

KEY INVESTMENT INFORMATION SHEET

This crowdfunding offer has been neither verified nor approved by [competent authorities – insert full denomination of competent authority/ies] or the European Securities and Markets Authority (ESMA). The appropriateness of your experience and knowledge have not necessarily been assessed before you were granted access to this investment. By making this investment, you assume full risk of taking this investment, including the risk of partial or entire loss of the money invested.

Risk warning

Investment in this crowdfunding project entails risks, including the risk of partial or entire loss of the money invested. Your investment is not covered by the deposit guarantee schemes established in accordance with Directive 2014/49/EU of the European Parliament and of the Council*. Nor is your investment covered by the investor compensation schemes established in accordance with Directive 97/9/EC of the European Parliament and of the Council**. You may not receive any return on your investment. This is not a savings product and we advise you not to invest more than 10 % of your net worth in crowdfunding projects. You may not be able to sell the investment instruments when you wish. If you are able to sell them, you may nonetheless incur losses.

* Directive 2014/49/EU of the European Parliament and of the Council of 16 April 2014 on deposit guarantee schemes, OJ L 173, 12.6.2014, p. 149.

** Directive 97/9/EC of the European Parliament and of the Council of 3 March 1997 on investor-compensation schemes, OJ L 84, 26.3.1997, p. 22.

Pre-contractual reflection period for non-sophisticated investors

Non-sophisticated investors benefit from a reflection period during which they can, at any time, revoke their offer to invest or expression of interest in the crowdfunding offer without giving a reason and without incurring a penalty. The reflection period starts at the moment the prospective non-sophisticated investor makes an offer to invest or signals its expression of interest and expires after four calendar days therefrom. The revocation right just requires the investor to notify Adventurees in his user's desktop in the platform. Investment will be immediately refunded, and all related commitments will decline.

Overview of the crowdfunding offer

Offer identifier	9598007MF0DK0DLQJ78000001582
Project owner and project name	SWER Developments Corporation, S.L. SWER Marketplace
Type of offer and instrument type	Equity
Target amount	150,000 €
Deadline	August 31, 2024

Information about the project owner and the crowdfunding project

Identity: SWER Developments Corporation, S.L., Spain, NIF: B16401572
Legal form: Limited Liability Company (“Sociedad Limitada” under Spanish Companies Act)
Contact details: <https://swer.store>, Gran Via de les Corts Catalanes, Numero 613, 08007 Barcelona, investors@swer.store +1 416-456-8069.

Ownership: Company recently incorporated, with ownership structure disclosed below (see “Distribution of capital and voting rights before and after the capital increase (...)”)

Management:

- Michael McDowell, Founder and Chief Operating Officer ([LinkedIn](#))
- Jon C. Marsella, Chief Executive Officer ([LinkedIn](#))
- Daniel Shakhmundes, Chief Technology Officer ([LinkedIn](#))

Responsibility for the information provided in this key investment information sheet:

Jon C. Marsella, Chief Executive Officer, and Michael McDowell, Founder and Chief Operating Officer of SWER, declare that, to the best of their knowledge, no information has been omitted or is materially misleading or inaccurate. The project owners are responsible for the preparation of this key investment information sheet.

Principal activities of the project owner; products or services offered by the project owner

SWER is a luxury goods eCommerce marketplace, enabling consumers to purchase luxury merchandise online through a detailed and personally curated consultative sales experience. The marketplace pairs luxury goods consumers (i.e. buyers), with luxury retailers [also referred to as boutiques] using modern technology, offered through a highly available online store that can be accessed through an internet accessible desktop computer or mobile device. More detailed description of the project is available in [SWER Marketplace - Investment opportunity \(adventurees.com\)](#) (see Pitch Deck). CNAE 4799.

Financial statements and key financial figures and ratios

Not applicable, past financials not available due to recent incorporation.

Balance Sheet

as at June 30, 2024 (\$USD)

Current

Assets	
Cash	150,372
Current Assets	150,372
Capitalized Software Development	70,419
Total Assets	220,791
Liabilities & Equity	
Current Liabilities	-
Total Liabilities	-
Retained Earnings	(116,183)
Common Stock	227,600
Preferred Stock	-
Paid-In Capital	109,374
Shareholders' Equity	220,791

Main features of the crowdfunding process and conditions for the capital raising

- a) Type of offer and instruments offered: **Equity, Class A Common Share Capital**
- b) Target capital to be raised: **150,000 €**
- c) Minimum required capital (softcap): **105,000 €**
- d) Number of previous offers for this crowdfunding project: **0**
- e) Deadline for reaching the target capital to be raised: **August 31, 2024**
- f) Consequences if the softcap is not reached: **commitments will be cancelled, and investments completed will be refunded; investors will bear no expenses.**
- g) Maximum offer amount (if different from target amount): **187,500 €**
- h) Amount of own funds committed to the crowdfunding project by the project owners/managers/directors: **0 €**
- i) Change of the composition of the project owner's capital related to the crowdfunding offer: **See distribution of shares further below.**

Main risk types

Please read carefully and in its entirety the following risk factors associated with the Offering. This information, along with the rest of the information contained in this document, is intended to help you make an informed investment decision.

The information provided to potential investors does not constitute financial or investment advice that may be offered or required by professional advisors to potential investors. Likewise, the information provided does not validate or replace the evaluation of the potential investor's individual needs, objectives, experience, knowledge, and financial circumstances to determine their suitability to participate in the Offering.

In the following sections, potential investors are presented with the risks associated with their participation in the Offering, taking into account the financial, production, and commercial aspects inherent in the business model. The Promoter's objective is to implement measures to mitigate the risks associated with the proposed business model. Notwithstanding the risk mitigation measures, it is possible that any of the risks detailed below may materialize, which could have adverse effects on potential investors' business operations and investments. Therefore, it is possible that the project owner may not be able to fully or partially comply with its forecasts under this document.

Project risk

The financial and economic forecasts contained in this document are based on information available as of the date of this document. The assumptions and economic projections made by the project owner are based on his experience and analysis and are considered reasonable by him. However, these forecasts are subject to change due to future events or new information that could result in a loss of value of the investments. Investing in early-stage companies is highly risky.

Financing risk

The success of this project depends on the ability to find the funding required for its completion. Lack of financing is a potential risk of the project.

Technological risks

Cybersecurity threats: An eCommerce business like SWER Developments Corporation S.L. can be perpetually exposed to cyber threats such as data breaches, hacking, phishing, and malware. These risks can lead to financial loss, damage to our reputation, and loss of customer trust.

Technological failures: The SWER business is heavily reliant on technology. Any failure in our IT systems, website, or digital platforms can result in significant business disruption and customer dissatisfaction.

Supply chain disruptions

The SWER business model relies on the smooth operation of our supply chain. Any disruption such as delays in delivery, quality issues, or supplier insolvency can impact the company's ability to deliver its services effectively.

Regulatory changes

As SWER operates in multiple jurisdictions (Europe, North America), changes in regulations can significantly impact operations. This can include changes in data protection laws, tax laws, or eCommerce regulations.

Sector risk

Success of this project assumes that the luxury goods industry will remain materially unimpacted by economic or socio-economic conditions. Risk may exist in the event that another pandemic or financial system collapse occurs within the duration of this project, of which if so, could impact the timing and overall monetary success of the project.

Risk of default

The risk that a project or the project owner may be subject to bankruptcy or other insolvency proceedings, and other occurrences concerning the project or the project owner which may result in the loss of the investment for the investors.

Such risks may be caused by a variety of factors, including but not limited to: (severe) change in macro-

economic circumstances, mismanagement, lack of experience, fraud, the financing not fitting the business purpose, unsuccessful product launch, lack of cash flow.

Risk of lower, delayed or no returns

The risk that the return is lower than expected, delayed or that the project defaults on capital or interest payments.

Risk of a platform failure

The risk that the crowdfunding platform is temporarily or permanently not able to provide its services. While a continuity plan is in place, the provision of the service may be affected (for example, with delays in the procurement and formalization of the campaign).

Risk of illiquidity of the investment

The investment is made through shares of a limited liability company. The liquidity of the investment is linked to the investor's ability to find a buyer for his shares and to the observance of the terms of transferability of the shares in the Articles of Association and the Shareholders' Agreement. Consequently, there is a risk that investors may not be able to sell their investment.

Information related to the offer of transferable securities and admitted instruments for crowdfunding purposes

a) Total amount and type of securities offered

The funding round will be structured through the issuance of a target number of **600,000** ordinary shares with a par value of **€0.1 and €0.24** of issue premium, that makes **€150,000** (totaling **€0.25** per share), with a minimum ticket or contribution of **4,000 shares (€1,000)**. The increase on these terms implies a pre-money valuation of **€2,815,089** and will grant investors a **5.06%** stake in the share capital if the target amount is raised.

b) Oversubscription: accepted up to **25%** of the target amount to be raised.

c) Subscription and payment terms: Adventarees will collect investors disbursements, who in turn authorize Adventarees to transfer to the project owner, in the formal capital increase process, the amount paid by each of them through the authorized payment gateway Mangopay S.A.

d) Buy back commitments: There are no commitments in place.

Investor rights

The rights, restrictions, and possibilities of investors to dispose of their shares will be governed by the Company's Articles of Association, the Shareholders' Agreement, to which investors must adhere, and the Spanish Companies Act. The Articles of Association and the Shareholders' Agreement are available to investors at the following link: [SWER Marketplace - Oportunidad de inversión \(adventurees.com\)](https://www.adventurees.com/SWER-Marketplace-Oportunidad-de-inversion)

Disclosure of main Shareholder Restrictions / Rights as Stated in the SWER Shareholders Agreement Dated (May 10, 2024)

- All shares have equal voting and economic rights
- Investors have the right of Accession (12.7 (i))
- Investors have pre-emptive rights (12.7 (ii))
- Investors have drag along rights (12.10)

Distribution of capital and voting rights before and after the capital increase resulting from the offer (100% round completion)

Investor Summary					Additional Shares Vesting			
Shareholder	Shares Previously Issued	Undiluted Ownership	Shares Issued for Adventurers	Undiluted Ownership after Adventurers	Shares To Be Issued Sep 01, 2024	Shares To Be Issued Nov 2024	Shares To Be Issued Nov, 2025	Fully Diluted Ownership (Nov 2025)
Ron McDowell	650,000	7.02%	650,000	6.59%	0	0	0	5.48%
Violeta McDowell	650,000	7.02%	650,000	6.59%	0	0	0	5.48%
Julia McDowell	650,000	7.02%	650,000	6.59%	0	0	0	5.48%
Zee McDowell	2,400,000	25.92%	2,400,000	24.34%	0	0	0	20.24%
Michael McDowell	2,400,000	25.92%	2,400,000	24.34%	0	0	0	20.24%
Daniel Shakhmundes	348,750	3.77%	348,750	3.54%	333,750	333,750	333,750	11.38%
Erik Mosney	200,000	2.16%	200,000	2.03%	0	0	100,000	2.53%
Volodya Sargysan	0	0.00%	0	0.00%	125,000	0	0	1.05%
Tran Huyen	0	0.00%	0	0.00%	50,000	25,000	25,000	0.84%
Addison Cameron Huff	100,000	1.08%	100,000	1.01%	0	0	0	0.84%
Andy Anderson	151,315	1.63%	151,315	1.53%	0	0	0	1.28%
Raymond Mosely	225,000	2.43%	225,000	2.28%	225,000	225,000	225,000	7.59%
Nav Doost	10,000	0.11%	10,000	0.10%	0	0	0	0.08%
Jim Blake	125,000	1.35%	125,000	1.27%	0	0	0	1.05%
Ivan Bos	1,101,257	11.89%	1,101,257	11.17%	0	0	0	9.29%
Jon Marsella	247,783	2.68%	247,783	2.51%	0	0	0	2.09%
Adventurers Investors	0	0.00%	600,000	6.09%	0	0	0	5.06%
Cumulative Total	9,259,105	100%	9,859,105	100.0%	10,592,855	11,176,605	11,860,355	100.0%

In accordance to Companies Act, all shares have been subscribed and are fully paid up.

Fees, information and legal redress

Investors will bear no costs related to this crowdfunding process.

Free additional information about the crowdfunding project is available in [SWER Marketplace - Investment opportunity \(adventurees.com\)](#)

Investors can address any complaint about the investment or about the conduct of the project owner or crowdfunding service provider as described in https://www.adventurees.com/es/static/complaints_policy.html.


