

Clarification Document to the SmartCap Greentech Investment Programme 2022/10

This Clarification Document is published in connection with the Investment Programme for Green Technology Companies, reference code Greentech Investment Programme 2022/10 (GTIP), dated 31 October 2022. Capitalised expressions used herein shall have the meaning attributed to them in the above-mentioned Investment Programme, unless otherwise expressly defined herein or otherwise required by the context.

According to the Programme Document, the Applicants were invited to submit requests for clarification regarding the Programme. These requests for clarification shall not receive individual replies. Instead, answers to requests that are relevant to the Programme shall be published in a clarification document on the website of SmartCap: <https://smartcap.ee/open-calls/gtip-202210/>. The clarification document will be updated with answers to new relevant clarification requests at an on-going basis at least once a month. Applicants will not be separately notified of a specific date that any such clarifications will be published.

In accordance with the above, SmartCap hereby presents the aforementioned clarification document.

The questions may or may not appear in the exact wording that they were received. The questions are not provided in the order that they were received.

No	Question	Answer
1	<p>The Applicant should be privately held company. Are companies who are listed on First North or listed with minority of their shares eligible?</p> <p>Are subsidiaries of the listed companies considered privately held?</p>	<p>Applicants whose equity instruments are listed on regulated markets (e.g., on Nasdaq Tallinn lists, including First North market) would not be considered privately held companies for the purpose of the Programme, regardless of the proportion of the listed shares.</p> <p>The public listing of a company belonging to the same consolidation group with the Applicant does not affect the determination of the privately held status of the Applicant. However, if the Applicant is a subsidiary of a publicly listed company, such Applicant might not be suitable investment for the Green Fund, if the ownership structure, economic and control terms, or other conditions are not inherent to venture capital deals or early-stage companies. Such assessment must be made on case-by-case basis.</p>
2	<p>Is there any restriction for companies whose shares are traded on alternative trading platforms (e.g., Funderbeam marketplace or on other similar platforms)?</p>	<p>Applicants listed on alternative trading platforms might be considered as being privately held companies for the purpose of the Programme depending on the structuring of the Applicant's instruments that are traded on the platform.</p>

3	<p>Can we apply for an investment from the Green Fund if there is already SmartCap indirect ownership in the company via another fund's investment?</p>	<p>There is no restriction for applying for an Investment from the Programme, even if there is a pre-existing indirect SmartCap ownership in the Applicant via other VC investment funds.</p> <p>However, the aggregate holding acquired by SmartCap in the Applicant, either directly or indirectly through other investment funds, may not exceed 49% at the moment the Investment is made.</p>
4	<p>If the Applicant has received an Investment from the Programme, can the Applicant also apply for other public financing (investments, grants, etc.)?</p>	<p>The Investment may not be used to fund the own contribution amount of the Applicant when applying for financing from certain other EU sources (e.g., grants or investments from EU structural funds). For other possible restrictions, the Applicant should check the specific terms and conditions applicable to such other source of funding.</p>
5	<p>How long does it take for SmartCap to make final investment decision since submission of application documents?</p>	<p>The exact timeframe for providing the final investment decision depends on several circumstance (including complexity of each individual case, current deal flow volume, etc.) and cannot be specified.</p> <p>However, as provided in the Programme Document, the screening of the Applicant against the Eligibility Criteria shall be carried out within 20 business days after confirmation by SmartCap that the Application is duly received.</p>
6	<p>Do all submitted documents (including all investment proposal documents) need to be signed and submitted via email?</p> <p>What is acceptable digital signing for Application documents?</p>	<p>The Applicant needs to sign at least the Investment Application (template provided in Annex 5) and the Declaration of Honour forms (template provided in Appendix 2 of Annex 5). Please also see the signing instructions provided under each of the templates. Investment proposal document(s) (compiled according to Appendix 1 of Annex 5) do not need to be signed.</p> <p>"Digitally signed", for the purpose of the Programme Document, means signed in the Qualified Electronic Signature format (e.g., the Estonian digital signature). Other electronic signature formats (e.g., using DocuSign) are not accepted.</p>

7	How to proceed if the materials are too large to be sent via email?	If the investment proposal documents are too large to be sent via email, the Applicant shall provide SmartCap, together with the Investment Application, access to the data room or other form of link where the document(s) can be viewed and downloaded from. In such case the Investment Application shall be considered as received when SmartCap has downloaded the investment proposal document(s) to its servers.
8	Does SmartCap have a requirement for minimum ownership in Applicant company?	There is no requirement for minimum ownership % in the Applicant company.
9	Where can we find more information about the appendices 1 and 2 that should be added to the Application.	<p>The mandatory Appendices that should be submitted together with the Investment Application are provided in Annex 5 of the Programme Document (“Appendix 1 – Mandatory elements of the investment proposal” and “Appendix 2 – Declaration of Honour”).</p> <p>Please note that Appendix 2 contains a template that should be filled in, signed according to the signing instructions thereto, and submitted together with the Investment Application, while Appendix 1 contains a list of mandatory elements that must be included in the investment proposal document(s). There is not mandatory form for the investment proposal document(s). The investment proposal may be submitted in any form commonly used in venture capital fundraising (executive summary, pitch deck, business plan, etc.), provided the document(s) contains the mandatory elements listed in Appendix 1 of Annex 5 of the Programme Document.</p>