beaconsmind AG

Stäfa, Switzerland

Inclusion document

for the inclusion of the shares of
beaconsmind AG
in the
Scale segment
of the Frankfurt Stock Exchange

ISIN: CH0451123589

6 April 2022

Table of Contents

I. Introduction and warning notices

1. Introduction

Issuer Name:	beaconsmind AG (the "**Company**" or "**Issuer**")
Registered office and address:	Registered office: Stäfa, Switzerland Business address: Seestrasse 3, 8712 Stäfa (Zurich), Switzerland
Name of securities:	The share capital of the Company amounts to CHF 268,888.40 and is divided into 2,688,884 registered shares with a nominal value of CHF 0.10 per share (the "**Shares**").
ISIN:	CH0451123589
Names and functions of the persons responsible for the inclusion document on the part of the Issuer:	Mr. Max Weiland (Chief Executive Officer and Chairman of the Board of Directors) and Mr. Jörg Hensen (Member of the Board of Directors)
Name, registered office and address of the Applying Capital Market Partner:	Hauck Aufhäuser Lampe Privatbank AG (the "**Applying Capital Market Partner**") Registered office: Frankfurt am Main, Germany Business address: Kaiserstrasse 24, 60311 Frankfurt am Main, Germany
Date on which the inclusion document was reviewed by the Applying Capital Market Partner for completeness, coherence and comprehensibility (but not for factual accuracy):	31 March 2022

2. Warning notices

This inclusion document does not constitute a prospectus pursuant to the Regulation (EU) 2017/1129.

This inclusion document has been created and may be published for the purpose of inclusion in Scale, whereby Scale constitutes a market segment of a multilateral trading facility and not of a regulated market. The inclusion document may not be used for a public offering, and it will not be updated, amended, modified or supplemented after the time of inclusion.

This inclusion document was drawn up under the responsibility of the Issuer and the Issuer is responsible for its content.

The Applying Capital Market Partner has to its best knowledge reviewed the completeness, consistency and comprehensibility of the inclusion document (but not the accuracy of its content).

Deutsche Börse AG has not verified the factual accuracy of the inclusion document.

II. Essential information about the Issuer

1. Short description of the Issuer

The Company (together with its subsidiaries, the “**Group**” or “**beaconsmind®**”) is a stock corporation incorporated under the laws of Switzerland in 2015. The Company is registered with the Registry of Companies in the Canton Zurich (Switzerland), registration number CH-020.3.041.494-9 (UID: CHE-206.335.836), and has its registered office at Seestrasse 3, 8712 Stäfa, Switzerland.

The Company´s purpose is to offer comprehensive beacon services based on Bluetooth Low Energy (BLE) technology. It can produce beacons, develop and distribute mobile application software (AAPs) and transfer date to mobile devices. It can also develop software that gives customers access to user data and coordinates the transmission of data to mobile devices. It can offer consulting services for customers in the areas of date evaluation, analysis, online and mobile marketing and the creation of customer-specific solutions for date exploitation.

The Company's Legal Entity Identifier (LEI) is 894500DB5P9YR5T76656.

Subsidiaries:

- beaconsmind Deutschland GmbH, Thierschstrasse 17, 80538 Munich, Germany (purpose of subsidiary: sales and operations, EU)

- beaconsmind MENA Data LLC, The H Office Tower Level 17, P.O.Box: 9495, Sheikh Zayed Road 1, Dubai, United Arab Emirates (purpose of subsidiary: sales and operations, MENA & GCC)

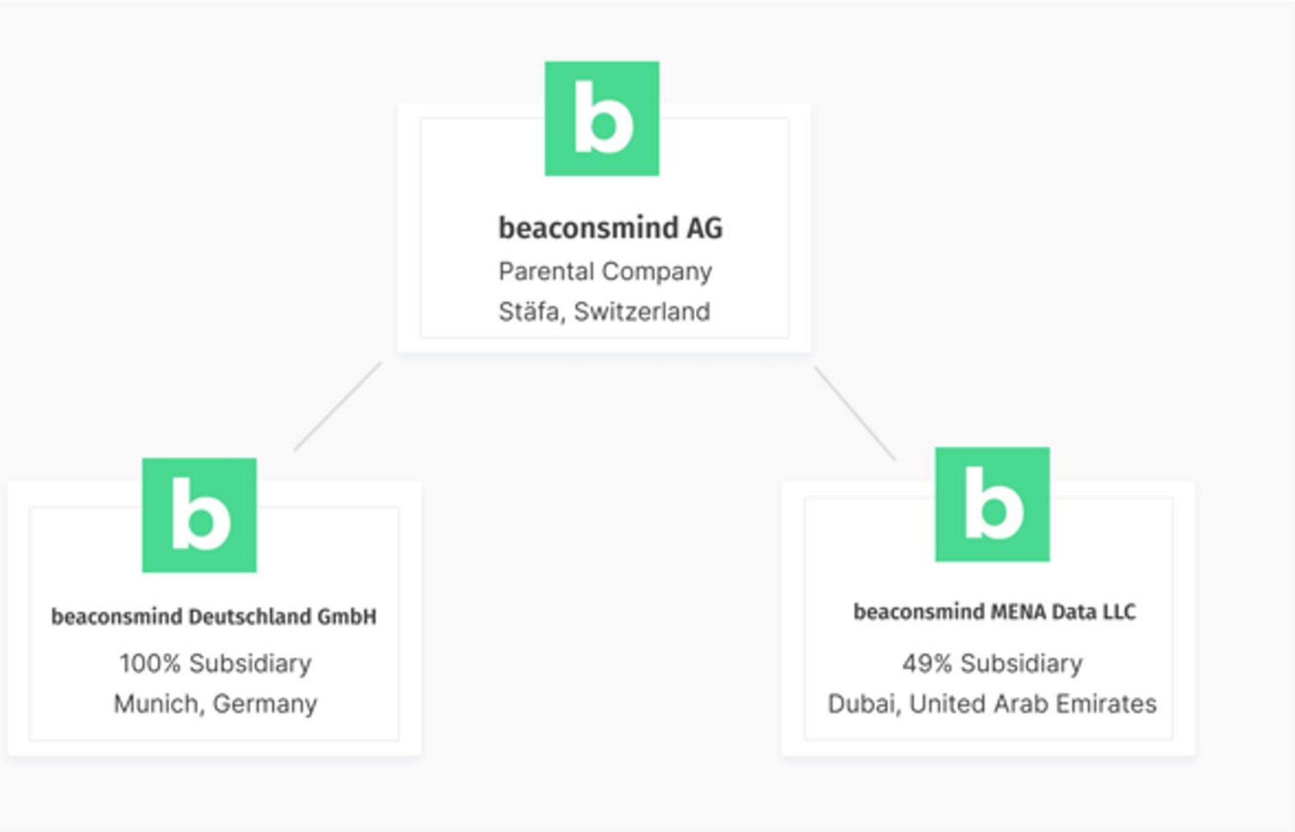
As of 31 March 2022, the main shareholders, to the Company´s best knowledge, are as follows:

Shareholder	**Number of Shares**	**Percentage**
Max Weiland	500,203	18.60%
Fluxunit GmbH (OSRAM)	201,640	7.50%
Board & Employees	116,800	4.34%
Anchor Investor	580,000	21.57%
Other qualified investors	321,000	11.94%
Free float	969,241	36.05%
Total	**2,688,884**	**100%**

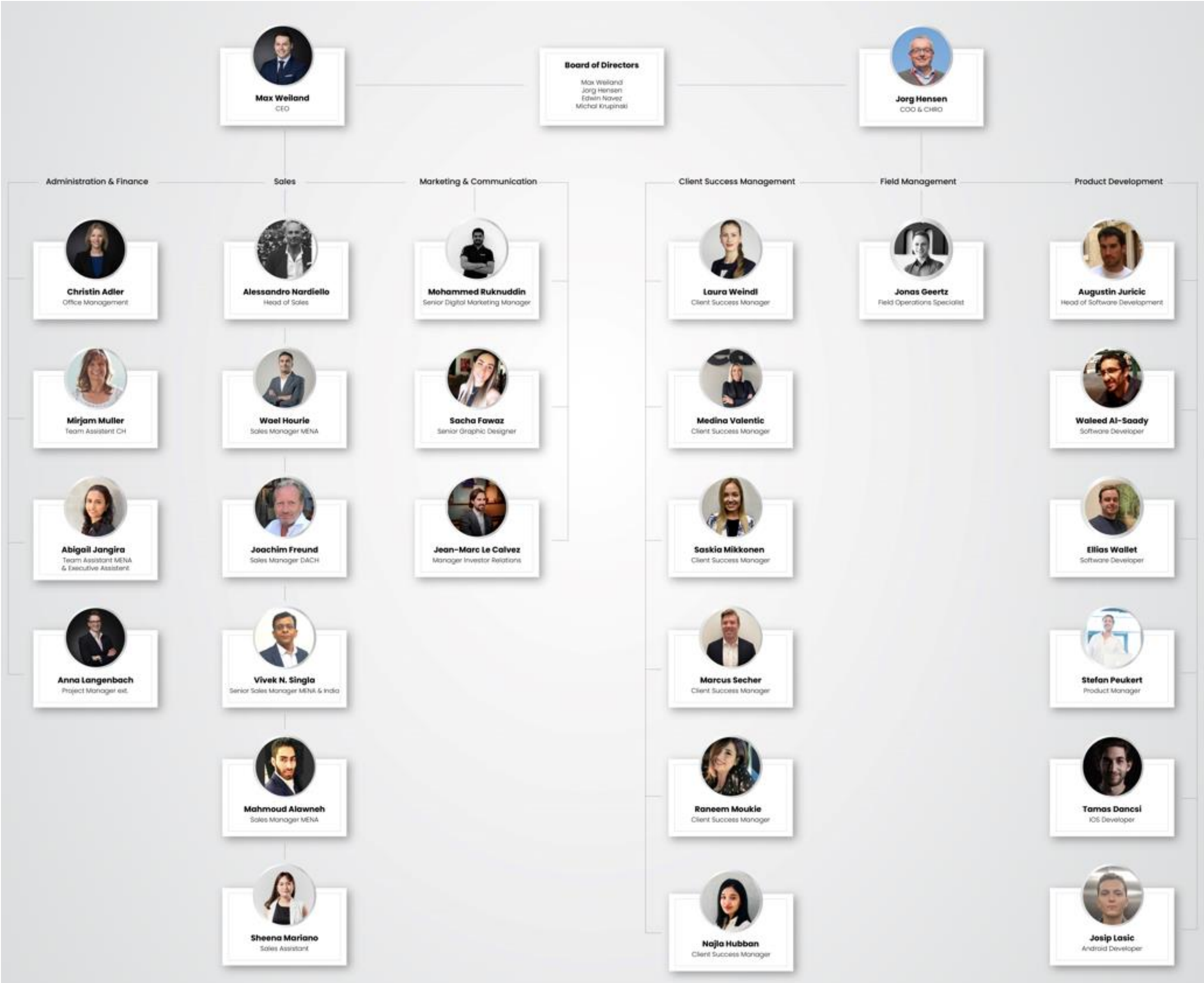
The Company's executive management and its Board of Directors are responsible for managing the Company's business, as described in more detail in the Corporate Structure below.

PricewaterhouseCoopers AG, Birchstrasse 160, CH-8050 Zurich, Switzerland, is the Company's statutory auditor.

Corporate structure



Company organization



2. Short description of the Issuer’s business activities and prospects

beaconsmind® is a location-based marketing & analytics software provider with headquarter in Stäfa, near Zurich, Switzerland. The Group enables retailers to fundamentally transform the shopping experience for customer in physical stores. The Group offers the beaconsmind® Suite software, coupled with beaconsmind® Track Bluetooth-Beacons4 to be installed in physical stores. beaconsmind® 's localisation technology and software Suite allows retailers to converge digital and physical shopping and address the convenience gaps of each.

beaconsmind®'s client portfolio includes companies from the retail, wholesale and food service industries. The solution is a B2B product, sold to global retailers that want to transform the way shoppers experience physical stores. beaconsmind®'s solution represents a real differentiating factor for these retailers, allowing them to activate shoppers in a brand-new digital channel: the customer's own phone. As shoppers increasingly use their phone whilst spending time browsing in-store, the beaconsmind® solution allows retailers to capture their attention, offer them personalised content and a new interactive experience. From the shopper's perception, this new interaction channel cements the convergence of the physical and online shopping experiences and brings together the best of both channels.

As a result, retailers witness an increase in customer basket size, visit frequency and customer loyalty in their physical and online stores. By offering a new experience in physical stores, retailers also seamlessly increase online sales whilst the customer is out of the store. Based on the rich behavioural data collected by the beacons and software, retailers can design marketing campaigns directly in the Suite, and pilot the campaigns in real time.

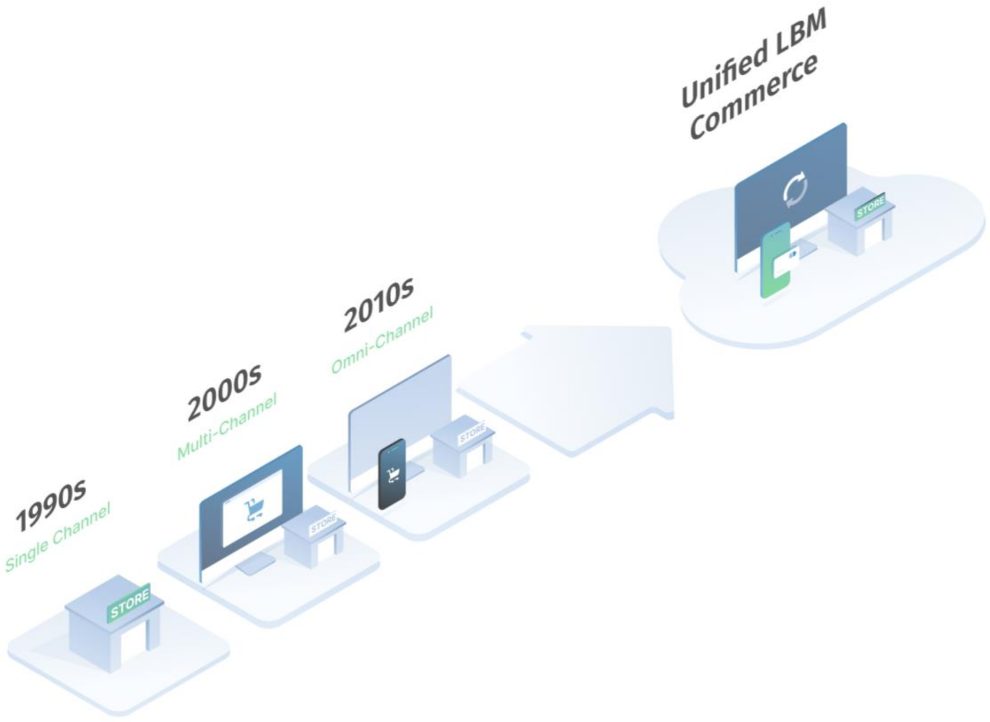
The beaconsmind® Suite Software is easy to integrate for retailers, thanks to its SDK/API-Plugin that aggregates existing systems (CRM, POS etc) and synthetises all data in one place. Since beaconsmind®'s solution is integrated into the retailer's existing systems, data security is guaranteed by the existing security and privacy policies put in place by each retailer's app. On the hardware side, beaconsmind® Track Bluetooth-Beacons are power-supplied, industrial-grade beacons, integrated directly into the store's existing lighting rails and therefore do not require maintenance. This ease of use and the high return on investment make the solution hard to replace.

beaconsmind® is strategically focused on the retail sector, a unique competitive advantage compared to other location-based services players who focus more on asset tracking, supply chains and smart buildings.

Thanks to its focus and specialised retail solution, beaconsmind® enjoys a longstanding and fruitful relationship (c.95% retention rate of installed points of sales) with a diversified customer base from the retail, wholesale, consumer goods, distribution, and food service industries such as Adidas, Manor, Unilever, Depot, Roberto Cavalli, Salling Group, BILKA. The relationship with anchor clients represented ~50% of revenues in 2019. beaconsmind®'s anchor clients' presence in terms of number of stores and geographical reach is summarized below:

During the last 30 years, retailers have experienced a tremendous shift in their business models, and the marketing strategies required to properly address changing customer habits and new forms of buying. Up to the 1990s, retailers only operated with one single channel as customers' traditional way of buying was purely happening in physical stores, and only a minority through catalogue or TV/mail-order.

It was in the beginning of the 2000s with the arrival of the Internet that customers started embracing alternative shopping channels, and in the 2010s, with the democratisation of smartphones, consumers started expecting a seamless purchase experience across all channels available. This last stage is the omni-channel stage in which the Group operates.



As a result of this retail transformation, retailers are facing several challenges in their physical stores:

1. Consumers are frequently using all buying channels and expect a seamless experience across all channels

2. Whilst retailers have heavily invested in their online shopping experience, the physical store experience has not significantly evolved

3. To increase customer loyalty, retailers need an experience which stands out in all channels

4. Siloed marketing infrastructures make it complicated to get messages across

5. Too many technologies exist to drive marketing / sales at POS for them to work together intelligently

beaconsmind® Track Bluetooth Beacon Hardware **beaconsmind® Suite Software**

In order to provide retailers with a tool able to transform the shopping experience in-store and deliver a consistent omni-channel proposition, beaconsmind® has developed a Beacon-based software that helps retailers optimize their marketing strategy both at Point of sale (POS) and Digital Out of Home (DOOH)11.

11 DOOH stands for Digital Out-Of-Home. DOOH includes, among others, urban digital signage techniques and digital indoor signage in shopping centers or airports, for example.

The software has been designed and developed in-house, and maintenance is ensured by employed and remote developers. Hardware Bluetooth beacons are provided by 4 suppliers, based in Germany, Poland and the US.

beaconsmind® is a LBM SaaS full-service provider. It is typically the sole LBM software service and LBM hardware provider for its clients.

beaconsmind® Track Bluetooth Beacon Hardware

Beacons are low-powered transmitters equipped with Bluetooth Low Energy[1] (BLE, also called Bluetooth 4.0/5.0 or Bluetooth Smart) that can be used to deliver proximity-based, context-aware messages. A Beacon transmits signals which allow another device to determine its proximity to the broadcaster. In a store, a Bluetooth Beacon, working together with the retailer's app, determines a customer's exact location in the store. The Beacon does not transmit content; it simply transmits a signal that lets a user's phone or tablet compute what its proximity is to the Beacon.

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[1] Bluetooth Low Energy is a wireless personal area network technology designed and marketed by the Bluetooth Special Interest Group (Bluetooth SIG) aimed at novel applications in the healthcare, fitness, beacons, security, and home entertainment industries.

Comparing to other localisation technologies, Beacons offer the best compromise for retailers. Their localisation accuracy, range and ability to function indoors surpass the other two alternatives, Near Field Communication (NFC)[2] and Global Positioning System (GPS)[3]. In terms of range, beacons are more effective than NFC (too narrow range) and GPS (too broad ranges). Beacons are ideal for precisely locating smartphones and customers indoors, where GPS isn't as effective due to frequent signal issues. Beacons easily communicate with apps on devices when they are indoors. As a comparison, NFC range is up to 5 cm but the optimal range is < 4 cm.

[2] Near-field communication (NFC) is a set of communication protocols for communication between two electronic devices over a distance of 4 cm (11/42 in) or less

[3] system of satellites, computers, and receivers that is able to determine the latitude and longitude of a receiver on Earth by calculating the time difference for signals from different satellites to reach the receiver

With BLE technology, beacons have a significantly larger range, of approximately 70 m.

	NFC	beaconsmind® Track Bluetooth Beacons	GPS
Localisation accuracy	Within 5 cm	**Within 50 cm**	Within 2-5 m
Optimal range	< 4 cm	**Up to 70m**	N.A
Indoors	Yes	**Yes**	With issues

A typical scenario of Track Bluetooth Beacons location-based marketing application inside a retail store environment would be the following:

1. Bluetooth Beacons are installed and the beaconsmind® Suite is configured with dashboards and marketing campaigns

2. Mobile devices approaching the beacon will recognize the signal sent by the Bluetooth Beacon

3. The customers mobile app will display personalized messages based on the marketing campaign set up in the beaconsmind® Suite.

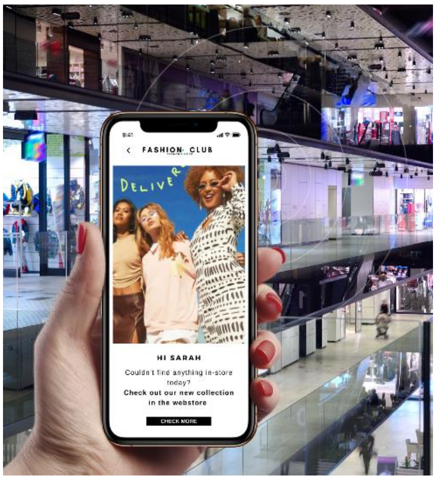
Use cases of the beaconsmind® Solution

The marketing campaigns set up by the retailer in the Suite allow for personalised interaction with customers based on a rich set of proprietary data captured by the software: visits, purchase history, demographics etc.

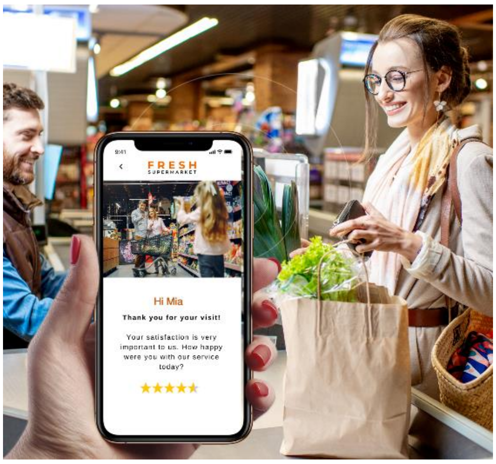
These messages have several outcomes:

Increasing Footfall at Point of sale, through local, targeted customer

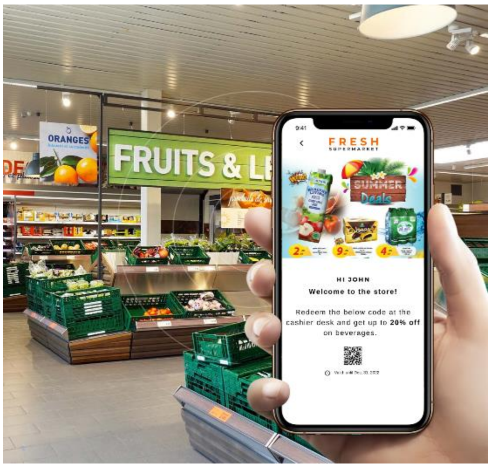
Connecting Point-of-Sale and Social Media to turn store visitors into fans and followers



Connecting Point-of-Sale and Social Media to turn store visitors into fans and followers

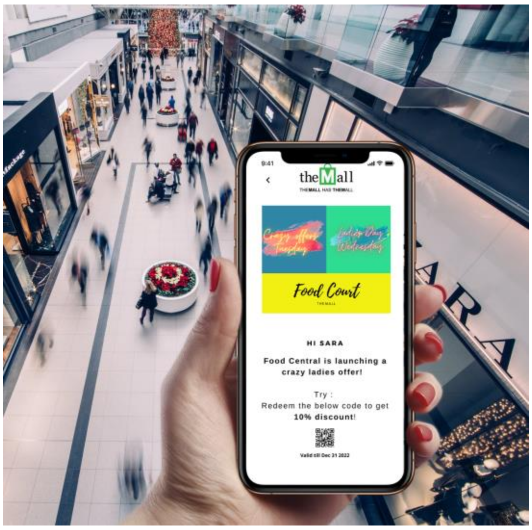


Increasing Return Visits and Customer Attention at Point-of-Sale thanks to relevant push notifications[4] based on visit and purchase data



[4] Message that pops up on a mobile device.

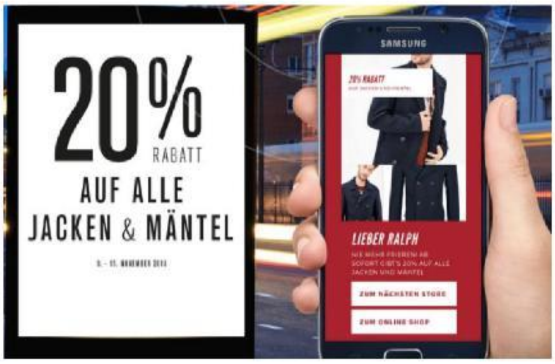
Using Shop Windows as Digital Retail Space. Local contact with customers after closing time to increase revenue and sales in the online shop



Local Customer Identification Via Smartwatch so that great customers become even better customers

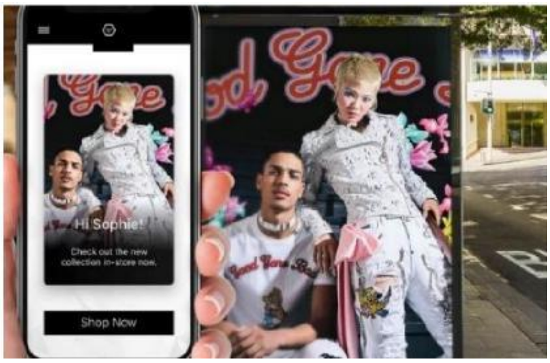
Thanks to the personalized push notifications displayed on their phones, customers may enter the store instead of walking past it. They can purchase online, buy a product in store, profit from a discount, be directed to a specific area of the store that is relevant to them; all these actions are then fed to the beaconsmind® Suite which then helps the retailer to personalize its marketing strategy and improve sales and profits. Beacons also play a role out of home, with the personalised customer notifications having the following effects:

Connecting Outdoor Media Advertising[5] and Online Shops tracking ad impressions and generating conversions in digital media screens



Tracking reach and boosting ad campaigns

This location-based marketing approach allows clients to measure for the first time their outdoor media performance, allowing retailers to differentiate themselves while staying top of mind.



Dependence on intellectual property or contracts

The Company is not dependent on any specific licenses, patents, industrial, commercial or financing agreements or new manufacturing processes.

Legal disputes and litigation proceedings

Except as described above, the Company is not aware of any material legal disputes that may impact its assets and liabilities, financial position or profits and losses.

Changes in Financial Position

There have been the following significant changes in the Company's financial position that occurred since the publication of its last financial statements:

The Company was able to close a financing round through a capital increase from authorized capital in the amount of c. CHF 5.8m (EUR 5.7m) as of 16 December 2021, against the issuance of 580,000 Shares, increasing the share capital from CHF 210,888.40 to a new total of CHF 268,888.40. The

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5 Outdoor advertising, also known as out-of-home advertising, is advertising that reaches consumers when they are outside their homes.

contribution of c. CHF 5.8m will flow to the Company as equity and will increase the capital contribution reserve from c. CHF 8.9m to a new c. CHF 14.7m.

As of the date of this inclusion document, the Company has no off-balance sheet arrangements.

3. Key financial information

The financial information contained in the following sections has been taken or derived from the Financial Statements, which were prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union, or the Company's internal reporting system.

3.1. Condensed Balance Sheet

CHF	**30.06.2021**	**30.06.2020**
Assets		
Non-current assets		
Property, plant and equipment and Intangible assets	157'846	81'432
Right-of-use assets	130'303	90'607
Deferred tax assets	8'355	6'135
Total non-current assets	**296'504**	**178'174**
Current assets		
Trade and other receivables	117'215	33'387
Prepaid expenses and Inventories	67'789	33'141
Cash and cash equivalents	675'349	68'472
Total current assets	**860'353**	**135'000**
Total assets	**1'156'858**	**313'174**
Equity and Liabilities		
Equity		
Shareholders equity	**342'832**	**(247'909)**
Non-current liabilities		
Employee benefit obligations	42'262	31'651
Borrowings, lease liablities and other non -current liablities	128'241	158'897
Deferred income	16'171	26'929
Total non-current liabilities	**186'674**	**217'477**
Current liabilities		
Borrowings and lease liabilities	125'820	68'401
Trade and other payables	129'627	188'938
Accrued expenses and deferred income	371'904	86'266
Total current liabilities	**627'351**	**343'605**
Total liabilities	**814'026**	**561'083**
Total equity and liabilities	**1'156'858**	**313'174**

Liquidity

The cash balances significantly increased from CHF 3,730 as per 1 July 2019 to CHF 675,349 as per 30 June 2021.

In another round of financing, the Company has generated CHF 5.8 million in cash through an equity increase, which will secure financing for the next 36 months. This funding round was closed after the balance sheet date in December 2021. The Company is still fully equity- financed.

3.2 Condensed income statement

CHF	**1 July 2020 - 30 June 2021**	**1 July 2019 - 30 June 2020**
Net Revenue	**568'526**	**474'122**
Direct cost	(34'770)	(79'571)
Personnel expenses	(563'285)	(294'337)
Other operating expenses	(4'622'693)	(2'608'105)
Loss before interest, taxes, depreciation and amortisation (EBITDA)	**(4'652'223)**	**(2'507'892)**
Depreciation, amortisation and impairment	(119'517)	(84'420)
Loss before interest and taxes (EBIT)	**(4'771'740)**	**(2'592'312)**
Financial expenses	(12'057)	(11'920)
Loss before income taxes	**(4'783'797)**	**(2'604'232)**
Income tax	(817)	1'731
Loss for the period	**(4'784'614)**	**(2'602'501)**

Net revenue:

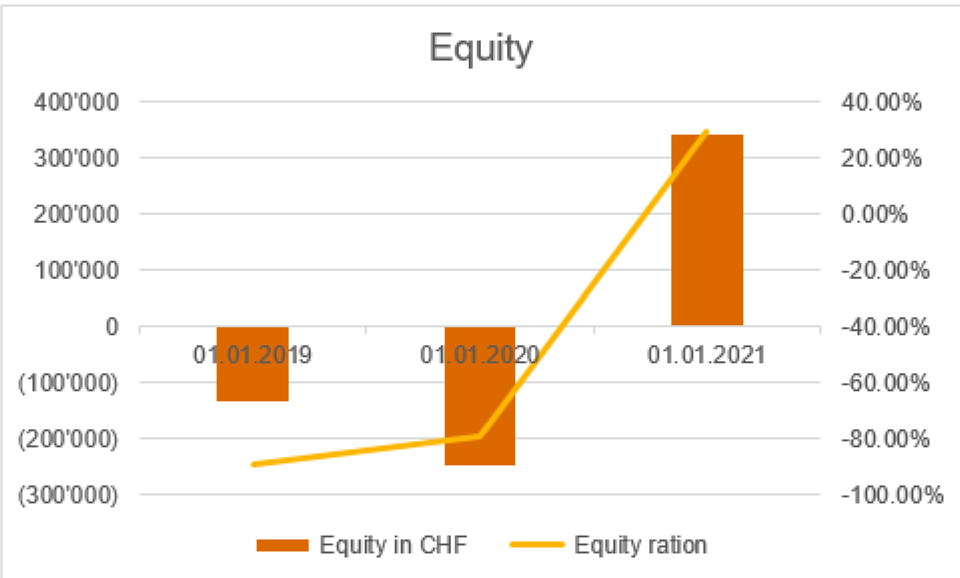
Net revenues significantly increased by 20% from CHF 474,122 to CHF 568,526. This increase clearly reflects the positive business development in the last two years. The Company is firmly convinced that they are able to maintain this positive trend in the coming years.

3.3 Condensed equity statement

CHF	Attributable to owners of the Share capital	Capital reserve	Retained earnings	Total equity
At 1 July 2019	**179'244**	**1'045'535**	**(1'358'420)**	**(133'641)**
Other comprehensive loss, net of tax	-	-	(7'147)	**(7'147)**
Total comprehensive income for the period	-	-	**(2'603'861)**	**(2'603'861)**
Dividends provided for or paid during the period	-	-	-	-
Transactions with owners of the Company	**1'900**	**944'903**	-	**946'803**
At 30 June 2020	**181'144**	**1'990'438**	**(3'962'281)**	**(1'790'699)**
Other comprehensive loss, net of tax	-	-	(11'698)	**(11'698)**
Total comprehensive income for the period	-	-	**(4'796'312)**	**(4'796'312)**
Capital increase	29'744	3'464'164	-	**3'493'908**
Dividends provided for or paid during the period	-	-	-	-
Transactions with owners of the Company	**29'744**	**3'464'164**	-	**3'493'908**
At 30 June 2021	**210'888**	**8'890'537**	**(8'758'593)**	**342'832**

The equity situation also shows a stable positive trend over the last three years. The financing of the business activities was always secured and the equity ratio has been steadily increased over the past three years through various rounds of financing:

	30.06.2021	**30.06.2020**	**01.07.2019**
Equity in CHF	342'832	(247'909)	(133'641)
Equity ration	29.63%	-79.16%	-89.23%



3.4 Condensed cash flow statement

CHF	2021	2020
Cash generated from operations before interest and taxes	(2'087'610)	(383'806)
Interest paid	(7'086)	(3'593)
Income tax paid	(293)	(461)
Net cash received from operating activities	**(2'094'989)**	**(387'861)**
Purchase of property, plant and equipment and intangible assets	(133'352)	(70'629)
Net cash used for investing activities	**(133'352)**	**(70'629)**
Proceeds from capital increase	2'908'708	469'903
Proceeds from borrowings	(8'163)	77'921
Payment of lease liabilities	(64'719)	(24'593)
Net cash used for financing activities	**2'835'826**	**523'231**
Effect of currency translation on cash	(610)	0
Net (decrease) / increase in cash and cash equivalents	**606'877**	**64'742**
Cash and cash equivalents at 1 July	**68'472**	**3'730**
Cash and cash equivalents at 30 June	**675'349**	**68'472**

Total cash flow significantly increased by 837% or CHF 542,135 to CHF 606,877 for the financial year ended 30 June 2021.

Even cash received from operating activities is still negative, the Company generated cash out of financing of activities in more than sufficient amounts to cover the cash needed for operating and investing activities. In the last two financial years the Company was fully financed at any time.

4. Publication of financial reports

The financial statements and management reports submitted pursuant to § 17 para. 3 lit. c) and d) of the General Terms and Conditions of Deutsche Börse AG for the Regulated Unofficial Market (*Freiverkehr*) on the Frankfurt Stock Exchange have been published and can be accessed on the Company's website, at www.beaconsmind.com/investor-relations (via Financial Documents).

5. Working capital statement

In the Company's opinion, its working capital is sufficient for its present requirements.

6. Short description of essential risk factors specific to the Issuer

Only those risks are described below which are specific to the Group and/or the Shares and which are of material importance. The order of the risk factors does not indicate the importance of a specific risk.

Risks related to the Issuer's growth strategy and management

The Company intends to pursue a growth strategy mainly based on the development of strategic client accounts and on the broadening of its clients and customer base either in markets it has already developed a consistent know how and track record as in new countries as per clients' requests.

According to the Company's management, the Company's envisaged growth strategy, together with the investments planned, should lead to an expansion of the current organizational structure specially for the sales activity. In this context, the Company will probably need to restructure its organizational model and internal procedures, adapt the working capital management policies to its new condition, and obtain adequate financial resources to cover the financial needs related to the growth and expansion strategy of the Company. If the Company results not to be able to efficiently and appropriately manage the growth process, adapt its organizational model to the increased management complexity, and cover its financial needs, this could have material adverse effects on the Company's business, the implementation of the targeted business plan presented in this document and on its financial, economic and asset situation.

The expansion into new international markets where the Group has limited or no experience should have limited risks considering that the main value of the Group's proposition resides in its software and platform which is already developed and operated out of its headquarters in Zürich. However, should the Company fail to deploy and manage its operations, especially in the first steps of its value proposition, the installation of the devices, which is outsourced through a number of suppliers, its business may suffer. In addition, as the Group's international operations will increase in the future, its expenses will be more and more denominated in currencies other than the Swiss Franc or Euro, so that operating results may be more greatly affected by fluctuations in the exchange rates of the currencies in which the Group does business. In addition, the Group is subject to a variety of risks inherent in doing business internationally, including:

- political, social, and economic instability;
- risk related to the legal and regulatory environment in foreign jurisdiction, including with respect to privacy, and unexpected changes in laws, regulatory requirements and enforcement;
- potential damage to brand and reputation due to compliance with local laws, including potential censorship and requirements to provide user information to local authorities;
- fluctuations in currency exchange rates;
- higher level of credit risk and payment fraud as well as credit card charge backs;
- complying with multiple tax jurisdiction, including VAT;
- enhanced difficulty of integrating any potential foreign acquisition;
- complying with a variety of foreign laws, including certain employment laws requiring national collective bargaining

agreements that set minimum salaries, benefits, working conditions and termination requirements; reduced protection for intellectual-property right in some countries;

- difficulties in staffing and managing global operations and the increased travel, infrastructure and compliance costs associated with multiple international locations;
- regulations that might add difficulties in repatriating cash earned outside of Switzerland and otherwise preventing us from freely moving cash;
- complying with statutory equity regulation

Risks related to markets dynamics

The Group's market, the location-based marketing (LBM), is characterized by a consistent increase during the last 5 years due to, on the one hand, a change in retail consumption switching from a multi-channel to an omni-channel sales approach, motivated partly by an increase of the use of smart phones, and on the other hand an increase in the budgets allocated by retailers to location based marketing services.

The location based marketing industry is in an early development stage, meaning it is still a niche market with few competitors and with significant growth perspectives. However, considering it hasn't consolidated itself yet among retailers and other potential clients, could expect that a negative macroeconomic environment could have a negative impact on the industry dragged by a reduction in marketing budgets. A said reduction in marketing budgets could materialize in many ways including (i) Companies excluding location based marketing services completely from its budgets as many potential clients are not yet familiarized with the product and prefer to allocate their budgets differently, or (i) Companies delaying the implementation or reducing contracted location based marketing services only to basic features.

Should the Group be unable to adapt to the market's dynamics, this could have material adverse effects on the Group's business and on its financial, economic and asset situation.

Risks related to market competition

The market in which the Group operates is characterized by a low level of competition with few independent players and few well known competitors being acquired by large international players from the Tech and Media space with greater available resources. As a result of such acquisitions current competitors might be able to react more quickly to new customer needs, by devoting greater resources to the sale of their products and services, initiate or withstand substantial price competition, take advantage of other opportunities more readily or develop and expand their offerings more quickly.

Some current competitors of the Group have or may have greater financial resources and achieve higher market shares than the Group. The strengthening of competitive pressure and the eventual inadequacy of the countermeasures adopted could lead the Group to amend and/or resize its development targets.

Competing against global players which have greater financial and technical resources and the ability to rapidly launch new products and features represents constant uphill battle for the Group.

The Group's competitors may have various competitive advantages, such as brand and name recognition, a longer operating history or even a larger customer base. The shareholder base, their financial capacity and their reputation and expertise within the technological and marketing space may play a key differentiation factor as well. The Group may face as well other points for competition related to its resources and its capacity to fund its operations, strategic acquisitions and developments, increasing its current capacity or offering complementary services or upgrading its current product offering

Should current and potential competitors engage in cooperative relationships among themselves or with third parties, that might further enhance their resources.

If the Group results to be unable to face the market competition or the entrance of new operators into the sector, this could have material adverse effects on the Group's business, and on its financial, economic and asset situation. Although there are some barriers to entry from a technological point of view as from a pure industry know-how and client relationship development point of view, should the Group's business model be imitated by a competitor, this could potentially have a detrimental effect on the Group's sales potential.

Risk related to hardware suppliers & installation companies

At the present time, the Group depends on two main types of suppliers: (i) hardware/device suppliers and (ii) companies providing installation services of the devices.

On the hardware side the Group counts with 2 main suppliers. Current and projected production capacity is currently meeting expectations, however, should suppliers start working with other companies to the detriment of the Group, this could have a negative impact on the capacity to provide the devices in time and number. Should as well the hardware suppliers decide to stop working with the Group, or decide to increase their prices, the Group's costs and results of operations would be adversely affected.

Regarding installation service companies, the Group does currently work with 2 suppliers. Considering the Company's growth strategy both in terms of number of new clients as well as in terms of geographical reach, there are many considerable risks that could harm the Company's strategic development and its current and potential client relationships, including: (i) capacity to deploy the requested workforce in time and space being able to assure the quality of the installation (ii) learning capacity to properly install the devices. Current projected growth implies a significant increase of new clients and therefore of devices to be installed, meaning a considerable installation workforce to be mobilised. Should an elevated number of expected clients' requests arrive all on the same time and the installation services supplier not be able to deploy the requested workforce, it could have at least an impact on the time to deliver the product implying a deterioration of the relationship with the client. Furthermore, considering installation services are externally provided operational risks should be taken into account. A deteriorated learning curve on how to install the devices could lead as well to unsatisfied client relationships having a material adverse effect on the Group's business, and on its financial, economic situation. Should installation suppliers start working with other companies to the detriment of the Group, this could have a negative impact on the capacity to generate revenue. Should as well the suppliers decide to stop working with the Group, or decide to increase their prices, the Group costs and results of operations would be adversely affected.

Risk related to dependency on major clients

At the present time, the Group has ~12 clients. The Group has a strong anchor clients dependency but with the fact that there are general contracts in place that allows to assure the retention of those clients. Should those anchor clients choose to change or continue with another location-based marketing services provider, there is no contract in place that prevents him from doing that, which means that the Group's revenues are highly dependent on its main client's budgets and willingness to pursue the relationship. Bargaining power is also very limited. The clients can stop, change or continue the relationship with another provider. Today, the Group plans to diversify its client base incorporating at least 3 new global accounts and reduce client dependency.

Clients do generally have a global presence implying that commercial practices will have to be framed in general by commercial contracts, which will be regularly reviewed. The Group will contribute its best efforts but cannot guarantee that it will be able to anticipate future customer and market needs and opportunities or to be able to develop product enhancements or new products to meet such needs or opportunities in a timely manner, if at all. Even if it is able to anticipate, develop and commercially introduce enhancements and new products, there can be no assurance, that enhancements or new products will achieve widespread acceptance within existing and future customers.

The Group's location-based marketing software / platform could fail to attain sufficient market acceptance for many reasons. An increased use of competitor's products instead of the Group's ones motivated by an earlier product introduction or simply by a greater product perception by the client, or competitors marketing similar products with a replicated business model would quickly harm the Group's results and development strategy. Should the Group face any type of errors in its systems / IT platform, any delays in the installation of its products or in future product enhancements, it will most probably imply competitors gaining market share against the Group. But not only from a product point of view, but more a reputational one, should the Group not pay enough attention to any concern about privacy implications, safety, security of the information collected or any reputational event, it would have a significant impact on its clients' perception and ultimately on its business and financial results. In brief, should the Group fail to anticipate market requirements or fails to further develop the product, platform, features and its offerings in a timely manner, it could cause it to lose existing customers and prevent it from gaining new customers, which would significantly harm its business, financial condition and result of operations.

Risk related to the technological platforms

The Group depends on effectively operating with mobile devices, hardware, networks, regulations, and standards that are out of the control of the Group. Changes in those operating systems, hardware, networks, regulations, or standards may seriously harm the Group's ability to deliver its product and therefore putting under pressure the Group's growth, retention, and client engagement and ultimately negatively affecting its operations and business results.

Location based marketing services do by definition rely on customer's clients using smart phones with Bluetooth connectivity. The adoption of any laws or regulations that would adversely affect the growth, popularity, or use of Bluetooth connected smart phones, would decrease the demand for the Group's products and services. Linked to the Bluetooth technology, any negative impact that this technology will face will directly impact the Group's ability to deliver its products and services. Whether for health reasons, safety concerns, or otherwise, any decrease in the adoption of the technology in personal devices will have a negative impact on the Group which may not be able to deliver its products and services at all.

Another technological risk is the potential emergence of new technologies that could replace the current Bluetooth technology, on which the Group's products and services are based. The Group may not be able to adapt its products or services to any new technology and therefore suffer a significant negative impact to its prospects.

Furthermore, a significant risk the Group will be facing, will be that of online attacks, hacks, spam, virus and other digital threats that may affect the Group in many different ways such as: shutting down the Group's platform, stealing data and information collected by the Group, sending misleading information about customers harming the Group's brand and reputation or even executing fraudulent transactions as a result of data theft.

Risk related to future potential acquisitions and joint ventures

The Company may plan any acquisition and or joint venture in the short term. The Company may incorporate new entities and / or form joint ventures, which could require significant management attention, disrupt its business, dilute its stockholders, and harm its business.

Instead of acquiring existing companies the Company may decide to incorporate new entities to launch new products, technologies and services. Newly incorporated entities may be 100% subsidiaries, minority investments or joint ventures with third parties including other investors, partners or management teams.

The Company's ability to found new entities and successfully integrate and pair with them is unproven. In the future, the company may not be able to find suitable opportunities, and the Company may not be able to complete launches or team integrations on favourable terms, if at all. The Company's future incorporations or Joint Ventures may not achieve its goals, and any future transaction the Company completes could be viewed negatively by users, advertisers, partners, or investors. In addition, if the Company fails to successfully close transactions or integrate new teams, or integrate the products and technologies associated with these incorporations, its business could be harmed. Any integration or collaboration process may require significant time and resources, and the Company may not be able to manage the process successfully.

Risk related to customer creditworthiness

Group's clients are usually multinational retailers or franchised store retailers. One-off revenues (installation and set-up of hardware and connectivity to platform) are usually but not always paid in advance by the customers. Regarding recurrent revenues for the use of the Group's platform, revenues will be paid either on a monthly or annual basis. Should any client encounter difficulties to pay, the Group may have to grant an extension for the non-payment as a commercial gesture or to shut down customer's access to the platform. The financial loss as result of the deterioration of the customer's creditworthiness may harm the viability of the Company.

Risk related to the freelance collaborators

Outside of the full-time employees (as defined for legal, tax and social security purposes), many collaborators are externally hired and working remotely. Although this allows the Company to keep an agile and sufficiently light structure, there is a potential risk that the relationships could be reclassified as subordinate employment relationships, with the law, tax and social security consequences typical for such events (i.e. social security payments omitted majored of interest and administrative fines). The occurrence of these events could have material negative effects on the Group's business and on its financial, economic and asset situation.

Risk related to image & reputation

The Company's brand and reputation are highly important, being one of the key assets of the Company for the consolidation within the market, recognition over competitors and gain of market share. The Company enjoys an outstanding reputation among its clients with predominant presence in Switzerland, Europe and the US, as it pays great attention to the quality of its products and the needs of its customers.

However, there is a risk that negative information of the Company's products and services and operational activities, founded or unfounded, may spread, having an adverse effect on the Company's business sometimes leading to litigations or other legal procedures. The occurrence of these events could have material negative effects on the Company's business and on its financial, economic and asset situation.

Risk related to intellectual property

The value of the Company's brands and other intangible assets may be diminished, and business seriously harmed, should the Company be unable to protect its intellectual property.

The Company protects its confidential proprietary information, in part, by entering into confidentiality agreements and invention assignment agreements with all its clients, partners, employees, consultants, advisors, and any third parties with access or contribution to the Company's proprietary know-how, information, or technology. It also relies on trademark, copyright, trade secret, and domain-name-protection laws to protect its proprietary rights. For the time being the Company has not foreseen to acquire any patent. Third parties may knowingly or unknowingly infringe the Company's proprietary rights, they may challenge proprietary rights held by the Company, and future trademark and patent applications may not be approved. In addition, effective intellectual property protection may not be available in every country in which the Company operates or intends to operate its business, however an effective protection can be expected across the different geographies as a result of a global client relationship having the same product/software installed across each POS. The Company may as well be required to expend significant time and expense to prevent infringement or to enforce its rights. Although it has taken measures to protect its proprietary rights, there can be no assurance that others will not offer products or concepts that are substantially similar, or copied, and therefore compete with the Company's business. In addition, the Company may include open-source software in its products, and from time to time, may face claims from third parties claiming ownership of, or demanding release of, the open-source software or derivative works that the Company has developed using such software, which could include proprietary source code. These claims could result in litigation and could require the Company to make its software source code freely available, seek licenses from third parties to continue offering its products for certain uses, or cease offering the products associated with such software unless and until we can re-engineer them to avoid infringement, which may be very costly. Should the Company be unable to protect its proprietary rights or prevent unauthorized use or appropriation by third parties, the value of the brand and other intangible assets may be diminished, and competitors may be able to more effectively copy the products and services of the Company. Any of these events could seriously harm the Company's business.

Risks related to infringement of intellectual property of third parties

beaconsmind® may use or interact with intellectual property and systems that come from third parties and this could translate in a risk for the Group. The Group is currently using hardware and software that have intellectual property protected by third Parties, for example Microsoft Azure and the various beacons the Group uses. The Group operates under the premise that the source code of the beaconsmind® Suite based on Microsoft Azure is intellectual property of beaconsmind® itself. Furthermore, the Group is integrating into its clients' systems, websites and applications and as these software platforms may be protected by intellectual property rights, there is a risk that the Group be legally challenged from its interaction with those systems, which could hurt its business and reputation.

Risks related to the collection, storage and processing of personal data by the Group

By carrying out its business activities, the Group comes into possession, collects, stores and processes personal data of its clients, employees, and client's customers, with the obligation to comply with the current EU and Swiss applicable regulations. As of the date hereof, the personal data of the Group's employees and customers are processed in substantial compliance with applicable regulations and are stored in the premises of the Group. The

Group has also adopted internal procedures and measures to regulate access to and processing of data by its personnel to avoid violations.

Notwithstanding the foregoing, the Group remains exposed to the risk that the procedures implemented and the measures adopted might prove to be inadequate and/or that the necessary privacy safeguards might not be correctly implemented with reference to the different business areas, thus determining that the relevant data might be damaged, lost, stolen, disclosed or processed for unauthorized purposes.

In particular, on 14 April 2016, the EU General Data Protection Regulation 2016/679 ("**GDPR**") was adopted to set a common personal data regulatory framework for all the EU countries. The GDPR was implemented on 25 May 2018. As of the date hereof, the Group has adapted its internal personal data policies to GDPR requirements.

Furthermore, some countries and legislations where the Group will operate may consider the software and hardware as spying devices, and may implement legal, penal or any other types of sanctions against the Group. Whilst the Group aims to receive all required approvals before operating in a certain legislation, any changes in the local sentiment may lead to unfavourable rulings. Similarly, individual consumer sentiment about the software and beacon technology may change for the worst, and on basis of privacy reasons or any other reason, may lead to destruction, removal or stop in usage of the Group's products and services. The occurrence of these circumstances could have a negative impact on the Group's activities and reputation and determine the imposition to the Group of administrative fines or penalties. This could have material adverse effects on the Group's business and on its financial, economic and asset situation.

Risks related to the inability of the Group to attract and retain key personnel

The Group's success and growth strategy depends in a large part on its ability to attract, retain and motivate within its management team highly skilled individuals who have expertise in the business sector in which the Group operates. There can be no assurance that the Group will continue to attract or retain the qualified personnel needed for its business. Competition for qualified senior managers in the Group's industry will be intensifying, and the availability of persons with the requisite knowledge and relevant experience will be more limited.

The Group may not be able to hire and retain such personnel at compensation levels consistent with its compensation structure. Some of the Group's competitors may be able to offer more attractive terms of employment. The inability to attract or retain qualified personnel could have material adverse effects on the Group's business and on its financial, economic and asset situation.

Furthermore, the Group's performance depends on favourable labour relations with its employees and compliance with labour laws in the countries where it has employees and plans to hire new employees. Any deterioration of current relations or increase in labour costs due to compliance with labour laws could adversely affect the Group's business.

Dependence on key personnel and loss of such key personnel may have negative impact on the operations and profitability of the Group.

The success of the Company depends in part on the continued service of its key personnel, particularly Max Weiland, CEO, Chairman and member of the Board of Directors. There is little risk that he may choose to leave the Company, however, should this event arrive it would have a material impact for the Company in terms of revenue and profitability (key relationships, operational execution as well as retention of other personnel).

Risks related to compliance with environmental and safety regulations

The Group is subject to laws and regulations regarding environmental protection and safety in the workplace in relation to the operating procedures for carrying out its activities. The Group's management believes that, as of the date hereof, its activities are carried out in substantial compliance with existing environmental legislation and legislation on safety and health in the workplace, without any serious situations of non-compliance. However, it cannot be excluded that potential violations due to an insufficient system of prevention and protection and management powers to the Group's real needs could result in significant administrative fines, of a monetary or inhibitory nature against the Company or penalties against Company's directors.

In addition, it cannot be excluded that the individual risks referred to above might not be covered by the insurance policies currently in force or that the relevant coverage proves to be insufficient to cover damage that might concretely arise from time to time, thus exposing the Company to payment of a portion or the entire amount due in relation to the occurrence of the relevant event. The occurrence of these circumstances could have potential material adverse effects on the Company's business and on its financial, economic and asset situation.

Risk related to obligations as a public company

Though the constraints are lower than those applicable for a company listed on a regulated market, as a public company, the Company will incur significant legal, accounting, audit, reporting and other expenses in connection with its obligations under applicable securities laws, including the internal and external costs of maintaining the system of internal controls as well as the costs of preparing and distributing periodic public reports, including financial statements and notes, and including the costs related to the ongoing reporting obligations under the EU regulation N°596/2014 of the European Parliament dated 16 April 2014 on market abuse. Effective internal controls are necessary for the Company to provide reliable financial reports and, together with adequate disclosure controls and procedures, are designed to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could cause the Company to fail to meet its reporting obligations.

In addition, changing laws, rules and regulations relating to corporate governance and public disclosure, including regulations implemented by Euronext for companies listed on the Euronext Access+ market, increase the Company's legal and financial costs, including costs relating to monitoring, evaluating and complying with such laws, rules and regulations.

These laws, rules and regulations are subject to varying interpretations and may evolve over time as new guidance is provided by regulatory and governing bodies, which may result in increased compliance and governance costs and the diversion of management resources. If the Company's efforts to comply with such laws, rules and regulations are not successful, it could be subject to fines, penalties or regulatory proceedings, which can be time consuming and costly to litigate and could lead to negative publicity. If any of these risks occur, or if these requirements divert the management's attention from other business concerns, they could have a material adverse effect on the Company's business, financial condition and results of operations.

7. Short description of the Issuer’s administrative, management and supervisory bodies

According to its Articles of Association, the Company has a one-tier system with one administrative body (Board of Directors). There is no further supervisory body besides the Board of Directors.

The Board of Directors shall consist of at most 5 members.

The Board of Directors has, in particular, the following non-delegable and inalienable duties:

- the ultimate direction of the business of the Company and the issuance of the necessary instructions;
- the determination of the organization of the Company;
- the regulation of accounting, financial control and financial planning;
- the appointment and removal of the persons entrusted with the management and representation of the Company;
- the ultimate supervision of the persons entrusted with the management of the Company, specifically in view of their compliance with law, these Articles of Association, the regulations and directives;
- the preparation of the business report and the compensation report as well as the preparation of the Shareholders Meeting and the implementation of their resolutions;
- the adoption of resolutions concerning an increase in share capital to the extent that such power is vested in the Board of Directors (art. 651 para. 4 CO) and of resolutions concerning the confirmation of capital increases and corresponding amendments of the Articles of Association, as well as making the required report on the capital increase;
- the examination of the professional qualifications of the qualified Auditors; and
- notification of the court if liabilities exceed assets.

In addition, the Board of Directors may pass resolutions with respect to all matters that are not reserved to the authority of other corporate bodies by law or under these Articles of Association.

The current members of the Board of Directors are as follows:

Max Weiland is Chairman of the Board of Directors.

Mr. Weiland is a German entrepreneur, based in Switzerland since 2014, specialised in digital marketing for close to 20 years. Mr. Weiland founded beaconsmind® in 2015 and is currently the CEO. Prior to this, Mr. Weiland co-founded eviom Group in 2010, a digital marketing and advertising agency with offices in Switzerland, Germany and China. Mr. Weiland led eviom Group to 2.5M revenue and 50 employees in 5 years, with key accounts like Nestle, Toyota, Tui, FitnessFirst etc. Prior to this, Mr. Weiland was an Associate Professor of Online Marketing for 3 years at the MEDIADESIGN HOCHSCHULE in Munich, Germany. Prior to that, Mr. Weiland worked for the media conglomerate Scout24 in Munich and other leading media agencies.

Jörg Hensen is member of the Board of Directors.

Mr. Hensen is a German Retail-Manager, based in Switzerland, specialised in digital marketing and consulting for close to 25 years. Mr. Hensen was CEO of Dress-For-Less GmbH in Frankfurt, Germany a subsidiary of the German KARSTADT Kaufhof Group. Prior to this, Mr. Hensen co-founded Loomish SA a Swiss-based investment management firm specialised in Lifestyle Tech, focussed on Fashion, Food, Travel and Design Industries. Prior to this, Mr. Hensen was CEO of the Quelle Versand AG a subsidiary of the German Quelle Versand and worked as a CEO for several well-known Swiss ecommerce and retail companies in Switzerland and Germany.

Edwin Navez is member of the Board of Directors.

Mr. Navez is a Swiss Manager, based in Switzerland, specialised in finance, consulting and digital marketing for close to 25 years. Mr. Navez is currently CFO and COO of the Swiss cycling apparel e-commerce ASSOS of Switzerland. Prior to this, Mr. Navez was CFO/COO of the Swiss Fashion Retailer PHILIPP PLEIN and advisor to the CEO of the Fashion Retailer VERSACE for special projects finance and operations. Prior to this, Mr. Navez worked for the Fashion Retailer MICHAEL KORS as VP Finance Europe and Finance Director Europe. Prior to that, Mr. Navez worked for Imerys a world leader in mineral-based specialties for industry as Manager Internal Consulting and Vice President of Finance Graphite Division and other well-known consulting companies such as KPMG.

Michal Krupinski is member of the Board of Directors.

Mr Krupinski is a Polish executive, based in Switzerland and Poland. Until November 2019, Michal Krupinski served as Chief Executive Officer of Bank Pekao, 2nd largest universal bank and a leading corporate and investment bank in Poland. Prior to joining the Bank, held number of senior managerial roles in leading financial institutions. Most recently, as Chief Executive Officer, PZU Group, the region·s largest financial group, repositioned the firm for growth and strengthened its presence in banking. Previously, from

2011, was Head of Global Banking and Markets for Central and Eastern Europe at Bank of America Merrill Lynch, responsible for M&A projects, financing and capital advisory. Also has broad-based public sector experience. 2008-11, Alternate Executive Director of the Board of Directors, World Bank Group, Washington. Prior to this, served as Undersecretary of State in the Ministry of Treasury. Graduate, Warsaw School of Economics, KU Leuven; MBA, Columbia University. Young Global Leader, World Economic Forum (2012).

The current members of the Board of Directors received the following fixed compensation in the financial year 2020/2021:

Max Weiland: CHF 13.750

Jörg Hensen: CHF 17.278

Michael Kurpinski: CHF 7.500

Edwin Navez: CHF 13.750

The members of the Board of Directors did not receive any variable compensation for the financial year 2020/2021.

None of the foregoing persons has had convictions in relation to fraudulent offences, any bankruptcies, receiverships or liquidations, any official public incrimination and/or sanctions by statutory or regulatory authorities (including professional bodies) for the previous five years.

III. Essential information about the securities and the inclusion

1. Short description of the securities

The share capital of the Company amounts to CHF 268,888.40 and is divided into 2,688,884 Shares. All Shares are registered shares with a nominal value of CHF 0.10 per Share. The share capital is fully paid-in.

The Shares are intended to be invested in by institutional and retail investors as well as appropriate counterparties pursuing general asset accrual or optimization goals and having a mid-term or long-term investment horizon and basic knowledge or experience with investing in securities. Potential investors may lose some or all of their investment.

All Shares are entitled to a share of any liquidation proceeds or insolvency surplus (if any) at the ratio proportionate to the interest they hold in the share capital.

2. Lock-up agreements

The Shares are currently subject to “lock up” agreements as follows:

Max Weiland, 500,193 Shares until 12 August 2022.

3. Short description of essential risk factors specific to the Shares

Risk related to Swiss regulation of recognition of foreign trading venues

Since 1 January 2019, foreign trading venues where Swiss equity securities are traded must be recognised by the Swiss Financial Market Supervisory Authority FINMA. The background of this is a discussion between Switzerland and the EU on the mutual recognition of foreign trading venues. On 17 November 2021, the Swiss government decided to extend the measure to protect the Swiss stock exchange infrastructure, and has initiated a corresponding legislative procedure. In the event of the continuation of the existing provisions for the protection of Swiss stock exchanges, there is a risk that Deutsche Börse AG would have to suspend trading in shares of beaconsmind AG in the Scale segment if trading were to commence on a Swiss stock exchange.

It cannot be ruled out that a listing on a Swiss stock exchange could also take place without the involvement of beaconsmind AG, even if the Company has undertaken not to take or support any measures that would lead to such a listing.

Dilution risks

To finance its operations, the Company may need to raise funds and issue shares or equity linked securities. Any issuance could result in dilution for the Company's current and future shareholders. Also to be noted, as part of its policy of motivating its managers and employees and in order to attract additional skills, the Company has implemented an incentive Stock Option

Plan, which could in the future lead the Company to issue or grant shares or new financial instruments giving access to the capital of the Company which will result in additional dilution, potentially significant, for the current and future shareholders of the Company.

Risk related to the market and price of Shares

The market for and price of Shares may be highly volatile and may decline suddenly and significantly. Investors may not be able to sell their Shares at or above the purchase price and may lose all or part of their investment.

The market price for and the price of the Shares is highly volatile and may be affected by events involving the Group, its competitors or the financial markets in general. In addition, investors might not be able to sell their Shares at the price which they were purchased at or at a higher price or at all. Factors that could cause this volatility in the market price of its Shares include, but are not limited to:

- the liquidity of the market for the Shares;
- actual or anticipated fluctuations in the Company's user growth, retention, engagement, revenue, or other operating and financial results;
- differences between the Group's actual or projected financial or operating results and those expected by investors and securities analysts, or between such projected results and actual results;
- market expectations for the Group's financial performance;
- future announcements concerning the Company's business and business model;
- change in revenue or earnings estimates and recommendations by securities analysts;
- speculation of the press or investment community:
- actual or anticipated disposals of Shares by shareholders;
- action of competitors,
- lawsuits threatened or filed against the Company, its employees or the Board of Directors;
- litigation or regulatory action involving the Group or industry sectors influencing its business;
- developments in new legislation and pending lawsuits or regulatory actions, including interim or final rulings by judicial or regulatory bodies;
- new laws or regulations, or changes in interpretations of existing laws and regulations affecting the Group's business

- unfavourable press coverage;
- arrival and departure of key personal;
- sale of a large amount of Shares in the public market in the future or the possibility or perception that such sales could occur;
- general market, economic and political conditions; and
- pandemic diseases, natural disasters, terrorist attacks and act of war.

Risk related to the Company´s shareholders

Max Weiland, Chairman and CEO, is one of the Company's largest shareholders, holding c.19% of the Company’s share capital and voting rights as of the date of this inclusion document. This could lead to conflict of interests which could seriously harm the business and the development of the Share price.

Max Weiland is the second largest shareholder as of the date of this inclusion document. Should Max Weiland for whatever reasons sell parts or all its Shares, or make such plans known to the market, this could lead to a decreasing price of the Shares. Even without selling intentions, investors may perceive the dominance of a large shareholder as value reducing and the share price may be negatively impacted.

Risk related to future dividends

The Company has not declared or paid dividends or other distributions so far. The Company has no legal obligation to, and may not, declare distributions on the Shares in the future. In Addition, the Company's ability to declare and pay cash dividends on the Shares is restricted by, among other things, availability of sufficient distributable profits, freely distributable reserves and shareholders' approval. Furthermore, any distribution proposal by the Board of Directors will depend upon the Company's ongoing capital requirements, cash flow generation, general market conditions and other factors. If the Company does not pay any distributions after an investor purchased Shares, capital appreciation, if any, of such Shares, may be the sole source of gain for such investor.

Risk related to exchange rates for the share price

Shareholders may be subject to exchange rate risks. The Shares are quoted in Euros and future payments of dividends, if any, on the Shares will be denominated in Euros. Accordingly, holders of Shares resident outside of the Euro-zone are subject to risks arising from adverse movements in the value of their local currencies against the Euro, which may reduce the value of the Shares, as well as that of any dividends or other distributions paid.

Risk related to the exercise of shareholder rights

Shareholders in certain jurisdictions, including the United States, may not be able to exercise their Rights to acquire further Shares and their ownership and voting interest will be diluted accordingly. U.S. holders of the

Shares may not be able to exercise their Rights unless a registration statement under the Securities Act is effective with respect to such Rights and the related Shares or an exemption from the registration requirement is available. Similar restrictions exist in certain other jurisdictions. The Company does not intend to register the Shares under the U.S. Securities Act or the laws of any other jurisdictions and no assurance can be given that an exemption from such registration requirements will be available to U.S. or other holders of the Shares. To the extent that U.S. or other holders of the Shares are not able to exercise their Rights because no registration statement under the U.S. Securities Act or the laws of another jurisdiction is effective with respect to such Rights and no exemption from the registration requirement is available, the Rights will lapse without compensation and such shareholders' proportionate ownership and voting interest in the Company will be diluted accordingly.

4. Reasons for the inclusion in Scale

The Company wishes to utilize the inclusion of its Shares in the Scale segment in order to broaden the scope of potential investors in its securities. The Company will not receive any proceeds in connection with the subject matter of this inclusion document.

5. Any material interests

Because no new shares of the Company are being issued as part of the listing in the Scale segment of the Frankfurt Stock Exchange, neither the Company nor the Applying Capital Market Partner will receive any securities sales proceeds as a result of the inclusion of the Shares in the Scale segment.

Hauck Aufhäuser Lampe Privatbank AG has been retained to act as Applying Capital Market Partner and will receive a commission in respect of the inclusion of the Shares in the Scale segment. As a result of this contractual relationship, the Applying Capital Market Partner has a financial interest in the subject matter of this inclusion document.

The Board of Directors is in-/ directly invested in the Company. They and the other shareholders of the Company also have an interest in the subject matter of this inclusion document.

Finally, the Company itself has an interest in the subject matter of this inclusion document insofar as it seeks to enhance the liquidity of its securities, increase transparency towards its shareholders and retain their trust, broaden the scope of available financing opportunities and improve the name recognition of the Company.

IV. Statements

A. The undersigned persons responsible for the inclusion document hereby declare on behalf of the Company, that, to the best of their knowledge, the information contained in this inclusion document is in accordance with the facts and that the inclusion document makes no omission likely to affect its import.

For and on behalf of
beaconsmind AG

By: ______________________
Name: Max Weiland
Title: CEO/Chairman of the Board of Directors
Place: Stäfa, Switzerland
Date: 6.4.2022

By: ______________________
Name: Jörg Hensen
Title: Member of the Board of Directors
Place: Stäfa, Switzerland
Date: 6.4.2022

B. The Applying Capital Market Partner hereby declares that, to the best of its knowledge, the information contained in this inclusion document is complete, consistent and comprehensible. A review for factual accuracy has not been carried out.

For and on behalf of
Hauck Aufhäuser Lampe Privatbank AG

By: ______________________
Name: Christian von Dreising
Title: Head of ECM
Place: Frankfurt am Main, Germany
Date: 6.4.2022

By: ______________________
Name: Dr. Christian Weber
Title: Legal
Place: Frankfurt am Main, Germany
Date: 6.4.2022