

## SUMMARY OF THIS PROSPECTUS

### Section A - Introduction containing warnings

This Prospectus (the “**Prospectus**”) relates to the offer of fixed-interest, non-subordinated, unsecured notes to the public issued in Euro with the International Securities Identification Number (“**ISIN**”) DE000A30VGV1 in the Federal Republic of Germany (“**Germany**”) and in the Grand Duchy of Luxembourg (“**Luxembourg**”).

Issuer and offeror of the Notes is Meidar GanEden Finance GmbH, Germany, Legal Entity Identifier (“**LEI**”) 984500A7TBFA80CMC221 having its registered office in Taunusanlage 9-10, 60329 Frankfurt am Main, Germany. Its telephone number is +49 69 505 060 4916 and its E-Mail address is: ir@ganeden.de) (the “**Issuer**” or the “**Company**”).

This Prospectus has been approved on 17 November 2022 by the competent authority for the approval of this Prospectus, the *Commission de Surveillance du Secteur Financier* (“**CSSF**”) 283, route d'Arlon, L-1150 Luxembourg, (telephone: +352 26 25 1 - 1 (switchboard), facsimile: +352 26 25 1 - 2601, E-Mail: direction@cssf.lu) in Luxembourg.

This summary (the “**Summary**”) should be read as an introduction to this Prospectus. Any decision to invest in the securities of the Company should be based on consideration of the Prospectus as a whole by the investor. Investors could lose all or part of their invested capital. Where a claim relating to the information contained in this Prospectus is brought before court, the plaintiff investor might, under national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary including any translations thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.

### Section B - Key information on the issuer

#### B.1 Who is the issuer of the securities?

##### *Domicile, legal form, LEI, legislation, country of incorporation*

The Issuer has its registered office at Taunusanlage 9-10, 60329 Frankfurt am Main, Germany. The Issuer was incorporated in the legal form of a limited liability company (*Gesellschaft mit beschränkter Haftung - GmbH*) as a shelf company (*Vorratsgesellschaft*) under the corporate name “Youco F22-H251 Vorrats-GmbH” on 3 March 2022 in Germany and was entered in the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Frankfurt am Main under registration number HRB 126706. The Issuer's LEI number is 984500A7TBFA80CMC221. With resolution of the general meeting of the Issuer dated 3 June 2022, the Issuer was economically activated (*wirtschaftliche Neugründung*) and its corporate name was changed into “Meidar GanEden Finance GmbH”. The Issuer also operates in the market under the trade name “Meidar GanEden”.

##### *The issuer's principal activities*

The Issuer serves as a special purpose vehicle for financing purposes of real estate projects initiated by Meidar GanEden Ltd., Israel (“**Parent Company**”) and thus, the Issuer does not conduct relevant transactions or undertake any other own operational business. Therefore, the Issuer is dependent on the Parent Company.

##### *Identity of the issuer's key managing directors*

The Company's managing director (*Geschäftsführer*) with the sole power of representation (*Einzelvertretungsbefugnis*) is Mr. Doron Schneider.

***The issuer's major shareholders, including whether it is directly or indirectly owned or controlled and by whom***

As at the date of this Prospectus, the entire share capital of the Issuer is held by the Parent Company.

***Identity of the issuer's statutory auditor***

The Issuer's statutory auditor is Mr. Christian Theobald, partner of Küpper, Schaub & Partner mbB Wirtschaftsprüfer – Steuerberater, Ravenéstrasse 40, 56812 Cochem, Germany.

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

The following selected financial information of the Issuer has been taken or derived from the audited opening balance sheet of the Issuer as of 3 March 2022 (the “**Opening Balance Sheet**”). The Opening Balance Sheet was prepared in accordance with provisions of the German Commercial Code (*Handelsgesetzbuch* – “**HGB**”). The Opening Balance Sheet was audited by Mr. Christian Theobald, partner of Küpper, Schaub & Partner mbB - Wirtschaftsprüfer - Steuerberater, Germany, who issued an unqualified audit opinion (*Prüfungsvermerk*) thereon. Mr. Christian Theobald is a member of the Chamber of public auditors (*Wirtschaftsprüferkammer*), Berlin, Germany.

The Issuer's historical financial results are not necessarily indicative of the results that should be expected in the future.

*Opening balance sheet information of the Issuer (balances in EUR) as at 3 March 2022 (date of incorporation)*

<b>ASSETS</b>	<b>EUR</b>	<b>LIABILITIES</b>	<b>EUR</b>
Current assets		Equity	
Cash, bank balances	12,500.00	Subscribed capital ./.	25,000.00
		outstanding, uncalled deposits	12,500.00
<b>Total assets</b>	<b>12,500.00</b>	<b>Total liabilities</b>	<b>12,500.00</b>

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

- The Issuer serves as a special purpose vehicle (“**SPV**”) for financing real estate projects for its Parent Company in Israel and bears risks arising from the financing structure of the Parent Company and its subsidiaries and is therefore dependent e.g. on financial resources and contributions of its Parent Company.
- Given that the Issuer was incorporated as a shelf-company, it only has a very limited operating history and may be subject to risks inherent in early stage companies, which may make it difficult for investors to evaluate its business and prospects.
- The Issuer may face challenges in planning and forecasting accurately as a result of its limited historical data and inexperience in implementing and evaluating its business strategies. The potential inability to successfully address these risks, difficulties and challenges as a result of its inexperience and limited operating history may have a negative impact on the Issuer's ability to implement its strategic initiatives, which may have a material adverse effect on its business, prospects, financial condition and results of operations.
- The Issuer's managing director (*Geschäftsführer*), Mr. Doron Schneider, is also a shareholder of the Issuer's direct shareholder, Meidar GanEden Ltd., Jerusalem, Israel. Hence, the interests of Mr. Doron Schneider could generally deviate from, or conflict with, the interests of the Issuer and the Noteholders. This could have adverse effects on MEIDAR GANEDEN's financial condition and operating results assets, and the ability of the Issuer to fulfil its payments under the Terms and Conditions of the Notes.

## Section C – Key information on the securities

### C.1 What are the main features of the securities?

#### *Type, class and ISIN of the securities offered*

The securities ((ISIN): DE000A30VGV1; (WKN): A30VGV) are fixed-interest bearer notes (in accordance with §§ 793 et seqq. German Civil Code (*Bürgerliches Gesetzbuch - BGB*)).

#### *Currency, denomination, par value, the number of securities issued and the term of the securities*

The currency of the securities issue is Euro/€. The Issuer issues up to 15,000 bearer notes with a principal amount of EUR 1,000.00 (the “**Principal Amount**”) (the “**Notes**” or each note the “**Note**”). The Notes are due on 7 December 2027.

#### *Rights attached to the securities*

##### *Interest rate*

Noteholders of the Notes are entitled to interest payments. The Notes will bear interest from 7 December 2022 (the “**Issue Date**”) (inclusive) until 7 December 2027 (exclusive) (the “**Maturity Date**”) at a rate of 7.00 % per annum. The interest shall be paid annually in arrears on 7 December of each year, *i.e.* initially on 7 December 2023. If the due date for the payment of interest is not a business day, the interest shall be payable on the next business day.

##### *Repayment procedure*

The Issuer will redeem the Notes on the Maturity Date at 100.00 % of their Principal Amount unless previously redeemed.

##### *Early redemption rights of Noteholders*

In the event of a change of control of the Issuer, the holders of the Notes (the “**Noteholders**”) have the right to require the Issuer to make an offer to redeem the Notes at a purchase price equal to 100.00 % of their principal amount, plus accrued and unpaid interest, if any, until, but excluding, the Redemption Date. The Terms and Conditions of the Notes also provide for a series of events of default entitling each holder of the Notes, if any such event of default continues, to declare all of its rights under the Notes due and payable by giving notice to the Issuer of its intention to redeem the Notes and (subject to certain exceptions) to demand immediate redemption of the principal amount of the Notes together with accrued and unpaid interest, if any, until (but excluding) the date of actual redemption. In particular, a default event occurs under the terms of the Notes if the Issuer defaults on payment.

##### *Early termination rights of the Issuer*

The Notes can be previously redeemed (Call) by the Issuer in accordance with the terms and conditions of the Notes at its discretion. In this case, repayment will be made in accordance with the terms and conditions of the Notes, depending on the choice of Call redemption date, either at 102.00 % (after three (3) years) or at 101.00 % (after four (4) years) (each a Call redemption amount) of the principal amount plus interest accrued before the date of repayment. In addition, the Issuer also has a right of early redemption for tax reasons and due to the insignificance of the outstanding principal amount in accordance with the terms and conditions of the Notes. If the Issuer exercises its right of early redemption of the Notes, the Noteholders of the Notes could achieve a lower yield than expected. This is particularly the case if investors can only reinvest the amount received from the redemption of the Notes at less favourable terms.

### *Ranking*

The obligations under the Notes constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer ranking *pari passu* among themselves and *pari passu* with all other direct, unconditional and unsubordinated obligations of the Issuer, unless such obligations are accorded priority under mandatory provisions of statutory law.

### *Limitations*

If the tax laws applicable to the Issuer change in such a way that the Issuer is obliged to pay additional taxes or fees and this obligation cannot be avoided by taking reasonable measures, the Notes may be redeemed, in whole but not in part, at the Issuer's option at any time at their Principal Amount together with the interest accrued up to the date fixed for the redemption.

### *Restrictions on the free transferability of the securities*

There are no restrictions on the free transferability of the Notes.

## **C.2 Where will the securities be traded?**

The inclusion of the Notes to trading on the unregulated market (*Open Market – Quotation Board*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), which does not qualify as a regulated market for purposes of the Markets in Financial Instruments Directive II (Directive 2014/65/EU, “**MiFID II**”), is expected to take place on or around 14 December 2022.

## **C.3 Is there a guarantee attached to the securities?**

### *Nature and scope of the guarantee*

Meidar GanEden Ltd., Israel, being the parent company of the Issuer acts as guarantor (the “**Guarantor**” or “**Parent Company**”), unconditionally and irrevocably guarantees the due payment of interest and principal and additional amounts, if any, for the Notes under a guarantee for the benefit of the holders of the Notes dated 17 November 2022 (the “**Guarantee**”). The Guarantee is governed by German law.

### *Description of the Guarantor*

The Guarantor is Meidar GanEden Ltd., Israel, a company with limited liability which was incorporated in June 2020 as a property holding company in Israel under Israel’s Companies Law 5769 – 1999 and is registered under registration number 516200441. The Guarantor has its registered office in Hartom 16, Jerusalem, Israel. The Guarantor’s LEI is 984500CEB2B77D69DE24.

### *Key financial information regarding the Guarantor*

The following selected financial information of the Guarantor has been taken or derived from the audited consolidated financial statements of the Guarantor prepared in accordance with IFRS covering the fiscal year ended 31 December 2020 (year of incorporation) (the “**Audited Consolidated Guarantor Financial Statements 2020**”) and from the audited consolidated financial statements of the Guarantor prepared in accordance with IFRS covering the fiscal year ended 31 December 2021 (the “**Audited Consolidated Guarantor Financial Statements 2021**” the Audited Consolidated Guarantor Financial Statements 2020 and the Audited Consolidated Guarantor Financial Statements 2021 together the “**Audited Consolidated Guarantor Financial Statements**”) and the unaudited consolidated interim financial statements of the Guarantor as of and for the six-month period ended 30 June 2022 (the “**Unaudited Consolidated Guarantor Interim Financial Statements**”). The Consolidated Guarantor Financial Statements were audited by MOORE ISRAEL LION ORLTZKI, ELEPHANT MAHALLA CPA, 8 Hartom St. Har Hotzvim POB 45183 Jerusalem, which is a partnership registered in Israel with the I.D. No.: 540256773 and member of the Institute of Certified Public Accountants in Israel (ICPAI), 1 Montefiore Street, PO Box 29281, 61292 Tel-Aviv, Israel, who issued an unqualified audit opinion thereon. The Audited Consolidated Guarantor Financial Statements were prepared in accordance with the International Financial Reporting Standards as adopted by the European Union (“**IFRS**”) applicable on the reporting date. The Unaudited Consolidated Guarantor Interim Financial Statements were prepared

in accordance with IAS 34 International Accounting Standard. The aforementioned audited Consolidated Guarantor Financial Statements and the respective independent auditor's report thereon as well as the Consolidated Guarantor Interim Financial Statements are included in this Prospectus.

Figures as set out in the Consolidated Guarantor Financial Statements are each presented in New Israeli Shekel. For ease of reference these figures are presented in Euro (EUR) and are calculated from NIS to EUR based on the exchange rate of the European Central Bank of NIS to Euro of 0.2545 and 0.2828 and 0.258 and 0.2748 as of 31 December 2020, as of 31 December 2021, as of 30 June 2021 and as of 30 June 2022, respectively.

#### *Selected consolidated income information*

	As of and for the fiscal year ended 31 December	As of and for the fiscal year ended 31 December	As of and for the six-month period ended 30 June	As of and for the six-month period ended 30 June
	2021	2020	2022	2021
	(in EUR) <sup>1</sup>	(in EUR) <sup>2</sup>	(in EUR) <sup>3</sup>	(in EUR) <sup>4</sup>
	(audited)	(audited)	(unaudited)	(unaudited)
Operating profit (loss) .....	503,088	609,998	(376,033)	1,616
Revenue.....	1,488,107	772,756	204,271	302,204
Net profit per period (loss).....	38,253	488,147	(591,533)	(60,560)

<sup>1</sup> Based on exchange rate NIS into EUR of 0.2828 as of 31 December 2021.

<sup>2</sup> Based on exchange rate NIS into EUR of 0.2545 as of 31 December 2020.

<sup>3</sup> Based on exchange rate NIS into EUR of 0.2748 as of 30 June 2022.

<sup>4</sup> Based on exchange rate NIS into EUR of 0.258 as of 30 June 2021.

#### *Selected consolidated balance sheet information*

	As at 31 December	As at 31 December	As at 30 June
	2021	2020	2022
	(in EUR) <sup>1</sup>	(in EUR) <sup>2</sup>	(in EUR) <sup>3</sup>
	(audited)	(audited)	(unaudited)
Net financial debt (long term debt plus short term debt minus cash) .....	9,756,481	507,549	10,431,595
Current and Non-current assets .....	14,472,822	4,804,449	14,607,001
Long-term loans .....	4,324,377	344,436	6,425,108
Equity .....	2,526,552	1,124,732	1,892,202

<sup>1</sup> Based on exchange rate NIS into EUR of 0.2828 as of 31 December 2021.

<sup>2</sup> Based on exchange rate NIS into EUR of 0.2545 as of 31 December 2020.

<sup>3</sup> Based on exchange rate NIS into EUR of 0.2748 as of 30 June 2022.

#### *Selected cash flow information*

	As of and for the fiscal year ended 31 December	As of and for the fiscal year ended 31 December	As of and for the six- month period ended 30 June	As of and for the six- month period ended 30 June
	2021	2020	2022	2021
	(in EUR) <sup>1</sup>	(in EUR) <sup>2</sup>	(in EUR) <sup>3</sup>	(in EUR) <sup>4</sup>
	(audited)	(audited)	(unaudited)	(unaudited)
Net cash flows from operating activities .....	(5,144,007)	(462,064)	(315,517)	(297,195)
Net cash flows from financing activities .....	11,521,243	1,102,030	1,096,307	1,637,464
Net cash flows from investment activities .....	(5,123,876)	(580,646)	(548,558)	(496,716)

<sup>1</sup> Based on exchange rate NIS into EUR of 0.2828 as of 31 December 2021.

<sup>2</sup> Based on exchange rate NIS into EUR of 0.2545 as of 31 December 2020.

<sup>3</sup> Based on exchange rate NIS into EUR of 0.2748 as of 30 June 2022.

<sup>4</sup> Based on exchange rate NIS into EUR of 0.2583 as of 30 June 2021.

## ***Most material risk factors specific to the Guarantor and the Guarantee***

### ***Risks related to the Guarantor's business***

- The Guarantor is dependent on the availability of suitable real estate properties, in particular the availability of residential and/or commercial properties as well as land with optimization potential, when selecting and designing real estate projects. Natural limitation of land and correspondingly of suitable properties in Israel may lead to a significant price increase, which may in turn result in the unavailability of suitable properties at reasonable prices for a certain period of time or at all.
- When acquiring residential properties for the purpose of building a profitable residential real estate portfolio, the Guarantor could overestimate earning potential and underestimate development potential, rental and cost risks, in particular, investment needs and, as a result, the Guarantor could pay an inflated purchase price.
- Under the purchase agreements entered into by the Guarantor with the sellers of the respective real estate or interest of the respective project company, various representations and warranties are normally made by the sellers. It is possible, however, that such representations and warranties do not cover risks and losses connected therewith or do not cover risks and losses connected therewith to the extent required.
- The Guarantor is exposed to risks relating to holding assets in different project companies.
- The Guarantor could wrongly perceive the attraction of a property to suitable tenants and as a result thereof fail to realize expected rental income.
- The Guarantor could be exposed to tenants demanding compensation payments for costs incurred as apartments were under renovation and/or construction.

### ***Risks related to the Guarantor's market***

- The Guarantor is dependent on the condition of the real estate market in Israel, which may deteriorate due to the overall economic environment and the economic development in its markets as well as other factors.
- The COVID-19 pandemic has led to significant volatility in financial and other markets and could materially adversely affect the Guarantor's business, financial condition and results of operations.
- The Guarantor is exposed to competition at all locations of its current operations from other real estate companies that also focus on the development and commercialization of residential and commercial real estate. It cannot be excluded that competitors may have greater financial resources or better financing capabilities in order to realize larger real estate projects or significantly more differentiated real estate projects in terms of use, or may have other competitive advantages.

## **C.4 What are the key risks that are specific to the securities?**

- A market for the Notes does not exist prior to their issue. Furthermore, there is a lack of certainty of whether a solvent secondary market will emerge for the Notes, or - in the event of the emergence of such a market - whether the market will persist. In case of an illiquid market, an investor might not at any time be able to dispose of his Notes at an appropriate market price.
- A holder of the fixed-interest notes is particularly exposed to the risk that the price of these notes will fall due to changes in the market interest rate.

## **Section D – Key information on the offer of securities to the public and/or admission to trading on a regulated market**

### **D.1 Under which condition and timetable can I invest in this security?**

The offer is composed of a public offer in Luxembourg and Germany to be carried out exclusively by the Issuer via a subscription functionality on the Issuer's website under <https://ganneden.de/bond> for the collection and processing of subscription orders (the "**Subscription Functionality**") and in Luxembourg additionally by placing an advertisement in the daily newspaper "*Tageblatt*" (the "**Public Offer**").

There will be no public offer outside Luxembourg and Germany. There are no pre-determined tranches of the Notes for the Offering. The minimum amount for subscription offers in the Public Offer is EUR 1,000.00 (corresponding to the nominal amount of one note). There is no maximum amount for subscription offers for Notes. There are no subscription or preferential subscription rights. There is therefore no procedure for the negotiability of subscription rights and the treatment of unexercised subscription rights. The purchase of the Notes is subject to the existence of a securities account into which the Notes can be booked. If no such securities account exists, it may be established at a credit institution or bank ("**Custodian**").

The period during which the Offer is made (the "**Offer Period**") will commence on 18 November 2022 and will end (subject to early closure) on 16 November 2023 (at 12:00 noon CEST).

The Issuer reserves the right to shorten the Offer Period or to cancel the Public Offer ahead of schedule. The result of the offer will be published on the website of the Issuer ([www.ganneden.de/bond](http://www.ganneden.de/bond)) on or around 20 November 2023.

### ***Plans for Distribution***

The Public Offer is made to all potential investors in Germany and Luxembourg and is not restricted to specific categories of potential investors.

### ***Estimate of the total expenses of the issue and/or the offer, including estimated expenses charged to the investor by the issuer or the offeror***

The total costs of the issue amount to approximately EUR 250,000 (the "**Total Issue Costs**"). The Issuer will not charge the investor any costs incurred in connection with the issue of the Notes. The Depositaries will generally charge fees to the Noteholders for the execution of subscription orders. Potential Noteholders should obtain information on the amount of the respective fees in advance from their Custodian.

### **D.2 Why is this Prospectus being produced?**

#### ***Reasons for the offer***

The reason for the offer is to generate proceeds from the issuance of the Notes, which are subject matter of this Prospectus.

#### ***Purpose of proceeds and estimated net proceeds***

After deduction of the Total Issue Costs, the Issuer will be left with Net Issue Proceeds in the amount of approximately **EUR 14,750,000** (the "**Net Issue Proceeds**"). The Issuer intends to use the Net Issue Proceeds for the following purposes:

- MEIDAR GANEDEN intends to use **approximately EUR 4,500,000** of the Net Proceeds to finance the development costs, especially the direct planning and construction costs, associated with its project in its Project Development Area and Holdings and Management Area in Herzel Street in Rehovot.
- MEIDAR GANEDEN intends to use **approximately EUR 3,000,000** of the Net Proceeds to finance the development costs associated with its project in its Project Development Area and Holdings and Management Area in Zabutinsty Street in Bnei Brak Batachana.

- MEIDAR GANEDEN intends to use **approximately EUR 1,400,000** of the Net Proceeds to finance its project in its Urban Renewal Area in Jerusalem Armon Hanatziv, especially for the planning and approval costs.
- MEIDAR GANEDEN intends to use **approximately EUR 4,800,000** of the Net Proceeds to finance its project in Ashdod, especially the costs to set up the property for operations (e.g. fences, offices and equipment).
- MEIDAR GANEDEN intends to use **approximately EUR 1,050,000** for financing current costs.

To the extent and as long as the Net Proceeds will only amount approximately EUR 4,750,000, MEIDAR GANEDEN intends to use **approximately EUR 1,500,000** for the Project Rehovot Herzl Street, **approximately EUR 1,000,000** for the Project Bnei Brak Batachana, **approximately EUR 500,000** for the Project Armon Hanatziv, **approximately EUR 750,000** for the Project Ashdod and **approximately EUR 1,000,000** for the financing of the current costs.

To the extent and as long as the Net Proceeds will only amount approximately EUR 9,750,000, MEIDAR GANEDEN intends to use **approximately EUR 3,000,000** for the Project Rehovot Herzl Street, **approximately EUR 2,000,000** for the Project Bnei Brak Batachana, **approximately EUR 1,000,000** for the Project Armon Hanatziv, **approximately EUR 2,750,000** for the Project Ashdod and **approximately EUR 1,000,000** for the financing of the current costs.

#### ***Underwriting agreement***

The issue of the Notes is not subject to an underwriting agreement.

#### ***Interests material to the issuer/offering including conflicting interests***

The interests of the Issuer's direct shareholder, Meidar GanEden Limited, do not necessarily correspond to the interests of the Noteholders. The entire share capital of the Issuer is held by Meidar GanEden Limited. The interests of the Issuer's shareholder could conflict with the interests of the holders of the Notes.

As a managing director of the Issuer and a shareholder of the Issuer's parent company (Meidar GanEden Limited), Mr. Doron Schneider has significant influence on the Issuer's governance, and the interests of the Issuer's parent company could conflict with the interests of the Noteholders. The Issuer's managing director (Geschäftsführer), Mr. Doron Schneider, is also a shareholder of the Issuer's direct shareholder, Meidar GanEden Limited. Hence, the interests of Mr. Doron Schneider could generally deviate from, or conflict with, the interests of the Issuer and the Noteholders.

The Issuer has appointed ODDO BHF SE, Frankfurt am Main, Germany, with business address at Bockenheimer Landstraße 10, 60323 Frankfurt am Main ("**ODDO BHF**"), *inter alia*, to assist in the technical processing of the purchase orders via the Subscription Functionality and as paying agent. ODDO BHF therefore has a contractual relationship with the Issuer in connection with the offer and the listing of the Notes. Upon successful completion of the offer, ODDO BHF will receive a remuneration, the amount of which depends, *inter alia*, on the total nominal amount of Notes placed in the offer. In this respect, ODDO BHF also has an economic interest in the successful implementation of the offer, from which a potential conflict of interest may arise.