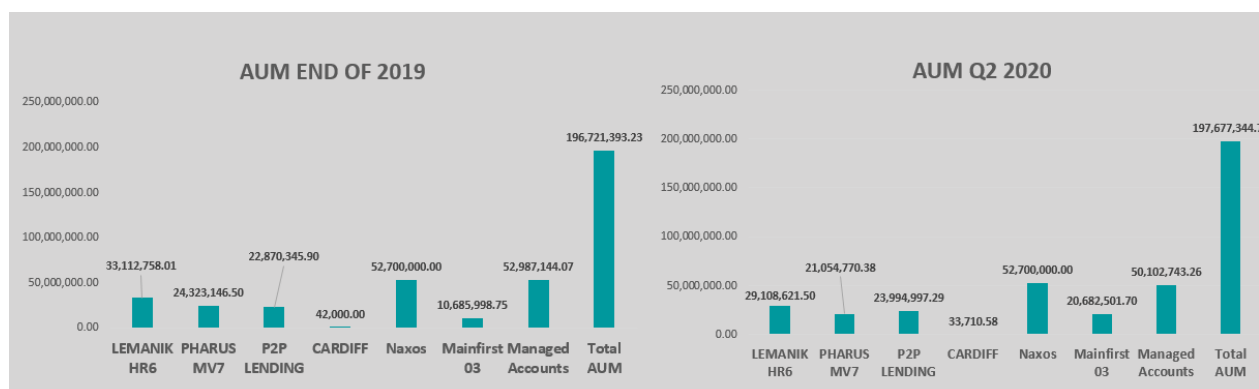
The activities falling within each sub-line can be described as follows.

Wealth Management	Fund Sub-Management	Capital Markets	Financial Services Hub
<ul style="list-style-type: none"> Managed Accounts Advisory Mandates Portfolio Allocation Risk Analysis 	<ul style="list-style-type: none"> UCITS Funds Alternative Funds Marketing and Placement Risk Management 	<ul style="list-style-type: none"> Corporate Finance Listing & Placement Investor Relations Services Club Deals Crowdfunding 	<ul style="list-style-type: none"> Regulatory umbrella Compliance Oversight Securitisation Vehicles, Certificates and Funds Setup

6.1.3.4 Wealth and Funds' management

The core business of the Group is represented by wealth management and funds' management.

The assets under management as at 31 December 2019 and 30 June 2020 are shown in the table below.



The relevant funds' details are reported in the table below:

Name	Type	Sub Type	Domicile	Set-up of the Fund	Open/Closed	Management Company
LEMANIK HR6	UCITS	-	LUX	10 YEARS	OPEN END	Lemanik S.A. Luxembourg
PHARUS MV7	UCITS	-	LUX	8 YEARS	OPEN END	Pharus S.A. Luxembourg
NAXOS SICAV SIF CAPITAL PLUS	AIF	SIF	LUX	2 YEARS	OPEN END	Naxos Scarl S.A.
CARDIFF	UCTIS		LUX	7 YEARS	OPEN END	Cardif Lux Vie SA

MAINFIRST O3	UCITS	-	LUX	2 YEARS	OPEN END	Mainfirst S.A. Luxembourg
P2P LENDING FUNDS	AIF	RAIF	LUX	2 YEARS	OPEN END	Adepa S.A. Luxembourg

a) Wealth management

The Group is active in the wealth management space through Pairstech.

The wealth management activities represent the first as well as the key and most relevant business of the Group.

The services falling within such sub-line represent a combination of active management (*i.e.* managed accounts and portfolio allocation) and advisory (*i.e.* advisory mandates and risk analysis) activities.

The Group has currently over 1,000.00 accounts opened and managed.

In this business sub-line, the Group has also established strong partnerships with leading credit and financial institutions in the different countries where the Group operates, providing to the Group and its clients custodian, depositary bank, execution, trading and settlement services.

Among the Group's main partners, there are Credit Suisse, Banca Zarattini & Co., Barclays, Société Générale, Coutts, Julius Baer, Banca Sella and Interactive Brokers.

b) Funds' Sub-Management

Funds' sub-management represents a key area for Aleph and its Group.

The Group is active in the fund sub-management industry through Pairstech.

The Group firstly operates as a delegated investment manager, both in relation to UCITS and Alternative Investment Funds, based on investment manager agreements entered into with leading European management companies. The Funds for which Pairstech operates as delegated investment manager are shown in the table above.

Such agreements – whilst, on the one hand, retain the ultimate liability and responsibility to the management companies (as a market standard practice) – on the other hand, attribute significant discretion and powers to the delegated investment manager (*i.e.* Pairstech) in the execution and monitoring of the investments as well as in the management of the relevant Funds (or compartments thereof).

Such structure allows clients to benefit from, (i) on the one hand, the infrastructure and services of fully regulated and well-respected management companies and (ii) on the other hand, be-spoke investment solutions offered by, and the specific expertise of, Pairstech's investment managers.

Among the management companies with which Pairstech has in place investment manager agreements, there are Lemanik Asset Management S.A., Pharus Management S.A., Cardif Lux Vie S.A. and Adepa Asset Management S.A.

Pairstech is also active in the distribution side, by marketing and placing UCITS and Alternative Investment Funds vis-à-vis its clients.

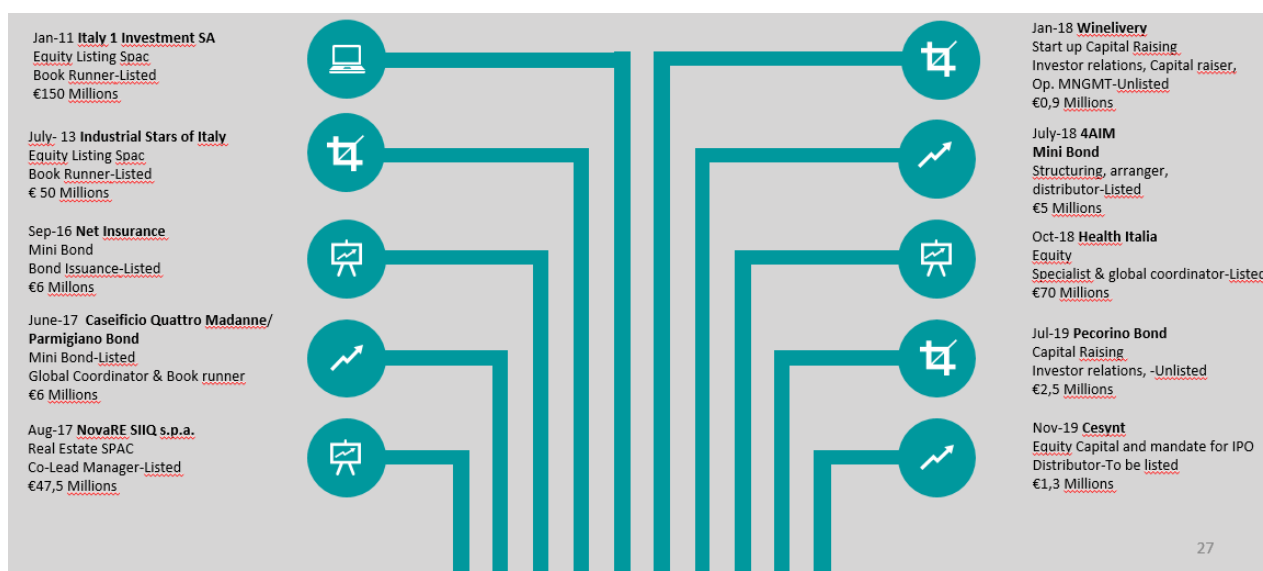
In particular, Pairstech has in place distribution agreements with the following products' manufacturers and management companies: Mikro Kapital, Lazard, Lyxor Asset Management and Nordea Asset Management.

6.1.3.5 Capital markets

Capital markets historically represent a core business for Aleph and its Group, both on the transactional as well as the advisory side.

The Group advises corporate clients on the entire transactional process, starting from the structuring activities of capital markets' deals (equity and debt) to the placing and listing phase thereof. The Group is active in the capital markets industry through Pairstech. In this regard, the Group's main target clients are European small-medium enterprises ("**SMEs**") wanting to diversify their funding sources and looking to dis-intermediate the traditional banking channel. In this space, Pairstech has gained a top-notch expertise and market recognition in the structuring and distribution of the so-called mini-bonds (*i.e.* debt securities issued by Italian SMEs), to be listed typically on the ExtraMOT Pro, a market segment managed and organised by the Italian Stock Exchange, or the Vienna MTF, a market of the Vienna Stock Exchange.

The chart below shows some of the most relevant capital markets deals carried out by Pairstech.



The chart below shows the relevant stock exchanges and markets on which Pairstech (and in turn the Group) has a consolidated expertise in relation to capital markets deals.



The Group, (through Pairstech), also provides investor relation services to SMEs that have listed on a regulated market or an MTF. Such services are of on-going and recurring nature, thus allowing the Group to develop and maintain consolidated and continuous business relationships with its clients. Moreover, in 2020, Pairstech has become a listing sponsor for the Euronext Stock Exchange. The accreditation of Pairstech as a listing sponsor aims to expand the Group's presence in the capital markets segment: the first listed company having Pairstech as a listing sponsor has been Cesynt Advanced Solution S.p.A., an Italian incorporated company listed on Euronext Access+ on 20 November 2020. Pairstech plans to increase its Sponsor activity significantly next year, after this first successful listing on Euronext. More recently, the Group (through Pairstech) has started to act in the club deals' business, both as originator and structurer as well as in the placement and marketing space.

Finally, through the acquisition of a minority equity stake in Opstart, the Group has also expanded its business scope to the crowdfunding industry, which represents a growing business opportunity in Italy and more generally in Europe.

6.1.3.6 Financial Services Hub

The Group also operates as a hub for financial services' solutions.

In this regard, a profitable part of the business is represented by the so-called appointed representative services offered by Pairstech to non-regulated entities intending to benefit from the regulatory umbrella and permissions of Pairstech to carry-out certain regulated activities in the United Kingdom.

Currently, Pairstech has 11 appointed representatives under its umbrella.

The appointed representatives' business requires compliance oversight's services that are carried out by the Group in favour of its appointed representatives.

Finally, another important part of the financial services business is represented by the so-called "special opportunities", such as the set-up and management of securitisation vehicles and/or compartments thereof through which securitisation transactions are executed and the structuring of certificates and other investment products.

6.1.3.7 Insurance's business line

The insurance brokerage business line is divided into the 3 following *sub*-lines.

Private Life Insurance	Unit Linked Life Insurance	Health Insurance
Combination of private banking services and asset management embedded within life insurance policies, satisfying the most sophisticated and complex needs with dedicated instruments	A product that combine insurance personal protection with underlying diversified funds portfolio, long terms investment with insurance and fiscal advantages	International medical private schemes protecting entrepreneurs and families related to short terms and long terms Health care needs.

The Group, through Sofias and Ba Insurances, markets and distributes insurance policies to retail and corporate customers. In particular: (i) Sofias distributes life assurance policies issued by NOVIS Poist'ovňa

a.s., an international insurance company based in Bratislava, and supplementary health care policies issued by RBM Assicurazione Salute S.p.A., an insurance company part of Intesa San Paolo group, a major Italian bank group; and (ii) BA Insurances distributes mandatory health policies in Switzerland issued by the principal insurance companies operating in the Swiss market.

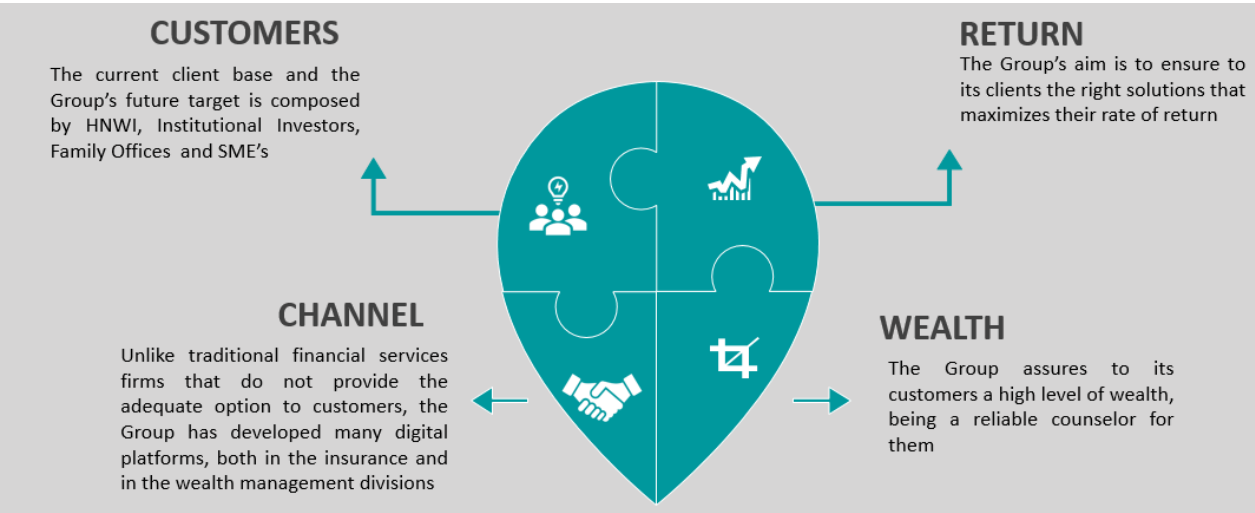
The Group's other main partners in the insurance brokerage business are Lombard International Assurance, Swiss Life, Met Life, SOGELIFE.

6.1.4 Customers' base and segments

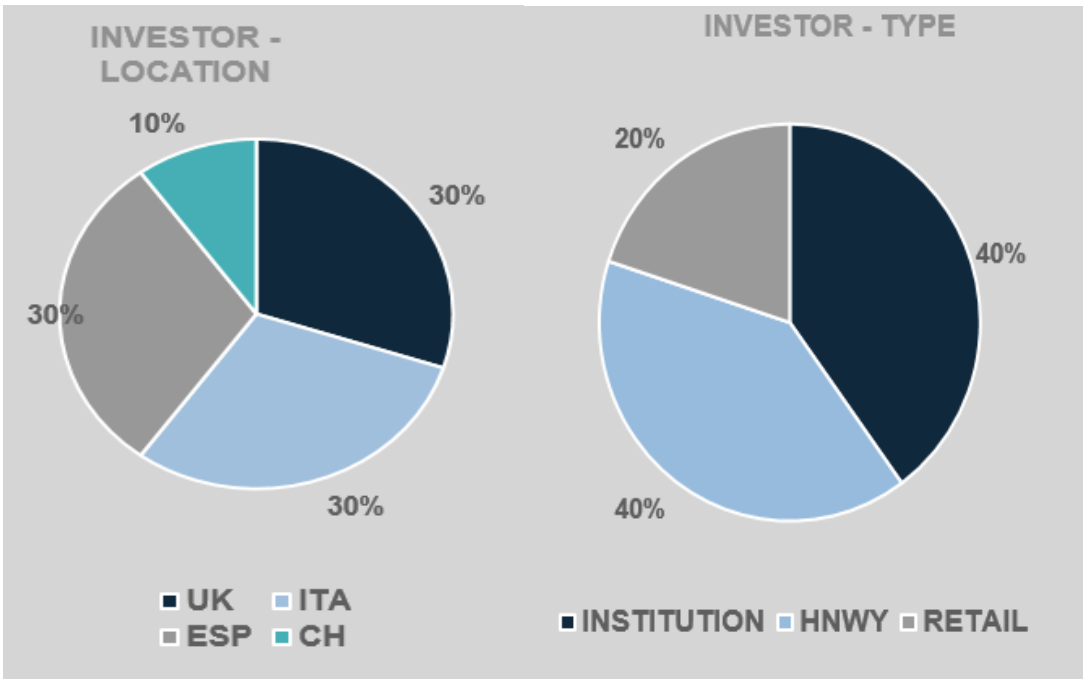
The chart below shows the Group's client base together with the Group's aim.

In particular, the Group focuses on the high-net worth individuals' space in relation to its management and insurance brokerage activities and on the European SMEs' area for its capital markets' business.

Therefore, the Group presents itself as a pan-European "*insurwealth*" mid-market platform.



The clients' distribution in terms of geographical area and type is illustrated in the graphs below.



6.1.5 Business Model

The business model's key pillars

The Group is active in the business lines described under Paragraphs 6.1.1 and 6.1.3 above.

The business model of the Issuer and its Group is based on the following key pillars:

- geographical presence in United Kingdom, Ireland, Switzerland, Italy, Spain and Luxembourg: the Group is able to offer seamless investment, asset management, insurance and advisory solutions to its clients in all the most relevant financial jurisdictions in Europe, either through the physical presence of regulated intermediaries/branches or on a freedom to provide services basis;
- technology and innovation: the Group strongly believes in the role and importance of technology applied to financial and insurance services. In this regard – through its Investees Opstart and Bridge Insurance Services – the Group is able to offer fintech and digital investment and insurance solutions and products to its clients;
- manufacturing and structuring capability: the Group does not only operate as a distributor of third-party products but has a strong capability to internally create and develop its own strategies and portfolios as well as to sub-manage funds thus offering bespoke investment solutions to its clients and offering full transparency about their investments;
- illiquid investments' capability and expertise: the Group has gained a strong expertise in illiquid products that are becoming more and more part of institutional and professional clients' portfolios, which often, in this period of low interest rate, look for alternative, attractive and high-yield solutions;
- advisory and regulatory services: the Group offers on-going and recurring advisory and regulatory services to SMEs, family offices and appointed representatives, thus ensuring a constant and stable flow of business;
- human capital: the Group boasts a group of highly-skilled professional with a good age-combination and with a focus on a specific industry and/or geographical area.

Distribution channels

In line with its business model, the Group employs a combination of traditional and digital distribution channels both in the asset management as well as insurance industries.

Traditional distribution channels

In particular, the Group's traditional distribution channel is represented by (i) "internal" full-time employed professionals or consultants as well as (ii) a team of "external" private bankers, financial advisors and insurance brokers that "promote" to high net worth individuals and professional clients the Group's investment solutions and services. With specific reference to the distribution of financial products, Pairstech has a network of over 100 private bankers and independent financial advisors positioned between the United Kingdom, Switzerland, Italy and Spain on top of full-time internal members who take care of the origination, distribution, marketing and placement activities. In the insurance division, the Group – through the brokerage companies located in Switzerland (BA Insurances) and in Italy (Sofias) – has a total of 10 full-time staffed people dedicated to the distribution of unit linked life insurance and health insurance products in addition to a network of around 30 external brokers located between Switzerland and Italy.

Digital distribution channels

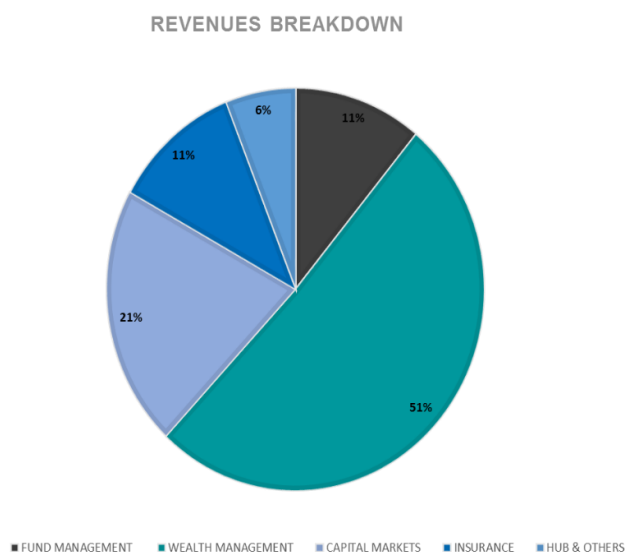
In 2019, in order to create a digital distribution strategy, Aleph made strategic investments into companies operating in the digital distribution of financial and insurance products.

In particular, with reference to the distribution of financial products, Aleph is a key strategic shareholder of Opstart, a CONSOB-duly authorised manager of a crowdfunding platform that in 2019 raised a total of Euro 6,000,000.00 in equity crowdfunding campaigns only. In 2020 – due to the recent legislative reforms that have been introduced in Italy to stimulate alternative funding channels – Opstart has started its expansion to other crowdfunding sectors, such as debt, real estate and crypto crowdfunding.

In the insurance division, in 2019, Aleph has invested in Bridge Insurance Services, the first digital insurance broker for life and long term care insurance products.

Revenues' breakdown

As indicated in the chart below referred to H1 2020, the vast majority of the Group's revenues is originated by the management business (funds and wealth management) with capital markets contributing for a relevant portion of the revenues. It means that the major part of the revenues are as of today coming from Pairstech and BA Insurances.



6.2 MAIN MARKET AND COMPETITIVE POSITIONING

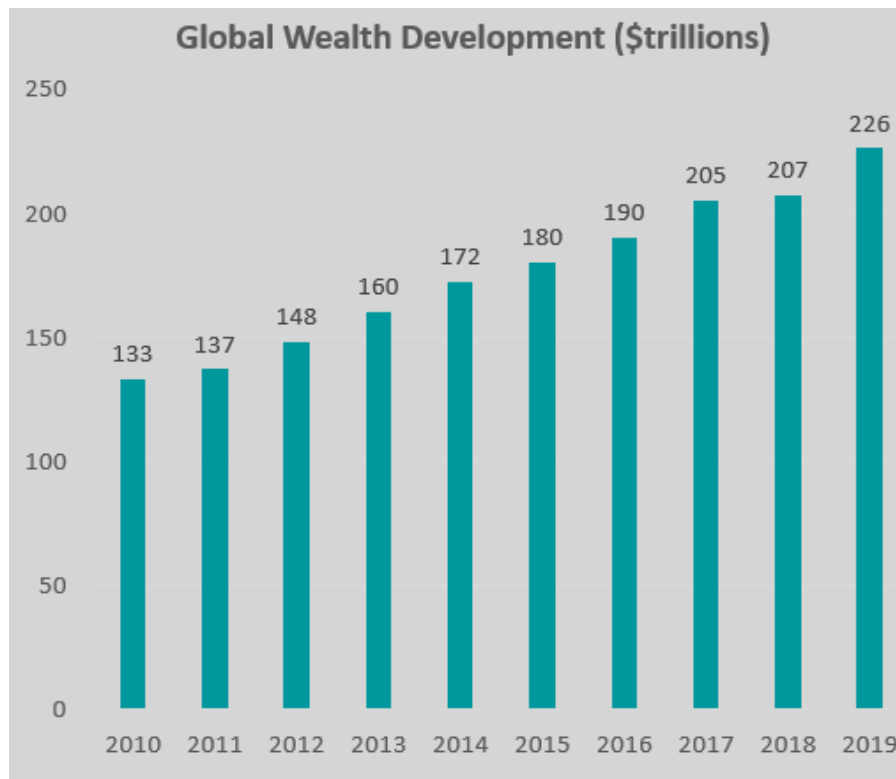
As described above, the Issuer and its Group are active in the following main markets:

- wealth and funds' management;
- capital markets;
- financial services;
- insurance.

6.2.1 The market

6.2.1.1. Wealth management

The wealth management industry has experienced a trend of continuous growth since 2010. That said, according to the "*Report of Wealth Management 2020*" published by Boston Consulting Group, in 2020 the wealth management industry worldwide is expected to fall to \$215 trillion and then to grow to \$265 trillion until 2024 (with a compounded annual growth rate of 3.2%).



After the COVID-19 crisis, wealth management services are expected to grow thanks to interaction, digital and tech-propension and a better value proposition.

6.2.1.2. Funds management

The market relating to the management of funds is in constant growth and can be divided into 2 sub-segments respectively relating to the management of (i) "harmonised" and "more traditional" European funds (*i.e.* UCITS funds) and (ii) alternative investment funds.

In 2019, the UCITS' market in Europe has reached EUR 386 billions in Asset Under Management (AUM) increasing more than 67% over the previous year¹.

In first half of 2020 and despite the COVID-19 sanitary emergency, the UCITS' market has recorded a further growth, reaching a record of EUR 10tnof AUM.

The alternative investment funds' industry – comprising private capital and hedge funds – is expected to reach \$14tn in assets under management by 2023, predicted to expand by 59% over the next 5 years (a compound annual growth rate of 8.0%).

Private equity funds are projected to grow by 58%, rising from their current assets under management of \$3.1tn to \$4.9tn, while hedge funds will post lower growth of 31% to rise from \$3.6tn to \$4.7tn in assets

¹ Source: Efema, Preqin.

under management. Private debt and real assets funds are also predicted to double their assets under management².

6.2.1.3. Capital markets

Due to the pandemic crisis, capital markets' activities have seen a strong decrease in the last months. In Europe, markets have grown but have not reached the same level that there was before March. Advisors think that the market will increase in the next months, but there is no guarantee³.

Even if the COVID-19 matter had a so important impact in the everyday life of financial markets, it has not caused problem in every sector. Technology, for example, has grown a lot both from an economic and financial point of view. In Europe, this growth has been observable and relevant. Other sectors, as the automotive one, suffered the strong impact of the crisis.

6.2.1.4. Insurance

The insurance market is in constant growth, with particular reference to the life insurance sector, which accounts for more than 60% of the whole insurance market in Europe. Other key lines are motor, health and property insurance⁴.

In 2018, the amount of total gross direct written premiums was equal to €1,311 billion. Another important data is the average spent for capita on insurance, which shows a great degree of confidence of investors: the average spend is more than €2000 *pro capita*.

In 2020, the global spread of COVID-19 has created major challenges around the world. Such global health and economic crisis had also an impact on insurance companies which are facing changes in the demand for insurance policies and claims experience.

Furthermore, according to the Organization for Economic Co-operation and Development Report, the COVID-19 outbreak has also had a knock-on effect on financial markets and this is likely to affect the investment performance of insurers in 2020. Indeed, given the high allocation of insurers' assets on bond investments, there may be potential losses on these portfolios as a slowing economy increases the risk of corporate bonds default. Insurers in other parts of the world are also likely to record poor investment performance in early 2020⁵.

6.2.2 Trends in the market

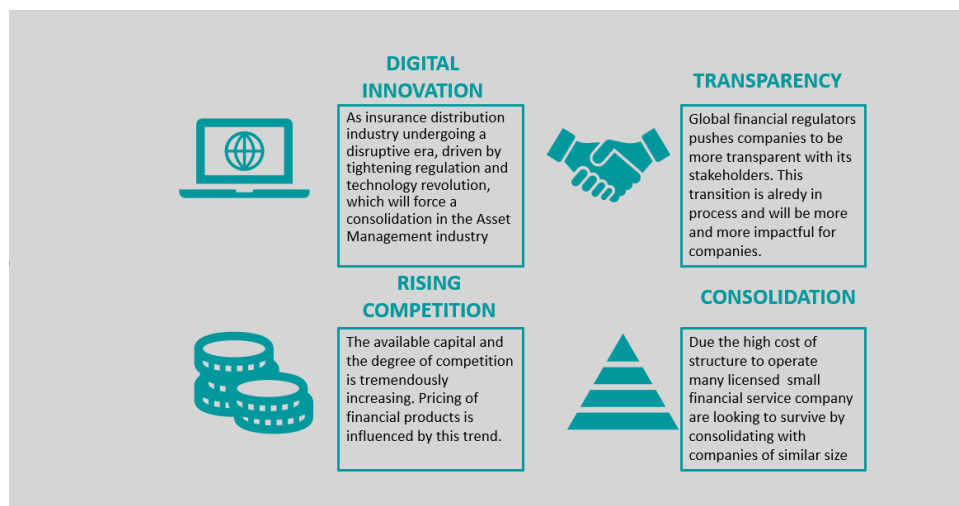
According to the Company's evaluation, the relevant future trends in the markets in which the Group operates are those reported in the chart below.

² Source: Efema, Preqin.

³ Source: "PwC Capital Markets 2020, Will it change for good?".

⁴ Source: Preqin Alternatives, 2020.

⁵ Source: OECD "Insurance Markets in Figures", 2020.



DIGITAL INNOVATION

Financial service industry is undergoing a disruptive era, driven by tightening regulation and technology revolution, which will force a revolutionary change in operations for many companies.

The impact of COVID-19 and its related restrictions to the ability to meet physically actual and prospect clients and other stakeholders, will revolutionise financial service industry methods of work.

That said, a conversion to digital services and disintermediation will be more exponential and disruptive than it was forecasted in the past.

Investments in fintech and insurtech B2C and B2B platforms will be a necessary consequence for many financial businesses. This will convert into reduction of operating cost of personnel and conversion of roles inside companies.

TRANSPARENCY

Global financial regulators pushes companies to be more transparent with its stakeholders and customers. Such transparency requirements will imply more compliance and administration costs for financial companies in order to serve their clients.

RISING COMPETITION

The available capital and the degree of competition is tremendously increasing. Pricing of financial products is influenced by this trend. In order to be able to compete, asset management services will need to provide added-value and tailor-made services and products to their clients at reduced cost. Instead, insurance companies will need to serve tailor-made insurance products on the basis of the specific needs required by the prospects.

CONSOLIDATION

Many licensed small financial service companies are looking to consolidate with companies of similar size in order to (i) reduce operational costs which are increasing and (ii) improve revenues and profitability by increasing the size of assets under management.

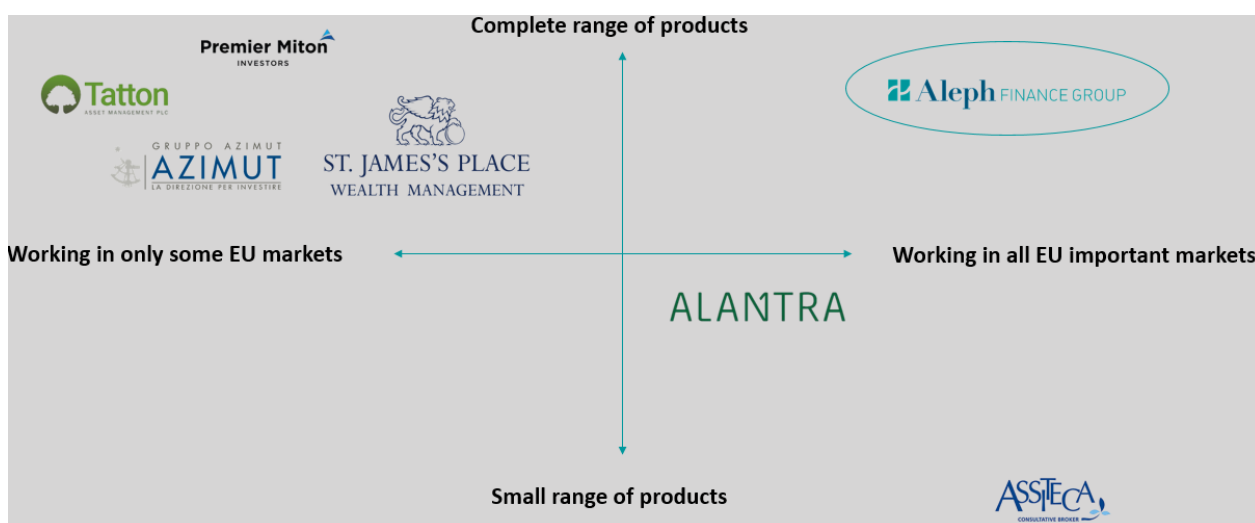
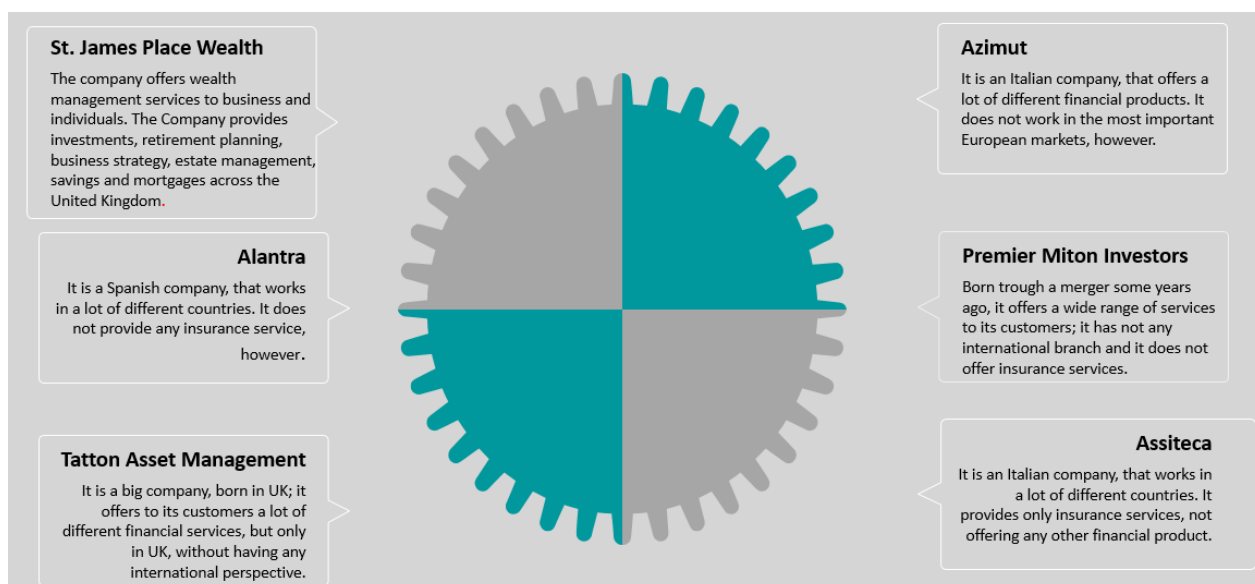
6.2.3 Comparative analysis and benchmarking of the market. Competitive positioning

The Group's mission is to develop an innovative and integrated "insurwealth" platform able to offer 360-degree solutions to existing and prospective clients.

The Issuer and the Group believe that their key strengths vis-à-vis the relevant competitors are as follows:

- pan-European reach: the Group is able to offer solutions, services and products to clients located or willing to invest in a variety of European jurisdictions;
- cross-sector capability: the Group is able to offer to clients both financial as well as insurance solutions, services and products;
- technology and digitalisation: on top of the "traditional" financial and insurance services, the Group can offer technology and digital solutions as well as services and products in the financial and insurance markets that are both easily accessible and highly sophisticated;
- experience and capability: the Group benefits from a team of experienced and highly-skilled professionals.

The 2 charts below indicate the main competitors of the Issuer and its Group and the relevant strengths and weaknesses.



The table below indicates the AUM and related profitability indexes of the main competitors:

Indexes	AON	AssiTeca	Alantra	Tatton Asset Management	River & Mercantile Group	Azimut Holding SPA	Man Group PLC	Impax Asset Management Group	Premier Miton Investors
AUM	\$100 bn	€700 Mln	€2.3bn	£6.6 bn	£39.8 bn	€50.8 bn	\$104.2 bn	£18.1 bn	£9.1 bn
EV/Rev (2019)	4,7	1,46	1,11	7,38	1,83	-4,45	1,54	5,64	2,18
EV/EBITDA (2019)	14,32	9,25	2,76	14,35	12,08	-10,98	3,92	26,41	7,44
P/E (2019)	21,15	12,67	10,6	20,33	15,18	6,71	8,79	32,3	13,66

6.3 EXCEPTIONAL EVENTS AFFECTING THE ISSUER'S BUSINESS OR THE MARKET IN WHICH IT OPERATES

COVID-19 sanitary emergency has heavily affected the financial and insurance industries, as a direct consequence of the negative effects on the "real economy".

Firms offering "traditional" financial services or focusing on retail and non-professional clients have suffered the most.

Conversely, firms (like Pairstech and the other Investees of the Group) operating with professional or institutional clients, offering alternative and more sophisticated investment solutions and services and/or employing digital or other IT solutions have been less affected and are expected to benefit from a quicker recovery.

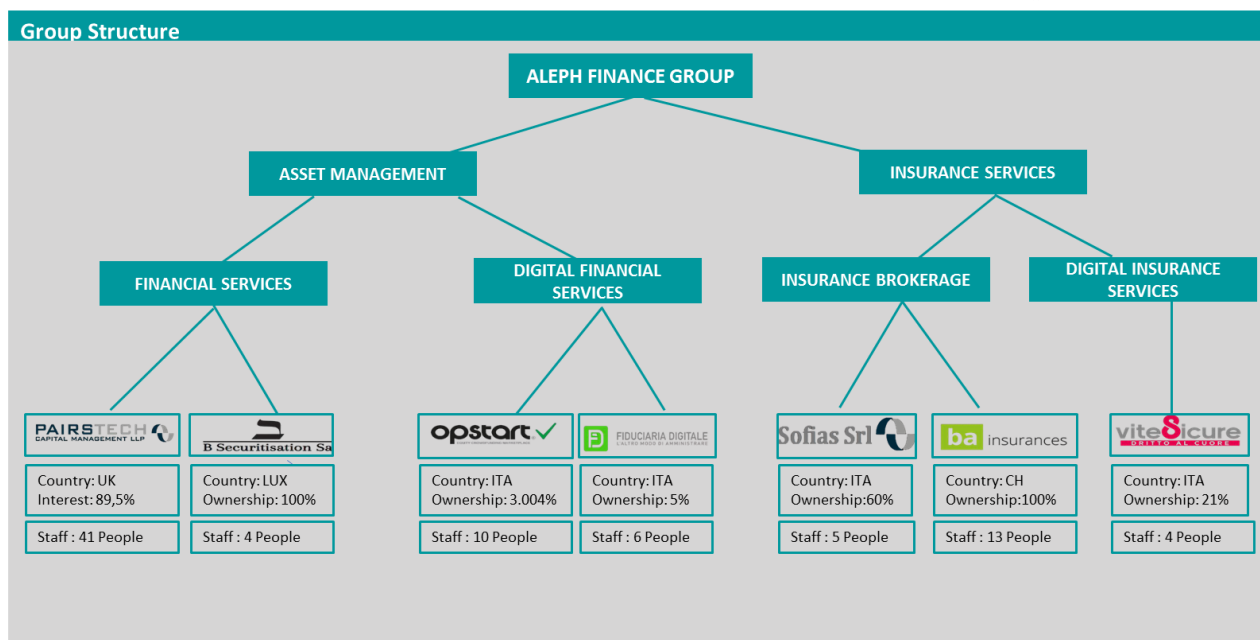
6.4 DEPENDENCE OF THE ISSUER ON PATENTS OR LICENCES, INDUSTRIAL, COMMERCIAL OR FINANCIAL CONTRACTS OR NEW MANUFACTURING PROCESSES

Pairstech (and in turn the Group) is heavily dependent on the ability to maintain its authorisation (authorization no. 477155) granted by the FCA to carry out its regulated activities. The conclusion above also applies to all the "regulated" Investees of the Group and namely Opstart, Fiduciaria Digitale, Sofias, BA Insurances and Bridge Insurance Services even if the impact on the Group's results are certainly less relevant.

7. GROUP STRUCTURE

7.1 DESCRIPTION OF THE GROUP TO WHICH THE ISSUER BELONGS

As at the date of this Information Document, the Issuer is the holding company of the Group, whose structure is described in the graph below:



For information concerning the composition of the Issuer's share capital, please refer to Paragraph 11.1 (*Main Shareholders*) of this Information Document.

7.2 SUBSIDIARIES AND INTERESTS OF THE ISSUER

7.2.1 Pairstech

Pairstech is a London-based investment management firm incorporated as a limited liability partnership in 2007 under the laws of England and Wales, registered within the Companies House under no. 0C333807.

Pairstech operates in the asset management and financial services' industries and is authorized and regulated by the FCA (authorization no. 477155) to carry out, *inter alia*, advisory and management activities of portfolios and collective investment vehicles.

More precisely, Pairstech is permitted to carry out the following services: (i) advising on investments (except on Pension Transfers and Pension Opt Outs); (ii) advising on P2P agreements; (iii) arranging (bringing about) deals in investments; (iv) dealing in investments as agent; (v) making arrangements with a view to transactions in investments; (vi) managing unauthorised alternative investment funds; (vii) managing investments.

Pairstech is pass-ported into several European Countries (*i.e.* Austria, Belgium, Bulgaria, Cyprus, France, Germany, Ireland, Italy, Luxembourg, Malta, the Netherlands, Poland, Portugal, Romania, and Spain). In all the above mentioned countries, except Malta, Pairstech may carry out the following investment services and/or ancillary activities: (a) reception and transmission of orders in relation to one or more financial

instruments; (b) portfolio management; (c) investment advice; (d) placing of financial instruments without a firm commitment basis; (e) investment research and financial analysis or other forms of general recommendation relating to transactions in financial instruments.

In Malta, Pairstech may only carry out the service of portfolio management. A branch of Pairstech has been established in Spain under the authorization of the CNMV (*Comision Nacional del Mercado de Valores*) in September 2015. Pairstech's Spanish branch carries out the following activities: (1) reception and transmission of orders in relation to one or more financial instruments; (2) execution of orders on behalf of clients; (3) portfolio management; and (4) investment advice.

As described under Section 6 (*Description of Activities*), Pairstech carries out management activities and financial services.

The limited liability partnership related to Pairstech is regulated by a limited liability partnership agreement, last amended on 15 June 2017.

Aleph is a general partner of the limited liability partnership and holds together with Mr. Danieleto – who is a general partner and a managing partner of Pairstech – an economic interest equal to 99.8% of the partnership (respectively, 89.5% Aleph and 10.3% Mr. Danieleto).

Pursuant to the limited liability partnership agreement, Aleph in its capacity as general partner, *inter alia*, (i) shall determine the annual budget of Pairstech; (ii) shall prepare the annual accounts of Pairstech; (iii) is entitled to appoint and/or remove the auditors; (iv) is entitled to be remunerated with the net profit of Pairstech according to its share of economic interest; and (v) may resolve upon the admission of a new partner.

Pairstech's executive team is composed as follows.

NAME, SURNAME AND NATIONALITY	POSITION	PLACE OF BIRTH	DATE OF BIRTH
WAHEED QUAISER UK CITIZEN	CHAIRMAN	GUJRANWALA(PK)	2 JANUARY 1956
ENRICO DANIELETTO ITALIAN CITIZEN	CHIEF EXECUTIVE OFFICER AND GENERAL PARTNER	PADOVA (IT)	14 SEPTEMBER 1966
ROSARIO CARLO RIZZO ITALIAN CITIZEN	PARTNER	ROME(IT)	13 DECEMBER 1967
MAURO GRANDINETTI ITALIAN CITIZEN	PARTNER	CERNUSCO SUL NAVIGLIO (IT)	18 OCTOBER 1978
MARC MIRANDA MILLOT FRENCH CITIZEN	DIRECTOR OF SPANISH BRANCH	SAN JOSE' (CRI)]	1 SEPTEMBER 1965

Please find below a short *curriculum vitae* of each member of Pairstech's executive team:

Waheed Quaiser – Chairman

From 2006 to 2010, he served as Managing Director and Partner of a corporate finance boutique. Mr. Quaiser has held numerous other senior management roles at HSBC and UBS. Notably, he was lead-founder and Director of IBB, the first Islamic retail bank authorized by the FCA. Also with regard to Islamic finance, Mr. Quaiser was responsible for the first dedicated Islamic Investment Banking Unit of a British bank from 1998 to 2001.

From 2011 to 2015, Mr. Quaiser served as President at Maxim Corporate Finance LLP, a corporate finance boutique acting as NOMAD of PLUS Markets Group UK and in 2016 he founded IPT Ltd. UK, an ethical card payment platform where he has been also Chairman until 2019.

Mr. Quaiser has served since 2018 as Chairman of Chapterhouse Capital LLP, a corporate finance boutique focused on all areas of corporate finance and M&A, of which he is also the founder.

Mr. Quaiser has been appointed as Chairman of Pairstech on June 25th 2020.

Enrico Danieletto – Chief Executive Officer

For more information on his background, see Paragraph 8.1.1 (*Board of Directors*) of this Information Document.

Rosario Carlo Rizzo – Partner

From 1999 to 2004, Mr Rizzo was in charge as Chief Executive Officer at Galileo Finance S.r.l.

From 2011 to 2014, he was CEO of Galileo Finance SIM and from 2013 to 2015 he served as Chairman of Ascocim (the Italian Association of Consultancy Investment Firms – SIM).

Mr Rizzo currently holds the position of London Fund Manager at Lemanik Flex Quantitative HR6.

Mauro Grandinetti – Executive Director

For more information on his background, see Paragraph 8.1.1 (*Board of Directors*).

Marc Miranda – Head of Spanish Branch

He started his career in 2007 and since then he has held various management and business development roles, including Director at Fleishman Hillard.

From 2007 to 2014, he was Regional Director for Business Development at MIG Bank, with responsibility on Americas, Southern Europe, LATAM and Anglo-Saxon markets.

Mr. Miranda founded in 2014 Osmosis Financial, an independent consultancy firm focussing on business development, trading technology and infrastructure optimisation. From 2014 to 2016, he served as Global Head of Business Development at Advanced Market Group (GFI, Macquarie Group).

In 2015, he was appointed as Head of FX Derivatives at Pairstech, as well as Director and Head of Pairstech's Spanish Branch.

7.2.2 Controlling stake in B Securitisation

Aleph currently holds a controlling interest equal to 100% (one hundred per cent.) of the share capital of B Securitisation, a company incorporated under the laws of the Grand Duchy of Luxembourg as a *société anonyme* on 14 September 2017.

The Issuer acquired B Securitisation's in 2019. The acquisition of B Securitisation fits in the diversification strategy of Aleph. Through the acquisition of B Securitisation, Aleph and Pairstech have access to a securitisation platform that can be used to create and issue securitised products.

B Securitisation is, in fact, a multi-compartment Luxembourg securitization vehicle within the meaning set forth by law of 22 March 2004 on securitisation of the Grand Duchy of Luxembourg ("**Luxembourg Securitisation Law**") and engages in the securitization of risks associated to any kinds of assets and may, in this context, enter into any kind of securitisation transactions.

Indeed, B Securitisation may: (i) assume risks, existing or future, relating to the holding of assets, whether movable or immovable, tangible or intangible, as well as risks resulting from the obligations assumed by third parties or relating to all or part of the activities of third parties, in one or more transactions or on a continuous basis; (ii) assume those risks by acquiring the assets, guaranteeing the obligations or by committing itself in any other way; (iii) transfer, to the extent permitted by law and the relevant articles of association, and dispose of the claims and other assets it holds, whether existing or future, in one or more transactions or on a continuous basis; (iv) acquire, dispose and invest in loans, stocks, bonds, debentures, obligations, advances, shares, warrants and other securities; (v) grant pledges, other guarantees or security interests of any kind to Luxembourg or foreign entities and enter into securities lending activity on an ancillary basis; (vi) issue (but not to the public) securities of any nature and in any currency, including bonds (including exchangeable or convertible securities), debentures, certificates, shares, beneficiary shares, warrants and any other kind of debt or equity securities under any form permitted by Luxembourg Securitisation Law; (vii) create one or several compartments in accordance with Luxembourg Securitisation Law and its articles of association; (viii) perform, if and to the extent permitted by, and compatible with, Luxembourg Securitisation Law, all legal, commercial, technical and financial investments or operations and in general, all transactions which are necessary or useful to fulfil and develop its purpose, as well as, all operations connected directly or indirectly to facilitating the accomplishment of its purpose in all areas described above.

The core business of B Securitisation's is the conversion of credits, or other assets not easily marketable into financial products represented by negotiable securities, which can be placed on the markets, through their sale to specialized entities. In essence, through a securitisation, an originator company transfers a pool of financial assets to a specialized entity that re-packages and presents them to the market in the form of securities with return and risk characteristics consistent with the prevailing conditions of the market itself, and therefore places them with investors. Once the asset to be securitised has been identified, the securitisation process continues with the identification of the special purpose vehicle (SPV), *i.e.*, the specialized entity that becomes the owner of the asset and issues the securities in order to guarantee the complete independence of the assets to be securitized from the assets and events affecting the originator.

The main securitisations promoted by B Securitisation are listed below:

1. Agritech

"EUR 3,000,000 Zero Coupon Notes due 31/07/2025", issued on behalf of its fully segregated compartment Agritech;

2. Agritech 1

"Euro 10,000,000.00 Fixed Interest Notes", with maturity date on 12 December 2020, issued on behalf of its fully segregated compartment Agritech 1;

3. CSI Healthcare

"EUR 10,000,000 Fixed Interest Notes", with maturity date on 1st September 2037 issued on behalf of its fully segregated compartment CSI Healthcare;

4. Luna Park

"EUR 200,005,000 5% FIXED COUPON BONDS DUE 30/11/2023" (ISIN: XS1918066116), issued on behalf of its fully segregated compartment Luna Park;

5. B-1

Class A bonds at a nominal value of Euro 5.000.000,00 and Class B bonds at nominal value of Euro 200,000.00, issued on behalf of its segregated compartment B-1;

6. WL ONE

"EUR 6,600,000.00 Fixed Interest Notes", with maturity date on 31 January 2020, issued on behalf of its fully segregated compartment WL ONE. The following compartment has been reimbursed and therefore is getting closed.

7.2.3 Controlling stake in Sofias

Aleph currently holds a controlling interest equal to 60% (sixty per cent.) of the corporate capital of Sofias.

Sofias offers tailor-made solutions for clients, professional operators and associations, together with risk management consulting services.

Moreover, Sofias supports the operating companies of the Group, in particular Bridge Insurance Services and Pairstech, in providing a range of insurance and risk management services to their clients in the financial services sector.

Sofias' team, composed of senior partners with years of experience at high level in different sectors of the insurance world, has developed a range of services and collaborations with prestigious international realities, mainly in the English market, to assist clients by offering integrated insurance, reinsurance and financial solutions usually available only for large clients. To support this offer of services and solutions,

7.2.4 Controlling stake in BA Insurances

Aleph currently holds a controlling interest equal to 100% (one hundred per cent.) of the share capital of BA Insurances.

BA Insurances is a Swiss fully licensed insurance broker that operates in the Swiss health and life insurance market. BA Insurances covers all lines of health insurance from basic national scheme to the 3rd pillar, with agreements with all major insurers licenced in Switzerland. BA Insurances plans an expansion in 2020, whose aim is to position the company in the top 10 players in the country in a short-term period. BA Insurances has a head office in Luzern, and 3 (three) regional offices in Neuenhof, Sion, and Lugano.

7.2.5 Minority stake in Opstart

Aleph holds a minority interest equal to 3.004% (three point zero zero four per cent.) in Opstart's corporate capital.

Opstart is an Italian company incorporated under the laws of the Republic of Italy as a limited liability company (*società a responsabilità limitata*) in 2016, whose business purpose is to manage a crowdfunding portal with the aim of introducing new solutions to provide capital to the real economy and offering alternative and diversified investment opportunities for investors, through the use of the most advanced Fintech technologies.

Opstart is registered within the register established pursuant to Article 50-*quinquies* of Italian Legislative Decree no. 58/1998 and CONSOB Regulation on Online Crowdfunding Platforms, kept by CONSOB.

Opstart responds to the real economy's need to attract financial resources, especially for companies with an high innovative and financial value and a great growth potential.

The use of the banking channel and own resources today is no longer sufficient to support long term business development. Furthermore, specific projects often require additional resources that cannot be easily founded on traditional channels.

Opstart's customers are companies with high growth and scalability potential, on one hand, and new generations of investors, on the other hand, who are looking for alternative financial instruments and are strongly inclined to consider investment opportunities that did not exist for "retail" investors in the past (investment in innovative start-ups, SMEs, etc.).

Opstart's contribution to, and relevance for, the results and operations of Aleph is still very limited considering that Opstart is a start-up, but the rationale of the acquisition is to exploit synergies and collaborations between Opstart and Aleph for the development of crowdfunding platforms active in the fields of equity, debt, real estate and crypto activities.

7.2.6 Minority stake in Fiduciaria Digitale

Aleph currently holds an interest equal to 5% (five per cent.) of the corporate capital of Fiduciaria Digitale.

Fiduciaria Digitale is a trust company (*società fiduciaria*) registered within the Register of Trust and Auditing Companies (*Registro delle Società fiduciarie e di revisione*) held by the Italian Ministry of Economic Development. Combining technology and the expertise of its team, Fiduciaria Digitale offers to its clients a constant monitoring for their investments and solutions to improve tax efficiency. Through a digital platform and highly innovative systems, Fiduciaria Digitale allows its clients to sign fiduciary mandates and orders remotely, directly from the smartphone, and retrieve all documentation in a secure and fast way.

The company administers the assets and values on behalf of its customers, according to the instructions given by them, combining digitized processes with confidentiality, competence and professionalism.

7.2.7 Minority stake in Bridge Insurance Services

Aleph currently holds an interest equal to 21% (twenty one per cent.) of the corporate capital of Bridge Insurance Services, an Italian licenced insurance company, whose commercial brand is ViteSicure.

Bridge Insurance Services is an Italian start up operating in the insurance sector and focused on the high net worth individuals segment.

Bridge Insurance Services is also the first Italian "insurtech" company dedicated to the life insurance market. The company is active on the insurance market with an offering of very simple products, designed for online sales and reinsured with RGA (Reinsurance Group of America), the largest life reinsurance company in the world. Bridge Insurance Services operates with an innovative marketing approach, which is totally based on the "Growth Hacking" techniques, constituting the first case in which these techniques are used for the insurance sales in Italy.

Its contribution to, and relevance for, the results and operations of Aleph is still very limited; nonetheless, its acquisition fits in Aleph's diversification strategy, which intends to operate as the holding company of several subsidiaries or affiliated companies, active in different field of the financial, insurance and capital markets areas.

8. ADMINISTRATION, MANAGEMENT AND SUPERVISION OF THE ISSUER

8.1 CORPORATE BODIES AND KEY MANAGEMENT PEOPLE

8.1.1 Board of Directors

As at the date of this Information Document, the Issuer is managed by a Board of Directors composed of 4 (four) Directors, appointed by way of Board resolution adopted on 17 October 2019.

Directors shall remain in office until the date of the first annual general meeting of the Issuer following their appointment and may offer themselves for reappointment by the Shareholders.

NAME, SURNAME AND NATIONALITY	POSITION	DATE OF BIRTH	FIRST APPOINTMENT
RALPH CAMERON SNEDDEN BRITISH CITIZEN	CHAIRMAN AND NON-EXECUTIVE DIRECTOR	6 DECEMBER 1947	17 OCTOBER 2019
ENRICO DANIELETTO ITALIAN CITIZEN	DIRECTOR - CHIEF EXECUTIVE OFFICER	14 SEPTEMBER 1966	10 JANUARY 2008
ANDREA SPRIZZI ITALIAN CITIZEN	DIRECTOR – CHIEF FINANCIAL OFFICER	13 APRIL 1969	30 MARCH 2018
MAURO GRANDINETTI ITALIAN CITIZEN	EXECUTIVE DIRECTOR	18 OCTOBER 1978	18 JULY 2019

The Board of Directors, on 8 August 2019, appointed Ms Gergana Atanasova Ivanova as Secretary.

Please find below a short *curriculum vitae* of each Director:

Ralph Cameron Snedden – Chairman

Mr. Snedden has over than 40 years of international experience in the insurance sector, having worked in Paris, Brussels and London. Moreover, he has over than 10 years of consulting experience on behalf of many large international organisations and he has managed large teams as CEO. During his career, Mr. Snedden also chaired many Boards of Directors focusing his activity on expansion and profitable development.

He has spent over than 6 years working with the Euler Group, where he was responsible of the business development group at Euler Hermes and chief executive of Euler Hermes International.

In 2004, Mr. Snedden set up his own consultancy firm, Eurinsure, which is still active.

As at the date of this Information Document, Mr. Snedden also holds the following positions in other companies:

- non-executive Chairman at Markel International Ltd.;
- non-executive Director at Dual International Ltd.;
- non-executive Chairman at Dual Corporate Risks Ltd.;
- Chairman at AIM Insurance Brokers Ltd.; and
- non-Executive Director and Chairman of the Audit Committee at BMCE Bank International and Chairman at Eurinsure Ltd.

Mr. Snedden was appointed as Chairman and Non-Executive Director of the Issuer on 17 October 2019.

Enrico Danieletto – Director and Chief Executive Officer

Mr. Danieletto holds a Bachelor Degree in Electronic Engineering from the University of Padova.

Mr. Danieletto is the founder and Chief Executive Officer of Pairstech and Aleph. He started his career at Banksiel in Milan (in 2000) and, prior to Pairstech, he was Fund Manager at DD Capital Management Ltd and was responsible for implementing the investment strategies. Under his direction, the assets under management have grown from 5 million dollars to 300 million dollars, maintaining the same performance track-record and risk-reward profile.

Before this experience, he also worked for Gestielle Asset Management, Ras Asset Management, Fideuram Capital and for Allianz Asset Management in Munich.

He was appointed as Director of the Issuer on 10 January 2008.

Andrea Sprizzi – Director and Chief Financial Officer

Mr. Sprizzi holds an MBA from the LUISS Business School of Rome.

Mr. Sprizzi is the Chief Financial Officer of Pairstech.

Previously, he has worked as Administrative Director at T&B S.r.l. and Arredo Veneto S.r.l., as Financial Project Manager at InnovaBiC S.p.A., as HR Manager at Thesauron.com and as General Manager at AMP Group.

He was appointed as a Director on 30 March 2018.

Mauro Grandinetti – Executive Director

Mr. Grandinetti holds a master's degree in Engineering from both the Politecnico of Milano and the Ecole Centrale Paris.

Previously, he has worked as Chief Investment Officer for a private Single Family Office and as Executive Director at J.P. Morgan Investment Banking Division (from 2005 to 2017).

He was appointed as a Director on 17 July 2019.

Responsibilities

Pursuant to Clause 6 of the Articles of Association, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

Compensation and benefits

The members of the Board of Directors do not receive any compensation for their role. Mr. Andrea Sprizzi, the Chief Financial Officer of the Group, has a consultancy agreement with Aleph and Pairstech.

8.1.2 Supervisory Body

The Company is not required by mandatory provisions of English and Wales law to appoint a Supervisory Body.

8.1.3 Key management people

As at the date of this Information Document, in addition to the members of the Board of Directors, the principal executives of the Issuer are the following:

Mirabela Mocanu – Chief Operating Officer

Ms. Mocanu holds a master's degree in Economics from the University of Turin.

Before joining Pairstech, Ms. Mocanu provided project management and fund management support for Advam Partners SGR S.p.A., an Italian asset management company specialized in mutual funds, asset management and financial investment advice. She has extensive experience as operations executive, having worked for Santander Consumer Bank S.p.A. and Compass Banca S.p.A.

She has been appointed as Chief Operating Officer of the Company on 1st April 2019

8.1.4 Founding partners

Mr. Enrico Danieletto is the founder of the Issuer. For more information on his background, see Paragraph 8.1.1 (*Board of Directors*) above.

8.1.5 Relationship between the persons referred to in the preceding paragraphs

As at the date of the Information Document, there are no relationships between the main executives and the members of the Board of Directors of the Issuer.

8.2 CONFLICTS OF INTEREST OF THE MEMBERS OF THE BOARD OF DIRECTORS, AND KEY MANAGEMENT PEOPLE

To the best of the Issuer's knowledge, with the exception of the information mentioned below, as at the date of this Information Document, none of the members of the Board of Directors or the Issuer's key management is aware of any conflict of interest regarding their respective duties to the Issuer and their private interests and/or other obligations.

However, it is not excluded that the following circumstances may give rise to conflicts of interest:

- Enrico Danieletto holds 82.75% of the Issuer's share capital and is the Chief Executive Officer thereof;
- Enrico Danieletto holds an interest equal to 10.3% of Pairstech and is a General Partner and the Chief Executive Officer thereof;
- Mauro Grandinetti holds, indirectly, an interest equal to 0.10% of Pairstech and is a Director thereof.

9. BOARD OF DIRECTORS PRACTICES

9.1 EXPIRY TERM OF THE OFFICE

Pursuant to Clause 21 of the Article of Association, at the first general annual meeting, all Directors must retire from office and may offer themselves for reappointment by the members.

9.2 INFORMATION RELATING TO EMPLOYMENT CONTRACTS ENTERED INTO BY MEMBERS OF THE ADMINISTRATIVE, MANAGEMENT OR SUPERVISORY BODIES WITH THE ISSUER OR ITS SUBSIDIARIES PROVIDING FOR SEVERANCE PAYMENTS

As at the date of this Information Document, no employment contracts have been entered into between the members of the administrative, management or supervisory bodies with the Issuer providing for severance payments.

9.3 DECLARATION OF COMPLIANCE BY THE ISSUER WITH THE PROVISIONS IN FORCE IN THE COUNTRY IN WHICH IT OPERATES WITH REGARD TO CORPORATE GOVERNANCE

As stated by Euronext Access Rule Book, being Euronext Access+ a Multilateral Trading Facility, the Issuer is not required to apply the corporate governance requirements that are applicable to companies admitted to trading on a Regulated Market.

Therefore, the Issuer is not required to comply with the Corporate Governance Code.

However, the Directors are committed to maintain high standards of corporate governance, and propose, so far as is practicable given the Issuer's size and nature, to comply with the Corporate Governance Code.

Following the Technical Admission, due to the size and nature of the Issuer, audit and risk management issues will be addressed by the Directors as a whole, rather than by separate committees. As the Issuer develops, the Board of Directors will consider establishing separate audit and risk management committees and will consider developing further policies and procedures, which reflect the principles of good governance.

The Issuer has adopted a share dealing code for dealings in securities of the Issuer by the Directors and Persons Discharging Managerial Responsibility which is deemed by the Company's management as appropriate for a company whose shares are to be listed on the Euronext Access+.

This constitutes the Issuer's share dealing policy for the purpose of compliance with UK and EU legislation, including the Market Abuse Regulation. It should be noted that the insider dealing legislation set out in the Criminal Justice Act 1993, as well as provisions relating to MAR, shall apply to the Issuer, also considering that the Non-Convertible Bonds are listed on the Vienna MTF, a Multilateral Trading Facility operated by the Wiener Börse AG (the Vienna Stock Exchange).

The Issuer has implemented an anti-bribery and corruption policy and has also implemented appropriate procedures to ensure that the Directors, employees and consultants comply with the Bribery Act 2010.

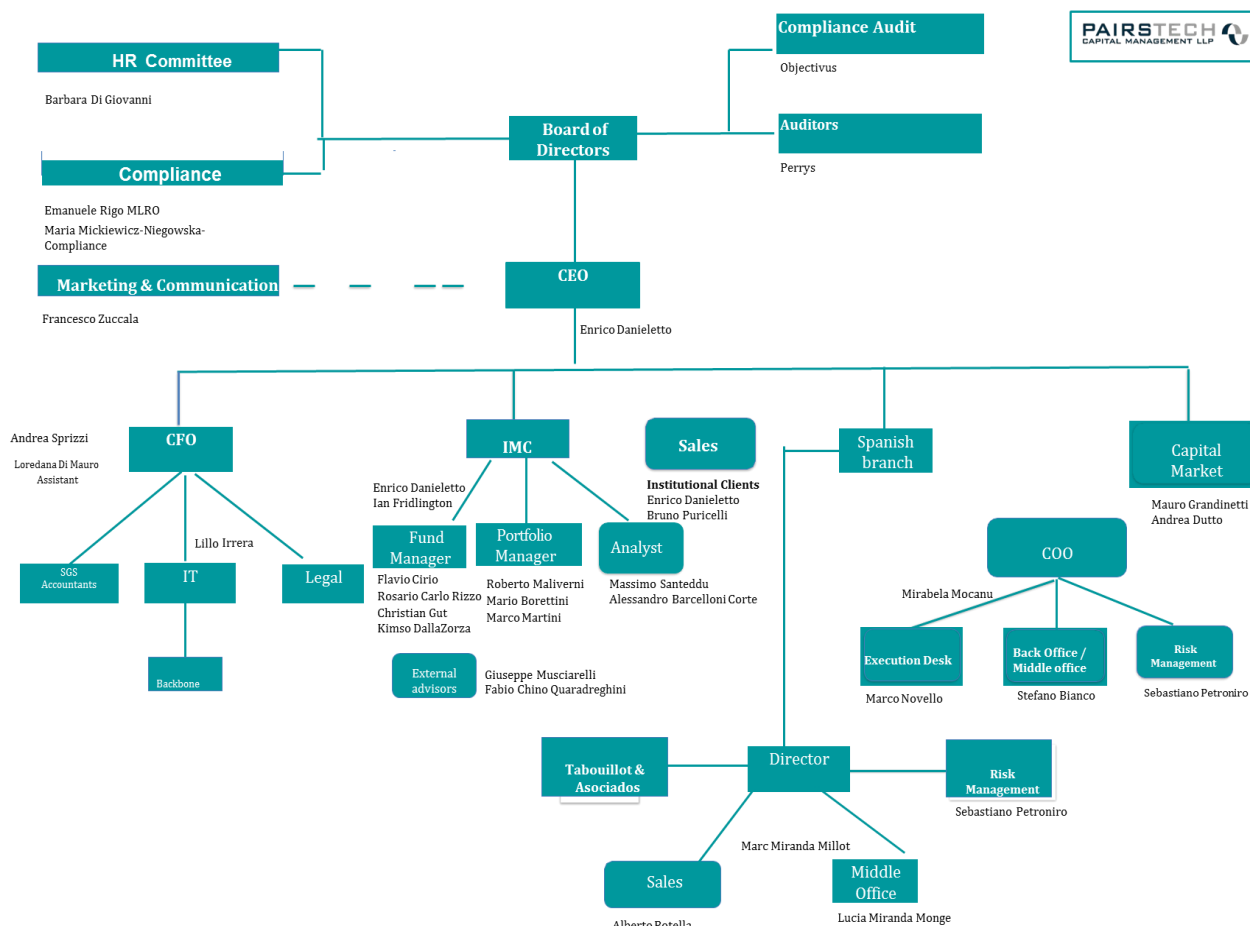
Finally, the Directors have established financial controls and reporting procedures which are considered by the Company's management appropriate given the size and structure of the Issuer.

10. EMPLOYEES

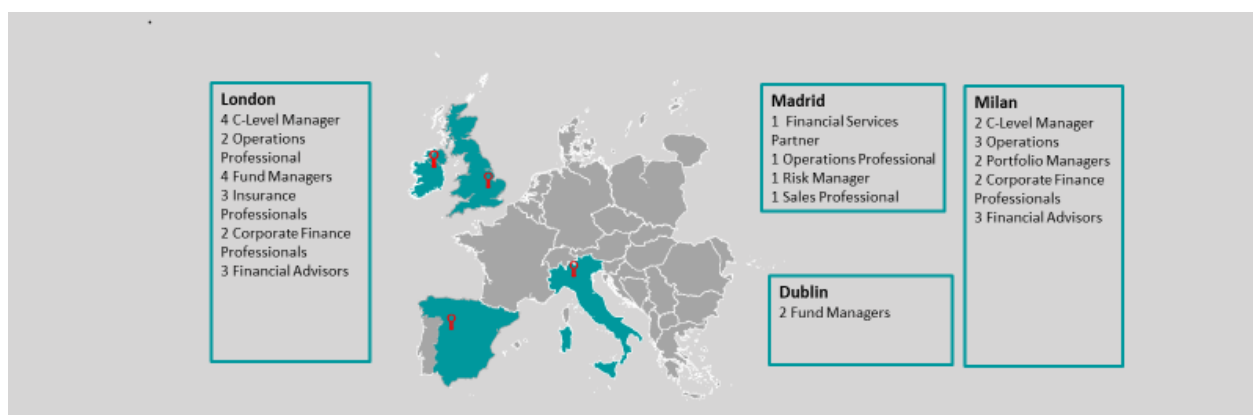
10.1 EMPLOYEES

As of the date of this Information Document, the Group's staff is composed of no. 83 (eighty-three) people of which no. 41 (forty one) assigned to Pairstech.

In this regard, the chart below represents Pairstech's organizational structure:



The slide below represents Pairstech's staff localisation and the respective roles:



Due to the uncertainty created by the COVID-19 crisis, Aleph is currently not considering to increase its staff. However, should new acquisitions being performed in the future, Aleph's management will, alternatively, evaluate, the hiring of new professionals in order to manage the new businesses or the

integration of the staff of the acquired companies into the Group's team. New hiring would be eventually financed by means of equity to be collected on the equity stock market or by issuing and placing additional bonds related to the Non-Convertible Bond.

10.2 SHAREHOLDINGS AND STOCK OPTIONS PLANS

10.2.1 Board of Directors

With the exception of Mr. Enrico Danieleto (for a better description of the shareholding structure of the Issuer see Paragraph 11.1 (*Main Shareholders*) of this Information Document), no member of the Board of Directors or key management personnel holds, directly or indirectly, an interest in the Issuer's share capital.

Mr. Ralph Snedden has been granted with the assignment of no. 45,000 (forty five thousand) Shares for each year of duration of his office as Chairman of the Company.

10.2.2 Supervisory Body

As anticipated in Paragraph 8.1.2 (*Supervisory Body*) of this Information Document, the Company is not required by mandatory provisions of English and Wales law to appoint a Supervisory Body.

10.2.3 Key executives

As at the date of this Information Document, none of the executives of the Company holds an equity interest in the share capital of the Company or option rights to acquire or subscribe for shares issued by the Company.

10.3 DESCRIPTION OF ANY AGREEMENT FOR THE PARTICIPATION OF EMPLOYEES IN THE ISSUER'S CAPITAL

Except as described in Paragraph 10.2.1 (*Board of Directors*) above, as at the date of this Information Document, there are no agreements or Articles of Association's provisions or Company's resolutions providing for employees' participation schemes in the share capital or profits of the Issuer

10.4 FEES AND OTHER BENEFITS

Not applicable.

11. MAIN SHAREHOLDERS

11.1 MAIN SHAREHOLDERS

The table below represents the shareholding structure of the Issuer:

SHAREHOLDER	NUMBER OF SHARES	% OF THE SHARE CAPITAL AND VOTING RIGHTS
ENRICO DANIELETTO	8,713,639	82,75%
WEALTHPRO LTD	991,200	9,41%
ANTHONY LAURIA ROSARIO	88,969	0,84%
CLELIA FARINOLA	72,137	0,69%
GIOVANPAOLO ARIOLDI	66,291	0,63%
ALESSANDRO ARIOLDI	66,290	0,63%
ANDREA CANTÙ	66,290	0,63%
DIEGO ZANCHI	66,290	0,63%
ANTONIO MASTROIANNI	48,091	0,46%
ANTONIO SOTTILE	48,091	0,46%
ROSA DI STEFANO	48,091	0,46%
SONIA ANSELMO	38,473	0,37%
LUCA RAFFAELE ADDAMO	36,068	0,34%
ROBERTO ZAMBELLI	30,000	0,28%
ROSETTA SORBELLO	28,854	0,27%
MARIA VITTORIA BRUSCOLI	20,679	0,20%
ANGELA MARIA IANNELLI	16,831	0,16%
GIUSEPPE SANT'ANTONIO	16,831	0,16%
BIAGIO CAMPISI	12,503	0,12%
CARMELA FUGAZZOTTO	9,618	0,09%
THEO SCACCHI	9,618	0,09%
GIUSEPPE LOMBARDO	9,618	0,09%
FABIO GIORDANO	7,213	0,07%

FABRIZIO PAPA	6,251	0,06%
ANNA LULLI	4,809	0,05%
GIORGIO MAGGIULLI	4,809	0,05%
VINCENZO CICERO	1,923	0,02%
TOTAL	10,529,477	100%
FREE FLOAT⁶	1,815,838	17.25%
OTHER SHAREHOLDERS	8,713,639	82.75%

As shown in the table above, as at the date of the Information Document, the Company is controlled by Mr. Enrico Danieletto, who owns and controls 82.75% (eighty-two point seventy five per cent.) of the voting rights attached to the outstanding voting shares and qualifies as the beneficial owner of the Company.

11.2 DIFFERENT VOTING RIGHTS OF THE PRINCIPAL SHAREHOLDERS OF THE ISSUER

As at the date of this Information Document, the Issuer has issued only ordinary shares. No shares of any nature or bearing voting rights other than Shares have been issued.

11.3 SHAREHOLDERS AGREEMENTS

As at the date of this Information Document, the Issuer is not aware of any Shareholders' agreement or of any other agreement whose execution could result in a change in the control structure of the Issuer.

⁶ As provided for by Euronext Access Rule Book, the free float has been calculated following the Euronext index rules and, therefore, excluding: (i) insider holdings (e.g. shares held by directors, employees, founders and family of such subjects); (ii) government holdings; (iii) holdings of the Company itself (including subsidiaries); and (iv) shareholdings exceeding 5% of the outstanding capital except where such interests are held by: a) collective investment schemes or; b) pension funds; or c) mutual funds.

12. TRANSACTIONS WITH RELATED PARTY

12.1 INTRA-GROUP TRANSACTIONS

This Paragraph illustrates the transactions carried out by the Issuer with related parties.

In order to make every intra-group transaction at arm's length price, every transaction is specifically approved by Aleph's Board of Directors.

12.2 TRANSACTIONS WITH OTHER RELATED PARTY

On 26 February 2019, Aleph appointed Pairstech as Arranger and Placing Agent of the Convertible Bonds 2020. This transaction amounted to £332,267 and has been performed at normal market values.

Except for the above, as at the date of this Information Document, the Company has not carry out any transaction *vis-à-vis* other related party.

12.3 LOANS AND GUARANTEES GRANTED TO DIRECTORS AND STATUTORY AUDITORS

During financial year ended on 31 December 2019, Aleph extended a loan to Mr. Enrico Danieletto of £171,269.11 and a loan to WealthPro LTD of £18,855. These loans have been repaid by Mr. Enrico Danieletto and WealthPro in September 2020, before the approval of consolidated accounts related to the financial year ended on 31 December 2019.

Except for the above, as at the date of this Information Document, the Company has not granted any loans and/or guarantee *vis-à-vis* members of the Board of Directors and key management people.

13. ADDITIONAL INFORMATION

13.1 SHARE CAPITAL

13.1.1 Subscribed share capital

As at the date of this Information Document, the fully subscribed and paid-up share capital of the Issuer is equal to a nominal amount of GBP 52,647 (fifty-two thousand six hundred forty-seven), divided into no. 10,529,477 (ten million five hundred twenty-nine thousand four hundred seventy-seven) Shares with a nominal value of GBP 0.005 each (zero point zero zero five).

13.1.2 Shares with different voting rights

As at the date of the Information Document, the Issuer has not issued shares other than the Shares, or with different voting rights nor any shares or financial instruments not having voting rights at the Shareholders' General Meeting, or having limited voting rights.

13.1.3 Treasury shares

As at the date of the Information Document, the Issuer held no treasury shares.

13.1.4 Amount of convertible bonds, exchangeable bonds or bonds with warrants attached

As at the date of the Information Document, the Company issued:

- no. 1,261 (one thousand two hundred sixty one) Convertible Bonds 2020, of which no. 80 (eighty) still outstanding for a nominal amount of EUR 80,000 (eighty thousand/00);
- no. 297 (two hundred ninety seven) Convertible Bonds 2021, still outstanding for a nominal amount of EUR 297,000 (two hundred ninety seven thousand/00);
- no. 6,000 (six thousand) Non-Convertible Bonds of which no. 4,718 (four thousand seven hundred eighteen) have been subscribed and still outstanding for a nominal amount of EUR 4,718,000 (four million seven hundred eighteen thousand /00).

For a better description of the bonds issued by the Company, please see below.

Convertible Bonds 2020

On 10 January 2019, the Company issued no. 1,261 (one thousand two hundred sixty one) Convertible Bonds 2020, by way of a bond instrument dated 10 January 2019, denominated "*EUR 10,000,000.00 2.5% Fixed Rate Convertible Bonds due 31 December 2020*", of EUR 1,000.00 (one thousand) each.

In this regard, it is worth noting that the terms and conditions of the Convertible Bonds 2020 provide, *inter alia*, that:

1. "*in the event of Listing of the Issuer and subject to the provisions of this Instrument, all the outstanding Bonds (other than any Bonds held by the Issuer in its own name) shall be mandatorily converted into Ordinary Shares of the Issuer on the Mandatory Conversion Date at the Mandatory Conversion Price*" on the Listing Date;
2. Listing "*means alternatively, ..., the listing or admission to trading of the Ordinary Shares of the Issuer on a Qualifying Exchange not accompanied by any simultaneous offering and sale to investors of Ordinary Shares by the Issuer for subscription or sale for cash or contribution in kind ("No Offering")*";

3. Mandatory Conversion Price *"means the price per Ordinary Share of the Issuer calculated by a Third-Party Adviser as follows,..., in the event (a) of No Offering and (b) that no capital increase is carried out prior to, and with a view of facilitating, the Listing, the fair market value of the Issuer on the Mandatory Conversion Notice Date – as estimated in good faith and on the basis of commonly accepted market practices, without making a discount for the fact that a particular shareholding represents a minority interest in the Issuer – divided by the number of Ordinary Shares in issue at such Mandatory Conversion Notice Date (and for the avoidance of doubt non including any Ordinary Share following Mandatory Conversion), provided that should the evaluation of the fair market value of the Issuer for the purpose of determining the Mandatory Conversion Price be lower than GBP 15,000,000.00 (fifteen million/00) on the Valuation Date, the fair market value of the Issuer shall be considered to be GBP 15,000,000.00 (fifteen million/00) and the Mandatory Conversion Price per Ordinary Share shall be equal to GBP 15,000,000.00 (fifteen million/00) divided by the number of Ordinary Shares in issue at such Mandatory Conversion Notice Date (and for the avoidance of doubt non including any Ordinary Share following Mandatory Conversion)"*;
4. Third-Party Adviser *"means a reputable third-party financial institution or financial adviser or accounting firm with appropriate expertise appointed by the Issuer at its own expense"*;
5. Mandatory Conversion Notice Date means the date that falls *"no later than 5 (five) Business Days prior to the Mandatory Conversion Date"*;
6. Mandatory Conversion Date *"means the Business Day on which the Ordinary Shares of the Issuer are listed"*;
7. the mandatory conversion *"shall be effected by a set-off of the total Nominal Amount of Bonds to be converted against the issuing of the whole number of Ordinary Shares resulting from dividing the total aggregate Nominal Amount of such Bonds, as converted (if required) into the currency in which the Ordinary Shares are to be quoted on the Listing at the Prevailing Rate on the Business Day immediately prior to the Mandatory Conversion Date, by the Mandatory Conversion Price"*.

In light of the above, the outstanding Convertible Bonds 2020 will be mandatorily converted into newly issued Shares of the Issuer as at the listing date (i.e. the Mandatory Conversion Date) meaning the business day on which the Shares will be admitted to trading on Euronext Access+.

On 23 October 2019, n. 1,101 (one thousand one hundred and one) Convertible Bonds 2020 previously issued have been converted into no. 529,477 (five hundred twenty-nine thousand four hundred seventy-seven) ordinary Shares. In this respect, Aleph appointed SGS & CO ACCOUNTANTS as third-party adviser for the purpose of calculating the conversion price of the Convertible Bonds 2020. On 15 October 2019, on the basis of its evaluation, the above-mentioned third-party adviser estimated that the conversion price of the Convertible Bonds was equal to GBP 1.70 (one/70) thus determining the fair market value of the Issuer in GBP 18,000,000.00 (eighteen million). On 30 June 2020, no. 80 (eighty) Convertible Bonds 2020 have been reimbursed to the investors and, as of today, there are no. 80 (eighty) Convertible Bonds 2020 outstanding which will be repaid at their maturity date on 31 December 2020.

Convertible Bonds 2021

On 31st July 2019, the Company issued no. 297 (two hundred ninety-seven) Convertible Bonds 2021, by way of a bond instrument dated 31st July 2019, denominated "*EUR 10,000,000.00 2.5% Fixed Rate Convertible Bonds due 31 December 2021*", of EUR 1,000.00 (one thousand) each and having the same terms and conditions as the Convertible Bonds 2020, which are still outstanding.

Non-Convertible Bonds

On 27th of March 2019, the Company issued no. 6,000 (six thousand) Non-Convertible Bonds, by way of a bond instrument dated 27 March 2019, denominated "*EUR 10,000,000.00 6.5% Fixed Rate Bonds due 27 September 2024*" (ISIN: GB00BGMHJV47), of EUR 1,000.00 (one thousand) each, that have been admitted to trading on the Vienna MTF of the Vienna Stock Exchange. As of today, no 4,718 (four thousand seven hundred eighteen) Non-Convertible Bonds have been subscribed for a nominal amount of EUR 4,718,000 (four million seven hundred eighteen thousand /00).

Pursuant to the terms and conditions of the Non-Convertible Bonds, on the maturity date, Aleph may exercise a share settlement option whereby it may elect to satisfy its obligation to redeem the Non-Convertible Bonds by delivering Aleph's shares.

13.1.5 Existence of purchase rights and/or obligations on authorised but not issued capital or of a constraint on the capital increase

Please refer to Paragraph 13.1.4 (*Amount of convertible bonds, exchangeable bonds or bonds with warrants attached*) of this Information Document.

13.1.6 Information regarding the capital of any Shareholder of the Company offered as options

As at the date of this Information Document, there is no interest in the share capital of the Issuer of any Shareholder which has been offered as options or that has been decided to be offered conditionally or unconditionally as options.

13.1.7 Description of changes in share capital for the period covered by the historical financial information

Aleph is currently a public limited company incorporated under the laws of England and Wales, established on 10 January 2008 as a private company limited by shares under the Companies Act 1985.

By way of written resolutions of the members of the Company adopted on 18 July 2019, Aleph was transformed into a public limited company. On the same date, the Issuer executed a stock-split with the division of the previous no. 50,000 (fifty thousand) ordinary shares denominated in GBP having a nominal value of GBP 1.00 (one) each into no. 10,000,000.00 (ten million) GBP ordinary Shares having a nominal value of GBP 0.005 (zero point zero zero five) each.

As anticipated in Paragraph 13.1.4 (*Amount of convertible bonds, exchangeable bonds or bonds with warrants attached*) of this Information Document, on 23 October 2019, no. 1,101 (one thousand one hundred and one) Convertible Bonds 2020 previously issued have been converted into no. 529,477 (five hundred twenty-nine thousand four hundred seventy-seven) ordinary Shares, increasing the share capital from a nominal amount of Euro 50,000.00 (fifty thousand) to a nominal amount Euro 52,647.00 (fifty two thousand and six hundred forty seven).

13.2 MEMORANDUM AND ARTICLES OF ASSOCIATION

13.2.1 Description of the corporate purpose and objectives of the Issuer

The Articles of Association do not provide for a corporate purpose.

13.2.2 Summary of the Issuer's statutory provisions regarding the administrative, management and supervisory bodies

13.2.2.1 Directors' meeting

Pursuant to Clause 3 of the Articles of Association, the Directors are responsible for the management of the Issuer's business, for which purpose they may exercise all the powers of the Issuer.

Powers

According to Clause 4 of the Article of Association, the Shareholders may, by special resolution, direct the Directors to take, or refrain from taking, specified actions. The same Clause provides that no such special resolution can invalidate anything previously done by the Directors before the passing of the resolution itself.

The Directors may delegate any of the powers which are conferred on them under the Articles of Association to a person or a committee, or by power of attorney.

Resolutions

According to Clause 7 of the Articles of Association, Directors must take decisions collectively at the Directors' meeting or in the form of written resolution. When a Directors' meeting is called, proposals may be voted on condition that the quorum – fixed from time to time by a decision of the Directors themselves and, unless otherwise decided, consisting of two – is attained, as provided for in Clause 10 of the Articles of Association. If the quorum is not met, the only decision that may be taken is to convene another Directors' meeting.

Directors may appoint among them a Chairman who, as stated in Clause 12 of the Articles of Association, is entitled to chair their meetings.

When a Directors' meeting is called, pursuant to Clause 13 of the Article of Association, decisions are taken by a majority of the votes of the participating Directors. Each Director participating in a Directors' meeting has one vote.

When, according to Clause 17 of the Article of Association, a Directors' written resolution is proposed by a Director or by the Company's secretary, each Director is given notice of it. Such written resolution is adopted, pursuant to Clause 18 of the Article of Association, when all the Directors who would have been entitled to vote on the resolution at a Directors' meeting have signed one or more copies of it, provided that those Directors would have formed a quorum at such a meeting. Once the written resolution has been adopted, it must be treated as if it had been a decision taken at a Directors' meeting in accordance with the relevant Articles of Association.

Interests and conflicts of Directors

Pursuant to Clause 16 of the Articles of Association, a Director has to declare to the Directors the nature and extent of any potential conflict of interest as soon as is reasonably practicable, providing the necessary details and any other additional information which is requested, so as to ensure the Directors take a decision on how to address the conflict.

The Directors may decide to authorize any matter or situation presented by a Director that would, if not authorized, involve a breach under the Act. If authorized to act in conflict of interest, the Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the Directors.

Appointment

Pursuant to Clause 20 of the Article of Association, Directors may be appointed under two different methods: (i) by ordinary resolution of the Shareholders' General Meeting, or (ii) by a decision of the Directors themselves. In accordance with Clause 21 of the Articles of Association, all the Directors must retire from office at the first annual Shareholders' General Meeting. At every subsequent annual General Meeting, any Directors who have been appointed by the Directors since the last annual General Meeting, or who were not appointed or reappointed at one of the preceding two annual General Meetings, have to retire from office and may offer themselves for reappointment by the Shareholders.

Termination

As stated in Clause 22 of the Articles of Association, a person ceases to be a Director as soon as:

- a) that person ceases to be a Director by virtue of any provision of the Act or is prohibited from being a Director by law;
- b) a bankruptcy order is made against that person;
- c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- d) a registered medical practitioner who is treating that person gives a written opinion to the Issuer stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- e) notification is received by the Issuer from the Director that he is resigning from office as Director, and such resignation has taken effect in accordance with its terms.

Remuneration and expenses

Pursuant to Clause 23 of the Articles of Association, Directors are entitled to receive a remuneration, which may take any form and include payment of a pension, allowance or gratuity, or any death, sickness or disability benefits. Unless the Directors decide otherwise, they are not accountable to the Company for any remuneration they receive as Directors, officers, or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

The Company, in accordance to Clause 24 of the Articles of Association, may pay Directors' expenses with regard to their attendance at Directors' meetings, committees, General Meetings, or otherwise in

connection with the exercise of their powers and the discharge of their responsibilities in relation to the Issuer.

Alternate Directors

Any Director may appoint any other Director or a third person approved by resolution of the Directors as an alternate, who may exercise the appointor's powers and carry out his responsibilities; moreover, the alternate has the same rights as the alternate's appointor in relation to any directors' meeting or resolution. The appointment or removal of an alternate have to be effected by notice in writing to the Issuer. The appointment terminates, *inter alia*, by revocation, on the death of the appointor, or when the appointor ceases to be a Director.

Indemnity and insurance

Pursuant to Clause 86 of the Articles of Association, any Director or former Director of the Issuer (or an associated company) may be indemnified out of the Issuer's assets against liabilities incurred in connection with any negligence, default, breach of duty or breach of trust or any other liability incurred as an officer of the Issuer.

Moreover, under Clause 87 of the Articles of Association, the Directors may decide to purchase and maintain insurance, at the expense of the Issuer, for the benefit of any Director or former Director of the Issuer (or an associated company), in respect of any loss or liability which has been or may be incurred in connection with that Director's duties or powers.

13.2.3 Supervisory Body

The Company is not required by mandatory provisions of English and Wales law to appoint a Supervisory Body.

13.2.4 Description of rights, privileges and restrictions attached to the Shares

As at the date of this Information Document, the Company issued only ordinary Shares giving the same rights (in term of voting and profit distribution) to each Shareholder.

13.2.5 Provisions of the Articles of Association and regulations on amending Shareholders' rights

The amendments to the Shareholders' rights are regulated by the relevant provisions of the Act.

13.2.6 Description of the conditions for convening annual general meetings and extraordinary meetings, including the conditions of admission

The operations of the general meeting are governed in accordance to Clause 28 to 40 of the Articles of Association.

13.2.7 Description of any statutory provisions that could have the effect of delaying, deferring or preventing a change in the control structure of the Issuer

The Articles of Association do not provide for any particular rules that could have the effect of delaying, deferring or preventing a change in the control structure of the Issuer. However, considering that, in accordance with FCA Handbook, the Issuer is the "controller" of Pairstech which is a regulated entity, a change in its control structure is subject to the prior approval of the FCA.

13.2.8 Indication of the provisions of the Issuer's Articles of Association governing the threshold above which there is an obligation to disclose the portion of the Shares held

The Articles of Association do not provide for any particular rules relating to disclosure obligations concerning shareholdings in the share capital of the Issuer.

13.2.9 Description of the conditions provided for in the Memorandum and Articles of Association for the modification of the share capital

The Articles of Association do not contain provisions setting out conditions more restrictive than those provided for by the law regarding the amendments to the share capital and to the rights related to the Shares.

14. MAIN CONTRACTS

Relevant Investment Management Agreements

Aleph (through Pairstech) has in place several investment management agreements. As the Asset Management represents the core business and the main source of incomes for the Group, please find below a brief description of the main agreements regulating the fund management activity.

Lemanik Asset Management S.A. ("Lemanik"): Lemanik is a Management Company based in Luxembourg with branches in Italy and Ireland, regulated by the Luxembourg authority CSSF.

Lemanik manages Lemanik Sicav, a collective investment undertaking, and Pairstech has been granted with the mandate to make investments decisions consistent with the objective and policies and the other provisions contained in Lemanik Sicav's By-laws and Prospectus.

Under this agreement, Pairstech receives a fee calculated on the NAV of the sub-fund. Management fees may vary in a range between 40 bps and 160 bps based on category of the investors. Moreover, a performance fee may be assigned to Pairstech.

The agreement has been executed on 24 November 2015 and provides for an open-end term.

Pharus SICAV ("Pharus"): on 11 November 2015, Pairstech assigned to Pharus the structuring and management of a private labelled sub-fund in which Pairstech acts as investment manager.

The consideration provided under such agreement for Pharus is equal to a part of the management fees due to Pairstech as investment manager, in a range of 11 bps and 15 bps, based on the AUM of the compartment and fixed rate per annum.

Mainfirst Affiliated Fund Managers S.A. ("Mainfirst"): Mainfirst is an independent European financial services provider based in Luxembourg specialised in portfolio management and fund services.

Mainfirst owns a fund named O3 Asset Value SICAV, a Luxembourg collective investment undertaking.

By means of an agreement executed on 24 April 2020, O3 Asset Value SICAV has appointed Pairstech as fund manager.

15. INFORMATION ON THE FINANCIAL INSTRUMENTS ELIGIBLE FOR ADMISSION TO NEGOTIATION

15.1 NATURE OF FINANCIAL INSTRUMENTS ADMITTED TO NEGOTIATION

The financial instruments whose Technical Admission is required are represented by no. 10,529,477 (ten million five hundred twenty-nine thousand four hundred seventy-seven) Shares, which constitute the entire Company's share capital as of the date of this Information Document.

15.2 LAW APPLICABLE TO FINANCIAL INSTRUMENTS ADMITTED TO NEGOTIATION

The Shares have been issued under the laws of England and Wales.

15.3 CHARACTERISTICS OF FINANCIAL INSTRUMENTS ADMITTED TO NEGOTIATION

The Shares are denominated in GBP, with a nominal value of GBP 0.005 (zero point zero zero five) each, have been issued in the dematerialised form and are represented by the ISIN Code no. GB00BJ9M4V82.

For the Shares' description, please refer to Paragraph 13.2.3 (*Description of rights, privileges and restrictions attached to the Shares*) of this Information Document.

15.4 RESTRICTIONS ON THE FREE TRADING OF SHARES

15.4.1 Foreign Securities Regulations

Except for the following, the Shares are freely transferable both in United Kingdom and abroad.

Potential investors should note that the Shares have not been and will not be registered under the US Securities Act or the applicable securities laws and regulations of any state of the United States and may not be offered or sold within the United States, Canada, Australia, Japan and South Africa except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

An investor who is in the US or otherwise a US person (as defined in Regulation "S" under the US Securities Act), must confirm that he falls within a relevant exemption and that he will not offer or sell Shares within the United States except in accordance with applicable exemptions.

15.5 LISTING SPONSOR

Integræ SIM S.p.A., a company limited by shares incorporated under the laws of the Republic of Italy, with registered office in via Meravigli, 13 – 20123 Milan (MI), Italy, registered within the Companies' Register of Milan under no. 02931180364, REA – MI 1909324.

Authorisation no.: n. 17725 of 29 March 2011.

Contacts: Dott. Luca Comi - Integræ SIM S.p.A.

Email: luca.comi@integraesim.it

On 12th June 2020, the Company and the Listing Sponsor entered into a listing sponsor agreement pursuant to which the Listing Sponsor has agreed (i) to assist the Company as its listing sponsor in connection with

the Technical Admission of the Shares on Euronext Access+, including due diligence, organization, drafting of required documentation and the listing sponsor declaration and (ii) to assist the Company as its listing sponsor after the Listing date and shall assist the Company with reporting and other post-listing obligations.

16. OTHER INFORMATION

16.1 PURPOSE OF THE TECHNICAL ADMISSION TO TRADING OF THE SHARES

The Technical Admission to trading described in this Information Document will allow the Company and its Group to:

- increase its international recognition as a pan-European financial player in the market;
- be recognised as main point of reference for small pan European asset managers and insurance firms looking for integration;
- benefit from better and more convenient conditions for accessing capital markets, thus facilitating further capital raisings;
- increase the liquidity level of the investment of its Shareholders.

16.2 APPROVAL OF THE TECHNICAL ADMISSION

On 24 June 2020, the Company's Board of Directors resolved upon the approval of (i) the project related to the Technical Admission to trading of the Shares on Euronext Access+ and (ii) the documentation to be filed with Euronext.

16.3 ONGOING LISTING OBLIGATIONS

In accordance with Euronext Access Rule Book, the next Shareholders' meeting following the Technical Admission will be held by the end of the month of April, in order to resolve upon the approval of the financial statements for the financial year ending on 31 December 2020.

In addition to the above, due to the Technical Admission to trading on Euronext Access+, the Company shall, *inter alia*, (i) publish, within 4 (four) months after the end of its financial year its annual report, which will comprise the annual financial statements, the management discussion and analysis and the auditor's report in respect of the annual financial statements; (ii) publish, within 4 (four) months after the end of the second quarter of its financial year, a semi-annual report, which will comprise the half-year financial statements and an operations report in respect of the half-year financial statements; and (iii) permanently have a listing sponsor.

16.4 FIRST TRADING PRICE OF THE SHARES

The price per Share on the date of Technical Admission to trading on Euronext Access+ is Euro 2.10 (two point ten). Thus, at the date of the Technical Admission, the market capitalization of the Company will be Euro 22,111,901.70 (twenty-two million one hundred eleven thousand nine hundred and one/70).

**17. FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED ON 31
DECEMBER 2018**

Company Registration No. 06469680 (England and Wales)

ALEPH FINANCE GROUP LTD
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018



ALEPH FINANCE GROUP LTD

COMPANY INFORMATION

Directors	E Danielelto A Sprizzi	(Appointed 30 March 2018)
Company number	06469680	
Registered office	1st Floor 12 Old Bond Street Mayfair London W1S 4PW	
Auditor	Perrys Accountants Limited Chartered Accountants 12 Old Bond Street London W1S 4PW	

ALEPH FINANCE GROUP LTD

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ALEPH FINANCE GROUP LTD

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present the strategic report for the year ended 31 December 2018.

Fair review of the business

Aleph Finance Group Ltd is the controlling parent company of Pairstech Capital Management LLP, with a 89.5% shareholding.

Shareholding

Aleph is owned 90% by Enrico Danieleto directly and 10% indirectly by of WealthPro Ltd, a company 100% owned by Enrico Danieleto.

WealthPro acquired its stake of Aleph from previous investors Windustries Ltd and Daleth SA, following resignation of Mr Roberto Colapinto from the board of the two companies.

Management

Mirabela Mocanu has joined the senior management team, as COO.

Board members are Enrico Danieleto and Andrea Sprizzi, and a search for a third board member is currently ongoing.

Principal risks and uncertainties

Business risk

Pairstech's business is exposed to a variety of macroeconomic, structural, operational and regulatory risks. In particular, being Pairstech a partnership under the laws of England & Wales, it is subject, to a certain extent, to uncertainty in respect of the effect of Brexit on the economy – both local and global in the case of British established businesses and legal entities - and its impact on Pairstech's industry and operations. The whole extent of the Brexit related risk is not quantifiable as it is subject to a number of currently unpredictable events and political decisions. Pairstech has mitigated this risk by establishing branches in the EU and it is well diversified.

In addition, the possibility that one or more countries that adopted the Euro as their national currency might decide, in the long term, to adopt an alternative currency or prolonged periods of uncertainty connected to these eventualities could have significant negative impacts on international markets. A collapse of the Eurozone could be accompanied by the deterioration of the economic and financial situation of the European Union and could have a significant negative effect on the entire financial sector, creating a significant negative impact on the operating results, capital and financial position of the company and its subsidiary, with particular regard to its branches in the European Monetary Union. In turn, this may have a material adverse effect on the Company's business, financial position and profits in the future.

ALEPH FINANCE GROUP LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

Principal risks and uncertainties

Credit risk

Aleph is a holding company whose activity consists in the holding of a controlling interest in the share capital of Pairstech Capital Management LLP. Credit risk refers to the risk of loss due to a debtors inability to pay. Failure of a client to pay will result in Pairstech incurring losses through cost absorption. Consequently, the reduction of cash flows from its shareholding interests in Pairstech may affects Aleph's business, financial position and profits in the future.

Competition from other companies

The competition on the markets where Pairstech operates is significant. Other competitors may have greater resources in terms of financing and skills. The competition may lead to markets where there is high-competition on price and quality. Failure of Pairstech to keep up with this development may lead to loss of offers and market shares. In turn, such failure may have a material adverse effect on the Company's business, financial position and profits in the future.

Currency risk

A significant amount of revenue generated by Pairstech is denominated in Euros while a significant amount of fixed costs is charged in GBP. A negative fluctuation of the exchange rate between GBP and EUR could significantly impact on the Pairstech ability to generate profits. In turn, this may have a material adverse effect on the Company's business, financial position and profits in the future.

Risk of Litigation

The company and its subsidiary are exposed to possible litigation risks including, but not limited to, regulatory intervention and third party claims. Furthermore they may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the company's operations, financial performance and financial position. The company is not currently engaged in any litigation.

Risk related to the regulatory framework

Regulatory risk is also likely to have a material impact on the company and its subsidiary.

Pairstech Capital Management LLP is a firm authorized by the FCA to provide regulated products and services in the United Kingdom and that it is pass ported in several countries to provide investment services and/or ancillary activities. These circumstances imply that any event which may give rise to the suspension or decedence whatsoever of one or more of such authorizations, will severely impair the ability of Pairstech to generate cash flows from fees earned for the provision of the above referred services to its clients and the level of cash flows that are expected to be distributed to Aleph.

In turn, this may have a material adverse effect on the Company's business, financial position and profits in the future.

ALEPH FINANCE GROUP LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

Development and performance

Aleph has issued a 10m EUR bond, with a 6.5% interest rate and 5 years maturity. Currently 2.7m EUR have been committed.

This will help supporting the growth of the Company, building a portfolio of strategic assets in Wealth Management and also expanding into the synergic area of Life Insurance, in order to build a portfolio of regulated entities within Insurance & Wealth area. Aleph is looking to becoming a PLC in 2019 in order to list on the Wien stock exchange.

A 2 years 2.5% convertible bond has been issued in January.

Key performance indicators

The following tables show figures for the whole period and also for the monthly average, this because the variances are deceptive and misleading due to the comparative period being an 8 month period and the current period being a 12 month period.

	2017 yearly (8 months)	2018 yearly
Turnover	£4,669,956	£5,742,601

Turnover has increased by 23% and is due to an increase in turnover in Pairstech Capital Management LLP, the subsidiary company. The increase in turnover is due to the comparative period relating to a 8 month period compared to the current year relating to a full 12 month period.

	2017 yearly (8 months)	2018 yearly
Cost of sales	£3,095,518	£4,618,515

Cost of sales have increased by 49% and is due to an increase in cost of sales in Pairstech Capital Management LLP, the subsidiary company. The increase in cost of sales is due to the comparative period relating to a 8 month period compared to the current year relating to a full 12 month period'

ALEPH FINANCE GROUP LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

Key performance indicators

	2017 yearly (8 months)	2018 yearly
Gross Profit	£1,574,438	£1,124,086

Gross profit has decreased due to higher level of cost of sales compared to revenue as detailed above.

	2017 yearly (8 months)	2018 yearly
Administrative Expenses	£1,348,237	£1,120,897

Administrative expenses have decreased by 17%. This is partly due to the closure of the Pairstech Capital Management LLP Italian branch.

	2017 yearly (8 months)	2018 yearly
Operating Profit/Loss	£226,201	£3,189

There is a small operating profit due to the administrative expenses being almost at the same level as the gross profit.

	2017 yearly (8 months)	2018 yearly
Interest payable and similar expenses	£12,932	£22,421

Non bank interest payable has increased and is due to the comparative period relating to only a 8 month period.

	2017 yearly (8 months)	2018 yearly
Amounts Written off investments	(£240,078)	£349,600

This relates to a loan in 2016 that has been waived by the borrower in compensation for other operations made by the Group.

	2017 yearly (8 months)	2018 yearly
Profit/(Loss) before taxation	(£26,808)	£333,795

The profit is mainly due to the above amount that has been written off, reduced by the high cost of sales.

On behalf of the board



E Danielelto

Director

12 July 2019

ALEPH FINANCE GROUP LTD

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present their annual report and financial statements for the year ended 31 December 2018.

Principal activities

The principal activity of the company and group in the year under review was that of investment management services.

Directors

The directors who held office during the year were as follows:

E Danieletto

A Sprizzi

(Appointed 30 March 2018)

R Colapinto

(Appointed 30 March 2018 and resigned 8 January 2019)

Results and dividends

The results for the year are set out on page 7.

Ordinary dividends were paid amounting to £85,428. The directors do not recommend payment of a further dividend.

Auditor

In accordance with the company's articles, a resolution proposing that Perrys Accountants Limited be reappointed as auditor of the group will be put at a General Meeting.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the auditor of the company is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the auditor of the company is aware of that information.

On behalf of the board



E Danieletto

Director

12 July 2019

ALEPH FINANCE GROUP LTD

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2018

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company, and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

ALEPH FINANCE GROUP LTD

GROUP PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2018

	Notes	2018 £	2017 £
Turnover		5,742,601	4,669,956
Cost of sales		(4,618,515)	(3,095,518)
Gross profit		1,124,086	1,574,438
Administrative expenses		(1,120,897)	(1,348,237)
Operating profit	3	3,189	226,201
Interest receivable and similar income	6	3,427	-
Interest payable and similar expenses	7	(22,421)	(12,932)
Amounts written off investments	8	349,600	(240,077)
Profit/(loss) before taxation		333,795	(26,808)
Tax on profit/(loss)	9	(47,596)	(14,937)
Profit/(loss) for the financial year		286,199	(41,745)
Profit/(loss) for the financial year is attributable to:			
- Owners of the parent company		188,546	(175,321)
- Non-controlling interests		97,653	133,576
		286,199	(41,745)

ALEPH FINANCE GROUP LTD

GROUP STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2018

	2018 £	2017 £
Profit/(loss) for the year	286,199	(41,745)
Other comprehensive income	-	-
Total comprehensive income for the year	<u>286,199</u>	<u>(41,745)</u>
Total comprehensive income for the year is attributable to:		
- Owners of the parent company	188,546	(175,321)
- Non-controlling interests	97,653	133,576
	<u>286,199</u>	<u>(41,745)</u>

ALEPH FINANCE GROUP LTD (REGISTERED NUMBER: 06469680)**GROUP BALANCE SHEET****AS AT 31 DECEMBER 2018**

	Notes	2018 £	£	2017 £	£
Fixed assets					
Goodwill	11		140,808		160,009
Tangible assets	12		381		-
			<u>141,189</u>		<u>160,009</u>
Current assets					
Debtors	15	922,021		1,214,582	
Investments	16	555,258		504,654	
Cash at bank and in hand		162,434		373,222	
		<u>1,639,713</u>		<u>2,092,458</u>	
Creditors: amounts falling due within one year	17	<u>(1,403,976)</u>		<u>(2,125,312)</u>	
Net current assets/(liabilities)			<u>235,737</u>		<u>(32,854)</u>
Total assets less current liabilities			<u>376,926</u>		<u>127,155</u>
Capital and reserves					
Called up share capital	20		50,000		1,000
Profit and loss reserves			(4,959)		(108,077)
Equity attributable to owners of the parent company			<u>45,041</u>		<u>(107,077)</u>
Non-controlling interests			<u>331,885</u>		<u>234,232</u>
			<u>376,926</u>		<u>127,155</u>

The financial statements were approved by the board of directors and authorised for issue on 12 July 2019 and are signed on its behalf by:



E Danieleto
Director

ALEPH FINANCE GROUP LTD (REGISTERED NUMBER: 06469680)**COMPANY BALANCE SHEET****AS AT 31 DECEMBER 2018**

	Notes	2018 £	£	2017 £	£
Fixed assets					
Investments	13		696,212		696,212
Current assets					
Debtors	15	4,956		356,711	
Investments	16	43,979		452	
Cash at bank and in hand		1,709		50,770	
		50,644		407,933	
Creditors: amounts falling due within one year	17	(657,967)		(1,181,586)	
Net current liabilities			(607,323)		(773,653)
Total assets less current liabilities			88,889		(77,441)
Capital and reserves					
Called up share capital	20	50,000		1,000	
Profit and loss reserves		38,889		(78,441)	
Total equity			88,889		(77,441)

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's profit for the year was £202,758 (2017 - £163,869 loss).

The financial statements were approved by the board of directors and authorised for issue on 12 July 2019 and are signed on its behalf by:



E Danieletto
Director

ALEPH FINANCE GROUP LTD

GROUP STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018

	Notes	Share capital £	Profit and loss reserves £	Total controlling interest £	Non- controlling interest £	Total £
Balance at 1 May 2017		1,000	67,244	68,244	100,656	168,900
Period ended 31 December 2017:						
Loss and total comprehensive income for the period		-	(175,321)	(175,321)	133,576	(41,745)
Balance at 31 December 2017		1,000	(108,077)	(107,077)	234,232	127,155
Year ended 31 December 2018:						
Profit and total comprehensive income for the year		-	188,546	188,546	97,653	286,199
Issue of share capital	20	49,000	-	49,000	-	49,000
Dividends	10	-	(85,428)	(85,428)	-	(85,428)
Balance at 31 December 2018		50,000	(4,959)	45,041	331,885	376,926

ALEPH FINANCE GROUP LTD

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018

	Notes	Share capital £	Profit and loss reserves £	Total £
Balance at 1 May 2017		1,000	85,428	86,428
Period ended 31 December 2017:				
Loss and total comprehensive income for the period		-	(163,869)	(163,869)
Balance at 31 December 2017		1,000	(78,441)	(77,441)
Year ended 31 December 2018:				
Profit and total comprehensive income for the year		-	202,758	202,758
Issue of share capital	20	49,000	-	49,000
Dividends	10	-	(85,428)	(85,428)
Balance at 31 December 2018		50,000	38,889	88,889

ALEPH FINANCE GROUP LTD

GROUP STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2018

	Notes	2018 £	£	2017 £	£
Cash flows from operating activities					
Cash absorbed by operations	26	(70,129)		(406,980)	
Interest paid		(22,421)		(12,932)	
Income taxes paid		(28,270)		-	
Net cash outflow from operating activities		(120,820)		(419,912)	
Investing activities					
Purchase of tangible fixed assets		(568)		-	
Proceeds on disposal of tangible fixed assets		-		36,210	
Other investments and loans made		(50,604)		(432)	
Interest received		3,427		-	
Net cash (used in)/generated from investing activities		(47,745)		35,778	
Financing activities					
Proceeds from issue of shares		44,044		-	
Dividends paid to equity shareholders		(85,428)		-	
Net cash used in financing activities		(41,384)		-	
Net decrease in cash and cash equivalents		(209,949)		(384,134)	
Cash and cash equivalents at beginning of year		372,383		756,517	
Cash and cash equivalents at end of year		162,434		372,383	
Relating to:					
Cash at bank and in hand		162,434		373,222	
Bank overdrafts included in creditors payable within one year		-		(839)	

ALEPH FINANCE GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

Company information

Aleph Finance Group Ltd ("the company") is a private limited company incorporated in England and Wales. The registered office is 1st Floor, 12 Old Bond Street, Mayfair, London, W1S 4PW.

The group consists of Aleph Finance Group Ltd and all of its subsidiaries.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £1.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain financial instruments at fair value. The principal accounting policies adopted are set out below.

1.2 Basis of consolidation

In the parent company financial statements, the cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill. The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date. Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date. Investments in subsidiaries, joint ventures and associates are accounted for at cost less impairment.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination accounted for using the purchase method and the amounts that can be deducted or assessed for tax, considering the manner in which the carrying amount of the asset or liability is expected to be recovered or settled. The deferred tax recognised is adjusted against goodwill or negative goodwill.

The consolidated financial statements incorporate those of Aleph Finance Group Ltd and all of its subsidiaries (ie entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries acquired during the year are consolidated using the purchase method. Their results are incorporated from the date that control passes.

All financial statements are made up to 31 December 2018. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

ALEPH FINANCE GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

(Continued)

Pairstech Capital Management LLP has been included in the group financial statements using the purchase method of accounting. Accordingly, the group profit and loss account and statement of cash flows include the results and cash flows of Pairstech Capital Management LLP. The purchase consideration has been allocated to the assets and liabilities on the basis of fair value at the date of acquisition.

1.3 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.4 Turnover

Turnover is recognised at the fair value of the consideration received or receivable and is shown net of VAT and other sales related taxes.

1.5 Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of a business over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is 10 years.

1.6 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Computers	33% on cost
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The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the profit and loss account.

ALEPH FINANCE GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

(Continued)

1.7 Fixed asset investments

Equity investments are measured at fair value through profit or loss, except for those equity investments that are not publicly traded and whose fair value cannot otherwise be measured reliably, which are recognised at cost less impairment until a reliable measure of fair value becomes available.

In the parent company financial statements, investments in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.8 Cash at bank and in hand

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.9 Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the group's balance sheet when the group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the group transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

ALEPH FINANCE GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

(Continued)

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the group's contractual obligations expire or are discharged or cancelled.

1.10 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

1.11 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.12 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

ALEPH FINANCE GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

(Continued)

1.13 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

2 Judgements and key sources of estimation uncertainty

In the application of the group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Operating profit

	2018 £	2017 £
Operating profit for the year is stated after charging:		
Exchange losses	82,697	29,692
Depreciation of owned tangible fixed assets	187	-
Amortisation of intangible assets	19,201	12,801
Operating lease charges	29,052	35,104
	<u> </u>	<u> </u>

Exchange differences recognised in profit or loss during the year, except for those arising on financial instruments measured at fair value through profit or loss, amounted to £82,697 (2017 - £29,692).

4 Auditor's remuneration

	2018 £	2017 £
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the group and company	3,100	3,000
Audit of the financial statements of the company's subsidiaries	6,965	6,730
	<u> </u>	<u> </u>
	10,065	9,730
	<u> </u>	<u> </u>

ALEPH FINANCE GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

5 Employees

The average monthly number of persons (including directors) employed by the group and company during the year was:

Group 2018 Number	2017 Number	Company 2018 Number	2017 Number
9	17	3	1

Their aggregate remuneration comprised:

	Group 2018 £	2017 £	Company 2018 £	2017 £
Wages and salaries	134,399	869,448	-	-
Social security costs	14,615	8,003	-	-
Pension costs	14,591	-	-	-
	<u>163,605</u>	<u>877,451</u>	<u>-</u>	<u>-</u>

6 Interest receivable and similar income

	2018 £	2017 £
Interest income		
Other interest income	3,427	-

7 Interest payable and similar expenses

	2018 £	2017 £
Interest on financial liabilities measured at amortised cost:		
Interest on bank overdrafts and loans	131	209
Other interest on financial liabilities	22,216	12,723
	<u>22,347</u>	<u>12,932</u>
Other finance costs:		
Other interest	74	-
Total finance costs	<u>22,421</u>	<u>12,932</u>

ALEPH FINANCE GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

8 Amounts written off investments

	2018	2017
	£	£
Gain/(loss) on disposal of investments held at fair value	-	(240,077)
Amounts written back to financial liabilities	349,600	-
	<u>349,600</u>	<u>(240,077)</u>

9 Taxation

	2018	2017
	£	£
Current tax		
UK corporation tax on profits for the current period	<u>47,596</u>	<u>14,937</u>

The actual charge for the year can be reconciled to the expected charge/(credit) for the year based on the profit or loss and the standard rate of tax as follows:

	2018	2017
	£	£
Profit/(loss) before taxation	<u>333,795</u>	<u>(26,808)</u>
Expected tax charge/(credit) based on the standard rate of corporation tax in the UK of 19.00% (2017: 19.00%)	63,421	(5,094)
Tax effect of expenses that are not deductible in determining taxable profit	29	-
Tax effect of utilisation of tax losses not previously recognised	-	(2,381)
Amortisation on assets not qualifying for tax allowances	3,648	2,432
Loss on disposal of investments	-	45,615
(Profit)/Loss not subject to corporation tax	<u>(19,502)</u>	<u>(25,635)</u>
Taxation charge	<u>47,596</u>	<u>14,937</u>

10 Dividends

	2018	2017
	£	£
Final paid	<u>85,428</u>	<u>-</u>

ALEPH FINANCE GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

11 Intangible fixed assets

Group	Goodwill £
Cost	
At 1 January 2018 and 31 December 2018	192,011
Amortisation and impairment	
At 1 January 2018	32,002
Amortisation charged for the year	19,201
At 31 December 2018	51,203
Carrying amount	
At 31 December 2018	140,808
At 31 December 2017	160,009

The company had no intangible fixed assets at 31 December 2018 or 31 December 2017.

12 Tangible fixed assets

Group	Computers £
Cost	
At 1 January 2018	30,033
Additions	568
At 31 December 2018	30,601
Depreciation and impairment	
At 1 January 2018	30,033
Depreciation charged in the year	187
At 31 December 2018	30,220
Carrying amount	
At 31 December 2018	381

The company had no tangible fixed assets at 31 December 2018 or 31 December 2017.

ALEPH FINANCE GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

13 Fixed asset investments

	Notes	Group 2018 £	2017 £	Company 2018 £	2017 £
Investments in subsidiaries	14	-	-	696,212	696,212

Movements in fixed asset investments Company

	Shares in group undertakings £
Cost or valuation	
At 1 January 2018 and 31 December 2018	696,212
Carrying amount	
At 31 December 2018	696,212
At 31 December 2017	696,212

14 Subsidiaries

Details of the company's subsidiaries at 31 December 2018 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Direct Indirect
Pairstech Capital Management LLP	Norvin House, 45-55 Commercia Street, London E1 6BD	Investment management services	Ordinary	89.50

15 Debtors

	Group 2018 £	2017 £	Company 2018 £	2017 £
Amounts falling due within one year:				
Trade debtors	228,049	526,526	-	356,711
Unpaid share capital	4,956	-	4,956	-
Other debtors	201,984	52,006	-	-
Prepayments and accrued income	487,032	636,050	-	-
	922,021	1,214,582	4,956	356,711

ALEPH FINANCE GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

16 Current asset investments

	Group 2018 £	2017 £	Company 2018 £	2017 £
Unlisted investments	555,258	504,654	43,979	452

17 Creditors: amounts falling due within one year

	Notes	Group 2018 £	2017 £	Company 2018 £	2017 £
Bank loans and overdrafts	18	-	839	-	839
Trade creditors		470,859	720,310	343,524	459,621
Corporation tax payable		47,595	28,269	47,595	28,269
Other taxation and social security		-	7,548	-	-
Other creditors		419,622	930,848	259,509	678,840
Accruals and deferred income		465,900	437,498	7,339	14,017
		1,403,976	2,125,312	657,967	1,181,586

Included in other creditors is a loan totalling £137,864 (2017: £173,820) which is secured by a suretyship granted by the director and a pledge agreement over registered securities between the lender and borrower.

18 Loans and overdrafts

	Group 2018 £	2017 £	Company 2018 £	2017 £
Bank overdrafts	-	839	-	839
Payable within one year	-	839	-	839

19 Retirement benefit schemes

	2018 £	2017 £
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	14,591	-

A defined contribution pension scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the group in an independently administered fund.

ALEPH FINANCE GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

20 Share capital

	Group and company	
	2018	2017
	£	£
Ordinary share capital		
Issued and not fully paid		
50,000 (2017: 1,000) Ordinary shares of £1 each	50,000	1,000

The share capital of the company is 50,000 Ordinary £1 shares totalling £50,000.

During the year, the company issued 49,000 Ordinary shares at a nominal value of £1 per share.

Included within the total share capital, is 4,956 Ordinary £1 shares which are issued but not fully paid.

21 Financial commitments, guarantees and contingent liabilities

During the year, a loan amounting to £349,600 owed to a third party was waived by the third party (see note 8). The loan has originally been provided to purchase listed investments, and these investments subsequently become delisted and have been written off as having no value.

In the event that these investments return to their previous listed value, the loan amounting to £349,600 will become payable.

Neither the loan, nor the investments, are included in the balance sheet. There is a contingent liability of £349,600, which is not recognised as an actual liability on the basis that the investments currently have no value.

22 Operating lease commitments

Lessee

At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group		Company	
	2018	2017	2018	2017
	£	£	£	£
Within one year	18,968	20,328	-	-
Between two and five years	-	18,000	-	-
	<u>18,968</u>	<u>38,328</u>	<u>-</u>	<u>-</u>

23 Events after the reporting date

After the reporting date, the company received 540,000 euros (£471,407) in relation to convertible bonds that have been issued.

ALEPH FINANCE GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

24 Directors' transactions

Included in other creditors is a directors loan account balance totalling £103,805 (2017: £155,420).

Included in trade creditors is a balance owed to the director totalling £11,680 (2017: £108,294).

25 Controlling party

The ultimate controlling party is Mr E Danieleto by virtue of his shareholding in the company.

26 Cash generated from group operations

	2018 £	2017 £
Profit/(loss) for the year after tax	286,199	(41,745)
Adjustments for:		
Taxation charged	47,596	14,937
Finance costs	22,421	12,932
Investment income	(3,427)	-
Amortisation and impairment of intangible assets	19,201	12,801
Depreciation and impairment of tangible fixed assets	187	-
Amounts written off investments	(349,600)	240,077
Movements in working capital:		
Decrease/(increase) in debtors	297,517	(744,764)
(Decrease)/increase in creditors	(390,223)	98,782
Cash absorbed by operations	(70,129)	(406,980)

ALEPH FINANCE GROUP LTD

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ALEPH FINANCE GROUP LTD

Opinion

We have audited the financial statements of Aleph Finance Group Ltd (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2018 which comprise the group profit and loss account, the group statement of comprehensive income, the group balance sheet, the company balance sheet, the group statement of changes in equity, the company statement of changes in equity, the group statement of cash flows, the company statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2018 and of the group's profits for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

ALEPH FINANCE GROUP LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF ALEPH FINANCE GROUP LTD

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent 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 directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

ALEPH FINANCE GROUP LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF ALEPH FINANCE GROUP LTD

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) 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 financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Declan McCusker (Senior Statutory Auditor)
for and on behalf of Perrys Accountants Limited
Chartered Accountants
Statutory Auditor
12 Old Bond Street
London
W1S 4PW

Date: 17 JULY 2019

ALEPH FINANCE GROUP LTD (REGISTERED NUMBER: 06469680)


COMPANY BALANCE SHEET

AS AT 31 DECEMBER 2018

	Notes	2018 £	£	2017 £	£
Fixed assets					
Investments	13		696,212		696,212
Current assets					
Debtors	15	4,956		356,711	
Investments	16	43,979		452	
Cash at bank and in hand		1,709		50,770	
			50,644		407,933
Creditors: amounts falling due within one year	17	(657,967)		(1,181,586)	
Net current liabilities			(607,323)		(773,653)
Total assets less current liabilities			88,889		(77,441)
Capital and reserves					
Called up share capital	20	50,000		1,000	
Profit and loss reserves		38,889		(78,441)	
Total equity			88,889		(77,441)

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's profit for the year was £202,758 (2017 - £163,869 loss).

The financial statements were approved by the board of directors and authorised for issue on 12 July 2019 and are signed on its behalf by:


E Danieletto
Director



ALEPH FINANCE GROUP LTD

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ALEPH FINANCE GROUP LTD

Opinion

We have audited the financial statements of Aleph Finance Group Ltd (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2018 which comprise the group profit and loss account, the group statement of comprehensive income, the group balance sheet, the company balance sheet, the group statement of changes in equity, the company statement of changes in equity, the group statement of cash flows, the company statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2018 and of the group's profits for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.



ALEPH FINANCE GROUP LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF ALEPH FINANCE GROUP LTD

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent 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 directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

ALEPH FINANCE GROUP LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF ALEPH FINANCE GROUP LTD

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) 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 financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Declan McCusker (Senior Statutory Auditor)
for and on behalf of Perrys Accountants Limited
Chartered Accountants
Statutory Auditor
12 Old Bond Street
London
W1S 4PW

Date: 17 JULY 2019

ALEPH FINANCE GROUP LTD

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ALEPH FINANCE GROUP LTD

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) 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 financial statements.

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Declan McCusker (Senior Statutory Auditor)
for and on behalf of Perrys Accountants Limited
Chartered Accountants
Statutory Auditor
12 Old Bond Street
London
W1S 4PW

Date: 17 JULY 2019



**18. FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED ON 31
DECEMBER 2019**

Aleph Finance Group Plc
First Floor
12 Old Bond Street
London
W1S 4PW

Perrys Accountants Limited
1st Floor
12 Old Bond Street
London
W1S 4PW

30 September 2020

Dear Sirs

ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2019

During the course of your audit of our financial statements for the year ended 31 December 2019, the following representations were made to you by management and directors.

1. We have fulfilled our responsibilities as directors under the Companies Act 2006 for preparing financial statements, in accordance with the applicable financial reporting framework UK GAAP that give a true and fair view and for making accurate representations to you as auditors.
2. We confirm that all accounting records have been made available to you for the purposes of your audit, in accordance with your terms of engagement, and that all transactions undertaken by the company have been properly reflected and recorded in the accounting records. All other records and related information, including minutes of all management and shareholders' meetings, have been made available to you. We have given you unrestricted access to persons within the company in order to obtain audit evidence and have provided any additional information that you have requested for the purposes of your audit.
3. We confirm that significant assumptions used by us in making accounting estimates, including those measured at fair value, are reasonable.
4. We confirm that all known actual or possible litigation and claims whose effects should be considered when preparing the financial statements have been disclosed to the auditor and accounted for and disclosed in accordance with UK GAAP.

5. We confirm that there have been no events since the balance sheet date which require disclosing or which would materially affect the amounts in the financial statements, other than those already disclosed or included in the financial statements.
6. We confirm that we are aware that a related party of the company is a person or organisation which either (directly or indirectly) controls, has joint control of, or significantly influences the company or vice versa and as a result will include; shareholders (as a guide with more than 20 per cent of the voting rights), directors, other key management, close family and other business interests of the previous. We confirm that the related party relationships and transactions set out below are a complete list of such relationships and transactions and that we are not aware of any further related parties or transactions.

Party	Relationship	Nature of Transaction
Enrico Danieleto	Director and shareholder	Loan to Enrico Danieleto totalling £171,269.
Wealthpro	Shareholder	Loan to Wealthpro totalling £15,199. Creditor totalling £136,288.
Pairstech Capital Management LLP	Subsidiary	Balance owed by the subsidiary totalling £83,473. Purchases made from the subsidiary totalling £369,974.
BI-REI Ltd	Common directors	Loan owed by BI-REI Ltd totalling £162,064.
B Securitization S.A	Subsidiary	Loan owed by B Securitization SA totalling £156,794.

7. We confirm that all related party relationships and transactions have been accounted for and disclosed in accordance with UK GAAP.
8. We confirm that the company has had, at no time during the year, any arrangement, transaction or agreement to provide credit facilities (including advances and credits granted by the company) for directors, nor to provide guarantees of any kind on behalf of the directors, except as already disclosed in the accounts.
9. We confirm that the company has not contracted for any capital expenditure other than as disclosed in the financial statements.

10. We confirm that we are not aware of any possible or actual instance of non-compliance with those laws and regulations which provide a legal framework within which the company conducts its business and which are central to the company's ability to conduct its business, except as explained to you and as disclosed in the financial statements.



ALEPH FINANCE GROUP PLC
MINUTES OF A DIRECTORS' MEETING
HELD ON 30 SEPTEMBER 2020

IT WAS RESOLVED that the accounts for the year ended 31 December 2019 be accepted for presentation to the members of the Annual General Meeting.

A handwritten signature in blue ink, appearing to read "Eui-Jin Park", is written above a dashed line.

Chairman

Company Registration No. 06469680 (England and Wales)

**ALEPH FINANCE GROUP PLC
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

ALEPH FINANCE GROUP PLC

COMPANY INFORMATION

Directors	E Danielelto A Sprizzi M Grandinetti R Snedden	(Appointed 18 July 2019) (Appointed 17 October 2019)
Secretary	G Ivanova	
Company number	06469680	
Registered office	1st Floor 12 Old Bond Street Mayfair London W1S 4PW	
Auditor	Perrys Accountants Limited Chartered Accountants First Floor 12 Old Bond Street London W1S 4PW	

ALEPH FINANCE GROUP PLC

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ALEPH FINANCE GROUP PLC

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ALEPH FINANCE GROUP PLC

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present the strategic report for the year ended 31 December 2019.

Fair review of the business

History of the company

Aleph Finance Group is a financial company headquartered in London, acting as holding company of its Group that is active in managing investments, providing advisory services and insurance solutions to high net worth individuals, family offices and companies throughout Europe. Aleph was incorporated in 2008 with the legal name of Pairstech Limited and, until 2015, was dormant. As of 3 June 2015, Pairstech Limited changed its legal name to Pairstech CM Ltd.

In March 2016, following the departure of a minority partner of Pairstech Capital Management LLP, Aleph increased its interest in Pairstech in order to support its development.

In 2017, the reporting dates of Aleph have changed from 30 April to 31 December, in order to align them with those of its Investees.

As of 16 April 2018, Pairstech CM Ltd changed its name to Aleph Finance Group Ltd.

On 27 March 2019, the company issued 6.5% 2024 the Non-Convertible Bonds. As of 27 March 2019, the Bonds were admitted to trading on the Vienna MTF, a Multilateral Trading Facility operated by the Wiener Börse AG (the Vienna Stock Exchange).

By way of a written resolution of the Shareholders of Aleph adopted on 18 July 2019, Aleph was transformed into a public limited company. On the same day, Aleph executed a stock split with the division of the previous no. 50,000 (fifty thousand) ordinary shares denominated in GBP having a nominal value of GBP 1 (one) each into no. 10,000,000.00 (ten million) ordinary Shares having a nominal value of GBP 0.005 (zero point zero zero five) each.

Description of the company's activities

Aleph and its Group are mainly active in the asset management and insurance brokerage industries. Each "business-line" is then divided into different sub-lines, making of Aleph and its Group a real pan-European financial player able to serve clients with a "360-degree" approach.

Aleph's main activities in this business line are: (i) the development of corporate strategy in favour of its Subsidiaries and Investees and (ii) the management of equity interests in other companies operating in the fund management, wealth management, capital markets and financial services industries

The activities falling within each sub-line can be described as follows.

Wealth Management	Fund Sub-Management	Capital Markets	Financial Services Hub
<ul style="list-style-type: none">• Managed Accounts• Advisory Mandates• Portfolio Allocation• Risk Analysis	<ul style="list-style-type: none">• UCITS Funds• Alternative Funds• Marketing and Placement• Risk Management	<ul style="list-style-type: none">• Corporate Finance• Listing & Placement• Investor Relations Services• Club Deals• Crowdfunding	<ul style="list-style-type: none">• Regulatory umbrella• Compliance Oversight• Securitisation Vehicles, Certificates and Funds Setup

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Wealth Management

The Group is active in the wealth management space through Pairstech.

The wealth management activities represent the first as well as the key and most relevant business of the Group.

The services falling within such sub-line represent a combination of active management (i.e. managed accounts and portfolio allocation) and advisory (i.e. advisory mandates and risk analysis) activities.

The Group has currently over 200 accounts opened and managed.

In this business sub-line, the Group has also established strong partnerships with leading credit and financial institutions in the different countries where the Group operates, providing to the Group and its clients custodian, depositary bank, execution, trading and settlement services.

Funds' Sub-Management

Funds' sub-management represents a key area for Aleph and its Group.

The Group is active in the fund sub-management industry through Pairstech

The Group firstly operates as a delegated investment manager, both in relation to UCITS and Alternative Investment Funds, based on investment manager agreements entered into with leading European management companies. The Funds for which Pairstech operates as delegated investment manager are shown in the table above.

Such agreements – whilst, on the one hand, retain the ultimate liability and responsibility to the management companies – on the other hand, attribute significant discretion and powers to the delegated investment manager (i.e. Pairstech) in the execution and monitoring of the investments as well as in the management of the relevant Funds (or compartments thereof).

Such structure allows clients to benefit from, (i) on the one hand, the infrastructure and services of fully regulated and well-respected management companies and (ii) on the other hand, be-spoke investment solutions offered by, and the specific expertise of, Pairstech's investment managers.

Among the management companies with which Pairstech has in place investment manager agreements, there are Lemanik Asset Management S.A., Pharos Management S.A., Cardif Lux Vie S.A. and Adepa Asset Management S.A.

Pairstech is also active in the distribution side, by marketing and placing UCITS and Alternative Investment Funds vis-à-vis its clients.

Capital markets

Capital markets historically represent a core business for Aleph and its Group, both on the transactional as well as the advisory side.

The Group advises corporate clients on the entire transactional process, starting from the structuring activities of capital markets' deals (equity and debt) to the placing and listing phase thereof.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

In this regard, the Group's main target clients are European small-medium enterprises ("SMEs") wanting to diversify their funding sources and looking to dis-intermediate the traditional banking channel. In this space, Pairstech has gained a top-notch expertise and market recognition in the structuring and distribution of the so-called mini-bonds (i.e. debt securities issued by Italian SMEs), to be listed typically on the ExtraMOT Pro, a market segment managed and organised by the Italian Stock Exchange, or the Vienna MTF, a market of the Vienna Stock Exchange.

Financial Services Hub

The Group also operates as a hub for financial services' solutions.

In this regard, a profitable part of the business is represented by the so-called appointed representative services offered by Pairstech to non-regulated entities intending to benefit from the regulatory umbrella and permissions of Pairstech to carry-out certain regulated activities in the United Kingdom.

Currently, Pairstech has over 30 appointed representatives under its umbrella.

The appointed representatives' business requires compliance oversight's services that are carried out by the Group in favour of its appointed representatives.

Finally, another important part of the financial services business is represented by the so-called "special opportunities", such as the set-up and management of securitisation vehicles and/or compartments thereof through which securitisation transactions are executed and the structuring of certificates and other investment products.

Insurance's business line

The insurance brokerage business line is divided into the 3 following sub-lines.

Private Life Insurance	Unit Linked Life Insurance	Health Insurance
Combination of private banking services and asset management embedded within life insurance policies, satisfying the most sophisticated and complex needs with dedicated instruments	A product that combine insurance personal protection with underlying diversified funds portfolio, long terms investment with insurance and fiscal advantages	International medical private schemes protecting entrepreneurs and families related to short terms and long terms Health care needs.

Customers' base and segments

The chart below shows the Group's client base together with the Group's aim.

In particular, the Group focuses on the high-net worth individuals' space in relation to its management and insurance brokerage activities and on the European SMEs' area for its capital markets' business.

Therefore, the Group presents itself as a pan-European "insurwealth" mid-market platform.

ALEPH FINANCE GROUP PLC

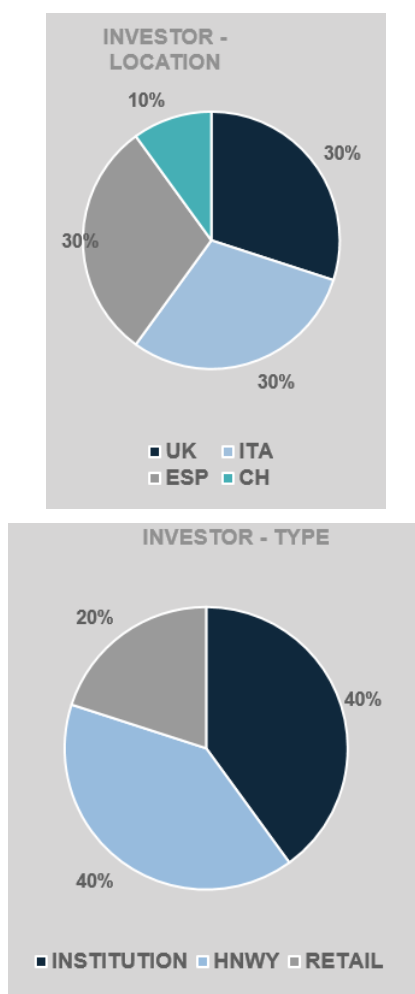
STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Geographical presence

The Group provides its services mainly in the United Kingdom, Ireland, Switzerland, Italy, Spain and Luxembourg.

The clients' distribution in terms of geographical area and type is illustrated in the graphs below.



Principal risks and uncertainties

Risk related to the Issuer's expansion and growth

We have experienced, and intend to continue to pursue, a rapid growth and we intend to implement an expansion strategy.

The Company's and the whole Group's organizational structure is also becoming more complex as operational, financial and management infrastructure is growing and we continue to improve and invest into our reporting systems and procedures. These investments will require significant capital expenditures and the allocation of management resources, and any investments the Company makes will occur in advance of experiencing the benefits from such investments, making it difficult to determine in a timely manner if we are efficiently allocating our resources.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

If we are unable to manage our growth effectively and efficiently and/or we do not achieve the benefits anticipated from these investments and/or if the achievement of these benefits is delayed, the Group's results of operations and financial and economic conditions may be adversely affected.

Moreover, our capacity to achieve our growth targets and increase our revenues and profits depends, to a large extent, on our capacity to implement our business plan and strategy and to achieve a high level of efficiency and effectiveness in our operations. If we are not able to successfully implement our business strategy, or if such implementation is delayed (for any reason), or if the assumptions as well as targets of our business strategy and plan prove to be incorrect or not achievable (also in part), the Group's results of operations and financial and economic conditions may be adversely affected.

Moreover, our ability to forecast future results of operations is subject to a number of uncertainties. Any predictions about the Group's future revenues and expenses may not be as accurate as expected.

If management assumptions regarding these risks and uncertainties, which the Company uses to plan and operate business, are incorrect or change, or if the Company does not address these risks successfully, results of operations could differ materially from expectations, growth rates may slow, and business would suffer.

Should any of the negative events above materialize and in case we are not able to address such negative events and mitigate the negative consequences thereof quickly and effectively, they may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

Risks related to joint ventures, partnerships and future acquisitions

We may establish partnerships or joint ventures or make acquisitions to develop and implement our growth strategy or strengthen our core business. However, the possible benefits or expected returns from such joint ventures, partnerships and acquisitions may be difficult to achieve or may prove to be less valuable than we estimate. Furthermore, joint ventures, partnerships and acquisitions bear the risk of difficulties that may arise when integrating people, operations, technologies and products. This may have a material adverse effect on the Group's business, financial and economic condition and results of operations.

In addition, the success of acquisitions depends in part on our ability to identify successfully and acquire suitable companies and other assets on acceptable terms and, once they are acquired, on the successful integration into our and the Group's operations, as well as our ability to identify suitable strategic partners and conclude suitable terms with them. Any inability to implement an acquisition strategy or a failure in any particular implementation of this strategy may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

Risk related to the failure to meet the expectations of investors

The Group's past results should not be relied upon as indicative measure of future performance. In fact, we may not be able to accurately predict future performance, revenues and results of operations. If our performance, revenues or results of operations fall below the expectations of the investors in a particular year, or below any guidance or forecast that we may communicate to the public and the market, the market price of the Shares may decline.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Currency risk

A significant amount of revenues generated by the Group is denominated in Euro while a significant amount of fixed costs in Sterling. Moreover, the Group does not currently undertake foreign currency hedging transactions to mitigate potential foreign currency exposure but may decide to do so in the future.

Therefore, a negative fluctuation of the exchange rates between Sterling and Euro may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

Liquidity and funding risks

We are exposed to potential liquidity risks that may also arise from circumstances outside our control such as a credit crisis or severe economic conditions. Moreover, there can be no assurance that we will be able to (i) receive cash flows from our Subsidiaries and Investees (and Pairstech in particular) and/or (ii) borrow from banks or raise financial resource in the capital markets to meet our payment obligations and/or to refinance our exposure.

The occurrence of any of the above-mentioned events and the consequent inability to ensure sufficient liquidity may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

Operational risks

The Group is potentially subject to various operational risks – including the risk of fraud by employees of other persons, unauthorized transactions by employees or operational errors, including due to malfunctions in production machines and equipment – which may negatively affect its business, financial and economic condition and results of operations.

The occurrence of any of the above-mentioned events, in turn, may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

Risk of changes in tax regimes

We are subject to the risk that countries in which we and our Subsidiaries and Investees operate, or will operate in the future, may impose additional withholding taxes, income taxes or other taxes, as well as changing tax levels from those in force at the date of the respective projects or the date hereof.

Any future adverse changes concerning tax regimes generally applicable to us and/or our Subsidiaries and Investees may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

Risk of litigation

Legal proceedings may arise from time to time in the course of the Company and Group's businesses.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

In particular, the Issuer and its Subsidiaries and Investees (and in particular Pairstech) (i) are exposed to possible litigation risks including, but not limited to, regulatory interventions and proceedings as well as third party claims and (ii) may be involved in disputes if, for example, (a) the appropriate standard of care and/or the applicable conduct rules are not satisfied in the performance of financial and insurance services vis-à-vis the clients and/or (b) any power, authority or discretion is not exercised in a prudent or appropriate manner in accordance with accepted standard of practice.

We cannot exclude that litigation may be brought against the Group and that such litigation may have a material adverse effect on our financial conditions and results of operations.

As far as we are aware, however, there is no current, pending or threatened litigation in which the Group is directly or indirectly concerned, which may have a material adverse effect on our reputation, business, financial conditions and results of operations.

Risk related to the breach of the Group's security measures

Unauthorized access to, or other security breaches of (including malware attacks), systems or networks used by the Company or its Subsidiaries and Investees (and, in particular, Pairstech) – including those of their contractors, or those with which they have strategic relationships – could result in the loss or corruption of data, loss of business, reputational damage vis-à-vis affected clients, regulatory investigations and orders, litigation, indemnity obligations, damages for contract breach, penalties for violation of applicable laws or regulations, significant costs for remediation and other liabilities.

The occurrence of any of the above-mentioned events may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares. We have addressed mitigation of cyber risk also via proper insurance policy.

Risk related to the Issuer's inability to retain key persons

We believe that our success depends on the continuous contribution from the Company and Pairstech's directors, management and other key persons.

In addition, since our future success is dependent on our ability to continue to enhance our existing services and introduce new services, we are heavily dependent on the ability to attract and retain qualified personnel with the requisite education, background, and industry experience. In particular, as we expand our business, our success will also depend, in part, on the ability to attract and retain qualified personnel capable of supporting a larger and more diverse customer base.

The termination of the employment relationships with a significant number of key persons could be disruptive. In addition, if any of the key persons joins a competitor or decides to otherwise compete with the Company or Pairstech, we may experience a material disruption of operations and business strategy, which may result in a loss of clients, in an increase in operating expenses and in a diversion of our personnel's focus.

The occurrence of any of the above-mentioned events may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Risk related to potential conflicts of interest

As at the date of the Information Document, certain members of the Board of Directors of the Company may have interests of their own or of third parties in certain transactions of the Company and/or the Group, as they hold, directly or indirectly, interests in the Issuer's share capital and/or in the Investees' capital and sit in the Company's or the Investees' Boards of Directors. More specifically:

- Enrico Danieleto holds approximately 82.75% of the Company's share capital and is the Chief Executive Officer thereof;
- Enrico Danieleto is a General Partner and the Chief Executive Officer of Pairstech and holds an interest equal to 10.3%;
- Mauro Grandinetti is Director of the Issuer and holds 0,10% of Pairstech

Risk related to related party transactions

The Company and its Subsidiaries and Investees regularly enter into agreements and/or transactions with related parties.

However, related party transactions present the typical risks of transactions executed by legal entities part of the same Group or, in any case, linked by shareholding and/or business relationships that may jeopardize the fairness of the relevant terms and conditions.

Risk related to the macroeconomic framework

In recent years, the macroeconomic framework has been characterised by a high degree of uncertainty due to the crisis of the main financial institutions and the sovereign debt crisis of certain European countries.

The United Kingdom's approval of its exit from the European Union (known as Brexit) have raised and continues to raise concerns about the long-term sustainability of the Economic and Monetary Union and, in the extreme, the resilience of the European Union itself. In this context, several countries of the Economic and Monetary Union have requested and obtained financial assistance from the European authorities and the International Monetary Fund and are currently carrying out structural reform programmes.

At the date of this Information Document there is no legal procedure or practice aimed at facilitating the exit of a Member State from the Euro and the consequences of these decisions are exacerbated by the uncertainty regarding the methods through which a Member State could manage its current assets and liabilities denominated in Euros and the exchange rate between the newly adopted currency and the Euro.

In addition, a collapse of the Eurozone could be accompanied by the deterioration of the economic and financial situation of the European Union and could have a significant negative effect on the entire financial sector, creating new difficulties in the granting of sovereign loans and loans to businesses and involving considerable changes to financial activities both at market and retail level.

The occurrence of any of the abovementioned events may have a significant negative impact on us, with negative implications for the economic, financial and asset situation of our Group.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Risks related to Brexit

Regardless of the time scale and the term of the United Kingdom's exit from the European Union, the result of the referendum in June 2016 has created significant uncertainties with regard to the political and economic prospects of the United Kingdom and the European Union. The situation is very uncertain since:

- (i) on 13 March 2019 the UK Parliament approved a motion rejecting the possibility of withdrawing from the EU without an agreement (so-called No Deal);
- (ii) between 27 March 2019 and 1 April 2020 the UK Parliament carried out a series of indicative votes on alternative options to the Brexit Deal and on 11 April 2019, the European Council adopted the decision to further extend the Brexit term to 31 October 2019;
- (iii) on 31 January 2020, the United Kingdom unilaterally left the European Union without an agreement (so-called no deal Brexit);
- (iv) as at date of this Information Document, no agreement has been reached between the European Union and the United Kingdom as to the legal regime that shall apply after the transitional period comes to an end (i.e. 31 December 2020).

The exit of the United Kingdom from the European Union; the possible exit of Scotland, Wales or Northern Ireland from the United Kingdom; the possibility that other European Union countries could hold similar referendums to the one held in the United Kingdom and/or call into question their membership of the European Union, could include further falls in stock exchange indices, a fall in the value of the Sterling and/or the Euro, an increase in exchange rates between the Sterling and the Euro and/or greater volatility of markets in general due to the increased uncertainty, with possible negative consequences on capital markets.

These events may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

Risk related to competition

The markets where the Group operates are highly and increasingly competitive. A significant number of companies (including investment firms and insurance companies) have developed, or are developing, services that currently or in the future may compete with those of the Group or be of better quality. This competition could result in decreased revenue, increased pricing pressure, increased sales and marketing expenses and loss of market shares, any of which could adversely affect the Company's business and results of operations.

Many of the Group's competitors and potential competitors are larger and have greater brand and/or name recognition, longer operating histories, larger marketing budgets and established client relationships, access to larger client bases, and significantly greater resources for the development of their solutions. In addition, the Group faces potential competition from participants in adjacent markets that may enter the markets or providing alternative approaches to provide similar results. The Group may also face competition from companies entering the market, including companies that could expand their offerings or acquire one of the Group's competitors. They may have significantly greater financial resources and longer operating histories than the Group does. As a result, competitors and potential competitors may be able to respond more quickly and effectively than the Group can to new or changing opportunities, technologies or clients requirements. Further, some potential clients, particularly large corporates, may elect to develop their own internal solutions. The ability to compete is also subject to the risk of future disruptive technologies. If new technologies emerge that are able to deliver similar or better solutions at lower prices, more efficiently, or more conveniently, such technologies could adversely affect the Group's ability to compete. With the introduction of new technologies and market entrants, competition is expected to intensify in the future.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

If we are unable to keep up with these developments, (i) our results of operations, financial and economic position and profits in the future and consequently (ii) the market price of the Shares, may be negatively affected.

Risk related to regulatory changes affecting the industries in which the Group operates

Some of the groups Subsidiaries and Investees operate in highly-regulated industries and markets, which impose severe regulatory burdens and compliance obligations as well as an on-going supervision by the relevant competent Authorities.

Moreover, such industries and markets are subject to frequent legal and regulatory changes that require amendments and changes to internal policies and procedures as well as to the business model of the relevant regulated entities.

Compliance with such regulatory requirements and obligations as well as potential regulatory proceedings by the competent Authorities may require the expenditure of significant financial resources by the Group and may cause the Group's management to devote significant time to compliance activities thus diverting resources away from the Group's business activities.

In addition, regulatory changes may have a material negative effect on the business of the Group by restricting or imposing additional conditions to the activities and services that the Group currently carries out. Similarly, the suspension, withdrawal, revocation of the authorisations, licenses and permissions granted to Pairstech and the other Investees operating in regulated industries may result in material negative effects on the Group's business.

The occurrence of any of the above-mentioned events may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

Risks relating to COVID-19

China, Southern Asia, Europe and the United States of America have all been affected by the pandemic called COVID-19.

The effects and impacts that such disease may have on the global economy are still uncertain even if financial and economic experts predict that the virus may result in a long-lasting worldwide economic and financial crisis and recession.

As far as the Group's activities are concerned, digital financial and insurance services are likely to profit from the current situation whereas "traditional" business models are likely to be heavily affected.

Notwithstanding the fact that the Group has invested and intends to continue to invest on technology and digital solutions for the performance of its services and activities, the outbreak of the COVID-19 epidemic crisis may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Risk related to the issuance of new shares and to the acquisition of additional financing

The Company may seek to raise financing to fund future acquisitions or other growth opportunities by issuing additional equity or convertible equity securities. As part of its business strategy, the Company may acquire or make investments in companies, products or technologies and issue equity or convertible securities to pay for any such acquisition or investment.

Any such issuances of additional Shares may cause Shareholders to experience significant dilution of their ownership interests and the per-share value of our Shares to decline.

The Company may also raise capital through equity financings in the future. Any additional capital raised through the sale of equity or convertible securities may dilute the then existing Shareholders' ownership in the Company and Shareholders could be asked in the future to approve the creation of new equity securities which could have rights, preferences and privileges superior to those of the holders of the Shares.

Conversely, capital raised through debt financing would require the Company (and the Group) to make periodic interest payments and may impose restrictive covenants on the conduct of the business. Furthermore, additional financings may not be available on terms favorable to the Company (and its Group), or at all. A failure to obtain additional funding could prevent the Issuer from making expenditures that may be required to implement its growth strategy and grow or maintain its operations.

Risk related to the payment of dividends

The Company's ability to pay dividends on Shares may be restricted by the terms of any future debt incurred or preferred securities issued by the Company or law. Payments of future dividends, if any, may be proposed after taking into account various factors, including Aleph's business, financial conditions, results of operations, current and anticipated cash needs, plans for expansion and any legal or contractual limitation on the Company's ability to pay dividends. There can be no assurance that, in the future, the Company will be in a position to make dividend payments.

Risk related to majority Shareholders with significant influence

The group is controlled by its majority Shareholder, Mr. Enrico Danieletto (who is also the Chief Executive Officer of the Issuer) holding no. 8,713,639 Shares, amounting to approximately 82.75% of the groups share capital.

As a result, Mr. Danieletto can exercise a significant influence over certain matters to be resolved upon by General Meetings of Shareholders and, in any case, may exercise a significant influence by participating to the meetings of the Board of Directors.

In addition, the presence of a majority Shareholder may prevent or make it difficult for the group to be acquired through a public take-over bid. The concentration of ownership may also be negative for other Shareholders, which may have interests different from those of the majority Shareholder.

Risk related to the status of Shareholder of the Group

Shareholders of the group are subject to the general risk associated with such position (i.e. risk directly related to the performance of the group, of the groups Investees; residual claim on the groups assets).

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Risk related to the suitability of an investment in the Shares

Investments in the Shares may not be suitable for all recipients of this Information Document. Accordingly, investors are advised to consult an appropriate person authorised under FSMA, or its equivalent in another jurisdiction, before making their decision.

Tax risk

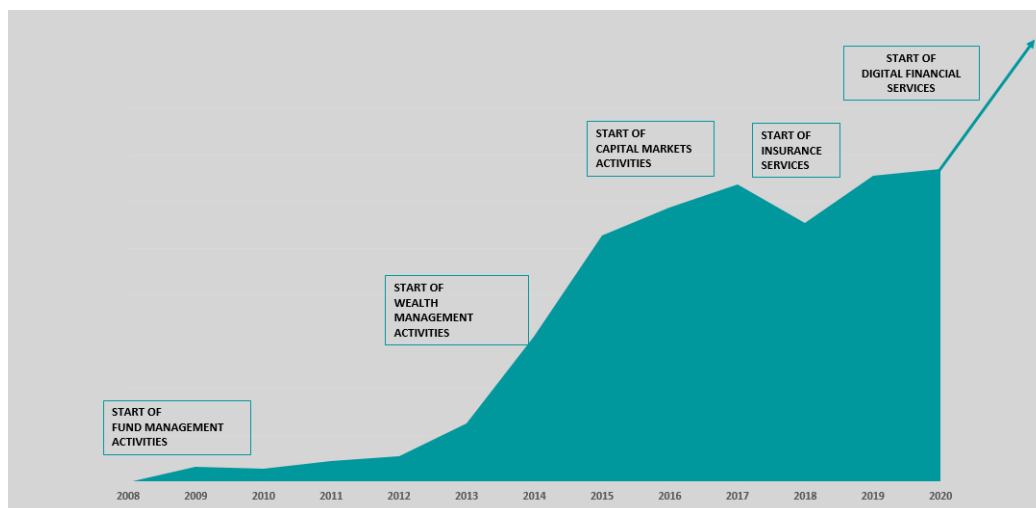
By purchasing and holding the Shares, investors should take their own tax advice as to the consequences of owning such Shares as well as receiving returns from them. In particular, investors should be aware that ownership of the Shares could be treated in different ways in different jurisdictions.

Changes in law adversely affecting the Shareholders

The company is incorporated under the laws of England and Wales. The laws and regulations of England and Wales may be amended from time to time on matters affecting the rights of Shareholders or other circumstances regarding the Shareholder status.

Development and performance

The chart below shows the historical evolution of the Company and its Group's business and activities.



Main investments made by Aleph over the last two financial years

Aleph is a holding company whose main asset is, as the date of this Audited Financials, an economic interest in Pairstech. Therefore, Aleph's principal activities are (i) developing corporate strategy in favour of its Investees and (ii) managing equity stakes in other companies operating in the fund management, wealth management, capital markets, financial services, fintech and insurance industries. As a result of its role as a holding company, Aleph will receive a stream of revenues, originated from different types of fees earned, by the different entities part of its Group, along the process of performing services and activities aimed at supporting clients in strategic planning, target scouting, deals origination and execution.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Aleph holds the following equity/economic interests:

- (i) 89.5% (eighty nine point five per cent.) of Pairstech;
- (ii) 100% (one hundred per cent.) of the share capital of B Securitisation;
- (iii) 3.2% (three point two per cent.) of the share capital of Opstart;
- (iv) 5% (five per cent.) of the share capital of Fiduciaria Digitale;
- (v) 60% (sixty per cent.) of the share capital of Sofias;
- (vi) 100% (one hundred per cent.) of the share capital of BA Insurances;
- (viii) 21% (twenty one per cent.) of the share capital of Bridge Insurance Services.

Business Model

The business model's key pillars

The business model of Aleph and its Group is based on the following key pillars:

1. Geographical presence: the Group is able to offer seamless investment, asset management, insurance and advisory solutions to its clients in all the most relevant financial jurisdictions in Europe, either through the physical presence of regulated intermediaries/branches or on a freedom to provide services basis;
2. Technology and innovation: the Group strongly believes in the role and importance of technology applied to financial and insurance services. In this regard – through its Investees Opstart and Bridge Insurance Services – the Group is able to offer fintech and digital investment and insurance solutions and products to its clients;
3. Manufacturing and structuring capability: the Group does not only operate as a distributor of third-party products but has a strong capability to internally create and develop its own strategies and portfolios as well as to sub-manage funds thus offering bespoke investment solutions to its clients and offering full transparency about their investments;
4. Illiquid investments' capability and expertise: the Group has gained a strong expertise in illiquid products that are becoming more and more part of institutional and professional clients' portfolios, which often, in this period of low interest rate, look for alternative, attractive and high-yield solutions;
5. Advisory and regulatory services: the Group offers on-going and recurring advisory and regulatory services to SMEs, family offices and appointed representatives, thus ensuring a constant and stable flow of business;
6. Human capital: the Group boasts a group of highly-skilled professional with a good age-combination and with a focus on a specific industry and/or geographical area

Performances

The core business of the Group is represented by wealth management and funds' management.

The total assets under management (both Fund Management and Wealth Management Division) as at 31 December 2019 and 30 June 2020 are shown in the table below.

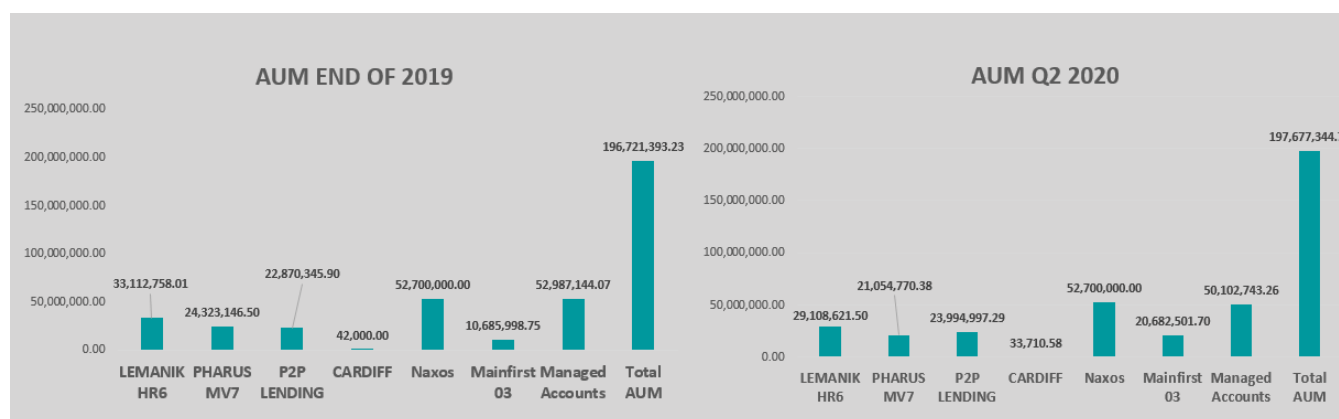
ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Compared to 2018, during 2019 there has been a growth in the AUM of managed funds, with existing Ucits funds maintaining around level of assets, and the increase driven by new mandate (O3 Asset Value Sicav) for around Eur 20 mln. Also in Alternative space, there has been an increase of the assets, thanks to the launch of P2P Lending fund, a Luxembourg Raif that closed the year at around eur 20 Mln AUM. Over 2020 we are looking to maintain an overall stable level of assets under management within our funds, with the potential of increasing the AUM thanks to the expected launch of a managed ETF, dedicated to Institutional investors.

In the Wealth Management part of the Asset Management business, assets have been very stable, also due to lack of marketing activity towards new clients, something that could be reverted by the end of 2020, depending on potential addition of new Private Bankers and because of start of online presence and offering of services.



In the Securitization division, there has been the launch of one new compartments during 2020, which has helped to increase the overall size of the Assets to a level that is near to long term break even in the economics of securitization vehicle.

The performance of the Capital Market division has been steady, with a steady flow of new listing (both equity and debt), placement and arranging opportunities. The investment into Opstartsr1 has opened new opportunities, with an additional flow of deals originating from the the crowdfunding area, at the moment mostly linked to Italy but with a view of expanding into other European countries, starting from the UK.

The Financial Services Hub division has shown continuous strength, with an increase of interest in particular for Umbrella Services, notwithstanding pending Brexit that should have pointed to an expected reduction in origination of new opportunities.

The Insurance Division, has started on the right foot, notwithstanding disruption that has come along with Covid -19 outbreak. Retail division, following a good first 6 months of activity, has shown a slight profit by the end of the year. Insurance Corporate Division has confirmed its synergic positioning within the group, with Insurance Risk Management activities and Performance Bond structuring in favour of existing group clients.

Future Developments

Mission

Aleph's and its Group's mission is to develop an innovative and integrated "insurwealth" platform, both with on-line and traditional off-line services, able to provide investment, advisory and insurance solutions to its clients across Europe.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

The 3 key strategic pillars of the Group's philosophy and business approach are as follows:

1. Scouting of investment opportunities: the Group is active in the scouting and selection process of international and innovative investment opportunities to be offered to existing and prospective clients;
2. Value creation through a thorough risk-management approach: the Group focuses on creating value for its clients, through a diligent and thorough risk management and risk mitigation approach;
3. Monitoring and attention to changes: the Group dedicates significant resources to the monitoring and analysis of market's trends and changes.

The above described 3 pillars are heavily embedded in the strategic vision and in the business model of the Company and its Group.

Listing of the shares on an European Growth Equity Market

The Company is pursuing the listing of its own shares listed on an European Growth Equity Market as strategic primary goal for 2020, in order to

- a) Increase recognizability (brand recognition) on the market
- b) Increase reputation
- c) Increase the transparency offered to counterparties, with the increased information and publicity coming with the listing, especially in an economic and financial environment more and more sensible to disclosures and KYC requirements
- d) Ability to remunerate its stakeholders with stock options and shares into a listed company
- e) Ability to offer shares in a listed company as a currency when pursuing M&A deals
- f) Being better positioned to raise equity capital as a listed company
- g) Expands its geographical presence

The listing procedure is under way and it is expected to be completed within the current year.

Listing process is under way and the company has given mandate to a well established and known financial intermediary in Italy, with a long track record of listing in both the Italian market and a previous experience on the Euronext Access plus market Paris).

Following such listing the company will look to pursue its growth mission, in particular toward

- a) Addressing Brexit changes in the regulatory landscape
- b) Growing the AUM strategically supporting operating companies,
- c) Scouting for acquisition in the fin tech wealth management arena
- d) Opportunistically monitor ability to enter in acquisitions where synergic with existing businesses
- e) Developing an online and social media presence in order to create business opportunities with presenting to a larger audience the group activities, with a primary focus in cross selling among the exiting operating companies client base

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Key performance indicators

Key performance indicator compared with 2018		
	2019	2018
Turnover	6,175,803	5,742,601
The turnover of the subsidiary has increased since 2018 however, the turnover of the parent company has decreased due to the change in strategy of the parent to become a holding company.		
	2019	2018
Cost of sales	5,489,995	4,618,515
Increase in cost of sales in the subsidiary directly relating to the increase in turnover.		
	2019	2018
Gross Profit	685,808	1,124,086
The gross profit is so low as consequence of the matters and strategic decisions noted above.		
	2019	2018
Administrative Expenses	1,291,735	1,120,897
Administrative expenses have increased, mainly due to costs related to the issue of the Bonds, and because there are administrative activities that must be carried out independently by turnover and costs related to the listing.		
	2019	2018
Operating Profit/Loss	(605,927)	3,189
The operating loss is largely due to the matters noted above.		
	2019	2018
Interest payable and similar expenses	142,283	22,421
Increase in interest due to the interest payable on bonds issued by the parent company.		
	2019	2018
Amounts Written off investments	67,810	349,600
This is due to a loan of 2016 that has been waived by the borrower in compensation for other operations made by the Group		
	2019	2018
Profit/(Loss) before taxation	(658,611)	333,795
The profit in the prior year are mainly due to Amounts written off investment but its reduced by the invoices related to 2017. The loss this year is as a result of the matters noted above.		
	2019	2018
Current assets	4,277,085	1,639,713
Debtors	2,096,982	922,021
Investments	1,207,893	555,258
Cash at Bank	972,210	162,434
Aleph has made many investments during 2019 aimed at growth of the Group and that will assure new revenues for future years and owns sufficient cash to continue its growth process and pay interests on bonds.		

On behalf of the board

Enrico Danieletto

E Danieletto

Director

30 September 2020

ALEPH FINANCE GROUP PLC

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present their annual report and financial statements for the year ended 31 December 2019.

Principal activities

The principal activity of the company and group in the year under review was that of investment management services and a holding company.

Directors

The directors who held office during the year were as follows:

E Danielelto

A Sprizzi

M Grandinetti

(Appointed 18 July 2019)

R Snedden

(Appointed 17 October 2019)

Results and dividends

The results for the year are set out on page 19.

No ordinary dividends were paid. The directors do not recommend payment of a further dividend.

Auditor

In accordance with the company's articles, a resolution proposing that Perrys Accountants Limited be reappointed as auditor of the group will be put at a General Meeting.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the auditor of the company is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the auditor of the company is aware of that information.

Disclosure in the strategic report

The company's principal risks and uncertainties, performance and future developments are disclosed in the strategic report.

On behalf of the board

Enrico Danielelto

E Danielelto

Director

30 September 2020

ALEPH FINANCE GROUP PLC

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2019

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company, and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

ALEPH FINANCE GROUP PLC

GROUP PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	2019 £	2018 £
Turnover	3	6,175,803	5,742,601
Cost of sales		(5,489,995)	(4,618,515)
Gross profit		685,808	1,124,086
Administrative expenses		(1,291,735)	(1,120,897)
Operating (loss)/profit	4	(605,927)	3,189
Interest receivable and similar income	7	21,789	3,427
Interest payable and similar expenses	8	(142,283)	(22,421)
Amounts written off investments	9	67,810	349,600
(Loss)/profit before taxation		(658,611)	333,795
Tax on (loss)/profit	10	47,596	(47,596)
(Loss)/profit for the financial year		(611,015)	286,199
(Loss)/profit for the financial year is attributable to:			
- Owners of the parent company		(805,678)	188,546
- Non-controlling interests		194,663	97,653
		(611,015)	286,199

ALEPH FINANCE GROUP PLC

GROUP STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2019

	2019	2018
	£	£
(Loss)/profit for the year	(611,015)	286,199
Other comprehensive income	-	-
	<hr/>	<hr/>
Total comprehensive income for the year	(611,015)	286,199
	<hr/> <hr/>	<hr/> <hr/>
Total comprehensive income for the year is attributable to:		
- Owners of the parent company	(805,678)	188,546
- Non-controlling interests	194,663	97,653
	<hr/>	<hr/>
	(611,015)	286,199
	<hr/> <hr/>	<hr/> <hr/>

ALEPH FINANCE GROUP PLC

GROUP BALANCE SHEET

AS AT 31 DECEMBER 2019

	Notes	2019 £	£	2018 £	£
Fixed assets					
Goodwill	12		121,607		140,808
Tangible assets	13		256		381
			<u>121,863</u>		<u>141,189</u>
Current assets					
Debtors	17	2,096,982		922,021	
Investments	18	1,207,893		555,258	
Cash at bank and in hand		972,210		162,434	
		<u>4,277,085</u>		<u>1,639,713</u>	
Creditors: amounts falling due within one year	19	(1,270,803)		(1,403,976)	
Net current assets			3,006,282		235,737
Total assets less current liabilities			3,128,145		376,926
Creditors: amounts falling due after more than one year	20	(3,359,587)			-
Net (liabilities)/assets			<u>(231,442)</u>		<u>376,926</u>
Capital and reserves					
Called up share capital	24		52,647		50,000
Profit and loss reserves			(810,637)		(4,959)
Equity attributable to owners of the parent company			<u>(757,990)</u>		<u>45,041</u>
Non-controlling interests			526,548		331,885
			<u>(231,442)</u>		<u>376,926</u>

The financial statements were approved by the board of directors and authorised for issue on 30 September 2020 and are signed on its behalf by:

Enrico Danieletto

E Danieletto

Director

COMPANY BALANCE SHEET
AS AT 31 DECEMBER 2019

		2019	2018
	Notes	£	£
Fixed assets			
Investments	14	696,212	696,212
Current assets			
Debtors	17	807,949	4,956
Investments	18	723,485	43,979
Cash at bank and in hand		821,486	1,709
		<u>2,352,920</u>	<u>50,644</u>
Creditors: amounts falling due within one year	19	(395,281)	(657,967)
Net current assets/(liabilities)		<u>1,957,639</u>	<u>(607,323)</u>
Total assets less current liabilities		<u>2,653,851</u>	<u>88,889</u>
Creditors: amounts falling due after more than one year	20	(3,359,587)	-
Net (liabilities)/assets		<u>(705,736)</u>	<u>88,889</u>
Capital and reserves			
Called up share capital	24	52,647	50,000
Profit and loss reserves		(758,383)	38,889
Total equity		<u>(705,736)</u>	<u>88,889</u>

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's loss for the year was £797,272 (2018 - £202,757 profit).

The financial statements were approved by the board of directors and authorised for issue on 30 September 2020 and are signed on its behalf by:

Enrico Danieletto

E Danieleto
Director

Company Registration No. 06469680

ALEPH FINANCE GROUP PLC

GROUP STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	Share capital £	Profit and loss reserves £	Total controlling interest £	Non-controlling interest £	Total £
Balance at 1 January 2018		1,000	(108,077)	(107,077)	234,232	127,155
Year ended 31 December 2018:						
Profit and total comprehensive income for the year		-	188,546	188,546	97,653	286,199
Issue of share capital	24	49,000	-	49,000	-	49,000
Dividends	11	-	(85,428)	(85,428)	-	(85,428)
Balance at 31 December 2018		50,000	(4,959)	45,041	331,885	376,926
Year ended 31 December 2019:						
Loss and total comprehensive income for the year		-	(805,678)	(805,678)	194,663	(611,015)
Issue of share capital	24	2,647	-	2,647	-	2,647
Balance at 31 December 2019		52,647	(810,637)	(757,990)	526,548	(231,442)

ALEPH FINANCE GROUP PLC

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	Share capital £	Profit and loss reserves £	Total £
Balance at 1 January 2018		1,000	(78,441)	(77,441)
Year ended 31 December 2018:				
Profit and total comprehensive income for the year		-	202,758	202,758
Issue of share capital	24	49,000	-	49,000
Dividends	11	-	(85,428)	(85,428)
Balance at 31 December 2018		50,000	38,889	88,889
Year ended 31 December 2019:				
Loss and total comprehensive income for the year		-	(797,272)	(797,272)
Issue of share capital	24	2,647	-	2,647
Balance at 31 December 2019		52,647	(758,383)	(705,736)

ALEPH FINANCE GROUP PLC

GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	2019 £	£	2018 £	£
Cash flows from operating activities					
Cash absorbed by operations	31	(1,290,374)		(70,129)	
Interest paid		(142,283)		(22,421)	
Income taxes paid		(47,595)		(28,270)	
Net cash outflow from operating activities		(1,480,252)		(120,820)	
Investing activities					
Purchase of tangible fixed assets		-		(568)	
Other investments and loans made		(1,091,138)		(50,604)	
Proceeds from other investments and loans		11,493		-	
Interest received		19,280		3,427	
Dividends received		2,509		-	
Net cash used in investing activities		(1,057,856)		(47,745)	
Financing activities					
Proceeds from issue of shares		-		44,044	
Issue of convertible loans		3,359,587		-	
Repayment of borrowings		(27,435)		-	
Dividends paid to equity shareholders		-		(85,428)	
Net cash generated from/(used in) financing activities		3,332,152		(41,384)	
Net increase/(decrease) in cash and cash equivalents		794,044		(209,949)	
Cash and cash equivalents at beginning of year		162,434		372,383	
Cash and cash equivalents at end of year		956,478		162,434	
Relating to:					
Cash at bank and in hand		972,210		162,434	
Bank overdrafts included in creditors payable within one year		(15,732)		-	

ALEPH FINANCE GROUP PLC

COMPANY STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	2019 £	£	2018 £	£
Cash flows from operating activities					
Cash (absorbed by)/generated from operations		(1,255,126)		82,615	
Interest paid		(130,730)		(17,656)	
Income taxes paid		(47,595)		(28,270)	
Net cash (outflow)/inflow from operating activities		(1,433,451)		36,689	
Investing activities					
Other investments and loans made	(1,091,138)		(43,527)		
Proceeds from other investments and loans	(15,378)		-		
Interest received	9,351		-		
Dividends received	2,509		-		
Net cash used in investing activities		(1,094,656)		(43,527)	
Financing activities					
Proceeds from issue of shares	-		44,044		
Issue of convertible loans	3,359,587		-		
Repayment of borrowings	(27,435)		-		
Dividends paid to equity shareholders	-		(85,428)		
Net cash generated from/(used in) financing activities		3,332,152		(41,384)	
Net increase/(decrease) in cash and cash equivalents		804,045		(48,222)	
Cash and cash equivalents at beginning of year		1,709		49,931	
Cash and cash equivalents at end of year		805,754		1,709	
Relating to:					
Cash at bank and in hand		821,486		1,709	
Bank overdrafts included in creditors payable within one year		(15,732)		-	

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

Company information

Aleph Finance Group PLC ("the company") is a private limited company incorporated in England and Wales. The registered office is 1st Floor, 12 Old Bond Street, Mayfair, London, W1S 4PW.

The group consists of Aleph Finance Group PLC and all of its subsidiaries.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain financial instruments at fair value. The principal accounting policies adopted are set out below.

1.2 Basis of consolidation

In the parent company financial statements, the cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill. The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date. Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date. Investments in subsidiaries, joint ventures and associates are accounted for at cost less impairment.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination accounted for using the purchase method and the amounts that can be deducted or assessed for tax, considering the manner in which the carrying amount of the asset or liability is expected to be recovered or settled. The deferred tax recognised is adjusted against goodwill or negative goodwill.

The consolidated financial statements incorporate those of Aleph Finance Group PLC and all of its subsidiaries (ie entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries acquired during the year are consolidated using the purchase method. Their results are incorporated from the date that control passes.

All financial statements are made up to 31 December 2019. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

Pairstech Capital Management LLP has been included in the group financial statements using the purchase method of accounting. Accordingly, the group profit and loss account and statement of cash flows include the results and cash flows of Pairstech Capital Management LLP. The purchase consideration has been allocated to the assets and liabilities on the basis of fair value at the date of acquisition.

Aleph Finance Group Plc has a 100% shareholding in B Securitization S.A. The subsidiary is excluded from the consolidated financial statements, on the basis that the subsidiary is held exclusively with a view for resale.

1.3 Going concern

These financial statements are prepared on the going concern basis. The directors have a reasonable expectation that the group will continue in operational existence for the foreseeable future. However, the directors are aware of certain material uncertainties which may cause doubt on the group's ability to continue as a going concern.

The coronavirus (COVID-19) outbreak has caused significant deterioration in economic conditions for some organisations and an increase in economic uncertainty for others. Most organisations are being impacted by the coronavirus (COVID-19) pandemic, either directly or indirectly, and the increased economic uncertainty and risk may have significant implications on the projected financials and financial reporting.

In assessing our organisation's ability to continue as a going concern, management has factored in the expected impact of the current economic uncertainty and market volatility caused by COVID-19.

Aleph is a holding company, with no direct operations apart from providing strategic direction and control on the underlying companies and introducing potential customers and deals. Accordingly, the ability of the group continuing as a going concern, is linked to the ability of the underlying companies to keep performing as expected and continuing as a going concern themselves. Each one of the underlying companies have updated their forecasts and sensitivities, as considered appropriate, taking into account the risk factors they have identified and the different possible outcomes. They have considered downside scenarios, e.g. taking into account the impacts of lockdown restrictions potentially being tightened again, and for none of them management either intends to liquidate the entity or cease trading or have no realistic alternative but to do so.

In relation to expenditure, Aleph's obligations mainly reside upon repaying its outstanding debt, in the form of two bonds, with maturity dates of 31 December 2021 and 31 December 2024. In both cases the two bonds will be converted into equity, as per board resolutions already undertaken, and so related financial obligations will be linked only to the payment of coupons and not of the principal. Consequently, creditors amounting to £3,359,587 (which are included in the balance sheet as at 31 December 2019 as Creditors: Amounts due after one year), will be converted to equity at 31 December 2024. Capital and reserves will increase by £3,359,587 and liabilities will decrease by £3,359,587 accordingly.

Other relatively minor expenses Aleph is going to incur in the next 12 months, are mainly linked to the listing on the Euronext and the maintenance of listing status. So far, these expenses are matched with existing financial resources available to the company, for at least for the next 12 months.

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

In relation to funding, no additional tapping of funding has been accounted for or attached to the incoming listing, even though it is a general understanding that a listed company has more potential to fund their operations than a non-listed one, both as equity and debt.

After taking into considerations all current events and conditions that impact its operations, in particular, and reviewed projected revenues, expenses, funding and liquidity, with the key focus being to have sufficient liquidity to continue to meet obligations as they fall due, management consider the group to be a going concern.

These forecasts indicate that, taking account of reasonably possible downsides, the group is expected to continue to operate, with headroom, within available cash levels and the within terms of its debt facilities. Key to the forecasts are relevant assumptions regarding the business, business model, any legal or regulatory restrictions, financing and shareholder support.

The directors remain focused on the group's liquidity, and expect to manage business operations in the forecast period whilst maintaining adequate liquidity.

Based on these forecasts, the directors believe that it remains appropriate to prepare the financial statements on a going concern basis and have a reasonable expectation that the group will comply with the requirements of the debt facilities during the next twelve months, the directors consider the group to be a going concern.

1.4 Turnover

Turnover is recognised at the fair value of the consideration received or receivable and is shown net of VAT and other sales related taxes.

1.5 Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of a business over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is 10 years.

1.6 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Computers	33% on cost
-----------	-------------

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the profit and loss account.

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

1.7 Fixed asset investments

Equity investments are measured at fair value through profit or loss, except for those equity investments that are not publicly traded and whose fair value cannot otherwise be measured reliably, which are recognised at cost less impairment until a reliable measure of fair value becomes available.

In the parent company financial statements, investments in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.8 Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Any goodwill included in the carrying amount of the investment is not tested separately for impairment.

1.9 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.10 Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the group's balance sheet when the group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the group transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the group's contractual obligations expire or are discharged or cancelled.

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

1.11 Compound instruments

The component parts of compound instruments issued by the group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date. The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity net of income tax effects and is not subsequently remeasured.

1.12 Equity instruments

Equity instruments issued by the group are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the group.

1.13 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

1.14 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.15 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

1.16 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

2 Judgements and key sources of estimation uncertainty

In the application of the group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Turnover and other revenue

	2019 £	2018 £
Other significant revenue		
Interest income	19,280	3,427
Dividends received	2,509	-
	<u> </u>	<u> </u>

4 Operating (loss)/profit

	2019 £	2018 £
Operating (loss)/profit for the year is stated after charging:		
Exchange differences apart from those arising on financial instruments measured at fair value through profit or loss	83,536	82,697
Depreciation of owned tangible fixed assets	125	187
Amortisation of intangible assets	19,201	19,201
Operating lease charges	32,413	29,052
	<u> </u>	<u> </u>

5 Auditor's remuneration

	2019 £	2018 £
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the group and company	7,500	7,500
Audit of the financial statements of the company's subsidiaries	7,175	6,965
	<u> </u>	<u> </u>
	14,675	14,465
	<u> </u>	<u> </u>

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

6 Employees

The average monthly number of persons (including directors) employed by the group and company during the year was:

Group 2019 Number	2018 Number	Company 2019 Number	2018 Number
3	9	3	3
<u>3</u>	<u>9</u>	<u>3</u>	<u>3</u>

Their aggregate remuneration comprised:

	Group 2019 £	2018 £	Company 2019 £	2018 £
Wages and salaries	44,058	134,399	5,456	-
Social security costs	3,443	14,615	554	-
Pension costs	506	14,591	-	-
	<u>48,007</u>	<u>163,605</u>	<u>6,010</u>	<u>-</u>

7 Interest receivable and similar income

	2019 £	2018 £
Interest income		
Interest on bank deposits	375	-
Other interest income	18,905	3,427
Total interest revenue	<u>19,280</u>	<u>3,427</u>
Other income from investments		
Dividends received	2,509	-
Total income	<u>21,789</u>	<u>3,427</u>

Investment income includes the following:

Interest on financial assets not measured at fair value through profit or loss	375	-
	<u>375</u>	<u>-</u>

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

8 Interest payable and similar expenses

	2019 £	2018 £
Interest on financial liabilities measured at amortised cost:		
Interest on bank overdrafts and loans	105	131
Other interest on financial liabilities	142,178	22,216
	<u>142,283</u>	<u>22,347</u>
Other finance costs:		
Other interest	-	74
	<u>142,283</u>	<u>22,421</u>

9 Amounts written off investments

	2019 £	2018 £
Gain on disposal of current asset investments	95,245	-
Amounts (written off)/written back to financial liabilities	(27,435)	349,600
	<u>67,810</u>	<u>349,600</u>

10 Taxation

	2019 £	2018 £
Current tax		
UK corporation tax on profits for the current period	(47,596)	47,596

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

10 Taxation

(Continued)

The actual (credit)/charge for the year can be reconciled to the expected (credit)/charge for the year based on the profit or loss and the standard rate of tax as follows:

	2019 £	2018 £
(Loss)/profit before taxation	(658,611)	333,795
Expected tax (credit)/charge based on the standard rate of corporation tax in the UK of 19.00% (2018: 19.00%)	(125,136)	63,421
Tax effect of expenses that are not deductible in determining taxable profit	718	29
Tax effect of utilisation of tax losses not previously recognised	(29,598)	-
Unutilised tax losses carried forward	141,809	-
Amortisation on assets not qualifying for tax allowances	3,648	3,648
(Profit)/Loss not subject to corporation tax	(39,037)	(19,502)
Taxation (credit)/charge	(47,596)	47,596

11 Dividends

	2019 £	2018 £
Final paid	-	85,428

12 Intangible fixed assets

Group	Goodwill £
Cost	
At 1 January 2019 and 31 December 2019	192,011
Amortisation and impairment	
At 1 January 2019	51,203
Amortisation charged for the year	19,201
At 31 December 2019	70,404
Carrying amount	
At 31 December 2019	121,607
At 31 December 2018	140,808

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

12 Intangible fixed assets (Continued)

The company had no intangible fixed assets at 31 December 2019 or 31 December 2018.

13 Tangible fixed assets

Group	Computers £
Cost	
At 1 January 2019 and 31 December 2019	30,601
Depreciation and impairment	
At 1 January 2019	30,220
Depreciation charged in the year	125
At 31 December 2019	30,345
Carrying amount	
At 31 December 2019	256
At 31 December 2018	381

The company had no tangible fixed assets at 31 December 2019 or 31 December 2018.

14 Fixed asset investments

		Group 2019 £	2018 £	Company 2019 £	2018 £
Notes					
Investments in subsidiaries	15	-	-	696,212	696,212

Movements in fixed asset investments

Company	Shares in group undertakings £
Cost or valuation	
At 1 January 2019 and 31 December 2019	696,212
Carrying amount	
At 31 December 2019	696,212
At 31 December 2018	696,212

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

15 Subsidiaries

Details of the company's subsidiaries at 31 December 2019 are as follows:

Name of undertaking	Registered office	Class of shares held	% Held Direct
Pairstech Capital Management LLP	Norvin House, 45-55 Commercia Street, London E1 6BD	Ordinary	89.50
B Securitization S.A	2 Place de Strasbourg, L-2562, Luxembourg	Ordinary	100.00
Sofias SRL	20100 Milano, Via Dei Piatti NR.8	Ordinary	60.00

The aggregate capital and reserves and the result for the year of the subsidiaries noted above was as follows:

Name of undertaking	Capital and Reserves £	Profit/(Loss) £
Pairstech Capital Management LLP	752,974	205,458
B Securitization S.A	(113,359)	(61,289)
Sofias SRL	11,833	(1,212)

The company holds 100% of the share capital of B Securitization S.A, a company incorporated in Luxembourg.

The company holds 60% of the share capital of Sofias SRL, a company incorporated in Italy.

These subsidiaries are held for sale, and are therefore classified as a current asset investment and is not included in the consolidated financial statements.

16 Financial instruments

	Group 2019 £	2018 £	Company 2019 £	2018 £
Carrying amount of financial assets				
Instruments measured at fair value through profit or loss	1,207,893	555,258	723,485	43,979

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

17 Debtors

	Group 2019	2018	Company 2019	2018
	£	£	£	£
Amounts falling due within one year:				
Trade debtors	226,590	228,049	1,157	-
Unpaid share capital	7,603	4,956	7,603	4,956
Corporation tax recoverable	47,596	-	47,596	-
Other debtors	1,160,000	201,984	751,593	-
Prepayments and accrued income	655,193	487,032	-	-
	<u>2,096,982</u>	<u>922,021</u>	<u>807,949</u>	<u>4,956</u>

18 Current asset investments

	Group 2019	2018	Company 2019	2018
	£	£	£	£
Unlisted investments	<u>1,207,893</u>	<u>555,258</u>	<u>723,485</u>	<u>43,979</u>

19 Creditors: amounts falling due within one year

	Notes	Group 2019	2018	Company 2019	2018
		£	£	£	£
Bank loans and overdrafts	21	15,732	-	15,732	-
Trade creditors		515,990	470,859	152,459	343,524
Corporation tax payable		-	47,595	-	47,595
Other creditors		201,532	419,622	156,444	259,509
Accruals and deferred income		537,549	465,900	70,646	7,339
		<u>1,270,803</u>	<u>1,403,976</u>	<u>395,281</u>	<u>657,967</u>

20 Creditors: amounts falling due after more than one year

	Notes	Group 2019	2018	Company 2019	2018
		£	£	£	£
Convertible loans	22	<u>3,359,587</u>	<u>-</u>	<u>3,359,587</u>	<u>-</u>

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

21 Loans and overdrafts

	Group 2019 £	2018 £	Company 2019 £	2018 £
Bank overdrafts	15,732 =====	- =====	15,732 =====	- =====
Payable within one year	15,732 =====	- =====	15,732 =====	- =====

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

22 Convertible loan notes

	Group 2019 £	2018 £	Company 2019 £	2018 £
Liability component of convertible loan notes	3,359,587	-	3,359,587	-

6.5% Fixed Rate Bonds due September 2024

During the year, the company issued bonds for a maximum aggregate amount of EUR 10,000,000. At 31 December 2019, bonds amounting to EUR 3,843,000 (£3,411,892) had been subscribed for and are included in creditors due after more than one year. The transaction costs associated to these bonds amount to £52,305.

The bonds bear interest at 6.5% per annum, payable semi annually in arrears commencing September 2019, and will be redeemed in cash at their nominal amount in September 2024, unless previously redeemed, purchased and cancelled. The issuer of bonds (Aleph Finance Group Plc) may elect to satisfy its obligation to redeem the bonds by exercising a share settlement option that permits the issuer to settle the bonds by the issue of shares. The amount of shares issued to settle the bonds is variable.

Full details of the bonds and relevant information are contained within the information memorandum dated 27 March 2019 (for the purposes of admission of the bonds to the listing on the third market of the Vienna stock exchange).

2.5% Fixed Rate Convertible Bonds due 31 December 2020

During the year, the company issued an instrument for bonds up to a maximum amount of EUR 10,000,000.

Bonds amounting to EUR 1,261,000 (£1,111,772) were subscribed for, of which EUR 1,101,000 (£970,706) were unpaid and were converted to 529,477 Ordinary shares of £0.005 in November 2019.

The remaining bonds amounting to EUR 160,000 (£141,066) were not converted to shares and will be settled and cancelled by 31 December 2020.

The liability amounting to EUR 160,000 (£141,066) is included within other creditors.

2.5% Fixed Rate Convertible Bonds due 31 December 2021

During the year, the company issued an instrument for bonds up to a maximum of EUR 10,000,000.

Bonds amounting to EUR 297,000 (£261,852) were subscribed for, all of which remain unpaid.

If the subscribed bonds amounting to EUR 297,000 (£261,852) are converted to shares, the number of shares is variable and, based on current values, would amount to 142,831 Ordinary shares of £0.005 totalling £714.15.

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

23 Retirement benefit schemes

	2019	2018
	£	£
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	506	14,591

A defined contribution pension scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the group in an independently administered fund.

24 Share capital

	Group and company	
	2019	2018
	£	£
Ordinary share capital		
Issued and not fully paid		
10,529,477 (2018: 50,000) Ordinary shares of 0.5p each	52,647	50,000

The share capital of the company is 10,529,477 Ordinary £0.005 shares totalling £52,647.

During the year, the company issued 529,477 Ordinary £0.005 shares totalling £2,647.

Included within the total share capital, is 4,956 Ordinary £1 shares and 529,477 Ordinary £0.005 shares which are issued but not fully paid.

25 Financial commitments, guarantees and contingent liabilities

During the prior year, a loan amounting to £349,600 owed to a third party was waived by the third party (see note 9). The loan has originally been provided to purchase listed investments, and these investments subsequently become delisted and have been written off as having no value.

In the event that these investments return to their previous listed value, the loan amounting to £349,600 will become payable.

Neither the loan, nor the investments, are included in the balance sheet. There is a contingent liability of £349,600, which is not recognised as an actual liability on the basis that the investments currently have no value.

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

26 Operating lease commitments

Lessee

At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group 2019 £	2018 £	Company 2019 £	2018 £
Within one year	10,800	18,968	-	-
Between two and five years	21,600	-	-	-
	<u>32,400</u>	<u>18,968</u>	<u>-</u>	<u>-</u>

27 Events after the reporting date

After the balance sheet date, the company issued EUR 875,000 6.5% bonds. The company received EUR 896,478 (£755,334) for the bonds that were issued.

After the balance sheet date, the company acquired a further 3.5% shareholding in one of its investments, increasing its shareholding to 21%. The additional 3.5% was purchased for 50,000 EUR (£44,795).

After the balance sheet date, the company acquired a further 82.5% shareholding in one of its investments, increasing its shareholding to 100%.

28 Related party transactions

Included in other debtors, is a loan owed by another subsidiary totalling £163,899 (2018: £Nil).

Included in other debtors are loans to shareholders totalling £18,855 (2018: £Nil).

Included in trade creditors, is a balance owed to a shareholders totalling £136,288 (2018: £136,288).

Included in other debtors is a loan to a company with common directors totalling £162,064 (2018: £Nil).

29 Directors' transactions

Included in other debtors is a director's loan account balance totalling £171,268 (2018: £103,805 creditor). This was repaid prior to 30 September 2020.

30 Controlling party

The ultimate controlling party is Mr E Danieleto by virtue of his shareholding in the company.

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

31 Cash absorbed by group operations

	2019 £	2018 £
(Loss)/profit for the year after tax	(611,015)	286,199
Adjustments for:		
Taxation (credited)/charged	(47,596)	47,596
Finance costs	142,283	22,421
Investment income	(21,789)	(3,427)
Amortisation and impairment of intangible assets	19,201	19,201
Depreciation and impairment of tangible fixed assets	125	187
Gain on sale of investments	(95,245)	-
Amounts written off investments	27,435	(349,600)
Movements in working capital:		
(Increase)/decrease in debtors	(602,463)	297,517
Decrease in creditors	(101,310)	(390,223)
Cash absorbed by operations	(1,290,374)	(70,129)

32 Analysis of changes in net funds/(debt) - group

	1 January 2019 £	Cash flows £	Other non- 31 December cash changes £	2019 £
Cash at bank and in hand	162,434	809,776	-	972,210
Bank overdrafts	-	(15,732)	-	(15,732)
	162,434	794,044	-	956,478
Borrowings excluding overdrafts	-	27,435	(27,435)	-
Convertible loan notes	-	(3,359,587)	-	(3,359,587)
	162,434	(2,538,108)	(27,435)	(2,403,109)

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

33 Analysis of changes in net funds/(debt) - company

	1 January 2019	Cash flows	Other non- 31 December cash changes	2019
	£	£	£	£
Cash at bank and in hand	1,709	819,777	-	821,486
Bank overdrafts	-	(15,732)	-	(15,732)
	<u>1,709</u>	<u>804,045</u>	<u>-</u>	<u>805,754</u>
Borrowings excluding overdrafts	-	27,435	(27,435)	-
Convertible loan notes	-	(3,359,587)	-	(3,359,587)
	<u>1,709</u>	<u>(2,528,107)</u>	<u>(27,435)</u>	<u>(2,553,833)</u>

ALEPH FINANCE GROUP PLC

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ALEPH FINANCE GROUP PLC

Opinion

We have audited the financial statements of Aleph Finance Group PLC (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2019 which comprise the group profit and loss account, the group statement of comprehensive income, the group balance sheet, the company balance sheet, the group statement of changes in equity, the company statement of changes in equity, the group statement of cash flows, the company statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2019 and of the group's profits for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to note 1.3 of the financial statements, which describes the basis upon which the financial statements are prepared and the material uncertainties relating to going concern. Our opinion is not modified in this respect.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 that fact.

We have nothing to report in this regard.

ALEPH FINANCE GROUP PLC

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF ALEPH FINANCE GROUP PLC

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent 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 directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) 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 financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.


ALEPH FINANCE GROUP PLC

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF ALEPH FINANCE GROUP PLC

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Declan McCusker (Senior Statutory Auditor)
for and on behalf of Perrys Accountants Limited

30 September 2020

Chartered Accountants
Statutory Auditor

First Floor
12 Old Bond Street
London
W1S 4PW

Company Registration No. 06469680 (England and Wales)

ALEPH FINANCE GROUP PLC
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019

ALEPH FINANCE GROUP PLC

COMPANY INFORMATION

Directors	E Danieleto A Sprizzi M Grandinetti R Snedden	(Appointed 18 July 2019) (Appointed 17 October 2019)
Secretary	G Ivanova	
Company number	06469680	
Registered office	1st Floor 12 Old Bond Street Mayfair London W1S 4PW	
Auditor	Perrys Accountants Limited Chartered Accountants First Floor 12 Old Bond Street London W1S 4PW	

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ALEPH FINANCE GROUP PLC

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present the strategic report for the year ended 31 December 2019.

Fair review of the business

History of the company

Aleph Finance Group is a financial company headquartered in London, acting as holding company of its Group that is active in managing investments, providing advisory services and insurance solutions to high net worth individuals, family offices and companies throughout Europe. Aleph was incorporated in 2008 with the legal name of Pairstech Limited and, until 2015, was dormant. As of 3 June 2015, Pairstech Limited changed its legal name to Pairstech CM Ltd.

In March 2016, following the departure of a minority partner of Pairstech Capital Management LLP, Aleph increased its interest in Pairstech in order to support its development.

In 2017, the reporting dates of Aleph have changed from 30 April to 31 December, in order to align them with those of its Investees.

As of 16 April 2018, Pairstech CM Ltd changed its name to Aleph Finance Group Ltd.

On 27 March 2019, the company issued 6.5% 2024 the Non-Convertible Bonds. As of 27 March 2019, the Bonds were admitted to trading on the Vienna MTF, a Multilateral Trading Facility operated by the Wiener Börse AG (the Vienna Stock Exchange).

By way of a written resolution of the Shareholders of Aleph adopted on 18 July 2019, Aleph was transformed into a public limited company. On the same day, Aleph executed a stock split with the division of the previous no. 50,000 (fifty thousand) ordinary shares denominated in GBP having a nominal value of GBP 1 (one) each into no. 10,000,000.00 (ten million) ordinary Shares having a nominal value of GBP 0.005 (zero point zero zero five) each.

Description of the company's activities

Aleph and its Group are mainly active in the asset management and insurance brokerage industries. Each "business-line" is then divided into different sub-lines, making of Aleph and its Group a real pan-European financial player able to serve clients with a "360-degree" approach.

Aleph's main activities in this business line are: (i) the development of corporate strategy in favour of its Subsidiaries and Investees and (ii) the management of equity interests in other companies operating in the fund management, wealth management, capital markets and financial services industries

The activities falling within each sub-line can be described as follows.

Wealth Management	Fund Sub-Management	Capital Markets	Financial Services Hub
<ul style="list-style-type: none">• Managed Accounts• Advisory Mandates• Portfolio Allocation• Risk Analysis	<ul style="list-style-type: none">• UCITS Funds• Alternative Funds• Marketing and Placement• Risk Management	<ul style="list-style-type: none">• Corporate Finance• Listing & Placement• Investor Relations Services• Club Deals• Crowdfunding	<ul style="list-style-type: none">• Regulatory umbrella• Compliance Oversight• Securitisation Vehicles, Certificates and Funds Setup

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Wealth Management

The Group is active in the wealth management space through Pairstech.

The wealth management activities represent the first as well as the key and most relevant business of the Group.

The services falling within such sub-line represent a combination of active management (i.e. managed accounts and portfolio allocation) and advisory (i.e. advisory mandates and risk analysis) activities.

The Group has currently over 200 accounts opened and managed.

In this business sub-line, the Group has also established strong partnerships with leading credit and financial institutions in the different countries where the Group operates, providing to the Group and its clients custodian, depositary bank, execution, trading and settlement services.

Funds' Sub-Management

Funds' sub-management represents a key area for Aleph and its Group.

The Group is active in the fund sub-management industry through Pairstech

The Group firstly operates as a delegated investment manager, both in relation to UCITS and Alternative Investment Funds, based on investment manager agreements entered into with leading European management companies. The Funds for which Pairstech operates as delegated investment manager are shown in the table above.

Such agreements – whilst, on the one hand, retain the ultimate liability and responsibility to the management companies – on the other hand, attribute significant discretion and powers to the delegated investment manager (i.e. Pairstech) in the execution and monitoring of the investments as well as in the management of the relevant Funds (or compartments thereof).

Such structure allows clients to benefit from, (i) on the one hand, the infrastructure and services of fully regulated and well-respected management companies and (ii) on the other hand, be-spoke investment solutions offered by, and the specific expertise of, Pairstech's investment managers.

Among the management companies with which Pairstech has in place investment manager agreements, there are Lemanik Asset Management S.A., Pharos Management S.A., Cardif Lux Vie S.A. and Adepa Asset Management S.A.

Pairstech is also active in the distribution side, by marketing and placing UCITS and Alternative Investment Funds vis-à-vis its clients.

Capital markets

Capital markets historically represent a core business for Aleph and its Group, both on the transactional as well as the advisory side.

The Group advises corporate clients on the entire transactional process, starting from the structuring activities of capital markets' deals (equity and debt) to the placing and listing phase thereof.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

In this regard, the Group's main target clients are European small-medium enterprises ("SMEs") wanting to diversify their funding sources and looking to dis-intermediate the traditional banking channel. In this space, Pairstech has gained a top-notch expertise and market recognition in the structuring and distribution of the so-called mini-bonds (i.e. debt securities issued by Italian SMEs), to be listed typically on the ExtraMOT Pro, a market segment managed and organised by the Italian Stock Exchange, or the Vienna MTF, a market of the Vienna Stock Exchange.

Financial Services Hub

The Group also operates as a hub for financial services' solutions.

In this regard, a profitable part of the business is represented by the so-called appointed representative services offered by Pairstech to non-regulated entities intending to benefit from the regulatory umbrella and permissions of Pairstech to carry-out certain regulated activities in the United Kingdom.

Currently, Pairstech has over 30 appointed representatives under its umbrella.

The appointed representatives' business requires compliance oversight's services that are carried out by the Group in favour of its appointed representatives.

Finally, another important part of the financial services business is represented by the so-called "special opportunities", such as the set-up and management of securitisation vehicles and/or compartments thereof through which securitisation transactions are executed and the structuring of certificates and other investment products.

Insurance's business line

The insurance brokerage business line is divided into the 3 following sub-lines.

Private Life Insurance	Unit Linked Life Insurance	Health Insurance
Combination of private banking services and asset management embedded within life insurance policies, satisfying the most sophisticated and complex needs with dedicated instruments	A product that combine insurance personal protection with underlying diversified funds portfolio, long terms investment with insurance and fiscal advantages	International medical private schemes protecting entrepreneurs and families related to short terms and long terms Health care needs.

Customers' base and segments

The chart below shows the Group's client base together with the Group's aim.

In particular, the Group focuses on the high-net worth individuals' space in relation to its management and insurance brokerage activities and on the European SMEs' area for its capital markets' business.

Therefore, the Group presents itself as a pan-European "insurwealth" mid-market platform.

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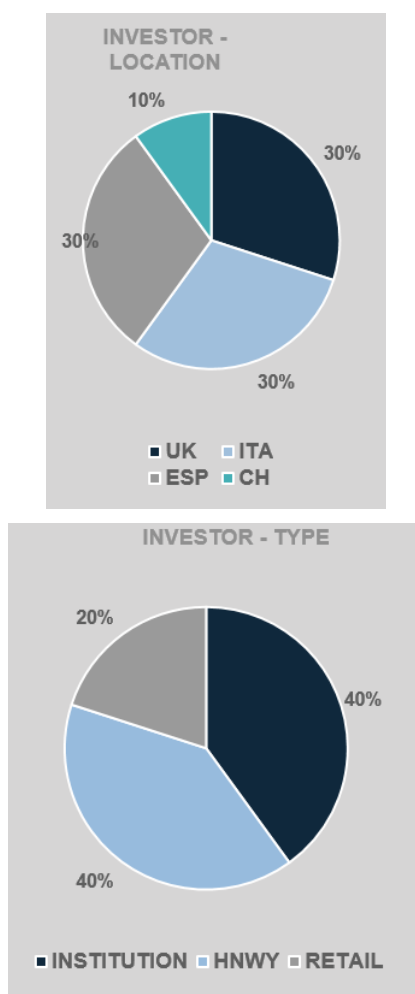
STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Geographical presence

The Group provides its services mainly in the United Kingdom, Ireland, Switzerland, Italy, Spain and Luxembourg.

The clients' distribution in terms of geographical area and type is illustrated in the graphs below.



Principal risks and uncertainties

Risk related to the Issuer's expansion and growth

We have experienced, and intend to continue to pursue, a rapid growth and we intend to implement an expansion strategy.

The Company's and the whole Group's organizational structure is also becoming more complex as operational, financial and management infrastructure is growing and so we continue to improve our reporting systems and procedures. These investments may require significant capital expenditures and the allocation of management resources, and any investments the Company makes will occur in advance of experiencing the benefits from such investments, making it difficult to determine in a timely manner if we are efficiently allocating our resources.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

If we are unable to manage our growth effectively and efficiently and/or we do not achieve the benefits anticipated from these investments and/or if the achievement of these benefits is delayed, the Group's results of operations and financial and economic conditions may be adversely affected.

Moreover, our capacity to achieve our growth targets and increase our revenues and profits depends, to a large extent, on our capacity to implement our business plan and strategy and to achieve a high level of efficiency and effectiveness in our operations. If we are not able to successfully implement our business strategy, or if such implementation is delayed (for any reason), or if the assumptions as well as targets of our business strategy and plan prove to be incorrect or not achievable (also in part), the Group's results of operations and financial and economic conditions may be adversely affected.

Moreover, our ability to forecast future results of operations is subject to a number of uncertainties. Any predictions about the Group's future revenues and expenses may not be as accurate as expected.

If management assumptions regarding these risks and uncertainties, which the Company uses to plan and operate business, are incorrect or change, or if the Company does not address these risks successfully, results of operations could differ materially from expectations, growth rates may slow, and business would suffer.

Should any of the negative events above materialise and in case we are not able to address such negative events and mitigate the negative consequences thereof quickly and effectively, they may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

Risks related to joint ventures, partnerships and future acquisitions

We may establish partnerships or joint ventures or make acquisitions to develop and implement our growth strategy or strengthen our core business. However, the possible benefits or expected returns from such joint ventures, partnerships and acquisitions may be difficult to achieve or may prove to be less valuable than we estimate. Furthermore, joint ventures, partnerships and acquisitions bear the risk of difficulties that may arise when integrating people, operations, technologies and products. This may have a material adverse effect on the Group's business, financial and economic condition and results of operations.

In addition, the success of acquisitions depends in part on our ability to identify successfully and acquire suitable companies and other assets on acceptable terms and, once they are acquired, on the successful integration into our and the Group's operations, as well as our ability to identify suitable strategic partners and conclude suitable terms with them. Any inability to implement an acquisition strategy or a failure in any particular implementation of this strategy may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

Risk related to the failure to meet the expectations of investors

The Group's past results should not be relied upon as indicative measure of future performance. In fact, we may not be able to accurately predict future performance, revenues and results of operations. If our performance, revenues or results of operations fall below the expectations of the investors in a particular year, or below any guidance or forecast that we may communicate to the public and the market, the market price of the Shares may decline.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Currency risk

A significant amount of revenues generated by the Group is denominated in Euro while a significant amount of fixed costs in Sterling. Moreover, the Group does not currently undertake foreign currency hedging transactions to mitigate potential foreign currency exposure but may decide to do so in the future.

Therefore, a negative fluctuation of the exchange rates between Sterling and Euro may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

Liquidity and funding risks

We are exposed to potential liquidity risks that may also arise from circumstances outside our control such as a credit crisis or severe economic conditions. Moreover, there can be no assurance that we will be able to (i) receive cash flows from our Subsidiaries and Investees (and Pairstech in particular) and/or (ii) borrow from banks or raise financial resource in the capital markets to meet our payment obligations and/or to refinance our exposure.

The occurrence of any of the above-mentioned events and the consequent inability to ensure sufficient liquidity may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

Operational risks

The Group is potentially subject to various operational risks – including the risk of fraud by employees of other persons, unauthorized transactions by employees or operational errors, including due to malfunctions in production machines and equipment – which may negatively affect its business, financial and economic condition and results of operations.

The occurrence of any of the above-mentioned events, in turn, may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

Risk of changes in tax regimes

We are subject to the risk that countries in which we and our Subsidiaries and Investees operate, or will operate in the future, may impose additional withholding taxes, income taxes or other taxes, as well as changing tax levels from those in force at the date of the respective projects or the date hereof.

Any future adverse changes concerning tax regimes generally applicable to us and/or our Subsidiaries and Investees may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

Risk of litigation

Legal proceedings may arise from time to time in the course of the Company and Group's businesses.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

In particular, the Issuer and its Subsidiaries and Investees (and in particular Pairstech) (i) are exposed to possible litigation risks including, but not limited to, regulatory interventions and proceedings as well as third party claims and (ii) may be involved in disputes if, for example, (a) the appropriate standard of care and/or the applicable conduct rules are not satisfied in the performance of financial and insurance services vis-à-vis the clients and/or (b) any power, authority or discretion is not exercised in a prudent or appropriate manner in accordance with accepted standard of practice.

We cannot exclude that litigation may be brought against the Group and that such litigation may have a material adverse effect on our financial conditions and results of operations.

As far as we are aware, however, there is no current, pending or threatened litigation in which the Group is directly or indirectly concerned, which may have a material adverse effect on our reputation, business, financial conditions and results of operations.

Risk related to the breach of the Group's security measures

Unauthorized access to, or other security breaches of (including malware attacks), systems or networks used by the Company or its Subsidiaries and Investees (and, in particular, Pairstech) – including those of their contractors, or those with which they have strategic relationships – could result in the loss or corruption of data, loss of business, reputational damage vis-à-vis affected clients, regulatory investigations and orders, litigation, indemnity obligations, damages for contract breach, penalties for violation of applicable laws or regulations, significant costs for remediation and other liabilities.

The occurrence of any of the above-mentioned events may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares. We have addressed mitigation of such risk with proper cyber risk insurance.

Risk related to the Issuer's inability to retain key persons

We believe that our success depends on the continuous contribution from the Company and Pairstech's directors, management and other key persons.

In addition, since our future success is dependent on our ability to continue to enhance our existing services and introduce new services, we are heavily dependent on the ability to attract and retain qualified personnel with the requisite education, background, and industry experience. In particular, as we expand our business, our success will also depend, in part, on the ability to attract and retain qualified personnel capable of supporting a larger and more diverse customer base.

The termination of the employment relationships with a significant number of key persons could be disruptive. In addition, if any of the key persons joins a competitor or decides to otherwise compete with the Company or Pairstech, we may experience a material disruption of operations and business strategy, which may result in a loss of clients, in an increase in operating expenses and in a diversion of our personnel's focus.

The occurrence of any of the above-mentioned events may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Risk related to potential conflicts of interest

As at the date of the Information Document, certain members of the Board of Directors of the Company may have interests of their own or of third parties in certain transactions of the Company and/or the Group, as they hold, directly or indirectly, interests in the Issuer's share capital and/or in the Investees' capital and sit in the Company's or the Investees' Boards of Directors. More specifically:

- Enrico Danieleto holds approximately 82.75% of the Company's share capital and is the Chief Executive Officer thereof;
- Enrico Danieleto is a General Partner and the Chief Executive Officer of Pairstech and holds an interest equal to 10.3%;
- Mauro Grandinetti is Director of the Issuer and holds 0,10% of Pairstech

Risk related to related party transactions

The Company and its Subsidiaries and Investees regularly enter into agreements and/or transactions with related parties.

However, related party transactions present the typical risks of transactions executed by legal entities part of the same Group or, in any case, linked by shareholding and/or business relationships that may jeopardize the fairness of the relevant terms and conditions.

Risk related to the macroeconomic framework

In recent years, the macroeconomic framework has been characterised by a high degree of uncertainty due to the crisis of the main financial institutions and the sovereign debt crisis of certain European countries.

The United Kingdom's approval of its exit from the European Union (known as Brexit) have raised and continues to raise concerns about the long-term sustainability of the Economic and Monetary Union and, in the extreme, the resilience of the European Union itself. In this context, several countries of the Economic and Monetary Union have requested and obtained financial assistance from the European authorities and the International Monetary Fund and are currently carrying out structural reform programmes.

At the date of this Information Document there is no legal procedure or practice aimed at facilitating the exit of a Member State from the Euro and the consequences of these decisions are exacerbated by the uncertainty regarding the methods through which a Member State could manage its current assets and liabilities denominated in Euros and the exchange rate between the newly adopted currency and the Euro.

In addition, a collapse of the Eurozone could be accompanied by the deterioration of the economic and financial situation of the European Union and could have a significant negative effect on the entire financial sector, creating new difficulties in the granting of sovereign loans and loans to businesses and involving considerable changes to financial activities both at market and retail level.

The occurrence of any of the abovementioned events may have a significant negative impact on us, with negative implications for the economic, financial and asset situation of our Group.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Risks related to Brexit

Regardless of the time scale and the term of the United Kingdom's exit from the European Union, the result of the referendum in June 2016 has created significant uncertainties with regard to the political and economic prospects of the United Kingdom and the European Union. The situation is very uncertain since:

- (i) on 13 March 2019 the UK Parliament approved a motion rejecting the possibility of withdrawing from the EU without an agreement (so-called No Deal);
- (ii) between 27 March 2019 and 1 April 2020 the UK Parliament carried out a series of indicative votes on alternative options to the Brexit Deal and on 11 April 2019, the European Council adopted the decision to further extend the Brexit term to 31 October 2019;
- (iii) on 31 January 2020, the United Kingdom unilaterally left the European Union without an agreement (so-called no deal Brexit);
- (iv) as at date of this Information Document, no agreement has been reached between the European Union and the United Kingdom as to the legal regime that shall apply after the transitional period comes to an end (i.e. 31 December 2020).

The exit of the United Kingdom from the European Union; the possible exit of Scotland, Wales or Northern Ireland from the United Kingdom; the possibility that other European Union countries could hold similar referendums to the one held in the United Kingdom and/or call into question their membership of the European Union, could include further falls in stock exchange indices, a fall in the value of the Sterling and/or the Euro, an increase in exchange rates between the Sterling and the Euro and/or greater volatility of markets in general due to the increased uncertainty, with possible negative consequences on capital markets.

These events may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

Risk related to competition

The markets where the Group operates are highly and increasingly competitive. A significant number of companies (including investment firms and insurance companies) have developed, or are developing, services that currently or in the future may compete with those of the Group or be of better quality. This competition could result in decreased revenue, increased pricing pressure, increased sales and marketing expenses and loss of market shares, any of which could adversely affect the Company's business and results of operations.

Many of the Group's competitors and potential competitors are larger and have greater brand and/or name recognition, longer operating histories, larger marketing budgets and established client relationships, access to larger client bases, and significantly greater resources for the development of their solutions. In addition, the Group faces potential competition from participants in adjacent markets that may enter the markets or providing alternative approaches to provide similar results. The Group may also face competition from companies entering the market, including companies that could expand their offerings or acquire one of the Group's competitors. They may have significantly greater financial resources and longer operating histories than the Group does. As a result, competitors and potential competitors may be able to respond more quickly and effectively than the Group can to new or changing opportunities, technologies or clients requirements. Further, some potential clients, particularly large corporates, may elect to develop their own internal solutions. The ability to compete is also subject to the risk of future disruptive technologies. If new technologies emerge that are able to deliver similar or better solutions at lower prices, more efficiently, or more conveniently, such technologies could adversely affect the Group's ability to compete. With the introduction of new technologies and market entrants, competition is expected to intensify in the future.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

If we are unable to keep up with these developments, (i) our results of operations, financial and economic position and profits in the future and consequently (ii) the market price of the Shares, may be negatively affected.

Risk related to regulatory changes affecting the industries in which the Group operates

Some of the groups Subsidiaries and Investees operate in highly-regulated industries and markets, which impose severe regulatory burdens and compliance obligations as well as an on-going supervision by the relevant competent Authorities.

Moreover, such industries and markets are subject to frequent legal and regulatory changes that require amendments and changes to internal policies and procedures as well as to the business model of the relevant regulated entities.

Compliance with such regulatory requirements and obligations as well as potential regulatory proceedings by the competent Authorities may require the expenditure of significant financial resources by the Group and may cause the Group's management to devote significant time to compliance activities thus diverting resources away from the Group's business activities.

In addition, regulatory changes may have a material negative effect on the business of the Group by restricting or imposing additional conditions to the activities and services that the Group currently carries out. Similarly, the suspension, withdrawal, revocation of the authorisations, licenses and permissions granted to Pairstech and the other Investees operating in regulated industries may result in material negative effects on the Group's business.

The occurrence of any of the above-mentioned events may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

Risks relating to COVID-19

China, Southern Asia, Europe and the United States of America have all been affected by the pandemic called COVID-19.

The effects and impacts that such disease may have on the global economy are still uncertain even if financial and economic experts predict that the virus may result in a long-lasting worldwide economic and financial crisis and recession.

As far as the Group's activities are concerned, digital financial and insurance services are likely to profit from the current situation whereas "traditional" business models are likely to be heavily affected.

Notwithstanding the fact that the Group has invested and intends to continue to invest on technology and digital solutions for the performance of its services and activities, the outbreak of the COVID-19 epidemic crisis may have a material adverse effect (i) on our results of operations, financial and economic position and profits in the future and consequently (ii) on the market price of the Shares.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Risk related to the issuance of new shares and to the acquisition of additional financing

The Company may seek to raise financing to fund future acquisitions or other growth opportunities by issuing additional equity or convertible equity securities. As part of its business strategy, the Company may acquire or make investments in companies, products or technologies and issue equity or convertible securities to pay for any such acquisition or investment.

Any such issuances of additional Shares may cause Shareholders to experience significant dilution of their ownership interests and the per-share value of our Shares to decline.

The Company may also raise capital through equity financings in the future. Any additional capital raised through the sale of equity or convertible securities may dilute the then existing Shareholders' ownership in the Company and Shareholders could be asked in the future to approve the creation of new equity securities which could have rights, preferences and privileges superior to those of the holders of the Shares.

Conversely, capital raised through debt financing would require the Company (and the Group) to make periodic interest payments and may impose restrictive covenants on the conduct of the business. Furthermore, additional financings may not be available on terms favorable to the Company (and its Group), or at all. A failure to obtain additional funding could prevent the Issuer from making expenditures that may be required to implement its growth strategy and grow or maintain its operations.

Risk related to the payment of dividends

The Company's ability to pay dividends on Shares may be restricted by the terms of any future debt incurred or preferred securities issued by the Company or law. Payments of future dividends, if any, may be proposed after taking into account various factors, including Aleph's business, financial conditions, results of operations, current and anticipated cash needs, plans for expansion and any legal or contractual limitation on the Company's ability to pay dividends. There can be no assurance that, in the future, the Company will be in a position to make dividend payments.

Risk related to majority Shareholders with significant influence

The group is controlled by its majority Shareholder, Mr. Enrico Danieletto (who is also the Chief Executive Officer of the Issuer) holding no. 8,713,639 Shares, amounting to approximately 82.75% of the groups share capital.

As a result, Mr. Danieletto can exercise a significant influence over certain matters to be resolved upon by General Meetings of Shareholders and, in any case, may exercise a significant influence by participating to the meetings of the Board of Directors.

In addition, the presence of a majority Shareholder may prevent or make it difficult for the group to be acquired through a public take-over bid. The concentration of ownership may also be negative for other Shareholders, which may have interests different from those of the majority Shareholder.

Risk related to the status of Shareholder of the Group

Shareholders of the group are subject to the general risk associated with such position (i.e. risk directly related to the performance of the group, of the groups Investees; residual claim on the groups assets).

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Risk related to the suitability of an investment in the Shares

Investments in the Shares may not be suitable for all recipients of this Information Document. Accordingly, investors are advised to consult an appropriate person authorised under FSMA, or its equivalent in another jurisdiction, before making their decision.

Tax risk

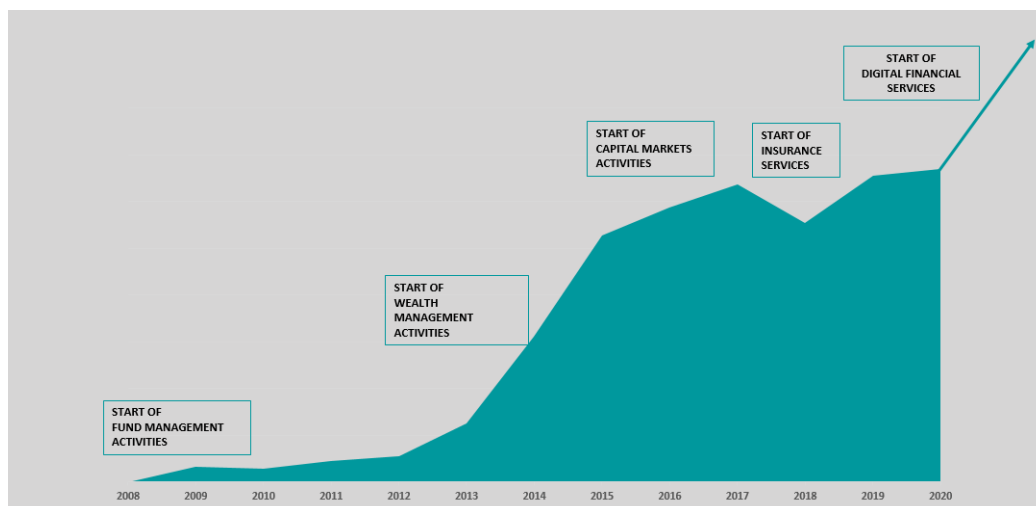
By purchasing and holding the Shares, investors should take their own tax advice as to the consequences of owning such Shares as well as receiving returns from them. In particular, investors should be aware that ownership of the Shares could be treated in different ways in different jurisdictions.

Changes in law adversely affecting the Shareholders

The company is incorporated under the laws of England and Wales. The laws and regulations of England and Wales may be amended from time to time on matters affecting the rights of Shareholders or other circumstances regarding the Shareholder status.

Development and performance

The chart below shows the historical evolution of the Company and its Group's business and activities.



Main investments made by Aleph over the last two financial years

Aleph is a holding company whose main asset is, as the date of this Audited Financials, an economic interest in Pairstech. Therefore, Aleph's principal activities are (i) developing corporate strategy in favour of its Investees and (ii) managing equity stakes in other companies operating in the fund management, wealth management, capital markets, financial services, fintech and insurance industries. As a result of its role as a holding company, Aleph will receive a stream of revenues, originated from different types of fees earned, by the different entities part of its Group, along the process of performing services and activities aimed at supporting clients in strategic planning, target scouting, deals origination and execution.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Aleph holds the following equity/economic interests:

- (i) 89.5% (eighty nine point five per cent.) of Pairstech;
- (ii) 100% (one hundred per cent.) of the share capital of B Securitisation;
- (iii) 3.2% (three point two per cent.) of the share capital of Opstart;
- (iv) 5% (five per cent.) of the share capital of Fiduciaria Digitale;
- (v) 60% (sixty per cent.) of the share capital of Sofias;
- (vi) 100% (one hundred per cent.) of the share capital of BA Insurances;
- (viii) 21% (twenty one per cent.) of the share capital of Bridge Insurance Services.

Business Model

The business model's key pillars

The business model of Aleph and its Group is based on the following key pillars:

1. Geographical presence: the Group is able to offer seamless investment, asset management, insurance and advisory solutions to its clients in all the most relevant financial jurisdictions in Europe, either through the physical presence of regulated intermediaries/branches or on a freedom to provide services basis;
2. Technology and innovation: the Group strongly believes in the role and importance of technology applied to financial and insurance services. In this regard – through its Investees Opstart and Bridge Insurance Services – the Group is able to offer fintech and digital investment and insurance solutions and products to its clients;
3. Manufacturing and structuring capability: the Group does not only operate as a distributor of third-party products but has a strong capability to internally create and develop its own strategies and portfolios as well as to sub-manage funds thus offering bespoke investment solutions to its clients and offering full transparency about their investments;
4. Illiquid investments' capability and expertise: the Group has gained a strong expertise in illiquid products that are becoming more and more part of institutional and professional clients' portfolios, which often, in this period of low interest rate, look for alternative, attractive and high-yield solutions;
5. Advisory and regulatory services: the Group offers on-going and recurring advisory and regulatory services to SMEs, family offices and appointed representatives, thus ensuring a constant and stable flow of business;
6. Human capital: the Group boasts a group of highly-skilled professional with a good age-combination and with a focus on a specific industry and/or geographical area

Performances

The core business of the Group is represented by wealth management and funds' management.

The total assets under management (both Fund Management and Wealth Management Division) as at 31 December 2019 and 30 June 2020 are shown in the table below.

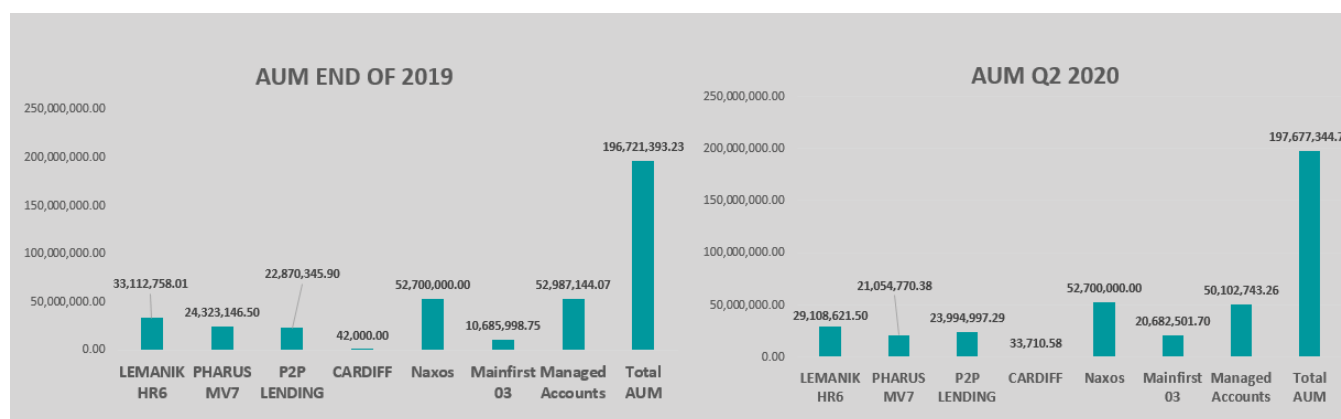
ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Compared to 2018, during 2019 there has been a growth in the AUM of managed funds, with existing Ucits funds maintaining around level of assets, and the increase driven by new mandate (O3 Asset Value Sicav) for around Eur 20 mln. Also in Alternative space, there has been an increase of the assets, thanks to the launch of P2P Lending fund, a Luxembourg Raif that closed the year at around eur 20 Mln AUM. Over 2020 we are looking to maintain an overall stable level of assets under management within our funds, with the potential of increasing the AUM thanks to the expected launch of a managed ETF, dedicated to Institutional investors.

In the Wealth Management part of the Asset Management business, assets have been very stable, also due to lack of marketing activity towards new clients, something that could be reverted by the end of 2020, depending on potential addition of new Private Bankers and because of start of online presence and offering of services.



In the Securitization division, there has been the launch of one new compartments during 2020, which has helped to increase the overall size of the Assets to a level that is near to long term break even in the economics of securitization vehicle.

The performance of the Capital Market division has been steady, with a steady flow of new listing (both equity and debt), placement and arranging opportunities. The investment into Opstartsr1 has opened new opportunities, with an additional flow of deals originating from the the crowdfunding area, at the moment mostly linked to Italy but with a view of expanding into other European countries, starting from the UK.

The Financial Services Hub division has shown continuous strength, with an increase of interest in particular for Umbrella Services, notwithstanding pending Brexit that should have pointed to an expected reduction in origination of new opportunities.

The Insurance Division, has started on the right foot, notwithstanding disruption that has come along with Covid -19 outbreak. Retail division, following a good first 6 months of activity, has shown a slight profit by the end of the year. Insurance Corporate Division has confirmed its synergic positioning within the group, with Insurance Risk Management activities and Performance Bond structuring in favour of existing group clients.

Future Developments

Mission

Aleph's and its Group's mission is to develop an innovative and integrated "insurwealth" platform, both with on-line and traditional off-line services, able to provide investment, advisory and insurance solutions to its clients across Europe.

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

The 3 key strategic pillars of the Group's philosophy and business approach are as follows:

1. Scouting of investment opportunities: the Group is active in the scouting and selection process of international and innovative investment opportunities to be offered to existing and prospective clients;
2. Value creation through a thorough risk-management approach: the Group focuses on creating value for its clients, through a diligent and thorough risk management and risk mitigation approach;
3. Monitoring and attention to changes: the Group dedicates significant resources to the monitoring and analysis of market's trends and changes.

The above described 3 pillars are heavily embedded in the strategic vision and in the business model of the Company and its Group.

Listing of the shares on an European Growth Equity Market

The Company is pursuing the listing of its own shares listed on an European Growth Equity Market as strategic primary goal for 2020, in order to

- a) Increase recognizability (brand recognition) on the market
- b) Increase reputation
- c) Increase the transparency offered to counterparties, with the increased information and publicity coming with the listing, especially in an economic and financial environment more and more sensible to disclosures and KYC requirements
- d) Ability to remunerate its stakeholders with stock options and shares into a listed company
- e) Ability to offer shares in a listed company as a currency when pursuing M&A deals
- f) Being better positioned to raise equity capital as a listed company
- g) Expands its geographical presence

The listing procedure is under way and it is expected to be completed within the current year.

Listing process is under way and the company has given mandate to a well established and known financial intermediary in Italy, with a long track record of listing in both the Italian market and a previous experience on the Euronext Access plus market Paris).

Following such listing the company will look to pursue its growth mission, in particular toward

- a) Addressing Brexit changes in the regulatory landscape
- b) Growing the AUM strategically supporting operating companies,
- c) Scouting for acquisition in the fin tech wealth management arena
- d) Opportunistically monitor ability to enter in acquisitions where synergic with existing businesses
- e) Developing an online and social media presence in order to create business opportunities with presenting to a larger audience the group activities, with a primary focus in cross selling among the exiting operating companies client base

ALEPH FINANCE GROUP PLC

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Key performance indicators

Key performance indicator compared with 2018		
	2019	2018
Turnover	2,319	205,981
The turnover is really lower than last year, because the strategic choice of the directors is to characterize Aleph as a Holding Company and make all trade and consultancy activities by its subsidiaries began during 2018 has been completed in 2019		
	2019	2018
Cost of sales	-	196,741
No cost of sales, according to what previously explained		
	2019	2018
Gross Profit	2,319	9,240
The gross profit is so low as consequence of the strategic decision above		
	2019	2018
Administrative Expenses	796,127	90,830
Administrative expenses seems to be very high, but these are mainly due to costs related to the issue of the Bonds, and, for a small part, because there are administrative activities that must be carried out independently by turnover and costs related to the listing		
	2019	2018
Operating Profit/Loss	(793,808)	(81,590)
The loss is due mainly to the invoices of 2017 and for a smaller part to administrative expenses		
	2019	2018
Interest payable and similar expenses	130,730	17,665
Quite lower than last year, when we had a decrease of more than 50%		
	2019	2018
Amounts Written off investments	67,810	349,600
This is due to a loan of 2016 that has been waived by the borrower in compensation for other operations made by the Group		
	2019	2018
Profit/(Loss) before taxation	(844,868)	250,354
The profit is mainly due to Amounts written off investment but its reduced by the invoices related to 2017		
	2019	2018
Current assets	2,352,920	50,644
Debtors	807,949	4,956
Investments	723,485	43,979
Cash at Bank	821,486	1,709
Aleph has made many investments during 2019 aimed at growth of the Group and that will assure new revenues for next years and owns sufficient cash to continue its growth process and pay interests on bond		

On behalf of the board



E Danieleto

Director

30 September 2020

ALEPH FINANCE GROUP PLC

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present their annual report and financial statements for the year ended 31 December 2019.

Principal activities

The principal activity of the company in the year under review was that of investment management services and acting as a holding company.

Directors

The directors who held office during the year were as follows:

E Danieletto

A Sprizzi

M Grandinetti

(Appointed 18 July 2019)

R Snedden

(Appointed 17 October 2019)

Results and dividends

The results for the year are set out on page 19.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Auditor

In accordance with the company's articles, a resolution proposing that Perrys Accountants Limited be reappointed as auditor of the company will be put at a General Meeting.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

Disclosure in the strategic report

The company's principal risks and uncertainties, performance and future developments are disclosed in the strategic report.

On behalf of the board



E Danieletto

Director

30 September 2020

ALEPH FINANCE GROUP PLC

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2019

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

ALEPH FINANCE GROUP PLC

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	2019 £	2018 £
Turnover		2,319	205,981
Cost of sales		-	(196,741)
		<hr/>	<hr/>
Gross profit		2,319	9,240
Administrative expenses		(796,127)	(90,830)
		<hr/>	<hr/>
Operating loss	3	(793,808)	(81,590)
Interest receivable and similar income	5	11,860	-
Interest payable and similar expenses	6	(130,730)	(17,656)
Amounts written off investments	7	67,810	349,600
		<hr/>	<hr/>
(Loss)/profit before taxation		(844,868)	250,354
Tax on loss/profit	8	47,596	(47,596)
		<hr/>	<hr/>
(Loss)/profit for the financial year		(797,272)	202,758
		<hr/> <hr/>	<hr/> <hr/>

The profit and loss account has been prepared on the basis that all operations are continuing operations.

ALEPH FINANCE GROUP PLC

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2019

	2019 £	2018 £
(Loss)/profit for the year	(797,272)	202,758
Other comprehensive income	-	-
Total comprehensive income for the year	<u>(797,272)</u>	<u>202,758</u>

ALEPH FINANCE GROUP PLC (REGISTERED NUMBER: 06469680)

BALANCE SHEET

AS AT 31 DECEMBER 2019

	Notes	2019 £	£	2018 £	£
Fixed assets					
Investments	10		696,212		696,212
Current assets					
Debtors	13	807,949		4,956	
Investments	14	723,485		43,979	
Cash at bank and in hand		821,486		1,709	
		<u>2,352,920</u>		<u>50,644</u>	
Creditors: amounts falling due within one year	15	<u>(395,281)</u>		<u>(657,967)</u>	
Net current assets/(liabilities)			1,957,639		(607,323)
Total assets less current liabilities			<u>2,653,851</u>		<u>88,889</u>
Creditors: amounts falling due after more than one year	16		(3,359,587)		-
Net (liabilities)/assets			<u>(705,736)</u>		<u>88,889</u>
Capital and reserves					
Called up share capital	19		52,647		50,000
Profit and loss reserves			(758,383)		38,889
Total equity			<u>(705,736)</u>		<u>88,889</u>

The financial statements were approved by the board of directors and authorised for issue on 30 September 2020 and are signed on its behalf by:



E Danieletto
Director

ALEPH FINANCE GROUP PLC

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	Share capital £	Profit and loss reserves £	Total £
Balance at 1 January 2018		1,000	(78,441)	(77,441)
Year ended 31 December 2018:				
Profit and total comprehensive income for the year		-	202,758	202,758
Issue of share capital	19	49,000	-	49,000
Dividends	9	-	(85,428)	(85,428)
Balance at 31 December 2018		50,000	38,889	88,889
Year ended 31 December 2019:				
Loss and total comprehensive income for the year		-	(797,272)	(797,272)
Issue of share capital	19	2,647	-	2,647
Balance at 31 December 2019		52,647	(758,383)	(705,736)

ALEPH FINANCE GROUP PLC

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	2019 £	£	2018 £	£
Cash flows from operating activities					
Cash (absorbed by)/generated from operations	25	(1,255,126)		82,615	
Interest paid		(130,730)		(17,656)	
Income taxes paid		(47,595)		(28,270)	
Net cash (outflow)/inflow from operating activities		(1,433,451)		36,689	
Investing activities					
Other investments and loans made		(1,091,138)		(43,527)	
Proceeds from other investments and loans		(15,378)		-	
Interest received		9,351		-	
Dividends received		2,509		-	
Net cash used in investing activities		(1,094,656)		(43,527)	
Financing activities					
Proceeds from issue of shares		-		44,044	
Issue of convertible loans		3,359,587		-	
Repayment of borrowings		(27,435)		-	
Dividends paid		-		(85,428)	
Net cash generated from/(used in) financing activities		3,332,152		(41,384)	
Net increase/(decrease) in cash and cash equivalents		804,045		(48,222)	
Cash and cash equivalents at beginning of year		1,709		49,931	
Cash and cash equivalents at end of year		805,754		1,709	
Relating to:					
Cash at bank and in hand		821,486		1,709	
Bank overdrafts included in creditors payable within one year		(15,732)		-	

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

Company information

Aleph Finance Group Plc is a private company limited by shares incorporated in England and Wales. The registered office is 1st Floor, 12 Old Bond Street, Mayfair, London, W1S 4PW.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £1.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain financial instruments at fair value. The principal accounting policies adopted are set out below.

1.2 Going concern

These financial statements are prepared on the going concern basis. The directors have a reasonable expectation that the company will continue in operational existence for the foreseeable future. However, the directors are aware of certain material uncertainties which may cause doubt on the company's ability to continue as a going concern.

The coronavirus (COVID-19) outbreak has caused significant deterioration in economic conditions for some organisations and an increase in economic uncertainty for others. Most organisations are being impacted by the coronavirus (COVID-19) pandemic, either directly or indirectly, and the increased economic uncertainty and risk may have significant implications on the projected financials and financial reporting.

In assessing our organisation's ability to continue as a going concern, management has factored in the expected impact of the current economic uncertainty and market volatility caused by COVID-19.

Aleph is a holding company, with no direct operations apart from providing strategic direction and control on the underlying companies and introducing potential customers and deals. Accordingly, the ability of the group continuing as a going concern, is linked to the ability of the underlying companies to keep performing as expected and continuing as a going concern themselves. Each one of the underlying companies have updated their forecasts and sensitivities, as considered appropriate, taking into account the risk factors they have identified and the different possible outcomes. They have considered downside scenarios, e.g. taking into account the impacts of lockdown restrictions potentially being tightened again, and for none of them management either intends to liquidate the entity or cease trading or have no realistic alternative but to do so.

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

In relation to expenditure, Aleph's obligations mainly reside upon repaying its outstanding debt, in the form of two bonds, with maturity dates of 31 December 2021 and 31 December 2024. In both cases the two bonds will be converted into equity, as per board resolutions already undertaken, and so related financial obligations will be linked only to the payment of coupons and not of the principal. Consequently, creditors amounting to £3,359,587 (which are included in the balance sheet as at 31 December 2019 as Creditors: Amounts due after one year), will be converted to equity at 31 December 2024. Capital and reserves will increase by £3,359,587 and liabilities will decrease by £3,359,587 accordingly.

Other relatively minor expenses Aleph is going to incur in the next 12 months, are mainly linked to the listing on the Euronext and the maintenance of listing status. So far, these expenses are matched with existing financial resources available to the company, for at least for the next 12 months.

In relation to funding, no additional tapping of funding has been accounted for or attached to the incoming listing, even though it is a general understanding that a listed company has more potential to fund their operations than a non-listed one, both as equity and debt.

After taking into considerations all current events and conditions that impact its operations, in particular, and reviewed projected revenues, expenses, funding and liquidity, with the key focus being to have sufficient liquidity to continue to meet obligations as they fall due, management consider the group to be a going concern.

These forecasts indicate that, taking account of reasonably possible downsides, the group is expected to continue to operate, with headroom, within available cash levels and the within terms of its debt facilities. Key to the forecasts are relevant assumptions regarding the business, business model, any legal or regulatory restrictions, financing and shareholder support.

The directors remain focused on the group's liquidity, and expect to manage business operations in the forecast period whilst maintaining adequate liquidity.

Based on these forecasts, the directors believe that it remains appropriate to prepare the financial statements on a going concern basis and have a reasonable expectation that the group will comply with the requirements of the debt facilities during the next twelve months, the directors consider the group to be a going concern.

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable and is shown net of VAT and other sales related taxes.

Turnover relates to introduction fees which are recognised on upon introduction of the client.

1.4 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

1.5 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.6 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.7 Compound instruments

The component parts of compound instruments issued by the company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date. The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity net of income tax effects and is not subsequently remeasured.

1.8 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

3 Operating loss

	2019 £	2018 £
Operating loss for the year is stated after charging:		
Exchange losses	37,638	38,873
Fees payable to the company's auditor for the audit of the company's financial statements	7,500	7,500
Operating lease charges	13,687	-
	<u> </u>	<u> </u>

Exchange differences recognised in profit or loss during the year, except for those arising on financial instruments measured at fair value through profit or loss, amounted to £37,638 (2018 - £38,873).

4 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

2019 Number	2018 Number
3	3
<u> </u>	<u> </u>

Their aggregate remuneration comprised:

	2019 £	2018 £
Wages and salaries	5,456	-
Social security costs	554	-
	<u> </u>	<u> </u>
	6,010	-
	<u> </u>	<u> </u>

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

5 Interest receivable and similar income

	2019 £	2018 £
Interest income		
Interest on bank deposits	375	-
Other interest income	8,976	-
	<u>9,351</u>	<u>-</u>
Total interest revenue	9,351	-
Other income from investments		
Dividends received	2,509	-
	<u>11,860</u>	<u>-</u>
Total income	<u>11,860</u>	<u>-</u>
Investment income includes the following:		
Interest on financial assets not measured at fair value through profit or loss	375	-
	<u>375</u>	<u>-</u>

6 Interest payable and similar expenses

	2019 £	2018 £
Interest on financial liabilities measured at amortised cost:		
Other interest on financial liabilities	130,730	17,582
Other finance costs:		
Other interest	-	74
	<u>130,730</u>	<u>17,656</u>

7 Amounts written off investments fixed asset investments

	2019 £	2018 £
Gain on disposal of current asset investments	95,245	-
Amounts (written off)/written back to financial liabilities	(27,435)	349,600
	<u>67,810</u>	<u>349,600</u>

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

8 Taxation

	2019 £	2018 £
Current tax		
UK corporation tax on profits for the current period	(47,596)	47,596

The actual (credit)/charge for the year can be reconciled to the expected (credit)/charge for the year based on the profit or loss and the standard rate of tax as follows:

	2019 £	2018 £
(Loss)/profit before taxation	(844,868)	250,354
Expected tax (credit)/charge based on the standard rate of corporation tax in the UK of 19.00% (2018: 19.00%)	(160,525)	47,567
Tax effect of expenses that are not deductible in determining taxable profit	718	29
Tax effect of utilisation of tax losses not previously recognised	(29,598)	-
Unutilised tax losses carried forward	141,809	-
Taxation (credit)/charge for the year	(47,596)	47,596

9 Dividends

	2019 £	2018 £
Final paid	-	85,428

10 Fixed asset investments

	Notes	2019 £	2018 £
Investments in subsidiaries	11	696,212	696,212

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

10	Fixed asset investments	(Continued)
	Movements in fixed asset investments	
		Shares in group undertakings £
	Cost or valuation	
	At 1 January 2019 & 31 December 2019	696,212
		<hr/>
	Carrying amount	
	At 31 December 2019	696,212
		<hr/>
	At 31 December 2018	696,212
		<hr/>

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

11 Subsidiaries

Details of the company's subsidiaries at 31 December 2019 are as follows:

Name of undertaking	Registered office	Class of shares held	% Held	
			Direct	Indirect
Pairstech Capital Management LLP	1/1A Telegraph Street, London EC2R 7AR	Ordinary	89.50	-
B Securitization S.A	2 Place de Strasbourg, L-2562, Luxembourg	Ordinary	100.00	-
Sofias SRL	20100 Milano, Via Dei Piatti NR.8	Ordinary	60.00	-

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

11 Subsidiaries

(Continued)

The aggregate capital and reserves and the result for the year of the subsidiaries noted above was as follows:

Name of undertaking	Capital and Reserves £	Profit/(Loss) £
Pairstech Capital Management LLP	752,974	205,458
B Securitization S.A	(113,359)	(61,289)
Sofias SRL	11,833	(1,212)

The company holds 100% of the share capital of B Securitization S.A, a company incorporated in Luxembourg.

The company holds 60% of the share capital of Sofias SRL, a company incorporated in Italy.

These subsidiaries are held for sale, and are therefore classified as a current asset investment and is not included in the consolidated financial statements.

12 Financial instruments

	2019 £	2018 £
Carrying amount of financial assets		
Instruments measured at fair value through profit or loss	723,485	43,979

13 Debtors

Amounts falling due within one year:	2019 £	2018 £
Trade debtors	1,157	-
Unpaid share capital	7,603	4,956
Corporation tax recoverable	47,596	-
Other debtors	751,593	-
	<u>807,949</u>	<u>4,956</u>

14 Current asset investments

	2019 £	2018 £
Unlisted investments	<u>723,485</u>	<u>43,979</u>

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

15 Creditors: amounts falling due within one year

	Notes	2019 £	2018 £
Bank loans and overdrafts	17	15,732	-
Trade creditors		152,459	343,524
Corporation tax		-	47,595
Other creditors		156,444	259,509
Accruals and deferred income		70,646	7,339
		<u>395,281</u>	<u>657,967</u>

16 Creditors: amounts falling due after more than one year

	Notes	2019 £	2018 £
Convertible loans	18	<u>3,359,587</u>	<u>-</u>

17 Loans and overdrafts

	2019 £	2018 £
Bank overdrafts	<u>15,732</u>	<u>-</u>
Payable within one year	<u>15,732</u>	<u>-</u>

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

18 Convertible loan notes

	2019 £	2018 £
Liability component of convertible loan notes	3,359,587	-

6.5% Fixed Rate Bonds due September 2024

During the year, the company issued bonds for a maximum aggregate amount of EUR 10,000,000. At 31 December 2019, bonds amounting to EUR 3,843,000 (£3,411,892) had been subscribed for and are included in creditors due after more than one year. The transaction costs associated to these bonds amount to £52,305.

The bonds bear interest at 6.5% per annum, payable semi annually in arrears commencing September 2019, and will be redeemed in cash at their nominal amount in September 2024, unless previously redeemed, purchased and cancelled. The issuer of bonds (Aleph Finance Group Plc) may elect to satisfy its obligation to redeem the bonds by exercising a share settlement option that permits the issuer to settle the bonds by the issue of shares. The amount of shares issued to settle the bonds is variable.

Full details of the bonds and relevant information are contained within the information memorandum dated 27 March 2019 (for the purposes of admission of the bonds to the listing on the third market of the Vienna stock exchange).

2.5% Fixed Rate Convertible Bonds due 31 December 2020

During the year, the company issued an instrument for bonds up to a maximum amount of EUR 10,000,000.

Bonds amounting to EUR 1,261,000 (£1,111,772) were subscribed for, of which EUR 1,101,000 (£970,706) were unpaid and were converted to 529,477 Ordinary shares of £0.005 in November 2019.

The remaining bonds amounting to EUR 160,000 (£141,066) were not converted to shares and will be settled and cancelled by 31 December 2020.

The liability amounting to EUR 160,000 (£141,066) is included within other creditors.

2.5% Fixed Rate Convertible Bonds due 31 December 2021

During the year, the company issued an instrument for bonds up to a maximum of EUR 10,000,000.

Bonds amounting to EUR 297,000 (£261,852) were subscribed for, all of which remain unpaid.

If the subscribed bonds amounting to EUR 297,000 (£261,852) are converted to shares, the number of shares is variable and, based on current values, would amount to 142,831 Ordinary shares of £0.005 totalling £714.15.

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

19 Share capital

	2019 £	2018 £
Ordinary share capital		
Issued and not fully paid		
10,529,477 (2018: 50,000) Ordinary shares of 0.5p each	52,647	50,000

The share capital of the company is 10,529,477 Ordinary £0.005 shares totalling £52,647.

During the year, the company issued 529,477 Ordinary £0.005 shares totalling £2,647.

Included within the total share capital, is 4,956 Ordinary £1 shares and 529,477 Ordinary £0.005 shares which are issued but not fully paid.

20 Financial commitments, guarantees and contingent liabilities

During the prior year, a loan amounting to £349,600 owed to a third party was waived by the third party (see note 7). The loan has originally been provided to purchase listed investments, and these investments subsequently became delisted and have been written off as having no value.

In the event that these investments return to their previous listed value, the loan amounting to £349,600 will become payable.

Neither the loan, nor the investments, are included in the balance sheet. There is a contingent liability of £349,600, which is not recognised as an actual liability on the basis that the investments currently have no value.

21 Events after the reporting date

After the balance sheet date, the company issued EUR 875,000 6.5% bonds. The company received EUR 896,478 (£755,334) for the bonds that were issued.

After the balance sheet date, the company acquired a further 3.5% shareholding in one of its investments, increasing its shareholding to 21%. The additional 3.5% was purchased for 50,000 EUR (£44,795).

After the balance sheet date, the company acquired a further 82.5% shareholding in one of its investments, increasing its shareholding to 100%.

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

21 Events after the reporting date

(Continued)

22 Related party transactions

At the balance sheet date, the company held investments totalling £426,390 in entities with common directors.

Included in other debtors is a balance owed from a subsidiary totalling £83,473 (2018: £17,840 creditor). During the year, the company purchase services from the subsidiary totalling £369,974 (2018: £Nil).

Included in other debtors, is a loan owed by another subsidiary totalling £163,899 (2018: £Nil).

Included in other debtors are loans to shareholders totalling £18,855 (2018: £Nil).

Included in trade creditors, is a balance owed to a shareholders totalling £136,288 (2018: £136,288).

Included in other debtors is a loan to a company with common directors totalling £162,064 (2018: £Nil).

23 Directors' transactions

Included in other debtors is a director's loan account balance totalling £171,268 (2018: £103,805 creditor). This was repaid prior to 30 September 2020.

24 Ultimate controlling party

The ultimate controlling party is Mr E Danieleto by virtue of his shareholding in the company.

ALEPH FINANCE GROUP PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

25 Cash (absorbed by)/generated from operations

	2019 £	2018 £
(Loss)/profit for the year after tax	(797,272)	202,758
Adjustments for:		
Taxation (credited)/charged	(47,596)	47,596
Finance costs	130,730	17,656
Investment income	(11,860)	-
Gain on sale of investments	(95,245)	-
Amounts written off investments	27,435	(349,600)
Movements in working capital:		
(Increase)/decrease in debtors	(230,495)	356,711
Decrease in creditors	(230,823)	(192,506)
Cash (absorbed by)/generated from operations	(1,255,126)	82,615

26 Analysis of changes in net funds/(debt)

	1 January 2019 £	Cash flows £	Other non-cash changes £	31 December 2019 £
Cash at bank and in hand	1,709	819,777	-	821,486
Bank overdrafts	-	(15,732)	-	(15,732)
	1,709	804,045	-	805,754
Borrowings excluding overdrafts	-	27,435	(27,435)	-
Convertible loan notes	-	(3,359,587)	-	(3,359,587)
	1,709	(2,528,107)	(27,435)	(2,553,833)

ALEPH FINANCE GROUP PLC

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ALEPH FINANCE GROUP PLC

Opinion

We have audited the financial statements of Aleph Finance Group Plc (the 'company') for the year ended 31 December 2019 which comprise the profit and loss account, the statement of comprehensive income, the balance sheet, the statement of changes in equity, the statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to note 1.2 of the financial statements, which describes the basis upon which the financial statements are prepared and the material uncertainties relating to going concern. Our opinion is not modified in this respect.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 that fact.

We have nothing to report in this regard.

ALEPH FINANCE GROUP PLC

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF ALEPH FINANCE GROUP PLC

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are 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 directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) 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 financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

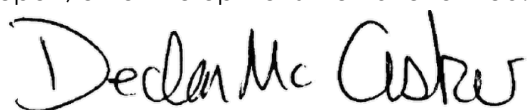
ALEPH FINANCE GROUP PLC

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF ALEPH FINANCE GROUP PLC

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Declan McCusker (Senior Statutory Auditor)
for and on behalf of Perrys Accountants Limited
Chartered Accountants
Statutory Auditor
First Floor
12 Old Bond Street
London
W1S 4PW

30 September 2020

ALEPH FINANCE GROUP PLC

DETAILED TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2019

		2019		2018
	£	£	£	£
Turnover				
Sales		2,319		205,981
Cost of sales				
Introduction, consultancy fees, commissions and other direct costs	-		196,741	
		-		(196,741)
Gross profit		2,319		9,240
Administrative expenses				
Wages and salaries	5,456		-	
Social security costs	554		-	
Rent	13,687		-	
Travelling expenses	2,475		651	
Legal and professional fees	34,846		25,734	
Consultancy fees	654,846		-	
Accountancy	3,595		1,550	
Audit fees	10,405		3,100	
Bank charges	31,795		719	
Bad debts	-		20,048	
Printing and stationery	114		-	
Advertising	520		-	
Sundry expenses	196		155	
Profit or loss on foreign exchange	37,638		38,873	
		(796,127)		(90,830)
Operating loss		(793,808)		(81,590)
Interest receivable and similar income				
Bank interest received	375		-	
Other interest received on financial instruments	8,976		-	
Other dividends - receivable	2,509		-	
		11,860		-
Interest payable and similar expenses				
Interest on overdue taxation	-		74	
Non bank interest on loans	130,730		17,582	
		(130,730)		(17,656)
Other gains and losses				
Gains on sale of current asset investments	95,245		-	
Amounts written off financial liabilities	(27,435)		349,600	

ALEPH FINANCE GROUP PLC

DETAILED TRADING AND PROFIT AND LOSS ACCOUNT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

	£	2019 £	£	2018 £
	<hr/>	67,810	<hr/>	349,600
(Loss)/profit before taxation		<hr/> <hr/> (844,868)		<hr/> <hr/> 250,354