



**INVEST.
CONTRIBUTE.
BENEFIT.**

M-PaaS

Managed Pooling as a Service

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What is M-PaaS by Gateway Ventures?

What is Pooling?

Pooling describes the grouping of investors.

This group structure is called “pool” or syndicate.

The investor pool acts as one party towards the start-up.

What is Managed Pooling as a Service (M-PaaS)?

“Managed” means full-service e.g. Pool-Captain & Gateway platform.






These are your link between the investors & start-up.

“As a Service”, describes the convenient online use.

No Pooling



Legend

-  Start-Up
-  Investor
-  Investor group
-  Pool-Captain & Gateway platform
-  Pool (Gateway SPV)

M-PaaS



Why our M-PaaS?

The world first full-service pooling solution, we call it “managed pooling”.

Why Pooling?

1. **Enables access** for investors due to a much lower minimum investment & for start-ups to a wider range of investors.
2. **Reduces risks** like small shareholder blockage & eases diversification
3. **Improves efficiency** for both because of the centralized structure.

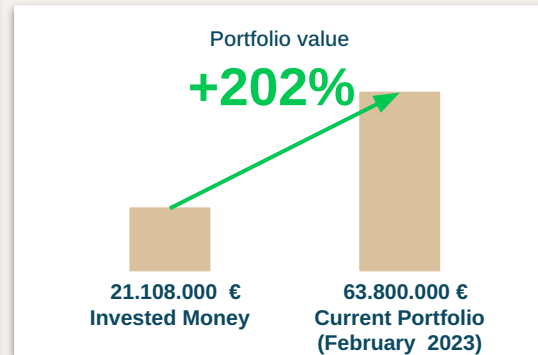
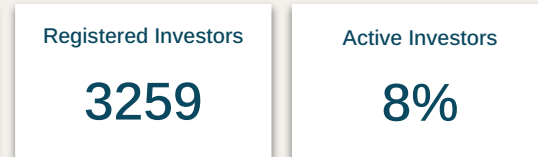
Why Managed?

1. **Liberates capacities** via our Pool-Captain & online platform. During the whole lifecycle, so you can focus on your priorities.
2. **Adds value** by increasing professionalism, experience & our EU wide network.
3. **Ensures consistency** with established structures & processes, e.g. regular reporting & transaction know-how.

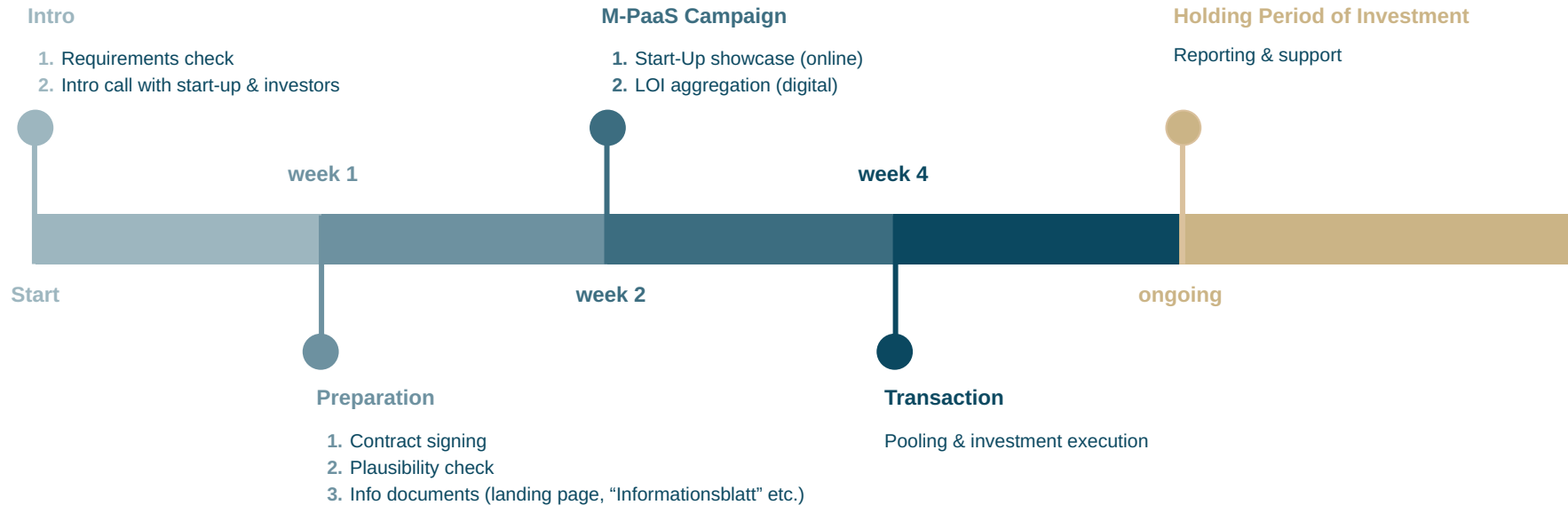
Why GATEWAY?

1. **Success** as one of the leading DACH business angel networks and -platforms with great performance KPIs.
2. **Experience** with a proven track record of over 35 campaigns and transactions.
3. **Immediate availability** enables you to start our pooling process today, without the struggle of creating an extensive setup.

Why us? Success, experience & availability!



Clear & easy process



Established setup & structure

Pooling via our Austrian trust special purpose vehicle (SPV).

1. Why Austria? Regulatory location advantage!
AltFG - Alternativfinanzierungsgesetz incl. “Informationsblatt”
2. Rights & obligations between start-up & investors remain preserved
3. Same SPV also for follow-on-investments
4. No notary necessary to sign trustee agreements
5. Online signing & KYC via Docusign



Transparent fees

For more details please see the annex.

Setup Fee

5 %

paid by investors

Maintenance Fee

1 % p.a.

paid by start-up

Carry Fee

5 %

paid by investors

Get in touch

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Invest with us



ANNEX



Value proposition

Investor (Pool)

1. Deal-Access (ticket size)
2. Less time- & workload
3. Pool-Captain & Gateway platform
 - 3.1. Pooling: process & execution
 - 3.2. Reporting: regularly reports & quarterly calls
 - 3.3. Liaison: communication & coordination
 - 3.4. Our online platform: investors cockpit
4. Follow-on-investments support
5. Established legal structure (SPV) & transaction expertise, immediately available

Start-Up

1. Improves fundraising (more capital)
 - 1.1. Wider investor spectrum
 - 1.2. Smaller tickets are easier committed
2. Clean cap-table (1 party)
3. Less time- & workload (investor relations)
 - 3.1. Pool-Captain
 - 3.1.1. Value add (Gateway's EU network)
 - 3.1.2. Communication
 - 3.1.3. Coordination
 - 3.2. Gateway platform
 - 3.2.1. Efficiency (central hub)
 - 3.2.2. Reporting
 - 3.2.3. Voting
4. Established structure & transaction expertise, immediately available
5. Follow-on-fundraising support

Co-Investor/Shareholder

1. Follow-on-fundraising support
2. Clean cap-table
3. Value add via Gateway network
4. Smooth pool investment process
5. Pool-Captain
 - 5.1. Professional
 - 5.2. Experienced
 - 5.3. Consistent

Fee details

Fee name	Setup	Maintenance	Carry
Timing	start	middle	end
Fee amount	5% of pool investment amount	1% of pool investment amount	5% of future pool profits
Paid by	investor	start-up	investor
Frequency	once	p.a.	normally once
Explanation	This is a flat fee. There are no hidden extra costs regarding our M-PaaS services.	This fee is due as long as the pool is shareholder. (Holding period, until e.g. share sale or bankruptcy)	A carry is a success fee. Meaning it only applies if there are profits in the future. (e.g. share sale or dividends)
Example calculation	Pool investment amount 300.000€ $300.000 * 0,05 = 15.000€$	Pool Investment Amount 300.000€ $300.000€ * 0,01 = 3.000€$ Each year 3.000€	Investment 300.000€ Exit Value 800.000€ Profit 500.000€ $5\% \text{ carry} = 500.000€ * 0,05 = 25.000€$



Services included (process chronological)

Intro & Preparation

1. Requirements check & intro call
2. Preparation
 - 2.1. M-PaaS contract signing (start-up)
 - 2.2. Plausibility check (feasibility not appraisal)
 - 2.2.1. Register excerpt
 - 2.2.2. Articles of association
 - 2.2.3. Shareholders' agreement
 - 2.2.4. Shares available & unencumbered
 - 2.2.5. A few more, like the URG criterias
 - 2.3. Info documents creation
 - 2.3.1. One pager (incl. terms & conditions)
 - 2.3.2. Landing page (LOI)
 - 2.3.3. Informationsblatt (AltFG)

Campaign & Transaction

1. M-PaaS Campaign
 - 1.1. Start-Up showcase (one pager & platform site)
 - 1.2. Go Live incl. invitation emails
 - 1.3. LOI aggregation (digital)
2. Pooling execution
 - 2.1. Trustee Agreements signing (investors)
 - 2.2. KYC
 - 2.3. Money transfer 1: investors to Gateway trust
3. Investment execution
 - 3.1. Equity (notary) or CLA signing
 - 3.2. Money transfer 2: Gateway trust to start-up

Holding Period

1. Pool-Captain & Gateway platform
 - 1.1. Value add (EU wide network)
 - 1.2. Reporting & investor relations
 - 1.2.1. KPIs
 - 1.2.2. Short update summaries
 - 1.2.3. Quarterly calls (incl. annual report)
 - 1.3. Vote function (shareholder votings)
2. Follow-on M-PaaS & financing support
3. Exit assistance

FAQ 1

Is there a minimum pool size?

No, but our minimum setup fee is 10.000€.

Minimum investment per investor?

Yes, 1.000€

M-PaaS vs Gateway campaign?

M-PaaS campaigns and Gateway campaigns are completely independent and different services we offer. Your participation in one, doesn't affect your access to the other. They differ e.g. in that we don't actively fundraise for new M-PaaS campaigns.

You'll find more details regarding M-PaaS fundraising support on the second FAQ slide. If you'd like to do a Gateway campaign that is presented on our platform to all investors, please reach out to us.

FAQ 2

Can you pool old Convertible Loan Agreement (CLA) investors?

Yes, but they have to agree. The details depend on your old CLA text.

Can you pool old equity investors?

Not really, the share transfer usually results in unacceptable tax consequences.

M-PaaS fundraising support?

M-PaaS fundraising support is limited to follow-on fundraising and done via selected intros to members of our substantial investor network.

Fundraising support is a discretionary decision of Gateway & can be denied. We aren't liable for failed and denied fundraising support and its consequences.

If you'd like to do a Gateway campaign that is presented on our platform to all investors, please reach out to us.

M-PaaS badge

How to use?

Our M-PaaS Badge, is great for Start-Ups to signal investors that they use our M-PaaS service. Simply choose the one you prefer.

Ideally used in your Pitch-Deck on the cover & contact page.



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Vienna, February 2023

