

2. Summary

Section A

Introduction and warnings

This Prospectus relates to the issue of bonds of the "**Green Finance Capital AG Bearer Bond 2024**" with an aggregate nominal amount of up to CHF 10,000,000.00, which is divided into 10,000 fixed-interest bearer bonds with a nominal amount of CHF 1,000.00 per bond ("**Bond**"/"**Bonds**") and with a maturity on 15 January 2030 ("**Maturity Date**"). The term of the Bonds ends on 31 December 2029 (including). The Bonds constitute direct, unconditional and unsecured obligations of the Issuer, ranking pari passu among themselves. The Bonds will be issued by Green Finance Capital AG (the "**Issuer**") and publicly offered in Liechtenstein, Austria, Bulgaria, Croatia, Czech Republic, Germany, Italy, Luxembourg, Poland, Romania, Slovakia, Slovenia and Switzerland ("**Offer States**").

Warnings

This summary should be read as an introduction to the Prospectus. Any decision to invest in the Bonds should be based by an investor on consideration of the Prospectus as a whole. Investors could lose all or part of the invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, a plaintiff investor might, under national law, have to bear the costs of translating this Prospectus prior to initiating legal proceedings. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only where this summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Bonds.

The name and international securities identification number (ISIN) of the Bonds

The name of the Bonds is Green Finance Capital AG Bearer Bond 2024. The international securities identification number (ISIN) is: CH1345110899.

The identity and contact details of the Issuer, including its legal entity identifier (LEI)

The Issuer is Green Finance Capital AG, which has its seat in FL-9490 Vaduz, Fürst-Franz-Josef-Straße 68, Liechtenstein. The other contact details of the Issuer are: telephone number +423 376 44 88, e-mail: office[at]greenfinance-capital.com. The legal entity identifier (LEI) of the Issuer is: 52990003C6FKCKSZS240

The identity and contact details of the competent authority approving the prospectus and, where different, the competent authority that approved the registration document or the universal registration document

This Prospectus has been approved by the Financial Market Authority Liechtenstein as competent authority under the Prospectus Regulation (Regulation (EU) 2017/1129). The address and other contact details of the Financial Market Authority Liechtenstein are Landstrasse 109, Postfach 279, 9490 Vaduz, Liechtenstein, telephone number +423 236 73 73, email info@fma-li.li and fax +423 236 73 74.

The date of approval of the prospectus

This Prospectus has been approved on 30 April 2024.

Section B – Issuer

Who is the issuer of the Bonds?

The Issuer is Green Finance Capital AG, a stock corporation, incorporated, organized and existing under the laws of Liechtenstein and registered with the commercial register of the Office of Justice of the Principality of Liechtenstein ("**Commercial Register**") under registration number FL- 0002.581.256-8 since 4 May 2018.

Principal Activities of the Issuer?

The Issuer is a special purpose entity, which is established to issue debt instruments to be offered to, and placed with, investors. Proceeds to be collected in the course of such issuances, offers and placements will be made available via subordinated loan agreements to borrowing companies of the Green Finance Group ("**Green Finance Group**", basically consisting of: Green Finance Group AG, Green Finance Capital AG, Green Finance Broker AG, ImmoWerte GmbH, LVA24 Prozessfinanzierung GmbH, Green Business Center Linz GmbH, Green Business Center Graz GmbH, Green Assets AT GmbH, Green Business Center Wien GmbH, Green Castle Hantberg GmbH, Green Hotel Römerstein GmbH and Zenith GmbH; the "**Group Companies**"). The proceeds of such issues, offers and placements to be made available to Group Companies via subordinated loans ("**borrowing Group Companies**") will be used by such borrowing Group Companies for their respective general corporate purposes, such as: property development, financial services, litigation funding, insurance broking, letting, trading with all kinds of assets and brokering of photovoltaic systems and agreements with regard to photovoltaic contracting (which is a business model according to which a surface area (usually a roof surface area) is being made available by its owner to facilitate the installation of a photovoltaic system. The electricity to be generated via the photovoltaic system will either be sold to the owner of the surface area or fed into the grid during the term of an underlying agreement.

Major shareholders, including whether it is directly or indirectly owned or controlled and by whom?

The total nominal share capital of the Issuer as registered in the Commercial Register amounts to EUR 50,000.00 and is divided into 100 registered shares with a portion of the share capital attributable to each share of EUR 500.00. The shares are issued and fully paid. As of the date of this Prospectus the shares in the Issuer are wholly owned by Green Finance Group AG, which is a stock corporation, incorporated, organized and existing under the laws of Liechtenstein and registered with the Commercial Register under registration number FL-0002.576.495-3. Green Finance Group AG has its seat in FL-9490 Vaduz, Fürst-Franz-Josef-Straße 68, Principality of Liechtenstein. As of the date hereof, Dipl. Ing. (FH) Christian Schauer is the sole indirect beneficial owner of Green Finance Group AG. Through CSchauer Beteiligungs AG, Dipl. Ing. (FH) Christian Schauer holds more than 25% of Green Finance Group AG within the meaning of article 3 item 6 of Directive 2015/849/EU.

Key managing directors

Key managing directors of the Issuer are Dipl. Ing. (FH) Christian Schauer and Mag. Ekaterina Todorova Yaneva, who are also members of the board of directors (*Verwaltungsrat*).

Statutory auditors

The statutory auditors of the Issuer are AREVA Allgemeine Revisions- und Treuhand AG, FL-9490 Vaduz, Drescheweg 2, Liechtenstein. The Issuer's financial statements for the financial years, which ended on 31 December 2020 and on 31 December 2021 were audited by Grant Thornton AG.

What is the key financial information regarding the issuer?

The key financial information is derived from the interim financial statements of the Issuer as of 31 December 2023, and the audited annual financial statements of the Issuer as of

31 December 2022, which were prepared in accordance with the Persons and Companies Act of the Principality of Liechtenstein (PGR) and with generally accepted accounting principles. Source of the following information: interim financial statements of the Issuer as of 31 December 2023, which have neither been audited nor reviewed, and audited annual financial statements of the Issuer as of 31 December 2022.

Balance Sheet (in EUR)	31/12/2023	31/12/2022
ASSETS		
A. Financial Assets		
I. Loan receivables from related parties	63,401,200.25	44,155,888.25
Total Financial Assets	63,401,200.25	44,155,880.25
B. Current Assets		
I. Receivables	91,390.00	91,390.00
II. Deposits with banks	275,728.66	685,637.02
Total Current Assets	367,118.66	777,027.02
C. Prepaid expenses	0.00	3,225.18
TOTAL ASSETS	63,768,318.91	44,936,132.45
LIABILITIES		
A. Equity		
I. Share capital	50,000.00	50,000.00
II. Legal reserves	5,000.00	1,967.00
III. Brought Forward	75.75	0.00
IV. Annual profit for the year	3,626.14	10,956.02
Total Equity	58,701.89	62,923.02
B. Provision for income tax	1,936.11	1,822.88
C. Liabilities		
I. Tax liability	7,846.63	1,534.14
II. Loans third	61,345,198.55	43,613,087.00
III. Liabilities against related parties	2,342,614.36	1,246,638.31
IV. Liabilities from deliveries and services	1,265.21	0.00
Total Liabilities	63,696,924.75	44,861,259.45
D. Expenses not yet paid	10,756.16	10,127.10
TOTAL LIABILITIES	63,768,318.91	44,936,132.45

Income Statement (in EUR)	01/01/2023 to 31/12/2023	01/01/2022 to 31/12/2022
Personnel expenses	0.00	-19,036.77
Other operating expenses	-133,629.72	-54,462.49
Operational Result	-133,629.72	-73,499.26
Interest income	2,194,168.55	1,372,509.76
Interest expense on liabilities	-2,053,142.42	-1,286,134.87
Result of ordinary expenses	7,396.41	12,875.63
Taxes	-3,770.27	-1,919.61
Annual Profit/Loss	3,626.14	10,956.02

Cash flow Statement (in EUR)	01/01/2023 to 31/12/2023	01/01/2022 to 31/12/2022
Profit / (loss) for the year	3,626	10,956
Changes in provisions	113	86
Changes in receivables	0	0
Changes in loans	-19,245,320	-16,518,358
Changes in prepaid expenses and deferred charges	3,225	8,539
Changes in liabilities	18,835,665	16,764,770
Changes in accruals and deferred income	629	3,178

Cash flow from operating activities	-402,061	269,171
Investment payments	0	0
Cash flow from investing activities	0	0
Capital payment	-7,847	-8,707
Cash flow from financing activities	-7,847	-8,707
CHANGE IN CASH AND CASH EQUIVALENTS	-409,908	260,464
Cash and cash equivalents as at January 1	685,637	425,173
Cash and cash equivalents as at December 31	275,729	685,637
CHANGE IN CASH AND CASH EQUIVALENTS	-409,908	260,464

What are the key risks that are specific to the Issuer?

The risk factors have, within each category, been listed in an order of priority that reflects their materiality based on the probability of their occurrence and the expected magnitude of their negative impact on the Issuer.

Risks related to the Issuer

Non-operating company. The Issuer is set up to issue debt instruments, such as financial instruments, investments (*Veranlagungen*) and/or capital investments (*Vermögensanlagen*). The proceeds will be provided by the Issuer (via unsecured loans) to Group Companies. Bondholders are not, and will not be, entitled to enforce loans or have a direct recourse whatsoever vis-à-vis the borrowing Group Companies; will not have a direct claim for such outstanding amount against a borrowing Group Company; and may not file a motion or a claim with the insolvency court. The Issuer does not pursue any other activities save for the issues, offers and placements of debt instruments in order to provide the proceeds thereof to borrowing Group Companies.

Indebtedness. According to its financial statements as of 31 December 2022, the total liabilities of the Issuer amount to EUR 44,936,132.45, total borrowed capital amounts to EUR 44,861,259.45, whereas its total equity amounts to EUR 62,923.02. Its financial gearing, its debt-to-equity ratio, is very high and the Issuer is more sensitive to changes in operating profit. The Issuer neither has entered, nor agreed to enter, into restrictive covenants in connection with the issue of the Bonds as far as its ability is concerned to incur additional indebtedness or to obtain guarantees ranking pari passu or senior to the obligations under the Bonds. Any additional indebtedness may significantly increase the likelihood of a delay of, or default in, payments of interests or principal under the Bonds and/or may reduce the amount recoverable by Bondholders in the event of insolvency or liquidation of the Issuer.

Reliance on key personnel. Dipl. Ing. (FH) Christian Schauer holds executive roles in the Issuer, Green Finance Group AG and several subsidiaries of Green Finance Group AG. The success of the Green Finance Group hinges on decisions to be taken by Dipl. Ing. (FH) Christian Schauer with respect to e.g. strategy, capital expenditures, etc.. Further, the Group Companies are not obligated to borrow from the Issuer (they may turn to third party lenders instead. Any decision to be made by Dipl. Ing. (FH) Christian Schauer on behalf of one of the Group Companies may have an adverse impact on the other Group Companies.

Risks related to the Issuer's business

The Issuer and its ability to pay interest on, and redeem, the Bonds will be subject to all the risks to which each of the borrowing Group Companies is exposed. As a company that provides intra-group funding, the ability of the Issuer to honour its obligations pursuant to

the Bonds and to make corresponding payments with regard to interest and Principal is and will depend on whether the Issuer will receive interests on unsecured subordinated loans and repayments of unsecured subordinated loans from such borrowing Group Companies, which it will grant or has already granted unsecured subordinated loans. The Issuer will be adversely affected by defaults from any borrowing Group Company. If repayments of subordinated loans fall short of the amount necessary to redeem the Bonds and to pay interest on the Bonds on or prior to the Maturity Date or any other redemption date (in case of a termination), then the Issuer may not be able to honour its obligations pursuant to the Bonds. Hence, the Issuer and its ability to make payments under the Bonds will be subject to all the risks to which each of the Group Companies is subject. The activities of the Group Companies are exposed to and subject to extensive laws and regulations. The Group Companies may also be required under applicable law to seek governmental licences, permits, authorisations, concessions and other approvals in connection with their activities. Obtaining the necessary governmental permits may be a complex and time-consuming process and may involve costly undertakings. Each Group Company is exposed to the risk, that it may not have obtained all governmental licences, permits, authorisations, concessions and other approvals regarding its respective activities. The operating Group Companies, which are engaged in the real estate market are exposed to the risk that the values of the assets being held may decrease significantly in value due to a downturn or a general collapse of the real estate market. Such companies are also exposed to the risk that they may not be able to procure tenants and/or buyers for such properties. LVA24 Prozessfinanzierung GmbH is providing services with respect to litigation funding and is subject to the risk that a reliable forecast on the outcome of litigation procedures is impossible and that no guarantees whatsoever can be given in connection with the outcome of any litigation procedures accordingly.

Section C – Securities

What are the main features of the Bonds?

- The Bonds, with the International Securities Identification Number (ISIN) CH1345110899, constitute direct, unconditional and unsecured obligations of the Issuer, ranking pari passu among themselves.
- The Bonds are denominated in CHF (swiss franc), are being issued in denominations of CHF 1,000.00 and are only transferable in minimum nominal amounts of CHF 1,000.00 and any integral multiples of CHF 1,000.00 in excess thereof. The minimum subscription amount is CHF 10,000.00.
- The Bonds have a term of 5 years and 8 months, from and including 1 May 2024 until and including 31 December 2029 and are scheduled to be redeemed on 15 January 2030 ("**Maturity Date**").
- The Bonds shall bear interest on their Principal Amount at a rate of 6.50 % per annum, payable quarterly in arrears on 1 January, 1 April, 1 July and 1 October of each calendar year until maturity.

Where will the Bonds be traded?

The Issuer intends to apply for the Bonds to be traded on one or all of the following Stock Exchanges: the Vienna Stock Exchange (Vienna MTF), the Open Market of the Frankfurt Stock Exchange, the Free Market of the Munich Stock Exchange and/or the Free Market of the Prague Stock Exchange.

What are the key risks that are specific to the Bonds?

The risk factors have been listed in an order of priority that reflects their materiality based on the probability of their occurrence and the expected magnitude of their negative impact on the Issuer.

Non-appropriate investment. Investors are subject to the risk of a partial or total default of the Issuer to make interest and/or redemption payments that the Issuer is obligated to make under the Bonds. Hence, Bondholders are faced with the risk that the Issuer may default on its interest and/or obligations to pay principal under the Bonds as a result of an impaired financial situation. Bondholders are not entitled to terminate the Bonds during the term of the Bond without cause. Potential investors are recommended to seek individual advice before making an investment decision, taking into account their knowledge and experience (regarding investments in financial instruments), financial situation and investment objectives (including risk tolerance).

Lack of security. The Bonds are unsecured and neither insured nor guaranteed by any governmental agency or other institution and not protected or secured within the scope of a (statutory) deposit protection scheme (deposit guarantee or investor compensation). In the event of an insolvency of the Issuer, Bondholders may not and should not expect a repayment of the invested funds from any third party.

Credit risk. An investment in the Bonds involves taking on a credit risk on the Issuer. Since the Bonds are unsecured obligations of the Issuer, benefiting from no direct recourse to any assets or guarantees, the Bondholders have to rely on the ability of the Issuer to pay any amount due under the Bonds. The market value of the Bonds will depend on the creditworthiness of the Issuer. A materialization of the credit risk may result in a partial or total default of the Issuer regarding interest and/or redemption payments. The Bonds are denominated in CHF (Swiss franc) and the payments related to the Bonds, including interest, will be made in CHF. On the other hand, the Group Companies of the Green Finance Group are predominantly active in member states of the European Economic Area, where the domestic currency is the Euro. The balance sheets of the Group Companies are set up, issued and published in Euro. The calculations of the Group Companies are made in Euro. Assets of the Group Companies are valued in Euro. Revenues to be generated by the Group Companies are and will predominantly be in Euro. Consequently, the Issuer is exposed to the risk that the CHF will increase in value compared with the Euro. In such an event, the burden of the debt pursuant to the Bonds, which are denominated in CHF, will increase likewise.

Limited liquidity. Although application will be made for the Bonds to be admitted to listing and trading on one or all of the following Stock Exchanges: the Vienna Stock Exchange (Vienna MTF), the Open Market of the Frankfurt Stock Exchange, the Free Market of the Munich Stock Exchange and/or the Free Market of the Prague Stock Exchange, there is no assurance that such application will be approved or that an active trading market will develop if an application will be approved. Bondholders are exposed to the risk that they may not be able to sell their Bonds at all or only at prices, which are below the prices they are seeking, or at prices that will not provide them with a yield comparable to similar investments that have a developed trading market.

No influence. Bondholders have no influence on the business policy, corporate governance or any decisions to be taken by the Issuer. There may be divergences in the interests of the Issuer and those of the Bondholders and the Issuer may conduct its business contrary to the interests of the Bondholders.

Section D – Offering

Under which conditions and timetable can investors invest in the Bonds?

The Bonds will be publicly offered to investors who have their respective seat or residence in any of the Offer States in the period from presumably 1 May 2024 to presumably 29

April 2025. Investors intending to acquire and to subscribe for Bonds are requested to download and to complete the subscription form, which is available under <https://greenfinance-capital.com/bearerbond24/> ("**Subscription Form**"). Investors are further asked to provide the details of the securities account the subscribed Bonds shall be delivered to after the subscription offer has been accepted by the Issuer and payment of the Issue Price has been effected. The completed and signed Subscription Form as well as a copy of an identity document of the investor shall be sent to the Issuer to zeichnung@greenfinance-capital.com. The Issuer shall inform an investor of the acceptance or rejection of its subscription offer via e-mail to be sent to the e-mail address, which the investor has used in order to submit the subscription offer. Thereafter, an investor shall effect payment of the subscription amount, corresponding to the Principal Amount multiplied with the number of subscribed Bonds, free of charge ("**Subscription Amount**") to the account ("**Deposit Account**") which the Issuer is maintaining with the paying agent (Baader Bank Aktiengesellschaft, "**Paying Agent**"). As soon as payment of the Subscription Amount has been effected and transferred to the Deposit Account of the Issuer, the Paying Agent shall transfer the Bonds to the securities account of the investor on the next Value Date (which is either 1 May 2024 or the first day of each following month during the Offer Period if subscriptions are made after 1 May 2024). If the credit institution, which is maintaining a securities account on behalf of an investor is willing to settle a trade in Bonds directly with the Paying Agent (delivery versus payment), an investor may alternatively instruct such credit institution to place a buy order regarding the Bonds with the Paying Agent (documentation@baaderbank.de).

Why is this Prospectus being produced?

Each of the Group Companies is relying on debt capital to pursue and expand their respective business. The reason behind this offer of Bonds by the Issuer is to collect funds, which will be forwarded to borrowing Group Companies via subordinated loan agreements to enable such companies to pursue and expand their respective corporate purposes. The net proceeds from the issue of the Bonds is expected to be approximately CHF 9,500,000.00 after deduction of commissions and estimated expenses pertaining to the Offer payable by the Issuer (if the issue volume is completely placed with investors).