

TROCAMOTOR

MARKETPLACE TRANSACCIONAL

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MARKET MEASURES

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EXECUTIVE SUMMARY

Background. Descended from Spaniards and involved in the church with the Christian faith, the father of the founder, Partner I, along with two of his uncles had an idea and were the pioneers in the creation of financial consortia of vehicles in Sao Paulo, Brazil in the 60s, in 1964. Partner I serves as managing director. Understanding the opportunity, partner I made the initial investments in the company. Partner I's background is in financial market analysis and development and entrepreneurship.

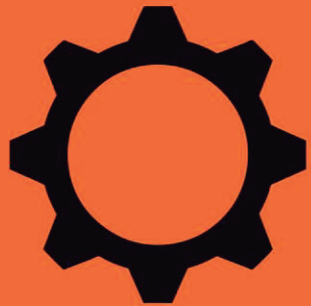
Needed Resources And Value

The company will finance this investment programmed to 2022 by obtaining required funds for expenses and prospective capital investment with financial or strategic investors in the order of BRL 1838 thousand at present value, paying off BRL 550 thousand in promotion and applying the balance in:

ITEM	YEAR 0	YEAR 1
	'12/31/2022'	'12/31/2023'
USES OF FUNDS		
PDC (Provision for Defaulting Clients)	-	0
Cash taxes on Revenue	18	2,755
Salaries	411	1,927
Related Social Taxes & Benefits	317	1,484
Marketing & Advertising	550	1,250
All Other SG&A	350	4,593
Cash Income Taxes	-	2,758
Change in Working Capital	(289)	(2,902)
Capital Expend. (Tang.) and Other Assets (Intang.)	271	1,339
Increase Capital Reserves	72	6,195
SOURCES OF FUNDS		
Required Investment	1,571	192
Revenue	130	19,206
SOURCES AND USES OF FUNDS	1,701	19,398

For the company to continue to normally operate a capital provision in the order of BRL 2.0 million for April of year 0 (2022) was assumed.

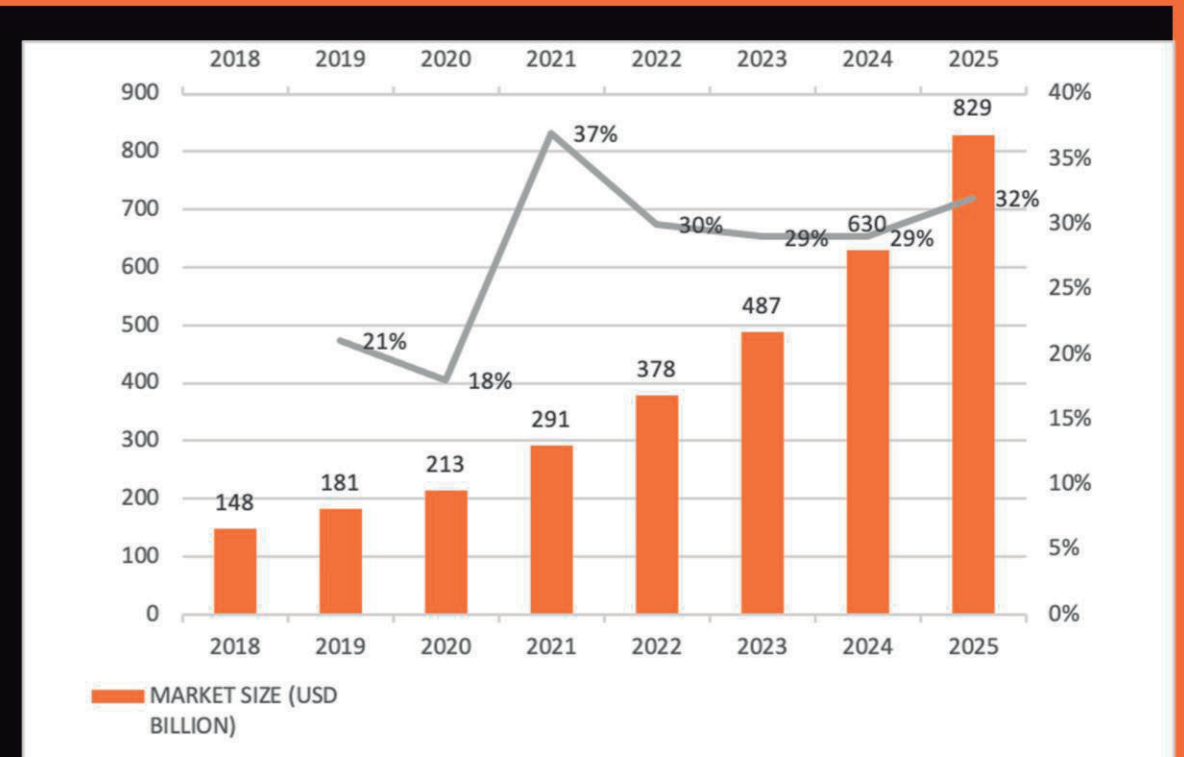
Of critical importance is to finance the negative peak of the cash exposure analysis during 2022 (Yr. 00). The new capital contribution has been considered as a survivorship bias for the company. This should be a priority for the company to continue to operate and for the successful implementation of this business plan.



Market movement not only applies to the leading markets, such as Brazil, Mexico and Argentina, which, despite having almost 70% of e-commerce penetration, are expected to grow around 30% a year through 2025.

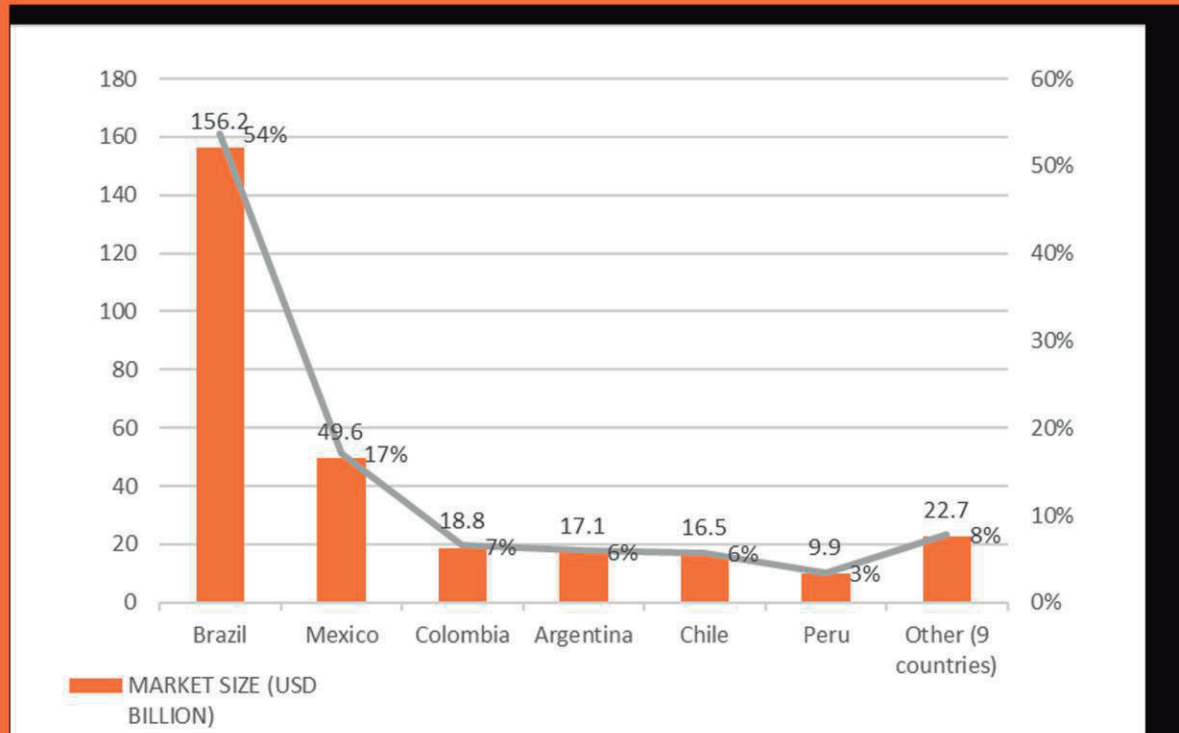


EXHIBIT III-2: E-COMMERCE: MARKET SIZE CHART, USD BILLION, LATIN AMERICA, 2018-25



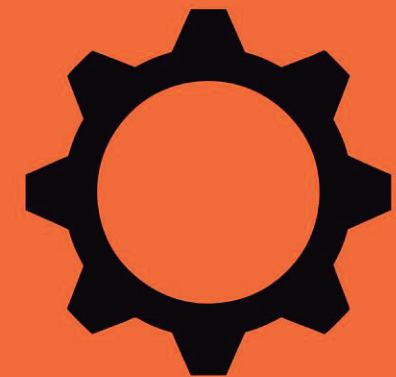
Source: Ebanx: BEYOND BORDERS STUDY, 2021-2022

EXHIBIT III-3: E-COMMERCE: MARKET BY COUNTRY CHART, USD BILLION, LATIN AMERICA, 2021



Source: Ebanx: BEYOND BORDERS STUDY, 2021-2022

PagBrasil, an online payment services provider, suggests that Brazil's ecommerce market continues to be one of the outstanding opportunities for online retailers in Latin America and the world.



ITEM	DATA
Area and Population	5th
Internet Market Globally	4th
Users	150 Million
Facebook Active Users	130 Million
Population access Internet, 2020	75%
Population using smartphones in 2015	47%
Population using smartphones in 2022	78%
Population using smartphones in 2026 projected	84%
Ecommerce websites globally	12 Million
Population purchasing online	49%
Online purchases of overall sales projection (2040)	95%
Population used phone shopping app once (1 yr),	79%
Population used phone shopping app made purchase (1yr), 2020	76%

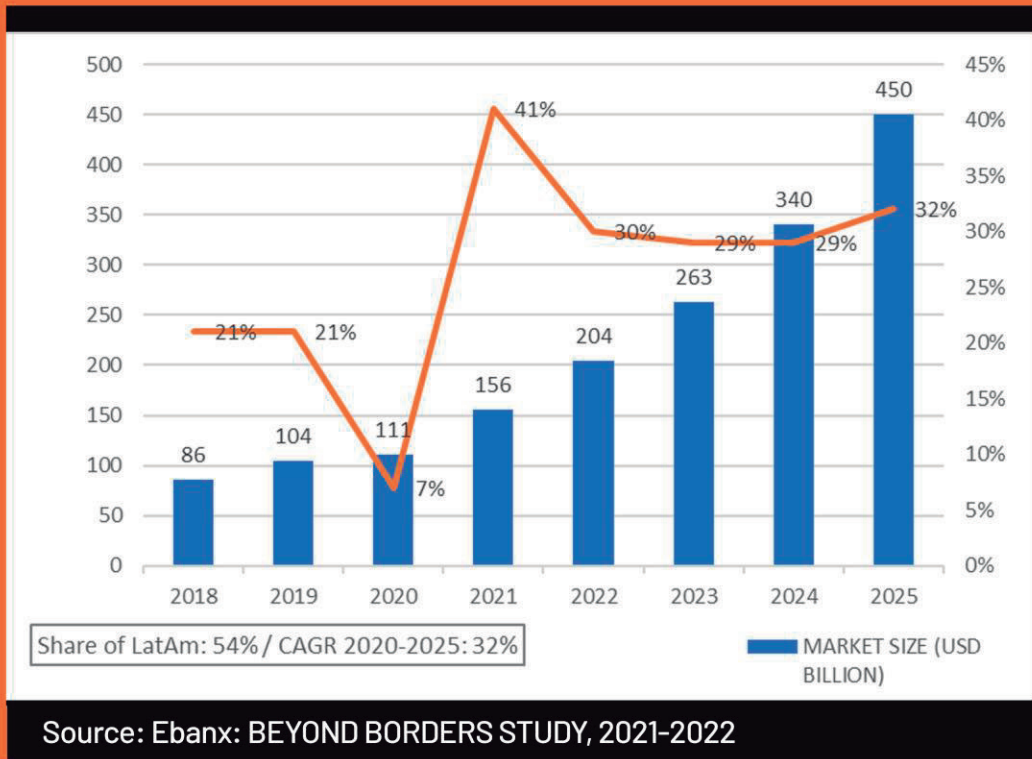
Source: (1.) PagBrasil: <https://www.pagbrasil.com/news/ecommerce-market-brazil/> ____

(2.) Statista: <https://www.statista.com/forecasts/625406/smartphone-user-penetration-in-brazil> ____

3.) Ebanx: <https://blog.ebanx.com/en/consumers-day-in-brazil-2021-e-commerce-shopping-dates/>

Local players are also building out their footprint in the online space. In Brazil, the retail behemoth Via, owner of Casas Bahia and Ponto, has been transitioning from an offline to an online company, now with 65% of its sales being online.

EXHIBIT III-5: E-COMMERCE: MARKET SIZE CHART, BRAZIL, 2018-25.



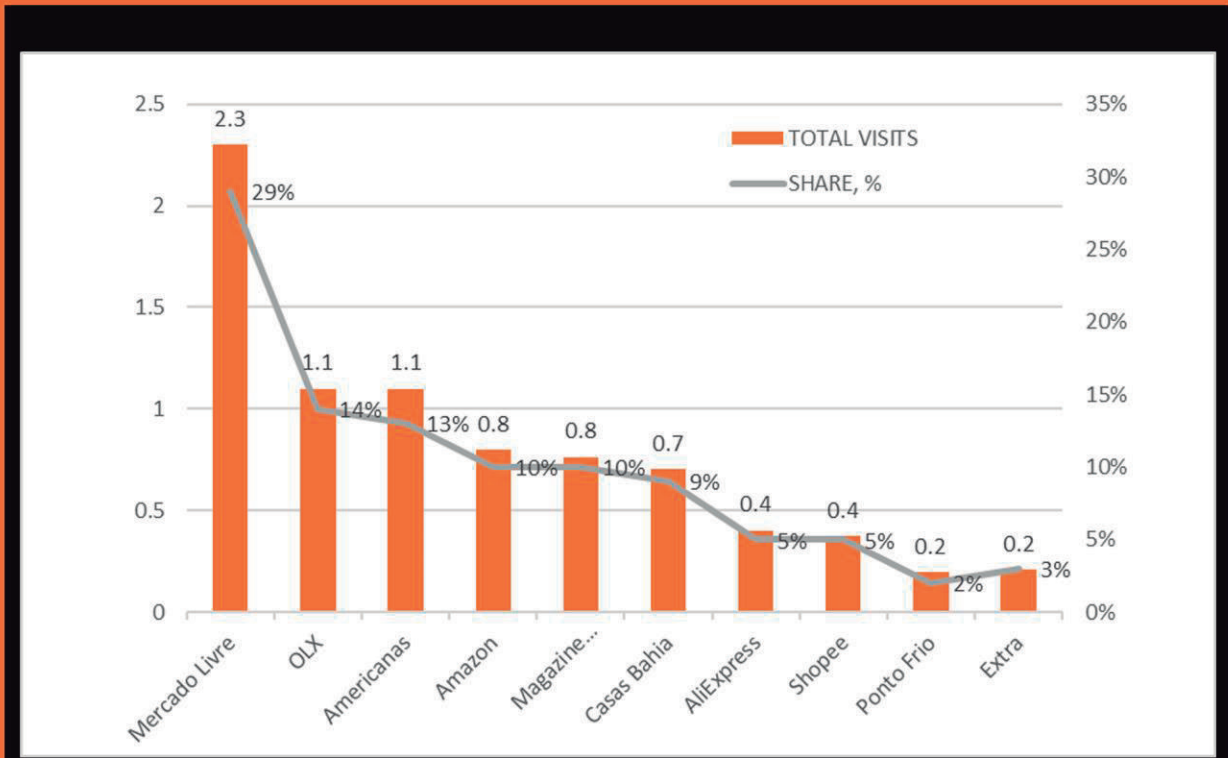
MARKETING APPROACH

EXHIBIT IV-1: PRODUCTS AND SERVICES CATEGORIES IN THE MARKETPLACE TROCAMOTOR

PRODUCTS AND SERVICES	PRODUTOS E SERVIÇOS
WHEELS (Bicycles, skateboards, skates, rentals)	RODAS (Bicicletas, skates, patins, locação)
VEHICLES (cars, motorcycles, trucks, buses, excavators, tractors, agricultural, infrastructure, construction, paving, leasing)	VEÍCULOS (carros, motos, caminhões, ônibus, escavadeiras, tratores, agrícolas, infraestrutura, construção civil, pavimentação, locação)
AUTO PARTS AND MOTORCYCLE PARTS	AUTOPEÇAS E MOTOPEÇAS
MARITIME (jet-skis, boats, inflatables, schooners, rental)	MARÍTIMO (jet-skis, barcos, infláveis, escunas, locação)
AERIAL (drones, airplanes, recreational)	AÉREO (drones, aviões, recreativo)
SPECIFIC (computer support in casters, chainsaws, pumps, motors, generators)	AVULSOS (suporte para computador em rodízios, serras elétricas, bombas, motores, geradores)
MACHINERY (industrial, small, fruit, other)	MÁQUINAS (industriais, de pequeno porte, frutas, outras)
KIDS (electric cars, handheld, pedal, baby cars)	INFANTIL (carros elétricos, carros de mão, de pedal, de bebê)
SERVICES (consortium, financing, insurance, automotive, leasing, others)	SERVIÇOS (de consórcio, financiamento, seguro, automotivos, locação, outros)

The transactional marketplace TROCAMOTOR stands out for the innovation of a transactional marketplace specializing in everything that involves engines and wheels. A technology company that offers e-commerce solutions so that people and companies can buy, sell, pay, advertise, and ship products through the internet.

EXHIBIT VI-2: E-COMMERCE: TOP 10 CHART, TOTAL VISITS, IN BILLION, BRAZIL, 2021



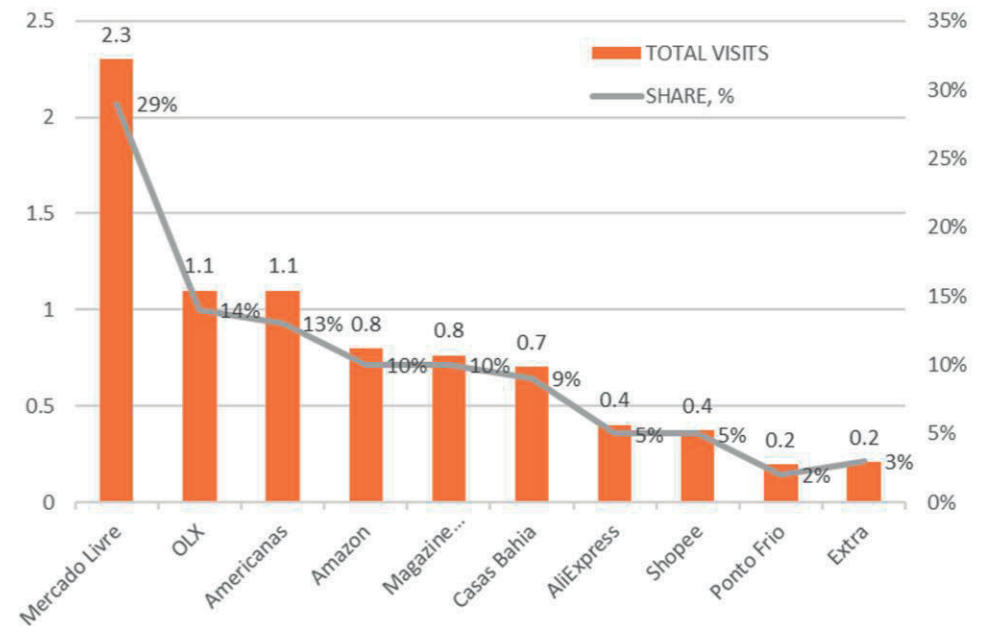
Source: Ebanx: BEYOND BORDERS STUDY, 2021-2022





As shown in the exhibit VIII-2 below, in 2022 (Yr. 0) a monthly unit sales growth of 150% was applied. This is conservative because it's significantly lower than the average growth of greenfield technology-oriented start-ups.

EXHIBIT VIII-2: REVENUE BREAKDOWN BY PRODUCT, 2004 - YR.0, USD 1000



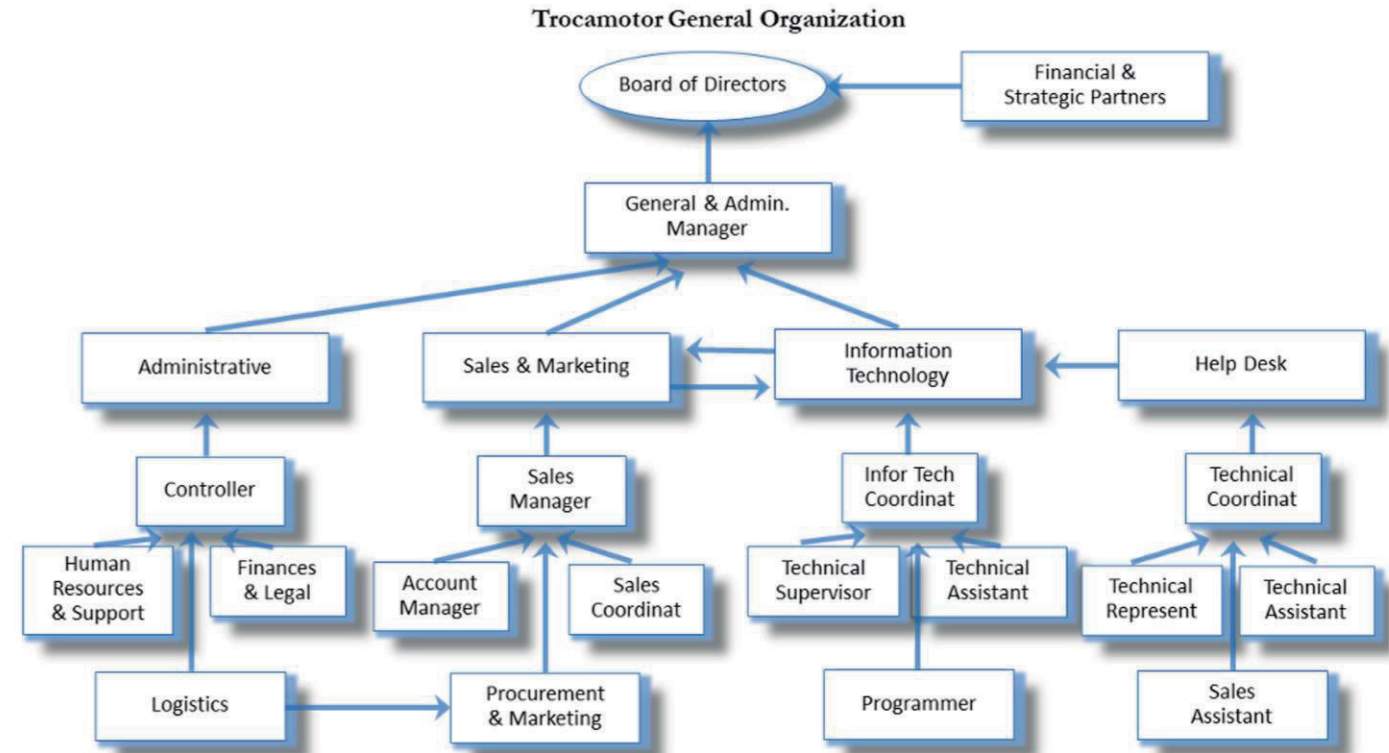
Source: Ebanx: BEYOND BORDERS STUDY, 2021-2022

PRODUCT LINE	YEAR 0 (2022)		YEAR 1 (2023)		YEAR 2 (2024)		YEAR 3 (2025)		YEAR 4		TOTAL	TOTAL
	UNITS	AMOUNT	UNITS	AMOUNT	UNITS	AMOUNT	UNITS	AMOUNT	UNITS	AMOUNT	UNITS	BRL\$
WHEELS	547	24	74,917	3,263	527,843	22,991	1,379,273	60,076	4,124,958	179,669	6,107,538	266,023
VEHICLES	419	57	57,657	8,166	406,346	57,547	1,061,797	150,371	3,175,492	449,712	4,701,711	665,854
MARITIME	125	24	18,618	3,812	131,248	26,884	342,955	70,250	685,910	140,499	1,178,856	241,469
AIR	71	16	11,231	2,855	79,202	20,149	206,957	52,649	413,913	105,298	711,373	180,966
OTHER	152	9	21,400	1,302	150,812	9,178	394,078	23,984	1,178,560	47,968	1,745,002	82,442
-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL	1,314	130	183,823	19,398	1,295,451	136,749	3,385,060	357,330	9,578,833	923,146	14,444,481	1,436,753
TOTAL BY PRO	1,314	130	183,823	19,398	1,295,451	136,749	3,385,060	357,330	9,578,833	923,146	14,444,481	1,436,753
VERIFY	TRUE	TRUE	TRUE	TRUE	TRUE	TRUE	TRUE	TRUE	TRUE	TRUE	TRUE	TRUE
WHEELS, GROWTH %	-	-	13596%	13630%	605%	605%	161%	161%	199%	199%	-	-
VEHICLES, GROWTH %	-	-	13661%	14103%	605%	605%	161%	161%	199%	199%	-	-
MARITIME, GROWTH %	-	-	14794%	15876%	605%	605%	161%	161%	100%	100%	-	-
AIR, GROWTH %	-	-	13979%	13979%	605%	605%	161%	161%	199%	100%	-	-
TOTAL	-	-	13890%	14826%	605%	605%	161%	161%	183%	158%	-	-

Source: Internal Department

ORGANIZATION AND HUMAN RESOURCES

The business plan provides for an organization of this structure and its related human resources to meet the requirements of the projected growth.



CAPITAL EXPENDITURES CONSIDERATIONS

The implementation strategy selected by the transactional marketplace TROCAMOTOR requires relatively little investment in fixed assets.

A considerable part of this burden comes from capital expenditures in the development of a native mobile application (TROCAMOTOR's transactional marketplace mobile app), and the platform's development for payments which is programmed to occur starting in 2022, and which nowadays is deemed to be a crucial investment for obtaining more users, traffic, and transactions.

EXHIBIT XI-1: INVESTMENTS AND CASH FLOW REQUIREMENTS FOR CAPEX IN ASSETS, BRL\$ 1000

ITEM	COST	UNIT	YR0, 2022	YR1, 2023	YR2, 2024	YR3, 2025	YR4, 2026
Increase in Headcount During Year	-	-	9.0	43.0	24.0	45.0	85.0
Software - App, Web (Operating)	-	-	200.0	1,000.0	5,000.0	20,000.0	50,000.0
Office Furniture	3.00	Per Person	27.0	129.0	72.0	135.0	510.0
Computers & Software	4.50	Per Person	40.5	193.5	108.0	202.5	765.0
Equipment	-	Fixed	-	-	-	-	-
Miscellaneous	-	Fixed	-	-	-	-	-
Other	5%	(of above)	3.4	16.1	9.0	16.9	63.8
TOTAL	-	-	271	1339	5189	20354	51339

Note: The item 'Other' was applied as a contingency margin for the above excl.

Software - App.

Source: Internal Department

The Internal Rate of Return (“IRR”) analysis was made to provide a measurement on how far the assumed WACC is from the rate where the net present value of free cash flow would equal zero (0). As shown in the Exhibit XIV-1 below, the IRR for the five-year (5-year) explicit forecast including the terminal value period, the total outstanding interest-bearing debt in 2022 (Yr. 0) assumed as BRL 0, and without computing the value of the enterprise is as high as 840.1%.

EXHIBIT XIV-1: INVESTOR IRR, XIRR, MIRR, PI, COC ANALYSIS, BRL\$ 1000

ITEM	AMOUNT	-	YEAR 0	YEAR 1	YEAR 2	YEAR 3	YEAR 4	TERMINAL PERIOD
	-	-	"12/31/2022"	12/31/2023	12/31/2024	12/31/2025	"12/31/2026"	-
DCF VALUE OF ENTERPRISE at DAY 1	2,031,186	-	-	-	-	-	-	-
Other Types of Existing Operating Investments (Ex.: Assets) at DAY 1	(1,838)	-	-	-	-	-	-	-
PV OF INTEREST BEARING DEBT at DAY 1	-	-	-	-	-	-	-	-
Other Investments at DAY 1	-	-	-	-	-	-	-	-
FCF & Investments at DAY 1	(1,838)	0	(1,499)	6,195	49,009	152,926	422,845	3,500,171
IRR (5 Year + Terminal Value Period)	NPV: 2029348	840.1%	(1,361)	4,945	34,396	94,362	229,394	1,669,451
Mid-year adjustment factor	-	1/0/1900	4/1/2022	6/30/2023	6/30/2024	6/30/2025	6/30/2026	6/30/2027
XIRR (5 Year + Terminal Value Period)	-	632.8%	-	-	-	-	-	-
PROFITABILITY INDEX (PI)	1,105.19	-	-	-	-	-	-	-
Modified internal rate of return (MIRR)	Assumed ROIC I = Rf (Risk Zero): 2%	400.7%	XIRR (-) MIRR = 232.1%	-	-	-	Assumed ROIC I = Rf (Risk Zero)	2%
Cash-on-Cash (CoC)	1105.2x	-	-	-	-	-	-	-

Note: 1.): IRR, MIRR (reinvestment of CF being 2%), and other analysis for the equity holders considering all the existing interest-bearing debt, other investments at day 1, and the CF by current investment in fixed assets. MIRR was adjusted to mid-year adjustment factor.

2.): XIRR returns the IRR for a schedule of cash flows that is not necessarily periodic. And, in this case it's based on the date schedule with the mid-year adjustment factor for the series of CFs. So, it's a more accurate approach than the IRR.

Source: Internal Department



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