

Information note related to the offer of Co-ownership Stakes by WeHave BV

This information note has been prepared by WeHave BV, a private limited liability company (“besloten vennootschap - société à responsabilité limitée”) established under and governed by Belgian Law, having its registered seat at Kattestraat 26, 2890 Puurs-Sint-Amands and being registered with the Crossroad Bank for Enterprises under number 0795.870.053 (the “Bidder”).

THIS DOCUMENT IS NOT A PROSPECTUS AND HAS NOT BEEN VERIFIED OR APPROVED BY THE BELGIAN FINANCIAL SERVICES AND MARKETS AUTHORITY (FSMA) NOR BY ANY OTHER REGULATORY AUTHORITY.

Date of this information note: 12 January 2023

WARNING

THE INVESTOR RUNS THE RISK OF LOSING ALL OR PART OF HER/HIS/ITS INVESTMENT AND/OR OF NOT OBTAINING THE EXPECTED RETURN.

THE INVESTMENT INSTRUMENTS ARE NOT LISTED: THE INVESTOR MAY FIND IT VERY DIFFICULT TO SELL HER/HIS/ITS POSITION TO A THIRD PARTY IF SHE/HE/IT SO WISHES.

This information note has been prepared by the Bidder pursuant to article 10 of the Belgian law of 11 July 2018 on the offering of investment instruments to the public and the admission of investment instruments to trading on a regulated market (“Wet op de aanbieding van beleggingsinstrumenten aan het publiek en de toelating van beleggingsinstrumenten tot de verhandeling op een gereguleerde markt” / “Loi relative aux offres au public d'instruments de placement et aux admissions d'instruments de placement à la négociation sur des marchés réglementés”) (the “Prospectus Law”) and in compliance with article 4 of the Belgian Royal Decree of 23 September 2018 on the publication of an information note in case of offer to the public or admission to trading on an MTF (“Koninklijk besluit over de publicatie van een informatienota bij een aanbieding aan het publiek of een toelating tot de verhandeling op een MTF en houdende diverse financiële bepalingen” / “Arrêté royal relatif à la publication d'une note d'information en cas d'offre au public ou d'admission à la négociation sur un MTF et portant des dispositions financières diverses”). It has been prepared in English. It constitutes pre-contractual information. It is available free of charge on www.wehave.io and free of charge upon request at the Bidder’s registered seat.

PART I

PRINCIPAL RISKS SPECIFIC TO THE BIDDER AND THE INVESTMENT INSTRUMENTS OFFERED AND TO THE OFFER

The investment instruments offered by the Bidder are stakes of co-ownership (the “**Co-ownership Stakes**”), in a Lamborghini car model Countach LP400S Series III white constructed in March 1982 (hereafter the “**Lamborghini**”), which involve a series of risks for their holders (the “**Stake Holders**”). The exact specifications of the Lamborghini are set out at page 8 of this information note.

The Bidder considers that the risk factors described below are the main risks inherent to the Co-ownership Stakes, the Bidder, the sector in which the Bidder is active (and intends to operate) and the Lamborghini. The Bidder believes that these risk factors reflect the principal risks and uncertainties that, at the date of the information note, are considered relevant in the context of an investment in the Co-ownership Stakes. All these risk factors are unforeseeable, or at least not fully foreseeable, circumstances which may or may not occur.

It should be noted that there are other risks which, on the basis of the information currently available, the Bidder does not consider to be significant or which it cannot foresee at present. The order in which the risks are listed does not necessarily reflect the probability of their occurrence or the extent of their potential impact on the Bidder.

Before making an investment decision, investors should (i) carefully consider, in addition to the other information contained in this information note, those risks which, individually or in the aggregate, may have a significant influence on the investment and (ii) consult their financial, legal and tax advisors to carefully review the risks associated with a potential investment in the offered Co-ownership Stakes.

A. Risks specific to the investment instruments offered (the Co-ownership Stakes)

- Risk of loss of the Lamborghini and risk of damage thereto in the event of lack of proper insurance by the Bidder.

The Co-ownership Stakes represent fractionalized property rights in the Lamborghini purchased by the Bidder on behalf of the Stake Holders. The value of the Co-ownership Stakes is therefore influenced by the value of the Lamborghini. In accordance with the terms and conditions for exclusive movables as published on the Bidder’s website (www.wehave.io) (the “**Terms and Conditions**”), the Bidder acquires insurance coverage for the Lamborghini in order to insure the Lamborghini against the common risks. Failure of the Bidder to enter into such insurance coverage, failure to pay the contractual premiums or other contractual breach may result in a lack of proper insurance.

In such case of lack of proper insurance, the Lamborghini may not be protected against loss, theft, fire or other damages and the taking place of such events might result in a decrease of the value of the Lamborghini (up to zero EUR in case of theft, destruction or disappearance) and consequently in a decrease of the value of the Stakes of Co-ownership, which represent co-ownership rights in the Lamborghini.

- Risk of valuation.

The offering price of the Co-ownership Stakes is determined by the Bidder based on market conditions at the time of the conclusion by the Bidder of an option to purchase the Lamborghini and should not be used by an investor as an indicator of the future market value of the Co-ownership Stakes.

There are no guarantees that the Lamborghini (and therefore the Co-ownership Stakes) will increase in value. There is a risk that the Lamborghini (and therefore the Co-ownership Stakes) may decrease in value.

Risk of liquidity.

The Bidder does not provide any guarantee that a liquid market for the Co-ownership Stakes will come in existence. There exists a risk of lack of secondary market.

There is currently no trading market for the Co-ownership Stakes and hence no source for price formation in respect of the Co-ownership Stakes.

B. Risks specific to the Bidder or the industry the Bidder operates in

Risk of Bankruptcy

The Bidder has been incorporated on 6 January 2023 and is thus a very young startup company. There exists no guarantee as to the continued existence of the company and as to the viability of its financial situation.

Dependence to the Bidder's Directors.

The personality and experience of the Bidder's Directors are important elements for the development of the Bidder and the management of the project. There is a risk linked to the possible unavailability or replacement of these Directors.

Risk related to regulatory compliance.

The Bidder may not, if ever required, obtain any required regulatory approvals, authorisation, registration, license or permit necessary to operate its business as currently contemplated.

C. Risks related to the underlying asset (the Lamborghini)

Value of the Lamborghini

As mentioned above, the Stake Holders are directly exposed to a possible decrease in the value of the underlying Lamborghini which will result in the Stake Holders not being able to recover their investment (in part or in whole).

Storage of the Lamborghini

While the Lamborghini will be stored by the Bidder in a secured warehouse, it cannot be excluded that the security measures of the storage becomes ineffective at a certain time and that the Lamborghini be damaged or stolen (see also "*Risk of loss of the Lamborghini and risk of damage thereto in the event of lack of proper insurance by the Bidder*" above).

PART II

INFORMATION ON THE BIDDER

A. Identity of the Bidder (“de aanbieder – l’offreur”)

Bidder’s name	WeHave BV
Registered seat	Kattestraat 26 2890 Puurs-Sint-Amands Belgium
Legal form	Limited liability company (« Besloten Vennootschap - Société à responsabilité limitée ») under Belgian law
Business registration number	Crossroad Bank for Enterprises registration number 0795.870.053
Website	www.wehave.io
Activities of the Bidder	<p>The Bidder sources movable items and will virtually fractionalize the property rights to those Items into stakes representing co-ownership interests in the items. Stakes will be offered by the Bidder via its website by means of crowdfunding campaigns (collective purchase campaigns). By participating in the crowdfunding campaigns organized by the Bidder, the investors are offered the possibility to acquire stakes in different items, making the investors co-owners of the items they have purchased in indivision. A “Transaction” is defined as the entering of an investor into a relationship of voluntary co-ownership with the other co-owners (as defined in article 3.76 of the Belgian Civil Code) of a specific item sourced by the Bidder.</p>

The Bidder provides the following services to facilitate Transactions:

- (i) Curation of the Items;
- (ii) Storage of the Items in a highly secured warehouse near Brussels, Belgium;
- (iii) Maintenance of the Items;
- (iv) Acquiring insurance coverage for the Items for common risks;
- (v) Logistics services;
- (vi) Facilitating the communication between Co-owners;
- (vii) Handling of all documentation and formalities

Shareholders	<p>The shares of the Bidder are owned by Oliver Wolfs, (380/1200 * 100% = 31,66% shares), (380/1200 * 100% = 31,66% shares), Chris van der Heijden, (380/1200 * 100% = 31,66% shares).</p> <p>In addition, there are two other founders owning respectively 2% (24/1200) (Glenn Gezels) and 3% (36/1200) (Gaëtan Van der Kindere) of the Bidder's shares.</p>
Transactions between related parties	<p>There are currently no transaction between the Bidder and its shareholders to be reported.</p>
Board of Directors	<p>The board of Directors of the Bidder is composed of three (3) managers ("bestuurders - administrateurs"): Oliver Wolfs, Chris van der Heijden and Niels Vandeweyer.</p> <p>None of these directors have been subject to a conviction listed in article 20 to the Belgian law of 25 April 2014 on the status and supervision of credit institutions and stockbroking firms.</p>
Day-to-day managers	<p>The Bidder has not delegated the day-to-day management.</p>
Remuneration of the Directors	<p>The Directors have currently not been remunerated. As from February 2023, the Bidder will remunerate each of its three Directors with a gross monthly salary of EUR 4,000.00.</p>
Conflicts of interests	<p>There is no conflict of interests between the Bidder and its Directors.</p>
Bidder's auditor	<p>The Bidder has not appointed a statutory auditor. Its accounts are not audited.</p>

B. Financial information of the Bidder

Annual accounts.

The Bidder was incorporated on 6 January 2023. Its first financial year started on the date of incorporation and will end on 31 December 2023.

Given its recent incorporation, the Bidder has not yet closed its first financial year and has no annual accounts to share.

The Bidder undertakes to the benefit of the Stake Holders that it shall timely prepare and publish, in accordance with applicable legislation and regulations in Belgium, its annual financial statements.

Audit.

The Bidder has not appointed, and does not intend to appoint, a statutory auditor. Its annual accounts have not been, and will not be, audited by a (statutory) auditor nor have they been, and will they be subject to an independent external review.

□ Financing structure.

The Bidder declares that on the date of this information note its own funds (“eigen vermogen” / “fonds propres”) amount to EUR 30,300.00.

The Bidder has not borrowed funds on the date of this information note.

The Bidder confirms that, from its standpoint, its net working capital (“netto werkkapitaal - fonds de roulement net”) is adequate and sufficient to meet its obligations for the next twelve months.

There was no other significant change in the financial or commercial situation of the Bidder since its incorporation.

PART III

INFORMATION ON THE OFFER OF INVESTMENT INSTRUMENTS

A. Description of the offer of Co-ownership Stakes

Amounts.

The offer of Co-ownership Stakes under this information note is made for a maximum amount of EUR 800,000.00. The minimum subscription amount per Stake Holder is set at 400 EUR.

Dates.

The Public offering of the Co-ownership Stakes will start on 12 January 2023 and will close on the date to be decided by the Bidder and which shall be no later than 1 May 2023.

The information note was made available to the public on 12 January 2023 and communicated to the FSMA on 12 January 2023. This information note will remain valid until the end of the offer.

In compliance with article 15 of the Prospectus Law, the Bidder will publish a supplement to the information note in case of significant new developments, material mistakes or inaccuracies, which could affect the assessment of the investment instruments, and arises or is discovered between the time when the information note is made available to the public and the final closing of the offer to the public.

Costs, fees & charges.

The Bidder will charge 16.00 EUR of costs per acquisition of each Co-ownership Stake of 400.00 EUR by the investors in order to cover the storage, insurance and maintenance costs, fees and charges of the Lamborghini.

B. Reasons for the offer of Co-ownership Stakes

Planned use of the amounts collected within the framework of the offering

In line with its corporate object and its objectives, the Bidder will apply the funds raised by it further to the offering of Co-ownership Stakes and their purchase by the Stake Holders towards the financing of the acquisition of the Lamborghini by the Stake Holders as an undivided property.

The Bidder has concluded on 20 December 2022 an option to purchase the Lamborghini at an acquisition price of EUR 800,000 EUR (including acquisition costs and taxes).

The project that the bid is intended to achieve is to facilitate the collective purchase of the Lamborghini by the Stake Holders as voluntary co-owners of an undivided property and to build a community between the Stake Holders.

Details of the financing of the investment or project that the bid is intended to achieve.

If the investors acquire Co-ownership Stakes totaling the amount of the 800,000.00 EUR, the Bidder will exercise its option to purchase the Lamborghini and will acquire it on behalf and for the account of the Stake Holders, in a capacity as a mandate holder (commissioner).

Upon completion of the purchase of the Lamborghini, the Stake Holders will enter into a relationship of voluntary co-ownership with the other Stake Holders (co-owners), as defined in article 3.76 of the Belgian Civil Code) and each of the Stake Holders will receive from the Bidder a certificate of property of the Co-ownership Stake.

The Bidder will then be in charge of the management, storage and maintenance of the Lamborghini which will be collectively organized to the benefit of the Stake Holders.

By acquiring a Co-ownership Stake, the Stake Holder enters into a Transaction (as defined above) with the other voluntary co-owners of the Lamborghini. A Transaction has a duration of five (5) years and is automatically renewed on its expiration date for additional periods of five (5) years, unless a co-owner demands the liquidation and distribution of the Lamborghini upon the expiry of a five-year term in accordance with article 3.77 of the Belgian Civil Code.

If the amount of 800.000 EUR, is not reached on the date to be decided by the Bidder for the closing of the offering and which shall be no later than 1 May 2023 and thus in case of unsuccessful collective purchase of the Lamborghini, the amounts transferred by the investors to the Bidder will be refunded to them within 30 days as from the date of closing of the offering.

□ Specifications of the Lamborghini

Brand : Lamborghini

Model: Countach LP400S Series III

Construction year : 1982-03

Mileage : 22110 km

Fuel: Gasoline

Transmission : Manual

Color exterior : White

Power 257 kW / 350 HP

Bodywork : Coupe

Chassis No: 1121448

Engine No: 1121448

VAT : No VAT shall apply as the Lamborghini is a second hand car



PART IV

INFORMATION ABOUT THE INVESTMENT INSTRUMENTS OFFERED

The detailed characteristics of the Co-ownership Stakes are laid down in the Terms and Conditions, and can be summarised as follows:

Terms and Conditions.

The Co-ownership Stakes are governed by the Terms and Conditions, which are available to the investors and potential investors, free of charge on www.wehave.io and free of charge upon request at the Bidder's registered seat. The Terms and Conditions and this information note should be carefully read, understood and analysed by investors and potential investors before making an investment decision.

General.

The Co-ownership Stakes in the Lamborghini qualify as investments instruments ("beleggingsinstrumenten"/"instruments de placement").

The Co-ownership Stakes have a minimal value of EUR 400.00.

The Co-ownership Stakes are not:

- (a) rated by any credit rating agency,
- (b) transferable securities ("effecten"/"valeurs mobilières").
- (c) listed or admitted to trading on a (regulated) market.

Qualification of the Co-ownership Stakes pursuant to article 3, § 1, 3° the Prospectus Law

The Co-ownership Stakes qualify as "rights pertaining directly or indirectly to movable or immovable goods, organized in association, indivision or group, of law or fact, which do not grant to the holders of these rights the private enjoyment of those goods the management of which, organized collectively, is entrusted to one or more persons acting in a professional capacity" within the meaning of article 3, § 1, 3° the Prospectus Law.

("rechten die rechtstreeks of onrechtstreeks betrekking hebben op roerende of onroerende goederen, die zijn ondergebracht in een juridische of feitelijke vereniging, onverdeeldheid of groepering, waarbij de houders van die rechten niet het privaat genot hebben van die goederen, en waarvan het collectief beheer wordt opgedragen aan één of meer personen die beroepshalve optreden" /« les droits portant directement ou indirectement sur des biens meubles ou immeubles, organisés en association, indivision ou groupement, de droit ou de fait, ne conférant pas aux titulaires de ces droits la jouissance privative de ces biens dont la gestion, organisée collectivement, est confiée à une ou plusieurs personnes agissant à titre professionnel »).

Within the context of the present offer, the Co-ownership Stakes represent rights directly pertaining to a movable good, the Lamborghini, organized in indivision of law, which do not grant to the Stake Holders the private enjoyment of the Lamborghini the management, storage and

maintenance of which, organized collectively, is entrusted to the Bidder acting in a professional capacity.

Transferability.

After completion of the offer to the public and after the possible completion of the collective purchase of the Lamborghini (if the amount of EUR 800,000.00 is reached), the Co-ownership Stakes will be transferable. The Bidder shall be informed of any transfer of the Co-ownership Stakes.