

GROWTH PROSPECTUS

for the public offering of 10,000,000 profit participation rights (Genussrechte)



This Prospectus (hereinafter referred to as the "**Prospectus**") is produced as a single document, and relates to the offering of up to 10 000 000 profit participation rights (Genussrechte) within the meaning of Austrian Federal Law on Public Limited Companies, with nominal value of EUR 0.01, subscription price of EUR 1.00 per security, and total issue volume of up to EUR 10 mio, (hereinafter referred to as the "**Securities**") of Rocksolid Estate Aktiengesellschaft, an Austrian public limited company with its headquarters in Vienna, Austria, registered address: Opernring 1/R/345, 1010 Vienna, Austria, with registration number 593266a (hereinafter referred to as the "**Issuer**" or the "**Company**" or "**Rocksolid Estate AG**"). The Prospectus references annexes 23, 24, 26 and 29 of the Regulation (EU) 2017/1129 (hereinafter referred to as the "**Prospectus Regulation**").

The Issuer is considered an SME (small and medium-sized enterprise) within the meaning of Article 2(f) of Prospectus Regulation given that the number of employees employed by the Issuer was less than 250, the total balance sheet less than EUR 43,000,000 and the Issuer's annual net turnover less than EUR 50,000,000. Issuer has been operating in its current sphere of economic activity for less than three years and is therefore considered a start-up company in accordance with Art. 136 of ESMA update on CESR Recommendations (ESMA reference number: ESMA/2013/319) referencing the Annex 29 of Commission Delegated Regulation (EU) 2019/980.

This Prospectus has been prepared in accordance with the Prospectus Regulation pursuant to provisions thereof regarding EU Growth Prospectus (EU Growth Prospectus, Art. 15 Prospectus Regulation), Austrian Capital Market Act 2019 (hereinafter referred to as the "**Capital Market Act**", and has been approved by the FMA Austria (Österreichische Finanzmarktaufsicht, Financial Market Authority Austria, hereinafter referred to as the "**FMA**") in its capacity as competent authority under the Capital Market Act and Prospectus Regulation on 22 April, 2024 and is valid until 21 April, 2025. The obligation to supplement a prospectus in the event of significant new factors, material mistakes or material inaccuracies does not apply when a prospectus is no longer valid.

The accuracy of the information contained in this Prospectus does not fall within the scope of examination by the FMA under applicable Austrian law. The FMA examines the Prospectus only in respect of its completeness, coherence and comprehensibility as imposed on by Prospectus Regulation. Such approval should not be considered an endorsement neither of the Issuer nor of the Securities. Investors should make their own assessment as to the suitability of the investment in the Securities. This Prospectus has been drawn up as an EU Growth Prospectus in accordance with Article 15 of the Prospectus Regulation.

The Securities offered are profit participation rights (Genussrechte) with nominal value, and constitute subordinated obligations of the Issuer ranking subordinated to all other existing and future unsubordinated obligations, except as otherwise provided by mandatory provisions of law.

The Offering based on this Prospectus is registered in Austria (Home Member State) and notification thereof made in France, Germany, Italy, Poland, Portugal and Spain (Host Member State). The Offering in other EEA countries where no notifications have been made is based on applicable exemption from the obligation to publish a prospectus (i.e., to fewer than 150 natural or legal persons in any EEA country).

Prospective investors should consider that investing in the Securities involves risks, described in detail in section 4 of this Prospectus. The occurrence of one or more of such risks could result in the (partial or total) loss of the investment made.

An investment in Securities is suitable only for investors who can evaluate the merits and risks of such investment and who have sufficient resources to be able to bear any losses, which may result from such investment.

No person is authorized to give any information or to make any representation not contained in this Prospectus and any information or representation not so contained must not be relied upon as having been authorized by or on behalf of the Issuer. Neither the delivery of this Prospectus nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer since the date hereof or the date upon which this Prospectus has been most



recently supplemented or that there has been no adverse change in the financial position of the Issuer since the date hereof or the date upon which this Prospectus has been most recently supplemented or that the information contained in it or any other information supplied in connection with the Securities is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same. The Issuer will make necessary arrangements that any information relating to any of such potential significant new factor(s), material mistake(s) or material inaccuracies relating to the information included in the Prospectus which may affect the assessment of the Securities and which arises or is noted between the time when the Prospectus is approved and the closing of the Subscription period, shall be mentioned in a supplement to the Prospectus (subject to approval by the FMA) without undue delay and with relevant information concerning the exercise of the right to withdraw acceptances in accordance with Article 23 of the Prospectus Regulation, which shall be published without undue delay upon approval by the FMA on the Issuer's dedicated section of the Website.

The Issuer alone accepts responsibility for the information contained in this Prospectus. To the best of its knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

Notifications as per the Prospectus Regulation of this Prospectus have been made to national competent authorities in: France (Autorité des Marchés Financiers (AMF)), Germany (Bundesanstalt für Finanzdienstleistungsaufsicht (BaFIN)), Italy (Commissione Nazionale per le Società e la Borsa (CONSOB)), Poland (Komisja Nadzoru Finansowego (KNF)), Portugal (Comissão do Mercado de Valores Mobiliários (CMVM)) and Spain (Comisión Nacional del Mercado de Valores (CNMV)).

The Prospectus and the Offering of Securities have not been and will not be registered under the securities laws of any jurisdiction other than Austria, as well as France, Germany, Italy, Poland, Portugal and Spain.

The Offering of Securities in EEA countries where no notifications are made to will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offer of Securities (i.e., to fewer than 150 natural or legal persons in any EEA country). The Prospectus has not been filed with or approved by any national supervisory authority where the Offering will be made pursuant to an exemption under the Prospectus Regulation. The Issuer has not authorized, nor does the Issuer authorize, any offer of Securities, which would require the Issuer to publish a prospectus in any other EEA Country.

The Offering of Securities outside EEA countries may only occur in a manner so as to qualify as private placement in accordance with the relevant and applicable legislation of each country in which the Offering of Securities is made. The Securities have not been, and shall not be, registered under the U.S. Securities Act of 1933, as amended, or with any securities' regulatory authority of any state or other jurisdiction of the United States. The Securities may not be offered, sold or delivered neither within the United States (as such term is defined in Regulation S under the U.S. Securities Act) nor to U.S. citizens or residents, including double U.S. citizens residing outside the United States. Neither the issuance or sale of the Securities nor the Securities have been approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of any offering of the Securities or the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offense in the United States.

Important information and disclaimer

The Issuer confirms that this Prospectus contains all information with respect to the Issuer and the Securities which is material in the context of the issue and Offering of the Securities, the information contained herein with respect to the Issuer and the Securities is accurate in all material respects and not misleading, the opinions and intentions expressed therein with respect to the Issuer and the Securities are honestly held, there are no other facts with respect to the Issuer or the Securities the omission of which would make the Prospectus misleading in any material respect; and that all reasonable enquiries have been made to ascertain such facts and to verify the accuracy of all statements contained herein.



No person has been authorized to give any information or to make any representations other than those contained in this Prospectus and, if given or made, such information or representations must not be relied upon as having been authorized by or on behalf of the Issuer. Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the financial situation of the Issuer since the date of this Prospectus, or that the information herein is correct at any time since the date of this Prospectus.

Except for the Issuer, no other person mentioned in this Prospectus is responsible for the information contained in this Prospectus, and accordingly, and to the extent permitted by the law of any relevant jurisdiction, none of these persons make any representation or warranty or accept any responsibility as to the accuracy and completeness of the information contained in any of these documents. Each investor contemplating purchasing any Securities should make its own independent investigation of the financial condition and affairs, and its own appraisal of the financial performance and prospects of the Issuer.

The language of this Prospectus is English. This Prospectus reflects the status as of its date. Neither the delivery of this Prospectus nor the Offering, sale or delivery of the Securities shall, in any circumstances, create any implication that the information contained herein is accurate and complete subsequent to the date hereof or that there has been no adverse change in the financial situation of the Issuer since such date or any other information supplied in connection with the issue of the Securities is accurate at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The distribution of this Prospectus and the offer, sale and delivery of the Securities in certain jurisdictions may be restricted by law. This Prospectus may only be used for the purpose for which it has been published. It does not constitute an offer or an invitation to subscribe for or purchase any Securities. This Prospectus may not be used for the purpose of an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation.

Forward-looking statements

This Prospectus contains certain forward-looking statements. A forward-looking statement is a statement that does not relate to historical facts and events. They are based on analyses or forecasts of future results and estimates of amounts not yet determinable or foreseeable. These forward-looking statements are identified using terms and phrases such as "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "plan", "predict", "project", "will" and similar terms and phrases, including references and assumptions. This applies, in particular, to statements in this Prospectus containing information on future earning capacity, plans and expectations regarding the Issuer's business and management, its growth and profitability, and general economic and regulatory conditions and other factors that affect it.

Rounding adjustments

In certain calculations there may be minor differences between some figures due to rounding. Any total sums, products of partial sums or percentage calculations are calculated with exact numbers (before rounding).

Disclaimer

This Prospectus is not intended to provide any advice relating to legal, taxation or investment matters and prospective investors should not construe it as containing any such advice. No representation is made regarding the legal, accounting, regulatory or tax treatment of an investment in any jurisdiction relevant to a recipient of this Prospectus. Persons interested in acquiring the Securities should consult their own professional advisers prior to deciding to invest in the Securities.

This Prospectus does not constitute an offer of Securities or an invitation by or on behalf of the Issuer to purchase any Securities. Neither this Prospectus nor any other information supplied in connection with the Securities should be considered as a recommendation by the Issuer to a recipient hereof and thereof that such recipient should purchase any Securities. The Issuer does not consent that this Prospectus is used for



or in connection with the subsequent resale or final placement of the Securities in connection with an offer of Securities to the public within the meaning of the Prospectus Regulation.

The Securities may, in certain jurisdictions, be subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.



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Definitions

AIFMD	Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers and amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) No 1060/2009 and (EU) No 1095/2010
AIFMG	Austrian Alternative Investmentfonds Manager Gesetz
Articles of association	Articles of association of the Issuer as amended.
Austrian AML/CFT Law	Federal Act on the Prevention of Money Laundering and Terrorist Financing in Financial Markets, as amended (<i>Finanzmarkt-Geldwäschegesetz - FM-GwG</i>).
Austrian Commercial Code	Federal law on special civil law regulations for companies, as amended (<i>Bundesgesetz über besondere zivilrechtliche Vorschriften für Unternehmen (Unternehmensgesetzbuch – UGB)</i>).
Austrian Federal Law on Public Limited Companies	Federal Law on Public Limited Companies, as amended (<i>Bundesgesetz über Aktiengesellschaften (Aktiengesetz – AktG)</i>).
Austrian Insolvency Act	Federal Law on Insolvency Proceedings, as amended (<i>Bundesgesetz über das Insolvenzverfahren (Insolvenzordnung – IO)</i>).
Austrian Squeeze-out Act	Federal Law on Exclusion of Minority Shareholders, as amended (<i>Gesellschafter-ausschlussgesetz (GesAusG)</i>)
Austrian Takeover Act	Federal Law on Takeover Bids, as amended (<i>Bundesgesetz betreffend Übernahmeangebote (Übernahmegesetz – ÜbG)</i>).
Company	Issuer as defined below.
Balance sheet value	Sum of the Capital Account and the Profit Participation Account. The Balance Sheet Value can be negative.
Bank account	Fiduciary bank account of the Placement agent
BREEAM	BREEAM (Building Research Establishment Environmental Assessment Method) is a UK green building certification system. It is the oldest and most widely used green building rating system in Europe. BREEAM certification assesses buildings across a range of environmental criteria, including energy and water consumption, materials and waste, indoor air quality, and management.
Company Law Directive	Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law.
DGNB	DGNB (Deutsche Gesellschaft für Nachhaltiges Bauen) is a German green building certification system. It is one of the most comprehensive green building rating systems in the world and assesses buildings across a wide range of sustainability criteria, including environmental quality, economic quality, socio-cultural and functional quality, technical quality, process quality, and location quality.
DLT	Distributed ledger technology
DLT MTF	Multilateral trading facility that only admits to trading DLT financial instruments
DLT Pilot regime	Regulation (EU) 2022/858
DLT TSS	DLT trading and settlement system that combines services performed by a DLT MTF and a DLT settlement system



EEA	European Economic Area.
Enterprise value	Economic measure reflecting the market value of a business. Sum of claims by all claimants: creditors (secured and unsecured) and shareholders (preferred and common).
Financial Instrument	Financial Instrument as defined in Article 4(1) (15) of MIFID II
FMA	Österreichische Finanzmarktaufsicht, Austrian financial regulator, and Austrian national competent authority within the meaning of Art. 31 of Prospectus Regulation.
IFRS	International Financial Reporting Standards, as issued, developed, and maintained by the IFRS Foundation and the International Accounting Standards Board (IASB)
IFRS Regulation	Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards.
Issuer	Rocksolid Estate AG, a public limited company (<i>Aktiengesellschaft</i>) incorporated in Austria and operating under the laws of Austria (commercially doing business also under the commercial brand “Rocksolid”), with registered address at Opernring 1/R/345, 1010 Vienna, Austria, registered with the Austrian Business Register (<i>Firmenbuch</i>) under the number 593266a, with its Legal Entity Identifier (LEI) 529900I8D33AQ9JO8S73.
LEED	LEED (Leadership in Energy and Environmental Design) is a green building certification program used worldwide. It was developed by the U.S. Green Building Council and is the most widely used green building rating system in the world. LEED certification provides a framework for healthy, highly efficient, and cost-saving green buildings. LEED-certified buildings are designed to reduce energy and water consumption, improve indoor air quality, and reduce greenhouse gas emissions.
Liquid secondary market	means that the Securities are listed for trading on at least one exchange and have an aggregate 30-day average trading volume of at least 0.25 % of the Participation Capital. For the purposes of this Prospectus, “exchange” means any trading venue in accordance with Directive 2014/65/EU or Regulation (EU) 2022/858.
Management Guidelines	Issuer’s Board of Balance Sheet Equity Holders Management Guidelines on its Implementation and Operation of the Issuer
MiFID II	Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU
MTF	Multilateral trading facility
Offering	Public offering of up to 10,000,000 Securities offered by the Issuer under this Prospectus.
ÖGNI	ÖGNI (Österreichische Gesellschaft für Nachhaltige Immobilienwirtschaft) is an Austrian green building certification system. It is based on the DGNB system and is adapted to Austrian needs and provisions. ÖGNI certification assesses buildings across the same six criteria as DGNB.
OTF	Organized trading facility



Participation capital	The total nominal value of all Securities issued and outstanding, recorded in a dedicated balance sheet account of the Issuer in accordance with the Terms and Conditions of the Securities.
Placement agent	Equito brokerage company Ltd., a limited company incorporated in Slovenia, operated under the laws of Slovenia, with its registered address and principal place of business at Ameriška ulica 8, 1000 Ljubljana, Slovenia, entered into Slovenian commercial registry under the number 9125108000, with its Legal Entity Identifier (LEI) 48510004DAWP3SMI4S38, duly licensed to perform investment services in accordance with ZTFI-1 and is regulated by the Slovenian Securities Market Agency (ATVP) based on approval No.40210-2/2022-13.
Prospectus	Legally mandated document to be published when issuing securities to the public, providing detailed information about the Issuer, the Securities offered, and associated risks in order to enable informed investment decisions, drawn up in accordance with Prospectus Regulation and Austrian Prospectus Regulation implementation law, and relating to the Offering of the Securities issued by the Issuer as contained herein.
Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.
Security	Profit participation rights (Genussrechte) with ISIN AT0000A34CX2, represented in tokenized form under ticker "ROC" with a nominal value EUR 0.01 each, issued by the Issuer on the basis of the resolution adopted on 24 May 2023 at a general meeting of the shareholders, with attached rights, essential elements and characteristics as set forth in the Terms and Conditions of the Securities.
Subscription	Process of investors' signing up and committing to invest in Securities.
Subscription Amount	Subscription Price times the number of Securities individual investor subscribes to.
Subscription Period	The periods set out in section 6.1 of this Prospectus during which Subscription to this Offering is possible.
Subscription Price	Price per Security as defined in this Prospectus.
Takeover Directive	Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on takeover bids.
Terms and Conditions of the Securities	"Terms and Conditions of the ROC Participation Rights" document, setting forth the essential elements, characteristics, material rights and obligations attached to the Securities, adopted on 24 May 2023 at a general meeting of the shareholders of the Issuer with the shareholders resolution to issue up to 100,000,000.00 Profit participation rights, ISIN: AT0000A34CX2, ticker: "ROC", denominated in tokenised form with a nominal value of EUR 0.01 each. (of which up to 10,000,000 are offered under this Prospectus). The Terms and Conditions of the Securities are annexed to this Prospectus and accessible on the Website and at the registered office of the Issuer.
Value Date	The date of delivery of the allotted Securities, which is set no later than 20 working days after the end of the Subscription Period.
Website	https://rocksolidestate.com/



Whitelisting	<p>Act of on-chain approval process of a wallet address, established by the Issuer, to enable the unrestricted transfer of Securities among individuals and legal entities, who have undergone an identification process with the primary objective of such whitelisting process to ensure that it meets at least a level of identification of parties equivalent to that typically required when entering into commercial contracts. This includes, but is not limited to, verification of legal identity, contact information, and compliance with applicable anti-money laundering (AML) and know-your-customer (KYC) regulations, to the extent that the Issuer is deemed to be an obliged entity under relevant anti money laundering and counter-terrorist financing legislation (AML/CFT)..</p> <p>Once whitelisted, a wallet address can freely transfer Securities to, and receive Securities from other whitelisted wallet addresses.</p> <p>Issuer will only deny whitelisting, if it cannot identify the holder of the wallet address to a degree that would meet at least a level of identification of parties equivalent to that typically required when entering into commercial contracts. The Issuer, if classified as an obliged entity under the relevant AML/CFT legislation, is authorized to implement a more stringent identification and identity verification process to ensure compliance with applicable anti-money laundering (AML) and know your customer (KYC) regulations. The applicable whitelisting requirements shall be specified in the Issuer's whitelisting policy (incorporated by reference).</p>
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Information incorporated by reference

The following documents which have previously been published or are published simultaneously with this Prospectus and have been filed with the FMA and the relevant sections set out below of those documents shall be incorporated by reference in, and form part of, this Prospectus.

Unless otherwise indicated, all pages of below documents are relevant.

This Prospectus should be read in conjunction with:

Document	URL
Articles of association	https://rocksolidestate.com/wp-content/uploads/2024/04/20240312_Satzung_Rocksolid.pdf
Audited financial statements for the period 25.11.2022-31.12.2022	https://rocksolidestate.com/wp-content/uploads/2023/09/230913_-Rocksolid-Jahresabschluss-2022_Audited-Balance-Sheet.pdf (p. 21ff)
Auditor's report on financial statements for the period 25.11.2022-31.12.2022	https://rocksolidestate.com/wp-content/uploads/2023/09/230913_-Rocksolid-Jahresabschluss-2022_Audited-Balance-Sheet.pdf (p. 3-11)
Management Guidelines (Board of Balance Sheet Equity Holders - Management Guidelines on its Implementation and Operation	https://rocksolidestate.com/wp-content/uploads/2024/04/20240312-ROC-Management-Guidelines.pdf
Whitelisting policy	https://rocksolidestate.com/wp-content/uploads/2024/04/240403-whitelisting-policy-ROC-Token.pdf

Such documents shall be made available, free of charge, at the specified office of the Issuer in Vienna during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted), and will also be available to view on the Website with the above links. The Issuer will keep the above links available on the Website for at least the period of 10 years after the date of approval of this Prospectus.

1. Specific summary

1.1. Introduction

1.1.1. Name and international securities identification number of the Securities

Name: Rocksolid Estate AG profit participation rights (Genussrechte) with nominal value

ISIN: AT0000A34CX2

1.1.2. Identity and contact details of the Issuer, including its legal entity identifier

Issuer: Rocksolid Estate AG, a public limited company (*Aktiengesellschaft*) incorporated in Austria and operating under the laws of Austria (commercially doing business also under the commercial brand “Rocksolid”), registered with the Austrian Business Register (*Firmenbuch*) under the number 593266a, with its Legal Entity Identifier (hereinafter referred to as “LEI”) 529900I8D33AQ9JO8S73, (hereinafter referred to also as the “Company”).

Registered address and principal place of business: Opernring 1/R/345, 1010 Vienna, Austria

Website: <https://rocksolidestate.com/>; **E-mail:** office@rocksolidestate.com/; unless otherwise indicated any information found on the Website is not part of this Offering. Only information contained within this Prospectus is relevant for the Offering.

1.1.3. Identity and contact details of the competent authority that approved the Prospectus

Home country competent authority: Österreichische Finanzmarktaufsicht (“FMA”), Otto-Wagner-Platz 5, 1090 Vienna, Austria

T: +43 1 249 59 0; **Web:** <https://www.fma.gv.at/>; **Contact options:** <https://www.fma.gv.at/kontakt/>

1.1.4. Date of approval of the EU Growth Prospectus

This Prospectus has been approved on 22 April, 2024 and is valid until 21 April, 2025. The obligation to supplement a prospectus in the event of significant new factors, material mistakes or material inaccuracies does not apply when a prospectus is no longer valid.

1.1.5. Warnings

This summary should be read as an introduction to the EU Growth Prospectus. Any decision to invest in the Securities should be based on consideration by the investor of the EU Growth Prospectus as a whole. An investor can lose all or a part of the invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary including any translation thereof, but only if the Summary is misleading, inaccurate or inconsistent when read together with other parts of the Prospectus or 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 such securities.

1.2. Key information of the Issuer

1.2.1. Who is the Issuer of the Securities?

Legal form, legal basis, country of incorporation and operations: Rocksolid Estate AG., a public limited company (*Aktiengesellschaft*) incorporated in Austria and operating under the laws of Austria (commercially doing business also under the commercial brand “Rocksolid”), with registered address at Opernring 1/R/345, 1010 Vienna, Austria, registered with the Austrian Business Register (*Firmenbuch*) under the number 593266a, with its Legal Entity Identifier (LEI) 529900I8D33AQ9JO8S73.

Principal activities: The Issuer will acquire and manage commercial properties and invest in the expansion of renewable energies in Austria. The focus of the Issuer will be on the optimisation and management of existing properties. After the initial investment and/or optimisation of the value of such properties, the Issuer may sell these properties or manage them operationally on a long-term basis. Following initial investments in Austria, the Issuer plans to expand its business activities to the DACH region and throughout Europe. For the avoidance of doubt, the Issuer has not yet commenced with above activities.

Chief Executive Officer: Sebastian Arnezeder, Vienna, Austria.

Controlling shareholders: No shareholders holds more than 25% of voting rights or capital in the Issuer.

1.2.2. What is the key financial information regarding the Issuer?

The Company was incorporated on 19 October 2022. Financial data as of 31 December 2022 is presented. The financial information below is presented in accordance with Austrian generally accepted accounting principles (Austrian GAAP) as further specified in Austrian Commercial Code. The financial information presented below is actual (not pro forma) and has

been audited by Erich Wolf Wirtschaftsprüfungs GmbH, having its registered office at A-1020 Vienna, Ferdinandstrasse 4 receiving unqualified opinion. Financial information is sourced from audited financial statements from 25 November 2022 to 31 December 2022 (incorporated by reference to this Prospectus). The audit did not concern information other than the below financial information.

Financial information

Profit & Loss statement

<i>in EUR</i>	25.11.2022-31.12.2022
Net turnover (+)	EUR 0
Profit (+) or loss (-) after taxation	EUR -17.972,14

Balance sheet

Assets	Value as of 31.12.2022	Equity and liabilities	Value as of 31.12.2022
Cash at bank and in hand	EUR 58.877,78	Subscribed capital	EUR 80.000,00
Other current assets (other debtors)	EUR 3.507,58	Profit or loss for the financial year	EUR -17.972,14
Total current assets	EUR 62.385,36	Retained earnings	EUR 0
Intangible assets	EUR 8.910,00	Total Capital	EUR 62.027,86
Total fixed assets	EUR 8.910,00	Other provisions	EUR 8.750,00
		Total Provisions	EUR 8.750,00
		Other creditors	EUR 517,50
		Total Creditors	EUR 517,50
TOTAL ASSETS	EUR 71.295,36	TOTAL EQUITY AND LIABILITIES	EUR 71.295,36

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

1.2.3.1. *Risks in relation to start-up companies and business plan execution*

Issuer has been operating in its current sphere of economic activity for less than three years and is therefore considered a start-up company in accordance with Art. 136 of ESMA update on CESR Recommendations (ESMA reference number: ESMA/2013/319) referencing the Annex 29 of Commission Delegated Regulation (EU) 2019/980. The Issuer is thus a pre-profit company, with limited operations, low ability to raise additional funding at a reasonable cost, if needed, and overall high probability of failure to achieve its financial and strategic growth objectives. There is a high degree of uncertainty in future business results of the Issuer which may lead to a significant loss in investors' capital.

1.2.3.2. *Risks related to market conditions*

The Company's business may be materially affected by European and in particular Austrian and German macroeconomic conditions, in particular in the trends in the real estate markets.

The Issuer considers current general level of interest rates to have a material impact to the revenue potential that the Issuer can achieve during any time of a market cycle. The Issuer would be significantly negatively affected by further increase in interest rates and thus stagnation or decline of real estate market.

1.2.3.3. *Risks related to regulatory environment*

The Company's business may be negatively impacted by additional or changed regulatory requirements pertaining to real estate in general, and in particular to short-term rental properties in its target markets. Any negative change on federal or local level pertaining to short-term rental activities may materially negatively affect the Company's operations and profitability.

1.2.3.4. *Risks related to competition*

The industry that the Company operates in (real estate investment and development) is generally capital-intensive. The Company's ability to successfully operate in such industry depends in part on access to cheap funding, and economies of scale, as well as skill and expertise in property management, all of which the competitors may possess to a larger degree. Additionally, new market entrants with less experience, but easier access to capital, may also negatively affect the Company's operations and thus profitability.

1.3.Key information on the Securities

1.3.1. What are the main features of the Securities?

Type and class	Profit participation rights (Genussrechte) with nominal value in accordance with Austrian Federal Law on Public Limited Companies, as amended.
Form	Tokenized bearer form. The Issuer alone bears the responsibility for the maintenance of the Securityholder registry. Securities are issued as a token via distributed ledger technology on the eCredits blockchain with contract address 0xae33C49279cf0848dde5f92A2784a0aBA9395FA0.
Voting power	Securityholders – as a collective group – have day-to-day discretion and control in accordance with Management Guidelines (incorporated by reference). Issuer's Articles of association provide for the implementation and operation of a board of balance sheet equity holders as a board having extensive power of discretion over all ordinary and extraordinary operational matters relating to the daily management of the Issuer's assets (the "Board of Balance Sheet Equity Holders"). By virtue of Issuer's Articles of association, the board of directors is required to inform the Board of Balance Sheet Equity Holders about measures and have them vote on the respective measure before it is implemented. The board of directors of the Issuer shall ensure that each of its shareholders, Securityholders or any other potential providers of equity capital shall have the opportunity to inform themselves about the possibility to participate in the electronic voting system. Such voting system shall be used to (i) obtain information on the measures (such as operational, investment and other measures) put to vote, (ii) to conduct the actual voting, and (iii) to enable the discussion of measures put forth and come to a consensus.
Rights attached to the Securities	Securities constitute subordinated obligations of the Issuer ranking subordinated to all other existing and future unsubordinated obligations, except as otherwise provided by mandatory provisions of law. Securities carry: a) Right to a monthly payout; b) Right to the residual payout in the event of a call by the Issuer or a put by the Securityholder, c) Right to the proportional part of liquidation proceeds in accordance with the Austrian Federal Law on Public Limited Companies.
Transfer restrictions	Securities may be assigned only to third parties who have successfully completed a Whitelisting process satisfactory to the Issuer. Assignment may be carried out by transferring the Token to a whitelisted address on the eCredits blockchain. The Issuer will deem an assignment as effective once the transfer has been confirmed by 12 blocks after the block that records the transfer. A block in a blockchain is a data structure that contains a set of transactions and metadata, and is cryptographically linked to previous blocks to form a secure, immutable, and transparent chain. New blocks are periodically added to the blockchain via a consensus process, in case of eCredits blockchain this happens on average every 5 seconds. Apart from Whitelisting process, there are no other transfer restrictions. The Securities are freely transferable.
Currency	EUR
Nominal value	EUR 0.01
Subscription price	EUR 1.00
Term	Perpetual. Minimum term is 10 years from the Value date. After minimum term the Securities are annually callable by the Issuer and annually puttable by the Securityholder on the 31 December each year, subject to 3 month notice.
Seniority	Securities constitute subordinated obligations of the Issuer ranking subordinated to all other existing and future unsubordinated obligations, except as otherwise provided by mandatory provisions of law. Securityholders are not entitled to any payments if such payment would result in the insolvency of the Issuer. In the event of insolvency proceedings on the assets of the Issuer, the claims arising pursuant to the Securities will only be taken into account after all non-subordinated creditors have been fully satisfied. Pursuant to § 67 para (3) of the Austrian Insolvency Act, the claims of Securityholders are only satisfied after the elimination of a negative equity (§ 225 para (1) of the Austrian Commercial Code) or in the case of liquidation after satisfaction of all creditors. The Securityholder agrees that because of these claims under the Securities, no insolvency proceedings shall be initiated.
Payout policy	Starting on the calendar month following the Value date, for each Security held the Securityholders shall receive on a monthly basis the greater of: (a) EUR 0.00166667 per month per Security (the " Minimum Payout "); or (b) the Profit Share (pro rata share of the Profit Participation for each Security); together " Monthly Payout ".

Monthly Payout in accordance with point (a) above (Minimum Payout) is subject to the condition that the balance of the Capital Reserve Account is positive and that the Minimum Payout will not cause such balance to become negative. Monthly Payout in accordance with point (b) above (Profit Share) is subject to the condition that the balance of the Profit Participation Account is positive.

Calculation of the Profit Share.

Pro rata share of the Profit Participation Account for each Security shall be calculated on each Cut-off Date (12:00 UTC on the 15th day of the calendar month following the calendar month of Security distribution) by

(a) dividing the Profit Participation Account Balance by twelve; and

(b) dividing the result by the total number of Securities issued and outstanding.

(the "**Profit Share**").

Profit Participation

Securityholders participate by means of the law of obligations (schuldrechtlich) in 80 % of

(a) the profit and loss of the Issuer (the "**Result**"); and

(b) in the event of a liquidation of the Issuer, the liquidation proceeds, the hidden reserves and the goodwill of the Issuer (the "**Liquidation Profit**");

together **Profit Participation**.

Profit Participation Account

Issuer shall record the Profit Participation in a dedicated balance sheet account (the "**Profit Participation Account**"). The Profit Participation Account can become negative (for example, in the event of a negative net income of the Issuer in a given financial year). Investors in Securities are not obliged to make additional contributions in the event of a negative profit participation account. The balance of the Profit Participation Account as at the publication of the Financial Statements shall be used to calculate the Profit Share (the "**Profit Participation Account Balance**").

1.3.2. Where will the Securities be traded?

Upon issuance of Securities, they will not be traded on any trading venue and no application for the Securities to be admitted to trading has been made. However, the Issuer may, at its sole discretion, subsequently file for admission to trading on any eligible trading venue.

1.3.3. Is there a guarantee attached to the Securities?

There is no guarantee attached to the Securities.

1.3.4. What are the key risks that are specific to the Securities?

1.3.4.1. Potential risk of dilution

In addition to issuing additional profit participation rights which do not form a single series with Securities, the Issuer may, at any time and without consent of the Securityholders, issue additional Securities of same type and class. There is no protection against dilution with regard to the issuance of additional profit participation rights.

1.3.4.2. Risks related to subordination of Securities

The Securities constitute subordinated obligations of the Issuer ranking subordinated to all other existing and future unsubordinated obligations, except as otherwise provided by mandatory provisions of law. Securityholders are not entitled to any payments if such payment would result in the insolvency of the Issuer. In the event of insolvency proceedings on the assets of the Issuer, the claims arising pursuant to the Securities will only be taken into account after all non-subordinated creditors have been fully satisfied. Pursuant to § 67 para (3) of the Austrian Insolvency Act, the claims of Securityholders are only satisfied after the elimination of a negative equity (§ 225 para (1) of the Austrian Commercial Code) or in the case of liquidation after satisfaction of all creditors. The Securityholder agrees that because of these claims under the Securities, no insolvency proceedings shall be initiated. The Issuer estimates the probability of occurrence as well as impact of this specific risk as modest.

1.3.4.3. Risks in relation to liquidity of Securities

The Issuer has not applied for the Securities to be admitted to trading and may or may not do so at its sole discretion. Until then the investors may not be able to sell Securities when desired or may be forced to take significant price concessions if sold in the over-the-counter i.e. off-trading venue (hereinafter referred to as "**OTC**") market.

1.4.Key information on the offer of Securities to the public

1.4.1. Under which conditions and timetable can I invest in this Security?

Total Offering size: 10,000,000 Securities

Nominal value: EUR 0.01

Subscription price: EUR 1.00

Taxes or expenses to be paid by investor at Subscription: No taxes nor expenses are charged to the investor at the time of Subscription.

Subscription process and General Eligibility: The Offering of Securities under this Prospectus is unrestricted.

Subscription process	
Subscription Period:	from 22 April, 2024 – 21 April, 2025 (*the Issuer may close the Subscription period early if the total Offering size of securities is subscribed before the end thereof.)
Offering size:	10,000,000 Securities
Minimal Subscription:	100 Securities
Maximal Subscription:	2,500,000 Securities
Oversubscription policy:	Securities will be allotted to Investors on a first-come first-served basis, where the relevant timestamp is the receipt of funds at the dedicated Bank account. Any funds exceeding the Maximal Subscription amount per Investor and/or total Offering size of Securities in the Subscription process, will be returned to Investors within one month after the allotment of Securities. Transaction fees for transfers to and from Bank account as described below apply (Other costs borne by the investor).
Undersubscription policy:	Securities which are not subscribed until the end of Subscription Period will not be issued.
Subscription price:	EUR 1.00 per Security

Revocation or suspension of the Offering: The Issuer may at any time revoke or suspend the Offering in part or in full. The Offering may specifically be cancelled at any time if the Issuer considers it impracticable or inadvisable to proceed with the Offering due to, but not limited to: (i) material limitation of issuance of Securities; (ii) a material loss or interference with the business of the Company; (iii) any material adverse change or development in or affecting the Company. In case of revocation, cancellation or suspension of the Offering, excess funds will be returned to investors within one month after such revocation, cancellation or suspension.

Rounding policy: Any excess funds that would result in fractional Securities if allotted will be returned to the Investor within one month after allotment of Securities.

Reduction of Subscription, investment revocation policy: Investors, who have already transferred the funds for the Subscription of Securities to the Bank account, but wish to reduce their subscribed amount or not invest at all, can do so by informing the Placement agent at info@equito.co until the end of the Subscription Period. Amendments thereafter are not possible. Excess funds will be returned to such investors within one month after the allotment of Securities.

Late receipt of funds policy: any funds that arrive to the Bank account after the end of the Subscription Period shall not be accepted by the Issuer and will be returned to such investors within one month after the allotment of Securities.

Publication of results: the Issuer will publish the full detailed results of this Offering on the Website within two months from the end of the Subscription Period.

Securities in this Prospectus are offered for Subscription, not for sale, meaning that all subscribed Securities will be newly created.

Estimated costs of this Offering: Up to 4.5% of the total proceeds of this Offering estimated at EUR 450,000, whereby this amount will be paid by the Issuer from the proceeds of this Offering after the registration of capital increase, of which up to 3.5% of the proceeds is to be paid to the investment firms supporting the Offering for the provision of placement and ancillary services, and up to 1% is to be used for banking / payment fees in relation to the Offering, as well as consulting services and compliance software used to verify investors' identity.

Other costs borne by the investor: Transaction fees in accordance with the fee schedule of the Bank in case of return of excess and/or late funds as described above, netted from such funds. Should the transaction fees be higher than the excess and/or late funds of the investor, no funds will be returned. Furthermore, no funds in relation to Subscription to this Offering will be subject to interest compounding.

Preferential right of Securities: Securities do not carry preferential rights.

Preferential subscription right of existing shareholders: All existing shareholders have waived their preferential right to purchase Securities in this Offering.

Distribution plan: The subscribed Securities must be fully paid in until the end of Subscription Period. Investors will be allotted only the Securities for which the Subscription Amount has been fully paid in accordance with the terms and conditions of this Prospectus. Any Excess funds will be returned within one month after the allotment of Securities. No funds in the Bank account are subject to interest compounding. The Issuer has the discretion to decide whether to accept a request to subscribe for any amount of Securities in the Subscription process. Securities will be allotted and distributed to investors no later than 20 working days, following the end of Subscription Period (Value Date).

Investor is required to provide the Issuer with a valid and supported ("<https://explorer.ecredits.com>" - eCredits blockchain compatible, ie. eCredits eWallet) cryptocurrency wallet address for the distribution of allotted Securities prior to the Value Date. If the Investor fails to provide a valid cryptocurrency wallet address in time, the Investor shall be nevertheless entitled to the Monthly Payouts for the corresponding amount of allotted Securities, provided that the Investor subsequently provides his designated cryptocurrency wallet address for the distribution of Securities. Any accrued and unpaid Monthly Payouts will be paid to the Investor for the period from the Value Date to the date of delivery of the Securities on the basis of the subsequently provided cryptocurrency wallet address.

1.4.2. Why is this EU Growth prospectus being produced?

In order to take advantage of favourable macroeconomic trends in real estate market in Austria and Germany, the Issuer has decided to aggressively pursue investment in, and development of real estate projects with additional funding obtained from the sale of Securities.

The use and estimated net amount of the proceeds: the estimated structure of the use of proceeds is as follows, broken into each principal intended use and presented in order of priority of such uses, assuming the net proceeds are in line with Issuer's estimations:

Activity	Estimated net amount (including %)
Real Estate	EUR 8,595,000 (90%)
Legal, Tax & compliance advisory	EUR 382,000 (4%)
Business Development	EUR 191,000 (2%)
Working capital, liquidity, solvency & finance	EUR 191,000 (2%)
Marketing & Communications	EUR 191,000 (2%)

The Issuer estimates the total proceeds of this Offering to be EUR 10 million, of which up to 4.5% are the cost of this Offering, making the net proceeds of this Offering EUR 9.55 million.

Description of any material conflicts of interest pertaining to the offer or the admission to trading:

Bernhard Franz Koch owns 67% of capital and voting rights in Ops Consivia AG, Bundesstrasse 5, 6300 Zug, Switzerland, business registry number: CHE-446.847.256, which owns 25% of the Issuer's equity capital and its voting rights.

Bernhard Franz Koch owns 100% of cryptix Holding AG, with registered address at Bundesstrasse 5, 6300 Zug, Switzerland, and business registry number CHE-454.673.260, which holds 100% shareholding in the Placement Agent.

Even though placement services and associated fees between the Issuer and the Placement agent have been negotiated and set at an arm's length, Bernhard Franz Koch could be seen as having a conflict of interest in the success of this Offering. Such conflict could manifest itself in biased representation, limited disclosure and transparency, selective investor engagement, over- or undercharging for services rendered etc.

To mitigate these concerns the following measures have been undertaken: placement services and associated fees between the Issuer and the Placement agent have been negotiated and set at an arm's length and in line with industry standards, Placement agent acts only as an agent and intermediary for subscription of Securities.

1.4.3. Who is the offeror and/or the person asking for admission to trading?

The Issuer will market the Securities directly subject to compliance with the laws of the jurisdiction of establishment/residence of the relevant investor and may engage the services of local investment firms in the jurisdictions where a special license to offer and/or distribute the Securities is required.



2. Persons responsible, third-party information, experts' reports and competent authority approval

2.1. Responsibility for the information provided

The Issuer alone assumes the responsibility for the information contained in this Prospectus.

The Issuer declares that to the best of its knowledge, the information contained in the Prospectus is in accordance with the facts and that the Prospectus makes no omission likely to affect its import.

Auditor

The financial statements included in this Prospectus have been audited by Erich Wolf Wirtschaftsprüfungs GmbH, having its registered office at A-1020 Vienna, Ferdinandstrasse 4, company register number 274422m. The auditor has no material interest of any kind in the Issuer.

Issuer

Rocksolid Estate AG., a public limited company (Aktiengesellschaft) incorporated in Austria and operating under the laws of Austria (commercially doing business also under the commercial brand "Rocksolid"), with registered address at Opernring 1/R/345, 1010 Vienna, Austria, registered with the Austrian Business Register (*Firmenbuch*) under the number 593266a, with its Legal Entity Identifier (LEI) 529900I8D33AQ9JO8S73.

Approved by

Österreichische Finanzmarktaufsicht ("FMA") in its capacity as competent authority under the Capital Markets Act and Prospectus Regulation on 22 April, 2024 and valid until 21 April, 2025. The obligation to supplement a prospectus in the event of significant new factors, material mistakes or material inaccuracies does not apply when a prospectus is no longer valid. The accuracy of the information contained in this Prospectus does not fall within the scope of examination by the FMA under applicable Austrian law. FMA examines the Prospectus only in respect of its completeness, coherence and comprehensibility as imposed on by Prospectus Regulation. Such approval should not be considered an endorsement neither of the Issuer nor of the Securities. Investors should make their own assessment as to the suitability of the investment in the Securities. This Prospectus has been drawn up as an EU Growth Prospectus in accordance with Article 15 of the Prospectus Regulation.

2.2. Description of any interest, including a conflict of interest that is material to the issue/offer, detailing the persons involved and the nature of the interest

Bernhard Franz Koch owns 67% of capital and voting rights in Ops Consivia AG, Bundesstrasse 5, 6300 Zug, Switzerland, business registry number: CHE-446.847.256, which owns 25% of the Issuer's equity capital and its voting rights.

Bernhard Franz Koch owns 100% of cryptix Holding AG, with registered address at Bundesstrasse 5, 6300 Zug, Switzerland, and business registry number CHE-454.673.260, which holds 100% shareholding in the Placement Agent.

Even though placement services and associated fees between the Issuer and the Placement agent have been negotiated and set at an arm's length, Bernhard Franz Koch could be seen as having a conflict of interest in the success of this Offering. Such conflict could manifest itself in biased representation, limited disclosure and transparency, selective investor engagement, over- or undercharging for services rendered etc.

To mitigate these concerns the following measures have been undertaken: placement services and associated fees between the Issuer and the Placement agent have been negotiated and set at an arm's length and in line with industry standards, Placement agent acts only as an agent and intermediary for subscription of Securities.



Sebastian Arnezeder owns 100% of capital and voting rights in Arnezeder GmbH, Mariahilferstr. 27/21, 1060 Vienna, business registry number: 475483s, which owns 25% of the Issuer's equity capital and its voting rights.

Sebastian Arnezeder personally and Arnezeder GmbH each own 25% of capital and voting rights (50% of equity capital and voting rights in total) in MSI MODELSCHOOL International GmbH, with registered address at Dag-Hammarskjöld-Straße 46, D-34119 Kassel, registered with the German Business Register (*Unternehmensregister*) under the number HRB 18374.

MSI MODELSCHOOL International has an option, but not an obligation, to buy up to 9,000,000 Securities (Profit participation rights under this Prospectus) or up to 10% of total amount of issued Securities (Profit participation rights under this Prospectus) (whichever is less), at their nominal value (EUR 0.01 per Security) from the Issuer. This option purchase agreement can be exercised at any time until and on 31 December 2028. This agreement includes a claw-back provision where Issuer has the right, but not obligation, to purchase from the MSI MODELSCHOOL International at strike price of EUR 0.01 per Security any amount of Securities (Profit participation rights under this Prospectus), previously exercised under the Options and subject to the condition that provided marketing services do not achieve expected results.

MSI MODELSCHOOL International holds 1,000,000 Securities (Profit participation rights under this Prospectus) as of the date of the approval of this Prospectus.

There is no conflict of interest with regards to Sebastian Arnezeder and associated legal persons (Arnezeder GmbH and MSI MODELSCHOOL International GmbH), and this Offering; the above information is, however, provided for disclosure and comprehensibility purposes.

2.3. Reasons for the Offer, use of proceeds and expenses of the Offering

In order to take advantage of favourable macroeconomic trends in real estate market in Austria and Germany, the Issuer has decided to aggressively pursue investment in, and development of real estate projects with additional funding obtained from the sale of Securities.

The use and estimated net amount of the proceeds: the Issuer plans to use the estimated proceeds of this Offering as working capital for investment in, and development of various real estate projects.

The estimated structure of the use of proceeds is as follows, broken into each principal intended use and presented in order of priority of such uses, assuming the net proceeds are in line with Issuer's estimations:

Activity	Estimated net amount (including %)	Description
Real Estate	EUR 8,595,000 (90%)	A combination of real estate investment, which consists of due diligence, transaction management, acquisition and asset management, and ongoing management and optimization of the acquired properties.
Legal, Tax & compliance advisory	EUR 382,000 (4%)	Compliance with all applicable regulations is ensured through comprehensive legal and tax advice, including client verification and registration with local authorities.
Business Development	EUR 191,000 (2%)	Leveraging the growth of the company by the establishment of strong partnerships, particularly in providing liquidity and other related activities that support the company.



Working capital, liquidity, solvency & finance	EUR 191,000 (2%)	Financing related to running the day-to-day business operations, including total employee compensations, Company's suppliers, customer support services and general and administrative expenses to run the Company's activities.
Marketing & Communications	EUR 191,000 (2%)	A combination of paid performance marketing and organic marketing, supported by a public relations strategy to increase brand awareness and acquire new customers.

2.4. Additional information

If advisors connected with the Offering are referred to in this Prospectus, a statement of the capacity in which the advisors have acted: No advisors connected with the Offering are referred to in this Prospectus.

An indication of other information in this Prospectus which has been audited or reviewed by statutory auditors and where auditors have produced a report: No other information except the financial statements in Specific summary and in section 8 of this Prospectus have been audited or reviewed by statutory auditors. Auditor's report, financial statements and notes to financial statements are also incorporated by reference to this Prospectus.

Credit ratings assigned to the securities at the request or with the cooperation of the issuer in the rating process: No credit rating has been assigned to Securities.



3. Strategy, performance and business environment

This section contains certain forward-looking statements. They are based on analyses or forecasts of future results and estimates of amounts not yet determinable or foreseeable and depend to a certain extent on the Issuer's own discretion.

Issuer has been operating in its current sphere of economic activity for less than three years and is therefore considered a start-up company in accordance with Art. 136 of ESMA update on CESR Recommendations (ESMA reference number: ESMA/2013/319) referencing the Annex 29 of Commission Delegated Regulation (EU) 2019/980.

3.1. Issuer

Rocksolid Estate AG., a public limited company (Aktiengesellschaft) incorporated in Austria and operating under the laws of Austria (commercially doing business also under the commercial brand "Rocksolid"), with registered address at Opernring 1/R/345, 1010 Vienna, Austria, registered with the Austrian Business Register (Firmenbuch) under the number 593266a, with its Legal Entity Identifier (LEI) 529900I8D33AQ9JO8S73.

Registered address and principal place of business: Opernring 1/R/345, 1010 Vienna, Austria

Website: <https://rocksolidestate.com/>; **E-mail:** office@rocksolidestate.com; unless otherwise indicated any information found on the Website is not part of this Offering. Only information contained within this Prospectus is relevant for the Offering.

3.1.1. Legal and commercial name

Rocksolid Estate AG, commercially doing business also under the commercial brand "Rocksolid".

3.1.2. Registration

The Issuer has been registered in Austria under the number 593266a, with its Legal Entity Identifier (LEI) 529900I8D33AQ9JO8S73.

3.1.3. Incorporation

The Issuer was incorporated on 19 October 2022 for an unlimited period of time.

3.1.4. Recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer's solvency.

None.

3.1.5. Credit ratings assigned to an issuer at the request or with the cooperation of the issuer in the rating process

No credit rating has been assigned to Securities.

3.2. Issuer's financing structure and changes thereof

3.2.1. Changes in the Issuer's borrowings and funding structure during the last financial year

The Issuer was incorporated with EUR 80,000 paid-in capital on 19 October 2022.

Current paid-in capital of the Issuer as of the date of this Prospectus amounts to EUR 80,000.

3.2.2. Description of expected financing of Issuer's activities

The Issuer expects to finance its ongoing activities with future profits and existing equity capital and participation capital from this Offering, and not to issue debt nor take substantial bank loans, except to a limited extent where necessary in short term and exceptional circumstances.

If the market shows sufficient growth potential, the Issuer expects to finance its international expansion and the expansion of its service offering with another financing round.

3.2.3. Summary of any material limitations on the Issuer's method of financing

No limitations presently known.

3.3. Business Overview

3.3.1. Strategy and Objectives

Rocksolid Estate AG aims to become a leading company in the optimization and management of commercial real estate, while investing in the expansion of renewable energy. The company's corporate strategy is based on the values of sustainability, integrity and innovation. In commercial real estate, Rocksolid Estate AG focuses on investing in high-quality and successfully leased properties in prime locations in the hospitality, retail, office and logistics asset classes. The main source of income therefore is the operating lease income from the properties and their long-term management or sale. To avoid possible cluster risks, the company strives to acquire new properties on an ongoing basis and to increase their potential and added value through targeted measures.

In parallel, Rocksolid invests also in renewable energy projects such as solar and geothermal energy, wind power and biomass. The target is to invest in the future of energy generation and drive the expansion of energy infrastructures. By diversifying its investments, Rocksolid achieves a reduction in risk with higher opportunities for profitable growth while contributing to the energy transition. The competitive advantage of Rocksolid Estate AG lies in the significant past experience and varied professional expertise of its directors and supervisory board members (including real estate development, entrepreneurship, marketing, IT etc.). Rocksolid's sustainability-oriented strategy is a differentiator that helps to position it as a responsible and forward-looking company.

3.3.2. Regulatory environment – renewable energy

Regulatory environment for private investments in renewable energy in Austria is characterized by the following acts and practices:

- **Austrian Renewable Energy Expansion Act (EAG):** This is perhaps the cornerstone of Austria's renewable energy policy. The Act aims to achieve 100% electricity from renewable sources by 2030. It provides financial mechanisms like feed-in tariffs and market premiums that can be attractive for private investors. These mechanisms secure fixed prices for energy fed into the grid, reducing investment risk.
- **Green Electricity Act:** This older law, often amended to align with current objectives, also offers feed-in tariffs for various forms of renewable energy. Although designed to facilitate broader participation, including municipalities and utilities, private investors can also take advantage of its provisions.
- **Investment Grants and Tax Incentives:** Austria offers a range of financial incentives for renewable energy projects, including direct investment grants. Tax incentives like accelerated depreciation on renewable energy assets can make such investments more financially attractive to private investors.
- **Power Purchase Agreements (PPAs):** Increasingly common in Austria, these are long-term contracts between renewable energy producers and consumers. They offer another mechanism for private investment, providing financial stability and long-term revenue streams.
- **Ökostromgesetz:** This specific law promotes the production of green electricity and sets the framework for the remuneration of electricity from renewable sources, which can make renewable energy investments more attractive to private investors.

The regulatory environment for private investments in renewable energy in Austria appears to be generally conducive, offering a range of financial incentives and mechanisms to attract investment. Instruments like feed-in tariffs, tax incentives, and investment grants aim to reduce financial risks and improve the profitability of renewable energy projects. The introduction of the Austrian Renewable Energy Expansion Act (EAG) also signifies a strong governmental commitment to achieving renewable energy goals, thereby offering a stable policy landscape.

3.3.3. Planned principal Activities

Planned investment in, and management and value optimization of (i) commercial real estate projects, as well as (ii) renewable energy projects, either for resale or for long-term management. The Issuer plans to



initially invest in commercial properties and the renewable energy projects in Austria. The focus of the Issuer will be on the optimisation and management of existing properties. After the initial investment and/or optimisation of the value of such properties, the Issuer may sell these properties or manage them operationally on a long-term basis. Following initial investments in Austria, the Issuer plans to expand its business activities to the DACH region and the whole of Europe. Issuer's directors and supervisory board members have had significant past experience in various fields (including real estate development, entrepreneurship, marketing, IT etc.). Nevertheless, commercial real estate and renewable energy sectors are generally competitive and capital-intensive, as well as dependent on wider macroeconomic environment. For the avoidance of doubt, the Issuer has not yet commenced with above activities, and currently carries out no significant operations.

3.3.4. Principal markets

The Company will initially purchase, optimize and manage commercial real estate in Austria and aims to expand its activities to the whole European region to diversify risk.

3.4. Industry, business, services overview, regulatory environment

3.4.1. Services and business overview

3.4.1.1. *Current*

The Issuer has not yet commenced with above activities, and currently carries out no significant operations.

3.4.1.2. *Planned*

Rocksolid is a company that plans to acquire, operate, manage and/or finance income-generating real estate. It provides individuals with the opportunity to invest in real estate without directly owning properties. The Company may acquire and manage a diversified number of real estate assets, generating income through rental payments and capital appreciation.

Rocksolid may invest in a variety of real estate assets, such as commercial properties (office buildings, shopping centers, industrial facilities), specialized properties (hotels, healthcare facilities, data centers) and infrastructure of renewable energy. These properties are chosen based on factors such as location, potential for income generation, and market trends.

One of the primary objectives is to generate rental income from its properties. Tenants, whether individuals or businesses, pay rent for the use of the properties. This income is then distributed to the investors in the form of monthly payments. Rocksolid typically employs skilled professionals to manage their properties, including leasing, maintenance, renovations, and other operational tasks. This ensures that the properties are well-maintained, tenants are satisfied, and the properties continue to generate steady income.

In addition to rental income, Rocksolid and its investors can benefit from capital appreciation - the increase in property value over time. This can result from factors such as demand and supply dynamics, property improvements, and economic growth in the surrounding area.

Our strategic goal for the next 5 years is to manage an expansive portfolio of properties across different sectors (commercial, infrastructure, renewable energy) and geographic locations (primarily Austria, Germany, Switzerland, but also the rest of Europe). This diversification helps mitigate risks associated with fluctuations in specific real estate markets and industries. Investing in individual properties can require a significant amount of capital and expertise. Rocksolid provides individuals with the opportunity to invest in diversified real estate without the need for substantial upfront investment or hands-on property management.

3.4.2. Industry

3.4.2.1. *Overview*

The real estate industry is a large and dynamic sector covering many different activities such as building, buying, managing, renting and selling properties, including residential, commercial and industrial buildings. It plays a crucial role in the economy, with a significant impact on both GDP and employment. The performance of the property industry is closely linked to factors such as economic growth, interest rates,

demographics and government policy. Real Estate is a sound and tangible investment class, offering the potential for both capital appreciation and rental income. As a participant in the global real estate market, it's essential to analyse trends, conduct thorough property valuations and keep abreast of regulatory changes in order to make profitable and sustainable investment decisions. Understanding local market dynamics and identifying emerging opportunities are critical to success in this ever-evolving industry.

Due to the ongoing global energy transition, the real estate industry is undergoing significant changes. With increasing awareness of environmental issues and the need to reduce carbon emissions, there is a growing emphasis on sustainability and energy efficient practices in the sector. Green building certifications such as LEED, DGNB, ÖGNI and BREEAM have gained popularity as they promote environmentally friendly construction and operation.

3.4.2.2. Prospects

Over the next few years, the real estate industry is poised for continued growth and transformation. Sustainable development and investment strategies will become even more essential, with environmentally friendly buildings and energy-efficient practices becoming standard requirements in the market. Urbanisation will continue to drive demand for real estate in cities, while the rise of remote working will reshape the commercial sector, leading to a surge in demand for flexible workspace solutions. In addition, the booming tourism sector will have a significant impact on the hospitality asset class. As travellers' preferences continue to shift, the industry will see an increase in alternative accommodation options such as short-term rentals and fully automated check-in processes facilitated by platforms such as Airbnb or Booking.com.

3.5. Business plan

3.5.1. Overview

Rocksolid is a company that owns, operates, or finances income-generating real estate properties. Its primary objective is to generate income for its shareholder and investors by obtaining and managing a diverse number of real estate assets:

1. Asset Identification and Acquisition:

Rocksolid starts by identifying attractive real estate properties to acquire. These properties can include commercial buildings (offices, shopping malls), residential complexes, industrial warehouses, hotels, healthcare facilities, and more. Rocksolid evaluates potential properties based on location, market trends, rental income potential, and growth prospects.

2. Due Diligence:

Before acquiring a property, Rocksolid conducts thorough due diligence. This involves detailed analysis of the property's financial performance, legal status, condition, potential risks, and the local real estate market. This process ensures that the property aligns with Rocksolid's investment strategy and will generate positive returns.

3. Financing and Acquisition:

To fund property acquisitions, Rocksolid can raise capital through various means, including issuing shares or participations certificates to investors, securing loans, or using a combination of equity and debt financing. Once the necessary funds are secured, Rocksolid purchases the properties.

4. Property Management:

After acquisition, Rocksolid takes on the responsibility of managing the properties. This includes optimizing the property, leasing vacant spaces, negotiating and renewing leases with tenants, overseeing property maintenance and repairs, managing operational expenses, and ensuring that the properties are well-maintained and attractive to tenants.

5. Rental Income Generation:



One of the core activities of Rockolid is collecting rental income from its tenants. This income is a result of tenants paying rent for using Rocksolid's properties. The rental income is a significant source of revenue and contributes to the generation of payouts for its shareholders and investors. This distribution structure allows investors to receive a regular income stream from their investment.

6. Real Estate Management and Optimization:

Rocksolid continuously monitors the real estate performance, assessing factors like occupancy rates, rental income growth, and property appreciation. It may decide to sell underperforming properties, acquire new properties, or make improvements to existing ones to optimize the overall return potential.

7. Investor Communication and Reporting:

Rocksolid keeps its investors informed about the performance of the acquired properties. Regular financial reporting, updates on property occupancy rates, market trends, and investment strategies help investors make informed decisions.

8. Capital Appreciation:

While generating rental income is a significant focus, Rocksolid also aims for capital appreciation. Over time, the value of the real estate properties may increase due to factors such as improvements, market demand, and economic conditions. Capital appreciation contributes to the overall growth of the Rocksolid value.

3.5.2. Key individuals, competitions, customers and suppliers, assets not owned by the Issuer

3.5.2.1. *The extent to which the Issuer's business is dependent upon any key individuals' and identification of the individuals concerned, if material*

Issuer's operations are materially dependent on expertise and experience of current members of the board of directors and supervisory board, especially Sebastian Arnezeder, CEO, Bernhard Wurdinger, COO, and Christian Sommer, chairman of the supervisory board. Departure of those individuals could potentially jeopardize Issuer's operations and its profitability.

3.5.2.2. *Current and expected market competitors*

The real estate industry is witnessing increasing competition with a notable focus on ESG factors and green energy initiatives. Investors, developers, and consumers are placing greater importance on sustainability and energy efficiency, leading to a surge in demand for environmentally friendly properties with green certifications. Real estate investment and management companies are therefore incorporating renewable energy sources, smart technologies, and eco-friendly designs to meet this growing demand. In times of increasing bank interest rates, the real estate market is experiencing unique opportunities for buyers with strong equity resources. Higher capital costs may lead to a more competitive rental market for residential and commercial spaces as some potential homeowners and investors delay purchases. For companies in the real estate industry, this can present a chance to acquire income-generating properties at potentially lower prices or capitalize on rental demand. Additionally, developers and institutional investors exploring energy-efficient projects and sustainable initiatives may find opportunities to secure financing at favorable terms due to the emphasis on ESG and green energy.

Looking ahead, the competition in the real estate industry is likely to intensify among institutional investors as ESG factors become an integral part of decision making for all stakeholders. As sustainability and interest rates continue to shape market dynamics, green properties are expected to command a premium and attract a broader pool of investors and tenants. Investors who can identify properties in prime locations with strong green credentials, coupled with favorable financing opportunities amidst high bank interest rates, may have significant advantages in the market.

3.5.2.3. *Dependence on a limited number of customers or suppliers*

The issuer does not depend on a limited number of customers or suppliers for its operations.



3.5.2.4. *Assets necessary for production not owned by the Issuer*

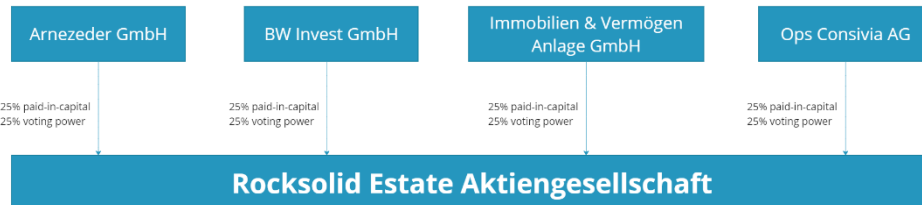
The Issuer relies on subcontractors for the acquisition, long-term management, and construction work on real estate projects.

The Issuer relies on real estate agencies for resale and lease of investment properties.

The Issuer relies on short-term rental portals for short-term rentals of its properties.

3.6. Organisational structure

3.6.1. Group ownership structure



Summary information on group entities

Arnezeder GmbH: a company governed by Austrian law, having its registered office at Mariahilferstraße 27/21, 1060 Vienna, registered with the Austrian business register under number FN 475483 s, incorporated on 10.07.2017.

BW Invest GmbH: a company governed by Austrian law, having its registered office at Gredlerstraße 3/8, 1020 Vienna, registered with the Austrian business register under number FN 575197 d, incorporated on 01.02.2022.

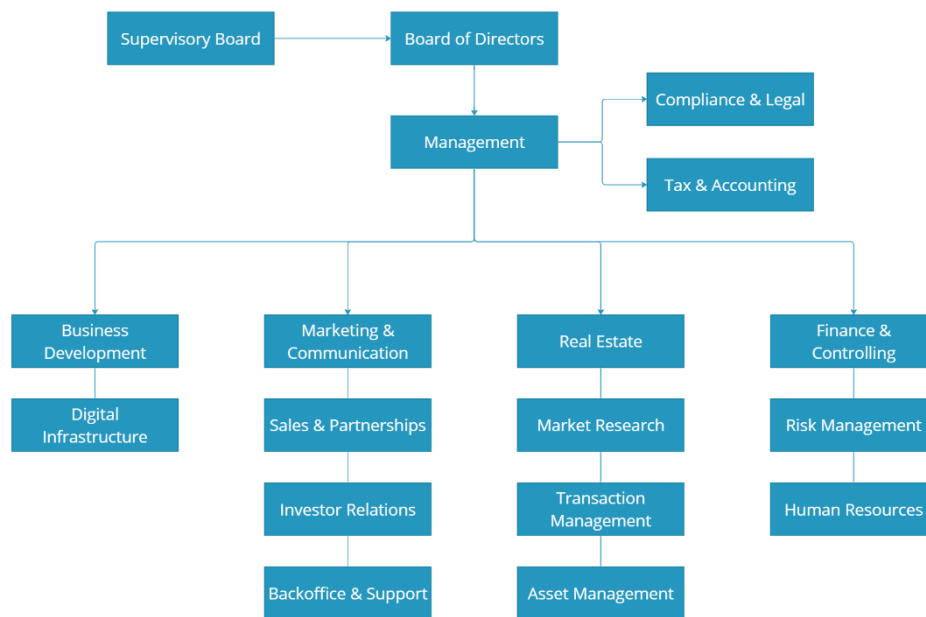
Immobilien & Vermögen Anlage GmbH: a company governed by Austrian law, having its registered office at Opernring 1/R/345, 1010 Vienna, registered with the Austrian business register under number FN 248312 s, incorporated on 03.11.2010.

Ops Consivia AG, a company governed by Swiss law, having its registered office at Bundesstrasse 5, 6300 Zug, registered with the Swiss business register under number FB CHE-446.847.256, incorporated on 17.06.2022.

Statement on operational dependence

The Issuer does not depend on any affiliated entity for the provision of its services.

3.6.2. Internal organizational structure



3.7. Investments

3.7.1. Description of the Issuer’s material investments from the end of the period covered by the included historical financial information up to the date of the in the Prospectus

None, the Issuer has not yet commenced with its planned activities, and currently carries out no significant operations.

3.7.2. A description of any material investments of the Issuer’s that are in progress or for which firm commitments have already been made, including, if material to the issuer’s business, the method of financing (internal or external).

None, the Issuer has not yet commenced with its planned activities, and currently carries out no significant operations.

3.8. Trend information

n/a, the Issuer has been recently incorporated and has not yet started with operational activities. Trend information does not apply.

3.9. Profit forecast and estimates

The Issuer does not provide profit forecast and estimates.

3.10. Working capital statement

In the Issuer’s opinion, the current working capital is insufficient for the Issuer’s present and future requirements. The Issuer believes that the net proceeds from this Offering will provide the additional working capital necessary for normal operations and execution of the business plan as outlined in section 3.5. of this Prospectus.

3.10.1. Timing of working capital insufficiency

As of the date of this Prospectus, the Issuer has insufficient liquid assets to start operations.

3.10.2. Shortfall of working capital

In order to take advantage of expected favourable market developments and realize the goals stated in the business plan in section 3.5. of this Prospectus, the Issuer needs approximately EUR 5 mio. working capital.



3.10.3. Action plan to remedy working capital shortfall

The Issuers plans to address the shortfall of working capital mainly through the Offering of Securities under this Prospectus (up to EUR 10 mio). If further need for working capital arises and the Issuer's revenues are insufficient for adequate net operating cash inflow, the Issuer will implement one or several of the following measures (the list is not exhaustive):

- Cancellation of planned and prospective investments
- Wage cuts
- Sale of any rental investments owned at the time of shortfall
- Sale of any other fixed assets at the time of shortfall
- Sale of outstanding accounts receivable at the time of the shortfall (factoring)
- Renegotiation of the terms of payment of accounts payable

3.10.4. Implications

If all of the measures proposed under section 3.10.3. of this Prospectus are unsuccessful, and disregarding the planned proceeds from this Offering, the Issuer would not start with operations as described in the business plan under section 3.5. of this Prospectus (if working capital shortfall arises due to unsuccessful Offering) or enter reorganization and/or restructuring under applicable Austrian law (if working capital shortfall arises after an otherwise successful Offering).

4. Risk factors

The investors investing in this Offering should carefully consider the following risks in addition to the other information contained in this Prospectus. If any of these risks were to materialize, investors may lose all or part of their investments in the Securities. Following risks, alone or together with additional risks and uncertainties not currently known to the Company or which the Company might not currently consider material, could adversely affect the Company's business, financial conditions and overall operations and therefore the value of the Securities. The order in which the risk factors are presented is an indication of the likelihood of the risks occurring, their materiality or impact on the value of Securities, with the most material risks in each category presented first, whereby risks affecting the Issuer are listed first, followed by risks affecting the Securities. The risks mentioned could materialize individually or cumulatively. Some of these factors may directly apply to Operators operating the software acquired and developed by the Issuer for the operations of the digital asset trading platform, and therefore indirectly (but still significantly) concern the Issuer. A detailed analysis of possible risks pertaining to this Offering is presented below.

4.1. Risk factors affecting the Issuer

4.1.1. Risks in relation to start-up companies and business plan execution

Issuer has been operating in its current sphere of economic activity for less than three years and is therefore considered a start-up company in accordance with Art. 136 of ESMA update on CESR Recommendations (ESMA reference number: ESMA/2013/319) referencing the Annex 29 of Commission Delegated Regulation (EU) 2019/980. The Issuer is thus a pre-profit (though not pre-revenue) company, with a working prototype, but currently limited user base, low ability to raise additional funding at a reasonable cost, if needed, and overall high probability of failure to execute stated business plan from section 3.6. While the forecasts therein are Issuer's best approximation of expected developments, there is a high degree of probability that stated targets regarding user numbers, trading activity and total revenues will be significantly missed. Anticipations disclosed in the business plan in section 3.6 may not occur and may lead to a significant loss in investors invested capital.

4.1.1.1. *Risk of lack of funding, including lack of working capital*

The Company, as a start-up company, with relatively short operational history and limited scale of business, may have difficulty attracting additional funding, or such funding would be prohibitively expensive. In case the proceeds from this Offering run short, while the Company struggles to obtain working capital, either from operational cash flow, or from additional investment, the Company may need to raise additional equity and/or debt, and thus dilute existing and/or future shareholders and/or Security holders, lower profitability via interest payments, and possibly declare bankruptcy if unable to do so.

Banks have been traditionally less willing to extend credit to start-up companies with low revenue growth and/or operational losses, which could mean that the Company is unable to obtain bank loans at any interest rate. In such case it would have to seek a venture capital investment, which may be difficult to do, or conduct a secondary public offering, which may fail to raise sufficient funding at a reasonable level of dilution. Inability to raise funding in case of insufficient cash flow generation would thus significantly negatively affect the value of the Securities. In case of unsuccessful Offering of Securities under this Prospectus, the Company will likely face a shortfall of working capital, and the risk of continued operations under the assumption of "going concern" might be jeopardized. The management might have to introduce measures to avoid illiquidity and/or insolvency of the Company, which might negatively affect the value of Securities. The Issuer estimates the probability of occurrence as well as impact of this specific risk as relatively high.

4.1.2. General market risks affecting the Issuer

4.1.2.1. *Risks related to market conditions*

The Company's planned profitability may be materially affected by global and in particular European macroeconomic conditions, in particular in the trends in the real estate industry, and short-term rental market.



Issuer's earnings are in large extent dependent on general investor sentiment in real estate sector in its target markets (Austria and Germany), as well as macroeconomic conditions in Europe and its target markets.

Following the Covid-19 pandemic and considerable fiscal stimulus and accommodative monetary policy, central banks have begun with “monetary policy normalization” – quantitative tightening, combined with rising interest rates, both of which impacts real estate particularly negatively.

Further monetary tightening and/or fiscal tightening could significantly negatively impart Issuer's operations and its profitability, either through depressed real estate prices, unavailability of credit, or low transaction volume. The Issuer estimates the probability of occurrence as well as impact of this specific risk as modest.

4.1.3. General regulatory risks affecting the Issuer

4.1.3.1. General regulatory risk

The Company's revenues may be negatively impacted by additional or changed regulatory requirements pertaining to real estate development in general, and specifically to long-term and short-term rental market. Any such negative action could materially negatively affect Issuer's business prospects and thus its operations and (future) profitability. The Issuer estimates the probability of occurrence as well as impact of this specific risk as modest.

4.1.3.2. Risk of being treated as an investment fund

The Company deals with investment, management and value optimization of commercial real estate and renewable energy projects, either for resale or for long-term management. Despite careful structuring of this Offering and the terms and conditions of Securities, there is a risk that the Company's business model would be treated as an investment fund. In accordance with Guidelines on key concepts of the AIFMD (ESMA/2013/611), if all of the following characteristics are exhibited by an undertaking, should show that the undertaking is a collective investment undertaking mentioned in Article 4(1)(a) of the AIFMD. The characteristics are that: (a) the undertaking does not have a general commercial or industrial purpose; (b) the undertaking pools together capital raised from its investors for the purpose of investment with a view to generating a pooled return for those investors; and (c) the unitholders or shareholders of the undertaking – as a collective group – have no day-to-day discretion or control. In accordance with the Management Guidelines and based on the Issuer's Articles of association (§26.4) each Securityholder shall have a direct and ongoing power of decision over all ordinary and extraordinary operational matters relating to the daily management of the Issuer's assets, subject to the terms and conditions of the Management Guidelines. This grants all Securityholders with day-to-day discretion or control by allowing them to vote on key operational, investment and other measures relating to the day-to-day management of Rocksolid's assets. As the power of discretion and control is therefore granted to all Securityholders, to the best of the Issuer's understanding of the regulatory requirements, the AIFMG does not apply. In light of the foregoing, the Issuer does not meet criterion (c) above for the AIFMG qualification, and also makes no assertion that it meets the other AIFMG criteria set out in (a) and (b) above, thus retaining the possibility that it may qualify for exemption from the application of the AIFMG under the other criteria as well. Should the Company nevertheless be treated as any form of investment fund by FMA and as such requiring additional authorisation or license, such treatment would significantly increase cost of compliance and thus negatively affect the profitability of the Company. The Issuer estimates the probability of occurrence as well as impact of this specific risk as modest.

4.1.4. General legal risks affecting the Issuer

4.1.4.1. Risks related to legal liability

Substantial legal liability or significant regulatory action against the Issuer may have material adverse financial effects or cause significant reputational harm, which could seriously harm its business prospects.

The Issuer has undertaken and will continue to undertake all reasonable diligence and care to ensure legally compliant operations in all markets it does business in. Any regulatory action and/or (class-action) lawsuits may materially negatively impact Issuer's prospects to continue operations in certain countries and



potentially adversely impact overall solvency and/or liquidity of the company. The Issuer estimates the probability of occurrence as well as impact of this specific risk as relatively low.

4.1.5. General business risks affecting the Issuer

4.1.5.1. Risks related to competition

The industry that the Company operates in (real estate investment and development) is generally capital-intensive. The Company's ability to successfully operate in such industry depends in part on access to cheap funding, and economies of scale, as well as skill and expertise in property management, all of which the competitors may possess to a larger degree. Additionally, new market entrants with less experience, but easier access to capital, may also negatively affect the Company's operations and thus profitability. The Issuer estimates the probability of occurrence as well as impact of this specific risk as relatively high.

4.1.5.2. Risks related to external vendors and/or material contracts

The Platform relies in part on external vendors for the performance of its operations and provision of its services. Where possible, appropriate service level agreements have been put in place to assure high quality of service delivery. Considerable effort and care has been applied to assure proper integration with such vendors, and the quality of the Issuer's services in part depends on continued cooperation with these third parties.

Should the Issuer or operators operating the Platform be forced to change vendors for any part of its operations, the quality of services offered may be negatively impacted, indirectly affecting the Issuer's profitability. The Issuer estimates the probability of occurrence as well as impact of this specific risk as modest.

4.1.5.3. Risks related to key employees

Issuer's operations and financial result may be adversely impacted if key employee(s) decide to leave the Company. Issuer's operations are in part dependent on key employees with deep knowledge of real estate. Should several of them decide to leave the Company, the Issuer's ability to introduce services and keep pace with rapid changes in the industry may be materially negatively affected. The Issuer estimates the probability of occurrence as well as impact of this specific risk as modest.

4.2. Risk factors affecting the Securities of this Offering

4.2.1. Risk of dilution

In addition to issuing additional profit participation rights which do not form a single series with Securities, the Issuer may, at any time and without consent of the Securityholders, issue additional Securities of same type and class, or grant or sell options which might result in additional issuance of Securities. There is no protection against dilution with regard to the issuance of additional profit participation rights, whereas Profit participation is distributed pro-rata to all securities of same type and class.

The Issuer may purchase any number of Securities on the market or otherwise at any marketable price. The Issuer may hold such Securities, resell them at a later point in time, or terminate them at will. There is no dilution protection with regard to the repurchase of Securities.

The Issuer may take actions resulting in a change of its capital structure, in particular with respect to capital increases or decrease, changes of its legal form or the admission of new shareholders. There is no dilution protection with regard to any such corporate measures that lead to a change in the capital structure of the Issuer.

The Issuer estimates the probability of occurrence as well as impact of this specific risk as relatively high.

4.2.2. Risks in relation to liquidity of Securities

The Issuer has not applied for the Securities to be admitted to trading and may or may not do so at its sole discretion. Until then the investors may not be able to sell Securities when desired or may be forced to take significant price concessions if sold in the OTC market. The Issuer estimates the probability of occurrence as well as impact of this specific risk as modest. Tokenized financial instruments cannot currently be admitted to trading on a regulated market, MTF or OTF in accordance with Directive 2014/65/EU



(commonly also referred as MiFID II), but can potentially be admitted to trading on DLT MTF, or DLT TSS in accordance with Regulation (EU) 2022/858 (commonly also referred to as the DLT Pilot regime).

4.2.3. Risks in connection with applicable law

The Securities are issued under the laws of Austria, which may materially differ from the laws of Investor's home country. The absence of advice from subject experts in relation to Austrian law may materially negatively affect the investment in Securities.

Investors should familiarize themselves with applicable provisions of Austrian law before investing. The Offering based on this Prospectus is registered in Austria (Home Member State) and notification thereof made in France, Germany, Italy, Poland, Portugal and Spain (Host Member State). However, certain features therein may be unique to Austria and not applicable to the law of Investor's home country.

Should Investors decide to forego advice from tax professional, attorney or financial expert, they might not be able to fully assess the impact of the investment in relation to their home country law.

Furthermore, no assurances can be made about any court decision or change of Austrian law (or the law applicable in Austria) or of the administrative practices after the date of this Prospectus. Changes of law may materially negatively affect the position of holders of Securities, including vis-a-vis Issuer's creditors and shareholders. The Issuer estimates the probability of occurrence as well as impact of this specific risk as modest.

4.2.4. Risks related to blockchain technology

The Securities are issued as a bearer token on a public and permissionless blockchain. The operations of these blockchains are outside of control of either the Issuer, and may be subject to, including, but not limited to, hacks, exploits (manipulation or abuse of vulnerabilities in a blockchain network to gain unauthorized access, disrupt operations, or steal resources), double spending (fraudulent practice of spending the same digital currency or asset more than once by exploiting vulnerabilities in a digital payment system, often a blockchain), 51% attacks (security breach in a blockchain network where a single entity gains control of more than half of the computational power, enabling them to manipulate the blockchain's transaction history and double-spend digital assets), forks (divergence in the chain of transaction records into two or more separate paths, usually as a result of differing consensus rules or software upgrades), loss of hashing power (significant reduction in the computational resources dedicated to maintaining and securing a blockchain network, which can affect transaction speeds and overall network security), currently unknown vulnerabilities, deficiencies and instability.

Information added to blockchain is susceptible to above described hacks and flaws. Generally, these shortcomings are mitigated by waiting a number of blocks before information is considered valid, as hypothetical information manipulation for a number of blocks becomes prohibitively expensive and thus impossible to maintain. The Issuer deems waiting 12 blocks for an information to achieve finality to be appropriate for the purposes of this Offering. A block in a blockchain is a data structure that contains a set of transactions and metadata, and is cryptographically linked to previous blocks to form a secure, immutable, and transparent chain. New blocks are periodically added to the blockchain via a consensus process, in case of eCredits blockchain this happens on average every 5 seconds.

The Issuer has undertaken and will continue to undertake all reasonable diligence and care to identify and mitigate potential risks arising from the factors above, and will undertake all reasonable diligence and care to mitigate these risks, including halting trading, and migrating instruments to other blockchains. Inability to do so in time may materially negatively impact Issuer's ability to maintain Securityholder register, as well as cause reputational damage, potentially lowering Issuer's revenues and/or increase costs. The Issuer estimates the probability of occurrence as well as impact of this specific risk as modest.

4.2.5. Risks related to subordination of Securities

The Securities constitute subordinated obligations of the Issuer ranking subordinated to all other existing and future unsubordinated obligations, except as otherwise provided by mandatory provisions of law. Securityholders are not entitled to any payments if such payment would result in the insolvency of the



Issuer. In the event of insolvency proceedings on the assets of the Issuer, the claims arising pursuant to the Securities will only be taken into account after all non-subordinated creditors have been fully satisfied. Pursuant to § 67 para (3) of the Austrian Insolvency Act, the claims of Securityholders are only satisfied after the elimination of a negative equity (§ 225 para (1) of the Austrian Commercial Code) or in the case of liquidation after satisfaction of all creditors. The Securityholder agrees that because of these claims under the Securities, no insolvency proceedings shall be initiated. The Issuer estimates the probability of occurrence as well as impact of this specific risk as modest.

4.2.6. Risks related to embedded options / termination clause of Securities

Minimum term of Securities is 10 years from the date of distribution. After minimum term the Securities can be annually terminated by the Issuer (commonly referred as “call option”) or by the Securityholder (commonly referred as the “put option”) on the 31 December each year, subject to 3 month prior notice.

Issuer may terminate Securities (call) for any reason after the minimum term in whole but not in part. Securityholders may only terminate Securities (put) provided that a Liquid secondary market does not exist at the time of termination.

If there is a market that meets the definition of a Liquid secondary market as defined in this Prospectus, the Securityholders will not be able to exercise the embedded put option of the Securities. The existence of a Liquid secondary market as defined in this Prospectus, however, does not guarantee sufficient market depth, so that the Securities could be liquidated without undue price impact. Additionally, market price is unrelated with pro rata share of Balance sheet value, which the Securityholders would receive in case of a put. There is a risk that; in the event of a sale, Securityholders might receive a lower value than they would in the event of a put.

Furthermore, in the event of a call by the Issuer, Securityholder shall receive, on a pro rata basis, the greater of the Enterprise value or the Balance sheet value. The Issuer can call the Securities at its sole discretion. There is a risk that in the event of a call, Securityholders might receive a lower value than they would if they sold the Securities on the open market.

The Issuer estimates the probability of occurrence as well as impact of those specific risks as modest.

4.2.7. Risks in relation to payout currency

Issuer may make a Monthly Payout in eCredits or any liquid digital asset in the sole discretion of the Issuer (the "Payout Currency"). For the purposes of this Prospectus, a digital asset (other than eCredits) is considered liquid, if its aggregate 30-day average trading volume is at equal to or greater than 0.25 % of its free float market capitalization at the time of a payout, published at <https://www.coingecko.com/>.

Conversion of the Monthly Payout to the Payout Currency shall be calculated on the Cut-off Date according to the applicable exchange rate published at <https://www.coinmarketcap.com/currencies/ecredits/markets> as provided by Blocktrade. If this provider discontinues its service, the Issuer shall determine another source with comparable relevance and accuracy.

Payouts in currencies other than EUR carry additional risks, including, but not limited to, volatility of a currency, price variability between the time of exchange rate determination and actual payout, investors' ability to liquidate the currency for EUR, continued existence of secondary markets for such currency, in which payout has been made, and liquidity or market depth of such currency.

Even though the Issuer deems potential payout currencies sufficiently liquid and accessible to Investors, some Investors may be presently or in the future unable to liquidate these currencies to fiat currencies, or may only be able to do so at a loss compared to receiving payouts in EUR or other fiat currencies.

The Issuer estimates the probability of occurrence as well as impact of those specific risks as modest.



5. Terms and conditions of the Securities

5.1. General

Type and class: Profit participation rights (Genussrechte) with nominal value in accordance with Austrian Federal Law on Public Limited Companies, as amended.

ISIN: AT0000A34CX2

Applicable law: Republic of Austria

Form: Tokenized bearer form. The Issuer alone bears the responsibility for the maintenance of the Securityholder registry. Securities are issued as a token via distributed ledger technology on the eCredits blockchain with contract address 0xae33C49279cf0848dde5f92A2784a0aBA9395FA0.

Transfer restrictions: Securities may be assigned only to third parties who have successfully completed a Whitelisting process satisfactory to the Issuer. Assignment may be carried out by transferring the Token to a whitelisted address on the eCredits blockchain. The Issuer will deem an assignment as effective once the transfer has been confirmed by 12 blocks after the block that records the transfer. A block in a blockchain is a data structure that contains a set of transactions and metadata and is cryptographically linked to previous blocks to form a secure, immutable, and transparent chain. New blocks are periodically added to the blockchain via a consensus process, in case of eCredits blockchain this happens on average every 5 seconds. Apart from Whitelisting process, there are no other transfer restrictions. The Securities are freely transferable.

Currency of the Securities' issue: EUR

Nominal value: EUR 0.01

Seniority: Securities constitute subordinated obligations of the Issuer ranking subordinated to all other existing and future unsubordinated obligations, except as otherwise provided by mandatory provisions of law. Securityholders are not entitled to any payments if such payment would result in the insolvency of the Issuer. In the event of insolvency proceedings on the assets of the Issuer, the claims arising pursuant to the Securities will only be taken into account after all non-subordinated creditors have been fully satisfied. Pursuant to § 67 para (3) of the Austrian Insolvency Act, the claims of Securityholders are only satisfied after the elimination of a negative equity (§ 225 para (1) of the Austrian Commercial Code) or in the case of liquidation after satisfaction of all creditors. The Securityholder agrees that because of these claims under the Securities, no insolvency proceedings shall be initiated.

Term: Perpetual. Minimum term is 10 years from the Value date. After minimum term the Securities are annually callable by the Issuer and annually puttable by the Securityholder on the 31 December each year, subject to 3 month prior notice.

Provisions for put of Securities by Securityholder: Securityholder may put only those Securities held by the Securityholder at the time notice is provided, and provided that a Liquid secondary market does not exist at the time of put.

In the event of put by the Securityholder, Securityholder shall receive their pro rata share of the Balance sheet value.

In the event of put by the Securityholder, Securityholder shall transfer put Securities to the following address on the eCredits blockchain: 0xb5CdB0487EC623F31b7bDC34e2a499CDF177E3C8

Issuer shall pay the pro rata share of the Balance sheet value within 14 calendar days after put by the Securityholder, subject to the return of Securities to the above address on the eCredits blockchain. Issuer may make the payment in eCredits or any liquid digital asset in the sole discretion of the Issuer, while observing the provisions on the payout currency and exchange rate determination in section 5.2. *Payout policy* of this Prospectus.



Provisions for call of Securities by Issuer: Issuer may call the Securities in whole but not in part. In the event of call by the Issuer, the Securityholder shall receive, on a pro rata basis, the greater of (a) the Enterprise value; or (b) the Balance sheet value.

The Enterprise value shall be calculated by an internationally reputable auditor commissioned by the Issuer at its own discretion and expertise on the basis of an expert report prepared pursuant to the professional guidelines provided in KFS/BW 1 of the Austrian Chamber of Public Accountants (Kammer der Wirtschaftstreuhänder). The Securityholders' pro rata share of the Enterprise value shall be determined in accordance with the formula provided in section 5.2. *Payout policy* by substituting "Result" with the "Enterprise value".

Issuer shall pay the pro rata share of the Enterprise value within 14 calendar days after the calculation of the Enterprise value in accordance with the provisions for call of Securities by Issuer. Issuer may make the payment in eCredits or any liquid digital asset in the sole discretion of the Issuer, while observing the provisions on the payout currency and exchange rate determination in section 5.2. *Payout policy* of this Prospectus.

Balance sheet value is defined as sum of the Capital Account and the Profit Participation Account. The Balance Sheet Value can be negative. Enterprise value is defined as a sum of claims by all claimants: creditors (secured and unsecured) and shareholders (preferred and common). While Balance sheet value is an accounting figure of total assets, and it is not necessarily tied to market values, Enterprise value attempts to calculate the fair market value of total capital.

Rights attached to the Securities: Securities constitute subordinated obligations of the Issuer ranking subordinated to all other existing and future unsubordinated obligations, except as otherwise provided by mandatory provisions of law. Securities carry: a) Right to a monthly payout; b) Right to the residual payout in the event of a call by the Issuer or a put by the Securityholder, c) Right to the proportional part of liquidation proceeds in accordance with the Austrian Federal Law on Public Limited Companies.

Voting power: Securityholders – as a collective group – have day-to-day discretion and control in accordance with Management Guidelines (incorporated by reference).

Issuer's Articles of association provide for the implementation and operation of a board of balance sheet equity holders as a board having extensive power of discretion over all ordinary and extraordinary operational matters relating to the daily management of the Issuer's assets (the "**Board of Balance Sheet Equity Holders**"). By virtue of Issuer's Articles of association, the board of directors is required to inform the Board of Balance Sheet Equity Holders about measures and have them vote on the respective measure before it is implemented. The board of directors of the Issuer shall ensure that each of its shareholders, Securityholders or any other potential providers of equity capital shall have the opportunity to inform themselves about the possibility to participate in the electronic voting system. Such voting system shall be used to (i) obtain information on the measures (such as operational, investment and other measures) put to vote, (ii) to conduct the actual voting, and (iii) to enable the discussion of measures put forth and come to a consensus.

Expected issue date of the securities: no later than 20 working days after the end of Subscription Period.

Preferential right of Securities: Securities do not carry preferential rights

Right to share in any surplus in the event of liquidation: in case of liquidation or bankruptcy of the Issuer, the holders of Securities shall be entitled (upon settlement of all potential senior and secured liabilities owed to creditors and relevant expenses) to a share of liquidation proceeds in accordance with the Austrian Federal Law on Public Limited Companies.

Redemption and conversion provisions: The Securities are neither redeemable nor convertible to any other existing financial instruments issued by the Issuer.

Representation of Securityholders, including an identification of the organisation representing the investors and provisions applying to such representation. Indication of the website where the



public may have free access to the contracts relating to these forms of representation: In Austria, interests of minority shareholders and investors are represented by IVA – Interessenverband für Anleger, Feldmühlgasse 22, 1130 Vienna, Austria. Website: <https://www.iva.or.at/>. Provisions for membership are accessible here: <https://www.iva.or.at/iva/mitgliedschaft/>.

In the case of new issues, a statement of the resolutions, authorisations and approvals by virtue of which the securities have been or will be created and/or issued: Pursuant to the shareholders resolution adopted on 24 May 2023 at a general meeting of the shareholders of the Issuer, the Issuer may, on one or more occasion through private or public offerings, issue up to 100,000,000.00 Profit participation rights, ISIN: AT0000A34CX2, ticker: “ROC”, denominated in tokenised form with a nominal value of EUR 0.01 each. (of which up to 10,000,000 are offered under this Prospectus) with characteristics, material rights and obligations as set forth in the Terms and Conditions of the Securities. The Terms and Conditions of the Securities are annexed to this Prospectus and accessible on the Website and at the registered office of the Issuer.

Tax legislation and taxation treatment of the Securities: Shareholders are subject to taxation in particular in connection with the holding of Securities (taxation of payouts), the sale of Securities and subscription rights (taxation of capital gains) as well as the free transfer of shares and subscription rights (inheritance and gift tax).

The tax legislation of the investor’s home country and that of Austria may have an impact on the income received from the Securities. Prospective investors should consult their tax specialists.

Information on the offeror and/or the person asking for admission to trading: Rocksolid Estate AG, a public limited company (Aktiengesellschaft) incorporated in Austria and operating under the laws of Austria (commercially doing business also under the commercial brand “Rocksolid”), registered with the Austrian Business Register (Firmenbuch) under the number 593266a, with its Legal Entity Identifier (hereinafter referred to as “LEI”) 529900I8D33AQ9JO8S73, (hereinafter referred to also as the “Company”).

Statement on the existence of national legislation or rules on takeovers applicable to the issuer and the possibility for frustrating measures if any: The rules on takeover bids and corresponding frustrating measures as set out in Austrian Takeover Act do not apply to the Issuer as the Issuer has not issued securities admitted to trading on a regulated market.

Squeeze-out and sell-out rules in relation to Securities: in case of a mandatory takeover bid, Securityholders are entitled to squeeze-out and sell-out protections in accordance with Takeover Directive and Austrian Squeeze-out Act. The acquirer is able to forcibly buy out (squeeze out) the Securities at a fair price if it obtains securities representing not less than 90% of the capital carrying voting rights and 90% of the voting rights in the offeree company. Furthermore, a minority shareholder is able to force the acquirer to buy out his/her Securities (sell-out) at a fair price if the acquirer has obtained securities carrying at least 90% of the voting rights in the offeree company.

Past takeover bids by third parties in respect to Issuer’s equity: no takeover bids by third parties have occurred in respect of the Issuer’s equity.

Position of holders of Securities in case of resolution under the Directive 2014/59/EU (BRRD): Issuer is not subject to Directive 2014/59/EU (BRRD).

5.2. Payout policy

Monthly payout

Subject to the conditions precedent described below, starting on the calendar month following the Value date, for each Security held Securityholders shall receive on a monthly basis the greater of:

- (a) EUR 0.00166667 per month (the “**Minimum Payout**”); or
- (b) the Profit Share (the “**Profit Participation**” as defined below);



together **Monthly Payout**.

Conditions precedent

Monthly Payout in accordance with point (a) above (Minimum Payout) is subject to the condition that the balance of the Capital Reserve Account is positive, and that the Minimum Payout will not cause such balance to become negative. Monthly Payout in accordance with point (b) above (Profit Share) is subject to the condition that the balance of the Profit Participation Account is positive.

Paying Agent

The Issuer intends to distribute any payouts and process other applicable corporate actions in relation to this Offering itself. However, the Issuer may appoint a third party to manage payments of the Monthly Payout (the "**Paying Agent**").

Cut-off Date

The cut-off date shall be the 15th day of each calendar month at 12:00 UTC (the "Cut-off Date"). On the Cut-off Date, the Issuer shall capture the registry data of Securityholders and use such data to determine the eligible Securityholders and to calculate their proportion of participation in the individual Monthly Payout.

Payout Date

Issuer shall pay, or cause the Paying Agent to pay, the Monthly Payout until the 20th calendar day of each calendar month (the "**Payout Date**").

Payout Currency

Issuer may make a Monthly Payout in eCredits or any liquid digital asset in the sole discretion of the Issuer (the "Payout Currency"). If the Monthly Payout is made in eCredits or any liquid digital asset, the payment shall be made to the public address where the Security is held at the time of transfer. For the purposes of this Prospectus, a digital asset (other than eCredits) is considered liquid, if its aggregate 30-day average trading volume is at equal to or greater than 0.25 % of its free float market capitalization at the time of a payout, published at <https://www.coingecko.com/>.

Exchange Rate

Conversion of the Monthly Payout to the Payout Currency shall be calculated on the Cut-off Date according to the applicable exchange rate published at <https://www.coinmarketcap.com/currencies/ecredits/markets> as provided by Blocktrade. If this provider discontinues its service, the Issuer shall determine another source with comparable relevance and accuracy.

Discharge of Liability

Monthly Payouts shall be made by the Issuer with liability-discharging effect by transferring the Monthly Payout (as converted into the Payout Currency) to the public address where the Security is held at the time of transfer.

Profit Participation

Securityholders participate by means of the law of obligations (schuldrechtlich) in 80 % of

- (a) the profit and loss of the Issuer (the "**Result**"); and
- (b) in the event of a liquidation of the Issuer, the liquidation proceeds, the hidden reserves and the goodwill of the Issuer (the "**Liquidation Profit**");

together **Profit Participation**.

Financial Statements



Issuer shall publish its annual financial statements by 30 April of the following calendar year (the "**Financial Statements**"). The Financial Statements shall be prepared in accordance with national regulations.

Calculation of the Profit Participation

Issuer shall calculate and publish the Profit Participation together with the Financial Statements.

Profit Participation Account

Issuer shall record the Profit Participation in a dedicated balance sheet account (the "**Profit Participation Account**"). The Profit Participation Account can become negative (for example, in the event of a negative net income of the Issuer in a given financial year). Investors in Securities are not obliged to make additional contributions in the event of a negative profit participation account. The balance of the Profit Participation Account as at the publication of the Financial Statements shall be used to calculate the Profit Share (the "**Profit Participation Account Balance**").

Reduction of Account Balances – Monthly Payout

Payments under the Minimum Payout shall be made primarily from the Capital Reserve Account, which shall consist of the sum of the total paid-in subscription amount of Participation Rights at the subscription price. If Profit Participation Account is sufficiently accumulated, but not enough to trigger the Profit Participation payment, the payments under Minimum Payout shall cause a proportionate reduction of Profit Participation Account. A distribution of the Minimum Payout shall cause a corresponding reduction in the Capital Reserve Account after a prior reduction in the Profit Participation Account, insofar as the latter is positive and at the same time the conditions for the payment of the Profit Participation payment are not fulfilled. Otherwise such distribution of Minimum Payouts shall cause a corresponding reduction of the Capital Reserve Account. The Issuer plans to start complying with the Minimum Payout obligations immediately after the Value Date, in accordance with the Payout Policy.

A distribution of the Profit Share shall cause a corresponding reduction of the balance of the Profit Participation Account. A distribution of the Minimum Payout shall cause a corresponding reduction of Profit Participation Account provided that the Profit Participation Account is positive and will not become negative as a result of the distribution, otherwise such distribution shall cause a corresponding reduction of the Capital Reserve Account.

Formula

Issuer shall calculate the Profit Participation according to the following formula:

$$PP = [0.8R \mid 0.8L] * \left(\frac{PC}{PC + APC} \right)$$

where:

PP = Profit Participation

R = Result

L = Liquidation Profit

PC = Participation Capital

APC = Additional Participation Capital

Calculation of the Result



Result shall equal the balance sheet profit or loss (Bilanzgewinn / Bilanzverlust) shown in the Financial Statements for the applicable calendar year.

Calculation of the Liquidation Profit

Liquidation Profit shall equal the liquidation profit (Liquidationsgewinn) calculated pursuant to § 154 of the Austrian Corporate Code.

Calculation of the Participation Capital

Participation Capital shall equal the balance of the Capital Account (the total nominal value of all Securities issued and outstanding) as at 31 December of the applicable calendar year.

Calculation of the Additional Participation Capital

Additional Participation Capital shall equal the total nominal value of additional participation rights or certificates issued by the Issuer.

In addition to issuing additional profit participation rights which do not form a single series with Securities, the Issuer may, at any time and without consent of the Securityholders, issue additional Securities of same type and class, or grant or sell options which might result in additional issuance of Securities (“**Additional Participation Capital**”). There is no protection against dilution with regard to the issuance of additional profit participation rights, whereas Profit participation is distributed pro-rata to all securities of same type and class.

Calculation of the Profit Share.

Pro rata share of the Profit Participation Account for a single Security shall be calculated on each Cut-off Date by

- (a) dividing the Profit Participation Account Balance by twelve; and
 - (b) dividing the result by the total number of Securities issued and outstanding.
- (the "**Profit Share**").

Profit participation is distributed pro-rata to all securities of same type and class. There is no protection against dilution with regard to the issuance of additional profit participation rights.

Pursuant to the shareholders resolution adopted on 24 May 2023 at a general meeting of the shareholders of the Issuer, the Issuer may, on one or more occasion through private or public offerings, issue up to 100,000,000.00 Profit participation rights, ISIN: AT0000A34CX2, ticker: “ROC”, denominated in tokenised form with a nominal value of EUR 0.01 each. (of which up to 10,000,000 are offered under this Prospectus) with characteristics, material rights and obligations as set forth in the Terms and Conditions of the Securities. The Terms and Conditions of the Securities are annexed to this Prospectus and accessible on the Website and at the registered office of the Issuer.



6. Details of the Offering

6.1. Conditions to which the Offering is subject

Offering size: 10,000,000 Securities

Nominal value: EUR 0.01

Subscription price: EUR 1.00

Taxes and expenses to be paid by investor at Subscription: No taxes nor expenses are charged to the Investor at the time of Subscription.

Subscription process and General Eligibility: The Offering of Securities under this Prospectus is unrestricted.

Subscription process	
Subscription Period:	from 22 April, 2024 – 21 April, 2025 (*the Issuer may close the Subscription period early if the total Offering size of securities is subscribed before the end thereof.)
Offering size:	10,000,000 Securities
Minimal Subscription:	100 Securities
Maximal Subscription:	2,500,000 Securities
Oversubscription policy:	Securities will be allotted to Investors on a first-come first-served basis, where the relevant timestamp is the receipt of funds at the dedicated Bank account. Any funds exceeding the Maximal Subscription amount per Investor and/or total Offering size of Securities in the Subscription process, will be returned to Investors within one month after the allotment of Securities. Transaction fees for transfers to and from Bank account as described below apply (Other costs borne by the investor).
Undersubscription policy:	Securities which are not subscribed until the end of Subscription Period will not be issued.
Subscription price:	EUR 1.00 per Security

Revocation or suspension of the Offering: The Issuer may at any time revoke or suspend the Offering in part or in full. The Offering may specifically be cancelled at any time if the Issuer considers it impracticable or inadvisable to proceed with the Offering due to, but not limited to: (i) material limitation of issuance of Securities; (ii) a material loss or interference with the business of the Company; (iii) any material adverse change or development in or affecting the Company. In case of revocation, cancellation or suspension of the Offering, excess funds will be returned to investors within one month after such revocation, cancellation or suspension. Transaction fees for transfers to and from Bank account as described below apply (Other costs borne by the investor).

Rounding policy: Any excess funds that would result in fractional Securities if allotted will be returned to the Investor within one month after allotment of Securities. Transaction fees for transfers to and from Bank account as described below apply (Other costs borne by the investor).

Multiple Subscriptions policy: each investor can subscribe to the Securities multiple times.

Reduction of Subscription, investment revocation policy: Investors, who have already transferred the funds for the Subscription of Securities to the Bank account, but wish to reduce their subscribed amount or not invest at all, can do so by informing the Placement agent at info@equito.co until the end of Subscription Period. Amendments thereafter are not possible. Excess funds will be returned to such investors within one month after the allotment of Securities. Transaction fees for transfers to and from Bank account as described below apply (Other costs borne by the investor).



Late receipt of funds policy: any funds that arrive to the Bank account after the end of the Subscription period shall not be accepted by the Issuer and will be returned to such investors within one month after the allotment of Securities. Transaction fees for transfers to and from Bank account as described below apply (Other costs borne by the investor).

Publication of results: the Issuer will publish the full detailed results of this Offering on the Website within two months from the end of Subscription Period.

Securities will be delivered to investors by distributing the Securities to indicated whitelisted wallet address within one month from the registration of the increase of participation capital for Securities issued under this Prospectus. Investors will be notified via email of successful registration of Securities and corresponding entry into the Securityholder registry.

Securities in this Prospectus are offered for Subscription, not for sale, meaning that all subscribed Securities will be newly created.

Estimated costs of this Offering: Up to 4.5% of the total proceeds of this Offering estimated at EUR 450,000, whereby this amount will be paid by the Issuer from the proceeds of this Offering after the registration of capital increase, of which up to 3.5% of the proceeds is to be paid to the investment firms supporting the Offering for the provision of placement and ancillary services, and up to 1% is to be used for banking / payment fees in relation to the Offering, as well as consulting services and compliance software used to verify investors' identity.

Other costs borne by the investor: Transaction fees in accordance with the fee schedule of the Bank in case of return of excess and/or late funds as described above, netted from such funds. Should the transaction fees be higher than the excess and/or late funds of the investor, no funds will be returned. Furthermore, no funds in relation to Subscription to this Offering will be subject to interest compounding.

Preferential right of Securities: Securities do not carry preferential rights.

Preferential subscription right of existing shareholders: All existing shareholders have waived their preferential right to purchase Securities in this Offering.

6.2. Distribution and allotment

General Eligibility: The Offering of Securities under this Prospectus is unrestricted.

Allotment and distribution plan: The subscribed Securities must be fully paid in until the end of Subscription Period. Investors will be allotted only the Securities for which the Subscription Amount has been fully paid in accordance with the terms and conditions of this Prospectus. Any Excess funds will be returned within one month after the allotment of Securities. No funds in the Bank account are subject to interest compounding. The Issuer has the discretion to decide whether to accept a request to subscribe for any amount of Securities in the Subscription process. Securities will be allotted and distributed to investors no later than within 20 working days, following the end of Subscription Period (Value Date).

Allotted Securities will be delivered to investors by distributing the Securities to indicated whitelisted wallet address within one month from the registration of the increase of participation capital for Securities issued under this Prospectus. Investors will be notified via email of successful registration of Securities and corresponding entry into the Securityholder registry.

Investor is required to provide the Issuer with a valid and supported ("<https://explorer.ecredits.com>" - eCredits blockchain compatible, ie. eCredits eWallet) cryptocurrency wallet address for the distribution of allotted Securities prior to the Value Date. If the Investor fails to provide a valid cryptocurrency wallet address in time, the Investor shall be nevertheless entitled to the Monthly Payouts for the corresponding amount of allotted Securities, provided that the Investor subsequently provides his designated cryptocurrency wallet address for the distribution of Securities. Any accrued and unpaid Monthly Payouts will be paid to the Investor for the period from the Value Date to the date of delivery of the Securities on the basis of the subsequently provided cryptocurrency wallet address.



Tranches reserved for specific investor groups and/or countries: No classes of investors or any affinity groups are given any preferential treatment in respect to pricing, allotment or distribution of Securities. Country of citizenship and/or residence of investors have no relevance in respect to pricing, allotment or distribution of Securities.

To the best of the Issuer's knowledge, no prospective investor intends to subscribe to more than five percent of the Securities. No member of the Issuer's management, supervisory or administrative bodies intend to subscribe in the Offering.

Claw-back provision: The Securities under this Offering are not subject to any claw-back provision.

Preferential treatment of certain investor groups: No investor group will receive preferential treatment in this Offering.

Preferential treatment of Subscriptions depending on the firm they are made through or by: The firm through which the Subscriptions are made by investors has no relevance on pricing, allotment or distribution of Securities

6.3. Subscription process

Investors will be able to subscribe to this Offering electronically by verifying their identity, completing the Subscription form during the Subscription period and making the appropriate payment. These actions can be performed exclusively via the internet platform of the Placement agent accessible at <https://invest.equito.co/>

The Securities are to be paid-in in adequate amount of EUR and within timeframes as specified under section 6.1. of this Prospectus with wire transfer to the Bank account, designated in the payment instructions provided by the Issuer upon filling out the Subscription form.

The Subscribed Securities must be fully paid in. Only the Securities for which the Subscription Amount has been fully paid in accordance with the terms and conditions of this Prospectus can be allotted to the Investors. Any excess funds will be returned. No funds in the Bank account are subject to interest compounding. Excess funds will be returned to investors within one month after the allotment of Securities.

All fees and taxes applicable to Securities offered under this Prospectus are borne by Investors.

6.4. Placement and underwriting arrangements

Securities will be placed **without firm commitment** by Equito borznoposredniška družba, d.o.o. a limited company incorporated in Slovenia, operated under the laws of Slovenia, with its registered address and principal place of business at Ameriška ulica 8, 1000 Ljubljana, Slovenia, entered into Slovenian commercial registry under the number 9125108000, with its Legal Entity Identifier (LEI) 48510004DAWP3SMI4S38, duly licensed to perform investment services in accordance with ZTFI-1 and is regulated by the Slovenian Securities Market Agency (ATVP) based on approval No.40210-2/2022-13.

Securities are **not subject to any underwriting or any placement with firm commitment.**

Placement commission amounts up to 3.5% of the proceeds is to be paid to the investment firms supporting the Offering for the provision of placement and ancillary services.

6.5. Paying agent(s) / Depositary agent(s)

The Issuer intends to distribute any payouts and process other applicable corporate actions in relation to this Offering itself. However, the Issuer might appoint paying agent and/or depositary agent for the distribution of dividends and other applicable corporate actions.

6.6. Admission to trading and dealing arrangements

Upon issuance of Securities, they will not be traded on any trading venue and no application for the Securities to be admitted to trading has been made. However, the Issuer may, at its sole discretion, subsequently file for admission to trading on any eligible trading venue.



None of Issuer's other securities are currently tradable on any Regulated market, SME growth market or MTF.

Issuer may engage a market maker for provision of liquidity and/or for price stabilization if and when the Securities are admitted to trading, however, it has not issued an overallotment option therefor. The terms of such engagement are yet to be defined.

Greenshoe option in case of admission to trading: The Securities under this Prospectus are not admitted to trading nor has any such application been filed.

Estimated costs of the application to have Securities admitted to trading: The Securities under this Prospectus are not admitted to trading nor has any such application been filed.

Selling Security holders: Not applicable, all Securities in this Offering will be newly created.

Lock-up agreements: Not applicable, all Securities in this Offering will be newly created. There are no lock-up agreements.

6.7. Dilution

Overview of expected dilution of existing shareholders under the assumption that the existing shareholders do not subscribe to the Offering and that the Offering is otherwise fully subscribed to:

	Ex-ante paid-in capital	Ex-ante %	Ex-post paid-in capital	Ex-post %
Equity capital	80,000.00 €	87.73%	80,000.00 €	41.84%
Participation capital	11,187.50 €	12.27%	111,187.50 €	58.16%
Total paid-in capital	91,187.50 €	100%	191,187.50 €	100%

Source: For Equity capital: Internal shareholder register of the Issuer. For Participation capital: internal subscription forms for the Securities.

If existing shareholders do not subscribe to the Offering and the Offering is otherwise fully subscribed to, the expected dilution of total paid-in capital is $(191,187.50 \text{ EUR} - 91,187.50 \text{ EUR}) / 191,187.50 \text{ EUR} = 52.30\%$.

6.8. Buy-back program

The Issuer or any related entity may, subject to prior shareholder and/or relevant authority approval, initiate a buy-back program of the Securities via open market if and when the Securities are admitted to trading in accordance with Company Law Directive and Austrian Federal Law on Public Limited Companies.

7. Corporate governance

7.1. Board of directors

Sebastian Arnezeder, CEO

Sebastian Arnezeder is the CEO of Rocksolid Estate AG and responsible for implementing the corporate strategy, leading the management and achieving the business goals through strategic and optimised online and offline marketing, PR, as well as investor relations. After graduating from Gymnasium (Matura) in Linz, Sebastian Arnezeder began his academic career at the Vienna University of Economics & Business Administration (WU Wien), where he studied economics but did not complete his studies due to numerous entrepreneurial projects. Before his entrepreneurial career, Sebastian gained experience in the film industry and at ORF (Österreichischer Rundfunk) as a journalist and speaker. He used this journalistic experience as early as 2010 to start various online blogs and do online marketing.

Since 2015, Sebastian has been working on the topic of cryptocurrencies and has thus been able to acquire in-depth knowledge in this area. His ambitious goal of realising a regulated and sustainable token project found the perfect implementation in the combination of real estate and tokens. Since 2019, Sebastian has used his expertise as an investor in real estate and has therefore set up his first real estate company. This real estate development company focuses on short-term rentals and has been able to achieve impressive revenue growth through ongoing optimisation and consistent digitalisation.

In addition to his work in the real estate and crypto industry, Sebastian runs an influencer marketing and advertising agency.

Bernhard Wurdinger, COO

Bernhard Wurdinger is the COO of Rocksolid Estate AG and responsible for the operational business of the company as a member of the Executive Board. He is responsible for the Real Estate division with the areas of Market Research, Transaction and Asset Management, Development and Technology as well as Finance & Controlling, Risk Management and Human Resources.

After successfully completing a higher technical college (HTL) with a focus on civil engineering, Bernhard Wurdinger continued his academic career at the renowned Vienna University of Technology (TU Wien), where he studied civil engineering with a focus on construction process management & geotechnics. After gaining professional experience in the field of construction engineering, Bernhard Wurdinger began his career in the real estate industry in 2019. In this context, he founded a company specialising in the acquisition and development of commercial properties in Austria and their use in the touristic sector. Since 2021, Bernhard Wurdinger has been working for Engel & Völkers Commercial Vienna as an Investment Consultant. In this position, he has advised national and international institutional clients on the purchase and sale of large-volume commercial real estate in the office, hospitality, retail and residential sector.

7.2. Supervisory board

Christian Sommer, Chairman

Christian Sommer is a graduate of the Vienna University of Economics & Business Administration (WU Wien) and has been working as an entrepreneur in the real estate industry for 25 years. The focus of his activities during this time was on commercial real estate and the successful development of the Vienna office of Engel & Völkers. Another focus was on project development of residential and commercial real estate and participation in companies with a strong connection to real estate.

Bernhard Koch, member of the supervisory board

With over 20-years of experience in IT and financial services and working across Europe, Asia, and the Middle East, Bernhard Koch is a serial entrepreneur and initiator of many successful ventures. Bernhard has invested in and generated several products, agencies and blockchain projects. Besides others, he is also the founder and mastermind of Cryptix Group, a Web3 venture builder located in the Crypto Valley in Switzerland, as well as Cryptix Labs in Vienna, where he set up a dedicated research and development center for Blockchain and DLT with a security and privacy focus.



The main motivation and inspiration for Bernhard and his team is to help general population in resisting and overcoming the challenges of modern economy such as inflation, unemployment and high debts. Bernhard’s vision focuses on creating solutions in generating wealth for general population who often lack access to opportunities that would help to maintain and build upon financial independence, without ending up in debt.

Bernhard is an early crypto adopter, strong privacy advocate and a serial investor, having nurtured over 20 startups until today.

Armin Reiter, member of the supervisory board

Armin Reiter is CEO of Cryptix and Managing Director of the R&D center Cryptix Labs. He has a rich IT background that ranges from software development and solution architecture to management. With his team, Armin researches Blockchain and DLT to build applicable and innovative products and solutions. He is a strong cybersecurity, privacy and open-source advocate.

7.3. Overview of administrative, management and supervisory bodies and senior management

7.3.1. Board of Directors

Person	Function	Business address
Sebastian Arnezeder	CEO	1010 Vienna, Opernring 1/R/345
Bernhard Wurdinger	COO	1010 Vienna, Opernring 1/R/345

None of the above persons are related nor have any other family relationship amongst them.

7.3.2. Supervisory board

Person	Function	Business address
Christian Sommer	Chairman	1010 Vienna, Opernring 1/R/345
Bernhard Koch	Board member	Bahnhofstrasse 15, 6300 Zug, Switzerland
Armin Reiter	Board member	1010 Vienna, Opernring 1/R/606

None of the above persons are related nor have any other family relationship amongst them.

7.3.3. Details of any convictions of above persons in relation to fraudulent offences for at least the previous five years;

Above persons have not been convicted of fraudulent offences within the last five years.

7.3.4. Details of any official public incrimination and/or sanctions involving above persons by statutory or regulatory authorities (including designated professional bodies) and whether they have ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years.

FMA has on 1.2.2021 imposed a fine of EUR 4,000.00 against the Sebastian Arnezeder, the responsible person at ARNEZEDER GmbH & Co KG at the time of the breach occurring for a public offering of a certificate without a prospectus drawn up and approved in accordance with the provisions of the Capital Market Act (KMG) as well as a breach of the obligation to notify the New-Issue Calendar by way of penal order (by way of the accelerated conclusion of proceedings pursuant to Article 22 para. 2b of the Financial Market Authority Act (FMABG; Finanzmarktaufsichtsbehördengesetz)).

Other persons referred to have been neither incriminated nor sanctioned by statutory or regulatory authorities, nor disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years.



7.4. Remuneration and benefits

Since incorporation till the date of this Prospectus, the members of the administrative, management and/or supervisory bodies, and any senior manager who is relevant to establishing that the Issuer has the appropriate expertise and experience for the management of the Issuer's business have received **no compensation of any kind**, in cash or otherwise, including options, deferred, contingent or in-kind compensation.

The Issuer has not accrued or set aside any funds for retirement, pension or similar benefits.

7.5. Shareholdings and stock options

As of the date of this Prospectus, the members of the administrative, management and/or supervisory bodies, and any senior manager who is relevant to establishing that the Issuer has the appropriate expertise and experience for the management of the issuer's business have had the following share and option ownership in the Issuer:

Sebastian Arnezeder owns 100% of capital and voting rights in Arnezeder GmbH, Mariahilferstr. 27/21, 1060 Vienna, business registry number: 475483s, which owns 25% of the Issuer's equity capital and its voting rights.

Sebastian Arnezeder personally and Arnezeder GmbH each own 25% of capital and voting rights (50% of equity capital and voting rights in total) in MSI MODELSCHOOL International GmbH, with registered address at Dag-Hammarskjöld-Straße 46, D-34119 Kassel, registered with the German Business Register (*Unternehmensregister*) under the number HRB 18374.

MSI MODELSCHOOL International has an option, but not an obligation, to buy up to 9,000,000 Securities (Profit participation rights under this Prospectus) or up to 10% of total amount of issued Securities (Profit participation rights under this Prospectus) (whichever is less), at their nominal value (EUR 0.01 per Security) from the Issuer. This option purchase agreement can be exercised at any time until and on 31 December 2028. This agreement includes a claw-back provision where Issuer has the right, but not obligation, to purchase from the MSI MODELSCHOOL International at strike price of EUR 0.01 per Security any amount of Securities (Profit participation rights under this Prospectus), previously exercised under the Options and subject to the condition that provided marketing services do not achieve expected results.

MSI MODELSCHOOL International holds 1,000,000 Securities (Profit participation rights under this Prospectus) as of the date of the approval of this Prospectus.

Bernhard Wurdinger owns 100% of capital and voting rights in BW Invest GmbH, Gredlerstr. 3/8, 1020 Vienna, business registry number: 575197d, which owns 25% of the Issuer's equity capital and its voting rights.

Christian Sommer owns 99% of capital and voting rights in Immobilien & Vermögen Anlage GmbH, Opernring 1/R/345, business registry number: 248312s, which owns 25% of the Issuer's equity capital and its voting rights.

Immobilien & Vermögen Anlage GmbH, Sebastian Arnezeder personally and Bernhard Wurdinger personally own each 35%, 32.5% and 32.5% of ARWU GmbH, Opernring 1/R/345, 1010 Vienna, business registry number 530035p, respectively.

ARWU GmbH holds 31,250 Securities (Profit participation rights under this Prospectus) as of the date of the approval of this Prospectus.

Bernhard Franz Koch owns 67% of capital and voting rights in Ops Consivia AG, Bundesstrasse 5, 6300 Zug, Switzerland, business registry number: CHE-446.847.256, which owns 25% of the Issuer's equity capital and its voting rights.



Armin Reiter owns 25% of capital and voting rights in Ops Consivia AG, Bundesstrasse 5, 6300 Zug, Switzerland, business registry number: CHE-446.847.256, which owns 25% of the Issuer's equity capital and its voting rights.

Ops Consivia AG holds 87,500 Securities (Profit participation rights under this Prospectus) as of the date of the approval of this Prospectus.



8. Financial statements and key performance indicators (KPIs)

The Issuer's financial year ends on 31.12. each year. The Issuer prepares its financial statements in accordance with Austrian generally accepted accounting principles (Austrian GAAP) as further specified in Austrian Commercial Code. No change of accounting framework has been undertaken since incorporation.

8.1. Current statements

The Issuer had no investments that would require consolidation of financial statements as of 31 December 2022, therefore only stand-alone statements are presented. The financial information presented below is actual (not pro-forma) and has been audited by Erich Wolf Wirtschaftsprüfungs GmbH, having its registered office at A-1020 Vienna, Ferdinandstrasse 4 receiving unqualified opinion. The audit did not concern information other than the below financial information.

Profit & Loss statement

<i>in EUR</i>	25.11.2022-31.12.2022
Net turnover (+)	EUR 0
Profit (+) or loss (-) after taxation	EUR -17.972,14

Balance sheet

Assets	Value as of 31.12.2022	Equity and liabilities	Value as of 31.12.2022
Cash at bank and in hand	EUR 58.877,78	Subscribed capital	EUR 80.000,00
Other current assets (other debtors)	EUR 3.507,58	Profit or loss for the financial year	EUR -17.972,14
Total current assets	EUR 62.385,36	Retained earnings	EUR 0
		Total Capital	EUR 62.027,86
Intangible assets	EUR 8.910,00		
Total fixed assets	EUR 8.910,00	Other provisions	EUR 8.750,00
		Total Provisions	EUR 8.750,00
		Other creditors	EUR 517,50
		Total Creditors	EUR 517,50
TOTAL ASSETS	EUR 71.295,36	TOTAL EQUITY AND LIABILITIES	EUR 71.295,36

Financial information is sourced from audited financial statements from 25 November 2022 to 31 December 2022 (incorporated by reference to this Prospectus).

8.2. Accounting policies and explanatory notes to the financial statements

Summary of significant accounting policies

The principal accounting policies applied in the presentation of these financial statements are set out below.

The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with Austrian GAAP requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are given effect in the period during which the estimate was revised and in the any future periods affected.

Foreign currency translation



Functional and presentation currency: Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The functional currency of the Company is the EURO.

Transactions and balances: Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss for the year.

Foreign exchange gains and losses are presented net in the income statement within finance costs and finance income respectively, unless they are capitalised.

Fixed assets

Commercial and residential real estate: Acquired real estate is shown at historical cost. Real estate acquired in a business combination is recognised at fair value at the acquisition date. It has a finite useful life and is subsequently carried at cost less accumulated depreciation. The Company uses straight-line depreciation for fixed assets with a limited useful life over the following periods:

- Commercial and residential real estate: 20-50 years

Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

Participation capital

Profit participation certificates are classified as participation capital when there is obligation to transfer cash or other assets under certain conditions as described in this prospectus. Incremental costs directly attributable to the issue of new participation capital are shown in equity as a deduction, net of tax, from the proceeds.

Current and deferred income tax

The tax expense for the year comprises of current tax. Tax is recognised in profit or loss.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the country where the company operate and generate taxable income.

Management periodically evaluated positions taken in the tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided for, using the liability method, on all temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes. Currently enacted tax rates are used to determine deferred tax. Deferred tax assets are recognised to the extent that is probable that future taxable income is available against which the temporary differences can be utilised.

Provisions

Provisions for legal claims are recognised when:



- The Company has a present legal or constructive obligation as a result of past events;
- It is probable that an outflow of resources will be required to settle the obligation; and
- The amount can be reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as finance cost.

Other expenses

Expenses include legal, accounting, auditing and other fees. They are recognised in profit or loss in the period in which they are incurred (on an accruals basis).

Interest income and expense

Interest income and expense are recognised within 'finance income' and 'finance costs' in profit or loss using the effective interest rate method, except for borrowing costs relating to qualifying assets, which are capitalised as part of the cost of that asset.

8.3. Auditor's report on financial statements contained in this section

Current financial statements (as presented above) have been audited in accordance with Directive 2006/43/EC ("Audit Directive") and Regulation (EU) 537/2014 ("Audit Regulation") by the qualified auditor and have been issued unqualified opinion and therefore in the auditor's opinion give a true and fair view in accordance with the applicable auditing standards. Auditor's report is incorporated by reference to this prospectus.

8.4. Issuer's KPIs

Issuer has not published financial and/or operational KPIs, and chose not to include such in this prospectus.

8.5. Significant change in the Issuer's financial position since the end of the last financial period

No significant changes in the Issuer's financial position since the end of the last financial period (audited financial statements as of 31 December 2022).

8.6. Dividend policy

Not applicable. The Issuer does not pursue a specific dividend policy. No dividends were paid out since the date of incorporation till the date of this Prospectus.

8.7. Pro forma financial information

Not applicable, the Issuer has not undertaken any transaction since incorporation till the date of this Prospectus that would represent a significant gross change to its assets, liabilities or earnings, and thus require production of pro forma financial statements.



9. Shareholder information

9.1. Major shareholders

The following persons own more than 5% of the Issuer's equity capital and its voting rights:

- **Arnezeder GmbH**, Mariahilferstr. 27/21, 1060 Vienna, business registry number: 475483s: **25% of equity capital and voting rights**
- **BW Invest GmbH**, Gredlerstr. 3/8, 1020 Vienna, business registry number: 575197d: **25% of equity capital and voting rights**
- **Immobilien & Vermögen Anlage GmbH**, Opernring 1/R/345, business registry number: 248312s: **25% of equity capital and voting rights**
- **Ops Consivia AG**, Bundesstrasse 5, 6300 Zug, Switzerland, business registry number: CHE-446.847.256: **25% of equity capital and voting rights**

All shares carry equal voting rights.

Amount of share capital: EUR 80,000

Number of shares issued and fully paid: 80,000 shares

Number of shares issued but not fully paid: None (0)

Nominal value per share: EUR 1.00

Total value of paid-in capital: EUR 80,000

Treasury shares (held by the Issuer or on behalf of the Issuer): None (0)

Outstanding convertible securities, exchangeable securities or securities with warrants: None (0)

Shares not representing capital: None (0)

The number, book value and face value of shares in the Issuer held by or on behalf of the Issuer itself or by subsidiaries of the Issuer: None (0). Neither the Issuer nor any third parties acting on behalf of the Issuer or its subsidiaries hold any shares in the Issuer.

The amount of any convertible securities, exchangeable securities or securities with warrants, with an indication of the conditions governing and the procedures for conversion, exchange or subscription: None (0). No such securities were issued by or on behalf of the Issuer.

Information about and terms of any acquisition rights and/or obligations over authorised but unissued capital or an undertaking to increase the capital:

Authorized but not issued share capital: as at the date of approval of this Prospectus, the Issuer has not granted to the Board of Directors an authorisation to increase the Issuer's capital by means of authorised capital.

Authorized but not issued Profit participation capital: Pursuant to the shareholders resolution adopted on 24 May 2023 at a general meeting of the shareholders of the Issuer, the Issuer may, on one or more occasion through private or public offerings, issue up to 100,000,000.00 Profit participation rights, ISIN: AT0000A34CX2, ticker: "ROC", denominated in tokenised form with a nominal value of EUR 0.01 each. (of which up to 10,000,000 are offered under this Prospectus) with characteristics, material rights and obligations as set forth in the Terms and Conditions of the Securities.

Information about any capital of any member of the group which is under option or agreed conditionally or unconditionally to be put under option and details of such options including those persons to whom such options relate: The Issuer has entered into a marketing services agreement with MSI MODELSCHOOL International GmbH, a limited liability company (Gesellschaft mit beschränkter Haftung), incorporated in, and operating under the laws of Germany, with registered address at Dag-Hammarskjöld-Straße 46, D-34119 Kassel, registered with the German Business Register



(*Unternehmensregister*) under the number HRB 18374, doing business commercially as ImpactRich. MSI MODELSCHOOL International is controlled by Sebastian Arnezeder, who is also a minority shareholder of the Issuer.

MSI MODELSCHOOL International has additionally entered into an option purchase agreement pertaining to Securities with the Issuer, where MSI MODELSCHOOL International has an option, but not an obligation, to buy up to 9,000,000 Securities (Profit participation rights under this Prospectus) or up to 10% of total amount of issued Securities (Profit participation rights under this Prospectus) (whichever is less), at their nominal value (EUR 0.01 per Security) from the Issuer. This option purchase agreement can be exercised at any time until and on 31 December 2028. This agreement includes a claw-back provision where Issuer has the right, but not obligation, to purchase from the MSI MODELSCHOOL International at strike price of EUR 0.01 per Security any amount of Securities (Profit participation rights under this Prospectus), previously exercised under the Options and subject to the condition that provided marketing services do not achieve expected results.

To the extent known to the Issuer, state whether the Issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused: As of the date of filing of this Prospectus the Issuer does not have a single shareholder that would control the majority of voting rights and/or capital. Other than the direct ownership as described in section 9.1. of this Prospectus, the Issuer is not aware of any indirect ownership and/or other controlling arrangements. Issuer ensures equal treatment of all shareholders who find themselves in an identical situation with regard to participation and exercise of voting rights at the general meeting, including the shareholder's right to be furnished with sufficient information to enable the shareholder to exercise rights flowing from its shares, and which is directed to all shareholders in shares of that class. The Company shall comply with relevant provisions of Austrian Federal Law on Public Limited Companies to ensure equal treatment of all shareholders who find themselves in an identical situation with regard to participation and exercise of voting rights at the general meeting.

Description of any arrangements, known to the Issuer, the operation of which may at a subsequent date result in or prevent a change in control of the Issuer: None known to the Issuer.

A brief description of any provision of the issuer's articles of association, statutes, charter or bylaws that would have an effect of delaying, deferring or preventing a change in control of the issuer: There are no such provisions contained in any constitutive document.

9.2. Legal and arbitration proceedings

No governmental, legal or arbitration proceedings occurred, are ongoing or are expected to occur (including any such proceedings which are pending or threatened of which the Issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the Issuer and/or Group's financial position or profitability.

9.3. Potential conflicts of interests

Potential conflicts of interests between any duties to the Issuer, and of the (i) members of the administrative, management and/or supervisory bodies, (ii) partners with unlimited liability, in the case of a limited partnership with a share capital, and (iii) any senior manager who is relevant to establishing that the Issuer has the appropriate expertise and experience for the management of the Issuer's business; and their private interests and or other duties: There are no conflicts of interests between any duties to the Issuer, of the (i) members of the administrative, management and/or supervisory bodies (Sebastian Arnezeder (CEO, member of the Board of Directors), Bernhard Wurdinger (COO, member of the Board of Directors)), (ii) partners with unlimited liability, in the case of a limited partnership with a share capital (n/a, the Issuer does not have partners with unlimited liability), and (iii) any senior manager who is relevant to establishing that the Issuer has the appropriate expertise and experience for the management of the Issuer's business (persons already mentioned under (i) of this paragraph), and their private interests.



9.4. Related party transactions

9.4.1. Nature and extent of any related party transactions which are, as a single transaction or in their entirety, material to the issuer

The Issuer has entered or will enter the following related party transactions with the direct and/or indirect members of the group on an arm's length principle:

The Issuer has entered into a marketing services agreement with MSI MODELSCHOOL International GmbH, a limited liability company (Gesellschaft mit beschränkter Haftung), incorporated in, and operating under the laws of Germany, with registered address at Dag-Hammarskjöld-Straße 46, D-34119 Kassel, registered with the German Business Register (*Unternehmensregister*) under the number HRB 18374, doing business commercially as ImpactRich. MSI MODELSCHOOL International is controlled by Sebastian Arnezeder, who is also a minority shareholder of the Issuer.

Services contracted include creation of the Website, preparation of content for advertising purposes, branding services, design, and influencer marketing services. As part of the remuneration for providing marketing services, MSI MODELSCHOOL International has additionally entered into an option purchase agreement pertaining to Securities with the Issuer, where MSI MODELSCHOOL International has an option, but not an obligation, to buy up to 9,000,000 (Profit participation rights under this Prospectus) Securities or up to 10% of total amount of issued Securities (Profit participation rights under this Prospectus) (whichever is less), at their nominal value (EUR 0.01 per Security) from the Issuer. This option purchase agreement can be exercised at any time until and on 31 December 2028. This agreement includes a claw-back provision where Issuer has the right, but not obligation, to purchase from the MSI MODELSCHOOL International at strike price of EUR 0.01 per Security any amount of Securities (Profit participation rights under this Prospectus), previously exercised under the Options and subject to the condition that provided marketing services do not achieve expected results.

MSI MODELSCHOOL International holds 1,000,000 Securities (Profit participation rights under this Prospectus) as of the date of the approval of this Prospectus.

9.4.2. Amount or the percentage to which related party transactions form part of the turnover of the issuer.

Total purchase price of the option contract described in section 9.4.1. of this Prospectus: 0 EUR.

Total purchase price of the Securities described in section 9.4.1. of this Prospectus: 10,000 EUR.

9.5. Material contracts

The Issuer has entered or will enter the following material contracts with the direct and/or indirect members of the group on an arm's length principle:

The Issuer has entered into a marketing services agreement with MSI MODELSCHOOL International GmbH, a limited liability company (Gesellschaft mit beschränkter Haftung), incorporated in, and operating under the laws of Germany, with registered address at Dag-Hammarskjöld-Straße 46, D-34119 Kassel, registered with the German Business Register (*Unternehmensregister*) under the number HRB 18374, doing business commercially as ImpactRich. MSI MODELSCHOOL International is controlled by Sebastian Arnezeder, who is also a minority shareholder of the Issuer.

Services contracted include creation of the Website, preparation of content for advertising purposes, branding services, design, and influencer marketing services. As part of the remuneration for providing marketing services, MSI MODELSCHOOL International has additionally entered into an option purchase agreement pertaining to Securities with the Issuer, where MSI MODELSCHOOL International has an option, but not an obligation, to buy up to 9,000,000 Securities (Profit participation rights under this Prospectus) or up to 10% of total amount of issued Securities (Profit participation rights under this Prospectus) (whichever is less), at their nominal value (EUR 0.01 per Security) from the Issuer. This option purchase agreement can be exercised at any time until and on 31 December 2028. This agreement includes a claw-back provision where Issuer has the right, but not obligation, to purchase from the MSI



MODELSCHOOL International at strike price of EUR 0.01 per Security any amount of Securities (Profit participation rights under this Prospectus), previously exercised under the Options and subject to the condition that provided marketing services do not achieve expected results.

MSI MODELSCHOOL International holds 1,000,000 Securities (Profit participation rights under this Prospectus) as of the date of the approval of this Prospectus.

For the avoidance of doubt, MSI MODELSCHOOL International is not an offeror of Securities to the public in accordance with Article 2 (i) of Prospectus Regulation.



10. Additional documents available

For the term of the validity of this Prospectus the following documents are accessible and available to be inspected on dedicated section of the Website:

- the up-to-date Articles of association of the Issuer,
- all reports, letters, and other documents, valuations and statements prepared by any expert at the Issuer's request any part of which is included or referred to in the Prospectus, namely the Issuer's audited financial statements with auditor's report.

Indication of the Website on which the documents may be inspected:

Document	URL	Pages referenced
Articles of associations	https://rocksolidestate.com/wp-content/uploads/2024/04/20240312_Satzung_Rocksolid.pdf	All pages
Audited financial statements with auditor's report	https://rocksolidestate.com/wp-content/uploads/2023/09/230913_-Rocksolid-Jahresabschluss-2022_Audited-Balance-Sheet.pdf	All pages



11. Consent for the use of this prospectus

The Issuer does not consent to the use of this prospectus by any financial intermediary.

The Issuer assumes no responsibility with respect to any subsequent resale or final placement of Securities.



Annex I: Terms and Conditions of the Securities

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Rocksolid Estate AG

(a stock corporation pursuant to Austrian law
having its corporate seat in Vienna, Austria)

EUR 1 Million Nominal Value ROC Profit Participation Rights (ISIN: AT0000A34CX2)

§ 1. General

- (1) *Issuer, Issuing.* Rocksolid Estate AG, FN 593266a, Opernring 1/R/345, 1010 Vienna, Austria (the "**Issuer**"), pursuant to shareholder resolution dated 24 May 2023, issues ROC profit participation rights (*Genussrechte*) pursuant to these terms and conditions (the "**Participation Rights**") in a total nominal amount of up to EUR 1 000 000.
- (2) *Denomination.* The Participation Rights are denominated in EUR and are divided into up to 100 000 000 single pieces with a nominal value of EUR 0.01 each.
- (3) *Tokenization.* The Participation Rights are represented by ROC tokens on the eCredits blockchain (the "**Tokens**"). Any person holding a Token is referred to as a "**Tokenholder**". All rights in connection with the Participation Rights are linked to the possession of the Token. The Tokens are managed according to the ERC-1400 token standard under the following contract address:

0xae33C49279cf0848dde5f92A2784a0aBA9395FA0
- (4) *Issuance.* Subscribers are entitled to receive one Token for each Participation Right subscribed.
- (5) *Participation Capital.* The total nominal value of all Participation Rights issued and outstanding is referred to as the "**Participation Capital**". The Issuer shall record the Participation Capital in a dedicated balance sheet account (the "**Capital Account**").
- (6) *Restrictions on Transferability.* The Participation Rights may be assigned only to third parties who have successfully completed a whitelisting process

§ 1. Allgemeines

- (1) *Emittentin, Angebot.* Die Rocksolid Estate AG, FN 593266a, Opernring 1/R/345, 1010 Wien, Österreich (die "**Emittentin**"), emittiert gemäß Gesellschafterbeschluss vom 24. Mai 2023 ROC-Genussrechte nach Maßgabe dieser Bedingungen (die "**Genussrechte**") im Gesamtnennbetrag von bis zu EUR 1 000 000.
- (2) *Stückelung.* Die Genussrechte lauten auf EUR und sind bis zu 100 000 000 Einzelstücke mit einem Nennwert von je 0,01 EUR aufgeteilt.
- (3) *Tokenisierung.* Die Genussrechte werden durch ROC-Token auf der eCredits-Blockchain (die "**Token**") repräsentiert. Jede Person, die einen Token besitzt, wird als "**Tokeninhaber**" bezeichnet. Alle Rechte im Zusammenhang mit den Genussrechten sind an den Besitz des Tokens gebunden. Die Tokens werden nach dem ERC-1400 Token-Standard unter der folgenden Smart-Contract-Adresse verwaltet:

0xae33C49279cf0848dde5f92A2784a0aBA9395FA0
- (4) *Emission.* Die Zeichner sind berechtigt, für jedes gezeichnete Genussrecht einen Token zu erhalten.
- (5) *Genussrechtskapital.* Der Gesamtnennwert aller ausgegebenen und ausstehenden Genussrechte wird als "**Genussrechtskapital**" bezeichnet. Die Emittentin verbucht das Genussrechtskapital auf einem speziellen Bilanzkonto (das "**Kapitalkonto**").
- (6) *Beschränkung der Übertragbarkeit.* Die Genussrechte können nur an Dritte übertragen werden, die ein für die Emittentin zufriedenstellendes Whitelisting

satisfactory to the Issuer ("**Whitelisting**"). Assignment may be carried out by transferring the Token to a whitelisted address on the eCredits blockchain. The Issuer will deem an assignment as effective once the transfer has been confirmed by 12 blocks after the block that records the transfer.

- (7) *Qualified Subordination.* The Participation Rights constitute subordinated obligations of the Issuer ranking subordinated to all other existing and future unsubordinated obligations, except as otherwise provided by mandatory provisions of law. Tokenholders are not entitled to any payments if such payment would result in the insolvency of the Issuer. In the event of insolvency proceedings on the assets of the Issuer, the claims arising pursuant to the Participation Rights will only be taken into account after all non-subordinated creditors have been fully satisfied. Pursuant to § 67 para (3) of the Austrian Insolvency Act, the claims of Tokenholders are only satisfied after the elimination of a negative equity (§ 225 para (1) of the Austrian Commercial Code) or in the case of liquidation after satisfaction of all creditors. The Tokenholder states that because of these claims under the Participation Rights, no insolvency proceedings need be opened.
- (8) *Duration.* The Participation Rights do not have a maturity date and can be terminated as provided for under § 6.
- (9) *Limitation.* Claims related to Monthly Payouts pursuant to § 3 expire after three years from the respective due date. Claims related to repayment in the event of termination pursuant to § 6 expire after thirty years from the respective due date.

§ 2. Subscription

- (1) *Subscription.* A person interested in subscribing to the Participation Rights is referred to as a "**Subscriber**". The subscription price per Participation Right is the price indicated on the subscription form before making a subscription (the "**Subscription Price**"). The Subscription Price multiplied by the number of Participation Rights subscribed by a Subscriber is referred to as the "**Subscription Amount**". The Issuer shall record the total Subscription Amount minus the Participation Capital of all Participation Rights issued and outstanding in a dedicated balance sheet account (the "**Capital Reserve Account**"). The

ting-Verfahren ("**Whitelisting**") erfolgreich abgeschlossen haben. Die Abtretung erfolgt durch Übertragung des Tokens an eine gewhitelistete Adresse auf der eCredits-Blockchain. Eine Übertragung gilt als wirksam, wenn die Transaktion durch 12 Blöcke nach dem Block, der die Übertragung aufzeichnet, bestätigt wurde.

- (7) *Qualifizierte Nachrangigkeit.* Die Genussrechte stellen nachrangige Verbindlichkeiten der Emittentin dar, die im Rang hinter allen anderen bestehenden und zukünftigen nicht nachrangigen Verbindlichkeiten zurücktreten, soweit nicht zwingende gesetzliche Vorschriften etwas anderes vorsehen. Die Tokeninhaber haben keinen Anspruch auf Zahlungen, wenn eine solche Zahlung zur Insolvenz der Emittentin führen würde. Im Falle eines Insolvenzverfahrens über das Vermögen der Emittentin werden die Ansprüche aus den Genussrechten erst nach vollständiger Befriedigung aller nicht nachrangigen Gläubiger berücksichtigt. Gemäß § 67 Abs (3) IO werden die Forderungen der Tokeninhaber erst nach Beseitigung eines negativen Eigenkapitals (§ 225 Abs (1) UGB) oder im Falle der Liquidation nach Befriedigung aller Gläubiger befriedigt. Der Tokeninhaber erklärt, dass aufgrund dieser Ansprüche aus den Genussrechte kein Insolvenzverfahren eröffnet werden muss.
- (8) *Laufzeit.* Die Genussrechte haben keine Laufzeit und können gemäß § 6 gekündigt werden.
- (9) *Verjährung.* Ansprüche auf monatliche Auszahlungen gemäß § 3 verjähren nach drei Jahren ab dem jeweiligen Fälligkeitstag. Ansprüche auf Rückzahlung im Falle der Kündigung gemäß § 6 verjähren nach dreißig Jahren ab dem jeweiligen Fälligkeitszeitpunkt.

§ 2. Zeichnung

- (1) *Zeichnung.* Eine Person, die an der Zeichnung der Genussrechte interessiert ist, wird als "**Zeichner**" bezeichnet. Der Zeichnungspreis pro Genussrecht ist der auf dem Zeichnungsschein vor der Zeichnung angegebene Preis (der "**Zeichnungspreis**"). Der Zeichnungspreis, multipliziert mit der Anzahl der von einem Zeichner gezeichneten Genussrechte, wird als "**Zeichnungsbetrag**" bezeichnet. Die Emittentin verbucht den gesamten Zeichnungsbetrag abzüglich des Genussrechtskapital aller ausgegebenen und ausstehenden Genussrechte auf einem speziellen Bi-

Participation Rights cannot be subscribed in fractions.

- (2) *Subscription Currency.* The Participation Rights may be subscribed in EUR only. The Issuer reserves the right to accept another payment method in individual cases.
- (3) *Subscription Agent.* The Issuer may appoint a third party to manage subscriptions to the Participation Rights (the "**Subscription Agent**").
- (4) *Subscription Process.* To validly subscribe to the Participation Rights,
 - (a) the Subscriber shall provide to the Issuer or the Subscription Agent a duly completed subscription form and any required KYC/AML information;
 - (b) the Subscriber shall make a legally binding offer to subscribe to the Participation Rights by paying the Subscription Amount to the Issuer or the Subscription Agent (the "**Offer**");
 - (c) the Issuer may accept the Offer by transferring the Tokens to the address provided by the Subscriber. The date of such transfer is referred to as the "**Value Date**".

Subscriptions will be effective only upon the Issuer's acceptance of the Subscription. The Issuer reserves the right to reject any Subscription in whole or in part.

§ 3. Monthly Payout

- (1) *Monthly Payout.* Subject to the conditions precedent in § 3 (2), starting on the calendar month following the Value Date, for each Token held Tokenholders shall receive on a monthly basis the greater of:
 - (a) EUR 0.020 p.a. per Token (the "**Minimum Payout**"); or
 - (b) the Profit Share (as defined in § 4 (11));(the "**Monthly Payout**").
- (2) *Conditions Precedent.* A Monthly Payout in accordance with § 3 (1) (a) is subject to the condition that

lanzkonto (das "**Kapitalrücklagenkonto**"). Die Genussrechte können nicht in Bruchteilen gezeichnet werden.

- (2) *Zeichnungswährung.* Die Genussrechte können nur in EUR gezeichnet werden. Die Emittentin behält sich das Recht vor, im Einzelfall eine andere Zahlungsmethode zu akzeptieren.
- (3) *Zeichnungsstelle.* Die Emittentin kann einen Dritten mit der Verwaltung der Zeichnungen der Genussrechte beauftragen (die "**Zeichnungsstelle**").
- (4) *Zeichnungsprozess.* Um die Genussrechte gültig zu zeichnen,
 - (a) hat der Zeichner der Emittentin oder der Zeichnungsstelle ein ordnungsgemäß ausgefülltes Zeichnungsformular und alle erforderlichen KYC/AML-Informationen vorzulegen;
 - (b) stellt der Zeichner ein rechtsverbindliches Angebot zur Zeichnung der Genussrechte durch Zahlung des Zeichnungsbeitrages an die Emittentin oder die Zeichnungsstelle (das "**Angebot**");
 - (c) kann die Emittentin das Angebot durch Übertragung der Token an die vom Zeichner angegebene Adresse annehmen. Das Datum einer solchen Übertragung wird als "**Valutatag**" bezeichnet.

Zeichnungen werden erst mit der Annahme der Zeichnung durch die Emittentin wirksam. Die Emittentin behält sich das Recht vor, jede Zeichnung ganz oder teilweise abzulehnen.

§ 3. Monatliche Auszahlung

- (1) *Monatliche Auszahlung.* Vorbehaltlich der aufschiebenden Bedingungen in § 3 (2) erhalten Tokeninhaber ab dem Kalendermonat, der auf den Valutatag folgt, für jeden gehaltenen Token entweder:
 - (a) EUR 0,020 p.a. pro Token (die "**Mindestzahlung**"); oder
 - (b) den Gewinnanteil (wie in § 4 (11) definiert);(die "**monatliche Auszahlung**").
- (2) *Aufschiebende Bedingung.* Eine monatliche Auszahlung gemäß § 3 (1) (a) ist an die Bedingung geknüpft,

the balance of the Capital Reserve Account is positive and that the Monthly Payout will not cause such balance to become negative. A Monthly Payout in accordance with § 3 (1) (b) is subject to the condition that the balance of the Profit Participation Account is positive.

dass der Saldo des Kapitalrücklagenkontos positiv ist und dass die monatliche Auszahlung nicht dazu führt, dass dieser Saldo negativ wird. Eine monatliche Auszahlung gemäß § 3 (1) (b) ist an die Bedingung geknüpft, dass der Saldo des Genussrechtskontos positiv ist.

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| <p>(3) <i>Paying Agent.</i> The Issuer may appoint a third party to manage payments of the Monthly Payout (the "Paying Agent").</p> <p>(4) <i>Cut-off Date:</i> The cut-off date shall be the 15th day of each calendar month at 12:00 UTC (the "Cut-off Date"). On the Cut-off Date, the Issuer shall capture the registry data of Tokenholders and use such data to determine the eligible Tokenholders and to calculate their proportion of participation in the individual Monthly Payout.</p> <p>(5) <i>Payout Date.</i> The Issuer shall pay, or cause the Paying Agent to pay, the Monthly Payout until the 20th calendar day of each calendar month (the "Payout Date").</p> <p>(6) <i>Payout Currency.</i> The Issuer may make a Monthly Payout in eCredits or any liquid digital asset in the sole discretion of the Issuer (the "Payout Currency").</p> <p>(7) <i>Exchange Rate.</i> Conversion of the Monthly Payout to the Payout Currency shall be calculated on the Cut-off Date according to the applicable exchange rate published at https://www.coinmarketcap.com/currencies/ecredits/markets as provided by Blocktrade. If this provider discontinues its service, the Issuer shall determine another source with comparable relevance and accuracy.</p> <p>(8) <i>Discharge of Liability.</i> Monthly Payouts shall be made by the Issuer with liability-discharging effect by transferring the Monthly Payout (as converted into the Payout Currency) to the public address where the Token is held at the time of transfer.</p> | <p>(3) <i>Zahlstelle.</i> Die Emittentin kann einen Dritten mit der Verwaltung der Zahlungen der monatlichen Auszahlung beauftragen (die "Zahlstelle").</p> <p>(4) <i>Stichtag:</i> Der Stichtag ist der 15. Tag eines jeden Kalendermonats um 12:00 Uhr UTC (der "Stichtag"). Am Stichtag erfasst die Emittentin die Registerdaten der Tokeninhaber und verwendet diese Daten, um die berechtigten Tokeninhaber zu ermitteln und deren Anteil an der jeweiligen monatlichen Auszahlung zu berechnen.</p> <p>(5) <i>Auszahlungstag.</i> Die Emittentin zahlt die monatliche Auszahlung bis spätestens zum 20. Kalendertag eines jeden Kalendermonats (der "Auszahlungstag") oder veranlasst die Zahlung durch die Zahlstelle.</p> <p>(6) <i>Auszahlungswährung.</i> Der Emittentin kann eine monatliche Auszahlung in eCredits oder einem anderen liquiden digitalen Vermögenswert im alleinigen Ermessen der Emittentin vornehmen (die "Auszahlungswährung").</p> <p>(7) <i>Wechselkurs.</i> Die Umrechnung der monatlichen Auszahlung in die Auszahlungswährung wird am Stichtag nach dem von Blocktrade zur Verfügung gestellten und auf https://www.coinmarketcap.com/currencies/ecredits/markets veröffentlichten Wechselkurs berechnet. Falls dieser Anbieter seinen Dienst einstellt, wird die Emittentin eine andere Quelle mit vergleichbarer Relevanz und Genauigkeit bestimmen.</p> <p>(8) <i>Schuldbefreiende Wirkung.</i> Monatliche Auszahlungen werden von der Emittentin mit schuldbefreiender Wirkung durch Übertragung der monatlichen Auszahlung (umgerechnet in die Auszahlungswährung) an die öffentliche Adresse vorgenommen, an der der Token zu diesem Zeitpunkt gehalten wird.</p> |
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§ 4. Profit Participation

§ 4. Genussrechtsbeteiligung

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| <p>(1) <i>Scope.</i> Tokenholders participate by means of the law of obligations (<i>schuldrechtlich</i>) in 80 % of</p> <p style="margin-left: 40px;">(a) the profit and loss of the Issuer (the "Result"); and</p> | <p>(1) <i>Umfang.</i> Tokeninhaber sind schuldrechtlich in Höhe von 80 % beteiligt an:</p> <p style="margin-left: 40px;">(a) Gewinn und Verlust der Emittentin (das "Ergebnis"); und</p> |
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(b) in the event of a liquidation of the Issuer, the liquidation proceeds, the hidden reserves and the goodwill of the Issuer (the "**Liquidation Profit**");

(the "**Profit Participation**").

(2) *Financial Statements.* The Issuer shall publish its annual financial statements by 30 April of the following calendar year (the "**Financial Statements**"). The Financial Statements shall be prepared in accordance with national regulations.

(3) *Calculation of the Profit Participation.* The Issuer shall calculate and publish the Profit Participation together with the Financial Statements.

(4) *Profit Participation Account.* The Issuer shall record the Profit Participation in a dedicated balance sheet account (the "**Profit Participation Account**"). The Profit Participation Account can become negative. The balance of the Profit Participation Account as at the publication of the Financial Statements shall be used to calculate the Profit Share as provided in § 4 (11) (the "**Profit Participation Account Balance**").

(5) *Reduction of Account Balances.* A distribution of the Monthly Payout in accordance with § 3 (1) (b) shall cause a corresponding reduction of the balance of the Profit Participation Account. A distribution of the Monthly Payout in accordance with § 3 (1) (a) shall cause a corresponding reduction in the Capital Reserve Account after a prior reduction in the Profit Participation Account, insofar as the latter is positive and at the same time the conditions for the payment of the Monthly Payout in accordance with § 3 (1) (b) are not fulfilled.

(6) *Formula.* The Issuer shall calculate the Profit Participation according to the following formula:

$$PP = [0.8 R | 0.8 L] \times \left(\frac{PC}{PC + APC} \right)$$

(b) im Falle einer Liquidation der Emittentin am Liquidationserlös, den stillen Reserven und dem Unternehmenswert der Emittentin (der "**Liquidationsgewinn**");

(die "**Genussrechtsbeteiligung**").

(2) *Jahresabschlüsse.* Die Emittentin veröffentlicht ihre Jahresabschlüsse bis zum 30. April des folgenden Kalenderjahres (die "**Abschlüsse**"). Der Jahresabschluss wird im Einklang mit den nationalen Vorschriften erstellt.

(3) *Berechnung der Genussrechtsbeteiligung.* Die Emittentin berechnet und veröffentlicht die Genussrechtsbeteiligung zusammen mit den Jahresabschlüssen.

(4) *Konto für die Genussrechtsbeteiligung.* Die Emittentin weist die Genussrechtsbeteiligung auf einem eigenen Bilanzkonto (das "**Genussrechtskonto**") aus. Das Genussrechtskonto kann negativ werden. Der Saldo des Genussrechtskontos zum Zeitpunkt der Veröffentlichung des Jahresabschlusses wird für die Berechnung des Genussrechtsanteils gemäß § 4 (11) herangezogen (der "**Saldo des Genussrechtskontos**").

(5) *Verringerung der Kontosalden.* Eine Ausschüttung der monatlichen Ausschüttung gemäß § 3 (1) (b) führt zu einer entsprechenden Verringerung des Saldos des Genussrechtskontos. Eine Ausschüttung der monatlichen Ausschüttung gemäß § 3 (1) (a) führt zu einer entsprechenden Verminderung des Kapitalrücklagenkontos nach vorheriger Rückführung des Genussrechtskontos, sofern dieses positiv ist und gleichzeitig die Voraussetzungen für die Auszahlung der monatlichen Ausschüttung gemäß § 3 (1) (b) nicht erfüllt sind.

(6) *Formel.* Die Emittentin berechnet die Genussrechtsbeteiligung nach der folgenden Formel:

$$GB = [0.8 E | 0.8 L] \times \left(\frac{GK}{GK + ZGK} \right)$$

Where:

- PP** = Profit Participation
- R** = Result
- L** = Liquidation Profit
- PC** = Participation Capital
- APC** = Additional Participation Capital

Wo:

- GB** = Genusrechtsbeteiligung
- E** = Ergebnis
- L** = Liquidationsgewinn
- GK** = Genusrechtskapital
- ZGK** = Zusätzliches Genusrechtskapital

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| <p>(7) <i>Calculation of the Result.</i> The Result shall equal the balance sheet profit or loss (<i>Bilanzgewinn / Bilanzverlust</i>) shown in the Financial Statements for the applicable calendar year.</p> <p>(8) <i>Calculation of the Liquidation Profit.</i> The Liquidation Profit shall equal the liquidation profit (<i>Liquidationsgewinn</i>) calculated pursuant to § 154 of the Austrian Corporate Code.</p> <p>(9) <i>Calculation of the Participation Capital.</i> The Participation Capital shall equal the balance of the Capital Account as at 31 December of the applicable calendar year.</p> <p>(10) <i>Calculation of the Additional Participation Capital.</i> The Additional Participation Capital shall equal the total nominal value of additional participation rights or certificates issued by the Issuer as provided in § 5 (1).</p> <p>(11) <i>Calculation of the Profit Share.</i> The pro rata share of the Profit Participation Account for each Token shall be calculated on each Cut-off Date by</p> <ul style="list-style-type: none">(a) dividing the Profit Participation Account Balance by twelve; and(b) dividing the result by the total number of Tokens issued and outstanding. <p>(the "Profit Share").</p> | <p>(7) <i>Berechnung des Ergebnisses.</i> Das Ergebnis entspricht dem im Jahresabschluss für das betreffende Kalenderjahr ausgewiesenen Bilanzgewinn bzw. Bilanzverlust.</p> <p>(8) <i>Berechnung des Liquidationsgewinns.</i> Der Liquidationsgewinn entspricht dem gemäß § 154 des österreichischen Unternehmensgesetzbuches ermittelten Liquidationsgewinn.</p> <p>(9) <i>Berechnung des Genusrechtskapitals.</i> Das Genusrechtskapital entspricht dem Saldo des Kapitalkontos zum 31. Dezember des jeweiligen Kalenderjahres.</p> <p>(10) <i>Berechnung des zusätzlichen Genusrechtskapitals.</i> Das zusätzliche Genusrechtskapital entspricht dem Gesamtnennbetrag der von der Emittentin gemäß § 5 (1) begebenen zusätzlichen Genussrechte oder Genussscheine.</p> <p>(11) <i>Berechnung des Gewinnanteils.</i> Der anteilige Anteil des Genusrechtskontos für einen einzelnen Token wird an jedem Stichtag wie folgt berechnet</p> <ul style="list-style-type: none">(a) Teilung des Saldos des Genusrechtskontos durch zwölf; und(b) Division des Ergebnisses durch die Gesamtzahl der ausgegebenen und im Umlauf befindlichen Token. <p>(der "Gewinnanteil").</p> |
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§ 5. Capital Measures, No Dilution Protection

- (1) *Additional Participation Capital.* In addition to issuing additional participation rights which do not form a single series with these Participation Rights, the Issuer may, at any time and without consent of the Tokenholders, issue additional participation rights having the same characteristics (with the exception of the issue date or the issue price) in a way to form a series with these Participation Rights. There is no protection against dilution with regard to the issuance of additional participation rights (the "**Additional Participation Capital**").

§ 5. Kapitalmaßnahmen, Kein Verwässerungsschutz

- (1) *Zusätzliches Genusrechtskapital.* Neben der Ausgabe von zusätzlichen Genussrechten, die keine einheitliche Serie mit diesen Genussrechten bilden, kann die Emittentin jederzeit und ohne Zustimmung der Genussrechtsinhaber weitere Genussrechte mit gleichen Merkmalen (mit Ausnahme des Ausgabebetages oder des Ausgabepreises) so ausgeben, dass sie eine Serie mit diesen Genussrechten bilden. Ein Verwässerungsschutz im Hinblick auf die Ausgabe weiterer Genussrechte (das "**Zusätzliche Genusrechtskapital**") besteht nicht.

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| <p>(2) <i>Repurchase on the Market.</i> The Issuer may purchase any number of Participation Rights on the market or otherwise at any marketable price. The Issuer may hold such Participation Rights, resell them at a later point in time, or canceled them at will. There is no dilution protection with regard to the repurchase of Participation Rights.</p> | <p>(2) <i>Rückkauf am Markt.</i> Die Emittentin kann eine beliebige Anzahl von Genussrechten am Markt oder anderweitig zu jedem marktfähigen Preis erwerben. Die Emittentin kann diese Genussrechte halten, zu einem späteren Zeitpunkt weiterverkaufen oder nach Belieben kündigen. Ein Verwässerungsschutz im Hinblick auf den Rückkauf von Genussrechten besteht nicht.</p> |
| <p>(3) <i>Capital Structure.</i> The Issuer may take actions resulting in a change of its capital structure, in particular with respect to capital increases or decrease, changes of its legal form or the admission of new shareholders. There is no dilution protection with regard to any such corporate measures that lead to a change in the capital structure of the Issuer.</p> | <p>(3) <i>Kapitalstruktur.</i> Die Emittentin kann Maßnahmen ergreifen, die zu einer Änderung ihrer Kapitalstruktur führen, insbesondere im Hinblick auf Kapitalerhöhungen oder -herabsetzungen, Änderungen ihrer Rechtsform oder die Aufnahme neuer Aktionäre. Für solche gesellschaftsrechtlichen Maßnahmen, die zu einer Veränderung der Kapitalstruktur der Emittentin führen, besteht kein Verwässerungsschutz.</p> |

§ 6. Termination

- (1) *Minimum Term.* The Issuer and the Tokenholders waive their ordinary termination rights for a period of ten years starting on the Value Date.
- (2) *Ordinary Termination.* Subject to the conditions provided in § 6 (3) and § 6 (6) and subject to a notice period of three months, the Issuer or the Tokenholder may terminate the Participation Rights as at 31 December of each calendar year.
- (3) *Termination by the Tokenholder.* The Tokenholder may terminate only those Participation Rights held by the Tokenholder at the time notice is provided, and provided that a Liquid Secondary Market does not exist at the time of termination. In the event of termination by the Tokenholder, the Tokenholder shall receive their pro rata share of the Balance Sheet Value. If the Balance Sheet Value is negative, no payment obligation shall arise.

"**Liquid Secondary Market**" means that the Tokens are listed for trading on at least one exchange and have an aggregate 30-day average trading volume of at least 0.25 % of the Participation Capital.

"**Balance Sheet Value**" means the sum of the Capital Account and the Profit Participation Account. The Balance Sheet Value can be negative.

§ 6. Beendigung

- (1) *Mindestlaufzeit.* Die Emittentin und die Tokeninhaber verzichten für einen Zeitraum von zehn Jahren ab dem Valutatag auf ihr ordentliches Kündigungsrecht.
- (2) *Ordentliche Kündigung.* Die Emittentin oder der Genussrechtsinhaber können die Genussrechte unter den in § 6 (3) und § 6 (6) genannten Voraussetzungen mit einer Frist von drei Monaten zum 31. Dezember eines jeden Kalenderjahres kündigen.
- (3) *Kündigung durch den Tokeninhaber.* Der Tokeninhaber kann nur die Genussrechte kündigen, die der Tokeninhaber zum Zeitpunkt der Kündigung hält, vorausgesetzt, dass zum Zeitpunkt der Kündigung kein liquider Sekundärmarkt besteht. Im Falle der Kündigung durch den Tokeninhaber erhält der Tokeninhaber seinen anteiligen Anteil am Bilanzwert. Ist der Bilanzwert negativ, entsteht keine Zahlungsverpflichtung.

"**Liquider Sekundärmarkt**" bedeutet, dass die Token an mindestens einer Börse zum Handel zugelassen sind und ein durchschnittliches 30-Tage-Handelsvolumen von mindestens 0,25 % des Genussrechtskapitals aufweisen.

Der "**Bilanzwert**" ist die Summe aus Kapitalkonto und Genussrechtskonto. Der Bilanzwert kann negativ sein.

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| <p>(4) <i>Return of Tokens.</i> In the event of termination by the Tokenholder, the Tokenholder shall transfer the terminated Tokens to the following address on the eCredits blockchain (the "Return Address"):

0xb5CdB0487EC623F31b7bDC34e2a499CDF177E3C8</p> | <p>(4) <i>Rückgabe von Token.</i> Im Falle einer Kündigung durch den Tokeninhaber überträgt der Tokeninhaber seine Token an die folgende Adresse auf der eCredits-Blockchain (die "Rückgabeadresse"):

0xb5CdB0487EC623F31b7bDC34e2a499CDF177E3C8</p> |
| <p>(5) <i>Payment of the Balance Sheet Value.</i> The Issuer shall pay the pro rata share of the Balance Sheet Value within 14 calendar days after termination by the Tokenholder, subject to the return of Tokens in accordance with § 6 (4).</p> | <p>(5) <i>Auszahlung des Bilanzwertes.</i> Die Emittentin zahlt den anteiligen Bilanzwert innerhalb von 14 Kalendertagen nach Kündigung durch den Tokeninhaber, vorbehaltlich der Rückgabe von Token gemäß § 6 (4).</p> |
| <p>(6) <i>Termination by the Issuer.</i> The Issuer may terminate the Participation Rights in whole but not in part. In the event of termination by the Issuer, the Tokenholders shall receive, on a pro rata basis, the greater of</p> <p style="margin-left: 40px;">(a) the Enterprise Value; or</p> <p style="margin-left: 40px;">(b) the Balance Sheet Value.</p> <p>"Enterprise Value" means the enterprise value of the Issuer as calculated pursuant to § 6 (7).</p> | <p>(6) <i>Kündigung durch die Emittentin.</i> Die Emittentin kann die Genussrechte ganz, aber nicht teilweise kündigen. Im Falle einer Kündigung durch die Emittentin erhalten die Tokeninhaber anteilig den höheren der folgenden Beträge</p> <p style="margin-left: 40px;">(a) den Unternehmenswert; oder</p> <p style="margin-left: 40px;">(b) den Bilanzwert.</p> <p>"Unternehmenswert" bezeichnet den gemäß § 6 (7) errechneten Unternehmenswert der Emittentin.</p> |
| <p>(7) <i>Calculation of the Enterprise Value.</i> The Enterprise Value shall be calculated by an internationally reputable auditor commissioned by the Issuer at its own discretion and expertise on the basis of an expert report prepared pursuant to the professional guidelines provided in KFS/BW 1 of the Austrian Chamber of Public Accountants (<i>Kammer der Wirtschaftstreuhänder</i>). The Tokenholders' pro rata share of the Enterprise Value shall be determined <i>mutatis mutandis</i> in accordance with the formula provided in § 4 (6) (with the Result substituted for the Enterprise Value).</p> | <p>(7) <i>Berechnung des Unternehmenswerts.</i> Die Berechnung des Unternehmenswertes erfolgt durch einen von der Emittentin nach eigenem Ermessen und Erfahrung beauftragten international anerkannten Wirtschaftsprüfer auf Basis eines nach den berufsständischen Richtlinien der Kammer der Wirtschaftstreuhänder (KFS/BW 1) erstellten Gutachtens. Die anteilige Beteiligung der Tokeninhaber am Unternehmenswert ist sinngemäß nach der in § 4 (6) vorgesehenen Formel zu ermitteln (wobei an die Stelle des Unternehmenswertes das Ergebnis tritt).</p> |
| <p>(8) <i>Payment of the Enterprise Value.</i> The Issuer shall pay the pro rata share of the Enterprise Value within 14 calendar days after the calculation of the Enterprise Value in accordance with § 6 (7).</p> | <p>(8) <i>Auszahlung des Unternehmenswerts.</i> Die Emittentin zahlt den anteiligen Unternehmenswert innerhalb von 14 Kalendertagen nach der Berechnung des Unternehmenswertes gemäß § 6 (7).</p> |

§ 7. Costs and Taxes

All costs associated with distributions and all taxes and other charges shall be borne and shall be payable by the Tokenholders. Insofar as the Issuer is legally obligated to deduct or withhold taxes, fees and other charges, only the remaining amount will be distributed to the Tokenholders. In particular, the Issuer may be obligated to withhold capital gains tax at the expense of the Tokenholders and to transfer it to the competent tax authorities.

§ 7. Kosten und Steuern

Alle mit den Ausschüttungen verbundenen Kosten sowie alle Steuern und sonstigen Abgaben werden von den Tokeninhaber getragen und sind von diesen zu zahlen. Soweit die Emittentin gesetzlich verpflichtet ist, Steuern, Gebühren und sonstige Abgaben abzuziehen oder einzubehalten, wird nur der verbleibende Betrag an die Tokeninhaber ausgeschüttet. Insbesondere kann die Emittentin verpflichtet sein, Kapitalertragssteuer zu Lasten der Token-Inhaber einzubehalten und an die zuständigen Finanzbehörden abzuführen.

§ 8. Publications, Notifications

All notices and publications concerning the Participation Rights shall be published on the website of the Issuer under <https://www.rocksolidestate.com/investorrelations>. Any such notice shall be deemed received by the Tokenholders on the third day following the day of their publication. An individual notification of Tokenholders is not required.

§ 9. Miscellaneous

- (1) *Board of Balance Sheet Equity Holders.* The Issuer acknowledges that Tokenholders are Balance Sheet Equity Holders as defined under the articles of association of the Issuer.
- (2) *Governing Law.* These Participation Rights shall be governed by, and construed and interpreted in accordance with, the laws of Austria, with the exception of the conflict of laws rules of Austrian private international law.
- (3) *Place.* Place of fulfillment is Vienna, Austria.
- (4) *Jurisdiction.* For all disputes arising out of or in connection with these Participation Rights between the Issuer and Tokenholders who are not consumers in the sense of the Austrian Consumer Protection Act, the court responsible for commercial matters in Vienna, Inner City shall have exclusive jurisdiction.
- (5) *Severability.* If any provision of these terms and conditions is or becomes invalid in whole or in part, the remaining provisions shall remain in full force and effect. Insofar as the Austrian Consumer Protection Act does not apply, the ineffective provision shall be replaced by an effective provision which, to the extent legally possible, takes account of the economic purposes of the invalid provision.
- (6) *Business Day Convention.* If an obligation under these terms falls on a Saturday, Sunday or a public holiday, the obligation shall be deemed to arise on the next business day.
- (7) *Language.* In case of differences between the German and the English language version of these Terms, the English language version shall prevail.


§ 8. Veröffentlichungen, Bekanntmachungen

Alle die Genussrechte betreffenden Bekanntmachungen und Veröffentlichungen werden auf der Internetseite der Emittentin unter <https://www.rocksolidestate.com/investorrelations> veröffentlicht. Jede dieser Mitteilungen gilt den Tokeninhaber am dritten Tag nach ihrer Veröffentlichung als zugegangen. Eine individuelle Benachrichtigung der Tokeninhaber ist nicht erforderlich.

§ 9. Sonstiges

- (1) *Beirat der bilanziellen Eigenkapitalgeber.* Die Emittentin anerkennt, dass die Tokeninhaber bilanzielle Eigenkapitalgeber gemäß der Definition in der Satzung der Emittentin sind.
- (2) *Geltendes Recht.* Diese Genussrechte unterliegen österreichischem Recht und sind nach diesem ausulegen, mit Ausnahme der Kollisionsnormen des österreichischen internationalen Privatrechts.
- (3) *Ort.* Erfüllungsort ist Wien, Österreich.
- (4) *Gerichtsstand.* Für alle Streitigkeiten aus oder im Zusammenhang mit diesen Genussrechten zwischen der Emittentin und Tokeninhabern, die nicht Verbraucher im Sinne des Konsumentenschutzgesetzes sind, ist das für Handelssachen zuständige Gericht in Wien, Innere Stadt, ausschließlich zuständig.
- (5) *Trennbarkeit.* Sollte eine Bestimmung dieser Bedingungen ganz oder teilweise unwirksam sein oder werden, so bleiben die übrigen Bestimmungen voll wirksam. Soweit nicht das Konsumentenschutzgesetz Anwendung findet, ist die unwirksame Bestimmung durch eine wirksame Bestimmung zu ersetzen, die dem wirtschaftlichen Zweck der unwirksamen Bestimmung weitestgehend trägt.
- (6) *Werktag.* Fällt eine Verpflichtung aus diesen Bedingungen auf einen Samstag, einen Sonntag oder einen gesetzlichen Feiertag, so gilt die Verpflichtung als am nächsten Werktag entstanden.
- (7) *Sprache.* Im Fall von Unterschieden zwischen der deutschen und der englischen Fassung dieser Bedingungen, geht die englische Fassung vor.

Rocksolid Estate Aktiengesellschaft

Signaturwert	OAeakgwY1A1HXs02SgWA6J3pA860F6Bnd7iYSf3MUmGrK9dH19vXQAnlMtCDGhSibLO2uLLr62/YRoVYuOrF Y9Q5icYBaSlbhsz9hAI16UfBuetyFILmYxNvygjZLRDEgAit0OMdBuerRdMGotQpm6IZNb9jXV2qdjFTgI+p f0GWhkGSh137MFIAME79eEt4Zaw2kXMSync204ZJhXapmHX2fDSd33YYBxf1vv+o4BtGYHZYbfMJvL4OHxH6 xbLrcLU6WW0DJEdwnUUU866XPv9FYDMLBpz9KXm3raMh703uvD+0wu3XJg8f2xjWHDDPG5x3oILhLRx8fYtc QQ+iog==		
	Unterzeichner	Österreichische Finanzmarktaufsichtsbehörde	
	Datum/Zeit-UTC	2024-04-22T06:13:05Z	
	Aussteller-Zertifikat	CN=a-sign-corporate-07,OU=a-sign-corporate-07,O=A-Trust Ges. f. Sicherheitssysteme im elektr. Datenverkehr GmbH,C=AT	
	Serien-Nr.	676111463	
	Methode	urn:pdfsigfilter:bka.gv.at:binaer:v1.1.0	
Prüfinformation	Informationen zur Prüfung des elektronischen Siegels bzw. der elektronischen Signatur finden Sie unter: https://www.signaturpruefung.gv.at Informationen zur Prüfung des Ausdrucks finden Sie unter: https://www.fma.gv.at/amtssignatur		
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