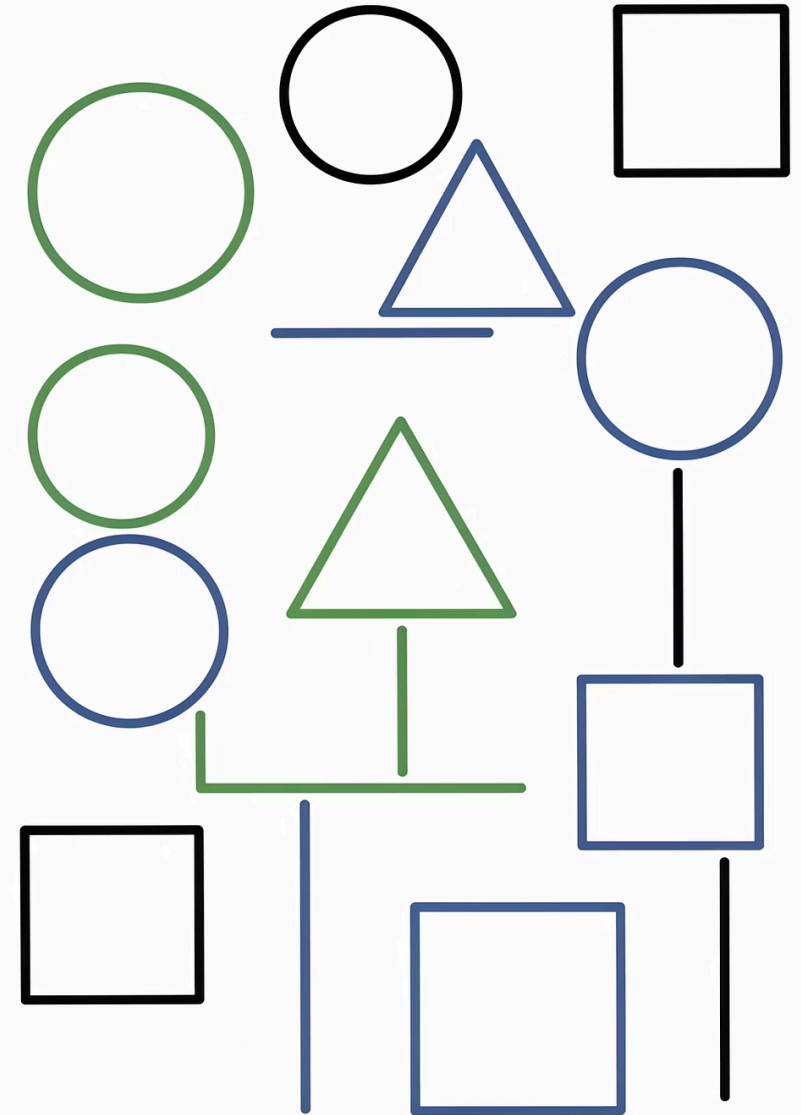


IOU Notes by Upisom

People who deserve more credit, deserve more credit.

Do Better. Make business debt liquid, transferable, and trust-rated.



Company Purpose



Our Mission

We make business debt liquid, transferable, and trust-rated—so responsible borrowers pay less and responsible lenders lose less.

We believe that **rewarding responsible behavior** brings out the best in everyone.

Our mission is to develop mechanisms that reward responsible behavior and strongly discourage irresponsible behavior—while leaving room for forgiveness.

Four Interconnected Crises

Small and medium businesses face compounding challenges that threaten their survival and growth.

Record-Keeping Crisis

- No standardized, court-admissible documentation
- Solutions are either informal or unwieldy
- Hours wasted on manual tracking

Trust Crisis

- No transparent payment history
- No socially-networked credit rating
- No built-in dispute resolution

Credit & Liquidity Crisis

- Trade credit is illiquid once extended
- \$5.7T financing gap for MSMEs
- 70% hold less than 4 months' cash

Collection Crisis

- 64% have invoices 90+ days overdue
- Average loss: \$39,406 annually
- Bad debts average 8% of B2B sales

📌 **37% of small business owners** considered shutting down due to late payments (Xero/PayPal, 2019)

Why Now: The Perfect Storm

Three powerful forces have converged to create unprecedented demand for trade credit solutions.



Credit Tightening

Bank lending standards tightened sharply in 2023-24 after a decade of easy credit. The global trade finance gap hit **\$2.5 trillion** in 2022—up 47% from 2020.



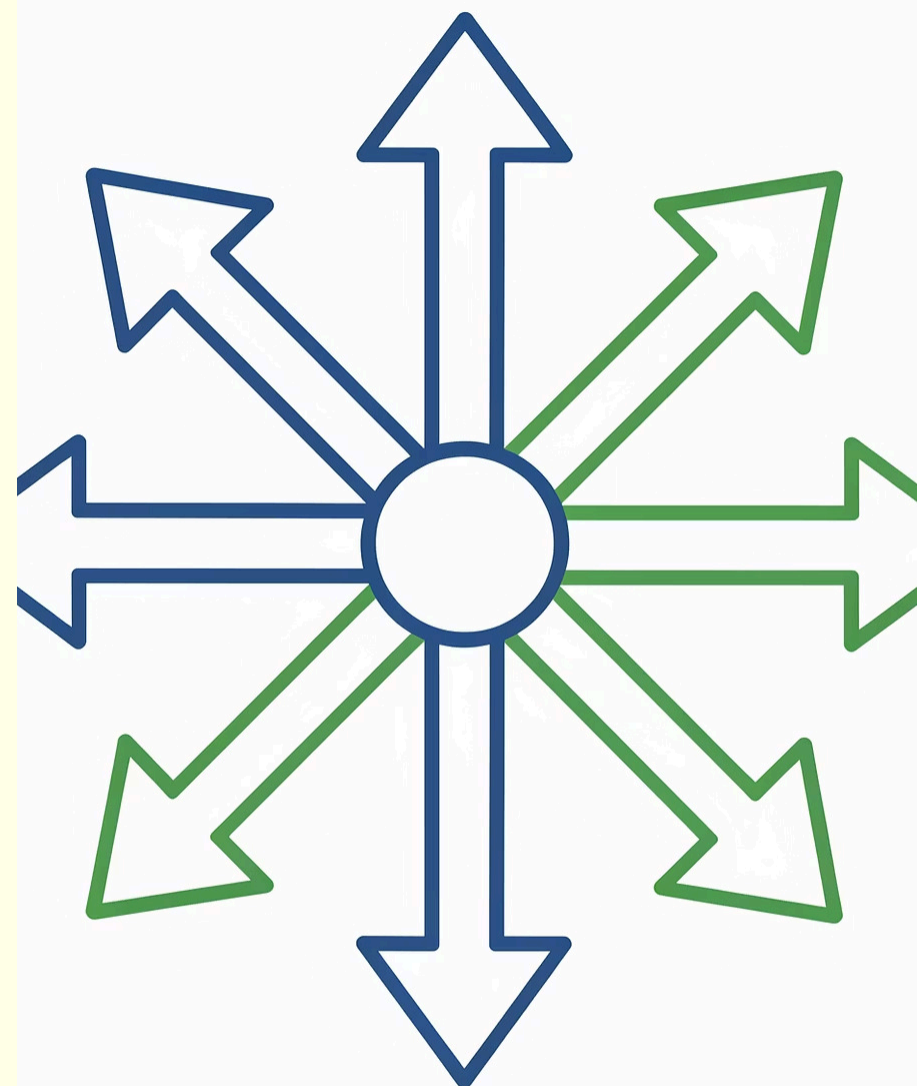
Late Payment Epidemic

47% of EU enterprises report problems from late payments—the highest in 5 years. 73% of businesses report increased overdue invoices over the past year.

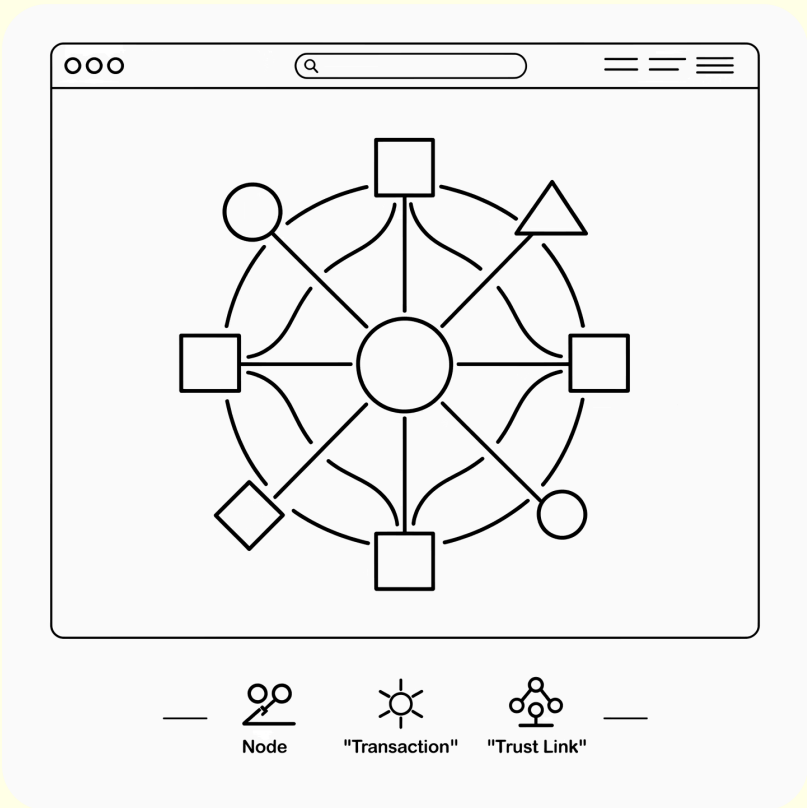


Infrastructure Maturity

Mobile-first tools, API ecosystems, and digital identity systems now make peer-to-peer debt instruments practical at scale. Fintech has normalized non-traditional credit.



Solution: IOU Notes



- A **non-custodial digital trust ledger** that makes any debt recordable, transferable, divisible, trust-rated, and dispute-ready.
- | | |
|---|--|
| 01 | 02 |
| Recordable | Transferable |
| Legally enforceable promissory notes, jurisdiction-agnostic | Creditors can sell or assign notes to other parties |
| 03 | 04 |
| Divisible | Trust-Rated |
| Split a \$500K receivable among multiple holders | Creditors rate debtors; ratings travel with the debt |
| 05 | |
| Dispute-Ready | |
| Built-in escrow and party-selected arbitration | |

The Key Mechanism

High-trust debtors can assume low-trust debt at a discount.

The original debtor is released. The new debtor profits from the spread. The creditor gets paid faster by someone they trust more.

1

Everyone Wins

Creditor gets paid immediately by trusted party

2

Original Debtor Released

Obligation transferred to higher-rated party

3

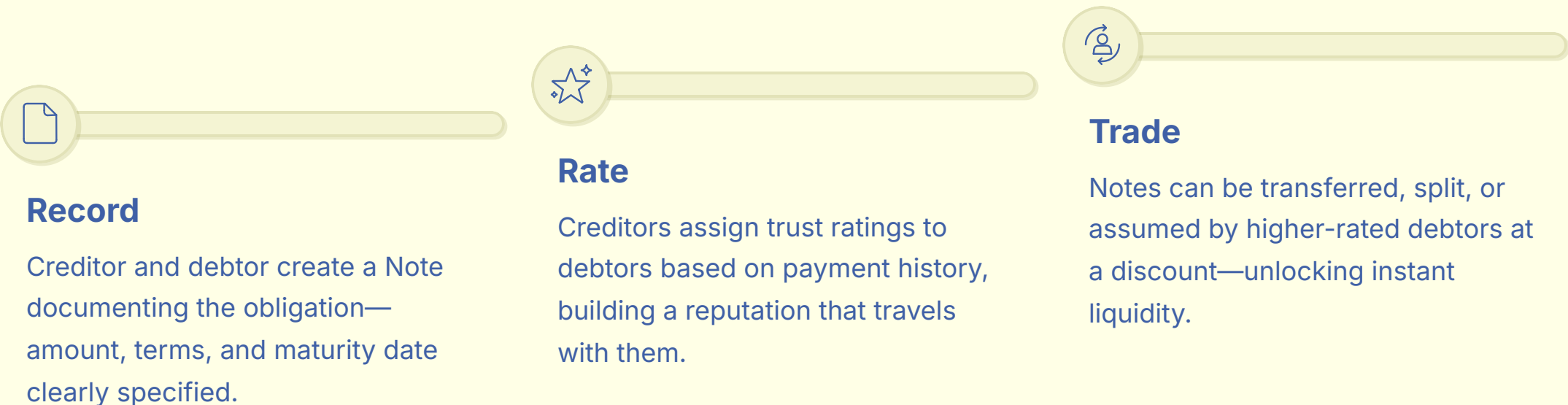
New Debtor Profits

Earns the discount spread over time

❏ **What Notes Is NOT:** No funds pass through Notes. Non-custodial. Not a lender, not an exchange, not a bank. Purely a record-keeping and trust layer.

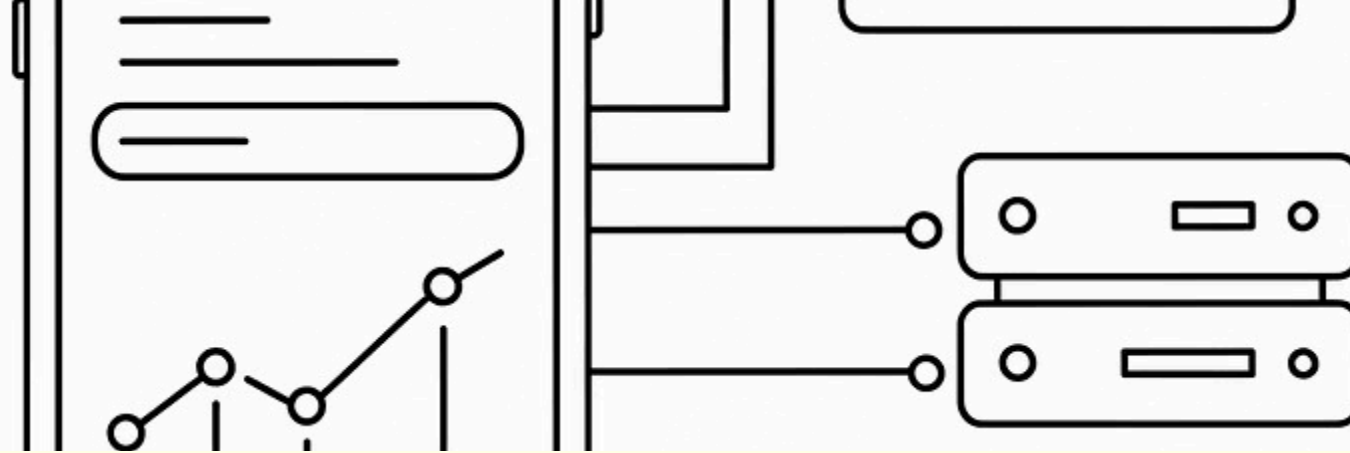


How It Works: Simple 3-Step Flow



Real-World Example

The Problem: Local bakery has a \$5K invoice to a restaurant with history of late payment	The Solution: Reliable contractor assumes the note at 10% discount (\$4,500)	The Result: Bakery paid now, contractor earns \$500, Upisom takes \$5 (1%)
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Product: App AND API

Consumer/SMB App

- Create, view, transfer, and discharge notes
- Rate counterparties and build trust
- Track obligations and receivables in real-time
- Access integrated dispute resolution

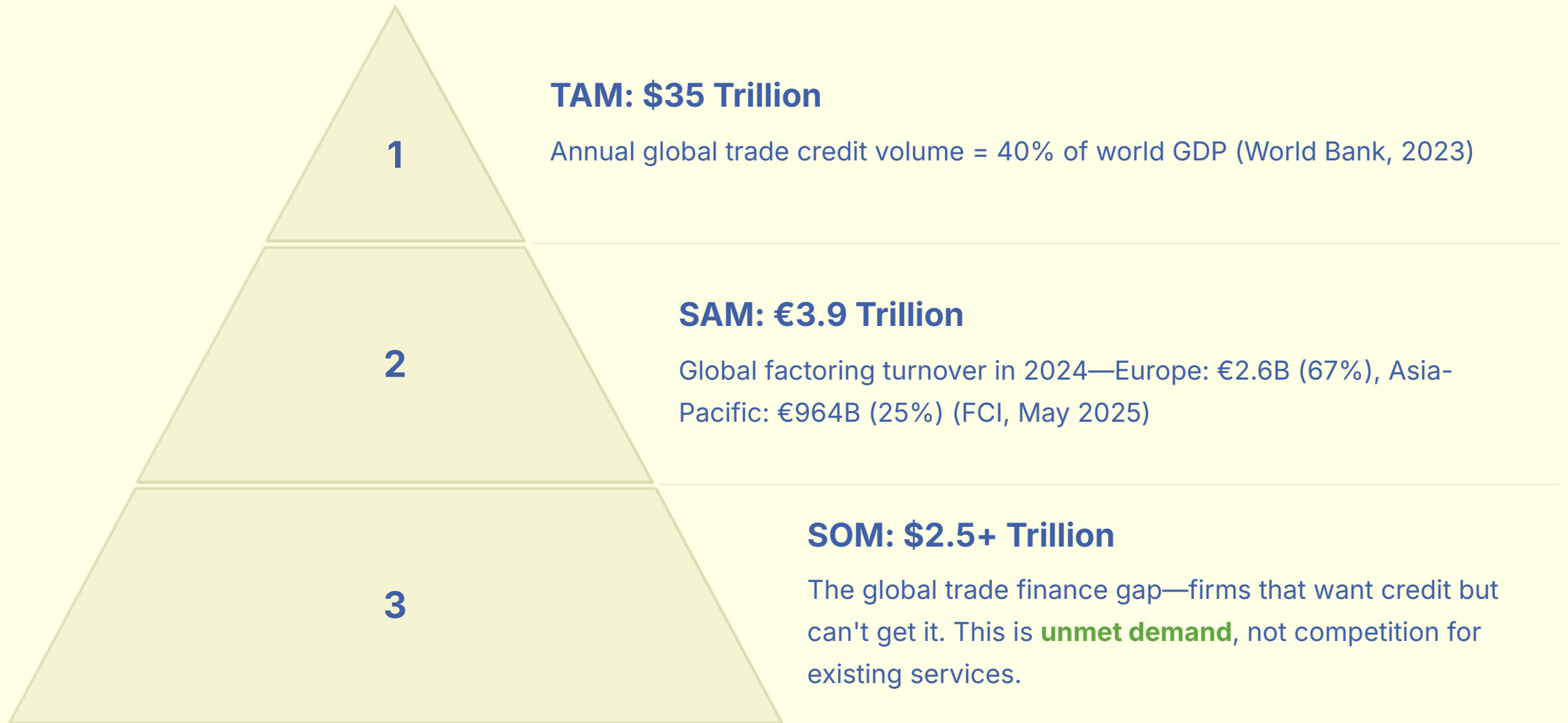
Live MVP: notes.upisom.sk

Enterprise API

- The API is the core product—app is one interface
- Enables integration into ERPs, marketplaces, invoicing platforms
- Third parties can build applications on top
- Potential: coupon bonds, automated factoring, embedded credit

☑ **Fully functional, self-funded, ready for users**—complete feature set including note creation, transfer, splitting, trust ratings, escrow, and arbitration.

Market Size: Massive Opportunity



We're not competing for the served market. We're unlocking the underserved one.

Competition: We're Different

Alternative	How It Works	Notes Advantage
Paper IOUs / Texts	Informal agreements	Digital, legally binding, transferable, rated
Factoring	Sell invoices at discount	Peer-to-peer, no intermediary, instant, 1% fee
Trade Credit	Extend credit via invoice	Any invoice becomes tradeable
P2P Lending	Platform matches lenders/borrowers	Non-custodial, direct party-to-party
Letters of Credit	Bank-intermediated instruments	Simple, accessible to SMBs

Key differentiator: With Notes, factoring is a native feature of the debt itself—not a separate financial service requiring an intermediary.

Business Model: Aligned with Success



Primary Revenue: Debt Assumption Fees

When a high-trust debtor assumes a note at discount, Upisom takes **1% of the discount**.

Example: \$100K note assumed at 10% discount = \$10K spread → **\$100 to Upisom**



Enterprise API Access

Subscription/usage fees for platform integrations



White-Label Partnerships

License infrastructure to other platforms



Marketplace Fees

Listing fees; price data measures credibility



Premium Accounts

Enhanced features for power users

Unit Economics & Growth Path

\$100K

Average Note Size

Typical business transaction value

10%

Assumption Discount

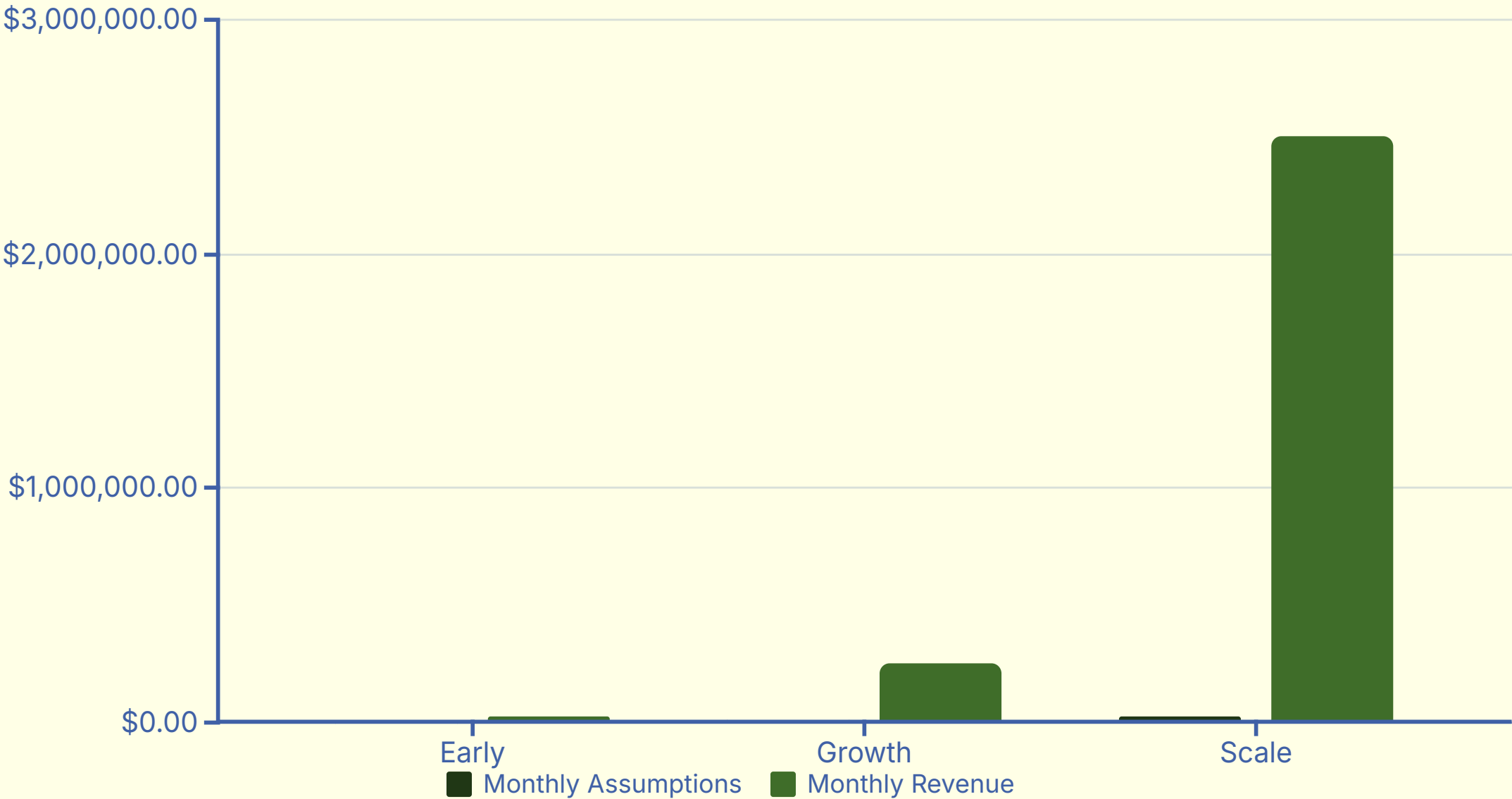
Average spread on debt transfer

1%

Upisom Take Rate

\$100 revenue per assumption

Path to Revenue



Network effects: As more users rate debtors, trust data becomes more valuable. Trust ratings become a moat—users can't easily leave without losing their credit history.

Traction: Built with Zero External Funding

Working MVP

Live at notes.upisom.sk with full feature set: note creation, transfer, splitting, trust ratings, escrow, arbitration

Solo-Built

Over 3+ years of focused development by experienced fintech engineer

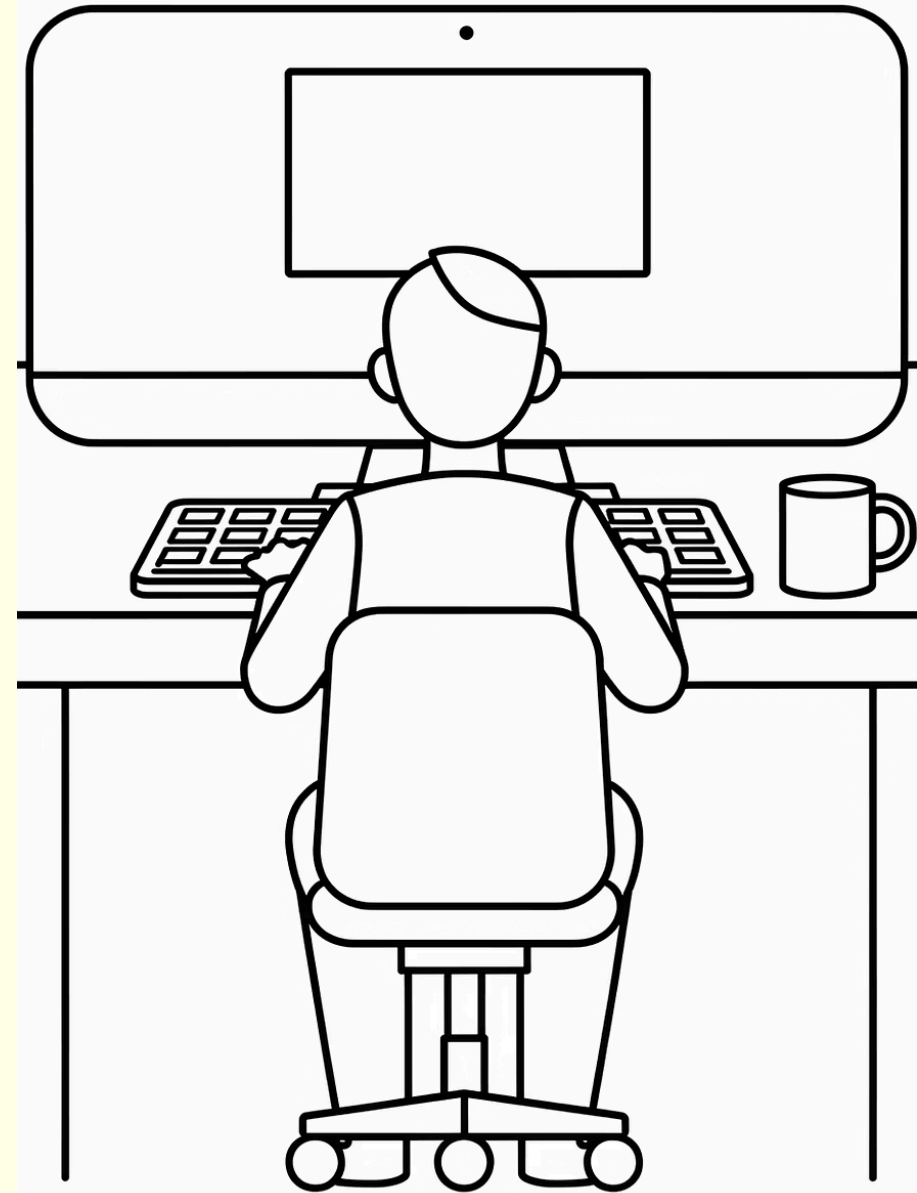
Self-Funded

Founder-financed all development, infrastructure, and operations —demonstrates commitment and technical execution

Architecture Ready

App + API ready for enterprise integration and scale

Seeking funding to move from product-complete to market-ready



Team: Proven Fintech Builder



Adam Mackler — Founder & CTO

Fintech infrastructure veteran with 25+ years building systems that move money

- Senior Developer & Tech Lead, **FiServ** Bratislava (current)
- Senior Developer, **Bank of America** Global Finance, New York
- Engineer, **Credit Karma**, California
- Engineer, **Bayer**, Germany
- CTO, Prior startup (learned hard lessons about go-to-market)
- Founder, 1990s web hosting startup (successful exit)

Actively Recruiting

Commercial Co-Founder

Sales, partnerships, go-to-market strategy and execution

Advisors

Trade finance, fintech regulatory compliance, marketplace expertise

The Ask: €7.75M Seed Round



Equity Offering



Months Runway

Use of Funds

Team

Commercial co-founder, 2-3 engineers, operations

Legal/Regulatory

Jurisdiction-specific templates, compliance framework

Go-to-Market

Customer acquisition, pilot partnerships

Infrastructure

Scale platform for production load

Milestones to Series A

01

First 100 active business users

02

€1M+ in notes recorded on platform

03

Proven unit economics from live transactions

04

Commercial co-founder in place

The world's trust layer for commerce.

Every invoice, every IOU, every handshake deal—recorded, rated, and tradeable. Responsible behavior rewarded. Capital flowing to where it's earned.