

KEY INVESTMENT INFORMATION SHEET (KIIS)

Project "Recovery and development of the production of the ancient Guardavalle vine"

Risk warning

This crowdfunding offer has not been verified or approved by the National Commission for Companies and the Stock Exchange (Consob), the Italian Central Bank (BdI) or the European Securities and Markets Authority (ESMA).
The suitability of your experience and knowledge has not necessarily been assessed before granting you access to this investment. If you proceed with the investment, you fully assume the risks associated with the investment itself, including the risk of partial or total loss of the money invested.
Investing in this crowdfunding project involves risks, including the risk of partial or total loss of the money invested.
The investment is not covered by deposit guarantee schemes established pursuant to Directive 2014/49/EU of the European Parliament and of the Council, nor by investor compensation schemes established pursuant to 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 it is recommended not to invest more than 10% of your net worth in crowdfunding projects.
You may not be able to sell investment instruments when you want to. If he manages to sell them, he may still suffer losses.

Overview of the crowdfunding offering

Project owner:	GuardavalleWine srl
Project Name:	
Offer type:	Equity
Tool Type:	Limited liability company shares
Target amount:	Maximum objective: €1.100,000.00
Term:	12/31/2024

Description of the crowdfunding project, including purposes and main characteristics

The objective of this harvest is to restart the cultivation and production of the Guardalle vine in its territory for the production of Guardavalle still wine and sparkling wine by Guardavalle De.Co. enhancing the excellent characteristics of the vine, which emerged from the vinification and sparkling winemaking tests carried out, and exploiting the uniqueness of the homonymy between the vine and the Guardavalle village, a place that lends itself to enhancing the combination of hospitality and food and wine.

Main characteristics of the crowdfunding process and conditions for raising capital

Minimum objective as capital (financial and real estate including the reserved share) to be raised:	130.000,00 €	Deadline: 12/31/2024
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Information relating to the offering of securities and instruments admitted for crowdfunding purposes

Total amount and type of securities or instruments eligible for crowdfunding purposes to be offered:
Capital increase. The Offer provides for the possibility of subscribing to shares issued by the Project Owner in the form of a public offering via online portals to facilitate the raising of capital by bidders (equity crowdfunding).
The issue of shares is decided by the shareholders' meeting of the Project Owner, hereinafter, the "Assembly"). The resolution governing the capital increase can be consulted on the Portal in the section relating to the project.
The capital increase is equal to 1,100,000.00 euros, of which nominal 30,509.85 euros, with a premium of 1,069,490.15 euros, with the issue of different categories of shares, to be offered for subscription to third parties, in compliance to the provisions of the legislative decree of 24 February 1998 n. 58 (the TUF) and subsequent amendments, and as regulated by the Consob Regulation, as follows:
- a Reserved Tranche (which will not be offered via the platform), for a maximum total amount of 100,000.00 euros, of which 5,000.00 euros nominal capital and 95,000.00 euros as premium, through the issue of shares B and C shares (hereinafter, the "Reserved Capital Increase") **to be subscribed and paid by the deadline of 09/10/2024** on the CC with **IBAN IT10 W050 1803 4000 0002 0000 574 BIC ETICIT22XXX registered to Punta Stilo srl**
- One Tranche, for a maximum total amount of 1,100,000.00 euros, of which 30,509,85 euros nominal capital and 1,069,490.15 euros as premium, through the issue of B and C shares, to be subscribed by the final deadline of 12/31/2024 partly indivisibly and partly divisibly (hereinafter, the "Crowdfunding Capital Increase").
- The indivisible share of the capital raising amounts to 130,000.00 euros, of which 3,316.28 euros are nominal capital and 126,683.72 euros as a premium, through the issue of B and C shares, to be subscribed by the final deadline dated 12/31/2024.
- The portion of the divisible capital raising amounts to 870,000.00 euros, of which 22,193.57 euros are nominal capital and 847,806.43 euros as a premium, through the issue of B and C shares, to be subscribed by the final deadline of 12/31/2024. The Crowdfunding Capital Increase will be implemented through the issue of B or C shares depending on the amount subject to subscription and payment by the subscribers as follows:
1. B: upon subscription and payment of an amount at least equal to €20,000.00
2. C: upon subscription and payment of an amount at least equal to €1,000.00 and less than €20,000.00
3. B and C upon the subscription and payment of an amount at least equal to, respectively, 20,000.00 euros and 1,000.00 euros, the sum of the subscribed and paid amounts of which cannot exceed the overall amount of 100,000.00 euros. **The payment of the booked quotas must be made without fail by 09/10/2024** on the CC with **IBAN IT10 W050 1803 4000 0002 0000 574 BIC ETICIT22XXX registered to Punta Stilo srl**

Each share of category B and category C attributes the right of "preferential distribution" by virtue of which the Proceeds (i.e. the sums of any type deriving from a Liquidity Event) must be distributed to the Members according to a distribution non-participatory preferential, after a period of at least three years from the investment, up to an expected maximum of 197.2% of the invested capital in favor of the subscribers after a period of at least 5 years from the investment for the B and C, 57.00% for the B and C Early bird quotas and 52.00% for the B and C shares

Unit surcharge: the shares covered by the offer are issued with an unit surcharge of €40.00 to cover the costs of registration and acceptance of the offer. In particular, the following can be assigned::							
Shares	Investor type	Minimum investment	Of which nominal	Of which surcharge	Annual reward	Unit surcharge*	Offer expiry
B	Early bird **	20.000,00 €	1.000,00 €	19.000,00 €	65,00 €		09/10/2024
B	Early bird	20.000,00 €	422,69 €	19.577,31 €	55,00 €	40,00 €	09/30/2024
B		20.000,00 €	422,69 €	19.577,31 €	45,00 €	40,00 €	12/31/2024
C	Early bird **	1.000,00 €	50,00 €	950,00 €	65,00 €		09/10/2024
C	Early bird	1.000,00 €	21,13 €	978,87 €	55,00 €	40,00 €	09/30/2024
C		1.000,00 €	21,13 €	978,87 €	45,00 €	40,00 €	12/31/2024
* The unit surcharge is applied to cover the costs of registration and transcription of membership in the capital of the LLC. This applies on a one-off basis to each subscription, regardless of the value of the investment subscribed.							
** B and C investors are those who join in the phase preceding the start of the collection campaign on the Platform, and in any case by 08/10/2024, by subscribing and paying a portion of the share capital.							
B and C Early Bird investors are: those who book the subscription of the capital increase before the sale on the platform, expected by 08/31/2024 and have the right to reconsider by communicating the waiver or modification of the amount booked to crowdfunding@guardallevine.it							

Subscription and Payment Terms

The technical current account for the payment of fees for Founder investors of the "Recovery and development of the production of the ancient Guardavalle vine" project (the "Technical account") is opened at Banca Etica and will be communicated to the investor at the time of booking of the shares subscribed.

Bank transfers for completing investor membership orders must be directed to the current account technical' in the name of the Project Owner, specifying in the reason for payment the subscriber's tax code and the code indicated in the order confirmation issued and sent to investors following expression of interest in subscription.

As regards the payment terms to which investors are required to complete their investment order, B and C investors are recommended to make the relevant bank transfer promptly: in fact, it is required that the credit of the bank transfer made by the Investor to complete the order transmitted, it must be registered as an entry into the technical current account opened by the Project Owner **by 09/10/2024** on the CC with **IBAN IT10 W050 1803 4000 0002 0000 574 BIC ETICIT22XXX registered to Punta Stilo srl**

In case of failure to credit the technical current account of the bank transfer made by the investor for the payment of the entire countervalue of the order within the indicated Collection Deadline, the investment order will be considered 'Unfulfilled Order' and the subscription will automatically be acquired as Investor B or C Early Bird, by giving written communication to the investor.

Early Bird investors can book the subscription of shares, communicating the amount of shares they are interested in subscribing, by the opening of the campaign on the accredited Equity-crowdfunding platform and in any case **by 09/30/2024**. Early Bird investors have the right to change their mind by communicating the withdrawal or modification of the amount booked by the opening date of the campaign which will be communicated to those who have booked the shares.

Pre-contractual reflection period for investors

Investors who have expressed an interest in investing capital in the Project benefit from a reflection period during which they can revoke their offer to invest or their expression of interest in the crowdfunding offer at any time without providing any reason and without incurring any penalty. The reflection period begins when the potential investor presents an investment offer or signals his/her expression of interest and ends in any case by the start of the campaign on the accredited platform. Investors can cancel their investment via the website www.guardallevine.it or by sending an email to crowdfunding@guardallevine.it

Custody and delivery to investors of securities or instruments admitted for crowdfunding purposes

Shares in the share capital of a limited liability company are not held in trust or subject to delivery.

The subscriptions made on the Platform in relation to the Offer are effective from the fifteenth day following the date of positive conclusion of the Offer: with the aforementioned starting date the name of the investor will be registered among the partners of the Project Manager by making the appropriate communication to the Company Register by its administrative body.

Information relating to the personal guarantee or collateral by which the investment is protected (if applicable)

They are not foreseen.

Information relating to an irrevocable commitment to repurchase securities or instruments admitted for crowdfunding purposes

There are no repurchase commitments.

Investor rights

Main rights attached to transferable securities or instruments admitted for crowdfunding purposes:		
Shares	Shares B	Shares C
Rights	- right to vote; - property rights; - right of first refusal; - Co-sale right; - preferential distribution right.	- property rights; - Co-sale right; - preferential distribution right.

For further details, investors are invited to consult the company bylaws.

Opportunities for the investor to exit the investment:

There are no repurchase agreements or put options in favor of investors.

Possible exit opportunities for investors may be the acquisition by other investors interested in the future acquisition of shares in the Company and/or the purchase of the properties being invested.

In any case, the company statute provides for the right of co-sale (so-called 'tag along'), by virtue of which, in the event that one or more shareholders (the "Controlling Shareholders") intend to transfer to a potential transferee an overall shareholding greater than 50% of the share capital or "controlling shareholding" pursuant to Article 2359 of the Civil Code. (the "Controlling Shareholding"), the holders of the other Shares, separately from each other, will have the right to ask the selling shareholders - who, therefore, will be obliged - to ensure that the same potential transferee purchases, together with the Controlling Shareholding I also control, under the same terms and conditions offered to the selling members, the shares of the Parties in Co-sale. Investors are invited to consult the company bylaws for further details relating to the Co-Sale Right.

Distribution of capital and voting rights before and after the capital increase resulting from the offer (assuming subscription of all transferable securities or instruments admitted for crowdfunding purposes):							
Details relating to the share capital				Phase	Currency	Total	
Totale capitale sociale del Titolare del progetto				ante	euro	20.000,00	
				post	euro	50.509.85	
Shares with voting rights				Shares without voting rights		Total	
Type of shares	Currency	ante	Post	ante	post	ante	post
Shares A	euro	11.000,00	20.000,00			11.000,00	20.000,00
Shares B e C	euro		Max 5.000,00 *		Max 5.000,00 *		5.000,00
Shares B e C	euro		Max 25,509.85		Max 25,509.85		25,809.85
Total	euro	11.000,00	**			11.000,00	50,509.85
*The capital increase that can be subscribed for B and C shares is equal to a maximum of €5,000.00 for the sum of the two types of shares.							
**The distribution of voting rights between the different categories of shares after the offer can be determined only after the conclusion of the offer as shares with voting rights (Shares B) or shares without voting rights (Shares C) will be offered, depending on the nature of the investor and the amount of investment made.							
Charges and costs incurred by the investor in connection with the investment							
There are no costs or commissions charged to the investor by the CSP for its activity, including the production and subsequent transmission of orders relating to the Offer to the bank. The only cost borne by investors is the "Unit Surcharge" to cover the registration costs of the subscribed shares.							
Where and how to obtain free additional information on the crowdfunding project and the project owner							
Additional information about the crowdfunding project, the Project Owner can obtain free of charge:							
(i) by visiting the project page on the website www.guardavallewine.it ;							
(ii) by sending an email to the following email address support@guardavallewine.it							
(iii) by asking questions in the specific section on the website www.guardavallewine.it							

Project risk

Entrepreneurial risk
The Project Owner presents an entrepreneurial risk connected to the ability and concrete possibility of being successful in the development of his entrepreneurial project on the reference market. This type of risk is inherent to the business environment and can arise from various factors, including market changes, competition, economic instability or business decisions. Furthermore, any failure to concretely implement the key elements of success of the project or the prerequisites for its future large-scale expansion, although included and foreseen in the business plan, could ultimately lead to the failure of the initiative.
Permanence of 'key people' within the team
The possible change of some members of the team, and, in particular, of the founding members, could negatively affect the activity and results of the company
Development times and costs
The times and costs of developing, maintaining and scaling the Project Owner's business may be greater than those foreseen in the business plan. This is also a consequence of factors external to the company and therefore not directly manageable.
Absence of barriers to entry, risk of imitation
It is not absolutely excluded that, in the future, a competitor could successfully replicate the commercial proposal and, in general, the business model of the Project Owner. Furthermore, other companies with greater financial resources and/or greater communication skills could conquer the market in which the Project Owner operates, but this can also be a positive and driving element in the growth of the proposed Project.
Risks linked to the level of financial and commercial debt
On the basis of the cash forecast plan prepared by the directors (which does not take into account the proceeds deriving from the Offer), the Company believes it has the financial availability to meet all the commitments connected to the financial and commercial indebtedness of the company. Although the Company intends to allocate the proceeds of the offering for the realization of its growth strategy and for the implementation of the investment plan, it cannot however be excluded that, if in the relevant period the forecasts contained in the aforementioned cash plan are not achieved, the Company may have to use, in whole or in part, such proceeds to deal with your debt. This circumstance could subtract resources necessary for the implementation of the investment and development strategies of the Project Owner, with a possible negative effect on its economic, equity and financial situation.
Risk relating to the valuation of the company.
The determination of the value of the Project Owner's company at the date of the Offer is carried out by the administrative body of the same company on the basis of generally shared business evaluation criteria. However, the determination of the company's valuation is a mere estimate. The Project Owner does not issue any guarantee regarding: the correctness of the value of the company at the date of the Offer and consequently regarding the correctness of the assessment; the correspondence of the value as determined above to the real market value of the company; the adequacy and correctness of the company's assessment with respect to its future development prospects; and the possibility of realizing in the future, also through the transfer of the subscribed shareholdings, a value at least equal to that attributed in the Offer.
Sector Risk
The company operates in the tourism and wine production sectors, two growing sectors but which could be exposed to specific risks linked to the nature of the sector, including: Fluctuations in the prices of raw materials, International competition, as it is a sector with the presence of companies operating on a global scale; (iii) Changes in consumer tastes and preferences which may influence demand in the industry.
Risk of estimating growth rates
The indications on the profitability of the project and the data present in the business plan derive from estimates and projections of the Project Owner which may undergo variations due to market, political, macroeconomic events, etc. Therefore, there is no certainty regarding their actual implementation.
Risks related to the reliability of management
The owner of the project is a recently established company of limited size, which has a management team (mainly represented by the founding members) with good operational experience and skills gained in the sector in which the company they are called upon to manage operates. Therefore, the company's managers are able to effectively manage their business or develop its full potential.
Risk of limited cash capacity
The lack of liquidity or the availability of liquidity lower than that foreseen in the business plan could put the operational continuity and financial stability of the company at risk, compromising the success of the initiative.

Market risk
Market risk for a business venture such as Project Owner's refers to the possibility that the venture will encounter difficulties due to external factors, such as changes in market conditions, fluctuations in consumer demand, intensified competition, or other unexpected events which can negatively influence company performance and compromise the success of the initiative.
Default risk
The Project Owner may be subject to bankruptcy or other insolvency proceedings or other events which could result in the total loss of the investment.
These risks can be caused by a variety of factors including: changing macroeconomic circumstances, poor management, financing not suited to the business purpose, unsuccessful product launch, lack of cash flow.
Risk of loss of invested capital
If the project in which you invest is not successful, the investor could lose the amount invested, in whole or in part. Furthermore, even if a project becomes profitable, there is no guarantee that the initial investment will be returned or that the investor will receive a return on investment.
Duration risk
The investment time horizon is represented by the period of time necessary to implement the Project and maximize the value of the Project Owner. This time horizon cannot be defined a priori and it is likely that several years will have to pass before the investment can give a positive return to investors.
Risk of dilution
The Project Owner may, in the future, need to carry out further operations to raise financial resources through further capital increases. These operations could have dilutive effects on the shareholding subscribed by the investor at the time of the investment. furthermore, these operations could lead to a change in the corporate structure and/or the attribution of rights (sometimes even more privileged) to new shareholders.
Risk of lower or delayed returns
Your investment return may be lower than expected. There is also the risk that the Project Owner will not be able to remunerate the investment made by the investors