



FREQUENTLY ASKED QUESTIONS

The following outlines some of the key questions that characterise the Influencer Ltd offering for a planned Security Token Offering. In a traditional sense, securities or shares can represent an ownership position in a publicly traded corporation, a creditor relationship with a governmental body/corporation, or rights to ownership as represented by an option. A security token is a tokenized, digital form of these traditional securities. These are the strategic, tactical, technical, and legal components of a company and token launch platforms that enable a STO to establish optimal tokenomics, a solid technical and legal foundation, and the ability to reach hard cap.

What is the ownership of the company and the impact if it goes the Security Token route?

The current structure and ownership of the company is for all investors to be ordinary shareholders with a provision in the SSA that the ordinary shares are converted to Security Tokens on completed development of the platform and approval of the regulators. It is anticipated that pre-emption rights will only exist for investors in larger traditional funding rounds due to the complexities of managing the paperwork required if a Crowdfunding exercise takes place (this is standard practice in any crowd funding exercise).

However, it is worth noting that the STO structure of the company means that any token holder will always be able to purchase further tokens beyond their monthly subscription and will be given the option to do so. It is unlikely, in any event, that an exponential growth in network members would allow for an individual to maintain their % shareholding. What is more important, in the beginning, is for the founders and early adopters to hold maximum tokens and see an appreciation in their value as the network grows.

What will I be investing in?

Influencer plans to have the option for investors to complete once off investments or to subscribe on a monthly plan all investments being made in Influencer, the company. The collective pool is then invested in start-ups or ventures. These are early-stage companies often disrupting their sectors. They are often riskier but offer lucrative returns

Why is there a monthly investment option?

Regular cash flow is one of the building blocks of a great company. Using the principles of Dollar Cost Averaging, instead of you having to make a large investment in a single company, which carries extremely high risk, a smaller monthly investment by all members means that Influencer has dynamic cash flow and can invest in many companies with distributed risk.

This allows Influencer and its members to build a portfolio of companies which carries lower risk and a much higher success rate. Part of a solid investment strategy in any investment class is the long-term strategy a wise investor uses. This is the same for Influencer. Great deals always come along, and by buying in monthly, Influencer offers a vehicle to take advantage of this.



What do I get in return for my monthly investment?

In return for your monthly investment, you receive shares/tokens in Influencer at the market value of Influencer shares/tokens when the transaction is completed. This value is based on the combined value of all the ventures that Influencer invests in. As these ventures grow in number and value, the value of Influencer grows.

How does the due diligence work – using collective (Swarm) intelligence?

The management and investment team of deal originator companies plus the Inner Swarm of Experts do an initial detailed analysis of the venture - founding team, market, financials, etc. We utilise many different sources of information to help with a deep dive into the venture. This assigns an expert score. The 'pitch' or investor memorandum will then be sent into the Outer Swarm for further analysis and research to check for omissions, biases, and blind spots, determine sentiment and product market fit, etc., and then return a final score.

What do you mean by collective or Swarm intelligence?

It can be understood as an emergent property from the synergies of:

- 1) data-information-knowledge.
- 2) software-hardware; and
- 3) experts (those with new insights as well as recognized authorities).

The collective intelligence continually learns from feedback to produce just -intime knowledge for better decisions than these three elements acting alone.

Are there any sectors or business activities that Influencer will not invest in?

A critical component of Influencer will be the adoption of a distributed risk investment strategy, but it will remain critical that our principles of responsible investment remain intact, particularly when the business scales up, but also because this approach is good for business, good for society and good for the planet. To achieve this, Influencer Ltd.'s due diligence process integrates a pre - defined Exclusion List which has been designed to ensure an early -stage 'red flagging' is built into the screening process when opportunities are first considered. The Exclusion List sets out the main activities and businesses that will be excluded from the get -go. This is a separate document that can be provided upon request.

Is Influencer a VC Fund?

Yes and no... We prefer to be called a Network.

No, because the goal is for Influencer to be more than just a fund. We are building it to be a powerful company, with its own portfolio, products, and innovations. However, albeit with distinct differences, yes, we are. A traditional VC fund raises its fund from a few very wealthy people and organisations called 'limited partners'. The VC fund then invests according to their own principles and rules. Influencer Ltd is quite different in several ways. Our 'limited partners' are all the Influencers who own the company via their share or token holding and are then able to partake at a much lower buy-in than the high amounts required of VC



limited partners. Our Influencers guide the investments through their expert feedback. This is not from just a few experts, but from our exceptionally large network, either as sector-specific evaluation or as general feedback. The sheer scale of our network makes this immensely powerful feedback for product market fit - this is one of our key tenets of the Influencers funding the ventures.

We are a dynamic company with its own fund and Influencers drip feed the fund each month with their set contribution. The primary advantage of using security token platform means we can continue to grow the membership and the Company, becoming an increasingly powerful and influential investment vehicle

Must I refer new members?

There is NO requirement to refer new members.

However, if you do decide to refer friends and colleagues, the company grows in members, cash flows build, and greater numbers of investments are made. The greater the number of members, the greater the value of the Dynamic Cash Flow, the greater the number of ventures invested in, the greater the value of Influencer, the greater the value of your shares or tokens. This is what makes Influencer an exponential organisation.

What is an Exponential Organization?

An Exponential Organization (ExO) utilises growth hacking tools, creativity, and ingenuity to allow use of certain tools such as a community and automation to its fullest potential. An ExO is one whose impact (or output) is disproportionately large — at least 10x larger — compared to its peers because of the use of new organisational techniques that leverage exponential technologies such as network growth, data analytics, investment in multiples, etc. If you follow a traditional VC economic route, your investments are into single entities who do not benefit from the impact an ExO has due to collective investing.

What is the mechanism structure for income of the company and how will it be calculated?

Revenues for the company come from several sources:

- Subscription 'revenues' from members accessing the data from the platform. We use inverted commas as we have yet to decide if we should class these as revenues. However, given that they will be used to develop Influencer and its platforms as well as for investments, then we would say yes.
- Dividends from investments
- Exits from investments
- Ancillary income that may come from development of further proprietary applications such as a valuation model that a company may wish to use if it chooses to apply for funding, white labelling of our own technology, etc.
- revenues from companies requiring analysis (primarily used to fund the liquidity pool for the Swarm Network to complete the due diligence



What costs will be attached to the company?

These change regularly as we establish firmer costs and as one changes the variables. The key figures being the growth of the network and ensuring that we stay within the funds raised through the network, bearing in mind that initially limited funds will dictate limited expenses. The primary costs will be human resources and the Platform - we have kept these as separate line items. The salary structure is again very dependent on the growth of the network with Year 1 being the year that we can scale the team.

What fees will be attached to the fund and what percentage of the fund is it envisaged to be? Breakup of fees to company and compliance etc.?

As detailed above, the network and company are the same as we redefine the venture capital economic model. Details are recorded in the financials with a large amount allocated to platform costs (this is inclusive of associated maintenance of the platform as well of the related legal expenses). Once fully developed and network growth has substantial traction, fees will drop to a minimum based on defi models – classed as gas fees.

What is the future structure of the company going forward?

Exit Strategy and Token Strategy define where we are going and how we structure the company. As outlined above, all network members always receive equity which will convert to STO's. It is the network that owns Influencer Ltd. Allied to the above comments on ownership and the early members, our incentive is to bring in as many new investors as possible - this automatically dilutes the founders, but our tokens value grows in relation to the growth of the network, as all network members are investors.

What is the exit strategy?

The value of Influencer is determined by the number of members and their expertise, and the number and value of ventures invested in. The Exponential growth of Influencer and its platform developments will make it viable for a listing on a secondary exchange with a multiple valuation. This process is already under consideration.

How do you envisage people invested in the fund can withdraw money? Does the company guarantee and therefore buy the units or is it taken out of the monthly contributions of other members (cashflow)?

Monthly contributions can only be used for expenses or investments. Prior to the tokens becoming liquid via either a listing on an exchange or a sale of the company subject to token holder agreement, the options for pay-outs are:

- Dividend distribution from investment exits and/or dividends from investee companies
- An Influencer Ltd buy back if there are revenues that cannot be invested, and it's agreed to by the network
- Peer to peer sell/buy agreements that the company decides to facilitate



On approval, and subject to correct timing, once the security tokens become listed, they become liquid, creating the exit strategy.

Have you developed a terms contract for investing in a company? Minimum company requirements for investment?

A detailed Analysis and Investment framework is currently in development and in Minimal Viable Product stage undergoing Beta Testing. This part of our due diligence is the 2nd stage of due diligence after an opportunity is presented by a deal originator. Final due diligence is by the swarm of network members.

Who pays the costs of the IT development of the platform and who has the ownership/rights to it?

All costs are borne by Influencer Ltd, and/or planned fund raises, i.e., the shareholders or token holders and thus all IP/intellectual rights belong to them.