

# **P R O S P E C T**

**form 17.01.2025**

**Q-Base Capital Group AG (CHE-238.195.692)**

**The present offer is not subject to the prospectus requirement under Article 35 of FIDLEG, as the issuance amount is limited to below 8 million Swiss Francs over a period of 12 months (Article 36, paragraph 1, letter 1 FinSA).**

## Summary

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## 1. Summary

- 1 The summary is to be understood as an introduction to the prospectus. The investor(s) must base their investment decision on the information provided in the entire prospectus, not just on the summary.
- 2  Liability for this summary exists only if it is misleading, inaccurate, or contradictory when read together with the other parts of the prospectus.
- 3 The issuer is Q-Base Capital Group AG (hereinafter referred to as the "Issuer"). The Issuer is a public limited company based in the Canton of Zurich, Tödistrasse 1, 8002 Zurich. The company's purpose is the acquisition of real estate / residential complexes, the management of real estate, project investments, as well as investments in Bitcoin as a store of value.
- 4 The present offer is an offer without trading approval.
- 5 The capital generated from the bond described below will enable the Issuer to achieve moderate growth through the acquisition of additional real estate, the development of further residential property projects, and, when the current real estate market does not present attractive objects, to make an investment in Bitcoin following thorough internal due diligence.
- 6 The offer for the investors (hereinafter also referred to as "Bondholders") can be summarized as follows:

<b>Amount:</b>	CHF 277'000.00
<b>Stückelung:</b>	CHF 1'000.00 oder ein Mehrfaches davon.
<b>Form of Certification:</b>	Registered bonds, the issuer maintains a register.
<b>Description:</b>	Bond
<b>Interest:</b>	4.5%, payable annually as a preliminary distribution, first on 01.04.2025, minus 35% withholding tax. The second distribution follows as a preliminary distribution on 01.04.2026, minus 35% withholding tax.
<b>Securitizing:</b>	The issuance of physical certificates is not planned for the entire term of the bond. The investor has no right to receive an individual certificate. However, the investor will receive proof of ownership in the form of a confirmation of the bond signed by the issuer.
<b>Liberation:</b>	03.03.2025
<b>Repayment:</b>	01.01.2027 (04.01.2027 due to holidays)
<b>Listing:</b>	The bond will not be listed.
<b>Applicable law:</b>	Swiss law
<b>Place of jurisdiction:</b>	Zurich
<b>Allocation:</b>	Allocation is at the discretion of the issuer.
<b>Sales restrictions:</b>	Only Swiss investors and foreigners with a C or B permit and residence in C permit or B permit and domicile in Switzerland, as well as foreign investors domiciled abroad.

**Art. 36, para. 1 lit. e, FinSA:** *“No prospectus must be published if the public offer |...|*

*e.*

*Does not exceed a total value of CHF 8 million calculated over a period of 12 months.”*

## **2. Information on the issuer**

### **2.1 Risk**

7 The usual business risks exist, in particular the risk of the Issuer's insolvency. Such insolvency would mean that the issuer would no longer be able to meet its payment obligations. Investors are thus threatened with the partial or total loss of their invested capital.

8 However, the issuer considers the risk of insolvency to be low. The issuer only buys or invests in fully let properties and unique, high-quality real estate projects in strategically interesting locations, which reduces the risk of the property becoming vacant and has a positive effect on the sale of the completed real estate project. In addition, the issuer usually makes an equity contribution of at least 25% to 35% of the purchase price when purchasing the investment properties. For information on the risks of the bonds, see section 3.5. Information on the issuer and the real estate portfolio can be found on the website: [www.q-base-capitalgroup.ch](http://www.q-base-capitalgroup.ch). Investments in Bitcoin entail risks that are mainly due to the high volatility of the cryptocurrency market. The price of Bitcoin can fluctuate sharply within a short period of time, both upwards and downwards, which can lead to significant losses. This volatility is influenced by various factors, including:

Despite risks, however, the risk of investing in Bitcoin is **assessable and maneuverable** if you follow a prudent strategy:

**Diversification:** A Bitcoin investment should only form part of a larger, diversified portfolio. Other, less volatile asset classes (such as real estate or government bonds) can help to reduce the overall risk.

1. long-term perspective: Bitcoin is seen by many as a long-term investment. Short-term price fluctuations should not be overestimated. A long-term perspective helps to deal with volatility.

2. continuous market observation: Follow the development of the Bitcoin market closely and be prepared for potential risks. Keep up to date with relevant news and analysis.

3. well thought-out strategy: Develop a well thought-out investment strategy that takes into account your risk appetite and defines clear entry and exit criteria.

In summary, it can be said that investing in Bitcoin involves risks. However, these risks are not unavoidable, but can be significantly reduced through careful planning, a sound strategy and a diversified investment policy. Caution, thorough research and a long-term horizon are the keys to responsible investment in Bitcoin.

In addition, increasing regulatory clarity, particularly in the US, is ensuring greater stability and acceptance in the market. The SEC has classified Bitcoin as less risky for investors, which provides positive impetus for the entire cryptocurrency industry. As a result, the broad global demand for Bitcoin is now seen as a hedge against inflation and economic instability.

These developments underline the growing potential of Bitcoin as a valuable investment option. Investors who are willing to accept short-term fluctuations can benefit from the long-term opportunities that Bitcoin offers in an increasingly decentralized and digitized financial environment. Furthermore, the 10 Bitcoin ETF's from the 10 largest asset managers in the US (17 trillion AUM) have been officially approved by the SEC (United States Securities and Exchange Commission) as of January 10, 2024. This in turn now enables the general public to invest in the cryptocurrency Bitcoin via ETFs, leading to a brisk inflow of money. Bitcoin is already seen as the digital gold and has already surpassed the gold ETF at the world's largest asset manager, BlackRock, with over USD 40 billion within 10 months. BlackRock's iShares Bitcoin Trust (IBIT) is currently the world's largest Bitcoin ETF. Since its launch in January 2024, the fund has achieved impressive growth and currently manages over 500,000 Bitcoin worth around 48 billion US dollars.

**General information about the issuer:**

- 9 The name of the issuer is Q-Base Capital Group AG. The issuer is a public limited company (CHE- 238.195.692) registered in the commercial register of the Canton of Aargau since December 12, 2019 in accordance with Swiss law with a share capital of CHF 150,000.00, which is 100% paid up. The date of the Articles of Association is December 4, 2019.

According to the extract from the commercial register, the registered office was relocated to Tödistrasse 1 in 8002 Zurich (the White Castle) on 12.09.2023.

- 10 The company is subject to Swiss law in accordance with Art. 620 ff. of the Swiss Code of Obligations.
- 11 The share capital of CHF 150,000.00 is divided into 150 registered shares with a nominal value of CHF 1,000.00 each (fully paid up).
- 12 A financial year of the issuer corresponds to the calendar year, with the exception of the first financial year, which is considered an extended financial year from December 4, 2019 to December 31, 2020.

- 13 The purpose of the issuer is all real estate transactions in Switzerland, in particular the rental, management, acquisition and sale of developed and undeveloped properties, planning, construction, renovation and conversion of buildings for its own account and for the account of third parties. It may invest in other companies, establish subsidiaries and branch offices, and accept and grant loans from investors. Investments in Bitcoin are also an option.

## **2.2 Information on the board of directors, management, auditors and other bodies of the issuer**

- 14 The governing bodies of the issuer are the General Meeting of Shareholders and the Board of Directors.
- 15 The Board of Directors consists of Mr. David Quadranti (Chairman), domiciled in Möriken-Wildegg, Mr. Andreas Quadranti, domiciled in Möriken-Wildegg, and Ms. Cornelia Quadranti - Hug, domiciled in Niederlenz.
- 16 The day-to-day business is managed by the Chairman of the Board of Directors, Mr. D. Quadranti.
- 17 The auditors are now blueAudit GmbH, Schindellegistrasse 73, 8808 Pfäffikon.

## **2.3 Business activities and prospects of the issuer**

- 19 The issuer pursues a buy and hold strategy. For this reason, it only acquires real estate or invests in real estate projects that are located in highly desirable residential areas with good growth forecasts and, after thorough due diligence, are suitable for long-term investment. To add diversification, investments on a long-term basis in the cryptocurrency Bitcoin are now also an option.
- 20 **The issuer's current real estate project is already underway:**

- Property cadastral no.: 1062, Husächer, Plan 10, Im Kessler, Rebbergstrasse 61 in 8102 Oberengstringen Zurich.
- 4 condominiums

## **2.4 Capital structure and voting rights of the issuer**

- 21 The issuer has a share capital of CHF 150,000.00, which is 100% paid up.
- 22 The share capital is divided into 150 registered shares with a nominal value of CHF 1,000.00 each
- 24 There are no own equity securities held by or on behalf of the issuer or any guarantors or collateral providers. Nor are any own equity securities held by another company in which the issuer holds a majority interest.

## **3. Information on the bonds**

### **3.1 No admission to trading**

- 25 This is a public offer without admission to trading.

### **3.2 No free trading**

- 26 Free trading of the bonds is not permitted.
- 27 However, the Bonds are transferable to an acquiring third party after notification of an acquiring third party by the Bondholder and the written consent of the Issuer (by registered letter). The terms and conditions of the bonds as set out in this prospectus also apply unchanged to the acquiring third party.

### **3.3 Issue volume**

- 28 The maximum issue volume is CHF 277'000.00.

### **3.4 Denomination**

- 29 The denomination is CHF 1,000.00 or a multiple thereof. The minimum investment amount is CHF 1,000.00.

### **3.5 Risk**

- 30 Investments in bonds may result in a partial or total loss of the amount invested.
- 31 The bond is only initially secured by the pledge of a subordinated promissory note until the building permit for the real estate project described under RZ 20 is granted. The bank's mortgage liens take precedence over this promissory note. Once the building permit has been granted, however, this subordinated mortgage note will be deleted in its entirety, meaning that the bond will be unsecured from then on. There are also the usual business risks. In return, investors receive an attractive and fixed interest rate of 4.5% p.a. in advance.

### **3.6 Legal basis**

- 33 The issuer issues the bond in accordance with the resolution of the Board of Directors dated January 15, 2025 and in accordance with the Articles of Association.

### **3.7 Use of the net proceeds**

- 34 The net proceeds of the bond are not intended to cover the issuer's current financial requirements, but will enable the issuer to achieve moderate growth through the acquisition of additional real estate and will be used for the development of further residential real estate projects and investments in Bitcoin. The net proceeds of the issue cannot be estimated.

### **3.8 Rights / terms of issue**

#### **3.8.1 Structure of the bonds/certification**

- 35 The bonds are registered bonds pursuant to Art. 1157 et seq. of the Swiss Code of Obligations. The issuer keeps a register of all bondholders, which is deposited with Dr. Philip Funk, attorney-at-law and notary, Voser Rechtsanwälte, Baden, for the entire term of the bonds. The right to the issue and delivery of individual certificates to the investor is waived for the entire term of the bond.
- 36 Investors will receive a legal confirmation of their bond signed by the issuer, stating the nominal value and the most important key data.

#### **3.8.2 Issue price**

- 38 The issue price of a bond is CHF 1,000.00 or a multiple thereof.

#### **3.8.3 Interest rate, interest payment dates**

- 39 The interest rate is 4.5% p.a. in advance for the entire term, i.e. from 03.03.2025 to 01.01.2027. This is a fixed term. For the individual creditor, interest is paid in advance from 01.04.2025 until the date of repayment by the issuer.

40 The interest payments are made annually as an advance withdrawal less 35% withholding tax in the first year. Year on 01.04.2025 and second year on 01.04.2026 less 35% withholding tax.

#### **3.8.4 Payment**

41 Payment will be made on 03.03.2025. After this payment date, the bond is closed and no further investments are possible.

#### **3.8.5 Paying, calculation and exercise agent**

42 The issuer is the paying, calculation and exercise agent.

#### **3.8.6 Term**

43 The term is 1 year and 10 months, which cannot be terminated.

44 Repayment takes place on 01.01.2027 (04.01.2027 due to public holidays).

45 The rights arising from the bonds expire ten years after the maturity date.

#### **3.8.7 Collateral**

46 The bond is only initially secured by the pledge of a subordinated promissory note until the building permit for the real estate project described in section 20 is granted. The bank's mortgage liens take precedence over this mortgage note. Once the building permit has been granted, the bank can demand the termination of the subordinated promissory note, which means that the bond is then unsecured. In this case, Q - Base Capital Group AG remains fully liable.

#### **3.8.8 Representative of the creditors**

48 The creditors' representative is Dr. Philip Funk, lawyer and notary, Voser Rechtsanwälte, Baden.

#### **3.8.9 Applicable law and place of jurisdiction**

49 The law applicable to the securities and collateral is Swiss law. The place of jurisdiction is Zurich, Canton of Zurich.

#### **3.8.10 Allocation**

50 The allocation of the bonds is at the discretion of the issuer. They are allocated according to appropriate criteria.

**3.9 Sales restriction**

- 51 Swiss investors (natural persons and legal entities such as banks, insurance companies, pension funds, asset management companies, Swiss stock corporations, cooperatives and Swiss associations), foreigners with a C permit or B permit domiciled in Switzerland and foreign investors domiciled abroad are admitted.

**3.10 Publication**

- 52 All communications with investors will be made directly by the issuer or on the issuer's website [www.q-base-capitalgroup.ch](http://www.q-base-capitalgroup.ch).

**3.11 Listing**

- 53 The bond will not be listed. No trading is planned.

**4. Responsibility for the prospectus**

Q-Base Capital Group AG accepts responsibility for the content of this prospectus and declares that, to the best of its knowledge, the information is correct and no material facts have been omitted.