

RULES FOR THE ASSESSMENT OF THE APPROPRIATENESS OF CROWDFUNDING TRANSACTIONS FOR INVESTORS AND THE MODELLING OF LOSS-BEARING CAPACITY

1. GENERAL PROVISIONS

- 1.1. These Rules for the Assessment of the Appropriateness of Crowdfunding Transactions for Investors and the Modelling of Loss-Bearing Capacity (the “Rules”) of UAB ROIX, legal entity code 305328324, registered office at Naugarduko g. 3-401, Vilnius, Lithuania (“**ROIX**” or the “**Company**”), establish the principles for assessing the appropriateness of crowdfunding transactions for investors.
- 1.2. The Company provides intermediary services for lending and investment transactions (acquisition of bonds or equity-based and other securities-based crowdfunding projects).
- 1.3. The Rules are prepared in accordance with Regulation (EU) 2020/1503 of 7 October 2020 on European crowdfunding service providers for business, amending Regulation (EU) 2017/1129 and Directive (EU) 2019/1937 (the “**Regulation**”) and other applicable legal acts.

2. DEFINITIONS

- 2.1. The terms used in these Rules shall have the meanings defined in the Regulation, other applicable legal acts, or the Company’s internal documents unless otherwise provided in this section.
 - 2.2. Unless the context requires otherwise, capitalized terms used in these Rules shall have the following meanings:
 - 2.2.1. **ROIX or Company** – UAB ROIX, legal entity code 305328324, registered office at Naugarduko g. 3-401, Vilnius, Lithuania;
 - 2.2.2. **Directive** – Directive (EU) 2014/65;
 - 2.2.3. **Director** – the head of the Company;
 - 2.2.4. **Investor** – a natural or legal person who has submitted an investment offer through the Platform and has properly registered on the Platform;
 - 2.2.5. **Non-sophisticated Investor** – an Investor who is not classified as a Sophisticated Investor;
 - 2.2.6. **Sophisticated Investor** – an Investor who meets the criteria set in Clause 3.1 of the Rules and has received ROIX’s confirmation to be treated as a sophisticated investor in accordance with the procedure set out in Section 3 of the Rules;
 - 2.2.7. **Platform** – the publicly accessible online information system <https://invest.roix.lt/>, administered and operated by ROIX;
 - 2.2.8. **Project** – an activity by one or more small and medium-sized enterprises (SMEs) for which the Project Owner seeks funding by submitting a crowdfunding offer;
 - 2.2.9. **Project Owner** – a legal or natural person (entrepreneur) who seeks to obtain funding through the Platform;
 - 2.2.10. **Regulation** – Regulation (EU) 2020/1503 of 7 October 2020 on European crowdfunding service providers for business, amending Regulation (EU) 2017/1129 and Directive (EU) 2019/1937;
 - 2.2.11. **Large Transaction** – a transaction with a value equal to or exceeding EUR 10,000;
 - 2.2.12. **Rules** – this document.
 - 2.3. Other terms used in these Rules shall be understood as defined in the Regulation. Unless the context requires otherwise, words in the singular shall include the plural and vice versa.
- ### **3. SOPHISTICATED INVESTORS**
- 3.1. The following persons shall be considered sophisticated investors for the purposes of all crowdfunding services provided by ROIX:

- 3.1.1. legal entities that meet at least one of the following criteria:
 - 3.1.1.1. possess at least EUR 100,000 in own funds;
 - 3.1.1.2. have a net turnover of at least EUR 2,000,000;
 - 3.1.1.3. have a balance sheet total of at least EUR 1,000,000;
 - 3.1.1.4. are entities operating in financial markets and have obtained the relevant supervisory authority permits (licenses) and are supervised by such authorities. Such entities include: i) credit institutions; ii) investment firms; iii) other licensed or regulated financial institutions; iv) insurance undertakings; v) collective investment schemes and their management companies; vi) pension funds and their management companies; vii) commodity and commodity derivatives traders; viii) local firms (as per MiFID terminology); ix) other institutional investors.
 - 3.1.1.5. are national and regional government authorities, including public bodies managing public debt at national or regional level, central banks, international and supranational institutions (e.g., the World Bank, the International Monetary Fund, the European Central Bank, and similar international organizations);
 - 3.1.1.6. are other institutional investors whose principal activity is investing in financial instruments, including entities engaged in securitization or other financing transactions.
- 3.1.2. natural persons who meet at least two of the following criteria:
 - 3.1.2.1. personal gross income of at least EUR 60,000 per fiscal year or a financial instruments portfolio (comprising cash deposits and financial assets) exceeding EUR 100,000;
 - 3.1.2.2. the investor is or has been employed for at least one year in the financial sector in a professional position requiring knowledge of the contemplated transactions or services, or has held managerial responsibilities for at least 12 months in a legal entity that meets the criteria under Clause 3.1.1;
 - 3.1.2.3. during the last four quarters, the investor has on average executed 10 large transactions per quarter on capital markets or via crowdfunding service providers.
- 3.2. An Investor may be treated as a Sophisticated Investor by the Company only if they meet the criteria set out in Clause 3.1 and submit a request in the form provided in Annex No. 1 to these Rules along with supporting documentation proving compliance with the established criteria.
- 3.3. The Company shall approve the Investor's request to be treated as a Sophisticated Investor unless it has reasonable doubts about the accuracy of the information provided in the request. Once approved, the Company shall clearly inform the Investor of their status.
- 3.4. The confirmation provided under Clause 3.3 is valid for two years. Investors wishing to retain Sophisticated Investor status after this period must submit a new request using the form in Annex No. 1.
- 3.5. Sophisticated Investors are responsible for informing the Company of any changes that may affect their classification.
- 3.6. If the Company becomes aware that an Investor no longer meets the initial conditions under which they were recognized as a Sophisticated Investor, the Company shall inform the Investor that they will be classified as a Non-sophisticated Investor.
- 3.7. By way of derogation from the procedure set out in this section, entities referred to in points 1–4 of Section I of Annex II to the Directive shall be treated as Sophisticated Investors upon submission of proof of such status to the Company.

4. ASSESSMENT OF THE SUITABILITY OF TRANSACTIONS FOR THE INVESTOR AND SIMULATION OF THE ABILITY TO BEAR LOSSES

- 4.1. In all cases, before allowing a Non-Sophisticated Investor full access to invest in crowdfunding projects on the Platform, the Company shall assess whether the proposed crowdfunding services are suitable for the prospective Non-Sophisticated Investor and, if so, which services are suitable.
- 4.2. For the purposes of the assessment referred to in Clause 4.1, the Company shall request information on the experience, investment objectives, financial situation, general understanding of investment-related risks, and understanding of the risks associated with the types of investments offered on the Platform from prospective Non-Sophisticated Investors. The information required for the assessment is detailed in Section 5 of the Rules and its evaluation procedure in Section 6.
- 4.3. The Company shall review the assessment referred to in Clause 4.1 in respect of each Non-Sophisticated Investor every two years after the initial assessment.
- 4.4. For the purposes of the assessment referred to in Clause 4.1, the Company shall also require prospective Non-Sophisticated Investors to simulate their ability to bear losses, calculated as 10% of the Investor's net worth. The simulation shall be conducted in accordance with the procedure set out in Section 8 of the Rules.
- 4.5. The Company shall review the simulation referred to in Clause 4.4 for each Non-Sophisticated Investor annually after the initial simulation.
- 4.6. Each time a prospective Non-Sophisticated Investor or a Non-Sophisticated Investor intends to accept an individual crowdfunding offer and invest an amount exceeding EUR 1,000 or 5% of the Investor's net worth (whichever is greater), as calculated pursuant to Section 8, the Company shall ensure that such Investor:
 - 4.6.1. is warned about the risk;
 - 4.6.2. provides explicit consent to the Company; and
 - 4.6.3. demonstrates to the Company that the prospective or existing Non-Sophisticated Investor understands the investment and its risks. The performed suitability assessment and loss-bearing capacity simulation may serve as evidence of such understanding.

5. INFORMATION REQUIRED FOR SUITABILITY ASSESSMENT AND ITS COLLECTION

- 5.1. In order to assess whether and which of the offered crowdfunding services are suitable for a prospective Non-Sophisticated Investor, the Company considers whether:
 - 5.1.1. the prospective Non-Sophisticated Investor has sufficient experience and knowledge to understand the risks associated with investing in general;
 - 5.1.2. the prospective Non-Sophisticated Investor has sufficient experience and knowledge to understand the risks related to the types of investments offered on the Platform.
- 5.2. To comply with Clause 5.1.2 of the Rules, the Company assesses the understanding of the prospective Non-Sophisticated Investor of what crowdfunding services are and what risks are associated with them.
- 5.3. In order to obtain the information necessary for the assessment, the Company provides the Non-Sophisticated Investor with a Crowdfunding Transaction Suitability Questionnaire prepared by the Company (Annex No. 2 to these Rules), where each question is associated with a corresponding score.
- 5.4. The Investor completes the questionnaire referred to in Annex No. 2 of the Rules electronically directly on the Company's Platform.
- 5.5. If the Investor is a legal entity, the questionnaire provided in Annex No. 2 of the Rules must be completed by the person representing the legal entity (e.g. CEO).

- 5.6. The Company shall take reasonable steps to ensure that the information collected from prospective Non-Sophisticated Investors through the questionnaire provided in Annex No. 2 of the Rules is reliable and accurately reflects their knowledge, skills, experience, financial situation, investments, goals, and understanding of associated risks.
- 5.7. In view of Clause 5.6 of the Rules, the Company shall at a minimum:
 - 5.7.1. ensure that the questions used in the questionnaire are understandable to prospective Non-Sophisticated Investors and are detailed enough to gather information that appropriately and accurately reflects their situation;
 - 5.7.2. ensure that the tools used to collect the information are appropriate for their purpose and suitable for prospective Non-Sophisticated Investors;
 - 5.7.3. draw the attention of prospective Non-Sophisticated Investors to the importance of providing accurate and up-to-date information.

6. SUITABILITY ASSESSMENT RULES

- 6.1. Each question in the questionnaire in Annex No. 2 of the Rules has a set of possible answer options. Each selected answer corresponds to a certain number of points (the number of points for each selected answer is indicated next to the respective answer in Annex No. 2).
- 6.2. Upon receiving the responses from the prospective Non-Sophisticated Investor to the questionnaire referred to in Annex No. 2 of the Rules, the Company's information systems automatically calculate the total score.
- 6.3. If the prospective Non-Sophisticated Investor scores at least 10 points – the crowdfunding transaction is considered suitable for that Investor. If the score is less than 10 or if the Investor selects at least one answer marked in red (indicating that the transaction is unsuitable), the crowdfunding transaction is deemed unsuitable for the Investor.
- 6.4. When assessing the financial situation of prospective Non-Sophisticated Investors, the Company shall take into account the results of the simulation detailed in Section 8.

7. WARNING TO NON-SOPHISTICATED INVESTORS

- 7.1. If a prospective Non-Sophisticated Investor does not provide the required information according to Annex No. 2 or if, based on the information provided in Annex No. 2, the Company determines that the investor scored fewer than 32 points or selected at least one answer indicating the unsuitability of crowdfunding transactions, the Company shall issue a warning to such investor stating that:
 - 7.1.1. the services offered on the Platform may not be suitable for the prospective Non-Sophisticated Investor;
 - 7.1.2. investing in a crowdfunding project involves risks, including the risk of partial or total loss of invested funds;
 - 7.1.3. future investments are not covered by the deposit guarantee schemes established by Directive 2014/49/EU of the European Parliament and of the Council;
 - 7.1.4. future investments are also not covered by the investor compensation schemes established under Directive 97/9/EC of the European Parliament and of the Council.
- 7.2. The warning referred to in Clause 7.1 shall be provided to Non-Sophisticated Investors in an easily readable format and in a clearly visible location on the Company's website.
- 7.3. The window displaying the warning specified in Clause 7.1 must remain on the Non-Sophisticated Investor's screen until the investor clearly confirms that they have received and understood the Company's warning.

8. RULES FOR MODELING THE ABILITY TO BEAR LOSSES

- 8.1. The Company provides a tool on its website enabling prospective Non-Sophisticated Investors to model their ability to bear losses (<https://invest.roix.lt/>). The tool must always

be user-friendly and must not require prospective Non-Sophisticated Investors to perform any tasks other than providing the information specified in Clauses 8.5 – 8.8.

- 8.2. The loss-bearing capacity simulation tool functions in a way that the Company cannot independently access the information inputted by the prospective investor. The Company also cannot input any additional data or otherwise affect the outcome. However, the tool may include a function allowing the investor to submit the result to ROIX.
- 8.3. In addition to the tool on the Company's website, the Company may also provide an alternative method for modeling loss-bearing capacity, which will be communicated to prospective Non-Sophisticated Investors.
- 8.4. When simulating the ability to bear losses, the net worth of a Non-Sophisticated Investor is calculated as follows:

Investor's net worth =

(net annual income) + (total liquid assets) - (annual financial liabilities)

- 8.5. Net annual income refers to the total annual income earned by the investor minus related expenses, social contributions, and taxes. It includes:
 - 8.5.1. income from work, including salary, unemployment benefits, and pensions (excluding exceptional payments);
 - 8.5.2. interest income from bank deposits or other debt instruments (excluding one-off payments);
 - 8.5.3. dividends from collective investment schemes or equity holdings (excluding capital gains from their sale);
 - 8.5.4. rental income from real estate (excluding capital gains from property sales).
- 8.6. Total liquid assets refers to all funds held in savings or current accounts, as well as assets that can be quickly and easily converted to cash, including but not limited to:
 - 8.6.1. savings products convertible to cash within 30 calendar days;
 - 8.6.2. financial instruments traded on regulated markets as defined in Directive 2014/65/EU Article 4(1)(21);
 - 8.6.3. shares/units in collective investment schemes offering redemption rights at least weekly. 8.7.
- 8.7. The following are not considered liquid assets:
 - 8.7.1. real estate;
 - 8.7.2. pension accumulation amounts;
 - 8.7.3. company shares that are not freely redeemable or transferable, including previous crowdfunding investments.
- 8.8. Annual financial liabilities refer to all financial obligations incurred in a given calendar year, including but not limited to:
 - 8.8.1. alimony and child support;
 - 8.8.2. rent and mortgage payments;
 - 8.8.3. loan repayments;
 - 8.8.4. insurance premiums;
 - 8.8.5. utility bills (electricity, heating, water);
 - 8.8.6. subscription fees;
 - 8.8.7. income and wealth taxes.
- 8.9. The liquid assets referred to in Clause 8.6 and the annual financial liabilities referred to in Clause 8.8 shall be assessed as of December 31 of the calendar year preceding the year in which the simulation is carried out, unless an assessment as of that date would not

accurately reflect the current situation of the prospective Non-Experienced Investor. In such a case, the assessment shall be carried out as of a later date. The later date may be any date between December 31 of the calendar year preceding the year of the simulation and the date of the simulation. In all cases, the liquid assets and the annual financial liabilities must be assessed as of the same date. When selecting such a date, prospective Non-Experienced Investors must consider whether such a date selection would allow for accurate assessment of all three values referred to in Clause 8.4.

- 8.10. The net annual income referred to in Clause 8.5 is the income received during the calendar year preceding the year in which the simulation is carried out. However, in cases where the assessment of liquid assets and annual financial liabilities is performed as of a later date under Clause 8.9, the net annual income shall be the income received during the twelve months preceding that later date.
- 8.11. In all cases, the Company requires prospective Non-Experienced Investors to submit to the Company the results of their loss-bearing capacity simulation.

9. FINAL PROVISIONS

- 9.1. The Director is responsible for the proper implementation and control of these Rules.
- 9.2. The Policy shall be reviewed as necessary and with regard to best practices, but in any case not less than once a year. The person responsible for compliance within ROIX is responsible for reviewing the Policy and making proposals for its improvement (if necessary), and the final approval of the new version of the Policy is the responsibility of the Director.
- 9.3. The Director or a person appointed by the Director must ensure that ROIX employees are timely informed about amendments and/or supplements to this Policy.
- 9.4. These Rules and/or their amendments and supplements shall enter into force on the day following their adoption, unless a different effective date is specified.
- 9.5. All employees of the Company must be acquainted with these Rules and any amendments thereto in writing and must comply with them.

APPLICATION FORM FOR THE ASSIGNMENT OF SOPHISTICATED INVESTOR STATUS

Date and place of application submission:	
Investor's name, surname / name:	
Investor's registration code and LEI code (if applicable):	
Investor's residential or registered address:	
Investor's contact details: <ul style="list-style-type: none"> - Address: - Telephone number: - Email address: 	

I request to be recognized as a sophisticated investor on the following basis(es): *(Please tick the criteria met by the investor and attach supporting documentation confirming compliance with the criteria):*

1.	Legal persons that meet at least one of the following criteria:	
1.1.	own funds of no less than EUR 100,000;	<input type="checkbox"/>
1.2.	net turnover of no less than EUR 2,000,000;	<input type="checkbox"/>
1.3.	balance sheet total of no less than EUR 1,000,000;	<input type="checkbox"/>
1.4.	is an entity operating in the financial markets sector and has received the relevant licenses (authorizations) from supervisory authorities and is supervised by such authorities. Such entities include: i) credit institutions; ii) investment firms; iii) other authorized or regulated financial institutions; iv) insurance undertakings; v) collective investment undertakings and their management companies; vi) pension funds and their management companies; vii) commodity and commodity derivatives dealers; viii) local firms; ix) other institutional investors;	<input type="checkbox"/>
1.5.	national and regional public authorities, including public bodies managing public debt at national or regional level, central banks, international and supranational institutions (e.g., the World Bank, the International Monetary Fund, the European Central Bank, and other similar international organizations);	<input type="checkbox"/>
1.6.	other institutional investor whose main activity is to invest in financial instruments, including entities dedicated to the securitization of assets or other financing transactions;	<input type="checkbox"/>
2.	Natural persons meeting at least two of the following criteria:	
2.1.	annual gross personal income of at least EUR 60,000 or a portfolio of financial instruments exceeding EUR 100,000, consisting of cash deposits and financial assets;	<input type="checkbox"/>
2.2.	the investor works or has worked for at least one year in the financial sector in a professional position requiring knowledge of the intended transactions or services, or has held a managerial position for at least 12 months in a legal entity meeting the criteria of Section 1;	<input type="checkbox"/> <input type="checkbox"/>

2.3.	in the last four calendar quarters, the investor has executed on average 10 significant transactions per quarter in capital markets.	<input type="checkbox"/>
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By signing this application, I declare and confirm that:

1. I understand the consequences of losing the investor protection granted to non-sophisticated investors;
2. I assume responsibility for the accuracy of the information provided in this application.

Attached documents:

1. [...]

2. [...]

Name, surname, signature