

Please note! You are investing outside of the supervision of the AFM (Netherlands Authority for the Financial Markets). This activity is without obligation to publish a prospectus.

Most important information on the investment

Groasis Digital Securities
of Stichting Administratiekantoor Friends of Groasis One



This document was drawn up on 31 October 2019

This document helps you to better understand the risks, costs and the return on the investment.

Please note! This document and this offer have not been assessed by the AFM (Netherlands Authority for the Financial Markets).

What is offered and by whom?

Groasis Digital Securities (hereinafter: GDS) are digitalised depositary receipts for shares. GDS are offered by the Stichting Administratiekantoor (hereinafter: STAK) Friends of Groasis One. The offeror is also the issuer of the GDS. The issuer of the underlying shares is Groasis B.V. (hereinafter: Groasis).

The issuer of the underlying shares (Groasis) develops, produces, sells and/or distributes innovative products and technologies with a more efficient use of water in order to facilitate the growth of trees, crops and plants and thus combating erosion, desertification, climate change and water scarcity.

During the development of these products, derivative products can be created which are marketed in the same manner (partially by ourselves but for the major part by license holders) such as the biodegradable paper coffee cup lid, the Rafiki®.

Groasis mainly puts these technologies and products on the market by granting production and sales licenses, so that third parties produce and market the products we have developed. In addition, Groasis performs all the activities which are related to or useful for the above.

The website of the offeror of the underlying shares can be found at <https://www.groasis.com/>

The website of the offeror can be found at <https://groasis.investments>

What are the major risks for you as investor?

The general rule is: the higher the offered or expected return, the higher the risk.

The offered or expected return on the depositary receipts for shares depends on the profit made by Groasis. The profit may be lower than expected or there may even be a loss, so that the return paid out to you may be lower or you may even lose your investment or a part thereof.

The major reasons due to which Stichting Administratiekantoor Friends of Groasis One may not be able to pay out the offered or expected return or even your investment are:

- Operational risk: there is a risk that thirds, on whose performance Groasis depends, do not perform as expected with respect to the production or distribution of products and/or technologies of Groasis, go bankrupt or are subject to operational difficulties due to other reasons, or the performance of Groasis itself may be disappointing for instance as a result of a disappointing market response. This means that the financial results of Groasis may be disappointing, which may result in suspended or lower distributions of dividend to the investors, or even no distributions at all.
- Contractual risk: there is a risk that the agreed contracts and/or signed letters of intent which substantiate the described sales expectations, will not be continued because of operational issues or because the signing parties are no longer able to comply to the agreements on the basis of other reasons. This means that the financial results of Groasis may be disappointing, which may lead to suspended or lower distributions of dividend to the investors, or even no distributions at all.
- Legal risk: there is a risk that the legal climate changes or that legal uncertainties are created with regard to for instance the tradability of the depositary receipts for shares or the funding of the current construction, resulting from a new policy from a Dutch governmental authority and/or foreign and/or other regulating governmental authorities. This means that there is a risk that the offer or the tradability of the depositary receipts for shares must (temporarily) be discontinued. This could lead to a decreased value of the depositary receipts or it may be more difficult for you to sell your depositary receipts.

In the future, the administrative process for the transfer / sale of GDS will be made easier via the online platform of Groasis. This means that it will be easier or you to sell / transfer your GDS during the interim. However, the saleability also depends on the demand for these depositary receipts – so you have to take account of the risk of not being able to sell your depositary receipts when you want to, and you may have to continue your investment during a longer period because there may not be a prospective purchaser who is willing to purchase your GDS against the price you set or you may get a lower price for your investment.

There are also other major risks. You can find more information on these risks in this document under the caption “Further information on the risks” on pages 8-9.

What is the target group for this investment?

Groasis Digital Securities (GDS) are offered in the Netherlands to natural persons older than 18 years and to legal persons.

Groasis Digital Securities (GDS) are suitable for investors who believe in the vision of Groasis, and who have examined and understood the available information on the issuer and who have, on the basis of this information and any additional independent expert advice, reached an informed opinion on the purchase of Groasis Digital Securities (GDS), and who are financially able to bear the risks involved with the purchase.

Groasis Digital Securities (GDS) are not suitable for investors who prefer a low risk profile or who are unable to bear the financial risks attached to this investment.

What kind of investment is this?

You invest in Groasis Digital Securities (GDS). The GDS are depositary receipts for shares. If you subscribe to this offer, you purchase the depositary receipts for shares from Groasis, which are offered by the Stichting Administratiekantoor (STAK) Friends of Groasis One.

It concerns non-voting depositary receipts for shares, which means that you will not be granted any meeting rights or other control rights.

It concerns shares with a title of beneficial ownership, which means that you will own a part of Groasis through your ownership in the STAK and that you are entitled to future dividend payments from Groasis.

The depositary receipts themselves will be managed by the Stichting Administratiekantoor Friends of Groasis One, which will pay out all the profit distributions relating to these shares to you, the depositary receipt holder.

The exact rights and obligations of the investor are regulated in the articles of formation, the trust conditions and the purchase agreement relating to the depositary receipts (the 'subscription agreement'). These documents can be found on the website of the offer: <https://groasis.investments>

The nominal value of the depositary receipts for shares is EUR 0.0001 ('one ten-thousandth euro').
The intrinsic value of the depositary receipts of shares, based on a valuation of Groasis of EUR 86,832,000.-, amounts to a total of EUR 3,800,000.-.
The price of the depositary receipts for shares is EUR 0.25 each.

Participation is possible as from a purchase of minimally 100 depositary receipts for shares, which amounts to a minimal investment of EUR 25.-

The intended public issue date of the Groasis Digital Securities is **1 December 2019**.

The initial term of the Groasis Digital Securities is **12 months**.

The offeror can adjust the start and/or duration of the offer period before this date has lapsed.

The expected annual return is still unknown, because of the inherent uncertainties and variable factors which apply to the forecasting of the operational results and the expected returns on scale-ups such as Groasis. If Groasis was to realise its conservative scenario, then an average dividend of 7,3 % will be paid out during the next 5 years, while the first dividend payment will be effected in 2021.

You can find more information on return under the caption "Further information on return" on page 10 of this document.

What are the costs for you as investor?

When purchasing your depositary receipts via the future Groasis platform you will pay transaction costs.

The transaction costs amongst others consist of:

- Whitelisting costs: these costs are incurred for the validation of your identity and the registration in our register of holders of depositary receipts for shares and for compliance with Know-your-customer / Anti-Money-Laundering legislation
- Transfer fee: these are the costs required for the transfer of your investment amount from your bank account to the bank account of STAK

These transaction costs will be charged to you. With your GDS purchase, you will pay an amount of EUR 0,50 per transaction which will be added to your investment, assuming that you will effect payment through iDeal. Higher transaction costs will be charged for payments by Credit Card.

Later, you will also pay transaction costs for future (further) purchases, sales and/or transfer of your depositary receipts for shares via the Groasis platform. These costs are currently estimated at 1% of the transaction amount. These rates may change in the future, please always consult the website of the offer for the latest information.

What will your payment be used for?

Maximally 5% of each euro you paid will be used to cover the costs relating to the investment round.

At least 95% will be invested in:

1. The expansion and scaling-up of the organisation of Groasis, from the current team of 6 persons to a team of approximately 30 persons (in the coming 3 years);
2. The expansion of the 'Global Production Network' of Groasis: the network of licensed manufacturers who will produce the Waterboxx® en Growboxx® on behalf of Groasis in standardised factories set up worldwide near markets with a demand for products of Groasis;
3. The (further) development of products and technologies of Groasis;
4. The fulfilment of current financial obligations: and
5. Other (unforeseen) operational costs.

Your investment will form part of the assets of Groasis.

You can find more information on the use of the investment under the caption "Further information of the use of the return" on page 9-10.

Additional information on the investment

This part of the document contains further information on the offer and the offeror. It provides a better understanding of the specific risks, the costs and the return on the offer.

Please note! This document and this offer have not been assessed by the AFM (Netherlands Authority for the Financial Markets).

Further information on the issuer

The offeror is also the issuer of Groasis Digital Securities.

The issuer is a foundation named Stichting Administratiekantoor (STAK), which was created on 25 October 2019 and has its registered office in Steenberg with Chamber of Commerce number 76197905. The address of the issuer is: Franseweg 9, 4651 PV in Steenberg. The issuer (Stichting Administratiekantoor Friends of Groasis One) has been created to acquire, administer, manage and issue depositary receipts for the shares of the issuer van de underlying shares (Groasis), and to then allocate these depositary receipts to investors. This relationship between the offeror and the issuer of the underlying shares is recorded in the articles of the offeror and the issuer, and also in the applicable trust conditions.

Contact person: Groasis B.V., Franseweg 9, 4651 PV Steenberg, friendsofgroasis@groasis.com, +31 (0)167 54 75 54.

The issuer is managed by Holding P.M.M. Hoff B.V., which is managed by Stichting Administratiekantoor Hortus Privatus, which are respectively managed by Mr P.M.M. Hoff.

The issuer has the following trade name: Stichting Administratiekantoor Friends of Groasis One.

The issuer trades in the following products: the Groasis Digital Securities (GDS).

The major activities of the issuer: Stichting Administratiekantoor Friends of Groasis One does not have any other activities than the acquisition, administration, management and issuing of depositary receipts for the underlying shares in Groasis and to then allocate these depositary receipts to investors.

There is a financial relationship between the offeror and the issuer of the underlying shares. This financial relationship inter alia relates to the bearing of the operational costs of Stichting Administratiekantoor Friends of Groasis One by Groasis. In addition, dividend is paid out to the investors by payment effected by Groasis to Stichting Administratiekantoor Friends of Groasis One, which will pay this out to the holders of depositary receipts (the investors).

Further information on the issuer of the underlying shares

The issuer of the underlying shares is a private limited company, Groasis B.V., incorporated on 18-07-2013 and with registered office Steenbergem under Chamber of Commerce number 58403396. The address of the issuer is: Franseweg 9, 4651 PV Steenbergem. The website of the issuer of the underlying shares is <https://www.groasis.com>.

The issuer of the underlying shares is managed by Holding P.M.M. Hoff B.V., which is managed by Stichting Administratiekantoor Hortus Privatus, which are respectively managed by Mr P.M.M. Hoff.

The issuer of the underlying shares uses the following tradenames:

- Aquaplant
- Growboxx
- Green Musketeer
- Green Musketeer Fund
- Greenboxx Unlimited
- Groasis B.V.
- Growmaxx
- Growsafe
- Terracedixx
- Waterboxx

The issuer of the underlying shares trades in the following products /brands:

- the Waterboxx plant cocoon
- the Growboxx plant cocoon
- the Groasis Growsafe Telescoprotexx
- the Groasis capillary drills
- the Groasis Terracedixx
- the Rafiki® coffee cup lid

The issuer of the underlying shares has (financial) relationships with the following affiliated entities and/or persons:

Holding P.M.M. Hoff B.V.;

Friends of Groasis B.V.;

Groasis IP B.V.

Additional information on these (financial) relations:

Holding P.M.M. Hoff B.V. is director of the issuer of the underlying shares and of the issuer and this forms the basis of its relation with the issuer.

Objective in the articles of Friends of Groasis B.V. is a participation in the issuer of the underlying shares and this is the basis for relations with the issuer of the underlying shares.

Groasis IP B.V. is a wholly owned subsidiary of the issuer of the underlying shares.

These are the major activities of the issuer of the underlying shares:

The issuer of the underlying shares (Groasis) develops, produces, sells and/or distributes innovative products and technologies with a more efficient use of water in order to facilitate the growth of trees, crops and plants and thus combating erosion, desertification, climate change and water scarcity.

During the development of these products, derivative products can be created which will be marketed in the same manner (partially by ourselves but for the major part by license holders) such as the biodegradable paper coffee cup lid, the Rafiki®.

Groasis mainly puts these technologies and products on the market by granting production and sales licenses, so that third parties produce and market the products developed by Groasis. In addition, Groasis performs all the activities which are related to or may be useful for the above.

Further information on the risks

Financing risk: a financing risk exists because there is a risk that, due to for instance changed market conditions, a disappointing response from investors or a changed legal climate, the enterprise will not be able to acquire the full target amount with the financing round, which means that the placement of products and technologies of Groasis on the market by Groasis may be delayed or be disappointing, resulting in later or lower dividend payments to investors, or even no payment at all.

Conflicting interests: there is a risk that the interests of directors conflict with the interests of the investors because the directors own the shares of the issuer, while investors own the depositary receipts for those shares. Even though the interests of both parties are largely the same (especially with respect to the success of the issuer of the underlying shares), the interest of parties are not exactly the same. This means that there is a risk that the directory board may take decisions in which the interest of the shareholders prevails over the interest of the holders of depositary receipts.

Geopolitical risk: there is a risk that due to a changing political climate, such as the imposing of sanctions or import and export restrictions for countries where Groasis manufacturers are based and/or countries where thirds who are granted a license by Groasis are based, the volume of the export and production of (licensed) products and technology from Groasis is reduced or even discontinued. This means the operating results of Groasis may be disappointing, which may result in later or lower dividend payments to investors, or even no payment at all.

Technological risk: there is a risk that the use of innovative blockchain technology for the trade and settlement of transfer of the depositary receipts could lead to technical problems. For instance, so-called 'bugs' may occur, technology may come to a standstill or other technological failures may occur. This means that there is a risk that the tradability of the depositary receipts for shares will temporarily be stopped, due to which it may be more difficult for you to sell your depositary receipts for shares or the value of your depositary receipts will decrease.

Ranking of payment: distribution of return on a GDS depends on the future financial results of the issuer of the underlying shares and will only be effected after Groasis has fulfilled all its due and payable obligations and the directory board of the issuer of the underlying shares, after considering the financial situation of Groasis, decides that payment of dividend will be effected. There is a risk that the issuer of the underlying shares is left with insufficient means for payment of returns. This means that you as investor will not be paid out any profit if this circumstance actually arises and that the value of the GDS may decrease.

In the event of bankruptcy, there is a risk that you as investor will be paid out a smaller return or no return at all, or that you will even lose your payment or a part thereof and/or that the value of your GDS will be nil.

Further information on the profit appropriation

The total profit of the offer in the event of a successful issue is EUR 3,800,000,- ('three-million eight-hundred and thousand').

This amount can also be lower if not all the shares are subscribed for. The minimal profit is EUR 250,000.-. If this minimum is not achieved, this investment round will be cancelled and the investments of the investors will be paid back.

The proceeds of the offer used for the growth of the Groasis are divided as follows:

- 35% goes to the expansion and up-scaling of the organisation of Groasis, which includes the hiring of additional staff;
- 25% goes to the extension of the 'Global Production Network' of Groasis, which consists of independent parties that are putting the products and technologies worldwide on the market by purchasing product licenses from Groasis;
- 15% goes to the further development of products and technologies by Groasis;
- 15% goes to the fulfilling of current financial obligations; and
- 10% will be reserved for other (unforeseen) operational costs.

In addition, as described on page 4, a part will be used for covering the costs related to the issue of depositary receipts, divided over the following cost items:

- civil-law notary costs: EUR 5,000.- ('five thousand')
- marketing costs: EUR 100,000.- ('one hundred thousand')
- software costs: EUR 40,000.- ('forty thousand')
- consultancy costs: EUR 40,000.- ('forty thousand')
- unforeseen: EUR 5,000.- ('five thousand')

The minimum proceeds of the current offer sufficient for the scaling-up of the production and for putting products of Groasis on the market.

In the future, Groasis may opt for additional funds such as loans and/or further issues of securities in order to further expand and scale-up its enterprise, or in order to deal with disappointing financial results. The realisation of such additional funding depends on the performance of Groasis and on future market situations, so this is yet uncertain.

In addition to the costs relating to the investment, the issuer (STAK Friends of Groasis One) also has to pay other costs such as those for registration with the Chamber of Commerce, for holding a bank account, other costs for regular business operations and the keeping of the accounts. These will be regarded as part of the operational costs of Groasis and will be financed by Groasis.

Further information on the returns on investment

The return will be paid out in the form of dividend which is transferred by Groasis to Stichting Administratiekantoor Friends of Groasis One, which will pay this out to all the owners of the Groasis Digital Securities.

Payment of return will be stipulated by a decision from the directory board of Groasis. Dividends will only be paid out if this can be accounted for in view of the liquidity and solvency of Groasis and if this is suitable for the business operations. Indicatively, this will be effected in the event of a free cashflow of minimally EUR 2,500,000.- ('two and a half million') and in that event 35% of the free cashflow will be paid out as dividend.

The investor will receive the dividend on an annual basis.

The Groasis Digital Securities have an infinite term, which means that in general there will be no instalment or final distribution. It is possible however, that the directory board of Groasis may, in the future, decide to repurchase Groasis Digital Securities on the secondary market in accordance with the purchase agreement, articles and/or trust conditions of the Stichting Administratiekantoor Friends of Groasis One. However, these kinds of decisions are currently not yet planned.

The investment of the funds received by Groasis does not immediately provide sufficient income before the first payment date to pay out the returns of all the investors from that income. The funds will be used for expansion of the enterprise of Groasis in order to generate return on the long term.

The investors' return will not be reimbursed from the payments from (other) investors.

Further information on the financial position of the issuer

De issuer is active since 25 October 2019 and therefore it does not yet have any financial information.

The issuer of the underlying shares has been active since 18 July 2013. The following financial information is the most recent available information.

Balance sheet

The date of this information is 24 October 2019 (based on the annual figures of 2018).

The equity capital amounts to € -588.940 and consists of:

- Issued capital € 103
- Statutory reserves € 658,838
- Other reserves € - 1,247,881

The loan capital amount to € 2,550,992 consisting of:

- Long-term debts € 1,962,753
- Short-term debts € 588,239 (consisting of a bank credit, 2 short-term loans and accounts payable)

The ratio equity capital / loan capital is -30/+130

The operating capital amounts to € 744,145 consisting of:

- Stocks € 11,545
- Receivables, prepayments and accrued income € 721,745
- Liquid assets € 10,855

The total amount of 4 outstanding loans is € 1,962,753.00. This concerns 4 loan[s] set out below:

-Loan 1 Shareholders' loan of Holding P.M.M. Hoff B.V. € 1,435,753.00 (no repayment period)

-Loan 2 (19-12-2014) € 100,000.00 (no repayment period)

- Loan 3 (31-7-2017) € 321,562.00

- 150,000 as from 31-12-2020

- 150,000 subject to interest as from 31-07-2021

- Loan 4 (28-11-2017) € 105,438.00
- 50.000 as from 31-12-2020
- 50.000 + interest as from 30-11-2021

Securities

The issuer has not provided any securities or guarantees.

Profit and loss account

The information below refers to the profit and loss account of the issuer of the underlying shares as on 31 December 2018 and consists of the most recent available information.

The turnover for this period is € 530,310

The operational costs over this period amount to € 259,471

The other costs incurred over this period amount to € 374,215

The net profit over this period amounts to - € 103,376 (loss)

Further information on the offer and subscription

The intended offering period starts on 01-12-2019 and has a provisional term of 12 months.

The offering period can be extended by the offeror at its own discretion. Investors will be informed thereof by e-mail and the website of the offeror and/or the platform.

Subscriptions for the offer will be effected via the platform used for this purpose by Groasis. Ensure that you are connected to the proper URL address in order to prevent so-called phishing attempts. The website address of the subscription platform / Groasis platform is: <https://groasis.investments>

A subscription does not guarantee that you will be granted access to the offer. Groasis retains the right to reject investors on the basis of its 'Know-Your-Customer' and 'Anti-Money-Laundering' process, or on the basis of whatever other reason, without being required to give an explanation.

The offer of the Groasis Digital Securities is free of obligation and can be withdrawn without stating reasons.

The intended issue date of the Groasis Digital Securities is 1 December 2019.

For additional relevant and updated information relating to the issue, you are referred to **<https://groasis.investments>**. For your exact rights, we refer to the purchase agreement of the depository receipts (the Subscription Agreement), the applicable trust conditions and the articles which will all be available on our website.

Investors must register as follows: by registering via <https://groasis.investments> and go through the steps described there.