



INFORMATION MEMORANDUM

Programme Title: EUR Digital Debt Securities (Various issuances under Series 2026/XXX/001)

Programme Limit: €1,000,000,000 (Aggregated across all pools)

Issuer: SIA Deploi (The "Issuer") in partnership with the regulated licensing partner and distributor, Assetera GmbH,

Regulatory Status: Exempt Offer / Private Placement (Regulation (EU) 2017/1129)

1. EXECUTIVE SUMMARY

I. INTRODUCTION

SIA Deploi, a company incorporated in Latvia (hereinafter referred to as the "Issuer"), is pleased to offer its EUR Digital Debt Securities (Various issuances under Series 2026/XXX/001) (hereinafter referred to as the "Notes").

The maximum aggregate nominal amount of all Notes from time to time outstanding under the Programme will not exceed **EUR 1,000,000,000** (or its equivalent in other currencies). The Issuer will issue Notes in Series, each governed by specific Final Terms.

This Information Memorandum outlines the material terms, conditions, and risks associated with the purchase of the Notes. All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Cooperation Agreement between the Issuer and the Loan Originator.

The Digital Debt Securities are digital securities issued by Deploi, evidencing the rights of holders to receive payments of principal and interest. The distribution of the Notes is conducted in compliance with MiFID II requirements through the regulated Distributor.

II. STRUCTURE OF THE OFFERING

1. **Issuer:** SIA Deploi, a special purpose entity established to issue the Notes and hold the loan receivables, providing structural separation from the Loan Originator.
2. **Loan Originator:** A lending company that has originated loan receivables and entered into a Cooperation Agreement with the Issuer.
3. **Distributor:** Assetera GmbH, a regulated investment company appointed to distribute the Notes to eligible investors and carry out all investor KYC/AML checks, and as a licensing partner.

4. **Investment Platform:** A digital platform operated by the Distributor, through which the sale and distribution of the Notes is facilitated.

III. TERMS OF THE NOTES

1. **Issue Date:** The date on which the Notes are made available on the Investment Platform, mentioned in each Final Terms.
2. **Redemption Date:** The date on which the principal amount, together with any accrued but unpaid interest, becomes due and payable to holders of the Notes.
3. **Interest Payment:** Interest on the Notes is paid periodically in accordance with the Final Terms of each pool.
4. **Principal Repayment:** The principal is repayable in full on the Maturity Date, or earlier if there is an early redemption event.
5. **Currency:** The Notes are denominated in Euros (“EUR”).

IV. UNDERLYING ASSETS

The Notes are divided into pools, each of which is backed by loan receivables originated by one or more Loan Originators.

The underlying loan receivables change dynamically between the Issue Date and the Maturity Date which means that each pool may be subject to additions, removals, substitutions, and repurchases in accordance with the terms set out in the Cooperation Agreement between the Issuer and the Loan Originator.

2. POOLS

Investors select from one or more pools based on their risk/return appetite. Each pool has a specific **Maximum Issuance** and an **Average Target Yield**.

Pool Name	Underlying Sector	Avg. Target Yield	Max Issuance	Risk Profile
Consumer	Consumer finance	9%-13% p.a.	€150,000,000	Higher Yield / Higher Risk
SME	SME working capital and invoice factoring	8.5%-11.0% p.a.	€300,000,000	Balanced
Mortgage	First-Lien Residential Bridge Loans	6.5%-7% p.a.	€200,000,000	Secured / Lower Risk

Litigation Funding	Law firm borrowing against claims	10.5%-12% p.a.	€100,000,000	Insured / Lower Risk
Distressed Debt	Purchase of Non-Performing Loans (NPLs) and corporate distress assets	15%-17.5%	€250,000,000	Highest Yield / Highest Risk

3. INVESTMENT FEATURES & UTILITY

A. ERC-3475 Abstract Storage Standard - Live

The Digital Debt Securities are issued using the ERC-3475 (Abstract Storage Notes) standard to enable sophisticated asset management and sub-tranching. Key features include:

- **Sub-Tranching:** Facilitates the creation of multiple asset classes (e.g., Consumer vs. Litigation) within a single programmable smart contract.
- **Metadata Integration:** Embedding real-time asset data and legal identifiers directly into the security's digital structure.
- **Complex Logic:** Automated management of bespoke redemption schedules and dynamic interest distributions without manual back-office intervention.

B. Orderbook-Based Secondary Market - planned launch Q3 2026

Deploi utilizes a DLT-enabled Multilateral Trading Facility (MTF) to facilitate institutional-grade liquidity and price discovery. Key features include:

- **Real-Time Matching:** Instant matching of buy and sell orders for Digital Debt Securities, replacing the opaque "bulletin board" models used by legacy firms.
- **3x Liquidity Capability:** A significant reduction in "lock-up" periods and exit barriers typical of traditional private credit funds.
- **Verifiable Discovery:** Publicly verifiable transaction history and price discovery on the distributed ledger, ensuring transparency for all participants.

C. Multi-Originator Diversification Framework - Live

The infrastructure utilizes an "Umbrella Pool" structure designed to scale to EUR 1,000,000,000 (One Billion) AUM by 2026. Key features include:

- **Risk Mitigation:** The ability to diversify a single Tranche across multiple verified Originators (Lending Companies) to reduce counterparty risk.
- **Unified Eligibility:** All Originators must pass a strict due diligence framework, including a 5% mandatory risk retention ("skin-in-the-game").

- **Segregated Recourse:** Noteholders maintain a direct claim against the specific assets of the relevant Originator, ensuring isolation of risk within the broader pool.

D. Digital Asset-Backed Lending (LTV) - not live upon launch.

Investors may leverage their Digital Debt Securities to access immediate capital without liquidating their long-term positions. Key features include:

- **LTV Feature:** Qualified investors can borrow up to 50% of the current Net Asset Value (NAV) of their holdings using the Securities as collateral.
- **Yield-Serviced Interest:** Loan interest is typically serviced automatically by the fixed-yield generated by the underlying Digital Debt Securities.
- **Instant Liquidity:** Near-instant loan processing and settlement enabled by the real-time valuation and programmable nature of the assets.

E. Real-Time Transparency Dashboard - planned release in Q2 2026

Upon investment, investors in the Notes are granted access to a Token-Gated Investor Portal with the following key features:

- **Live Data:** View the real-time performance of the loan receivables backing the Notes, including current collection status.
- **Metrics:** Track default rates, late payments, and accrued interest on a daily basis via an institutional-grade interface.
- **Audit:** View "Proof of Asset" reports and calculation agent statements on a monthly basis to ensure total capital transparency.

4. TERMS & CONDITIONS

CATEGORY	TERM	DETAILS
Eligible Investors	Qualified Investors: Unlimited access.	
Minimum Investment	Professional Investors	€10,000
Currency	Base: EUR Loan Receivables: EUR, GBP, SEK or USD (hedged or unhedged as per pool specifics)	

Distribution	Interest Principal	Paid Weekly or Monthly, (depending on pool tranche specific product setup) Bullet repayment at Maturity (or amortized, if specified)
Security	Asset-Backed	Notes are secured by a legally-enforceable pledge over the loan receivables or direct claim, true-sale
Custody	Digital	Notes are held by a regulated institutional custodian.
Secondary Market	Transferability	Notes are transferable strictly between whitelisted (KYC'd, KYB'd) wallets on the Investment Platform (if provided by the Distributor)

5. IMPORTANT - RISK FACTORS

1. Foreign Exchange (FX) Risk While the Notes are denominated and repaid in EUR, the underlying loans in the Pool may be issued in EUR, GBP, SEK, or USD.

- *Risk:* If the local currency (e.g., GBP) depreciates significantly against the EUR, the value of the repayments collected may fall short of the EUR obligations to holders of the Notes.
- *Mitigation:* The Issuer may employ currency hedging (swaps/forwards), but there is no guarantee this will fully extinguish the FX risk.

2. Segregated Pool Risk The Notes are not cross-collateralized. If, for example, the Consumer Pool suffers high defaults, assets in the Mortgage Pool cannot be used to cover the losses. The investor is exposed to the pool they choose to invest in.

3. Credit & Counterparty Risk The ability of the Issuer to pay interest depends on the Loan Originator buying back defaulted loans under a buyback obligation. However, if a Loan Originator becomes insolvent the buyback obligation may fail, leading to capital loss.

4. Liquidity Risk The Secondary Market is not guaranteed. Investors must acquire the Notes on the understanding they will hold them until the Maturity Date.

6. LEGAL DISCLAIMERS

6.1. IMPORTANT NOTICE: THIS IS NOT A PROSPECTUS. This document is a marketing communication that summarises the terms of an investment. It has not been approved by any financial supervisory authority.

Restricted Offer (EU): This offer is made in reliance on exemptions from the obligation to publish a prospectus under Regulation (EU) 2017/1129. Specifically, the offer is addressed solely to **Qualified Investors** (as defined in Article 2(e) of the Prospectus Regulation).

No Guarantee: Past performance of the Issuer or a Loan Originator is not indicative of future performance. The buyback obligation is not an insurance policy and is subject to the balance sheet strength of the Loan Originator.

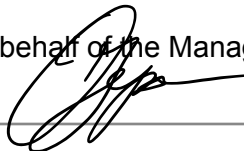
Capital at Risk: Investing in private credit and the Notes is risky. You may lose part or all of your invested capital. There is no deposit protection (e.g., FSCS or EDIS) for this investment.

Complaints: You can file a complaint by sending an email to complaints@depoli.org or by sending a letter to Lastādijas iela 12 k-3, Rīga, LV-1050, attn., to “SIA Deploi”.

Responsibility Statement: SIA Deploi (the 'Issuer'), represented by its Management Board, accepts responsibility for the information contained in this Information Memorandum. To the best of the knowledge of the Issuer, the information contained in this Information Memorandum is in accordance with the facts and does not omit anything likely to affect the import of such information.

Approval & Signatory:

Signed on behalf of the Management Board of **SIA Deploi**:



Oskars Jepsis Sole Member of the Management Board

This document is signed with a secure electronic signature and contains a time stamp.

APPENDIX 1: CONSUMER LOAN-BACKED POOL (Series 2026/CON/001)

1. Asset Description

The assets underlying this Series consist of a segregated pool of consumer loan receivables originated by **Evergreen Finance London Limited** (the "Lending Company"). These loans are personal, unsecured loans provided to individuals in the United Kingdom. The Issuer acquires these receivables through a Master Loan Purchase Agreement under Cooperation Agreement.

2. Payment Structure (Monthly Amortization)

- **Interest & Principal:** This Series follows a **Monthly Amortizing** model. Unlike litigation funding, consumer loans are repaid by borrowers in fixed monthly installments consisting of both principal and interest.
- **Distribution:** All payments received from the Lending Company are distributed to Noteholders on a monthly basis, pro-rata to their holdings.

3. Credit Enhancements & Security

- **Buyback Obligation:** The Lending Company is contractually obligated to repurchase any loan from the Issuer if the borrower's payments are delayed by more than **60 days**. This provides a significant layer of liquidity protection for Noteholders.
- **Security Deed:** A first-ranking charge (Security Deed) is registered with the **UK Companies House** over the underlying consumer loan receivables in favor of SIA Deploi.
- **Direct Claim:** In the event of an Issuer Default, Noteholders have a **Direct Claim** against the Lending Company for the recovery of proceeds related specifically to the Consumer Loan-Backed Pool.

4. Risk Retention

In accordance with Article 6 of the Securitisation Regulation (EU) 2017/1124, the Lending Company retains a **5.00% material net economic interest** ("skin-in-the-game") in the pool to ensure continuous alignment of interests between the originator and the Noteholders.

5. Key Service Providers

- **Originator/Lending Company:** Evergreen Finance London Limited.
- **Technology & Distribution:** Assetera GmbH (MiFID II regulated).
- **Jurisdiction:** the Notes are governed by the laws of the **Republic of Latvia**.

APPENDIX 2: LITIGATION FUNDING POOL (Series 2026/LIT/001)

1. Asset Description

The assets underlying this Series consist of a segregated pool of loans originated by **Fenchurch Legal** (the "Lending Company"). These loans are provided to law firms and claimants to fund the legal costs and disbursements of ongoing litigation. Repayment is contingent upon the successful settlement or court award of the underlying legal cases.

2. Payment Structure (Pass-Through Model)

- **Interest:** Noteholders receive fixed interest payments on a **monthly basis**.
- **Principal:** This Series follows an **Amortizing Pass-Through** model. Principal is not held until maturity; instead, as underlying legal cases settle and funds are received by the Issuer, the principal is distributed pro-rata to all Noteholders. This may result in partial redemptions prior to the 36-month Maturity Date.

3. Credit Enhancements & Security

- **ATE Insurance (After the Event):** All cases within the pool are required to be covered by **ATE Insurance**. In the event a legal case is lost, the insurance policy covers the adverse legal costs and/or disbursements, protecting the capital of the pool.
- **Security Deed:** A first-ranking charge (Security Deed) is registered with the **UK Companies House** over the loan receivables in favor of SIA Deploi.
- **Direct Claim:** In the event of an Issuer Default, Noteholders are granted a **Direct Claim** against the Lending Company for the recovery of proceeds related to the Litigation Funding Pool.

4. Risk Retention

In accordance with Article 6 of the Securitisation Regulation (EU) 2017/1124, the Lending Company retains a **5.00% material net economic interest** ("skin-in-the-game") in the pool to ensure alignment of interests with the Noteholders.

5. Key Service Providers

- **Originator/Lending Company:** Fenchurch Legal.
- **Technology & Distribution:** Assetera GmbH (MiFID II regulated).
- **Jurisdiction:** The loans are governed by the laws of **England & Wales**, while the Notes are governed by the laws of the **Republic of Latvia**.