

INVESTOR PRESENTATION

OCTOBER 2024

A winning combination between Iris Financial and Younited

“We are delighted to be announcing our partnership with Younited, one of Europe’s most exciting emerging consumer finance businesses. Younited has a unique, scalable, best-in-class consumer-reviewed technology platform that provides both faster consumer credit decisions whilst at the same time reducing credit risk. We believe that the combination of this FinTech consumer champion with our established network of long-term capital providers and experienced financial investment professionals will drive attractive returns for shareholders going forward.”

– Elizabeth Critchley

Chief Executive Officer of Iris Financial & Managing Partner of Ripplewood



IRIS FINANCIAL



Sponsor
Ripplewood



Date of listing
28 April 2022



Place of listing
Euronext Amsterdam



Investment
€150m to €200m ⁽¹⁾

Note: (1) The amount of new capital to be injected by Iris Financial into Younited is dependent on its available capital at closing, which in turn will depend on the amount of redemptions by the shareholders of Iris Financial, offset in part by backstop arrangements provided by the Sponsor and another investor in Iris Financial.

Transaction Highlights



**Creation of a leading
European consumer credit
business**



**€150m to €200m capital
increase ^{(1), (2)}**



**Younited to accelerate its
growth strategy**



**Positive net income by the
end of 2025**



ROE of 25%+ by 2027



**Closing expected in Q4
2024**

Note: (1) Gross of deal expenses. (2) The amount of new capital to be injected by Iris Financial into Younited is dependent on its available capital at closing, which in turn will depend on the amount of redemptions by the shareholders of Iris Financial, offset in part by backstop arrangements provided by the Sponsor and another investor in Iris Financial.

Younited is a Leading Instant Credit Provider in Europe



Over €6bn loans financed ⁽¹⁾ since 2012

With €1.3bn originations in 2023



Over 1.2m cumulated customers ⁽²⁾

as of end of Dec-23



4 countries across Europe

France, Italy, Spain and Portugal



2 acquisition channels

Direct-to-Consumer and Via Partners



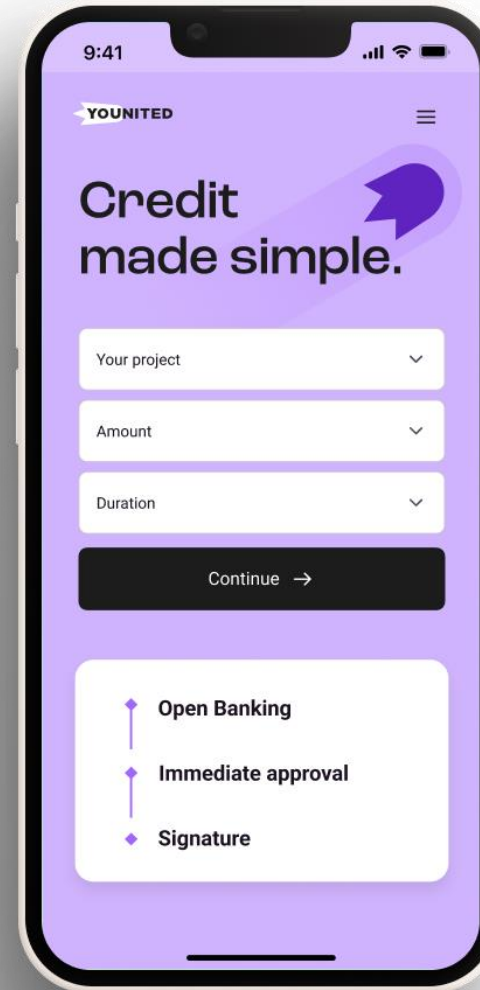
Diverse Distribution Via Partners

Merchants and Financial Institutions



c. 520 FTEs

as of end of Jun-24



Instant credit

Up to €56,000 / 84 months
Under 6-min to apply



Payments via instant credit

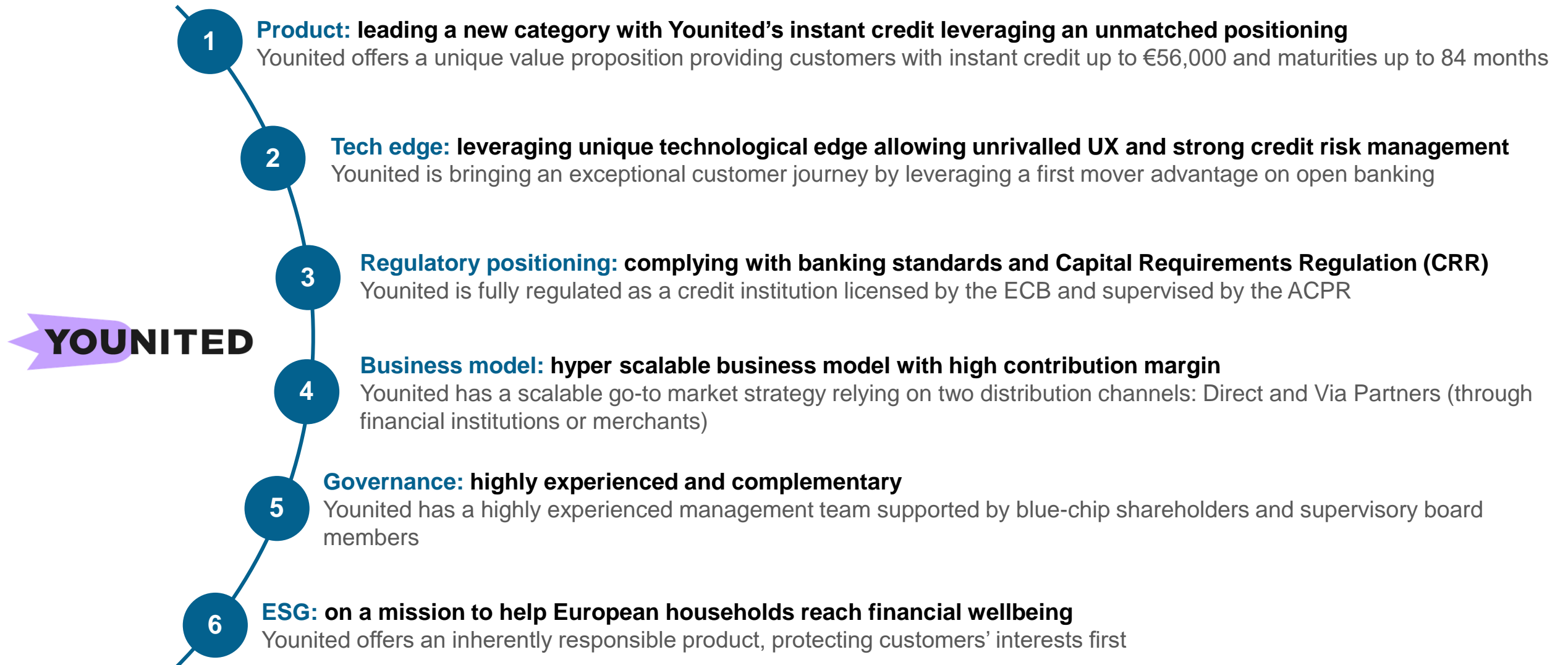
From €300 to €56,000
Online & in-store



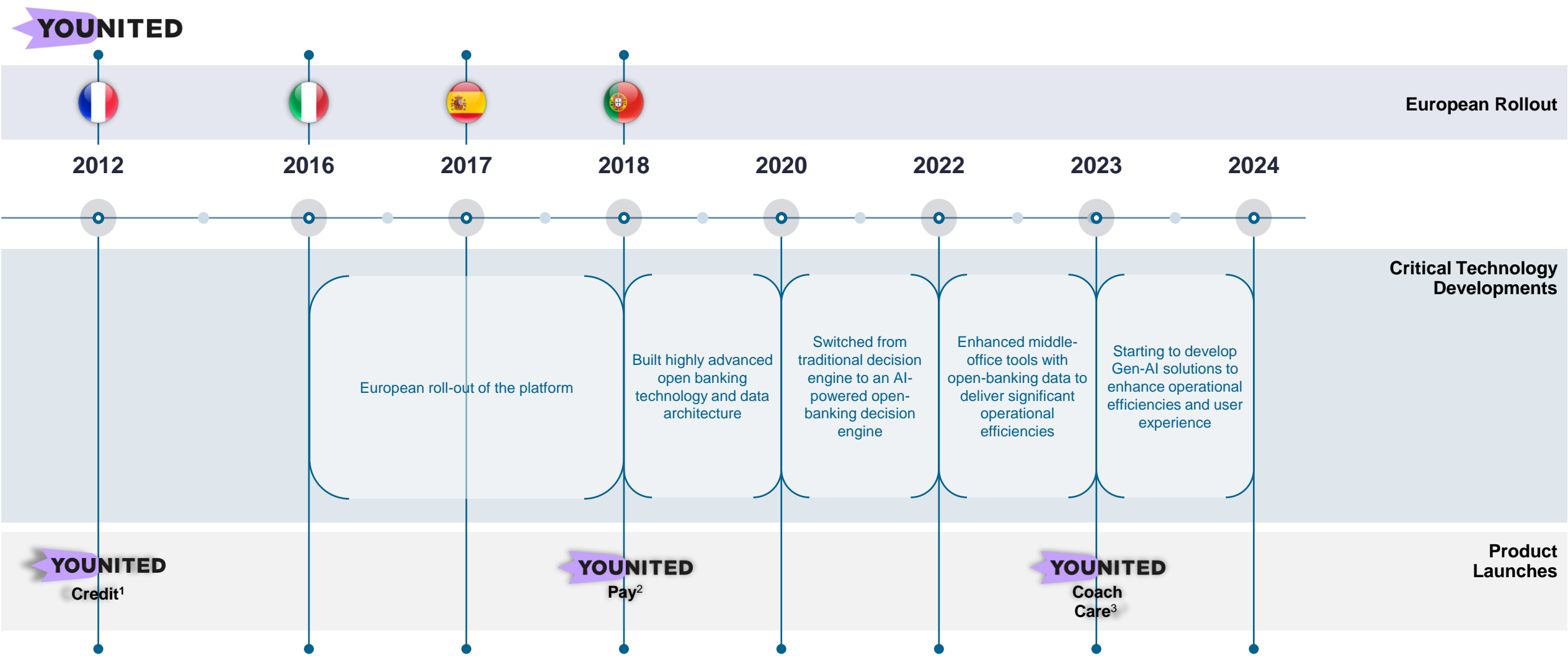
Free budget advisor

Save up to €500 per year
Personalized recommendations

Younited Key Investment Highlights



Younited's History



Note: (1) Loan insurance product launched at inception. (2) Full scale industrialised capability launched in 2021 / 2022. (3) Affinity insurance product under Younited Care name launched in 2023

Younited's Competitive Advantage Thanks to its Unique Tech Platform



SUPERIOR CREDIT UNDERWRITING

Instant and automated underwriting model incorporates 1,000+ datapoints, including open banking

- Market-leading credit scoring model (Gini coefficient)⁽¹⁾ of 50%+ for France and 60%+ for Italy
- Younited has 30% higher transformation rates post the utilisation of PSD2 data
- 40% lower operational costs from automated granting process
- Reduced fraud levels (difficult for incumbent traditional banks to achieve)
- Fully compliant with the new (2022) consumer credit directive



SMOOTH USER EXPERIENCE

Unique user experience when individuals apply on-line or in-store

- Highest scoring product among leading financial brands on Trust Pilot (score 4.8)
- An end-to-end digitally seamless process with time to approval reduced from 4 days to under 6 minutes from the start of the application to final decision
- Personalized recommendations on money management powered by data gathered via open banking




SEAMLESS API INTEGRATIONS


API technology capabilities have enabled Younited to sign up significant partnerships


- Blue-chip merchants such as Apple⁽²⁾, Bouygues Telecom, Aramisauto, Autohero and Microsoft
- Omnichannel – Digital solution & in-store (over 3,000 points of sales across France, Italy and Spain) or on web checkout pages
- Delivers fully regulated amortising loan with solvency analysis

Talented, Founder-Led Current Management Team





Charles EGLY
Chief Executive Officer
Co-founder

 BNP PARIBAS





Geoffroy GUIGOU
Chief Operating Officer
Co-founder

McKinsey & Company 





Xavier PIERART
Deputy CEO & Chief Financial Officer

J.P.Morgan 





Pierre-Marin CAMPENON
CEO Partnerships

Weil 






Romain MAZOUÉ
Chief Risk & Data Officer

 Morgan Stanley






Stéphane ALIZON
Chief Technology Officer





François de BODINAT
Chief Product Officer






Rémi PERRY
Chief Strategy Officer








Tommaso GAMALERI
Head of Europe


 





Bertrand RECORDIER
CEO France 









Stefano PISCITELLI
CEO Italy 









Xavier PALLAS
CEO Iberia 





Annie CRISCENTI
MD Portugal 






Vigdis FLATEN
Chief People Officer







Joachim EDERY
Head of CPM & Data analytics






Bilal TALEB
Head of Credit Risk






Sylvain LACAZE
COO Finance & Head of Debt Capital Markets




Frédéric CHAIGNON
Operational Performance

J.P.Morgan



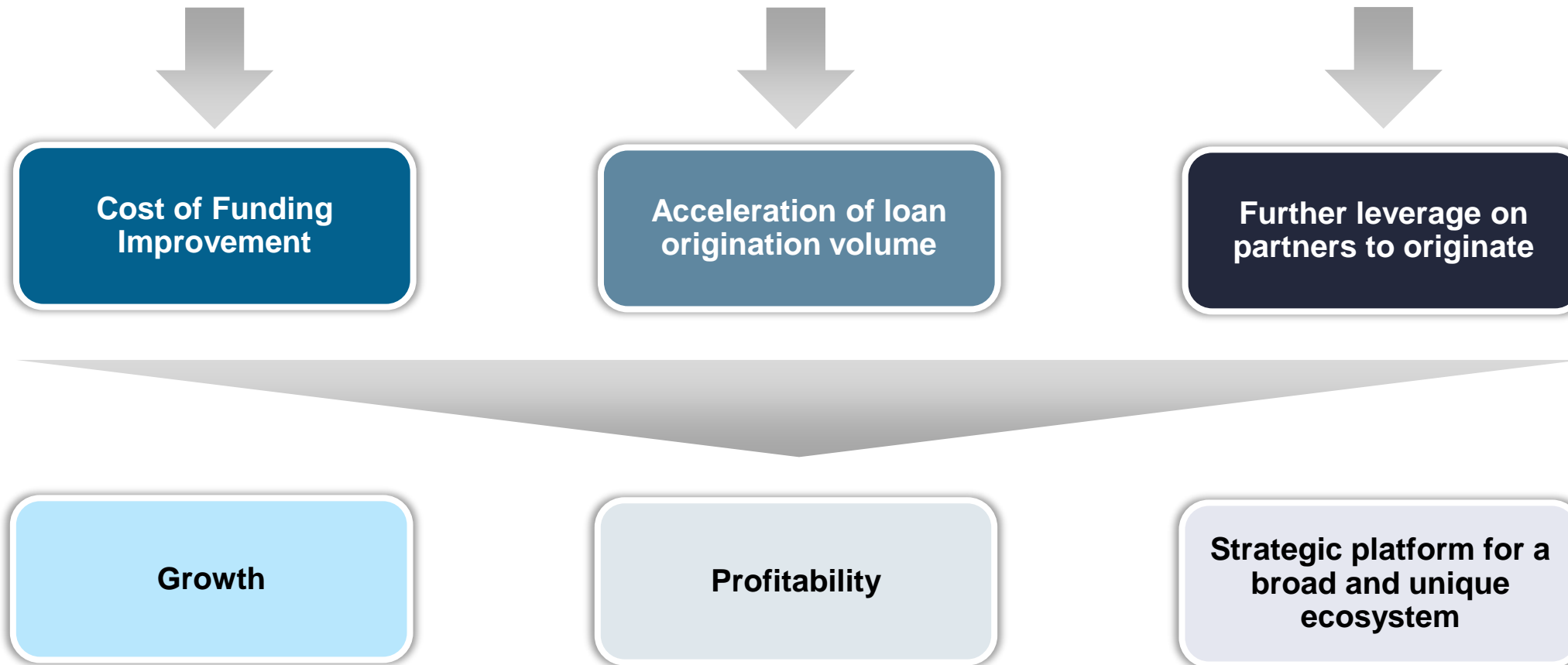
Véronique MOUSSU
Head of Compliance & Internal Control



Note: Logos indicate previous professional experience

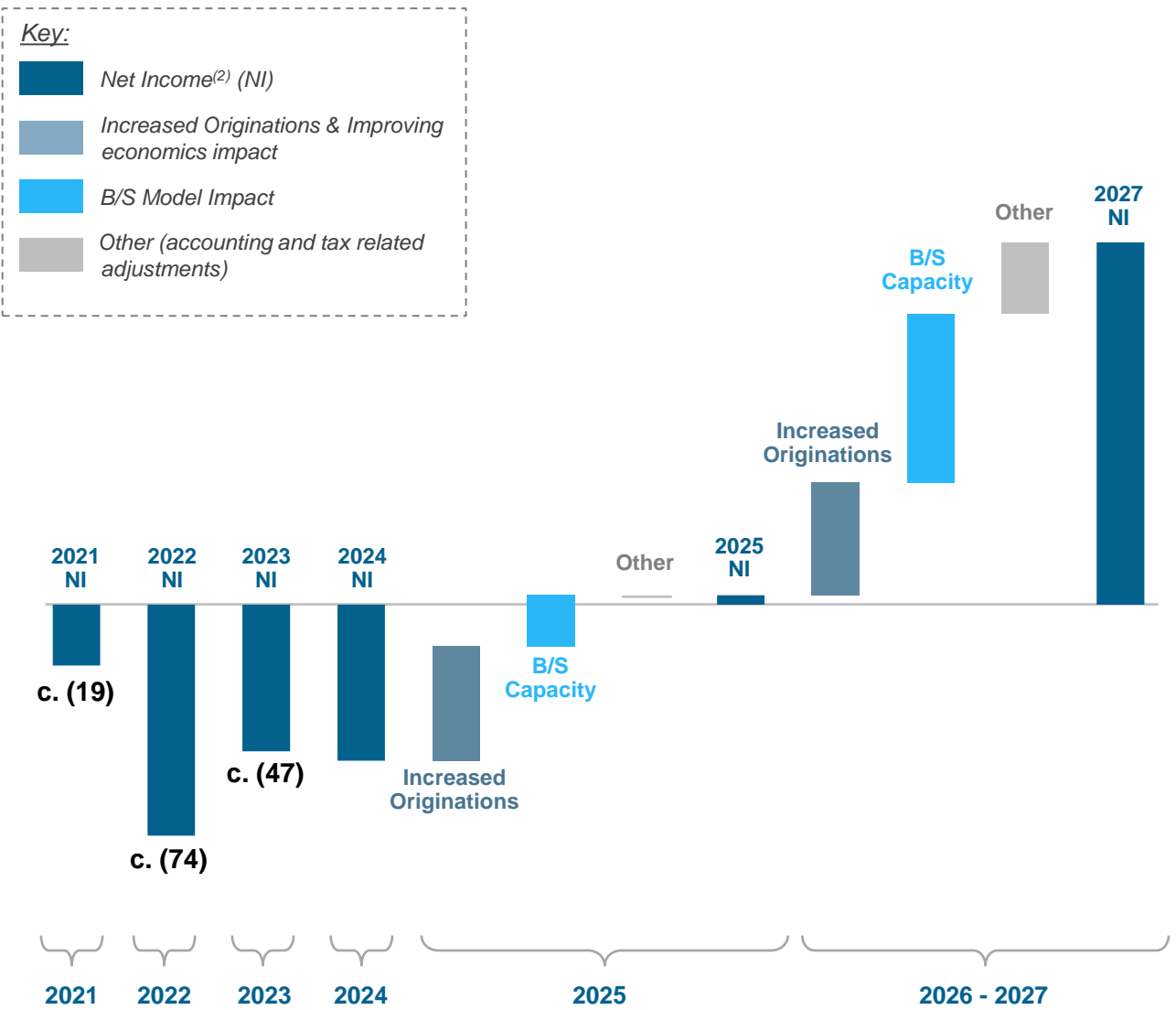
Younited's Strategy Skewed Toward Growth and Profitability

Supported by a significant addition of balance sheet capacity from Iris Financial



Adding Balance Sheet Capacity to Achieve Sustained Profitability

Steps to Profitability in 2027 (€m)^{(1), (2), (3)}

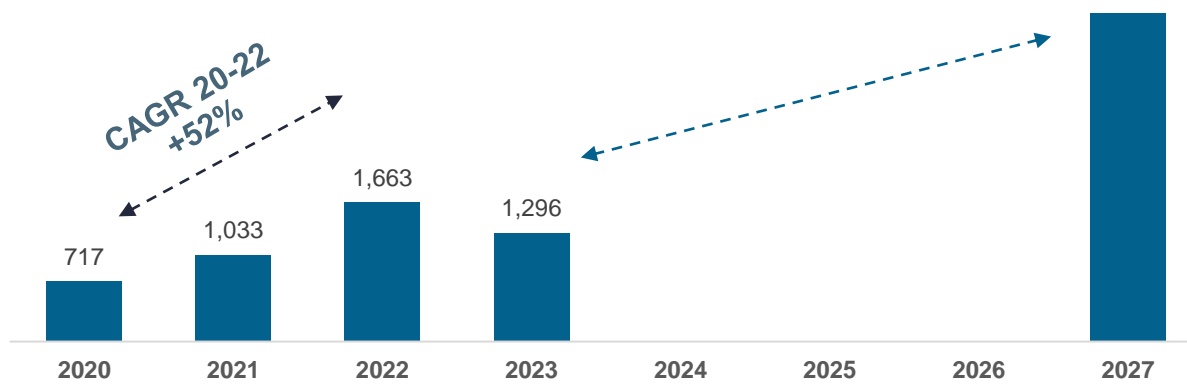


Investing €150m to €200m⁽⁴⁾ to add balance sheet capacity

Delivering the core plan gives Younited:

- A clear path to profitability in 2025 by:
 - Moving newly originated loans onto the balance sheet
 - Originating loans to achieve similar levels to those achieved in 2022
- An ROE of 25%+ in 2027 by:
 - Operating a predominantly balance-sheet led model
 - Delivering high yet cautious loan origination growth, below the rates achieved 2020 to 2022

Increase in Loan Originations (€m)



Source: Management accounts and business plan - unaudited IFRS. The company is in process of implementing IFRS accounting. 2021-2023 are based on unaudited numbers. Please refer to prospectus for fully audited numbers.

Note: (1) Chart is not to scale. (2) Net income excluding impact of IFRS 2 share-based payments. Figures from 2021 to 2024 as per Younited unaudited standalone under IFRS, figures from 2025 to 2027 are after the Business Combination, and compiled as a guide and not drawn to scale (3) These figures assume a 100% ownership of Younited by Iris. At completion of the Combination (prior to the share capital increase), Iris will own at least 95% of Younited, with any remaining Younited shares to be acquired by Iris after completion pursuant to drag-along provisions contained in Younited's existing shareholder agreement and upon the exercise of put-call rights by Iris or certain historical Younited shareholders. (4) The amount of new capital to be injected by Iris Financial into Younited is dependent on its available capital at closing, which in turn depends on the amount of redemptions by the shareholders of Iris Financial, offset in part by backstop arrangements provided by the Sponsor and another investor in Iris Financial.

Deal Structure and Proforma Shareholding

Proforma shares outstanding^{(1), (2), (3)}

	(millions)	(%)
Iris Investors with Backstop	15.8	30.6%
Founder (Sponsor) Shares	4.8	9.4%
Younited Current Shareholders ⁽⁴⁾	30.1	58.1%
Management & Employees	1.0	2.0%
Total (at closing)	51.8	100.0%
Sponsor shares held in escrow	0.7	
Younited shares held in escrow	3.9	

Proforma warrants outstanding

	(millions)	Strike Price
Iris Investor Warrants	7.7	\$11.5
Iris Sponsor Warrants	9.0	\$12.0
Total	16.7	

Deal structure

- The contemplated transaction consists of the business combination of Younited and Iris Financial resulting in Younited being owned by Iris Financial, which will remain listed on Euronext Amsterdam while applying for an additional listing on Euronext Paris.
- The business combination will be implemented by way of a contribution by the shareholders of Younited of their Younited shares to Iris Financial in consideration for newly-issued shares of Iris Financial admitted to trading on Euronext Amsterdam and Euronext Paris. Iris Financial will migrate from the Cayman Islands to the Grand Duchy of Luxembourg prior to the completion of the business combination.
- The ordinary shares to be issued by Iris Financial as consideration for the contribution by Younited's shareholders of their Younited shares will be admitted to trading on the regulated market of Euronext Amsterdam and Euronext Paris following completion of the business combination.
- At completion of the business combination, Iris Financial will inject between €150 and €200 million of capital into Younited⁽⁵⁾, in consideration for newly-issued shares of Younited in order to substantially increase Younited's Common Equity Tier 1 capital.
- Current Younited shareholders and management are expected to own 60% of the combined entity and Iris Financial shareholders (including Ripplewood) are expected to own 40% of the post-transaction pro-forma equity, assuming Iris Financial injects €150 million of new capital. Iris Financial shareholders including the Sponsor will also hold a certain number of equity warrants which are exercisable against additional shares of the combined entity in the future. None of the current shareholders of Younited will sell stock as part of the transaction.
- These ownership percentages are subject to changes based on (i) the company's regulatory capital at closing with a price adjustment mechanism in place if the regulatory capital at closing is lower than the Target Closing Regulatory Capital of €142 million, (ii) the satisfaction of certain share price performance conditions in the 36 months following the closing⁽⁶⁾ and (iii) Iris Financial having up to an additional €50 million of capital at closing available to subscribe for additional share capital of Younited.
- Furthermore, Ripplewood has agreed to cancel a portion of its shares in Iris Financial, place approximately 0.7 million shares into escrow and increase the sponsor warrants' strike price from \$11.50 to \$12.00 (approximately €10.36 to €10.81⁽⁷⁾).
- The business combination, which has been unanimously approved by the Younited supervisory board and the board of directors of Iris Financial, is expected to close towards the end of Q4 2024, subject to approval by Iris Financial shareholders and satisfaction of other regulatory and customary closing conditions.
- Extraordinary General Meetings (the "EGMs") of Iris Financial shareholders will be held pursuant to Cayman Islands law, in the first instance, to vote, amongst other matters, on the approval of the extension of the business combination deadline to December 31, 2024. Iris Financial will request this extension in order to receive all corporate and regulatory approvals necessary to close the Combination. A second EGM pursuant to Cayman Islands law will be held, to vote, amongst other matters, on the approval of the Combination and a third EGM will be held pursuant to Luxembourg law, to vote on, amongst other matters, the migration of the company to Luxembourg. The dates of the EGMs will be confirmed in due course. Holders of ordinary shares of Iris Financial will have redemption rights in connection with both the first and second EGM. Iris Financial will issue a shareholder circular prior to the shareholder vote on the Combination in the second EGM, which will include key information regarding the Combination, and precise timings.
- In connection with the business combination and the listing of securities on Euronext Amsterdam and Euronext Paris, a prospectus will be prepared by Iris Financial and submitted to the *Commission de Surveillance du Secteur Financier* in Luxembourg for approval.
- Iris Financial has also secured more than the required majority of votes to approve the transaction.
- In connection with the business combination, Iris Financial, the Sponsor and one Iris Financial investor entered into a backstop arrangement pursuant to which the Sponsor and such Iris Financial investor has committed severally (and not jointly) up to €82m in total to subscribe for shares of Iris Financial, to the extent necessary to compensate for any redemptions by existing Iris Financial shareholders in order to reach at least €150 million in available cash at closing. The Sponsor and the Iris Financial Investor will purchase such shares at a per share price equal to the equivalent in euros of \$10.00 exchanged at the then-applicable exchange rate

Note: (1) proforma shares analysis based on the injection of €150m of capital and €144.9 million of regulatory capital
(2) Assumes neither of the following is met: a) Younited current shareholders sell more than 30% of their shareholding in the first 36 months or b) the share price is over €16.00 for 90 days in the first 36 months. If either condition is met, the entire Sponsor shares in escrow would be returned to the Sponsor & the entire Younited shareholders' shares in escrow would be cancelled. (3) Additional shares (4%) to be issued to management based on vesting and performance conditions over the next 36 months.
(4) Excluding Founders, management and employee shareholders (except a portion of the shares held by the CEO). (5) Gross of transaction expenses; The amount of new capital to be injected by Iris Financial into Younited is dependent on its available capital at closing, which in turn will depend on the amount of redemptions by the shareholders of Iris Financial, offset in part by backstop arrangements provided by the Sponsor and another investor in Iris Financial (6) Shares indicated in escrow in the table across. (7) based on a €/ \$ FX rate of 1.11

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