

TERMS FOR PRIVATE PLACEMENT OF SECURITY TOKENS OF WISECOIN LTD

April, 2019

The following is a summary of the principal terms with respect to the proposed Security Token Offering of WISECoin AG, a Switzerland corporation (the “*Company*”). THIS SUMMARY OF TERMS DOES NOT CONSTITUTE A LEGALLY BINDING OBLIGATION. The parties intend to enter into a legally binding obligation only pursuant to definitive agreements to be negotiated and executed by the parties.

Offering Terms

Capitalization	The Company is a company limited by shares with its registered seat in Zug, Switzerland (registered under registration number CHE-410.898.50 with the Commercial Register of the Canton of Zug). with a share capital of CHF 100,000 divided into 10,000,000 fully paid-up registered (nominal) shares.
Securities to Issue:	<p>Security Tokens of the Company, known as “WISecurity Token” or “WCN Token” (the “<i>Security Tokens</i>”). Any Purchaser in possession of 10,000 or more Security Tokens may convert their holding at a rate of 100 Security Tokens (WCN Tokens) for 1 Participation Certificate after a 12 month lock up period. Participation Certificate give holders the same rights as if they would hold the non-voting shares at nominal value of CHF 1.00 including the right to an equivalent share of profits made by the Company.</p> <p>2,500,000 Security Tokens will be created. If WISECoin AG issues a dividend, WCN token holders have the right to receive dividends on a pro-rata basis of the equity capital subject to the annual general assembly’s decision.</p>
Aggregate Proceeds:	CHF 17,587,527 in aggregate, although the Company may increase or decrease this amount in its sole discretion.
Purchasers:	“Accredited Investors” within the meaning of Regulation D under the Securities Act of 1933, as approved by the Company (the “ <i>Purchasers</i> ”).
Price Per Token:	The Price per Security Token will be CHF 9,38 (the “ <i>Purchase Price</i> ”).
Payment of Purchase Price	The Purchasers may make payment for the Security Tokens in a currency of his or her choice from a list of pre-defined currencies (CHF, USD).
Minimum Investment	CHF 1,000,000 (may be waived the Company in its sole discretion).
Restrictions on Sale:	The Security Tokens and any converted Participation Certificate are restricted, meaning that they may only be resold under limited circumstances. Investors must be willing to hold the Security Tokens and any converted Participation Certificate indefinitely. They are being acquired for investment purposes only. Each Purchaser has had the opportunity to consult with his or her own tax advisor regarding the Security Tokens and any converted Participation Certificate.

Voting Rights: The Security Tokens do not grant any voting rights except as set forth below in Financial Information. Participation Certificates do not carry any voting rights under Swiss law.

Subscription Procedure: To purchase the Security Tokens, the Purchasers must execute the Company’s subscription agreement. The Company may accept or reject any subscription in its sole discretion.

Financial Information: Purchasers who have purchased at least 106,000 (one hundred six thousand) Security Tokens will receive standard information and inspection rights.

KYC/AML: Subject to the Company’s discretion, the Purchasers may be reviewed by the Company to comply with applicable Know Your Customer (“*KYC*”) and Anti-Money Laundering (“*AML*”) rules.

Legal Fees and Expense Each party shall bear their own legal fees and expenses.

Information The Company will provide additional information upon request.

THE FOREGOING SUMMARY DOES NOT PURPORT TO BE A COMPLETE SUMMARY OF THE SECURITY TOKENS. EACH PURCHASER SHOULD READ THE SUBSCRIPTION AGREEMENT AND INFORMATION REGARDING THE SECURITY TOKENS. IN ADDITION, PURCHASERS SHOULD CONSULT THEIR TAX AND LEGAL ADVISORS AS TO THE IMPLICATIONS OF AN INVESTMENT IN THE SECURITY TOKENS.

Each of the undersigned has executed this term sheet as of the date first set forth above.

COMPANY:

WISECOIN LTD

By: _____
 Name:
 Title:

INVESTOR:

By: _____
 Name:

INVESTMENT PLEDGE

I intend to invest _____ in the Offering, subject to verification of my “Accredited Investor” status within the meaning of Regulation D under the Securities Act of 1933 and the execution of other definitive investment documents.