

LivingPackets SA

Financial Prospectus

for our Profit Sharing Sponsoring Campaign





GOVERNING LAW FOR THE GROUP:

All information and the contractual documentation is governed by and construed according to the laws of Switzerland.

PULLY – SWITZERLAND

LivingPackets SA
Administration, Legal
Avenue C.F. Ramuz 80
1009 Pully

NANTES – FRANCE

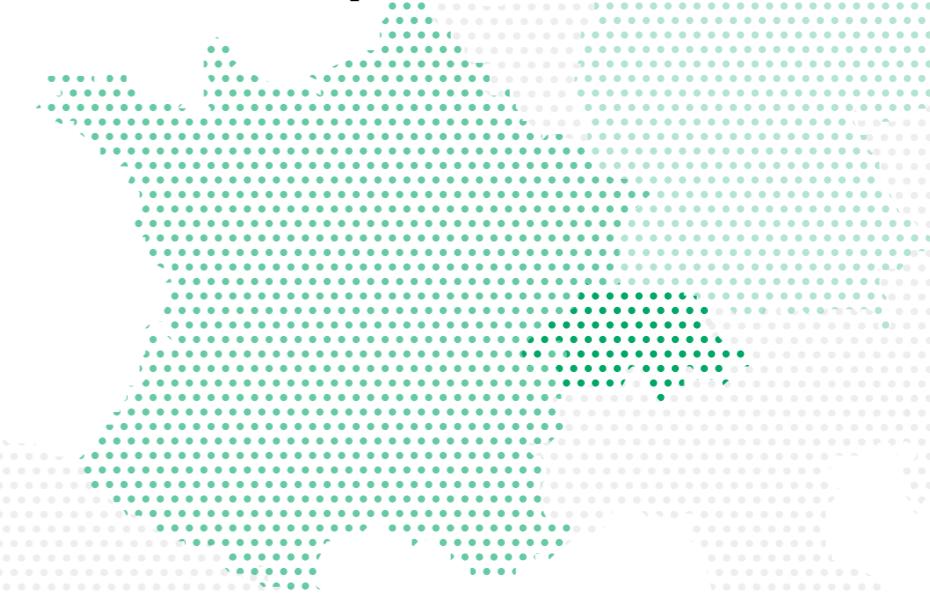
LivingPackets Headquarter
R&D, Production
2 Rue Adrienne Bolland
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BERLIN – GERMANY

LivingPackets Headquarter
Development, Marketing
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10999 Berlin

LivingPackets

A European Group of Startups



NUREMBERG – GERMANY

LivingPackets
Web Design
Fritz-Weider-Straße 1
90451 Nürnberg

PARIS – FRANCE

LivingPackets Paris
Customer Experience
3b Rue Taylor
75010 Paris

AMBERG – GERMANY

LivingPackets
Design
Balanstraße 10
92224 Amberg

Sponsorship Funding Campaign Prospectus

To start the mass production of its sustainable smart packaging solution for eCommerce, THE BOX, LivingPackets SA is launching a sponsorship funding campaign in which an unlimited number of sponsors, individuals or entities, can participate with contributions from EUR 50.00 up to EUR 25'000.

In return for the sponsorships, LivingPackets SA will share with the sponsors 50% of its annual profits (the „**Shared Profits**”), for an unlimited period of time but up to a certain multiple of their sponsorship contribution, as follows:

- The first 10'000 sponsors will be entitled to receive up to **5x** their contribution out of the Shared Profits;
- The first 100'000 sponsors will be entitled to receive up to **4x** their contribution out of the Shared Profits;
- The first 1'000'000 sponsors will be entitled to receive up to **3x** their contribution out of the Shared Profits;
- The first 10'000'000 sponsors will be entitled to receive up to **2x** their contribution out of the Shared Profits;

The following information is provided pursuant to Article 652a of the Swiss code of obligations („**CO**“).

SPONSORED ENTITY

(art. 652a para 1. n°1)

LivingPackets SA, a company limited by shares incorporated on October 16, 2016 under the laws of Switzerland, registered under n° CHE-385.652.744 with the Trade register of the canton of Vaud, Switzerland and having its registered address at Avenue C.F. Ramuz 80, 1009 Pully, Switzerland („**LPSA**“). The scope of LPSA is the distribution, operation and financing of innovative and safe transport solutions and the development and animation of users’ communities, in particular on internet, as well as any services directly or indirectly in relation thereto. Pursuant to a resolution dated October 16, 2016, LPSA is not subject to ordinary audit and has waived any limited audit. The financial statements provided as part of this prospectus have been audited by PricewaterhouseCoopers SA.

SHARE CAPITAL

(art. 652a para 1. n°2)

LPSA has a current and issued share capital of CHF 1'000'000.00 divided into 100'000'000 registered shares with a par value of CHF 0.01 each. The articles of association of LPSA stipulate that registered shares may only be transferred with the consent of the company.

AUTHORIZED OR CONTINGENT

CAPITAL

(art. 652a para 1. n°3)

Article 13 of the articles of associations of LPSA sets forth the following in relation to an authorized or contingent capital increase:

The general meeting may authorize the board of directors to increase the share capital within a period of no more than two years.

The articles of association lay down the nominal amount by which the board of directors may increase the share capital. Such authorized capital may not exceed one-half of the existing share capital.

Further, the articles of association stipulate the

same information as required for an ordinary capital increase, with the exception of the specifications concerning the issue amount, the type of contributions, acquisitions in kind and the date on which the dividend entitlement commences

Within the limits of its authority, the board of directors may carry out share capital increases. In so doing it enacts the necessary provisions where these are not already laid down in the resolution of the general meeting.

Following every capital increase, the board of directors reduces the nominal amount of the authorised capital in the articles of association accordingly.

On expiry of the time limit set for execution of the capital increase, the provision concerning the authorised capital increase is deleted from the articles of association by resolution of the board of directors.

DIVIDEND RIGHTS CERTIFICATES

(art. 652a para 1. n°4)

LPSA has not issued any dividend right certificates.

FINANCIAL STATEMENTS

(art. 652a para 1. n°5)

The annual consolidated financial statements of LPSA as of December 31, 2017 as well as interim consolidated financial statements as of September 30, 2018, including auditor reports, are attached to the present prospectus.

DISTRIBUTED DIVIDENDS

(art. 652a para 1. n°6)

LPSA has not distributed any dividend since its incorporation on October 16, 2016.

RESOLUTION OF THE BOARD OF DIRECTORS

(art. 652a para 1. n°7)

The resolution of the board of directors relating to the launch of LPSA’s sponsorship campaign is attached to the present prospectus.

PROSPECTUS RELATIF À LA CAMPAGNE DE PARRAINAGE

Afin de pouvoir produire en masse sa solution de packaging intelligent et durable pour l'eCommerce, THE BOX, LivingPackets SA lance une campagne de parrainage au cours de laquelle des parrains, personnes physiques ou morales, peuvent participer par des contributions allant d'EUR 50.00 à EUR 25'000.

En échange des parrainages, LivingPackets SA partagera avec ses parrains 50% de ses profits annuels (les „**Profits Partagés**“) durant une période illimitée mais jusqu'à ce qu'un certain multiple de leurs contributions soit atteint comme suit:

- Les 10'000 premiers parrains recevront jusqu'à **5x** leur contribution sur la base des Profits Partagés.
- Les 100'000 premiers parrains recevront jusqu'à **4x** leur contribution sur la base des Profits Partagés.
- Les 1'000'000 premiers parrains recevront jusqu'à **3x** leur contribution sur la base des Profits Partagés.
- Les 10'000'000 premiers parrains recevront jusqu'à **2x** leur contribution sur la base des Profits Partagés.

Les informations suivantes sont fournies en application de l'Article 652a du code Suisse des obligations („**CO**“)

ENTITÉ PARRAINÉE

(art. 652a al. 1 ch.º1)

LivingPackets SA, société anonyme de droit suisse constituée le 16 octobre 2016, enregistrée sous le numéro CHE-385.652.744 auprès du registre du commerce du canton de Vaud et dont l'adresse se trouve à l'Avenue C.F. Ramuz 80, 1009 Pully, Switzerland („**LPSA**“). Le but de LPSA est la commercialisation, l'exploitation et le financement de solutions innovantes et sécurisées en matière de transport et le développement et l'animation de communautés d'utilisateurs, notamment sur internet, ainsi que tous les services s'y rapportant, directement ou indirectement. Selon déclaration du 18 octobre 2016, la société n'est pas soumise à une révision ordinaire et renonce à une révision restreinte. Les états financiers fournis dans le cadre du présent prospectus sont révisés par PricewaterhouseCoopers SA.

CAPITAL-ACTIONS

(art. 652a al. 1 ch.º2)

Le capital-actions actuel et émis de LPSA est de CHF 1'000'000.00, divisé en 100'000'000 actions nominatives d'une valeur nominale de CHF 0.01 chacune.

Les statuts de LPSA prescrivent que le transfert des actions nominatives est subordonné à l'approbation de la société.

CAPITAL AUTORISÉ OU CONDITIONNEL

(art. 652a al. 1 ch.º3)

L'article 13 des statuts de LPSA prévoit ce qui suit au sujet d'une augmentation du capital autorisé ou conditionnel:

L'assemblée générale peut, par une modification des statuts, autoriser le conseil d'administration à augmenter le capital-actions dans un délai n'excédant pas deux ans.

Les statuts indiquent de quel montant nominal le conseil d'administration peut augmenter le capital-actions. Le capital-actions autorisé ne peut être supérieur à la moitié du capital-actions existant avant l'augmentation.

Les statuts contiennent en outre les indications exigées en cas d'augmentation ordinaire du capital-actions, à l'exception de celles qui concernent le prix d'émission, la nature des apports, les reprises de biens et l'époque à compter de laquelle les actions nouvelles donneront droit à des dividendes.

Dans les limites de l'autorisation, le conseil d'administration peut procéder à des augmentations du capital-actions. Il édicte alors les dispositions nécessaires, à moins qu'elles ne figurent dans la décision de l'assemblée.

Après chaque augmentation du capital-actions, le conseil d'administration réduit d'autant le montant nominal du capital-actions autorisé qui figure dans les statuts.

A l'expiration du délai fixé pour l'augmentation autorisée du capital-actions, le conseil d'administration décide la suppression de la disposition statutaire y relative.

BONS DE JOUSSANCE

(art. 652a al. 1 ch.º4)

LPSA n'a émis aucun bon de jouissance.

ÉTATS FINANCIERS

(art. 652a al. 1 ch.º5)

Les comptes annuels consolidés de LPSA au 31 décembre 2017 ainsi que des comptes consolidés intermédiaires au 30 septembre 2018, et les rapports de révision correspondants, sont joints au présent prospectus.

DIVIDENDES DISTRIBUÉS

(art. 652a al. 1 ch.º6)

LPSA n'a pas distribué de dividendes depuis sa création le 16 octobre 2016.

DÉCISION DU CONSEIL D'ADMINISTRATION

(art. 652a al. 1 ch.º7)

La décision du conseil d'administration de LPSA concernant le lancement de la campagne de parrainage est jointe au présent prospectus.

DECISIONS / RESOLUTIONS

du Conseil d'administration / of the Board of directors

de/of LIVINGPACKETS SA, Pully

par voie de circulation / by way of circular

22 novembre 2018 / November 22, 2018

Le Conseil d'administration de LivingPackets SA(ci-après la "Société") est composé des membres suivants:

The Board of directors of LivingPackets SA (hereinafter the "Company") is composed of the following members

Pierre-Alain Cotte, Président / Chairman

Steeve Evard, Administrateur / Director

Thomas Steinmann, Administrateur / Director

Conformément à l'article 26 des statuts de la Société et l'article 713 al. 2 CO, le Conseil d'administration peut prendre des décisions par voie de circulation, signées par les membres du Conseil d'administration.

Pursuant to Article 26 of the articles of association of the Company and Article 713 para. 2 CO, resolutions of the board of directors may be made by way of circular, by written consent to a proposed motion.

1. PRÉAMBULE / PREAMBLE

A. La Société souhaite débuter la production de masse de THE BOX, sa nouvelle solution de packaging intelligent et durable destinée à l'eCommerce.

The Company is willing to start mass production of THE BOX, its new sustainable smart packaging solution for eCommerce.

B. Pour financer cette production de masse, la Société a l'intention de lancer une campagne de parrainage au cours de laquelle chaque parrain intéressé pourra participer avec une contribution allant d'EUR 10.00 à EUR 25'000.00. La Société récompensera ses parrains en partageant avec eux 50% de ses profits jusqu'à ce qu'à un certain multiple de leur contribution.

In order to fund such mass production, the Company has the intention to launch a sponsorship funding campaign pursuant to which any interested sponsors may participate with a contribution from EUR 10.00 up to EUR 25'000.00. The Company will be rewarding its sponsors by sharing 50% of its profits with the sponsors up to a certain multiple of their contributions.

C. Ce multiple est déterminé en fonction du moment de la contribution des parrains comme suit:

Such multiple shall be determined upon the moment of the sponsors' contributions as follows:

Premiers parrains / first sponsors	Multiple de leurs contributions / multiple of their contributions
10'000	5x
100'000	4x
1'000'000	3x
10'000'000	2x

2. DÉCISIONS / RESOLUTIONS

Les soussignés, en leur qualité de membres du conseil d'administration de la Société, décident par la présente de ce qui suit:

The undersigned, in their capacity of members of the board of directors of the Company, hereby resolve that:

2.1. La Société est autorisée à lancer une campagne de parrainage pour la production de masse de THE BOX et à offrir à un nombre indéterminés de parrains intéressés un retour financier égal à jusqu'à 5x leurs contributions aux premiers 10'000 parrains, jusqu'à 4x leurs contributions aux premiers 100'000 parrains, jusqu'à 3x leurs contributions aux premiers 1'000'000 parrains et jusqu'à 2x leurs contributions aux premiers 10'000'000 parrains

The Company is authorized to launch a sponsorship funding campaign for the mass production of THE BOX and to offer to an undetermined amount of interested sponsors rewards of up to 5x their contributions for the first 10'000 sponsors, of up to 4x their contributions for the first 100'000 sponsors, of up to 3x their contributions for the first 1'000'000 sponsors and of up to 2x their contributions for the first 10'000'000 sponsors.

2.2. La Société devra préparer et publier un prospectus conformément à l'Article 652a CO.

The Company shall draft and publish a prospectus in accordance with Article 652a CO.

* * *

Par sa signature sur la présente décision par voie de circulation, chacun des administrateurs déclare qu'il approuve les décisions ci-dessus et confirme qu'il n'a pas requis et ne requiert pas la tenue d'une discussion pour débattre des sujets concernés par cette (ces) décision(s).

By signing this resolution by way of circular of the board of directors of the Company, each director approves the above resolution and confirms that he has not and will not request a discussion on the above.

**SIGNATURES SUR LA PAGE SUIVANTE
SIGNATURES ON THE FOLLOWING PAGE**

S I G N A T U R E P A G E



Pierre-Alain Cotte
Président / *Chairman*
Date: 22.11.2018



Steeve Evard
Administrateur / *Director*
Date: 22.11.2018



Thomas Steinmann
Administrateur / *Director*
Date: 22.11.2018

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Note: The present financial statements date from 2018 and more recent financial statements are currently being audited by the auditing company PwC. We will publish them shortly. Thank you for your patience and understanding.

Note: Les présents états financiers datent de 2018 et des états financiers plus récents sont actuellement vérifiés par la société d'audit PwC. Nous les publierons prochainement. Nous vous remercions de votre patience et de votre compréhension.

Financial Statements

Company **LIVINGPACKETS SA, Pully**
 Financial year **2017**
 Closing date **31.12.2017**

LIVINGPACKETS SA, Pully

Balance sheet as at 31 December
(in Swiss francs)

Assets	Note	2017
Current assets		
Cash and cash equivalents		142'013
Accrued income and prepaid expenses		10'322
Total current assets		152'335
Non-current assets		
Financial assets		117'636
Loans to group companies	1	117'636
Investments	2	1'188'408
Total non-current assets		1'306'044
Total assets		1'458'379
<hr/>		
Liabilities	Note	2017
Long-term liabilities		
Other long-term liabilities -		465'258
due from shareholders		360'687
Conditional provisional commitments		104'571
Total long-term liabilities		465'258
Total liabilities		465'258
Shareholders' equity		
Share capital		1'000'000
Loss for the period		-6'880
Total shareholders' equity		993'120
Total liabilities		1'458'379

LIVINGPACKETS SA, Pully

**Profit and loss statement for the financial period
from 01.10.2016 to 31.12.2017
(in Swiss francs)**

Note	2017
Intellectual property	-16'941
Legal fees & external consulting	-4'823
Earnings before interest and taxes	-21'764
Financial income	26'105
Financial expenses	-10'574
Earnings before taxes	-6'233
Profit/loss before taxes	-6'233
Direct taxes	-647
Loss for the period	-6'880

LIVINGPACKETS SA, Pully

**Notes to the 2017 financial statements
(in Swiss francs)**

Important information on the notes to the financial statements**1 Accounting principles applied in the preparation of the financial statements**

These financial statements have been prepared in accordance with the provisions of commercial accounting as set out in the Swiss Code of Obligations (Art. 957 to 963b CO, effective since 1 January 2013). Significant balance sheet items are accounted for as follows:

Non-current assets

The other financial assets consist of a loan to SAS LIVINGPACKETS France of Chf. 117'635.74 (Eur. 100'166.67) included 2% of annual interest.

2 Details, analyses and explanations to the financial statements

2017				
Name and legal form	Registered office	Capital	Vote	Amount in CHF
SAS LIVINGPACKETS France	Ste Luce Sur Loire	88%	88%	968'616
LIVINGPACKETS UK	London	97%	97%	92'470
LIVINGPACKETS Deutschland GmbH	Nürnberg	85%	85%	127'322
				1'188'408

The company LIVINGPACKETS LTD was created on 18.10.2016. It operates in the field of service instant supply of goods. It is financed by the loans of its main shareholder PA.COTTE SA. The year 2017 saw the creation of the connected bag technology, the www.livingpackets.com website, the LivingPackets service and Livingpackets Guardian mobile applications and associated computer tools. The year 2017 saw the creation of the connected bag technology, the www.livingpackets.com website, the LivingPackets service and Livingpackets Guardian mobile applications and associated computer tools. concerning funding, the launch of the Crowdfunding campaign from 17/03/2017. It has opened French, German and British branches. The year 2018 corresponds to the public launch of mobile applications on store (IOS & Android) and the start of their matchmaking service between Customers and Travellers on the Paris-London line (January) and the Paris-Lille line (August).

3 Other information

The number of full-time equivalents did not exceed 10 on an annual average basis.

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1009 Pully, Switzerland

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