

## Supplemental Base Prospectus

# Xtrackers ETC plc

*(Xtrackers ETC Public Limited Company is a public company limited by shares incorporated under the Companies Act 2014 of Ireland with registered number 627079, having its registered address at Fourth Floor, 3 George's Dock, IFSC, Dublin 1, Ireland)*

## Secured Xtrackers ETC Precious Metal Linked Securities Programme

This supplemental base prospectus (the "**Second Supplement**") is prepared in respect of a base prospectus dated 16 March 2020 (the "**Base Prospectus**") (as supplemented by the first supplemental base prospectus dated 9 April 2020 (the "**First Supplement**")) in respect of the Secured Xtrackers ETC Precious Metal Linked Securities Programme (the "**Programme**") for issuance of secured precious metal linked ETC Securities by Xtrackers ETC 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 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 shall have the right to withdraw its acceptance before the end of the working day on 12 May 2020 (being the second working day following publication of this Second Supplement).

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 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 and belief 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.

Dated: 07 May 2020.

## Amendments

1. The following amendments shall be made to the Base Prospectus:

- (a) In Condition 1, on page 90, the following definition shall be inserted:

““**CBF GN**” means a Global Security in global note form for deposit with Clearstream, Frankfurt.”

- (b) The second sentence of paragraph 1 of Condition 2, on page 115, shall be deleted in its entirety and replaced with the following:

“The ETC Securities will be represented by a Global Security in [*To be specified in Final Terms* – [NGN][CGN][CBF GN]] form and will be capable of being held via the Relevant Clearing System(s).”

- (c) Condition 10(i), on page 155, shall be deleted in its entirety and replaced with the following:

“For so long as the ETC Securities are Bearer Securities represented by a Global Security (a) in NGN form or (b) in CBF GN form where the Relevant Clearing System is Clearstream, Frankfurt, the records of the Relevant Clearing System(s) (which expression in this Condition 10(i) means the records that each Relevant Clearing System or the Relevant Clearing System, as applicable, holds for its customers which reflect the amount of such customers’ interests in the ETC Securities) shall be conclusive evidence of the number of the ETC Securities represented by the Global Security and, for these purposes, a statement issued by the Relevant Clearing System (which statement shall be made available to the bearer upon request) stating the number of ETC Securities represented by the Global Security at any time shall be conclusive evidence of the records of the Relevant Clearing System at that time.”

- (d) At the end of paragraph 2 of “Directors and Company Secretary” under the “Description of the Issuer” section, on page 200, the following sentence shall be inserted:

“With effect from 1 May 2020, Claudio Borza replaced Rhys Owens as a director of the Issuer.”

- (e) The Form of the Final Terms, on page 252, shall be amended as follows:

- (i) in point 37 of Part A – Contractual Terms, the words “[NGN form: Applicable]/[CGN form: Applicable]” shall be deleted in their entirety and replaced by the following:

“[NGN form: Applicable]/[CGN form: Applicable]/[CBF GN form: Applicable]”