

## Second Supplemental Base Prospectus

### Amundi Physical Metals plc

*(incorporated as a public company with limited liability under the laws of Ireland)*

### Secured Precious Metal Linked ETC Securities Programme

This supplemental base prospectus (the “**Second Supplement**”) is prepared in respect of the base prospectus dated 17 May 2022 (the “**Base Prospectus**”) (as supplemented by the first supplemental base prospectus dated 6 July 2022 (the “**First Supplement**”)) in respect of the Secured Precious Metal Linked ETC Securities Programme (the “**Programme**”) for issuance of secured precious metal linked ETC Securities by Amundi Physical Metals plc (the “**Issuer**”). Terms defined in the Base Prospectus have the same meaning when used in this Second Supplement. This Second Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and the First Supplement.

This Second Supplement constitutes a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 as amended (the “**Prospectus Regulation**”).

In accordance with Article 23(2) of the Prospectus Regulation, an investor who has agreed, prior to the publication of this Second Supplement, to purchase or subscribe for ETC Securities issued under the Programme and which have not been delivered to such investor before this Second Supplement was published shall have the right to withdraw its acceptance before the end of the working day on 10 January 2023 (being the third working day following publication of this Second Supplement). Any investor should notify the entity to whom it submitted an order to purchase the ETC Securities should they wish to exercise such right.

This Second Supplement has been approved by the Central Bank of Ireland (the “**Central Bank**”), as competent authority under the Prospectus Regulation. The Central Bank only approves this Second Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the ETC Securities that are subject of the Base Prospectus (as supplemented by this Second Supplement). Investors should make their own assessment as to the suitability of investing in the ETC Securities. The Issuer accepts responsibility for the information contained in this Second Supplement. To the best of the knowledge of the Issuer the information contained in this Second Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

With effect from the date of this Second Supplement, the Base Prospectus shall be amended and supplemented in the manner described in this Second Supplement and each reference in the Base Prospectus to “Base Prospectus” shall be read and construed as a reference to the Base Prospectus as amended and supplemented by the First Supplement and this Second Supplement.

To the extent that there is any inconsistency between (a) any statement in this Second Supplement or any statement incorporated by reference into the Base Prospectus by this Second Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements referred to in (a) shall prevail.

Save as disclosed in this Second Supplement there has been no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the ETC Securities issued under the Programme since the publication of the Base Prospectus.

The date of this Second Supplement is 5 January 2023.

## AMENDMENTS TO THE BASE PROSPECTUS

### 1. TO THE “IMPORTANT NOTICES” SECTION

#### 1.1

The second paragraph of the “**Approval**” sub-section of the “**Important Notices**” Section of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

“The Issuer has requested the Central Bank to notify its approval of this Base Prospectus in accordance with Article 25 of the Prospectus Regulation to the competent authority in Austria, the *Österreichische Finanzmarktaufsichtsbehörde* (Austrian Financial Market Authority), the competent authority in France, the *Autorité des Marchés Financiers* (Authority for the Financial Markets), the competent authority in Germany, the *Bundesanstalt für Finanzdienstleistungsaufsicht* (the Federal Financial Supervisory Authority), the competent authority in Italy, the *Commissione Nazionale per le Società e la Borsa* (CONSOB), the competent authority in Luxembourg, the *Commission de Surveillance du Secteur Financier* (Commission for the Supervision of the Financial Sector), the competent authority in the Netherlands, the *Autoriteit Financiële Markten* (Authority for the Financial Markets), the competent authority in Spain, the *Comisión Nacional del Mercado de Valores* (Securities Market Commission) and the competent authority in Sweden, *Finansinspektionen* (Financial Supervisory Authority) by providing them, *inter alia*, with certificates of approval attesting that this Base Prospectus has been drawn up in accordance with the Prospectus Regulation. The Issuer may in due course request the Central Bank to provide competent authorities in other EEA Member States with such certificates whether for the purpose of making a public offer in such Member States or for admission to trading of all or any Series of ETC Securities on a regulated market therein or both.”

#### 1.2

The third paragraph of the “**Approval**” sub-section of the “**Important Notices**” Section of the Base Prospectus on page 2 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

“The Issuer intends to make an application for ETC Securities issued under the Programme for the period of 12 months from the date of approval of this Base Prospectus to be admitted to listing on Euronext Paris and to trading on the regulated market thereof (such regulated market, the “**Paris Market**”). The Issuer may also make an application for ETC Securities issued under the Programme for the period of 12 months from the date of approval of this Base Prospectus to be admitted to the official list of one or more of the following stock exchanges and be admitted to trading on the regulated market or other main market thereof: Euronext Amsterdam, the Deutsche Börse, the Borsa Italiana, the International Quotation System of the Mexican Stock Exchange and the London Stock Exchange (each such official list a “**Relevant List**” and each such regulated or other main market thereof a “**Relevant Market**”). The Paris Market and each Relevant Market (other than the Relevant Market of the London Stock Exchange and the Relevant Market of the International Quotation System of the Mexican Stock Exchange) are regulated markets for the purposes of MiFID II. A Series of ETC Securities may be listed and/or admitted to trading on such other or further stock exchanges as may be agreed between the Issuer and the Arranger. References in this Base Prospectus to ETC Securities being “listed” (and all related references) shall mean that such ETC Securities have been admitted to the official list of Euronext Paris and to trading on the Paris Market and may also mean that such ETC Securities have been admitted to a Relevant List and to trading on its Relevant Market (as applicable), and/or have been admitted to the official list and to trading on the regulated market of any other stock exchange.”

### 1.3

The fourth paragraph of the “**Approval**” sub-section of the “**Important Notices**” Section of the Base Prospectus on page 3 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

“This Base Prospectus may not be used in connection with or to offer any ETC Securities (a) listed on the official list of any stock exchange and admitted to trading on any market other than those listed on the official list of a stock exchange in the EEA and admitted to trading on a regulated market or main market of a Member State or (b) to investors in the UK or Mexico. In particular, this Base Prospectus does not relate to any ETC Securities listed on any non-EEA stock exchange and trading on any non-EEA market such as the London Stock Exchange plc and/or the SIX Swiss Exchange and/or the International Quotation System of the Mexican Stock Exchange or offered to any investors in the UK or Mexico. For the avoidance of doubt, the terms and conditions of any ETC Securities listed on any non-EEA stock exchange and trading on any non-EEA market or to be offered in the UK will be set out in a separate document and will be offered pursuant to such separate disclosure and/or offering document as may be required by the laws applicable to such non-EEA jurisdiction and the rules of the relevant non-EEA exchange.”

### 1.4

The first sentence of the second paragraph of the “**Responsibility for Base Prospectus and Consent to Use by Authorised Offerors**” sub-section of the “**Important Notices**” Section of the Base Prospectus on page 4 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

“The Issuer consents to the use of this Base Prospectus (and accepts responsibility for the information contained in this Base Prospectus) with respect to subsequent resale or final placement by way of public offer of a Series of ETC Securities in any of Austria, France, Germany, Ireland, Italy, Luxembourg, the Netherlands, Spain and Sweden by (i) any Authorised Participant or (ii) any other financial intermediary in respect of that Series of ETC Securities which is an investment firm within the meaning of MiFID II and which is authorised in accordance with MiFID II in any EU member state (each such Authorised Participant or financial intermediary, an “**Authorised Offeror**”), provided such Authorised Offeror complies with (a) the selling restrictions set out under the section entitled “Subscription and Sale” in this Base Prospectus (the “**Selling Restrictions**”) and (b) in the case of an Authorised Offeror that is not an Authorised Participant, the Authorised Offeror Terms set out below.”

## 2. TO THE “OVERVIEW OF THE PROGRAMME” SECTION

### 2.1

The sub-section “**Restrictions on free transferability**” on page 16 of the Overview of the Programme Section of the Base Prospectus is hereby deleted and replaced by the following:

#### “**Restrictions on free transferability**”

**Interests** in ETC Securities traded in any clearing system will be transferred in accordance with the procedures and regulations of that clearing system.

The ETC Securities will be freely transferable, subject to certain restrictions on sales of ETC Securities into, amongst other jurisdictions, the United Kingdom, France, the United States, Switzerland, Mexico and any EEA countries to whose competent authority the Base Prospectus has not been notified or passported. These restrictions are mainly targeting offerings to the public in such jurisdictions unless certain exemptions apply although some of the restrictions are blanket prohibitions on the offering of the ETC Securities in the relevant jurisdiction.”

### 3. TO THE “RISK FACTORS” SECTION

#### 3.1

The first paragraph of the “**Recharacterisation as Collective Investment Scheme and Undertakings for Collective Investment in Transferable Securities (UCITS)**” sub-section of the “**Risks relating to liquidity and trading of the ETC Securities**” risk factor on page 24 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

“The ETC Securities are issued in the form of debt securities and are listed as non-equity securities in France. The ETC Securities are not units in a collective investment scheme for the purposes of the Directive of 13 July 2009 of the European Parliament and of the Council on the coordination of laws, regulations and administrative provisions relating to Undertakings for Collective Investment in Transferal Securities (No 2009/65/CE), as amended (the “**UCITS Directive**”) as locally implemented in Ireland, Austria, France, Germany, Luxembourg, Spain, Sweden, Italy and the Netherlands.”

#### 3.2

The second paragraph of the “**Recharacterisation as Collective Investment Scheme and Undertakings for Collective Investment in Transferable Securities (UCITS)**” sub-section of the “**Risks relating to liquidity and trading of the ETC Securities**” risk factor of the “**Risk Factors**” Section on page 24 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

“In addition, the ETC Securities are, subject to the below qualifications, believed to be eligible for investment by a scheme which is an undertaking for collective investment in transferable securities subject to the UCITS Directive (“**UCITS Scheme**”) in certain jurisdictions including Ireland, Austria, Germany, Luxembourg, Spain, Italy Sweden and the Netherlands.”

### 4. TO THE “DESCRIPTION OF THE ISSUER” SECTION

The second and third paragraphs of the “**Directors**” sub-section of the “**Description of the Issuer**” Section of the Base Prospectus on page 114 of the Base Prospectus are updated with effect from 1 December 2022 to delete references to Matthieu André Michel Guignard and replace these with references to Mehdi Balafrej, to reflect that Mr. Guignard was replaced by Mr. Balafrej as a director of the Issuer on that date. With effect from 1 December has assumed the role of Global Head of Product Development and Capital Markets of Amundi ETF, Indexing and Smart Beta, a department of the Advisor.

### 5. TO THE “TAXATION” SECTION

At page 134 of the “**Taxation**” Section of the Base Prospectus (immediately following the sub-section “**Luxembourg**”) a new sub-section “**Italy**” is hereby included as follows:

#### ***Introduction***

With regard to certain innovative or structured financial instruments there is currently no case law as to the tax treatment of such financial instruments. Accordingly, it cannot be excluded that the Italian tax authorities will change their current view, as specified below, and courts will adopt a view different from that outlined below. All of the following is subject to change, which change could apply retroactively and could affect the continued validity of this summary. Because it is a general summary, it does not purport to be a complete analysis of all tax considerations that may be relevant to the decision to purchase, own or dispose of the ETC Securities nor does it purport to deal with the tax consequences applicable to all categories of prospective beneficial owners of ETC Securities, some of which may be subject to special rules. Securityholders should consult their own tax advisors as to the Italian or other tax consequences of the

purchase, holding and disposition of ETC Securities including, in particular, the application to their specific situations of the tax consequences discussed below.

This summary assumes that the Issuer is not a tax resident nor is deemed to be a tax resident of Italy and that it has no permanent establishment within the Italian territory.

### **ETC Securities qualifying as derivative instruments**

Provided that the ETC Securities qualify broadly as derivative instruments for the purposes of Italian tax law, the following consequences apply to a Securityholder pursuant to Article 67(1)(c-quarter) of Presidential Decree No. 917 of 22 December 1986, as subsequently amended and according to the Italian tax authority's Resolution no. 72/E of 12 July 2010.

According to Legislative Decree No. 461 of 21 November 1997, where the Italian resident Securityholder is: (i) an individual not engaged in an entrepreneurial activity to which the ETC Securities are connected, (ii) a non-commercial partnership, (iii) a non-commercial private or public institution, or (iv) an investor exempt from Italian corporate income taxation, capital gains realised on the sale or redemption of the ETC Securities are subject to a 26 per cent. substitute tax (*imposta sostitutiva*).

In this respect, Securityholders who are Italian resident individuals may opt for three different taxation regimes (*regime della dichiarazione, regime del risparmio amministrato or regime del risparmio gestito*). This option may result in certain impacts that the prospective investors should consider with their tax advisers. In particular, provided that certain conditions are met, the depository is responsible for accounting for *imposta sostitutiva* and is required to pay the relevant amount to the Italian tax authorities on behalf of the taxpayer, deducting a corresponding amount from the proceeds to be credited to the Securityholder or using funds provided by the Securityholder for this purpose. Under certain conditions, capital losses may be deducted from the above-mentioned capital gains.

Where an Italian resident Securityholder is a company or similar commercial entity, or the Italian permanent establishment of a foreign commercial entity to which the ETC Securities are effectively connected, capital gains arising from the ETC Securities will not be subject to *imposta sostitutiva*, but must be included in the relevant Securityholder's income tax return and are therefore subject to Italian corporate tax (IRES, currently applicable at a base rate of 24 per cent., but surcharges are applicable to banks and financial intermediaries). In certain cases, depending on the status of such holder, capital gains arising from the ETC Securities may also have to be included in the relevant Securityholder's taxable base for regional tax purposes (IRAP, currently applicable at a basic rate of 3.9 per cent). The IRAP rate may be increased in certain Italian regions; IRAP rate has also been increased by Article 23(5) of Law Decree no. 98 of 6 July 2011 to 4.65 per cent. for banks and other financial institutions and to 5.9 per cent. for the insurance companies as indicated, respectively, under Article 6 and Article 7 of Legislative Decree No. 446 of 15 December 1997.

Capital gains realised by non-Italian resident Securityholders without a permanent establishment in Italy are not subject to Italian taxation, if (i) the ETC Securities are held outside of Italy, (ii) the ETC Securities have been deposited in Italy and are traded on a regulated market or (iii) the ETC Securities have been deposited in Italy but are not traded on a regulated market and the beneficial owner of proceeds from the relevant ETC Securities complies with certain filing requirements and is a resident of a country which is included in the list of jurisdictions allowing exchange of information with the Italian tax authorities as provided under the relevant list which is currently contained in the Italian Ministerial Decree of 4 September 1996 as amended from time to time (last amendment being made by Italian Ministerial Decree dated 23 March, 2017).

### **ETC Securities qualifying as units in foreign investment funds**

Should the ETC Securities be deemed to constitute units in foreign investment funds, proceeds from capital deriving from the ETC Securities should be included in the taxable income of the Italian resident recipient and may be subject to a 26 per cent. withholding tax applied by Italian resident entities, if any, which intervene in the payment of the relevant proceeds as well as in the repurchase or negotiation of the ETC Securities.

### **ETC Securities qualifying as atypical securities**

#### ***Interest and other income deriving from ETC Securities***

Provided that the ETC Securities qualify as atypical securities, the following consequences apply to a Securityholder pursuant to Articles 5 and 8 of Law Decree No. 512 of 30 September 1983, as subsequently amended.

For ETC Securities issued by a non-Italian resident issuer, a 26 per cent. withholding tax may apply in Italy if the ETC Securities are placed (*collocare*) in Italy and the payments of interest and other income deriving from ETC Securities are collected through an Italian bank or other qualified financial intermediary. However, such 26 per cent. withholding tax does not apply to payments made:

- (i) to a non-Italian resident Securityholder if ETC Securities issued by a non-Italian resident issuer and beneficially owned by non-Italian residents are deposited with an Italian bank or other resident intermediary (or permanent establishment in Italy of a foreign intermediary) or are sold through an Italian bank or other resident intermediary (or permanent establishment in Italy of a foreign intermediary) or in any case an Italian resident intermediary (or permanent establishment in Italy of a foreign intermediary) intervenes in the payment of interest and other income deriving from such ETC Securities. To ensure payment of interest and other income without the application of Italian taxation, a non-Italian resident Securityholder may be required to produce to the Italian bank or the relevant intermediary a self-declaration stating that he, she or it is not resident in Italy for tax purposes; and
- (ii) to an Italian resident Securityholder which is (i) a company or similar commercial entity (including the Italian permanent establishment of foreign entities to which the ETC Securities are effectively connected), (ii) a commercial partnership, or (iii) a commercial private or public institution.

In case ETC Securities issued by a non-Italian resident issuer are held by an Italian resident individual engaged in a business activity and are effectively connected with same business activity, the proceeds deriving from the ETC Securities will be subject to the 26 per cent. withholding tax on a provisional basis and will be included in the relevant income tax return. As a consequence, the proceeds will be subject to the ordinary income tax and the withholding tax may be recovered as a deduction from the income tax due.

### **Capital gains**

Where the Italian resident Securityholder is: (i) an individual not engaged in an entrepreneurial activity to which the ETC Securities are connected, (ii) a non-commercial partnership, (iii) a non-commercial private or public institution, or (iv) an investor exempt from Italian corporate income taxation, capital gains realised on the sale or redemption of the ETC Securities are subject to a 26 per cent. substitute tax (*imposta sostitutiva*).

In this respect, Securityholders who are Italian resident individuals may opt for three different taxation regimes (*regime della dichiarazione, regime del risparmio amministrato or regime del risparmio gestito*). This option may result in certain impacts that the prospective investors should consider with their tax advisers. In particular, provided that certain conditions are met, the depository is responsible for accounting

for *imposta sostitutiva* and is required to pay the relevant amount to the Italian tax authorities on behalf of the taxpayer, deducting a corresponding amount from the proceeds to be credited to the Securityholder or using funds provided by the Securityholder for this purpose. Under certain conditions, capital losses may be deducted from the above-mentioned capital gains.

Where an Italian resident Securityholder is a company or similar commercial entity, or the Italian permanent establishment of a foreign commercial entity to which the ETC Securities are effectively connected, capital gains arising from the ETC Securities will not be subject to *imposta sostitutiva*, but must be included in the relevant Securityholder's income tax return and are therefore subject to Italian corporate tax (IRES, currently applicable at a basic rate of 24 per cent.). In certain cases, depending on the status of such holder, capital gains arising from the ETC Securities may also have to be included in the relevant Securityholder's taxable base for regional tax purposes (IRAP, currently applicable at a basic rate of 3.9 per cent). The IRAP rate may be increased in certain Italian regions; the IRAP rate has also been increased by Article 23(5) of Law Decree no. 98 of 6 July 2011 to 4.65 per cent. for banks and other financial institutions and to 5.9 per cent. for the insurance companies as indicated, respectively, under Article 6 and 7 of Legislative Decree no. 446 of 15 December 1997.

Any capital gains realised by an investor which is an Italian resident real estate investment fund to which the provisions of Law Decree No. 351 of 25 September 2001, converted into Law No. 410 of 23 November 2001 ("**Decree No. 351**"), Law Decree No. 78 of 31 May 2010 converted into Law No. 122 of 30 July 2010 and Legislative Decree No. 44 of 4 March 2014, all as amended, apply or an Italian real estate investment fund created under Article 37 of Legislative Decree No. 58 of 24 February 1998, as amended and supplemented, and Article 14-bis of Law No. 86 of 25 January 1994 and Italian real estate SICAFs (the "**Real Estate SICAFs**") will be subject neither to *imposta sostitutiva* nor to any other income tax at the level of the real estate investment fund or the Real Estate SICAF. The income of the real estate fund or of the real estate SICAF is subject to tax, in the hands of the unitholder, depending on the status and percentage of participation or, when earned by the fund, through distribution and/or upon redemption or disposal of the units.

Any capital gains realized by an investor which is an open-ended or closed-ended investment fund (the "**Fund**") or a SICAV (*società di investimento a capitale variabile*) will neither be subject to *imposta sostitutiva* nor to any form of taxation in the hands of the Fund or of the SICAV. The same tax regime applies to capital gains realised by an Italian resident SICAF not mainly investing in real estate assets and governed by Legislative Decree No. 44 of 4 March 2014.

Any capital gains realised by an investor which is an Italian pension fund (subject to the regime provided for by Article 17 of the Legislative Decree No. 252 of 5 December 2005, as subsequently amended) will be included in the result of the relevant portfolio accrued at the end of the tax period, to be subject to the 20 per cent. special substitute tax applicable to Italian pension funds.

Capital gains realised by non-Italian resident Securityholders without a permanent establishment in Italy are not subject to Italian taxation, if (i) the ETC Securities are held outside of Italy, (ii) the ETC Securities have been deposited in Italy and are traded on a regulated market or (iii) the ETC Securities have been deposited in Italy but are not traded on a regulated market and the beneficial owner of proceeds from the relevant ETC Securities complies with certain filing requirements and is a resident of a country which is included in the list of jurisdictions allowing exchange of information with the Italian tax authorities as provided under the relevant list which is currently contained in the Italian Ministerial Decree of 4 September 1996 as amended from time to time (last amendment being made by Italian Ministerial Decree dated 23 March, 2017).

## **Italian inheritance and gift taxes**

Law No. 286 of 24 November 2006, which has converted, with amendments, Law Decree No. 262 of 3 October 2006, has introduced inheritance and gift tax to be paid at the transfer of assets (such as the ETC Securities) and rights by reason of death or gift.

As regards the inheritance and gift tax to be paid at the transfer of the ETC Securities by reason of death or gift, the following rates apply:

- (i) transfers in favour of spouses and direct descendants or direct relatives are subject to a rate of 4 per cent. on the value of the inheritance or the gift exceeding €1,000,000.00 for each transferor;
- (ii) transfers in favour of brothers and sisters are subject to a rate of 6 per cent. on the value of the inheritance or the gift exceeding €100,000.00 for each transferor;
- (iii) transfers in favour of relatives up to the fourth degree or relatives-in-law to the third degree, are subject to a rate of 6 per cent. on the entire value of the inheritance or the gift;
- (iv) any other transfer is subject to a rate of 8 per cent. on the entire value of the inheritance or the gift; and
- (v) transfers in favour of seriously disabled persons are subject to a tax at the relevant rate as described above on the value of the inheritance or the gift exceeding €1,500,000.00 for each transferor.

Moreover, an anti-avoidance rule is provided by Law No. 383 of 18 October 2001 for any gift of assets (such as the ETC Securities) which, if sold for consideration, would give rise to capital gains subject to the *imposta sostitutiva* provided for by Legislative Decree No. 461 of 21 November 1997. In particular, if the donee sells the ETC Securities for consideration within five years from the receipt thereof as a gift, the donee is required to pay the relevant *imposta sostitutiva* on capital gains as if the gift had never taken place.

### **Stamp duty**

Pursuant to Article 13, Paragraph 2-ter, of the Tariff Part I Presidential Decree 26 October 1972, No. 642, as subsequently amended, a proportional stamp duty applies on an annual basis to the periodic reporting communications sent by financial intermediaries, carrying out their business activity within the Italian territory, to their clients for ETC Securities deposited therewith. The stamp duty applies at the current rate of 0.2 per cent.; this stamp duty is determined on the basis of the market value or, if no market value figure is available, the nominal value or redemption amount of the ETC Securities held. If the client is not an individual, the stamp duty cannot be higher than €14,000.00.

It may be understood that the stamp duty applies both to Italian resident and non-Italian resident investors, to the extent that the ETC Securities are held with an Italian-based financial intermediary.

### **Wealth Tax on securities deposited abroad**

Pursuant to Article 19(18) of Decree No. 201 of 6 December 2011, converted with amendments by Law No. 214 of 22 December 2011, Italian resident individuals, non-commercial entities and partnerships and similar entities holding the ETC Securities outside the Italian territory are required to report in their annual tax return and pay an additional tax at the current rate of 0.2 per cent. for each year.

This tax is calculated on the market value of the ETC Securities at the end of the relevant year or, if no market value figure is available, the nominal value or the



redemption value of such financial assets held outside the Italian territory. Taxpayers are entitled to an Italian tax credit equivalent to the amount of any wealth tax paid in the State where the financial assets are held (up to an amount equal to the Italian wealth tax due). The maximum wealth tax amount due is set at €14,000.00 per year for taxpayers other than individuals.

### **Tax Monitoring Obligations**

Italian resident individuals (and certain other entities) are required to report in their yearly income tax return, according to Law Decree No. 167 of 28 June 1990, converted with amendments by Law No. 227 of 4 August 1990 ("**Decree No. 167**"), for tax monitoring purposes, the amount of notes held abroad (or beneficially owned abroad under Italian anti-money laundering provisions). This also applies in the case that at the end of the tax year, notes are no longer held by the above Italian resident individuals and entities.

However, the above reporting obligation does not apply where the financial assets are deposited for management with Italian banks, SIMs, fiduciary companies or other professional intermediaries, indicated in Article 1 of Decree No. 167, or if one of such intermediaries intervenes as a counterparty in their transfer, provided that income deriving from such financial assets is collected thorough the intervention of such an intermediary."

## **6. TO THE "SUBSCRIPTION AND SALE" SECTION**

### **6.1**

The second paragraph of the "**Subscription and Sale**" Section of the Base Prospectus on page 143 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

"This document has been approved as a Base Prospectus by the Central Bank in its capacity as competent authority under the Prospectus Regulation. The Issuer has requested the Central Bank to provide the competent authorities in Austria, France, Germany, Italy, Luxembourg, Spain, Sweden and the Netherlands, with a certificate of approval attesting that this Base Prospectus has been drawn up in accordance with the Prospectus Regulation. The Issuer may in due course request the Central Bank to provide competent authorities in additional Member States within the EEA with such certificates. The provisions set out in this section "Subscription and Sale" should be construed accordingly."

### **6.2**

The fourth paragraph of the "**Subscription and Sale**" Section of the Base Prospectus on page 143 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

**"This Base Prospectus may not be used in connection with or to offer any ETC Securities (a) listed on the official list of any stock exchange and admitted to trading on any market other than those listed on the official list of a stock exchange in the EEA and admitted to trading on a regulated market or main market of a Member State or (b) to investors in the UK or Mexico. In particular, this Base Prospectus does not relate to any ETC Securities listed on any non-EEA stock exchange and trading on any non-EEA market such as the London Stock Exchange plc and/or the SIX Swiss Exchange and/or the International Quotation System of the Mexican Stock Exchange or offered to any investors located in the UK or Mexico. For the avoidance of doubt, the terms and conditions of any ETC Securities listed on any non-EEA stock exchange and trading on any non-EEA market or to be offered in the UK will be set out in a separate document and will be offered pursuant to such separate disclosure and/or offering document as may be required by the laws applicable to such non-**

**EEA jurisdiction and the rules of the relevant non-EEA exchange.”**

6.3

The sub-section “**Italy**” at page 147 of the “**Selling Restrictions**” sub-section of the “**Subscription and Sale**” Section of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

“Each Authorised Participant represents and agrees in the relevant Authorised Participant Agreement that no ETC Securities may be offered, sold or delivered, nor may copies of this Base Prospectus or of any other document relating to the ETC Securities be distributed in Italy, except:

- (a) to qualified investors (“*investitori qualificati*”), as defined pursuant to Article 2 of the Prospectus Regulation and to any applicable provision of Legislative Decree No. 58 of 24 February 1998 (the “**Italian Financial Services Act**”) and of the regulations issued by Commissione Nazionale per le Società e la Borsa (“**CONSOB**”), all as amended from time to time; or
- (b) in any other circumstance which is exempted from the rules on public offerings pursuant to Article 1 of the Prospectus Regulation, Article 100 of the Italian Financial Services Act, Article 34-ter of CONSOB Regulation No. 11971 of 14 May 1999 (the “**Issuers Regulation**”), all as amended from time to time, or to any other applicable Italian law or regulation; or
- (c) upon notification of this Base Prospectus to CONSOB and completion of the passporting procedure pursuant to the Prospectus Regulation,

provided that, in any case, no ETC Securities may be offered, sold or delivered, nor may copies of this Base Prospectus or of any other document relating to the ETC Securities be distributed, to investors classifiable as “basic investors” pursuant to the classification included in the European MiFID Template (EMT) designed by the FinDatEx.

Moreover, each Authorised Participant represents and agrees in the relevant Authorised Participant Agreement that any offer, sale or delivery of the ETC Securities or distribution of copies of this Base Prospectus or any other document relating to the ETC Securities in Italy shall be:

- (i) made by an investment firm, bank or financial intermediary permitted to conduct such activities in Italy in accordance with the Italian Financial Services Act, Legislative Decree No. 385 of 1 September 1993, as amended (the “**Italian Banking Act**”) and CONSOB Regulation No. 20307 of 15 February 2018 (the “**Intermediaries Regulation**”), all as amended from time to time; and
- (ii) in compliance with any other applicable laws and regulations or requirement imposed by CONSOB, the Bank of Italy (including the reporting requirements, where applicable, pursuant to Article 129 of the Banking Act and the implementing guidelines of the Bank of Italy, as amended from time to time) and/or any other Italian authority.

Where no exemption from the rules on public offerings applies, the ETC Securities which are initially offered and placed in Italy or abroad to qualified investors only, but in the following year are “systematically” (“*sistematicamente*”) distributed on the secondary market in Italy, become subject to the public offerings and the prospectus requirement rules provided under the Prospectus Regulation, the Italian Financial Services Act and the Issuers Regulation. Pursuant to Article 100-bis of the Italian Financial Services Act, failure to comply with such rules may result in the sale of such ETC Securities being declared null and void and in the liability of the intermediary that

distributed the financial instruments for any damages suffered by the investors.”

#### 6.4

At page 147 of the “**Selling Restrictions**” sub-section of the “**Subscription and Sale**” Section of the Base Prospectus (immediately following the sub-section “**Italy**”) a new sub-section “**Mexico**” is hereby included as follows:

##### “**Mexico**”

The ETC Securities have not and will not be registered with the Registro Nacional de Valores (National Registry of Securities) maintained by the *Comisión Nacional Bancaria y de Valores* (*Comisión Nacional Bancaria y de Valores*; the “**CNBV**”) and may not be publicly offered in Mexico; the ETC Securities may be offered pursuant to the private placement exemptions established under the *Ley del Mercado de Valores* (Securities Market Law).

The CNBV has not authorized and does not supervise the issue of securities by the Issuer, nor the ETC Securities. The information contained in this Base Prospectus is the sole responsibility of the Issuer and has not been reviewed nor approved by the CNBV. The disclosure of the terms of the ETC Securities to the CNBV does not imply any certification of the benefits of the ETC Securities or the solvency of the Issuer. The ETC Securities are subject to the laws of Ireland and the terms and conditions of trading and the rules for disclosure may be different than those applicable in Mexico.”

#### 6.5

The fourth paragraph of the “**General**” sub-section of the “**Subscription and Sale**” Section of the Base Prospectus on page 149 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

“The Issuer consents to the use of this Base Prospectus, and has accepted responsibility for the content of this Base Prospectus, with respect to the subsequent resale or final placement of ETC Securities by any Authorised Offeror in Ireland and, subject to the public offer selling restrictions under the Prospectus Regulation, applicable local regulations and/or completing the appropriate passporting procedure pursuant to the Prospectus Regulation, in any of Austria, France, Germany, Italy, Luxembourg, Spain, Sweden and the Netherlands and, in respect of resales or final placements to qualified investors (as defined in the Prospectus Regulation) only, Switzerland. This consent is valid for 12 months from the date of publication of this Base Prospectus.”

### 7. TO THE “**FORM OF FINAL TERMS**” SECTION

At page 153 of the “**Form of Final Terms**” Section of the Base Prospectus, Point 1(i) (*Listing and admission to trading*) of “**Part B – Other Information**” is hereby deleted in its entirety and replaced by the following:

#### “ 1 LISTING

(i) Listing and admission to trading:

[Application has been made for the ETC Securities to be admitted to [Euronext Paris] and for the ETC Securities to be admitted to trading on the regulated market thereof.]/[Application has also been made for the ETC Securities to be admitted to [Euronext Amsterdam][the Deutsche Börse][the Borsa Italiana] and for the ETC Securities to be admitted to trading on the regulated market[s] thereof.] [Application has also been made for the

ETC Securities to be admitted to trading on the main market of the London Stock Exchange.] [Application has also been made for the ETC Securities to be admitted to trading on the International Quotation System of the Mexican Stock Exchange pursuant to the private placement exemptions established under the *Ley del Mercado de Valores* (Securities Market Law)].

[The earliest date on which the ETC Securities will be admitted to trading on the regulated market of [Euronext Paris]/[Euronext Amsterdam]/[the Deutsche Börse]/[the Borsa Italiana]/[and the main market of the London Stock Exchange]/[and the International Quotation System of the Mexican Stock Exchange pursuant to the private placement exemptions established under the *Ley del Mercado de Valores* (Securities Market Law)] will be [ ●].]

Application may be made for the ETC Securities to be listed on additional Stock Exchanges and admitted to trading on additional markets from time to time.

[As at the date of these Final Terms, ETC Securities of this Series have been admitted to trading on [Euronext Paris]/[Euronext Amsterdam]/[the Deutsche Börse]/[the Borsa Italiana]/[the London Stock Exchange]/[the International Quotation System of the Mexican Stock Exchange]].”

## 8. TO THE “GENERAL INFORMATION” SECTION

At page 157 of the “General” Section of the Base Prospectus, at Point 11, the section “**Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place**” is hereby deleted in its entirety and replaced by the following:

“Any Authorised Offeror is entitled to make an offer in Austria, France, Germany, Italy, Luxembourg, the Netherlands, Spain and Sweden subject to the conditions set out in this Base Prospectus.”