

# 1. Supplement to the Capital Market Prospectus of Bitpanda GmbH dated 05.10.2020



## Bitpanda Crypto Index

**for the public offering of an Index-Product for a total amount of up to EUR 20,000,000 (in words: 20 million euro) with an option to increase to up to EUR 30,000,000 (in words: 30 million euro)**

pursuant to section 6 of the Austrian Capital Market Act (KMG) as amended.

(Scheme A to the KMG - Investments)

1. Supplement from the 18th of March, 2021

### **Translation Disclaimer**

This supplement to the capital market Prospectus is a translation into English of the original supplement for the Prospectus for the Bitpanda Index product which was issued in the German language and is provided solely for the convenience of English-speaking readers. This translation of the supplement has not been edited or audited by the prospectus auditor (Grant Thornton Austria GmbH), and is in no way binding or affiliated with said auditor. The German version is the only prevailing and binding version. Neither Bitpanda nor any other party can be made liable for errors or ambiguity deriving from the English translation.

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### **1. Supplement to the Capital Market Prospectus - non-binding brief Summary**

This 1st supplement amends the Capital Market Prospectus of the Bitpanda GmbH dated from 05.10.2020 for the **public offering of an Index-Product (Bitpanda Crypto Index)** for a total amount of 20 million euro (with the possibility to increase the issue volume to up to 30 million euro), in particular in the following items.

In the Issuer's opinion, this is not a material circumstance and it therefore constitutes a voluntary supplement.

Amendments resulting from the 1st supplement are specifically summarised as follows:

#### Amendments to the content (clarifications):

- Clarification regarding the limitation of the offer under this prospectus to Austria
- Clarifying inclusion of the increase of the issue volume from 10 million to 20 million euro that has taken place

#### Company, structural and personnel amendments

- Inclusion of the March 2021 financing round and the associated amendments

The Annexes as well as the other parts of the Capital Market Prospectus, which are therefore not amended, shall remain unaffected.

## 2. Amendments, additions and clarifications to the Capital Market Prospectus

### Important notes, terms and references used in the Capital Market Prospectus

The Issuer's Capital Market Prospectus dated 05.10.2020 was filed with the registration office of the Österreichische Kontrollbank AG (OeKB, Austrian Control Bank) on 05.10.2020 and the publication date of the Capital Market Prospectus and the manner of publication pursuant to section 8 para. 3 of the Capital Market Act, as amended, were published on 03.10.2020 in the official gazette of the Wiener Zeitung. The prospectus was published on the website of the Bitpanda GmbH on 05.10.2020. The 1st supplement was published on 18.03.2021 respectively. This 1st supplement will be filed and published in the same manner as the underlying Capital Market Prospectus and will be made available to the public free of charge on the website of the Issuer, Bitpanda GmbH, on [www.bitpanda.com](http://www.bitpanda.com) during the period of the public offering.

All terms defined in the Capital Markets Prospectus have the same meaning in this supplement. The numbering of the headings in this 1st supplement is consecutive and therefore does not correspond to the numbering of headings or chapters of the Capital Market Prospectus. The Capital Market Prospectus and the 1st supplement are to be read and understood as a unit. To the extent that no amendments or supplements to the Capital Market Prospectus are made by the following supplement, the provisions of the Capital Market Prospectus and, in particular, its risk information shall continue to apply and remain unchanged.

Numerous risks described in the Financial Market Prospectus and their significance and effects are described in more detail, in particular in chapter 5, item 2 of the Capital Market Prospectus, and may have an adverse effect on the Issuer's business, net assets, financial position, liquidity and profit and therefore can lead to a partial or total loss of the invested capital for the investors. The acquisition of the Bitpanda Index product involves considerable risks, up to a possible total loss of the investment. Crypto-assets are very volatile assets and their performance cannot be estimated. Therefore, only customers who can economically bear a total loss of the investment should acquire the Index-Product.

The following amendments relate to the Capital Market Prospectus (pursuant to Scheme A) of Bitpanda GmbH regarding the public offer of investments in the form of an Index-Product in the total amount of up to 10 million euro with the option to increase the total amount to 30 million euro dated 05.10.20 (hereinafter "**the Prospectus**"), which is hereby supplemented by the following amendments and/or amended by the following contents. The page references are to the Prospectus.

In the Issuer's view, these are not material circumstances pursuant to KMG section 6. However, as several circumstances have converged, the Issuer has opted for this voluntary supplement.

## **Clarifying amendments to the Prospectus**

### **• 2.1. Limitation of the offer within the Prospectus to Austria**

Pursuant to KMG, this prospectus is valid as a basis for offers in Austria only. This has already been clearly indicated in several places in the prospectus. For the avoidance of doubt, this is supplemented in further places. Therefore, the following passages of the prospectus are hereby amended:

On page 2 of the Prospectus in the chapter "Opening Remarks", in the 2nd paragraph after the sentence "The offer is made only in Austria under this Prospectus", the following sentence is therefore added:

An offer of the Index-Product is also being considered or has already been made in other countries. **However, such offers will not be made under this Prospectus but instead as part of the applicable national framework.**

In addition, on page 22, in chapter 1, item 1.1, the last paragraph is to be replaced as follows:

The public offering of investments under this prospectus shall only take place in Austria. This prospectus does not form the basis for offers in other jurisdictions. The application of other legal systems regarding liability is therefore excluded. An offer of the Index-Product is also being considered or has already been made in other countries. However, such offers will not be made under this prospectus, but instead as part of the applicable national framework.

In addition, on page 39 in Chapter 2, item 4.2, the 2nd sentence of the 2nd paragraph is amended as follows (amendments are "underlined"):

The total amount of the issuance is calculated as follows, the issue volume of all three indices which are being offered in Austria is added together to give the total issue volume.

In addition, on page 44, in chapter 2, item 11.1, the following paragraph is added to the end of the chapter:

An offer of the Index-Product is also being considered or has already been made in other countries. However, any such offers will not be made under this prospectus, but instead as part of the applicable national framework. In particular, any foreign customers cannot therefore rely on the description of the tax situation.

In addition, on page 44-45, in chapter 2, item 12, at the end of the 1st paragraph, the following sentence is to be added:

An offer of the Index-Product is also being considered or has already been made in other countries. However, such offers will not be made under this prospectus but instead as part of the applicable national framework.

- **2.2 Adjustment made to the issue volume as part of the increase option**

The Prospectus already established an option to increase the issue volume up to 30 million euro. This is also clearly indicated in several places in the Prospectus. Since such an increase to 20 million euro has been made in the meantime, this is included within this supplement for clarification purposes. In addition, it is pointed out that this has no influence on the future increase option to up to 30 million euro, nor any influence as to whether a supplement will be published with regard to this. The reference to 10 million euro is therefore generally replaced by the value of 20 million euro in the Prospectus and, in particular, the following passages of the Prospectus are hereby amended:

The cover page, chapter 2, items 4.2 (page 39), 5 (page 40) and 12 (page 44) and, where necessary, other places in the Prospectus where the issue size was stated as 10 million euro are therefore amended as follows:

Replacement of the values EUR 10 million or EUR 10,000,000 or 10 million euro, with EUR 20 million or EUR 20,000,000 or 20 million euro, respectively.

- **2.3 Inclusion of the March 2021 funding round and associated amendments**

The funding round already announced in the Prospectus (October 2020) was completed and implemented as planned. The values therefore correspond to those already stated as part of the expected development in the Prospectus on page 62 and have been updated to reflect their current status according to the company register.

Furthermore, a funding round was signed on the part of Bitpanda during March 2021 (hereinafter referred to as the "March funding round"). As a result of this, the shareholdings of the Bitpanda GmbH will also shift respectively. Specifically, the two CEOs (Eric Demuth and Paul Klanschek) and the CTO (Christian Trummer), as the main owners, give shares to existing investors ("Other investors" as defined in the Prospectus) and other new investors. The new circumstance (March financing round) changes the shareholding ratios as shown below.

It should be noted that the March funding round has not yet been completed and implemented. In addition, the approval of the Austrian Financial Market Authority (FMA) is required, as the shareholding limits (10%) will be exceeded. Furthermore, it should be noted that there will be no amendments to the management and no significant amendments to the general meeting or the advisory board. In particular, no additional or new blocking rights are associated with this financing

round. It is merely a textual adjustment regarding the general meeting and an update of the text due to the advisory board that has already been established.

As there are no material amendments to the Issuer's power of control, the Issuer does not assume that there is a material circumstance and therefore that there is no obligation to make an amendment.

On page 62 of the Prospectus in chapter 3, item 2.4, the entirety of item 2.4 is replaced as follows:

Current status according to the company register, taking the funding round carried out and completed in October 2020 into account:

Bitpanda's share capital amounts to EUR 46,606.91 which has been provided in its entirety in cash.

The shares in the share capital are transferable, divisible and inheritable. The individuals with significant influence listed below have made or hold capital contributions as follows:

Eric Demuth, born on 21.01.1987, holds a capital contribution in the amount of EUR 13,301.12.

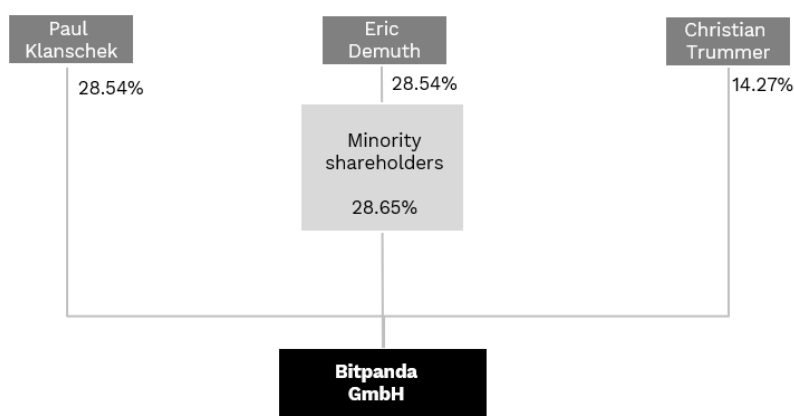
Paul Klanschek, born on 18.02.1990, holds a capital contribution in the amount of EUR 13,301.12.

Christian Trummer, born on 25.05.1986, holds a capital contribution in the amount of EUR 6,650.56.

Other investors (minority shareholders, altogether 12 natural and legal entities) hold a total capital contribution of EUR 13,354.11.

<b>Shareholder</b>	<b>Shares</b>	<b>As a percentage</b>
Paul Klanschek	13,301.12	28.54%
Eric Demuth	13,301.12	28.54%
Christian Trummer	6,650.56	14.27%
Other investors	13,354.11	28.65%
<b>Gesamt</b>	<b>46,606.91</b>	<b>100.00%</b>

The above-described shares result in the following proportionate shareholdings:



### Funding round outlook (March 2021):

It should be noted that Bitpanda has concluded an investment agreement with investors. This contract has already been signed at the time the supplement was prepared, but the investment measures have not yet been implemented. As such, the information presented above regarding the shareholding structure is equivalent to the information available at the time the supplement was prepared. Following the implementation of the investment measures, the share capital of the company will increase and the existing shareholders will be diluted respectively. The investment measures are expected to be completed in the 2nd quarter of 2021. After implementing the investment measures, which are also subject to the approval of the FMA, the structure of shareholders will be as follows:

<b>Shareholders</b>	<b>As a percentage</b>
Paul Klanschek	23.54%
Eric Demuth	23.54%
Christian Trummer	11.77%
HS Investment Limited	13.09%
Valar Ventures	13.09%
Other investors	14.97%
<b>Total</b>	<b>100.00%</b>

The other investors (minority shareholders) will therefore be made up of 14 natural and legal entities after the transaction is completed.

Furthermore, on page 64 in chapter 3, points 3.2 and 3.3 have been updated and therefore amended as follows:

The 3rd and 4th sentences in item 3.2. starting with "Certain decisions [...]" will be amended as follows:

Due to the catalogue of decisions which must be submitted at the general meeting, the general meeting has an increased power of approval with regard to certain items - compared to the minimum scope required by the GmbHG. Resolutions of the Issuer's shareholders may also be adopted in writing (by circulation) if all shareholders agree to the adoption of the resolution in writing and the adoption of the resolution on the relevant objective is not mandatorily reserved for the general meeting.

Item 3.3 is updated and replaced in its entirety by the following paragraph:

### **3.3. Other bodies**

The Issuer is supported by a so-called advisory board, with the controlling shareholders and all investors delegating members within the advisory board. The advisory board advises the management of the Issuer on strategically important issues and makes respective recommendations. Furthermore,

management requires the approval or involvement of the advisory board with regard to the implementation of certain measures. In any case, the advisory board is exclusively an advisory body and not a supervisory board. In addition, it is pointed out that the general meeting of the Issuer remains the supreme body of the Issuer.

The text in the summary will be adjusted accordingly. Specifically, the 3rd paragraph beginning with "The share capital [...]" under "The Issuer (Bitpanda)" on page 16 will be adjusted as followed:

Bitpanda's share capital amounts to EUR 46,606.91 which has been provided in its entirety in cash. The three founders of the company, Eric Demuth, Paul Klanschek and Christian Trummer jointly hold the majority and control the company. Paul Klanschek and Eric Demuth also act as Chief Executive Officers (CEOs) of the company. The company has signed an investment agreement with external investors, which has not yet been executed at this time. Upon its implementation, the shares of the existing shareholders, especially Eric Demuth, Paul Klanschek and Christian Trummer, will be diluted accordingly and additionally, two investors will acquire an amount of more than 10% of the share capital.

### **3. Right of withdrawal for investors pursuant to section 6 (2) KMG**

To the extent that this 1st supplement contains important new circumstances or material inaccuracies or inaccuracies with regard to the information included in the Capital Market Prospectus that could influence the valuation of the investment, investors who have already acquired or signed the investment before this supplement was published have the right to withdraw their commitment within two working days after the publication of the 1st supplement, provided that the new circumstances or inaccuracies occurred before the final closure of the public offer and delivery of the investment (section 6 para. 2 KMG).

If the investors are consumers pursuant to section 1 (1) item 2 of the Konsumentenschutzgesetz (Consumer Protection Law), the time limit shall be seven working days.

Pursuant to section 21 (3) KMG, withdrawal must be made in writing, wherein it is sufficient if the consumer returns a document containing their contractual agreement or that of the seller to the seller or their representative who participated in the contract negotiations with a note indicating that the consumer rejects the conclusion or maintenance of the contract. The notice of withdrawal shall be deemed sufficient if it is sent within the respective period.

Written declarations of withdrawal can be addressed to:

Bitpanda GmbH, Jakov-Lind-Straße 2, Campus 2, A- 1020 Vienna.

To meet the deadline, sending the notice in good time is sufficient.



## **4. Signature of the Issuer and the Offeror and audit report of the prospectus auditor**

### **4.1. Signature of the Issuer and Provider of the investment pursuant to the KMG**

Pursuant to section 5 (4) KMG, this 1st supplement is signed by the **Bitpanda GmbH** with its registered office at Jakob-Lind-Straße 2, Campus 2, A-1020 Vienna, registered in the commercial register of the Commercial Court of Vienna under FN 423018 k, as Issuer and Provider.

The Issuer is responsible for this 1st supplement and declares that it has taken all reasonable care to ensure that, to the best of its knowledge, the information provided in this supplement is accurate and complete and that any important new circumstances and any material inaccuracies or omissions with respect to the information included in the Capital Market Prospectus and in the 1st supplement which might affect the valuation of the investment in question have been supplemented or amended in this supplement.

As the Issuer

The Bitpanda GmbH

Represented by the two CEOs

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Eric Demuth

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Paul Klanschek

Vienna, the 18th of March, 2021

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## **4.2. Report of the prospectus auditor pursuant to section 7 (1) KMG**

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