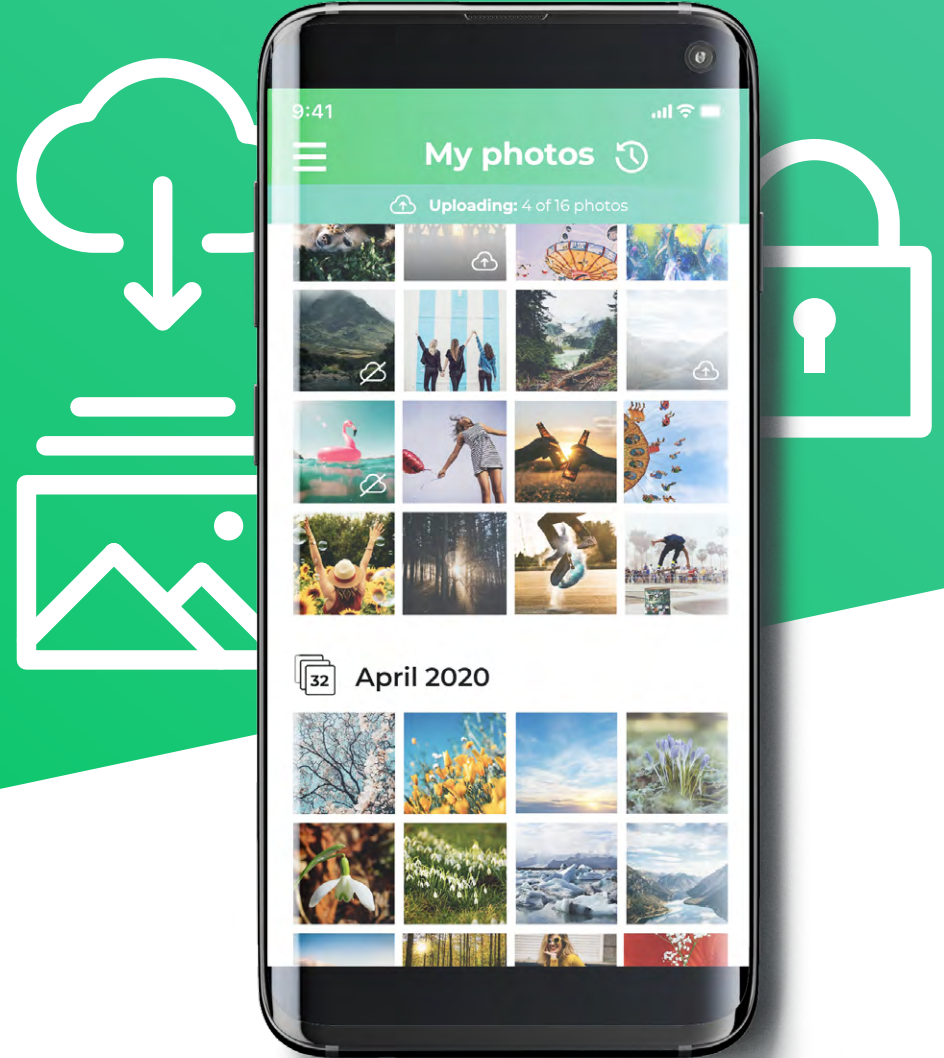


Kiliaro

AD

Invitation to acquire units in Kiliaro AB

REGISTRATION PERIOD: AUGUST 23 – SEPTEMBER 6, 2021



IMPORTANT INFORMATION

All investments in securities are associated with risk. The prospectus for Kiliaro AB ("Kiliaro" or "the Company") contains a description of potential risks associated with the Company's operations and its securities. Before an investment decision can be made, these risks, together with other information in the complete prospectus, must be carefully read. The prospectus is available for download on the Company's (www.kiliaro.com), Sedermera Fondkommission (www.sedermera.se) and Nordic Issuings (www.nordic-issuing.se), respectively.





Your memories,
your friends.

INVESTMENT HIGHLIGHTS

Increased digitalization, strong growth of digital images, where the mobile phone is used as the only camera unit for photo and video, creates a great need for smart digital services that are adapted for storage, organization, and sharing of private individuals' image galleries.

Kiliaro offers a photo gallery application with groundbreaking functionality in the form of automatic photo and video sharing as well as chat functionality, directly in the photo gallery app. Together with a competitive offer of cloud storage with unlimited space for only SEK 19 / month and leading privacy and security, Kiliaro is here to take the photo gallery for private individuals to the next level.

Kiliaro is available in a free version, with the option to be upgraded to a premium version. The Company currently has just over 10,000 users, of which approximately 3,000 on paid subscriptions, generated by collaborations with Tele2 and organic growth. The Company is ready to be fully launched on the Swedish market and in the coming years in selected target markets internationally. The vision is to become the next-generation photo gallery app.

STRONG MARKET GROWTH

Kiliaro's target market in the cloud services for private use segment is forecast to grow from approximately USD 27 billion in 2019 to approximately USD 160 billion in 2027¹, corresponding to an annual average growth rate (CAGR) of 24.6 percent.

As our mobiles get even better camera functionality, the need for smart and user-friendly storage with engaging and tailored solutions for social interaction also increases.

The Company intends to expand in Scandinavia and Europe in 2022, which will significantly increase Kiliaro's market presence.

UNIQUE OFFER

According to the Company's assessment, its service is unique on the market today; no other player offers users the combination of automatic sharing, the ability to socialize and engage with content in a trusted group adapted by the user, unlimited storage, and are able to meet users' increased demands for privacy and security.

Low and user-friendly pricing of storage and high integrity in relation to major players such as Google, Apple, Dropbox, who lack offers adapted for social engagement. Kiliaro's fixed price of 19 SEK / month for unlimited storage can be compared with Apple iCloud's SEK 89 / month for storage of 2 TB.

Kiliaro introduces automatic photo and video sharing on the market - users avoid the hassle of manual selection and sharing.

PROVEN BUSINESS MODEL OCH ROADMAP

The Company has entered into a B2B partnership with Tele2 Sweden and Tele2 Estonia in the form of a pilot project with a targeted offer to a smaller selection of Tele2 customers.

Kiliaro has a very low churn rate (customer loss) of 0.2 percent – which testifies to high customer satisfaction.

The Company's goal is to enter into more partnerships with leading companies within e.g. the travel industry, telecom, and retail, etc. The target date for break-even is set to mid-year 2023.

EXPERIENCED TEAM WITH A PROVEN TRACK RECORD

Management and the board have solid experience in both the tech sector and private equity, as well as listed growth companies.

CEO has a strong track record in different positions as CEO, business development and sales director at listed and unlisted growth companies as well as larger companies, such as 3 Sverige, Bisnode, Groupon, etc.

Founder and CTO have previously founded The Nordic region's largest image bank Mostphotos.

1. <https://www.prnewswire.com/news-releases/personal-cloud-market-size-to-reach-usd-161-93-billion-by-2027--cagr-of-24-6---valuates-reports-301167036.html>

KILIARO

As digitalization increases, more and more people use their mobile phones to take photos and record video, thus also increasing the need for digital services that are adapted for storage, organization, and sharing of private individuals' image galleries.

According to the Company, no other player in the market, is focusing specifically on social engagement (sharing, commenting, etc.) in connection with photos and video directly in the mobile's photo gallery. The Company fills a gap between cloud services and social media apps. The problem with today's cloud services is, according to the Company, that the platforms are intended primarily for storage and to be used as passive background apps. Hence, the user uploads media on a platform that offers few functions for social interaction. Instead, many users use other social media or apps to share photos and videos, even though the services are not built for this purpose. Examples are popular platforms such as Whatsapp and Facebook Messenger, where photos - and thus memories - disappear in various chat feeds.

Kiliaro wants to meet the problems described above and fill the gap in a growing market. The vision for Kiliaro is to become the next generation photo gallery application, outside the ecosystems of the large tech companies, which according to the Company are often characterized by high pricing and controversial management of user data and integrity. The Board sees great potential in the Company's product and has formulated an ambitious growth strategy for the coming years with a focus on new partnerships and new markets.

The Company is preparing an IPO to raise approximately SEK 31 million, which is intended to finance the Company up to and including break-even at the end of the first half of 2023. Up to this period, the Company intends to achieve a large number of important objectives, such as entering into new partnerships with leading companies in different businesses (for example telecom, retail, events, and sports), expand in Scandinavia and the rest of Europe, and increase the number of users significantly to around six million.



Social photo gallery

According to the Company, Kiliaro is the first on the market with a digital service where the user can share (automatically), socialize, and engage around photos and video directly from the photo gallery. According to the Company's assessment, this opens up opportunities in a number of areas, both for organizations and private individuals.



Cloud service

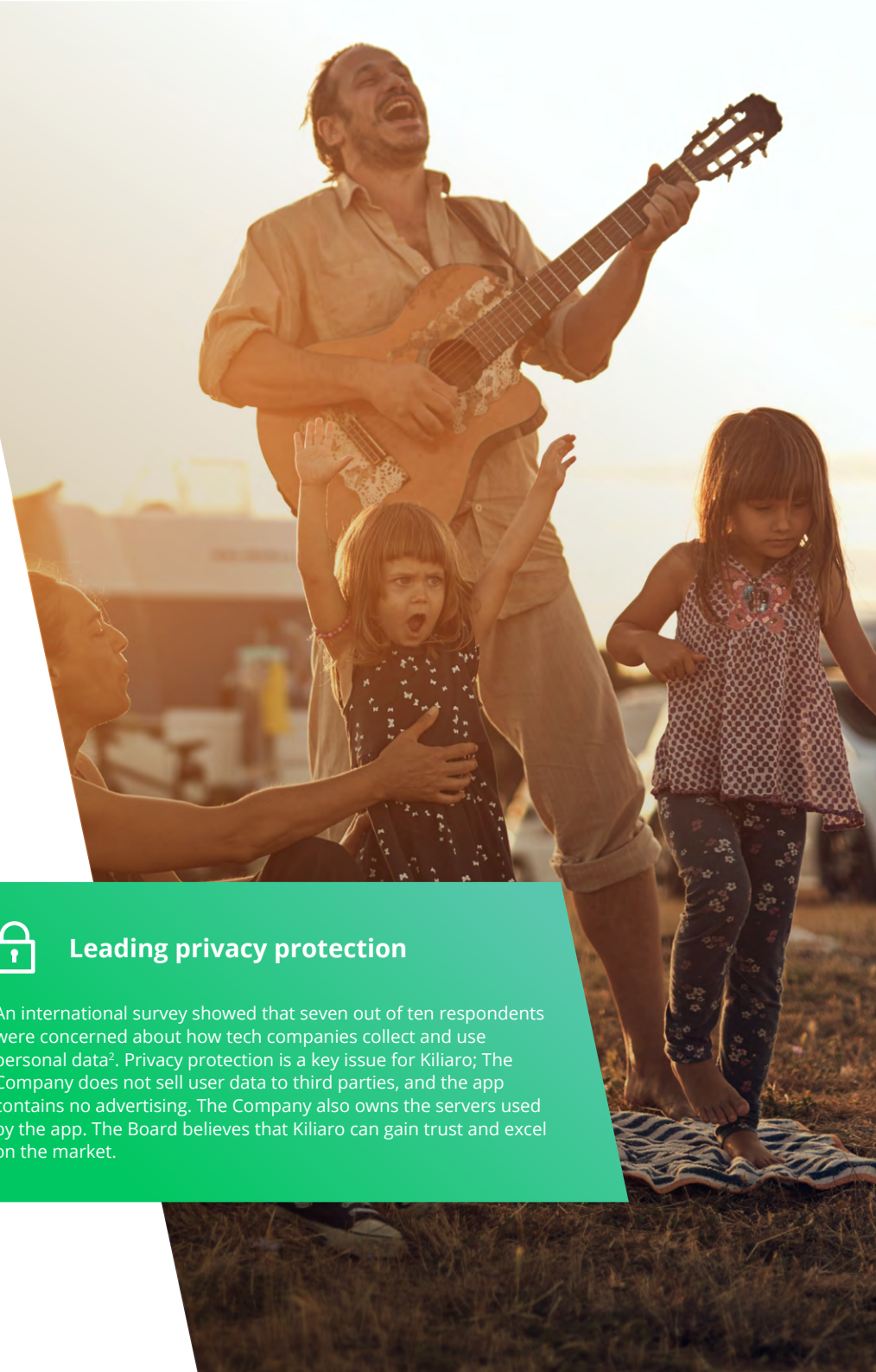
Kiliaro's standard offer includes a cloud service with high privacy protection and unlimited storage of photos and video at a fixed price of SEK 19 / month. The Company assesses that the pricing is very competitive.



Leading privacy protection

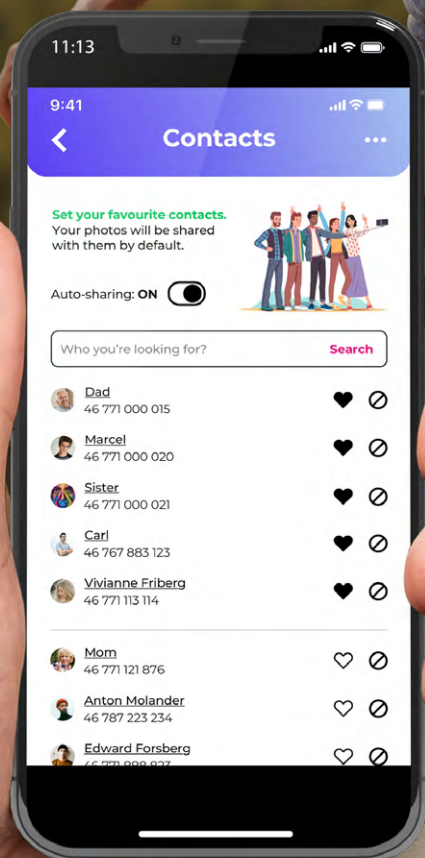
An international survey showed that seven out of ten respondents were concerned about how tech companies collect and use personal data². Privacy protection is a key issue for Kiliaro; The Company does not sell user data to third parties, and the app contains no advertising. The Company also owns the servers used by the app. The Board believes that Kiliaro can gain trust and excel on the market.

2. <https://www.reuters.com/article/us-global-tech-privacy/privacy-concerns-pushing-people-to-change-online-behavior-poll-shows-idUSKBN1Y803D>





"With new ways to socialize and interact around digital memories from the photo gallery, the Company assesses that Kiliaro is uniquely positioned in the market."



SUMMARY OF THE OFFERING

Subscription period: August 23, 2021 through September 6, 2021.

Subscription price: SEK 26.40 per unit, which corresponds to SEK 6.60 per share. Warrants of series TO1 are obtained free of payment.

Minimum subscription: The minimum subscription is 220 units, corresponding to SEK 5 808,00.

Volume of issuance: The offer amounts to a total of approximately SEK 31 million. Of which the Company can initially be provided with approximately SEK 20.7 million (before deductions for issue costs and compensation to bridge financiers). At a later stage, in the event of full exercise of the attached warrants of series TO1, the Company may be provided with a further maximum of approximately SEK 10.4 million (before issue costs).

Subscription commitments: Approximately SEK 10.5 million of the new share issue is covered by subscription commitments, which corresponds to approximately 51 percent of the initial issue volume. The remaining part of the initial new share issue, corresponding to approximately SEK 10.2 million, is available to the public.

Number of shares before the issue of units: 5 708 544 shares.

Valuation pre-money: Approx. SEK 37,7 million.

Expected the first day of trading: Shares and warrants of Series TO1 are scheduled to be admitted to trading on the Nasdaq First North Growth Market on September 17, 2021.

ISIN code for share: SE0016275333

Lock up: The Company's largest shareholder, First Venture Sweden AB (in which chairman Peter Werme is a partner) have entered into lock-up agreement for 100 percent of its shares during the first twelve months after the listing on First North. Lock-up includes investments in shares First Venture Sweden AB may be allocated in this offering. Other board members and the CEO have entered into lock-up agreements in accordance with the same terms as above. In the event of a fully subscribed new share issue, a total of approximately 53.9 percent of the shares in the Company will be under lock-up.

Enclosed warrants: One (1) warrant gives the notifier the right to subscribe for one (1) new share at a price of SEK 6.60 during the subscription period that takes place during the period from September 12 to September 26, 2022.

ISIN code for warrant TO1: SE0016288559

USE OF PROCEEDS

Through the initial part of the IPO, the Company intends to finance the following:

- **Strengthen the existing organization with several recruitments in sales, marketing and technology development:** approximately 65 percent of the issue proceeds
- **Server cost (expansion of server capacity):** approximately 15 percent
- **Marketing and sales activities:** approximately 15 percent
- **Ongoing and administrative costs:** approximately 5 percent

OBJECTIVES

The Company's activity is currently focused on consumers and potential partners in the Swedish market, as well as in Estonia (through partnerships with Tele2 Estonia). During the fourth quarter of 2021, the Company intends to accelerate its market presence in Denmark, Norway, and Finland. Launch and acceleration in other markets will follow the same strategy as the Company used in, for example, Sweden, with a focus on reaching partnerships with well-established brands within e.g. telecom, retail, the travel industry, and the sports industry, as well as through B2C marketing and B2C partnerships with influencers.

During the first and second quarters of 2022, the Company also plans to be actively launched in the German and British markets. This is followed by Italy, France, and Spain during the first half of 2023, as well as India and Turkey during the second half of 2023.

Expansion in the Nordic region and selected target markets in the rest of Europe is a natural step in the Company's strategy. India and Turkey have been selected due to established relationships with a potential, strong partner in India as well as good relations with an interesting B2B partner in Turkey.

Below is a selection of the Company's objectives for the coming years.

2021

B2B partnerships:

Two to three partnerships before the end of the year, within any of the following industries of interest:

-Events, insurance, retail, sports

Geographical expansion (Q4):

- Denmark, Norway, Finland

Users:

Approx. 200 000. Approx. 30 000 paying

Financial objectives:

Turnover: Approx. SEK 1 million

EBITDA: Approx. SEK -9 million

Product development:

"Automatic sharing"

Focus on further developing automatic sharing and social functionality directly in the photo gallery app - Kiliaro will be the first on the market with the technology.

2022

B2C partnerships:

Increased efforts during Q1 focusing on influencers and bloggers.

Geographical expansion (Q1/Q2):

- Germany, England

Users:

Approx. 750 000. Approx. 85 000 paying

Financial objectives:

Turnover: Approx. SEK 5 million

EBITDA: Approx. SEK -13 million

Product development:

"Event sharing"

Making it possible to easily view and share photos from larger and smaller events from people with Kiliaro in real time.

2023

Strategic partnerships:

The Company enters into at least one partnership with a global company before the end of the year.

Geographic expansion (full year):

Spain, Italy, France, India, Turkey

Users:

Approx. 6 000 000. Approx. 900 000 paying

Financial objectives:

Turnover: Approx. SEK 50 million

EBITDA: Approx. SEK 18 million (Target: break even mid-year)

Product development:

Focus on entering into collaborations with third parties to enhance editing functions, archiving and organization, as well as sending photos to print from within the app.

CEO ELIE KOMO COMMENTS

Following the increased use of smartphones, social media, and improved internet coverage and connection speeds, the need for smart photo apps is growing. At the same time, mobile phone cameras are developing at a rapid pace, contributing to more people using the mobile phone as the only camera unit for sharing - and engaging with - photos and video.

Yet today no product convincingly filled the space for a dedicated service entirely focused on photography and video. The large American tech companies primarily offer passive storage solutions with poor user experience and limited functionality for the users to socialize and engage in connection to the images. In addition, pricing is usually high and increasing in relation to storage space. Many of us recognize the difficulty of saving and socializing around our photo memories - the complexity of existing services on the market is not adapted for private individuals. Many times, photos shared with loved ones in chat feeds disappear in apps that are actually built for chat and not media file sharing.

With Kiliaro, we provide a solution to the problems described above and fill the gap in this growing market. Kiliaro is a unique social photo gallery application, adapted to the user's conditions, with unlimited storage as the standard offer - at a low fixed price. We have created an app that in our opinion is unbeatable in terms of user experience and privacy protection. Kiliaro enables automatic backup, organization, and sharing, completely eliminating unnecessary manual steps. Furthermore, our app is free from ads, we ensure high security for your photos and video, and you

can share, comment on, and socialize around the content, directly from your Kiliaro photo gallery in a closed group based on your preferences. The user thus gets access to a service that has been developed entirely on the user's terms. The vision for Kiliaro is to become the market's "go-to app" for social engagement around photos and video. An app outside the ecosystem of the big tech companies, with their often high pricing and controversial management of user data and privacy. This combination is what we believe gives Kiliaro the potential to fill an important market and become the perfect home for our memories.

Through our pilot collaborations with Tele2, we have an established business model, which has generated promising user data with a low churn rate. We have a very experienced board and management and a complete development team with a solid track record in the industry. To accelerate growth, refine the technology and expand in Scandinavia, the rest of Europe and at a later stage Asia, we are now doing an IPO in order to raise a total of approximately SEK 31 million prior to the planned listing on Nasdaq First North in September 2021.

"Kiliaro solves the problem of organizing, storing, and sharing your photos & videos, with security and privacy for the user being the highest priority. Kiliaro is a platform that makes your image gallery more alive!"



"Kiliaro is a unique social photo gallery application, adapted to the user's conditions, with unlimited storage as the standard offer - at a low fixed price."



Elie Komo
CEO, Kiliaro AB

Kiliaro

**More information about the offer and
how to acquire units in Kiliaro AB**

Registration period:
August 23 – September 6, 2021

