



# PROSPECTUS

Trustshare



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Prospectus April 28<sup>th</sup>, 2022, approved by BX Swiss AG on May 20<sup>th</sup>, 2022



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## 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 (also see risk sections 2.1 and 3.2). 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 1922, 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 (has the meaning in 26 U.S.C. § 7701[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. Commodities Futures Trading 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 (also see section 3.5 et seq. and 3.8.7 et seq.).**

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.

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# 1 SUMMARY

## 1.1 THE SUMMARY IS AN INTRODUCTION ONLY

This summary under this section 1 of the Prospectus is to be understood as a summary only. More detailed information can be found in section 2 et seq. of the Prospectus.

## 1.2 DECISION TO INVEST

Any decision to invest in the Issuer and to acquire the Token must be based on the entire Prospectus and its contents, not only on the summary.

## 1.3 LIABILITY REGARDING THE SUMMARY

Liability for the contents of this summary exists only if the contents are misleading, inaccurate, or contradictory when the summary is read together with the other parts of the Prospectus.

## 1.4 ISSUER NAME

yeswetrust AG

## 1.5 DOMICILE

Haldenstrasse 5, CH-6340 Baar, Switzerland

## 1.6 LEGAL FORM

yeswetrust AG is a Swiss stock company (Aktiengesellschaft).

## 1.7 TYPE OF SECURITY

The offered Trustshare is a security in the form of a registered participation certificates 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.

A Tokenholder has dividend rights in the Issuer's profits or liquidation proceeds. The Token does not include any voting rights in the Issuer or its business.

## 1.8 SECURITY IDENTIFICATION NUMBERS

N/A

## 1.9 KEY INFORMATION ON THE OFFERING

The extraordinary shareholders' meeting held on March 1<sup>st</sup>, 2022, has resolved to create an authorized participation capital in the amount of CHF 24,000.00, divided into 1,920,000 participation certificates at a nominal value of CHF 0.0125 each.

The participation certificates are issued as ledger-based securities in the form of Tokens pursuant to the Registration Agreement.

The Issue Price is CHF 12.50 per Token ("Issue Price"). The Token represents a non-voting share in the Issuer with a dividend right (see section 3.4). The Issuer is free to grant discounts on the Issue Price to certain Potential Investors as the Issuer deems fit, e.g., based on an investor's investment amount.

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.

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

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. The Issue Price is due in full immediately. Every

Potential Investor will be subject to an anti-money laundering (AML) and know your customer (KYC) procedure.

The Tokens may be purchased only via the Issuers website [www.yeswetrust.com/trust-share](http://www.yeswetrust.com/trust-share) within six months after the start of the offering period or when 1,440,000 Tokens have been sold, whichever is earlier. The Tokens will, if lawful and possible, be distributed within three months after the closing of the Offering period of six months.

Swiss substantive law is applicable. The exclusive jurisdiction is the domicile of the Issuer (currently Baar, Switzerland).

## 1.10 TRADE APPROVAL

No trade approval has been applied for.

## 1.11 APPROVAL AUTHORITY

Prospectus of April 28<sup>th</sup>, 2022, approved by BX Swiss AG on May 20<sup>th</sup>, 2022.

## 2 INFORMATION ON THE ISSUER

### 2.1 RISKS

#### 2.1.1 THE ISSUER

Insolvency risk: Should the Issuer's business model prove to be unsustainable for any reason or if the Issuer were to experience more than minor and prolonged financial difficulties, the Issuer's continued existence would be jeopardized. If the Issuer does not have sufficient funds at its disposal to meet its financial obligations, this may result for the Potential Investor in a loss of the entire amount of the investment.

No longstanding operating history: The Issuer was incorporated on August 29<sup>th</sup>, 2018. The Issuer plans to invest in its Application, trust-points 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.

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.

Liquidity risk: Liquidity is the ability to always meet its existing payment obligations on time. The existence of liquidity therefore presupposes the availability of sufficient liquid funds is given. Currently the Issuer's liquid funds originate from the issuance of the Tokens, the membership fees for the Application, and the revenues from the Issuer's online store. Liquidity risk can therefore be realized in particular if no Tokens or fewer Tokens than expected can be sold to Potential Investors or if members cease the Application membership. Liquidity risks may also arise if the income from the online store is lower than expected.

Risks from external events: The occurrence of a significant extraordinary external event (natural disasters, terrorist attacks, pandemics, or other events of similar magnitude)



may have a material adverse effect on the financial position and results of operations of the Issuer. It also could affect the value of the investments negatively.

These risks, alone or in combination with other risks, may have a negative impact on the overall financial position, results of operations and cash flows of the Issuer and may lead to a partial or complete loss of the investment amount.

Risk of not being able to generate sufficient profit: The Issuer's business model is based on the goal of creating a healthy and sustainable economy and humanity. The financial means, which are to be used for the reaching of the goal, result from different sources of income. On the one hand, paid memberships for the Application are offered. Secondly, the store area of the Application will generate a fee for all providers of products in the event of a sale via the Application. Thirdly, the Issuer organizes workshops, events, retreats, and corporate products. Finally, the funds generated are to be (re)invested in the global real estate market and as venture capital in startups aligned with United Nations Sustainable Development Goals and its targets in the field of sustainability to generate profits.

Profit risks can arise if there are few or no users of the Application's paid features or the income from the store is lower than expected. Investment in projects (e.g. environmental projects, start-up projects or real estate projects) may also prove to be unprofitable. It is possible that the workshop and events will have few or no participants and therefore will not take place.

Absence of audit: The requirement for an ordinary audit (art. 727 OR) are not met. By declaration dated August 29, 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.

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 Issuers' 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.

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.

Sustainability risk: The Issuer is guided by the ESG standards (see section 5.2). There is a risk, that sustainability aspects (ESG) may have a negative impact on the value of a business decision. Sustainability aspects may be among other things 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. 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.

## 2.1.2 THE ISSUERS' INDUSTRY

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 startups, 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.

Interest rate risk/inflation: At the moment, the Issuer does not have much debt capital. There is a convertible bond agreement with an investor, but the Issuer does not owe any interest on it (see section 2.6.5). Therefore, interest rate risks are current low. However, if the Issuer needs to borrow more debt capital in the future and interest rates rise, there would be a higher interest rate risk. Higher interest rates with additional borrowed capital could affect the liquidity and profitability of the Issuer and, in the worst case, lead to the partial or complete loss of the investment amount. A rise in inflation would have an impact on the Issuer mainly via the simultaneous rise in interest rates.

### 2.1.3 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. The amount of funds raised has a direct impact on the ability and speed of the of the Issuer's product and service development. The willingness of Potential Investors to purchase Tokens depends not only on the Issuer's business success, but also on the general conditions on the markets. There is no assurance that the Tokens offered in the Offering will be sold as intended by the Issuer.

If fewer proceeds are received from the Offering than anticipated, the Issuer's products and services may not be developed or may be developed more slowly than currently

planned, which could adversely affect the Issuer's business, financial condition, cash flows, and results of operations.

#### 2.1.4 EXECUTION RISKS

Risks from key personnel: The economic success of the Issuer depends on its management, key employees, and cooperation with technology partners such as Inacta AG and DSENT AG. The specific knowledge ("know-how") of the Issuer and its protection are factors for the economic development of the Issuer. The departure of important know-how carriers from the Issuer can jeopardize its competitiveness. If the Issuer fails in retaining qualified personnel and qualified technology partners in the future and in further developing existing personnel, this may have a negative impact on the Issuer's net assets, financial position and results of operations. This may lead to a partial or complete loss of the investment amount for the Potential Investor.

The key person of the Issuer is Mr. Stefan Kanalga. He is the sole director and CEO of the Issuer. He is also the sole shareholder and director of yeswetrust holding ag, which currently holds 7,296,659 shares in the Issuer.

Operational risk: Operational risk is the risk that adverse effects may arise from human error, flawed management processes, natural and other disasters, technology failure and changes in the external environment. The Issuer, its business activities and its internal organization are not subject to government supervision or control. The Issuer's internal procedures and those of third parties entail many operational risks. These include risks associated with unlawful conduct by individual employees, corporate bodies or business partners. The organization and controlling of the Issuer or third parties commissioned could fail. Operational risks that have a negative impact on the overall net assets, financial position, and results of operations of the financial position of the Issuer may arise both in the Issuer's own organization and in the third parties commissioned.

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, and errors, resulting in a late or wrong allocation of Tokens in relation to made investments. Due to the overall regulatory uncertainties, procedures provided by the Offering



interface may become noncompliant with new rules and regulations which may become applicable during the process of the Offering.

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. Potential Investors are reminded that technological developments regarding the capabilities to hack the cryptographic code of the platform and the Tokens themselves remain unpredictable. This could lead to a false allocation of the Tokens, unauthorized transactions, and the loss of the Tokens.

## 2.1.5 LEGAL AND REGULATORY RISKS

Legal Risk: Legal risks include the 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. This risk can materialize in all areas of investment activity as a result of changes in case law. Changes in case law, legislation or administrative practice may result in the Issuer incurring further costs, with the consequence for Potential Investors that their investment sum may become partially or completely worthless. Changes in laws and regulations under supervisory, commercial or tax law may occur that have to be implemented at short notice and entail costs and personnel expenses for Issuers or have consequences for Potential Investors personally. 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 law to which foreign investors may be subject.

Amendment to law or regulations: There will still be many questions regarding qualifications and categorization related to the any kind of token, Offerings, and related technologies (such as blockchain) in the coming years. FINMA (Swiss Financial Market Supervisory Authority) has attempted to clarify questions with the Supervisory Notice 04/2017 and guidance for subordination requests regarding Initial Coin Offerings (ICOs) as of February 16, 2018. However, there are no specific regulatory requirements on ICOs (Initial Coin Offerings) / STOs (Security Token Offering) yet. There is also no relevant case law or consistent legal doctrine to date. On the one hand, FINMA sees the innovation potential of blockchain technologies, but reserves the right to deepen its supervisory practice. Changes in applicable laws and regulations may be implemented and enter into force without warning and with immediate or even retrospective effect leading to

impacts on the Issuer's operational results, the value of the investments made, the ability to offer, distribute and trade the Tokens as well as to distribute profits to the Tokenholders. This could lead to losses incurred by the Potential Investors or Tokenholders. There could also be further laws, regulations, and requirements regarding identification of the Tokenholder, anti-money laundering, use of blockchain technology, consideration as collective investment scheme, and securities trading which is at all times subject to change, leading to amended requirements and / or new procedures required. This could also result in a sudden inability to trade the Token, to use the ecosystem or force the Issuer to exclude Tokenholders from the ecosystem or the list of eligible Potential Investors. Tokenholders are strictly reminded to observe legal and regulatory developments at all times and to consider their own position against those requirements.

Regulatory risks: Under the FIDLEG, the review body may have reservations about the Issuer's Offering and require subsequent improvements in this regard. This may lead to delays in the Issuer's capital raising, additional costs and, in the worst case, to the cessation of the Issuer's business activities.

## 2.2 GENERAL INFORMATION ON THE ISSUER

### 2.2.1 ISSUER NAME

The name of the Issuer is yeswetrust AG.

### 2.2.2 DOMICILE

The registered seat of the Issuer is at Haldenstrasse 5, 6340 Baar, Switzerland.

### 2.2.3 PLACE OF MAIN ADMINISTRATION

The place of administration is Haldenstrasse 5, 6340 Baar, Switzerland.

### 2.2.4 LEGAL FORM

yeswetrust AG is a private stock company (Aktiengesellschaft) under Swiss law in accordance with art. 620 et seq. OR.

### 2.2.5 LEGAL VENUE

This Prospectus is subject to Swiss law. Especially OR and FIDLEG/FIDLEV apply to the Issuer.

### 2.2.6 DATE OF INCORPORATION

yeswetrust AG was founded by yeswetrust holding AG on August 29<sup>th</sup>, 2018.

### 2.2.7 PURPOSE OF ISSUER

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; foundation, promotion and financing of startups; construction, management and sale of real estate in Switzerland and abroad; planning and organization of events; sale of merchandising and products; complete description of purpose according to the articles of association.

### 2.2.8 DATE OF ARTICLES OF ASSOCIATION

The current articles of association are dated March 1<sup>st</sup>, 2022.

### 2.2.9 REGISTRY INFORMATION

The Issuer was registered with the Commercial Registry of the Canton of Zug on September 11<sup>th</sup>, 2018 (Swiss registry of commerce ID CHE-177.425.984).

### 2.2.10 GROUP STRUCTURE

The Issuer is a subsidiary of yeswetrust holding AG (pure financing company). The yeswetrust holding AG currently holds 7,296,659 shares in the Issuer. 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 in this entity.

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



## 2.3 INFORMATION ON THE BODIES OF THE ISSUER

### 2.3.1 PERSONNEL COMPOSITION

#### Board of Directors

Mr. Stefan Kanalga, Im Geerig 13, 5507 Mellingen, Switzerland.

#### Executive Board

CEO: Mr. Stefan Kanalga, Im Geerig 13, 5507 Mellingen, Switzerland.

#### Auditor

By declaration dated August 29<sup>th</sup>, 2018, the limited audit (eingeschränkte Revision) was waived.

#### Founder

yeswetrust holding AG, Haldenstrasse 5, 6340 Baar, Switzerland.

### 2.3.2 FUNCTION AND ACTIVITIES

Mr. Stefan Kanalga is a director and chief executive officer of the Issuer. He is active in all areas of the Issuer.

Mr. Stefan Kanalga is a member of the board of directors and managing director of yeswetrust holding ag and managing director of the Wisdom Beach Koh Phangan Co., Ltd.

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

### 2.3.3 PROCEEDINGS AND CONVICTIONS

Mr. Stefan Kanalga is not or has not been convicted of financial or economic offenses. He has also not been subject to any ongoing proceedings or proceedings concluded with a sanction by statutory or regulatory authorities (including designated professional associations).



## 2.3.4 SECURITIES AND OPTIONS

Mr. Stefan Kanalga does not personally hold any direct shares in the Issuer. There are no restrictions on disposal.

## 2.3.5 AUDITOR (OR WAIVER)

The requirement 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. 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 August 29<sup>th</sup>, 2018, the limited audit (eingeschränkte Revision) was waived.

Thus, there is a waiver of the limited revision within the meaning of art. 727a para. 2 OR.

# 2.4 BUSINESS ACTIVITIES AND PROSPECTS OF THE ISSUER

## 2.4.1 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. The Application already has 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 (see section 3.8.6) 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 YWT members. Supported start-ups (see below) 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 startup financing. A percentage of revenue is to be reinvested in startups. Startups will be given the opportunity to pitch a project to a YWT committee and receive mental, financial and know-how support. This startup 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.

#### 2.4.2 NET PROCEEDS

Reference is made to the section 2.8.1.

#### 2.4.3 LOCATION AND REAL ESTATE

The Issuer is located in Baar, Switzerland. The Issuer has not acquired any real estate in Baar or Switzerland and has no direct ownership of any other real estate abroad.

#### 2.4.4 PATENTS AND LICENSES

With the exception of common services such as Firebase, Apple Signin, Facebook Signin, Google Signin, iOS / Appstore, Android / Google Playstore and Google Maps, there are no dependencies on patents or licenses.

#### 2.4.5 RESEARCH AND DEVELOPMENT

The Issuer has developed the yeswetrust Application. For details on the Application, please refer to section 2.4.1 and for investment costs, please refer to section 2.5.1.

Apart from that, the issuer has not started or completed any research and development projects in the last three financial years.

#### 2.4.6 COURT, ARBITRATION AND ADMINISTRATIVE PROCEEDINGS

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

#### 2.4.7 STAFF

Currently and as of the balance sheet date (December 31<sup>st</sup>, 2021), 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.

#### 2.4.8 EXTRAORDINARY EVENTS

The Issuer's business activities were not affected by COVID-19 or by other extraordinary events.

#### 2.4.9 BUSINESS PROSPECTS

YWT 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 will be established in Thailand.



After issuing the present Token, the Issuer plans to issue a yeswetrust Experience & Community Token (YEET Token). This YEET Token can be earned by using the Application, for example, meditating, doing yoga, or drinking water. The YEET Tokens can be used to purchase goods and services from the marketplace in the Application, to obtain co-working spaces or to pay in vegan stores or other developed parts of the Application. The planning of the YEET Token is in the start-up phase and no final decisions have been made yet. These business prospects are purely hypothetical.

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 Issuers knowledge and belief.

## 2.5 INVESTMENTS

### 2.5.1 INVESTMENTS MADE

Investments in other companies: The Issuer holds 1,000 shares of DSENT AG.

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

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 Issuers application.

### 2.5.2 CURRENT INVESTMENTS

A loan of CHF 118,557.00 was granted to Mr. Stefan Kanalga in 2018. As of December 31<sup>st</sup>, 2021, the loan still exists in the amount of CHF 113,057.00.

### 2.5.3 INVESTMENTS ALREADY APPROVED

No further investments are currently approved.



## 2.6 CAPITAL AND VOTING RIGHTS

### 2.6.1 CAPITAL STRUCTURE

As of the date of December 31<sup>st</sup>, 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 March 1<sup>st</sup>, 2022, to carry out an authorized increase of the participation capital within the meaning of art. 651 OR in the amount of CHF 24,000.00 (see section 2.6.3).

### 2.6.2 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.

The Tokens do not confer any voting rights.

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

### 2.6.3 POSSIBILITIES TO CHANGE EXISTING CAPITAL

In the past, no capital increases have been resolved.

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 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 CHF 24,000.00 through the issuance of a maximum of 1,920,000 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.

#### 2.6.4 UNIT AND PROFIT-SHARING CERTIFICATES

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

#### 2.6.5 OUTSTANDING RIGHTS, BONDS, LOANS AND LIABILITIES

The Issuer has concluded a “Convertible Loan Agreement” on November 8<sup>th</sup>, 2021, with a strategic partner for the amount of USD 544,238.00. The lender subordinated himself in the event of Issuers’ bankruptcy to all other creditors. Further, 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.

There are no other borrowings, liabilities or contingent liabilities.

#### 2.6.6 CAPITALISATION AND INDEBTEDNESS

The share capital amounts to CHF 100,000.00 (as of 31 December 31<sup>st</sup>, 2021) and is divided into 8,000,000 registered shares with restricted transferability with a nominal value of CHF 0.0125 each.

The newly created authorized participation capital amounts to maximum CHF 24,000.00 and is divided into maximum 1,920,000 participation certificates (Tokens) with a nominal value of CHF 0.0125.

There are no actual contingent liabilities. But there is a “Convertible Loan Agreement” dated November 8<sup>th</sup>, 2021, with a strategic partner for the amount USD 544,238.00, which converts into 47,637 Tokens on the occasion of the Offering and thus gives the strategic partner a right to the newly issued Tokens. Reference is made to section 2.6.5.

The debt (short term liabilities) amounts to CHF 513,790.00 as of December 31<sup>st</sup>, 2021. CHF 506,179.00 thereof result from the above mentioned "Convertible Loan Agreement".

#### 2.6.7 CHANGES IN THE ARTICLES

In the event of a simultaneous subsequent increase of the share capital and the participation capital, Tokenholders only have the right to subscribe to new participation capital and not also the right to subscribe to new share capital.

There are no other provisions in the articles of association that deviate from the statutory provisions with regard to changes in capital and the rights associated with the individual types of securities.

#### 2.6.8 INCLUSION ON THE AGENDA

The annual general meeting is the supreme body of the Issuer. The general meeting is held annually within six months as of the end of the financial year. Extraordinary meetings are convened as required.

The general meeting is convened at least 20 days before the meeting by letter to the shareholders and usufructuaries. The meeting will be convened by the board of directors. The liquidators and the representatives of the bondholders also have the right to convene a meeting.

Shareholders representing at least 10% of the Issuer's share capital may request that an extraordinary general meeting be convened. Shareholders representing a nominal value of at least CHF 1 million may request the inclusion of an item on the agenda of the general meeting. Convocation and inclusion of an item on the agenda shall be requested in writing, stating the item to be discussed and the proposals.

The convocation shall state the items to be discussed and the motions of the board of directors and of the shareholders who have requested that a general meeting be held or that an item be placed on the agenda.

The notice of the meeting shall state the items to be discussed and the motions of the board of directors and of the shareholders who have requested that a general meeting be held or that an item be placed on the agenda



No prior notice is required for the submission of motions within the scope of the items on the agenda or for the adoption of resolutions without a resolution being passed.

#### 2.6.9 OWN EQUITY SECURITIES

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.

#### 2.6.10 SIGNIFICANT SHAREHOLDERS

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

#### 2.6.11 CROSS-SHAREHOLDINGS

The Issuer holds 1,000 shares in DSENT AG and DSENT AG holds 8,000 shares in the Issuer. There are no other cross-shareholdings. The limit value of 5% is not exceeded.

#### 2.6.12 PUBLIC PURCHASE OFFERS

N/A

#### 2.6.13 DIVIDEND ENTITLEMENT

All previous shares (8,000,000 registered share) are entitled to dividends. Since its incorporation in 2018, the Issuer has not paid any dividends.

The Issuer intends to retain future earnings to finance the improvement and expansion of its business. Future dividends, if any, on Tokens and ordinary shares will depend on, among other things, the results of operations, cash requirements and surplus, financial condition, contractual restrictions, and other factors.

The board of directors shall determine the commencement of the dividend entitlement of the Tokenholders for the capital newly created by means of an authorized capital increase.



## 2.6.14 EMPLOYEE PARTICIPATION

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

## 2.7 INFORMATION POLICY

Pursuant to art. 24 of the articles of association, notices to shareholders shall be sent by letter, e-mail or fax to the addresses recorded in the share register.

The Issuer's organ of publication is the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt, SHAB).

The Issuer also has a generally accessible website: [www.yeswetrust.com](http://www.yeswetrust.com). For notices and announcements regarding the Token, section 5.4 is reserved.

## 2.8 FINANCIAL STATEMENTS OF THE ISSUER

### 2.8.1 ANNUAL FINANCIAL STATEMENTS

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

The requirements for an ordinary audit (art. 727 OR) are not met. By declaration dated August 29<sup>th</sup>, 2018, the limited audit (eingeschränkte Revision) was waived. Therefore, no audit reports for the financial statements since the incorporation of the Issuer exist.

For the financial statements for 2019, 2020 and the current financial statement for 2021 see section 6.

### 2.8.2 CURRENT BALANCE SHEET

Reference is made to section 2.8.1. and section 6.

### 2.8.3 AUDIT OF ANNUAL FINANCIAL STATEMENTS

By declaration dated August 29<sup>th</sup>, 2018, the limited audit (eingeschränkte Revision) was waived. Therefore, no audit reports are available.

#### 2.8.4 BALANCE SHEET DATE (NOTE)

The current Balance sheet date is December 31<sup>st</sup>, 2021.

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

The financial statements were not audited by an auditing body due to the waiver of the limited audit.

#### 2.8.5 INTERIM FINANCIAL STATEMENT

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 2.4.9.

#### 2.8.6 MATERIAL INTERIM CHANGES

Authorized capital increase: The board of directors was authorized by the extraordinary general meeting through the amendment art. 3a of the articles of association on March 1<sup>st</sup>, 2022, to increase the participation capital within a period of up to two years to the amount 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.

### 2.9 DIVIDENDS AND FINANCIAL RESULTS

#### 2.9.1 POLICY AND RESTRICTIONS ON DIVIDEND DISTRIBUTIONS

Dividends may be paid only if the Issuer has sufficient distributable profits from previous years or sufficient free reserves to allow the distribution of a dividend. In accordance with the requirements of Swiss law, the Issuer retains at least 5% of its annual net profits as general reserves for so long as these reserves amount to less than 20% of its paid-in share capital, as required by art. 671 OR. The annual general meeting resolves on any dividends.

Dividends are subject to the Federal Withholding Tax of currently 35%.

The Issuer intends to retain future earnings to finance the improvement and expansion of its business. Future dividends, if any, on Tokens or ordinary shares or both will depend on, among other things, the results of operations, cash requirements and surplus, financial condition, and other factors. Reference is made to section 3.4.1.

#### 2.9.2 PER-SHARE DIVIDENDS PAID

Since its incorporation in 2018, the Issuer has not paid any dividends.

#### 2.9.3 CHANGE IN THE SHARE STRUCTURE

In the last three financial years, the number of the Issuer's shares has not changed.

With the authorized capital increase passed with the resolution of the general meeting dated March 1<sup>st</sup>, 2022, new authorized capital in the form of participation capital issued as ledger-based securities (Tokens) in the nominal amount of up to CHF 24,000.00 can be created.



### 3 INFORMATION ON THE SECURITIES

#### 3.1 ISSUE PRICE AND ISSUE VOLUME

The extraordinary general meeting of shareholders held on March 1<sup>st</sup>, 2022, resolved an authorized capital increase in the amount of maximum CHF 24,000.00. A maximum of 1,440,000 tokenized registered participation certificates with a nominal value of CHF 0.0125 will be issued at the STO at an Issue Price of CHF 12.50 per unit (Token). These issuance criteria result in an issue volume of CHF 18,000,000.00. The Issuer is free to grant discounts on the Issue Price to certain Potential Investors as the Issuer deems fit, e.g., based on an investor's investment amount.

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. The Issue Price is due in full immediately. The Potential Investor bears the transaction costs for the purchase. Every Potential Investor will be subject to an anti-money laundering (AML) and know-your-customer (KYC) procedure.

The Tokens may be purchased only via the Issuers website [www.yeswetrust.com/trustshare](http://www.yeswetrust.com/trustshare) and the Application during six months after the start of the Offering period or when 1,440,000 Tokens have been sold, whichever is earlier.

The participation certificates are issued as ledger-based securities in accordance with art. 973d et seq. OR. The ledger-based securities are tokenized on a blockchain. The blockchain is managed in a decentralized manner. Which blockchain is effectively used for the creation of the Tokens will be determined at short notice depending on the state of the art at the time of the Offering. According to current knowledge, the following blockchain will be subject to closer examination: Polygon Chain.

## 3.2 RISKS

### 3.2.1 IN GENERAL

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 section 2.1; (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.

### 3.2.2 RISKS REGARDING THE TOKENS

Business model: The Issuer can in no way assure that the business model will be feasible or successful and can generate a profit with the existing or planned products/services/etc. Furthermore, there can be no assurance that any progress in the Issuer's business activities will have a direct, positive or sustainable impact on the trading price (if any) of the Token. There is no assurance that Tokenholders will be able to recover their original deposit or generate a profit. The timing of any profit realization is highly uncertain. An investment in Tokens should only be considered if a total loss can be accepted. Due to the risky business activity of the Issuer, the trading price (if any) of the Token may also be influenced adversely.



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 favorable. 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 (e.g. in the form of a digital or FIAT currency), that value may be extremely volatile and may fall to zero.

Dividends: The means for the payment of dividends to Tokenholders, if any, result from the business activities of the Issuer (see section 2.4 above). Whether or not the board of directors proposes a dividend distribution depends on how the Issuer closes the fiscal year, what the financial conditions are, what the cash requirements are, what the tactical goals of the Issuer are, what expansion plans are being pursued, what taxes and provisions must be planned for, and other legal and economic conditions that must be taken into account. The Issuer cannot provide any assurances that it will be able to generate sufficient means to have the shareholders' meeting declaring a dividend and to pay any dividends in the future. Instead of a dividend distribution, the Issuer may decide to use available funds to repurchase Tokens on the market, and, if strategic, destroy the Tokens via a capital reduction. It is up to the board of directors of the Issuer to decide whether the dividends will be distributed or used for the repurchase.

Premium: The Issue Price in each case is substantially higher than the nominal value, resulting in a premium. This premium represents a markup that a Potential Investor currently must pay in order to participate in this Offering.



Token repurchase: Tokenholders do not have the right to compel the Issuer to repurchase Tokens and destroy them via a capital reduction. The Issuer may, however, from time to time, allocate funds for (e.g. open market) purchase of Tokens if it is in the best interest of the Issuer to do so. The Issuer may decide to allocate funds for repurchase or redemption of the Tokens.

Insurance: The Token is not insured. Each Tokenholder is responsible for taking out an insurance policy for a possible loss of the Token or a loss of value and for the related costs. The Issuer is not responsible for obtaining an insurance.

Liability: Depending on the applicable law, the Issuer's liability (if the Issuer engages in gross negligence or act against the interests of the Tokenholders) to compensate claims, if any, is very limited.

Voting, management, and control rights: The token embodies a participation certificate according to art. 656a et seq. OR and thus does not include any voting, management, or control rights.

INFORMATION REQUESTS: THE TOKENHOLDERS MAY BE REQUIRED TO COMPLY ON AN ONGOING BASIS WITH INFORMATION REQUESTS BY THE ISSUER THAT IS REQUIRED UNDER APPLICABLE LAW TO TRANSFER PAYMENTS TO THE TOKENHOLDERS. IF A TOKENHOLDER DOES NOT PROVIDE THE INFORMATION REQUESTED BY THE ISSUER OR CREATES OR MAINTAINS A STATUS QUO CONTRARY TO THE CONTRACT (e.g. TOKEN PURCHASE AGREEMENT) AND/OR THE APPLICABLE LAW, THIS MAY RESULT IN THE TOKENHOLDER'S TOKENS BEING DESIGNATED AS BLOCKED/SUSPENDED TOKENS BY THE ISSUER IN ITS ABSOLUTE AND SOLE DISCRETION. IF A TOKENHOLDER'S TOKENS ARE DESIGNATED BLOCKED/SUSPENDED TOKENS, THE TOKENHOLDER WILL NOT BE ABLE TO TRANSFER THE TOKENS OR EXPLOIT THE RIGHTS ASSOCIATED WITH THE TOKEN UNTIL THE CONTRACTUAL AND/OR LAWFUL STATUS QUO IS FULLY RESTORED AND THE REQUESTED INFORMATION IS PROVIDED BY THE TOKENHOLDER (EACH AND ALL) WITHIN TWENTY (20) DAYS OF THE TOKENS BEING DESIGNATED BLOCKED/SUSPENDED BY THE ISSUER. IF A TOKENHOLDER FAILS TO PROVIDE ANY INFORMATION REQUESTS BY THE ISSUER TO ITS SATISFACTION AND/OR RESTORE THE CONTRACTUAL AND LAWFUL STATUS QUO WITHIN TWENTY (20) DAYS OF

THE TOKENS BEING DESIGNATED BLOCKED/SUSPENDED TOKENS, THE ISSUER RESERVES THE RIGHT, IN ITS ABSOLUTE DISCRETION, TO PERMANENTLY BLOCK/SUSPEND THE TOKENS.

Volatility: The prices of crypto-based value units are highly uncertain and volatile. The prices of cryptocurrencies with the highest market capitalizations (such as Bitcoin and Ether) may also be decisive factors in influencing the price of the Token (if any).

Proceeds from the Token Offering: The proceeds from the Token Offering are held in FIAT (any government-issued currency such as CHF, EUR, etc.) and different cryptocurrencies. Due to the extremely high volatility, it is possible that the development plans regarding the business activity, which were targeted with the collected funds, cannot be realized. In addition, this may make it impossible for the Issuer to pursue and further develop its existing products and services, which may also affect the Token and its trading.

Legal uncertainty: The legal qualification of Tokens and blockchain based systems as well as their transfer may not be clear under applicable law. This is why the valid and enforceable transfer may depend on applicable law in each jurisdiction.

### 3.2.3 RISKS REGARDING THE DLT AND THE PUBLIC OFFERING

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.

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.

A fork, whether temporary or permanent, may affect Tokens and crypto-based value units in general. 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.

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.

#### 3.2.4 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 well developed. However, they are in the process of evolving rapidly and comprehensively, 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.

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.

### 3.3 LEGAL FOUNDATION

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

The 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

### 3.4 RIGHTS

#### 3.4.1 DIVIDENDS AND SUBSCRIPTION RIGHTS

Tokenholders are entitled to dividends and liquidation proceeds, if any, according to the statutory and legal (OR) provisions 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 profits to repurchase Tokens (e.g. 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 in which currency the dividend will be paid and whether it will be a FIAT currency or a cryptocurrency.

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.

#### 3.4.2 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 (see section 3.4.3), the right to inspect (see section 3.4.3) and the right to make motions.

#### 3.4.3 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.

#### 3.4.4 EXERCISE OF RIGHTS

Each Tokenholder who wishes to assert its rights under the Token (e.g. dividend rights or inspection requests) in any manner whatsoever must fulfill the information request (see section 3.2.2 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 Issuers 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.

### 3.5 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.

### 3.6 PUBLICATION

All notifications concerning the Tokens, the Tokenholders, or the Issuer are made available via the Issuer's website ([www.yeswetrust.com](http://www.yeswetrust.com)) 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 (e.g. 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.

### 3.7 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 (e.g. a Stablecoin) at the sole discretion of the Issuer.

### 3.8 INFORMATION ON THE OFFER

#### 3.8.1 NATURE OF THE ISSUANCE

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.

#### 3.8.2 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.

### 3.8.3 NEW SECURITIES FROM CAPITAL TRANSACTIONS

N/A

### 3.8.4 INTERNATIONAL ISSUE

The Tokens are offered simultaneously in Switzerland as well as presumably in several Countries of the European Economic Area EEA (such as Germany, Austria, Italy, France, Belgium, Netherlands, Luxemburg, Czech Republic, Portugal, Spain, Slovakia, Denmark, Sweden, Finland, Estonia, Poland). Further jurisdictions are expressly reserved. **This Prospectus has been prepared solely regarding the Offering of Tokens in Switzerland.** For a possible offering in the European Economic Area, a separate prospectus will be prepared and submitted with the proper authorities for review.

### 3.8.5 PAYING AGENTS

The payment shall be made either to the bank accounts in case of payments in CHF/EUR or to one of the following wallet addresses in case of payments in cryptocurrencies:

Payments in Swiss Francs:

IBAN CHXY

Payments in EURO:

IBAN CH XY

Payments in Bitcoin:

BTC Wallet

Payments in Ether:

ETH Wallet

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).

### 3.8.6 NET PROCEEDS AND APPROPRIATION

The estimated proceeds are CHF 18,000,000.00 (eighteen million Swiss Francs). The funds from the Offering are expected to be allocated to the following uses:

approximately 10% startup 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 trust-point (expected to be in Thailand); approximately 5% for the second trust-point (expected to be in Brazil or Switzerland); and approximately 25% as a strategic reserve and to cover costs associated with the Offering.

### 3.8.7 SELLING RESTRICTIONS

The Offering consists of a Public Offering of the Tokens in Switzerland and other countries (see also section 3.8.4). This Prospectus is only for the Offering in Switzerland. 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, 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.

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.

### 3.8.8 PUBLIC PURCHASE OR EXCHANGE OFFERS

N/A

### 3.8.9 FORM OF SECURITIES

The Tokens 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.

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 (see section 3.5). This book is not public.

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 (arts. 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 (arts. 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 allocate 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.

### 3.8.10 CANCELLATION OF ISSUANCE

The Issuer may decide to cancel the Public Offering before, during and after 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.

### 3.9 TAX INFORMATION

**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.

### 3.9.1 WITHHOLDING TAX

Dividends paid to a Tokenholder are subject to federal withholding tax (Verrechnungsteuer). 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.

### 3.9.2 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.

### 3.9.3 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 RESPONSIBILITY STATEMENT

yeswetrust AG, having its registered offices at Haldenstrasse 5, 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.

## 5 FINAL PROVISIONS

### 5.1 DEFINITIONS

Accepted Assets	The accepted currencies for the purchase of Tokens during the Offering.
Application	The yeswetrust application, available on the AppStore and Playstore.
ESG	Environmental, Social and Governance
FIDLEG	Financial Services Act (FinSA)
FIDLEV	Financial Services Ordinance (FinSO)
Issuer	yeswetrust AG, Haldenstrasse 5, CH-6340 Baar, Switzerland.
OR	Swiss Code of Obligations
Potential Investors	Potential purchasers/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).
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

## 5.2 ESG - DISCLOSURE

The Issuer promotes environmental characteristics within the meaning of Art. 8 of the EU-Regulation 2019/2088 of the European Parliament and of the Council of 27. November 2019 and Art. 6 of the EU-Regulation 2020/852 of the European Parliament and of the Council of 18 June 2020.

The Issuer's business objective are sustainable business decisions in accordance with Art. 9 of the EU-Regulation 2020/852 of the European Parliament and of the Council of 18 June 2020. The strategy of the aforementioned EU-Regulation integrates punctually sustainability criteria within each business decision. Sustainability means the simultaneous pursuit of economical profit and longtime creation of value while respecting equally nonfinancial factors. For the concrete evaluation the Issuer may consider at its sole discretion e.g. aspects as the business strategy, corporate governance and transparency as well as the range of offered products or services of a company or counterparty. Purpose of the evaluation is primary the determination of exclusions based on especially critical factors identified by the Issuer. Therefore, the Issuer may use data of third parties as well as its own qualitative and quantitative analysis. However, the Issuer will not use any indices as reference data. The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities (Art. 6 of the EU-Regulation 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 EU criteria for environmentally sustainable economic activities. Further information with respect to the ESG evaluation and process may be requested from the Issuer via [www.yeswetrust.ch/trustshare](http://www.yeswetrust.ch/trustshare) or the Application.

Currently there have not been any past investments apart from the above-mentioned. Therefore, it is not possible to provide further ESG information.

## 5.3 ADDITIONAL DOCUMENTATION

In addition to this Prospectus, the following documents and the references contained therein must be taken into account 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 vii) 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, and amending Regulation (EU) 2019/2088 . The Prospectus and the above-mentioned documentation are available for inspection during regular business hours (pre-registration required) at yeswetrust AG, Haldenstrasse 5, 6340 Baar.

## 5.4 NOTICES AND ANNOUNCEMENTS

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)) and/or communicated by e-mail on the address provided by the Tokenholder and/or by publication in the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt, SHAB). Section 2.7 is reserved.

## 6 FINANCIAL INFORMATION

### 6.1 FINANCIAL STATEMENT 2019



#### Financial Statements

Company	yeswetrust AG, 6340 Baar, Switzerland
Financial year	2019
Closing date	31.12.2019
Date	8 June 2020

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>Note</b>	<b>2019</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		-
Earnings before interest and taxes		-140'012
Financial income		-
Financial expenses		-696
Earnings before taxes		-140'708
Non-operating income		-
Non-operating expenses		-
Extraordinary, non-recurring or prior-period income		-
Extraordinary, non-recurring or prior-period expenses		-
Profit/loss before taxes		-140'708
Direct taxes		-
Profit/loss for the year/period		-140'708

Financial statements 2019:  
Notes

yeswetrust AG, 6340 Baar, Switzerland

Notes to the 2019 financial statements  
(in Swiss francs)

Important information on the notes to the financial statements

The notes to the financial statements supplement and explain the other parts of the financial statements (art. 959c para. 1 CO). This means that information is necessary only if it is not provided in the balance sheet or in the profit and loss statement. In the following, information that is not applicable or information already provided in the balance sheet or the profit and loss statement can be deleted.

1 Accounting principles applied in the preparation of the financial statements

These financial statements have been prepared in accordance with the provisions of commercial accounting as set out in the Swiss Code of Obligations (Art. 957 to 963b CO, effective since 1 January 2013). Significant balance sheet items are accounted for as follows:

Intangible assets

Intangible assets are capitalised at cost.

The number of full-time equivalents did not exceed 50 on an annual average basis.\*

Intangible assets

CHF	2019
Application and website development	46'575
Foundation expense	2'049
<b>Total intangible assets</b>	<b>48'623</b>

Financial statements 2019:  
Appropriation of earnings

yeswetrust AG, 6340 Baar, Switzerland

Motion of the board of directors(1) on the  
allocation of retained earnings  
(in Swiss francs)

Retained earnings  
Available to the general meeting (1)

Allocated to legal reserves (2)

Distributed to shareholders

Carried forward

2019  
Motion of the  
board of  
directors (1)

-140'708

-140'708

## 6.2 FINANCIAL STATEMENT 2020



### Financial Statements

Company	yeswetrust AG, 6340 Baar, Switzerland
Financial year	2020
Closing date	31.12.2020
Date	25 February 2022



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>
<b>Liabilities</b>	<b>Note</b>	<b>2020</b>	<b>2019</b>
<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>-</b>	<b>-</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	-182'118	-140'210
Distribution costs	-	-
Earnings before interest and taxes	-181'524	-140'012
Financial income	-	-
Financial expenses	-83	-696
Earnings before taxes	-181'607	-140'708
Non-operating income	-	-
Non-operating expenses	-	-
Extraordinary, non-recurring or prior-period income	-	-
Extraordinary, non-recurring or prior-period expenses	-	-
Profit/loss before taxes	-181'607	-140'708
Direct taxes	-	-
Profit/loss for the year/period	-181'607	-140'708

Financial statements 2020:  
Notes

yeswetrust AG, 6340 Baar, Switzerland

Notes to the 2020 financial statements  
(in Swiss francs)

Important information on the notes to the financial statements

The notes to the financial statements supplement and explain the other parts of the financial statements (art. 959c para. 1 CO). This means that information is necessary only if it is not provided in the balance sheet or in the profit and loss statement. In the following, information that is not applicable or information already provided in the balance sheet or the profit and loss statement can be deleted.

1 Accounting principles applied in the preparation of the financial statements

These financial statements have been prepared in accordance with the provisions of commercial accounting as set out in the Swiss Code of Obligations (Art. 957 to 963b CO, effective since 1 January 2013). Significant balance sheet items are accounted for as follows:

Intangible assets

Intangible assets are capitalised at cost.

The number of full-time equivalents did not exceed 50 on an annual average basis.<sup>1</sup>

Staff costs

CHF	2020
Staff costs	53'600
Social security	6'168
<b>Total staff costs</b>	<b>59'768</b>

Financial statements 2020:  
Appropriation of earnings

yeswetrust AG, 6340 Baar, Switzerland

Motion of the board of directors(1) on the  
allocation of retained earnings  
(in Swiss francs)

2020  
Motion of the  
board of  
directors (1)

Retained earnings

Available to the general meeting (1)

-161'607

Allocated to legal reserves (2)

Distributed to shareholders

Carried forward

-161'607



## 6.3 CURRENT FINANCIAL STATEMENT 2021



### Financial Statements

Company	yeswetrust AG, 6340 Baar, Switzerland
Financial year	2021
Closing date	31.12.2021
Date	25 February 2022

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>
<b>Liabilities</b>	<b>Note</b>	<b>2021</b>	<b>2020</b>
<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	-161'807
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	-221'988	-162'116
Distribution costs	-	-
Earnings before interest and taxes	-220'939	-161'524
Financial income	-	-
Financial expenses	-8'131	-83
Earnings before taxes	-229'070	-161'607
Non-operating income	-	-
Non-operating expenses	-	-
Extraordinary, non-recurring or prior-period income	-	-
Extraordinary, non-recurring or prior-period expenses	-	-
Profit/loss before taxes	-229'070	-161'607
Direct taxes	-	-
Profit/loss for the year/period	-229'070	-161'607



Financial statements 2021:  
Notes

yeswetrust AG, 6340 Baar, Switzerland

Notes to the 2020 financial statements  
(in Swiss francs)

Important information on the notes to the financial statements

The notes to the financial statements supplement and explain the other parts of the financial statements (art. 959c para. 1 CO). This means that information is necessary only if it is not provided in the balance sheet or in the profit and loss statement. In the following, information that is not applicable or information already provided in the balance sheet or the profit and loss statement can be deleted.

1 Accounting principles applied in the preparation of the financial statements

These financial statements have been prepared in accordance with the provisions of commercial accounting as set out in the Swiss Code of Obligations (Art. 957 to 963b CO, effective since 1 January 2013). Significant balance sheet items are accounted for as follows:

Intangible assets

Intangible assets are capitalised at cost.

The number of full-time equivalents did not exceed 50 on an annual average basis.<sup>1</sup>

Staff costs

CHF	2021
Staff costs	27'000
<b>Total staff costs</b>	<b>27'000</b>

Significant events occurring after the balance sheet date

During the year 2021 new capital has been raised through the sale of existing shares and a mandatory convertible loan, which is currently presented under short term liabilities as of 31 December 2021 to finance business development of the Company. Further funds are expected to flow in during the course of 2022, through amongst others, the offering of new shares via a public sale.

Financial statements 2021:  
Appropriation of earnings

yeswetrust AG, 6340 Baar, Switzerland

Motion of the board of directors(1) on the  
allocation of retained earnings  
(in Swiss francs)

Retained earnings  
Available to the general meeting (1)

2021  
Motion of the  
board of  
directors (1)

-229'070

Allocated to legal reserves (2)

Distributed to shareholders

Carried forward

-229'070

Baar, May 6<sup>th</sup>, 2022

**yeswetrust AG**

A handwritten signature in blue ink, consisting of a stylized 'S' followed by a series of loops and a long horizontal stroke.

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MR. STEFAN KANALGA, CEO