

Eleving Group S.A.
Société anonyme

Unaudited interim financial statements for the period ended June 30, 2021

Registered office:
9, Allee Scheffer,
L-2520, Luxembourg
Luxembourg Trade and Companies Register number: B 174.457

Eleving Group S.A.
Société anonyme

Table of contents

	Page
Management report	3
Statement of Financial Position	5
Statement of Comprehensive Income	6
Notes to the interim accounts	7
Director's statement	14

Management report

30 September 2021

The Directors of the Company present the report on the interim accounts for the period ended 30 June 2020. All the figures are presented in EUR (euro).

General information

Eleving Group S.A. - previously Mogo Finance S.A. (hereinafter referred to as – the Company) and its subsidiaries (hereinafter together referred to as – the Group) is an international and fast-growing Financial Technology company with a vast reach across the globe. Operating in 3 continents, the Group's companies recognize the niche underserved by conventional lenders and provide financial inclusion by disruptively changing the used car and consumer financing industry. Founded in 2012 in Latvia, the Group revolutionized the way people acquire used cars. Having expanded to all the Baltic region within a year after its launch, the Group continued its further expansion, operating in a total of 14 active markets as of the end of 2020. Mogo Finance Group has disrupted the used vehicle market as well as the way how a person's social mobility can be elevated through the access to a convenient and responsible lending. Group's main car financing products are financial leasing, where Eleving Group's services are used by customers to acquire the vehicles, and leaseback financing, where the customer sells his/her vehicle and leases it back. The Group's consumer finance business offers flexible financial products starting with a credit line and ending with an instalment loan with a focus to provide an accessibility to a substantial amount of money in a most convenient way. Innovative financial solutions, transparency provided by the presence in the international capital markets and a talented team of more than 1 000 people makes the Group a one of the top fastest growing companies in the industry.

Operations and Financial Results

Despite the headwinds from a global pandemic, 2021 so far has been a successful year while the Company continued investments in its subsidiaries as well as supporting them with the necessary financing. The Company's financial performance mainly depends on the performance of the Group as majority of the Company's assets relate to affiliated undertakings and the Company's financial performance should be considered in the context of the Group's financial performance. The Company's financial standing as it relates to going concern is largely dependent from the dividends to be distributed by its subsidiaries, which has been a consistent practice also during 2021. The same will be undertaken also in future with the expected dividend payments from its subsidiaries.

Total assets of the Company grew up to 158 million euro (2.5% increase, compared to 154.3 million EUR in 31.12.2020).

During the year 2021 the Group continues to optimize its product and country portfolio by deliberately focusing on the highest yielding products and countries with the greatest growth and profitability prospects. Further, on the Group is in process of finalizing several sale transactions all of which are expected to release capital to be deployed in other markets as well as direct Group's management focus to a narrower set of countries than before.

In 2021 the Group continues to cooperate with continental Europe's leading peer-to-peer lending marketplace Mintos (www.mintos.com). Currently the Group is the company with the largest loan portfolio listed in the platform and it offers investors to invest in Group's loans originated in sixteen operational entities.

During 2021 the Group managed to sustain its B- issuer as well as senior secured bond rating by Fitch.

On 27 January 2021 the Group received a broad approval from its bondholders to amend the terms and conditions of its EUR 2022 bonds. The proposals included the replacement of the bondholders' representative, the amendment of financial conditions and the amendment of the definition of permitted debt.

On 1 March 2021, AS "mogo" (Latvian operational entity) issued bonds in the amount of EUR 30 million, thus, successfully completing the largest bond issue in recent years by a private company on Nasdaq Riga Stock Exchange. With an annual coupon rate of 11%, 3-year maturity and minimum subscription amount of EUR 1 000, the bonds were offered to existing AS "mogo" bondholders and other retail and institutional investors from the Baltic region. The public offering consisted of two parts – subscription by new investors and exchange offer to existing bondholders. Bond issue demonstrates the investors' confidence in the Group.

While the high uncertainty remains, the Company does not intend to invest resources in research or development activities.

The Company has not and does not expect to acquire own shares.

The Company does not have any branches and does not intend to establish any in the nearest future.

Financial risks

The Company's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Company's overall risk management focuses on financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Company uses derivative financial instruments to hedge certain risk exposures which carried out by the central treasury department (Company's treasury).

Liquidity risk

The Company controls its liquidity by managing the amount of funding it attracts through peer-to-peer platforms, which provides management greater flexibility to manage the level of borrowings and available cash balances. Also, the Company manages its longer-term liquidity need by issuing bonds.

Credit risks

The Company is exposed to credit risk through its finance lease receivables, loans, and advances, as well as cash and cash equivalents. The key areas of credit risk policy cover lease and loan granting process (including solvency check of the lessee or borrower), monitoring methods, as well as decision making principles. The Company uses financed vehicles as collaterals to significantly reduce the credit risk.

The Company operates by applying a clear set of finance lease and loan granting criteria. These criteria include assessing the credit history of the customer, means of lease and loan repayment and understanding the lease object. The Company takes into consideration both quantitative and qualitative factors when assessing the creditworthiness of the customer. Based on this analysis, the Company sets the credit limit for each and every customer. When the lease agreement has been signed, the Company monitors the lease object and customer's solvency. The Company has developed a lease monitoring process that helps to quickly spot any possible non-compliance with the provisions of the agreement. The receivable balances are monitored on an ongoing basis to ensure that the Company's exposure to bad debts is minimized, and, where appropriate, sufficient provisions are being made. The Company does not have a significant credit risk exposure to any single counterparty, but instead is exposed to risks towards counterparties having similar characteristics.

Market risk

The Company takes on exposure to market risks, which are the risks that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks arise from open positions in interest rate and currency products, all of which are exposed to general and specific market movements and changes in the level of volatility or market rates or prices such as interest rates and foreign exchange rates.

Currency risk

The currency risk is defined as the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to the effects of fluctuations in the prevailing foreign currency exchange rates on its financial position and cash flows. The most significant foreign currency exposure comes from Georgia and Belarus, where the Company has evaluated potential hedging options, but due to the costs associated with it, has decided not to pursue hedging strategy for now and assume potential short to mid-term currency fluctuations with retaining potential upside from strengthening of the mentioned currencies. However the Company is making substantial progress in issuing as much as possible of loans in EUR and USD currencies. The USD loan issuances are linked to Belarus, Kenya and Uganda. Having now a significant amount of USD loan and lease portfolio, the Company has started to proactively manage to the foreign currency exposure risk towards USD. The proactive management of USD exposure can be observed by forward contract purchases that have started already in 2020 and continues to do so in 2021.

It is expected that the Company's exposure to volatile foreign currencies will be continuing to decrease in the future with the Company's divestment of several of its subsidiaries.

Interest rate risk

The Company is not exposed to interest rate risk because all of its liabilities are interest bearing borrowings with a fixed interest rate.

Future outlook

In the light of events related to Covid-19, the Company's management has assessed the impacts of the coronavirus outbreak on the Company's ability to continue as a going concern.

While the economic environment remains uncertain, the Company and its subsidiaries enter 2021 with improved operations and a strong funding position, and our employees, partners and customers have proven resilient to the challenges posed by the pandemic. The business model is highly relevant to the lives of many thousands of customers and plays an important role in enhancing the lives of people of modest means. We are confident that we will continue to serve our customers well and maintain high profitability and long-term growth.

Going further in to 2021 the Company and its subsidiaries intend to:

- Continue to develop its current set of 14 active markets with particular focus on productive lending in the fastest growing markets.
- Develop premium car financing solution by engaging in mutually beneficial strategic partnerships with local banks.
- Continue further digitalization across the key business areas.
- Maintain stricter underwriting policies in place.
- Launch of several of ESG friendly products.
- Explore capital market sentiment as it relates to a possible Eurobond refinance within 2021.
- Continue simplifying its balance sheet.

Corporate Governance Statement

Eleving Group S.A. Corporate Governance Statement has been included in the Management report included in the Eleving Group S.A. consolidated annual report for the year ended 31 December 2020, and it is also available to the public electronically on the Eleving Group webpage www.eleving.com.

Signed on behalf of the Company on 30 September 2021 by:



Māris Kreics
Type A director



Delphine Glessinger
Type B director

Statement of Financial Position

ASSETS	Notes	30.06.2021 EUR	31.12.2020 EUR
Financial assets			
Shares in affiliated undertakings	4	54 154 256	53 595 268
Loans to affiliated undertakings	5	81 719 569	72 293 627
Other loans	6	13 580 266	8 298 279
		149 454 091	134 187 174
CURRENT ASSETS			
Debtors			
Amounts owed by affiliated undertakings			
<i>becoming due and payable within one year</i>	5	4 935 352	6 223 545
<i>becoming due and payable after more than one year</i>		-	-
Other debtors			
<i>becoming due and payable within one year</i>	7	742 074	8 710 991
<i>becoming due and payable after more than one year</i>		-	-
		5 677 426	14 934 536
Cash at bank and in hand		23 757	2 010 687
PREPAYMENTS	8	2 880 818	3 120 442
TOTAL ASSETS		158 036 092	154 252 839
CAPITAL, RESERVES AND LIABILITIES	Notes	30.06.2021 EUR	31.12.2020 EUR
CAPITAL AND RESERVES			
Subscribed capital	9	1 000 000	1 000 000
Reserves			
Legal reserve		3 104	3 104
Profit or loss brought forward		137 922	(305 779)
Profit or loss for the financial year		92 806	443 701
		1 233 832	1 141 026
PROVISIONS			
Provisions for taxation		15 614	17 765
Other provisions	10	131 498	179 766
		147 112	197 531
CREDITORS			
Debenture loans			
- Non convertible loans			
<i>becoming due and payable within one year</i>	11	(278 392)	4 440 863
<i>becoming due and payable after more than one year</i>	11	99 028 049	98 963 049
Trade creditors			
<i>becoming due and payable within one year</i>		62 754	49 601
<i>becoming due and payable after more than one year</i>		-	-
Amounts owed to affiliated undertakings			
<i>becoming due and payable within one year</i>	12	1 238 497	13 385 912
<i>becoming due and payable after more than one year</i>	12	38 200 803	23 823 035
Others creditors			
Other creditors			
<i>becoming due and payable within one year</i>	13	1 120 614	125 355
<i>becoming due and payable after more than one year</i>	13	17 282 823	12 126 467
		156 655 148	152 914 282
TOTAL CAPITAL, RESERVES AND LIABILITIES		158 036 092	154 252 839

Statement of Comprehensive Income

	Notes	01.01.2021 - 30.06.2021	01.01.2020 - 30.06.2020
Net turnover		-	-
Variation in stocks of finished goods and in work in progress		-	-
Work performed by the undertaking for its own purposes and capitalised		-	-
Other operating income		-	-
Raw materials and consumables and other external expenses	14	(2 025 809)	(1 563 207)
Staff costs		-	-
Value adjustments		-	-
Other operating expenses		-	-
Income from other investments and loans forming part of the fixed assets	15	5 283 906	4 333 792
Income from participating interests	15	4 500 004	3 943 217
Other interest receivable and similar income	16	527 763	811 384
Share of profit or loss of undertakings accounted for under the equity method		-	-
Value adjustment in respect of financial assets and of investment held as current assets		-	-
Interest payable and similar expenses	17	(7 947 936)	(6 768 378)
Tax on profit or loss		(245 122)	(85 859)
Profit or loss after taxation		92 806	670 949
Other taxes not shown under items 1 to 16		-	-
Profit or loss for the financial year		92 806	670 949

Note 1 - General information

Eleving Group S.A., (hereinafter the "Company"), was incorporated on December 18, 2012 as a société anonyme for an unlimited period. The Company is organised under the laws of Luxembourg, in particular the law of 10 August, 1915 on commercial companies, as amended.

The registered office of the Company is established in Avenue de la GARE 8-10, Luxembourg 1610 and is registered at the Trade and Companies register in Luxembourg under the number B174457.

The financial year of the Company starts on 1 January and ends on 31 December of each year.

The principal activity of the Company is to invest, acquire and take participations and interests, in any form whatsoever, in Luxembourg or foreign companies or entities having a purpose similar to the purpose of the Company and to acquire through participations, contributions, purchases, options or in any other way any securities, rights, interests, patents, trademarks and licenses or other property as the Company shall deem fit, and generally to hold, manage, develop, encumber, sell or dispose of the same, in whole or in part, for such consideration that is in the corporate interest of the Company.

The Company may also enter into any financial, commercial or other transactions and grant to any company or entity that forms part of the same group of companies as the Company or is affiliated in any way with the Company, including companies or entities in which the Company has a direct or indirect financial or other kind of interest, any assistance, loan, advance or grant in favor of third parties any security or guarantee to secure the obligations of the same, as well as borrow and raise money in any manner and secure by any means the repayment of any money borrowed.

Finally the Company may take any action and perform any operation which is, directly related to its purpose in order to facilitate the accomplishment of such purpose.

In accordance with the legal requirements of title II of the law 19 December 2002 as amended, these interim accounts have been drawn up on a standalone basis and subject to approval of the Company's General Meeting scheduled for 17 September 2021. In application of section XVI of the law of 10 August 1915 as amended, the Company represents the ultimate parent of a group of undertakings – also prepares consolidated financial statements which are prepared under IFRS as adopted by the EU and which are lodged with the Luxembourg trade register and are available for inspection on Company's corporate address. The consolidated financial statements of the Company are available as well on its corporate website.

Note 2 - Summary of significant accounting policies

Basis of preparation

These interim accounts have been prepared in accordance with Luxembourg legal and regulatory requirements under the historical cost convention. Figures are rounded to whole amounts. Accounting policies and valuation rules are, besides the ones laid down by the law of 19 December, 2002, determined and applied by the Board of Directors.

The preparation of interim accounts requires the use of certain critical accounting estimates. It also requires the Board of Directors to exercise its judgement in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the interim accounts in the period in which the assumptions changed. Management believes that the underlying assumptions are appropriate and that the interim accounts therefore present the financial position and results fairly.

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Going concern

These interim accounts are prepared on a going concern basis.

The Group decided, in the early stages of the COVID-19 pandemic, to limit lending activities to higher risk customers across all product segments. After having revised its loan policies and scoring algorithms in Q2 2020, to improve underwriting in times of high volatility and general uncertainty, the Group found itself in Q3 2020 in a healthy position to actively target customers that were in a stable financial situation despite the ongoing pandemic. The adjusted algorithms and scoring policies helped the Group to improve the payment behaviour during Q2 2020, and this healthy payment behaviour has been maintained during following quarters up to now, while disbursement rates have increased as demand has returned in most of the markets. The Group continues to tightly monitor its underwriting performance for any early indications of deteriorating payment behaviour and properly judge the impact of governmental measures. Due to this combination of tighter monitoring and a better understanding of the economic impacts of COVID-19-related lockdowns, The Group has maintained a healthy portfolio quality through the pandemic and has not seen any significant impact on materialised credit losses. The Group manages its risk provisioning in accordance with IFRS 9, that relies on a forward oriented methodology. Based on future macroeconomic indicators and previously recorded correlations, the reserving model is adjusted in accordance with the macroeconomic outlook.

The Group does not foresee any difficulties related with the liquidity during the second quarter of 2021 as the main liquidity sources - positive cash flow before investments into loan portfolios and funding from P2P platform Mintos - remain solid. The Group has posted its highest ever net profit for the first six month period since inception, and is currently borrowing at historically lowest overall funding rate in P2P marketplace Mintos - approximately 9.5%. Additionally the Group's Eurobond is trading above par during the Q2 of 2021 and also after the balance sheet date. All of which are indicators of the Group's ability to raising both internal and external funds on as needed basis. Moreover on 16th of August 2021 the Group's credit rating by Fitch was improved from negative to stable outlook as well as rating watch was removed, this can be considered as additional external validation of the Group's resilience through pandemic and recognition of improved financial performance.

Consequently, considering the Company's dependency from the performance of the whole group, the management is confident that the Company will also successfully continue its operations and there are no risks of going concern.

Significant accounting policies and valuation rules

The main valuation rules applied by the Company are the following:

Financial assets

Shares in affiliated undertakings and investments held as fixed assets as well as loans to affiliated undertakings and other loans are valued respectively at purchase price / nominal value (loans and claims) including the expenses incidental thereto. In the case of durable depreciation in value according to the opinion of the Board of Directors, value adjustments are made in respect of financial fixed assets, so that they are valued at the lower figure to be attributed to them at the balance sheet date. These value adjustments are not continued if the reasons for which value adjustments were made have ceased to apply.

Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which value adjustments were made have ceased to apply.

Foreign currency translation

The Company maintains its books and records in EUR.

Transactions expressed in currencies other than EUR are translated into EUR at the exchange rate effective at the time of the transaction. Formation expenses and long-term assets expressed in currencies other than EUR are translated into EUR at the exchange rate effective at the time of the transaction. At the balance sheet date, these assets remain translated at historical exchange rates. Cash at bank is translated at the exchange rate effective at the balance sheet date. Exchange losses and realized gains are recorded in the profit and loss account of the year.

Other assets and liabilities are translated separately respectively at the lower between the value converted at the historical exchange rate or the value determined on the basis of the exchange rates effective at the balance sheet date. Solely the unrealised exchange losses are recorded in the profit and loss account. The exchange gains are recorded in the profit and loss account at the moment of their realisation.

Prepayments

This asset item includes expenditures incurred during the financial year but relating to subsequent financial years.

Provisions

Provisions are intended to cover losses or debts, the nature of which is clearly defined and which, at the date of the balance sheet are either likely to be incurred or certain to be incurred but uncertain as to their amount or the date on which they will arise.

Provisions may also be created to cover charges that have originated in the financial year under review or in a previous financial year, the nature of which is clearly defined and which at the date of the balance sheet are either likely to be incurred or certain to be incurred but uncertain as to their amount or the date on which they will arise.

Provisions for pensions and similar obligations

The Company does not offer its employees a defined benefit plan and/or a defined contribution plan.

Current tax provisions

Provisions for taxation corresponding to the tax liability estimated by the Company for the financial years for which the tax return has not yet been filed are recorded under the caption "Other creditors a) Tax authorities". The advance payments are shown in the assets of the balance sheet under the caption "Other debtors", if applicable.

Creditors

Creditors are recorded at their reimbursement value. Where the amount repayable on account is greater than the amount received, the difference is shown as an asset and is written off over the period of the debt based on a linear/actuarial method.

Contingencies

Contingent liabilities are recognized in the interim accounts only if the related outflows is deemed probable. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognized in the interim accounts but is disclosed when an inflow of economic benefits is probable.

Related parties

The parties are considered related when one party has a possibility to control the other one or has significant influence over the other party in making financial and operating decisions. Related parties of the Company are shareholders who could control or who have significant influence over the Company in accepting operating business decisions, key management personnel of the Company and close family members of any above-mentioned persons, as well as entities over which those persons have a control or significant influence, including subsidiaries and associates.

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognized in employee benefits expense, together with a corresponding increase in equity (other capital reserves), over the period in which the service and, where applicable, the performance conditions are fulfilled (the vesting period). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit or loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period.

No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognized is the grant date fair value of the unmodified award, provided the original terms of the award are met. An additional expense, measured as at the date of modification, is recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

Note 3 - Significant accounting judgments, estimates and assumptions

The preparation of the interim accounts requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses, and disclosure of contingencies. The significant areas of estimation used in the preparation of the interim accounts relate to fair value of employee share options and measurement of contingent consideration. Although these estimates are based on the management's best knowledge of current events and actions, the actual results may ultimately differ from those estimates.

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the interim accounts:

Valuation of financial assets

The carrying amounts of the Company's financial assets are reviewed at each reporting date by the Company's management to determine whether there is a durable depreciation in value and value adjustments need to be made in respect of the financial assets. Company's management has assessed that the Company's assets do not have a durable depreciation in value as at 31 December 2019.

Fair value of employee share options

Employees of Company's subsidiaries have entered a share option agreements with the Company or Company's shareholders. Under the agreements respective employees obtain rights to acquire Company's or certain subsidiaries' shares under several graded vesting scenarios. The respective option would be classified as an equity-settled share-based payment transaction in Company's interim accounts.

Company's management has estimated that fair value of the options, due to the specifics of the share option agreements, would not be materially different than zero. If it were, the Company would have to record expenses related to this transaction and recognize a respective component of equity.

In estimating fair value for the share option the most appropriate valuation model would depend on the terms and conditions of the grant.

Management has considered that the particular features mentioned in the option agreements, such as buy-back options, dividend policy of the Company and related pledges posed upon the borrowings effectively indicate that the fair value of the employee options would not be materially different than zero.

Fair value measurement of contingent consideration

The Company has acquired an additional 2% interest in the shares of Mogo LLC (Georgia), increasing its ownership interest to 100%. In accordance with the share purchase agreement an additional cash payments to the previous non-controlling interest holder will be made on the basis of Mogo LLC net profit for 2019 – 2021.

The Company has determined that it has a contractual obligation to deliver cash to the sellers and therefore it has assessed it to be a financial liability. Consequently, the Company is required to remeasure that liability at fair value at each reporting date with changes in fair value recognized in profit or loss statement.

The fair value is based on management approved budgets of Mogo OU and Mogo LLC and determined using probability-weighted cash flow under DCF method, based on the expected probable outcome. The fair value of the contingent consideration determined at 30 June 2020 reflects management best estimate.

However, the calculation of the fair value among other is sensitive to the assumptions of discount rate which is estimated as 12% and the precision of budgets approved by the Company's management.

Note 4 - Shares in affiliated undertakings

a) The movements for the year are as follows:

	Shares in affiliated undertakings / Participating interests EUR	Total 2021 EUR
Gross book value - opening balance	53 595 268	53 595 268
Additions for the year*	558 988	558 988
Gross book value - closing balance	54 154 256	54 154 256
Value adjustments	-	-
Net book value - closing balance	54 154 256	54 154 256
Net book value - opening balance	53 595 268	53 595 268

* Additions for the year consisted of new investments in following subsidiaries:

Name of undertaking (legal form)	Percentage of investment in shares	2021
Mogo Balkans and Central Asia	100%	558 988
Total		558 988

b) Undertakings in which the Company holds at least 20% of the share capital or in which it is a general partner are as follows:

Name of undertaking (legal form)	Registered office	Ownership as at 30 June 2021; %	Last balance sheet date	Net equity at the balance sheet date of the company concerned EUR	Profit or loss for the last financial year EUR	Net book value 2021 (EUR)	Net book value 2020 (EUR)
Mogo Baltics and Caucasus AS	Republic of Latvia	100%	31.12.2020	16 440 208	-	229 858	16 712 860
Mogo Central Asia AS	Republic of Latvia	100%	31.12.2020	13 737 956	-	93 886	13 638 501
Mogo Balkans and Central Asia AS	Republic of Latvia	100%	31.12.2020	7 325 698	-	665 150	7 804 480
Eleving Vehicle Finance AS	Republic of Latvia	100%	31.12.2020	8 072 693	-	28 777	8 131 576
Mogo Albania SHA	Republic of Albania	100%	31.12.2020	1 653 973	-	376 093	4 030 153
Mogo LT UAB	Republic of Lithuania	100%	31.12.2020	7 547 536	-	4 946 277	2 499 827
Mogo Bulgaria EOOD	Republic of Bulgaria	25.1%	31.12.2020	1 083 932	-	110 643	774 844
Mogo Finance S.L.	Kingdom of Spain	100%	31.12.2020	3 000	-	3 000	3 000
OCN SE Finance S.R.L.	Republic of Ukraine	0.0333%	31.12.2020	-	-	22	22
OCN SEBO CREDIT SRL	Republic of Moldova	0.0002%	31.12.2020	-	-	5	5
Total						54 154 256	53 595 268

The figures of net equity at the balance sheet date and profit or loss for the last financial year are based on the preliminary financial information extracted from the consolidation table that the Company has used to prepare its consolidated financial statements for the year ended 31 December 2020.

In the opinion of the Board of Directors there is no impairment effect for shares in affiliated undertakings.

Note 5 - Loans to affiliated undertakings

Amounts owed by affiliated undertakings are detailed as follows:

Name	Interest rate	Maturity	Net book value	Net book value
			2021 EUR	2020 EUR
Mogo Auto Limited (previously Longo cars Limited) - loan	13.0%	15.02.2024	19 745 500	10 588 500
Mogo LT UAB - loan	13.00%	27.04.2023	11 008 143	8 488 143
Mogo Africa UAB (previously HUB 5 LT UAB) - loan	13.0%	15.02.2024	1 882 500	1 311 500
Mogo Africa UAB (previously HUB 5 LT UAB) - loan	13.0%	01.07.2028	7 883 500	6 489 500
Mogo Eastern Europe AS (previously HUB 3 AS) - loan	12.0%	27.04.2023	-	7 418 118
Mogo Poland Sp. z o.o. - loan	8.5%	27.04.2023	7 110 508	7 110 508
Mogo Poland Sp. z o.o. - impairment allowance			-	7 110 508
Mogo Kredit OOO - loan	14.5%	19.03.2023	7 919 000	7 069 000
Mogo Africa AS (previously HUB 5 AS) - loan	13.0%	29.01.2024	2 634 331	1 247 831
Mogo Africa AS (previously HUB 5 AS) - loan	13.0%	05.09.2023	2 150 000	2 150 000
Mogo Africa AS (previously HUB 5 AS) - loan	13.0%	15.02.2024	1 300 000	1 300 000
Mogo Africa AS (previously HUB 5 AS) - loan	13.0%	29.03.2024	600 000	600 000
Instafinance LLC - loan	11.0%	29.07.2025	3 629 607	4 054 607
Mogo Lend OOO - loan	13.0%	05.09.2023	3 635 000	3 785 000
Mogo loans SRL - loan	11.0%	27.04.2025	5 229 000	3 319 000
Mogo Balkans and Central Asia AS (previously HUB 2 AS) - loan	12.0%	01.04.2025	2 466 700	3 181 700
Mogo Bulgaria EOOD - loan	12.0%	27.04.2023	2 416 486	2 946 486
Mogo Kenya Limited - loan	13.0%	29.03.2024	1 980 407	2 582 000
Mogo Kazakhstan - loan	12.0%	21.09.2023	-	2 378 209
Mogo Baltics and Caucasus AS (previously HUB 1 AS) - loan	12.0%	31.07.2023	-	1 947 759
Mogo DOOEL Skopje - loan - payable after more than one year	0.0%	30.06.2022	-	201 773
Mogo DOOEL Skopje - impairment allowance			-	162 568
Mogo Loans DOOEL Skopje - loan - payable after more than one year	0.0%	30.06.2022	-	154 937
Mogo Loans DOOEL Skopje - impairment allowance			-	13 903
Mogo D.o.o. Sarajevo - loan	12.0%	03.09.2023	-	689 000
Mogo Baltics and Caucasus AS (previously HUB 1 AS) - loan	12.0%	31.07.2023	2 215 759	260 000
Mogo Albania - loan	0.0%	15.03.2023	827 646	-
Funderly Group AS	12.0%	08.06.2025	1 020 000	-
Mogo UCO - loan	12.0%	22.11.2023	3 133 035	472 035
Longo LLC - loan	12.0%	27.11.2023	95 000	95 000
Mogo Lend OOO - accrued interest			1 208 438	959 404
Mogo Africa UAB (previously HUB 5 LT UAB) - accrued interest			679 567	384 279
Mogo Auto Limited (previously Longo cars Limited) - accrued interest			578 492	338 348
Mogo Africa AS (previously HUB 5 AS) - accrued interest			564 631	147 489
Mogo Kenya Limited - accrued interest			543 489	417 202
Mogo Balkans and Central Asia AS (previously HUB 2 AS) - accrued interest			516 768	348 209
Mogo Poland Sp. z o.o. - accrued interest			152 777	52 045
Mogo Poland Sp. z o.o. - impairment allowance			-	52 045
Accrued interest from other parties			691 190	1 075 573
Mogo Kazakhstan - accrued interest			-	1 096 809
Mogo DOOEL Skopje - loan - payable within one year			-	1 095 349
Mogo DOOEL Skopje - impairment allowance			-	882 519
Mogo Loans DOOEL Skopje - loan - payable within one year			-	841 093
Mogo Loans DOOEL Skopje - impairment allowance			-	75 472
Mogo Balkans and Central Asia AS (previously HUB 2 AS) - receivables			-	217 781
Becoming due and payable after more than one year			81 771 614	72 553 627
Becoming due and payable within one year			4 883 307	5 963 545
Total			86 654 921	78 517 172

Note 6 - Other loans

Name	Type	Interest rate	Maturity	Net book value	Net book value
				2021 (EUR)	2020 (EUR)
Mogo Kazakhstan - loan	Loan	12.0%	21.09.2023	3 310 234	-
AK Family Treasury SIA	Loan	10.5%	27.04.2023	3 249 127	3 084 162
AK Family Treasury SIA	Loan	12.5%	27.04.2023	2 045 822	1 923 063
AK Family Treasury SIA	Loan	3.0%	31.03.2022	1 399 048	1 132 331
KM Invest AS	Loan	3.0%	31.03.2022	486 259	367 390
Novo Holding AS	Loan	3.0%	31.03.2022	488 563	313 375
Avole Holdings AS	Loan	3.0%	31.03.2022	488 833	313 375
Mogo SH.P.K - loan	Loan	0.0%	30.09.2023	1 378 461	1 053 787
Mogo SH.P.K - impairment allowance	Loan			-	43 619
Mogo DOOEL Skopje - loan	Loan	0.0%	30.06.2022	1 153 571	-
Mogo DOOEL Skopje - impairment allowance				-	1 045 087
Mogo Loans DOOEL Skopje - loan	Loan	0.0%	30.06.2022	759 582	-
Mogo Loans DOOEL Skopje - impairment allowance				-	89 375
Other loans	Loan	3.0%	31.03.2022	-	155 569
Impairment allowance for loan receivable	Loan			-	1 154
Total				13 580 266	8 298 279

Note 7 - Other debtors

Name	Type	Interest rate	Maturity	Net book value 2021 (EUR)	Net book value 2020 (EUR)
AK Family Treasury SIA	Short-term balance of loan	3.0%	15.01.2021	-	3 522 966
KM Invest AS	Short-term balance of loan	3.0%	15.01.2021	-	1 143 041
Avole Holdings AS	Short-term balance of loan	3.0%	15.01.2021	-	974 989
Novo Holding AS	Short-term balance of loan	3.0%	15.01.2021	-	974 989
Other debtors	Short-term balance of loan	0.0%	30.09.2023	-	866 428
Other debtors	Accrued interest on other loans			671 752	220 468
Other debtors	VAT overpayment			46 981	46 981
Other debtors	Investment in Mintos platform			-	119 586
Other debtors	Investment in FX platform*			-	787 521
Other debtors	Other debtors			23 341	54 022
Total				742 074	8 710 991

Note 8 - Prepayments

Name	Type	Net book value 2021 (EUR)	Net book value 2020 (EUR)
Prepaid expenses	Deferred bonds acquisition costs	2 827 434	3 113 336
Prepaid expenses	Prepaid expenses other	53 384	7 106
Total		2 880 818	3 120 442

Note 9 - Capital and reserves

Subscribed capital and share premium account

The subscribed capital of the Company amounts to EUR 1 000 000 and is divided into 100 000 000 shares fully paid.

The movements on the "Subscribed capital " caption during the year 2021 are as follows:

	Share capital EUR	Number of class A Shares	Number of class B Shares	Total number of Shares
Opening balance	1 000 000	100 000 000	-	100 000 000
Subscriptions for the year/period	-	-	-	-
Redemptions for the year/period	-	-	-	-
Closing balance	1 000 000	100 000 000	-	100 000 000

As of and for the period ended 30 June 2020, the Company does not hold any of its own shares.

The movements on the "Subscribed capital " caption during the year 2020 are as follows:

	Share capital EUR	Number of class A Shares	Number of class B Shares	Total number of Shares
Opening balance	1 000 000	100 000 000	-	100 000 000
Subscriptions for the year/period	-	-	-	-
Redemptions for the year/period	-	-	-	-
Closing balance	1 000 000	100 000 000	-	100 000 000

Legal reserve

Luxembourg companies are required to allocate to a legal reserve a minimum of 5% of its annual net profit until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

The movements on the "Legal reserve" caption during the year 2021 are as follows:

	EUR
Opening balance	3 104
Additional reserve recognised	-
Closing balance	3 104

Note 10 - Other provisions

Name	Type	Nominal value as at 30.06.2021 EUR	Nominal value as at 31.12.2020 EUR
Private individual	Current contingent consideration liability	131 498	179 766
Total		131 498	179 766

On 16 January 2020, the Group acquired an additional 2% interest in the shares of Mogo LLC (Georgia), increasing its ownership interest to 100%. As part of the purchase agreement with the previous non-controlling interest holder of Mogo LLC (Georgia), a contingent consideration has been agreed. There will be additional cash payments to the previous non-controlling interest holder of:

- 1) 2% of the net profit earned by Mogo LLC for the years 2019 through 2021;
- 2) Additional annual amounts of GEL 82 836 for the years 2019-2021.

Note 11 - Debenture loans

Name	Maturity date	Interest rate	Borrowing/ (reimbursement)	Nominal value as at 30.06.2021 EUR	Nominal value as at 31.12.2020 EUR
<i>Non-current</i>					
Bond holders	10.07.2022	9.5%	65 000	99 028 049	98 963 049
<i>Current</i>					
Accrued interest			(4 719 255)	278 392	4 440 863

On 13 November 2019, Eleving Group S.A. successfully placed a EUR 25 million tap issue of its 9.50% corporate bond 2018/2022 (XS1831877755) at 95% plus accrued interest. Listing of the bonds on the Frankfurt Stock Exchange's regulated market (General Standard) is based on the securities prospectus approved by the CSSF (Luxembourg supervisory authority). The total amount outstanding of Eleving Group's 9.50% corporate bonds 2018/2022 (XS1831877755) amounts to EUR 100 million. The bond will mature in July 2022. Starting from 9 July 2018 Eleving Group S.A. and its subsidiaries entered into several pledge agreements with Greenmarck Restructuring Solutions GmbH, establishing pledge over shares of the subsidiaries, pledge over present and future loan receivables of the subsidiaries, pledge over trademarks of the subsidiaries, general business pledge over the subsidiaries, pledge over primary bank accounts if feasible, in order to secure Eleving Group S.A. obligations towards bondholders deriving from Eleving Group S.A. bonds. Subsequently additional pledgors were added who became material (subsidiaries with net portfolio of more than EUR 7 500 000) according to terms and conditions of the bonds. As at 31 December 2019 Company has pledged its shares in subsidiaries, all intercompany receivables as well as receivables from 100x Treasury SIA and Novo Holding AS in favor of the bond liabilities.

On 9 July 2018 the Group as Issuer and its subsidiaries as Guarantors signed a guarantee agreement, as amended and restated on 13 November 2018, 31 January 2019, 31 May 2019, 11 November 2019, 15 November 2019, 31 January 2020, 23 June 2020, 29 September 2020 and 30 November 2020 according to which the guarantors unconditionally and irrevocably guaranteed by way of an independent payment obligation to each holder of the Eleving Group S.A. bonds the due and punctual payment of principal of, and interest on, and any other amounts payable under the Eleving Group S.A. bonds prospectus.

Note 12 - Amounts owed to affiliated undertakings

Name	Maturity date	Interest rate	Borrowing/ (reimbursement)	Nominal value as at 30.06.2021 EUR	Nominal value as at 31.12.2020 EUR
<i>Non-current</i>					
Mogo AS	27.04.2023	12.50%	(3 256 632)	19 916 403	23 173 035
Mogo OU	12.09.2026	12.75%	12 144 400	12 144 400	-
Mogo Central Asia AS	25.05.2022	3.00%	3 950 000	3 950 000	-
YC Group AS	09.07.2024	3.00%	1 990 000	1 990 000	-
Kredo Finance Shpk	06.10.2025	12.63%	(170 000)	150 000	320 000
Tigo Finance Dooel Skopje	06.10.2025	12.00%	(150 000)	50 000	200 000
Funderly Group AS	24.11.2025	12.00%	(130 000)	-	130 000
			14 377 768	38 200 803	23 823 035
<i>Current</i>					
Mogo OU	11.09.2021	13.50%	(11 149 401)	-	11 149 401
YC Group AS	09.07.2021	3.00%	(1 950 000)	-	1 950 000
Accrued interest			376 926	376 926	-
Other payables to related parties			575 060	861 571	286 511
			(12 147 415)	1 238 497	13 385 912

During 2021 Eleving Group S.A. entered into loan agreements with its subsidiary Mogo Central Asia AS (Latvia).

Note 13 - Other creditors

Name	Maturity date	Interest rate	Borrowing/ (reimbursement)	Nominal value as at 30.06.2021 EUR	Nominal value as at 31.12.2020 EUR
<i>Non-current</i>					
<i>Subordinated loans</i>					
AK Family Treasury SIA	11.07.2022	12%	4 353 680	11 847 236	7 493 556.00
Other	11.07.2022	12%	802 676	5 435 587	4 632 911.00
			5 156 356	17 282 823	12 126 467
<i>Current</i>					
Accrued expenses from currency transactions			940 082	940 082	-
Other payables			55 177	180 532	125 355
			995 259	1 120 614	125 355

Note 14 - Other external expenses

	2021 EUR	2020 EUR
Brokerage fees	1 225 290	1 036 160
Professional services	240 911	266 655
Subsidiary acquisition expenses	-	212 988
Bank fees	19 824	28 310
Other administrative expenses	539 784	19 094
Total	2 025 809	1 563 207

Note 15 - Income from participating interests and loans forming part of the fixed assets

	2021 EUR	2020 EUR
<i>Income from participating interests</i>		
Dividends income	4 500 004	3 943 217
Total	4 500 004	3 943 217
<i>Income from other investments and loans forming part of the fixed assets derived from affiliated undertakings</i>		
Interest income on loans issued to related parties	5 283 906	4 333 792
Total	5 283 906	4 333 792

Note 16 - Other interest receivable and similar income

	2021 EUR	2020 EUR
Interest income on loans issued	527 763	676 471
Income from transactions with bonds	-	126 149
Refundable VAT from previous years	-	8 764
Total	527 763	811 384

Note 17 - Interest payable and similar expenses

	2021 EUR	2020 EUR
<i>Interest payable and similar expenses concerning affiliated undertakings</i>		
Interest expenses on loans from related parties	2 588 217	1 754 509
Total	2 588 217	1 754 509
<i>Other interest and similar expenses</i>		
Interest expenses on bonds	4 680 498	4 832 732
Interest expenses on loans from non related parties	679 221	181 137
Total	5 359 719	5 013 869

Note 18 - Related party disclosures

Related parties are all shareholders of the Group. All shareholders have equal rights in making decisions proportional to their share value. Receivables and payables incurred are not secured with any kind of pledge. The management of the Company considers all transactions with related parties to be according to arm's length principal. Please refer to notes 4, 5, 6, 7, 11, 14 and 15 for more details on transactions with related parties.

Note 19 - Staff costs and number of employees

Personnel compensation

	2021 EUR	2020 EUR
Members of the Management		
Remuneration	3 000	2 500

Note 20 - Share-based payments

The fair value of share options granted is estimated at the date of the grant. Company's management has assessed that the fair value of the respective share options, due to reasons described in Note 3 is not material. Accordingly, no expense and liability arising from these equity-settled share-based payment transactions is recognized. The exercise price of the share options under typical circumstances is equal to the nominal price of the underlying shares. The contractual maximum term of the share options till 2023 for General Employee Share Option Plan and there are cash settlement alternatives. Given absence of an ongoing sale of subsidiaries or Eleaving Group S.A. or any listing process initiated, then cash settlement is considered not to be probable. The Company does not have a past practice of cash settlement for these awards and does not have a present obligation to settle in cash.

The following table illustrates the number and weighted average exercise prices of General Employee share option plan:

	Number	2021 Weighted average exercise price, EUR	Number	2020 Weighted average exercise price, EUR
Outstanding at 1 January	79	0.1	63	0.1
Granted during the year	-	-	65	0.1
Terminated during the year	-	-	-49	-
Outstanding at 30 June/31 December	79	0.1	79	0.1
Exercisable at the end of the period	-	-	-	-

The Company's subsidiaries launched this share option plan in 2018 and it involves shares in certain Company's subsidiaries. The plan involves granting of option on shares in Company's subsidiaries. There have been no forfeited, exercised or expired share options during the year.

The exercise price for options outstanding at the end of the year was 0.1 EUR (2020: 0.1 EUR). The weighted average remaining contractual life for the share options outstanding as at 30 June 2021 is 1.5 years (2020: 2).

The main purpose of both share option plans is to attract and retain highly experienced employees for extensive period of time and build strong management team.

Note 21 - Guarantees

The Company has issued guarantees to peer-to-peer lending platform Mintos in respect of the credit facilities of subsidiaries of the Company. The maximum amount the Company is exposed to is 75 million EUR.

Note 22 - Subsequent events

On 13 August 2021, Fitch Ratings has affirmed Eleaving Group's Long-Term Issuer Default Rating at "B-"; Outlook Stable. The affirmation reflects Eleaving Group's lower leverage and progress in refinancing its EUR100 million bond maturing in July 2022.

As of the last day of the reporting period until the date of signing these interim accounts there have been no other events requiring adjustment of or disclosure in the interim accounts or Notes thereto.



Märis Kreics
Director type A

30.09.2020



Delphine Glessinger
Director type B

Directors' statement

The undersigned Mogo Finance, a public limited liability company (societe anonyme), governed by laws of the Grand-Duchy of Luxembourg, having its registered office at 8-10 Avenue de la Gare, L-1610, Luxembourg and registered with the Luxembourg Trade and Companies Register under the number B 174457 (the "Company"),

Hereby formally and expressly declares the following:

The standalone interim report of the Company for the period ended 30 June 2021 is, to the best of Directors' knowledge, prepared in accordance with the applicable set of accounting standards and gives a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.



Māris Kreics
Director type A

30.09.2020



Delphine Glessinger
Director type B