

***NB: This English-language document is an unofficial translation of XBT Provider AB's supplement, dated 21 January 2022, to its base prospectus, which is in the Swedish-language, and which was approved by the Swedish Financial Supervisory Authority on 31 August 2021. In the case of any discrepancies between the supplement and this English translation, the Swedish-language version shall prevail.***

**SUPPLEMENT NO. 1**

**dated 21 January 2022**

**to the Base Prospectus of**

**XBT Provider AB (publ)**



*(A Swedish limited liability company)*

*LEI: 549300HGWKR2Q5T8GK64*

**The prospectus**

This document constitutes a supplement to XBT Provider AB (publ)'s base prospectus approved and registered by the Swedish Financial Supervisory Authority ("SFSA") on 31 August 2021 (SFSA reg. no. 21-11846) (the "**Base Prospectus**").

**This supplement**

This supplement forms an integral part of and should be read together with the other parts of the Base Prospectus. This supplement has been prepared by the Issuer pursuant to the provisions of Article 23 of the Prospectus Regulation (EU) 2017/1129. This supplement was approved and registered by the SFSA on 21 January 2022 (SFSA reg. no. 22-1261) and was published by the Issuer on said date.

**Reason for this supplement**

This supplement has been prepared for the following reasons:

- The Issuer has decided to expand the number of eligible underlying Digital Currencies to which the Certificates may be linked, from 7 to 52.
- The Issuer has decided to introduce a feature whereby the Capital Adjustment must not always have a negative impact in the form of the Fee, but, where so is specified, may have a positive impact by virtue of revenue sharing from staking and/or lending transactions.

The changes in the Base Prospectus are set forth in the pages after the next page of this supplement.

## **Right of withdrawal**

Only investors who have already agreed to purchase or subscribe for any Certificates offered under the Base Prospectus before this supplement was published shall have the right, exercisable within three working days after the publication of this supplement, to withdraw their acceptances, provided that the circumstances stated above arose or were noted before the closing of the relevant offer or the delivery of the Certificates, whichever occurs first. Such investors can exercise their right of withdrawal pursuant to Article 23(2)(a) of the Prospectus Regulation (EU) 2017/1129 during the period from publication of this supplement up to and including **26 January 2022**. This right of withdrawal cannot be exercised after said date.

Such investors should contact the relevant financial intermediary through which the investor has purchased or subscribed for the Certificates in question should they wish to exercise the right of withdrawal.

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## AMENDMENTS TO THE FRONT PAGE

On the front page of the Base Prospectus, the list of seven specified series of Certificates shall be deleted and replaced with the following:

### **“SINGLE DIGITAL CURRENCY TRACKER CERTIFICATES & BASKET CERTIFICATES”**

## AMENDMENTS TO THE SECTION “OVERVIEW OF THE PROGRAMME”

In the first sentence of the section “The Certificates in general” on page 4 of the Base Prospectus, the words “or, where applicable pursuant to the applicable Final Terms, potentially increased with a shared revenue component” shall be added immediately after words: “less a fee component”.

In the sub-section “Tracked Digital Currencies” in the section “The Certificates in general” on page 4 of the Base Prospectus, the list of seven specified Tracked Digital Currencies shall be deleted and replaced with the following:

“Fifty-two digital currencies are eligible as underlying exposure(s) for the Certificates (each a “**Tracked Digital Currency**”), as further specified in Section 3.1 *The Programme and certain terms used in the Base Prospectus and the Conditions* below.”

## AMENDMENT TO THE SECTION “GENERAL INFORMATION ON THE PROGRAMME”

In the section “3.1 The Programme and certain terms used in the Base Prospectus and Conditions” on page 16 of the Base Prospectus, paragraphs 3-6 shall be deleted and replaced by the following:

“The Certificates that may be issued under this Base Prospectus are non-equity linked certificates issued in distinct series (each, a “**Series**”), which may comprise of one or more tranches. Each Series will synthetically track the performance of the price of a Tracked Digital Currency or a Basket of Tracked Digital Currencies, less a fee or, where applicable pursuant to the applicable Final Terms, potentially increased with a shared revenue component. The eligible Tracked Digital Currencies consist of the following fifty-two Tracked Digital Currencies (each a “**Tracked Digital Currency**”):

<b>Digital Asset</b>
Cardano (ADA)
Solana (SOL)
Dogecoin (DOGE)
Stellar (XLM)
THETA (THETA)
Filecoin (FIL)
TRON (TRX)
Monero (XMR)
Polygon (MATIC)
Terra (LUNA)
Neo (NEO)

Internet Computer (ICP)
IOTA (MIOTA)
Klaytn (KLAY)
Bitcoin SV (BSV)
Cosmos (ATOM)
Ethereum Classic (ETC)
Algorand (ALGO)
Avalanche (AVAX)
Kusama (KSM)
Creditcoin (CTC)
Elrond (EGLD)
NEM (XEM)
Dash (DASH)
Terra USD (UST)
Counos X (CCXX)
Zcash (ZEC)
Decred (DCR)
Theta Fuel (TFUEL)
Hedera Hash Graph (HBAR)
Decentraland (MANA)
Stacks (STX)
Zilliqa (ZIL)
The Graph (GRT)
Waves (WAVES)
VeChain (VET)
XinFin Network (XDC)
Ravencoin (RVN)
Flow (FLOW)
Harmony (ONE)
NEAR Protocol (NEAR)
Ethereum (ETH)
Binance Coin (BNB)
XRP Coin (XRP)
Tezos (XTZ)
Dogecoin (EOS)
Polkadot (DOT)
Litecoin (LTC)
Bitcoin Cash (BCH)
ECash (XEC)

Tether Gold (XAUT)
USD Coin (USDC)

Each Series of Certificates referring to a single Traced Digital Currency, e.g. “Bitcoin Certificate”, is a Series of Certificates providing exposure, as described in this Base Prospectus, to such single Tracked Digital Asset and each Series of Certificates linked to a Basket of Digital Currencies is a “**Basket Certificate**” (and jointly the “**Certificates**” or the “**Tracker Certificates**”).”

In the first sentence of the first paragraph of the sub-section “3.2 General description of the Certificates” starting on page 17 of the Base Prospectus, the words “or, where applicable pursuant to the applicable Final Terms, potentially increased with a shared revenue component” shall be added immediately after words: “less a fee component”.

In the sub-section “3.2 General description of the Certificates” starting on page 17 of the Base Prospectus, the last sentence in the last paragraph shall be amended to read:

“This value will thus reflect the amount which investors will receive in return, if they receive such amount, at the sale of the Certificates.”

In the sub-section “3.3 Type of underlying exposure” on page 17 of the Base Prospectus, the first paragraph shall be deleted and replaced with the following:

“The Issuer will, subject to market conditions and legal requirements, issue further Certificates in the form of Certificates linked to a single Tracked Digital Currency or Basket Certificates.”

In the sub-section “3.5 *Examples of returns on the Certificates*” on page 21 of the Base Prospectus, the third sentence of the first paragraph shall be deleted and replaced with the following:

“Calculation of the value of other single Tracked Digital Currency linked Certificates is done according to the same principles, though based on the appropriate digital currency rates.”

In the sub-section “3.6 Comparison with index-linked investments” on page 24 of the Base Prospectus, the first sentence of the first paragraph shall be deleted and replaced with the following:

“Strategy: Through the Certificates, investors are exposed to Bitcoin (or another Tracked Digital Currency or to the combination of the foregoing comprised within the relevant basket).”

## AMENDMENTS TO THE SECTION “THE GENERAL CONDITIONS GOVERNING THE CERTIFICATES”

The first introductory paragraph on page 48 of the Base Prospectus shall be amended to read:

“These terms and conditions and conditions (“**General Conditions**”) shall apply to any and all certificates issued by XBT Provider AB (publ) (reg. no. 559001-3313) (the “**Issuer**”) under this Programme. The Certificates will be issued in the form of transferable securities (collectively for each Series, the “**Certificates**”). Depending on the Relevant CSD Rules the Certificates will be issued in Swedish kronor (“**SEK**”), euro (“**Euro**”) or United States dollar (“**USD**”). Each Series will be allocated an individual series number (“**Series Number**”) in the relevant Final Terms (as defined below).”

In General Condition 1 (*Definitions*) on page 49 of the Base Prospectus, the definition of “Digital Currency” shall be deleted in its entirety and replaced by the following:

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

In General Condition 5 (*Settlement Amount for the Certificates etc.*) starting on page 53 of the Base Prospectus, the definition of “Capital Adjustment” shall be deleted in its entirety and replaced by the following:

“**Capital Adjustment**” is an adjustment factor equal to (A) (i) the Fee divided by (ii) 360 and multiplied (iii) by the WDF and/or (B) the accrued Revenue Sharing, as applicable pursuant to the relevant Final Terms;”

In General Condition 5 (*Settlement Amount for the Certificates etc.*) starting on page 53 of the Base Prospectus, a new definition shall be added as follows:

“**Revenue Sharing**” is, where applicable pursuant to the relevant Final Terms, an amount equal to the specified portion of net revenues actually earned and realised by the Issuer from staking and/or lending transactions pursued by the Issuer from time to time in relation to the relevant Series of Certificates, if any;”

#### **AMENDMENTS TO THE SECTION “FORM OF FINAL TERMS”**

In the section “Form of Final Terms starting on page 61 of the Base Prospectus, the section with drafting notes in italics in field number 1 (*Series no.:*) shall be deleted in its entirety.

The list(s) of the seven single Digital Currencies in (i) sub-field number 10(b) (*Digital Currency*) and (ii) sub-field 11(b) (*Table of Digital Currencies*) shall be deleted and replaced with the insertion of “[●]”.

The information in each of the sub-fields 10(d) and 11(d) (*Fee*) shall be amended to read:

“[0.025]/[●]/[Not applicable].”

A new sub-field shall be added to each of fields 10 and 11 as follows:

- (e) Revenue Sharing: [Not applicable]/[●] per cent. ([●]%) of the realized net income subject to Revenue Sharing].

The information in sub-field 16 (*Valuation Time(s)*) shall be amended to read:

“Valuation Time means [[4:00 pm (London time)] on each relevant date for exchange rate, and for [*specify relevant Digital Currency / Basket*] [08.00-12.00 (London Time)], where the value is calculated as the unweighted average price between the [*specify relevant Digital Currency / Basket*] exchanges of the weighted average price for the period of each underlying exchange (separately). / [[●] / [*specify for each date and source, if different*]].”