

# Issue Prospectus according to art 652a CO of ungleich glarus ag

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### 1. Preface

1. ungleich glarus ag endeavors to create an attractive virtual machine (VM) hosting service based in Glarus with a global reach (project name "Data Center Light"). ungleich glarus ag requires additional capital in order to establish and expand its virtual machine hosting services and to develop the Swiss hosting market.

### 2. Information about the Company

2. ungleich glarus ag (ungleich glarus sa, ungleich glarus ltd.) was incorporated on 11 October 2017. The first entry in the commercial register dates from 16 October 2017. The company's registered seat is located in Glarus South and its domicile is at Bahnhofstrasse 1, 8783 Linthal.
3. The purpose of the Company is to provide IT, network and communication services, as well as to trade in software and hardware.
4. The Board of Directors consists of the following members:
  - Schottelius, Nico, German national, in Luchsingen (Glarus South), (Chairman) with sole signatory power;
  - Padavath, Jerry Thomson, Austrian national, in Wetzikon ZH (Member of the board) with sole signatory power.
5. Managing Director is Nico Schottelius.
6. The official means of communication of the company is the Swiss Official Gazette of Commerce

7. In accordance with the declaration made at the founding assembly on 11 October 2017, the limited audit was waived.

### **3. Annual Financial Statements**

8. ungleich glarus ag has only existed since 16 October 2017, for which reason no annual financial statements are available yet.
9. The Company has prepared interim financial statements as of 31 October 2018. According to the audit report of Treucontrol AG, based in Egg/ZH, the interim financial statements comply with Swiss law and the company's articles of incorporation. The interim financial statement and audit report are attached to this issue prospectus and can be inspected at the company's domicile.

### **4. Dividend Policy**

10. ungleich glarus ag has not paid any dividends since it was founded.
11. ungleich glarus ag pursues a moderate dividend policy. Should an annual profit be generated in the following years, the statutory proportions of the profit will be allocated to the ordinary reserves. Any profit in excess of this will primarily be used to build up free reserves. If the result permits, any remaining profit may be distributed in whole or in part to the shareholders at the discretion of the general meeting of shareholders. There is no entitlement to the disbursement of dividends.

### **5. Existing Capital**

12. The share capital of the Company amounts to CHF 108,750, divided into
- 187'500 registered shares of a par value of CHF 0.10
  - 9'000'000 registered voting shares of a par value of CHF 0.01
13. The participation capital of the Company amounts to CHF 385, divided into
- 3'850 registered participation certificates with a par value of CHF 0.10
14. The capital is fully paid in. There are no profit participation certificates or the like.
15. The transferability of the shares is limited in accordance with the Articles of Association.

### **6. Approved Capital Increase/Issuance Resolution**

16. By resolution of 11 October 2017, the general meeting of shareholders of ungleich glarus ag has authorized capital in the maximum amount of CHF 50,000 by issuing a maximum of 500,000 equity securities with a nominal value of CHF 0.10 each. The Board of Directors is thus authorized to increase the share capital accordingly until September 30, 2019.

17. At its meeting on 23 November 2018 the Board of Directors decided to increase the share and participation capital by a maximum of CHF 40,865 from a total of CHF 109,135 to a maximum of CHF 150,000. The increase must be fully paid up.
18. A maximum of 165,500 registered shares with a par value of CHF 0.10 each and a maximum of 246,150 registered participation certificates with a par value of CHF 0.10 each will be issued.
19. The minimum subscription volume for registered shares is 2,000 shares, further registered shares can only be acquired in packages of 2,000.
20. The minimum subscription volume for registered participation certificates is 40 certificates, further registered participation certificates can only be acquired in packages of 40.
21. The Board of Directors was instructed to execute the capital increase to the extent of the subscribed capital within four months of today's date, taking into account the agreed maximum capital.
22. Registered shares and registered participation certificates shall be issued at a price of CHF 2.50 (two Swiss francs fifty centimes) per registered share and at a price of CHF 2.50 (two Swiss francs fifty centimes) per registered participation certificate. Any emission levy shall be borne by the company.
23. Dividend entitlement starts from the business year 2019.
24. Deposits shall be made in cash. The subscription rights of existing shareholders will neither be restricted nor cancelled. Subscription is only permitted within the framework of the statutory share transfer restriction provisions. If the public offer is oversubscribed, the allocation will first be made in accordance with the subscription right and then in accordance with the decision of the Board of Directors.
25. The result of the public subscription determines the final amount of the capital increase, up to a maximum of CHF 40,865.

## **7. Offer Period and Subscription Modalities**

26. The subscription period expires on 6 February 2019 at the latest.
27. The subscription of the registered shares or participation certificates is made in trust by ungleich GmbH, Glarus, which transfers the participation rights to the respective purchaser within 10 days of the capital increase.

**8. Payment**

28. The full issue price for the subscribed new registered participation certificates must be paid into the account No. **CH08 0077 3000 5612 8717 7** at GLKB, Glarus, by 28 February 2019 at the latest.
29. The full issue price for the subscribed new registered participation certificates must be paid into the account No. **CH31 0077 3000 5612 8812 1** at GLKB, Glarus, by 28 February 2019 at the latest.

Glarus South, 5 December 2018



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Nico Schottelius (Chairman)



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Jerry Padavath (Board member)

## Power of Attorney

For the purpose of fiduciary subscription of registered shares and registered participation certificates of ungleich glarus ag domiciled in Glarus South (CHE-156.970.649)

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Name, Surname (Company)

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Street, Nr.

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Postal code / City / Country

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E-Mail

(„principal“)

hereby authorizes

**ungleich GmbH** domiciled in Glarus South (CHE-109.549.333) ("representative")

to the fiduciary subscription of

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(please indicate number, for registered shares 2'000 or a multiple of 2'000, for registered participation certificates 40 or a multiple of 40)

Registered Shares

Registered Participation Certificates

(mark with a cross where applicable)

with a nominal value of CHF 0.10 each at an issue price of CHF 2.50 each.

The representative undertakes to assign the subscribed registered shares or registered participation certificates to the principal within 10 days after the capital increase.

The principal confirms for regulatory reasons that he is neither a US citizen nor a resident of the USA.

This power of attorney is valid six months after the signing.

Place and date: \_\_\_\_\_

Signature: \_\_\_\_\_