

2nd Supplement to the Capital Market Prospectus of Bitpanda GmbH dated October 5, 2020



Bitpanda Crypto Index

for the public offering of an Index-Product constituting investments pursuant to the Austrian Capital Markets Act for a total amount of up to EUR 30,000,000 (in words: 30 million euro) with an option to increase up to EUR 50,000,000 (in words: 50 million euro)

pursuant to Section 6 Capital Markets Act (KMG)
(Scheme A for the KMG - Investments)

2. Supplement from the 22nd of April 2022

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 partyany 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 short summary;

This 2nd Supplement amends the Capital Market Prospectus of Bitpanda GmbH dated October 5, 2020 for the public offering of investments in the form of an index product, now in the total amount of now to 30 million euro (with a further possible increase to 50 million euro), in particular in the points presented below.

In the opinion of the Issuer, these constitute material and non-material circumstances. Consequently, this represents a partially mandatory and voluntary supplement.

Amendments to the content:

- Increase of the issue volume from €20 million to €30 million (with an option to increase to €50 million)
- Inclusion of information on the issuance of a product A-Token by the Issuer
- Inclusion of information on the issuance of an ETN product by the Issuer's subsidiary

Societal, structural and personnel changes :

- Inclusion of the latest financing rounds and associated changes to the shareholder structure
- Inclusion of information on the appointment of the Supervisory Board

2. Amendments, supplements and clarifications to the Capital Market Prospectus;

Important information, terms and references in the Capital Market Prospectus

The Issuer's Capital Market Prospectus dated October 5, 2020 was filed with the registration office of the Österreichische Kontrollbank Aktiengesellschaft (OeKB) on October 5, 2020 and the publication date of the Capital Market Prospectus and the manner of publication pursuant to Section 8 (3) of the Capital Market Act as amended was published in the official journal of the Wiener Zeitung on October 3, 2020. The Prospectus was published on the homepage of Bitpanda GmbH on 05.10.2020 (www.bitpanda.com). The 1st Supplement was respectively published on 18 March 2021. The deposit and publication of the 2nd Supplement will take place in the same manner as the underlying Capital Market Prospectus and the previously-published first Supplement and will be made available to the public free of charge on the website of the issuer Bitpanda GmbH at www.bitpanda.com during the period of the public offering.

All terms defined in the Capital Market Prospectus have the same meaning in this Supplement. The numbering of the headings of the 2nd Supplement is consecutive and thus does not correspond to the numbering of headings or chapters of the Capital Markets Prospectus. The Capital Market Prospectus, the 1st Supplement and the 2nd Supplement are to be read and understood as a unit. Insofar as 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 as they have in the past.

Numerous risks described in the Capital Market Prospectus, their significance and effects are described in more detail, specifically in Section 5, Item 2 of the Capital Market Prospectus, and may lead to an adverse impact on the Issuer's business, assets and liabilities, financial position, liquidity and results of operations and thus to a partial or total loss of the invested capital for the investors. The acquisition of the Bitpanda Index product entails considerable risks, up to and including 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 (according to Schedule A) of Bitpanda GmbH regarding the public offering 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 5 October 2020 (hereinafter "**the Prospectus**"), which is hereby supplemented by the following amendments or amended by the following contents. The page references are to this Prospectus.

In the opinion of the Issuer, these are material and immaterial circumstances pursuant to Section 6 KMG, specifically in connection with the establishment of the Supervisory Board.

Amendments to the Prospectus

2.1. Amendments to the Prospectus - General Adjustments

a) Due to the change of address of the Issuer, the information throughout the Prospectus will be as follows:

"Jakov-Lind-Straße 2, Campus 2"

will be replaced as follows:

"Stella-Klein-Löw-Weg 17"

b) On page 13 in the list of definitions, the following definition of the term "ETN" is included:

"ETNs - Exchange-traded notes invest in asset classes that cannot be represented by other exchange-traded debt instruments, such as cryptocurrencies. Despite the similarity in name to ETFs, these are not funds but debt securities or certificates."

2.2. Amendments to the Prospectus - Successful adjustment of the issue volume under the option to increase

The Prospectus provided for an option to increase the issue volume to up to 30 million euro. This is also clearly indicated in several places in the Prospectus. Through the 1st Supplement, the public was already informed about the increase of the issue volume to 20 million and the information in the Prospectus was adjusted accordingly. Since a further increase to 30 million euro has taken place in the meantime, this is included in this Supplement for clarification purposes. The increase option will also be subsequently increased to 50 million.

a) Due to the changes in issue volumes, the entire Prospectus incl. Cover Page:

the references to values *"20 million"* and *"30 million"* are to be replaced respectively by

references to values *"30 million"* or *"50 million"*.

2.3. Amendments to the Prospectus - Summary

In connection with the implementation of investment rounds in 2021, the related information in the summary:

a) On page 16 in the executive summary, the following paragraph is to be replaced:

"The share capital of the company amounts to EUR 39,702.33 all of which has been fully paid up in cash. The three founders of the company Eric Demuth (33.91%), Paul Klanschek (33.91%) and Christian Trummer (16.96%) jointly hold 84.78% of the company. The remaining 15.22% is distributed among other investors. Paul

Klanschek and Eric Demuth also act as managing directors of the company. An investment agreement has been concluded with external investors, which at the time this Prospectus was published, had not yet been executed. Upon its implementation, the existing shares will be diluted accordingly and the share capital of the Company will be increased."

Is to be replaced by:

"The share capital of the company amounts to EUR 48,093.40 and is entirely raised in cash. The three founders of the company, Eric Demuth, Paul Klanschek and Christian Trummer, hold the majority of the company and control it jointly. Paul Klanschek and Eric Demuth also act as Chief Executive Officers) CEOs of the company. Investment agreements with external investors have also been concluded and executed. The shares of the existing shareholders, in particular those of Eric Demuth, Paul Klanschek and Christian Trummer, thus decreased accordingly. In the course of the investments, two investors acquired a stake of over 10%."

2.4. Amendments to the Prospectus - Inclusion of additional information regarding other issued investments

Due to the issuance of investments in the form of an A-Token product by the Issuer of the index product in April 2021 and the issuance of a listed ETN product by Bitpanda Issuance GmbH, a subsidiary of the Issuer, the following amendments will be made to the Prospectus:

a) On page 38 in chapter 2, item 3.1, the paragraph

"Pursuant to KMG, no securities or other investments have been issued by the Issuer to date. Consequently, no proprietary rights in stricter terms have been issued."

is to be replaced by:

"No securities have been issued by the Issuer to date. At the same time as the offer made under this Prospectus, an A-Token product is being offered by Bitpanda. The product is a derivative contract between the customer and Bitpanda, which replicates a certain underlying (e.g. share or ETF) 1:1 in terms of value. This issue is not yet closed at the time of the preparation of the Prospectus, but can also be obtained in the future ("continuous issue"). A final overview of the issued investments and the issue volume is therefore not possible at this time. The Prospectus for the Bitpanda A-Token can be viewed on the Bitpanda platform.

In addition, an ETN product was issued by the issuer's subsidiary, Bitpanda Issuance GmbH, which is also authorised for trading on the Frankfurt Stock Exchange in particular. The issuance of further ETNs and admissions to other regulated markets within the EU are planned."

2.5. Amendments to the Prospectus - Inclusion of additional information regarding tax treatment

In order to keep information regarding processes in connection with taxable matters as up-to-date as possible, the following adjustments will be made to the Prospectus:

a) On pages 42 and 43 in chapter 2, item 11.1.1 a., the information about the income tax aspects:

“Realised profits or losses from the sale or exchange of crypto-assets are taxable as speculative income if the period between acquisition and sale does not exceed one year (speculation period). The following are therefore included:

Total or proportionate sale of the Index wallet

Sales conducted as part of a monthly rebalancing event framework

Exchange of the crypto-assets in the Index wallet for another crypto-assets upon termination of the Index wallet

The calculation of the speculation period shall be based on the respective binding transaction (i.e. the date of the conclusion of the purchase contract (e.g. a total purchase order for the purchase of the Index product or partial-purchase as part of the rebalancing event) and the date of the conclusion of the sale contract). This applies regardless of whether only individual positions or several positions are sold/exchanged. Increases or losses in value (which are taxable within the speculation period) may be realised regularly during the year, particularly as part of rebalancing events.

When exchanging crypto-assets, there is essentially one purchase and one sale. The selling price of the given crypto-assets as well as the acquisition costs of the crypto-assets acquired is the current market value of the given crypto-assets.

If several consecutive purchase and sales transactions concerning the same crypto-assets are carried out at different exchange rates daily, the taxpayer can classify them as they wish, provided that the inventory is fully-documented. If this is not the case, the oldest crypto-assets are to be regarded as sold first (FIFO method).

Capital gains are subject to the gradual income tax rate and capital losses can only be deducted from other speculative income from within the same year. Income from speculative transactions (with positive and negative results from one year to be treated as net) of a maximum of EUR 440 per year remains tax-free. If this amount is exceeded, the entire income is liable to taxation. Income from sales in connection with the Index wallet may not be subject to capital gains tax (CGT, “KESt”) due to the fact that it does not qualify as income from capital assets.”

Is to be replaced by the following:

I. “Newstock

The Ecosocial Tax Reform Act 2022 Part I was published on 14 February 2022 (BGBl I No. 10/2022). This created explicit regulations for the taxation of

cryptocurrencies for the first time, which came into effect on March 1, 2022 and which are applicable to cryptocurrencies acquired after February 28, 2021 (new stock).

Section 27b para 4 of the Austrian Income Tax Act (EStG) defines cryptocurrency as follows: "A cryptocurrency is a digital representation of value that is not issued or guaranteed by any central bank or public body and is not necessarily linked to a legally established currency and does not have the legal status of a currency or money, but is accepted by natural or legal persons as a medium of exchange and can be transferred, stored and traded electronically."

Income from capital assets was expanded on in Section 27 (4a) EStG to include income from cryptocurrencies. For this purpose, a separate regulation was created in Section 27b EStG, which includes both current income from cryptocurrencies and income from realised increases in the value of cryptocurrencies, which are now subject to the exceptional tax rate of 27.5% (Section 27a EStG).

Income from realised increases in the value of cryptocurrencies (Section 27b para 3 EStG) includes

- Income from the sale of cryptocurrencies for euro,
- Income from the exchange of cryptocurrencies for legally-recognised foreign currencies and
- Income from the exchange of cryptocurrencies for other assets and services (e.g. purchase of an asset or service and payment in cryptocurrencies).

However, the exchange of a cryptocurrency for another cryptocurrency does not fall under income from realised increases in value (Section 27b (3) item 2 sentence 2 EStG).

Losses may be offset against other income from capital assets in accordance with the provisions of Section 27 (8) of the Income Tax Act (in particular, they may not be offset against bank interest and donations from private foundations).

The transitional provisions also include an option for taxpayers to apply the new provisions of Section 27b EStG retroactively as of 1 January 2022. The advantages of this option are to be assessed by the customer on a case-by-case basis.

For income received after December 31, 2023, the obligation to deduct capital gains tax has been implemented for certain domestic service providers. It can be assumed that Bitpanda qualifies as a domestic service provider pursuant to Section 95 (2) item 3 lit b. EStG. Bitpanda does not plan to make use of the option to voluntarily deduct capital gains tax before January 1, 2024 pursuant to Section 124b item 384 lit. d EStG. Bitpanda will inform its customers in a timely manner if there are any changes with regard to this. Consequently, the income from cryptocurrencies must be declared in the assessment procedure for the time being.

II. Old assets

Realised increases in value from cryptocurrencies acquired by February 28, 2021 (old holdings) are subject to the previous regulations for income from speculative

transactions pursuant to Section 31 EStG at the progressive income tax rate of up to 55% (Section 33 EStG), provided that the period between acquisition and sale does not exceed one year (speculation period).

With regard to old assets, the sale of cryptocurrencies against euro or the exchange against legally-recognised foreign currencies as well as the exchange against other economic goods and services, but also the exchange of a cryptocurrency against another cryptocurrency is subject to the general exchange taxation pursuant to Section 6 item 14 EStG and thus, depending on the holding period, possibly to the income from speculative transactions pursuant to Section 31 EStG.

Income from speculative transactions remains tax-free if it does not exceed 440 euro in the calendar year.

Losses from speculative transactions can only be offset against income from speculative transactions in the same calendar year.

We expressly point out that the above information is neither directly nor indirectly tax advice, but is provided solely for general information purposes. It is recommended that you obtain your own tax advice on the individual tax consequences of the index product.”

b) On page 44 in Chapter 2, item 11.1.2 a., the information on the income tax aspects:

“Profits or losses from the sale or exchange of cryptocurrencies are taxable at the level of a corporation, regardless of a specific retention period.

At corporate level, losses from crypto-assets can be offset against profits from crypto-assets or other income. Positive income is taxable at the linear corporation tax rate of 25% (“KÖSt”, income from business operations). If there is an overall deficit (which cannot be offset by other positive income in the current year), it can be carried forward indefinitely and offset in future periods against positive income in following years, subject to a 75% loss offsetting limit.

Sales transactions in connection with the Index wallet are not subject to capital gains tax (CGT, “KESt”) due to the lack of their classification as income from capital assets.”

is to be replaced by:

“Realised gains and losses from the sale of cryptocurrencies are generally subject to corporate income tax at the current rate of 25% (2023: 24%; 2024: 23%). No distinction is made between new and old holdings. The holding period is also irrelevant.“

c) On page 81 of the Prospectus, in the description of the risk factor "*This Prospectus does not constitute tax advice. Fiscal Policy...*" the sentence

"The tax treatment of crypto-assets is partly unclear."

is to be replaced by:

"Legal regulations have already been issued in Austria with regard to the tax treatment of crypto-assets (so-called eco-social tax reform). There are currently no administrative practices or decisions on this. The tax treatment of crypto-assets is therefore not yet sufficiently clear."

2.6. Amendments to the Prospectus - Updates regarding ownership and corporate bodies

In 2021, Bitpanda signed new financing rounds (hereinafter "Financing Rounds"), which were already mentioned in the Prospectus. These have been carried out in the meantime. The effects on the shareholder structure have already been entered in the commercial register. As part of this, the shareholding ratios in Bitpanda GmbH have also shifted accordingly, as already included in the Prospectus as "Outlook".

a) On page 62 of the Prospectus in chapter 3, (2.4), the details:

"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.

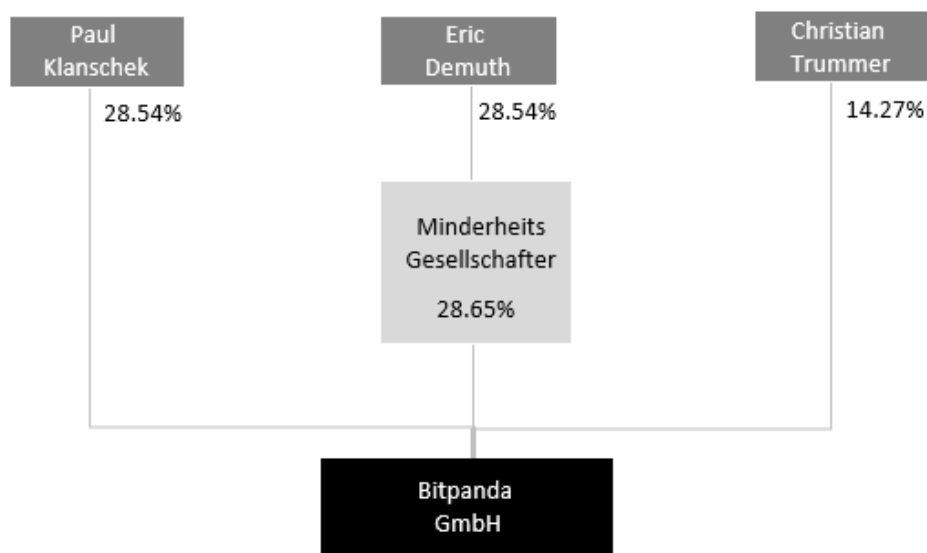
Christian Trummer, born on 25.05.1986, holds a capital contribution in the amount of EUR 6,650.56.

Other investors (minority shareholders) hold a total capital contribution of EUR 13,354.11.

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

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

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



Outlook following financing round in 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 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 the shareholders will be as follows:

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

“The other investors (minority shareholders) will therefore be made up of 13 natural and legal persons after the transaction is completed.”

are to be replaced by:

“Bitpanda’s share capital totals EUR 48,093.40 and has been fully provided in cash. The shares in the share capital are transferable, divisible and inheritable.

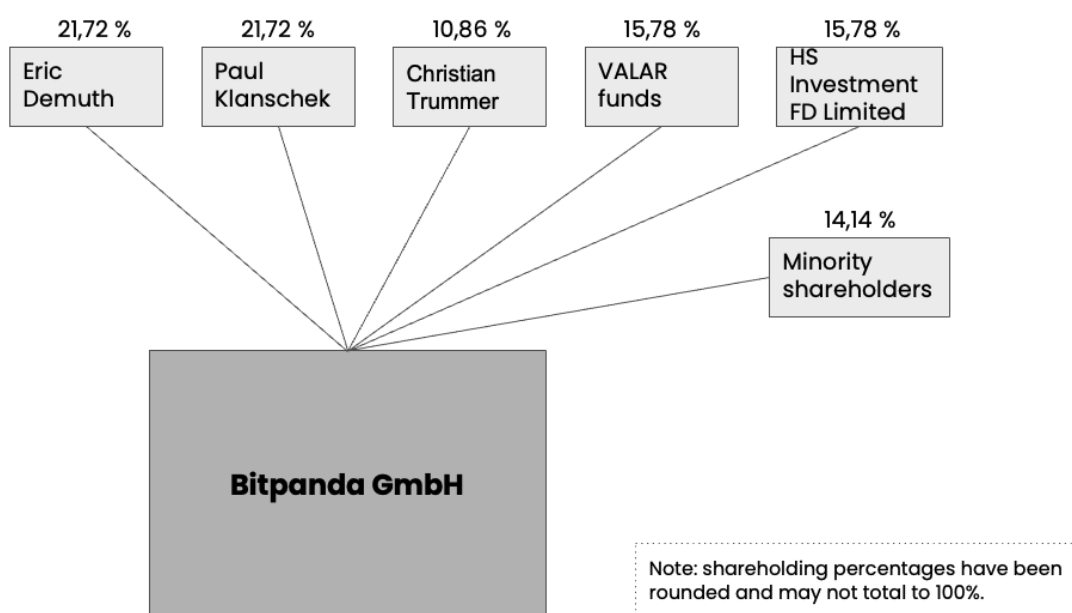
Bitpanda has concluded an investment contract with investors in 2021. This agreement has already been signed and executed accordingly at the time of the preparation of the Supplement and has been entered in the commercial register. Through the implementation of the capital measures, the share capital of the company will increase and the existing shares of the shareholders will be diluted accordingly. The shareholding structure after the implementation of the capital measures is as follows:

Shareholders	Shares	As a percentage
<i>Paul Klanschek</i>	10,445.89	21.72%
<i>Eric Demuth</i>	10,445.89	21.72%
<i>Christian Trummer</i>	5,222.94	10.86%

<i>HS Investment Limited</i>	<i>7.589.14</i>	<i>15.78%</i>
<i>Valar Funds¹</i>	<i>7,589.14</i>	<i>15.78%</i>
<i>Other investors</i>	<i>6,800.41</i>	<i>14.14%</i>
<i>Total</i>	<i>48,093.40</i>	<i>100.00%</i>

The other investors (minority shareholders) will therefore be made up of 17 natural and legal entities after the transaction is completed.

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



b) On page 64 in the Prospectus, the following new item is added in chapter 3 following item 3.2:

“3.3 Supervisory board

Due to legal obligations (GmbHG), the Issuer has established a supervisory board. The Supervisory Board is limited to the duties and responsibilities prescribed by law and consists of 3 members. The members of the Supervisory Board were elected by shareholders' resolution at the suggestion of the Advisory Board as well as from the members of the Advisory Board and the members will be visible in the Company Register. The supervisory board approves various measures pursuant to the articles

¹ Consists of shares of Valar Fund VI LP, Valar Velocity Fund 2 LP, Valar Fund VII LP and Valar Co-Invest 11 LP (as shown in the Company Register), which are under unified management and whose shares are therefore to be displayed aggregated.

of association and the rules of procedure, and it also monitors the management of the company and consults with the advisory board.

The supervisory board of Bitpanda GmbH consists of the following members:

Name	Function as a member of the supervisory board of Bitpanda GmbH
James Fitzgerald, born 30.01.1974	Member of the supervisory board since 14.04.2022 until 2026
Lawson Emanuel born 09.07.1991	Deputy Chairman of the supervisory board since 14.04.2022 until 2026
Tom Lesche born 05.09.1983	Chairman of the supervisory board since 14.04.2022 until 2026

In general, the following applies to all members of the management and supervisory board of Bitpanda GmbH: their activities (in particular board functions or executive functions) in other companies outside Bitpanda may lead to potential conflicts of interest in individual cases, in particular if Bitpanda has an active business relationship with the companies in question."

c) On page 64 in the Prospectus, in chapter 3, item 3.3 is amended as follows:

"3.3 Other bodies

The Issuer is supported by a so-called advisory board, whereby the controlling shareholders and all investors delegate members to the advisory board. The advisory board advises the management of the Issuer on strategically important issues and makes appropriate recommendations. Furthermore, the management requires the approval or involvement of the advisory board with regard to the implementation of certain measures. The advisory board is in any event an advisory body exclusively and is not a supervisory board. In addition, it is emphasised that the Issuer's general meeting remains the supreme body of the Issuer."

Is to be replaced by:

"3.4 Other bodies

The Issuer is supported by a so-called advisory board, where the controlling shareholders and all investors delegate members to the advisory board. The advisory board advises management and the supervisory board of the issuer on strategic issues and makes recommendations respectively. Furthermore, management requires the approval or involvement of the advisory board with regard

to the implementation of certain measures. Regardless of this, the advisory board is exclusively an advisory body. In addition, it is emphasised that the Issuer's general meeting remains the supreme body of the Issuer."

d) On page 72 of the Prospectus, in the description of the risk factor "Bitpanda is subject to operational risks. The materialisation", the following sentence is to be added at the end:

"Potential conflicts of interest and related erroneous decisions by members of the corporate bodies and employees also represent a risk for Bitpanda."

3. Notice of the right of withdrawal for investors pursuant to section 6 (2) KMG;

To the extent that this 2nd Supplement contains important new circumstances or material inaccuracies or inaccuracies with regard to the information contained in the Capital Market Prospectus which could influence the valuation of the Investment, investors who have already committed themselves to a purchase or subscription of the investment before this Supplement was published have the right to withdraw their commitment within two working days of the publication of the 2nd Supplement, provided that the new circumstance or the incorrectness or inaccuracy occurred before the public offer was finally closed and the investment was delivered (section 6 (2) KMG).

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

Pursuant to Section 21 (3) of the Consumer Protection Act (KMG), the withdrawal must be made in writing, provided that the customer returns a document containing their contractual declaration or that of the seller, to the seller or of the seller's agent who participated in the contract negotiations with a note indicating that the consumer rejects the conclusion or maintenance of the contract. It is sufficient if the notice of withdrawal is sent within the relevant period.

The written declarations of withdrawal can be addressed to:

Bitpanda GmbH, Stella-Klein-Löw-Weg 17, A-1020 Vienna.

In order to meet the deadline, it is deemed sufficient to send the notice of withdrawal in due time.

4. Signature of the Issuer and the Provider and endorsement of the Prospectus auditor

4.1. Signature of the issuer and provider of the investment pursuant to KMG

This 2nd Supplement is signed by Bitpanda GmbH, with its registered office at Stella-Klein-Löw-Weg 17, A-1020 Vienna, registered with the Commercial Register of the Commercial Court of Vienna under FN 423018 k, as Issuer and Offeror, pursuant to § 5 para 4 KMG.

The Issuer is responsible for this 2nd Supplement and declares that it has taken all reasonable care to ensure that the information contained in this Supplement is, to the best of its knowledge, accurate and complete and that important new circumstances and material misstatements or inaccuracies with regard to the information contained in the Capital Markets Prospectus, the 1st Supplement and the 2nd Supplement which could affect the valuation of the relevant investment have been supplemented or amended in this Supplement.

As the Issuer

Bitpanda GmbH

Represented by the two Chief Executive Officers

Eric Demuth

Paul Klanschek

Vienna, April 22, 2022

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4.2. Auditor's Report of the Prospectus Auditor pursuant to Section 7 (1) of the Austrian Capital Markets Act (Kapitalmarktgesetz)

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