

# **PROSPECT**

**from 05.04.2023**

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

**The present offer is not subject to the obligation to publish a prospectus pursuant to Art. 35 FIDLEG, as the issue amount is limited to less than 8 million Swiss francs over a period of 12 months. (Art. 36 Sec. 1 lit. 1 FIDLEG).**

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## 1. Summary

- 1 The summary is to be understood as an introduction to the prospectus. Investors may base their investment decisions on the information contained in the prospectus as a whole and not on the summary.
- 2 There is only liability for this summary 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 stock corporation with its registered office in the Canton of Aargau, Höheweg 1 in 5502 Hunzenschwil. The purpose of the company is the purchase of properties / residential complexes as well as the management of the properties.
- 4 The present offer is an offer without admission to trading.
- 5 The capital generated from the bond described below will enable the issuer to grow moderately through the acquisition of further properties and will be used for the development of further projects for residential properties.
- 6 The offer to the investors (hereinafter also "Bondholders") can be summarized as follows:

<b>Amount:</b>	max. CHF 886'000.00
<b>Denomination:</b>	CHF 1'000.00 or a multiple thereof.
<b>Form of certification:</b>	Registered bonds, the issuer keeps a register.
<b>Designation:</b>	Bond.
<b>Interest:</b>	5%, payable once a year as an advance withdrawal for the first time as of 01.09.2023 less 35% withholding tax. The further distributions will follow as an advance withdrawal as of 03.03.2024 and 03.03.2025 less 35% withholding tax.
<b>Securitization:</b>	The printing of the title is not intended during the entire term of the bond. The investor is not granted the right to receive an individual certificate. However, the investor will receive a legal certificate in the form of a confirmation of the bond signed by the issuer.
<b>Liberation:</b>	01.08.2023
<b>Repayment:</b>	01.02.2026
<b>Listing:</b>	The bond will not be listed.
<b>Applicable law:</b>	Swiss law
<b>Jurisdiction:</b>	Lenzburg
<b>Allocation:</b>	The 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 C permit or B permit and domicile in Switzerland as well as foreign investors domiciled abroad.

**Art. 36, Sec. 1 lit. e, FIDLEG:**      « No prospectus needs to be published if the public offer is made to |...|  
**e.**  
Calculated over a period of 12 months does not exceed a total value of 8 million Swiss francs..»

## **2. Information about the issuer**

### **2.1 Risks**

- 7 The usual business risks exist, including in particular the risk of the Issuer's insolvency. Such insolvency would mean that the Issuer can no longer meet its payment obligations. The investor is thus threatened with the partial or complete loss of his invested capital.
- 8 However, the Issuer considers the risk of its insolvency to be low. The Issuer purchases or invests exclusively in fully leased properties and unique as well as high-quality real estate projects in strategically interesting locations, which reduces the risk of vacancy of the property as well as exerts 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. Regarding 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).

### **2.2 General information about the Issuer**

- 9 The name of the Issuer is Q-Base Capital Group AG. The Issuer is a stock corporation registered in the Commercial Register of the Canton of Aargau since 12 December 2019 (CHE-238.195.692) under 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.
- 10 The Company is governed by Swiss law in accordance with Art. 620 et seq. 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 fiscal year of the Issuer shall correspond to the calendar year, with the exception of the first fiscal year, which shall be deemed to be an extra-long fiscal year starting on December 4, 2019 and ending on December 31, 2020.

- 13 The purpose of the Issuer is to conduct all real estate transactions in Switzerland, in particular the leasing, management, acquisition and sale of developed and undeveloped land, the planning, construction, renovation and conversion of buildings for its own account and for the account of third parties. It can participate in other companies, establish subsidiaries and branch offices, as well as accept and grant loans from investors.

### **2.3 Information on the Board of Directors, Executive Board, Auditors and other bodies of the Issuer**

- 14 The governing bodies of the Issuer are the General Meeting, the Board of Directors and the Auditors.
- 15 The Board of Directors consists of Mr. David Quadranti (Chairman), residing in Meisterschwanden, Mr. Andreas Quadranti, residing in Möriken-Wildegg and Mrs. Cornelia Quadranti - Hug, residing in Niederlenz.
- 16 The day-to-day business is managed by the aforementioned directors.
- 17 The auditors of the Issuer are Mattig-Suter und Partner, Bahnhofstrasse 28 in 6431 Schwyz. The Issuer is subject to ordinary auditing.
- 18 Mattig-Suter und Partner is a state-regulated audit firm with RAB No. 500505.

### **2.4 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 locations with good projected growth and that, after thorough due diligence, qualify for a long-term investment.
- 20 The Issuer's current real estate project is already underway:
- Plot of land cadastre no.: 5571 and 5817 at Bodenackerstrasse 5 and 7 in 8304 Wallisellen.
  - 18 residential units

## **2.5 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 there any own equity securities held by any other company in which the issuer has a majority interest.

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

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

- 25 This is a public offering 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 upon notification of an acquiring third party by the Bondholder and written consent by the Issuer (by registered letter). The terms and conditions of the Bonds as set forth in this Prospectus shall apply unchanged to the acquiring third party.

### **3.3 Issue volume**

- 28 The maximum issue volume is CHF 886'000.00.

### **3.4 Denomination**

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

### **3.5 Risks**

- 30 Investments in bonds may result in a partial or total loss of the invested amount.
- 31 The bond is only initially secured by the pledge of a subordinated debt certificate until the granting of the building permit in the real estate project described under note 20. This promissory note takes precedence over the bank's real estate liens. However, once the building permit has been issued, this subordinated borrower's note will be cancelled in its entirety, meaning that the bond will then be unsecured. In addition, there are the usual business risks. In return, the investors receive the attractive and fixed interest rate of 5% p.a.

### **3.6 Legal Basis**

- 33 The Issuer issues the Bonds pursuant to the resolution of the Board of Directors dated

December 1 2022 and in accordance with the Articles of Association.

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

34 The net proceeds of the Bonds are not intended to cover the Issuer's current financial needs, but will enable the Issuer to grow moderately through the acquisition of further properties and will be used for the development of further residential real estate projects. The net proceeds of the issue cannot be estimated.

### **3.8 Rights / Terms and Conditions of the 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 for the entire duration of the bonds with Dr. Philip Funk, attorney-at-law and notary, Voser Attorneys-at-law, Baden. The right to issue and deliver individual certificates to the investor is excluded for the entire duration of the bond.

36 As legal evidence for his bond, the investor receives a confirmation of his 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 dates**

39 The interest rate is 5% p.a. for the entire term, i.e. from 01.08.2023 to 01.02.2026. This is a fixed term. For the individual creditor, interest is paid as an advance withdrawal from 01.09.2023 until the date of repayment by the issuer.

40 The interest payments are made annually as an advance withdrawal less the 35% withholding tax in the first year as of 01.09.2023, in the subsequent years as of 03 march less 35% withholding tax.

#### **3.8.4 Payment**

41 The payment date is 01.08.2023. 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 shall be the paying, calculation and exercise agent.

#### **3.8.6 Term**

43 The term is 2.5 years, which is non-cancellable.

44 The redemption date is 01.02.2026.

45 The right under the bonds expires ten years after the maturity date.



**3.8.7 Collateral**

- 46 The Bonds are secured only initially until the granting of the building permit in the real estate project described in Note 20 by the pledge of a subordinated promissory note. This promissory note shall have priority over the bank's real estate liens. After the building permit has been granted, however, this subordinated borrower's note will be cancelled in its entirety, which means that the bond will be unsecured from then on.

**3.8.8 Creditors' Representative**

- 48 The representative of the creditors is Dr. Philip Funk, Attorney at Law and Notary Public, Voser Attorneys at Law, Baden.

**3.8.9 Applicable law and place of jurisdiction**

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

**3.8.10 Allocation**

- 50 The allocation of the bonds is at the discretion of the issuer. It is made 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 a B permit domiciled in Switzerland, and foreign investors domiciled abroad are admitted.

**3.10 Publication**

- 52 All communication with investors shall be made by direct address 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 Bonds will not be listed. No trading is envisaged.

**4. Responsibility for the Prospectus**

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