

1. Executive Summary

1.1. Introduction

On 01.06.2025, Green Finance Capital AG (the "**Issuer**") is issuing bonds of the "**Green Finance Capital AG CHF Bond 2025-2030/100k**" with an aggregate nominal amount of up to CHF 25,000,000.00, divided into 25,000,000 registered fixed-interest bonds with a nominal amount of CHF 1.00 per bond ("**Bonds**") and with a maturity on 02.06.2030 ("**Maturity Date**"). The Bonds constitute direct and unsecured obligations of the Issuer, and rank pari passu among themselves. The term of the Bonds begins on 1 June 2025 and ends on 31 May 2030. The Bonds will be publicly offered to investors domiciled, resident or permanently located in the following state ("**Offer State**"): Switzerland.

This summary serves as an introduction to this investment memorandum ("**Memorandum**"). Any decision to invest in the Bonds should be based on a comprehensive review of the entire Memorandum by the prospective investor ("**Interested Investor**"). An investment in the Bonds involves risks and there is a real possibility that the Bondholder may lose all or part of the principal, interest and compound interest invested.

This Investment Memorandum of the Issuer does **not** constitute a securities prospectus within the meaning of the Prospectus Regulation and the FinSA. The present issue **does not require a prospectus** pursuant to Art 36 para 1 lit c FinSA. This means that due to the minimum subscription amount of CHF 100,000.00, no capital market prospectus needs to be prepared and published. **The Issuer's Investment Memorandum has therefore not been reviewed by a supervisory authority for completeness and accuracy.**

1.2. Key information regarding the Issuer

The Issuer is Green Finance Capital AG with its seat in FL-9490 Vaduz, Fürst-Franz-Josef-Strasse 68, Liechtenstein, the group financing company of the Green Finance Group. The main activity of the Issuer is to act as a special purpose entity to provide capital to the companies of the Green Finance Group ("**Group Companies**") via subordinated loan agreements so that they can finance their respective general corporate purposes. The corporate purposes of the Group Companies include property development, the provision of financial services, litigation funding, insurance brokerage, letting, 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. The Green Finance Group has subsidiaries in Liechtenstein and Austria.

The shares in the Issuer are wholly owned by Green Finance Group AG, which holds 100% of the shares in the Issuer. Indirect control is exercised by Dipl. Ing. (FH) Christian Schauer, who is the sole indirect beneficial owner of more than 25 % of the shares in Green Finance Group AG (controlling influence in the form of an indirect qualified participation). The Issuer's statutory auditor is AREVA Allgemeine Revisions- und Treuhand AG, FL-9490 Vaduz, Drescheweg 2, Liechtenstein, which, as a member of the Liechtenstein Association of Auditors, audited the annual financial statements for the financial year ending on 31.12.2023. Mag. Ekaterina Todorova Yaneva is the sole member of the Issuer's Board of Directors.

The following financial information is derived from the audited annual financial statements of the Issuer as of 31.12.2022 and 31.12.2023 and the interim financial statements of the Issuer as of 31.12.2024, which have neither been audited nor reviewed.

Balance Sheet (in EUR)	31/12/2024	31/12/2023	31/12/2022
ASSETS			
A. Financial Assets	83,804,351.97	63,401,200.25	44,155,880.25
Total Financial Assets	83,804,351.97	63,401,200.25	44,155,880.25
B. Current Assets			
I. Receivables	0.00	91,390.00	91,390.00
II. Deposits with banks	82,510.32	32,785.32	685,637.02
Total Current Assets	82,510.32	124,175.32	777,027.02
C. Prepaid expenses	281,311.80	1,936.11	3,225.18
TOTAL ASSETS	84,168,174.09	63,527,311.68	44,936,132.45
LIABILITIES			
A. Equity			
I. Share capital	50,000.00	50,000.00	50,000.00
II. Legal reserves	5,000.00	5,000.00	1,967.00
III. Brought Forward	4,927.89	10,956.02	9,651.41
IV. Allocation to legal reserves	0.00	-3,033.00	-944.00
V. Dividend	-4,927.89	-7,847.27	-8,707.41
VI. Annual profit for the year	44,375.80	4,852.14	10,956.02
Total Equity	99,375.80	59,927.89	62,923.02
B. Provision for income tax	6,341.00	1,936.11	1,822.88
C. Liabilities	84,046,882.07	63,454,691.52	44,861,259.45
D. Expenses not yet paid	15,575.22	10,756.16	10,127.10
TOTAL LIABILITIES	84,168,174.09	63,527,311.68	44,936,132.45

Income Statement (in EUR)	01/01/2024 to 31/12/2024	01/01/2023 to 31/12/2023	01/01/2022 to 31/12/2022
Personnel expenses	0.00	0.00	19,036.77
Cost of Services	-68,600.00	0.00	0.00
Other operating expensed	-190,030.82	-133,646.73	-54,462.49
Operational Result	-258,630.82	-133,646.73	-73,499.26
Interest income	4,361,711.67	2,194,224.97	1,372,509.76
Interest expense on liabilities	-4,052,353.50	-2,053,891.94	-1,286,134.87
Result of ordinary expenses	50,727.35	6,686.30	12,875.63
Taxes	-6,351.55	-1,834.16	-1,919.61
Annual Profit/Loss	44,375.80	4,852.14	10,956.02

Cash flow Statement (in EUR)	01/01/2024 to 31/12/2024	01/01/2023 to 31/12/2023	01/01/2022 to 31/12/2022
Profit / (loss) for the year	44,376	4,852	10,956
Changes in provisions	4,405	113	86
Changes in receivables	91,390	0	0
Changes in loans	-20,403,152	-19,245,320	-16,518,358
Changes in prepaid expenses and deferred charges	-279,376	1,289	8,539
Changes in liabilities	20,592,191	18,593,432	16,764,770
Changes in accruals and deferred income	4,819	629	3,178
Cash flow from operating activities	54,653	-645,004	269,171
Investment payments	0	0	0
Cash flow from investing activities	0	0	0
Capital payment	-4,928	-7,847	-8,707
Cash flow from financing activities	-4,928	-7,847	-8,707
CHANGE IN CASH AND CASH EQUIVALENTS	49,725	-652,852	260,464

Cash and cash equivalents as at January 1	32,785	685,637	425,173
Cash and cash equivalents as at December 31	82,510	32,785	685,637
CHANGE IN CASH AND CASH EQUIVALENTS	49,725	-652,852	260,464

1.3. Key information regarding the Bonds

The Bonds possess the following characteristics:

- (i) direct and unsecured obligations ranking pari passu among themselves;
- (ii) denominated in Swiss francs, denomination of CHF 1.00, individually transferable, minimum subscription amount: CHF 100,000.00;
- (iii) Term: 5 years (01.06.2025 to 31.05.2030, inclusive), Maturity Date: 02.06.2030;
- (iv) from 01.06.2025 (inclusive) to 31.05.2030 (inclusive) annual interest at 6.50% of the nominal amount;
- (v) no interest payments during the term, compound interest of 6.50% per annum on unpaid interest;
- (vi) repayment of principal, interest and compound interest at the maturity date or at the time of early termination;
- (vii) no stock exchange listing planned;
- (viii) Online subscription directly with the Issuer at <https://greenfinance-capital.com/chf-bond-30-100k/>, payment of the principal on 01.06.2025 or on the 1st or 15th day of each following month.

1.4. Most important risk factors

Risk related to ongoing investigative proceedings. The Issuer is currently faced with two criminal investigative proceedings due to (i) a former business partner of the Green Finance Group claiming via a self-denunciation that he had committed a series of offenses constituting aggravated commercial fraud that would have financially benefitted the Issuer and ImmoWerte GmbH and (ii) the FMA Liechtenstein suspecting the Issuer of making incorrect statements as an issuer to the FMA Liechtenstein and carrying out and offering business activities without a required licence.

Green Finance Group AG, the mother company of the Issuer, is currently faced with a criminal investigative proceeding on the suspicion of aggravated commercial fraud and money laundering.

Green Finance Broker AG, a sister company of the Issuer, is currently simultaneously faced with administrative proceedings by the FMA Liechtenstein and criminal investigative proceedings on the suspicion of providing investment advisory services in relation to financial instruments without a licence.

Dipl. Ing. (FH) Christian Schauer, the former managing director of the Issuer is faced with the same criminal investigative proceedings on suspicion of aggravated commercial fraud and money laundering as the Issuer and Green Finance Group AG.

If these accusations were to prove genuine, this might very well lead to the contestability or invalidity of subscriptions made and thus to civil law claims by investors, negative media coverage and the imposition of fines or jail sentences, which in turn could have a negative impact on the economic development of 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 31.12.2023, the total liabilities of the Issuer amount to EUR 63,527,311.68, total borrowed capital amounts to EUR 63,454,691.52, whereas its total equity amounts to EUR 59,927.89. 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 that rank 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.

Risks of the Group Companies. As a special purpose entity to provide capital to the Group Companies, the Issuer is subject to all the risks to which each of the Group Companies is exposed.