A. SUMMARY

1. English version of the summary

Section A. — An introduction, containing warnings

A.1. The name and international securities identification number (ISIN) of the securities

The name of the securities is „Diabetes Care Innovations Investment PPC 2020“.
ISIN: DE000A2P3UY7

A.2. The identity and contact details of the issuer, including its legal entity identifier (LEI)

The issuer's identity is Diabetes Care Innovations Investment GmbH & Co. KG ("**Issuer**"). The contact details of the Issuer are Bruesseler Straße 7, 30539 Hanover, Germany. The Issuer's telephone number is +49 511 763 333464. Legal Entity Identifier: 3912005VAPZIQ0TJ7B91

A.3. The identity and contact details of the competent authority approving the prospectus and, where different, the competent authority that approved the registration document or the universal registration document

The *Bundesanstalt für Finanzdienstleistungsaufsicht* ("BaFin"), Graurheindorfer Str. 108, 53117 Bonn, Germany, (tel.: +49 228 4108 0, facsimile +49 228 4108 1550, e-mail: poststelle@bafin.de) is the competent authority for approving the prospectus.

A.4. The date of approval of the prospectus

10. September, 2020

A.5. Warnings

(a) The summary should be read as an introduction to the prospectus.
(b) Any decision to invest in the securities should be based on a consideration of the prospectus as a whole by the investor.
(c) The investor could lose all or part of the invested capital.
(d) Where a claim relating to the information contained in a prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the prospectus before the legal proceedings are initiated.
(e) Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the prospectus, or where 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.
(f) You are about to purchase a product that is not simple and may be difficult to understand.

Section B. — Key information on the issuer

Section B.1. — Who is the issuer of the securities?

B.1.1. Its domicile and legal form, its LEI, the law under which it operates and its country of incorporation

The domicile of the Issuer is Bruesseler Straße 7, 30539 Hanover, Germany. The legal form of the Issuer is a German limited commercial partnership (Kommanditgesellschaft – "KG"), consisting of a general partner (which is organized as a limited liability company – Gesellschaft mit beschränkter Haftung – "GmbH") and a limited partner likewise organized as a GmbH. The Issuer operates under the laws of the Federal Republic of Germany, applicable European laws, and, to the extent applicable, in accordance with international conventions. The Issuer was incorporated in and according to the laws of Germany. Legal Entitiy Identifier (LEI): 3912005VAPZIQ0TJ7B91. The issuer is also the offeror of these securities.

B.1.2. Its principal activities

The Issuer is a special purpose vehicle (SPV) and has been established for the purpose of issuing asset backed securities. The permitted activities of the Issuer are conclusively set out in Section 2 of the Issuer's articles of association (*Gesellschaftsvertrag*) (included as annex L.1). The purpose of the company is solely to perform a securitization within the meaning of Article 1(2) of Regulation (EC) No 24/2009 of the European Central Bank of 19 December 2008 and other activities suitable for this purpose (securitization special purpose vehicle) as well as to hold and manage the shareholding in the Target. The only securitized asset is the shareholding in the Target. Other activities are excluded, as is raising debt capital. Since the date of its incorporation, the Issuer has not commenced operations. For the avoidance of doubt, the Issuer undertakes no other business activities and will not expand its current scope of operations.

B.1.3. Its major shareholders, including whether it is directly or indirectly owned or controlled and by whom

The Issuer has two shareholders, its limited partner (Kommanditist), the Participation Holder (G4B Hannover Beteiligungsverwaltung GmbH), and its general partner (Komplementär), the Issuer's Manager (G4B Hannover Invest Management GmbH). The Issuer's Manager does not hold a capital share, but is liable without limitation for the Issuer's liabilities. Further, the Participation Holder is the only shareholder of the Issuer's Manager. There are no measures in place to ensure that the limited partner and the general partner do not abuse their control about the Issuer.

B.1.4. The identity of its key managing directors

The Issuer's management consists of the Issuer's Manager (Komplementär), the G4B Hannover Invest Management GmbH, which is personally liable and represented by its managing director, Mr. Thomas Striepe, and the Issuer's limited partner (Kommanditist), the G4B Hannover Beteiligungsverwaltung GmbH. Only the Issuer's Manager may represent the Issuer.

G4B Hannover Invest Management GmbH (Issuer's Manager)

The Issuer has one general partner with unlimited liability. The general partner is a limited liability company (GmbH) established and organized under the laws of the Federal Republic of Germany, registered with the Commercial Register of the local court of Hanover, Federal Republic of Germany under registration number HRB 217623. The general partner's business name is G4B Hannover Invest Management GmbH. Its business address is Bruesseler Straße 7, 30539 Hanover. Its main function in the Issuer is that of being the Issuer's Manager.

G4B Hannover Beteiligungsverwaltung GmbH (Limited Partner)

The Issuer has one limited partner, holding all capital shares in the Issuer. The limited partner is a limited liability company (GmbH) established and organized under the laws of the Federal Republic of Germany, registered with the Commercial Register of the local court of Hanover, Federal Republic of Germany under registration number HRB 217607. The limited partner's business name is G4B Hannover Beteiligungsverwaltung GmbH. Its business address is Bruesseler Straße 7, 30539 Hanover, Germany. Its main function in the Issuer is to be the limited partner (partial partner) of a limited partnership.

B.1.5. The identity of its statutory auditors

The Issuer has no statutory auditor.

Section B.2. — What is the key financial information regarding the issuer?

B.2.1. A selection of historical key financial information presented for each financial year of the period covered by the historical financial information, and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year; The requirement for comparative balance sheet information shall be satisfied by presenting the year-end balance sheet information;

The tables below set out the Issuer's Income Statement and the Balance Sheet extracted from the unaudited Issuer's financial statements as at 31 December, 2019 (the "Issuer's Financial Statement"). These Issuer's Financial Statement were prepared by the Issuer's tax consultant.

Income Statement for the period 15 August to 31 December, 2019		
		EUR
1.	Other operating expenses	2,222.15
2.	Result after taxes	-2,222.15
3.	Net loss for the year	-2,222.15
4.	Debit on capital accounts	2,222.15
5.	Retained profit	0.00

Balance Sheet as at 31 December, 2019					
ASSETS			EQUITY AND LIABILITIES		
	31.12.19	15.08.19		31.12.19	15.08.19
	EUR	EUR		EUR	EUR
A. Current Assets			**A. Equity**		
I. Trade and other receivables - thereof called-up capital limited partners EUR 0.00 (EUR 100.00)	0.00	100.00	I. Capital Share limited partners	0.00	100.00
			B. Provisions	1,100.00	0.00
B. Loss share of limited partners not covered by capital contributions	2,122.15	0.00	**C. Liabilities** - thereof due within one year EUR 1,022.15 (EUR 0.00) - thereof with shareholders EUR 900.00 (EUR 0.00)	1,022.15	0.00
	2,122.15	100.00		2,122.15	100.00

Section B.3. — What are the key risks that are specific to the issuer?

B.3.1. A brief description of the most material risk factors specific to the issuer contained in the prospectus

Risk of the Issuer's insolvency – While the Issuer is not unconditionally obliged to make payments to the Noteholders, the Issuer will incur costs in order to maintain its ongoing operations. In addition, there is a risk that the Issuer will have to pay other fees, out-of-pocket expenses or be subject to reimbursement claims, claims for damages or other claims. Such obligations could lead to the Issuer's insolvency if the Issuer does not have sufficient funds to meet them.

Dependency on cooperation partners and service providers – The Issuer's operations depend, among other things, on a functioning cooperation with third parties, in particular the Participation Holder, the Issuer's Manager and the Platform Operator.

Risks related to the Target's dividend policy and/or enterprise value – As a growth company, the Target intends to mainly reinvest any surpluses generated in order to increase its enterprise value. The Target therefore intends not to pay a dividend in the foreseeable future. In order for a profit to be generated from the sale of the Issuer's shareholding in the Target, the Target must be able to increase its enterprise value. If this will be the case is uncertain.

Risk of claims asserted against the Issuer – The Issuer may be subject to reimbursement claims, claims for damages (e.g. arising from prospectus liability) or other claims by Noteholders or third parties (together the "claims"). If the Issuer is ordered to make a payment due to claims, the Issuer may be forced to sell shares in the Target. If a sale is not possible, not possible in time or not at a sufficient price, this could have a material adverse effect on the Issuer and, thus, on the value of the Notes and/or the amount of payments under the Notes and could possibly result in a total loss.

Key information on the Target

The identity and contact details of the Target

The Targets's identity is Emperra GmbH E-Health Technologies ("Target"). The commercial name of the Target is "Emperra". The contact details of the Target are Zeppelinstraße 48A, 14471 Potsdam, Germany. The Target's telephone number is +49 (0) 331 979 34 80 – 0. The official website of the company is www.emperra.com.

Its domicile and legal form, its LEI, the law under which it operates and its country of incorporation

The domicile of the Target is Zeppelinstraße 48A, 14471 Potsdam, Germany. The legal form of the Target is a Gesellschaft mit beschränkter Haftung (GmbH, i.e. a private limited liability company) and operates under the laws of the Federal Republic of Germany, with registered office at Zeppelinstraße 48A, 14471 Potsdam, Germany. The Target was incorporated in and according to the laws of Germany.

Its principal activities

The Target has developed a digital diabetes management system named ESYSTA as an ecosystem that is consisting of software (mobile apps and cloud-based web portal) for people with diabetes (PWD) and software (cloud-based web portal) for doctors and nurses (HCP's = Health Care Professionals). The software makes it possible to automatically capture accurate diabetes data from PWD via the proprietary and wirelessly connected ESYSTA insulin pen (Smart Pen) and from the ESYSTA wirelessly connected blood glucose meter. The data is transmitted to a secured cloud server where it is processed by algorithms and returned to the PWD using ESYSTA and shared with the HCP of choice. ESYSTA shall make it easier to manage the chronic disease and the HCP obtains an unfalsified overview of the course of the disease.

Its major shareholders, including whether it is directly or indirectly owned or controlled and by whom

The Target is owned and controlled by the current 29 shareholders. The Target is not directly or indirectly owned or controlled by any of the shareholders.

The identity of its key managing directors

The Target is managed by the managing director named Dr. med. Janko Schildt. The managing director can be contacted at the address of Emperra GmbH E-Health Technologies, Zeppelinstraße 48A, 14471 Potsdam, Germany.

The identity of its statutory auditors

The statutory auditor of the Target is UHY Deutschland AG Wirtschaftsprüfungsgesellschaft, Zimmerstraße 23, 10969 Berlin, Germany. UHY Deutschland AG Wirtschaftsprüfungsgesellschaft is a member of the Chamber of Public Accountants (Wirtschaftsprüferkammer) Berlin, Rauchstrasse 26, 10787 Berlin, Germany.

What is the key financial information regarding the Target?

A selection of historical key financial information presented for each financial year of the period covered by the historical financial information, and any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year; The requirement for comparative balance sheet information shall be satisfied by presenting the year-end balance sheet information

The tables below set out the Target's Income Statement and the Balance Sheet extracted from the audited Target's financial statements as at 31 December, 2019 and 31 December, 2018 (the "Target's Financial Statements").

Income Statement (EUR)		
	31 December, 2019	31 December, 2018
1. Total revenue	274,670.15	259,916.91
2. Operating profit/loss (before interests, tax, depreciation)[1]	- 2,061,753.75	-2,746,009.45
3. Net loss	-2,290,106.99	-3,119,516.80
Balance Sheet (EUR)		
	31 December, 2019	31 December, 2018
1. Total assets	4,464,108.19	3,927,559.38
2. Total equity	0	1,631,519.86

What are the key risks that are specific to the Target?

A brief description of the most material risk factors specific to the Target contained in the prospectus

Risk of the Target's insolvency – The Target is a development driven company that is dependent on the inflow of further funds through loans and/or equity in the foreseeable future. In order to maintain solvency and, thus, to ensure the Target's ability to continue as a going concern, the Target is dependent on additional cash inflows from existing and / or new investors. In particular, the Target is dependent on its current and new investors providing additional funds under a financing agreement (concluded on 11 December, 2019). Moreover, to maintain solvency, it is essential that the key assumptions of the Target's business planning materialize and, in particular, that the cost savings included in the liquidity plan are achieved in the required amount. The current developments show a liquidity gap between August 2020 and the first possible cash injections by the Issuer into the Target as a result of the funding campaign described in this prospectus. To bridge this funding gap which occurred after one investor decided not to take his participation option, the Target is aiming for a closing of another bridge financing round. Letters of intent from two investors do already exist. If the Target is not able to acquire additional funds, the Target may become insolvent or overindebted. This may in particular be the case if the Target has lower revenues and/or higher expenses than expected. In the event of an insolvency of the Target and/or the Issuer, there is a significant risk that the Notes may lose value, up to and including a total loss of the value of the Notes.

Liquidity and financing – The Target's future development will continue to depend on the ability to finance working capital requirements and to generate funds for general corporate purposes, including research and development and capital expenditures. Therefore, it might be possible, that the Target may decide or be required to obtain additional financing from banks, public offerings or private placements of debt or equity securities, strategic relationships or other arrangements.

Growth company – The Target is a technology-developing growth company with limited operating and performance history with regard to the selling and marketing of its products. The financing of such a growth company involves increased risks as the existing historical data of the growth company is generally only suitable to a limited extent for predicting future company developments and for making a more informed investment decision. Furthermore, the future development of the company is difficult to predict due to its dynamic nature and is characterized by uncertainty regarding future development constellations. The Target as a growth company can have higher insolvency risks if, for instance there is no or little product diversification, so that the success of the company depends on the success of fewer products and the respective market development. If a business idea is not successful in the market or if the planned business development cannot be implemented as expected, there is a total loss risk for investors in the Target (including the Issuer and, as indirect investors in the Target, the Noteholders).

Equity risk – The Issuer will place the invested capital at the disposal of the Target in the form of equity capital. Equity capital is permanently committed and is subject to loss sharing. In a possible liquidation or insolvency of the Target, its equity capital serves as liable capital, i.e. it is used primarily to satisfy the claims of the Target's creditors.

[1] The Target uses its operating profit/loss (defined as the profit/loss before interests, tax, and depreciation as shown in detail below) shown here as an Alternative Performance Measure ("APM"). The Target considers APM to be important indicators for managing the business and debt repayment ability and, therefore, an important basis for investors to assess its financial performance. The APM shown here should not be considered a substitute for indicators determined in accordance with commercial accounting principles in the context of the audited historical financial information / audit reports included in Chapter **Fehler! Verweisquelle konnte nicht gefunden werden.**. APMs do not necessarily indicate whether sufficient liquid funds will be available in the future for debt repayment or the future profitability of the Target. Since not all companies determine these performance indicators in the same way, APMs are not necessarily comparable with similarly designated performance indicators of other companies.

Reconciliations from the financial information prepared in accordance with German GAAP to the APM are provided as follows:

Operating profit/loss (non-audited)

	FY 2019	**FY 2018**
Net loss for the Financial Year (EUR)	-2,290,106.99	-3,119,516.80
Net of depreciation (EUR)	-211,248.57	-354,229.51
Net of interest (EUR)	-16,092,54	-17,817.63
Net of taxes (EUR)	-1,012.13	-1,460.42
Operating profit/loss (EUR)	***-2,061,753.75***	***-2,746,009.45***

Development and introduction of new products – The Target's ability to maintain and improve its market position depends on the successful development, introduction and commercialization of its products, systems and services and the Target's ability to enhance the existing technology.

Market and competition – The Target's revenue and profit depend substantially on the volume and timing of customer orders. Healthcare markets are characterized by rapidly evolving technology, intense competition and pricing pressure. Healthcare markets are characterized by rapidly evolving technology, intense competition and pricing pressure. In addition, any decline or lower than expected growth in the global healthcare market or important regional or local markets in which the Target is active could diminish demand for the Target's products, which could have a material adverse effect on the Target's business, financial condition and results of operations or prospects.

Risks in relation to the corona virus (COVID-19, SARS-CoV-2) – Due to the global spread of the corona virus (COVID-19, SARS-CoV-2), the Target's business operations could be disrupted. The outbreak of the pandemic could make it more difficult for the Target's sales force to access physicians, what may result in a decline in new patients from this sales segment.

Legal risks and intellectual property – The Target is exposed to potential product liability and warranty or guarantee claims. If the Target is unable to protect or effectively enforce its intellectual property rights, this could have a material adverse effect on the Target's business, financial condition and results of operations, reputation or prospects.

Section C. — Key information on the securities

Section C.1. — What are the main features of the securities?

<u>C.1.1. Their type, class and ISIN –</u> The securities being offered are profit and loss participating certificates (Genussscheine) (the "Notes") of the Issuer. International Securities Identification Number (ISIN): DE000A2P3UY7

<u>C.1.2. Currency, denomination, par value, the number of securities issued and the term of the securities –</u> The Notes are denominated in Euro (EUR). The Notes have a total nominal amount of up to EUR 5,000,000.00. The Notes are divided into up to 10,000 Notes with a nominal value of EUR 500.00 each. The minimum denomination of the issue of Notes is EUR 500.00. The Notes will be issued for an indefinite period. Regular termination (ordentliche Kündigung) by both parties is not permitted until the end of the 2035 financial year at the earliest.

<u>C.1.3. The rights attached to the securities –</u> The Notes are profit and loss participating certificates of the Issuer. The rights arising from the Notes are set out in the attached Terms and Conditions of the Profit Participation Certificates. The Noteholders either participate in the Issuer's net surplus or receive a loss allocation in a given financial year.

The Noteholders have no claim to interest or repayment of the invested amount. All payment obligations under the Notes constitute solely obligations to either distribute amounts out of the Issuer's profits or to repay the nominal amount net of possible losses allocated to the Noteholders. Any payments under the Notes will be dependent upon the Issuer receiving income from dividend payments by the Target (Emperra GmbH E-Health Technologies) or from a possible sale of the Issuer's shareholding in the Target in accordance with the exit provisions of the Notes' terms and conditions. All of the Issuer's distributable profits will be distributed to the Noteholders on a *pro-rata* basis.

The Notes will be issued for an indefinite period. Regular termination (*ordentliche Kündigung*) by both parties is not permitted until the end of the 2035 financial year at the earliest. The Notes may be terminated for cause (*außerordentliche Kündigung*), *inter alia*, if the whole Target Shareholding acquired by the Issuer has been sold. Even in the event of a termination of the Notes, Noteholders will only receive the amount which is attributable to the Notes held by them after profit and loss allocation and after deduction of possible profit participation due to the Platform Operator (Carried Interest). The noteholders will also be allocated possible losses incurred by the Issuer after a possible termination of the Notes on the basis of a write-down or sale or other value adjustment of the Target Shareholding. The Noteholders participate in the Issuer's profits and losses from start of the issuer's business year 2020. The Notes do not grant any membership rights in the Issuer, in particular no participation or voting rights in the Issuer's shareholders' meeting.The notes are of equal rank (pari passu) without any preference. They are not subordinated to any present or future liabilities of the Issuer.

<u>C.1.4. Any restrictions on the free transferability of the securities –</u> There are no restrictions on the free transferability of the Notes.

Section C.2. — Where will the securities be traded?

<u>C.2.1. An indication as to whether the securities are or will be subject to an application for admission to trading on a regulated market or for trading on an MTF and the identity of all the markets where the securities are or are to be traded</u>

Not applicable. No application will be made for the Notes being admitted to trading on a regulated market or or for trading on an MTF.

Section C.3. — What are the key risks that are specific to the securities?

<u>C.3.1. A brief description of the most material risk factors specific to the securities contained in the prospectus, while not exceeding the total number of risk factors set out in paragraph 10</u>

Risk of total or significant loss – An investment in the Notes is an entrepreneurial investment involving a high degree of risk. By subscribing to the Notes, investors provide the Issuer with capital that is committed for the long term, reinvested by the Issuer in a risky manner and subject to loss participation. Noteholders may lose the value of their entire investment or a significant part thereof.

No membership rights – The Notes grant neither any direct membership rights in the Issuer nor any direct membership rights in the Target. This means that Noteholders neither have in particular participation or voting rights in the Issuer's shareholders' meeting nor in the Target's shareholders' meeting. Noteholders thus have no direct means of influencing the realization of the entrepreneurial risk they share with the Issuer and the Target.

Limited recourse – The Notes are limited recourse obligations of the Issuer. The Issuer's principal assets consist solely of its shareholding in the Target. The Notes do not represent payment obligations of the Issuer. Claims in respect of the Notes are limited to the proceeds received by the Issuer from the Target or from a sale of the Target Participation after the deduction of any applicable expenses. The payments made under the Notes will be completely dependent on the income generated by the Issuer from distributions of profit (dividend payments) by the Target or from a possible sale of the Target Shareholding. If the Issuer can generate such income is uncertain. Due to the limited recourse nature of the Notes, there is no certainty that the investors will receive any amounts payable under the Notes.

Section D. — Key information on the offer of securities to the public and/or the admission to trading on a regulated market

Section D.1. — Under which conditions and timetable can I invest in this security?

D.1.1. The general terms, conditions and expected timetable of the offer, the details of the admission to trading on a regulated market, the plan for distribution, the amount and percentage of immediate dilution resulting from the offer and an estimate of the total expenses of the issue and/or offer, including estimated expenses charged to the investor by the issuer or the offeror

The Notes are profit and loss participating certificates of the Issuer. The holders of profit participation certificates either participate in the Issuer's net surplus or receive a loss allocation in a given financial year. As the Issuer's assets consist solely of its shareholding in the Target, the Issuer's profit depends completely on the income generated by the Issuer from distributions of profit (dividend payments) by the Target or from a possible sale of its shareholding in the Target. As a young growth company, the Target intends to mainly reinvest any surpluses generated in order to increase its enterprise value. The Target therefore intends not to pay a dividend in the foreseeable future. In order for a profit to be generated from the sale of the Issuer's shareholding in the Target, the Target must in the meantime be able to increase its enterprise value. If this will be the case is uncertain. The selling price to be achieved depends on the one hand on the economic development of the Target itself and on the other hand on the general economic development. The Noteholders have no claim to interest or repayment of the invested amount. Even in the event of a termination of the Notes, they will only receive the amount which, after profit and loss allocation and after deduction of possible Carried Interest payments due to the Platform Operator (cf. below), is attributable to the Notes held by them. The Noteholders participate in the Issuer's profits and losses from start of the Issuer's business year 2020. If an Exit within the meaning of the Notes' terms and conditions, i.e. either

(i) a sale or transfer or acquisition of a majority of the voting rights in the Target or of more than 50 % of the Target's assets (including hidden reserves) or an economically equivalent transaction or
(ii) a sale of all shares in the Target held by the Issuer

("Exit") occurs during the duration of the Notes, the Platform Operator is entitled to a Carried Interest, i.e. a share in the profit generated by the Issuer from such transaction ("Carried Interest").

Carried interest is an expense of the Issuer; it reduces its profit distributable to the Noteholders. Only the Issuer's profit remaining after Carried Interest has been paid to the Platform Operator will be distributed to the Noteholders. Carried interest is only payable in the event of an Exit. It amounts to

- a total of 10% of the Issuer's total pre-tax profit in all financial years preceding the exit
- net of the paid-up and not yet repaid profit participation capital and
- net of a minimum return of 10 % p.a., calculated on an IRR basis ("Hurdle Rate").

Carried Interest cannot be negative. If no Exit occurs, no Carried Interest has to be paid.

The total amount of the offer is EUR 5,000,000.00. The Notes will be issued at par value. The minimum subscription amount per subscriber is EUR 500.00. Subscribers may subscribe to the Notes by declaration to the Issuer and payment of the nominal amount into the account specified in the subscription declaration. After receipt of the Issuer's declaration of acceptance, the Notes will be booked into the Noteholders' securities account. The issuance is subject to the condition precedent that Notes in an aggregate amount of at least EUR 500,000.00 are subscribed.

The Notes are exclusively distributed to investors via aescuvest international GmbH (the "Tied Agent" or "Platform Operator"). In providing this regulated activity of securities intermediation, the Tied Agent acts in the name, on account of and under the liability of BN & Partners Capital AG (the "Placement Agent") on the basis of a cooperation agreement that the Tied Agent and the Placement Agent have entered into.

The initial transaction costs are expected to amount to up to approximately EUR 618,004.50 (including VAT, where applicable) (and thus to approximately 12.36 % of the issue proceeds in case the issuance is fully placed).

The Notes will be issued at 100 % of the nominal amount (EUR 500.00 each). Costs and taxes will not be charged to the subscriber in the course of the issuance.

The Notes will be offered from 11 September, 2020 until 10 September, 2021 ("Offer Period"). The Issuer is entitled to terminate the Offer Period prematurely at any time. Fifteen days after the end of the Offer Period, the Issuer will publicly announce the results of the Offer on the website www.aescuvest.eu. In order to acquire Notes via the online process, an investor must register on the Platform www.aescuvest.eu. After the registration process, investors can view the information provided on the Platform and subscribe to the Notes online. If the investor wishes to subscribe to Notes, he can initiate the investment process by clicking on the respective button, entering the desired investment amount and entering then the data required for the subscription. The investor will receive an e-mail from the Platform Operator with further information on the offer and subscription documents. The investor's identity will be verified in accordance with the provisions of the German Money Laundering Act. By clicking on the corresponding button, the investor can declare in a legally binding manner that he wishes to submit an application for subscription for the Notes in the amount specified by him ("Subscription Offer").The Placement Agent will review the investor's Subscription Offer. Provided all necessary requirements are met the Placement Agent will forward the Subscription Offer to the Issuer. The Issuer will decide at its own discretion whether to accept the Subscription Offer. The Issuer declaring its acceptance of the Subscription Offer ("Allotment") concludes the subscription agreement between the investor and the Issuer. An Investor will be notified of the number of Notes allocated to him immediately after Allotment by e-mail from the Platform Operator to his e-mail address stored in the Platform ("Notification of Allotment"). In the same e-mail he will be asked to pay the nominal amount into the account specified in the subscription declaration. If an oversubscription occurs, the Issuer is entitled, at its own discretion, to reduce individual subscription applications or reject individual subscriptions. The Issuer is entitled to reduce subscriptions.

Section D.2. — Why is this prospectus being produced?

D.2.1. The use and estimated net amount of the proceeds

The Issuer intends to use the proceeds of the issuance of the Notes (in an amount of up to EUR 5,000,000.00) to acquire the Target Shareholding. If the proceeds of the issuance exceed the Minimum Subscription Volume (EUR 500,000.00), the Issuer will participate in a capital increase by the Target and will subscribe to new shares (governed by the applicable law of the Germany). The Issuer will be entitled to acquire up to 295,893 shares in the Target (or up to a 13.92 % shareholding) based on a valuation of EUR 16.56 per share (the "Issuer Subscription Price"). This price reflects a pre-money valuation of the Target as a company of EUR 27,375,253 – taking into account only the Target's nominal (statutory) share capital – or a pre-money valuation of the Target of EUR 28,084,236 – calculated on a fully diluted basis, i.e. considering the 42,813 virtual stock options (VESOP) issued by the Target and already vested.If the Minimum Subscription Volume is not reached, the subscription agreements (concluded between the investors and the Issuer) and the Investment Agreement (concluded between the Issuer and the Target) will not become effective. In this case, the Notes will not be issued, any payments already made to the Issuer by investors will be refunded and the Issuer will not become a shareholder of the Target. The Issuer will retain 2 % of the proceeds as a Liquidity Reserve for unexpected but necessary management services (outside the ordinary course of business: as authorized by the Noteholders on a case-by-case-basis). The Liquidity Reserve shall always be replenished from the Target's distributions before the remaining profits of the Issuer are distributed to the Noteholders. Upon termination of the Notes any remaining amount will be distributed to the Noteholders.
All the remaining proceeds of the issuance (i.e. 98 % or up to EUR 4,900,000.00) will be used by the Issuer to acquire the Target Shareholding. The Issuer will not bear transaction costs and expenses of the offer; these will be borne by the Target. The net issue proceeds thus are identical to the issue proceeds.

D.2.2. An indication of whether the offer is subject to an underwriting agreement on a firm commitment basis, stating any portion not covered

Not applicable. The offer is not subject to an underwriting agreement on a firm commitment basis.

D.2.3. An indication of the most material conflicts of interest pertaining to the offer or the admission to trading

The Participation Holder is the Issuer's only limited partner and holds all partnership interest in the Issuer. Furthermore, the Participation Holder is the only shareholder of the Issuer's only general partner, the Issuer's Manager. Thus, the Participation Holder controls the Issuer.
The Notes are exclusively distributed to investors via aescuvest international GmbH (the Tied Agent). In providing this regulated activity of securities intermediation, the Tied Agent acts in the name, on account of and under the liability of BN & Partners Capital AG (the Placement Agent) on the basis of a cooperation agreement that the Tied Agent and the Placement Agent have entered into. The Issuer and the Placement Agent have concluded a brokerage agreement regarding the Placement Agent's services (that are provided through the Tied Agent via the Platform) and its remuneration. A portion of such remuneration will be paid by the Placement Agent to the Tied Agent under their cooperation agreement.
The Platform Operator has entered into another cooperation agreement with the Participation Holder. This is a framework agreement that governs the role of the Participation Holder and the terms of his remuneration for this and similar transactions.
In addition, the Target and the Platform Operator have entered into a project agreement. The project agreement governs support and coordination services that the Platform Operator provides to the Target outside the regulated activity of securities intermediation.
Apart from the fact that the Participation Holder controls the Issuer and the Issuer's Manager, all parties to the securitization program are independent. Further, all parties to the securitization program are independent from the Placement Agent and the Platform Operator and the Placement Agent and the Platform Operator are independent from each other. There are no possible interests – apart from the Placement Agent's, Platform Operator's, Participation Holder's and Issuer's Manager's interest in providing services for remuneration at arm's length conditions – or conflicts of interest on the part of natural or legal persons who are involved in the issue and who are material to the issue.