Dated 24 September 2026

This document constitutes the base prospectus for the purposes of Article 8 of the prospectus regulation (EU) 2017/1129 (the ***Prospectus Regulation****) in respect of equity and non-equity derivative securities (the* ***Base Prospectus****) of 21shares x FalconX Limited.*

21shares x FalconX Limited
(*incorporated in the Cayman Islands with registered number 434011)*

LEI: 894500348NRGIIGUX578

Multi Asset Certificates Programme

IMPORTANT INFORMATION

This base prospectus (the "**Base Prospectus**") contains information relating to Certificates (as defined below) to be issued under the multi asset certificates programme (the "**Programme**"). Under the Base Prospectus, 21shares x FalconX Limited (the "**Issuer**", "**21Shares**" or the "**Company**") may, from time to time, issue Certificates which are offered to the public and/or apply for such Certificates to be admitted to trading on one or more regulated markets or multilateral trading facilities ("**MTF's**") in Sweden, Germany and, subject to the prior completion of all relevant notification measures, certain other countries within the EEA as specified herein.

The Certificates are not principal-protected and do not bear interest. Consequently, the value of, and any amounts payable under, the Certificates will be strongly influenced by the performance of the relevant Underlying Instruments used to replicate the value of the Reference Asset (each as defined herein) and, where the Settlement Currency is other than the Reference Currency (as defined herein), the exchange rate between the Reference Currency and the relevant Settlement Currency.

As such, an investment in the Certificates is likely to be highly speculative and volatile.

Whether the Certificates constitute a suitable investment for a prospective investor must be assessed in light of each investor's own circumstances. Neither this Base Prospectus, nor any marketing material relating to the Certificates, constitute (or should be considered to constitute) investment, financial, tax, or any other kind of advice to prospective investors. Each investor must make their own assessment as to the suitability (or otherwise) of a potential investment in the Certificates and should, in connection therewith, consult with their own independent professional advisors.

An investment in the Certificates is only suitable for investors who have sufficient experience and knowledge to be able to assess the risks related to such an investment, who also have investment objectives which align with the Certificates' exposure, duration and other characteristics, and who have sufficient financial resources in order to be able to bear the risks associated with such an investment.

This Base Prospectus must not be distributed to other countries where an offering or admission to trading requires additional prospectuses, translations or filings with national authorities (or other measures beyond those required by the applicable law) or which otherwise are in breach of the laws or rules of such other country. Persons holding this Base Prospectus, or any Certificates issued hereunder, must stay informed of (and observe) any restrictions in such jurisdictions and as contained herein.

This Base Prospectus and all Conditions (as defined herein) shall be governed by, and construed in accordance with the laws of England and Wales. Any dispute arising from information contained within this Base Prospectus and / or from the Conditions shall, exclusively, be settled by the competent courts in London, United Kingdom (as the court of first instance).

Certificates issued under the Programme will be Certificates which may be traded on a regulated market or an MTF, and do not qualify as units of a collective investment scheme according to the relevant provisions of any regime regulating collective investment schemes in any jurisdiction, including but not limited to, the EU UCITS Directive, the EU AIFM Directive and the Swiss Federal Act on Collective Investment Schemes (CISA), and are not licensed under any such regulatory regime in any jurisdiction. Therefore, the Certificates are neither governed by, nor supervised by or approved by any competent authority under any such regulatory regime. Accordingly, Investors do not have the benefit of the specific investor protection provided under any such regulatory regime. Any investment in the Certificates does not have the status of a bank deposit and is not within the scope of any deposit protection scheme. The Issuer is not and will not be regulated by any regulator as a result of issuing the Certificates. The Issuer does not provide portfolio management or investment advisory services to investors.

The Certificates have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the **Securities Act**) or with any securities regulatory authority of any State or other jurisdiction of the United States and (i) may not be offered, sold or delivered within the United States to, or for the account or benefit of U.S. Persons (as defined in Regulation S (**Regulation S**) under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws and (ii) may be offered, sold or otherwise delivered at any time only to transferees that are Non-United States Persons (as defined by the U.S. Commodities Futures Trading Commission). **The Certificates have not been approved or disapproved by the United States Securities and Exchange Commission or any other securities commission or other regulatory authority in the United States, nor have the foregoing authorities passed upon or endorsed the merits of the offering of the Certificates or approved this Base Prospectus or confirmed the accuracy or determined the adequacy of the information contained in this Base Prospectus. Any representation to the contrary is a criminal offence in the United States.** For a summary of certain restrictions on sale and resale, see "*Offering and Sale*".

The language of this Base Prospectus is English. Certain legislative references and technical terms have been cited in their original language in order that the correct technical meaning may be ascribed to them under additional law.

The offering or sale of the Certificates in certain jurisdictions may be restricted by law including because of certain Underlying Asset Class(es) or Underlying Instrument(s). For a description of certain restrictions on offers and sales of Certificates and on the distribution of this Base Prospectus, see the section headed "*Offering and Sale*". Persons who obtain possession of this Base Prospectus and/or the Certificate Documentation are required to inform themselves about and to adhere to any such restrictions. Neither this Base Prospectus nor the Certificate Documentation constitutes or may be used for the purposes of, an offer or solicitation to subscribe for or to purchase any Certificate in any jurisdiction in which such an offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Accordingly, this Base Prospectus or the Certificate Documentation should not be used by anyone for this purpose.

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OVERVIEW OF THE PROGRAMME

The following overview of the Programme and the Certificates does not purport to be complete and is subject to and qualified by the detailed information contained elsewhere in this Base Prospectus and in the Final Terms in respect of each Tranche of Certificates. Words and expressions not defined in this overview shall have the meanings given to them elsewhere in this Base Prospectus.

Description of the Programme

This Base Prospectus relates to a multi asset certificates programme (the "**Programme**") under which the Issuer may offer Certificates to the public in Sweden and/or apply for admission to trading of Certificates on Spotlight Stock Market AB or any other relevant trading venue. The Certificates are governed by the laws of England and Wales and are issued in dematerialised uncertificated form through SIX SIS AG, or as the case may be the relevant CSD.

Under the Programme, the Issuer may from time-to-time issue securities (the "**Certificates**") relating to certain underlying assets (the "**Underlying Asset Class(es)**") that pursue specified investment strategies (each, an "**Investment Strategy**"). Together, the Underlying Asset Class(es) and the Investment Strategy, as applicable, constitute the "**Reference Asset(s)**". Each Series of Certificates provides a synthetic exposure to one or more Reference Asset(s), which may provide long exposure, short exposure or a combination of long and short exposure, with or without leverage, as specified in the applicable Final Terms. The Issuer will make arrangements to replicate the value of the Reference Asset(s) by investing in other instruments related to the Underlying Asset Class(es) (the "**Underlying Instrument(s)**"), and the value of such Underlying Instrument(s) will determine the value of the Certificates. An overview over the Underlying Asset Classes can be found in the section "**Description of the Underlying Asset Classes**", and an overview of the Investment Strategies can be found in the section "**Description of the Investment Strategies**".

The Underlying Instrument(s) represents the assets, instruments or exposures from which the Issuer obtains economic exposure to replicate the value of the Reference Asset(s). An overview of the Underlying Instrument(s) can be found in the section "**Description of the Underlying Instruments**". Only Underlying Instruments that fall within the scope of the Programme as described in this Base Prospectus may be used as Underlying Instruments for the purposes of the Certificates. The Issuer may, in its sole discretion, lend out any Underlying Instrument(s) held by it to third parties from time to time. Any income or profits generated from such lending activities shall be retained by the Issuer for its own account and at its sole discretion, and Investors shall have no entitlement to any such lending income or profits unless expressly specified otherwise in the applicable Final Terms.

The Investment Strategy, Underlying Asset Class(es), the Reference Asset(s) and the Underlying Instrument(s) of each Series of Certificates is set out in the Final Terms of the relevant Series of Certificates.

The Certificates will be denominated in a Settlement Currency specified in the applicable Final Terms. Where the Settlement Currency differs from the Reference Currency in which the Underlying Instrument(s) are denominated or valued, the Certificates will be subject to foreign exchange rate exposure, which may have a positive or negative impact on the market value and return of the Certificates.

A Series of Certificates may provide exposure in a variety of forms, as specified in the applicable Final Terms. A Series may provide synthetic exposure to a single Underlying Asset Class, including a single Digital Asset, Equity Asset, Commodity Asset or any other eligible asset, in which case the performance of the Certificates will be linked to the value of the Underlying Instrument(s) which the Issuer uses to replicate the relevant Reference Asset. A Series may provide exposure to a basket of Underlying Asset Classes, in which case the performance of the Certificates will be linked to the value of the Underlying Instruments that the Issuer uses to replicate such basket determined in accordance with the applicable methodology. A Series may be linked to an index as Underlying Asset Class, including indices composed of Digital Assets, Equity Assets, Commodity Assets, or multi-asset strategies, in which case the performance of the Certificates will be linked to the Underlying Instrument that the Issuer uses to replicate the level of such index.

A Reference Asset may also provide leveraged exposure, including so-called “Bull” or “Bear” strategies, in which case the performance of the Underlying Asset Class(es) will reflect a multiple of the daily or periodic return of the relevant Underlying Asset Class(es), as specified in the applicable Final Terms. Such leverage may be positive or negative and may result in amplified gains or losses. A Reference Asset may further provide combined exposures, including long exposure to one Underlying Asset Class and short exposure to another Underlying Asset Class, or other relative value or strategy-based exposures, as specified in the applicable Final Terms.

Where the Underlying Instrument(s) is derivative instruments or structured arrangements, the performance of the Certificates will reflect the economic effect of such arrangements, including any associated costs, spreads, financing components or adjustments. The exposure will be obtained through instruments that themselves reference the relevant Underlying Asset Class.

The possible return that an investor will obtain from an investment in the Certificates will depend on the performance of the relevant Underlying Instrument(s), the foreign exchange rate between the Reference Currency and the Settlement Currency (where applicable), and the impact of fees, costs and other adjustments as specified in the applicable Final Terms.

Where relevant, the Issuer may publish information relating to the exposure of each Series of Certificates, including information on the composition of the Reference Assets and/or Underlying Instrument(s), on its website or through other means as specified in the applicable Final Terms. The extent, frequency and level of detail of such information may vary depending on the nature of the relevant Series and the Underlying Instrument(s).

The Issue Price in respect of each Tranche of Certificates will be specified in the applicable Final Terms.

The Certificates do not bear interest.

Further Characteristics of the Certificates

The Certificates may be issued as open-ended Certificates without a scheduled maturity date or as Certificates with a scheduled maturity date, as specified in the relevant Final Terms. The provisions relating to an Issuer Call Option, as specified in the General Terms and Conditions, may result in early redemption of the Certificates.

The Certificates are not principal-protected. The Settlement Amount payable upon redemption may be as low as zero.

During their life cycle, the value of the Certificates will depend on a range of factors, including, without limitation, the performance of the relevant Underlying Instrument(s), and broader market conditions. Such factors may include the level, price or value of the relevant Underlying Instrument(s), foreign exchange rates between the Reference Currency and the Settlement Currency, market interest rates, funding conditions, expected volatility, liquidity and supply and demand in the relevant markets, the methodology and composition of any applicable index, and the perceived creditworthiness of the Issuer. Where exposure is obtained through derivative instruments or structured arrangements, the value of the Certificates may also be affected by the pricing, valuation and performance of such arrangements, including associated costs, spreads and financing components.

No Security or Proprietary Rights

The Certificates do not confer on any Investor any ownership interest in, or right to delivery of, any Reference Assets, or any Underlying Instrument(s) used by the Issuer to obtain the relevant exposure. The Certificates are not secured and do not benefit from any security interest, charge, pledge or other proprietary right over any assets of the Issuer. Investors have recourse solely to the Issuer in accordance with the Terms and Conditions.

Parties and Features of the Programme

Administrator……………….	NAV Consulting, Inc. or any other administrator specified in the relevant Final Terms.
Authorised Participants…………………	Virtu Financial Ireland Limited, or any other authorised participant specified in the relevant Final Terms. The Issuer accepts creation orders and Authorised Participant redemption orders only from Authorised Participants. Only an Authorised Participant may engage in creation or redemption transactions directly with the Issuer (other than in limited circumstances). The Issuer reserves the right to change, increase or decrease the number of Authorised Participants or any individual firm.
Base Prospectus.................	This Base Prospectus has been approved by the Swedish Financial Supervisory Authority *Finansinspektionen* (the **SFSA**), as competent authority under Regulation (EU) 2017/1129. The SFSA only approves this Base Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129. Such approval should not be considered as an endorsement of the issuer that is the subject of this Base Prospectus. Such approval should not be considered as an endorsement of the quality of the securities that are subject of this Base Prospectus. Investors should

	make their own assessment as to the suitability of investing in the Certificates. The Base Prospectus permits for an offer of Certificates to the public in Sweden and/or an admission to trading of securities on a regulated market in Sweden. The Issuer may request the SFSA to notify the approval of the Base Prospectus to other EEA Member States in accordance with the Prospectus Regulation for the purposes of making a public offer in such Member States or for admission to trading of all or any Series of Certificates on a regulated market therein, or both. The Base Prospectus will be passported to Austria, Belgium, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, Netherlands, Norway, Poland, Portugal, Romania, Slovakia, Spain.
Basket	A Series of Certificates may have a mix of several of the described Underlying Asset Classes, which together with the relevant Investment Strategy forms the Reference Asset.
Cautionary statement regarding forward looking statements…………………..	Some statements in this Base Prospectus may be deemed to be forward looking statements. Forward looking statements include statements concerning the Issuer's plans, objectives, goals, strategies, future operations and performance and the assumptions underlying these forward looking statements. When used in this Base Prospectus, the words "anticipates", "estimates", "expects", "believes", "intends", "plans", "aims", "seeks", "may", "will", "should" and any similar expressions generally identify forward looking statements. These forward looking statements are contained in the sections captioned "*Risk Factors*", "*Information About the Issuer*", "*Description of the Underlying Asset Classes*", "*Description of the Underlying Instruments*" and other sections of this Base Prospectus. The Issuer has based these forward looking statements on its current view with respect to future events and financial

	performance. Although the Issuer believes that the expectations, estimates and projections reflected in its forward looking statements are reasonable as of the date of this Base Prospectus, if one or more of the risks or uncertainties materialise, including those identified in the section captioned "*Risk Factors*" or which the Issuer has otherwise identified in this Base Prospectus, or if any of the Issuer's underlying assumptions prove to be incomplete or inaccurate, events relating to the Issuer and the Issuer's actual results may be materially different from those expected, estimated or predicted. Without prejudice to any requirements under applicable laws and regulations, the Issuer expressly disclaims any obligation or undertaking to disseminate after the date of this Base Prospectus any updates or revisions to any forward looking statements contained herein to reflect any change in expectations thereof or any change in events, conditions or circumstances on which any such forward looking statement is based.
Company Event…..	means, in relation to a Reference Entity, the first admission to trading of equity securities of that Reference Entity or, following a merger, reorganisation or other succession event, its successor entity, on a regulated market, recognised stock exchange or other organised public securities market, whether pursuant to an initial public offering, direct listing, merger, business combination or other transaction having equivalent effect.
Continual Issuance and Redemption…………………	It is intended that the Certificates of each Series shall be subject to a continual issuance and redemption mechanism, under which additional Certificates of such Series may be issued, and Certificates may be redeemed by Authorised Participants.
Contracts Counterparty…	In relation to Contracts, any counterparty specified in the relevant Final Terms.

Contracts…………………..	Contracts are agreements entered into between the Issuer and a Contract Counterparty.
Derivatives Counterparty…	In relation to Derivative Instruments, any counterparty specified in the relevant Final Terms.
Commodity Assets……….	Precious metals are the Commodity Assets eligible under this Programme, and include gold, silver, platinum, palladium, and such other precious metals as may be specified in the relevant Final Terms. The specific precious metal used as an Underlying Asset Class a Series of Certificates will be specified in the relevant Final Terms. Precious metals are physical commodities that are mined, refined, and traded globally. They are fungible assets of a defined purity and weight and have historically served as stores of value and as inputs to industrial and jewellery applications. Unlike cryptocurrencies and digital assets, precious metals are tangible assets with established global markets and long-standing regulatory and market infrastructure.
Derivatives Arrangement….	means any derivative transaction or series of derivative transactions entered into by the Issuer with one or more counterparties in connection with a Series, including swaps, forwards, options, total return swaps or other derivative instruments, whether documented under an ISDA master agreement or any other contractual framework, as may be specified in the relevant Final terms of each Series.
Options and other Derivative Instruments…….	Under the scope of this Base prospectus, Derivative Instruments mean Futures, Forwards, Options, Swaps (including Total Return Swaps) and any other derivative contracts or arrangements, including those qualifying as financial instruments under Annex I, Section C of MiFID II Directive 2014/65/EU, the value of which is derived from or linked to one

	or more underlying assets, rates, indices or other reference values. Such instruments may be admitted to trading on a regulated market, multilateral trading facility or organised trading facility, or entered into over-the-counter, and may be cleared through a central counterparty or remain uncleared. Derivative Instruments may provide synthetic, indirect and/or leveraged exposure to the relevant Underlying(s), and may be cash-settled or physically settled in accordance with their terms.
Digital Assets……………..	Digital assets, also sometimes called cryptoassets, are a type of private asset that depend primarily on cryptography and distributed ledger technology as part of their perceived or inherent value. A wide range of cryptoassets exist, including payment/exchange-type tokens (for example, the so-called virtual currencies ("VCs")), investment-type tokens, and tokens applied to access a good or service (so-called 'utility' tokens). The digital assets forming part of the exposure for a particular Series of Certificates providing exposure to a single digital asset will be the digital asset specified in the relevant Final Terms. Such digital asset must always consist of one of the digital assets that are among the top 500 digital assets with the highest market capitalisation at the time of preparation of the relevant Final Terms, provided in each case (i) that such digital asset has a market capitalisation of at least SEK 1,000,000,000 or the equivalent in EUR/GBP/USD, (ii) that such digital asset does not qualify as a non-fungible token ('NFT') and (iii) subject to any limitations pursuant to applicable local legal and regulatory requirements (each a "**Digital Asset**"). The assessment shall be based on: (i) the data regarding market capitalisation in USD as published on coinmarketcap.com; or (ii) if no current data is available as per (i) above, the most recent set of such data published on coinmarketcap.com.

Equity Assets……………..	Equity assets are shares or other equity securities representing ownership interests in companies. Equity assets eligible under this Programme include shares listed or admitted to trading on a regulated market, multilateral trading facility, or alternative trading system, as further described below and as specified in the relevant Final Terms. A share eligible as an Underlying Asset Class under this Programme shall be a company share of any type listed or admitted to trading on: ● a regulated market within the meaning of Article 4(1)(21) of MiFID II, as amended; ● a stock exchange that is regulated and supervised as such by a competent authority in its relevant jurisdiction; ● a multilateral trading facility within the meaning of Article 4(1)(22) of MiFID II, as amended; or ● an alternative trading system as defined in applicable US securities regulations. The Final Terms of each Series of Certificates with Equity Assets as Underlying Asset Class will specify the name of the relevant share, its securities code, and the primary regulated stock exchange or trading venue on which it is listed, together with details of where information about the past and future performance of the share and its volatility can be obtained free of charge.

Exchange-Traded Futures…	Exchange-Traded Futures are standardised derivative contracts traded on regulated exchanges providing long or short exposure to an Underlying Asset Class. Exchange-Traded Futures are centrally cleared through a central counterparty associated with the relevant exchange, which requires the posting of initial margin and variation margin by participants. The Issuer accesses Exchange-Traded Futures through a clearing intermediary that is a clearing member of the relevant exchange and central counterparty. The clearing intermediary holds the Issuer's margin assets in a segregated client account in accordance with applicable client asset protection rules.
Fiat Currencies…………….	Cash and cash equivalents may constitute an Underlying Asset Class of a Series of Certificates where specified in the relevant Final Terms.
Fixed Income……….	Fixed income instruments eligible as an Underlying Asset Class under this Programme include government bonds, supranational bonds, agency bonds, corporate bonds, money market instruments, tokenised fixed income instruments, and fixed income indices referencing any of the foregoing, in each case as specified in the relevant Final Terms. The specific fixed income instrument or instruments used in an Underlying Asset Class for a Series of Certificates will be specified in the relevant Final Terms.
Global Paying Agent……….	mean**s Bank Frick AG.** The Issuer may appoint additional paying agents (including a Paying Agent) in relation to a Series of Certificates if required by the rules of any securities exchange on which Certificates are listed or admitted to trading.

Governing Law of Certificates…………………..	The Certificates are governed by and shall be construed in accordance with the laws of England and Wales (without reference to the principles of conflicts of law rules). In relation to any proceedings in respect of the Certificates, the Issuer has submitted to the jurisdiction of the courts of England and Wales, the place of jurisdiction being London.
Index…………….	In respect of any Series of Certificates with Index as the Underlying Asset Class, the index specified in the relevant Final Terms.

Investment Strategy…	Each Series of Certificates will have a Reference Asset which is linked to an Investment Strategy specified in the relevant Final Terms (see the section of this Base Prospectus headed "**Description of the Investment Strategy**"). The Investment Strategy together with the Underlying Asset Class(es) is the Reference Asset, and the Issuer will seek to track the value of the Reference Asset by investing in the Underlying Instruments. For example, where the Investment Strategy provides for a Long Exposure with a leverage factor of L, any increase in the value of the Underlying Asset Class will cause an increase in the NAV (excluding the effects of any applicable fees and adjustments). For example, where the Investment Strategy provides for a Short Exposure with a leverage factor of L, any decrease in the value of the Underlying Asset Class will cause an increase in the NAV (excluding the effects of any applicable fees and adjustments). For example, where the Investment Strategy provides for a combination of long and short exposure, any increase in the value of the long Underlying Asset Class will cause an increase in the NAV (excluding the effects of any applicable fees and adjustments) corresponding to those Underlying Asset Classes, while any increase in the value of the short Underlying Asset Class will cause a decrease in the NAV (excluding the effects of any applicable fees and adjustments).

Implied Reference Entity Value Asset or IREV Asset…..	means, in relation to a Series, a Synthetic Asset constituting an Underlying Asset Class and comprising a constructed market-implied reference measure associated with a specified Reference Entity, the level of which is determined, in accordance with the methodology specified or identified in the applicable Final Terms, by reference to the Liquid and Publicly Observable Market price for the Pricing Reference Instrument specified in those Final Terms. An IREV Asset does not constitute or represent a share or other security of, or any legal, beneficial or proprietary interest in, the relevant Reference Entity and does not constitute an independent appraisal or determination of the fair value, equity value, enterprise value or intrinsic value of that Reference Entity. An IREV Asset is further described in the section headed "Description of the Underlying Asset Classes – Synthetic Assets". An IREV Asset is only eligible as an Underlying Asset Class where there exists, at the time of issuance of the relevant Series of Certificates, a Liquid and Publicly Observable Market for the relevant Pricing Reference Instrument on a venue satisfying the eligibility criteria referred to above, such that the value of the IREV Asset is at all times.
Issuer……..	means **21shares x FalconX Limited**, a company incorporated and registered in the Cayman Islands on 22 April 2026 with registered number 434011.
Issue Price……………..	The Issue Price in respect of each Tranche of a Series of Certificates will be set out in the Final Terms with respect to such Tranche.
Issuance of Series of Certificates…..	Certificates issued under the Programme are issued in series (each, a **Series**), and each series may comprise one or more tranches (each, a Tranche) issued on identical terms other than the Issue Date and Issue Price per Certificate and with the Certificates of each Tranche of a Series being interchangeable with all other Certificates of that Series. Each Tranche is subject to Final Terms.

Leverage Factor…..	Each Series of Certificates may apply a Leverage Factor to the daily return of the Underlying Asset Class(s), as specified in the relevant Final Terms. The Leverage Factor may be equal to one (indicating an unleveraged Long Exposure tracking the Underlying Asset Class(es) on a one-to-one basis), greater than one (indicating a leveraged Long Exposure), negative (indicating a Short Exposure), or such other value as specified in the Final Terms.
Liquid and Publicly Observable Market….	means, in relation to a Pricing Reference Instrument for an IREV Asset, a market on one or more Pricing Reference Venues in respect of which, at the relevant time: 1. current executable bid and offer quotations in form of an order book and historical price information for at least thirty (30) calendar days, are publicly accessible by electronic means; 2. active trading in the Pricing Reference Instrument occurs on one or more Pricing Reference Venues such that the trading volume represents greater than 5% of the open interest in that Pricing Reference Instrument (open interest being the total notional value of outstanding perpetual futures contracts), calculated as average over the past seven (7) calendar days; and 3. trading in the Pricing Reference Instrument is not suspended and no circumstance exists which renders the observable market price unavailable, unreliable or unrepresentative. An IREV Asset referencing a Reference Entity for which no such Liquid and Publicly Observable Market exists at the time of issuance is not eligible under this Programme.
Listing and Admission to Trading………………..	The Certificates will be admitted to trading on one or more regulated market(s) and/or multilateral trading facility(ies). Application may be made for the Certificates in any Series to be admitted to the Spotlight Stock Market MTF Operated by Spotlight Stock Market AB in Sweden

	and/or one or more regulated market(s) and/or multilateral trading facility(ies) in Sweden and any other EEA Member State to which this Base Prospectus has been duly notified in accordance with Article 25 of the Prospectus Regulation.
Market Maker(s)............	The Market Maker(s) specified in the relevant Final Terms.
Obligations of the Issuer……………………	The Certificates will be obligations solely of the Issuer. In particular, the Certificates will not be obligations or responsibilities of, or guaranteed by any other partner or affiliate of the Issuer, any direct or indirect shareholder of the Issuer, any Authorised Participant or any other third party. The Issuer was established for the purpose of issuing the Certificates.
Certificate Documentation…	Each Series will be subject to the General Terms and Conditions set forth in this Base Prospectus (the **General Terms and Conditions**), as completed by the relevant Final Terms relating to such Series (together, the **Certificate Documentation**). In the event of any inconsistency between the General Terms and Conditions and the Final Terms, the Final Terms shall prevail.
Perpetual Futures…………	Perpetual Futures are derivative contracts providing long or short exposure to an Underlying Asset Class without a fixed expiry date, traded on digital asset derivatives venues as specified in the relevant Final Terms. Unlike Exchange-Traded Futures, Perpetual Futures are generally not standardised contracts cleared through a regulated central counterparty and do not require a clearing intermediary. The Issuer may establish a direct trading account with the relevant venue, subject to that venue's onboarding and eligibility requirements.

Physical Holdings………..	Physical Holdings are the direct acquisition and custody of Underlying Instruments by the Issuer, held with the Custodian in accordance with the Custody Agreement. The Certificates are however not backed by such holdings. Physical Holdings may be used where the Underlying Instrument is capable of being directly held in custody, including cryptocurrencies and digital assets, precious metals, equities and equity indices, fixed income instruments, tokenised assets, and other eligible Underlying Instruments, in each case as specified in the relevant Final Terms.
Price Source Administrator	Means the price source administrator specified in the relevant Final Terms.
Pricing Reference……	means, in relation to an IREV Asset, the price, mark or settlement value of the Pricing Reference Instrument used in accordance with the methodology specified or identified in the applicable Final Terms to determine the level of the IREV Asset. .
Pricing Reference Instrument……..	means, in relation to an IREV Asset, the specific perpetual futures contract whose price is used as the Pricing Reference for determining the level of that IREV Asset in accordance with the methodology specified or identified in the applicable Final Terms. A Pricing Reference Instrument is used as a source for determining the relevant Pricing Reference and does not constitute an Underlying Instrument solely by reason of such use. .
Pricing Reference Venue….	means any exchange, trading venue, platform, market or other source on or by reference to which a Pricing Reference Instrument is published, quoted, calculated or otherwise made available.

Prospectus Regulation…	means the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (as amended).
Rebalance Period…..	The relevant Rebalance Period is specified in the relevant Final Terms.
Redemption…………………	The Certificates may be issued as open-ended Certificates without a scheduled maturity date or as Certificates with a scheduled maturity date, as specified in the relevant Final Terms. The Issuer may terminate and redeem a Series of Certificates in whole but not in part at any time, at the Issuer's sole discretion and without any further prior consent of the Investors, on a redemption date set out in a termination notice published by the Issuer in accordance with the Conditions.
Reference Entity…..	means, in relation to a Synthetic Asset, the company or other undertaking to which the relevant Synthetic Asset relates, as specified in the applicable Final Terms.
Settlement Amount………	has the meaning specified in Condition 5.2 of the General Terms and Conditions.
Synthetic Asset……….	means a constructed reference measure constituting an Underlying Asset Class whose value is determined in accordance with a methodology specified or identified in the applicable Final Terms by reference to one or more observable market prices, market-implied values or other specified Price Sources, as further described in the section headed “Description of the Underlying Asset Classes”.

	See further information under “Implied Reference Entity Value Asset or IREV Asset” above.
Reference Asset(s)…………	For each Series of Certificates, the Reference Asset(s) represent the combination of the relevant Underlying Asset Class(es) and the applicable Investment Strategy, as specified in the relevant Final Terms. The Issuer seeks to replicate the value of the Reference Asset(s) by investing in Underlying Instrument(s) as described in the section headed "Description of the Underlying Instruments".
NAV……	The NAV means the value of the Reference Asset, as specified in respective Final Terms of the Certificates.
Reference Currency…..	Means the currency in which the relevant Underlying Instrument is quoted or valued.
Selling and Transfer Restrictions…………………	The Certificates are transferable, but Investors may be subject to purchase or transfer restrictions with regard to the Certificates, as applicable, under local laws to which an Investor may be subject. Each Investor must ensure compliance with such restrictions at its own cost and expense. Several of the Issuer’s Certificates have been granted admission to trading on the Spotlight Stock Market MTF Operated by Spotlight Stock Market AB in Sweden and the Issuer may apply for further Certificates to be admitted to trading there and/or elsewhere. In connection with several of such admissions to trading the Issuer has given its consent to certain authorised offerors to use the then current base prospectus for the purpose of making offers of the Certificates to the public in the relevant jurisdictions.

Settlement and Clearing…..	The Certificates shall be issued exclusively in dematerialised uncertificated form. Each Series of Certificates shall be issued into SIX SIS AG or any other CSD specified in the Final Terms, acting as the CSD for the relevant Series, and shall be maintained in accordance with the rules and procedures applicable to SIX SIS AG from time to time. The holding, transfer, settlement, recording and cancellation of interests in the Certificates shall be effected in accordance with the rules and procedures applicable to the relevant securities settlement system or intermediary through which such interests are held and any mandatory provisions of applicable law governing such arrangements. The Certificates are governed by English law. The rules and procedures of any securities settlement system shall govern only the holding, transfer, settlement and recording of book-entry interests in the Certificates and shall not affect the nature of the Certificates as obligations of the Issuer or the governing law applicable thereto.
Settlement Currency….	means the currency specified as such in the Final Terms applicable to the relevant Series of Certificates.
General Terms and Conditions of Certificates……………...	Each Series of Certificates will have the terms and conditions set out in the section of this Base Prospectus headed "*General Terms and Conditions*", as modified, supplemented and completed by the Final Terms in respect of each Certificate.
The Programme...........	On 24 September 2026, the Issuer established a multi asset programme (the **Programme**) for the issuance of Certificates. The Final Terms relating to each Series of Certificates will specify the detailed terms applicable to such Series of Certificates.

Transaction Structure…..	Under the Programme, the Issuer may issue Certificates to Authorised Participants appointed in respect of such Series. For a description of the creation and redemption processes, as well as a description of the principal parties and transaction documents related to the Programme, see "*Summary of the Parties and the Structure*". It is intended that Authorised Participants will sell Certificates in the secondary market to Investors who have directly approached the Authorised Participant(s) for a purchase price agreed between the Authorised Participant and such Investor(s) in respect of the Certificates. Investors will also be able to purchase Certificates on the secondary market on a securities exchange or other trading venue on which the Certificates are listed. Investors may sell the Certificates from time-to-time in the secondary market to third parties or to Authorised Participants. As such, the Certificates are freely transferrable on the secondary market.

Underlying Asset Classes……………….	**"Underlying Asset Class"** means the assets, instruments or exposures to which a Reference Asset relates and from which its value is derived, directly or indirectly, as further described in the section headed "**Description of the Underlying Asset Classes**". Underlying Asset Classes eligible under the Programme include: ● Digital Assets (including cryptocurrencies and other digital assets); ● Equity Assets (including shares and depositary receipts); ● Commodity Assets (including precious metals such as gold, silver, platinum and palladium; ● Indices of Digital Assets, Equity Assets and/or Commodity Assets, or Fixed Income Instruments; ● Fiat Currencies (including cash or cash equivalents); ● Fixed Income Instruments (including government bonds, corporate bonds, money market instruments and tokenised fixed income instruments); ● Synthetic Assets; ● Baskets (comprising a combination of two or more of the foregoing Underlying Asset Classes). Exposure to such Underlying Asset Class(es) is obtained synthetically through Underlying Instruments, as described in the section headed "**Description of the Underlying Instruments**". More information on each Underlying Asset Class can be found in the section titled "**Description of the Underlying Asset Classes**".

Underlying Instrument(s)..	**“Underlying Instrument**” means the underlying instruments used to replicate the NAV, as specified in the relevant Final Terms. Eligible Underlying Instruments under the Programme includes: ● Physical Holdings (Digital Assets, Commodity Assets, Equity Assets, Fiat Currencies, Fixed Income Instruments) ● Exchange-Traded Futures ● Perpetual Futures ● Contracts (swap agreements, unlisted structured notes) ● Options and other Derivative Instruments (exchange-traded options, over-the-counter options, variance swaps and volatility swaps, FX forwards and FX-swaps) The Underlying Instruments are further described in the section headed “**Description of the Underlying Instruments**”.
USDC Back-End Arrangement…..	means any operational arrangement between an Authorised Participant the Issuer or/and the Contract Counterparty under which USDC may be acquired, converted, transferred or used in connection with the funding, hedging, reconciliation or settlement of a transaction relating to a Series. An USDC Back-End Arrangement is not an Underlying Instrument, Reference Asset, Series Asset or Settlement Currency and does not create any right of an Investor or other holder to receive USDC.

USDC.....	means the U.S.-dollar-referenced stablecoin issued under the name USD Coin by the relevant Circle issuing entity permitted under the applicable USDC Back-End Arrangement and on a supported network. USDC is designed to maintain a value of one U.S. dollar per unit, but may be subject to restrictions, suspension, freezing, blocking, loss of transferability, service disruption or deviations from its intended value. USDC used under an USDC Back-End Arrangement is not an Underlying Instrument, Reference Asset, Series Asset or Settlement Currency.
Warning regarding expiry and supplement(s).............	Investors should note that this Base Prospectus shall be valid for 12 months after its approval, provided that it is completed by any supplement required pursuant to Article 23 of the Prospectus Regulation. The Issuer shall prepare a supplement (each, a **Supplement**) to this Base Prospectus or publish a new base prospectus if there is a significant change affecting any matter contained in this Base Prospectus or a significant new matter arises, the inclusion of information in respect of which would have been so required if it had arisen when this Base Prospectus was prepared and/or pursuant to Article 23 of the Prospectus Regulation. The obligation to supplement a prospectus in the event of significant new factors, material mistakes or material inaccuracies does not apply when a prospectus is no longer valid.

RISK FACTORS

This section contains a number of risk factors, both risks pertaining to the Issuer and pertaining to the Certificates. The assessment of materiality of each risk factor is based on the probability of their occurrence and the expected magnitude of their adverse impact is disclosed by rating the relevant risk as low, medium or high. Prospective investors should note that the materiality of each risk factor associated with the underlying exposure, is dependent on the particular asset(s) constituting the underlying exposure for the individual Series of Certificates as stated in the Final Terms applicable to such Series and, consequently, may differ between different Series of Certificates.

The risk factors are presented in categories where the most material risk factors in a category is/are presented first under such category. Subsequent risk factors in the same category are not ranked in order of materiality or probability of occurrence. Where a risk factor may be categorised in more than one category, such risk factor appears only once and in the most relevant category for such risk factor.

Certain capitalised terms used in this section are defined in the General Terms and Conditions and/or the Final Terms.

A. Risk Factors relating to the Issuer

1. Market risk

The value of the Certificates is linked to the performance of the Reference Asset, which may reference Underlying Asset Classes and Investment Strategies that are subject to significant price volatility, including digital assets and leveraged or inverse exposures, whose value may fluctuate materially over short periods of time. The price of the Reference Asset may be influenced by a wide range of factors that are outside the control of the Issuer, including macroeconomic conditions, regulatory developments, market sentiment, liquidity conditions, and geopolitical events. As a result, the Net Asset Value of the Certificates may increase or decrease substantially over short periods of time, and investors may lose part or all of the amount invested. Past performance of the Reference Asset is not indicative of future performance.

Given the breadth of Underlying Asset Classes permissible under the Programme, the Issuer may issue Series of Certificates whose Reference Asset relies on multiple Underlying Asset Classes simultaneously. In periods of broad market stress, volatility events may occur across multiple asset classes concurrently, compounding the potential for loss. Investors should be aware that adverse market conditions affecting one Underlying Asset Class may coincide with, or be amplified by, adverse conditions affecting other Underlying Asset Classes and that such concurrent volatility events are more likely to occur during periods of systemic market disruption.

The Issuer is exposed to market risk arising from fluctuations in the value of the Underlying Instruments referenced by its Certificates, which include derivatives, private notes, and other instruments across a broad range of asset classes. The scope of permissible Underlying Asset Classes and/or Underlying Instruments for a Reference Asset under the Programme is not limited to a defined asset class; accordingly, the Issuer may at any time carry hedging positions referencing highly volatile markets, including crypto-assets, commodities, equities, and related derivatives.

To manage this exposure, the Issuer may enter into hedging arrangements with Contract Counterparties. These arrangements are designed to offset the Issuer's market exposure; however, they do not eliminate it. The effectiveness of any hedge depends on the degree of correlation between the hedging instrument and the underlying exposure. Where that correlation is imperfect, as is structurally the case for OTC derivatives and bespoke private note structures, the Issuer bears risk. Market volatility may cause the value of hedging positions to diverge materially from the value of the Underlying Asset Classes, resulting in losses to the Issuer notwithstanding the existence of hedging arrangements.

The level of market volatility relevant to the Issuer is not solely a function of realised price movements. It is also determined by implied volatility as reflected in derivative pricing, liquidity conditions in the relevant underlying markets, and macro-financial and trading dynamics. Given the breadth of underlying exposure permissible under the Programme, the Issuer may be exposed simultaneously to volatility events across multiple asset classes, compounding the potential for loss.

Risk Rating: High.

2. Dependency on the developments of the Underlying Asset Classes and the Underlying Instruments

The focus of the Issuer's business activities is the issuance of Certificates relating to various Underlying Assets Classes, including digital assets, commodities, equities, fixed income instruments and other eligible assets, and the Underlyings Instrument(s). As a consequence, industry wide events having a negative impact on one or more of such Underlying Asset Classes and/or Underlying Instruments may constitute risks specific to the Issuer. Similarly, the Issuer is exposed to the risk that any of its counterparties does not fulfil their obligations which could have a negative effect on its business and its financial position if the risk occurs.

Risk Rating: High.

3. Risks related to the scope of the Issuer's business activities

The business activities of the Issuer concern the issuance of Certificates linked to various Underlying Instruments, which create a synthetic exposure to the Underlying Asset Classes following the applicable Investment Strategy. The Underlying Asset Classes consist of, inter alia, Digital Assets, Equity Assets, Commodity Assets and Indices, as specified in the applicable Final Terms. The Issuer is a special purpose vehicle established for the purpose of issuing Certificates within the meaning of applicable laws and regulations. The protocols, market trends and structures as well as regulatory frameworks applicable to the relevant Underlying Asset Classes may be subject to continuous evolution and development. If one or more of the Underlying Asset Classes, and the Underlying Instruments in turn, to which the Issuer's Certificates are linked do not develop as anticipated, become subject to adverse regulatory treatment, or if the Issuer is unable to adapt to changed circumstances in respect of any such asset class, the Issuer may be unsuccessful in carrying out its business in respect of the relevant Series of Certificates, which may lead to a decrease or total loss in the value of the affected Certificates.

Risk Rating: Medium.

4. Risks associated with the Issuer’s creditworthiness and organization

The Issuer will act as an issuer of Certificates providing direct or indirect exposure to various Underlying Asset Classes . Investors in the Certificates will be exposed to the creditworthiness of the Issuer. Where the Issuer becomes insolvent, the Issuer may not be able to make any payments due under the Certificates, and the amount the Investors will receive in such case may be as low as zero.

There is no collateral, guarantee or other form of creditor protection available for investors in the Certificates.

Other operational risks include the potential of insufficient internal routines, errors caused by humans or computer systems. The Issuer has implemented a very stringent set of internal rules that define guidelines including for the risk management of positions and market making of the Certificates. In the event of breach or other non-compliance with the Issuer's internal rules and guidelines regarding hedging, secondary market trading activities and/or maintenance of the Underlying Instruments, or if a perpetrated attack from the outside occurs on its premises, computer or storage systems, the Issuer may suffer significant economic losses and its reputation may be impaired limiting its ability to attract new business.

Risk Rating: Medium.

5. Regulation of the Issuer by any regulatory authority

The Issuer is not required to be licensed or authorised under any current securities, commodities, banking, or other laws of its jurisdiction of incorporation and will operate without supervision by any authority in any jurisdiction. There is no assurance, however, that regulatory authorities in one or more jurisdictions would not take a contrary view regarding the applicability of any such laws to the Issuer. The taking of a contrary view by such regulatory authority could have an adverse impact on the Issuer or the Investors of the Certificates. For instance, if it was determined by a regulatory authority that the Issuer was required to be authorised in a particular jurisdiction, it may not be possible for the Issuer as a special purpose vehicle to receive such authorisation. In such a scenario there is a risk that the Issuer could be required to effect a mandatory redemption of the Certificates which could result in a loss being incurred by Investors of the Certificates.

Risk Rating: Low.

6. Credit risk

Investors are exposed to the credit risk of the Issuer as well as of any counterparty related to the Underlying Instrument(s) y. An Investor's ability to obtain payment in accordance with the General Terms and Conditions is dependent on the Issuer's ability to meet these obligations. The Certificates are not, either directly or indirectly, an obligation of any other party. As a result, the creditworthiness of the Issuer may affect the market value of any Certificates and, in the event of a default, insolvency or bankruptcy, Investors may not receive the amount owed to them under the General Terms and Conditions. In addition to direct credit risks, the Investors are indirectly exposed to any credit risk to which the Issuer is exposed (see risk factor "***i. Counterparty risk***" below").

Risk Rating: Medium.

7. Operational risk

The Issuer has no employees of its own. All operational functions necessary to the Issuer's business, including administration, custody, index calculation, market making, authorised participant settlement, paying agent services, and audit, are performed either by entities within the Issuer's group or by third-party service providers engaged under contractual arrangements.

This structure means that the Issuer's operational continuity is entirely dependent on the continued and adequate performance of those entities. Failures arising from human error, system deficiencies, inadequate internal controls, or procedural breakdowns within any service provider may directly affect the Issuer's ability to perform its obligations under the Programme. The Issuer has no internal capacity to absorb or remediate such failures independently.

The Issuer is therefore entirely dependent on the continued and adequate performance of those service providers. Failures arising from human error, system deficiencies, or procedural breakdowns within any service provider may directly affect the Issuer's ability to perform its obligations under the Programme. The insolvency of, or regulatory action against, a key service provider would similarly impair the Issuer's operational capacity. Where the Underlying Instrument is a bespoke or privately placed instrument, operational complexity increases further due to non-standardised settlement mechanics and a higher degree of manual processing, each of which increases the probability of error.

The Issuer may use arrangements under which an Authorised Participant , the Issuer and/or any Contract Counterparty use USDC for operational back-end purposes in connection with the funding, hedging, reconciliation or settlement of transactions relating to a Series. USDC is not delivered to, or received by, Investors and no amount payable to an Investor is denominated or paid in USDC.

The Issuer may nevertheless be indirectly affected if USDC becomes unavailable, frozen, blocked, prohibited, non-transferable or subject to restrictions, or if a relevant blockchain network, wallet, custodian, exchange, liquidity provider or other service provider is disrupted. USDC may also deviate from its intended value relative to the U.S. dollar. A failed, delayed, misdirected or restricted USDC transfer may delay or prevent the Authorised Participant or the Contract Counterparty from completing the relevant back-end arrangements, maintaining or unwinding the relevant hedge, establishing the relevant Contract exposure or processing a creation or redemption transaction.

These events may adversely affect the timing, availability or liquidity of creations and redemptions, the ability of the Contract Counterparty to perform its obligations, the value of the relevant Contract and, indirectly, the value or liquidity of the Certificates. Investors do not bear any USDC conversion spread, slippage, blockchain fee or wallet fee as an Investor fee. The allocation of such costs and risks is determined under the arrangements between the Authorised Participant and the Contract Counterparty.

The use of USDC for back-end purposes does not change the currency or amount of any contractual obligation owed to an Investor.

Risk Rating: Medium.

8. Business risks

Business risks are risks that arise as a consequence of external circumstances or events that harm the Issuer's image or performance. The Issuer's ability to conduct its business is dependent on its ability to comply with rules and regulations. The failure to pass any audit regarding the Issuer's compliance with rules and regulations or to be found in breach of regulations applicable to the Issuer could result in fines or adverse publicity which could have a material adverse effect on the business and which may lead to decreased results of operations and financial condition. New legislation or regulations, decisions by public authorities or changes regarding the application of or interpretation of existing legislation, regulations or decisions by public authorities applicable to the Issuer's operations, the Certificates, the Underlying Instrument(s) and / or the Underlying Asset Class(es), may adversely affect the Issuer's business and/or the value of or investment in the Certificates.

As the Programme is a multi-asset programme under which the Issuer provides synthetic exposure to a range of Underlying Asset Classes through the Underlying Instruments the Issuer is dependent on the continued availability of suitable counterparties, including the Contract and Hedging Counterparty, trading venues, clearing infrastructure and liquidity providers across each such asset class. A disruption to, or deterioration in, the markets for any relevant Underlying Instrument, or in the Issuer's ability to obtain or maintain appropriate Underlying Instruments providing the requisite synthetic exposure, could adversely affect the Issuer's ability to issue additional Certificates or to maintain the intended exposure of existing Series of Certificates, which may, in turn, adversely impact the Issuer's financial performance and creditworthiness. Business risk may involve unexpected changes to the Issuer's result.

Risk Rating: Low.

9. Counterparty risk

The Issuer will be exposed to the credit risk of a number of counterparties with whom the Issuer transacts for the purpose of obtaining the Underlying Instruments, lending or hedging its obligations under the Certificates. Under the Programme, the Issuer may obtain exposure to a range of Underlying Asset Classes, including Digital Assets, Commodity Assets, Equity Assets, Fixed income instruments, Synthetic Assets and other eligible assets, through Derivative Instruments and other contractual arrangements, including futures contracts, over-the-counter derivatives, swaps (including total return swaps), structured notes and other financial arrangements. Such synthetic replication may entail continuous and potentially significant counterparty risk exposure for the Issuer across multiple asset classes and counterparties simultaneously. Consequently, the Issuer will be exposed to risks, including credit risk, reputational risk and settlement risk arising from the failure of any of its counterparties to fulfil their respective obligations towards the Issuer. The occurrence of any such counterparty risk may have a material adverse effect on the Issuer’s financial position and ability to meet its obligations under the Certificates. The consequences of a counterparty default may be more severe in respect of Series providing leveraged exposure, short exposure or exposure to volatile assets such as Digital Assets, where replacement for the respective Underlying Instruments may be difficult or costly to obtain and market movements may be rapid and significant. As a result, an Investor may lose part or all of their investment in the Certificates.

For further details regarding the risks associated with Derivative Instruments and counterparty exposure, see risk factor "**1. Counterparty risk in respect of Swaps and other Derivative Instruments**" under section "Risk factors relating to the Reference Assets" below.

In addition, the Issuer may, in its sole discretion, lend out Underlying Instruments held by it to third parties. Such lending activities expose the Issuer to the credit risk of the relevant borrower, including the risk that the borrower fails to return the lent Underlying Instruments or to pay any agreed lending fee. In the event of a borrower default, the Issuer may suffer losses which could adversely affect its financial position and its ability to meet its obligations under the Certificates. Any proceeds received in connection with such lending arrangements may be subject to valuation, liquidity and enforcement risks. Investors have no entitlement to any income or profits generated from such lending activities, which are retained by the Issuer at its sole discretion.

The Issuer may also be indirectly exposed to operational and settlement risks arising from USDC Back-End Arrangements used by an Authorised Participant, the Issuer or/and the Contract Counterparty. The Issuer does not acquire legal title to USDC under those arrangements, but a failure or disruption affecting USDC may impair the Contract Counterparty’s ability to maintain, realise or replace the positions supporting its obligations under the relevant Contract. A disruption affecting USDC may impair the Contract Counterparty’s ability to fund, maintain, unwind or replace positions used to support the relevant Contract.

Risk Rating: High.

10. Risk of non-arm's length transactions between the Issuer and the Contract Counterparty

The Issuer and the Contract Counterparty may be affiliates under common ultimate ownership of the FalconX Group. The economic terms governing each underlying note, including the fixing price, slippage, financing costs, and tracking error tolerances, are agreed between entities within the same corporate group. There is no independent director on the Issuer's Board of Directors with authority to review and approve the fairness of those terms, and no external party verifies that they are equivalent to terms that an unaffiliated counterparty would offer in an arm's length transaction.

As a result, the Contract Counterparty may have the ability, whether through the structuring of term sheet parameters, the inclusion of fees or charges, or otherwise, to extract economic value from the programme in a manner that reduces the returns available to Certificateholders. Although the applicable term sheet parameters are fixed at the time of issuance and the valuation of each underlying note is subject to an independent reconciliation process conducted by the Issuer and the Administrator, those controls do not eliminate the risk that the initial economic terms are unfavourable to investors. Investors should take this conflict of interest into account when assessing the suitability of an investment in the Certificates.

The Issuer may also receive non-public information relating to the Underlying Instruments that the Issuer may not make available to Investors. The corporate director of the Issuer does not have any interest that conflicts with that of the Issuer.

Risk Rating: High.

11. The Issuer may incur liabilities under other securities and financing arrangements which may adversely affect its ability to meet its obligations under the Certificates

The Issuer is a special purpose vehicle whose corporate objects permit it, in addition to issuing Certificates under this Programme, to issue listed and unlisted notes and other financial products and to enter into related financing, investment, hedging and contractual arrangements. Accordingly, the Issuer may from time to time have payment and other obligations to creditors that do not arise under the Certificates.

The Certificates constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and, subject to obligations mandatorily preferred by applicable law, rank pari passu with the Issuer’s other present and future unsecured and unsubordinated obligations. Assets held by the Issuer in connection with a particular Series do not, unless expressly provided otherwise, constitute assets held on trust for or subject to a proprietary security interest in favour of the Investors in that Series.

A default by the Issuer in respect of any other notes, securities or financial obligations does not, solely by reason of such default, constitute an Event of Default under the Certificates unless the conditions for an Event of Default under the General Terms and Conditions are independently satisfied. However, any material loss, payment obligation, acceleration, enforcement action or other liability arising in connection with such other obligations may reduce the Issuer’s available assets or liquidity and may adversely affect its ability to perform its obligations under the Certificates.

In particular, if a default or loss arising from another issuance or financing arrangement results in, or contributes to, an Issuer Insolvency Event, Investors in the Certificates would rank as unsecured creditors of the Issuer and may compete for recovery from the same insolvency estate with holders of such other unsecured obligations and other creditors of the Issuer. There can be no assurance that the assets associated economically with any particular Series of Certificates would be available exclusively to satisfy claims arising under that Series. In such circumstances, Investors may receive less than the amount otherwise payable under the Certificates and may lose some or all of their investment.

Risk Rating: High.

12. Regulatory and legal risk factors

The Issuer is a company which is regulated by various laws and regulations of the Cayman Islands. The Issuer cannot fully anticipate all changes that in the future may be made to laws and regulations to which the Issuer is subject to in the future, nor the possible impact of all such changes. The Issuer's ability to conduct its business is dependent on the ability to comply with rules and regulations. If the Issuer would be found to be in breach of regulations applicable to the Issuer could result in fines or adverse publicity which could have a material adverse effect on the business which in turn may lead to decreased results of operations and the Issuer’s financial condition.

The Issuer is subject to many different forms of taxation including but not limited to corporate taxes, income tax, withholding tax, value added tax, and social security and other payroll related taxes. Tax law and administration is complex and often requires the Issuer to make subjective determinations. The tax authorities may not agree with the determinations that are made with respect to the application of tax law. Such disagreements could result in lengthy legal disputes and potentially in the payment of substantial amounts for tax, interest and penalties, which could have a material effect on the Issuer's results of operations.

The Issuer's involvement in such proceedings or settlements as well as potential new legislation or regulations, decisions by public authorities, or changes regarding the application of or interpretation of existing legislation, regulations or decisions by public authorities applicable to the Issuer's operations, the Certificates and/or the underlying assets, may adversely affect the Issuer's business or an investment in the Certificates.

Risk Rating: Medium.

13. Risks relating to the Issuer's status as a newly incorporated entity

The Issuer was incorporated on 22 April 2026 and has no operating history or track record. There can be no assurance that the Issuer's systems, processes, internal controls and counterparty relationships will perform as intended, in particular in stressed or volatile market conditions. The Issuer may encounter difficulties in attracting or retaining sufficient Authorised Participants, service providers or other counterparties necessary to operate the Programme effectively. The absence of an established track record may also affect the Issuer's ability to grow assets under management, which in turn may adversely affect the Issuer's financial position and its ability to meet its obligations under the Certificates.

Risk Rating: Medium.

14. Risks relating to the Issuer's dependency on the FalconX group and associated conflicts of interest

The Issuer is a wholly owned subsidiary of Jura Pentium Limited, which is itself a subsidiary within the group of companies under the ultimate parent company FalconX Holdings Limited (the "**Group**"). The Issuer is operationally dependent on Jura Pentium AG and Jura Pentium Limited for the provision of services required in connection with the establishment of the Programme and the issuance, marketing, creation and redemption of Certificates. Any disruption to, or deterioration in the financial condition of, Jura Pentium AG or Jura Pentium Limited could materially and adversely affect the Issuer's ability to operate the Programme and to perform its obligations under the Certificates.

FalconX, as the ultimate parent group, may provide market-making, liquidity provision or related services in respect of instruments that are the same as, or economically linked to, the Certificates as well as function as Contract Counterparty and provide some of the Underlying Instruments for the Certificates. Such activities may give rise to conflicts of interest between the interests of the Group and the interests of Investors, including in relation to the creation, pricing, liquidity and secondary market trading of the

Certificates. The Issuer maintains arrangements designed to manage potential conflicts of interest; however, there can be no assurance that such arrangements will be fully effective.

Through its indirect shareholding in the Issuer, FalconX Holdings Limited, and indirectly Mr Raghu Veer Yarlagadda as ultimate beneficial owner, can exercise a material influence over the Issuer. There can be no assurance that the exercise of such influence will at all times be aligned with the interests of Investors. Investors have no direct recourse against any member of the Group in respect of the Certificates or the Underlying Instruments, and the obligations under the Certificates are obligations of the Issuer only.

Risk Rating: Medium.

B. Risk factors relating to the Certificates

1. General

The Certificates are designed to replicate the value of a Reference Asset, which will depend on the price or level of the relevant Underlying Asset Class and the relevant Investment Strategy, as detailed in the relevant Final Terms. The replication is made by investing in the Underlying Instruments, which will be the basis of the value of the Certificates. The fact that the Underlying Instrument may be denominated in the Reference Currency while the Certificates may have a different Settlement Currency implies that the value of the Certificates is also subject to fluctuations in the exchange rates of the Reference Currency against the Settlement Currency. The Certificates represent a synthetic exposure to the relevant Underlying Instrument(s) and the Reference Currency through an unsecured debt obligation of the Issuer which the investor holds until they are either sold, have been redeemed or have expired. By definition, the Certificates are therefore neither fully nor partially capital protected by law or by their design and thus pose a risk for investors where they could lose parts or the entire invested amount. The return of the Certificates may be more or less than what a comparable investment directly in the relevant Underlying Instrument(s) or Underlying Asset Classes would yield.

Historical prices are no guarantee for or indication of future price levels for the Certificates and/or the relevant Underlying Instrument(s) in relation to the Reference Currency. Historical trading patterns do not need to repeat themselves in the future, and, if an investor relies on historical trading patterns in the context of a forward-looking investment strategy, the outcome may be different and result in unexpected losses.

An individual investor in the Certificates may also be exposed to changes in the regulatory and taxation environment, both on a personal level as well as by owning an instrument which tracks the performance of Reference Asset via the Underlying Instrument(s) which may be subject to changes in the same.Regulatory changes targeting any such Underlying Asset Class and/or Underlying Instrument may focus on limited possibilities to invest in such assets as well as transferable securities linked to such assets, which may impair investors' ability to divest from an investment in the Certificates. In particular, regulatory changes targeting Digital Assets may restrict access for the Issuer to Underlying Instrument providing exposure to Digital Assets and therefore restrict Investor's access to such Certificates. Similarly, changes in tax regimes applicable to any Underlying Instrument(s) may provide for disincentives to invest in such assets or transferable securities linked to such assets, which may impair an investor's net result from an investment in the Certificates compared to the expected position at the time of the investment decision.

Risk Rating: High

2. Foreign exchange risk

Prospective investors should be aware that if an Underlying Instrument for a Series of Certificates is denominated in a currency other than the currency in which the Certificates are listed, they will be exposed to the risk that the exchange rate between those currencies moves against them. If the currency of denomination of the Underlying Instrument depreciates against the listing currency in which prospective investors buy the Certificates, such movement may negatively impact the return that they will derive from an investment in such Series of Certificates.

Risk Rating: High

3. Exchange rate risks and exchange controls

The Issuer will satisfy its payment obligations in respect of the Certificates in the currency of denomination of the Certificates. This presents certain risks relating to currency conversions if an investor’s financial activities are denominated principally in a currency or currency unit (the "Investor’s Currency") other than the specified currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the specified currency or revaluation of the Investor’s Currency) and the risk that authorities with jurisdiction over the Investor’s Currency may impose or modify exchange controls. An appreciation in the value of the Investor’s Currency relative to the specified currency would decrease (a) the Investor’s Currency equivalent value of the payment payable on the Certificates and (b) the Investor’s Currency equivalent market value of the Certificates.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less payment than expected and may receive no payment.

Risk Rating: High

4. Issuer’s right to vary fees

The fees that are taken into account in calculating the Certificate value in respect of a Series on any Valuation Date may be varied upon the Issuer giving notice to the Investors. Potential investors should note that the Issuer is not required to consider the interests of the Investors in making any such variation. Any increase in fees would negatively impact the return for Investors.

Risk Rating: High

5. Issuer’s right to amend the Underlying Instrument(s) in order to replicate the value of the Reference Asset

The Issuer may employ one or more Underlying Instrument(s) simultaneously in respect of a Series of Certificates and may substitute or modify the Underlying Instrument(s) during the life of a Series in accordance with the Underlying Instrument substitution provisions set out in the General Terms and Conditions, provided that the Underlying Instrument and the synthetic exposure of Investors to the Reference Asset remain materially unchanged. Investors should be aware that the replacement of an Underlying Instrument may not always be possible and that the amount they can receive under the Certificates may be as low as zero.

Risk Rating: Medium

6. Suspension of Trading and Termination of Listing

Each exchange or market place where the Certificates are listed, and/or their regulatory bodies may at any time, in their sole and absolute discretion, elect to temporarily suspend trading at the request of the Issuer or on their own initiative if this is deemed necessary in exceptional circumstances, in particular, in the event of suspected price manipulation, falsification of liquidity or criminal activity. Each exchange or market place where the Certificates are listed may also order a suspension in trading if the ongoing listing requirements are no longer fulfilled. If trading has been suspended for a continuous period of three months, the Certificates are likely to be delisted from the relevant exchange or market place, unless the reasons for the suspension ceased to exist.

Neither the exchanges/market places nor any of their regulatory bodies accept liability for damage or loss incurred in connection with the suspension of trading and delisting.

Investors will not be able to buy or sell Certificates on exchanges or market places where a suspension of termination of listing has occurred.

Risk Rating: Medium

7. Valuation

The value of the Certificates will depend on the value of the relevant Underlying Instrument(s). Certain Underlying Instruments eligible under the Programme, including Digital Assets, do not represent an underlying claim on income or profits, nor do they represent a liability that must be repaid, and their value is a function of the perspective of the participants within the marketplace (or specific, given marketplace) and supply and demand. As a result, the value of such Underlying Instruments may be more speculative and more volatile than traditional assets representing claims on income, profits or debts. More broadly, the value of any Underlying Instrument may be affected by market conditions, liquidity, regulatory developments, macroeconomic factors and other circumstances that may make consistent valuation difficult.

The speculative or complex nature of certain Underlying Instruments can make it difficult to develop consistent valuation processes for the relevant Underlying Instrument and thereby the Certificates. This is particularly the case for Digital Assets, illiquid instruments, structured products and other non-standard asset classes that may be referenced under the Programme. Furthermore, extreme volatility or illiquidity in any relevant Underlying Instrument can impact the ability of market participants to provide reliable, consistent pricing, which in turn could adversely affect the price at which investors are able to trade the Certificates in the secondary markets.

Risk Rating: High

8. Market price of the Certificates

The Certificates may have a long term. Unless the Issuer permits redemption requests from Certificate Investors which are not Authorised Participants, the only means through which an investor will be able to realise value from a Certificate prior to its Settlement Date will be to sell it at its then market price in a secondary market transaction.

General movements in local and international markets and factors that affect the investment climate and investor sentiment could all affect the level of trading and, therefore, the market price of the Certificates. Investors should note that general movements in markets and factors that affect the investor climate and investor sentiment may have different effects on each Series of Certificates. The Certificate value and/or market price of the Certificates may be volatile and may fall rapidly and an investor may not be able to sell its Certificates quickly and/or at a price such that the investor is able to prevent or minimise any loss of its investment. This may result in the Certificates experiencing a significantly higher degree of volatility compared to financial instruments exposed to the price of traditional assets.

The market price of the Certificates of a Series will be affected by a number of factors, including, but not limited to:

(i) the value of the Underlying Instrument(s);

(iii) market perception, interest rates, yields and foreign exchange rates;

(iv) whether or not any market disruption is subsisting;

(vi) the creditworthiness of the counterparties and the Authorised Participants;

(vii) any fees or execution costs applicable to subscriptions for or redemptions of the Certificates; and

(viii) the liquidity in the Underlying Instrument(s).

Prospective investors should be aware that the Certificate value and the secondary market price of the Certificates can go down as well as up throughout the term of the Certificates. Prospective investors should be aware that the Certificate value and market price of any Certificates on any Valuation Date may not reflect their prior or future performance. There can be no assurance as to the future value and market price of any Certificates.

Risk Rating: High

9. Recharacterisation risk

The Certificates are issued in the form of debt securities and are listed as non-equity assets on each relevant exchange or market place. The Certificates are not units in a collective investment scheme for the purposes of the Directive of 13 July 2009 of the European Parliament and of the Council on the coordination of laws, regulations and administrative provisions relating to Undertakings for Collective Investment in Transferable Securities (No 2009/65/CE), as amended. There can be no assurance that the courts or regulatory authorities in any jurisdiction would not apply a different interpretation, including recharacterising the Certificates as units in a collective investment schedule or a fund. Any such difference in interpretation may have adverse consequences (including, without limitation, adverse tax consequences) for an investor, which ultimately may impact the return an investor receives on the Certificates. Prospective investors should consult their professional advisers on the implications, and in particular the tax and accounting implications, of investment in the Certificates and any risk of recharacterisation of the Certificates.

Risk Rating: low.

10. Risk factors relating to Certificates with an Investment Strategy where the Leverage Factor is different to 1

For some simulated numerical examples, see the Section of this Base Prospectus titled "**Description of the Investment Strategies**".

10.1. Certificates with Leveraged Exposure

Where a Series of Certificates employs leverage in respect of the Reference Asset, the effect which any negative or positive changes in the price of the relevant Underlying Asset Class will have on the NAV will be multiplied by the applicable Leverage Factor for the relevant Series of Certificates.

Series of Certificates which provide for a Leveraged Exposure seek to achieve a return which is a multiple of the Rebalance Period return of the relevant Underlying Asset Class (excluding the effects of any applicable fees and adjustments). Conversely, Series of Certificates which provide for a Short Exposure seek to achieve a return which is a multiple of the Rebalance Period rate of decrease of the price of the Underlying Asset Class (excluding the effects of any applicable fees and adjustments). Thus, the Certificates will magnify losses in market environments adverse to their objective compared to similar products that are not leveraged. In addition, losses will be magnified as the amount of leverage increases.

For Series which pursue Leveraged and Short Exposures, the Leverage Factor will be the one specified in the Final Terms. The Leverage Factor applicable to a Series of Certificates will be set out in either the Investment Strategy or the Final Terms for such Series.

As such, the NAV, which the Issuer seeks to replicate by investing in the Underlying Asset Classe(s), will be subject to potential high volatility due to the Leverage Factor. This means that the Issuer may have difficulties replicating the NAV in a timely manner, which in turn may lead to the value of the Certificates not fully reflecting the NAV. As such, the value of the Certificate may be substantially lower than the NAV.

Risk Rating: High

10.2. Rebalancing Risk

If for any reason the Issuer is unable to fully or partially rebalance a Certificate to its applicable NAV, or any Certificate’s indirect exposure to the Reference Asset is rebalanced incorrectly, the Issuer’s exposure to the Underlying Instrument may not be consistent with the NAV. In these instances, the Issuer may not successfully track the performance of the relevant Reference Asset and may not achieve its investment objective. Additionally, the rebalancing of Derivatives Instruments may impact the trading in such Derivatives Instruments contracts and may adversely affect the value of the Certificate. For example, such trading may cause the Hedging Counterparty to adjust their hedges. The trading activity associated with such transactions will contribute to the existing trading volume on the underlying futures contracts and may adversely affect the market price of such underlying Derivatives Instruments contracts, and, as a consequence, the value of the Certificates.

Risk Rating: High

10.3. Risk of unscheduled rebalancing

As defined in the Investment Strategy in respect of a Series of Certificates, where relevant, there is a possibility of unscheduled rebalancing in the event of (i) a significant decline in the price of the Underlying Asset Class if such Reference Asset provides a Leveraged Exposure; and (ii) a significant increase in the price of the Underlying Asset Class if such Reference Asset provides a Short Exposure, in both cases before the beginning of the next rebalance period of the Series as set out in the Final Terms (the "Rebalance Period"). On a day in which an unscheduled rebalance is triggered, the Rebalance Period return of the relevant Series of Certificates will not be equal to the Leverage Factor of such Reference Asset multiplied by the Rebalance Period price change of the Underlying Asset Class. Such unscheduled adjustment seeks to protect the Investor of Certificates providing Leveraged Exposure or Short Exposure in the event of extreme market movements during Rebalance Periods by crystallising the losses incurred up to that point.

As a result of the unscheduled rebalancing, a Series of Certificates may not track what an investor might expect for such Rebalance Period. For example, in the case of a Reference Asset providing a Leveraged Exposure, if the price of the Underlying Asset Class was to reverse its fall after the unscheduled rebalancing, then the NAV will not benefit from the reversal of the price decline of the Underlying Asset Class to the same extent that it might have if the unscheduled rebalancing had not occurred. However, if the price of the Underlying Asset Class continues to fall, then the NAVwill not suffer a loss to the same extent as if the unscheduled rebalancing had not occurred. Similarly, in the case of a Series providing for a Short Exposure, if the price of the Underlying Asset Class was to fall after the unscheduled rebalancing, then the NAV will not benefit from the reversal of the price of the Underlying Asset Class to the same extent that it might have if the unscheduled rebalancing had not occurred. However, if the price of the Underlying Asset Class continues to increase, then the Reference Asset will not suffer a loss to the same extent as if the unscheduled rebalancing had not occurred.

The impact on the NAV may, as a consequence, affect the value of the Certificates as the NAV is sought to be replicated by the Underlying Instruments.

Risk Rating: High

10.4. Risks of Holding the Certificates for longer than the Rebalance Period for the Reference Asset

Where applicable, the Rebalance Period applicable to a Reference Asset will be set out in the Investment Strategy or in the Final Terms. Due to the Rebalance Period investment goal of a Reference Asset, a Reference Asset's return over holding periods longer than the Rebalance Period will likely differ from the return of the relevant Investment Strategy (as adjusted to take account of the Leverage Factor), and this difference will become more significant as the holding period increases in length.

The return on the NAV over a period longer than the Rebalance Period will reflect the return for each Rebalance Period compounded over all Rebalance Periods in that holding period and the effects of the Rebalance Period rebalancing. As a consequence of the Rebalance Period and the leveraged exposure of the Reference Asset, over periods longer than the Rebalance Period, the NAV of a Certificate will fall if the Investment Strategy's performance is flat (i.e. has a zero or close to zero return). As a consequence, the value which the Issuer seeks to replicate may be as low as zero, and the return of the Certificates may be as low as zero.

Similarly, if an investor holds Certificates which has a Reference Asset offering Leveraged Exposure or Short Exposure for longer than the Rebalance Period applicable to such Reference Asset, the NAV of such Certificates over that holding period will likely differ from the return of the Underlying Asset Class over such holding period multiplied by the relevant Leverage Factor. This means that where an Investor holds a Certificate with such Reference Asset over a period longer than the Rebalance Period, the NAV will (i) fall where the Investment Strategy's performance is zero or close to zero and (ii) may not reflect the performance of the Underlying Asset Class(es) over that holding period multiplied by their Leverage Factor, and may have a negative impact on the value of the Certificate the longer the holding period, the higher the Leverage Factor and the greater the volatility of the Reference Assets over the holding period.

Risk Rating: High

10.5. Effective daily Leverage Factor where Rebalance Periods are longer than a day

At the end of each Rebalance Period, where relevant, the NAV is rebalanced so that, at the beginning of the immediately following Rebalancing Period, the Reference Assets reflect their Leveraged Exposure or Short Exposure to the Underlying Asset Class determined by their stated Leverage Factor. If the Rebalance Period is longer than a day, the exposure of the Reference Asset will not be rebalanced daily to maintain such exposure constant by reference to the Leverage Factor. As such, the effective level of Leveraged Exposure or Short Exposure reflected in the Reference Asset, as the case may be, will vary on each day of the Rebalance Period as prices of the Underlying Asset Class(es) fluctuate. What this means is that, for example, in the case of a Leveraged Exposure, where the value of the Underlying Asset Class(es) decrease during the Rebalance Period, the exposure of the Reference Asset will increase (i.e., the effective leverage exposure to the Underlying Asset Class(es) will be greater than the stated Leverage Factor), which may negatively impact the value of the Reference Asset. The Issuer seeks to replicate the value of the Reference Asset, and accordingly such changes in the value of the Reference Asset will be reflected in the value of the Certificates.

Risk Rating: High.

10.6. Factors affecting leverage risk

Higher leverage, higher volatility and longer holding periods will increase the risk of the NAV falling rapidly, and as a consequence due to the replication of the NAV, the risk from investing in the Certificates and hence may adversely affect the value of the Certificates. For leveraged Reference Assets with holding periods longer than the Rebalance Period (excluding the effects of any applicable fees and adjustments):

(a) the return of such Reference Asset will likely differ from the product of the Reference Asset return and the Leverage Factor; and

(b) the NAV may lose value if the relevant Underlying Asset Classes' performance is flat (i.e. has a zero or close to zero return); and

(c) it is possible for a Reference Asset with Leveraged Exposure to the price of Underlying Asset Class(es) to lose value even if the relevant Reference Asset Classes' return is positive. Similarly, it is possible for a Reference Asset with a Short Exposure to the price of Underlying Asset Class(es) to lose value even if the relevant Underlying Asset Class(es) return is negative; and

(d) the risks in (a) to (c) will be magnified for longer holding periods, higher Underlying Asset Class volatility and higher leverage.

See section of the Base Prospectus entitled “Description of the Investment Strategies” for simulated examples on how the above risks may occur.

Risk Rating: High.

C. Risk factors relating to the Underlying Instrument(s)

1. General risks relating to the Underlying Instrument(s)

Prospective investors should note that the amount payable on the redemption of the Certificates will be linked to the performance of the Underlying Instrument(s) that Series. Potential Investors should note that they will have no entitlement to theUnderlying Instrument(s) or the Reference Asset(s) and will be entitled solely to the Settlement Amount (as defined herein), which, depending on the performance of the Underlying Instrument(s), may be less, than their initial investment.

Accordingly, before investing in any Certificates, prospective investors should carefully consider whether an investment based on the performance of the applicable Underlying Instrument(s) is suitable for them and in all cases an investor in Certificates should carry out its own detailed review of the applicable Underlying Instrument(s).

Risk Rating: Medium.

2. Investing in Certificates is not the same as an investment in the Reference Asset or the Underlying Instrument

Investing in Certificates is not the same as making an investment in the Reference Assets the Underlying Instrument. Accordingly, investors in Certificates may receive a lower payment upon settlement or redemption of such Certificates than such investor would have received if it had invested directly in the Underlying Instrument(s) or the Reference Asset.

Risk Rating: Medium.

3. The actions of the Issuer, including changing the composition of or discontinuing an Underlying Instrument could adversely affect the market value of the Certificates referencing such Underlying Instrument.

The Issuer is responsible for the maintenance of the Underlying Instrument. The Issuer may make certain adjustments to the Underlying Instrument to ensure that, so far as possible, the basic principles and economic effect of the value of the Underlying Instrument(s) reflect the value of the Reference Asset. For example, if the Derivatives Instruments contracts listed as Underlying Instrument are delisted and not available for investment, the Issuer may make adjustments to the Underlying Instrument(s) to ensure the basic principles and economic effect is maintained. The Issuer may take any actions in respect of such Underlying Instrument(s) without regard to the interests of the investor in the Certificates, and any of these actions could adversely affect the market value of the Certificates.

Risk Rating: Medium.

4. Termination, replacement and tracking risk in respect of Underlying Instruments

An Underlying Instrument may be terminated, cancelled, accelerated or otherwise affected before the intended termination or maturity of the relevant Series as a result of a counterparty default, illegality, change in law, market disruption, hedging disruption, increased cost, failure of a relevant pricing source or another event specified in the relevant Contract.

If an Underlying Instrument is terminated or ceases adequately to replicate the relevant Reference Asset, the Issuer may seek to replace it with another Underlying Instrument in accordance with the General Terms and Conditions. There can be no assurance that a replacement instrument will be available, will provide substantially equivalent exposure or will be available on equivalent economic terms.

The termination or replacement of an Underlying Instrument may result in close-out costs, financing costs, bid-offer spreads, liquidity costs, transaction costs, delays or other losses. During any replacement period, the relevant Series may also experience tracking difference or may cease temporarily to provide the intended economic exposure.

Where the Issuer is unable to maintain or replace the relevant exposure on a commercially reasonable basis, the circumstances may result in an Early Redemption Event. Any resulting Settlement Amount may be materially lower than the amount originally invested and may be zero.

Risk Rating: Medium

5. Risks related to Physical Holdings

For risk factors relating to Physical Holdings, please see the section regarding Underlying Asset Classes below. The impact of the risks described for such Physical Holdings apply directly to the value of the Certificates.

6. Risks related to Futures Contracts

6.1. Risks related to futures contracts

Series of Certificates may be issued where the Underlying Instrument(s) are comprised of futures contracts. Futures contracts are derivative contracts whereby the parties agree to exchange payments on a future date based on changes to the value of an Underlying Asset Class(es). Accordingly, the value of the Certificates of such Series will be subject to the risks which apply to investing in futures contracts generally and also to the relevant Underlying Asset Class(es).

If the Issuer takes a long position in the relevant futures contract by acting as the buyer, the value of the Issuer's position in the futures contract may increase if the price of the Underlying Asset Class increases. Conversely, the Issuer may be required to make payments to the seller of the futures contract to the extent that the price of the Underlying Asset Class decreases over the term of the futures contract. If the Issuer takes a short position in the relevant futures contract by acting as the seller, the value of the Issuer's position in the futures contract may increase if the price of the Underlying Asset Class decreases. Conversely, the Issuer may be required to make payments to the buyer of the futures contract to the extent that the price of the Underlying Asset Class increases over the term of the futures contract.

Futures contracts involve, to varying degrees, elements of market risk and exposure to loss in excess of the amounts of any margin which is required to be delivered. Additional risks associated with the use of futures contracts are imperfect correlation between movements in the price of the futures contracts and the level of the Underlying Asset Class and the possibility of an illiquid market for a futures contract. The futures markets are subject to temporary distortions and other disruptions due to various factors, including the lack of liquidity, congestion, disorderly markets, manipulation, limitations on deliverable supplies, the participation of speculators, government regulation and intervention, technical and operation or system failures, nuclear accidents, terrorism, riots and acts of God. In connection with such events, a futures exchange may determine to halt trading, to cancel trades executed during a specified period and to take any other actions it deems appropriate.

With exchange traded futures contracts, there is minimal but some counterparty risk to the Issuer since the exchange's clearinghouse, as counterparty to all exchange-traded futures contracts, effectively guarantees futures contracts against default. Many futures exchanges and boards of trade limit the amount of fluctuation permitted in futures contract prices during a single trading day. Once the daily limit has been reached in a particular contract, no trades may be made that day at a price beyond that limit or trading may be suspended for specified times during the trading day. Futures contracts prices could move to the limit for several consecutive trading days with little or no trading, thereby preventing prompt liquidation of futures positions and potentially subjecting the Investors of Certificates linked to such futures contracts to substantial losses. If trading is not possible or if the Issuer determines not to close a futures position in anticipation of adverse price movements, the Issuer may be required to make daily cash payments of additional margin.

Risk Rating: High.

6.2. Risks related to digital currency futures contracts risk

Digital currency futures contracts are subject to collateral requirements and daily limits which may impact the Issuer's ability to replicate the target Leverage Factor applicable to the NAV for a Series of Certificates. If the Issuer is unable to meet the investment objective of a Series of Certificates, the returns for that Series of Certificates may fluctuate. Additionally, these collateral requirements may require the Issuer to liquidate its position when it otherwise would not do so.

The performance of digital currency futures contracts, in general, have historically been highly correlated with the performance of corresponding underlying digital currency. However, there can be no guarantee that this will continue. Transaction costs (including the costs associated with futures investing), position limits, the availability of counterparties and other factors may impact the cost of digital currency futures contracts and decrease the correlation between the performance of digital currency futures contracts and their corresponding underlying digital currency, over short or even long-term periods. The differences in the prices of digital currency futures contracts and their corresponding underlying digital currency will expose the Issuer to risks different from, and possibly greater than, the risks associated with investing directly in the relevant underlying digital currency, including larger losses or smaller gains.

Currently, the Issuer does not anticipate that the liquidity of digital contracts futures contracts will have any material negative impact on its ability to achieve the investment objective of each Series of Certificates or meet any redemptions. If the Issuer's ability to obtain exposure to the relevant digital currency futures contracts were to be disrupted for any reason, including, for example, limited liquidity in the digital currency futures market, a disruption to the digital currency futures market, or as a result of margin requirements, position limits, accountability levels, or other limitations imposed by the FCMs, the listing exchanges, would take such action as it believes appropriate and in the best interest of the Issuer in consideration of the facts and circumstances at such time, including to underleverage the Series of Certificates, relative to its stated Leverage Factor by an amount reflecting prevailing position limits.

Additionally, when a futures contract is nearing expiration, the Issuer will, in the case of replication of a Leveraged Exposure Investment Strategy, generally sell it and use the proceeds to buy a futures contract with a later expiration date and, in the case of replication of a Short Exposure Investment Strategy, buy such futures contract and short another one with a later expiration. This is commonly referred to as "rolling".

If the market for these contracts is in "contango," meaning that the prices of futures contracts in the nearer months are lower than the price of contracts in the distant months, the sale of the near-term month contract would be at a lower price than the longer-term contract, resulting in a cost to "roll" a long position in the futures contract.

Conversely, futures contracts with a longer term to expiration may be priced lower than futures contracts with a shorter term to expiration, a relationship called "backwardation".

The actual realisation of a potential roll cost will be dependent upon the difference in price of the near and distant contract. The costs associated with rolling long positions in digital futures contracts typically are substantially higher than the costs associated with other futures contracts and may have a significant adverse impact on the NAV of the Reference Asset which employ a Leveraged Exposure Investment Strategy. Contango in the digital futures market may cause digital currency futures contracts, and in turn, the Reference Assets employing Leveraged Exposure Investment Strategies to underperform the relevant spot digital currency.

Both contango and backwardation would reduce the Certificates' correlation to their Underlying Assets and may limit or prevent the Certificates from achieving their investment objective.

Risk Rating: High.

6.3. Risks associated with Perpetual Futures

Where the Underlying Instrument comprises one or more Perpetual Futures, the value of the Certificates will be exposed to risks associated with such Perpetual Futures. Perpetual Futures are derivative contracts that, unlike traditional futures contracts, do not have a fixed expiration or settlement date and may therefore remain outstanding for an indefinite period, subject to their applicable terms.

As Perpetual Futures do not have a fixed expiration date at which their price would ordinarily be expected to converge with the price of the relevant underlying asset, they generally employ a funding rate or other periodic payment or adjustment mechanism designed to maintain an appropriate relationship between the price of the Perpetual Future and the price of the relevant underlying asset class or reference value. Such mechanisms may not operate as intended at all times and the price of a Perpetual Future may trade at a premium or discount to the relevant underlying asset or reference value, potentially for an extended period.

Funding rates may be positive or negative, may fluctuate significantly and may result in periodic payments being made or received in respect of a position in a Perpetual Future. Consequently, the performance of a Perpetual Future may differ materially from the performance of the relevant underlying asset class or reference value and the cumulative effect of funding payments may materially reduce the return on, or increase losses arising from, the relevant Underlying Instrument.

Perpetual Futures may also be subject to margin, collateral and liquidation requirements. Adverse movements in the value of the relevant underlying asset or reference value, increased volatility or changes in applicable margin requirements may result in additional collateral requirements or the mandatory or automatic liquidation of a position, including in circumstances where such liquidation occurs at an unfavourable price.

Where Perpetual Futures are accessed through a decentralised protocol, margin posted by the Issuer is held in and controlled by smart contracts rather than by a regulated custodian or clearing intermediary. Smart contracts are self-executing programmes recorded on a distributed ledger that operate autonomously in accordance with their coded parameters and cannot exercise discretion, accept direction from a court or regulatory authority, or deviate from their programmed logic. This introduces additional risks:

- Smart contract vulnerability: errors, weaknesses, or exploits in the smart contract code may result in the partial or total loss of margin posted by the Issuer without recourse to any counterparty, regulatory authority, or investor compensation scheme. No security audit can guarantee the absence of undiscovered vulnerabilities;
- Oracle risk: liquidation mechanics and funding rate calculations depend on price data provided by external oracle mechanisms. Errors in, manipulation of, or failures of such mechanisms may result in erroneous liquidations or material losses unrelated to the actual market performance of the relevant underlying asset;
- Automated liquidation: positions are liquidated automatically by the smart contract when margin falls below the maintenance threshold, without prior notice and without the possibility of regulatory intervention. Liquidation prices are determined solely by smart contract parameters and may be materially worse than would apply under a regulated clearing framework; and
- Protocol governance risk: the operating parameters of a decentralised protocol (including margin requirements, funding rate methodology, and liquidation thresholds) may be amended by governance token holders without notice to or consent from the Issuer, and may materially affect the risk profile of the Issuer's position.

The liquidity and price formation of a Perpetual Future may also differ from those of traditional futures contracts or of the relevant underlying asset. In periods of market stress, significant market imbalance or reduced liquidity, bid-offer spreads may widen, market prices may become dislocated from the relevant underlying asset or reference value and it may become difficult or impossible to enter into, maintain or close a position at the expected price.

Perpetual Futures may be traded on regulated markets or trading venues or may be entered into or traded on markets or platforms which are unregulated or subject to a regulatory and supervisory framework that differs from that applicable to regulated markets. Where a Perpetual Future is traded on an unregulated or less extensively regulated market or platform, there may be increased risks relating to, among other things, market integrity, price transparency, operational resilience, settlement, counterparty default, market manipulation, trading suspensions and the availability of regulatory or investor protections.

The nature and extent of the foregoing risks will depend on, among other things, the terms of the relevant Perpetual Future, the relevant underlying asset class or reference value, the applicable funding and margin methodology, the liquidity of the relevant market and the identity and regulatory status of the relevant counterparty, exchange, market or trading venue. Any of these factors may adversely affect the value of the relevant Underlying Instrument and, consequently, the value of the Certificates.

Risk Rating: High.

6.4. Concentration risk

Individual Series of Certificates issued under this Programme may reference a single Reference Asset, Underlying Asset, or Underlying Instrument without diversification across asset classes, issuers, or counterparties. This concentration risk is inherent in the structure of the Programme and applies across all eligible asset classes (including digital assets, equity assets, commodities, fixed income instruments) and across all eligible Investment Strategies, including leveraged, short, and long/short exposures where the Leverage Factor amplifies the impact of concentrated price movements on the NAV.

Concentration risk arises at two levels. First, a Series referencing a single Reference Asset has no offsetting exposure to moderate adverse price movements and may be materially affected by the illiquidity or disruption of that Reference Asset. Second, where the Issuer replicates exposure through a single Underlying Instrument (including a swap agreement, private note, futures position, or physical holding) investors bear concentrated exposure to that specific instrument and its counterparty, meaning that any default, termination, or operational failure affecting that instrument has an immediate and total impact on the relevant Series.

The Programme permits the issuance of Series across a wide range of asset classes, including digital assets, commodities, equities and fixed income instruments. Concentration risk applies across all such asset classes and is not limited to digital asset or leveraged products, though it may be most acute in Series referencing volatile or illiquid underlying markets.

Risk Rating: High.

7. Risks relating to Contracts

7.1. Credit risk in respect of Contracts

Where a Contract constitutes an Underlying Instrument, the Issuer is exposed to the creditworthiness and performance of the relevant Contract Counterparty. If the Contract Counterparty fails to perform its payment, delivery or other obligations, becomes insolvent or otherwise defaults under the relevant Contract, the Issuer may suffer a loss in respect of the relevant Underlying Instrument. Such loss may arise regardless of the performance of the relevant Reference Asset - a deterioration in the creditworthiness of the Contract Counterparty may reduce the value of the Contract independently of movements in the value of the Reference Asset, and in the event of insolvency or default the Issuer may recover significantly less than the calculated value of the Contract or nothing at all.

Any collateral, margin, netting or other credit support arrangements applicable to a Contract may mitigate, but will not necessarily eliminate, such exposure. Their effectiveness may be affected by changes in collateral value, enforcement delays, disputes concerning close-out amounts or applicable insolvency or resolution laws.

Investors have no direct claim against the Contract Counterparty. Accordingly, a failure of the relevant counterparty may adversely affect the NAV and Settlement Amount of the Certificates and may result in Investors losing some or all of their investment.

Risk Rating: Medium.

7.2. Valuation and liquidity risk in respect of Contracts

Contracts are generally privately negotiated or unlisted instruments that are not admitted to trading on a regulated market or multilateral trading facility and do not have an active secondary market or a continuously observable independent market price. The value of a Contract is determined by reference to the mark-to-market value of the relevant Reference Asset exposure, adjusted for funding costs, financing spreads, credit spreads, volatility, bid-offer spreads and such other inputs and assumptions as are applied in accordance with the terms of the relevant agreement. Different valuation methodologies or assumptions may produce materially different values, particularly during periods of market stress.

There can therefore be no assurance that the value attributed to a Contract corresponds to the amount at which the Issuer could actually terminate, transfer or realise that Contract.

The Issuer may consequently be unable to realise a Contract at its calculated value or within the time required to meet its obligations in respect of the Certificates. This may adversely affect the NAV or Settlement Amount and may result in Investors losing some or all of their investment.

Risk Rating: High

8. Risks related to Derivative Instruments

8.1. Counterparty risk in respect of Swaps and other Derivative Instruments

The Issuer may obtain all or part of the exposure of a Series of Certificates synthetically through one or more Swaps, total return swaps, futures, forwards, options or other Derivative Instruments entered into with one or more Derivatives Counterparties. Accordingly, the performance of the Certificates may depend not only on the performance of the relevant Underlying Instrument, but also on the ability and willingness of each relevant Derivatives Counterparty to perform its obligations under the relevant Derivative Instrument.

A Derivatives Counterparty may fail to perform its obligations for a number of reasons, including insolvency, bankruptcy, administration, regulatory intervention, operational failure, market disruption, failure to make a payment, failure to deliver collateral, failure to meet margin calls, failure to settle transactions, illegality, sanctions restrictions, force majeure or the occurrence of an event of default or termination event under the relevant Derivative Arrangement or other derivatives documentation. If a Derivatives Counterparty defaults or if a Derivative Instrument is terminated early, the Issuer may suffer losses, incur costs or be unable to maintain the intended synthetic exposure of the relevant Series of Certificates. This may have a material adverse effect on the value of the Certificates and on the amount payable to Investors on redemption.

The Issuer may seek to mitigate its exposure to a Derivatives Counterparty by entering into collateral, margin or credit support arrangements. However, there can be no assurance that any such arrangements will fully eliminate counterparty risk. The value of collateral may fluctuate, collateral may be delivered late, collateral calls may be subject to minimum transfer amounts, thresholds or timing gaps, collateral may be difficult or impossible to realise promptly, and the proceeds of collateral realisation may be insufficient to cover the Issuer’s exposure to the relevant Derivatives Counterparty. In addition, collateral may be subject to legal, operational, settlement, custody, valuation or enforcement risks. Accordingly, a Series of Certificates may at any time have uncollateralised or only partially collateralised exposure to a Derivatives Counterparty.

Where the relevant Derivative Instrument is documented under a Derivative Arrangement and related credit support documentation, the net mark-to-market exposure between the Issuer and the relevant Derivatives Counterparty may be calculated periodically and collateral may be transferred only if the relevant exposure exceeds any applicable threshold or minimum transfer amount. As a result, the Issuer may remain exposed to a Derivatives Counterparty for amounts below such threshold or minimum transfer amount, or during the period between valuation, collateral call and collateral transfer. Market movements during such period may increase the Issuer's exposure before collateral is received or adjusted.

If collateral is transferred to the Issuer by way of title transfer, the Issuer may become the legal owner of such collateral, subject to an obligation to return equivalent collateral in accordance with the applicable credit support arrangements. If collateral is provided by way of pledge or security interest, the Issuer's ability to enforce such collateral may depend on the validity, perfection, priority and enforceability of the relevant security interest. In either case, the Issuer may be exposed to legal and operational risks, including delays in enforcement, disputes regarding valuation, competing claims, insolvency stays, settlement failures and difficulties in realising collateral in stressed market conditions.

The Issuer may also be required to post collateral, margin or other credit support to a Derivatives Counterparty. If the Issuer is required to post additional margin or collateral, this may increase the costs of the relevant Series of Certificates, reduce available liquidity, require the Issuer to realise assets at unfavourable prices or affect the Issuer's ability to maintain the Investment Strategy. If the Issuer fails to meet a margin call or collateral obligation, the relevant Derivatives Counterparty may have rights to terminate, close out or suspend the relevant Derivative Instrument, which may adversely affect the value of the Certificates.

In the event of a default, insolvency or early termination of a Derivatives Counterparty, the Issuer may need to terminate, replace, novate or restructure the relevant Derivative Instrument. There can be no assurance that the Issuer will be able to enter into a replacement transaction on the same terms, with the same economic exposure, at the same cost, or at all. Any replacement transaction may be more expensive, may involve a different counterparty, may require additional collateral or margin, may provide imperfect exposure to the relevant Underlying or Reference Asset, or may be unavailable due to market conditions, regulatory restrictions or lack of counterparty appetite. Until a replacement arrangement is entered into, the relevant Series of Certificates may not provide the intended exposure and may experience tracking difference, loss of value or increased volatility.

Where the Certificates seek to provide short exposure, leveraged exposure or exposure to volatile assets such as Digital Assets, the consequences of a Derivatives Counterparty default may be more severe. In such cases, market movements may be rapid and significant, replacement derivatives may be difficult or costly to obtain, margin requirements may increase sharply, and the Issuer may be unable to maintain the intended exposure during the period required to replace or unwind the affected transaction. This may result in a material reduction in the value of the relevant Series of Certificates, and Investors may lose some or all of their investment.

The Issuer may use one or more Derivatives Counterparties in respect of a Series of Certificates. Although the Issuer may seek to transact with more than one Derivatives Counterparty where practicable, there can be no assurance that multiple Derivatives Counterparties will be available, willing or able to transact on acceptable terms. A Series of Certificates may therefore be exposed to a single Derivatives Counterparty or to a limited number of Derivatives Counterparties. This concentration increases the significance of a default, downgrade, operational failure, pricing dispute or early termination affecting any such Derivatives Counterparty. Where only one Derivatives Counterparty is available, the pricing of the relevant Swap or other Derivative Instrument may not reflect the pricing that could have been obtained in a broader or more competitive market.

Counterparty concentration may also reduce the Issuer’s ability to obtain independent market quotations, verify fair market value or replace transactions on equivalent terms. In stressed market conditions, particularly in relation to Digital Assets or leveraged strategies, the number of counterparties willing to provide synthetic exposure may be limited. This may increase costs, widen spreads, reduce liquidity and adversely affect the Reference Price, Settlement Amount or other amount payable under the relevant Series of Certificates.

The Issuer may be exposed to valuation risk in respect of Swaps and other Derivative Instruments. Such instruments, particularly over-the-counter derivatives, may not be traded on an exchange and may not have a readily observable market price. Their value may be determined by reference to models, dealer quotations, counterparty marks, internal valuations, funding assumptions, collateral assumptions, volatility, liquidity, correlation, market spreads and other inputs. Different valuation methods or assumptions may produce different values. If a Derivatives Counterparty provides valuations, such valuations may be affected by the counterparty’s own interests, models, funding costs or risk parameters. Any inaccurate, delayed, disputed or unavailable valuation may adversely affect the calculation of the Reference Price, or Settlement Amount.

The insolvency or default of a Derivatives Counterparty may cause the relevant Derivative Instrument to be terminated at a time when the value of the underlying exposure has moved adversely. The Issuer may suffer losses during the period in which it seeks to enforce its rights, realise collateral, calculate close-out amounts, obtain replacement exposure or resolve disputes. The Issuer may incur legal fees, enforcement costs, transaction costs, funding costs and other expenses. It may also be unable to realise gains that would otherwise have been available under the relevant Derivative Instrument.

There is no assurance that any Derivatives Counterparty, collateral provider, clearing broker, futures commission merchant, prime broker, custodian, settlement system or other transaction party will make good any losses suffered by the Issuer or by Investors as a result of a default, early termination, operational failure or market disruption. Investors have no direct contractual claim against any Derivatives Counterparty under the Certificates, unless expressly provided in the applicable Final Terms. The obligations under the Certificates are obligations of the Issuer only.

Where the Issuer receives non-cash collateral, the Issuer may be required to sell such collateral following a Derivatives Counterparty default. There is a risk that the value realised on such collateral may be less than the value attributed to it when provided. This may be due to inaccurate valuation, adverse market movements, illiquidity, deterioration in the credit quality of the collateral issuer, currency movements, market disruption, settlement failure or legal restrictions on enforcement. Difficulties in realising collateral may delay or reduce the Issuer’s ability to meet its obligations under the Certificates.

Where the Issuer holds cash with a custodian, broker, clearing broker, futures commission merchant, bank or other depositary, the Issuer may be exposed to the credit risk of that entity. Cash may not be segregated in practice and may represent a debt owed by such entity to the Issuer. If such entity becomes insolvent, the Issuer may rank as an unsecured creditor in respect of such cash and may recover less than the full amount, or nothing. This may adversely affect the value of the relevant Series of Certificates and the Issuer’s ability to perform its obligations.

Where Derivative Instruments are cleared through a central counterparty or traded through a clearing broker, the Issuer may be exposed to the rules and default procedures of the relevant clearing house, exchange, clearing broker or futures commission merchant. These rules may permit liquidation, close-out, porting, netting, variation margin calls, changes to margin requirements or other actions which may adversely affect the Issuer’s position. The Issuer may also be exposed to operational failures, settlement delays, changes in margin methodology, position limits, trading limits, market closures or other disruptions affecting cleared derivatives.

If a Derivatives Counterparty defaults or if a Derivative Instrument is terminated, the Issuer may seek to continue the Investment Strategy by entering into a replacement Swap or other Derivative Instrument, by obtaining exposure through another Derivatives Counterparty, by using exchange-traded futures or options, by using other financial instruments, or by otherwise adjusting the synthetic replication of the relevant exposure. There can be no assurance that any such action will be successful, timely, cost-effective or capable of preserving the intended economic exposure of the Certificates. The Issuer may instead determine that an Early Redemption Event or Additional Disruption Event has occurred and may redeem the relevant Series of Certificates early in accordance with the Conditions.

Any such early redemption may occur at a time when the value of the Certificates is materially lower than the price paid by the Investor. The Settlement Amount may reflect, among other things, the close-out value of the relevant Derivative Instruments, any collateral shortfall, market value adjustments, funding costs, transaction costs, liquidity costs, bid-offer spreads, taxes, duties, legal costs, enforcement costs and other costs or losses incurred or expected to be incurred by the Issuer. The amount payable may be zero.

The counterparty risk described above is particularly relevant where the Certificates obtain exposure synthetically rather than through direct ownership of the relevant Underlying Assets. In such cases, Investors are exposed not only to the performance of the relevant Reference Asset or Investment Strategy, but also to the creditworthiness, performance and continued availability of the relevant Derivatives Counterparty and the enforceability and effectiveness of the relevant derivative and collateral arrangements. A default or disruption affecting a Derivatives Counterparty may therefore cause the Certificates to perform differently from the relevant Underlying, Reference Asset, Index, Basket or Investment Strategy.

Prospective investors should understand and evaluate the counterparty credit risk, collateral risk, valuation risk, replacement risk and concentration risk associated with Swaps and other Derivative Instruments before investing in the Certificates. Any failure by a Derivatives Counterparty to perform its obligations may have a material adverse effect on the value of the Certificates and may result in Investors losing some or all of their investment.

Risk Rating: High.

8.2. Limited public information regarding certain Underlying Instruments

Certain Underlying Instruments may consist of privately negotiated or over-the-counter financial instruments for which less publicly available information exists than for listed securities. Although the applicable Final Terms will identify the relevant Underlying Instrument and describe its principal characteristics relevant to the Certificates, investors may have limited ability independently to obtain ongoing information regarding such Underlying Instrument.

Risk Rating: High.

D. Risk factors relating to the Underlying Asset Classes

1. Risks related to Digital Assets

1.1. Regulatory Risk

The legal status of crypto assets varies widely from country to country. In many countries, the legal status is not yet defined or is changing. Further, crypto assets are often traded on unregulated exchanges which are not subject to regulatory oversight. Some countries have made the use of crypto assets, such as Bitcoin, illegal. Other countries have banned crypto assets or securities or derivatives relating to them (including for certain categories of investors, e.g., products such as those offered by the Issuer may not be sold to retail investors in Belgium), prohibited local banks from working with Crypto Assets or otherwise restricted Crypto Assets. In addition, the legal treatment of Digital Assets is often unclear, and there is uncertainty as to whether the underlying Digital Assets are securities, money, commodities or property (although a counterexample to this is, for example, German law, which has included so-called Digital Assets as financial instruments in German law since the beginning of 2020). In some countries, such as the United States, different government agencies define crypto assets differently, leading to regulatory conflict and uncertainty. This uncertainty is exacerbated by the rapid evolution of regulations. Some countries may explicitly restrict, prohibit or limit the acquisition, use, trading or redemption of Digital Assets in the future. In such a scenario, the ownership or trading of securities replicating or linked to Digital Assets, such as the Issuer's products, could be deemed illegal and subject to sanctions.

However, in recent years, numerous large and established banks and asset managers have invested in companies in the cryptocurrency space or have become involved with investments in cryptocurrencies. This trend appears to be significant and ongoing in nature. Numerous financial regulators have now generally accepted that cryptocurrencies are likely to remain as an asset class and, accordingly, have adopted a pragmatic stance to address the growing interest in cryptocurrencies by the investment community. The Issuer is therefore pursuing the objective of making its products more geographically accessible to a wider audience in part as a diversification strategy to mitigate this risk.

However, it is clearly difficult to predict how the regulatory outlook and policies regarding cryptocurrencies could and will change. A shift to a generally more negative view could lead to risk for investors as tightening regulations may restrict access for investors.

Risk Rating: High.

1.2. The value of a Digital Asset can change quickly and could even drop to zero

Digital Assets, including bitcoin, ethereum, solana and others, are known for their price volatility. The prices of digital currencies can fluctuate over short periods due to various factors such as market demand, regulatory developments, technological advancements, macroeconomic trends, and investor sentiment. Investors should be aware that the value of any Series of Certificates with Digital Assets as Underlying Asset Class, or where the Series of Certificates is invested in any Underlying Instrument that itself is linked to Digital Asset s may experience rapid and substantial changes, leading to potential losses or the value of the Certificates dropping to zero.

Risk Rating: High.

1.3. Valuation

Digital Assets do not represent an underlying claim on income or profits, nor do they represent a liability that must be repaid and therefore lack an intrinsic value. Their price reflects the assessment of value by market participants (or a particular marketplace) and supply and demand dynamics. As a result, the value of Digital Assets may be more speculative and more volatile than traditional assets which represent claims on income, or profits or debt.

The speculative nature of the underlying Digital Assets can make it difficult to apply consistent valuation methods for the Digital Assets and, as a consequence, the Certificates. Furthermore, extreme volatility can impact the ability of market participants to provide reliable, consistent pricing, which, in turn, could adversely affect the price at which investors are able to trade the Certificates in the secondary markets.

Risk Rating: High.

1.4. Risk associated with development protocols

The protocols for cryptocurrencies such as the Digital Assets are publicly available and under development. Further development and acceptance of the protocols is dependent on a number of factors. The development of any of these digital currencies may be prevented or delayed, should disagreements between participants, developers and members of the network arise. New and improved versions of the source code will be "voted" in by a majority of the members/miners of the network carrying out the changes in their nodes, meaning upgrading their nodes to the latest version of the code. Should a situation arise where it is not possible to reach a majority in the network regarding the implementation of a new version of the protocol, this may mean that, among other things, the improvement of that protocol’s scalability may be constrained. Should the development of one of the Digital Assets’ protocols be prevented or delayed, this may adversely affect its value. Further, as the structure of the protocols for the Digital Assets is public, there is no direct compensation for protocol developers, which may reduce incentives for further development. Without further development, the value of the associated digital currency may decrease, affecting the value of the Certificates.

Further, without direct compensation for protocol developers, it could lead to decreased incentives for continuous development of the protocols. Should these protocols not develop further, the value of the associated digital asset will decrease, which in turn would affect the value of the Certificates. As protocols develop and mature and adoption increases among developers, this reduces both the probability that this risk would occur and the magnitude of the consequences of this risk would occur.

The risk rating is assessed to be medium. In relation to Digital Assets with the largest market capitalization, the risk rating is assessed to be low in light of the large number of developers. For Digital Assets with fewer active developers, (which is often correlated to a low market capitalization), the risk rating is higher, assessed to be at medium.

Risk Rating: Medium.

1.5. Risks in relation to Airdrops and Forks

The Digital Assets can be subject to events known as Airdrops or Forks (as defined below).

The effect of a Fork might be the existence of two or more versions of a Digital Asset running in parallel that lack interchangeability. If the market assigns greater value to an alternative asset not selected by the Issuer, the value of the Certificate could be materially and adversely affected as it would continue to, by way of the Underlying Instrument(s), track an asset that has become less dominant or valuable. Forks can lead to uncertainties in the period immediately before and after the fork, which can lead to increased price volatility of the relevant Digital Asset.

Risk rating: Low.

1.6. Transition of any Digital Asset

Transition refers to any modification, alteration, or migration within a blockchain or cryptocurrency protocol, including but not limited to changes in consensus mechanisms, algorithmic upgrades, security patches, governance updates, the introduction of new features or functionalities, or the introduction of a new cryptocurrency or token by the protocol that do not fall under the definition of “airdrops” or “forks”. Such transitions may involve requiring existing holders of a prior token or coin to exchange or migrate their holdings to a newly introduced cryptocurrency. The term encompasses all technical, operational, or structural adjustments to the protocol or its underlying architecture, whether effectuated through direct code changes, network upgrades, or any other means that do not result in the creation of a separate, parallel blockchain or token distribution scheme under the definition of “airdrop” or “fork”.

Transitions can introduce significant risks and may materially and adversely affect the value of the Certificates. The technical process of a transition can be complex and carries the risk of software bugs or operational failures, which could result in the permanent loss of the underlying assets. During such events, the affected assets may experience increased price volatility and a decline in market liquidity, potentially impairing the Issuer’s ability to manage the Certificates. There can be no assurance that the same level of market acceptance or value of the Digital Asset can be kept post transition.

Risk Rating: Medium.

1.7. Errors in the Crypto Assets’ codes or protocols

The source code of digital currencies such as the Digital Assets is public and may be downloaded and viewed by anyone. Despite this, there may be a bug in the respective code which is yet to be found and repaired, which may jeopardise the integrity and security of one or more of these networks. Errors in the protocols of Digital Assets that have larger user bases, wider adoption and more developers are more likely to be identified and corrected. Conversely, errors related to Digital Assets with new protocols or that have fewer developers or less adoption, are more likely to face this risk. Should any such material error occur and be difficult to mitigate and/or easy to exploit improperly, the value of the associated Digital Asset may decrease, which, in turn, could affect the value of the Certificates negatively.

Risk rating: Low.

1.8. Concentration Risk

The decentralised global P2P-network (peer-to-peer) of nodes making up the network of the relevant Digital Asset should, to achieve high security, be spread across many participants. Should one participant control over 50% of all capacity to verify transactions on the network, there is a risk that such participant will be able to verify 100% of all transactions and thus earn all the rewards in the network.

Risk Rating: Low.

1.9. Risks associated with Staking

Certain Digital Assets can be used for staking, a consensus algorithm used by some blockchains to validate transactions. Such Digital Assets are subject to the risk of slashing. Slashing is a mechanism built into proof of stake blockchain protocols to discourage validator misbehaviour. Slashing is designed to incentivize node security, availability, and network participation. The two key misbehaviours that incur slashing are downtime and double signing. While the specifics of slashing are defined within each protocol, the mechanism is similar: a predefined percentage of a validator's tokens are lost when it does not behave consistently or as expected on the network. Where the Issuer is the recipient of the staking rewards, if any, the Issuer will be exposed to such risks and consequently Investors' credit exposure towards the Issuer will increase if and to the extent any such risks occur. Where a portion of the staking rewards, if any, are shared with Investors in any particular Series Certificates pursuant to the provisions in the applicable Final Terms, Investors in such Series of Certificates will in addition be exposed to such risks as the occurrence of such risks will decrease the benefits of the sharing of staking rewards applicable to such Series of Certificates.

Risk Rating: Low.

2. Risks related to Index or Basket

2.1. Currency Hedging

Certificates with a currency-hedged index as Underlying Asset Class, are priced off indices which are intended as benchmarks for investors who are not denominated in the base currency of the primary index and wish to invest in the primary index for which the effects of foreign exchange risk are hedged. The currency-hedged index will be calculated by reference to the primary index and provides a hedge against movements in the exchange rate between the base currency of the primary index and the currency of denomination of that currency-hedged index.

How such adjustment is made will be detailed by the relevant index methodology. Prospective investors should note that such adjustment may not reflect a pure currency hedge (sometimes called a "quanto" hedge) in which the value in the relevant currency would rise or fall in direct proportion to rises and falls in the value in the base currency of an unhedged investment as investors will remain exposed to the effect of foreign exchange rate movements on any change in the value of the primary index, between the daily adjustments (the intraday changes), which may result in an investor suffering a partial loss on its investment in the Certificates as the value replication via the Underlying Instruments may not be able to be replicated fully at all times.

Risk Rating: Low.

2.2. Returns on the Certificates may not reflect a direct investment in the assets comprised in the applicable Index

The return payable on Certificates with an Index as Underlying Asset Class may not reflect the return an Investor would realise if it actually owned the relevant items comprising the components of the Index. Further, the index exposure is synthetical as the Issuer will seek the replicable such Index by investing in Underlying Instrument(s). For example, if the components of the Index are shares, Investors of the Certificates with such Index as Underlying Asset Class will not receive any dividends paid on those shares and will not participate in the return on those dividends. Similarly, the Investors of such securities will not have any voting rights in the underlying equities or any other assets which may comprise the components of such Index. Accordingly, investors in Certificates may receive a lower payment upon settlement or redemption of such Certificates than such investor would have received if it had invested in the components of the Index to which such Certificates are linked.

Further, investing in Certificates with a leveraged Investment Strategy is not the same as making a leveraged and/or short investment in the underlying assets of the relevant Index. Certificates with an leveraged Investment Strategy for the Reference Asset are designed to match the daily percentage change in the relevant Index, multiplied by the relevant Leverage Factor (excluding the effects of any applicable fees and adjustments). The return from holding Certificates with a leveraged Investment Strategy is not the same as the return from buying (in the case of Long Exposure) or selling (shorting) (in the case of Short Exposure) the relevant underlying assets, and is not the same as being long or short a comparable position in futures contracts related to the underlying assets. Accordingly, investors in Certificates may receive a lower payment upon settlement or redemption of such Certificates than such investor would have received if it had invested in a comparable position in futures contracts related to the underlying assets. The Investors should also note that the exposure to an Index as Underlying Asset Class will be replicated by the Underlying Instrument(s), meaning that the value of the Certificates is dependent on the value of such Underlying Instrument(s).

Risk Rating: Medium.

2.3. Relationship between futures indices, futures contracts and the assets which underpin the futures contracts - no rights in respect of the underlying

The Index used as an Underlying Asset Class for a Series of Certificates may reference futures contracts which themselves reference shares, bonds, commodities, and other assets (the underpinning assets of the future), or the Index may reference such underpinning assets directly. However, prospective investors should be aware that an investment in the Certificates is not the same as an investment in the relevant Index, futures contracts or underpinning assets, whether those are bonds, shares, currencies or physical commodities and an Investor will have no right to the futures contracts themselves or the assets underpinning such futures contracts and will have no right to take delivery of such futures contracts or assets underpinning them. Further, the Investor has no rights to the Underlying Instrument(s) used to replicate the value of such Index.

Any amounts payable on the Certificates will be in cash, and the Investors of the Certificates will have no right to receive delivery of any index, futures contracts, underpinning assets, or Underlying Instrument(s) at any time. An investor will not own any of the Index underlyings or the Underlying Instrument(s) and has no right to receive delivery of such assets at any time.

Accordingly, investors in Certificates may receive a lower payment upon settlement or redemption of such Certificates than such investor would have received if it had invested directly in such underlying assets.

Risk Rating: Medium.

2.4. The actions of the index administrator, including any change in the composition or discontinuance of an Index, could adversely affect the market value of the Certificates referencing such Index

The Issuer is not involved in the calculation of each Index. The Index administrator of each Index is responsible for the composition, calculation and maintenance of that Index. The Index administrator of any Index can add, delete or substitute the components of such Index or make other methodological changes that could change the level of one or more components. The composition of an Index may therefore change over time and the modification of components of any Index may affect the level of such Index, which would affect the NAV, and, as a consequence, the value the Issuer seeks to replicate. The

Index administrator of any such Index may also alter, discontinue or suspend calculation or dissemination of such Index without regard to the interests of any investor. Any of these actions could adversely affect the NAV, and the Issuer may not be able to replicate such change in the Underlying Instrument(s). An investor may consequently suffer a loss on any investment in Certificates due to the actions taken by the Index administrator of an Index.

Risk Rating: Low.

2.5. Risks relating to futures Indices

If the price of the underpinning assets referenced in a futures Index changes, the level of that Index will not necessarily also change, or will not necessarily change to the same degree. This is due to factors affecting the price of a future such as liquidity, supply and demand, counterparty risk, time remaining to expiry, taxes and bans on derivatives trading, and the so-called "convenience yield" and "roll yield". The convenience yield relates to the costs and benefits of holding a future relative to the holding the underpinning asset, which may change over time and in response to factors affecting the underpinning assets. Thus, for example, a futures contract purchased and held in August may specify an October expiration. As time passes, the contract expiring in October may then be replaced in the Index by a contract for delivery in December. This process is referred to as "rolling". The market for these contracts may (putting aside other considerations) be in "backwardation", which means that the prices are lower in the distant delivery months than in the nearer delivery months, or in “contango”, which means that the prices are higher in the distant delivery months than in the nearer delivery months.

These adjustments may have a positive or negative effect on the level of the Index and therefore the NAV as follows:

(i) If presence of backwardation has a positive influence on the performance of a long Index, then this will be magnified for a Certificate with a leveraged Investment Strategy which has a positive Leverage Factor. For a Certificate with a short Investment Strategy, the presence of backwardation would have a negative impact on its return, which would be magnified for a Certificate with a short Investment Strategy with a Leverage Factor greater than one.

(ii) If presence of contango has a negative influence on the performance of a long Index, then this will be magnified for a Certificate with a leveraged Investment Strategy which has a positive Leverage Factor. For a Certificate with a short Investment Strategy, the presence of contango may have a positive impact on its return, which would be magnified for Certificates with a short Investment Strategy with a Leverage Factor greater than one.

(iii) For futures indices made up of two or more different underpinning assets, the extent to which such Index is affected by backwardation or contango will depend on whether the relevant futures contracts are in backwardation or contango and the relative weight of each futures contract included in the Index.

The rules for calculation of the futures Index may include interest revenue gained on a collateralised investment in futures, deductions for fees, a currency hedging component and/or other factors that affect how closely the futures Index tracks the price of the futures contracts referenced by the Index, as the case may be, and may also permit the Index sponsor to make certain adjustments to the level of the futures Index. Any such deductions and adjustments may cause the level of the futures index to diverge from the price of the underlying futures contracts referenced by the futures Index, as the case may be. Any such divergence could result in Investors not getting a return on their investment that they would otherwise expect by reference to the price of the underpinning assets, as it may be difficult for the Investor to replicate the NAV.

Risk Rating: Medium.

2.6. Risks associated to regulatory reforms regarding benchmarks

Benchmarks are subject to regulatory reforms which may have a material impact on any Certificates linked to a benchmark index as an Underlying Asset Class, including in any of the following circumstances: (a) certain benchmarks may be discontinued, materially modified or deemed non-representative; or (b) the administrator/benchmark may not obtain the requisite approvals or may be subject to a public notice, in each case under applicable legislation, such that restrictions on use apply. Depending on the particular benchmark and the General Terms and Conditions of the Certificates, the occurrence of such circumstance may lead to an adjustment of the General Terms and Conditions of the Certificates or early redemption of the Products.

The Benchmark Regulation was amended on 1 January 2026. As part of the changes introduced, "non-significant" benchmarks will be de-regulated, and administrators of only non-significant benchmarks will no longer be registered in the register maintained by the European Securities and Markets Authority (ESMA). Administrators of benchmarks that on 31 December 2025 were included in the register transferred to Article 36 of the Benchmark Regulation as authorised, registered or recognised, or as endorsing administrators, retain status until 30 September 2026.

Under the new regime, a benchmark may be designated as "significant" in the following ways: (a) by exceeding the EUR 50 billion use threshold, (b) because its systemically important and the alternatives are not viable, or (c) where its administrator voluntarily opts in (subject to a use threshold of EUR 20 billion). As a result, it is likely that many non-significant benchmark and the relevant administrators thereof will not be included in the ESMA register and will not subject to the amended Benchmark Regulation after the expiry of the grandfathering period. New administrators that were not included in the ESMA register as of 31 December 2025 may launch new non-significant benchmarks starting on 1 January 2026 without being subject to the Benchmark Regulation (unless such benchmark constitute a EU climate transition benchmark or EU Paris aligned benchmark due to their particular characteristics).

Regulatory requirements were originally introduced to address perceived abusive behaviour and other shortcomings in relation to the integrity and proper functioning of indices used as benchmarks. This de-regulation in respect of non-significant benchmarks introduced on 1 January 2026 may risk re-introducing such abusive behaviour and other shortcomings. Any of the above consequences could have a material adverse effect on the value and return of any index-related Certificates.

Risk rating: Medium.

2.7. Risks relating to Options-based indices - Options selling risk

Options may be subject to volatile swings in price influenced by changes in the value of the underlying asset. The seller (writer) of a put option assumes the risk of a drop in the market price of the underlying asset below the strike price of the put option in exchange for the payment of a premium by the option buyer. If the market price of the underlying asset drops below the strike price of the put option, the Index value will fall, which would cause the NAV to fall and could lead to investors losing some or all of their investment as the Underlying Instrument(s) used to replicate the Reference Asset may develop in the same way.

Risk Rating: Medium.

2.8. Risks relating to fixed income Indices

The fixed income Certificates will track a fixed income index and will have a credit risk, as set out below, and the risks associated with the relevant fixed income instruments which the fixed income index is comprised of, as set out below. A fixed income index is a type of futures indices, and therefore will also have the risk associated with future indices, as set out above.

2.8.1. Credit risk

The performance of a fixed income Index will be derived from the values of the bonds and/or bond futures constituting that index, and will be adversely affected if one or more of those constituent bonds is subject to an event of default, including the failure by the Obligor(s) (the "**Obligors**") of a constituent bond to pay an amount payable in respect of such bond when due, or the insolvency of such Obligor(s). Such event would adversely affect the NAV.

The ability of the Obligor(s) of a bond to service its debt obligations may be adversely affected by factors specifically applicable to it, including the performance and prospects of its own business, or by generally applicable factors such as the performance of the economies of the markets in which it carries out its business. The amount of credit risk involved in an investment in a bond may be measured by the credit rating(s) assigned to the bond's Obligor(s) by one or more independent rating agencies. The "downgrading" of any such credit rating or adverse publicity and investor perception, which may not be based on fundamental analysis, could decrease the value and liquidity of the security, particularly in a thinly traded market which may, in turn, lead to an adverse impact on the value of the Index and potentially the value of an Investor's investment where the Underlying Instrument(s) follow such development.

Risk Rating: Medium.

2.8.2. Floating rate bonds

An Index may track the performance of bonds which pay a floating rate of interest. Floating rates of interest vary over time and are typically linked to the applicable reference rate. If interest rates decrease, the coupon income generated by such floating rate bonds will generally decrease upon each reset date, which may reduce the income return of the Index and adversely affect the value of the NAV. Investors should note that this risk principally relates to income rather than return of principal, which is subject to the credit risk of the relevant bond issuer. The price of floating rate bonds may also be affected by changes in credit spreads, which could adversely affect the value of the Index and the NAV.

Risk Rating: Low.

2.8.3. Fixed rate bonds

An Index may track the performance of bonds which pay a fixed rate of interest. Fixed rate bond values are sensitive to changes in interest rates and generally move inversely to interest rates. If interest rates increase, the market value of such fixed rate bonds will generally decrease, which will adversely affect the value of the Index and the NAV of the relevant Certificates. The degree of sensitivity depends on the duration of the relevant bonds; longer duration bonds will generally experience greater price decline for a given increase in interest rates. Investors who hold the relevant Certificates until their scheduled maturity may recover principal to the extent the underlying bonds are held to maturity and are not in default;

however, investors who sell or redeem prior to maturity may crystallise losses reflecting prevailing market valuations.

Risk Rating: Low.

2.8.4. Corporate bonds

The Index used as Underlying Asset Class for a Series of Certificates may reference one or more corporate bonds issued by companies within a range of credit worthiness, and may or may not apply a minimum credit rating requirement to its constituent bonds.

A corporate bond's credit rating may be upgraded or downgraded from time to time due to a perceived increase or reduction in the creditworthiness of its Obligor(s). Sub-investment grade bonds are generally riskier investments, involving a higher risk of default by the Obligor(s), than investment grade bonds. A default by the Obligor(s) of a bond comprised in an Index is likely to result in a fall in the level of that Index and therefore a reduction in the value of the relevant NAV.

The credit rating of a bond's Obligor(s) will generally affect the yield that can be earned on that bond; the better the credit rating(s) the smaller the yield. Accordingly, if the credit rating of a bond's Obligor(s) increases, the yield of the bond will generally reduce and therefore reduce the value of the Index and therefore the value of the relevant NAV and, as a consequence, the Underlying Instrument(s) replicating such Index and therefore leading to investors to lose some or all of their investment.

Risk Rating: Medium.

2.8.5. Government bonds

Investments in government bonds may be subject to liquidity constraints and periods of significantly lower liquidity in difficult market conditions. As a result, changes in the level of an Index linked to government bonds or futures in respect of government bonds may be unpredictable. In addition, periods of low inflation will mean the positive performance of a government bond Index may be limited.

Governmental entities may default on their sovereign debt for various reasons including cash flow, foreign reserves and other economic reasons. Holders of sovereign debt, including a fund, may be requested to participate in the rescheduling of such debt and to extend further loans to governmental entities. There is no bankruptcy proceeding by which sovereign debt may be collected in whole or in part.

Banks, governments and companies (including within the EEA) invest in each other, so if one member state performs poorly, the other countries could be impacted. If one country defaults on its debt obligations, other countries could be at risk.

Accordingly, if a governmental entity defaults on its debt obligations it will likely reduce the value and the liquidity of the government bond and thus have a negative impact on the value of the NAV and, as a consequence, the Underlying Instrument(s) replicating such Index and therefore leading to investors to lose some or all of their investment.

Risk Rating: Low-Medium.

2.8.6. Covered bonds

An investment in a covered bond exposes the investor to the performance of the underlying portfolio of assets and the credit risk of each counterparty which has entered into hedging transactions with the issuer of such covered bond.

Any reduction in value of the assets underlying a covered bond will likely result in a reduction in the value of the bond and, therefore, any Index which references such covered bond, which in turn will cause a reduction in value of the NAV.

Additionally, a default by the issuer of a bond may result in a reduction in the level of the relevant Index and thus a reduction of the value of the NAV and, as a consequence, the Underlying Instrument(s) replicating such Index and therefore leading to investors to lose some or all of their investment.

Risk Rating: Medium.

2.8.7. High yield bonds

Indices that track bonds that are rated sub-investment grade, or bonds which are unrated but judged to be of comparable quality with sub-investment grade bonds, at the time of purchase, may be more volatile than Indices investing in higher-rated bonds of similar maturity.

High yield bonds may also be subject to greater levels of credit or default risk than high-rated bonds. Such bonds are more likely to react to developments affecting market and credit risk than more highly rated securities. The value of high yield bonds can be adversely affected by overall economic conditions, such as an economic downturn or a period of rising interest rates, and high yield bonds may be less liquid and more difficult to sell at an advantageous time or price or to value than higher-rated bonds. In particular, high yield bonds are often issued by smaller, less creditworthy companies or by highly leveraged (indebted) firms, which are generally less able than more financially stable firms to make scheduled payments of interest and principal.

Accordingly, a Certificate for which the applicable Index used as an Underlying Asset Class references one or more high yield bonds may involve greater risk of loss than an investment in a Certificate for which the applicable Index used as an Underlying Asset Class references only investment grade bonds.

Risk Rating: Medium.

2.8.8. Subordinated bonds

Companies may issue bonds which are subordinated to the senior obligations of the relevant Obligor(s) in the event of a default by the Obligor(s). This means that, following the occurrence of an event of default, no amount will be paid in respect of such subordinated bonds until all senior claims of the Obligor(s) have been paid in full. Such bonds are more likely to react to developments affecting market and credit risk than more highly rated securities, and are likely to be more volatile.

Accordingly, a Certificate for which the applicable Index used as an Underlying Asset Class references one or more subordinated bonds may involve greater risk of loss than an investment in a Certificate for which the applicable Index used as an Underlying Asset Class references only senior bonds.

Risk Rating: Medium.

2.9. Risks related to Equity Assets and Equity Asset Indices

2.9.1. General equity market risk

The value of a Series of Certificates with Equity Assets or Equity Asset Indices as Underlying Asset Class will be affected by movements in the price of the relevant Equity Asset or the level of the relevant Equity Asset Index. Equity markets are subject to significant volatility and may be affected by a wide range of factors, including macroeconomic conditions, interest rate changes, inflation, corporate earnings, geopolitical events, changes in investor sentiment and broader market disruptions. The price of an individual Equity Asset may also be affected by company-specific factors, including changes in management, financial performance, corporate strategy, litigation, regulatory action, insolvency or other events affecting the relevant issuer.

Where a Series of Certificates has a leveraged or short exposure Investment Strategy combined with an Equity Asset or Equity Asset Index as Underlying Asset Class, the impact of adverse market movements will be amplified by the applicable Leverage Factor for the purposes of calculating the NAV. Investors should be aware that equity markets can experience rapid and sustained declines, and that the value of the relevant Series of Certificates may fall significantly or to zero in such circumstances.

Risk Rating: High.

2.9.2. Equity Asset Index composition and methodology risk

Where the Underlying Asset Class for a Series of Certificates is an Equity Asset Index, the performance of the NAV will be linked to the level of that index as calculated in accordance with the applicable index methodology. The index methodology specifies, among other things, the criteria for constituent selection, the weighting methodology, the rebalancing frequency and the treatment of corporate events such as dividends, share splits and mergers. The Index administrator may modify the index methodology, change the composition of the index, substitute or remove constituents, or discontinue the index at any time and without regard to the interests of Investors.

Any such modification, substitution or discontinuation may adversely affect the level of the index and, consequently, the NAV of the relevant Series of Certificates. In the event of an index cancellation or material modification, the Issuer may make adjustments to the Underlying Instrument(s) of the relevant Series of Certificates or redeem such Series early in accordance with the Terms and Conditions. There can be no assurance that any adjusted Underlying Instrument will produce results equivalent to those used to replicate of the original index constitution.

Risk Rating: Medium.

2.9.3. Dividend and corporate event risk

Investors of the Certificates do not hold the underlying Equity Assets directly and are therefore not entitled to receive dividends or other distributions declared by the issuers of such securities, except to the extent that the applicable index methodology or the terms of the relevant derivative arrangement expressly provide for the reinvestment or pass-through of such amounts. Where exposure is obtained synthetically through Derivative Instruments, the treatment of dividends and dividend-equivalent amounts will depend on the terms of the relevant swap, futures contract, structured note or other financial arrangement, and may differ from the treatment applicable to a direct holder of the relevant equity security.

Corporate events affecting the constituent securities of an equity index or a directly referenced equity, including share splits, rights issues, mergers, takeovers, delistings, spin-offs, nationalisations and insolvencies, may affect the level of the relevant NAV. This may have an adverse effect on the NAV.

Risk Rating: Medium.

2.9.4. Concentration risk

Where a Series of Certificates provides synthetical exposure to a single Equity Asset or to an Equity Asset Index with a concentrated composition as Underlying Asset Class, the NAV of the Certificates will be highly dependent on the performance of that single underlying or a small number of underlyings. In such cases, adverse developments affecting the relevant issuer or sector may have a disproportionate impact on the value of the Certificates, as the Underlying Instrument(s) are linked to such Underlying Asset Class, compared to a more diversified exposure. Concentration risk is heightened where the relevant equity security is subject to low trading volumes, limited analyst coverage, or operates in a sector that is particularly sensitive to regulatory, technological or macroeconomic developments.

Where a Series of Certificates provides exposure to an Equity Asset Index that is itself concentrated in a particular sector, geography or market capitalisation segment, the performance of the NAV will be subject to the risks specific to that sector, geography or segment, in addition to general equity market risk.

Risk Rating: Medium.

2.9.5. Regulatory and market structure risk

Equity Assets and Equity Asset Indices are subject to comprehensive regulation in most jurisdictions, including securities laws, stock exchange rules, market abuse regulations and short-selling restrictions. Changes in applicable laws or regulations, including the introduction of transaction taxes, short-selling bans, position limits, trading halts or other market interventions, may adversely affect the value, liquidity or availability of the relevant equity securities or equity indices and may impair the Issuer's ability to obtain or maintain the intended synthetic exposure of the relevant Series of Certificates.

In particular, regulatory restrictions on short-selling or the use of derivative instruments referencing equity securities may limit the Issuer's ability to implement or maintain a short or leveraged Investment Strategy in respect of a Series of Certificates. Any such restriction may result in the Issuer being unable to maintain the intended exposure, which may adversely affect the value of the relevant Series of Certificates and may constitute an Additional Disruption Event or Early Redemption Event under the Terms and Conditions.

Risk Rating: Medium.

2.9.6. Synthetic replication and tracking error risk

Where a Series of Certificates obtains exposure to an Equity Asset or Equity Asset Index synthetically through Derivative Instruments, the performance of the Certificates may not precisely replicate the performance of the relevant Reference Asset. Differences between the performance of the Certificates and the performance of the relevant equity or equity index may arise as a result of, among other things, fees and costs embedded in the relevant Derivative Instruments, financing spreads, dividend treatment differences, index rebalancing costs, bid-offer spreads, transaction costs, timing differences in execution, the treatment of corporate events, and any adjustments made by the Calculation Agent in accordance with the Terms and Conditions.

Such tracking differences may be positive or negative and may vary over time. In particular, where the relevant Equity Asset Index is rebalanced frequently or where the constituent securities are subject to significant corporate event activity, tracking differences may be more pronounced. Investors should be aware that the return on the Certificates over any given period may differ, potentially materially, from the return of the relevant equity or equity index over the same period.

Risk Rating: Medium.

3. Risks relating to Synthetic Assets

3.1. An IREV Asset is a market-implied reference measure and is not an investment in, valuation of, or claim against the Reference Entity

Where the Underlying Asset Class is Synthetic Asset represented by an IREV Asset , the relevant Series does not provide Investors with ownership of, or any contractual or proprietary claim to, the Reference Entity or any security issued by it. Instead, the Synthetic Asset provides exposure to a market-implied reference measure attributed to the Reference Entity and determined using the pricing reference(s) specified in the applicable Final Terms.

The Synthetic Asset does not constitute an independent appraisal or determination of the fundamental or fair value of the Reference Entity. It represents the value implied by the relevant Pricing Reference market and may be influenced by market sentiment, positioning, liquidity, expectations, speculation and other factors that are unrelated to the intrinsic value or financial condition of the Reference Entity. The implied Reference Entity value may therefore differ materially, and for extended periods, from values implied by financing transactions, transactions in actual securities, independent appraisals or other valuation methodologies.

Investors do not obtain voting rights, dividend rights, information rights, pre-emption rights, liquidation rights or any other rights of a shareholder of the Reference Entity of the Synthetic Asset and have no right to acquire or receive interest in the Reference Entity upon redemption or upon the occurrence of any corporate or other event.

Risk Rating: High

3.2. The economic meaning of an implied Reference Entity value may differ materially from the value of any particular interest in the Reference Entity and the implied Reference Entity value may be volatile

Private companies may have complex capital structures comprising ordinary shares, multiple classes of preferred shares, convertible securities, options, warrants, employee equity awards, debt instruments and other rights with materially different economic terms. Such instruments may have different liquidation preferences, conversion rights, anti-dilution protections, distribution rights, voting rights and other preferences.

An implied Reference Entity value is a market-driven, company-level reference measure and does not necessarily correspond to the economic value of any particular class of securities. A value implied by a financing transaction involving preferred securities, for example, may not be economically equivalent to the value attributable to ordinary shares or to the Synthetic Asset as a whole. Similarly, changes in outstanding securities, dilution, debt, cash or other elements of the Reference Entity's capital structure may affect the relationship between different measures of company value. Consequently, a Synthetic Asset consisting of an implied Reference Entity value may not be directly comparable with valuations or transaction prices expressed on a different basis, and investors may incur losses if they assume such comparability.

The price of an Implied Reference Entity Value Asset (being the primary source by reference to which the value of the Synthetic Asset is determined) is formed by participants in the relevant perpetual market. Such participants may possess different levels of information concerning the Reference Entity of a Synthetic Asset. Depending on the market and applicable regulatory regime, persons trading the Pricing Reference instrument may not be subject to market-abuse, issuer-disclosure or information-equality requirements equivalent to those applying on an EU regulated equity market. The resulting information asymmetry may contribute to abrupt or disorderly price movements and may cause the implied Reference Entity value, the relevant Synthetic Asset and consequently the Certificates to change materially in value. Investors should not assume that an Implied Reference Entity Value Asset represents a complete or accurate reflection of all material information about a Reference Entity.

Risk Rating: High.

3.3. Pricing Reference markets for the Synthetic Asset may have a limited trading history and may be illiquid, concentrated, volatile or susceptible to distorted price formation

Pricing Reference markets may have a limited operating and price history, limited liquidity and a regulatory and market-surveillance framework materially different from established EEA securities markets. Markets for Pricing Reference Instruments relating to privately held Reference Entities may be relatively recent and may have only a limited trading and price history. Consequently, historical information concerning price performance, volatility, trading volumes, liquidity, market depth and behaviour during stressed market conditions may cover only a relatively short period and may not be representative of how the Pricing Reference Instrument will perform over a longer period or under different or stressed market conditions. Such markets may also have fewer active participants, lower or more concentrated trading volumes and wider bid-offer spreads than established public securities markets. A relatively small number of orders or transactions may therefore have a disproportionate effect on the observed Pricing Reference. Investors should therefore not place undue reliance on the available historical performance of a Pricing Reference Instrument when assessing an investment in the Certificates.

A Pricing Reference Venue may not constitute an EEA regulated market, MTF or OTF and may instead be subject to another regulatory regime or to regulatory, supervisory, transparency, market-abuse, market-surveillance and investor-protection requirements that differ materially from those applicable to regulated securities markets in the EEA. Depending on the relevant venue, this may increase exposure to disorderly trading, erroneous transactions, manipulation, wash trading, concentrated positions, technical failures, trading suspensions or other market-integrity risks.

As a result, the Pricing Reference may become volatile, unavailable, unreliable or materially unrepresentative, which may affect the NAV, secondary-market price, creation or redemption activity and ultimately the value realised by Investors.

During periods of limited liquidity or market stress, the observed Pricing Reference may cease to represent a price at which a material position could actually be established or closed. Market makers may be unable or unwilling to hedge the Certificates at the observed price, potentially resulting in wider secondary-market spreads, differences between the trading price of the Certificates and their NAV or indicative value, reduced creation or redemption activity or disruption of the relevant Series.

Trading hours of the Certificates, the Pricing Reference Instrument market for the Synthetic Asset may also differ. Consequently, a Pricing Reference used in the NAV may at times be stale or may not reflect events occurring while the relevant Pricing Reference Venue is closed or inactive.

Risk Rating: High.

3.4. Where the Pricing Reference Instrument is a perpetual contract, its price may be materially affected by derivative-specific mechanics independently of the Reference Entity of the Synthetic Asset

A Pricing Reference may comprise the price or mark of a perpetual contract. Perpetual contracts have no scheduled expiry date at which their price is required to converge to the value of a deliverable asset and ordinarily employ funding-rate, mark-price, index-price, margin and liquidation mechanisms designed by the relevant venue.

The quoted or marked price may therefore be influenced by funding-rate expectations, long/short imbalances, leverage employed by market participants, forced liquidations, changes in margin requirements, changes in mark-price or index methodology, venue-specific position limits and other derivative-market mechanics. Those factors can cause the price of the Pricing Reference Instrument to move materially even in the absence of a corresponding change in information concerning the Reference Entity.

The Pricing Reference is used as a source of value only. In addition, the Underlying Instrument through which the Issuer obtains exposure may separately incorporate financing spreads, funding costs, structuring charges or other economic adjustments. Consequently, the return on the Certificates may differ from both the quoted return of the Pricing Reference instrument and any economic return that would be obtained by directly holding such instrument.

Risk Rating: High

3.5. There is no assurance that the Reference Entity compromised by the Synthetic Asset will ever become publicly traded, and an admission to public trading may materially disrupt the Pricing Reference

The fact that a Reference Entity of the Synthetic Asset is privately held and is referenced by an implied Reference Entity value does not imply that the Reference Entity intends or is expected to undertake an initial public offering, direct listing or other public admission of its securities. The Reference Entity of the Synthetic Asset may remain privately held for an indefinite period.

If securities of the Reference Entity of the Synthetic Asset are subsequently admitted to public trading, the price established in the public market may differ materially from the implied Reference Entity value immediately before that event. The applicable Pricing Reference Instrument may also be settled, terminated, suspended, modified or otherwise affected as a result.

There can be no assurance that a successor Pricing Reference will produce a value equivalent to the previous implied Reference Entity value. Investors will not receive shares or other securities of the Reference Entity of the Synthetic Asset as a result of such event.

A Company Event does not result in Investors acquiring any interest in the listed securities of the Reference Entity and does not itself cause such securities to become the Pricing Reference Instrument or an Underlying Instrument of the relevant Series.

Risk Rating: High

3.6. Dependence on a Pricing Reference for the Synthetic Asset may expose Investors to source discontinuation, methodology changes and valuation discretion

The determination of an implied Reference Entity value depends upon the continued availability, reliability and representativeness of the applicable Pricing Reference. The relevant Pricing Reference instrument or Pricing Reference venue may be suspended, discontinued, materially modified or cease to publish a reliable price; its methodology may change; access may become restricted; data may be delayed or erroneous; or the market may cease to provide a price that the Calculation Agent considers representative of the economic measure described in the Final Terms.

In such circumstances, the Calculation Agent may be required to apply the alternative-source and adjustment provisions contained in the Conditions. Different sources, quotations or valuation methodologies may produce materially different results. The exercise of such determinations may therefore materially affect the level of the Reference Asset, the value of the Underlying Instrument, the NAV and the Settlement Amount.

Where a reliable replacement cannot be identified on a commercially reasonable basis, the Issuer may redeem the relevant Series early. Such redemption may occur at a time when the Certificate is worth materially less than the amount initially invested and the Settlement Amount may be zero.

Risk Rating: High

3.7. Regulatory treatment of Synthetic Assets, Pricing Reference Instruments and Pricing Reference Venues may change and affect the Certificates

Synthetic exposures referencing the implied value of privately held companies compromised by the Synthetic Asset and markets providing prices for such exposures are relatively recent developments and their legal and regulatory treatment may evolve. A Pricing Reference instrument or Pricing Reference Venue may become subject to securities, derivatives, trading-venue, market-abuse, data, benchmark or other regulatory requirements or restrictions in one or more jurisdictions.

A regulator or market operator may restrict trading in, access to or use of a Pricing Reference instrument for the Synthetic Asset, prohibit particular categories of market participants from accessing the relevant market, require the relevant instrument or venue to be modified or discontinued or otherwise make continued use of the Pricing Reference unlawful, impracticable or commercially unreasonable.

Any such development may adversely affect liquidity and price formation or require the Issuer, the Contract or Derivatives Counterparty to replace a pricing reference, adjust the methodology, substitute an it or redeem the relevant Series early. Investors may therefore lose some or all of their investment.

In addition, the legal and regulatory treatment of perpetual derivative contracts and other markets used for determining IREV Assets continues to develop. A Pricing Reference Instrument may, depending on its legal and economic characteristics and the relevant jurisdiction, be classified as a contract for difference or another regulated derivative and may therefore become subject to product-intervention measures, leverage restrictions, distribution restrictions or other regulatory requirements.

Any such measure may reduce access to or liquidity in the relevant Pricing Reference Instrument, alter the population of market participants, require changes to its trading terms or pricing methodology, or result in its suspension, restriction or termination. This may in turn cause the Pricing Reference to become unavailable, unreliable or materially unrepresentative and may result in valuation adjustments, disruption, substitution of the relevant Underlying Instrument or early redemption of the Certificates in accordance with the Conditions.

The regulatory classification of the Pricing Reference Instrument is separate from the regulatory classification of the Certificates. However, changes affecting the former may materially affect the value and continued operation of the latter.

Risk Rating: High.

3.8. Limited publicly available information concerning the Reference Entity may adversely affect price formation and Investors’ ability to assess an IREV Asset

A Reference Entity may be a privately held company and may not be subject to financial reporting, inside-information disclosure, corporate-governance, market-abuse or other transparency requirements comparable to those applicable to companies whose securities are admitted to trading on an EEA regulated market. Public information concerning the Reference Entity may therefore be limited, incomplete, outdated or unavailable.

Market participants in the Pricing Reference Instrument may possess materially different levels of information concerning the Reference Entity. The Pricing Reference may therefore be influenced by rumours, expectations, estimates, speculative positioning or information that is not available equally to all market participants. Investors may have limited ability independently to verify whether the Pricing Reference accurately or completely reflects developments concerning the Reference Entity.

Accordingly, an IREV Asset should not be regarded as reflecting all material information relating to the Reference Entity or as an independently verified valuation of the Reference Entity. Such information limitations and information asymmetries may result in increased volatility, abrupt price movements and material losses for Investors.

Risk Rating: High.

3.9. The value of an IREV Asset is speculative and may differ materially from any fundamental or independently verifiable value of the Reference Entity

The value of an IREV Asset is market-implied and may be highly speculative. It is determined by reference to trading in the relevant Pricing Reference Instrument and may be influenced by market expectations, speculative positioning, sentiment, liquidity, funding conditions, leverage and other factors that do not correspond to the financial position, business performance or independently assessed value of the Reference Entity.

Accordingly, the IREV Asset should not be understood as an appraisal of the Reference Entity or as a reliable indication of the price at which securities of the Reference Entity could be issued, purchased, sold or admitted to trading. The Pricing Reference may differ materially, and for extended periods, from valuations implied by private financing rounds, transactions in actual securities, independent appraisals or other valuation methodologies.

Risk Rating: High.

3.10. Trading in the Pricing Reference Instrument may cease and a Company Event for the Reference Entity may never occur

The continued determination of an IREV Asset depends on the continued availability of the applicable Pricing Reference Instrument and the Pricing Reference derived from it. Trading in the Pricing Reference Instrument may be suspended, discontinued or permanently terminated, including as a result of a decision by the relevant Pricing Reference Venue, insufficient trading activity or liquidity, regulatory action, changes to the terms of the relevant instrument or developments affecting the Reference Entity.

If trading in the Pricing Reference Instrument ceases or the Pricing Reference otherwise becomes unavailable, unreliable or materially unrepresentative, the Issuer, Contract or Derivatives Counterparty, the Calculation Agent and/or the Price Source Administrator may apply the valuation and disruption provisions set out in the Conditions, including, where applicable, the use of alternative pricing sources or valuation methodologies for the purpose of determining the relevant value. Any such determination may differ materially from the last observable market price of the Pricing Reference Instrument. If a reliable value cannot be determined or the relevant exposure cannot be maintained on a commercially reasonable basis, the Issuer may redeem the relevant Series early in accordance with the General Terms and Conditions. The amount payable on such early redemption may be materially less than the amount invested and may be zero.

There is also no assurance that a Company Event will occur in respect of the Reference Entity. A Reference Entity may remain privately held for an indefinite period, abandon or postpone a contemplated listing or never seek admission of its securities to public trading. The absence of a Company Event does not, of itself, cause the relevant IREV Asset or Series to terminate. Subject to the terms of the relevant Series, the IREV Asset will continue to be determined by reference to the applicable Pricing Reference Instrument for so long as that Pricing Reference Instrument remains available, reliable and representative.

However, changes in market expectations regarding whether or when a Company Event may occur may materially affect the price, liquidity and trading activity of the Pricing Reference Instrument. In particular, a postponement, abandonment or reduced perceived likelihood of a listing may cause the Pricing Reference to decline materially, become more volatile or less liquid, or ultimately cease to be available. Investors may therefore suffer substantial or total loss even though no Company Event occurs.

Risk Rating: High.

4. Risks associated with Commodity Assets Prices

Where a Certificate uses Commodity Assets as an Underlying Asset Class, the NAV will be dependent on the value of such Commodity Asset(s). Commodity Asset prices may generally fluctuate widely and may be affected by numerous factors, including but not limited to:

a) global or regional political, economic or financial events and situations, particularly war, terrorism, expropriation and other activities which might lead to disruptions to supply from countries that are major bullion producers;

b) global metal supply and demand, which is influenced by such factors as exploration success, mine production and net forward selling activities by metal producers, jewellery demand, investment demand and industrial demand, net of any recycling and any shortages of a particular type of bullion could result in a spike in prices of that type of bullion. Price spiking can also result in volatile forward rates and lease rates which could result in the bid-offer spread on any exchange where Products are traded widening, reflecting short-term forward rates in the relevant bullion;

c) financial activities including investment trading, hedging or other activities conducted by large trading houses, producers, users, hedge funds, commodities funds, governments or other speculators which could impact global supply or demand;

d) financial market factors such as investors' expectations with respect to the future rates of inflation, movements in world equity, financial and property markets, interest rates and currency exchange rates, particularly the strength of and confidence in the US dollar. Adverse movements in the price of Commodity Assets may negatively affect the return to Investors who sell their securities when the price of the relevant Commodity Asset has decreased since the time they purchased their Products. General movements in local and international markets and factors that affect the investment climate and investor sentiment could all affect the level of trading and, therefore, the market price of the Products and this may lead to a fall in the price of Products which will have an adverse impact on any Investor that purchased Products at a higher price; and

e) extreme weather events, such as droughts or floods, can severely affect the supply of agricultural commodities and energy. Environmental regulations, social issues, in producing regions, and governance concerns can disrupt supply chains. The development of new technologies can alter long-term demand for certain commodities.

Risk Rating: Medium.

OVERVIEW OF THE CERTIFICATES

The Issuer may from time-to-time issue Certificates under the Programme. Each Series of Certificates pursues an Investment Strategy linked to one or more Underlying Asset Classes (together, the "**Reference Asset(s)**"), each as specified in the relevant Final Terms, providing Investors with a synthetic exposure to the performance of such Reference Asset(s). The Issuer will seek to replicate the value by investing in different instruments directly or indirectly related to such Underlying Asset Classes (the "**Underlying Instruments**").

The value of each Certificate at any time is expressed as its Net Asset Value (the "**NAV**"), being the value per Certificate calculated by the Calculation Agent in accordance with the methodology set out in the relevant Final Terms. The NAV reflects the performance of the Underlying Instrument(s), less any accrued Investor Fees and other applicable adjustments.

The return on each Series of Certificates will be reduced by the Investor Fee, which accrues daily and is deducted from the NAV in accordance with the methodology specified in the relevant Final Terms. Where the applicable Reference Asset and/or Underlying Instrument(s) incur financing costs, funding rates, transaction costs, rebalancing costs, or any other costs such costs will also be reflected as a reduction in the NAV of the relevant Series of Certificates.

The Reference Asset(s), Investment Strategy, Leverage Factor, Underlying Asset Class(es), Investor Fee, Underlying Instrument(s) and all other product-specific parameters applicable to a Series of Certificates are set out in the relevant Final Terms, read together with the applicable sections of this Base Prospectus.

DESCRIPTION OF THE INVESTMENT STRATEGIES

Each Series of Certificates pursues an Investment Strategy for the Underlying Asset Classes, as specified in the relevant Final Terms. The Investment Strategy describes the nature and direction of the exposure related to the Underlying Asset Class(es), which the Issuer seeks to replicate with the Underlying Instrument(s) and determines the manner in which the performance of the Underlying Asset Class(es) is reflected in the value of the Reference Asset(s) (the "**NAV**").

1. Long Exposure

A Series of Certificates pursuing a Long Exposure provides an exposure to the performance of the Reference Asset in the long direction, with a Leverage Factor as specified in the relevant Final Terms. Where the Investment Strategy provides for a Long Exposure:

- any increase in the value of the Underlying Asset Class(es) will cause an increase in the NAV, excluding the effects of any applicable fees and adjustments; and
- any decrease in the value of the Underlying Asset Class(es) will cause a decrease in the NAV, excluding the effects of any applicable fees and adjustments.

1.1 Leverage Factor L

The Leverage Factor L applicable to Reference Asset(s) pursuing a Long Exposure will be equal to or greater than one, as specified in the relevant Final Terms:

- where the Leverage Factor is equal to one (L=1), the NAV tracks the performance of the Underlying Asset Class(es) on a one-to-one basis, reduced by the daily accrual of applicable fees and adjustments; and
- where the Leverage Factor is greater than one (L>1), the daily return of the Underlying Asset Class(es) is multiplied by the Leverage Factor on each Business Day. In this case the **daily reset mechanic applies**, as described below.

1.2 Daily Reset and Volatility Decay

Where the Leverage Factor is greater than one, the Leverage Factor is applied to the daily return of the Underlying Asset Class(es) on each Business Day and the NAV is recalculated accordingly. As a result, the cumulative return of such Reference Asset(s) over any period longer than one Business Day will reflect the compounding of daily leveraged returns and will differ from, and may be substantially less than, the Leverage Factor multiplied by the cumulative return of the Underlying Asset Class(es) over the same period. This effect, commonly referred to as **volatility decay**, increases with the volatility of the Reference Asset(s) and the length of the holding period. The worked examples below illustrate this effect. Investors should be aware that an exposure with a Leverage Factor greater than one is designed for short-term trading and is not intended as a long-term investment, meaning that the value of the Reference Asset(s) may be very volatile due to the leverage and that the value of the Reference Asset(s) may be as low as zero.

1.3 Multiple Reference Assets

A Series of Certificates with Reference Assets pursuing a Long Exposure may reference two or more Reference Assets simultaneously, each in the long direction with a Leverage Factor as specified in the relevant Final Terms. In such a case, the NAV will reflect the aggregate weighted performance of all Reference Assets as specified in the relevant Final Terms.

1.4 Examples of NAV where the Investment Strategy is Long Exposure

1.4.1 Long Exposure with L=1

The following example illustrates that a Reference Asset pursuing a Long Exposure with a Leverage Factor of 1 tracks the Underlying Asset Class(es) on a one-to-one basis with no compounding effect beyond fee accrual.

Assumptions: initial value of Underlying Asset Class(es) = 100. Value of Underlying Asset Class(es) at Day 0 = 100. Leverage Factor = 1. Investor Fee = 1.00% per annum = 0.00274% per day, accruing daily on the previous Business Day's NAV.

Day	Reference Asset Value (USD)	Reference Asset % Change	Long ETP (L=1) NAV (USD)	Long ETP % Change
0	100		100.00	
1	103	+3.00%	102.9973	+2.99973%
2	100	-2.9126%	99.9945	-2.9154%
Total		0%		-0.0055%

The Underlying Asset Class(es) returns to its starting value of 100 over the two-day period. The NAV is marginally below 100 due solely to fee accrual. No volatility decay arises at L=1.

1.4.2 Long Exposure with L=2

The following example illustrates the volatility decay effect for a Reference Asset pursuing a Long Exposure with a Leverage Factor of 2. Where the Underlying Asset Class(es) is volatile, the cumulative NAV will be less than twice the cumulative NAV over the same period.

Assumptions: initial value of Underlying Asset Class(es) = 100. Value of Underlying Asset Class(es) at Day 0 = 100. Leverage Factor = 2. Investor Fee = 1.00% per annum = 0.00274% per day, accruing daily on the previous Business Day's NAV.

Day	Reference Asset Value (USD)	Reference Asset % Change	Long ETP (L=2) NAV (USD)	Long ETP % Change
0	100		100.00	
1	103	+3.00%	105.9973	+5.9973%
2	100	-2.9126%	99.8198	-5.8280%
Total		0%		-0.1802%

The Underlying Asset Class(es) returns to its starting value of 100. The NAV is down 0.21% - the additional drag beyond fee accrual (approximately 0.15%) represents volatility decay arising from the daily reset mechanic. Although the Underlying Asset Class(es) is flat over the period, the leveraged product has lost value. This effect grows with the volatility of the Underlying Asset Class(es) and the length of the holding period.

1.4.3 Long Exposure with L=1, multiple Underlying Asset Classes

Where the Reference Asset consists of a basket of Underlying Asset Classes, the reference Asset NAV reflects the weighted aggregated performance of all Underlying Asset Classes. The weightings applicable to each Reference Asset will be specified in the relevant Final Terms.

The following example illustrates Reference Assets pursuing a Long Exposure to two Reference Assets, weighted equally, simultaneously, each with a Leverage Factor of 1.

Assumptions: Underlying Asset Class A and Underlying Asset Class B each with initial value = 100. Value at Day 0 = 100. Leverage Factor = 1 for each. Weighting = 50% each. Investor Fee = 1.00% per annum, accruing daily.

Day	Reference Asset A Value (USD)	Reference Asset A % Change	Reference Asset B Value (USD)	Reference Asset B % Change	Weighted Return %	NAV (USD)	NAV % Change
0	100		100			100.00	
1	110	+10.00%	105	+5.00%	+7.50%	107.4973	+7.4973%
2	99	-10.00%	101.85	-3.00%	-6.50%	100.5070	-6.5027%

2. Short Exposure

Reference Asset(s) pursuing a Short Exposure provides Investors with a synthetic exposure to the inverse performance of the Underlying Asset Class(es), with a Leverage Factor as specified in the relevant Final Terms. Where the Investment Strategy provides for a Short Exposure:

- any decrease in the value of the Underlying Asset Class(es) will cause an increase in the NAV, excluding the effects of any applicable fees and adjustments; and
- any increase in the value of the Underlying Asset Class(es) will cause a decrease in the NAV, excluding the effects of any applicable fees and adjustments.

2.1 Leverage Factor L

The Leverage Factor L applicable to Reference Asset(s) pursuing a Short Exposure will be negative, as specified in the relevant Final Terms:

- where the Leverage Factor is equal to -1 (L=-1), the NAV tracks the inverse daily performance of the Underlying Asset Class(es), reduced by applicable fees and adjustments; and
- where the Leverage Factor is less than -1 (L<-1), the daily return of the Underlying Asset Class(es) is multiplied by the absolute value of the Leverage Factor on each Business Day in the short direction. In this case the **daily reset mechanic applies**, as described below.

2.2 Daily Reset and Volatility Decay

Reference Asset(s) pursuing a Short Exposure are subject to a daily reset mechanic, regardless of the Leverage Factor. The Leverage Factor is applied to the daily return of the Underlying Asset Class(es) on each Business Day and the NAV is recalculated accordingly. As a result, the cumulative NAV over any period longer than one Business Day will reflect the compounding of daily inverse returns and will differ from the simple negative multiple of the cumulative NAV over the same period. This effect, commonly referred to as **volatility decay**, increases with the volatility of the Reference Asset(s) and the length of the holding period. The worked examples below illustrate this effect. Investors should be aware that an exposure with a Leverage Factor greater than one is designed for short-term trading and is not intended as a long-term investment, meaning that the value of the Reference Asset(s) may be very volatile due to the leverage and that the value of the Reference Asset(s) may be as low as zero.

2.3 Multiple Reference Assets

A Series of Certificates with Reference Assets pursuing a Short Exposure may reference two or more Reference Assets simultaneously, each in the short direction with a Leverage Factor as specified in the relevant Final Terms. In such a case, the NAV will reflect the aggregate weighted inverse performance of all Reference Assets as specified in the relevant Final Terms.

2.4 Examples of NAV where the Investment Strategy is Short Exposure

2.4.1 Short Exposure with L=-1

The following example illustrates the volatility decay of a Reference Asset pursuing a Short Exposure with a Leverage Factor of -1. Where the Underlying Asset Class returns to its starting value after a period of volatility, the NAV will be negative despite the Underlying Asset Class being flat over the period. This is the most important characteristic of a Short Exposure product for investors to understand.

Assumptions: initial value of Underlying Asset Class = 100. Value of Underlying Asset Class at Day 0 = 100. Leverage Factor = -1. Investor Fee = 1.00% per annum = 0.00274% per day, accruing daily on the previous Business Day's NAV.

Day	Reference Asset Value (USD)	Reference Asset % Change	Inverse Daily Return %	Short ETP (L=-1) NAV (USD)	Short ETP % Change
0	100			100.00	
1	103	+3.00%	-3.00%	96.9973	-3.0027%
2	100	-2.9126%	+2.9126%	99.8198	+2.9099%
Total		0%			-0.1802%

The Underlying Asset Class returns to its starting value of 100 over the two-day period. The NAV is marginally below 100 due to fee accrual and volatility decay of the daily reset mechanic. Investors should note that a Short Exposure product will lose value over time in volatile markets even where the Underlying Asset Class does not move directionally.

2.4.2 Short Exposure with L=-2

This example illustrates the amplified volatility decay of a Reference Asset pursuing a Short Exposure with a Leverage Factor of -2.

Assumptions: initial value of Underlying Asset Class = 100. Value of Underlying Asset Class at Day 0 = 100. Leverage Factor = -1. Investor Fee = 1.00% per annum = 0.00274% per day, accruing daily on the previous Business Day's NAV.

Day	Reference Asset Value (USD)	Reference Asset % Change	Inverse Daily Return %	Short ETP (L=-2) NAV (USD)	Short ETP % Change
0	100			100.00	
1	103	+3.00%	-6.00%	93.9973	-6.0027%
2	100	-2.9126%	+5.8252%	99.4703	+5.8225%
Total		0%			-0.5297%

The Underlying Asset Class returns to its starting value of 100. The NAV is down significantly greater than the L=-1 product loss, reflecting the amplified volatility decay at higher leverage. Both losses arise from the daily reset mechanic and fee accrual, not from any directional move in the Underlying Asset Class. The losses from volatility decay increase significantly with both the absolute value of the Leverage Factor and the volatility of the Underlying Asset Class.

2.4.3 Short Exposure with L=-1, multiple Underlying Asset Classes

Where the Reference Asset consists of a basket of Underlying Asset Classes, the reference Asset NAV reflects the weighted aggregated performance of all Underlying Asset Classes. The weightings applicable to each Reference Asset will be specified in the relevant Final Terms.

The following example illustrates Reference Assets pursuing a Long Exposure to two Reference Assets, weighted equally, simultaneously, each with a Leverage Factor of 1.

The following example illustrates a Reference Asset pursuing a Short Exposure to two Underlying Asset Classes simultaneously, each with a Leverage Factor of -1.

Assumptions: Underlying Asset Class A and Underlying Asset Class B, each with initial value = 100. Value at Day 0 = 100. Leverage Factor = -1 for each. Weighting = 50% each. Investor Fee = 1.00% per annum, accruing daily.

Day	Reference Asset A Value (USD)	Reference Asset A % Change	Reference Asset B Value (USD)	Reference Asset B % Change	Weighted Return %	NAV (USD)	NAV % Change
0	100		100			100.00	
1	110	+10.00%	105	+5.00%	+7.50%	92.4973	-7.5027%
2	99	-10.00%	101.85	-3.00%	-6.50%	98.5070	+6.4973%

The product gains when both Underlying Asset Classes decline and loses when both Underlying Asset Classes increase. Where the Underlying Asset Classes move in different directions the net impact on the NAV will depend on the relative magnitude of each move and the weighting applicable to each Underlying Asset Class, as specified in the relevant Final Terms. The volatility decay of the daily reset mechanic applies to each Underlying Asset Class component independently.

3. **Long/Short Exposure**

A Reference Asset pursuing a Long/Short Exposure provides provides Investors with a synthetical exposure to the Long Exposure to one or more Underlying Asset Class(es) and Short Exposure to one or more other Underlying Asset Class(es), each with a Leverage Factor as specified in the relevant Final Terms. The direction applicable to each Underlying Asset Class (Long or Short) will be specified separately in the relevant Final Terms.

The NAV for a Reference Asset pursuing a Long/Short Exposure reflects the relative performance of the long Underlying Asset Class(es) against the short Underlying Asset Class(es) over the relevant period.

3.1 Leverage Factor

The Leverage Factor applicable to each Underlying Asset Class within a Long/Short Exposure will be specified in the Final Terms. Where the relevant Final Terms specify that a daily reset mechanic applies to a Series of Certificates pursuing a Long/Short Exposure, the daily reset mechanic described above will apply to all Reference Asset(s) to which Short Exposure is provided within such Long/Short Exposure, and the daily reset mechanic described under Long Exposure above will apply to all Reference Asset(s) to which Long Exposure is provided with a Leverage Factor greater than one.

3.2 Examples of NAV where the Investment Strategy is Long/Short Exposure

This example illustrates a Reference Asset pursuing a Long/Short Exposure with a Leverage Factor of L=1 for the Long Exposure, a Leverage Factor of L=-1 for the Short Exposure and an equal weighting of 50% to each Underlying Asset Class. The NAV gains when the long Underlying Asset Class outperforms the short Underlying Asset Class and loses when the short Underlying Asset Class outperforms the long Underlying Asset Class, regardless of absolute market direction.

Assumptions: Underlying Asset Class A and Underlying Asset Class B, each with initial value = 100. Value at Day 0 = 100. Leverage Factor = -1 for each. Weighting = 50% each. Investor Fee = 1.00% per annum, accruing daily.

Day	Reference Asset A Value (USD) - Long	Reference Asset A % Change	Long % Contribution	Reference Asset B Value (USD) - Short	Reference Asset B % Change	Short % Contribution	Net weighted return	NAV (USD)	NAV % Change
0	100			100				100.00	
1	110	+10.00%	+5.00%	105	+5.00%	-2.50%	+2.50%	102.4973	+2.4973%
2	99	-10.00%	-5.00%	101.85	-3.00%	+1.50%	-3.50%	98.9070	-3.5027%

On Day 1, Underlying Asset Class A outperforms Underlying Asset Class B (+10% vs +5%) and the NAV gains +2.50% on a net basis. On Day 2, Underlying Asset Class A underperforms Underlying Asset Class B (-10% vs -3%) and the NAV loses -3.50% on a net basis. The NAV is indifferent to the absolute direction of either Underlying Asset Class - it gains only when the long Underlying Asset Class outperforms the short Underlying Asset Class.

4. Yield Strategy Exposure

A Reference Asset pursuing a Yield Strategy Exposure provides Investors with a synthetical exposure comprising in whole or in part an income or yield component generated through one or more of the following mechanisms, as specified in the relevant Final Terms:

- a systematic option writing overlay on the Underlying Asset Class, under which option premium income is generated and accrues to the NAV, subject to the obligations arising from the written options and any cap on upside participation at the applicable strike level;

- the capture of the basis between the spot price and the futures price of the Underlying Asset Class, whereby the premium of the futures price over the spot price accrues to the NAV as yield;

- staking rewards generated by Underlying Asset Class(es) participating in proof-of-stake validation protocols, which accrue to the NAV in accordance with the applicable staking protocol; or

- lending, or other income generated by lending or in any other way providing Underlying Asset Class(es) to third parties, which accrues to the NAV net of applicable lending costs and risks.

The specific yield mechanism or combination of yield mechanisms applicable to a Reference Asset, together with all relevant parameters including option strike levels, expiry dates, basis calculation methodology, staking protocol details, and lending terms, will be specified in the relevant Final Terms.

The NAV for a Reference Asset pursuing a Yield Strategy Exposure reflects both the performance of the Underlying Asset Class in the applicable direction and the income or yield component generated by the applicable yield mechanism, in each case less applicable fees and adjustments. Where the yield mechanism involves the writing of options, the upside participation in the performance of the Underlying Asset Class may be capped at the applicable strike level during the relevant option period, as further specified in the relevant Final Terms.

4.1 Examples of NAV where the Investment Strategy is Yield Strategy Exposure

This example illustrates a Reference Asset pursuing a Yield Strategy Exposure through a systematic call writing overlay. The NAV participates in Underlying Asset Class(es) gains up to the strike level and retains the option premium as income accruing to the NAV but surrenders gains above the strike level to the option buyer.

Assumptions: initial value of Underlying Asset Class = 100. Value of Underlying Asset Class at Day 0 = 100. Call option written at strike level = 102. Option premium received at inception per 30-day option period = 1.50 . Investor Fee = 1.00% per annum accruing daily.

Day 0: Option written

Item	Value
Underlying Asset Class	100 USD
Cash (premium received) from option	1.5 USD
Option liability (written call, booked at fair value)	-1.5 USD
NAV	100 USD

Day 1: Underlying Asset Class + 3.00%, option not yet at expiry:

Item	Day 0	Day 1
Underlying Asset Class	100 USD	103 USD
Cash	1.5 USD	1.5 USD
Option liability (mark-to-market)	-1.5 USD	-2.2 USD
NAV	100.00 USD	102.30 USD
NAV return	-	+2.3%

At option expiry: Underlying Asset Class at 101 (below strike of 102):

Item	Value
Reference Asset gain captured to strike	+1.00% of initial value (100 USD)
Gain above strike surrendered to option buyer	-0.00% of initial value (100 USD)
Total premium received over option period	+1.5% of initial value (100 USD)
Net impact of option overlay versus Long Exposure	+1.5%

At option expiry: Underlying Asset Class at 106 (above strike of 102):

Item	Value
Reference Asset gain captured to strike	+2.00% of initial value (100 USD)
Gain above strike surrendered to option buyer	-4.00% of initial value (100 USD)
Total premium received over option period	+1.5% of initial value (100 USD)
Net impact of option overlay versus Long Exposure	-2.5%

The Yield Strategy Exposure delivers the option premium as income accruing to the NAV but caps upside participation at the strike level. In this example the Underlying Asset Class gained 6.00% but the Reference Asset Class captures only 2.00% of that gain (to the strike level) plus the 1.50% premium received, for a net gain of 3.50% at expiry before fees, compared to 6.00% for a Long Exposure. In flat or declining markets, the premium provides outperformance versus a Long Exposure. The specific trade-off between income and capped upside participation will be determined by the strike level and premium specified in the relevant Final Terms.

5. **Conditional Exposure**

A Reference Asset pursuing a Conditional Exposure provides the NAV with a return that is contingent upon the performance of the Underlying Asset Class(es) relative to one or more levels, barriers, or trigger points specified in the relevant Final Terms. Unlike the other Investment Strategies described in this section, the return profile of a Conditional Exposure is not determined by a simple daily return calculation but is instead governed by the specific conditional mechanics and payoff formula set out in the relevant Final Terms.

The NAV for a Reference Asset pursuing a Conditional Exposure will reflect the mark-to-market value of the applicable conditional structure on each Business Day, as determined by the Calculation Agent in accordance with the methodology specified in the relevant Final Terms. The daily reset mechanic described under Long Exposure and Short Exposure above does not apply to a Reference Asset pursuing a Conditional Exposure unless expressly specified in the relevant Final Terms. The Investor Fee accrues daily and is deducted from the NAV in accordance with the methodology specified in the relevant Final Terms.

5.1 Types of Conditional Exposure

A Series of Certificates pursuing a Conditional Exposure may employ one or more of the following conditional mechanics, as specified in the relevant Final Terms:

- a capital protection mechanic, under which the NAV is maintained above or seeks to remain above a specified level (the "**Protection Level**") through a dynamic asset allocation strategy or other mechanism specified in the relevant Final Terms, while providing the NAV with participation in the upside performance of the Underlying Asset Class above the Protection Level at the Participation Rate specified in the relevant Final Terms;

- a rolling protection mechanic, under which the Protection Level is determined by reference to the NAV as measured on specified observation dates rather than by reference to the initial NAV, providing the NAV with protection relative to a periodically reset reference level as specified in the relevant Final Terms;

- an automatic early redemption mechanic, under which the NAV will be redeemed automatically at a specified redemption amount upon the Underlying Asset Class reaching a specified trigger level on one or more observation dates, as specified in the relevant Final Terms; or

- a barrier mechanic, under which the NAV is modified upon the Underlying Asset Class reaching or breaching a specified barrier level, as specified in the relevant Final Terms.

Investors should be aware that the fact that a Protection Level is applied as described above, it does not mean that the Certificates are capital protected. Investors may lose all of the invested capital.

The specific conditional mechanic or combination of mechanics applicable to a Reference Asset, together with all relevant parameters including the protection level, participation rate, barrier level, trigger level, observation dates, floor NAV, and the full payoff formula, will be set out in the relevant Final Terms. Investors should read the relevant Final Terms carefully before investing in any Series of Certificates pursuing a Conditional Exposure.

5.2 Risk Characteristics

The risk and return profile of a Reference Asset pursuing a Conditional Exposure will differ materially from that of a Reference Asset pursuing a Long Exposure, Short Exposure, or Leveraged Exposure to the same Underlying Asset Class. In particular:

- where a capital protection mechanic applies, the participation of the NAV in the upside performance of the Underlying Asset Class may be limited by the Participation Rate and by the costs of maintaining the protection, which will be reflected in the NAV;

- where a dynamic asset allocation strategy is employed to maintain the Protection Level, the allocation to the Underlying Asset Class will be reduced as the NAV approaches the Protection Level, which may result in reduced participation in any subsequent recovery of the Underlying Asset Class;

- the Protection Level represents a target or floor applicable in the circumstances described in the relevant Final Terms and does not constitute a guarantee of capital; the NAV may receive less than the Protection Level in certain circumstances including but not limited to extreme market movements, market disruption events, or counterparty default; and

- the mark-to-market NAV of such Reference Asset between observation dates may fall below the Protection Level as the protection applies only in the circumstances and at the times specified in the relevant Final Terms.

5.3 Examples of NAV where the Investment Strategy is Conditional Exposure

The following example illustrates the general characteristics of a Reference Asset pursuing a Conditional Exposure with a capital protection mechanic. The specific parameters used in this example are illustrative only. The Protection Level, Participation Rate, and all other relevant parameters applicable to any specific Reference Asset will be set out in the relevant Final Terms.

Assumptions: initial value of Underlying Asset Class = 100. Value of Underlying Asset Class at Day 0 = 100. Protection level: 90% of initial value of Underlying Asset Class. Participation rate: 80% of Underlying Asset Class performance above Protection Level. Investor Fee = 1.00% per annum accruing daily on the previous Business Day's NAV.

Scenario A: Underlying Asset Class increases:

Day	Reference Asset Value (USD)	Reference Asset % Change	Participation (80%)	NAV (USD)	NAV & Change
0	100			100.00	
1	103	+3.00%	+2.40%	102.3973	+2.3973%
2	110	+6.7961%	+5.4369%	107.9617	+5.4342

In a rising market the NAV participates in Underlying Asset Class gains at the Participation Rate of 80%. The NAV increases as the Underlying Asset Class increases but at a lower rate than a Long Exposure, reflecting the cost of maintaining the capital protection structure.

Scenario B: Underlying Asset Class decreases toward Protection Level:

Day	Reference Asset Value (USD)	Reference Asset % Change	NAV before mechanic (USD) with 80% participation	Protection Level (90%)	NAV after mechanic (USD)	NAV % Change
0	100		100.00	90.00	100.00	
1	90	-10.00%	91.9973	90.00	91.9973	-8.0027%
2	75	-16.6667%	79.7284	90.00	90.00	-2.1710%

On Day 1 the Underlying Asset Class falls 10.00% and the NAV falls to 91.9973, remaining above the Protection Level of 90. On Day 2 the Underlying Asset Class falls a further 16.6667% and the NAV before the protection mechanic would be 79.7284 - below the Protection Level. The protection mechanic activates and the NAV is maintained at the Protection Level of 90.00. Investors should note that the Protection Level represents a target and does not constitute a guarantee - in certain circumstances described in the relevant Final Terms the NAV may fall below the Protection Level.

Scenario C: Underlying Asset Class flat over a period of volatility:

Day	Reference Asset Value (USD)	Reference Asset % Change	Participation (80%)	NAV (USD)	NAV & Change
0	100			100.00	
1	103	+3.00%	+2.40%	102.3973	+2.3973%
2	100	-2.9126%	-2.3301%	100.0085	-2.3328%
Total		0.00%			+0.0085%

Where the Underlying Asset Class is flat over a holding period and does not approach the Protection Level, the NAV returns to approximately its starting value. In this scenario the NAV ends marginally above 100 (+0.0085%) because the 80% Participation Rate creates a slight asymmetry in the NAV's favour - the NAV participates in 80% of the upside on Day 1 and gives back only 80% of the downside on Day 2, and because the Underlying Asset Class return is applied to a higher base on the way up than on the way down. No volatility decay arises as no daily reset mechanic applies to a Conditional Exposure. The only drag on long-term performance is the Investor Fee accrual and the cost of maintaining the capital protection structure embedded in the Participation Rate.

6. **Variance and Volatility Exposure**

A Reference Asset pursuing a Variance or Volatility Exposure provides the NAV with a return linked to a measure of the variance or volatility of the Underlying Asset Class (such as implied or realised volatility) rather than to its directional price performance. The NAV is exposed to changes in the level of volatility of the Underlying Asset Class.

Volatility measures the degree of variation in the price of the Underlying Asset Class over a given period and is commonly expressed as an annualised standard deviation of returns. Variance is the square of volatility and represents the mean of the squared deviations of returns over the relevant period. Because variance is a convex function of volatility, a Reference Asset linked to a variance measure will increase more rapidly in response to a given increase in volatility than a Reference Asset linked to a volatility measure directly and will decrease more slowly in response to a given decrease in volatility. Investors should be aware of this asymmetric relationship between variance and volatility measures when assessing the risk and return profile of a Reference Asset pursuing a Variance and Volatility Exposure.

The specific variance or volatility measure to which such an Underlying Asset Class is linked (including whether it references implied volatility, realised volatility, a combination thereof, or any other measure of variance or volatily) together with the relevant tenor, observation methodology, and Price Source, will be specified in the relevant Final Terms. Investors should be aware of the following characteristics of a Variance and Volatility Exposure:

- the NAV may increase or decrease, as variance and volatility levels may move in any direction regardless of whether the Underlying Asset Class price increases or decreases;
- implied volatility and implied variance levels tend to increase during periods of market stress and decrease during periods of market stability, which may result in a negative correlation between the

NAV or a Reference Asset pursuing a Variance and Volatility Exposure and the NAV for a Reference Asset pursuing a Long Exposure to the same Underlying Asset Class;

- the convexity of variance relative to volatility means that a Reference Asset linked to a variance measure will exhibit greater sensitivity to extreme volatility events than a Reference Asset linked to a volatility measure directly, which may amplify both gains and losses relative to investor expectations based on observed volatility levels; and

- the relationship between variance or volatility and the spot price of the Underlying Asset Class is dynamic and may change over time, and past relationships between variance, volatility and spot price performance are not indicative of future relationships.

6.1 Examples of NAV where the Investment Strategy is Volatility Exposure

This example illustrates the defining characteristic of a Reference Asset with a Volatility Exposure: the NAV moves with changes in implied volatility and not with the directional performance of the spot price of the Underlying Asset Class. The example demonstrates a negative correlation between spot price performance and implied volatility - on Day 1 the spot price rises and implied volatility falls, while on Day 2 the spot price falls and implied volatility rises.

Day	Underlying Spot	Spot % Change	Volatility Reference Asset	Volatility Reference Asset % Change	NAV (USD)	NAV % Change
0	100		60		100.00	
1	110	+10.00%	55	-8.3333%	91.6639	-8.3361%
2	99	-10.00%	70	+27.2727%	116.6607	+27.2700%

On Day 1, the spot price of the Underlying Asset Class rises 10.00% but the NAV falls 8.3361% because implied volatility compressed as the market rallied. On Day 2 the spot price of the Underlying Asset Class falls 10.00% but the NAV rises 27.2700% because implied volatility spiked during the sell-off. A Reference Asset with Volatility Exposure is taking a view on the level of implied volatility and not on the direction of the spot price of the Underlying Asset Class. A Reference Asset with long Volatility Exposure may lose value in periods of low or declining market volatility, and a Reference Asset with short Volatility Exposure may lose value in periods of high or rising market volatility.

DESCRIPTION OF THE REFERENCE ASSETS

The Reference Asset represents the benchmark, price, level, rate, or measure to which Investors of a Series of Certificates are synthetically exposed, as specified in the relevant Final Terms. For each Series of Certificates, the Reference Asset constitutes the economic interest to which the applicable Investment Strategy is applied. The Issuer seeks to replicate the Reference Asset(s) by the Underlying Instruments, in order to generate the return delivered to Investors.

The Reference Asset may take any form capable of being observed, calculated, or determined by reference to one or more Underlying Asset Classes (as described in section "*Description of the Underlying Asset Class(es)*"), in each case as further described in the relevant Final Terms. The Reference Asset is specified in the relevant Final Terms and is independent of the Underlying Instrument(s) used by the Issuer to replicate exposure to it.

Relationship to Underlying Asset Classes

The value of the Reference Asset is derived directly or indirectly, from one or more Underlying Asset Classes and, as applicable, the Investment Strategy, as specified in the relevant Final Terms and as further described in the sections of this Base Prospectus headed "Description of the Underlying Asset Classes" and "Description of the Investment Strategies". The Reference Asset may reference a single Underlying Asset Classes, a basket or index of Underlying Asset Classes, a strategy return derived from one or more Underlying Asset Classes, or a volatility measure derived from or referencing one or more Underlying Asset Classes, in each case as specified in the relevant Final Terms.

Relationship to Underlying Instruments

The Issuer replicates the performance of the Reference Asset using one or more Underlying Instrument(s) as described in the section of this Base Prospectus headed "Description of the Underlying Instrument(s)". The Reference Asset is defined independently of the Underlying Instrument(s) used to replicate it - the same Reference Asset may be replicated by different Underlying Instrument(s), and the Issuer may substitute or modify the Underlying Instrument(s) used during the life of a Series of Certificates in accordance with the Underlying Instrument Substitution provisions set out in the Terms and Conditions, without changing the Reference Asset or the economic exposure of Investors to it.

Determination of the value of the Reference Asset

The value of the Reference Asset (the "**NAV**") will be determined at the Valuation Time on each Valuation Date in accordance with the methodology, Price Source, or Index Methodology specified in the relevant Final Terms. In the event that the Reference Asset is unavailable or a Market Disruption Event has occurred, the Calculation Agent shall determine the NAV in accordance with the Market Disruption provisions set out in the General Terms and Conditions.

Nature of Investor's Exposure

Certificates are direct, unconditional, unsubordinated and unsecured debt obligations of the Issuer. The economic exposure of Investors to the Reference Asset(s) and the Underlying Instrument(s) is indirect and is subject to the terms and conditions of the relevant Series of Certificates, including the applicable fees, adjustments, and the risk factors set out in this Base Prospectus and the relevant Final Terms.

Where the relevant Underlying Instrument is a Contract, the Issuer holds rights under that Contract and does not, by reason only of that Contract, hold the assets or positions used by the Contract Counterparty to hedge its obligations. The Investors have no direct or indirect interest in any Underlying Instrument regardless of whether the Issuer holds such Underlying Instrument directly or not, and their recourse is limited to the Issuer's ability to pay in accordance with the General Terms and Conditions.

In all cases, the value of the Certificates and the Settlement Amount payable to Investors will be determined by reference to the performance of the Underlying Instrument(s), less fees and adjustments. As the Underlyings Instrument(s) track the Reference Asset(s), the Investors are indirectly exposed to the value of such Reference Asset(s).

DESCRIPTION OF THE UNDERLYING ASSET CLASSES

The following is a description of the Underlying Asset Classes eligible under the Programme. The specific Underlying Asset Classes that are referenced in a Series of Certificates will be specified in the relevant Final Terms. Investment decisions should not be made solely on the basis of this description. It is the responsibility of investors to ensure that they have sufficient knowledge, experience and professional advice to make their own legal, financial, tax, regulatory, accounting, and other business evaluation of the merits and risks of investing in Certificates issued under the Programme, including with respect to the relevant Underlying Asset Classes.

The information in this section consists only of extracts from, or summaries of, publicly available information. Such publicly available information was not prepared in connection with the offering of Certificates. The Issuer accepts responsibility for the accurate reproduction of such information. As far as the Issuer is aware and is able to ascertain from information published by each of the relevant sources, no facts have been omitted which would render such reproduced information inaccurate or misleading.

1. Digital Assets

The Development of Blockchain Technology

Blockchain technology underpins the majority of cryptocurrencies and digital assets. A blockchain is a distributed ledger that records all transactions in a series of blocks, each of which is cryptographically linked to the preceding block, creating an immutable and chronologically ordered chain of records. The decentralised nature of the blockchain means that no single entity controls the network, and the record of transactions cannot be altered without the consensus of the network participants.

Bitcoin was the first blockchain ever developed. In 2008, Satoshi Nakamoto, a pseudonym for an individual or group of individuals, published a research paper describing a new digital currency called Bitcoin. Shortly thereafter, in 2009, the first 50 Bitcoins were mined, known as the genesis block. The Bitcoin network has since evolved into a global peer-to-peer payments network with no centralised authority, maintained by a growing number of miners, developers, wallet providers, software companies, and account holders. Since Bitcoin is, at its core, an open source project, there is no official organisation or authority that governs the codebase.

Ethereum was proposed by programmer Vitalik Buterin in a whitepaper published in 2013 and subsequently launched in 2015. Unlike Bitcoin, which includes only a limited scripting language, Ethereum was designed as a more generalised platform for decentralised application development through smart contracts. Since launch, Ethereum has served as the leading platform for decentralised applications and has powered major innovations such as decentralised finance (DeFi) and non-fungible tokens (NFTs).

Following the launch of Bitcoin and Ethereum, a growing number of other blockchains have been developed for a range of purposes. A significant number of digital assets are derived from or compatible with the original code bases of Bitcoin or Ethereum. There also exist numerous independent blockchains that are not based on Bitcoin or Ethereum. New blockchains may be created at any time and may differ significantly in terms of their underlying technology, consensus mechanism, and design.

Mining and Proof-of-Work

Mining refers to the process by which transactions are verified, added to the blockchain, and new units of certain cryptocurrencies are released into circulation. In proof-of-work systems such as Bitcoin, miners compete to solve cryptographic puzzles that require substantial computing power. Each puzzle corresponds to a block of transactions, and the first miner to solve it is permitted to add the new block to the blockchain and receives a reward in the form of newly issued coins and transaction fees. This process secures the network, ensures distributed consensus on the state of the ledger, and incentivises participation through rewards. Not all digital assets rely on mining - some assets are pre-mined, meaning all units were created at inception and distributed by the developer or associated entity.

Staking and Proof-of-Stake

Staking refers to the process of participating in the validation of transactions and block production on a proof-of-stake blockchain network by committing a specified amount of the relevant digital asset as collateral. Validators are selected to propose or attest to new blocks based in part on the size of their stake and receive staking rewards paid in the form of the native asset of the network in return for performing these functions. Staking carries risks. Validators may be subject to penalties, including the partial loss of staked assets, through mechanisms known as slashing, which are designed to promote availability, security, and honest participation in the network. Staking rewards are not fixed and may vary depending on factors such as network conditions, the amount of assets staked, transaction activity, and the value of the relevant digital asset. Staked assets may also be subject to lock-up periods or delayed reward distributions, which can affect liquidity and settlement timing.

Forks and Protocol Changes

The source code underlying a digital asset network may be modified through a process known as a fork. A hard fork results in a permanent divergence from the existing blockchain, creating two separate and incompatible versions of the network. A soft fork results in a backwards-compatible upgrade to the existing network. Forks may give rise to new digital assets and may affect the value and liquidity of the existing asset.

Storage and Custody

Cryptocurrencies and digital assets are stored in digital wallets, which are software or hardware applications that store the private and public keys necessary to access and transfer the relevant assets on the blockchain. The security of a digital wallet depends on the security of the private key - if the private key is compromised, the assets associated with it may be stolen or lost. The Issuer stores any digital assets held as Physical Holdings with a custodian using institutional-grade custody solutions, including cold storage and multi-signature security arrangements.

Exchanges and Liquidity

There are several trading venues for cryptocurrencies and digital assets, including regulated exchanges, unregulated exchanges, and over-the-counter platforms. The price of a digital asset may vary across different venues and may be subject to significant volatility. The liquidity of individual digital assets varies significantly depending on their market capitalisation, trading volume, and the number of venues on which they are traded. Depending on the Underlying Instrument employed, the price source or index methodology will be further specified in the applicable Final Terms.

Regulatory Status

The regulatory treatment of cryptocurrencies and digital assets varies significantly across jurisdictions and continues to evolve. Digital assets may be classified as financial instruments, commodities, currencies, payment tokens, utility tokens, or asset tokens depending on the jurisdiction and the specific characteristics of the relevant asset. Changes in the regulatory treatment of cryptocurrencies or digital assets in any jurisdiction may affect the value, liquidity, or availability of the relevant Digital Asset and may result in the early termination of a Series of Certificates in accordance with the General Terms and Conditions.

2. Commodity Assets

Overview

Precious metals are the Commodity Assets eligible under this Programme, and include gold, silver, and such other precious metals as may be specified in the relevant Final Terms. The specific precious metal used as an Underlying Asset Class a Series of Certificates will be specified in the relevant Final Terms.

Precious metals are physical commodities that are mined, refined, and traded globally. They are fungible assets of a defined purity and weight and have historically served as stores of value and as inputs to industrial and jewellery applications. Unlike cryptocurrencies and digital assets, precious metals are tangible assets with established global markets and long-standing regulatory and market infrastructure.

Gold

Gold is distinguished from other precious metals by the existence of large above-ground stocks that can be quickly mobilised for trading. As a result of its liquidity and its historical role as a monetary asset, gold often acts more like a currency than a commodity. Mine production accounts for the majority of total gold supply. Jewellery is the greatest source of demand for gold, followed by physical investment demand and central bank buying.

Silver

Silver has historically also been used as a currency. The primary difference between gold and silver from a demand perspective is that the majority of silver demand comes from industrial applications, whereas the majority of gold demand comes from jewellery and investment. New mine production accounts for the significant majority of total silver supply, with recycled silver accounting for the remainder.

Allocated and Unallocated Accounts

Precious metals are typically traded and held on either an allocated or unallocated basis. An allocated account is an account held with a custodian evidencing that uniquely identifiable bars of metal have been allocated to the account holder and are segregated from other metal held in the custodian's vault. The account holder has full title to the allocated metal, with the custodian holding it as custodian. An unallocated account does not entitle the holder to specific bars of metal but gives the holder a general right to require the delivery of a specified amount of metal.

The precious metals market

The global precious metals market consists of transactions in spot contracts, forward contracts, options, and other derivatives on the over-the-counter market, together with exchange-traded futures and options. The principal OTC market centres are London, Zurich, New York, and Hong Kong. The London Bullion Market Association (LBMA) and the London Platinum and Palladium Market (LPPM) serve as the primary trade associations coordinating clearing, vaulting, and good delivery standards for precious metals traded in London.

Good Delivery is the specification to which a bar must adhere to be accepted for trading physical metal in the London precious metals markets. The standards for gold and silver are published by the LBMA and the standards for platinum and palladium are published by the LPPM.

Benchmark prices for precious metals are determined through a combination of OTC market activity and electronic auction processes. The LBMA Gold Price is determined twice daily through an electronic auction administered by ICE Benchmark Administration. The LBMA Silver Price is determined once daily through an electronic auction. Platinum and palladium fixing prices are administered by the London Metal Exchange. Depending on the Underlying Instrument, the applicable price source for a Series of Certificates with a Commodity as Underlying Asset Class will be specified in the relevant Final Terms.

Regulatory Status

Precious metals and products referencing precious metals are subject to regulation in most jurisdictions through commodity trading and exchange regulations. The specific regulatory considerations applicable to a Series of Certificates with a Commodity as Underlying Asset Class will be described in the risk factors set out in this Base Prospectus.

3. Equity Assets

Overview

Equity Assets are shares or other equity securities representing ownership interests in the reference companies. Equity Assets eligible under this Programme include shares listed or admitted to trading on a regulated market, multilateral trading facility, or alternative trading system, as further described below and as specified in the relevant Final Terms. As used in this section, the term shares includes depositary receipts such as American depositary receipts, European depositary receipts, and global depositary receipts, which are instruments that represent shares in companies trading outside the markets in which the depositary receipts are traded.

Eligible Equity Assets

Equity Assets eligible under the Programme may comprise:

- publicly traded shares or other equity securities;
- ordinary shares;
- preferred shares or other equity securities;
- depositary receipts representing equity securities, including American depositary receipts, European depositary receipts and global depositary receipts; and
- other equity securities falling within the foregoing types.

An Equity Asset may therefore relate to an issuer whose equity securities are admitted to trading on a regulated or other organised market. The specific Equity Asset applicable to a Series of Certificates will be identified in the relevant Final Terms. Where the Equity Asset is a security, the Final Terms will specify the name of the issuer of that security and its ISIN or other applicable securities identification code, where available. Where the relevant security is admitted to trading, the relevant primary exchange or trading venue will also be identified.

A share eligible as an Underlying Asset Class under this Programme shall be a company share of any type listed or admitted to trading on:

- a regulated market within the meaning of Article 4(1)(21) of MiFID II, as amended;
- a stock exchange that is regulated and supervised as such by a competent authority in its relevant jurisdiction;
- a multilateral trading facility within the meaning of Article 4(1)(22) of MiFID II, as amended; or
- an alternative trading system as defined in applicable US securities regulations.

If the Underlying Instrument used is Physical Holdings, the Final Terms of each Series of Certificates with Equity Assets as Underlying Asset Class will specify the name of the relevant share, its securities code, and the primary regulated stock exchange or trading venue on which it is listed, together with details of where information about the past and future performance of the share and its volatility can be obtained free of charge.

The market value of publicly traded equity securities is generally established through trading activity on the relevant market and reflects the interaction of supply and demand.

Pricing

The value of an Equity Asset reflects the market's or applicable valuation source's assessment of the value attributable to the relevant issuer's equity.

The price of a Publicly Traded Equity Asset is determined by trading activity on regulated stock exchanges and over-the-counter markets and is influenced by company-specific factors including financial performance, management decisions, and corporate events, as well as by broader market factors including macroeconomic conditions, interest rates, and investor sentiment. Depending on the Underlying Instrument used, where the Underlying Asset Class for a Series of Certificates is an Equity Asset, the price will be determined by reference to the Price Source specified in the relevant Final Terms.

Past performance and volatility

Information on past performance and volatility is publicly available from the relevant regulated market or trading venue, from regulated information vendors, and from the websites of relevant index providers where the Reference Asset is an equity index. The specific Price Source will be identified in the relevant Final Terms.

Further risks relating to Equity Assets are set out in the section headed **"Risk Factors"**.

In general, Equity Assets generally rank junior to debt obligations of the relevant issuer in an insolvency or liquidation. Accordingly, holders of Equity Assets may receive no value where the liabilities of the relevant issuer exceed the value of its assets.

Dividends and Corporate Events

Equity Asset holders are entitled to receive dividends declared by the issuing company. Where a Series of Certificates has Equity Assets as an Underlying Asset Class and it generates dividend income, the treatment of such dividends - including whether they are reinvested into the NAV or otherwise treated - will be specified in the relevant Final Terms.

Regulatory Status

Publicly Listed Equity Assets are subject to comprehensive regulation in most jurisdictions, including securities laws, stock exchange rules, and market abuse regulations. Certificates referencing Equity Assets may be subject to specific tax treatment in certain jurisdictions, including potential withholding tax on dividend equivalent payments pursuant to Section 871(m) of the United States Internal Revenue Code in respect of Certificates referencing dividend-paying US equity assets, as further described in the Taxation section of this Base Prospectus. The specific regulatory and tax considerations applicable to a Series of Certificates referencing equities or an equity index will be described in the risk factors and the relevant Final Terms.

4. Indices

An index is a statistical measure of the performance of a defined basket of underlying assets, calculated in accordance with a specified methodology by an index provider. Indices used as an Underlying Asset Class under this Programme may be broad market indices, sector indices, or thematic indices, with Digital Assets, Equity Assets, and/or Commodity Assets as underlying assets. The index methodology specifies the constituent selection criteria, weighting methodology, rebalancing frequency, and treatment of corporate events such as dividends and share splits. Where the Underlying Asset Class for a Series of Certificates is an index, the relevant Index and Index Methodology will be specified in the relevant Final Terms.

Index Methodology

The methodology applicable to an Index may specify, among other matters:

- eligibility criteria for constituents;
- selection criteria;
- weighting methodology;
- calculation methodology;
- rebalancing or reconstitution frequency;
- treatment of income and distributions;
- disruption provisions; and
- procedures for replacing or removing constituents.

The performance of a Series referencing an Index will depend upon the performance of the Index as determined in accordance with the applicable methodology rather than necessarily upon the performance of any individual constituent.

The Indices which may constitute Underlying Assets are not limited to indices whose administrators are included in the public register maintained by ESMA pursuant to Article 36 of Regulation (EU) 2016/1011 (the **"Benchmark Regulation"**). The selection and use of any Index as an Underlying Asset will in all cases be subject to applicable law.

Where the Underlying Asset for a Series is an Index, the relevant Final Terms will specify the name of the Index and the administrator of the Index and, where applicable, whether such administrator is included in the public register maintained by ESMA pursuant to Article 36 of the Benchmark Regulation. The relevant Final Terms will also specify where information relating to the Index may be obtained, including where information regarding the past and future performance of the Index and its volatility may be obtained by electronic means and whether such information is available free of charge.

Where an Index is composed by the Issuer or by any legal entity belonging to the same group as the Issuer, or is provided by a legal entity or natural person acting in association with, or on behalf of, the Issuer, and paragraph (b) of Item 2.2.2 of Annex 17 to Commission Delegated Regulation (EU) 2019/980 applies: (i) the complete set of rules of the Index and information on the performance of the Index will be freely accessible on the Issuer's or the relevant index provider's website identified in the relevant Final Terms; and (ii) the governing rules of the Index, including the methodology for the selection and re-balancing of the components of the Index and the provisions relating to market disruption events and adjustment rules, are based on predetermined and objective criteria.

Where an Index is not composed by the Issuer, the relevant Final Terms will indicate where information relating to that Index may be obtained

An Index may be calculated, administered or sponsored by a person independent of the Issuer.

Where a Series references such an Index, the relevant Final Terms will identify the name of the Index and the relevant index administrator, sponsor or other relevant entity, as applicable, and will identify where information concerning the Index, its methodology and its performance may be obtained.

Index Constituents

The constituent assets of an Index may change over time in accordance with the Index Methodology.

Accordingly, a Certificate linked to an Index provides economic exposure to the Index as a whole and not directly to each constituent as an independently selected Reference Asset.

The economic characteristics and principal risks described in this Base Prospectus in respect of Digital Assets, Commodity Assets, Equity Assets, Fiat Currencies and Fixed Income Instruments apply, as relevant, where assets of that type constitute components of an Index.

Pricing and Information

The applicable Final Terms will identify the relevant Index and will specify or identify where information concerning the Index, including its performance and volatility, may be obtained. Further risks relating to Indices and their constituent assets are set out in the section headed **"Risk Factors"**.

5. **Fiat Currencies**

Fiat Currencies are currencies issued, recognised or supported as legal tender by a sovereign state, monetary authority or central bank, including currencies such as the United States dollar, euro, Swiss franc, pound sterling, Japanese yen and other currencies specified in the relevant Final Terms.

Cash and cash equivalents may constitute an Underlying Asset Class of a Series of Certificates where specified in the relevant Final Terms. Cash is not intended to constitute the primary source of synthetic exposure for any Series of Certificates but may be a component of a Basket together with one or more other Underlying Asset Classes in the following circumstances:

- as a collateral buffer or margin reserve in connection with the applicable Reference Assets;
- as the safe asset component of a Series of Certificates pursuing a Conditional Exposure, where a portion of the portfolio is allocated to cash or cash equivalents to support the applicable protection mechanic; or
- as a residual holding pending reallocation in connection with the rebalancing of the applicable Investment Strategy.

Cash held will be denominated in such currency as is specified in the relevant Final Terms. Cash equivalents may include stablecoins and short-term money market instruments, treasury bills, and other highly liquid instruments of equivalent credit quality, as specified in the relevant Final Terms. The Reference Asset for a Series of Certificates does not reference cash or cash equivalents directly. The economic exposure of holders to cash held as an ancillary Underlying Asset is indirect and limited to its role in supporting the applicable Investment Strategy as described above.

Pricing and Information

Where a Fiat Currency or currency pair constitutes an Underlying Asset Class, the relevant Final Terms will specify or identify the applicable Price Source and where information concerning the relevant exchange rate and its historical performance and volatility may be obtained.

Further risks relating to foreign exchange rates and Fiat Currencies are set out in the section headed **"Risk Factors"**.

6. Fixed Income Instruments

Overview

Fixed income instruments eligible as an Underlying Asset Class under this Programme include government bonds, supranational bonds, agency bonds, corporate bonds, money market instruments, tokenised fixed income instruments, and fixed income indices referencing any of the foregoing, in each case as specified in the relevant Final Terms. The specific fixed income instrument or instruments used an Underlying Asset Class for a Series of Certificates will be specified in the relevant Final Terms.

Fixed income instruments are debt obligations under which the issuer of the instrument is obligated to make periodic interest payments and to repay the principal amount at maturity in accordance with the terms of the instrument. The return on a fixed income instrument comprises interest income and any capital gain or loss arising from changes in the market price of the instrument over the relevant holding period. Fixed income instruments vary significantly in terms of credit quality, maturity, liquidity, and the nature of the issuer.

Fixed Income Instruments eligible as an Underlying Asset Class under the Programme may include:

- sovereign and government bonds;
- supranational bonds;
- agency bonds;
- corporate bonds;
- investment-grade and non-investment-grade bonds;
- senior and subordinated debt securities;
- fixed-rate and floating-rate debt securities;
- preferred securities having debt-like characteristics;
- money market instruments;
- tokenised Fixed Income Instruments; and
- Fixed Income Indices referencing one or more of the foregoing.

The specific Fixed Income Instrument applicable to a Series will be identified in the relevant Final Terms.

Where the relevant underlying is a security, the relevant Final Terms will specify the issuer of the security and its ISIN or other applicable securities identification code.

The value of a Fixed Income Instrument may be affected by the creditworthiness of its issuer or obligor, prevailing interest rates, credit spreads, inflation, remaining maturity, liquidity, ranking in the capital structure, currency and general economic and market conditions.

Government and Supranational Bonds

Government bonds are debt obligations issued by sovereign governments. Supranational bonds are debt obligations issued by international financial institutions such as the World Bank, the European Investment Bank, and the International Monetary Fund. Agency bonds are debt obligations issued by government-sponsored entities or agencies. Government, supranational, and agency bonds are generally considered to carry lower credit risk than corporate bonds, reflecting the credit standing of the issuing sovereign or institution, though they remain subject to interest rate risk, inflation risk, and, in the case of non-domestic currency bonds, currency risk.

Corporate Bonds and Preferred Securities

Corporate bonds are debt obligations issued by private or public companies. The return on a corporate bond reflects both the prevailing interest rate environment and the credit risk of the issuing company. Corporate bonds may be investment grade or non-investment grade depending on the credit rating assigned by recognised credit rating agencies, and may be secured or unsecured, senior or subordinated. Preferred securities are hybrid instruments that share characteristics of both debt and equity. They typically rank senior to ordinary equity but junior to senior debt in the capital structure of the issuing entity and may carry fixed or variable dividend or distribution rights. Preferred securities may be perpetual or have a specified maturity or call date. The economic characteristics of preferred securities (including their treatment of distributions, their position in the capital structure, and their sensitivity to interest rates and credit conditions) will be described in the relevant Final Terms for any Series of Certificates where such instruments are used as an Underlying Asset Class.

Money Market Instruments

Money market instruments are short-term debt instruments with maturities of one year or less, including treasury bills, commercial paper, certificates of deposit, and repurchase agreements. Money market instruments are characterised by high liquidity and relatively low credit risk compared to longer-dated fixed income instruments. They may be an Underlying Asset Class in connection with a Conditional Exposure strategy or other Investment Strategy where a short-duration, low-risk instrument is required as a component of the product structure, as specified in the relevant Final Terms.

Tokenised Fixed Income Instruments

Tokenised fixed income instruments are digital representations of fixed income instruments recorded on a distributed ledger or blockchain, including tokenised government bonds, tokenised treasury bills, and other tokenised debt instruments. Tokenised fixed income instruments seek to replicate the economic characteristics of the underlying fixed income instrument in digital form, enabling transfer and settlement on a blockchain infrastructure. The specific tokenised fixed income instrument used as an Underlying Asset Class a Series of Certificates, including the underlying instrument being tokenised, the tokenisation platform or protocol, and the applicable legal framework, will be specified in the relevant Final Terms.

Investors should note that tokenised fixed income instruments may carry additional risks compared to their non-tokenised equivalents, including risks associated with the underlying distributed ledger technology, smart contract vulnerabilities, the regulatory treatment of tokenised instruments in relevant jurisdictions, and the operational risk of the tokenisation platform or custodian. These risks are described in further detail in the risk factors section of this Base Prospectus.

Fixed Income Indices

A fixed income index is a statistical measure of the performance of a defined basket of fixed income instruments, calculated in accordance with a specified methodology by an index provider. Fixed income indices may reference government bonds, corporate bonds, money market instruments, or combinations thereof, and may be constructed on the basis of criteria including maturity, credit rating, geography, currency, or issuer type. Where the Underlying Asset Class for a Series of Certificates is a fixed income index, the relevant Index Methodology will be incorporated by reference into the relevant Final Terms.

Pricing and Market Infrastructure

The price of a fixed income instrument is determined by supply and demand in secondary markets and is influenced by prevailing interest rates, the credit quality of the issuer, the remaining term to maturity, and general market conditions. Fixed income instruments are traded on regulated exchanges, multilateral trading facilities, and over-the-counter markets. Where the Underlying Asset Class of a Series of Certificates is a fixed income instrument, the price of such instrument will be determined by reference to the Price Source or Index Methodology specified in the relevant Final Terms.

Regulatory Status

Fixed income instruments are subject to comprehensive regulation in most jurisdictions, including securities laws, prospectus requirements, and market conduct regulations applicable to debt securities. Tokenised fixed income instruments may be subject to additional regulatory requirements, including those arising under applicable distributed ledger technology or digital asset frameworks. The specific regulatory considerations applicable to a Series of Certificates with a fixed income instrument as Underlying Asset Class will be described in the risk factors and the relevant Final Terms.

7. Synthetic Assets

Synthetic Asset means a constructed reference measure whose value is determined in accordance with a methodology specified or identified in the applicable Final Terms by reference to one or more observable market prices, market-implied values or other specified Pricing References as specified below.

Synthetic assets share a common characteristic that distinguishes them from all other Underlying Asset Classes eligible under this Programme: their value is synthetically constructed, but directly observed. This construction may take different forms depending on the nature of the synthetic asset: it may be synthesised from the prices of instruments that reference an expected future event or price or derived mathematically from observable market data. In each case the Synthetic Asset is an economic measure (a constructed reference value) and not a direct holding of or claim over any underlying security, commodity, or asset. For the purposes of this Programme, the only type of Synthetic Asset eligible as an Underlying Asset Class is an Implied Reference Entity Value Asset (an "**IREV Asset**"), as described below. No other type of Synthetic Asset may constitute an Underlying Asset Class under the Programme unless that additional type has first been described in, and permitted by, a supplement to this Base Prospectus or a succeeding base prospectus, as applicable.

Implied Reference Entity Value Asset (IREV Asset)

An IREV Asset is a Synthetic Asset comprising a constructed reference measure attributed to a specified Reference Entity, the value of which is determined by reference to the Liquid and Publicly Observable Market price of the specific Pricing Reference Instrument identified in the applicable Final Terms as the Pricing Reference Instrument.

The market price of the Pricing Reference Instrument reflects the price at which participants in the relevant market trade implied value relating to the Reference Entity. It may therefore reflect market expectations concerning a future listing price or other market-implied value attributed to the Reference Entity. It does not constitute an independent appraisal or determination by the Issuer, the Pricing Reference Venue or the Contract Counterparty of the fair value, enterprise value, equity value or intrinsic value of the Reference Entity.

An IREV Asset may constitute an Underlying Asset Class for a Series only where, on the Issue Date of the first Tranche of that Series, the relevant Pricing Reference Instrument is traded on a Liquid and Publicly Observable Market. Only IREV Assets are eligible under this Programme where there exists a Liquid and Publicly Observable Market for the Pricing Reference Instrument on a Pricing Reference Venue that satisfies the eligibility criteria described in the section of this Base Prospectus headed "Description of the Underlying Instruments - Perpetual Futures". Investors should note that Pricing Reference Venues that satisfy criterion may not be subject to the conduct of business rules, best execution obligations, pre- and post-trade transparency requirements, mandatory central clearing, or client asset segregation requirements applicable to MiFID II regulated markets. The existence of such a Liquid and Publicly Observable Market is a condition of eligibility - an IREV Asset referencing a Reference Entity for which no such Liquid and Publicly Observable Market exists at the time of issuance is not eligible under this Programme.

The satisfaction of the foregoing requirement is an eligibility condition at the time of issuance. If, after the relevant Issue Date, the market for the Pricing Reference Instrument ceases to satisfy the criteria for a Liquid and Publicly Observable Market, such circumstance shall be dealt with in accordance with the provisions relating to a Synthetic Asset Disruption Event, Market Disruption Event, Additional Disruption Event, substitution or early redemption in the General Terms and Conditions, as applicable, and shall not retrospectively affect the validity of the relevant Series.

The Reference Entity may be a company whose securities are in the process of being admitted to trading on a regulated market. The fact that a Reference Entity is privately held does not imply that it has commenced, intends to undertake, is expected to undertake or will undertake an initial public offering (IPO), direct listing or other admission of its securities to public trading. The classification "Implied Reference Entity Value Asset" is therefore not dependent upon the occurrence or expectation of any future public offering or listing event.

An IREV Asset constitutes the relevant Underlying Asset Class and is not itself an Underlying Instrument.
For a Series of Certificates referencing an IREV Asset, the Issuer will obtain the relevant economic exposure through an Underlying Instrument, in each case as described in the section headed "**Description of the Underlying Instruments**" and as specified in the applicable Final Terms.

Pricing Reference and past performance

Where a Pricing Reference is obtained from a perpetual futures venue, that venue is used as a source of price information for determining the value of the IREV Asset and does not constitute an Underlying Instrument of the Certificates. The value of an IREV Asset is determined by reference to the price of the Liquid and Publicly Observable Market for the relevant Pricing Reference Instrument. That market price is formed by supply and demand among participants in the relevant Liquid and Publicly Observable Market and reflects the aggregate market expectation of the implied value of the Reference Entity at a given point in time. The market-implied value may or may not be close to the intrinsic valuation of the Reference Entity as determined by reference to primary financing round valuations, independent appraisal valuations, or other valuation methodologies. Following the occurrence of a Company Event in respect of the Reference Entity, the market price of the Pricing Reference Instrument may transition to include or to be replaced by exchange prices for the securities of the Reference Entity admitted to trading.

Pricing Reference Venues that operate Liquid and Publicly Observable Markets for Pricing Reference Instruments, such as perpetual futures, maintain price history for the Pricing Reference Instruments traded on their platforms. Such price history constitutes the primary source of past performance information for Pricing Reference Instruments of IREV Assets and will be either identified in the relevant Final Terms or it will be provided by an Index/Price Source Administrator identified in the relevant Final Terms. Investors should note that past performance information for IREV Assets may have a short history. Investors should also note that when Contracts are used as Underlying Instruments to provide exposure to Synthetic Assets, additional fees and expenses may incur to the Contract Counterparty in relation to the Pricing Reference Instrument.

Continuation and availability of the Pricing Reference

The occurrence of a Company Event is not a condition to the continued existence or determination of an IREV Asset. A Reference Entity may remain privately held for an indefinite period and, in such circumstances, the IREV Asset will continue to be determined by reference to the applicable Pricing Reference for so long as the Pricing Reference Instrument remains available and provides a reliable and representative Pricing Reference, subject to the terms of the relevant Series.

If trading in the Pricing Reference Instrument is suspended, discontinued or terminated, or if the Pricing Reference otherwise becomes unavailable, unreliable or materially unrepresentative, the applicable valuation and disruption provisions of the General Terms and Conditions will apply. Those provisions may result in the use of an alternative valuation source or methodology and, where the relevant value or exposure cannot be maintained or determined on a commercially reasonable basis, may ultimately result in an Early Redemption of the relevant Series in line with the General Terms and Conditions.

Post-Company Event

The occurrence of a Company Event for the Reference Entity does not, of itself, cause the IREV Asset to cease to constitute a Synthetic Asset or cause the relevant listed equity security to become the Pricing Reference Instrument or an Underlying Instrument of the relevant Series. If, as a consequence of a Company Event, the Pricing Reference Instrument is terminated, settled, suspended or ceases to provide a reliable and representative Pricing Reference, the relevant provisions of the General Terms and Conditions shall apply. Following a Company Event, the Pricing Reference Instrument shall continue to be the Pricing Reference Instrument specified in the applicable Final Terms.

Where the methodology applied by the Pricing Reference Venue to the Pricing Reference Instrument following a Company Event incorporates the market price of securities of the Reference Entity admitted to trading pursuant to the Company Event, such market price constitutes an input into the methodology of the Pricing Reference Instrument only and does not thereby become a Pricing Reference Instrument, Underlying Instrument or Underlying Asset Class of the relevant Series.

Regulatory Classification of Pricing Reference Instruments

A Pricing Reference Instrument may be a derivative instrument, such as a perpetual futures contract. Its regulatory classification is determined by its legal and economic characteristics and not by the commercial name attributed to it by the relevant Pricing Reference Venue. Depending upon its terms and the applicable jurisdiction, a Pricing Reference Instrument may be subject to regulatory requirements or product-intervention measures applicable to contracts for differences or other derivatives. Investors in the Certificates do not enter into, acquire or become party to the Pricing Reference Instrument. The Pricing Reference Instrument is used as a source for determining the level of the IREV Asset only and does not become an Underlying Instrument or an obligation of the Investor solely by reason of such use. The Certificates are separate securities issued by the Issuer in accordance with the Conditions and applicable Final Terms. The legal or regulatory classification of a Pricing Reference Instrument does not, solely by reason of its use as a Pricing Reference, determine the legal or regulatory classification of the Certificates.

Illustrative Worked Example - SpaceX

(The following example is provided solely for the purposes of illustrating the operation of an IREV Asset and is based on publicly available third-party information. References to Space Exploration Technologies Corp. ("SpaceX"), its securities and perpetual derivative contracts referencing SpaceX are included for illustrative purposes only. Neither SpaceX nor any relevant trading venue has participated in the preparation of, reviewed, approved or endorsed this Base Prospectus or the Certificates, and no affiliation between the Issuer and any such person should be inferred from the inclusion of this example.

Information concerning SpaceX and the relevant markets has been obtained from the public sources identified below. Such information has been accurately reproduced and, so far as the Issuer is aware and is able to ascertain from information published by those sources, no facts have been omitted which would render the reproduced information inaccurate or misleading. Unless expressly incorporated by reference, the contents of any website referred to in this example do not form part of this Base Prospectus and have not been scrutinised or approved by the SFSA.

*The example is hypothetical in relation to the Certificates: no Series of Certificates is represented as having been issued under this Programme in respect of the SpaceX IREV Asset during the periods described below.)***Prior to its initial public offering on 12 June 2026, SpaceX was one of the most actively traded reference entities on pre-initial public offering (pre-IPO) perpetual futures markets with publicly data available (e.g., https://www.investing.com/equities/spcx-usd-perpetual-futures). SpaceX perpetual futures were traded on venues including Kraken, Bybit, Binance and comparable perpetual platforms, where participants expressed their views on the expected listing price of SpaceX through the pricing of perpetual futures referencing the implied value of the Reference Entity ("SpaceX IREV Asset"). The market price of these perpetual futures reflected the aggregate expectation of market participants regarding the expected listing price of SpaceX, and constituted an observable, continuously updating reference value for the purposes of the IREV Asset framework.**

For illustrative purposes, had a Series of Certificates referencing a SpaceX IREV Asset been issued under this Programme prior to the SpaceX initial public offering (IPO), the NAV of that Series would have been determined by reference to the observable market price of SpaceX pre-IPO perpetual futures in the pre-listing phase. That market price would have reflected supply and demand among pre-IPO perpetual futures market participants and would have moved in response to new information about SpaceX's business as well as broader market sentiment. The market-implied value observable from pre-IPO perpetual futures trading may or may not have corresponded to

SpaceX's intrinsic valuation as determined by reference to its financing round history, independent appraisals, or other methodologies.

Upon the occurrence of the Company Event (being the SpaceX IPO on 12 June 2026 at an IPO price of $135 per share, NASDAQ: SPCX), the pre-IPO market Pricing Reference would transition to include the observable NASDAQ market price of SpaceX during NASDAQ trading hours as a pricing factor. Any gap between the last pre-listing implied value and the post-listing market price at the time of the Company Event would have been reflected in the NAV of the relevant Series of Certificates.

Following the Company Event, the IREV Asset would have continued to be a Synthetic Asset - the Underlying Asset Class would not have changed to an Equity Asset notwithstanding that the pre-IPO perpetual futures market price transitioned to include the observable NASDAQ market price of SpaceX during NASDAQ trading hours as a pricing factor. Holders of the relevant Certificates would not have acquired any ownership interest in SpaceX shares by virtue of this transition.

8. Baskets

A Basket comprises two or more specific underlyings selected in accordance with the terms of the relevant Series. The constituents of a Basket may consist of underlyings belonging to the same Underlying Asset Class or to different Underlying Asset Classes described in this section, including Digital Assets, Commodity Assets, Equity Assets, Fiat Currencies, Fixed Income Instruments and/or Indices. A Basket may therefore provide single-asset-class or multi-asset exposure.

Where a Series references a Basket, each type of underlying represented in the Basket must fall within an Underlying Asset Class permitted under this Base Prospectus.

Basket Constituents and Weightings

The relevant Final Terms will identify the constituents of the Basket and the weighting or other economic allocation attributable to each constituent. Where a constituent is a security, the relevant Final Terms will identify the issuer of such security and the applicable ISIN or other security identification code, where available. Where a Basket constituent is an Index, the provisions under **"4. Indices"** above will apply in respect of that constituent. Where a Basket constituent is a Digital Asset, Commodity Asset, Equity Asset, Fiat Currency or Fixed Income Instrument, the relevant provisions of this section applicable to that type of underlying will apply.

Rebalancing

A Basket may have fixed constituent weightings or may be rebalanced in accordance with the applicable Investment Strategy or methodology specified in the relevant Final Terms.

A rebalance may result in changes to the relative economic exposure to individual Basket constituents.

Where the Basket permits changes to its constituents during the life of a Series, any such changes must remain within the types of Underlying Asset Classes permitted under this Base Prospectus and will be effected in accordance with the applicable General Terms and Conditions and the relevant Final Terms.

Economic Characteristics

The performance of a Basket depends upon the combined performance of its constituent underlyings and their respective weightings. A positive performance by one constituent may be offset by negative performance by another constituent. Correlations between Basket constituents may also change over time, particularly during periods of market stress. The risks applicable to each type of underlying represented in the Basket apply to the relevant constituent and may affect the value of the Basket as a whole.

Pricing and Information

The relevant Final Terms will identify the Price Source applicable to each Basket constituent or otherwise specify the methodology by which the value of the Basket is determined. The Final Terms will also identify where information concerning the relevant Basket constituents and, where applicable, their past and future performance and volatility may be obtained. Further risks relating to Baskets and their constituent Underlying Asset Classes are set out in the section headed **"Risk Factors"**.

DESCRIPTION OF THE UNDERLYING INSTRUMENTS

The Underlying Instruments are the financial contracts or physical holdings through which the Issuer replicates the performance of the Reference Asset in accordance with the applicable Investment Strategy. The specific Underlying Instrument or combination of Underlying Instruments employed for each Series of Certificates will be specified in the relevant Final Terms. The Issuer may employ one or more Underlying Instruments simultaneously in respect of a Series of Certificates and may substitute or modify the Underlying Instrument during the life of a Series in accordance with the Underlying Instrument Substitution provisions set out in the Terms and Conditions, provided that the Reference Asset and the synthetic exposure of holders to the Reference Asset remain materially unchanged.

The NAV calculation methodology applicable to each Underlying Instrument is described at a general level in this section. The specific NAV calculation formula, including the applicable Price Source, quantity or notional determination methodology, fee accrual calculation, rounding conventions, and treatment of income or corporate events, will be set out in the relevant Final Terms. Further scenarios illustrating the impact of different Investment Strategies and Leverage Factors on the NAV of a Series of Certificates are set out in the Description of the Investment Strategies section of this Base Prospectus and apply equally regardless of the Underlying Instrument employed.

General

The Underlying Instrument(s) constitute the financial instruments, assets or contractual arrangements through which the Issuer seeks to obtain the economic exposure corresponding to the relevant Reference Asset. The Underlying Instrument(s) are selected by the Issuer solely for the purpose of implementing the Investment Strategy applicable to the relevant Series.

The applicable Underlying Instrument(s) for each Series are specified in the relevant Final Terms.

The Underlying Instrument(s) represent the assets, instruments or contractual arrangements through which the Issuer obtains the economic exposure corresponding to the relevant Reference Asset. In particular, the Underlying Instruments that may be used for the purposes of issuing the Certificates are the following:

1. Physical Holdings

Physical Holdings are the direct acquisition and custody of Underlying Instruments by the Issuer, held with the Custodian in accordance with the Custody Agreement. The Certificates are however not backed by such holdings. Physical Holdings may be used where the Underlying Instrument is capable of being directly held in custody, including cryptocurrencies and digital assets, precious metals, equities and equity indices, fixed income instruments, tokenised assets, and other eligible Underlying Instruments, in each case as specified in the relevant Final Terms. The Issuer may, in its sole discretion, lend out any Underlying Instruments held as Physical Holdings to third parties from time to time. Any income or profits generated from such lending activities shall be retained by the Issuer for its own account and at its sole discretion. Investors shall have no entitlement to any such lending income or profits unless expressly specified otherwise in the applicable Final Terms. Lending of Underlying Instruments may expose the Issuer to counterparty risk in respect of the relevant borrower, as further described in the risk factors section of this Base Prospectus.

Where the Underlying Instrument is a Physical Holding, the Issuer acquires the relevant Underlying Instrument using the subscription proceeds received from Authorised Participants and holds such assets in custody with the Custodian.

1.1 Digital Assets

Where the Underlying Asset is a Digital Asset, the Issuer holds the relevant Digital Asset in custody with the Custodian using institutional-grade custody arrangements, which may include cold storage, multi-signature security protocols, and segregated wallet structures, as specified in the relevant Final Terms. The value of the Physical Holding is determined by reference to the Price Source specified in the relevant Final Terms, which may aggregate prices from multiple exchanges and over-the-counter platforms to produce a representative reference price at the Valuation Time on each Valuation Date.

1.2 Commodity Assets

Where the Underlying Instrument is a Commodity, the Issuer holds the relevant Commodity on an allocated or unallocated basis with the Custodian. The value of the Physical Holding is determined by reference to the applicable benchmark price published by the relevant benchmark administrator as specified in the relevant Final Terms.

1.3 Equity Assets

Where the Underlying Instrument is an Equity Asset, the Issuer holds the relevant Equity Asset in custody with the Custodian through a recognised clearing system or central securities depository, as specified in the relevant Final Terms. Equity Assets are held in dematerialised form in segregated accounts maintained by the Custodian in accordance with applicable securities law and client asset protection requirements. Dividends and other distributions received in respect of physically held equities will be treated in accordance with the provisions set out in the relevant Final Terms, which will specify whether such amounts are reinvested into the NAV, distributed to holders, or otherwise applied. Corporate events such as share splits, rights issues, mergers, and delistings will be treated in accordance with the adjustment provisions set out in the General Terms and Conditions and the relevant Final Terms.

1.4 Fiat Currencies

Cash and cash equivalents may constitute an Underlying Instrument of a Series of Certificates where specified in the relevant Final Terms. Cash is not intended to constitute the primary source of synthetic exposure for any Series of Certificates but may be a component of a Basket together with one or more other Underlying Instrument(s) in the following circumstances:

- as a collateral buffer or margin reserve in connection with the applicable Underlying Instrument(s); or

- as a residual holding pending reallocation in connection with the rebalancing of the applicable Underlying Instrument.

Cash held will be denominated in such currency as is specified in the relevant Final Terms. Cash equivalents may include stablecoins and short-term money market instruments, treasury bills, and other highly liquid instruments of equivalent credit quality, as specified in the relevant Final Terms. The Underlying Instrument(s)for a Series of Certificates does not reference cash or cash equivalents directly. The economic exposure of holders to cash held as an ancillary Underlying Instrument.

1.4 Fixed Income Instruments

Where the Underlying Instrument is a Fixed Income Instrument, the Issuer holds the relevant instrument in custody with the Custodian through a recognised clearing system or central securities depository, as specified in the relevant Final Terms. Income payments received on the Fixed Income Instrument, including interest and principal repayments, will be treated in accordance with the provisions set out in the relevant Final Terms, which will specify whether such amounts are reinvested into the NAV, distributed to holders, or otherwise applied.

1.6 NAV Mechanics

The NAV of a Series of Certificates where the Underlying Instrument is Physical Holdings reflects the aggregate value of the Underlying Instrument(s) held in custody for the benefit of the Issuer, less accrued fees and applicable adjustments, divided by the number of Certificates outstanding. The NAV tracks the performance of the Underlying Instrument(s) less fees and any other applicable adjustments specified in the relevant Final Terms.

1.7 Illustrative Examples

1.7.1 Physical Holdings, Single Underlying Instrument

The following example illustrates how the NAV of a Series of Certificates with Physical Holdings as the single Underlying Instrument changes across three market scenarios: a rising market, a falling market, and a volatile market where the Underlying Instrument returns to its starting value.

The NAV tracks the Underlying Instrument price on a one-to-one basis. The initial price of the Underlying Instrument is $100, the initial NAV is $100, the Leverage Factor is L=1 and the Investor Fee is 1% annually, or 0.00274% daily.

Scenario A: Rising market (Underlying Instrument +10% over three days)

Day	Underlying Asset Price	Price % Change	Investor Fee	NAV	NAV % Change
0	100	—	—	100.00	—
1	103	+3.0000%	0.0027	102.9973	+2.9973%
2	106	+2.9126%	0.0028	105.9944	+2.9099%
3	110	+3.7736%	0.0029	109.9912	+3.7708%
Total	—	**+10.0000%**	—	—	**+9.9912%**

Scenario B: Falling market (Underlying Instrument -10% over three days)

Day	Underlying Asset Price	Price % Change	Investor Fee	NAV	NAV % Change
0	100	—	—	100.00	—
1	97	-3.0000%	0.0027	96.9973	-3.0027%
2	94	-3.0928%	0.0027	93.9947	-3.0955%
3	90	-4.2553%	0.0026	89.9923	-4.2581%
Total	—	**-10.0000%**	—	—	**-10.0077%**

Scenario C: Volatile/flat market (Underlying Instrument returns to starting value)

Day	Underlying Asset Price	Price % Change	Investor Fee	NAV	NAV % Change
0	100	—	—	100.00	—
1	103	+3.0000%	0.0027	102.9973	+2.9973%
2	100	-2.9126%	0.0028	99.9945	-2.9154%
3	100	0.0000%	0.0027	99.9918	-0.0027%
Total	—	**0.0000%**	—	—	**-0.0082%**

In Scenario A, the NAV tracks the Underlying Instrument return of +10.00% closely, with a total NAV return of +9.9912%, the small divergence being attributable solely to the Investor Fee accrual. In Scenario B the NAV tracks the Underlying Instrument return of -10.00% closely, with a total NAV return of -10.0077%, again with the small divergence attributable to the Investor Fee. In Scenario C the Underlying Instrument returns to its starting value but the NAV is marginally below 100 (-0.0082%) due to the Investor Fee accrual. No daily reset mechanic applies to Physical Holdings at a Leverage Factor of 1 and no volatility decay arises.

1.7.2 Physical Holdings, Multiple Underlying Instruments

The following example illustrates how the NAV of a Series of Certificates with Physical Holdings of two Underlying Instruments changes in response to movements in the prices of those assets.

The NAV tracks the Underlying Instrument price on a one-to-one basis. The initial price of Underlying Instrument A (which replicates Reference Asset A) is $100, the initial price of Underlying Instrument B (which replicates Reference Asset B) is $100, the initial weighting is 50% each, the initial NAV is $100, the Leverage Factor is L=1 and the Investor Fee is 1% annually, or 0.00274% daily.

Day	Asset A	A %	Asset B	B %	Weighted Return	Investor Fee	NAV	NAV %
0	100	—	100	—	—	—	100.00	—
1	110	+10.00%	95	-5.00%	+2.5000%	0.0027	102.4973	+2.4973%
2	105	-4.55%	100	+5.26%	+0.3589%	0.0028	102.8623	+0.3561%
3	105	0.00%	100	0.00%	0.0000%	0.0028	102.8594	-0.0027%

The NAV reflects the weighted aggregate performance of both Underlying Instruments. The weightings applicable to each Underlying Instruments will be specified in the relevant Final Terms.

2. Exchange-Traded Futures

Exchange-Traded Futures are standardised derivative contracts traded on regulated exchanges providing long or short exposure to an Underlying Asset Class. Exchange-Traded Futures are centrally cleared through a central counterparty associated with the relevant exchange, which requires the posting of initial margin and variation margin by participants. The Issuer accesses Exchange-Traded Futures through a clearing intermediary that is a clearing member of the relevant exchange and central counterparty. The clearing intermediary holds the Issuer's margin assets in a segregated client account in accordance with applicable client asset protection rules.

Exchange-Traded Futures have standardised contract sizes, expiry dates, and delivery specifications. Contracts must be rolled prior to expiry in order to maintain continuous exposure to the Underlying Asset Class. The roll process involves closing the expiring contract and entering a new contract for a later expiry date. The cost or benefit of rolling - which reflects the difference between the expiring contract price and the new contract price - is reflected in the NAV of the relevant Series of Certificates and may represent a drag or tailwind on performance depending on the shape of the futures curve for the relevant Underlying Asset Class. The specific roll methodology applicable to a Series of Certificates will be set out in the relevant Final Terms.

2.1 NAV Mechanics

The NAV of a Series of Certificates where the Underlying Instrument is Exchange-Traded Futures reflects the mark-to-market value of the outstanding futures positions held by the Issuer, plus any cash or liquid assets held as margin, less accrued fees and applicable adjustments, divided by the number of Certificates outstanding.

2.2 Illustrative Examples

The following example illustrates how the NAV of a Series of Certificates using Exchange-Traded Futures as Underlying Instrument changes across three market scenarios. Roll costs are not shown in this example and will be reflected in the NAV in accordance with the roll methodology specified in the relevant Final Terms.

The initial price of the Underlying Instrument is $100, the initial NAV is $100, the Leverage Factor is L=1 and the Investor Fee is 1% annually, or 0.00274% daily.

Scenario A: Rising market (Exchange-Traded Futures price +10% over three days)

Day	Futures Price	Futures % Change	Investor Fee	NAV	NAV % Change
0	100	—	—	100.00	—
1	103	+3.0000%	0.0027	102.9973	+2.9973%
2	106	+2.9126%	0.0028	105.9944	+2.9099%
3	110	+3.7736%	0.0029	109.9912	+3.7708%
Total	—	**+10.0000%**	—	—	**+9.9912%**

Scenario B: Falling market (Exchange-Traded Futures price -10% over three days)

Day	Futures Price	Futures % Change	Investor Fee	NAV	NAV % Change
0	100	—	—	100.00	—
1	97	-3.0000%	0.0027	96.9973	-3.0027%
2	94	-3.0928%	0.0027	93.9947	-3.0955%
3	90	-4.2553%	0.0026	89.9923	-4.2581%
Total	—	**-10.0000%**	—	—	**-10.0077%**

Scenario C: Volatile/flat market (Exchange-Traded Futures price returns to starting value)

Day	Futures Price	Futures % Change	Investor Fee	NAV	NAV % Change
0	100	—	—	100.00	—
1	103	+3.0000%	0.0027	102.9973	+2.9973%
2	100	-2.9126%	0.0028	99.9945	-2.9154%
3	100	0.0000%	0.0027	99.9918	-0.0027%
Total	—	**0.0000%**	—	—	**-0.0082%**

In Scenario A the NAV tracks the Exchange-Traded Futures price return of +10.00% closely, with the small divergence of -0.0088% attributable to the Investor Fee. In Scenario B the NAV tracks the Exchange-Traded Futures price return of -10.00% closely. In Scenario C the Exchange-Traded Futures price returns to its starting value but the NAV is marginally below 100 due to the Investor Fee accrual. No volatility decay arises at a Leverage Factor of 1.

3. Perpetual Futures

Perpetual Futures are derivative contracts providing long or short exposure to an Underlying Asset Class without a fixed expiry date, traded on digital asset derivatives venues as specified in the relevant Final Terms. Unlike Exchange-Traded Futures, Perpetual Futures may not be standardised contracts cleared through a regulated central counterparty and might not require a clearing intermediary.

Because Perpetual Futures do not have an expiry date, a funding rate mechanism acts as an anchor to ensure the Perpetual Futures price does not deviate too far from the spot price of the Underlying Asset Class. The funding rate is a periodic payment exchanged between holders of long and short positions based on the prevailing premium or discount of the Perpetual Future price to the spot price of the Underlying Asset Class. Where the Perpetual Future trades at a premium to spot, holders of long positions pay the funding rate to holders of short positions. Where the Perpetual Future trades at a discount to spot, holders of short positions pay the funding rate to holders of long positions. The funding rate is variable, market-determined, and reset at regular intervals as specified by the relevant venue which typically puts on a cap on the funding rate on either side. As with Exchange-Traded Futures, a margin account is required to open a position in Perpetual Futures. The funding rate will be distributed or collected to/from this margin account at regular intervals, as defined by the venue.

The funding rate represents an ongoing cost or income to the Issuer's position and is reflected in the NAV of the relevant Series of Certificates. The funding rate treatment in the NAV calculation will be specified in the relevant Final Terms.

The Issuer will only obtain Perpetual Futures exposure through venues that satisfy each of the following criteria: (i) the venue operates a transparent, continuously available electronic order-matching system with publicly accessible funding rate and liquidation mechanics; (ii) the venue maintains arrangements for the holding of margin assets posted by the Issuer that are legally and operationally separate from the venue's proprietary assets; and (iii) the venue satisfies one of the following conditions:

- The venue is authorised as a regulated exchange or multilateral trading facility under MiFID II or an equivalent framework in its jurisdiction of operation;
- where no such authorisation exists or is required in the relevant jurisdiction, the venue is subject to a licensing, registration, or supervisory regime in its jurisdiction of incorporation that the Issuer has determined that provides an adequate operational and legal framework for the relevant exposure, having regard to the liquidity, technology infrastructure, and counterparty risk profile of the venue
- where the venue operates as a decentralised protocol without a central operator, counterparty or licensing authority (such that no regulatory authorisation or supervisory regime is applicable to the venue as an entity), the Issuer has determined that the relevant protocol satisfies adequate standards with respect to: (a) the security and auditability of the underlying smart contract infrastructure; (b) the liquidity depth and price discovery mechanism of the relevant protocol; (c) the transparency and verifiability of the protocol's operating parameters; and (d) the custody and self-custody arrangements for margin assets, which must not expose the Issuer to the insolvency or operational risk of a central custodian. .

Investors should note that Perpetual Futures venues that satisfy criterion (iii) by reference to a non-MiFID II framework may not subject to the conduct of business rules, best execution obligations, pre- and post-trade transparency requirements, mandatory central clearing, or client asset segregation requirements applicable to MiFID II regulated markets. The Issuer's margin posted with such a venue may not benefit from statutory segregation protections. In the event of insolvency or operational failure of the venue, the Issuer may rank as an unsecured creditor in respect of posted margin, which would reduce the assets available to meet the Issuer's redemption obligations under the relevant Series of Certificates. Where the venue operates as a decentralised protocol, margin is held in smart contracts rather than with a custodian. This removes custodian and legal-entity counterparty insolvency risk, but introduces smart contract vulnerability, oracle failure, and automated liquidation risk. Where the protocol's design employs a pooled vault or automated market maker as counterparty to trades, adverse selection or breach of the vault's risk parameters may result in pooled counterparty exposure. None of these risks carry contractual recourse to a regulated entity.

The identity of the venue, its jurisdiction of incorporation and operation, its regulatory status, and the applicable investor protection framework will be specified in the Final Terms for each Series employing Perpetual Futures. Investors should read the relevant Final Terms carefully before investing. The Issuer will regularly assess its standards as for the selection of the applicable trading venue.

3.1 NAV Mechanics

The NAV of a Series of Certificates where the Underlying Instrument is Perpetual Futures reflects the mark-to-market value of the outstanding Perpetual Futures positions held by the Issuer, adjusted for any funding rate payments made or received during the relevant period, plus any cash or liquid assets held as margin, less accrued fees and applicable adjustments, divided by the number of Certificates outstanding.

3.2 Illustrative Examples

The following example illustrates how the NAV of a Series of Certificates using Perpetual Futures as Underlying Instrument changes across three market scenarios, including the effect of the funding rate.

The initial price of the Underlying Instrument is $100, the initial NAV is $100, the Leverage Factor is L=1, funding rate 0.03% daily (illustrative, paid by long position holders; actual rates are variable) and the Investor Fee is 1% annually, or 0.00274% daily.

Scenario A: Rising market (Perpetual Futures price +10% over three days)

Day	Perp Price	Price % Change	Funding Rate	Investor Fee	NAV	NAV % Change
0	100	—	—	—	100.00	—
1	103	+3.0000%	0.0300	0.0027	102.9673	+2.9673%
2	106	+2.9126%	0.0309	0.0028	105.9326	+2.8799%
3	110	+3.7736%	0.0318	0.0029	109.8954	+3.7408%
Total	—	**+10.0000%**	—	—	—	**+9.8954%**

Scenario B: Falling market (Perpetual Futures price -10% over three days)

Day	Perp Price	Price % Change	Funding Rate	Investor Fee	NAV	NAV % Change
0	100	—	—	—	100.00	—
1	97	-3.0000%	0.0300	0.0027	96.9673	-3.0327%
2	94	-3.0928%	0.0291	0.0027	93.9365	-3.1255%
3	90	-4.2553%	0.0282	0.0026	89.9085	-4.2881%
Total	—	**-10.0000%**	—	—	—	**-10.0915%**

Scenario C: Volatile/flat market (Perpetual Futures price returns to starting value)

Day	Perp Price	Price % Change	Funding Rate	Investor Fee	NAV	NAV % Change
0	100	—	—	—	100.00	—
1	103	+3.0000%	0.0300	0.0027	102.9673	+2.9673%
2	100	-2.9126%	0.0309	0.0028	99.9345	-2.9454%
3	100	0.0000%	0.0300	0.0027	99.9018	-0.0327%
Total	—	**0.0000%**	—	—	—	**-0.0982%**

In Scenario A the NAV returns +9.8954% against a Perpetual Futures price return of +10.00% — the divergence of -0.1046% reflects the cumulative funding rate drag over three days. In Scenario B the NAV returns -10.0915% against a Perpetual Futures price return of -10.00% — the additional loss of -0.0915% reflects the funding rate continuing to be paid even as the position declines. In Scenario C the Perpetual Futures price returns to its starting value but the NAV is down 0.0982%, of which 0.0082% is attributable to the Investor Fee and 0.0900% to the cumulative funding rate. This illustrates that the funding rate represents an ongoing cost that accrues regardless of market direction and in addition to the Investor Fee.

4. Contracts

Contracts are agreements entered into between the Issuer and a Contract Counterparty. Contracts may take the form of swap agreements or unlisted structured notes, as further described below. The identity of the Contract Counterparty applicable to a Series of Certificates will be specified in the relevant Final Terms.

4.1 Swap Agreements

A swap agreement is an over-the-counter derivative contract under which the Contract Counterparty pays to the Issuer a return linked to the performance of the Reference Asset, in exchange for the return of a collateral basket or such other consideration as specified in the relevant Final Terms. Swap agreements are governed by the respective Derivative Arrangement between the Issuer and the Contract Counterparty, under which variation margin and, where applicable, initial margin obligations may apply. Those Derivative Arrangements may be commonly documented under standard market documentation, such as an ISDA master agreement. The Contract Counterparty is responsible for hedging its obligations under the swap agreement using such instruments as it determines appropriate. The Issuer is exposed to the credit risk of the Contract Counterparty to the extent of the mark-to-market value of the outstanding swap position, subject to the netting and collateral arrangements under the applicable Credit Support Annex.

4.2 Unlisted Structured Notes (Contracts)

An unlisted structured note is a debt instrument issued by the Contract Counterparty to the Issuer, the terms of which provide economic exposure to the Reference Asset. The Issuer subscribes for the unlisted structured note using the subscription proceeds received from Authorised Participants, and such note will be an Underlying Instrument. Under this structure the Issuer itself enters into no derivative contracts - the leveraged, inverse, or structured exposure is delivered entirely through the economic terms of the note. The Contract Counterparty is responsible for running the hedge positions necessary to deliver the performance of the note using such instruments as it determines appropriate. The identity, regulatory status, and relevant financial information of the Contract Counterparty will be disclosed in the relevant Final Terms. The Issuer is exposed to the credit risk of the Contract Counterparty as issuer of the note. In the event of insolvency or default of the Contract Counterparty, the value of the note may be reduced or lost entirely and recovery would be subject to the insolvency proceedings applicable to the Contract Counterparty.

4.3 NAV Mechanics

The NAV of a Series of Certificates where the Underlying Instrument is a Contract reflects the mark-to-market value of the outstanding Contract position - being either the mark-to-market of the relevant underlying agreement, for example a an unlisted structured note or a swap agreement or the current value of the unlisted structured note as determined by the Calculation Agent in accordance with the methodology specified in the relevant Final Terms - less accrued fees and applicable adjustments, such as any financing or funding component or adjustment determined in accordance with the contractual terms, divided by the number of Certificates outstanding. The economic outcome for Investors is the same regardless of whether the Underlying Instrument is a swap agreement or an unlisted structured note.

Where the Underlying Instrument is an unlisted structured note, its value may incorporate financing or funding components determined in accordance with the contractual terms of that underlying note. Any such component forms part of the NAV of the Underlying Instrument and is not a separate fee or charge imposed on Investors under the Certificates.

4.4 Illustrative Examples

The following example illustrates how the NAV of a Series of Certificates where the Underlying Instrument is a Contract changes across three market scenarios. The example applies equally to swap agreements and unlisted structured notes.

4.4.1 Long Exposure, L=1

The initial price of the Underlying Instrument is $100, the initial NAV is $100, the Leverage Factor is L=1, financing cost 0.02% daily (illustrative, represents the cost of carry embedded in the Contract, actual financing costs will be specified in the Final Terms) and the Investor Fee is 1% annually, or 0.00274% daily.

Scenario A: Rising market (Contract +10% over three days)

Day	Reference Asset	RA % Change	Financing Cost	Investor Fee	NAV	NAV % Change
0	100	—	—	—	100.00	—
1	103	+3.0000%	0.0200	0.0027	102.9773	+2.9773%
2	106	+2.9126%	0.0206	0.0028	105.9532	+2.8899%
3	110	+3.7736%	0.0212	0.0029	109.9273	+3.7508%
Total	—	**+10.0000%**	—	—	—	**+9.9273%**

Scenario B: Falling market (Contract -10% over three days)

Day	Reference Asset	RA % Change	Financing Cost	Investor Fee	NAV	NAV % Change
0	100	—	—	—	100.00	—
1	97	-3.0000%	0.0200	0.0027	96.9773	-3.0227%
2	94	-3.0928%	0.0194	0.0027	93.9559	-3.1155%
3	90	-4.2553%	0.0188	0.0026	89.9364	-4.2781%
Total	—	**-10.0000%**	—	—	—	**-10.0636%**

Scenario C: Volatile/flat market (Contract returns to starting value)

Day	Reference Asset	RA % Change	Financing Cost	Investor Fee	NAV	NAV % Change
0	100	—	—	—	100.00	—
1	103	+3.0000%	0.0200	0.0027	102.9773	+2.9773%
2	100	-2.9126%	0.0206	0.0028	99.9545	-2.9354%
3	100	0.0000%	0.0200	0.0027	99.9318	-0.0227%
Total	—	**0.0000%**	—	—	—	**-0.0682%**

In Scenario A the NAV returns +9.9273% against a Contract return of +10.00% — the divergence of -0.0727% reflects the cumulative financing cost (0.0618%) and Investor Fee (0.0088%) over three days. In Scenario B the divergence of -0.0636% from the Contract return of -10.00% reflects the same cumulative costs. In Scenario C the Contract returns to its starting value but the NAV is down 0.0682%, comprising 0.0600% financing cost and 0.0082% Investor Fee, illustrating that the financing cost accrues continuously regardless of Contract performance.

5. Options and Other Derivative Instruments

Options and other derivative instruments may be employed as Underlying Instruments where the applicable Investment Strategy for the Reference Asset involves a conditional or structured payoff, a volatility exposure, or a currency hedging overlay. Options and other derivative instruments eligible under the Programme include exchange-traded options, over-the-counter options, variance swaps, volatility swaps, FX forwards, and FX swaps, as further described below. The specific derivative instrument or combination of instruments applicable to a Series of Certificates will be specified in the relevant Final Terms.

5.1 Exchange-Traded Options

Exchange-traded options are standardised put or call option contracts listed on regulated exchanges and centrally cleared through a central counterparty. A call option gives the holder the right but not the obligation to purchase the Underlying Asset Class at the strike price on or before the expiry date. A put option gives the holder the right but not the obligation to sell the Underlying Asset Class at the strike price on or before the expiry date. The payoff of a call option at expiry is equal to the greater of zero and the excess of the Reference Asset value over the Strike Level. The payoff of a put option at expiry is equal to the greater of zero and the excess of the Strike Level over the Reference Asset value. Exchange-traded options are accessed through a clearing intermediary in the same manner as Exchange-Traded Futures, as described above.

5.2 Over-the-Counter Options

Over-the-counter options are bilateral option contracts negotiated between the Issuer and a Contract Counterparty and governed by a Derivative Arrangement. OTC options may take the form of vanilla puts or calls, or may incorporate more complex payoff structures including barrier conditions, digital payoffs, or other path-dependent features. OTC options provide greater flexibility than exchange-traded options in terms of strike levels, expiry dates, notional amounts, and payoff structures, and are the primary option instrument used in connection with Reference Assets with Yield Strategy Exposure and Conditional Exposure.

The payoff of a vanilla call option written by the Issuer at expiry is equal to the greater of zero and the difference between the Reference Asset value at expiry and the Strike Level, which represents a contingent liability of the Issuer. The payoff of a vanilla put option written by the Issuer at expiry is equal to the greater of zero and the difference between the Strike Level and the Reference Asset value at expiry. Where options are written by the Issuer, the premium received accrues to the NAV of the relevant Series of Certificates. The mark-to-market value of options between observation dates reflects both the intrinsic value and the time value of the option, as determined by the Calculation Agent in accordance with the methodology specified in the relevant Final Terms.

5.3 Variance Swaps and Volatility Swaps

Variance swaps and volatility swaps are over-the-counter derivative contracts that provide exposure to the implied or realised volatility of an Underlying Asset Class rather than to its directional price performance. Under a variance swap the Contract Counterparty pays the difference between the realised variance of the Underlying Asset Class over a specified period and a fixed variance strike agreed at inception. Under a volatility swap the Contract Counterparty pays the difference between the realised volatility of the Underlying Asset Class and a fixed volatility strike. These instruments are the primary Underlying Instrument for replicating Reference Assets with a Volatility Exposure.

5.4 FX Forwards and FX Swaps

FX forwards and FX swaps are over-the-counter agreements under which the Issuer and a Contract Counterparty agree to exchange specified amounts of two currencies at an agreed exchange rate on a specified future date. FX forwards and FX swaps are employed as a currency hedging overlay where a Series of Certificates provides exposure to an Underlying Instrument denominated in one currency but is settled in a different currency, in order to mitigate the effect of exchange rate movements between the Underlying Asset currency and the Settlement Currency of the relevant Series. The cost of the currency hedge - reflecting the interest rate differential between the two currencies as expressed in the forward points - is reflected in the NAV and may represent a material drag or benefit on performance depending on the prevailing interest rate environment. The currency hedge is not perfect and may not eliminate all currency risk, as further described in the risk factors section of this Base Prospectus. The specific currency pair, hedging frequency, roll methodology, and Contract Counterparty applicable to a currency hedged Series of Certificates will be specified in the relevant Final Terms.

5.5 NAV Mechanics

The NAV of a Series of Certificates where the Underlying Instrument includes options or other derivative instruments reflects the aggregate mark-to-market value of all outstanding derivative positions, including any premium received or paid in respect of option contracts, adjusted for any income or costs accrued during the relevant period, less accrued Investor Fees and applicable adjustments, divided by the number of Certificates outstanding. The specific valuation methodology applicable to each derivative instrument will be set out in the relevant Final Terms.

5.6 Illustrative Examples

The following example illustrates how the NAV of a Series of Certificates where the Underlying Instrument is an Option or Other Derivative Instrument changes across three market scenarios.

5.6.1 OTC Option, Covered Call

The following example illustrates the NAV mechanics of a Series of Certificates employing a systematic covered call strategy as the Underlying Instrument across three market scenarios: a falling market where the option expires worthless, a strongly rising market where the option is exercised against the Issuer, and a flat market where premium income enhances performance.

The initial price of the Reference Asset is $100, the initial NAV is $100, the call option strike level is $102, the option premium per 30 day period is $1.50 received at inception, the Investor Fee is 1% annually, or 0.00274% daily. The Option payoff formula is max(0,Reference Asset value at expiry - Strike Level). At inception, the premium received and the option liability booked at fair value offset exactly - the NAV is unchanged at $100.

Part 1 - During the lifetime of the option

The following table illustrates how the NAV moves during the life of the option as the Underlying Asset Class price changes. The option liability is marked to market daily - as the Underlying Asset Class rises, the written call becomes more valuable to the option buyer and the Issuer’s liability increases, partially offsetting the gain in the Underlying Asset Class. As the Reference Asset falls, the option liability decreases, partially offsetting the loss.

Item	Day 0	Day 1 (RA +10%)	Day 1 (RA -10%)
Underlying Asset Class	100.00 USD	110.00 USD	90.00 USD
Cash (premium)	+1.50 USD	+1.50 USD	+1.50 USD
Option liability (MTM)	-1.50 USD	-3.50 USD	-0.20 USD
Investor Fee	—	-0.0027 USD	-0.0027 USD
NAV	**100.00 USD**	**108.00 USD**	**91.30 USD**
NAV % Change	**—**	**+8.00%**	**-8.70%**
Long Exposure NAV (reference)	100.00 USD	~110.00 USD	~90.00 USD

Part 2 - At option expiry

Scenario A: Reference Asset falls below strike, option expires worthless

Item	Day 0	Day 30 (expiry)
Underlying Asset Class	100.00 USD	95.00 USD
Cash (premium retained)	+1.50 USD	+1.50 USD
Option liability at expiry	-1.50 USD	0.00 USD
Investor Fee (total)	—	-0.0822 USD
NAV	**100.00 USD**	**96.42 USD**
NAV % Change	**—**	**-3.58%**
Long Exposure NAV (reference)	100.00 USD	94.92 USD
Outperformance vs Long Exposure	**—**	**+1.50 USD**

At expiry the Reference Asset (95) is below the strike level (102). The option expires worthless and the Issuer retains the full premium of $1.50. The NAV outperforms an option-free Long Exposure by the amount of the premium received - an option-free Long Exposure would return -5.01 % while the covered call returns -4.86 %, an improvement of approximately 0.14 % representing the net premium retained after fee deduction.

Scenario B: Reference Asset rises above strike, option exercised

Item	Day 0	Day 30 (expiry)
Underlying Asset Class	100.00 USD	106.00 USD
Cash (premium received)	+1.50 USD	+1.50 USD
Option liability at expiry (payoff)	-1.50 USD	-4.00 USD
Investor Fee (total)	—	-0.0822 USD
NAV	**100.00 USD**	**103.42 USD**
NAV % Change	**—**	**+3.42%**
Long Exposure NAV (reference)	100.00 USD	105.92 USD
Underperformance vs Long Exposure	**—**	**-2.50 USD**

At expiry the Reference Asset (106) is above the strike level (102). The option payoff = max(0, 106 - 102) = $4.00, which is surrendered to the option buyer. The NAV captures the gain from 100 to 102 (+2.00%) plus the premium received (+1.50%) but surrenders the gain above 102 (-4.00%), for a net result of -0.50% before fees, resulting in a total NAV return of +3.42%. An option-free Long Exposure would return approximately +5.92% in Scenario B - the covered call significantly underperforms in strongly rising markets as it caps upside participation at the strike level. The two scenarios together illustrate the fundamental trade-off of a covered call strategy: enhanced income in flat and falling markets at the cost of capped upside participation in rising markets.

5.6.2 Variance Swap / Volatility Swap

The following example illustrates the NAV mechanics of a Series of Certificates employing a variance swap or volatility swap, demonstrating the typically negative correlation between implied volatility and the spot price of the Underlying Asset.

The initial level of the Volatility Reference Asset is 60 (representing 60% annualised implied volatility), the initial NAV is $100 and the Investor Fee is 1% annually, or 0.00274% daily. The NAV reflects changes in the Volatility Reference Asset level and not changes in the spot price of the Underlying Asset.

Scenario A: Implied volatility rises (spot market is expected to have an increase of significant, uncertain or rapid price movements in the Underlying Asset)

Day	Underlying Spot	Spot %	Volatility Level	Vol % Change	Investor Fee	NAV	NAV % Change
0	100	—	60	—	—	100.00	—
1	110	+10.00%	55	-8.3333%	0.0027	91.6639	-8.3361%
2	99	-10.00%	70	+27.2727%	0.0025	116.6607	+27.2700%
3	88	-11.11%	80	+14.2857%	0.0032	133.3233	+14.2830%
Total	—	**-12.00%**	—	**+33.33%**	—	—	**+33.3233%**

Scenario B: Implied volatility falls (spot market is expected to have a decrease of significant, uncertain or rapid price movements in the Underlying Asset)

Day	Underlying Spot	Spot %	Volatility Level	Vol % Change	Investor Fee	NAV	NAV % Change
0	100	—	60	—	—	100.00	—
1	90	-10.00%	65	+8.3333%	0.0027	108.3306	+8.3306%
2	100	+11.11%	55	-15.3846%	0.0030	91.6614	-15.3874%
3	115	+15.00%	45	-18.1818%	0.0025	74.9932	-18.1846%
Total	—	**+15.00%**	—	**-25.00%**	—	—	**-25.0068%**

In Scenario A the underlying spot price falls 12.00% while implied volatility rises 33.33%, resulting in a NAV gain of +33.3233%. In Scenario B the underlying spot price rises 15.00% while implied volatility falls 25.00%, resulting in a NAV loss of -25.0068%. These two scenarios illustrate the defining characteristic of a Volatility Exposure product: the NAV moves with changes in implied volatility, which typically moves in the opposite direction to the spot price. Investors in a long Volatility Exposure product gain when markets are stressed and implied volatility rises, and lose when markets are calm and implied volatility falls, regardless of the direction of the underlying spot price.

5.6.3 FX Forward, Currency Hedged Certificate

The following example illustrates the effect of an FX forward overlay on the NAV of a Series of Certificates whose Reference Asset is denominated in USD but which is settled in EUR, with forward points shown as an explicit cost item.

The initial price of the Reference Asset is $100, the initial NAV is €100, The USD/EUR spot rate at day 0 is 0.8763 (1 USD = 0.8763 EUR), the forward point cost is 0.004 % daily (illustrative, reflects the USD/EUR interest rate differential) and the Investor Fee is 1% annually, or 0.00274% daily. The table below represents Day 0, Day 1 and Day 2.

RA (USD)	RA %	USD/EUR Spot Change	Forward Point Cost	Investor Fee	Hedged NAV (EUR)	Hedged %	Unhedged NAV (EUR)	Unhedged %
100	—	—	—	—	100.00	—	100.00	—
110	+10.00%	+1.85%	0.0040	0.0027	109.9933	+9.99%	112.0350	+12.04%
99	-10.00%	-3.56%	0.0044	0.0030	98.9865	-10.01%	97.2419	-13.20%

In a rising market with USD strengthening (Day 1), the unhedged NAV benefits from both the Reference Asset gain (+10.00%) and the favourable currency movement (+1.85%), returning +12.04%. The hedged NAV returns +9.99% - capturing the Reference Asset return but eliminating the currency benefit, at a cost of the forward points (0.004% of NAV on Day 1 = 0.0040 EUR). In a falling market with USD weakening (Day 2), the unhedged NAV falls 13.20% - amplified by the adverse currency movement (-3.56%). The hedged NAV falls 10.01% - closely tracking the Reference Asset return and eliminating the additional currency loss, again at the cost of the forward points (0.004% of NAV on Day 2 = 0.0044 EUR).

The forward points are shown as an explicit line item to make the total cost of the hedge visible - in this example the forward point cost is 0.004% per day, which over a year would represent approximately 1.46% of NAV, illustrating that the cost of currency hedging can be material and depends on the prevailing interest rate differential between the two currencies. The specific forward point cost applicable to a Series of Certificates will be specified in the relevant Final Terms.

Identification of and Information concerning the Underlying Instruments

The level of information available in respect of an Underlying Instrument may vary depending on its legal nature. Certain Underlying Instruments consist of listed securities for which extensive public information is available.

Other Underlying Instruments may consist of private financial contracts or privately issued instruments entered into directly with one or more counterparties. The Final Terms will identify the relevant Underlying Instrument(s) and describe their principal characteristics relevant to the Certificates.

No rights in the Underlying Instruments

Investors invest solely in the Certificates issued by the Issuer. The Underlying Instrument(s) form part of the Issuer's internal investment and replication arrangements only. Investors acquire no direct legal or beneficial interest in any Underlying Instrument, nor any contractual rights against the issuer or counterparty of any Underlying Instrument.

The inclusion of information relating to an Underlying Instrument in this Base Prospectus or the applicable Final Terms is solely intended to enable investors to understand the manner in which the Issuer obtains the economic exposure represented by the relevant Certificates.

GENERAL TERMS AND CONDITIONS OF THE CERTIFICATES

The Certificates are issued under the multi asset certificates programme (the ***Programme****) established by* **21shares x FalconX Limited** *(the* ***Issuer****). The following general terms and conditions (together, the* ***General Terms and Conditions*** *and each, a* **Condition***) are applicable to all Certificates issued under the Programme by the Issuer and shall be completed by, and read in conjunction with, the Final Terms related to the relevant Certificates. In case of inconsistencies between the General Terms and Conditions and the Final Terms, the Final Terms shall prevail.*

The Investors are deemed to have notice of all the provisions of these General Terms and Conditions, the Final Terms, the relevant Authorised Participant Agreement, the Administration Agreement and the Paying Agency Agreement.

All subsequent references in these General Terms and Conditions to Certificates" are to the Certificates which are the subject of a relevant Final Terms. All capitalised terms that are not defined in these General Terms and Conditions will have the meanings given to them in the relevant Final Terms.

As used in these General Terms and Conditions, **Tranche** means *Certificates* of the same Series, which are identical in all respects except for the Issue Date and the Issue Price.

1. Definitions

1.1. In addition to the defined terms set forth in the above sections of these General Terms and Conditions, the following terms and expressions shall have the meaning stipulated below:

"**Account-Holding Institution**" means an account operator, nominee, custodian, bank, investment firm or other intermediary authorised to maintain securities accounts with, or otherwise participate in, the systems of the relevant CSD in accordance with the relevant CSD Rules.

"**Additional Disruption Event**" includes any event which materially affects the availability, performance, valuation or cost of any Underlying Instrument(s) used to replicate the relevant Reference Asset(s), including any Change in Law, Hedging Disruption, Increased Cost of Hedging, Counterparty disruption, clearing or settlement disruption, funding or liquidity constraint, tax or regulatory event, any unavailability, freezing, blocking, prohibition, material depeg, loss of transferability or material disruption affecting USDC, a supported blockchain network, wallet or service provider used under an USDC Back-End Arrangement, where such event materially impairs the performance, funding, hedging, reconciliation or processing of a transaction relating to a Series, or any analogous event;

"**Adjustment Event**" has the meaning attributed to the term in Condition 16.1.

"**Affected Counterparty**" has the meaning attributed to the term in Condition 18.1.

"**Affected Underlying Instrument**" has the meaning attributed to the term in Condition 18.1.

"**AP Redemption Date**" means the date on which the Issuer is required to transfer the Settlement Amount to the Authorised Participant following a valid redemption order, as specified in the relevant Authorised Participant Agreement.

"**ARCO**" has the meaning given to such a term in Condition 2.

“**Authorised Participant**” means the entity appointed as authorised participant in respect of a Series of Certificates, as specified in the applicable Final Terms.

“**Authorised Participant Agreement**” means an agreement between the Issuer and an Authorised Participant in respect of the creation, redemption and distribution of the Products, as may be amended and/or supplemented and/or restated from time-to-time.

"**Business Day**" means in connection with any payment and settlement procedure, means a day on which (i) the relevant CSD are open and Certificates can be settled, (i) in relation to payments in a Settlement Currency, any day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in the financial centre of the Settlement Currency which is a Settlement Day, (iii) otherwise, the days when the relevant eligible market place is open for business and (iv) any other day, as specified in the Final Terms, if applicable.

"**Calculation Agent**" means (i) NAV Consulting Inc.; (ii) such other party specified in the Final Terms applicable to the relevant Series of Certificates; or, (iii) following the Issuer’s dispatch of a notice in accordance with Condition 22 (Notices), such other party which the Issuer has appointed as Calculation Agent for one or more Series of Certificates.

"**Certificate**" means a transferable security in the form of non-principal protected certificates issued by the Issuer pursuant to these General Terms and Conditions and has the meaning attributed to it in Condition 2 below.

“**Change in Law**” means that, on or after the Issue Date of a Series of Certificates, due to the adoption of or any change in any applicable law, regulation, rule, order, directive, guidance, interpretation or administrative practice, or due to the promulgation of or any change in the interpretation or application thereof by any court, tribunal, governmental authority, regulatory authority, tax authority, exchange, market operator, clearing system or competent authority, the Issuer determines that it has become unlawful, impracticable, materially more burdensome or materially more expensive for the Issuer or any relevant affiliate to perform its obligations under the Certificates or to acquire, establish, maintain, substitute, realise, settle or dispose of any hedging arrangement relating to the Certificates;

“**Clearing System**” means the CSD and/or any other clearing system specified in the applicable Final Terms.

“**Commodity Asset**” means any commodity, commodity contract, commodity index, precious metal, energy product, agricultural product or other commodity-related exposure specified in the applicable Final Terms.

“**Commodity Asset Disruption Event**” means any event which disrupts or materially affects trading, pricing, settlement, delivery, valuation or hedging of any Commodity or commodity-related Underlying Exposure, including any suspension of trading, price limit, market closure, failure of a pricing source, change in law, change in settlement mechanism, force majeure event or material disruption in the relevant commodity market.

“**Contract**” means any agreements entered into between the Issuer and a Contract Counterparty, held as an Underlying Instrument as specified in the Final Terms.

“**Contract Counterparty**” means any counterparty to the Issuer in relation to a Contract.

“**Contract Counterparty Failure Event**” has the meaning attributed to it in Condition 18.2.

“**Counterparty Failure Event**” has the meaning attributed to the term in Condition 18.2, each type of such event further defined in Condition 18.2.

“**CO**” means the Swiss Code of Obligations of 30 March 1911, as amended.

“**Company Event**” means, in relation to a Reference Entity, the first admission to trading of equity securities of that Reference Entity or, following a merger, reorganisation or other succession event, its successor entity, on a regulated market, recognised stock exchange or other organised public securities market, whether pursuant to an initial public offering, direct listing, merger, business combination or other transaction having equivalent effect;

"**CSD**" means SIS or any successor or replacement central securities depository appointed by the Issuer as issuer CSD for a Series of Certificates specified in the applicable Final Terms;

"**CSD Rules**" means, in relation to the CSD, the laws, regulations, rules, operating procedures, settlement procedures, contractual arrangements, market practices and instructions applicable to or issued by such Relevant Settlement System from time to time;

“**Currency Disruption Event**” means any event which disrupts or materially affects the availability, convertibility, transferability, settlement, pricing or hedging of any relevant currency or exchange rate;

“**Custodian Failure**” has the meaning attributed to the term in Condition 18.2.

“**Derivatives Counterparty**” means any swap counterparty, futures counterparty, options counterparty, prime broker, clearing broker, execution broker, ISDA counterparty, or other derivatives counterparty appointed or used by the Issuer or any affiliate in connection with any hedging arrangements relating to a Series of Certificates specified in the applicable Final Terms;

“**Digital Asset**” means (i) in the case of a Series of Certificates providing exposure to a single Digital Asset, the single digital asset specified in the Final Terms applicable to the relevant Series of Certificates, (ii) in the case of a Series of Certificates providing exposure to a Basket of Digital Assets,each digital asset in the basket specified in the Final Terms applicable to the relevant Series of Certificates and/or (iii) potentially, in case of a Transformation Event, the successor(s) thereof;

“**Digital Asset Disruption Event**” means any event which disrupts or materially affects trading, valuation, transfer, custody, settlement, validation, operation, liquidity, fungibility, legality or availability of any Digital Asset or digital asset-related Underlying Exposure, including any fork, airdrop, protocol change, network disruption, 51 per cent. attack, validator failure, mining disruption, staking disruption, blockchain halt, cyber incident, exchange suspension, wallet disruption, custodian disruption, delisting, regulatory restriction or failure of a pricing source;

"**EEA**" means the European Economic Area; "**Early Redemption Date**" has the meaning given to it in Condition 10.3.

"**Early Redemption Event**" has the meaning given to it in Condition 10.2.

"**EUR**" means euro.

"Exchange" means Spotlight Stock Market MTF or any other exchange or MTF on which a Series of Certificates is admitted to trading, as specified in the applicable Final Terms.

"**Event of Default**" has the meaning attributed to the term in Condition 20.2.

"**Equity Asset**" means any share, depositary receipt, equity security, equity index, equity-linked instrument or other equity-related exposure specified in the applicable Final Terms;

"**Equity Asset Disruption Event**" means any event which disrupts or materially affects trading, pricing, settlement, valuation or hedging of any Equity or equity-related Underlying Exposure, including any suspension of trading, exchange closure, delisting, corporate action, merger, takeover, nationalisation, insolvency, tender offer, rights issue, stock split, consolidation, dividend event, change in listing venue or failure of a pricing source;

"**Exchange-Traded Futures**" means any exchange-traded futures used as an Underlying Instrument, as specified in the relevant Final Terms.

"**FCM Agreement**" means an agreement between the Issuer and a futures clearing merchant in respect of the creation, redemption and distribution of the Certificates, as may be amended and/or supplemented and/or restated from time-to-time.

"**FCM Account**" means for each Series of Certificates, each account of the Issuer with the FCM in which the Collateral Assets and any cash (as applicable) in respect of a Series of Certificates will be held by the FCM on behalf of the Issuer.

"**FCM**" means for each Series of Certificates the entity appointed as a futures clearing merchant in line with the Final Terms of that Series

"**FCM Event of Default**" has the meaning given to it in Condition 18.2.

"**Final Fixing Date**" means the earlier of (i) the Issuer Call Fixing Date and (ii) the Investor Put Fixing Date, as defined in Condition 12 (Investor Put Option), each as applicable to the relevant Series of Certificates, (iii) or in each case, if such date is not a Business Day, the immediately following Business Day.

"**Final Terms**" means the final terms prepared in respect of a particular Series of Certificates.

"FISA" has the meaning assigned to such term in Condition 2.

"**Form of Order Request**" means the form of order request to be submitted by an Authorised Participant in connection with a redemption of Certificates, in the form set out in the relevant Authorised Participant Agreement.

"**Global Paying Agent**" means Bank Frick AG and any successor global paying agent.

"**Gross Settlement Amount**" means the amount calculated before deduction of any fees, costs, expenses, taxes, deductions, withholding, hedging costs, financing costs, rollover costs or other adjustments applicable to the relevant Series of Certificates.

"**Hedging Disruption**" means that the Issuer or any affiliate is unable, after using commercially reasonable efforts, to acquire, establish, re-establish, substitute, maintain, unwind, realise or dispose of any transaction, asset or arrangement it deems necessary or appropriate to hedge the Issuer’s obligations under the Certificates;

“**Iberclear**” has the meaning given to such term in Condition 2.5.

“**Implied Reference Entity Value Asset**” or “**IREV Asset**” means, in relation to a Series, a Synthetic Asset constituting an Underlying Asset Class and comprising a constructed market-implied reference measure associated with a specified Reference Entity, the level of which is determined, in accordance with the methodology specified or identified in the applicable Final Terms, by reference to the Liquid and Publicly Observable Market price for the Pricing Reference Instrument specified in those Final Terms. An IREV Asset does not constitute or represent a share or other security of, or any legal, beneficial or proprietary interest in, the relevant Reference Entity and does not constitute an independent appraisal or determination of the fair value, equity value, enterprise value or intrinsic value of that Reference Entity.

"**Index**" means the index specified as such in the Final Terms applicable to the relevant Series of Certificates;

“**Increased Cost of Hedging**” means that the Issuer or any affiliate would incur a materially increased amount of tax, duty, expense, fee, cost, regulatory capital charge, funding cost, margin cost, collateral cost, liquidity cost or other cost to acquire, establish, re-establish, substitute, maintain, unwind, realise or dispose of any hedging arrangement relating to the Certificates;

“Intermediated Securities” has the meaning assigned to such term in Condition 2.1.

“**Investor**” means, in respect of a Certificate, the person recorded as holder of, or as otherwise entitled to, an interest in such Certificate in the records of the CSD through which such interest is held, as determined in accordance with the applicable CSD Rules.

“**Investment Strategy**” means the investment strategy applied to the Underlying Asset Class(es), which together constitute the Reference Asset, as specified in the Final Terms.

"**Investor Fee**" means the fee accruing daily in respect of each Series of Certificates at the rate specified in the applicable Final Terms, which is deducted from the Reference Price, Net Asset Value or Settlement Amount in accordance with the methodology set out in the applicable Final Terms.

“**Investor Put Fixing Date**” has the meaning attributed to the term in Condition 12.3.

“**Investor Put Notice**” has the meaning attributed to the term in Condition 12.2.

“**Investor Put Option**” has the meaning attributed to the term in Condition 12.1.

“**Investor Put Option Date**” has the meaning attributed to the term in Condition 12.

“**Investor Put Settlement Date**” has the meaning attributed to the term in Condition 12.4.

“**Issuer**” means 21shares x FalconX Limited, a company incorporated under the laws of Cayman Islands.

“Issuer CSD Record” means the primary book-entry record for a Series of Certificates maintained by or on behalf of the CSD in accordance with the applicable Settlement Rules.

"**Issue Date**" the date of issue for the relevant Series of Certificates as specified in the applicable Final Terms.

"**Issuer Call Fixing Date**" has, where applicable, the meaning attributed to the term in Condition 9.3 (Issuer Call Option) below.

"**Issuer Call Option**" means the optional right for the Issuer to redeem one or more Series of Certificates pursuant to Condition 9.1 (Issuer Call Option) below.

"**Issuer Call Settlement Date**" has, where applicable, the meaning attributed to the term in Condition 9.2 (Issuer Call Option) below.

“**Issuer Insolvency Event**” has the meaning attributed to it in Condition 20.1;

"Issuing Agent" means Bank Frick AG or such other issuing agent appointed by the Issuer from time to time in connection with the issuance, registration, creation, cancellation or other processing of Certificates in the CSD.

“**Jura Pentium Servicing Entity**” means Jura Pentium AG and/or Jura Pentium Ltd, or any successor servicing entity.

"**Lending Income**" has the meaning given to it in Condition 15.2.

“**Liquid and Publicly Observable Market**” means, in relation to a Pricing Reference Instrument for an IREV Asset, a market on one or more Pricing Reference Venues in respect of which, at the relevant time:

1. current executable bid and offer quotations in form of an order book and historical price information for at least thirty (30) calendar days, are publicly accessible by electronic means;

2. active trading in the Pricing Reference Instrument occurs on one or more Pricing Reference Venues such that the trading volume represents greater than 5% of the open interest in that Pricing Reference Instrument (open interest being the total notional value of outstanding perpetual futures contracts), calculated as average over the past seven (7) calendar days; and

3. trading in the Pricing Reference Instrument is not suspended and no circumstance exists which renders the observable market price unavailable, unreliable or unrepresentative.

An IREV Asset referencing a Reference Entity for which no such Liquid and Publicly Observable Market exists at the time of issuance is not eligible under this Programme.

“**Main Register**” has the meaning given to it in Condition 2.5.

"**Market Disruption Event**" means any event, circumstance or condition which, in the determination of the Calculation Agent, materially disrupts or impairs the ability to determine the value of the relevant Underlying Instrument(s), or any relevant market, exchange, trading venue or pricing source, and any event which renders such data unavailable, unreliable or not representative.

"Market Maker" means the market maker specified in the Final Terms. This may be the same as or different than the Authorised Participant for the Certificates.

"**NAV**" means the value of the Reference Asset, as calculated in accordance with Condition 6.

"**Paying Agent**" means (i) Bank Frick AG, (iii) or any other paying agent appointed by the Issuer from time to time in connection with the payment of amounts due under the Certificates.

"**Paying Agency Agreement**" means the agency agreement between the Issuer and the Paying Agent in relation to the Programme, as may be amended and/or supplemented and/or restated from time-to-time.

"**Perpetual Certificate**" means a Certificate with no scheduled maturity date used as an Underlying Instrument, as specified in the relevant Final Terms.

"**Perpetual Futures Venue Failure**" has the meaning attributed to the term in Condition 18.2;

"**Physical Holdings**" means Underlying Instrument(s) that are direct acquisitions of the Issuer and are held in custody by or for the Issuer.

"**Price Source**" means the price source specified in the relevant Final Terms.

"**Pricing Reference**" means in relation to an IREV Asset, the price, mark or settlement value of the Pricing Reference Instrument used in accordance with the methodology specified or identified in the applicable Final Terms to determine the level of the IREV Asset.

"**Pricing Reference Instrument**" means, in relation to an IREV Asset, the specific perpetual futures contract whose price is used as the Pricing Reference for determining the level of that IREV Asset in accordance with the methodology specified or identified in the applicable Final Terms. A Pricing Reference Instrument is used as a source for determining the relevant Pricing Reference and does not constitute an Underlying Instrument solely by reason of such use.

"**Pricing Reference Venue**" means any exchange, trading venue, platform, market or other source on or by reference to which a Pricing Reference Instrument is published, quoted, calculated or otherwise made available.

"**Record Date**" means the date by reference to which the persons entitled to receive a payment or exercise a right in respect of the Certificates are determined in accordance with the applicable Final Terms and the CSD Rules of the CSD through which the relevant interests are held in.

"Redemption Order" has the meaning set out in Condition 5.2;

"Redemption Period" has the meaning set out in Condition 5.2;

“**Reference Asset**” means the combination of the relevant Underlying Asset Class(es) and the applicable Investment Strategy, as specified in the relevant Final Terms.

"**Reference Currency**" means has the meaning attributed to the term in Condition 5.5.

"**Reference Price**" has the meaning attributed to the term in Condition 5.3 (Settlement Amount etc.).

"**Replacement Underlying Instrument**" has the meaning given to it in the Underlying Instrument Substitution provisions set out in Condition 17.1.

“**Scheduled Maturity Date**” means, in respect of Term Certificates, the maturity date specified in the applicable Final Terms.

“**SECOM**” has the meaning given to such term in Condition 2.5.

“**Securities Account**” means the account to which an Authorised Participant requests transfer of the Settlement Amount on the relevant AP Redemption Date.

"**Securities Borrower**" has the meaning given to it in Condition 15.2.

“**Series**” means a series of Certificates issued by the Issuer and identified in the applicable Final Terms, comprised by one Tranche or of multiple Tranches, where each subsequent Tranche is expressed to form a single Series with earlier Tranche.

"**Settlement Amount**" has the meaning attributed to the term in Condition 5.2.

"**Settlement Currency**" means the currency specified as such in the Final Terms applicable to the relevant Series of Certificates.

"**Settlement Date**" means the earlier of (i) the Issuer Call Settlement Date and (ii) the Early Redemption Date, (iii) the AP Redemption Date, (iv) Investor Put Option Date, or (v) any other settlement date specified in these General Terms and Conditions, in each case, if such date is not a Business Day, the immediately following Business Day.

“Settlement Disruption Event” means any event, circumstance or condition which, in the determination of the Issuer or the Calculation Agent, prevents, materially delays, materially impairs or makes impracticable the creation, issue, recording, transfer, settlement, blocking, cancellation, redemption or payment of or in respect of any Certificates through any CSD, including any suspension, closure, failure, technical disruption, cyber incident, insolvency, resolution, sanctions restriction, regulatory restriction, account blocking, link failure, settlement fail, inability to reconcile positions or any analogous event affecting the CSD, Euroclear Sweden, any Investor CSD, any Account-Holding Institution, the Paying Agent, the Issuing Agent or the Exchange.

“**Single Digital Asset**” means the digital asset specified as such in the Final Terms applicable to the relevant Series of Certificates.

“**SIX**” or “**SIS**” means SIX SIS AG, Baslerstrasse 100, 4600 Olten, Switzerland, or any successor thereof.

“**Structured Note Issuer**” has the meaning attributed to the term in Condition 18.2,

“**Structured Note Issuer Failure**” has the meaning attributed to the term in Condition 18.2,

"**Substituted Underlying Instrument**" has the meaning given to it in the Underlying Instrument Substitution provisions set out in Condition 17.1.

“**Synthetic Asset**” means a constructed reference measure constituting an Underlying Asset Class whose value is determined in accordance with a methodology specified or identified in the applicable Final Terms by reference to one or more observable market prices, market-implied values or other specified Price Sources, as further described in the section headed “Description of the Underlying Asset Classes”.

“**Synthetic Asset Disruption Event**” means, in respect of a Synthetic Asset, any event resulting in: (i) the suspension, termination, cancellation or material modification of a material Pricing Reference Instrument; (ii) the closure, suspension, failure or material change in operation of a material pricing reference venue; (iii) the unavailability, unreliability or material non-representativeness of a material pricing reference; (iv) a material change to the methodology used by the relevant pricing reference provider or venue; (v) a Company Event which materially impairs the continued determination of the Synthetic Asset; or (vi) any legal or regulatory event that renders the continued use or determination of the Synthetic Asset unlawful, impracticable or commercially unreasonable.

"**Tax Event**" means any change in applicable tax law, regulation, interpretation, practice or treatment which, in the determination of the Issuer, affects or is likely to affect the Certificates, the Issuer, any hedging arrangement or any payment under the Certificates in a manner that is materially adverse to the Issuer or to Investors;

“**Term Certificate**” means a Certificate with a Scheduled Maturity Date.

“**Tranche**” means a tranche of Certificates which form part of the same Series of Certificates compromised in another tranche with respect to the same Series of Certificates.

“**Transaction Parties**” means each third party to a Certificate other than the Issuer.

“**Uncertificated Securitie**s” has the meaning given to such terms in Condition 2.

“**Underlying Instrument**” means the underlying instruments used to replicate the NAV, as specified in the relevant Final Terms.

"**Underlying Instrument Substitution**" has the meaning given to such term in Condition 17.

“**Underlying Illiquidity**” has the meaning assigned to such term in Condition 13.1.

“**Underlying Asset Class(es)**” means the underlying asset class(es) specified in the relevant Final Terms, being one or more of digital assets, equity assets, commodity assets, indices, fiat currencies, fixed income instruments, baskets and/or synthetic assets, as specified in the relevant Final Terms.

"**Underlying Instrument Illiquidity**" has the meaning given to such term in Condition 13.1.

“**USDC**” means the U.S.-dollar-referenced stablecoin issued under the name USD Coin by the relevant Circle issuing entity permitted under the applicable USDC Back-End Arrangement and on a supported network. USDC is designed to maintain a value of one U.S. dollar per unit, but may be subject to restrictions, suspension, freezing, blocking, loss of transferability, service disruption or deviations from its intended value. USDC used under an USDC Back-End Arrangement is not an Underlying Instrument, Reference Asset, Series Asset or Settlement Currency.

“**USDC Back-End Arrangement”** means any operational arrangement between an Authorised Participant, the Issuer or/and the Contract Counterparty under which USDC may be acquired, converted, transferred or used in connection with the funding, hedging, reconciliation or settlement of a transaction relating to a Series. An USDC Back-End Arrangement is not an Underlying Instrument, Reference Asset, Series Asset or Settlement Currency and does not create any right of an Investor or other Certificateholder to receive USDC.

“**USD/USDC Conversion Rate**” means the rate used solely for operational purposes under an applicable USDC Back-End Arrangement between an Authorised Participant, the Issuer and/or the Contract Counterparty on each Settlement Date. It does not determine or modify the amount of any payment due to an Investor or other Certificateholder and does not constitute the Settlement Currency or the Reference Price of any Certificate.

"**Valuation Date**" means each Business Day on which the Calculation Agent determines the Reference Price or any other relevant value in respect of a Series of Certificates, as specified in the applicable Final Terms.

"**Valuation Time**" means the time on each Valuation Date at which the relevant price, level or value is observed for the purpose of determining the Reference Price or any other relevant amount, as specified in the applicable Final Terms.

References to “**Certificates**” shall include any Series of Certificates unless the context requires otherwise. References to a statute, regulation, rule or directive include such statute, regulation, rule or directive as amended, supplemented, replaced or re-enacted from time to time. Headings are for convenience only and shall not affect interpretation.

2. Form, holders and transferability of Certificates

2.1. The Certificates are issued in dematerialised uncertificated form as simple dematerialised uncertificated certificates (*einfache Wertechte*) within the meaning of article 973c CO (“**Uncertificated Securities**”) and are transformed into intermediated Certificates

(“**Intermediated Securities**” (Bucheffekten)) in accordance with art. 6 of the Swiss Federal Act on Intermediate Securities (“**FISA**”). The Certificates constitute contractual financial instruments and direct, unsubordinated and unsecured obligations of the Issuer.

2.2. Uncertificated Securities shall be held in uncertificated registered form and as such are dematerialised and not constituted by any physical document of title.

2.3. Uncertificated Securities shall be cleared through the relevant CSD in accordance with the applicable CSD Rules.

2.4. Notwithstanding anything to the contrary in these Conditions, for so long as the Uncertificated Securities are participating Certificates:

2.4.1.1. the Main Register shall be maintained at all times outside the United Kingdom; and

2.4.1.2. these General Terms and Conditions in respect of the Uncertificated Securities shall remain applicable notwithstanding that they are not endorsed on any certificate or document of title.

2.5. If the CSD with respect to the Certificates is SIS , such Certificates will then be entered into the main register of the CSD (*Hauptregister*) (the "**Main Register**"), ") or, if the central securities depository is Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (the “**Iberclear**”), then be booked and remain in the account of SIS in the core system of Iberclear (the "**ARCO**") and SIS mirrors such holding in its own core system (“**SECOM**”). Once the Certificates are registered in the Main Register of SIX and entered into the accounts of one or more participants of SIS, or created in ARCO and booked into the SIS account in ARCO, they will constitute Swiss Federal Intermediated Securities Act of 3 October 2008, as amended (“**Intermediated Securities**”).

2.6. The records of the CSD will determine the number of Certificates held through each participant in the CSD.

2.7. In respect of the Certificates held in the form of Intermediated Securities, the account holder other than a custodian holding Intermediated Securities, or a custodian holding Intermediated Securities for its own account, will be the Investor. When the Certificates are not or no longer registered with the CSD, the Certificates may only be transferred by written assignment.

2.8. The Settlement Currency for any Series of Certificates may be a denomination in USD or EUR or any other currency permissible under the relevant CSD Rules, as specified in the Certificates Final Terms.

2.9. The Issuer and, to the extent permissible under the CSD Rules, the relevant Paying Agent, Issuing Agent, Calculation Agent or other agent shall be entitled to obtain information from the records of the CSD in accordance with the CSD Rules.

3. Status and restrictions on transferability of Certificates

3.1. The Certificates constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu* without preference among themselves and equally with all other present and future unsecured and unsubordinated obligations of the Issuer, except for obligations mandatorily preferred by law.

3.2. The Certificates do not constitute units in a collective investment undertaking. The Certificates do not confer on Investors any ownership interest, beneficial interest, security interest or proprietary right in or to any Underlying Asset Class, Reference Asset or Underlying Instrument, margin, cash account, custody account or other asset or arrangement held, entered into or maintained by the Issuer or any affiliate.

3.3. The Certificates are freely transferable, but Investors may be subject to purchase or transfer restrictions with regard to the Certificates, as applicable, under local laws to which an Investor may be subject. Each Investor must ensure compliance with such restrictions at its own cost and expense.

3.4. All transactions in respect of the Certificates must be effected through an account with the relevant CSD. All transfers of Certificates shall be subject to and made in accordance with the rules, procedures and practices in effect of the Issuing Agent and the CSD which may change from time to time. No provision of the General Terms and Conditions shall (notwithstanding anything to the contrary herein) apply or have effect to the extent that it is in any respect inconsistent with the holding or transfer of title to the Certificates.

3.5. If at any time Certificates cease to be, or notice is received by or on behalf of the Issuer that the Certificates will cease to be, held in uncertificated form and/or accepted for clearance through the CSD and/or the CSD is closed for business for a continuous period of fourteen (14) calendar days (other than by reason of holidays, statutory or otherwise) or the CSD announces an intention permanently to cease business or does in fact do so, the Issuer, the Paying Agent(s) and the other relevant Transaction Parties shall agree such procedures as they determine necessary in relation to the transfer of such Certificates and shall as soon as reasonably practicable give notice thereof to the Investors. None of the Issuer, the Investors, the Paying Agent, Administrator, Calculation Agent, or any other person shall at any time have the right to affect or demand the conversion of Uncertificated Securities into, or the delivery of, a permanent global certificate (*Globalurkunde*) or individually certificated securities (*Wertpapiere*).

3.6. To the extent an Investor, which has otherwise not appointed an agent or broker which are a member of the CSD, ceases to be a CSD member, such Investors shall be obliged to find an alternative CSD acceptable to the Issuer, the Paying Agent(s), Calculation Agents and the other relevant Transaction Parties.

3.7. No action is being taken in any jurisdiction that would or is intended to permit an offering to the public or admission to trading of any Certificate or the possession, circulation or distribution of any document or other material relating to the Issuer and/or the Certificates where any action for such purpose is required. Each Investor must inform itself about, and comply with, any such applicable restrictions.

3.8. Any hedging arrangements entered into by the Issuer, including any arrangements under any derivatives arrangement, credit support document, futures agreement, prime brokerage agreement, are entered into for the account and risk of the Issuer and shall not create any rights in favour of Investors against any counterparty, clearing broker, exchange, index provider, market maker, authorised participant or other third party, unless expressly provided in the applicable Final Terms.

3.9. The Issuer's obligations to Investors are limited to the payment of amounts due under the Certificates in accordance with these General Terms and Conditions and the applicable Final Terms.

4. Term Certificates and Perpetual Certificates

4.1. Each Series of Certificates may be issued either as Perpetual Certificates with no scheduled maturity date, or as Term Certificates maturing on the relevant Scheduled Maturity Date. The applicable Final Terms shall specify whether the relevant Series of Certificates are Term Certificates or Perpetual Certificates and, where applicable, the Scheduled Maturity Date.

4.2. Unless previously redeemed, purchased and cancelled or otherwise terminated in accordance with these General Terms and Conditions, Term Certificates shall be redeemed on the Scheduled Maturity Date, and Perpetual Certificates shall remain outstanding until redeemed pursuant to an Issuer Call Option, Early Redemption Event, Investor Put Option, or any other redemption provision specified in these General Terms and Conditions or the applicable Final Terms.

5. Settlement Amount and Reference Price

5.1. Unless the Certificates have been previously redeemed or purchased and cancelled or otherwise terminated, the Issuer shall redeem the relevant Certificates on the relevant Settlement Date at the Settlement Amount.

5.2. The Settlement Amount in respect of each Certificate shall be an amount in the Settlement Currency equal to the Reference Price, as determined by the Calculation Agent in accordance with the applicable Final Terms, adjusted for any applicable fees, costs, financing charges, hedging costs, rollover costs, derivative costs, index costs, foreign exchange conversion, deductions, taxes, expenses and other adjustments specified in these Conditions or the applicable Final Terms (the "**Settlement Amount**"). The Settlement Amount shall be subject to a minimum of zero and shall be rounded down to the nearest transferable unit of the Settlement Currency, unless otherwise specified in the applicable Final Terms.

5.3. The Reference Price shall be determined by the Calculation Agent by reference to the relevant Underlying Instrument, as specified in the relevant Final Terms (the "**Reference Price**").

5.4. Where a Series references as Underlying Instruments derivatives, futures contracts, swaps, options, structured notes or other synthetic exposures, the Reference Price may reflect the value of such Underlying Instruments, including mark-to-market valuation, financing costs, margin costs, collateral costs, futures roll costs, swap funding costs, option premiums, bid-offer spreads, transaction costs, liquidity costs, exchange fees, clearing fees, counterparty costs and any other cost or adjustment determined by the Calculation Agent to be relevant.

5.5. Where the Settlement Currency differs from the currency in which the relevant Underlying Instrument is quoted or valued (the "**Reference Currency**"), the Calculation Agent shall convert the relevant amount into the Settlement Currency using the exchange rate, source, time and methodology specified in the applicable Final Terms or, if not so specified or unavailable, such commercially reasonable exchange rate, source, time and methodology as the Calculation Agent determines appropriate.

5.6. If any price, level, rate, value or other data required to determine the Reference Price or Settlement Amount is unavailable, delayed, suspended, discontinued, manifestly erroneous, unreliable or not representative, the Calculation Agent may determine the relevant price, level, rate, value or data in good faith and in a commercially reasonable manner, having regard to such alternative sources, market data, quotations, models, valuations or other information as it considers appropriate.

5.7. All determinations, calculations, adjustments and valuations made by the Calculation Agent pursuant to these Conditions shall, in the absence of manifest error, be final and binding on the Issuer and the Investors.

6. Determination of the NAV

6.1. The method for determining the NAV is specified in the relevant Final Terms.

6.2. If any price, level, rate, value or other data required to determine the NAV is unavailable, delayed, suspended, discontinued, manifestly erroneous, unreliable or not representative, the Calculation Agent may determine the relevant price, level, rate, value or data in good faith and in a commercially reasonable manner, having regard to such alternative sources, market data, quotations, models, valuations or other information as it considers appropriate.

6.3. All determinations, calculations, adjustments and valuations made by the Calculation Agent pursuant to these General Terms and Conditions shall, in the absence of manifest error, be final and binding on the Issuer and the Investors.

7. Payments in respect of Certificates

7.1. The Certificates are not principal-protected and do not bear any interest.

7.2. The Certificates are cash settled obligations of the Issuer. A payment of any amount due under any Certificate shall be made to the relevant Investor pursuant to and in accordance with the CSD Rules. All amounts payable to an Investor under the Certificates shall be paid in the Settlement Currency. Any USDC Back-End Arrangement applies solely among the relevant Authorised Participant, the Issuer and/or the Contract Counterparty and does not alter the Issuer's obligation to make any payment due to an Investor in the Settlement Currency.

7.3. Each Certificate will be redeemed on the relevant Settlement Date for each Series of Certificates.

7.4. Payments shall be made to the person registered as Investor on the relevant Record Date. Payment by or on behalf of the Issuer to, or to the order of, the relevant CSD, any Investor CSD, any nominee, participant, Account-Holding Institution, Paying Agent or other intermediary in accordance with the applicable Settlement Rules shall constitute full and final discharge of the Issuer's obligation to make the corresponding payment in respect of the Certificates. Following such payment, the Issuer shall have no responsibility for the onward transmission, allocation, reconciliation or distribution of such amount through the relevant CSD or any intermediary chain.

7.5. If the relevant Settlement Date is not a Business Day, then payments shall be executed as aforesaid on the first immediately following Business Day. No default interest or other compensation shall accrue provided payments are so affected.

7.6. Payments shall be subject in all cases to any fiscal, regulatory, legal, settlement, clearing or operational requirements applicable to the Issuer, the relevant CSD, any Paying Agent or any other relevant person. No interest or other compensation shall be payable by reason of such delay.

7.7. All payments in respect of the Certificates shall be made subject to any withholding, deduction, reporting, information, stamp, transaction, transfer, registration, financial transaction, income, capital gains or other tax, duty, assessment or governmental charge required by applicable law.

7.8. The Issuer shall not be required to pay any additional amount or gross-up in respect of any withholding or deduction. Each Investor shall be responsible for any tax, duty, assessment, charge or withholding applicable to it in connection with the acquisition, holding, transfer, redemption or disposal of Certificates.

7.9. If the Issuer determines that a Tax Event has occurred, including any change in tax law, interpretation, practice or treatment which affects the Certificates, the Issuer, any hedging arrangement or any payment under the Certificates, the Issuer may make such adjustments as the Issuer and/or the Calculation Agent determine appropriate or redeem the Certificates early in accordance with Condition 10.

8. Fees, Costs and Deductions

8.1. The Certificates may be subject to a management fee, calculation fee, hedging cost, derivative cost, futures roll cost, swap cost, collateral cost, margin cost, borrowing cost, transaction cost, liquidity cost, market access cost, tax, duty, withholding, deduction or any other cost or expense specified in the applicable Final Terms.

8.2. Investors do not have any right to any dividends, lending income, or other types of earnings that the Issuer receives through the Underlying Instrument(s), unless otherwise specified in the relevant Final Terms.

8.3. Unless otherwise specified in the applicable Final Terms, fees and costs may be accrued and deducted daily from the Reference Price or otherwise taken into account in the calculation of the Settlement Amount. The Issuer may determine the amount, timing and method of deduction of such fees and costs in accordance with the applicable Final Terms.

8.4. The Issuer may, in its discretion, apply a lower fee than the maximum fee specified in the applicable Final Terms for such period as the Issuer determines. Any such reduction shall not constitute a waiver of the Issuer's right subsequently to apply the maximum fee specified in the applicable Final Terms.

9. Issuer Call Option

9.1. The Issuer may, at its own discretion, exercise the Issuer's right to redeem all, but not only some, Certificates of each relevant Series early by exercising the Issuer's call option in respect of such Series (the "**Issuer Call Option**") early.

9.2. The Issuer may at any time exercise the Issuer Call Option by giving the Investors of the relevant Series of Certificates not less than 10 Business Days and not more than 20 Business Days prior notice before the settlement date set for the redemption (the "**Issuer Call Settlement Date**").

9.3. Such notice shall be validly given when dispatched or published in accordance with Condition 22. The notice shall specify the relevant Series, the date as of which the Reference Price will be determined for the purpose of calculating the Settlement Amount in respect of the Issuer Call Settlement Date (the "**Issuer Call Fixing Date**") and the Issuer Call Settlement Date.

9.4. The Settlement Amount payable upon exercise of the Issuer Call Option shall be determined by the Calculation Agent by reference to the Reference Price on the Issuer Call Fixing Date (in accordance with the provisions in Condition 5), subject to fees, costs, deductions, disruptions, adjustments and other provisions of these General Terms and Conditions and the applicable Final Terms.

9.5. If a Market Disruption Event or Additional Disruption Event occurs or continues on the Issuer Call Fixing Date, the Calculation Agent may postpone the Issuer Call Fixing Date, determine the Reference Price using alternative sources or methodologies, or make such adjustments as it determines appropriate in good faith and in a commercially reasonable manner.

10. Early Redemption Events

10.1. The Issuer may redeem all, but not only some, Certificates of a Series early if the Issuer determines that an Early Redemption Event has occurred.

10.2. Each of the following shall constitute an Early Redemption Event (each, an "**Early Redemption Event**") unless otherwise specified in the applicable Final Terms: a Change in Law; Hedging Disruption; Increased Cost of Hedging; Market Disruption Event continuing for such period as the Calculation Agent determines to be material; Digital Asset Disruption Event; Commodity Asset Disruption Event; Equity Asset Disruption Event;

Synthetic Asset Disruption Event; Currency Disruption Event; Tax Event; settlement disruption; clearing disruption; failure or material disruption of the relevant CSD; failure, default, insolvency, termination or disruption affecting any material counterparty, exchange, clearing broker, execution broker, prime broker, custodian, market maker, authorised participant, or pricing source; or any other event which, in the determination of the Calculation Agent, makes the continuation of the Certificates impossible, unlawful, impracticable, materially more burdensome, materially more expensive or inconsistent with applicable law, regulation, market requirements or the Issuer's hedging arrangements. Settlement Disruption Event, i.e failure, suspension, termination, material impairment or material change in the operation of the CSD, any investor CSD, any CSD link or any Relevant Settlement System; the Certificates ceasing to be eligible for clearing or settlement through the CSD or Euroclear Sweden; the Issuer determining that continued issue, holding, transfer, settlement, redemption or cancellation of the Certificates through the applicable settlement structure has become impossible, unlawful, impracticable, materially more burdensome or materially more expensive; or the Issuer determining that the settlement structure described in the applicable Final Terms can no longer be maintained on a commercially reasonable basis; any unavailability, freezing, blocking, prohibition, material depeg, loss of transferability or material disruption affecting USDC, a supported blockchain network, wallet or service provider used under an USDC Back-End Arrangement, where such event materially impairs the performance, funding, hedging, reconciliation or processing of a transaction relating to a Series.

10.3. Upon the occurrence of an Early Redemption Event, the Issuer may give notice to Investors in accordance with Condition 22 specifying the relevant Series, the early redemption date (the "**Early Redemption Date**") and, where applicable, the date on which the Reference Price will be determined.

10.4. The amount payable on Early Redemption shall be the fair market value of the Certificates as determined by the Calculation Agent in good faith and in a commercially reasonable manner in accordance with the provisions in Condition 5, adjusted to account for the relevant Early Redemption Event, the cost of unwinding or replacing any hedging arrangements, any fees, costs, taxes, deductions, losses, expenses, liquidity costs, bid-offer spreads, funding costs, derivative close-out amounts and other amounts determined by the Calculation Agent to be relevant. The amount payable shall not be less than zero.

11. Redemption

11.1. Termination and Redemption of Certificates by the Issuer

The Issuer may terminate and redeem the Certificates outstanding in any Series in whole but not in part (i) at any time, at the Issuer's sole discretion and without any further consent of or approval by the Investors, in accordance with Condition 9.

11.2. Redemption of the Certificates at the Option of an Authorised Participant

11.2.1. An Authorised Participant, may at any time, require the Issuer to terminate and redeem all or part of its holding of Certificates by lodging with the Issuer a Form of Order Request.

11.2.2. Where Certificates are required to be redeemed in line with section 11.2.1. above:

11.2.2.1. the Authorised Participant shall submit a Form of Order Request on the order-taking platform;

11.2.2.2. the Issuer and Administrator shall verify the order to ensure that it complies with these Conditions, the relevant Final Terms and the relevant Authorised Participant Agreement and, if so, shall send an order confirmation;

11.2.2.3. the Paying Agent shall (i) de-register the relevant Certificates in the main register and (ii) debit the direct participant's account accordingly via transfer instructions;

11.2.2.4. the Global Paying Agent shall cancel the relevant Certificates in the Issuer's book of uncertificated securities;

11.2.2.5. the Issuer shall transfer the relevant Settlement Amount to the Authorised Participant's account on the relevant AP Redemption Date.

11.2.3. The obligations of the Issuer in respect of Certificates being redeemed pursuant to this Condition 11 shall be satisfied by transferring the relevant Settlement Amount in accordance with this Condition 11.

11.2.4. A Form of Order Request submitted by an Authorised Participant shall be in the form set out in the relevant Authorised Participant Agreement and shall include, inter alia, the applicable settlement method and the account or wallet address designated by the Authorised Participant for settlement of the relevant Settlement Amount and the AP Redemption Date, and shall be signed by an authorised signatory of the Authorised Participant.

11.2.5. The Issuer may change or vary the procedures for the lodgement and completion of the Form of Order Request and this Condition 11 shall be modified in respect of redemption to the extent of any such variation.

11.2.6. The Issuer may refuse, suspend, reject, delay or modify any creation or redemption order where it determines that acceptance or settlement of such order would be contrary to the Conditions, the applicable Final Terms, the relevant Authorised Participant Agreement, applicable law, the applicable Settlement Rules or any operational, settlement, sanctions, tax, regulatory or market requirement.

11.2.7. The termination and redemption of Certificates by an Authorised Participant shall be settled by payment of the relevant Settlement Amount in the Settlement Currency, provided that, where agreed in accordance with the relevant Authorised Participant Agreement and the USDC Back-ENd Arrangement, such Settlement Amount may instead be satisfied by the transfer of an amount of USDC having an aggregate value in the Settlement Currency equal to the relevant Settlement Amount, determined in accordance with the applicable USD/USDC Conversion Rate.

11.2.8. The Calculation Agent shall determine the Settlement Amount, if any, to be paid by the Issuer in respect of the Certificates being terminated and redeemed. Any calculation made for operational purposes under an USDC Back-End Arrangement shall not alter the Settlement Amount, the currency of payment or any amount payable to an Investor.

11.2.9. On or prior to the Settlement Date, the Issuer shall, in respect of the Certificates being terminated and redeemed, for value on the Settlement Date, transfer (or procure to transfer) the relevant Settlement Amount, if any, to the Paying Agent or other designated payment account in accordance with the applicable payment arrangements

11.2.10. On the Settlement Date, the Paying Agent shall, subject to (i) transfer of the relevant Certificates to be terminated and redeemed and (ii) receipt of payment of the related taxes and duties, if any, initiate the redemption process via the relevant CSD. The transfer or cancellation of Certificates through the relevant CSD and the payment of the Settlement Amount are effected in accordance with the applicable CSD Rules. Any USDC transfer occurring operationally under an USDC Back-End Arrangement takes place separately outside the CSD, is not a payment to an Investor and does not constitute delivery of the Certificates or payment of an amount due to an Investor.

12. Investor Put Option

12.1. Where the Issuer has not maintained at least one Authorised Participant in respect of a Series of Certificates for a continuous period of thirty (30) or more Business Days, each Investor holding Certificates of such Series shall be entitled to require the Issuer to redeem all, but not only some, of the Certificates held by such Investor by exercising the Investor Put Option in respect of such Series (the "**Investor Put Option**"), subject to and in accordance with this Condition 12.

12.2. An Investor wishing to exercise the Investor Put Option shall give written notice, no more than sixty (60) days prior nor later than thirty (30) Business Days before the last Business Day of the month to the Issuer (the "**Investor Put Notice**"). In order for such notice to become effective, the written notice must (i) specify (a) the identity of the Investor; (b) the Series of Certificates in respect of which the Investor Put Option is being exercised; and (c) the number of Certificates held by the Investor in respect of which the Investor Put Option is being exercised; and (ii) be accompanied by, within no more than thirty (30) and no less than thirty (30) Business Days from the Investor Put Notice completion by the relevant Investor of any and all actions required under the relevant CSD Rules. The Investor Put Notice shall be delivered to the Issuer in accordance with Condition 22 (Notices). An Investor Put Notice, once delivered, shall be irrevocable.

12.3. The date on which the Reference Price will be determined for the purpose of calculating the Settlement Amount payable upon exercise of the Investor Put Option (the "**Investor Put Fixing Date**") shall be the fifth (5th) Business Day following the date on which a valid Investor Put Notice is received by the Issuer, or such other date as the Calculation Agent determines to be appropriate having regard to any Market Disruption Event or Additional Disruption Event subsisting on or around such date.

12.4. The Settlement Amount payable upon exercise of the Investor Put Option shall be determined by the Calculation Agent by reference to the Reference Price on the Investor

Put Fixing Date, subject to fees, costs, deductions, disruptions, adjustments and other provisions of these General Terms and Conditions and the applicable Final Terms. The Settlement Amount shall not be less than zero. Payment of the Settlement Amount shall be made to the relevant Investor on the fifth (5th) Business Day following the Holder Put Fixing Date (the "**Investor Put Settlement Date**"), or such later date as the Calculation Agent determines to be appropriate having regard to any Market Disruption Event, Additional Disruption Event or settlement disruption subsisting on or around such date.

12.5. If a Market Disruption Event or Additional Disruption Event occurs or continues on the Holder Put Fixing Date, the Calculation Agent may postpone the Investor Put Fixing Date, determine the Reference Price using alternative sources or methodologies, or make such adjustments as it determines appropriate in good faith and in a commercially reasonable manner. Any such postponement or adjustment shall be notified to the relevant Investor in accordance with Condition 22 (Notices) as soon as reasonably practicable.

12.6. The Investor Put Option shall only be available in the circumstances described in Condition 12.1 above. Save as expressly provided in this Condition 12, Investors shall have no right to require the Issuer to redeem any Certificates prior to the occurrence of an Issuer Call Option, Early Redemption Event or other redemption event specified in these General Terms and Conditions or the applicable Final Terms. The exercise of the Investor Put Option by one or more Investors shall not affect the rights of any other Investor in respect of the relevant Series of Certificates.

13. Underlying Instrument Illiquidity

13.1. Underlying Instrument Illiquidity

For the purpose of this Condition 13.1, Underlying Instrument Illiquidity means, in respect of any Underlying Instrument, low or no trading volume in the Underlying Instrument, the difficulty to buy and/or sell the Underlying Instrument in a short period of time without its price being affected, or any comparable event that leads to an extraordinary illiquidity in any Underlying Instrument, as determined by the Issuer in its sole discretion (in each case, “**Underlying Illiquidity**”**)**.

13.2. Rights upon Underlying Instrument Illiquidity

13.2.1. Expanded bid/offer spreads

In case of Underlying Instrument Illiquidity, the Market Maker shall be entitled to temporarily increase the spread between the bid and offer prices of the Certificate to account for such prevailing market conditions.

13.2.2. Modified Settlement Amount

In case of Underlying Instrument Illiquidity, the relevant Settlement Amount may be calculated based on the average execution price (less transaction costs) as it was obtained on a best effort basis, as determined by the Calculation Agent, instead of using the originally pre-defined fixing or value of the Underlying Instrument (e.g., the official close of the respective Underlying) set out in the Final Terms.

13.2.3. Postponed fixing and/or redemption

In case of Underlying Instrument Illiquidity, the determination (fixing) and/or the payment of the relevant Settlement Amount shall be postponed accordingly by such number of days necessary to account for such prevailing market conditions as determined by the Calculation Agent.

14. Market Disruption and Additional Disruption Events

14.1. The Certificates are intended to provide a synthetical exposure to the Reference Asset(s) specified in the applicable Final Terms, which the Issuer replicates through one or more Underlying Instruments. The Reference Price and the Settlement Amount shall be determined by the Calculation Agent by reference to the value of the Underlying Instrument(s) in accordance with the methodology specified in the applicable Final Terms.

14.2. If, on any date on which any valuation, observation, fixing or determination is required, the Calculation Agent determines that a Market Disruption Event or an Additional Disruption Event or an event or affecting an USDC Back-End Arrangement used in connection with the relevant Series has occurred or is continuing in respect of an Underlying Instrument or any component thereof, the Calculation Agent shall determine the Reference Price and any other relevant amount by applying the following principles:

14.2.1. the Calculation Agent shall seek, to the extent reasonably practicable, to determine the value of the Certificates by reference to the value of the Reference Asset in accordance with the applicable methodology;

14.2.2. where the Underlying Instrument is Physical Holdings, the Calculation Agent may take into account the value of the relevant assets held by the Issuer, including any applicable custody, settlement or transfer disruption, and may use alternative pricing sources or valuation methodologies where the primary Price Source is unavailable, disrupted or unreliable; where the Underlying Instrument is Exchange-Traded Futures or Perpetual Futures, the Calculation Agent may take into account the mark-to-market value of the relevant futures or perpetual futures positions, including any applicable exchange closure, trading halt, position limit, margin disruption, clearing disruption, roll disruption or funding rate disruption; where the Underlying Instrument is a Contract (including a swap agreement or unlisted structured note), the Calculation Agent may take into account the mark-to-market value of the relevant Contract, including any applicable counterparty default, early termination, close-out, collateral disruption or valuation dispute; and where the Underlying Instrument is an option or other derivative instrument, the Calculation Agent may take into account the mark-to-market value of the relevant option or derivative, including any applicable exercise disruption, settlement disruption, pricing source failure or counterparty default;

14.2.3. the Calculation Agent may take into account all costs, charges and effects associated with the relevant Underlying Instrument(s), including custody costs, settlement costs, transfer costs, funding costs, financing costs, margin costs, collateral costs, liquidity costs, execution costs, roll costs, borrowing costs, lending costs, spread costs, transaction costs, counterparty costs, clearing costs, exchange fees and any other costs or adjustments determined by the Calculation Agent to be relevant to the relevant Underlying Instrument type;

14.2.4. where any Underlying Instrument, or any relevant market, exchange, trading venue, clearing system, custodian, counterparty or pricing source is unavailable, disrupted, suspended, closed or unreliable, the Calculation Agent may use alternative sources, instruments, methodologies or counterparties, including model-based valuation, dealer quotations, alternative price sources, alternative exchanges or alternative clearing arrangements, as it determines appropriate in good faith and in a commercially reasonable manner;

14.2.5. where the Calculation Agent determines that any Underlying Instrument cannot be established, maintained, valued, transferred, settled, cleared or realised in a commercially reasonable manner, it may adjust the applicable methodology, or determine that an Early Redemption Event or Additional Disruption Event has occurred and redeem the relevant Series of Certificates early in accordance with Condition 10. Further, the Issuer may substitute the relevant Underlying Instrument in accordance with the Underlying Instrument Substitution provisions set out in these Conditions;

14.3. In making any determination pursuant to this Condition, the Calculation Agent shall act in good faith and in a commercially reasonable manner and may make such adjustments to any price, level, value, rate, formula, methodology, date, multiplier, participation factor, leverage factor, funding rate, roll methodology, margin requirement, collateral requirement or other variable as it considers necessary to preserve, so far as reasonably practicable, the economic exposure of the Certificates to the relevant Reference Asset(s) through the applicable Underlying Instrument(s).

14.4. Any determination or adjustment made pursuant to this Condition shall, in the absence of manifest error, be final and binding on the Investors.

14.5. Nothing in this Condition shall oblige the Issuer to enter into, maintain, replace, substitute or disclose any specific Underlying Instrument or hedging arrangement, nor shall any Investor have any right in respect of any such Underlying Instrument or arrangement. In particular, no Investor shall have any right to require the Issuer to maintain any specific type of Underlying Instrument or to replicate the Reference Asset(s) through any particular instrument, counterparty or market.

15. Hedging Arrangements and Lending Arrangements

15.1. As specified in the relevant Final Terms, the Issuer or its affiliates may, but shall not be obliged to, enter into hedging arrangements in connection with the Certificates. Such hedging arrangements may include transactions under derivatives arrangements, such as an ISDA master agreement, credit support arrangements, swaps, futures contracts, options, forwards, contracts for difference, exchange-traded derivatives, over-the-counter derivatives, prime brokerage arrangements, custody arrangements, collateral arrangements, margin arrangements or other transactions.

15.2. The Issuer may modify, replace, rebalance, terminate, unwind or refrain from entering into any hedging arrangement at any time. No Investor shall have any right to require the Issuer to enter into, maintain, disclose, enforce, segregate, perfect, realise or continue any hedging arrangement.

The Issuer may, at any time and in its sole discretion, lend out any Underlying Instrument(s) held by it to one or more third-party borrowers (each, a "**Securities Borrower**") on such terms as the Issuer determines appropriate, including in connection with securities lending arrangements, repurchase agreements or other collateralised lending transactions. Any income, fees, interest or other profits generated by the Issuer from such lending activities (the "**Lending Income**") shall be retained by the Issuer for its own account and at its sole discretion. No Investor shall have any entitlement to any Lending Income or any other economic benefit arising from such lending activities, unless expressly specified otherwise in the applicable Final Terms. The Issuer shall not be obliged to enter into, maintain, disclose or continue any lending arrangement in respect of any Underlying Instrument. The existence or non-existence of any lending arrangement shall not affect the legal status of the Certificates as direct, unsubordinated and unsecured obligations of the Issuer.

15.3. Any collateral, margin or other asset posted or received under any hedging arrangement shall not constitute collateral securing the Certificates unless expressly stated in the applicable Final Terms. Unless the applicable Final Terms expressly provide that the Certificates are secured, the Certificates remain unsecured obligations of the Issuer.

15.4. The existence, non-existence, performance, non-performance, termination, close-out, insolvency treatment or collateralisation of any hedging arrangement shall not affect the legal status of the Certificates as direct, unsubordinated and unsecured obligations of the Issuer, save to the extent expressly provided in these Conditions or the applicable Final Terms.

16. Adjustment Events

16.1. Upon the occurrence of any event that affects the composition, value, terms or economic characteristics of any Underlying Instrument to which a Series of Certificates is exposed (each, an "**Adjustment Event**"), including without limitation any fork event, airdrop, corporate action (including any share split, consolidation, rights issue, merger, takeover, public listing or delisting, spin-off, nationalisation, insolvency or other event affecting any Equity Asset or equity-related Underlying Instrument), protocol change, transition event, staking modification, benchmark change, or any analogous event affecting Underlying Instrument, the Issuer shall, acting in good faith and in a commercially reasonable manner, determine whether such Adjustment Event has a material effect on the value, replication or economic exposure of the relevant Series of Certificates and, if so, shall take one or more of the following actions as it determines appropriate:

(a) make such adjustments to the applicable methodology, valuation inputs, pricing sources, quantity or notional determination, fee accrual methodology, roll methodology, weighting, or any other variable as it considers necessary or appropriate to preserve, so far as reasonably practicable, the economic exposure of the Certificates to the relevant

Reference Asset(s) through the applicable Underlying Instrument(s), as if the Adjustment Event had not occurred;

(b) select a successor or replacement asset, pricing source or reference value where the relevant Underlying Instrument has been modified, replaced, cancelled or otherwise affected by the Adjustment Event, provided that any such successor or replacement falls within the categories of Underlying Instruments described in this Base Prospectus;

(c) substitute the affected Underlying Instrument in accordance with the Underlying Instrument Substitution provisions set out in the condition below; or

(d) determine that the Adjustment Event constitutes, or gives rise to, an Additional Disruption Event or an Early Redemption Event for the purposes of these General Terms and Conditions and redeem the relevant Series of Certificates early in accordance with Condition 10 (Early Redemption Events).

16.2. For the avoidance of doubt, the Issuer shall have no obligation to pass on to Investors any asset, token, entitlement or economic benefit arising from an Adjustment Event, including any forked asset, airdropped asset, governance token, rights entitlement, dividend, distribution or other benefit received or receivable by the Issuer or any counterparty in connection with any Underlying Instrument. Unless expressly specified otherwise in the applicable Final Terms, any such asset or benefit shall be retained by the Issuer for its own account and at its sole discretion, and may be monetised, disposed of, reinvested or otherwise dealt with as the Issuer determines appropriate.

16.3. Any determination or adjustment made by the Calculation Agent or Issuer pursuant to this Condition shall, in the absence of manifest error, be final and binding on Investors. The Issuer shall give notice to Investors of any material adjustment made pursuant to this Condition in accordance with Condition 22 (Notices) as soon as reasonably practicable following such adjustment. No Investor shall have any right to require the Issuer to make, or to refrain from making, any adjustment pursuant to this Condition, or to require the Issuer to pass on any benefit arising from an Adjustment Event.

17. Underlying Instrument Substitution

17.1. The Issuer may, at any time and in its sole discretion, substitute any Underlying Instrument employed in respect of a Series of Certificates (the "**Substituted Underlying Instrument**") with one or more alternative instruments (the "**Replacement Underlying Instrument**") where the Calculation Agent determines that the Substituted Underlying Instrument is not, or is no longer, replicating the value of the relevant Reference Asset in a commercially reasonable manner. For the purposes of this Condition, an Underlying Instrument shall be deemed not to be replicating the value of the Reference Asset where the Calculation Agent determines that there is a material and persistent divergence between the value of the Substituted Underlying Instrument and the value of the Reference Asset, whether arising from tracking error, structural deficiency, market disruption, counterparty failure, regulatory change, liquidity constraints, funding rate dislocation, roll cost dislocation, pricing source failure, index rebalancing, or any other cause.

17.2. Any substitution pursuant to this Condition shall be subject to the following conditions: (a) the Replacement Underlying Instrument must fall within the categories of Underlying Instruments described in the section of this Base Prospectus headed "Description of the Underlying Instruments"; (b) the Replacement Underlying Instrument must, in the determination of the Calculation Agent, be capable of replicating the value of the relevant Reference Asset in a commercially reasonable manner following the substitution; and (c) the substitution shall not result in a change to the Reference Asset or to the economic exposure of Investors to the Reference Asset.

17.3. The Issuer shall give notice to Investors of any substitution pursuant to this Condition in accordance with Condition 22 (Notices), specifying the identity of the Substituted Underlying Instrument, the identity of the Replacement Underlying Instrument, the effective date of the substitution, and the basis on which the Calculation Agent has determined that the Substituted Underlying Instrument was not replicating the value of the relevant Reference Asset. Such notice shall be given as soon as reasonably practicable following the Issuer's determination to effect the substitution and, where practicable, no later than five (5) Business Days prior to the effective date of the substitution. Where prior notice is not practicable due to the nature or urgency of the circumstances giving rise to the substitution, the Issuer shall give notice as soon as reasonably practicable after the effective date.

17.4. Following any substitution pursuant to this Condition 17, the Calculation Agent may make such adjustments to the applicable methodology, valuation inputs, pricing sources, roll methodology, margin requirements, collateral requirements, funding rate treatment, fee accrual methodology or other variables as it considers necessary or appropriate to preserve, so far as reasonably practicable, the economic exposure of the Certificates to the relevant Reference Asset through the Replacement Underlying Instrument. Any such adjustments shall be made in good faith and in a commercially reasonable manner and shall, in the absence of manifest error, be final and binding on Investors.

17.5. A substitution effected in accordance with this Condition shall not, of itself, constitute an Early Redemption Event or a Market Disruption Event for the purposes of these Conditions. Nothing in this Condition shall limit the Issuer's right to redeem a Series of Certificates early in accordance with Condition 10 (Early Redemption Events) or to make adjustments pursuant to Condition 14 (Market Disruption and Additional Disruption Events), and the Issuer may exercise its rights under this Condition concurrently with, or in lieu of, any such other rights as it determines appropriate. No Investor shall have any right to require the Issuer to maintain any specific Underlying Instrument or to effect or refrain from effecting any substitution pursuant to this Condition.

18. Counterparty failure

18.1. Scope and application

18.1.1. This Condition 18 applies where any Counterparty Failure Event (as defined in Condition 18.2 below) occurs in respect of any counterparty to an arrangement through which the Issuer obtains or maintains exposure to the relevant Reference Asset(s) by means of any Underlying Instrument. For the purposes of this Condition 18, the term "**Affected Counterparty**" means any counterparty in respect of which a Counterparty Failure Event has occurred, and "**Affected Underlying Instrument**" means any Underlying Instrument in respect of which an Affected Counterparty is the relevant counterparty, issuer, clearing intermediary, custodian or venue.

18.2. Counterparty Failure Events

18.2.1. Each of the following shall constitute a "Counterparty Failure Event":

(a) **FCM Event of Default:** the occurrence of any of the following in respect of a futures commission merchant (an "**FCM**") appointed in connection with a Series of Certificates: (i) the FCM fails to pay any amount due to the Issuer under the relevant FCM Agreement within two (2) Business Days of the due date therefor; (ii) the FCM fails to perform or observe any material obligation under the relevant FCM Agreement and such failure, if capable of remedy, is not remedied within five (5) Business Days of written notice thereof being given to the FCM by the Issuer; (iii) an insolvency, bankruptcy, administration, liquidation, receivership or analogous proceeding is commenced in respect of the FCM or all or a material part of its assets; (iv) the FCM ceases or threatens to cease to carry on its business as a futures commission merchant; (v) the FCM's registration, licence or authorisation as a futures commission merchant is suspended, revoked or otherwise terminated by any competent regulatory authority; (vi) the FCM fails to return or transfer any margin, collateral or other assets held in the FCM Account within the timeframe required under the relevant FCM Agreement or applicable law; or (vii) any event occurs which, under the laws of any applicable jurisdiction, has an analogous effect to any of the events referred to in (i) to (vi) above;

(b) **Contract Counterparty Failure**: the occurrence of any of the following in respect of any Contract Counterparty (being any counterparty to a swap agreement, total return swap, unlisted structured note or other over-the-counter derivative or contractual arrangement constituting an Underlying Instrument): (i) the Contract Counterparty fails to make any payment or delivery due under the relevant Underlying Instrument within two (2) Business Days of the due date therefor; (ii) an event of default or termination event occurs under the relevant derivatives arrangement or other governing documentation in respect of the Contract Counterparty; (iii) an insolvency, bankruptcy, administration, liquidation, receivership or analogous proceeding is commenced in respect of the Contract Counterparty or all or a material part of its assets; (iv) the Contract Counterparty repudiates or challenges the validity or enforceability of the relevant Underlying Instrument; (v) the Contract Counterparty fails to deliver, transfer or return any collateral, margin or credit support required under the relevant credit support documentation within the applicable timeframe; or (vi) any event occurs which, under the laws of any applicable jurisdiction, has an analogous effect to any of the events referred to in (i) to (v) above;

(c) **Structured Note Issuer Failure**: the occurrence of any of the following in respect of any issuer of an unlisted structured note (each, a "**Structured Note Issuer**") constituting an Underlying Instrument: (i) the note issuer fails to make any payment of principal, interest or other amount due under the relevant structured note within two (2) Business Days of the due date therefor; (ii) an event of default occurs under the terms and conditions of the relevant structured note; (iii) an insolvency, bankruptcy, administration, liquidation, receivership or analogous proceeding is commenced in respect of the note issuer or all or a material part of its assets; (iv) the credit rating of the note issuer is downgraded to a level which, in the determination of the Calculation Agent, materially impairs the value or realisability of the relevant structured note; or (v) any event occurs which, under the laws of any applicable jurisdiction, has an analogous effect to any of the events referred to in (i) to (iv) above;

(d) **Perpetual Futures Venue Failure**: the occurrence of any of the following in respect of any digital asset derivatives venue through which the Issuer holds Perpetual Futures constituting an Underlying Instrument: (i) the venue suspends, halts or terminates trading in any Perpetual Futures position held by the Issuer; (ii) the venue fails to return or transfer any margin, collateral or other assets of the Issuer within the timeframe required under the applicable venue rules or agreement; (iii) an insolvency, bankruptcy, administration, liquidation, receivership or analogous proceeding is commenced in respect of the venue or all or a material part of its assets; (iv) the venue's operating licence or regulatory authorisation is suspended, revoked or otherwise terminated; or (v) any event occurs which, under the laws of any applicable jurisdiction, has an analogous effect to any of the events referred to in (i) to (iv) above;

(e) **Custodian Failure**: the occurrence of any of the following in respect of any custodian appointed to hold Physical Holdings constituting an Underlying Instrument: (i) the custodian fails to return, transfer or deliver any assets held in custody for the Issuer within the timeframe required under the relevant custody agreement or applicable law; (ii) an insolvency, bankruptcy, administration, liquidation, receivership or analogous proceeding is commenced in respect of the custodian or all or a material part of its assets; (iii) the custodian's licence, registration or authorisation to provide custody services is suspended, revoked or otherwise terminated by any competent regulatory authority; (iv) the custodian repudiates or challenges the validity or enforceability of the relevant custody arrangement; or (v) any event occurs which, under the laws of any applicable jurisdiction, has an analogous effect to any of the events referred to in (i) to (iv) above;

(f) A failure or delay affecting an USDC Back-End Arrangement may constitute a relevant failure for the purposes of this Condition only where it results in the Contract Counterparty failing to perform an obligation owed under the relevant Contract or other applicable contractual arrangement;

(g) Any other counterparty failure that the Issuer, at its own discretion, determines to be a Counterparty Failure Event relevant to the Certificates.

18.3. Notification

18.3.1. Upon the Issuer becoming aware of the occurrence of a Counterparty Failure Event, the Issuer shall, as soon as reasonably practicable and in any event within five (5) Business Days of becoming so aware, give notice to Investors in accordance with Condition 22 (Notices) specifying: (a) the identity of the Affected Counterparty (to the extent permitted by applicable law and any applicable confidentiality obligations); (b) the nature of the

Counterparty Failure Event; (c) the Affected Underlying Instrument(s); (d) the Series of Certificates affected; and (e) the steps being taken or proposed to be taken by the Issuer pursuant to Condition 18.4 below. Such notice shall not, of itself, constitute an election by the Issuer to redeem the relevant Series of Certificates.

18.4. Remedies and priority of payments

18.4.1. Upon the occurrence of a Counterparty Failure Event, the Issuer shall, acting in good faith and in a commercially reasonable manner, take such steps as it determines appropriate in the following order of priority, subject to market conditions, applicable law, regulatory requirements and the availability of suitable alternatives:

(a) Replacement: the Issuer shall seek, using commercially reasonable efforts, to replace the Affected Underlying Instrument with a Replacement Underlying Instrument in accordance with the Underlying Instrument Substitution provisions set out in Condition 17, provided that such replacement can be effected within a timeframe and on terms that the Calculation Agent determines to be commercially reasonable having regard to the nature of the Counterparty Failure Event and prevailing market conditions;

(b) Partial Continuation: where full replacement of the Affected Underlying Instrument is not immediately practicable, the Issuer may, pending such replacement, seek to maintain partial exposure to the relevant Reference Asset(s) through such alternative instruments, arrangements or counterparties as are available, and may adjust the applicable methodology, valuation inputs or pricing sources accordingly;

(c) Close-Out and Realisation: where replacement is not practicable within a reasonable timeframe, the Issuer shall seek to close out, terminate, realise or otherwise monetise the Affected Underlying Instrument, including by enforcing any applicable collateral, margin or credit support arrangements, exercising any close-out netting rights under the relevant derivatives arrangement or other governing documentation, or taking such other steps as the Calculation Agent determines appropriate to recover value from the Affected Underlying Instrument; and

(d) Early Redemption: where the Issuer determines, following the steps described in (a) to (c) above, that it is unable to maintain or replace the relevant exposure in a commercially reasonable manner, the Issuer may determine that a Counterparty Failure Event constitutes an Early Redemption Event for the purposes of Condition 10 (Early Redemption Events) and may redeem the relevant Series of Certificates early in accordance with that Condition.

18.5. Calculation of Settlement Amount upon Counterparty Failure

18.5.1. Where a Series of Certificates is redeemed early pursuant to Condition 10.3 , the Settlement Amount payable to each Investor shall be determined by the Calculation Agent in good faith and in a commercially reasonable manner by reference to the fair market value of the Certificates as at the date of the relevant Counterparty Failure Event, adjusted to account for: (a) the close-out value of the Affected Underlying Instrument, including any amounts recovered or recoverable from the Affected Counterparty, any collateral realised or realisable, and any close-out netting amounts; (b) the costs of unwinding, replacing or realising any hedging arrangements or other Underlying Instruments; (c) any applicable fees, costs, taxes, deductions, losses, expenses, bid-offer spreads, liquidity costs, funding costs, enforcement costs and legal costs incurred or expected to be incurred by the Issuer in connection with the Counterparty Failure Event; and (d) any other amounts determined by the Calculation Agent to be relevant. The Settlement Amount shall not be less than zero.

18.6. Relationship with other Conditions

18.6.1. A Counterparty Failure Event shall not, of itself, constitute an Event of Default for the purposes of Condition 20 (Event of Default and Issuer Insolvency Event) unless it also gives rise to an Event of Default as defined in that Condition. Nothing in this Condition 18 shall limit the Issuer's right to redeem a Series of Certificates early in accordance with Condition 9 (Issuer Call Option) or Condition 10 (Early Redemption Events), and the Issuer may exercise its rights under those Conditions concurrently with, or independently of, any Counterparty Failure Event. The Issuer may exercise its rights under this Condition 18 in respect of one or more Series of Certificates independently of any other Series, and the occurrence of a Counterparty Failure Event in respect of one Series shall not, of itself, constitute a Counterparty Failure Event in respect of any other Series.

18.7. Limitation of Investor Rights

18.7.1. The rights of Investors upon the occurrence of a Counterparty Failure Event are limited to those expressly set out in this Condition 18 and in Condition 10 (Early Redemption Events). No Investor shall have any right to accelerate, enforce or otherwise demand payment of any amount under the Certificates by reason of a Counterparty Failure Event other than as expressly provided herein. Investors have no direct contractual claim against any Affected Counterparty under the Certificates. The obligations under the Certificates are obligations of the Issuer only, and the occurrence of a Counterparty Failure Event shall not give rise to any direct right of action by any Investor against any Affected Counterparty, custodian, clearing broker, exchange or other third party.

19. Further Issues, Purchases, Cancellation and Sale

19.1. The Issuer may at any time and in its discretion, issue more Certificates that are fully fungible with any existing Series of Certificates and which shall be consolidated and form a single Series with such existing Certificates.

19.2. The Issuer and any affiliate of the Issuer may at any time purchase Certificates over a regulated market, an MTF, another trading venue or by private transaction at any price. Any Certificates so purchased may be held, resold, cancelled and de-registered in accordance with the CSD Rules or otherwise dealt with at the discretion of the Issuer or such affiliate.

19.3. Certificates cancelled by or on behalf of the Issuer may not be reissued or resold.

20. Event of Default and Issuer Insolvency Event

20.1. For the purposes of these General Terms and Conditions, an "**Issuer Insolvency Event**" shall be deemed to have occurred if any of the following events occurs in respect of the Issuer: (a) the Issuer is declared as unable to pay its debts under applicable law; (b) the Issuer suspends payment of all or a material part of its debts; (c) a receiver, administrator, liquidator, trustee, examiner or analogous officer is appointed in respect of the Issuer or all or a material part of its assets; (f) a court of competent jurisdiction makes an order for the winding-up or dissolution of the Issuer;

20.2. For the purposes of these General Terms and Conditions, an "**Event of Default**" shall be deemed to have occurred if any of the following events occurs: (a) an Issuer Insolvency Event has occurred; (b) the Issuer fails to pay any Settlement Amount due and payable in respect of any Series of Certificates within thirty (30) Business Days of the relevant Redemption Date, and such failure is not remedied within a further fifteen (15) Business Days following written notice of such failure being given to the Issuer by any Investor; or (d) it becomes unlawful for the Issuer to perform any of its material obligations under the Certificates and such unlawfulness is not remedied or waived within thirty (30) Business Days of the Issuer becoming aware thereof.

20.3. Upon the occurrence of an Event of Default, the Issuer shall, as soon as reasonably practicable and in any event within five (5) Business Days of becoming aware of such occurrence, give notice to Investors in accordance with Condition 22 (Notices) specifying the nature of the Event of Default and, where applicable, the steps being taken to remedy it. Such notice shall not, of itself, constitute an election by the Issuer to redeem the relevant Series of Certificates.

20.4. Upon the occurrence of an Event of Default, the Issuer may, and shall if so directed in writing by Investors holding not less than fifty per cent (50%) in number of the outstanding Certificates of the relevant Series, redeem all, but not only some, of the outstanding Certificates of such Series early. Any such early redemption shall be effected in accordance with Condition 10 (Early Redemption Events), and the amount payable to each Investor shall be determined by the Calculation Agent in good faith and in a commercially reasonable manner by reference to the fair market value of the Certificates as at the date of the relevant Event of Default, adjusted to account for the costs of unwinding or replacing any hedging arrangements, any applicable fees, costs, taxes, deductions, losses, expenses and other amounts determined by the Calculation Agent to be relevant. The amount payable shall not be less than zero.

20.5. The Certificates constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer. In the event of an Issuer Insolvency Event, Investors will rank as unsecured creditors of the Issuer in respect of amounts due under the Certificates and will not have any preferential, secured or priority claim over any assets of the Issuer, save as may be required by mandatory applicable law. Investors have no direct recourse against any Derivatives Counterparty, custodian, administrator, Authorised Participant or any other third party in respect of amounts due under the Certificates.

20.6. The rights of Investors upon the occurrence of an Event of Default are limited to those expressly set out in this Condition 20 and in Condition 10 (Early Redemption Events). No Investor shall have any right to accelerate, enforce or otherwise demand payment of any amount under the Certificates other than as expressly provided herein. Nothing in this Condition 20 shall limit the Issuer's right to redeem a Series of Certificates early in accordance with Condition 9 (Issuer Call Option) or Condition 10 (Early Redemption Events), and the Issuer may exercise its rights under those Conditions concurrently with, or independently of, any Event of Default.

21. Limitation of liability

21.1. The Issuer shall not be liable to compensate Investors for any loss incurred in connection with the Certificates unless such loss is caused by the Issuer’s wilful misconduct or gross negligence.

21.2. The Issuer shall not be liable for any indirect, consequential or special loss, loss of profit, loss of business, loss of opportunity, loss of goodwill or similar loss, except to the extent such liability may not be excluded under mandatory applicable law.

21.3. The Issuer shall not be liable to compensate Investors for any loss resulting from any act or omission of the relevant CSD, any Account-holding Institution, nominee, custodian, clearing system, settlement system, exchange, market operator, index provider, benchmark administrator, pricing source, counterparty, broker, dealer, market maker, authorised participant, Paying Agent, Issuing Agent or other third party, unless and to the extent such liability arises from the Issuer’s wilful misconduct or gross negligence.

21.4. The Issuer shall not be liable for any failure or delay in performance caused by circumstances beyond its reasonable control, including acts of God, fire, flood, natural disaster, war, terrorism, civil unrest, pandemic, epidemic, strike, lockout, labour dispute, interruption or failure of power supply, communications, technology, settlement, clearing or payment systems, cyberattack, sanctions, governmental action, regulatory action, exchange closure, market disruption or any similar event. If the Issuer is prevented from taking any measure under these Conditions as a result of any such circumstance, such measure may be postponed until the relevant circumstance has ceased or until the Issuer determines that performance is reasonably practicable.

21.5. Nothing in these Conditions shall exclude or restrict any liability which cannot be excluded or restricted under mandatory applicable law, including liability arising under applicable prospectus liability rules.

22. Notices

22.1. Any notice or other communication to the Issuer shall be given in writing using the form or contact details provided on the Issuer’s website from time to time, with a copy to the Issuing/Paying Agent or such other agent as may be specified in the applicable Final Terms.

22.2. Any notice or other communication to Investors may be given by one or more of the following methods:

22.2.1.1. through the CSD in accordance with the relevant CSD Rules;

22.2.1.2. by publication on the Issuer's website;

22.2.1.3. by publication through a regulatory information service of the relevant Exchange;

22.2.1.4. by publication through the relevant trading venue;

22.2.1.5. by letter or courier to the addresses registered with the CSD ;

22.2.1.6. or by any other method permitted by applicable law and the relevant CSD Rules.

22.3. Any notice given through the relevant CSD shall be deemed given when sent to the relevant CSD for communication to Investors. Any notice published on the Issuer's website shall be deemed given when published. Any notice sent by letter shall be deemed given three Business Days after being deposited postage prepaid in an envelope addressed to the relevant address. Any notice delivered by courier or personal delivery shall be deemed given when left at the relevant address.

22.4. Failure to send a notice to any Investor, or any defect in such notice, shall not affect the validity or sufficiency of notice given to other Investors.

23. Prescription

23.1. Claims against the Issuer for payment against the Issuer for payment in respect of any Certificate will be prescribed ten years after the relevant Settlement Date. Amounts which become void by prescription shall accrue to the Issuer.

24. Modifications

24.1. The Issuer shall be entitled to amend without obtaining the consent of the Investors any Condition of the General Terms and Conditions, where, in the opinion of the Issuer:

(a) the amendment is (i) of a formal, minor or technical nature or (ii) to correct a manifest or proven error or (iii) to rectify any inconsistency, technical defect or ambiguity in the terms of the Conditions;

(b) the amendment is (i) necessitated or desirable as a consequence of applicable legislation, decisions by courts of law or decisions taken by competent governmental authorities or by rules applied by an exchange or other market operator and (ii) such amendment is not materially prejudicial to the rights of the Investors of the relevant Series affected by such amendment.

24.2. Unless an amendment made pursuant to the provisions in Condition 24 has been made public by the Issuer, whether pursuant to applicable mandatory laws or on a voluntary basis, (i) by way of the publication of a prospectus supplement or (ii) in a manner which enables fast access and complete, correct and timely assessment of the information by the public, the Issuer shall give the Investors of the relevant Series of Certificates notice of such amendment in accordance with the provisions in Condition 22 (Notices).

24.3. No amendment may be made which is inconsistent with mandatory applicable law.

25. Admission to Trading

25.1. Where admission to trading is applicable pursuant to the applicable Final Terms, the Issuer will apply for the relevant Certificates to be admitted to trading on the regulated market, MTF or other market specified in the applicable Final Terms.

25.2. The Issuer will use reasonable efforts to maintain admission to trading of such Series on such market, or on a successor market chosen by the Issuer, until the last practicable trading date prior to the relevant Settlement Date. No assurance is given that any application for admission to trading will be accepted or that any admission to trading, once granted, will be maintained.

25.3. The Issuer may apply for Certificates to be admitted to trading on Spotlight Stock Market MTF in Sweden or on such other regulated market, MTF or trading venue as may be specified in the applicable Final Terms.

26. Severability

26.1. If any provision of these Conditions is or becomes invalid, illegal or unenforceable in any respect under any applicable law, the validity, legality and enforceability of the remaining provisions shall not be affected.

26.2. The invalid, illegal or unenforceable provision shall, to the extent permitted by law, be replaced by a valid, legal and enforceable provision which most closely reflects the commercial purpose of the invalid, illegal or unenforceable provision.

27. No Waiver

27.1. No failure or delay by the Issuer in exercising any right, power or discretion under these Conditions shall operate as a waiver of that right, power or discretion. No single or partial exercise of any right, power or discretion shall prevent any further or other exercise thereof.

28. Purpose and Effect of Final Terms

28.1. In relation to any Certificates, the Base Prospectus contains the information known at the date of the Base Prospectus which is necessary to enable investors to make an informed assessment of the Issuer and the rights attaching to the Certificates, except for information relating to a particular Series which is not known at the date of the Base Prospectus and which can only be determined at the time of issue.

28.2. Any such information shall be set out in the applicable Final Terms. In respect of each Series, the applicable Final Terms shall complete these Conditions for the purposes of that Series only. The terms and conditions applicable to any particular Series of Certificates are these Conditions as completed, specified, amended or supplemented by the applicable Final Terms.

28.3. In the event of any inconsistency between these Conditions and the applicable Final Terms, the applicable Final Terms shall prevail in respect of the relevant Series, except to the extent that such inconsistency would be contrary to mandatory applicable law or the Base Prospectus.

29. Governing law & Jurisdiction

29.1. The Conditions, the Certificates and any non-contractual obligations shall be governed by and construed in accordance with the laws of England and Wales. Title to the Certificates, their constitution, registration and transfer and the effects of registration with a CSD will be governed by the laws applicable to the CSD.

29.2. Any dispute arising from the Certificates, the Conditions, the applicable Final Terms and/or the Base Prospectus shall be subject to the exclusive jurisdiction of the courts of England and Wales.

PURPOSE OF FINAL TERMS

In this section, the expression "necessary information" means, in relation to any Certificates, the information necessary to enable Investors to make an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of the Issuer and of the rights attaching to the Certificates. In relation to any Certificates which may be issued under the Programme, the Issuer has endeavoured to include in this Base Prospectus all of the necessary information except for information relating to such Certificates, which is not known at the date of this Base Prospectus and which can only be determined at the time of an individual issue of a Certificate.

Any information relating to any Certificates, which is not included in this Base Prospectus, and which is required in order to complete the necessary information in relation to a Certificate will be contained in the relevant Final Terms.

In respect of each issue of Certificates, the related Final Terms will, for the purposes of that Certificate only, must be read in conjunction with this Base Prospectus. The terms and conditions applicable to any particular Certificates are the General Terms and Conditions, as completed by the related Final Terms.

FORM OF FINAL TERMS

[**MIFID II PRODUCT GOVERNANCE** – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Certificates has led to the conclusion that: (i) the target market for the Certificates is eligible counterparties[,] [and] professional clients [and retail clients], each as defined in Directive 2014/65/EU, as amended (**MiFID II**); [and] [***EITHER***[1]: (ii) all channels for distribution of the Certificates are appropriate, including investment advice, portfolio management, non-advised sales and pure execution services] [***OR***[2]: (ii) all channels for distribution of the Certificates to eligible counterparties and professional clients are appropriate; [and (iii) the following channels for distribution of the Certificates to retail clients are appropriate – investment advice[,][and] portfolio management[,][and] [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 Certificates (a **distributor**) should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Certificates (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels[, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable][3]. For the avoidance of doubt, the Issuer is not a manufacturer or distributor for the purposes of MiFID II.]

FINAL TERMS DATED [•]

21shares x FalconX Limited
(incorporated in the Cayman Islands with registered number 434011)

LEI: 894500348NRGIIGUX578

Issue of
[*number*] Certificates (the **Certificates**)

pursuant to the Issuer's
Multi Asset Certificates Programme

This document constitutes the Final Terms of the Certificates 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 Certificates 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

1 Include for Certificates that are not ESMA complex pursuant to the Guidelines on complex debt instruments and structured deposits (ESMA/2015/1787) (the **ESMA Guidelines**).

2 Include for Certificates that are ESMA complex pursuant to the ESMA Guidelines. This list may need to be amended, for example, if advised sales are deemed necessary. If there are advised sales, a determination of suitability and appropriateness will be necessary. In addition, if the Certificates constitute "complex" products, pure execution services to retail clients are not permitted without the need to make the determination of appropriateness required under Article 25(3) of MiFID II.

3 If there are advised sales, a determination of suitability will be necessary.

Member State of the Certificates 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 Certificates in any other circumstances.][4]

[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 Certificates 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 Certificates. Accordingly, any person making or intending to make an offer of the Certificates 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 Certificates 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 [•] (**Non-Exempt Offer Jurisdictions**) during the period from [*specify date*] until [*specify date or a formula such as "the Issue Date" or "the date which falls [•] Business Days thereafter"*] (the **Offer Period**).

Neither the Issuer nor any Authorised Participant has authorised, nor do they authorise, the making of any offer of Certificates in any other circumstances.][5]

Terms used herein shall be deemed to be defined as such for the purposes of the relevant General Terms and Conditions of the Certificates indicated in the table below (the **Conditions**) issued by 21Shares x FalconX Limited (the **Issuer**) set forth in the Base Prospectus dated 24 September 2026[, 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 Certificates 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 Certificates 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 at https://www.21shares.com/en-eu/product-documents/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 at https://www.21shares.com/en-eu/product-documents/prospectus by selecting Base Prospectus and then Final Terms and the respective Security Code.

(i) Issue Date	[•]

4 Include this legend for an exempt offer of Certificates.

5 Include this legend for a Non-Exempt Offer.

(ii)	**Series**	[•]
(iii)	**Tranche**	[•]
(iv)	**Certificates outstanding**	[•]
(v)	**Investment Strategy**	[Long Exposure] / [Short Exposure] / [Long/Short Exposure] / [Yield Strategy Exposure] / [Conditional Exposure] / [Volatility Exposure] / [•] [Leverage Factor: [•]] [Rebalance Period: [Daily] / [•]]
(vi)	**Underlying Asset Class(es)**	[[Digital Assets] / [Equity Assets] / [Commodity Assets] / [Indices] / [Fiat Currencies] / [Fixed Income Instruments] / **[Synthetic Asset]** / [Basket]] [Relevant Underlying Exchange: [•]] [Relevant Currency: [•]] [Information regarding past performance, further performance and volatility of the Underlying Asset Class is available, free of charge, at [•]] [Price source[s]: [●]] [or any other price source the Issuer finds suitable at its own discretion] [Price Source Administrator: [•]] *[***When the Underlying Asset Class is a Synthetic Asset add details of the Synthetic Asset and Pricing Reference]**
(vii)	**Reference Asset**	The Reference Asset is the combination of the relevant Underlying Asset Class(es) and the applicable Investment Strategy, as specified above, here [•].
(viii)	**Underlying Instrument(s)**	[[Physical Holdings] / [Exchange-Traded Futures] / [Perpetual Futures] / [Contracts (Swap Agreement)] / [Contracts (Unlisted Structured Note)] / [Options and Other Derivative Instruments]] [Relevant Contract Counterparty / Custodian / FCM / Venue: [•]] [Perpetual Futures Venue: [Name: [●] Jurisdiction of incorporation: [●] Jurisdiction of operation: [●] Regulatory status:[●] Applicable investor protection framework: [●]] [Reference Currency: [•]] Information regarding past performance, further performance and volatility of the Underlying is available, free of charge, at [•]

	[Price source[s]: [●]] [or any other price source the Issuer finds suitable at its own discretion] Lending arrangements: [applicable/not applicable] Currency Hedging arrangements: [applicable/not applicable] [Relevant Lending / Currency Hedging Counterparty: [•]]
(ix) Date on which Certificates become fungible	[Not Applicable / The Certificates shall be consolidated and form a single series with the existing tranches on the [Issue Date] / [*Insert date*]].
(x) Issue Price	[●] *The Issue Price is subject to any applicable fees and commissions of the person offering the Certificate.*
(xi) General Terms and Conditions applicable to the Certificate:	[General Terms and Conditions for Certificates]
Type of Certificate	[Term Certificates, with Scheduled Maturity Date on [date]] / [Perpetual Certificates]
[Index]	[Applicable] [Not Applicable] **[Index:** [•]] **Index Sponsor: [•]]** [**Publishing Party:** [•]] [**Index Calculation Agent:** [•]] [**Index Administrator:** [FTSE International Limited]/[•]. [Information about the index can be obtained at [●]. **Regulation (EU) 2016/1011 (as amended, the "EU BMR"):** **As at the date hereof, [●] [*appears*]/[*does not appear*] in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the EU BMR. [As far as the Issuer is aware, [●], as administrator of [●], is not currently required to obtain authorisation/registration pursuant to Article 2 of the EU BMR.] / [As far as the Issuer is aware, the transitional provisions in Article 51 of the EU BMR apply, such that [●] is not currently required to obtain authorisation/registration (or, if located outside the European Union, recognition, endorsement or equivalence).]** **The EU BMR as it forms part of domestic law in the UK by virtue of the European Union (Withdrawal) Act 2018 (the "UK BMR"):** **As at the date hereof, [●] [*appears*]/[*does not appear*] in the register of administrators and benchmarks established and maintained by the**

	Financial Conduct Authority pursuant to Article 36 of the UK BMR. [As far as the Issuer is aware, [●], as administrator of [●], is not currently required to obtain authorisation/registration pursuant to Article 2 of the UK BMR.] / [As far as the Issuer is aware, the transitional provisions in Article 51 of the UK BMR apply, such that [●] is not currently required to obtain authorisation/registration (or, if located outside the United Kingdom, recognition, endorsement or equivalence).] **Information relating to the Index:** **The governing rules (including the Index Methodology of the Index for the selection and rebalancing of the components of the Index, and any market disruption events and adjustment rules) are based on predetermined and objective criteria.** **The complete set of rules of the Index, and information on the performance of the Index, are freely accessible on the website of the Index Administrator in respect of the Index, available at: [●].]** *Index Underlying Component:* [[•] | **Weight**: [•] | **Relevant Underlying Exchange**: [•] | **Relevant Currency**: [•]] [[•] | **Weight**: [•] | **Relevant Underlying Exchange**: [•] | **Relevant Currency**: [•]] [[•] | **Weight**: [•] | **Relevant Underlying Exchange**: [•] | **Relevant Currency**: [•]] [[•] | **Weight**: [•] | **Relevant Underlying Exchange**: [•] | **Relevant Currency**: [•]] [Not Applicable]
[Basket]	[Applicable] [Not Applicable] [[•] | **Weight:** [[•] | **Weight:** [[•] | **Weight:** [[•] | **Weight:**
Settlement Amount	The Settlement Amount equals the NAV minus the redemption fee equal to [•] plus [•] bps of redemption amount per redemption order. The Settlement Amount may also be subject to additional fees related to slippage (which includes any economic factors that are incurred when entering or exiting a strategy), the transfer of fiat assets and any other fees: $Settlement\ Amount\ =\ Reference\ Asset\ NAV\ -\ rf\ -\ s$ Where: rf = redemption fee

	s = slippage In the case of the Settlement Amount per Certificate as calculated in accordance with the formula set out above being less than the smallest denomination of the Settlement Currency (i.e., U.S.$0.01, €0.01, CHF 0.01, GBP £0.01 or the equivalent in other Settlement Currencies), the Settlement Amount per Certificate shall be deemed to be, and will be, reduced to zero.
NAV	The NAV per Certificate is calculated as follows: $$NAV = \frac{(\sum_{i=1}^{n} p_i \times q_i) - economic\ adjustments}{Certificates\ outstanding}$$ Where: n = number of underlying instruments p(i) = price of underlying instrument i q(i) = quantity of underlying instrument i Economic adjustments = any economic adjustments including investor fee The price source for the underlying instrument is [*specify and describe for each underlying instrument*]. The economic adjustments made for this Series of Certificates are [not applicable, besides investor fee.][*specify*: [Financing fees of [•]],[Trading costs of [•]], other costs of [•],[•].]
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	**A. Investor Fee** Investor fee of [•]% of the aggregate value of the NAV, by reference to the [official closing price / other price] of the Certificate determined at the [official market close / other pricing point] at [enter time of exchange or time of closing valuation] of the relevant primary foreign exchange or trading venue or OTC counterparty, as specified in the Final Terms. **B. Entry/Exit Fee** [Not applicable] / [Entry/exit fee of: [•]%, applicable under [describe conditions]] **C. Performance Fee**

	[Not applicable] / [Performance fee of [•]%, applicable under [describe conditions]] *General Provisions* Fees related to the Certificate will be collected in cash. The Issuer reserves the right to, in its absolute discretion and from time to time, reduce the otherwise applicable fees outlined above to a lower fee or even to zero, in each case on a temporary basis subject to reinstatement of a higher fees.
Distribution	[Not Applicable] [Accumulating] [Distributing] [details of the distribution payments and any fees received by the Issuer in connection to those distribution payments] [*Where other arrangements, such as lending, staking or other distributions linked to certain Underlying Asset Classes, are applicable, include:* [●]% total commission payable on the earned staking/lending rewards/other proceeds or distributions, if any, will be allocated collectively to the [Custodian[(s)] and] the Issuer, net of any tax costs.] Unless, and where applicable only to the extent, the Issuer has agreed to share any net earned rewards or other distributions pursuant to the above, no such earned rewards or distributions will be shared with Investors in any manner.
Calculation Agent:	Name: [•] Address: [•]
Administrator:	Name: [•] Description: [•]
Cash Settlement	[•]
Settlement Currency	[USD] / [EUR] / [other]
Exchange	[details of respective Exchange or MTF] / [•]
[Exchange Business Day]	[As indicated in General Terms and Conditions] / [Other]
Market Maker	[•]
Authorised Participant	[•]
Clearing System:	[SIX SIS AG, Baslerstrasse 100, CH-4600, Olten Switzerland] / [•]

Minimum Investment Amount	[Not Applicable] / [•]
Minimum Trading Lot	[Applicable] [Not Applicable] [USD] [EUR] [CHF] [GBP] [•]
(xii) Responsibility	The Issuer accepts responsibility for the information contained in these Final Terms.
(xiii) [Third Party Information]	[[*Relevant third party information*] has been extracted from [•]. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by [•], no facts have been omitted which would render the reproduced information inaccurate or misleading.]
(xiv) Date of Board of Directors approval of issuance	[•]

PART B – OTHER INFORMATION

(i) Listing and admission to trading	[Application has been made for the Certificates to which these Final Terms apply to be admitted to [the Spotlight Stock Market MTF] [and] [exchange of [●]] [the multilateral trading facility of [●]] [and] [*other*]. The first trading date is expected to be [●].] [Not Applicable]
(ii) [Notification]	[The *Finansinspektionen* (the **SFSA**) of Sweden has provided the competent authorities of [*Germany, Austria and Poland, Czech Republic, Slovakia, Hungary, Romania, Croatia, Estonia, Latvia, Lithuania, Netherlands, Sweden, France, Luxembourg, Italy]/ [and] / [name(s) of relevant EEA host Member State(s)*] with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Regulation.][6]
(iii) 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 Certificates has an interest material to the offer] / [*give details*]
(iv) Additional Considerations	[[Not applicable] / [Add additional considerations]]
(v) ECB eligibility	The Certificates are [not] expected to be ECB eligible.

[6] Only applicable if the approval of the Base Prospectus has been notified by the SFSA to the competent authorities of another EEA Member State; otherwise, this section can be deleted.

(vi)	**[Distribution]**	[Not Applicable] / [An offer of the Certificates may be made by the Authorised Offerors other than pursuant to Article 1(4) of the Prospectus Regulation in [*specify relevant Member State(s) to which the Base Prospectus and any supplements have been passported*] (**Non-Exempt Offer Jurisdiction[s]**) during the Offer Period. See further "Terms and Conditions of the Offer" below.][7]
(vii)	**Additional Selling Restrictions**	[Not Applicable] [*specify*]
(viii)	**ISIN and other Security Codes**	[•]
(ix)	**Names and Addresses of Clearing Systems**	[Euroclear Sweden, [*specify address*]] / [*give details of additional or alternative clearing system(s)*]
(x)	**Reasons for the offer:**	[As stated in the Base Prospectus.]/[*If other, specify*].
(xi)	**Estimated total expenses of the issue/offer and the estimated net amount of the proceeds:**	[Not Applicable] / [The total expenses of the [issue]/[offer] is estimated to amount to [●]. The estimated net amount of the proceeds is estimated to amount to [●].]
(xii)	**Date of authorisation:**	[*specify*]
(xiii)	**Terms and Conditions of the Offer**	[Certificates are made available by the Issuer for subscription only to Authorised Participants]
(xiv)	**Offer Price:**	[Issue Price]/ [*specify*]
(xv)	**Conditions to which the offer is subject:**	[Offers of the Certificates are conditional upon their issue and, as between the Authorised Offeror(s) and their customers, any further conditions as may be agreed between them] [Not Applicable] / [*give details*]
(xvi)	**Description of the application process:**	[Not Applicable] / [*give details*]
(xvii)	**Description of the possibility to reduce subscriptions and manner for refunding**	[Not Applicable] / [*give details*]

7 Only applicable to Non-Exempt Offers; otherwise, this section can be deleted.

	excess amount paid by applicants	
(xviii)	**Details of the minimum and/or maximum amount of application**	[Not Applicable] / [*give details*]
(xix)	**Details of the method and time limited for paying up and delivery of the Certificates**	[Not Applicable] / [*give details*]
(xx)	**Manner in and date on which results of the offer are made available to the public**	[Not Applicable] / [*give details*]
(xxi)	**Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised**	[Not Applicable] / [*give details*]
(xxii)	**Whether tranche(s) have been reserved for certain countries**	[Not Applicable] / [*give details*]
(xxiii)	**Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made**	[Not Applicable] / [*give details*]
(xxiv)	**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] / [*give details*]

(xxv)	**Name and address of financial intermediary/ies authorised to use the Base Prospectus, as completed by these Final Terms (the Authorised Offerors)**	[•] [and] [each Authorised Participant expressly named as an Authorised Offeror on the Issuer's website ([*insert Issuer's web address*]).

Signed Grand Cayman, Cayman Islands

On behalf of

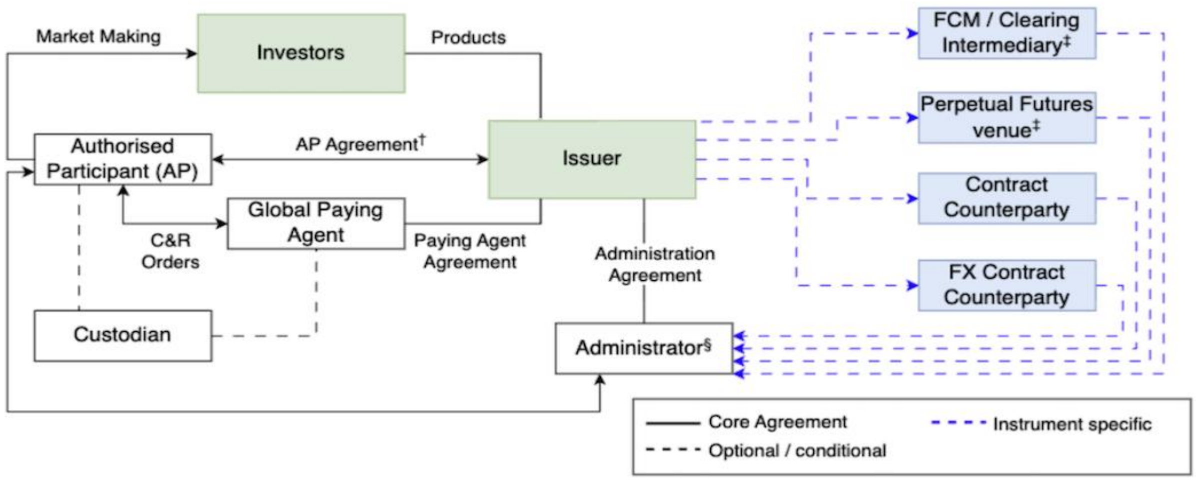
21shares x FalconX Limited

ANNEX – ISSUE SPECIFIC SUMMARY

[*Issue specific summary of the Certificates as per Article 7 of the Prospectus Regulation to be inserted if Certificates are to be publicly offered or admitted to trading on a regulated market in a Member State of the EEA*]

SUMMARY OF THE PARTIES AND THE STRUCTURE

Structure of the Programme



† AP Agreement is the primary contractual relationship between the AP and the Issuer. The Administrator is named in the AP Agreement as the operational recipient of creation and redemption orders on behalf of the Issuer - it is not a contractual party to the AP Agreement.
‡ FCM, CCP, and Perpetual Futures Venue apply to series where the Underlying Instrument is Exchange-Traded Futures or Perpetual Futures.
§ The Administrator issues operational instructions to instrument-specific parties (FCM, Contract or Derivatives Counterparty, Hedging Counterparty) following validation of each creation or redemption order, acting as agent for the Issuer under the Administration Agreement. Identity of all instrument-specific parties will be specified in the relevant Final Terms.

1. Principal Parties

A description of the functions of the principal parties in the structure set out above appears below:

- ***Authorised Participant***: Only an Authorised Participant may initiate the creation or redemption of Certificates directly from the Issuer, other than in the limited circumstances otherwise described herein. Authorised Participants will settle creation and redemption transactions with the Issuer in accordance with the applicable Authorised Participant Agreement and the settlement arrangements described under "The Authorised Participant's Role - Settlement Process".

- **Administrators and Product Calculation Agents:** Pursuant to the Administration Agreements, the Administrators and Product Calculation Agents will: (i) supply, or arrange the supply of, all management and administration services for the Issuer, (ii) as Administrators, be responsible, inter alia, for Authorised Participant administration, general administration and fee calculation among other responsibilities,.(iii) and as Product Calculation Agents, be responsible for making certain determinations and calculations in accordance with the Final Terms of the Certificates, such as whether there has been a Market Disruption Event, the determination of the Settlement Amount and, in respect of redemption by an Authorised Participant in accordance with Condition 5.

- ***Paying Agents***: The Issuer has entered into a Paying Agency Agreement with the Global Paying Agent. The Global Paying Agent (and any other paying agent appointed in respect to a particular Series of Certificates) will be responsible for making payments in accordance with the General Terms and Conditions of the Certificates.

- ***Calculation Agent:*** The Final Terms for each Tranche of Certificates will specify the details of the Calculation Agent. The Certificate Calculation Agent will create portfolio composition files in respect of the Certificates (the PCF) and/or disseminates Indicative Optimized Portfolio Values in respect of the Certificates (the IOPV values).

- ***Index Calculation Agent***: The role of the calculation agent includes, *inter alia*, the calculation of the value of the index and publishing this information in accordance with EU requirements. The Index Calculation Agent will be specified in the relevant Final Terms.

Each of the Authorised Participants, the Administrator, the Global Paying Agent and third parties are not related to the issuer. The Index Calculation Agent or any Index Administrator acting in respect of another applicable Index that serves as an Underlying Asset Class of any Certificate, is also a third party that is not related to the Issuer.

2. Principal Transaction Documents

The following are summaries of certain provisions of the principal agreements entered into by the Issuer in relation to the Programme, which are qualified in their entirety by reference to the detailed provisions of each such agreement. The following summaries do not purport to be complete, and prospective Investors must refer to each programme agreement for detailed information regarding such agreement.

Capitalised terms used in the summaries below but not defined therein shall have the meanings given to such terms in the General Terms and Conditions.

a. *Authorised Participant Agreement*

The Issuer entered into an Authorised Participant Agreement with each of the Authorised Participants. These Authorised Participant Agreements set out the terms on which the Authorised Participants act as Authorised Participants in relation to each Series of Certificates issued by the Issuer under the Programme. The Issuer will enter into Authorised Participant Agreements with any other Authorised Participant on substantially the same terms.

The Authorised Participant Agreements provide that the Issuer has permitted the Authorised Participant to create and redeem the Certificates in accordance with the creation and redemption procedure set out in the Authorised Participant Agreement.

The Authorised Participant Agreements set out the conditions for appointment of the Authorised Participant and termination of the agreement (by either party to the agreement): (i) after giving three (3) months' prior written notice; or (ii) with immediate effect upon the occurrence of any of the following events:

a) if the other party is in material breach of any of its obligations and has failed to remedy such breach without undue delay following of receipt of a notification specifying such breach and requiring its remedy;

b) in the event that any representations are or become incorrect in any material respect;

c) in the event of insolvency, bankruptcy, liquidation or analogous events or the commencement of any proceedings related to the same;

d) if it has reasonable grounds to believe that the other party will not be able to perform its obligations thereunder in any material respect, and the other party has not provided the first party with reasonable assurance in writing that it will perform its obligations without undue delay following of notice by the first party,

e) if it is subject to any change or effect that is materially adverse to its business, financial condition, assets, properties, operations or results of operations of it together with its subsidiaries taken as one enterprise, which change or effect would make it unreasonable for a professional market participant to continue performance.

The Authorised Participant Agreements state that the Issuer and the Authorised Participant are liable to each other only in the case of gross negligence, fraud or wilful misconduct.

The Authorised Participant Agreement entered into with Virtu Financial Ireland Limited is governed by the laws of Switzerland.

b. Administration Agreement

As at 4 September 2026, the Issuer has entered into the Administration Agreement with the Administrator. The Administration Agreement sets out the terms on which each Administrator will act in relation to the Certificates issued under the Programme.

Pursuant to the Administration Agreement, the Administrator agrees to provide certain services, including:

- Daily reconciliation of trades, positions & cash balances.

- Daily reconciliation of trades, positions & cash balances in local currencies on T+0 basis.

- Run full portfolio & accounting on a daily basis.

The Issuer has agreed to indemnify and hold the Administrator harmless against any liability, actions, proceedings, claims, demands, costs or expenses (including but without limitation any reasonable attorneys' fees) whatsoever, which the Administrator may incur or be subject to, in its capacity as providing the services provided under the Administration Agreement, provided, however, that such indemnity shall not apply to any liability or expense occasioned by or resulting from the Administrator's wilful misfeasance, bad faith, fraud or gross negligence in the performance of its duties or from reckless disregard by it of its obligations or duties under the relevant Administration Agreement.

The Administration Agreement with NAV Consulting, Inc is governed by the laws of Illinois.

c. Third Amended and Reinstated Intercompany Services and Financial Transaction Agreement

On 30 July 2026, the Issuer entered into the Third Amended and Reinstated Intercompany Services and Financial Transaction Agreement with all 21Shares group affiliated entities, including Jura Pentium AG and Jura Pentium Limited, pursuant to which, *inter alia*, the Issuer appoints the Jura Pentium AG and Jura Pentium Limited to be the servicers, in its name and on its behalf, and the Jura Pentium AG and Jura Pentium Limited agree to provide or procure the provision of services (the **Services**) required by the Issuer in connection with its establishment of the Programme and the issuance, marketing, creation and redemption of Certificates thereunder, as well as the performance of its obligations under the Transaction Documents and any other such services as the Issuer and Jura Pentium AG and Jura Pentium Limited may agree from time-to-time. In consideration for Jura Pentium AG and Jura Pentium Limited's provision of the

Services, the agreement provides that the Issuer shall pay to Jura Pentium AG and Jura Pentium Limited a service fee. The Agreement is governed by the laws of Switzerland.

d. Paying Agency Agreement

On 3 September 2026, the Issuer entered into a Paying Agency Agreement with the Global Paying Agent. The Paying Agency Agreement sets out the terms on which Bank Frick AG will act as Global Paying Agent in relation to the Certificates issued under the Programme.

Pursuant to the Paying Agency Agreement:

(a) the Global Paying Agent will represent the Issuer with regard to payments made under or in connection with the Certificates through SIX SIS in accordance with the General Terms and Conditions;

(b) the Global Paying Agent is responsible for: (i) the creation of the Certificates as intermediated securities; (ii) the delivery of Certificates to the respective Authorised Participants by way of a “delivery free of payment” method; (iii) disbursing fiat currency to Investors in the event of a redemption of the Certificates as set out in the General Terms and Conditions; (iv) cancellation of intermediated securities in the main register in case of redemptions; and (v) holding the cash balance in the period between the liquidation or sale, respectively, of the Underlying and the return of the cash to Investors;

(c) on a Redemption Date, the Global Paying Agent shall, subject to: (i) transfer of the relevant Certificates terminated and to be redeemed and (ii) receipt of payment of the related taxes and duties, if any, initiate the redemption process via SIX SIS;

(d) the Issuer may appoint additional paying agents in relation to a Series of Certificates if required by the rules of any Authorised Exchange on which Certificates are listed or admitted to trading;

(e) any determinations, decisions and calculations by the Agent shall, save in the case of manifest error or wilful misconduct, be final and binding on the Issuer and the Investors; and

(f) the Issuer shall pay to the Global Paying Agent a service fee.

The Paying Agency Agreement is governed by the laws of Liechtenstein.

Calculation Agency Agreement

The Issuer has entered or will enter, as the case may be, into a calculation agency agreement with the Product Calculation Agent in relation to a Series of Certificates. The Product Calculation Agent for a Series of Certificates will be specified in the relevant Final Terms.

3. Programme Architecture

Under the Programme, the Issuer issues Series of Certificates to Authorised Participants, which are subsequently made available to investors through secondary market trading on the relevant trading venue(s). Each Series provides exposure to the Underlying Instruments, which the Issuer uses to replicate the value of the Reference Assets. The Underlying Instruments that may be used for such purposes is described in section “*DESCRIPTION OF THE UNDERLYING INSTRUMENTS*”.

The Issuer is the sole obligor under the Certificates and is responsible for issuing the Certificates, entering into all Programme-level and Series-specific arrangements and performing all payment obligations to

Investors. The Issuer may hold a range of assets on its balance sheet, including cash, collateral assets and financial instruments such as structured notes, the value of which may be linked, directly or indirectly, to the relevant Reference Assets. The obligations of the Issuer under the Certificates are unsecured unless otherwise specified and rank *pari passu* with its other unsecured obligations. Investors should note that the performance of the Certificates is dependent on the Issuer's ability to realise value from its assets and contractual arrangements, and that the Investors' do not have any right to claim any Underlying Instrument(s).

Investors acquire Certificates either in the secondary market or indirectly via Authorised Participants. Investors have rights solely against the Issuer under the General Terms and Conditions of the Certificates and do not have any direct contractual or proprietary rights against any Administrator, any paying agent, including the Global Paying Agent, Contract or Derivatives Counterparty, Calculation Agent or any other third party, unless expressly provided otherwise in the applicable Final Terms. In particular, Investors have no right to direct or control the Issuer's hedging, underlying or investment arrangements, and bear the credit risk of the Issuer as well as the risks arising from the Issuer's contractual arrangements.

Authorised Participants are financial institutions that have entered into an Authorised Participant Agreement with the Issuer and are the only entities permitted to subscribe for and redeem Certificates directly with the Issuer. The Authorised Participant Agreement governs the issuance and redemption process, including the submission of creation and redemption orders. While the Administrator may act as the operational interface for the processing of such orders, it is not a contractual party to the Authorised Participant Agreement.

The Administrator is appointed pursuant to an Administration Agreement and acts as agent of the Issuer. Its responsibilities include the validation and processing of creation and redemption orders, the maintenance of records in relation to issued Certificates, the coordination of valuation processes and the issuance of operational instructions to relevant counterparties following the validation of orders. The Administrator performs these functions strictly within the scope of its mandate and does not assume any direct obligations to Investors.

The Issuer may appoint one or more paying agents, including a Global Paying Agent, to facilitate payments under the Certificates in accordance with the applicable agency agreements and the rules of the relevant clearing systems.

Where a Series involves the holding of assets, a custodian may be appointed to hold such assets on behalf of the Issuer. Any such assets form part of the Issuer's estate and are not held on trust or otherwise for the direct benefit of Investors unless expressly provided in the applicable Final Terms.

Depending on the structure of a particular Series, the Issuer may enter into arrangements with one or more counterparties, including derivative counterparties, futures commission merchants, clearing intermediaries, trading venues, contract or derivative counterparties, and foreign exchange counterparties. These arrangements are Series-specific and may vary between Series, and the identity of the relevant counterparties will be disclosed in the applicable Final Terms.

The economic exposure of each Series of Certificates is obtained through contractual and/or financial arrangements entered into by the Issuer. These arrangements may include derivative transactions, structured notes or other instruments designed to replicate the performance of the relevant Reference Asset(s). Such notes constitute unsecured claims of the Issuer against the relevant note issuer and may themselves embed or reference the intended economic exposure. They are not necessarily held with an independent custodian and do not give rise to any direct proprietary or security interest in favour of Investors. Accordingly, such notes may function both as assets of the Issuer and as mechanisms through which the economic exposure is delivered, but they do not constitute segregated or investor-protective collateral.

In operational terms, Authorised Participants submit creation and redemption orders to the Issuer, typically via the Administrator. Upon validation of such orders, the Administrator, acting as agent of the Issuer, coordinates the execution of the necessary transactions. The Issuer may then enter into, adjust or unwind derivative positions, acquire or dispose of assets, or interact with counterparties and trading venues in order to maintain the intended exposure. Certificates are subsequently issued to, or redeemed from, Authorised Participants and may be traded in the secondary market.

The value of each Series of Certificates is determined by reference to the value of the relevant exposure and, where applicable, the value of the assets held by the Issuer. Valuation is carried out in accordance with the methodology specified in the General Terms and Conditions and the applicable Final Terms and may involve the use of observable market data, contractual pricing mechanisms and, where necessary, internal or third-party models. Certain instruments, including structured notes, may not have a continuous independent market quotation, and valuation may therefore involve a degree of judgement.

The Certificates are obligations of the Issuer only, and Investors have no direct recourse to any counterparty, note issuer or Underlying Instrument. Any losses arising from counterparty default, derivative arrangements or the valuation of assets held by the Issuer will be borne by the Issuer and reflected in the value of the Certificates. In the event of an insolvency of the Issuer, Investors will rank as unsecured creditors unless otherwise specified in the applicable Final Terms.

The Programme is therefore characterised by a centralised issuer model with Series-specific exposure mechanisms, allowing for synthetic and/or hybrid replication of Reference Assets within a flexible structural framework.

4. Summary of Certificates Creation and Redemption Process

The issue and redemption mechanism of the Certificates is intended to support secondary market liquidity and to facilitate alignment between the trading price of the Certificates on Spotlight Stock Market AB or any other relevant trading venue and the value of the relevant Underlying Instrument(s).

The Certificates are issued in dematerialised uncertificated form and registered with SIX SIS AG ("**SIS**") as issuer central securities depository, in accordance with the Swiss Financial Market Infrastructure Act (FMIA). Investor holdings are maintained through the relevant investor central securities depository (relevant investor CSD), pursuant to its rules and applicable local law. Accordingly, the issuance, transfer and cancellation of Certificates in connection with creations and redemptions are effected through book-entry transfers within the central securities depository system and do not involve the physical delivery of any Reference Asset(s) or any Underlying Instrument(s). The consideration payable between the Issuer and an Authorised Participant may be settled separately in accordance with the applicable Authorised Participant Agreement.

Except in limited circumstances described in the General Terms and Conditions, only an Authorised Participant may apply for or redeem Certificates directly with the Issuer. All other persons must buy and sell Certificates through trading on the relevant trading venue on which the Certificates are admitted to trading.

The Issuer does not require, and Authorised Participants are not permitted, to deliver any Reference Asset(s) or Underlying Instrument(s) in connection with the creation or redemption of Certificates. Instead, the Issuer establishes, maintains and unwinds the relevant exposure to the Reference Assets through contractual and financial arrangements entered into at its own level (i.e. the Underlying Instruments).

5. Creation Process of the Certificates

An Authorised Participant may submit a creation order to the Issuer via the designated order platform on the relevant order date (T). Creation orders must specify the number of Certificates to be created and must satisfy any minimum creation size requirements if specified in the applicable Final Terms. The Issuer, acting through the Administrator, verifies that the order complies with the General Terms and Conditions, the applicable Final Terms, and the Authorised Participant Agreement.

Following confirmation of acceptance of a creation order, the Authorised Participant shall pay or otherwise satisfy the applicable Subscription Amount in cash in the Settlement Currency or, in accordance with the relevant Authorised Participant Agreement and a separate USDC Back-End Arrangement with the Issuer and/or Contract Counterparty, an amount of USDC having an aggregate value in the Settlement Currency equal to the Subscription Amount in line with, determined in accordance with the applicable USD/USDC Conversion Rate, together with any applicable fees (together, the "Subscription Amount") within the prescribed settlement timeframe, typically on a T+1 basis unless otherwise specified. When the Authorised Participant has entered a separate USDC Back-End Arrangement with the Issuer and/or Contract Counterparty, the Authorised Participant will convert or use cash received in connection with the transaction into USDC for operational funding, hedging or reconciliation purposes. Any such USDC transfer is separate from the Investor's payment and does not constitute payment by the Investor to the Issuer or payment of any amount to an Investor.

Upon confirmation of receipt of the Subscription Amount, the Issuer establishes or adjusts the exposure corresponding to the newly issued Certificates. Such exposure is obtained through arrangements entered into by the Issuer, which may include derivative transactions, structured instruments (including notes), or other financial arrangements referencing the relevant Reference Assets (i.e. the Underlying Instrument(s)).

The Administrator, acting as agent of the Issuer, coordinates the operational execution of these steps, including issuing instructions to relevant counterparties or service providers where required.

Following completion of the creation process, the relevant number of Certificates is issued and credited in book-entry form to the Authorised Participant's securities account in the CSD.

No Certificates will be issued unless and until the Subscription Amount and any applicable fees have been paid or otherwise satisfied in full by or on behalf of the Issuer in accordance with the applicable creation arrangements.

6. Redemption Process

a. Authorised Participant Redemption

An Authorised Participant may request redemption of Certificates by submitting a redemption order via the designated order platform in accordance with the Authorised Participant Agreement. The Issuer, acting through the Administrator, verifies that the redemption order complies with the General Terms and Conditions, the applicable Final Terms, and the Authorised Participant Agreement.

The Authorised Participant must deliver the relevant number of Certificates to the Issuer's account within the CSD prior to the applicable cut-off time. Upon confirmation of receipt of the Certificates, the Issuer proceeds to determine the applicable Settlement Amount by reference to the value of the relevant Underlying Instrument(s), as specified in the General Terms and Conditions and the applicable Final Terms.

In order to fund the redemption, the Issuer will unwind, reduce or otherwise adjust the economic exposure corresponding to the redeemed Certificates. Depending on the structure of the relevant Series, this may involve, inter alia, terminating or partially closing derivative transactions, disposing of or realising structured instruments (including notes), or otherwise monetising positions referencing the relevant Underlying Asset Class. The value realised through such transactions, taking into account applicable market prices, spreads, costs, fees and timing of execution, forms the economic basis for the Settlement Amount payable to the Authorised Participant.

The Issuer is not required to unwind any specific transaction on a one-to-one basis with the redeemed Certificates and may manage its exposure on a portfolio basis. Accordingly, the Settlement Amount reflects the Issuer's overall exposure to the relevant Underlying Instrument(s) used to replicate the Reference Asset(s) rather than the proceeds of any individually identified asset or transaction. The Settlement Amount payable in respect of an Authorised Participant redemption is determined and payable in the Settlement Currency in accordance with the General Terms and Conditions and the applicable Final Terms. The Authorised Participant, the Issuer and/or the Contract Counterparty may use an USDC Back-End Arrangement in connection with the funding, unwinding, hedging or reconciliation of the transaction. Amounts payable by the Issuer to Investors are payable in the Settlement Currency. Any USDC Back-End Arrangement is operational and separate from those payment obligations.

Following the completion of the relevant exposure adjustments, the Issuer will pay to the Authorised Participant a cash amount, or in line with a USDC Back-End Arrangement, a USDC amount, equal to the Settlement Amount, less any applicable fees, costs or adjustments. Settlement of the Settlement Amount typically occurs on a T+1 basis unless otherwise specified.

b. Investor and Issuer Redemption

Investor and Issuer redemption may occur upon the occurrence of specified events, including termination of a Series by the Issuer, illegality, market disruption, or tax-related events, in each case in accordance with the General Terms and Conditions.

In such circumstances, the Issuer will determine the applicable Settlement Amount by reference to the value of the relevant Underlying Instrument(s) used to replicate the value of the Reference Asset(s) at the applicable valuation time. In order to fund such redemption, the Issuer will unwind, terminate or otherwise adjust its exposure to the relevant Underlying Instrument(s).

The proceeds of such actions, subject to market conditions, execution timing, costs, fees and any applicable adjustments, will form the basis of the Settlement Amount payable to Investors. Payment will be made through the relevant investor CSD against cancellation of the relevant Certificates in the Investors' securities accounts.

All Redemptions under the Programme are effected on a cash-settled basis. Investors have no right to receive any Reference Asset(s) or Underlying Instrument(s).

Use of Proceeds

Unless otherwise stated in the relevant Final Terms, the reason for any offer being made under the Base Prospectus is to generate general corporate income for the Issuer. Management fees represent the Issuer's main source of income and are determined by the amount of the assets under management (AuM), the predetermined management fee rate, and the price level of the Reference Asset(s) compared to the Underlying Instrument(s). The Issuer intends to use the net proceeds from each issue of Certificates for the purpose of hedging its obligations in respect of the issuances of Certificates, such as buying the Underlying Instrument(s), funding any related FCM Account(s) or margin account as may be required to maintain replication to the Reference Asset(s). It is expected that issued Certificates over time will generate general corporate income for the Issuer in the form of any fees payable to the Issuer under the issued Certificates and income from trading, staking and lending activities relating to any Underlying Instrument(s) the Issuer may hold from time to time.

7. Clearing and Settlement

Form of Certificates

Certificates may be issued as Series of Certificates (or Tranches of the same Series of Certificates) comprising Uncertificated Securities. Uncertificated Securities will be issued in dematerialised uncertificated form as simple uncertificated securities (*einfache Wertrechte*) within the meaning of article 973c of the Swiss Code of Obligations.

Where the CSD with respect to the Uncertificated Securities is SIS, such Certificates will, if the central securities depository is SIS, be entered into the main register of the CSD (*Hauptregister*) (the "**Main Register**") or, if the central securities depository is Iberclear, be booked and remain in the account of SIS in the core system of Iberclear, ARCO, and SIS mirrors such holding in its own core system, SECOM. Once the Certificates are registered in the Main Register of SIS and entered into the accounts of one or more participants of SIS, or created in ARCO and booked into the SIS account in ARCO, they will constitute intermediated securities (*Bucheffekten*) in accordance with the provisions of the Swiss Federal Intermediated Securities Act of 3 October 2008, as amended.

Uncertificated Securities are issued in dematerialised form and are not constituted by any physical document of title.

Exchange and transfer

All transactions in respect of Uncertificated Securities must be effected through an account with SIS subject to and in accordance with the rules, procedures and practices of the Issuing Agent and SIS.

If at any time Securities cease to be, or notice is received by or on behalf of the Issuer that the Securities will cease to be, held in uncertificated form and/or accepted for clearance through SIS and/or SIS is closed for business for a continuous period of fourteen (14) calendar days (other than by reason of holidays, statutory or otherwise) and/or SIS announces an intention permanently to cease business or does in fact do so, the Securities shall continue to be in registered form and the Issuer and the Paying Agent(s) and any other relevant third party may agree such procedures as they determine necessary in relation to the transfer of the Certificates and shall as soon as reasonably practicable give notice thereof to the investors. None of the Issuer, the investors, the Paying/Issuing Agent, Administrator, Calculation Agent, or any other person shall at any time have the right to affect or demand the conversion of the Certificates into, or the delivery of, a permanent global certificate (*Globalurkunde*) or individually certificated securities (*Wertpapiere*).

PROGRAMME REFERENCE PRICES AND INDEX INFORMATION

The information in this section (Programme Indices) consists only of information provided to the Issuer by the respective Index Administrators and Price Source Administrators. The Issuer accepts responsibility for the accurate reproduction of such information. As far as the Issuer is aware and is able to ascertain from information published by the respective Index Administrators and Price Source Administrators, no facts have been omitted which would render such reproduced information inaccurate or misleading. The information below is subject to change. The current index guide at any time will be available on https://21shares.com/ir/index-guides. No information from the Issuer's website or any other website listed herein is incorporated by reference into this Base Prospectus. For the purposes of this section (Programme Indices) only, the term "calculation agent" means any calculation agent appointed by the respective Index Administrators.

PROGRAMME REFERENCE PRICES

Reference prices when Underlying Asset Class are "Digital Assets" and/or "Synthetic Assets" may be retrieved from one of the following sources, as specified in the Final Terms:

FTSE Global Digital Asset Index Series

The FTSE Global Digital Asset Index Series is a family of broad-based digital asset indices designed to measure the performance of the digital asset market. The complete set of rules, information on performance and details of the digital asset reference prices, index, price calculation and methodology appear on our webpage, as well as index series ground rules which is freely accessible and can be downloaded from: https://www.lseg.com/en/ftse-russell/indices/digital-asset#t-methodology.

Kaiko Capital Markets Reference Rates

The Kaiko Capital Markets Reference Rates are a family of reference rates covering equities, commodities and foreign exchange, produced by Kaiko Indices SAS. The complete set of rules, information on performance and details of the reference rates, price calculation and methodology appear in the index rulebook which is freely accessible and can be downloaded from: https://www.kaiko.com/indices-resources.

Other Indices

The Issuer may elect to use other indices, reference prices, Price Source Administrators and Index Administrators (other than as described above), which shall be specified in the relevant Final Terms. Such indices are not limited to indices whose administrators are included in the public register maintained by ESMA pursuant to Article 36 of Regulation (EU) 2016/1011. The underlying constituents of such indices or reference prices may consist of one or more Underlying Asset Classes and the relevant index or price source will be administered by an Index Administrator or Price Source Administrator.

The relevant Final Terms will specify the name of the relevant index or price source and indicate where information relating to the index or price source may be obtained, including where information concerning its past performance and volatility may be obtained by electronic means and whether such information is available free of charge.

Where an index or price source is composed by the Issuer or an entity belonging to the same group as the Issuer, or is provided by a legal entity or natural person acting in association with, or on behalf of, the Issuer, and the administrator of such index or price source is not included in the public register maintained by ESMA pursuant to Article 36 of Regulation (EU) 2016/1011, the complete set of rules of the index or price source and information on its performance will be freely accessible on the Issuer's or the relevant index provider's website, and the governing rules of the index or price source, including its methodology for the selection and re-balancing of its components and its provisions relating to market disruption events and adjustment rules, will be based on predetermined and objective criteria.

ADDITIONAL DISCLAIMERS FOR THE PROGRAMME INDICES

Additional Disclaimers Applicable to Certificates when FTSE Global Digital Asset Index Series is used as the reference price for the Underlying Asset Class

The Certificates have been developed solely by the Issuer. The Certificates are not in any way connected to or sponsored, endorsed, sold or promoted by the London Stock Exchange Group plc and its group undertakings (collectively, the "LSE Group"). FTSE Russell is a trading name of certain of the LSE Group companies.

All rights in the FTSE Global Digital Asset Index Series (the "Index") vest in the relevant LSE Group company which owns the Index. "FTSE®", "Russell®", "FTSE Russell®", "FTSE4Good®", "ICB®" and all other relevant trademarks are trademarks of the relevant LSE Group company and are used by any other LSE Group company under license.

The Index is calculated by or on behalf of FTSE International Limited or its affiliate, agent or partner. The LSE Group does not accept any liability whatsoever to any person arising out of (a) the use of, reliance on or any error in the Index or (b) investment in or operation of the Certificates. The LSE Group makes no claim, prediction, warranty or representation either as to the results to be obtain.

Additional Disclaimers Applicable to Certificates where Kaiko Indices SAS is used as the Price Source Administrator for the Underlying Asset Class

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KAIKO DOES NOT GUARANTEE THE ORIGINALITY, ACCURACY, COMPLETENESS, OR TIMELINESS OF ANY INDEX, REFERENCE RATE, OR DATA PROVIDED HEREUNDER. KAIKO SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS IN THE CALCULATION OR DISSEMINATION OF ANY INDEX OR REFERENCE RATE, NOR SHALL IT BE LIABLE FOR ANY DAMAGES, INCLUDING BUT NOT LIMITED TO DIRECT, INDIRECT, SPECIAL, PUNITIVE, OR CONSEQUENTIAL DAMAGES, EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

UNDER NO CIRCUMSTANCES SHALL ANY PERSON OR ENTITY CLAIM ANY AFFILIATION WITH KAIKO WITHOUT THE PRIOR WRITTEN CONSENT OF KAIKO.

FEES RELATED TO THE CERTIFICATES

Each Series of Certificates is subject to an investor fee (the "**Investor Fee**") in the amount specified in the applicable Final Terms. The Investor Fee accrues on a daily basis from (and including) the Issue Date until redemption. The Investor Fee is intended to compensate the Issuer for the establishment, operation and maintenance of the relevant Series, including the costs of administration, calculation, listing, settlement, service providers, exposure maintenance and general programme operations.

Unless otherwise specified in the applicable Final Terms, the Investor Fee shall accrue daily from and including the Issue Date up to, but excluding, the relevant Redemption Date. The Investor Fee shall be calculated by applying the applicable annual fee rate to the value of the relevant Series, as determined by reference to the Reference Price, Net Asset Value, indicative value or other valuation measure specified in the applicable Final Terms at 17.00 CET time. The daily Investor Fee will generally be calculated by dividing the applicable annual rate by 365, or by such other day-count convention as may be specified in the Final Terms.

The Investor Fee is not normally invoiced separately to Investors. Instead, it is embedded in the calculation of the value of the Certificates and reduces the Reference Price, Net Asset Value, indicative value, Settlement Amount, as applicable, over time. Accordingly, the Investor Fee has a cumulative effect and will reduce the return of the Certificates even where the relevant Reference Asset(s) or Underlying Instrument(s) is unchanged in value.

Where the value of a Series increases, the absolute amount of the Investor Fee deducted will also increase, as the fee is applied to a higher value base. Conversely, where the value of a Series decreases, the absolute amount of the Investor Fee deducted will decrease. The economic effect of the Investor Fee is therefore proportionate to the value of the Certificates from time to time.

The Issuer may, in its sole discretion, reduce the Investor Fee applicable to any Series, including to zero, for such period as it determines. Any such reduction shall not constitute a waiver of the Issuer's right subsequently to reinstate the Investor Fee up to the maximum level specified in the applicable Final Terms. Any temporary reduction or reinstatement will be applied in accordance with the methodology specified in the applicable Final Terms and, where required, notified to Investors.

This fee is generally deducted in cash following the procedure described in "*Investor Fee*" below, unless otherwise specified in the relevant Final Terms.

Investor Fee

The Certificates pay operation fees, which accrues at a rate per annum equal to the Investor Fee. The Issuer uses this fee to pay other service providers of the Issuer and fund its own daily operations. The rate will be set out in the relevant Final Terms, and is applied to the relevant Reference NAV on a daily basis to determine the daily deduction of an amount of the relevant asset from the relevant Underlying Instruments.

The Issuer reserves the right to, in its absolute discretion and from time to time, reduce the otherwise applicable Investor Fee to a lower fee or even to zero, in each case on a temporary basis subject to reinstatement of a higher Investor Fee (capped at the maximum level of the original Investor Fee).

The NAV, as applicable, is decreased daily at a rate equal to the portion of the Investor Fee applicable to such day, thus affecting the Underlying as applicable, calculation for the subsequent trading day.

Creation and Redemption Fees

Application fees, creation fees, redemption fees or similar transaction fees may be payable by Authorised Participants in connection with the creation or redemption of Certificates, as specified in the applicable Final Terms and/or the relevant Authorised Participant Agreement.

Such fees are separate from the Investor Fee and may be charged to compensate the Issuer for costs associated with processing creation and redemption orders, including administrative costs, settlement costs, exposure establishment or unwind costs, transaction costs, execution costs, market impact, funding costs, hedging costs, financing costs and any fees charged by counterparties or service providers.

Investors who buy or sell Certificates on the secondary market do not pay creation or redemption fees directly to the Issuer. However, such Investors may bear costs indirectly through the market price at which they buy or sell Certificates, including bid-offer spreads, brokerage commissions, execution costs and any fees charged by intermediaries, market makers or trading venues.

Exposure Costs and Synthetic Replication Costs

The value of the Certificates may be affected by costs and charges arising from the Issuer's arrangements for obtaining and maintaining exposure to the relevant Reference Assets by purchasing, holding and selling the Underlying Instrument(s). These costs are distinct from the Investor Fee unless expressly included in the Investor Fee pursuant to the applicable Final Terms.

Such costs may include, without limitation, swap costs, derivative counterparty charges, funding costs, financing spreads, margin costs, collateral costs, liquidity costs, execution costs, transaction costs, roll costs, borrowing or lending costs, bid-offer spreads, market impact, clearing fees, exchange fees, custody fees, settlement fees, taxes, duties and any costs associated with entering into, maintaining, adjusting, replacing, closing out or unwinding any derivative transaction, structured note, futures contract, swap, forward, option or other financial arrangement used by the Issuer to obtain or maintain the relevant exposure.

Where exposure is obtained through a structured note, credit instrument or other contractual arrangement, the price or value of such Underlying Instrument may itself incorporate fees, spreads, funding costs, credit charges, structuring costs, issuer margins or other economic adjustments. Such amounts may reduce the value of the Underlying Instrument and may not be separately itemised unless specified in the applicable Final Terms. Where the applicable Underlying Instrument incorporates financing or funding components, transaction costs, rebalancing costs or other economic adjustments, such amounts will be reflected in the value of the relevant Underlying Instrument and, accordingly, in the NAV of the relevant Series of Notes, and may increase or decrease such value depending on their nature and direction.

Where exposure is obtained through futures or other instruments requiring periodic roll-over, the value of such Underlying Instrument may be affected by roll costs or roll gains. These may arise where expiring contracts are replaced with contracts of a later maturity and may be affected by market conditions, including contango, backwardation, liquidity, bid-offer spreads and execution costs.

Where exposure is obtained through swaps or other over-the-counter derivatives, the value of such Underlying Instruments may be affected by the pricing terms of the relevant derivative, including funding components, collateral assumptions, credit charges, counterparty spreads, reset mechanics and close-out costs.

When the Issuer, the Authorised Participant or/and the Contract Counterparty have entered into a USDC Back-End Arrangement, Investors do not bear any USDC conversion spread, slippage, blockchain fee, wallet fee or other transaction expense arising solely from an USDC Back-End Arrangement as an Investor fee. Such matters are governed by the arrangements between the Authorised Participant, the Issuer and/or the Contract Counterparty. They may nevertheless create indirect operational, liquidity, counterparty or timing risks for the relevant Series. Costs and expenses arising solely from the USDC Back-End

Arrangement are not payable by Investors as fees or expenses of the Certificates. Any economic allocation of such costs among an Authorised Participant, the Issuer and the Contract Counterparty is governed by their separate arrangements and does not amend the amount payable to an Investor under the Certificates.

All such costs and charges may be reflected in the Reference Price, Net Asset Value, indicative value, Settlement Amount or secondary market price of the Certificates, as applicable.

Secondary Market Spreads and Trading Costs

The secondary market trading price of the Certificates may differ from their Reference Price, NAV, or indicative value. Such difference may reflect, among other things, bid-offer spreads, market maker margins, trading venue fees, brokerage fees, liquidity conditions, volatility, execution costs, funding costs, creation and redemption costs and market perception of the Issuer's credit risk.

Market makers and Authorised Participants may include their own spreads, margins and costs in the prices at which they are willing to buy or sell Certificates. Such spreads may widen materially in stressed market conditions or where the relevant Reference Asset(s) or Underlying Instrument(s) becomes difficult to value, hedge, trade or settle.

Accordingly, an Investor who buys or sells Certificates on a trading venue may receive a price that is materially different from the value of the relevant Reference Asset(s) or Underlying instrument(s) at that time.

Entry and Exit Fees

An entry fee, an exit fee, or both may apply to a Series of Certificates, as specified in the relevant Final Terms. Where an entry fee applies, it will be charged by the Issuer upon the creation of Certificates by an Authorised Participant and will be deducted from the Net Asset Value of the relevant Series of Certificates at the time of creation. Where an exit fee applies, it will be charged by the Issuer upon the redemption of Certificates by an Authorised Participant and will be deducted from the redemption proceeds payable in respect of the redeemed Certificates. Entry and exit fees compensate the Issuer for transaction costs incurred in connection with the acquisition or disposal of Underlying Assets or the establishment or unwinding of Underlying Instrument positions following a creation or redemption of Certificates. The rate of any applicable entry or exit fee, the basis on which it is calculated, and the circumstances in which it applies will be specified in the relevant Final Terms. Where no entry fee or exit fee is specified in the relevant Final Terms, no such fee will apply to that Series of Certificates.

Performance Fee

A performance fee may apply to a Series of Certificates, as specified in the relevant Final Terms. Where a performance fee applies, it will be charged by the Issuer where the Net Asset Value per Certificate exceeds the performance threshold specified in the relevant Final Terms over the performance period specified therein.

Taxes, Withholding and Deductions

Payments, income, returns or other amounts relating to the Certificates, the Reference Assets(s), or the Underlying Instrument(s) may be subject to withholding tax, transaction tax, stamp duty, financial transaction tax, income tax, capital gains tax, value added tax or other taxes, duties, levies or governmental charges.

Any such taxes, duties, charges or deductions may reduce the value of the Certificates, the Reference Price, Net Asset Value, Settlement Amount or Settlement Amount. Unless expressly specified otherwise in the applicable Final Terms, the Issuer will not pay any additional amount or gross-up in respect of any such tax, duty, withholding or deduction.

Each Investor is responsible for assessing its own tax position in connection with the acquisition, holding, transfer, redemption, or disposal of Certificates.

Income, Distributions and Other Economic Benefits

The relevant Underlying Instrument(s) may generate income, distributions or other economic benefits. Such amounts may include staking rewards, validator rewards, mining rewards, airdrops, forks, dividends, dividend-equivalent payments, substitute payments, coupon payments, interest, returns on collateral, returns on cash balances, lending income generated from the lending of Underlying Instruments to third-party borrowers, or other amounts received or economically attributable to the Issuer's exposure arrangements.

Unless expressly specified otherwise in the applicable Final Terms, Investors shall have no direct entitlement to any such income, distribution, reward or benefit, including any income or profits generated from the lending of Underlying Instruments. Any such amount, including any Lending Income, shall be retained by the Issuer for its own account and at its sole discretion, and may be used to offset costs, reflected in whole or in part in the value of the Certificates, or treated in such other manner as the Issuer determines appropriate. No Investor shall have any right to require the Issuer to enter into, maintain, disclose or account for any lending arrangement in respect of any Underlying Instrument.

Where the applicable Final Terms provide that any such income or benefit is to be reflected in the value of the Certificates, the amount so reflected may be net of any taxes, deductions, fees, costs, expenses, spreads, transaction costs, custody costs, validation costs, staking costs, operational costs or other amounts incurred by or on behalf of the Issuer.

Staking Rewards and Digital Asset Benefits

Where the relevant Underlying Instrument(s) includes Digital Assets that may give rise to staking rewards, validator rewards, mining rewards, forked assets, airdrops, governance tokens or similar benefits, there can be no assurance that the Issuer will be able or willing to participate in, claim, realise or monetise such benefits.

Unless expressly specified otherwise in the applicable Final Terms, any staking rewards, validator rewards, mining rewards, forked assets, airdropped assets, governance tokens or similar benefits received or capable of being received by the Issuer or any counterparty in connection with the relevant exposure arrangements shall not be distributed directly to Investors.

Where such benefits are reflected in the value of the Certificates, they may be reflected net of all applicable costs, fees, taxes, deductions and operational expenses. The Issuer may determine not to claim, participate in or monetise any such benefit where doing so would, in its opinion, be impracticable, uneconomic, legally uncertain, operationally burdensome or inconsistent with the relevant Series.

Dividends and Equity-Linked Amounts

Where the relevant Underlying Instrument(s) includes equity securities, depositary receipts, equity indices or equity-linked instruments, the economic exposure may be affected by dividends, dividend-equivalent payments, distributions, return of capital, corporate actions or other equity-linked amounts.

Any such amounts may be reflected in the value of the Certificates, the relevant derivative transaction, structured note, index methodology or Final Terms. In particular, where exposure is obtained synthetically, the treatment of dividends or dividend-equivalent amounts may depend on the terms of the relevant swap, future, option, note or other financial arrangement and may differ from the treatment that would apply to a direct Investor of the relevant equity security.

Dividends, dividend-equivalent payments and other equity-linked amounts may be subject to withholding tax or other deductions. Investors will not receive any gross-up or compensation for such taxes or deductions unless expressly specified in the applicable Final Terms.

Commodity-Linked Costs

Where the relevant Underlying Instrument(s) includes commodities or commodity-linked instruments, the value of the Certificates may be affected by costs and economic factors associated with commodity exposure. These may include storage costs, insurance costs, transportation costs, financing costs, roll costs, futures curve effects, exchange fees, clearing fees, transaction costs and bid-offer spreads.

Where the relevant exposure is cash-settled or obtained synthetically, Investors shall have no right to receive physical delivery of any commodity, warehouse receipt, warrant, futures contract, or other commodity-related asset.

Conflicts of Interest in Fees and Costs

The Issuer, the Calculation Agent, the Administrator, any Derivatives Counterparty, Authorised Participant, Market Maker or other service provider may receive fees, spreads, margins or other economic benefits in connection with the Certificates or the arrangements used to obtain exposure to the relevant Reference Assets (i.e. the Underlying Instrument(s)).

Such arrangements may give rise to conflicts of interest, including where an affiliate of the Issuer acts as counterparty, calculation agent, service provider or market participant. The existence and nature of any material conflicts will be disclosed in the applicable Final Terms or elsewhere in this Base Prospectus where required.

Effect of Fees and Costs on Returns

All fees, costs, charges, spreads, taxes, deductions and economic adjustments described in this section may reduce the return of the Certificates. Their impact may be greater for Certificates that are held for longer periods, Certificates referencing volatile or illiquid Reference Asset(s) or Underlying Instrument(s), and Certificates whose exposure is obtained through derivatives or structured instruments.

Investors should therefore consider not only the performance of the relevant Reference Assets and/or Underlying Instrument(s), but also the impact of fees, costs and economic adjustments when assessing an investment in the Certificates.

THE AUTHORISED PARTICIPANT'S ROLE

Only Authorised Participants are able to request the Issuer to create or redeem Certificates to be issued under the Programme, unless through special circumstances noted elsewhere in this document (including the Investors' put option set out in the General Terms and Conditions). Authorised Participants may also act as Market Makers (*i.e.*, buying and selling Certificates from and to Investors on an over-the-counter basis or via a securities exchange or trading venue). However, not all Market Makers need to be Authorised Participants and vice versa.

An Authorised Participant must also have entered into an Authorised Participant Agreement with the Issuer dealing with, amongst other things, the rights and obligations of the Authorised Participant in relation to applying for and redeeming the Certificates.

The Issuer will use reasonable efforts to ensure that at all times for the duration of the Programme there is at least one Authorised Participant. In the event that at any time there are no Authorised Participants, Investors will be permitted to redeem the securities respectively held by them directly from the Issuer.

It is intended that Authorised Participants will sell Certificates in the secondary market to Investors who have either directly approached the Authorised Participant(s) or to Investors on a securities exchange or trading venue on which the Certificates are listed (as applicable) for a purchase price agreed between the Authorised Participant and such Investor(s) in respect of the Certificates. Investors may sell the Certificates from time-to-time in the secondary market to third parties or to Authorised Participants. As such, the Certificates are freely transferrable on the secondary market.

Authorised Participants

Virtu Financial Ireland Limited

Virtu Financial Ireland Limited was incorporated on June 11, 2009 and is located at Whiteaker Court, Whitaker Square, Third Floor, Block C, Sir John Rogerson's Quay, Dublin, Ireland. It is a company operating under the laws of Ireland. It is registered under Registration Number 471719.

The Issuer may onboard additional Authorised Participants with respect to the Programme. For more information and the full list of about our Authorised Participants please visit https://www.21shares.com/en-eu/product-documents/aps

Application Process

Certificates may be issued upon application by an Authorised Participant. There is no minimum number of Certificates that must be applied for in order to ensure creation.

Settlement Process

When initiated by an Authorised Participant, the Certificates are created and redeemed on a cash-settled basis, provided that the relevant cash-denominated creation or redemption amount may, where agreed with the Issuer, be satisfied by delivery of an equivalent value of USDC in accordance with the applicable Final Terms and Authorised Participant Agreement. The Programme does not operate an in-kind settlement mechanism and does not require the delivery of any Reference Asset(s), Underlying Instrument(s), or other financial instruments to Authorised Participants.

An Authorised Participant submitting a creation order is required, following validation of such order by the Issuer (acting through the Administrator), to transfer to the Issuer the applicable subscription amount in cash, in the relevant Settlement Currency, together with any applicable fees, within the prescribed settlement timeframe, typically on a T+1 Business Day basis unless otherwise specified in the applicable Final Terms.

Upon receipt of the subscription amount, the Issuer establishes or adjusts the economic exposure corresponding to the newly issued Certificates through contractual and financial arrangements entered into at its own level (i.e. the Underlying Instrument(s)). The Underlying Instruments are described in the section “Description of the Underlying Instruments”. The execution of such arrangements may give rise to transaction costs, spreads or market impact, which are reflected in the pricing of the Certificates or otherwise allocated in accordance with the General Terms and Conditions, the applicable Final Terms, or the Authorised Participant Agreement.

The Administrator, acting as agent of the Issuer, coordinates the operational execution of the creation process, including issuing instructions to relevant counterparties or service providers where required. Following completion of the creation process, the relevant number of Certificates is issued and credited in book-entry form to the Authorised Participant’s securities account within the CSD .

No Certificates will be issued unless and until the full subscription amount and any applicable fees have been received by or on behalf of the Issuer.

Redemption Process

An Authorised Participant may request redemption of Certificates by submitting a redemption order in accordance with the Authorised Participant Agreement. Following validation of the redemption order, the Authorised Participant is required to deliver the relevant number of Certificates to the Issuer’s account within the relevant CSD prior to the applicable cut-off time.

Upon confirmation of receipt of the Certificates, the Issuer determines the applicable Settlement Amount in accordance with the General Terms and Conditions and the applicable Final Terms, by reference to the value of the relevant Underlying Instrument(s) less fees.

In order to fund the redemption, the Issuer will unwind, reduce or otherwise adjust the corresponding exposure associated with the redeemed Certificates. Depending on the structure of the relevant Series, this may involve terminating or partially closing derivative transactions, realising or disposing of structured instruments (including notes), or otherwise monetising positions referencing the relevant Underlying Instrument(s). The Issuer may manage such adjustments on a portfolio basis and is not required to unwind any specific transaction on a one-to-one basis with the redeemed Certificates.

Following such adjustments, the Issuer will pay to the Authorised Participant a cash amount equal to the Settlement Amount, less any applicable fees, costs or adjustments. Settlement of the settlement amount typically occurs on a T+1 Business Day basis unless otherwise specified.

If the relevant Certificates are not delivered to the Issuer within the required timeframe, the redemption order may be rejected or cancelled.

Redemption of Certificates may also occur upon the occurrence of specified events in accordance with the Terms and Conditions, including termination of a Series by the Issuer, illegality, disruption events or tax-related events.

In such circumstances, the Issuer will determine the applicable Settlement Amount by reference to the relevant Underlying Instrument(s) and will arrange for payment to be made through the Relevant CSD to the relevant Investors against cancellation of the Certificates in their respective securities accounts.

The Issuer may, where necessary, unwind or realise its exposure to the relevant Reference Asset(s) (i.e. the Underlying Instrument(s)), including derivative positions or structured instruments, in order to fund such redemption payments.

All redemptions under the Programme are effected on a cash-settled basis. Investors have no right to receive any Reference Assets or Underlying Instrument(s).

Application Fees and Redemption Fees

Application fees and redemption fees may be payable by Authorised Participants in connection with the creation and redemption of Certificates, as specified in the applicable Final Terms or the Authorised Participant Agreement. Such fees may reflect administrative costs, transaction costs, hedging costs, funding costs or market impact associated with establishing or unwinding the relevant exposure.

Investors who acquire or dispose of Certificates in the secondary market are not subject to such fees but may incur brokerage or other transaction costs imposed by intermediaries.

Authorised Participants holding Certificates

Authorised Participants may act as market makers and may from time to time hold Certificates for their own account. In such capacity, they will be treated as investors and will not have any preferential rights in respect of such holdings. In particular, in any enforcement or post-enforcement scenario, Authorised Participants will rank *pari passu* with other Investors in accordance with the Terms and Conditions.

AML and Compliance

The Issuer's primary counterparties for all transactions must be Authorised Participants or such other professional market participants subject to regulatory requirements in relation to such transactions and approved as such by the Issuer (in its absolute discretion). As applicable, these institutions are, severally, responsible for delivering the Certificates during the creation process or, as the case may be, the relevant fiat currency.

All of the Issuer's Authorised Participants and other primary counterparties are required to comply with local regulatory requirements, including KYC/AML, in the jurisdiction(s) in which they operate and to have robust compliance processes.

OFFERING AND SALE

Only Authorised Participants may subscribe for Certificates from the Issuer, acting as principals in respect of such subscriptions.

General

This Base Prospectus has been prepared on a basis that permits offers that are not made within an exemption from the requirement to publish a prospectus under Article 1(4) of the Prospectus Regulation (**Non-Exempt Offers**) in Sweden and any EEA Member State to which the approval of this Base Prospectus is notified by the SFSA in accordance with the Prospectus Regulation (each, a **Non-Exempt Offer Jurisdiction** and, together, the **Non-Exempt Offer Jurisdictions**). Any person making or intending to make a Non-Exempt Offer of Certificates on the basis of this Base Prospectus must do so only with the Issuer's consent, as described below.

In the context of any Non-Exempt Offer of Certificates, the Issuer accepts responsibility, in each of the Non-Exempt Offer Jurisdictions, for the content of this Base Prospectus in relation to any person (each, an **Investor**) who purchases any Certificates in a Non-Exempt Offer made by an Authorised Participant or another person that is an Authorised Offeror (as defined below), where that offer is made during the offer period specified in the relevant Final Terms (the **Offer Period**).

Consent to use this Base Prospectus

Except in the circumstances described below, the Issuer has not authorised the making of any offer by any offeror, and the Issuer has not consented to the use of this Base Prospectus by any other person in connection with any offer of the Certificates in any jurisdiction.

Any offer made without the consent of the Issuer is unauthorised and the Issuer does not accept any responsibility or liability in relation to such offer or for the actions of the persons making any such unauthorised offer.

If, in the context of a Non-Exempt Offer, an Investor is offered Certificates by a person which is not an Authorised Offeror, the Investor should check with such person whether anyone is responsible for this Base Prospectus for the purpose of the relevant Non-Exempt Offer and, if so, who that person is. If an Investor is in any doubt about whether it can rely on this Base Prospectus and/or who is responsible for its contents, the Investor should take legal advice.

The Issuer consents to the use of this Base Prospectus (as supplemented at the relevant time, if applicable) in connection with any Non-Exempt Offer of a Certificate in the Non-Exempt Offer Jurisdictions specified in the relevant Final Terms during the Offer Period by or to each of the following approved financial intermediaries (each, an **Authorised Offeror**):

- each Authorised Participant which either:
  - is expressly named as an Authorised Offeror in the Final Terms; or
  - is expressly named as an Authorised Participant on the Issuer's website: https://www.21shares.com/en-eu/product-documents/aps (in which case, its name and address will be published on the Issuer's website).

The consent referred to above relates to Offer Periods occurring within 12 months from the date of approval of this Base Prospectus.

New information with respect to any financial intermediaries acting as Authorised Offerors that are unknown at the time of the approval of the Base Prospectus will be published on the Issuer's website.

The Issuer accepts responsibility for the content of this Base Prospectus also with respect to the subsequent resale or final placement of securities by any financial intermediary which was given consent to use this Base Prospectus.

Arrangements between an Investor and the Authorised Offeror who will distribute the Certificates

The Issuer has and accepts no responsibility for any of the actions of any Authorised Offeror, including compliance by an Authorised Offeror with applicable conduct of business rules or other local regulatory requirements or other securities law requirements in relation to such offer.

In the event of an offer being made by a financial intermediary, the financial intermediary will provide the information to investors on the terms and conditions of the offer at the time the offer is made.

An Investor intending to acquire or acquiring any Certificates from an Authorised Offeror will do so, and offers and sales of the Certificates 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 (the Terms and Conditions of the Non-Exempt Offer). The Issuer will not be a party to any such arrangements with such Investor, and, accordingly, this Base Prospectus does not contain such information. The Terms and Conditions of the Non-Exempt Offer shall be provided to such Investor by that Authorised Offeror at the time the offer is made. None of the Issuer or, for the avoidance of doubt, any other Authorised Offeror has any responsibility or liability for such information.

Selling Restrictions

General

The selling restrictions may be modified by the agreement of the Issuer and the Authorised Participants following a change in a relevant law, regulation or directive. Any such modification will be set out in the Final Terms issued in respect of the issue of the Certificates to which it relates or in a supplement to this Base Prospectus.

None of the Issuer or any Authorised Participant represents that the Certificates any at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such sale.

Save for the approval of this Base Prospectus by the SFSA, which allows for a public offering of the Certificates and/or admission to trading on a regulated market in Sweden, and any notification of the approval to other EEA Member States in accordance with the Prospectus Regulation for the purposes of making a public offer in such Member States, no action has been or will be taken by the Issuer that would permit a public offering of any Certificates or possession or distribution of any offering material in relation to any Certificates in any jurisdiction where action for that purpose is required. No offers, sales, resales or deliveries of any Certificates or distribution of any offering material relating to any Certificates may be made in or from any jurisdiction except in circumstances which will result in compliance with any applicable laws and regulations and which will not impose any obligation on the Issuer.

Each Authorised Participant agrees in the relevant Authorised Participant Agreement that it will, to the best of its knowledge, comply with all relevant laws, regulations and directives in each jurisdiction in which it purchases, offers, sells or delivers Certificates or has in its possession or distributes this Base Prospectus, any other offering material or any Final Terms and neither the Issuer nor any other Authorised Participant shall have responsibility therefor.

No Certificates may be offered, sold or otherwise distributed in any jurisdiction where it is prohibited

Certain jurisdictions have introduced, and other jurisdictions may introduce, prohibition against and/or restrictions regarding the offering, selling and/or other distribution of transferable securities linked to one or more Crypto Assets, such as the Certificates, to all or certain categories of investors in such jurisdictions, including but not limited to, Belgium. Thus, and notwithstanding full compliance with the other selling restrictions set forth in this Base Prospectus, no Certificate may be offered, sold or otherwise distributed in any such jurisdictions to any such category(ies) of investors.

European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Regulation (each, a **Relevant Member State**), each Authorised Participant has represented and agreed that with effect from and including the date on which the Prospectus Regulation is implemented in that Relevant Member State (the **Relevant Implementation Date**) it has not made and will not make an offer of Certificates which are the subject of this Base Prospectus as completed by the applicable Final Terms to the public in that Relevant Member State, except that the Certificates may, with effect from and including the Relevant Implementation Date, be offered to the public in that Relevant Member State:

(a) if the Final Terms in relation to the Certificates specifies that an offer of those Certificates may be made by the Authorised Participant(s) other than pursuant to Article 1(4) of the Prospectus Regulation in that Relevant Member State (a **Non-Exempt Offer**), following the date of publication of the Base Prospectus in relation to such Certificates which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, provided that any such prospectus has subsequently been completed by the Final Terms contemplating such Non-Exempt Offer, in accordance with the Prospectus Directive, in the period (if any) beginning and ending on the dates specified in such prospectus or Final Terms, as applicable, and the Issuer has consented in writing to its use for the purpose of that Non-Exempt Offer;

(b) at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;

(c) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of the relevant Authorised Participant or Authorised Participants nominated by the issuer for any such offer; or

(d) at any time in any other circumstances falling within Article 1(4) of the Prospectus Regulation;

provided that no such offer of Certificates referred to in (b) to (d) above shall require the Issuer or any Authorised Participant to publish a prospectus pursuant to the Prospectus Regulation or supplement a base prospectus pursuant to Article 23 of the Prospectus Regulation as soon as possible prior to the respective offer.

For the purposes of this provision, the expression “an offer of Certificates to the public” in relation to any Certificates in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Certificates to be offered so as to enable an investor to decide to purchase or subscribe the Certificates, as the same may be varied in that Member State by any measure implementing the Prospectus Regulation in that Member State and the expression “Prospectus Regulation” means Regulation (EU) 2017/1129 (and amendments thereto) and includes any relevant implementing measure in each Relevant Member State.

The Final Terms in respect of any Certificates may include a legend entitled "*MiFID II Product Governance*" which will outline the target market assessment in respect of the Certificates and which channels for distribution of the Certificates are appropriate. Any person subsequently offering, selling or recommending the Certificates (a **distributor**) should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU, as amended (**MiFID II**), is responsible for undertaking its own target market assessment in respect of the Certificates (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the **MiFID Product Governance Rules**), any Authorised Participant subscribing for any Certificates is a manufacturer in respect of such Certificates, but otherwise neither the Authorised Participants nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules. For the avoidance of doubt, the Issuer is not a manufacturer or distributor for the purposes of MiFID II

United States of America

The Certificates have not been and will not be registered under the Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Each Authorised Participant represents and agrees in the relevant Authorised Participant Agreement that it has not offered or sold and will not offer and sell Certificates at any time, directly or indirectly, within the United States or its possessions or for the account or benefit of any U.S. person (as defined in Regulation S under the Securities Act) or any person that is not a Non-United States person (as defined by the U.S. Commodity Futures Trading Commission). Each Authorised Participant has further represented and agreed that it has not offered, sold or delivered and will not offer, sell or deliver Certificates except in accordance with Rule 903 of Regulation S, and that none of it, its affiliates nor any persons acting on its or their behalf have engaged or will engage in any directed selling efforts with respect to such Certificates, and it and they have complied and will comply with the offering restrictions requirement of Regulation S.

In addition, until 40 days after the commencement of the offering, an offer or sale of Certificates within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act.

Offering materials for the offering of the Certificates have not been filed with or approved or disapproved by the SEC or any other state or federal regulatory authority, nor has any such regulatory authority passed upon or endorsed the merits of this offering or passed upon the accuracy or completeness of any offering materials. Any representation to the contrary is unlawful.

United Kingdom

Each Authorised Participant of the Certificates has represented and agreed that:

(a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 (**FSMA**)) received by it in connection with the issue or sale of any Certificates in circumstances in which section 21(1) of the FSMA does not apply to the Issuer; and

(b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Certificates in, from or otherwise involving the United Kingdom.

Cautionary statement regarding suitability and appropriateness restrictions

The Certificates may not be a suitable investment for all investors. Each potential investor in the Certificates must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor may wish to consider, either on its own or with the help of its financial and other professional advisers, whether it:

(i) has sufficient knowledge and experience to make a meaningful evaluation of the Certificates, the merits and risks of investing in the Certificates and the information contained or incorporated by reference in this Base Prospectus or any applicable supplement;

(ii) has access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Certificates and the impact the Certificates will have on its overall investment portfolio;

(iii) has sufficient financial resources and liquidity to bear all of the risks of an investment in the Certificates, including Certificates with principal in one or more currencies, or where the currency for principal is different from the potential investor's currency;

(iv) understands thoroughly the terms of the Certificates; and

(v) is able to evaluate possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

No recommendations

Neither this Base Prospectus nor any other information supplied in connection with the Programme (i) is to be used as the basis of any credit assessment or other evaluation or (ii) is to be considered as a recommendation by the Issuer that any recipient of this Base Prospectus (or any other information supplied in connection with the Programme) should purchase any Certificates. Each Investor contemplating the purchase of any Certificates should make his or her own independent enquiries regarding the financial condition and business development of the Issuer and his or her own appraisal of their creditworthiness.

TAXATION

Warning: Tax legislation in the investor's home member state and the Issuer's member state may have an impact on any return received from the Certificates.

Potential U.S. withholding taxes pursuant to Section 871(m) of the Code in relation to "dividend equivalent" payments made on Equity Assets

Unless an exemption is met, a 30% withholding tax (which may be reduced by an applicable income tax treaty) is imposed under Section 871(m) of the United States Internal Revenue Code of 1986 on certain "dividend equivalents" paid or deemed paid to a non-U.S. holder with respect to a "specified equity-linked instrument" that references one or more dividend-paying U.S. Equity Assets or indices containing U.S. Equity Assets.

If withholding is required, any withholding amounts shall be deducted and the Issuer will not make payments of any additional amounts to compensate holders for the withholding. In anticipation of the potential withholding requirements, estimated tax may be withheld upon distribution throughout the year.

Tax status could change and vary year over year.

Investors should consult with their tax advisors regarding the application of Section 871(m) and the regulations thereunder in respect of their acquisition and ownership of the Certificates.

INFORMATION ABOUT THE ISSUER

a. Name and Registered Office

The Issuer is **21shares x FalconX Limited**. Its registered office and address is at CO Services Cayman Limited, PO Box 10008, Pavilion East, Cricket Square, Grand Cayman, KY1-1001, Cayman Islands, and the general telephone number is +41 44 260 86 60.

b. Incorporation, Legal Form, Duration, Register Number

The Issuer was established on 22 April 2026 and was incorporated and registered on 22 April 2026, Cayman Islands as a company limited by shares. The Issuer is registered in the Commercial Register of the Cayman Islands, under the number 434011. The Issuer's legal entity identifier or "**LEI**" is 894500348NRGIIGUX578.

The Issuer is a special purpose vehicle created to carry out the very limited activities outlined in this Base Prospectus. As such the Issuer will issue a number of Certificates linked to the Underlying Instruments outlined in the text of this Base Prospectus. The Issuer may also earn some revenue streams from trading, staking and/or lending activities in relation to the Underlying Instruments.

The Issuer has been duly incorporated as an exempted company with limited liability under the Companies Act (as revised) of the Cayman Islands (the "**Companies Act**") and is registered as such in the Commercial Register of the Cayman Islands. An exempted company may not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the exempted company carried on outside the Cayman Islands unless such exempted company holds a license to carry on business in the Cayman Islands under any applicable law, nor may an exempted company own land in the Cayman Islands without the consent of the Financial Secretary of the Cayman Islands.

The Issuer's website is available at https://www.21shares.com/. This website does not form part of this Base Prospectus (other than where information has been explicitly incorporated by reference into this Prospectus) and has not been scrutinised or approved by the SFSA.

c. Purpose

The Issuer has been established as a special purpose vehicle for the purposes of issuing the Certificates.

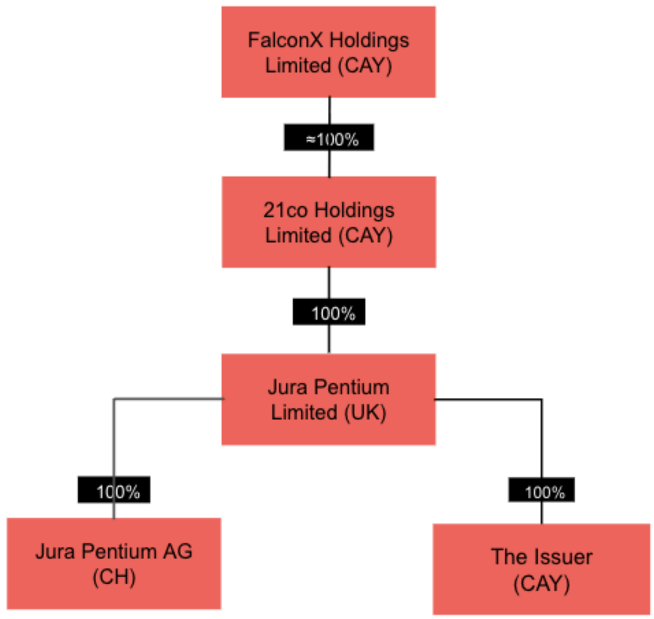
According to section 3 of the Articles of Association of the Issuer dated 22 April 2026, the purpose of the Issuer is to undertake the issuance of certificates (non-equity linked securities which synthetically track the performance of the price of digital assets) and/or listed and unlisted notes, and other financial products.

In addition to issuing Certificates under the Programme, the Issuer may issue listed or unlisted notes and other financial products within the scope of its corporate objects. Such securities may be issued pursuant to documentation separate from this Base Prospectus and may give rise to payment and other liabilities of the Issuer. Unless expressly provided otherwise in the terms of the relevant obligations, the Issuer is a single legal entity and its liabilities are liabilities of the Issuer generally.

d. Group

As of the date hereof, the Issuer is a fully owned subsidiary of Jura Pentium Limited, with registered office at 3rd Floor 1 Ashley Road, Altrincham, Cheshire, United Kingdom, WA14 2DT. Jura Pentium Limited and therefore the Issuer are fully owned subsidiaries within the group of companies under the ultimate parent company FalconX Holdings Limited, Cayman Islands (the "**Group**"). The ultimate beneficial owner of FalconX Holdings Limited is an individual – Mr. Raghu Veer Yarlagadda.

The following illustrations shows the Group in which the Issuer is one of the subsidiaries:



The above group chart only depicts entities within the group that are relevant to the Issuer.

The Issuer is the special purpose vehicle that issues the Certificates.

The Issuer uses the Group' issuance platform to carry out its day-to-day business. European employees are paid through Jura Pentium AG and/or Jura Pentium Limited. Jura Pentium AG charges the Issuer accordingly through a service level agreement.

As a SPV, the Issuer's Certificates operation is supported by its parent company, other Group companies and external service providers.

Jura Pentium AG and Jura Pentium Limited are the primary service providers for 21Shares affiliated business entities and manage corporate activities for the 21Shares entities. Intercompany service costs are settled internally through transfer pricing. In accordance with the Group's company transfer pricing policy, the Issuer pays intercompany service fees to Jura Pentium AG and Jura Pentium Limited, its primary service provider operating in Switzerland and the United Kingdom accordingly.

The Issuer is mainly dependent only upon Jura Pentium AG (the Jura Pentium Servicing Entity) and Jura Pentium Limited.

Through its indirect shareholding in the Issuer, FalconX Holdings Limited (and indirectly Mr Raghu Veer Yarlagadda) can exercise a material influence over the Issuer.

e. Share Capital

The share capital of the Issuer is USD 50,000, and is divided in 5.000.000 registered shares, each with a nominal value of USD 0.01. Since 22 April 2026, the share capital is held in its entirety by Jura Pentium Limited, an entity within the group of companies with the ultimate parent company FalconX Holdings Limited.

f. **Regulatory Status**

The Issuer is not authorised or subject to prudential supervision by the Cayman regulatory authority, the SFSA or any other regulatory authority.

g. **Business Outlook**

The Issuer's business outlook is closely linked to the continued development and institutionalisation of the market for products traded on a market venue providing exposure to digital assets and other asset classes. Investor demand for such products has evolved beyond simple long-only exposure and increasingly includes more sophisticated strategies, including synthetic, leveraged, short and multi-asset exposures. The Programme has been designed to address this demand by enabling the efficient issuance of Certificates that provide such exposures within a standardised and scalable framework.

The Issuer expects that growth in the digital asset ecosystem, together with increasing participation by institutional and professional investors, will continue to support demand for structured investment solutions. At the same time, regulatory developments in key jurisdictions may influence the manner in which such products are structured, marketed and distributed. In this context, the Issuer's model, which allows for flexible implementation of exposure through contractual and financial arrangements, is intended to facilitate adaptation to evolving market and regulatory conditions.

Notwithstanding the above, the Issuer's business is subject to a range of risks and uncertainties, including market volatility, changes in investor sentiment, counterparty risk, regulatory developments and operational considerations. There can be no assurance that the Issuer will achieve any particular level of issuance activity or market adoption, and the performance of the Certificates will depend on the specific terms of each Series and the underlying market conditions.

h. **Board of Directors**

The Board of Directors is responsible for the management of the Issuer's business.

Under the applicable company law of the Cayman Islands, the Board of Directors has the following duties, indicatively:

- overall direction of the company and issuing the necessary directives;
- determining the way the company is organised;
- organisation of accounting, financial control and financial planning, to the extent that the latter is necessary for management of the company;
- drawing up the annual report;
- preparing for the general meeting and executing its decisions, and
- notifying the judiciary should the company become over-indebted.

The Board of Directors currently comprises four members (including the Chairman), all of which are executive directors. The following table lists the Board of Directors of the Issuer:

Name	Position held
Russell Barlow	Chairman and Chief Executive Officer
Duncan Moir	Director and President
Edel Bashir	Director and Chief Operating Officer
Andres Valencia	Director and EVP, Investment Management

The business address of the directors of the Issuer is CO Services Cayman Limited, PO Box 10008, Pavilion East, Cricket Square, Grand Cayman, KY1-1001, Cayman Islands.

Russell Barlow, Chairman and CEO

Russell Barlow, 52, is contributing more than 25 years of expertise in regulated asset management. Previously, Russell was the Global Head of Multi Asset and Alternative Investment Solutions and Global Head of Alternatives at abrdn. Over the course of his career, he has designed, launched, and managed a wide range of investment products. Additionally, Russell has held a position as a Non-Executive Director at Archax, the UK’s first FCA-regulated digital asset exchange.

Duncan Moir, Director and President

Duncan Moir, 41, has deep expertise in crypto and blockchain strategy. Previously, Duncan was a Senior Investment Manager at abrdn. He is an independent board member of Hedera Hashgraph LLC and an advisor to Web3 companies. A University of Strathclyde graduate with a BA (Hons) in Economics, he is also a CFA and CAIA charterholder.

Edel Bashir, Director and COO

Edel Bashir, 47, has over 20 years of experience in asset management. Previously, Edel was the COO of Multi Asset and Alternative Investment Solutions, COO of Alternatives and a Senior Investment Manager at abrdn. Her expertise includes operational strategy, portfolio management, and hedge fund research. A graduate of University College Cork, Ireland, with a BSc in Finance, she has held senior roles across Bermuda, Dublin, and Boston.

Andres Valencia, Director and EVP Investment Management

Andres Valencia, 38, is the Executive Vice President of Investment Management at the Issuer and a member of the Executive Committee. Before Andres joined 21Shares in June 2021, he was a VP of Operations at JPMorgan as part of the Beta Strategies Group and helped launch and build the company’s

ETF business. Andres has over ten years of experience managing ETPs and ETFs. Andres started his career in Asset Servicing at Bank of New York Mellon covering commodity and currency ETFs.

i. Statutory Auditors

The following firm has been appointed for the purpose of auditing the company financial statements: Grant Thornton AG, with registered address at Claridenstrasse 35, 8002 Zürich, Switzerland (the "**Auditor**"). Grant Thornton AG is a Swiss-based professional services firm providing audit, tax, and advisory services to locally domiciled and international financial entities. The firm is a member of the Grant Thornton International network, which operates across 150 countries and is recognized by global regulators and international standard-setting bodies.

The information in this Base Prospectus has not been audited or reviewed by the Auditor.

j. Financial Statements

The Issuer was incorporated on 22 April 2026. The Issuer's financial statements for the period from incorporation of the Issuer (22 April 2026) up to 31 August 2026 have been audited by the auditor. As at 31 August 2026, the total assets were USD 50,000, reflecting share capital contribution from the shareholder. Net equity deficit of USD 50,697, reflects legal and incorporation expenses of USD 100,697..

Company law requires the directors to prepare financial statements for each financial period. Under that law they have elected to prepare the financial statements in accordance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and applicable law. The Issuer must produce the available annual financial statements pursuant to the accounting standard that applies to it. Any future published audited financial statements prepared for the Issuer (and the audit report in respect of such a financial year) will be published on the Issuer's website at https://www.21shares.com/en-eu/product-documents/financials?subcategory=21shares-x-falconx . The Issuer's financial period corresponds with the calendar year and subsequently the financial year of the Issuer will end on 31 December of each year.

k. Material Changes Since Foundation

Save as published or disclosed herein there has been no material change in the financial position of the Issuer since the incorporation of the Issuer on 22 April 2026.

l. Conflict of interests

Key personnel in the Issuer, or any of its affiliates, including the respective directors and equity owners thereof, each has certain exposure to the broader cryptocurrency market, which may represent a significant portion of their individual net worth or of their institutional investment pool. Such persons or entities are under no obligation to disclose their holdings, changes in the value of their holdings, any trading activity in those holdings or which Underlying Instrument(s) they transact in. Further, Duncan Moir, Director and President of the Issuer, is a director of Hedera Hashgraph LLC and non - executive member of the Board of Directors of House of Doge, Inc. the official corporate arm of the Dogecoin Foundation.

In addition, the Issuer or any of its affiliates may transact in Digital Assets on its own account, including in relation to the payment of management fees.

Further, the Issuer or any of its affiliates may decide to launch its own Digital Asset(s) and, subject to legal and regulatory requirements, including but not limited to, the publication of an approved supplement to this Base Prospectus where required, may also decide to launch one or more series of Certificates linked to such proprietary Digital Assets. This may create additional conflicts of interest between the Issuer and its affiliates and the Investors.

The Issuer forms part of the FalconX group. FalconX may provide market-making, liquidity provision, or related services in respect of instruments that are the same as, or economically linked to, the Certificates.

Several participants to the transactions described in the Base Prospectus and these Final Terms are identical or do have close links. FalconX entities may provide Contracts to be used as Underlying Instruments and therefore functioning as Contract Counterparty for the Certificates. They may also function as calculation agents for the Underlying Instruments, when Contracts. Such activities may give rise to a conflict of interest and may affect the price or liquidity of the Certificates. The Issuer maintains arrangements designed to manage potential conflicts; however, they may not be fully eliminated.

Each underlying note issued by the Contract Counterparty and acquired by the Issuer as an Underlying Instrument is governed by an individual contract agreed between the Issuer and the relevant FalconX entity prior to the issuance of the relevant Series of Certificates. The economic terms of each such note, including the applicable fixing price, slippage parameters, any financing or funding component, any applicable benchmark, spread, cap, floor or other adjustment, and acceptable tracking error relative to the Reference Asset benchmark, are defined in the arrangement for the Underlying Instrumentand remain fixed for the relevant Series at the time of issuance. Any financing or funding rate or amount may vary thereafter only in accordance with the methodology and objective parameters specified in the relevant arrangements. Any counterparty, including the Contract or Derivatives Counterparty, FCM or any other counterparty, does not have discretion to alter such methodology or other agreed economic terms unilaterally following execution of the Contract.

Notwithstanding the foregoing, investors should be aware that the term sheet negotiations take place between entities under common ultimate ownership and that there is no independent party verifying that the agreed terms are equivalent to those that would be obtained from an unaffiliated counterparty at arm's length. The Issuer does not have an independent board member with authority to assess and approve the fairness of the economic terms agreed with the Contract Counterparty. Accordingly, there can be no assurance that the terms of the underlying notes reflect arm's length market conditions. This conflict of interest may adversely affect the economic terms of the Certificates and therefore the returns available to investors.

The Issuer and its affiliates (which directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Issuer) may hold, retain, buy or sell Certificates and/or the Underlying Instrument(s) at any time. They may also enter into transactions relating to or derivative of Certificates, in such amounts, with such purchasers and/or counterparties and at such prices (including at different prices) and on such terms as any such entity may determine, be it as part of its business and/or any hedging transactions as described in this Base Prospectus or for any other reason. There is no obligation upon the Issuer to sell all of the Certificates of any issue. The Certificates of any issue may be offered or sold in one or more transactions in the over-the-counter market or otherwise at prevailing market prices or in negotiated transactions, at the discretion of the Issuer, subject as provided above.

Save as set out in the preceding paragraphs, none of the members of the Board of Directors has a private interest or other duties resulting from their directorship of other companies, enterprises, undertakings or otherwise, that may be in conflict with the interests of the Issuer.

If not specified otherwise in the Final Terms for a Series of Certificates, there are no material interests, in particular, no potential material conflicts of interest with service providers or in relation to the admission to trading of the Certificates.

Fees payable to all parties as well as independent parties, are disclosed in the Base Prospectus or the Final Terms.

GENERAL INFORMATION

1. Authorisation

The Programme and the issuance of Certificates under the Programme have been duly authorised by the Board of Directors of the Issuer pursuant to a resolution dated as of 15 June 2026.

2. Approval of the Programme

The SFSA has approved the Base Prospectus as of 24 September 2026. The Spotlight Stock Market MTF Operated by Spotlight Stock Market AB in Sweden has admitted the Programme as of 24 September 2026.

3. Clearing Systems

The Certificates have been accepted for clearing through Euroclear Sweden. If the Certificates are to be cleared through an additional or alternative clearing system, the appropriate information will be specified in the applicable Final Terms.

4. Recent events relevant for evaluation of Solvency

There have been no recent events particular to the Issuer and which are to a material extent relevant to an evaluation of the Issuer’s solvency.

5. Significant Change of the financial position

As a very recently formed company without business history, the Issuer is likely to incur costs prior to obtaining revenues from its activities relating to the issuance of the Certificates.

Save as disclosed herein, there has been no significant change in the financial or trading position of the Issuer since 10 September 2026, being the date of the latest audited financial report of the Issuer.

6. Trend Information

Save as disclosed herein, the Issuer is not aware of any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on their respective prospects during the current financial year.

7. Legal, Administrative and Arbitration Proceedings

The Issuer has not been involved in any governmental, legal or arbitration proceedings which may have or have had during the twelve (12) months preceding the date of this Base Prospectus a significant effect on the financial position or prospects of the Issuer, nor are, or so far as the Issuer is aware, any such proceedings pending or threatened.

8. Reasons for the Offers and Use of Proceeds

Unless otherwise stated in the relevant Final Terms, the reason for any offer being made under the Base Prospectus is to generate general corporate income for the Issuer. Management fees represent the Issuer's main source of income and are determined by the amount of AUM, the predetermined management fee rate, and the price level of the Reference Asset.

9. Third Party Information

Where information in this Base Prospectus has been sourced from third parties, this information has been accurately reproduced and, as far as the Issuer is aware and is able to ascertain from the information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading. The source of third party information is identified where used.

10. Post-Issuance Information

The Issue Price and the number of the relevant Certificates will be determined before filing of the applicable Final Terms of each Series based on then prevailing market conditions. The Issuer does not intend to provide any post-issuance information in relation to any of the indices or Certificates.

11. Documents available

During the validity of this Base Prospectus or, if longer, for so long as Certificates remain outstanding, the following documents will be available, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted), for inspection at the registered office of the Issuer in printed form:

- the Issuer's up to date Articles of Association;
- the audited financial report for the period from the incorporation of the Issuer (22 April 2026) to and as of 31 August 2026, including the independent auditor's report dated 10 September 2026;
- the Final Terms in respect of each Series of Certificates; and
- this Base Prospectus.

During the term of the Certificates, the documents listed above are available in electronic format at the Issuer's website https://www.21shares.com/en-eu. This website does not form part of this Base Prospectus (other than where information has been explicitly incorporated by reference into this Prospectus) and has not been scrutinised or approved by the SFSA.

Documents available on request

For so long as Certificates remain outstanding, the following documents will be available, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted), for inspection at the registered office of the Issuer in printed form:

- the Issuer's Articles of Association;
- the Authorised Participant Agreement;
- the Administration Agreement;
- the market making agreement in respect of each Series of Certificates;
- the Final Terms in respect of each series of Certificates;
- this Base Prospectus.

During the term of the Certificates, the Transaction Documents can be ordered by an Investor free of charge from the Issuer at its registered address, via e-mail at etp@21shares.com.

The documents listed above may be made available in redacted form in order to address legitimate privacy or secrecy concerns, such as with respect to information which may infringe on business secrecy or data privacy.

12. Websites

Any website mentioned in this Base Prospectus does not form part of this Base Prospectus (other than where information has been explicitly incorporated by reference into this Prospectus) and have not been scrutinised or approved by the SFSA.

13. Incorporation by reference

The following information is incorporated in the Base prospectus by reference and shall be read as an integrated part of this Base Prospectus:

No	Document	Incorporated section	Pages
1	The Issuer's audited financial report for the period from incorporated of the Issuer (22 April 2026) to as of 31 August 2026, including the independent auditor's report dated 10 September 2026.	- Auditor's report - Statement of profit or loss and other comprehensive income - Statement of financial position - Statement of changes in equity - Statement of cash flows - Notes to the financial statements	- 2-4 - 7 - 8 - 9 - 10 - 11-13 *Page references are to the page numbers of the PDF, not the page numbers therein.*

The documents listed above are available in electronic format on the Issuer's website at: https://www.21shares.com/en-eu/product-documents/financials?subcategory=21shares-x-falconx .

DESCRIPTION OF SERVICE PROVIDERS

Bank Frick AG

Bank Frick AG, a joint stock company, FL-0001.548.501-4, with registered office at Landstrasse 14, 9496 Balzers, Principality of Liechtenstein, was established in 1998 by the Liechtenstein trustee Kuno Frick sen. together with financial investors from Austria. Bank Frick has been family-run since its foundation as a licensed universal bank in 1998 and it adopts an entrepreneurial approach. Today the Bank is entirely owned by the Kuno Frick Family Foundation (KFS). The Bank employs over 190 members of staff at its Balzers office and operates a branch in London, UK. Bank Frick specialises in banking for professional clients and provides a fully integrated offering of classic banking and blockchain banking services. Its clients include fintechs, asset managers, payment service providers, family offices, fund promoters, pension funds and fiduciaries. The Bank's shareholders' equity at the end of 2021 amounted to CHF 97 million and its net profit to CHF 9.8 million.

According to article 3 of the articles of incorporation dated 3 November 2015 of Bank Frick AG, the company was established to conduct "*…as a universal bank and Liechtenstein private bank of its business district commercial banking operations of all kinds for its own account and for the account of third-parties in Liechtenstein and abroad"*.

FTSE International Limited

FTSE International Limited ("FIL") also referred to by its trading name "FTSE Russell") is a private limited company incorporated under the laws of the United Kingdom with company number 03108236 and with its registered address at 10 Paternoster Square, London, EC4M 7LS. FIL is wholly owned by the London Stock Exchange Group plc ("LSEG"). The UK's Financial Conduct Authority ("FCA") has granted FIL authorisation as a Benchmark Administrator originally under the European Benchmark Regulation (EU 2016/1011) ("EU BMR") and subsequently under UK Benchmark Regulation ("UK BMR") from the 31 December 2020 in line with the EU Exit Transition period. FIL is authorised and regulated by the FCA and is listed on the FCA Benchmarks Register.

Kaiko Indices SAS

Kaiko Indices was incorporated on 20 April 2018 and is registered in France under company registration number 839 125 499. Its offices are located in Paris, France. Kaiko Indices designs and calculates reference rates and indices to institutional standards, supporting use cases such as product issuance, fund benchmarking, and valuation for financial institutions, asset managers, and other market participants. Its benchmark activities are governed by a regulatory and governance framework consistent with its obligations as a registered benchmark administrator, including index oversight, methodology transparency, and contributor code of conduct requirements. Kaiko Indices was approved by the French Financial Markets Authority (Autorité des marchés financiers - AMF) with an effective date of 25 April 2022 as a registered benchmark administrator under the EU Benchmarks Regulation (BMR). The European Securities and Markets Authority (ESMA) has included Kaiko Indices in its register referred to in Article 36 of the Benchmarks Regulation and, consequently, any indices provided by Kaiko Indices are provided by an administrator included in that register. Kaiko Indices operates as part of the Kaiko group structure, which has been operating in the digital asset space since 2014 and maintains a presence across Europe, North America, and Asia, with offices in New York, London, Paris, and Singapore.

NAV Consulting, Inc.

NAV Consulting, Inc. is a corporation with identification number 57619562 incorporated under the laws of the State of Illinois in the United States. NAV Consulting has its registered office at 8220 Lincoln Avenue, Skokie, IL 60077. Founded in 1991, NAV is a privately owned fund administrator recognized for its comprehensive, cost-effective fund administration solutions to funds across the globe -- including hedge funds, private equity funds, and digital assets funds. NAV Consulting was established to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the Illinois Business Corporation Act of 1983, as amended.

Virtu Financial Ireland Limited

Virtu Financial Ireland Limited was incorporated on June 11, 2009 and is located at Whiteaker Court, Whitaker Square, Third Floor, Block C, Sir John Rogerson's Quay, Dublin, Ireland. It is a company operating under the laws of Ireland. It is registered under Registration Number 471719.

The Issuer may onboard additional Authorised Participants with respect to the Programme. For more information and the full list of our Authorised Participants please visit https://www.21shares.com/en-eu/product-documents/aps.

APPENDIX I - Glossary of Frequently Used Defined Terms

Administrator means NAV Consulting, Inc., as specified in the relevant Final Terms and any successor administrator(s).

Airdrop means the equivalent of a special dividend in kind which results in the creation or allocation of new units of an existing asset serving as an Underlying Asset Class (as defined below) to participants in the blockchain. The new units of Digital Asset are allocated to some but not necessarily all participants on a blockchain and are typically designed to incentivise specific behaviour in the network (i.e., increased participation, maintaining infrastructure etc.).

Auditor means Grant Thornton AG or any successor auditor.

Authorised Participant means the authorised participant for each Tranche of Certificates as specified in the relevant Final Terms.

Authorised Participant Agreement means the authorised participant agreement entered into between the Issuer and the Authorised Participant and as specified in the relevant Final Terms.

Basket means a basket of Underlying Asset Classes.

Certificate means the Certificates of each Series issued in accordance with the General Terms and Conditions.

Certificate Documentation means, in respect of each Series of Certificates, the relevant General Terms and Conditions, as completed by the relevant Final Terms.

Clearing System means (i) SIX SIS AG and/or (ii) any other clearing system specified in the FInal Terms.

Commodity Assets means the commodity(ies) in the form of precious metal specified as Underlying Asset Class in the applicable Final Terms.

"**Company Event**" means, in relation to a Reference Entity, the first admission to trading of equity securities of that Reference Entity or, following a merger, reorganisation or other succession event, its successor entity, on a regulated market, recognised stock exchange or other organised public securities market, whether pursuant to an initial public offering, direct listing, merger, business combination or other transaction having equivalent effect.

Contract means any agreements entered into between the Issuer and a Contract Counterparty, held as an Underlying Instrument as specified in the Final Terms. Contracts are further described in the section "Description of the Underlying Instruments".

Contract Counterparty means any counterparty to the Issuer in relation to a Contract.

Derivatives Counterparty means in relation to the Derivative Instruments, any counterparty specified in the Final Terms.

Derivative Instruments means Futures, Forwards, Options, Swaps (including Total Return Swaps) and any other derivative contracts or arrangements, including those qualifying as financial instruments under Annex I, Section C of MiFID II Directive 2014/65/EU, the value of which is derived from or linked to one or more underlying assets, rates, indices or other reference values.

Digital Assets, means one of the digital assets, also known as cryptoassets, that are among the top 500 digital assets with the highest market capitalisation at the time of preparation of the relevant Final Terms, provided in each case (i) that such digital asset has a market capitalisation of at least SEK 1,000,000,000 or the equivalent in EUR/GBP/USD, (ii) that such digital asset does not qualify as a non-fungible token ('NFT') and (iii) subject to any limitations pursuant to applicable local legal and regulatory requirements (each a "Digital Asset"). The assessment shall be based on: (i) the data regarding market capitalisation in USD as published on coinmarketcap.com; or (ii) if no current data is available as per (i) above, the most recent set of such data published on coinmarketcap.com.

EU means the European Union.

EUR, **Euro** or **€** means the participating member states in the third stage of the Economic and Monetary Union of the Treaty establishing the European community.

Event of Default has the meaning given to it in Condition 20 of the General Terms and Conditions.

Equity Asset means the eligible equity assets, as further described in the section "Description of the Underlying Asset Classes".

Exchange-Traded Futures means the exchange-traded futures eligible as Underlying Instruments, as further described in the section "Description of the Underlying Instruments".

Fiat currency means a currency issued by a central bank or Government, such as the U.S. Dollar or the Euro.

Final Terms means, in relation to a Tranche, the Final Terms issued specifying the relevant issue details of such Tranche, as from time-to-time amended, supplemented or replaced.

Fork Event means an event where a developer or group of developers split the code base powering a Digital Asset that serves as an Underlying Asset Class into two or more branches of variations of development, resulting in the creation of a new asset which derives from the original blockchain of the respective Underlying Asset Class.

Fixed Income means fixed income instruments eligible as an Underlying Asset Class, as further described in the section "Description of the Underlying Asset Classes".

General Terms and Conditions means in respect of the Certificates related to each Series the terms and conditions applicable thereto which shall be substantially in the form set out in this Base Prospectus.

Global Paying Agent or **Bank Frick** means Bank Frick AG.

Hedging Counterparty means in respect of any Series of Certificates, the hedging counterparty specified in the Final Terms.

Implied Reference Entity Value Asset or **IREV Asset** means, in relation to a Series, a Synthetic Asset constituting an Underlying Asset Class and comprising a constructed market-implied reference measure associated with a specified Reference Entity, the level of which is determined, in accordance with the methodology specified or identified in the applicable Final Terms, by reference to the Liquid and Publicly Observable Market price of the Pricing Reference Instrument specified in those Final Terms. An IREV Asset does not constitute or represent a share or other security of, or any legal, beneficial or proprietary interest in, the relevant Reference Entity and does not constitute an independent appraisal or determination of the fair value, equity value, enterprise value or intrinsic value of that Reference Entity. An IREV Asset is further described in the section headed "Description of the Underlying Asset Classes – Synthetic Assets".

Index means the Index specified as such in the Final Terms applicable to the relevant Series of Certificates.

Initial Public Offering or **IPO** means the first time a private company sells its shares of stock to the public on a stock exchange.

Investment Strategy means the investment strategy applied to the Reference Asset, as further described in the section “Description of the Investment Strategies”.

Investor(s) means the investors in the Certificate(s), as further specified in the General Terms and Conditions.

Insolvency Event has the meaning given to it in Condition 20 of the General Terms and Conditions.

Issue Price per Certificate means the issue price specified in the Final Terms.

Issuer means 21shares x FalconX Limited.

Leverage Factor means the leverage factor of the relevant Investment Strategy, as further described in the section “Description of the Investment Strategies”.

Liquid and Publicly Observable Market means, in relation to a means, in relation to a Pricing Reference Instrument for an IREV Asset, a market on one or more Pricing Reference Venues in respect of which, at the relevant time:

1. current executable bid and offer quotations in form of an order book and historical price information for at least thirty (30) calendar days, are publicly accessible by electronic means;

2. active trading in the Pricing Reference Instrument occurs on one or more Pricing Reference Venues such that the trading volume represents greater than 5% of the open interest in that Pricing Reference Instrument (open interest being the total notional value of outstanding perpetual futures contracts), calculated as average over the past seven (7) calendar days; and

3. trading in the Pricing Reference Instrument is not suspended and no circumstance exists which renders the observable market price unavailable, unreliable or unrepresentative.

An IREV Asset referencing a Reference Entity for which no such Liquid and Publicly Observable Market exists at the time of issuance is not eligible under this Programme.

Market Maker means each such person that has entered into a contract as a market maker in accordance with the rules of the Spotlight Stock Market MTF, as specified in the Final Terms of each Series of Certificates.

MiFID II means Directive 2014/65/EU.

NAV means the value of the Reference Asset.

OTC means over the counter.

Paying Agency Agreement means the agency agreement between the Issuer and the Global Paying Agent in relation to the Programme, as may be amended and/or supplemented and/or restated from time-to-time.

Perpetual Futures means the eligible perpetual futures used as Underlying Instruments, as further described in the section “Description of the Underlying Instruments”.

Physical Holdings means the physical holdings used as Underlying Instruments, as further described in the section "Description of the Underlying Instruments".

"**Price Source Administrator**" means the price source administrator specified in the relevant Final Terms.

Pricing Reference means, in relation to a Synthetic Asset, any price, level, quotation, mark, settlement value or other market data used under the relevant Contract, directly or indirectly, to determine the value or level of that Synthetic Asset and the economic exposure provided by the Contract in respect thereof.

Pricing Reference Instrument means, in relation to an IREV Asset, the specific perpetual futures contract whose price is used as the Pricing Reference for determining the level of that IREV Asset in accordance with the methodology specified or identified in the applicable Final Terms.

Pricing Reference Venue means any exchange, trading venue, platform, market or other source on or by reference to which a Pricing Reference Instrument is published, quoted, calculated or otherwise made available.

Programme means the multi asset certificates programme of the Issuer as described in this Base Prospectus.

Prospectus Regulation means Regulation (EU) 2017/1129, as amended.

Reference Asset means the combination of the Underlying Asset Class(es) and the relevant Investment Strategy.

Reference Entity means, in relation to a Synthetic Asset, the company or other undertaking to which the relevant Synthetic Asset relates, as specified in the applicable Final Terms.

Reference Currency means the currency in which the relevant Underlying Instrument is quoted or valued.

SEC means the Securities and Exchange Commission of the United States of America.

Series means a series of Certificates issued under the Programme comprising one or more Tranches, whether or not issued on the same date, that (except in respect of the issue date and their issue price) have identical terms on issue.

Servicing Agreement means the servicing agreement entered into between the Issuer and the Jura Pentium AG and Jura Pentium Limited dated 30 July 2026.

Settlement Amount has the meaning given to it in Condition 5.2 of the General Terms and Conditions.

"**SIX**" or "**SIS**" means SIX SIS AG, Baslerstrasse 100, 4600 Olten, Switzerland, or any successor thereof.

SFSA means the Swedish Financial Supervisory Authority (Sw.: *Finansinspektionen*).

Synthetic Asset means a constructed reference measure constituting an Underlying Asset Class whose value is determined in accordance with a methodology specified or identified in the applicable Final Terms by reference to one or more observable market prices, market-implied values or other specified Price Sources, as further described in the section headed "Description of the Underlying Asset Classes.

Tranche means Certificates of the same Series, which are identical in all respects except for the Issue Date and the Issue Price.

Transaction Documents means the Certificate Documentation, the Servicing Agreement, the Custodial Services Agreement, the Administration Agreement, the Paying Agency Agreement, and the Authorised Participant Agreements.

Underlying Instrument means the underlying instruments used to replicate the NAV, as specified in the relevant Final Terms.

Underlying Asset Class means the underlying asset class(es) specified in the relevant Final Terms.

U.S.$ or **U.S. Dollar** means the currency of the United States of America.

USDC means the U.S.-dollar-referenced stablecoin issued under the name USD Coin by the relevant Circle issuing entity permitted under the applicable USDC Back-End Arrangement and on a supported network. USDC is designed to maintain a value of one U.S. dollar per unit, but may be subject to restrictions, suspension, freezing, blocking, loss of transferability, service disruption or deviations from its intended value. USDC used under an USDC Back-End Arrangement is not an Underlying Instrument, Reference Asset, Series Asset or Settlement Currency.

"**USD/USDC Conversion Rate**" means the rate used solely for operational purposes under an applicable USDC Back-End Arrangement between an Authorised Participant, the Issuer and/or the Contract Counterparty on each Settlement Date. It does not determine or modify the amount of any payment due to an Investor or other Certificateholder and does not constitute the Settlement Currency or the Reference Price of any Certificate.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Base Prospectus. To the best of the knowledge of the Issuer the information contained in this Base Prospectus is in accordance with the facts and contains no omission likely to affect its import.

NAMES AND ADDRESSES

REGISTERED AND PRINCIPAL OFFICES OF THE ISSUER
21shares x FalconX Limited CO Services Cayman Limited, PO Box 10008, Pavilion East, Cricket Square, Grand Cayman, KY1-1001, Cayman Islands
GLOBAL PAYING AGENT
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AUDITORS TO THE ISSUER
Grant Thornton AG Claridenstrasse 35, 8002 Zürich, Switzerland
LEGAL ADVISERS
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To the Issuer as to Swedish law **Harvest Advokatbyrå AB** Engelbrektsplan 1 Box 7225 SE-103 89 Stockholm
To the Issuer as to Cayman law **Carey Olsen LLP** Pavilion East Cricket Square, 205 Elgin Ave, George Town KY1-1001, Cayman Islands