

This document constitutes a supplement (the "**Second Supplement**") pursuant to Article 23 (1) of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**").



ETC Issuance GmbH

(the "**Issuer**")

Second Supplement

dated 21 June 2022

to the base prospectus of the Issuer dated 23 November 2021

(the "**Base Prospectus**")

This Second Supplement is to be read and construed in conjunction with the Base Prospectus.

The Issuer accepts responsibility for the information contained in this Second Supplement and declares to the best of its knowledge that the information contained in this Second Supplement is in accordance with the facts and that this Second Supplement makes no omission likely to affect the import of such information.

IN ACCORDANCE WITH ARTICLE 23 OF THE PROSPECTUS REGULATION, WHERE THE BASE PROSPECTUS RELATES TO AN OFFER OF BONDS TO THE PUBLIC, INVESTORS WHO HAVE ALREADY AGREED TO PURCHASE OR SUBSCRIBE FOR ANY BONDS BEFORE THE SECOND SUPPLEMENT IS PUBLISHED HAVE THE RIGHT, EXERCISABLE WITHIN THREE WORKING DAYS AFTER THE PUBLICATION OF THIS SECOND SUPPLEMENT ON 21 JUNE 2022, I.E. UNTIL 24 JUNE 2022, TO WITHDRAW THEIR ACCEPTANCES, PROVIDED THAT THE SIGNIFICANT NEW FACTOR, MATERIAL MISTAKE OR MATERIAL INACCURACY AROSE BEFORE THE FINAL CLOSING OF THE OFFER TO THE PUBLIC AND THE DELIVERY OF THE BONDS. INVESTORS WISHING TO EXERCISE THEIR RIGHT OF WITHDRAWAL MAY CONTACT ETC ISSUANCE GMBH UNDER THURN- UND TAXIS-PLATZ 6, 60313 FRANKFURT AM MAIN, GERMANY OR UNDER GRIDIRON, ONE PANCRAS SQUARE, LONDON N1C 4AG, UNITED KINGDOM.

Significant new factors within the meaning of Article 23 of the Prospectus Regulation have arisen:

The Issuer has appointed Quirin Privatbank AG as an additional depo bank, fiscal agent and paying agent under the Base Prospectus as of 3 June 2022. Accordingly, additional elements relating to the depo banks, fiscal agents and paying agents and the respective agreements entered into between the Issuer and the depo banks, fiscal agents and paying agents are disclosed in the Base Prospectus.

Additionally, on 27 April 2022, the Issuer has published its annual financial report for the year ended 31 December 2021.

These new factors may affect the assessment of the bonds issued under the Base Prospectus. Thus, the following changes are made to the Base Prospectus.

This Second Supplement, the first supplement dated 22 March 2022 and the Base Prospectus are published on the website of the Issuer (<https://etc-group.com/>).

Changes to the Base Prospectus:

1. In the section "*11. General Information about the Issuer – 11.12 Material Contracts and Transactions*" on page 43, above the ultimate paragraph, the following new paragraph shall be added, whereby added text is printed in blue and underlined:

"Issuance Account Control Agreement entered into between the Issuer and Quirin Privatbank AG in its function as a financial intermediary maintaining the Issuance Account for the Issuer (the "Depo Bank") and Apex Corporate Trustees (UK) Limited in its function as the Security Trustee dated on or around the date of the relevant Final Terms in relation to each Series of Bonds. The terms of the Issuance Account Control Agreement prevent the Issuer from transferring any Bonds from the Issuance Account without the consent of the Administrator even absent an Event of Default. The Issuance Account Control Agreement is governed by the laws of the Federal Republic of Germany;"

2. In the section "*11. General Information about the Issuer – 11.12 Material Contracts and Transactions*" on page 44, the second paragraph, shall be amended as follows, whereby added text is printed in blue and underlined and deleted text is printed in ~~red and strikethrough~~:

"Agreement(s) with Quirin Privatbank AG and Baader Bank AG regarding their services as ~~the~~ Depo Bank in relation to the maintenance of securities accounts, including Issuance Accounts for each Series of Bonds;"

3. In the section "*11. General Information about the Issuer – 11.12 Material Contracts and Transactions*" on page 44, below the fifth paragraph, the following new paragraph shall be added, whereby added text is printed in blue and underlined:

"Agency Agreement entered into between the Issuer and Quirin Privatbank AG dated 3 June 2022 relating to Quirin Privatbank AG acting as paying and fiscal agent for the Bonds in relation to a Series of Bonds. The Agency Agreement is governed by the laws of the Federal Republic of Germany;"

4. In section "*11. General Information about the Issuer*" on page 44, subsection "*11.14. Material Adverse Change in the Prospects*" shall be amended as follows, whereby added text is printed in blue and underlined and deleted text is printed in ~~red and strikethrough~~:

"There has been no material adverse change in the prospects of the Issuer since 31 December ~~2020~~2021, the date of its last published audited financial information."

5. In section "*11. General Information about the Issuer*" on page 44, subsection "*11.15. Significant Change in the Financial Performance*" shall be amended as follows, whereby added text is printed in blue and underlined and deleted text is printed in ~~red and strikethrough~~:

"There has been no significant change in the financial performance of the group of which the Issuer forms part since ~~30 June~~31 December 2021, i.e. the end of the last financial period for which financial information has been published to the date of this Base Prospectus."

6. In section "*11. General Information about the Issuer*" on page 45, subsection "*11.16. Significant Change in the Financial Position*" shall be amended as follows, whereby added text is printed in blue and underlined and deleted text is printed in ~~red and strikethrough~~:

"There has been no significant change in the financial position of the group of which the Issuer forms part since ~~30 June~~31 December 2021, i.e. the end of the last financial period for which financial information has been published to the date of this Base Prospectus."

7. In section "11. General Information about the Issuer" on page 45, subsection "11.17. Borrowing and Funding" shall be amended as follows, whereby added text is printed in blue and underlined and deleted text is printed in ~~red and strikethrough~~:

"There have been no material changes in the borrowing and funding structure of the Issuer since 31 December ~~2020~~2021."

8. The section "12. Historical Financial Information" on page 46 shall be amended in its entirety as follows, whereby added text is printed in blue and underlined and deleted text is printed in ~~red and strikethrough~~:

"The Issuer was incorporated on 27 August 2019. The Issuer's financial information set forth in this Base Prospectus has, unless otherwise indicated, been derived from the Issuer's annual financial statements as of ~~31 December 2019 and~~ 31 December 2020 and 31 December 2021 (together, the "~~Annual Financial Statements~~") ~~as well as the Issuer's interim financial statements as of 30 June 2021 (together with the Annual Financial Statements, the "Financial Statements")~~.

The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as adopted in the European Union (the "**EU**").

The ~~Annual~~ Financial Statements have been audited and an unqualified auditor's report has been issued.

The fiscal year of the Issuer commences on 1 January and ends on 31 December. The next financial statements of the Issuer will be prepared as of and for the year ended 31 December ~~2021~~2022."

9. In the section "13. General Description of the Bonds – 13.3.2. Security over Issuer-Owned Bonds" on page 61, the second paragraph shall be amended as follows, whereby added text is printed in blue and underlined and deleted text is printed in ~~red and strikethrough~~:

"In addition, the Issuer, the Security Trustee and the respective financial intermediary maintaining the Issuance Account for the Issuer (the "**Depo Bank**", currently either Baader Bank AG or Quirin Privatbank AG, in each case as specified in the relevant Final Terms) has entered or will enter into the Issuance Account Control Agreement in relation to each Series of Bonds, pursuant to which the Administrator has to approve for the Depo Bank any transfer of the Bonds out of the Issuance Account to ensure that an appropriate number of units of the relevant Cryptocurrency or units of the underlying Cryptocurrencies comprising the Basket was deposited to the Depositary Wallet by the party subscribing to the Bonds and the Issuer is in continuous compliance with the covenant set out in § 12 (3) (Deposited Cryptocurrency / Deposited Cryptocurrencies) of the Terms and Conditions."

10. In Option I of section "14. Terms and Conditions of the Bonds", in § 1 subparagraph "(8) Definitions." and in Option II of section "14. Terms and Conditions of the Bonds", in § 1 subparagraph "(8) Definitions.", the definitions of "Depo Bank" on page 67 and on page 102, shall be amended as follows, whereby added text is printed in blue and underlined:

"

"**Depo Bank**" means [Baader Bank AG, Weihenstephaner Straße 4, 85716 Unterschleißheim, Germany][Quirin Privatbank AG, Kurfürstendamm 119, 10711 Berlin, Germany][●], a financial intermediary maintaining the Issuance Account on behalf of the Issuer and any successor in such capacity;

"

"**Depo Bank**" bezeichnet [Baader Bank AG, Weihenstephaner Straße 4, 85716 Unterschleißheim, Deutschland][Quirin Privatbank AG, Kurfürstendamm 119, 10711 Berlin, Deutschland][●], ein Finanzintermediär, der das Emissionskonto im Namen der Emittentin verwaltet, sowie etwaige Nachfolger in dieser Funktion;

11. In Option I of section "14. Terms and Conditions of the Bonds", in § 1 subparagraph "(8) *Definitions.*" and in Option II of section "14. Terms and Conditions of the Bonds", in § 1 subparagraph "(8) *Definitions.*", the definitions of "Fiscal Agent" and "Emissionsstelle" on page 68 and on page 104 shall be amended as follows, whereby added text is printed in blue and underlined:

"

"**Fiscal Agent**" means [Baader Bank AG, Weihenstephaner Straße 4, 85716 Unterschleißheim, Germany][Quirin Privatbank AG, Kurfürstendamm 119, 10711 Berlin, Germany][●] or any other fiscal agent appointed by the Issuer;

"**Emissionsstelle**" bezeichnet [Baader Bank AG, Weihenstephaner Straße 4, 85716 Unterschleißheim, Deutschland][Quirin Privatbank AG, Kurfürstendamm 119, 10711 Berlin, Deutschland][●] oder jede von der Emittentin ernannte andere Emissionsstelle;

"

12. In Option I of section "14. Terms and Conditions of the Bonds", in § 1 subparagraph "(8) *Definitions.*" and in Option II of section "14. Terms and Conditions of the Bonds", in § 1 subparagraph "(8) *Definitions.*", the definitions of "Paying Agent" and "Zahlstelle" on page 69 and on page 105 shall be amended as follows, whereby added text is printed in blue and underlined:

"

"**Paying Agent**" means [Baader Bank AG, Weihenstephaner Straße 4, 85716 Unterschleißheim, Germany][Quirin Privatbank AG, Kurfürstendamm 119, 10711 Berlin, Germany][●] or any other paying agent appointed by the Issuer;

"**Zahlstelle**" bezeichnet [Baader Bank AG, Weihenstephaner Straße 4, 85716 Unterschleißheim, Deutschland][Quirin Privatbank AG, Kurfürstendamm 119, 10711 Berlin, Deutschland][●] oder jede von der Emittentin ernannte andere Zahlstelle;

"

13. In Option I of section "14. Terms and Conditions of the Bonds", in § 6 subparagraph "(1) *Appointment; Specified Offices.*" and in Option II of section "14. Terms and Conditions of the Bonds", in § 6 subparagraph "(1) *Appointment; Specified Offices.*", the following text shall be added under the headings "Paying Agent and Fiscal Agent" and "Zahlstelle und Emissionsstelle" on pages 80 and on page 120, whereby added text is printed in blue and underlined:

"

Paying Agent and Fiscal Agent:

[Baader Bank AG
Weihenstephaner Straße 48
85716 Unterschleißheim
Germany]
[Quirin Privatbank AG
Kurfürstendamm 119
10711 Berlin
Germany]
[●]

Zahlstelle und Emissionsstelle:

[Baader Bank AG
Weihenstephaner Straße 48
85716 Unterschleißheim
Deutschland]
[Quirin Privatbank AG
Kurfürstendamm 119
10711 Berlin
Deutschland]
[●]

"

14. In section "18. General Information" the sub-section "18.1. Incorporation by Reference" on pages 154-155 shall be amended in its entirety as follows, whereby added text is printed in blue and underlined:

"18.1. INCORPORATION BY REFERENCE

The following documents are incorporated by reference into this Base Prospectus:

Document incorporated by reference	Pages incorporated by reference
<u>Financial Information</u>	
1. Audited annual financial statements of the Issuer (<i>Jahresabschluss</i>) dated 31 December 2019 together with an unqualified auditor's report	All pages
2. Audited annual financial statements of the Issuer (<i>Jahresabschluss</i>) dated 31 December 2020 together with an unqualified auditor's report	All pages
3. Interim financial statements of the Issuer (<i>Halbjahresfinanzbericht</i>) dated 30 June 2021	Pages 1-2; pages 4-5 (including section "net assets", excluding section "risks and uncertainties"); pages 7-18
4. <u>Audited annual financial statements of the Issuer (<i>Jahresabschluss</i>) dated 31 December 2021 together with an unqualified auditor's report</u>	<u>All pages</u>

Base Prospectuses and Supplements

1. Base Prospectus dated 14 January 2021
 - Terms and Conditions 52 - 121
 - Form of Final Terms 122 - 127
2. First Supplement dated 16 February 2021 to the Base Prospectus dated 14 January 2021
 - Item 6 5

The documents incorporated by reference can be found on the following websites:

Financial Information:

- The audited annual financial statements of the Issuer (*Jahresabschluss*) dated 31 December 2019 together with an unqualified auditor's report:
https://etc-group.com/resources/financial_statements_Reports/annual_financial_statements_2019.pdf
- The audited annual financial statements of the Issuer (*Jahresabschluss*) dated 31 December 2020 together with an unqualified auditor's report:
https://etc-group.com/resources/financial_statements_Reports/annual_financial_statements_ifrs_2020.pdf

- The interim financial statements of the Issuer (*Halbjahresfinanzbericht*) dated 30 June 2021:
https://etc-group.com/resources/financial_statements_Reports/etc_issuance_gmbh_ifrs_interim_accounts_2021.pdf
- [The audited annual financial statements of the Issuer \(*Jahresabschluss*\) dated 31 December 2021 together with an unqualified auditor's report:](https://etc-group.com/resources/financial_statements_Reports/annual_financial_statements_ifrs_2021.pdf)
https://etc-group.com/resources/financial_statements_Reports/annual_financial_statements_ifrs_2021.pdf

Base Prospectuses and Supplements:

- Base Prospectus dated 14 January 2021:
https://etc-group.com/resources/base_prospectus/etc_issuance_gmbh_base_prospectus_2021.pdf
- First Supplement dated 16 February 2021 to the Base Prospectus dated 14 January 2021:
https://etc-group.com/resources/base_prospectus/etc_issuance_gmbh_bp_supplement_2021-02-16.pdf

All pages of the documents incorporated by reference set out above shall be deemed to be incorporated in by reference, and to form part of, this Base Prospectus.

The documents containing the information incorporated by reference have been filed with BaFin. They are available free of charge by the Issuer and are published in electronic form on the Issuer's website <https://etc-group.com/de/resources/>."

15. On page 156 of the Base Prospectus, in the section "*19. Names and Addresses*" the paragraph "*Fiscal Agent and Paying Agent*" shall be amended as follows, whereby added text is printed in [blue and underlined](#):

"

FISCAL AGENT AND PAYING AGENT

Baader Bank AG
Weihenstephaner Straße 4
85716 Unterschleißheim
Germany

[Quirin Privatbank AG](#)
[Kurfürstendamm 119](#)
[10711 Berlin](#)
[Germany](#)

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