

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



**Bitpanda Issuance GmbH**  
(the "**Issuer**")

**First Supplement**  
**dated 23 November 2021**  
**to the base prospectus of the Issuer dated 18 October 2021**  
(the "**Base Prospectus**")

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

The Issuer accepts responsibility for the information contained in this First Supplement and declares to the best of its knowledge that the information contained in this First Supplement is in accordance with the facts and that this First 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 First Supplement is published have the right, exercisable within three working days after the publication of this Supplement on 23 November 2021, until 26 November 2021, 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 Bitpanda Issuance GmbH, c/o WeWork Warschauer Platz Tenant GmbH, Warschauer Platz 11-13, 10245 Berlin, Federal Republic of Germany.**

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

The Base Prospectus contains a material mistake within the meaning of Article 23 of the Prospectus Regulation:

The terms and conditions contained in the Base Prospectus contain provisions which refer to the denomination of the bonds to be issued under the Base Prospectus without specifying an issue currency for such bonds. Due to an update of the administrative practice of Clearstream Banking AG after the approval of the Base Prospectus on 18 October 2021, since 1 November 2021 Clearstream Banking AG no longer accepts bonds without information regarding the respective issue currency for clearing. Therefore, the relevant provisions are amended in the Base Prospectus.

This material mistake may affect the assessment of the bonds. Thus, the following changes are made to the Base Prospectus.

This First Supplement, the Base Prospectus as well as any further supplements to the Base Prospectus are published on the website of the Issuer (<https://www.bitpanda.com/crypto-trackers>).

## Changes to the Base Prospectus:

1. In Option I of the section "**XX. TERMS AND CONDITIONS**", § 1 subparagraph "**(1) Currency, Denomination. / Währung, Stückelung.**" on page 76, shall be amended as follows, whereby added text is printed in blue and underlined:

"

(1) *Currency, Denomination.* This issue of notes of Bitpanda Issuance GmbH (the "**Issuer**") is being issued in an aggregate amount of up to [●] bonds (the "**Bonds**") on [●] (the "**Issue Date**"). Each Bond represents the right of the Bondholder to demand from the Issuer (a) delivery of [insert relevant Crypto-Asset] (the "**Crypto-Asset**") equal to the Crypto-Asset Entitlement in accordance with these Terms and Conditions or, if the Bondholder is prevented from receiving units of the Crypto-Asset for legal or regulatory reasons applicable to it, (b) payment of a cash amount determined in accordance with the conditions set out in § 4 (2) or § 4 (4) below. The issue currency is [EUR][USD][insert other leading currency].

(1) *Währung, Stückelung.* Diese Emission der Bitpanda Issuance GmbH (die "**Emittentin**") wird in der Gesamtanzahl von bis zu [●] Schuldverschreibungen (die "**Schuldverschreibungen**") am [●] (der "**Begebungstag**") begeben. Jede Schuldverschreibung verbrieft das Recht des Anleihegläubigers von der Emittentin (a) die Lieferung von [maßgeblichen Kryptowert einfügen] (der "**Kryptowert**") entsprechend dem Kryptowertanspruch gemäß den Emissionsbedingungen, oder, falls ein Anleihegläubiger aus rechtlichen oder regulatorischen Gründen daran gehindert ist Einheiten des Kryptowerts zu erhalten, (b) die Zahlung eines gemäß dieser Bestimmung festgelegten Barbetrags zu verlangen gemäß den in § 4 (2) bzw. § 4 (4) dargelegten Bedingungen. Die Emissionswährung ist [EUR][USD][sonstige führende Währung einfügen].

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2. In Option II of the section "**XX. TERMS AND CONDITIONS**", § 1 subparagraph "**(1) Currency, Denomination. / Währung, Stückelung.**" on page 113, shall be amended as follows, whereby added text is printed in blue and underlined:

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(1) *Currency, Denomination.* This issue of notes of Bitpanda Issuance GmbH (the "**Issuer**") is being issued in an aggregate amount of up to [●] bonds (the "**Bonds**") on [●] (the "**Issue Date**"). Each Bond represents the right of the Bondholder to demand from the Issuer (a) delivery of a basket of crypto-assets (each a "**Crypto-Asset**" and together, the "**Crypto-Assets**"), as specified below the ("**Basket**"), equal to the Crypto-Asset Entitlement in accordance with these Terms and Conditions or, if the Bondholder is prevented from receiving units of any or all of the Crypto-Assets comprising the

(1) *Währung, Stückelung.* Diese Emission der Bitpanda Issuance GmbH (die "**Emittentin**") wird in der Gesamtanzahl von bis zu [●] Schuldverschreibungen (die "**Schuldverschreibungen**") am [●] (der "**Begebungstag**") begeben. Jede Schuldverschreibung verbrieft das Recht des Anleihegläubigers von der Emittentin (a) die Lieferung eines Korbs von Kryptowerten (jeweils ein "**Kryptowert**" und zusammen, die "**Kryptowerte**"), wie nachstehend näher bezeichnet (der "**Korb**"), entsprechend dem Kryptowertanspruch gemäß den Emissionsbedingungen,

Basket for legal or regulatory reasons applicable to it, (b) payment of a cash amount determined in accordance with the conditions set out in § 4(2) or § 4(4) below. The issue currency is [EUR][USD][insert other leading currency].

oder, falls ein Anleihegläubiger aus rechtlichen oder regulatorischen Gründen daran gehindert ist Einheiten einiger oder aller der im Korb enthaltenen Kryptowerte zu erhalten, (b) die Zahlung eines gemäß dieser Bestimmung festgelegten Barbetrags zu verlangen gemäß den in § 4(2) bzw. § 4(4) dargelegten Bedingungen. Die Emissionswährung ist [EUR][USD][sonstige führende Währung einfügen].

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3. In Option III of the section "**XX. TERMS AND CONDITIONS**", § 1 subparagraph "**(1) Currency, Denomination. / Währung, Stückelung.**" on page 150, shall be amended as follows, whereby added text is printed in blue and underlined:

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(1) *Currency, Denomination.* This issue of notes of Bitpanda Issuance GmbH (the "**Issuer**") is being issued in an aggregate amount of up to [●] bonds (the "**Bonds**") on [●] (the "**Issue Date**"). Each Bond represents the right of the Bondholder to demand from the Issuer (a) delivery of units of crypto-assets (each a "**Crypto-Asset**" and together, the "**Crypto-Assets**"), which, as of the relevant Index Valuation Date (as defined below), comprise Index Components (as defined below), equal to the Crypto-Asset Entitlement in accordance with these Terms and Conditions or, if the Bondholder is prevented from receiving units of any or all of the Index-Components for legal or regulatory reasons applicable to it, (b) payment of a cash amount determined in accordance with the conditions set out in § 4(2) or § 4(4) below. The issue currency is [EUR][USD][insert other leading currency].

(1) *Währung, Stückelung.* Diese Emission der Bitpanda Issuance GmbH (die "**Emittentin**") wird in der Gesamtanzahl von bis zu [●] Schuldverschreibungen (die "**Schuldverschreibungen**") am [●] (der "**Begebungstag**") begeben. Jede Schuldverschreibung verbrieft das Recht des Anleihegläubigers von der Emittentin (a) die Lieferung der Einheiten von Kryptowerten (jeweils ein "**Kryptowert**" und zusammen, die "**Kryptowerte**") zu verlangen, die zum jeweiligen Index-Bewertungstag Index-Komponenten (wie nachstehend definiert) darstellen, entsprechend dem Kryptowertanspruch gemäß den Emissionsbedingungen, oder, falls ein Anleihegläubiger aus rechtlichen oder regulatorischen Gründen daran gehindert ist Einheiten einiger oder aller Index-Komponenten zu erhalten, (b) die Zahlung eines gemäß dieser Bestimmung festgelegten Barbetrags zu verlangen gemäß den in § 4(2) bzw. § 4(4) dargelegten Bedingungen. Die Emissionswährung ist [EUR][USD][sonstige führende Währung einfügen].

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