

FORM OF FINAL TERMS

MIFID II PRODUCT GOVERNANCE – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Products has led to the conclusion that: (i) the target market for the Products is eligible counterparties, and professional clients and retail clients, each as defined in Directive 2014/65/EU, as amended (**MiFID II**) and all channels for distribution of the Products are appropriate, including investment advice, portfolio management, non-advised sales and pure execution services, subject to the distributor’s suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Products (a **distributor**) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Products (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels, subject to the distributor’s suitability and appropriateness obligations under MiFID II, as applicable. For the avoidance of doubt, the Issuer is not a manufacturer or distributor for the purposes of MiFID II.

FINAL TERMS DATED undefined

21Shares AG

(incorporated in Switzerland)

LEI: 254900UWHMJRRODS3Z64

Issue of

520,000 Products (the **Products**)

(Issue of up to 10,000,000 Products specifically for the purpose of the admission and introduction to trading on the regulated Market of Frankfurt Stock Exchange)

pursuant to the Issuer’s

Exchange Traded Products Programme

This document constitutes the Final Terms of the Products described herein.

PART A – CONTRACTUAL TERMS

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Products in any Member State of the EEA which has implemented the Prospectus Regulation (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Regulation, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Prospectus. Accordingly, any person making or intending to make an offer in that Relevant Member State of the Products may only do so in circumstances in which no obligation arises for the Issuer or any Authorised Participant to publish a prospectus pursuant to Article 1 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer. Neither the Issuer nor any Authorised Participant has authorised, nor do they authorise, the making of any offer of the Products in any other circumstances.

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Products in any Member State of the EEA which has implemented the Prospectus Regulation (each, a **Relevant Member State**) will be made pursuant to an exemption under the Prospectus Regulation, as implemented in that Relevant Member state, from the requirement to publish a prospectus for offers of the Products. Accordingly, any person making or intending to make an offer of the Products may only do so:

- (i) in circumstances in which no obligation arises for the Issuer to publish a prospectus pursuant to Article 1(4) of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer; or

- (ii) in those Non-Exempt Offer Jurisdictions mentioned in the following paragraph, provided such person is [one of the persons mentioned in the following paragraph] and that such offer is made during the Offer Period specified for such purpose therein.

An offer of the Products may be made by the Issuer or by the Authorised Offerors specified in Part B of these Final Terms other than pursuant to Article 1(4) of the Prospectus Regulation in Austria, Belgium, Denmark, Finland, France, Germany, Great Britain, Ireland, Italy, Luxembourg, Malta, the Netherlands, Norway, Spain and Sweden (Non-Exempt Offer Jurisdictions) during the period from 26 November 2019 until November 2020 (the Offer Period).

Neither the Issuer nor any Authorised Participant has authorised, nor do they authorise, the making of any offer of Products in any other circumstances.

Terms used herein shall be deemed to be defined as such for the purposes of the General Terms and Conditions of the Products (the **Conditions**) issued by 21Shares AG (the **Issuer**) set forth in the Base Prospectus dated 19 November 2020[, as supplemented by the Supplements thereto dated [date]] (the **Base Prospectus**), which together constitute[s] a base prospectus for purposes of Regulation (EU) 2017/1129, as amended (the **Prospectus Regulation**). This document constitutes the Final Terms of the Products described herein for the purposes of Article 8(5) of the Prospectus Regulation and must be read in conjunction with the Base Prospectus (and any supplement thereto). Full information on the Issuer and the offer of the Products is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus (together with any supplement thereto) is available for viewing at the registered office of the Issuer and on the website of the Issuer (<https://21shares.com/ir#prospectus>) by selecting Base Prospectus. The Final Terms will be available for viewing at the registered office of the Issuer and on the website of the Issuer (<https://21shares.com/ir#final-terms>) by selecting Base Prospectus and then Final Terms and the respective Security Code.

The Base Prospectus, together with the Final Terms, constitutes the listing prospectus with respect to the Products described herein for the purposes of the listing rules of the SIX Swiss Exchange. In accordance with article 58a of the Listing Rules of SIX, the Issuer has appointed Homburger AG, located at Prime Tower, Hardstrasse 201, 8005 Zurich, Switzerland, as recognised representative to file the listing application with SIX.

Issue Date	22 January 2020								
Series	SBTC								
Tranche	1								
Date on which Products become fungible	Not Applicable								
Aggregate Number of Products represented by this Tranche	Up to 10,000,000 for the purpose of the admission and introduction to trading on the Regulated Market of Frankfurt Stock Exchange, with an initial tranche of 520,000								
Issue Price	<p>The initial Crypto Asset Collateral is comprised of the following Crypto Assets per Product:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Collateral Name</th> <th style="text-align: center;">Amount per Product</th> <th style="text-align: center;">Weighting</th> </tr> </thead> <tbody> <tr> <td style="text-align: left;">USD Dollar (USD)</td> <td style="text-align: center;">20.65</td> <td style="text-align: center;">100%</td> </tr> </tbody> </table> <p><i>The Issue Price is subject to any applicable fees and commissions of the person offering the Product.</i></p>			Collateral Name	Amount per Product	Weighting	USD Dollar (USD)	20.65	100%
Collateral Name	Amount per Product	Weighting							
USD Dollar (USD)	20.65	100%							

Underlying	USD\$ (USD)
Basket	Not Applicable
Index	Not Applicable
Underlying Component	<p>As of 2 December 2019, 17:00 CET, the weightings of the Underlying Components were as follows:</p> <p>USD Weight: 100.00%</p> <p> Relevant Currency: USD</p>
Redemption Amount	<p>The Redemption amount is calculated as follows:</p> <p>The Redemption Amount is calculated as follows:</p> $\text{AIP} + \text{VoS} - \text{F} - \text{rf}$ <p>Where: AIP = aggregate Issue Price of all Products credited to the Collateral Account in USD VoS = positive or negative value of the short position in Bitcoin (BTC) F = means the aggregate amount of investor fees and borrowing costs (see below at "Amount of any expenses and taxes specifically charged to the subscriber or purchaser") rf = redemption fee equal to \$150 plus 4 bps of redemption amount per redemption order</p> <p>The Redemption Amount may also be subject to additional fees related to the transfer of fiat assets.</p> <p>The Redemption Amount per Product shall not be less than the smallest denomination of the Settlement Currency (i.e., U.S.\$0.01, €0.01, CHF 0.01, £0.01 or the equivalent in other Settlement Currencies).</p> <p>The calculation of the Redemption Amount may fluctuate as a result of tracking errors relating to the Underlying, as described in the section headed "Risk Factors" set out in the Base Prospectus.</p>
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	<p>Investor fee of 2.50% of the aggregate value of the Crypto Asset Collateral annually. Fee will be calculated on a daily basis at 17:00 CET/CEST (the closing time of the SIX Swiss Exchange). Fees related to the Product will be collected in-kind.</p>

	<p>Borrowing costs associated with short positions will also be covered by investors (the Borrowing Costs). These Borrowing Costs, together with the Investor Fee, are likely to lead to overall costs charged to the investor of 5-7% of the aggregate Issue Price of all Products. The overall costs to the investors will be published daily on the Issuer's website on a weighted-average basis.</p>
Investor Put Date	22 January in each year, beginning on 22 January 2020
Final Fixing Date	As specified in any Termination Notice
Initial Fixing Date	NA
Product Calculation Agent	Sudrania Fund services Corp – 633 Rogers Str Suite 106 – Downers Grove IL 60515 USA
Calculation Agent:	<p>Ultumus Ltd City Pace House 55 Basinghall Street London EC2V 5 DU</p> <p>Ultumus Limited creates daily portfolio composition files in respect of the Products (the PCF) and/or disseminates Indicative Optimized Portfolio Values in respect of the Products (the IOPV values).</p> <p>Ultumus Limited makes no express or implied representation, guarantee or assurance with regard to the quality, accuracy and or/ completeness of the PCF or IOPV values. Ultumus Limited reserves the right to change the methods of calculation or publication of the PCF and/or IOPV values.</p> <p>Ultumus Limited is registered in England with Company number 10428499. It is a global benchmark data provider incorporated in England and with a Singapore subsidiary entity.</p>
Index Calculation Agent:	NA
Administrator:	Sudrania Fund services Corp – 633 Rogers Str Suite 106 – Downers Grove IL 60515 USA
Swiss Paying Agent	ISP Securities AG, Bellerivestrasse 45, 8008 Zurich, Switzerland
Additional Paying Agent	Global Paying Agent: Bank Frick & Co Aktiengesellschaft
Cash Settlement	Applicable, other than as set out in Condition 5.4 (Redemption of Products at the Option of an Authorised Participant)
Settlement Currency	USD
Exchange	SIX Swiss Exchange / Deutsche Boerse
Exchange Business Day	As indicated in General Terms and Conditions

Market Maker	Flow Traders B.V. Jacob Bontiusplaats 9, 1018LL Amsterdam, The Netherlands
Authorised Participant	Flow Traders B.V. Jacob Bontiusplaats 9, 1018LL Amsterdam, The Netherlands Jane Street Financial Limited, Floor 30, 20 Fenchurch Street, London EC3M 3BY, United Kingdom
Custodian	Bank Frick & Co AG Landstrasse 14 9496 Balzers Liechtenstein Coinbase Custody Company LLC
Minimum Investment Amount	1
Minimum Trading Lot	1
Representative	In accordance with article 58a of the Listing Rules of the SIX Swiss Exchange, the Issuer has appointed Homburger AG, located at Prime Tower, Hardstrasse 201, 8005 Zurich, Switzerland, as recognised representative to lodge the listing application with the SIX Exchange Regulation of the SIX Swiss Exchange.
Responsibility	The Issuer accepts responsibility for the information contained in these Final Terms.
[Third Party Information]	N/A
Date of Board of Directors approval of issuance	12 November 2019

Signed on behalf of the Issuer:

By: _____

Duly authorised

PART B – OTHER INFORMATION

Listing and admission to trading	Not Applicable
Notification	The <i>Finansinspektionen</i> (the SFSA) of Sweden has provided the competent authorities of Austria, Belgium, Denmark, Finland, France, Germany, Great Britain, Ireland, Italy, Luxembourg, Malta, the Netherlands, Norway, Spain with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Regulation.
Interests of natural and legal persons involved in the issue	So far as the Issuer is aware, no person involved in the offer of the Products has an interest material to the offer
ECB eligibility	The Product are expected to be ECB eligible.
Distribution	An offer of the Products may be made by the Authorised Offerors other than pursuant to Article 1(4) of the Prospectus Regulation in Austria, Belgium, Denmark, Finland, France, Germany, Great Britain, Ireland, Italy, Luxembourg, Malta, the Netherlands, Norway, Spain and Sweden (Non-Exempt Offer Jurisdictions) during the Offer Period. See further “Terms and Conditions of the Offer” below.
Additional Selling Restrictions	Not Applicable
ISIN and other Security Codes	ISIN: CH0514065058 Valor: 51406505 WKN: A2781V
Names and Addresses of Clearing Systems	SIX SIS AG, Baslerstrasse 100, P.O. Box, Olten, 4600, Switzerland
Terms and Conditions of the Offer	Products are made available by the Issuer for subscription only to Authorised Participants
Offer Price:	Not Applicable. An Investor intending to acquire or acquiring any Products from an Authorised Offeror will do so, and offers and sales of the Products to such Investor by an Authorised Offeror will be made, in accordance with any terms and other arrangements in place between that Authorised Offeror and such Investor including as to price, allocations and settlement arrangements.
Conditions to which the offer is subject:	Offers of the Products are conditional upon their issue and, as between the Authorised Offeror(s) and their customers, any further conditions as may be agreed between them
Description of the application process:	Not Applicable
Description of the possibility to reduce subscriptions and manner for refunding excess amount paid by applicants	Not Applicable
Details of the minimum and/or maximum amount of application	Not Applicable

Details of the method and time limited for paying up and delivery of the Products	Not Applicable
Manner in and date on which results of the offer are made available to the public	Not Applicable
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised	Not Applicable
Whether tranche(s) have been reserved for certain countries	Not Applicable
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made	Not Applicable
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place	Not Applicable
Name and address of financial intermediary/ies authorised to use the Base Prospectus, as completed by these Final Terms (the Authorised Offerors)	<p>a) Flow Traders B.V. Jacob Bontiusplaats 9, 1018LL Amsterdam, The Netherlands;</p> <p>b) Jane Street Financial Limited, Floor 30, 20 Fenchurch Street, London EC3M 3BY, United Kingdom; and</p> <p>c) each Authorised Participant expressly named as an Authorised Offeror on the Issuer's website (https://21shares.com/ir/#authorised-participants)</p>