

## FORMULIER MET DE DEFINITIEVE VOORWAARDEN

Definitieve Voorwaarden d.d. 20 februari 2024

Global X Digital Assets Issuer Limited

*(statutair gevestigd en ingeschreven op Jersey naar de Companies (Jersey) Law 1991 (zoals gewijzigd), met*

*registratienummer 129881),*

*LEI: 254900GFVKWOIHOFGO32*

**Uitgifte van maximaal 1.000.000.000**

**Global X Chainlink ETP-effecten (de "Effecten")**

**onder het Crypto ETP-programma**

Dit document bevat the Definitieve Voorwaarden van de in dit document beschreven Effecten.

**VERKOOP AAN RETAILBELEGGERS IN HET VK NIET TOEGESTAAN** – De Effecten zijn niet bedoeld om te worden aangeboden, verkocht of anderszins ter beschikking te worden gesteld aan retailbeleggers in het VK (het "VK"). Voor dit doel wordt een retailbelegger gezien als een persoon die aan een (of meer) van de volgende definities voldoet: (i) een niet-professionele cliënt zoals gedefinieerd in punt (11) van artikel 4, lid 1 van Richtlijn 2014/65/EU, zoals gewijzigd ("MiFID II"); een cliënt in de zin van Richtlijn (EU) 2016/97 (zoals gewijzigd, de "Richtlijn Verzekeringsdistributie") waarbij die cliënt niet zou kwalificeren als een professionele cliënt zoals gedefinieerd in punt (10) van artikel 4, lid 1, van MiFID II; of (iii) geen gekwalificeerde belegger is in de zin van Verordening (EU) 2017/1129 zoals deze deel uitmaakt van het nationale recht van het VK krachtens de European Union (Withdrawal) Act 2018 en zoals nadien gewijzigd of aangevuld in het VK (de ("Prospectusverordening van het VK"). Bijgevolg is er geen essentiële beleggersinformatie opgesteld krachtens Verordening (EU) nr. 1286/2014 zoals deze is opgenomen in het nationale recht van het Verenigd Koninkrijk op basis van de European Union (Withdrawal) Act 2018 en zoals nadien gewijzigd of aangevuld in het Verenigd Koninkrijk (zoals gewijzigd, de "UK PRIIPs Regulation") voor het aanbieden of verkopen van de Effecten of het anderszins beschikbaar stellen ervan aan retailbeleggers in het Verenigd Koninkrijk en bijgevolg kan het aanbieden of verkopen van de Effecten of het anderszins beschikbaar stellen ervan aan retailbeleggers in het Verenigd Koninkrijk onwettig zijn krachtens de UK PRIIPs Regulation.

### DEEL A - CONTRACTUELE VOORWAARDEN

**MiFID II-productgovernance / doelmarkt uitsluitend retailbeleggers, professionele beleggers en gekwalificeerde tegenpartijen** - Uitsluitend met het oog op het productgoedkeuringsproces van elke ontwikkelaar heeft de doelmarktbeoordeling met betrekking tot de Effecten geleid tot de conclusie dat: (i) de doelmarkt voor de Effecten bestaat uit gekwalificeerde tegenpartijen, professionele cliënten en niet-professionele cliënten, elk zoals gedefinieerd in [Richtlijn 2014/65/EU (zoals gewijzigd, "MiFID II")][MiFID II]; en (ii) alle kanalen voor de distributie van de Effecten geschikt zijn. Iedere persoon die vervolgens de Effecten aanbiedt, verkoopt of aanbeveelt (een "distributeur") moet rekening houden met de doelmarktbeoordeling van de ontwikkelaar; een distributeur die onder MiFID II valt is echter verantwoordelijk voor het uitvoeren van zijn eigen doelmarktbeoordeling met betrekking tot de Effecten (door de doelmarktbeoordeling van de fabrikant over te nemen of deze te verfijnen) en voor het bepalen van geschikte distributiekkanalen.

De Effecten uitgegeven door de Emittent zijn onderworpen aan de Voorwaarden (zoals hieronder gedefinieerd) en aan de in dit document opgenomen voorwaarden (de "Definitieve Voorwaarden") die van toepassing zijn op de Effecten.

Termen die hierin worden gebruikt, worden geacht te zijn gedefinieerd ten behoeve van de Voorwaarden zoals uiteengezet in het Basisprospectus van 20 februari 2024, dat een basisprospectus vormt (het "Basisprospectus") zoals bedoeld in de Verordening (EU) 2017/1129 (zoals gewijzigd, de "EU-prospectusverordening"). Dit document bevat de Definitieve Voorwaarden van de hierin beschreven Effecten overeenkomstig artikel 8 van de EU Prospectusverordening en moet samen met het Basisprospectus worden gelezen. Volledige informatie over de Emittent en de aanbieding van de Effecten is enkel beschikbaar op basis van de combinatie van deze Definitieve Voorwaarden en het Basisprospectus. Het Basisprospectus kan worden geraadpleegd op <https://globalxetfs.eu/>.

## GEGEVENS VAN DE SERIE

1.	<b>Emittent:</b>	Global X Digital Assets Issuer Limited (LEI: 254900GFVKWOIHOFGO32)
2.	<b>Klasse:</b>	Chainlink-linked
3.	(i) <b>Serienummer:</b>	Global X Chainlink ETP
	(ii) <b>Tranchenummer:</b>	1
4.	<b>Totaal aantal Effecten in de Serie:</b>	
	(i) <b>Serie:</b>	Maximaal 1.000.000.000
	(ii) <b>Tranche :</b>	Maximaal 1.000.000.000
5.	<b>Hoofdsom:</b>	USD 0,75
6.	<b>Geïndexeerde beveiliging:</b>	Niet van toepassing
7.	<b>Onderliggende cryptobelegging:</b>	Chainlink
8.	<b>Initiële munttoewijzing:</b>	0,75
9.	<b>Vergoeding tussenpersoon:</b>	0,99 procent
10.	<b>Uitgiftedatum:</b>	14 maart 2023
11.	<b>Mate van nauwkeurigheid van levering:</b>	Op 16 decimale punten, naar beneden afgerond
12.	<b>Mate van nauwkeurigheid munttoewijzing:</b>	Op 16 decimale punten, naar beneden afgerond
13.	<b>Uitgedrukt in de volgende valuta:</b>	Niet van toepassing
14.	<b>Basisvaluta:</b>	USD
15.	<b>Soort effecten:</b>	
	(i) <b>Soort:</b>	Niet-gecertificeerd
	(ii) <b>Gehouden onder de nieuwe bewaringsstructuur:</b>	Niet van toepassing
16.	<b>Toepasselijke beurs/beurzen:</b>	Xetra  Naar verwachting wordt de aanvraag voor toelating tot de handel en notering van de Effecten op de SIX Swiss Exchange na de Uitgiftedatum ingediend. Indien en wanneer de Effecten worden toegelaten tot de handel en notering op de SIX Swiss Exchange, worden de Houders van de Effecten onmiddellijk over deze toelating tot de handel en notering geïnformeerd in overeenstemming met de Voorwaarden.
17.	<b>Toepasselijk clearingsysteem:</b>	CREST
18.	<b>Verboden voor verkoop aan Retailbeleggers in de EER:</b>	Niet van toepassing
19.	<b>Staking</b>	Niet van toepassing
20.	<b>Aanbieding</b>	
	(i) <b>Niet-vrijgestelde aanbieding:</b>	Van toepassing
	(ii) <b>Rechtsgebieden voor de niet-vrijgestelde aanbieding:</b>	Denemarken, Duitsland, Finland, Nederland, Noorwegen, Oostenrijk, Zweden
	(iii) <b>Aanbiedingsperiode:</b>	Niet van toepassing
	(iv) <b>Bevoegde Aanbieder:</b>	DRW Europe B.V. (De “Bevoegde Aanbieder”)

(v)	<b>Voorwaarden waaraan moet worden voldaan:</b>	Niet van toepassing
(v)	<b>Aanbiedingsprijs:</b>	De Initiële Munttoewijzing per Effect op de Uitgiftedatum is gespecificeerd in hoofdstuk 7
(vi)	<b>Voorwaarden voor de aanbidding:</b>	Niet van toepassing
(viii)	<b>Bedrag van de Effecten dat aan het publiek wordt aangeboden of tot de handel wordt toegelaten:</b>	Maximaal 1.000.000.000
(viii)	<b>Wijze en datum waarop de resultaten van de aanbidding worden bekendgemaakt:</b>	Wordt gepubliceerd op de Website van de Emittent.
(ix)	<b>Procedure voor de kennisgeving aan de aanvragers van het toegewezen bedrag en vermelding of de handel kan aanvangen voordat deze kennisgeving heeft plaatsgevonden:</b>	Wordt gepubliceerd op de Website van de Emittent.
(x)	<b>Bedrag van de kosten, en belasting die van toepassing is op de inschrijver of koper:</b>	Niet van toepassing

#### BETROKKEN PARTIJEN

21.	<b>Trustee:</b>	The Law Debenture Trust Corporation p.l.c.
22.	<b>Toegelaten Deelnemer(s):</b>	DRW Europe B.V.,
23.	<b>Bank:</b>	N.v.t.
24.	<b>Administratiekantoor:</b>	JTC Fund Solutions (Jersey) Limited
25.	<b>Kantoren:</b>	
(i)	<b>Vaststellingskantoor:</b>	JTC Fund Solutions (Jersey) Limited Te kantore: Jersey
(ii)	<b>Bewaarder:</b>	Coinbase Custody International Limited Te kantore: Dublin
(iii)	<b>Uitgevende en Betaalagent:</b>	Computershare Investor Services (Jersey) Limited Te kantore: Jersey
(iv)	<b>Zwitserse Betaalagent:</b>	Niet van toepassing; op voorwaarde dat een Zwitserse Betaalagent wordt benoemd indien en wanneer de Effecten worden toegelaten tot de handel en notering op de SIX Swiss Exchange. Houders van Effecten worden onmiddellijk over een dergelijke benoeming geïnformeerd in overeenstemming met de Voorwaarden.
(v)	<b>Aanvullende Betaalagent(en):</b>	Niet van toepassing
(vi)	<b>Registerhouder:</b>	Computershare Investor Services (Jersey) Limited Te kantore: Jersey

Ondertekend namens **Global X Digital Assets Issuer Limited**

Door: .....

Gemachtigde

## DEEL B - OVERIGE INFORMATIE

### 1. NOTERING:

<b>Notering en toelating tot de handel:</b>	Er is een aanvraag ingediend voor de toelating van de Effecten tot Xetra.
<b>Minimale transactieomvang:</b>	1 Effect
<b>Inschatting totale kosten van de aanvraag tot toelating tot de handel:</b>	€3.500
<b>Noteringsagent:</b>	Overeenkomstig artikel 58a van de Noteringsregels van de SIX Swiss Exchange heeft de Emittent Homburger AG, gevestigd te Prime Tower, Hardstrasse 201, 8005 Zürich, in Zwitserland, aangesteld als zijn vertegenwoordiger om de aanvraag in te dienen bij SIX Exchange Regulation AG in zijn hoedanigheid van bevoegde autoriteit voor de toelating tot de handel (met inbegrip van de voorlopige toelating tot de handel) en de notering van de Effecten op de SIX Swiss Exchange.

### 2. RATINGS:

<b>Ratings:</b>	Niet van toepassing
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### 3. BELANGEN VAN NATUURLIJKE PERSONEN EN RECHTSPERSONEN DIE BETROKKEN ZIJN BIJ DE UITGIFTE/AANBIEDING:

De Emittent is niet op de hoogte van materiële belangen bij deze uitgifte van andere personen die betrokken zijn bij de aanbieding van de Effecten.

### 4. GESCHATTE NETTO-OPBRENGSTEN EN GESCHATTE KOSTEN

<b>Netto-opbrengsten:</b>	Fysiek afgewikkeld voor een bedrag van de Munttoewijzing per Effect.
<b>Raming van de totale kosten van de uitgifte/aanbieding:</b>	€3.500

### 5. PRAKTISCHE INFORMATIE

<b>ISIN:</b>	GB00BM9JYJ86
<b>Zwitsers Effectennummer:</b>	Niet van toepassing; op voorwaarde dat een Zwitsers Effectennummer voor de Effecten wordt verkregen indien en wanneer de Effecten worden toegelaten tot de handel en notering op de SIX Swiss Exchange.
<b>Clearingsyste(e)m(en) en toepasselijke identificatienummer(s):</b>	Euroclear UK & Ireland Limited
<b>Levering:</b>	Levering tegen betaling
<b>Bedoeld om aan te houden op een manier die aansluit bij de beleenbaarheidscriteria van het Eurosysteem:</b>	Nee. Hoewel de aanduiding op de datum van deze Definitieve Voorwaarden 'nee' is, zullen de Effecten mogelijk worden gedeponereerd bij een van de ICSD'en als common safekeeper (en geregistreerd op naam van een gevolmachtigde van een van de ICDS'en die optreedt als common safekeeper) indien de beleenbaarheidscriteria van het Eurosysteem in de toekomst zodanig worden gewijzigd dat de Effecten hiervoor in aanmerking komen. Dit betekent niet noodzakelijkerwijs dat de Effecten met zekerheid op enig moment in hun bestaan door het Eurosysteem worden erkend als een toelaatbare zekerheid voor monetaire beleids- en intraday-kredietactiviteiten binnen

het Eurosysteem. Een dergelijke erkenning is afhankelijk van de vraag of de ECB ervan overtuigd is dat aan de beleenbaarheidscriteria van het Eurosysteem is voldaan.

## **6. DATUM VAN GOEDKEURING VAN DE RAAD VAN BESTUUR VOOR DE UITGIFTE VAN EFFECTEN**

De Raad van Bestuur heeft de uitgifte van de Effecten goedgekeurd op 1 maart 2023.

## ISSUE SPECIFIC SUMMARY

INTRODUCTION AND WARNINGS
<b>Name of Security:</b> Global X Chainlink ETP (Ticker: LIOX) seeks to track the investment results of Chainlink.
<b>ISIN:</b> GB00BM9JYJ86
<b>The Issuer:</b>  The Issuer of the securities is Global X Digital Asset Issuer Limited (the “ <b>Issuer</b> ”) (LEI: 254900GFVKWOIHOFGO32).  The Issuer was incorporated as a private limited company Issuer in Jersey on November 8, 2021 under the Companies (Jersey) Law 1991 (as amended) with the name “Global X Digital Assets Issuer Limited”. The Issuer was converted to a public company by special resolution on February 10, 2022. The Issuer operates under the aforementioned law and secondary legislation made thereunder. The Issuer is registered in Jersey under number 139150 on the register maintained by the Jersey Financial Services Commission.  The registered office of the Issuer is at 28 Esplanade, St. Helier, Jersey, JE4 2QP. The contact number of the Issuer is +44 1534 700 000. The Issuer’s Website is available at <a href="https://globalxetfs.eu">https://globalxetfs.eu</a> .
<b>Competent Authority:</b> The base prospectus was approved by the Swedish Financial Supervisory Authority (the “SFSA”) on February 20, 2024. The SFSA can be contacted at finansinspektionen@fi.se, +46 (0)8 408 980 00. The SFSA’s approval of the base prospectus should not be understood as an endorsement of the securities.
<b>Warnings:</b> <ol style="list-style-type: none"><li>1. This Issue Specific Summary should be read as an introduction to the base prospectus of the Issuer’s crypto ETP programme (the “<b>Programme</b>”) for the issue of undated, limited recourse, non-interest bearing exchange traded debt securities (“<b>Securities</b>”). The Securities are issued on the terms and conditions set out in the base prospectus as completed by the final terms in respect of the relevant Series of Securities (the “<b>Final Terms</b>”).</li><li>2. Any decision to invest in the securities should be based on a consideration of the base prospectus as a whole by the investor and together with the final terms in respect of the securities;</li><li>3. The investor could lose all or part of the invested capital;</li><li>4. Where a claim relating to the information contained in the prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the prospectus before the legal proceedings are initiated;</li><li>5. Civil liability attaches only to those persons who have tabled this issue specific summary, including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the base prospectus and the relevant final terms, or where it does not provide, when read together with the other parts of the base prospectus and such final terms, key information in order to aid investors when considering whether to invest in the securities;</li><li>6. You are about to purchase a product that is not simple and may be difficult to understand.</li></ol>
KEY INFORMATION ON THE ISSUER
Who is the Issuer of the Securities?
<b>Domicile/Legal Form/Country of Incorporation:</b> The Issuer is a public company incorporated and registered in Jersey under the Companies (Jersey) Law 1991 (as amended) with registered number 139150. Its LEI is 254900GFVKWOIHOFGO32
<b>Principal Activities:</b> The principal activity of the Issuer is issuing classes of Securities backed by quantities of relevant Underlying Cryptoasset. The Issuer has established a programme under which classes of Securities may be issued from time to time.
<b>Major Shareholders:</b> All of the Issuer’s issued ordinary shares are owned by Global X Digital Assets, LLC (the “Arranger”), a holding incorporated in the state of Delaware, USA. The shares of the Arranger are ultimately wholly owned by Global X Management Company, Inc.
<b>Key Managing Directors:</b> The Issuer is managed by its Board of Directors, and the members of the board are: Hilary Jones, Alan Baird, and Alex Ashby.
<b>Statutory Auditors:</b> KPMG Channel Island Limited. KPMG Chanel Islands Limited is a member of the Institute of Chartered Accountants in England and Wales.
What is the key financial information regarding the Issuer?
Income Statement, Balance Sheet, and Cash Flow Statement

The Financial Statements have been prepared in accordance with International Financial Reporting Standards and International Accounting Standards as issued by the International Accounting Standards Board (IASB) and Interpretations (collectively IFRSs) and in accordance with the Companies (Jersey) Law 1991.

The following selected financial information is based on and extracted from the Financial Statements.

<b>Income Statement (in USD)</b>	<b>Year ended December 31, 2022 (Audited)</b>	<b>For the period from November 8, 2021 to December 31, 2021</b>
Total comprehensive Income for the year/period	20,035	-
<b>Balance Sheet (in USD)</b>	<b>Year ended December 31, 2022 (Audited)</b>	<b>For the period from November 8, 2021 to December 31, 2021</b>
Total Assets	2,712,759	-
Total Liabilities	2,692,721	-
Total Equity	20,038	-
<b>Income Statement (in USD)</b>	<b>Year ended December 31, 2022 (Audited)</b>	<b>For the period from November 8, 2021 to December 31, 2021</b>
Net Cash Flows from Operating activities	0	-
Net Cash Flows from Financing activities	0	-
Net Cash Flows from Investing activities	0	-

**What are the key risks that are specific to the Issuer?**

**The Issuer is a special purpose vehicle**

The only business of the Issuer is the issuance of Securities and the related purchase of the Underlying Cryptoassets and/or entering into related transactions.

The Issuer will have no assets with which to make any payments under any series of Securities or meet claims made against it other than the secured property in respect of that series.

Accordingly there are risks in investing in the Securities issued by the Issuer which differ from risks in investing in instruments issued by a trading entity with substantial assets and/or operations, as securityholders take risk on the creditworthiness of the Issuer and the Issuer is solely reliant on the Underlying Cryptoassets to meet its obligations under the Securities. Risk rating: Medium

**The Issuer is structured to be insolvency-remote, but it is not insolvency-proof**

The Issuer is structured to be insolvency-remote and will only contract (as provided for in the relevant Trust Deed) with parties who agree not to make any application for the commencement of winding-up or bankruptcy or similar proceedings against the Issuer.

However, there is no assurance that all claims that arise against the Issuer will be on the basis that such action will not be taken, or that such contractual provisions will necessarily be respected in all jurisdictions, in particular where claims arise from third parties that have no direct contractual relationship with the Issuer or if the Issuer fails for any reason to comply with its contractual obligations (including the obligation only to contract on a "non-petition" basis). A creditor (including a contingent or prospective creditor) that has not accepted non-petition provisions in respect of the Issuer may be entitled to make an application for the commencement of insolvency proceedings against the Issuer. The commencement of such proceedings may entitle such a creditor to terminate contracts with the Issuer and claim damages for any loss suffered as a result of such termination. If the Securities remain outstanding at the time that any insolvency proceedings are commenced, this will constitute an Issuer Insolvency Event and lead to redemption of each Series of Securities and related enforcement actions. Such redemption may take place at a time when the price of the Underlying Cryptoasset is unfavourable to securityholders. This may result in securityholders receiving less, or substantially less, than they had anticipated in circumstances over which they have no control.

Risk rating: Low

**The Issuer is operated by an administrator**

Pursuant to the terms of an agreement in respect of each series of Securities between the Issuer and JTC Fund Solutions (Jersey) Limited (the "Administrator") (the "Administration and Determination Agency Agreement") the Issuer has appointed the Administrator to perform certain administrative, accounting, determination agency

and related services to the Issuer. The Administrator is an independent, third party entity. The majority of the directors of the Issuer are employees of the Administrator.

In addition to employees of the Administrator, one of the directors of the Issuer is an employee of the Arranger. Such director only has the duties and responsibilities expressly agreed in respect of such role and those imposed by law. The Arranger may enter into business dealings relating to the securities or the Underlying Cryptoassets without any regard for the interests of Securityholders or any duty to account for such revenues or profits.

The operations of the Issuer may be adversely affected by the termination of the appointment of the Administrator, the insolvency or bankruptcy of the Administrator or any default, negligence or fraud on the part of the Administrator or any of its employees or agents. Risk rating: Medium

**The Issuer is subject to anti-money laundering legislation which, if violated, could materially and adversely affect the timing and amount of payments made by the Issuer**

The Issuer is subject to legislation and regulations relating to corrupt and illegal payments and money laundering (including tax evasion) as well as laws, sanctions and restrictions relating to certain individuals and countries. If the Issuer were determined by the relevant authorities to be in violation of any such legislation or regulations, it could become subject to significant penalties, including in certain cases criminal penalties.

Any such violation could have a material and adverse effect on the timing and amount of payments or deliveries made by the Issuer to securityholders in respect of the Securities. A breach of the relevant legislation in respect of one Series of Securities may affect the legal and regulatory treatment of all Series of Securities issued by the Issuer. This may ultimately lead to a compulsory redemption of the Securities at a time when the price of the Underlying Cryptoasset may be unfavourable to Securityholders and at a time over which Securityholders have no control. In circumstances where the Issuer has been found to be in violation of such legislation and regulations, the Custodian may suspend the Issuer's access to the Underlying Cryptoasset and the Issuer may be unable to make any transfers of Underlying Cryptoasset in respect of its obligations under the Securities. Such events are likely to have a negative impact on the return on the Securities. Risk rating: Medium

**KEY INFORMATION ON THE SECURITIES**

**What are the main features of the Securities?**

**Type and class of Securities being offered and security identification number(s)**

The Securities will be issued in Series, with the Securities of each Series being intended to be interchangeable with all other Securities of that Series. The Issuer may issue further Tranches of a Series of Securities from time to time.

The Securities may be issued in registered form or uncertificated form as specified in the applicable Final Terms.

Securities issued under the Programme will be non-interest bearing, undated, secured, debt obligations of the Issuer the track the performance of the price of Chainlink is USD less a fee with ISIN code: GB00BM9JYJ86. The Securities do not pay dividends or interest. Securities will be limited recourse obligations of the Issuer, ranking *pari passu* without any preference among themselves. The Securities are registered in CREST.

**Currency, denomination, number of Securities issued and term of the Securities:** The currency of the Securities will be USD. The number of Securities to be issued is up to 1,000,000,000 Securities.

**Governing law:** The Trust Deed (other than the Irish Law Provisions), the Securities and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, English law. The Irish Law Provisions and any non-contractual obligations arising out of or in connection with them are governed by, and shall be construed in accordance with, Irish law.

**What are the key risks that are specific to the Securities?**

**The Issuer's obligations are limited recourse**

The Securities are secured, limited recourse obligations of the Issuer. Payments or deliveries due in respect of any Series of Securities (including the Redemption Amount) will be made solely out of amounts received by or on behalf of the Issuer in respect of the Secured Property relating to that Series. The Secured Property relating to any Series is constituted in the main of the Underlying Cryptoassets which may be subject to cryptographic key theft; compromise of login credentials; and distributed denial-of-service (DDoS) attacks.

If amounts received in respect of Secured Property are insufficient to make payments or deliveries in respect of the Securities, no other assets will be available to Securityholders and any outstanding claim against the Issuer will be extinguished. In such circumstances Securityholders may lose some or all of their investment. Risk rating: High

**Decisions made by written resolution of the Securityholders or by Extraordinary Resolution are binding on all Securityholders**

The Trust Deed contains provisions for calling meetings of Securityholders of each Series (including by ways other than physical meetings) to consider any matter affecting their interests, including obtaining written resolutions on matters relating to the Securities. A written resolution signed by or on behalf of the holders of not less than 75 per cent. of the aggregate number of the Securities of the relevant Series who for the time being are entitled to receive notice of a meeting in accordance with the Trust Deed shall be deemed to be an Extraordinary Resolution.

In certain circumstances, the Issuer and the Trustee will also be entitled to rely upon approval of a resolution given by way of electronic consents communicated through the relevant clearing system.

A written resolution or an electronic consent described above may be obtained in connection with any matter affecting the interests of Securityholders.

These provisions permit defined majorities to bind all Securityholders, including Securityholders who did not attend and vote at the relevant meeting or in respect of the relevant resolution and Securityholders who voted in a manner contrary to the majority.

The interests of the Securityholders forming the required majority may not coincide with those of other Securityholders and, accordingly, a Securityholder may be adversely affected by a decision made or action taken by other Securityholders without its consent.

Risk rating: High

**Directions from certain minorities of Securityholders will bind all Securityholders**

Following a direction in writing by holders of not less than 25 per cent. in number of the Securities, the Trustee may declare that an Issuer Insolvency Event has occurred leading to enforcement of the security in respect of a Series of Securities, or that the Transaction Security in respect of a Series of Securities is enforceable.

Any such action taken by the Trustee to enforce the Transaction Security shall be binding on all Securityholders, even those that did not so direct the Trustee.

The interests of particular Securityholders who direct the Trustee as such may not coincide with (and may not be in the bests interest of) those of other Securityholders. The majority required to enforce the security is also lower than 50 per cent., meaning that the Transaction Security may be enforced even if only a minority of the Securityholders of a Series direct the Trustee accordingly, and all other Securityholders of that Series will be bound by that direction.

Risk rating: Medium

**The Trustee may, in certain circumstances, agree to modifications, waivers and the substitution of the Issuer without the consent of the Securityholders**

The Law Debenture Trust Corporation p.l.c. (the "Trustee") is an English public limited company registered under company number 01675231 authorised and regulated by the Financial Conduct Authority, and is a trust corporation that acts as trustee for Eurobond issues, other forms of complex financing structures, numerous structured product transactions, including Exchange Tradeable Products.

The Trustee may, in certain circumstances and without the consent of Securityholders, agree to:

- modifications to any of the Conditions and any of the provisions of the Transaction Documents made pursuant to and in accordance with the requirements set out in Condition 21.5 (*FATCA and similar information*) in the Base Prospectus;
- any modification of any of the Conditions or any of the provisions of the Transaction Documents that is in its opinion of a formal, minor or technical nature or is made to correct a manifest error;
- any other modification, and any waiver or authorisation of any breach or proposed breach of any of the Conditions or any provisions of the Trust Deed and/or the Transaction Documents that is, in the opinion of the Trustee, not materially prejudicial to the interests of any Series of Securityholders; and
- the substitution of another issuer as principal debtor under the Securities in place of the Issuer and a change of the law from time to time governing the Securities, the Trust Deed and/or the Transaction Documents in connection therewith (provided that the Trustee is provided with certain information and certain conditions are met) pursuant to Condition 22.4 (*Issuer Substitution*) in the Base Prospectus.

Furthermore, the Trustee may, in certain circumstances and without the consent of Securityholders, determine that any Event of Default or Potential Event of Default shall not be treated as such.

The actions of the Trustee described above may result in changes to the Conditions of a Series of Securities and/or the Transaction Documents or may result in the Securities not being redeemed following an Event of

Default when they may otherwise have been redeemed. These actions may have a material adverse effect on the value of the Securities and, in circumstances where the Trustee determines that an Event of Default shall not be treated as such, may result in Securityholders receiving an amount on redemption which may be less, or substantially less, than they had anticipated in circumstances over which the Securityholders have no control. Risk rating: Medium

#### **Any system failures, IT disruption or cyber-attacks may affect the Securities**

Any payments, transfers, determinations or any other actions with respect to the Securities may need to be processed, arranged or made by the relevant clearing system, the Relevant Stock Exchange on which the Securities are admitted to trading, the Issuer and its software systems (including any systems established with Authorised Participants for the subscription and redemption of Securities) or any of the other Transaction Parties. If any computer or communications systems, any market infrastructure provider or custodian and their related arrangements were to experience any system failures, crashes, cyber-attacks, infections with malicious software or any other types of disruption or a force majeure event, that may have an adverse effect on the ability of the relevant parties to make or process the relevant payments, arrange any relevant transfers or deliveries, carry out any determinations or take any other actions that may be required under the terms of the Securities. This is particularly relevant given the nature of the Underlying Cryptoassets, as is further set out in paragraphs 4.5 (*Blockchain risks*) and 4.9 (*Hacking*) in the Base Prospectus. The Issuer, being a special purpose vehicle, is particularly dependent on the systems of transaction participants to ensure that payments are made in respect of the Securities. A failure on the part of any of the transaction participants (as well as the Issuer itself) may have a significant adverse effect on payments, transfers or deliveries under the Securities and may result in such payments, transfers and/or deliveries being delayed or, potentially, not received at all. Risk rating: High

#### **Disruption and suspension**

On the occurrence of certain disruption events as set out in Condition 12 (*Disruption and Suspension*) in the Base Prospectus, the Issuer may suspend or postpone any request for subscriptions or redemption of Securities.

Disruption Events include:

- the Determination Agent determining that the prevailing market value of the Coin Entitlement is less than 100 per cent. of the principal amount of the Security;
- trading and/or settlement in the relevant Underlying Cryptoasset is suspended or limited or any primary trading venue on which such Underlying Cryptoasset trades is not open or has permanently discontinued;
- in the case of Index-Linked Securities, a cancellation or disruption affecting the relevant Index or a modification to the methodology for calculating such Index, or any other event which results in the Issuer being unable to publish the Coin Entitlement in respect of a Series of Index-Linked Securities;
- resignation of all Custodian(s) in respect of the relevant Series of Securities without a replacement having been appointed; and/or;
- the Secured Property in respect of a Series of Securities having been lost or is inaccessible; and/or
- in respect of subscriptions only, at any time in the sole discretion of the Issuer.

During the period that redemption of Securities is suspended, the market value of the relevant Underlying Cryptoassets (and therefore the market value of the Securities) may decrease significantly at a time when Securityholders may be unable to react. This may result in Securityholders receiving less, or significantly less, than they would have received had the Disruption Event not occurred. Risk rating: High

#### **Tracking error or tracking difference**

If a Security tracks or replicates an Index or price, the application of fees and other adjustments may cause the change in the price per Security for any given period of time to differ from the change in the relevant Index or price. As a result, an investor may find that the return they achieve from an investment in Index-Linked Securities is less than the return they would have achieved from an investment in the assets underlying the Index or in another asset. Risk rating: High

#### **Slippage and Execution Costs**

The reference price of an Underlying Cryptoasset may deviate from the price at which the Issuer is able to purchase or dispose of that Underlying Cryptoasset which may negatively affect the profits from the sale of that Underlying Cryptoasset on redemptions or creations of the relevant Securities. In such circumstances. Securityholders may lose some or all of their investment.

Prospective investors in Index-Linked Securities should also be aware that a Rebalancing may require the Issuer to purchase one or more Cryptoassets for the Underlying Cryptoasset Pool or dispose of one or more Cryptoassets from the Underlying Cryptoasset Pool from time to time in certain circumstances. The price at which

the Issuer is able to do so will impact the aggregate Coin Entitlement for a Series of Index-Linked Securities. This may result in the composition and weighting of the Cryptoassets in the Underlying Cryptoasset Pool being different to the composition and weighting of the Cryptoassets in the Index, thereby increasing tracking error or difference. An investment in a class of Index-Linked Securities is not therefore the same as an investment in the Cryptoassets in the Index itself. Risk rating: High

#### **Where will the Securities be traded?**

Application may be made for Series of Securities to be admitted to the stock exchange specified in the applicable Final Terms (the “**Relevant Stock Exchange**”) during the maximum period of 12 months from the date of this Base Prospectus.

There cannot be any guarantee that admission to listing or trading will be obtained or, if so obtained, will be maintained in respect of any Series of Securities. Nor can there be any guarantee that any Series of Securities will be admitted to a Relevant Stock Exchange upon issuance.

Deutsche Börse Xetra (“**Xetra**”) is a regulated market for the purposes of Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments (as amended, “**MiFID II**”). The Swedish FSA Approval specified on page (i) relates only to the Securities which are to be admitted to trading on Xetra or other regulated markets for the purposes of MiFID II and/or which are to be offered to the public in any Member State of the European Economic Area.

References in this Base Prospectus to Securities being “listed” (and all related references) shall mean that such Securities have been admitted to trading on a Relevant Stock Exchange, unless specified otherwise in the applicable Final Terms.

### **KEY INFORMATION ON THE OFFER OF THE SECURITIES TO THE PUBLIC AND THE ADMISSION TO TRADING ON A REGULATED MARKET**

#### **Under which conditions and timetable can I invest in the Security?**

The Securities will be offered to the public in a number of EU countries. It is intended that the Securities of each Class shall be subject to a continual issuance and redemption mechanism, under which additional Securities of such Class may be issued, and Securities may be redeemed by Authorised Participants.

**Estimated expense charged to the Securityholder by the Issuer/offeree:** The Securities contain a base annual fee of 0.99%. Investors in the product may pay additional brokerage fees, commissions trading fees, spreads or other fees when investing in these products.

#### **Who is the offeror and/or the person asking for admission to trading?**

The Issuer has given its consent for the Authorised Participants to use the Base Prospectus in connection with any non-exempt offer of these Securities in the following jurisdictions Austria, Denmark, Finland, Germany, Netherlands, Norway, and Sweden during the offer period. Each Authorised Participant expressly named as an Authorised Offeror is listed on the Issuer’s website (<https://globalxetfs.eu>)

An investor intending to acquire or acquiring any securities from an Authorised Offeror will do so, and offers and sales of the securities to such investor by an Authorised Offeror will be made, in accordance with any terms and other arrangements in place between that Authorised Offeror and such investor including as to price, allocations and settlement arrangements.

#### **Why is this Prospectus being produced?**

This Base Prospectus is being produced for the purpose of offering these Securities to the public in a number of EU member states (currently, Austria, Denmark, Finland, Germany, Netherlands, Norway, and Sweden).

**No underwriting agreement on a firm commitment basis:** The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.

#### **Material conflicts of interest pertaining to the offer or the admission to trading:**

##### **Conflicts of interest may arise between the various parties involved in the issuance of Securities**

The Arranger and other Transaction Parties may act in multiple capacities in connection with any Series of Securities. The Arranger and other Transaction Parties have only the duties and responsibilities expressly agreed to in the relevant capacity and will not be deemed to have other duties or responsibilities or be deemed to be subject to a standard of care other than as may be expressly provided with respect to the relevant capacity. The Arranger and other Transaction Parties may enter into business dealings relating to the Securities or the Underlying Cryptoasset without any duty to account for such revenues or profits. The Arranger and other Transaction Parties may purchase and hold Securities of any Series.

The Arranger’s group and its personnel, including its sales and trading, investment research and investment management personnel, regularly make investment recommendations, or publish or express independent views in respect of a wide range of markets, issuers, securities and instruments. They regularly implement, or recommend, various investment strategies relating to these markets, issuers, securities and instruments. These strategies

include, for example, buying or selling credit protection against a default or other event involving an entity or financial instruments. Any of these recommendations and views may be negative with respect to the Issuer or the Securities or other securities or instruments similar to the Securities or result in trading strategies that have a negative impact on the market for any such securities or instruments, particularly in illiquid markets. Securityholders should expect that personnel in the trading and investing businesses of the Arranger's group will have independent views of the Issuer or other market trends which may not be aligned with the views and objectives of Securityholders.

The Arranger's group and other Transaction Parties may at any time be an active and significant participant in or act as market maker in relation to a wide range of markets for currencies, instruments relating to currencies, securities and derivatives. Activities undertaken by the Arranger's group and other Transaction Parties may be on such a scale as to affect, temporarily or on a long-term basis, the price of such currencies, securities relating to currencies, securities and derivatives or securities and derivatives based on, or relating to, the Securities or any Underlying Cryptoasset. Notwithstanding this, neither the Arranger nor other Transaction Parties necessarily have a duty or obligation to take into account the interests of any party in relation to any Securities when effecting transactions in such markets.

**The Trustee is required to have regard to the interests of the Securityholders as a class and not individually and does not assume any duty or responsibility to the Transaction Parties**

In connection with the exercise of its functions, the Trustee will have regard to the interests of the Securityholders as a class and is not required to have regard to the consequences of such exercise for individual Securityholders. The Trustee is not entitled to require, nor is any Securityholder entitled to claim, from the Issuer any indemnification or payment in respect of any such exercise upon individual Securityholders.

In acting as Trustee under the Trust Deed, the Trustee does not, in respect of Securities of any Series, assume any duty or responsibility to any of the Custodian, the Determination Agent, any of the Paying Agents, any other Secured Creditor or any other Transaction Party (other than to pay any such party any moneys received and payable to it and to act in accordance with the Conditions and the Trust Deed). The Trustee is not obliged to act on any directions of any Secured Creditor or Transaction Party other than where expressly provided otherwise in the Transaction Documents to which the Trustee is a party, including in circumstances where it is directed to enforce the security.