



GROWTH  
PROSPECTUS

Trustshare  
of  
yeswetrust AG  
(a Swiss stock company)

16 August 2022

approved by the

**Financial Market Authority Liechtenstein**

## IMPORTANT NOTICE

The offered Tokens are highly speculative and involve a high degree of risk, including the risk of a total loss of all capital invested. The Potential Investors are expressly advised that an investment in the Tokens entails financial risk such as i) lack of a prior market for the Tokens and lack of the development of an active trading market and ii) the possible volatility of the Token price. Therefore, Potential Investors should carefully review the entire content of this Prospectus.

The offering and/or sale of Tokens as well as the distribution in certain jurisdictions is restricted by law. All persons reviewing this Prospectus are required by the Issuer to inform themselves about applicable laws and regulations and to observe all applicable restrictions.

This Prospectus does neither constitute an offer nor a solicitation to make an offer for or to purchase, subscribe or otherwise acquire Tokens in jurisdictions where such offer, solicitation, purchase, subscription or acquisition is unlawful. No broker, salesman or any other person has been authorized to give any information or to make any representation not contained in this Prospectus and, if given or made, such information or representation must not be relied upon as having been authorized by or on behalf of the Issuer.

The Tokens (**Trustshares**) have not been registered under the U.S. Securities Act of 1933, as amended (the **Securities Act**) or with any securities' regulatory authority of any State or other jurisdiction of the United States of America. The Tokens may not be offered, sold or delivered within the United States to, or for the account or benefit of U.S. Persons within the meaning of 17 C.F.R. § 240.1301(a)(30), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities law and the Tokens may be offered, sold or otherwise delivered at a time only to transferees that are Non-United States Persons (as defined by the U.S. Securities and Exchange Commission). **The Tokens have not been approved or disapproved by the United States Security and Exchange Commission (SEC) or any other securities commission or other regulatory authority in the United States of America, nor have the forgoing authorities passed upon or endorsed the merits of the offering of the Tokens or approved this Prospectus or confirmed the accuracy or determined the adequacy of the information contained in this Prospectus. Any representation to the contrary is a criminal offence in the United States of America.**

This Prospectus is not for release, publication, circulation and distribution, and the offering of Tokens is excluded, directly or indirectly, in or into the United States, Canada, China, Japan, Australia, North Korea, South Korea, Iran, Myanmar, Afghanistan, Angola, Aruba, Bangladesh, Belarus, Benin, Bhutan, Bolivia, Botswana, Brunei Darussalam, Burkina Faso, Bosnia, Burundi, Cambodia, Cameroon, Cape Verde, Central Africa republic, Chad, Comoros, Congo, Congo Democratic republic, Cuba, Cote d'Ivoire, Djibouti, Dominica, Ecuador, El Salvador, Equatorial Guinea, Eritrea, Ethiopia, Gabon, Gambia, Ghana, Guatemala, Guyana, Guinea, Guinea Bissau, Haiti, Honduras, Iraq, Jordan, Kenya, Kyrgyz Republic, Laos People's Republic, Lesotho, Liberia, Libya, Madagascar, Malawi, Malaysia, Mali, Mauritania, Micronesia, Moldova, Mongolia, Mozambique, Nauru, Nepal, New Caledonia, Nicaragua, Niger, Nigeria, Niue, Oman, Pakistan, Palestinian Areas, Papua New Guinea, Reunion, Rwanda, Samoa, Sao Tome and Principe, Senegal, Sierra Leone, Somalia, South Georgia, Sudan, Sri Lanka, Suriname, Syria, Swaziland, Tajikistan, Tanzania, Timor, Togo, Tonga, Tunisia, Turkmenistan, Uganda, Uzbekistan, Venezuela, Western Sahara, Yemen, Zambia, Zimbabwe or any jurisdiction into which the same would be unlawful. Furthermore, Tokens are not offered in any jurisdiction to minors as defined under Swiss law.

## TABLE OF CONTENT

PART I: SPECIFIC SUMMARY .....	7
1 INTRODUCTION.....	7
1.1 NAME AND IDENTIFICATION NUMBER OF THE SECURITIES .....	7
1.2 IDENTITY AND CONTACT DETAILS OF THE ISSUER .....	7
1.3 COMPETENT AUTHORITY FOR THIS PROSPECTUS .....	7
1.4 DATE OF APPROVAL.....	7
1.5 WARNINGS .....	7
2 KEY INFORMATION ON THE ISSUER .....	8
2.1 WHO IS THE ISSUER OF THE SECURITIES?.....	8
2.2 WHAT IS THE KEY FINANCIAL INFORMATION REGARDING THE ISSUER?8	
2.3 WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE ISSUER? .....	9
3 KEY INFORMATION ON THE SECURITY .....	9
3.1 WHAT ARE THE MAIN FEATURES OF THE SECURITIES? .....	9
3.2 WHERE WILL THE SECURITIES BE TRADED? .....	10
3.3 IS THERE A GUARANTEE ATTACHED TO THE SECURITIES?.....	10
3.4 WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE SECURITIES?10	
4 KEY INFORMATION ON THE PUBLIC OFFERING OF THE SECURITIES..	11
4.1 UNDER WHICH CONDITIONS AND TIMETABLE CAN I INVEST IN THIS SECURITY? .....	11
4.2 WHY IS THIS PROSPECTUS BEING PRODUCED?.....	12
4.3 WHO IS THE OFFEROR? .....	12
PART II: GENERAL INFORMATION ON THE ISSUER.....	13
1 RESPONSIBILITY, THIRD PARTY INFORMATION.....	13
1.1 RESPONSIBILITY .....	13
1.2 DECLARATION OF THE ISSUER.....	13
1.3 EXPERTS REPORTS.....	13

1.4	THIRD PARTY INFORMATION.....	13
1.5	STATEMENT OF THE ISSUER.....	13
2	STRATEGY, PERFORMANCE AND BUSINESS ENVIRONMENT .....	14
2.1	INFORMATION ABOUT THE ISSUER.....	14
2.2	BUSINESS OVERVIEW .....	14
2.3	ORGANISATIONAL STRUCTURE.....	16
2.4	INVESTMENTS .....	17
2.5	OPERATING AND FINANCIAL REVIEW .....	17
2.6	TREND INFORMATION .....	17
2.7	PROFIT ESTIMATES .....	18
3	RISK FACTORS.....	18
3.1	RISKS SPECIFIC TO THE ISSUER .....	18
4	CORPORATE GOVERNANCE .....	20
4.1	KEY FUNCTIONS .....	20
4.2	REMUNERATION AND BENEFITS.....	21
4.3	SHAREHOLDINGS AND STOCK OPTIONS.....	21
5	FINANCIAL INFORMATION / KEY PERFORMANCE INDICATORS .....	22
5.1	HISTORICAL FINANCIAL INFORMATION.....	22
5.2	INTERIM AND OTHER FINANCIAL INFORMATION .....	29
5.3	AUDITING OF ANNUAL FINANCIAL INFORMATION .....	30
5.4	KEY PERFORMANCE INDICATORS.....	30
5.5	SIGNIFICANT CHANGES IN THE ISSUER`S FINANCIAL POSITION .....	30
5.6	DIVIDEND POLICY .....	30
5.7	PRO FORMA FINANCIAL INFORMATION .....	30
6	SHAREHOLDER AND SECURITY HOLDER INFORMATION .....	31
6.1	MAJOR SHAREHOLDINGS .....	31
6.2	COURT AND ARBITRATION PROCEEDINGS.....	31

6.3	DISCLOSURE ON KEY PERSONS' CONFLICTS OF INTEREST .....	31
6.4	RELATED THIRD PARTY TRANSACTIONS .....	32
6.5	SHARE CAPITAL .....	32
6.6	ARTICLE OF ASSOCIATION .....	33
6.7	MATERIAL CONTRACTS.....	33
7	DOCUMENTS AND INFORMATION AVAILABLE .....	33
7.1	DECLARATION OF THE ISSUER.....	33
PART III: THE SECURITIES.....		35
1	RESPONSIBILITY, THIRD PARTIES .....	35
1.1	RESPONSIBILITY .....	35
1.2	DECLARATION .....	35
1.3	INFORMATION ON EXPERTS.....	35
1.4	THIRD PARTY INFORMATION.....	35
1.5	STATEMENT OF THE ISSUER.....	35
1.6	INTEREST OF PERSONS INVOLVED IN THIS OFFER.....	36
1.7	REASONS FOR THE OFFER .....	36
1.8	ADDITIONAL INFORMATION .....	36
2	WORKING CAPITAL STATEMENT AND STATEMENT OF CAPITALISATION AND INDEBTEDNESS.....	37
3	RISK FACTORS.....	37
4	TERMS AND CONDITIONS OF THE SECURITIES .....	39
4.1	INFORMATION CONCERNING THE OFFERED SECURITIES.....	39
5	DETAILS ON THE OFFER.....	47
5.1	TERMS AND CONDITIONS OF THE OFFER .....	47
5.2	PLAN OF DISTRIBUTION AND ALLOTMENT .....	50
5.3	ALLOTMENT INFORMATION .....	52
5.4	PRICING.....	52

5.5	PLACING AND UNDERWRITING .....	53
5.6	ADMISSION TO TRADING.....	53
5.7	SELLING SECURITIES HOLDERS.....	53
5.8	DILUTION.....	53
6	ADDITIONAL INFORMATION.....	53
6.1	COUNTRIES OF THE PUBLIC OFFERING .....	53
6.2	ADDITIONAL DOCUMENTATION.....	54
7	FINAL PROVISIONS.....	55
7.1	DEFINITIONS.....	55
7.2	JURISDICTION.....	56
8	RESPONSIBILITY STATEMENT .....	56

# PART I: SPECIFIC SUMMARY

## 1 INTRODUCTION

This summary is to be understood as a summary only. More detailed information can be found in Part II et seq. of the Prospectus. Any decision to invest in the Issuer and to acquire the Token must be based on the entire Prospectus. The Tokens and Offering are subject to Swiss law and exclusive place of jurisdiction is the place of the Issuer's seat (currently Baar, Switzerland) unless the investor is a private investor.

### 1.1 NAME AND IDENTIFICATION NUMBER OF THE SECURITIES

Trustshare; ISIN: CH1202288630.

### 1.2 IDENTITY AND CONTACT DETAILS OF THE ISSUER

yeswetrust AG, Haldenstrasse 5, CH-6340 Baar; CHE-177.425.984; LEI: 894500JPCUDPX-ZORYL16; Phone: +41 79 535 93 05; E-Mail: [info@yeswetrust.com](mailto:info@yeswetrust.com).

### 1.3 COMPETENT AUTHORITY FOR THIS PROSPECTUS

Financial Market Authority Liechtenstein, Landstrasse 109, LI-9490 Vaduz.

### 1.4 DATE OF APPROVAL

This prospectus was approved by the Financial Market Authority Liechtenstein on 19 August 2022.

### 1.5 WARNINGS

#### 1.5.1 STATEMENTS BY THE ISSUER

The Issuer states with regard to the following:

- (a) the summary should be read as an introduction to the EEA Growth prospectus and any decision to invest in the securities should be based on a consideration of the EEA Growth prospectus as a whole by the investor;
- (b) the investor could lose all or part of the invested capital;
- (c) where a claim relating to the information contained in an EEA Growth prospectus is brought before a court, the plaintiff investor may, under the national law of the Member States, have to bear the costs of translating the EEA Growth prospectus before the legal proceedings are initiated;

- (d) the fact that civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of the EEA Growth prospectus when considering whether to invest in such securities.

## 2 KEY INFORMATION ON THE ISSUER

### 2.1 WHO IS THE ISSUER OF THE SECURITIES?

yeswetrust AG with registered office at Haldenstrasse 5, CH-6340 Baar.

#### 2.1.1 INFORMATION ABOUT THE ISSUER

- (a) The Issuer is a stock company (*Aktiengesellschaft*) incorporated under Swiss law;
- (b) the principal purpose of the Issuer is the development and operation of innovative applications and platforms based, among other things, on blockchain technology; foundation, promotion and financing of start-ups; construction, management and sale of real estate in Switzerland and abroad;
- (c) the Issuer is a subsidiary of its founder yeswetrust holding ag, Haldenstasse 5, CH-6340 Baar, which currently holds 91.20824% (7,296,659) of the shares in the Issuer (the only shareholding exceeding the 5% limit). Stefan Kanalga holds 100% (1,000) of the shares in the founder yeswetrust holding ag;
- (d) Stefan Kanalga, Im Geerig 13, CH-5507 Mellingen is sole director and CEO.

### 2.2 WHAT IS THE KEY FINANCIAL INFORMATION REGARDING THE ISSUER?

#### Income statement

	2021	2020	2019
Total revenue	-229'070	-161'607	-140'708
Operating profit/loss	-220'939	-161'524	-140'012
Net profit or loss	-229'070	-161'607	-140'708

#### Balance Sheet

	2021	2020	2019
Total assets	854'173	209'556	173'463
Total equity	340'202	201'765	164'702



#### Cash flow statement

	2021	2020	2019
Relevant net Cash flows from operating activities	1'028	592	198

## 2.3 WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE ISSUER?

The following risks may have a negative impact on the Issuer's financial situation and lead to a partial or complete loss of the invested capital:

### **Risks related to the issuer's financial situation**

Absence of audit: The requirements for an ordinary audit (Art. 727 OR) are not met and the limited audit (*eingeschränkte Revision*) was waived. The absence of an audit increases the risk that breaches of the law cannot be identified and prevented in time or legal developments are not acknowledged and faced appropriately.

Liquidity / insolvency risk: Liquidity is the ability to always meet existing payment obligations on time. Should the Issuer's business model prove to be unsustainable and not enough income is generated, this might lead to a lack of liquidity and even insolvency.

### **Risks related to the issuer's business activities and industry**

Short operating history: The Issuer was incorporated on 29 August 2018. There are uncertainties as to whether the planned investments and business prospective will be achieved.

Business environment: Environmental protection, sustainability and healthy lifestyle have become important topics in recent years. This field of business is highly competitive.

Risks from external events: The occurrence of a significant extraordinary external event (hacking attacks, war, etc.) may have a material adverse effect on the financial results of the Issuer.

### **Environmental, social and governance risks**

Sustainability risk: Sustainability aspects (ESG) may have a negative impact on the rentability of a business decision. It may be, that more lucrative business decisions will not be pursued due to sustainability aspects. Sustainability aspects may be inter alia environmental, ecological, social and employment concerns, respect for human rights or fight against corruption and/or business conductive aspects as well as exogenous or business specific concerns.

## 3 KEY INFORMATION ON THE SECURITY

### 3.1 WHAT ARE THE MAIN FEATURES OF THE SECURITIES?

The offered Trustshare is a security in the form of a registered participation certificate pursuant to Art. 656a et seq. OR issued as tokenized ledger-based securities (**Tokens**) pursuant to Art. 973d et seq. OR. The Token is based on this Prospectus, the Registration Agreement as well as the terms and conditions of the Token Purchase Agreement, both between the Tokenholder

and the Issuer. The Token represents a non-voting share in the Issuer with the right to receive dividends and participate in liquidation proceeds. However, reverted to the existing shares with voting rights in the Issuer since its founding no dividends have been paid out. Therefore, this may apply as well to the Trustshare and there can be no assurance that dividends will be paid out in the future. The distribution of dividends is at the only discretion of the board of directors of the Issuer as well as the currency thereof. For the issuance, an authorized participation capital in the amount of a maximum of CHF 24,000.00 was created, divided into a maximum of 1,920,000 participation certificates at a nominal value of CHF 0.0125 each. The Issue Price is CHF 12.50 per Token ("**Issue Price**"). In case of insolvency the Trustshare investors as having a tokenized share with no voting rights have the same rank as the existing shareholders (last rank). This changes in case a Trustshare investors is at the same time creditor. He will then be qualified as creditor according to the ranks 1-3 and be satisfied together with the other creditors according to the applicable laws first. The offered Trustshare is a financial product that promotes environmental characteristics within the meaning of Art. 8 of the Regulation (EU) 2019/2088 of the European Parliament and of the Council and Art. 6 of the Regulation (EU) 2020/852 of the European Parliament and of the Council on the establishment of a framework to facilitate sustainable investment. Accordingly, certain specific legal requirements regarding the Issuer's business model, areas and practices have to be fulfilled with respect to sustainability aspects (i.e. environmental, ecological, social and employment concerns, respect for human rights or fight against corruption and/or business conductive aspects as well as exogenous or business specific concerns).

### 3.2 WHERE WILL THE SECURITIES BE TRADED?

The securities will first only be traded privately. However, aim at a later stage is the listing on an exchange (not ordinary stock exchange) not yet defined and the OTC tradability.

### 3.3 IS THERE A GUARANTEE ATTACHED TO THE SECURITIES?

There is no guarantee attached to the securities.

### 3.4 WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE SECURITIES?

The following risks may have a negative impact on the Issuer's financial situation and lead to a partial or complete loss of the invested capital:

#### **Risks related to the nature of the securities**

Risks in relation to the Token (Legal & Regulatory Risks): Changes in applicable laws and regulations may be implemented and enter into force without warning and with immediate or even retrospective effect and affect the legal nature or treatment of the Token.

## **Risks related to the offer to the public**

Risks related to the Offering interface: The Offering interface itself is a blockchain-based application which is licensed to the Issuer. Even though the Issuer has used best efforts in assessing the reliability of the interface, there remain risks of malfunctioning, bugs, errors, etc. resulting inter alia in a late or wrong allocation of Tokens in relation to made investments.

Operational risk: Adverse effects may arise from human error, flawed management processes, natural and other disasters, technology failure and changes in the external environment.

Offer related risks: The Issuer sells Tokens to Potential Investors to raise proceeds that enable the Issuer to expand its products and services and initiate the development of new products and services related to its business. There is no assurance that the Tokens offered in the Offering will be sold as intended by the Issuer.

Hacking risk: In the recent years the number of cyber-attacks on offerings, especially (security) token offerings, has substantially increased. It cannot be excluded that the Offering platform is hacked before, during or after the Offering.

Risks from key personnel: If the Issuer fails in retaining qualified personnel and qualified technology partners, this may have a negative impact on the Issuer's and Investor's financial situation.

Legal and regulatory risks: Legal risks include the regulatory risks, dangers of a lack of enforceability of contractual or statutory claims and the costs associated with legal disputes, as well as risks of changes in the law. Due to the cross-border investment activities of the Issuer, the legal risks are not limited to changes in Swiss law, but also to changes in the European law or law to which foreign investors may be subject.

## **4 KEY INFORMATION ON THE PUBLIC OFFERING OF THE SECURITIES**

### **4.1 UNDER WHICH CONDITIONS AND TIMETABLE CAN I INVEST IN THIS SECURITY?**

The Issue Price is CHF 12.50 per Token and due in full immediately. The minimum investment amount per Potential Investor is CHF 500.00 (or the equivalent in another currency of Accepted Assets), the maximum investment amount per Potential Investor is CHF 10,000,000.00 (or the equivalent in another currency of Accepted Assets). For the calculation of the number of Tokens issued to the respective Potential Investor in case of a payment not in CHF, the Issuer applies the exchange rate (into CHF) at the time the transaction is conducted by the Potential Investor. The payments can, but do not have to, be converted into Swiss Francs via a third-party broker at the sole discretion of the Issuer. The Potential Investor bears any investor-side fees for the transaction such as gas-fees for an investment via crypto currencies or other transaction fees. The Issuer will settle the transaction via the platform [www.inapay.ch](http://www.inapay.ch). The Issuer is free to grant discounts on the Issue Price to certain Potential Investors as the

Issuer deems fit, for example based on an investor's investment amount. A dilution of the existing interests is currently not expected. However, the Issuer reserves the right to undertake further offerings similar or equal to this one in the future. A maximum of 1,440,000 Tokens will be issued in this Offering. The Issuer has the discretion to raise or reduce the maximum number of Tokens during the Offering Period. Every Potential Investor will be subject to an anti-money laundering (**AML**) and know your customer (**KYC**) procedure. The Tokens may be purchased via the Issuer's website [www.yeswetrust.com/trustshare](http://www.yeswetrust.com/trustshare) or the Application within six months after the start of the Offering Period. If the 1,440,000 Tokens will be sold within a shorter period than the foreseen Offer Period of six months the Offering Period will end earlier. The Tokens will, if lawful and possible, be distributed within three months after the closing of the Offering Period. Swiss law is applicable to the Tokens, the exclusive jurisdiction is the domicile of the Issuer (currently CH-Baar) unless the investor is a private investor. The Tokens will be simultaneous publicly offered in several countries of the EEA as well. The estimated proceeds are CHF 18,000,000.00 from the Public Offering. The raised capital will then be invested in accordance with Art. 2 of the Articles of Association. The general costs of the Public Offering will be estimated at CHF 126,000.00. However, the Potential Investor will not bear any of the issuing costs at all. They will totally be borne by the Investor. The Potential Investor will only have to bear the approximately CHF 50.00 for the KYC procedure and its own transaction costs.

## 4.2 WHY IS THIS PROSPECTUS BEING PRODUCED?

This prospectus was produced to raise new capital to forward the business prospective and objectives of the Issuer and to offer participations to potential new investors. The estimated proceeds of CHF 18,000,000.00 of the Public Offering will therefore be used in accordance with Art. 2 of the Articles of Association. However, the Offering is not subject to an underwriting agreement on a firm commitment basis. Conflicts of interests pertaining to the public offer are currently not indicated as all parties concerned are interested in the success of the Offering for different reasons.

## 4.3 WHO IS THE OFFEROR?

The Issuer is as well Offeror. No third party is respectively involved.

## PART II: GENERAL INFORMATION ON THE ISSUER

### 1 RESPONSIBILITY, THIRD PARTY INFORMATION

#### 1.1 RESPONSIBILITY

The Issuer yeswetrust AG with registered seat at Haldenstrasse 5, CH-6340 Baar, is responsible for the information and content of this registration document.

#### 1.2 DECLARATION OF THE ISSUER

The Issuer declares that to the best of its knowledge, the information contained in this registration document is in accordance with the facts and that it makes no omission likely to affect its import.

#### 1.3 EXPERTS REPORTS

No statement or report attributed to a person as an expert is contained in this document.

#### 1.4 THIRD PARTY INFORMATION

No information in this registration document have been sourced from third parties.

#### 1.5 STATEMENT OF THE ISSUER

The Issuer states that:

- (a) this prospectus has been approved by the Financial Markets Authority Liechtenstein for the EEA as competent authority under Regulation (EU) 2017/1129;
- (b) the Financial Markets Authority Liechtenstein only approves this prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129;
- (c) such approval should not be considered as an endorsement of the issuer that is the subject of this prospectus;
- (d) the prospectus has been drawn up as part of an EEA Growth prospectus in accordance with Article 15 of Regulation (EU) 2017/1129.

## 2 STRATEGY, PERFORMANCE AND BUSINESS ENVIRONMENT

### 2.1 INFORMATION ABOUT THE ISSUER

- a) Issuer is yeswetrust AG;
- b) the Issuer was registered with the Commercial Registry (**RC**) of the Canton of Zug (Swiss registry of commerce ID CHE-177.425.984), LEI: 894500JPCUDPXZORYL16;
- c) the Issuer was incorporated on 29 August 2018 for an unlimited duration;
- d) the Issuer is a private stock company (*Aktiengesellschaft*) under Swiss law in accordance with Art. 620 et seq. OR domiciled at Haldenstrasse 5, CH-6340 Baar; Phone +41 79 535 93 05; homepage: <https://www.yeswetrust.com/>

**Please note that the information on the website do not form part of the prospectus unless that information is incorporated by reference into the prospectus.**

#### 2.1.1 MATERIAL INTERIM CHANGES

The board of directors was authorized by the extraordinary general meeting through the amendment of Art. 3a of the Articles of Association on 1 March 2022 to increase the participation capital within a period of up to two years to the amount of a maximum of CHF 24,000.00.

As the authorized capital increase has only been resolved and not yet implemented as of the date of this Prospectus, no additional financial information can yet be provided.

#### 2.1.2 DESCRIPTION OF THE EXPECTED FINANCIAL ACTIVITIES

The estimated proceeds are CHF 18,000,000.00 from the Public Offering. The funds from the Offering are expected to be allocated to the following uses:

approximately 10% start-up funding with venture capital; approximately 10% for engagement with non-profit organizations; approximately 5% for engagement with the environment; approximately 25% for marketing and community growth; approximately 2% for blockchain development; approximately 5% for Application development; approximately 10% for human resources and cultural design; approximately 2% for the first trustpoint (see Part II section 2.2.2 below, expected to be in Thailand); approximately 5% for the second trustpoint (expected to be in Brazil or Switzerland); and approximately 25% as a strategic reserve and to cover costs associated with the Offering.

## 2.2 BUSINESS OVERVIEW

### 2.2.1 STRATEGY AND OBJECTIVES

The principal purpose of the Issuer, as set out in Art. 2 of its Articles of Association, is the development and operation of innovative applications and platforms based, among other things, on blockchain technology. The Issuer's Application has been developed with the aim

of promoting a sustainable and healthy lifestyle for users. Various in-Application features were implemented that support and guide its users towards more sustainable consumer choices. Besides, the Issuer not only runs a store with sustainable products. It also pursues other goals which include foundation, promotion and financing of start-ups, projects, and other investments in the field of environment and sustainability and which are aligned with the United Nations Sustainable Development Goals, its Targets and Indicators (**UN SDG Targets**). Non-profit organizations will be facilitated to support not tackled UN SDG Targets or those that are in a higher demand for business actions.

The Issuer also sets itself apart from its competitors with the planned creation of trustpoints (see Part II section 2.2.2. below). Furthermore, the business aims at construction, management and sale of real estate in Switzerland and abroad; planning and organization of events; sale of merchandising and products. The complete description of the purpose is described in the Issuer's Articles of Association.

The business in the areas of blockchain is relatively new and not in its entirety regulated. It is therefore linked with certain uncertainties including but not limited to impacts caused by future changes in law or the regulatory environment. Please refer also to the section regarding the business and sustainability linked risks.

## 2.2.2 PRINCIPAL BUSINESS ACTIVITIES

The Issuer has developed a lifestyle mobile Application that helps its members to discover their life-purpose, interact with other likeminded people, launch their lifestyle devoted project, and create positive impact for all people and the environment. The Application is already available in the Appstore and the Playstore, to cover the needs of the growing community and counts over 35,000 downloads. The Application has free functions as well as the possibility of activating further paid services. The abstract goal of the Application is to create a healthy and sustainable economy and humanity and to change the environment in a positive manner.

The content respectively the structure of the Application is split into the following parts: Conscious Creating, Heartbased Community, and Transformative Tech. Those sections contain different tools and an infrastructure to cover the full band which is needed to create a working and sustainable community. The section "Conscious Creating" targets one's lifestyle and pushes self-preservation measures such as meditation, breathing exercises, water level control and self-motivation. The "Heartbased Community" section allows the users to connect and interact with like-minded individuals. The "Transformative Tech" section offers a wallet. The financial resources that are to be used to achieve the goal are derived from several sources of income. First, as stated above, paid memberships for the Application are offered. Secondly, the store area of the Application will generate a fee from all providers of products in the event of a sale via the Application. Thirdly, the Issuer organizes workshops, events, retreats and corporate products.

The allocation of funds is also structured and divided into specific areas. As a first area, the funds are to be used to finance trustpoints. The trustpoints are crypto experience resorts, including co-working offices with a wide range of offerings. The trustpoints serve members and

anyone else as a contact point for renting office spaces, meeting rooms, a meeting place for like-minded people and a recreational oasis. They are planned to be equipped with a necessary set of products for co-working spaces when met environmental and feasibility criteria. There is a fee for use and the cost is reduced for yeswetrust members. Supported start-ups also can use such trustpoints for the development of their project at a lower price or free of charge. Currently, the first trustpoint is planned to be built in Thailand. The second area concerns start-up financing. A percentage of revenue is to be reinvested in start-ups. Start-ups will be given the opportunity to pitch a project to a yeswetrust committee and receive mental, financial and know-how support. This start-up funding is intended to increase the abstract goal by motivating like-minded individuals and spurring individuals to tackle their skills and talents without a monetary hurdle. In addition to the trustpoints, investments in real estate are to be made in general. A further percentage of the funds is to be invested in charitable organizations (predominantly NGOs and foundations). It is pointed out that currently no investment projects have been established. The Issuer has not acquired any real estate in Baar or Switzerland and has no direct ownership of any other real estate abroad. However, the Issuer holds interests in the Thai company Wisdom Beach Koh Phangan Co., Ltd (see above) which is the owner of a real estate in Thailand. The Issuer is the officially registered tenant of the Thai company's real estate. Furthermore, the issuer has not started or completed any research and development projects in relation to the created Application (see above) during the last three financial years. Additionally, the next projects are not envisaged yet and inter alia dependent from the capital raised by the issuance of the Trustshare.

### 2.2.3 PRINCIPAL MARKETS

With respect to the main activities please refer to Part II section 2.2.2. above and Art. 2 of the Articles of Association. The principle markets will be the further development and promotion of the APP, its contents and the related software, venture capital and real estate.

The Trustshare will geographically be marketed pursuant to the section "Countries of the Public Offering" below.

## 2.3 ORGANISATIONAL STRUCTURE

### 2.3.1 GROUP STRUCTURE

The Issuer is a subsidiary of the founder yeswetrust holding ag, Haldenstasse 5, CH-6340 Baar (pure financing company), which currently holds 91.20824% (7,296,659) of the shares in the Issuer (the only shareholding exceeding the 5% limit). Stefan Kanalga holds 100% (1,000) of the shares in the founder yeswetrust holding ag. There are no rules/regulations how many shares the holding company must or can hold.

The Issuer holds shares in a Thai entity, the Wisdom Beach Koh Phangan Co. Ltd. The Issuer holds 9,800 out of 20,000 shares (49%) in this entity.



Furthermore, the Issuer holds 1,000 shares (1%) in DSENT AG and DSENT AG holds 8,000 shares (1%) in the Issuer (cross-shareholding).

No other group structures exist. However, the Issuer may establish subsidiaries at its sole discretion.

### 2.3.2 DEPENDANCY

Following 2.3.1 above, the Issuer is a dependent subsidiary of yeswetrust holding ag.

## 2.4 INVESTMENTS

### 2.4.1 PAST INVESTMENTS

Investments in other companies: The Issuer holds 1,000 shares (1%) of DSENT AG since Mai 2021 with a current value of approx. 150,000.00 CHF.

Furthermore, the Issuer holds 9,800 out of 20,000 shares (49%) in Wisdom Beach Koh Phangan Co., Ltd with a current value of approx. 200,000.00 CHF.

Application development: From 2019 on, the Issuer has invested CHF 219,670.00 in the development of the Application up to the date of this Prospectus.

Token and STO-Platform: The Issuer has invested approximately CHF 100'000.00 in the development of the Token-economics, Token-structure and the integration of Tokengate in the Issuer's Application.

### 2.4.2 CURRENT OR ALREADY APPROVED INVESTMENTS

Besides, there do not exist any current or already approved investments.

## 2.5 OPERATING AND FINANCIAL REVIEW

As the Issuer is considered as SME this section is not applicable to the Issuer.

## 2.6 TREND INFORMATION

### 2.6.1 DESCRIPTION OF THE MOST SIGNIFICANT RECENT TRENDS

The Issuer has been able to steadily increase its user base and paid memberships since the Application went online. The Issuer has already been able to organize workshops, events and retreats. The net proceeds from sales of goods and services have also slightly increased over the last years. The first trustpoint is planned to be established in Thailand.

Nevertheless, the income generated in recent years is low compared to the expenses already incurred. The Issuer must continue to develop over the next few years and earnings are not expected to improve in the short term.

All statements on the business outlook are subject to uncertainties and are made to the best of the Issuer's knowledge and belief.

## 2.7 PROFIT ESTIMATES

### 2.7.1 PAST ESTIMATE

The Issuer has not published any profit forecast or estimate in the past up to now.

### 2.7.2 PROFIT FORECAST OR ESTIMATE

The Issuer does not publish any concrete profit estimate or forecast.

### 2.7.3 STATEMENT OF THE ISSUER

The Issuer states that following several uncertainties with respect of the Issuer's business prospective and objectives and the current market situation (Covid 19, war in the Ukraine and prospected financial consequences thereof) a concrete profit estimate or forecast is not appropriate or possible.

## 3 RISK FACTORS

The following risks may have a negative impact on the Issuer's future performance and lead to a partial or complete loss of the invested capital:

### 3.1 RISKS SPECIFIC TO THE ISSUER

#### **Risks related to the issuer's financial situation**

Absence of audit: The requirements for an ordinary audit (Art. 727 OR) are not met. By declaration dated 29 August 2018, the limited audit (*eingeschränkte Revision*) was waived. The absence of a limited or ordinary audit increases the risk that breaches of the law cannot be identified and prevented in time. There is also the risk that legal developments are acknowledged too late or insufficiently and that experience in dealing with new accounting issues is lacking. In addition, the implementation of a dual control principle is often not practicable, increasing the risk of undetected errors and asset misappropriation.

Liquidity / insolvency risk: Liquidity is the ability to always meet its existing payment obligations on time. Should the Issuer's business model prove to be unsustainable and/or not enough income is generated, this might lead to a lack of liquidity and even insolvency and as a result total loss of the invested funds.

## **Risks related to the issuer's business activities and industry**

Short operation history: The Issuer was incorporated on 29 August 2018. The Issuer plans to invest in its Application, trustpoints for physical meetings and co-working spaces, real estate, and charity projects. In addition, there are also uncertainties as to whether the membership figures for the Application can be continuously increased. The Issuer is and will be subject to all of the business risks and uncertainties associated with any new business, including the risk that the Issuer will not achieve the planned business activity and that the value of Tokens could decline substantially.

Business environment: Environmental protection, sustainability, and healthy lifestyle have become important topics in recent years. This was expressed, for example, in the climate strikes that took place in Switzerland and in many other countries. Therefore, many applications have been developed with the aim of promoting a sustainable and healthy lifestyle for users. Examples of applications with similar purposes and business ideas include Headspace, Mindvalley, Calm, Happycow, Sweatcoin and Stepn. Because the Issuer is active in various business areas and the market is currently hardly manageable, this is not a comprehensive or conclusive list.

The Issuer pursues foundation, promotion and financing of start-ups, projects, in-Application products and other investments in the field of environment and sustainability, for example projects that improve or are of benefit to the environment and aligned with United Nations Sustainable Development Targets. The Issuer also sets itself apart from its competitors with the planned creation of trustpoints. However, it is currently uncertain whether the Issuer will be able to successfully implement all planned business activities. In addition, it is also not excluded that a similar application already exists or is created, which is in strong competition with the Issuer. These risks may have a negative impact on the net assets, financial position, and results of operations of the Issuer and may thus lead to the partial or complete loss of the investment amount for the Potential Investors.

Risks from external events: The occurrence of a significant extraordinary external event (hacking attacks, war or other events of similar magnitude) may have a material adverse effect on the financial position and operational results of the Issuer.

Reputation risk: There is a risk that negative publicity about the Issuer's business conduct and business relations of the Issuer, whether accurate or not, could have a material adverse effect on confidence in the integrity of the Issuer. Reputational risk includes, above all, a loss of image of the Issuer in the eyes of the public, business partners, and customers of the Issuer. Reputational risks thus affect specific actions and reactions of the Issuer's stakeholders and may lead to losses in Token value. If reputational risks were to materialize, this would have a negative impact on the Issuer's net assets, financial position, and results of operations. For Potential Investors, this may lead to a partial or complete loss of the investment sum.

## **Environmental, social and governance risks**

Strategic risks: The Issuer's board of directors, management, employees and other key personnel may make strategic errors. These include investment and event risks relating to erroneous strategic decisions associated with all business areas of the Issuer. This can lead to a partial or complete loss of the investment sum for the Potential Investors.

No decision-making powers of the Tokenholders: Tokens and the associated participation certificates confer no governance rights of any kind with respect to the Issuer. All decisions involving the Issuer will be made by the Issuer at its sole discretion, including, but not limited to, decisions to adjust the planned business activity, to create and sell more Tokens, or to sell or liquidate the entity. These decisions could adversely affect the Tokens of the Tokenholders. The Issuer will have sole discretion over the use of capital received from the sale of Tokens to pursue the planned business activity. The success of the Issuer will depend in part on the skill and expertise of the personnel of the Issuer. The Tokenholders will be relying on Issuer's and its board of directors, management, and employees' skills. The Tokenholders will not make decisions with respect to the use of the capital received in the Token sale.

Sustainability risk: The Issuer is guided by the ESG standards. ESG aspects may have a negative impact on the rentability of a business decision. It may be, that more lucrative business decisions will not be pursued due to sustainability aspects. Sustainability aspects may be inter alia environmental, ecological, social and employment concerns, respect for human rights or fight against corruption and/or business conductive aspects as well as exogenous or business specific concerns.

## **4 CORPORATE GOVERNANCE**

### **4.1 KEY FUNCTIONS**

#### **4.1.1 FUNCTION AND ACTIVITIES**

##### **4.1.1.1 MR. STEFAN KANALGA:**

- director and chief executive officer of the Issuer. He is active in all areas of the Issuer;
- a member of the board of directors and managing director of yeswetrust holding ag (the founder of yeswetrust AG);
- managing director of the Wisdom Beach Koh Phangan Co. Ltd.

Besides, Mr. Kanalga has no other functions or activities with or outside the Issuer.

##### **4.1.1.2 FOUNDER OF THE ISSUER:**

yeswetrust holding ag, Haldenstrasse 5, CH-6340 Baar;

#### 4.1.1.3 AUDITOR:

By declaration dated 29 August 2018 the limited audit (eingeschränkte Revision) was waived.

#### 4.1.2 PROCEEDINGS AND CONVICTIONS

Mr. Stefan Kanalga has not been convicted in relation to fraudulent offences for at least the previous five years. He has also not been subject to any public incrimination and/or sanctions by statutory or regulatory authorities and has never been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years.

The same applies to yeswetrust AG and yeswetrust holding ag.

### 4.2 REMUNERATION AND BENEFITS

#### 4.2.1 REMUNERATION AND BENEFITS

Currently, the Issuer has appointed only Mr. Stefan Kanalga as member of the board of directors and managing director. Mr. Stefan Kanalga is the sole employee of the Issuer and received as remuneration for his services rendered to the Issuer 27,000 CHF gross in 2021 and 56,684 CHF gross in 2020. For further details please refer to the related Financial Statements below.

#### 4.2.2 PENSION AND RETIREMENT BENEFITS

Currently, there do not exist any benefits in relation to pension and retirement aspects. For further details please refer to the related Financial Statements below.

### 4.3 SHAREHOLDINGS AND STOCK OPTIONS

As of the date of 31 December 2021 (reporting date of the annual financial statements), the Issuer's share capital amounts to CHF 100,000.00, divided into 8,000,000 registered shares with restricted transferability with a nominal value of CHF 0.0125 each. All the shares are fully paid up.

The extraordinary shareholders meeting resolved on 1 March 2022, to carry out an authorized increase of the participation capital within the meaning of Art. 651 OR in the amount of a maximum of CHF 24,000.00.

It is planned to execute the above-mentioned authorized capital increase of the participation capital within the meaning of Art. 651 OR in the amount of a maximum of CHF 24,000.00. The authorized capital increase is intended to authorize the board of directors to increase the participation capital at any time within two years as of the notarized resolution, in one or several steps, in the maximum aggregate amount of maximum of CHF 24,000.00 through the issuance of a maximum of 1,440,000 fully paid-up registered participation certificates (Tokens) with a

nominal value of CHF 0.0125 each. The board of directors defines the kind of contribution and the beginning of the entitlement to dividends. The existing subscription rights of the shareholders are excluded (by waiver) in order to enable the participation of Potential Investors.

The board of directors is authorized to freely assign the subscription rights in the interest of the Issuer.

Mr. Stefan Kanalga does not personally hold any direct shares in the Issuer and there are no such stock options on favour of Mr. Kanalga. However, there are no restrictions on disposal.

The Issuer currently, as of the date of this Prospectus, does not hold any of its own shares and there is no company that holds its own shares on its behalf.

yeswetrust holding ag is a major shareholder in the Issuer with 7,296,659 shares and 7,296,659 voting rights (91.20824%) as per date of this Prospectus.

As of the date of this Prospectus, the Issuer does not have any employee participations plans.

As of the date of this Prospectus, the Issuer has no other units or profit participation units (*Anteils- oder Genusscheine*) outstanding or issued.

## 5 FINANCIAL INFORMATION / KEY PERFORMANCE INDICATORS

### 5.1 HISTORICAL FINANCIAL INFORMATION

The accounting standard is following Swiss national law.

#### 5.1.1 AUDITED FINANCIAL INFORMATION

The requirements for an ordinary audit (Art. 727 OR) are not met. According to Art. 727a OR the Issuer must therefore have its annual accounts reviewed by an auditor in a limited audit (*eingeschränkte Revision*). With the consent of all the shareholders, a limited audit may be dispensed if the Issuer does not have more than ten full-time employees on annual average. The Issuer does not have ten full-time employees on annual average. By declaration dated 29 August 2018, the limited audit was waived. Thus, there is a waiver of the limited revision within the meaning of Art. 727a para. 2 OR.

#### 5.1.2 CHANGE OF ACCOUNTING REFERENCE DATE

The accounting reference date has not been changed since the incorporation of the Issuer.

#### 5.1.3 ACCOUNTING STANDARDS

The financial statements are drawn up in accordance with Swiss national law (Art. 957-963b OR).

#### 5.1.4 CHANGE OF ACCOUNTING FRAMEWORK

The accounting framework or standard has not been changed since the incorporation of the Issuer.

#### 5.1.5 FINANCIAL INFORMATION / NATIONAL ACCOUNTING STANDARDS

The financial statements are drawn up in accordance with Swiss national law and according to the accounting framework provided in Art. 957-963b OR.

## 5.1.5.1 ANNUAL FINANCIAL STATEMENTS 2019

### Financial statements 2019: Balance sheet

yeswetrust AG, 6340 Baar, Switzerland

Balance sheet as at 31 December  
(in Swiss francs)

Assets	Note	2019
<b>Current assets</b>		
Cash and cash equivalents and short-term investments with a quoted market price		6'284
Trade receivables (1) -		-
due from third parties		
due from group companies		
due from shareholders		
Other current receivables (1) -		0
due from third parties		
due from group companies		
due from shareholders		
Inventories and uninvoiced services		
Accrued income and prepaid expenses		
<b>Total current assets</b>		<b>6'284</b>
<b>Non-current assets</b>		
Financial assets (1) -		118'557
Long-term receivables from third parties		118'557
Long-term receivables from group companies		
Loans to shareholders		
Intangible assets		48'623
Unpaid share capital		
<b>Total non-current assets</b>		<b>167'180</b>
<b>Total assets</b>		<b>173'463</b>
<b>Liabilities</b>		
<b>Short-term liabilities</b>		
Trade payables (1) -		-
Short-term interest-bearing liabilities (1) -		-
Other short-term liabilities (1) -		8'761
due from third parties		8'761
due from group companies		
due from shareholders		
<b>Total short-term liabilities</b>		<b>8'761</b>
<b>Long-term liabilities</b>		
Long-term interest-bearing liabilities (1) -		-
Other long-term liabilities (1) -		-
<b>Total long-term liabilities</b>		<b>-</b>
<b>Total liabilities</b>		<b>8'761</b>
<b>Shareholders' equity</b>		
Share capital		100'000
Participation capital		0
Legal reserves		205'411
- Reserves from capital contribution		205'411
- Other legal reserves		
Profit/loss for the year/period		-140'708
Treasury shares (as a negative item)		
<b>Total shareholders' equity</b>		<b>164'702</b>
<b>Total liabilities</b>		<b>173'463</b>



Financial statements 2019:  
**P&L by function of expense**

yeswetrust AG, 6340 Baar, Switzerland

**Profit and loss statement for the financial year/period  
 ended 31 December  
 (in Swiss francs)**

**P&L by function of  
 expense**

	Note	2019
Net proceeds from sales of goods and services		198
Purchasing or manufacturing costs of goods and services sold		-
Administrative expenses		-140'210
Distribution costs		-
<b>Earnings before interest and taxes</b>		<b>-140'012</b>
Financial income		-
Financial expenses		-696
<b>Earnings before taxes</b>		<b>-140'708</b>
Non-operating income		-
Non-operating expenses		-
Extraordinary, non-recurring or prior-period income		-
Extraordinary, non-recurring or prior-period expenses		-
<b>Profit/loss before taxes</b>		<b>-140'708</b>
Direct taxes		-
<b>Profit/loss for the year/period</b>		<b>-140'708</b>

## 5.1.5.2 ANNUAL FINANCIAL STATEMENTS 2020

### Financial statements 2020: Balance sheet

yeswetrust AG, 6340 Baar, Switzerland

Balance sheet as at 31 December  
(in Swiss francs)

Assets	Note	2020	2019
<b>Current assets</b>			
Cash and cash equivalents and short-term investments with a quoted market price		212	6'284
Trade receivables (1) -		-	-
due from third parties			
due from group companies			
due from shareholders			
Other current receivables (1) -		0	0
due from third parties			
due from group companies			
due from shareholders			
Inventories and uninvoiced services			
Accrued income and prepaid expenses			
<b>Total current assets</b>		<b>212</b>	<b>6'284</b>
<b>Non-current assets</b>			
Financial assets (1) -		113'657	118'557
Long-term receivables from third parties		113'657	118'557
Long-term receivables from group companies			
Loans to shareholders			
Intangible assets		95'688	48'623
Unpaid share capital			
<b>Total non-current assets</b>		<b>209'345</b>	<b>167'180</b>
<b>Total assets</b>		<b>209'556</b>	<b>173'463</b>
Liabilities	Note	2020	2019
<b>Short-term liabilities</b>			
Trade payables (1) -		-	-
Short-term interest-bearing liabilities (1) -		-	-
Other short-term liabilities (1) -		7'791	8'761
due from third parties		7'791	8'761
due from group companies			
due from shareholders			
<b>Total short-term liabilities</b>		<b>7'791</b>	<b>8'761</b>
<b>Long-term liabilities</b>			
Long-term interest-bearing liabilities (1) -		-	-
Other long-term liabilities (1) -		-	-
<b>Total long-term liabilities</b>			
<b>Total liabilities</b>		<b>7'791</b>	<b>8'761</b>
<b>Shareholders' equity</b>			
Share capital		100'000	100'000
Participation capital		0	0
Legal reserves		404'081	205'411
- Reserves from capital contribution		404'081	205'411
- Other legal reserves			
Profit/loss for the year/period		-161'607	-140'708
Losses carried forward		-140'708	
Treasury shares (as a negative item)			
<b>Total shareholders' equity</b>		<b>201'765</b>	<b>164'702</b>
<b>Total liabilities</b>		<b>209'556</b>	<b>173'463</b>

:

Financial statements 2020:  
**P&L by function of expense**

yeswetrust AG, 6340 Baar, Switzerland

**Profit and loss statement for the financial year/period  
 ended 31 December  
 (in Swiss francs)**

**P&L by function of  
 expense**

	Note	2020	2019
Net proceeds from sales of goods and services		592	198
Purchasing or manufacturing costs of goods and services sold		-	-
Administrative expenses		-162'116	-140'210
Distribution costs		-	-
<b>Earnings before interest and taxes</b>		<b>-161'524</b>	<b>-140'012</b>
Financial income		-	-
Financial expenses		-83	-696
<b>Earnings before taxes</b>		<b>-161'607</b>	<b>-140'708</b>
Non-operating income		-	-
Non-operating expenses		-	-
Extraordinary, non-recurring or prior-period income		-	-
Extraordinary, non-recurring or prior-period expenses		-	-
<b>Profit/loss before taxes</b>		<b>-161'607</b>	<b>-140'708</b>
Direct taxes		-	-
<b>Profit/loss for the year/period</b>		<b>-161'607</b>	<b>-140'708</b>

### 5.1.5.3 ANNUAL FINANCIAL STATEMENTS 2021

Financial statements 2021:  
Balance sheet

yeswetrust AG, 6340 Baar, Switzerland

Balance sheet as at 31 December  
(in Swiss francs)

Assets	Note	2021	2020
<b>Current assets</b>			
Cash and cash equivalents and short-term investments with a quoted market price		23'398	212
Trade receivables (1) -		-	-
due from third parties			
due from group companies			
due from shareholders			
Other current receivables (1) -		498'049	-
due from third parties		498'049	-
due from group companies			
due from shareholders			
Inventories and uninvoiced services			
Accrued income and prepaid expenses			
<b>Total current assets</b>		<b>521'447</b>	<b>212</b>
<b>Non-current assets</b>			
Financial assets (1) -		113'057	113'657
Long-term receivables from third parties		113'057	113'657
Long-term receivables from group companies			
Loans to shareholders			
Intangible assets		219'670	95'688
Unpaid share capital			
<b>Total non-current assets</b>		<b>332'727</b>	<b>209'345</b>
<b>Total assets</b>		<b>854'173</b>	<b>209'556</b>
Liabilities	Note	2021	2020
<b>Short-term liabilities</b>			
Trade payables (1) -		-	-
Short-term interest-bearing liabilities (1) -		-	-
Other short-term liabilities (1) -		513'970	7'791
due from third parties		513'970	7'791
due from group companies			
due from shareholders			
<b>Total short-term liabilities</b>		<b>513'970</b>	<b>7'791</b>
<b>Long-term liabilities</b>			
Long-term interest-bearing liabilities (1) -		-	-
Other long-term liabilities (1) -		-	-
<b>Total long-term liabilities</b>		<b>-</b>	<b>-</b>
<b>Total liabilities</b>		<b>513'970</b>	<b>7'791</b>
<b>Shareholders' equity</b>			
Share capital		100'000	100'000
Participation capital		0	0
Legal reserves		771'588	404'081
- Reserves from capital contribution		771'588	404'081
- Other legal reserves			
Profit/loss for the year/period		-229'070	-161'607
Losses carried forward		-302'316	-140'708
Treasury shares (as a negative item)			
<b>Total shareholders' equity</b>		<b>340'202</b>	<b>201'765</b>
<b>Total liabilities</b>		<b>854'173</b>	<b>209'556</b>

Financial statements 2021:  
P&L by function of expense

yeswetrust AG, 6340 Baar, Switzerland

Profit and loss statement for the financial year/period  
ended 31 December  
(in Swiss francs)

P&L by function of  
expense

Note	2021	2020
Net proceeds from sales of goods and services	1'028	592
Purchasing or manufacturing costs of goods and services sold	-	-
Administrative expenses	-221'968	-162'116
Distribution costs	-	-
<b>Earnings before interest and taxes</b>	<b>-220'939</b>	<b>-161'524</b>
Financial income	-	-
Financial expenses	-8'131	-83
<b>Earnings before taxes</b>	<b>-229'070</b>	<b>-161'607</b>
Non-operating income	-	-
Non-operating expenses	-	-
Extraordinary, non-recurring or prior-period income	-	-
Extraordinary, non-recurring or prior-period expenses	-	-
<b>Profit/loss before taxes</b>	<b>-229'070</b>	<b>-161'607</b>
Direct taxes	-	-
<b>Profit/loss for the year/period</b>	<b>-229'070</b>	<b>-161'607</b>

The requirements for an ordinary audit (Art. 727 OR) are not met. By declaration dated 29 August 2018, the limited audit (*eingeschränkte Revision*) was waived (see above). Therefore, no audit reports exist.

The 2021 annual financial statements have not yet been approved by the annual general meeting of the shareholders.

## 5.1.6 CONSOLIDATED FINANCIAL STATEMENTS

The Issuer does not prepare consolidated financial statements.

## 5.1.7 AGE OF INFORMATION

The provisions concerning the acceptable age of financial information are not applicable as they refer to audited financial statements. The financial statements were not audited due to the waiver of the limited audit.

## 5.2 INTERIM AND OTHER FINANCIAL INFORMATION

The Issuer does not publish interim financial information as the reporting date of the last financial statements was not more than nine months ago. For current developments in 2022 reference can be made to section 2.6.1 above.

## 5.3 AUDITING OF ANNUAL FINANCIAL INFORMATION

### 5.3.1 AUDITING

The Issuer's financial information are not audited. The requirements for an ordinary audit (Art. 727 OR) are not met and the limited audit (*eingeschränkte Revision*) was waived (see above).

### 5.3.2 OTHER INFORMATION

This section is not applicable as there is no audit (see above).

### 5.3.3 SOURCE OF INFORMATION

The financial information follows the bookkeeping of the Issuer according to the Swiss national accounting standards (Art. 957-963b OR).

## 5.4 KEY PERFORMANCE INDICATORS

The Issuer does not publish Key Performance Indicators. For general information please refer to section 5.1.5 above.

## 5.5 SIGNIFICANT CHANGES IN THE ISSUER'S FINANCIAL POSITION

Since 31 December 2021 the authorized share capital increase may result in a material interim change of the Issuer's financial position. The board of directors was authorized by the extraordinary general meeting through the amendment of Art. 3a of the articles of association on 1 March 2022 to increase the participation capital within a period of up to two years to the amount of CHF 24,000.00.

However, as the authorized capital increase has only been resolved and not yet implemented as of the date of this Prospectus no additional financial information can yet be provided.

## 5.6 DIVIDEND POLICY

The distribution of dividends and the related conditions are at the sole discretion of the Issuer (see above). For further information please refer to Part III section 4.1.5. a) below.

## 5.7 PRO FORMA FINANCIAL INFORMATION

Pro forma financial information only have to be provided in case of a significant gross change. As this is not the case this section is not applicable.

## 6 SHAREHOLDER AND SECURITY HOLDER INFORMATION

### 6.1 MAJOR SHAREHOLDINGS

#### 6.1.1 QUALIFIED PARTICIPATIONS

The Issuer is a subsidiary of the founder yeswetrust holding ag, Haldenstasse 5, CH-6340 Baar (pure financing company), which currently holds 91.20824% (7,296,659) of the shares with 7,296,659 voting rights as per date of this Prospectus in the Issuer (the only shareholding exceeding the 5% limit). Stefan Kanalga holds 100% (1,000) of the shares in the founder yeswetrust holding ag.

#### 6.1.2 VOTING RIGHTS

According to Art. 12 of the Articles of Association of the Issuer every issued registered share (not Token), confers voting rights in the Issuer's annual general meeting depending on such shares total nominal value in proportion to the total nominal value of all outstanding shares in the Issuer. There are no restrictions on voting rights and no statutory group classes, that is no differences in the voting rights conferred.

The Tokens do not confer any voting rights in the Issuer or its business.

In relation to the Issuer, the share- or Tokenholder is the fully identified person entered into the Issuer's share register.

#### 6.1.3 CONTROL

The Issuer is directly controlled by the founder yeswetrust holding ag and in the end by Mr. Kanalga who owns the founder (see above). To ensure that such control is not abused the general rules of compliance of management are applicable to the Issuer and yeswetrust holding ag. Each company is obliged to act in its best interest. Their management bodies are bound by this obligation. Other measures concerning the mitigation of abuse of control do not exist.

#### 6.1.4 IMPACTS ON THE CURRENT STRUCTURE OF CONTROL

There are no potential future impacts on the structure which might change the control of the current structure actually known by the Issuer.

### 6.2 COURT AND ARBITRATION PROCEEDINGS

As of the date of this Prospectus, there are no pending or threatened court or arbitral proceedings that are of material importance to the Issuer's business, financial condition, results of operations or prospects.

### 6.3 DISCLOSURE ON KEY PERSONS' CONFLICTS OF INTEREST

The following aspects might lead to conflicts of interest and are therefore precautionary disclosed:

Mr. Stefan Kanalga is sole director and CEO of the Issuer. He is owner, CEO and sole director of the founder yeswetrust holding ag as well, which currently holds 91.20824% (7,296,659) of the shares in the Issuer (see above). This might lead to conflicts of interest as according to the laws for each company the decisions have to be taken in the company's bests interest. Mr. Stefan Kanalga does not personally hold any direct shares in the Issuer and there are no such stock options on favour of Mr. Kanalga. However, there are no restrictions on disposal. In any case he is indirectly owner of the company as he is the owner of the Issuer's major shareholder. Furthermore, Mr. Kanalga is employed by the Issuer and therefore indirectly by himself. This might lead to a conflict of interest as well. However, it is to be noted that the fact that Stefan Kanalga is involved at all stages might have self-regulation aspects as well. This because his companies need to act in accordance with the laws and their profits are his natural interest.

The Issuer granted Mr. Kanalga an interest-free loan amounting to 113,057 CHF by the end of 2021. This might lead to conflicts of interest too.

Furthermore, the Issuer has a participation in the Thai company Wisdom Beach Koh Phangan Co. Ltd and Mr. Kanalga is its managing director. This might lead to conflicts of interest as well as the fact that the Issuer plans to establish there the first trust point.

Besides, the Issuer has a cross shareholding with DSENT AG (see above). This might lead additionally to conflicts of interest.

## 6.4 RELATED THIRD PARTY TRANSACTIONS

Several loans for an undetermined period and without the duty to pay interests were granted by the Issuer to Stefan Kanalga amounting by the end of 2021 up to CHF 113.057,00.

## 6.5 SHARE CAPITAL

### 6.5.1 CAPITAL STRUCTURE AS OF 31 DECEMBER 2021

According to the financial statements as of 31 December 2021 (reporting date of the annual financial statements) the balance sheet shows a share capital amounting to CHF 100,000.00 and detailed as follows:

### 6.5.2 ISSUED CAPITAL

- a) As of the date of 31 December 2021, there existed no authorized share capital;
- b) The Issuer's share capital amounts to CHF 100,000.00, divided into 8,000,000 registered shares with restricted transferability. All the shares are fully paid up;
- c) The shares have a nominal value of CHF 0.0125 each;
- d) The financial statements show no change in outstanding shares.

### 6.5.3 NON-CAPITAL REPRESENTING SHARES

There are no shares not representing capital.



#### 6.5.4 OWN SHARES

The Issuer currently, as of the date of this Prospectus, does not hold any of its own shares and there is no company that holds its own shares on its behalf.

#### 6.5.5 COVERTIBLES

There is a “Convertible Loan Agreement” with Mr. Anton Katin dated 8 November 2021 for the amount of USD 544,238.00, which converts into 47,637 Tokens on the occasion of the Offering and thus gives a right to the newly issued Tokens.

#### 6.5.6 ACQUISITION RIGHTS OR OBLIGATIONS AUTHORIZED BUT UNISSUED CAPITAL

There is an obligation to deliver 47,637 Tokens according to the above mentioned “Convertible Loan Agreement” dated 8 November 2021. The debt (short term liabilities) amounts to CHF 513,790.00 as of 31 December 2021. CHF 506,179.00 thereof result from the above mentioned “Convertible Loan Agreement”.

Besides, there do not exist any stock options.

#### 6.5.7 CAPITAL OF KEY PERSONS AND OPTIONS

There is no capital put under options or agreed to put under options.

### 6.6 ARTICLE OF ASSOCIATION

The current Articles of Association are dated as of 1 March 2022.

The transfer of shares is restricted. This might have an effect of delaying, deferring or preventing a change in control of the issuer. For further information please refer to the Articles.

### 6.7 MATERIAL CONTRACTS

The “Convertible Loan Agreement” with Mr. Anton Katin dated 8 November 2021 (see above).

The interest in Wisdom Beach Koh Phangan Co., Ltd (see above). It is planned to establish here the first trustpoint.

## 7 DOCUMENTS AND INFORMATION AVAILABLE

### 7.1 DECLARATION OF THE ISSUER

The Issuer states on its homepage [www.yeswetrust.com/trustshare](http://www.yeswetrust.com/trustshare) that for the term of this prospectus the following documents can be inspected on request:

- (a) the up to date Articles of Association of the issuer;
- (b) this Prospectus;

- (c) the Registration Agreement;
- (d) the Token Purchase Agreement respectively Subscription Documents;
- (e) the Excerpt of the Commercial Registry of the Canton Zug;
- (f) the business plan.

## PART III: THE SECURITIES

### 1 RESPONSIBILITY, THIRD PARTIES

#### 1.1 RESPONSIBILITY

The Issuer yeswetrust AG with registered seat at Haldenstrasse at CH-6340 Baar is responsible for the information and the content in the securities note.

#### 1.2 DECLARATION

The Issuer declares that to the best of its knowledge, the information contained in this securities note is in accordance with the facts and that it makes no omission likely to affect its import.

#### 1.3 INFORMATION ON EXPERTS

In this document no statement or report attributed to a person as an expert is contained.

#### 1.4 THIRD PARTY INFORMATION

No information in this securities note have been sourced from third parties.

#### 1.5 STATEMENT OF THE ISSUER

The Issuer states that:

(a) this prospectus has been approved by the Financial Markets Authority Liechtenstein for the EEA, as competent authority under Regulation (EU) 2017/1129;

(b) the Financial Markets Authority Liechtenstein only approves this prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129;

(c) such approval should not be considered as an endorsement of the quality of the securities that are the subject of this prospectus;

(d) investors should make their own assessment as to the suitability of investing in the securities;  
and

(e) the prospectus has been drawn up as part of an EEA Growth prospectus in accordance with Article 15 of Regulation (EU) 2017/1129.

## 1.6 INTEREST OF PERSONS INVOLVED IN THIS OFFER

Stefan Kanalga as indirect owner and the remaining shareholders have an interest in the success of the Offering. Conflicts of interest are currently not indicated as all parties concerned are interested in the success of the Offering for different reasons. Especially, no dilution of existing interests is expected as the Token represent shares which do not confer any voting rights.

## 1.7 REASONS FOR THE OFFER

### 1.7.1 OFFER, USE OF PROCEEDS AND EXPENSES

The funds from the Offering are used to expand the business and push the business objectives. The estimated proceeds are CHF 18,000,000.00 from the Public Offering. The funds from the Offering are expected to be allocated to the following uses:

approximately 10% start-up funding with venture capital; approximately 10% for engagement with non-profit organizations; approximately 5% for engagement with the environment; approximately 25% for marketing and community growth; approximately 2% for blockchain development; approximately 5% for the Application development; approximately 10% for human resources and cultural design; approximately 2% for the first trustpoint (expected to be in Thailand); approximately 5% for the second trustpoint (expected to be in Brazil or Switzerland); and approximately 25% as a strategic reserve and to cover costs associated with the Offering.

The general expenses of the Public Offering will be estimated at CHF 126,000.00. However, the Potential Investor will not bear any of the issuing costs at all. They will totally be borne by the Investor. The Potential Investor will only have to bear the approximately CHF 50.00 for the KYC procedure and its own transaction costs.

### 1.7.2 EXPLANATION ALIGNMENT WITH THE BUSINESS STRATEGY / OBJECTIVE

The proceeds from this offer align with the business strategy and strategic objective as they correspond the purpose of the Issuer according to Art. 2 of the Articles of Association.

## 1.8 ADDITIONAL INFORMATION

### 1.8.1 ADVISORS CONNECTED WITH THE ISSUE

The following advisors assisted the Issuer with the Issue:

- Technical Aspects: DSENT AG, Gotthardstrasse 26, CH-6300 Zug;
- Market Design: INACTA AG, Gotthardstrasse 26, CH-6300 Zug;
- Legal Advice:
  - Müller & Paporis Rechtsanwälte, Bahnhofstrasse 44, CH-8001 Zürich;
  - VON DER OSTEN Legal Rechtsanwaltsgesellschaft mbH, Am Kaiser Kai 69, D-20457 Hamburg;
  - VON DER OSTEN Legal, Landstrasse 99, LI-9494 Schaan.

## 1.8.2 AUDITOR REVIEW

The securities note was not examined or reviewed by statutory auditors.

## 2 WORKING CAPITAL STATEMENT AND STATEMENT OF CAPITALIZATION AND INDEBTEDNESS

As the Issuer is considered as SME this section is not applicable to the Issuer.

## 3 RISK FACTORS

The Issuer expressly disclaims any responsibility for any direct or indirect loss or damage of any kind arising directly or indirectly from: (a) reliance on the information contained in this section or Part II section 3 (b) any error, omission or inaccuracy in such information; or (c) any action resulting from such information. Any investment in Tokens involves a high degree of risk. There can be no assurance that Tokenholders will be able to resell the Tokens, exchange them or to receive at least the initial investment or any returns on their investment. Prior to investing, Potential Investors should carefully consider the risks associated with the Issuer, its business activity, the Tokens, and cryptocurrency exchanges, together with the other information disclosed by the Issuer. The risk factors described in this Prospectus are not an exhaustive list or explanation of all the risks, which Potential Investors may face when making an investment and should be used as guidance only. Additional risks and uncertainties relating to the Issuer, the Issue, and the Tokens that are not currently known to the Issuer, or that the Issuer currently deems immaterial, may also have a material adverse effect on Issuer 's business, operations, results, financial condition or prospects. If any such risk should occur, Potential Investors / Tokenholders could lose all or part of their investment. Potential Investors should consider carefully whether an investment is suitable for them in the light of the information provided by Issuer and their personal circumstances.

The following risks may have a negative impact on the Issuer's performance and lead to a partial or complete loss of the invested capital:

### **Risks related to the issuer's financial situation**

Absence of audit: The requirements for an ordinary audit (Art. 727 OR) are not met. By declaration dated 29 August 2018 the limited audit (*eingeschränkte Revision*) was waived. The absence of a limited or ordinary audit increases the risk that breaches of the law cannot be identified and prevented in time. There is also the risk that legal developments are acknowledged too late or insufficiently and that experience in dealing with new accounting issues is lacking.

### **Risks related to the issuer's business activities and industry**

Short operating history: The Issuer was incorporated on 29 August 2018. There are uncertainties as to whether the planned investments and business prospective will be achieved.

No market: The Tokens are a new Issue. There is no market for these Tokens and the Tokens are not listed on any exchange. The Issuer may list the Tokens on the secondary market at its own discretion. There is no assurance that any third-party exchange will list the Token or maintain the listing. There can be no assurance that there will be sufficient liquidity for secondary trading.

Crypto market: The crypto market is a new and rapidly evolving market that may be subject to significant and unpredictable disruptions that cause substantial volatility in any token price. There are no assurances that the Token market, if any, will be free of such disruptions or that such disruptions will not affect the ability of Tokenholders to sell or use their Tokens. Accordingly, there is no assurance that Tokenholders will be able to sell or use their Tokens at any particular time or that the price they receive upon sale, if any, will be favourable. Even if secondary trading of Tokens is facilitated by third-party exchanges, such exchanges may be relatively new and subject to little or no regulatory oversight, making them more vulnerable to fraud or manipulation. Moreover, to the extent that third parties ascribe external exchange value to Tokens (for example in the form of a digital or FIAT currency), that value may be extremely volatile and may fall to zero.

Business environment: Environmental protection, sustainability and healthy lifestyle have become important topics in recent years. This field of business is highly competitive.

### **Environmental, social and governance risks**

Strategic risks: The Issuer's board of directors, management, employees and other key personnel may make strategic errors. These include investment and event risks relating to erroneous strategic decisions associated with all business areas of the Issuer.

No decision-making powers of the Tokenholders: Tokens and the associated participation certificates confer no governance rights of any kind with respect to the Issuer. All decisions involving the Issuer will be made by the Issuer at its sole discretion.

Sustainability risk: Sustainability aspects may have a negative impact on the rentability of a business decision. It may be, that more lucrative business decisions will not be pursued due to sustainability aspects. Sustainability aspects may be inter alia environmental, ecological, social and employment concerns, respect for human rights or fight against corruption and/or business conductive aspects as well as exogenous or business specific concerns.

### **Risks regarding the DLT and in relation to the Public Offering**

New untested technology: The crypto-based value units such as the Tokens are a new and untested technology. In addition to the risks included in this Prospectus, there are other risks associated with an investment, holding and use of Tokens, including those that the Issuer cannot anticipate. Such risks may further materialize as unanticipated variations or combinations of the risks discussed in this Prospectus or other risks.

Technical impacts on the DLT: Technical impacts may have a material negative impact on the Tokens, their value and the Issuer. For example, a fork, whether temporary or permanent, may affect Tokens and crypto-based value units in general. Furthermore, funds submitted for purchase in the Offering may also be stolen through hacking the system. There is no assurance that future attacks could not occur or would not result in a sustained decline in the market price of cryptocurrencies like Bitcoin and Ether. Since the Tokens are mapped and transferred on a Blockchain, there can also be risks in the validation process. These include double-spend attacks, majority validating attacks, selfish-validating attacks, etc. Each of these attacks represents a risk for the Token, the Issuer and the Tokenholder. Furthermore, due to the open-source software, there is the possibility that a person implements certain weaknesses in the Token infrastructure, which can also have a negative impact on the Token, the Issuer or the Tokenholders. Besides, the further development of DLT as well as existing and new crypto-based value units and companies/software

and products cannot be estimated and are changing rapidly. New developments may have a negative impact on the Token, the Issuer and the Tokenholders.

**DLT knowledge and skills:** Participation in the Offering requires advanced technical skills. Working knowledge of Distributed Ledger Technology (**DLT**) and knowledge of transferring and storing FIAT and cryptocurrency on a digital platform is required. For example, crypto-based value units can basically only be used by means of a unique private key, as this ensures access to the blockchain. A lost private key can neither be recovered by the Issuer nor by the corresponding network. The loss of a private key can have serious adverse consequences for the Issuer, its business or the Tokenholders. Any third party that gains access to private key(s), including by gaining access to login credentials of a hosted wallet service a Tokenholder uses, may be able to misappropriate Tokens. Any errors or malfunctions caused by or otherwise related to the digital wallet or vault a Tokenholder chooses to receive and store Tokens, including the Tokenholders' own failure to properly maintain or use such digital wallet or vault, may also result in the loss of Tokens. Additionally, a Tokenholder's failure to follow precisely the procedures set forth for buying and receiving Tokens, including, for instance, if a Tokenholder provides the wrong account for the purchaser account, or provides an account that is not compatible with the Network of the Blockchain chosen by the Issuer for the Offering, may result in the loss of Tokens and/or Accepted Assets and have a material negative impact for the Tokenholder and the Issuer.

### **Risks regarding the Token legal and tax environment**

The legal and regulatory frameworks for crypto-based value units, their public offerings, DLT, and exchanges are currently not comprehensively developed. They are in the process of evolving rapidly and expansively, resulting in greater legal uncertainty. Emerging regulatory and legal measures are expected to have a strong impact on the areas mentioned above. Any failure by the Issuer to comply with these new requirements may result in severe consequences and impact the value or existence of the Token as well as the Tokenholders themselves. The effect of any future legal or regulatory change is impossible to predict.

### **Risks regarding the payment of dividends**

**Dividend payment:** There is no assurance, that dividends will be paid out. The related decision is at the sole discretion of the Issuer (see above).

**Currency:** If dividends will be paid out, they will be made in CHF, Ether (ETH) or any FIAT or cryptocurrency at the sole discretion of the Issuer.

## **4 TERMS AND CONDITIONS OF THE SECURITIES**

### **4.1 INFORMATION CONCERNING THE OFFERED SECURITIES**

#### **4.1.1 TYPE AND CLASS**

The Tokens (ISIN: CH1202288630 ) are participation certificates pursuant to Art. 656a et seq. OR, which are structured as ledger-based securities (Tokens) pursuant to Art. 973d et seq. OR, with restricted transferability and without any voting or management rights, but with the right to receive dividends and participate in liquidation proceeds However, reverted to the existing shares with

voting rights in the Issuer since its founding no dividends have been paid out. Therefore, this may apply as well to the Trustshare and there can be no assurance that dividends will be paid out in the future. In case of dividend payments their concrete conditions (e.g. currency) is at the sole discretion of the Issuer. In case of insolvency the Trustshare investors as having a tokenized share with no voting rights have the same rank as the existing shareholders (last rank). This changes in case a Trustshare investors is at the same time creditor. He will be then qualified as creditor according to the ranks 1-3 and be satisfied together with the other creditors according to the applicable laws first.

The offered Trustshare is a financial product that promotes environmental characteristics within the meaning of Art. 8 of the Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on the establishment of a framework to facilitate sustainable investment and Art. 6 of the Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment.

The Issuer's business objective are sustainable business decisions in accordance with Art. 9 of the Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020. Sustainability means the simultaneous pursuit of economical profit and long-time creation of value while respecting equally non-financial factors. The strategy of the aforementioned regulation integrates punctually sustainability criteria within each business decision.

For the concrete evaluations the Issuer uses inter alia the following legal frameworks (indices, benchmarks/goals, etc.): UN Sustainable Development Goals, its Targets and Indicators (UN SDG), the UN Declaration of Human Rights, the International Labour Organization (ILO) Declaration on Fundamental Principles and Rights at Work and Green Building Principles. Evaluation data from third parties may be used as well as own qualitative and quantitative analysis. Following, the Issuer may consider accordingly but at its sole discretion for example aspects as the business strategy, corporate governance and transparency as well as the range of offered products or services of a company or counterparty. With respect to start-ups there is inter alia a scoring system: green (ESG principle compliant), orange (not fully ESG-principle compliant) and red (not compliant).

Positive decisions will be taken in accordance with the following business areas of contribution to the global sustainable development: Investment into Start-ups (not financial markets participants) that have laid one of the UN SDG targets into their business model; Fund accredited locally, regionally or internationally NPO's that address urgent needs for achievement of the Agenda 2030; Direct and indirect promotion of conscious consumer behaviour through the yeswetrust application; Education for sustainability as a core activity to equip people and companies with professional and personal knowledge around the integration of UN SDG into their livelihood and businesses; Educate, encourage and support stakeholders on disclosing non-financial data and implementation of sustainable business practices through mandatory reporting or disclosing App features; Due diligence for voluntarily agreeing to disclose information on listed in-store products followed examination of the Life Cycle Assessment and compliance with local ILO convention; Apply addressable Green Building Principles to construction of trust points based on feasibility and local or regional specifications.



Furthermore, the evaluation is aimed at the determination of exclusions based on the aforementioned principles and scoring system.

The reports will be prepared in accordance with the above-mentioned legal framework. It is currently not expected that ESG aspects will have a negative impact on the Issuer's financial situation.

Currently, the proportion of the turnover derived from products or services associated with economic activities that qualify as environmentally sustainable is 0%. There have not been any past investments apart from the above-mentioned which amount to approx. 25%. The Issuer had 0% ESG costs up to now.

The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the criteria for environmentally sustainable economic activities (Art. 6 of the Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020). The investments underlying the remaining portion of this financial product do not take into account the criteria for environmentally sustainable economic activities as mentioned before.

Further information with respect to the ESG evaluation and process may be requested from the Issuer via [www.yeswetrust.com/trustshare](http://www.yeswetrust.com/trustshare) or the Application.

#### 4.1.2 LEGISLATION UNDER WHICH THE SECURITIES HAVE BEEN CREATED

The securities as participation certificates are issued as ledger-based securities (Tokens) in accordance with Art. 973d et seq. OR. The ledger-based securities are tokenized on a blockchain and subject to a Token Purchase Agreement and Registration Agreement. Therefore, Swiss law is applicable, the place of the Issuer's registered seat (currently Baar, Switzerland) is the exclusive place of jurisdiction, unless the investor is a private investor.

Establishment (Art. 973d OR): A ledger-based security is a right which, in accordance with an agreement (Registration Agreement) between the parties i) is registered in a securities ledger and ii) may be exercised and transferred to others only via this securities ledger. The securities ledger must meet the following requirements: i) It uses technological processes to give the creditors, but not the obligor, power of disposal over their rights; ii) Its integrity is secured through adequate technical and organizational measures, such as joint management by several independent participants, to protect it from unauthorized modification; iii) The content of the rights, the functioning of the ledger and the registration agreement are recorded in the ledger or in linked accompanying data; iv) Creditors can view relevant information and ledger entries, and check the integrity of the ledger contents relating to themselves without intervention by a third party. The obligor must ensure that the securities ledger is organized in accordance with its intended purpose. In particular, it must be ensured that the ledger operates in accordance with the registration agreement at all times.

Effects (Art. 973e OR): The obligor under a ledger-based security is entitled and obliged to render performance only to the creditor indicated in the securities ledger and subject to appropriate modification of the ledger. By rendering the performance due at maturity to the creditor indicated in the securities ledger, the obligor is released from the obligation even if the indicated creditor is not the actual creditor, unless the obligor is guilty of malice or gross negligence. When acquiring a ledger-

based security in a securities ledger from the creditor indicated therein, the acquirer is protected even if the seller was not entitled to dispose of the ledger-based security, unless the acquirer acted in bad faith or with gross negligence. The obligor may raise against a claim deriving from a ledger-based security only those objections which: i) are aimed at contesting the validity of the registration or derive from the securities ledger itself or its accompanying data; ii) he or she is personally entitled to raise against the current creditor of the ledger-based security; or iii) are based on the direct relations between the obligor and a former creditor of the ledger-based security, if the current creditor intentionally acted to the detriment of the obligor when acquiring the ledger-based security

Transfer (Art. 973f OR): The transfer of the ledger-based security is subject to the provisions of the Registration Agreement. If the creditor of a ledger-based security is declared bankrupt, if his or her property is distrained or if a debt restructuring moratorium is authorized, the creditor's decisions regarding ledger-based securities are legally binding and effective against third parties, provided that they i) were made beforehand; ii) have become irrevocable under the rules of the securities ledger or another trading facility; and iii) were actually recorded in the securities ledger within 24 hours. When a bona fide acquirer of a certificated security and a bona fide acquirer of the ledger-based security have a conflicting claim to the same right, the former takes precedence over the latter.

Collateral (Art. 973g OR): Collateral may be posted even without the transfer of the ledger-based security, if: i) the collateral is visible in the securities ledger; and ii) it is ensured that only the collateral recipient can dispose of the ledger-based security in the event of default. In other respects: i) the special lien on ledger-based securities is governed by the provisions on special liens that apply to certificated securities (Art. 895 – 898 OR); ii) the pledging of ledger-based securities is governed by the provisions on liens on debts and other rights as applicable for certificated securities (Art. 899 – 906 OR).

Cancellation (Art. 973h OR): The beneficiary of a ledger-based security may demand that the court cancel the security, provided that he or she furnishes credible evidence of his or her original power of disposal and of the loss thereof. Following cancellation of the instrument, the beneficiary may also exercise his or her right outside the ledger or, at his or her own expense, demand that the obligor allocates a new ledger-based security. In addition, Art. 982-986 OR apply mutatis mutandis to the procedure for and effect of cancellation. The parties may make provision for a simplified form of cancellation consisting in a reduction of the number of public calls for presentation or a curtailment of the time limits.

Information and Liability (Art. 973i OR): The obligor under a ledger-based security or a right that is offered as such must inform each acquirer of: i) the content of the ledger-based security; ii) the mode of operation of the securities ledger and the measures taken in accordance with Art. 973d para. 2 and 3 OR to protect the operation and integrity of the ledger. The obligor is liable for damage to the acquirer arising out of information that is inaccurate, misleading or in breach of statutory requirements, unless the obligor can prove that he or she acted with due diligence. Agreements which limit or exclude this liability are void.

### 4.1.3 FORM

The securities are registered ledger-based securities. The register on which the ledger-based securities are listed is kept on a decentralized blockchain and can be viewed publicly by anyone. No person or company can be identified by and from the blockchain, only the wallet address where the respective Tokens are located.

The Issuer keeps a book of Tokenholders who have registered and verified their identity with the Issuer. This book is not public.

### 4.1.4 CURRENCY

The Tokens are denominated in Swiss Francs (CHF).

The Issuer also accepts Euro (EUR), Bitcoin (BTC) and Ether (ETH).

Dividend payments will be made in CHF, Ether (ETH) or any other FIAT or cryptocurrency (for example a Stablecoin) at the sole discretion of the Issuer.

### 4.1.5 DESCRIPTION OF THE RIGHTS ATTACHED

#### *a) DIVIDEND RIGHTS*

Tokenholders are entitled to dividends and liquidation proceeds, if any, according to the statutory and legal (OR) provisions, the Purchase Agreement and accompanying documents and as requested by the board of directors and resolved by the annual general shareholders meeting. The board of directors may make the dividend payment dependent on a minimum amount per Tokenholder. If this fixed minimum amount is not reached, the total dividend due to all Tokenholders or the partial dividend due to the Tokenholders for whom the threshold is not met will be deferred and carried forward to the next year (etc.) until the minimum dividend amount is reached. Instead of a dividend payment, the board of directors may also (partially) use the business profit to repurchase Tokens (for example on the open market) and, if strategically reasonable, to destroy them in the course of a capital reduction. It is up to the board of directors to decide about the payment of dividends as such, in which currency the dividend will be paid out (FIAT currency or a cryptocurrency), its amount, a fixed date on which the entitlement arises, i.e. its details and conditions. The entitlement to receive dividends lapses after 10 years. After this period of limitation, the related amount of dividends remains in the company.

Furthermore, the dividend is subject to a stamp duty of 35%. The stamp duty of foreign investors may not be refunded.

Instead of a dividend payment, the board of directors may also (partially) use the business profits to repurchase Tokens (for example on the open market) and, if strategically reasonable, to destroy them in the course of a capital reduction.

However, the law provides that 5% of the financial year's profits must be allocated to the company's general reserves until they amount up to 20% of the share capital paid in. In case that agreed dividend payments amount to more than 5 % of the share capital paid in additional 10% have to be allocated to the general reserves of the company until 50% of the share capital paid in is covered with the reserves.

#### *b) NO VOTING RIGHTS*

As holders of participation certificates (Tokens), the Tokenholders have no voting rights and no related rights such as the right to convene a general meeting of shareholders, the right to participate, the right to information, the right to inspect and the right to make motions.

#### *c) PRE-EMPTION / SUBSCRIPTION RIGHTS*

Subscription rights are granted in the event of capital increases. Exceptions: The board of directors is authorized to exclude the subscription rights of existing shareholders/Tokenholders for important reasons and to allocate them to third parties. Important reasons include, in particular, the financing (and refinancing) of acquisitions or the financing of investment projects of the Issuer through placement of shares/Tokens at market conditions or the participation of employees in accordance with employees pursuant to Art. 652b, para. 2 OR.

In the event of a capital increase, Tokenholders only have the right to subscribe to new participation capital, and not also share capital. However, this requires that the share capital and the participation capital are increased simultaneously and in the same proportion.

The existing subscription rights of the shareholders are excluded (by waiver) in order to enable the participation of Potential Investors.

#### *d) RIGHT TO SHARE IN THE ISSUER'S PROFITS*

Tokenholders are entitled to dividends, if any, according to the statutory and legal (OR) provisions and as requested by the board of directors and resolved by the annual general shareholders meeting.

#### *e) RIGHT TO SHARE IN THE EVENT OF LIQUIDATION*

Tokenholders are entitled to liquidation proceeds, if any, according to the statutory and legal (OR) provisions.

#### *f) REDEMPTION PROVISIONS*

There are no existing redemptions provisions.

#### *g) CONVERSION PROVISIONS*

The acquired Token cannot be converted.

#### *h) INFORMATION RIGHTS*

The Tokenholders may submit a written request for information, access to documents or the instigation of a special audit to the general meeting (Art. 656c OR).

Whenever a general meeting is convened, the Tokenholders have the right to receive notice together with the agenda items and the motions tabled. Every resolution passed by the general meeting must be made available without delay at the seat of the Issuer and in its registered branch offices for inspection by Tokenholders.

### *i) EXERCISE OF RIGHTS*

Each Tokenholder who wishes to assert its rights under the Token (for example dividend rights or inspection requests) in any manner whatsoever must fulfil the information request and fully identify itself to the Issuer as the legitimate and ultimate beneficial owner and submit a binding written and signed declaration that it is entitled to the Token accordingly. For this purpose, the Issuer may request the usual and necessary documentation from the Tokenholder to provide the required verification (standard KYC / AML documentation) and the Issuer may check the Tokenholder against (international) current sanction or PEP lists. Only after the successful verification of the Tokenholder, the corresponding rights can and will be granted, if no applicable law of any applicable jurisdiction contradicts. Subject to the terms and conditions of the Token Purchase Agreement the Issuer shall recognize and acknowledge the person who is the identified, contractual, and lawful Tokenholder in accordance with the rules and provisions of the Issuer's platform as the person entitled to claim and exercise any and all rights under the Token Purchase Agreement and the applicable law. Payment to such Tokenholder shall discharge the Issuer from any and all obligations under the Token Purchase Agreement and the applicable law. Unidentified Tokenholders will not be informed about a possible general meeting by direct notice. The Issuer reserves the right to publish any legally mandatory notices via the Swiss Official Gazette of Commerce and the Issuer's website.

#### 4.1.6 RESOLUTION TOKEN ISSUANCE

The extraordinary general meeting of shareholders held on 1 March 2022 resolved an authorized capital increase in the amount of a maximum of CHF 24,000.00. A maximum of 1,440,000 tokenized registered participation certificates (Tokens) with a nominal value of CHF 0.0125 per Token will be issued at the Offering at an Issue Price of CHF 12.50 per Token. These issuance criteria result in an issue volume of CHF 18,000,000.00 from the Public Offering.

#### 4.1.7 ISSUE DATE

9 September 2022

#### 4.1.8 TRANSFER RESTRICTIONS

The Tokens are offered and may be sold/transferred only to persons who are permitted to acquire, hold and sell these Tokens under the relevant laws applicable to them.

**The Tokens have not been registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be offered, sold or transferred in the United States or to or for the account or benefit of any person who is a citizen or tax resident of the United States.** The same applies to citizens or tax residents of any of the following countries: Iran, North Korea, South Korea, Syria, Canada, Australia, Japan, Myanmar, and China. The Issuer reserves the right to impose further selling and transfer restrictions at its sole discretion. Furthermore, the Tokens may not be sold/ transferred to politically exposed persons or persons who are on the sanctions list of the United Nations Security Council or any other sanction list.

The transferability of the Tokens is further limited in accordance with the terms and conditions of the Token Purchase Agreement, the Registration Agreement, and the applicable law. A transfer of a Token is in any case also a transfer of the contractual relationship (Token Purchase Agreement). By accessing the network on which the Tokens are created, Tokenholders and the Issuer acknowledge any transfer of Tokens in compliance with the rules of the protocol of such network and according to the Token Purchase Agreement.

#### 4.1.9 WARNINGS TAX LEGISLATION

The Issuer warns each Potential Investor explicitly that tax legislation of the investor's Member State and of the Issuer's country of incorporation may have an impact on the income received from the securities.

The following information is for information purposes only. Tax rules and regulations applicable to the Token Offering and the Tokens are not fully settled yet. The following information does not constitute tax advice in relation to Tokenholders or any other party. Each Tokenholder should seek professional advice to fully understand the tax implications of an investment in Tokens for him or her personally. Investors should be aware that the tax legislation of the Investor's domicile and of the Issuer's country of incorporation may have an impact on the income received from the securities.

##### 4.1.9.1 WITHHOLDING TAX

Dividends paid to a Tokenholder are subject to federal withholding tax (*Verrechnungssteuer*). The tax rate is 35% irrespective of the Tokenholder being a Swiss tax resident or not. Swiss tax resident individuals or Swiss tax resident legal entities Tokenholders are entitled to full relief in accordance with Swiss domestic tax law.

Tokenholders who are tax resident abroad are entitled to full or partial relief in accordance with Swiss tax treaty law if a double tax treaty is applicable.

##### 4.1.9.2 STAMP DUTY AND TURNOVER STAMP DUTY

The federal issuance stamp duty (*Emissionsabgabe*), if any, is borne by the Issuer.

Tokens qualify as taxable securities for purposes of federal turnover stamp duty (*Umsatzabgabe*). Therefore, the sale or purchase of Tokens is subject to federal turnover stamp duty (*Umsatzabgabe*) if a Swiss securities dealer (*Effekthändler*) is involved.

##### 4.1.9.3 TAXATION OF SWISS RESIDENT TOKENHOLDERS

Dividends paid to a Tokenholder are subject to individual income taxes (*Einkommenssteuer*) or corporate income taxes (*Gewinnsteuer*), depending on if the Tokenholder is an individual and holds the Tokens as private or as business assets or if the Tokenholder is a legal entity.

Capital gains and losses from the sale of Tokens are not subject to individual income taxes if the Tokenholder is an individual who held the Tokens as private assets. Capital gains and losses from the sale of Tokens are subject to individual or corporate income taxes respectively if the Tokenholder is an individual who held the Tokens as business assets or if the Tokenholder is a legal entity.

Swiss corporation and cooperatives may benefit from the participation relief in accordance with Swiss domestic tax law.

Tokens are subject to individual wealth taxes (*Vermögenssteuer*) or corporate capital taxes (*Kapitalsteuer*) depending on if the Tokenholder is an individual who holds the shares as private assets or as business assets or if the Tokenholder is a legal entity.

#### 4.1.10 OFFEROR

The Issuer yeswetrust AG is Offeror of the securities.

#### 4.1.11 DISCLOSURES

The Issuer is not a listed stock company. Therefore, the general Swiss law is applicable such as the OR and the general takeover, fusion and company provisions, etc. Currently there do not exist any specific deviating rules or agreements applicable to the company.

No special mandatory takeover bid and/or squeeze-out rules and obligation rules are applicable in relation to the securities.

The general provisions concerning squeeze-outs allow the exclusion and corresponding compensation of existing shareholders in case that at least 90% of the voting shareholders of the ceding company agree accordingly.

In relation to a fusion within the meaning of Art. 8 Fusionsgesetz (FusG) the company may compensate the shareholders either at its own discretion (para. 1) or mandatory (para. 2).

In case that the fusion agreement only provides for a compensation, at least 90% of the voting shareholders of the ceding company are required to agree accordingly.

There have not been any public takeovers up to now with respect to the Issuer's equity.

#### 4.1.12 RESOLUTION

Directive 2014/59/EU has no impact on Swiss law and therefore Swiss companies.

## 5 DETAILS ON THE OFFER

### 5.1 TERMS AND CONDITIONS OF THE OFFER

#### 5.1.1 CONDITIONS WITH RESPECT TO THE SECURITIES

The securities offered are registered participation certificates issued as tokenized ledger-based securities (Tokens) pursuant to Art. 973d et seq. OR. The Token is based on this Prospectus, the Registration Agreement as well as on the Token Purchase Agreement, both between the Tokenholder and the Issuer.

### 5.1.2 QUANTITY, CLASS AND NOMINAL VALUE

A maximum of 1,440,000 participation certificates (Tokens) with a nominal value of CHF 0.0125 per Token will be issued. The Issuer has the discretion to raise or reduce the maximum number of Tokens during the Offering Period.

It is also at the Issuer's discretion to issue new Tokens at a later date and to freely determine the nominal and issue price.

### 5.1.3 TIME PERIOD OF THE OFFER / APPLICATION PROCESS

The Tokens may be purchased only via the Issuer's website [www.yeswetrust.com/trustshare](http://www.yeswetrust.com/trustshare) or via the yeswetrust Application within six months after the start of the Offering Period. If the 1,440,000 Tokens will be sold within a shorter period than the foreseen Offer Period of six months the Offering Period will end earlier. The Tokens will, if lawful and possible, be distributed within three months after the closing of the Offering.

The Potential Issuer needs to visit the homepage [www.yeswetrust.com/trustshare](http://www.yeswetrust.com/trustshare) or the yeswetrust Application. The Tokengate platform will open and the user needs to register and be identified in the KYC process. The purchase of the Token will be done by the InaPay platform in Tokengate. The Investor will then have the overview over the purchase in the balance of the medium of choice, that is the yeswetrust Application or the homepage [www.yeswetrust.com/trustshare](http://www.yeswetrust.com/trustshare). The balance shows the amount and value of Token of the purchase.

### 5.1.4 PERIOD OF AMENDMENTS TO THE OFFER / CANCELLATION

The Issuer may decide to cancel the Public Offering before or during the period of the Public Offering.

The cancellation is at the sole and exclusive discretion of the Issuer and does not require a reason or the consent of any third party. It is at the same discretion of the Issuer to announce the cancellation *ex tunc* (retrospectively for all investors) or *ex nunc* (from the date of announcement). The cancellation will be announced on the Issuer's website ([www.yeswetrust.com](http://www.yeswetrust.com)) and/or by e-mail provided to the Issuer. The cancellation becomes effective immediately upon announcement.

In the event of a cancellation *ex tunc*, each investor will be refunded the amount paid in, less third-party fees. All third-party fees, such as gas-fees and other transaction fees, shall be borne by the investor. The repayment shall be arranged not later than two (2) months after the announcement of cancellation was published on the Issuer's website, provided that the Issuer can freely dispose of these assets.

In the case of a cancellation *ex nunc*, only the future investments are affected, and investors shall still receive the corresponding Tokens for payments received by the Issuer before the announcement. The payments received by the Issuer after the announcement will be repaid (less third-party fees) not later than two (2) months after the announcement of cancellation was published on the Issuer's website, provided that the Issuer can freely dispose of these assets.



The investors agree that the Issuer shall not be held liable and waive any claim against the Issuer to the fullest extent permitted by applicable law, for any loss or damages resulting from the cancellation of the Public Offering, including, but not limited to, any claims for indirect or consequential damages, loss of profit or earnings, unrealized savings, and additional expenses, regardless of the legal basis.

#### 5.1.5 DESCRIPTION REDUCTION SUBSCRIPTIONS AND REFUNDING

The Issuer has the discretion to raise or reduce the maximum number of Tokens during the Offering Period. For further information please see above. In case a refund is necessary by law, the related amount will be refunded.

#### 5.1.6 DETAILS OF THE MINIMUM / MAXIMUM AMOUNT OF APPLICATION

The minimum investment amount per Potential Investor is CHF 500.00 (or the equivalent in another currency of Accepted Assets). The Issue Price is due in full immediately. The maximum amount per Potential Investor is CHF 10,000,000.00 (or the equivalent in another currency of Accepted Assets).

#### 5.1.7 WITHDRAWAL PERIOD

According to the distance selling regulation there is the right to withdrawal for 2 weeks after the purchase. There are no additional contractual or legal rights to withdrawal existing.

#### 5.1.8 METHOD AND TIME LINES FOR SECURITIES PAYMENT AND DELIVERY

The Issue Price is due in full immediately.

The Tokens will, if lawful and possible, be distributed within three months after the closing of the Offering.

#### 5.1.9 DESCRIPTION OF MANNER AND DATE FOR OFFER RESULTS PUBLICATION

All notices and announcements regarding the Token, the Tokenholder or the Issuer shall be published on the website of the Issuer ([www.yeswetrust.com](http://www.yeswetrust.com)), communicated by e-mail on the address provided by the Tokenholder and/or in the Application. The results of the Offering are to be made public immediately after its closing and as soon as they are available.

#### 5.1.10 EXERCISE OF PRE-EMPTION AND SUBSCRIPTION RIGHTS / TREATMENT NOT EXERCISED SUBSCRIPTION RIGHTS

There do not exist any pre-emption rights with respect to this Offering. All existing shareholders waived their pre-emption rights.

In case a pre-emption right was waived the Issuer may offer this to any third party at its discretion. The third party does not need to be an existing shareholder but may be any third party.

Future Tokenholder have the pre-emption rights as conferred to the Tokens and in accordance the Issuer's Articles of Association.

## 5.2 PLAN OF DISTRIBUTION AND ALLOTMENT

### 5.2.1 CATEGORIES OF POTENTIAL INVESTORS

There is no restriction regarding Potential Investors. Everyone fulfilling the requirements to sign (KYC and AML checks, etc.) may acquire the Tokens, i.e. private and professional investors. The Tokens are offered simultaneously in Switzerland as well as in several Countries of the European Economic Area EEA (Austria, Belgium, Republic of Cyprus, Denmark, Estonia, Finland, France, Germany, Greece, Iceland, Ireland, Italy, Latvia, Liechtenstein, Luxembourg, Malta, Netherlands, Norway, Poland, Portugal, Spain and Sweden).

**This Prospectus was prepared solely regarding the Offering of Tokens in the EEA** and submitted to the Financial Market Authority Liechtenstein for approval. This approval was passported by the Financial Market Authority to the other Countries of the EEA as mentioned above.

The Offering consists of a Public Offering of the Tokens in Switzerland and the EEA Countries as mentioned above. The investors based in those countries targeted comprise the Potential Investors.

However, certain restrictions apply in relation to the KYC and AML check and as further described in the section "Transfer Restrictions" above. In addition, certain selling restrictions apply:

Potential Investors should note that participation in the Offering is subject to limitations imposed by applicable securities laws in various jurisdictions. This Prospectus does neither constitute an offer nor a solicitation to make an offer for or to purchase Tokens in jurisdictions where such offer or solicitation is unlawful.

Furthermore, this Prospectus may not be used for or in connection with any offer to, or solicitation by, anyone in any jurisdiction or in any circumstances in which such offer or solicitation is not authorized or is unlawful.

This Prospectus is not for release, publication, circulation and distribution, and the offering of Tokens is excluded, directly or indirectly, in or into the United States, Canada, China, Japan, Australia, North Korea, South Korea, Iran, Myanmar, Afghanistan, Angola, Aruba, Bangladesh, Belarus, Benin, Bhutan, Bolivia, Botswana, Brunei Darussalam, Burkina Faso, Bosnia, Burundi, Cambodia, Cameroon, Cape Verde, Central Africa republic, Chad, Comoros, Congo, Congo Democratic republic, Cuba, Cote d'Ivoire, Djibouti, Dominica, Ecuador, El Salvador, Equatorial Guinea, Eritrea, Ethiopia, Gabon, Gambia, Ghana, Guatemala, Guyana, Guinea, Guinea Bissau, Haiti, Honduras, Iraq, Jordan, Kenya, Kyrgyz Republic, Laos People's Republic, Lesotho, Liberia, Libya, Madagascar, Malawi, Malaysia, Mali, Mauritania, Micronesia, Moldova, Mongolia, Mozambique, Nauru, Nepal, New Caledonia, Nicaragua, Niger, Nigeria, Niue, Oman, Pakistan, Palestinian Areas, Papua New Guinea, Reunion, Rwanda, Samoa, Sao Tome and Principe, Senegal, Sierra Leone, Somalia, South Georgia, Sudan, Sri Lanka, Suriname, Syria, Swaziland, Tajikistan, Tan-

zania, Timor, Togo, Tonga, Tunisia, Turkmenistan, Uganda, Uzbekistan, Venezuela, Western Sahara, Yemen, Zambia, Zimbabwe or any jurisdiction into which the same would be unlawful. Furthermore, Tokens are not offered in any jurisdiction to minors as defined under Swiss law.

United States: The Tokens are not offered to U.S. Citizens or U.S. Persons (has the meaning in 26 U.S.C. § 7701[a][30]). The Tokens have not been approved or disapproved by the U.S. Securities and Exchange Commission (the "SEC") or by the securities' regulatory authority of any state or of any other jurisdiction of the United States, nor has the SEC or any such securities regulatory authority passed upon the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offence.

Russian Federation: The Tokens are not eligible for offering or circulation in the Russian Federation and may not be sold or offered in the Russian Federation unless and to the extent otherwise permitted under Russian law. Information set forth in this Prospectus is not an offer, advertisement or invitation to make offers, to sell, exchange or otherwise transfer, the Tokens in the Russian Federation or to or for the benefit of any Russian person or entity and must not be distributed or circulated in the Russian Federation, unless and to the extent otherwise permitted under Russian law.

People's Republic of China: The distribution of this Prospectus in or into the People's Republic of China is restricted and no invitation is made by this Prospectus or the information contained herein to enter into, or offer to enter into, any agreement to purchase, acquire, dispose of, subscribe for or underwrite any Tokens or other securities or structured products in the People's Republic of China. This Prospectus is being communicated only to persons outside the People's Republic of China and has not been reviewed by any regulatory authority therein.

Republic of Korea: The distribution of these terms in or into the Republic of Korea is restricted and no invitation is made by this Prospectus or the information contained herein to enter into, or offer to enter into, any agreement to purchase, acquire, dispose of, subscribe for or underwrite any Tokens or other securities or structured products in the Republic of Korea. This Prospectus is being communicated only to persons outside the Republic of Korea and has not been reviewed by any regulatory authority therein.

Cayman Islands: No offer or invitation to subscribe for Tokens may be made to the public in the Cayman Islands.

UK: In the United Kingdom, this Prospectus is directed only at persons referred to in Art. 19 (5) and 49 (2) (a) to (d) of the Financial Services and Markets Act 2000 Order 2005, as amended. This Prospectus is not directed at and should not be relied on or acted upon by any other person.

## 5.2.2 INDICATION OF SUBSCRIPTIONS BY KEY PERSONS OR MAJOR SHAREHOLDINGS

The present Offering of the Token is a Public Offering. Currently, there is no indication of whether major shareholders or members of the Issuer's management, supervisory or administrative bodies intend to subscribe or whether any person intends to subscribe for more than 5 % the Offer.

### 5.2.3 PRE-ALLOTMENT DISCLOSURE

The Offering is not divided into tranches and structured as aforementioned. Currently, 18,000,000.00 Token will be publicly offered (up to 6,000,000.00 may be offered privately). However, the Issuer reserves the right to extend the publicly offered amount at its own discretion if deemed necessary or appropriate (and to reduce the corresponding privately offered amount accordingly).

Certain existing shareholders have the right to purchase Token at a reduced Issue Price.

## 5.3 ALLOTMENT INFORMATION

All notifications concerning the Tokens, the Tokenholders, or the Issuer are made available via the Issuer's Application, website ([www.yeswetrust.com/trustshare](http://www.yeswetrust.com/trustshare)) and/or in text form by e-mail to the address deposited by the respective Tokenholder with the Issuer in the verification process or afterwards (for example in the Application) and/or by publication in the Swiss Official Gazette of Commerce (*Schweizerisches Handelsamtsblatt*, SHAB). Each Tokenholder is responsible for retrieving the information and providing the correct communication address.

Secondary dealing may not begin before notification is made.

## 5.4 PRICING

### 5.4.1 PRICE; EXPENSES AND TAX CHARGED

The Issue Price is CHF 12.50 per Token and due in full immediately. The minimum investment amount per Potential Investor is CHF 500.00 (or the equivalent in another currency of Accepted Assets), the maximum investment amount per Potential Investor is CHF 10,000,000.00 (or the equivalent in another currency of Accepted Assets). For the calculation of the number of Tokens issued to the respective Potential Investor in case of a payment not in CHF, the Issuer applies the exchange rate (into CHF) at the time the transaction is conducted by the Potential Investor. The payments can, but do not have to, be converted into Swiss Francs via a third-party broker at the sole discretion of the Issuer. The Potential Investor bears any investor-side fees for the transaction such as gas-fees for an investment via crypto currencies or other transaction fees. The Issuer will settle the transaction via the platform [www.inapay.ch](http://www.inapay.ch). The Issuer is free to grant discounts on the Issue Price to certain Potential Investors as the Issuer deems fit, for example based on an investor's investment amount. The Potential Investor will not bear any of the issuing costs at all. They will totally be borne by the Investor. The Potential Investor will only have to bear the approximately CHF 50.00 for the KYC procedure and its own transaction costs.

With respect to the taxes charged please refer to the related tax section in above.

### 5.4.2 PROCESS WITH UNKNOWN ISSUE PRICE

The Issue price is already fixed (see above)

### 5.4.3 PROESS FOR DISCLOSURE OF THE OFFER PRICE

There do not exist any pre-emptive purchase rights with respect to the Token. However, the Issuer has concluded a “Convertible Loan Agreement” on 8 November 2021 for the amount of USD 544,238.00. The repayment claim of the lender will, on the occasion of the Offering, be mandatorily converted into 47,637 Tokens. There is no collateral for this contract.

The Issuer has not issued any other conversion or option rights or bonds.

### 5.5 PLACING AND UNDERWRITING

The Issuer yeswetrust AG, Haldenstrasse 5, CH-6340 Baar, is responsible for the Offering and Offeror itself. There is no placing and no underwriting process linked to this Offering.

### 5.6 ADMISSION TO TRADING

No admission to trading has been applied for. The securities will first only be traded privately. However, aim at a later stage is the listing on an exchange (not ordinary stock exchange) not yet defined and the OTC tradability.

### 5.7 SELLING SECURITIES HOLDERS

There do not exist any person or entity offering or with options to sell the Tokens.

### 5.8 DILUTION

No dilution is expected from the present Offering. The issued securities are tokenized participation certificates with do confer the right to receive dividends and to participate in liquidation proceeds but without any voting rights. Therefore, the rights of the existing shareholders are not tackled. However, the Issuer reserves the right to undertake further offerings similar or equal to the present Offering.

## 6 ADDITIONAL INFORMATION

### 6.1 COUNTRIES OF THE PUBLIC OFFERING

The offering consists of a Public Offering of the Tokens in Switzerland and the EEA Countries as mentioned below, total summarizing:

- Switzerland
- Austria
- Belgium
- Republic of Cyprus
- Denmark
- Italy
- Latvia
- Liechtenstein
- Luxembourg
- Malta

- Estonia
- Finland
- France
- Germany
- Greece
- Iceland
- Ireland
- Netherlands
- Norway
- Poland
- Portugal
- Spain
- Sweden

## 6.2 ADDITIONAL DOCUMENTATION

In addition to this Prospectus, the following documents and the references contained therein must be considered and respected as part of the contractual relationship when purchasing Tokens: i) Registration Agreement; ii) Subscription Documents; iii) Terms and condition of the Token Purchase Agreement; iv) Excerpt of the Commercial Registry of the Canton of Zug; v) Articles of Association; vi) Business plan. The Prospectus, the above-mentioned documentation and ESG information are available for inspection on the Issuer's homepage [www.yeswetrust.com/trustshare](http://www.yeswetrust.com/trustshare) and the Application.

## 7 FINAL PROVISIONS

### 7.1 DEFINITIONS

Accepted Assets	The accepted currencies for the purchase of Tokens during the Offering
Application	The yeswetrust application, available on the AppStore and Playstore
Articles of Association	Articles of Association of yeswetrust AG
EEA	The European Economic Area (EEA)
ESG	Environmental, Social and Governance
FIDLEG	Financial Services Act (FinSA)
FIDLEV	Financial Services Ordinance (FinSO)
Issuer	yeswetrust AG, Haldenstrasse 5, CH-6340 Baar, Switzerland
Offering Period	6 months after start of the Public Offering
OR	Swiss Code of Obligations
Potential Investor	Potential purchaser/subscriber of the Tokens offered
Prospectus	This Prospectus with its entire contents including the enclosed attachments
Registration Agreement	Agreement between a Tokenholder and the Issuer according to Art. 973d OR as basis for legally linking a Token to a specific right
Security Token Offering (STO) / (Public/Token) Offering	The public offer to purchase the Trustshare (Token).
SME	Small and Medium sized Enterprise
Token	The Trustshare in form of a participation certificate issued as tokenized ledger-based security (Token)
Token Purchase Agreement	Agreement between a Tokenholder and the Issuer establishing the rights and duties of the parties

Tokenholder	A person holding a Trustshare (Token)
YWT	yeswetrust AG

## 7.2 JURISDICTION

The exclusive place of jurisdiction is the place of seat of the Issuer (currently CH-6340 Baar, Switzerland) unless the investor is a private investor.

## 8 RESPONSIBILITY STATEMENT

yeswetrust AG, having its registered offices at Haldenstrasse 5, CH-6340 Baar (Switzerland), as Issuer accepts responsibility for the content of the Prospectus and declares that the information contained in the Prospectus is, to the best of its knowledge (having taken all reasonable care to ensure that such is the case), accurate and that no material facts have been omitted:

Baar, 16 August 2022

**yeswetrust AG**

---

MR. STEFAN KANALGA, CEO